



**UNIVERSITI KUALA LUMPUR
BUSINESS SCHOOL**

**FINAL EXAMINATION
MARCH 2025 SEMESTER**

COURSE CODE : EAB31203
COURSE NAME : CORPORATE LAW
PROGRAMME NAME : BACHELOR IN ACCOUNTING (HONS)
DATE : 2 JULY 2025
TIME : 2.00 PM – 5.00 PM
DURATION : 3 HOURS

INSTRUCTIONS TO CANDIDATES

1. Please **CAREFULLY** read the instructions given in the question paper.
 2. This question paper has information printed on both sides of the paper.
 3. This question paper consists of **FIVE (5) Questions**.
 4. Answer **FOUR (4)** questions **ONLY**.
 5. Please write your answers on the answer booklet provided.
 6. All questions must be answered in **English** (any other language is not allowed).
 7. **This question paper must not be removed from the examination hall.**
 8. Students are allowed to refer to the unannotated **Partnership Act 1961** and **Companies Act 2016** when answering their questions during the examination.
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THERE ARE THREE (3) PAGES OF QUESTIONS, EXCLUDING THIS PAGE.

SECTION A (Total: 100 marks)**INSTRUCTION: Answer FOUR questions only.****Please use the answer booklet provided.****Question 1**

"It is the relation which subsists between persons carrying on business in common with a view of profit."

Section 3 (1) of Partnership Act 1961.

- (a) In light of the above provision and decided cases, explain the elements of partnership.

(25 marks)

Question 2

Minang leased and managed a theatre in which a touring company under the management of one Ujang was performing a play (a theatre). The financial arrangements (the sharing of the gross return) were that Ujang received 40 percent of the gross box office receipts (ticket sales) with the remaining 60 per cent going to Minang. During a particular performance, Kute, a member of the audience, was injured when a gun being used as a prop in the performance (and which should not have been loaded) accidentally discharged. Kute sued Minang and the court had to decide whether Minang, who had not been directly concerned with the specifics of the performance, could be made liable for the incident.

- (a) Advise as to whether Minang could be made liable as partner and support your answer with relevant provision of the Partnership Act 1961 and relevant decided cases.

(25 marks)

Question 3

Tun Salleh Abas F.J. in *Tan Lai v Mohamed bin Mahmud* [1982]1 MLJ 338, observed that “A body corporate is an artificial legal person that is created and given recognition by the law. This legal person is actually a legal fiction having powers and liabilities like an individual.”

- (a) Explain the concept of body corporate under Section 20 of the Companies Act 2016 and support your answer with two (2) decided cases.

(25 marks)

Question 4

Using the Companies act 2016 as a guide, explain the following:

- | | |
|---------------------|-----------|
| i) Shares | (3 marks) |
| ii) Debentures | (3 marks) |
| iii) Fixed charge | (5 marks) |
| iv) Floating charge | (7 marks) |
| v) Crystallization | (7 marks) |

Question 5

In the context of winding up,

(a) What is winding up?

(5 marks)

(b) What are the differences between voluntary and compulsory winding up?

(10 marks)

(c) What are the circumstances in which the company may be wound up by the Court.
Discuss with relevant section from the Companies Act 2016.

(10 marks)

END OF EXAMINATION PAPER