



Juslyn Chin & Jean
Advocates & Solicitors

Juslyn Chin 陈莲洁

Founder of Juslyn Chin & Jean
Advocate & Solicitor (Malaysia)
LL.B (Hons), University of London | CLP (Malaysia)
Award-Winning Woman Entrepreneur

ANC
GROUP

YS Lt. Kol Bersekutu (PA)

Song Liew 淞

Founder of ANC Group
License Tax Agent
FCCA (UK) | CPA (AUS) | AICPA (ASEAN)
| CA (M) | ACTIM (M) | CFMP | CFP

股权架构 融资与ESOS战略

Shareholding Strategy, Equity Fundraising & Esos Mastery

中文线上课 | **06** **OCTOBER**
10AM - 6PM

- ▶ **公司股权架构**
Company Share & Ownership Structure
- ▶ **股权结构与分配**
Shareholding Structure & Allocation
- ▶ **公司治理与股东权利**
Corporate Governance & Shareholders' Rights
- ▶ **股权融资与投资者谈判**
Equity Fundraising & Investor Negotiation
- ▶ **ESOS 员工股权激励**
ESOS & Employee Equity Incentives
- ▶ **股东协议与权益保障**
Shareholders' Agreement & Interest Protection

主讲导师

Trainer Profile



淞老师 (廖振雄)

YS Lt. Kol Bersekutu (PA) Song Liew

- ▶ **安式集团创办人 (MY & SG)**
Founder of ANC Group (MY & SG)
- ▶ **马来西亚特许税务公会会员**
Member of CTIM
- ▶ **财政部认可税务代理**
Licensed Tax Agent
- ▶ **人力资源部认证培训师**
HRD Corp Trainer
- ▶ **ACCA 马来西亚顾问委员会会员**
Member of ACCA Malaysia Advisory Committee
- ▶ **企业社会和可持续发展管理专家**
Certified CSR & Sustainability Management Professional
- ▶ **英国特许公认会计师**
Fellow Member of ACCA
- ▶ **特许金融建模专家**
Chartered Financial Modeling Professional
- ▶ **澳洲特许公认会计师**
Member of CPA Australia
- ▶ **认证理财规划顾问**
Certified Financial Planner
- ▶ **东南亚国家协会公认会计师**
Member of ASEAN CPA
- ▶ **会计工会和雇主协会学院培训师**
ACCA, MIA and MEF Academy Trainer
- ▶ **马来西亚特许会计师**
Member of MIA
- ▶ **执业持牌公司秘书**
Practicing Licensed Company Secretary

主讲导师

Trainer Profile



Juslyn Chin 陈莲洁

- ▶ **Juslyn Chin & Jean 律所创始合伙人**
Founding Partner at Messrs. Juslyn Chin & Jean
- ▶ **伦敦大学法学 (荣誉) 学士, 马来西亚高等法院持牌律师**
Bachelor of Laws (Hons), University of London, Certificate in Legal Practice in Malaysia
- ▶ **荣获 2022 年《女人行表扬会》颁发的“最具启发性年轻女性奖”获得者**
The “Most Inspiring Young Woman Award” recipient, presented by Women Glamour Award 2022
- ▶ **荣获 2025 年商海荣誉女企业家颁发的“杰出女性商业奖”**
The “Outstanding Women Business Award” recipient, presented by Shanghai Honourable Women Entrepreneur Business Award 2025.
- ▶ **入选《商海精英企业家名册》(第四版) 100 位荣誉人物之一**
She was selected as one of the 100 honourees featured in the Shanghai Elite Entrepreneurs Book of Fame (4th Edition).

第一节 认识公司股份与所有权架构

Understanding Company Shares & Ownership Structure

- 马来西亚《2016 年公司法》下的公司股份类别 (普通股与优先股)
Types of company shares under Malaysian Companies Act 2016 (Ordinary and Preference shares)
- 不同股份类别所附带的权利, 包括表决权、股息权、清算权、优先认购权、赎回权及转换权
Rights attached to different share classes including voting, dividends, liquidation, pre-emption, redemption and conversion rights
- 马来西亚中小企业及成长型公司常用股权架构的实务比较
Practical comparison of share structures commonly adopted by Malaysian SMEs and growing companies

第二节 创办人、合伙人及其他股东之间的股权架构设计

Designing Shareholding Structure Among Founders, Partners & Other Shareholders

- 如何合理确定创办人、商业合伙人及其他股东之间的股份分配
How to determine fair share allocation among founders, business partners and other shareholders
- 发行股份时如何平衡所有权、控制权与各方贡献
Balancing ownership, control and contribution when issuing shares
- 避免日后出现所有权争议及决策僵局的实务策略
Practical strategies to avoid future ownership disputes and deadlocks

