**ARAHAN:**

1. Buku soalan ini mengandungi EMPAT (4) soalan dalam SEMBILAN BELAS (19) halaman bercetak termasuk lampiran tetapi tidak termasuk kulit hadapan.
2. Sila jawab SEMUA soalan di dalam kertas jawapan yang disediakan.

**INSTRUCTION:**

1. This question paper contains FOUR (4) questions in NINETEEN (19) printed pages including appendix but excluding the cover page.
2. Answer ALL the questions in the answer sheet provided.
3. In case of any discrepancies between English and Bahasa Melayu versions, the English version would prevail.
QUESTION 1 (27 MARKS : 50 MINUTES)

Part A

Arif and Rafi just incorporated an agricultural company and received the certificate of incorporation as ABC Sdn Bhd. After 3 years of operation, the company plans to change the company’s name to ABC Bio-Culture Sdn Bhd. As a secretary, you are responsible to advise them on the following matters.

REQUIRED:

(a) Explain the meaning of receiving the certificate of incorporation for a company and state any FOUR (4) information contain in a certificate of incorporation. (4 Marks)

(b) Describe any THREE (3) declarations a company secretary must make and state where should the company keep or lodge the Form 48F (Secretary’s declaration) in the process of incorporating a company. (4 Marks)

(c) Advise the ABC Bhd’s board of directors on the procedures to be adopted for the changes and its impact on the obligations, rights and identity of ABC Sdn Bhd. (8 Marks)

Part B

TCOS Sdn Bhd (TCOS) failed to hold its annual general meeting (AGM) and failed to file their annual return and audited financial statement for the last two consecutive years. The Companies Commission of Malaysia (CCM) sent notices and fined the company’s officer for the failure to hold the AGM and submit those documents. The TCOS Sdn Bhd’s company secretary, Mr Kumar appealed for not guilty to the CCM on the ground that those defaults were not under his responsibility.

REQUIRED:

(a) Explain the term officer of a company and give THREE (3) types of an officer that may involve in a company. (4 Marks)

(b) Discuss who are responsible to prepare the financial statements and when should TCOS complete its audited accounts to avoid any penalty by the CCM. (3 Marks)

(3) As a CCM officer, advise Mr Kumar why he should be liable on the above defaults and suggest him on how he shall avoid those liabilities. (4 Marks)
SOALAN 1 (27 MARKAH : 50 MINIT)

Bahagian A


DIKEHENDAKI:

(a) Terangkan maksud penerimaan sijil pemerbadanan untuk sesuatu syarikat dan nyatakan mana-mana EMPAT (4) maklumat yang terkandung di dalam sijil pemerbadanan.

(4 Markah)

(b) Terangkan mana-mana TIGA (3) perisytiharan yang perlu dibuat oleh setiausaha syarikat dan nyatakan dimanakah syarikat perlu menyimpan atau serahsimpan Borang Form 48F (Perisytiharan setiausaha) semasa proses penubuhan syarikat.

(4 Markah)

(c) Nasihatkan lembaga pengarah ABC Bhd tentang prosedur yang perlu dibuat untuk pertukaran tersebut dan kesannya ke atas tanggungan, hak dan identiti ABC Sdn Bhd.

(8 Markah)

Part B

TCOS Sdn Bhd (TCOS) telah gagal mengadakan mesyurat agung tahunan (AGM) dan gagal memfailkan dokumen tahunan dan penyata kewangan beraudit sejak dua tahun lepas. Suruhanjaya Syarikat Malaysia (SSM) telah menghantar notis dan menyaman pegawai syarikat di atas kegagalan mengadakan AGM dan menghantar dokumen terbaib. Setiausaha syarikat bagi TCOS Sdn Bhd, En Kumar telah merayu tidak bersalah kepada SSM atas alasan kegagalan tersebut bukannya di bawah tanggungjawabnya.

DIKEHENDAKI:

(a) Jelaskan perkataan pegawai syarikat dan berikan TIGA (3) jenis pegawai yang mungkin terlibat di dalam syarikat.

(4 Markah)

(b) Bincangkan siapakah sepatutnya mengambil tanggungjawab di dalam menyediakan penyata kewangan dan bilakah TCOS sepatutnya menyiapkan akaun beraudit supaya SSM tidak mendenda syarikat.

