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■ Conference Date: 28-29 November 2013  
■ Venue: The Landmark Bangkok

# Legal & Financial Due Diligence Strategies

for Successful Acquisitions, JVs & Strategic Alliances

Keep abreast of effective due diligence strategies through the latest tools and techniques to ensure seamless, successful transactions and overcome the legal risks

เรียนรู้กลยุทธ์และกระบวนการตรวจสอบในการควบรวมกิจการ กิจการร่วมค้า และพันธมิตรทางธุรกิจอย่างมีประสิทธิภาพผ่านเครื่องมือและเทคนิคต่างๆ เพื่อให้มั่นใจว่ากระบวนการเป็นไปอย่างราบรื่น ประสบผลสำเร็จและลดความเสี่ยงทางกฎหมาย

## YEAR 2013 KEY CONFERENCE HIGHLIGHTS:

- **Legal & financial professionals' roundtable discussion:** Critical risks & key challenges in conducting a legal & financial due diligence process for M&A, JVs & strategic alliances in volatile time
- **12 Focused topics** at the conference
- Latest development of **M&A regulations** in Thailand
- **Transfer pricing issues** in respect of M&A and JV deals
- Key **risks in financial due diligence** and how to deal with them
- **Executive networking opportunities**

## KEY TOPIC HIGHLIGHTS:

- Legal issues and regulatory requirements for business acquisitions
- Effectively structuring acquisitions, joint ventures and strategic alliances deals
- Effective financial due diligence: point-by-point review
- Legal due diligence for M&A and JVs transactions
- Tax due diligence and tax structuring on M&A transactions to improve tax efficiency

## PLUS **5** REAL-LIFE CASE STUDIES ON:

- 1 Building a successful deal process - From strategy to completion
- 2 Practical issues and applications of commercial due diligence
- 3 Key strategic issues faced when negotiating a contract and considering due diligence
- 4 Successful legal due diligence strategies in Southeast Asia: Key issues & practical consideration
- 5 Intellectual property (IP) valuation and due diligence

## OUTSTANDING PANEL OF DISTINGUISHED GUEST SPEAKERS:



Jirayong A.



Nitikorn S.



Peerapat P.



Sunpasiri S.



Ratchatawan M.



Kowit S.



Archava S.



A. Souche



Kraisorn R.



Wichai S.



Jirapong S.



Kudun S.



Titiwat K.



Pongkamon S.

## Attending this conference will enable you to:

- ✓ **Ensure** your organization will be gaining maximum value through due diligence
- ✓ **Evaluate** the best options for financing your acquisitions, JVs & strategic alliances
- ✓ **Understand** the major pitfalls and difficulties of legal risk management in M&A and JVs due diligence
- ✓ **Enhance** deal value through effective tax planning
- ✓ **Gain** negotiation tactics after due diligence along with its enforceability

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Including: Accretive Capital Real Estate

\*Most presentations will be in Thai./ดำเนินการประชุมส่วนใหญ่เป็นภาษาไทย

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# Legal & Financial Due Diligence Strategies

for Successful Acquisitions, JVs & Strategic Alliances

**Day One: Thursday, 28 November 2013**

**8:00 am Registration & Morning Coffee**

**8:45 am Chairperson's Opening Address**

**Archava Smuthranond**  
Partner & Executive Director  
Legal Advisory Council Limited

**Archava Smuthranond** received a LL.B. from Thammasat University and afterwards obtained his Barrister-at-Law. He has a M.C.J. from Howard University, M.B.A. from Southeastern University, and LL.M. from Southern Methodist University. He has more than 23 years' experience in a wide range of legal practices, including business contracts, joint ventures, M&A, and real estate. Apart from his work at LACL, Archava is a lecturer at Ramkhamhaeng University in major business contracts and the Vice President at Thai-Russian Chamber of Commerce. He is also the Co-President of SMU Alumni Chapter in Bangkok.

