Sharon L. Clay

Address:-

2932 Twin House Lane

Springfield, MO 65804

Email: [sharon.c@hotmail.com](mailto:sharon.c@hotmail.com)

Telephone: +1012-1113877 (H/P)

+417-3783655 (H/P)

**Employment Background**

*Period of Services: 1 April 2016 – present*

**1. City Development Limited**

**(serving Hong Leong Finance Limited, Hong Leong Holdings Limited, Hong Realty (Private) Limited and its group of companies)**

Position Title (Level) : Senior Executive

Work Description :

1. Working under Hong Leong Management Services Pte. Ltd. to serve 1 public listed company, 1 public company and more than 50 private limited companies;
2. Research and report to superior on the ad hoc assignment such as the new implementation of phase I and II ACRA Bizfile system;
3. Manage assignment assigned by superiors and allocate to subordinate, where applicable;
4. Monitoring secretarial and administrative works which delegated to subordinate;
5. Preparation and checking the dividend list, dividend voucher and issuance of cheque;
6. Collaborate or Liaison with internal staff for different assignment;
7. Monitoring the AGM timelines and coordinating with the internal staff for account and XBRL for the lodgment of Annual Return with ACRA on time;
8. Liaising hotel arrangement for the Annual General Meeting;
9. Drafting and/or reviewing the Directors’ Resolutions in Writing;
10. Maintain statutory records;
11. Preparation of meeting materials for Special/ Board of Directors’ meeting, Audit Committee Meeting (with/ without auditors and management), Remuneration Committee Meeting, Risk Management Committee Meeting, Nominating Committee Meeting and drafting minutes;
12. Monitoring list of Section 156(5) of Companies Act, Chapter 50, Section 21B(3) of the Finance Companies Act, Chapter 108 and MAS Notice 808 in relation to the Directors’ Disclosure;
13. Preparation of list of Section 165;
14. Maintaining various lists for several companies applicable to the operation such tender list, bank list and ESOS list;
15. Drafting notice of meetings and preparation of attendance list;
16. Coordinating with the personal assistant from the Directors for the logistics and monitoring the timelines to deliver the meeting papers;
17. Drafting and release announcements;
18. Liaising with Share Registrar to obtain the proxy summary;
19. Liaising with Scrutineer and Polling agent; and
20. Attending AGM and EGM meeting and drafting minutes.

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*Period of Services: 11 August 2014 – 31 March 2016*

**2. Tricor Evatthouse Corporate Services**

**(a business registration of Tricor Singapore Pte. Ltd.)**

Position Title (Level) : Senior Associate

Work Description :

1. Managing and maintenance of variety portfolios including 1 public listed company and more than 50 private limited companies (including Singapore branch and EPC);
2. Monitoring the AGM timelines by coordinating with the clients, account and XBRL department for the lodgment of Annual Return with ACRA on time;
3. Drafting proposal and Letter of Engagement for new clients;
4. Preparation of KYC checklist for new clients and perform World Check;
5. Drafting and reviewing the Directors’ Resolutions in Writing, monitor the timeline of submission to the ACRA (if any) such as incorporation of companies, opening/closing bank accounts, allotment/ transfer of shares, changes of auditors, change of directors, application of striking off and etc;
6. Perform e-stamping and issuance of shares certificate in accordance with the Companies Act, Cap. 50.;
7. Maintain statutory records;
8. Managing all aspects of non-routine requests from clients such as by arranging notarisation, authentication, legalization and application of Employment Pass with Ministry of Manpower;
9. Preparation of meeting materials for Special/ Board of Directors’ meeting, Audit Committee Meeting (with/ without auditors and management), Remuneration Committee Meeting, Nominating Committee and drafting minutes.
10. Preparation and coordinating on the Directors’ Disclosure Form;
11. Preparation the Board Assessment Form, Board Committees Form and Peers and Self Form and tabling the results to the meetings;
12. Drafting notice of meetings and preparation of attendance list;
13. Coordinating with the clients for the logistics and monitoring the timelines to deliver the meeting papers;
14. Drafting announcements such as General Announcement (Joint Venture, change in the board structure), Change in Corporation Information (incorporation of subsidiaries, disposal of subsidiaries, change of register of members and index is kept), Announcement of Appointment, Announcement of Cessation, Notification of Results Release, Financial Statements and other related documents (quarterly and full year result, emphasis of matter) Notice of Book Closure, Notice of AGM and EGM, Uploading Annual Report and Circular and etc.
15. Preparation of AGM checklist
16. Assisting in the preparation of Annual Report and Circular by checking and reviewing the Corporate Governance, Directors’ Profile, Key Executive Profile, Company Profile, Public Shareholding, Twenty largest shareholders and etc);
17. Liaising with Share Registrar to obtain the proxy summary;
18. Attending AGM and EGM meeting and drafting minutes;
19. Handle collections/receivables from clients;
20. Maintain and update in-house system such as updating view point;

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*Period of Services: July 2012 – July 2014*

