

Meeting New Changes and Challenges Towards  
Compliance and Good Governance

# COMPANY SECRETARIES FORUM 2006

20-21 July 2006

Grand Copthorne Waterfront Hotel, Singapore

LATEST EXPERT BRIEFINGS ON



- Key amendments to the Company Act 2005 and their implications
- Corporate governance: Building good governance and implementation strategies
- Insider trading: Understanding its scope, exceptions and defences
- IPO listings and new disclosure requirements updates
- What the company secretary should know about the new Competition Act in Singapore
- Defences and protection against errors, omissions and negligence
- Practical guide to preparing for Corporate Restructuring
- Legal update on Mergers & Acquisitions and implications of the new Take Over code
- Highlight of key issues of Singapore's Trust Bill/Act 2006
- New directions in duties and liabilities of directors
- How to detect, prevent and manage fraud in your organization
- Whistle blowing – When and how to approach

## PRACTICAL PERSPECTIVES FROM CORPORATE PRESENTERS

- Portcullis TrustNet, *Rosa Koo, Corporate Counsel*
- Philips Electronics, *Neoh Sue Lynn, Legal Manager/  
Regional Counsel (Semiconductors - Asia)*
- Portcullis TrustNet, *Michael T. Darwyne,  
In House Counsel*

## LEARN FROM EXPERIENCED ADVISORS

- Hill & Associates, *John McFarland, Country Manager*
- Deloitte, *Abigail Cheadle, Head of Forensics*
- International Risk, *Benjamin Ng, Country Manager*
- National University of Singapore, *Catherine Tay  
Swee Kian, Associate Professor*

## VALUABLE INSIGHTS FROM LEADING LAW FIRMS

- Alban Tay Mahtani & de Silva, *Sean Ng, Partner*
- Allen & Gledhill, *Ashok Kumar, Partner, Litigation  
and Dispute Resolution*
- Harry Elias Partnership, *Philip Fong, Partner*
- Khattar Wong, *Yang Eu Jin, Partner  
& Tan Chong Huat, Partner & Chew Kok Liang, Partner*
- Lee & Lee, *Adrian Chan, Partner & Head, Corporate  
Practice*
- Stamford Law Corporation, *Paul Fitzgerald,  
Director*
- T M Hoon & Co, *Hoon Tai Meng, Managing Partner*
- WongPartnership, *Gregory Vijayendran, Partner*
- Wong Tan & Molly Lim LLC, *Tan Swee Gek,  
Partner*

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Counsel Association *Special discount of 10% to  
members of HKIAC & SCCA*

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SWEET & MAXWELL ASIA

# THE 2006 COMPANY SEC

DAY ONE

20 JULY 2006

THURSDAY

8.00 REGISTRATION AND MORNING COFFEE

9.00 **CHAIRPERSON'S WELCOME AND OPENING ADDRESS**

**Hoon Tai Meng**  
*Managing Partner*  
T M Hoon & Co

9.10 **AMENDMENTS TO THE COMPANY ACT 2005 - KEY AMENDMENTS AND THEIR IMPLICATIONS FOR THE COMPANY SECRETARY**

- Abolition of the concepts of "par value" and "authorized capital"
- Liberalization of the financial assistance restrictions to allow financial assistance to be provided
- Allowing share buy-back to be funded out of profits or capital if the company is solvent
- Allowing repurchased shares to be held as treasury shares
- Introducing a more effective and efficient statutory form of merger and amalgamation process

**Sean Ng**  
*Partner*

Alban Tay Mahtani & de Silva

9.55 **NEW DIRECTIONS IN DIRECTORS DUTIES AND LIABILITIES**

- Duties and liabilities under Section 157 of the Companies Act
- Fiduciary duties and the consequences of breaching fiduciary duties
- Statutory duties of disclosure
- Remedies for breaches
- Unfit directors under section 149
- Current issues and possible future directions in the regulation of directors' duties and corporate governance
- A practical guide to the steps that directors should take to assist company secretaries to comply with their legal duties
- Brief overview of the procedures and requirements for the appointment and removal of directors

