Syllabus and study guide

Business Law Malaysia (K3 MYS)



September 2027 to March 2028

Designed to help with planning study and to provide detailed information on what could be assessed in any examination session.

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1. Overall aim of the syllabus

The overall aim of the syllabus is to develop knowledge and understanding of the general legal framework, and of specific legal areas relating to business, recognising the need to seek further specialist legal advice where necessary.

2. Introduction to the syllabus

The syllabus for K3 MYS, Business Law, starts with an introduction to law and the Malaysia legal system such as types of law, the court system and sources of law. It then leads into the area of contract law which underpins business transactions.

The syllabus then covers a range of specific legal areas relating to various aspects of business of most concern to accounting and finance professionals: employment law and business and company law. These laws include the formation and constitution of companies, capital and the financing of companies, and the management and administration of companies. The syllabus also covers insolvency law.

Next aspects of corporate fraudulent and criminal behaviour relevant to accounting and finance professionals are covered including insider dealing, money laundering, bribery and corruption, cybercrime, and fraudulent and wrongful trading.

The syllabus concludes with a focus on intellectual property law.

3. Main capabilities

On successful completion of this exam, candidates should be able to:

- Understand the Malaysia legal system and different types of law
- Explain contract law, including the formation of contract and breach of contract
- Understand employment law, including the contract of employment, and dismissal and redundancy
- Understand specific legal areas relating to business law and company law, including agency law and partnerships, the formation and constitution of companies, the financing and capital of companies, the management and administration of companies and legal aspects of insolvency law
- Understand corporate fraudulent and criminal behaviour relevant to accounting and finance professionals, including insider dealing, money laundering, bribery and corruption, cybercrime, and fraudulent and wrongful trading
- Explain intellectual property law, which includes the protection of intellectual property

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4. Intellectual levels

This course of study assesses both knowledge and skills within an accounting or business context. The assessment of knowledge is denoted by a superscript ^{K} and the assessment of skills is denoted by the superscript ^{S} shown at the end of each learning outcome.

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5. The syllabus

A The Malaysian legal system

1. Law and the legal system
2. Sources of law

B Contract law

1. Formation of a contract
2. Content of contracts
3. Discharge of contract, breach of contract and remedies

C Employment law

1. Contract of employment
2. Dismissal and redundancy

D Business and company law

1. Agency law and partnerships
2. Corporations and legal personality
3. The formation and constitution of companies
4. Capital and the financing of companies
5. The management and administration of companies

E Insolvency law

1. Winding up of companies and alternatives to winding up

F Corporate fraudulent and criminal behaviour

1. Insider dealing and market abuse
2. Money laundering
3. Bribery and corruption
4. Computer misuse and cybercrime
5. Fraudulent and wrongful trading

G Intellectual property law

1. The protection of intellectual property

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6. Detailed study guide

A The Malaysian legal system

1. Law and the legal system

a) Explain the definition of law and types of law.[K]

b) Explain the reception and application of English Law in Malaysia.[K]

c) Explain the hierarchy, structure and operation of the courts.[K]

2. Sources of law

a) Explain the various sources of law in Malaysia.[K]

b) Explain what is meant by case law and precedent, including the importance and operation of the doctrine of binding judicial precedent.[K]

c) Explain legislation and delegated legislation, including the advantages and disadvantages of delegated legislation.[K]

B Contract law

1. Formation of a contract

a) State the elements of a simple contract.[K]

b) Explain the fundamental rules governing an offer, including the differences between an offer and an invitation to treat.[S]

c) Explain the fundamental rules governing acceptance.[S]

d) Explain the meaning of, and the need for, consideration and the exceptions to the need for consideration.[S]

e) Explain adequacy and sufficiency of consideration.[S]

f) Explain the doctrine of privity of contract.[S]

g) Explain the concept of intention to create legal relations and the relevant presumptions that apply.[S]

h) Explain the concept of capacity to contract and the effect of contracts entered into by those without such capacity.[S]

i) Explain the factors which may vitiate the validity of a contract.[S]

2. Content of contracts

a) Explain terms and representations.[K]

b) Define the various contractual terms and explain their effect.[K]

c) Explain exclusion clauses, their nature, effect and control.[S]

3. Discharge of contract, breach of contract and remedies

a) Explain the ways in which a contract may be discharged.[S]

b) Explain the meaning and effect of a breach of contract.[S]

c) Explain the remedies for breach of contract, including equitable remedies, and their effect.[S]

C Employment law

1. Contract of employment

a) Explain the differences between employees and the self-employed and explain the difference between a contract of service and a contract for services.[S]

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b) Explain the main rights and duties placed on the employer and employee under statute.[S]

