



SINGAPORE
MANAGEMENT
UNIVERSITY

BASIC PRINCIPLES OF SINGAPORE BUSINESS LAW

Andrew Phang
General Editor

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— ★ —

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Basic Principles of Singapore Business Law

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To Our Students

Foreword

Business is the lifeblood of Singapore. Faith in the law and in the learning and incorruptibility of the personnel of the law explains and maintains its status as the regional capital for business and finance. Against that background the appearance of this new book on the basic principles of business law must be seen as an important event. It is certainly an occasion for congratulation. Appropriately enough it comes from the lawyers of the Business School of the Singapore Management University. Every member of the Law Department in that School has had a hand in the authorship.

Professor Andrew Phang is the general editor. He is a scholar of international reputation. He has moulded his Department into an effective team to produce an up-to-date and economical account which ought to have a market beyond the students who must study to maintain the Singaporean lead in this sector. Teamwork is highly valued in business. The congratulations are shared by every member.

Legal learning can be packaged in many different ways. Some categories, such as property and obligations, are based on unitary concepts which are essential to the currently dominant taxonomy of the whole law. Others are contextual in the sense that they take as their focus some aspect of life, as it might be art or building or cricket, and seek to expound all the law about that particular subject. 'Business' is a contextual category and one with wide boundaries.

All the law about business would run to many volumes. The first task of the SMU team was therefore to select what really mattered so as to make available a compact account on which to build. In that kind of exercise one person always knows better than another. But nobody will disagree that contract must form the core of the core. Secure in that choice, this book adds, by way of necessary introduction, an account of the structure and operation of the legal system and, so to say at the other end, a lively discussion of that part of the law of civil wrongs most likely to be encountered in the course of business activities. Moving out from core the choice becomes more open and more difficult. In deference to its great importance in the modern world this book chooses to present the law of intellectual property and, finally, the international aspects of trade. The latter certainly reflects Singapore's position as a hub in a huge network of overseas activity.

This volume gives the reader the basics which its title promises. At the same time it prepares the way for the distinguished SMU team to follow the success of this work with a second, building out from the foundation now secured. Some great houses never admit to being finished. We have to hope that this team will stay together, for this, it would seem, is only the end of the beginning.

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and

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1 August 2003

Preface

The present book is literally the cooperative effort of the entire Law Department of the Business School of the Singapore Management University. Originally conceived as a textbook for our own students, it is simultaneously an attempt at conveying the basic principles of Singapore business law to the general public as well. We also hope that both lawyers as well as students would find this work useful and stimulating.

Although written in an accessible style, this book does not avoid controversial issues but, rather, sets them out in a systematic fashion in order that the reader might bring his or her analysis to bear on them. This is wholly consistent with the spirit undergirding the university's basic approach towards education: to encourage creative thinking as well as analysis. Much of the work, however, also comprises a clear and systematic restatement of the many principles of Singapore business law. Wherever relevant, it has also incorporated elements of the new economy, in particular, those pertaining to cyberspace.

The book itself is divided into several parts. The first chapter gives the reader a succinct, yet substantive, introduction to the Singapore legal system as viewed in its historical and socio-economic context. The next fifteen chapters take the reader through the various principles of the law of contract, which is not only vitally important in its own right but is also the foundation of many other areas of commercial law as well. The reader is then introduced to two areas in the law of tort that are of particular relevance to the business context: negligence and economic torts, respectively. There follow accounts of the various forms of business organisations as well as the important area of agency law. The final two chapters deal with areas that are of vital relevance in the sphere of business: intellectual property law and law and international business, respectively.

One of the privileges of the general editor of any work is being able to acknowledge the assistance as well as kindness of the very many persons involved, which constitute the true source and strength of the work itself. I must commence by thanking the various authors themselves. This book is the cooperative effort of eleven faculty members (including myself). Any editor will know how difficult it is to coordinate the efforts of so very many persons. In over two decades in academia, however, I have never encountered a more cooperative and committed team of scholars, who delivered manuscripts of the highest quality on time and with relative cheerfulness! The team would also like to express its gratitude to Professor Peter Birks, Regius Professor of Civil Law in the University of Oxford and Fellow of All Souls College Oxford for kindly consenting to write the *Foreword* as well as to the then Dean of the Business School, Associate Professor Tsui Kai Chong, for his encouragement and support. We would also like to thank Professor George Wei and Associate Professor Tan Keng Feng of the National University of Singapore for their comments and suggestions with regard to the intellectual property law and negligence chapters, respectively. Mr Aedit Abdullah of the Attorney-General's Chambers also provided valuable comments on the negligence chapter. Our thanks, also, to Ms Carol Yap, who not only cheerfully and efficiently helps in the Department's administration but also assisted throughout in this project. Last, but by no means

