UNIVERSITI POLY-TECH MALAYSIA
UPTM

FINAL EXAMINATION

BACHELOR OF CORPORATE ADMINISTRATION (HONOURS)

COURSE	:	**CORPORATE LAW**
COURSE CODE	:	**LAW3163/LAW303**
DURATION	:	**3 HOURS**

INSTRUCTIONS TO CANDIDATES:

1. This question paper consists of **TWO (2)** parts : PART A (3 questions)
   : PART B (3 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

This question paper consists of 3 printed pages including the front page

PART A : SHORT ESSAY

Answer ALL questions.

1. Discuss the effects of adopting a constitution according to the section 33(1) of the Companies Act 2016.
(10 marks)

2. Explain the status of pre-incorporation contract:

   a. Under common law.
   (10 marks)

   b. Under Malaysian law.
   (10 marks)

3. Explain any **FIVE (5)** rights of ordinary shareholders.
(10 marks)

(TOTAL : 40 MARKS)

PART B : LONG ESSAY

Answer ALL questions.

1. Suka Lari Sdn. Bhd. (the company) has a constitution that specifies its primary object is to engage solely in the production of sports and running shoes. The company subsequently entered into two agreements:
    i. one to design custom sports shoes for a professional athletes, and
    ii. sponsor a running event.

   Advise the company on validity of these two agreements.
(20 marks)

2. Suka Rumah Sdn. Bhd. (the company) established a fixed charge with Pajak Bank (the bank) in April 2023 for a loan of RM 750,000, covering all its real estate assets. Despite this arrangement, the bank permits the company to manage its assets in the usual manner of conducting business.

   Advise the parties regarding the type of the charge involved.
(20 marks)

3. Kira Wang Sdn. Bhd. (the company) has entered a loan agreement with Pinjam Bank (the bank) involving a fixed charge for a loan amounting to RM 500,000, which is scheduled for repayment three years after the loan's initiation. However, the company failed to register the charge within six months, leading to a legal dispute. The bank has initiated legal proceedings against the company, arguing that the charge is now invalid due to this oversight.

   Advise the company on whether the bank can demand immediate repayment of the loan.
(20 marks)

(TOTAL : 60 MARKS)
(TOTAL : 100 MARKS)

END OF QUESTION PAPER