

*3rd Corporate Summit*    *3rd Corporate Summit*    *3rd Corporate Summit*  
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The global financial crisis evokes a conscious need for effective corporate governance and shareholders' protection. There is a need for effectiveness of risk management at the board level coupled with the additional duty on the part of directors to make independent judgment.

Institutional shareholders can no longer be passive. They have to be more assertive in engaging corporate governance issues of listed companies and monitoring their boards.

Minority derivative actions are now given statutory clout in both England and China. Listed companies in Singapore and England and listed joint stock limited liability companies are required by law to have qualified independent directors on their boards to ensure the mechanics of the audit committee, remuneration committee and nominating committee are transparent and consistent with the international best practice.

This timely 3<sup>rd</sup> Corporate Summit brings together an international faculty of speakers from England, PR China and Singapore to present papers and to discuss issues not only from a legal angle, but from perspectives of an economist from China and an entrepreneur based in Hong Kong.



## China Symposium



中国人民大学国际学院 (苏州研究院)  
 Renmin University of China (Suzhou Campus)

SWEET & MAXWELL ASIA

present

# 3<sup>rd</sup> CORPORATE SUMMIT 第三届公司峰会

CORPORATE GOVERNANCE & SECURITIES REGULATION  
 in the aftermath of the global financial crisis

全球金融危机后的公司治理与证券法规

# Programme

Venue : Banyan Room, Shangri La Hotel, Singapore  
Date : 6 May 2010  
Time : 8.45 am to 5.15 pm  
Language of Instruction : English

## 第三屆公司峰會 3rd CORPORATE SUMMIT

CORPORATE GOVERNANCE & SECURITIES  
REGULATION in the aftermath of the global financial crisis  
全球金融危机后的公司治理与证券法规

8.45am **Registration/morning coffee** (sponsored by Lee Metal Group Ltd)

9.00am **Introductory remarks by Chairman** of the morning session,  
**A/Prof Victor Ramraj**,  
Vice-Dean, Faculty of Law, National University of Singapore

9.10am **Paper on Insider Trading & Market Manipulation**  
- Definition, nature and cause  
- Price sensitive information  
- Public and investors' protection  
- Regulatory bodies/statutory framework  
**Prof Peter S K Koh**  
Author of *Major Issues in Company Law*  
(with *PRC Chinese & English Comparative Notes*)  
Consultant/Counsel, Hill Dickinson  
(Comparative analysis on PRC Chinese/English laws by Mr Wang Zhenyu)

10.00am **Paper on Corporate Governance Issues in Merger and  
Acquisition Transactions in China**  
- Nature of M & A transactions  
- Due diligence & investigation  
- Relevance of corporate governance  
- Factors/criteria for assessment  
**Mr Simon Poon**  
Group CEO, Green-matters group of companies in HK & China

10.30am **Coffee/tea break** (sponsored by BDO LLP)

10.45am **Paper on Protection of Minority Shareholders in China**  
**- Listed and Unlisted Joint Stock Companies**  
- Limited liability entities in China  
- Minority protection avenues  
- Company Law 2005 / legal remedies  
- Representative/derivative actions  
**Prof Liu Junhai**  
Professor of Business Law, Renmin University of China

11.30am **Paper on Corporate Governance and Investment Climate  
in China**  
- Effective corporate governance  
- Investors' confidence/transparency  
- Impact of global crisis  
- Investment landscape - post crisis era  
**Prof Chen Yong Jun**  
Vice-Dean, International College, Renmin University in Suzhou/  
Professor, School of Business

12.10pm **Paper on Asset Management, Social Responsibility &  
Corporate Governance**  
- Asset management - some perspectives  
- Need for social responsibility  
- Relevance of corporate governance  
**Dr Ulrich Behm**  
Chief Executive Officer, Vontobel Asia-Pacific Ltd

12.30pm **Lunch** (sponsored by Vontobel Asia Pacific Ltd)

