

Workshop on Corporate Governance of State-owned Enterprises in Singapore and China



SINGAPORE



CHINA

19 & 20 May 2016
NUS Law (Bukit Timah Campus), Singapore
Block B, Level 4, Seminar Room 4-4

WORKSHOP PROGRAMME

THURSDAY, 19TH MAY 2016

TIME	PROGRAMME
9:00am – 9:30am (30 mins)	Registration & Coffee NUS Law, Block B, Level 4, Seminar Room 4-4
9:30am – 9:35am (5 mins)	Welcome Remarks by Associate Professor Wang Jiangyu <i>National University of Singapore, Faculty of Law</i>
9:35am – 9:40am (5 mins)	Welcome Remarks by Professor Zhu Ciyun <i>Tsinghua University, School of Law</i>
9:40am – 11:20am (100 mins, including translation)	Keynote Speech by Mr Li Bing <i>Director-General of Enterprise Restructuring Bureau and Head of Office of Pilot Board of Directors of State-Owned Assets Supervision and Administration Commission of the State Council (SASAC)</i> 李冰, 中国国务院国资委企业改组局局长, 董事会工作办公室主任 <u>Topic:</u> State-Owned Enterprise Reform In China: State Of Affairs And Prospects For Future Development 中国国企改革的现状与发展
11:20am – 11:40am (20 mins)	Keynote Speech by Professor Tan Cheng Han <i>Chairman for Centre for Law and Business & Professor at National University of Singapore, Faculty of Law</i> <u>Topic:</u> State-Owned Enterprises In Singapore: Historical Insights Into A Potential Model For Reform
11:40am – 11:50am (10 mins)	Group Photograph (For Speakers Only)
11:50am – 1.00pm (70 mins)	Lunch Break

SESSION 1
Chair: Wang Jiangu

TIME	PROGRAMME
1:00pm – 1:30pm (30 mins, including translation)	Zhu Ciyun, Professor of Law, Tsinghua University <u>Topic:</u> The Balance Of Rights And Obligations Of The State Shareholder And Procedural Safeguards 朱慈蕴: 国有股东权利义务衡平与程序保障
1:30pm – 1:45pm (15 mins)	Commentary by Lan Luh Luh, Associate Professor, National University of Singapore, Faculty of Law to : The Balance Of Rights And Obligations Of The State Shareholder And Procedural Safeguards (Written By Zhu Ciyun) 藍璐璐: 评议“国有股东权利义务衡平与程序保障” (朱慈蕴) 及分享新加坡经验
1:45pm – 2:15pm (30 mins, including translation)	Jiang Daxing, Professor of Law, Peking University <u>Topic:</u> Controlling Investments By SOE: The End Of The Idealism – SOE’s Control Over Investments By Their Subsidiaries 蒋大兴: 控制国企投资: 理想主义的终结 - 论国企对子公司投资行为之管控
2:15pm – 2:30pm (15 mins)	Discussion

SESSION 2
Chair: Lin Lin

2:30 pm – 3:00pm (30 mins, including translation)	Qian Yulin, Professor of Law, Yangzhou University <u>Topic:</u> The History Of Soes And SOE Reform In China 钱玉林: 中国的国企以及国企改革的历史发展
3:00pm – 3:30pm (30 mins, including translation)	Li Wen, Partner, Guantao Law Office <u>Topic:</u> The History Of Soes And SOE Reform In China : Practitioner’s Perspective 李雯: 国企和国企改革的历史
3:30pm – 3:50pm (20 mins)	Umakanth Varottil, Associate Professor, National University of Singapore, Faculty of Law <u>Topic:</u> State-Owned Enterprises (SOEs) In India 印度的国有企业
3:50pm – 4:10pm (20 mins)	Discussion
4:10pm – 4:30pm (20 mins)	Afternoon Coffee Break

