

IFLR

INTERNATIONAL FINANCIAL LAW REVIEW

In association with



INTER-PACIFIC BAR ASSOCIATION

Register before
January 22nd to save US\$100

Asia M&A Forum 2010

March 3 & 4 2010 – Island Shangri-La, Hong Kong

Benefits of attending the forum:

- Learn top valuation and negotiation tips to succeed in outbound M&A
- Find out how private equity is bolstering public M&A activity and what this means for you
- Discover deal protection clauses that will help you close your deal
- Explore developments in Mofcom's approach to merger review
- Learn how to structure your finance documents to keep the banks onside in the event of a default
- Get up to speed on the latest changes to India's takeover law
- Recognise the importance of managing antitrust and national security concerns
- Avoid defence mechanisms in Korea: become aware of the danger of poison pills
- Uncover alternative sources of finance for acquisitions
- Wake up to opportunities in China and understand how to negotiate legislative barriers

CPD/CLE
Accredited
12 hours

Media partners

EUROMONEY

**China Law
& Practice**

www.iflr.com/ama10

Asia M&A Forum 2010

March 3 & 4 2010 – Island Shangri-La, Hong Kong

M&A activity is picking up as the financial crisis begins to ease, but the landscape for companies, private equity houses and financiers has changed – for good. Jurisdictions are protecting national champions, banks are cherry-picking the companies to which they lend, and deal protection against deteriorating markets and targets has never been so important.

IFLR brings together leading counsel from corporates and banks with their top private practice peers to show you how to turn change to your advantage and get ahead of the competition. The downturn has left many companies desperate for investment. Find out how to negotiate strategic tie-ups for a knock-down price.

Learn how to deal with regulation in outbound acquisitions, the revolutionary role of private equity in rejuvenating M&A and how nuanced drafting could make or break your deal. If you want succeed in this challenging yet opportunity-filled market, this is your must-attend conference of the year.

Wednesday March 3 2010

8.30am Registration and coffee

9.00am Chairman's opening remarks

9.10am Keynote address

9.30am Negotiating valuation in a volatile market

- Talking tactics: how to use due diligence to get the right price
- Contingent value rights, earn-outs and hybrid deals
- Stories from the trenches – maximising sellers' leverage in a buyers' market

10.20am Distressed M&A: practical examples of how to get ahead

- An in-depth consideration of which distressed sales succeed, and why
- Bankrupt bargains or out-of-court discounts?
- Case studies: controversial deals analysed

11.10am Coffee

11.30am Which deal protection will work for you?

- Key clauses to prevent an annulment
- Macs: how Asia can utilise US and European terms
- Embedding finance terms in M&A documents
- M&A insurance – how real is liability protection?

12.20pm How to navigate the complexity of south-east Asia

- The impact of Indonesia's new anti-monopoly rules on listed companies
- Liberalisation fuels investment in Vietnam
- How to structure deals and minimise risk in south-east Asia

1.05pm Lunch

2.00pm Financing M&A deals: a brave new world

- Is bank finance dead? Capital markets, private equity and other alternative sources
- In event of default – keep the banks onside with tailored financing documents
- Risky business: financial adviser concerns – cash confirmation, concert parties, etc.

2.40pm Hong Kong: take privates and takeover issues

- Lessons from PCCW – the scheme of arrangement
- Reconsidering the headcount rule
- Dealing with controlling shareholders in Asia

3.25pm Coffee

3.45pm China's great leap forward

- Structural developments – offshore vs. onshore and the impact of the cross-straits relationship
- Seeking approval: Chinese requirements for outbound acquisitions
- Legislative implementation: the impact of the competition law and the bankruptcy regime on M&A

4.30pm How private equity saved public M&A

- Pipes and minority positions – is private equity interest here to stay?
- Regulatory pitfalls – takeover thresholds and material information
- Adviser, financier, broker-dealer: the alternative bank

5.20pm Chairman's closing remarks

5.30pm Cocktail reception



Book today: call +852 2842 6995 or email registrations@iflr.com

Asia M&A Forum 2010

Thursday March 4 2010

8.30am Registration and coffee

9.00am Chairman's opening remarks

9.10am Looking outbound: identifying targets overseas

- Which target? When to invest and what not to buy, the SWF model
- The importance of good PR: how to access the US and Europe
- Negotiating the regulatory hurdles: foreign ownership, national security and Ofac
- Natural resources: how to get ahead in this challenging sector

10.00am When governance is a deal-breaker

- Will companies pay a premium for a well governed target?
- Anti-corruption and FCPA – how to mitigate the risk in an acquisition
- Independent committees: Asian best practice?

10.50am Coffee

11.10am Mofcom: a comparative look at merger review in China

- China's development: the regulator is growing up
- How China's recent decisions illuminate process and reasoning
- Early days: the impact of India's new merger regulations
- Learn these lessons: how other Asian countries regulate

12.00pm M&A heats up in India

- What can you acquire and how? The ODI regime
- Competition concerns – how the new regime will affect inbound and outbound M&A
- Finance your deal – what rules do you need to follow?

