



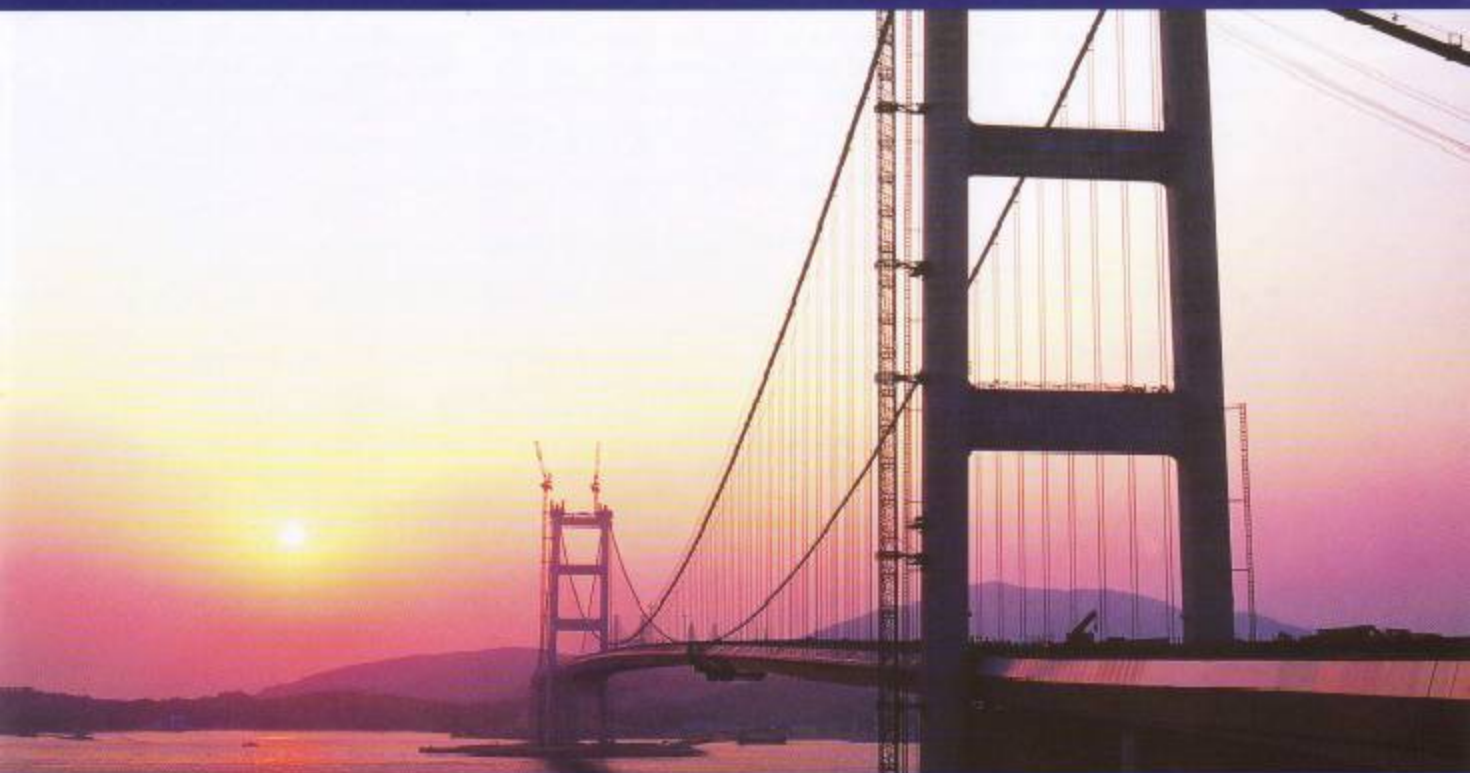
中国国际贸易促进委员会

China Council for the Promotion of International Trade (CCPIT)