SESSION 3:
Chair: Umakanth Varottil

TIME	PROGRAMME
4:30pm – 4.50pm (20 mins)	<p>Leng Jing, Professor of Law, East China University of Political Science and Law</p> <p><u>Topic:</u> Corporate Governance Of Soes In China: Difficulties In Debt-Equity Swaps 冷静: 中国国企公司治理中的难点问题: 债转股</p>
4.50pm – 5.10pm (20 mins)	<p>Zhai Wei: Lecturer, East China University of Political Science and Law</p> <p><u>Topic:</u> Nature And Form Of The Law On SOE Monopolisation In China 翟巍: 论中国央企垄断的法律定性及其规制</p>
5.10pm – 5:30pm (20 mins)	<p>Commentary by Qian Jiwei, Research Fellow, East Asian Institute, National University of Singapore to : Allocation Of Managerial And Decision Rights In State-Owned Public Enterprises (Written By Hu Gairong)</p> <p>钱继伟: 评议“国有公共企业经营决策权的配置” (作者: 胡改蓉)</p>
5:30pm – 5.50pm (20 mins)	Discussion
6:00pm	End of Workshop (Day 1)

FRIDAY, 20TH MAY 2016

TIME	PROGRAMME
9:30am – 10.00am (30 mins)	Registration & Coffee NUS Law, Block B, Level 4, Seminar Room 4-4
SESSION 4 Chair: Han Yongqiang	
10.00am – 10.30am (30 mins, including translation)	Fan Jian, Professor of Law, Nanjing University <u>Topic:</u> The Principle Of “Competitive Neutrality” And SOE Reform In China – Comparative Study Of SOE Rules Under The TPP 范健: “竞争中立”规则与中国国有企业改革—TPP 国有企业规则比较研究
10.30am – 10.50am (20 mins)	Wang Jiangyu, Associate Professor, National University of Singapore, Faculty of Law <u>Topic:</u> TPP And State Capitalism 王江雨: TPP 与国家资本主义
10.50am – 11:10 am (20 mins)	Lin Lin, Assistant Professor, National University of Singapore, Faculty of Law <u>Topic:</u> Executive Compensation In SOEs : A Comparative Study Of China And Singapore 林琳: 国有企业薪酬: 中国与新加坡的比较研究
11.10am – 11.30am (20 mins)	Zheng Lei, Lecturer, Zhengzhou University <u>Topic:</u> Discussion On The Different Modes Of Fulfilling The Obligation To Protect National Security By SOEs 郑磊: 国企承担国家安全保障义务的模式探讨
11.30am – 12.00nn (30 mins)	Discussion
12.00nn – 12.30pm (30 mins)	Future Plan and Closing Remarks Wang Jiangyu and Lin Lin
12.30pm	End of Workshop (Day 2)
12.30pm - 1.30pm	Lunch

SPEAKER PROFILE



LI BING *State-Owned Assets Supervision and Administration Commission of the State Council*

Born in February 1964, Mr Li graduated from Nankai University and Peking University and holds a Master degree. He started his career in July 1985 and is now Director-General of Enterprise Restructuring Bureau and Head of Office of Pilot Board of Directors of State-Owned Assets Supervision and Administration Commission of the State Council (SASAC).

Mr Li has a long and rich experience in SOE reform and state-owned assets supervision. He served successively as Deputy Division Director, Division Director and Deputy Director-General in the State Economic Commission, State Commission for Economic System Restructuring, State Planning Commission, Commission for Production, Production Office and Economy and Trade Office of State Council and State Economic and Trade Commission.

From September 1998 to September 1999, Mr Li took the position as the executive assistant to the the President of China Building Material Corporation (now known as China National Building Material Group). In May 2003, he assumed the position of Deputy Director-General of Enterprise Restructuring Bureau of SASAC. In October 2009, he was appointed as Director-General of Enterprise Restructuring Bureau and Head of Office of Pilot Board of Directors of SASAC.



TAN CHENG HAN *National University of Singapore, Faculty of Law*

Professor Tan Cheng Han is Chairman, Centre for Law & Business at the Faculty of Law at the National University of Singapore (NUS). His current appointments include being Chairman of the Singapore Media Literacy Council, Chairman of the Advisory Committee on Move-On and Filming Orders; Advisor to the Singapore Tae Kwon-do Federation, a Commissioner of the Competition Commission of Singapore, a member of the Appeal Advisory Panel to the Singapore Minister for Finance, a member of the Military Court of Appeal in Singapore and a member of the Governing Board of the International Association of Law Schools in the US. Prof Tan has also been a Visiting Professor at the East China University of Political Science and Law, National Taiwan University and Peking University.



