

### **ASIAN CORPORATE GOVERNANCE ASSOCIATION**

FINANCIAL SERVICES MEMBERSHIP BOOKLET

### Introduction to ACGA

The Asian Corporate Governance Association (ACGA) seeks to play a constructive role in the evolving Asia-Pacific corporate governance ecosystem. We are a not-for-profit membership association founded in Hong Kong in 1999 shortly after the Asian Financial Crisis.

- For more than two decades ACGA has been working to promote systemic improvements in corporate governance regulation and practice in Asia through independent research, advocacy and education. ACGA is entirely funded by its members and does not receive government grants or sponsorship.
- We view good public and corporate governance as key to capital market and economic development, including sustainable development. In recent years, our research and events have evolved to encompass ESG reporting, board diversity, and how boards are preparing for climate change.
- We believe there is a need to put a firmer governance foundation under ESG and sustainability in Asia. In practical terms, this means clearer policy guidance from regulators, greater board preparedness among listed companies, and deeper and more informed investor stewardship.

# ACGA Member Network

# 113 member firms\*

77% are investors: \$40 trillion in global AUM Foreign and Asian asset owners and managers

Leading Asian companies

Top 5 global CPA firms

3 regions: Asia-Pacific, Europe/UK, North America

<sup>\*</sup>Membership is by company. For a full list of members, go to our website Member page.

## Financial Services Membership

ACGA recognises the valuable intermediary role played by financial service firms in securities research and investment banking in the corporate governance ecosystem in Asia.

One of our earliest sponsors was a leading stock broker that led the way in analysing the governance attributes of listed companies.

ACGA sees potential for much greater involvement of financial service firms in helping to raise standards of corporate governance and risk management within Asian capital markets. This will enhance the scope for investment within the region and bring more listed companies up to internationally accepted standards.

| Category           | Annual fee |
|--------------------|------------|
| Financial Services | US\$17,250 |



# Key benefits of membership: All members

|           | Publications / services  | Frequency                             | Content  |
|-----------|--|---------------------------------------|--|
| RESEARCH  | Timely research products   | Ongoing                               | ACGA produces timely and focussed briefings for members, including blogs and "deeper dive" analyses of ongoing CG and ESG issues in the region.  |
|           | CG Watch   | Biennial                              | ACGA's flagship report ranking 12 major Asia-Pacific markets, including Australia, on their CG ecosystems. Ten reports since 2003.   |
|           | Specialist reports   | Ad hoc                                | Eg, "Down to earth: Climate governance case studies in Asia Pacific", published in December 2022; "Awakening Governance – The evolution of corporate governance in China", published in July 2018.     |
| EDUCATION | Member Briefings   | Twice a year in the Spring and Autumn | Updates on ACGA research, exclusively for members.   |
|           | Annual Conference: Asian Business Dialogue on Corporate Governance | Each November                         | ACGA's signature conference bringing companies, investors, regulators and others together for practical discussions on CG and ESG reform in Asia.  |
|           | Webinars   | Ad hoc                                | ACGA organises webinars on specific topics for members and works with other organisations from time to time. In 2021, we developed a series of events on China, Southeast Asia and India with the PRI. |

### Additional benefits for Financial Services

|           | Publications / services     | Frequency  | Content   |
|-----------|-----------------------------|--|---|
| ADVOCACY  | China Working Group         | Three calls per year   | Chaired by members, the Working Groups allow members to become more deeply involved in our regulatory advocacy and to help shape ACGA's policy work in these markets.  ACGA also facilitates company engagement for members. We have a programme of medium- to long-term engagement with 5-7 systemically important firms in each market. |
|           | Member Delegations          | Annually for each working group  ("Virtual delegations" meetings in 2021 and 2022) | Organised with the support of our Working Groups, these delegations offer members an opportunity to meet with a large number of regulators, government officials, corporate executives, domestic investors and CG/ESG leaders in an action-packed trip.  See p9 for more details on our past delegations.                                 |
| EDUCATION | In-house training, seminars | Once per year<br>(upon request)  | ACGA will tailor a presentation on CG in Asia to meet the needs of your investment and/or ESG teams.  |
|           | Bespoke advice              | Upon request   | ACGA regional and market experts are ready to provide guidance on specific company and regulatory issues raised by members.   |

"At ACGA we engage in regular dialogue with financial regulators, institutional investors, listed companies, auditors and others on key corporate governance and ESG issues around the region. We take a practical, long-term view and work towards making lasting and systemic improvements.

