



UNIVERSITI KUALA LUMPUR
BUSINESS SCHOOL

FINAL EXAMINATION
OCTOBER 2025 SEMESTER

COURSE CODE : EAB31203
COURSE TITLE : CORPORATE LAW
PROGRAMME NAME : BACHELOR OF BUSINESS ADMINISTRATION (HONS) IN
MANAGEMENT AND ENTREPRENEURSHIP
DATE : 26 JANUARY 2026
TIME : 2:00PM - 5:00PM
DURATION : 3 HOURS

INSTRUCTIONS TO CANDIDATES

1. Please read the instructions given in the question paper CAREFULLY.
2. This question paper is printed on both sides of the paper.
3. This question paper consist of ONE sections.
4. Section A consist of five questions. Answer FOUR (4) questions only.
5. Please write your answer on the answer booklet provided.
6. Please answer all questions in English only.
7. Refer to the attached Formula/ Appendices. Tick if applicable

THERE ARE 5 PAGES OF QUESTIONS INCLUDING THIS PAGE

SECTION A (Total: 100 marks)

Answer FOUR (4) questions.

Please use the answer booklet provided.

Question 1

(a) Messi and Ronaldo are partners of M.R & Co., a hardware shop. Ronaldo's friend, Allen went to M.R & Co. to complain about a knife she bought from the shop three days ago. Ronaldo became angry and stabbed Allen with the knife. Allen brought a charge against Ronaldo for causing her grievous hurt. Messi is worried that he would also be charged for causing grievous hurt since he is Ronaldo's partner. Discuss whether Messi is jointly liable or not.

(b) Rozi, Aiman and Isa are partners of RAI & Associates. RAI had taken out an RM200,000 loan from Bank Bulan Bhd. A year later, Isa retired from the partnership. At the same time, Zak joined RAI as a new partner. Recently, Bank Bulan Bhd. sent a letter of demand for the repayment of the RM200,000 loan. Based on the facts given, determine whether Isa and Zak are also liable to the claim made by Bank Bulan Bhd. Support your answer with one (1) statutory provision and two (2) case authorities relating to the law of partnership.

(25 marks)

Question 2

(a) XYZ Bhd. would like to convene a meeting urgently to remove a director who was found guilty of misusing the company's assets. Prior to receiving the special notice from shareholders, the chairman instructed the company secretary to call a meeting for removal of the director. The meeting will be held on 5th February 2024. However, the notice of meeting was served to all members on 1st February 2024 via email.

Discuss whether there is any non-compliance of meeting regulation.

(b) A 30 days' notice was circulated by the company to convene a meeting of members for amendment of company's constitution. Prior to the meeting, the chairman discovered that a proposed change in the constitution was wrongly stated in the notice of meeting.

Advise the chairman whether he can cancel the notice or/and the appropriate actions that can be taken by him in response to this situation

(25 marks)

Question 3

Ali and Ahmad incorporated a company AA Ilike Sdn Bhd where Ali held 2,999 shares and Ahmad held 1 share in the company. Ali was the Managing Director of the company. To enhance the Company's business, Ali borrowed the Company RM1 Millions of his own personal money for the Company to purchase 1 acre of land and later the Company borrowed RM3 Millions from the Bank to built a factory on the land. However, due to Covid 19 pandemic and subsequent lockdown policy by the government, the Company's business project had to be abandoned. As a result the Company had to be liquidated and Ali seek your advice on whether he sue the Company to recover the money that he borrowed to the Company.

Advice Ali on 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

AW Motors Sdn Bhd is a company having as its main object the manufacture and sale of motorcar spare parts. Its directors are Amir, aged 72 and Baskar, aged 69. Last week, the company appointed two more persons, Charles and Dennis, to the board of directors. The articles of association of the company requires each director to own at least 10,000 shares in the company.

Indra, a shareholder, has discovered the following:

- (i) Charles was convicted of fraudulent trading three years ago when he was a director of Felton Bhd.
- (ii) Dennis has previously been a director of two companies, Desmo Sdn Bhd and Mondes Bhd. Desmo Sdn Bhd went into insolvent liquidation four years ago while Mondes Bhd was wound up one month ago on grounds of insolvency.
- (iii) Baskar, who has been a director since 2010, has still not obtained any shares in the company.

Required:

Advise Indra:

- i. Whether there are any grounds on which all or any of the directors can be disqualified as directors.
(15 marks)
- ii. Whether directors can be removed from office before the expiry of their term of office and, if so, the procedure for doing so including the protection, if any, afforded to the directors.
(5 marks)
- iii. Whether a director is free to resign from office at any time he wishes.
(5 marks)

Question 5

Partnership is the relation which subsists between persons carrying on business in common with a view of profit. – Section 3(1), Partnership Act 1961

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

(10 marks)

- (b) State five (5) grounds where the Court can order dissolution of a partnership under the Partnership Act 1961.

(15 marks)

END OF EXAMINATION PAPER