(3 Markah)
(c) Sebagai pegawai SSM, nasihatkan En Kumar mengapa beliau patut dipertanggungjawabkan di atas bagi kegagalan di atas dan cadangkan bagaimana beliau boleh mengelakkan dari liabiliti tersebut.

(4 Markah)
QUESTION 2 (26 MARKS : 47 MINUTES)

Beneath is a copy of the minutes of Board of Directors’ Meeting of ABC Sdn. Bhd.

ABC SDN. BHD. (7600000-T)
(Incorporated in Malaysia)
MINUTES OF BOARD OF DIRECTOR’S MEETING HELD AT BILIK AMAN, SATU MALAYSIA INN
ON TUESDAY 30 JUNE, 2009 AT 10.00 am

PRESENT : Y Bhg Tan Sri Dato’ Ali bin Abu- in the Chair
and as per attendance list.
IN ATTENDANCE : Ms Xixi – Secretary
NOTICE OF MEETING
The notice convening the meeting was table and taken as read.
QUORUM
The requisite quorum being present, the Chairman declared the meeting duly convened.

1. LISTING ON THE SECOND BOARD OF BURSA MALAYSIA

   The meeting had a thorough discussion and agrees that the company is to be listed on second
   board of Bursa and hereby proceed on to fulfill with the listing requirements under Bursa
   Malaysia Securities Berhad.

2. DIRECTORATE

   In accordance with the Company’s Articles of Association, Mr Jackson Michael and En. Hassan
   bin Hussin were to retire by rotation. They being, eligible, offered themselves for re-election.

   It was RESOLVED THAT Mr. Jackson Michael retiring pursuant to Article 105 of the Company’s
   Articles of Association be re-elected a director of the Company.

   It was RESOLVED THAT En Hassan bin Hussin retiring pursuant to Article 105 of the Company’s
   Articles of Association, be re-elected a director of the Company.

3. DIRECTOR’S ADVANCEMENT

   The meeting after some discussion RESOLVED THAT an advancement amounting to RM90,000
   to Mr Veloo Samy for an official trip to Mexico be approved.

4. APPOINTMENT AS AN AUDIT COMMITTEE

   In compliance with Bursa’s requirements, the meeting agrees to appoint Joan Joanee as a
   member of the audit Committee with effect from the date of approval from Bursa.
5. **AUTHORITY TO ALLOT SHARES**

The meeting was requested to consider the ordinary resolution as set out in the notice or meeting on the authority the directors to allot shares. After some deliberation the meeting passed the following ordinary resolution:

'THAT subject always to the Companies Act 1965, Articles of Association of the Company and approvals from the Stock Exchange and any other government/regulatory bodies, where such approvals is necessary, full authority be and is hereby given for the Directors pursuant to section 132D of the Companies Act 1965 to issues and allot not more then ten percent (10%) of the issued capital of the Company at anytime upon such terms and conditions and for such purposes as the Directors may in their absolute direction deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approvals is in force and that the Directors be and are hereby further authorized to make or grant offers, agreements or options which would or might requires shares to be issued after the expiration of the approval hereof.'

**TERMINATION**

There being no further business, the meeting terminated with a vote of thanks to the Chair

Confirmed

CHAIRMAN
Dated: 14th July 2009

**REQUIRED:**

(a) With the introduction of section 132D by the *Companies (Amendment) Act 1986*, explain the directors on the authority to issue shares.

(4 Marks)

(b) Briefly explain the procedures for the retirement by rotation of Mr Jackson Michael and Mr Hassan bin Hussin.

(4 Marks)

(c) The purpose of the Audit Committee is to assist the Board of Directors in its oversight of the company's accounting and financial reporting processes, audits of the financial statements and internal control systems.

Describe on the composition of the audit committee as required under the Bursa Malaysia.

(4 Marks)
(d) The Bursa Malaysia disqualifies certain categories of persons from being appointed as an independent director. One of these categories is that the person:-

"(e) is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation;"

Define the term independent directors and explain Bursa Malaysia requirements with regards to the independent directors.

(3 Marks)

(e) Describe the duties and responsibilities of the directors provided under the Companies Act 1965.