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Andrew Phang
August 2003

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Table of Cases

A

- A Schroeder Music Publishing Co Ltd v Macaulay [1974] 1 WLR 1308...**14.90**
- Abdul Rahman bin Yusof v PP [1996] 3 SLR 15...**1.136**
- Adam v Ward [1917] AC 309...**20.88**
- Adams v Cape Industries plc [1990] 2 WLR 657...**18.23**
- Addis v Gramophone Company, Ltd [1909] AC 488...**15.15, 15.60, 15.61, 15.64, 15.64**
- AG Schuler v Wickman Machine Tools Ltd [1974] AC 235...**5.19, 5.20**
- Ailion v Spikermann [1976] 1 All ER 497...**14.95**
- Ailsa Craig Fishing Co Ltd v Malvern Fishing Co Ltd & Securicor (Scotland) [1983] 1 WLR 964...**6.5, 6.23, 12.52**
- Airbus Industrie GIE v Patel [1999] 1 AC 119...**22.7**
- Aircharter World Pte Ltd v Kontena Nasional Bhd [1999] 3 SLR 1...**2.8**
- Akerhielm v De Mare [1959] AC 789...**12.18**
- Alcock v Chief constable of South Yorkshire Police [1992] 1 AC 310...**19.17, 19.21, 19.23**
- Alec Lobb (Garages) Ltd v Total Oil (Great Britain) Ltd [1983] 1 WLR 87; affirmed [1985] 1 All ER 303...**13.46, 14.87, 14.88**
- Alev, The [1989] 1 Lloyd's Rep 138...**13.13, 13.22**
- Alexander v Rayson [1936] 1 KB 169...**14.33**
- Alfred McAlpine Construction Ltd v Panatown Ltd [2000] 3 WLR 946, [2001] 1 AC 518...**8.23, 15.45**
- Allcard v Skinner (1887) 36 Ch D 145...**13.26**
- Allen v Flood [1898] AC 1...**20.42**
- Allen v Gold Reefs of West Africa Ltd [1900] 1 Ch 671...**18.48**
- Alsagoff v Robin [1965] MLJ 56...**11.20, 11.21**
- Anderson, Ltd v Daniel [1924] 1 KB 138...**14.16**
- Andrews v Parker [1973] Qd R 93...**14.48**
- Anglia Television Ltd v Reed [1972] 1 QB 60...**15.49, 16.60**
- Anns v Merton London Borough Council [1978] AC 728...**19.15, 19.16, 19.17, 19.18, 19.19, 19.20, 19.21, 19.27, 19.28, 19.29, 19.31, 19.33, 19.34**
- Archbolds (Freightage) Ltd v S Spanglett Ltd [1961] 1 QB 374...**14.16, 14.18**
- Arcos, Ltd v EA Ronaasen and Son [1933] AC 470...**9.4**
- Arctic Shipping Co Ltd v Mobilia AB, The Tatra [1990] 2 Lloyd's Rep 51...**17.17**
- Armstrong v Jackson [1917] 2 KB 822...**17.38**
- Armstrong v Strain [1952] 1 KB 232...**12.19**
- Arthur JS Hall & Co (a firm) v Simons [2002] 1 AC 615...**19.33**
- Arul Chandran v Chew Chin Aik (Suit 1896 of 1998, judgment dated 19-06-2000) ...**20.73**
- Arul Chandran v Gartshore [2000] 2 SLR 446...**15.60**
- Ashford Shire Council v Dependable Motors Pty Ltd [1961] AC 336...**17.8**
- Ashmore, Benson, Pease & Co Ltd v AV Dawson Ltd [1973] 1 WLR 828...**14.27**
- Asia Polyurethane Mfg Pte Ltd v Woon Sow Liong [1990] 2 MLJ 463...**14.76**
- Associated British Ports v Transport and General Workers' Union [1989] 1 WLR 939...**20.49**
- Associated Electric & Gas Insurance Services Ltd v European Reinsurance Company of Zurich [2003] 1 WLR 1041...**5.27**
- Associated Japanese Bank (International) Ltd v Crédit du Nord SA [1989] 1 WLR 255...**11.10, 11.11, 11.13, 11.14, 11.15, 11.17, 11.18, 11.20, 11.21, 11.22**

Asylum (Colombia v Peru) 1950 ICJ 266...**22.3**
 Atlas Express Ltd v Kafco (Importers and Distributors) Ltd [1989] 1 All ER 641...**13.13**
 Attorney-General v Blake [2001] 1 AC 268...**15.16, 15.45, 16.92, 16.93**
 Attwood v Lamont [1920] 3 KB 571...**14.98**
 Attwood v Small (1838) 6 Cl & F 232...**12.21**
 Avon Insurance v Swire Fraser [2000] 1 All ER 573...**12.5**

