

Corporate Law & Governance in Asia Roundtable



*8 March 2014, Saturday
National University of Singapore, Faculty of Law*



NUS
National University
of Singapore

Centre for Asian Legal Studies
Faculty of Law

Corporate Law & Governance in Asia Roundtable

8 March 2014

Lee Sheridan Room, National University of Singapore, Bukit Timah Campus

Workshop Programme

Saturday 8 March 2014

- 8.50am - 9.20am** Bus departs Oasia Hotel for Roundtable Venue
Meet at lobby 10 minutes before departure
- 9.20am - 9.30am** Registration & Coffee
NUS Law School, Lee Sheridan Room
- 9.30am - 9.35am** Welcome Address

Andrew Harding
DIRECTOR
ASIAN LAW INSTITUTE AND CENTRE FOR ASIAN LEGAL STUDIES
FACULTY OF LAW, NATIONAL UNIVERSITY OF SINGAPORE
- 9.35am - 9.40am** Introductory Comments

Dan W. Puchniak
PRINCIPAL CONFERENCE CONVENOR
ASIAN LAW INSTITUTE AND CENTRE FOR ASIAN LEGAL STUDIES
FACULTY OF LAW, NATIONAL UNIVERSITY OF SINGAPORE
- 9.40am - 10.20am** Independent Directors in Asia

Roundtable Facilitator: Dan W. Puchniak
- 10.20am - 10.35am** Tea Break (Outside Lee Sheridan Room)
- 10.35am - 11.15am** Regulating the Market for Corporate Control in Asian Economies

Roundtable Facilitators: Umakanth Varottil & Wan Wai Yee
- 11.15am - 11.25am** Break
- 11.25am - 12.05pm** Corporate Law in Asia Viewed Through a German Lens

Roundtable Facilitator: Christian Hofmann
- 12.05pm - 12.15pm** Closing Remarks

Dan W. Puchniak
- 12.20pm** Bus departs NUS (BTC) for Mai Thai @ Holland Village
- 2.10pm** Bus departs Mai Thai for Oasia Hotel

Profiles

(sorted in alphabetical order by family name)



TAKA AKI EGUCHI is a Consultant and Doctorate Candidate (Business Law) at the Graduate School of International Corporate Strategy, Hitotsubashi University. Mr. Eguchi has held various positions in UK- and US-based investment management companies, focusing on corporate governance and proxy voting since 2003. He holds an MA in economics from the University of Pennsylvania, and an MSc in history of science and a BSc in physics, both from the University of Tokyo. Mr. Eguchi serves on the Board of the Japan Society of Northern California, as well as several governmental committees including the Council of Experts Concerning the Japanese Version of the Stewardship Code, the Financial Services Agency, and the Corporate Reporting Lab, the Ministry of Economy, Trade and Industry. His recent writings include “Management-Shareholder Relations in Japan: What’s Next after Cross-Shareholdings?” in Zenichi Shishido (ed.), *Enterprise Law: Contracts, Markets and Laws in the US and Japan*, Edward Elgar (forthcoming in 2014).



GEORGE S. GEIS is the Vice Dean and William S. Professor of Law at the University of Virginia. He teaches contracts, corporations, agency and partnership, and corporate finance. His research focuses on problems related to contract theory, business alliances, shareholder litigation, and other issues involving the intersection of law and business. His work has appeared in the *Northwestern University Law Review*, the *New York University Law Review*, the *University of Chicago Law Review*, the *Virginia Law Review* and many other academic journals. He is also the co-author of a book on business partnership and alliance strategies published by McGraw-Hill. Geis has also taught courses as a visiting professor at the Indian School of Business in Hyderabad, India, the University of Auckland in New Zealand, and the University of Trento in Italy. After graduating from the University of Chicago Law School, Geis spent five years as a management consultant with McKinsey & Company, where he served clients on corporate strategy, mergers, marketing and other issues. He has also worked with the law firms Wachtell, Lipton, Rosen & Katz in New York and Munger, Tolles & Olson in Los Angeles.



LI GUO is a law school Professor of Peking University, and the chief editor of *PKU Journal of Legal Studies*. He also taught and researched at Cornell, Vanderbilt, Freiburg, Case Western Reserve, and recipient of Humboldt Foundation Fellowship. His scholarly interests cover financial and corporate laws, social development and comparative studies.



GILBERT HENG is a Director at DBS Private Bank, where he serves as deputy head of Regional Product Due Diligence covering the Consumer Banking & Wealth Management business. Before joining DBS, he was a Derivative Structurer at The Royal Bank of Scotland in Hong Kong. Gilbert did his LLM at Peking University Law School, focusing on Chinese Company Law. He also has a BBA from the National University of Singapore Business School.



JENNIFER G. HILL is Professor of Corporate Law at Sydney Law School and a Director of the Ross Parsons Centre of Commercial, Corporate and Taxation Law.

She is known for her work in comparative corporate law and governance. A graduate of the University of Sydney and Oxford University, Jennifer has been a Visiting Professor at several overseas law schools, including Vanderbilt University, University of Virginia, University of Texas and Cornell. In 2013, she held the Foreign Chair at the University of Ghent, Belgium.

