

# THE COMPANIES BILL 2013: KEY CHANGES TO THE CORPORATE LANDSCAPE IN MALAYSIA

16 January 2015  
Pullman Hotel  
Kuching, Sarawak

## ABOUT THE SEMINAR

The objective of the seminar is to provide information and insight into the Companies Bill 2013, which will put into effect major changes to the laws which currently govern corporate bodies and their practices. The new provisions will impact on procedures and documentation, whilst maintaining the corporate structure and officers of the company.

## TOPIC DETAILS

### Incorporation & Capital Maintenance

- Incorporation & types of companies - changes in procedures and types of companies
- Constitution of companies - effect of non-adoption of constitution & common seal
- Keeping of documents at registered office - duties and liabilities of officers
- Shares - changes in procedures and processes
- Dividends - new requirements and compliance
- Capital reduction - the new capital reduction route through the solvency statement

### Procedures of Meetings and Resolutions for Members & Proxies

- Simplification of ordinary and special resolutions
- Change in the mode of passing members' resolution in writing and the prescribed procedures
- Passing of resolutions at meetings of members in substitution of EGMs
- General Meetings - procedures and changes
- Proxies - change to rules on appointment of proxies

### Insolvency and Corporate Rescue

- The Changes to Receivership Law: Codification of Powers and Status
- The changes in the areas of winding up and schemes of arrangement
- The introduction of the Corporate Voluntary Arrangement
- The new Judicial Management Scheme

### Duties and Liabilities of Directors

- Executive and non-executive directors
- The standard of care/Statutory duty of care
- Defences available to directors (including Business Judgment Rule)
- Financial Services Act 2013

Bar Council Malaysia CPD Points

**6 CPD POINTS**

T2/16012015/CCPCLJ/SWK152009/6



In collaboration



Organiser



CLJ

## WHO SHOULD ATTEND

- Company Directors
- Chief Operations Officers
- Lawyers
- Academicians
- Chief Executive Officers
- Compliance and Risk Officers
- Financial Intermediaries
- Entrepreneurs
- Chief Financial Officers
- Company Secretaries
- Corporate Advisers

## PROGRAMME

Time	Topics
8.00am - 8.30am	Registration & Refreshments
8.30am - 9.00am	<b>Keynote Address</b>
9.00am - 10.30am	<b>Incorporation &amp; Capital Maintenance</b>   <i>By Kenneth Foo &amp; Lee Shih</i>
10.30am - 12.00pm	<b>Procedures of Meetings and Resolutions for Members &amp; Proxies</b>   <i>By Kenneth Foo</i>
12.00pm - 2.00pm	Lunch
2.00pm - 3.30pm	<b>Duties and Liabilities of Directors</b>   <i>By Lim Chee Wee</i>
3.30pm - 4.00pm	Tea Break
4.00pm - 5.30pm	<b>Insolvency and Corporate Rescue</b>   <i>By Lee Shih</i>

## SPEAKER PROFILE

### Lim Chee Wee



Chee Wee graduated from the University of New South Wales, Australia with a LLB degree and B. Comm. (Accounting) degree. He was called to the Malaysian Bar in 1993, and was made a partner in SKRINE in January 2001. Chee Wee is the immediate past president of the Malaysian Bar. Chee Wee has broad experience in commercial and corporate disputes and litigation including international arbitrations in Asia and Europe. His other areas of practice also encompass banking, construction and engineering, land law, reinsurance, trusts and partnership disputes.

### Kenneth Foo Poh Khean



Kenneth obtained his law degree from the University of London (External) in 1992, and has been practising as a Chartered Company Secretary since 1991 under his firm, KL Management & Secretarial Services. 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. He is currently the Honorary Secretary of the Malaysian Corporate Counsel Association, a non-governmental organization for non-practising lawyers and corporate counsels.

### Lee Shih



Lee Shih graduated from the University of Bristol, England. He was admitted as an Advocate and Solicitor in the High Court of Malaya in 2005. He started his practice in SKRINE and was made a Partner in 2012. His portfolio of litigation work focuses on corporate litigation, corporate insolvency and international arbitration. He advises and acts in matters pertaining to insolvency, schemes of arrangement and receivership. He is a Council member of the Insolvency Practitioners Association of Malaysia and is also an advocacy trainer with the Malaysian Bar teaching advocacy to pupils and young lawyers.

