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The 7th Annual Asia-Pacific In-house Counsel Summit

IN PURSUIT OF GROWTH: COMBINING CAUTION WITH INNOVATION

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March 16 & 17 2010
Kowloon Shangri-La, Hong Kong

With Asia-Pacific nations assuming the burdensome role of saviour of the global economy, corporate counsel in the region have been given the unenviable task of combining caution with innovation in their company's pursuit of growth opportunities.

In line with this theme, the 2010 Asia-Pacific In-house Counsel Summit will tackle a range of issues pertinent to the daily lives of corporate counsel in the region. These include:

- Financing opportunities in a difficult credit environment – such as sukuk issuance
- Private equity and corruption risks
- Prospect of class actions and the proliferation of shareholder disputes
- Hong Kong's need for a pre-insolvency regime for distressed companies/ how China's new bankruptcy law is being implemented
- Employment law issues relating to reorganisations, lay-offs and business closures
- How robustly China's competition law is being enforced/ the potential threat of private anti-monopoly litigation action?
- Renewed M&As – new types of target due diligence, such as reputational due diligence/ adopting an audit-type approach to due diligence
- How to assess the value of a target's IP and ensure it actually owns the IP
- Conducting board level assessments and director assessments – managing and testing for competence

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Who should attend?

In-house counsel and private practice lawyers in Asia-Pacific and beyond, as well as regulators and business leaders in the region.

Venue:

Kowloon Shangri-La, Hong Kong
 64 Mody Road
 Tsim Sha Tsui East
 Kowloon, Hong Kong
 T: (852) 2721 2111
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To Register

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- Private practice delegate registration: US\$950

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CANCELLATION POLICY: If you cannot attend you must cancel your registration in writing by February 23 2010 to receive a refund less a 10% administration charge. Cancellations received after March 2 2010 are liable for the full conference fee. You may send a substitute to attend in your place at no extra charge, however we must know by February 22 2009 via email. We cannot accept verbal cancellations. If you make your booking via the telephone, you are automatically adhering to our terms and conditions.

REGISTRATION FEE: The registration fee includes participation in the conference, lunches, cocktail reception (if applicable) and documentation material, which will be distributed at the beginning of the event. All bookings are binding on receipt of the booking form.

