



## **Liza L.S. Mark**

**Partner**

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**PRACTICES** International, Private Equity, Capital Markets and Securities, Asia, Corporate, Mergers and Acquisitions

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Since opening our Shanghai office in 2013, Liza Mark has concentrated her practice in private equity investments, securities, and cross-border M&A. With more than 20 years of experience at law firms in the U.S., Hong Kong, and Shanghai, Liza is eminently qualified to help her clients fulcrum between the different legal and business environments of these three countries.

Private equity clients seek Liza's advice in their cross-border investments and M&A activities in the U.S. and Europe. She is adept at structuring transactions that make both commercial and legal sense when working across multiple jurisdictions.

Liza also represents investors, issuers, and investment banks/financial intermediaries in financing transactions, including equity and debt public offerings and cross-border private placements in Hong Kong, India, and the U.S. She is experienced in private placements of debt and equity securities, Asian in-bound equity offerings, Rule 144A offerings, medium-term note programs, SPAC acquisitions, PIPEs, and Hong Kong IPOs.

Foreign private issuers turn to Liza to handle their securities offerings in the United States and the Hong Kong markets. She also advises clients regarding corporate governance and U.S. public company securities law reporting and compliance.

Liza has deep experience in the clean technology, energy, transportation and logistics, and environmental, social, and governance (ESG) impact industries, and many of her client relationships span decades. Clients value her straightforward, strategic counsel that reflects legal as well as commercial considerations. She is sensitive to jurisdictional differences, and can explain and contextualize them to clients. Operating across disparate legal systems, Liza structures transactions and offers day-to-day advice to clients to help them achieve their business objectives.

Liza serves on the board of advisors of the George H. W. Bush Foundation for U.S.-China Relations and is a board member of the U.S. Heartland China Association and the Greater Dallas Asian American Chamber of Commerce. She is also a member of the Ethics Committee of The American Chamber of Commerce in Shanghai.

### **Professional and Community Activities**

- George H. W. Bush Foundation for U.S.-China Relations - Board of Advisors, member, 2021-2022

# HAYNES BOONE

- US Heartland China Association - Board Member, 2020–current
  - The American Chamber of Commerce in Shanghai - Ethics Committee, member, 2018-2021
  - Greater Dallas Asian American Chamber of Commerce – Board member, 2019-Current
  - National Association of Corporate Directors - Member, 2019-Current
  - China Alerts & Updates publications of Haynes and Boone, LLP, Editor, August 2020 - Current
  - Presidential Administration Transition Task Force of Haynes and Boone, LLP, Member, Current
  - COVID-19 Task Force Editorial Board of Haynes and Boone, LLP – Member, Current
  - Haynes and Boone, LLP Professional Responsibility Committee, 2015 - Current
  - National Asian Pacific American Bar Association - Minnesota Chapter (NAPABA), Board member, 2002-2005
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## QUALIFICATIONS

### EDUCATION

- B.S., Accounting and Finance, Indiana University Bloomington, 1995, *summa cum laude; with honors*
- J.D., University of California Berkeley School of Law, 1998, *International Law Journal; High Technology Law Journal*

### LANGUAGES

- Chinese (Cantonese)
- Chinese (Mandarin)

### ADMISSIONS

- California
  - Hong Kong
  - Minnesota
  - Texas
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## PUBLICATIONS AND SPEAKING ENGAGEMENTS

- “An Examination of the US-China Trade Relationship: Perspectives on Trends & Challenges for Cross-Border Investment & Commerce”, Panelist, at the virtual event hosted by the Trace International, March 24, 2021 (video recording is available at <https://attendee.gotowebinar.com/recording/8344019334694200835>)
- “Special Purpose Acquisition Companies (“SPAC”): An Introduction and Case Study” Presenter, at the virtual event hosted by Lexis Nexis, March 18, 2021 (video recording is available at <https://live.vhall.com/room/watch/536538615?>)
- “Impact of the China Trade War on the USMCA”, Panelist, at the virtual event hosted by the Rice University Baker Institute, February 24, 2021.
- “New Reality of Doing Business in China”, Moderator, hosted by the US Heartland China Association, December 15, 2020
- “Chinese Corporate Listing in the United States - Can we reach common ground?”, Co-Presenter, at the virtual event on the topic of “The Future of Chinese Capital Markets: Extraordinary Opportunities amid Uncertainty” jointly hosted by US-China Business Council and US-China Series, September 24, 2020.
- “Chinese Firms' American Dreams Fade in Wake of Scandals, Regulations”, quoted, Business Times, September 9, 2020.
- “US-China Financial Decoupling and Implications for US Companies”, Co-Presenter, USCBC, September 9, 2020.

