Asia M&A Forum 2018
February 28 – March 1, 2018 | Island Shangri-La, Hong Kong

BENEFITS OF ATTENDING:
- Understand the new considerations affecting Chinese outbound deals
- Gain valuable insights on technology M&A, shareholder activism and regulatory changes in the region
- Learn what to do in the event of a purchase price dispute
- Explore the effects of representation and warranty insurance on the M&A process
- Recognise valuable insights into how to address corruption risks in your company
- Discover more about the key trends in Asia-outbound M&A into Europe

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For sponsorship opportunities
please contact: Andrew Yuen
Email: andrew.yuen@euromoneyasia.com
Call: +852 2842 6936
INTRODUCTION

On February 28 and March 1 2018, the 13th annual IFLR Asia M&A Forum is returning to the Island Shangri-La Hong Kong to discuss key trends in the market.

As companies across the region increase their efforts to adapt to changing geopolitical and technological developments, coupled with tighter regulatory controls on Chinese outbound M&A, dealmakers in Asia are taking a cautious approach towards cross-border acquisitions. Against this backdrop, this forum will provide attendees with key developments, best practices and tips for navigating unique deal-making environments in the region.

This comprehensive two-day forum will bring together leading industry experts and top counsel to debate top trends and the future of M&A in Asia.

For M&A practitioners in the region, this is the must-attend event of 2018. To reserve your place, email: registrations@iflr.com

Who you will meet:

- Bankers’ and corporate counsel
- Investment bankers
- Regulators
- Private practice lawyers
- Company secretaries
- Institutional investors

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AGENDA • DAY ONE

8.15   Registration

9.10   Welcome note from IPBA and IFLR
       Wilson Chu, conference chair, IPBA, partner, McDermott Will & Emery

9.20   A guide to Chinese capital controls and the future of outbound M&A
       - An outlook of the M&A market in China in 2018
       - What is the state of regulation of Chinese outbound M&A? A look at the latest guidelines and initiatives, including restricted industries and the Belt and Road Initiative
       - The impact of capital controls on overseas investment—what should investors be aware of?
       - Regulatory limitations and geopolitical factors: how will this impact transactions, deals and ventures in the region?
       Joanna Lin, senior associate, McDermott Will & Emery (chair)
       David Dai, partner, MEW China Law Offices
       Andrew Ning, head of legal, CCB International
       Yong Kai Wong, managing director and head of legal and compliance, CITIC Capital
       Hong Guo, managing director and COO, Greater China, Lazard

10.10   Networking and coffee break

10.30   Investment trends in Asia-outbound M&A into Europe
       - General trends investing into Europe, including top sectors: technology, infrastructure
       - How to deal with regulatory issues such as merger control, national security, domestic approvals
       - What are some main concerns behind European targets, and how can cultural issues between buyer and European sellers be tackled?
       - Best practices in tax-efficient structures
       - Growing shareholder activism and engagement: what strategies should companies adopt?
       Li Chen, partner, mergers & acquisitions, Shearman & Sterling (chair)
       Ping Chen, managing director, Moelis & Company LLC
       William Chou, counsel, ZZ Capital International
       Min Zhao, legal director, China-Eurasian Economic Cooperation Fund
       Alex Shaik, partner and general counsel, ADM Capital
       Martin Rock, director M&A/Corporate Finance, Commerzbank

11.25   Managing antitrust risks in Asian M&A
       - Understanding when merger control is relevant to your deals in Asia
       - Structuring deals around the merger control risk (e.g., CPs, gunjumping, break fees)
       - Uncovering antitrust liabilities and cartel risks in M&A deals
       - Issues specific to Private Equity and minority investors
       Clara Ingen-Housz, partner, Linklaters
       Knut Fournier, general counsel, GoBee.Bike and lecturer, Shue Yan University
       Sandra Marco Colino, assistant professor, CUHK

12.15   Navigating corruption risk, due diligence and enforcement in Asia
       - How to conduct proper M&A due diligence when choosing targets
       - What are some strategies for effective anticorruption due diligence?
       - Dealing with increased multi-jurisdictional enforcement
       - What do be aware of when implementing anti-money laundering measures in China
       - Case review/enforcement resolutions of 2017
       Jingyi Li Blank, director, Mintz (chair)
       Kapil Kirpalani, chief compliance officer, Asia Pacific, KKR
       Dominic Gynge, general counsel, Speedcast
       Thomas Ochsenberger, compliance officer, HPS Investment Partners
       David Ngai, deputy APAC head of compliance, global markets, State Street
       Shaun Ansell, head of international legal and compliance, GPB Financial Services

13.15   Networking lunch

14.10   FOCUS: Vietnam
       - Major trends driving M&A activity in Vietnam and the forecast for 2018
       - Sectors leading the M&A wave in Vietnam: real estate, retail, consumer goods
       - What to be aware of when doing business in Vietnam: a guide for foreign investors
       - Notable M&A deals in Vietnam in 2017
       Dr. Oliver Massmann, partner and general director, Duane Morris (Vietnam) (chair)
       Marc Mezey, principal legal counsel, International Finance Corporation
       Hugo Ngaw, group legal counsel, Convoy Global Holdings

