

# 2<sup>nd</sup> ANNUAL CHINA M&A CONFERENCE

Make your mergers and acquisitions successful,  
ensure a profitable growth strategy!

September 18-19 Beijing — insert hotel info

- Case studies from Tesco Hymall, IBM Lenovo, Siemens, CNOOCShell, Scottish & Newcastle and many others
- Core procedures and considerations in different types of acquisition methods
- Handling of foreign mergers and hot issues in outbound M&A
  - Attend the conference and get your news *FIRST HAND!*
  - Hear from leading corporations and strategic buyers' *PERSPECTIVES* on investment opportunities, challenges and critical issues facing the industry today
  - Explore *CONSOLIDATION* strategies and *FINANCING* techniques that will be of value to you
  - Gain *FIRST MOVER ADVANTAGE* to get ahead of your competitors!
  - *FAIL-PROOF* your mergers & acquisitions and grow your company!

## YOUR EMINENT SPEAKERS' PANEL

### Senior Representative

#### State Owned Assets Supervision and Administration Commission of the State Council (SASAC)

- Eddie CHAN, *Finance Director*, CNOOCShell
- James FELDKAMP, *Director*, BBK
- Joerg AYRLE, *Director M&A*, Siemens China
- Kenneth TUNG, *Legal Affairs Director, Pacific Asia*, Goodyear Tire & Rubber Co
- Patric DOUGAN, *GM and China Business Development Director*, Scottish & Newcastle Asia (S&N)
- Russell BROWN, *Managing Partner of the China Practice*, LehmanBrown
- Shaun LIU, *Client Executive for Strategic Accounts*, IBM Industrial Sector, China
- Vincent CHEN, *Special Assistant to Chairman & CEO*, Tesco Hymall
- Xiang WANG, *Partner*, Orrick Herrington
- YueBing LU, *President (Ex-VP of Alstom China LTD and Ford Motor China)*, Climate Change Capital
- Ying LI, *Partner*, Heller Ehrman
- Yan XIONG, *President*, China Beijing Equity Exchange (CBEX)

## DO NOT HESITATE!

Meet with key prospects who are actively seeking alliances! Don't miss out!

REGISTRATION HOTLINE: XXXXXXXXXX

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# 2nd ANNUAL CHINA M&A CONFERENCE

Day One -- Tuesday, September 18, 2007

0830 Registration & Coffee

0900 Welcome from the Organizer

0905 Chairman's introduction

## (A) Principal rules and structure of M&A activity

0915 Updating the principal rules and regulations involved in the acquisition of different business modes

- Special regulations on state-owned assets administration
- Foreign invested enterprises
- Listed Company
- Non-listed Company Limited by Shares

Senior Representative  
State Owned Assets Supervision and Administration  
Commission of the State Council (SASAC)

1000 Optimizing your principal advisory services in M&A activity

- Investment banks
- Stockbrokers
- Reporting accountants
- Lawyers
- Valuers
- Financial public relations

Vincent CHEN, Special Assistant to Chairman & CEO  
(tentative topic) Tesco Hymall

1045 Morning refreshments and networking

1115 Achieving the desired results by using the best methods to structure the deal

- Asset acquisition
- Share acquisition
- Adjustments to consideration
- Earn-out deals
- Warranties, indemnities and covenants

Russell BROWN, Managing Partner of the China Practice  
LehmanBrown

1200 Panel Discussion: Dialogue of strategic buyers and sellers: creating a win-win situation in a successful merger and acquisition / JV

- How can you make use of government sanctioned incentives?
- The auction process and vendor due diligence
- Corporate governance and risk disclosure in the deal
- How do you turn the vision into a successful reality?
- Ensure a mutually beneficial agreement through effective management of the transaction
- Discussion on friendly and hostile takeovers

Involving speakers and delegates of the day

1245 Luncheon

1400 Commercial rationale for M&A: Understanding the decision makers' attitude in determining their acquisition methods by different strategic objectives ie:

- Growth objective and competitive advantage
- Acquiring new technology
- Economies of scale and cost reduction
- Improving market reach and industry visibility
- Diversification and conglomeration of business

YueBing LU, President, Climate Change Capital  
(Ex-VP of Alstom China Ltd and Ford Motor China)

1445 Financial rationale for M&A: How can you present a persuasive financial business case to gain acceptance from your shareholders and senior management

