UNIVERSITI PUTRA MALAYSIA

EMPIRICAL STUDY ON REGULATORY EFFECT OF NATIONAL ECONOMIC POLICY AND DISCLOSURE-BASED SYSTEM ON MALAYSIAN IPOs

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MALAYSIAN GRADUATE SCHOOL OF MANAGEMENT
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EMPIRICAL STUDY ON REGULATORY EFFECT OF
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By

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Sincere appreciation to all parties who have provided me with the relevant information for my project. They are the librarians from Kuala Lumpur Stock Exchange (KLSE), Universiti Putra Malaysia (UPM) and Securities Commission (SC). Lastly, I would like to say thank you to all my friends who have been supportive and helpful in the course of my study.
In Malaysia, new issues are reported to be highly underpriced which subsequently led to oversubscription. Since underpricing in the Malaysia capital market has been unique with the regulatory effect (Ariff et al.), this study extend regulatory intervention effect, namely the New Economic Policy (NEP) in the period of 1970-1990 and Disclosure-Based System from 1st January 1996 on Malaysian IPOs.

Comparison on pre- and post-policy implementation results show that the average market-adjusted return on both short run and long run period are higher in the post-policy period. In the short run, the results of average market-adjusted returns in pre-versus the post-NEP are 52.35 versus 112.01 on first day (t=3.25), 57.63 versus 105.78 on first week (t=2.61), 62.89 versus 106.09 on first month (t=2.24), 46.41 versus 105.06 (t=2.89) on third month and 37.28 versus 106.71(t=3.55) on the sixth month. In the long run, the average market-adjusted returns of pre-versus the post-NEP are 21.19 versus 108.89 (t=9.24) on the first year, -4.79 versus 97.18 (t=6.57) on second year and 6.94 versus 73.41 (t=5.74) on the third year.

Implementation of disclosure-based system has significantly reduced the underpricing. The results of average market-adjusted returns of pre-and post-implementation of the system are 139.65 versus 1.39 on first day (t=11.60), 140.26 versus 1.34 (t=10.56) on first week, 136.08 versus 1.33 (t=10.08) on first month and 147.93 versus 1.69 (t=10.09) on sixth month. Therefore, the study concluded that regulations do have effect on Malaysian IPOs.
ABSTRAK


Perbandingan keputusan analisis sebelum dan selepas pelaksanaan DEB menujukkan pelaksanaan dasar berkesan ke atas harga saham terbitan baru. Tempoh jangka pendek dari hari pertama ke bulan ke-enam menunjukkan pulangan lebih tinggi selepas pelaksanaan dasar tersebut. Keputusan sebelum berbanding selepas DEB adalah 52.35 berbanding 112.01 pada hari pertama (t=3.25), 57.63 berbanding 105.78 pada minggu pertama (t=2.61), 62.89 berbanding 106.09 pada bulan pertama (t=2.24), 46.41 berbanding 105.06 (t=2.89) pada bulan ketiga dan 37.28 berbanding 106.71 (t=3.55) pada bulan keenam. Di dalam jangka panjang, keputusan pulangan sebelum berbanding selepas DEB adalah 21.19 berbanding 108.89 (t=9.24) pada tahun pertama, -4.79 berbanding 97.18 (t=6.57) pada tahun kedua dan 6.94 berbanding 73.41 (t=5.74) pada tahun ketiga.
Pelaksanaan *Disclosure-Based System* berkesan mengurangkan jurang perbezaan nilai saham terbitan baru berbanding harga yang ditawarkan. Keputusan untuk pulangan bagi jangka sebelum berbanding selepas adalah 139.65 berbanding 1.39 pada hari pertama \((t=11.60)\), 140.26 berbanding 1.34 \((t=10.56)\) pada minggu pertama, 136.08 berbanding 1.33 \((t=10.08)\) pada bulan pertama dan 147.93 berbanding 1.69 \((t=10.09)\) pada bulan keenam. Kesimpulan dari kajian ialah peraturan ke atas pasaran modal mempunyai kesan terhadap saham terbitan baru.
# TABLE OF CONTENTS