B

Bailey v Bullock [1950] 2 All ER 1167...**15.62**
 Baird Textiles Holdings Ltd v Marks & Spencer plc [2002] 1 All ER 737...**3.66**
 Balfour v Balfour [1919] 2 KB 571...**4.4, 4.5, 4.8**
 Ballet v Mingay [1943] KB 281...**7.20**
 Banco de Portugal v Waterlow and Sons, Ltd [1932] AC 452...**15.77**
 Bandar Raya Developments Berhad v Ang Yoke Lian Construction Sdn Bhd [1993] 1 AMR 285...**2.36**
 Bank Line v Arthur Capel [1919] AC 435...**10.26**
 Bank of Credit and Commerce International SA v Aboody [1989] 2 WLR 759...**13.31, 13.34**
 Bank of India v Rai Bahadur Singh & Anor [1994] 1 SLR 328...**7.5, 7.6**
 Bank of Montreal v Jane Jacques Stuart [1911] AC 120...**13.30**
 Bannerman v White (1861) 10 CBNS 844...**5.14, 12.36**
 Banque Brussels Lambert SA v Australian National Industries Ltd (1989) 21 NSWLR 502...**4.13**
 Barcelona Traction, Light and Power Company, Limited (Belgium v Spain) 1970 ICJ 3...**22.6**
 Barclays Bank Plc v Boulter [1999] 1 WLR 1919...**13.39**
 Barclays Bank Plc v Coleman [2001] QB 20...**13.33**
 Barclays Bank Plc v O'Brien [1994] 1 AC 180...**13.37, 13.38, 13.40, 14.48**
 Baretts & Baird (Wholesale) Ltd v Institute of Professional Civil Servants [1987] IRLR 3...**20.41**
 Barrett v Enfield London Borough Council [1999] 3 WLR 79...**19.33**
 Barton v Armstrong [1976] AC 104...**13.16**
 Beattie v E & F Beattie Ltd [1938] Ch 708...**18.46**
 Beca (Malaysia) Sdn Bhd v Tan Choong Kuang [1986] 1 MLJ 390...**14.57**
 Beecham Group Limited's (Amoxycillin) Application [1980] RPC 261...**21.55**
 Bell v Lever Brothers, Ltd [1932] AC 161...**11.10, 11.12, 11.13, 11.14, 11.19, 18.41**
 Bennett v Bennett [1952] 1 KB 249...**14.95**
 Bennett, Ex parte (1805) 32 ER 893...**17.39**
 Bentsen v Taylor, Sons & Co [1893] 2 QB 274...**5.19**
 Berenger v Rozario (mw) [1953] MLJ 239...**14.47**
 Beswick v Beswick [1968] AC 58...**8.21, 16.21**
 Bettini v Gye (1876) 1 QBD 183...**5.21**
 Bigos v Boustead [1951] 1 All ER 92...**14.66**
 Biogen v Medeva [1997] RPC 1...**21.49**
 Birmingham & District Land Co v London & North Western Railway Co (1888) 40 ChD 268...**3.62**
 Blackpool and Fylde Aero Club Ltd v Blackpool Borough Council [1990] 1 WLR 1195...**2.8, 2.14**
 Blythe v Birmingham Waterworks Co (1856) 11 Exch 781...**19.42**
 Bolam v Friern Hospital Management Committee [1957] 1 WLR 582...**19.42, 19.43, 19.73**
 Bolitho v City and Hackney Health Authority [1997] 4 All ER 771...**19.43**
 Bolton Partners v Lambert (1889) 41 Ch D 295...**17.26, 17.27**
 Bolton v Mahadeva [1972] 1 WLR 1009...**16.98, 16.99, 16.100, 16.101**
 Bonnard v Perryman [1891] 2 Ch 269...**20.93**

- Boomer v Muir 24 P (2d) 570 (Cal App 1933)...**16.80, 16.83, 16.87**
 Boone v Eyre (1779) 1 Hy Bl 273n...**9.11**
 Boulton v Jones (1857) 2 H & N 564...**11.49**
 Boustany v Pigott (1993) 63 P & CR 298...**13.47**
 Boustead Trading (1985) Sdn Bhd v Arab-Malaysian Merchant Bank Bhd [1995] 3 MLJ 33...**13.58**
 Bowmakers, Ltd v Barnet Instruments, Ltd [1945] KB 65...**14.60, 14.62**
 BP Refinery (Westernport) Pty Ltd v Shire of Hastings (1977) 16 ALR 363...**5.25**
 Brimelow v Casson [1924] 1 Ch 302...**20.22**
 Brinkerhoff Maritime Drilling Corp v PT Airfast Services Indonesia [1992] 2 SLR 776...**22.7**
 Brinkibon Ltd v Stahag Stahl und Stahlwaren Handelsgesellschaft GmbH [1983] 2 AC 34...**2.23, 2.24**
 Bristow v Eastman (1974) 1 Esp 172...**7.23**
 British Crane Hire Corporation Ltd v Ipswich Plant Hire Ltd [1975] QB 303, [1974] 1 All ER 1059...**6.18**
 British Motor Trade Association v Salvadori [1949] Ch 556...**20.15**
 British Northrop v Texteam [1974] RPC 57...**21.9**
 British Russian Gazette and Trade Outlook, Ltd v Associated Newspapers, Ltd [1933] 2 KB 616...**9.86**
 British Steel Corporation v Cleveland Bridge and Engineering Co Ltd [1984] 1 All ER 504...**2.14**
 British Telecommunications Plc v One In A Million Ltd [1998] 4 All ER 476...**21.96**
 British Westinghouse Electric and Manufacturing Company, Ltd v Underground Electric Railways Company of London, Ltd [1912] AC 673...**15.76, 15.84, 15.87**
 Brodie v Brodie [1917] P 271...**14.45**
 Brogden v Metropolitan Railway (1877) 2 App Cas 666...**2.22**
 Brown v Gould [1972] Ch 53...**2.36**
 Brown v Harper (1893) 68 LT 488...**7.15**
 Brown v KMR Services Ltd [1995] 2 Lloyd's Rep 513...**15.74**
 Browning v Provincial Insurance Co of Canada (1873) LR 5 PC 263...**17.35**
 Bryan v Maloney (1995) 182 CLR 609...**19.27, 19.28, 19.36**
 Buckman Laboratories (Asia) Pte Ltd v Lee Wei Hoong [1999] 3 SLR 333...**14.85**
 Bunge Corporation, New York v Tradax Export SA Panama [1981] 1 WLR 711...**5.19, 5.22**
 Burnard v Haggis (1863) 14 CB (NS) 45...**7.21**
 Butler Machine Tool Co v Ex-Cell-O Corporation (England) Ltd [1979] 1 WLR 401...**2.44, 2.45, 2.46**
 Butwick v Grant [1924] 2 KB 483...**17.32**

