



26 Years
Advocating
Good Governance
and Sustainability
in Malaysia

Understanding and Addressing **Conflict of Interest**

25 MARCH 2024 | MONDAY | 8.30 AM - 12.30 PM
M RESORT & HOTEL, KUALA LUMPUR



Shadow Directors: Illuminating the Unseen Forces in Corporate Governance

25 MARCH 2024 | MONDAY | 1.00 PM - 5.00 PM
M RESORT & HOTEL, KUALA LUMPUR



The Thin Line Between Right and Wrong

Understanding and Addressing Conflict of Interest

Programme Overview

This programme is designed to equip directors and senior management with the knowledge and skills to identify, manage, and mitigate conflicts of interest (COI). The programme will cover the implications of conflicts of interest on governance and the potential risks to the company. Participants will understand the importance of transparency and accountability in managing conflicts of interest. They will be equipped with practical strategies for ensuring compliance with the Bursa Malaysia Listing Requirements and other relevant regulatory guidelines.

Session 1 | 8.30 am – 10.30 am

This session will explore COI's significance, encompassing actual and potential COIs and their impact on companies. Participants will grasp the importance of establishing a formal COI framework, recognise and disclose COI situations, including nature and scope. It will also delve into the review of COIs, including Related Party Transactions (RPTs), to mitigate risks and the potential pitfalls in managing COIs. Furthermore, it will provide an overview of the amendments to Bursa's Listing Requirements, including the obligations of Directors and key officers to disclose actual and potential COIs. The session will also cover the roles of the Nominating Committee in the assessment process, the expanded roles of the Audit Committee in the review of COI, including mitigating measures and disclosure in the Audit Committee Report, and case studies on the consequences of inadequately identifying and managing COIs and RPTs.

Session 2 | Panel discussion | 11.00 am – 12.30 pm

This panel discussion features industry experts who will share their insights and experiences on managing and mitigating conflicts of interest. Participants will have the opportunity to learn from real-world examples and gain practical strategies for addressing these issues. The panel will cover various topics, including the challenges of identifying and managing conflicts of interest, best practices for disclosure and transparency, and the role of leadership in fostering an ethical culture. Participants will also have the chance to engage in a dialogue with the panellists.

Trainer & Panel Member



LEE MIN ON

Chairman

Risk and Sustainability Committee
Tan Chong Motors Holdings Berhad

Panel Member



DATO' FEIZAL MUSTAPHA

Governor

Malaysian Institute of
Corporate Governance

Panel Member



DATO' MERINA ABU TAHIR

Board Member

Public Listed Companies

Moderator



NADIA S HASSAN

Senior Broadcast Journalist
The Edge Communications
Sdn. Bhd.



25 MARCH 2024 | MONDAY



8.30 AM - 12.30 PM



M RESORT & HOTEL, KUALA LUMPUR



Member
RM750+

Non-Member
RM980+

Early Bird
(Before 12 March)
RM850+

Group of 2
or more
RM850+

COMBO DEAL

Shadow Directors + Conflict of Interest Programmes

RM1400+

RM1600+

(All prices are excluding SST)



Shadow Directors:

Illuminating the Unseen Forces in Corporate Governance



Programme Overview

This programme is tailored to empower directors and senior management with a comprehensive understanding of shadow directors and their implications. The programme will delve into the definition of shadow directors in the Companies Act 2016, focusing on the identification of individuals whose instructions or directions are followed by the company's directors. Participants will gain insights into the potential risks associated with receiving instructions from shadow directors and the impact on business execution. The session will equip attendees with practical strategies to recognise and manage shadow directorship, thereby enhancing corporate governance and regulatory compliance.

"Shadow director is rather a sinister individual who is actually a 'puppeteer', who pulls the strings and his puppets will dance to the music/tune he played."

Prof Walter Woon Company Law (2nd Edition) as referred to in Sazean Engineering & Construction Sdn Bhd v. Bumi Bersatu Resources Sdn Bhd [2019] 1 MLJ 495

Session 1 | 1.00 pm – 3.00 pm

This session will delve into the nuanced legal definition of a 'shadow director' and the court's methodology in establishing an individual's status as one. The session will examine the fiduciary duties a shadow director owes to a company, particularly in challenging circumstances. The session will also explore the complex question of whether a person is prohibited from offering any form of advice to a company once deemed a shadow director. Additionally, we will analyse pertinent case laws to provide a comprehensive understanding of shadow directorship.

Session 2 | Panel discussion | 3:30 pm – 5:00 pm

Navigating the Complexities of Shadow Directorship in Modern Corporate Governance

This panel session will discuss the multifaceted nature of shadow directorship. Our panel of industry experts will dissect real-world scenarios and actual board experience, shedding light on the intricacies of this often misunderstood role. We will explore the legal and ethical implications of shadow directorship, discuss strategies for identifying and managing shadow director influence, and address the broader impact on corporate governance and compliance. This interactive session will provide invaluable insights for participants in understanding and navigating the complexities of shadow directorship in today's corporate landscape.

Trainer & Panel Member



LEE MIN ON

Chairman
Risk and Sustainability Committee
Tan Chong Motors Holdings Berhad

Panel Member



NORHISHAM ABD BAHRIN

Partner
Corporate and Mergers & Acquisitions
Azmi & Associates

Moderator



NADIA S HASSAN

Senior Broadcast Journalist
The Edge Communications
Sdn. Bhd.



