



KEMENTERIAN PERDAGANGAN DALAM NEGERI
DAN KOS SARA HIDUP



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

20
23

SSM TRAINING

RESOLVING BOARDROOM AND SHAREHOLDERS DISPUTES

COURSE INTRODUCTION

The management powers of a company are often exclusively vested in the board of directors. The directors have to discharge these powers in a fiduciary capacity and to act in the best interest of the company. Nonetheless, the shareholders of a company will often want their views to also be considered and to be taken into account. In some cases, the minority shareholders' interests may be sidelined. The majority vote, whether at the board or the shareholder level, may overrule all other views. This course will cover the common areas of dispute and disagreement that may occur among directors, shareholders, and where the Companies Act 2016 provides remedies to resolve certain deadlock situations.

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COURSE OBJECTIVES

Participants will learn from practical case studies and from reported court decisions on the common scenarios of disputes among directors and shareholders. There will be tips and lessons on how to avoid and resolve such disputes. If the disputes have to be litigated, it is then important to know the legal remedies offered under the Companies Act 2016.

COURSE CONTENTS

Directors: Lessons Learnt from Boardroom Disputes

- Directors' rights and responsibilities.
- Case studies of common scenarios of disputes among directors and shareholders.
- Deadlock at board level and disagreements.
- Removal or suspension of directors.

Decision-making Process: Division between Directors and Shareholders

- The Federal Court case of Petra Perdana and the lessons learnt.
- The shareholders' right of management review.
- When shareholders' approval is required.

Shareholder Remedies: The WMDs

- Winding up on the just and equitable ground when there is a breakdown in relationship.
- Minority oppression relief.
- Derivative action by the aggrieved shareholder.
- Other common legal remedies by shareholders.

The Role of Company Secretaries in These Disputes

- Case studies on the important role of company secretaries in such disputes.
- The importance of the Guidelines Relating to Practising Certificate for Secretaries.
- The duties and responsibilities of company secretaries.

LEARNING OUTCOME

By attending this course, the participants will be able to:

- Understand the common scenarios where there may be disputes among directors and shareholders.
- Identify possible strategies to resolve such disputes and disagreements.
- Learn from case studies and court decisions on how the Court has interpreted the legal provisions.
- Recognise the different shareholder remedies and director remedies offered under the Companies Act 2016.
- Understand the different roles and responsibilities of directors, company secretaries and shareholders when a dispute arises.

WHO SHOULD ATTEND

Company directors, company secretaries, shareholders, institutional shareholders, business owners, lawyers, accountants, and corporate consultants.

ABOUT THE TRAINER



LEE SHIH is a litigation and arbitration partner. He acts regularly in matters involving corporate litigation and shareholder disputes. He is listed in the Chambers Asia-Pacific, Legal 500 Asia-Pacific and Benchmark Litigation Asia-Pacific, where he has been described as *"well regarded for his expertise in company law, as well as restructuring and insolvency cases"*.

He is the co-author of the textbook 'Companies Act 2016: The New Dynamics of Company Law in Malaysia', authored the chapter on 'Companies and Securities' in Bullen & Leake & Jacob's Malaysian Precedents of Pleadings, and authored the chapter on 'Cross-border insolvency' in the Law and Practice of Corporate Insolvency in Malaysia.

He graduated with a LLB (Hons) degree from the University of Bristol. He is a Barrister-at-Law (Gray's Inn) and an Advocate and Solicitor of the High Court of Malaya.

He regularly speaks at various conferences and seminars on the Companies Act 2016 and on company law in general. He has spoken at the SSM National Conference, the MIA International Accountants Conference and the MAICSA Annual Conference.

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Online

ADMINISTRATIVE DETAILS

Date	11 April 2023 15 August 2023 07 November 2023
Venue	Virtual platform
Time	9.00 am - 1.00 pm
Training Methodology	Lecture and Case Discussion
Fee	RM300.00 Standard RM250.00 Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Society & Advocates Assoc. of Sarawak.
SSM CPE Points	4 points

HOW TO REGISTER?

STEP
1

Strictly via online registration at <https://e-comtrac.ssm.com.my>

STEP
2

NEW USER (First Time Login)

- Click on **SIGN UP**
- Key in **REGISTRATION INFORMATION**
- Click on **REGISTER**
- Key in **USERNAME** and **PASSWORD**

EXISTING USER of SSM EzBiz

- Key in **USERNAME** and **PASSWORD**
- Click on **SIGN IN**

STEP
3

- Select training
- Check on Available Seat
- Click on Add Participant
- Key in participant's information
- Click on Submit
- Check participant's details
- Click on Submit Payment

Note: Please submit your application within 15 minutes. Otherwise the system will automatically cancel your transaction and you will lose your seat(s). Please re-apply if you wish to proceed. Full payment shall be made at the point of registration.

RESOLVING BOARDROOM AND SHAREHOLDERS DISPUTES

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Payment Mode

- All training programmes registrations MUST be applied through e-COMTRAC. Upon submitting the registration application, participant is deemed to have read and accepted the terms and conditions herein.
- Payment by cash and cheque is not acceptable effective from January 2021.

Webinar Access Link

- A notification e-mail with the webinar access link will be sent at least 24 hours before the commencement of the webinar.
- The access link is unique for registered participants and should not be forwarded or shared with others.

Certificate of Attendance

- Participant will be issued a Certificate of Attendance upon full attendance of the programme and payment is received.
- A participant is allowed to attend ONE programme per day to be eligible for certificate of attendance. Request for refund will not be entertained if you have registered for more than one programme per day.
- SSM will charge an administrative fee of RM30.00 per copy for any replacement of certificate due to errors in name or identification card number wrongly filled by participant / representative during registration or loss of certificate, etc.

Cancellation / Absent

- No refund will be given for participant who failed to attend the programme.
- Replacing registered participant is not allowed.

Transfer

Transfer of registration fee to another training programme is not allowed.

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Human Resources Development Corporation

Suruhanjaya Syarikat Malaysia is registered as a training provider with HRD Corp under GOV1000117857. This training is claimable under SBL Scheme (employer needs to apply for grant at least one day before the commencement of training).

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COMPANIES COMMISSION OF MALAYSIA TRAINING ACADEMY & KNOWLEDGE MANAGEMENT DIVISION

Companies Commission of Malaysia

Level 12, Menara SSM@Sentral
No.7, Jalan Stesen Sentral
50623 Kuala Lumpur.

Tel : +603 2299 4906/ 4440/ 5308/ 4441
Email : comtrac@ssm.com.my
Website : www.ssm.com.my