Day 1 Agenda – Tuesday, March 16 2010

8.00-8.50	Registration and coffee	
8.50-9.00	WELCOME FROM ASIALAW	
9.00-9.15	KEYNOTE ADDRESS: REASONS FOR CAUTIOUS OPTIMISM – Anthony WY Chan , chairman, International Chamber of Commerce, HK-China	
9.15-10.15	<p>PLENARY SESSION 1: REPOSITIONING FOR FUTURE GROWTH</p> <ul style="list-style-type: none"> Pursuing growth with caution – creating and maintaining watertight contracts; mitigating risk/ring-fencing investments Financing opportunities – new products available Sukuk issuance / high yield bonds (but with credit enhancement); Case Study: General Electric Capital Corp's US\$500 million sukuk issued by GE Capital Sukuk Ltd (first investment grade sukuk for a US corporate) – in a difficult credit environment, should high-quality corporates be considering sukuk issuance as an additional source of financing? To what extent is Islamic finance accessible by corporates? <p>Speakers: Jasmine Karimi, president, HKCCA and senior corporate counsel, Braiform (Spotless Group) (<i>moderator</i>) Akira Kawamura, vice president, IBA and partner, Anderson Mori & Tomotsune Kelly Austin, counsel, GE International</p>	
10.15-10.30	Coffee break	
10.30-11.30	<p>PRACTICE AREA WORKSHOP: CHINA IP – HOSTED BY FOLEY & LARDNER LLP</p> <ul style="list-style-type: none"> Recent developments in China's Patent Law and Regulations Recent developments in IP enforcement in China IP procurement in China US patent litigation and legislation update <p>Speakers: Steve Rizzi, partner, Foley & Lardner Catherine Sun, partner, Foley & Lardner (<i>moderator</i>) Jon Dudas, partner, Foley & Lardner Yan Zhao, senior counsel, Foley & Lardner</p>	
11.30-12.30	<p>PRACTICE AREA WORKSHOP: PRIVATE EQUITY – HOSTED BY PAUL WEISS</p> <ul style="list-style-type: none"> Corruption risks and FCPA liability – US developments; 'good faith' efforts needed over target due diligence despite small shareholding and lack of control Should there be more focus on promoter integrity and on documents; how prevalent is the borrowing of terms from separate deals? The significance and potential impact of China allowing foreign-invested partnerships i.e. the <i>Measures for the Administration of the Establishment of Partnership Enterprises inside China by Foreign Enterprises or Individuals</i> <p>Speakers: Jack Lange, partner, Paul Weiss (<i>moderator</i>) Wayne Bannon, general counsel, Asia, Carlyle Group Scott Lane, chief executive officer, The Reg Flag Group Dane Chamorro, regional GM, China & North Asia, Control Risks</p>	<p>PRACTICE AREA WORKSHOP: MUST-KNOW THINGS ABOUT DEAL MAKING IN INDIA – HOSTED BY DAVIS POLK & WARDWELL</p> <ul style="list-style-type: none"> Overview of country, culture, economy, legal system, law firms, courts Foreign investment regime Key regulators and regulations Key deal making insights Key tax and other insights <p>Speakers: Kirtee Kapoor, partner, Davis Polk & Wardwell</p>
12.30-1.30	Lunch	
1.30-2.30	<p>COUNTRY WORKSHOP: DOING BUSINESS IN THE MIDDLE EAST – THE ESSENTIALS – HOSTED BY MCNAIR CHAMBERS</p> <ul style="list-style-type: none"> The cultural context – do's and don'ts The legal framework – key issues When things go wrong <p>Speakers: Khawar Qureshi, QC, head of chambers, McNair Chambers Michael Palmer, McNair Chambers</p>	<p>COUNTRY WORKSHOP: VIETNAM – HOSTED BY DUANE MORRIS VIETNAM LLC <i>Content to be confirmed</i></p> <p>Speakers: Mark Oakley, special counsel, Duane Morris Giles Cooper, partner, Duane Morris Oliver Massmann, partner, Duane Morris</p>
2.30-3.30	<p>PLENARY SESSION 3: BANKRUPTCY/INSOLVENCY</p> <ul style="list-style-type: none"> Does Hong Kong need a pre-insolvency regime for distressed companies, such as Administration in the UK or Chapter 11 in the US? Issues surrounding Hong Kong bankruptcy law and legislative changes; amending the Companies Ordinance – how far do Government proposals go in achieving their objective / likely conclusions of consultation paper Impact of financial crisis on adequacy of insolvency procedures and mechanisms around Asia; how is China's new bankruptcy law being implemented / which corporate rescue procedures are proving most effective in Singapore <p>Speakers: Ian De Witt, partner, Tanner De Witt (<i>moderator</i>) Anthony Boswell, partner, PricewaterhouseCoopers Charles Booth, professor of law, University of Hawaii at Manoa</p>	<p>PLENARY SESSION 4: EMPLOYMENT</p> <ul style="list-style-type: none"> Employment law issues relating to reorganisations, lay-offs and closure of businesses i.e. race discrimination, promised bonus claims by ex-employees – what can you do and what you need to observe Privacy law issues such as employers using medical information – Cathay Pacific's successful judicial review against decision of Hong Kong Privacy Commissioner New dispute resolution methods; specialised labour tribunal procedures – how they operate in Hong Kong and China; how long it takes; what are the costs New employment law regime in China; tax consequences of secondment arrangements – how you split/declare income <p>Speakers: Fiona Loughrey, partner, Simmons & Simmons Andreas Lauffs, partner, Baker & McKenzie Shawn Zhao, managing counsel, Greater China, Google Nick Gall, partner, Gall & Lane (<i>moderator</i>)</p>
3.30-3.45	Coffee break	