C

- C & P Haulage v Middleton [1983] 1 WLR 1461...**15.51**
 C C C Films (London) Ltd v Impact Quadrant Films Ltd [1985] 1 QB 16...**15.51**
 Calebar Properties v Stitcher [1984] 1 WLR 287...**15.62**
 Calico Printers' Association Ltd v Barclays Bank (1930) 38 Ll L Rep 105...**17.42**
 Callisher v Bischoffsheim (1870) LR 5 QB 449...**3.29**
 Canada Steamship Lines Ltd v R [1952] 1 All ER 305...**6.26**
 Caparo Industries Plc v Dickman [1990] 2 AC 605...**19.7, 19.17, 19.20, 19.21, 19.22, 19.23, 19.27, 19.30, 19.34, 19.36, 19.63**
 Carlill v Carbolic Smoke Ball Company [1893] 1 QB 256...**2.5, 3.11, 4.10**
 Carnduff v Rock [2001] 1 WLR 1786...**14.32**
 Cassell v Broome [1972] AC 1027...**20.92**
 Cassidy v Daily Mirror Newspapers Ltd [1929] 2 KB 331...**20.63**
 Catnic Components Ltd v Hill & Smith Ltd [1982] RPC 183...**21.59**

- CBS Songs Ltd v Amstrad [1988] AC 1013...**20.32, 21.19**
- CDL Hotels International Ltd v Pontiac Marina Pte Ltd [1998] 2 SLR 550...**21.91**
- Cehave NV v Bremer Handelsgesellschaft mbH (The Hansa Nord) [1976] QB 44...**5.21, 5.22**
- Central London Property Trust Ltd v High Trees House Ltd [1947] KB 130...**3.47, 3.61**
- Chan Cheng Kum v Wah Tat Bank Ltd [1971] 1 SLR 22...**5.30**
- Chapelton v Barry Urban District Council [1940] 1 KB 532...**2.39, 2.41, 6.9**
- Chaplin v Hicks [1911] 2 KB 786...**15.47**
- Chaplin v Leslie Frewin (Publishers) Ltd [1966] Ch 67...**7.10, 7.16**
- Chappell & Co Ltd v Nestlé Co Ltd [1960] AC 87...**3.7, 3.20**
- Chapple v Cooper (1844) 13 M & W 252...**7.10**
- Charles Rickards, Ltd v Oppenheim [1950] 1 KB 616...**9.83, 9.84**
- Che Som Bte Yip v Maha Pte Ltd [1989] 3 MLJ 468...**7.27**
- Cheese v Thomas [1994] 1 All ER 35...**13.35**
- Chew Kong Huat v Ricwil (Singapore) Pte Ltd [2000] 1 SLR 385...**20.36**
- Chiam See Tong v Ling How Doong [1997] 1 SLR 648...**20.64**
- China National Foreign Trade Transportation Corporation v Evlogia Shipping Co SA of Panama, The Mihaios Xilas [1979] 1 WLR 1018...**9.59**
- China Resources v Magenta Resources [1997] 1 SLR 707...**10.24**
- Chong Yeo & Partners v Guan Ming Hardware & Engineering Pte Ltd [1997] 2 SLR 729...**19.33**
- Choo Tiong Hin v Choo Hock Swee [1959] 1 MLJ 67...**4.8**
- Chop Ngho Seng v Esmail and Ahmad Bros [1948] 2 MLJ 93...**11.16**
- Chromalloy Aeroservices v Arab Republic of Egypt 939 F Supp 907 (DDC 1996)...**22.34**
- Chuan Hong Auto (Pte) Ltd v Shell Eastern Petroleum (Pte) Ltd [1996] 1 SLR 415...**14.87**
- CIBC Mortgages Plc v Pitt [1994] 1 AC 200...**13.31, 13.32, 13.33**
- Clarion Ltd v National Provident Institution [2000] 2 All ER 265...**11.32**
- Clarke v The Earl of Dunraven [1897] AC 59...**2.40**
- Climax Manufacturing Co Ltd v Colles Paragon Converters (S) Pte Ltd [2000] 1 SLR 245...**2.38**
- Coal Cliff Collieries Pty Ltd v Sijehama Pty Ltd (1991) 24 NSWLR 1...**2.38**
- Coco v Clark [1969] RPC 41...**21.66**
- Collen v Wright (1857) 8 E&B 647...**17.48**
- Collins v Godfrey (1831) 1 B & Ad 950...**3.30**
- Combe v Combe [1951] 2 KB 215...**3.6, 3.56**
- Commercial Bank of Australia Ltd v Amadio (1983) 46 ALR 402...**13.47, 13.49**
- Compagnie General Maritime v Diakan Spirit SA (The 'Ymnos') [1982] 2 Lloyd's Rep 574...**5.22**
- Consmat Singapore (Pte) Ltd v Bank of America National Trust & Savings Association [1992] 2 SLR 828...**6.55**
- Constitutional Reference No. 1 of 1995 [1995] 2 SLR 201...**1.51**
- Cooper v Hobart (2001) 206 DLR (4th) 193...**19.24, 19.31, 19.33**
- Cooper v Phibbs (1867) LR 2 HL 149...**11.20**
- Co-operative Insurance Society Ltd v Argyll Stores (Holdings) Ltd [1998] AC 1...**16.23, 16.29**
- Corfu Channel Case (United Kingdom v Albania) 1949 ICJ 4...**22.3**
- Costello v Chief Constable of Derbyshire Constabulary [2001] 1 WLR 1437...**14.62**
- Coulls v Bagot's Executor and Trustee Co Ltd (1967) 119 CLR 460...**3.18, 8.36**
- Courtney and Fairbairn Ltd v Tolaini Bros (Hotels) Ltd [1975] 1 WLR 716...**2.38**
- Couturier v Hastie (1856) 5 HLC 673...**11.10, 11.16**
- Credit Development Pte Ltd v IMO Pte Ltd [1993] 2 SLR 370...**18.23**
- Credit Lyonnais Bank Nederland NV v Burch [1997] 4 All ER 144...**13.47**