**9:00-10:00 am**

รับฟังกฎหมายและข้อบังคับทางกฎหมายของการซื้อขายกิจการบริษัทในประเทศไทย ขอบเขตการครอบครองสิทธิของชาวต่างชาติ รวมทั้งข้อกำหนดในกระบวนการซื้อหุ้นและสินทรัพย์ของบริษัท ข้อกำหนดที่ควรพิจารณาในการซื้อกิจการภายใต้การรวมตัวของประชาคมเศรษฐกิจอาเซียน

## LEGAL ISSUES AND REGULATORY REQUIREMENTS FOR BUSINESS ACQUISITIONS

- Latest development of M&A regulations in Thailand
- Foreign ownership limits under the Foreign Business Act
- Legal requirements for acquisitions of shares and assets in Thailand
- Legal factors to consider on acquiring business in other AEC countries

**Kowit Somwaiya**  
Managing Partner  
LawPlus Ltd.

**Kowit Somwaiya** has 30 years' experience in laws on banking, corporate, foreign direct investment, merger and acquisition, intellectual property, IT, telecoms and litigation. Before founding LawPlus Ltd. in 2003, he was the Managing Partner of the Bangkok Office of a leading UK law firm. He has been recognized by colleagues and clients. His accolades include "Leading lawyer" for banking and finance transactions, "Highly recommended" for corporate / M&A, "Leading lawyer" for M&A, "Notable expertise" on banking, intellectual property, M&A, restructuring, insolvency and bankruptcy and much more.

**10:00 am Morning Refreshments & Networking**

**10:15-11:15 am**

การปรับโครงสร้างและการจัดการซื้อกิจการ กิจการร่วมค้า และพันธมิตรทางธุรกิจอย่างมีประสิทธิภาพ ทำความเข้าใจและสำรวจโครงสร้างการซื้อกิจการ กิจการร่วมค้า และพันธมิตรทางธุรกิจในปัจจุบัน พร้อมทั้งข้อดีข้อเสีย ภาระผูกพันและหนี้สินของการซื้อกิจการ กิจการร่วมค้าและพันธมิตรทางธุรกิจ วิธีการจัดโครงสร้างที่เหมาะสมสำหรับองค์กร รับฟังกรณีศึกษาที่ประสบความสำเร็จ

## EFFECTIVELY STRUCTURING ACQUISITIONS, JOINT VENTURES AND STRATEGIC ALLIANCES DEALS

- Exploring the current M&A, JV & strategic alliance deal structures and their advantages and disadvantages
- Obligations and liabilities of the acquiring, joint ventures and strategic alliances company
- How to establish the right structure for organization
- Practical and successful case studies

**Archava Smuthranond**  
Partner & Executive Director  
Legal Advisory Council Limited

**11:15 am-12:15 pm**

กรณีศึกษาจาก **LS Horizon** ประเด็นทางการปฏิบัติและการประยุกต์ใช้ในเชิงธุรกิจจากการทำ due diligence ทำความเข้าใจในการทำ commercial due diligence องค์ประกอบสำคัญและรายการการตรวจสอบในการทำ due diligence รวมทั้งรับฟังประเด็นปัญหาที่เกิดขึ้น

**Case Study**

## PRACTICAL ISSUES AND APPLICATIONS OF COMMERCIAL DUE DILIGENCE

- Understanding commercial due diligence and why carry it out?
- Key elements of commercial due diligence and checklists
- How to collect relevant information
- Identifying problem issues: how to get information and when to do it?

**Sunpasiri Sunpa-a-sa**  
Partner  
LS Horizon Limited

**Sunpasiri Sunpa-a-sa's** practice focuses mainly on corporate and commercial issues, M&A, franchise, construction, real estate and property development areas. He has very extensive experiences in M&A, from drafting and negotiating sales and purchase agreement, to conducting legal due diligence. He has represented both local and international clients in several cross-border mergers and acquisitions. He obtained his LL.B. from Chulalongkorn University; LL.M., Taxation from De Paul University and CIS/Eastern European Lawyers Program sponsored by the University of the West of England, Bristol.

**12:15 pm Luncheon**

**1:30-2:45 pm**

กรณีศึกษาจาก **Weerawong, Chinnavat & Peangpanor** กลยุทธ์การเจรจาต่อรองในการทำสัญญา สิ่งที่ต้องพิจารณาเพื่อการทำ due diligence และการทำสัญญา สามารถระบุเงื่อนไขสัญญาและข้อกำหนดที่สำคัญสำหรับกฎหมายที่เกี่ยวข้อง รวมทั้งเทคนิคการเจรจาต่อรองเพื่อให้ได้ประโยชน์และเกิดความสูญเสียน้อยที่สุด บ่งชี้ถึงปัญหาและข้อกำหนดเพื่อให้การเจรจาต่อรองประสบผลสำเร็จ

