

THE POWER OF BEING UNDERSTOOD

AUDIT | TAX | CONSULTING



GETTING TO KNOW US

A world leader in providing audit, tax and advisory services to ambitious and growing companies.

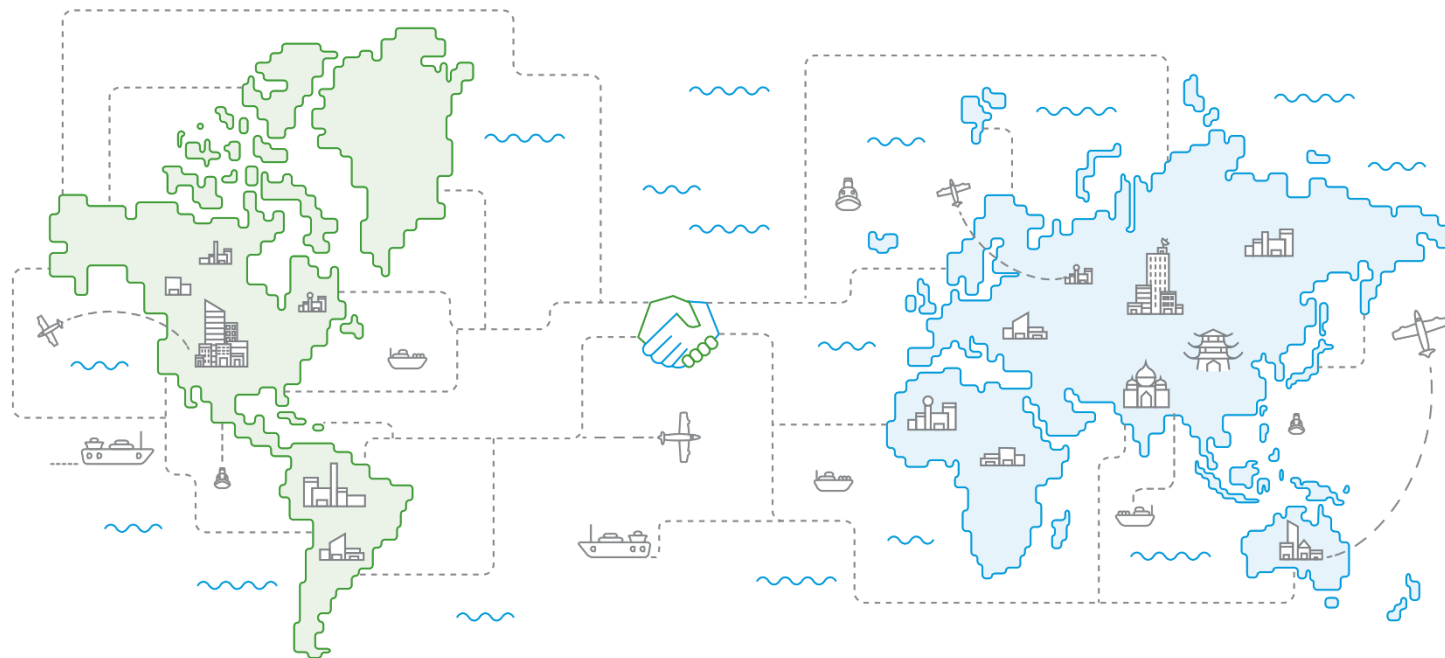
RSM member firms vary in size, structure and age, but they are united under the RSM brand and share a strong entrepreneurial spirit and a unique client-centred approach. Above all, member firms maintain the highest standards of technical excellence with a focus on providing outstanding service to clients.

GLOBAL

- 123 countries
- 51,000+ staff
- 4,000+ partners
- 860+ offices
- 57 years
- \$ 7.26 billion revenue

INDONESIA

- 700+ staff
- 40+ partners
- 2 offices
- 37 years
- #3 in number of listed entities audited
- Shortlisted as Tax Firm of the Year in Asia Tax Award 2020



Our Services in Indonesia



AUDIT

Agreed Upon Procedures | Financial Information Review | General Audit |

TAX

Business Tax | International Tax | Tax Merger & Acquisition | Transfer Pricing |

CONSULTING

Accounting Advisory | Corporate Finance & Transaction Advisory Services |
Finance & Accounting Outsourcing | Governance Risk Control Consulting Services |
Management Consulting | Technology Consulting | Other Consulting |

