INDEX

Ahold, 4, 14
Allied Irish Bank, 58
Agency for Financial and Development
Supervision (BPKP), 192
analysts
salary, 10
annual general meetings
dispensing with, 264
notice, 120
annual reports
printed, 106
Anderson, 14
Anti-M onopoly Law, 175
Arthur Andersen, 14
Asian Bond Market Fund, 74
Asian Development Bank (ADB), 186,
188
Asian financial crisis
banks, impact on, 60–62
corporate governance, motivation
for, xxiii
corporate governance, weak, 39
policymakers, response of, 62–64
Asian Roundtable on Corporate
Governance, 46
asset management companies, 63, 64,
69–71, 142, 229
asset protection provisions, 123
audit committees, 86, 130, 254
function, 131
Thailand, in, 233
audit companies
increasing revenues, 3
audit firm
rotation, 193
auditors
compliance with approved standards,
112
duty to report defect, 108
external, 137, 138
independent and external, 107, 108,
260
penalty for breach of duty, 108
warning letters, 192
watchdogs, as, 138, 139
auditor's report, 107
audit partner
rotation, 193
audits
exemption for certain companies,
263, 264
Vietnam, 367
Australia
Code of Corporate Governance, 243
award of damages
  statutory derivative actions, 45

back-door listing
  abuse of minority, 135
Bangko Sentral ng Pilipinas (BSP),
  316
  reporting quality of bank's assets,
  318
Bank for International Settlements, 66
banking reforms, xxvi
Bank Indonesia promissory notes, 160
banking crises
  cost, 55
Bank Negara Malaysia, 141
  directives, 152
  Loan Monitoring Unit, 142
bankruptcy reforms
  Indonesia, 193–95
banks
  agency costs, 329
  borrowed funds, 60
  capital adequacy, 65
  capital to assets, percentage of, 61
  consolidation, speed of, 77
  corporate governance, 51
  debt-to-equity ratio, 176
  detection of problems, timely, 73
  fee based services, 77
  loan portfolios, difficulty in
    assessing, 58, 69
  non-performing loans, 62, 69, 70
  number and concentration, 76
  problems facing, 52
  recapitalization, 63, 79
  transparency, lack of, 69
Bapepam, 184
Barings Bank, 58
Barings plc, 39
Bassel II Accord, 66
  implementation, 65, 79
best practices
  Malaysia, 89
Best Practice Guidelines for Audit
  Committee, 225
board committees, 130, 131, 253, 307
board of directors
  access to information, 252
  accountability, 308
  composition, 129, 172, 248, 305
  duties, 306
  effectiveness, 247
  election, 231
  innovation, 10
  shareholders' right to elect, 39
  structure, 129
Boeing, 4
bond markets
  development, 74
borrowers
  small, 142, 143
  bribery activities, 33
  Indonesian courts, 195
business elite
  involvement in politics, 18
business judgment rule, 257, 258
Cadbury Committee, 85
Cadbury, Sir Adrian, 244
California Public Employee Retirement
  System (CalPERS), 216, 343
Capital Markets Development Council, 301
capitalist multilateral system
  pressure on governments, xxiii, xxiv
Central Bank Act, 316
Central Bank of The Philippines
  (Bangko Sentral ng Pilipinas), 300
Central Monetary Authority, 300
Chiang Mai Accord, 79
Chief Executive Officer
  separate from Chairman, 251
Chinese Indonesians
  role, 165
Citibank, 5
civil law tradition  
Indonesia, 185  
class action lawsuits, 47  
Code of Corporate Governance  
(Philippines)  
definitions, 303  
independent directors, 304  
Code for Good Corporate Governance, 180  
Code of Best Practices for Directors of  
Listed Companies, 225  
Code on Takeovers and Mergers  
Malaysia, 89, 103, 148  
Combined Code of Corporate  
Governance, 243  
common law  
creating company law, 38  
derivative action, 44  
remedies for shareholders, 125, 126  
companies  
control, separation of, 20, 21, 202  
listed, see listed companies  
one director allowed, 263  
ownership, concentration of, 19, 32  
Companies Commission of Malaysia, 86, 91, 103  
enforcing shareholders’ rights, 127, 128  
company law  
common law, creation of, 38  
company secretaries, 136, 137  
professional qualification not  
needed, 263  
compensation  
claiming, 237  
Computer Associates, 14  
conflicts of interests  
directors, 114, 115  
connected lending, 207  