"An important differentiator of ACGA is the original and independent research that underpins all we do."

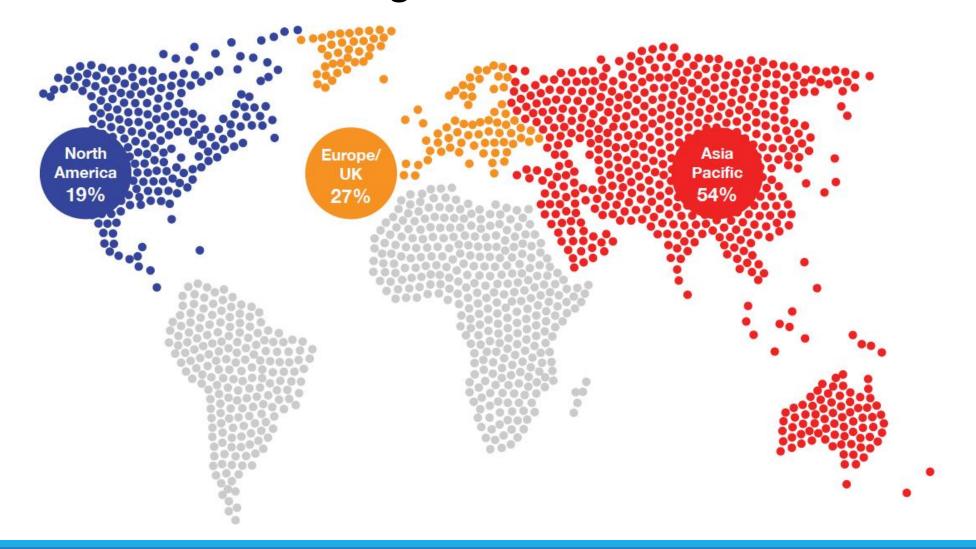
Jamie Allen, Founding Secretary General, ACGA



