

**BEIJING**

In-House Legal Summit 2011

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The Westin Beijing Chaoyang - 7 North Dongsanhuan Road

30 November 2011

Agenda

8:30am Registration

9:00 – 10:30am **Delegates choose Workshop A or B (concurrent)**

9:00 – 10:30am **Workshop A- Global Law Office**

Topic: ***How to Successfully Acquire a PRC Listed Company – Structures, Issues and Strategies***

Speakers: Jinrong Liu, Partner- Global Law Office, Beijing; David Fu, Partner- Global Law Office, Beijing; Hai Huang, Partner- Global Law Office, Beijing; Yujie Chang, Partner- Global Law Office, Beijing; George M. Wang, Partner- Global Law Office, Shanghai; Alan Zhou, Partner- Global Law Office, Shanghai; Carrie Sun, Partner- Global Law Office, Shenzhen

Topic Description: This presentation will examine recent developments in acquisitions by foreign investors of a listed company in China, with a focus on relevant deal structures, documentation, negotiations, closing and other common legal and practical issues. In recent years, there have been more and more announced transactions in which a foreign investor acquires strategic or controlling stake in a PRC listed company. Partners from Global Law Office will review the regulatory regime governing acquisitions by foreign investors of a public company in China, and share with you practical experience and lessons on how to successfully consummate such acquisitions in China. The expert panel will provide insight into recent developments in the PRC regulatory environment and how this may affect M&A transactions and foreign investment in China. *This interactive presentation will cover:** Legal regime governing acquisitions by foreign investors of a listed company in China; * Deal structures and strategies in China public M&A; * Documentation and negotiation strategies in China public M&A; * Closing matters and other common legal issues in China public M&A; * Case studies on recent public M&A deals; * National security review and merger-control review, as well as China M&A's evolving regulatory regime

9:00 – 10:30am **Workshop B – Gaopeng & Partners**

Topic: ***Merger filing and anti-trust law enforcement in China***

Speaker: Jiang Liyong- Partner- Gaopeng & Partners

Topic Description: This presentation will examine:- * General picture of new development of Anti-trust Law in China; * Procedures and key points of merger filing; * Investigation and defense for monopoly agreements; * Investigation, lawsuits and defense for abusing dominant positions

10:30-11:00am *Refreshment Break*

11:00- 12:30pm	Delegates choose workshop C or D (concurrent)
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11:00- 12:30pm	<u>Workshop C- TransAsia</u>
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Topic: ***PRC Employment Law – Challenges for Multinationals: Collective Wage Bargaining and Trade Unions***

Speaker: Dr. Isabelle I H Wan- Senior Partner & Leader, Employment Law Practice
TransAsia

Topic Description: Over the past year, the landscape for work stoppages/strikes in China has changed completely. Employees are much more aware of their rights, and do not hesitate to assert them in the event of any violation by their employers. Coupled with strikes elsewhere and widespread labor unrest, the events at Honda's Guangdong plants last year have had a nation-wide domino effect, resulting in increased minimum wage standards throughout China. Dr. Wan will address the recent rise of collective labor actions and the new rules in Beijing, which have led to trade unions at all levels there to actively adopt various measures to promote the establishment of trade unions. The collection of trade union funds (reserve funds) should commence no later than **1 January 2012** and it will be mandatory for each enterprise and institution in Beijing to pay such funds regardless of whether it has established a trade union. This workshop is a must for in-house counsel wishing to understand the implications and practical application of Chinese employment law. *Topics include:* * Trends in collective labor actions; * Handling collective wage bargaining; * Principles and procedural rules for collective bargaining; * New requirements for establishing trade unions and on the collection of trade union funds for enterprises in Beijing Municipality; * Legislative trends in other localities; * Employer do's and don'ts; * Case studies

11:00- 12:30pm	<u>Workshop D – Hong Kong International Arbitration Centre</u>
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Topic: ***Arbitration in Hong Kong: Insights into Managing Disputes in Hong Kong***

Speaker: Liu Jing, Deputy Secretary-General- Hong Kong International Arbitration Centre

Topic Description: Following the rapid development in China, commercial disputes involving Chinese and foreign parties have also surged. The HKIAC will take you through how in-house counsel should manage disputes when they arise. *This presentation will cover:* * How Sino-foreign arbitrations are handled in Hong Kong; * What in-house counsel should consider when choosing arbitrators; * Key features in the new Hong Kong Arbitration Ordinance and how these changes will affect your potential disputes; * Important lessons to be learned from looking at some of the latest profile of cases

12:30- 12:40pm	All Delegates – pre-lunch address (China Legal Career)
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12:30-12:40pm	<i>(all delegates) China Legal Career pre-lunch address</i>
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Topic: ***Attracting, Motivating and Retaining Talent at MNC Legal Departments in China.***

Speaker: Frazer Xia, Managing Director

Topic Description: It's a common challenge for law departments to attract, motivate and retain legal talent in such a dynamic and challenging environment as China. How to combine financial and non-financial methods to minimize costs and maximize job effectiveness and efficiencies are critical for building a successful legal department.

