

**IN THE HIGH COURT OF MALAYA AT KUALA LUMPUR  
(COMMERCIAL DIVISION)  
ORIGINATING SUMMONS NO. WA-24NCC-228-05/2021**

**In the matter of PNL Trading Sdn  
Bhd (Company No: 651286-P)**

**And**

**In the matter of Subang Industry  
Park Sdn Bhd (Company No:  
826658-W)**

**And**

**In the matter of Section 346 of the  
Companies Act 2016**

**And**

**In the matter of Order 88 of the  
Rules of Court 2012**

**BETWEEN**

**LOH TECK WAH  
(NRIC NO. 731106-14-5267)**

**... PLAINTIFF**



**AND**

- 1. LIM PANG KIAM  
(NRIC NO. 631208-01-5529)**
  
- 2. YAP CHEE KHENG  
(NRIC NO. 730526-14-5285)**
  
- 3. PNL TRADING SDN BHD  
(COMPANY NO. 651286-P)**
  
- 4. SUBANG INDUSTRY PARK SDN BHD  
(COMPANY NO. 826658-W)**
  
- 5. BDO GOVERNANCE ADVISORY SDN BHD  
(COMPANY NO. 434278-K) ... DEFENDANTS**

**CONSOLIDATED WITH**

**IN THE HIGH COURT OF MALAYA AT KUALA LUMPUR  
(COMMERCIAL DIVISION)  
ORIGINATING SUMMONS NO. WA-24NCC-245-05/2021**

**In the matter of PNL Business  
Services Sdn Bhd (Company No:  
576235-M)**



**And**

**In the matter of Section 346 of the  
Companies Act 2016**

**And**

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**3. PNL BUSINESS SERVICES SDN BHD  
(COMPANY NO. 576235-M)**

**4. BDO GOVERNANCE ADVISORY SDN BHD  
(COMPANY NO. 434278-K)**

**... DEFENDANTS**



**CONSOLIDATED WITH**  
**IN THE HIGH COURT OF MALAYA AT KUALA LUMPUR**  
**(COMMERCIAL DIVISION)**  
**ORIGINATING SUMMONS NO. WA-24NCC-246-05/2021**

**In the matter of PNL Capital Sdn  
Bhd (Company No: 825076-V)**

**And**

**In the matter of Section 346 of the  
Companies Act 2016**

**And**

**In the matter of Order 88 of the  
Rules of Court 2012**

**BETWEEN**

**LOH TECK WAH  
(NRIC NO. 731106-14-5267)**

**... PLAINTIFF**

**AND**

**1. LIM PANG KIAM  
(NRIC NO. 631208-01-5529)**



2. **YAP CHEE KHENG**  
**(NRIC NO. 730526-14-5285)**
  
3. **PNL CAPITAL SDN BHD**  
**(COMPANY NO. 825076-V)**
  
4. **BDO GOVERNANCE ADVISORY SDN BHD**  
**(COMPANY NO. 434278-K)** ... DEFENDANTS

**CONSOLIDATED WITH**

**IN THE HIGH COURT OF MALAYA AT KUALA LUMPUR**  
**(COMMERCIAL DIVISION)**  
**ORIGINATING SUMMONS NO. WA-24NCC-247-05/2021**

**In the matter of Tian An Trading  
Sdn Bhd (Company No: 848748-P)**

**And**

**In the matter of Section 346 of the  
Companies Act 2016**

**And**

**In the matter of Order 88 of the  
Rules of Court 2012**



**BETWEEN**

**LOH TECK WAH**

**(NRIC NO. 731106-14-5267)**

**... PLAINTIFF**

**AND**

**1. LIM PANG KIAM**

**(NRIC NO. 631208-01-5529)**

**2. YAP CHEE KHENG**

**(NRIC NO. 730526-14-5285)**

**3. TIAN AN TRADING SDN BHD**

**(COMPANY NO. 848748-P)**

**4. BDO GOVERNANCE ADVISORY SDN BHD**

**(COMPANY NO. 434278-K)**

**... DEFENDANTS**

**JUDGMENT**

**A. Introduction**

[1] The plaintiff filed an action for oppression pursuant to section 346 of the Companies Act 2016 (“CA”), in Kuala Lumpur High Court Originating Summons No. WA-24NCC-228-05/2021(“OS 228”).