(5 Marks)

(f) Section 133 of the Companies Act 1965 states that a company shall not make a loan to the directors and persons deemed to be connected with a director. Discuss on the exceptions to the rule. Specify the persons deemed to have connection with the director.

(6 Marks)
SOALAN 2 (26 MARKAH : 47 MINIT)

Di bawah adalah salinan kepada minit mesyuarat Ahli Lembaga Pengarah bagi syarikat ABC Sdn. Bhd.

ABC SDN. BHD. (7600000-T)
(Incorporated in Malaysia)
MINUTES OF BOARD OF DIRECTOR'S MEETING HELD AT BILIK AMAN, SATU MALAYSIA INN
ON TUESDAY 30 JUNE, 2009 AT 10.00 am

PRESENT
Y Bhg Tan Sri Dato' Ali bin Abu- in the Chair
and as per attendance list.

IN ATTENDANCE
Ms Xixi - Secretary

NOTICE OF MEETING
The notice convening the meeting was table and taken as read.

QUORUM
The requisite quorum being present, the Chairman declared the meeting duly convened.

1. LISTING ON THE SECOND BOARD OF BURSA MALAYSIA

The meeting had a thorough discussion and agrees that the company is to be listed on second board of Bursa and hereby proceed on to fulfill with the listing requirements under Bursa Malaysia Securities Berhad.

2. DIRECTORATE

In accordance with the Company’s Articles of Association, Mr. Jackson Michael and En. Hassan bin Hussin were to retire by rotation. They being, eligible, offered themselves for re-election.

It was RESOLVED THAT Mr. Jackson Michael retiring pursuant to Article 105 of the Company’s Articles of Association be re-elected a director of the Company.

It was RESOLVED THAT En Hassan bin Hussin retiring pursuant to Article 105 of the Company’s Articles of Association, be re-elected a director of the Company.

3. DIRECTOR’S ADVANCEMENT

The meeting after some discussion RESOLVED THAT an advancement amounting to RM90,000 to Mr Veloo Samy for an official trip to Mexico be approved.

4. APPOINTMENT AS AN AUDIT COMMITTEE

In compliance with Bursa’s requirements, the meeting agrees to appoint Joan Joanee as a member of the audit Committee with effect from the date of approval from Bursa.

5. AUTHORITY TO ALLOT SHARES

The meeting was requested to consider the ordinary resolution as set out in the notice or meeting on the authority the directors to allot shares. After some deliberation the meeting passed the
following ordinary resolution:

'THAT subject always to the Companies Act 1965, Articles of Association of the Company and approvals from the Stock Exchange and any other government/regulatory bodies, where such approvals is necessary, full authority be and is hereby given for the Directors pursuant to section 132D of the Companies Act 1965 to issues and allot not more then ten percent (10%) of the issued capital of the Company at anytime upon such terms and conditions and for such purposes as the Directors may in their absolute direction deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approvals is in force and that the Directors be and are hereby further authorized to make or grant offers, agreements or options which would or might requires shares to be issued after the expiration of the approval hereof.'

TERMINATION

There being no further business, the meeting terminated with a vote of thanks to the Chair

Confirmed

CHAIRMAN

Dated: 14th July 2009

DIKEHENDAKI:

(a) Berdasarkan kepada peruntukan seksyen 132D Akta Syarikat (Pindaan) 1986, terangkan kepada pengarah mengenai kuasa mereka untuk mengisУ sahan.

(4 Markah)

(b) Terangkan secara ringkas prosedur persaraan secara bergilir En Jackson Michael dan En Hassan bin Hussin.

(4 Markah)

(c) Peranan jawatankuasa audit adalah untuk membantu Ahli Lembaga Pengarah dalam bidangkuasanya untuk meneliti perakaun syarikat dan proses pelaporan kewangan, mengaudit penyata kewangan syarikat dan sistem kawalan dalaman.

Terangkan komposisi jawatankuasa audit sepetimana yang dikehendaki oleh Bursa Malaysia.

