



THE ONLY GLOBAL ASSOCIATION OF YOUNG LAWYERS

In association with



| SHANGHAI

October 24-25 2008

THE “CROUCHING TIGER” ENTERS WESTERN MARKETS

DOS AND DON'TS IN MULTINATIONAL TRANSACTIONS
FROM CHINA TO THE UNITED STATES AND EUROPE



Sponsored by:



ASSOCIATION INTERNATIONALE DES JEUNES AVOCATS - INTERNATIONAL ASSOCIATION OF YOUNG LAWYERS



Introduction



This seminar will present a number of issues facing Chinese companies entering the European and US markets and will at the same time provide an invaluable insight for non-Chinese practicing lawyers and in-house counsels into understanding topics relevant to Chinese lawyers and their clients. The speakers are well experienced professionals who have all dealt with different aspects of trade, negotiations and financing between China, Europe and the US.

The social programme will offer participants the possibility to explore Shanghai, a melting pot of old tradition and ultra-modern society, providing a wealth of sights, sounds and impressions not easily forgotten.

Programme

Thursday, 23 October 2008

- 19.00 Welcome Cocktail
20.30 Dinner (Optional)

Friday, 24 October 2008

- 09.00 **Welcome words**
09.15 **Introduction to the seminar and speakers**
09.30 **Expanding Trade: Chinese Foreign Investment in a Global Perspective**
J. William Wu, partner, Duan & Duan Law Firm, Shanghai, PRC
10.15 **Chinese Regulatory of Outbound Investments: Which hurdles to overcome in exporting Chinese Products to Foreign Markets?**
Wenxi Li, partner and lawyer, Zhongji Law Firm, Beijing, PRC
10.45 Coffee Break
11.15 **Business Negotiations: How does a Chinese Company Succeed in a Western Forum and vice versa?**
Panel discussions among
Hongli Ma, partner and lawyer, Jun He Law Offices, Beijing, PRC
Katarina Nilsson, lawyer, Vinge law firm, Hong Kong, PRC
12.00 Lunch
13.15 **M&A and Joint Ventures in relation to Chinese Investors and EU/US Companies (panel debate):**
The Structuring of Acquisitions and Joint Ventures
 - *Choice of corporate vehicle*
 - *Financial aspects*
 - cash vs contribution in kind
 - debt vs equity
 - project finance, bank finance, shareholders' loans
 - *Constraints resulting from foreign investment regulations*
 - *Foreign investments subsidies*
 - *Sharing of power among JV partners (control issues, key decisions etc)*
 - *Transfer of interests/transfer restrictions/change of control in a JV*
 - *Exit mechanisms in a JV*
 - *Winding-up/Distribution of remaining assets in a JV***Oliver Schulte**, partner, Mannheimer Swartling, Frankfurt, Germany
Beat Brechbühl, partner, Kellerhals Hess, Berne, Switzerland
Steven de Schrijver, partner, Van Bael & Bellis, Brussels, Belgium
Hong Wills, lawyer, Smith, Gambrell & Russell, LLP, Atlanta, Georgia, USA
Stefaan Deckmyn, partner, Loyens & Loeff, Brussels, Belgium
Martin Hu, partner, Martin Hu & Partners (MHP Law Firm), Shanghai, PRC

- 14.15 **Dispute resolution in out-bound contracts**
Christopher To, Secretary General, Hong Kong International Arbitration Center, Hong Kong, PRC
15.15 Coffee Break
15.45 **Personal Life and Employment Issues**
Ivy Wut, Senior Manager, Assurance, PwC Shanghai, PRC
Barbara Kaech, Swiss Attorney-at-Law, Senior Manager, Tax Services, PwC, Shanghai, PRC
Hugues Langlais, partner and lawyer, Shanghai, PRC and Toronto, Canada
19.00 Dinner

