

Wednesday, 21 June 2006
Holiday Inn Parkview, Singapore



4th ANNUAL COMPANY LAW UPDATE

Conference Programme

8.30 am Registration

9.00 am Opening Remarks by Chairperson

Ariat 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

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About the Speakers

CHAIRPERSON

Arfat Selvam, *Managing Director* ARFAT SELVAM ALLIANCE LLC

Arfat has over 30 years experience in corporate finance having been at the forefront of the development of the financial services market in Singapore. Her wide array of experience includes M&As, corporate restructures, takeovers, funds raising, financial services and international JVs.

She has been closely involved in the legal changes driving the legal financial services sectors in Singapore. Most recently, she sat on the Company Law Reform Committee, which made major recommendations affecting the companies and securities laws in Singapore. She is regularly cited in various legal publications as one of Singapore's top corporate finance lawyers.

Terence Ong, *Senior Assistant Registrar* ACCOUNTING AND CORPORATE REGULATORY AUTHORITY

Terence is a Senior Assistant Registrar and is also head of the Legal Services Division in ACRA. He is involved in the provision of legal advice and formulation of legal policy in ACRA. His previous postings include the Legal Services Department of the Ministry of Defence and the Attorney-General's Chambers.

Toh Wee San, *Senior Assistant Registrar* ACCOUNTING AND CORPORATE REGULATORY AUTHORITY

Wee San is a Senior Assistant Registrar with the Legal Services Division in ACRA. She joined ACRA in 1996 and has worked in various divisions in ACRA. She was one of the primary officers working on the Companies (Amendment) Act 2005. She was also one of the officers who worked on the Companies (Amendment) Acts and Limited Liability Partnerships Act in the past years.

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

Azman started practice with Arthur Loke & Partners. Thereafter, he established his own boutique firm of Azman Soh & Murugaiyan, and subsequently joined the joint law venture firm of White & Case Colin Ng & Partners. He has a distinguished client base which followed him even as he took over the helm of J Koh & Co in 2003.

He was one of the key movers in favour of the merger with Ang & Partners in 2004. Having rebuilt the corporate practice from

scratch, the reorganised Corporate & Securities Practice Group today boasts a multi-talented team of 7 lawyers.

Krishna Ramachandra, *Director* ARFAT SELVAM ALLIANCE LLC

Krishna graduated from Christ's College, Cambridge with an LL.M. in Corporate Finance and in 1998, did his articles with Freshfields in London and subsequently continued with Freshfields. During his time there, he was seconded to the Financial Law Panel in London. Krishna subsequently relocated to Singapore and joined Clifford Chance, specialising in corporate and capital markets work covering South and Southeast Asia.

He advises investment banks, listed and private companies on a wide range of equity and debt securities issues. He also has significant transactional, commercial and regulatory experience in the telecommunications, media and technology sector.

Lo Kim Seng, *Associate Director* ARFAT SELVAM ALLIANCE LLC

Kim Seng graduated with a LL.B(Hons) and LL.M from London University, LL.M. from NUS and a MBA (Finance) from Hull University. He spent more than a decade as an in-house legal counsel working in public-listed companies. After joining Mrs Selvam's team, he was involved in transactional work involving listed companies mergers and acquisitions, REITs, private banking regulatory matters, internet offering of funds, bonus warrant issues, private placements, rights issues and secondary listing of foreign companies.

He is a Barrister & Solicitor in Australia (NSW), a Solicitor in England and Wales and an Advocate & Solicitor in Singapore.

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

Michael is admitted as a Barrister in Hong Kong, as a Barrister & Solicitor in Fiji, and as an Attorney in New York. He is responsible for editing the Portcullis TrustNet Newsletter, website (www.portcullis-trustnet.com), publications and seminar presentations. In addition he holds compliance and risk management responsibilities within Portcullis Trust (Singapore) Ltd.

Kala Anandarajah, *Partner* RAJAH & TANN

Kala heads the Knowledge & Risk Management and the Competition and Trade Law Practice Groups, and leads the

Corporate Governance Practice Group. She is a member of the Workplace Safety and Health Advisory Committee appointed by the Ministry of Manpower [2005-7]. She was also a member of the Review Committee by the Council of Corporate Disclosure and Governance in 2004 to review Singapore's Code of Corporate Governance and to issue a revised Code. She is also the Chairperson of the Law Society Corporate Practice Committee since 2005. She is cited as a leading Corporate Governance, Competition, and Environmental Lawyer by international legal ranking journals.

Valerie Ong, *Partner* RODYK & DAVIDSON

As Head of Corporate Finance Practice, Valerie's practice covers the spectrum of listings, IPOs, placements, rights issues and other forms of equity fund raising. She also undertakes bond issues and debt capital market work, acts as company secretary of listed companies, and advises on listing and regulatory compliance matters.

Outside of practice, she serves as an independent director of Sarin Technologies Ltd (the first Israeli company to list on the Singapore Exchange) and Chemical Industries (Far East) Limited.

John Lim, *President* SINGAPORE INSTITUTE OF DIRECTORS

John is currently Chairman of BCA and of Senoko Power Ltd. He is also the Group President of LMA International NV. He sits on the Boards and audit committees of several listed and private companies including being Audit Committee Chairman of NTUC Fairprice Co-operative Ltd, Pan-United Marine Ltd and Boustead Singapore Ltd.

John has more than 40 years of extensive senior management experience and has held directorships in companies in S.E. Asia, Australia and New Zealand.

Paul Fitzgerald, *Director* STAMFORD LAW CORPORATION

Paul heads the competition law team. He has had over 13 years' experience in corporate law and has practised in both New Zealand and Singapore. In New Zealand, Paul advised regularly on competition law issues under the Commerce Act 1986 in relation to the oil and gas industry. In Singapore, Paul has been involved in some significant transactions, and is currently involved in the consensual restructuring of the debts incurred by APP subsidiaries in the PRC.

Registration Form (Please read booking conditions)

☐ YES! I would like to register for: **4th ANNUAL COMPANY LAW UPDATE**

PRICE

<input type="checkbox"/> Conference Fee:	S\$590 + 5% GST
<input type="checkbox"/> Singapore Institue of Directors Members:	S\$540 + 5% GST
<input type="checkbox"/> Law Society Members:	S\$490 + 5% GST
<input type="checkbox"/> Small Law Practices (5 or fewer lawyers):	S\$390 + 5% GST

DELEGATE DETAILS

Name (Dr / Mr / Mrs / Miss / Mdm)

Position

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BOOKING CONDITIONS

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- For cancellations received in writing more than 2 weeks prior to the conference, a full refund less S\$100 administrative charge will be made. Regrettably, no refund can be made less than 2 weeks prior to the event. A complete set of conference documentation will, however, be sent to you.
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