Cremdean Properties Ltd v Nash (1977) 244 EG 547...**12.53**
 Crescendo Management Pty Ltd v Westpac Banking Corp (1988) 19 NSWLR 40...**13.8**
 Cresswell v Potter [1978] 1 WLR 255...**13.45, 13.49**
 Crofter Hand Woven Harris Tweed Co Ltd v Veitch [1942] AC 435...**20.33**
 CTN Cash and Carry Ltd v Gallaher Ltd [1994] 4 All ER 714...**13.14, 13.20**
 Currie v Misa (1875) LR 10 Exch 153...**3.3**
 Curtis v Chemical Cleaning and Dyeing Co [1951] 1 KB 805, [1951] 1 All ER 631...**6.11**
 Cutter v Powell (1795) 6 Term Reports 320...**9.7, 9.8, 9.10, 9.11**

D

D & F Estates Ltd v Church Commissioners for England [1989] AC 177...**19.19**
 D&C Builders v Rees [1966] 2 QB 617...**3.45, 3.55**
 Datuk Ong Kee Hui v Sinyium Anak Mutit [1983] 1 MLJ 36...**14.49**
 Daulia Ltd v Four Millbank Nominees Ltd [1978] Ch 231...**2.14**
 Davies v Beynon-Harris (1931) 47 TLR 424...**7.12**
 Davis Contractors v Fareham UDC [1956] AC 696...**10.4, 10.5, 10.18**
 DC Thomson & Co Ltd v Deakin [1952] Ch 646...**20.12, 20.14**
 De Bussche v Alt (1878) 8 ChD 286...**17.41**
 De Francesco v Barnum (1890) 45 ChD 430...**7.11, 16.27**
 Deacons v Bridge [1984] 2 All ER 19...**14.91**
 Dean v Ainley [1987] 1 WLR 1729...**15.59**
 Denny v Denny [1919] 1 KB 583...**14.51**
 Derry v Peek (1889) LR App Cas 337...**12.27**
 DHKW Marketing v Nature's Farm Pte Ltd [1999] 2 SLR 400...**20.69**
 Diamond Peak Sdn Bhd v Tweedle [1980] 2 MLJ 31...**2.45**
 Dick Bentley Productions Ltd v Harold Smith [1965] 1 WLR 623...**5.17**
 Dickinson v Dodds (1876) 2 Ch D 463...**2.13**
 Dickson Trading (S) Pte Ltd v Transmarco Ltd [1989] 2 MLJ 408...**2.14, 2.17**
 Dies v British and International Mining and Finance Corporation, Ltd [1939] 1 KB 724...**15.97, 16.95, 16.96, 16.97**
 Diesen v Samson 1971 SLT (Sh Ct) 49...**15.62**
 Dimpex Gems (Singapore) Pte Ltd v Yusooif Diamonds Pte Ltd [1988] 1 MLJ 87...**14.27**
 Dimskal Shipping Co SA v International Transport Workers Federation (The Evia Luck) [1992] 2 AC 152...**13.8**
 Djoni Widjaja v Bank of America [1993] 2 SLR 816...**22.7**
 Donoghue v Stevenson [1932] AC 562...**19.6, 19.7, 19.8, 19.21, 19.24, 19.73**
 Donohue v Armco Inc [2002] 1 Lloyd's Rep 425...**9.43**
 Douglas v Hello! Ltd [2001] 2 All ER 289...**21.70**
 Dow Jones & Company v Gutnick [2002] HCA 56...**20.98**
 Doyle v White City Stadium Ltd [1935] 1 KB 110...**7.10**
 Dr Khoo James & Anor v Gunapathy d/o Muniandy [2002] 2 SLR 414...**19.43**
 Dunlop Pneumatic Tyre Co Ltd v Selfridge & Co Ltd [1915] AC 847...**8.3, 8.9, 8.35**
 Dunlop Pneumatic Tyre Company, Ltd v New Garage and Motor Company, Ltd [1915] AC 79...**15.94**

E

Earl of Oxford's case (1615) 1 Rep Ch 1; 21 ER 485...**1.75**
 East v Maurer [1991] 1 WLR 461...**15.20**
 Eastwood v Kenyon (1840) 11 Ad & El 438 ...**3.24, 3.25**
 Ecay v Godfrey (1947) 80 Ll L Rep 286...**5.13, 12.36**
 Edgington v Fitzmaurice (1885) LR 29 Ch D 459...**12.7, 12.20**
 Adler v Auerbach [1950] 1 KB 359...**14.100**
 Edwards v Carter [1893] AC 360...**7.12, 7.13**

- Edwin Hill & Partners v First National Finance Corp'n [1989] 1 WLR 225...**20.23**
Eldred v Ashcroft (2003) No 01-618 (US Supreme Court)...**21.6**
Enderby Town FC Ltd v The Football Association Ltd [1971] Ch 591...**14.2**
Entores Ltd v Miles Far East Corporation [1955] 2 QB 32...**2.23**
Eshelby v Federated European Bank [1932] 1 KB 423...**15.104**
Esso Petroleum Co Ltd v Harper's Garage (Stourport) Ltd [1968] AC 269...**14.75, 14.87, 14.88, 14.89**
Eugenia, The [1964] 2 QB 226...**10.28**
Eurymedon, The (see New Zealand Shipping Co Ltd v AM Satterwaite & Co Ltd)
Evia, The (No 2) [1983] 1 AC 736...**10.7**
Ex p Island Records Ltd [1978] Ch 122 ...**20.49**
Exxon Corporation v Exxon Insurance Consultants International Ltd [1982] RPC 69...**21.7**