第三节 公司治理与股东权利

Corporate Governance & Shareholders' Rights

- 《2016 年公司法》下股东的权利、义务与责任
Rights, obligations & liabilities of shareholders under the Companies Act 2016
- 董事与股东在商业及财务决策中的权限划分
Powers of directors versus shareholders in business and finance decision-making
- 保留事项、股东层面及董事会层面的表决安排, 包括须经股东批准与须经董事会批准的事项
Reserved matters, shareholder & board level voting arrangements, including matters requiring shareholders' approval versus board approval

第四节 股权融资与投资者谈判

Equity Fundraising & Investor Negotiation

- 了解不同融资方式，并为企业各个成长阶段选择合适的策略
Understanding different fundraising options and selecting the right strategy for each stage of business growth
- 在兼顾企业估值、股权稀释及创办人控制权的前提下设计股权投资架构
Structuring equity investments while balancing business valuation, ownership dilution and founder control
- 就投资条款、投资者权利及治理安排进行谈判，以实现双赢结果
Negotiating investment terms, investor rights and governance arrangements to achieve a win-win outcome

第五节 股东协议 — 保障各方权益

Shareholders' Agreement – Protecting Everyone's Interests

- 为何每家拥有多名股东的公司都应订立一份妥善起草的股东协议
Why every multi-shareholder company should have a well-drafted Shareholders' Agreement
- 主要商业条款，包括保留事项、表决权、董事会组成、股息政策、股份转让及退出条款
Key commercial terms including reserved matters, voting rights, board composition, dividend policy, share transfers and exit provisions
- 在兼顾投资者利益与少数股东保障的同时，维护创办人控制权的实务策略
Practical strategies to safeguard founders' control while balancing investors' interests and minority shareholder protection

第六节 融资流程、交易架构与法律文件

Fundraising Process, Deal Structuring & Legal Documentation

- 股权融资全流程：从估值、尽职调查与谈判，直至投资交割
Step-by-step equity fundraising process from valuation, due diligence and negotiations to investment completion
- 了解投资条款清单 (Term Sheet)、股份认购协议 (Share Subscription Agreement)、
股东协议 (Shareholders' Agreement) 以及认沽权与认购权协议 (Put & Call Option Agreements)
的用途与主要条款
Understanding the purpose and key terms of the Term Sheet, Share Subscription Agreement, Shareholders' Agreement and Put & Call Option Agreements
- 管理法律文件、交割机制及投后义务，确保融资交易顺利完成
Managing legal documentation, completion mechanics and post-investment obligations to ensure a successful fundraising transaction

第七节

股东争议管理与业务持续经营

Managing Shareholder Disputes & Business Continuity

- 了解常见股东争议，并实施主动风险管理策略
Understanding common shareholder disputes and implementing proactive risk management strategies
- 妥善处理决策僵局、股东退出及所有权交接，同时维护企业稳定
Managing deadlocks, shareholder exits and ownership transitions while protecting business stability
- 制定接班规划与业务持续经营策略，确保组织长期可持续发展
Developing succession planning and business continuity strategies for long-term organisational sustainability

第八节

员工购股权计划 (ESOS) 与员工股权激励

Employee Share Option Scheme (ESOS) & Employee Equity Incentives

- 设计有效的 ESOS 及员工股权激励计划，以支持企业增长与人才留任
Designing effective ESOS and employee equity incentive programmes to support business growth and talent retention
- 法律、监管及税务合规要求，包括《公司法》相关事项及雇主义务
Legal, regulatory and tax compliance requirements, including Companies Act considerations and employer obligations
- 设计 ESOS 框架，包括参与资格、归属期安排、行权机制、绩效条件、员工离职处理及主要文件
Structuring ESOS frameworks, including eligibility criteria, vesting schedules, exercise mechanism, performance conditions, employee exits and key documentation

第九节

实务案例、企业诊疗与问答环节

Practical Case Studies, Business Clinic & Q&A

- 马来西亚股东争议、融资及 ESOS 实施案例
Malaysian case studies on shareholder disputes, fundraising and ESOS implementation
- 讨论：设计合适的股权架构、融资策略及 ESOS
Discussions on designing suitable shareholding structures / fundraising strategies / ESOS
- 针对学员实际商业挑战的实务问答与解决方案诊疗
Practical Q&A and solution clinic for participants' real business challenges

课程表

Timetable

- 10:00 - 10:45 认识公司股份与所有权架构
- 10:45 - 11:15 创办人、合伙人及其他股东之间的股权架构设计
- 11:15 - 11:30 小休
- 11:30 - 12:00 公司治理与股东权利
- 12:00 - 13:00 股权融资与投资者谈判
- 13:00 - 14:00 午休
- 14:00 - 14:45 股东协议 保障各方权益
- 14:45 - 15:30 融资流程、交易架构与法律文件
- 15:30 - 15:45 小休
- 15:45 - 16:30 股东争议管理与业务持续经营
- 16:30 - 17:15 员工购股权计划 (ESOS) 与员工股权激励
- 17:15 - 18:00 实务案例、企业诊疗与问答环节



英文讲义 中文讲解



Excel PDF 工具