(4 Markah)

(d) Bursa Malaysia mengecualikan beberapa kategori individu daripada dilantik sebagai pengarah bebas. Salah satu daripada kategori tersebut ialah:
“(e) tidak bertindak sebagai penama atau wakil kepada mana-mana pengarah eksekutif atau pemegang saham utama syarikat tersebut;”

Apakah yang dimaksudkan dengan pengarah bebas dan terangkan kehendak-kehendak Bursa Malaysia terhadap pengarah bebas.

(3 Markah)

(e) Terangkan tugas dan tanggungjawab pengarah seperti mana yang diperuntukkan oleh Akta Syarikat 1965.

(5 Markah)


(6 Markah)
QUESTION 3 (25 MARKS: 45 MINUTES)

H-wan N-wan Bhd is adopting Table A of the Fourth Schedule to the Companies Act 1965 except that proxy shall not be a quorum. Ahyar Karim, a newly appointed company secretary, has received a memo issued by the chairman of the company reminding him to carry out board resolutions passed in previous Board meetings.

The board meetings were held twice to:

a. accept the retirement of Mr. Salmi Roslan as a director.
b. authorize advance payment of RM50,000 to director Dato' Kumar Rajan for official trip to South Korea.
c. appoint Dato Lim Goh Teng as a director to fill in casual vacancy to replace Mr. Salmi Roslan.
d. propose the retirement by rotation of Tan Sri Ooi Slim Tin and Dato' Danial Sani Abdullah who agree to be re-elected.
e. approve intention of Hafiz Faizal, a shareholder, to remove Mr Saju Kumar and replace him with Miss Rajen Kumaran.
f. authorize company secretary to issue share certificate for allotment of 3,000 shares each to Zamani and Salami.
g. approve reduction capital of RM0.20 for every existing ordinary share of RM1 each.
h. approve the selling of company's used trucks for RM 55,000 to Mr Bakri Hassan, son of the company's chairman.
i. authorize director to issue new share under Section 132D, Companies Acts 1965.
j. approve the Audited Accounts for the year ended 30 June 2009 and the Reports of Auditors thereon.
k. approve Directors' Report and Chairman Statement for 2009 Annual Report.
l. accept disclosure of interest by director Tan Sri Danish Shuhaimi, on his substantial shareholding in Virusan Sdn Bhd, a main supplier to H-wan N-wan Bhd.
m. authorize the company secretary to issue notice to convene the AGM on 3rd December 2009 at Dewan 3, Wisma Salam, 25 Jalan Salam, 50010 Kuala Lumpur'

The board has passed all the above resolutions and has instructed company secretary to convene the AGM for the shareholders' consent. Ahyar has drafted the following notice and requested you to review the notice.

<table>
<thead>
<tr>
<th>H-wan N-wan Bhd</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Co Registration No: 890567- P)</td>
</tr>
</tbody>
</table>

Notice is hereby given that Third Annual General Meeting of H-wan N-wan Bhd will be held on 3rd December 2009 for considering and if thought fit to pass the following ordinary resolutions:

1. To reduce capital of RM0.20 for every existing ordinary share of RM1 each.
REQURED

(a) The Companies Act 1965 does not provide provision as to the convening and conducting board meetings. However, the directors may meet together whenever they think fit to decide and act collectively in managing the affairs of the company. Using examples from the above resolutions that have been approved by the board, explain whether directors’ decision can be over-ruled by members.

(5 Marks)

(b) Explain the duties of Ahya, as a company secretary, in fulfilling the requirement of the Companies Act when disclosure of interest by director Tan Sri Danish Shuhaimi, on his substantial shareholding in Vurusan Sdn Bhd, is made.

(3 Marks)

(c) Clarify to Ahya the mistakes and omissions that he has done in drafting the notice of AGM.

(10 Marks)

(d) Compare the proceedings of board meeting with general meeting in regard to quorum, voting and chairman.

