

# Gaining Competitive Advantage through Effective JOINT VENTURES

## Conference Programme

|          |   |          |  |
|----------|---|----------|--|
| 8.30 am  | Registration  | 12.30 pm | Lunch  |
| 9.00 am  | <b>Creating the Joint Venture Relationship</b> <ul style="list-style-type: none"><li>◆ Understanding joint ventures and its rationale for your business</li><li>◆ Business entities commonly used in a joint venture<ul style="list-style-type: none"><li>- Corporate joint venture</li><li>- Partnership</li><li>- Unincorporated or contractual joint venture</li></ul></li><li>◆ Negotiating the terms of the joint venture<ul style="list-style-type: none"><li>- The non-disclosure agreement (NDA) / confidentiality agreement</li><li>- The memorandum of understanding (MOU) / heads of agreement / letter of intent</li></ul></li><li>◆ Key features of the joint venture agreement<ul style="list-style-type: none"><li>- Contribution by the parties</li><li>- Minority shareholders' protection</li><li>- Management of the joint venture company</li><li>- Appointment of directors</li><li>- Termination</li></ul></li><li>◆ The partnership agreement</li><li>◆ The collaboration agreement</li></ul> <p><b>Chin Hooi Yen, Associate Director<br/>Advocate &amp; Solicitor<br/>GATEWAY LAW CORPORATION</b></p> | 2.00 pm  | <b>Transfer and Licencing of Intellectual Property (IP) Rights</b> <ul style="list-style-type: none"><li>◆ Licensing to the joint venture<ul style="list-style-type: none"><li>- Patents and trade secrets</li><li>- Know-how and trade secrets</li><li>- Other proprietary rights</li><li>- Use and disclosure restriction</li></ul></li><li>◆ Existing third party rights</li><li>◆ Issues of liability for IP between the joint ventures parties</li><li>◆ What happens to such IP upon termination of the agreement?</li><li>◆ What about IP developed by the joint ventures corporation?</li></ul> <p><b>Max Ng, Director, Advocate &amp; Solicitor<br/>GATEWAY LAW CORPORATION</b></p> |
| 10.00 am | Morning Break   | 3.00 pm  | <b>Causes of Termination, Termination Mechanisms, Some Post-Exit Considerations</b> <ul style="list-style-type: none"><li>◆ Why parties terminate</li><li>◆ Some pre-termination dispute resolution methods</li><li>◆ Termination : Different exit mechanisms for different causes<ul style="list-style-type: none"><li>- Sale of joint ventures company shares to third party, IPO, 'Russian roulette' /shoot out, winding up</li><li>- Pros and cons of different exit mechanisms, pricing considerations</li></ul></li><li>◆ Some post-exit considerations</li></ul> <p><b>Perry Yuen, Partner<br/>SHOOKLIN &amp; BOK</b></p>   |
| 10.30 am | <b>Establishing International Joint Ventures - Legal and Practical Considerations</b> <ul style="list-style-type: none"><li>◆ How an international (Cross-Border) joint ventures is different from a local joint ventures</li><li>◆ Practical problems in negotiation and initial drafting an joint ventures</li><li>◆ Choice of place for the operation of joint ventures; choice of vehicle; choice of law and dispute resolution mechanism</li><li>◆ Consideration of tax Issues in joint ventures</li><li>◆ Consideration of transfer pricing issues</li><li>◆ Capital inflow / outflow issues (foreign exchange control regulation)</li><li>◆ Approvals, permits, foreign investment norms</li><li>◆ Management and control of the venture, capital requirement and dividend policies, employee matters, restriction on transferability, exit modes</li><li>◆ Competition law aspects</li></ul> <p><b>Jeannette Chong Aryldoss, Director<br/>ARCHILEX LAW CORPORATION</b></p>  | 4.00 pm  | Afternoon Tea Break  |
| 11.30 am | <b>Joint Ventures in the Middle East</b> <ul style="list-style-type: none"><li>◆ Exploring the potential of the Middle East market</li><li>◆ Assessing rewards and risks</li><li>◆ Areas open for foreign participation</li><li>◆ Regulatory systems and legislation pertaining to joint ventures in the Middle East</li><li>◆ Case studies and lessons learned</li></ul> <p><b>Paul Fitzgerald, Director<br/>STAMFORD LAW CORPORATION</b></p>  | 4.30 pm  | <b>Choosing a Dispute Resolution Forum Post-Joint Venture</b> <ul style="list-style-type: none"><li>◆ Common challenges and key considerations in joint venture disputes</li><li>◆ Determining the type of dispute and the possible course of action</li><li>◆ Exploring litigation, arbitration and mediation</li><li>◆ Advanced dispute resolution processes and strategies</li><li>◆ Cross-border disputes – key issues</li><li>◆ Defining the mandate for the arbitrator mediator</li><li>◆ Determining location, applicable law and arbitrator in a joint ventures arbitration</li><li>◆ Cost – who pays what?</li></ul> <p><b>Maurice Burke, Partner<br/>HERBERT SMITH</b></p>         |
|          |   | 5.30 pm  | End of Conference  |

