

How we have helped our clients



1 Advised on the basis of preparation for completion accounts

Helped a client achieve savings of RM100 million, as the purchase price was determined by earnings multiples



2 Advised on the definition of working capital items

Helped a client achieve substantial savings on their completion payment



3 Advised on the definition of items to be included within permitted leakage

Allowed the client to claim excess employee payments as leakage



4 • Advised on the scope of tax indemnity clauses

Ensured that the client was protected despite limitations in the indemnity clauses

• Advised on RPGT clauses

Ensured that the client's RPGT position reflected its fiscally-efficient commercial position

About us

At PwC Malaysia, we have a dedicated team of over 180 Deals and Tax professionals who are here to understand and support you. As part of a global network of transaction advisors, our professionals are equipped to cater to your specific needs. By combining our deep deals and tax experience with advanced technology and analytics, we work alongside you throughout the entire transaction.

Contact us



Albert Lee
Deals Leader,
PwC Malaysia
03 2173 1082
lee.a@pwc.com



Gan Pei Tze
Tax Partner,
International Tax
Services and M&A,
PwC Malaysia
03 2173 3297
pei.tze.gan@pwc.com



Valerie Azavedo
Deals Director,
Transaction
Services, PwC
Malaysia
03 2173 1384
valerie.joan.azavedo@pwc.com



SPA Accounting Advisory

Deriving optimum
value from your deals

Your concerns

The sales and purchase agreement (SPA) represents the outcome of key commercial and pricing negotiations in all transactions.

As business models and transactions become more innovative and complex, buyers and sellers may have questions during the negotiation of the SPA, such as:

- How does the purchase price mechanism work?
- Which closing mechanism is suitable for me?
- How do I define cash, debt, working capital, normalisation adjustments to earnings, leakages and permitted leakages?
- How do I ensure all the key risks identified during the due diligence are reflected in the SPA?
- How much working capital should be left behind in the business at closing?
- How can I be sure that my proposed adjustments will not compromise the deal?
- How do I account for tax liabilities in relation to open years of assessment?
- How do I ensure the relevant transaction taxes reflect the commercial position and do not result in unintended additional taxes?
- How do I ensure the business is properly run between signing and handover?
- How will the SPA clauses affect my financials post transaction?

How we can support you

Your concerns, which can be broadly categorised into three areas, are entirely valid. We work closely with our clients and their legal advisors to support them in these matters, providing the advice you need to derive optimum value from your SPA (Sale and Purchase Agreement).

1 Purchase price

Adjustment mechanism

Definition of financial items

Due diligence risk areas

- **An appropriate mechanism** for your deal – locked box or completion accounts
- **A suitable earn-out mechanism** that reflects your commercial intentions
- **A clear and purposeful definition** of key items to mitigate risks identified from due diligence
- **Argument points** for items included in the **Enterprise Value to Equity Bridge**
- **Price adjustments** from leakages / completion review

2 Pre-closing safeguards

Warranties and indemnities

Changes in business requirements

Transition matters

- Safeguards to ensure “**business as usual**” e.g. normal levels of working capital, capital expenditure and related party payments
- **Pre-closing financial performance** from monthly management accounts review
- **Transition arrangements** on shared resources e.g. IT infrastructure and back-office functions

3 Accounting implications

Goodwill and intangible assets

Deferred consideration

Options

- Perform pre-deal purchase price allocation to bridge commercials and accounting by illustrating:
 - **Goodwill and earnings impact** due to step-up in depreciation/amortisation following fair value accounting applied to net assets and deferred consideration
 - Effects of put/call option on your **net assets position and earnings**