2. Dismissal and redundancy

a) Explain the concepts of termination, dismissal, redundancy and lay-off, including constructive dismissal.[S]

b) Explain the remedies available to those who have been unjustifiably dismissed.[S]

D Business and company law

1. Agency law and partnerships

a) Define the role of the agent and illustrate such relationships with examples, paying particular regard to partners and company directors.[S]

b) Explain the formation and termination of the agency relationship.[S]

c) Define the authority of the agent.[S]

d) Explain the rights, duties and liabilities of a principal and an agent.

e) Summarise the legislation governing a conventional partnership and a limited liability partnership.[K]

f) Explain the formation of both a conventional partnership and a limited liability partnership.[S]

g) Explain the nature of the relationship among partners and their duties towards one another in a conventional partnership.[S]

h) Explain the authority of partners in relation to partnership activity in a conventional partnership.[S]

i) Explain the liability of various partners for partnership debts and liabilities in a conventional partnership.[S]

j) Explain the termination of a conventional partnership.[S]

k) Explain the fundamental characteristics of a limited liability partnership e.g., separate legal personality and limited liability.[S]

2. Corporations and legal personality

a) Summarise the differences between companies, conventional partnerships, limited liability partnerships and sole proprietorships.[K]

b) Explain the different types of companies, especially public and private companies.[K]

c) Explain the effect of separate legal personality and explain instances where separate personality will be ignored (lifting the veil of incorporation).[K]

3. The formation and constitution of companies

a) Describe the procedure for registering companies, both public and private.[K]

b) Describe the statutory books, records and returns that companies must keep or make.[K]

c) Explain the constitution of a company and the need for it, if any.[S]

d) Explain the legal effect of a company's constitution.[S]

e) Explain the alteration of the constitution of a company (including the restrictions on such alteration).[S]

4. Capital and the financing of companies

a) Summarise the different types of capital.[K]

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b) Summarise the differences between various classes of shares.[K]

c) Explain the procedure for altering class rights and the protection afforded to holders of class rights.[S]

d) Explain allotment of shares and the differences between a rights issue and a bonus issue of shares.[S]

e) Explain the meaning of loan capital and debentures.[S]

f) Summarise the differences between loan capital and share capital.[S]

g) Explain the concept of a company charge and summarise the difference between fixed and floating charges.[S]

h) Describe the need, and procedure, for registering company charges, including the effect of the certificate of registration.[S]

i) Explain the effect of non-registration of registrable charges.[S]

j) Explain the doctrine of capital maintenance.[S]

k) Explain how a company may effect a reduction of capital.[S]

l) Explain the prohibition on the power of companies to purchase their own shares and to give financial assistance for the purchase of their own shares and the exceptions to it.[S]

m) Explain the rules governing the distribution of dividends.[S]

5. The management and administration of companies

a) Explain the role of directors in the operation of a company, and the different types of directors, such as executive/non-executive directors and *de jure, de facto* and shadow directors.[S]

b) Explain the ways in which directors are appointed, the restrictions on appointment of directors, qualifications and disqualifications of directors, the ways in which they can lose office and in particular, the procedure for removal of directors and their rights upon removal.[S]

c) Summarise the differences between the powers of the board of directors, the managing director/chief executive officer, and individual directors to bind their company.[S]

d) Explain the following in relation to directors:[S]

(i) the fiduciary duties, including duties of disclosure, and the duties of care, skill and diligence which directors owe to their companies under common law and statute.
(ii) the application of the business judgement rule.
(iii) the prohibition on companies giving loans to directors and connected persons and the exceptions thereto.
(iv) the statutory rules which regulate substantial property transactions between directors and their companies.

e) Explain the qualifications and the procedure for the appointment of a company secretary, the duties and powers of a company secretary, and when a person may be disqualified to act as a company secretary.[S]

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f) Explain the appointment, including qualifications and disqualifications, and removal procedure relating to company auditors and their duties and powers.[S]

g) Explain the duty of care of accountants and auditors and their potential liabilities in negligence.[S]

h) Summarise the differences between the types of company meetings.[K]

i) Summarise the differences between the different types of company resolutions.[S]

j) Explain the procedure for calling and conducting company meetings.[K]

k) Explain members' rights in company meetings, including rights in relation to convening a meeting and appointing a proxy, and the rights of a proxy in a meeting.[K]

E Insolvency law

1. Winding up of companies and alternatives to winding up

a) Explain the meaning of, and procedure involved in, voluntary winding up, including when winding up is deemed to have commenced and the effects of the commencement.[S]

b) Explain the meaning of, and the procedure involved in, compulsory winding up, including who may petition for a compulsory winding up, the grounds for the petition, when a compulsory winding up is deemed to have commenced and the effects of a commencement of a compulsory winding up, and a winding up order of the court.[S]

c) Explain the order in which company debts will be paid off on winding up.[S]

d) Explain the importance and application of schemes of arrangement and reconstructions under statute as an alternative to winding up, including the corporate rescue schemes, namely the corporate voluntary arrangement and judicial management.[S]

