

# GOING PUBLIC CONFERENCE 2011

Riding on the Wave Towards a High Income Economy

27 & 28 September 2011, Berjaya Times Square Hotel & Convention Centre

Special rates for members of :

- SME Corporation Malaysia
- The Association of Banks in Malaysia
- Malaysian Association of Company Secretaries

## Who Should Attend

- Company Directors, Chief Executive Officers, Finance Directors, Chief Financial Officers, Financial Analysts, Corporate Planners and Senior Strategists, Decision-Makers in corporations
- Corporate and Commercial Bankers, Investment Bankers, Private Investors, Financial Planners, Institutional Investors and Portfolio Managers, and Investment Managers and Directors
- Members of Corporate Finance Teams
- Strategic Planning Executives
- Venture Capitalists and Financiers
- Accountants, Finance Managers and Company Secretaries
- Financial Planners, Investment Advisers, Financial Advisors, Tax Advisors and Corporate Advisers
- Management and Strategy Consultants
- Regulators, Compliance Officers, Stockbrokers and Stock Market Analysts
- Corporate Treasurers and Executives
- Businessmen, Entrepreneurs & Technopreneurs
- Company Auditors, Internal Auditors and Risk Managers
- Foreign Investors and Fund Managers

Going public is one of the biggest challenges in a company's development. It is a major milestone which inevitably brings about substantial benefits and permanent change to the nature of the organisation. Thus, going public needs to be approached rightly, with the underlying goals clearly defined and achievable.

*"SMEs simply often do not seek external finance, particularly equity capital because they believe it is expensive or are unaware how to acquire it or have made a conscious decision to preserve independence at the expense of growth."*

Tim Melville-Ross

Director General, Institute of Directors, U.K.

For SMEs, growth is a vital sign of life, contributing to economic growth and prosperity in the national economy. Reviving the enterprise culture and going for growth are important to sustain competitiveness, profitability and innovation. Often, SMEs will either be acquired by larger corporations or compelled to go public for equity finance.

Going public has always been a dream of many more ambitious business people to give access to equity capital rather than to rely solely on debt. Listing is one sure way for the entrepreneurial shareholders, if they so wish, to cash out or exit for their wealth in cash.

This Conference provides practical and insightful knowledge, experiences and advice to the whole listing process and the key issues generally faced by any SME going for listing. Effective execution of the listing plans is as vital to success as the hard work, determination, inspiration and business skills needed to ensure success.

Objectives of the Conference:

- To provide enduring advice and guidance on critical planning issues that can add significant value to every listing transaction;
- To ensure planning is essential to reduce both actual transaction costs and attain a longer term sustainable shareholder value upon listing;
- To provide details on conditions for listing, choices of options to listing, matching expectations with a company's objectives and strategy;
- To discuss the appointment of professional on implementing the whole listing process and post-listing in compliance with continuing listing requirements, monitoring change and best practices.

Participants would have the opportunities to explore and examine the conditions for listing in the ever-growing, competitive equity market. They will learn the whole listing process in detail, the complex techniques of company share valuation, taxation issues, and legal regulatory requirements, and make them understand the responsibility involved to ensure the reliability of prospectus, financial reports and disclosure.

Organised by:

In collaboration with:

Supported by:



PERSATUAN BANK-BANK DALAM MALAYSIA  
THE ASSOCIATION OF BANKS IN MALAYSIA





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## DAY ONE (27 September 2011)

08.00 – 09.00 am Welcome and Registration

09.00 – 09.10 am Welcome Address

**YBhg. Tan Sri Dato'Seri Megat Najmuiddin Khas,**  
President, Malaysian Institute of Corporate  
Governance

09.10 – 09.30 am Keynote Address

**Global, Regional & National Outlook for the  
Capital Market – Riding the Wave Towards A  
High Income Economy**

- Key developments in the regional and national capital markets – macro economic outlook & trends in fundraising
- Issues in listing decisions – cost of capital, type & size of issues, timing of issues, valuation and pricing of issues

09.30 – 10.00 am Refreshments Networking

### Session A : Legal and Regulatory Framework

10.00 – 10.45 am **Regulatory Perspectives in Listing Rules and Regulations**

- An Overview of Listing Requirements – Main Market & ACE Market
- Restructuring Factors, Due Diligence & Issues To Consider
- Meeting Admission/Listing Criteria: Legal Status, Right Track Record, Directors and Management-Corporate Governance Issues, Working Capital, Shareholder Structure & Control, Public Spread and Market Capitalisation, Approval Process, Issuing Prospectus and Listing of Offer Shares/Public Issue

