



CHINA SUMMIT ON ANTI-CORRUPTION

Implementing Effective Corporate Governance, Transparency and FCPA Compliance Programs

JULY 15-16, 2008 | INTERCONTINENTAL SHANGHAI PUDONG | SHANGHAI, CHINA

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Stephen A. Maloy
General Counsel –
Asia Pacific, General
Electric Company
(Shanghai)



Patrick M. Norton
Partner
Stephoe & Johnson
(Washington)

KEYNOTE SPEAKER:



Mark F. Mendelsohn
Deputy Chief, Fraud Section,
Criminal Division,
U.S. Department of Justice
(Washington)

Learn how to:

- Implement an anti-corruption compliance program that overcomes cultural and legal challenges
- Operate joint-ventures with state-owned enterprises (SOEs)
- Identify the kind of gifting or payment that is acceptable and in what instances
- Conduct effective M&A due diligence and internal investigations in China
- Control agents and distributors
- Design training programs appropriate for the Chinese operational environment
- Create a code of conduct that matters in China
- Identify who is a “government official” in China



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Foreign companies doing business in the **People's Republic of China** face complex anti-corruption compliance challenges.

Corruption is a serious problem in China's rapidly developing economy. China's leaders have recognized this problem and adopted increasingly aggressive policies to deal with it. According to Chinese authorities, tens of thousands of corruption allegations against Chinese officials are investigated each year, and offenders are prosecuted or otherwise disciplined. China has also begun vigorously enforcing commercial bribery laws in its private sector. Foreign companies operating in China are thus faced with a rapidly evolving domestic anti-corruption compliance environment.

At the same time, U.S. companies, and companies listed on U.S. stock exchanges, must comply with the FCPA when doing business in China. FCPA compliance is especially challenging in China, where government regulation of the economy remains rigorous and state-owned enterprises continue to dominate many sectors. These difficulties are reflected in recent FCPA prosecutions. Several published cases in recent years – Lucent, Schnitzer Steel, York International, Diagnostic Products – have focused on activities in China, and many pending investigations reportedly also involve compliance issues in China.

If your company is doing business in the People's Republic of China, you must have a comprehensive anti-corruption compliance program and be prepared to act promptly and effectively to remedy any problems that do arise.

This **China Summit on Anti-Corruption** brings together an exceptional faculty of experienced corporate ethics and compliance executives, senior attorneys, forensic accountants and government officials to discuss the complex anti-bribery landscape in China. They will examine the intersection of the FCPA and local Chinese anti-bribery laws and how to implement robust anti-corruption policies in this environment, including:

- Creating a code of conduct that matters in China
- Overcoming cultural and legal challenges in rolling out an anti-corruption compliance program
- Working with state-owned enterprises (SOEs)
- What kinds of gifts are acceptable and in what instances?
- Due diligence: best practices for third party relationships in China
- Who is a "government official" in China?
- Conducting internal investigations in China

Participants will also receive a comprehensive set of written materials prepared by the speakers for the conference. These are invaluable reference materials which you will use again and again long after the conference is over.

Seats at this unique event are sure to go quickly. Don't delay, register today by calling 1-888-224-2480, by faxing your registration form to 1-877-927-1563 or by registering online at www.AmericanConference.com.

WHO YOU WILL MEET

- General Counsel
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- Vice Presidents and Directors
 - Global Compliance
 - Business Conduct and Investigations
 - Internal/Corporate Audit
 - Corporate Responsibility
- Regulatory and Government Affairs
- International Contract Managers
- Outside Counsel specializing in
 - international trade
 - corporate compliance
 - white collar crime
 - internal investigations
- Forensic Auditors

CPE ACCREDITATION



ACI will apply for Continuing Professional Education credits for all conference attendees who request credit. There are no pre-requisites and advance preparation is not required to attend this conference.

Course objective: Implement effective strategies for anti-corruption compliance. Recommended CPE Credit: 15.5 hours.

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Accreditation will be sought in those jurisdictions requested by the registrants which have continuing education requirements. This *transitional* course is appropriate for both experienced and newly admitted attorneys.

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ACI has a dedicated team who process requests for state approval. Please note that event accreditation varies by state and ACI will make every effort to process your request.

