

1-DAY CORPORATE LAW WORKSHOP ON THE LEGAL & BUSINESS ASPECTS IN CORPORATE AND COMMERCIAL TRANSACTIONS

12 May 2011 at Peninsula Residence All Suite Hotel, Damansara

In Collaboration with PERDASAMA

Price

| | |
|-----------------------------|----------------------------|
| Single participant | RM1,119.00 per participant |
| Group (above 3 participant) | RM999.00 per participant |

Course Leader

Azmi Mohd Ali, Senior Partner of Azmi & Associates

WHO SHOULD ATTEND

Directors and Senior Management, Business Owners, Heads of Departments, Managers, Executives and all those involved in Sales & Marketing, Business Negotiators, Contract Administrators, Finance Managers, Purchasing Officers, Legal and Business Advisors, Credit, Finance and Operations.

Course Content

This workshop will comprise a mix of interactive lectures, group discussions and case studies. This workshop will focus on the importance of negotiation and understanding the Legal & Business Aspects in Corporate and Commercial Transactions.

Module 1:

The Art of Winning in Negotiating Contractual Relation in Modern Commercial Transaction: Mitigating Risk & Loss

- What are Commercial Transactions?
- How to Mitigate the Risks in Commercial Contracts
- Negotiation Process
- Negotiation Strategy & Winning Mindset
- Improving Negotiation Skills
- Is a cooperative or combative approach more effective?
- How do you work with a combative strategy by the counterparty?
- Is every point in the Commercial Contract Negotiable?
- Some Practical Tips to Win Negotiations of Commercial Transactions
- More Winning Tips in Drafting and Negotiating Transactional Contracts
- Practical Tips in Contracts Administration

Module 2:

Understanding the Legal Aspects of Mergers & Acquisitions

- The Importance of Mergers & Acquisitions
- Strategy for structuring M&A
- Phases of Acquisition
- Evaluation of Acquisition target
- Understand the target's business model

- Deal Management
- Integration Management
- Corporate Development
- Legal Due Diligence in Mergers & Acquisitions
- Acquisition Methods
 - Case Study I: BII acquisition by Maybank Berhad
 - Case Study II: SerayaPower acquisition by YTL Power

Module 3:

Understanding the Legal Aspects of Joint Ventures

- What is Joint Ventures?
- Choosing a Partner in a joint venture
- Structure for the Joint Venture
- Management Structure
- Decision Making Process
- Transfer of Shares
- Corporate Governance of Joint Venture
- Management of the joint venture
- Dispute Mechanism
- Termination of Joint Venture
- Legal Due Diligence in Joint Venture
- Contractual Rights of Joint Venture Partners and Shareholders
- Protection to Minority Shareholder
- Exit Mechanisms
- Practical tips in negotiating Joint Venture Transaction

Module 4:

Incorporated & Unincorporated Joint Venture Agreement

- What is Joint Venture?
- Incorporated vs Unincorporated Joint Venture
- Corporate Governance of Joint Venture
- Termination of Joint Venture
- Legal Due Diligence in Joint Venture
- Contractual Rights of Joint Venture Partners and Shareholders
- Check-List in Relation to Joint Venture Between Malaysian Party and Foreign Parties
 - General Understanding of the Parties
 - Objectives of Malaysian Party and Foreign Parties as the Co-Venturers
 - Purpose of the Joint Venture
 - Mission and Strategy of Venture
 - Duration of Venture
 - Form of Venture
 - Government and Regulatory Issues
 - Financial / Tax Matters
 - Special Issues

Azmi Mohd Ali, is the Senior Partner of Azmi & Associates, a corporate and commercial-based law firm of more than 45 lawyers, in Kuala Lumpur, Malaysia. He is an experienced corporate lawyer with extensive expertise in areas of mergers and acquisitions, joint ventures, cross-border transactions, corporate restructuring, project finance, privatization, debt restructurings, energy, oil and gas.

Prior to becoming a corporate lawyer in 1991, Azmi spent 7 years as an in-house counsel of PETRONAS (a Fortune 500 company). As a PETRONAS in-house counsel, he was involved in projects of national importance for Malaysia such as Gas Sales Agreements, Production Sharing Contracts, Joint Development Authorities and Petrochemical Projects.

His vast skills and experience in the areas of corporate law in Malaysia are well noted and acknowledged by various international publications including the Asia Law Profiles, Asia Legal Business and Legal 500. Every edition of Legal 500 for the past several years recognizes him as a leading corporate lawyer in Malaysia. He has represented Malaysian companies in cross border transactions involving the US, UK, Germany, France, Japan, Hong Kong, Saudi Arabia, Austria, Switzerland, Australia and many other countries.

He was named as one of the members of the Merger Integration Committee of Synergy Drive Sdn Bhd in 2007, the promoter of the largest merger in the Malaysian history involving 8 listed

- Formation
 - Contribution of Venturers
 - Company Law Issues
 - Contractual Arrangements Between Malaysian Party and Foreign Parties as the Co-Venturers
 - Management of the Venture
 - Operation of the Venture
 - Transfers of Interests
- Legal System
 - Transparency of the Legal System

Module 5:

Practical Legal Tips on Commercial Transactions for Businessmen

- Get the BIG Picture
- DIG Deeper
- Be in the DRIVER's Seat
- Appreciate Details
- Beware of EMPTY Promises

companies, which created an entity with revenue of more than RM26 Billion per annum and market capitalization of more than RM31 Billion. (making it one of the largest companies listed on the Malaysia Stock Exchange)

He has been identified by the 2006, 2007, 2008 and 2009 Asialaw Leading Lawyers survey as one of the most highly-acclaimed legal experts in the Asia-Pacific region. He has been regularly consulted by the World Bank in its annual surveys on nations' competitiveness. He was named by ALB Magazine, as one of Asia's 100 top 'hottest' lawyers of 2007 and 2009 categorised in 'The Movers' list.

He is a member of the advisory council of the Gearson Lehrman Advisory Group based in New York and is also a member of the Executive Management team of the First Law International, a law firm of network close to 35 law firms with its headquarter in Brussels, Belgium.

The firm he is strategising for, Azmi & Associates is a proud member of TerraLex, the Worldwide Network of Independent Law Firms. With more than 165 top independent law firms and 16,000 attorneys in nearly 105 countries and more than 40 States in the US, TerraLex firms are experienced in guiding clients through the challenges of international business with "Global Reach, Local Expertise".

He is now a director of one of the largest public listed companies in Malaysia.