12:40pm *VIP Networking Luncheon*

1:45- 3:15pm	Delegates choose Workshop E or F (concurrent)
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1:45- 3:15pm	<u>Workshop E- Mori Hamada & Matsumoto</u>
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Topic: ***Chinese Investment in Japan: Successful Pursuit of M&A Opportunities***
Speaker: Yuto Matsumura, Partner - Mori Hamada & Matsumoto
Topic Description: We are seeing more and more Chinese investment in Japan, including acquisitions of Japanese publicly listed companies. While there are many opportunities for investment, the acquisition of a Japanese public company requires navigation of a number of complex regulations. Particular attention must be paid to regulations related to tender offers and third party allocations (issuances of shares to specific investors). Penalties for regulatory violations can be quite harsh. Knowledge of the regulatory environment is an important key to success in the Japanese M&A market.

1:45- 3:15pm	<u>Workshop F – World Law Group</u>
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Topic: ***Doing Business in Malaysia, The Philippines and Thailand/Laos***
Speakers: Malaysia: Dato' Johari Razak, Partner- Shearn Delamore & Co.; Thailand: Albert T. Chandler, Founder- Chandler & Thong-ek Law Offices Ltd; The Philippines: Vicente D. Gerochi, IV, Partner- SyCip Salazar Hernandez & Gatmaitan
Topic Description: *Malaysia:* The Malaysian government policy in welcoming foreign investment and tax incentives for various areas. *Thailand:* Renewable Energy Investment Opportunities in Thailand; Developments in Environmental and Social Safeguards in Laos and Thailand. *The Philippines:* Foreign Investment in the Philippines: Regulation and Incentives.

3:15 – 3:45pm	<i>Refreshment Break</i>
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3:45 – 5:15pm	Delegates choose Workshop G or H (concurrent)
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3:45 – 5:15pm	<u>Workshop G- Drew & Napier</u>
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Topic: ***Investments into South East Asia: Risk & Opportunities Through the Singaporean Gateway***
Speakers: Julian Kwek- Director Corporate & Finance- Drew & Napier; Randolph Khoo- Director Dispute Resolution- Drew & Napier; Wu Geng- Senior International Lawyer Corporate & Finance, PRC Practice- Drew & Napier
Topic Description: There is tremendous interest in the resources and growth in the South East Asian economies and Singapore continues to be a gateway for investments into South East Asia. Many companies in South East Asia have also tapped into the Singapore debt and equity capital markets in view of Singapore's increasing prominence as a regional financial hub. The speakers have been involved in many significant transactions and will draw on their experience to present an overarching view of: * the tax and legal aspects of investments into South East Asia through Singapore; *some of the legal risks associated with such investments; *international dispute resolution mechanisms available to investors; *benefits of resolving international disputes in Singapore; * various case studies in Indonesia and regional disputes settings

3:45 – 5:15pm

Workshop H – V&T Law Firm

Topic:

Hot legal issues of financing for enterprises in China—Infrastructure Project Financing, Capital Market Financing

Speakers:

Wang Jihong, Partner- V&T Law Firm; Wen Ye, Partner- V&T Law Firm; Xu Meng, Partner- V&T Law Firm

Topic Description:

Nothing is more important than prevention in controlling corporate legal risk. How do managers, in-house counsel and outside counsel identify and successfully eliminate risk in the management and operation of businesses? V&T will provide expert advice on how to prevent risk whilst effectively containing costs. Additionally, concession has become the main means of financing to promote infrastructure projects by local governments in China. Lack and lag of domestic legislation on concession has posed various legal obstacles and challenges in applying this kind of financing means. How do investors overcome these obstacles and obtain best interests in negotiating with the government? How can you avoid or minimize risks? International capital markets are ever changing while the desire of Chinese enterprises to raise funds through direct financing channels continues to increase. V&T will share how to standardize enterprises acts to meet the relevant requirements of A-share market released by the supervision departments of China’s capital market; and how to operate in the process of an IPO

Timing and content subject to change

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