



**SCHOOL OF LAW**

**NLLB302: COMPANY LAW**

**END OF FIRST SEMESTER EXAMINATIONS**

**NOVEMBER 2025**

**LECTURER: DR SIPHETHILE PHIRI**

**DURATION: 3 HRS**

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**INSTRUCTIONS**

- 1. Answer four questions - Question 1 is compulsory.**
- 2. This exam carries a total of 100 Marks.**
- 3. You are encouraged to provide appropriate references where necessary in your answers.**

## **SECTION A**

### **THIS SECTION IS COMPULSORY**

#### **Question 1**

LuxeGlow Skincare Ltd is a well-established skincare brand in Uganda and Ethiopia, known for its minimalist black-and-gold packaging and the slogan “Naturally Radiant.” It has been operating for over 10 years and has built a strong reputation among consumers for its premium organic skincare products. The company owns no registered trademark for the slogan, but it has consistently used it across its website, advertisements, and packaging. Recently, a new company, GlowLuxe Skincare Ltd, entered the market, selling similar organic skincare products. GlowLuxe uses a packaging design that also features a minimalist black-and-gold theme and uses the slogan “Radiantly Natural” in its marketing. Its products have appeared in retail outlets and online platforms used by LuxeGlow. LuxeGlow claims that customers have been confused and that several complaints have been made by consumers who believed GlowLuxe’s products were associated with or made by LuxeGlow. LuxeGlow is considering taking legal action against GlowLuxe.

On what basis will LuxeGlow institute such action, and is there any prospect of success in such an action? Discuss, referring to relevant authority. [25

**marks]**

#### **Question 2**

Discuss the meaning of the ‘company’ in the context of the duty of directors to act in the best interests of the company. [25 marks]

## **SECTION B (ANSWER ANY TWO QUESTIONS FROM THIS SECTION)**

#### **Question 3**

With reference to authority, discuss any two theories of corporate personality. [25

**marks]**

#### **Question 4**

ZhingZhangTech Solutions Ltd is a multinational corporation headquartered in Mutare, Zimbabwe, that manufactures batteries for electric vehicles. As part of its business model, ZhingZhangTech sources raw materials such as lithium and cobalt from its mine in Phenalonga. Although ZhingZhangTech markets itself as a champion of sustainability and publishes annual ESG reports, recent investigations have raised serious concerns. Several

non-governmental organisations have accused the company of using child labour and operating in hazardous and exploitative conditions. The environmental protection groups have accused ZhingZhangTech of contributing to severe water depletion and ecosystem damage due to its lithium extraction practices.

ZhingZhangTech has been taken to court on the corporate citizen question. In its response, ZhingZhangTech states that, as a multinational company, its primary objective is to make profits for the shareholders. Other concerns, such as environmental concerns, are a bonus.

Discuss the prospects of success of the ZhingZhangTech company in court. **[25 marks]**

### **Question 5**

Shell and Nyasha intend to register a private company in Zimbabwe with the name “Reserve Bank Financial Holdings (Private) Limited.” They submit an application for name reservation to the Registrar of Companies. However, the Registrar rejects the name. Shell and Nyasha argue that the name reflects the nature of their financial consultancy services and should be accepted. Separately, they also submit another application to register a company under the name “Zim Presidential Ventures (Pvt) Ltd,” which is also rejected.

Advise Shell and Nyasha on the legal principles governing company names under Zimbabwean company law and the remedies available to them, if any.  
**[25 marks]**

**END OF EXAMINATION**