LOYENS  LOEFF

WHITE & CASE
LIMITED LIABILITY PARTNERSHIP

主办 / Present



超越法律和税收的障碍： 中国企业海外投资高层研讨会

China Outbound:

A Seminar on What Chinese Companies Need
to Know about Expanding Overseas

北京港澳中心瑞士酒店 - 2005年7月15日
朝阳门北大街2号, 北京邮编 100027, 中国
Swissotel Hotel, Beijing - 15 July, 2005
No. 2 Chao Yang Men, Bei Da Jie, Beijing 100027, PR China

上海静安希尔顿饭店 - 2005年7月18日
华山路250号, 上海邮编 200040, 中国
Hilton Hotel, Shanghai - 18 July, 2005
No. 250 Hua Shan Road, Shanghai 200040, PR China

共同主办

in association with

WOO YUN KANG JEONG & HAN

描述 / DESCRIPTION

中国公司的商务环境正处在迅速的变动中。在中国境外进行投资不单在商业上是合理的，并且对企业的生存愈来愈重要。但中国公司如何进入其它市场？它们必须注意哪些问题以避免犯下代价昂贵的错误？本研讨会将会讨论这些问题并且提供如何为在外国市场进行的收购和投资设计结构及执行这些项目的非常专业及务实的资料。本研讨会将涵盖非常重要的外国及中国法律、税务、监管及融资问题，本研讨会还将会侧重围绕一项关于中国企业向海外扩张的个案研究进行探讨。

所有发表的演说将即时传译为中文。出席本研讨会与会者不需支付任何费用。

The business environment for Chinese companies is changing rapidly. Investing outside of China not only makes commercial sense but is becoming increasingly important for corporate survival. But how do Chinese companies go about entering other markets and what are the issues they must be aware of in order to avoid costly mistakes? This seminar will address these issues and provide highly professional and practical information on how to structure and execute acquisitions and investments in foreign markets. The seminar will cover crucial foreign and Chinese legal, tax, regulatory and financing issues and will be centered around a case study of a Chinese enterprise expanding abroad.

All presentations will be simultaneously translated into Chinese. Attendance is free of charge.

谁适合与会 / WHO SHOULD ATTEND

考虑海外投资和/或扩张的中国内资企业的执行官、首席财务官、首席法律顾问以及主要业务经理。

Executives, chief financial officers, chief legal officers, and key business managers of domestic Chinese enterprises and businesses contemplating investment and/or expansion of operations abroad.

共同主办的律师事务所 / ABOUT THE CO-HOSTING LAW FIRMS

WHITE & CASE
LIMITED LIABILITY PARTNERSHIP

伟凯律师事务所

伟凯律师事务所于1901年在美国纽约创立，是一家国际性律师事务所，现有1,900名律师分别驻在25个国家38个办事处。在亚洲，伟凯约有200名律师驻在其办事处或与其联营的律师事务所。伟凯的中国业务部由驻其香港、北京和上海办事处的40多名律师及法律助理组成。伟凯自1979年起设有专门负责中国事务的业务部门。

我所遍布全球的律师向上市公司、金融机构及私营企业提供各种不同的企业及商业服务。我所最近获独立的法律媒体颁发的奖项及嘉许包括：

- 在 Thomson Financial 2004年《全世界完成的并购交易榜》中排行第二位。
- 在 Chambers Global Awards 2004年的颁奖典礼上获“当年最佳的美国项目律师事务所”。
- 获 Asia Pacific Legal 500 2003/2004年版推荐为中国的银行及金融、资本市场、企业及商业 / 外商直接投资、争议的解决、项目融资、知识产权、科技、媒体及电信律师事务所。

Founded in New York in 1901, White & Case is an international law firm with 1,900 lawyers in 38 offices in 25 countries. In Asia White & Case has approximately 200 lawyers in our offices or affiliates. The White & Case China practice comprises some 40 fee-earners in our offices in Hong Kong, Beijing and Shanghai. The firm has had a dedicated China practice since 1979.

