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## China Outbound Investment Summit 2009



JW Marriot Hotel, Shanghai – September 23 2009

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### Benefits of attending include:

- Find out how the latest Chinese legislation will impact your business strategy
- Assess and understand the options for structuring your investments
- Learn how to smooth the path to deal approval
- Explore your restructuring options
- Clarify the rights of your company and its employees
- Join the debate over the re-emergence of China's capital markets

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## China Outbound Investment Summit 2009

The flow of outbound investment from China is surging. In 2002, it totaled just US\$2.5 billion. Last year, that figure had reached a staggering US\$18.6 billion.

Chinese corporates and investors have been empowered by the support of the PRC Government, which has strategically lifted many of the procedural and legal restraints that had previously hindered outbound activity. But many Chinese businesses still lack experience outside China and need to gain greater understanding of the unfamiliar business environments in key target investment countries.

Against this background China Law & Practice (in association with Managing IP, IFLR and Asialaw) will host the fully bilingual China Outbound Investment Summit in Shanghai on September 23 2009

China Law & Practice's events in China attract hundreds of attendees each year. The last CLP event attracted 224 registered corporate delegates – 84% of which had direct influence when selecting external law firms.

The China Outbound Investment Forum will build upon this success – bringing together an incredibly influential audience of in-house counsel, corporate executives and senior lawyers for a packed day of top level discussion and networking.

**JW Marriot Hotel, Shanghai – September 23 2009**

### Who Should Attend?

In-house counsel, business leaders and private practice lawyers who are involved in doing deals and running businesses in mainland China.

### Venue:

JW Marriott Shanghai  
Tomorrow Square  
399 Nanjing West Road  
Shanghai 200003  
Tel: +86 21 5359 4969  
www.jwmarriottshanghai.com



## To Register

- In-house counsel and corporate executive registration: **FREE OF CHARGE**
- Private practice delegate registration: US\$950

Firm name: \_\_\_\_\_ Title: \_\_\_\_\_

First name (Mr/Mrs/Ms): \_\_\_\_\_ Last name: \_\_\_\_\_

Address: \_\_\_\_\_

Tel: \_\_\_\_\_ Fax: \_\_\_\_\_ Email: \_\_\_\_\_

Payment options – for international private practice delegates

Number of delegates \_\_\_\_ x US\$950 = US\$ \_\_\_\_\_

Please select one payment option:

Please invoice my company  I enclose a cheque: Bank: \_\_\_\_\_ Number: \_\_\_\_\_  
(Please make the cheque payable to Asia Law & Practice)

Please charge my credit card – Please contact swoo@alphk.com for further details.

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**FOR ENQUIRIES PLEASE CALL Samantha Woo on +852 2842 6931**

#### Administrative Information

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**CANCELLATION POLICY:** If you cannot attend you must cancel your registration in writing by September 1 2009 to receive a refund less a 10% administration charge. Cancellations received after September 1 2009 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 September 4 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.