F Corporate fraudulent and criminal behaviour

1. Insider dealing and market abuse

a) Explain the nature of, and legal control over, insider trading under statute.[S]

b) Explain the nature of, and legal control over, market abuse.[S]

2. Money laundering

a) Explain the nature of, and legal control over, money laundering.[S]

3. Bribery and corruption

a) Explain the nature of, and legal control over, bribery and corruption.[S]

4. Computer misuse and cybercrime

a) Explain the nature of, and legal control over, computer misuse and cybercrime.[S]

5. Fraudulent and wrongful trading

a) Explain the nature of, and legal control over, fraudulent and wrongful trading.[S]

b) Explain potential criminal activity in the operation, management and winding up of companies.[S]

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G Intellectual property law

1. The protection of intellectual property

a) Explain intellectual property rights, including copyright, patents, trademarks, designs and the law of passing off.[S]

b) Explain the remedies for the unlawful use of intellectual property.[S]

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7. Reading list

Ashgar Ali Ali Mohamed & Muhamad Hassan Ahmad, Company Law in Malaysia, (2025) (Sweet & Maxwell)

Walter Woon, Companies Act of Malaysia - An Annotation (2024 Desk Edition) (LexisNexis)

Loganathan Krishan *et al*, Principles of Business and Corporate Law, 4th ed., (2022), (Wolter Kluwer)

Chan Wai Meng, Essential Company Law in Malaysia (2021), 2nd ed., (Sweet & Maxwell)

Shanthy Rachagan, Anil Joshi & Sujata Balan, Concise Principles of Malaysian Company Law (2021) (Lexis Nexis)

Aiman Nariman & Effendy Othman, Malaysia Company Law: Principles and Practices, 3rd ed., (2021) (Wolters Kluwer)

Ambika T Singam & Cheryl Nicholson, Essentials of Business Law, (2022) (CLJ Publications)

Lee Mei Pheng & Ivan Jeron Detta, Business Law, 3rd ed., (2018) (Oxford University Press)

8. Approach to examining the syllabus

The syllabus is assessed by a two-hour computer-based examination.

The examination will consist of 50 two-mark multiple choice questions (MCQs).

All questions are compulsory.

9. Guide to ACCA examination structure and delivery mode

The structure of examinations varies, depending on the level of the qualification.

The Knowledge examinations contain 100% compulsory questions to encourage candidates to study across the breadth of each syllabus.

All Knowledge examinations are assessed by two-hour computer-based examinations.

The pass mark for all Knowledge examinations is 50%.

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10. Guide to ACCA examination assessment

ACCA reserves the right to examine anything contained within the study guide at any examination session. This includes knowledge, techniques, principles, theories, and concepts as specified.

For specified financial accounting, audit and tax examinations, except if indicated otherwise, ACCA will publish examinable documents once a year to indicate exactly what regulations and legislation could potentially be assessed within identified examination sessions. Regulation issued, or legislation passed on or before 31 August annually, will be assessed from 1 September of the following year to 31 August of the year after. Please refer to the examinable documents for the exam (where relevant) for further information.

For most examinations (not tax), regulation issued or legislation passed in accordance with the above dates may be examinable even if the effective date is in the future. The terms 'issued' or 'passed' relate to when regulation or legislation has been formally approved.

The term 'effective' relates to when regulation or legislation must be applied to entity transactions and business practices.

The study guide offers more detailed guidance on the depth and level at which the examinable documents will be examined. The study guide should therefore be read in conjunction with the examinable documents list, where applicable.

For K3 MYS all regulations and legislation issued by the 31 May will be examinable in the following June, September, December and March.

Note: for this syllabus and study guide all regulations and legislation issued by 31 May 2026 will be examinable from September 2027 to March 2028.

11. Learning hours and education recognition

The ACCA Qualification does not prescribe or recommend any particular number of learning hours for examinations because study and learning patterns and styles vary greatly between people and organisations. This also recognises the wide diversity of personal, professional and educational circumstances in which ACCA candidates find themselves.

As a member of the International Federation of Accountants, ACCA seeks to enhance the education recognition of its qualification on both national and international education frameworks, and with educational authorities and partners globally. In doing so, ACCA aims to ensure that its qualifications are recognised and valued by governments and regulatory authorities and employers across all sectors. To this end, ACCA qualifications are currently recognised on the educational frameworks in several countries. Please refer to your national education framework regulator for further information about recognition.

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