[2] In OS 228, the plaintiff sought *inter alia*:

- a. A declaration that the affairs of the 3<sup>rd</sup> and 4<sup>th</sup> defendants have been conducted in a manner oppressive to the interests of the plaintiff;
- b. A declaration that the 3<sup>rd</sup> defendant's notice of meeting dated 30 April 2021, the meeting and resolutions passed at the meeting held on 17 May 2021 are invalid;
- c. A declaration that the 4<sup>th</sup> defendant's notice of meeting dated 30 April 2021, the meeting and resolutions passed at the meeting held on 17 May 2021 are invalid;
- d. An order that the 1<sup>st</sup> and 2<sup>nd</sup> defendants be restrained from approving, implementing and/or giving effect to any resolution for the appointment of Messrs. Iza Ng Yeoh & Kit ("INYNK") for the commencement of Kuala Lumpur High Court Suit No. WA-22NCC-623-12/2020 ("Suit 623");
- e. An order that the 1<sup>st</sup> and 2<sup>nd</sup> defendants be restrained from approving, implementing and/or giving effect to any resolution for the appointment of the 5<sup>th</sup> defendant; and
- f. An order that the 5<sup>th</sup> defendant be restrained from acting for or performing any work for the 3<sup>rd</sup> and 4<sup>th</sup> defendants.

[3] Subsequently, the plaintiff filed various actions, in Kuala Lumpur High Court Originating Summons Nos. WA-24NCC-245-05/2021 ("OS



245”), WA-24NCC-246-05/2021 (“OS 246”) and WA-24NCC-247-05/2021 (“OS 247”). The prayers sought in the originating summons in these actions are similar to that of OS 228, but they are sought against different companies within the same group.

[4] By an order dated 4 August 2021, OS 228, OS 245, OS 246 and OS 247 were consolidated.

[5] I dismissed the originating summons in all actions, as I found that there was no oppressive conduct carried out by the relevant defendants. The conducts alleged by the plaintiff to be oppressive were duly authorised, and were carried out to protect the interests of the companies.

[6] The full grounds for my decision are as set out below.

## **B. Background Facts**

### ***The Parties***

[7] The parties will be referred to in the following manner:

- a. The plaintiff in all actions, Loh Teck Wah, is referred to as “Loh”;
- b. The 1<sup>st</sup> defendant in all actions, Lim Pang Kiam, is referred to as “Paul”;
- c. The 2<sup>nd</sup> defendant in all actions, Yap Chee Kheng, is referred to as “Nicholas”;



- d. The 3<sup>rd</sup> defendant in OS 228, PNL Trading Sdn Bhd, is referred to as “PNLT”;
- e. The 3<sup>rd</sup> defendant in OS 245, PNL Business Services Sdn Bhd, is referred to as “PNLBS”;
- f. The 3<sup>rd</sup> defendant in OS 246, PNL Capital Sdn Bhd, is referred to as “PNLC”;
- g. The 3<sup>rd</sup> defendant in OS 247, Tian An Trading Sdn Bhd, is referred to as “Tian An Trading”;
- h. The 4<sup>th</sup> defendant in OS 228, Subang Industrial Park Sdn Bhd, is referred to as “SIP”; and
- i. The 5<sup>th</sup> defendant in OS 228, who is also the 4<sup>th</sup> defendant in OS 245, OS 246 and OS 247, BDO Governance Advisory Sdn Bhd, is referred to as “BDO”.

### ***The Business***

[8] In 2002, Loh, Paul and Nicholas, decided to carry on business together. This partnership was referred to as the PNL Group. The business of the group was conducted through corporate entities and unincorporated businesses.

[9] The companies involved in these proceedings, namely PNLT, PNLBS, PNLC, Tian An Trading and SIP (collectively, the “Companies”),



are companies within the PNL Group. Their directors and shareholders at the material time are as follows:

- a. PNLT: Loh, Paul and Nicholas are directors, while Loh, Paul, Nicholas and May Lee San Koon (“May”) are shareholders.
- b. PNLSB: Loh, Paul and Nicholas are directors, while Loh, Paul, Nicholas and May are shareholders.
- c. PNLC: Loh, Paul and Nicholas are directors and shareholders.
- d. Tian An Trading: Paul and Nicholas are directors, while Loh, Paul and Nicholas are shareholders.
- e. SIP: Loh, Paul and Nicholas are directors, while the sole shareholder is PNLT.

[10] Since 2019, there were a series of discussions between Loh, Paul and Nicholas on the reorganisation of the PNL Group. These meetings and discussions continued to February 2020. There were disagreements between the parties on the terms proposed.