2.00pm **Introductory remarks by Chairman** of the  
afternoon session

**Mr Jai S.Pathak**  
Partner in charge, Singapore office,  
Gibson Dunn & Crutcher

2.05pm **Paper on The Roles of the Board of Directors &  
Institutional Investors in Securing good  
corporate governance**  
- Combined corporate code  
- Changing face of institutional investors  
- Behavioural governance corporate emphasis  
- Relevance of institutional governance rules  
**Mr Keith Walmsley**  
Consultant Editor, *Companies Act 2006 Handbook*  
and former Legal Adviser, London Stock Exchange  
(Comparative analysis on The Role of the Company  
Secretary in PR China by Ms Vicky Liu Yiwei)

2.50pm **Respondent** Mr Lawrence Kwan, FCIS  
Vice-Chairman, Singapore Association of ICSA.

3.00pm **Dialogue Session on Effective Corporate  
Governance and Role of the Company Secretary**  
(sponsored by Gibson, Dunn & Crutcher)  
**Panellists:**  
- Mr Keith Walmsley,  
- Prof Liu Jun Hai  
- Ms Joyce Fong, Company Secretary, SGX  
- Mr Low Sai Choy, Company Secretary, Capitaland Ltd.  
**Moderator**  
Mr Jai S.Pathak

4.00pm **Tea break** (Sponsored by Tolaram group of companies)

4.30pm **Paper on Directors' Duties and Derivative  
Actions**  
- Duties under 2006 Companies Act  
- Fiduciary duties/conflict of interests  
- Independent judgment  
- Derivative statutory actions  
**Prof D D Prentice**  
Alley & Overy Professor of Law, Oxford University

5.15 pm **End**

Part II of 3rd Corporate Summit  
13.10.2010 • Suzhou • Renmin University of China





# 第三屆公司峰會

## 3rd CORPORATE SUMMIT

CORPORATE GOVERNANCE & SECURITIES REGULATION in the aftermath of the global financial crisis

### Speakers include



**Prof D D Prentice**  
Allen & Overy Professor of Corporate Law at Oxford University  
and UK Corporate Law Commissioner

Topic: Director's Duties And The Role Of The Shareholders With Respect To Their Breach"

### Dialogue on the The Role of the Company Secretary in Effective Corporate Governance

(sponsored by Gibson, Dunn & Crutcher LLP)

Panellists: Keith Walmsley, Consultant Editor, ICSA Companies Act Handbook  
Linda Hoon, Group Secretary and Senior V-P, DBS Bank  
Grace Tan, Executive Director, SAICSA  
Practising company secretaries of listed companies

Chairman/moderator: Jai Pathak, Partner  
Gibson, Dunn & Crutcher LLP



**Prof Liu Jun Hai**  
Professor of Business Law, Renmin University  
Author of 'Corporate Law in China & others

Topic: Minority Shareholders in PRC Joint Stock Limited Liability Entities – Listed and Unlisted



**Mr Keith Walmsley**  
Consultant Editor of Company Secretarial Practice and Companies Act 2006 Handbook and Past Council member of UK ICSA

Topic: The Roles of the Boards of Directors and of Institutional Investors in Securing Good Corporate Governance

### Prof Peter S K Koh

Visiting Professor at Renmin University of China, University of Western Ontario and A/Prof at National University of Singapore.

(Together with Wang Zhengyu and Liu Yiwei)

Topic: Insider Trading & Market Manipulation – An Anglo-American and PRC Chinese comparative analysis



**Prof Chen Yong Jun**  
Vice-Dean, International College,  
Renmin University of China.

Topic: Corporate Governance and the Investment Climate



**Mr Simon Poon**  
Group CEO, Greenmatters group of companies (HK & PRC)  
Topic: Evaluation of Corporate Governance in M & A transactions in China

6.5.2010

SINGAPORE • SHANGRI-LA

13.10.2010

SUZHOU CHINA

• RENMIN UNIVERSITY OF CHINA

Medium of Instruction:

English (Singapore)

English and Mandarin (Suzhou)

*Message from  
Founder / Adviser of  
www.chinasymposium.com*

We welcome you to Singapore and to register for the 3<sup>rd</sup> Corporate Summit, a joint venture of PR China's best law school, Renmin University and Sweet & Maxwell – Asia.