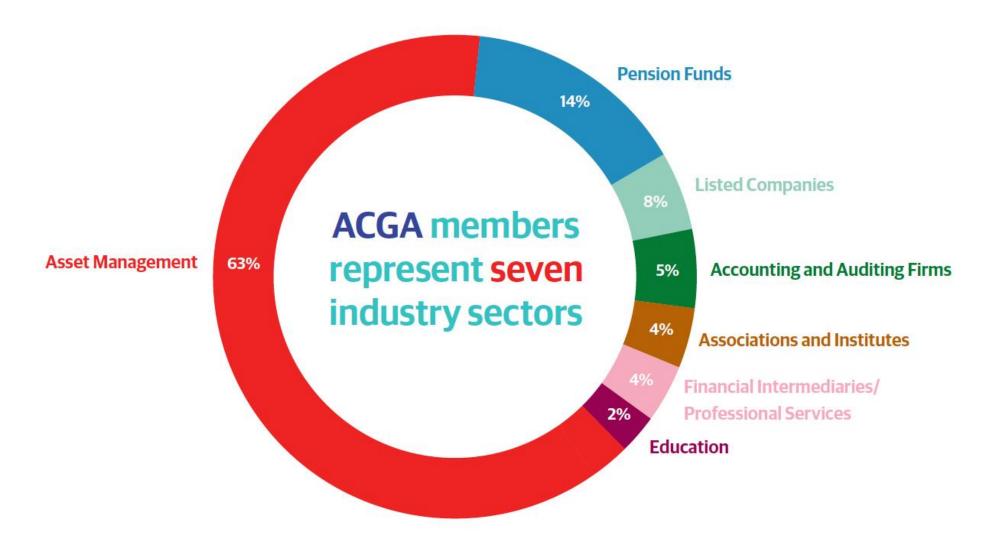
# ACGA delegations: 2009 - 2022

|                    | Market | Trips   | Highlights   |
|--------------------|--------|---|--|
| ADVOCACY EDUCATION | China  | 2013, 2017, 2018  | In 2017, we took members to Beijing, Shanghai and Shenzhen. Three cities in five days. Meetings with Sinopec, Huaneng Power, AMAC, CAPCO, China Asset Management, the Shanghai and Shenzhen Stock Exchanges, China Vanke and Country Garden, and others.   |
|                    | Japan  | 2009, 2010, 2012,<br>2013, 2014, 2018,<br>2019;<br>calls in 2022    | Each trip included major regulators (METI, FSA, JPX), a dialogue with domestic investors, and roundtables with leading CG groups. Company meetings selected depending on issue (eg, Toyota, Toshiba, Kobe Steel, Toray, MUFG, Japan Tobacco, KDDI). In 2018 and 2019, we also held discussions on renewable energy in Japan. |
|                    | Korea  | 2011, 2016, 2017,<br>2018, 2019;<br>calls in 2020, 2022             | Each trip included major regulators (FSC, MOJ, KRX) and leading CG groups (KCGS, SER). Company engagement focusses on systemically important groups (Samsung, Hyundai, SK, LG, Lotte), banks such as KB and Shinhan, former state enterprises (KEPCO, KT&G), and newer tech firms (Kakao).                                   |
|                    | India  | 2010, 2014;<br>calls in 2020  | Each trip included major regulators (BSE, NSE, SEBI, MOF, MCA). Selected companies we have met include Reliance Industries, Mahindra & Mahindra, Axis Capital, Oil and Natural Gas Corporation (ONGC), Birla Group   |
|                    | Others | Hong Kong: 2013<br>Indonesia: 2015<br>Taiwan: 2009<br>SE Asia: 2011 | Hong Kong meetings included SOEs (China Mobile), local energy (CLP) and aviation (HAECO) firms. Indonesia trip included a series of meetings with coal companies. In Southeast Asia, we visited Singapore, KL and Bangkok in the space of one week.  |

