

Up to
8 1/2 CPD hours
available*

Asia Pacific Mergers and Acquisitions Conference

Island Shangri-La Hong Kong
24-25 November 2005

A Conference presented by the Business Organisations Committee, Corporate Law Section of the IBA's Legal Practice Division and the IBA's Asia Pacific Forum.

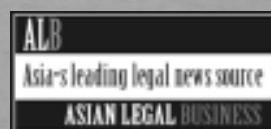
Over two days, leading practitioners and M&A experts will assess significant trends and developments in M&A practice through a comparative focus on major jurisdictions in the Asia Pacific region.

The Conference also offers an excellent opportunity to network with leading M&A specialists.

Who should attend?

Lawyers in private practice, in-house counsel, investment bankers, accountants and other professionals involved in the mergers and acquisitions business.

*As per the Law Society of England and Wales. The number of CPD points/hours available may vary for other Bar Associations and Law Societies depending on their criteria.



the global voice of
the legal profession

Programme

Thursday 24 November

Conference Chair
David Sneider *Simpson Thacher & Bartlett LLP, Tokyo*

Conference Co-Chairs
Neil Hyman *Slaughter and May, Hong Kong*
Lucien Wong *Allen & Gledhill, Singapore*

Host Committee
Comprising the leading law firms in Hong Kong

0800 – 1715 **Registration**

0845 – 0900 **Welcome address by the Conference Co-Chairs**

0900 – 0945

A banker's view of the Asian M&A marketplace

Tim Freshwater, one of the leading investment bankers in Asia, provides an insider's view of the financial, economic and business factors affecting the M&A market in Asia in a global context.

Speaker

Tim Freshwater *Vice-Chair, Goldman Sachs (Asia) LLC, Hong Kong*

Comments

Jake van der Kamp *South China Morning Post, Hong Kong*

0945 – 1015

Shareholder activism and corporate governance

David Webb will provide an overview of corporate governance in leading Asian public companies from the perspective of activist investors.

Speaker

David Webb *Editor, Webb-Site.com, Hong Kong*

1015 – 1045 **Coffee / Tea Break**

1045 – 1200

Foreign investment and other government regulation

The panellists will offer a comparative view of foreign investment, antitrust, other significant government regulation and the role of the regulator in M&A transactions in Asia, focusing on developments in India, Korea and Malaysia.

Moderator

Lucien Wong

Speakers

Cyril Shroff *Amarchand & Mangaldas Advocates and Solicitors, New Delhi*

Sang Yeol Park *Kim & Chang, Seoul*

Chew Seng Kok *Zaid Ibrahim & Co, Kuala Lumpur*

1200 – 1330 **Lunch**

Keynote Speaker

Peter Au-Yang *Executive Director and Chief Operating Officer, Securities and Futures Commission, Hong Kong*

Introduction

Vivien Chan *Vivien Chan & Co, Hong Kong*

1330 – 1430

Joint venture transactions – negotiating contractual and governance issues

This panel on joint ventures will focus on key issues encountered in contract negotiations in the region, including governance, liquidity, deadlock resolutions, allocations of corporate opportunities and non-compete provisions.

Speakers

Teresa Ko *Freshfields Bruckhaus Deringer, Hong Kong*

Som Mandal *Fox Mandal, New Delhi*

Ping Xu King & Wood, *Beijing*

1430 – 1530

How to run an auction

Auctions are relatively new to the Asian M&A market, but are expected to increase in number. The panellists will discuss the issues encountered in an auction, including board process, retention of bankers, the solicitation of indications of interest, confidentiality agreements, due diligence, employee change of control protections and the contracting phase.

Moderator

Neil Hyman

Speakers

Robert Ashworth *Freshfields Bruckhaus Deringer, Hong Kong*

Michael DeSombre *Sullivan & Cromwell LLP, Hong Kong*

1530 – 1600 **Coffee / Tea Break**

1600 – 1715

Overview and comparison of takeover structures in Asia

With the growth in public company M&A, including hostile transactions, takeover regulation is becoming increasingly important in many Asia Pacific jurisdictions. The panellists will address takeover structures in Australia, Japan, and Singapore, including an overview of regulations, the use of fairness opinions, issues raised by related-party transactions, and squeeze-out strategies.

