

Sourcebook of Singapore and Malaysian Company Law

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Preface

This volume on cases and materials of Singapore and Malaysian Company Law is the second volume in a series of three volumes. The first was *Companies and Securities Handbook — Singapore and Malaysia*, published in 1984.

This is a substantially revised edition of the Sourcebook of Singapore and Malaysian Company Law first published by the Singapore University Press in 1976.

For this edition, the objects of publication have been somewhat modified. The primary objective of this casebook is to provide a convenient, edited and annotated set of company law materials which adequately present Singapore and Malaysian company law. The legislative materials have been so edited in the *Handbook*. The difficulty lies in that there has not yet evolved a comprehensive Singapore and Malaysian company case law of extensive judgments and legal writing. Singapore and Malaysian case law and legislative materials have developed considerably but unevenly.

For this casebook therefore, all local case law is reproduced fully. The development of a local company law jurisprudence is more likely, when the legal profession has easy access to and uses local materials and judgments. Legal literature in Singapore and Malaysia is scant and inaccessible as the law-finding tools are still undeveloped. The utility of this approach has been exemplified, by the citation of this work in the Malaysian Federal Court decision of *Euco International Sdn Bhd v P F Chen* [1984] 2 MLJ 61.

To provide for evenness and a comprehensive coverage of company law, included, as before, are landmark cases from the United Kingdom, Australia, New Zealand, Canada and the United States which form the benchmark of development of legal doctrine in the key areas. These cases have been edited, but the judgments are reproduced in fuller extracts to allow an understanding of the way in which these key principles have evolved through judicial reasoning. For the more basic propositions of law, very brief extracts of the key rulings are reproduced here and cases which outline the basic propositions extensively have also been selected for this casebook.

Each chapter begins with an outline of the areas considered as well as a summary of the legislative approach adopted by the Companies Act. Where they exist, legislative background materials explaining the origin or policy of such provisions are extracted. In this edition, an effort has been made to summarize the key points decided as headnotes to each case. These headnotes are not designed to extract the ratio decidendi in a few sentences, but rather to summarize the company law principles that they decide or have adopted. These innovations in this edition, it is hoped, will render this casebook more useful to readers.

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**Philip Pillai
June 1985**

Comparative Table of Companies Statutes

SINGAPORE		MALAYSIA		UNITED KINGDOM		AUSTRALIA	
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4	4	4	154, 455	735, 741	5	5	
4(6)	4(6)	—	55, 423	—	5(6)	—	
5	5	5	154	744	6	7	
6	6	6	—	—	6	7	
7	6A	6A	—	—	6A	8, 9	
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81	69C	69C	—	—	—	—	
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83	69E	69E	—	—	—	—	
84	69F	69F	—	—	—	—	
85	69G	69G	—	—	—	—	
86	69H	69H	—	—	—	—	
87	69I	69I	—	—	—	—	
88	69J	69J	—	—	—	—	
89	69K	69K	—	—	—	—	
90	69L	69L	—	—	—	—	
91	69M	69M	—	—	—	—	
92	69N	69N	—	—	—	—	
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110	87	87	—	—	79	167	
111	88	88	—	—	80	168	
112	89	89	—	—	81	169	
113	90	90	—	—	82	170	
114	91	91	—	—	83	171	
115	92	92	—	—	84	172	
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117	94	94	—	—	86	174	
118	95	95	—	—	87	175	
119	96	96	—	—	88	176	
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121	98	98	73	182	90	178	
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125	102	102	—	—	94	182	
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133	110	110	97	400	102	202	
134	111	111	98	401	103	203	
135	112	112	99	402	104	—	
136	113	113	100	403	105	207	
137	114	114	101	404	106	—	
138	115	115	103-105	406-408	107	209	
139	116	116	—	—	108	—	
140	117	117	—	—	109	—	
141	118	118	106	409	110	—	
142	119	119	107	—	111	216	
143	120	120	107	—	112	217	
144	121	121	108	348-350	113	218	
145	122	122	176	282	114	219	
146	123	123	181	—	115	220	
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151	127	127	180	285	119	224	
152	128	128	184	303-324	120	225	
153	129	129	185	293	121	226	
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156	131	131	199	317	123	228	
157	132	132	—	—	124	229	
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—	—	132B	—	—	—	—	
160	132C	132C	—	—	—	—	
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165	135	135	198	231	127	232	
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173	141	141	200	288-290	134	238	
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175	143	143	131	366, 367	136	240	
176	144	144	132	368	137	241	
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179	147	147	139	375	140	244	
180	148	148	—	—	—	—	
181	149	149	136	372	141	245	
182	150	150	135	371	142	246	
183	151	151	140	376, 377	143	247	
184	152	152	141	378	144	248	
185	153	153	142	379	145	249	
186	154	154	143	381	146	251	
187	155	155	144	381	147	252	
188	156	156	145	382	148	253	
189	157	157	146	383	149	254	
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191	159	159	110	352, 353	152	—	
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194	162	162	116	359	155	259	
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208	174A	174A	—	—	167A	287	
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210	176	176	206	425	182	316	
211	177	177	207	426	183	317	
212	178	178	208	427	—	—	
213	179	179	—	—	—	—	

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217	182	182	366, 367	489, 490	187	323	
218	183	183	369	492	188	324	
219	184	184	371	494	189	325	
220	185	185	368	491	190	—	
221	186	186	102	—	191	326	
222	187	187	370	493	192	327	
223	188	188	372	495	193	328	
224	189	189	373	496	194	329	
225	190	190	374	498	195	330	
226	191	191	94	196	196	331	
227	192	192	375	499	197	332	
228	193	193	—	—	168	289	
229	194	194	—	—	172	293	
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231	196	196	—	—	173	295	
232	197	197	165	432	169	290	
233	198	198	164	431	169	290	
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243	207	207	—	—	177	304	
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245	209	209	—	—	179	309	
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—	—	—	—	—	179B	311	
246	210	210	35	39	180	312	
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248	212	212	—	—	216	359	
249	213	213	—	—	213	356	
250	214	214	212	502	218	360	
251	215	215	214	508	219	361	
252	216	216	215	509	220	362	
253	217	217	224	519	221	363	
254	218	218	222, 223	517, 518	222	364	
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258	222	222	226	521	226	367	
259	223	223	227	522	227	368	
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282	246	246	263	556	245	384	
283	247	247	264, 265, 267	557, 558, 560	246	385	
284	248	248	266	559	247	386	
285	249	249	268	561	248	387	
286	250	250	270	563, 564	249	541	
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