F

- FG Minter v Welsh Health Technical Services Organisation (1980) 13 BLR 1...**16.7**
Faccenda Chicken Ltd v Fowler [1986] 1 All ER 617...**14.81, 21.69**
Fairchild v Glenhaven Funeral Services Ltd [2002] 3 WLR 89...**19.46**
Fairclough Building Ltd v Borough Council of Port Talbot (1992) 62 BLR 82...**2.8**
Farley v Skinner [2002] 2 AC 732...**15.45, 15.62, 15.63, 15.64, 15.67**
Fawcett v Smethurst (1914) 84 LJ Ch 473...**7.9**
Federal Lands Commissioner v Benfort Enterprises & Anor [1998] 1 SLR 855...**18.5**
Fender v St John Mildmay [1938] AC 1...**14.44**
Fibrosa Spolka Akcyjna v Fairbairn Lawson Combe Barbour, Limited [1943] AC 32...**10.29, 16.56, 16.72, 16.95, 16.107**
Financings Ltd v Stimson [1962] 1 WLR 1184...**2.18**
Fitch v Dewes [1921] 2 AC 158...**14.74, 14.84**
Foakes v Beer (1884) 9 App Cas 605...**3.44, 3.46, 3.62, 9.81**
Fong Maun Yee v Yoong Weng Ho Robert (practising under the name and style of Yoong & Co) [1997] 2 SLR 297...**15.90**
Fong Whye Koon v Chan Ah Thong [1996] 2 SLR 706...**13.49**
Forsikringsaktieselskapet Vesta v Butcher [1986] 2 All ER 488...**15.90**
Forsikringsaktieselskapet Vesta v Butcher [1988] 3 WLR 566...**15.90**
Foster v Redgrave (1867) LR 4 Ex 32...**7.9**
Freeman & Lockyer v Buckhurst Park Properties (Mangal) Ltd [1964] 2 QB 480...**17.15, 18.30**
Freeth v Burr (1874) LR 9 CP 208...**9.33**
FROOT LOOPS Trade Mark [1998] RPC 240...**21.74**
Fry v Lane (1888) 40 Ch D 312...**13.45**
Fu Loong Lithographer Pte Ltd v Mun Hean Realty Pte Ltd [1989] SLR 300...**3.53, 9.84**

G

- Galoo Ltd v Bright Grahame Murray (a firm) [1994] 1 WLR 1360...**15.88**
Garcia v National Australian Bank Ltd (1998) 155 ALR 614...**13.40**
Garnac Grain Co Inc v HMF Faure & Fairclough Ltd [1968] AC 1130...**17.6**
Gausson v Morton (1830) 10 B&C 731...**17.52**
Gee Hoe Chan Trading Co Pte Ltd, Re [1991] SLR 837...**18.49**
Genelabs Diagnostics v Institut Pasteur [2001] 1 SLR 121...**21.52**
General Tire v Firestone Tyre [1972] RPC 457...**21.52**
George Mitchell (Chesterhall) Ltd v Finney Lock Seeds Ltd [1983] 2 AC 803, [1983] 2 All ER 737...**6.54**
Gibson v Manchester City Council [1979] 1 WLR 294...**2.45**
Gilbert-Ash (Northern) Ltd v Modern Engineering (Bristol) Ltd [1974] AC 689...**15.103**
Glahe International Expo v ACS Computer [1999] 1 SLR 166, on appeal [1999] 2 SLR 620...**10.28**

