

## Annual General Meetings – An anachronism in the global capital market

### 股东大会的真谛

Public listed companies, whether they like it or not, are required by law to hold annual general meetings (AGMs) for three basic reasons: (i) To have certain resolutions voted on by shareholders; (ii) To have the board of directors present the annual report and company accounts for shareholders to adopt; and (iii) To give shareholders the right to seek information on the company's activities and raise issues of concerns about its operations and governance.

上市公司董事无论喜不喜欢，都必须遵循上市条例举行股东大会。举行股东大会的三个原因分别是（一）让股东投票表决议案（二）让董事部向股东呈献常年报告和公司账目，并寻求股东通过（三）赋予股东权利了解公司业务活动，向董事提出公司的营运及监管问题。

After all, the AGM is the only monitoring mechanism by law calling directors to account for their stewardship of a company's affairs. Why are retail shareholders not taking the AGM seriously? Are they at the AGM for shareholder perks such as door gifts and refreshments? Are they familiar with the primary criteria of investing in any listed company for its share prices and dividend yield prospects?

总的来说，股东大会是唯一受法律承认的监管机制，董事必须在股东大会公布对公司的管理报告。然而，仍有小股东对出席股东大会不抱认真态度，只着重于礼品或食物，难道这些礼品或食物是他们选股的唯一准绳吗？难道这些会比一家公司的股价和利息率展望更重要？

If the AGM is to remain the relevant occasion for retail shareholders to voice out and call directors to account for their duties, why do they have to fear AGM to be full of intrigue and paradox? Are they easily daunted by the sheer length of voluminous annual reports or circulars, let alone read them? Or is it only about passing a few mundane resolutions and getting to the drinks and snacks as soon as possible? Yet when the shareholders adopt the company's accounts, they can no longer re-open it.

若小股东认同股东大会的重要性，包括让小股东发表意见和听取董事报告职责，为何还是对出席股东大会兴趣欠缺，这是自相矛盾的表现。难道轻易被长篇大论的常年报告和议案吓到，或只等通过大同小异的议案，以尽快享受饮品和食物。而且，常年报告内的公司账目一旦被通过，小股东都不会有再翻阅的意愿。

Disclosure notes and explanations are often the place where less scrupulous directors may tuck away information they are supposed to provide, but they keep it as quiet as possible. Unable to discern these notes, shareholders can allow "unpleasant things" to be tucked away, well out of the spotlight! Annual reports are often nebulous, of course, for what they conceal as well as what they reveal. More valuable information is seen in a set of company accounts than just the bottom-line if only shareholders know where to look for it.

一些不知是无心，还是有心的，董事在披露常年报告时，会不经意的忽略须进一步解释的项目。小股东若没有或不懂仔细查阅，将错过常年报告内的某些“不好项目”。何况常年报告的内容大部分模糊难懂。仔细查阅的小股东将发现账目报告部分，带出很多重要的讯息。通常重要的讯息都被埋在常年报告内，这就看小股东们的阅读能力有多高了。

The ability to interpret annual report and accounts is an essential investment skill. Stakeholders of every kind make judgments, and raise queries on what they see in the annual report. Hence, the role of corporations on corporate social responsibility has broadened across stakeholder groups. Why are retail shareholders not getting their act together to make their voice heard, loud and clear? They get disheartened when they see institutional shareholders holding more shares to have more say and yet, seldom show the clout or do not attend the general meetings.

诠释年报和账目报告是必要的投资求生技能。不同类型的利益相关人士，会根据自己对年报的看法和判断，在股东大会提出问题。不同类型的利益相关人士肩负不同的企业社会责任。为何小股东不集中力量，以传达更清楚和响亮的声音。持有更多股权的机构投资者，往往在重要课题拥有更大决定权，此举经常令小股东泄气，更何况机构投资者很少露面股东大会，也很少高调展示影响力。

Certain chairmen are happy to have the shortest AGM with the least shareholders present. Directors and management sometimes seem to outnumber shareholders at the AGM. They probably would prefer to give it a miss sometimes if they could, allowing no time for questions from shareholders. Why do they need to face scrutiny from shareholders? Why do not they have the sole discretion to run the business? Since when do retail shareholders have the need or even ability to discern every nuance of company's affairs?

只有少数小股东出席，并很快结束的一场股东大会，是部分上市公司主席非常乐意见到的场面。有时，董事和管理层的人数比小股东更多。如果可以选，他们更愿意缺席股东大会，或不让小股东有足够时间发问。他们认为，为什么要接受小股东的详细发问，为何不能根据自己的意见营运公司。究竟小股东什么时候开始，须要或有同样权力仔细查问公司事务的每个细节。

Most resolutions are generally voted by show of hands. A call for poll is demanded only when and unless a fraction of disgruntled shareholders stand against certain resolutions. No wonder some chairmen regard the AGM as a dry event to be dispensed with quickly. Their callous attitudes often irritate, offend or frustrate certain shareholders who feel shortchanged or suspicious of the board's intentions.