Our Tax & Consulting Services

BUSINESS TAX

Customs & Trade
Tax Advisory
Tax Audit & Dispute
Tax Compliance

INTERNATIONAL TAX

TAX MERGER & ACQUISITION

Tax Due Diligence
Tax Structuring

TRANSFER PRICING

ACCOUNTING ADVISORY

Complex Accounting & Financial Reporting
New Accounting Standards & Implementation

CORPORATE FINANCE & TRANSACTION ADVISORY SERVICES

Corporate Finance
Corporate Recovery & Insolvency
Restructuring
Valuation

FINANCE & ACCOUNTING OUTSOURCING

Accounting Services
Financial Outsourcing Services
Payroll
Secretarial

GOVERNANCE RISK CONTROL CONSULTING SERVICES

Anti Money Laundering
ESG Risk
Fraud Prevention and Investigation
Process, Risk & Controls
Security & Privacy Risk
Technology Risk

MANAGEMENT CONSULTING

Business Consulting
Operations & Supply Chain
People & Organization
Technology & Digital

TECHNOLOGY CONSULTING

Application Development & Integration
Data Analytics
Technology Infrastructure

OTHER CONSULTING

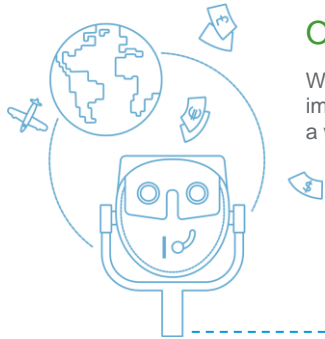
Business Establishment & Licensing
Executive Search



Bringing you ideas and insights to help you move forward with confidence

ONE POINT OF CONTACT

When you are under pressure, quick and easy communication is of paramount importance. At RSM you have one trusted senior contact who will connect you to a well-informed team, exactly when and where you need them.



MAXIMIZING POTENTIALS

When you work with us, you have a team of advisers who are constantly looking out for your business interests. Based on a thorough analysis of your markets, laws and customs, we will identify opportunities and challenges before they arise. We will help you analyze risk, establish the right direction of your business and maximize your potential, supporting you every step of the way.

QUICK ANSWERS

The partners of our member firms around the world know each other extremely well. This means they can personally recommend colleagues in other international offices, and draw on those close relationships to get you quick answers and fast decisions.

UNDERSTANDING YOUR BUSINESS

We devote a great deal of time, thought and energy to understanding you and your organization. We will immerse ourselves in your business so we know who you are, what you believe in and what motivates you. Your management team will receive high quality feedback on issues that are pertinent to your business, together with personalized reports and advice from experts in your sector.

Profil Pembicara



Gede Adhi Wijana
Senior Manager
Governance Risk Control Practice



Harry Mulyadi
Senior Manager
Governance Risk Control Practice

Panduan Webinar



1. Peserta dapat menyampaikan pertanyaan secara tertulis melalui **CHAT BOX** di layar peserta
2. Mohon menyampaikan nama dan perusahaan
3. Pertanyaan diharapkan singkat, padat dan jelas serta menggunakan bahasa yang santun
4. Pembicara akan memilih pertanyaan untuk dijawab di sesi Q&A

