

Highlights of the course include:

- Rational of M&A
- How due diligence fits into M&A transaction
- Purpose and importance of due diligence in M&A
- Due diligence dynamics: processes, players, and strategic issues
- Accounting issues for M&A with respect to acquisition : consolidation, goodwill (purchased)/impairment treatments and its implication to M&A
- Sharing on common tax issues in M&A deals
- Case studies of local and international M&A deals.

Meeting No.	Topics
1	<p><u>M&A Overview</u></p> <ul style="list-style-type: none"> ▪ Overview of M&A process ▪ Why M&A ▪ How due diligence fit into the M&A transactions <ul style="list-style-type: none"> - Acquisition Risks - Buy side & sell side transaction - Share deal vs asset deal ▪ Holistic view of M&A process ▪ Advisor’s roles in M&A <ul style="list-style-type: none"> - Key participants - Roles of Investment Banker, Lawyer and Accountant in M&A - Other professional parties ▪ M&A documents ▪ The principal regulatory framework for M&A transactions
2-3	<p><u>Due Diligence in M&A</u></p> <ul style="list-style-type: none"> ▪ Risk in M&A ▪ Due diligence role in M&A ▪ Due diligence process/steps ▪ How to structure a diligence programme <ul style="list-style-type: none"> - Approach, scope of work, obstacles and shortcoming ▪ Parties involved in due diligence ▪ Type of due diligence <ul style="list-style-type: none"> - Financial due diligence - Legal due diligence - Commercial due diligence

	<ul style="list-style-type: none"> ▪ Information gathering <ul style="list-style-type: none"> - Sources, information memorandum, data room and management presentation ▪ Due diligence – Red Flags ▪ Due diligence result/impacts on the purchase price and purchase agreement
4	<p><u>Accounting issues in M&A</u></p> <ul style="list-style-type: none"> ▪ Overview the framework and requirements for business combination and consolidation ▪ Business Combinations (HKFRS 3) and Separate Financial Statements (HKAS 27) ▪ Consolidation issues and method <ul style="list-style-type: none"> - Consolidated Financial Statements (HKFRS 10) - Investment in Associates and Joint Ventures (HKAS 28) - Interests in Joint Ventures (HKAS 31) ▪ Fair Value Measurement (HKFRS 13) and Impairment of Assets (HKAS 36) ▪ Accounting issues in M&A : Goodwill (purchased) and Goodwill impairment ▪ Goodwill implication on M&A
5	<p><u>Tax issues in M&A</u></p> <ul style="list-style-type: none"> ▪ Why doing tax due diligence ▪ The relevant taxes to be considered in the context of a M&A transaction : ▪ Tax consideration for share acquisition vs asset acquisition ▪ Other structuring issues ▪ Common tax issues affecting M&A deals in China