[11] On 10 February 2020, Paul sent an email, to state his dissatisfaction and distrust of Loh. In the email, he expressed his desire to end the partnership between them, and for parties to go their separate ways.



### **Suit 623**

[12] In December 2020, the Companies commenced Suit 623. The defendants in Suit 623 are Liew Chia Soon (“Liew”) and Fintree Capital Sdn Bhd (“Fintree”). The Companies alleged that Liew had breached the terms of his employment and duties with the Companies, by wrongfully accessing and taking confidential records and documents from the Companies.

[13] An Anton Piller order was obtained in Suit 623, and an Anton Piller raid was conducted to seize documents from Fintree. The Anton Piller raid revealed that documents of the Companies had been wrongfully transferred out, and were in Fintree’s premises. It was also revealed that Loh was instrumental in the setting up of Fintree, with business in direct competition with the Companies.

[14] On 19 January 2021, two consent judgments were entered into in respect of Suit 623 (“Consent Judgments”). The Consent Judgments were set aside vide Kuala Lumpur High Court Originating Summons No. WA-24NCC-40-02/2021 (“OS 40”), as it was discovered that Fintree was under judicial management, as initiated by Loh, at the material time.

### **Suit 142**

[15] In March 2021, Paul and Nicholas commenced Kuala Lumpur High Court Suit No. WA-22NCC-142-03/2021 (“Suit 142”). Suit 142 is an action by the Companies against Loh and eight other defendants, for losses arising from an alleged conspiracy to steal the Companies’ documents and to conduct competing business.



## ***The Appointments of INYK and BDO***

[16] INYK was engaged to act for the Companies in Suit 623, while BDO was engaged through PNLIC, to conduct an assessment of damages exercise.

### **C. The Alleged Oppressive Acts**

[17] Loh claimed that the following oppressive conducts were carried out against him:

- a. The appointment of INYK to commence Suit 623, and the commencement of Suit 623; and
- b. The appointment of BDO to conduct an assessment of damages exercise,

(collectively, the “Alleged Oppressive Acts”). He claimed that the Alleged Oppressive Acts were done without proper authority.

[18] Loh’s argument is that these Alleged Oppressive Acts are oppressive conducts that would entitle him to remedies under section 346 of the CA.

[19] Section 346 of the CA reads:

*“(1) Any member or debenture holder of a company may apply to the Court for an order under this section on the ground –*



- (a) *that the **affairs of the company are being conducted or the powers of the directors are being exercised in a manner oppressive** to one or more of the members or debenture holders including himself or **in disregard of his or their interests** as members, shareholders or debenture holders of the company; or*
- (b) *that **some act of the company has been done or is threatened** or that some resolution of the members, debenture holders or any class of them has been passed or is proposed which **unfairly discriminates against or is otherwise prejudicial to one or more of the members** or debenture holders, including himself.”*

(emphasis added)

[20] It is undisputed that Loh is a shareholder of PNLT, PNLBS, PNLC and Tian An Trading. SIP is wholly-owned by PNLT. Loh’s right to apply to court for an order under section 346(1) is therefore clear.

[21] The main issue of contention is whether the Alleged Oppressive Acts fall within the conducts spelt out in section 346(1)(a) or (b) of the CA.

[22] On this, I turn to ***Re Kong Thai Sawmill (Miri) Sdn Bhd & Ors v Ling Beng Sung [1978] 2 MLJ 227*** and ***Pan-Pacific Construction Holdings Sdn Bhd v Ngiu-Kee Corporation (M) Bhd & Anor [2010] 6 CLJ 721***, where the courts examined section 181 of Companies Act 1965, the predecessor to section 346 of the CA. Both cases set out the elements required to be satisfied to prove acts of oppression.



[23] In *Re Kong Thai Sawmill* (supra), the Privy Council held as follows:

*“Secondly, for the case to be brought within section 181(1)(a) at all, **the complaint must identify and prove "oppression" or "disregard"**. The mere fact that one or more of those managing the company possess a majority of the voting power and, in reliance upon that power, make policy or executive decisions, with which the complainant does not agree, is not enough. Those who take interests in companies limited by shares have to accept majority rule. **It is only when majority rule passes over into rule oppressive of the minority, or in disregard of their interests, that the section can be invoked.** As was said in a decision upon the United Kingdom section **there must be a visible departure from the standards of fair dealing and a violation of the conditions of fair play which a shareholder is entitled to expect before a case of oppression can be made (Elder v Elder & Watson Ltd 1952 SC 49)**; their Lordships would place the emphasis on "visible". And similarly "disregard" involves something more than a failure to take account of the minority's interest: **there must be awareness of that interest and an evident decision to override it or brush it aside or to set at naught the proper company procedure (per Lord Clyde in Thompson v Drysdale 1925 SC 311 315)**. Neither "oppression" nor "disregard" need be shown by a use of the majority's voting power to vote down the minority: **either may be demonstrated by a course of conduct which in some identifiable respect, or at an identifiable point in time, can be held to have crossed the line.**”*