Saturday, 25 October 2008

- 09.30 **Expanding Business: Financing Issues**
Urs Buchmann, Credit Suisse, Beijing, PRC
David D.L.Liu, partner, Junhe Law Offices, Shanghai, PRC followed by panel discussion
10.30 Coffee Break
11.00 **Individual and Corporate Tax planning in the US and Europe (panel debate):**
 - *General framework/International tax planning*
 - *Business strategy: tax aspects of distribution models (transfer pricing issues, existence of permanent establishments, application of Double Tax Arrangements)*
 - *Holding structures: efficient repatriation of profits to China*
 - *Trading, financing and intellectual property holding: specific benefits in various jurisdictions*
 - *JV and M&A structures***Michiel Groenland**, partner, OnsNieuweKantoor / OurNewOffice, Utrecht (Netherlands)
Olivier Willez, lawyer, Loyens & Loeff, Brussels, Belgium
Ryan Myint, lawyer, Taylor Wessing LLP, London, United Kingdom
Philip McQuestion, lawyer, A&L Goodbody, Dublin, Ireland
12.00 **Concluding Remarks / Statement**
12.30 Lunch
20.30 Dinner



Administration

Venue of the Seminar:

Shanghai Bar Association

33/F Junyao International Square,
No. 789 Zhaojiabang Rd
Shanghai, PRC, 200032

Language/Number of participants

The Seminar will be held in English and Mandarin with simultaneous translation. The number of participants is limited. Enrolment takes place on a first-come, first-served basis. The organisers reserve the right to cancel or modify the Seminar.

Cancellation/No Show Terms and Conditions

Cancellations received after 22 September will be liable for the full stay plus tax. This also applies to no-shows. Notice of any cancellations should be made in writing to JLC (office@judylaneconsulting.com).

Visa: It is necessary to have a visa to enter China; please URGENTLY check for specific requirements with your local Chinese Embassy. All visa applications must be done no later than September 1st. A proof of registration to the seminar and of the room reservation are required to obtain a visa for the event.

Registration Fees

AIJA Member - < 35	EUR 320
AIJA Member - > = 35	EUR 360
Non AIJA Member	EUR 390
Speaker	EUR 320
Chinese Lawyers	EUR 150
Accompanying Person	EUR 100

The registration fee includes attendance at the seminar, documentation, coffee breaks, lunches and dinners on both

Friday and Saturday for participants and dinners on Friday and Saturday for accompanying persons. Registration will only be effective after payment.

Payment should be transferred in EUR with no cost to the organisers to the following account:

BIC: MIDLGB22

IBAN:GB09MIDL40051568555734

Sort code: 40 05 15

Account no: 68555734

HSBC Bank plc, HAVERFORDWEST BRANCH

41 High Street, Haverfordwest, Pembrokeshire SA61 2BU UK

Ref: AIJA "SHANGHAI"

Accommodation is not included in the registration fee.

A limited number of rooms has been reserved at the following hotel:

Regal International East Asia Hotel

516 Hengshan Road, Shanghai

Tel: +8621 6415 5588

Fax: +8621 6445 0998

Rate: RMB 1,380 plus 15% tax for single or double occupancy (includes one breakfast).

To make a reservation please complete the Accommodation Section of the registration form. A credit card number is required to guarantee your booking. Early reservation is recommended as rooms are subject to availability.

Dress code: Business (working sessions) or smart casual (evening program).



Registration form

SHANGHAI October 24-25 2008



THE ONLY GLOBAL ASSOCIATION OF YOUNG LAWYERS

To be returned before 01.09.2008 to:

Judy Lane Consulting (JLC) - Attn Sue Percy
P O Box 5098 - Broadstone BH18 9WG - Dorset, UK
Tel: +44 (0)1202 699 488 - Fax: +44 (0)870 429 2125

Name
Law firm
Address
Telephone Fax
E-mail
Date of Birth
Accompanying Person(s)
First AIJA event? Yes No

Registration Fees

<input type="checkbox"/> AIJA Member - < 35	EUR 320,-
<input type="checkbox"/> AIJA Member - > = 35	EUR 360,-
<input type="checkbox"/> Non AIJA Member	EUR 390,-
<input type="checkbox"/> Speaker	EUR 320,-
<input type="checkbox"/> Chinese Lawyers	EUR 150,-
<input type="checkbox"/> Accompanying Person	EUR 100,-
<input type="checkbox"/> Donation SOS Avocats	EUR
<input type="checkbox"/> Donation Scholarship	EUR
TOTAL	EUR

I attach proof of payment by bank transfer to account no. The payee is not liable for any charges.

