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

AeroMed Diagnostics Sdn Bhd is a fast-growing medical-device and diagnostics company. It recently secured private equity funding, expanded to three ASEAN markets, and is preparing for a potential Bursa Malaysia listing within 24 months. The board has appointed you as Company Secretary to strengthen the governance and board effectiveness, and uplift compliance requirements.

Required:

a. Analyse the **FOUR (4)** strategic and statutory responsibilities of the company secretary in AeroMed, including how these responsibilities enhance board decision-making and organisational resilience.

(8 marks)

b. A data-privacy incident occurs involving patient-adjacent data collected through a partner platform. Evaluate your legal, ethical, and professional obligations as company secretary in advising the board, managing stakeholder communications, and preserving integrity in the investigation and remediation. (Answer should focus on **THREE (3)** key obligations/ actions.)

(6 marks)

c. If AeroMed becomes a public listed company, explain how your role, accountability, and risk exposure would change, with emphasis on governance architecture, continuous disclosure discipline, and board/committee dynamics. (Answer should provide **THREE (3)** key changes.)

(6 marks)

(Total : 20 marks)

QUESTION 2

HeritageFoods Sdn Bhd is a second-generation family business that has taken on minority venture investors. A proposed related-party transaction (RPT) involving a director-linked supplier has triggered concerns from minority shareholders about fairness, transparency, and process.

Required:

a. Analyse the **FOUR (4)** role of the company secretary in protecting members' rights and ensuring equitable treatment in HeritageFoods, including governance safeguards around voting, information access, and financial entitlements.

(8 marks)

b. Examine the **THREE (3)** key requisition workflow for an EGM initiated by members holding 12%, focusing on your end-to-end responsibilities to ensure the meeting is validly convened, and properly minuted,.

(6 marks)

c. Evaluate the **THREE (3)** governance and legal mechanisms available to manage minority-shareholder grievances in a private company, including how the company secretary's role in ensuring adherence of good governance in the business.

(6 marks)

(Total : 20 marks)

QUESTION 3

FinServe Labs Sdn Bhd provides fintech compliance software. A regulatory-themed internal audit found weaknesses in statutory registers, minute books, and document retention especially across subsidiaries and outsourced administrators.

Required:

a. Analyse the **FOUR (4)** each core corporate record-keeping obligations that a company secretary must deliver under the Companies Act 2016, and explain the legal and regulatory risks of inadequate record-keeping.

(8 marks)

b. Management proposes migrating statutory registers, minutes, and resolutions to a cloud solution with e-signatures and automated workflows. Evaluate this proposal, focusing on **THREE (3)** residual risks, and **FOUR (4)** key controls required to maintain authenticity, and confidentiality of the cloud solution.

(7 marks)

c. Examine the **FOUR (4)** shareholder's inspection rights over (i) the register of members, (ii) minutes of general meetings, and (iii) board minutes relating to a disputed decision, including a practical and legally defensible access protocol that balances transparency with confidentiality.

(5 marks)

(Total : 20 marks)

QUESTION 4

NovaGrid Sdn Bhd, an energy-transition company, plans to convert into a public company as a precursor to capital-raising. The board is concerned that governance practices, board competency, and disclosure readiness are not yet at 'public-company standard'

Required:

a. Explain the **SIX (6)** key legal and procedural steps to convert NovaGrid Sdn Bhd from a private limited company to a public company.

(6 marks)

b. Analyse the **FOUR (4)** key steps and compliance requirements for creating and registering a charge over receivables and key intellectual property, including how the company secretary ensures timely filings, clear board authority, and a reliable records trail.

(6 marks)

c. Advise the board on the **FOUR (4)** workstreams that prepare company with disclosure readiness.

(8 marks)

(Total : 20 marks)

QUESTION 5

QuantumHarbor Sdn Bhd, a logistics-tech company, is financing regional expansion. The board is considering (i) issuing new shares to existing shareholders, (ii) bringing in a strategic investor, and (iii) a secured term loan. The board also wants a dividend policy that supports growth while meeting shareholder expectations.

Required:

a. Explain the **FOUR (4)** key governance and compliance responsibilities of the company secretary in a private-company share issuance / allotment focusing on documentation quality, approvals, and disclosure sensitivity in each case.

(8 marks)

b. Analyse the **THREE (3)** key relevant requirements for creating and registering a charge over receivables and key intellectual property, including how the company secretary ensures timely filings, clear board authority, and a reliable records trail.

(6 marks)

c. Critically assess the **SIX (6)** factors the board should consider when setting a dividend policy for QuantumHarbor, including how these considerations must be balance between the company growth and investors confidence.

(6 marks)

(Total : 20 marks)

(TOTAL: 100 MARKS)

END OF QUESTION PAPER