



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA



Merealisasikan **VISI** Kami
Realizing Our VISION

LAPORAN TAHUNAN
ANNUAL REPORT

2012

PERNYATAAN VISI SSM

“ Menjadi Pendaftar dan Organisasi Kawal Selia Korporat Bertaraf Dunia Yang Memenuhi Keperluan Perniagaan Menerusi Pendaftaran, Maklumat, Kawal Selia Dan Khidmat Nasihat Yang Berkesan ”

TERAS STRATEGIK

1. Menggalakkan dan mendorong tadbir urus yang baik untuk mewujudkan persekitaran perniagaan yang lebih kondusif.
2. Menyampaikan produk dan perkhidmatan yang inovatif untuk memenuhi keperluan pihak berkepentingan.
3. Menyediakan perkhidmatan yang bermutu tinggi menerusi kecemerlangan operasi.
4. Menjana sinergi menerusi kerjasama strategik.
5. Berkembang menjadi organisasi berasaskan pengetahuan untuk membentuk pemikiran yang kompetitif.
6. Memupuk budaya berprestasi tinggi menerusi pembangunan keupayaan dan kemampuan.
7. Mengoptimumkan ICT untuk meningkatkan kecekapan, keberkesanan dan ketangkasan perusahaan.

NILAI-NILAI KORPORAT



Kerja Berpasukan



Integriti



Peningkatan pengetahuan dan kemahiran berterusan



Pencapaian Hasil



Berorientasi pelanggan



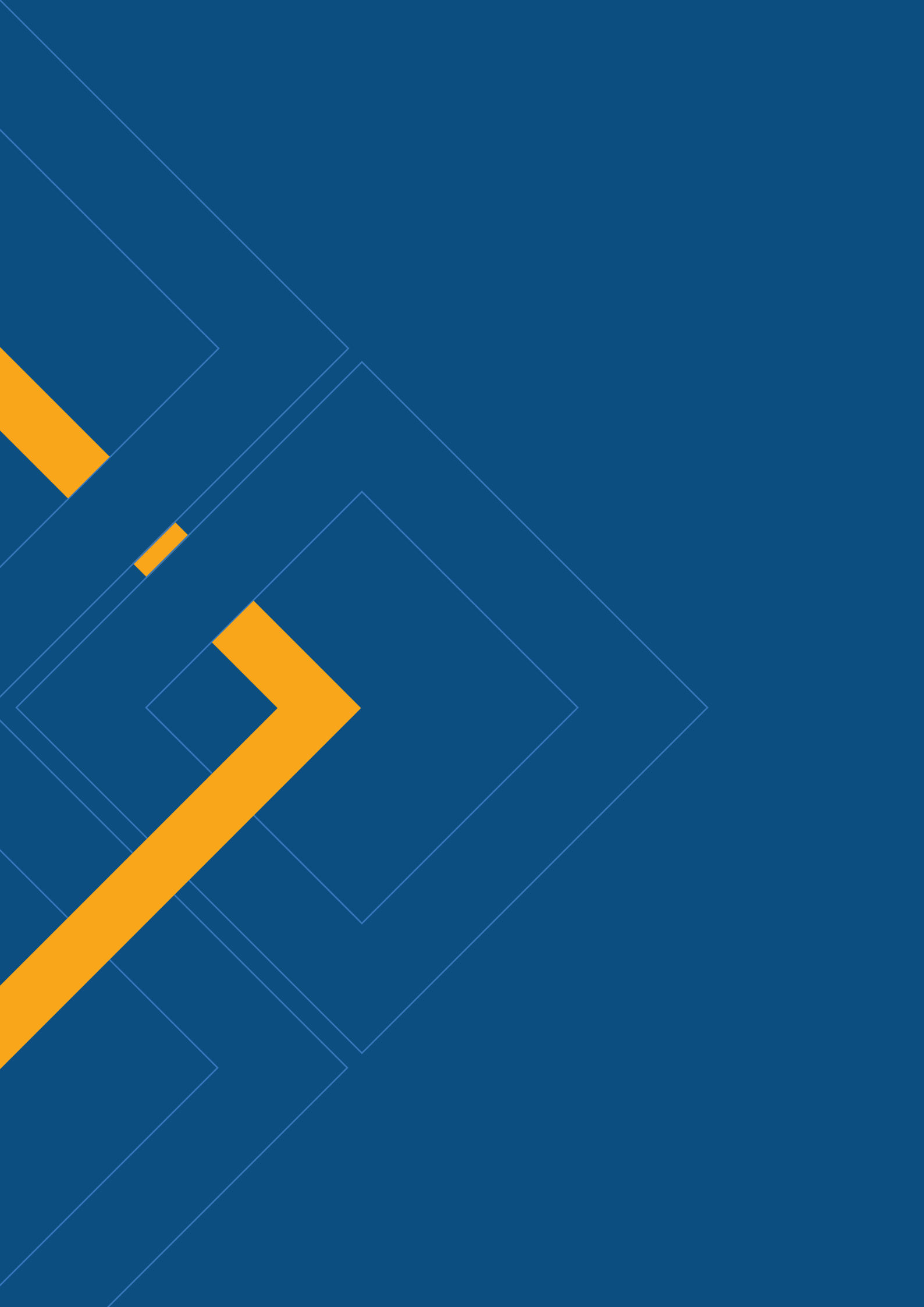
KONSEP KULIT

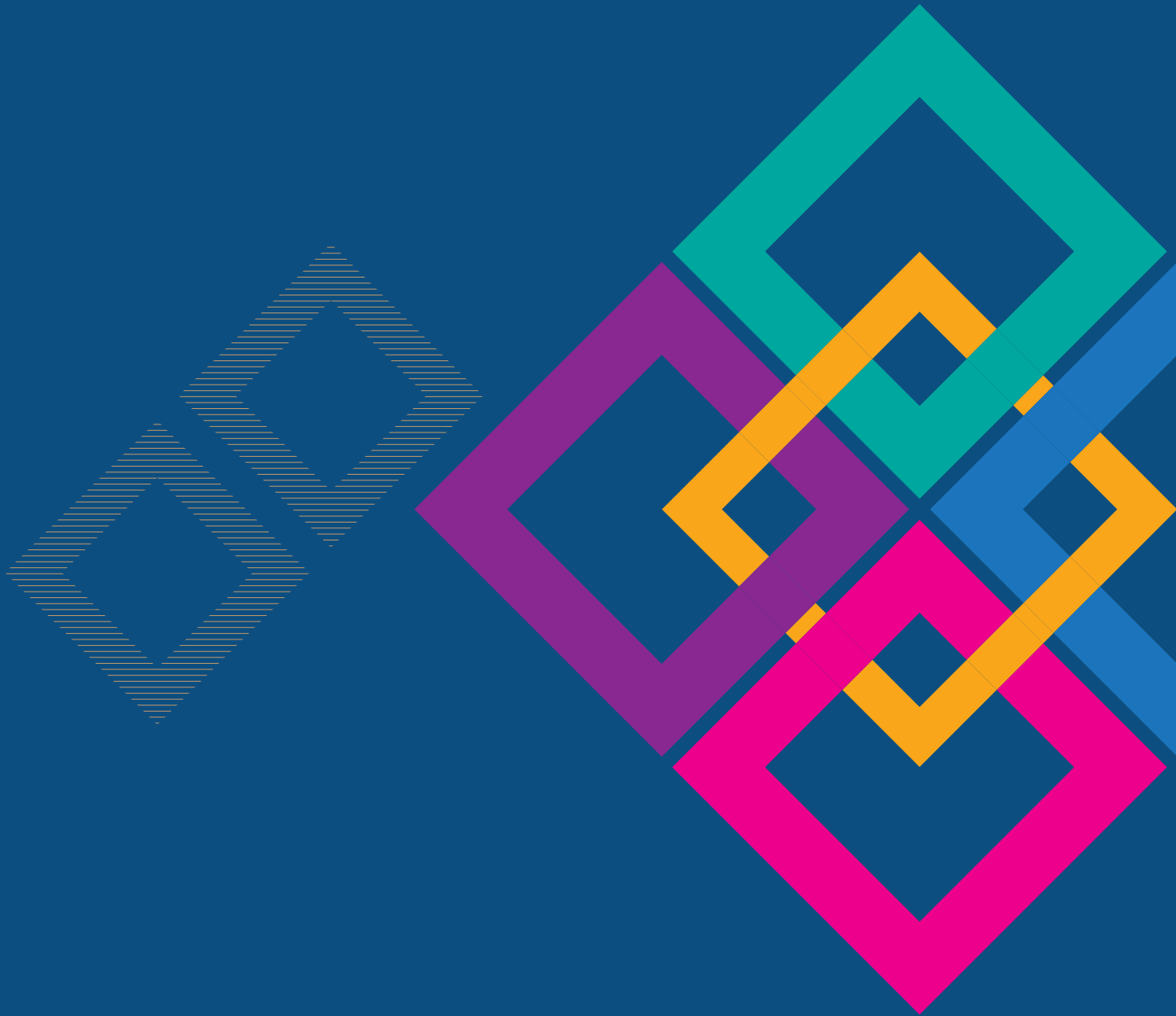
Kulit Laporan Tahunan SSM 2012 menggambarkan kesan grafik logo SSM dengan megah terbentuk dalam persekitaran Menara SSM di KL Sentral.

Imej logo disepadankan bersama bangunan-bangunan yang menandakan terdapat kepelbagaian perniagaan di Negara ini. Ini menunjukkan usaha berterusan SSM dalam mencapai visi untuk menjadi pendaftar dan organisasi kawal selia korporat bertaraf dunia yang memenuhi keperluan perniagaan menerusi pendaftaran, maklumat, kawal selia dan khidmat nasihat.

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PERUTUSAN YB MENTERI

Malaysia terus kecapai kemajuan yang kukuh dalam mewujudkan persekitaran perniagaan yang kondusif dan boleh dipercayai. Menurut Bank Dunia melalui laporan *Doing Business 2013* yang diterbitkan pada Oktober 2012 telah meletakkan Malaysia sebagai ekonomi paling mesra perniagaan ke-12 di kalangan 185 negara di dunia untuk menjalankan perniagaan, meningkat enam (6) kedudukan dari tahun sebelumnya... Pencapaian yang membanggakan ini adalah hasil daripada dasar pro-perniagaan Malaysia yang disokong oleh pelbagai agensi termasuk SSM untuk meningkatkan daya saing negara.

Tahun 2012 merupakan ulang tahun kesepuluh SSM sejak ia mula beroperasi pada tahun 2002. Sedekad yang lalu, SSM telah meraih pelbagai pengiktirafan sama ada domestik dan antarabangsa sebagai fasilitator ke arah menjadikan Malaysia berdaya saing dan sebagai salah satu destinasi menjalankan perniagaan yang terbaik di dunia. Saya amat gembira bahawa sepanjang tahun kewangan, SSM terus membina asas yang kukuh dalam memainkan peranan fasilitatif dengan melaksanakan pelbagai inisiatif untuk mencapai visinya menjadi pendaftar korporat bertaraf antarabangsa dan pengawal selia yang memenuhi keperluan perniagaan.

Malaysia terus kecapai kemajuan yang kukuh dalam mewujudkan persekitaran perniagaan yang kondusif dan boleh dipercayai. Menurut laporan Bank Dunia melalui *Doing Business 2013* yang diterbitkan pada Oktober 2012 telah meletakkan Malaysia sebagai ekonomi paling mesra perniagaan ke-12 di kalangan 185 negara di dunia untuk menjalankan perniagaan, meningkat enam (6) kedudukan dari tahun sebelumnya. Sementara itu, menurut *World Competitive Yearbook 2012* yang dikeluarkan oleh *Institute for Management Development*, Malaysia melonjak ke kedudukan 14 daripada kedudukan 16 pada tahun 2011 dari segi persaingan global. Pencapaian yang membanggakan ini adalah hasil daripada dasar pro-perniagaan Malaysia yang disokong oleh pelbagai agensi termasuk SSM untuk meningkatkan daya saing negara.

Pada tahun lalu, ekonomi kita telah menunjukkan prestasi yang baik. Ekonomi Malaysia berkembang sebanyak 5.6% pada tahun 2012 berbanding dengan 5.1% pada tahun sebelumnya, meskipun

persekitaran ekonomi dunia yang sukar dan tidak menentu. Prestasi positif ini tidak akan tercapai tanpa sokongan padu yang diberikan oleh rakyat di negara ini, termasuk SSM, untuk memastikan bahawa ekonomi domestik dapat terus berkembang di tengah-tengah keadaan ekonomi luar yang tidak memberangsangkan.

SSM pada tahun lalu telah berjaya memainkan peranan memudahkan proses pendaftaran syarikat dan perniagaan. Sebanyak 45,441 syarikat telah didaftarkan berbanding dengan 45,455 tahun lepas meskipun persekitaran ekonomi global yang mencabar. Ini merupakan satu bukti kepada asas-asas ekonomi Malaysia yang kukuh dan daya tahan pertumbuhan ekonomi negara.

Pendaftaran perniagaan meningkat sebanyak 14% kepada 324,761 dari 284,598 pada tahun sebelumnya. Pengenalan insentif bagi pendaftaran sebanyak RM50 sekali untuk tempoh lima (5) tahun untuk perniagaan baharu dan pembaharuan yang diperkenalkan oleh SSM pada 27 Mei 2012 bukan sahaja telah berjaya dalam menyokong keusahawanan merujuk rekod jumlah pendaftaran baharu, malah inisiatif ini juga adalah selaras dengan usaha Kerajaan untuk mengurangkan kos menjalankan perniagaan terutama di kalangan penjaja dan peniaga kecil.

Saya amat bangga bahawa SSM berterusan memastikan ia kekal relevan dan selaras dengan perubahan persekitaran perniagaan melalui penglibatan yang kerap dengan pihak-pihak berkepentingan untuk mendapatkan maklum balas membina mengenai undang-undang dan sistem operasi melalui penganjuran dua (2) Forum

45,441
SYARIKAT BAHARU

324,761
PENDAFTARAN PERNIAGAAN BAHARU

RM50 PAKEJ INSENTIF
BAYARAN PENDAFTARAN BAHARU DAN PEMBAHARUAN PENDAFTARAN PERNIAGAAN

5.6%
EKONOMI BERKEMBANG PADA TAHUN 2012

Rundingan Amalan Korporat (CPCF) dan Dialog Tahunan dengan pihak-pihak berkepentingan di Kuching, Sarawak; Kota Kinabalu, Sabah dan Kuala Lumpur. Maklum balas yang diterima dari setiap sesi pertemuan ini membolehkan SSM menyediakan inisiatif-inisiatif serta meningkatkan perkhidmatan demi memenuhi keperluan pihak-pihak berkepentingan.

Saya juga amat kagum dengan penyertaan secara aktif SSM dalam dua (2) acara pada tahun 2012 yang dirasmikan dan dianjurkan oleh Kementerian saya, Kementerian Perdagangan Dalam Negeri, Koperasi dan Kepenggunaan (KPDNKK) untuk mendekati masyarakat di Pagoh, Johor dan Bera,



90% KADAR PEMATUHAN

Pahang. Selain daripada SSM, sambutan hangat masyarakat dalam kedua-dua acara ini telah berjaya mempromosikan peranan, perkhidmatan dan fungsi agensi-agensi lain di bawah KPDNKK. Selain itu organisasi yang turut mengambil bahagian dalam program ini adalah seperti Perbadanan Harta Inteltek Malaysia (MyIPO), Suruhanjaya Koperasi Malaysia (SKM), Bank Kerjasama Rakyat Malaysia, Perbadanan Nasional Berhad (PNB) dan Maktab Koperasi Malaysia (MKM).

Sebahagian daripada usaha yang berterusan SSM dalam menggalakkan amalan tadbir urus korporat yang baik dan menambah pengetahuan kepada pihak-pihak berkepentingan, Akademi Latihan SSM (COMTRAC), terus memainkan peranan penting dalam menjalankan program-program latihan di seluruh negara sepanjang tahun. Selain daripada penyusunan semula modul latihan sedia ada yang menjadi kontemporari dengan senario terkini korporat kepada para pengarah, program latihan peringkat tinggi yang dikenali sebagai CDTP Premier telah diperkenalkan bagi pengarah korporat berprofil tinggi seperti KPE, KPO dan kakitangan pengurusan utama dalam syarikat-syarikat multinasional, tersenarai, awam dan GLC.

Inisiatif latihan dan pendidikan yang dijalankan ditambah dengan usaha penguatkuasaan berkesan yang dilaksanakan pada tahun-tahun sebelumnya telah berjaya menyemai rasa tanggungjawab masyarakat korporat untuk menjalankan tugas

PERUTUSAN YB MENTERI

mereka, selaras dengan keperluan undang-undang. Ini dapat dilihat melalui kadar pematuhan yang tinggi iaitu sebanyak 90% yang dicapai hasil daripada serahsimpan penyata tahunan pada tahun 2012 dan 2011.

Selain itu pada tahun 2012, Pekeliling Amalan Terbaik Perniagaan (BBPC) SSM yang ketiga bertajuk "*Achieving Corporate Integrity*" telah dilancarkan, merupakan sesuatu yang luar biasa kerana ia adalah selaras dengan aspirasi kerajaan untuk memerangi rasuah. Penerbitan BBPC adalah hasil daripada usaha sama Ahli Meja Bulat Integriti Korporat yang terdiri daripada Suruhanjaya Syarikat Malaysia, Bursa Malaysia, Institut Integriti Malaysia, Suruhanjaya Pencegahan Rasuah Malaysia, Transparency International Malaysia, Unit Pemantauan dan Penyelarasan NKRA Rasuah dan Unit Pengurusan Prestasi dan Pelaksanaan (PEMANDU) NKRA Rasuah.

Elemen yang paling penting BBPC ialah Ikrar Integriti Korporat yang membolehkan perniagaan dan syarikat-syarikat untuk secara *unilateral* mengisytiharkan komitmen mereka terhadap integriti korporat ke arah mewujudkan persekitaran perniagaan yang dipercayai bebas daripada rasuah.

Dua (2) Siri Seminar Tanggungjawab Korporat (CRSS) turut diadakan di Kota Kinabalu dan Johor Bahru pada tahun 2012 bertujuan mempromosikan tadbir urus korporat yang baik serta mewujudkan kesedaran mengenai tanggungjawab korporat di kalangan perusahaan kecil dan sederhana.

Di peringkat antarabangsa, SSM terus memainkan peranan yang penting secara aktif dalam menghadiri persidangan antarabangsa dan menerima pelawat-

pelawat dari pejabat pendaftar korporat asing. Saya juga gembira melihat SSM berkongsi kejayaan dengan pendaftar korporat asing semasa lawatan mereka ke SSM melalui pelbagai inisiatif. Ini termasuk wakil-wakil dari Capital Market Authority (CMA) Kenya; Securities and Exchange Commission of Pakistan (SECP), Companies and Intellectual Properties Commission of South Africa (CIPC) serta misi lawatan dari Timor Leste yang terdiri daripada kerajaan Timor-Leste dan International Financial Centre (IFC).

Tahun ini turut menyaksikan Akta Perkongsian Liabiliti Terhadap 2012 (PLT) telah diluluskan. Selain daripada menjadi wahana alternatif untuk menjalankan perniagaan di Malaysia, PLT memberi pelabur kelebihan liabiliti terhadap yang sama dengan syarikat yang diperbadankan di bawah Akta Syarikat dan privasi perkongsian konvensional di mana akaun mereka tidak akan difailkan kepada Pendaftar. Oleh itu, PLT akan membantu menggalakkan usahawan di negara ini dengan lebih ramai usahawan bercita-cita tinggi dan muda dijangka mengambil kesempatan ini untuk melibatkan diri mereka dalam perniagaan.

Saya yakin dengan komitmen dan sokongan berterusan yang tidak berbelah bahagi daripada warga kerjanya, SSM akan terus menikmati pencapaian yang baik pada tahun 2013 dan tahun-tahun mendatang ke arah mencapai aspirasi menjadikan Malaysia destinasi yang paling sesuai untuk menjalankan perniagaan bagi komuniti perniagaan dunia.

DATO' SRI ISMAIL SABRI BIN YAAKOB

Menteri Perdagangan Dalam Negeri,
Koperasi dan Kepenggunaan
1 Ogos 2013



PRAKATA PENGERUSI

SSM telah melampaui fungsi berkanunnya dalam mewujudkan persekitaran perniagaan yang kondusif untuk negara. Ia secara konsisten telah melaksanakan Pelan Hala Tuju Strategik yang berjaya membuka jalan bagi pelaksanaan inisiatif memudah menjalankan perniagaan di Malaysia. Pelaksanaan pelbagai projek di bawah Pelan Hala Tuju Strategik Pertama (2004-2009) dan diikuti oleh pelaksanaan inisiatif dalam bidang utama berdasarkan Pelan Hala Tuju Strategik Kedua (2010-2014) sesungguhnya telah mencatatkan hala tuju yang jelas untuk SSM bukan sahaja untuk melaksanakan fungsinya di bawah Akta Suruhanjaya Syarikat Malaysia 2001, tetapi juga memainkan peranan menyokong agenda nasional dalam menghadapi membantu perniagaan menempuhi cabaran hari esok.

Suruhanjaya Syarikat Malaysia (SSM) telah melangkah jauh sejak ia ditubuhkan pada 16 April 2002. Sempena ulang tahun ke-10 SSM, pelbagai kemajuan dan pencapaian yang diperolehi oleh organisasi ini dalam memenuhi fungsinya sebagai pendaftar dan pengawal selia korporat adalah amat ketara. Komitmen untuk sentiasa memperbaiki perkhidmatan, berinovasi dan usaha pembangunan yang konsisten telah menjadi asas perjalanan SSM ke arah mewujudkan persekitaran yang menyokong perniagaan di Malaysia.

Sebagai contoh, beberapa usaha sedang giat dijalankan untuk mewujudkan rangka kerja yang moden, teguh malah praktikal bagi undang-undang korporat baharu, rekayasa proses dalaman perniagaan, melaksanakan sistem teras SSM baharu bagi meningkatkan perkhidmatan elektronik atau dalam talian yang sedia ada, memperkenalkan format XBRL revolusi baru pelaporan bagi penyata kewangan dan pembangunan produk baharu yang mana, selaras dengan keperluan masyarakat korporat. Anggota-anggota Suruhanjaya akan terus memantau pelaksanaan semua strategi utama serta dengan ketabahan dan komitmen kakitangan SSM, kami yakin untuk mencapai visi untuk menjadi pendaftar korporat kelas dunia dan pengawalselia



yang memenuhi keperluan perniagaan menerusi pendaftaran berkesan, maklumat, peraturan dan nasihat.

Selain daripada melaksanakan pelan hala tuju strategik, SSM juga telah melaksanakan inisiatif-inisiatif pada 2012 dalam menjana minat di kalangan usahawan dan peniaga kecil untuk mendaftarkan perniagaan mereka. Pengenalan insentif dalam bentuk pengurangan dan pengecualian pendaftaran fi perniagaan bagi peniaga kecil dan masyarakat orang kurang upaya sepanjang tahun ini harus dipuji kerana ia menjana impak yang sangat positif ke atas ekonomi secara keseluruhan. Melalui peningkatan pendaftaran perniagaan baharu ia telah mewujudkan kesan berganda ke arah merangsang aktiviti perniagaan dalam negara serta menyumbang ke arah menghitung aktiviti perniagaan sebenar dan sumbangan kepada negara, apatah lagi manfaat tanpa had diperoleh melalui pendaftaran perniagaan yang tidak berdaftar.

Usaha-usaha dalam mendaftarkan perniagaan yang tidak berdaftar mesti dimanfaatkan dalam menyokong dan memudahkan perniagaan kecil yang tidak berdaftar ke arah menjadikan entiti perniagaan

secara formal dan mencapai peningkatan kredibiliti untuk perniagaan mereka serta membuka jalan untuk mendapatkan dana baru sehingga membuka jalan ke pasaran baru. Langkah sedemikian akan membuka satu dimensi baru untuk usahawan perniagaan dalam memasarkan produk dan perkhidmatan mereka.

Pada tahun lalu, SSM juga telah memperkenalkan banyak saluran penyampaian baharu melalui pembukaan pejabat SSM di Pusat Transformasi Bandar Melaka (UTC) dan UTC Kuala Lumpur, masing-masing pada bulan Jun dan September 2012 bagi menyokong hasrat Kerajaan untuk menyediakan pusat kemudahan pelbagai perkhidmatan untuk masyarakat awam bandar. UTC merupakan projek di bawah Strategi Lautan Biru Kebangsaan 6 (NBOS6) yang menempatkan pelbagai agensi kerajaan, pertubuhan bukan kerajaan, institusi perbankan dan kewangan, kemudahan kesihatan dan perubatan, pusat pendidikan, keselamatan dan perkhidmatan keselamatan, bantuan kebajikan, pusat-pusat perunding usahawan serta ruang perniagaan untuk memenuhi keperluan masyarakat bandar. Walaupun kebanyakan perkhidmatan ini boleh didapati di bandar-bandar, UTC telah menyediakan semua ini di bawah satu bumbung.



PRAKATA PENGERUSI

SSM sentiasa menyokong usaha bagi merealisasikan agenda nasional dan memainkan peranan ke arah memastikan Malaysia mencapai kejayaan di peringkat antarabangsa bagi kemudahan menjalankan perniagaan. Kita menyaksikan kedudukan Malaysia telah meningkat secara kumulatif dalam beberapa kajian antarabangsa seperti kaji selidik yang dijalankan oleh Kumpulan Bank Dunia dan *International Finance Corporation* dalam Laporan *Doing Business 2013* dan *World Competitiveness Yearbook 2012* oleh *Institute for Management Development's* (IMD). Peningkatan kukuh Malaysia dalam kedudukan menunjukkan negara berkembang ke arah sebuah negara maju sememangnya tepat. Melangkah ke hadapan, SSM perlu meneruskan usaha bagi memastikan kedudukan Malaysia meningkat khususnya dalam petunjuk memulakan perniagaan Laporan *Doing Business* Bank Dunia. Saya percaya bahawa selain daripada meningkatkan kedudukan kita dalam pelbagai petunjuk antarabangsa, yang lebih penting kita perlu berusaha lebih memenuhi jangkaan pelanggan dan pihak-pihak berkepentingan.

SSM akan terus menghadapi cabaran masa hadapan serta bagi pihak Anggota-anggota Suruhanjaya Syarikat Malaysia, saya ingin mengucapkan terima kasih kepada semua anggota jawatankuasa Suruhanjaya Syarikat Malaysia, pihak-pihak berkepentingan dan semua warga kerja kami atas sokongan berterusan, dedikasi dan sumbangan kepada kejayaan tahun ini. Bersama-sama kita memainkan peranan serta berusaha dengan gigih dan memandang ke hadapan dengan penuh keyakinan untuk prestasi SSM yang lebih baik demi melonjak Malaysia ke tahap yang lebih tinggi pada tahun-tahun akan datang.

DATO' SARIPUDDIN BIN KASIM

Pengerusi

Suruhanjaya Syarikat Malaysia

20 Jun 2013



SEM
SURUHANJAYA SYARIKAT MALAYSIA
COMMISSION OF MALAYSIA COMPANIES



ULASAN TAHUNAN KETUA PEGAWAI EKSEKUTIF

Tahun 2012 menyaksikan SSM melaksanakan inisiatif menawarkan Pakej Insentif Pendaftaran Perniagaan dan Pembaharuan Perniagaan bagi tempoh 1 Jun 2012 hingga 31 Disember 2012. SSM mencatatkan peningkatan jumlah pendaftaran perniagaan baharu sebanyak 324,761 (peningkatan sebanyak 14%) dan 793,123 transaksi pembaharuan pendaftaran perniagaan (peningkatan 33.8%) berbanding tahun 2011.

Tahun 2012 menyaksikan ekonomi Malaysia mencatatkan pertumbuhan memberangsangkan pada kadar 5.6% walaupun keadaan ekonomi global adalah sederhana. Prestasi ekonomi Malaysia telah didorong oleh permintaan domestik yang kukuh disokong oleh pertumbuhan memberangsangkan dalam perbelanjaan domestik yang telah didorong oleh keyakinan pengguna domestik, kadar inflasi yang rendah, aktiviti pelaburan awam dan swasta yang mantap dengan memudahkan pembiayaan dan dasar kewangan.

Dalam tempoh tersebut, SSM amat berbangga dapat memainkan peranan dalam membantu pertumbuhan ekonomi negara dengan menawarkan persekitaran perniagaan yang dinamik dan kondusif melalui penyampaian perkhidmatan perniagaan yang responsif, berkualiti serta disokong oleh perundangan yang memudahkan komuniti korporat.

Pada tahun 2012, sebanyak 45,441 syarikat dipertingkatkan dan 324,761 perniagaan didaftarkan oleh SSM. Pertambahan entiti perniagaan ke dalam eko-sistem perniagaan akan mengukuhkan ekonomi domestik Malaysia.

Memandangkan peningkatan perbelanjaan modal merupakan salah satu faktor pemangkin kepada pertumbuhan ekonomi, namun, ia perlu disokong dengan perbelanjaan pengguna yang mampan serta diperkukuhkan melalui aktiviti pelaburan daripada sektor awam dan swasta. Perbelanjaan pengguna dijangka mencatat pertumbuhan yang kukuh dan disokong oleh peningkatan pendapatan isi rumah. Mewujudkan lebih banyak peluang pekerjaan untuk pasaran pekerjaan secara tidak langsung akan membantu meningkatkan kuasa membeli serta merangsang pertumbuhan ekonomi. Di samping itu, ia akan mewujudkan ruang ekonomi untuk perniagaan dan industri yang memperolehi penambahan

permintaan barangan dan perkhidmatan yang membawa ke arah prospek pertumbuhan yang lebih baik.

Antara sorotan inisiatif strategik SSM pada tahun 2012 adalah seperti berikut:

Untuk meningkatkan tahap perkhidmatan, SSM telah menubuhkan pejabat pusat perniagaan di Pusat Transformasi Bandar Melaka dan Kuala Lumpur, masing-masing pada bulan Jun dan September 2012. Ini adalah projek di bawah Strategi Lautan Biru Kebangsaan 6 (NBOS6) yang tujuannya untuk meningkatkan penglibatan pelanggan secara langsung sebagai sebahagian dari pusat perkhidmatan pelbagai kemudahan yang disediakan oleh kerajaan dan sektor swasta bagi orang awam bandar. Pusat-pusat ini dibuka tujuh (7) hari seminggu dan perkhidmatan kaunter akan beroperasi setiap hari dari 8.30 pagi sehingga 4.30 petang manakala kaunter maklumat akan beroperasi dari 8.30 pagi sehingga 10.00 malam kecuali ditutup pada cuti umum. Antara perkhidmatan yang disediakan adalah:

- (a) Pendaftaran perniagaan, pembaharuan, penamatan dan pendaftaran perubahan maklumat perniagaan;
- (b) Pendaftaran syarikat, kelulusan nama syarikat, pemerbadanan syarikat baharu, penukaran status syarikat, perubahan nama syarikat dan serahsimpan dokumen berkanun;
- (c) Maklumat syarikat dan perniagaan, salinan dokumen syarikat dan perniagaan (dengan atau tanpa sijil) dan surat penamatan perniagaan;
- (d) Pemerbadanan Syarikat Berhad Menurut Jaminan (SBMJ); dan
- (e) Permohonan Kelulusan Menteri.

Tahun 2012 menyaksikan SSM untuk pertama kalinya menawarkan Pakej Insentif Pendaftaran Perniagaan Baharu dan Pembaharuan Perniagaan yang didaftarkan atau diperbaharui dalam tempoh 1 Jun 2012 sehingga 31 Disember 2012. Perniagaan yang berdaftar atau diperbaharui dalam tempoh tersebut akan diberikan kadar insentif khas dengan diskaun daripada fi yang dikenakan. Tawaran pakej insentif SSM ini merupakan sebahagian daripada Rancangan Malaysia Kesepuluh oleh kerajaan dalam usaha untuk meningkatkan dan membantu perniagaan kecil, penaja dan peniaga kecil. Pakej ini direka untuk semua usahawan perniagaan kecil dan insentif yang dinikmati adalah seperti berikut:

- (a) Bayaran pendaftaran perniagaan dan pembaharuan pendaftaran perniagaan untuk tempoh lima (5) tahun sebanyak RM50 berbanding fi semasa sebanyak RM300 bagi perkongsian dan RM150 bagi pemilikan tunggal untuk tempoh lima (5) tahun; dan
- (b) Diskaun sebanyak 50% akan diberikan kepada pemilik tunggal dan perkongsian untuk semua pendaftaran lewat perniagaan dan lewat membaharui pendaftaran perniagaan mengikut Akta Pendaftaran Perniagaan 1956 (APP).

14%
PENINGKATAN PENDAFTARAN
PERNIAGAAN BAHARU

33.8%
PENINGKATAN PEMBAHARUAN
PERNIAGAAN



Jumlah pendaftaran baharu yang dicatatkan untuk tempoh dari 1 Jun hingga 31 Disember 2012 adalah 190,790 berbanding 162,306 pada tahun 2011 manakala terdapat sebanyak 511,565 transaksi pembaharuan berbanding 320,064 dalam tempoh yang sama pada tahun 2011. Hasilnya, SSM mencatatkan jumlah pendaftaran perniagaan baharu dan pembaharuan yang membanggakan pada tahun 2012 dengan 324,761 dan 793,123, masing-masing bagi perniagaan yang berdaftar dan diperbaharui, menunjukkan peningkatan sebanyak 14% pada pendaftaran perniagaan baharu dan 33.8% bagi pembaharuan perniagaan berbanding tahun 2011. Ini menunjukkan bahawa Pakej Insentif yang ditawarkan oleh SSM untuk membantu dalam pengurangan kos menjalankan perniagaan telah memberikan impak yang positif kepada perniagaan kecil.

SSM telah menambahbaik sistem pendaftaran untuk menampung peningkatan yang dilakukan untuk melicinkan dan menambahbaik proses pendaftaran. Sehubungan itu, lain-lain penambahbaikan dilaksanakan secara holistik bagi memastikan SSM mampu mengekalkan data terkini dalam pendaftaran. Semua penambahbaikan yang dilakukan dapat mengurangkan waktu menunggu orang awam dan kesilapan semasa proses pendaftaran.

Bagi mengurangkan kos menjalankan perniagaan dan bagi membantu Malaysia berada di kedudukan 10 tangga teratas daripada kedudukan semasa iaitu 12 dalam kaji selidik "*Ease of Doing Business*", SSM telah melaksanakan beberapa cadangan masa depan iaitu pengurangan fi pemerbadanan untuk modal dibenarkan sehingga RM400,000 dan mewajibkan penggunaan sistem MyCoID diperingkat pemerbadanan syarikat.

Akta Perkongsian Liabiliti Terhad 2012 (PLT) telah selesai digubal dan ini mencerminkan salah satu

usaha SSM untuk mengurangkan kos menjalankan perniagaan di Malaysia. Akta PLT telah diluluskan oleh Parlimen pada 21 Disember 2011 dan kemudiannya diwartakan pada 9 Februari 2012, ia dijangka dilaksanakan dalam suku tahunan pertama 2013. Ia merupakan wahana perniagaan baharu yang merupakan gabungan antara syarikat dan perkongsian konvensional selain menawarkan keistimewaan status liabiliti terhad yang dinikmati oleh pemegang saham syarikat yang diberikan kepada rakan-rakan kongsi daripada PLT tetapi dengan manfaat yang mempunyai fleksibiliti perkongsian konvensional dalam menguruskan perniagaan melalui perkongsian.

Perniagaan yang ditubuhkan sebagai perkongsian liabiliti terhad adalah sebuah badan korporat yang mempunyai entiti undang-undang yang berasingan daripada rakan-rakan kongsi dan kewujudannya bercirikan kekal dengan kapasiti tanpa had. PLT juga akan membantu untuk merapatkan jurang dalam kerangka perundangan korporat semasa dan menyediakan satu bentuk perniagaan alternatif bagi melengkapkan pilihan tradisional mekanisme perniagaan. Ia juga akan menyediakan fleksibiliti dan kebebasan kepada pihak yang berkepentingan untuk memilih model perniagaan yang paling sesuai dengan keperluan perniagaan masing-masing.

Tambahan juga, semakin berterusan SSM terhadap Akta Suruhanjaya Syarikat Malaysia 2001 dan Akta Syarikat 1965 (AS) adalah pada peringkat terakhir penyiapan di mana perubahan yang dibuat akan meningkatkan reputasi SSM sebagai pengawal selia korporat yang dinamik dan sektor korporat akan mendapat manfaat daripada prosedur menjalankan perniagaan dan undang-undang korporat yang dipermudahkan.

SSM juga telah memperkenalkan semula tempoh moratorium bagi pembatalan nama syarikat-syarikat

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yang tidak aktif dari 1 Julai 2012 sehingga 31 Disember 2012 untuk membantu pengarah dan pemegang saham untuk membatalkan nama syarikat tidak aktif. Dalam tempoh tersebut, SSM melonggarkan syarat-syarat untuk membatalkan syarikat di bawah seksyen 308(1) AS untuk menggalakkan dan memudahkan permohonan membatalkan nama syarikat daripada daftar untuk syarikat-syarikat tidak aktif. Sebagai panduan kepada pemohon, SSM telah mengeluarkan garis panduan yang bertajuk “*Guidelines For The Application To Strike-Off A Name Of A Defunct Company Under Section 308(1) Of The Companies Act 1965 During Moratorium Period (1 July – 31 December 2012)*” di mana garis panduan ini memaklumkan mengenai prosedur dan keperluan untuk permohonan bagi mengeluarkan nama-nama syarikat yang tidak berfungsi di bawah seksyen 308(1) AS dalam tempoh moratorium.

Terdapat sebanyak 13,879 permohonan yang diterima dalam tempoh moratorium berbanding 15,686 permohonan yang diterima pada tahun 2011 dan jumlah syarikat dorman yang dibatalkan nama pada tahun 2012 adalah sebanyak 14,215. Ini menyumbang kepada peningkatan keseluruhan integriti pangkalan data SSM untuk memastikan bahawa maklumat korporat yang ada adalah relevan, tepat, sah, boleh dipercayai, lengkap dan terkini. Ia juga akan membantu usaha kerajaan ke arah mengurangkan kos penutupan syarikat di Malaysia.

Antara sebahagian usaha berterusan dalam menambahbaik penyampaian maklumat korporat, SSM telah memulakan satu projek membangunkan sistem pelaporan kewangan syarikat berdigital berdasarkan format *eXtensible Business Reporting Language* (XBRL). XBRL adalah format pelaporan yang berasaskan piawaian global untuk pertukaran maklumat perniagaan. Pada tahun lepas, SSM telah memulakan inisiatif membangunkan Taxonomy XBRL SSM berdasarkan piawaian perakaunan *The*

International Financial Reporting Standards (IFRS) dan *The Malaysian Financial Reporting Standards* (MFRS), *Private Entity Reporting Standards* (PERS) dan syarat-syarat yang berkaitan di bawah AS dan cadangan Rang Undang-Undang Syarikat.

1.463 JUTA

TRANSAKSI PERKHIDMATAN DALAM TALIAN E-INFO

Melalui XBRL, masa dan kos untuk mendapatkan maklumat dapat dikurangkan. XBRL dijangka akan menambahbaik laporan kewangan korporat Malaysia, di mana penyata kewangan perlu disediakan mengikut piawaian perakaunan yang diiktiraf di peringkat antarabangsa akan diterjemahkan ke dalam sistem XBRL itu.

SSM merancang untuk melaksanakan format XBRL laporan kewangan secara sukarela pada tahun 2014 dan akan diwajibkan pada masa akan datang yang ditentukan oleh Pendaftar.

Pada tahun 2012, SSM mengadakan “Program Jalinan Kasih: Kesedaran Keusahawanan Bersama OKU” di mana Pakej Insentif bagi Orang Kelainan Upaya (OKU) telah dilancarkan. Dalam pakej ini, fi yang dikenakan bagi pendaftaran dan pembaharuan perniagaan telah dikecualikan kepada OKU.

Insentif yang diberikan kepada OKU adalah untuk menggalakkan masyarakat kelainan upaya untuk menceburi bidang perniagaan dan juga menggalakkan mereka untuk memperbaharui lesen perniagaan mereka yang sedia ada. Dalam tempoh dari 23 Oktober 2012 hingga 31 Disember 2012, terdapat 604 transaksi bernilai RM31,910 yang dinikmati oleh OKU dan pakej insentif ini telah berkuatkuasa bermula pada 23 Oktober 2012.



Berkaitan pengawal-seliaan skim kepentingan, SSM telah meningkatkan aktiviti-aktiviti kesedaran mengenai keperluan untuk pendaftaran skim kepentingan dengan SSM. Pada bulan Mac 2012, SSM telah menerbitkan ruang-ruang iklan dalam beberapa akhbar untuk memberi amaran kepada para pelabur mengenai risiko melabur dalam skim kepentingan serta khususnya skim haram dan tidak berdaftar. Orang awam dan pelabur telah diingatkan supaya berhati-hati dengan skim yang menjanjikan pulangan segera yang tidak realistik. Juga, sentiasa berhati-hati dan menilai risiko setiap kali mereka melabur dalam mana-mana pelaburan termasuk skim kepentingan. SSM telah menerbitkan saluran untuk membuat aduan mengenai skim tidak berdaftar atau yang menyalahi undang-undang di Malaysia.

Selain daripada mendidik dan mewujudkan kesedaran mengenai skim kepentingan haram, SSM mempromosi pendaftaran Skim Kepentingan pada tahun 2012 dan hasil daripada kempen kesedaran itu, penyertaan dan kerjasama dengan agensi-agensi dan pihak berkepentingan yang luar biasa dengan pendaftaran syarikat sebanyak 15 skim baharu berbanding dengan enam (6) skim baharu yang didaftarkan pada tahun 2011.

Pada tahun 2012, perkhidmatan dalam talian e-Info SSM telah mencatatkan 1,462,783 transaksi yang terdiri daripada 474,688 transaksi yang berhubung dengan maklumat perniagaan dan 988,095 transaksi maklumat syarikat dengan perolehan

sebanyak RM14.6 juta. Kunjungan antarabangsa ke laman sesawang e-Info telah meningkat kepada 77,195 yang merupakan peningkatan sebanyak 3% berbanding tahun 2011. Walau bagaimanapun, terdapat penurunan sebanyak 9% untuk transaksi e-Lodgement kepada 123,204 transaksi yang dilakukan pada tahun 2012 (2011: 135,682 transaksi).

Pada 29 Mei 2012, Kementerian Perdagangan Dalam Negeri, Koperasi dan Kepenggunaan (KPDNKK) telah melancarkan Malaysia Express Sistem Francais (MyFEX) di mana MyFEX merupakan sistem dalam talian untuk pendaftaran francais di Malaysia. MyFEX telah mewujudkan satu sistem yang mampu menghubungkan sistem e-Info SSM yang berasaskan laman sesawang bagi data-data elektronik syarikat dan perniagaan. SSM telah menyediakan satu saluran baru untuk pembelian secara langsung maklumat digital dan pada masa yang sama, memudahkan urusan niaga pendaftaran francais yang berjaya dalam talian dengan KPDNKK.

Peranan yang dimainkan oleh Bank Simpanan Nasional (BSN) sebagai agen SSM bagi pembaharuan pendaftaran perniagaan sangat memberangsangkan. Terdapat peningkatan pendapatan yang besar sehingga lima (5) kali ganda berbanding 2011, hasil yang diperolehi melalui BSN berjumlah RM3.2 juta pada tahun 2012. Ini menunjukkan bahawa kemudahan yang disediakan sebagai saluran untuk pembaharuan pendaftaran perniagaan telah diterima baik oleh usahawan perniagaan.

Hasil kerja keras dan usaha gigih oleh warga kerja SSM telah diberi pengiktirafan. Pada tahun ini, SSM telah dianugerahkan:

- (a) Taraf 4 bintang untuk Kecemerlangan dalam Pengurusan Kewangan dari Jabatan Audit Negara.

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- (b) Taraf 5 bintang untuk Penilaian Laman Web dan Portal Kerajaan Malaysia.
- (c) Pensijilan Amalan 5S oleh Perbadanan Produktiviti Malaysia melalui pengurusan 5S dalam membantu mengurangkan pembaziran dan mengoptimumkan produktiviti melalui mengekalkan tempat kerja yang teratur dan menggunakan isyarat visual untuk mencapai keputusan yang lebih konsisten operasi.



Pencapaian ini dapat dicapai kesan daripada komitmen, kerjasama dan dedikasi semua warga kerja SSM dalam kerja seharian mereka. Walaupun idea-idea inovatif wujud untuk mengurangkan proses pentadbiran, masih ada ruang untuk penambahbaikan sejajar dengan Pelan Hala Tuju Strategik II (SDP II) dengan visi yang jelas untuk menjadikan SSM sebuah institusi korporat bertaraf dunia, pembekal maklumat korporat dan penguatkuasaan tadbir urus korporat.

Pada tahun 2012, SSM Kedah dan SSM Pahang telah berpindah ke pejabat baharu yang lebih kondusif dan selesa manakala SSM Pulau Pinang telah menjalani pengubahsuaian bagi menampung penambahan permintaan terhadap perkhidmatan.

Kaunter SSM di ibu pejabat juga telah diubahsui untuk menyediakan persekitaran yang lebih baik dan keselesaan bagi pelanggan dan warga kerja SSM. Pada tahun 2013, SSM merancang untuk memindahkan pejabat SSM Kelantan. Selaras perkembangan SSM, harapan pelanggan dan pihak-pihak berkepentingan menjadi lebih tinggi dari semasa ke semasa terutamanya dari pihak kerajaan dan pihak berkepentingan korporat. Oleh itu pihak-pihak berkepentingan ini mengharapkan warga kerja SSM lebih komited, cekap dan berkesan.

Seperti pada tahun sebelumnya sejak penubuhan pusat latihan SSM pada tahun 2007, Akademi Latihan Suruhanjaya Syarikat Malaysia (COMTRAC) telah menjalankan latihan mengenai topik-topik yang meluas seperti yang ditunjukkan dalam laporan ini. Yang paling ketara adalah Persidangan Kebangsaan SSM 2012 dengan tema '*Managing Corporate Governance, Creating Value, Transforming Economy*' yang telah menekankan pelbagai isu-isu tadbir urus korporat yang telah menarik lebih daripada 305 peserta.



Merujuk kepada jumlah keseluruhan syarikat yang diperbadankan adalah melebihi 1 juta manakala perniagaan yang didaftarkan adalah melebihi 4 juta.



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Angka tersebut jelas menunjukkan kepentingan fungsi kawalselia dan aktiviti pemantauan SSM terhadap komuniti perniagaan.

Tambahan juga, SSM telah berjaya menganjurkan beberapa program khas sepanjang tahun 2012 yang mempunyai kesan secara tidak langsung meningkatkan tahap kesedaran orang ramai terhadap fungsi selaku pendaftar korporat dan perniagaan dan mengukuhkan kedudukan SSM sebagai peneraju amalan tadbir urus korporat di Malaysia.

SSM secara konsisten menanda aras dirinya pada tahap tertinggi sepertimana yang dicapai oleh Pendaftar Korporat bertaraf dunia. Selain itu, piawaian ini juga dilanjutkan untuk meningkatkan pengawasan dan tindakan penguatkuasaan melalui kajian proses dan sistem dalaman yang sedia ada. Selaras dengan falsafah penguatkuasaan seimbang (*balance enforcement approach*), SSM telah memilih pendekatan penguatkuasaan yang lebih mesra perniagaan dengan mewujudkan kesedaran, menyediakan latihan dan pendidikan untuk menggalakkan pematuhan secara sukarela berterusan daripada komuniti korporat dan perniagaan.

Selaras dengan inisiatif semakan semula undang-undang, pengurusan SSM merancang untuk melaksanakan program transformasi dengan menubuhkan sebuah seksyen yang baharu dikenali sebagai Seksyen Transformasi Pengurusan. Seksyen ini bertanggungjawab untuk menyemak dan mengkaji semula semua proses kerja dalaman SSM, prosedur dan akan mencadangkan proses kerja baru yang lebih cekap dan berinovatif.

Semua program transformasi hanya boleh dilaksanakan dengan jayanya melalui dedikasi dan komitmen daripada pegawai dan warga kerja. Sokongan dan penglibatan mereka adalah penting selain daripada sokongan pasukan pengurusan SSM yang jitu agar sifat-sifat positif seperti akauntabiliti dan bertanggungjawab dapat dicapai.

Saya ingin menyeru kepada seluruh warga SSM agar bekerja sebagai satu pasukan yang mempunyai semangat berpasukan, satu visi dan satu objektif.

Bagi pihak Anggota Suruhanjaya dan Pengurusan Tinggi, saya ingin mengambil kesempatan ini untuk mengucapkan terima kasih kepada pihak pengurusan eksekutif dan warga kerja SSM di atas komitmen, dedikasi dan sumbangan kesinambungan kejayaan SSM bagi tahun 2012. Saya juga ingin mengucapkan penghargaan kepada Anggota Suruhanjaya di atas tunjuk ajar dan sokongan. Menjelang tahun 2013, saya amat yakin bahawa SSM yang dipandu oleh visi dan nilai-nilai korporat akan terus memainkan peranan penting dalam menjayakan agenda transformasi ekonomi negara.

MOHD NAIM BIN DARUWISH

Ketua Pegawai Eksekutif
Suruhanjaya Syarikat Malaysia
12 Jun 2013

ANGGOTA SURUHANJAYA SYARIKAT MALAYSIA (SSM)

Anggota Suruhanjaya SSM dilantik oleh Menteri Perdagangan Dalam Negeri, Koperasi dan Kepenggunaan sebagaimana yang diperuntukkan oleh Seksyen 6 Akta Suruhanjaya Syarikat Malaysia 2001. Anggota Suruhanjaya terdiri daripada pengamal undang-undang, pegawai kanan kerajaan, golongan profesional dan tokoh korporat terkemuka yang memiliki rekod pencapaian cemerlang. Anggota Suruhanjaya yang cemerlang dalam pelbagai bidang ini diamanahkan untuk memimpin dan memandu hala tuju SSM. Pada tahun-tahun yang lepas, nasihat dan bimbingan yang amat berguna daripada Anggota Suruhanjaya telah membolehkan SSM mencapai kejayaan cemerlang dan sebagai penanda aras dalam sektor korporat.

Pada tahun ini, Anggota Suruhanjaya telah bermesyuarat sebanyak lapan (8) kali bagi membincangkan dan meluluskan pelbagai perkara penting termasuk pelan jangka panjang, inisiatif strategik dan menganalisa KPI yang ditetapkan. Anggota Suruhanjaya berpendapat tadbir urus dan amalan terbaik adalah penting dan untuk memastikan prinsip-prinsip ini dimasukkan di dalam pelbagai fungsi dan tugas yang dilaksanakan dalam mengawas operasi yang dilaksanakan oleh Pengurusan SSM.

Butiran mesyuarat yang diadakan pada tahun 2012 adalah seperti berikut:

Anggota	Mesyuarat Anggota ke 62 8 Mac 2012	Mesyuarat Khas 1/2012 4 Mei 2012	Mesyuarat Anggota ke 63 21 Jun 2012	Mesyuarat Anggota ke 64 31 Julai 2012	Mesyuarat Anggota ke 65 16 Okt 2012	Mesyuarat Anggota ke 66 22 Nov 2012	Mesyuarat Khas 2/2012 26 Nov 2012	Mesyuarat Anggota ke 67 13 Dis 2012	Jumlah Kehadiran
YBhg. Dato' Saripuddin bin Kasim	√	√	√	√	√	√	√	√	8/8
YBhg. Datuk Idrus bin Harun	√	√	√	√	√	X	√	√	7/8
Y.B. Datuk Hj. Sapawi bin Hj. Ahmad	X	√	√	√	√	√	√	√	7/8
YBhg. Prof. Dato' Dr. Aishah binti Bidin	√	X	√	√	√	√	√	X	6/8
YBhg. Datuk Jason Lau Beng Wei	√	√	√	X	√	√	√	X	6/8
YBhg. Datuk Seri Syed Ali bin Tan Sri Syed Abbas Alhabshee	√	√	√	√	√	X	√	X	6/8
YBhg. Datuk Idris bin Abdullah				√	√	X	X	√	3/5
Y.Brs. Puan Laila Wathiqah binti Judin						√	√	√	3/3
Y.Brs. Encik Mohd Naim Daruwish	√	√	√	√	√	√	√	√	8/8
YBhg. Datin Rozaina binti Zainuddin	√	√							2/2

√ Hadir
X Tidak Hadir



ANGGOTA SURUHANJAYA SSM



Dari kiri ke kanan:

- 1 **YBHG. DATUK IDRIS BIN ABDULLAH**
(2 Jul 2012 - 1 Jul 2014)
- 2 **YBHG. DATIN ROZAINA BINTI ZAINUDDIN**
(25 Ogos 2009 - 8 Mei 2012)
- 3 **YBHG. DATUK IDRUS BIN HARUN**
(1 Jan 2012 - 31 Dis 2013)
- 4 **YBHG. DATO' SARIPUDDIN BIN KASIM**
(16 Jan 2012 - 15 Jan 2014)
- 5 **YBHG. DATUK JASON LAU BENG WEI**
(16 Jan 2012 - 15 Jan 2014)



- 6 **YBHG. PROF. DATO' DR. AISHAH BINTI BIDIN**
(1 Jan 2011 - 31 Dis 2014)
- 7 **YBHG. DATUK SERI SYED ALI BIN TAN SRI SYED ABBAS ALHABSHEE**
(16 Jan 2012 - 15 Jan 2014)
- 8 **Y. BRS. PUAN LAILA WATHIQAH BINTI JUDIN**
(19 Okt 2012 - 18 Okt 2013)
- 9 **Y. BRS. ENCIK MOHD NAIM DARUWISH**
(1 Dis 2011- 30 Nov 2013)
- 10 **Y.B. DATUK HJ. SAPAWI BIN HJ. AHMAD**
(20 Jul 2011 - 19 Jul 2013)

**YBHG. DATO' SARIPUDDIN BIN KASIM**

(16 Jan 2012 - 15 Jan 2014)

Dato' Saripuddin bin Kasim, 53 tahun adalah lulusan Sarjana Pentadbiran Perniagaan dari University of Hartford, Amerika Syarikat serta Ijazah Sarjana Muda Ekonomi (Kepujian) dari Universiti Malaya. Beliau telah dilantik sebagai Pengerusi Suruhanjaya Syarikat Malaysia bermula pada 16 Januari 2012.

Beliau memulakan kerjaya sebagai Penolong Pengarah di Kementerian Perdagangan dan Industri pada tahun 1982. Diantara tahun 1984 sehingga 2001, beliau memegang jawatan sebagai Penolong Setiausaha di Kementerian Perusahaan Awam; Penolong Pendaftar di Institut Tadbiran Awam Negara (INTAN); Ketua Penolong Pengarah di Jabatan Perkhidmatan Awam (JPA); dan kemudiannya sebagai Pegawai Khas kepada Ketua Pengarah Perkhidmatan Awam.

Pada tahun 2001, Dato' Saripuddin meneruskan kerjayanya di Tokyo, Jepun sebagai Penasihat Kedutaan di Kedutaan Malaysia. Selepas 3 tahun berkhidmat di Jepun, beliau telah dihantar ke Suruhanjaya Tinggi Malaysia di London sebagai Atase Pendidikan dan Latihan.

Sekembalinya beliau ke Malaysia pada tahun 2006, beliau telah ditugaskan di Kementerian Pembangunan Wanita, Keluarga dan Masyarakat sebelum dilantik sebagai Ketua Pengarah Bahagian Hal Ehwal Undang-undang di Jabatan Perdana Menteri pada tahun 2010. Pada bulan Disember 2011, beliau dilantik sebagai Ketua Setiausaha Kementerian Perdagangan Dalam Negeri, Koperasi dan Kepenggunaan (KPDNKK) sehingga sekarang. Sebagai Ketua Setiausaha KPDNKK, Dato' Saripuddin juga merupakan Anggota Suruhanjaya, Suruhanjaya Persaingan Malaysia (MyCC), Ahli Lembaga Pengarah Suruhanjaya Koperasi Malaysia (SKM) dan Bank Rakyat.