ZHU CIYUN 朱慈蕴 *Tsinghua University, School of Law*

Zhu Ciyun, Professor of Law at Tsinghua University, Doctoral Supervisor, Director of Tsinghua University Commercial Law Research Centre, Deputy Head and Secretary General of China Commercial Law Society, arbitrator with the China International Economic and Trade Arbitration Commission, Beijing Arbitration Commission, Experts of the Supreme Court of People's Republic of China

清华大学法学院教授，博导，中国法学会商法学研究会常务副会长，清华大学商法研究中心主任，最高人民法院第四届特邀咨询员，中国国际经济贸易仲裁委员会仲裁员，北京仲裁委员会仲裁员等。



JIANG DAXING 蒋大兴 *Peking University, School of Law*

Jiang Daxing, Professor of Law at Peking University, Head of Peking University Chinese Enterprise Law Risk Management Research Centre, vice-head of China Securities Law Research Association, Executive Director of Chinese Commercial Law Research Association, arbitrator with the China International Economic and Trade Arbitration Commission, member of the Committee of Experts on the Supreme Court Case Guidance Committee, member of the Beijing Municipal Higher People's Court expert advisory committee of experts, adjunct professor at the Justice Training Institute of Jiangsu, and member of the China Expert Committee on Legal Advice Centers.

北京大学法学院教授，博导，中国商法研究会常务理事，兼任北京大学中国企业法律风险管理研究中心主任、中国证券法学研究会副会长、中国商法学研究会常务理事、中国国际经济贸易仲裁委员会仲裁员、最高人民法院案例指导工作专家委员会专家委员、北京市高级人民法院专家咨询委员会专家、江苏省法官培训学院兼职教授、中国法律咨询中心专家委员会委员等职。



FAN JIAN 范健 *Nanjing University, School of Law*

Professor Fan is currently a professor and doctorate supervisor at Nanjing University School of Law. His expertise lies in Economic Law and Commercial Law.

He has presided over the National Social Fund and Jiangsu Social Fund. Prof Fan was a visiting scholar at University of Goettingen and Columbia University, and has delivered lectures in Germany, England, USA, Korea, Hong Kong and Taiwan. In 1995, he was recognized as one of China's Top Ten Outstanding Young Jurists. In 1999, he was invited to participate in the United Nations Development Programme, and was consultant to the United Nations Vietnam Reform project.

Prof Fan has published numerous works, namely pertaining to German Commercial Law, Antitrust Research and Company Law, and has published approximately 100 articles.

He further holds positions in the Chinese Law Society, Chinese Economic Law Society, Chinese International Finance Law Society, National Board of Legal Education Steering Committee, and the 8th Chinese Youth Federation. He also serves as counsel for Jiangsu People's Congress Legislature.

南京大学法学院教授、博士生导师，中国法学会理事、中国经济法学会理事、中国国际经济法学会理事、国家教委法学教育指导委员会委员、第八届中华全国青联委员、江苏省人大立法咨询员。1995年当选为“中国十大杰出青年法学家”。



QIAN YULIN 钱玉林 *Yangzhou University, Law School*

Dean, Professor of Law, law school of Yangzhou University, graduated from Tsinghua University School of Law with a major in civil and commercial law, and obtained his PhD in July 2003. He has conducted research and attended conferences in numerous universities, including Taipei University, Munich University, Chinese University of Hong Kong, Moscow University, University of British Columbia, and California State University. He is currently dean of Yangzhou University Law School, as well as professor and PhD tutor. Further, he is a member of the Chinese Commercial Law Research Association and an arbitrator with the China International Economic and Trade Arbitration Commission. His teachings and research focus on civil and commercial law. He has published over 60 academic articles.