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AGENDA AT A GLANCE

PRE-CONFERENCE WORKSHOPS – JULY 14, 2008

8:00 - 9:00	Workshop Registration	12:30 - 13:30	Lunch for delegates attending both workshops
9:00 - 12:30	Workshop A – The Fundamentals of FCPA Compliance: The Foreign Corrupt Practices Act Demystified	13:30 - 17:00	Workshop B – Conducting an Effective FCPA Compliance Assessment for Chinese Operations
		17:00	End of Workshops

CONFERENCE DAY 1 – JULY 15, 2008

7:30	Registration Begins and Coffee Served
8:30	Co-Chairs' Opening Remarks and Welcome
8:45	Keynote Address: China's Anti-Corruption Policy
9:15	Dealing with Corruption Under Chinese Law
10:15	Networking Coffee Break
10:30	The Long Arm of the U.S. Foreign Corrupt Practices Act: Complying with the FCPA in the Chinese Landscape
11:45	Minimizing FCPA Risks for Chinese Companies Operating in the U.S.
12:15	Networking Luncheon for Attendees and Speakers
13:45	Joint-Ventures With State-Owned Entities: How to Manage Risk
14:45	The Delicate Art of Gift-Giving and Entertainment in China: Balancing Politeness, Custom and the Letter of the Law
15:45	Refreshment Break
16:00	Creating a Culture of Business Ethics
16:30	Controlling Agents and Distributors
17:30	Closing Remarks – Conference Adjourns to Day 2

CONFERENCE DAY 2 – JULY 16, 2008

7:30	Registration and Coffee Served
8:30	Co-Chairs' Opening Remarks
8:35	Keynote Address: China's Role in International Enforcement Efforts
9:05	Implementing and Monitoring an Effective Anti-Corruption Compliance Program for Chinese Operations
10:30	Coffee Break
10:45	Designing Training Programmes Appropriate for the Chinese Operational Environment
11:30	Conducting Effective Anti-Corruption Due Diligence for M&As in China
12:30	Luncheon for Attendees and Speakers
13:45	Internal Investigations: Investigating Questionable Payments in China
15:00	Understanding the Mechanics of International Corruption Investigations
16:00	Coffee Break
16:15	The Asian Anti-Corruption Landscape: Latest International Monitoring and Governance Initiatives
17:30	End of the Conference

DISTINGUISHED FACULTY

CONFERENCE CO-CHAIRS

Patrick M. Norton
Septoe & Johnson (Washington)

Stephen A. Maloy
General Counsel – Asia Pacific
General Electric Company (Shanghai)

KEYNOTE SPEAKERS

Ma Wen*
Head of the National Bureau
of Corruption Prevention (Beijing)

Dr. Ye Feng*
Secretary General
International Association of Anti-
Corruption Authorities (Beijing)

Mark F. Mendelsohn
Deputy Chief, Fraud Section
Criminal Division, U.S. Department
of Justice (Washington)

Patrick Moulette
Head, Anti-Corruption Division
Directorate for Financial and
Enterprise Affairs, Organisation
for Economic Co-Operation
and Development (Paris)

Steven C. Burgess
Anti-Corruption Focal Point,
East Asia and Pacific Region
The World Bank (Washington)

Pascale Dubois
Sanctions Evaluation
and Suspension Officer
The World Bank (Washington)

SPEAKERS

Kelly Austin
Compliance and Litigation Counsel
– Asia Pacific, General Electric
International (Hong Kong)

Robert J. Bittman
White & Case LLP (Washington)

John Bradfield
Director Compliance Asia
Nortel Networks (Hong Kong)

Nathan Garrett Bush
O'Melveny & Myers LLP (Beijing)

Maryann Clifford
Corporate Vice President, Law
Department, Ethics & Compliance
Officer, Motorola, Inc. (Chicago)

John Donker
Partner, Investigations and Forensic
Services, PricewaterhouseCoopers
(Hong Kong)

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Compliance, International Paper
(Memphis)

Torsten Duwenhorst
Director, Fraud & Investigation
Dispute Services, Ernst & Young
(Hong Kong)

Bingna Guo
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Rockwell Automation (Hong Kong)

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(Singapore)

