



Seminars on **“ESG and Board-Shareholder** **Engagement in M&A” and** **“Artificial Intelligence & Directors** **Duties”**

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| CPD point(s): | |
| The Law Society of Hong Kong | : 4 CPD points; (2 points per Session) |
| The HKCGI | : 4 CPD points; (2 points per Session) |
| The HKICPA | : 4 CPD hours; (2 hours per Session) |

Wednesday, 20 September 2023

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| Topic | : Morning Session – ESG and Board-Shareholder Engagement in M&A Afternoon Session – Artificial Intelligence & Directors Duties |
| Time | : Morning Session – 10:00 a.m. – 12:00 noon Afternoon Session – 2:00 p.m. – 4:00 p.m. |
| Presenter | : Professor Afra Afsharipour, Senior Associate Dean for Academic Affairs, Martin Luther King Jr. Professor of Law, UC Davis School of Law, King Hall |
| Moderator | : <u>Moderator and Co-presenter for afternoon session</u> Mr. Chee Keong Low, B.Ec; LL.B; PostGrad Dip. Comm. Law (Monash); LL.M (HKU) |
| Venue | : Hybrid mode: (1) Live webinar via Zoom; and (2) Face-to-face: Function Room, The Law Society of Hong Kong, 3/F, Wing On House, 71 Des Voeux Road Central, Hong Kong |
| Level | : Intermediate |
| Language | : English |
| Fee | : <u>For Members of the Law Society, HKICPA or HKCGI</u> HK\$450 for the full-day seminar or HK\$250 per Session <u>For non-members</u> HK\$810 for the full-day seminar or HK\$450 per Session |
| Registration | : <u>For Members of the Law Society</u> Please click here for online registration <u>For Members of HKICPA or HKCGI or non-members</u> Please click here for the enrolment slip |

In association with:

About the Seminars

Morning Session – ESG and Board-Shareholder Engagement in M&A

Corporate governance debates have undergone a fundamental shift, with environmental, social and governance (“ESG”) issues coming to the forefront of decision-making by boards, executives and shareholders. Across a spectrum of stakeholders, companies and their boards face pressure to incorporate ESG considerations into their business strategies, including strategies around merger and acquisition (“M&A”) transactions. This seminar addresses how the growth of ESG is poised to affect board and shareholder engagement in M&A. For boards evaluating M&A deals, ESG factors are emerging as critical to all aspects of dealmaking, including selection of targets and buyers, due diligence, governance and integration, and financing. The ESG pressures on M&A deals also influence corporate governance in M&A - implicating board strategy and oversight in M&A, as well as shareholder engagement in M&A. In an ideal world, ESG information can help enhance board and shareholder decision-making around M&A. Yet, whether ESG considerations are likely to do so remains uncertain.

Afternoon Session – Artificial Intelligence & Directors Duties

Recent advances in artificial intelligence (‘AI’) have been so rapid that even universities are scrambling to respond to the use – or the prohibition of the use – of certain applications which may affect academic integrity.

Yet AI should be seen as a useful tool within the corporate arena given its potential to assist in areas such as risk management and with targeted marketing research. Therein lies a conundrum: how can boards of directors reasonably balance its use effectively and yet not over-rely on the same in the era of continuing advances in information technology?

This interactive seminar seeks to encourage discourse on this nascent yet important area in the context of duties of directors. While AI is proving to be beneficial in real world applications there is nonetheless a danger of over use – and indeed of potential abuses – especially with ‘techno solutionism’ where AI is viewed as a panacea rather than as a tool that it should be. Are we at the cusp leading to the beginning of SkyNet as in the hit Hollywood movie Terminator?

About the Presenter and Moderator

Professor Afra Afsharipour is Senior Associate Dean for Academic Affairs and Martin Luther King, Jr. Professor of Law at University of California, Davis School of Law. She researches in the areas of comparative corporate law, corporate governance, mergers and acquisitions, and transactional law. She has taught courses in business associations, mergers and acquisitions, startups and venture capital, and antitrust. Her scholarship has appeared or is forthcoming in several books and law reviews, including *Columbia Law Review*, *University of Chicago Law Review*, *Minnesota Law Review*, *Vanderbilt Law Review*, *Georgia Law Review*, *UC Irvine Law Review*, *National Law School of India Review*, and other leading journals. She is co-editor of *Comparative Corporate Governance* (eds. Afra Afsharipour & Martin Gelter, Edward Elgar Publishing Ltd., 2021). She authored the *Handbook on Corporate Governance in India: Legal Standards and Board Practices* (The Conference Board 2016) and co-authored the 2021 edition of the *Handbook on Corporate Governance in India: Legal Standards and Board Practices* (The Conference Board 2021).

Professor Afsharipour has delivered numerous talks, nationally and internationally, and has been a visiting scholar in India, China and Taiwan. She is quoted regularly by leading national and international news outlets, and her research has been featured in the *New York Times* and the *American Lawyer*, as well as other national news outlets.

She is an elected member of the American Law Institute (ALI), widely considered the nation's preeminent law reform organization. In 2023, she was named a research member of the European Corporate Governance Institute. In 2019 she was named a fellow of the American Bar Foundation. She has held leadership positions in the Association of American Law Schools and the American Society of Comparative Law. In 2018 she was honored by the Association of American Law Schools (AALS) with the Section on Business Associations Outstanding Mentor Award. In 2014 she was selected for the Lawyers of Color's 50 Under 50 list, a comprehensive catalog of minority law professors making an impact in legal education.