扬州大学法学院院长、教授。2003年7月毕业于清华大学法学院民商法学专业，获法学博士学位。曾赴台北大学法学院、德国慕尼黑大学法学院、香港中文大学法律学院、俄罗斯莫斯科大学法学院、加拿大UBC大学法学院、美国加州州立大学富勒顿分校等作短期研究或学术交流。现为扬州大学法学院院长、教授、博士生导师，中国商法学研究会常务理事，中国国际经济贸易仲裁委员会仲裁员。主要从事民商法的教学与研究。发表60多篇学术论文，出版专著《股东大会决议瑕疵研究》、《公司法实施问题研究》。



LI WEN 李雯 *Guantao Law Office*

Miss Li's areas of expertise are international investment and trade, mergers and acquisitions, commercial law, and antitrust law. She holds an LLB from Nankai University and an LLM from the University of Southampton.

Currently an equity partner of Guantao Law Firm, her team is known for legal services for investment projects, particularly SOE outbound practice. Her prior experience includes working for Tianjin Municipal Government and promoting foreign investments to Binhai New Area of Tianjin. She has also worked in the US for several years, and was one of the founders of the Tianjin-US Industrial Park located in South Carolina.

Miss Li was legal counsel for multiple large corporations, has provided legal service for a large state-owned American Investment Project, as well as for Tianjin Property Group and Itochu Corporation pertaining to antitrust law, and advised on the buy-in of an Australian insurance company into Bohai Property Insurance Pte Ltd.

Further, Miss Li is a tutor at Tsinghua University Law School, a member of the Tianjin Youth Federation, an executive member of the Hong Kong Tianjin Association for Women, an independent director of Tianjin Quanyechang (Group) Co Ltd, an expert judge of the Tianjin Equity Exchange, and a member of the International Committee of the Chinese Business Lawyers Association.

观韬律师事务所合伙人，专业领域包括国际投资与贸易业务、公司、并购与商业业务、反垄断业务



LENG JING 冷静 *East China University of Political Science and Law*

Professor of law, East China University of Political Science and Law; Chair Professor of Shanghai Universities (Oriental Scholar); LLB and MPhil, Peking University; LLM, Kyushu University (Japan); SJD, University of Toronto. Prior to joining ECUPL, Professor Leng had been an assistant professor at the Faculty of Law, University of Hong Kong from 2007 to 2013. Her specialties are corporate and securities law in mainland China and Hong Kong, as well as comparative corporate governance. Professor Leng's work has been published by leading law journals and academic publishing houses in both Chinese and English languages, including *Virginia Law Review*, *Peking University Law Journal*, Cambridge University Press, Routledge, BRILL, Peking University Press, and the Commercial Press. Her monograph *Corporate Governance and Financial Reform in China's Transition Economy* (Hong Kong University Press, 2009, 328pp) has gained wide attention in academic circles and has been reviewed in academic journals in Hong Kong, Singapore, the UK, and Japan. She was awarded Outstanding Research Output Prize by HKU Faculty of Law in 2010.

Professor Leng has held a variety of academic and professional affiliations, including council member of China Securities Law Association, Academic Secretary of the Asian Law and Economics Association, fellow of the Asian Institute of International Financial Law of the University of Hong Kong, research advisor on cross-border listing for the Hong Kong Institute of Chartered Secretaries, editor of the *Hong Kong Law Journal*, and member of the executive committee of the Sino-British Joint Research Center on Commercial Law established by ECUPL and the University of Leeds. She is also the co-director for the executive education program *Law Firm Leadership and Management* jointly run by Harvard Business School and ECUPL.

北京大学法学学士与法学硕士，日本九州大学法律硕士，多伦多大学法律科学博士。曾在香港大学法律学院从事博士后研究（2005-2007），并自2007年7月起任香港大学法律学院助理教授，还曾担任香港大学法学院研究生项目主任（2008-2012）。2013年7月获聘为华东政法大学国际金融法律学院教授，并入选上海高校特聘教授（东方学者），目前担任华政校学术委员会委员。主要学术兼职包括中国证券法学研究会理事，香港大学亚洲国际金融法研究院(The Asian Institute of International Financial Law)研究员，《香港法律学刊》(*Hong Kong Law Journal*)编辑，中英商法研究中心(Sino-British Joint Research Center on Commercial Law)教授委员会成员，哈佛商学院-华政《律所领导力与发展战略》(*Law Firm Leadership and Management*)职业教育课程中方项目主任，并曾任亚洲法和经济学学会(The Asian Law and Economics Association)常务秘书。在公司治理、国企改革及证券监管领域长期从事研究工作，论文曾由中国内地、北美及欧洲的法律期刊发表，并著有英文专著一部，中文译著一部，曾经获得香港大学法学院“杰出研究成果奖”(Outstanding Research Output Prize)。英文专著 *Corporate Governance and Financial Reform in China's Transition Economy* (Hong Kong University Press, 2009, 328pp)分析转型期中国公司治理改革与金融改革的成就与问题，获得来自香港、新加坡、美国、英国及日本学者的荐评或书评，并为域外学者引用。



