



AMERICAN **BAR** ASSOCIATION

International Law Section

ASIA-PACIFIC FORUM:

Navigating the Life Cycle of a Cross-Border Deal



SPECTACULAR PROGRAM AND UPDATED SPEAKER LINEUP NOW AVAILABLE!

the conference

This Forum will cover what every practitioner needs to know in cross-border deals. International transactions have unique features, and the differences between Western and Asian cultures draw even more complexities. Leading experts will provide essential strategies to meet the challenges of negotiating, structuring, and completing a deal, as well as resolving disputes that can obstruct a deal. They will also provide insights into the latest national security hurdles to foreign investment and cross-border transactions.

The Forum will take place during HK Arbitration Week, a "Must Attend" event for arbitration practitioners in Asia and around the world.

why this conference is important

This Forum is a "must" for any lawyer involved in international business!

In times fraught with strained trade and other international relations issues, the challenges of cross-border transactions have mushroomed. Experts from around the world will provide a road-map and cutting edge strategies to navigate the minefields of negotiating, structuring, and completing a deal or resolving disputes that obstructed a deal, as well as provide insights into the latest national security hurdles to foreign investment and cross-border deals.

October 24-25, 2019

Hong Kong International Arbitration Centre, Hong Kong

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

**THE DAY
BEFORE**

Wednesday, October 23, 2019

3:00PM-5:00PM

Mock Interviews

**At CUHK Law School
Downtown Campus, 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”) Law School. If you are interested in serving as an interviewer, please register with Paul Schmidt pschmidt@cuhk.edu.hk.

Session Chairs:

Paul Schmidt, CUHK Law School, Hong Kong
Nancy Stafford, Newport, Rhode Island

Co-Sponsoring Committees:

Northeast Asia, Japan & Korea
Young Lawyer's Interest Network

6:00PM-7:15PM

The Best of Times - The Worst of Times (Non-CLE)

**At CUHK Law School
Downtown Campus, Bank of
America Tower, 12 Harcourt
Road, Admiralty**

This session will discuss career models for young lawyers, and how to cultivate the qualities needed to ensure success in their careers.

Session Chairs:

Patrick Dransfield, In-House Community, Hong Kong
Nancy Stafford, Newport, Rhode Island

7:15PM-8:00PM
RECEPTION

**SPONSORED BY:
IN-HOUSE COMMUNITY**

CUHK Law School Downtown Campus
Bank of America Tower
12 Harcourt Road
Admiralty

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

DAY 1

Thursday, October 24, 2019

8:30AM-8:40AM
OPENING REMARKS

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

Sarah Grimmer, Secretary-General, Hong Kong International
Arbitration Centre

8:40AM-9:00AM
KEYNOTE ADDRESS

Kenneth Koo, Citibank, Shanghai, China

***Tectonic Changes in Asia's
M&A Landscape***
(Non-CLE)

Ken Koo will address the tectonic changes in Asia's M&A landscape and China's continuing appetite for outbound M&A, as well as for inbound and onshore M&A. He'll also share insights on how to screen Chinese buyers and feasible deals.

9:00AM-10:30AM

***The Art of a Cross-Border
Deal***
(Skills CLE)

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&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&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.

**PANEL SPONSOR:
SHIN & KIM**

Program Chair:

Paul B. Edelberg, Fox Rothschild, New York, New York

Moderator:

Robert Lewis, Zhong Lun, Beijing, China

Speakers:

Simon Chan, Dorsey & Whitney LLP, Hong Kong

Peter X. Huang, Skadden, Arps, Slate, Meagher & Flom
LLP, Beijing, China

Amy Ling, Baker & McKenzie, Hong Kong

Philippe Shin, Shin & Kim, Seoul, South Korea

Co-Sponsoring Committees:

Central/East Asia & China Committee; Northeast Asia,
Japan & Korea Committee; South Asia/Oceania & India
Committee; International Contracts Committee; International
M&A and JV Committee

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

DAY 1

Thursday, October 24, 2019

10:30AM-11:00AM
NETWORKING BREAK

11:00AM-12:30PM

Other Countries Other Ways – Due Diligence in Cross-Border Transactions
(Skills CLE)

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
Simon Lai, Chow Tai Fook Enterprises Limited, Hong Kong
Stephen Revell, Freshfields, Hong Kong
Lisa Ryan, Fragomen, San Francisco, California
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

12:30PM-2:00PM
LUNCHEON

Shanghai Jade

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

DAY 1

Thursday, October 24, 2019

2:00PM-3:30PM

Machines and Mergers (CLE)

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

3:30PM-4:00PM

NETWORKING BREAK

4:00PM-5:30PM

High Stakes Cross-Border Transactions: Practice and Pitfalls in National Security Reviews (CLE)

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

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

DAY 1

Thursday, October 24, 2019

4:00PM-5:30PM

High Stakes Cross-Border Transactions: Practice and Pitfalls in National Security Reviews (continued)
(CLE)

PANEL SPONSOR:
LEE & KO

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 Dadoo, 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

6:00PM-8:00PM
RECEPTION

China Club

Bank Of China Building, 13-15/F, Old, 2A Des Voeux Road, Central, Hong Kong

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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

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

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.