ACKNOWLEDGEMENT iii

ABSTRACT iv

ABSTRAK v

LIST OF TABLES x

LIST OF FIGURES xi

## PAGE

### CHAPTER ONE INTRODUCTION

1.0 Overview of the Securities Industry in Malaysia 1

1.1 Category of Listed Securities 2

1.2 Authority in New Listings 5

1.3 Advantages and Disadvantages of Going Public 8

1.3.1 Advantages 8

1.3.2 Disadvantages 9

1.4 Primary Market and Secondary Market 9

1.5 Definitions of Initial Public Offer 10

1.6 Listing Procedure for Initial Public Offering 11

1.6.1 Floatation Team 12

1.7 IPOs Underpricing 15

1.8 Objectives 19

1.9 Outline of the Study 19
CHAPTER TWO  LITERATURE REVIEW

2.0  Background  20
2.1  Seasoning Theory  20
2.2  Certification Hypothesis  22
2.3  Investment Banking Theory  24
2.4  Informed versus Uninformed Investor  31
2.5  The Fads Hypothesis  33
2.6  Signalling Hypothesis  34
2.7  Regulatory Intervention  38
   2.7.1  New Economic Policy  38
   2.7.2  Price Setting Mechanism  40
      2.7.2.1  Standard Range of PE Ratios  40
      2.7.2.2  Method of Computing Maintainable Profit  41
2.8  Privatisation  42
## CHAPTER THREE  RESEARCH METHODOLOGY

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>3.0 Introduction</td>
<td>45</td>
</tr>
<tr>
<td>3.1 Test Models</td>
<td>46</td>
</tr>
<tr>
<td>3.2 Data Sources</td>
<td>48</td>
</tr>
<tr>
<td>3.3 Hypothesis</td>
<td>50</td>
</tr>
</tbody>
</table>

## CHAPTER FOUR  FINDINGS AND DISCUSSION

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>4.0 Underpricing in the Pre- and Post- Policy Period</td>
<td>52</td>
</tr>
<tr>
<td>4.1 Underpricing in Post-Versus the Pre- Policy</td>
<td>53</td>
</tr>
<tr>
<td>4.2 Short and Long Run Performance of IPOs</td>
<td>55</td>
</tr>
<tr>
<td>4.2.1 Short Run Performance of IPOs</td>
<td>56</td>
</tr>
<tr>
<td>4.2.2 Long Run Performance of IPOs</td>
<td>57</td>
</tr>
<tr>
<td>4.3 Disclosure-Based System</td>
<td>57</td>
</tr>
</tbody>
</table>

## CHAPTER FIVE  CONCLUSION

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>5.0 Conclusion</td>
<td>59</td>
</tr>
<tr>
<td>5.1 Implication of the Study</td>
<td>61</td>
</tr>
<tr>
<td>5.2 Suggestions on Further Research</td>
<td>62</td>
</tr>
</tbody>
</table>
TABLES

Table 1  MSC's Plan For Moving Towards
The Disclosure-Based System  7

Table 2  Listing Requirement  8

Table 3  Degree of Underpricing On New Shares Issues
In Developed and Developing Markets
Over Different Test Periods  18

Table 4  Standardised Range of Price-Earning Multiples  41

Table 5  Short Run Underpricing (MAU) of Malaysian
New Issues In The Pre-and Post- New Policy
Implementation Period  53

Table 6  Long Run Underpricing (MAU) of Malaysian
New Issues In The Pre and Post New Policy
Implementation Period  55

Table 7  Short Run Underpricing of IPOs Relative
To Offer Prices In The Post NEP : Malaysia  56

Table 8  Long Run Underpricing of IPOs Relative
To Offer Prices During Post NEP : Malaysia  57

Table 9  Underpricing (MAU) of Pre and Post Period
Of Disclosure-Based System Implementation  58
<table>
<thead>
<tr>
<th>FIGURES</th>
<th>PAGE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Figure 1 New Listing Statistics</td>
<td>1</td>
</tr>
<tr>
<td>Figure 2 Procedure For Initial Public Offering and Listing</td>
<td>14</td>
</tr>
<tr>
<td>Figure 3 Short run Underpricing (MAU) for</td>
<td>54</td>
</tr>
<tr>
<td>Malaysia New Issues in Pre-and Post- NEP</td>
<td></td>
</tr>
<tr>
<td>Figure 4 Long run Underpricing (MAU) of Malaysian</td>
<td>56</td>
</tr>
<tr>
<td>New Issues In Pre-and Post- New Economic Policy</td>
<td></td>
</tr>
</tbody>
</table>

BIBLIOGRAPHY 64

APPENDIX
CHAPTER ONE

INTRODUCTION
CHAPTER ONE

INTRODUCTION

1.0 Overview of the Securities Industry in Malaysia

With over 700 listed companies, the Kuala Lumpur Stock Exchange is by far the largest stock exchange within ASEAN in terms of market capitalisation and has consistently been in the top 15 on a global basis. The number of new issues has been increasing since 1973\(^1\). The statistics are depicted in Figure 1.

