

Joint Venture and Shareholders Agreements, Expansion Capital and Private Equity

by
Mr. Guy Facey,
Partner,
Facey & Associates



English and Hong Kong qualified lawyer with 30 years' experience. Trained in a tier one global law firm in London, twice in-house in industry in leading aerospace and automotive engineering groups and worked in the first mainland Chinese law firm in London. Has set up and run two companies. Guy has worked with Asia and particularly China since the mid-1980's first in Hong Kong and then in London, returning to Hong Kong in 2008. He passionately believes in helping mid-cap companies and entrepreneurs of all sizes and using his languages to cross cultural boundaries.



Corporate advice to mid-caps and growing technology companies (M&A, structuring, JVs, acceleration capital and private equity).

Investments in Asia particularly China and investments from China in the UK/Europe.

Industries:

- Manufacturing and engineering (especially aerospace and aviation)
- Luxury brands (especially corporate jets, yachts, watches).

Countries: USA, UK and Europe (mostly France and Italy).

Languages: Fluent English French and Italian; good Mandarin.

Shortlisted for 2014 awards, Asia Transformation and Turnaround Association, Best mid-cap Turnaround project; commended nomination 2013 Awards, Shortlisted, 2011 awards

Course Objective:

- To give you the tools to understand the key principles and how to implement them, in joint ventures and investor agreements
- Relevant for **finance directors** of corporates negotiating JVs
- For **entrepreneurs** entering into investor agreements
- And of course their **lawyers**

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Course Outline:

A selection of the questions which will be addressed:

- For **finance directors** and **entrepreneurs**:
 1. The differences between the different types of joint venture
 2. Is it enough to have a shareholders agreement which says it takes precedence over the Articles or should you adapt the Articles also?
 3. What law should I use in an overseas joint venture?
 4. What minority protection do I need if we are in a minority joint venture?
 5. Is it important to have different classes of share capital?
 6. Top tips for deadlock clauses
 7. Is there a positive way of dealing with a deadlock?
 8. In an international joint venture do the board meetings have to be in one language?
 9. What are the differences between a CEO in a common law country JV and a President in a civil law country JV?
 10. How can we limit the powers of the President?
 11. 5 types of first refusal clauses
 12. What is drag along and tag along?
 13. Tips on buying out your JV partner
 14. 5 top things to do and not to do in a JV
 15. Recent cases
- For **entrepreneurs**:
 1. Do I need a shareholders agreement for my start up?
 2. 5 things to do and 5 things to avoid in a shareholders agreement
 3. My investor(s) say(s) he/they can take preference shares or loan notes. What's the difference?
 4. Can I pay shareholders different dividends?
 5. How do I find an investor?
 6. What are the differences between a business angel and a private equity investor?
 7. Can my investors fire me as CEO?
 8. What does good leaver and bad leaver mean?
- For **investors**:
 1. What rights do I have if I'm an investor and haven't been appointed a director?
 2. Should I agree to become a director? What about my liabilities?
 3. Do I have a right to see the management accounts?
- And for **lawyers** acting for the above

Scan to Calendar



Code:	EVT000000074	Level:	Intermediate
Date:	14 July 2015 (Tuesday)	Language:	English
Time:	14:30 - 17:45 (Reception starts at 14:00)	Accreditation(s):	LSHK 3.0 CPD Points (LSHK Allocated Number: 20151716) SFC 3.0 CPT Hours
Venue:	Kornerstone Institute 15/F, Hip Shing Hong Centre 55 Des Voeux Road Central Central, Hong Kong	Request for Rerun:	Please Contact Us for Details



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