ASIA-PACIFIC FORUM:
Navigating the Life Cycle of a Cross-Border Deal

Program Brochure

October 24-25, 2019
Hong Kong International Arbitration Centre, Hong Kong
38th Floor Two Exchange Square, 8 Connaught Place, Central
ASIA-PACIFIC FORUM: NAVIGATING THE LIFE CYCLE OF A CROSS-BORDER DEAL

THE DAY BEFORE

Wednesday, October 23, 2019

2:00PM-5:30PM
Mock Interviews

At CUHK Faculty of Law
Graduate Law Centre, 2nd Floor, Bank of America Tower, 12 Harcourt Road, Admiralty

In service to the local community, the ABA International Law Section invites Forum attendees to participate in mock interviews of local law students. The students will be drawn from the Chinese University of Hong Kong (“CUHK”) Faculty of Law.

Session Chairs:
Paul Schmidt, CUHK Faculty of Law, Hong Kong
Nancy Stafford, Newport, Rhode Island

Co-Sponsoring Committees:
Northeast Asia, Japan & Korea
Young Lawyer's Interest Network

2:00PM-5:30PM
Mock Interviews

At CUHK Faculty of Law
Graduate Law Centre, 2nd Floor, Bank of America Tower, 12 Harcourt Road, Admiralty

Career models for young lawyers – and cultivating the qualities to ensure success:
• How has the career model for young lawyers changed?
• Will modern law firms in the future have non-partner lawyers who are successfully involved in client work on a permanent basis?
• What can you expect from an in-house career?
• Can lawyers also be entrepreneurs?
• What are the qualities of those that want to pursue a successful career in the legal space?

Session Chair and Moderator:
Patrick Dransfield, Director, In-House CommunityTM

Introduction: Lisa Ryan, Chair, ABA Section of International Law; Fraogmen, San Francisco, California

Speakers:
Paul Haswell, Pinsent Masons, Hong Kong
Rebecca Hong, Intel Semiconductor (US) LLC, Hong Kong
Hermann Knott, Andersen Tax & Legal, Cologne, Germany
Michael Lin, Marks & Clerk, Hong Kong
Nancy Stafford, Vice Chair, ABA International Law Section, Newport, Rhode Island
Tessa Whittle, KorumLegal, Hong Kong

7:00PM-8:15PM
The Best of Times - The Worst of Times
(Non-CLE)

At CUHK Faculty of Law
Graduate Law Centre, 2nd Floor, Bank of America Tower, 12 Harcourt Road, Admiralty

8:15PM-9:00PM
RECEPTION
Sponsored by:

CUHK Faculty of Law, Graduate Law Centre
2nd Floor, Bank of America Tower
12 Harcourt Road
Admiralty

CLE Materials Online:
www.americanbar.org/groups/international_law/events_cle/program-materials/
## ASIA-PACIFIC FORUM: NAVIGATING THE LIFE CYCLE OF A CROSS-BORDER DEAL

### DAY 1

**Thursday, October 24, 2019**

<table>
<thead>
<tr>
<th>Time</th>
<th>Session</th>
<th>Speakers</th>
</tr>
</thead>
<tbody>
<tr>
<td>8:30AM-8:40AM</td>
<td>OPENING REMARKS</td>
<td>Lisa Ryan, Chair, ABA International Law Section; Fragomen, San Francisco, California</td>
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<td>Matthew Gearing, Chairperson, Hong Kong International Arbitration Centre</td>
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<td>Kenneth Koo, Deputy General Manager &amp; Citi Chief Representative, Citi Orient Securities, Shanghai, China</td>
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<td>8:40AM-9:00AM</td>
<td>KEYNOTE ADDRESS</td>
<td>Ken Koo will address the tectonic changes in Asia’s M&amp;A landscape and China’s continuing appetite for outbound M&amp;A, as well as for inbound and onshore M&amp;A. He’ll also share insights on how to screen Chinese buyers and feasible deals.</td>
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<td>Tectonic Changes in Asia’s M&amp;A Landscape (Non-CLE)</td>
<td>A cross-border transaction raises unique issues and requires special skills of the parties’ lawyers. The lawyers need to understand not only those provisions that need to be covered in a cross-border transaction, but also the interplay with the laws and requirements of the multiple jurisdictions involved in the transaction. A panel of experienced cross-border M&amp;A practitioners will lay the foundation for this forum through use of a thematic hypothetical of an acquisition transaction to be utilized in all the forum sessions, followed by a discussion of specific provisions in a typical M&amp;A agreement and of structuring issues, such as use of intermediary jurisdictions (e.g. Hong Kong) between the respective jurisdictions of the parent company and the target company, key contractual provisions and pitfalls of cross-border transactions.</td>
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<td>Program Chair: Paul B. Edelberg, Fox Rothschild, New York, New York</td>
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<td>Moderator: Robert Lewis, Zhong Lun, Beijing, China</td>
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<td>Speakers: Simon Chan, Dorsey &amp; Whitney LLP, Hong Kong, Peter X. Huang, Skadden, Arps, Slate, Meagher &amp; Flom LLP, Beijing, China, Amy Ling, Baker &amp; McKenzie, Hong Kong, Philippe Shin, Shin &amp; Kim, Seoul, South Korea</td>
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<tr>
<td>9:00AM-10:30AM</td>
<td><strong>The Art of a Cross-Border Deal</strong> (Skills CLE)</td>
<td>Sponsoring Committees: Central/East Asia &amp; China Committee; Northeast Asia, Japan &amp; Korea Committee; South Asia/Oceania &amp; India Committee; International Contracts Committee; International M&amp;A and JV Committee</td>
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This session will address the issues which are relevant to due diligence in international transactions from a very practical point of view. The panel of local and foreign-based experts will first discuss the major due diligence items which are relevant in a cross-border acquisition building on the results of the previous session as structuring has an impact on due diligence and vice versa. In the second part of the session the panel will analyze how to organize the cross-border due diligence. Scoping, budgeting and building the cross-border team will be focus elements of the discussion. In a final part, the panel will address different report styles (red-flag vs. full-fledged reporting with a need to carefully assess the scope of limited analysis and reporting work with senior lawyers’ involvement) and other special situations typically encountered in an international context, e.g. due diligence in public and private transactions.