Our lawyers around the world provide a broad range of corporate and business services to publicly traded corporations, financial institutions and private businesses. Recent awards and accolades we have received from independent legal media include:

- We were ranked 2nd globally for the number of Worldwide Completed M&A Deals in 2004 by Thomson Financial.
- "US Projects Law firm of the Year" at the Chambers Global Awards 2004.
- Recommended for Banking & Finance, Capital Markets, Corporate & Commercial/FDI, Dispute Resolution, Project Finance, Intellectual Property and TMT in China by the Asia Pacific Legal 500 2003/2004.

来自中国政府的演讲人 / SPEAKER FROM THE CHINESE GOVERNMENT

近年来，为鼓励有实力的国内企业到海外投资，开展国际经营，中国政府制定了企业“走出去”战略，并采取了相应的政策措施。来自国家发展改革委员会、商务部的官员将应邀与会发表演讲，介绍国家鼓励“走出去”战略以及最新的政策措施。与会者将会获得最新、最权威的政策信息。

The Chinese government in recent years has formulated a "Going Abroad" strategy for Chinese companies and adopted policy measures to encourage Chinese companies to invest overseas and launch international operations. Officials from China's State Development and Reform Commission and the Ministry of Commerce have been invited to deliver keynote speeches at the seminars. They will inform the audience of the Government's latest policy measures to encourage overseas investment as well as provide insights on the future direction of overseas investment policy.

特定行业演讲人 / SPECIAL INDUSTRY SPEAKER

“走出去”战略实施以来，许多中国企业开始进军海外，国际经营成绩斐然，令国际同行刮目相看。会议将邀请海外投资成效显著的中国企业代表到会发表演讲，介绍其成功的经验，告诫国内企业需要规避的风险。与会者将会在第一时间获得来自国际经营前沿的第一手材料和亲身感受。

Many Chinese companies have invested abroad as a result of the Government's policies to encourage overseas investment by Chinese companies. These companies have achieved remarkable results from international business operations and have won admiration from their global peers. A representative from a leading Chinese company that has invested successfully in markets overseas has been invited to speak at the seminar to share with the audience the company's experiences as well as the challenges of investing abroad.

日程

08:15 - 09:00 注册咖啡招待

09:00 - 09:20 致欢迎词

研讨会正式开始；介绍主题演讲人。

- 中国国际贸易促进委员会
- Winfried van den Muijsenbergh, 隆路律师事务所 (荷兰)
- Gary M. Thomas, 伟凯律师事务所 (日本东京)

09:20 - 09:50 主题演讲

中国政府对海外投资的政策。

- 国家发展改革委员会 / 商务部官员

09:50 - 10:00 案例分析介绍

案例分析的介绍将作为随后各部分讨论的基础。案例分析将围绕打算通过在东南亚、东欧、西欧、日本、韩国和美国进行收购和初始运营以形成国际生产和分销能力的中国大企业的计划进行探讨。

- John Versantvoort, 隆路律师事务所 (荷兰)

10:00 - 10:30 遵守中国法律和规定

中国有关海外投资和收购业务的法律和监管问题。

- 李晓鸣, 伟凯律师事务所 (中国北京)

10:30 - 10:45 茶歇

Programme

08:15 - 9:00 Registration and Coffee Service

09:00 - 9:20 Welcome

Official opening of the seminar and introduction of the keynote speaker.

- China Council for the Promotion of International Trade
- Winfried van den Muijsenbergh, Loyens & Loeff N.V. (Netherlands)
- Gary M. Thomas, White & Case LLP (Tokyo, Japan)

09:20 - 9:50 Keynote Speech

Chinese government policy towards foreign outbound investment.

- Official from the State Development and Reform Commission / Ministry of Commerce

09:50 - 10:00 Introduction of Case Study

Introduction of case study that will be used as basis for the remaining sessions. The case study will revolve around the plans of a Chinese business conglomerate that intends to build up international manufacturing and distribution capacity through a mix of acquisitions and Greenfield operations in Southeast Asia, Eastern Europe, Western Europe, Japan, Korea, and the U.S.