Prior to joining the Davis faculty, Professor Afsharipour was an attorney at the international law firm Davis Polk & Wardwell LLP. There she advised clients on domestic and cross border mergers and acquisitions, public and private securities offerings, and corporate governance and compliance matters. She served as a law clerk for Judge Rosemary Barkett of the U.S. Court of Appeals for the Eleventh Circuit.

Professor Afsharipour received her J.D. from Columbia Law School, where she was a Harlan Fiske Stone Scholar, and served as an articles editor of the *Columbia Law Review* and a submissions editor of the *Columbia Journal of Gender and Law*. She received her B.A. (*magna cum laude*) from Cornell University.

Chee Keong Low ('CK') retired as an Associate Professor in Corporate Law on 1 August 2022 after more than three decades at The Chinese University of Hong Kong Business School. His research in issues pertaining to corporate governance and the regulatory framework of capital markets – which published in journals in Australasia, Europe and the United States of America – was supported by more than USD300,000 in recurring private sector grants since 2006.

A non-practising Advocate and Solicitor of the High Court of Malaya, CK is currently a member of the statutory Advisory Committee of the Accounting and Financial Reporting Council as well as of the Standing Committee on Company Law Reform in Hong Kong. Amongst others he previously served on the Listing Committee of The Stock Exchange of Hong Kong as well as on the Securities and Futures Appeals Tribunal.

CK is a Council member of the Hong Kong Corporate Governance Institute where he serves as the Chairman of its Qualifications Committee. A selection of his papers is available at www.ssrn.com/author=332882.

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Morning Session – ESG and Board-Shareholder Engagement in M&A
Afternoon Session – Artificial Intelligence & Directors Duties
Wednesday, 20 September 2023

Enrolment Slip
(For Members of HKICPA or HKCGI or Non-members only)

To : The Law Society of Hong Kong, 3rd Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong (Attention: Ms. Coco Yuen - Tel: 2805 9107) (or by email to: cpd_enrolment@hklawacademy.org)

I would like to attend the seminar(s)

- ☐ by webinar (via Zoom); or
☐ face-to-face at the Function Room, The Law Society of Hong Kong, 3/F, Wing On House, 71 Des Voeux Road Central, Hong Kong
(please tick as appropriate)

I would like to enrol in

- ☐ Full Day Seminar (HK\$450 for members of HKCGI or HKICPA / HK\$810 for non-members); or
☐ Morning Session from 10:00 a.m. to 12:00 noon (HK\$250 for members of HKCGI or HKICPA / HK\$450 for non-members); or
☐ Afternoon Session from 2:00 p.m. to 4:00 p.m. (HK\$250 for members of HKCGI or HKICPA / HK\$450 for non-members)
(please tick as appropriate)

I am a:

- ☐ HKICPA Member (membership number : _____)
☐ HKCGI Member (membership number : _____)
☐ Non-member (please specify your occupation : _____)
(please tick as appropriate)

Do you wish to claim CPD points for your attendance?

- ☐ CPD points required from the HKICPA
☐ CPD points required from the HKCGI
(please tick as appropriate)

Name: Mr./Ms. _____
(full name)

Company/Firm: _____ Fax: _____

Address: _____

E-mail: _____ Tel: _____

I enclose a cheque made payable to “The Law Society of Hong Kong” or proof of payment for HK\$ _____ in payment for the above course.

I have read and accepted the Enrolment Conditions as stated below.

Signature: _____ Date: _____

Enrolment Conditions

- For Members of the Law Society, registration should be made by online enrolment. Payment of course fee should be made **within 3 working days after submitting an online enrolment form.**
- For Members of HKCGI or HKICPA or non-members, registration should be made by submitting a duly completed enrolment slip together with a cheque or proof of payment of course fee to the Law Society.
- Course fee can be paid by cheque (made payable to “The Law Society of Hong Kong”) or by bank transfer (including via fast payment system or ATM). Please click [here](#) for details of the payment methods.
- Enrolments will be processed upon receipt of payment of course fee by the Law Society and on a first-come first-served basis.
- Course fees shall under no circumstances be refunded.** If you cannot attend a booked course, you may transfer your booking to a replacement delegate provided that the Law Society is notified in writing at least one clear day in advance of the scheduled course date.
- The CPD Attendance Policy will apply to the Members of the Law Society for their claim of CPD points. Bad Weather Policy will apply to all participants. Please enquire for further details.
- The Law Society of Hong Kong reserves the right to alter the contents, speakers(s) or otherwise of this course, or cancel this course.

Personal Information Collection Statement

The personal data collected in this Enrolment Form (“the data”) will be used by The Law Society of Hong Kong (“Society”) for the purposes of processing your application (“the Application”) to enroll in the Continuing Professional Development (“CPD”) courses, making logistical arrangements, compiling statistics and keeping records of your attendance, facilitating the applications for CPD and/or Risk Management Education accreditation of such courses and other related matters.

In making the Application, it is obligatory for you to supply the Society with the data requested in this Enrolment Form except as otherwise indicated. The consequence for you if you fail to supply such data is that the Society will not be able to process the Application.

The data may be provided to such persons within the Society whose proper business it is to have access to and assist in the processing of the Application and related matters. The data may also be provided to the CPD course facilitators / workshop leaders / presenters and other persons who may help the Society in attaining the purposes above mentioned.

Any data that is provided to anyone outside of the Society will be restricted to what is necessary and not excessive to achieve any intended purpose.

You have the right to request access to and correction of the data. Any such request should be addressed to the Secretary General, The Law Society of Hong Kong, 3/F, Wing On House, 71 Des Voeux Road Central, Hong Kong.

The Privacy Policy Statement of the Society is available on its website at www.hklawsoc.org.hk.