YBHG. DATUK IDRUS BIN HARUN

(1 Jan 2012 - 31 Dis 2013)

Datuk Idrus bin Harun telah dilantik sebagai Anggota Suruhanjaya pada April 2002. Beliau pemegang Ijazah Sarjana Muda Undang-undang (Kepujian) dari Universiti Malaya. Datuk Idrus memulakan kerjayanya sebagai Pegawai Undang-undang pada tahun 1980 dan selepas itu telah berkhidmat dalam pelbagai jawatan penting termasuk Penolong Kanan Pendaftar di Mahkamah Tinggi Kuala Lumpur, Hakim Mahkamah Sesyen di Kota Kinabalu, Timbalan Pendakwaraya di Jabatan Peguam Negara, Penasihat Undang-undang Kerajaan Negeri Terengganu, Peguam Kanan Persekutuan di Badan Pencegah Rasuah dan Penasihat Undang-Undang Suruhanjaya Pilihanraya. Beliau merupakan Pendaftar Syarikat pada tahun 1998 sehingga 2002. Beliau meneruskan perkhidmatannya di Jabatan Peguam Negara sebagai Ketua Bahagian Penasihat dan Antarabangsa serta sebagai Penggubal Undang-undang Parlimen sebelum memegang jawatan terkini sebagai Peguamcara Negara.

Datuk Idrus juga pernah berkhidmat sebagai Ahli Lembaga Pengarah Labuan Financial Services Authority (Labuan FSA), Suruhanjaya Sekuriti dan Jawatankuasa Pelaburan Asing (FIC). Pada masa ini juga beliau merupakan Ahli Lembaga bagi Malaysia – Thailand Joint Authority (MTJA), Kumpulan Wang Persaraan (Diperbadankan) dan Perbadanan Tabung Pendidikan Tinggi Nasional (PTPTN).

Y.B. DATUK HJ. SAPAWI BIN HJ. AHMAD

(20 Jul 2011 - 19 Jul 2013)

Datuk Hj. Sapawi bin Hj. Ahmad telah dilantik sebagai Anggota Suruhanjaya pada 20 Julai 2009. Beliau berkelulusan Sarjana Muda Sastera (Kepujian) dalam bidang Sejarah dari Universiti Kebangsaan Malaysia. Sebelum penglibatan beliau dalam bidang politik, Datuk Hj. Sapawi memulakan kerjaya beliau di dalam bidang pendidikan selama 20 tahun sebelum dilantik sebagai Pengarah Biro Tatanegara (Sabah). Beliau merupakan Pengerusi Lembaga Kemajuan Tanah Negeri Sabah dan juga Pengerusi Majlis Bahasa dan Sastera Sabah. Datuk Hj. Sapawi merupakan Ahli Parlimen Sipitang, Sabah.

ANGGOTA SSM

YBHG. DATIN ROZAINA BINTI ZAINUDDIN

(25 Ogos 2009 - 8 Mei 2012)

Datin Rozaina binti Zainuddin telah dilantik sebagai Anggota Suruhanjaya pada 25 Ogos 2009. Beliau memiliki Ijazah Sarjana dalam Pengurusan Perniagaan (Keusahawanan-Teknologi) dari Universiti Teknologi Malaysia dan merupakan ahli *The Chartered Institute of Transport (UK)*. Beliau memulakan kerjaya di dalam perkhidmatan awam di Jabatan Pengangkutan Jalan pada tahun 1981 dan bermula dari situ beliau telah berkhidmat di pelbagai badan kerajaan termasuk Suruhanjaya Perkhidmatan Pelajaran, Kementerian Pengangkutan, Institut Tadbiran Awam Negara (INTAN), Lembaga Hasil Dalam Negeri, Jabatan Perkhidmatan Awam dan Kementerian Kewangan. Lantikan beliau sebagai Anggota Suruhanjaya telah tamat pada 8 Mei 2012 selaras dengan pertukaran beliau ke Jabatan Perkhidmatan Awam.

YBHG. PROF. DATO' DR. AISHAH BINTI BIDIN

(1 Jan 2011 - 31 Dis 2014)

Prof. Dato' Dr. Aishah binti Bidin telah dilantik sebagai Anggota Suruhanjaya mulai 1 Januari 2011. Beliau adalah seorang Profesor Undang-undang Korporat dan Insolvensi dan sekarang ini merupakan Dekan Fakulti Undang-undang, Universiti Kebangsaan Malaysia. Bidang pengkhususan beliau adalah undang-undang syarikat dan kewangan korporat, regulasi sekuriti, kebangkrutan dan insolvensi. Beliau mula mengajar undang-undang syarikat dan perkongsian bermula pada tahun 1989, dan antara bidang lain yang menjadi tumpuan beliau adalah regulasi alam sekitar dan korporat. Prof. Dato' Dr. Aishah banyak menghasilkan penulisan untuk pelbagai jurnal akademik terbitan Malaysia dan Britain tentang undang-undang syarikat, sekuriti dan insolvensi. Prof. Dato' Dr. Aishah menerima Ijazah Sarjana Muda LLB (Kepujian) dari Universiti Malaya, Ijazah Sarjana Undang-undang dari University of Kent dan ijazah kedoktoran falsafah Undang-undang dari University of London.

Prof. Dato' Dr. Aishah pernah menjadi ahli *Malaysian Corporate Law Reform Committee* (CLRC). Beliau adalah Penasihat Undang-undang UKM Holdings, yang merupakan cabang korporat Universiti Kebangsaan Malaysia. Beliau juga merupakan Pengerusi Panel Penasihat COMTRAC (Akademi Latihan Suruhanjaya Syarikat Malaysia), Anggota Panel Penasihat MLTIC (*Malaysian Legal and Tax Information Centre*), anggota Lembaga Pengarah Yayasan Bantuan Guaman Kebangsaan (YBGK) dan ahli Lembaga Penasihat Harta Intelek UKM.

YBHG. DATUK SERI SYED ALI BIN TAN SRI SYED ABBAS ALHABSHEE

(16 Jan 2012 - 15 Jan 2014)

Datuk Seri Syed Ali bin Tan Sri Syed Abbas Alhabshee telah dilantik sebagai Anggota Suruhanjaya pada 16 Januari 2012. Beliau merupakan pemegang Diploma in Leadership and Management dari New Zealand Institute of Management, New Zealand. Datuk Seri Syed Ali merupakan Pengerusi Tanjong Offshore Berhad dan UZMA Berhad. Beliau juga merupakan Pengerusi Composite Technology Research Malaysia Sdn. Bhd., sebuah syarikat berkaitan kerajaan. Di samping itu, beliau juga telah dilantik sebagai ahli Lembaga Pengarah Tourism Malaysia.



ANGGOTA SSM

YBHG. DATUK JASON LAU BENG WEI

(16 Jan 2012 - 15 Jan 2014)

Datuk Jason Lau Beng Wei telah dilantik sebagai Anggota Suruhanjaya pada 16 Januari 2012. Beliau adalah pemegang Ijazah Sarjana Muda dalam jurusan Kejuruteraan Elektrik dari Universiti Teknologi Malaysia, dan Ijazah Sarjana Pentadbiran Perniagaan (Perniagaan Antarabangsa) dari Universiti Putra Malaysia. Beliau merupakan seorang ahli perniagaan yang telah berkecimpung dalam pelbagai bidang seperti kejuruteraan, pembinaan, perlombongan arang, teknologi maklumat, telekomunikasi dan banyak lagi.

Datuk Jason Lau merupakan Pengarah Royce Pharma Holdings, di samping dilantik sebagai Presiden dan Ketua Eksekutif Discovery Mining and Renewable Energy Incorporated di Filipina. Beliau juga merupakan Ketua Eksekutif Varia Engineering & Services Sdn. Bhd. Terkini, Datuk Jason Lau telah dilantik sebagai Profesor Adjung di Universiti Malaysia Kelantan mulai November 2012.

YBHG. DATUK IDRIS BIN ABDULLAH

(2 Julai 2012 - 1 Julai 2014)

Datuk Idris bin Abdullah, 55, telah dilantik sebagai Anggota Suruhanjaya pada 2 Julai 2012. Beliau merupakan pemegang Ijazah Sarjana Muda Undang-undang (Kepujian) dari Universiti Malaya dan memulakan kerjayanya pada tahun 1981.

Datuk Idris merupakan rakan kongsi kanan di Tetuan Idris and Company Advocates di Kuching, Sarawak. Beliau turut memegang beberapa jawatan penting di Malaysia dan Singapura seperti Pengarah Bank Pembangunan Malaysia Berhad, Pengerusi/Pengarah Pembangunan Leasing Corporation Sdn. Bhd., Pengerusi/Pengarah PLC Credit & Factoring Sdn. Bhd., Pengerusi/Pengarah Magnus Energy Group Ltd (tersenarai di SESDAQ Singapura), Pengerusi/Pengarah APAC Coal Ltd (tersenarai di Australian Stock Exchange), Pengerusi/Pengarah Xian Leng Holdings Berhad (tersenarai di Bursa Malaysia) dan Pengarah Konsortium Rangkaian Serantau (Regional Network Consortium) Sdn. Bhd. Beliau juga merupakan Anggota Suruhanjaya Komunikasi dan Multimedia Malaysia (SKMM). Terkini, Datuk Idris telah dilantik sebagai Pengarah Bebas Bukan Eksekutif di Malakoff Corporation Berhad.

Y. BRS. PUAN LAILA WATHIQAH BINTI JUDIN

(19 Okt 2012 - 18 Okt 2013)

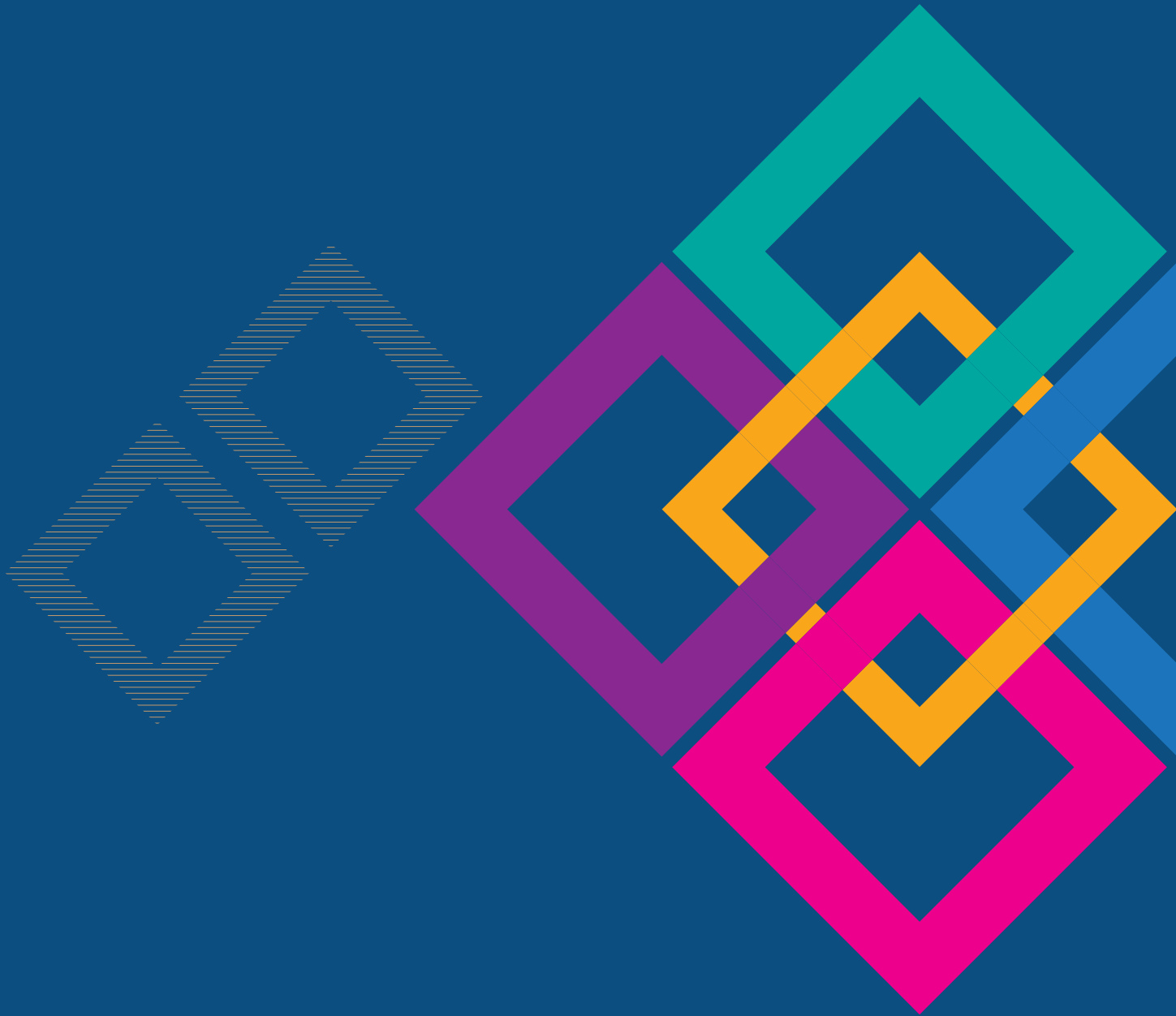
Puan Laila Wathiqah binti Judin telah dilantik sebagai Anggota Suruhanjaya pada 19 Oktober 2012. Berkelulusan Ijazah Sarjana Muda Ekonomi (Kepujian), beliau memulakan kerjaya di dalam perkhidmatan awam pada tahun 1978 sebagai Pegawai Tadbir Am dan seterusnya disahkan ke dalam jawatan sebagai Pegawai Tadbir Diplomatik. Bermula dari situ beliau telah berkhidmat di pelbagai jabatan dan kementerian termasuk Jabatan Perkhidmatan Awam, Kementerian Perusahaan Utama, Unit Perancang Ekonomi, Jabatan Perdana Menteri dan Unit Koordinasi Strategik Kebangsaan, Kementerian Kewangan. Puan Laila Wathiqah kini merupakan Ketua Seksyen (Pentadbiran Am) di Bahagian Dasar Saraan, Wang Awam dan Khidmat Pengurusan, Kementerian Kewangan.

Y. BRS. ENCIK MOHD NAIM DARUWISH

(1 Dis 2011 - 30 Nov 2013)

Encik Mohd Naim Daruwish berkelulusan Ijazah Sarjana Muda Undang-undang (Kepujian) dari Universiti Malaya. Kerjaya beliau bermula pada April 1984 sebagai Pegawai Undang-undang di Bank Pertanian Malaysia sebelum dilantik sebagai Majistret pada tahun 1985 dan seterusnya sebagai Majistret Kanan.

Beliau kemudiannya telah dilantik sebagai Pengurus dan seterusnya sebagai Pengurus Kanan Bahagian Pendakwaan/Litigasi, Jabatan Undang-undang Kumpulan Wang Simpanan Pekerja (KWSP) Kuala Lumpur. Antara jawatan yang pernah disandang beliau di KWSP ialah sebagai Pengurus Besar di Jabatan Penguatkuasaan, Pengurus Besar Kanan di Jabatan Undang-undang dan Pengurus Besar Kanan di Jabatan Caruman. Encik Mohd Naim dilantik sebagai Ketua Pegawai Eksekutif SSM berkuatkuasa 1 Disember 2011. Beliau juga merupakan ahli lembaga pengarah Lembaga Perkhidmatan Kewangan Labuan (Labuan FSA), ahli Yayasan Laporan Kewangan (FRF), ahli Lembaga Pengiktirafan Pegawai Integriti Bertauliah, dan ahli Lembaga Pemantau Audit (AOB).



PENGURUSAN EKSEKUTIF



PENGURUSAN EKSEKUTIF



ENCIK MOHD NAIM DARUWISH
Ketua Pegawai Eksekutif



**PUAN ZAHRAH ABD
WAHAB FENNER**
Timbalan Ketua
Pegawai Eksekutif
(Perkhidmatan)



PUAN ROKIAH MHD NOR
Timbalan Ketua Pegawai
Eksekutif (Operasi)
(Sehingga 1 Disember
2012)



**ENCIK MAHAMAD
NASER BIN DISA**
Pengarah Kanan,
Penguatkuasaan
(Berkuatkuasa dari
25 Jun 2012)



MOHAMED ZANYUIN ISMAIL
Pengarah, Bahagian
Perkhidmatan Pendaftaran



KHUZAIRI YAHAYA
Pengarah, Bahagian Teknologi
Maklumat dan Komunikasi



**NOR AZIMAH
ABDUL AZIZ**
Pengarah, Bahagian Polisi
dan Pembangunan Korporat



AMIR AHMAD
Pengarah, Bahagian
Sumber Korporat



**AZNORASHIQ
MOHAMED ZIN**
Pengarah, Bahagian
Siasatan



AZRYAIN BORHAN
Pengarah, Akademi Latihan
Suruhanjaya Syarikat Malaysia
(COMTRAC)



ROSLI HAJI AHMAD
Pengarah, Bahagian
Pematuhan



MUHAMAD FARIS OTHMAN
Pengarah, Bahagian
Pemasaran dan
Pembangunan Perniagaan

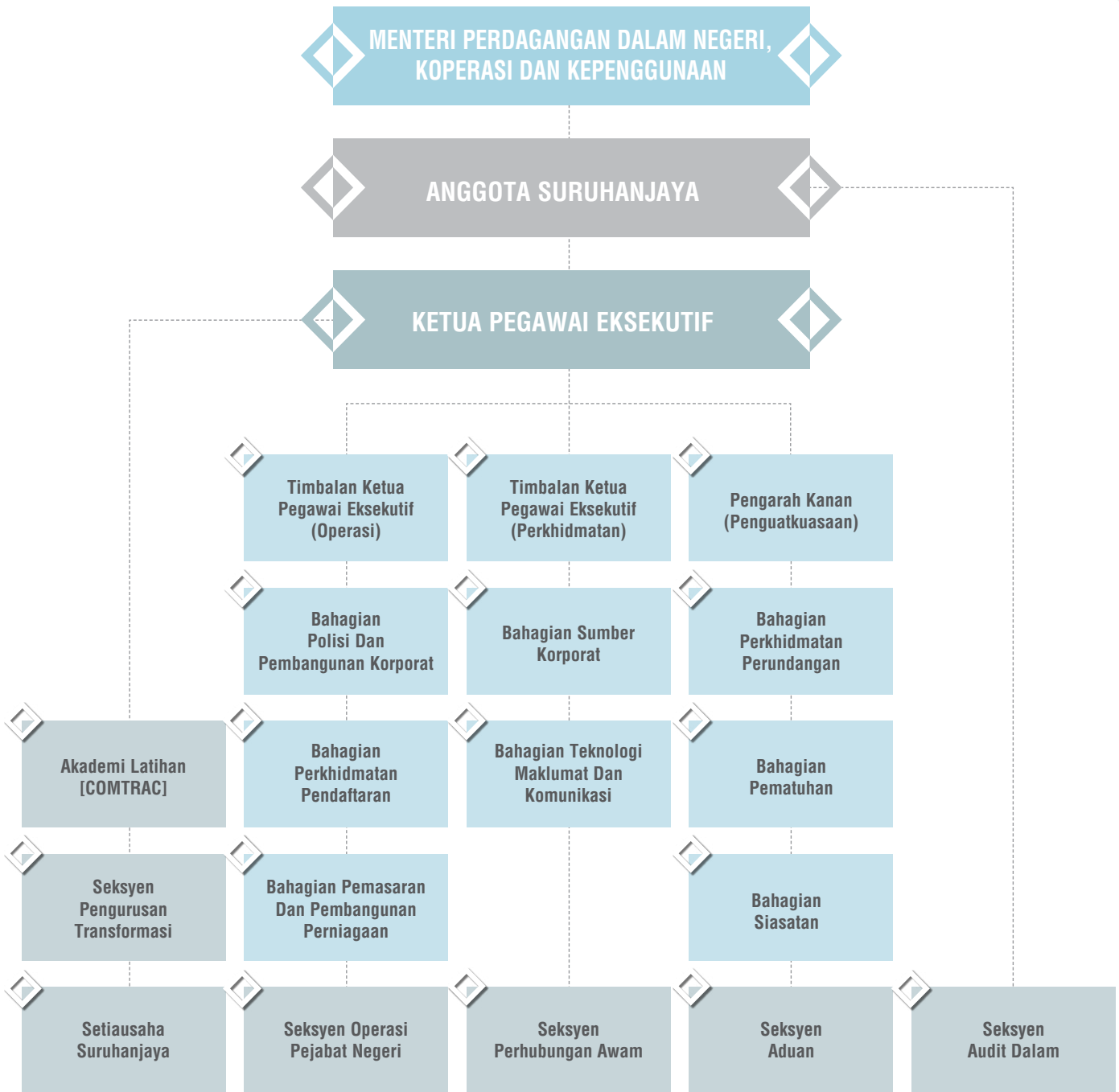


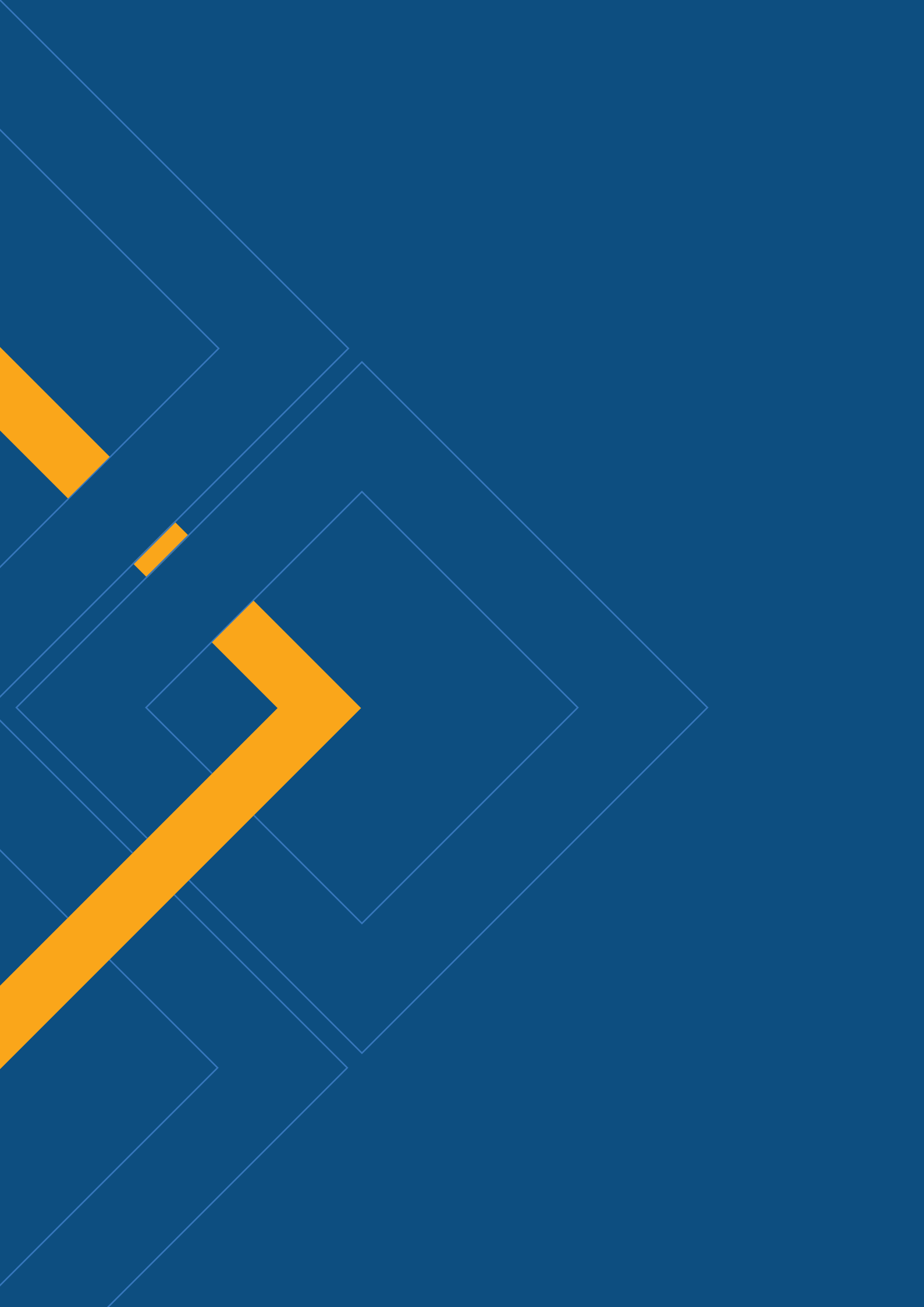
NUR IZZAINI ISHAK
Pengarah, Bahagian
Perkhidmatan Perundangan
(Berkuatkuasa dari
16 Jun 2012)

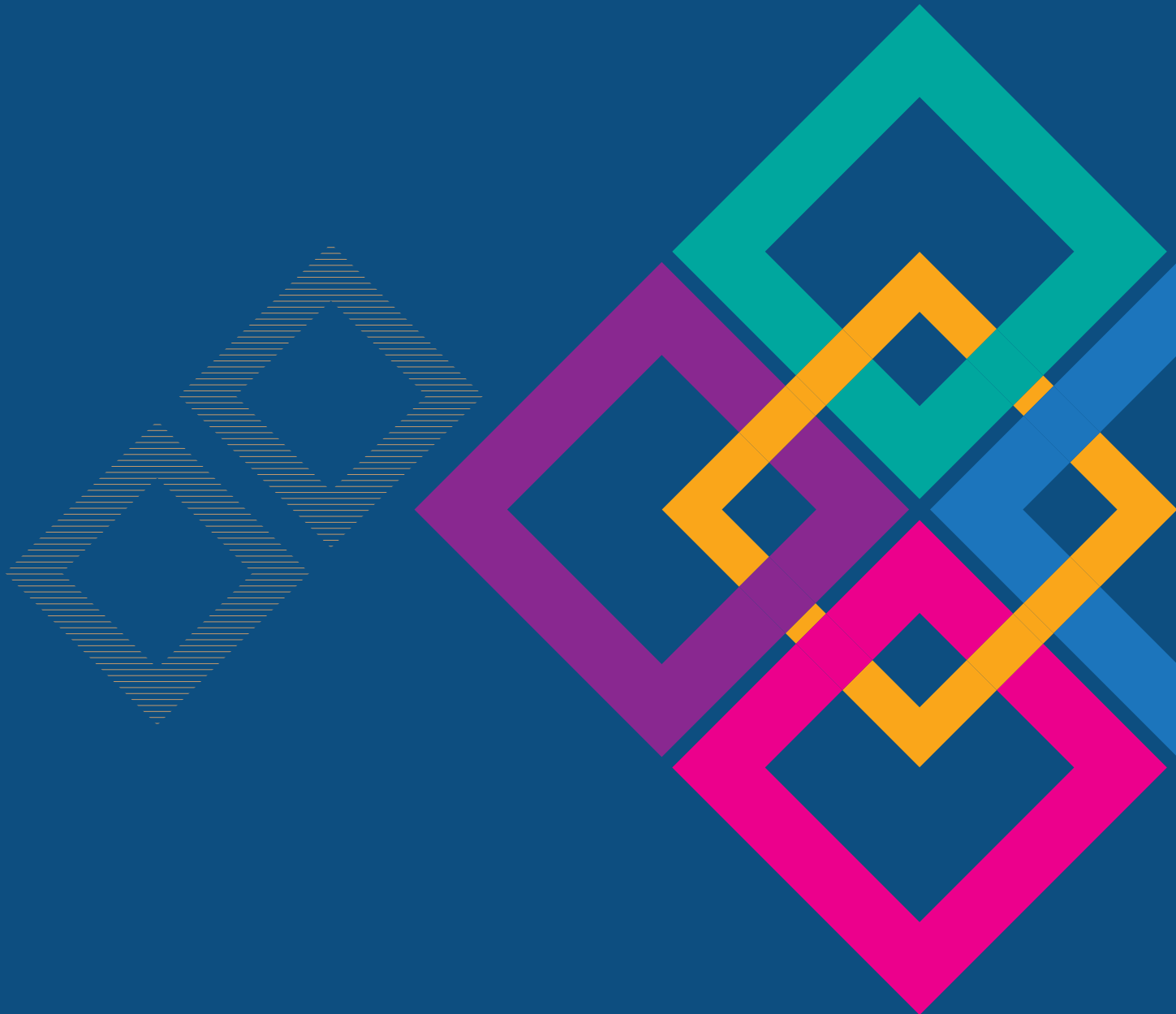


SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

CARTA ORGANISASI







TINJAUAN EKONOMI

DAN ANALISA STATISTIK UTAMA SSM 2012



TINJAUAN EKONOMI DAN ANALISA STATISTIK UTAMA SSM 2012

Ekonomi Malaysia berkembang sebanyak 5.6% berbanding 5.1% pada tahun sebelumnya. Perkembangan positif ini didorong oleh permintaan dalam negeri yang teguh dengan pengembangan berterusan dalam perbelanjaan isi rumah serta peningkatan perbelanjaan sektor awam.

Keadaan ekonomi dunia pada tahun 2012 kekal mencabar dengan kebanyakan ekonomi negara maju terus mengalami pertumbuhan yang lemah. Pada tahun ini, eksport barangan pembuatan dan komoditi Malaysia terjejas akibat daripada permintaan luar yang perlahan disebabkan oleh kemerosotan kesan daripada faktor-faktor luaran.

Walaupun ketidaktentuan yang dialami oleh ekonomi dan kewangan dunia, ekonomi Malaysia berkembang

sebanyak 5.6% berbanding 5.1% pada tahun sebelumnya. Perkembangan positif ini didorong oleh permintaan dalam negara yang teguh dengan pengembangan berterusan dalam perbelanjaan isi rumah serta peningkatan perbelanjaan sektor awam.

Aktiviti ekonomi dalam negara yang kukuh digambarkan melalui pertumbuhan sebanyak 14% dalam jumlah perniagaan baharu yang didaftarkan, manakala jumlah syarikat baharu yang

diperbadankan kekal hampir sama seperti tahun sebelumnya.

Ini juga didorong oleh pelaksanaan inisiatif utama di bawah Program Transformasi Kerajaan dan Program Transformasi Ekonomi serta lonjakan dalam pelaburan langsung asing, terutamanya dalam sektor perkhidmatan adalah hasil daripada liberalisasi perkhidmatan di kebanyakan sub-sektor ekonomi.

Perbelanjaan dalam negara dan pelaburan akan terus kekal berdaya saing pada tahun-tahun akan

datang kerana usaha tanpa henti kerajaan melalui pelaksanaan pelbagai inisiatif dan tindakan untuk mengekalkan pertumbuhan ekonomi negara. Oleh itu, ekonomi negara dijangka akan mengekalkan momentum pertumbuhan sebanyak 5.6% pada tahun 2013.

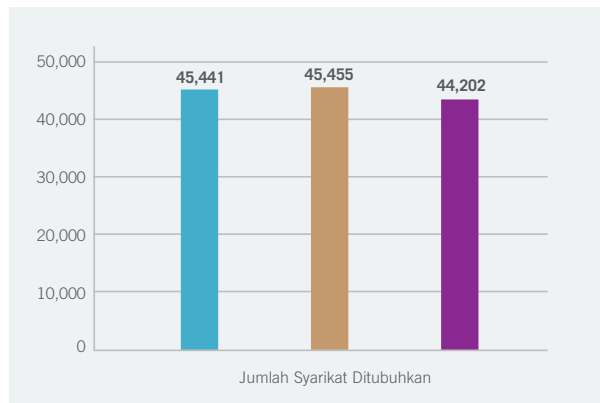
Jumlah Pendaftaran Perniagaan Baharu (Milik Tunggal Dan Perkongsian)



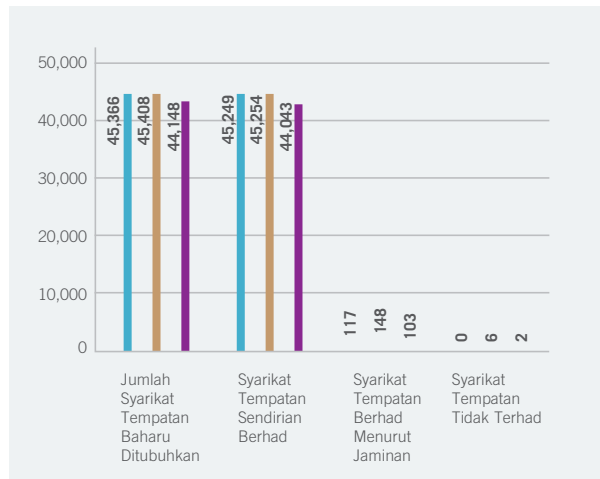
Pendaftaran Perniagaan Baharu (Milik Tunggal Dan Perkongsian)



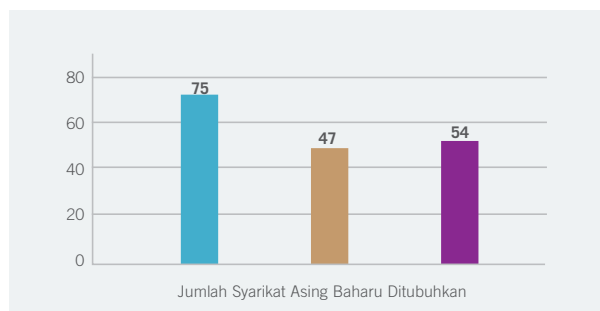
Jumlah Pemerbadanan Syarikat Baharu (Tempatan Dan Asing)



Pemerbadanan Syarikat Baharu (Tempatan)



Pemerbadanan Syarikat Baharu (Asing)



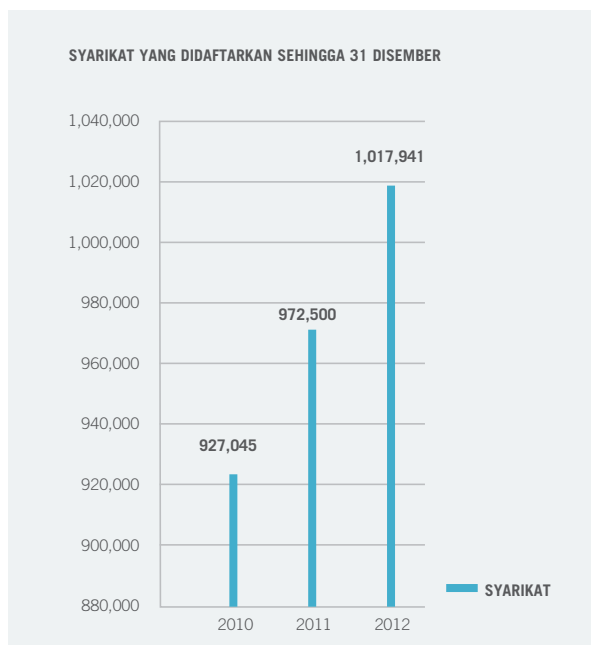


PEMERBADANAN SYARIKAT PADA TAHUN 2012

Jumlah syarikat baharu diperbadankan bagi tahun 2012 hanya menyusut sebanyak 0.1% berbanding tahun lepas walaupun terdapat ketidakpastian dalam ekonomi dunia yang disebabkan oleh kelembapan ekonomi di kebanyakan negara di Zon Euro dan Amerika Syarikat. Permintaan dalam negeri yang tinggi dan berdaya saing didorong oleh penggunaan swasta yang mapan disebabkan oleh keadaan pasaran buruh yang positif dan persekitaran pembiayaan yang menggalakkan, serta perbelanjaan sektor awam yang lebih tinggi telah membolehkan jumlah bilangan syarikat baharu didaftarkan kekal pada tahap yang sama seperti tahun sebelumnya.

Untuk pemerbadanan syarikat-syarikat asing, sebanyak 75 syarikat asing telah diperbadankan pada tahun 2012 berbanding 47 pada tahun 2011, mewakili peningkatan sebanyak 59% dari tahun sebelumnya. Peningkatan ketara ini menunjukkan bahawa keyakinan pelabur-pelabur asing terhadap pertumbuhan ekonomi negara walaupun keadaan ekonomi di luar tidak memberangsangkan tetapi terdapat syarikat-syarikat yang meluaskan operasi mereka ke Malaysia.

Jumlah Syarikat Yang Diperbadankan sehingga 31 Disember 2010, 2011 dan 2012



PENDAFTARAN PERNIAGAAN PADA TAHUN 2012

Jumlah perniagaan baharu yang didaftarkan telah meningkat sebanyak 14% kepada 324,761 perbandingan tahun-ke-tahun merupakan yang tertinggi untuk tempoh sepuluh tahun (2002-2011). Peningkatan ini diperoleh melalui program *outreach* yang diadakan sepanjang tahun serta pakej insentif yang diperkenalkan pada Jun 2012 untuk mempromosi dan memudahkan pendaftaran perniagaan baharu.

Selain daripada pakej insentif, inisiatif-inisiatif yang diperkenalkan oleh SSM untuk memudahkan pendaftaran melalui pembukaan cawangan di Pusat Transformasi Bandar di Melaka dan Kuala Lumpur, masing-masing dibuka pada Jun dan September 2012, penerusan Kaunter Bergerak Pendaftaran Perniagaan (KBPP), pembukaan Kaunter Litar Pendaftaran Perniagaan di pejabat berkuasa tempatan, dan Kaunter Perkhidmatan Pendaftaran Perniagaan yang ditempatkan di lokasi-lokasi strategik di bandar telah menyumbang kepada sebahagian besar pencapaian ini.

Jumlah Perniagaan Didaftarkan sehingga 31 Disember bagi tahun 2010, 2011 dan 2012



TINJAUAN EKONOMI DAN ANALISA STATISTIK UTAMA SSM 2012

14%

PENINGKATAN KEPADA 324,761 PENDAFTARAN PERNIAGAAN BAHARU

ANALISA SEKTOR SEKTOR PERKHIDMATAN

Pada tahun 2012, sektor perkhidmatan mencatatkan jumlah tertinggi syarikat yang didaftarkan dengan SSM. Ini merangkumi pendidikan (536), aktiviti hartanah (2,105), aktiviti-aktiviti kewangan dan insurans / takaful (2,209), maklumat dan komunikasi (1,689), penginapan dan aktiviti perkhidmatan makanan (2,343), perdagangan borong dan runcit, pembaikan kenderaan bermotor dan motosikal (17,222) dan lain-lain aktiviti perkhidmatan (1,976).

Jumlah syarikat-syarikat yang diperbadankan di dalam sektor ini menurun sedikit iaitu sebanyak 0.6% kepada 28,080 daripada 28,256 pada tahun sebelumnya. Kebanyakan pemerbadanan baharu adalah dalam sub-sektor borong dan runcit (61%), diikuti dengan penginapan dan aktiviti perkhidmatan makanan (8.3%), kewangan dan insurans (7.9%), dan aktiviti hartanah (7.5%).

Sektor perkhidmatan terus menjadi penyumbang utama pertumbuhan ekonomi Malaysia, menyumbang kepada 3.5% KDNK negara pada tahun 2012. Selain daripada permintaan dalam negara yang kukuh, peningkatan dalam pelaburan langsung asing ke negara ini juga telah mendorong kepada sebilangan besar syarikat-syarikat yang didaftarkan di dalam sub-sektor perkhidmatan. Pada 2012, Malaysia RM29.1 bilion dalam pelaburan langsung asing (FDI) penurunan sebanyak 20.6% berbanding hingga 2011.

Sektor perkhidmatan dijangka mencatat pertumbuhan yang ketara pada tahun-tahun akan datang dengan langkah-langkah yang sedang dijalankan oleh Kerajaan untuk liberalisasi banyak lagi sub-sektor perkhidmatan utama bagi pemilikan asing, membolehkan 100% ekuiti asing dalam banyak sektor.

Syarikat yang Didaftarkan Mengikut Kategori Perniagaan berdasarkan Malaysia Standard Industrial Classification 2008 (MSIC 2008) untuk tahun 2012





SEKTOR PERTANIAN

Jumlah syarikat yang berdaftar dalam sektor pertanian pada 2012 kekal hampir sama dengan 1,449 pendaftaran berbanding dengan 1,552 pada tahun sebelumnya. Permintaan dunia yang tinggi ditambah pula dengan kapasiti pengeluaran yang lebih rendah disebabkan oleh perubahan iklim dan bencana alam yang berlaku di kebanyakan negara-negara pengeluar telah membolehkan sektor ini menikmati harga yang baik sepanjang tahun. Memandangkan permintaan semakin meningkat untuk hasil pertanian yang disebabkan oleh peningkatan populasi dunia, lebih ramai usahawan dijangka menjalankan aktiviti pertanian, terutamanya dalam pengeluaran tanaman makanan seperti ternakan, ikan, buah-buahan dan sayur-sayuran, selain daripada kelapa sawit dan getah.

Selain itu, pertanian telah dikenal pasti sebagai salah satu sumber utama pertumbuhan ekonomi dalam Rancangan Malaysia Kesepuluh (RMK-10), lebih banyak syarikat dijangka mengambil kesempatan daripada pelbagai insentif yang diwujudkan oleh kerajaan untuk merangsang pertumbuhan dalam sektor pertanian.

SEKTOR PEMBUATAN

Jumlah syarikat baharu yang diperbadankan dalam sektor pembuatan susut sedikit sebanyak 1.8% kepada 3,583 syarikat berbanding 3,648 tahun lepas. Walaupun industri eksport merudum, pertumbuhan dalam industri berasaskan sumber berorientasikan dalam negara disokong oleh permintaan domestik yang kukuh dan peningkatan dalam pelaburan langsung asing (FDI) dalam sektor pembuatan telah menyumbang kepada peningkatan bilangan pendaftaran baharu. Sektor ini menyumbang 50.7% daripada KDNK dengan aliran masuk negara sebanyak RM41 bilion pada tahun 2012.

SEKTOR PERLOMBONGAN

Jumlah syarikat-syarikat yang didaftarkan di sektor perlombongan susut 16.5% kepada 994 berbanding 1,190 tahun lepas. Penurunan ini disebabkan oleh peningkatan ketara sebanyak 65.3% yang dicatatkan

tahun lepas di mana sebilangan besar syarikat-syarikat yang didaftarkan dalam sub-sektor gas asli mengalami permintaan yang lebih tinggi daripada industri petrokimia dalam negara dan eksport yang lebih tinggi ke China, Jepun, Korea dan India. Sektor minyak dan gas menyumbang kira-kira 1.4% daripada KDNK negara pada tahun 2012 dan lebih banyak pendaftaran dijangka kerana pelaburan dijangka meningkat dengan ketara dalam sektor minyak dan gas pada tahun akan datang.

SEKTOR PEMBINAAN

Sebanyak 3,084 syarikat telah diperbadankan dalam sektor pembinaan pada tahun 2012 berbanding 2,801 pada tahun 2011, mewakili peningkatan sebanyak 10.1%. Kebanyakan syarikat-syarikat yang diperbadankan terlibat dalam sub-sektor kejuruteraan awam yang melibatkan pembinaan projek infrastruktur di kawasan luar bandar di bawah Bidang Keberhasilan Utama Negara (NKRA).

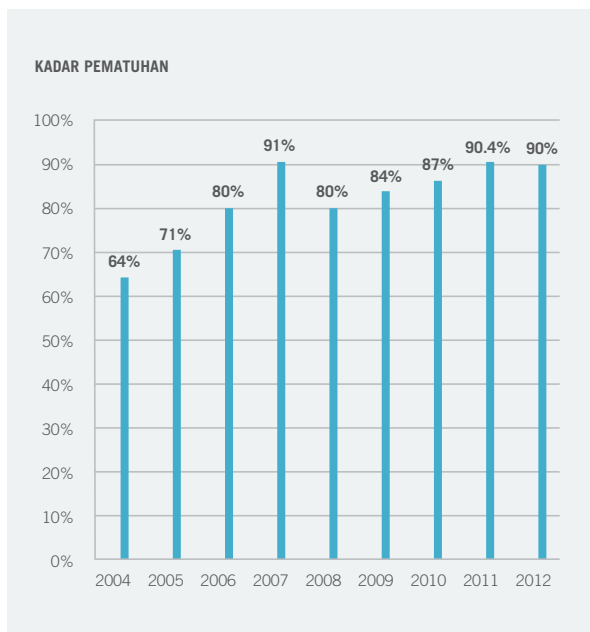
Selain itu, peningkatan dalam pendaftaran baharu juga disebabkan oleh pertumbuhan dalam sub-sektor kediaman dan bukan kediaman. Pertumbuhan dalam sub-sektor kediaman disokong oleh pembinaan hartanah mewah di Lembah Klang, Pulau Pinang dan Johor disebabkan permintaan yang kukuh disokong oleh pembiayaan yang akomodasi dan keadaan pasaran buruh yang stabil. Sub-sektor bukan kediaman telah disokong oleh pembinaan projek-projek pelancongan di Iskandar, Johor, projek-projek komersial di Lembah Klang, kampus Universiti Teknologi Mara dan lain-lain projek perindustrian. Lebih banyak pendaftaran baharu melibatkan anak-anak syarikat baharu yang ditubuhkan oleh syarikat-syarikat pembinaan yang sedia ada untuk melaksanakan pelbagai projek.

KADAR PEMATUHAN

Pada tahun 2012, SSM telah mencapai kadar pematuhan sebanyak 90% berbanding dengan 90.4% pada tahun sebelumnya. Usaha berterusan SSM dalam menggalakkan pematuhan melalui program *outreach* yang di seluruh negara telah membolehkan satu kadar pematuhan yang konsisten

TINJAUAN EKONOMI DAN ANALISA STATISTIK UTAMA SSM 2012

dicapai dalam tempoh dua (2) tahun berturut-turut. Ini turut disokong sejak pengenalan Nota Amalan 1 (PN1) yang dikeluarkan pada tahun 2008 yang menghendaki syarikat persendirian yang dikecualikan menyerahkan penyata tahunan yang teraudit bagi mematuhi Akta Syarikat 1965 (AS).

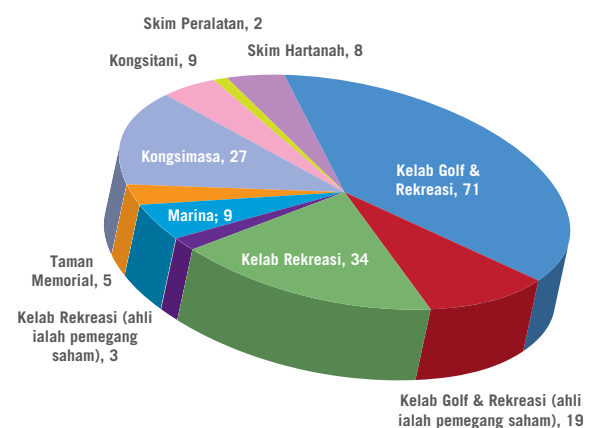


Sebagai sebuah badan kawal selia korporat yang bertanggungjawab bagi membekal maklumat korporat kepada pihak-pihak berkepentingan yang terdiri daripada pemohon dalam dan luar negara melalui perkhidmatan e-Info, serahsimpan penyata tahunan mengikut masa yang ditetapkan telah ditunjukkan melalui kadar pematuhan yang tinggi secara tidak langsung meletakkan profil SSM dikalangan komuniti perniagaan global sebagai satu badan yang dipercayai mempunyai data korporat kualiti tinggi terutamanya berhubung berkenaan entiti yang berdaftar di bawah AS. Ini dapat dilihat daripada peningkatan ketara dalam bekalan maklumat korporat dalam tempoh tiga (3) tahun yang lalu pada tahun 2010 sehingga 2012 seiring dengan peningkatan kadar pematuhan dalam tempoh masa yang sama.

SKIM KEPENTINGAN

Jumlah skim kepentingan yang didaftarkan pada tahun 2012 meningkat secara mendadak sebanyak 15 berbanding enam (6) pada tahun sebelumnya, menjadikan jumlah 187 pada 31 Disember 2012. Daripada jumlah itu, 68% terdiri daripada skim golf dan kelab rekreasi, diikuti oleh skim kongsimasa (14%).

Kategori Skim Kepentingan yang berdaftar pada tahun 2012



Kategori Skim Kepentingan yang berdaftar dengan SSM dari tahun 2010 hingga 2012

NO	KATEGORI	2012	2011	2010
1.	Kelab Golf & Rekreasi	71	71	71
2.	Kelab Golf & Rekreasi (ahli ialah pemegang saham)	19	19	19
3.	Kelab Rekreasi	34	33	33
4.	Kelab Rekreasi (ahli ialah pemegang saham)	3	3	3
5.	Kongsimasa	27	26	25
6.	Marina	9	9	9
7.	Taman Memorial	5	3	3
8.	Skim Kongsitani	9	6	3
9.	Skim Peralatan	2	1	-
10.	Skim Hartanah	8	1	-
JUMLAH		187	172	166



Pendaftaran skim hartanah menyaksikan peningkatan sebanyak tujuh (7) kali ganda kepada lapan (8) daripada satu (1) pada tahun 2011, manakala skim bagi taman memorial dan kongsitani, masing-masing meningkat sebanyak 67% dan 50%.

Peningkatan pendaftaran baharu untuk skim kepentingan pada tahun ini adalah disebabkan oleh kempen promosi agresif yang dijalankan oleh SSM. Pada tahun ini, sebanyak 12 program pendidikan dalam bentuk seminar dan ceramah telah dijalankan di seluruh negara bagi pelabur. Objektif utama program ini adalah untuk mendidik orang ramai berhubung dengan pelaburan dalam skim kepentingan. Ini termasuk senarai semak bagi pelabur yang bercadang untuk melabur dalam skim faedah, kepentingan pendaftaran, obligasi berkanun pelabur, pemegang amanah dan pengendali skim faedah di bawah AS.

Industri skim kepentingan dijangka berkembang pesat dalam masa terdekat kerana program kesedaran berterusan SSM telah membuktikan kenaikan mantap dalam pendaftaran baharu dalam beberapa tahun kebelakangan ini.

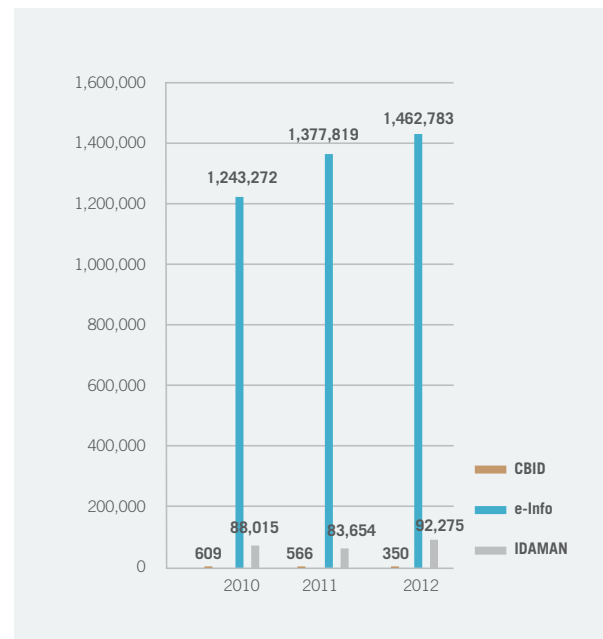
PEMBEKALAN MAKLUMAT KORPORAT

Jumlah bekalan maklumat korporat daripada Data Maklumat Korporat dan Perniagaan (CBID), maklumat elektronik (e-Info) dan sistem imej dokumen (IDAMAN) bagi 2012 meningkat sebanyak 6.4% kepada 1,555,408 berbanding dengan 1,462,039 pada tahun sebelumnya.

SSM dilihat sebagai entiti yang boleh dipercayai bagi pembekalan maklumat korporat yang berguna dan kebolehpercayaan seperti yang ditunjukkan melalui peningkatan yang luar biasa dalam permintaan untuk perkhidmatan tersebut sejak tahun-tahun kebelakangan ini.

Serahsimpan penyata tahunan dan semua dokumen berkanun lain yang mengikut waktu yang ditetapkan serta penambahbaikan berterusan dalam sistem penyampaian perkhidmatan SSM telah menyumbang

kepada pencapaian ini. Permintaan untuk maklumat korporat dan perniagaan dijangka meningkat dengan ketara pada masa hadapan seiring dengan jangkaan peningkatan dalam aktiviti perniagaan di negara ini yang didorong oleh pertumbuhan ekonomi yang kukuh sebanyak 5% kepada 6% setahun dari 2013 sehingga 2020.



PENGGULUNGAN DAN PEMBATALAN NAMA DARI DAFTAR SYARIKAT

Jumlah syarikat yang dibubarkan pada tahun 2012 meningkat kepada 2,419 daripada 1,653 tahun lepas, peningkatan sebanyak 46% di tengah-tengah ketidakpastian dalam persekitaran ekonomi dunia. Daripada jumlah itu, 1,306 atau 54% adalah melalui penggulangan sukarela oleh ahli-ahli dan pemiutang manakala selebihnya adalah disebabkan oleh penggulangan oleh Perintah Mahkamah.

TAHUN	2010	2011	2012
Penggulangan Syarikat	1,487	1,653	2,419
Pembatalan Nama Syarikat (Seksyen 308)	24,098	130,823	14,673

TINJAUAN EKONOMI DAN ANALISA STATISTIK UTAMA SSM 2012

Selepas usaha bersepadu yang diambil oleh SSM mengemaskini dan mengeluarkan daftar syarikat-syarikat yang tidak aktif pada tahun 2011, bilangan syarikat yang dibatalkan oleh SSM sepanjang tahun di bawah seksyen 308 AS menyusut kepada 14,673 dari 130,823 pada tahun sebelumnya. Dengan mengeluarkan nama-nama syarikat yang tidak aktif daripada daftar SSM bermakna hanya syarikat-syarikat aktif yang kekal dalam daftar. Melalui cara ini, statistik yang disediakan oleh SSM kepada pihak-pihak berkepentingan untuk tujuan analisis atau kajian akan menjadi lebih berguna dan relevan kerana mengambilkira hanya syarikat yang aktif dalam aktiviti ekonomi.

Selain itu, ukuran kadar pematuhan tahunan oleh SSM akan lebih tepat kerana hanya syarikat aktif yang serahsimpan penyata tahunan mereka dengan SSM akan dimasukkan ke dalam pengukuran ini.

PENAMATAN PERNIAGAAN

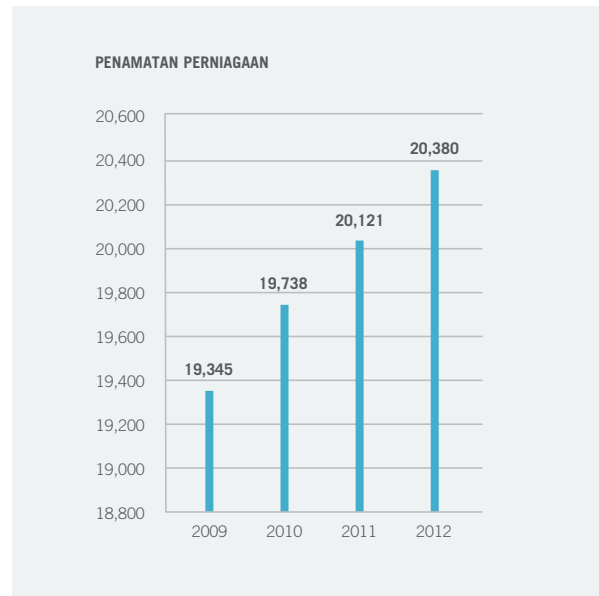
Jumlah perniagaan yang ditamatkan pada tahun 2012 mencatat sedikit peningkatan iaitu sebanyak 1.3% atau 20,380 berbanding 20,121 pada tahun sebelumnya. Jumlah ini adalah kurang berbanding jumlah pendaftaran baharu sebanyak 324,761 yang direkodkan pada tahun yang sama.