## China Outbound Investment Summit 2009 September 23 2009

PROVISIONAL AGENDA – ALL SESSIONS BILINGUAL	
8.30-9.00	Registration
9.00-9.05	Welcome – China Law & Practice
9.05-9.20	Keynote address
9.20-10.10	<p>PLENARY SESSION ONE</p> <p><b>PROSPECTS FOR CHINESE OUTBOUND M&amp;A</b> <span style="float: right;"><b>Paul Weiss</b></span>  <b>Paul Weiss Rifkind Wharton &amp; Garrison</b></p> <p>Cash-rich Chinese businesses are targeting cheap foreign assets that have fallen victim to the financial crisis. But these deals are not without their complications and acquirers need to be aware of the major risks and challenges they will inevitably face – such as contract risks and potential dispute risks. So what are the winning strategies for investing abroad?</p> <p><b>Speakers:</b> Jeanette Chan and Greg Liu (partners, Paul Weiss)</p> <ul style="list-style-type: none"> <li>• <b>Western perceptions of implications of government control</b> – and the challenges that creates</li> <li>• <b>Government support via lifting of procedural restraints</b> – understanding the role played by various governments bodies in facilitating outbound investment i.e. Mofcom measures in March</li> <li>• <b>Role of China’s various sovereign funds</b> – how are the deals financed and what other options are emerging i.e. diversifying sources post financial crisis/ use of PE firms</li> <li>• <b>Prospective targets: mid-market companies in financial distress</b> – a look at industry sectors and jurisdictions</li> <li>• <b>Deal structure</b> – advanced preparation/ due diligence on legal and regulatory hurdles</li> <li>• <b>Addressing foreign law considerations</b> – such as multitude of regulatory requirements, disclosures and specific administrative review procedures</li> <li>• <b>Post transaction</b> – integration strategy</li> </ul>
10.10-11.00	<p><b>AUSTRALIA</b> <span style="float: right;"><b>MALLESONS STEPHEN JAQUES</b></span>  <b>Mallesons Stephen &amp; Jaques</b></p> <p>The Australian government was so concerned over the perceived fallout from Chinalco’s failed investment in Rio Tinto that it is introducing significant changes to its foreign investment rules in order to remove the perception that its regime is too onerous. Is the perception justified, and what is the best way to structure your deal Down Under?</p> <p><b>Speakers:</b> David Olsson and Nicola Wakefield Evans (partners, Mallesons Stephen Jaques)</p> <ul style="list-style-type: none"> <li>• <b>Legislative and regulatory framework</b> – Foreign Investment Review Board; process and timing; dealing with FIRB; powers and consequences of breach</li> <li>• <b>Foreign government related investments</b> – what’s different</li> <li>• <b>Other structuring considerations</b> – competition laws; securities laws; tax; financing/ security; ASX listing rules</li> <li>• <b>Industry sector laws</b> – mining and resources; banking and financial services; media telecommunications; agriculture</li> <li>• <b>Transaction structure options</b></li> </ul>
10.00-11.20	Morning coffee break
11.20-12.10	<p><b>BRAZIL</b> <span style="float: right;"><b>ROLIM, GODOI, VIOTTI &amp; LEITE CAMPOS</b></span>  <b>Rolim Godoi Viotti &amp; Leite Campos</b></p> <p>China and Brazil are part of a loose grouping of four emerging economies, known as BRIC. Earlier this year, two-way trade between the two nations reached US\$3.2 billion. With China overtaking the US to become Brazil’s number one trading partner, Brazilian President Lula da Silva recently flew to Beijing to sign 13 trade agreements with Chinese President Hu Jintao.</p> <p><b>Speakers:</b> Gilberto Ayres Moreira (partner, Rolim Godoi Viotti &amp; Leite Campos)</p> <ul style="list-style-type: none"> <li>• <b>What is the regulatory environment in Brazil</b> – what approvals are needed; what are the key regulatory bodies (such as the Brazilian Securities and Exchange Commission) and what are their powers</li> <li>• <b>Addressing Brazilian law considerations</b> – such as corporate, antitrust, foreign investment, and tax</li> <li>• <b>What have we learnt from recent China-Brazil deals</b> – such as the US\$10 billion loan from China Development Bank to Brazil’s state-owned Petrobras oil company</li> <li>• <b>How do you finance these deals</b> – what options are emerging</li> <li>• <b>Completion/ implementation risks</b></li> </ul>

