

Asian Business Dialogue on Corporate Governance 2003

Thinking Strategically about Governance

October 16, 2003

Organiser :



Asian Corporate Governance Association

The Ballroom, The Ritz-Carlton
3 Connaught Road Central, Hong Kong

A high-level and practical discussion on the strategic corporate governance imperatives facing investors and companies in Asia. Panelists will represent institutional investors, leading companies, financial and professional intermediaries and development banks.

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Keynote Speeches and Conference Overview

9 am - 9.10 am

Introductory Remarks

Ambassador Linda Tsao Yang

Chair, Asian Corporate Governance Association

Former US Executive Director, Asian Development Bank, Manila

9.10 am - 9.45 am

Keynote Speech

“Corporate Governance and Private Sector Development in Asia: The Financing Challenge”

Mr. Jin Liqun

Vice President (Operations 1), Asian Development Bank, Manila

Former Vice Minister, Ministry of Finance, Beijing, China

9.45 am - 11 am

SESSION 1: Asia Progress Report

11 am - 11.30 am

Coffee Break

11.30 am - 12.45 pm

SESSION 2: Shareowner Activism

12.45 pm - 2.15 pm

Luncheon Keynote

“The Critical Role of Company Courts in Fostering Good Corporate Governance”

Justice Jack B. Jacobs

Supreme Court of Delaware, State of Delaware, United States

Former Vice Chancellor of the Delaware Court of Chancery

Location: The Harbour Room, Level 3, The Ritz-Carlton

2.30 pm - 3.45 pm

SESSION 3: Stakeholder Imperatives

3.45 pm - 4.15 pm

Coffee Break

4.15 pm - 5.30 pm

SESSION 4: Thinking Strategically about Governance

5.30 pm - 5.45 pm

Conference Summary

Mr. Peter Sullivan

Chairman and Chief Executive, Lombard Investments, Inc., San Francisco

6 pm - 8 pm

ACGA Annual Cocktail Reception

Location: The Harbour Room, Level 3, The Ritz-Carlton

All delegates are welcome to attend the evening reception.

Panel Discussions

9.45 am - 11 am

SESSION 1: Asia Progress Report

Has corporate governance in Asia improved? In form, in substance, or both? Have real, notable improvements occurred that have helped to rebuild investor trust, either in large listed companies, smaller listed entities, private companies or privatised state enterprises? What innovative steps are being taken to strengthen systems of disclosure and accountability?

Drawing on perspectives from the investment, corporate and legal sectors, this session will also focus on such timely questions as:

- Governments remain the main catalyst for corporate governance reform in Asia. What are the pros and cons of such a top-down approach?
- What steps have regulators taken to energise enforcement and ensure markets are not “over-regulated and under-enforced”?
- How are current legal systems helping or hindering shareowner activism? Will class action become a viable, effective tool to protect shareholder rights?

Moderator

Mr. Jinwon Park

Senior Foreign Legal Consultant, Shin & Kim, Seoul

Former independent director, Hyundai Heavy Industries, and other Korean listed firms

Panelists

Mr. Vincent Duhamel, CFA

Senior Principal and Chief Executive, State Street Global Advisors Asia, Hong Kong

Member, Hong Kong Securities and Futures Commission Shareholders Group

Mrs. Lalita Gupte

Joint Managing Director, ICICI Bank Limited, Mumbai, India

Mr. Ko-Yung Tung

Senior Partner, O’Melveny & Myers, New York

Former General Counsel and Vice President, World Bank

11.30 am - 12.45 pm

SESSION 2: Shareowner Activism

What impact have active minority shareowners had on corporate governance reform in Asia? What tangible changes have they brought to companies? What lessons can Asia learn from experiences in other parts of the world?

Drawing on perspectives from the public equity, private equity and investment banking sectors, this session will also consider issues such as:

- What issues surprise investors as they press management for changes?
- What strategies work or do not work in the restructuring of investee-company governance? What are the one or two most valuable lessons they have learned?
- How are asset managers incentivised by their clients (the major pension funds) to undertake research and a more proactive role in governance matters?
- Are shareholder proxy services encouraging more active participation in proxy voting?

Moderator

Mr. Pote Videt

Managing Director, Private Equity (Thailand) Co., Ltd, Bangkok

Member, Council of Economic Advisors to the Prime Minister of Thailand

Panelists

Mr. Taiji Okusu

Managing Director and Vice Chairman, UBS Warburg Japan, Tokyo

Member, Board of Governors, International Corporate Governance Network

Mr. Robert Storer

Executive Director, Alaska Permanent Fund Corporation, Juneau, Alaska

2.30 pm - 3.45 pm

SESSION 3: Stakeholder Imperatives

How should companies in Asia respond to the many new demands being placed on them — not just by investors but also other stakeholders such as creditors, insurers, listing sponsors, professional advisers, regulators and society at large — for more transparency and accountability?