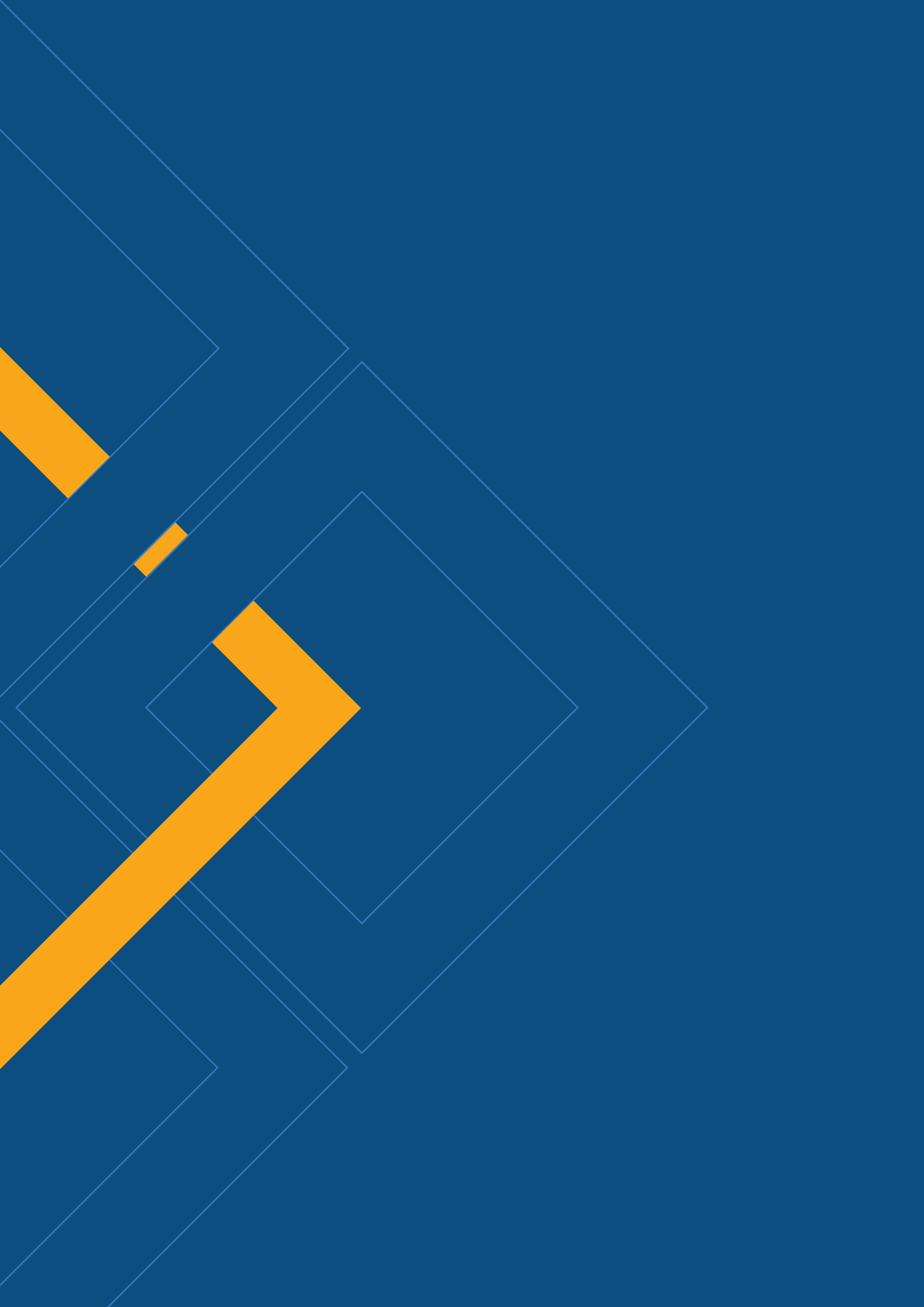
Di samping itu, bukan semua penamatan yang direkodkan adalah kerana kegagalan perniagaan tetapi sebahagian yang menamatkan operasi perniagaan mereka disebabkan oleh mendapat pekerjaan baharu, manakala yang lain mungkin kerana menceburi lain-lain jenis perniagaan baharu.

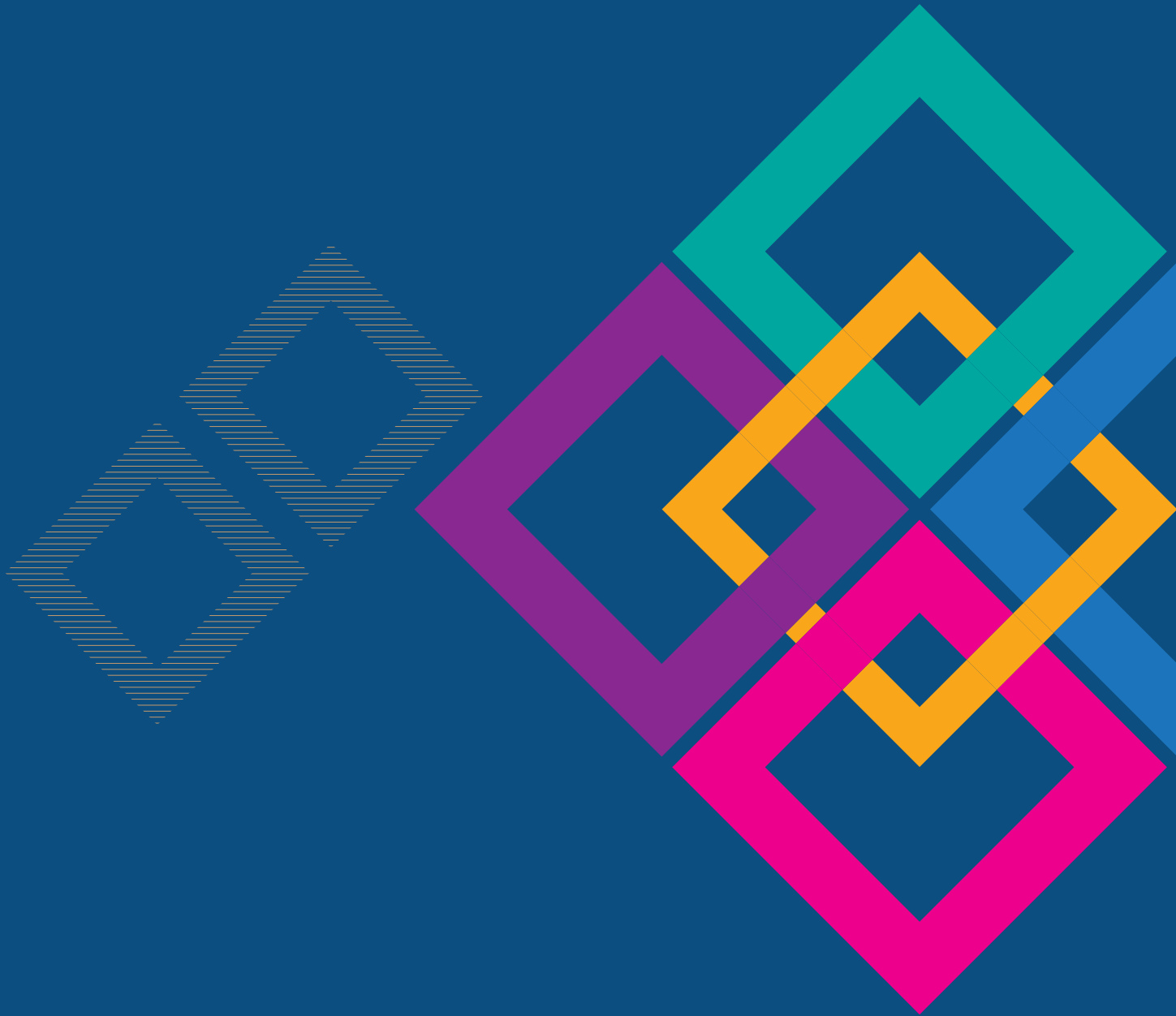
Data statistik SSM menunjukkan bahawa purata bilangan perniagaan yang ditamatkan setiap tahun untuk tempoh tiga (3) tahun yang lalu (2010-2012) adalah 20,079 tetapi dalam tempoh yang sama, purata bilangan pendaftaran baharu setahun adalah 293,591.

Peratusan penamatan perniagaan yang rendah direkodkan sejak beberapa tahun kebelakangan ini menunjukkan penjaja dan peniaga kecil mampu untuk mengekalkan operasi perniagaan mereka disebabkan oleh aktiviti ekonomi disokong oleh permintaan dalam negara yang kukuh.

Penamatan Perniagaan dari 2009 sehingga 2012







LAPORAN PENGURUSAN

LAPORAN PENYAMPAIAN
PERKHIDMATAN

LAPORAN INISIATIF PENGUATKUASAAN
DAN PROGRAM LATIHAN

LAPORAN INISIATIF PEMBAHARUAN
UNDANG-UNDANG

LAPORAN PENGLIBATAN DAN KERJASAMA PIHAK
BERKEPENTINGAN



LAPORAN PENGURUSAN

1. LAPORAN PENYAMPAIAN PERKHIDMATAN

SSM komited dalam mewujudkan persekitaran perniagaan yang kondusif untuk negara. Bagi mencapai matlamat ini, tahun 2011 telah menyaksikan pengenalan pelbagai inisiatif dan langkah-langkah yang menawarkan insentif baharu kepada komuniti perniagaan, selain daripada usaha yang berterusan memperbaiki proses serta prosedur sedia ada untuk sistem penyampaian perkhidmatan awam yang lebih berkesan.

PAKEJ INSENTIF PENDAFTARAN DAN PEMBAHARUAN PERNIAGAAN

Peniaga kecil, penjaja dan aktiviti perniagaan tidak formal yang lain merupakan sebahagian daripada sektor perniagaan tidak formal yang memainkan peranan penting dalam pembentukan sosio-ekonomi sesebuah negara. Berdasarkan satu kaji selidik yang dijalankan oleh Bank Dunia, sektor perniagaan tidak formal bermaksud “*bahagian ekonomi pasaran yang tidak formal dan tidak terkawal yang menghasilkan barangan dan perkhidmatan untuk dijual atau sebarang bentuk imbuhan. Ia merujuk kepada semua aktiviti ekonomi oleh pekerja-pekerja dan unit ekonomi yang terkandung di dalam undang-undang atau amalan, tidak dilindungi atau tidak cukup dilindungi oleh pengaturan yang formal*”.

Kewujudan penjaja dan peniaga kecil telah membantu dalam mengurangkan kos sara hidup kerana ia menawarkan pelbagai barangan dan perkhidmatan kepada pelanggan pada harga yang berpatutan kerana kos operasinya yang rendah. Memandangkan sumbangan besar sektor perniagaan ini kepada ekonomi dan memastikan mereka berkembang, SSM mengambil langkah membangunkan dasar-dasar yang berinovatif serta memudahkan pendaftaran penjaja dan peniaga kecil di bawah Akta Pendaftaran Perniagaan 1956 (APP).

Pada tahun 2012, SSM telah melaksanakan Pakej Insentif Pendaftaran dan Pembaharuan Pendaftaran Perniagaan SSM bermula pada 1 Jun sehingga 31 Disember 2012 khusus untuk golongan penjaja dan peniaga kecil. Pakej ini dilaksanakan bertujuan untuk mengurangkan beban kewangan peniaga kecil dan penjaja bagi membolehkan kumpulan peniaga ini menjalankan perniagaan mereka secara sah di sisi undang-undang selaras dengan peruntukan-peruntukan APP.



Insentif yang bermatlamat serampang dua mata ini bukan sahaja bertujuan untuk mengurangkan kos pendaftaran dan pembaharuan oleh golongan penjaja dan peniaga kecil tetapi juga untuk meningkatkan kesedaran tentang kepentingan mendaftarkan perniagaan mereka. Insentif yang dilaksanakan melibatkan pakej-pakej berikut:

- (a) pengurangan fi bagi pendaftaran perniagaan baharu dengan hanya RM50 untuk tempoh 5 tahun;
- (b) pengurangan fi bagi pembaharuan pendaftaran perniagaan dengan hanya RM50 untuk tempoh 5 tahun; dan
- (c) diskaun sebanyak 50% untuk kompaun yang dikenakan bagi pendaftaran baharu dan pembaharuan pendaftaran lewat yang tidak mematuhi peruntukan APP.

Sejumlah 190,790 pendaftaran perniagaan baharu dan 511,565 pembaharuan perniagaan telah direkodkan sepanjang tempoh pelaksanaan insentif ini seperti yang ditunjukkan pada jadual di bawah:

Statistik Pendaftaran Baharu dan Pembaharuan Perniagaan bagi bulan Jun sehingga Disember 2012

AKTIVITI	TRANSAKSI	HASIL (RM)
Pendaftaran Baharu	190,790	9,539,500
Pembaharuan	511,565	25,564,750

PAKEJ INSENTIF ORANG KELAINAN UPAYA (OKU)

Sebagai sebuah organisasi yang mendukung Tanggungjawab Sosial Korporat di kalangan komuniti korporat, SSM telah memperkenalkan pakej insentif khas bagi masyarakat kelainan upaya yang menceburi bidang perniagaan. Insentif khas ini telah diumumkan oleh Menteri Perdagangan Dalam Negeri, Koperasi dan Kepenggunaan pada 23 Oktober 2012 sempena majlis perasmian program “JALINAN KASIH - SSM Bersama OKU” dengan tema “Kesedaran Keusahawanan Bersama Orang Kurang Upaya”.

Pakej ini termasuk pendaftaran perniagaan baharu dan pembaharuan perniagaan secara percuma yang bermula pada 23 Oktober 2012. Untuk kelayakan menikmati pakej ini, golongan OKU perlu memiliki kad pendaftaran OKU yang sah dari Jabatan Kebajikan Masyarakat.

Pelaksanaan insentif ini bukan sahaja bertujuan untuk menggalakkan pendaftaran dan pembaharuan perniagaan di kalangan masyarakat kelainan upaya tetapi secara tidak langsung akan membantu Kerajaan dalam mengumpul maklumat berkaitan yang boleh digunakan bagi merangka dasar-dasar untuk meningkatkan taraf hidup komuniti ini. Sehingga 31 Disember 2012, sejumlah 604 transaksi telah direkodkan dengan jumlah pengecualian fi sebanyak RM31,910 bagi pendaftaran dan pembaharuan perniagaan seperti ditunjukkan jadual di sebelah:

Statistik Transaksi Insentif OKU untuk tempoh 23 Oktober sehingga 31 Disember 2012

TEMPOH INSENTIF OKU	TRANSAKSI	PENGECCUALIAN FI
23 Oktober – 31 Disember 2012	604	RM 31,910

PENCAPAIAN PIAGAM PELANGGAN

Pencapaian Piagam Pelanggan SSM diukur berpandukan dua (2) kategori iaitu Piagam Pelanggan Perniagaan dan Piagam Pelanggan Syarikat. Piagam Pelanggan Perniagaan yang terdiri daripada Pendaftaran Perniagaan Baharu, Pendaftaran Pembaharuan Perniagaan, Pendaftaran Perubahan Maklumat Perniagaan dan Penamatan Perniagaan manakala Piagam Pelanggan Syarikat pula terdiri daripada Permohonan Carian Nama Syarikat, Pemerbadanan Syarikat, Pendaftaran Gadaian, Pendaftaran Pertukaran Nama dan Status. Jadual di bawah menunjukkan pencapaian piagam pelanggan sepanjang tahun 2012.

Pencapaian Piagam Pelanggan Pendaftaran Perniagaan 2012

JENIS BORANG	PIAGAM PELANGGAN	PERATUSAN (%)
Pendaftaran Perniagaan Baharu (Borang A)	1 Jam	98.02
Pembaharuan Pendaftaran Perniagaan (Borang A1)	15 Min	99.77
Pendaftaran Perubahan Alamat Perniagaan (Borang B1)	1 Jam	98.17
Pendaftaran Perubahan Jenis Perniagaan (Borang B2)	1 Jam	98.13
Pendaftaran Perubahan Maklumat Cawangan (Borang B3)	1 Jam	98.64
Pendaftaran Perubahan Maklumat Pemilik/Rakan Kongsi (Borang B4)	1 Jam	98.19
Pendaftaran Penamatan Perniagaan (Borang C)	15 Min	95.41

Nota : Piagam Pelanggan diambil kira bermula dari dokumen di “prelodge” dan bayaran dibuat di kaunter sehingga sijil/keputusan dikeluarkan.



Pencapaian Piagam Pelanggan Pendaftaran Syarikat 2012

JENIS BORANG	PIAGAM PELANGGAN	PERATUSAN (%)
Pemerbadanan Syarikat Baharu (Borang 6)	1 Hari	99.90
Kelulusan Nama (Borang 13A)	1 Hari	99.39
Sijil Memulakan Peniagaan bagi Syarikat Awam (Borang 18)	1 Hari	100
Perubahan Nama Syarikat (Borang 11(21))	1 Hari	99.92
Pertukaran Status (Borang 11(26))	1 Hari	100
Pendaftaran Gadaian (Borang 34)	2 Hari	99.73

Nota : Piagam Pelanggan dikira bermula dari dokumen di "prelodge" dan bayaran diterima di kaunter sehingga sijil /keputusan dikeluarkan.

Keseluruhan pencapaian bagi tahun 2012 untuk kedua-dua proses pendaftaran perniagaan dan syarikat ialah dari 95% – 100%.

PERKHIDMATAN E-LODGE MENT SSM

Perkhidmatan e-Lodgement yang diperkenalkan sejak lima tahun lalu, sering ditambahbaik oleh SSM untuk meningkatkan penyampaian perkhidmatan. Pada tahun 2012, sebanyak 32,351 transaksi penggunaan perkhidmatan e-Lodgement iaitu peningkatan sebanyak 6.27% berbanding dengan 30,442 transaksi yang dicatat pada tahun 2011. Jadual di bawah menunjukkan peningkatan jumlah transaksi penggunaan perkhidmatan e-Lodgement pada tahun 2012, 2011 dan 2010.

Transaksi e-Lodgement Syarikat

TRANSAKSI E-LODGE MENT SYARIKAT	2012	2011	2010
Permohonan Carian Nama Syarikat	25,014	23,910	19,277
Permohonan Pemerbadanan Syarikat Tempatan	1,403	1,283	1,440
Serahsimpan Borang 24, 44 dan 49 Selepas Pemerbadanan	663	681	766
Penyata Tahunan & Sijil Syarikat Persendirian Terkecuali	156	121	204
Penyata Tahunan & Akaun	1,496	1,544	1,654
Borang 44 (<i>Notice of Situation of Registered Office and of Office Hours and Particulars of Changes</i>)	1,275	723	1,138
Borang 53 (<i>Notice of Place Where Register of Members and Index Kept, or of Change in That Place</i>)	91	25	19
Borang 24 (<i>Return of Allotment of Shares</i>)	270	221	266
Borang 11 (<i>Notice of Resolution</i>)	299	251	254
Borang 49 (<i>Return Giving Particulars in Register of Directors, Managers and Secretaries and Changes of Particulars</i>)	1,656	1,629	1,727
Borang 48B (<i>Application for Company Secretary's License</i>)	7	4	2
Borang 48C (<i>Application for Renewal of Company Secretary's License</i>)	21	50	54
JUMLAH TRANSAKSI	32,351	30,442	26,801

LAPORAN PENYAMPAIAN PERKHIDMATAN

Manakala bagi transaksi e-Lodgement untuk pendaftaran perniagaan pula, terdapat penurunan sebanyak 13.8% atau 90,853 transaksi pada tahun 2012 berbanding 105,420 pada tahun 2011. Jadual di bawah menunjukkan proses carian nama masih kekal sebagai transaksi yang popular melalui perkhidmatan e-Lodgement perniagaan, diikuti oleh pendaftaran perniagaan baharu dan pembaharuan perniagaan.

Transaksi e-Lodgement Perniagaan

TRANSAKSI E-LODGE MENT PERNIAGAAN	2012	2011	2010
Carian Nama	50,822	51,567	59,147
Pendaftaran Baharu	26,929	30,020	31,100
Pembaharuan Perniagaan	5,632	15,580	7,268
Perubahan Maklumat Perniagaan	5,385	6,060	6,442
Penamatan	2,085	2,193	2,240
JUMLAH TRANSAKSI	90,853	105,420	106,197

KAUNTER PERKHIDMATAN

SSM masih menyediakan kaunter perkhidmatan penyerahan dokumen berkanun, walaupun serahsimpan dokumen berkanun boleh dilakukan secara elektronik, yang mana dokumen berkanun berbayar telah merekodkan penurunan sebanyak 5.5% manakala dokumen tanpa bayaran pula meningkat sebanyak 2.3% berbanding tahun 2011.

(a) Penerimaan dokumen berbayar Syarikat

TRANSAKSI	2012	2011
Dokumen Berbayar	437,915	463,515
Dokumen Tanpa Bayaran	373,610	365,092

Perkhidmatan e-Info (Kadar Penggunaan)

TAHUN	DALAM TALIAN	KADAR PENGGUNAAN %	KIOSK	KADAR PENGGUNAAN %	JUMLAH TRANSAKSI	JUMLAH HASIL
2012	1,161,662	82.1	249,492	17.8	1,411,154	19,772,006
2011	988,771	75.3	324,705	24.7	1,313,476	18,528,146

(b) Serahsimpan dokumen Syarikat ketika waktu puncak 2012

BULAN	TRANSAKSI	2012	2011
Januari-Februari	Dokumen Berbayar	64,519	72,206
	Dokumen Tanpa Bayaran	58,696	57,034
Julai - Ogos	Dokumen Berbayar	157,647	160,652
	Dokumen Tanpa Bayaran	61,860	64,940

PERKHIDMATAN E-INFO

e-Info merupakan salah satu perkhidmatan SSM untuk komuniti perniagaan tempatan dan antarabangsa membuat carian secara dalam talian berkaitan maklumat syarikat dan perniagaan di Malaysia. Kadar penggunaan dalam talian melalui sistem e-Info meningkat sebanyak 17.5%. Manakala untuk transaksi e-Info melalui kiosk adalah sebanyak 17.8%. Kunjungan pelanggan di peringkat antarabangsa ke laman sesawang ini telah meningkat sebanyak 3% capaian pada tahun 2012 berbanding 2011.

Perkhidmatan e-Info (Transaksi Tahunan)

2012		2011	
Transaksi	Hasil (RM)	Transaksi	Hasil (RM)
1,462,783	19,772,006	1,377,819	18,528,146



Statistik Kunjungan ke Laman Sesawang e-Info

NEGARA	2012	2011
Singapura	19,467	23,571
Hong Kong	7,949	10,185
United Kingdom	3,985	5,482
Amerika Syarikat	5,643	6,231
Australia	3,199	2,740
India	10,338	6,385
Jepun	1,094	1,222
China	1,765	2,365
Filipina	2,230	1,723
Lain-lain	21,525	14,837
JUMLAH	77,195	74,741

1 HARI PEMERBADANAN

Perkhidmatan 1 Hari Pemerbadanan Syarikat merupakan perkhidmatan kaunter tunggal untuk menyerahsimpan dokumen pemerbadanan syarikat. SSM telah memperkenalkan perkhidmatan ini sejak 1 April 2010. Perkhidmatan 1 hari pemerbadanan syarikat menyediakan saluran yang cepat bagi memudahkan syarikat-syarikat diperbadankan dalam tempoh satu (1) hari bagi permohonan yang dibuat melalui kaunter SSM. Pemohon diberi dua (2) pilihan:

- (a) Pemerbadanan 1 Hari di kaunter SSM terdiri daripada satu transaksi atau lebih iaitu carian nama/pembelian dan penyeteman setem hasil/pembelian pakej 1 Hari Pemerbadanan. Transaksi 1 Hari Pemerbadanan meningkat sebanyak 20.6% pada tahun 2012 berbanding 2011.

PEMERBADANAN 1 HARI DI KAUNTER SSM	
2012	2011
19,292	15,997

- (b) Pemerbadanan 1 Hari viz-a-viz "Starting A Business" terdiri daripada carian nama/pembelian dan penyeteman setem hasil/pembelian pakej Pemerbadanan 1 Hari. Perkhidmatan ini meningkat sebanyak 11% pada tahun 2012 berbanding dengan 2011.

PEMERBADANAN 1 HARI DI KAUNTER SSM	
2012	2011
30	27

MYCOID

MyCoID merupakan sistem gerbang portal yang telah dibangunkan bertujuan untuk memudahkan proses memulakan perniagaan di Malaysia. Ia menggabungkan proses pemerbadanan dan pasca-pemerbadanan bersama perkongsian data secara serentak dengan lima (5) agensi-agensi lain iaitu Lembaga Hasil Dalam Negeri Malaysia (LHDNM), Kumpulan Wang Simpanan Pekerja (KWSP), Pertubuhan Keselamatan Sosial (PERKESO), Pembangunan Sumber Manusia Berhad (PSMB) dan Perbadanan Perusahaan Kecil dan Sederhana Malaysia (SME Corp).

Pada 31 Disember 2012, sebanyak 2,136 permohonan carian nama melalui MyCoID telah diterima dan diproses. Daripada jumlah tersebut, sebanyak 551 syarikat baru telah diperbadankan berbanding dengan 49 syarikat yang diperbadankan pada tahun lalu. Manakala sebanyak 435 borang serahan pertama diserahsimpan melalui sistem MyCoID.

TRANSAKSI	2012	2011	%
Carian Nama	2,136	395	440 %
Penubuhan	551	49	1,024 %
Borang Serahan Pertama	435	17	2,458 %

LAPORAN PENYAMPAIAN PERKHIDMATAN

KAUNTER BERGERAK PENDAFTARAN PERNIAGAAN (KBPP)

Kaunter Bergerak Pendaftaran Perniagaan (KBPP) merupakan salah satu inisiatif untuk SSM mendekati komuniti perniagaan. Kaunter KBPP berasaskan mobiliti diadakan di luar premis tetap SSM dan terletak di lokasi strategik di mana aktiviti-aktiviti berkaitan perniagaan seperti di pejabat majlis tempatan, pasar, pasar raya dan pasar raya besar. Inisiatif ini menawarkan komuniti perniagaan Malaysia satu saluran alternatif dan akses mudah kepada perkhidmatan pendaftaran perniagaan SSM. KBPP ini menjalankan proses pendaftaran dan pembaharuan di mana ia diadakan.

KBPP juga menjadi saluran yang efektif untuk menyampaikan maklumat kepada komuniti perniagaan terutama dari segi keperluan dan kepentingan mendaftar perniagaan mereka di bawah APP. Pegawai-pegawai SSM yang bertugas di KBPP akan menerangkan bagaimana perniagaan mereka berjalan lancar tanpa menyalahi undang-undang.

Sepanjang tahun 2012 sebanyak RM9,901,513 telah dikutip melalui KBPP berbanding dengan RM9,772,407 pada tahun 2011 dan RM8,244,406 pada tahun 2010. Pertambahan hasil 2012 berbanding dengan 2011 ialah sebanyak 1.3%. Maklumat aktiviti KBPP bagi setiap negeri sepanjang tahun 2012 adalah seperti di bawah:

Aktiviti KBPP di Negeri-Negeri Pada Tahun 2012

NEGERI	KEKERAPAN	PENDAFTARAN PERNIAGAAN BAHARU	PERUBAHAN MAKLUMAT	PEMBAHARUAN PERNIAGAAN	HASIL (RM)
Kuala Lumpur	280	9,235	5,050	13,396	2,123,895
Labuan	15	26	1	183	10,520
Perlis	31	202	13	480	39,610
Terengganu	104	1,073	476	3,368	312,300
Melaka	105	758	403	1,530	173,435
Pahang	128	1,679	922	5,142	483,773
Negeri Sembilan	139	1,169	782	5,705	460,030
Kedah	466	7,894	3,137	21,786	2,123,435
Kelantan	108	1,664	515	4,160	393,910
Perak	139	3,829	2,255	10,946	1,076,300
Pulau Pinang	143	3,531	2,760	12,453	1,038,240
Selangor	119	1,749	540	2,813	325,925
Johor	209	3,794	2,215	12,029	1,340,140
JUMLAH	1,986	36,603	19,069	93,991	9,901,513



PUSAT TRANSFORMASI BANDAR (UTC) – KUALA LUMPUR DAN MELAKA

Pusat Transformasi Bandar (UTC) Melaka dan Kuala Lumpur telah dirasmikan pada Jun dan September 2012 menggambarkan komitmen berterusan SSM dalam menyokong aspirasi Kerajaan untuk menyediakan pusat kemudahan pelbagai perkhidmatan bagi orang awam di bandar. Ia menawarkan perkhidmatan pemerbadanan syarikat dan pendaftaran perniagaan. UTC ini beroperasi 7 hari seminggu (kecuali pada cuti umum). Kewujudan UTC telah meningkatkan profil SSM dengan pelanggan secara langsung. Pusat Transformasi

Bandar merupakan satu projek di bawah Strategi Lautan Biru Kebangsaan 6 (NBOS6) dan juga seiring Pelan Hala Tuju Strategik SSM di bawah PS7 iaitu *One Stop Business Center*.

PERMOHONAN KORPORAT

Jadual di bawah menunjukkan peningkatan dalam permohonan korporat sebanyak 8.4% pada tahun 2012. Selain itu, peningkatan di dalam jumlah serahsimpan prospektus juga telah meningkatkan sebanyak 29.8% dari segi jumlah hasil pada tahun 2012.

Jenis-jenis Permohonan Diterima

NO.	JENIS-JENIS PERMOHONAN	JUMLAH PERMOHONAN		
		2012	2011	2010
1.	Permohonan lanjutan masa	767	686	1,039
2.	Permohonan pelantikan proksi	2	8	21
3.	Permohonan mendapatkan kelonggaran bagi mengecualikan beberapa keperluan dalam akaun	156	172	179
4.	Permohonan pengecualian bagi menyerahkan akaun syarikat asing di Malaysia	18	55	44
5.	Serahsimpan <i>initial public offerings</i> , <i>abridged</i> prospektus dan dokumen lain yang berkaitan	631	443	162
6.	Serahsimpan Laporan Suku Tahunan syarikat yang meminjam oleh pengarah syarikat	175	238	303
JUMLAH		1,749	1,602	1,748

PENGENALAN SEMULA TEMPOH MORATORIUM BAGI PEMBATALAN NAMA SYARIKAT UNTUK SYARIKAT DORMAN

Pada tahun 2012, SSM telah memperkenalkan semula tempoh moratorium bagi permohonan pembatalan nama syarikat dormant bermula dari 1 Julai sehingga 31 Disember 2012 untuk memberi peluang kepada pengarah dan pemegang saham syarikat dormant supaya membuat permohonan kepada Pendaftar Syarikat untuk membatalkan nama syarikat mereka yang tidak lagi aktif berniaga atau beroperasi. Semasa tempoh moratorium, semua permohonan dikecualikan daripada menyerahkan akaun pengurusan syarikat dan juga resolusi pemegang saham. Selain itu, SSM juga telah mengurangkan

jumlah kompaun yang perlu dibayar oleh syarikat sebagai satu insentif untuk menggalakkan syarikat dormant membuat permohonan pembatalan nama syarikat mereka.

Bagi memudahkan permohonan pembatalan nama syarikat dalam tempoh moratorium ini pada 30 Jun 2012, SSM telah mengeluarkan satu "Garis Panduan Pembatalan Nama Syarikat yang Tidak Aktif di bawah Seksyen 308(1) Akta Syarikat 1965 pada tempoh tersebut. Garis panduan yang baru ini mengandungi syarat terperinci bagi permohonan di bawah seksyen 308(1) dan dijadikan sebagai panduan kepada pemohon untuk membatalkan nama syarikat.

LAPORAN PENYAMPAIAN PERKHIDMATAN

PENGURUSAN ASET UNTUK SYARIKAT YANG TELAH DIBUBARKAN

SSM memainkan peranan yang penting dalam menguruskan aset-aset yang dimiliki oleh syarikat yang telah dibubarkan. Pendaftar Syarikat telah diberikan kuasa di bawah peruntukan-peruntukan di bawah AS untuk perkara-perkara berikut:

- Untuk bertindak sebagai wakil kepada syarikat-syarikat yang telah dibubarkan untuk tujuan menyempurnakan transaksi-transaksi yang masih belum disempurnakan yang sepatutnya disempurnakan oleh syarikat sebelum pembubarannya;
- Perletakhakkan aset-aset yang tertinggal yang dimiliki oleh syarikat yang telah dibubarkan; dan
- Untuk melupuskan aset-aset yang tertinggal tersebut sepertimana yang diperuntukkan oleh undang-undang.

Pada tahun 2012, jumlah aset-aset yang terletak ke atas Pendaftar telah bertambah secara mendadak kepada 87 aset berbanding hanya lima (5) aset pada tahun 2011 yang menunjukkan peningkatan sebanyak 254%. Peningkatan tersebut disebabkan oleh mesyuarat dan taklimat yang sering diadakan oleh SSM kepada badan-badan serta agensi-agensi kerajaan yang merupakan sebahagian daripada program kesedaran SSM. SSM turut menerima permohonan-permohonan lain berkaitan dengan pengurusan aset untuk syarikat-syarikat yang telah dibubarkan sepertimana yang tertera di dalam jadual di bawah:

Jumlah Permohonan di bawah Pengurusan Aset Syarikat Bubar Mengikut Kategori

KATEGORI PERMOHONAN	2012	2011
Permohonan-permohonan untuk Pendaftar Syarikat bertindak sebagai wakil kepada syarikat yang telah dibubarkan di bawah seksyen 309 AS	10	17
Aset-aset yang terletak ke atas Pendaftar Syarikat di bawah seksyen 310 AS	74	5
Permohonan untuk membeli aset-aset yang terletak ke atas Pendaftar Syarikat di bawah seksyen 311 AS	3	2
JUMLAH PERMOHONAN	87	24

PRODUK-PRODUK LAIN

SSM menyediakan pelbagai produk bagi kemudahan pelanggan bagi memenuhi kehendak pelanggan.

(a) Jualan Sijil Memperingati (CC)

TAHUN	ROB	ROC	TRANSAKSI	HASIL (RM)
2012	460	19	479	25,850
2011	556	66	622	37,770

Hasil Penjualan Sijil Memperingati menurun sebanyak 31% daripada hasil tahun 2011.

(b) Penerbitan

Guidebook Completing Prescribed Forms and Review of the Companies Act 1965 Final Report

TAHUN	TRANSAKSI	HASIL (RM)
2012	175	12,550
2011	64	4,760

Hasil jualan penerbitan ini meningkat sebanyak 163% berbanding hasil tahun 2011.

(c) Nombor Tender Pemerbadanan Syarikat

TAHUN	TRANSAKSI	HASIL (RM)
2012	44	22,500
2011	32	22,100

Hasil jualan Nombor Tender Pemerbadanan Syarikat telah meningkat sebanyak 1.8% berbanding hasil tahun 2011.



INISIATIF-INISIATIF BAHARU

Bank Simpanan Nasional (BSN) sebagai Ejen SSM untuk Pembaharuan Pendaftaran Perniagaan

SSM telah melantik Bank Simpanan Nasional (BSN) sebagai ejen untuk pembaharuan pendaftaran perniagaan di seluruh Malaysia. Berdasarkan statistik, hasil telah meningkat sebanyak lapan (8) kali ganda berbanding sasaran tahun 2012 dan ini menunjukkan peningkatan sebanyak enam (6) kali ganda bagi transaksi pembaharuan di BSN untuk tahun 2012.

TAHUN	TRANSAKSI	HASIL (RM)
2012	56,708	3,272,185
2011 (dari 12 Julai 2011)	8,100	628,845

Sistem Malaysia Francais Ekspres (MyFEX)

Sistem Pendaftaran Francais secara dalam talian atau MyFEX telah dilancarkan pada 29 Mei 2012. Ini merupakan saluran baru bagi pembelian data digital secara terus dari SSM serta mewujudkan hubungan antara SSM dan Bahagian Pembangunan Francais, KPDNKK. Ini memudahkan transaksi pendaftaran francais secara dalam talian. Sistem MyFEX akan berhubung dengan laman sesawang e-Info SSM bagi pembelian data syarikat dan perniagaan secara elektronik melalui sistem dalam talian pendaftaran francais.

Data Maklumat Korporat dan Perniagaan (CBID)

Data Maklumat Korporat dan Perniagaan (CBID) menyediakan maklumat khusus yang dikehendaki berkenaan data korporat dan maklumat perniagaan di Malaysia kepada warga peniaga untuk membuat kajian dan analisa yang diperlukan oleh pihak pelanggan. CBID merupakan sebahagian daripada projek PS3 iaitu *Information Advisory Services* di bawah SDP II. Peningkatan hasil bagi CBID pada tahun 2012 telah meningkat sebanyak 27.5% berbanding pada tahun 2011.

TAHUN	JUMLAH (RM)
2012	2,550,857 (330 permohonan)
2011	2,000,009 (282 permohonan)

Format Baru Perakuan Pendaftaran Perniagaan

Pada bulan Ogos 2012, SSM menyelaraskan penggunaan kertas A4 bagi pengeluaran Sijil Pendaftaran Perniagaan. Pada asasnya, perakuan yang dikeluarkan dari mana-mana kaunter perkhidmatan SSM termasuk kaunter yang dikendalikan oleh Bank Simpanan Nasional (BSN) di seluruh negara serta sijil yang dikeluarkan melalui perkhidmatan dalam talian, e-Lodgement akan dicetak di atas kertas A4. Reka bentuk sijil juga telah dipertingkatkan dengan menambah ciri-ciri berikut:

- Tandatangan digital oleh Pendaftar Perniagaan Malaysia;
- "Border" di sekeliling perakuan; dan
- Ciri-ciri keselamatan kod bar pada penjuru atas sebelah kanan sijil.

Pada masa yang sama, SSM juga telah melaksanakan polisi baharu di mana pembaharuan perniagaan boleh dibuat pada bila-bila masa. Polisi ini dikeluarkan setelah mengambil kira masalah yang dihadapi oleh pemilik perniagaan yang perlu membuat pembaharuan dalam tempoh terhad dan juga memenuhi keperluan yang ditetapkan oleh agensi dan pihak berkuasa yang berkaitan.

PENGURUSAN ADUAN DAN PERTANYAAN

Pusat Panggilan dan Khidmat Pelanggan SSM telah menyediakan saluran interaktif bagi mengendalikan maklum balas daripada pelanggan terutamanya bagi komuniti perniagaan dan orang awam.

Terdapat peningkatan sebanyak 0.9% transaksi berbanding tahun 2011, manakala panggilan melalui *Hotline* telah meningkat sebanyak 6.97%, manakala pertanyaan melalui e-mel meningkat sebanyak 49.3%. Walau bagaimanapun terdapat penurunan sebanyak 86.9% bagi e-Aduan berbanding tahun 2011.

BUTIRAN	2012	2011	2010
<i>Hotline</i>	40,221	37,599	33,787
Kaunter Penerangan	19,397	18,787	53,307
E-mel Pertanyaan	8,947	5,351	3,090
e-Aduan	135	960	310
JUMLAH	68,700	62,697	90,494

2. LAPORAN INISIATIF PENGUATKUASAAN DAN PROGRAM LATIHAN

PENGURUSAN ADUAN

Aduan Terhadap Pelanggaran Undang-Undang Korporat

Pada tahun 2012, SSM menerima sebanyak 1,915 aduan yang terdiri daripada 1,480 aduan syarikat dan 435 aduan perniagaan berbanding tahun 2011 iaitu sebanyak 2,081 aduan. Bilangan aduan yang diselesaikan adalah sebanyak 1,801 (94%), dimana sebanyak 1,018 diselesaikan dalam tempoh tiga (3) hari.

ADUAN DITERIMA			
Tahun	2012	2011	2010
Syarikat	1,480	1,550	1,260
Perniagaan	435	531	344
JUMLAH	1,915	2,081	1,604

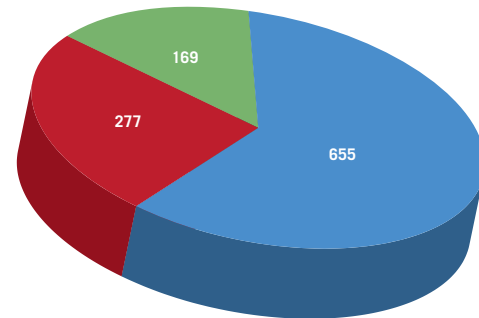
ADUAN DISELESAIKAN			
Tahun	2012	2011	2010
Syarikat	1,393	1,356	1,239
Perniagaan	408	445	328
JUMLAH	1,801	1,801	1,567

Jadual berikut menunjukkan tiga (3) kategori aduan yang diterima pada tahun 2012.

KATEGORI ADUAN	JUMLAH
Ketidakpatuhan	655
Maklumat palsu dan mengelirukan	277
Skim Kepentingan	169

Selain daripada aduan yang melibatkan ketidakpatuhan seperti kegagalan menyerahsimpan penyata tahunan, kegagalan membentangkan penyata kewangan dan tidak mengadakan mesyuarat agong tahunan (655 aduan), terdapat dua (2) kategori aduan yang menunjukkan jumlah yang tinggi iaitu aduan yang melibatkan serahsimpan maklumat palsu dan mengelirukan (277 aduan) serta dua (2) aduan terhadap skim kepentingan [yang berdaftar dan tidak berdaftar] (169 aduan).

Tiga (3) Kategori Aduan Tertinggi Pada Tahun 2012



- ◆ Ketidakpatuhan - 655 kes
- ◆ Serahsimpan maklumat palsu/mengelirukan - 277 kes
- ◆ Aduan Skim Kepentingan (Berdaftar dan Tidak Berdaftar) - 169 kes

KADAR PEMATUHAN

Kadar pematuhan berhubung kait dengan serahsimpan Penyata Tahunan bersama-sama dengan Penyata Kewangan yang telah diaudit kepada SSM seperti dalam peruntukan seksyen 143(1) dan seksyen 165(4) Akta Syarikat 1965 (AS). SSM memandang serius kadar pematuhan oleh syarikat-syarikat dan ini merupakan inisiatif penguatkuasaan yang berterusan dari segi aktiviti pemantauan untuk memastikan serahsimpan dokumen-dokumen pada tempoh masa yang ditetapkan. Pada tahun 2012, SSM telah mencapai 90% kadar pematuhan berbanding 90.4% pada tahun 2011 di mana terdapat penurunan sebanyak 0.4%.

SSM sebagai badan kawal selia korporat untuk perniagaan dan syarikat di Malaysia adalah komited terhadap memupuk kesedaran dan pemahaman di kalangan pengarah-pengarah syarikat persendirian dan awam bagi keperluan untuk mematuhi dan mempraktikkan keperluan tadbir urus korporat bagi akauntibiliti, ketelusan, nilai pemegang saham dan pencapaian keseluruhan objektif-objektif syarikat. Antara inisiatif yang dijalankan oleh SSM adalah berbentuk pentadbiran seperti menganjurkan sesi latihan



dan seminar, program kesedaran, penerbitan, program-program *outreach* serta pembubaran syarikat-syarikat dan perniagaan-perniagaan dormant. SSM juga telah diberi kuasa untuk mengambil tindakan terhadap jenayah syarikat dan pengarah-pengarah sebagai sebahagian daripada tindakan penguatkuasaan untuk meningkatkan tadbir urus korporat dan tahap pematuhan di Malaysia.

Maklumat terkini untuk maklumat korporat dan kewangan bukan sahaja dapat membantu komuniti korporat untuk membuat keputusan perniagaan yang bijak, tetapi juga penting bagi perancangan ekonomi, penguatkuasaan bagi agensi-agensi kerajaan dan badan-badan kawal selia korporat, dasar-dasar percukaian dan perancangan pembangunan.

AKTIVITI PEMANTAUAN DAN PEMATUHAN

Pemeriksaan Fizikal dan Pangkalan Data

Pemantauan pematuhan dijalankan secara berterusan melalui pelbagai aktiviti pemeriksaan yang telah dijadualkan secara komprehensif bagi mengenalpasti entiti yang melakukan kesalahan atau disyaki gagal mematuhi.

Sepanjang tahun 2012, sejumlah 983,490 pemeriksaan telah dijalankan bagi memastikan pematuhan terhadap peruntukan akta-akta yang ditadbir oleh SSM. Berbanding 1,096,714 pemeriksaan yang dijalankan pada tahun 2011, jumlah tersebut menunjukkan penurunan sebanyak 10.3% dalam jumlah pemeriksaan yang dijalankan pada tahun 2012. Aktiviti pemeriksaan yang dijalankan sepanjang tahun 2012 meliputi perkara-perkara berikut untuk memastikan tahap pematuhan yang lebih baik:

- Semakan ke atas maklumat syarikat dan perniagaan yang disimpan di dalam pangkalan data SSM (pemantauan data) – 930,497 syarikat dan perniagaan (2011: 1,022,961).
- Pemeriksaan fizikal ke premis perniagaan dan pejabat berdaftar – 50,031 (2011: 71,862).
- Pemantauan perniagaan berasaskan internet dan iklan-iklan media – 2,853 laman sesawang (2011: 1,679).
- Pematuhan dan kompetensi intermediairi korporat iaitu Setiausaha Syarikat, Pelikuidasi dan Juruaudit – 109 juruaudit (2011: 212 juruaudit).

Maklumat terperinci mengenai pemeriksaan dijadualkan seperti jadual di bawah:

AKTIVITI	SKOP PEMANTAUAN	JUMLAH PEMERIKSAAN	
		2012	2011
Semakan ke atas maklumat syarikat dan perniagaan yang disimpan di dalam pangkalan data SSM (pemantauan data)	<ul style="list-style-type: none">• Serahsimpan Penyata Tahunan dan Penyata kewangan berdasarkan peruntukan seksyen 165(4) AS.• Menganalisa penyata kewangan yang diserahkan di SSM.• Memantau kelayakan pengarah-pengarah syarikat berdasarkan peruntukan seksyen 130 dan 125 AS.• Memantau pematuhan syarikat yang sedang dalam proses penggulungan dan 'receivership' di bawah AS.	930,497	1,022,961

LAPORAN INISIATIF PENGUATKUASAAN DAN PROGRAM LATIHAN

AKTIVITI	SKOP PEMANTAUAN	JUMLAH PEMERIKSAAN	
		2012	2011
Pemeriksaan fizikal ke premis perniagaan dan pejabat berdaftar	<ul style="list-style-type: none"> Pematuhan di bawah seksyen 121(3) AS dan Kaedah 13A(2) Kaedah Pendaftaran Perniagaan 1957 (KPP) berhubung paparan nama dan nombor pendaftaran di premis perniagaan. Pematuhan di bawah seksyen 12(2) Akta Pendaftaran Perniagaan 1956 (APP) berhubung pameran sijil pendaftaran di premis perniagaan. Pematuhan di bawah peruntukan seksyen 12(1)(a) dan 12(1)(b) APP berhubung pendaftaran dan pembaharuan perniagaan. Rekod dan penyelenggaraan Buku Berkanun syarikat oleh setiausaha syarikat berdasarkan peruntukan AS dan kehendak bawah Kaedah-kaedah Syarikat 1966. Pematuhan lain di bawah AS oleh pengarah dan syarikat. 	50,031	71,862
Pemantauan perniagaan berasaskan internet dan iklan-iklan media	<ul style="list-style-type: none"> Pematuhan di bawah seksyen 121(1)(b) AS berhubung paparan nama dan nombor syarikat pada semua dokumen dan penerbitan syarikat. Pematuhan di bawah peruntukan seksyen 12(1)(a) dan 12(1)(b) APP berhubung pendaftaran dan pembaharuan perniagaan. Isu-isu melibatkan kepentingan awam seperti penawaran pelaburan tidak sah, skim kepentingan dan penipuan oleh syarikat dan perniagaan. 	2,853 laman sesawang yang meliputi 2,203 syarikat dan perniagaan	1,679 laman sesawang yang meliputi 1,601 syarikat dan perniagaan
Pematuhan dan kompetensi intermediari korporat iaitu Setiausaha Syarikat, Pelikuidasi dan Juruaudit	<ul style="list-style-type: none"> Kelayakan dan praktis Firma Audit, Juruaudit, Pelikuidasi dan Setiausaha Syarikat berdasarkan peruntukan dan kehendak AS. <i>(Melibatkan pemantauan data dan pemeriksaan fizikal)</i> 	109 juruaudit dan setiausaha syarikat	212 juruaudit dan setiausaha syarikat
JUMLAH		983,490	1,096,714



Hasil Pemeriksaan ke atas Syarikat dan Perniagaan

Berdasarkan pemeriksaan yang dijalankan dalam tahun 2012 ke atas syarikat dan perniagaan, berikut adalah tindakan-tindakan utama yang telah diambil oleh SSM:

KESALAHAN	TINDAKAN
Gagal mematuhi kehendak peruntukan seksyen 143(1), 165(4) dan 169(1) AS.	<ul style="list-style-type: none"> 41,136 notis kompaun telah ditawarkan kepada syarikat dan pengarah diatas kegagalan mematuhi peruntukan seksyen 143(1), 165(4) dan 169(1) AS. 39,993 syarikat sedang diambil tindakan pembatalan nama di bawah peruntukan seksyen 308 AS.
Gagal mengemukakan 'Statement of Affairs and Accounts' kepada pegawai penerima syarikat berdasarkan peruntukan seksyen 234 AS.	529 notis peringatan dihantar kepada pengarah dan setiausaha syarikat.
Kesalahan di bawah seksyen 125 AS berhubung pengarah yang terus menerus bertindak sebagai pengarah syarikat selepas disahkan bankrap.	47 notis peringatan dihantar kepada syarikat dan pengarah berkaitan.
Gagal memaparkan nama dan nombor pendaftaran perniagaan di premis dan dokumen-dokumen perniagaan berdasarkan peruntukan di bawah seksyen 121(3) AS dan Kaedah 13A(2) Kaedah Pendaftaran Perniagaan 1957 (KPP).	167 notis kompaun dihantar kepada syarikat dan pemilik perniagaan.
Gagal mempamerkan sijil pendaftaran perniagaan di premis perniagaan berdasarkan peruntukan di bawah seksyen 12(2) APP.	162 notis peringatan dihantar kepada pemilik perniagaan.
Kesalahan berhubung perniagaan berasaskan internet dan iklan media: <ul style="list-style-type: none"> Mempromosikan perniagaan dan jualan produk melalui internet (perniagaan atas talian) dan media tanpa pendaftaran perniagaan yang sah berdasarkan peruntukan seksyen 5 and 5A APP. Kesalahan di bawah Divisyen 5 Bahagian IV AS berhubung penawaran kepentingan di bawah seksyen 84 AS. Kesalahan di bawah seksyen 121(1)(b) AS berhubung kegagalan memaparkan nama dan nombor syarikat dalam penerbitan. 	<ul style="list-style-type: none"> 324 notis peringatan dihantar kepada pemilik perniagaan agar mendaftarkan perniagaan. Lima (5) syarikat diambil tindakan penguatkuasaan termasuk pendakwaan dan injuksi mahkamah. 108 notis peringatan dihantar kepada perniagaan dan pemilik perniagaan.

Berdasarkan pemeriksaan fizikal dan pangkalan data yang dijalankan pada tahun ini, kes-kes yang melibatkan pelanggaran Akta yang ditadbir oleh SSM akan diambil tindakan pentadbiran dan jenayah manakala kes-kes yang berkaitan dengan kesalahan-kesalahan di bawah undang-undang yang tidak

ditadbir oleh SSM pula akan dirujuk kepada agensi-agensi yang berkaitan. Laporan mengenai kesalahan yang dikenalpasti melalui aktiviti perniagaan berasaskan laman sesawang juga akan dilaporkan kepada Majlis Keselamatan Negara setiap bulan.

LAPORAN INISIATIF PENGUATKUASAAN DAN PROGRAM LATIHAN

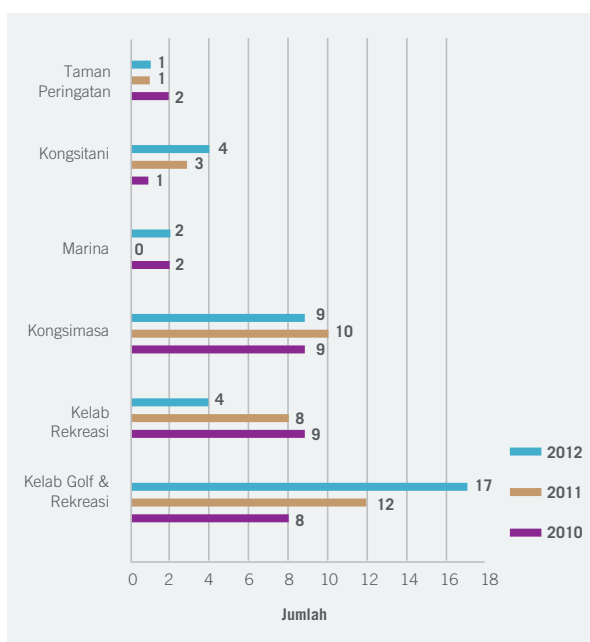
PEMANTAUAN KE ATAS SKIM KEPENTINGAN

Tahun 2012, menyaksikan peningkatan jumlah skim kepentingan di mana 186 skim kepentingan yang berdaftar dengan SSM berbanding 172 skim pada tahun 2011. Skim-skim mengikut kategori ditunjukkan seperti jadual dibawah:

BIL.	KATEGORI	JUMLAH SKIM	
		2012	2011
1	Kelab Golf & Rekreasi	90	90
2	Skim Kongsitani	9	6
3	Marina	9	9
4	Kelab Rekreasi	37	36
5	Kongsimasa	27	26
6	Taman Peringatan	5	3
7	Kongsi Peralatan	2	1
8	Skim Hartanah	7	1
JUMLAH		186	172

Pada tahun 2012, sebanyak 37 skim kepentingan berdaftar telah diperiksa seperti carta dibawah:

Jumlah Skim Berdaftar Diperiksa



Fokus pemeriksaan adalah untuk memastikan pematuhan kepada peruntukan Divisyen 5 Bahagian IV AS dan waad-waad yang terkandung dalam Surat Ikatan Amanah. Hasil daripada pemeriksaan yang dijalankan pada tahun 2012, notis-notis kompaun telah dikeluarkan kepada operator-operator skim bagi kesalahan-kesalahan di bawah AS seperti berikut:

- Gagal menyerahsimpan kepada Pendaftar satu Penyata Pemegang Kepentingan (Borang 32) dalam tempoh dua (2) bulan selepas tahun kewangan berakhir di bawah seksyen 93(1) – 20 kes.
- Gagal mengadakan Mesyuarat Agung Tahunan dalam setiap tahun takwim di bawah seksyen 143(1) – 13 kes.
- Gagal menyerahsimpan Penyata Tahunan kepada Pendaftar di bawah seksyen 165(4) – 13 kes.
- Gagal membentangkan akaun untung rugi dalam Mesyuarat Agung Tahunan dalam tempoh enam (6) bulan selepas tahun kewangan berakhir di bawah seksyen 169(1) – 13 kes.

Seterusnya, tindakan telah diambil ke atas skim yang didapati tidak aktif bagi memastikan “Surat Penamatan Ikatan” difailkan oleh operator-operator skim. Tindakan tersebut menyebabkan jumlah skim yang ditamatkan setakat 31 Disember 2012 meningkat kepada 17 skim berbanding tujuh (7) skim pada tahun 2011.

PEMANTAUAN SKIM TIDAK BERDAFTAR

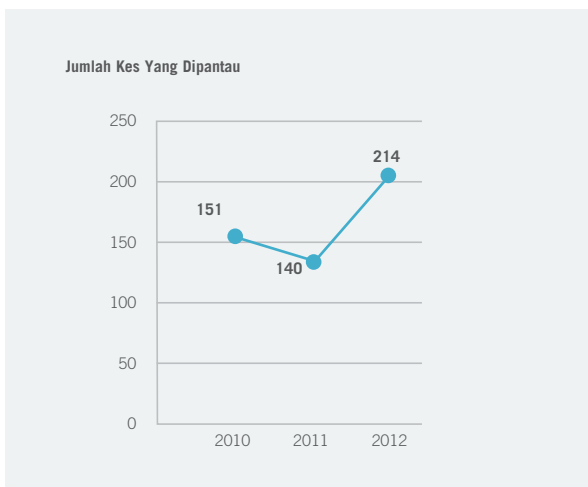
Pemantauan ke atas skim tidak berdaftar dijalankan berdasarkan peruntukan di bawah Divisyen 5 Bahagian IV AS dengan objektif berikut:

- Bagi memastikan orang awam tidak ditawarkan dengan pelaburan yang tidak sah oleh promoter skim yang tidak bertanggungjawab dengan tujuan untuk mendapatkan keuntungan.



