UNIVERSITI POLY-TECH MALAYSIA
UPTM

FINAL EXAMINATION

MASTER OF BUSINESS ADMINISTRATION (CORPORATE ADMINISTRATION AND GOVERNANCE)

COURSE	:	**COMPANY SECRETARIAL PRACTICE**
COURSE CODE	:	**CSP6014**
DURATION	:	**3 HOURS**

INSTRUCTIONS TO CANDIDATES:

1. This question paper consists of **FIVE (5)** questions only.
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

This question paper consists of 6 printed pages

QUESTION 1

NimbusHealth Sdn. Bhd. is a rapidly scaling private limited company that provides digital health and telemedicine solutions. Following a Series-A funding round, the company now has 48 shareholders (founders, employees, and venture investors). The board wants to strengthen and institutionalise its governance practice and has appointed you as the first full-time company secretary.

Required :

a. Explain the **FOUR (4)** key responsibilities of a company secretary in a private limited company like NimbusHealth Sdn. Bhd., highlighting how each responsibility strengthens corporate governance and enhances Board decision-making quality.

(8 marks)

b. The CEO requests a governance risk briefing. Evaluate the **SIX (6)** main legal and ethical obligations you must comply with as company secretary, especially in a high-growth environment with sensitive stakeholder information.

(6 marks)

c. As NimbusHealth continues to expand its business activities and its stakeholder landscape becomes more diverse, effective stakeholder engagement requires stronger governance coordination. Explain **SIX (6)** of your role as the Company Secretary in improving governance practices to address the needs and expectations of different stakeholder groups (e.g., founders, minority shareholders, venture investors, employees, regulators, key business partners/customers).

(6 marks)

(Total : 20 marks)

QUESTION 2

EcoHarvest Sdn. Bhd. is a private limited company with 36 shareholders operating an agri-technology platform. Due to strategic disagreements on expansion and reinvestment, a group of minority shareholders has raised concerns about transparency and equitable treatment.

Required :

a. Analyse **FOUR (4)** main rights of members in a private limited company like EcoHarvest Sdn. Bhd., with emphasis on voting rights, access to information, and financial entitlements and others.

(8 marks)

b. A minority member holding 11% of the voting shares intends to requisition an Extraordinary General Meeting (EGM). Examine the **SIX (6)** requisition process and outline your role as company secretary in ensuring procedural compliance and orderly conduct.

(6 marks)

c. Evaluate the **THREE (3)** key mechanisms available to protect minority shareholders in EcoHarvest Sdn. Bhd. Your answer should cover:

   i. Statutory protections/remedies available to members; and
   ii. Internal governance and contractual mechanisms (e.g., constitution/shareholders' arrangements, information rights, reserved matters, dispute escalation) that can enhance transparency and equitable treatment; and
   iii. The practical role of the Company Secretary in implementing and operationalising these protections (documentation, process governance, and compliance controls).

(6 marks)

(Total : 20 marks)

QUESTION 3

FinGuard Sdn. Bhd. is a private limited company providing payment-security solutions. The company has grown quickly, but internal reviews identified weaknesses in statutory record management, document retention, and access control.

Required :

a. Analyse the Main **EIGHT (8)** statutory requirements for maintaining corporate records in a private limited company under the Companies Act 2016, including the legal and regulatory consequences of inadequate record-keeping (e.g., compliance exposure, evidentiary/ enforceability risks, and potential regulatory action).

(8 marks)

b. The board proposes moving statutory registers, minutes, and supporting documents to a secure cloud-based system. Evaluate the **SIX (6)** risks of digitisation and recommend the essential control features to preserve compliance and integrity.

(7 marks)

c. A substantial shareholder requests inspection of selected records, including board minutes and selected financial information. Examine the **FIVE (5)** shareholder's rights to access company records and outline a practical procedure for managing the request while safeguarding confidentiality.

(5 marks)

(Total : 20 marks)

QUESTION 4

GreenGrid Sdn. Bhd. is a 10-year-old renewable energy equipment manufacturer with an established domestic track record. The company is planning a regional expansion over the next 24–36 months into Thailand, Vietnam, and Indonesia, including (i) setting up a regional sales and service footprint, and (ii) expanding manufacturing capacity to support higher order volumes. The board estimates the expansion will require approximately RM120 million–RM180 million (capacity expansion capex, product certification/market entry costs, and working capital). To fund this strategy and enhance market credibility with large institutional customers, the board intends to convert to a public company and pursue a listing on Bursa Malaysia, and has asked you to provide a structured listing-readiness roadmap.

Required :

a. Advise the Board on the **SEVEN (7)** key legal and procedural steps to convert GreenGrid Sdn. Bhd. from a private limited company to a public company, including the required corporate approvals and statutory lodgements.

(7 marks)

b. Evaluate the **EIGHT (8)** Main Market and ACE Market listing tracks as they relate to GreenGrid's profile and growth trajectory, by:
   i. Highlighting the most decision-relevant differences in listing expectations and ongoing obligations; and
   ii. Recommending the more suitable market with a brief, business-grounded justification.

(8 marks)

c. Outline your role as Company Secretary in preparing GreenGrid for an IPO by stating **FIVE (5)** key tasks you would coordinate to ensure the company is listing-ready and compliant.

(5 marks)

(Total : 20 marks)

QUESTION 5

QuantumRoute Sdn. Bhd. is a private limited logistics-tech company with strong domestic traction (multi-industry SME and mid-market clients) and is planning a two-phase growth programme over the next 18–24 months:

Phase 1 (Technology upgrade): implementation of an upgraded transport & warehouse management platform Estimated cost RM12–RM18 million (software, implementation, cybersecurity, and change management).

Phase 2 (Cross-border expansion): establishment of an initial cross-border operating footprint into Singapore and Southern Thailand via partner depots / small hubs, including compliance onboarding, key account acquisition, and additional working capital. Estimated funding requirement RM20–RM30 million.

To fund this growth while managing dilution and governance expectations, the board is evaluating: (i) issuing new shares to existing shareholders, (ii) bringing in a strategic investor, and (iii) obtaining a term loan secured over receivables and intellectual property. The board is also revisiting whether the company should retain earnings versus adopt a dividend policy suitable for a growth-stage business.

Required :

a. Evaluate the issuance of new shares by QuantumRoute Sdn. Bhd. (a private limited company) as a funding option for its technology upgrade and cross-border expansion by:
   i. Outlining the **FOUR (4)** key corporate and statutory steps to issue/allot new shares to existing shareholders; and
   ii. Discussing the **FOUR (4)** strategic advantages and disadvantages of this method in the context of funding growth, managing dilution, and governance expectations.

(8 marks)

b. QuantumRoute proposes to secure a term loan by creating a charge over receivables and intellectual property. Analyse:
   i. the **FOUR (4)** key steps to create and register the security; and
   ii. the **TWO (2)** Company Secretary's role in ensuring end-to-end compliance.

(6 marks)

c. Critically assess the **SIX (6)** factors the board should consider when formulating a dividend policy for QuantumRoute Sdn. Bhd.

(6 marks)

(Total : 20 marks)

(TOTAL: 100 MARKS)

END OF QUESTION PAPER