**Case Study**

## KEY STRATEGIC ISSUES FACED WHEN NEGOTIATING A CONTRACT AND CONSIDERING DUE DILIGENCE

- Key considerations of vital contract terms and provisions: choice of law, choice of jurisdiction, risk and indemnification, conflict and dispute resolution when negotiating
- How to negotiate with the parties to get your benefit and minimize your loss
- Addressing problems and criteria for a successful negotiation

**Kudun Sukhumananda**  
Partner  
Weerawong, Chinnavat & Peangpanor Ltd.

**Kudun Sukhumananda** is a partner at Weerawong C&P who specializes in capital markets, mergers and acquisitions, corporate law, banking, and financial services. He has extensive experience in international and domestic share and debenture offerings, mergers and acquisitions, investments, corporate and debt restructuring, and joint ventures. He also specializes in property funds, REITs, and infrastructure funds. Kudun is a Law School lecturer at respected Universities in Thailand on Partnership and Company law, Bankruptcy and Insolvency Law, and Investment Law.

**2:45-3:45 pm**

กรณีศึกษาจาก **The Quant Group** เจาะลึกกลยุทธ์และกระบวนการซื้อกิจการให้ประสบความสำเร็จ การกำหนดกลยุทธ์ในการซื้อกิจการ ปัจจัยที่ต้องพิจารณาในการทำ checklist ของ due diligence รวมทั้งการร่างเอกสารสำคัญ การวิเคราะห์ข้อมูลและเทคนิคการประเมินมูลค่าสำหรับการซื้อกิจการจากบริษัทที่ปรึกษาชั้นนำ

**Case Study**

## BUILDING A SUCCESSFUL DEAL PROCESS - FROM STRATEGY TO COMPLETION

- Setting objectives and strategy for the acquisition process

# Legal & Financial Due Diligence Strategies

## for Successful Acquisitions, JVs & Strategic Alliances

- Factors to consider in designing the due diligence checklist
- Drafting and finalizing necessary documentation
- Analyzing information gathered from the due diligence process
- Valuation techniques for acquisition

**Ratchatawan Mahasaranond**  
Managing Director  
The Quant Group

**Ratchatawan Mahasaranond** is a Managing Director at The Quant Group where she has responsibility in various advisory engagements, company's operation, and managerial roles. She is an expert in upstream oil & gas, and downstream refineries and petrochemicals, mining and utilities sectors. She advised clients on various cross-border investment opportunities including but not limited to coal mines in Australia, petrochemical companies and integrated refinery & retail assets in the Asian region, process technology and EPC businesses. She also advised power utilities players in both domestic and cross border power utilities transactions.

**3:45 pm Afternoon Networking Coffee Break**

**4:00-5:15 pm**

การตรวจสอบทางการเงินและเอกสารทางบัญชีอย่างมีประสิทธิภาพ การระบุถึงขอบเขตของการตรวจสอบระบบการเงินและเอกสารทางบัญชี การประเมินถึงประเด็นสำคัญของธุรกิจที่ทำการซื้อขาย ผลกำไรและกระแสเงินสด โมเดลของการตรวจสอบทางการเงินและเอกสารทางบัญชี ความเสี่ยงในการตรวจสอบระบบการเงินและบัญชี รวมทั้งการรับมือจัดการความเสี่ยง

### EFFECTIVE FINANCIAL DUE DILIGENCE: POINT-BY-POINT REVIEW

- Identifying the scope of financial due diligence
- Assessing the key issues facing a target business, project profit and cash flow
- Reviewing integrated financial due diligence model
- Key risks in financial due diligence and how to deal with them

**Jirayong Anuman-Rajadhon**  
Managing Partner  
JayDee Partners

**Jirayong Anuman-Rajadhon** co-founded JayDee Partners in 2006. JayDee is an SEC approved financial advisory firm where Jirayong is responsible for overall managerial operation. She has been leading the team in advising more than 30 listed and non-listed firms in several types of transactions for example fund raisings, debt restructuring, valuation, independent financial advisory and M&A. Her clients are in various industries such as Media, Banking, Securities, Manufacturing, Renewable Energy and Real Estates. She began her investment banking career with Asset Plus Securities PLC. After Asset Plus, she spent few years with AIA Thailand, Investment Division – Private Equity.