**ENJOY EARLY BIRD  
DISCOUNT**  
when you register by  
3 November 2006!

### Who Should Attend

- ◆ Legal Counsel
- ◆ Corporate and Commercial Lawyers
- ◆ Vice Presidents, Managing Directors, General Managers
- ◆ CEOs, CFOs, COOs
- ◆ Corporate Finance Executives and Advisors
- ◆ Company Secretaries
- ◆ Commercial Directors and Managers
- ◆ Strategic Planning and Business Development Managers
- ◆ Key Business Advisors and Consultants

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## OUR PANEL OF SPEAKERS

### Paul Fitzgerald Director

#### STAMFORD LAW CORPORATION

Paul has had over 13 years' experience in corporate law, with an emphasis on mergers & acquisitions, corporate insolvency and general commercial law. Paul has practised in both New Zealand and Singapore and whilst in Singapore has been involved in some significant transactions, including the restructuring of the PSA Group, the Comfort-DelGro merger, acting for the Sogo Group of Companies in its petition for judicial management, and acting for the United States Securities Exchange Commission in an insider trading inquiry.

Paul has also been involved in advising Gotham Partners (S) Pte Ltd, which is a Singapore company based in Dubai which provides business consultancy services to Singapore companies seeking an entry into Middle East markets. His recent transactions include advising Savola Edible Oils Company Limited of Saudi Arabia in its investment in a joint venture in China, the merger of Comfort Group with Delgro Corporation, and the merger of Flairis Technology Corporation Limited with Beyonics Corporation Limited by way of separate schemes of arrangement.

### Perry Yuen Partner

#### SHOOKLIN & BOK

Perry is an Advocate & Solicitor at the Supreme Court of Singapore. He was admitted in 1999 after completing his legal studies at Oxford University in 1997.

He practiced in the corporate department of a leading Singapore firm and a boutique corporate finance firm prior to joining the firm in July 2006. He practices in the areas of corporate finance (including mergers and acquisitions, equity capital markets), corporate restructurings, general corporate and commercial, and venture capital investments.

### Maurice Burke Partner

#### HERBERT SMITH

Maurice is joint head of Herbert Smith's dispute resolution practice in Southeast Asia and responsible for covering the Singapore, Malaysian and Indonesian markets. Originally qualified in Australia, Maurice qualified in Hong Kong in 1996, where he worked as a litigator for two years before joining Herbert Smith's Hong Kong litigation division in 1997. Since joining Herbert Smith, Maurice has conducted a broad range of commercial litigation and dispute resolution matters throughout Asia.

Some of his major credentials include representing big corporations such as Halliburton, Newmont, CSFB, Merrill Lynch, Mitsubishi Corporation, a major Malaysian Oil and Gas Corporation and a Singapore telecommunications operator in defence against complex and high volume claims.