- Memastikan persekitaran perniagaan yang positif melalui tindakan penguatkuasaan terhadap skim pelaburan yang haram.
- Memastikan skim pelaburan adalah tulin dan berdaftar dengan SSM.

Jumlah kes yang dipantau meningkat pada tahun 2012 seperti yang ditunjukkan dalam rajah di bawah:



JENIS SKIM	JUMLAH KES		
	2012	2011	2010
Ternakan	108	80	90
Pengurusan Perniagaan	-	-	2
Kongsitani	15	12	11
Pelaburan Hartanah	6	6	8
Skim Sewa Semula	1	1	4
Keahlian	3	1	-
Kelab Kecergasan	1	-	-
Jualan Langsung	4	2	5
Plot Perkuburan dan Petak Bekas Abu Mayat	20	18	-
Skim Pelaburan Emas	7	-	-
Skim Pelaburan Perak	1	-	-
Lain-lain	48	20	31
JUMLAH	214	140	151

Carta tersebut menunjukkan skim berasaskan pertanian telah menjadi skim yang paling dominan dimana 57% daripada skim-skim yang dikenalpasti adalah berkaitan dengan penternakan dan kongsitani.

Hasil pemantauan berterusan ke atas skim-skim tidak berdaftar sepanjang tahun 2012, tindakan berikut telah diambil oleh SSM:

- Enam (6) syarikat dan perniagaan telah dirujuk untuk siasatan lanjut kerana menawarkan skim dan kepentingan yang meragukan kepada orang awam;
- Satu (1) kes dirujuk kepada Bahagian Perkhidmatan Pendaftaran untuk diberi penerangan berhubung peruntukan Divisyen 5 Bahagian IV AS; dan
- 104 surat amaran telah dihantar kepada pengendali skim tidak berdaftar agar menghentikan tawaran baru kepada orang awam sehingga skim didaftarkan sepenuhnya dengan SSM.

PEMANTAUAN INTERMEDIARI KORPORAT

Pemantauan berterusan dan kepelbagaian aktiviti pemeriksaan bertujuan untuk mewujudkan persekitaran perniagaan yang kondusif melalui tahap pematuhan yang tinggi dan tadbir urus korporat yang baik. Peranan, tanggungjawab dan tahap kompetensi intermediari korporat terutamanya setiausaha syarikat, juruaudit dan pelikuidasi untuk memastikan pematuhan terhadap perundangan, peraturan dan garis panduan dalam pentadbiran sesebuah syarikat adalah amat penting kepada SSM dalam menguatkuasakan undang-undang. Oleh itu, pemeriksaan dijalankan secara komprehensif pada tahun 2012 bagi memastikan tadbir urus, amalan dan tahap kompetensi yang baik di kalangan intermediari korporat.

Pemeriksaan ke atas amalan dan dokumen intermediari korporat pada tahun 2012 menunjukkan sebanyak 1,495 kesalahan di bawah seksyen 9(1)(c)(ii) dan (iv) AS yang dilakukan oleh

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juruaudit. Manakala terdapat 23 kesalahan di bawah seksyen 9(4)(a) AS dan 14 kesalahan yang dilakukan oleh firma audit berdaftar berhubung ketidakpatuhan kaedah 8A(4) Peraturan Syarikat 1966.

Dalam kes penyelesaian, kesalahan-kesalahan yang dilakukan pada tahun ini adalah seperti berikut:

- 20 pelikuidasi bertindak sebagai penyelesaian kepada 70 syarikat tanpa kebenaran selepas kebenaran yang diberi luput atau terbatal kelayakan di bawah seksyen 10 AS;
- 18 pelikuidasi telah terbatal kelayakan di bawah seksyen 10 AS kerana gagal mengemukakan Borang 74 kepada Pendaftar bagi memaklumkan perletakan jawatan di dalam 67 syarikat seperti yang dikehendaki di bawah seksyen 280(3) AS; dan
- 43 syarikat yang sedang dalam proses pembubaran gagal melantik pelikuidasi baru selepas pelikuidasi yang dilantik terbatal kelayakan di bawah seksyen 10(1) AS.

Sementara itu 45 setiausaha syarikat telah didapati melakukan pelbagai kesalahan seperti berikut:

- Gagal membuat suatu pengakuan dalam borang yang ditetapkan bahawa dia adalah seorang setiausaha syarikat yang berkelayakan dan bahawa dia bersetuju untuk bertindak sebagai setiausaha syarikat.
- Gagal untuk mengemaskini maklumat pengarah syarikat dalam Daftar Pengarah, Pengurus dan setiausaha syarikat.
- Gagal menyatakan butir-butir setiap pengurus dan setiausaha syarikat dalam Daftar Pengarah, Pengurus dan setiausaha syarikat.
- Gagal mengemaskini butir-butir dalam Daftar Pegangan Saham Pengarah.
- Gagal mengemaskini butir-butir dalam Daftar dan Indeks Ahli-ahli.
- Gagal untuk mengeluarkan sijil saham dalam tempoh dua (2) bulan selepas saham diperuntukkan.

- Gagal memasukkan minit mesyuarat syarikat atau pengarah ke dalam buku minit dalam tempoh 14 hari dari tarikh mesyuarat.
- Gagal untuk mendapatkan tandatangan pengerusi dalam minit mesyuarat.

SSM memandang serius kes-kes pematuhan yang melibatkan setiausaha syarikat, juruaudit dan pelikuidasi. Tindakan pengajaran berbentuk kompaun atau tindakan lebih tegas berbentuk pendakwaan atau penarikan semula kelayakan diambil dari semasa ke semasa bagi memastikan pematuhan dan memelihara kualiti serta profesionalisma profesion tersebut di Malaysia.

PEMANTAUAN KE ATAS SYARIKAT BERHAD MENURUT JAMINAN (SBMJ)

Sehingga 31 Disember 2012, sejumlah 1,827 SBMJ telah didaftarkan iaitu peningkatan sebanyak 15% daripada jumlah yang didaftar setakat 2011.

SSM komited dalam memastikan pematuhan syarikat-syarikat SBMJ kerana statusnya sebagai syarikat bukan berorientasikan keuntungan dan risiko disalahguna untuk aktiviti yang tidak sah. Pemeriksaan dijalankan selaras dengan salah satu ciri diperkenalkan menurut *International Standards On Combating Money Laundering And The Financing Of Terrorism & Proliferation 2012 (The FATF Recommendations)*, bagi memastikan sumber pendapatan dan penggunaan dana tersebut tidak digunakan untuk membiayai aktiviti-aktiviti menyalahi undang-undang yang boleh menjejaskan kepentingan awam dan keselamatan negara.



Hasil daripada pemeriksaan yang dijalankan, tindakan-tindakan berikut telah diambil berhubung serahsimpan penyata tahunan:

- 276 notis peringatan telah dihantar kepada SBMJ yang baru ditubuhkan serta pengarah-pengarahnya agar menyerahsimpan Penyata Tahunan dalam tempoh 18 bulan selepas penubuhan; dan
- 653 notis peringatan telah dihantar kepada SBMJ dan pengarah-pengarahnya yang gagal menyerahsimpan Penyata Tahunan bagi tempoh dua (2) tahun berturut-turut.

SSM telah mengambil tindakan ke atas 11 SBMJ yang gagal mematuhi di bawah seksyen 24(3) AS yang menghendaki SBMJ mendapatkan dana RM1 juta dalam tempoh enam (6) bulan selepas penubuhan dan dua (2) lagi SBMJ bagi kesalahan berhubung lesen untuk memiliki tanah di bawah seksyen 19(2) AS.

PEMANTAUAN SETIAUSAHA SYARIKAT

Sehingga 31 Disember 2012, seramai 9,729 setiausaha syarikat berlesen dan 53,622 ahli-ahli badan profesional layak bertindak sebagai setiausaha syarikat di Malaysia.

Pada tahun 2012, SSM telah menerima sebanyak 140 permohonan baharu bagi lesen setiausaha syarikat, ini menunjukkan penurunan sebanyak 21% berbanding 177 permohonan dalam tahun 2011. Berdasarkan daripada 26 sesi temuduga yang dijalankan melibatkan seramai 124 calon, hanya 37 sahaja yang telah diberikan lesen manakala 69 telah gagal dan baki selebihnya iaitu 18 calon gagal untuk menghadiri diri untuk sesi temuduga.

Berhubung dengan pembaharuan lesen setiausaha syarikat, terdapat penurunan sebanyak 55.3% iaitu 1,459 permohonan pada tahun 2011 kepada 652 pada tahun 2012. Penurunan ini disebabkan oleh

kekurangan bilangan lesen yang tamat tempoh pada tahun 2012 iaitu sebanyak 1,066 berbanding 2,022 pada tahun 2011.

Kesalahan-kesalahan berhubung dengan amalan kesetiausahaan berdasarkan pemeriksaan adalah seperti berikut:

KESALAHAN-KESALAHAN DIBAWAH AS	2012	2011
Seksyen 139(1)(B) <ul style="list-style-type: none">• Kekosongan jawatan setiausaha syarikat melebihi 30 hari.	6	12
Seksyen 139B(5) <ul style="list-style-type: none">• Gagal memperbaharui lesen tidak lewat dari 30 hari sebelum tamat tempoh lesen.	39	77
Seksyen 139C(2) <ul style="list-style-type: none">• Gagal untuk bertindak dengan jujur atau menggunakan usaha yang munasabah dalam melaksanakan tugas sebagai setiausaha.	1	18
Seksyen 139C(3) <ul style="list-style-type: none">• Bertindak sebagai setiausaha syarikat setelah hilang kelayakan.• Pengarah membenarkan setiausaha syarikat terus bertindak selepas hilang kelayakan.	20 394	38 363
JUMLAH	460	508

Berdasarkan jadual di atas, terdapat penurunan dalam bilangan kesalahan-kesalahan yang dilakukan oleh setiausaha syarikat. Ini adalah hasil daripada aktiviti-aktiviti pemantauan berterusan bagi memastikan hanya orang yang berkelayakan dan kompeten sahaja berkhidmat sebagai setiausaha syarikat.

Selaras dengan pendekatan 'Penguatkuasaan Seimbang', pelbagai tindakan pentadbiran telah diambil terhadap setiausaha syarikat yang komited dalam sesuatu kesalahan dengan mengeluarkan surat tunjuk sebab, surat inkuiri, surat amaran, pengeluaran surat peringatan kepada pengarah

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syarikat yang beroperasi tanpa setiausaha syarikat/gagal untuk melantik setiausaha syarikat, menyenarai hitam, pembatalan lesen dan penguatkuasaan syarat-syarat lesen baru untuk Lesen Setiausaha Syarikat.

Pada tahun 2012, seorang setiausaha syarikat telah diberikan surat tunjuk sebab kerana gagal bertindak dengan jujur dan menggunakan usaha yang munasabah dalam menunaikan kewajipan mereka sebagai setiausaha syarikat; 394 pengarah syarikat telah diberikan surat peringatan kerana membenarkan setiausaha syarikat bertindak secara terus menerus selepas tamat tempoh lesen dan lima (5) setiausaha syarikat daripada ahli-ahli badan-badan yang diiktiraf telah dirujuk kepada badan masing-masing untuk tindakan selanjutnya berdasarkan aduan yang diterima daripada orang ramai.

SIASATAN

Tahun 2012 menyaksikan SSM menghadapi cabaran besar dalam pelaksanaan tindakan penguatkuasaan berikutan siasatan yang berkaitan dengan penipuan kewangan, kepentingan awam dan penyalahgunaan kuasa di bawah AS dan APP. Pendekatan siasatan yang lebih cekap, berkesan dan profesional terutamanya bagi kes-kes yang melibatkan tadbir urus korporat yang rumit serta melibatkan tokoh-tokoh korporat dan kepentingan awam. Ini bagi memastikan hasil siasatan yang menyeluruh dan konsisten selaras dengan hasrat dan matlamat kerajaan untuk membendung jenayah ekonomi yang dilihat berpotensi tadbir urus korporat dan seterusnya ekonomi negara.

Sepanjang tahun ini, SSM telah mengambil langkah siasatan serta menyabitkan kesalahan

di bawah Akta Pencegahan Pengubahan Wang Haram dan Pencegahan Pembiayaan Keganasan 2001 (AMALFA 2001). Hasil daripada keberkesanan siasatan dan pelaksanaan penguatkuasaan yang jitu, Bahagian Siasatan telah berjaya mensabitkan kesalahan di bawah Seksyen 4(1) AMLATFA 2001 terhadap pengarah syarikat Golden Nest Properties International (M) Berhad yang dijatuhi hukuman penjara satu (1) hari dan denda sebanyak RM145,000. Selain dari itu, Bahagian Siasatan juga berjaya melaksanakan penangkapan terhadap 12 orang pengarah syarikat yang melakukan pelbagai kesalahan di bawah AS.

Pada tahun ini juga, SSM turut menyertai beberapa pasukan petugas (*task force*) yang ditubuhkan oleh agensi-agensis penguatkuasaan seperti Bank Negara Malaysia, Polis Diraja Malaysia dan Lembaga Hasil Dalam Negeri dalam melaksanakan kerjasama strategik siasatan. Pada 10 Mei 2012, SSM telah mengambil bahagian di dalam Sesi *Networking and Sharing Information* bersama badan-badan kawal selia, agensi-agensis penguatkuasaan dan agensi-agensis kerajaan.

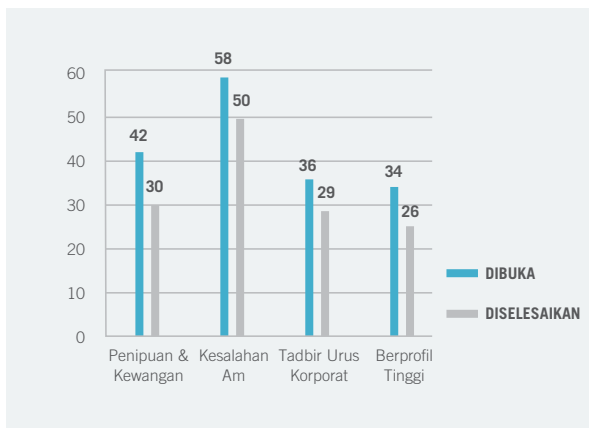
KERTAS SIASATAN (IP)

Sepanjang tahun 2012, sejumlah 277 kes telah disiasat atas pelbagai kesalahan di bawah AS dan APP. Sehingga 31 Disember 2012, sebanyak 170 kertas siasatan (IP) dan 83 surat enkuiri (EP) telah dibuka dan 135 kes (2011: 188 IP) telah selesai. Berbanding tahun 2011, terdapat penurunan 1.2% dalam bilangan kertas siasatan dibuka dan penurunan 28.2% dalam bilangan kertas siasatan selesai.



Daripada 277 kes yang disiasat pada tahun 2012, majoriti kesalahan yang didakwa adalah berhubung kesalahan berkenaan kewangan dan penipuan di mana 42 IP dan EP telah dibuka. Manakala 58 IP dan EP telah dibuka bagi kesalahan am dan bagi kesalahan berhubung pelanggaran tadbir urus korporat sebanyak 36 IP dan EP telah dibuka. Bagi siasatan berkenaan tadbir urus korporat yang rumit di mana ia melibatkan pengurusan atasan tokoh korporat dan awam sebanyak 34 IP dan EP telah dibuka. Berikut adalah pecahan mengikut bilangan kes dan jenis kesalahan yang disiasat bagi tahun 2012:

Kategori IP dan EP Yang Disiasat



KERTAS SIASATAN (IP) BERPROFIL TINGGI YANG SELESAI

Selaras dengan objektif menjadikan SSM sebagai pengawalselia korporat yang berkesan di Malaysia, Bahagian Siasatan berjaya melengkapkan sebilangan kes-kes berprofil tinggi yang disiasat di bawah pelbagai seksyen di bawah AS. Berikut merupakan sebahagian kes-kes berprofil tinggi yang berjaya diselesaikan:

- Seksyen 7B(3)(b) AS – Sebuah perbadanan, mana-mana pegawai perbadanan itu atau mana-mana orang yang mengganggu atau menghalang Pendaftar semasa menjalankan mana-mana daripada kuasa-kuasa di bawah seksyen ini. – satu (1) IP;

- Seksyen 91 AS – Tidak ada keluaran tanpa suratikatan yang diluluskan – dua (2) IP;
- Seksyen 132(1) AS – Kegagalan melaksanakan kewajipan sebagai pengarah syarikat untuk kepentingan syarikat – dua (2) IP;
- Seksyen 132(2) AS – Larangan terhadap penyalahgunaan harta syarikat, kedudukan, peluang korporat atau persaingan dengan syarikat – satu (1) IP; dan
- Seksyen 364(2) AS – Orang yang membuat atau membenarkan buat, pernyataan palsu atau mengelirukan – lima (5) IP.

KERTAS SIASATAN (IP) TADBIR URUS KORPORAT YANG SELESAI

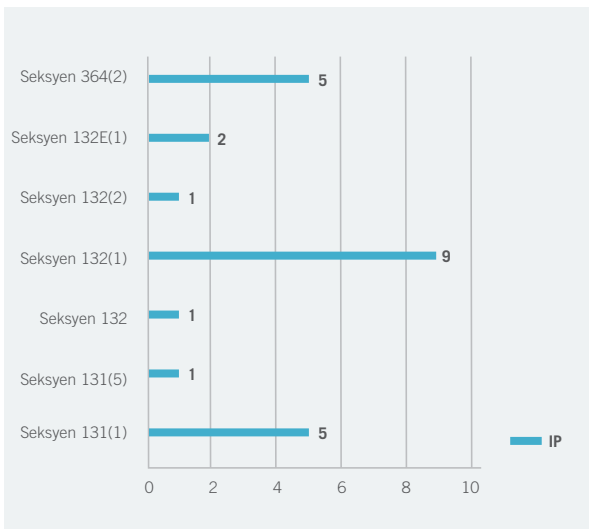
Selaras dengan objektif untuk meningkatkan tahap tadbir urus korporat di Malaysia, siasatan berhubung kes-kes berkaitan dengan pelanggaran tanggungjawab fidusiari pengarah lebih ditekankan. Sehingga Disember 2012, Bahagian Siasatan berjaya menyiapkan sejumlah 24 kes-kes tadbir urus korporat yang disiasat di bawah AS. Jadual berikut menunjukkan antara kes-kes yang diselesaikan di bawah seksyen 131, 132, dan 133 AS dan dirujuk kepada Timbalan Pendakwa Raya untuk tindakan selanjutnya:

- Seksyen 131(1) AS – Pendedahan kepentingan di dalam kontrak – lima (5) IP;
- Seksyen 131(5) AS – Pengisytiharan kepentingan bercanggah di mesyuarat pengarah-pengarah syarikat – satu (1) IP;
- Seksyen 132 AS – Kewajipan dan liabiliti pegawai-pegawai – satu (1) IP;
- Seksyen 132(1) AS – Kegagalan melaksanakan kewajipan sebagai pengarah syarikat untuk kepentingan syarikat – sembilan (9) IP;

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- Seksyen 132(2) AS – Larangan terhadap penyalahgunaan harta syarikat, kedudukan, peluang korporat atau persaingan dengan syarikat – satu (1) IP;
- Seksyen 132E(1) AS – Transaksi harta yang substantial oleh pengarah atau pemegang syer substantial – dua (2) IP; dan
- Seksyen 364(2) AS – Orang yang membuat atau membenarkan buat pernyataan palsu atau mengelirukan – lima (5) IP.

Jumlah IP



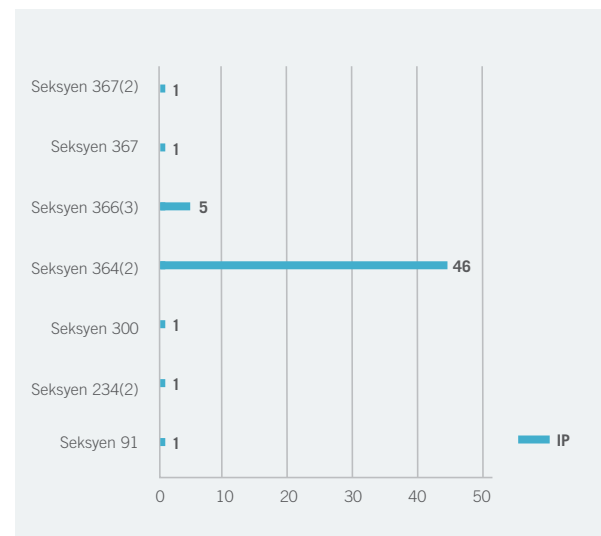
KERTAS SIASATAN (IP) KES-KES PENIPUAN YANG SELESAI

Bersesuaian dengan objektif untuk memerangi jenayah kolar putih dan aktiviti penipuan, Bahagian Siasatan berjaya melengkapkan 56 kes-kes penipuan yang disiasat di bawah pelbagai seksyen di bawah AS. Jadual berikut menunjukkan antara bilangan kertas siasatan bagi kes penipuan yang telah lengkap dan dimajukan untuk tindakan pendakwaan:

- Seksyen 367(2) AS – Sekatan di atas penggunaan perkataan “Sendirian” – satu (1) IP;
- Seksyen 367 AS – Penalti kerana penyalahgunaan perkataan-perkataan “Limited” dan “Berhad” – satu (1) IP;

- Seksyen 366(3) AS – Memperolehi bayaran wang kepada syarikat dengan janji palsu dan dengan niat untuk menipu – lima (5) IP;
- Seksyen 364(2) AS – Orang yang membuat atau membenarkan buat, pernyataan palsu atau mengelirukan – 46 IP;
- Seksyen 300 AS – Kesalahan-kesalahan oleh pegawai-pegawai syarikat dalam penyelesaian – satu (1) IP;
- Seksyen 234(2) AS – Pernyataan hal ehwal syarikat supaya diserahkan kepada Pegawai Penerima – satu (1) IP; dan
- Seksyen 91 AS – Mengeluarkan atau menawarkan kepada orang awam untuk langganan atau untuk dibeli atau mempelawa kepada orang awam untuk melanggan atau membeli apa-apa kepentingan tanpa suratikatan yang diluluskan – satu (1) IP.

Jumlah IP





PENDAKWAAN

Tindakan pendakwaan bermula oleh SSM bagi sebarang pelanggaran undang-undang yang ditadbir oleh SSM, biasanya menurut AS dan APP. Tindakan pendakwaan yang diambil di bawah AS secara umumnya boleh dibahagikan kepada dua (2) kategori utama iaitu kesalahan tadbir urus korporat dan kesalahan lazim.

Tadbir urus korporat merujuk kepada satu set sistem, prinsip dan proses di mana sebuah syarikat itu beroperasi. Secara umumnya, syarikat menjalankan perniagaan berdasarkan prinsip-prinsip seperti berikut iaitu berintegriti, telus, membuat keputusan yang betul dan keperluan pendedahan, pematuhan kepada undang-undang, kewajipan terhadap pihak-pihak berkepentingan dan beretika menjalankan perniagaan. Kesalahan tadbir urus korporat akan berlaku apabila salah satu prinsip-prinsip ini dilanggar.

Bagi maksud mematuhi AS, syarikat-syarikat dikehendaki mematuhi AS iaitu mengadakan mesyuarat agung tahunan (MAT), membentangkan akaun yang diaudit semasa MAT, dan menyerahkan penyata tahunan dalam tempoh masa yang ditetapkan. Kesalahan lazim pula merujuk kepada pematuhan bukan keperluan kepada syarikat.

Kesalahan yang didakwa di bawah APP merangkumi menjalankan perniagaan tanpa lesen pendaftaran perniagaan atau selepas tamat tempoh lesen pendaftaran perniagaan, membuat atau memberikan maklumat palsu kepada Pendaftar, gagal mempamerkan perakuan pendaftaran atau papan tanda di premis perniagaan dan kegagalan mengemukakan perubahan butir-butir perniagaan. Ini merupakan sebahagian daripada kesalahan-kesalahan lazim yang dilakukan oleh pengarah, syarikat-syarikat dan usahawan.

TINDAKAN PENGUATKUASAAN TERHADAP SKIM HARAM

Pada tahun 2012 menyaksikan peningkatan jumlah pendakwaan dan sabitan ke atas kesalahan yang melibatkan dorongan penipuan untuk melaburkan wang ke dalam pelbagai skim pelaburan yang tidak berdaftar dengan SSM. Tahun ini juga merupakan kali pertama sabitan diperoleh terhadap kes yang melibatkan AMLATFA 2001.

TINDAKAN PENGUATKUASAAN KE ATAS SKIM TIDAK BERDAFTAR

Kes-kes penting mengenai skim haram adalah seperti berikut:

Skim Penternakan Sarang Burung

Pengarah Golden Nest Properties International (M) Berhad telah didakwa atas 28 pertuduhan untuk kesalahan di bawah Seksyen 4(1)(1) AMLATFA 2001. Tertuduh telah dijatuhkan hukuman satu (1) hari penjara dan denda sebanyak RM145,000.

Tertuduh pertama dan seorang lagi pengarah syarikat Golden Nest Properties International (M) Berhad pernah disabitkan atas dua (2) kesalahan di bawah seksyen 91(1) dan 366(3) AS melibatkan skim yang sama. Kedua-dua tertuduh tersebut masing-masing telah dijatuhkan hukuman denda sebanyak RM25,000 dan RM20,000 seorang.

Di dalam kes tersebut, Mahkamah Sesyen menurut seksyen 426 Kanun Tatacara Jenayah telah mengarahkan tertuduh pertama membayar balik wang pampasan sebanyak RM150,000 kepada semua pelabur yang pada waktu material telah membuat pelaburan ke atas skim berkenaan.

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Skim Penternakan Benih Ikan Dalam Sangkar

Dua (2) pengarah dan dua (2) pekerja syarikat Premier Agro Sdn. Bhd. telah disabitkan kesalahan di bawah seksyen 366(3) AS atas kesalahan menipu 12 orang pelabur dalam skim penternakan benih ikan dalam sangkar yang menjanjikan pulangan yang tinggi. Mahkamah Sesyen di dalam kes tersebut telah menjatuhkan hukuman denda sebanyak RM80,000 ke atas keempat-empat tertuduh.

Skim “Kijang Emas Gold Bullion Coins”

Seorang pegawai SMI-Q Resources Sdn. Bhd. telah disabitkan kesalahan di bawah seksyen 366(3) AS kerana telah menipu pelabur untuk melabur ke dalam skim Kijang Emas Gold Bullion Coins, di mana skim yang ditawarkan kepada orang ramai itu telah menawarkan pulangan sehingga 85% daripada jumlah wang yang dilaburkan. Mahkamah Sesyen dengan itu telah menjatuhkan hukuman denda berjumlah RM20,000.

KES-KES LAIN PADA TAHUN 2012

Peningkatan Hukuman untuk Kes Melibatkan Penyelewengan Dana

Pengarah syarikat Rebana Emas Sdn. Bhd. telah dituduh dibawah seksyen 132(1) AS atas kesalahan gagal melaksanakan kuasanya untuk tujuan yang betul dan dengan niat yang baik demi kepentingan terbaik syarikat. Beliau dikatakan telah menyeleweng dan memasukkan wang berjumlah RM160,000 milik syarikat ke dalam akaun persendirian.

Tertuduh telah mengaku salah di hadapan Mahkamah Sesyen dan telah dijatuhkan hukuman denda sebanyak RM12,000 dan jika ingkar, penjara selama lima (5) bulan. Atas sebab ketidakpuasan hati dengan keputusan yang diberikan oleh Mahkamah Sesyen, pihak SSM telah bertindak memfailkan rayuan di Mahkamah Tinggi dan mahkamah dengan itu memutuskan bahawa tertuduh dipenjarakan selama satu (1) tahun.

Pemegang Saham Utama Syarikat Berhad Didenda

Pemegang saham utama syarikat Ho Hup Construction Company Berhad telah disabit dan dijatuhkan hukuman denda sebanyak RM150,000 untuk tiga (3) jumlah pertuduhan di bawah seksyen 69F(2) AS. Tertuduh dikatakan telah gagal untuk memaklumkan perubahan kepada kepentingan beliau di dalam syarikat dalam tempoh tujuh (7) hari seperti yang dikehendaki di bawah seksyen 69F(2).

KES YANG DIDAFTARKAN DI MAHKAMAH PADA TAHUN 2012

Seksyen Pendakwaan SSM mencatatkan sejumlah 10,914 kes di mahkamah pada tahun 2012 (2011: 9,806 kes) dan ini merupakan peningkatan sebanyak 11.3% berbanding kes tahun 2011. Kesalahan di bawah kategori kesalahan yang lazim menunjukkan peningkatan dalam bilangan kes dengan 10,872 kes yang didaftarkan (2011: 9,730 kes) tetapi terdapat 42 kes yang didaftarkan (2011: 76 kes). Ini menyebabkan peningkatan 11.7% Kesalahan Lazim tetapi dengan penurunan 44.7% Kesalahan Korporat serius dalam tempoh yang sama. Peningkatan 11.7% dalam kategori Kesalahan Lazim adalah disebabkan oleh inisiatif penguatkuasaan dijalankan oleh SSM pada perniagaan dan syarikat bagi kes-kes pematuhan untuk meningkatkan tahap ketelusan korporat di Malaysia.



Jadual di bawah memaparkan statistik untuk kes yang didaftarkan di mahkamah di bawah kategori Kesalahan-kesalahan Lazim:

BIL.	KATEGORI KESALAHAN DI BAWAH AS & APP	JUMLAH KES YANG DIDAFTAR
KESALAHAN-KESALAHAN LAZIM:		
1.	Seksyen 165(4) AS : Kegagalan menyerah simpan Penyata Tahunan	4,419
2.	Seksyen 143(1) AS : Kegagalan mengadakan Mesyuarat Agung Tahunan syarikat	3,367
3.	Seksyen 169(1) AS : Kegagalan untuk membentangkan Akaun Untung dan Rugi dalam mesyuarat agung tahunan dalam masa yang ditetapkan	2,646
4.	Seksyen 121(1)(b) AS : Gagal mencetak nama syarikat dan nombor syarikat di atas semua surat rasmi syarikat	11
5.	Seksyen 234(5) AS : Gagal menyerahkan pernyataan hal-ehwal syarikat kepada Pegawai Penerima	8
6.	Seksyen 121(3) AS : Gagal mempamerkan nama syarikat di semua pejabat	9
7.	Seksyen 139(1B) AS : Jawatan setiausaha syarikat dibiarkan kosong lebih dari satu (1) bulan	5
8.	Seksyen 169(16) AS : Gagal melampirkan perisytiharan berkanun kepada neraca kira-kira dan akaun untung rugi syarikat	4
9.	Seksyen 12(1)(a) APP : Menjalankan perniagaan tanpa pendaftaran	29
10.	Seksyen 12(1)(b) APP : Menjalankan perniagaan selepas pendaftaran tamat tempoh	289
11.	Seksyen 12(2) APP : Kegagalan mempamerkan Sijil Pendaftaran perniagaan	21
12.	Kaedah 17A(1)(b) APP : Kegagalan untuk menyerah simpan butir-butir pendaftaran perniagaan	16
13.	Kaedah 17A(2) APP : Kegagalan untuk mempamerkan papan tanda	48
JUMLAH KES YANG DIDAFTAR DI MAHKAMAH DI BAWAH KATEGORI KESALAHAN LAZIM		10,872

Jadual di bawah memaparkan statistik untuk kes yang didaftarkan di mahkamah di bawah kategori Kesalahan Tadbir Urus Korporat yang serius bagi tahun 2012:

BIL.	KATEGORI KESALAHAN DI BAWAH AS & APP	JUMLAH KES YANG DIDAFTAR
KESALAHAN TADBIR URUS KORPORAT YANG SERIUS:		
1.	Seksyen 12(1)(d) APP : Membuat atau membekalkan pernyataan palsu kepada Pendaftar	2
2.	Seksyen 91(1) AS : Pengeluaran kepentingan kepada orang awam tanpa surat ikatan yang diluluskan	1
3.	Seksyen 125(1) AS : Seorang yang bankrap dan masih belum dibebaskan daripada kebangkrapan bertindak sebagai pengarah syarikat	7
4.	Seksyen 131(2) AS : Kegagalan mendedahkan kepentingan pengarah di dalam kontrak, harta, jawatan-jawatan dan lain-lain	1
5.	Seksyen 132(1) AS : Kegagalan melaksanakan kewajipan sebagai pengarah syarikat untuk kepentingan syarikat	2

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BIL.	KATEGORI KESALAHAN DI BAWAH AS & APP	JUMLAH KES YANG DIDAFTAR
KESALAHAN TADBIR URUS KORPORAT YANG SERIUS:		
6.	Seksyen 132(2)(c) AS : Pengarah atau pegawai menggunakan jawatannya tanpa kebenaran atau pengesahan mesyuarat agung untuk mendapatkan faedah sehingga merugikan syarikat	2
7.	Seksyen 364(2) AS : Orang yang membuat atau membenarkan buat, pernyataan palsu atau mengelirukan	5
8.	Seksyen 368(a) AS : Pegawai syarikat telah mendorong mana-mana orang untuk memberi kredit kepada syarikat dengan cara menipu atau <i>fraud</i>	2
9.	Seksyen 370(1) AS : Prosiding untuk penalti ingkar bagi kesalahan yang berterusan	19
10.	Seksyen 366(3) AS : Memperoleh bayaran wang kepada syarikat dengan sumpah palsu dan dengan niat untuk menipu	1
JUMLAH KES YANG DIDAFTAR DI MAHKAMAH DI BAWAH KATEGORI KESALAHAN TADBIR URUS KORPORAT YANG SERIUS		42
JUMLAH KESELURUHAN KES YANG DIDAFTAR BAGI KESALAHAN LAZIM DAN KESALAHAN TADBIR URUS KORPORAT SERIUS		10,914

SSM telah mencatatkan 10,872 dan 42 kes yang didaftarkan di mahkamah di bawah kategori Kesalahan Lazim dan Kesalahan Tadbir Urus Korporat yang serius, SSM telah mendapatkan sabitan bagi 1,390 kes dan 38 masing-masing pada tahun 2012.

Jadual dibawah memaparkan statistik bagi kes-kes yang disabitkan di bawah kategori Kesalahan Lazim dalam tahun 2012:

BIL.	KATEGORI KESALAHAN DI BAWAH AS & APP	JUMLAH KES YANG DISABITKAN KESALAHAN
KESALAHAN-KESALAHAN LAZIM:		
1.	Seksyen 165(4) AS : Kegagalan menyerah simpan Penyata Tahunan	748
2.	Seksyen 143(1) AS : Kegagalan mengadakan Mesyuarat Agung Tahunan syarikat	381
3.	Seksyen 169(1) AS : Kegagalan untuk membentangkan Akaun Untung & Rugi dalam mesyuarat agung tahunan dalam masa yang ditetapkan	109
4.	Seksyen 12(1)(a) APP : Menjalankan perniagaan tanpa pendaftaran	5
5.	Seksyen 12(1)(b) APP : Menjalankan perniagaan selepas pendaftaran tamat tempoh	120
6.	Seksyen 12(1)(c) APP : Tanpa sebab yang sah, gagal mematuhi mana-mana saman atau kehendak Pendaftar	3
7.	Seksyen 12(2) APP : Kegagalan mempamerkan Sijil Pendaftaran perniagaan	4
8.	Kaedah 17A(1)(b) APP : Kegagalan untuk menyerahsimpan butir-butir pendaftaran perniagaan	1
9.	Kaedah 17A(2) APP : Kegagalan untuk mempamerkan papan tanda	9
10.	Seksyen 165A(1) AS : Kegagalan melampirkan Pernyataan Juruaudit	10
JUMLAH KES YANG DISABITKAN DIPEROLEHI BAWAH KATEGORI KESALAHAN		1,390



Jadual dibawah memaparkan statistik bagi kes-kes yang disabitkan kesalahan di bawah kategori serius Kesalahan Tadbir Urus Korporat yang Serius dalam tahun 2012:

BIL.	KATEGORI KESALAHAN DI BAWAH AS & APP	JUMLAH KES YANG DISABITKAN KESALAHAN
KESALAHAN TADBIR URUS KORPORAT YANG SERIUS:		
1.	Seksyen 7(11)(b) AS : Kegagalan memberi maklumat secara bertulis kepada Pendaftar dan kegagalan memberi apa-apa maklumat atau dalam memberi maklumat membuat kenyataan palsu	1
2.	Seksyen 91(1) AS : Pengeluaran kepentingan kepada orang awam tanpa surat ikatan yang diluluskan	2
3.	Seksyen 125(1) AS : Seorang yang bankrap dan masih belum dibebaskan daripada kebangkrapan bertindak sebagai pengarah syarikat	2
4.	Seksyen 132(1) AS : Kegagalan melaksanakan kewajipan sebagai pengarah syarikat untuk kepentingan syarikat	2
5.	Seksyen 167(2) AS : Kegagalan menyimpan rekod-rekod perakaunan	1
6.	Seksyen 363(5) AS : Mendorong mana-mana orang untuk menawarkan saham/debentur untuk dilanggan	2
7.	Seksyen 364(2) AS : Orang yang membuat atau membenarkan buat, pernyataan palsu atau mengelirukan	7
8.	Seksyen 364A(1)(a) AS : Pegawai syarikat dengan niat untuk memperdaya, mengemukakan pernyataan atau laporan palsu kepada pengarah syarikat	2
9.	Seksyen 366(3) AS : Memperoleh bayaran wang kepada syarikat dengan sumpah palsu dan dengan niat untuk menipu	3
10.	Seksyen 370(1) AS : Prosiding untuk penalti ingkar bagi kesalahan yang berterusan	15
11.	Seksyen 12(1)(d) APP : Membuat atau membekalkan pernyataan palsu kepada Pendaftar	1
JUMLAH YANG DISABITKAN DALAM KATEGORI KESALAHAN TADBIR URUS KORPORAT YANG SERIUS		38
JUMLAH KESELURUHAN KES YANG DISABITKAN BAGI KESALAHAN LAZIM DAN KESALAHAN TADBIR URUS KORPORAT YANG SERIUS		1,428

SABITAN PENDAKWAAN YANG DIPEROLEHI PADA TAHUN 2012

SSM berjaya diperolehi sejumlah 1,428 sabitan terhadap individu-individu, pengarah-pengarah dan syarikat-syarikat untuk pelbagai kesalahan-kesalahan di bawah APP dan AS. Berbanding dengan tahun 2011, terdapat peningkatan sebanyak

569 kes dengan sabitan kerana perbicaraan yang sedang berjalan sebelum 2012 yang diselesaikan pada tahun 2012 dan disabitkan kesalahan. Butir-butir mengenai sabitan yang diperolehi adalah 121 ke atas syarikat dan 1,307 terhadap individu dan pengarah dengan denda yang dikenakan berjumlah RM1,740,120 bagi kesalahan yang dilakukan.

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Jadual di bawah memberi ringkasan sabitan diperoleh dan butir-butir denda mahkamah pada tahun 2012:

Ringkasan Sabitan Pada Tahun 2012

NO	KATEGORI	TADBIR URUS KORPORAT SERIUS	KETIDAK-PATUHAN	JUMLAH DENDA YANG DIKENAKAN OLEH MAHKAMAH (RM)
1.	Syarikat	-	121	166,230
2.	Pengarah	37	1,127	1,476,130
3.	Pemilik Perniagaan /Individu	1	142	97,760
JUMLAH		38	1,390	1,740,120

LITIGASI

Pada tahun yang ditinjau, terdapat peningkatan yang ketara dalam bilangan kes-kes litigasi sivil yang difailkan dengan 391 fail yang dibuka pada tahun 2012 berbanding dengan 183 fail pada tahun 2011, peningkatan sebanyak 113.7% berbanding 2011.

ULASAN KES-KES SIVIL PENTING MELIBATKAN SSM

Melindungi orang awam daripada skim pelaburan haram:

i) **Mahkamah Tinggi Kuala Lumpur Saman Pemula No. 24NCC-421-11/2011: Suruhanjaya Syarikat Malaysia v Prestige Dairy Farm (M) Bhd. (832757-A)**

Permohonan ini dimulakan oleh SSM untuk mendapatkan perintah injunksi untuk menahan Defendan daripada menawarkan Skim Pelaburan Penternakan Lembu Tenusu kepada orang awam sementara menunggu kelulusan permohonan pendaftaran skim ini dengan SSM. Defendan diberikan tempoh masa selama tiga (3) bulan untuk memenuhi kehendak-kehendak SSM untuk tujuan mendaftarkan skim ini menurut peruntukan-peruntukan Div 5, Bahagian IV, AS.

Permohonan untuk perintah injunksi ini diambil oleh SSM setelah mendapati skim yang ditawarkan oleh Defendan termasuk di dalam definisi 'kepentingan' menurut seksyen 84(1) AS. Oleh itu, Defendan tertakluk kepada peruntukan-peruntukan Div 5, Bahagian IV, AS.

Mahkamah telah membenarkan permohonan SSM. Ini merupakan sebahagian daripada usaha SSM untuk membendung tawaran-tawaran skim kepentingan untuk melindungi orang awam.

ii) **Mahkamah Tinggi Kuala Lumpur Saman Pemula No. 24NCC-313-09/2012: Pendaftar Syarikat, Ketua Pegawai Eksekutif Suruhanjaya Syarikat Malaysia v 1. Zaliza Binti Zain berniaga atas nama dan gaya Megaherbs Bioextreme (No. Perniagaan: 001946380-K) 2. Mega Bioextreme Sdn. Bhd. (No. Syarikat: 972936-D)**

Permohonan ini adalah untuk satu deklarasi bahawa skim-skim pelaburan yang ditawarkan oleh Defendan-Defendan termasuk di dalam definisi 'kepentingan' menurut seksyen 84 AS dan satu perintah injunksi menurut seksyen 368A AS ke atas Defendan-Defendan.

SSM telah melakukan siasatan terhadap operasi perniagaan Defendan-Defendan menurut seksyen 91(1) AS iaitu menawarkan kepada orang awam suatu skim kepentingan tanpa surat ikatan amanah (*trust deed*) yang diluluskan oleh Pendaftar Syarikat. Tujuan peruntukan ini adalah untuk melindungi orang awam daripada membuat pelaburan di dalam apa-apa skim kepentingan yang tidak didaftarkan dengan SSM.

Hasil siasatan menunjukkan bahawa Defendan-Defendan telah melanggar seksyen 91(1) AS dan gagal mematuhi Div 5 Bahagian IV AS. Defendan-Defendan masih menawarkan skim pelaburan kepada orang awam walaupun telah menerima arahan daripada SSM untuk mematuhi Div 5, Bahagian IV, AS.



Mahkamah berpendapat bahawa skim-skim yang ditawarkan oleh Defendan-Defendan termasuk di dalam definisi 'kepentingan' di bawah seksyen 84 AS dan membenarkan permohonan SSM untuk mendapatkan injunksi dengan kos. Defendan-Defendan dilarang meneruskan penawaran skim-skim ini kepada orang ramai sehingga skim-skim di bawah didaftarkan sebagai skim kepentingan:

- (a) Pakej Rakan Niaga Kontrak, Dr Zubir Uruskan;
- (b) Skim Rakan Niaga Stevia Ranger;
- (c) Skim Port Ranger/Skim Stokis Ranger;
- (d) Skim Rakan Promosi Stevia/Skim Duta Stevia;
- (e) Skim Rakan Bistro Stevia Station; dan
- (f) Skim Rakan Pengarah Stevia Station.

Permohonan untuk memasukkan semula nama syarikat ke dalam daftar syarikat menurut seksyen 308 AS:

iii) Mahkamah Rayuan Sivil No. A-01(OM)(NCVC)-131-03/2012 : Mohd Zamin bin Kamaruzaman & Ismail bin Mohamed Yusoff v Suruhanjaya Syarikat Malaysia

Rayuan ini dimulakan berdasarkan keputusan Mahkamah Tinggi Ipoh di mana Yang Arif Hakim Dato' Dr Haji Hassan Bin Abd Rahman telah menolak permohonan Perayu-Perayu untuk memasukkan semula nama syarikat Flexi-Cash Holdings Sdn. Bhd. menurut seksyen 308(4) and 308(5) AS dan Aturan 88 Kaedah 5(i) Kaedah-Kaedah Mahkamah Tinggi 1980 (terdahulu).

SSM telah membantah rayuan ini berdasarkan alasan-alasan seperti berikut:

- (a) Kecacatan di dalam Rekod Rayuan;
- (b) Pembatalan nama syarikat dilakukan menurut peruntukan undang-undang;
- (c) Tadbir urus korporat; dan

- (d) Pendaftar diberikan kuasa untuk memegang harta-harta alih dan tidak alih bagi syarikat yang telah dibatalkan namanya.

Mahkamah Rayuan telah sebulat suara menolak rayuan Perayu-Perayu dan mengesahkan perintah Mahkamah Tinggi Ipoh.

SSM berpendapat bahawa mekanisme pembatalan nama syarikat di bawah seksyen 308 AS tidak boleh diguna oleh syarikat-syarikat dengan niat terselindung, contohnya untuk mengelak daripada tuntutan oleh pihak-pihak ketiga.

AKADEMI LATIHAN SURUHANJAYA SYARIKAT MALAYSIA (COMTRAC)

Akademi Latihan Suruhanjaya Syarikat Malaysia (COMTRAC) telah ditubuhkan pada 1 April 2007 untuk meneraju inisiatif latihan kepada pihak-pihak berkepentingan Suruhanjaya Syarikat Malaysia (SSM). Misinya adalah untuk melatih dan mendidik pelbagai peranan dalam sektor korporat yang konsisten dengan fungsi SSM seperti yang ditetapkan di bawah subseksyen 17(d) Suruhanjaya Syarikat Malaysia 2001 yang menyatakan:

“untuk mendorong dan menggalakkan tatalaku yang sepatutnya di kalangan pengarah, setiausaha, pengurus dan pegawai lain di dalam sesuatu perbadanan, dan pengawalseliaan diri oleh perbadanan, syarikat, perniagaan, kumpulan industri dan badan-badan profesional dalam sektor korporat demi untuk memastikan bahawa segala kegiatan korporat dan perniagaan dijalankan selaras dengan norma-norma yang telah ditubuhkan melalui tadbir urus korporat yang baik”

LAPORAN INISIATIF PENGUATKUASAAN DAN PROGRAM LATIHAN

Di bawah Pelan Strategik Pembangunan Kedua SSM 2010 - 2014 (SDP II), COMTRAC memacu Teras Strategik 5 (*Evolving to a knowledge driven organization to develop competitive intelligence*) ke arah mencapai tiga (3) *End-State Descriptions* (ESD) melalui pelaksanaan projek-projek yang berstruktur strategik.

PELAN PERNIAGAAN BAHARU 2011-2014 COMTRAC

COMTRAC telah merangka dan memperkenalkan pelan perniagaan baharu (Pelan Perniagaan) yang sejajar dengan Wawasan 2020, MEB dan RMK10. Pelan Perniagaan baharu bertujuan meletakkan kedudukan COMTRAC terus ke dalam rantaian nilai ekonomi negara melalui penyediaan latihan korporat dan menjalankan program-program pembangunan korporat bagi pihak-pihak berkepentingan. Dalam hal ini, COMTRAC akan lebih fokus kepada perusahaan kecil dan sederhana (PKS).

Mulai tahun 2012, COMTRAC lebih tertumpu kepada kandungan latihan tiga (3) bidang teras (*Triple Helix*) yang boleh memberi kesan yang ketara dan positif kepada ekonomi negara iaitu:

- Tadbir Urus Korporat;
- Tanggungjawab Korporat; dan
- Inovasi.

Pelaksanaan pendekatan *Triple Helix* akan membolehkan syarikat Malaysia, khususnya PKS menjalankan perniagaan mereka dengan lebih mampan dan lebih berdaya saing.

Mengambil kira jangka masa yang agak singkat (iaitu lebih kurang lapan (8) tahun) bagi negara untuk mencapai status negara berpendapatan tinggi menjelang tahun 2020 serta prestasi ekonomi negara yang sedia ada; pendekatan drastik, inovatif dan berkesan mesti dilaksanakan. Oleh kerana terdapat bilangan pihak berkepentingan yang sedia ada dan

masa depan yang akan dilatih mengenai asas-asas *Triple Helix*, terdapat keperluan untuk pendekatan strategik yang perlu diambil oleh SSM, melalui COMTRAC untuk pengetahuan itu disampaikan kepada pihak yang berkepentingan.

PUSAT PEMBANGUNAN PENCERAMAH SSM

Pada tahun ini, SSM telah menubuhkan Pusat Pembangunan Penceramah SSM. Pusat Pembangunan Penceramah melatih penceramah dalaman dan luaran mengenai topik/perkara akan disampaikan kepada pihak-pihak berkepentingan SSM. Pelaksanaan projek strategik ini bertujuan untuk mencapai:

- Kandungan yang relevan, berkualiti tinggi, kontemporari dan berkesan sebagai modul latihan;
- Kandungan modul latihan yang berkualiti dan kaedah penyampaian yang standard;
- Jurulatih yang berkompetensi untuk menjalankan program latihan;
- Peningkatan penyertaan dan kadar pengetahuan pihak berkepentingan; dan
- Kerjasama Strategik antara COMTRAC dan kumpulan pihak berkepentingan yang terpilih untuk menyampaikan pengetahuan korporat yang penting dan kontemporari kepada pihak yang berkepentingan.



Pusat Pembangunan Penceramah SSM dibangunkan untuk melaksanakan fungsi-fungsi yang berikut:

- (a) Untuk membolehkan COMTRAC menampung permintaan yang meningkat bagi program latihan dengan mempunyai penceramah yang berkelayakan dan bersedia untuk penempatan di seluruh negara;
- (b) Untuk memastikan penceramah mempunyai tahap kompetensi teknikal yang tinggi mengenai perkara yang berkenaan ditambah pula dengan kemahiran yang tinggi untuk penyampaian maklumat yang berkesan;
- (c) Untuk memastikan keseragaman dan ketepatan maklumat/pengetahuan yang disampaikan; dan
- (d) Untuk memupuk hubungan kerja yang lebih erat antara SSM dan badan-badan profesional yang ditetapkan dan persatuan setiausaha syarikat berlesen.

Antara institusi-institusi yang telah menyertai Pusat Pembangunan Penceramah SSM seperti berikut:

- (a) *Malaysian Institute of Accountant (MIA)*;
- (b) *Malaysian Institute of Chartered Secretaries and Administrators (MAICSA)*;
- (c) *Malaysian Association of Company Secretaries (MACS)*; dan
- (d) *Institute of Approved Company Secretaries (IACS)*.

JAWATANKUASA KERJA PEMBANGUNAN KURIKULUM SSM

COMTRAC juga telah mengenalpasti penubuhan Jawatankuasa Kerja Pembangunan Kurikulum untuk menjadi sebahagian daripada rangkaian kerjasama.

Tujuan penubuhan Jawatankuasa Kerja Pembangunan Kurikulum SSM adalah seperti berikut:

- (a) Untuk membolehkan COMTRAC bekerjasama membangunkan kandungan program latihan /modul dengan agensi-agensi Kerajaan yang lain, ahli-ahli industri dan dewan akademik;
- (b) Untuk memastikan kandungan dan kualiti modul latihan COMTRAC adalah relevan dalam landskap perniagaan yang sentiasa berubah dan mencabar; dan
- (c) Untuk memupuk hubungan kerja yang lebih erat antara SSM dan pihak-pihak yang berkepentingan.

Antara institusi-institusi yang telah menyertai Jawatankuasa Kerja Pembangunan Kurikulum SSM seperti berikut:

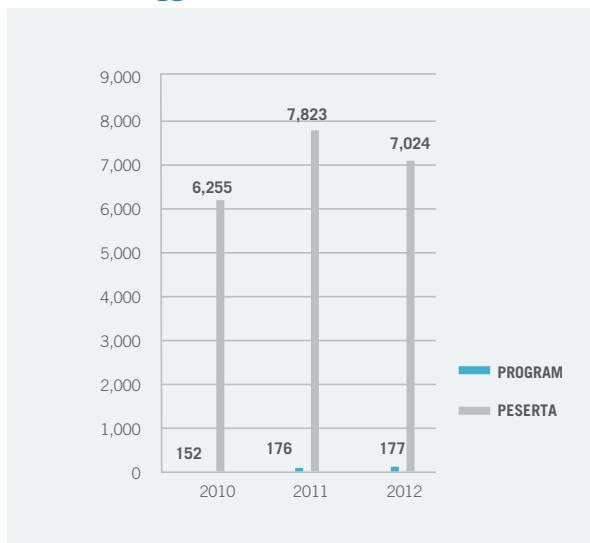
- (a) *Malaysian Institute of Accountant (MIA)*;
- (b) *Malaysian Institute of Certified Public Accountants (MICPA)*;
- (c) *Malaysian Institute of Chartered Secretaries and Administrators (MAICSA)*;
- (d) *Malaysian Association of Company Secretaries (MACS)*;
- (e) *Institute of Approved Company Secretaries (IACS)*;
- (f) Universiti Islam Antarabangsa Malaysia (IIUM);
- (g) Universiti Kebangsaan Malaysia (UKM); dan
- (h) Pembangunan Sumber Manusia Berhad (PSMB).

LAPORAN INISIATIF PENGUATKUASAAN DAN PROGRAM LATIHAN

PENDIDIKAN DAN KESEDARAN KEPADA PIHAK-PIHAK YANG BERKEPENTINGAN

Pada tahun 2012, COMTRAC telah melaksanakan sebanyak 177 program (2011: 176) dan dihadiri oleh 7,024 peserta (2011: 7,823).

Jumlah Program dan Peserta dari tahun (2010 sehingga 2012)



Pada tahun 2012, daripada 46 program yang ditawarkan, 21 program adalah topik yang baharu. Keseluruhan program korporat yang telah dijalankan dari bulan Januari sehingga Disember 2012 adalah seperti jadual di bawah:

PROGRAM	BILANGAN PESERTA	BILANGAN PROGRAM
PROGRAM LATIHAN PENGARAH KORPORAT (CDTP)	910	37
PROGRAM LATIHAN SETIAUSAHA BERLESEN	2,775	60
PROGRAM PENDIDIKAN BERTERUSAN	1,021	39
CORPORATE TEA TALK	1,194	12
PROGRAM LATIHAN IN-HOUSE	684	23
PERSIDANGAN KEBANGSAAN SSM 2012	305	1
PROGRAM USAHASAMA	129	4
PUSAT PEMBANGUNAN PENCERAMAH SSM	6	1
JUMLAH	7,024	177

PROGRAM LATIHAN PENGARAH KORPORAT (CDTP)

Program Latihan Pengarah Korporat (CDTP) yang sebelum ini dianjurkan sebagai *1-Day CDTP* atau *2-Day CDTP*, kini mempunyai struktur yang lebih kontemporari untuk memastikan kesesuaian dengan persekitaran korporat semasa. Input dan cadangan mengenai kandungan modul yang diperolehi daripada Jawatankuasa Kerja Pembangunan Kurikulum yang ditubuhkan baru-baru ini, yang terdiri daripada wakil-wakil daripada sektor swasta, sektor awam, badan-badan profesional dan ahli akademik untuk memastikan kesesuaian mereka. CDTP distrukturkan semula sebagai:

- CDTP *Fundamental*.
- CDTP *Intermediate*.
- CDTP *Advanced*.
- CDTP + Pengurusan Sumber Manusia.

PROGRAM PREMIER LATIHAN PENGARAH SYARIKAT

'Program Latihan Peringkat Tinggi' yang direka khusus untuk pelanggan yang berprofil tinggi bagi memenuhi keperluan kumpulan ini, COMTRAC memperkenalkan program latihan baru dipanggil CDTP Premier. Ia direka untuk memenuhi harapan yang tinggi dari kelompok dinamik, berpengalaman dan berpengetahuan bagi pengarah/eksekutif atasan seperti KPE, KPO dan kakitangan pengurusan utama dalam syarikat-syarikat awam yang tersenarai, syarikat multinasional, sektor awam dan GLC.