ACGS: JOURNEY TO ASEAN ASSET CLASS

Gede Adhi Wijana

Senior Manager – Governance Risk Control Consulting Practice

Harry Mulyadi

Senior Manager – Governance Risk Control Consulting Practice

ACGS: Journey to ASEAN Asset Class

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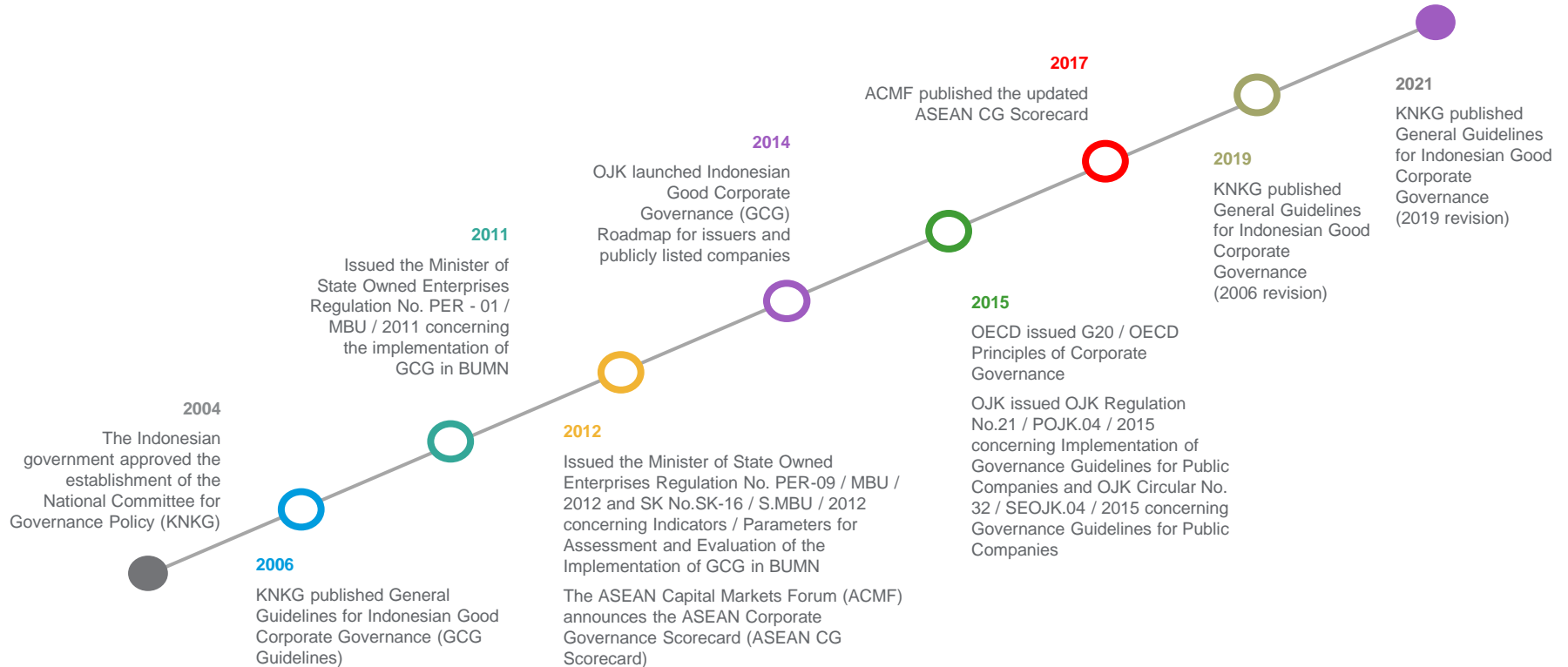


Journey to Excel

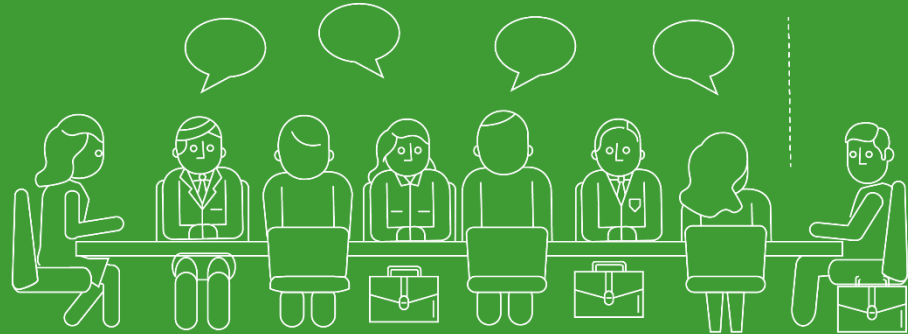
GCG Development with Effect to Indonesia



GCG Development with Effect to Indonesia



Overview of ASEAN Corporate Governance Scorecard (ACGS)



Background



The ASEAN Capital Markets Forum (ACMF) is a high-level grouping of capital market regulators from all 10 ASEAN jurisdictions, namely Brunei Darussalam, Cambodia, Indonesia, Lao PDR, Malaysia, Myanmar, Philippines, Singapore, Thailand and Vietnam.

ACMF adopts a pragmatic approach whereby countries opt-in to participate in ACMF initiatives based on their levels of readiness and ability to meet the requirements of the respective frameworks.

ACMF Key Priority 5: Attract greater investor participation

The ASEAN Corporate Governance (CG) Scorecard was created as supplement efforts to improve investor confidence in the quality of companies from the region by strengthening CG standards among ASEAN public-listed companies.

The ASEAN Corporate Governance (CG) Initiative was introduced in 2011 to raise CG standards and practices of ASEAN public-listed companies (PLCs) and to give greater international visibility to well-governed ASEAN companies.