10.45 – 11.30 pm **Issuing House - Role and Responsibilities**

- Regulatory Framework & Requirements on Role & Responsibilities
- Why issuing house is needed and what to expect
- Due Diligence on the part of issuing house

11.30 – 12.15pm **Company Valuation and Pricing an IPO**

- Principles of Valuation
- Discounted Cash Flow Rate (Expected Rate of Return)
- Valuation in Practice for Listing Purpose
- Dilution Issues and Premium for offer or public issue

12.15 – 2.00 pm Lunch

### Session B : Accounting and Financial Reporting Issues

2.00 – 2.45 pm **Financial Reporting and Disclosure Requirements for Public Listing**

- Responsibility of Reporting Accountant or Auditor
- Information in the Prospectus: Historic Financial Information, Pro-forma Financial Information, Forecast Financial Information, Quarterly Reporting & other Prospective Information
- Due Diligence Report: Long Form Report and Working Capital Report
- Compliance with Approved International Financial Reporting Standards (IFRS)

2.45– 3.30 pm **Strategic Taxation Planning and Restructuring Issues for the Company and Shareholders**

- Tax Issues for the Company: Due Diligence
- Restructuring Prior to the Flotation- Assets and Trading Activities, Disposal and Acquisitions, Dividends and Capitalisation, Costs and Tax Liabilities, etc.
- Personal Tax Issues for the Shareholders

3.30 – 4.15 pm **Case Studies – Listing on the Main Market & ACE Market**

4.15pm

End of Day One & Refreshments Networking

## DAY TWO (28 September 2011)

### Section C : Public Accountability, Corporate Communications and Investor Relations

09.00 – 9.30 am **Keynote Presentation: Public Accountability, Corporate Communications and Investor Relations**

09.30 – 10.15 am **Indemnities and Warranties of Directors and Shareholders**

- Function of Indemnities & Warranties
- Loss Recovery and Sponsor's Indemnity
- Tax Indemnity and Tax Liabilities
- Underwriting Agreement: Limitation and Civil Liability

10.15 – 10.45am Refreshments Networking

10.45 – 11.30am **Corporate Communications - Investor Relations and Public Relations**

- Prior to Listing and Issues To Consider on Debut Day
- Post-Listing Investor Relations & Forward Planning



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- Best Practice in Investor Relations - News and Issues Management, Media Relations, Results Briefing and Analysis of Investment Market & Sentiment
- Issues of Regular Meetings, Road Shows, Investor Shows, Investor Dialogue and other Presentations

## Section D : Management Strategy and Control Issues

### 11.30 -12.15 pm **Minority Shareholders and Investors - Key Considerations & Strategies for Protection**

- Overview of Shareholders' Rights & Protection Regime
- Scope and Issues for Safeguards & Remedies
- Best Practices in Shareholders Communication & General Meetings
- How important the Quality of Shareholder Base and Corporate Control

12.15 – 2.00 pm Lunch

### 2.00 – 2.45 pm **Independent Directors As Catalyst For An Effective Board – A Necessity Not A Choice**

- Primary Role Of Independent Directors
- Role In Discharging Audit Committee Function
- Evaluating & Recommending Related Party & Conflict Of Interest Transactions

### 2.45 – 3.30 pm **Managing Capital Issues for Corporate Growth & Shareholder Value**

- Choices of Financing Options - Equity, Debts and Venture Capital or Mezzanine Capital and Its Advantages & Disadvantages
- Grooming Strategy for Growth & Expansion
- Evaluating & Assessing Prospects for Public Listing

## Section E : Panel Discussion :

Theme : Riding on the Wave towards a High Income Economy : The prospects & opportunities for Public Listing

Moderator : **YBhg. Tan Sri Dato' Seri Megat Najmuddin Khas**  
President  
Malaysian Institute of Corporate Governance

## Invited Role Players

- Y.Bhg. Tan Sri Zarinah Anwar, Chairman, Securities Commission Malaysia
- Y.M. Tengku Dato'Zafrul Tengku Abdul Aziz, Chief Executive Officer, Maybank Investment Bank Berhad
- YBhg. Datuk Tajuddin Atan, Chief Executive Officer, Bursa Malaysia Berhad
- Mr. Abdul Rauf Rashid, Country Managing Partner, Ernst & Young, Malaysia
- Mr. S. Saravana Kumar, Partner, Lee Hishammuddin Allen & Gledhill
- Mdm. Pushpa Rajadurai, Executive Director, AmlInvestment Bank Group
- Mr. Chew Seng Kok, Managing Partner, Zaid Ibrahim & Co.
- Mr. Ma Kin Hoong, Executive Director, Malaysian Investor Relations Association (MIRA)
- Mr. Boey Tak Kong, Independent Director, Green Packet Berhad
- Mdm. Darawati Hussain, Chairman, Malaysian Venture Capital & Private Equity Association
- Mr. Chew Kat Nyap, Chief Executive, Malaysian Issuing House Sdn. Bhd.
- Mr. Peter Ling Sie Wuong, Partner, Messrs Mah-Kamariyah & Philip Koh