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Mayer Brown LLP (Washington)

Darryl S. Lew
White & Case LLP (Washington)

K. Lesli Ligornier
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& Walker (Shanghai)

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Partner, Fraud & Investigation
Dispute Services, Ernst & Young
(Hong Kong)

Andy G. Rickman
Skadden, Arps, Slate, Meagher
& Flom LLP (Washington)

Susan Ringler
Senior Counsel for International
Compliance, ITT Corporation
(Vienna)

Martin Rogers
Clifford Chance (Hong Kong)

Beatrice M. Schaffrath
Baker & McKenzie (Beijing)

Michael Shek
Head of Corporate Governance
SGS CSTC Standard Technical
Services Co. Ltd, China (Shenzhen)

Amy L. Sommers
Squire, Sanders & Dempsey LLP
(Shanghai)

Jingzhou Tao
Jones Day (Beijing)

Yuet-Ming Tham
Regional Compliance Director
Legal Division, Corporate
Compliance, Pfizer Inc., (Hong Kong)

Gareth Thomas
Herbert Smith (Hong Kong)

Richard M. Tollan
Mayer Brown JSM (Hong Kong)

Kenny Tung
Director Legal Affairs, Asia Pacific,
Goodyear Tire China (Shanghai)

Michael W. Ward
Senior Group Manager, Business
Conduct & Corporate Compliance
Target (Minneapolis)

F. Joseph Warin
Gibson Dunn & Crutcher
(Washington)

Wu Wei
King & Wood (Beijing)

Alexandra Wrage
President, Trace International
(Washington)

Joseph Yang
Vice President & Director
China Law Department, North Asia
Motorola China (Beijing)

CONFERENCE DAY 1 – JULY 15, 2008

7:30 Registration Begins and Coffee Served ☕

8:30 Co-Chairs' Opening Remarks and Welcome

Patrick M. Norton

Step toe & Johnson (Washington)

Stephen A. Maloy

General Counsel – Asia Pacific

General Electric Company (Shanghai)

8:45 Keynote Address: China's Anti-Corruption Policy

*Ma Wen**

National Bureau of Corruption Prevention (Beijing)

9:15 Dealing with Corruption Under Chinese Law

Wu Wei

King & Wood (Beijing)

Richard M. Tollan

Mayer Brown JSM (Hong Kong)

- How China defines commercial bribery
- What foreign companies should do if they receive inappropriate demands for payment from officials or kickbacks from Chinese companies
- How the Anti-Corruption Agency, police institutions, the party disciplinary committee, the courts work
- When and how can foreign companies use Chinese resources to fight corruption
- Dealing with local corruption issues in remote locales
- Update on the establishment of case analysis and management offices throughout China

10:15 Networking Coffee Break ☕

10:30 The Long Arm of the U.S. Foreign Corrupt Practices Act: Complying with the FCPA in the Chinese Landscape

Mark F. Mendelsohn

Deputy Chief, Fraud Section, Criminal Division
U.S. Department of Justice (Washington)

Beatrice M. Schaffrath

Baker & McKenzie (Beijing)

F. Joseph Warin

Gibson Dunn & Crutcher (Washington)

- Who is a "government official" in China?
- Update on recent FCPA cases involving China, and how they impact compliance programs
- Interplay between FCPA and Chinese anti-bribery laws
- How the U.S. Department of Justice interacts with Chinese enforcement officials
- What to do when your company is under investigation by U.S. authorities

11:45 Minimizing FCPA Risks for Chinese Companies Operating in the U.S.

Martin Rogers

Clifford Chance (Hong Kong)

- Preparing Chinese companies for listing on U.S. markets
- Practical tools for analyzing the risk profile of Chinese companies
- Developing a U.S.-style compliance culture in a Chinese company
- Compliance programs for listed Chinese companies: special challenges
- Practical approaches to dealing proactively with compliance issues when they arise
- Are officers of Chinese SOEs listed in the U.S. "government officials"?