The captive audience of mainly company directors and officers and professionals will be limited to 80 for productive interaction



Main Moderator

**Prof Peter S K Koh**

Editor, Frontiers of Law in China



Luncheon address by

**Dr Ulrich Behm,**

Chief Executive Officer of  
Vontobel Asia Pacific Ltd

Topic: Asset Management and Corporate Governance

Registration Fee: US\$1000 (only in Singapore)  
(inclusive of conference documentation, lunch and 2 coffee/tea breaks)

China Symposium together with



中国人民大学国际学院 (苏州研究院)  
Renmin University of China (Suzhou Campus)

SWEET & MAXWELL ASIA

## FACULTY OF SPEAKERS, MODERATORS AND PANELLISTS



**Mr Keith Walmsley** is a FCIS and barrister. He was a former legal adviser at the London Stock Exchange and council member of the ICSA. He is the consultant editor of the ICSA Companies Act 2006 and Butterworths *Company Law and Corporate Governance Handbooks*.



**Dr Ulrich Behm** is the Chief Executive Officer of Vontobel Asia Pacific Ltd and a previous Consultant at McKinsey. Dr Behm has a MBA and a PhD in Finance from the University at St Gallen in Switzerland.



**Mr Simon Poon** has an engineering degree from Columbia University and a MBA from MIT. He is now the group Chief Executive Officer of the Green matters group of companies in HK and China.



**Mr Low Sai Choy** studied law at Cambridge University and he is Senior Vice-President (Legal) and Company Secretary at Capitaland Ltd and he is in charge of corporate compliance.



**Prof Liu Junhai** is Professor of Business Law at Renmin University of China and its director, Commercial Law Research Institute. His major publications including *Corporation Law in China* and *Protection of Minority Shareholders' Rights in Stock Corporation in China*.



**Ms Joyce Fong** is Company Secretary at the Singapore Stock Exchange ("SGX") and was its General Counsel for more than 8 years. Ms Fong has a Master of Law degree from NUS.



**Prof Chen Yong Jun** is Vice-Dean of the International College (Post-graduate) of Renmin University in Suzhou and an Economics professor at its School of Business. He received his post-graduate studies at Xiamen University. Prof. Chen's research area includes market and circulation theory and market economy reform



**Prof D D Prentice** is a Professor of Law at Oxford University and a UK Law Commissioner. He is widely respected as an authority on Company law and corporate insolvency.



**Peter S K Koh** is Consultant/Counsel at Hill Dickinson. He is an editor of *Frontiers of Law in China* and author of *Major Issues in Company Law (with PRC Chinese and English Comparative Notes, 2nd Edition)*. Has acted as counsel before regulatory bodies and tribunals on corporate/commercial matters and securities regulation in Canada & Singapore and is an accredited arbitrator of China. He studied law in Singapore and London School of Economics. He is an adjunct professor at Renmin University of China, NUS, U of Western Ontario.

## Chairmen / Moderators



**Prof Victor Ramraj** is the Vice-Dean (Academic Affairs) at National University of Singapore. He was educated at McGill University and University of Toronto. He will be seconded to be a Faculty Director at the Centre for Transactional Legal Studies in England.

**Mr Jai S. Pathak** is the partner-in-charge of the Singapore office at Gibson, Dunn & Crutcher. He received his legal education at Oxford University and the University of Virginia. He is a member of the firm's Corporate Department and its Mergers and Acquisitions Practice Group.



