

Cross-border M&A: How to organize and implement M&A projects

Beijing ■ August 18th, 2010

Shanghai ■ August 25th, 2010

09:00-17:30

Different from traditional mode of "Greenfield Investment" by foreign funds, more and more multinational companies have currently chosen to establish and expand their R&D, production, sale and operation by means of M&A in China. Meanwhile, with RMB appreciation and the Chinese Government's guiding ideology of "Going Global", more and more Chinese companies are now considering and implementing overseas M&A. Therefore, according to the different directions of capital flows, cross-border M&A can fall into domestic M&A and overseas M&A.

At the same time, in view of different acquisition targets and ways, M&A can fall into asset M&A and equity M&A. According to the different M&A purposes, M&A can also fall into financial investment M&A (such as today's popular industrial investment, venture capital and private equity investment, etc) and industry M&A. Industry M&A can also fall into horizontal M&A, vertical M&A and mixed M&A. YU Weifeng and LU Yi, two lawyers from Llinks Law Offices, will follow the processes and various stages of M&A deals as vertical line, combine with different characteristics of various types of M&A in horizontal manner, start from the perspective of laws and tax, deeply probe into key points and difficulties in cross-border M&A together with you, and guide you how to organize and implement successful M&A.

Who should attend?

- Vice President/Director/Controller/Supervisor/Manager in charge of the following departments:
 - Business, Project
 - Finance, Tax
 - Law Affairs, Compliance
- Other personnel specializing in M&A work

Speakers

YU Weifeng: Partner of Llinks Law Offices

LU Yi: Partner of Llinks Law Offices

Lecture Summary

- Consideration, design and development of M&A programs
- Legal issues in need of attention when executing Letter of Intent for M&A
- Due diligence procedures and legal issues in need of attention
- Drafting of M & A deal documents, negotiation skills and difficulties
- Preconditions and restructuring programs for the purpose of M&A deals
- Procedures in need of special attention and problems which should be avoided when handling governmental approval
- Payment, financing and tax matters in transaction process
- General procedures and focuses for delivery
- Post-delivery matters in need of special attention
- Case study and experience sharing

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About Speakers

YU Weifeng

YU Weifeng is the incumbent Director of M & A Business Research Committee of Shanghai Bar Association. Graduating from International Economic Law (Major), Department of Law, Fudan University, YU Weifeng holds Bachelor of Laws. As a founding partner, he founded Llinks Law Offices in 1998. Currently, he has taken the posts as follows: Executive Member of Information Network and High-tech Professional Committee of All-China Bar Association, Director of M & A Business Research Committee of Shanghai Bar Association, Member of Foreign Affairs Committee of Shanghai Bar Association, Member of Legal Advisory Group of Pudong New Area and Director of Legal Services Association of Pudong New Area.

YU Weifeng's practice areas include capital markets/corporate finance; corporate and commercial M & A/asset restructuring; private equity investment/venture capital; real estate, etc.

YU Weifeng dedicates to the companies and M & A, and handles various corporate legal affairs on behalf of many Fortune 500 companies, large Chinese enterprises and a number of listed companies, including cross-border investment, M & A, corporate financing, debt restructuring, tax planning, IPO, stock issuance and other kinds of legal affairs. He boasts a wealth of theoretical knowledge and practical experience in the field of automotive, energy, infrastructure, real estate, equipment manufacturing, healthcare, pharmaceuticals, education, media and entertainment. He ever represented clients to deal with numerous innovative projects in the industry. In the field of construction and real estate, YU Weifeng not only represents many foreign real estate funds and other investment funds to handle legal affairs in terms of fund initiation, real estate acquisitions, acquisition finance and asset securitization, but also represents a number of domestic real estate developers to deal with various types of legal affairs in real estate development, financing, project acquisition and transfer, etc. In the field of industrial investment fund and venture capital, YU Weifeng represents a number of industrial investment funds to acquire and sell all types of enterprises in China, and helps many venture capital funds for investment in growing companies. In the field of corporate financing, he helps many companies to tackle legal matters with respect to IPO and stock issuance.

LU Yi

LU Yi holds Bachelor of Laws (Shanghai University of Finance and Economics) and Master's Degree in Law (Renmin University of China). From September 1997 to May 2003, LU Yi worked in Deloitte Touche Tohmatsu (Tax and Business Advisory Division), and successively served as consultant, senior consultant and tax manager. In June 2003, LU Yi joined in legal profession and served as consultant, lawyer, partner and senior partner successively. LU Yi's practice areas include tax; capital market/corporate financing; corporate and commercial M & A/asset restructuring, private equity investment/venture capital; real estate.

