

**SGX-SID Growing Enterprise Management Program (GEM)
Enhancing Shareholder Value Through Better Governance
Module 2: Practical Guides for Corporate Actions**

Programme

Co-organised by: Singapore Exchange, Singapore Institute of Directors,
Stamford Law and RSM Chio Lim
Date: **4th August 2010, Wednesday**
Venue: **Marina Mandarin Singapore, Capricorn Level 1**
Time: 9.00am to 12.30pm

This module covers the technical, regulatory and accounting aspects of changes in capital, acquisitions & realizations, and takeover code. The module also covers planning for M&A, best practices in dealing with related parties transactions and interested person transactions.

Course outline

1. In the changes in capital, the participants will examine the pros and cons of share placement, rights issues, convertible instruments, bonus issues, issuance of warrants, capitalization and subdivision, share schemes, scrip dividend scheme and share buyback scheme.
2. The participants will be taught how to plan for an M&A and understand the rules in Chapter 10 of the Listing Manual and the Singapore Takeover Code.
3. The participants will look into best practices and current governance in dealing with related parties transactions. In particular, the participants will examine Chapter 9 Interested Person Transactions and IFRS on the measurement and disclosures of related parties transactions

Biography of Speakers:

Mr Ng Joo Khin, Director, Stamford Law

Mr Ng Joo Khin has nearly 20 years of experience in corporate finance, covering all forms of equity and debt capital raising, including initial and secondary public offerings, private placements, bonus issues and rights issues of listed shares. Joo Khin has been the principal Director for the REIT IPO deals in which Stamford Law has been involved in, and has a well-established reputation as a capital markets practitioner with strong commercial skills and the ability to bring transactions to the market.

Mr Ng has been active in many of Singapore's largest and innovative transactions in recent years and has been recognized as a leading lawyer in the Capital Markets and Corporate Finance category in Asia Law Leading Lawyers.

Mr Bernard Lui, Director, Stamford Law

Bernard Lui's practice focuses on corporate finance, including initial public offerings and placements, as well as on post-IPO, corporate governance and compliance issues. Bernard has been involved in a number of significant corporate finance transactions across a broad spectrum of activities and has developed a strong reputation as a deal-maker who can deliver his client's objectives in innovative style regardless of complexity.

Bernard is recognized as a Leading Lawyer in Legal Who's Who, the Asian Legal Business Magazine and Asia Law Leading Lawyers and has recently been active in providing market-leading advice in Singapore's Catalist market, advising companies which have engaged Stamford Corporate Services Pte. Ltd. as sponsor.

Yap Lian Seng has had more than 16 years of professional experience. His practice encompasses mergers and acquisitions, takeovers (including reverse takeovers, competitive sale processes and acquisition/disposal of shares and assets), corporate finance, and restructuring work. Lian Seng is particularly recognized for his strong deal-making skills, client skills and technical ability.

Lian Seng has been involved in numerous headline transactions, many of which have won awards. He has been named as a Leading Lawyer in several leading legal journals, including AsiaLaw Leading Lawyers. Lian Seng is also a Registered Professional with Stamford Corporate Services. As Continuing Sponsor for a substantial number of Catalyst companies, Lian Seng has advised on first fundraising activities and major acquisitions and disposals undertaken by these companies.

Mr Peter Jacob, Partner, RSM Chio Lim LLP

Peter is a Registered Public Accountant with the Public Accountants Board, Singapore and a Practising Member of the Institute of Certified Public Accountants of Singapore. He is also a Fellow of the Institute of Chartered Accountants in England & Wales, an Associate of the Institute of Chartered Accountants in Australia and Insolvency Practitioners Association of Singapore Limited.

Peter has 24 years of experience since qualifying as a Chartered Accountant, and his portfolio of audit clients included banks, multinational manufacturing companies, local trading groups and many others. In addition to audit services, he was involved in legal support work, due diligence reviews and the provision of expert advice to a number of clients. He had also been involved in consultancy assignments such as the implementation of controls for treasury, construction and inventory operations.

Peter specialises in audit, litigation support/forensic accounting and special assignments. He has acted as Reporting Accountant for several IPOs on the Singapore Exchange. He also sits in the Financial and Business Services Committee of the Singapore International Chamber of Commerce.