**5:15 pm End of Day One**

## Day Two: Friday, 29 November 2013

**8:00 am Morning Coffee**

**8:45 am Chairperson's Opening Address**

**Archava Smuthranond**  
Partner & Executive Director  
Legal Advisory Council Ltd.

**9:00-10:15 am**

ประเด็นการเสวนา ประเด็นสำคัญในเรื่องความเสี่ยงและความท้าทายในการดำเนินการตรวจสอบทางด้านกฎหมายและสถานะทางการเงินของบริษัท เพื่อการควบรวม กิจการร่วมค้าและพันธมิตรทางธุรกิจในช่วงเวลาที่มีการเปลี่ยนแปลง การระบุประเด็นสำคัญที่เกี่ยวข้องกับโอกาส ความท้าทายและความเสี่ยงในการตรวจสอบบริษัท สิ่งที่ต้องพิจารณาในกระบวนการตรวจสอบสถานะทางด้านกฎหมายและการเงินของบริษัท มุมมองทางด้านกฎหมายก่อนทำการควบรวม กิจการร่วมค้าและพันธมิตร

ทางธุรกิจ การปฏิบัติตามข้อกำหนดและความซื่อสัตย์ในการตรวจสอบบริษัท พร้อมรับฟังสิ่งที่ควรเรียนรู้และสาเหตุที่ทำให้ล้มเหลว

### ROUNDTABLE DISCUSSION: CRITICAL RISKS & KEY CHALLENGES IN CONDUCTING A LEGAL & FINANCIAL DUE DILIGENCE PROCESS FOR M&A, JVS & STRATEGIC ALLIANCES IN VOLATILE TIME

- Identifying challenges, opportunities and risks in due diligence for M&A, JVs & strategic alliances
- Key considerations and issues in legal & financial due diligence process
- Legal aspects during pre-M&A, JV & strategic alliance phase to close transactions successfully
- Conducting effective compliance and integrity due diligence
- Lessons learned and common reasons for failure

**Moderator:**

**Archava Smuthranond**  
Partner & Executive Director  
Legal Advisory Council Limited

**Panelists:**

**Nitikorn Sriksirin**  
Executive Vice President  
Asia Plus Advisory Co., Ltd.

**Nitikorn Sriksirin** has been in the financial service sector throughout his career. At Asia Plus, he leads the deal execution team in various financial advisory assignments including M&A, IPO, Valuation, Due Diligence, Corporate Restructuring, IFA and other financial/corporate advisory work. His experience spans over various industries including food, autoparts, consumer products, energy, industrial products, agribusiness, telecommunication and electronics. Prior to joining Asia Plus, Nitikorn spent six years with Crosby group, a UK-based private equity house. His responsibilities included deal sourcing, due diligence, execution and investment monitoring.

**Titiwat Kuvijitsuwan, CFA**  
Managing Director  
Accretive Capital Real Estate  
(Former Group Director of Acquisition - Minor International PCL)

**Titiwat Kuvijitsuwan** founded Accretive Capital Real Estate (ACRE) to advise and invest alongside investors aspired to achieve compelling risk-adjusted returns on real estate investments. He brings broad-based global real estate knowledge and hands-on investment execution expertise to private and institutional partners. From his decade of real estate experience with Lehman Brothers – Global Real Estate Group and Minor International PCL as Group Director of Acquisition and Partnership, Titiwat originated and executed deals totaled \$1.7 billion covering comprehensive range of real estate in various positions within the capital structure. In addition, Titiwat is well-versed in Property Fund/REIT, asset securitization, capital raising and NPLs.

**Jirapong Sriwat**  
Counsel  
Nishimura & Asahi (Thailand) Co., Ltd.

As Counsel and the founder of Nishimura & Asahi's Bangkok office, **Jirapong Sriwat** leads the Thai practice and advises on a wide range of international corporate finance, merger-and-acquisition transactions and restructurings. His expertise is advising, structuring and leading complex transactions both within and outside of Thailand. He regularly represents, among others, Thai, Japanese and international investors, international investment banks, international private equity investors, hedge funds and international corporations and financial institutions. He joins Nishimura & Asahi's Bangkok office from Linklaters where he worked for nine years.