**Rosa Koo**  
*Corporate Counsel*  
Portcullis TrustNet

10.40 MORNING REFRESHMENT

11.00 **UPDATE ON THE LAW RELATING TO MERGERS & ACQUISITIONS AND IMPLICATIONS OF THE TAKE-OVER CODE**

- Implications of M&A legislation to your organization

- Role of the Company Secretary in M&A
- Understanding when a merger technically requires notification and clearance
- Various schemes of arrangements in a takeover
- Thresholds for disclosing bids and offers
- Penalties for violation of takeover regulations

**Joint Presentation**

**Yang Eu Jin, Partner**  
& **Tan Chong Huat, Partner**  
Khattar Wong

11.45 **A CORPORATE SECRETARY'S GUIDE TO PREPARING FOR CORPORATE RESTRUCTURING**

- Various forms of restructuring
- Specific application to each situation
- Structuring a solid communications plan
- How to manage affected shareholders

**Ashok Kumar**

*Partner, Litigation and Dispute Resolution*  
Allen & Gledhill

12.30 LUNCH

1.30 **DECEPTIVE ACCOUNTING AND EARNINGS MANIPULATION - ROLE AND CHALLENGES FOR THE COMPANY SECRETARY IN A DUE DILIGENCE PROCESS**

- Major areas where public listed companies use accounting policies ("cosmetic accounting") to optimize their financial statements
- Rewards of engaging in deceptive accounting and earnings manipulation
- Methodologies used by companies and understand where such usage may have been apparent to skilled analysts
- How to detect cosmetic accounting in financial statements
- Tools and analytical approaches to overcome cosmetic accounting practices
- How Company Secretary can contribute towards the detection of earnings manipulation

**Joint Presentation**

**Chew Kok Liang, Partner**  
& **Tan Chong Huat, Partner**  
Khattar Wong

2.15 **A COMPANY SECRETARY'S GUIDE TO BUILDING A GOOD CORPORATE GOVERNANCE PRACTICE WITHIN YOUR ORGANIZATION**

- Understanding of the main governance roles that a board of directors or similar body undertakes
- Various issues and dilemmas that a board and its individual members face in discharging these roles

# RETARIES CONFERENCE

- Typical activities that a board undertakes in pursuing its roles
- A review of the governance issues that arise in organisations in various sectors
- An approach to identifying areas for improving governance performance

**John McFarland**  
*Country Manager*  
**Hill & Associates**

3.00 AFTERNOON REFRESHMENT

3.30 **“WHISTLE BLOWING” - THE COMPANY SECRETARY’S DUTIES, RIGHTS AND EXTENT OF PROTECTION FROM NEGATIVE CONSEQUENCES**

- How current legislation will affect you
- Reporting internal compliance breaches
- Duties and rights in taking the next step
- How best to approach reporting a breach
- Legal liabilities of non disclosure

**Abigail Cheadle**  
*Head of Forensics*  
**Deloitte**

4.15 **THE COMPANY SECRETARY’S ROLE IN MANAGING SHAREHOLDERS’ EXPECTATIONS**

- Why shareholders invest in a company
  - Good dividend yield
  - Appreciation in share price
- Shareholders’ expectations
  - Strong management
  - Good corporate governance
  - Attractive dividend policy
  - Enhancing EPS
- How shareholders react to or view bonus shares, rights issues, placement, warrants, ESOS, diversification

**Hoon Tai Meng**  
*Managing Partner*  
**T M Hoon & Co**

5.00 END OF DAY ONE

DAY TWO

**21 JULY 2006**

FRIDAY

8.30 MORNING COFFEE

9.00 **CHAIRPERSON’S WELCOME AND OPENING ADDRESS**

**Neoh Sue Lynn**  
*Legal Manager/ Regional Counsel*  
*(Semiconductors – Asia)*  
**Philips Electronics**

9.10 **COMPETITION LAW ACT – WHAT ARE THE NEW LEGAL IMPLICATIONS FOR YOUR COMPANY AND WHAT YOU SHOULD BE AWARE OF AS A KEY LEGAL OFFICER**