## REGISTRATION FORM

### Contact Details

Name \_\_\_\_\_  
Company \_\_\_\_\_  
Designation \_\_\_\_\_  
Industry \_\_\_\_\_  
Address \_\_\_\_\_  
Tel Office \_\_\_\_\_ H/P \_\_\_\_\_

### Delegates Details *(Name To Appear On Certificate)*

(1) Name \_\_\_\_\_  
Email \_\_\_\_\_ Fax \_\_\_\_\_  
(2) Name \_\_\_\_\_  
Email \_\_\_\_\_ Fax \_\_\_\_\_  
(3) Name \_\_\_\_\_  
Email \_\_\_\_\_ Fax \_\_\_\_\_  
(4) Name \_\_\_\_\_  
Email \_\_\_\_\_ Fax \_\_\_\_\_

### Payment Details

Cheque  
Bank \_\_\_\_\_  
Cheque No \_\_\_\_\_  
Amount \_\_\_\_\_  
*Cheques should be made payable to Malaysian Current Law Journal Sdn Bhd*  
Credit Card  
Issuing Bank \_\_\_\_\_  
Name on Card \_\_\_\_\_  
Credit Card No \_\_\_\_\_  
Expiry Date \_\_\_\_\_

### Bank Deposit

Account No: 3087594629 (Public Bank Berhad)  
*(Please fax complete details with bank-in slip for proof of payment to (603) 4270 5402 Attention: Marketing)*

I agree to the Privacy Policy contained herein

I do not wish receive any promotional or marketing materials from the Malaysian Current Law Journal

Signature \_\_\_\_\_ Company Stamp \_\_\_\_\_

## REGISTRATION FEE

- RM850** AAS Members Promo  
 **RM890** Early Bird Promo\*  
 **RM1,050** Normal Price

**\* Early Bird Promo Price before 6 January 2015**

### Packages includes:



Company Directors & The Law

## CONTACT US

(603) - 4270 2260

(603) - 4270 5402

priority@cljlaw.com

www.cljlaw.com

The Malaysian Current Law Journal Sdn Bhd,  
E1-2, Block E, Jalan Selaman 1/2, Dataran De Palma,  
68000 Ampang, Selangor, Malaysia

## Privacy Policy

This privacy policy describes the information gathering and dissemination practices by The Malaysian Current Law Journal Sdn Bhd (hereinafter referred as "MCLJ" or "We" or "Us" or "Our").

Any changes to this privacy policy will be provided to you along with the updated version if you provide us with a correspondence address. Any such revised policy will continue to apply to all information that has previously been collected as well as information that has been stored or processed on an ongoing basis by us.

### 1. Information Collected and Its Usage

We may be processing personal information such as name, designation, contact details and financial information such as credit card details when you purchase our products. It is necessary for us to process the aforementioned information and if you withdraw your consent to us processing or limit our right to process the abovementioned information, we may not be able to provide you with the services requested effectively.

Any personal information that you share with us will be used for limited purposes, including to:-

- (1) process your purchase;
- (2) provide you with information of our products and also products from other members of our group of companies unless you have opted out from receiving such information;
- (3) provide, maintain, protect and improve our products, to develop new products, and to protect ourselves and customers; and
- (4) investigation of complaints, suspected suspicious transactions and research for service improvement.

We may share your personal information with:-

- (1) members of our group of companies, including holding company, subsidiary company, associate company and related company (in Malaysia and overseas) for the purpose of providing you with information of our products and also products from other members of our group of companies;
- (2) service providers under contract who help with our business operations;
- (3) third parties (including those overseas) who provide data processing services; and
- (4) any person, who is under a duty of confidentiality and who has undertaken to keep such data confidential, whom we have engaged to fulfill our obligations to you.

We reserve the right to disclose your personal information if required to do so by law, or in the good faith belief that such action is reasonably necessary to comply with legal process, respond to claims, or to protect the rights, property or safety of our company, our employees, customers, or the public. If such information is disclosed we would, if allowed by law, inform you of the disclosure.

If we are merged or acquired by another entity, personally identifiable information may be transferred to such entity as a part of the merger or acquisition.

### 2. Updating and Access to Your Information

It is your responsibility to ensure that the information we process is the most up-to-date information as possible. We reserve the right to decline to process requests which jeopardize the security and privacy of the personal information of others as well as requests which are impractical or not made in good faith.

Where you elect to limit our right to process the personal data, you may contact us in writing.

### 3. Questions, Concerns or Complaints

If you have any question about the Privacy Policy or would like to unsubscribe to our updates, please write to:-

Customer Relations Executive:

Tel: 03-4270 5421 (Direct line)

Fax: 03-4270 5402

Email: enquiries@cljlaw.com

Updated as at 27.02.2014

## Dasar Privasi

Dasar privasi ini merangkumi maklumat yang dikumpulkan dan amalan penyebaran oleh The Malaysian Current Law Journal Sdn Bhd (selepas ini dikenali sebagai "MCLJ" atau "Kami").