Day 1 agenda continued

3.45-4.45	<p>COUNTRY WORKSHOP: KOREA – HOSTED BY KIM & CHANG Anticipating and dealing with government investigations in Korea:</p> <ul style="list-style-type: none"> Identifying and assessing types of risks based on understanding of local law and business practices Recent trend in enforcement by different government agencies Determining effective and appropriate level of internal audits Structuring and managing a successful relationship with third party business partners and representatives Ensuring continued compliance <p>Speakers: Sung Eyup Park, partner, Kim & Chang Kyle Choi, senior foreign attorney, Kim & Chang (<i>moderator</i>) Kyo-Hwa Liz Chung, partner, Kim & Chang</p>	<p>PRACTICE AREA WORKSHOP: CHINA FINANCE – HOSTED BY DAVIS POLK & WARDWELL Foreign invested securities JVs – an overview of regulatory framework and related issues:</p> <ul style="list-style-type: none"> Business objectives Regulatory framework Review and approval process Business scope and operational issues Development and trends <p>Speakers: Howard Zhang, partner, Davis Polk & Wardwell (<i>moderator</i>) Glenn Su, partner, Haiwen & Partners</p>
4.45-5.45	<p>PLENARY SESSION 5: COMPETITION/ ANTITRUST</p> <ul style="list-style-type: none"> What is the potential threat of enforcement of China’s anti-monopoly law? What further clarification is needed under the AML; Case Study: review of Shanda Games abuse of dominance case What practical steps/initiatives can companies take to review their business practices to ensure compliance? Developments around the region – how will Hong Kong tighten up; how will new merger regulations under India’s competition law be interpreted and implemented; Singapore’s focus on compliance audits and how to work with a more pro-active Competition Commission of Singapore (CCS) <p>Speakers: Jim Jeffs, competition counsel, Intel Semiconductor (<i>moderator</i>) François Renard, counsel, Allen & Overy Thomas Yih, general counsel, Shanda Games Sung Eyup Park, partner, Kim & Chang</p>	<p>COUNTRY WORKSHOP: INDIA – HOSTED BY NISHITH DESAI ASSOCIATES Mergers & Acquisitions in India:</p> <ul style="list-style-type: none"> Recent legal and tax issues faced by MNCs in acquiring companies in India Impact of Indian antitrust regime on cross-border M&As Importance of financial due diligence on Indian companies Case studies on acquisition of Indian companies by foreign acquirers <p>Speakers: Nishith Desai, founder, Nishith Desai Associates (<i>moderator</i>) Nishchal Joshipura, head-M&A, Nishith Desai Associates Deepti Ahuja, partner, SKP Group Nick Panes, director, India, corporate investigations, Control Risk</p>
6.00-7.30	COCKTAIL RECEPTION – HOSTED BY NISHITH DESAI ASSOCIATES	