Jennifer is a Research Associate of the European Corporate Governance Institute and a Fellow of the Australian Academy of Law (AAL). She has served on numerous Editorial Boards, including the corporations law editorial board of Cambridge University Press. She has served on a range of committees involving corporate law reform and policy, such as the Law Council of Australia, Corporations Law Committee; the Corporations and Markets Advisory Committee (CAMAC); and the Advisory Council of the Centre for International Finance and Regulation. She is also a member of the External Advisory Panel of the Australian Securities and Investments Commission (ASIC).

Jennifer's recent research includes:- (i) a book on international executive compensation, co-edited with Randall S. Thomas of Vanderbilt Law School, entitled *Research Handbook on Executive Pay* (2012, Edward Elgar); and (ii) and a co-authored book (with E. Ferran, N. Moloney, J.C. Coffee, Jr.), entitled *The Regulatory Aftermath of the Global Financial Crisis* (Cambridge University Press, 2012), which is due to be translated and republished in China in 2015.



Christian Hofmann received his first law degree from the University of Freiburg. He continued his legal education at the University of Halle-Wittenberg and received a postgraduate degree in International Business Law (LL.M.oec.int) and a doctorate degree (Dr.iur) for his thesis on cashless payment instruments (ISBN 3-452-25028-8). This was followed by the compulsory two-year clerkship for a German district court and the German bar exam.

Christian Hofmann held several faculty and research positions. He was a visiting professor at the University of Cologne (Germany) and Goethe-University Frankfurt (Germany), a visiting scholar and Humboldt Fellow at UC Berkeley and Global Research Fellow at NYU School of Law.



KON SIK KIM is Professor of Law at Seoul National University (SNU), specializing in corporate and securities law. A graduate of the SNU College of Law, he got an LL.M. from Harvard Law School, and a J.D. and a Ph.D. from University of Washington Law School. He served as dean of the SNU College of Law and was in charge of setting up a new U.S.-style law school at SNU.



LAN LUH LUH has a PhD (Business Policy) from the National University of Singapore (NUS) and a LLM (First Class) in Commercial Law from the University of Cambridge. She currently holds a joint position with both the NUS Business School and Law School. She specializes in company law, corporate finance law and corporate governance. She has published in both internationally-ranked management and law journals such as the *Academy of Management Review*, *Harvard Business Review*, *Journal of Public Policy and Marketing*, *Journal of Business Law*, and *Singapore Journal of Legal Studies*. She was a contributor to Walter Woon on Company Law, rev 3rd ed (2008) and Woon's Corporation Law. She teaches Corporate Law and Finance, Corporate and Securities Law and Corporate Governance at both the undergraduate and graduate levels, including the joint-degree UCLA-NUS Executive MBA programme. She was the Assistant Dean at NUS Business School (2008-09) and is currently the Co-Director for the Corporate Governance and Financial Reporting Centre. She is also the Area Chair for Law at the Department of Strategy & Policy, NUS Business School.



DAN W. PUCHNIAK is an Associate Professor in the Faculty of Law at the National University of Singapore. He specialises in company law with an emphasis on comparative corporate law in Asia—particularly Singapore and Japan. Dan has published widely on comparative, Asian, Japanese and Singapore corporate law and governance and is regularly invited to present his scholarship and lecture at leading law schools around the world. Dan has received numerous domestic and international awards for his academic research and teaching. Most recently, his article on derivative actions in Asia was awarded the Best Paper Prize at the annual Corporate Law Teachers Association Conference. He was also recently placed on the National University of Singapore Annual Teaching Excellence Award Honour Roll as recognition for receiving the NUS Annual Teaching Excellence Award three times—the only person from NUS Law to achieve this distinction. Dan is currently the ASEAN Convener for the Australian Network for Japanese Law, a member of the Editorial Board for the Max Planck Institute's *Journal of Japanese Law* and an Open Society Foundations Fellow and Visiting Professor in the Faculty of Law at the University of Yangon. Prior to entering academia, Dan worked as a corporate commercial litigator at one of Canada's leading law firms.



RANDALL S. THOMAS has earned a reputation of being one of the most productive and thoughtful corporate and securities law scholars in the nation. His recent work addresses issues such as hedge fund shareholder activism, executive compensation, corporate voting, corporate litigation and the structure of firms. He joined the Vanderbilt law faculty in 2000 to develop and direct the Law and Business Program, having served previously in on the law faculties of the University of Iowa, the University of Michigan, Duke University, Boston University, and the University of Washington. Prior to teaching law, Professor Thomas was in private practice for four years, and clerked for U.S. District Judge Charles Joiner of the Eastern District of Michigan. An acclaimed teacher, Professor Thomas teaches courses in the area of corporate law, including Corporations and Securities Regulation.



UMAKANTH VAROTTIL is an Assistant Professor at the Faculty of Law, National University of Singapore. He specializes in corporate law and governance, mergers and acquisitions and cross-border investments. While his work is generally comparative in nature, he focuses particularly on India and Singapore. He has co-authored two books on Singapore law and practice, published articles in international journals and founded the Indian Corporate Law Blog. He has also taught on a visiting basis at the Fordham Law School, New York and at various law schools in India. He is the recipient of several academic medals and honors.

Prior to his foray into academia, Umakanth was a partner at Amarchand Mangaldas, a pre-eminent law firm in India. During that time, he was also ranked as a leading corporate/mergers & acquisitions lawyer in India by the Chambers Global Guide.