# Membership by region – 113 members from 20 markets Total assets under management – more than US\$40 trillion

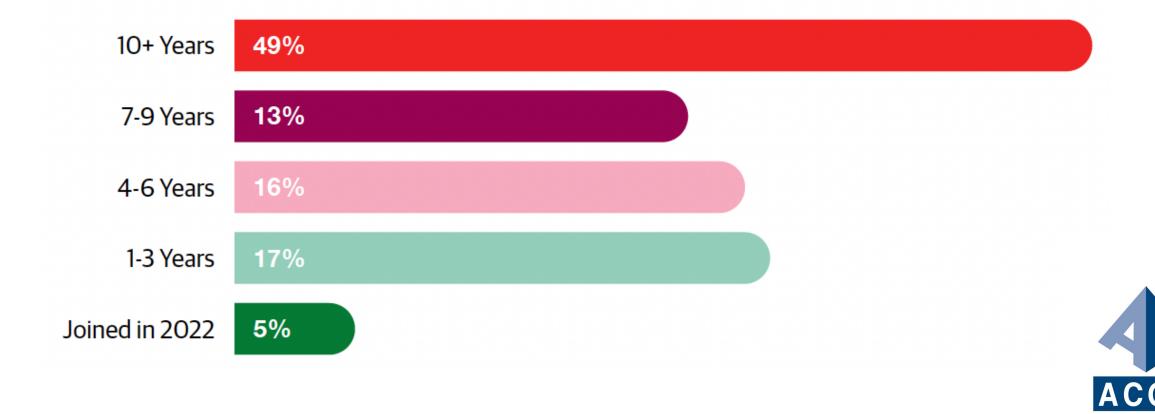


### **ACGA Member Composition by Industry**

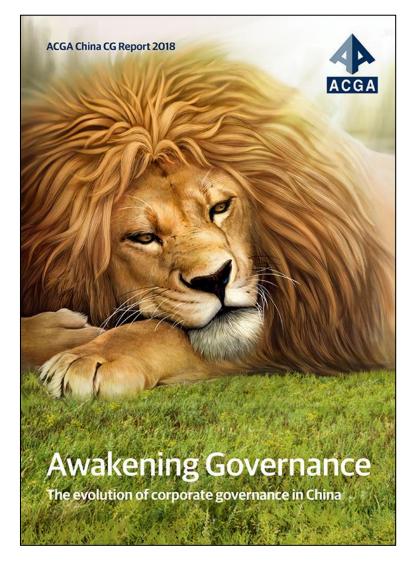




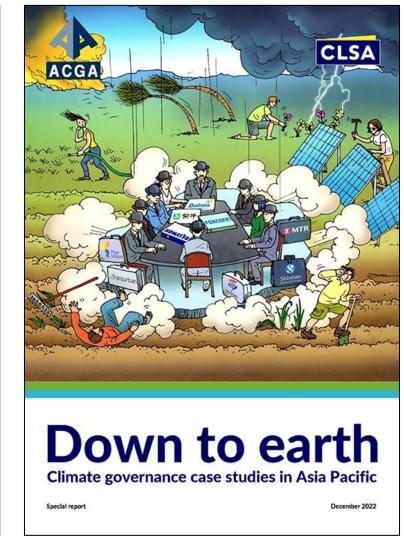
### **ACGA** Members Value Our Services



### Recent research reports





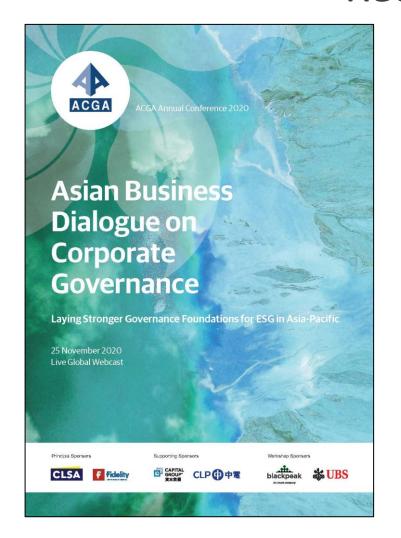


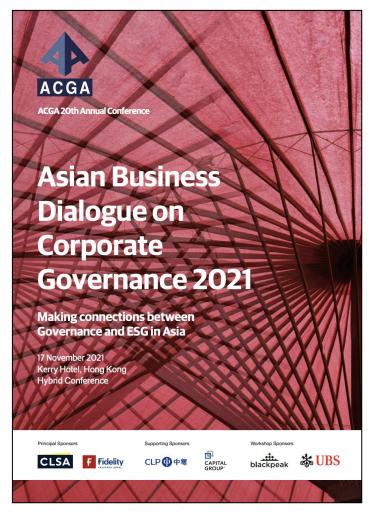
## Recent ACGA advocacy submissions

#### 2022

- Hong Kong Exchanges and Clearing on listing regime for specialist technology companies
- Japan Financial Services Agency on disclosure of corporate details pertaining to sustainability and corporate governance
- Singapore Exchange on board renewal and remuneration disclosures
- Open Letter on gender diversity in Japan's Tokyo Stock Exchange (TSE) Prime market
- International Sustainability Standards Board (ISSB) on IFRS Exposure Drafts S1 and S2
- Taiwan Securities and Futures Bureau on the proxy solicitation regulations
- Bursa Malaysia on proposed changes to the sustainability disclosure regulations
- Taiwan Securities and Futures Bureau on planned changes to the new substantial shareholder threshold which is set to be lowered from 10% to 5%
- Taiwan Securities and Futures Bureau on proposed rule changes in respect of asset acquisitions and disposals, most notably those covering related-party transactions (RPT)
- Hong Kong Exchanges and Clearing on the listing rules relating to share schemes of listed issuers
- Ministry of Finance Japan on the Foreign Exchange and Foreign Trade Act
- For all ACGA advocacy submissions, white papers, and presentations since 2004, go to our website Advocacy page.

