

## Professional Interest Group Activities

### Insolvency Interest Group (IIG) Lunch Seminar

#### **CIRCULATION TO IIG MEMBERS ONLY**

Topic	:	Case Study in China/Asian Cross-border Mergers and Acquisitions: Asia Netcom/ Asia Global Crossing
Speaker	:	Mr. Edward L. Turner III, Managing Partner, Shearman & Sterling HK; Mr. Etienne Gelenscer, Associate, Shearman & Sterling HK; Mr. Sandor Schick, Counsel, Shearman & Sterling Singapore
Chairman	:	Mr. Simon Powell, Partner, Denton Wilde Sapte and member of the IIG Management Committee
Date	:	22 January 2003
Time	:	12:45 p.m. - 2:15 p.m. (Sandwiches and beverages will be served at 12:30 p.m.)
Venue	:	K-2 Suite, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong.
Admission Fee	:	HKD130 per person for IIG members HKD200 per person for non-IIG members
HKICPA CPD Credit Hour	:	1.5 hours
Law Society CPD Credit Point	:	1.5 (Intermediate)

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#### **Introduction**

Shearman & Sterling advised on this precedent-setting acquisition, the first time a Chinese state-owned company purchased a telecommunications business outside of China. The firm represented the purchasers, Asia Netcom Corporation (ANC), its parent company, China Netcom (CNC), and two investors, Newbridge Capital Group and Softbank Asia Infrastructure Fund, in the acquisition of Asia Global Crossing Ltd.'s assets and operations. The deal was complicated by the fact that Bermuda-based Asia Global Crossing and its parent, U.S.-based Global Crossing, had filed for bankruptcy, and Asia Global Crossing (AGC) was in economic distress. The transaction was structured as a purchase of assets out of bankruptcy, and involved weighty negotiations that addressed regulatory issues and other matters pertaining to cross-border transactions and bankruptcy.

As the only counsel to Asia Netcom and China Netcom, Shearman & Sterling gathered a team of specialists from its Mergers & Acquisitions and Bankruptcy groups from its offices in Hong Kong, Menlo Park and New York. The principal members of the Shearman transaction team will give a blow by blow account of this fascinating and precedent-setting transaction, indicating what transaction structures were available and the reasons behind the structure ultimately decided upon by the parties.

#### **About the Seminar**

The seminar will cover:

- CNC's Objectives
- AGC's Objectives
- CNC's Possible Transaction Structures
  - 1) Purchase Shares in AGC
  - 2) Purchase AGC's Assets
- Routes by which the Acquisition of AGC shares can be achieved:
  - 1) Negotiated Work-out outside Chapter 11 and Scheme of Arrangement
  - 2) Through Chapter 11 and Scheme of Arrangement
- CNC's Transaction, including Share and Asset Purchase Agreement, Creditor's Negotiations, and the Section 363 process in Chapter 11.

#### **Registration**

The admission fee for attending the lunch seminar is **HKD130** per person for IIG member and **HKD200** per person for non-IIG member. The number of places is limited and priority will be given to **IIG members** on a first-come-first-served basis in case of over-subscription. For members who wish to attend the lunch seminar, please complete the attached [reply slip](#) and return it **by fax for registration on or before Monday, 20 January 2003 and then follow by mail** to the Professional & Technical Department of the Society, together with a cheque payable to "Hong Kong Society of Accountants". For enrolment by fax, remittance must follow within 5 days of fax booking or else booking will be cancelled.

No further confirmation letter will be sent out unless your reservation of seat is unsuccessful. Should you have any questions on the above, please do not hesitate to contact Ms. Karen Moy, Administrative Officer of the Professional & Technical Department at **22877089** in the first instance.