

The Role of the Board in Risk Management of Legal Issues During Mergers & Acquisitions

Thursday, 5 September 2019

ICDM Training Room, Level 9, Mercu 2, KL Eco City
9.00am - 5.00pm

8
CPD
POINTS

ABOUT INSTITUTE OF CORPORATE DIRECTORS MALAYSIA (ICDM)

ICDM is a professional institution dedicated to enhancing the professionalism and effectiveness of corporate directors in Malaysia. As the one-stop centre that caters for all board and director needs, ICDM's goal is to promote good governance amongst boards of companies by:

- Developing professional competence of directors
- Building a pipeline of capable directors
- Promoting research and development on the law and practice of corporate governance
- Representing directors' interests by lobbying and advocating on issues affecting directors
- Providing a platform for networking and directorship opportunities through membership

ABOUT THE PROGRAMME

Mergers & Acquisitions (M&A) continue to be the driving force and are an essential part of a corporate business strategy. Company directors and senior management need to master the art of managing M&A in leading and growing their business ahead of the competition. Malaysia has seen its fair share of interesting M&As, especially in banking, plantation, pharmaceutical and food & beverages industries. The success rate of M&As in Malaysia has been mixed, and forms an interesting case study on what makes or breaks an M&A deal.

This one-day Board Risk Management programme is designed to equip Directors with an overview of their legal obligations during M&A activities. It includes discussions on the new section 17A on Corporate Liability in the Malaysian Anti-Corruption (MACC) (Amendment) Act 2018 which was gazetted in May 2018, and the legal guidance for compliance.

To suit the needs of Directors, the programme is specially designed to:

- Equip Directors with an overview of their legal obligations during M&A activities
- Provide Directors with a broader knowledge of the relevant statutes and regulations which govern M&A activities
- Recognise the new Section 17A of the MACC (Amendment) Act 2018 and the application of similar provisions in the United Kingdom (UK) and the United States of America (USA).

LEARNING OUTCOMES



Explain the Board's responsibility in providing risk management oversight during M&A activities



Develop a broader knowledge of the relevant statutes and regulations which govern M&A activities



Identify the potential 'red flags' during M&A activities



Recognise enforcement actions and rationale from leading case law



Correlate Section 17A of the MACC (Amendment) Act 2018 and the application of similar provisions in the UK and USA

PROGRAMME

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8.30am - 9.00am	Registration
9.00am - 9.45am	Session 1 The Role of the Board During M&A Activities
9.45am - 10.30am	Session 2 Securities Commission – Scope and Enforcement in M&A Matters
10.30am - 11.00am	Networking Break
11.00am - 11.45am	Session 3 Securities Commission – Scope and Enforcement in M&A Matters
11.45am - 12.30pm	Session 4 Bursa Malaysia – Scope and Enforcement in M&A Matters
12.30pm - 1.30pm	Networking Lunch
1.30pm - 2.15pm	Session 5 The ‘New Malaysia’ and Section 17A of the MACC (Amendment) Act 2018
2.15pm - 3.00pm	Session 6 ‘Adequate Procedures’ – A Step by Step Guide
3.00pm - 3.30pm	Networking Break
3.30pm - 4.15pm	Session 7 Case Study - Enforcement of Similar Provisions in the UK and USA
4.15pm - 5.00pm	Session 8 Case Study - Putting It All Together: Recognising the ‘Red Flags’
5.00pm	End of Programme

PROGRAMME CONTENT

Participants will be able to gain an overview of their legal obligations during M&A activities and actively participate in discussions on the new section 17A on Corporate Liability in the Malaysian Anti-Corruption (MACC) (Amendment) Act 2018 which was gazetted in May 2018, and the legal guidance for compliance.

Session 1: **The Role of the Board During M&A Transactions**

A look into new legislation, evolving enforcement policies and how it has increased the role, expectation and risks faced by boards during M&A activities.

Sessions 2 & 3: **Securities Commission – Scope and Enforcement in M&A Matters**

An overview of the Securities Commission role in the enforcement of specific legislation and what comes into play during M&A activities. This module will help Boards initiate and oversee better internal procedures during M&A activities.