15.00   Networking and coffee break

15.15   Developments in technology M&A in the region
       - Key drivers and trends behind tech M&A deals in the region, including the rise in tech acquisitions by non-tech companies
       - Cybersecurity diligence and provisions in M&A – due diligence standards, heightened focus on cybersecurity issues by acquirers
       - Critical privacy considerations in M&A transactions: data protection between signing and closing
       - Cross-border investment opportunities in USA, Europe and elsewhere
       Sophia Chan-Yap PK, chief investment officer, Trackmore Ventures (chair)
       Tanguy Lesselin, co-founder and CEO, Finquest
       Lapman Lee, co-chair, HK FinTech Association
       Sandrine Virginie Hilaire, data protection senior consultant
       Judith Crosbie-Chen, associate general counsel, Asia Pacific, Elekta
       Emanuel Breitler, CEO, AAIC Ventures

16.10   Shareholder activism: The state of play in Asia and beyond
       - What does the recent rise of shareholder activism in Asia mean for companies?
       - Activist funds in Singapore, South Korea, India
       - How shareholder activism in Asia is different from US (prevalence of family businesses, shareholder compliance, cultural differences and the like)
       - Handling activists-strategies to develop a proactive defense playbook
       Alex Bidlake, partner, Linklaters (chair)
       Henry Lee, managing partner, Hendale Capital
       Philipp Meyer, general counsel, chief compliance officer and chief operating officer, Oasis
       Flora Wang, vice president, Blackrock
       William Wong, barrister, Des Voeux Chambers
       Robert Cleaver, partner, Linklaters

17.00   Chair’s closing remarks
AGENDA • DAY TWO

8.15  Registration
9.00  Opening remarks

9.10 Lessons learned from post-closing claims
- What are the most common post-closing indemnity claims according to J.P. Morgan’s Annual M&A Holdback Escrow Report?
- What’s market for critical escrow-based indemnity?
- Drafting tips to maximize buyer’s post-closing remedies
- Drafting tips to minimize seller’s post-closing liabilities

Wilson Chu, partner, McDermott Will & Emery (chair)
Ying Liu, executive director, J.P. Morgan
Stephanie Tang, partner, Shearman & Sterling
Alex Bidlake, partner, Linklaters
Vanina de Verneuil, global general counsel, RCOM Enterprise & Global Cloud Xchange, Reliance Communications

10.10 The art of non-price bid sweeteners to win M&A auctions
- An overview of today’s M&A auction process in Asia: what you must be aware of
- What are the advantages and disadvantages of an auction process?
- Planning and executing winning bids
- What are some examples of deal sweeteners that are used in an auction?
- What steps should you take to avoid suffering from the winner’s curse of overpaying?
- Auction strategies for buyers and sellers; how to minimise your business risk and deal with time pressures

Harsh Pais, partner, Trilegal (chair)
Carl Harris, chief operating officer & operating partner, Rivendell Partners
Alex Chan, vice president, Asia head of M&A, CFO & strategy- China, Amcor
Yong Kai Wong, managing director and head of legal and compliance, CITIC Capital

11.10 Networking and coffee break

11.30 The art of distressed M&A
- What are some of the opportunities and challenges arising out of investing in China?
- Capturing opportunity in the distressed M&A space in Asia: energy and infrastructure
- Techniques for restructuring the struggling company
- How do different jurisdictions deal with distressed situations?

Jingyi Li Blank, director, Mintz (chair)
Alex Shaik, partner and general counsel, ADM Capital
Theron Alldis, sourcing, Asia, SC Lowy
Mark Stevens, director and senior counsel, Asia, Deutsche Bank
Anthony Root, senior advisor, Moelis & Company

12.30 Networking lunch

13.30 Games people play: lessons learned from purchase price disputes
- What to do if your deal goes wrong at the post-closing stage
- Purchase price disputes and arbitration issues, including contractual representations and warranties and post-closing price adjustment mechanisms
- When resolving M&A-related disputes, which jurisdiction makes the most sense? Litigation versus arbitration
- Effectively using ADR to resolve cross border disputes in commercial transactions
- Best practices to minimise disputes

Agustin R. Montilla, IV, senior partner, Romulo (chair)
Louie Ogsimer, partner, Romulo

14.30 Practical impact of representation and warranty insurance on the M&A process
- RWI as a strategic tool to win competitive auctions
- Trends in pricing and coverage
- Key issues to be negotiated
- How to effectively draft and negotiate R&W Insurance provisions when drafting the acquisition agreement

Hugo Ngaw, group legal counsel, Convoy Global Holdings (chair)
Geoffrey Lee, senior M&A underwriter, Asia Pacific, Ironshore International
Rowena Lee, assistant vice president, Marsh
Weimin Chen, managing director, Houlihan Lokey
Terence Montgomery, head of Asia, Risk Capital Advisors
Will Gibson, M&A underwriter, AIG

15.30 Networking and coffee break

16.00 Close of conference

In-house speaking opportunities are available. For further information, please contact Jessica Shum at Jessica.shum@euromoneyasia.com or call +852 2842 6992.
Sponsorship opportunities are also available but please get in touch with Andrew Yuen at andrew.yuen@euromoneyasia.com or call +852 2842 6936 as soon as possible to secure your firm’s preferred panel.
I would like to register for IFLR’s

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