

# 4th ANNUAL COMPANY LAW UPDATE

## Conference Programme

8.30 am Registration

9.00 am Opening Remarks by Chairperson  
Arfat Selvam, Managing Director  
ARFAT SELVAM ALLIANCE LLC

### OVERVIEW OF THE LATEST LEGISLATIVE CHANGES

9.15 am The Companies (Amendment) Act 2005 and Beyond

- Review of the major provisions of the CAA 2005
- Understanding the policy intents
- Sharing questions / concerns raised after implementation
- Summary of further changes ahead

Terence Ong and Toh Wee San  
Senior Assistant Registrars  
ACCOUNTING AND CORPORATE REGULATORY AUTHORITY

10.00 am Limited Liability Partnership Act

- What is a Limited Liability Partnership (LLP)?
- What is the nature and structure of an LLP?
- How will an LLP and its partners be liable under the law?
- What are the requirements when setting up an LLP?
- How are LLPs managed and administered?
- What are the advantages and disadvantages of setting up a business via an LLP?

Azman Jaafar, Partner, Corporate & Securities Practice Group, ANG & PARTNERS

10.45 am Morning Break

11.00 am The New Singapore Regime for Trust Business

From 1 February 2006, the Singapore Trust Companies Act 2005 requires those carrying on trust business in Singapore to have a trust business licence issued by MAS. Michael will offer practitioners an overview of the new regime. The emphasis will be upon the legislative framework and how legal practitioners may be affected, as well as how they may assist clients wishing to obtain a Trust Business Licence.

- What is trust business?
- Who exactly is exempt?
- Main steps to be taken to qualify for a licence
- What are the standards of conduct for trust business?
- What books must be kept?
- What kind of supervision is to be expected?
- How will the new regime affect the activities of legal practitioners, banks, private trust companies, company agents and other fiduciaries?
- What special issues of confidentiality can arise?

Michael Darwyne, In-House Legal Counsel  
PORTCULLIS TRUST (SINGAPORE) PTE LTD

11.45 pm Questions & Answers

12.00 pm Lunch

### DEVELOPMENTS IN CORPORATE COMPLIANCE AND GOVERNANCE

1.00 pm Overview of the Code of Corporate Governance 2005

The Code of Corporate Governance 2005 released in July 2005 will take effect for Annual General Meetings held on or after 1 January 2007. Listed companies will thus be expected to disclose their corporate governance practices and explain deviations from

the Code in their annual reports for AGMs held after that date. Valerie will present a succinct overview of the Code and provide practical guidelines for companies to deal with the new requirements.

Valerie Ong, Partner, RODYK & DAVIDSON

1.30 pm Practical Strategies for an Effective Governance Regime

John Lim, President  
SINGAPORE INSTITUTE OF DIRECTORS

2.00 pm Whistleblowing and its Impact on Lawyers & Corporate Officers

- International developments in whistleblowing rules
- Relevance of whistleblowing
- Cultural aspects of whistleblowing
- Implementing a whistleblowing programme
- Conducting an inquiry
- Impact on the lawyer-client privilege

Kala Anandarajah, Partner, RAJAH & TANN

2.30 pm Questions & Answers

2.50 pm Afternoon Break

### EMERGING ISSUES RELEVANT TO LEGAL AND CORPORATE OFFICERS

3.10 pm Compulsory Acquisition of Listed Company Shares

The presentation will focus on the compulsory acquisition of shares in a company listed on the Singapore Exchange Securities Trading Limited.

The usual modes of such compulsory acquisition are either by way of the provisions under section 215 of the Companies Act (CA) or under a scheme of arrangement pursuant to section 210 of the CA. The differences in these two approaches will be discussed.

In the last few years, many companies have sought to use Rule 1306 of the Listing Manual to voluntarily de-list from the SGX. Krishna & Kim Seng will discuss whether this presents another method to effect a compulsory acquisition and how it has been used in practice.

The presentation will end by looking at a relatively recent phenomenon of using selective capital reduction. This approach has thus far been used to effect compulsory acquisition as part of a restructuring exercise of large corporate groups in Singapore.

Krishna Ramachandra, Director and Lo Kim Seng, Associate Director, ARFAT SELVAM ALLIANCE LLC

3.55 pm Practical Implications of the Competition Regime on Companies and Businesses

- The basic units: Undertakings, markets and anti-competitive conduct
- Getting your foot in the door: Understanding the exclusions
- Making sense of the procedure for filing Notifications for guidance and decision
- Making a complaint
- The interdisciplinary approach to competition law issues
- Bringing your case to the Competition Appeal Board and the Courts

Paul Fitzgerald, Director  
STAMFORD LAW CORPORATION

4.40 pm Questions & Answers

5.00 pm Close of Conference

### VOLUNTARY MINIMUM CONTINUING PROFESSIONAL DEVELOPMENT (VMCPD)

Programme Category:  
Professional Practice

Practice Area: Category 1  
(Commercial/Corporate/Employment/  
Corporate Finance/Commercial Finance)

Training Level: Update

CPD Hours: 6 hours 25 mins

### WHO SHOULD ATTEND

- Company Directors & Officers
- Company Secretaries
- Business Owners
- In-house Counsel
- Chief Executive Officers
- Chief Financial Officers
- Corporate Development Officers
- Corporate / Corporate Finance Lawyers
- Professional Trustees
- Trust Managers

### CUSTOMISED TRAINING PROGRAMMES

Need to develop entire teams?

All our conferences and seminars can be developed into customised programmes to meet your organisation's specific training needs.

For more information on in-house training, please contact Verona at +65 6349 0136.

Secure Your Interest Now!  
Call 6349 0160