- “U.S.-Listed Chinese Companies: Regulatory Scrutiny & Strategic Options”, Co-Author, Bloomberg, July 29, 2020.
- “U.S. and Hong Kong Relations - A New Era Under the Hong Kong National Security Law”, Presenter, at the virtual event hosted by the George H. W. Bush Foundation for U.S.-China Relations and the Hong Kong Association of New York, July 29, 2020.
- “China Passes Controversial Hong Kong National Security Law”, Co-Author, Haynes and Boone, LLP, July 9, 2020
- “COVID-19 Special Podcast Series: Current State of Trade Relations Between US and China During COVID-19”, Co-Presenter, Haynes and Boone, LLP, July 1, 2020.
- “COVID-19 Special Webinar Series: US – China Relationship: Trends & Challenges for Cross Border Investments and Commerce”, Co-Presenter, Haynes and Boone, LLP, June 23, 2020.
- “China's Relaxed Financial Sector May Aid Foreign Investors”, Co-Author, Law360, June 15, 2020.
- “International Trade in Legal Services: Access to Restricted Legal Markets”, Virtual Annual Meeting hosted by American Bar Association International Law Section, Panelist, June 5, 2020.
- “US–China Relationship: Trends & Challenges for Cross-Border Investments and Cross-Border Commerce”, Presenter, Dallas Chapter of Women Corporate Director, June 2, 2020.
- “A look at China’s Version of the US Defense Production Act”, co-author, *Law360*, May 7, 2020.
- “FT Digital Dialogues: The Global Economic Emergency”, Moderator, Greater Dallas Asian American Chamber of Commerce, April 1, 2020.
- “COVID-19 Special Webinar Series: COVID-19 Issues Facing Public Companies”, Co-Presenter, Haynes and Boone, LLP, March 26, 2020.
- “The Rise of China”, co-author, *LNG Industry*, March 2, 2020.
- “Coronavirus Fears Cast Cloud Over Dealmaking”, interviewed by *Law360*, February 27, 2020.
- “Overview of U.S. Controls on Chinese Investments”, co-author, *Thomson Reuter China* (Wechat Public Account), January 2020.
- “Is Your China Chemical Plant in Danger of Being Shut Down?”, Author, *Lexology*, December 20, 2019.
- “Mitigating the impact of trade tensions: What your business should and should not be doing,” Speaker, Suzhou General Managers Forum at the Shanghai American Chamber of Commerce Suzhou Center, November 5, 2019.
- “Outbound Investment in the Big Compliance Era,” speaker, 2019 & 13th Annual China Belt& Road Outbound Investment Roadshow in Shanghai hosted by Global Intelligence Communications Group, October 25, 2019.
- “How International Investors Can Exit their China Operations/Investments Without Breaking the Bank”, speaker, China Outbound Investment Summit in Beijing hosted by Global Intelligence Communications Group, June 19, 2019.
- “How to Manage Legal Risks of Chinese Companies’ Outbound Investment”, speaker, Outbound Investment Summit hosted by Global Intelligence Communications Group, October 19, 2018.
- “How to Find the Right Target, Manage Due Diligence and Effectively Negotiate for Overseas Investment and M&A: Lessons Learned and Experience Sharing”, moderator of panel discussion, Outbound Investment Summit hosted by Global Intelligence Communications Group, October 19, 2018.
- “[Outbound Investments by Private Equity Fund](#)”, Presenter, Thomson Reuters China, September 18, 2018.
- “[Perspectives on the Business Environment in China](#)”, Interview by Shanghai American Chamber of Commerce, July 10, 2018.
- “Mastering the Challenges of Leading Change, Inspire the People and Succeed Where Others Fail,” moderator, POWER: Opening Doors for Women, September 24, 2015.
- “Examining Key Factors Driving Successful Outbound Investment,” panelist, China Outbound Investment in Developing Countries Summit 2015, September 23, 2015.
- “Chinese Conglomerate Outbound Investment Considerations,” Shanghai Aerospace Administration, August 24, 2015.

- “China: Recent Developments in the Regulation of Private Placements,” *Bloomberg BNA*, March 12, 2015.
  - “The Impact of Chinese State Secrecy Laws on Foreign-Listed Companies,” *Bloomberg BNA’s Securities Regulation & Law Report*, November 12, 2014.
  - “Chinese FDI: New Developments in Regulation and Approval,” *China Business Law Journal*, October 30, 2014.
  - “Investment surges in US oil and gas,” quoted, *Chinese Business Law Journal*, Vol. 5, Issue 9, October 2014, p. 45.
  - Speaker, Inaugural China America Legal Forum, September 23, 2014
  - “The SEC Guidance on Cybersecurity and Incident Disclosure: What You Need to Know,” August 2012.
  - “Going Private - How to Take a U.S. Company Private,” February 2011.
  - “A Comparative Regulatory Guide to Stock Exchange Listing in Hong Kong, New York, London and Toronto,” February 2010.
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## SELECTED CLIENT REPRESENTATIONS