**10:15 am Morning Refreshments & Networking**

**10:30-11:30 am**

การตรวจสอบสถานะทางกฎหมายของบริษัทในการร่วมลงทุนสำหรับการควบรวม ซื้อกิจการและกิจการร่วมค้า วิเคราะห์และทำความเข้าใจ ประเด็นทางกฎหมายในกิจการร่วมค้าและการซื้อกิจการ ขอบเขตของการตรวจสอบเอกสาร

# Legal & Financial Due Diligence Strategies

## for Successful Acquisitions, JVs & Strategic Alliances

สารทางกฎหมาย การลดความเสี่ยงทางกฎหมายและข้อผิดพลาด รวมทั้งเทคนิคที่ประสบความสำเร็จในการจัดการตรวจสอบสถานะของบริษัท

### LEGAL DUE DILIGENCE FOR M&A AND JVS TRANSACTIONS

- Analyzing the legal aspects of the company and its business
- Scope of due diligence investigation/materiality
- Key issues to be considered
- Minimizing the dangerous M&A and JVs legal risks & pitfalls
- Practical and successful techniques for conducting due diligence

**Jirapong Sriwat**  
Counsel

**Nishimura & Asahi (Thailand) Co., Ltd.**

11:30 am-12:30 pm

กรณีศึกษาจาก DFDL รับฟังมุมมองและเทคนิคในการตรวจสอบสถานะทางกฎหมายอย่างประสบความสำเร็จในเอเชียตะวันออกเฉียงใต้ การตรวจสอบกิจการและบริษัทรวมทุนที่สำคัญในเอเชียตะวันออกเฉียงใต้ และประเทศไทย ขอกฎหมายที่ควรพิจารณาทั้งในและนอกประเทศ ข้อตกลงและพันธกรณีในการตรวจสอบบริษัท การจัดหาคู่ค้าทางธุรกิจที่เหมาะสมเพื่อการเจรจาที่ประสบความสำเร็จ ปัญหาที่เกิดขึ้นและแนวทางแก้ไข

### **\*SUCCESSFUL LEGAL DUE DILIGENCE STRATEGIES IN SOUTHEAST ASIA: KEY ISSUES & PRACTICAL CONSIDERATION**

- Examining landmark acquisitions & JVs in Southeast Asia and Thailand
- Legislation considerations for both local and foreign partners
- Due diligence requirements, agreements and obligations
- Sourcing the right partner for achieving successful deal
- Potential problems in due diligence and how to resolve them

**Audray Souche**  
Senior Legal Adviser, Deputy Managing Director Thailand  
DFDL Legal and Tax

**Audray Souche** is a French trained legal adviser. She has over ten years of legal experience in the Southeast Asia region - Cambodia, Lao PDR, Thailand, Vietnam - (around eight years practicing law with DFDL). Her practice includes diverse areas, such as foreign direct investment, mergers and acquisitions and infrastructure and project finance. Audray is Head of the Clean Energy Division and Deputy Head of Regional Energy, Mining and Infrastructure Practice Group. She speaks French, English and German.

**Kraisorn Rueangkul**  
Senior Legal Adviser  
DFDL Legal and Tax

**Kraisorn Rueangkul** specializes in public private partnership, international finance, corporate finance with an emphasis on corporate transactions, mergers and acquisitions, real estate financings, aviation, infrastructure and renewable energy project. He experienced in cross-border mergers, investments in Mekong region. Kraisorn also has in-depth expertise in dispute resolution for fixed price oil and gas sale schemes, energy matters, international investment law, corporate and human resources & employment, and competition law matters. He holds a LL.M. from Durham University, UK, and an LL.B. from Thammasat University, Thailand. Kraisorn speaks Thai and English.

*\*This presentation will be in English & Thai.*

12:30 pm Luncheon

1:45-3:00 pm

การตรวจสอบภาษีและการวางโครงสร้างทางภาษีในการควบรวมและซื้อกิจการเพื่อปรับปรุงประสิทธิภาพในแง่ของภาษี รับฟังขอบเขตทางภาษีในการซื้อกิจการ ข้อผิดพลาดทางภาษีที่สำคัญและมักพบได้จากการตรวจสอบกิจการ ข้อปฏิบัติทางภาษีและภาระภาษีที่ซ่อนอยู่ การประเมินความเสี่ยงทางภาษีในการควบรวมและซื้อกิจการ การวางแผนทางภาษีอย่างมีประสิทธิภาพหลังการควบรวมและซื้อกิจการ

### TAX DUE DILIGENCE AND TAX STRUCTURING ON M&A TRANSACTIONS TO IMPROVE TAX EFFICIENCY

- Identifying the scope of tax due diligence review
- Structuring M&A deals to minimize taxes

