



FINAL EXAMINATION
BACHELOR OF CORPORATE ADMINISTRATION (HONOURS)

COURSE	: CORPORATE SECRETARYSHIP II
COURSE CODE	: CSP4013
DURATION	: 3 HOURS

INSTRUCTIONS TO CANDIDATES:

1. This question paper consists of **THREE (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 a 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 4 printed pages including the front page.

QUESTION 1

Capital B Berhad, the parent company of RayaAir, is a real example of a share capital reduction exercise in Malaysia. The company carried out a capital reduction of about RM6 billion as part of its restructuring plan after facing financial losses during the COVID-19 pandemic. The exercise was done under the Companies Act 2016 and required approval from shareholders and confirmation from the High Court to protect creditors' interests. After approval, the capital reduction was used to offset losses, which improved the company's financial position and restored investor confidence.

Required:

- a. Determine the secretarial procedures of capital reduction elected by Capital B.
(12 marks)
 - b. Describe the objection period operates in a share capital reduction exercise.
(9 marks)
 - c. Identify **THREE (3)** possible reasons that the High court may reject the capital reduction share.
(9 marks)
- (Total: 30 marks)

QUESTION 2

MEXG Berhad (formerly Datasonic Group Berhad) is a listed company in Malaysia that used both share buyback and ESOS (Employee Share Option Scheme).

The company bought back about 34 million shares at around RM0.49 per share and kept them as treasury shares. This helps reduce the number of shares in the market and support the share price. At the same time, the company gave share options to employees (ESOS), allowing them to buy company shares in the future.

Required:

- a. Determine **TWO (2)** parties can receive share options .
(8 marks)
 - b. Describe **FIVE (5)** requirements that a company must fulfill before granting share options.
(10 marks)
 - c. Illustrate the **THREE (3)** contents of the register of option, providing **ONE (1)** example for each.
(12 marks)
- (Total: 30 marks)

QUESTION 3

Time Tarby Berhad is a Malaysian listed company. In 2025, the company reorganised its business into three separate listed entities: Time Tarby Berhad, Time Tarby Plantation Berhad, and Time Tarby Property Berhad.

The purpose of this restructuring is to improve the company's efficiency and financial performance by allowing better management of resources and operations. After the restructuring, all three companies were listed on Bursa Malaysia, giving investors more choices and clearer information about each business.

Required:

- a. Determine **THREE (3)** purposes of corporate reconstruction of undertaken by Time Tarby Berhad.
(12 marks)
 - b. Demonstrate the communication process required before a meeting of creditors and members is held in relation to a proposed scheme of arrangement.
(10 marks)
 - c. Describe **TWO (2)** initial procedure required to conduct the Scheme of arrangement.
(8 marks)
 - d. Discuss **FOUR (4)** differences between a demerger and an amalgamation by providing **ONE (1)** example for each.
(10 marks)
- (Total: 40 marks)

END OF QUESTIONS PAPER