(7 Marks)
SOALAN 3 (25 MARKAH: 45 MINIT)


Mesyuarat pengarah telah diadakan dua kali bagi:

a. menerima persaraan Encik Salmi Roslan sebagai pengarah syarikat,

b. meluluskan bayaran pendahuluan RM50,000 kepada pengarah, Dato' Kumar Rajan, bagi lawatan rasmi ke Korea Selatan.

c. melantik Dato Lim Goh Teng sebagai pengarah syarikat bagi memenuhi kekosongan menggantikan Encik Salmi Roslan.

d. mencadangkan persaran bergilir Tan Sri Ooi Slim Tin dan Dato'Daniel Sani Abdullah yang telah bersetuju untuk dilantik semula.

e. meluluskan niat pemegang saham, Hafiz Faizal, untuk memecat Encik Saju Kumar dan menggantikan beliau dengan Cik Rajen Kumaran.

f. meluluskan setiausaha syarikat untuk mengisukan sijil syer kepada Zamani dan Salami bagi perumpuan syer sebanyak 3,000 unit setiap seorang.

g. meluluskan pengurangan modal syer sebanyak RM0.20 bagi setiap RM1 syer biasa.

h. meluluskan jualan kenderaan terpakai syarikat untuk RM55,000 kepada Encik Bakri Hassan, anak kepada pengerusi syarikat.

i. memberi kuasa kepada pengarah untuk menerbit syer baru di bawah seksyen 132D, Akta Syarikat 1965.

j. meluluskan akaun iteraudit bagi tahun berakhir 30 Jun 2009 dan Laporan Juruaudit.

k. meluluskan Laporan Pengarah dan Penyata Pengerusi bagi Penyata Tahunan 2009.

l. menerima pendedahan kepentingan oleh Tan Sri Danish Shuhaimi, mengenai pemegangan saham dalam Virusan Sdn Bhd, pembekal utama kepada H-wan N-wan Bhd.


Mesyuarat pengarah telah meluluskan semua resolusi di atas dan mengarah setiausaha syarikat untuk memanggil mesyuarat agung tahunan bagi memperoleh kelulusan ahli syarikat. Ahya telah mendrafkan notis di bawah dan meminta agar anda dapat membantu betul membentuknya.
H-wan N-wan Bhd

(Pendaftaran Syarikat No: 890567-P)

Notis ini adalah bagi Mesyuarat Agung ke-Tiga H-wan N-wan Bhd akan diadakan pada 3\textsuperscript{rd} Disember 2009 untuk mempertimbangkan dan jika difikirkan sesuai meluluskan resolusi biasa berikut:

1. Mengurangkan modal sebanyak RM0.20 bagi setiap RM 1 syer biasa.
5. Meluluskan pendedahan kepentingan pengarah Tan Sri Danish Shuhaimi.

Atas Arahan Lembaga Pengarah

1. Ahli syarikat yang berhak hadir dan undi dalam mesyuarat berhak melantik proksi untuk hadir dan mengundi bagi pihaknya.
2. Proksi hendaklah dikalangan ahli syarikat.
3. Instrumen pelantikan proksi hendaklah dideposikan kepada SSM tidak kurang daripada tempoh 36 jam sebelum mesyuarat bermula.

DIKEHENDAKI

(a) Akta Syarikat 1965 tidak mempunyai peruntukan yang jelas berkaitan mengada dan mengendali mesyuarat pengarah. Walau bagaimanapun, pengarah boleh bertemu jika difikirkan perlu untuk membuat keputusan bersama dalam mentadbir ususan syarikat. Menggunakan contoh resolusi-resolusi yang diluluskan oleh pengarah di atas, terangkan amada pemegang syer boleh membuat keputusan yang bertentangan dengan keputusan pengarah.

(5 Markah)

(b) Terangkan tugas Ahya, sebagai setiausaha syarikat dalam memenuhi kehendak Akta Syarikat 1965 apabila pendedahan berkenaan kepentingan Tan Sri Danish Shuhaimi membuat pemegangan sahamnya dalam Virusan Sdn Bhd.

(3 Markah)

(c) Nyatakan kesilapan yang dilakukan oleh Ahya dalam mendraf notis mesyuarat agung tahuna tersebut.

(10 Markah)

(d) Bandingkan prosiding mesyuarat pengarah dengan mesyuarat agung berhubung dengan korum, undian dan pengerusi.