Mr Lars Barslev, Director, Valuation Advisory Services, Stone Forest Corporate Advisory Pte Ltd

Lars is head of the valuation advisory team in Stone Forest Corporate Advisory Pte Ltd. He has more than 16 years of experience in the area of Financial Advisory Services. Prior to joining Stone Forest, he was a Senior Manager with the Valuation & Strategy practice at PricewaterhouseCoopers in Denmark/Singapore and an Associate Director with the Valuation & M&A team at KPMG Corporate Finance in Singapore.

In the course of his career, he has advised numerous clients in various industries on issues relating to Business Enterprise Valuation, Forecast Analysis & Verification for IPO purposes, Forecast Analysis for Financial Due Diligence purposes, Valuation for Financial Reporting purposes, Shareholder Value Enhancement and Mergers & Acquisitions. His regional experience spans across Cambodia, Hong Kong, Indonesia, Laos, Malaysia, Thailand and Vietnam with deal sizes in billions of US\$.

Lars has published several articles on subjects such as the implementation of EVATM, Shareholder Value Analysis, Business Enterprise Valuation, Performance Based Compensation and the Application of Statistical Analysis.

Lars holds a BSc degree in Economics and Business Administration and MSc in Economics and Commercial Law from Copenhagen Business School.

**SGX-SID Growing Enterprise Management Program (GEM)
Enhancing Shareholder Value Through Better Governance
Module 2: Practical Guides for Corporate Actions**

Date: 4th August 2010, Wednesday

Venue: Marina Mandarin Singapore, Capricorn Level 1

Programme

8:30am	Registration
9:00am	Changes in Capital
10:30am	Break
10:45am	Interested Person & Related Parties Transactions
11.15am	M&A, Acquisitions & Realizations & Takeover Code
12.30pm	Lunch

**SGX-SID Growing Enterprise Management Program (GEM)
Enhancing Shareholder Value Through Better Governance
Module 2: Practical Guides for Corporate Actions**

Date: **4th August 2010, Wednesday**
Venue: **Marina Mandarin Singapore, Capricorn Level 1**

Registration Form

Please complete the registration form by **30th July 2010** and fax to: **6227 9186**

- Ms Florence Lum, Tel : (65) 6227 2838 / E-mail: florence@sid.org.sg
 - Ms Daphne Wan, Tel ; (65) 6227 2838 / E-mail: daphne@sid.org.sg
- Fees per person: (i) **Non-SID members: S\$340 NETT** (ii) **SID members: S\$270 NETT**

Our company would like to register the following person(s) for the Programme:

1) Name & Designation :

SID Membership : Yes (S\$270 NETT) Membership No. _____
 No (S\$ 340 NETT)

2) Name & Designation :

SID Membership : Yes (S\$270 NETT) Membership No. _____
 No (S\$340 NETT)

Submitted By:

Company Name: _____

Contact Person: _____ Contact No: _____

Mailing Address: _____

E-mail Address: _____ Date Submitted: _____

Payment Option(s):

i) Bank Name/Cheque Number: _____ Total Amount: _____

Cheque Payable to: **Singapore Institute of Directors** Attn: Ms Florence Lum

Mailing address: Singapore Institute of Directors, 3 Shenton Way #15-08, Shenton House, Singapore 068805

ii) Telegraphic Transfer:

Payment details: Bank Name: **DBS Bank Limited**, Branch: **Raffles Place Branch**, Bank Code: 7171,

Beneficiary Name: **Singapore Institute of Directors**, Account Number: **048-016620-2**, Swift Code: **dbsssgsg**

Bank Name: _____ Reference No. _____

(NOTE: ALL BANK CHARGES ARE TO BE BORNE BY THE APPLICANT)

Registration, Refund, Cancellation & Payment Policy

1. Please fax your registration form to 6227 9186 to secure a seat by 30th July 2010
2. Registration form and payment must reach the Secretariat 5 working days before the seminar.
3. SID reserves the right to refuse admission if payment is not received in full and before the seminar.
4. No refund will be given if participant wishes to withdraw from the seminar, however substitute delegates are welcomed, subject to SID being notified at least 2 working day before the seminar of the details of the substitute delegate.
5. A no show fee of S\$270/S\$340 respectively will be charged if participant fails to attend the seminar after registration.