- Major tax exposures found from tax due diligence
- Tax compliance, hidden tax liability and tax attributes
- Evaluating tax risks in M&A
- Post-deal integration planning to achieve tax efficiency

**Pongkamon Sangthien**  
Tax Director  
Baker Tilly Thailand

**Pongkamon Sangthien** has extensive experience in providing tax advice and tax compliance in the areas of corporate taxation and personal taxation. Her experience in corporate taxation covers corporate income tax including taxation for businesses with Board of Investment (BOI) promotion, VAT, specific business tax, withholding tax, stamp duty, house and land tax and customs duty. She also has experience in personal taxation for both locals and expatriates including tax equalization, tax due diligence, tax & customs duty dispute, investigation and litigation, and domestic and international tax planning. Prior to joining Baker Tilly, Pongkamon worked with audit firm Arthur Andersen and law firm Baker & McKenzie.

3:00-4:00 pm

กลยุทธ์กำหนดราคาโอนสำหรับการควบรวมกิจการและกิจการร่วมค้า อัปเดตข้อกำหนดทางด้านราคาโอนในประเทศไทย ปัญหาสำคัญในการกำหนดราคาโอนอันเกิดจากการควบรวมและซื้อกิจการ การจัดการความเสี่ยงจากการกำหนดราคาโอนในประเทศไทย รวมทั้งรับฟังกรณีศึกษาจากผู้เชี่ยวชาญทางด้านกำหนดราคาโอน

### STRATEGIC TRANSFER PRICING FOR M&A AND JV DEALS

- Updating and reviewing Thailand transfer pricing requirements
- Common transfer pricing issues in respect of M&A and JV deals
- How to manage the transfer pricing risks in Thailand
- Learning from precedent case studies

**Peerapat Poshyanonda**  
Partner  
PricewaterhouseCoopers Legal & Tax Consultants Ltd.

**Peerapat Poshyanonda** joined PricewaterhouseCoopers Legal and Tax Consultants Ltd. ("PwC") in 1995. Peerapat is the tax partner leading the Corporate Tax business unit and the Transfer Pricing team under the Corporate Tax business unit. Prior to joining PwC, he worked for the Policy and Planning Division of the Thai Revenue Department for eight years. At PwC, Peerapat has been reviewing transfer pricing practices adopted by multi-national companies in Thailand in a wide range of industries such as pharmaceutical, electronics, automotive, food, textile, consumer goods, trading, banking, insurance, etc.

4:00 pm Afternoon Networking Coffee Break

4:15-5:15 pm

กรณีศึกษาจาก Mazars การประเมินทรัพย์สินทางปัญญา (IP) และการตรวจสอบบริษัท ปัญหาและการพัฒนาด้านกฎหมายของการตรวจสอบทรัพย์สินทางปัญญา วิธีการประเมินคุณค่าสินทรัพย์ที่ไม่มีตัวตน ข้อควรพิจารณาที่มีผลกระทบต่อค่าสิทธิบัตร การหลีกเลี่ยงข้อผิดพลาดที่อาจเกิดขึ้นและการขออนุญาตการจดทะเบียนทรัพย์สินทางปัญญา

### **INTELLECTUAL PROPERTY (IP) VALUATION AND DUE DILIGENCE**

- Latest issues and developments in IP due diligence law
- How to identify and value intangible asset
- Due diligence prior to the determination of IP Value
- Special considerations affecting the patent value
- Key mistakes to avoid in acquiring or licensing IP assets

**Wichai Somboonchokpisa**  
Director - Legal  
Mazars (Thailand) Ltd.

**Wichai Somboonchokpisa** is a founding partner of SIAM ILC and WS&P. His experiences cover various areas of laws especially in litigation and other dispute resolution practices. His legal practices has been started since 1993 and cover on various sectors such as contract dispute, corporate, labor, intellectual property and international trade law. He has furnished Thai and foreign clients with a large number of legal advices. He serves the legal advice for numerous clients with Dejudom & Associates and Anek & Associates as heads of litigation department before joining Mazars in 2012.

5:15 pm Chairperson's Closing Remarks and End of the Conference

## Dear Executive,

The region's booming economy has seen an increase in the amount of acquisition activity amongst large corporations and investment authorities. These acquisitions have taken place both in the region and internationally as organizations strive to increase profit growth amidst growing competition. More and more companies are also going into joint venture partnerships and strategic alliances in a bid to reduce risk when entering emerging and new markets. It is imperative for companies who are preparing for M&As, JVs or strategic alliances to be acquainted with and be responsive to the embryonic legal, financial, tax and regulatory issues to ensure seamless and successful transactions.