(7 Markah)
QUESTION 4 (22 MARKS : 40 MINUTES)

Part A

STUD-I SOLUTIONS SDN BHD
(Company No. 234567-P)
(Incorporated in Malaysia)

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED ON 6th of February 2008

"RESOLVED THAT the consent of the Board of Directors of the Company be and is hereby granted and accorded for striking off the name of the Company under Section 308 of the Companies Act, 1965 and that Mr. Ahmad bin Nisfu, Mr. Anil a/l Kumar and Mr. Ann Wan Seng, Directors of the Company be and are hereby jointly and/or severally authorized to make an application in this regard to the Suruhanjaya Syarikat Malaysia and that they are also hereby authorized to sign/execute such applications, affidavits, letters, declarations, documents as may be required in this regard by the Suruhanjaya Syarikat Malaysia on behalf of the Company."

Mr Ahmad, in compliance with board’s resolution proceeds on drafting the application. Subsequently, Roberto de Souza, claimed that Mr Ahmad was giving a false and misleading information and he, as a shareholder, is not consented to or passing off any resolution to that effect.

REQUIRED:

You, in the position of the company secretary of Stud-I Solutions Sdn. Bhd are requested to provide advises on the followings:

(a) The grounds (if any) for Mr Ahmad to defend himself regarding the contention posted by Roberto de Souza.

(2 Marks)

(b) The conditions to be fulfilled by Stud-I Solutions in seeking the application to strike off the company?

(5 Marks)

(c) The actions should be taken by Stud-I Solutions to ensure that it fulfils the conditions for striking off.

(5 Marks)
Part B

Satu Keluarga Sdn Bhd (Satu Keluarga) had an agreement to develop a piece of land at Bukit Kachi and entrusted the project to Anak Isteri Property Sdn Bhd ('AIS Property') with financing to be provided by ONE Finance Bhd. A loan agreement was entered into with ONE Finance Bhd and security for the loan included a debenture and deposit of shares. The shares were registered in the name of a nominee company of ONE Finance Bhd, ie ONE Nominees Sdn Bhd, and were held as security. The project was substantially completed when Satu Keluarga's directors based on information given by AIS Property, realized that it had suffered losses of RM15m and was projected to lose RM21m upon completion. As the project was the only business of Satu Keluarga and it was apparently impossible for them to carry on business profitably the directors decided to petition for winding up under section 217 of the Companies Act 1965.

Satu Keluarga alleged that as the shares were registered in the name of ONE Nominees, the members in whose names the shares were registered could not hold a general meeting to sanction the petitions for winding up. Satu Keluarga also could not petition the court to wind themselves up without the consent of the registered shareholder, ONE Nominees.

Under section 217(1)(a) of the Companies Act, the company has standing to petition the court. However, under article 73 of Table A of the Act 1965, the directors are delegated the management power.

REQUIRED:

(a) Indicate whether the management power encompasses the power to petition to the court for winding up without a resolution of the members in general meeting. (2 Marks)

(b) Explain whether ONE Nominees entitled to bring a petition under section 217 of the Act 1965. (3 Marks)

(c) Differentiate between the provision under section 308 and 217 of the Companies Act. (2 Marks)

(d) Differentiate between shares and debentures. (3 Marks)

(Section 217 of the Companies Act 1965 is provided and attached as Appendix 1)
SOALAN 4 (22 MARKAH : 40 MINIT)

Bahagian A

STUD-I SOLUTIONS SDN BHD
(Company No. 234567-P)
(Incorporated in Malaysia)

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED ON 6th of February 2008
“RESOLVED THAT the consent of the Board of Directors of the Company be and is hereby granted and accorded for striking off the name of the Company under Section 308 of the Companies Act, 1965 and that Mr. Ahmad bin Nisfu, Mr. Anil a/l Kumar and Mr. Ann Wan Seng, Directors of the Company be and are hereby jointly and/or severally authorized to make an application in this regard to the Suruhanjaya Syarikat Malaysia and that they are also hereby authorized to sign/execute such Applications, Affidavits, Letters, Declarations, documents as may be required in this regard by the Suruhanjaya Syarikat Malaysia on behalf of the Company.”

En. Ahmad bagi mematuhi resolusi pengarah telah bertindak menderajat permohonan penggulungan syarikat. Walau bagaimanapun, Roberto de Souza, salah seorang pemegang saham telah menuntut bahawa En. Ahmad telah memberi maktumat yang salah dan palsu. Roberto tidak bersetuju dengan resolusi tersebut.

