



# RESOLVING BOARDROOM AND SHAREHOLDERS DISPUTES

## COURSE INTRODUCTION

The management powers of a company are often exclusively vested in the board of directors. The directors have to discharge these powers in a fiduciary capacity and to act in the best interest of the company. Nonetheless, the shareholders of a company will often want their views to also be considered and to be taken into account. In some cases, the minority shareholders' interests may be sidelined. The majority vote, whether at the board or the shareholder level, may overrule all other views. This course will cover the common areas of dispute and disagreement that may occur among directors, shareholders, and where the Companies Act 2016 provides remedies to resolve certain deadlock situations.

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## COURSE OBJECTIVES



Participants will learn from practical case studies and from reported court decisions on the common scenarios of disputes among directors and shareholders. There will be tips and lessons on how to avoid and resolve such disputes. If the disputes have to be litigated, it is then important to know the legal remedies offered under the Companies Act 2016.

## COURSE CONTENTS

### **Directors: Lessons Learnt from Boardroom Disputes**

- Directors' rights and responsibilities.
- Case studies of common scenarios of disputes among directors and shareholders.
- Deadlock at board level and disagreements.
- Removal or suspension of directors.

### **Decision-making Process: Division between Directors and Shareholders**

- The Federal Court case of Petra Perdana and the lessons learnt.
- The shareholders' right of management review.
- When shareholders' approval is required.

### **Shareholder Remedies: The WMDs**

- Winding up on the just and equitable ground when there is a breakdown in relationship.
- Minority oppression relief.
- Derivative action by the aggrieved shareholder.
- Other common legal remedies by shareholders.

### **The Role of Company Secretaries in These Disputes**

- Case studies on the important role of company secretaries in such disputes.
- The importance of the Guidelines Relating to Practising Certificate for Secretaries.
- The duties and responsibilities of company secretaries.



## LEARNING OUTCOMES

By attending this programme, the participants will be able to:



- Understand the common scenarios where there may be disputes among directors and shareholders.
- Identify possible strategies to resolve such disputes and disagreements.
- Learn from case studies and court decisions on how the Court has interpreted the legal provisions.
- Recognise the different shareholder remedies and director remedies offered under the Companies Act 2016.
- Understand the different roles and responsibilities of directors, company secretaries and shareholders when a dispute arises.

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## WHO SHOULD ATTEND

Company directors, company secretaries, shareholders, institutional shareholders, business owners, lawyers, accountants and corporate consultants.

## ABOUT THE TRAINER

**Lee Shih** is a litigation and arbitration partner. He acts regularly in matters involving corporate litigation and shareholder disputes. He is listed in the Chambers Asia-Pacific, Legal 500 Asia-Pacific and Benchmark Litigation Asia-Pacific, where he has been described as “well regarded for his expertise in company law, as well as restructuring and insolvency cases”.

He is the co-author of the textbook ‘Companies Act 2016: The New Dynamics of Company Law in Malaysia’, authored the chapter on ‘Companies and Securities’ in Bullen & Leake & Jacob’s Malaysian Precedents of Pleadings, and authored the chapter on ‘Cross-border insolvency’ in the Law and Practice of Corporate Insolvency in Malaysia.

He graduated with a LLB (Hons) degree from the University of Bristol. He is a Barrister-at-Law (Gray’s Inn) and an Advocate and Solicitor of the High Court of Malaya.

He regularly speaks at various conferences and seminars on the Companies Act 2016 and on company law in general. He has spoken at the SSM National Conference, the MIA International Accountants Conference and the MAICSA Annual Conference.

## ADMINISTRATIVE DETAILS

Date	05 March 2025 09 July 2025 05 November 2025
Platform	Virtual platform
Time	9.00 am - 1.00 pm
Training Methodology	Lecture and case discussion
Fee	RM300.00 Standard RM250.00 Licensed Secretary, Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Society & Advocates Assoc. of Sarawak.
SSM CPE Points	4 points

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## HOW TO REGISTER?

### STEP 01

Strictly via online registration at [www.ssm4u.com.my/ecomtrac](http://www.ssm4u.com.my/ecomtrac)

### STEP 02

#### NEW USER (First Time Login)

- Click on **SIGN UP**
- Key in **REGISTRATION INFORMATION**
- Click on **REGISTER**
- Key in **USERNAME** and **PASSWORD**

#### EXISTING USER

- Key in **USERNAME** and **PASSWORD**
- Click on **SIGN IN**

### STEP 03

- Select training
- Check on Available Seat
- Click on Add Participant
- Key in participant's information

- Click on Submit
- Check participant's details
- Click on Submit Payment

Note: Please submit your application within 15 minutes. Otherwise the system will automatically cancel your transaction and you will lose your seat(s). Please re-apply if you wish to proceed. Full payment shall be made at the point of registration.

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## TERMS & CONDITIONS FOR REGISTRATION OF TRAINING PROGRAMMES UNDER COMTRAC

### PROGRAMME FEE

- Fee is payable to SURUHANJAYA SYARIKAT MALAYSIA.
- Admittance to training programme shall be granted only upon registration and full payment is received.

### PAYMENT MODE

- Registrations and payment for training programmes MUST be made through online at e-COMTRAC (<https://e-comtrac.ssm.com.my>). Upon submitting the registration application, participants are deemed to have read and accepted the terms and conditions herein.
- Payment by cash and cheque is not acceptable effective from January 2021.

### CLASSROOM TRAINING

- For classroom-based training, a confirmation e-mail will be sent to participants at least 1 working day prior to the programme.
- Participants are required to present Malaysia's identification card (MyKAD/NRIC) and foreign participants are required to present passport at the registration counter for verification and admission to training programme.
- Admittance may be denied upon failure to present identification card / passport.

### WEBINAR ACCESS LINK

- A notification e-mail with the webinar access link will be sent to participants at least 1 working day prior to the webinar.
- The access link is unique for registered participants and should not be forwarded or shared with others.

### CERTIFICATE OF ATTENDANCE

- Upon full attendance of the programme and payment is received, participants will be issued an e-Certificate of Attendance. For this purpose, it is imperative to fill in the email address correctly.
- Participants can download the e-Certificate of Attendance from e-COMTRAC platform in three (3) working days after the programme. Please take note that the certificate is available for download up to 30 days from the conclusion of the programme. An administrative fee of RM30.00 per copy is chargeable for downloading the certificate after the 30th day and for any replacement of certificate due to errors in name or identification card number wrongly filled by participant / representative during registration or loss of certificate, etc.

### CANCELLATION / ABSENT

- No refund will be given to participants who failed to attend the programme.
- Replacing registered participant is not allowed.

### TRANSFER

Transfer of registration fee to another training programme is not allowed.

### PERSONAL DATA PROTECTION NOTICE

Your personal data and other information provided in this application and including any additional information you may subsequently provide, may be used and processed by COMTRAC/SSM as a reference in future to communicate with you on our training programmes/events. In line with the Personal Data Protection Act 2010, we wish to obtain your agreement and consent for using your personal data. If you do not consent to the processing and disclosure of your personal data, you should send an e-mail to us at [comtrac@ssm.com.my](mailto:comtrac@ssm.com.my).

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All information contained in the brochure is correct and accurate at the time of publication.



## COMPANIES COMMISSION OF MALAYSIA TRAINING ACADEMY & KNOWLEDGE MANAGEMENT DIVISION

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