- John Versantvoort, Loyens & Loeff N.V. (Netherlands)

10:00 - 10:30 Obtaining Government Approvals

Chinese legal and regulatory aspects of investing or acquiring a business abroad.

- Xiaoming Li, White & Case LLP (Beijing, China)

10:30 - 10:45 Coffee Break

10:45 - 12:30 公司的交易决定和战略：关键的法律和监管问题

专家组将以小组讨论形式讨论与在东欧、西欧、日本、韩国和美国进行收购的结构设计和初始运营有关的主要的法律和监管问题。

- John Versantvoort, 隆路律师事务所 (荷兰)
- John Leary, 伟凯律师事务所 (中国上海)
- Hee Chul Kang, 法務法人 律村 (韩国首尔)
- Ichizo Takayama, 伟凯律师事务所 (日本东京)
- Roel Nieuworp, 隆路律师事务所 (比利时)
- Hermann Schmitt, 伟凯律师事务所 (俄国莫斯科)

12:30 - 13:45 午餐和午餐致词

海外投资和收购的实战经验。

- 特定行业演讲人

13:45 - 15:30 税收高效的交易结构设计和全球控股结构

国际税务专家组将以小组讨论形式讨论与在东南亚、东欧、西欧、日本、韩国和美国的收购的结构设计和初始运营中产生的主要的中国和外国税务问题和税务筹划机会方面的法律和监管问题。

- Pieter Stalman, 隆路律师事务所 (荷兰)
- Pieter de Ridder, 隆路律师事务所 (新加坡)
- Anthony M. Fay, 伟凯律师事务所 (中国上海)
- Young Lee, 法務法人 律村 (韩国首尔)
- Michael H. Shikuma, 伟凯律师事务所 (日本东京)
- Miyuki Ueda, 伟凯国际税务办事处 (日本东京)
- Irina Dmitrieva, 伟凯律师事务所 (俄国莫斯科)

15:30 - 15:45 茶歇

15:45 - 16:15 关税和增值税筹划

在中国和欧盟节省关税和增值税的筹划。

- 梁志远, 伟凯律师事务所 (新加坡)
- Thierry Charon, 隆路律师事务所 (比利时)

16:15 - 16:45 会计和财务尽职调查以及国际报告考虑

讨论目标公司的财务尽职调查以及在国际会计准则和中国会计准则下的海外投资和收购的报告处理。

- Ryan Reynoldson, 毕马威华振会计师事务所 (中国北京)

16:45 - 17:15 保护及利用海外的知识财产

讨论在保护及利用在海外取得、开发或转移的知识财产时应考虑的重要因素。

- David Llewelyn, 伟凯律师事务所 (英国伦敦)

17:15 - 17:45 为你在海外拓展业务融资

从中国及海外取得银行融资。

- Dominic Gregory, 伟凯国际税务办事处 (日本东京)

17:45 - 19:45 鸡尾酒会

10:45 - 12:30 Corporate Deal-Making and Strategy: Key Legal and Regulatory Issues

A panel of experts will explore the critical legal and regulatory issues that arise in structuring acquisitions and Greenfield operations in Eastern Europe, Western Europe, Japan, Korea, and the U.S.

- John Veraentvoort, Loyens & Loeff N.V. (Netherlands)
- John Leary, White & Case LLP (Shanghai, China)
- Hee Chul Kang, Woo Yun Kang Jeong & Han (Seoul, Korea)
- Ichizo Takayama, White & Case LLP (Tokyo, Japan)
- Roel Nieuworp, Loyens & Loeff (Belgium)
- Hermann Schmitt, White & Case LLP (Moscow, Russia)

12:30 - 13:45 Lunch and Luncheon Address

Practical experiences in investing and acquiring businesses overseas.