LU Yi is concurrently qualified Chinese Lawyer, Chinese Certified Public Accountant and Chinese Certified Tax Accountant. Shanghai Bar Association. LU Yi is the incumbent Deputy Director of M & A Business Research Committee of Shanghai Bar Association and Member of Foreign Affairs Committee of Shanghai Bar Association. And LU Yi is the only lawyer with the highest ranking in the "Tax Sector" according to Chambers Asia 2008, who was from Chinese Mainland.

Since 1997, LU Yi has focused on tax consultation and related legal services. Business scope covers as follows: advisory services for domestic and foreign-invested enterprises and listed companies in terms of tax, law, foreign exchange control, customs management and corporation operation throughout the years; legal services involved with structure planning for foreign direct investment, business model arrangement, project negotiation, drafting and revision of the documents; participation in mergers and acquisitions of domestic and foreign companies, restructuring of domestic and foreign groups, overseas IPOs of domestic enterprises and other projects, due diligence for tax and legal affairs, tax consultation and other legal services; tax compliance review for foreign-invested enterprises and listed companies in China, and review of cross-border transaction contracts; compliance & feasibility analysis on clients' business operation modes at the legal level and governmental regulatory level.

Cross-border M&A Disputes: Case Analysis and Risk Prevention

Beijing ■ August 19th, 2010

Shanghai ■ August 26th, 2010

09:00-12:30

M&A is the important approach to expansion and development of today's enterprises, which can help the enterprises quickly have access to market channels and expand market share, thereby bringing about economic scale benefits for enterprises. However, as M&A transactions are usually very complex and involve with many legal documents, the disputes arising from M&A often happen.

In recent years, as Chinese enterprises implement the strategy of "Going Global" and M&A transactions are in the ascendant in China, cross-border M&A dispute involved with Chinese companies have gradually increased, which become ever-increasingly complex. The contemporary enterprises will face up to two important issues: How to effectively avoid M&A disputes? How to properly settle the M&A disputes?

In this workshop, LIU Yuwu and ZHANG Baosheng, two partners in Litigation and Arbitration Department of King&Wood Law Firm, will take advantage of King & Wood's extensive experience in handling M&A disputes, analyze typical cases of M&A disputes, and conduct analysis and discussion about the major legal issues related to M&A disputes and the solutions. DONG Tieying, partner in M&A Department of King&Wood Law Firm, will give rich M&A experience into full play, explain and discuss about risk prevention and control for cross-border M&A, etc. This workshop will bring enlightenment to enterprises in terms of the specific ways of better applying M&A for seeking development, and effectively preventing and controlling risks.

Who should attend?

- In-house legal advisors
- Arbitrators and lawyers
- Legal practitioners providing consulting services for multinational companies
- Business people specializing in international trade or dispute settlement

Speakers

LIU Yuwu: Partner in Litigation and Arbitration Department of King & Wood Law Firm

ZHANG Baosheng: Partner in Litigation and Arbitration Department of King & Wood Law Firm

DONG Tieying: Partner in M&A Department of King & Wood Law Firm

Lecture Summary

- Cross-border M & A Disputes: Case Study
 - Disputes arising from for cross-border M & A agreement framework
 - Disputes arising from legitimacy of the contents
 - Disputes arising from approval process flaws
 - Disputes arising from the payment of acquisition payable
 - Disputes arising from put options
 - Disputes arising from control rights of the target company
 - Disputes arising from target company's debts
- Cross-border M & A Disputes: Prevention and Control
 - Due diligence prior to cross-border M & A
 - Prevention and control of legal risk at the stage of cross-border M & A contract drafting
 - Prevention and control of legal risk at the stage of cross-border M & A contract performance
- Cross-border M & A Disputes: Solutions and Procedures
 - How to draft dispute settlement provisions for M & A transactions
 - How to arbitrate for M & A disputes inside or outside China
 - How to deal with parallel litigation or arbitration in cross-border M & A disputes
 - How to recognize and enforce foreign arbitral awards in China

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About Speakers

LIU Yuwu

As Partner in Litigation and Arbitration Department of King & Wood Law Firm, LIU Yuwu's main practice areas include the foreign-related arbitration and litigation.