(emphasis added)

[24] In *Pan-Pacific Construction* (supra), the Federal Court stressed on the basic theme of “unfairness”:

*[27] It may also be noted that from the wordings of s. 181 its basic theme is 'unfairness'. However, unfairness 'does not mean that the court can do whatever the individual judge happens to think fair. The concept of fairness must be applied judicially and the content which it is given by the courts must be based upon rational principles. "The court... has a very wide discretion, but it does not sit under a palm tree". (See: *O'Neil v. Philips* [1999] 2 All ER 961).*

*[28] In *Re Saul D Harrison & Sons plc* [1995] 1 BCLC it was explained (Hoffmann LJ [as he then was]) that in 'deciding what is fair or unfair for the purposes of s. 459, it is important to have in mind that fairness is being used in the context of a commercial relationship. The articles of association are just what their name implies: the contractual terms which govern the relationships of the shareholders with the company and each other. They determine the powers of the board and the company in general meeting and everyone who becomes a member of a company is taken to have agreed to them. Since keeping promises and honouring agreements is probably the most important element of commercial fairness, the starting point in any case under s. 459 will be to ask whether the conduct of which the shareholder complains was in accordance with the articles of association... The answer to this question*



often turns on the fact that the powers which the shareholders have entrusted to the board are fiduciary powers, which must be exercised for the benefit of the company as a whole... But the fact that the board are protected by the principle of majority rule does not necessarily prevent their conduct from being unfair within the meaning of s. 459'.

[29] Thus, in Re Kong Thai Sawmill (Miri) Sdn Bhd; Kong Thai Sawmill (Miri) Sdn Bhd & Ors v. Ling Beng Sung [1978] 1 LNS 170 the term 'disregard of interests' is to be understood to mean 'unfair disregard' while 'oppression' denotes an 'unfairly prejudicial conduct' which means a conduct 'departing from standards of fair dealing and a violation of conditions of fair play'. But 'a member of a company will not ordinarily be entitled to complain of unfairness unless there has been some breach of the terms on which he agreed that the affairs of the company should be conducted'. And 'trivial or technical infringements of the articles were not intended to give rise to petitions under s. 459'. (See: Re Saul D Harrison & Sons Plc (supra).)”

(emphasis added)

[25] Guided by the above cases, in order to determine whether acts of oppression were committed by the Companies, I will need to consider the following:

- a. Whether the Alleged Oppressive Acts involved a visible departure from the standards of fair dealing and a violation



of the conditions of fair play which Loh was entitled to expect.

- b. Whether Paul and Nicholas were aware of Loh's interests and made an evident decision to override or brush these interests aside.
- c. Whether the Alleged Oppressive Acts involved unfairness in the commercial context. In this regard, consideration has to be given to whether the Alleged Oppressive Acts were conducted in breach of the terms on which the affairs of the Companies were agreed to be conducted.

**D. Considerations And Findings**

[26] As a reminder, the Alleged Oppressive Acts are as follows:

- a. The appointment of INYK to commence Suit 623 and the commencement of Suit 623; and
- b. The appointment of BDO for an assessment of damages exercise.

[27] Having considered the evidence before this court, I am of the view that the plaintiff has failed to show that the Alleged Oppressive Acts were acts of oppression within the meaning of section 346(1) of the CA.

[28] I reached this finding as I found firstly, that the Alleged Oppressive Acts were duly authorised. Secondly, the Alleged Oppressive Acts are



actions taken by Paul and Nicholas and the Companies, after it was discovered, though audits conducted, that Liew had wrongfully accessed and taken confidential documents of the Companies without consent. Liew had also set up Fintree, with its objects and business similar to that of the Companies. In this regard, these Alleged Oppressive Acts were necessary to protect and preserve the interests of the Companies, in a situation where the interests were at stake. I am of the view that they cannot qualify as acts of oppression.

[29] Loh's main argument is that the appointment of INYK and the initiation of Suit 623 were done without authority.

