

Running a Successful Cross-Border M&A Transaction (HONG KONG-CHINA)

Buying and selling businesses in China makes up one of the largest and most profitable sources of work for legal professionals in Hong Kong.

Asian Legal Business and **Practical Law** present a Masterclass to give you the practical tools you will need to manage, negotiate and close the acquisition by a Hong-Kong based buyer of a business in China. At this half-day Masterclass, leading cross-border M&A practitioners from elite PRC law firm Zhong Lun and Practical Law's editorial team of former lawyers from top-ranked international firms will teach deal management techniques and give clause-by-clause explanations of key M&A deal documents drawn from Law's market leading contract templates.

CPD POINTS
 APPLIED FOR

BENEFITS OF ATTENDING

Learn real world skills on:

- How to structure an acquisition
- How to accurately estimate the time a transaction will take at the outset
- What to include in (and leave out of) the term sheet
- Analyzing the anatomy of a deal: the role of due diligence, the SPA and post-closing matters
- Drafting masterclass: Key clauses explained
- Negotiations: what points to raise and how to win the room

- When to take instruction on commercial points
- How to handle common deal blockers (for example, the opposing counsel who keeps raising theoretical legal issues just before the transaction closes)
- How to ensure stress-free closings every time

TARGET AUDIENCE

- Trainee solicitors
- Corporate solicitors with 0-2 years' post-qualification experience
- In-house counsels who manage M&A transactions

Book now at www.regonline.com/MAHKChina2015 and save 20% by registering before 27 November 2015. Details behind.

PROGRAM AGENDA

<p>8:00</p> <p>Registration</p> <hr/> <p>8:30</p> <p>Introduction: the stages of an M&A transaction</p> <p>Acquisition types:</p> <ul style="list-style-type: none"> - Shares - Equity interests - Assets - Financed acquisitions <p>How to accurately estimate the time a transaction will take at the outset</p> <p>What to include in (and leave out of) the term sheet</p> <ul style="list-style-type: none"> - Binding or non-binding? - Key clauses 	<p>9:30</p> <p>Anatomy of a deal</p> <ul style="list-style-type: none"> - Due diligence: requests, reports and specialist areas - Share purchase agreements - Post-closing matters <p>Drafting masterclass: Key clauses explained</p> <ul style="list-style-type: none"> - We are the 99% - Reps and warranties receive disproportionate negotiating time - What you should really focus on: key commercial terms, CPs, sources of liability <hr/> <p>10:30</p> <p>Teabreak</p>	<p>11:00</p> <p>Negotiations: what points to raise and how to win the room</p> <ul style="list-style-type: none"> - Understanding incentives - Making it stick – how deal lawyers use stories - When to handle a point yourself and when to defer to the commercial party <p>Handling the outrageous theorist and other common deal blockers</p> <hr/> <p>12:00</p> <p>Stress-free closings</p> <ul style="list-style-type: none"> - Proper preparation saves careers - The closing checklist - Signature management <hr/> <p>12:30</p> <p>End of Masterclass</p>
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Supporting Organisation

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MASTERCLASS 2015

DATE: 9 DECEMBER 2015
TIME: 8:00AM - 12:30PM
VENUE: Thomson Reuters, 42/F, Gloucester Tower,
The Landmark, 15 Queen's Road, Central, Hong Kong

EXPERT SPEAKERS



ROBERT LEWIS - *Zhong Lun Law Firm, Senior International Counsel*

Robert Lewis is the senior international counsel of Zhong Lun Law Firm based in Beijing. He was licensed to practice law in California in 1985, and has worked continuously in China since 1993. His practice focuses on in-bound and out-bound cross-border corporate and commercial transactions, with a particular emphasis on M&A, telecoms/IT transactions, and infrastructure projects, as well as clean energy and strategic partnering arrangements generally.

He was the first senior foreign lawyer to join a top Chinese law firm. Prior to joining Zhong Lun in Beijing he served as managing partner of the Beijing office of Lovells - now Hogan Lovells - for nine years and, prior to his stint with Lovells, he was Asia General Counsel for Nortel Networks. He worked in Los Angeles for seven years early in his career, principally with Sidley & Austin. Mr. Lewis is the only foreign lawyer who is a member of All China Lawyers Association Legal Training Committee, and has conducted hundreds of hours of training for Chinese lawyers and in-house legal counsel in cooperation in the ACLA and the State-owned Assets Supervisions and Administration Commission over more than a decade.

Mr. Lewis leads Zhong Lun's strategic cooperation with Practical Law Company (acquired by Thomson Reuters) in connection with the preparation of the Practical Law China service launched in November 2013 (see <http://global.practicallaw.com/country/china>).



CARL CHENG - *Zhong Lun Law Firm, Senior International Counsel*

Carl Cheng is a U.S. lawyer and has been based in Shanghai and Beijing since 1993. He practiced as a partner with a Magic Circle firm prior to joining Zhong Lun Law Firm in 2012. Mr. Cheng and his team of Chinese lawyers, specialize in asset and share acquisitions, disposals, restructurings, joint ventures and direct investment transactions. Mr. Cheng received a B.A. degree from Yale University in 1982 and a J.D. from the University of California at Berkeley in 1985. He also studied at the National Taiwan Normal University, Keio University, Beijing University and Qinghua University. He was one of the lawyers who received the inaugural "External Counsel of the Year" award from Asian Counsel magazine in 2009. Mr. Cheng is a native English speaker and is fluent in spoken and written Mandarin and Japanese.



PETER DAVIES - *Head of Editorial, Practical Law China, Thomson Reuters*

Peter Davies leads a team of Hong Kong-based former lawyers who create and maintain resources for use by their former colleagues. He joined Practical Law in 2013 from Paul, Weiss, Rifkind, Wharton & Garrison, where since 2008 he had been an associate in the Hong Kong office. While there he advised on private equity investments and technology, media and telecoms M&A transactions in Greater China. Peter trained as a solicitor in London with Herbert Smith Freehills and also worked for two years as an associate in the M&A group at Dewey & LeBoeuf in London. He was admitted as a solicitor in England and Wales in 2006 and in Hong Kong in 2011 and is currently non-practising in both jurisdictions.

BOOKING DETAILS

EARLY BIRD: 20% OFF FOR PARTICIPANTS WHO REGISTER BY 27 NOVEMBER 2015

Standard Rate: **USD599.00**

Early Bird Rate: **USD480.00**

Group promotion: **SAVE AN ADDITIONAL 20%** - Register five participants from your organisation and the 5th person attends for free.

To book, visit the event website: www.regonline.com/MAHKChina2015

For more information, please contact **Sheila** at sheila.lum@thomsonreuters.com or **(65) 6870 3252**