connected transactions, 234  
consent to act  
directors, 255  
consolidated accounts, 108  
Continuing Education Programme, 91  
Cooperative Code, 315  
Cooperative Development Authority  
Act, 315  
core corporate law, 103  
corporate debt restructuring  
committee, 141  
corporate abuses,  
corporate elite  
access to state facilities, 187, 206  
corporate governance  
administrative approach, drawbacks  
of, 220  
alternative model, xxv  
Anglo-American model, 196  
banks, in, 59  
corporate culture as a catalyst, 308, 309  
cultural dimension, 93  
definition, xx, xxii, 244, 352  
economic dimension, 93, 94  
employment generation, importance  
in, 167  
extecuting, problems with, 11  
framework for banks, 315, 316  
gender related issues, 329  
global view, xxiv  
improving standards, 48  
inner value system, 12  
measuring performance, 24  
performance, 23  
perspectives, 356  
Philippines, in, 299–313  
political institutions, xxv  
politicization, xxvii, 183  
principles, xxii  
progressive policies, 359  
ranking, 208  
ratings, 24, 25  
regulatory framework in Malaysia, 86, 87  
share price performance, 24, 25  
social dimension, 93, 94
Southeast Asia, in
- motives, xxiii
Corporate Governance Centre, 224, 224
training programmes, 226
Corporate Governance Self-Rating Form, 311
corporate governance theories
  agency theory, 354
  stewardship theory, 355
corporate ownership
  Asian companies, 20
corporate power
  abuse, 39
corporations
  relationship with society, xxi
  corruption, 32, 163, 164, 165
detrimental effects, 164
cost of capital
financial intermediaries, 72
Council of Corporate Disclosure and Governance, 246
establishment, 258, 259
court rulings
remunerations of CEO's, 8
courts
  bribery and intimidation, 195
  slow to interfere with director's commercial decision, 257
Credit Lyonnais Securities Asia (CLSA), 24
basis of scores, 196
Emerging Markets, 180, 181, 186
creditors
governance by, 139, 140
Credit Suisse First Boston (CSFB), 5
Danaharta, 142
debt
  instilling corporate governance, 313, 314
definitions
  corporate governance, xxi, xxii, 244, 352
  substantial shareholder, 112
  Delaware Court of Chancery, 8
derivative actions
  common law, under, 44
  minority shareholder, by, 126
Director Accreditation Programme, 217
Director Responsibilities Steering Group (DRSG), 214
directors
  advice and information from others, 254
  appointment, 132
  bank loans, 318
  Code of Best Practices, 225
  conflicts of interest, 114, 115
  consent to act, 255
  credit guarantees, 318
  criteria for independence, 133
declaration when consenting to act, 255
duty to act honestly, 134
independent, see independent directors
lawsuit against, 236
nominee, see nominee directors
non-employee, see independent directors
reasonable diligence, use of, 134
registered list, 214
removal, 133, 231
remuneration, 172
responsibilities, 232
training, 13, 91, 253
directors' report, 260
disclosures
  chief executive, by, 114
directors, 114
financial institutions, reforms in, 66, 67
initial public offering, 105
non-financial information, 259
periodic and continuous, 105, 106
prospectus, in, 114
quality of information, 368
related party transactions, 115, 117
Thailand, in, 235
timely and accurate, 42
Disney
former CEO’s remuneration, 8

economic development
Asian model, 16
Economic Intelligence Unit
Transparency and Fairness of Legal System Rating Score, 67, 68
Economic Times, 7
Enron, 7, 14, 39
Equitable Life, 14
Evolutionary Stable Strategy (ESS), 171, 174
executive remuneration, 233

fair competition, 209
family
dominance, 22
family-run companies
Thailand, in, 201
Farmer’s Bank, 61
Federation of Thai Industries, 228
Finance Committee Report on Corporate Governance, 90, 91, 93, 94
financial accounting reforms
Indonesia, 189–93
financial institutions, see also banks
challenges in governance, 57
differences in governance, 57
disclosure reforms, 66, 67
governance, 53–60
governance reforms, 64–77
profit efficiency, 319
regulation, 66, 67
financial intermediaries
governance, 54, 55
Financial Reporting Act 1997, 86, 110

