

# 杰思律师事务所

## 每月时报

03,04,05/2021: 第1期



### 3/4/5 月份活动:

- 线上座谈会: 执照/许可证  
(张思仁律师 主讲)
- 分享会: 中小型企业解“疫”之策  
(陈莲洁律师 主讲)
- 线上座谈会: 合并与收购入门  
(张思仁律师 主讲)

D-35-03, Menara Suezcap 1,  
KL Gateway, 59200  
Kuala Lumpur,  
Malaysia  
Tel: 03-2730 6780  
Fax: 03-2781 9566  
Website:  
[www.darryledward.co](http://www.darryledward.co)  
Email: [mail@darryledward.co](mailto:mail@darryledward.co)



DARRYL,  
EDWARD  
& CO.

杰思律师事务所

# 线上座谈会：执照/许可证

张思仁律师 主讲

2021年3月11日，张思仁律师通过"Zoom"应用程序举办了线上座谈会，与公众分享了执照/许可证这一课题。张律师主要针对“合法贷款执照”与“特许经营许可证”这两大课题进行阐述，为大家讲解依据法律申请执照/许可证的重要性，以及在无执照/许可证的情况下进行放贷与特许经营的法律后果。



D-35-03, Menara Suezcap 1,  
KL Gateway, 59200  
Kuala Lumpur,  
Malaysia  
Tel: 03-2730 6780  
Fax: 03-2781 9566  
Website:  
[www.darryledward.co](http://www.darryledward.co)  
Email: [mail@darryledward.co](mailto:mail@darryledward.co)

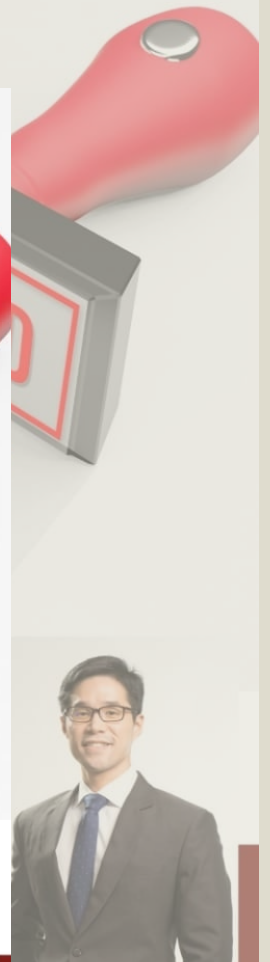
**BNi**  
KINETIC

**LICENSED**

**LICENSED**

**Presenter: Terrence Chong**  
**Date: 11/3/2021**  
**Thursday 7.00am**  
**Zoom Meeting ID: 951 5768 6940**

**-Darryl, Edward & Co**  
**- Corporate Lawyer & Trademark Agent**





DARRYL,  
EDWARD  
& CO.

杰思律师事务所

# 分享会： 中小型企业解“疫”之策

陈莲洁律师 主讲

2021年4月25日，陈莲洁律师受邀至马来西亚家具总会青年俱乐部分享会担任嘉宾，从法律的角度分享中小型企业在疫情冲击之下该如何应对己方的违约支付以及另一方的逾期债务。陈律师提醒大众拟定合约条款的重要性，比如不可抗力（Force Majeure）条款，可在遇上疫情等不可抗力的突发状况时，在不违约的情况下撤销或暂停合约义务或解除合约等。陈律师也分享了追讨债务的策略，使个人或企业能更有效率地收回利润，减轻企业在疫情期间的负担。



D-35-03, Menara Suezcap 1,  
KL Gateway, 59200  
Kuala Lumpur,  
Malaysia  
Tel: 03-2730 6780  
Fax: 03-2781 9566  
Website:  
[www.darryledward.co](http://www.darryledward.co)  
Email: [mail@darryledward.co](mailto:mail@darryledward.co)





DARRYL,  
EDWARD  
& CO.