Session 4: **Bursa Malaysia – Scope and Enforcement in M&A Matters**

Boards need a sound understanding of the factors considered by Bursa Malaysia in determining the culpability and penalty imposed on the listed company and its directors. Identifying the enforcement approach and outcomes will help boards take necessary steps to ensure compliance and prevent contravention of the Listing Rules.

Sessions 5 & 6: **The ‘New Malaysia’ and Section 17A of the MACC (Amendment) Act 2018 and ‘Adequate Procedures’**

The new corporate liability offence for corruption which comes into force on June 2020, has far reaching implications to all companies and boards. It will result in a dramatic shift in corporate and director's liabilities with the imposition of substantial fines and jail time. This module will help Boards to be familiar with the absolute defence of having ‘Adequate Procedures’ and the Guidelines of Adequate Procedures.

Session 7: **Case Study - Enforcement of Similar Provisions in the UK and USA**

A case-study that will provide participants with a deeper understanding of the enforcement of similar provisions in the UK and USA.

Session 8: **Case Study – Putting it All Together: Recognising the ‘Red Flags’**

Aimed to provide understanding of the current best practices and help boards to put in place a legal risk management framework, recognise ‘Red Flags’, and identify value creating M&A opportunities.

FACILITATOR



Dato' George Miranda
Managing Partner
Miranda & Samuel
(Advocates & Solicitors)

Dato' George Miranda has 25 years of experience as a practicing lawyer. His expertise covers both non-contentious & contentious matters. He has a strong reputation for dealing with complex & high value corporate & litigation matters. With regard to non-contentious matters he focuses on Mergers & Acquisitions, preparing companies for IPOs in Malaysia, property conveyancing and compliance. He served as president of the Malaysian Mergers & Acquisitions Association from 2006 to 2012.

With regard to contentious matters he is active in the construction industry, intellectual property, contractual, company and shareholder disputes.

He is the Managing Partner of Kuala Lumpur based Miranda & Samuel, a law firm that has been singled out by the Legal 500 as a Leading Law Firm in the Asia Pacific region for 10 consecutive years.



PARTICIPANT REGISTRATION FORM

ICDM | THE ROLE OF THE BOARD IN RISK MANAGEMENT OF LEGAL ISSUES DURING MERGERS & ACQUISITIONS

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REGISTRATION TERMS & CONDITIONS

REGISTRATION FEE

PRICE PER PAX (Please tick (✓) where applicable)

<input type="checkbox"/> ICDM Member	RM1,350 (This programme fee is exclusive of 6% SST)	REGISTER NOW
<input type="checkbox"/> Non-ICDM Member	RM1,500 (This programme fee is exclusive of 6% SST)	REGISTER NOW

TERMS & CONDITIONS

Attendance Fees

- Fees include programme materials and refreshments.

Payment

- Registration(s) is confirmed only upon receiving full payment.
- Full payment must be made no later than 10 days prior to the programme date to:

Account Name	Institute of Corporate Directors Malaysia (ICDM)
Bank Name	Maybank Islamic Berhad
Account Number	564324609320

Cancellation Policy

- Cancellation notice must be made in writing.
- The following cancellation charges apply:
 - Less than ten (10) working days before the event: 50% of the programme fee will be charged.
 - Less than five (5) working days before the event: 100% of the programme fee will be charged.
- Replacement of participant is acceptable to avoid incurring cancellation fees. Notification and details of the replacement of participant shall be given to the organiser no later than seven (7) days before the event.

Others

When providing ICDM with any personal data, you shall comply at all times with the Personal Data Protection Act 2010 (PDPA) and shall not in any way cause ICDM to breach any of its obligations under the PDPA Act.

Upon submitting the registration, the participant and the sponsored organisation are deemed to have read and accepted the terms and conditions.

For "Pay Later" option, please email the payment advice to development@icdm.com.my once you have made the payment. For further inquiries, kindly contact Jonathan or Zefry at +603 2202 2022 ext 123 or ext 122 respectively.