Moderator

David Sneider

Speakers

Osamu Hirakawa *Anderson Mōri & Tomotsune, Tokyo*

Ewen Crouch *Allens Arthur Robinson, Sydney*

Andrew Lim *Allen & Gledhill, Singapore*

1800 **Hosted Cocktail Reception**

Harbour Room, Island Shangri-La Hotel

Supported by



0830 – 1230 **Registration**

0900 – 1030

The M&A market in China

China is becoming one of the key M&A markets in the region, attracting the attention of a broad range of acquirers and advisers. The panellists will focus on important legal issues and regulatory developments affecting the M&A practice in China.

Moderator

Lee Edwards *Shearman & Sterling LLP,
Beijing*

Speakers

David Graham *General Counsel, UBS, Hong
Kong*

Wei Xiao *Jun He Law Offices, Beijing*

Zili Shao *Linklaters, Beijing*

1030 – 1100 **Coffee / Tea Break**

1100 – 1215

Private equity transactions in Asia

Private equity investments, including leveraged buyouts, have been a significant part of M&A activity in Asia in recent years. This panel will explore the key legal issues encountered in buy-out transactions. The techniques discussed will hopefully be of use to those practitioners from jurisdictions that are starting to see new or increased LBO/ MBO activity and are trying to address these issues.

Moderator

Jin Hyuk Park *Simpson Thacher & Bartlett
LLP, Hong Kong*

Speakers

Filip Moerman *Cleary Gottlieb, Hong Kong*

Peter Cook *Mallesons Stephen Jaques,
Sydney*

Philip Rapp *Clifford Chance Wong,
Singapore*

Comments

Weijian Shan *Managing Partner, Newbridge
Capital Ltd, Hong Kong*

1215 – 1230

**Closing remarks
by the Conference Co-Chairs**

Continuing Professional Development / Continuing Legal Education

For delegates from countries where CPD / CLE is mandatory, the International Bar Association will be pleased to provide a Conference Certificate of Attendance which, subject to the exact CPD / CLE requirements, may be used to obtain the equivalent accreditation in your jurisdiction.

This Conference has been accredited for CPD / CLE by the Law Society of England and Wales. Delegates should ask staff at the Registration Desk for information as to how to obtain the hours.

The organisers may at any time, with or without giving notice, in their absolute discretion and without giving any reason, cancel or postpone the Conference, change its venue or any of the other published particulars, or withdraw any invitation to attend. In any case, neither the organisers nor any of their officers, employees, agents, members or representatives shall be liable for any loss, liability, damage or expense suffered or incurred by any person, nor will they return any money paid to them in connection with the Conference unless they are satisfied not only that the money in question remains under their control but also that the person who paid it has been unfairly prejudiced (as to which, decision shall be in their sole and unfettered discretion and, when announced, final and conclusive).

Information

Date 24-25 November 2005

Venue

Island Shangri-La Hong Kong
Pacific Place
Supreme Court Road, Central, Hong Kong
tel: +852 2877 3838
fax: +852 2521 8742
e-mail: isl@shangri-la.com
www.shangri-la.com

Language

All working sessions and Conference materials will be in English.

How to register

Please complete the attached registration form and return it to Sally Richards at the IBA together with your payment.

Fees

	on or before	after
	7 October	7 October
IBA member	£580	£680
Non member	£680	£780
Young lawyers (Under 30 years)	£435	£780
Academics / Judges (Full time)	£435	£780
Corporate counsel	£525	£780

Full payment must be received in order to process your registration.

Fees include

- Attendance at all working sessions
- Conference materials, including any available speakers' papers submitted to the IBA before 4 November
- Access to the above Conference working materials from the IBA website (www.ibanet.org) approximately seven days prior to the Conference
- Lunch on Thursday 24 November
- Tea and coffee during breaks
- Invitation to Hosted Reception on Thursday 24 November

Please note that registrations are not transferable.

List of participants

In order for your name to appear in the list of participants, which will be distributed at the Conference, your registration form must be received by 16 November at the latest.

Promotional literature

Please note that no individual or organisation may display or distribute publicity material or other printed matter during the Conference, unless by prior arrangement with the IBA. Organisations and companies wishing to discuss promotional opportunities should contact Louise Young at the IBA
louise.young@int-bar.org

Payment of registration fees

Pounds sterling: by cheque or bank draft drawn on a UK bank and in favour of the International Bar Association. Please send to: 10th Floor, 1 Stephen Street, London, W1T 1AT, United Kingdom.