[30] I find his argument erroneous. What Loh seems to have lost sight of is that at the material time, Paul and Nicholas constitute the two-thirds' majority of the board of directors of PNLBS, PNLC, PNLT and SIP and the entire board of directors of Tian An Trading. Paul and Nicholas together also hold 66% of the shares of PNLC, 64% of the shares of PNLBS and PNLT respectively, and 88% of the shares of Tian An Trading. For PNLBS and PNLT, there is also another shareholder, May.

[31] As directors of the Companies, Paul and Nicholas had the power to direct the initiation of proceedings on behalf of and for the benefit of the Companies. This power is set out in section 211 of the CA, which provides:

*“(1) The business and affairs of a company **shall be managed by, or under the direction of the Board.***

*“(2) The Board has **all the powers necessary for managing and for directing and supervising the management of the***



***business and affairs of the company** subject to any modification, exception or limitation contained in this Act or in the constitution of the company.”*

(emphasis added)

[32] Further, the articles of association of the Companies adopted Regulation 73 of Table A of the Fourth Schedule of the Companies Act 1965. Regulation 73 states that:

*“73. The business of the company **shall be managed by the directors** who may pay all expenses incurred in promoting and registering the company, **and may exercise all such powers of the company** as are not, by the Act or by these regulations, required to be exercised by the company in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.”*

(emphasis added)

[33] The decision to initiate litigation is a management decision (see ***Beh Chun Chuan v Paloh Medical Centre Sdn Bhd & Ors [1999] 3 MLJ 262***). The power to make this decision is in line with section 211 of the CA. The management decision once made by the board, cannot be challenged



or questioned by a shareholder. This was clearly established by the Federal Court in ***Tengku Dato' Ibrahim Petra bin Tengku Indra Petra v Petra Perdana Bhd & another appeal [2018] 2 MLJ 177:***

*“[118] To sum up, the modern view of the relationship between shareholders in the general meeting and the board of directors on matters pertaining to management powers of the company has been well summarised by Stephen Bottomley’s *The Constitutional Corporation* at p 82 as follows:*

*Since the 1906 case of ***Automatic Self-Cleansing Filter Syndicate Co Ltd v Cunninghame***, courts in the United Kingdom and Australia have accepted that **where the board of directors is given exclusive powers to manage the corporation then neither individual members nor the general meeting may intervene in or dictate the exercise of that power.** It follows from this that the board of directors is not simply the servant or agent of the general meeting. The board exercises an original grant of power ...*

...

*[120] It is seen from the foregoing discussion that courts in other jurisdictions have consistently taken the view that **shareholders in general meetings may not control the powers of management conferred by the articles of associations on a board of directors:** they can only do so by altering the articles to take away the powers of the board of*



*directors, or, if opportunity arises under the articles, by refusing to re-elect the directors of whose actions they disapprove. Today this principle cannot be disputed. We respectfully agree and we would gratefully adopt this view.*

*[133] At this stage it would be appropriate to provide a summary of the powers of management of the directors of the plaintiff. **Business management control of the plaintiff resides with its directors and not its shareholders. It is clear on principle and on authority that, provided that the act is within the powers delegated to the directors,** the shareholders of the plaintiff in general meeting cannot interfere with or override management decisions its board of directors, even if all shareholders agree.”*

(emphasis added)

[34] Further, section 346 of the CA is not a provision that can be invoked to challenge an executive decision. The Privy Council in ***Re Kong Thai Sawmill*** (supra) held that section 181 of the Companies Act 1965 has no application when those managing a company possess a majority of the voting power and in reliance on that power, make policy or executive decisions, which the complainant does not agree with.

[35] I am also of the view that the commencement of Suit 623 is justified based on the doctrine of agency of necessity, pursuant to which directors are required to act in the best interest of a company. On this, I am guided by ***Avel Consultants Sdn Bhd & Anor v Mohd Zain Yusof & Ors [1984] 1 CLJ (Rep) 482***, where VC George J (as His Lordship then was) held as follows:



*“In my judgment in the absence of express limitations to the contrary, **the managing director of a company has the implied authority to commence legal proceedings in the name of the company.** I would go so far as to say that where the situation is such that the reasonable and prudent course to take was to go to Court then in fact the managing director could be defaulted for not having done so.*

*The position is that in respect of a managing director of a company apart from an implied term in his contractual relationship with the company the **doctrine of Agency of Necessity would impose a duty on him to act on behalf of the company, and if necessary even to commence legal proceedings in the name of the company, to preserve the property of the company.**”*

(emphasis added)

[36] I accept Paul and Nicholas’ reasons not to convene board meetings of the Companies for the purpose of commencement of Suit 623, as the paramount consideration at that point was of total confidentiality, in order not to frustrate the Anton Piller reliefs being sought on an *ex parte* basis. Liew was known to be a close associate of Loh when he was employed by the Companies, and there were suspicions that Loh might have a role in the wrongdoings by Liew and Fintree. The suspicions were proven true when the Anton Piller raid unearthed evidence of Liew accessing, downloading and transferring out the Companies’ confidential information, and Loh being involved with Fintree.