### Recent ACGA conferences







For the programmes of all ACGA conferences since 2001, go to our website Conference page.

### ACGA – Governing Council



Chair: Steven Watson: Partner, Capital International Investors, Hong Kong

Vice Chair: Ka Shi Lau: Senior Advisor, BCT Group, Hong Kong

**Council members:** Pru Bennett: Partner, Brunswick Group, Sydney

**Stephen Fuller:** Head of Int'l Government Affairs, The Travelers Companies, Washington

Ronnie Lim: Senior Engagement Specialist, Robeco, Asia-Pacific, Hong Kong

Elizabeth Sun: Former Senior Director of Corporate Communications, TSMC, California

May Tan: Independent Director, CLP Holdings, Hong Kong Hiroaki Toya: CEO/CIO, Solaris Management, Inc., Tokyo

Jeffrey Williams: Director, UBS SDIC Fund Management, Shanghai

Yuelin Yang: Deputy Group Managing Director, IMC Industrial Group, Singapore

- For biographies of each Council member, go to our website <u>Council</u> page.
- For our Articles of Association, Council nomination guidelines, Council committee structure, and a full set of AGM materials and audited accounts since our formation, see the <u>Governance</u> pages.

### **ACGA Secretariat**

Secretary General: Jamie Allen\*

Chief Operating Officer: Irina Medukha\*

# ACGA

#### Research / advocacy staff (alphabetical)

Specialist Advisor: Melissa Brown
Research Editor: Lucy Colback

Specialist Advisor, India: Sharmila Gopinath
Research Associate, Japan: Sumika Hashimoto

Specialist Advisor, Southeast Asia: Chris Leahy
Specialist Advisor, China: Nana Li

Research Manager, China & Korea: Stephanie Lin\*

Head of Research Jane Moir\*

Research Director, Taiwan & Malaysia:

Research Manager, Market Analytics (Thailand)

Vivian Yau\*

#### Administration / events staff (alphabetical)

Executive PA:

Accountant:

Office & Events Manager:

Conference Manager:

Julia Mart

<sup>\*</sup>Denotes full-time staff. For biographies of each Secretariat member, go to our website Secretariat page.

## Financial Services Membership – Approval Process



- 1. Under ACGA's articles, our Council is required to approve each new membership application.
- 2. The criteria for financial services membership are principles-based:
  - A clear commitment to the spirit of corporate governance.
  - Support for ACGA's objectives and principles.
  - Evidence of efforts made to support governance improvements among your clients.

The ACGA Secretariat ascertains the answers to these questions through discussion with prospective members and independent due diligence. We report our findings to the Council's Membership Committee.

- 3. Following a review, the Membership Committee may wish to seek clarification of information provided by an applicant.
- 4. Membership approval will be given if the Council believes that an applicant meets the criteria for membership and will add value to the Association's member network. Approval will not be given if the Council believes otherwise or sees any potential conflict of interest.
- 5. The Council reserves the right to expel any member from the Association if it believes that the member no longer upholds the required standards of membership.

#### For more information contact:

#### Jamie Allen

Secretary General Jamie@acga-asia.org

#### Irina Medukha

Chief Operating Officer Irina@acga-asia.org

#### **Asian Corporate Governance Association Ltd**

18<sup>th</sup> Floor, Wilson House 19-27 Wyndham Street, Central, Hong Kong Tel: +852 2160 1788 (office)

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