



LAWS OF MALAYSIA

REPRINT

Act 548

PERBADANAN PEMBANGUNAN BANDAR (SUCCESSOR COMPANY) ACT 1996

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**PERBADANAN PEMBANGUNAN BANDAR
(SUCCESSOR COMPANY) ACT 1996**

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LAWS OF MALAYSIA**Act 548****PERBADANAN PEMBANGUNAN BANDAR
(SUCCESSOR COMPANY) ACT 1996**

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LAWS OF MALAYSIA**Act 548****PERBADANAN PEMBANGUNAN BANDAR
(SUCCESSOR COMPANY) ACT 1996**

An Act to provide for the vesting of property, rights and liabilities of the Perbadanan Pembangunan Bandar in a company, to make financial arrangements for that company, to provide for matters relating to staff and for other matters connected therewith.

[1 September 1996, P.U. (B) 344/1996]

BE IT ENACTED by the Seri Paduka Baginda Yang di-Pertuan Agong with the advice and consent of the Dewan Negara and Dewan Rakyat in Parliament assembled, and by the authority of the same, as follows:

PART I**PRELIMINARY****Short title**

1. This Act may be cited as the Perbadanan Pembangunan Bandar (Successor Company) Act 1996.

Interpretation

2. In this Act, unless the context otherwise requires—

“appointed date” means the date on which this Act comes into force;

“Corporation” means the Minister of Finance incorporated by the Minister of Finance (Incorporation) Act 1957 [*Act 375*];

“liabilities” means liabilities, debts, charges, duties and obligations of every description (whether present or future, actual or contingent, and whether payable or to be observed or performed in Malaysia or elsewhere);

“Minister” means the Minister for the time being charged with the responsibility for urban development;

“Perbadanan Pembangunan Bandar” means the Perbadanan Pembangunan Bandar established under the *Perbadanan Pembangunan Bandar Act 1971 [*Act 46*];

“property” includes all property, movable or immovable, and all estates, interests, easements and rights, whether equitable or legal in, to or out of property, *choses in action*, money and goodwill;

“rights” means all rights, powers, privileges and immunities, whether actual, contingent or prospective except the right of the Perbadanan Pembangunan Bandar under section 18 of the *Perbadanan Pembangunan Bandar Act 1971;

“successor company” means the company limited by shares incorporated under the Companies Act 1965 [*Act 125*], and named by the Minister in the order under subsection 3(1), to which property, rights and liabilities of the Perbadanan Pembangunan Bandar are transferred and vested in under section 3;

“vested”, in relation to property, includes rights to property which are future or contingent and rights in reversion and remainder;

“vesting date” means the date on which all property, rights and liabilities of the Perbadanan Pembangunan Bandar are transferred to and vested in the successor company as specified by the Minister in the order under subsection 3(1).

* *NOTE*—The Perbadanan Pembangunan Bandar Act 1971 [*Act 46*] has since been repealed by the Perbadanan Pembangunan Bandar (Dissolution) Act 1996 [*Act 547*]*—see* section 3 of Act 547.

PART II

VESTING OF PROPERTY, *ETC.*, IN SUCCESSOR
COMPANY

Vesting

3. (1) The Minister may, by order published in the *Gazette*, appoint a vesting date and on that date, all property, rights or liabilities of the Perbadanan Pembangunan Bandar shall by virtue of this Act be transferred to and vested in the successor company without any conveyance, assignment or transfer whatever.

(2) Every property vested by virtue of subsection (1) in the successor company shall be so vested in the company for the like title or interest as the same was vested or held immediately before the vesting date.

(3) Every *chose in action* vested by virtue of subsection (1) in the successor company may, after the vesting date, be sued on, recovered or enforced by the successor company in its own name and it shall not be necessary for the successor company or the Perbadanan Pembangunan Bandar to give notice to the person bound by the *chose in action* of the vesting effected by subsection (1).

(4) Every right and liability vested by subsection (1) in the successor company may, on and after the vesting date, be sued on, recovered or enforced by or against the successor company in its own name and it shall not be necessary for the successor company or the Perbadanan Pembangunan Bandar to give notice to the person whose right or liability is affected by the vesting under subsection (1).

(5) Any pending legal proceedings by or against the Perbadanan Pembangunan Bandar which relate to any property, right or liability transferred to and vested in the successor company by virtue of subsection (1) may, on and after the vesting date, be continued by or against the successor company.

(6) In the case of rights and liabilities arising under any loans which vest in the successor company on the vesting date, the successor company may enter into such arrangements or agreements over such rights and liabilities with the Government or any third party.

(7) On and after the vesting date, any agreement relating to any property, rights and liabilities transferred to and vested in the successor company under subsection (1) to which the Perbadanan Pembangunan Bandar was a party immediately before the vesting date, whether in writing or not, and whether or not of such a nature that rights and liabilities thereunder could be assigned by the Perbadanan Pembangunan Bandar, shall have effect as if the company had been a party to the agreement.

(8) For the avoidance of doubt, the transfer to and vesting of rights in the successor company under subsection (1) shall not include the transfer and vesting of the right of the Perbadanan Pembangunan Bandar under section 18 of the *Perbadanan Pembangunan Bandar Act 1971.

Initial Government holding in the successor company

4. (1) As a consequence of the vesting in the successor company of the property, rights and liabilities under section 3, the successor company shall issue such securities of the company as the Minister of Finance may, after consultation with the Minister, from time to time direct, to the Corporation.