Kandungan modul dinamik dan pendekatan memprovokasi mestilah disampaikan oleh jurulatih yang berkualiti dan bereputasi tinggi bukan sahaja untuk membolehkan penyampaian pengetahuan yang berkesan tetapi pada masa yang sama memberi inspirasi, motivasi dan mengintegrasikan pengetahuan itu dalam persekitaran korporat. Modul ini terdiri daripada isu-isu kontemporari dan relevan yang terpilih atau menghampiri subjek '*lama*' kepada



satu dimensi baru/perspektif yang lebih segar. CDTP Premier masih akan memberi tumpuan kepada *Triple Helix* SSM meskipun mengamalkan pendekatan yang lebih canggih dan pendekatan memprovokasi.

Pada tahun 2012, sejumlah 37 program CDTP telah dianjurkan dan dihadiri oleh 910 orang peserta. Statistik terperinci seperti jadual yang ditunjukkan di bawah:

JENIS-JENIS CDTP	BILANGAN PESERTA	BILANGAN PROGRAM
<i>CDTP Fundamental</i>	223	11
<i>CDTP Intermediate</i>	43	4
<i>CDTP Advance</i>	8	1
<i>CDTP + Pengurusan Sumber Manusia (SSM-PSMB)</i>	24	2
<i>CDTP Premier</i>	26	1
<i>CDTP Fundamental (Co-organised with Partners)</i>	586	18
JUMLAH CDTP 2012	910	37

PROGRAM LATIHAN SETIAUSAHA BERLESEN (LSTP)

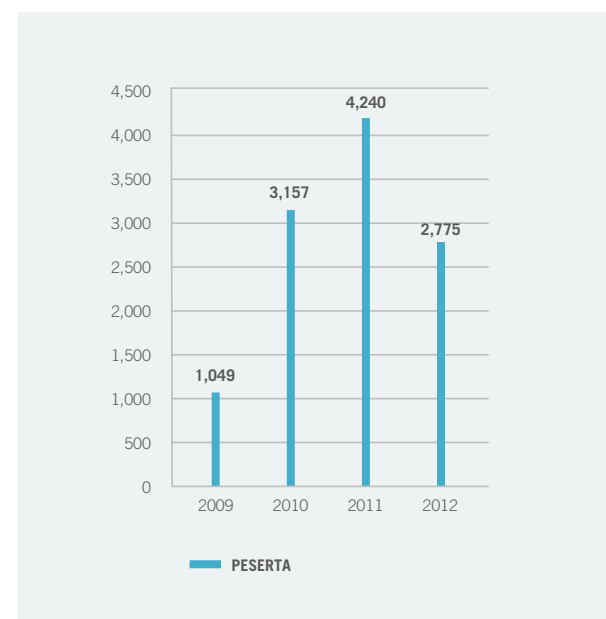
Program Latihan Setiausaha Syarikat (LSTP) adalah kursus mandatori hanya bagi setiausaha syarikat berlesen yang telah dikeluarkan oleh Pendaftar Syarikat di bawah seksyen 139A(b) AS.

LSTP ini bertujuan untuk meningkatkan pengetahuan, kemahiran dan kompetensi setiausaha syarikat dalam peranan mereka sebagai penasihat kepada ahli lembaga pengarah. Program yang telah direka khas untuk setiausaha syarikat, pengamal setiausaha dan kakitangan sokongan, menawarkan gambaran menyeluruh tentang amalan syarikat kesetiausahaan yang menggabungkan keperluan pematuhan terbaru seperti AS dan peraturan-peraturan yang berkaitan dan amalan terbaik di dalam mesyuarat lembaga pengarah.

Pada tahun 2012, sebanyak 60 LSTP (Tahap 1-3) telah dianjurkan di Kuala Lumpur, Miri, Sibul, Pulau Pinang, Kota Kinabalu, Kuching dan Johor Bahru, telah dihadiri oleh 2,775 peserta. Kadar kehadiran pada tahun 2012 telah berkurangan sebanyak 34.5% berbanding dengan tahun sebelumnya sebanyak 7,397 setiausaha berlesen yang telah menghadiri program ini sejak tahun 2010 dengan skim CPE mandatori. Pada masa ini, semua syarikat yang mempunyai setiausaha berlesen perlu menghadiri LSTP itu bermula pada bulan Januari 2014. Kami mendapati bahawa modul pembelajaran baru untuk setiausaha syarikat diperlukan menjelang tahun 2014. Oleh itu modul LSTP yang sedia ada telah dikaji dan dibuat lebih kontemporari dan LSTP telah dinamakan semula kepada 'Program Latihan Setiausaha Syarikat (*CSTP*) *Essential*' mulai tahun 2013. COMTRAC juga akan memperkenalkan 'Program Latihan Setiausaha Syarikat (*CSTP*) *Significant*' sebagai satu program lanjutan untuk 'Syarikat Program Latihan Setiausaha (*CSTP*) *Essential*' mulai tahun 2013.

Dibawah adalah bilangan peserta LSTP dari tahun 2009 sehingga 2012.

Bilangan Peserta LSTP dari 2009-2012



LAPORAN INISIATIF PENGUATKUASAAN DAN PROGRAM LATIHAN

PROGRAM LATIHAN LUARAN *IN-HOUSE* YANG DIRANGKA KHUSUS

Permintaan daripada pelbagai organisasi untuk menjalankan program latihan *in-house* kepada

ahli lembaga pengarah dan pegawai mereka amat menggalakkan. Sebanyak 23 program latihan luaran telah dijalankan bagi pertubuhan-pertubuhan berikut dan kehadiran jumlah adalah sebanyak 684 orang.

NO.	TAJUK PROGRAM	ORGANISASI
1.	<i>Common Offences Committed By Company Directors Under Companies Act 1965 and Getting Corporate Governance Right</i>	Telekom Berhad
2.	<i>The Dynamics of A Company and Key Role Players In A Company - Roles & Responsibilities</i>	The Malaysian Directors Academy (MINDA)
3.	<i>Competition Law 2010-Key Features and Implications</i>	Gamuda Berhad
4.	<i>The Roles and Responsibilities of Company Directors and Common Offences Committed By Company Directors Under The Companies Act 1965</i>	Padini Headquarters
5.	Program Latihan Pengarah Syarikat - <i>Intermediate</i>	Perbadanan Hal Ehwal Bekas Angkatan Tentera (PERHEBAT)
6.	Program Latihan Pengarah Syarikat - <i>Intermediate</i>	Yayasan Guru Malaysia Berhad (YGMB)
7.	<i>Voluntary Winding-Up and Registration of Documents & Striking-Off Application and Its Procedures</i>	Prokhas
8.	<i>Roles and Responsibilities of Company Directors</i>	Economic Planning Unit (EPU), The Malaysian Directors Academy (MINDA)
9.	<i>Customer Service Excellence</i>	Kementerian Perdagangan Dalam Negeri, Koperasi dan Kepenggunaan
10.	Program Latihan Pengarah Syarikat - <i>Fundamental</i>	UPM Innovation Sdn. Bhd.
11.	<i>Highlights of Key Provisions In The Proposed Companies Bill</i>	Chemical Company of Malaysia Berhad (CCM)
12.	<i>Interpreting Financial Statements for Company Directors</i>	Gamuda Berhad
13.	Program Latihan Pengarah Syarikat - <i>Intermediate</i>	Construction Industry Development Board Malaysia
14.	<i>Insights Into The New Companies Bill</i>	PPB Group

USAHASAMA DENGAN ORGANISASI/BADAN-BADAN PROFESIONAL

COMTRAC meneruskan pendekatannya dengan menjalankan kerjasama dengan pihak berkepentingan luar adalah sebagai satu perhubungan pengurusan yang penting. Pada tahun 2012, COMTRAC telah bekerjasama dengan dua (2) organisasi untuk menjalankan empat (4) program latihan bersama untuk 129 orang peserta. Butiran program yang dijalankan adalah seperti di bawah:

- *Competition Law 2010 - Key Features and Implications* - Suruhanjaya Persaingan Malaysia.
- *Voluntary Winding-Up, Registration of Documents for Court Winding-Up and Striking-Off Application and its Procedures* - MAICSA.

CORPORATE TEA TALKS

Buat pertama kalinya, COMTRAC telah melancarkan *Corporate Tea Talks* pada tahun 2012. Ini adalah sebahagian daripada tanggungjawab korporat SSM untuk menyediakan latihan percuma bagi mendidik dan mewujudkan kesedaran di kalangan para profesional dan usahawan korporat tentang tadbir urus, inovasi dan pemikiran topik kepimpinan. Sebanyak enam (6) sesi telah dijalankan pada tahun 2012 dan dihadiri oleh 1,101 peserta. Topik-topik yang dijalankan seperti di bawah:

- *Aspects of the Blue Ocean Strategy & its Relevance to Company Secretaries* – 171 peserta.
- *Carrying Out Business in Malaysia: Companies, Businesses and Limited Liability Partnerships* – 454 peserta.



- *Innovation - Paradigm Shifts for SME's Companies, Businesses and Limited Liability Partnerships* – 111 peserta.
- *A New Dimension of Corporate Governance: Human Governance* – 216 peserta.
- *Corporate Responsibility - Paradigm Shifts for SME's Companies, Businesses and Limited Liability Partnership* – 149 peserta.

COMTRAC juga telah mengadakan enam (6) sesi 'Getting to Know SSM e-Services' pada tahun 2012. Program-program ini telah dihadiri seramai 141 orang peserta.

PROGRAM-PROGRAM LATIHAN STARTING A BUSINESS

Sebagai menggalas tanggungjawab korporat, SSM melalui COMTRAC terus memberi latihan percuma untuk mendidik dan mewujudkan kesedaran di kalangan pelajar yang baru menamatkan pengajian, graduan yang menganggur dari institusi pengajian tinggi dan bakal usahawan untuk menggalakkan mereka menceburi bidang perniagaan. Dalam tahun 2012, COMTRAC telah dijemput untuk memberikan latihan berkenaan 'Start Your Own Business: Registration of Business and Incorporation of Companies' dan lain-lain topik yang berkaitan serta 37 program yang telah dianjurkan oleh beberapa organisasi.

PERSIDANGAN KEBANGSAAN SSM 2012

SSM telah mengadakan Persidangan kedua Kebangsaan pada 12 dan 13 Jun 2012 dengan tema, "Managing Governance. Creating Value. Economic Transformation" Persidangan tersebut telah diadakan di Pusat Konvensyen Sime Darby, Kuala Lumpur. Persidangan ini telah dihadiri oleh 305 perwakilan yang terdiri daripada pelbagai pihak yang berkepentingan dari kedua-dua sektor awam dan swasta seperti pengarah syarikat (39%), setiausaha syarikat (26%) dan selebihnya adalah akauntan, peguam, pengurusan kanan, pengurus, eksekutif, pelajar, pensyarah serta wakil-wakil dari agensi-agensi Kerajaan dan Kementerian.

Seramai 26 penceramah dan moderator telah membentangkan kertas kerja berikut di dalam Persidangan tersebut:

- *The Importance of Continuous Corporate Education in the Innovation Economy.*
- *Managing Corporate Governance Amid the National Economic Transformation.*
- *From Ideas to Products: Leveraging on Corporate Governance for Effective Innovation.*
- *Towards Attaining the High Income Economy: Strategic Initiatives by Ministry of Domestic Trade, Co-operatives & Consumerism and its Selected Agencies.*
- *Managing Competition in the Globalized Landscape.*
- *Optimizing Board Effectiveness Through Diversity*
- *Personal Data Protection Act 2010: Business as Usual.*
- *SSM Regulatory and Operations Updates: A Snapshot of the Future.*
- *SSM Enforcement Updates.*

3. LAPORAN INISIATIF PEMBAHARUAN UNDANG-UNDANG

RANG UNDANG-UNDANG SYARIKAT BAHARU

Rang Undang-Undang Syarikat yang baharu kini di peringkat akhir penggubalan dan sedang diteliti oleh Bahagian Undang-Undang, Kementerian Perdagangan Dalam Negeri, Koperasi dan Kepenggunaan dan Jabatan Peguam Negara. Rang Undang-Undang ini dijangka akan dibentangkan di Parlimen pada tahun 2013.

RANG UNDANG-UNDANG SKIM KEPENTINGAN BAHARU

Selain daripada inisiatif untuk memperkenalkan Rang Undang-Undang Syarikat, SSM juga telah memulakan usaha untuk memperkenalkan Rang Undang-Undang Skim Kepentingan sebagai satu undang-undang yang berasing daripada kerangka undang-undang sedia ada yang terkandung di dalam Akta Syarikat 1965 bagi menyediakan persekitaran perniagaan yang dikawal selia dengan baik untuk kaedah alternatif penajaan dana melalui Skim Kepentingan. Rang Undang-Undang ini dijangka akan dibentangkan di Parlimen pada tahun 2013.

RANG UNDANG-UNDANG SURUHANJAYA SYARIKAT MALAYSIA (PINDAAN)

Pindaan kepada Akta Suruhanjaya Syarikat Malaysia 2001 telah dilaksanakan untuk memberikan kuasa penguatkuasaan yang menyeluruh yang terpakai untuk semua perundangan di bawah kawal selia SSM. Draf Rang Undang-Undang (Pindaan) Suruhanjaya Syarikat Malaysia ini telah pun dikemukakan untuk semakan kepada Bahagian Undang-Undang, Kementerian Perdagangan Dalam Negeri, Koperasi dan Kepenggunaan dan Jabatan Peguam Negara. Rang Undang-Undang ini dijangka akan dibentangkan di Parlimen pada separuh tahun pertama 2013.

PENGENALAN AKTA PERKONGSIAN LIABILITI TERHAD 2012

Rang Undang-Undang Perkongsian Liabiliti Terhad telah diluluskan oleh Dewan Negara pada 21 Disember 2011 dan telah menerima Perkenan Diraja pada 2 Februari 2012. Rang Undang-Undang ini kemudiannya telah diwartakan sebagai Akta Perkongsian Liabiliti Terhad 2012 (Akta PLT) pada 9 Februari 2012.

Akta PLT telah dikuatkuasakan pada 26 Disember 2012. Dengan pengenalan Akta PLT, komuniti perniagaan akan mempunyai lebih banyak pilihan bentuk perniagaan selain daripada menjalankan perniagaan secara tradisional dengan memperbadankan syarikat di bawah AS atau dengan mendaftarkan pemilikan tunggal atau perkongsian di bawah Akta Pendaftaran Perniagaan 1956 (APP).

Selaras dengan pelaksanaan Akta PLT, SSM telah memulakan program latihan kesedaran berhubung Akta PLT sebagai satu usaha untuk mewujudkan kesedaran dikalangan komuniti perniagaan.

PENERBITAN NOTA-NOTA AMALAN 2012

Sebagai sebahagian daripada usaha SSM yang berterusan untuk membantu komuniti korporat dalam pemahaman dan pematuhan peruntukan-peruntukan di dalam AS, sejumlah dua (2) Nota Amalan telah diterbitkan pada tahun 2012:

- (a) Nota Amalan 14/2012 – Penjelasan berhubung pelaksanaan Borang 48A bagi tujuan e-Lodgement.

Nota Amalan ini dikeluarkan untuk memberikan penjelasan berhubung pelaksanaan 48A bagi tujuan e-Lodgement. Nota Amalan ini menegaskan tentang kepentingan deklarasi persetujuan dan kelayakan untuk bertindak sebagai pengarah di mana ia adalah penting untuk Borang 48A dilaksanakan oleh pengarah (atau promoter) untuk memenuhi keperluan-keperluan di bawah seksyen 123(4) AS.

Hanya selepas pelaksanaan Borang 48A, setiausaha syarikat boleh menyerahsimpan persetujuan tersebut secara elektronik dan penyerah simpanan itu dianggap telah mematuhi keperluan di bawah seksyen 11A(6A) AS.

Setelah diserahsimpan dengan Pendaftar, dan selepas itu dengan Pegawai Penerima menurut keperluan-keperluan di bawah seksyen 123(4) AS, satu salinan Borang 48A yang disempurnakan hendaklah juga disimpan di alamat berdaftar syarikat itu.

- (b) Nota Amalan 15/2012 – Penjelasan berhubung modal minimum yang perlu dibayar apabila memperbadankan sebuah syarikat.

Nota Amalan ini dikeluarkan untuk menjelaskan bahawa tiada keperluan modal berbayar minimum apabila memperbadankan sebuah syarikat di bawah AS. Nota Amalan ini bertujuan untuk memperbetulkan tanggapan bahawa terdapat keperluan modal minimum sejumlah RM2 yang perlu dibayar apabila memperbadankan sebuah syarikat sebagaimana yang dilaporkan dalam Laporan *Doing Business 2013* oleh Bank Dunia. Tanggapan ini mungkin timbul akibat daripada maklum balas daripada responden-reponden bahawa sekurang-kurangnya minimum dua (2) saham perlu dibeli dan syer tersebut dari segi amalan biasanya mempunyai nilai nominal sejumlah RM1 setiap satu.

Tanggapan salah berhubung keperluan modal berbayar minimum ini, setakat mana berkaitan dengan menjalankan perniagaan, telah menyebabkan Malaysia dilihat sebagai kurang berdaya saing berbanding dengan negara lain yang mempunyai kerangka perundangan sama tetapi mengguna pakai amalan berbeza berkaitan belian syer minimum semasa pemerbadanan syarikat.



4. LAPORAN PENGLIBATAN DAN KERJASAMA PIHAK BERKEPENTINGAN

Mewujudkan persekitaran perniagaan yang responsif dan kawal selia yang dipercayai melalui hubungan rapat bersama pihak-pihak berkepentingan adalah sebahagian daripada pendekatan holistik SSM untuk meningkatkan daya saing negara. Untuk mendapat perspektif lebih mendalam tentang bagaimana dasar-dasar dan proses operasi boleh terus disatukan dan dipertingkatkan, SSM meneruskan penganjuran sesi dialog dan perbincangan dengan komuniti perniagaan dan juga badan-badan profesional.

FORUM RUNDINGAN AMALAN KORPORAT

Forum Rundingan Amalan Korporat (CPCF) telah diperkenalkan pada tahun 2005, bertujuan untuk menggalakkan kerjasama yang lebih erat di antara SSM, ahli-ahli badan yang ditetapkan dan persatuan-persatuan setiausaha syarikat. Keahlian CPCF terdiri daripada:

- (a) The Malaysian Institute of Chartered Secretaries and Administrators (MAICSA);
- (b) Malaysian Institute of Accountants (MIA);
- (c) The Malaysian Institute of Certified Public Accountants (MICPA);
- (d) Badan Peguam Malaysia;
- (e) Malaysian Association of Company Secretaries (MACS);
- (f) Institute of Approved Company Secretaries (IACS);
- (g) Malaysia Corporate Counsel Association (MCCA);
- (h) The Advocates Association of Sarawak;
- (i) Sabah Law Association; dan
- (j) Syarikat-syarikat berkaitan kerajaan (GLCs) [diwakili oleh Khazanah Nasional Berhad dan Bumiputera Commerce Holdings Berhad].

Pada tahun 2012, SSM telah menganjurkan dua (2) forum CPCF iaitu pada 5 April dan 4 Oktober 2012. Selain taklimat mengenai produk baharu, polisi dan projek-projek SSM seperti MyCoID, pelaksanaan

Akta PLT 2012 dan Agenda Tanggungjawab Korporat SSM, peserta juga didedahkan dengan pelbagai isu-isu yang berkaitan dengan tadbir urus korporat.

Di samping itu, para peserta turut diberi penerangan mengenai Rang Undang-undang Syarikat baharu yang dijangka akan diperkenalkan pada tahun 2014.

SESI DIALOG TAHUNAN SSM

Dialog Tahunan SSM telah mula diperkenalkan sejak tahun 2005 sebagai satu saluran perbincangan secara terbuka di antara SSM dan pihak-pihak berkepentingan. Objektif-objektif utama Majlis Dialog Tahunan adalah:

- Untuk menggalakkan persefahaman dan kerjasama di antara SSM, pihak industri dan badan-badan profesional;
- Untuk berkongsi idea-idea dan memperjelaskan isu-isu berkaitan operasi yang akan mempertingkatkan kecekapan perkhidmatan SSM; dan
- Untuk menyebarkan maklumat kepada ahli-ahli dialog ke arah memastikan fungsi-fungsi SSM sebagai badan kawal selia korporat yang mentadbir undang-undang yang berkaitannya.

Dialog Tahunan SSM 2012 telah diadakan pada 3, 4 dan 13 Disember 2012 masing-masing di Kuching, Sarawak; Kota Kinabalu, Sabah dan Kuala Lumpur. Ia telah dihadiri oleh ahli-ahli badan profesional, Dewan-Dewan Perniagaan, Persatuan-persatuan Industri dan Agensi-Agensi Kerajaan.

Sesi pertama Dialog Tahunan mengandungi empat (4) kertas pembentangan yang bertajuk *“Initiatives Towards Improving Indicators in The Doing Business Report: Starting a Business”*; *“MyCoID Reliability & Benefits”*; *“Key Initiatives by SSM Training Academy For 2013”* dan *“SSM’s Enforcement Updates”*.

Sesi Kedua Dialog Tahunan pula membincangkan pelbagai isu yang dikemukakan pihak berkepentingan menerusi perbincangan yang diterajui oleh SSM dan pihak-pihak berkepentingan. Segala isu dan maklum balas yang diterima akan diberi pertimbangan dalam mempertingkatkan mutu perkhidmatan kepada pihak berkepentingan.

BUSINESS ENGAGEMENT CHAPTER (BEC) BERSAMA PERUSAHAAN KECIL DAN SEDERHANA (PKS)

Pada 20 November 2012, SSM telah menganjurkan forum buat kali kedua bersama PKS yang dikenali sebagai *Business Engagement Chapter (BEC)*, dimana ia telah dilancarkan sejak tahun 2011.

BEC lebih tertumpu kepada tiga (3) topik utama iaitu:

- (a) Ringkasan kandungan Rang Undang-undang Syarikat;
- (b) Isu-isu lazim ketidakpatuhan syarikat dan pegawai-pegawai syarikat; dan
- (c) Ringkasan kandungan modul latihan Akademi Latihan SSM untuk tahun 2013.

FORUM PENDAFTAR KORPORAT (CRF) 2012

SSM telah menyertai Forum Pendaftar Korporat (CRF) 2012 yang telah diadakan di New Delhi, India dan dianjurkan oleh Kementerian Hal Ehwal Korporat, India. Tema forum untuk kali ini adalah *“Control to Self Regulation: Sharing Knowledge – Sharing Best Practices”* yang bertujuan untuk meneroka bagaimana perkongsian pengetahuan dan amalan terbaik di kalangan pelbagai pihak dapat

memberikan perkhidmatan yang lebih baik melalui *‘self-regulation’*. SSM turut membentangkan empat (4) kertas kerja semasa forum tersebut yang bertajuk:

- *“SSM’s Corporate Law Reform Programme: Revolutionising Doing Business In Malaysia”*;
- *“Global Business Scenario And Impact On Corporates: Global Trends - Challenges & Opportunities”*;
- *Corporate Actions & Regulatory Mechanism: Managing Service Delivery & Enforcement: Achieving Synchrony”*; dan
- *“Corporate Governance & Corporate Social Responsibility, Repositioning Corporate Governance and Corporate Social Responsibility in the 21st Century Corporate Environment: The SSM Approach”*.

PENYERTAAN DALAM KAJI SELIDIK DARIPADA ORGANISASI ANTARABANGSA

Pada tahun 2012, SSM turut aktif mengambil bahagian dalam kaji selidik yang dijalankan oleh Bank Dunia mengenai perkara-perkara berkaitan dengan Laporan *Ease of Doing Business 2013* khususnya kepada petunjuk berikut:

- (a) Memulakan Perniagaan;
- (b) Penyelesaian Insolvensi; dan
- (c) Pelindungan Pelabur.

SSM juga memberikan input kepada *“Global Forum on Transparency and Exchange of Information for Tax Purposes Peer Review and Investment Policy Peer Review”* oleh *Organisation for Economic Co-Operation and Development (OECD)*, *“2012 APEC Economic Policy Report on Progress on the Ease of Doing Business Action Plan”*, Kaji Selidik Bank Dunia dalam *“Company Registry and Collateral Registries”*, dan *“2012 Survey by the European Commerce Registers’ Forum (ECRF)”*. Penglibatan Malaysia dalam kajian dan soal selidik akan meningkatkan daya saing di peringkat antarabangsa serta menjadi pilihan destinasi pelaburan.



PEKELILING AMALAN PERNIAGAAN TERBAIK

Kerjasama Dengan Anggota Meja Bulat Integriti Korporat: Pekeliling Amalan Perniagaan Terbaik 3/2012 Bertajuk “Achieving Corporate Integrity”



BBPC 3/2012

Pekeliling Amalan Perniagaan Terbaik (BBPC) 3/2012 SSM bertajuk “Achieving Corporate Integrity” telah disempurnakan oleh YB Dato’ Sri Ismail Sabri Bin Yaakob, Menteri Perdagangan Dalam Negeri, Koperasi dan Kepenggunaan pada 27 Januari 2012 dalam menyokong aspirasi Kerajaan untuk memerangi rasuah.

Pekeliling Amalan Perniagaan Terbaik ini adalah hasil usaha bersama anggota-anggota Meja Bulat Integriti Korporat yang terdiri daripada:

- (a) Suruhanjaya Syarikat Malaysia;
- (b) Bursa Saham Malaysia Berhad;
- (c) Institut Integriti Malaysia;

- (d) Suruhanjaya Pencegahan Rasuah Malaysia;
- (e) Bahagian Pemantauan dan Penyelarasan NKRA Rasuah;
- (f) Unit Pengurusan Prestasi dan Pelaksanaan NKRA (PEMANDU), Jabatan Perdana Menteri; dan
- (g) *Transparency International Malaysia*

BBPC kali ini merupakan kesinambungan daripada pengenalan Ikrar Integriti Korporat (CIP) yang diperkenalkan oleh PEMANDU pada Mac 2012. CIP merupakan dokumen yang membolehkan syarikat dan perniagaan di Malaysia membuat pengisytiharan *unilateral* untuk tidak terbabit dengan rasuah dan melaksanakan Prinsip Anti Rasuah. Bagi mewujudkan persekitaran perniagaan yang bebas daripada rasuah, pelaksanaan lima (5) Prinsip Pencegah Rasuah perlu digalakkan. Dengan menandatangani Ikrar tersebut, sesebuah syarikat dan perniagaan telah mengisytiharkan bahawa mereka akan mematuhi amalan perniagaan beretika dan memastikan bahawa pekerja-pekerja menjalankan tugas dengan penuh tanggungjawab.

Dalam mendukung integriti korporat, syarikat dan perniagaan, juga digalakkan untuk menjawab soalan-soalan Sistem Penilaian Integriti Korporat (CISQA) untuk menilai dan mengukur tahap integriti yang diamalkan dalam operasi harian syarikat tersebut. CISQA adalah mekanisme yang menilai 12 dimensi yang berkait rapat dengan integriti korporat dan menyediakan satu (1) rangka tindakan untuk penilaian risiko, bidang penambahbaikan dan petunjuk umum integriti korporat sesebuah syarikat. Ini akan membantu syarikat membuat penilaian dan pengukuran kemajuan mereka dalam menghasilkan komitmen yang formal dan telus kepada etika dan integriti di tempat kerja.

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Seminar Bersiri Tanggungjawab Korporat SSM



Seminar Bersiri Tanggungjawab Korporat di Kota Kinabalu dan Johor Bahru

Seminar Bersiri Tanggungjawab Korporat merupakan seminar separuh hari yang bertujuan untuk mewujudkan kesedaran dan menggalakkan tanggungjawab korporat serta memberi inspirasi kepada Perusahaan Kecil dan Sederhana (PKS) untuk mengamalkan tadbir urus yang baik, yang merupakan asas kepada tanggungjawab korporat.

Topik-topik pembentangan merangkumi rangka kerja Agenda Tanggungjawab Korporat SSM serta memaklumkan bahawa SSM selaku pengawalselia syarikat dan perniagaan dapat memainkan peranan strategik dalam menyemai budaya tanggungjawab korporat di kalangan komuniti korporat.

Seminar pertama yang dilancarkan pada 29 November 2011 oleh YB Dato' Sri Ismail Sabri Bin Yaakob, Menteri Perdagangan Dalam Negeri, Koperasi dan Kepenggunaan di Menara SSM@ Sentral. Sejak itu, SSM telah berjaya menganjurkan dua (2) lagi seminar di Kota Kinabalu, Sabah dan Johor Bahru, Johor pada tahun 2012 bertemakan *"Business Beyond Profitability: Towards Business Sustainability"*.

CRSS, Kota Kinabalu, Sabah, telah dianjurkan pada 8 Mei 2012 di Shangri-La Tanjung Aru Resort & Spa kerana Resort tersebut mempunyai akreditasi ISO 14001 (Sistem Pengurusan Alam Sekitar), yang

merupakan piawai antarabangsa pengurusan alam sekitar, yang bertujuan untuk membantu organisasi mencapai matlamat alam sekitar.

Seminar ini mengandungi tiga (3) pembentangan yang seperti berikut:

- *"Corporate Responsibility as an Ingredient to National Economic Sustainability"* oleh Encik Azryain Borhan, Pengarah, Akademi Latihan Suruhanjaya Syarikat Malaysia;
- *"SSM's CR Initiatives and Other Updates"* oleh Puan Nor Azimah Abdul Aziz, Pengarah Bahagian Polisi dan Pembangunan Korporat; dan
- *"Sustainable Business Practices"* oleh Puan Tulip Noorazyze, Pengarah Peningkatan Kualiti & CSR Shangri-La Tanjung Aru Resort & Spa.

Selain itu, SSM menjemput Borneo Child Aid Society, sebuah pertubuhan bukan kerajaan (NGO) untuk berkongsi inisiatif membina sekolah-sekolah untuk anak-anak pekerja estet di Sabah dan Sarawak.

CRSS di Johor Bahru pula dianjurkan pada 2 Oktober 2012 di Hotel The Zon Regency by The Sea, yang dihadiri seramai 113 orang peserta yang mewakili agensi-agensi kerajaan, persatuan perdagangan, syarikat senarai awam, syarikat berkaitan kerajaan, setiausaha syarikat, pertubuhan undang-undang, syarikat serta perniagaan.

Seminar ini yang mengandungi empat (4) kertas pembentangan iaitu:

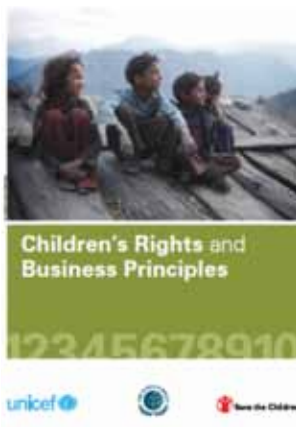
- *"The Evolution of Business Eco-System: Enter Corporate Responsibility"* oleh Encik Azryain Borhan, Pengarah, Akademi Latihan, Suruhanjaya Syarikat Malaysia;



- “SSM’s CR Initiatives and Other Updates” oleh Nor Azimah Abdul Aziz, Pengarah, Bahagian Polisi dan Pembangunan Korporat, Suruhanjaya Syarikat Malaysia;
- “Child Care in the Work Place: Why? And How?” oleh Profesor Datuk Dr Chiam Heng Keng, Presiden, The Early Childhood Care and Education (ECCE) Council; dan
- “Focus on Best Practices in Sustainability and the Success Story of Syarikat Faiza” oleh Mejar (B) Tuan Haji Abd Wahab, Pengurus Perhubungan Awam, Syarikat Faiza Sdn. Bhd.

AKTIVITI-AKTIVITI PROMOSI LAIN

Penglibatan Dengan UNICEF Malaysia: Pelancaran Hak Kanak-Kanak Dan Prinsip Perniagaan (CRBP) Pertubuhan Bangsa-bangsa Bersatu



Hak Kanak-Kanak dan Prinsip Perniagaan (CRBP) telah diterbitkan oleh United Nations Global Compact (UNGC), Tabung Kanak-kanak Pertubuhan Bangsa-Bangsa Bersatu (UNICEF) Malaysia dan *Save the Children*. CRBP merupakan garis panduan yang pertama dibangunkan secara komprehensif bertujuan untuk dijadikan panduan oleh syarikat dan pemilik perniagaan dalam menjalankan pelan tindakan operasi syarikat di tempat kerja, tempat jualan dan komuniti untuk menghargai serta menyokong hak kanak-kanak.

CRBP telah dilancarkan di 16 buah negara di seluruh dunia, dan Malaysia sebagai sebuah negara yang progresif, berada dalam kedudukan yang baik untuk mendapatkan sokongan daripada sebilangan besar perniagaan sektor swasta ke arah kehidupan yang lebih baik untuk kanak-kanak. Pelancaran CRBP ini meletakkan Malaysia sebagai negara yang pertama di Asia Tenggara yang memperkenalkan prinsip-prinsip ini kepada peneraju-peneraju perniagaan di negara ini.

Berhubung dengan pelancaran CRBP, SSM memberi sokongan kepada UNICEF Malaysia dan UNCG Malaysia sejajar sebagai pengawalselia korporat yang komited bagi memastikan sektor swasta, terutamanya Perusahaan Kecil dan Sederhana (PKS) menjalankan perniagaan yang bertanggungjawab. Selain itu, sokongan yang diberikan oleh SSM sejajar dengan definisi tanggungjawab korporat (CR) yang memerlukan:

“Komitmen oleh syarikat dan perniagaan ke arah mencapai kelestarian perniagaan di dalam konteks sosial, ekonomi dan alam sekitar dalam mengejar keuntungan”.

SSM berusaha keras meningkatkan kesedaran mengenai tanggungjawab korporat supaya definisi dapat diterjemahkan kepada tindakan khusus di kalangan syarikat-syarikat swasta kecil dan sederhana khususnya kepada pengarah, setiausaha, pengurus dan pegawai-pegawai lain syarikat.

AMALAN PERSEKITARAN BERKUALITI 5S

Amalan persekitaran berkualiti (5S) merupakan satu pendekatan pengurusan yang dipelopori oleh industri di Jepun bagi mewujudkan persekitaran tempat kerja yang selesa, kemas dan selamat. Pelaksanaan Amalan 5S yang berkesan dapat meningkatkan kualiti

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perkhidmatan, menjimatkan kos dan memudahkan proses kerja. Aktiviti amalan persekitaran berkualiti 5S telah dilaksanakan di Menara SSM@Sentral mulai Februari 2012 dan telah mendapat pengiktirafan dari Perbadanan Produktiviti Malaysia (MPC) pada 27 November 2012. Rancangan masa hadapan amalan persekitaran 5S ini akan diperluaskan pelaksanaannya kepada semua pejabat negeri/cawangan menjelang tahun 2013.

LATIHAN DAN PEMBANGUNAN MODAL INSAN

Unit Pembangunan Sumber Manusia dan Latihan (UPSM&L) di bawah Seksyen Pembangunan Organisasi bertanggungjawab untuk semua latihan dan pembangunan modal insan. Dalam konteks ini, latihan modal insan dibentuk, disusun dan dilaksanakan bagi membantu individu untuk mengukuh dan meningkatkan keyakinan diri serta bekerja dengan lebih berkesan. Ia juga melibatkan penambahan pengetahuan, kecekapan bekerja dan memupuk semangat cintakan SSM. Ia termasuk penyertaan dalam projek-projek yang dikenal pasti, menghadiri kursus atau seminar, pembelajaran formal serta penyertaan dalam program-program yang berkaitan.

Di antara aktiviti yang telah dianjurkan ialah Kursus Pra-Persaraan. Kursus ini bertujuan untuk memberi garis panduan kepada peserta dalam membuat perancangan dan persiapan menghadapi fasa bersara. Kursus ini turut memberi pengetahuan mengenai dokumentasi dan prosedur yang perlu disediakan, memberi pendedahan serta panduan tentang persediaan dari pelbagai aspek ilmu seperti pengurusan kewangan, hartanah, wasiat, pengendalian perniagaan, kesihatan, emosi dan kerohanian kepada bakal pesara.

Pada tahun 2012, warga SSM yang menunjukkan prestasi kurang memuaskan. *'Kursus Kepimpinan dan Kecemerlangan Diri'* dianjurkan khusus untuk membantu mereka mengenal pasti kekuatan dan kelemahan, di samping itu prestasi mereka dipertingkatkan. Mereka juga dipantau dengan rapi bagi membolehkan tindakan pembetulan dapat dilaksanakan. Para peserta kursus ini terdiri daripada pelbagai gred dan bahagian, dari ibu pejabat dan pejabat negeri SSM.

Dalam menyahut seruan Ketua Pegawai Eksekutif bagi memenuhi sasaran Visi, Teras Strategik SSM serta penekanan nilai-nilai korporat SSM yang tinggi, program *'Pemantapan Nilai-Nilai Korporat SSM'* telah dianjurkan melibatkan semua warga kerja di pejabat negeri.

Manakala di Ibu pejabat, program *'SSM Personal Development Programme'* telah dianjurkan untuk warga kerja kumpulan sokongan (G45–G49) dan *'Pengurusan Pembangunan Eksekutif'* pula bagi warga kerja kumpulan eksekutif (G50–G51).

Satu program *'Building High Performance Team'* yang melibatkan penglibatan warga kerja kumpulan pengurusan tertinggi (G58–G60) serta kumpulan pengurusan pertengahan (G54–G57) telah dijalankan untuk mengukuhkan pengurusan organisasi dan mendedahkan mereka kepada perkhidmatan profesional yang baik.



INISIATIF *OUTREACH* DAN PROMOSI SURUHANJAYA SYARIKAT MALAYSIA PADA TAHUN 2012

Pada tahun 2012 Suruhanjaya Syarikat Malaysia (SSM) telah menjalankan pelbagai promosi, aktiviti-aktiviti kesedaran dan *outreach* untuk memasarkan produk dan perkhidmatan.

PROGRAM KESEDARAN

A. Program SSM Bersama Rakyat

Dalam usaha untuk mendekati komuniti perniagaan pada tahun 2012, SSM telah melaksanakan program-program pendidikan dan kesedaran di beberapa kawasan terpilih di negeri Johor dan Pahang. Program-program ini bertujuan:

- (a) Sebagai platform untuk mempromosikan fungsi, peranan, perkhidmatan dan produk SSM;
- (b) Memberi imej yang baik untuk SSM sekali gus meningkatkan penjenamaan SSM;
- (c) SSM akan dilihat sebagai sebuah badan korporat yang prihatin terhadap masyarakat awam dengan aktiviti turun padang bagi memudahkan urusan pendaftaran perniagaan dan pemerbadanan syarikat;
- (d) Memberi kesedaran kepada masyarakat untuk memahami Skim Kepentingan SSM khususnya bagi mengelakkan penipuan skim pelaburan haram; dan
- (e) Meningkatkan kadar pematuhan melalui taklimat yang diberikan berkaitan Akta Syarikat 1965, peranan dan tanggungjawab Pengarah Syarikat.

Senarai program SSM Bersama Rakyat yang telah dijalankan sepanjang tahun 2012:

1. Karnival SSM Bersama Rakyat di Pagoh, Johor

SSM telah menganjurkan Karnival SSM Bersama Rakyat di Pagoh, Johor pada 3 Mac 2012 dan telah dirasmikan oleh YAB Tan Sri Dato' Hj Muhyiddin Hj Mohd Yassin, Timbalan Perdana Menteri Malaysia (TPM). Penganjuran karnival ini juga adalah bersempena sambutan ulang tahun SSM yang ke-10 pada tahun ini. Seramai lebih 5,000 pengunjung telah hadir yang terdiri daripada pelbagai latar belakang masyarakat turut memeriahkan program berkenaan. Program yang berlangsung dari pukul 8 pagi sehingga 5 petang selama satu hari ini telah menyelitkan pelbagai aktiviti seperti taklimat, pameran, sukaneka, pertandingan mewarna dan bercerita, kuiz, cabutan bertuah, dan persembahan artis tempatan.

Program ini telah mendapat sokongan pelbagai pihak seperti pihak Kementerian Perdagangan Dalam Negeri, Koperasi dan Kepenggunaan (KPDNKK) dan agensi di bawahnya seperti Perbadanan Harta Intelek Malaysia (MyIPO), Suruhanjaya Koperasi Malaysia (SKM), Bank Kerjasama Rakyat Malaysia Berhad (Bank Rakyat), Perbadanan Nasional Berhad (PNS) dan Maktab Koperasi Malaysia (MKM). Selain itu agensi lain seperti BSN, CELCOM, TEKUN, MARA dan lain-lain agensi yang berkaitan turut dijemput untuk menyertai pameran dan memberi penerangan berhubung produk dan perkhidmatan mereka.

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Para pengunjung turut berpeluang mendaftarkan perniagaan baharu ataupun memperbaharui sijil pendaftaran perniagaan dan melakukan perubahan butir-butir perniagaan secara serta merta melalui kaunter bergerak SSM yang disediakan.

2. Program SSM Bersama Rakyat di Bera, Pahang

SSM turut mengadakan program yang sama di Kampung Tradisional yang terletak di Kampung Batu Papan, Bera, Pahang pada 16 Jun 2012. dan Program ini telah dirasmikan oleh YB Dato' Sri Ismail Sabri Bin Yaakob, Menteri Perdagangan Dalam Negeri, Koperasi dan Kepenggunaan (KPDNKK) dengan seramai lebih 2,000 pengunjung.

3. Majlis Ramah Mesra Bersama Warga Penjaja Dan Peniaga Kecil Serta Masyarakat Setempat di Bera, Pahang

Program ini adalah susulan kepada pengumuman YAB Dato' Sri Mohd Najib Tun Abdul Razak, Perdana Menteri Malaysia pada 27 Mei 2012 di Majlis Ramah Mesra Bersama Penjaja dan Peniaga Kecil, berhubung hal ehwal golongan penjaja dan peniaga kecil yang diletakkan di bawah bidang kuasa Kementerian Perdagangan Dalam Negeri, Koperasi Dan Kepenggunaan (KPDNKK). Perkara ini secara tidak langsung melibatkan SSM, yang merupakan agensi di bawah KPDNKK yang bertanggungjawab ke atas urusan pendaftaran perniagaan dan hal-hal perundangan. SSM telah menganjurkan program untuk memberi pendedahan usahawan mikro dengan maklumat berhubung pendaftaran perniagaan, faedah dan bagaimana ia boleh dijalankan.

Berlangsung di Tapak Ekspo Majlis Daerah Bera (Bazar Ramadhan), Pahang pada 4 Ogos 2012. Majlis yang berlangsung selama dua jam setengah bermula 4.00 petang telah dirasmikan

oleh YB Dato' Sri Ismail Sabri Yaakob, Menteri Perdagangan Dalam Negeri, Koperasi dan Kepenggunaan (PDNKK). Melalui program tersebut, Menteri PDNKK berpeluang beramah mesra dengan golongan penjaja dan peniaga kecil untuk menyelami serta memahami masalah yang dihadapi oleh golongan berkenaan di situ.

Memandangkan PKS adalah salah satu penyumbang utama kepada pertumbuhan ekonomi Malaysia, SSM merancang untuk mengadakan lebih banyak program tertumpu pada PKS bagi menangani masalah dan kepayahan mereka. SSM berminat untuk menyokong pembangunan lebih banyak PKS di negara ini.

4. Program Jalinan Kasih-Kesedaran Keusahawanan Bersama OKU

SSM dalam mencapai objektifnya untuk membangun dan memupuk masyarakat penyayang, terutamanya kebajikan orang kelainan upaya (OKU) dan menggalakkan mereka untuk meningkatkan taraf hidup mereka dengan pelbagai sumber pendapatan. Bagi tujuan ini, SSM telah mengadakan Program Jalinan Kasih-Kesedaran Keusahawanan Bersama OKU pada 23 Oktober 2012 yang menawarkan peluang kepada OKU untuk mendaftarkan perniagaan mereka serta mempromosi, menjual produk dan perkhidmatan mereka di gerai-gerai pameran yang disediakan. Selain itu, sebagai sebahagian daripada program kesedaran yang berterusan, SSM turut memberi penerangan kepada para peserta mengenai risiko melabur dalam skim pelaburan tidak sah.

Program ini juga menyaksikan usahawan OKU yang berjaya dijemput untuk berkongsi pengalaman kejayaan mereka serta menggalakkan OKU lain yang hadir untuk menceburi bidang perniagaan dan meningkatkan taraf hidup serta sumber pendapatan mereka.



B. Jalinan Hubungan Dengan Pihak-Pihak Berkepentingan

Dalam usaha untuk memastikan perkhidmatan yang berterusan dan terbaik kepada orang ramai, SSM terus mengukuhkan kerjasama pihak-pihak berkepentingan. Kerjasama strategik dan mengekalkan hubungan baik dengan media massa, terutamanya bahan berita dalam media cetak dan elektronik memainkan peranan penting dalam mengekalkan imej positif SSM. Inisiatif kepada pihak berkepentingan yang dijalankan oleh SSM pada tahun 2012 seperti perenggan berikut:

1. Penglibatan Media Dan Pengiklanan

Pada tahun 2012 menyaksikan peningkatan dalam bilangan penampilan di media elektronik dan cetak terutamanya dalam penerbitan iklan-iklan korporat radio dan televisyen serta sesi temu ramah bersama pihak pengurusan SSM. Beberapa penampilan di media telah diatur antaranya menerusi:

- (a) rangkaian radio seperti Bernama Radio 24, Sinar FM, Klasik Nasional;
- (b) rangkaian televisyen seperti RTM1, TV3, Bernama TV, NTV7, TV9, Astro Awani, 1Malaysia IPTV; dan
- (c) ruangan akhbar Utusan Malaysia, Sinar Harian, Harian Metro, Kosmo, Sin Chew Daily dan sebagainya.

Sepanjang tahun ini sebanyak 458 (akhbar), serta pelbagai program/iklan di Radio (212) dan TV (224) liputan dijalankan bagi mengupas isu-isu semasa seperti Skim Pelaburan, Skim Kutu serta promosi inisiatif seperti MyCoID dan program-program anjuran SSM. Selain itu, beberapa kenyataan media dan temu ramah juga telah diatur bagi menyebarkan maklumat-maklumat penting untuk meningkatkan kesedaran umum terhadap peranan, produk dan perkhidmatan SSM.

2. Majlis Malam SSM Bersama Media 2012

Bagi menghargai pihak media di atas sokongan yang berterusan buat pertama kalinya SSM telah menganjurkan Majlis Malam SSM Bersama Media. Program ini telah diadakan pada 6 Jun 2012 di Hotel Le Meridien, Kuala Lumpur. Objektif program ini diadakan untuk memperkenalkan pengurusan atasan SSM kepada pihak media di samping berkenalan dengan ketua-ketua editor media. Seramai 500 tetamu terdiri daripada wakil-wakil pihak media cetak dan media elektronik telah menghadiri majlis ini.

3. Kunjungan Hormat

Sepanjang tahun ini, SSM menerima beberapa kunjungan hormat daripada delegasi dalam dan luar negara serta lawatan sambil belajar daripada para pelajar universiti tempatan. Siri lawatan tersebut secara kebiasaannya memberi fokus kepada pengenalan fungsi SSM secara keseluruhan, produk dan perkhidmatan SSM terutamanya e-perkhidmatan serta inisiatif-inisiatif lain yang sedang dijalankan serta yang berada dalam perancangan untuk meningkatkan penyampaian perkhidmatan awam.

Sepanjang tahun 2012, SSM telah menerima lawatan daripada pendaftar-pendaftar syarikat dari negara-negara luar. SSM telah menerima kunjungan wakil-wakil dari Capital Markets Authority (CMA) Kenya, Securities and Exchange Commission of Pakistan (SECP), Companies and Intellectual Properties Commission of South Africa (CIPC) dan dari Timor-Leste Misi 'SERVE' yang terdiri daripada wakil-wakil daripada Kerajaan Timor Leste dan International Financial Centre (IFC). Tujuan lawatan-lawatan tersebut tertumpu kepada perkara-perkara yang berkaitan dengan sistem pendaftaran bagi syarikat, perkhidmatan dalam talian, isu-isu penguatkuasaan, kerjasama antara pendaftaran dan latihan. Pada masa yang sama, SSM juga mengambil peluang untuk mendapatkan gambaran yang lebih mendalam ke atas isu-isu yang berkaitan dengan pendaftaran, penguatkuasaan dan teknologi maklumat di negara-negara tersebut.

LAPORAN PENGLIBATAN DAN KERJASAMA PIHAK BERKEPENTINGAN

KUNJUNGAN HORMAT DAN LAWATAN SAMBIL BELAJAR KE SURUHANJAYA SYARIKAT MALAYSIA 2012

NO.	PROGRAM/ATURCARA	TARIKH
1.	Bahagian Sokongan Keluarga (BSK), Jabatan Kehakiman Syariah Malaysia (JKSM)	12 Januari 2012
2.	Unit Perancang, Komunikasi Korporat dan Perniagaan, Cyberview Sdn. Bhd.	13 Januari 2012
3.	Universitas Sriwijaya, Palembang, Indonesia	31 Januari 2012
4.	Pejabat Ketua Pendaftar Mahkamah Persekutuan Malaysia (PKPMP)	17 Februari 2012
5.	Jabatan Perangkaan Malaysia (DOS)	20 Februari 2012
6.	The Malaysian Institute of Chartered Secretaries and Administrators (MAICSA)	20 Februari 2012
7.	Maktab Koperasi Malaysia (MKM)	27 Februari 2012
8.	Gagasan Badan Ekonomi Melayu (GABEM)	6 Mac 2012
9.	Kolej Teknologi Antarabangsa Cybernetics	9 Mac 2012
10.	Maktab Polis DiRaja Malaysia (MPDRM)	9 Mac 2012
11.	Sekolah Menengah Kebangsaan Munsyi Abdullah, Melaka	19 Mac 2012
12.	Petugas Kaunter KPDNKK	22 Mac 2012
13.	Universiti Erasmus, Rotterdam, Eropah	5 April 2012
14.	Unit Tugas-tugas Khas GST, Kastam Diraja Malaysia	17 April 2012
15.	UiTM Perak	20 April 2012
16.	Kolej PTPL Sentral	4 Mei 2012
17.	Management and Science University (MSU)	4 Mei 2012
18.	Kolej Universiti Taylor	17 Mei 2012
19.	UiTM Shah Alam	17 Mei 2012
20.	UPM Serdang	21 Mei 2012
21.	UiTM Johor	8 Jun 2012
22.	<i>Capital Markets Authority (CMA) of Kenya</i>	27 Jun 2012
23.	Kolej Antarabangsa Geomatika	10 Julai 2012
24.	<i>Timor-Leste Serve Mission</i>	11-13 Julai 2012
25.	Mesyuarat Bersama MIDA - Lawatan Delegasi Dari Belgium	12 Julai 2012
26.	<i>Securities and Exchange Commission of Pakistan</i>	3-5 September 2012
27.	Kolej Teknologi Antarabangsa Cybernetics	12 September 2012
28.	Kolej Antarabangsa KFCH	12 September 2012
29.	Petugas Kaunter KPDNKK	12 Oktober 2012
30.	UiTM Shah Alam	6 November 2012
31.	UniSZA Terengganu	7 Disember 2012



4. Pameran Dan Sesi Ekspo

Pada tahun 2012, SSM telah menyertai pelbagai program pameran dan ekspo yang telah dianjurkan di dalam negara. Penyertaan ekspo di luar negara adalah di atas undangan daripada Bahagian Pembangunan Francais, KPDNKK menerusi pelbagai francais antarabangsa yang telah disertai. Ekspo ini bukan sahaja menjadi platform kepada syarikat francais dari seluruh dunia untuk mempromosikan sistem dan

konsep francais, malahan sebagai peluang kepada pelabur untuk mengenal pasti peluang perniagaan baharu. Oleh itu, penyertaan SSM adalah penting untuk memudahkan pertanyaan berhubung cara-cara membuka perniagaan di Malaysia.