The initiative's objectives are:

- to raise the corporate governance standards and practices of ASEAN publicly listed companies (PLCs),
- to give greater international visibility to well-governed ASEAN PLCs and showcase them as investable companies, and
- to complement other ACMF initiatives and promote ASEAN as an asset class.

Currently, six member countries: Indonesia, Malaysia, the Philippines, Singapore, Thailand and Vietnam are participating in this initiative. Accordingly, 6 international CG Experts, one from each participating country, were engaged to develop and update the scorecard and assessment criteria on a continuous basis.

RSM
appointed as
Indonesia's
DRB since
2016 by OJK
and IDX.

Where to Find the ASEAN Scorecard?

ASEAN CORPORATE GOVERNANCE SCORECARD v.2.0

- Go to: website ACMF <http://www.theacmf.org/>
- Click: INITIATIVES
- Click: CORPORATE GOVERNANCE
- Click: The ASEAN Corporate Governance Scorecard

or click the full link:

- https://www.theacmf.org/images/downloads/pdf/asean_cg_scorecard_1_2_may_2017.pdf

ACMF ASEAN CORPORATE GOVERNANCE SCORECARD v.2.0

LEVEL 1

A. RIGHTS OF SHAREHOLDERS

A.1 Basic Shareholder Rights	
A.1.1	Does the company pay (interim and final/annual) dividend equitable and timely manner; that is, all shareholders are equally and paid within 30 days after being (i) declared for dividends and (ii) approved by shareholders at general n for final dividends? In case the company has offered Scrip d did the company paid the dividend within 60 days?
A.2 Right to participate in decisions concerning fundamental corporate changes	
Do shareholders have the right to participate in:	
A.2.1	Amendments to the company's constitution?
A.2.2	The authorisation of additional shares?
A.2.3	The transfer of all or substantially all assets, which in effect in the sale of the company?

ACMF ASEAN CORPORATE GOVERNANCE SCORECARD v.2.0

LEVEL 2 – BONUS ITEMS

(B)A. RIGHTS OF SHAREHOLDERS

(B)A.1 Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting.		Guiding Reference
(B)A.1.1	Does the company practice secure electronic voting in absentia at the general meetings of shareholders?	OECD Principle II (C) (5)The objective of facilitating shareholder participation suggests that jurisdictions and/or companies promote the enlarged use of information technology in voting, including secure electronic voting in all listed companies. The principles recommend that voting by proxy be generally accepted. Indeed, it is important to the promotion and protection of shareholders rights that investors can place reliance upon directed proxy voting.

(B)B. EQUITABLE TREATMENT OF SHAREHOLDERS

(B)B.1 Notice of AGM		Guiding Reference
(B)B.1.1	Does the company release its notice of AGM (with detailed agendas and explanatory circulars), as announced to the Exchange, at least 28 days before the date of the meeting?	OECD Principle II (C) (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting. (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.

as of May 2017

Component of the ASEAN CG Scorecard

A. Right of Shareholders

- Right to participate in decisions concerning fundamental corporate changes.
- Right to participate effectively in and vote in GMS and should be informed of the rules, incl. voting procedures.
- Markets for corporate control should be allowed to function in an efficient & transparent manner.
- The exercise of ownership rights by all shareholder, incl. institutional investors, should be facilitated.

B. Equitable Treatment of Shareholders

- Shares and voting rights.
- Notice of AGM.
- Insider trading and abusive self-dealing should be prohibited.
- Related party transactions by directors and key executives.
- Protecting minority shareholders from abusive actions.

C. Role of Stakeholders

- Protecting the rights of stakeholders.
- Stakeholders' opportunity to obtain effective redress for violation of their rights.
- Performance-enhancing mechanisms.
- Stakeholders should be able to freely communicate their concerns about illegal or unethical practices and their rights should not be compromised for doing this.

D. Disclosure & Transparency

- Transparent ownership structure.
- Quality of Annual Report.
- Disclosure of related party transactions.
- Directors and commissioners' dealings in shares of the company.
- External auditor and Auditor Report.
- Medium of communications.
- Timely filing/release of annual/financial reports.
- Company website.
- Investor relations.

E. Responsibilities of the Board

- Board duties and responsibilities.
- Board structure.
- Board processes.
- People on the Board.
- Board performance.

Assessment Methodology

Based on publicly available and accessible information such as annual reports, corporate websites, notices, circulars, articles of association, minutes of shareholders' meetings, corporate governance policies, codes of conduct, and sustainability reports.