25 MARCH 2024 | MONDAY



1.00 PM - 5.00 PM



M RESORT & HOTEL, KUALA LUMPUR



Member
RM750+

Non-Member
RM980+

Early Bird (Before 12 March)
RM850+

Group of 2 or more
RM850+

COMBO DEAL

Shadow Directors + Conflict of Interest Programmes

RM1400+

RM1600+

(All prices are excluding SST)





LEE MIN ON

Chairman - Risk and Sustainability Committee, Tan Chong Motors Holdings Berhad

Lee Min On is a well-sought-after trainer for in-house training, public seminars and conferences, sharing thoughts and insights on Sustainability, Governance, Risk, Controls, & Internal Audit. He is an Audit Committee member of the Malaysian Institute of Accountants. He is also an Independent Non-Executive Director of four Main Market listed issuers in Malaysia. His qualifications and professional membership are Chartered Accountant, Malaysian Institute of Accountants, Certified Public Accountant, Malaysian Institute of Certified Public Accountants and Fellow Member, The Institute of Internal Auditors Malaysia. He retired as a Partner of KPMG in Malaysia in December 2015 after serving with the firm for 36 years.



DATO' FEIZAL MUSTAPHA

Governor - Malaysian Institute of Corporate Governance

Dato' Feizal Mustapha has a distinguished career, with a 19-year tenure at the Securities Commission Malaysia (SC) culminating in the role of Senior General Manager and Head of the Market Development Department. His contributions at the SC included enhancing corporate governance standards, developing the private retirement sector, and fostering growth in derivatives and venture capital markets. He also played a crucial role in restructuring Bursa Malaysia's Board and transforming the MESDAQ Market into the sponsor-driven ACE Market. In 2012, he joined BDO, eventually becoming Chairman. From 2019 to early 2021, he served as Chairman of the Export-Import Bank of Malaysia Berhad (EXIM Bank). Currently, he is the Chairman of the Regulatory and Conflicts Committee and the Listing Committee at Bursa Malaysia. Dato' Feizal holds a Master in Business Administration (Finance) from Cardiff Business School, Cardiff University, United Kingdom and a Bachelor of Arts (Economics) from the University of Stirling, United Kingdom. He is also a Fellow Member of CPA Australia, a Member of the Insolvency Practitioners Association of Malaysia (IPAM), and a Member of the Malaysia Institute of Accountants (MIA).



DATO' MERINA ABU TAHIR

Board Member - Public Listed Companies

Dato' Merina Abu Tahir is an accomplished professional with a wealth of experience in finance and corporate governance. She currently serves as Independent Non-Executive Director on the board of public listed companies, Tenaga Nasional Berhad, S P Setia Berhad and AEON CO. (M) Berhad. Dato' Merina is active in the development and promotion of the accounting profession through current appointments in the ACCA Council, ACCA Global Forum on Governance Risk & Performance, ACCA Malaysia Women Network, ACCA Malaysia ESG Task Force, Malaysian Institute of Accountant (MIA) Education Board and MIA Professional Accountants in Business. She is the past Chair of ACCA Malaysia Advisory Committee, past MIA Council member and past Executive Committee member of the International Association of Airline Internal Auditors. Dato' Merina is a Fellow of the Association of Chartered Certified Accountants (ACCA), member of the Malaysian Institute of Accountants (MIA), the Malaysian Institute of Certified Public Accountants (MICPA), ASEAN Chartered Professional Accountant, Institute of Internal Auditors Malaysia (IIAM) and Institute of Corporate Directors Malaysia (ICDM).



NORHISHAM ABD BAHRIN

Partner - Corporate and Mergers & Acquisitions, Azmi & Associates

Norhisham Abd Bahrin, a Corporate and M&A Partner at Azmi & Associates, specialises in investments, restructuring, and corporate governance. With over 20 years of legal experience, he regularly addresses legal issues impacting businesses, including M&A, Companies Act, Corporate Governance, and Corruption Prevention, in various public and in-house corporate training sessions. He has also provided coaching to board members of public listed companies and GLCs such as PETRONAS, Sime Darby, UMW Holdings, PERODUA, FGV, FELCRA, PUNB, PNS, MARA, Pelaburan Mara Berhad, PKNS, and others. Norhisham holds an LLB (Hons.) from the International Islamic University Malaysia and an MBA in International Business from the University of East London.



NADIA S HASSAN

Senior Broadcast Journalist - The Edge Communications Sdn. Bhd.

Nadia S Hassan has been a business journalist and broadcaster for over a decade. She has worked for well-known business news organisations, including The Edge, BFM and the News Straits Times, covering the dealings of Corporate Malaysia. During her time, she has interviewed several high-ranking CEOs, including Tan Sri Tony Fernandes, Tan Sri Liew Kee Sin and Tan Sri Syed Zainal Abidin. She was part of the team that brought AirAsia X Bhd successfully to market. Aside from moderating events from The Edge, she has moderated webinars and conferences for the Institute of Corporate Directors Malaysia. She graduated from the University of Cardiff, Wales, with a BSc in Economics.



Register now



Scan the QR code
or click here

For more info, please contact:

Yasmin
+6013 443 6689
yasmin@micg.org.my

Jing Wei
+6018 963 7552
jingwei@micg.org.my

Malaysian Institute of Corporate Governance
Institut Tadbir Urus Korporat Malaysia (199801002833)

3A-02 Block F, Pusat Dagangan Phileo Damansara 1
9 Jalan 16/11, Off Jalan Damansara
46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia
Tel : +603- 7957 6799
Email: info@micg.org.my



www.micg.org.my