

CONFIDENTIAL

P3120 : COMPANY LAW

SECTION A

ESSAY (100 marks)

INSTRUCTION:

This section consists of **FOUR (4)** essay questions. Answer **ALL** questions.

QUESTION 1

Ali, Abu and Bakar formed a company known as AAB Sdn. Bhd. They supply raw materials to restaurants around Ipoh.

Last week, Ali and Bakar were shocked by the death of Abu caused by snatch thieves and he was killed in front of a bank while he was withdrawing his money at an ATM machine.

A few weeks later, Abu's wife came to see Ali and Bakar and asked them to wind up AAB Sdn. Bhd as Abu was dead.

Ali and Bakar were confused by the situation and they came to see you to ask your advice regarding the company's situation after the death of Abu.

You are required to solve the problem.

(25 marks)

POLITEKNIK
Jabatan Pengajian Politeknik

EXAMINATION AND EVALUATION DIVISION
DEPARTMENT OF POLYTECHNIC EDUCATION
(MINISTRY OF HIGHER EDUCATION)

COMMERCE DEPARTMENT

FINAL EXAMINATION
JUNE 2012 SESSION

P3120 : COMPANY LAW

DATE : 18 NOVEMBER 2012 (SUNDAY)
DURATION : 2 HOURS (2.30 – 4.30 PM)

This paper consists of **FOUR (4)** pages including the front page.
Section A : Structured (4 questions – answer ALL questions)

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THE CHIEF INVIGILATOR

QUESTION 3

Camellia was appointed a director in a public company called Happy Feet Bhd on July 2007. She signed a service contract for the post for five years and her service will end in July 2012. In December 2009, Ali, another director in Happy Feet Bhd had a disagreement with her and sought an action to remove Camellia from her post as a director in Happy Feet Bhd. He wanted to convene an extraordinary general meeting (EGM) and came to see you to seek your advice with regards to the matter.

- a) Explain Extraordinary General Meeting (EGM) and support your answers with suitable sections in Companies Act 1965. (10 marks)
- b) Explain the procedure for the removal of a director in Extraordinary General Meeting (EGM) and apply it to the above situation. (15 marks)

QUESTION 4

- a) Section 217(1) stated that, “ a company can be dissolved under the court’s order upon submission of the application from the company”
- Explain **FIVE (5)** authorized persons who can propose for a compulsory winding up. (15 marks)
- b) Describe **FIVE (5)** conditions of compulsory winding up (compulsory liquidation) (10 marks)

QUESTION 2

- a) State **FIVE (5)** differences between preferred shares and ordinary shares. (10 marks)
- b) State **THREE (3)** differences between shares and debentures. (6 marks)
- c) Define the following items: (5 marks)
- i. Deferred shares
 - ii. Debenture
 - iii. Charges
 - iv. Floating charges
 - v. Dividends
- d) List **FOUR (4)** methods of dividend payment as stated in register A Article 104. (4 marks)