PANEL SPONSOR:
YOON & YANG

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

Speakers:

Nathan Bush, DLA Piper, Singapore

Edward Dhong, Yoon & Yang, Seoul, South Korea

Jo Levy, Intel Corporation, Hong Kong

Jack Soong, Grant Thornton, Shanghai, China

John Thomas, Medtronic, Shanghai, China

Sponsoring Committee:

International Anti-Corruption Committee

10:30AM-11:00AM
NETWORKING BREAK

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

DAY 2

Friday, October 25, 2019

11:30AM-12:30PM

Moving the Regulatory Mountains: Antitrust and Intellectual Property Hurdles

(CLE)

This panel discusses unique procedural and substantive hurdles in the areas of antitrust and intellectual property encountered by cross-border transactions in APAC jurisdictions, especially in China. Seasoned practitioners will share their advice on how to strategize and overcome these hurdles based on their extensive practical experience.

Program Chair and Moderator:

Fei Deng, Edgeworth Economics, San Francisco, California

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EDGEWORTH ECONOMICS

Speakers:

Michael Han, Fangda Partners, Beijing, China/Hong Kong

Cunzhen Huang, Cleary Gottlieb, Washington, DC

Michael Lin, Marks & Clerk, Hong Kong

Philip Monaghan, O'Melveny & Myers, Hong Kong

Guanbin Xie, Lifang & Partners, Beijing, China

Co-Sponsoring Standing Committees:

International Antitrust Law Committee;

International IP Law Committee; International Tax Committee

12:30PM-2:00PM

LUNCHEON

The Square

2:00PM-3:30PM

Deals Gone Bad: Arbitrating Cross-Border Disputes in the Asia-Pacific Region

(CLE)

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

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

DAY 2

Friday, October 25, 2019

2:00PM-3:30PM

Deals Gone Bad: Arbitrating Cross-Border Disputes in the Asia-Pacific Region (continued)
(CLE)

outcomes, efficiency and costs; the availability and effectiveness of interim relief (with a particular focus on China); the role of mediation before and during arbitration; distinct features of the Hong Kong and Singapore third-party funding ordinances; problems and solutions for multi-party disputes; and hot button issues relating to arbitrator selection and diversity.

Program Chair and Moderator:

Anton A. Ware, Arnold & Porter, Shanghai, China

Speakers:

Chiann Bao, Arbitration Chambers, Hong Kong

Jessica Fei, King & Wood Mallesons, Hong Kong/Beijing, China

Sarah Grimmer, HKIAC, Hong Kong

Kevin Kap-You Kim, Bae Kim & Lee, Seoul, South Korea

Conna A. Weiner, JAMS, Boston, Massachusetts

Sponsoring Committee:

International Arbitration Committee

3:30PM-4:00PM

NETWORKING BREAK

4:00PM-5:30PM

Legal Ethics in Cross-Border Transactions and Corporate Social Responsibility
(Legal Ethics CLE)

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.

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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:

James Allen, Asian Corporate Governance Association, Hong Kong

Steven Grimes, Winston & Strawn, Hong Kong/Chicago, Illinois

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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why attend the Forum?

- **JOIN** practitioners and in-house counsel from around the world to explore the challenges facing cross-border transactions in these troubling times
- **LEARN** the latest in cross-border strategies through plenary sessions driven by the life-cycle of a deal
- **EXPAND** your network of cross-border experts
- **FIND** business partners
- **BUILD** your client base
- **IDENTIFY** suppliers
- **GET** valuable CPD or US CLE credits
- **COME** to Hong Kong earlier in the week and participate in Hong Kong Arbitration Week
- **ORGANIZE** band and participate in Law Rocks as part of HK Arb Week
- **HAVE** fun
- **BE** inspired

who we are

The ABA Section of International Law brings together lawyers from around the world to focus on international legal issues, promote the rule of law, and provide education, policy, publishing and practical assistance related to cross-border activity.

17,000+

MEMBERS WORLDWIDE

100+

COUNTRIES REPRESENTED

55

SUBSTANTIVE COMMITTEES

WHEN

OCTOBER 24-25, 2019

WHERE

HONG KONG INTERNATIONAL
ARBITRATION CENTRE
38TH FLOOR TWO EXCHANGE
SQUARE
8 CONNAUGHT PLACE
CENTRAL
HONG KONG

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5,111 followers



4,431 followers



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