Financial Reporting Foundation, 86, 88
Financial Reporting Standards, 259
Financial Sector Assessment Programme (FSAPs), 66
Financial Services Authority, 5
financial statements
annual audited, 106
certification by auditor, 107, 108
electronic despatch, 261
interim, 106
statement of compliance, 150
fines
differing standards, 5
foreign exchange reserves
Indonesia, 159
volume, growing, 77
Foreign Investment Committee, 136
Foss v Harbottle, 43, 44, 126
France
concentration of ownership in companies, 20
fraud
occurrence and reporting, 5, 6
fraudulent transfers, 341

Gandhi, Mahatma, 13
General Banking Law of 2000, 316
Generally Accepted Auditing Practices (GAAP), 111
Germany
concentration of ownership in companies, 20
globalization, xxiii
challenges of diversity, 12
converging of norms, 17
Indonesia, effects in, 166–68
global reforms, 242
government bonds
Indonesia, 160
government-linked companies, xxviii, 269–98
challenges, 294
contribution to development, 270
corporate plans, review of, 279

corporate governance reforms, 290, 291, 292, 293

criticisms against, 281–90
divestment, 283
evolution, 271–73
foreign CEOs, 288
image problem, 286
opportunities, 294, 295
percentage in GDP, 273–77
problems, 271
shareholders’ rights, 287
state appointed managers, 285, 286
state ownership and control, 289
transparency, lack of, 284
governments
adoption of best practices, xxiv
initiatives, dominating, 95
policy implementation, 27
proactive role, 14
Guidelines for Listed Company Shareholders, 225
Guidelines for the Disclosure of Information on Financial Statements, 225

Higgs, Sir Derek, 6, 94
HIH Insurance, 39
Hollinger, 4
Hong Kong
banking system, 73
quarterly reporting, 40
Hong Kong Stock Exchange, 243

income statements, 106
independent directors
definitions, 304
effectiveness, strengthening, 145, 146
empowering, 133, 134
remuneration, 8
role, 129