杰思律师事务所

# 线上座谈会： 合并与收购入门

张思仁律师 主讲

2021年5月6日，张思仁律师在吉隆坡律师公会主办的线上座谈会主讲企业的合并与收购，以清晰的方式为新手律师或好学者讲解企业合并与收购的入门知识。座谈会主要涵盖了企业合并与收购的类型、程序、法律架构、尽职调查、主要文件等，并从买家和卖家这两个角度切入，使参与者了解在不同情况下需符合的不同法律要求。

6 MAY 2021 (THURSDAY) | 2:30 PM TO 4:00 PM

Organised by KLBC Corporate & Conveyancing Practice Committee

## INTRODUCTION TO MERGERS & ACQUISITIONS

6 MAY 2021 (THURSDAY) | 2:30 PM TO 4:00 PM

VIA ZOOM WEBINAR

**TOPICS TO BE COVERED**

- Types of Mergers & Acquisitions
- Structuring the Acquisition
- Legal framework
- Preliminary: documentation and due diligence
- Principal documentation

**ABOUT THE SPEAKER**



**Terrence Edward Chong** is a founder and partner of Darryl, Edward & Co., a corporate law firm. Terrence handles a wide array of corporate and commercial matters and his primary practice includes mergers & acquisitions, franchising and investments.

**RM 15**  
Members of the Bar (7 years & below) / Pupils In Chambers / Undergraduate Law Students / Registered OKU

**RM 20**  
Members of the Bar

**RM 60**  
Non Members

Only 490 pax available. Registration must be accompanied with payment to guarantee your place and strictly on a first-come, first-served basis.

Register @ [www.klbar.org.my](http://www.klbar.org.my)

(1) No recording of the event is permitted via any means at any time.  
(2) No part of the event content may be used / reproduced in any form without the written and explicit consent of the KLBC.

The personal information that you provide to the KLBC, whether now or in the future, may be used, recorded, stored, disclosed or otherwise processed by or on behalf of the KLBC for the purposes of facilitation and organisation of this event, research and audit, maintenance of a participant database for the promotion of this event, and such ancillary services as may be relevant.

VIA ZOOM WEBINAR

ABOUT THE SPEAKER



Terrence Edward Chong is a founder and partner of Darryl, Edward & Co., a corporate law firm. Terrence handles a wide array of corporate and commercial matters and his practice includes mergers & acquisitions, franchising and investments.

1  
CPD POINT

RM 20  
Members of the Bar

RM 60  
Non Members

Register your

Register @ [www.klbar.org.my](http://www.klbar.org.my)

any form without the written and explicit consent of the KLBC. The personal information that you provide to the KLBC, whether now or in the future, may be used, recorded, stored, disclosed or otherwise processed by or on behalf of the KLBC for the purposes of facilitation and organisation of this event, research and audit, maintenance of a participant database for the promotion of this event, and such ancillary services as may be relevant.



D-35-03, Menara Suezcap 1,  
KL Gateway, 59200  
Kuala Lumpur,  
Malaysia

Tel: 03-2730 6780

Fax: 03-2781 9566

Website:

[www.darryledward.co](http://www.darryledward.co)

Email: [mail@darryledward.co](mailto:mail@darryledward.co)

# 活动相册



## 大馬家具總會青年俱樂部 談“中小企業解‘疫’之策”

(吉隆坡25日訊) 馬來西亞家具總會青年俱樂部舉辦“中小企業解‘疫’之策”分享會，惠及年輕家具企業家。

在馬來西亞家具總會青年俱樂部團長拿督劉景坤牽線下，來自Darryll Edward & Co 杰思律師事務所中國服務組主管陳蓮洁 (Lianjie Chen)，担任分享會嘉賓。

陳律師分享和指導中小企業，在面對這些挑戰時，應如何避免疫情引起的違約行為降低企業的損失，包括追討債務的策略。她建議各企業與合作方在還沒正式簽訂合約之前，應先諮詢及委任專業律師起草合約，並把所有的條款、條件和事宜清楚列明在合約里，以更有效達成雙方的合作協議。

### 合約務必加不可抗力條款

在分享會的問答环节中，劉景坤提到，有很多企業因簽訂的合約並沒有列出充分的條款、條規和條約，加上面對疫情突來的影響，造成多數企業無法履行合約里的義務，進而面對違約的風險。

陳律師指出，當企業無法履行合約的義務時，若合約中訂有不可抗力 (Force Majeure) 條款，應綜合考慮合約具體約定、履行可能性等，及時與對方協商，妥善解決合約履約問題，同時日後簽訂新合約時，務必明確加入不可抗力條款，並將傳染病疫情和行動管制令，清楚列入合約约定的不可抗力事件的情形中，以完整地保障企業的利益和權益。