Based on the trust given to PLCs and its BOC & BOD on their integrity, that information disclosed to public is based on real practice that have been implemented.



For a company to be assessed and ranked, the available information including relevant documents must be in English.



Uniformed/standardized scoring - not based on the each assessor's preference/method – albeit not fully disclosed to public for the purpose of managing the risk of moral hazard.



To be given points on the Scorecard, all disclosures must be unambiguous and sufficiently complete.

Scoring Methodology

- Level 1**
- Right of Shareholders (21/10)
 - Equitable Treatment of Shareholders (15/10)
 - Role of Stakeholders (13/15)
 - Disclosure & Transparency (32/25)
 - Responsibilities of the Board (65/40)



- Level 2**
- Bonus (13/30)
 - Penalty (25/-67)

Assessment Process



START

Each country shortlist samples for assessment based on market cap.



PLCs sampled are analysed by authorised DRBs using the ASEAN CG Scorecard.



Peer review by other countries on result of each country DRB assessment.



Resolving any differences/disagreement by ASEAN CG Experts



Publishing & Awarding at ASEAN Level



Publishing National Result

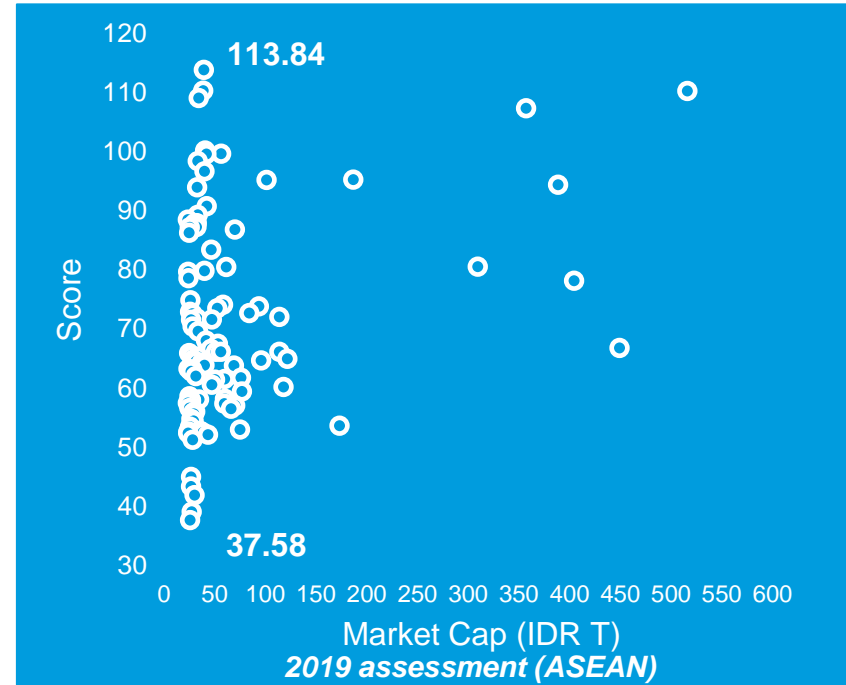
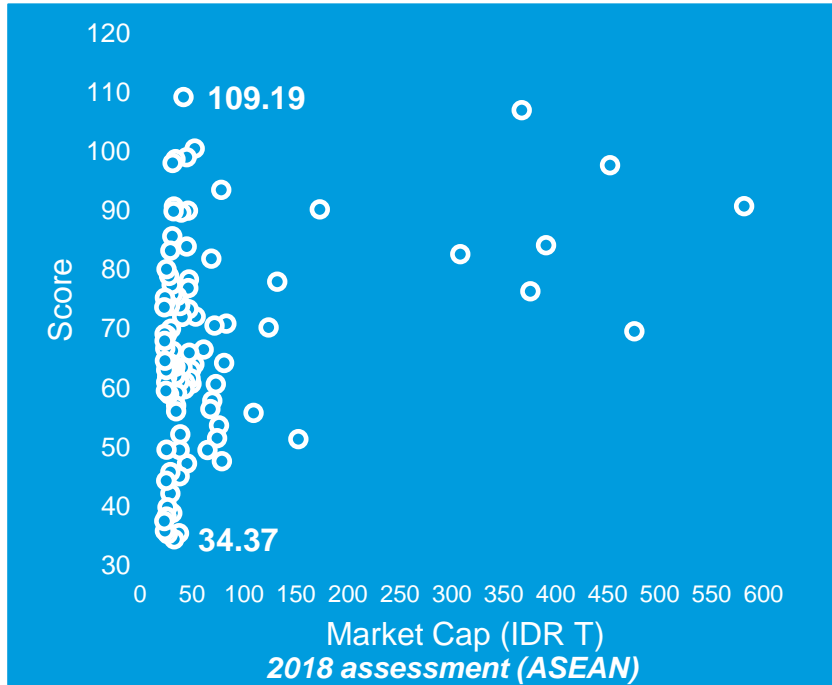


