

(a) it is duly executed by the company; and

(b) it is delivered as a deed.

(2) For the purposes of paragraph (1)(b), a document is presumed to be delivered upon it being validly executed under subsection (1), unless a contrary intention is proved.

(3) Notwithstanding subsection (1), a company may, by instrument executed as a deed, empower a person, either generally or in respect of specified matters, to execute deeds or other documents on its behalf.

(4) A deed or other document executed by the person referred to in subsection (3) shall have effect as if the deed or document is executed by the company.

## Division 10

### *Annual Return*

#### **Duty to lodge annual return**

**68.** (1) A company shall lodge with the Registrar an annual return for each calendar year not later than thirty days from the anniversary of its incorporation date.

(2) The requirement under subsection (1) is not applicable to a company in the calendar year which it is incorporated.

(3) The annual return of a company shall contain the following particulars:

(a) the address of its registered office;

(b) the nature of its business;

(c) the address of the places where its business is carried on including branch, if any;

- (d) the address at which its register of members is kept, if not kept at the registered office;
- (e) the address at which its financial records are kept, if not kept at the registered office;
- (f) in the case of a company with a share capital, the summary of its shareholding structure, including debentures;
- (g) the total amount of its indebtedness;
- (h) the particulars of directors, managers, secretaries and auditors;
- (i) the list of its members; and
- (j) such other information as the Registrar may require.

(4) The Registrar shall have the power to determine the form and manner in which the annual return is to be lodged.

(5) The annual return shall be signed by a director or secretary of the company.

(6) If the particulars required under subsection (3) are unchanged from the last preceding annual return, the company shall be allowed to lodge a statement signed by a director or a secretary certifying that there is no change in any of the matters stated from previous years.

(7) A public company which has more than five hundred members and provides reasonable opportunities and facilities for a person to inspect and take copies of its list of members and its particulars of shares transferred need not comply with the requirement under paragraph (3)(i) if it is included in the annual return—

- (a) a certificate by the secretary that the company is of a kind to which this subsection applies; and
- (b) a list showing the prescribed particulars of the twenty largest holders of each class of equity shares.

(8) The Registrar may strike a company off the register as provided in section 549, if the company fails to lodge an annual return for three or more consecutive years.

(9) The company and every officer who contravene this section commit an offence and shall, on conviction, be liable to a fine not exceeding fifty thousand ringgit and, in the case of a continuing offence, to a further fine not exceeding one thousand ringgit for each day during which the offence continues after conviction.

### PART III

#### MANAGEMENT OF COMPANY

##### Division 1

##### *Share and Capital Maintenance*

##### Subdivision 1

##### *Share Capital*

### **Types of shares**

**69.** Subject to the constitution of the company, shares in a company may—

- (a) be issued in different classes;
- (b) be redeemable in accordance with section 72;
- (c) confer preferential rights to distributions of capital or income;
- (d) confer special, limited or conditional voting rights; or
- (e) not confer voting rights.