**3. Etiqa Insurance & Takaful Group**

Position Title (Level) : Executive

Work Description :

Board Matters

1. Co-ordinate and manage Board of Directors meetings by preparing/compiling/checking Board papers and monitoring all administrative matters such as issuing notices of meetings, arrangement of the venues, transportations, accommodations, coordinate with originators and presenters, monitoring the process of pre-meeting, meeting and post-meeting of Board meetings are as follows:-
2. Receiving and/or preparing Board papers from the relevant departments;
3. Checking and compiling the Board papers;
4. Monitor process of sending meeting papers to Directors;
5. Monitor and ensure that corporate secretarial support are in accordance with the requirements of the governance structure and any local rules and regulations;
6. Co-ordinate and ensure the compilation of meeting papers is align with the final agenda;
7. Review Board of Directors matters arising updates to ensure follow-through action from Management and updates given are of good quality; and
8. Monitor and guide the process of drafting, reviewing and arranging minutes of Board of Directors meeting and Board's Circular Resolution (if necessary).
9. Involved in vetting and commenting any documents for corporate exercises and to assist in the preparation of submission of forms and/or documents to regulatory, i.e. to provide certified true copies of resolutions and minutes, and statutory documents etc. To co-ordinate and liaise with the Company’s Operational department, lawyers, auditors, and so forth in managing the corporate exercise.

Corporate Governance and Ad-Hoc Services

Apart from handling on the Board matters, I had been assigned to handle the enhancement of Corporate Governance and assist on any ad-hoc projects in the Company. It includes the following assignments/tasks:-

1. To study, analyze and provide comments on the concept papers from Bank Negara Malaysia.
2. To handle the projects such as the implementation of Foreign Account Tax Compliance Act 2010 (FATCA) of US and Personal Data Protection Act 2010 (PDPA) of Malaysia. Monitor and update the changes of organization structure to Inland Revenue Services of United States based on its requirements of FATCA compliant entities. For PDPA, attending internal course

and training, to liaise and co-operate with the appointed auditors for providing and verifying information to determine the Company’s PDPA compliance status.

1. To study and understand the requirement of Financial Services Act and Islamic Financial Services Act 2013.
2. Comparing the requirement between Bank Negara Malaysia guideline, Maybank Group Policies and as well as Etiqa Group policies and ensure the Company is referring and/or complying with the relevant rules and regulation.
3. Co-ordinate with Auditors to identify and classify the encountered issues.
4. Monitor and assign the job task to subordinate on the assignment of deadlines for re-appointment of directors for companies regulated by Bank Negara Malaysia and prepare the relevant documentations in connection therewith.
5. Assist in the preparation and organizing members’ meeting and attend to the liquidation and dissolution of companies.

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1. Prepare and file relevant statutory forms and returns with the Companies Commission Malaysia (CCM) in compliance all statutory requirements and all requirements of the Memorandum & Articles of Association of the companies and ensure compliance with regulatory requirements, i.e. CCM, Bursa Malaysia, SC, BNM, MOF, etc.
2. Preparing the assessment report for Annual Board Assessment, Fit and Proper Report for Key Responsible Persons. Upon collecting the data, generate and perform a report or meeting papers to be tabled in the Nomination and Remuneration Committee and subsequent to the Board or necessary parties.
3. By monitoring and providing the results of CTOS and Bankruptcy Search on the assessment of Key Responsible Persons based on the criteria Fitness and Propriety.
4. To prepare announcement to Bursa Malaysia in relation to any matters of Etiqa which materialised and affect the Parent Company i.e. Maybank, as regulated under the Main Market Listing Requirement
5. Assisting for incorporation of new entities in foreign countries by preparing Bursa Announcement, review statutory documents and providing advisory services based on the compliance of the local rules and regulations.
6. Drafting, reviewing and updating the Board Manual.
7. To write departmental minutes

*Period of Services: June 2010 – July 2012*

**4. Tricor Corporate Services Sdn. Bhd.**

Position Title (Level) : Secretarial Assistant (Junior Executive)

Work Description :

Administrative and Follow-Up Jobs:-

1) Creating a new job code and preparing all the necessary new files and statutory books for new clients.

2) Generating bills as per client’s letter of offer and coordinating with finance department for issuing the bill.

3) Monitoring the outstanding balance by clients and sending outstanding remainder if necessary.

4) Collaborate with admin staff for monitoring the conditions of files and suggest for storage if necessary;

5) Receive, segregate and perform any incoming administration works. To ensure the achievement of efficiency (complete in stipulated timelines) and effectiveness (complete with quality) on the assigned job;

6) To follow up with clients the status after delivered any documents or the satisfaction of services; and

7) Solve clients’ problem with the guidance of supervisory level staff.