- Glamorgan Coal Co v South Wales Miners' Federation [1903] 2 KB 545...**20.21**
 Glasbrook Bros v Glamorgan County Council [1925] AC 270...**3.31**
 Godfrey v Demon Internet Ltd [2000] 3 WLR 1020...**20.96**
 Gold Coin Limited v Tay Kim Wee [1987] 2 MLJ 271...**2.36**
 Goldsoll v Goldman [1915] 1 Ch 292...**14.98**
 Goodinson v Goodinson [1954] 2 All ER 255...**14.95**
 Gore v Gibson (1843) 13 M & W 623...**7.30**
 Gore v Van der Lann [1967] 2 QB 31...**8.17**
 Gouriet v Union of Post Office Workers [1978] AC 435...**20.48**
 Government of Zanzibar v British Aerospace (Lancaster House) [2000] 1 WLR 2333...**12.47, 12.53**
 Governors of the Peabody Donation Fund v Sir Lindsay Parkinson & Co Ltd [1985] AC 210...**19.19, 19.21**
 Great Peace Shipping Limited v Tsavlis (International) Limited [2002] 3 WLR 1617...**11.19, 11.21**
 Gregory v Rangitikei District Council [1995] 2 NZLR 208...**2.8**
 Grist v Bailey [1967] 1 Ch 532...**11.18**
 Gross v Lewis Hillman [1970] Ch 445...**12.24**
 GWK Ltd v Dunlop Rubber Co Ltd (1926) 42 TLR 593...**20.11**
- H**
- H Dakin & Co, Ltd v Lee [1916] 1 KB 566...**9.11**
 H Parsons (Livestock) Ltd v Uttley Ingham & Co Ltd [1978] QB 791...**15.71, 15.72, 15.74**
 Hadley v Baxendale (1854) 9 Ex 341...**15.68, 15.74, 16.8**
 Hain Steamship Company Ltd v Tate & Lyle Ltd [1936] 2 All ER 597...**16.101**
 Halifax Mortgage Services Ltd v Stepsky [1995] 3 WLR 701...**13.38**
 Halifax Mortgage Services Ltd v Stepsky [1996] 2 WLR 230...**13.38**
 Hamer v Sidway (1891) 27 NE 256...**3.26, 3.27**
 Harrington v Kent [1980] IRLR 353...**10.20**
 Harris v Nickerson (1873) LR 8 QB 286...**2.9**
 Harrison v Harrison [1910] 1 KB 35...**14.45**
 Hartley v Ponsonby (1857) 7 El & Bl 872...**3.35**
 Hartog v Colin & Shields [1939] 3 All ER 566...**11.37**
 Harvela Investments Ltd v Royal Trust Company of Canada (CI) Ltd [1986] 1 AC 207...**2.8**
 Hector v Lyons (1988) 58 P & CR 156...**11.41, 11.43**
 Hedley Byrne & Co Ltd v Heller & Partners Ltd [1964] AC 465...**6.35, 12.2, 12.30, 19.7, 19.21, 19.35, 19.36, 19.37, 19.39, 19.40**
 Heglibiston Establishment v Heyman (1978) 246 EG 567...**14.48**
 Heilbut, Symons & Co v Buckleton [1913] AC 30...**5.9**
 Heller Factoring (Singapore) Ltd v Ng Tong Yang [1998] 3 SLR 299...**14.74**
 Hely-Hutchinson v Brayhead Ltd [1968] 1 QB 549...**17.9, 17.15**
 Henderson v Merrett Syndicates Ltd [1995] 2 AC 145...**12.3, 19.2, 19.36**
 Herbert Morris Ltd v Saxelby [1916] AC 688...**14.80, 14.83**
 Hermann v Charlesworth [1905] 2 KB 123...**14.42, 14.43**
 Heron II, The (*see* Koufos v C Czarnikow Ltd, The Heron II)
 Heydon's case (1584) 3 Co Rep 73...**1.138**
 Heywood v Wellers [1976] QB 446...**15.62**
 HIH Casualty & General Insurance Ltd v Chase Manhattan Bank [2001] Lloyd's Rep IR 191...**5.11**
 Hill v Chief Constable of West Yorkshire [1989] AC 53...**19.33**
 Ho Kian Siang v Ong Cheng Hoo [2000] 4 SLR 376...**16.46**
 Ho Seng Lee Construction Pte Ltd v Nian Chuan Construction Pte Ltd [2001] 4 SLR 407...**11.21, 11.37**

- Hobbs v The London & South Western Railway Company (1875) LR 10 QB 111...**15.62**
 Hollier v Rambler Motors (AMC) Ltd [1972] 2 QB 71, [1972] 1 All ER 399...**6.24**
 Home Office v Dorset Yacht Co Ltd [1970] AC 1004...**19.26, 19.33**
 Hong Fok Realty Pte Ltd v Bima Investment Pte Ltd [1993] 1 SLR 73...**9.52**
 Hongkong and Shanghai Bank Corporation Ltd v Jurong Engineering Ltd [2000] 2 SLR 54...**4.14**
 Hong Kong Fir Shipping Co Ltd v Kawasaki Kisen Kaisha Ltd [1962] 2 QB 26...**5.21, 5.22, 6.27**
 Hong Leong Leasing Sdn Bhd v Tan Kim Cheong [1994] 1 MLJ 177...**11.20**
 Horwood v Millar's Timber and Trading Co [1917] 1 KB 305...**14.51**
 Houghton v Trafalgar Insurance Co Ltd [1954] 1 QB 247...**6.22**
 Household Fire and Carriage Accident Insurance Co v Grant (1879) 4 Ex D 216...**2.24, 2.25, 2.26**
 Howard Marine & Dredging v Ogden & Sons (Excavations) [1978] QB 574...**5.18, 12.34**
 Howard v Pickford Tool Co Ltd [1951] 1 KB 417...**9.47**
 Hubbard v Vosper [1972] 2 QB 84...**21.26**
 Huggins v Wiseman (1690) Carth 110...**7.10**
 Hughes Aircraft Systems International v Airservice Australia (1997) 146 ALR 1...**2.8**
 Hughes v Metropolitan Railway Company (1877) 2 App Cas 439...**3.49, 3.51**
 Hulton v Jones [1910] AC 20...**20.68**
 Hutton v Warren (1836) 1 M & W 466...**5.30**
 Huyton SA v Peter Cremer GmbH & Co [1999] 1 Lloyd's Rep 620...**13.16**
 Hyde Park Residence Ltd v Yelland [2000] RPC 604...**21.26**
 Hyde v Wrench (1840) 3 Beav 334...**2.15**
 Hyman v Hyman [1929] AC 601...**14.37**

- I**
 Ikumene Singapore Pte Ltd v Leong Chee Leng [1993] 3 SLR 24...**19.30, 19.36**
 Imperial Loan Co v Stone [1892] 1 QB 599...**7.27**
 Improver Corp v Remington [1990] FSR 181...**21.59**
 Inche Noriah v Shaik Allie bin Omar [1929] AC 127...**13.30**
 Industries and General Mortgage Co Ltd v Lewis [1949] 2 All ER 573...**17.40**
 Info-communications Development Authority of Singapore v Singapore Telecommunications Ltd (No 2) [2002] 3 SLR 488...**16.51, 16.73, 16.115, 16.118**
 Ingram v Little [1961] 1 QB 31...**11.43, 11.44, 11.45, 11.46**
 Initial Services Ltd v Putterill [1968] 1 QB 396...**21.68**
 Interfoto Picture Library v Stiletto Visual Programmes [1989] QB 433, [1988] 1 All ER 348...**6.13, 6.20**
 Invercargill City Council v Hamlin [1996] AC 624...**19.27, 19.28**
 Irvine & Co v Watson & Sons (1880) 5 QBD 414...**17.32**

