

# COVID-19 TAKE-OVERS, MERGERS AND PRIVATISATIONS

LIVE WEBINAR AVAILABLE ON  
15 OCTOBER 2020 | 10.00AM - 12.00PM



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**Learning Hours:**  
2 hours Per Webinar



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## PROGRAMME OVERVIEW

The COVID-19 pandemic and corresponding economic downturn have grounded businesses large and small across the world. Although some deem this to be a temporary situation, unemployment has already reached record highs as large projects and deals are abandoned or put on hold as demand for products and services decline to new lows.

In attempts to keep their businesses going, they have considered turnaround strategies, new business directions, restructuring, new collaborative partnerships etc. Businesses that have witnessed declining valuations as going-concerns realise they have become more vulnerable to larger competitors. While some businesses welcome the possibility of friendly mergers, others do not. Aggressive acquirers may see these conditions as opportunities for unsolicited takeover bids or renegotiate deals reflective of the new norm of lower asset prices. As distressed businesses rescue deals and divestment attempts prove unsuccessful, they become open to takeovers and mergers to keep businesses going.

## PROGRAMME OBJECTIVE

This programme will provide an overview of takeovers and mergers with specific focus on its strategic business development objectives, its opportunities and risks, its regulatory and legal requirements, valuation challenges, shareholder rights, consumer protection issues and market reputation.

## ICF COMPETENCY LEVEL



- Foundational (Regulatory) – Takeover and Merger (Proficiency Level 3)
- Core – Risk Management (Proficiency Level 3)
- Functional (Process Skills) – Due Diligence (Proficiency Level 3)

## WHO SHOULD REGISTER?

### Individuals

Directors, PR & Communications staff, BCP teams, Risk Officers, Company Secretaries, Partners of Firms, C-Suites, Lawyers, Accountants, Corporate Consultants, Capital Markets Services Representative's License Holders, Professionals undertaking corporate advisory work, Financial Controllers, Head of Compliance, Head of Legal, Sustainability Officers, Internal Auditors

### Companies

Public Listed Companies (PLCs), Legal Firms, Consultancy Firms, Accounting Firms, Fund Management Companies, Stockbroking Firms, Investment Banks

## SPEAKERS

**Sue Wan Wong**  
Partner, Wong & Partners

Sue Wan Wong is a partner in the Corporate, Commercial & Securities Practice Group of Wong & Partners, the member firm of Baker & McKenzie International in Malaysia.

Sue Wan has advised clients on issues relating to exchange controls, securities offerings, distributive trade, directors' duties, shareholders' rights, schemes of arrangement, general commercial, employment law, employee share option schemes and tax. She has undertaken numerous transactions relating to initial public offerings, restructuring, mergers and acquisitions including divestitures, foreign investments and joint ventures for both local and cross border transactions. She has also advised clients in the acquisition of shares in insurers and the transfers of insurance businesses vide schemes of transfer under the Malaysian Insurance Act 1996.

Sue Wan's practice includes advising on a suite of financial services regulatory matters, including on establishment of financial service providers, regulatory enquiries, marketing of financial products and financial services compliance. She engages and advises businesses involved in the innovation, investment and development of financial technology (FinTech) products and services. Sue Wan has vast experience in advising clients at the forefront of innovation, helping to navigate the web of regulatory and compliance challenges, and to facilitate partnerships between industry players and regulators.

In addition to her practice with the Firm, Sue Wan is a member of the US-ASEAN Business Council (Financial Services Committee) and the Secretary of the FinTech Association of Malaysia, which aims to engage ASEAN public and private to advance regional financial sector development and integration, contribute to ASEAN's development as a global asset class as regional governments implement the ASEAN Economic Community (AEC), and shape regional financial integration in line with committee members' business objectives and global best practices.

Sue Wan was admitted to practice in Malaysia in 2003. She holds a Bachelor of Laws (Honours) from the University of Malaya, Malaysia and a Bachelor of Civil Law from the University of Oxford, United Kingdom.

## SPEAKERS

**Philip Lau**  
Director, Sage 3

Philip has extensive corporate, banking and financial experience having worked at global banks including, Rothschild, KBC Bank and Rabobank. His expertise is in equity fund raising, restructuring and mergers & acquisitions. He was the Head of M&A Southeast Asia for Rabobank before he joined one of Indonesia's largest conglomerates.

At the Indonesian conglomerate, based in Jakarta, he served as a board member of major public listed hotels and real estate companies in Indonesia, advising them on strategy, corporate finance, capital management, initial public offers, mergers & acquisitions, finance & accounting, financial planning analysis, treasury management for the bank & non-bank financial institutions.

He qualified as a chartered accountant from the Institute of Chartered Accountants in England & Wales.

**Davin Fernandez**  
Director, Sage 3

Davin has over 15 years of Corporate Finance advisory experience and began his career with Aseambankers Malaysia Berhad (now known as Maybank Investment Bank) where he advised on several significant corporate transactions particularly in mergers and acquisitions.

He has been with Sage 3 for 12 years during which he advised on a number of corporate restructuring, private equity and fund-raising exercises.

## WHAT WILL YOU LEARN?

### How Covid-19 is Reshaping Industries through M&A Deals

#### Outline

- Covid-19's impact on businesses
- Opportunities for takeovers and mergers
- Types and purposes of takeovers and mergers
- Overview of rules on takeovers, mergers and compulsory acquisitions
- Compliance with Malaysian code on takeovers and mergers
- Rights of minority shareholders
- Process and procedure of takeover offers
- Legal structures, third party issues, contractual relationships and intellectual property rights
- Due diligence role in business deal complexity, risk transparency and valuation challenges
- Brand reputation and considerations for strategic fit of a potential acquisition
- Negotiating a win-win deal
- True cost of an acquisition - Science and art of business valuation
- Methods of financing takeover and mergers
- Consumer protection, antitrust laws and the "Pandemic Anti-Monopoly Act"
- How to defend your business interests, social responsibility and commitment to staff?

#### Post-Merger Challenges

- Case studies of successful and unsuccessful mergers and acquisitions

#### Privatizations

- Why would a Public Listed Company (PLC) go private?
- De-listing and compliance with Bursa Malaysia regulations
- Privatization modes and routes - Case studies

#### Objectives

Upon completion of this programme, participants will be able to:

- Identify the different types of takeovers and mergers and their strategic purpose
- Explain the important synergies of takeovers, mergers and acquisitions
- Describe the rules and codes of takeovers and mergers
- Analyse possible hidden costs, liabilities and potential risks
- Recognize consumer protection and competition rules
- Discuss the measures that can be taken to ensure success
- Describe how to ascertain if an offer is attractive, including intangibles
- Discuss when Force majeure can be invoked
- Discuss on the need to follow a tight timeline to completion
- Explain the processes of implementing a privatization decision

#### Methodology:

- Online polls
- Videos
- Case studies

#### Moderator

- **Wong Sue Wan** Partner, Wong and Partners

#### Panellists

- **Philip Lau** Director, Sage3
- **Davin Fernandez** Director, Sage3

Recommended Learning Hours: 2 hours | 5 CPE points | Pre & Post Assessments

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