



## The Directors Roundtable Institute Invites You to Attend a Program For Boards of Directors, Senior Officers, & Their Advisors

### **KEY ISSUES FACING BOARDS OF DIRECTORS**

- U.S. Public Company Listings / Registrations (NASDAQ & NYSE)
- Evolving Governance Trends & Corresponding Risks
- Opportunities; Challenges; and Solutions

**Thursday, 4 November 2010, 10:30 to 14:00 (10:00 Registration)  
Raffles Beijing Hotel, Opal Room, 33 East Chang An Avenue, Beijing**

**No fee is required to attend this event; and a buffet luncheon will be provided.**

Legislative, regulatory, and judicial trends continue to underscore the intense public and regulatory scrutiny of today's corporate directors and executives. Investigations and enforcement actions (both civil and criminal) are on the rise. Independent board oversight is clearly a critical target. The Dodd-Frank Bill (Wall Street Reform and Consumer Protection Act) with 2,319 pages that calls for 240 rule making efforts and nearly 70 studies by 11 different regulatory bodies, adds to an already challenging environment. Join us to further explore:

- Securities and Exchange Commission (SEC) "hot buttons"; IPOs; Sarbanes-Oxley (SOX) 404 compliance.
- Role of independent directors; special committees / investigations; related party and going-private transactions.
- Integrated risk management strategies: governance; indemnity; and new insurance trends.

The Directors Roundtable Institute is a not-for-profit organization which develops and provides worldwide programming for corporate directors, officers, and their advisors.

### **DISTINGUISHED SPEAKERS**

Kurt Berney	Managing Partner O'Melveny & Myers Capital Markets Practice Shanghai, PRC
Steve Martin	Partner Ernst & Young Hua Ming Assurance & Professional Services Beijing, PRC
Dana Kopper	Senior Vice President Director, Governance Risk Management Group Lockton Companies, LLC Los Angeles, CA, USA

### **REGISTRATION**

To register, please email [Directors.Roundtable@asia.lockton.com](mailto:Directors.Roundtable@asia.lockton.com)  
or call Ms Melissa Zhang at 010 6802 5290



## Kurt Berney

Partner | [kberney@omm.com](mailto:kberney@omm.com)

**Kurt J. Berney** is the managing partner of O'Melveny's Shanghai office and a member of the Capital Markets and Mergers and Acquisitions Practices. He represents technology, medical equipment/healthcare, new media, consumer and other companies, and the venture capital, private equity and investment banks that invest in and provide investment banking services to those companies. Kurt's diverse practice areas include cross-border mergers and acquisitions, public offerings and private debt and equity financings (including private equity transactions).

Representative PRC clients include companies such as Mindray Medical International, Acorn International, Giant Interactive, WuXi Pharmatech, 7 Days Inn, and numerous venture capital/private equity and each of the major investment banking firms.

Kurt has been practicing law for over 20 years. Prior to joining O'Melveny, Kurt was a partner with Silicon Valley's largest technology-focused law firm. Kurt also practiced in the New York and Hong Kong offices of a major Wall Street law firm.

He is a frequent speaker/presenter on cross-border M&A transactions, the global IPO process, international capital markets and financing transactions.

Kurt is also a Certified Public Accountant.

### Education

**University of Texas, Austin, J.D.**, 1988: *cum laude*; Order of the Coif; *Texas Law Review*, Associate Editor

**University of Arizona, Tucson, B.S.**, Accounting, 1983: with honors, Beta Alpha Psi

### Professional Activities

**Admitted to Practice**, New York; California  
**Member**, American Bar Association  
**Other Activities**, Certified Public Accountant

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#### Resident Office(s)

Shanghai:  
Plaza 66, Tower 1,  
37th Floor  
1266 Nanjing Road  
West  
Shanghai 200040  
People's Republic of  
China

#### Telephone

+86-21-2307-7007

#### Facsimile

+86-21-2307-7300

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**Telephone:**

+86 10 5815 3616

**Fax:**

+86 10 5811 4616

**Email:**

steve.martin@cn.ey.com

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**Steve Martin****Partner | Professional Practice | Capital Markets Group**

Steve is a partner in the Capital Markets Group of Ernst & Young. He advises companies on capital markets transactions, primarily into the US. He serves companies across various industries providing technical accounting and financial reporting services in connection with IFRS, US GAAP and SEC reporting requirements.

Steve leads IFRS/US GAAP conversion projects for companies in contemplation of a US IPO or as part of a post acquisition integration. He provides accounting due diligence and related SEC financial reporting advice to private equity and corporate companies engaged in cross border M&A transactions. He has also advised the China Securities Regulatory Commission (CSRC) and the Chinese Ministry of Finance (MOF) on US GAAP and SEC reporting requirements.

Steve is a US Certified Public Accountant in the state of California and has 15 years of international experience in San Francisco, London and Beijing.

Steve supports the regional Asia Pacific Capital Markets practice from Beijing.

*Selected clients and industries:*

- ▶ Vimicro (NASDAQ) – Technology
- ▶ eLong (NASDAQ) – Internet/travel
- ▶ 3sBio (NASDAQ) – Biopharmaceutical
- ▶ Xinyuan (NYSE) – Real Estate
- ▶ Solarfun (NASDAQ) – Manufacturing
- ▶ Kingsoft (HK) – Internet
- ▶ Dongfeng Motor Group (HK) – Automotive
- ▶ China Mengniu (HK) – Consumer products
- ▶ Beijing Enterprise Holdings (HK) – Diversified



## Dana Kopper

**Senior Vice President  
Director**  
The Lockton Companies, LLC  
dkopper@lockton.com

### Professional Profile

Dana is a Senior Vice President with Lockton Companies, LLC, and the Director of the Governance Risk Management Group.

He has provided a broad range of governance and risk management consulting and transactional services to public, private, for-profit, and not-for-profit organizations for the past 31 years.

He is one of the country's leading D&O and professional liability brokers – a noted expert in the areas of directors' and officers' legal liability, investment management professional liability, governance infrastructure design, board effectiveness, director accountability, organizational compliance efficacy, and associated risk mitigation strategies.

Dana is also the co-chair of Lockton's Investment Management Advisory Group, advising international investment management, private equity, hedge funds, and mutual funds.

Prior to his career in risk and insurance management, Dana was a federal agent with the Office of Special Investigations (OSI) – criminal and counterintelligence.

### Previous Positions

- ❖ Marsh and McLennan Companies  
Senior Vice President  
National Practice Leader – Advisory  
Chief Operating Officer – BoardWorks  
Principal – Mercer Delta
- ❖ Corroon & Black Corporation  
Region Head  
Public Entities National Company

### Professional Designations and Affiliations

- ❖ Forum for Corporate Directors (FCD)  
Member, Board of Directors  
Chair, Governance Committee
- ❖ University of California, Irvine  
FCD Faculty Member  
Paul Mirage School of Business  
Governance Risk Management
- ❖ Corporate Directors Forum (CDF)
- ❖ Stanford University Directors College
- ❖ National Association of Corporate Directors
- ❖ Directors Roundtable
- ❖ Lecturer  
University of California, Los Angeles  
University of Texas  
Rice University  
Stanford University  
University of Delaware  
Directors Roundtable  
American Bar Association  
American Corporate Counsel  
Society of Corporate Secretaries  
Financial Executives International  
American Electronic Association  
California Biotechnology Summit
- ❖ Professional Liability Underwriters Society
- ❖ Certified Insurance Counselor (CIC)
- ❖ Associate in Risk Management (ARM)