

# **WINNING STRATEGIES** **For M&As, JVs & Business** **Alliances in AEC 2014**

**20-21 May 2014 At Grande Centrepont, Terminal 21**





# MERGERS & ACQUISITIONS

The M&A process demands knowledge, expertise and experience

**Day One:** Tuesday, 20 May 2014 | At Grande Centrepoint, Terminal 21

8:45 am.

**Welcoming Delegate**

9:00-10:00 am.

*(Invited) Mr. Archava Smuthranond  
Partner & Executive Director  
LEGAL ADVISORY COUNCIL LTD*

## Latest Thailand's Legal & Regulatory Updates on Business Acquisition in 2014

- Discovering latest M&A, JV & business alliance rules and requirements in Thailand
- Identifying various regulatory authorities/ bodies and the process involved in M&A, JVs and strategic alliances and guidelines for public companies considering M&A
- Examining foreign investment opportunities, legal requirements and restrictions in foreign ownership, shares and assets in Thailand
- Critical legal and regulatory updates on business acquisition in the Asean Region and changes on M&A deals requirement towards upcoming integration of AEC in 2015

10:00-10:15 am.

**Morning Refreshment**

10:15-11:15 am

*(Invited) Ms. Marcia Wongchirachai  
Senior Vice President, Risk Management  
GE CAPITAL THAILAND*

## Case Study: Incorporating M&A into Your Strategic Plan: Evaluating Pre-M&A, JVs & Business Alliance Transaction Risk to Ensure Success

- Evaluating risks & impact of the deal on shareholder value and evaluating strategic alternatives to acquisition from an economic perspective
- Key drivers of M&A value creation and the alignment with the strategic plan
- Establishing an effective deal sourcing process linked to your strategy
- Prioritising opportunities and managing the pipeline: balancing short-term financial objectives with long-term growth
- Due diligence and post merger integration
- Assessing and increasing your capacity to integrate successfully an acquired company

11:15-12:15 am.

*(Invited) Mr. Suparerk Auychai  
& Mr. Arkrapol Pichedvanichok  
Partner  
ALLEN & OVERY (THAILAND) LTD*

## Effectively Structuring Acquisition, Mergers & Joint Ventures Deals from Negotiation Acquisition Agreements

- Incorporating the legal aspects during pre M&A and JV phase to close transaction successfully
- Obligations and liabilities of the acquiring company and the documentation requirement
- Carrying out appropriate due diligence
- Structure of managing risks pre-acquisition and key elements to include a contract
- Disclosure considerations

12:15-13:15 pm.

**Networking Lunch**

13:15-14:15 pm.

*(Confirmed) Mr. Kudun Sukhumananda  
Partner  
WEERAWONG, CHINNAVAT & PEANGPANOR LTD*

## Key Issues to Consider When Negotiating Acquisition Agreements

- Preparation for negotiation: leveraging bold strategies that enable company to gain alignment with partners on terms that helped capture or preserve financial value
- Strategies, synergies, defenses and corporate organization for the M&A negotiations and bargain power
- How to structure your negotiation to reap greater benefits and reduce risks exposed in the contract
- Successful negotiation in addressing changes, risks, conflict and dispute before acquisition agreement

14:15-15:15 pm.

*(Invited) Mr. Nopporn Wongsatitporn  
Commercial Manager  
BG ASIA PACIFIC PTE LTD*

## Case Study: Navigating Effective Commercial Due Diligence to Minimize Business Alliance Risks

- Identifying key specific areas - how it reduce risk
- Exposing commercial risks
- Key elements of commercial due diligence
- How to collect relevant information
- Uses and applications of commercial due diligence
- Relevance to integration
- Commercial due diligence checklist

15:15-15:30 pm.

**Afternoon Refreshment**


15:30-17:00 pm.