On behalf of clients, LIU Yuwu deals with a large number of foreign-related litigation and arbitration cases, including such cases handled by China International Economic and Trade Arbitration Commission, the Arbitration Institute of the Stockholm Chamber of Commerce, Hong Kong International Arbitration Centre and other arbitration institutions. The cases are involved with international sale of goods, Sino-foreign joint venture and cooperation, leasing, intellectual property rights, construction project contracting, foreign trade agency, domain name disputes, etc. As King & Wood Law Firm served as agent for Wahaha, LIU Yuwu is the core member of the global lawyer team handling dispute case between Wahaha and Danone, who fully participated in a series of foreign-related arbitration proceedings in six jurisdictions involved with such a dispute. LIU Yuwu ever worked in the China International Economic and Trade Arbitration Commission for ten years, and served as Director of Case Handling Section and Member of Expert Advisory Committee. LIU Yuwu is currently Arbitrator of China International Economic and Trade Arbitration Commission, Arbitrator of Beijing Municipal Arbitration Commission, Mediator of China International Chamber of Commerce and Expert of Domain Name Dispute Resolution Center in China International Economic and Trade Arbitration Commission.

LIU Yuwu graduated from School of Law of Renmin University of China and School of Law of University of International Business and Economics. LIU Yuwu was qualified as Lawyer in 1995, and became Member of Chartered Institute of Arbitrators (UK) in 2004.

ZHANG Baosheng

As Partner in Litigation and Arbitration Department of King & Wood Law Firm, ZHANG Baosheng's main practice areas include domestic and international arbitration, domestic lawsuit, foreign investment and settlement of other commercial disputes.

ZHANG Baosheng boasts extensive experience in dealing with disputes in the field of investment, securities, banking, intellectual property and real estate. In his legal service work for more than 15 years, ZHANG Baosheng has handled more than 400 lawsuits and arbitration cases. His clients include multinational corporations, foreign-invested enterprises, banks and large state-owned enterprises, etc.

ZHANG Baosheng joined in King & Wood Law Firm in 2004. Before that, he ever founded Shandong Ivy Law Firm, and concurrently served as Lawyer and Director. Prior to obtaining qualification of a practicing lawyer, he worked in Shandong Province Higher People's Court.

ZHANG Baosheng successively graduated from Peking University, Shandong University and University College Northampton (UK). He obtained qualification as Chinese Lawyer in 1994.

DONG Tiejing

As Partner in M & A Department of King & Wood Law Firm, DONG Tiejing's main practice areas include energy-related project financing, corporate governance, M & A, corporate restructuring, overseas investment and foreign investment.

DONG Tiejing has work and practice experience for over 20 years in the energy sector, who has organized and participated in joint venture and cooperation of many multi-billion-dollar large-scale petrochemical projects, as well as financing, including: incorporation of joint venture companies, joint venture project financing, debt and corporate restructuring, M & A and so on. Lawyer DONG also renders the relevant legal services for state-owned enterprises, multinational corporations and financial institutions in terms of operation management, internal control audit and risk management, etc.

DONG Tiejing joined in King & Wood in 2009. Prior to this, DONG Tiejing served as Finance Manager of BP Asia Pacific, Internal Control Auditor of BP Group, Senior Lawyer in Financing Department of Clifford Chance LLP, Director of Foreign Capital Management Section of Finance Department of Sinopec Group and Lecturer for Tax Law in School of Law of China Technology and Business University.

DONG Tiejing graduated from Peking University, and obtained Bachelor of Laws and Master's Degree in International Economic Law. Then DONG Tiejing studied at School of Law of University of Nottingham, and obtained Master Degree in International Commercial Law. DONG Tiejing obtained qualification as Chinese Lawyer in 1995.

SEMINAR DETAILS

Cross-border M&A: How to organize and implement M&A projects

Beijing: Aug.18th, 2010, Code: 10C18LE
Shanghai: Aug.25th, 2010, Code: 10C19LE

Cross-border M&A Disputes: Case Analysis and Risk Prevention

Beijing: Aug.19th, 2010, Code: 10C20LE
Shanghai: Aug.26th, 2010, Code: 10C21LE

Seminar Fee

CCH Subscriber: ¥3,600
Non Subscriber: ¥4,000

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