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PAYMENT VISA/MASTERCARD

I authorise AIJA to debit my credit card (Visa/Mastercard/) of the amount of EUR

Credit card Number:

Exp. Date:

Security Code:

(last 3 digits, printed at the back of your credit card under the signature panel)

In the event of cancellation by a participant, no money can be refunded. A participant, who cannot attend, may send a substitute participant.

Accommodation

Date of arrival / / Date of departure / /

Single Double Room rate: RMB 1,380 plus 15% tax (room rate includes one breakfast)

Special requirements (including smoking room)
(we will do our best to accommodate requests but cannot make any guarantee)

Accommodation Guarantee

Reservations cannot be made without credit card details (Visa or Mastercard) to guarantee the booking. If you wish to use the same credit card details as those given for payment of the registration fee please tick the box OR complete the details below:

Type of card: Exp. Date: Name on Card:

Security Code: Credit card Number:

By completing this accommodation form, you enter into an agreement with the hotel regarding credit card guarantees, cancellation/no-show terms and conditions and room rates. Neither AIJA nor JLC accept responsibility for hotel accommodation disputes between a delegate and a hotel.

full autorisation to print my details on the list of participants Y N
 full autorisation to forward my details to a sponsor Y N

Date Signature



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L'AIIA EST LA SEULE ASSOCIATION GLOBALE CONSACRÉE AUX AVOCATS ET JURISTES D'ENTREPRISES DE MOINS DE 45 ANS. A TRAVERS UN LARGE CHOIX DE RÉUNIONS, SÉMINAIRES, COURS DE DROIT ET PLAIDOYER, L'AIIA ENCOURAGE LA COLLABORATION ET L'AMITIÉ ENTRE LES JEUNES QUI FONT CARRIÈRE DANS LES PROFESSIONS JURIDIQUES DANS LE MONDE ENTIER.

INTRIGUÉ PAR LES PROBLÈMES QUI TOUCHENT AU DROIT INTERNATIONAL ? INTÉRESSÉ PAR LA CRÉATION D'UN CABINET INTERNATIONAL ? ENTHOUSIASTE À L'IDÉE DE NE PAS SEULEMENT FAIRE PARTIE D'UN RÉSEAU DE MILLIERS D'AVOCATS OU DE JURISTES DÉMARRANT LEUR CARRIÈRE DANS LE MONDE ENTIER, MAIS DE FAIRE UN PETIT EFFORT POUR DEVENIR LEUR AMI ? ATTIRÉ PAR DES SÉMINAIRES DONNÉS PAR DES PROFESSIONNELS ENTHOUSIASTES QUI PARTAGENT LEURS IDÉES ET VOUS FONT PARTICIPER AUX DISCUSSIONS SUR LES DERNIERS DÉVELOPPEMENTS EN DROIT DES AFFAIRES ? L'AIIA EST VOTRE ASSOCIATION.

L'AIIA DONNE AUX PROFESSIONNELS DU DROIT UNE EXCELLENTE OPPORTUNITÉ DE CONTRIBUER, DANS UN ENVIRONNEMENT INTERNATIONAL, AUX SUJETS IMPORTANTS QUI CONCERNENT LA PROFESSION. AU SEIN DE L'AIIA, AVOCATS ET JURISTES D'ENTREPRISES PARTAGENT LEURS VUES ET LEURS EXPÉRIENCES AVEC D'AUTRES COLLÈGUES DE PAR LE MONDE ET AMÉLIORENT LEURS APTITUDES PROFESSIONNELLES. NOUS NE METTONS PAS SEULEMENT L'ACCENT SUR LES COMPÉTENCES LÉGALES MAIS AUSSI SUR DES ASPECTS TELS QUE LA NÉGOCIATION, LA CAPACITÉ DE GESTION ET L'APTITUDE À TRAVAILLER DANS UN ENVIRONNEMENT MULTICULTUREL, QUI SONT TOUT AUSSI IMPORTANTS POUR LE DÉVELOPPEMENT PROFESSIONNEL DE NOS MEMBRES, ET QUI CONSTITUENT DES COMPÉTENCES PRIMORDIALES, QUE L'AVOCAT DU 21ÈME SIÈCLE DOIT POUVOIR GÉRER. EN REJOIGNANT L'AIIA VOUS BÉNÉFICIEZ DE LA CONTRIBUTION DE ET DE DISCUSSIONS AVEC DES COLLÈGUES SUR PIED D'ÉGALITÉ. NOUS NE DONNONS PAS DES COURS - NOUS « PARTAGEONS, APPRENNONS ET PROFITONS ».