Philippines, in, 317
Singapore, in, 248, 249
Thailand, in, 233

Indonesia
administrative procedures, complicated, 184
Anti-Monopoly Law, 175
banking crisis, cost of, 56
bankruptcy reform, 193–95
banks, consolidation of, 63
banks, reforms for, 176
civil law tradition, 185
CLSA Emerging Market ranking, 180
collapse of banking system, 59
corporate elite, 187
corporate governance, politicization of, xxvii, 180–99
corruption, 163, 164
Dutch colonial rule, 166
financial accounting reforms, 189–93
foreign exchange reserve, 159
globalization, effects of, 166, 167
inflation rate, annualized, 158
institutional capacity, lack of, 183, 184
investments, 161, 162, 169
judicial system, 184
laws, amendment of, 170
law enforcement, weak, 170
macroeconomic stabilization, 158
National Committee on Good Corporate Governance, 171, 172
oil production, 159
open economy, 164
policymaking process, control over, 188
privatization of banks, 73
pungli payments, 33
reforms, low speed of, 157–78
short-term programme of actions, 174
stock market, 173
unemployment, 161
weaknesses, 160
Indonesia Banking Restructuring Agency (IBRA), 160, 162, 189, 194
Indonesian Accounting Association (IAI), 190
Indonesian Accounting Principles (PAI), 190
Indonesian Democratic Party of Struggle (PDI-P), 189
Indonesian Institute of Corporate Directorship, 175
Indonesian Institute of Corporate Governance, 175
informal commissions, 341
initial public offering disclosures, 105
insider trading
Marks & Spencer, 6
Thailand, in, 207
inspector
appointment, 235
Institute of Directors, 224
Institute of Management Development, 208
Institution of Shareholder Services, 9
Institutional Investors Club, 216
institutional investors, 96
insurance institutions
directive, 152
interested party transactions
legislative provisions, 123, 124
internal ratings based approach, 65
International Accounting Standards, 16, 109
information to be disclosed in statements, 116
related party disclosures, 116
International Auditing Guidelines (IAGs), 111
International Federation of Accountants (IFAC), 111
international financial institutions, 185
International Monetary Fund (IMF), 66, 186, 188, 191
International Standards on Auditing, (ISAs), 111
investments
sustainable, 169
investors
private enforcement capacity, 147
Investors Association, 229
JP Morgan Chase, 10
Kuala Lumpur Stock Exchange (KLSE)
regulation and enforcement, 94, 95
taking action against directors, 151
KLSE Listing Requirements, 89, 91, 106
annual report, 150
independence, definition, 129
Korea
quarterly reporting, 40
lending
connected, see connected lending
listed companies
control, 202
directors, disclosure by, 114
disclosures, 106, 107
quarterly reporting, 260
major shareholders
siphoning of company funds, 207
Malaysia
audit committees, 86
banks, consolidation programme for, 63
best practices, development of, 152
concentrated shareholding, 143
corporate governance regulatory framework, 86, 87
Code on Corporate Governance, 16, 89, 91, 95, 129–31, 149, 151
codes of conduct, development of, 89
Companies Act, 87, 88, 103, 105, 109, 144
directors, training of, 91
Finance Committee Report, 88
government-led initiatives, 95
High Level Finance Committee, 95, 250
industry best practices, 89
institutional reforms, 90, 91
market, role of, 92, 93
Minister of Finance Inc., 104
poor quality enforcement, 30
quarterly reporting, 40
reforms, types of, 87
Securities Commission Act, 87, 88, 105
Securities Industry Act, 87, 104
statutory reforms, 87, 88
Malaysian Accounting Standards, 109
Malaysian Accounting Standards Board (MASB), 86, 88, 106, 110
Malaysian Association of Certified Public Accountants, 110
Malaysian Association of the Institute of Chartered Secretaries and Administrators (MAICSA), 90, 98
Malaysian Central Depository, 118
Malaysia Code on Corporate Governance, 250
Malaysian Generally Accepted Accounting Principles, 109
Malaysian Institute of Accountants (MIA), 110
Malaysian Institute of Corporate Governance (MICG), 91
management oversight, 128, 129
Mandatory Accreditation Programme, 91
Manila Electric Company, 302
market structures
complicating corporate governance in banks, 59
Marks & Spencer takeover battle, 9
memorandum and articles of association, 103
alteration, 104
Merrill Lynch, 5
minority shareholders rights, 124
minority shareholder suits protecting, 98
security for costs, 47
Minority Shareholder Watchdog Group (MSWG), 91, 95, 96, 148, 152
minutes comprehensively drawn, call for, 261
Moody's Weighted Average Bank Financial Strength Index, 66, 71, 72
monitoring committee role, 363
National Association of Pension Funds, 9
National Corporate Governance Committee, 200, 223, 224
National Counter Corruption, 219
New York Stock Exchange (NYSE) Richard Grasso, remuneration of, 4
nominee directors, 256, 257
Nominating Committee, 254
non-executives remuneration, 7
non-governmental organizations (NGOs) Indonesia, 175
non-performing loans asset management companies, 63, 64, 69–71
bank provisions, 62
commercial banking system, in, 70
magnitude, 56
Philippines, 316
notices
annual general meeting, of, 120, 121
electronic despatch, 261
substantial shareholders, 113

oil prices
collapse, 187
oil production
Indonesia, 159
one-director companies, 263
Organization of Economic Cooperation and Development (OECD), xxi, xxii
Codes on Good Corporate Governance, 170
Principles of Corporate Governance, 182, 183, 186, 243
ownership
definition, 20
separation from control, 21