Day 2 Agenda – Wednesday, March 17 2010

8.00-8.50	Registration and coffee	
8.50-9.00	CHAIRMAN’S OPENING REMARKS: Joanne Hon , vice president and Asia head of business development, CPA Global	
9.00-10.00	<p>PLENARY SESSION 6: RENEWED MERGERS AND ACQUISITIONS</p> <ul style="list-style-type: none"> Target due diligence post financial crisis – new types such as reputational due diligence; impact of Satyam – encouraging audit-type approach Trends in due diligence practices in US, Asia and elsewhere – duties to disclose and investigate; legal restrictions on disclosures involving national security, economic espionage, customer privacy and antitrust regulation issues; buyer’s knowledge in relation to post-closing indemnification What are the major issues when seeking access to US public markets – unique US disclosure and compliance issues resulting from differences in home country regulations – suggestion of strategies for resolving such differences <p>Speakers: Robert Ashworth, partner, Freshfields Bruckhaus Deringer (<i>moderator</i>) Michael DeSombre, partner, Sullivan & Cromwell David Flavell, general counsel, Danone</p>	
10.00-11.00	<p>PRACTICE AREA WORKSHOP: OUTSOURCING – HOSTED BY CPA GLOBAL</p> <ul style="list-style-type: none"> Success/failure of business process outsourcing areas such as back-office functions, call centres, HR and IT Why you should consider legal process outsourcing, and IP in particular – areas include proof-reading, paralegal support, patent, trade mark and design drawings, filing, IP docketing and annuity record keeping, IP portfolio management services Good/bad experiences of consultancies <p>Speakers: Joanne Hon, vice president and Asia head of business development, CPA Global</p>	
11.00-11.15	Coffee break	
11.15-12.15	<p>PRACTICE AREA WORKSHOP: BRAND PROTECTION IN A NEW TOP LEVEL DOMAIN (TLD) ENVIRONMENT – HOSTED BY MELBOURNE IT GROUP</p> <ul style="list-style-type: none"> New TLDs for countries using IDNs – an overview New trade mark protection rules New TLDs – recent developments; proposed EOI process <p>Speakers: Joe Thymian, sales and marketing director, Asia-Pacific, Melbourne IT Digital Brand Services Mike Davies, director, outsourced services, VeriSign</p>	
12.15-1.30	Lunch	
1.30-2.30	<p>PLENARY SESSION 7: CORPORATE GOVERNANCE</p> <ul style="list-style-type: none"> Independent directors – Chinese banks and Indian corporates / Satyam Board level assessments and director assessments – what to expect when being managed and tested for competence Stories from the trenches – strategies for dealing with regulators, including an examination of issues surrounding public disclosure by Hong Kong-listed companies, self-reporting and the role of the regulators in this process – proposed amendments to listing rules <p>Speakers: Royce Miller, partner, Freshfields Bruckhaus Deringer Cara Atha, consultant, Sun Life Financial (<i>moderator</i>) Jamie Allen, secretary general, Asian Corporate Governance Association</p>	

Day 2 agenda continued

2.30-3.30	<p>PLENARY SESSION 8: DISPUTE RESOLUTION</p> <ul style="list-style-type: none"> • How the financial crisis has affected the settlement of disputes; less willingness to resolve / pushing for more in a resolution – review of cases that go to court that might have been mediated and resolved in periods of growth • How boiler plate contract clauses affect dispute resolution / drafting to avoid disputes • How to protect yourself against class actions and shareholder disputes – class actions: review of Law Reform Commission consultation paper and funding options; shareholder disputes: prevalence for hedge funds unable to exit pre-IPO positions • Enforcing foreign judgments and arbitral awards <p>Speakers: Gareth Thomas, partner, Herbert Smith David Bateson, partner, Mallesons Stephen Jaques Gary Soo, secretary general, HKIAC (<i>moderator</i>) Christopher To, executive director, Construction Industry Council Khawar Qureshi QC, head of chambers, McNair Chambers</p>
3.30-3.45	Coffee break
3.45-4.45	<p>PLENARY SESSION 9: A NEW WORLD ORDER: THE RISE OF CHINA AND INDIA</p> <ul style="list-style-type: none"> • How companies from Bric nations are changing the rules of the game – power shift to Asia • Implications of financial crisis on cross-border M&A with China and India – rise in number of potentially aggressive acquirers • Facing up to hostile bids – defence planning, defensive tactics and the legal principles that govern a defence; what a bidder can do to gain control • Innovative deal structures; do's and don'ts for China/India M&A <p>Speakers: W John Hoffmann, co-founder and principal, Exceptional Resources Group (<i>moderator</i>) Howard Zhang, partner, Davis Polk & Wardwell Nishith Desai, founder, Nishith Desai Associates</p>
4.45	CHAIRMAN'S CLOSING REMARKS



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