Limited verification & final check with relevant parties including regulators



Shortlist PLCs that meet the ASEAN Asset Class

Good practice & disclosure is not dependent on size

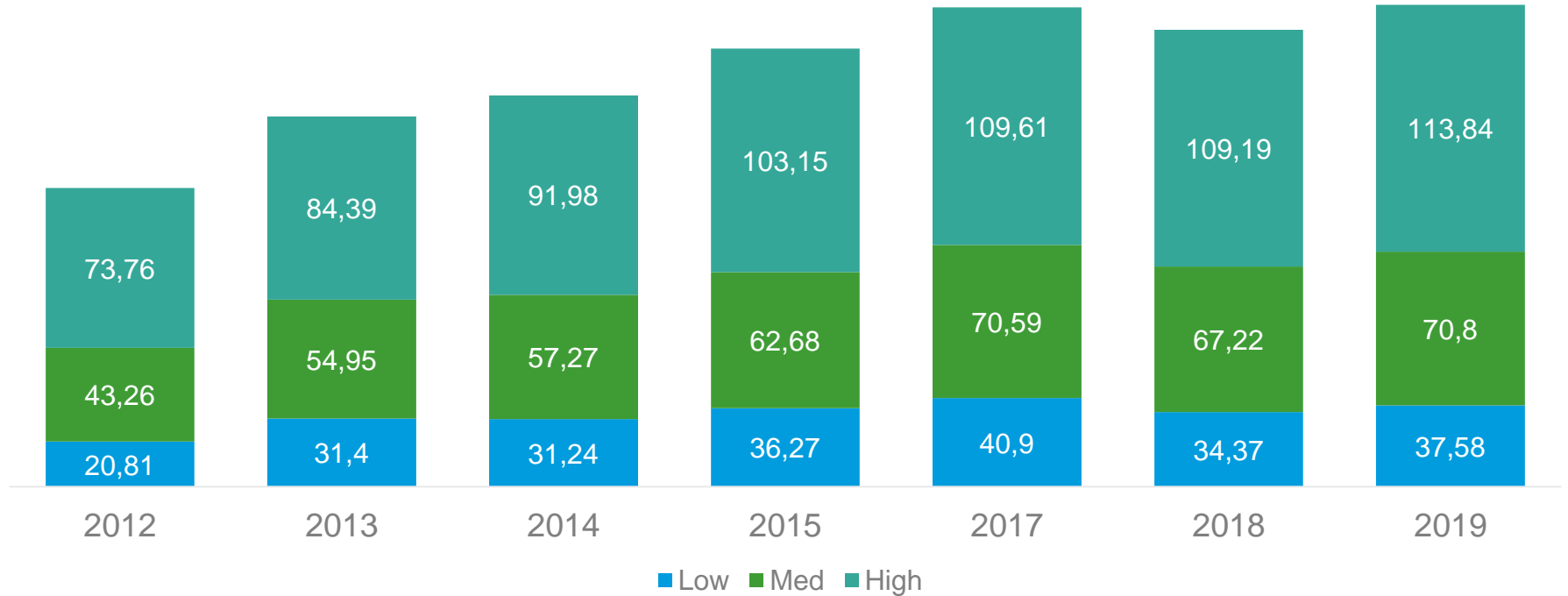


No correlation between the score and size of PLC. Larger market cap does not equal with a larger score.