12:15 Networking Luncheon for Attendees and Speakers 

13:45 Joint Ventures With State-Owned Entities: How to Manage Risk

Kelly Austin

Compliance and Litigation Counsel – Asia Pacific
General Electric International (Hong Kong)

Stephen Donovan

Chief Counsel - International Compliance
International Paper (Memphis)

Amy L. Sommers

Squire, Sanders & Dempsey LLP (Shanghai)

John Donker – Panel Moderator

Partner, Investigations and Forensic Services
PricewaterhouseCoopers (Hong Kong)

- Due diligence: how to design and implement for a successful joint venture
- What safeguards can be put in place in operating and staffing your China JV?
- How to work with joint-venture partners that don't share your anti-corruption commitment
- What enforcement agencies will expect you to have in your files
- What to do if a problem arises after the joint-venture is operating
- How to conduct an investigation of a joint-venture when a problem arises
- Anti-corruption representations and covenants to include in a joint-venture agreement
- Risks and concerns when the joint-venture partner is a governmental entity
- SOX and other issues if one shareholder consolidates the joint-venture's results into the parent's financial reports

14:45 The Delicate Art of Gift-Giving and Entertainment in China: Balancing Politeness, Custom and the Letter of the Law

John Bradfield

Director Compliance Asia
Nortel Networks (Hong Kong)

Kenny Tung

Director Legal Affairs, Asia Pacific
Goodyear Tire China (Shanghai)

Jingzhou Tao

Jones Day (Beijing)

- Cultural differences and the fine line between generosity and bribery
- Chinese traditional “human relationship” society
- What kind of gifting or payment is acceptable and in what instances?
- Handling requests for “inspection” and “delegation” trips
- How to address gift and entertainment issues in the code of business conduct? Should it be global, regional or localized?
- Integrating technical issues into a more comprehensive strategy backed by a business case

15:45 Refreshment Break

16:00 Creating a Culture of Business Ethics

Michael W. Ward

Senior Group Manager,
Business Conduct & Corporate Compliance
Target (Minneapolis)

- Getting senior management on board
- How ethics and corporate social responsibility, too, impact the bottom-line
- Setting the tone at the top and then down to the bottom: the role of senior management in instilling a compliance ethic
- How to get the message to permeate a large organization
- Overcoming cultural and legal challenges in rolling out an anti-corruption compliance programme: balancing local diversity with global policies
- Incorporating anti-corruption compliance into existing compliance programmes

16:30 Controlling Agents and Distributors

Darryl S. Hom

Channel Manager, Asia Pacific
Rockwell Automation (Hong Kong)

K. Lesli Ligorner

Paul, Hastings, Janofsky & Walker (Shanghai)

David Krakoff – Panel Moderator

Mayer Brown LLP (Washington)

- Due diligence: best practices for a prospective third party relationship in China
- Working with the state-owned entity (SOE) as a prospective third party
- What enforcement agencies will expect you to have in your files
- What to do when your company is proceeding in the face of a known risk involving a third party
- How concerned should you be about PRC local law?
- What happens when you uncover “warning bells” – Now what?
- Do contractual provisions, certifications and audit rights solve the problem?
- On-going training and monitoring of third party agents

17:30 Conference Adjourns to Day 2



17:30 - 19:30

Networking Cocktail Reception

CONFERENCE DAY 2 – JULY 16, 2008

8:30 Co-Chairs’ Opening Remarks

Patrick M. Norton

Steptoe & Johnson (Washington)

Stephen A. Maloy

General Counsel – Asia Pacific
General Electric Company (Shanghai)

8:35 Keynote Address: China’s Role in International Enforcement Efforts

*Dr. Ye Feng**

Secretary General
International Association of Anti-Corruption Authorities
(Beijing)

9:05 Implementing and Monitoring an Effective Anti-Corruption Compliance Program for Chinese Operations

Yuet-Ming Tham

Regional Compliance Director
Legal Division, Corporate Compliance
Pfizer Inc. (Hong Kong)

Michael Shek

Head of Corporate Governance
SGS CSTC Standard Technical Services Co. Ltd, China
(Shenzhen)

Susan Ringler

Senior Counsel for International Compliance
ITT Corporation (Vienna)

Robert J. Bittman – Panel Moderator

White & Case LLP (Washington)

- Setting the tone at the top
- Implementing effective whistleblower and reporting procedures
- Overcoming conflicting traditions and legal standards
- Creating a Code of Conduct that matters in China
- Field testing and/or independent audits as an internal tool to foster compliance