- An overview of the key provisions of the new Act (2006)
- A guide to reviewing your existing business arrangements and contracts for compliance with new competition laws
- Drafting codes of practice or standards of performance for operational and procedural compliance with competition law
- Understanding the guidelines on leniency and exceptions

**Paul Fitzgerald**  
*Director*  
**Stamford Law Corporation**

9.55 **IPO LISTINGS AND DISCLOSURE REQUIREMENTS UPDATES FOR THE COMPANY SECRETARY**

- Key indicators for listing
- Outline of the SGX manual and listing requirements
- RCB concurrent requirements
- Stages of preparation
- Time lines

**Tan Swee Gek**  
*Partner*  
**Wong Tan & Molly Lim LLC**

10.40 MORNING REFRESHMENT

11.00 **COMPANY SECRETARY’S OBLIGATIONS, LIABILITIES AND DEFENSES WHEN THINGS GO WRONG**

- Examples of a Company Secretary’s reaction to errors in judgements
- Updates on the latest liabilities and exposure for both Directors and Company Secretaries
- Duties and responsibilities and defences
- Effective strategies to guard against errors, omissions and negligence

**Gregory Vijayendran**  
*Partner*  
**WongPartnership**

11.45 **TYPES OF FRAUD AND HOW TO AVOID THEM IN YOUR BUSINESS**

- A working definition of fraud in the corporate environment
- Types of fraud
- Fraud risk indicators
- Enabling risk indicators
- Detecting fraud
- Response to fraud

**FOR ENQUIRIES AND REGISTRATION: CALL (65) 6536 8676 OR (65) 6536 8437**

- Key corporate management concerns when fraud is discovered
- Investigation of fraud
- Managing “Off-Balance Sheet Risk”
- Essential business controls

**Benjamin Ng**  
*Country Manager*  
**International Risk**

12.30 LUNCH

1.30 **OVERVIEW OF THE PRACTICAL POINTS FOR THE TRUST BUSINESS IN SINGAPORE’S TRUST BILL/ACT 2006**

- Who is exempt
- What are the standards of conduct for trust business
- What are the duties of the resident manager
- What are the obligations of confidentiality
- When matters can be arranged through a licensed trust company
- When an exempt person can be guilty of an offence
- When exemption can be revoked

**Michael T. Darwyne**  
*In House Counsel*  
**Portcullis TrustNet**

2.15 **CORPORATE SOCIAL RESPONSIBILITY AND CORPORATE GOVERNANCE**

- Implementing “corporate social responsibility” programme into business decision-making
- Developing corporate governance strategies
- Recent cases on standards of practices in corporate governance
- Possible reform – the way ahead

**Joint Presentation**  
**Catherine Tay Swee Kian**  
*Associate Professor*  
**National University of Singapore**  
**Department of Business Policy, NUS Business School**

& **Adrian Chan**, *Partner & Head,*  
*Corporate Practice*  
**Lee & Lee**

3.00 AFTERNOON REFRESHMENT

3.30 **INSIDER TRADING - UNDERSTANDING THE KEY PARAMETERS AND IMPLICATIONS**

- Scope of insider trading
- What information is covered by the offence of insider trading?
- Exceptions and defenses
- Attribution of knowledge and the China Walls defense

**Philip Fong**  
*Partner*  
**Harry Elias Partnership**

4.15 **A COMPANY SECRETARY’S GUIDE TO SETTING UP AN EFFECTIVE COMPLIANCE PROGRAMME**

- Key responsibilities of in-house legal departments that take care of company secretarial tasks
- A checklist of key areas of compliance
- Factors that are considered in outsourcing a compliance programme