- Special Industry Speaker

13:45 - 15:30 Tax-Efficient Deal-Structuring and Global Holding Structures

A panel of international tax experts will explore the critical Chinese and foreign tax issues and tax planning opportunities that arise in structuring acquisitions and Greenfield operations in Southeast Asia, Eastern Europe and Western Europe, Japan, Korea, and the U.S.

- Pieter Stalman, Loyens & Loeff N.V. (Netherlands)
- Pieter de Ridder, Loyens & Loeff (Singapore)
- Anthony M. Fay, White & Case LLP (Shanghai, China)
- Young Lee, Woo Yun Kang Jeong & Han (Seoul, Korea)
- Michael H. Shikuma, White & Case LLP (Tokyo, Japan)
- Miyuki Ueda, White & Case International Tax Office (Tokyo, Japan)
- Irina Dmitrieva, White & Case LLP (Moscow, Russia)

15:30 - 15:45 Coffee Break

15:45 - 16:15 Customs Duty and VAT Planning

Planning for savings of customs duty and VAT.

- Cecil C. Leong, White & Case LLP (Singapore)
- Thierry Charon, Loyens & Loeff (Belgium)

16:15 - 16:45 Accounting and Financial Due Diligence and International Reporting Considerations

Discussion of financial due diligence of target companies and the reporting of foreign investments and acquisitions under International Accounting Standards and Chinese GAAP.

- Ryan Reynoldson, KPMG (Beijing, China)

16:45 - 17:15 Protecting and Exploiting Intellectual Property Overseas

A discussion of important considerations in protecting and exploiting intellectual property acquired, developed or transferred overseas.

- David Llewelyn, White & Case LLP (London, UK)

17:15 - 17:45 Financing Your Expansion Overseas

Obtaining bank financing from China and abroad.

- Dominic Gregory, White & Case LLP (Tokyo, Japan)

17:45 - 19:45 Cocktail Reception

隆路律师事务所是一家独立的、提供全面的法律服务的律师事务所，并拥有一体化的企业法律及税务执业部门。该事务所在国际性和欧盟业务上拥有雄厚实力，并聘有超过700名律师在其位于荷兰、比利时及卢森堡的7个本土办事处及位于世界各主要金融中心的10个办事处工作。隆路律师事务所的律师、税务律师和民法公证人在该事务所内均担任同等重要的角色。来自不同领域的专家在同一事务所内互相合作，以维护客户的利益。

隆路律师事务所的专业知识跨越不同的地域界限。为了满足国际间对法律顾问服务的需求，隆路律师事务所与欧洲、美国及多个亚洲国家的知名律师事务所及税务机构保持密切的关系。因此，该事务所可以在世界各地向其客户提供顶级的法律顾问服务，并且能够有效地为在本国及外国进行的项目设计结构及监督该等项目。该事务所因而成为经营国际业务的大型及中型企业、银行和其它金融机构的合理选择。按照 Chambers and Partners Publishing 进行的一次客户调查显示，隆路律师事务所被命名为2004年荷兰、比利时及卢森堡最佳律师事务所。

隆路律师事务所的主要专业范围包括并购、重组、首次公开募股、结构性及项目融资、租赁交易及知识产权所涉及的税务及法律事宜。

Loyens & Loeff is an independent full service law firm with integrated corporate law and tax practices. The firm has a strong international and EU focus with over 700 lawyers working across its 7 home offices in the Netherlands, Belgium and Luxembourg and 10 offices in the world's major financial centres. Loyens & Loeff is a firm wherein lawyers, tax lawyers and civil law notaries play equal roles. The collaboration between the various specialists within one office works to the client's advantage.