10:30 Coffee Break ☕

10:45 Designing Training Programmes Appropriate for the Chinese Operational Environment

Arthur P. Hui

General Counsel, Asia
Tyco International Asia, Inc. (Singapore)

Alexandra Wrage

President
Trace International (Washington)

- Tailoring anti-bribery training to the company: how to develop a curriculum that reflects your industry and company’s risk areas
- Delivering difficult messages: culturally sensitive training
- Pitfalls in rolling out training consistently within a global enterprise
- Ensuring attendance and annual certifications to confirm compliance

PANEL SESSION

- Pros and cons of live training and other methods
- Creating and conducting effective train-the-trainer sessions
- Changing perceptions: keeping training positive

11:30 Conducting Effective Anti-Corruption Due Diligence for M&As in China

Bingna Guo

O'Melveny & Myers (Shanghai)

Frederic R. Miller

Partner, Investigations and Forensic Services
PricewaterhouseCoopers (Washington)

Darryl S. Lew

White & Case LLP (Washington)

- What prospective acquirers should look for in a target's anti-corruption compliance
 - Chinese anti-bribery laws and laws in relevant foreign jurisdictions
 - policies and procedures, training, auditing and internal controls
 - historical risk issues
 - understanding local business culture in China and red flag issues
- What to do if pre-merger due diligence efforts reveal problems
 - evaluating public disclosure obligations under ad hoc and materiality standards
 - pros and cons of disclosure to authorities in relevant countries
 - conducting additional due diligence or investigatory work
 - role of outside counsel and forensic auditors, and other available investigation resources in China
 - interviews/evidence summaries/real time updates
- Post-closing issues
 - compliance programs and internal controls in the new entity
 - evaluating post-closing disclosure obligations
 - addressing post-closing investigations and regulatory obligations
 - documentation work for risk control
 - employee discipline from perspectives of Chinese labor law

12:30 Networking Luncheon for Attendees and Speakers 

13:45 Internal Investigations: Investigating Questionable Payments in China

Maryann Clifford

Corporate Vice President, Law Department
Ethics & Compliance Officer
Motorola, Inc. (Chicago)

Joseph Yang

Vice President & Director China Law Department, North Asia
Motorola China (Beijing)

Nathan Garrett Bush

O'Melveny & Myers LLP (Beijing)

Torsten Duwenhorst

Director, Fraud & Investigation Dispute Services
Ernst & Young (Hong Kong)

- Computer forensics in a Chinese language environment
- Evaluating the role of agents, intermediaries and institutes
- Interpreting the fapiao and other documentation
- Determining state ownership, private ownership and points between
- Frequent fact patterns in China
- Privilege considerations when conducting internal investigations in China

15:00 Understanding the Mechanics of International Corruption Investigations

Gareth Thomas

Herbert Smith (Hong Kong)

Rob Morris

Partner, Fraud & Investigation Dispute Services
Ernst & Young (Hong Kong)

- Effective coordination between the company, attorneys and investigative providers
- Assessing the potential exposure and scoping appropriately
- Factors to consider when deciding whether you've investigated "enough"
- Synthesizing and reporting results from the field
- Handling government disclosure and its implications
- Supporting remedial efforts in internal controls before and after disclosure

16:00 Refreshment Break

16:15 The Asian Anti-Corruption Landscape: Latest International Monitoring and Governance Initiatives

Steven C. Burgess

Anti-Corruption Focal Point, East Asia and Pacific Region
The World Bank (Washington)

Patrick Moulette

Head, Anti-Corruption Division
Directorate for Financial and Enterprise Affairs
Organisation for Economic Co-Operation and Development (Paris)

Pascale Dubois

Sanctions Evaluation and Suspension Officer
The World Bank (Washington)

- How World Bank monitors and enforces anti-corruption rules
- Application of OECD Anti-Bribery Convention and monitoring initiatives
- What is sanctionable conduct for the World Bank and the OECD
- How international organisations cooperate with the private sector to fight corruption in Asia

17:30 End of the Conference

* invited, final confirmation pending



A 9:00 to 12:30 The Fundamentals of FCPA Compliance: The Foreign Corrupt Practices Act Demystified

Patrick M. Norton

Steptoe & Johnson (Washington)

Do you need an immersion in the FCPA and the elements involved in the key cases? This highly rated pre-conference workshop is designed to provide you with a comprehensive introduction to FCPA and cover all the bases: the anti-corruption and anti-bribery elements of the statute, internal controls and accounting requirements, and intersections with Sarbanes-Oxley and SEC reporting requirements. Delegates consistently give it top marks for both content and presentation.