# 第三屆公司峰會

## 3<sup>rd</sup> CORPORATE SUMMIT

CORPORATE GOVERNANCE & SECURITIES REGULATION in the aftermath of the global financial crisis

### SUMMIT DATE

06.05.2010 (Thursday)

### SUMMIT VENUE

Shangri-La Hotel, Singapore  
Banyan Room, Tower Wing, Lobby Level  
22 Orange Grove Road, Singapore 258350  
Tel: (65) 6737 3644

### SUMMIT REGISTRATION FEES

S\$1,000 per person

To benefit group participation from the same company or same group of companies, the registration fee for the second registrant onwards will be S\$800 (provided registration is received by 4 pm on 28.04.2010). Registration fees are inclusive of full participation, documentation, executive lunch and networking tea/coffee receptions.

### SUMMIT MATERIALS

Most if not all papers and Summit materials will be uploaded onto [www.chinasymposium.com](http://www.chinasymposium.com). This is part of our green environment policy.

All paid registrants will also receive one copy of the 2<sup>nd</sup> Edition of *Major Issues in Company Law (with PRC Chinese and English Comparative Notes)*.

### REGISTRATION

To register for the Summit, please complete and fax/post/email the registration form. Correct payment for the registrant(s) can be sent by post or by telegraphic transfer.

### CANCELLATION

A 50% refund shall be given for written cancellations received by 4 pm on 01.05.2010.

A substitute may be nominated in writing at any time at no extra charge.

The organisers reserve the right whatsoever to alter the programme and the faculty of speakers.

### HOTEL ACCOMMODATION

A preferential rate is available for registrants staying at the Shangri-La Hotel Singapore. Registrants are advised to mention participating in the Summit when making booking directly with the hotel Shangri-La Hotel, Singapore

### PAYMENT METHODS

(1) Bankdrafts or cheques for S\$ can be made in favour of Professional Resources Consultancy Pte Ltd and send to the following address:

**3<sup>rd</sup> Corporate Summit**  
**Attention: Heng Wai Keong/Vicky Liu**  
80 Robinson Road #15-00 Singapore 068898

Please register by fax the following delegates for:

**3<sup>rd</sup> CORPORATE SUMMIT** on  
CORPORATE GOVERNANCE & SECURITIES REGULATION  
IN THE AFTERMATH OF THE GLOBAL FINANCIAL CRISIS

**06.05.2010, Shangri-La, Singapore**

Fax : (65) 6333 0900 (Attention: Heng Wai Keong) or

Fax : (65) 6775 2887 (Attention: Vicky Liu)

Post : 80 Robinson Rd # 15-00 Singapore 068898  
(Attention: Heng Wai Keong)

Email : [editorial@chinasymposium.com](mailto:editorial@chinasymposium.com)

Name (Dr/Mr/Ms/Prof): \_\_\_\_\_

Email address: \_\_\_\_\_

Position: \_\_\_\_\_

Name (Dr/Mr/Ms/Prof): \_\_\_\_\_

Email address: \_\_\_\_\_

Position: \_\_\_\_\_

Name (Dr/Mr/Ms/Prof): \_\_\_\_\_

Email address: \_\_\_\_\_

Position: \_\_\_\_\_

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Date \_\_\_\_\_ Authorised signatory \_\_\_\_\_

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A/C No.: 7171-048-0489016566

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Fax : (65) 6333 0900 (Attention: Heng Wai Keong)

Website : [www.chinasymposium.com](http://www.chinasymposium.com)

### LIMITATION

To encourage a more interactive Summit, the organisers will limit participation to not more than 80.

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Fax: (65) 6775 2887 (Attention: Vicky Liu)

Name (Dr/Mr/Ms/Prof): \_\_\_\_\_

Email address: \_\_\_\_\_

Position: \_\_\_\_\_

Name (Dr/Mr/Ms/Prof): \_\_\_\_\_

Email address: \_\_\_\_\_

Position: \_\_\_\_\_

Name (Dr/Mr/Ms/Prof): \_\_\_\_\_

Email address: \_\_\_\_\_

Position: \_\_\_\_\_

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