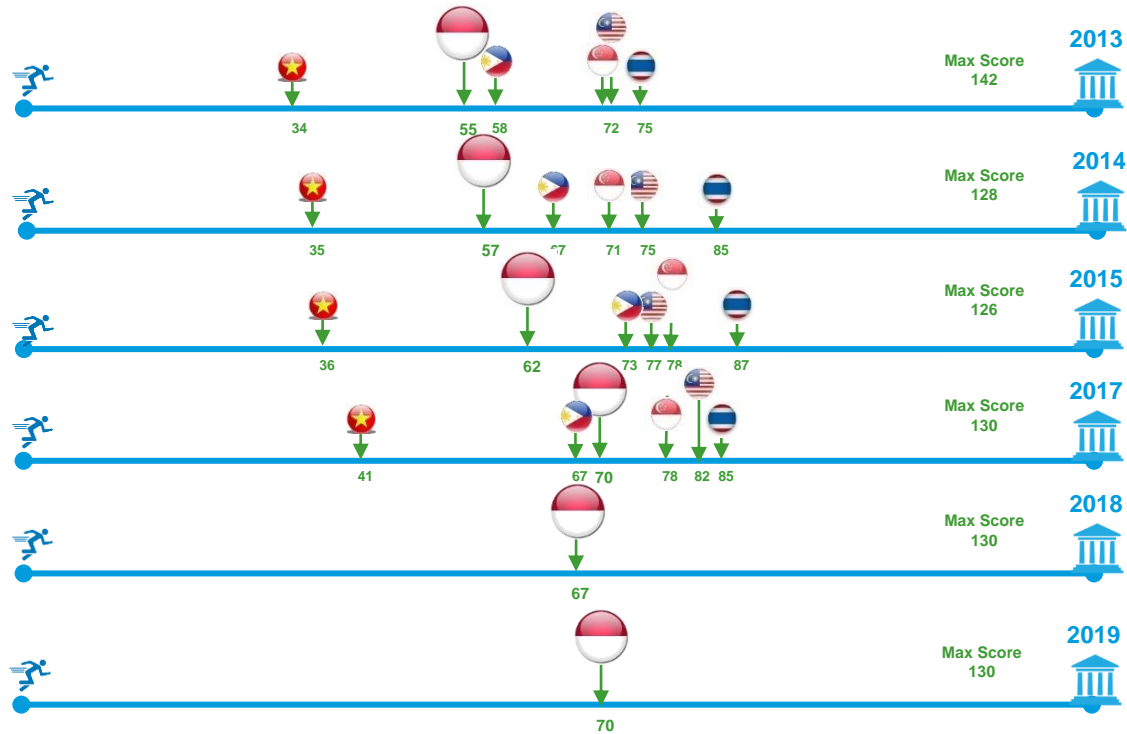
From 7 PLCs scored 100 and above, 4 of them have market cap of below IDR 50 trillion.

The similar also applies for 9 PLCs scored 90 to below 100, where 6 from 9 PLCs have market cap of below IDR 50 trillion.

Indonesia Country Score



Indonesia Country Score YoY



Indonesia PLCs Achievement vs Other Countries Y2019

Top 20 ASEAN PLCs



None

Score achieved by Other Countries:
114.84 – 129.46

Top 3 PLCs

1. Bank CIMB Niaga
2. Bank Tabungan Negara (Persero)
3. Bank Rakyat Indonesia (Persero)

110.22 – 113.84

Scoring 97,5 Points and Above

1. Bank CIMB Niaga
2. Bank Tabungan Negara (Persero)
3. Bank Rakyat Indonesia (Persero)
4. Aneka Tambang (Persero)
5. Bank Mandiri (Persero)
6. Bank Central Asia
7. Bank Permata
8. Jasa Marga (Persero)
9. XL Axiata
10. Bank Maybank Indonesia