*(Invited) Mr. Veeravi Benyajati  
Assistant Vice President, Legal Department  
SIAM COMMERCIAL BANK PUBLIC CO LTD*

## Strategy Panel: The Current M&A and Investment Climate in Thailand and the Asean: What We can Learn from Recent High Profiles Deals and How Investors Should Proactively Manage their M&A Strategy in Upcoming AEC Era

- Exposing industry analysis of inbound M&A deals, regulations and due diligence
- Discussing outbound &A transactions and other strategic alliances trends and legal requirement in SEA especially Myanmar & Vietnam
- Evaluating strategic alternatives to acquisition: risks, opportunities and challenges to upcoming AEC in 2015
- Key elements in structuring effective M&A, JVs & strategic alliance deals and common financial and legal due diligence pitfalls/ risks
- Determining effective exit strategies and overcoming M&A deadlock
- Case study of companies with successful M&A transaction and why/ lesson learnt





## Tools to help you tackle your M&A issues.

**Day Two: Wednesday, 21 May 2014 | At Grande Centrepoint, Terminal 21**

**8:45 am.**

**Welcoming Delegate**

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

**(Invited) Ms. Ratchatawan Mahasaranond**  
**Managing Director**  
**THE QUANT GROUP**

### Effective Valuation & Pricing Strategies for M&A & Business Alliances at Uncertain Times

- Overview of international valuation methodology, and practical challenges when they are applied to the Thai business
- How to collect documents and information through interviews with senior management from the target company
- Tangible assets evaluation such as old equipment, use right of the land, and adjusting prices according to the different location
- Intangible asset evaluation such as target workforce, IP, technology and R&D
- Public record on customs, reputation and anti-corruption aspect of the target company
- Impact on value: to what extent are a target revenues dependent on questionable payment practices
- How to value a bankrupt company and distressed assets

**10:00-10:15 am.**

**Morning Refreshment**

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

**(Invited) Mr. Titiwat Kuvijitsuan**  
**Managing Partner**  
**ACCRETIVE CAPITAL REAL ESTATE CO LTD**

### Case Study: Performing Effective Financial Due Diligence on Companies to Be Acquired

- Exposing complete financial due diligence checklist
- Reviewing documentation, forecasts and projections
- Analyzing financial position and due diligence framework
- Evaluating key risks in financial due diligence and resolution

**11:15-12:15 am.**

**(Invited) Mr. Praphan Phichaiwatkomol**  
**Partner**  
**SIAM PREMIER INTERNATIONAL LAW OFFICE LTD**

### Enhancing Deal Value and Reducing Costs through Effective Tax Planning

- Quantification of risks using tax due diligence as a commercial tool
- Optimizing tax restructuring plan of the combined company
- Structuring M&A deals to minimize taxes
- Tax compliance, hidden tax liabilities and tax attributes
- Post-deal integration planning to achieve tax efficiency

**12:15-13:15 pm.**

**Networking Lunch**

**13:15-14:15 pm.**

**(Invited) Mr. Niwes Phanchaenworakul**  
**Managing Partner**  
**CHANDLER & THONG-EK LAW OFFICES LTD**

### Managing a Successful Legal Due Diligence Process for M&A, JVs & Business Alliance Deals

- How to manage a successful legal due diligence process
- Key focus of an effective legal due diligence
- Pitfalls and practical guidelines

- Uncovering hidden liabilities
- Ways to minimize legal risks for the Acquirer
- Identifying and managing key challenges

**14:15-15:15 pm.**

**(Confirmed) Mr. Van Sarasin, Ph.D.**  
**Chief Representative, Thailand & Indochina**  
**STIRLING COLEMAN CAPITAL LTD, SINGAPORE**

### Cross Border Deals: Understanding Key Legal, Taxation and Financial Strategies in Offshore Expansion

- Identifying and managing risks in cross-border transaction before and during the deals
- Determining investment valuation for both tangible and intangible assets such as land and right of use
- Pitfalls in cross border due diligence
- Investment protection measures for offshore expansion
- Legislative consideration for both home and foreign partners
- Effective post M&A integration

**15:15-15:30 pm.**

**Afternoon Refreshment**

**15:30-16:30 pm.**

**(Confirmed) Mr. Mongkol Vutthithanakul**  
**Partner**  
**PRICESANOND PRAPHAS & WYNNE LTD**

### Protecting Intellectual Property (IP) during M&A, JVs & Business Alliances

- Evaluation of IP rights - patents, trademarks, copyrights and trade secrets, etc. due to IP due diligence law
- Importance of commercial value of IP
- Managing your IP rights - how to safeguard your rights
- Dealing with IP tension on mergers: possible areas of dispute and tips for dispute resolution

**16:30-17:30 pm.**

**(Invited) Mr. Waris Pantumapol**  
**Assistant to CEO, Business Development & Strategic Planning**  
**MITR PHOL SUGAR CORPORATION LTD**

