



ASIA LAW SOCIETY
at THE UNIVERSITY of MICHIGAN LAW SCHOOL

& MICHIGAN JOURNAL of
PRIVATE EQUITY & VENTURE CAPITAL LAW

2014 Symposium

CORPORATE LAW IN ASIA: TRENDS AND OPPORTUNITIES

FRIDAY, FEBRUARY 21, 2014
9:30 AM

UNIVERSITY OF MICHIGAN LAW SCHOOL
SOUTH HALL ROOM 1020

To our panelists and guests:

It is our great pleasure to welcome you to the University of Michigan Law School for our fifth Asia Law Society symposium, *Corporate Law in Asia: Trends and Opportunities*. This year, we had the pleasure of cosponsoring this event with the Michigan Journal of Private Equity and Venture Capital Law.

Our title this year is purposefully broad – try as we might, we couldn't (and wouldn't want to) condense the wide array of talent, skill, and expertise that our esteemed panelists bring with them from legal practice and academia. It is our hope that over the course of the program today, we will have sparked conversations and insights about the distinct experience of practicing corporate law within, throughout, and beyond Asian borders.

Asia Law Society (ALS) was founded in 2006 and strives to contribute to Michigan Law's ongoing commitment to legal exchange and engagement with countries throughout Asia. In addition to boasting a strong history of being an institution of choice for outstanding LLM candidates from China, Japan, Korea, India, and Southeast Asia, Michigan Law is home to many scholars whose research focuses on Asian legal institutions. Many of our faculty members contributed their time and guidance as we prepared for this year's symposium. Our professors who have graciously agreed to serve as panel moderators today bring with them expertise in American and Asian corporate law and practice.

As we know that you, whether faculty, student, or practitioner, also bring with you diverse experiences and perspectives, we look forward to hearing your questions and comments during our multiple calls for audience participation throughout the symposium. Thank you for joining us!



Jordan Corrente Beck & Erica Mitchell
Symposium Co-Chairs

2014 ASIA LAW SOCIETY SYMPOSIUM
CORPORATE LAW IN ASIA: TRENDS AND OPPORTUNITIES

SPECIAL PRESENTATION

INTRODUCTORY REMARKS

PANEL I: MERGERS AND ACQUISITIONS

PANEL II: GOVERNANCE, SECURITIES, AND REGULATION

PANEL III: INVESTING IN ASIAN MARKETS

CLOSING REMARKS

SCHEDULE

8:30 AM	REGISTRATION AND BREAKFAST	1:30 - 3:00 PM	PANEL II: GOVERNANCE, SECURITIES, AND REGULATION
9:30 - 9:45 AM	WELCOME		Moderator: Vikramaditya S. Khanna , <i>William W. Cook Professor of Law, University of Michigan Law School</i>
10:00 - 10:30 AM	SPECIAL PRESENTATION: Legally “Strong” Shareholders of Japan Introduction: Rachel Shapiro , <i>Editor-in-Chief, Michigan Journal of Private Equity and Venture Capital Law</i> Gen Goto , <i>University of Tokyo, Graduate Schools for Law and Politics</i>		Bruce Aronson <i>Hitotsubashi University</i> Sungjoon Cho <i>IIT Chicago-Kent College of Law</i> Robert G. DeLaMater <i>Sullivan & Cromwell</i> Gen Goto <i>University of Tokyo</i> Lin Ye <i>Renmin University of China</i>
10:30 - 10:45 AM	INTRODUCTORY REMARKS Adam C. Pritchard , <i>Frances and George Skestos Professor of Law, University of Michigan Law School</i>		
10:45 - 12:15 PM	PANEL I: MERGERS AND ACQUISITIONS Moderator: Alicia Davis , <i>Professor of Law, University of Michigan Law School</i> Hector M. De Leon, Jr. <i>SyCip Salazar Hernandez & Gatmaitan</i> Andrew L. Foster <i>Skadden, Arps, Slate, Meagher & Flom</i> Paul J. Kim <i>McDermott Will & Emery</i> Swee-kee Ng <i>Shearn Delamore</i> Michael Mies <i>Skadden, Arps, Slate, Meagher & Flom</i>	3:15 - 4:45 PM	PANEL III: INVESTING IN ASIAN MARKETS Moderator: Richard (Erik) M. Gordon , <i>Lecturer, University of Michigan School of Law; Adjunct Professor, University of Michigan Ross School of Business</i> Saikyaw Htetoo <i>Kanbawza Bank</i> Yong-Nam Jun <i>DLA Piper</i> Youngro Lee <i>Weil, Gotshal & Manges</i> Taro Tsunoda <i>Anderson Mori & Tomotsune</i>
12:15 - 01:15 PM	LUNCH 1025 South Hall	5:00 - 5:15 PM	CLOSING REMARKS

PANEL BIOS

PANEL I: MERGERS AND ACQUISITIONS

HECTOR M. DE LEON, JR. SYCIP SALAZAR HERNANDEZ & GATMAITAN

Hector M. de Leon Jr. is a senior partner at the Philippine law firm of SyCip Salazar Hernandez & Gatmaitan. He specializes in mergers and acquisitions, foreign investments, project financing, and related commercial transactions. Chambers Asia Pacific 2013 lists him as one of the leading lawyers in the Philippines in the field of “Projects, Infrastructure, and Energy”.