As "economic crisis" is no longer the buzzword for this time, the world economy is showing some signs of recovery. However, doing acquisitions, JVs and strategic alliances has become no easier than before. After the re-shuffle of the business world, potential buyers and sellers are seeking new and better models in partnership strategy. They need to come back to rethink how to wield acquisitions, JVs and strategic alliances tools to better enhance company competency and achieve the sustainable corporate development.

Continuing the success of our last year's event, **Asia Business Connect** will again organize a 2-day conference on "**Legal & Financial Due Diligence Strategies for Successful Acquisitions, JVs & Strategic Alliances**" designed to take you through all steps of the procedure in a straightforward and practical manner. It will cover impacts on the decisions to be made by all the key parties concerned - including legal, financial, tax & strategic practitioners, legal & finance advisor as well as lenders, issuers and investors. Preparing M&As, JVs & strategic alliance well, through a high standard of due diligence builds trust and knowledge, which can become the foundation of success of a brand new organization after the deal is completed.

This significant 2-day conference will provide experts' and insiders' perspectives on crucial strategies for navigating the changing nature of due diligence in today's M&As, JVs and strategic alliances transaction. Participants will hear more about legal, commercial, tax, financial due diligence, due diligence strategies & tactics as well as other areas, such as critical risk issues including success case studies of leading organizations as conference highlights.

**Your partner in success,  
Asia Business Connect Co., Ltd.**

### The crucial topics to be highlighted are:

- Legal issues and regulatory requirements for business acquisition
- Effectively structuring acquisitions, joint ventures and strategic alliances deals
- Effective financial due diligence: point-by-point review
- Legal due diligence for M&A and JVs transactions
- Tax due diligence and tax structuring on M&A transactions to improve tax efficiency
- Building a successful deal process - From strategy to completion
- Practical issues and applications of commercial due diligence
- And much more...

28-29 November 2013 ❖ The Landmark Bangkok

## LEGAL & FINANCIAL DUE DILIGENCE STRATEGIES FOR SUCCESSFUL ACQUISITIONS, JVS & STRATEGIC ALLIANCES

### WHO SHOULD ATTEND

This conference is specially designed for **Managing Directors, Directors, Vice Presidents, Senior Managers and General Managers who are responsible for Legal and Finance, in the following positions:**

- ❖ Chief Counsel/General Counsel
- ❖ Chief Financial Officers
- ❖ Corporate Legal Counsel
- ❖ Deputy General Counsel
- ❖ Corporate Legal Directors/Managers
- ❖ Corporate Legal Advisors
- ❖ Legal Affairs Directors/Managers
- ❖ Finance Directors/Managers/Controllers
- ❖ Heads of Corporate Finance, Tax & Investment Managers
- ❖ Heads of Corporate Finance
- ❖ Heads of Corporate Planning
- ❖ Senior Legal Practitioners
- ❖ Business Development Directors/Managers
- ❖ Bankers and Investment Advisors
- ❖ Heads of Investment Banking
- ❖ Heads of Tax
- ❖ Tax & Investment Managers
- ❖ Legal Consultants

### WHY YOU SHOULD ATTEND

- ✓ **Pay attention** to regulatory and policies requirements for due diligence process
- ✓ **Understand and ensure** your organization will be gaining maximum value through due diligence
- ✓ **Winning** strategies for acquisitions, JVs and strategic alliances
- ✓ **Assess** how risky/important this deal is to you and decide upon the due diligence budget and investment
- ✓ **Improve** your tax efficiency of the transaction
- ✓ **Enhance** negotiation tactics with the parties to get your benefit and minimize your loss
- ✓ **Update and review** Thailand transfer pricing requirements
- ✓ **Monitor** critical risks in conducting legal & financial due diligence for M&As, JVs & Strategic Alliances
- ✓ **Grasp** concrete techniques and guidance directly from leading-edge professionals
- ✓ **Network** with legal and finance practitioners and expert consultants to obtain practical insights

### FOR ENQUIRIES AND REGISTRATION:

CALL +66 (0) 2 714 1616 OR FAX +66 (0) 2 714 1819 OR  
E-MAIL TO [info@asiabusiness-connect.com](mailto:info@asiabusiness-connect.com)

