

THE COMPANIES ACT 2016: POST IMPLEMENTATION CHALLENGES, NEW CORPORATE RESCUE MECHANISM RULES 2018 & MALAYSIAN CODE OF CORPORATE GOVERNANCE

■ DATE: 20 APRIL 2018 | VENUE: CONCORDE HOTEL, KUALA LUMPUR

The Companies Act 2016 ("the Act") was brought into force on 31 January 2017. Subsequently, on 1 March 2018, the corporate rescue mechanism provisions were also brought into force along with the new Companies (Corporate Rescue Mechanism) Rules 2018. With these changes under the Act, the corporate landscape has seen a host of changes. The Malaysian Code of Corporate Governance 2017 ("MCCG") has been issued. At the end of 2017, the amendments to the Bursa Malaysia Listing Requirements were also brought into force.

ABOUT THE SEMINAR

This seminar will examine the key challenges facing legal practitioners, directors and company secretaries arising from the implementation of the Act, the MCCG and the amended Listing Requirements. Learn about the impact of no-par value on bonus shares issue, sub-division of shares, the share buy-back framework, electronic communication with shareholders and enhancing the constitution of a company. The seminar will also discuss the post implementation challenges in relation to execution of documents, impact on secured creditors and directors' liabilities. The new corporate rescue mechanism may present both opportunities and challenges for companies and lenders. The different sessions will draw from practical examples and real-life scenarios.

The seminar will examine and discuss the compliance issues relating to:

- How to apply the new Companies (Corporate Rescue Mechanism) Rules 2018
- The corporate rescue mechanisms: corporate voluntary arrangement and judicial management
- Bonus issue framework and sub-division of shares
- Share buyback framework and the solvency statement
- Electronic communication with shareholders and the best practices
- Enhancing the company's constitution
- Execution of documents without common seal
- Secured creditors' rights and protection
- Directors' liabilities
- The challenges for directors under the Act, the MCCG and the amended Listing Requirements

By the end of the seminar, participants will be able to adapt and apply appropriate response to the challenges of the Act; recognize and apply the principles of case law and judicial precedents in complying with the Act, the MCCG and the amended Listing Requirements; and adopt best practices and implement the relevant changes in implementing the various provisions.

WHO SHOULD ATTEND

- Lawyers
- CEOs, CFOs, COOs
- Corporate Counsel and Corporate Advisory Professionals
- Accountants
- Researchers & Academicians
- Representatives of government agencies
- Company Directors and Partners
- Company Secretaries
- Professionals responsible for implementing best practice corporate governance in their organisation
- Finance Managers and Financial Controllers
- Regulators

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SPEAKER PROFILE



Lee Shih

Lee Shih is a partner of Skrine. He graduated with a LLB (Hons) degree from the University of Bristol. He is admitted as a Barrister-at-Law (Gray's Inn) and is an Advocate and Solicitor of the High Court of Malaya. His portfolio of litigation work focuses on corporate litigation, corporate insolvency and international arbitration. He is listed in the Legal 500 Asia-Pacific, the Chambers Asia-Pacific and the Global Arbitration Review (GAR) 100. He is a Council Member of the Insolvency Practitioners Association of Malaysia.

He speaks regularly on the new Companies Act 2016 and has been a speaker at the SSM National Conference, the SSM National Insolvency Conference, the MIA International Accountants Conference and the MAICSA Annual Conference. He has been interviewed on issues on company law by The Edge, Focus Malaysia, Bloomberg, The Star and BFM. He is the co-author of the book Companies Act 2016: The New Dynamics of Company Law in Malaysia and also wrote the chapter on 'Companies & Securities' for Bullen & Leake & Jacob's Malaysian Precedents of Pleadings.



KENNETH FOO POH KHEAN

Kenneth is a Chartered Company Secretary practising since 1991 under his firm of KL Management & Secretarial Services. He attended TAR College in 1980 where he sat for and passed the examinations conducted by the Institute of Chartered Secretaries & Administrators, United Kingdom in 1982. Subsequently, he obtained his Bachelor's Degree in Law in 1992, and the Certificate in Legal Practice (CLP) in 1993.