Figure 1 New Listing Statistics

\(^1\) Source: KLSE Homepage as at 22 July 1999.
Approximately RM 170 billion and RM 380 billion will be required to fund the various undertakings by the public and private sectors respectively in the five year period between 1996 and 2000. Should current financing patterns continue, the latter is expected to raise at least 40 per cent of its requirements through the financial markets.²

To ensure that this demand is satisfied, a sound domestic investor base must be established in tandem with the implementation of policies to attract and retain foreign funds. A flourishing stock market will provide companies with an excess to a cheaper source of finance, and simultaneously minimise their exposure to interest rate and/or exchange rate fluctuations, which accompany debt financing.

1.1 Category of Listed Securities

Fund raising through the listing of securities on the KLSE comprises, mainly of 3 categories namely:

1. Share capital
2. Fixed income securities
3. Warrants

(1) Share Capital

- Public issue - the most common method of sale of new shares to public. The merchant bankers and one of the two issuing houses either MIDF Consultancy and Corporate Services Sdn Bhd or Malaysia Issuing House Bhd will underwrite. Supply and demand of shares determine the need for balloting process at the issuing house.

• Offer for sale - It involves sale of a block of shares belong to the existing shareholders to public, with the offer price, underwriting and balloting process similar to public issue.

• Special issue - National Development Policy that set minimum 35% Bumiputera equity participation promotes the listed company. Company gives special issue at lower than market price. Securities Commission determines the price while MITI determines the share allotment.

• Bonus issue - also known as scrip issue or capitalisation issue which only involves adjustment company account without any capital raised. Reserves may increased due to higher value of fixed asset revaluation or retain earnings. The reserves may be converted to issued capital through bonus issue such as 1 for 4 bonus issue where shareholders receive one new share free for every 4 existing shares they own, but the value of the share will eventually drop by 20% of its original value.

• Rights issue - new shares issued at the discount to market price to current shareholders. It is to avoid new issue to public as it may affect current shareholders. Moreover, shareholders may dispose their rights to another person.

• Private placement - shares are offered to predetermined buyer of large investing institutions without the stockbroker intermediary. It is the means of going public or to raise additional capital in the case of a listed company.

• Restricted issue - only the shareholders or directors and others within the group received the shares.

• Issue of shares for acquisitions, takeovers, mergers - exchange for assets of another company through issuing shares. It is faster and more economical than issuing new
capital for cash that is later for operation extension. However, the current shareholders holdings will be diluted.

- **Issue of shares arising from conversion** - company determine the date and rate stated in trust deed of conversion of other classes of shares o holders of loan capital into ordinary shares.
- **Issue of shares arising from Employee Share Option Scheme (ESOS)** - benefits the employee with option in a specify period to take up the shares.

(2) **Fixed income securities** enable creditors or the holders the right on the interest and loan repayment under the terms of securities issued. A **debenture** is a long-term loan secured against the company asset. While debenture stocks are issues at fixed interest stock Both rights are specified under the trust deed. Loan stocks have higher return as increase in interest payable parallel with its higher risk of unsecured.

(3) **Warrants are mainly the transferable subscription rights (TSRs) and call warrants.** The **TSRs** is when the company issue the warrants whereby within specify period and price holders of the right of no obligation, to buy a fixed number of shares. It expired within 5 years while it attached to the loan stock issued. Call warrants is similar to TSRS but the warrants are now issued by third parties based on the existing shares. It has no more than 2 years maturity date and subjects to SC guideline for the issue of call warrants.
1.2 Authority in New Listings

The main rules and regulations governing the listing of new issues in Kuala Lumpur Stock Exchange (KLSE) are (1) Companies Act, 1965 (2) Securities Industries Act, 1983 (3) Capital Issues Committee (CIC) guidelines, currently the Malaysian Securities Commission (MSC) guidelines and (4) the KLSE Listing Requirements. In the Companies Act, 1965, when company seeks to list has more than 50 shareholders it must be converted to public limited. The Act also encounters conditions pertaining to the issue of prospectus. The Securities Act, 1973 implemented was to prevent unfair trading practices such as insider trading, speculation, market manipulation and share rigging. In addition, the Act regulates the licensing of share dealers, basically the stockbroking firms and investment bankers and their underwriting commitments. The Security Industry Act, 1983 replaced the 1973 Act with the intention to have tighter control to prevent fraudulent trading and market rigging transactions.