DIKEHENDAKI:

Anda atas kedudukan sebagai setiausaha syarikat Stud-I Solutions Sdn. Bhd. telah diminta untuk menasihati perkara-perkara berikut:

(a) Alasan (sekitar ada) yang boleh digunakan oleh En. Ahmad untuk membela diri bagi menjawab pertuduhan yang dibuat oleh Roberto de Souza.

(2 Markah)

(b) Syarat-syarat yang perlu dipenuhi oleh Stud-I Solutions untuk membuat permohonan penutupan syarikat.

(5 Markah)

(c) Langkah-langkah yang sepertinya diambil oleh Stud-I Solutions untuk memastikan syarat-syarat penutupan syarikat dipenuhi.

(5 Markah)
Bahagian B


Syarikat Satu Keluarga menuntut bahawa memandangkan saham-saham telah didaftarkan atas nama ONE Nominees, ahli-ahli dimana nama saham mereka didaftarkan tidak boleh mengadakan mesyuarat tahunan untuk menyetujui petisyen penggulungan syarikat. Syarikat Satu Keluarga juga tidak boleh membuat petisyen penggulungan tanpa mendapat persetujuan ONE Nominees, pemegang saham berdaftar.


DIKEHENDAKI:

(a) Terangkan samada kuasa pentadbiran termasuk kuasa untuk mempetisyen penggulungan di mahkamah tanpa mendapat resolusi ahli-ahli dalam mesyuarat tahunan.

(2 Markah)

(b) Terangkan samada ONE Nominees berhak untuk membuat petisyen di bawah seksyen 217 Akta Syarikat 1965.

(3 Markah)

(c) Bezakan antara peruntukan di bawah seksyen 308 dan 217 Akta Syarikat 1965.

(2 Markah)

(d) Bezakan antara saham dan debentur.

(3 Markah)
APPENDIX 1

ACT 125

COMPANIES ACT 1965 (REVISED – 1973)

Section 217. Application of winding up.

(1) A company (whether or not it is being wound up voluntarily) may be wound up under an order of the Court on the petition of-

(a) the company;

(b) any creditor, including a contingent or prospective creditor, of the company;

(c) a contributory or any person who is the personal representative of a deceased contributory or the trustee in bankruptcy or the Official Assignee of the estate of a bankrupt contributory;

(d) the liquidator;

(e) the Minister pursuant to section 205 or on the ground specified in paragraph 218 (1) (d);

(f) in the case of a company which is a licensed institution, or a scheduled institution in respect of which the Minister charged with responsibility for finance has made an order under section 24(1) of the Banking and Financial Institutions Act 1989, or a non-scheduled institution in respect of which such Minister has made an order under subsection 93(1) of that Act, Bank Negara Malaysia;

[Subs. Act 372:s.131]

(g) in the case of a company which is licensed under the Insurance Act 1996 [Act 553], Bank Negara Malaysia;

[Deleted by Act 372:s.131; Ins. Act 553:sch]

(h) the Registrar on the ground specified in section 218(1)(m) or (n),

[Ins. Act A1022: s.10]

or of any two or more of those parties.

(2) Notwithstanding anything in subsection (1)-

(a) a person referred to in subsection (1) (c) may not present a petition on any of the grounds specified in section 218 (a), (b), (c), (e) or (i) unless-

(i) the number of members of the company (not being a company the whole of the issued shares of which is held by a holding company) is reduced below two; or

(ii) the share in respect of which the contributor was a contributory or some of them were originally allotted to the contributor, or have been held by him and registered in his name for at least six months during the eighteen months before the presentation of the petition or have devolved on him through the death or bankruptcy of a former holder;

(b) a petition shall not, if the ground of the petition is default in lodging the statutory report or in holding the statutory meeting, be presented by any person except a contributory or the Minister nor before the expiration of fourteen days after the last day on which the meeting ought to have been held;
(c) the Court shall not hear the petition if presented by a contingent, or prospective creditor until such security for costs has been given as the Court thinks reasonable and a prima facie case for winding up has been established to the satisfaction of the Court; and

(d) the Court shall not, where a company is being wound up voluntarily, make a winding up order unless it is satisfied that the voluntary winding up cannot be continued with due regard to the interests of the creditors or contributories.