ZHAI WEI *East China University of Political Science and Law*

Lecturer of Law, PhD tutor and post-doctorate in Economic Law, East China University of Political Science and Law; LLM and PhD (EU antitrust law), University of Mainz; LLM, University of Krakow; LLM, ECUPL.

Zhai is a member of the Shanghai Law Society Competition Law Research Association, an editor of the Internet Governance and Developments Journal, and counsel of Jin Dao Electronics Private Limited.

He has published articles on German law (with emphasis on antitrust law). He was previously a member of the German Research Foundation, and organized many national-level subjects.

Professor Zhai is also proficient in German, English and Polish. His main research interests are Economic Law, Antitrust Law, Comparative Analysis. The main areas of legal practice include overseas mergers and acquisitions, compliance review monopoly, unfair competition, civil and commercial disputes.

华东政法大学经济法学院讲师，硕士生导师，华东政法大学法学博士后（经济法方向），德国美因茨大学法学博士（欧盟反垄断法方向），德国美因茨大学法学硕士，波兰克拉科夫雅盖隆大学法学硕士，华东政法学院法学硕士，上海市法学会竞争法研究会理事，《互联网治理与法制发展内刊》编辑，谨道电子商务有限公司法务。出版德文法学专著 4 部（其中反垄断法 3 部），参与译著 1 部，曾系德意志学术研究联合会（DFG）项目组成员，主持国家级及以下课题项目多项。精通法律德语，通晓法律英语与波兰语。主要研究方向为经济法、反垄断法、比较法，主要法律业务领域包括海外并购、垄断合规审查、反不正当竞争、民商事纠纷。



ZHENG LEI 郑磊 *Zhengzhou University, Law School*

Lecturer, Zhengzhou University School of Law; LLB and LLM, Zhengzhou University School of Law; PhD, Peking University Law School. Dr Zheng was also a visiting scholar at Columbia Law School.

His main research interests are scientific, political and administrative law, administrative organizational law; expropriation of property and land use law.

郑州大学讲师，北京大学博士，美国哥伦比亚大学法学院联合培养博士生，研究领域包括：科学、政治与行政法；行政组织法；财产征收法；土地利用规划法。



HAN YONGQIANG *National University of Singapore, Faculty of Law*

Currently a researcher with CBFL, Dr Han first joined the NUS Law School in August 2014 as a Postdoctoral Fellow. He obtained his doctoral degree in November 2013 at the University of Aberdeen, Scotland. He was a tutor of business law in 2012 during his doctoral candidature. Before starting his PhD program in Aberdeen in December 2008, he had studied law successively at post-graduate level in the law schools of GuangDong University of Foreign Studies and of Shanghai Jiao Tong University, and further prior to that he had been a college English teacher for three years in a university in China. He received three ministerial-level academic and research awards in China in 2008, 2011 and in 2013.



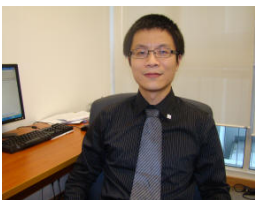
LAN LUH LUH *National University of Singapore, Faculty of Law*

Lan Luh Luh has a PhD (Business Policy) from the National University of Singapore (NUS) and a LLM (First Class) in Commercial Law from the University of Cambridge. She currently holds a joint position with both the NUS Business School and Law School. She specializes in company law, corporate finance law and corporate governance. She has published in both internationally-ranked management and law journals such as the *Academy of Management Review*, *Harvard Business Review*, *Journal of Public Policy and Marketing*, *Journal of Business Law*, and *Singapore Journal of Legal Studies*. She was a contributor to *Walter Woon on Company Law*, rev 3rd ed (2008) and *Woon 摺 Corporation Law*. She teaches Corporate Law and Finance, Corporate and Securities Law and Corporate Governance at both the undergraduate and graduate levels, including the joint-degree UCLA-NUS Executive MBA programme. She was the Assistant Dean at NUS Business School (2008-09) and the Deputy Director for the Centre for Commercial Law Studies which has been renamed the Centre for Law & Business (2012-2015). She is currently a member of the Charity Council advising the Commissioner of Charity on key regulatory issues.