Parmalat, 4, 14
People's Republic of China quarterly reporting, 40
penalties
auditor's breach of duty, 108
non-disclosure, 150
substantial shareholders, 113
periodic disclosures
shareholder interest, 114
Perwaja Steel, 39
Petron Corporation, 302
Philippines banks, capital requirements of, 318
banks, competitiveness of, 319
banks, corporate governance of, 328
banking density, 327
bank mergers, 320
board size and composition, 305
catalysts of change, 300, 301
Code of Corporate Governance, 301, 303
credit unions, 327
financial institutions, corporate governance of, 314–32
findings to help monitor performance of banks, 331
market conditions, 327
Monetary Board, authority of, 317
police credibility, 28
reforms efforts, xxviii
reforms, prioritizing, 310, 311
strengthening institutional capacity
Philippine Securities and Exchange Commission, 301
Philippine Stock Exchange, 300
PHINMA group of companies, 302
Policies and Guidelines on Issue/Offer of Securities, 89, 98
political institutions differences, 34
veto power, 27, 28
profit efficiency alternative profit function, 321, 322, 324
banks, 323, 324
definition of correlates, 325, 326
model and data structure, 319, 320
Projek Lebuhraya Utara-Selatan Berhad (PLUS), 104
prospectuses disclosure by directors and officers, 114
proxy appointment, 120
Public Accounting Reform and Investor Protection, see Sarbanes-Oxley Act
Public Accounting Report findings, 3, 4
Q-Mark, 228
quarterly reporting costs, 42
dangers, 11
leading to short-termism in investing, 41
listed companies, 260
Malaysia, in, 106
merits, xxv, 40
Southeast Asia, in, 41
rating agencies, 71–73
ratings, 24, 26
recalcitrant debtors, 195
reconstructions, 140, 141
redress, 237
reforms
shareholder activism, to facilitate, 45
regionalization, xxiii
regulatory bodies
enforcement capability, strengthening, 146, 147
politicization, xxvi
related party transactions
disclosure, 115–17
legislative provisions, 123, 144, 145
remuneration
element of corporate governance, 172
risk-sensitive system, 177
Remuneration Committee, 233, 254
reporting
transparency, 9
resolutions
member of companies, 122
revoking, 237
restructuring
small borrowers, 142
reverse takeovers
abuse of minority, 135
rules
changes, predictability in, 28
Rules of High Court
Order 24, 44, 45
shareholder actions, 126
Salomon v A Salomon & Co Ltd, 38
Sarbanes-Oxley Act, 3, 6, 10, 192, 242, 260, 27
auditor’s independence, 260
increasing cost, cause of, 4, 5
whistle blowing, 264
schemes of arrangement, 140
Schmidt, Paul, 4
Securities Commission, 104
Securities Industry Development Centre, 91
securities market regulator
independence, 135, 136
shareholder agreements, 103
shareholders
activism, 45, 97
asking questions at AGMs, 122
asset protection provisions, 123
attending meetings, 229
calling extraordinary general meeting, 230
communications, 121, 122
enforcing rights, 125–28
foreign, 120, 121
major, see major shareholders
meetings, 361, 362
remedies, 262
requisitioning meetings, 121
rights, 117–28, 229
right to elect directors, 39
right to vote, 119, 145
securings methods of ownership registration, 117, 118
sequence of agenda, changing, 231
substantial, see substantial shareholder
obtaining information, 118, 119, 230
participation, 261
profits, sharing of, 232
public enforcement of rights, 127
taking legal action, 46
transferring shares, 118
share price performance, 24–26
share registrar
  independent, 137
Shell, 5, 14
Singapore
  banking system, 73
  changes, effectiveness, 264, 265
corporate governance, difficulty in
  imposing, 265, 266
disclosure based regime, xxviii
Financial Reporting Standards, 259
government-linked companies,
  xxviii, 269–98
political motivation, 266
quarterly reporting, 40
recent changes, 246, 247
reform process, 242
Report of the Corporate Governance
  Committee, 245
Singapore Code of Corporate
  Governance, 246
Skandia, 4, 14
social scientists
  corporations and society, relationship
  between, xxi
societal needs
  models for engagement, 11, 12
Southeast Asia
corporate governance, motivation
  for, xxiii
  reforms, modest progress in, 17
Sovereign Ratings, 75
Special Shareholder, 104
Standard & Poor’s (S&P), 186
state control, 22, 23
statement of compliance, 150
state-owned enterprises, 334
equitization, 334, 353, 357–59
reforming, 352
statutory derivative actions
  award of damages to company, 45
  action under name of company, 44
reasons for implementing, 44
remedying deficiencies in common
  law, 48
merits, xxv
obstacles to shareholder action, 43
Stewart, Martha, 6
Stock Exchange Commission of
  Thailand (SEC), 209, 213, 218
  auditor’s reports, reviewing of, 215
Stock Exchange of Thailand, 16, 209
  rules, stringent, 214
  largest companies, 202
stock market
  Indonesia, 173
  substantial shareholders
  definition, 112
  notices, 112
  participation on boards, 133
  penalty, 113
supervisory board
  role, 362
Susilo Bambang Yudhoyono, 189
Taiwan
  quarterly reporting, 40
takeovers
  hostile bids, 134, 135
  reverse, see reverse takeovers
Temasek Holdings, 271, 275, 276
  board of directors, 291
  charter, 291
  organizational chart, 277
  stakes in listed companies, 274
Tenaga Nasional Berhad, 104
Thai baht
  speculative attack, 61
Thai Chamber of Commerce, 228
Thai Institute of Directors, 216, 217
Thaiailand
  amendments, proposed, 213
  audit of year award, 228
banking crisis, cost of, 56
banks, privatization of, 73
board of the year award, 228
corporate conduct, 206, 207
corporate governance best practices award, 228
corporate governance, disciplines for, 223–40
corporate ownership, 201
corruption, 219
Disclosure Report Award, 227
family conglomerates, 30
finance companies, closure of, 63
governance performance, 208, 209
initiatives to promote corporate governance, 210–12
National Corporate Governance Committee, xxvii
politics affecting corporate governance, 29
shareholders, largest, 203–05
Thailand Productivity Institute Best Practice Award, 228
Thai Rating and Information Services Company Limited (TRIS), 227
Thaksin Shinawatra, 30, 200
share price manipulation probe, 219
training role, 13