Program Chair and Moderator:
Hermann Knott, Andersen Tax & Legal, Cologne, Germany

Speakers:
Alex Hao, JunHe, New York, New York
Sanja Janjic, Fragomen, Hong Kong
Simon Lai, Chow Tai Fook Enterprises Limited, Hong Kong
Stephen Revell, Freshfields, Hong Kong
Takashi Toichi, TMI Associates, Tokyo, Japan

Co-Sponsoring Committees:
South Asia/Oceania & India Committee; Immigration & Naturalization Committee; International Corporate Counsel Committee; International M&A and JV Committee; International Trade Committee
This panel of experts will address cybersecurity, privacy, artificial intelligence, blockchain and other recent developments to be factored into making and documenting a cross-border deal.

Program Chair:
**Susan K. Ross**, Mitchell Silberberg & Knupp, Los Angeles, California

Moderator:
**Patrick Dransfield**, In-House Community, Hong Kong

Speakers:
- **Andrew Hudson**, Rigby Cooke, Melbourne, Australia
- **Seungmin Jasmine Jung**, LAB Partners, Seoul, South Korea
- **Tim Klatte**, Grant Thornton, Shanghai, China
- **Kenneth Yip**, Peplink, Hong Kong
- **Ronald K. Yu**, Hong Kong

Sponsoring Committee:
Privacy, Cybersecurity & Digital Rights Committee

Lawyers and their clients live in an era in which “national security” is increasingly invoked by governments and regulators to evaluate whether to permit cross-border transactions. Companies involved in critical infrastructure or technology such as 5G offer attractive, lucrative commercial opportunities. How governments and regulators understand national security, when they will invoke it, and what will cause them to permit or block a deal on national security grounds is becoming an increasingly important piece of the transaction puzzle. With a view to providing attendees with advice to help them maximize the probability of deal approval or minimize risk of loss should regulators bar the transaction, this panel will examine the high stakes risks when national security
scrutiny is applied to transnational deals, particularly those involving Asian companies, whether acquirers or targets. In an interactive session, our panel of experts will examine several legal issues including the different understandings of national security between Asian and American regulators; whether certain industries are more likely to trigger national security scrutiny; the question of when should outside counsel begin to engage with governments or regulators and whether or how transaction documents should cover break fees and insurance to recognize the risks and uncertainties of national security reviews.

Program Chair and Moderator:
Clifford Sosnow, Fasken, Ottawa, Ontario, Canada

Speakers:
Ninette Dodoo, Freshfields, Beijing, China
Paul B. Edelberg, Fox Rothschild, New York, New York
Pratibha Jain, Nishith Desai Associates, New Delhi, India
Edward Kim, Lee & Ko, Seoul, South Korea

Sponsoring Committee:
International M&A and Joint Venture Committee

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ASIA-PACIFIC FORUM: NAVIGATING THE LIFE CYCLE OF A CROSS-BORDER DEAL

DAY 2

Friday, October 25, 2019

8:30AM-9:00AM
KEYNOTE ADDRESS
Innovation as a Game Changer

Albert H.K. Wong, CEO, Hong Kong Science & Technology Park, Hong Kong

Albert Wong will discuss innovation as a game changer for business and economies, particularly the ecosystem of innovation and technology in China and Asia.

9:00AM-10:30AM
Bribery, Corruption & Money Laundering, Oh My!: Strategies for Mitigating Risk through Diligence, Negotiation & Integration (CLE)

This panel will address challenges presented by bribery, corruption and money-laundering risks during key stages in the deal cycle – diligence, negotiation and integration. Complexities and pitfalls abound when these red flags emerge, especially in cross-border M&A deals, joint ventures, and other partnerships where parties may be coming from opposite sides of the compliance spectrum. Learn practical tips and real-life know-how from a panel of in-house counsel and external experts, who will explore how to manage these risks effectively when the deal is on the line.