- Increasing earnings per share
- Importance of P/E ratios and EV/ Sales
- Purchase of undervalued assets
- Break-up possibilities
- Tax considerations
- Gearing aspects of an acquisition

Joerg Ayrlle, Director M&A, Siemens China

1530 Afternoon refreshments and networking

## (B) Core procedures and considerations in different types of acquisition method

### (1) Asset acquisition

1600 Understanding the regulatory framework for asset acquisition & development in China

- Evaluate different regulations and assess their impact on your entry
- Avoid common mistakes which causes failure in merger  
Understand better and assess different negotiation techniques with government and/or seller
- Famous asset acquisition case studies in China and lessons learnt

Yan XIONG, President, China Beijing Equity Exchange (CBEX)

1645 Evaluating decision criteria in securing the right assets - determining, managing and developing the assets

- Link company's strategic positioning with focus asset acquisitions
- Develop and evaluate decision criteria in choosing assets
- Identify techniques in risk -- reward evaluation of assets  
Raising funds from home or abroad?
- What will happen if the "bubble" bursts?

James Feldkamp, Director, BBK

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## Day Two -- Wednesday, September 19 ,2007

0855 Chairman's remarks

### (2) Share acquisition

0900 Chairman's introduction

### (A) Principal rules and structure of M&A activity

0915

Valuation in a share acquisition deal

- Differences in valuation methods to take the tangible and intangible assets into account
- Factors that impact valuation: how to anticipate unknown and uncertainty liabilities
- Pitfalls and case studies

Patric DOUGAN, GM and China Business Development Director, Scottish & Newcastle Asia (S&N)

0945

Handling of foreign mergers in China - joint presentation of JonesDay and its client

Canice CHAN, Partner (To Be Confirmed), JonesDay

1030

Morning refreshments and networking

### (3) Joint-venture

1100

Case Study

Protecting your intellectual property in China

- Understanding IP before drafting your contract with Chinese partner
- Valuing IP in M&A deals
- How do you protect your IP from being taken over by your partner?

Kenneth TUNG, Legal Affairs Director, Asia Pacific Goodyear Tire & Rubber Co and

Xiang WANG, Partner, Orrick Herrington

1145

A marriage of two corporates - roadmap to succeed in the world of post-M&A integration

- Planning for integration in the M&A strategy & key elements there of
- The 3 components to work at - technical, political and cultural
- Success measures at the acquired company/JV and the shareholders
- Conflict resolution

Eddie CHAN, Finance Director, CNOOCShell

1245

Luncheon

(C) The influence of funds in Asia M&A deals and Chinese outbound M&A case studies in the international market

1400

The impact of private equity on M&A in Asia

- Role of private equity in corporate strategy
- Competition in large buyouts - can you generate a discount?
- Potential of and obstacles to LBO activity
- Does hedge fund activism serve the interests of all shareholders?
- Change of management team after buyout

Speaker to be confirmed

1445

Managing the merger integration and implementation process - IBM's M&A experience in China

- Advising a board in the new M&A environment - ensuring and accelerating value capture
- Impact of culture - national and corporate
- How to measure the performance of a merger?
- Lessons learnt and recommendations

Shaun LIU, Client Executive for Strategic Accounts, IBM Industrial Sector, China

1530

Domestic regulatory issues on Chinese enterprises in outbound M&A issues

Chinese companies are looking for ways to boost their competitiveness in the global market, what are the particular concerns and regulations they have to pay more attention to?

- Regulations on outbound M&A deals & its major tax implications
- Securities restriction and reporting structure to SAFE
- Possible pitfalls in overseas M&A deals in terms of legal perspectives
- Investment hot spots in Asia & major regulations governing M&A (India, Malaysia, Thailand South Korea etc)

Ying LI, Partner, Heller Ehrman

1615

End of the conference followed by networking afternoon refreshments

## Who should attend:

- Corporate Finance / Investment Banking Executives
- CEOs/CFOs/Chief Investment Officers
- Lawyers / Consultants / Legal Counsels
- Private Equity / Venture Capital Executives
- M&A / Buy-outs Executives
- Business Development / Strategic Planning / Commercialization Executives

Sponsorship & Exhibition Opportunities Raise your profile at the 2nd Annual China M&A Conference! Tailor-made sponsorship opportunities are available to promote your expertise in this growth market. For further information on branding, exhibition or advertising opportunities via our event campaign, **contact Ms. Joyce Lu, Tel: +86-21-5116 5912, ext 127. Email: joyce.lu@ibcchina.com.cn**