IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

[1989] SGHC 35

App in DC Suit 8893/1987

Between

Philips Singapore Pte Ltd

… *Appellant*

And

Han Jong Kwang
Another

… *Respondent*

GROUNDS OF DECISION

Partnership — Partners and third parties; Words and Phrases

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

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Philips Singapore Pte Ltd v Han Jong Kwang and Another

[1989] SGHC 35

App in DC Suit 8893/1987
Chan Sek Keong J
07 April 1989

1 Cur Adv Vult

2 This is an appeal by the second defendant against the decision of the deputy registrar of the district court giving leave to the plaintiffs to enter final judgment in the sum of $13,969 being the balance payable for goods sold and delivered by the plaintiffs to the partnership firm of HP Electronics Centre, from 3 April 1987 to 28 May 1987.

3 The second defendant`s defence was that he was not liable for goods sold and delivered after his retirement from the partnership on 9 May 1987 and that he had caused particulars of his retirement to be registered in the Registry of Businesses. A copy of a document called Instant Information Service obtained in May 1988 was produced but there was no evidence as to when the particulars were lodged. The deputy registrar found that the plaintiffs had no actual notice of the second defendant`s retirement and this finding was not challenged.

4 Accordingly, the only issue before me was whether registration of the retirement of a partner under s 12(1) of the Business Registration Act (Cap 32)

constituted constructive notice to the plaintiffs. Counsel for the plaintiffs referred me to four local decisions which he contended had settled the point in his clients` favour, viz ***Re Siew Inn Steamship Co*** [1934] MLJ 180 , ***Re Chop Yew Seong*** [1958] MLJ 239 , ***Hup Aik Tin Mining Co v Kam Hoy Trading*** [1969] 1 MLJ 93 and ***Tan Sin Moh v Lebel*** [1988] 2 MLJ 51 . Having examined these decisions, I find that none of them was directly concerned with the point in issue. In ***Re Siew Inn Steamship Co*** [1934] MLJ 180 the effect of registration under legislation corresponding to the existing statute was not in issue; the question there was whether the creditor had actual knowledge of the retirement of the relevant partner. In ***Re Chop Yew Seong*** [1958] MLJ 239 the retiring partner had apparently informed the Registrar of Businesses but the retirement was not recorded by the registry officials. In ***Hup Aik Tin Mining*** [1969] 1 MLJ 93 the retiring partner had signed the form of withdrawal to a new partner who had purchased his share but the latter did not send in the said form for registration. In ***Tan Sin Moh*** [1988] 2 MLJ 51 the withdrawal form had been sent to the Registry of Businesses but his retirement was recorded as being with effect from 23 August 1978 instead of 1 February 1976. In each of the last three cases referred to, the creditors were able to rely on the register itself as evidence that each of the relevant defendant was a partner of the firm.

5 However, there is a statement in ***Hup Aik Tin Mining*** [1969] 1 MLJ 93 to support the plaintiffs` argument. There, Barakbah LP said:

> *Even if the forms were received by the registrar, in my view, the plaintiffs should have been given notice of the withdrawal by the defendants, and there was no evidence to this effect.*

6 I agree with his statement of the law. It is consistent with s 36(1) of the UK Partnership Act 1890 which provides that:

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> *Where any person deals with a firm after a change in its construction he is entitled to treat all apparent members of the old firm as still being members of the firm until he has notice of the change.*

7 The expression `apparent` in s 36(1) does not apparently mean apparent from any statutory record kept in accordance with legislation corresponding to the Business Registration Act but apparent in contrast to a dormant partner. Before partnerships were required to be registered, a dormant partner, who had retired, was not liable for the debts of the partnership accruing after his retirement even though he had taken no steps to inform third parties who were dealing with the partnership. The reason was that he had never been known as a partner to such third parties. The statutory requirement of registration would make it difficult for a dormant partner to plead that he is not known as a partner but it would not make it easier for an apparent partner to plead that registration of the fact of his retirement is notice to third parties who deal with the partnership. In my view, third parties who have dealt with an apparent partner is not deemed to have notice of his retirement by the mere fact of his having notified his retirement in the Register of Businesses.

8 The appeal was dismissed with costs.

9 ***Appeal dismissed.***

Chan Sek Keong J

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Francis Teoh for the second defendant/appellant
Sin Lye Kuen for the plaintiffs/respondents

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