12.10-13.00	<p><b>COUNTRY OR TOPIC WORKSHOP – TO BE CONFIRMED</b></p> <p>Practice area topics to include:</p> <ul style="list-style-type: none"> <li>• <b>M&amp;A</b> – merger methods; target due diligence; disclosure requirements; voluntary takeovers versus hostile; negotiating foreign ownership thresholds</li> <li>• <b>Tax</b> – differences between stock acquisition and business assets/liabilities acquisition; benefits/ disadvantages to issuing stock as consideration rather than cash; consequences of migrating residence of acquisition/ target company; Post-acquisition restructuring</li> <li>• <b>Competition</b> – the need to gain experience in competitive markets; how regulations are enforced and issue of ‘abuse of dominant position’ approached; national security review criteria</li> <li>• <b>Capital markets</b> – disclosure requirements of target jurisdiction’s securities laws</li> <li>• <b>Foreign exchange controls</b> – how overhaul/ relaxation of Forex outflow can benefit; repatriation of income earned overseas</li> <li>• <b>Dispute resolution</b> – be prepared for court features such as jury trials, class actions, pre-trial discovery (which can include electronic documents like email) and depositions – familiarise yourself with foreign litigators’ tactics for eliciting information</li> </ul>
13.00-14.00	Lunch
14.00-14.50	<p>PLENARY SESSION TWO</p> <p><b>TEAM CONSTRUCTION</b></p> <ul style="list-style-type: none"> <li>• engaging with battle-hardened foreign company boards</li> <li>• street smart and overseas savvy: be opened-minded about constructing ‘dream team’ of bankers, lawyers, accountants &amp; consultants</li> <li>• skill-set: what you need in your M&amp;A deal team tool kit</li> </ul>
14.50-15.40	<p><b>JAPAN</b> <b>Anderson Mori &amp; Tomotsune</b></p> <p style="text-align: right;"><b>ANDERSON MŌRI &amp; TOMOTSUNE</b></p> <p>China and Japan have become increasingly interdependent in recent years. Japan is China’s fourth largest export market and two-way trade between the two was recorded at a staggering US\$236 billion in 2007. The nature of that trade has also changed recently with mechanical and electrical products with higher technology content replacing lower value products such as raw materials and textiles.</p> <p><b>Speakers:</b> Akira Moriwaki and Hiroshige Nakagawa (partners, Anderson Mori &amp; Tomotsune)</p> <ul style="list-style-type: none"> <li>• <b>What is the regulatory environment in Japan</b> – what approvals are needed; what are the key regulatory bodies, and what are their powers</li> <li>• <b>What have we learnt from recent China-Japan deals</b> – such as the Alibaba.com/ SoftBank joint venture</li> <li>• <b>How do you finance these deals</b> – what options are emerging</li> <li>• <b>Completion/ implementation risks</b></li> </ul>
15.40-16.00	Afternoon coffee break
16.00-16.50	<p><b>UNITED STATES</b> <b>Cadwalader Wickersham &amp; Taft</b></p> <p style="text-align: right;"><b>CADWALADER</b></p> <p>As the world’s largest and third largest economies, the US and China haven’t always enjoyed the smoothest of trade relations – with each preaching to the other about the dangers of economic protectionism. Yet China is undeniably a key stakeholder in how the US economy performs, and this has assumed greater significance as a result of the financial crisis.</p> <p><b>Speakers:</b> Jiannan Zhang and Jem Li (partner and special counsel, Cadwalader Wickersham &amp; Taft)</p> <ul style="list-style-type: none"> <li>• <b>Acquiring distressed companies in the US</b> – merger methods available, conducting due diligence on target assets, disclosure requirements, such as filing reports, prior notification, commitment to target shareholders, takeover bids: voluntary versus hostile, negotiating foreign ownership thresholds</li> <li>• <b>What is the regulatory environment in the US</b> – what approvals are needed; what are the key regulatory bodies (such as the Securities and Exchange Commission) and what are their powers</li> <li>• <b>What have we learnt from recent China-US deals</b> – such as CNOOC/ Unocal and Lenovo/ IBM</li> <li>• <b>How do you finance these deals</b> – what options are emerging</li> <li>• <b>Completion/ implementation risks</b></li> </ul>

16.50-17.40	PLENARY SESSION THREE <b>DEAL STRUCTURE (case studies/lessons learned)</b> <ul style="list-style-type: none"><li>• Chinalco – Rio Tinto</li><li>• CNOOC – Unocal</li><li>• China Development Bank – Barclays</li><li>• Lenovo – IBM</li><li>• China Minmetals – Oz Minerals</li></ul> <p><b>Speakers:</b> to be confirmed</p>
17.40	Closing remarks – China Law & Practice

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For more information, please visit  
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