

Drafting and Negotiating International Commercial Contracts

Wednesday & Thursday, 11th & 12th July 2007, Amara Hotel Singapore

One of the largest sources of commercial dispute litigation often arises from the interpretation of written contracts. The need to be able to draft clear and concise contracts has now become a crucial element for an organization in minimising the risks in getting involved in unnecessary disputes, which have been proved to incur not only huge financial losses but also negative intangible impacts on the company and its branding. As the world becomes flatter, an organization finds itself dealing with additional factors such as inter-cultural aspects and differences in interpretation that are inherent in international commercial contracts and cross-border transactions.

This 2-day programme is set to equip professionals with the essential tools in drafting various international commercial contracts and agreements, including those formed in cyberspace; how to negotiate them effectively to maximise the returns; the specific clauses and contractual issues in the region; and sound strategies in resolving disputes in the international scene.

CONFERENCE TOPICS

Day One

Contracting in Cyberspace

- Differences between contracts made in cyberspace and in the real world
- Contract formation
- Case study
- Identity and attribution
- Cross-border issues
- Other issues

Jeffrey Lim, Partner, Shook Lin & Bok, Singapore

Technology Licensing Agreements – Pitfalls to avoid

- Nature of technology licenses
- Technology transfer versus technology licensing
- Licensing in academic institutions
- Cross-border considerations

Max Ng, Director, Gateway Law Corporation, Singapore

Franchising Agreements – An Overview of Key Factors and Considerations for Success

- The nature of franchise agreements: Building global brands and reach with limited resources
- Developing franchise networks and distribution channels
- Co-operative purchasing and advertising for optimum leverage
- Trademark and intellectual property considerations in franchising
- Protection of service marks, logos, colour schemes and the likes

Jeffrey Tan, Director, DLA Piper, Singapore

Special Contract Provisions in Government Contracts – The PPP Model

- Structuring the PPP agreement with Governments
- Leveraging the competitive dialogue sessions
- Key contentious clauses in the PPP model
- Balancing multiplicity of reliefs
- Addressing abatement clauses and mechanisms
- Managing risk and key amendments to liability clauses

Rajesh Sreenivasan, Partner, Rajah and Tann, Singapore

Legal Issues in International Contracts/Agreements

- Entry and exit strategies
- Managing risks arising from local conditions
- Enforcement of contractual obligations
- Choice of law/Mode of Dispute Resolution

Nanda Kumar, Partner, Rajah & Tann, Singapore

International Dispute Resolution

- Essential elements of contract
- The terms of contract
- The choice of law and jurisdiction
- Crucial or Arbitral dispute resolution

David Chan, Partner, Shook Lin & Bok, Singapore

Contractual Issues in India

- Laws of contract
- Joint ventures/Contracts with foreign entities
- Choice of applicable law/Jurisdiction
- Available methods of dispute resolution

Nanda Kumar, Partner, Rajah & Tann, Singapore

EARLY BIRD DISCOUNT!

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for registrations before 10th June 2007

WHO SHOULD ATTEND

- | | |
|---------------------------------|----------------------------|
| • Chief Executive Officers | • Financial Controllers |
| • Managing Directors & Partners | • Human Resource Directors |
| • Business Development Managers | • Human Resource Managers |
| • General Managers | • Administrative Managers |
| • Contract Directors | • Operation Managers |
| • Contract Managers | • In-House Counsels |
| | • Corporate Lawyers |

Participating Companies

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Day Two

Negotiating Cross-Border Transactions

- Understanding the nature of business transactions and the role of lawyers
- Identifying special concerns in negotiating cross-border agreements
- Bridging the problem of trust
- Understanding the cultural aspects of negotiation
- Dealing with local laws and governmental requirements
- Identifying and managing business risks in international business transactions
- Avoiding common drafting pitfalls in cross-border agreements
- Managing contractual disputes

Jeff Leong, Partner, Jeff Leong, Poon & Wong
Kuala Lumpur, Malaysia

Troubleshooting Key Legal Issues in International Mergers & Acquisitions

- International merger and acquisitions basics
- Legal challenges arising from mergers and acquisitions
- Pre-empting problems in mergers and acquisitions
- Mechanisms for dispute resolution
- Choosing the right cures

Randolph Khoo, Director, Drew & Napier LLC, Singapore

Contractual Issues in Malaysia

- Understanding contracts in the real world
- Classical contractual theory versus relational contract theory
- Non-competition and other problematic contractual clauses
- The problems of pro-employee legislation and the enforceability of employment contracts
- Freedom of contract and conflict of laws issues

Jeff Leong, Partner, Jeff Leong, Poon & Wong
Kuala Lumpur, Malaysia

Drafting Commercial Contracts

- Types of contracts encountered
- Drafting to the author's purpose: It's all about perspective
- Key clauses: A sample purchase order
- Key terms
- Exits and dispute resolution

Mary Margaret Utterback, Partner
Thelen Reid Brown Raysman & Steiner, Shanghai, China

Contractual Issues in Thailand

- Legal system in Thailand
- Formation of contract in Thailand
- Void, voidable and ratification concept
- Stamp duty
- Choice of law and jurisdiction
- Arbitration clause

Dr. Chanvitaya Suvarnapunya, Partner
DLA Piper, Bangkok, Thailand

Dealing with Commercial Contracts in China

- The basics: Parties and terms
- Long versus short
- Governing language and translation issues
- Governing law and dispute resolution
- Looking beyond the contract

Mary Margaret Utterback, Partner
Thelen Reid Brown Raysman & Steiner LLP, Shanghai, China

Contractual Issues under the Law of Vietnam

- Legal basics
- Legal concept and culture
- Contractual commitments to the Government
- Model contract and contract mode
- Approvals, certification and notarization
- Validity and nullity of contract
- Contractual penalty and compensation
- Dispute resolution

Nguyen Tien Lap, Vice-Chairman and Deputy General Director
InvestConsult Group, Ho Chi Minh City, Vietnam

HIGHLIGHTS OF THE EVENT

- Gain essential drafting techniques and tips in various types of international commercial contracts and agreements
- Learn how to successfully negotiate cross-border transactions
- Update yourself on contractual issues in the region, including Thailand, China, India and Vietnam
- Identify the various dispute resolution options and mediation methods available on the International Stage

All information correct at the time of printing. Organiser reserves the right to change the content without prior notice.

REGISTRATION FORM

FEES: S\$939.75 (before 31st June 2007; inclusive of 5% GST)
S\$957.65 (from 1st July 2007; inclusive of 7% GST)
(Fees include documentation, refreshments and lunch)

Please confirm _____ seat/s for 'Drafting and Negotiating International Commercial Contracts' Conference

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