# Legal & Financial Due Diligence Strategies

for Successful Acquisitions, JVs & Strategic Alliances

28-29 November 2013 ❖ The Landmark Bangkok

## EASY WAYS TO REGISTER



**HOTLINE:** +66 (0) 87 029 3939



**TELEPHONE:** +66 (0) 2 714 1616 (Automatic Line)



**FAX:** +66 (0) 2 714 1819



**E-MAIL:** info@asiabusiness-connect.com

**WEBSITE:** www.asiabusiness-connect.com

**ENQUIRIES:** Please call our Hotline: +66 (0) 87 029 3939 if you need more information about the conference.

Yes! Please register the following delegate(s):

<b>Company:</b> _____	Nature of Business: _____
Address: _____	
_____	Postcode: _____ Country: _____
Tel: _____ Fax: _____	Company E-mail Address: _____
<b>Approving Manager:</b> [Mr/Mrs/Ms] Name: _____	
Position: _____	Business E-mail: _____
<b>Booking Contact:</b> [Mr/Mrs/Ms] Name: _____	
Tel: _____ Fax: _____	Position: _____
_____	Business E-mail: _____

(Please photocopy for more delegates. Kindly fill in the registration form in English)

1) [Mr/Mrs/Ms] Name: _____	Position: _____
Department: _____	Business E-mail: _____
Direct Line: _____	Mobile: _____
2) [Mr/Mrs/Ms] Name: _____	Position: _____
Department: _____	Business E-mail: _____
Direct Line: _____	Mobile: _____
3) [Mr/Mrs/Ms] Name: _____	Position: _____
Department: _____	Business E-mail: _____
Direct Line: _____	Mobile: _____

Enjoy  
**Early Bird Fee**  
Register and pay by  
**21 October 2013**

**10% discount** for  
a group of minimum  
3 registrations from the  
same company

## REGISTRATION FEE (Please check as appropriate)

Fee per Delegate (Fee includes lunch, refreshments, and full conference documentation)	Conference (28-29 November 2013)			
	Early Bird		Normal	
	<input type="checkbox"/> For Group Registration of 3 or more	<input type="checkbox"/> For 1-2 Registrations	<input type="checkbox"/> For Group Registration of 3 or more	<input type="checkbox"/> For 1-2 Registrations
Registration Fee per Delegate	20,250.00	22,500.00	22,050.00	24,500.00
VAT 7%	1,417.50	1,575.00	1,543.50	1,715.00
<b>TOTAL (Baht)</b>	<b>21,667.50</b>	<b>24,075.00</b>	<b>23,593.50</b>	<b>26,215.00</b>

FOR OFFICIAL USE CODE 1043

## METHOD OF PAYMENT

**Cheque/Bank Draft:** Please cross cheque or bank draft made payable to: Asia Business Connect Co., Ltd.

**PAY IN** "Asia Business Connect Co., Ltd."

## ASIA BUSINESS CONNECT CO., LTD.

1033 Sukhumvit Road, Klongton-Nua, Wattana, Bangkok 10110

Payment prior to the conference is required to complete your registration. An admission form will be sent to you prior to the conference. Walk-in delegates with payment will be admitted subject to space availability.

**FOR NORMAL REGISTRATION:** In order to avoid any inconvenient circumstances to delegates at the conference, payment should reach us **7 days** prior to the conference date.

(The organizer reserves the right to amend programs without notice.)  
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## CONFERENCE VENUE: The Landmark Hotel, Bangkok

138 Sukhumvit Road, Bangkok 10110  
T. +66 (0) 2 254 0404 F. +66 (0) 2 252 4221  
www.landmarkbangkok.com

## ABOUT THE ORGANIZER

Asia Business Connect, Thailand's leading conference and training organizer, is managed by a team of dedicated and talented professionals with more than 15 years experience and expertise in conference management and organization as well as training activities for major businesses and their key executives in Thailand and other countries in Asia, which include Singapore, Malaysia and Vietnam. Visit our website at www.asiabusiness-connect.com.

## CANCELLATION AND TRANSFERS

If you are unable to attend, a substitute delegate is welcomed at no extra charge. Kindly provide name and title of the substitute delegate at least 2 working days prior to the conference. A refund less Baht 3,500 administration charge will be made for cancellation received in writing on or before **7 November 2013**. Regrettably, no refund can be made for cancellation received after this date. A complete set of documentation will however be sent to you.

(Asia Business Connect reserved the right to the final decision if any dispute arises.)