98.36 – 113.84



PLCs
7
4
5
4
-

Other Countries
Malaysia
Philippines
Singapore
Thailand
Vietnam

PLCs
39
20
26
43
-

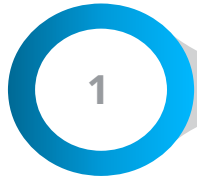


Journey to Excel



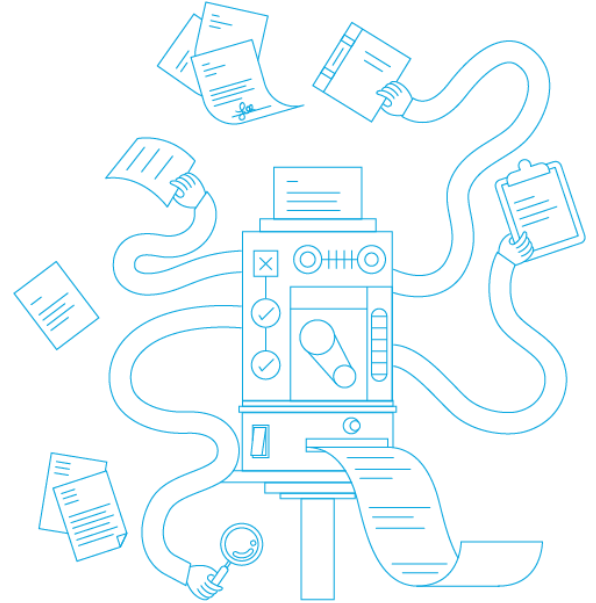
Journey to Excel

Ensure requirements by laws
& regulations are truly
implemented



Meet the minimum
expected practice
for ASEAN PLCs

Go beyond minimum
requirement



Ensuring compliance



POJK 33/POJK.04/2014	The Board of Directors and the Board of Commissioners of Issuers or Public Companies
POJK 34/POJK.04/2014	Committees of Nomination and Remuneration for Issuers or Public Companies
POJK 35/POJK.04/2014	Corporate Secretary of Issuers or Public Companies
POJK 08/POJK.04/2015	Website of Issuers or Public Companies
POJK 21/POJK.04/2015	Corporate Governance Implementation Guidelines
POJK 31/POJK.04/2015	Disclosure of Material Information or Facts by Issuers or Public Companies.
POJK 55/POJK.04/2015	Establishment and Implementation Guidance of the Audit Committee
POJK 56/POJK.04/2015	Establishment and Guidelines on the Preparation of Internal Audit Charter
POJK 60/POJK.04/2015	Disclosure of Certain Shareholders 'Information
POJK 29/POJK.04/2016	Annual Report of Issuers or Public Companies
POJK 11/POJK.04/2017	Ownership Report or Any Change in Share Ownership of Public Companies
POJK 15/POJK.04/2020	Plan and Procedures for General Meeting of Shareholders of Public Companies
POJK 16/POJK.04/2020	Procedures for Electronic General Meeting of Shareholders of Public Company
POJK 17/POJK.04/2020	Material Transactions and Changes in Business Activities
POJK 42/POJK.04/2020	Affiliated Transactions and Conflict of Interest Transactions
SEOJK 16/POJK.04/2021	Form and Content of Annual Report Issuer or Public Company

Meet minimum expectation for ASEAN PLC



Part A: Top 3 items where we struggle most



Rights of Shareholders

Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures that govern general shareholder meetings.

1. *Does the company disclose that all board members and the CEO (if he is not a board member) attended the most recent AGM?*
2. *Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?*
3. *Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM/EGM for all resolutions?*

Part B: Top 3 items where we struggle most



Equitable Treatment of Shareholders

Notice of AGM

1. *Were the proxy documents made easily available?*

Insider trading and abusive self-dealing should be prohibited

2. *Are the directors / commissioners required to report their dealings in company shares within 3 business days?*

Related party transactions by directors and key executives

3. *Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?*

Part C: Top 3 items where we struggle most



Role of Stakeholders

The rights of stakeholders that are established by law or through mutual agreements are to be respected

1. *Does the company disclose a policy and practices that address supplier/contractor selection procedures?*
2. *Does the company disclose a policy and practices that address how creditors' rights are safeguarded?*

Mechanisms for employee participation should be permitted to develop

3. *Does the company have a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures?*

Part D: Top 3 items where we struggle most



Disclosure & Transparency

Disclosure of related party transactions (RPT)

1. *Does the company disclose its policy covering the review and approval of material RPTs?*

Quality of annual report

2. *Does the company's annual report disclose the following items: total remuneration of each member of the board of directors/commissioners*

Company website

3. *Does the company have a website disclosing up-to-date information on the following: company's constitution (company's by-laws, memorandum and articles of association)*

Part E: Top 3 items where we struggle most



Responsibilities of the Board

Board Processes

1. *Does the company require a minimum quorum of at least 2/3 for board decisions?*

Access to Information

2. *Are board papers for board of directors/commissioners meetings provided to the board at least five business days in advance of the board meeting?*

Remuneration Matters

3. *Does the company have measurable standards to align the performance-based remuneration of the executive directors and senior executive with long-term interests of the company, such as claw back provision and deferred bonuses?*

Go Beyond the Minimum...



1. Release notice of AGM (with detailed agendas and explanatory circulars), as announced to the Exchange, at least 28 days before the date of the meeting.
2. Company's Nominating Committee comprise entirely of independent commissioners.
3. Company discloses details of remuneration of the CEO.
4. Nominating Committee undertake the process of identifying the quality of directors aligned with the company's strategic directions.
5. Company's independent commissioners make up more than 50% of the board of commissioners for a company with independent chairman.
6. Company has a separate board level Risk Committee.

RSM INDONESIA

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