IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

[1993] SGHC 212

OP 72/1992, SIC 4717/1993

Between

In the Matter of La Mar Diamant (Overseas) Pte Ltd

… *Plaintiff*

And

In the Matter of Section 216 of the Companies Act (Cap 50)

… *Defendant*

GROUNDS OF DECISION

Version No 1: 11 Sep 2026 (01:05 hrs)

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In the Matter of La Mar Diamant (Overseas) Pte Ltd v In the Matter of Section 216 of the Companies Act (Cap 50)

[1993] SGHC 212

OP 72/1992, SIC 4717/1993
Lim Teong Qwee JC
10 September 1993

1 **Judgment:**

2 Coram: Lim Teong Qwee JC

3 GROUNDS OF DECISION

4 This is an application by the petitioner for extension of time (until after the final disposal of the appeal in Civil Appeal No 35 of 1993) in respect of prayer 3 of the order of court dated 22 February 1993. Paragraphs 2 and 3 of that order provide:

5 "2. The Respondent shall purchase from the Petitioner the 20,750 shares of the Petitioner based on the net tangible asset backing of the share as valued by an independent firm of accountants in which valuation the Respondent's past salary shall not be taken into account as an expense of the company, the costs of such valuation to be borne by the Respondent and the company in equal shares;

6 3. the valuation of the shares and the buying out by the Respondent shall be completed within 180 days;"

7 The parties were given liberty to apply. I was told that the last day for completion was the next day 19 August 1993.

8 On 19 March 1993 the parties were before the court again and after hearing counsel for the parties it was ordered that:

9 "1) The Order of Court dated 22nd February 1993 will not be varied.

10 5) The Respondent inform the Petitioner on or before 31st March 1993 whether to accept Abdul Hamid & Co, an (sic) independent valuers of the share (sic) and if not then to put forward alternative appointees and particulars as to their expertise and fees.

11 7) The valuation of the shares would be as at 22nd February 1993."

12 Again the parties were given liberty to apply.

13 In the affidavit of Michael C Kor filed in support of the application before me no reference is made to para 5 of the order of 19 March 1993 or of any action taken to comply with the order of 22 February 1993. Mr Tan for the respondent said that he had written to the petitioner's solicitors in compliance with para 5 of the order of 19 March 1993 but had not received any reply. Mr Kor for the petitioner said he had orally informed the respondent's solicitors that the alternative put forward was not acceptable but admitted that he had not put forward any alternatives. He said the petitioner was resident in Italy and had only arrived in Singapore 2 weeks previously. There was no explanation as to

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why no action had been taken since 19 March 1993 to comply with the order of 22 February 1993.

14 In the petition the petitioner claimed:

15 "(3) An order that the Respondent buy back the Petitioner's shares for the consideration of S$7.00 per share or the lump sum of Italian Lit (sic) 109 million whichever is more. Alternatively, an order that the Petitioner be entitled to sell his said shares in the company to a third party at the best or market price available, and that the Respondent be ordered to effect transfer of the said shares accordingly."

16 and other reliefs. The order of 22 February 1993 gave the petitioner substantially what he claimed and what he claimed was that he could sell the shares. The order fixed the value to be ascertained by a valuer as the price to be paid and the order of 19 March 1993 fixed the value as at 22 February 1993. Whether the shares were valued within 180 days of 22 February 1993 or after the hearing of the appeal the value as at 22 February 1993 in accordance with the order of 22 February 1993 cannot be but the same. If on appeal the consideration for the shares is fixed at $7 each (and assuming that this is more than what a valuer may determine to be the value) a further sum will have to be paid by the respondent to the petitioner. There is no material before the court to suggest that in such event the respondent would be unable to comply with an order for payment of the excess. Proceeding with the valuation and sale of the shares will not nullify the purpose of the appeal as contended by Mr Kor in para 5 of his affidavit.

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17 There were no grounds to support the application for extension of time and I dismissed it with costs.

Lim Teong Qwee JC

Michael Kor for the petitioner
Tan Jee Ming for the respondent

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