

# Updates on The New Malaysian Code on Corporate Governance and The Companies Act 2016

23 May 2017 (Tuesday)

The Theatrette, Bursa Malaysia

## SESSION 1

### The New Malaysian Code on Corporate Governance – What it is and how it impacts listed issuers and their Directors

Corporate Governance in Malaysia has been evolving since the inception of the Malaysian Code on Corporate Governance 2000 way back in March 2000, largely due to the changing business landscape in the country and beyond. With the release of the Malaysian Code on Corporate Governance on 26 April 2017 by the Securities Commission of Malaysia for immediate application, it is imperative for those charged with governance in their respective companies to familiarise with the key changes therein and how they impact players in boardroom activities, in particular the roles and responsibilities of the Board, Board Committees, Company Secretaries, Management, Auditors and Stakeholders.

This new Code has taken on ***The Comprehend, Apply and Report*** (“*CARE*”) approach which encourages companies to clearly identify the thought processes involved in practising good corporate governance, including providing fair and meaningful explanation of how the company has applied the practices. The shift is from the “comply or explain” to “*apply or explain an alternative*” when it comes to reporting. This session is meant to apprise participants on the outworking of the new Code, focusing on its 3 Principles and 36 Practices, the rationale and how they impact listed issuers, including disclosures in annual report. Listed companies with financial year ending on or after 31 December 2017 will be required to disclose the application of this new Code in their annual reports.

To enhance understanding of the new Code amongst participants, live examples of commendable practices in boardrooms as well as some “boo-boo” stories will be shared. Case studies will be discussed to flag key examples of good governance, including serious gaps, to enable participants to grasp the principles of corporate governance.

## LEARNING OUTCOMES

- understand the rationale of the new Malaysian Code on Corporate Governance;
- be familiarised with the Principles and Practices and how they impact the listed issuer, its Board, Board Committees, Company Secretary, Management and the Auditors; and
- appreciate the practical challenges in applying the Principles and Practices of the Code, including the extent of disclosure in the annual reports of listed issuers.

## SESSION 2

### The Companies Act 2016 – The key changes and their implications to Directors and Management

The Companies Bill 2015 was tabled and passed at the Dewan Rakyat and Dewan Negara on 4 April 2016 and 29 April 2016 respectively to replace the Companies Act, 1965. This Bill has since received royal assent on 31 August 2016, included in the Federal Gazette on 15 September 2016 and the implementation date of which has been decided by the Minister to be 31 January 2017. As such, the Companies Bill 2015 is now formally known as the Companies Act 2016.

With this revamp, companies and directors are invariably impacted and for this reason, it is vital for companies to apprise its Board members, Management and staff on the key changes and how the new Act affects a typical company’s business operations, structure and its administration. To ease companies in complying with the Act, there are some transitioning provisions as well as deferment of application of certain sections, the new date of which will be announced in due course.

This half-day session is organized to introduce the new Act and its implications to companies, their Boards and Management. The main focus will be on key changes from the old Companies Act, 1965. Case studies will be discussed, especially on the pitfalls to avoid to better prepare stewards of companies to comply with the legislation.

## LEARNING OUTCOMES

- understand the rationale for the new Act;
- be familiarised with the key changes and how they impact the company, its Board and Management; and
- be apprised of the duties of the Board and individual Directors, including the management of cyber risks and importance of standard operating policies & procedures.



## THE SPEAKER



**MR. LEE MIN ON**

- Fellow Member, Institute of Internal Auditors Malaysia
- Member, Malaysian Institute of Accountants
- Member, Malaysian Institute of Certified Public Accountants

- Retired Partner of KPMG Malaysia after serving 36 years (20 years in Audit & 16 years in Advisory) with the Firm
- Headed the Firm's Risk Consulting division and Internal Audit, Risk & Compliance Services unit. Speaks regularly at public seminars and in-house training on Sustainability, Corporate Governance, Risk Management & Internal Audit – how to embed the practical applications in organizations. Director of Coalition for Business Integrity Bhd, a not-for-profit organization that advocates, and trains boardroom players and Management, on how to embrace & embed good governance & integrity in the market place Audit Committee Member, Institute of Internal Auditors, Malaysia

## WHO SHOULD ATTEND

Directors, CEOs, CFOs & COOs, Chief Governance Officers  
Company Secretaries, Compliance Officers, Legal Officers  
Internal Auditors, External Auditors, Risk Officers, Corporate Communications Officers, Investment Relations Officers, Advocates of corporate governance, risk management and internal control

## PROGRAMME DETAILS

Date	Tuesday, 23 <sup>rd</sup> May 2017
Venue	<b>The Theatrette</b> LG Floor, Bursa Malaysia Berhad Exchange Square, Bukit Kewangan 50200 Kuala Lumpur
Fee	<b>Session 1 or Session 2</b> <b>RM400*</b> for MIRA members <b>RM600</b> for non-members  <b>Both Sessions</b> <b>RM700*</b> for MIRA members <b>RM1,000</b> for non-members *redeemable via MIRA vouchers

## REGISTRATION

Click here to download [the registration form](#).

For further details, please contact :  
Malaysian Investor Relations Association Berhad  
Annexe Building, Bursa Malaysia Berhad  
Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur  
Tel: +603-2034 7677 Fax: +603-2732 0771  
Email Address: zulaika@bursamalaysia.com

Closing date for registration:  
**Friday, 19<sup>th</sup> May 2017**

## COURSE OUTLINE

### SESSION 1 – The New Malaysian Code on Corporate Governance

8:30am	Registration Session 1
9:00am	<ul style="list-style-type: none"> <li>• Introduction to Session</li> <li>• Corporate governance journey in Malaysia</li> <li>• The new Malaysian Code on Corporate Governance – the “CARE” approach, including “apply or explain an alternative” towards realising intended outcomes</li> <li>• Rationale for the new Code</li> <li>• The 3 Principles, 12 Intended Outcomes and 36 Practices (including Guidance &amp; the 4 Step-Ups) for application</li> </ul>
10:30am	Coffee break
11:00am	<ul style="list-style-type: none"> <li>• The 3 Principles, 12 Intended Outcomes and 36 Practices (including Guidance &amp; the 4 Step-Ups) for application (<i>cont'd</i>)</li> <li>• Case studies on corporate governance challenges</li> <li>• Documentation on implementation</li> <li>• Disclosure in annual reports</li> </ul>
12:00pm	Questions and Comments
12:30pm	End of Seminar

### SESSION 2 – The Companies Act 2016

1:00pm	Registration Session 2
1:30pm	<ul style="list-style-type: none"> <li>• Introduction to Session</li> <li>• Look and feel of the new Companies Act 2016 (“Act”)</li> <li>• Rationale for the Act</li> <li>• Case studies on financial shenanigans and what could have been done</li> <li>• Key changes in the Act and their implications to Boards and Management</li> </ul>
3:00pm	Coffee break
3:20pm	<ul style="list-style-type: none"> <li>• Key changes in the Act and their implications to Boards and Management (<i>cont'd</i>)</li> <li>• Some challenging sections</li> <li>• Practical matters to demonstrate compliance</li> <li>• Cyber risk management (based on guidelines issued by Securities Commission)</li> <li>• Key takeaways</li> </ul>
4:30pm	Questions and Comments
5:00pm	End of Seminar