[37] At the material time, the Companies were faced with a situation where the interests of the Companies were at risk, which necessitated actions to be taken to preserve the Companies' interests (see ***Avel Consultants*** (supra)). As Suit 623 was filed to further the interests of the Companies, it would not qualify as "a departure from standards of fair dealing and a violation of conditions of fair play" (see ***Re Kong Thai Sawmill*** (supra)).

[38] On the basis that the commencement of Suit 623 was authorised, the appointment of INYK to commence Suit 623 was also authorised. It is also relevant to add that the appointment of INYK was subsequently ratified by the boards of the Companies.

[39] Moving on to the issue of the appointment of BDO, Loh contended that there is no good reason for the appointment, as Suit 623 and Suit 142 were commenced without authority. He further argued that Suit 142 had already specified the quantum of damages to be claimed, and as such the appointment was not necessary.

[40] I have already established above that the commencement of Suit 623 was done with proper authority. Suit 142, in turn, was expressly authorised, by way of directors' resolutions. Following the commencement of Suit 142, Paul and Nicholas proposed the appointment of an expert (BDO) to assess the losses incurred by the Companies due to the wrongful transfer of documents and diversion of business. The appointment of BDO was also expressly authorised by way of directors' resolutions. For the same reasons that I found the commencement of Suit 623 and the appointment of INYK to be in the best interests of the Companies, I also find that the appointment of BDO was done in the Companies' best



interests. The appointment, being an executive decision of the directors of the Companies, should not be allowed to be challenged by invoking section 346 of the CA.

**E. Decision**

[41] Taking the above considerations into account, I am of the view that the Alleged Oppressive Conducts are not a departure from the standards of fair play or a violation of the conditions of fair play (per ***Re Kong Thai Sawmill*** (supra)). There was sufficient evidence to prove that Liew was involved in plans that would harm the Companies, and that Loh was involved in these plans. Steps taken by Paul, Nicholas and the Companies were in response to these plans involving Loh, and were necessary to protect the interests of the Companies.

[42] I find that no oppressive conduct had been carried out, with the commencement of Suit 623, the appointment of INYK and the appointment of BDO. Nor are these actions conducts that unfairly discriminate against or are prejudicial to Loh.

[43] It is on this basis that I dismissed the originating summons in OS 228, OS 245, OS 246 and OS 247, with costs.



Dated 28 August 2022

- sgd -

**Adlin binti Abdul Majid**  
Judicial Commissioner  
High Court of Malaya  
Commercial Division (NCC6)  
Kuala Lumpur

**Counsel:**

Plaintiff in all actions : Mak Lin Kum (together with John Wong  
Tze Yeong) of Messrs. Syed Ibrahim & Co

1<sup>st</sup> to 4<sup>th</sup> defendants : Yap Boon Hau (together with Yeap Chi  
in OS 228 and Cheng of Messrs. Mah-Kamariyah & Philip  
1<sup>st</sup> to 3<sup>rd</sup> defendants Koh  
in OS 245,  
OS 246 and OS 247

**Legislation referred to:**

Companies Act 2016, sections 211, 346

**Cases referred to:**

*Avel Consultants Sdn Bhd & Anor v Mohd Zain Yusof & Ors [1984] 1 CLJ  
(Rep) 482*

*Beh Chun Chuan v Paloh Medical Centre Sdn Bhd & Ors [1999] 3 MLJ  
262*

*Pan-Pacific Construction Holdings Sdn Bhd v Ngiu-Kee Corporation (M)  
Bhd & Anor [2010] 6 CLJ 721*



*Re Kong Thai Sawmill (Miri) Sdn Bhd & Ors v Ling Beng Sung [1978] 2 MLJ 227*

*Tengku Dato' Ibrahim Petra bin Tengku Indra Petra v Petra Perdana Bhd & another appeal [2018] 2 MLJ 177*



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