### Case Study: Success Factors Post-Deal: Ensuring Winning Acquisitions/ Joint Ventures

- Implementation a smooth management integration process
- Leadership transition and succession planning
- Generating internal support for the transaction
- Evaluation synergies
- Aligning growth strategy and financial objectives
- Cross-reduction strategies
- Enhancing business expansion through knowledge, technology and resource sharing



# REGISTRATION FORM

WINNING STRATEGIES FOR M&A, JVs & BUSINESS ALLIANCES IN AEC 2014

**THE EXECUTIVE  
ALLIANCE CO LTD**

บริษัท เดอะ เอ็กิแซคคิวทีฟ อลิอันซ์ จำกัด

**1st DELEGATE:** Mr./ Ms./ Mrs./ Dr./ Others

First Name	
Last Name	
Position	
Email	
Telephone	

**2nd DELEGATE:** Mr./ Ms./ Mrs./ Dr./ Others

First Name	
Last Name	
Position	
Email	
Telephone	

**3rd DELEGATE:** Mr./ Ms./ Mrs./ Dr./ Others

First Name	
Last Name	
Position	
Email	
Telephone	

Company Name

Postal Address

Telephone/ Fax

Approving Manager

Manager Job Title & Email

Booking Contact Person

Booking Contact Tel & Email

*(Please photocopy for additional delegates and kindly fill in the form in English)*

**PRICES & SAVINGS:** Register & Pay Early for Savings Benefits

One Delegate Payment (Lunch, refreshments and documents provided)	EARLY-BIRD 1 (Expires 21 MARCH)	EARLY-BIRD 2 (Expires 22 APRIL)	NORMAL (After 22 APRIL)
Registration	19,900.00	21,900.00	23,900.00
- 3% Withholding Tax	597.00	657.00	717.00
+ 7% VAT	1,393.00	1,533.00	1,673.00
<b>TOTAL PAYMENT</b>	<b>20,696.00</b>	<b>22,776.00</b>	<b>24,856.00</b>

(Withholding Tax Deduction is applicable for corporate only, not individual)

## SPECIAL PRIVILEGES !

- ✓ **3 For 1 Free!** (One Complimentary Seat for Every 3 Seat Reservation)
- ✓ **Free WiFi Access** in the Forum

## HOW TO REGISTER



**Reservation:** 02 186 2671



**Email:**  
register@executive-all.com



**Fax:** 02 186 2672



**Register Online:**  
www.executive-all.com

## HOW TO PAY

- ☐ **DIRECT BANK TRANSFER**  
Pay-in to our bank account at  
**BANK:** Kasikorn Bank,  
Siam Paragon Branch  
**ACCOUNT NAME:**  
THE EXECUTIVE ALLIANCE  
CO., LTD.  
**ACCOUNT NO:** 738-1-01707-3  
\*Please fax pay-in slip & a copy of  
withholding tax to 02-186-2672
- ☐ **CROSS CHEQUE/ BANK DRAFT**  
Payable to "THE EXECUTIVE  
ALLIANCE CO., LTD."

## ENQUIRIES:

Please call our reservation assistant at  
Tel: 02 186 2671 Fax: 02 186 2672

## HOTEL VENUE:

**GRANDE CENTREPOINT TERMINAL 21**

88 Sukhumvit Soi 19,

Sukhumvit Road, BKK

Tel: 02 630 6345

(BTS/BMS:

Asoke Station)



## CANCELLATIONS & REFUND POLICY:

**IF YOU ARE REGISTERED BUT CAN'T ATTEND:** The Executive Alliance must be notified by a written, telephone or email consent before **6 February 2014**. Regrettably, no refund will be made for cancellation received after this date. A complete set of documentation will be delivered to you after the event. Failure to notify will forfeit of any obligation by The Executive Alliance. Substitution may be sent in your place without prior notification. Kindly provide name and title or substitute delegate at least 2 working days prior the event. Due to confidential copyright material of The Executive Alliance, no tape recording will be permitted under any circumstances. The Executive Alliance conducts conferences and training in Thailand. The Executive Alliance reserves the right to make any adjustments necessary without prior notice to our clients. We will always attempt to notify all our clients about any changes we made in a sensible, timely manner.

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