SSM juga turut mengambil bahagian dalam pelbagai pameran dan ekspo di seluruh Malaysia sepanjang tahun 2012, seperti berikut:

PAMERAN DAN EKSPLO YANG DISERTAI OLEH SURUHANJAYA SYARIKAT MALAYSIA 2012

NO.	EKSPLO DAN PAMERAN	TARIKH
1.	Pameran Pusat Transformasi Luar Bandar (RTC) Gopeng	16-19 Februari 2012
2.	Pameran Karnival SSM Bersama Rakyat di Pagoh, Johor	3 Mac 2012
3.	Pameran sempena Memorandum Persefahaman (MoU) SSM dan UIA	20 Mac 2012
4.	Pameran Program Kemasyarakatan Koperasi Bersama GLC anjuran SKM	24-25 Mac 2012
5.	Pameran Minggu Saham Amanah Malaysia 2012	20-28 April 2012
6.	Pameran Hari Harta Intelek Negara 2012	27-28 April 2012
7.	Pameran RTC Kota Bharu	3-5 Mei 2012
8.	Pameran Karnival Kerjaya BN Youth Job Fair 2012	11-13 Mei 2012
9.	Pameran <i>Programme 14th China Franchise Convention & Exhibition (CFCE) 2012</i> , Beijing, China	11-13 Mei 2012
10.	Pameran TM BIZ Fest 2012	18-19 Mei 2012
11.	Pameran Program Hari Belia Negara 2012	23-27 Mei 2012
12.	Pameran Majlis Pelancaran Sistem Dalam Talian Francais (MYFEX)	29 Mei 2012
13.	Pameran di Pusat Transformasi Bandar (UTC) Melaka	1 Jun 2012
14.	Pameran Ekspo Perniagaan Malaysia-Indonesia (MIBEX) 2012, Jakarta, Indonesia	1-3 Jun 2012
15.	Pameran sempena Sambutan Bulan Pengguna Kebangsaan 2012	1-3 Jun 2012
16.	Pameran Ekspo Beli Barangan Buatan Malaysia	6-10 Jun 2012
17.	Pameran <i>SSM National Conference 2012</i>	12-13 Jun 2012
18.	Pameran Program SSM Bersama Rakyat di Bera, Pahang	16 Jun 2012
19.	Pameran SMIDEX 2012	20-22 Jun 2012
20.	Pameran sempena Pelancaran Pusat Transformasi Bandar (UTC) Melaka	23 Jun 2012
21.	Pameran <i>Franchise International Malaysia (FIM) 2012</i>	6-8 Julai 2012
22.	Pameran Hari Koperasi Negara 2012	13-15 Julai 2012
23.	Pameran sempena Majlis Ramah Mesra Bersama Penjaja dan Peniaga Kecil di Bera, Pahang	4 Ogos 2012
24.	Pameran Program Pembangunan Sosio Ekonomi Untuk Veteran Tak Berpencen	13 September 2012
25.	Pameran Majlis Pelancaran Pertubuhan Seni Silat Pusaka Gayong Malaysia di Institut Pendidikan Guru Kampus BM	15 September 2012
26.	Pameran <i>Shanghai International Franchise Exhibition (SIFE) 2012</i> , Shanghai, China	15-17 September 2012
27.	Pameran <i>Info Franchise & Business Concept Expo 2012</i> , Medan, Indonesia	21-23 September 2012

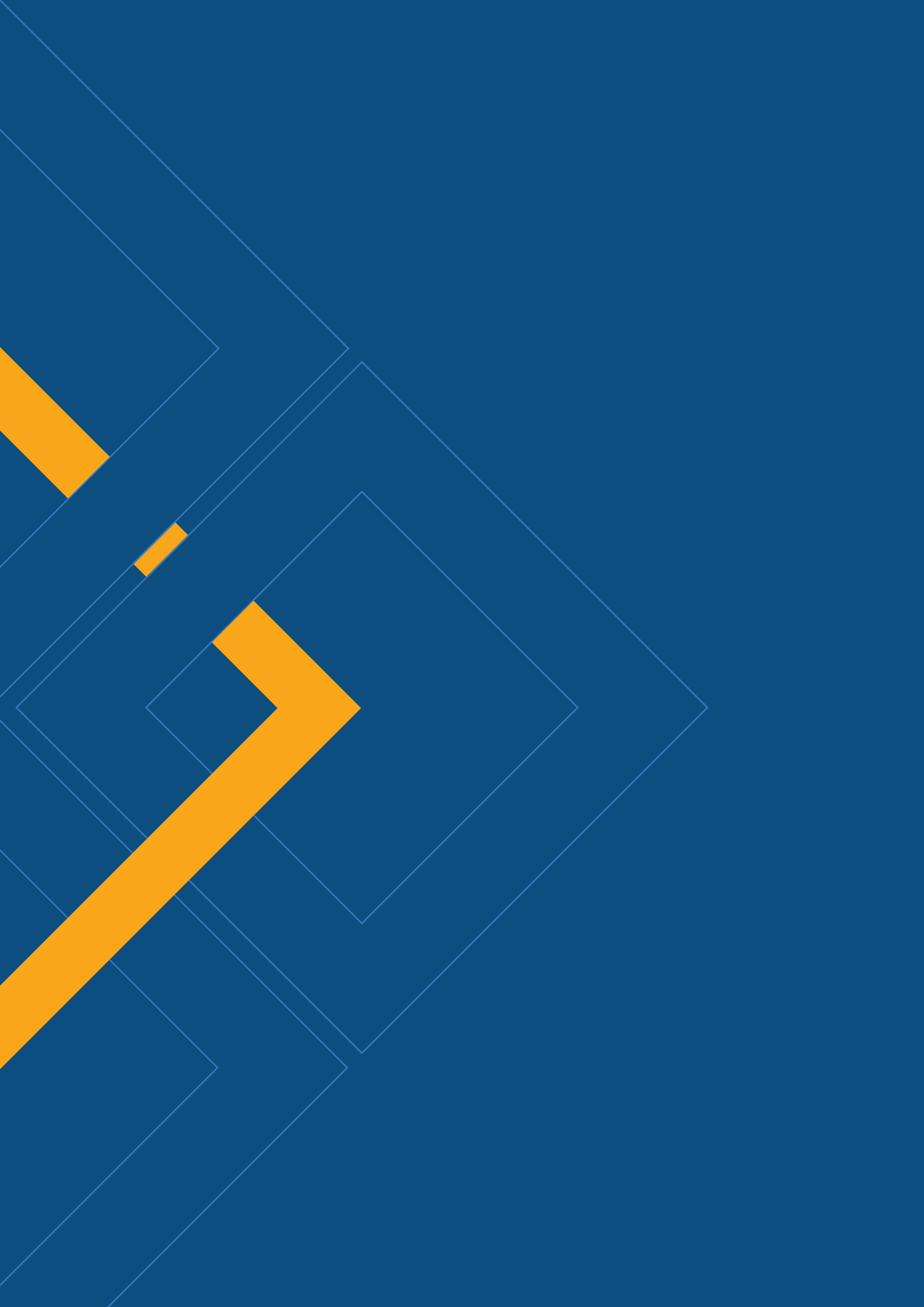
LAPORAN PENGLIBATAN DAN KERJASAMA PIHAK BERKEPENTINGAN

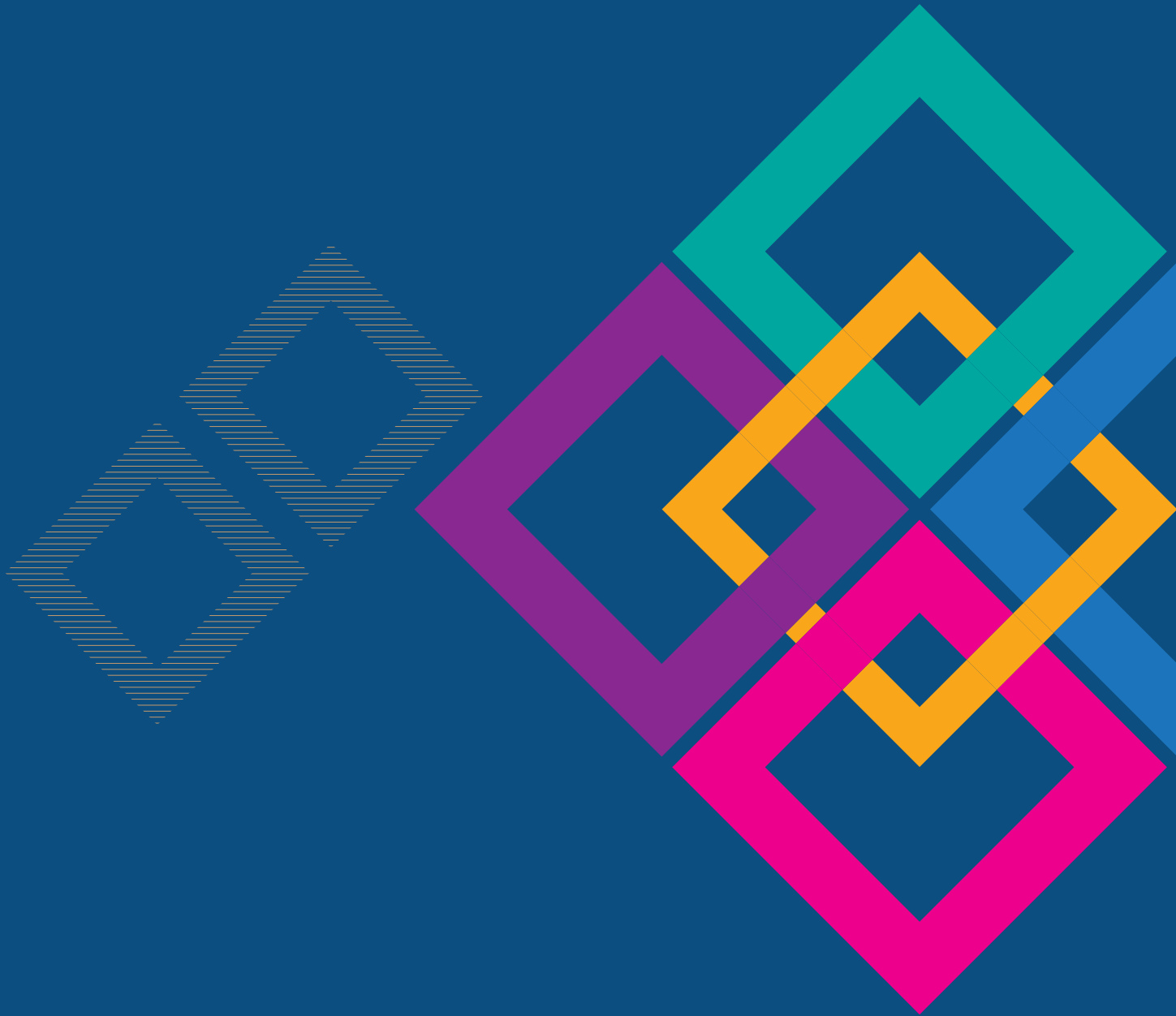
NO.	EKSPO DAN PAMERAN	TARIKH
28.	Pameran Seminar <i>2012 Tuanku Ja'afar Law Conference and Workshop on Academic Entrepreneur and University Start-ups</i> di FUU UKM	2-3 Oktober 2012
29.	Pameran sempena seminar kerjaya dan keusahawanan JCorp (UniKL-BMI)	4-5 Oktober 2012
30.	Pameran Fiesta Bera 2012	5-7 Oktober 2012
31.	Pameran <i>Showcase Malaysia-Pune 2012</i> , Pune, India	10-12 Oktober 2012
32.	Pameran Program <i>Explore Hunt</i> Kepenggunaan Media dan Artis	14 Oktober 2012
33.	Pameran & Kaunter Bergerak sempena Program Penjaja 1Malaysia	14 Oktober 2012
34.	Pameran Ekspo Beli Barang Buatan Malaysia Zon Selatan	20 Oktober 2012
35.	Pameran Program 1 Malaysia <i>Unified Sale</i>	20-21 Oktober 2012
36.	Pameran Bio Malaysia 2012	5-7 November 2012
37.	Pameran <i>5th World Halal Expo (WHE) 2012</i> , Dubai, Emiriyah Arab Bersatu (UAE)	11-14 November 2012
38.	Pameran Konvensyen Penjaja dan Peniaga Kecil Nasional 2012 KPDNKK di Pusat Konvensyen Antarabangsa Putrajaya	18 November 2012
39.	Pameran MAHA 2012	23 Nov-2 Dis 2012
40.	Pameran Program <i>1 Home 1 Indian Entrepreneur</i> di Pearl International Hotel	24 November 2012
41.	Pameran bersempena <i>International Trade Malaysia (INTRADE)</i> di MATRADE MECC KL	27-29 November 2012
42.	Pameran <i>World SME Expo (WSE) 2012</i> , Hong Kong	5-10 Disember 2012
43.	Pameran Satu Daerah Satu Industri (SDSI) di MITC Melaka	7-9 Disember 2012
44.	Pameran sempena Seminar Industri Pembersihan Malaysia 2012	12 Disember 2012
45.	Pameran sempena Sambutan Hari Inovasi KPDNKK 2012	13-14 Disember 2012
46.	Pameran sempena Majlis Pelancaran Inisiatif di bawah <i>1Malaysia Veteran Recognition Programme (1MVRP)</i> - Strategi Lautan Biru Nasional (NBOS7) di SMK Clifford, Kuala Kangsar, Perak	15-16 Disember 2012

PROGRAM-PROGRAM OUTREACH DI PEJABAT-PEJABAT NEGERI

Pejabat-pejabat SSM negeri di seluruh Malaysia juga turut memainkan peranan yang sama pentingnya seperti di Ibu pejabat. Pejabat-pejabat negeri juga bertanggungjawab untuk menggalakkan komuniti peniaga mengenai keperluan mendaftarkan perniagaan mereka di samping memberi kesedaran kepada pengarah-pengarah, setiausaha dan pemegang saham syarikat akan tanggungjawab mereka dalam menjalankan tugas di samping keperluan mematuhi peruntukkan akta yang berkaitan. Di samping itu, golongan peniaga juga

akan dimaklumkan mengenai pelbagai inisiatif yang ditawarkan oleh SSM. Hubungan baik yang dijalinan dengan kerajaan-kerajaan tempatan, persatuan-persatuan peniaga dan agensi penguatkuasaan lain telah memberi peluang kepada SSM untuk menjelaskan kepada orang awam mengenai tugas dan fungsi SSM. Pendekatan ini juga akan membantu SSM dalam meningkatkan kefahaman mengenai pendaftaran perniagaan, keperluan akta yang ditadbir oleh SSM, perkhidmatan yang disediakan oleh SSM serta hak-hak peniaga telah membantu dalam meningkatkan kadar pematuhan akta yang ditadbir SSM.





PENYATAAN KAWALAN DALAMAN



PENYATAAN KAWALAN DALAMAN

PENGENALAN

SSM merupakan badan selia korporat yang diberi peranan khas sebagai pengawalselia fungsi pendaftaran. Bagi memastikan ia terus menjadi salah satu badan selia korporat yang efektif, tahap tadbir urus korporat yang tinggi bersama-sama dengan amalan terbaik tadbir urus korporat perlu diguna pakai. Sistem kawalan dalaman yang mantap merupakan komponen penting yang perlu dititikberatkan bagi memastikan visi dan misi SSM tercapai melalui penggalakan budaya telus dan akauntabiliti.

Berdasarkan keadaan semasa kewangan dan kegawatan ekonomi pada masa kini, SSM sebagai salah sebuah agensi di bawah kerajaan mempunyai peranan penting mempamerkan contoh terbaik, supaya sumber yang telah dipertanggungjawabkan dan kuasa yang diamanahkan dapat diurus, dikawal dan dilaksanakan dengan baik.

SSM berpendapat bahawa untuk melaksanakan prinsip-prinsip tadbir urus korporat yang baik ia perlu melalui amalan dan komitmen yang berterusan.

TANGGUNGJAWAB BAGI PENGURUSAN RISIKO DAN KAWALAN DALAMAN

Anggota Suruhanjaya SSM bertanggungjawab dalam memastikan persekitaran terbaik dan kondusif di dalam organisasi bagi memastikan misi, matlamat dan objektif SSM tercapai. Sistem kawalan pengurusan risiko dalaman telah dibangunkan oleh pihak pengurusan dengan kerjasama pemilik proses dari pelbagai bahagian di dalam organisasi. Setiap bahagian tersebut telah membangunkan pelbagai polisi dan prosedur berserta kawalan dalaman yang relevan dengan proses kerja bagi menangani risiko-risiko yang berkaitan.

Pihak pengurusan yang mempunyai akauntabiliti terhadap Anggota Suruhanjaya bertanggungjawab mewujudkan sistem kawalan dalaman yang efektif seterusnya menjadi asas serta mekanisme kawalan dan semakan yang kukuh di dalam organisasi bagi melindungi kepentingan SSM dan pihak-pihak berkepentingan yang lain. Jawatankuasa Audit dan Pengurusan Risiko (JAPRS) bertanggungjawab menyemak penyata kewangan tahunan Suruhanjaya serta menyatakan pendapat ke atas kawalan dalaman sedia ada melalui aktiviti-aktiviti pengauditan yang dijalankan dimana ianya telah dinyatakan dengan jelas di dalam piagam JAPRS.

PENGURUSAN RISIKO

Pengurusan risiko adalah satu proses pencegahan melalui pemerhatian dan laporan dimana kaedah ini dapat mencegah sesuatu peristiwa yang tidak diingini dari berlaku atau kesannya dapat dikurangkan ke tahap yang paling minima. Kami berkeyakinan bahawa risiko sememangnya tidak boleh dihapuskan sama sekali tetapi ia boleh diuruskan. Antara pendekatan pengurusan risiko yang diaplikasikan adalah seperti penyeliaan berasaskan risiko, penguatkuasaan strategik, kajian ke atas undang-undang produk serta membangunkan pelan pemulihan bencana teknologi maklumat. Objektif-objektif bagi pengurusan risiko adalah seperti berikut:

- Mengenal pasti dan mengurus risiko SSM dalam semua aspek secara berterusan;
- Kesedaran dalam pengurusan risiko dapat mempertingkatkan proses pembuatan keputusan oleh Anggota Suruhanjaya dan pihak pengurusan;
- Penglibatan audit dalam setiap proses penilaian dan keputusan tender dapat menggalakkan ketelusan serta tadbir urus korporat yang baik;

- Memudahkan perkongsian maklumat dan penyelarasan kerja, dapat meningkatkan kecekapan penggunaan sumber dan mengelakkan pertindihan kerja; dan
- Menyediakan kaedah penilaian risiko yang bersesuaian serta menilai sama ada isu-isu yang dibangkitkan boleh diterima atau perlu ditolak.

Melalui proses perancangan audit dan risiko tahunan, Seksyen Audit Dalam sentiasa memastikan objektif audit, strategi serta program yang dirancang selari dengan risiko-risiko yang berkaitan dengan persekitaran SSM; mengambil kira tanggungjawab SSM terhadap sektor korporat dan perniagaan; dan isu-isu berkaitan sumber dan operasi SSM sebagai badan penguatkuasaan dan pendaftaran. Selain itu, kami juga menilai kecekapan proses kerja, manual prosedur kerja, sistem kawalan dalaman organisasi (sistem dan operasi) serta amalan tadbir urus dalam menangani risiko ke tahap paling minimum bagi mencapai matlamat, objektif dan misi SSM.

Pendekatan menangani risiko dilaksanakan dengan mengambil kira keseluruhan aspek berkaitan di mana setiap Bahagian, sebagai pemilik proses, perlu mengenal pasti dan menilai risiko yang boleh mempengaruhi organisasi selaras dengan peranan SSM selaku badan kawal selia bebas persekutuan yang mempunyai kuasa autonomi mentadbir dan menguatkuasakan undang-undang syarikat dan perniagaan serta sebagai pemegang amanah dokumen berkanun syarikat. Ini dapat dicapai melalui pembangunan profil risiko keseluruhan organisasi yang disediakan oleh Unit Pengurusan Risiko (UPR). Proses ini sentiasa dipantau oleh pihak pengurusan dengan bantuan UPR. Seksyen Audit Dalam juga akan mengambil kira risiko-risiko tersebut dalam kerja-kerja pengauditan yang dijalankan serta ketika membuat perancangan audit. Sekiranya terdapat penemuan risiko baru semasa pengauditan dijalankan, ia akan dimaklumkan bagi mengemas kini profil risiko sedia ada serta memastikan langkah-langkah pencegahan diambil bagi mengurangkan risiko.

AUDIT DALAMAN

Anggota Suruhanjaya telah membentuk sebuah jawatankuasa pengawasan iaitu JAPRS yang berperanan mengkaji semula dan menilai kecukupan dan integriti kawalan dalaman dan fungsi pengurusan risiko di SSM. Anggota Suruhanjaya akan memilih di kalangan ahli JAPRS untuk dilantik sebagai pengerusi dan JAPRS berperanan memantau aktiviti-aktiviti audit dalam dan fungsi pengurusan risiko SSM.

Bagi memastikan sistem kawalan dalaman beroperasi sebagaimana yang disasarkan, proses pengauditan yang dilaksanakan oleh Seksyen Audit Dalam adalah bebas daripada pengaruh dan kawalan pihak pengurusan serta operasi, seterusnya memastikan tahap dan integriti sistem kawalan dalaman terjamin. Bagi memelihara kebebasan dan objektif pengauditan, Ketua Seksyen Audit Dalam akan melaporkan secara pentadbiran sahaja kepada Ketua Pegawai Eksekutif manakala fungsinya kepada JAPRS. Setiap penempatan dan pertukaran staf juga perlu melalui kelulusan JAPRS.

Proses pengauditan akan yang dilaksanakan oleh Seksyen Audit Dalam adalah berdasarkan kepada perancangan tahunan yang disemak dan diluluskan oleh JAPRS. Pengauditan secara berkala terhadap komponen utama operasi dilaksanakan berpandukan perancangan tahunan audit dalam dimana seterusnya laporan-laporan audit yang mengandungi maklum balas daripada bahagian yang diaudit, akan dibentangkan kepada pihak pengurusan untuk diulas dan dibincangkan.

Melalui mesyuarat yang diadakan secara berkala oleh JAPRS, penemuan-penemuan audit akan dibentangkan dan sekiranya perlu, ia juga akan dibentangkan kepada Anggota Suruhanjaya untuk perbincangan lanjut dan pihak pengurusan pula perlu mengemukakan pelan rektifikasi.



PENYATAAN KAWALAN DALAMAN

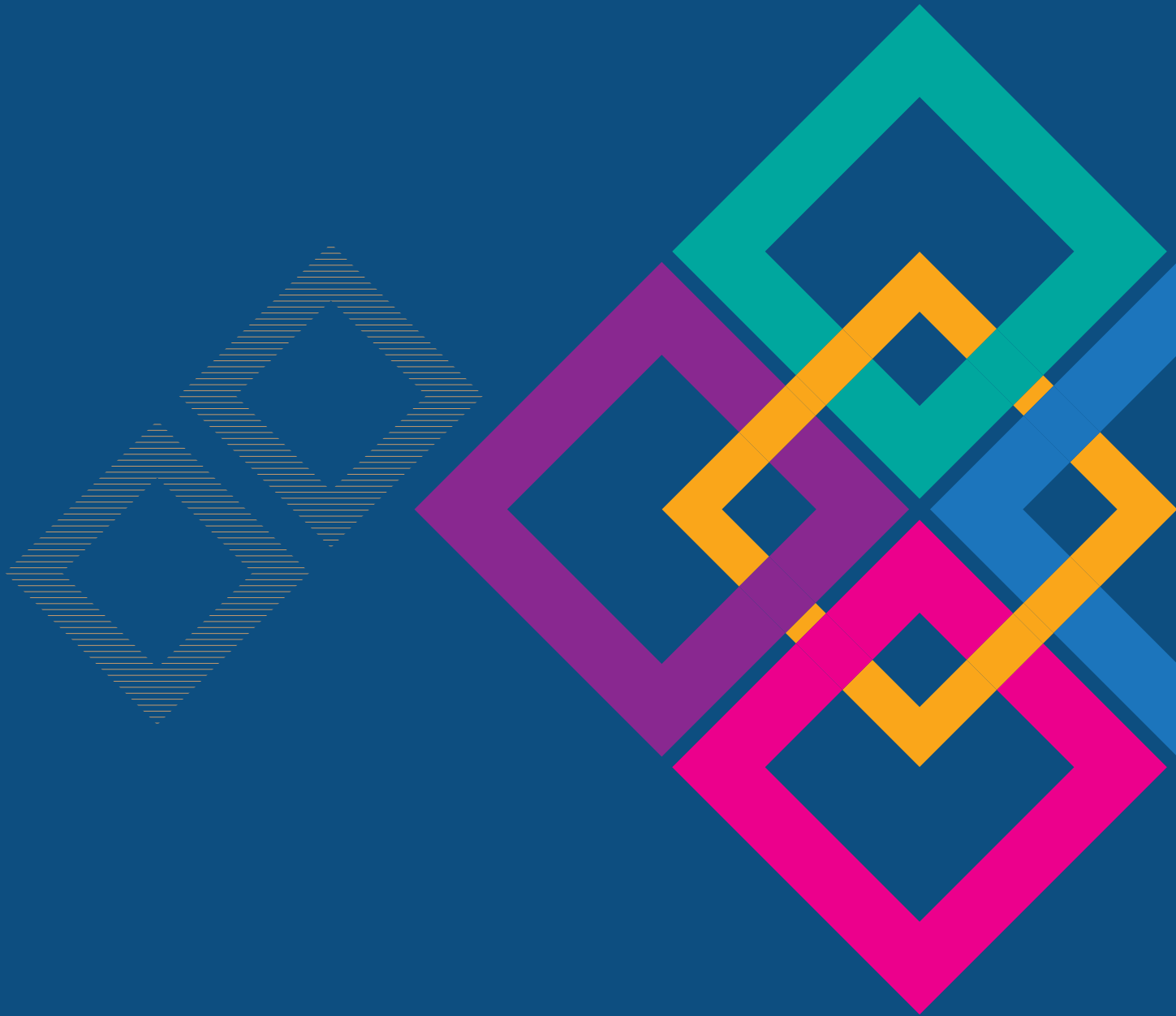
FUNGSI KAWALAN ORGANISASI

Elemen-elemen utama fungsi kawalan SSM adalah seperti berikut:

- Mewujudkan satu struktur pelaporan organisasi yang jelas dengan penetapan garis panduan oleh pihak pengurusan atasan.
- Satu dasar latihan yang konsisten dan mewujudkan perancangan penggantian bagi memastikan kesinambungan peranan dalam pembuatan keputusan kritikal.
- Mengemas kini Penilaian Penunjuk Prestasi Tahunan (KPI) dan Sasaran Prestasi Utama (KPT) secara berterusan dan menyemak semula polisi dan prosedur bagi mencapai objektif, visi dan misi organisasi.
- Menilai semula sistem kawalan dan prosedur secara efektif dan berterusan.
- Perubahan paradigma dalam proses dan prosedur bekerja sejajar dengan pindaan Akta Syarikat dan Pengenalan Akta Perkongsian Liabiliti Terhad (Akta PLT 2012).
- Seksyen integriti berperanan memantau kelakuan, salah laku dan integriti kakitangan SSM.
- Proses pengambilan cuti, tuntutan dan pembayaran pendahuluan melalui sistem berkomputer dilihat sebagai berisiko tinggi dan terdedah kepada penyalahgunaan. Pegawai yang meluluskan akan diberi akses meluluskan tuntutan berdasarkan rekod dan dokumen sokongan yang dimuat turun melalui sistem.
- Setiap staf diminta mengisytiharkan semua kepentingan atau hubungan yang boleh mengaitkan atau meletakkan mereka dalam kedudukan mempengaruhi sebarang keputusan yang dibuat.
- Polisi dan prosedur dalam proses perolehan telah menetapkan dua jawatankuasa berbeza iaitu komersil dan teknikal di mana kedua-dua jawatankuasa ini memainkan peranan berbeza dalam menilai sesuatu tender. Setiap penilaian yang dibuat oleh kedua-dua jawatankuasa ini akan dinilai dan dipertimbangkan oleh Jawatankuasa Perolehan.
- Penglibatan juruaudit dalam sebagai pemerhati bebas di semua peringkat proses perolehan melalui kaedah tender adalah bertujuan menggalakkan ketelusan dan akauntabiliti.
- Dasar Keselamatan ICT SSM 2012 diperkenalkan untuk memastikan perlindungan yang berkesan dan penggunaan komputer SSM secara betul. Polisi ini merupakan garis panduan yang lengkap dan membantu meningkatkan disiplin serta memberi rujukan jelas bagi kakitangan Bahagian Pengurusan IT dalam menjalankan tugas mereka.
- Polisi Kawalan Capaian membenarkan pegawai yang berkuasa melihat tahap akses setiap staf bagi tujuan memantau tahap capaian yang dibenarkan mengikut skop kerja bagi setiap staf tersebut.
- Pihak berkuasa berkaitan klasifikasi dokumen dibolehkan untuk memilih individu untuk mengklasifikasikan dokumen-dokumen tertentu dan seterusnya mengendalikan prosedur berkaitan pengurusan dan pengendalian dokumen.
- Pekeliling, memo, manual dan prosedur yang disediakan secara dalam talian membolehkan kakitangan mendapatkannya secara mudah dan ini merupakan usaha untuk menggalakkan kesedaran dan pematuhan di kalangan kakitangan SSM.

Penyataan ini telah dibentangkan di dalam mesyuarat Jawatankuasa Audit dan Pengurusan Risiko pada 14 Februari 2013 untuk penelitian dan seterusnya akan dibentangkan di dalam Mesyuarat Suruhanjaya akan datang.

Pada 1 Mac 2013, penyataan ini telah dibentangkan di dalam Mesyuarat Suruhanjaya dan diluluskan dengan sewajarnya tanpa apa-apa pindaan.



PENYATA KEWANGAN



**SIJIL KETUA AUDIT NEGARA
MENGENAI PENYATA KEWANGAN
SURUHANJAYA SYARIKAT MALAYSIA
BAGI TAHUN BERAKHIR 31 DISEMBER 2012**

Penyata Kewangan Suruhanjaya Syarikat Malaysia bagi tahun berakhir 31 Disember 2012 telah diaudit oleh wakil saya. Pihak pengurusan bertanggungjawab terhadap Penyata Kewangan ini. Tanggungjawab saya adalah mengaudit dan memberi pendapat terhadap Penyata Kewangan tersebut.

Pengauditan telah dilaksanakan mengikut Akta Audit 1957 dan berpandukan piawaian pengauditan yang diluluskan. Piawaian tersebut menghendaki pengauditan dirancang dan dilaksanakan untuk mendapat kepastian yang munasabah sama ada Penyata Kewangan adalah bebas daripada kesilapan atau ketinggalan yang ketara. Pengauditan ini termasuk memeriksa rekod dan dokumen secara semak uji, menyemak bukti yang menyokong angka dan memastikan pendedahan yang mencukupi dalam Penyata Kewangan. Penilaian juga dibuat terhadap prinsip perakaunan yang digunakan, unjuran signifikan oleh pengurusan dan persembahan Penyata Kewangan secara keseluruhan. Saya percaya pengauditan yang dilaksanakan memberi asas yang munasabah terhadap pendapat saya.

Pada pendapat saya, Penyata Kewangan ini memberi gambaran yang benar dan saksama terhadap kedudukan kewangan Suruhanjaya Syarikat Malaysia pada 31 Disember 2012 serta hasil operasi dan aliran tunainya untuk tahun tersebut adalah selaras dengan piawaian perakaunan yang diluluskan.

(NIKRUL TARMIZI BIN AWALLUDIN)

b.p. KETUA AUDIT NEGARA
MALAYSIA

PUTRAJAYA
8 JULAI 2013



PENYATA Pengerusi dan Seorang Anggota SURUHANJAYA SYARIKAT MALAYSIA

Kami, **DATO' SARIPUDDIN BIN KASIM** dan **MOHD NAIM BIN DARUWISH**, yang merupakan Pengerusi dan salah seorang Anggota SURUHANJAYA SYARIKAT MALAYSIA, dengan ini menyatakan bahawa, pada pendapat Anggota, Penyata Kewangan yang mengandungi Lembaran Imbangan, Penyata Pendapatan, Penyata Perubahan Ekuiti dan Penyata Aliran Tunai yang berikut ini beserta dengan nota-nota kepada Penyata Kewangan di dalamnya, adalah disediakan untuk menunjukkan pandangan yang benar dan saksama berkenaan kedudukan **SURUHANJAYA SYARIKAT MALAYSIA** pada 31 Disember 2012 dan hasil kendaliannya serta perubahan kedudukan kewangannya bagi tahun berakhir pada tarikh tersebut.

Bagi pihak Suruhanjaya,



Nama : DATO' SARIPUDDIN BIN KASIM
Gelaran : Pengerusi Suruhanjaya
Tarikh : 1 Julai 2013
Tempat : KUALA LUMPUR

Bagi pihak Suruhanjaya,



Nama : MOHD NAIM BIN DARUWISH
Gelaran : ANGGOTA SURUHANJAYA
Tarikh : 1 Julai 2013
Tempat : KUALA LUMPUR

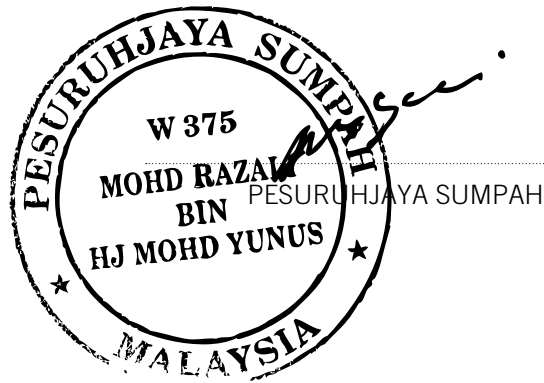


PERAKUAN OLEH PEGAWAI UTAMA YANG BERTANGGUNGJAWAB KE ATAS PENGURUSAN KEWANGAN SURUHANJAYA SYARIKAT MALAYSIA

Saya, **ZAHRAH BT ABD. WAHAB FENNER**, pegawai utama yang bertanggungjawab ke atas pengurusan kewangan dan rekod-rekod perakaunan **SURUHANJAYA SYARIKAT MALAYSIA**, dengan ikhlasnya mengakui bahawa Lembaran Imbangan, Penyata Pendapatan, Penyata Perubahan Ekuiti dan Penyata Aliran Tunai dalam kedudukan kewangan yang berikut ini beserta dengan nota-nota kepada Penyata Kewangan di dalamnya mengikut sebaik-baik pengetahuan dan kepercayaan saya, adalah betul dan saya membuat ikrar ini dengan sebenarnya mempercayai bahawa ia adalah benar dan atas kehendak Akta Aduan Berkanun, 1960.

Sebenarnya dan sesungguhnya)
diakui oleh penama di atas di)
Kuala Lumpur pada)
1 Mac 2013)

Di hadapan saya,



No. 3-53B Jalan Desa 2/1
Desa Aman Puri, Kepong,
52100 Kuala Lumpur.

LEMBARAN IMBANGAN PADA 31 DISEMBER 2012

	Nota	2012 RM	2011 RM
Aset Bukan Semasa			
Harta, kelengkapan dan peralatan	3	162,678,958	179,267,104
Pelaburan jangka panjang	4	132,216,324	125,542,976
Kerja dalam kemajuan	5	2,990,314	3,256,284
Pembiayaan pekerja	6	46,911,458	37,380,389
		344,797,054	345,446,753
Aset Semasa			
Penghutang perdagangan	7	1,134,063	1,223,899
Penghutang lain, deposit dan pra bayar	8	6,526,569	5,921,966
Pembiayaan pekerja	6	3,551,237	2,715,885
Pelaburan jangka pendek	9	67,221,000	103,905,642
Inventori	10	1,196,680	1,347,240
Tunai dan kesetaraan tunai	11	322,966,461	278,921,063
		402,596,010	394,035,695
JUMLAH ASET		747,393,064	739,482,448

Nota-nota di muka surat 103 hingga 129 merupakan sebahagian daripada penyata kewangan ini



LEMBARAN IMBANGAN PADA 31 DISEMBER 2012

	Nota	2012 RM	2011 RM
EKUITI DAN LIABILITI			
Ekuiti			
Geran Kerajaan	12	17,930,261	24,041,453
Lebihan terkumpul		459,086,839	465,502,280
Dana pembiayaan pekerja	13	76,000,000	56,000,000
		553,017,100	545,543,733
Liabiliti Bukan Semasa			
Peruntukan Faedah Pekerja	14	569,293	582,416
		569,293	582,416
Liabiliti Semasa			
Kumpulan Wang Disatukan Persekutuan	15	177,514,293	178,512,770
Pemiutang lain	16	13,496,378	11,576,366
Pemiutang projek jangka pendek	17	0	3,267,163
Peruntukan cukai korporat	22	2,796,000	0
		193,806,671	193,356,299
Jumlah Liabiliti		194,375,964	193,938,715
JUMLAH EKUITI DAN LIABILITI		747,393,064	739,482,448

Nota-nota di muka surat 103 hingga 129 merupakan sebahagian daripada penyata kewangan ini

PENYATA PENDAPATAN BAGI TAHUN KEWANGAN BERAKHIR 31 DISEMBER 2012

	Nota	2012 RM	2011 RM
Pendapatan	18	355,061,224	357,706,236
Kumpulan Wang Disatukan Persekutuan	15	(177,514,293)	(178,512,770)
		177,546,931	179,193,466
Perbelanjaan Operasi			
Kos pekerja	19	87,292,476	72,291,279
Kos pentadbiran	20	57,920,850	57,887,530
Susutnilai	3	21,695,684	20,696,763
Pelunasan ke atas geran yang diterima dan pelaburan jangka panjang		(5,742,638)	(3,355,521)
		161,166,372	147,520,051
Lebihan sebelum cukai	21	16,380,559	31,673,415
Cukai	22	2,796,000	-
Lebihan selepas cukai		13,584,559	31,673,415

Nota-nota di muka surat 103 hingga 129 merupakan sebahagian daripada penyata kewangan ini



PENYATA PERUBAHAN EKUITI BAGI TAHUN KEWANGAN BERAKHIR 31 DISEMBER 2012

	← Geran Modal →				
	Geran Kerajaan RM	Manfaat Perletakhakan RM	Lebih Terkumpul RM	Dana Pembiayaan Pekerja RM	Jumlah RM
Baki pada 1 Januari 2011	24,855,000	11,596	433,828,865	56,000,000	514,695,461
<u>Lebih bersih tidak diambil kira dalam penyata pendapatan</u>					
Pelunasan ke atas geran yang diterima	(3,900,000)	(7,853)	-	-	(3,907,853)
	(3,900,000)	(7,853)	-	-	(3,907,853)
Geran Kerajaan yang diterima dalam tahun semasa	3,082,710	-	-	-	3,082,710
Lebih selepas cukai	-	-	31,673,415	-	31,673,415
Baki pada 31 Disember 2011	24,037,710	3,743	465,502,280	56,000,000	545,543,733
<u>Lebih bersih tidak diambil kira dalam penyata pendapatan</u>					
Pelunasan ke atas geran yang diterima	(6,111,192)	-	-	-	(6,111,192)
	(6,111,192)	-	-	-	(6,111,192)
Tambahan dana pembiayaan pekerja	-	-	(20,000,000)	20,000,000	-
Lebih selepas cukai	-	-	13,584,559	-	13,584,559
Baki pada 31 Disember 2012	17,926,518	3,743	459,086,839	76,000,000	553,017,100

Nota-nota di muka surat 103 hingga 129 merupakan sebahagian daripada penyata kewangan ini

PENYATA ALIRAN TUNAI BAGI TAHUN KEWANGAN BERAKHIR 31 DISEMBER 2012

	2012 RM	2011 RM
<u>Aktiviti Kendalian</u>		
Lebihan sebelum cukai	16,380,559	31,673,415
Pelarasan bagi:		
Susutnilai	21,695,684	20,696,763
Pelunasan ke atas geran yang diterima	(6,111,192)	(3,907,853)
Pelunasan ke atas pelaburan jangka panjang	368,554	552,332
(Keuntungan)/Kerugian dari pelupusan harta, kelengkapan dan peralatan	(32,636)	(408,461)
Keuntungan dan dividen daripada pelaburan	(20,980,232)	(19,411,186)
Keuntungan operasi sebelum perubahan modal kerja	11,320,737	29,195,010
(Pertambahan)/Pengurangan inventori	150,560	(552,562)
(Pertambahan)/Pengurangan penghutang perdagangan	89,836	(419,368)
(Pertambahan)/Pengurangan penghutang lain, deposit dan prabayar	(604,603)	(1,074,738)
Pertambahan/(Pengurangan) Kumpulan Wang Disatukan Persekutuan	(998,477)	17,080,071
Pertambahan/(Pengurangan) pemiutang lain	1,923,469	1,823,104
Pertambahan/(Pengurangan) pemiutang kerja dalam kemajuan	(3,267,164)	2,211,086
Pertambahan/(Pengurangan) peruntukan faedah pekerja	(16,580)	(124,878)
Tunai bersih dari aktiviti kendalian	8,597,778	48,137,725
<u>Tunai dari aktiviti pelaburan</u>		
Pemerolehan harta, kelengkapan dan peralatan	(5,108,479)	(11,856,935)
Terimaan daripada pelupusan harta, kelengkapan dan peralatan	33,578	505,290
(Pertambahan)/Pengurangan kerja dalam kemajuan	265,970	3,019,074
Peletakan dalam pelaburan	29,642,739	15,324,116
Terimaan keuntungan dan dividen	20,980,232	19,411,186
Pembiayaan pekerja	(13,647,244)	(12,829,115)
Bayaran balik pembiayaan pekerja	3,280,826	2,389,296
Tunai bersih dari/(digunakan untuk) aktiviti pelaburan	35,447,622	15,962,912

Nota-nota di muka surat 103 hingga 129 merupakan sebahagian daripada penyata kewangan ini



PENYATA ALIRAN TUNAI BAGI TAHUN KEWANGAN BERAKHIR 31 DISEMBER 2012

	2012 RM	2011 RM
<u>Tunai dari aktiviti kewangan</u>		
Geran Kerajaan	0	3,082,710
Tunai bersih dari aktiviti kewangan	0	3,082,710
(Pengurangan)/Pertambahan bersih tunai dan kesetaraan tunai	44,045,400	67,183,347
Tunai dan kesetaraan tunai pada awal tahun	278,921,061	211,737,714
Tunai dan kesetaraan tunai pada akhir tahun	322,966,461	278,921,061

Nota-nota di muka surat 103 hingga 129 merupakan sebahagian daripada penyata kewangan ini

NOTA KEPADA PENYATA KEWANGAN BAGI TAHUN KEWANGAN BERAKHIR 31 DISEMBER 2012

1. AKTIVITI UTAMA

Suruhanjaya Syarikat Malaysia (Suruhanjaya) adalah merupakan sebuah badan berkanun yang ditubuhkan di bawah Akta Suruhanjaya Syarikat Malaysia 2001 (Akta 614). Aktiviti utama Suruhanjaya adalah pengawal selia perbadanan, syarikat dan perniagaan di bawah Akta Syarikat 1965, Akta Pendaftaran Perniagaan 1956, Akta Syarikat Amanah 1949, Akta (Larangan) Kumpulan Wang Kootu 1971 dan mana-mana perundangan subsidiari yang dibuat di bawah Akta-Akta yang disebut di atas.

Tiada perubahan yang signifikan terhadap aktiviti utama dalam tahun semasa.

2. POLISI PERAKAUNAN YANG SIGNIFIKAN

Polisi perakaunan yang dinyatakan di bawah telah diguna pakai secara konsisten oleh Suruhanjaya pada semua tahun terdahulu yang dibentangkan dalam penyata kewangan ini, melainkan jika dinyatakan sebaliknya.

(a) Asas Penyediaan

Penyata kewangan Suruhanjaya telah disediakan mengikut piawaian perakaunan yang diluluskan oleh Lembaga Piawaian Perakaunan Malaysia (MASB) untuk entiti persendirian (Piawaian Pelaporan Entiti Persendirian).

Penyata kewangan Suruhanjaya telah disediakan mengikut asas kos sejarah, kecuali yang didedahkan dalam ringkasan polisi perakaunan yang signifikan.

Penyediaan penyata kewangan memerlukan pengurusan untuk membuat pertimbangan, anggaran dan andaian yang mempengaruhi pemakaian polisi perakaunan dan laporan amaun aset, liabiliti, pendapatan dan perbelanjaan. Walaupun pertimbangan, anggaran dan andaian adalah berdasarkan kepada pengetahuan dan tindakan semasa yang terbaik, keputusan sebenar mungkin berbeza.

Anggaran dan andaian disemak atas dasar berterusan. Semakan anggaran perakaunan diiktiraf dalam tempoh di mana anggaran disemak dan dalam mana-mana tempoh hadapan yang berkenaan.

(b) Peletakhakan Aset, Hak dan Liabiliti

Ini merupakan aset, hak dan liabiliti Kerajaan Malaysia yang dipindahkan kepada dan dipeletakhakan dalam Suruhanjaya. Hanya dinyatakan selepas mengambilkira semua perbelanjaan terus dan susutnilai aset yang dipeletakhakan.

Peletakhakan aset, hak dan liabiliti dinyatakan pada nilai saksama dan diiktiraf dalam lembaran imbalan berdasarkan kepada tarikh peletakhakan.

Peletakhakan aset bukan tunai dilunaskan berdasarkan kepada anggaran hayat penggunaannya. Manfaat ini dinyatakan sebagai pelunasan ke atas geran yang diterima dalam penyata perubahan ekuiti.



2. POLISI PERAKAUNAN YANG SIGNIFIKAN (sambungan)

(c) Harta, Kelengkapan dan Peralatan

Harta, kelengkapan dan peralatan dinyatakan pada kos sejarah setelah ditolak susutnilai terkumpul dan kerugian kemerosotan. Kos adalah termasuk perbelanjaan yang berkaitan terus dengan perolehan sesuatu aset berkenaan.

Kos berikutan diambil kira dalam jumlah bawaan aset atau diiktiraf sebagai aset berasingan, yang mana berkenaan, jika manfaat ekonomi masa hadapan berkaitan item berkenaan berkemungkinan akan mengalir kepada Suruhanjaya dan kos berkenaan boleh diukur dengan pasti.

Harta, kelengkapan dan peralatan disusutnilaikan mengikut kaedah garis lurus untuk menghapus kira kos sesuatu aset, atau amaun nilai semula, kepada nilai baki ke atas anggaran tempoh hayat kegunaan. Kadar susutnilai tahunan yang diguna pakai telah diringkaskan seperti berikut :

Bangunan	2%
Peralatan Bangunan	20%
Kenderaan Bermotor	20%
Perisian dan Perkakasan Komputer	20%-33 $\frac{1}{3}$ %
Peralatan Pejabat, Perabot dan kelengkapan	20%
Ubahsuai	20%-33 $\frac{1}{3}$ %

Susutnilai ke atas harta, kelengkapan dan peralatan dalam pembinaan akan bermula apabila harta, kelengkapan dan peralatan berkenaan diserahkan dan sedia untuk kegunaan yang dimaksudkan. Susutnilai ke atas harta, kelengkapan dan peralatan yang tidak diiktiraf akan dihentikan dan diklasifikasi sebagai harta untuk jualan.

Nilai baki dan tempoh jangka hayat kegunaan harta, kelengkapan dan peralatan akan dikaji dan diselaraskan, jika perlu, pada tarikh pelaporan.

Pada setiap tarikh pelaporan, Suruhanjaya akan menilai sama ada terdapat sebarang petanda kemerosotan. Sekiranya petanda berkenaan wujud, satu analisa akan dilaksanakan untuk menilai sama ada amaun bawaan aset boleh diperolehi semula sepenuhnya. Penurunan nilai dilakukan jika amaun bawaan melebihi amaun boleh pulih. Sila rujuk Nota 2(d) polisi perakaunan mengenai kemerosotan aset.

Keuntungan atau kerugian daripada pelupusan harta, kelengkapan dan peralatan adalah perbezaan antara hasil pelupusan bersih dan amaun bawaan bagi harta, kelengkapan dan peralatan, dan didedahkan dalam penyata pendapatan.

NOTA KEPADA PENYATA KEWANGAN BAGI TAHUN KEWANGAN BERAKHIR 31 DISEMBER 2012

2. POLISI PERAKAUNAN YANG SIGNIFIKAN (sambungan)

(d) Kemerosotan Aset

Nilai bawaan harta, kelengkapan dan peralatan disemak semula untuk menentukan sama ada terdapatnya sebarang petunjuk kemerosotan. Kemerosotan diukur dengan membandingkan nilai bawaan aset dengan jumlah boleh diperolehi semula. Kerugian kemerosotan diiktiraf sebagai perbelanjaan dalam penyata pendapatan dengan serta merta.

Peningkatan jumlah boleh diperolehi semula aset yang berikutnya dianggap sebagai penerbalikan kerugian kemerosotan sebelum ini dan diiktiraf sehingga tahap nilai bawaan aset yang akan ditentukan (bersih daripada pelunasan dan susutnilai) sekiranya tiada kerugian kemerosotan diiktiraf. Penerbalikan diiktiraf dalam penyata pendapatan dengan serta merta.

(e) Pelaburan Jangka Panjang

Pelaburan jangka panjang dinyatakan pada kos dan dipegang sehingga matang. Peruntukan pengurangan nilai dibuat apabila wujudnya pengurangan yang kekal.

(f) Kerja Dalam Kemajuan

Kerja dalam kemajuan dinyatakan pada kos dan dipermodalkan sebagai harta, kelengkapan dan peralatan setelah sijil akuan siap atau sijil akuan penerimaan diterima oleh Suruhanjaya.

(g) Pembiayaan Pekerja

Pembiayaan pekerja dinyatakan pada kos ditolak peruntukan hutang lapuk dan hutang ragu.

(h) Penghutang Perdagangan

Penghutang perdagangan dinyatakan pada amaun inuis ditolak peruntukan hutang ragu. Peruntukan ini dibuat apabila terdapat bukti bahawa Suruhanjaya tidak dapat mengutip amaun berkenaan berdasarkan kepada terma asal penghutang.

(i) Inventori

Inventori dinyatakan pada kos berdasarkan kepada nilai yang diinvois oleh pembekal.



2. POLISI PERAKAUNAN YANG SIGNIFIKAN (sambungan)

(j) Tunai dan Kesetaraan Tunai

Untuk tujuan penyata aliran tunai, tunai dan kesetaraan tunai adalah terdiri daripada tunai dalam tangan, deposit panggilan dengan bank, lain-lain jangka pendek dan pelaburan berkecairan tinggi dengan tempoh kematangan asal sehingga setahun.

(k) Geran Kerajaan

Geran Kerajaan diiktiraf pada nilai saksama apabila terdapat keyakinan munasabah bahawa geran tersebut akan diterima dan kesemua syarat yang ditetapkan akan dipatuhi oleh Suruhanjaya.

Geran kerajaan yang dikaitkan dengan perbelanjaan diiktiraf sebagai pendapatan dalam penyata pendapatan berdasarkan kepada pendekatan yang sistematik ke atas tempoh yang diperlukan untuk memadamkan geran tersebut dengan perbelanjaan yang dimaksudkan.

Geran kerajaan yang dikaitkan dengan pembelian aset dimasukkan sebagai pendapatan tertunda pada nilai saksama dan diiktiraf dalam penyata pendapatan berdasarkan jangka hayat aset berkenaan melalui amaun ansuran yang bersamaan.

(l) Faedah Pekerja

Faedah Pekerja Jangka Pendek

Gaji, cuti tahunan dan cuti sakit berbayar, bonus dan faedah bukan kewangan diiktiraf sebagai perbelanjaan dalam tempoh di mana perkhidmatan berkaitan diberikan oleh pekerja Suruhanjaya.

Pelan Caruman Wajib

Suruhanjaya mencarum kepada Kumpulan Wang Simpanan Pekerja (KWSP) untuk pekerja yang memilih skim KWSP dan Kumpulan Amanah Pencen (KWAP) untuk pekerja yang memilih skim pencen Kerajaan. Caruman ini diambil kira dalam penyata pendapatan dalam tempoh di mana ia berkait. Setelah caruman dibayar, Suruhanjaya tidak mempunyai kewajipan pembayaran selanjutnya.

Faedah Pekerja Jangka Panjang

Pembayaran faedah pekerja jangka panjang selepas persaraan dan/atau setelah tamat tempoh perkhidmatan kontraknya akan diiktiraf dalam penyata pendapatan tahun semasa sebagai faedah pekerja, manakala dalam lembaran imbalan, amaun ini diiktiraf sebagai liabiliti yang dikenali sebagai Peruntukan Faedah Pekerja.

NOTA KEPADA PENYATA KEWANGAN BAGI TAHUN KEWANGAN BERAKHIR 31 DISEMBER 2012

2. POLISI PERAKAUNAN YANG SIGNIFIKAN (sambungan)

(l) Faedah Pekerja (sambungan)

Faedah Pekerja Jangka Panjang (Sambungan)

Jenis-jenis faedah pekerja jangka panjang yang diiktiraf adalah seperti berikut:

- (i) bayaran gantian cuti rehat dalam bentuk tunai; dan
- (ii) bayaran gratuiti kepada pekerja kontrak yang tamat tempoh perkhidmatan.

Kaedah pengiraan tunai boleh bayar untuk gantian cuti rehat kepada pekerja yang bersara dan pengiraan gratuiti boleh bayar kepada pekerja kontrak yang tamat tempoh perkhidmatannya adalah berdasarkan kepada maklumat sebenar sedia ada pada tarikh lembaran imbangan dan kelayakan berdasarkan kepada terma dan syarat perkhidmatan Suruhanjaya. Kadar gaji semasa digunakan untuk pengiraan liabiliti ini.

(m) Caruman kepada Kumpulan Wang Disatukan Persekutuan

Caruman kepada Kumpulan Wang Disatukan Persekutuan mewakili lima puluh peratus (50%) daripada jumlah hasil diterima sebagaimana yang ditetapkan di bawah seksyen 35(1) Akta Suruhanjaya Syarikat Malaysia 2001 (Akta 614).

Pengiraan amaun caruman boleh bayar kepada Kerajaan adalah berdasarkan kepada jumlah kasar hasil yang diterima dalam sesuatu tahun dan ditolak peruntukan hutang ragu. Caruman ini diakrukan dalam tahun di mana pendapatan diiktiraf.

(n) Pemiutang Lain

Pemiutang lain dinyatakan pada nilai nominal yang merupakan nilai saksama pertimbangan yang perlu dibayar dalam tempoh hadapan untuk barangan dan perkhidmatan yang diterima.

(o) Cukai

Cukai pendapatan ke atas lebihan atau defisit bagi tahun kewangan terdiri daripada cukai semasa dan cukai tertunda. Cukai semasa merupakan amaun cukai pendapatan yang dijangka perlu dibayar ke atas lebihan bercukai bagi tahun semasa dan dikira mengikut kadar cukai yang dikuat kuasakan pada tarikh lembaran imbangan.

Cukai tertunda diperuntukkan mengikut kaedah liabiliti, ke atas perbezaan sementara yang timbul antara asas cukai aset dan liabiliti dan nilai bawaannya dalam penyata kewangan. Pada prinsipnya, liabiliti cukai tertunda diiktiraf bagi semua perbezaan sementara bercukai dan aset cukai tertunda diiktiraf bagi semua potongan perbezaan sementara bercukai, setakat mana terdapatnya kemungkinan keuntungan bercukai masa hadapan yang ada boleh digunakan terhadap potongan perbezaan sementara.

Cukai tertunda dikira pada kadar cukai yang dikuat kuasakan pada tarikh lembaran imbangan.



2. POLISI PERAKAUNAN YANG SIGNIFIKAN (sambungan)

(p) Peruntukan

Peruntukan diiktiraf apabila Suruhanjaya mempunyai obligasi perundangan atau konstruktif semasa hasil daripada peristiwa terdahulu yang berkemungkinan akan memerlukan aliran keluar sumber untuk menjelaskan obligasi tersebut, dan apabila anggaran berhubung jumlah tersebut boleh dibuat. Jika Suruhanjaya menjangka sesuatu peruntukan akan dibayar balik (contohnya, di bawah kontrak insurans), pembayaran balik tersebut diiktiraf sebagai aset yang berasingan tetapi hanya apabila pembayaran balik tersebut benar-benar boleh dipastikan.

Peruntukan tidak diiktiraf untuk kerugian operasi masa hadapan.

Jika terdapat beberapa obligasi yang serupa, kemungkinan keperluan aliran keluar untuk penyelesaian ditentukan dengan mempertimbangkan obligasi-obligasi tersebut secara keseluruhan mengikut kelas. Peruntukan diiktiraf walaupun kemungkinan aliran keluar berhubung dengan mana-mana perkara yang termasuk dalam sesuatu kelas obligasi yang sama adalah kecil.

Peruntukan diukur sebagai nilai semasa perbelanjaan yang dijangka akan diperlukan untuk menjelaskan obligasi dengan menggunakan kadar sebelum cukai yang menggambarkan taksiran pasaran semasa nilai masa wang dan risiko khusus obligasi. Peningkatan dalam peruntukan yang disebabkan oleh peredaran masa diiktiraf sebagai perbelanjaan faedah.

(q) Pengiktirafan Pendapatan

Pendapatan terdiri daripada nilai saksama pertimbangan diterima atau boleh terima bagi perkhidmatan yang diberikan mengikut aktiviti Suruhanjaya yang biasa. Pendapatan dinyatakan sebagai nilai bersih selepas cukai tambah nilai, pengembalian, rebat dan diskaun.

Suruhanjaya mengiktiraf hasil apabila amaun tersebut boleh diukur dan dipercayai, kemungkinan aliran manfaat ekonomi masa hadapan kepada Suruhanjaya dan kriteria tertentu telah dapat dipenuhi bagi setiap aktiviti Suruhanjaya seperti berikut:

(i) *Pendapatan Perkhidmatan*

Pendapatan perkhidmatan terdiri daripada kutipan fi pendaftaran syarikat dan perniagaan dan bekalan maklumat korporat sebagaimana yang diperuntukkan di bawah Akta Syarikat 1965 dan Akta Pendaftaran Perniagaan 1956 masing-masing. Pendapatan ini diiktiraf apabila sesuatu perkhidmatan telah sempurna dilaksanakan.

NOTA KEPADA PENYATA KEWANGAN BAGI TAHUN KEWANGAN BERAKHIR 31 DISEMBER 2012

2. POLISI PERAKAUNAN YANG SIGNIFIKAN (sambungan)

(q) Pengiktirafan Pendapatan (sambungan)

(ii) *Kompaun*

Kompaun diiktiraf apabila pembayaran diterima kerana memandangkan setiap kompaun yang dikeluarkan hanyalah merupakan satu tawaran dengan tempoh pembayaran yang ditetapkan oleh Pendaftar. Kompaun yang tidak dijelaskan dalam tempoh yang ditetapkan akan disusuli dengan tindakan pendakwaan selaras dengan peruntukan Akta Syarikat 1965 dan Akta Pendaftaran Perniagaan 1956.

Walau bagaimanapun, denda yang diperolehi daripada keputusan Mahkamah hasil daripada tindakan pendakwaan adalah merupakan hasil Kerajaan dan bukannya Suruhanjaya.

(iii) *Program Latihan Korporat*

Pendapatan daripada Program Latihan Korporat diiktiraf apabila program selesai dilaksanakan.

(iv) *Faedah, Dividen dan Keuntungan*

Faedah, dividen dan keuntungan diiktiraf mengikut kaedah perkadaran masa, dengan mengambil kira tunggakan prinsipal dan kadar efektif sehingga tempoh matang, apabila pendapatan berkenaan pasti akan diakrukan kepada Suruhanjaya.

(r) Instrumen Kewangan

Instrumen kewangan adalah sebarang kontrak yang meningkatkan aset kewangan sesebuah perusahaan dan liabiliti kewangan atau instrumen ekuiti kepada perusahaan yang lain.

Aset kewangan adalah sebarang aset yang berupa wang tunai, hak kontrak untuk menerima wang tunai atau lain-lain aset kewangan daripada perusahaan lain, hak kontrak untuk menukar instrumen kewangan dengan perusahaan lain di bawah syarat yang berpotensi menguntungkan, atau instrumen ekuiti perusahaan lain.

Liabiliti kewangan adalah sebarang tanggungan yang merupakan obligasi kontrak untuk memberi wang tunai atau aset kewangan lain kepada perusahaan lain, atau menukar instrumen kewangan dengan perusahaan lain di bawah syarat yang berpotensi tidak menguntungkan.