**Neoh Sue Lynn**  
*Legal Manager/ Regional Counsel*  
*(Semiconductors – Asia)*  
**Philips Electronics**

5.00 END OF CONFERENCE

**KEY BENEFITS OF ATTENDING**

- ✓ **GAIN** first-hand information on the changes in legislations that affect your role and responsibilities
- ✓ **OBTAIN** the latest update on the M&A and Takeover Code
- ✓ **UPDATE** yourself on Directors Duties and Liabilities
- ✓ **ASSESS** the statutory and compliance requirements for IPO
- ✓ **IDENTIFY** effective strategies to build and implement good corporate governance
- ✓ **HEAR** practical tips and advice on how to safeguard your company and be compliant
- ✓ **FIND OUT** the key provisions and highlights of the new Competition Act and Trust Act 2006
- ✓ **KNOW** your defences when things go wrong
- ✓ **UNDERSTAND** the scope, exceptions and defences relating to insider trading
- ✓ **VALUE-ADD** to your organisation in your role as Company Secretary
- ✓ **LEARN** from the experiences of counsels and others in their company secretarial role
- ✓ **NETWORK** and share experiences with your peers and counterparts from various industries

**WHO SHOULD ATTEND**

- Company Secretaries ■ Corporate Administrators
- Corporate Legal Counsels ■ Legal Managers / Advisors
- Company Directors ■ Financial Directors / Controllers
- Professional Administrators ■ Lawyers & Legal Consultants ■ Business / Financial Advisors

Dear Corporate Secretary

## **Re: COMPANY SECRETARIES FORUM 2006 \* July 20-21 2006**

Corporate secretarial practice today is perhaps most unique, complex and diversified. With globalization of business, cross border transactions and increased scrutiny from the regulators and authorities, this role has become even more critical.

In your position as a Corporate Secretary, you have a vital role to play in directing your organization and setting the whole atmosphere of the board. You are responsible for keeping your organization within the limits of the law and to ensure compliance. You are expected to handle a wide range of duties from advisory to your board of directors to tracking myriad of new situations arising from changes in the laws, regulations in domestic and outbound investments as well as managing corporate administration.

The risk you run by not being informed are high. The penalties, in respect of non-compliance are severe. Personal liabilities and liabilities of the company are important issues confronting you, the Company Secretary. Hence, you must keep up-to-date with the changes and new developments in the law, business and finance and understand their implications for better decision making and control.

Once again, the *Asia Business Forum* is pleased to present its Annual Company Secretaries Forum 2006 to discuss the latest updates and challenges. This year's Conference brings together corporate presentations, professional advisors and legal experts to discuss issues of major concerns and areas which corporate secretaries ought to know. These include key provisions in the new Competition Act, Singapore Trust Bill 2006, amendments in the Companies Acts 2005, and updates in the M&A and Takeover Code.

**Benefit from up-to-date information on new disclosure and listing requirements for IPO, as well as valuable techniques for setting up a compliance program and integrating good corporate governance practices. At this Conference you will learn about wrongful insider trading, conflicts of interest, how to keep your directors and officers out of "hot water" and what to do when things go wrong. You will also learn how to detect and prevent fraud as well as tips on when and how to blow the whistle.**

Take this opportunity to hear advice from a panel of distinguished speakers consisting of corporate counsels, professional advisors and top corporate lawyers including ● **Alban Tay Mahatani & de Silva** ● **Allen & Gledhill** ● **Harry Elias Partnership** ● **Khattar Wong** ● **Lee & Lee** ● **Stamford Laws Corporation** ● **T M Hoon & Co** ● **WongPartnership** ● **Wong Tan & Molly Lim LLC**. Their presentations will give you valuable insights into your role as Corporate Secretary. You will have the opportunity to ask questions on the issues of critical concerns to you and gain some of the best legal advice available.

This Conference will increase your awareness of your roles, duties, legal rights and liabilities as well as that of your fellow directors. Keep abreast of latest developments. Protect your Company and yourself from Directors' and Officers' liability. Gain new techniques which will enable you to perform your secretarial role more effectively and profitably.

We look forward to welcoming you at this Conference!

Yours sincerely  
*Asia Business Forum*

P.S. *This event is a worthwhile investment as it provides a **unique opportunity** to keep **abreast** of the latest updates and new developments as well as to network with your peers and fellow practitioners.*

**Register early to enjoy early bird discount! CALL NOW!**

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