Drawing on perspectives from the insurance, securities and corporate sectors, this panel will also consider questions such as:

- Is the management of stakeholder demands mostly a matter of common sense and good business practice? Or are new technologies and systems — in accounting, auditing, financial reporting and communication — necessary to meet new regulations and higher standards?
- What impact is the Sarbanes Oxley Act of 2002 having on the relationship between Asian listed companies and their financial advisers or auditors?
- What are investment banks doing to raise governance standards through new debt or equity issues?

Moderator

Mr. James Prieur, CFA

President and Chief Operating Officer, Sun Life Financial, Toronto

Panelists

Mr. Gary Coull

Executive Chairman, CLSA Asia-Pacific Markets, Hong Kong

Executive Chairman, CLSA Private Equity and director of listed companies in Hong Kong

Mr. George Tahija

President Director, PT. Austindo Nusantara Jaya, Jakarta

4.15 pm - 5.30 pm

SESSION 4: Thinking Strategically about Governance

Corporate governance is becoming an important element in the way that companies and investors do business in Asia. How are companies integrating governance issues into their business strategies and operations? Given that implementing governance reforms can be challenging, how can companies get the most out of the time and effort invested? Likewise, how can investors ensure that the benefits of activism enhance an investee company's competitiveness and long-term viability?

Building upon the issues discussed in previous sessions, this panel will also consider useful tools and strategies, including for companies:

- Engaging an independent consultant to assess or rate your corporate governance against both international and local best practices.
- Prioritising and phasing in reforms to maximise benefits and contain costs.
- Internal training at different levels within an organisation.

And for investors:

- Corporate governance units (within an investment fund).
- Shareholder agreements.
- Private engagement or public activism?
- Focus funds.

Moderator

Mr. Douglas Pearce

CEO/CIO, British Columbia Investment Management Corporation, Victoria, Canada

Panelists

Mr. Varun Bery

Managing Director, Telecom Venture Group, Hong Kong

Mr. V-Nee Yeh

Chairman, Hsin Chong Construction, Hong Kong

Co-founder, Value Partners Ltd, an investment fund specialising in Greater China

Acknowledgements

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Asian Business Dialogue on Corporate Governance 2003:

- Keynote Speakers — Mr. Jin Liqun and Justice Jack B. Jacobs — and all our moderators and speakers for giving of their time and, in some cases, travelling long distances to participate.
- Principal Sponsors — Chubb, CLSA Asia-Pacific Markets and Lombard Asian Private Investment Company — for their continued and generous assistance.
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- Mr. Lawrence S. Schaner of Jenner & Block, LLC, Chicago and Mr. Takeshi Kadota of Mitsubishi Corp, Tokyo for kindly assisting with programme development.

ACGA also gratefully acknowledges the support of the following business association:



Registration Form

Fax this form to Jessica Ko on (852) 2878 7288 or post to Room 3403, Citibank Tower, 3 Garden Road, Hong Kong. Tel: (852) 2878 3733 Email: jessica@acga-asia.org

I wish to reserve _____ seat(s) for the "Asian Business Dialogue on Corporate Governance 2003"
@ HK\$3,500 (US\$450) per place.

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Overseas delegates who wish assistance in booking a hotel room, please contact Jessica Ko, ACGA Administrator, on (852) 2878 3733 or jessica@acga-asia.org

ACGA Members

Corporate members of ACGA are entitled to one complimentary seat at the conference and may buy additional seats at a 40% discount.

Payment options: May be in Hong Kong or US dollars.

Payment by cheque: Please make your cheque out to the "Asian Corporate Governance Association Ltd"

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HSBC account No. 500-510086-838
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Asian Corporate Governance Association

The Asian Corporate Governance Association (ACGA) is a non-profit membership association dedicated to advising and supporting investors, companies and regulators in the implementation of effective corporate governance in Asia. In recent years we have:

- Tracked corporate-governance developments across 11 countries in Asia and carried out independent research into issues of relevance to investors and companies.
- Created a website (www.acga-asia.org) that centralises information on corporate governance in Asia and provides updated news items.
- Formed the "ACGA Investor Discussion Group", a platform through which institutional investors can share ideas and concerns on governance matters.
- Developed exclusive services and tools for ACGA members.
- Developed the "ACGA Quick Assessment", a service that assesses companies against international best practices and advises them on how to improve their governance.
- Developed a modular training course for senior executives and directors.
- Presented at almost 100 conferences, seminars and training courses around the region.
- Regularly spoken to the media across Asia.
- Given input or support to regulators in several countries.

ACGA was founded in 1999 by Lombard/APIC, a private equity fund management company, in cooperation with a board of senior executives and professionals from around Asia. Lombard continues to be a major sponsor. Other Founding Corporate Sponsors include: Chubb Insurance, CLSA Asia-Pacific Markets and Sun Life Financial Asia.

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Our aim is to build an effective network of members who support ACGA's goal of advancing governance reform that is both disclosure-based and market-driven. Members include:

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- Credit Agricole Asset Management (HK)
- Hermes Pensions Management
- Hewitt Associates
- Hong Kong University of Science and Technology
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