On 1st January 1996, the MSC guidelines replaced the CIC guidelines. Among the recent guidelines for company seek listing with placing of shares to public are on

- Public issue where new shares are offered to public through prospectus invitation.
- Offer for sale where the existing shareholders are offering to sell part of equity to public, resulting in no change of total units of issued and paid-up capital of company.
- Private placement where institutions investors such as pension funds, insurance companies and investment trusts are allocated shares by investment banker (this method is not popular in Malaysia).
• Introduction where shares are not offered or placed to public. The company eligible for introduction when its shareholding spread requirements and compliance of National Development Policy of 30% bumiputera equity participation. The shareholding spreading is to promote liquidity with the adequate free float of shares in the open market.

• The most significant areas in the MSC recent guidelines is the disclosure-based system. Table 1 shows the MSC’s Plan for moving towards the disclosure-based system. Based on the disclosure-based system, the issuer and investment banker solely determined the offer price of a listing application. Thus, the implementation of the programme involves the revision of relevant laws to various parties such as mentioned in Table 1. Company financial track record, its position in the industry and prospects shall determine the price. The new rules was hoped to be market driven and create higher standard of accountability. On 21 June 1996, New Straits Times published that MSC indicated the following

"investors should be mindful that the premium on listing for these offers would be necessarily lower than those under the old formula. In addition, there could never be any guarantee that the after-market performance of these securities will always be better than the prices offered at the IPO stage, it said....to clarify recent press comments on the pricing of shares under an IPO exercise"
Table 1

MSC's Plan for Moving Towards the Disclosure-Based System

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<td>“ This involves moving away from the current system in which the commission determines the viability of a proposal to one where the investor makes the decision based on available material information. The main objectives of the programme are to:</td>
<td></td>
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<tr>
<td>1.</td>
<td>Facilitate a shift to market-based pricing on primary offerings of securities</td>
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<td>2.</td>
<td>Remove any barriers to the competitiveness of Malaysian corporations inherent in the present system</td>
</tr>
<tr>
<td>3.</td>
<td>Inculcate higher standards of disclosure and accountability to investors by corporations</td>
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Implementation of this programme involves:

(i) a revision of relevant laws to
- impose an obligation on offerors of securities to provide full, accurate and non-misleading information to investors
- make intermediaries responsible for their recommendations
- make advisers responsible to investors for information on corporations
- confer rights of recourse to investors who have suffered loss as a result of misleading or deceptive information

(ii) developing appropriate criteria for the type of information to be released and the method of disclosure

(iii) Instilling awareness among all participants in the primary and secondary Markets of their respective roles and responsibilities under the new regulatory system. "

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The KLSE listing requirements are on the qualifying for company seeks listing. Among the recent listing requirements are as follows

Table 2

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<tr>
<th>Listing Requirement⁴</th>
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</thead>
<tbody>
<tr>
<td><strong>Main Board</strong></td>
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<td>Aggregate after-tax profit</td>
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<td>Minimum after-tax profit per year</td>
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<td>Minimum after-tax profit for most recent year</td>
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<td><strong>Second Board</strong></td>
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<td>Profit record</td>
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<td>Aggregate after-tax profit</td>
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<td>Minimum after-tax profit per year</td>
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<td>Minimum after-tax profit for most recent year</td>
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</table>

1.3 Advantages and Disadvantages of going public

1.3.1 Advantages

Distinct advantages when companies seek listing in public exchanges. Issuing or floating securities to raise capital enables the company to refinance expansion and to obtain wider pool of funds at a lower cost. The fund generated will be an introductory to longer term push for expansion before issuance of rights and debts. Also, it allows the acquisition of

⁴ Source: KLSE Homepage as at 22 July 1999.
assets through the exchanges of shares that will minimize the outflow of cash from the company and enhanced the corporate profile. The quality of its management and technical expertise is improved with the establishment of employee share ownership schemes.

1.3.2 Disadvantages

The disadvantages are the preparation cost in the initial public offering process, time consuming and expensive as the burden of continuous reporting under the securities law. With the implementation of disclosure-based system, requirement on disclosure of previous proprietary heighten the competition.