TOUT EN DÉFENDANT CES PRINCIPES QUI FORMENT UNE PART ESSENTIELLE DES PROFESSIONS JURIDIQUES DE PAR LE MONDE, L'AIIA EST AUSSI UN ARDENT DÉFENSEUR DES DROITS DE L'HOMME ET DE LA RESPONSABILITÉ SOCIALE DES PROFESSIONS JURIDIQUES.

AIIA IS THE ONLY GLOBAL ASSOCIATION DEVOTED TO LAWYERS AND INHOUSE COUNSEL AGED 45 AND UNDER. AIIA, THROUGH A WIDE RANGE OF MEETINGS, SEMINARS, LAW COURSES AND ADVOCACY, PROMOTES PROFESSIONAL COOPERATION AND FRIENDSHIP AMONG YOUNG, CAREER BUILDING LEGAL PROFESSIONALS AROUND THE WORLD.

INTRIGUED BY ISSUES ON THE CUTTING EDGE OF INTERNATIONAL LAW? INTERESTED TO BUILD AN INTERNATIONAL PRACTICE? EAGER NOT ONLY TO BECOME PART OF A NETWORK OF THOUSANDS OF CAREER BUILDING LAWYERS AND INHOUSE COUNSELS FROM ALL OVER THE WORLD BUT ALSO, WITH A LITTLE EFFORT, TO BECOME THEIR FRIENDS? KEEN TO GO TO SEMINARS RUN BY ENTHUSIASTIC PROFESSIONALS WHO WILL SHARE THEIR IDEAS AND INVOLVE YOU IN DISCUSSIONS ON THE LATEST DEVELOPMENTS IN LAW AND BUSINESS? THEN AIIA IS YOUR ASSOCIATION.

AIIA GIVES LEGAL PROFESSIONALS AN EXCELLENT OPPORTUNITY TO CONTRIBUTE TO IMPORTANT TOPICS CONCERNING THE PROFESSION IN AN INTERNATIONAL ENVIRONMENT. WITHIN AIIA, LAWYERS AND INHOUSE COUNSEL CAN SHARE VIEWS AND EXPERIENCES WITH OTHER COLLEAGUES FROM AROUND THE WORLD AND ENHANCE THEIR PROFESSIONAL SKILLS. WE FOCUS NOT ONLY ON LEGAL SKILLS BUT EQUALLY IMPORTANTLY ON CONTRIBUTING TO THE BROADER PROFESSIONAL DEVELOPMENT OF OUR MEMBERS WHICH IS OF PARAMOUNT IMPORTANCE TO THE 21ST CENTURY LAWYER AND INCLUDES NEGOTIATION AND MANAGEMENT SKILLS AND THE ABILITY TO WORK IN A MULTI-CULTURAL ENVIRONMENT. BY JOINING AIIA YOU WILL BENEFIT FROM THE INPUT OF AND DISCUSSIONS WITH COLLEAGUES ON AN EQUAL FOOTING. WE DO NOT "LECTURE" — WE "SHARE, LEARN AND BENEFIT".

DEFENDING THOSE PRINCIPLES, WHICH ARE AN INTRICATE PART OF THE LEGAL PROFESSION WORLDWIDE, AIIA IS ALSO COMMITTED TO THE DEFENCE OF HUMAN RIGHTS AND THE SOCIAL RESPONSIBILITY OF LEGAL PROFESSIONALS.

China

China

[Young lawyers of every country stand together. They intend to defend those principles which are common and which they consider to be indivisible from the notion of justice and law]

AIIA, Declaration of Athens. Adopted, August 27, 1966.

