

24 March 2017, Friday ✦ 12.30pm – 1.30pm

Lee Sheridan Conference Room, Level 1, Eu Tong Sen Building, NUS (Bukit Timah Campus)

Corporate Restructuring and Private International Law: A View from Japan and Singapore

Speakers: Hisashi Harata & Alan Koh

Chairperson: Dan Puchniak, NUS Law

ABSTRACT

Corporate restructuring often engages salient issues of conflict of laws and domestic corporate law, particularly when assets situated in foreign jurisdictions are involved. Take an asset from jurisdiction X, place it under Company A from jurisdiction Y, split or demerge Company A into Company B and Company C, and merge Company C into Company D. To whom does the asset now belong – Company B or Company D? Much would turn on how the law of jurisdiction X treats the series of restructurings. Does jurisdiction X defer to the law of jurisdiction Y entirely, or must each restructuring comply with the requirements of transferring the asset under the law of jurisdiction X in order to effect a legally-effective transfer of the asset from A to B or D? This was the precise conundrum faced by the Singapore High Court in *JX Holdings Inc v Singapore Airlines Ltd* [2016] SGHC 212; [2016] 5 SLR 988, where Japanese corporate law collides with Singapore (and English) common law conflict of laws rules. The case not only raises novel issues on the interpretation of Japanese and Singapore corporate law, but also on choice of law under the conflicts rules of Singapore – a subject that has received relatively little attention in the scholarly literature and jurisprudence. This seminar discusses these issues and extends the analysis to other private international law questions arising in the context of company demergers.

ABOUT THE SPEAKERS



Hisashi HARATA is an Associate Professor at Faculty of Law, University of Tokyo. He teaches Private International Law, including International civil procedure and international commercial arbitration. His main areas of specialization are Private International Law and Comparative Law, especially between the Western Legal Tradition and Asian legal systems. His current research focuses on reconstructing a framework of transnational law, including various problems on fragmented public international law, international institutions of arbitration, *lex mercatoria*, investment agreement, transnational private regulation, international tax law, international corporate governance and so on. He was a visiting scholar at Dipartimento di Diritto Romano at Università degli studi di Napoli, at Cornell Law School and at NUS. He often delivers lectures at Columbia Law School, Michigan Law School, and Chicago Kent-College of Law.



Alan KOH specializes in corporate law with an emphasis on comparative corporate law in Asia, particularly Singapore and Japan. His work is published or forthcoming in journals including the *American Journal of Comparative Law*, *Law Quarterly Review*, *Journal of Corporate Law Studies*, *Lloyd's Maritime and Commercial Law Quarterly*, and *Journal of Japanese Law / Zeitschrift für japanisches Recht*. Alan received his LL.B. from the National University of Singapore and his LL.M. from Boston University concurrently in 2014. Since then, Alan has taught as Sheridan Fellow at the National University of Singapore Faculty of Law, and held visiting appointments at the Max Planck Institute for International and Comparative Private Law in Hamburg, Nagoya University, and Osaka City University. He is currently a practice trainee at Trident Law Corporation, a boutique litigation firm in Singapore specializing in criminal defence and commercial dispute resolution.

REGISTRATION

There is no registration fee for this seminar but seats are limited.

Light lunch will be provided on a first-come, first-served basis.

Closing Date: **22 March 2017, Wednesday**

For enquiries, please contact Sunita Tavabalan at cals@nus.edu.sg

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