- J**
 J Evans & Son (Portsmouth) Ltd v Andrea Merzario Ltd [1976] 1 WLR 1078...**5.9, 5.16, 6.29**
 J T Stratford & Sons Ltd v Lindley [1965] AC 269...**20.13, 20.14, 20.39**
 James Cundy & T Bevington v Thomas Lindsay (1878) 3 App Cas 459...**11.50, 11.51**
 James McNaughton Paper Group Ltd v Hicks Anderson & Co [1991] 2 QB 113...**19.25, 19.32, 19.38**
 Jarvis v Swans Tours Ltd [1973] QB 233...**15.62**
 Jimat bin Awang v Lai Wee Ngen [1995] 3 SLR 769...**18.25**
 John Shaw & Sons (Salford) Ltd v Shaw [1935] 2 KB 113...**18.27**
 Johns-Manville Corporation's Patent [1967] FSR 327...**21.55**
 Johnson Matthey & Co v Constantine Terminals Ltd and International Express Co Ltd [1976] 1 Lloyd's Rep 215...**8.20**

Johnson v Agnew [1980] AC 367...**9.52, 15.24, 16.47**
 Johnson v Gore Wood & Co (a firm) [2001] 2 WLR 72...**15.64**
 Johnson v Moreton [1980] AC 37...**14.38**
 Johnson v Unisys Ltd [2001] 2 WLR 1076...**15.65**
 Jones v Padavatton [1969] 1 WLR 328...**4.4**
 Jones Bros (Hunstanton) Ltd v Stevens [1955] 1 QB 275...**20.18**
 Joscelyne v Nissen [1970] 2 QB 86...**5.7, 11.27**
 Joseph Constantine v Imperial Smelting [1942] AC 154...**10.21**
 Joyce v DPP [1946] AC 347...**22.5**
 Junior Books Ltd v Veitchi Co Ltd [1983] 1 AC 520...**19.18**

K

Kearley v Thomson (1890) 24 QBD 742...**14.58, 14.65**
 Keighley, Maxted & Co v Durant [1901] AC 240...**17.23, 17.34**
 Keir v Leeman (1844) 9 QB 371...**14.30**
 Kelly v Partington (1833) 4 B & Ad 700...**20.86**
 Kendall v Hamilton (1879) 4 App Cas 504...**17.35**
 Kennedy v De Trafford [1897] AC 180...**17.2**
 Kenrick v Lawrence (1890) 25 QBD 99...**21.9**
 Kenwell & Co. Pte Ltd. v Southern Ocean Shipbuilding Co Pte Ltd [1999] 1 SLR 214...**6.55**
 King's Norton Metal Co (Ltd) v Edridge, Merrett, and Co (Ltd) (1897) 14 TLR 98...**11.52**
 Kiriri Cotton Co Ltd v Ranchhoddas Keshavji Dewani [1960] AC 192...**14.57**
 Kleinwort Benson Ltd v Lincoln City Council [1998] 4 All ER 513...**11.3**
 Kleinwort Benson Ltd v Glasgow City Council [1997] 4 All ER 641...**12.10**
 Kleinwort Benson Ltd v Malaysia Mining Corp Bhd [1989] 1 WLR 379...**4.13**
 Koenigsblatt v Sweet [1923] 2 Ch 314...**17.20**
 Kong Thai Sawmill (Miri) Sdn Bhd, Re [1978] 2 MLJ 227...**18.49**
 Koufos v C Czarnikow Ltd, The Heron II [1969] 1 AC 350...**15.71**
 Krell v Henry [1903] 2 KB 740...**10.16**
 Kushvinder Singh Chopra v Mooka Pillai Rajagopal [1996] 2 SLR 379...**13.42**

L

L'Estrange v Graucob [1934] 2 KB 394...**6.10, 6.20**
 Ladbroke v William Hill [1964] 1 WLR 273...**21.16**
 Las Vegas Hilton Corp v Khoo Teng Hock Sunny [1997] 1 SLR 341...**14.13**
 Latham v Credit Suisse First Boston [2000] 2 SLR 693...**5.8**
 Laurence v Lexcourt Holdings Ltd [1978] 1 WLR 1128...**11.18**
 Lavarack v Woods of Colchester Ltd [1967] 1 QB 278...**15.85, 15.86**
 Lawrence v Fox 20 NY 268 (1859)...**8.4**
 LB (Plastics) Ltd v Swish Products Ltd [1979] FSR 145...**21.16**
 Le Lievre v Gould [1893] 1 QB 491...**12.27**
 Leaf v International Galleries [1950] 2 KB 86...**12.43**
 Lee Christina v Lee Eunice & Anor (executors of the estate of Lee Teck Soon) [1993] 3 SLR 8...**9.53**
 Lee Kuan Yew v Davies [1989] SLR 1063...**20.62, 20.75, 20.78**
 Lee Seng Heng v Guardian Assurance Co Ltd [1932] MLJ 17...**2.24**
 Lee Siong Kee v Beng Tiong Trading, Import and Export (1988) Pte Ltd [2000] 4 SLR 559...**9.14, 9.18, 9.19, 16.101, 16.105, 16.106**
 Leigh and Sillavan Ltd v Aliakmon Shipping Co Ltd [1986] AC 785...**19.19**
 Leigh v National Union of Railwaymen [1970] Ch 326...**14.36**
 Lewis v Averay [1972] 1 QB 198...**11.45, 11.46**
 Lifestyle 1.99 Pte Ltd v S\$1.99 Pte Ltd (t/a ONE.99 SHOP) [2000] 2 SLR 766...**21.91, 21.92**