UNIVERSITI POLY-TECH MALAYSIA
UPTM

FINAL EXAMINATION

BACHELOR OF ACCOUNTANCY (HONOURS)

COURSE	:	**COMPANY SECRETARIAL PRACTICES**
COURSE CODE	:	**CSP4033**
DURATION	:	**3 HOURS**

INSTRUCTIONS TO CANDIDATES :

1. This question paper consists of **FOUR (4)** questions.
2. Answer ALL questions in the Answer Booklet provided.
3. Please check to make sure that this examination pack consists of:
   i. the Question Paper
   ii. an Answer Booklet
4. Do not bring any material into the examination hall.
5. Please write your answer using permanent ink.

MYKAD/ PASSPORT NO. : ______________________

ID. NO. : ______________________

LECTURER : ______________________

SECTION : ______________________

DO NOT OPEN THIS QUESTION PAPER UNTIL YOU ARE TOLD TO DO SO

The question paper consists of 5 printed pages including the front page

QUESTION 1

GlobalTech (M) Sdn. Bhd., incorporated in Malaysia, is a subsidiary of a foreign parent company based in Singapore. The company has recently changed its name to "Innovate Global Solutions Sdn. Bhd." but failed to update its name on its office signage, official correspondence, and website. Additionally, the company's registered office address was relocated from Kuala Lumpur to Selangor three months ago, but no notification was made to the Registrar of Companies.

The Register of Members is outdated and does not reflect recent transfers of shares to two foreign investors. The company also failed to maintain an Index of Members, despite having over 60 members.

Li Wei, a minority shareholder holding 8% of the equity, is concerned about these compliance failures and their impact on corporate transparency and statutory obligations.

Required:

a. Evaluate **TWO (2)** legal implications for GlobalTech's failure to display its updated company name on its office signage and official documents, making reference to relevant provisions under the Companies Act 2016.

(4 marks)

b. Analyze **THREE (3)** potential risks to the company arising from its failure to notify the Registrar of the change in its registered office address within the statutory period.

(9 marks)

c. Assess **TWO (2)** enhanced statutory obligations imposed on the company secretary concerning the maintenance of the Register of Members and the Index of Members.

(4 marks)

d. Recommend **FOUR (4)** strategic actions Li Wei could pursue, as a minority shareholder, to compel the company to rectify the outdated Register of Members and comply with its statutory obligations under the Companies Act 2016.

(8 marks)

(Total: 25 marks)

QUESTION 2

Dynamic Ventures Bhd., a public listed company on Bursa Malaysia, recently held its Annual General Meeting on 15 November 2025. As required by the Companies Act 2016 and Bursa Malaysia's Listing Requirements, shareholders must receive the AGM notice, agenda, and all related documents such as the audited financial statements, directors' report, and auditors' report not later than 21 days before the meeting.

However, an administrative oversight occurred. The company only sent out the AGM documents seven days before the meeting. This left many shareholders, especially institutional investors and minority holders with insufficient time to review the financial statements or prepare for critical resolutions. These resolutions included the re-election of directors, approval of directors' remuneration, and a proposed new share issuance.

Several minority shareholders have now raised formal objections. They argue that the company's failure to comply with the notice period undermines their right to participate meaningfully in the AGM and may invalidate the resolutions passed.

The board of directors has since instructed the company secretary to review the company's compliance procedures and advise on the implications of this oversight. At the same time, the affected shareholders are considering their options to challenge the AGM outcomes.

Required:

a. Discuss **FOUR (4)** factors that determine the validity of the resolutions passed at the Annual General Meeting (AGM) of Dynamic Ventures Bhd. on 15 November 2025 following the failure to comply with the statutory notice period.
(8 marks)

b. Determine **THREE (3)** consequences of failing to provide financial statements and other important documents to shareholders prior to the AGM.
(6 marks)

c. Justify **THREE (3)** statutory contents that must be included in the notice of a meeting of members under the Companies Act 2016.
(6 marks)

d. Recommend **TWO (2)** compliance checklists that the company secretary of Dynamic Ventures Bhd. should implement to ensure proper circulation of AGM documents.
(5 marks)

(Total: 25 marks)

QUESTION 3

MarineTech Sdn. Bhd. has been a reliable name in Malaysia's marine engineering sector for over fifteen years, known for its innovative offshore solutions and steady growth. Recently, the company's directors have been in deep discussions about a pivotal transition, converting to a public limited company, MarineTech Berhad, and pursuing a listing on the ACE Market of Bursa Malaysia. This strategic shift is seen as essential to fund a bold expansion across Southeast Asia and to elevate the company's standing in an increasingly competitive industry.

The board recognises that going public is not merely a financial decision; it is a cultural and operational transformation. They are aware that, upon listing, MarineTech will need to adopt stringent corporate governance practices, commit to timely and transparent financial reporting, maintain a minimum level of public shareholding, and operate under the watchful eyes of regulators, investors, and the media. The directors are excited about the prospects of greater capital access and enhanced credibility but are equally mindful of the heightened expectations for accountability, compliance, and performance consistency.

With the company secretary leading the preparatory efforts, the board is now focused on understanding the full scope of obligations and ensuring that MarineTech is not only ready to list but also prepared to thrive as a responsible and sustainable public entity.

Required:

a. Determine **FOUR (4)** requirements that MarineTech Sdn Bhd must meet to be eligible for listing in the main market on Bursa Malaysia.
(4 marks)

b. Determine **TWO (2)** benefits if MarineTech Sdn Bhd goes public.
(4 marks)

c. Evaluate **FOUR (4)** continuing obligations that MarineTech Sdn Bhd would need to comply with once listed on Bursa Malaysia.
(12 marks)

d. Recommend **FIVE (5)** critical steps that MarineTech Sdn. Bhd. should implement, based on the listing process, to ensure a successful listing on Bursa Malaysia.
(5 marks)

(Total: 25 marks)

QUESTION 4

Pioneer Green Energy Sdn. Bhd. is a profitable renewable energy company with a strong balance sheet and consistent cash flows. The company's directors are proposing to undertake a capital reduction by cancelling RM5 million of paid-up share capital that is deemed excess to the company's needs. The capital reduction will involve returning cash to shareholders without reducing the company's operational capacity.

Under the Companies Act 2016, a company may reduce its share capital if it satisfies the solvency test set out in Section 115. The board is aware that a failure to properly apply the solvency test could expose the company and its directors to personal liability, especially if the company becomes insolvent within 12 months after the reduction.

The board has asked the company secretary to prepare a solvency statement and to ensure all legal and procedural safeguards are met. At the same time, several shareholders, including institutional investors are seeking assurance that the reduction will not jeopardize the company's financial stability or their long-term interests.

Required:

a. Evaluate **FOUR (4)** essential components of the solvency test under Section 115 of the Companies Act 2016 that Pioneer Green Energy Sdn. Bhd. must satisfy before proceeding with the capital reduction, and discuss why each component is critical to protecting creditors and shareholders.

(8 marks)

b. Analyse **THREE (3)** potential legal and financial risks to the directors of Pioneer Green Energy if the company fails to properly apply the solvency test before the capital reduction.

(9 marks)

c. Recommend **TWO (2)** specific procedural steps the company secretary should take to ensure the solvency test is properly administered and documented, in compliance with Section 115 and good governance practice.

(8 marks)

(Total: 25 marks)

(TOTAL: 100 MARKS)

END OF QUESTION PAPER