Sebarang perubahan kepada dasar privasi ini akan diberikan kepada anda bersama-sama dengan versi terkini jika anda sediakan alamat surat menyurat kepada Kami. Mana-mana dasar yang disemak semula itu akan terus digunapakai terhadap semua maklumat yang sebelumnya telah dikumpulkan serta maklumat yang telah disimpan atau diproses, secara berterusan oleh Kami.

### 1. Pengumpulan Maklumat dan Penggunaannya

Kami mungkin memproses maklumat peribadi seperti nama, jawatan, maklumat perhubungan dan maklumat kewangan seperti butir-butir kad kredit apabila anda membeli produk-produk kami. Ia adalah wajib untuk kami memproses maklumat yang dinyatakan dan jika kamu menarik balik persetujuan anda kepada pemrosesan atau menghadkan hak kami untuk memproses maklumat yang dinyatakan, kami mungkin tidak akan dapat memberi perkhidmatan yang diminta secara efektif.

Sebarang maklumat peribadi yang anda kongsi dengan Kami akan digunakan untuk tujuan yang terhad, termasuk:-

- (1) memproses pembelian anda ;
- (2) menyediakan anda dengan maklumat produk-produk Kami dan termasuk produk-produk daripada ahli-ahli kumpulan syarikat Kami kecuali jika anda memilih untuk tidak menerima maklumat tersebut;
- (3) menyediakan, mengekalkan, melindungi dan memperbaiki produk-produk Kami, untuk membangunkan produk-produk baru, dan untuk melindungi Kami serta pengguna-pengguna; dan
- (4) menyasat aduan, urusan niaga yang mencurigakan dan penyelidikan untuk penambahbaikan perkhidmatan.

Kami mungkin akan berkongsi maklumat peribadi anda dengan:-

- (1) ahli-ahli kumpulan syarikat Kami, termasuk syarikat induk, anak syarikat, syarikat bersekutu dan syarikat berkaitan (di Malaysia dan di luar negara) untuk tujuan-tujuan penyediaan maklumat produk-produk Kami serta termasuk produk-produk daripada ahli-ahli kumpulan syarikat Kami;
- (2) pembekal perkhidmatan di bawah kontrak yang membantu operasi pemiagaan Kami;
- (3) pihak ketiga (termasuk yang di luar negara) yang menyediakan perkhidmatan pemrosesan data; dan
- (4) mana-mana orang, yang berada di bawah kewajipan kerahsiaan yang telah diamanahkan untuk menyimpan data sulit, yang Kami telah lantik untuk memenuhi tanggungjawab Kami kepada anda.

Kami memelihara hak Kami dengan mendedahkan maklumat peribadi anda sekiranya dikehendaki berbuat demikian oleh undang-undang, atau dalam suci hati bahawa tindakan itu adalah perlu secara munasabah untuk mematuhi proses undang-undang, bertindak balas kepada tuntutan, atau untuk melindungi hak, harta atau keselamatan syarikat Kami, pekerja, pengguna, atau orang awam. Jika maklumat itu didedahkan, Kami akan, jika dibenarkan oleh undang-undang, memberitahu anda pendedahan itu.

Jika Kami bergabung atau diperolehi oleh entiti yang lain, maklumat peribadi anda mungkin dipindahkan kepada entiti itu sebagai sebahagian daripada penggabungan atau pengambilalihan.

### 2. Mengemaskini dan Akses kepada Maklumat Anda

Ia adalah tanggungjawab anda untuk memastikan bahawa maklumat yang diproses adalah maklumat terkini. Kami memelihara hak Kami untuk menolak permintaan dimana pada pendapat Kami menjejaskan keselamatan dan privasi maklumat peribadi orang lain serta permintaan yang tidak praktikal atau tidak dibuat dengan suci hati.

Jika anda memilih untuk menghadkan hak Kami untuk memproses maklumat peribadi, anda boleh menghubungi Kami secara bertulis.

### 3. Soalan, Kebimbangan atau Aduan

Jika anda mempunyai sebarang soalan mengenai Dasar Privasi ini atau memilih untuk berhenti melanggan dan tidak lagi ingin menerima maklumat terbaru Kami, sila hubungi Kami secara bertulis:-

Eksekutif Khidmat Pelanggan

Tel: 03-4270 5421 (Talian terus)

Faks: 03-4270 5402

E-mel: enquiries@cljlaw.com

Dikemaskini pada 27.02.2014