Mr. de Leon has co-authored several books on Philippine law and has contributed to legal publications in and outside the Philippines. He is a professorial lecturer at the University of the Philippines College of Law, and obtained his Master of Laws from the University of Michigan Law School.

ANDREW FOSTER SKADDEN, ARPS, SLATE, MEAGHER & FLOM

Andrew Foster is a senior competition attorney who has worked on antitrust and competition matters in the New York, Brussels, and Beijing offices of Skadden. He has extensive experience in U.S., European, Chinese, and other international antitrust regimes. Selected for inclusion as a notable practitioner and “Associate to Watch” for competition and antitrust work in China and Hong Kong by Chambers Global 2013 and Chambers Asia Pacific 2013, Mr. Foster has counseled multinational corporations, such as J.P. Morgan Chase, GE, Outokumpu, Cemex, Sekisui Chemical, Mylan, and Travelport, as well as private equity firms such as Blackstone, Doughty Hanson, Castle Harlan, and MacAndrews and Forbes.

PAUL J. KIM MCDERMOTT WILL & EMERY

Paul J. Kim is a partner in the law firm of McDermott Will & Emery and is based in the firm’s New York and Seoul offices. He focuses his practice on mergers and acquisitions, general corporate matters, private equity, venture capital, securities, and restructurings. For more than 20 years, Mr. Kim has represented a diverse range of clients in different industries and countries, including industrial and manufacturing companies, commercial and investment

banks, private equity funds, and investment managers. Mr. Kim has particularly broad experience representing Asian, European, and U.S. clients in complex multi-jurisdictional transactions, restructurings, and other matters, and is recognized by the Legal 500 United States as one of the leading lawyers in his field.

SWEE-KEE NG SHEARN DELAMORE & CO

Swee-Kee Ng graduated from the University of Oxford with an MA in jurisprudence, and completed his undergraduate degree in Economics at Ohio Wesleyan University. He is a member of the Malaysian Bar, the Malaysian International Chamber of Commerce and Industry, and a Contact Partner and the Asia Regional Director at the World Law Group. He speaks English, Bahasa Malaysian, Cantonese, and Mandarin. His practice areas include corporate and debt restructuring; mergers and acquisitions; securities offerings; corporate advisory and strategic planning; corporate governance; foreign investment and joint ventures; private equity; and infrastructure and technology projects. He was named a leading individual in the Corporate/M&A section, in the Legal 500-Asia Pacific from 2007-2014.

MIKE MIES SKADDEN, ARPS, SLATE, MEAGHER & FLOM

Mike Mies represents public and private companies, investment banks, and private equity firms in a variety of corporate transactions, including cross-border mergers and acquisitions, joint ventures, and strategic investments. He also represents issuers, underwriters, and lending parties in corporate finance and capital markets transactions in the United States and Japan. Mr. Mies spends significant time in Japan in support of the firm’s global Japan practice and was based in the firm’s Tokyo office from 2005 to 2012.

PANEL BIOS

PANEL II: GOVERNANCE, SECURITIES, AND REGULATION

BRUCE ARONSON HITOTSUBASHI UNIVERSITY

Professor Aronson is a Professor of Law at Hitotsubashi University's Graduate School of International Corporate Strategy. His main area of research is comparative corporate governance with a focus on Japan. He also acts as an advisor of Nagashima Ohno & Tsunematsu. Professor Aronson was a corporate partner at the law firm of Hughes Hubbard & Reed in New York (1989-2000) and a professor of law at Creighton University (2004-2013). His experience in Japan includes research at the University of Tokyo (2000-2002, 2004), the Bank of Japan (2010), and Waseda University (2011-2013). Professor Aronson received his JD from Harvard Law School.

SUNGJOON CHO CHICAGO-KENT COLLEGE OF LAW

Professor Sungjoon Cho joined the IIT Chicago-Kent faculty in 2003 and teaches courses in international law, international trade law, international business transactions, and comparative law. He earned his LLB from Seoul National University in 1989 and his SJD (Doctor of Juridical Science) degree from Harvard Law School in 2002. Professor Cho represented the government of the Republic of Korea in negotiations under the World Trade Organization (WTO) and the Organization for Economic Cooperation and Development (OECD) from 1994 to 1996.