OR by bank transfer to the IBA account number: 13270222 at the National Westminster Bank, St James's & Piccadilly Branch, (Sort Code 56-00-03), 208 Piccadilly, London W1A 2DG, United Kingdom or SWIFT address NWBKGB2L or IBAN GB05NWBK56000313270222. **Please ensure that a copy of the bank transfer details is attached to your registration form.**

Euro: by bank draft converted at the current rate of exchange and in favour of the International Bar Association OR by bank transfer to the IBA Bank Account Number 550/00/06570631 at the National Westminster Bank, St James's & Piccadilly Branch, (Sort Code 56-00-03), 208 Piccadilly, London W1A 2DG, United Kingdom SWIFT address NWBKGB2L or IBAN GB58NWBK60721106570631. **Please ensure that a copy of the bank transfer details is attached to your registration form.**

US dollars: by cheque or bank draft converted at the current rate of exchange and drawn on a US bank and in favour of the International Bar Association. Please send to : 10th Floor, 1 Stephen Street, London, W1T 1AT, United Kingdom.

OR by bank transfer to the IBA account number: 01286498 at the National Westminster Bank, St James's & Piccadilly Branch, (Sort Code 56-00-03), 208 Piccadilly, London W1A 2DG, United Kingdom. **Please ensure that a copy of the bank transfer details is attached to your registration form.**

Credit card payments: by Visa, Mastercard or American Express. **No other cards are accepted.**

PLEASE ENSURE THAT YOUR NAME AND THE WORDS 'CON825 HONG KONG' APPEAR ON ANY TRANSFER OR DRAFT.

Cancellation of registration

If cancellation is received in writing at the IBA office by 21 October, fees will be refunded less a 25 per cent administration charge. We regret that no refunds can be made after this date.

Travel arrangements and visas

Participants are responsible for making their own travel arrangements. It is recommended that you check your visa requirements with your local Embassy or Consulate. **We are unable to send out letters supporting visa applications to embassies prior to receipt of your registration form and full payment of registration fees.** **Please apply for your visa in good time.**

Hotel accommodation

A limited number of rooms have been reserved at the Island Shangri-La Hong Kong for the nights of 23-25 November 2005 inclusive.

Island Shangri-La Hong Kong
Pacific Place
Supreme Court Road
Central, Hong Kong
tel: +852 2820 8520
fax: +852 2918 9283
e-mail : isl@shangri-la.com
www.shangri-la.com

The following rates are per room, per night and are subject to 10 per cent service charge and prevailing government tax, currently at 3 per cent. Breakfast is not included.

Peak View Room: HK\$2,200
Harbour View Room: HK\$2,600

Please complete the attached accommodation form and send it direct to the hotel to make your reservation. The hotel requires a credit card number to secure your reservation.

Any cancellation received within seven days of the expected arrival date or a 'no show' will incur one night's room charge. To secure your booking, the hotel requires one night's deposit per room which is non-refundable.

Please note that any reservation made after 31 October will be subject to availability and cannot be guaranteed at the special IBA rate. As a limited number of rooms have been blocked at the hotel availability cannot be guaranteed once the room block is full.

Delegates are responsible for making accommodation reservations directly with the hotel and enter into an agreement with the hotel regarding credit card guarantees, cancellation terms and conditions, and room rates (should these differ from the special IBA rate). The IBA cannot accept responsibility for hotel accommodation disputes between a delegate and the hotel.

Disabled access

The Island Shangri-La Hong Kong is wheelchair accessible. Please notify us if you require special assistance.

Registration Form

International Bar Association

Asia Pacific Mergers and Acquisitions Conference

Island Shangri-La Hong Kong 24-25 November 2005

Please read the 'Information' section before completing this form and return it together with your payment to Sally Richards at the address below. (Please attach your business card or write in block capitals)

Name _____

Membership number (if applicable) _____

Date of birth _____

Firm/Company/Organisation _____

Address _____

Tel _____ Fax _____

E-mail _____

Name and country to be shown on badge, if not as above

Special Dietary Requirements

Registration form and fees received:	On or before 7 October	After 7 October	Amount payable
IBA member	£580	£680	£
Non member*	£680	£780	£
Young Lawyer (under 30 years)	£435	£780	£
Academics / Judges (Full time)	£435	£780	£
Corporate Counsel	£525	£780	£
TOTAL AMOUNT PAYABLE			£

Full payment must be received in order to process your registration

Please note that registrations are not transferable

*Join the IBA today and register for this Conference at the IBA member rate.