陳律師也建議企業們，委任專業律師發出律師函向對方追討債務，而不是通過社交媒體平台或僱傭人士的途徑追討債務，以避免帶來不必要的法律后果。

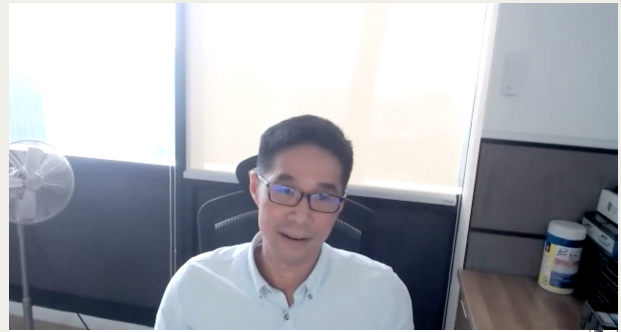
她也提供多項正規的法律途徑，協助企業們如何有效及迅速地與對方追討，無論是巨大還是小數的債務。

她鼓勵企業們遇到法律問題時，切記詢問專業律師就案件具體法律進行討論，選擇最佳的法律方案，在不確定的環境中轉危為機，行使其合法權利以保障企業的利益。



■劉景坤贈送紀念品給陳蓮洁。

中国报为分享会进行报道。



## TYPES OF ACQUISITIONS

### Share Sale

1. Sellers are the shareholders of the company
2. Buyer acquires the company together with its existing contracts, customers, suppliers and employees.
3. Buyer also acquires the company with all its liabilities.
4. More extensive due diligence typically required.

### Asset Sale

1. Seller is the owner of the asset/business.
2. Buyer can select the assets that it wishes to acquire.
3. Buyer can select the employees it wishes to re-employ.
4. Limited due diligence.

张律师于Zoom主讲企业的合并与收购。



问答环节。左至右为杰思律师事务所合伙人张杰仁律师，陈莲洁律师与马来西亚家具总会青年俱乐部团长拿督刘景坤。



众人聆听陈律师的法律资讯分享。

D-35-03, Menara Suezcap 1,  
KL Gateway, 59200  
Kuala Lumpur, Malaysia  
Tel: 03-2730 6780  
Fax: 03-2781 9566  
Website: www.darryledward.co  
Email: mail@darryledward.co

# 欢迎加入

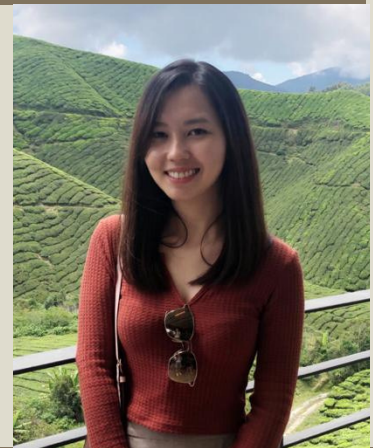


DEC unlike others is a small firm with a vast amount of exposure. My choice to work with DEC is due to colleagues that are young and vibrant who always seek to give their best to our clients under the guidance of our young partners which complements the needs of the firm in different ways, thus giving me the best balance of exposure needed.

- Larissa Chin Sue Yi, Paralegal (joined in Dec 2020)

蓦然回首，在杰思律师事务所实习绝对是明智的选择。“行是知之始，知是行之成”，通过律师们的引领和指导，从前人的经验中吸取知识，以便提升自己的学习效率，减少自我揣摩的时间。经历过将近一个月的实习工作，个人在每个方面都得到不一样的锻炼，维持不怕吃苦，不退缩，勇于克服的精神，并了解自己的优缺点，逐一改变，才不负流年。

- 张慧娟，实习生（4月加入）



I chose DEC because I was looking to explore the work environment of an up and coming law firm here in Malaysia. Thanks to the patient guidance shown to me by my cheerful and diligent colleagues here at DEC, my internship has been a truly eye-opening chapter in my development as a lawyer. I would heartily recommend any law students seeking to expose themselves to life as a lawyer to take their talents to DEC!

- Yong Li Zen, Intern (joined in Feb 2021)

我在机缘巧合之下得知杰思律师事务所正往中国市场发展，我认为这是个蕴藏强大潜力的领域，所以我想参与其中，跳脱固有的法律业务，一起开辟新契机。虽然我才进公司不足一个月，我能感受到上司对我的栽培和信任，而这种机会不是在任何事务所都能得到的。他们的专业和认真也让我相信这就是我要学习的地方。感谢这样的缘分，也希望自己继续进步。

- 刘俐惠，实习律师（5月加入）