ROBERT G. DELAMATER SULLIVAN & CROMWELL

Robert G. DeLaMater is a partner at Sullivan & Cromwell LLP, where he has practiced for nearly 30 years. Mr. DeLaMater advises corporate clients and their financial advisers on mergers, takeover bids, joint ventures, and other M&A transactions, as well as on securities offerings, privatizations and other corporate and financial matters. Many of these transactions were the first or largest of their kind and have been cited by leading financial and legal publications such as "M&A Deal of the Year" or "IPO of the Year." At various times he has been resident in S&C's New York, London, Tokyo and Hong Kong

offices. He has published in Columbia Law Review, Cornell International Law Journal, and other legal publications, and received the 2007 Burton Award for Legal Achievement for his writing. He is a trustee of the Parker School of Foreign and Comparative Law, a member of the International Advisory Board at Columbia Law School, and the former chair of the Asian Affairs Committee of the New York City Bar Association. He received his JD from Columbia Law School in 1984 and his AB from Harvard College in 1981.

GEN GOTO UNIVERSITY OF TOKYO

Gen Goto is an associate professor at the University of Tokyo Graduate Schools for Law and Politics and is currently a visiting scholar at Harvard Law School. In addition to teaching, Professor Goto has worked on the reform of the Companies Act with Japan's Ministry of Justice as well as the reform of the Insurance Business Act with the Financial System Council. He holds an LLB from the University of Tokyo. In addition to serving as a panelist, Professor Goto will also be presenting a working paper entitled "Legally 'Strong' Shareholders of Japan" for faculty and audience critique as part of our symposium. The paper will be published in the Michigan Journal of Private Equity and Venture Capital Law this coming spring.

LIN YE RENMIN UNIVERSITY OF CHINA, SCHOOL OF LAW

Professor Lin Ye has served as the Deputy Director of the Business Law Association of China. He is also an arbitrator on the China International Economic and Trade Arbitration Commission, the Beijing Arbitration Commission, and the Taiwan Arbitration Commission. Professor Ye has published several textbooks on company law, security law, and commercial law, including Studies on Company Law, Company Laws of China, and Security Laws of China. He has also published several papers on corporate governance.

PANEL III BIOS

PANEL III: INVESTING IN ASIAN MARKETS

SAIKYAW HTETOO KANBAWZA BANK

Mr. Htetoo is a Myanmar-born and US-trained investment banker with experience in Chinese, Myanmarese, and United States markets. Mr. Htetoo has worked at several boutique investment banks in New York, covering a wide range of sectors in both corporate advisory and investment research capacities. Currently, as the Head of Corporate Banking at Kanbawza Bank, Mr. Htetoo is responsible for advising MNCs and large local corporates in Myanmar. Kanbawza Bank is the largest private bank in Myanmar and a portfolio company of Kanbawza Group, a leading conglomerate in Myanmar.

YONG-NAM JUN DLA PIPER

Yong-Nam Jun is Of Counsel in DLA Piper's Corporate and Securities Group, based in Los Angeles. He particularly focuses on the formation of private equity and venture capital funds and on transactions undertaken by such funds. Mr. Jun has extensive experience in the fund formation process. He is actively involved in all stages of fund formation, providing advice on terms and marketing strategy, negotiating with placement agents, drafting fund and sponsor documents, negotiating with investors, and providing advice on internal sponsor and management company arrangements. Among his clients are both US and Asia-based private equity and venture fund sponsors and leading global institutional investors (including sovereign wealth funds, funds of funds, pension plans, and private endowments) that invest in buyout, hedge, real estate, infrastructure, and venture capital funds.

YOUNGRO LEE WEIL, GOTSHAL & MANGES

Youngro Lee is a senior associate in the private funds practice of Weil, Gotshal & Manges in Hong Kong. He focuses on the organization and operation of private investment funds (including private equity buyout funds, special situations funds, and other alternative investment funds), private equity investments, and joint venture arrangements. He also counsels private

investment fund sponsors on U.S. legal and regulatory matters and institutional investors regarding their private fund investments. Mr. Lee has extensive experience working with private investment fund sponsors and institutional investors in U.S., Europe, Asia, Latin America, and Middle East, and has represented private investment funds of various sizes formed by established private equity fund sponsors, financial institutions, and entrepreneurs, covering a wide variety of investment strategies. Prior to joining Weil, Mr. Lee had worked in Hong Kong, Shanghai, Moscow, and New York for more than six years at leading international law firms, focusing on private investment fund formation and private equity investments.

TARO TSUNODA ANDERSON MORI & TOMOTSUME

Mr. Taro Tsunoda is a partner at Anderson Mori & Tomotsune in Japan, handling a wide range of corporate and financial matters with a focus on cross-border transactions involving Japanese entities. In addition, he regularly advises foreign clients on various Japanese legal matters, including, corporate, securities regulations, antitrust, employment, bankruptcy and reorganization. Mr. Tsunoda also has experience in international arbitration before the International Court of Arbitration of the ICC. Mr. Tsunoda received his LLM from the University of Chicago Law School and the University of Michigan Law School, and his LLB from Waseda University.

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The Asia Law Society would like to thank our generous sponsors for making this event possible and for their commitment to the exchange of legal knowledge across boundaries on corporate law in Asia.



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