UNCTAD, 169
unemployment
public works solution, 161
United Kingdom
Financial Services Authority (FSA), see Financial Services Authority

Vietnam
lack of political will, xxix
veil of incorporation, 38
Vietnam
agency problems, 365, 366

corporate governance practices, 333–51
advantages, 364
best approach, 342–47
constraints in improving, 337
costs of inadequate standards, 340, 341
lax realities, 360
problems, 364, 365
progressive policies, 359
transitional stages, 371, 372
corporate tax regime, improvements to, 347
development problems, 365
economic reform agenda, 335
Enterprise Law, 336, 343
Foreign Investment Law, 336
fraudulent transfers, 341
informal commissions, 341
investors, implications for, 373
listed companies, information about, 369
non-transparent managerial incentives, 367
private companies, size of, 334
policymakers, implications for, 372
related party loans, 341
State Enterprise Law, 336
state-owned enterprises, 334, 352, 353, 357–59
State Securities Commission, 337, 369
transparency and disclosure, lack of, 367–70
Vietnam Association of Financial Investors, 338
Vivendi, 14
vote buying, 29
voting mail, by, 120
methodology, 262
types, 119
voting arrangements, 103
voting rights
  shareholders, 119, 145, 229
  special, 104

whistle blowing, 264
winding up, 140
Wolfensohn, James
  corporate governance, definition of, xxi

Wong, Y. C. Richard, 244
World Bank, 186
  rating listed companies, 216
World Business Environment Survey, 33
WorldCom, 7, 14, 39
World Trade Organization
  agreement on financial services, 77