Routine Jobs and Ad Hoc Jobs:-

1. Preparation of Minutes Representation Letter and furnish statutory documents to auditors upon request;

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2) Draft Directors' Circular Resolution, Members’ Circular Resolution and any relevant forms, as follows:

i) Bank resolutions;

ii) Change of directors;

iii) Change of secretaries;

iv) Perfection of charge;

v) Dividend;

vi) Change of auditors;

vii) Transfer and Transmission of shares;

viii) Purchase of motor vehicles;

ix) Transfer of land;

x) Revocation and appointment of corporate representatives;

xi) Disposal of property;

xii) Divestment of shares;

xiii) Change of company name;

xiv) Acquisition of property; and

xv) Application for private caveat.

3) Update Minutes Book, Secretarial Files, Register of Book and etc;

4) Assist in preparing of Announcement for Public Listed Companies, as follows:

i) Monitoring the timeline of submission of ICULS and ESOS to Bursa Malaysia;

ii) Preparing Form 29A, 29B, and 29C;

iii) Preparing Quarterly Result;

iv) Preparing Semi-Annual Return (for Main Market) and Annual Return (for ACE Market);

v) General Announcement in relation to Chapter 14 Dealing during/Outside close period of directors or principal officer, Section 135;

vi) Drafting announcement on timber log production figures on monthly basis; and

vii) Attending to the query of Bursa Malaysia and etc.

5) Attend Board Meeting, Audit Committee Meeting and Nomination and Remuneration Meeting;

6) Filing of statutory documents in the secretarial files;

7) Prepare Annual General Meeting (“AGM”) documents and Annual Return;

8) Reminders on AGM and closed period for quarterly results and etc;

9) Prepare Corporate Diary and AGM Timetable;

10) Drafting Notice of Board of Directors’ Meeting and Committee Members’ Meeting; and

11) Write Minutes.

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*Period of Services: July 2008 - March 2009*

**5. Galaxy Piling & Construction Sdn. Bhd. (based in Labuan)**

Position Title (Level) : Admin. Executive (Fresh / Entry Level)

Specialization : Clerical/Administrative Support

Role : Administrative Executive

Industry : Construction / Building / Engineering

Work Description :

Responsibilities:-

1) Plan and assign daily tasks;

2) Oversee daily administrative tasks;

3) Receive report from varies of department;

4) Plan, organize and write minutes; and

5) Prepare and present reports.

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| **Educational Background**  *Graduation Date: Sep 2009*  **Bachelor's Degree of Commerce**  Major : Business Management  Institute/University : Liverpool John Moores University, United Kingdom  Grade : Grade B/2nd Class Upper |

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| Resume of Sharon L. Clay  *Graduation Date: Jun 2009*  **Advanced/Higher/Graduate Diploma of Business Studies/Administration/Management**  Major : Business Management  Institute/University : Tunku Abdul Rahman College, Malaysia  CGPA : 2.55/4  **Languages**  (**Proficiency**: 0=**Poor** - 10=**Excellent**)  **Language Spoken Written**  -------------------------------------------------------------------------------------  Chinese 8 7  Bahasa Malaysia 7 7  English 7 6  Possess Own Transport : No  Last Drawn Salary : S$4,500.00  Expected Monthly Salary : S$5,200.00 |
| **Additional Info**  Converted to SAICSA (now known as CSIS) Associateship on 23 October 2015  MAICSA Associateship:- Granted in July 2013  Subjects took during advance diploma in Tunku Abdul Rahman College:  1) Malaysian Taxation  2) Law & Practice of Meetings  3) Corporate & Operations Management  4) Strategic Management  5) Malaysian Taxation  6) Malaysian Company Law  7) Financial Accounting II  8) Malaysian Company Secretarial Practice  9) Advanced Malaysian Taxation  10) Corporate Governance  11) Corporate Administration  12) Corporate Financial Management I  13) Corporate Financial Management II  14) Financial Accounting I  MAICSA Examination  -) Corporate Financial Management - Merit  -) Corporate Governance - pass  -) Corporate Administration - pass  -) Corporate Secretaryship - pass  Resume of Sharon L. Clay  **Activities and Internship during college:**  1) Business Management Society of Tunku Abdul Rahman – Auditor.  2) Class Representative of Advanced Diploma of Business Management, Diploma of Business Administration and Certificate of Business Administration of Tunku Abdul Rahman College.  Internship Experience:  I was involved in the internship programme during the first year semester break i.e. 3 months. I had been assigned by the College to a management firm. The major job functions during the training period were to assist Company Secretary in retrieving, arranging, and filing the necessary information by using Boss Secretarial Software. Besides that, I was also assigned in doing Form E, Form B, Form BE and the sole proprietor's account. |

**References**

Name : Mr. Ralph Dodds

Relationship : Ex-Company Secretary in Maybank Ageas Holdings Berhad and Group of Companies

Current Position : Company Secretary

Company : Maybank Ageas Holdings Berhad, Etiqa Insurance & Takaful Berhad

Telephone : +6019-701463

Name : Ms. Christina Ralph

Relationship : Ex-supervisor in Tricor Corporate Services Sdn. Bhd.

Current Position : Associate Director of Corporate Secretarial Services

Company : Tricor Corporate Services Sdn. Bhd.

Telephone : +6016-60761

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