12.45pm Lunch

2.00pm In-house roundtable – great expectations

- How in-house counsel, private practitioners and commercial teams should work together
- What banks and corporates want from their legal teams
- Get the best out of your internal and external lawyers

3.00pm Korea – defence vs progress

- Defence against invaders: are poison pills needed to protect companies from hostile investors?
- Analysing other amendments to the commercial code
- Cracking down on cartels – the antitrust regulator steps up scrutiny

3.45pm Coffee

4.10pm From blind date to partnership

- How to facilitate company integration from the bid onwards
- Joint ventures and pre-nups: planning the exit before the deal
- Cautionary tales from the marketplace

5.00pm Chairman's closing remarks

5.10pm Close of conference

Hotel

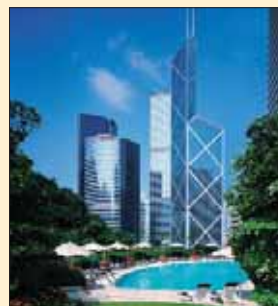
Island Shangri-La
Pacific Place, Supreme Court Road, Central, Hong Kong
Tel: +852 2877 3838
Fax: +852 2521 8742

Island Shangri-La is centrally located in the heart of Hong Kong. Towering 56 floors above Victoria Harbour, it has direct access to Pacific Place – the island's most prestigious shopping and entertainment complex. The rooms and suites of this luxurious hotel are among the largest in Hong Kong and each offers breathtaking views of the city and famous harbour.

The hotel site features include a luxurious health club and swimming pool, bars and award-winning restaurants. For more information go to: <http://www.shangri-la.com>

Island Shangri-La, Hong Kong

To take advantage of special conference rates, please go to www.iflr.com/ama10 and download the pdf booking form.



Book today: call +852 2842 6995 or email registrations@iflr.com

I would like to register for IFLR's

ASIA M&A FORUM 2010

March 3 & 4 2010 - Island Shangri-La, Hong Kong

1|Register (Please tick one box):

- Private practice fee: US\$1295
 IPBA members fee: US\$1095
 Banking and corporate counsel fee: US\$595

Total remittance.

Early booking discount - register before January 22nd to save \$100

- Private practice early bird fee: US\$1195
 IPBA members early bird fee: US\$995
 Banking and corporate counsel early bird fee: US\$495

2|Your details for registration (Please print):

Delegate 1	Delegate 2
Name	Name
Job title	Job title
Company	Company
Address	Address
Postcode	Postcode
Country	Country
Tel	Tel
Fax	Fax
Email	Email

3|Method of payment

Payment must be received before the conference date to guarantee your place. Please tick box to select payment method and sign agreement in box

Bank transfer quoting reference number & Account – 01043191; Sort code – 30-00-02
IBAN no – GB 97 LOYD 300002 01043191
Lloyds Bank TSB Plc, City Office, PO Box 72, Bailey Drive,
Gillingham Business Park, Gillingham, Kent, ME8 0LS, UK

\$ Account – 11512129; Sort code – 30-12-18
IBAN no – GB 29 LOYD 301218 11512129

€ Account – 59008833; Sort code – 30-12-18
IBAN no – GB 25 LOYD 301218 59008833
SWIFT address: LOYD GB2 LCTY

Please find cheque enclosed (please make payable to Euromoney Institutional Investor PLC)

To make a payment by credit card, please register and pay online at:
www.iflr.com/ama10
or call +852 2842 6995

Please note that in completing this booking form you undertake to adhere to the cancellation and payment terms listed below.

Signature: _____ Date: _____

Position: _____

The information you provide will be safeguarded by the Euromoney Institutional Investor PLC group, whose subsidiaries may use it to keep you informed of relevant products and services. We occasionally allow reputable companies outside the Euromoney Institutional Investor group to contact you with details of products that may be of interest to you. As an international group, we may transfer your data on a global basis for the purposes indicated above. If you object to contact by telephone ☐, fax ☐ or email ☐ please tick the box. If you do not want us to share your information with other reputable companies please tick this box ☐.

To Register

Online: www.iflr.com/ama10

Tel: +852 2842 6995

Fax: +44 (0) 20 7779 8279

Email: registrations@iflr.com

Mail: Anna Govett

Legal Media Group

Nestor House, Playhouse Yard,

London EC4V 5EX, UK

ADMINISTRATIVE INFORMATION:

CANCELLATION POLICY: If you cannot attend you must cancel your registration in writing by February 5th 2010 to receive a refund less a 10% administration charge. Cancellations received after February 5th 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 March 2nd 2010 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 and documentation material, which will be distributed at the beginning of the event. All bookings are binding on receipt of the booking form.

TRAVEL & ACCOMMODATION: Delegates are responsible for the arrangement and payment of their own travel and accommodation.