1.4 Primary Market and Secondary Market

Primary markets allow corporations, government units and others to raise needed funds for expansion of their capital base. Once the assets or securities are sold in the primary market, they begin trading in the secondary market. Primary markets are distinguished by the flow of funds between the market participants. Instead of trading between investors as in the secondary markets, participants in the primary market buy their assets directly from the source of the asset.

Since corporations and government units do not sell new securities daily, monthly or even annually, they usually rely on the expertise of the investment banker when selling securities. Therefore, one of the most active participants in the primary market is the investment banker. The investment banker acts as a middleman in the process of raising
funds and, in most cases, takes a risk by underwriting an issue of securities. The investment banker may sell the issue on a best-efforts basis or underwriting. In best-efforts basis, the issuing firm assumes the risk and simply takes back any securities not sold after a fixed period. In underwriting, it refers to the guarantee of the investment banking firm gives the selling firm to purchase its securities at a fixed price thereby eliminating the risk of not selling the whole issue of securities and having less cash than desired.

1.5 Definitions of Initial Public Offer

Malaysian laws define sale of expanded authorised shares of a company as new issues. In Malaysia, there are two types of primary market issues of common stock which are unseasoned and seasoned offerings. Initial public offer or IPO can be consider as new issue of shares, which is the sale of ordinary shares to the public out of previously closely-held authorised shares of a firm. IPOs are also known as unseasoned offerings. Companies offer seasoned new issues which are companies already floated shares or equity in the capital market. In the stock exchange, listed firms also raised about 5-10% of funds through private placements of shares. They are permitted in limited cases and these are not IPOs.
1.6 **Listing Procedures for Initial Public Offering**

New issues are subjected to public scrutiny by the investment bankers, that is, any one of the merchant bankers in Malaysia, the Securities Commission (Capital Issues Committee & the Foreign Issues Committee prior to March 1993), the Registrar of Companies and the Kuala Lumpur Stock Exchange (KLSE). Applications of IPOs in Malaysia must be open to the public. In the event of oversubscription, SC and KLSE regulate the allocation through public lottery. An auditor is appointed to oversee share allocation. Rules forbid self-listing in the Malaysian primary market. Regulators approve the sale of new shares of any kind with elaborate care. Consequently, in large placement, the approval process may take up to a year. In Malaysia, as an emerging market, the average time for approval is estimated at about 4-6 months.

To get listed, firstly, company will submit the application to the SC as Section 32 of Securities Commission Act 1993 mandates that all proposals for the listing of securities on the KLSE must be approved by SC. Later, the company will get KLSE approval through the submission of the Memorandum of Association and Articles of Association. As an addition and complement to common law and statutory obligations of publicly listed company, KLSE Listing Requirements require the company to submit the Initial Listing Application and supporting documents which depend on types of securities, listing on Main or Second Board of the KLSE. SC and KLSE shall approve the listing. Company is obliged to continue supplement the disclosure requirements of Company Act 1965 whereby if not comply, company may liable to removal from official list. A final copy of prospectus is filed with Registrar of Company and KLSE, followed by
advertising and issuing prospectus\textsuperscript{5} to the public. Issuing houses that are MIDF Consultancy and Corporate Services Sdn Bhd and Malaysia Issuing House Sdn Bhd will do the allotment and balloting in the event of oversubscription. After allotment, shares are issued and admitted to KLSE Official List. After three days upon Central Depository confirmation on securities accounts of successful applicants have been duly credited, shares are traded on KLSE.

1.6.1 Floatation Team

- Merchant bankers - the key role in listing process. It prepares the feasibility of floatation, advise on size and issue price, method and timing of floatation all of which adhere to regulatory requirements. Underwriting is an onerous duty when SC only entertain the merchant bank applications.

- Auditor or reporting accountant - provide an independent business review and confidential report to be referred by merchant banker on the suitability of listing. Based on professional duty, it is to provide the profit and cashflow forecasts in submissions to get SC approval.

- Tax advisors - often also the auditor who is to maximize the shareholders wealth when they keep the tax bill down with consideration on income tax implication of company financial results.

- Legal counsel - the principal functions include preparing the legal document prior to listing transaction. Among which are the sales & purchase agreement, underwriting

\textsuperscript{5} The prospectus information is in the appendix.