Loyens & Loeff's expertise stretches across borders. In order to satisfy the international demand for advisory services, Loyens & Loeff maintains intensive relationships with prominent law and tax firms in Europe, the United States and various Asian countries. In this way, the firm offers its clients top-level advice worldwide and is capable of effectively structuring and supervising both domestic and foreign matters. As such, the firm is the logical choice for large and medium-size corporates, banks and other financial institutions, operating internationally. Loyens & Loeff was named the best law firm of 2004 for the Netherlands, Belgium and Luxembourg, according to a client survey performed by Chambers and Partners Publishing.

Loyens & Loeff's primary expertise covers both the tax and legal aspects, amongst others, of mergers & acquisitions, restructurings, IPO's, structured and project financing, leasing transactions and intellectual property rights.

WOO YUN KANG JEONG & HAN 法務法人 律村

法務法人律村是韩国最知名的国际律师事务所之一，具有广博的经验处理跨境交易。它的名字经常与韩国最大型的交易连上关系。最近，该事务所成功地代表渣打银行 (Standard Chartered Bank) 处理其收购韩国第一银行 (Korea First Bank) 的项目。

Woo Yun Kang Jeong & Han is one of the most prominent international law firms in Korea with extensive experience in cross-border transactions. Its name is frequently associated with most of the large transactions in Korea. Most recently, the firm successfully represented Standard Chartered Bank in its acquisition of Korea First Bank.

演讲嘉宾 / ABOUT THE SPEAKERS

演讲嘉宾均为在全球居领导地位的国际律师及税务顾问，他们在欧洲和美国及亚太区主要商业中心就跨境并购、在国外进行及外商在国内进行的投资、证券监管及首次公开募股、转让定价，以及知识产权的税务及法律事宜向跨国客户提供顾问服务。

The programme speakers are leading international attorneys and tax advisors who advise multinational clients with respect to the tax and legal aspects of cross-border mergers and acquisitions, outbound and inbound investment, securities regulation and initial public offerings, transfer pricing, and intellectual property rights in the major business centers in Europe and the United States, as well as the Asia-Pacific region.

登记 / REGISTRATION

如希望出席研讨会, 请填写本表格以传真或电邮交回中国贸促会会务

部联系人: 孙蕾 / 张兰群

传真: (86-10) 8129-5241; 电邮: sunlei@ccpit.org / zhanglanqun@ccpit.org.

有关本研讨会的电话查询, 请致电: (86-10) 8129-5184 / 8129-5185.

If you wish to attend this seminar, please complete and return this form to Sun Lei / Zhang Lanqun,
via fax to (86-10) 8129-5241 or via email at sunlei@ccpit.org / zhanglanqun@ccpit.org
For telephone enquiries, please call (86-10) 8129-5184 / 8129-5185.

称谓 / Title: _____

性别 / Gender: 先生 / Mr. 女士 / Ms. _____

姓 / Last Name: _____ 名 / First Name: _____

职务 / Position: _____

公司 / Company: _____

业务范围 / Area of Business: _____

电话 / Telephone: _____ 传真 / Fax: _____

电邮 / Email: _____

请在下面适当的空格打钩。
Please tick appropriate box below.

本人将出席在下列地点和日期举行的研讨会:

I will attend the seminar in:

2005年7月15日北京研讨会

Beijing on 15 July, 2005

2005年7月18日上海研讨会

Shanghai on 18 July, 2005

本人不能登记出席《超越法律和税收的障碍: 中国企业海外投资高层研讨会》, 但本人希望收到在研讨会派发的材料。

I am unable to register for "China Outbound: A Seminar on What Chinese Companies Need to Know about Expanding Overseas", however, I would like to receive the written materials provided at this Seminar.

请将本人的姓名加入日后举行的座谈会 / 研讨会的邮寄名单。

Please place my name on the mailing list for future seminars/conferences.

出席本研讨会免交任何费用。Attendance is free of charge.

由于座位有限, 我们将会向阁下寄出确认函, 以确认阁下的登记及预留座位的编号。

The number of seats are limited, a confirmation will be sent to you to confirm your registration and the number of seats reserved.