Please find the membership application form at www.ibanet.org

Continued overleaf

For office use only Payment _____ Ref No _____ Banked _____

Underpayment _____ Overpayment _____ Processed _____

Payment

- I enclose a cheque/bank draft made payable to the IBA for the total amount payable.
- I have transferred to the IBA bank account the total amount payable and have attached a copy of the bank transfer details.
- Please charge the total amount due to my Visa / Mastercard / American Express. Other cards are not accepted.

Card number _____ Expiry date _____

Name of card holder _____

Signature _____ Date _____

Where did you first hear about this Conference?

- IBA CONFERENCE OTHER CONFERENCE DIRECT MAIL INTERNET ADVERTISEMENT
- E-MAIL EDITORIAL RECOMMENDATION OTHER

Please provide further details, quoting code (if applicable)

IBA listings are provided to third parties, are used for marketing purposes and are published on the internet and other internationally available networks and media. The IBA will treat your personal information with the utmost respect and in accordance with UK data privacy laws.

If you do not want your details to be passed on, please tick the box

Please send the completed form to:

Sally Richards

International Bar Association

10th Floor, 1 Stephen Street, London W1T 1AT, United Kingdom

tel: +44 (0)20 7691 6868 fax: +44 (0)20 7691 6545 fax: +44 (0)20 7691 6544

e-mail: sally.richards@int-bar.org website: www.ibanet.org

Accommodation Form

Island Shangri-La Hong Kong

International Bar Association

Asia Pacific Mergers and Acquisitions Conference, 24-25 November 2005

Name _____

Company _____

Address _____

Tel _____ Fax _____

E-mail _____

Peak View Room HK\$2,200 per room per night Harbour View Room HK\$2,600 per room per night

Room rates are subject to 10 per cent service charge and prevailing government tax currently at 3 per cent. Breakfast is not included.
Any reservations made after 31 October will be subject to availability and cannot be guaranteed at the above rates.

Please reserve: Peak View Room Harbour View Room

Arrival date _____ Arrival Flight/ETA _____

Departure date _____ Departure Flight/ETD _____

Special Request: Smoking Non-smoking King Bed Twin Bed

Hotel Limousine Service (HK\$730 per vehicle per trip)

Airport-Hotel Hotel-Airport Round trip

Payment Details

To secure your booking, the hotel requires one night's deposit per room which is non-refundable.

One night room charge will be levied in case of 'no show' or cancellation made within seven days of the expected arrival day.

Please charge my credit card: American Express Visa Mastercard Diners Club JCB

Card number _____ Expiry date _____

Name of card holder _____

Signature _____ Date _____

Please return to:

Stephanie Cheung
Island Shangri-La Hong Kong
Pacific Place, Supreme Court Road
Central, Hong Kong

tel: +852 2820 8520 fax: +852 2918 9283 e-mail: stephanie.cheung@shangri-la.com



the global voice of
the legal profession

International Bar Association

In its role as a dual membership organisation, comprising 20,000 individual lawyers and over 195 Bar Associations and Law Societies, the International Bar Association (IBA) influences the development of international law reform and shapes the future of the legal profession. Its Member Organisations cover all continents and include the American Bar Association, the German Federal Bar, the Japan Federation of Bar Associations, the Law Society of Zimbabwe and the Mexican Bar Association.

Grouped into two Divisions – the Legal Practice Division and the Public and Professional Interest Division – the Association covers all practice areas and professional interests. It provides members with access to leading experts and up-to-date information as well as top-level professional development and network-building opportunities through high quality publications and world-class Conferences. The IBA's Bar Issues Commission provides its Member Organisations with substantive and social programmes in and between meetings and the IBA's Human Rights Institute works across the Association, helping to promote, protect and enforce human rights under a just rule of law, and to preserve the independence of the judiciary and the legal profession worldwide.

Business Organisations Committee

The Business Organisations Committee is one of the Legal Practice Divisions largest Committees. It provides in-depth information and opinions on company law and the other elements of the law relating to business organisations. The Committee's activities are designed to be of interest both to lawyers in private practice and in-house counsel – a healthy exchange of views is encouraged from both. The Committee works with the Closely Held and Growing Business Enterprises Committee to form the Corporate Law Section. It also includes privatisations, corporate governance and new forms of business organisation – such as the Limited Liability Partnership – within its remit. The Committee organises regular Conferences and produces a Committee Newsletter.

International Bar Association

10th Floor, 1 Stephen Street
London W1T 1AT, United Kingdom
tel: +44 (0)20 7691 6868
fax: +44 (0)20 7691 6544
website: www.ibanet.org