### *Private Placements and Mergers and Acquisitions*

- Acquisition of management rights of the container fleet of Capital Lease Limited, Hong Kong by Textainer Group Holdings Limited in conjunction with the acquisition of all of the assets of Capital Lease Limited.
- Private placement of quasi-debt instruments of Sub-One Technology Inc. by ITI Scotland Limited.
- Acquisition of Scharffen Berger Chocolate Maker, Inc. by The Hershey Company.
- \$150 million acquisition of Critical Care Systems, Inc.
- Holding company reorganization and acquisition of Grand Toys International, Inc. (Nasdaq listed) by Hong Kong company.
- Acquisition of Timm Medical Technologies by Endocare for \$10.7 million and 1.6 million shares of Endocare Common Stock.
- \$161.4 million merger of ITI Technologies and SLC Technologies.
- Cross-border acquisition of TeeMaster by a publicly-listed Canadian corporation, Book4Golf.com.
- \$29.3 million acquisition of Kajax Engineering by NCS Pearson.
- \$1.9 million acquisition of Goal Designs by NCS Pearson.
- \$27.4 million acquisition of Reid Psychological Systems by NCS Pearson.
- \$250,000 cross-border acquisition of Cenpok Education Services, a Peoples Republic of China company, by NCS Pearson.
- FireVue private placement of \$5.2 million of Series A Convertible Preferred Stock.

### *Restructuring*

- Assist a U.S. Zinc producer in exiting their China operations.
- Negotiate the liquidation of restructuring of a coal bed methane production company in China.

### *Public Securities Related Transactions*

- Evergreen International Holdings Limited Hong Kong initial public offering of 236.7 million shares for \$161 million.
- China TransInfo Technology Corp. PIPE offering for \$15 million.
- Textainer Group Holdings Limited initial public offering of 9 million Common Shares for \$148.5 million.
- American Pacific Corporation \$110 million 144A Senior Note Offering, 9 percent Senior Notes due 2015.

- MultiCell Technologies Inc. \$8 million Equity Line Offering.
- Acquisition of EDAW, Inc. by AECOM Technology Corporation through a California Fairness Hearing pursuant to Rule 3(a)(10) of the Securities Act of 1933, as amended.
- MoneyGram International, Inc. \$500 million Universal Shelf registration.
- UnitedHealth Group Incorporated \$3 billion Universal Shelf registration.
- UnitedHealth Group Incorporated \$500 million Note Offering, 4.875 percent Notes due 2015.
- UnitedHealth Group Incorporated \$1.5 billion Note Offering, 3-3/8 percent Notes due 2007, 4-1/8 percent Notes due 2009 and 5 percent Notes due 2014.
- Deluxe Corporation \$600 million 144A Note Offering, 3-1/2 percent Notes due 2007 and 5-1/8 percent Notes due 2014.
- Curative Health Services, Inc. \$185 million 144A Senior Note offering, 10-3/4 percent Senior Notes due 2011.
- UnitedHealth Group Incorporated \$500 million Note Offering, 3-3/4 percent Notes due 2009 and 4-3/4 percent Notes due 2014.
- Velocity Express \$18.5 million subscription rights offering of Series I Preferred Stock.
- UnitedHealth Group Incorporated \$500 million Note Offering, 3.3 percent Notes due 2008.
- The Elder-Beerman Stores going private transaction involving \$75 million in shares of Common Stock pursuant to a proxy statement and Schedule 13e-3 filing.
- Deluxe Corporation offering of \$300 million principal amount of 5 percent Senior Notes due 2012.
- Deluxe Corporation filing of \$500 million debt shelf registration statement, launching of the Medium Term Note Program and the issuance of \$75 million principal amount of medium term notes.
- Diametrics Medical \$5.8 million sale of all or substantially all of its assets.
- Entegris initial public offering of 13 million shares of Common Shares for \$143 million.
- U.S. Bancorp \$936.8 million offering of 22.1 million shares of Common Stock in connection with its acquisition of Western Bancorp.
- U.S. Bancorp \$99.4 million offering of 3.1 million shares of Common Stock in connection with its acquisition of Peninsula Bank of San Diego.
- U.S. Bancorp \$294.5 million offering of 9 million shares of Common Stock and warrants in connection with its acquisition of Bank of Commerce.

## *U.S. Securities Law Public Company Compliance*

- Served as inside/outside counsel in Hong Kong to Asia operations of U.S. investment bank.
- Advised and coordinated on-going filing of public company periodic reports and proxy statements for American Pacific Corporation, Weststaff Inc., McGrath Rentcorp, Syneron Medical Ltd., Curative Health Services, Metris Companies, Pemstar, and ATS Medical.
- Advised Velocity Express regarding SEC comments on Exchange Act filings, Nasdaq delisting issues, Form 10-K and Form 10-Qs.