(2) Securities required to be issued in pursuance of this section shall—

- (a) be issued or allotted at such times and on such terms, as to allotment, as the Minister of Finance may, after consultation with the Minister direct;
- (b) be of such nominal value as the Minister of Finance may direct; and
- (c) be issued as fully paid and treated for the purposes of the Companies Act 1965 as if they had been paid up by virtue of the payment to the successor company of their nominal value.

(3) The Minister of Finance may, after consultation with the Minister, dispose of any securities issued or of any rights to securities initially allotted to the Corporation in pursuance of this section.

(4) Any dividends or other sums received by the Corporation in right of, on the disposal of or otherwise in connection with, any securities or rights acquired by virtue of this section shall be paid into the Consolidated Fund.

*NOTE—The Perbadanan Pembangunan Bandar Act 1971 [Act 46] has since been repealed by the Perbadanan Pembangunan Bandar (Dissolution) Act 1996 [Act 547]—see section 3 of Act 547.

Government investment in securities of the successor company

5. (1) The Minister of Finance may, after consultation with the Minister, at any time, acquire—

- (a) securities of the successor company or of any subsidiary of the successor company; or
- (b) rights to subscribe for any such securities.

(2) The Minister of Finance may, after consultation with the Minister, dispose of any securities or rights acquired under this section.

(3) Any expenses incurred by the Corporation in consequence of the provisions of this section shall be treated as investments and be authorized under subparagraph 8(3)(a)(iv) of the Financial Procedure Act 1957 [Act 61].

(4) Any dividends or other sums received by the Corporation in right of, on the disposal of or otherwise in connection with, any securities or rights acquired under this section shall be paid into the Consolidated Fund.

(5) Stamp duty shall not be chargeable in respect of any increase in the capital of the successor company which—

- (a) is effected by the issue of shares allotted at a time when the successor company was wholly owned by the Government; and
- (b) is certified by the Treasury as having been effected by the issue of shares subscribed for by the Minister of Finance under paragraph (1)(a).

Exercise of the Minister of Finance's functions through nominees

6. (1) The Minister of Finance may, after consultation with the Minister, appoint such persons as he thinks fit to act as his nominees for the purposes of section 4 or 5 and—

- (a) securities of the successor company may be assigned under section 4 to any nominee of the Minister of Finance appointed for the purposes of that section or to any person entitled to require the issue of the securities following their initial allotment to any such nominee; and

(b) any such nominee appointed for the purposes of section 5 may acquire securities or rights in accordance with that section.

(2) Any person holding any securities or rights as a nominee of the Minister of Finance by virtue of subsection (1) shall hold and deal with them on such terms and in such manner as the Minister of Finance may direct.

Financial structure of the successor company

7. (1) If the Minister of Finance, after consultation with the Minister, so directs, at any time before the successor company ceases to be wholly owned by the Government, such sum as may be specified in the direction but not exceeding the accumulated realized profits of the Perbadanan Pembangunan Bandar, shall be carried by the company to a reserve, which in this section is referred to as “the statutory reserve”.

(2) The statutory reserve may only be applied by the successor company in paying up unissued shares of the company to be allotted to members of the successor company as fully-paid bonus shares.

(3) For the purposes of any statutory accounts of the successor company, the value of any asset or right or the amount of any liability of the Perbadanan Pembangunan Bandar, taken to have been vested in the successor company by virtue of section 3 shall be taken to be the value or, as the case may be, the amount assigned to the asset, right or liability in the statement of accounts prepared by the Perbadanan Pembangunan Bandar, in respect of the last complete accounting year of the Perbadanan Pembangunan Bandar, ending before the vesting date.

(4) For the purposes of any statutory accounts of the successor company, the amount to be included in respect of any item shall be determined as if anything done by the Perbadanan Pembangunan Bandar, whether by way of acquiring, revaluing or disposing of any asset or incurring, revaluing or discharging any liability, or by carrying any amount to any provision of reserve, or otherwise, had been done by the successor company.

(5) Without prejudice to the generality of the provision of subsection (4), the amount to be included from time to time in any reserve of the successor company as representing its accumulated realized profits shall be determined as if any profits realized and retained by the Perbadanan Pembangunan Bandar, had been realized and retained by the successor company.

(6) References in this section to the statutory accounts of the successor company are references to any accounts prepared by the successor company for the purposes of any provision of the Companies Act 1965.

(7) For the purposes of this section, “complete accounting year” means an accounting year ending on 31 December or a period to be determined by the Minister of Finance.

PART III

PROVISIONS RELATING TO STAFF

Staff

8. (1) The successor company shall accept into its employment on a date to be appointed by the Minister by notification in the *Gazette* every person who immediately before that date is a member of the staff of the Perbadanan Pembangunan Bandar and who was given an option by the Perbadanan Pembangunan Bandar and has opted to serve as an employee of the successor company.

(2) Every such person who opts under subsection (1) to serve as an employee of the successor company shall be employed by the successor company on terms and conditions of service not less favourable than the terms and conditions of service to which he was entitled to immediately before the appointed date.

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LIST OF AMENDMENTS

Amending law	Short title	In force from
	- NIL -	

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LIST OF SECTIONS AMENDED

Section	Amending authority	In force from
	- NIL -	