LIN LIN *National University of Singapore, Faculty of Law*

Dr. Lin Lin is an Assistant Professor of the Faculty of Law, National University of Singapore. She specializes in Chinese corporate law, corporate finance, partnership law, venture capital and private equity. She was a Visiting Scholar at Stanford Law School and the Arthur and Toni Rembe Rock Center for Corporate Governance at Stanford University (2012-2013). Dr. Lin has published widely in law journals in the U.S., the U.K., Singapore, Hong Kong and China, such as the *Stanford Journal of Law, Business & Finance*, the *Journal of Corporate Law Studies* and the *Journal of Law and Commerce*. She is the recipient of several academic honours, including the President's Graduate Fellowship and the Faculty Graduate Scholarship. Her writing has been selected for presentation by the Stanford International Junior Faculty Forum. She has also taught on a visiting basis at the Helsinki Law School and the National Chengchi University. Prior to joining academia, Dr. Lin was a Legal Policy Officer at the Accounting and Corporate Regulatory Authority of Singapore (ACRA). She has worked in the Corporate Finance Department of a leading law firm in Singapore. She has also served as Assistant Counsel at the Singapore International Arbitration Centre (SIAC)



QIAN JIWEI 钱继伟 *East Asian Institute, National University of Singapore*

Qian Jiwei obtained his B.Sc. in computer science from Fudan University, China and M.Sc. in Development Economics from the School of Oriental Africa Studies, University of London. He got his Ph.D degree in Economics from the National University of Singapore. His research interests include health economics, political economy and development economics.



UMAKANTH VAROTTIL *National University of Singapore, Faculty of Law*

Umakanth specializes in corporate law and governance, mergers and acquisitions and corporate finance. While his work is generally comparative in nature, his specific focus is on India and Singapore. He has co-authored two books on Singapore law and practice, published articles in international journals and founded the [Indian Corporate Law Blog](#). He has also taught on a visiting basis at the Fordham Law School, New York and at various law schools in India. He is the recipient of several academic medals and honours.

Prior to his foray into academia, Umakanth was a partner at a pre-eminent law firm in India. During that time, he was also ranked as a leading corporate/mergers & acquisitions lawyer in India by the Chambers Global Guide.



WANG JIANGYU *National University of Singapore, Faculty of Law*

Dr. Wang Jianguyu (SJD & LL.M., University of Pennsylvania; M.Jur., Oxford; LL.M., Peking University; LL.B., China University of Political Science and Law) is an Associate Professor at the Faculty of Law of the National University of Singapore. He was on secondment as an Associate Professor at the Faculty of Law of The Chinese University of Hong Kong from August 2006 to July 2009. His teaching and research interests include international economic law, corporate and securities law, law and development, and Chinese legal system. He practiced law in the Legal Department of Bank of China and Chinese and American law firms. He served as a member of the Chinese delegation at the annual conference of the United Nations Commission on International Trade Law Conference in 1999. He is a member of the Chinese Bar Association and the New York Bar Association. He is also an Executive Member on the Governing Council of the WTO Institute of the China Law Society, a Senior Fellow at the Law and Development Institute (LDI), and a fellow of the Asian Institute of International Financial Law (Hong Kong). He has also been invited expert/speaker for the WTO, International Trade Centre (UNCTAD/WTO) and United Nations Economic and Social Commission for Asia and the Pacific (UNESCAP). He recently received the 2007 Young Researcher Award of The Chinese University of Hong Kong in recognition of his accomplishment in research from 2006-2007. Dr. Wang has published extensively in Chinese and international journals and newspapers on a variety of law and politics related topics. He is a regular contributor to leading newspapers and magazines in Singapore, Hong Kong, and Mainland China.

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