Program Chair:
Brian Burke, Shearman & Sterling, New York/Hong Kong

Moderator:
Nathan Bush, DLA Piper, Singapore

Speakers:
Edward Dhong, Yoon & Yang, Seoul, South Korea
Jo Levy, Intel Corporation, Hong Kong
Jack Soong, Grant Thornton, Shanghai, China
Miguel Zaldivar, Jr., Hogan Lovells, Hong Kong

Sponsoring Committee:
International Anti-Corruption Committee

10:30AM-11:00AM
NETWORKING BREAK

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Arbitration clauses are ubiquitous in cross-border transactions, but the actual experience of arbitration can differ greatly depending on the seat of arbitration, applicable arbitral rules, and governing law, among other factors. Arbitration in the Asia-Pacific region has developed certain differentiating characteristics, driven in part by intense innovation and competition among the leading arbitral institutions in the region. Unique substantive and procedural aspects of the legal systems of major jurisdictions in the region can also play a decisive role.

This panel of experts will examine cutting-edge issues facing disputing parties and arbitration practitioners in the Asia-Pacific region, including: the impact of recent procedural innovations on
Cross-border transactions raise unique ethical issues for the attorney. Fundamental issues of client confidentiality and attorney-client privilege differ in scope and substance from jurisdiction to jurisdiction, as do other legal ethical rules relating to honesty in negotiations. Conflict of law issues arise for the attorney seeking guidance as to which jurisdiction’s ethical rules apply, and how the attorney’s home jurisdiction will apply foreign ethical rules. The issue is not academic; challenges to a lawyer’s ethical compliance can result in loss of fees or bar suspension, or worse. In addition, in certain cases the lawyer’s ethical responsibilities require awareness of social, economic and political issues in order to inform legal advice. Corporate social responsibility of clients operating across borders implicates the lawyer’s ethical obligations as counselor and advisor, as well as competence in understanding where soft law aspirations have become hard law contractual and regulatory matters. The program will provide an overview of what the lawyer engaged in cross-border transactions must know.
ASIA-PACIFIC FORUM: NAVIGATING THE LIFE CYCLE OF A CROSS-BORDER DEAL

DAY 2

Friday, October 25, 2019

4:00PM-5:30PM
Legal Ethics in Cross-Border Transactions and Corporate Social Responsibility (continued)
(Legal Ethics CLE)

Program Chair:
Steven M. Richman, Clark Hill, Princeton, New Jersey

Moderator:
Michael E. Burke, Arnall Golden Gregory LLP, Washington, DC

Speakers:
Jamie Allen, Asian Corporate Governance Association, Hong Kong
J.E. Jamison, Deloitte China, Hong Kong
Ekaterina Schoenefeld, Schoenefeld Law Firm LLC, Princeton, New Jersey
Stuart Valentine, AIA Company Limited, Hong Kong

Sponsoring Committee:
International Ethics Committee

5:30PM-5:40PM
CLOSING REMARKS

Lisa Ryan, Chair, ABA International Law Section; Fragomen, San Francisco, California

6:00PM-9:00PM
CLOSING RECEPTION

SEVVA Rooftop Terrace

PRINCES BUILDING, 25/F, 10 Chater Rd, Central

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CLE/CPD INFORMATION

The program has 12 hours of CLE credit, including 1.5 hours of Ethics and Professional Responsibility and 3.0 hours of Skills credit in 60-minute states, and 14.40 hours of CLE credit, including 1.8 hours of Ethics and Professional Responsibility and 3.60 Skills credit for this program in 50-minute states. Please visit the program website at https://www.americanbar.org/groups/international_law/events_cle/asia-pacific-forum--navigating-the-life-cycle-of-a-cross-border-/ for program CLE details or visit www.americanbar.org/mcle for general information on CLE at the ABA.

Appropriate CLE sign-in sheets will be available for those seeking credit for their participation. You will need to sign in each day you participate (NY Attorneys must sign in and sign out each day). After the conference you will receive a link via email to access the Attendee Affidavit for your completion and submission. Then, your Certificate of Completion will be emailed to you within three weeks of the completion of the program. For more information regarding your specific jurisdiction, please visit the ABA CLE Homepage at www.americanbar.org/events-cle/mcle.

CPD: Accreditation for 12 hours of CPD credit has also been requested by the Section from The Law Society of Hong Kong. CPD sign-in sheets will be available at each session for those seeking credit for attendance. You will need to sign in at each session you attend.

After the conference, you should update your CPD Training Records according to the CPD attendance policy. For more information regarding CPD regulations and record retention guidelines, please visit the Law Society of Hong Kong website at https://www.hklawsoc.org.hk/pub_e/default.asp
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