股东大会的大部分议案皆以举手表决，只有当部份股东在反对某项议案中，才会以投票方式表决。这也难怪一些公司的主席，为出席常年大会大伤脑筋并设法避开。类似态度让一些小股东质疑董事部的意图，进而感觉受骗并被激怒。

A pivotal role of questions and answers (or dialogue) session is the effective way to manage the event. Since it is this session that most chairmen regard with some anxiety, it is so central to the AGM paradox. Tough questions are usually more tensed and need appropriate responses otherwise it could cause the meeting down to a chaotic state as the shareholders' entire mood change hostile and unfriendly. Often, provocative remarks to directors are amusing to other shareholders present when the AGM runs out of chord.

股东大会的发问时段将决定会议能否顺利进行，这时也是大部分主席神经紧绷的时候。股东通常会提出让场面紧张的问题，主席必须回答适当的答案，一旦股东情绪变为不友善，大会场面将陷入混乱。股东大会进行不顺时，股东对董事发表的愤怒谈话，将沦为其他出席者的笑料。

Despite its shortcomings, the AGM is still the only occasion for directors and management to meet shareholders in person to provide appropriate responses and at times, to address penetrating questions. How the chairman deals with a mix of good and bad news, is going to set the tone and character of the general meetings. Indeed, a snappy and witty response works best through genuine interactions between the chairman and shareholders.

股东大会虽然存在缺点，股东大会仍是董事或管理层和股东会面，提供恰当回答和提出尖锐问题的唯一场合。主席如何处理同时出现的坏消息，将决定股东大会的基调和性质。机智和幽默的回答方式，将为主席和股东营造最佳的诚恳互动。

Retail shareholders seldom get perturbed unless their attitudes are in some ways affected by their anxiety and disappointment over the company's performance. They could often get to the point for being rough, mincing no words and hurling blunt criticisms of the chairman and directors. The best practice is for the chairman and directors to be open and frank, freely allowing shareholders to set and lead the mood. Nothing matches more than their patience and understanding to allow more time for shareholders to raise critical issues to be dealt.

小股东很少在股东大会表现烦躁，除非失望或担忧公司的表现。他们的批评一般上很直接，表情气愤难平，直言不讳或一针见血的谈话炮轰主席和董事。

这时主席和董事最好的应对措施，莫过于开放和诚恳的态度，允许小股东自由带动会议气氛，并以耐心和心理心让小股东有更多时间，提出建设性的批评和发问。

In certain situations, the chairman falls to the temptation, playing a dominant role. Instead of being courteous and engaging, he uses the AGM to display his arrogance or ego, discounting other board members and management during the dialogue session. In such situations, the shareholders could feel disappointed and disgusted at their poor performances. The role of the chairman is always to maintain a firm control and leadership of the meeting, bringing out the personality, character and talents of his board members. Shareholders can get quite impressed with the way the board and management complement each other, working as a coherent team, presenting themselves effectively at the general meetings.

在某些股东大会，一些主席因为虚荣感而支配全场，不仅失去谦虚和互动，还展现傲慢和自我的一面，对话时段漠视其他董事和管理层的存在，这类举动将让股东感到失望或厌恶。

主席在股东大会上的带领和有效控制以便使大会顺利进行的责任是责无旁贷的，他必须推动董事们展现个人风格，品德和天份，以团队方式完成股东大会。

The burden is always squarely on the chairman to conduct himself appropriately during the general meeting to allow an open and frank question session. By using his prerogative to restate and as appropriate, to reframe the question without distorting the queries of shareholders, the chairman can establish the correct ambience and posture for the session at the general meeting

主席在股东大会的言行举止必须恰当，以确保发问时段充满开放和诚恳的气氛，必要时可以引用特权要求股东重复相关的问题，或重组小股东的问题以避免问题被歪曲。只有这般的坦诚才能带领大会进入正面的气氛和节奏。

A positive impression can be created as much by the way the chairman or directors respond to the questions as it is by the way the answers are given. To avoid a reputation risk, the Chairman or directors cannot afford to be in a position where they cannot answer a question on the company accounts. The tricky questions tend to be those concerning with directors' remuneration and their independence. The AGM is no longer the sanctuary it was. Has shareholder activism been seen as an anachronism in the global capital market? On-going shareholder engagement is a cornerstone in any company's strategy for shareholder-investor relations, and the AGM will remain an ideal forum for this.

主席和董事们在股东大会上，应尽量对股东的发问做出回答，让股东们留下正面的印象。主席和董事们不能对金钱或账目相关问题，避而不答或推搪，免得破坏董事部的名誉。最重要是，主席和董事们应该谨记开放和透明的交流方式是挽回股东们信心的最佳办法，特别是有关公司在短期的营运上遇到困难。一般较难以招架的问题，包括董事薪酬和独立董事的独立性质。

股东大会不会再像过去般高高在上。股东权益活动在今时今日的全球资金市场，是否还继续被视为不符潮流？持续对股东作出承诺，绝对是任何公司的股东或投资者关系策略中，不可缺少的基础，股东大会将继续作为一个理想的论坛。

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