## Notes: -

- *The organiser reserves the right to change the programme and speakers in the best interest of the conference.*
- *All Role Players are invited and subject to confirmation.*
- *For latest updated programme, kindly contact the organisers.*

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## Participant's Information

(1) Name (Dr/Mr/Mrs/Ms) : \_\_\_\_\_

Company: \_\_\_\_\_

Designation: \_\_\_\_\_

Address: \_\_\_\_\_

Postcode: \_\_\_\_\_ Country: \_\_\_\_\_

Telephone: \_\_\_\_\_ Mobile: \_\_\_\_\_

Facsimile: \_\_\_\_\_ Email: \_\_\_\_\_

(2) Name (Dr/Mr/Mrs/Ms) : \_\_\_\_\_

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Facsimile: \_\_\_\_\_ Email: \_\_\_\_\_

## Contact Person's Details

Name (Dr/Mr/Mrs/Ms) : \_\_\_\_\_

Company: \_\_\_\_\_

Designation: \_\_\_\_\_

Postcode: \_\_\_\_\_ Country: \_\_\_\_\_

Telephone: \_\_\_\_\_ Mobile: \_\_\_\_\_

Facsimile: \_\_\_\_\_ Email: \_\_\_\_\_

## Payment

\_\_\_\_\_ (no of Pax) x \_\_\_\_\_ (fee)


= RM \_\_\_\_\_


Enclosed herewith bankdraft/Cheque No. \_\_\_\_\_

## 5 Easy Ways To Register

 www.aep.com.my

 info@aep.com.my

 Suite C-3A-2, Plaza Mont' Kiara

 603-6203 2009

 603-6203 5030

No. 2 Jalan Kiara, Mont' Kiara,

50480 Kuala Lumpur, Malaysia

## Registration Fee

### Standard Rate

RM 1,500.00 per delegate

Register and pay before 29 July 2011 to receive a 10 % discount

Group discount of RM1,300.00 will be extended to organisation sending 3 or more delegates. This discount does not apply to early bird registration.

Fee is inclusive of lunch, refreshments and documentations.

## Venue

**Date** : 27 & 28 September 2011

**Venue** : Berjaya Times Square Hotel & Convention Centre, Kuala Lumpur

## Registration Information

Members of SME Corporation Malaysia, The Association of Banks in Malaysia and Malaysian Association of Company Secretaries are entitled to a special fee of RM1300.00 per person (the normal fee is RM1500.00 per person).

(Please  tick where appropriate)

I am/My company is a member of SME Corporation Malaysia

Name: \_\_\_\_\_

Membership no.: \_\_\_\_\_

I am/ My company is a member of The Association of Banks in Malaysia

Name: \_\_\_\_\_

Membership no.: \_\_\_\_\_

I am/My Company is a member of the Malaysian Association of Company Secretaries

Name: \_\_\_\_\_

Membership no.: \_\_\_\_\_

## Payment

All payment must be made in advance of the conference. Bank drafts or cheques should be crossed and made payable to:

**Asia Executive Programs Sdn Bhd**

## Registration Procedure

Please complete and fax the registration form to book a seat/seats to the Secretariat:-

a) **Asia Executive Programs Sdn Bhd**  
Suite C-3A-02, Plaza Mont Kiara  
No. 2 Jalan Kiara, Mont Kiara  
50480 Kuala Lumpur, Malaysia  
Tel: +603-6203 2009 Fax: +603-6203 5030  
Email: info@aep.com.my  
Website: http://www.aep.com.my

b) Payment can also be deposited directly to:

**Asia Executive Programs Sdn Bhd**  
Bank Account No. 141940010017352  
Alliance Bank Malaysia Berhad

Please notify us of your payment by faxing a copy of your remittance to us at +603-6203 5030 or email: ila@aep.com.my

## Term & Conditions

- Confirmation of registration will be issued once payment is received
- No registration will be processed without full payment
- For government participation, a local order or letter of approval must be presented before the conference
- Substitution or Cancellation
- Should you be unable to attend, you may nominate a substitute
- The organiser does not provide refunds for cancellations
- The organiser reserves the right to change the content of the programme without notice including substitution, alteration or cancellation of
- Speakers and /or topics and /or the alternation of dates of the event
- The organiser reserves the right to amend any part of the published programme, agenda or speakers due to factors outside of its control.