Kaedah pengiktirafan yang diterima pakai bagi instrumen kewangan yang diiktiraf dalam lembaranimbangan didedahkan dalam kenyataan polisi perakaunan individu yang berkaitan dengan setiap instrumen kewangan.



NOTA KEPADA PENYATA KEWANGAN BAGI TAHUN
KEWANGAN BERAKHIR 31 DISEMBER 2012

3. HARTA, KELENGKAPAN DAN PERALATAN

	Bangunan RM	Peralatan Bangunan RM	Peralatan Pejabat, Perabot dan Kelengkapan RM	Peralatan dan Perisian Komputer RM	Kenderaan Bermotor RM	Ubahsuai RM	Jumlah RM
Kos							
Pada 1 Januari 2012	135,307,436	16,650,580	14,046,596	55,499,264	6,547,249	37,364,606	265,415,731
Tambahan	0	0	612,672	3,163,269	1,332,538	0	5,108,479
Pelupusan	0	0	(173,960)	0	(141,559)	(1,441,700)	(1,757,219)
Pada 31 Disember 2012	135,307,436	16,650,580	14,485,308	58,662,533	7,738,228	35,922,906	268,766,991
Susutnilai terkumpul dan kemosotan							
Pada 1 Januari 2012	5,412,298	6,364,232	7,943,756	37,857,671	3,973,856	21,445,833	82,997,646
Susutnilai tahun semasa	2,706,149	3,330,116	2,114,556	7,711,295	798,925	5,034,643	21,695,684
Pelupusan	0	0	(179,625)	0	(141,558)	(1,435,095)	(1,756,278)
Kerugian kemosotan	0	0	0	3,150,981	0	0	3,150,981
Pada 31 Disember 2012	8,118,447	9,694,348	9,878,687	48,719,947	4,631,223	25,045,381	106,088,033
Nilai buku bersih							
Pada 31 Disember 2012	127,188,989	6,956,232	4,606,621	9,942,586	3,107,005	10,877,525	162,678,958

NOTA KEPADA PENYATA KEWANGAN BAGI TAHUN KEWANGAN BERAKHIR 31 DISEMBER 2012

3. HARTA, KELENGKAPAN DAN PERALATAN (sambungan)

	Bangunan RM	Peralatan Bangunan RM	Peralatan Pejabat, Perabot dan Kelengkapan RM	Peralatan dan Perisian Komputer RM	Kenderaan Bermotor RM	Ubahsuai RM	Jumlah RM
Kos							
Pada 1 Januari 2011	135,307,436	15,170,577	13,797,963	55,207,499	6,521,195	36,080,927	262,085,597
Tambahan	0	1,480,003	248,633	6,352,569	1,851,641	1,924,089	11,856,935
Pelupusan	0	0	0	(6,060,804)	(1,825,587)	(640,410)	(8,526,801)
Pada 31 Disember 2011	135,307,436	16,650,580	14,046,596	55,499,264	6,547,249	37,364,606	265,415,731
Susutnilai terkumpul							
Pada 1 Januari 2011	2,706,149	3,034,116	5,685,347	37,611,671	5,024,918	16,668,655	70,730,856
Susutnilai tahun semasa	2,706,149	3,330,116	2,258,409	6,298,754	774,505	5,328,830	20,696,763
Pelupusan	0	0	0	(6,052,754)	(1,825,567)	(551,652)	(8,429,973)
Kerugian kemerosotan	0	0	0	3,150,981	0	0	3,150,981
Pada 31 Disember 2011	5,412,298	6,364,232	7,943,756	41,008,652	3,973,856	21,445,833	86,148,627
Nilai buku bersih							
Pada 31 Disember 2011	129,895,138	10,286,348	6,102,840	14,490,612	2,573,393	15,918,773	179,267,104



3. HARTA, KELENGKAPAN DAN PERALATAN (sambungan)

Aset-aset Projek Migrasi telah dipeletakhakan kepada Suruhanjaya mengikut Perjanjian Novasi (*Novation Agreement*) bertarikh 23 April 2004 dan dinyatakan pada nilai saksama pada tarikh peletakhakan.

Ujian kemerosotan telah dilaksanakan dan kerugian kemerosotan berjumlah RM 3,150,981 telah diiktiraf dalam penyata pendapatan.

4. PELABURAN JANGKA PANJANG

Pelaburan jangka panjang terdiri daripada pelaburan dalam Keluaran Pelaburan Kerajaan, Cagamas Berhad Sukuk dan *Islamic Medium Term Notes* dengan kadar kupon antara 3.45% hingga 5.0% (2011: 3.50% hingga 5.0%) dengan tempoh sehingga sepuluh (10) tahun.

Suruhanjaya juga telah meletakkan dananya dalam Akaun Amanah Institusi yang diselenggarakan oleh Amanah Raya Berhad, satu syarikat awam berhad dengan saham yang ditubuhkan di Malaysia. Keuntungan kasar boleh terima oleh Suruhanjaya ialah 5% setahun (2011: 5% setahun) dengan tempoh matang peletakan selama lima (5) tahun.

Struktur kematangan pelaburan jangka panjang pada akhir tahun kewangan adalah seperti berikut:

	2012 RM	2011 RM
Aset Semasa		
Dalam tempoh satu (1) tahun (lihat Nota 9)	10,221,000	25,262,700
Aset Bukan Semasa		
Sehingga tempoh lima tahun	132,216,324	71,394,300
Lebih daripada lima tahun	0	54,148,676
	142,437,324	150,805,676

NOTA KEPADA PENYATA KEWANGAN BAGI TAHUN KEWANGAN BERAKHIR 31 DISEMBER 2012

5. KERJA DALAM KEMAJUAN

	2012 RM	2011 RM
Baki pada 1 Januari	3,256,284	6,275,358
Tambahan kerja dalam kemajuan dalam tahun kewangan	2,720,264	6,676,462
Permodalan kepada harta, kelengkapan dan peralatan	(2,986,234)	(9,695,536)
Baki pada 31 Disember	2,990,314	3,256,284

Kerja dalam kemajuan adalah termasuk projek teknologi maklumat dan komunikasi Suruhanjaya yang ditawarkan dalam tahun semasa dan tahun kewangan sebelumnya yang masih tidak dipermodalan memandangkan projek-projek berkenaan masih belum selesai atau masih menunggu pengeluaran sijil penerimaan dalam tahun semasa.

Tambahan kerja dalam kemajuan berjumlah RM 2,720,264 (2011: RM 6,676,462) diperolehi daripada projek teknologi maklumat dan komunikasi semasa dan yang baru ditawarkan yang masih dalam pembangunan dalam tahun semasa. Projek ini diklasifikasikan sebagai kerja dalam kemajuan berdasarkan kepada invoice yang diterima.

Kerja dalam kemajuan berjumlah RM 2,986,234 (2011: RM9,695,536) telah dipermodalkan dalam tahun kewangan semasa.

Salah satu daripada projek teknologi maklumat dan komunikasi berjumlah RM 1,190,000 yang ditawarkan dalam tahun 2011 telah ditamatkan dalam bulan Januari 2013 berikutan kegagalan pihak pembekal menyelesaikan projek berkenaan dalam tempoh kontrak yang ditetapkan. Sejumlah RM 416,500 daripada kos keseluruhan projek telah diklasifikasikan sebagai kerja dalam kemajuan berdasarkan kepada invoice yang diterima.

Suruhanjaya akan memulakan tindakan undang-undang terhadap pembekal di atas kemungkiran kontrak dan akan menuntut kerugian dan gantirugi yang ditanggung dan dialami oleh Suruhanjaya akibat daripada kemungkiran kontrak berkenaan.

**6. PEMBIAYAAN PEKERJA**

	2012 RM	2011 RM
Pembiayaan perumahan	57,662,321	45,104,899
Pembiayaan kenderaan bermotor	2,951,185	2,278,222
Pembiayaan komputer	164,244	172,947
Amaun kasar pembiayaan	60,777,750	47,556,068
Keuntungan belum diperolehi daripada pembiayaan	(10,315,055)	(7,459,794)
Nilai semasa pembayaran belum terima minima	50,462,695	40,096,274

Struktur kematangan pembiayaan pekerja pada akhir tahun kewangan adalah seperti berikut:

	2012 RM	2011 RM
<i>Amaun kasar pembiayaan:</i>		
Dalam tempoh satu tahun	3,475,642	2,877,150
Lebih daripada satu tahun dan sehingga lima tahun	15,895,063	13,195,773
Lebih daripada lima tahun	41,407,045	31,483,145
	60,777,750	47,556,068
<i>Nilai semasa pembayaran belum terima minima:</i>		
Dalam tempoh satu tahun	3,551,237	2,715,885
Lebih daripada satu tahun dan sehingga lima tahun	16,031,714	12,420,409
Lebih daripada lima tahun	30,879,744	24,959,980
	50,462,695	40,096,274

Pembiayaan pekerja merangkumi pembiayaan perumahan, kenderaan bermotor dan komputer secara Islam kepada pekerja Suruhanjaya. Pembiayaan kenderaan bermotor dan komputer mempunyai tempoh bayaran balik maksima masing-masingnya selama lapan (8) tahun dan empat (4) tahun dengan kadar keuntungan pembiayaan sebanyak 4% setahun (2011: 4% setahun). Pembiayaan perumahan mempunyai tempoh bayaran balik maksima tiga puluh (30) tahun dengan kadar keuntungan sebanyak 2% setahun (2011: 2% setahun).

Kadar keuntungan efektif untuk semua pembiayaan pekerja adalah 7% hingga 9% setahun (2011: 7% hingga 9% setahun).

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7. PENGHUTANG PERDAGANGAN

Penghutang perdagangan terdiri daripada fi perkhidmatan belum terima, termasuk fi perkhidmatan e-Info dan pembaharuan pendaftaran perniagaan yang dibekalkan oleh ejen yang dilantik, perkhidmatan e-Lodgement dan fi daripada Program Latihan Korporat.

Tempoh kredit yang diberikan kepada penghutang perdagangan adalah tiga puluh (30) hari daripada tarikh invoice dikeluarkan atau sebagaimana yang dinyatakan dalam perjanjian dengan agen yang dilantik berkaitan.

8. PENGHUTANG LAIN, DEPOSIT DAN PRA BAYAR

	2012 RM	2011 RM
Keuntungan dan dividen belum terima	4,438,663	2,580,994
Deposit dan pra bayar	1,473,567	2,703,682
Pendahuluan pekerja	166,377	599,145
Lain-lain terimaan	447,962	38,145
	6,526,569	5,921,966

Termasuk dalam keuntungan dan dividen belum terima adalah keuntungan yang diterima terdahulu daripada Akaun Deposit Mudharabah (MDA) berjumlah RM 176,206 (2011: RM 340,071).

9. PELABURAN JANGKA PENDEK

	2012 RM	2011 RM
Sijil Instrumen Hutang Boleh Runding	5,000,000	8,215,383
Deposit Komoditi Murabahah	52,000,000	70,427,559
Pelaburan Jangka Panjang yang matang dalam tempoh dua belas (12) bulan (lihat Nota 4)	10,221,000	25,262,700
	67,221,000	103,905,642

Suruhanjaya juga membeli Sijil Instrumen Hutang Boleh Runding dan Deposit Komoditi Murabahah melalui beberapa institusi kewangan berlesen. Keuntungan efektif boleh terima oleh Suruhanjaya untuk sekuriti ini adalah pada kadar antara 3.01% kepada 3.45% setahun (2011: 3.15% hingga 3.65% setahun) dengan tempoh matang peletakan sehingga dua belas (12) bulan.

**10. INVENTORI**

	2012 RM	2011 RM
Baki pada 1 Januari	1,347,240	794,680
Belian	3,640,000	3,650,000
Jualan	(3,790,560)	(3,097,440)
Baki pada 31 Disember	1,196,680	1,347,240

Kementerian Kewangan melalui surat bertarikh 24 Mac 2010 telah memberikan kelulusan di bawah seksyen 82 Akta Setem 1949 kepada Suruhanjaya untuk menjual setem hasil untuk dilekatkan atas *Memorandum and Article of Association* syarikat-syarikat yang diperbadankan.

Inventori ini dinyatakan pada kos.

11. TUNAI DAN KESETARAAN TUNAI

	2012 RM	2011 RM
Baki tunai dan bank	26,808,605	47,939,827
Peletakan deposit dengan:		
Bank tempatan berlesen dan institusi kewangan	296,157,856	230,981,236
	322,966,461	278,921,063

Kadar keuntungan efektif bagi pelaburan am Al-Mudharabah dan pelaburan khas Al-Mudharabah dengan bank-bank dan institusi-institusi kewangan berlesen adalah antara 3.01% hingga 3.45% setahun (2011: 3.15% hingga 3.65% setahun).

Tempoh matang bagi pelaburan am Al-Mudharabah ialah tiga puluh (30) hari hingga 1 tahun (2011: tiga puluh (30) hari hingga 1 tahun) dan pelaburan khas Al-Mudharabah ialah satu (1) malam hingga sembilan puluh (90) hari (2011: satu (1) malam hingga sembilan puluh (90) hari).

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12. GERAN KERAJAAN

	Geran Modal RM	Manfaat Peletakhakan RM	Jumlah RM
Pada 1 Januari 2012	24,037,710	3,743	24,041,453
Tambahan geran diterima dalam tahun semasa	-	-	-
Pelunasan ke atas geran yang diterima	(6,111,192)	-	(6,111,192)
Pada 31 Disember 2012	17,926,518	3,743	17,930,261
Pada 1 Januari 2011	24,855,000	11,596	24,866,596
Tambahan geran diterima dalam tahun semasa	3,082,710	-	3,082,710
Pelunasan ke atas geran yang diterima	(3,900,000)	(7,853)	(3,907,853)
Pada 31 Disember 2011	24,037,710	3,743	24,041,453

Geran Kerajaan adalah termasuk geran operasi yang diberikan oleh Kerajaan, geran pembangunan yang diluluskan di bawah Rancangan Malaysia Ke Sembilan (RMKe-9) dan manfaat peletakhakan. Geran operasi dan pembangunan diberikan bagi menampung perbelanjaan modal untuk bangunan baru dan projek pembangunan teknologi maklumat dan komunikasi Suruhanjaya.

Dalam tahun 2011, Suruhanjaya telah menerima peruntukan di bawah geran operasi berjumlah RM 3.5 juta untuk pembangunan Laluan SSM untuk Identiti Korporat Malaysia (MyCoID). Peruntukan ini adalah tambahan kepada jumlah peruntukan sebanyak RM 8.96 juta yang diterima dalam tahun 2010 untuk pembangunan projek teknologi maklumat dan komunikasi dan kerja-kerja hiasan dalaman untuk bangunan baru Suruhanjaya.

Peralatan teknologi maklumat dan komunikasi untuk projek MyCoID berjumlah RM 417,290 telah dipindahkan oleh Suruhanjaya dalam tahun kewangan semasa kepada lima (5) agensi yang menyertai iaitu Kumpulan Wang Simpanan Pekerja, Lembaga Hasil Dalam Negeri, Pertubuhan Keselamatan Sosial, SME Corporation dan Pembangunan Sumber Manusia Berhad. Jumlah ini telah ditolak daripada geran yang diterima dalam tahun semasa seperti berikut:

	2012 RM	2011 RM
Geran diterima dalam tahun kewangan semasa	-	3,500,000
Geran dipindahkan ke agensi lain	-	(417,290)
Baki pada 31 Disember	-	3,082,710



12. GERAN KERAJAAN (sambungan)

Tiada geran mengurus atau pembangunan diterima daripada Kerajaan dalam tahun kewangan semasa.

Manfaat peletakhakan bagi permulaan tahun kewangan adalah merupakan aset yang dipeletakhakan kepada Suruhanjaya dalam tahun 2002 hingga tahun 2004. Ini termasuk harta, kelengkapan dan peralatan, wang yang dikutip daripada Program Latihan Pengarah Syarikat dan novasi Projek Migrasi. Aset Projek Migrasi ini diklasifikasikan sebagai manfaat peletakhakan dan dinyatakan pada nilai saksama.

Pelunasan ke atas geran kerajaan dalam tahun semasa diambil kira sebagai manfaat penggunaan ke atas harta, kelengkapan dan peralatan yang berkenaan yang mana ia bersamaan dengan susutnilai harta, kelengkapan dan peralatan. Amaun ini dinyatakan sebagai pelunasan ke atas geran yang diterima dalam penyata perubahan ekuiti.

13. DANA PEMBIAYAAN PEKERJA

	2012 RM	2011 RM
Dana pembiayaan perumahan	70,000,000	50,000,000
Dana pembiayaan kenderaan bermotor	5,000,000	5,000,000
Dana pembiayaan komputer	1,000,000	1,000,000
	76,000,000	56,000,000

Suruhanjaya telah meluluskan peruntukan sebanyak RM 50.0 juta, RM 5.0 juta dan RM 1.0 juta untuk dana pembiayaan perumahan, kenderaan bermotor dan komputer masing - masing untuk pekerja Suruhanjaya. Dana pembiayaan perumahan telah diperuntukkan daripada lebihan terkumpul sebanyak RM 10.0 juta setiap tahun mulai tahun 2002 hingga 2006.

Tambahan dana sebanyak RM 50.0 juta dan RM 5.0 juta untuk pembiayaan perumahan dan kenderaan pekerja masing-masing telah diluluskan oleh Suruhanjaya pada 2 Ogos 2012. Sejumlah RM 20.0 juta pertama untuk dana pembiayaan perumahan akan diperuntukkan daripada rizab tahun semasa Suruhanjaya dan baki sebanyak RM 30.0 juta akan diperuntukkan daripada lebihan tahunan untuk tiga tahun ke hadapan bermula daripada tahun 2013. Tambahan dana untuk pembiayaan kenderaan akan diperuntukkan daripada lebihan tahunan 2013.

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14. PERUNTUKAN FAEDAH PEKERJA

	2012 RM	2011 RM
Baki pada 1 Januari	598,996	723,874
Bayaran kepada pekerja dalam tahun semasa	(16,580)	(124,878)
Baki pada 31 Disember	582,416	598,996

Berkuat kuasa daripada bulan Oktober 2004, semua pekerja kontrak yang telah menyelesaikan perkhidmatan kontraknya tidak lagi layak untuk pembayaran gratuiti. Ini berikutan keputusan Suruhanjaya untuk menaikkan caruman majikan KWSP daripada 12.5% kepada 17.5% berkuat kuasa pada bulan yang sama.

Dalam tahun 2012, opsyen persaraan sehingga umur enam puluh (60) tahun telah ditawarkan kepada semua pekerja Suruhanjaya di bawah Skim Pencen Kerajaan selaras dengan opsyen Kerajaan untuk menaikkan umur persaraan kepada enam puluh (60) tahun.

Struktur kematangan peruntukan faedah pekerja pada akhir tahun kewangan adalah seperti berikut:

	2012 RM	2011 RM
Liabiliti semasa		
Dalam tempoh satu tahun (Lihat Nota 16)	13,123	16,580
Liabiliti jangka panjang		
Lebih daripada satu tahun dan sehingga lima tahun	318,028	266,038
Lebih daripada lima tahun	251,265	316,378
	582,416	598,996

**14. PERUNTUKAN FAEDAH PEKERJA (sambungan)**

Berikutan opsyen persaraan yang ditawarkan, angka struktur kematangan untuk tahun 2011 untuk telah diselaraskan seperti berikut :

	Seperti Laporan Semula	Seperti Laporan Terdahulu
Liabiliti Semasa		
Dalam tempoh satu (1) tahun (lihat Nota 16)	16,580	75,005
Liabiliti Jangka Panjang		
Lebih daripada satu (1) tahun dan sehingga lima (5) tahun	266,038	342,655
Lebih daripada lima (5) tahun	316,378	181,336
	598,996	598,996

15. KUMPULAN WANG DISATUKAN PERSEKUTUAN

	2012 RM	2011 RM
Baki pada 1 Januari	178,512,770	161,432,699
Peruntukan hasil belum bayar kepada Kumpulan Wang Disatukan Persekutuan	177,514,293	178,512,770
Bayaran kepada Kumpulan Wang Disatukan Persekutuan dalam tahun semasa	(178,512,770)	(161,432,699)
Baki pada 31 Disember	177,514,293	178,512,770

Seksyen 35(1) Akta Suruhanjaya Syarikat Malaysia 2001 (Akta 614) memperuntukkan bahawa Suruhanjaya perlu membayar lima puluh peratus (50%) daripada jumlah hasil tahunan kepada Kumpulan Wang Disatukan Persekutuan.

NOTA KEPADA PENYATA KEWANGAN BAGI TAHUN KEWANGAN BERAKHIR 31 DISEMBER 2012

16. PEMIUTANG LAIN

	2012 RM	2011 RM
Perbelanjaan belum bayar dan terakru	11,138,821	8,454,979
Perbelanjaan statutori belum bayar	351,529	1,686,895
Akaun amanah	848,387	405,940
Lain-lain pemiutang (Lihat Nota 14)	1,157,641	1,028,552
	13,496,378	11,576,366

Tempoh kredit yang diterima untuk pemiutang lain adalah antara tiga puluh (30) hingga enam puluh (60) hari daripada tarikh invoice diterima.

17. PEMIUTANG PROJEK JANGKA PENDEK

Pemiutang projek jangka pendek adalah kos yang ditanggung untuk pembinaan bangunan pejabat Suruhanjaya yang tertunggak pada akhir tahun.

Tempoh kredit yang diterima untuk pemiutang projek jangka pendek adalah antara tiga puluh (30) hingga enam puluh (60) hari daripada tarikh invoice diterima.

18. PENDAPATAN

	2012 RM	2011 RM
Pendapatan bersih daripada aktiviti operasi:		
Pendapatan perkhidmatan	292,528,880	284,734,790
Kompaun	37,286,687	49,407,246
Program Latihan Korporat	1,860,126	1,800,207
Pendapatan lain:		
Keuntungan dan dividen	20,980,232	19,411,186
Lain-lain pendapatan	2,405,299	2,352,807
	355,061,224	357,706,236

**18. PENDAPATAN (sambungan)**

Dalam tahun semasa, Suruhanjaya telah memperkenalkan Pakej Pengurangan Fi untuk Pendaftaran Baru dan Pembaharuan Pendaftaran Perniagaan dan Diskaun Penyelesaian Kompaun ROB berkuatkuasa daripada 1 Jun 2012 sehingga 31 Disember 2012. Di bawah pakej pengurangan fi ini, fi sebanyak RM 50.00 akan dikenakan untuk pendaftaran baru dan pembaharuan pendaftaran perniagaan bagi tempoh lima (5) tahun secara berterusan berbanding dengan fi semasa yang dikenakan sebanyak RM 150.00 dan RM 300.00.

Bagi penyelesaian kompaun pula, diskaun sebanyak lima puluh peratus (50%) telah diberikan untuk semua kompaun yang dikeluarkan di atas kelewatan pendaftaran dan pembaharuan pendaftaran perniagaan.

Diskaun yang ditawarkan di bawah pakej ini telah mengurangkan pendapatan Suruhanjaya tahun semasa sebanyak RM 160,948,050. Pecahan pendapatan kasar Suruhanjaya adalah seperti berikut :

	2012 RM	2011 RM
Pendapatan kasar daripada aktiviti operasi:		
Pendapatan perkhidmatan	449,946,050	284,734,790
Kompaun	40,817,567	49,407,246
Program Latihan Korporat	1,860,126	1,800,207
Pendapatan lain:		
Keuntungan dan dividen	20,980,232	19,411,186
Lain-lain pendapatan	2,405,299	2,352,807
Jumlah Pendapatan Kasar	516,009,274	357,706,236
Diskaun yang ditawarkan di bawah Pakej Pengurangan Fi dan Diskaun ROB	(160,948,050)	-
	355,061,224	357,706,236

NOTA KEPADA PENYATA KEWANGAN BAGI TAHUN KEWANGAN BERAKHIR 31 DISEMBER 2012

19. KOS PEKERJA

	2012 RM	2011 RM
Gaji	49,301,132	46,993,337
Elaun tetap	7,681,875	7,125,966
Sumbangan berkanun	11,820,003	9,675,520
Elaun lebih masa	804,111	712,753
Bonus dan lain – lain faedah	13,210,917	3,708,125
Faedah perubatan	4,038,583	3,757,529
Elaun Anggota	370,990	240,000
Subsidi pembiayaan pekerja atas pinjaman Kerajaan	64,865	78,049
	87,292,476	72,291,279

20. KOS PENTADBIRAN

	2012 RM	2011 RM
Perjalanan dan penginapan	4,855,103	5,175,510
Komunikasi dan utiliti	7,038,435	7,091,202
Sewa	18,659,866	18,789,884
Percetakan dan alatulis	5,603,180	7,546,972
Penyelenggaraan peralatan	11,088,812	9,577,759
Penyelenggaraan dan kawalan pejabat	3,281,265	2,915,570
Fi professional	389,834	726,636
Keraian dan hospitaliti	6,560,504	5,643,582
Lain-lain kos pentadbiran	443,851	420,415
	57,920,850	57,887,530

**21. LEBIHAN SEBELUM CUKAI**

	2012 RM	2011 RM
<hr/>		
Lebihan sebelum cukai bagi tahun semasa diperolehi setelah mengambil kira:		
Keuntungan dan dividen	20,980,232	19,411,186
Lain-lain pendapatan	1,406,654	1,944,346
Sewa hartanah	966,008	0
Keuntungan pelupusan harta, kelengkapan dan peralatan	32,636	408,461
<hr/>		
Dan kenaan:		
Elaun Anggota	370,990	240,000
Ganjaran juruaudit	62,073	62,073
Bonus dan lain-lain faedah	13,210,917	3,708,125
Susutnilai	21,695,684	20,696,763
Pelunasan ke atas geran yang diterima	(6,111,192)	(3,907,853)
Pelunasan ke atas pelaburan jangka panjang	368,554	552,332
<hr/>		

NOTA KEPADA PENYATA KEWANGAN BAGI TAHUN KEWANGAN BERAKHIR 31 DISEMBER 2012

22. CUKAI

	2012 RM	2011 RM
Peruntukan tahun semasa	2,796,000	-
Baki pada 31 Disember	2,796,000	-

Pada 13 Disember 2007, Kementerian Kewangan telah memberi pengecualian pembayaran cukai pendapatan ke atas semua pendapatan statutori Suruhanjaya untuk tempoh sepuluh (10) tahun mulai tahun 2002 hingga tahun 2011.

Memandangkan tempoh pengecualian cukai telah tamat, sejumlah RM 2,796,000 telah diperuntukkan untuk cukai korporat dalam tahun semasa berdasarkan kepada kadar korporat sebanyak dua puluh lima peratus (25%).

Penyesuaian numerik antara perbelanjaan/(pendapatan) cukai dan keuntungan perakaunan didarabkan dengan kadar cukai semasa sebanyak dua puluh lima peratus (25%) seperti berikut:

	2012 RM	2011 RM
Keuntungan tahunan	4,095,140	-
Pengecualian pendapatan cukai	(83,160,425)	-
Perbelanjaan yang tidak dibenarkan	81,869,805	-
Pendapatan yang tidak dikenakan cukai	(8,520)	-
Baki pada 31 Disember	2,796,000	-

Tiada liabiliti/(aset) cukai tertanggung diiktiraf dalam kunci kira-kira.

23. KOMITMEN MODAL

	2012 RM	2011 RM
Komitmen modal:		
Diluluskan dan berkontrak	1,895,502	5,107,040
	1,895,502	5,107,040



24. POLISI PENGURUSAN RISIKO

Program pengurusan risiko kewangan Suruhanjaya menumpu kepada ramalan pasaran kewangan dan cubaan untuk meminimumkan potensi kesan yang berlawanan ke atas prestasi kewangan Suruhanjaya. Pengurusan risiko kewangan dilaksanakan melalui kajian risiko, sistem kawalan dalaman, program insuran dan pegangan kepada polisi pengurusan risiko kewangan Suruhanjaya. Suruhanjaya sentiasa mengkaji risiko-risiko ini dan meluluskan polisi perbendaharaan yang merangkumi pengurusan risiko berkenaan.

Risiko utama yang timbul daripada aset dan liabiliti kewangan Suruhanjaya adalah risiko kecairan, risiko aliran tunai dan risiko kadar keuntungan dan faedah.

(a) *Risiko Kecairan*

Suruhanjaya mengurangkan risiko kecairannya dengan mengekalkan sebahagian daripada pelaburannya dalam aset cair berbentuk deposit dengan institusi kewangan bagi memenuhi komitmen kewangan jangka pendek.

(b) *Risiko Aliran Tunai*

Suruhanjaya sentiasa mengkaji kedudukan aliran tunai untuk pengurusan pendedahan turun naik aliran tunai masa hadapan.

(c) *Risiko Kadar Keuntungan dan Faedah*

Suruhanjaya mempunyai tunai, baki di bank dan peletakan deposit dengan bank dan institusi kewangan berlesen yang mempunyai kepercayaan kredit. Suruhanjaya mengurus risiko kadar keuntungan dan faedahnya dengan meletakkan baki berkenaan mengikut terma kematangan, keuntungan dan kadar keuntungan dan faedah yang berbeza-beza.

NOTA KEPADA PENYATA KEWANGAN BAGI TAHUN KEWANGAN BERAKHIR 31 DISEMBER 2012

24. POLISI PENGURUSAN RISIKO (sambungan)

Instrumen Kewangan

Analisa kadar keuntungan efektif

	Kadar Keuntungan Efektif Setahun %	Dalam Tempoh 1 Tahun RM	1 Hingga 5 Tahun RM	Lebih Daripada 5 Tahun RM	Jumlah RM
Baki pada 31 Disember 2012					
Aset Kewangan					
Peletakan deposit:					
Bank tempatan dan institusi kewangan	3.01 - 3.45	296,157,856	-	-	296,157,856
Amanah Raya Berhad	5.0	-	57,587,498	-	57,587,498
Sekuriti hutang dipegang sehingga matang:					
Keluaran Pelaburan Kerajaan	3.5 - 5.0	-	20,317,300	-	20,317,300
Cagamas Berhad	3.5 - 5.0	10,221,000	10,272,000	-	20,493,000
Kertas Komersial Islam	3.5 - 5.0	-	44,922,165	-	44,922,165
Sijil Instrumen Hutang Boleh	0.00	-	-	-	-
Perjanjian Jual Beli Semula	0.00	-	-	-	-
		306,378,856	133,098,963	-	439,477,819



24. POLISI PENGURUSAN RISIKO (sambungan)

Instrumen Kewangan (sambungan)

Analisa kadar keuntungan efektif (sambungan)

	Kadar Keuntungan Efektif Setahun %	Dalam Tempoh 1 Tahun RM	1 Hingga 5 Tahun RM	Lebih Daripada 5 Tahun RM	Jumlah RM
Baki pada 31 Disember 2011					
<i>Aset Kewangan</i>					
Peletakan deposit:					
Bank tempatan dan institusi kewangan	3.15 - 3.65	278,921,063	-	-	278,921,063
Amanah Raya Berhad	5.0	-	-	54,148,676	54,148,676
Sekuriti hutang dipegang sehingga matang:					
Keluaran Pelaburan Kerajaan	3.45 - 5.0	10,007,700	20,317,300	-	30,325,000
Cagamas Berhad	3.45 - 5.0	15,255,000	20,493,000	-	35,748,000
Kertas Komersial Islam	3.45 - 5.0	-	30,584,000	-	30,584,000
Sijil Instrumen Hutang Boleh	3.15 - 3.65	8,215,383	-	-	8,215,383
Perjanjian Jual Beli Semula	3.15 - 3.65	70,427,559	-	-	70,427,559
		382,826,705	71,394,300	54,148,676	508,369,681

NOTA KEPADA PENYATA KEWANGAN BAGI TAHUN KEWANGAN BERAKHIR 31 DISEMBER 2012

24. POLISI PENGURUSAN RISIKO (sambungan)

(d) Nilai Saksama

Berhubung dengan tunai dan kesetaraan tunai, pelaburan jangka pendek, penghutang perdagangan dan penghutang lain, sumbangan kepada Kumpulan Wang Disatukan Persekutuan, pemiutang lain dan pemiutang projek jangka pendek, nilai bawaan adalah lebih kurang nilai saksamanya disebabkan oleh tempoh matang yang pendek yang dimiliki oleh instrumen kewangan ini.

Nilai saksama aset kewangan lain dalam lembaranimbangan pada 31 Disember 2012 adalah seperti berikut:

	2012		2011	
	Amaun Bawaan RM	Nilai Saksama RM	Amaun Bawaan RM	Nilai Saksama RM
Aset Kewangan				
Pelaburan Jangka Panjang	84,849,826	86,127,219	95,880,216	97,155,715
Pembiayaan Pekerja	61,132,797	64,738,447	40,096,274	42,739,818

25. MAKLUMAT PEKERJA

Bilangan pekerja Suruhanjaya sehingga 31 Disember 2012 adalah seramai 1,267 termasuk 48 orang pekerja sambilan (2011: 1,238 termasuk 39 orang pekerja sambilan).

26. KELULUSAN PENYATA KEWANGAN

Penyata kewangan bagi tahun berakhir 31 Disember 2012 yang belum diaudit telah dibentang dan diluluskan oleh Anggota Suruhanjaya Syarikat Malaysia pada 1 Mac 2013. Penyata Kewangan yang telah diaudit telah dibentang dan diluluskan oleh Anggota Suruhanjaya Syarikat Malaysia melalui Resolusi Edaran bertarikh 1 Julai 2013.

27. ANGKA PERBANDINGAN

Angka-angka perbandingan tertentu telah diklasifikasikan amaunnya agar selari dengan persembahan penyata kewangan tahun semasa.

Angka-angka bandingan dalam Nota 21 Lebihan sebelum Cukai telah dilaporkan semula seperti berikut :

	Laporan Semula	Laporan Terdahulu
Lebihan sebelum cukai bagi tahun semasa diperolehi setelah mengambil kira:		
Lain-lain pendapatan	1,944,346	2,352,807
Keuntungan pelupusan harta, kelengkapan dan peralatan	408,461	-



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KAUNTER PERKHIDMATAN DAN PENDAFTARAN PERNIAGAAN

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SSM'S VISION STATEMENT

“ To Be A World Class Corporate Registry And Regulatory Authority That Meets Business Needs Through Effective Registration, Information, Regulation And Advice ”

STRATEGIC THRUSTS

1. Promoting and driving good governance to enhance a conducive business environment.
2. Delivering innovative products and services to meet stakeholder needs.
3. Providing superior service delivery through operational excellence.
4. Generating synergies through strategic collaborations.
5. Evolving to a 'knowledge driven organisation' to develop competitive intelligence.
6. Driving high performance culture through capacity and capability building.
7. Optimising ICT to enhance efficiency, effectiveness and enterprise agility.

CORPORATE VALUES



Teamwork



Integrity



**Continuous
knowledge
and skill
enhancement**



**Being
result-driven**



**Being
Customer-
oriented**



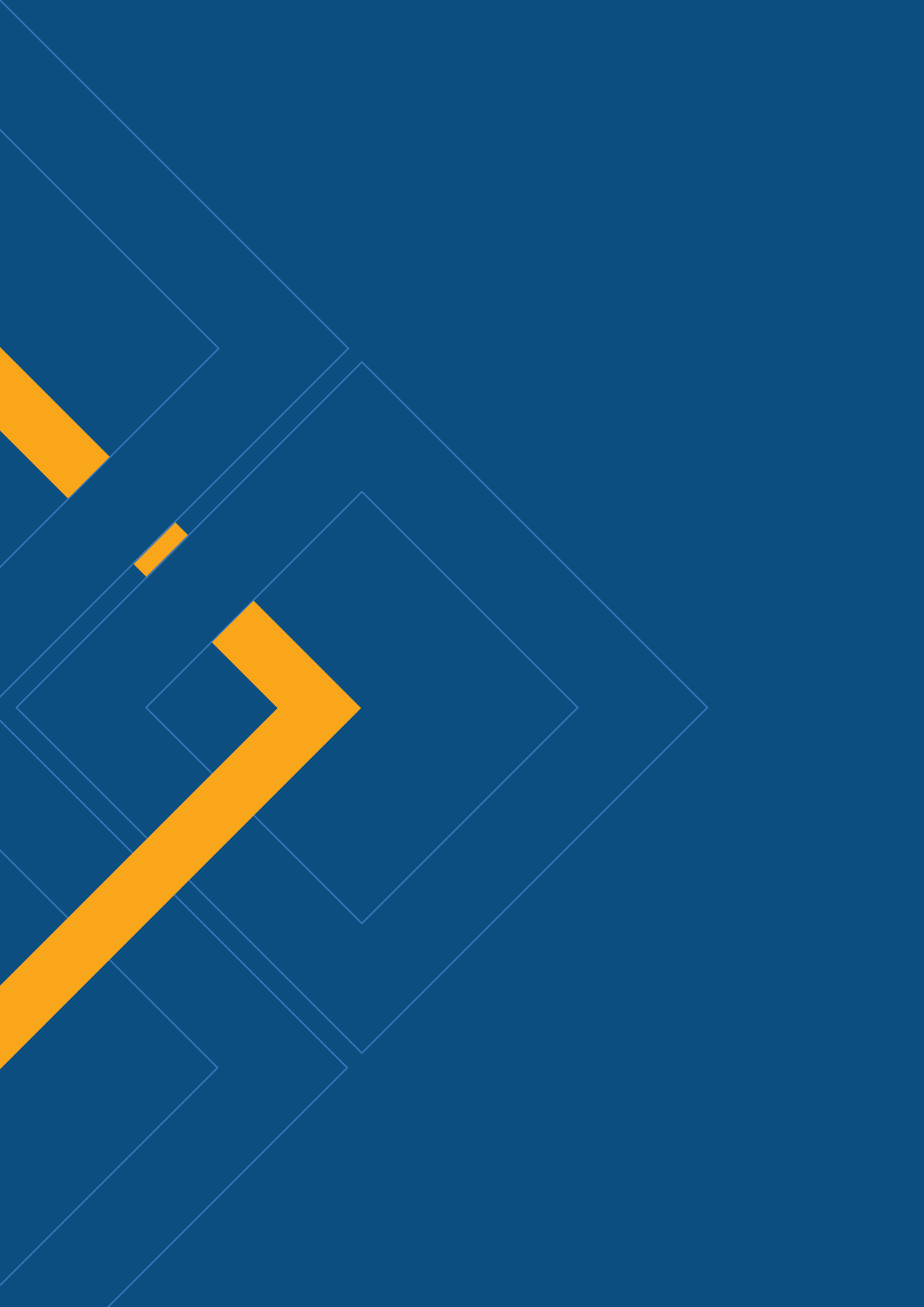
COVER CONCEPT

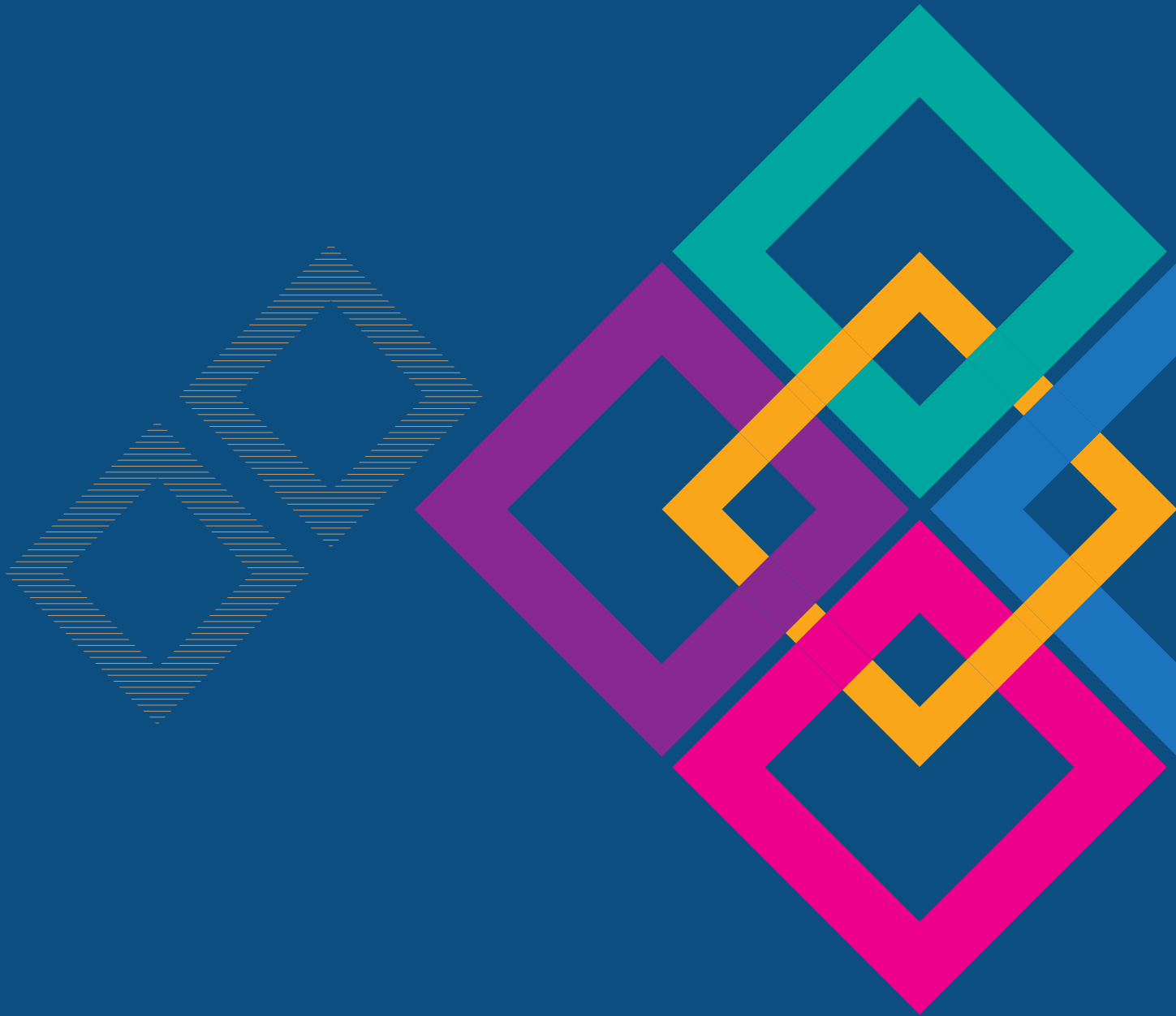
The annual report cover portrays a classy, crystallization graphical effect of SSM's logo formed by the window panes from the majestic Menara SSM in KL Sentral.

Superimposed in the logo are buildings, signifying the various businesses of the nation. It represents SSM's strive in achieving its vision of becoming a world class corporate registry and regulatory authority that meets business needs through effective registration, information, regulation and advice.

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SSM'S PERSPECTIVE

MINISTER'S MESSAGE

CHAIRMAN'S FOREWORD

CHIEF EXECUTIVE OFFICER'S REVIEW OF THE YEAR



MINISTER'S MESSAGE

Malaysia continues to make steady progress in creating a trusted and conducive business environment. The World Bank in its report entitled 'Doing Business 2013' that was issued in October 2012 has ranked Malaysia as the 12th most business-friendly economy among 185 countries in the world for ease of doing business, a significant leap of six notches from the previous year... The remarkable achievement is attributed to Malaysia's pro-business policies supported by various agencies including SSM to improve the nation's overall competitiveness.

The year 2012 saw SSM commemorating its tenth anniversary since commencing operation in 2002. In the past, SSM has acquired various recognitions for its involvements particularly as a facilitator towards creating Malaysia as a competitive and the preferred business destination in the world. I am pleased to note that during the financial year, SSM has continued to play a strong facilitative role by implementing various initiatives to achieve its vision to be a world class corporate registry and regulatory authority that meets business needs.

Malaysia continues to make steady progress in creating a trusted and conducive business environment. The World Bank in its report entitled 'Doing Business 2013' that was issued in October 2012 has ranked Malaysia as the 12th most business-friendly economy among 185 countries in the world for ease of doing business, a significant leap of six notches from the previous year. Meanwhile, according to the World Competitive Yearbook (WCY) 2012 issued by the Institute for Management Development (IMD), based in Lausanne, Switzerland, Malaysia moved to 14th from 16th position in 2011 in terms of global competitiveness. The WCY measures the different facets in 59 countries' competitive environment for economic performance, Government efficiency, business efficiency and infrastructure. The remarkable achievement is attributed to Malaysia's pro-business policies supported by various agencies including SSM to improve the nation's overall competitiveness.

Economically we have performed well in the past year. Malaysia's economy expanded by 5.6% in 2012 compared with 5.1% in the previous year, despite a difficult and uncertain global economic environment. This positive performance could not have been

achieved without the unwavering support given by SSM and everyone in the country, to ensure that the domestic economy continued to thrive and grow amid unfavourable external economic condition.

In the past year SSM has continued to play its facilitative role in the registration of companies and businesses. A total of 45,441 companies were registered compared with 45,455 last year despite the challenging global economic environment. This is indeed a testimony of Malaysia's strong economic fundamentals and resilience of its economy.

Meanwhile, registration of businesses increased by 14% to 324,761 from 284,598 in the previous year. The one-off 5-year RM50 registration fees for new businesses and renewals introduced by SSM on 27 May 2012 not only has succeeded in promoting entrepreneurship as seen in the record number of new registrations, but is also in line with the Government's effort to formalise unregistered businesses and reduce the costs of doing business especially for petty traders and small enterprises.

I am pleased that SSM has continued to ensure that it remains proactive and in tune with changes to the business environment through regular engagement with its stakeholders to seek constructive feedback on its laws and operational systems via organising two Corporate Practice Consultative Forums (CPCF) and Annual Dialogues with its stakeholders in Kuching, Sarawak; Kota Kinabalu, Sabah and Kuala Lumpur. The feedbacks received from these engagement sessions have enabled SSM to develop initiatives and enhance its services to meet the changing needs of the stakeholders.

45,441
NEW COMPANIES

324,761
NEW BUSINESS REGISTRATION

RM50 ONE-OFF INCENTIVE
RENEWALS AND NEW BUSINESSES
REGISTRATION FEES

5.6%
ECONOMY EXPANDED
IN 2012

I am also deeply impressed with SSM's active participation in the two events in 2012 which I officiated and which were organised by my Ministry, the Ministry of Domestic Trade, Co-operatives and Consumerism (MDTCC) to reach out to the masses in Pagoh, Johor and in Bera, Pahang. Apart from SSM, the overwhelming response from the people in the two events has succeeded in promoting the role, services and functions of other agencies under MDTCC and other organisations which took part in the programmes, such as Intellectual Property Corporation of Malaysia (MyIPO), Suruhanjaya Koperasi Malaysia (SKM), Bank Kerjasama Rakyat Malaysia, Perbadanan Nasional Berhad (PNB) and Cooperative College of Malaysia (MKM).



90%
COMPLIANCE RATE

As part of SSM's relentless effort in promoting good corporate governance practices and providing sharing of knowledge to its stakeholders, SSM's training academy, Companies Commission of Malaysia Training Academy (COMTRAC), continues to play a pivotal role in conducting training programmes nationwide throughout the year. Apart from restructuring existing training modules for directors to be aligned to the contemporary corporate scenario, a high-level training programme known as the CDTP Premier was introduced for high profile corporate directors such as CEOs, COOs and key management personnel in listed companies, multinationals, public sector and anchor GLCs.

The training and educational initiatives being conducted coupled with effective enforcement actions undertaken in the past years have successfully instilled a sense of attentiveness in the corporate community to carry out their duties in accordance with the requirements of the law. This can be seen from the high compliance rate of 90% achieved for the lodgement of annual returns in 2012 and 2011.

Additionally, the launching of SSM's third Best Business Practice Circular (BBPC) entitled "Achieving Corporate Integrity" in 2012 is most apposite as it is in line with the government's aspiration to combat corruption. I wish to commend SSM

MINISTER'S MESSAGE

for taking the lead in the publication of this BBPC which was a result of collaborative efforts with the Corporate Integrity Roundtable Members comprising of Companies Commission of Malaysia, Bursa Securities Malaysia Berhad, Malaysia Institute of Integrity, Malaysia Anti-Corruption Commission, Transparency International Malaysia, NKRA Fighting Corruption, Monitoring & Coordination Division and the NKRA Anti-Corruption Performance Management and Delivery Unit (PEMANDU).

The most significant element of the BBPC is the promotion of the Corporate Integrity Pledge which features a unilateral declaration by companies and businesses on their commitment to subscribe corporate integrity towards creating a trusted corruption-free business environment.

The holding of two Corporate Responsibility Seminar Series (CRSS) in Kota Kinabalu and Johor Bahru in 2012 also has helped promote good corporate governance by creating awareness about corporate responsibility among the small and medium sized enterprises.

On the international level, SSM has continued to play a pivotal role by actively attending and presenting various papers at international conferences as well as receiving visitors from foreign corporate registries. I am delighted to note that SSM has shared the success of its many initiatives with foreign corporate registries during their visits to SSM. These included representatives from the Capital Market Authority (CMA) of Kenya, Securities and Exchange Commission of Pakistan (SECP), the Companies and Intellectual Properties Commission of South Africa (CIPC) and the mission from Timor-Leste comprising of representatives from the Timor-Leste government and the International Financial Centre (IFC).

The year also saw the passing of the Limited Liability Partnerships Act 2012 (LLP) in both Houses of the Parliament. Apart from being an alternative mode for doing business in Malaysia, the LLP provides investors with the advantage of limited liability as in the case of a company incorporated under the Companies Act and the privacy of a conventional partnership as their full set of accounts are not filed with the Registrar. Hence, LLP will help promote entrepreneurship in the country as more existing and aspiring entrepreneurs are expected take advantage of the LLP to be involved in business.

I am confident that with continued unwavering commitment and support of its workforce, SSM will continue to achieve many more milestones in 2013 and in the coming years towards achieving our aspiration to boost Malaysia as the most ideal and preferred destination for doing business for the global business community.

DATO' SRI ISMAIL SABRI BIN YAAKOB

Minister of Domestic Trade,
Co-operatives & Consumerism
1 August 2013



CHAIRMAN'S FOREWORD

SSM has gone beyond its statutory functions to establish a conducive business environment for the nation. It has been consistent in implementing over-arching strategies that have successfully paved the way for execution of initiatives that simplify doing business in Malaysia. The implementation of various projects under the 1st Strategic Direction Plans (2004-2009) and followed by the execution of initiatives on key areas based on the 2nd Strategic Direction Plan (2010-2014) have indeed charted clear roadmap for SSM not only to execute its functions under the Companies Commission of Malaysia Act 2001, but also to play its role in support of the national agenda in meeting the challenges of tomorrow to assist businesses through this challenging period.

The Companies Commission of Malaysia (SSM) has come a long way since its inception on 16 April 2002. In commemorating its 10th anniversary, I think we could reflect the strides of progress and the wide ranging milestones achieved by this organisation in fulfilling its functions as a registrar and regulator. The ever willingness to adapt, innovate and evolve has been the cornerstone of SSM's journey towards creating a pro-business environment in Malaysia.

To name a few, efforts are under way to establish a modernised, robust yet practical new corporate legal framework, reengineer internal business processes, implement the new SSM's core system to further enhance the existing electronic or online services, introduce the new revolutionary XBRL format of reporting for financial statements and the development of new products all of which are in tune with the needs of the corporate community. The Members of the Commission will continue to monitor the implementation of all the key strategies and with perseverance and commitment of SSM's staff, we are confident of attaining our vision to be a world class corporate registry and regulatory authority that meets business needs through effective registration, information, regulation and advice.



Apart from implementing the strategic direction plan, I am pleased to note that SSM has also carried out initiatives in 2012 to generate interest amongst entrepreneurs and petty-traders to register their businesses. The introduction of incentives in the form of reduction and waiver of registration of businesses' fee for petty traders and disabled community during the year under review must be commended as it generates a very positive impact on our overall economy. With the increase of new business registrations it has a multiplier effect towards stimulating domestic business activities and in contributing towards the actual business activities and contribution to the nation, not to mention the unlimited benefits gained through the formalisation of unregistered businesses.

Efforts in formalising unregistered businesses must be harnessed in supporting and facilitating small unregistered businesses towards graduating into formal business entities and would be able to attain increased credibility for their businesses and paved the way in obtaining new funds and reaching to new markets. Such move will open a whole new dimension for such businesses entrepreneurs in marketing their products and services.

In the past year, SSM has also introduced more new delivery channels through the opening of SSM's offices at the Melaka Urban Transformation Centre (UTC) and Kuala Lumpur UTC in June and September 2012 respectively in support of the Government's aspirations to provide a multi facilities service centre for the urban public. The UTC is a project under the National Blue Ocean Strategy 6 (NBOS6) that houses various government agencies, non-governmental organisations, banking and financial institutions, health and medical facilities, educational centres, safety and security services, welfare aid, entrepreneurship consultancy centres as well as business space to cater to the urbanites. Although many of these services are readily available in cities, the UTC will provide all these under one roof. SSM has been ever supportive towards realising the national agenda and in playing its role towards ensuring Malaysia continues to enjoy excellent international standing for ease of doing business. We have seen cumulatively improved positions for Malaysia in several international rankings and surveys conducted by the World Bank Group and International Finance Corporation in their Doing Business 2013 report and by the Institute for Management Development's (IMD) World



CHAIRMAN'S FOREWORD

Competitiveness Yearbook 2012. Malaysia's steady rise in ranking shows that the nation's progression towards a developed nation is indeed promising. Going forward, SSM has ongoing tasks to ensure progression of improvements in Malaysia's ranking specifically in the starting a business indicator in the World Bank Doing Business Report. I believe that apart from moving up our rankings across various international indicators, more importantly we need to strive in exceeding the expectations of our customers and stakeholders.

As SSM poise for its future endeavours and challenges, on behalf of the Members of the Companies Commission of Malaysia, I wish to thank all our partners, members of the Commission's Committees, stakeholders and all our employees for their continued support, dedication and contributions to another successful year. Together, we have an important role and with concerted efforts of SSM and the industry, we could look forward with confidence to a better performance from SSM to propel Malaysia to greater heights in years to come.

DATO' SARIPUDDIN BIN KASIM

Chairman

Companies Commission of Malaysia

20 June 2013



SEM
SURUHANJAYA SYARIKAT MALAYSIA
COMMISSION OF MALAYSIA COMPANIES



CHIEF EXECUTIVE OFFICER'S REVIEW OF THE YEAR

Year 2012 saw SSM offering for the first time an Incentive Package for Business Registration and Renewal for period from 1 June 2012 to 31 December 2012. Due to this, SSM recorded an increase in the total registration of new business amounting to 324,761 which is a growth of 14% and 793,123 transactions for renewal of businesses which saw a growth of 33.8% compared to year 2011.

Year 2012 witnessed the Malaysian economy recording a strong growth of 5.6% despite the moderate global economic conditions. Malaysia's economy performance was driven by strong domestic demands, underpinned by, inter alia, significant growth in domestic consumption driven by the domestic consumer confidence, low inflation rate, robust private and public investment activities with facilitative financing and monetary policy.

During this period SSM takes pride for playing its role in facilitating the nation's economic growth by providing a dynamic and conducive business environment through quality, supportive and responsive business service delivery as well as facilitative legal framework.

In 2012, 45,441 new companies were incorporated and 324,761 new businesses were registered by SSM. The addition of these new business entities into the business eco system will only strengthen Malaysia's domestic economy.

Given that increase in capital spending is one of the catalyst factors for economic growth, it has to be supported by sustained consumer spending reinforced by strong investment activities from the private and public sectors. Consumer spending is expected to post a strong growth backed by increasing household income. The creation of more job opportunities for the employment market will help improve the purchasing power and spur the economy. In addition, it will create an economy of scale for businesses and industries as well as greater demand for goods and services which will lead to better growth prospects.