During this interactive and practical working session, Patrick Norton will discuss core issues related to the statute, focus on the “nuts & bolts” and supply you with a foundation for dealing with day-to-day issues, including:

- Who is covered by the FCPA?
 - what constitutes a “instrumentality”
 - what constitutes a “government owned entity”
- Permissible and impermissible payments
 - anything “of value”
 - facilitating payments: limits on “grease”
 - political contributions
 - charitable contributions
- What constitutes activity deemed to “obtain or retain business”?
- Reasonable and bona fide expenses under the statute
- What triggers U.S. government anti-bribery investigations?
- Books and records requirements: a potential “Achilles Heel” for compliance
- Internal controls inaccuracies and public disclosure under the FCPA
- The FCPA paper trail: inaccurate books and records
- The intersection of Sarbanes-Oxley and FCPA
- The legal elements in the most significant cases from the past year
- Fundamentals of an FCPA compliance program

Whether you are new to the field of FCPA or are a seasoned veteran with substantial experience seeking a comprehensive refresher, you will find this workshop invaluable for getting up to speed and maximize your benefit from the advanced discussions that are the hallmark of the main conference.

B 13:30 to 17:00 Conducting an Effective FCPA Compliance Assessment for Chinese Operations

Andy G. Rickman

Skadden, Arps, Slate, Meagher & Flom LLP (Washington)

An effective compliance risk assessment should identify a company's FCPA risks and exposure. This interactive workshop will discuss how to conduct a cost-effective and efficient compliance assessment for Chinese affiliates, representative offices, wholly-owned foreign enterprises, and for companies looking to acquire a Chinese target. Workshop participants will also examine how to respond appropriately to issues identified during the compliance risk assessment.

- Compliance risk assessment: What is it, and why do it?
- Conducting a risk assessment: What is the role of in-house counsel? Compliance and audit departments? Outside counsel?
- Reviewing potential FCPA issues
 - Sales to government entities and state-owned enterprises
 - Business dealings with government officials and employees of state-owned enterprises
 - Relationships with joint venture partners, agents, resellers, distributors, customs facilitators, and consultants
 - Sales and marketing expenses
 - Travel expenses and delegation trips
 - Gifts and entertainment expenses
 - Political and charitable donations
- Assessing FCPA risks and exposure
- Responding to the results of a risk assessment
 - Strengthen compliance program to detect and prevent possible violations
 - Revise procedures for dealing with foreign officials and foreign sales representatives
 - Modify internal accounting controls
- Practical tips for documenting compliance and protecting the company going forward

PRICEWATERHOUSECOOPERS  The PricewaterhouseCoopers FCPA practice combines the expertise of over 200 U.S. professionals along with a global network of professionals in 150 countries. Our anti-corruption professionals include experienced forensic accountants, former regulators and law enforcement officials and specialists in forensic technology and document management.

Over the past five years, PwC has advised and assisted management and/or their counsel on more than 100 FCPA assignments. These assignments included M&A matters, investigations, regulatory response, compliance reviews, training and/or the development of compliance risk assessments in the automobile, chemical, defense, engineering, financial services, health care, high-tech, hospitality, medical, petrochemical, pharmaceutical and retail industries.

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PRE-CONFERENCE WORKSHOPS
JULY 14, 2008

A: The Fundamentals
of FCPA Compliance:
The Foreign Corrupt
Practices Act Demystified

B: Conducting an Effective
FCPA Compliance
Assessment for
Chinese Operations

CHINA SUMMIT ON ANTI-CORRUPTION

Implementing Effective Corporate Governance, Transparency and FCPA Compliance Programs

JULY 15-16, 2008 | INTERCONTINENTAL SHANGHAI PUDONG | SHANGHAI, CHINA

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