He served as a Council member of the Malaysian Institute of Chartered Secretaries & Administrators (MAICSA) from 2006 to 2009 and has been a member of various Committees in MAICSA since 2003 until to-date. Kenneth is currently the honorary secretary of the Malaysian Corporate Counsel Association, a non-governmental organization for in-house corporate counsels in Malaysia. He is also an adjunct lecturer at Universiti Kolej Tunku Abdul Rahman, Kuala Lumpur in corporate law, corporate secretarial practice and corporate governance.

Kenneth is an accredited speaker for the Malaysian Institute of Chartered Secretaries & Administrators (MAICSA), Institute of Approved Company Secretaries (IACS) and other professional organizations.

He also conducts in-house seminars and workshops for various corporations, most recently for the Centre For Islamic Banking, Finance And Management (CIBFM) in Brunei Darussalam, Bernas (PadiBeras Nasional Berhad), Curtin University, Kumpulan Darul Ehsan Bhd, Malaysian Anti-Corruption Commission, Panasonic Appliances Refrigeration Devices Malaysia Sdn Bhd, Petronas, Perbadanan Kemajuan Negeri Selangor (PKNS), Sarawak Consolidated Industries Berhad, Sime Darby, Toyo Engineering & Construction Sdn Bhd and Usaha Tegas Sdn Bhd.

Kenneth is the co-author of Companies Act 2016: New Dynamics of Company Law in Malaysia. He is also a regular contributor to MAICSA's quarterly journal, "The Corporate Voice" with articles featuring corporate governance and compliance.

PROGRAMME

8.30am – 9.00am	Registration
9.00am – 10.30am	Session 1: Changes to Bursa Malaysia Listing Requirements <ul style="list-style-type: none">• Key areas of changes aligning the Listing Requirements with the Companies Act 2016• Impact of the Malaysian Code on Corporate Governance 2017 on the Listing Requirements and Independent Non-Executive Directors• Disclosure obligations of Special Purpose Acquisition Companies (SPAC) and what you should know• The enhancement of transparency and quality of disclosures - what advisers should know
10.30am – 11.00am	Coffee Break
11.00am – 12.30pm	Session 2: Companies Act 2016: Impact on capital raising, initial public offer, share buyback and bonus issue <ul style="list-style-type: none">• Enhancement of the bonus share framework and sub-division of shares and a comparative analysis with other jurisdictions• Share buyback and solvency statement• Electronic communication with shareholders - the do's and don'ts• Enhancing the amendment to the constitution - a look at a gap analysis report
12.30pm – 2.00pm	Networking Lunch
2.00pm – 3.30pm	Session 3: Issues for Directors to be Aware Of <ul style="list-style-type: none">• Malaysian Code on Corporate Governance 2017 – Changes and challenges• Directors' liabilities under the Companies Act 2016• Directors' duty to act in the best interest of the company – practical tips from the Petra Perdana case
3.30pm – 4.00pm	Tea Break
4.00pm – 5.30pm	Session 4: Corporate Rescue Mechanisms & the Companies (Corporate Rescue Mechanism) Rules 2018 <ul style="list-style-type: none">• Corporate Voluntary Arrangement (CVA)• Initiating the CVA process and the moratorium• The new roles of nominee and supervisor• Judicial Management• Applying and objecting to the judicial management application• The wide powers of the Judicial Manager• A practical walk-through of the forms and processes

REGISTRATION FORM

(Use only capital letters)

	EARLY BIRD Register & pay BY 13 April 2018	Register & pay AFTER 13 April 2018
Registration Fee	RM800/pax	RM900/pax

Contact Details

Full Name (as in Passport / Identity Card)

Institution/Company Designation

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Address 2

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Country Mobile Contact

Telephone Fax Email

METHOD OF PAYMENT

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Please check one of the Boxes below for the method of payment.

Payment must be made in advance of the seminar. Payment can be made by cheque, bank draft or bank transfer.

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Cancellations

If you are unable to attend, a substitute delegate is welcome at no extra cost. A complete set of seminar documentation / materials and a 50% refund will be given for cancellations received in writing not later than 5 working days prior to the seminar date. No refunds will be given for cancellations received less than 5 working days prior to the seminar date.

Signature

Date

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CONTACT DETAILS

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