### Max Ng Director, Advocate & Solicitor GATEWAY LAW CORPORATION

Max's practice involves patent and other intellectual property litigation, general counselling and preparation of specific contracts and documents in relation to licensing, franchising, media and entertainment law and electronic commerce, amongst others.

Max has represented several statutory boards in Singapore, as well as educational and financial institutions, multinational companies, local small and medium enterprises, and start-up companies.

Max was also listed as a leading lawyer in his field in AsiaLaw Leading Lawyers, and in Asia Legal Business' inaugural Legal Who's Who. He is also the lead author of a local textbook "Intellectual Property", under the Butterworths Law for Business Series.

### Chin Hooi Yen Associate Director, Advocate & Solicitor GATEWAY LAW CORPORATION

Hooi Yen is a corporate and commercial lawyer with extensive international experience in various areas of the law particularly in the technology, e-commerce and travel industry related areas of the law, with a mix of in-house as well as private practice. She particularly enjoyed working on mergers and acquisitions, venture capital and private equity placements, shareholders' agreements, data protection and privacy issues, employment matters and structuring commercial relationships.

Hooi Yen was the Head, Legal & Compliance at ZUJI which she was responsible to create a leading Asia Pacific online travel retailer. Since then she has acquired a great deal of experience with the legal systems of Australia, Taiwan, Korea, Hong Kong, New Zealand and other jurisdictions in Asia Pacific. At ZUJI she took on a leading role whenever the company entered new markets, commercial deals or lines of business, and in mergers and acquisitions. She believes strongly in negotiating a deal which the business folks can run with.

### Jeannette Chong Aryldoss Director

#### ARCHILEX LAW CORPORATION

Jeannette's main focus is on corporate and commercial legal transactions. These include joint ventures, corporate re-structuring, shareholders' agreements and commercial contracts. By providing timely, objective advice and properly drafted documents, she plays an invaluable role in helping her corporate clients avert potential complications and disputes, and hence succeed in their business ventures.

In her many years of legal practice, she has had the privilege of handling a diverse range of legal matters. Her wide experience enables her to bring a broad-based approach to problem-solving.

## Registration Form (Please read booking conditions)

**YES! I would like to register for: GAINING COMPETITIVE ADVANTAGE THROUGH EFFECTIVE JOINT VENTURES**

### PRICE

- |   |                 |
|---|-----------------|
| <input type="checkbox"/> Conference Fee                               | S\$650 + 5% GST |
| <input type="checkbox"/> Early Bird Fee (register by 3 November 2006) | S\$590 + 5% GST |

### DELEGATE DETAILS

**DELEGATE 1** Mr / Ms / Mrs / Dr

|          |       |
|----------|-------|
| Name     |       |
| Position |       |
| Email    | Phone |

**DELEGATE 2** Mr / Ms / Mrs / Dr

|          |       |
|----------|-------|
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| Position |       |
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Please include a contact phone number so we may confirm your booking details.

### BOOKING CONDITIONS

- Registrations will be confirmed and a seat reserved for you upon receipt of your Registration Form.
- If you are unable to attend the conference, a substitute delegate is welcome at no extra charge. Alternatively, your registration can be credited to a future conference, with a validity of 6 months.
- For cancellations received in writing more than 1 week prior to the conference, a full refund less S\$100 administrative charge will be given. If payment of conference fee has not been made, an invoice for S\$100 will be issued for your settlement.
- For cancellations received in writing less than 1 week prior to the conference, no refund will be given. If payment of conference fee has not been made, an invoice for the full amount will be issued for your settlement.
- All speakers and topics are correct at the time of printing. LexisNexis reserves the right to substitute speakers and cancel or alter the content and timing of the programme for reasons beyond its control.
- Where group discounts are offered, delegates must sign up collectively.