

to be allotted, or rights to be granted, after the approval expires.

(6) The company and every officer who contravene this section commit an offence and shall, on conviction, be liable to a fine not exceeding five hundred 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.

### **Registration of allotment in the register of members**

**77.** (1) A company shall register an allotment of shares in the register of members referred to in section 50 within fourteen days from the date of the allotment.

(2) 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 five hundred ringgit for each day during which the offence continues after conviction.

### **Return of allotment**

**78.** (1) A company shall lodge with the Registrar a return of the allotment within fourteen days from an allotment of shares.

(2) The return of the allotment shall include a statement of capital as at the date of the allotment and shall state—

- (a) the number and amount of the shares comprised in the allotment;
- (b) the amount, if any, paid, deemed to be paid, or due and payable on the allotment of each share;
- (c) where the capital of the company is divided into shares of different classes, the class of shares to which each share comprised in the allotment belongs; and

- (d) the full name and the address of each of the allottees and the number and class of shares allotted to him.

(3) The particulars mentioned in paragraph (2)(d) need not be included in the return of the allotment of a public company to which subsection 68(7) applies which has allotted shares—

- (a) for cash; or
- (b) for a consideration other than cash,

where the number of persons to whom the shares have been allotted exceeds five hundred.

(4) Where shares are allotted or deemed to have been allotted as fully or partly paid up otherwise than in cash and the allotment is made under a contract in writing, the company shall lodge together with the return the contract evidencing the entitlement of the allottee or a copy of any such contract certified in a manner as may be determined by the Registrar.

(5) If a certified copy of a contract is lodged, the original contract duly stamped shall be produced at the same time to the Registrar if requested by the Registrar.

(6) Where shares are allotted or are deemed to have been allotted as fully or partly paid up otherwise than in cash and the allotment is made—

- (a) under a contract not reduced to writing;
- (b) under the constitution;
- (c) in satisfaction of a dividend declared in favour of, but not payable in cash to the shareholders; or
- (d) upon the application of moneys held by the company in an account or reserve in paying up unissued shares to which the shareholders have become entitled,

the company shall lodge together with the return a statement containing such particulars as may be determined by the Registrar.

(7) Where shares are allotted under a scheme of arrangement approved by the Court under section 366, the company may lodge an office copy of the order of the Court in lieu of the statement referred to in subsection (6) in a manner as may be determined by the Registrar.

(8) Any shares issued to any person without formal allotment for the purpose of incorporation of a company shall be deemed to have been allotted on the date of the incorporation.

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

### **General prohibition of commissions, discounts and allowances**

**79.** (1) A company shall not apply any of its shares or cash, either directly or indirectly, in payment of any commission, discount or allowance to a person in consideration of the person—

- (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, for shares in the company; or
- (b) procuring or agreeing to procure subscriptions, whether absolutely or conditionally, for shares in the company.

(2) For the purposes of subsection (1), it is immaterial how the shares or cash are applied, whether by being added to the purchase money of property acquired by the company or to the contract price of work to be executed for the company, or being paid out of the nominal purchase money or contract price, or otherwise.

(3) The company and every officer who contravene this section commit an offence and shall, on conviction, be liable to a fine not exceeding five hundred thousand ringgit and, in the case of a