The highlights of SSM's strategic initiatives in 2012 are as follows:

SSM business centre was set up in Malacca and Kuala Lumpur Urban Transformation Centre in

June and September 2012 respectively. The UTC is a project under the National Blue Ocean Strategy 6 (NBOS6) and its purpose is to enhance direct customer engagement as part of the multi facilities services centre provided by the government and private sectors for the urban public. The centres are opened seven (7) days a week and counter services will operate daily from 8.30 am to 4.30 pm while the information counter will operate from 8.30 am to 10.00 pm except for public holidays which will be closed. Among the services provided are:

- (a) Business registration, renewal, termination and registration of changes of business information;
- (b) Company registration, approval of company name, new company incorporation, conversion of company status, change of company name and lodgement of statutory documents;
- (c) Company and business information, copies of company and business document (with or without certification) and business termination letters;
- (d) Incorporation of Companies Limited By Guarantee (CLBG); and
- (e) Application for Minister's Approval.

Year 2012 saw SSM offering for the first time an Incentive Package for New Business Registration and Renewal for business registered or renewed during the period from 1 June 2012 to 31 December 2012. Businesses registered or renewed during the period were given special incentive rates with attractive discounts from the fees payable. The new limited time offer package by SSM is part of the Tenth Malaysian plan by the government in its effort to boost and help out small businesses, petty traders and hawkers. This package is designed for all entrepreneurs of small businesses and the incentives enjoyed by the entrepreneurs are as follows:

- A fee of RM50 is payable by sole proprietor and partnership for registration of business and renewal of registration of business for a period of five (5) years, compared to RM300 for partnership and RM150 for sole proprietorship under the existing fee schedule for five (5) years; and
- A discount of 50% will be given to sole proprietor and partnership for all late registration of business and late renewal of registration of business in accordance with Registration of Businesses Act 1956 (ROBA).

14%

**INCREASE OF NEW
REGISTRATION OF BUSINESS**

33.8%

**INCREASE ON RENEWAL OF
BUSINESS**

The number of new registrations recorded for the period from 1 June to 31 December 2012 is 190,790 against 162,306 in 2011 while there were 511,565 renewal transactions compared with 320,064 over the corresponding period in 2011. As the result, SSM recorded an impressive number of new business registrations and renewals in 2012 with 324,761 and 793,123 businesses registered and renewed respectively, presenting an increase of 14% on new registration of businesses and 33.8% increase on renewal of businesses compared to 2011. This shows that the Incentive Package offered by SSM to assist in the cost reduction of doing business has made a positive impact on the small business.



SSM has enhanced its registry system to accommodate and to accelerate the improvement in registration process. Other enhancements were also implemented holistically to ensure SSM is able to maintain an up-to-date registry data. All enhancements are undertaken to reduce the public's waiting time and minimise anomalies during the registration process.

To reduce the cost of doing business and assist Malaysia move to the top 10 position from the current 12th position in the World Bank's "Ease of Doing Business" survey, SSM's plans are underway to initiate the reduction of incorporation fees for authorised capital up to RM400,000 and mandate the use of MyCoID during the incorporation of company stage.

Supplementing SSM's efforts to lower the cost of doing business in Malaysia is the Limited Liability Partnerships Act 2012 (LLP), which was passed by Parliament on 21 December 2011 and subsequently gazetted on 9 February 2012, and it is expected to be effective in the first quarter of 2013. It is a new business vehicle which is a hybrid between a company and a conventional partnership offering the privilege of limited liability status enjoyed by shareholders of a company being accorded to the partners of the LLP but with the benefit of having the flexibility of a conventional partnership in managing the business through partnership arrangement.

Business formed as limited liability partnership is a body corporate which has a legal entity separate from its partners and has perpetual succession with unlimited capacity. LLP will also assist to close the gap in current corporate framework and to provide an alternative business vehicle to complement the traditional choices of business vehicles. It will also provide the flexibility and freedom to stakeholders to

select the business model that best suits the needs and requirements of the businesses.

Further, SSM's ongoing review of the Companies Commission of Malaysia Act 2001 and Companies Act 1965 (CA) is in its final stages of completion where the changes made will enhance SSM's reputation as a dynamic corporate regulator and the corporate sector will benefit with the simplifying of corporate laws and procedures of doing business.

SSM had also reintroduced the moratorium period for striking-off dormant companies from 1 July 2012 to 31 December 2012 to assist directors and shareholders to strike-off dormant companies. During the period, SSM relaxed the requirements to strike off a company under Section 308(1) CA to encourage and facilitate the application to strike-off company from the Register for dormant companies. To provide guidance to the applicants, SSM issued a set of guidelines entitled "*Guidelines For The Application To Strike-Off A Name Of A Defunct Company Under Section 308(1) CA During Moratorium Period (1 July – 31 December 2012)*" where the guidelines serve to inform the procedures and requirements for the application to strike off the names of defunct companies under section 308(1) CA during moratorium period.

There were 13,879 applications received during the moratorium period as compared to 15,686 applications received in 2011 and the total number of dormant companies struck off the register in 2012 is 14,215. This has contributed to an overall improvement on SSM's database integrity to ensure that the corporate information available is relevant, accurate, valid, reliable, complete and timely. It will also assist the government's efforts to reduce the cost of closing a company in Malaysia.

CEO'S REVIEW OF THE YEAR

As part SSM's continuous efforts to enhance corporate information, SSM has initiated a project to develop a digitalized companies' financial reporting system based on the eXtensible Business Reporting Language (XBRL) format. XBRL is a reporting format based on global standards for exchanging business information. During the past year, SSM is developing its own SSM XBRL Taxonomy which is based on The International Financial Reporting Standards (IFRS) or the Malaysian Financial Reporting Standards (MFRS), Private Entity Reporting Standards (PERS) and the relevant requirements under CA and the proposed Companies Bill.

1.463 MILLION
E-INFO ONLINE TRANSACTIONS

With XBRL, the time and cost of obtaining information could be substantially reduced. XBRL is expected to enhance Malaysia's corporate financial reports as the financial statements will have to be prepared in accordance with internationally accepted accounting standards that are embedded into the XBRL system.

SSM plans to implement the XBRL financial reporting format on a voluntary basis in 2014 and will eventually be made mandatory at a later date to be determined by the Registrar.

In 2012, SSM held the "Program Jalinan Kasih: Kesedaran Keusahawanan Bersama OKU" where the Incentive Package for Persons with Disabilities (OKU) was launched. In this package, the fees payable for registration and renewal of businesses were waived for OKU.

The incentive provided to OKU is to encourage the disable community to venture into business and also encourage them to renew their existing business license. During the period from 23 Oct 2012 to 31 December 2012, there were 604 transactions valued at RM31,910 being enjoyed by the OKU and this incentive package is available from 23 October 2012.



On the regulation of interest schemes, SSM has increased the awareness activities on the need for registration of interest schemes with SSM. In March 2012, SSM has published advertorials in several newspapers to warn investors on the risks of investing in interest schemes and in particular those illegal and unregistered schemes. The public and investors have been reminded to be wary of schemes that promise quick and unrealistic returns and also to always assess the risks they are taking every time they invest in any investment including interest scheme. SSM has published the channel to lodge a complaint on unregistered or illegal schemes in Malaysia.

Apart from educating and creating awareness of illegal schemes, SSM promoted the registration of Interest Schemes during the year 2012 and as a result of its awareness campaign, participation and collaboration with agencies and stakeholders, there was a remarkable increase with the registration of 15 new schemes compared to six (6) new schemes registered in 2011.



In 2012, SSM's e-Info online services recorded 1,462,783 transactions comprising of 474,688 transactions relating to business information and 988,095 transactions on company information with revenue of RM14.6 million. The International e-Info web page hits have increased to 77,195, which is an increase of 3% compared to 2011. However, there is a decline of 9% for e-Lodgement transactions with 123,204 transactions performed in 2012 (2011: 135,682 transactions).

On 29 May 2012, Ministry of Domestic Trade, Cooperatives and Consumerisms (MDTCC) launched the new Malaysian Franchise Express System (MyFEX) where MyFEX is an online system for registering franchise system in Malaysia. MyFEX has established a seamless system to system linkup with SSM's web based e-Info system for companies and businesses electronic data. SSM has provided a new channel for direct purchase of digital information and at the same time, facilitates successful online franchise registration transactions with MDTCC.

Additionally the role played by Bank Simpanan Nasional (BSN) as SSM's agent for renewal of registration of business has been promising. There is a substantial increase of revenue of up to five (5) times compared 2011's revenue derived through BSN amounting to RM3.2 million in 2012. This shows that the facility provided as a channel for renewal of business registration has been well received by business entrepreneurs.

The hard work and tireless efforts by SSM staff did not go unheeded. In 2012, SSM was given due recognitions for its efforts and were presented with the following awards:

(a) 4-star rating for Excellence in Financial Management from the National Audit Department.

- (b) 5-star rating for Malaysian Government Portal and Website Assessment.
- (c) 5S practices with the Certificate of Achievement awarded by the National Productivity Corporation. 5S management helps to reduce waste and optimise productivity by maintaining an orderly workplace using visual cues to achieve more consistent operational results.



These achievements are a testimony to the commitment, cooperation and dedication of all SSM staff. Although innovative ideas have reduced the administrative and internal processes, there are still room for improvements. Efforts are ongoing in line with SSM's Strategic Direction Plan II (SDP II) which has set a clear vision for SSM to become a world class corporate Registrar, provider of corporate information and an exemplary regulatory body for corporate governance.

During the year, SSM's offices in Kedah and Pahang moved to better and newer premises while Penang office has undergone renovations in line with its expansion plans. Counters in SSM headquarters were also renovated to provide for a better and more comfortable environment for the staff and public. Plans are also underway for SSM office in Kelantan to move to a better premise in 2013. As SSM progresses, the expectations of our clients and stakeholders will grow, particularly from public

CEO'S REVIEW OF THE YEAR

and corporate stakeholders. These stakeholders will expect to be served by a committed, efficient and effective SSM workforce.

As in the previous year since the inception of SSM's training arm in 2007, the Companies Commission of Malaysia Training Academy (COMTRAC) has conducted training on wide-ranging topics and areas as reflected in this report. The most notable is the SSM National Conference 2012 with the theme '*Managing Corporate Governance, Creating Value, Transforming Economy*' that have highlighted the multifaceted issues on corporate governance and which attracted more than 305 participants.



Throughout the year, 793,123 businesses renewed their business licences. In terms of cumulative numbers, the number of companies incorporated exceeded 1 million while the number of businesses registered exceeded 4 million. These figures are a clear reflection of the importance of SSM's regulatory functions and monitoring activities for the business community.

Beside these developments, SSM successfully conducted numerous programmes in 2012 which had the indirect effect of further raising awareness of SSM's functions as a corporate and business registrar and reinforcing the role of SSM as the leading authority in promoting corporate governance practices in Malaysia.

SSM consistently benchmark itself against the highest standards achieved by world class Corporate Registrars around the globe. Additionally, these standards are also extended to enhance our surveillance and enforcement actions through review of existing internal process and systems. In line with our balanced enforcement approach, SSM has opted for a more 'business-friendly' enforcement approach by creating awareness, providing extensive training and education to encourage continuous voluntary compliance from the corporate and business community.

In tandem with the review, the management of SSM plans to put into motion the effect of the overall transformation programme through a newly created "Management Transformation Section" that has been tasked with studying and reviewing current work processes, procedures and also put forward alternative work or systems approach.

The successful implementation of these transformation programmes calls for undivided dedication and commitment from our officers and staff. Their support and wholehearted participation is vital to the actualisation of the plan besides support from SSM's management team who possesses the highest levels of positive attributes such as accountability and responsibility.



CEO'S REVIEW OF THE YEAR

I wish to stress on the importance to work as a team focussed on one team spirit, one vision and a single objective.

On behalf of the Commission members and the Executive management team, I would like to take this opportunity to thank SSM workforce for their professionalism, dedication and commitment in ensuring our strategic initiatives and priorities were achieved and made possible in year 2012. I also would like to express my utmost appreciation to the Commission members for their guidance and support. Moving into 2013, I am confident that SSM, as guided by its vision and corporate values, will continue to play its critical role in realizing the nation's economic transformation agenda.

MOHD NAIM BIN DARUWISH

Chief Executive Officer

Companies Commission of Malaysia

12 June 2013

COMPANIES COMMISSION OF MALAYSIA (SSM) MEMBERS

SSM's Commission Members are appointed by the Minister of Domestic Trade, Co-operatives and Consumerism as provided for by Section 6 of the Companies Commission of Malaysia Act 2001. The Commission Members are chosen from among legal practitioners, senior government officers, professionals and leading corporate figures with distinguished records. These outstanding members are entrusted with the responsibility of governing, steering and charting the direction of SSM. Over the years, valuable advice and guidance from the Commission Members have been a prominent factor in SSM's outstanding achievements and standard setting in the corporate sector.

During the year, the Commission Members convened a total of eight (8) meetings to consider and approve various important matters including long term plans, strategic initiatives and to review the established KPIs. The Commission Members view good governance and best practices are of utmost importance and ensure that these principles are intrinsic in the various functions and duties that SSM Management carries out.

The details of the meetings held for the year 2012 are as follows:

Members	62 nd Meeting 8 Mac 2012	Special Meeting 1/2012 4 May 2012	63 rd Meeting 21 June 2012	64 th Meeting 31 July 2012	65 th Meeting 16 Oct 2012	66 th Meeting 22 Nov 2012	Special Meeting 2/2012 26 Nov 2012	67 th Meeting 13 Dec 2012	Total Attendance
YBhg. Dato' Saripuddin bin Kasim	√	√	√	√	√	√	√	√	8/8
YBhg. Datuk Idrus bin Harun	√	√	√	√	√	X	√	√	7/8
Y.B. Datuk Hj. Sapawi bin Hj. Ahmad	X	√	√	√	√	√	√	√	7/8
YBhg. Prof. Dato' Dr. Aishah binti Bidin	√	X	√	√	√	√	√	X	6/8
YBhg. Datuk Jason Lau Beng Wei	√	√	√	X	√	√	√	X	6/8
YBhg. Datuk Seri Syed Ali bin Tan Sri Syed Abbas Alhabshee	√	√	√	√	√	X	√	X	6/8
YBhg. Datuk Idris bin Abdullah				√	√	X	X	√	3/5
Y.Brs. Puan Laila Wathiqah binti Judin						√	√	√	3/3
Y.Brs. Encik Mohd Naim Daruwish	√	√	√	√	√	√	√	√	8/8
YBhg. Datin Rozaina binti Zainuddin	√	√							2/2

√ Attend
X Absent



SSM'S COMMISSION MEMBERS



From left to right:

- 1 **YBHG. DATUK IDRIS BIN ABDULLAH**
(2 Jul 2012 - 1 Jul 2014)
- 2 **YBHG. DATIN ROZAINA BINTI ZAINUDDIN**
(25 Aug 2009 - 8 May 2012)
- 3 **YBHG. DATUK IDRUS BIN HARUN**
(1 Jan 2012 - 31 Dec 2013)
- 4 **YBHG. DATO' SARIPUDDIN BIN KASIM**
(16 Jan 2012 - 15 Jan 2014)
- 5 **YBHG. DATUK JASON LAU BENG WEI**
(16 Jan 2012 - 15 Jan 2014)



- 6 **YBHG. PROF. DATO' DR. AISHAH BINTI BIDIN**
(1 Jan 2011 - 31 Dec 2014)
- 7 **YBHG. DATUK SERI SYED ALI BIN TAN SRI SYED ABBAS ALHABSHEE**
(16 Jan 2012 - 15 Jan 2014)
- 8 **Y. BRS. PUAN LAILA WATHIQAH BINTI JUDIN**
(19 Oct 2012 - 18 Oct 2013)
- 9 **Y. BRS. ENCIK MOHD NAIM DARUWISH**
(1 Dec 2011- 30 Nov 2013)
- 10 **Y.B. DATUK HJ. SAPAWI BIN HJ. AHMAD**
(20 Jul 2011 - 19 Jul 2013)

**YBHG. DATO' SARIPUDDIN BIN KASIM**

(16 Jan 2012 - 15 Jan 2014)

Dato' Saripuddin bin Kasim, 53, holds a Master of Business Administration from the University of Hartford, USA, as well as Bachelor in Economics (Hon.) from University of Malaya. He was appointed as Chairman of the Companies Commission of Malaysia with effect from 16 January 2012.

He started his career as an Assistant Director in the Ministry of Trade and Industry in 1982. From 1984 to 2001, he held the posts of Assistant Secretary, Ministry of Public Enterprises; Assistant Registrar, INTAN; Principal Assistant Director, Public Services Department; and later as Special Officer to the Director General of Public Services.

In 2001, Dato' Saripuddin continued his career in Tokyo as the Counselor at the Embassy of Malaysia. After serving 3 years in Japan, he was sent to the High Commission of Malaysia in London as the Attaché of Education and Training.

Upon returning to Malaysia in 2006, he worked at the Ministry of Women, Family and Community Development, and later became the Director General of Legal Affairs Division in Prime Minister's Department in 2010.

In December 2011, he assumes the post of Secretary General, Ministry of Domestic Trade, Co-operatives and Consumerism (MDTCC) until today. As the Secretary General of MDTCC, Dato' Saripuddin also serve as a Commission Member of the Malaysia Competition Commission (MyCC), Board of Director of the Malaysia Co-operative Societies Commission (SKM) and Bank Rakyat.

YBHG. DATUK IDRUS BIN HARUN

(1 Jan 2012 - 31 Dec 2013)

Datuk Idrus bin Harun was appointed a Commission Member in April 2002. He holds a LLB (Hons) Degree from the University of Malaya. He started his career as a Legal Officer in 1980. Datuk Idrus had since served in various senior positions, including the Senior Assistant Registrar of the Kuala Lumpur High Court, Sessions Court Judge in Kota Kinabalu, Deputy Public Prosecutor of the Attorney General's Chambers, Legal Advisor for the State of Terengganu, Senior Federal Counsel of the Anti-Corruption Agency and Legal Advisor for the Election Commission. He was the Registrar of Companies from 1998 to 2002. Thereafter he resumed his service at the Attorney General's Chambers as Head of the Advisory and International Division and as Parliamentary Draftsman before appointed to his current position as Solicitor General.

Datuk Idrus also served as a member of the Labuan Financial Services Authority (Labuan FSA), Securities Commission and the Foreign Investment Committee (FIC), amongst others. At present, he is a member of the Malaysia – Thailand Joint Authority (MTJA), the Retirement Fund (Incorporated) and Perbadanan Tabung Pendidikan Tinggi Nasional (PTPTN).

Y.B. DATUK HJ. SAPAWI BIN HJ. AHMAD

(20 Jul 2011 - 19 Jul 2013)

Datuk Hj. Sapawi bin Hj. Ahmad was appointed a Commission Member effective 20 July 2009. He graduated with Business Administration (Hons) with a major in History from the National University of Malaysia. Prior to his involvement in politics, Datuk Hj. Sapawi had a career in education for nearly 20 years before he was appointed as the Director of Biro Tatanegara (Sabah). He is the Chairman of the Sabah Land Development Board and also the Chairman of the Sabah Language and Literature Council. Datuk Hj. Sapawi is the Member of Parliament for Sipitang, Sabah.

SSM'S COMMISSION MEMBERS

YBHG. DATIN ROZAINA BINTI ZAINUDDIN

(25 Aug 2009 - 8 May 2012)

Datin Rozaina binti Zainuddin was appointed a Commission Member effective 25 August 2009. She holds a Masters Degree in Business Management (Techno-Entrepreneurship) from University of Technology, Malaysia and is a Member of The Chartered Institute of Transport (UK). She started her career in the public service with the Road and Transport Department in 1981 and had since served at various government organizations including the Education Commission, the Ministry of Transport, the National Institute of Public Administration, Malaysia (INTAN), the Inland Revenue Board of Malaysia, Public Service Department and the Ministry of Finance. Her appointment as a Commission Member ended on 8 May 2012 in conjunction with her transfer to the Public Services Department.

YBHG. PROF. DATO' DR. AISHAH BINTI BIDIN

(1 Jan 2011 - 31 Dec 2014)

Prof. Dato' Dr. Aishah binti Bidin was appointed as a Commission Member effective 1 January 2011. She is a Professor of Corporate and Insolvency Law and currently the Dean of the Faculty of Law, Universiti Kebangsaan Malaysia (UKM). Her areas of specialization include company and corporate finance law, securities regulation, bankruptcy and insolvency law. She has been lecturing on company and partnership law since 1989, and currently her areas of interest also include environmental and corporate regulation. Prof. Dato' Dr. Aishah has written for various local Malaysian and British academic journals on company, securities and insolvency law. Prof. Dato' Dr. Aishah obtained her LLB (Hons) from University of Malaya, Masters in Laws from the University of Kent and her Ph.D in Laws from University of London.

Prof. Dato' Dr. Aishah was a member of the Malaysian Corporate Law Reform Committee (CLRC). Currently she is the Legal Advisor of UKM Holdings, the Corporate Arm of University Kebangsaan Malaysia. She is also the Chairman for the Advisory Panel of COMTRAC (Training Academy for Companies Commissions of Malaysia), Advisory Board member for MLTIC (Malaysian Legal and Tax Information Centre), a member of the Board of Directors of Yayasan Bantuan Guaman Kebangsaan (YBGK) and a member of the Intellectual Property Advisory Board of UKM.

YBHG. DATUK SERI SYED ALI BIN TAN SRI SYED ABBAS ALHABSHEE

(16 Jan 2012 - 15 Jan 2014)

Datuk Seri Syed Ali bin Tan Sri Syed Abbas Alhabshee was appointed a Commission Member effective 16 January 2012. He holds a Diploma in Leadership and Management from the New Zealand Institute of Management, New Zealand. Datuk Seri Syed Ali is the Chairman of Tanjong Offshore Berhad and UZMA Berhad. He is also the Chairman of Composite Technology Research Malaysia Sdn. Bhd., a government linked company. He was also appointed a Board Member of Tourism Malaysia.

YBHG. DATUK JASON LAU BENG WEI

(16 Jan 2012 - 15 Jan 2014)

Datuk Jason Lau Beng Wei was appointed a Commission Member on 16 January 2012. He holds a Bachelor's Degree in Electrical Engineering from Universiti Teknologi Malaysia, and a Master's degree in Business Administration (International Business) from Universiti Putra Malaysia. He is a successful entrepreneur, having ventured into a diverse range of business such as engineering, construction, coal mining, information technology, telecommunication and many others.

Datuk Jason Lau is the Director of Royce Pharma Holdings, as well as being appointed as the President and Chief Executive of Discovery Mining and Renewable Energy Incorporated of the Philippines. He is currently the Chief Executive of Varia Engineering & Services Sdn. Bhd. Datuk Jason Lau was recently appointed as Adjunct Professor at Universiti Malaysia Kelantan effective November 2012.



SSM'S COMMISSION MEMBERS

YBHG. DATUK IDRIS BIN ABDULLAH

(2 Jul 2012 - 1 Jul 2014)

Datuk Idris bin Abdullah, 55, was appointed a Commission Member effective 2 July 2012. He holds an LLB (Hons) degree from Universiti Malaya and began his career in 1981.

Datuk Idris is currently a senior partner at Idris and Company Advocates, Kuching, Sarawak. He also holds several key positions in Malaysia and Singapore, namely as a Director of Bank Pembangunan Malaysia Berhad, Chairman/Director of Pembangunan Leasing Corporation Sdn. Bhd., Chairman/Director of PLC Credit & Factoring Sdn. Bhd., Chairman/Director of Magnus Energy Group Ltd, (listed on Singapore SESDAQ), Chairman/Director of APAC Coal Ltd, (listed on Australian Stock Exchange), Chairman/Director of Xian Leng Holdings Berhad (listed on Malaysian Stock Exchange) and Director of Konsortium Rangkaian Serantau (Regional Network Consortium) Sdn. Bhd. He is also a Commission Member of the Malaysian Communications and Multimedia Commission (MCMC). Datuk Idris was recently appointed as an Independent Non-Executive Director of Malakoff Corporation Berhad.

Y.BRS. PUAN LAILA WATHIQAH BINTI JUDIN

(19 Oct 2012 - 18 Oct 2013)

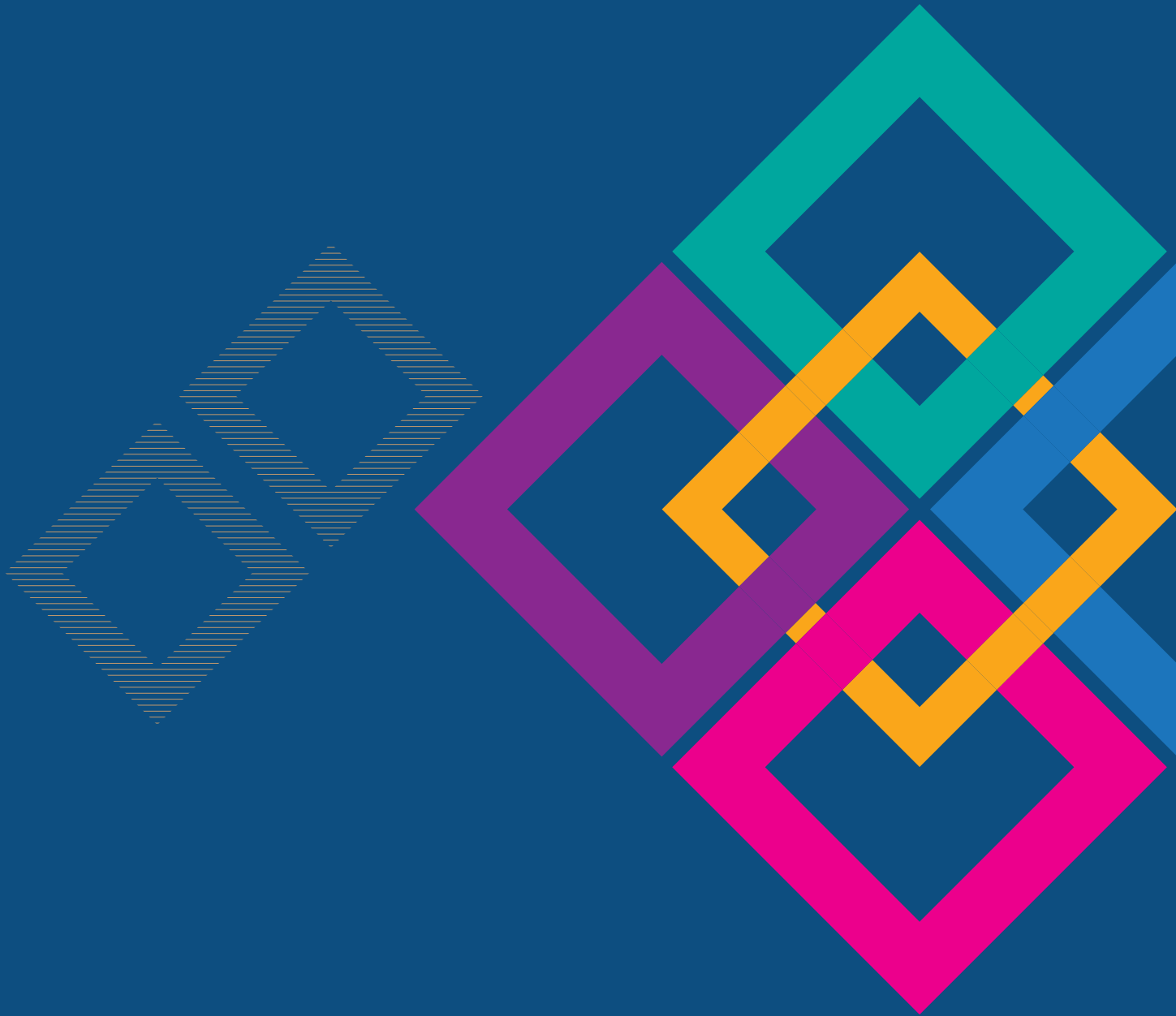
Puan Laila Wathiqah binti Judin was appointed as a Commission Member effective 19 October 2012. She holds a Bachelors Degree in Economics (Hons). She started her career in the public service in 1978 as an administrative officer prior to her confirmation as a diplomatic officer. She had since served at various government organizations and ministries such as the Public Service Department, Ministry of Primary Industry, the Economic Planning Unit of the Prime Minister's Department. Puan Laila Wathiqah is currently attached to the National Strategic Coordination Unit, Ministry of Finance as Deputy Senior Director. Puan Laila Wathiqah is currently the Head of Section (General Administration) of the Remuneration Policy, Public Money and Management Services Division of the Ministry of Finance.

Y. BRS. ENCIK MOHD NAIM DARUWISH

(1 Dec 2011- 30 Nov 2013)

Mohd Naim Daruwish graduated with a LLB (Hons) degree from the University of Malaya. He started off his career as a Legal Officer with the Legal Department of Bank Pertanian Malaysia on April 1984 before being appointed as Magistrate in 1985 and later as a Senior Magistrate.

He was then appointed as the Manager and later as the Senior Manager of the Prosecution/Litigation Division, Legal Department of the Employees Provident Fund (EPF), Kuala Lumpur. Among the positions held by him in EPF were the General Manager of the Enforcement Department, the Senior General Manager of Legal Department and the Senior General Manager of the Contribution Department. Encik Mohd Naim was appointed as the Chief Executive Officer of SSM effective 1 December 2011. He is also a Board Member of Labuan Financial Services Authority (Labuan FSA), member of the Financial Reporting Foundation (FRF), Board Member of Certified Integrity Officer Recognition Board as well as member of Audit Oversight Board (AOB).



EXECUTIVE MANAGEMENT



EXECUTIVE MANAGEMENT



ENCIK MOHD NAIM DARUWISH
Chief Executive Officer



**PUAN ZAHRAH ABD
WAHAB FENNER**
Deputy Chief Executive
Officer (Services)



PUAN ROKIAH MHD NOR
Deputy Chief Executive
Officer (Operations)
(Until 1 December 2012)



**ENCIK MAHAMAD
NASER BIN DISA**
Senior Director,
Enforcement
(Effective from
25 Jun 2012)



MOHAMED ZANYUIN ISMAIL
Director, Registration
Services Division



KHUZAIRI YAHAYA
Director, Information and
Communication Technology
Division



**NOR AZIMAH
ABDUL AZIZ**
Director, Corporate
Development and Policy
Division



AMIR AHMAD
Director, Corporate
Resources Division



**AZNORASHIQ
MOHAMED ZIN**
Director, Investigation
Division



AZRYAIN BORHAN
Director, Companies Commission
of Malaysia Training Academy
(COMTRAC)



ROSLI HAJI AHMAD
Director, Compliance
Division



MUHAMAD FARIS OTHMAN
Director, Marketing and
Business Development
Division

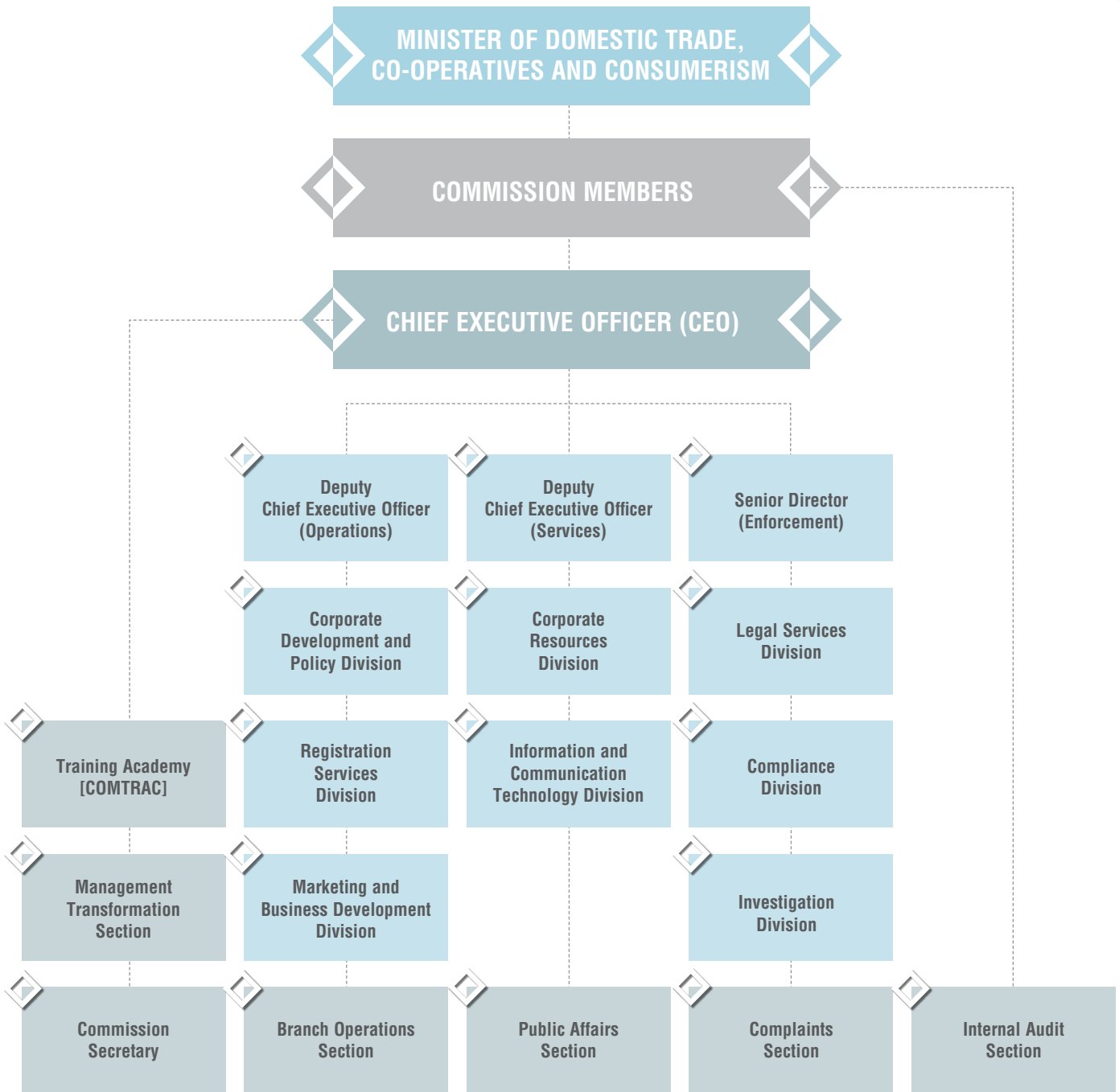


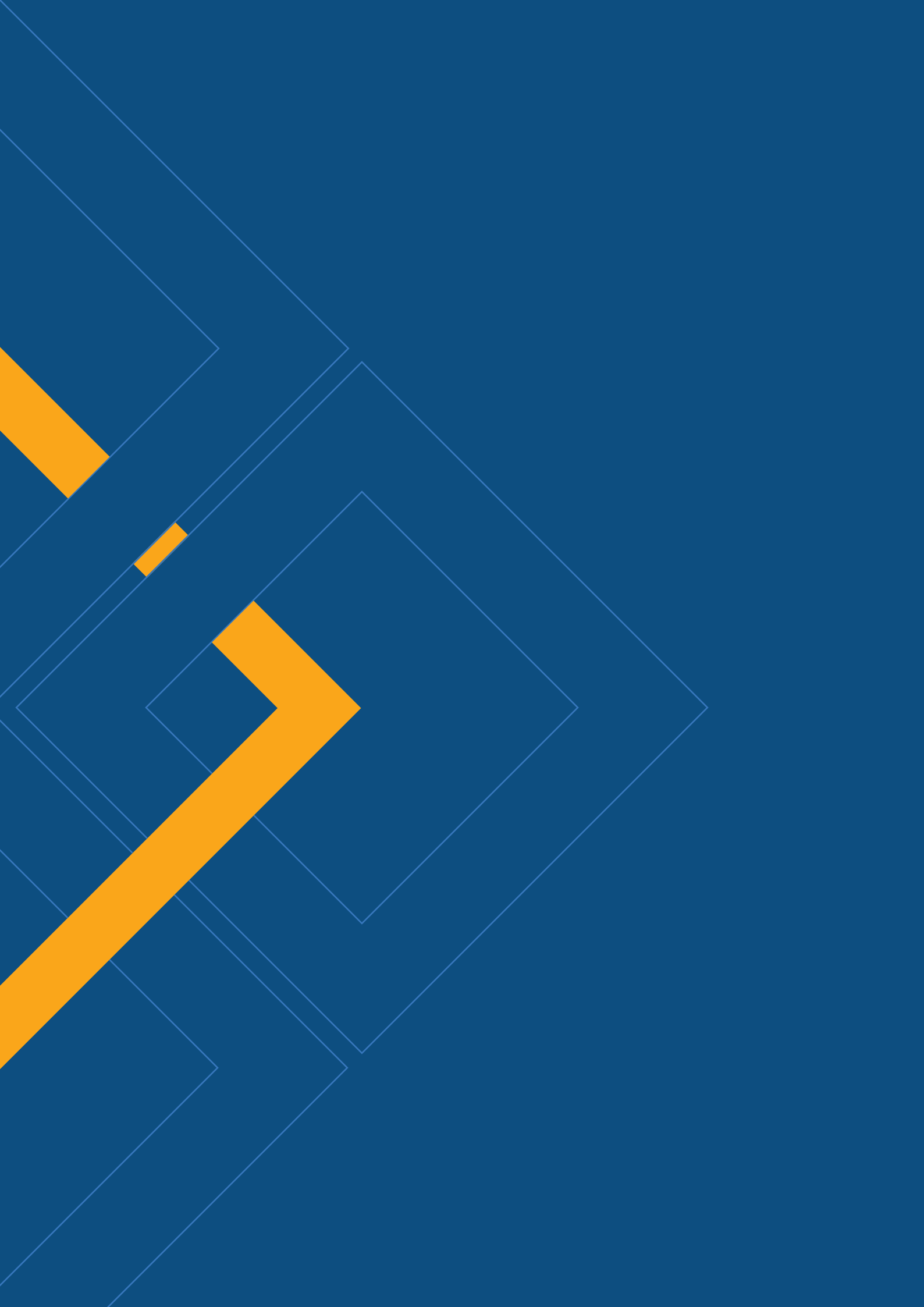
NUR IZZAINI ISHAK
Director, Legal Services Division
(Effective from 16 June 2012)

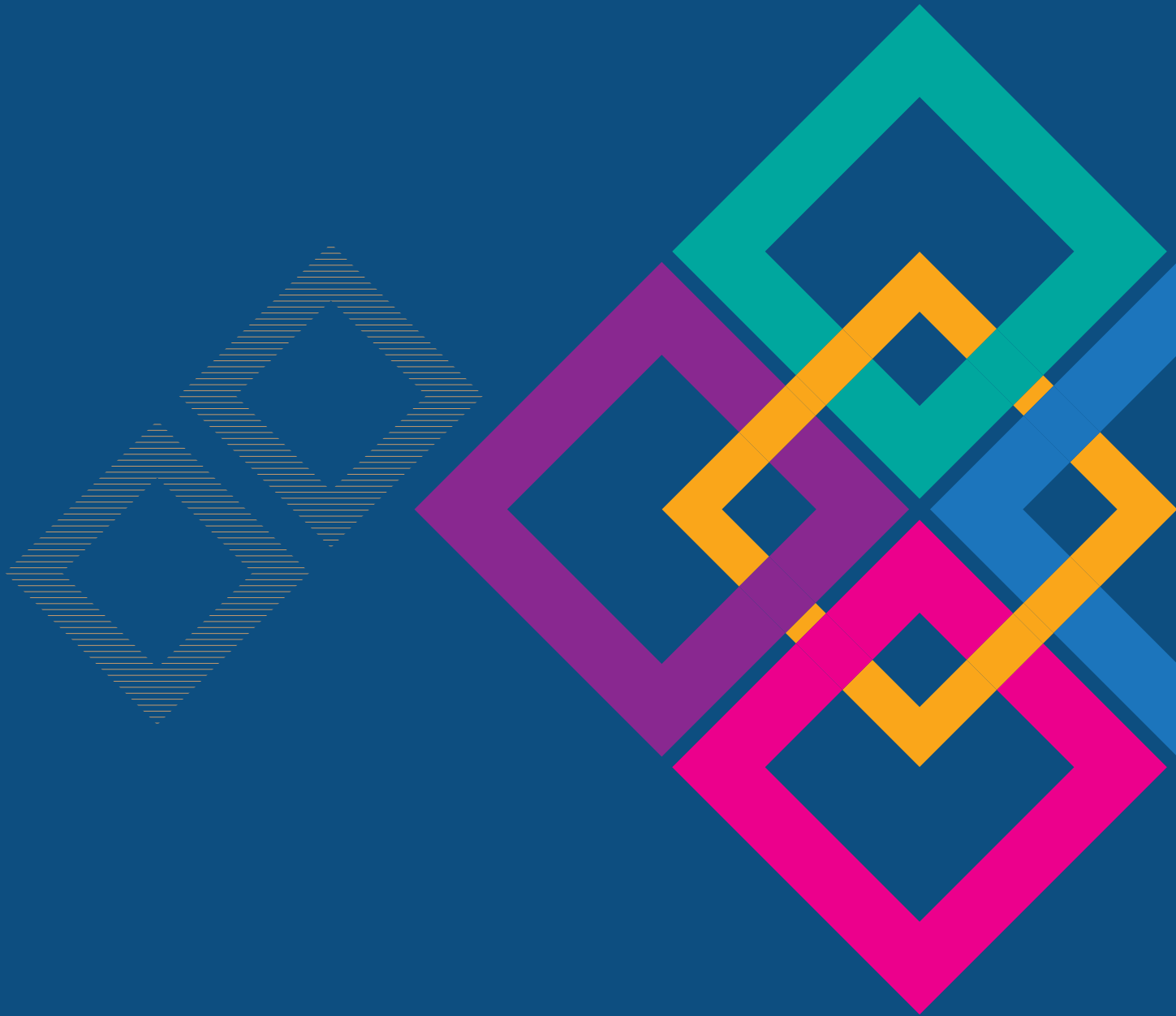


SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

CORPORATE STRUCTURE







2012 ECONOMIC REVIEW

AND SSM'S KEY STATISTICAL ANALYSIS



2012 ECONOMIC REVIEW AND SSM'S KEY STATISTICAL ANALYSIS

Malaysian economy expanded by 5.6% as against 5.1% in the previous year. This positive performance was driven by robust domestic demand supported by continued strong expansion in private and public consumption.

The global economic conditions in 2012 remained challenging, with most advanced economies continued to experience weak growth. During the year Malaysia's export of manufactured goods and commodities were affected by the slower external demand due to the deterioration in the external environment.

Despite the global economic and financial uncertainties, the Malaysian economy expanded

by 5.6% as against 5.1% in the previous year. This positive performance was driven by robust domestic demand supported by continued strong expansion in private and public consumption.

The strong domestic economic activity is reflected in a 14% surge in the number of new businesses registered, while the number of new companies incorporated was unaffected and almost similar to the previous year.

This is chiefly attributed to the implementation of key initiatives under the Government Transformation Programme and the Economic Transformation Programme as well as surge in foreign direct investments, especially in the services sector as a result of the liberalisation of many services sub-sectors of the economy.

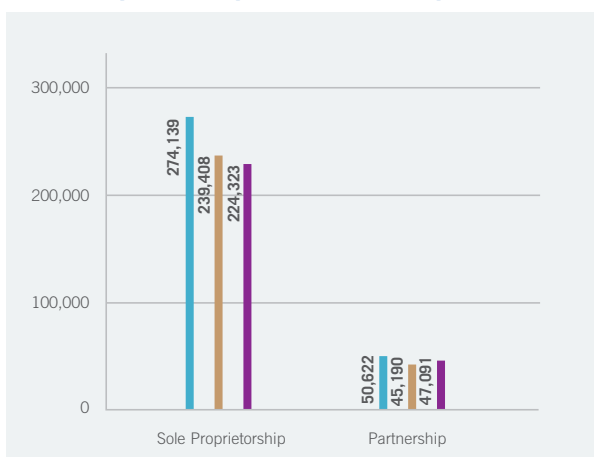
Domestic consumption and investments will continue to be resilient in the coming years due to the government's relentless efforts to put in place various

initiatives and measures to sustain the nation's economic growth. Hence, the nation's economy is expected to maintain its growth momentum of 5.6% in 2013.

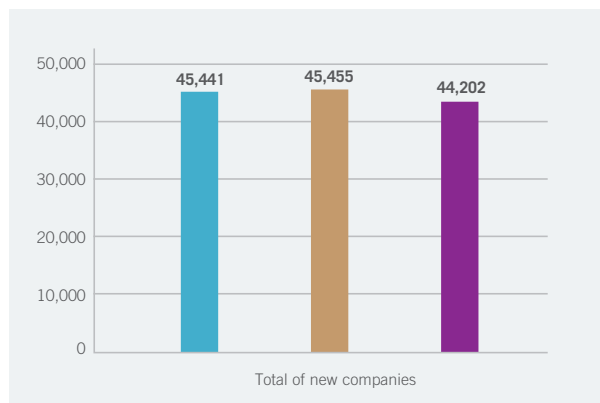
Total Registration of New Businesses (Sole Proprietorship And Partnership)



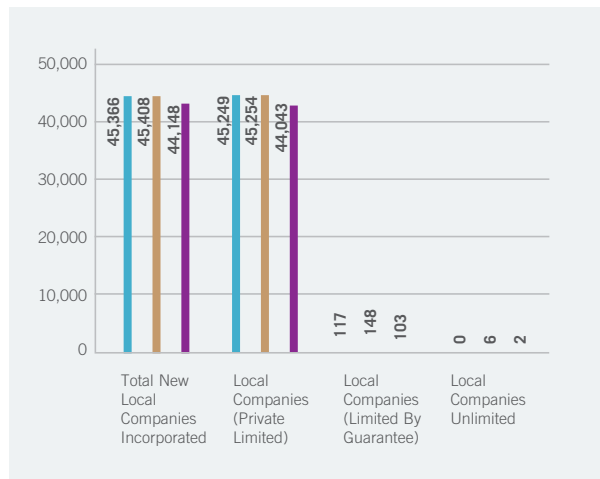
Registration of New Businesses (Sole Proprietorship And Partnership)



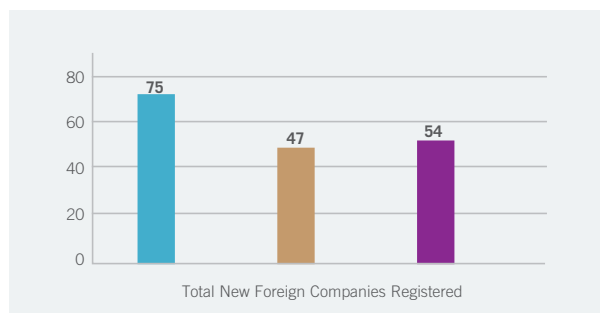
Total Registration of New Companies (Local And Foreign)



Registration of New Companies (Local)



Registration of New Companies (Foreign)



2012 2011 2010

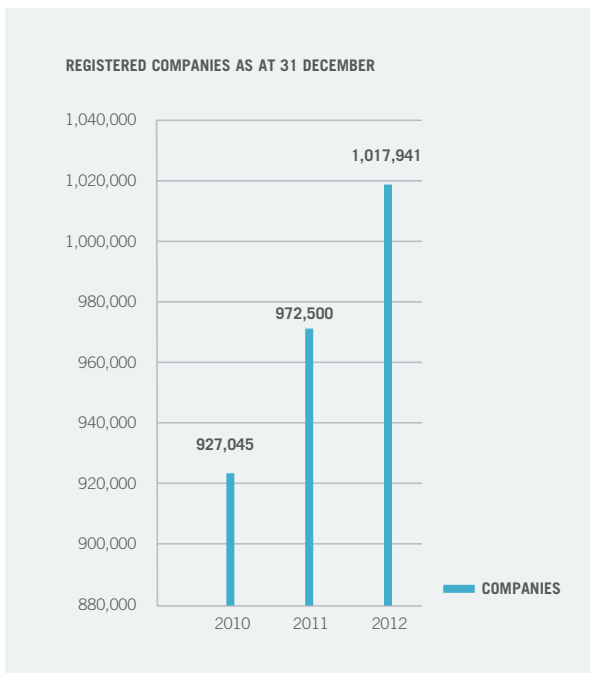


REGISTRATION OF COMPANIES IN 2012

The number of local companies registered in 2012 declined only marginally (0.1%) compared to last year despite the uncertainties in the global economy caused by the economic slowdown in most countries in the Euro Zone and the United States. Robust and resilient domestic demand driven by sustained private consumption due to positive labour market conditions, a favourable financing environment and higher public sector expenditure enabled the total number of new companies registered to be maintained at almost the same level as in the previous year.

In the case of registration of foreign companies, a total of 75 foreign companies were registered in 2012 compared to 47 in 2011, representing an increase of 59% over the previous year. The substantial increase shows that foreign investors are increasingly confident of the country's economic growth despite the unfavourable external economic conditions as more and more of them are spreading their operations to Malaysia.

Companies Registered until 31 December for 2010, 2011 and 2012

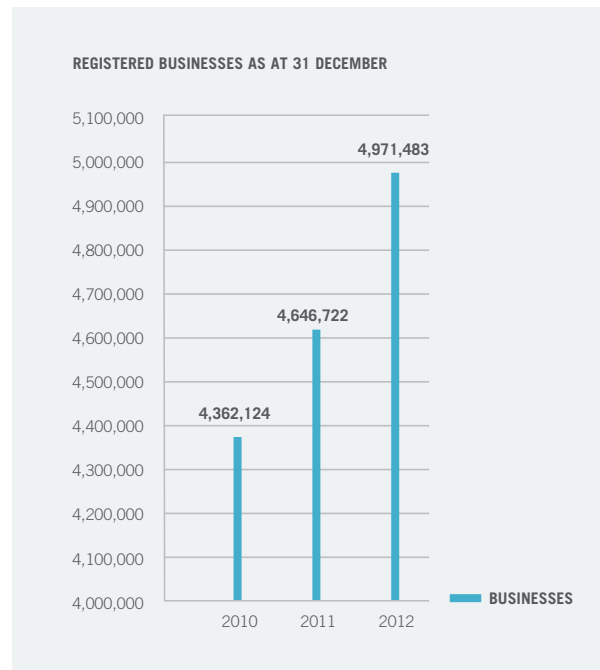


REGISTRATION OF BUSINESSES IN 2012

Registration of new businesses in 2012 was up by 14% year-on-year to 324,761, the highest in 10 years (2002-2011) since the inception of SSM in 2002. The record number of new registrations achieved can be attributed to the various outreach programmes carried out throughout the year and particularly due to the incentive package introduced in June 2012 to promote and facilitate new registrations.

Apart from the incentive packages, initiatives taken by SSM to facilitate registration such as the opening of the new SSM's offices at the Melaka Urban Transformation Centre (UTC) and Kuala Lumpur UTC in June and September 2012 respectively, the continuing Business Registration Mobile Counter services (BRMC), the opening of Business Registration Circuit Counters (BRCC) at local municipal offices, and the setting up of Business Registration Service Counters (BRSC) at strategic locations in the city have all contributed immensely to this remarkable success.

Businesses Registered until 31 December for 2010, 2011 and 2012



2012 ECONOMIC REVIEW AND SSM'S KEY STATISTICAL ANALYSIS

14%

INCREASE TO 324,761 NEW BUSINESS REGISTRATION

SECTORAL ANALYSIS

SERVICES SECTOR

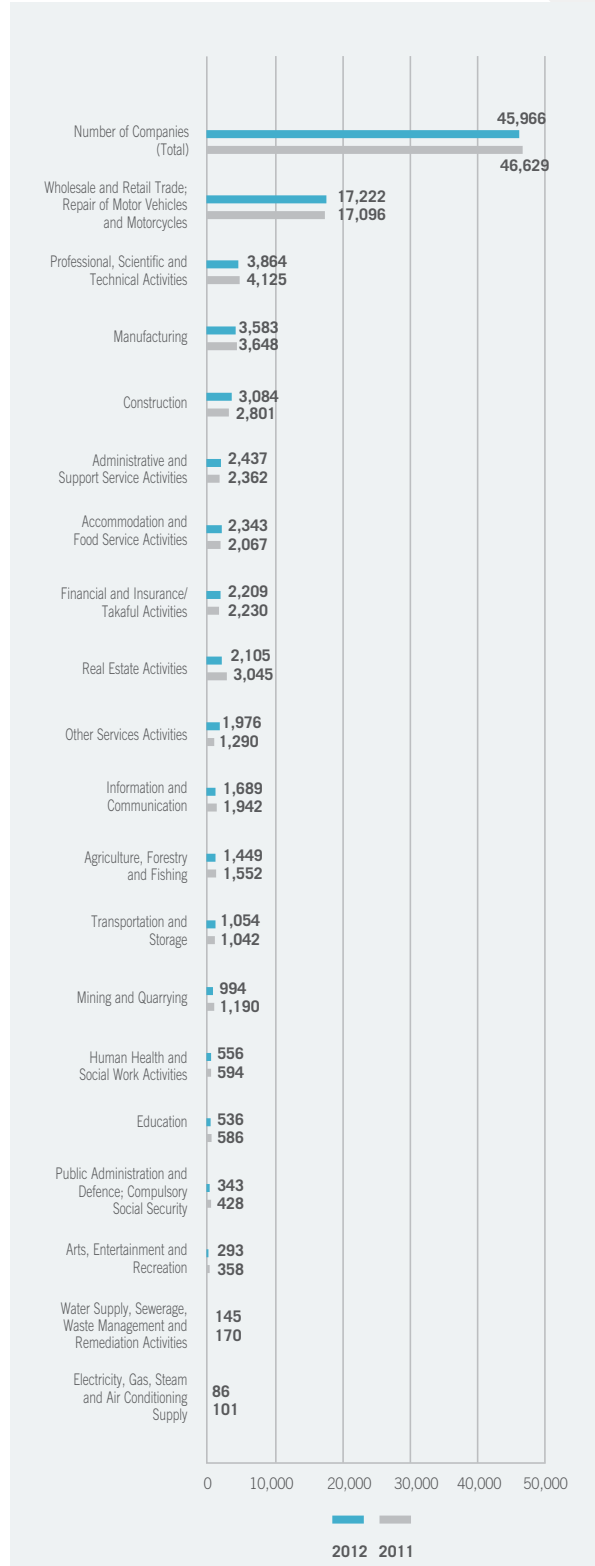
The services sector recorded the highest number of companies registered by SSM in 2012. It comprises education (536), real estate activities (2,105), financial and insurance/takaful activities (2,209), information and communication (1,689), accommodation and food service activities (2,343), wholesale and retail trade, repair of motor vehicles and motorcycles (17,222) and other service activities (1,976).

The total number of companies registered in the sector declined slightly by 0.6% to 28,080 from 28,256 in the previous year. Most of the new registrations were in the wholesale and retail sub-sector (61.0%), followed by accommodation and food services activities (8.3%), financial and insurance (7.9%), and real estate activities (7.5%).

The services sector has continued to be the main driver of Malaysia's economic growth, contributing to 3.5% of the nation's GDP in 2012. Apart from robust domestic demand, the increase in foreign direct investments into the country has also attributed to the large number of companies registered in the services sub-sectors. In 2012, Malaysia attracted a record of RM29.1 billion in foreign direct investments (FDI) a decrease of 20.6% compared to 2011.

The services sector is expected to maintain its momentum in the coming years with measures being undertaken by the Government to further liberalise several key services sub-sectors for foreign ownership, allowing for 100% foreign equity in many sectors.

Companies Registered According to Business Category based on Malaysia Standard Industrial Classification 2008 (MSIC 2008) for 2012





AGRICULTURAL SECTOR

The number of companies registered in the agricultural sector in 2012 remained almost the same with 1,449 registrations compared with 1,552 in the previous year. Higher global demand coupled with lower production capacity due to climate change and natural disasters occurred in many producing countries, have enabled the sector to enjoy good prices over the year. Given the rising demand for agricultural produce due to the rise in world population, more entrepreneurs are expected to carry out agricultural activities, especially in production of food crops such as livestock, fish, fruits and vegetables, apart from palm oil and rubber.

Additionally, with agriculture being identified in the Tenth Malaysia Plan as one of the key sources of economic growth, more companies are expected to take advantage of the various incentives put in place by the government to spur growth in the agricultural sector.

MANUFACTURING SECTOR

The number of new companies incorporated in the manufacturing sector saw a marginal decline of 1.8% to 3,583 companies from 3,648 in 2011. Despite weaknesses in the export-oriented industries, the large number of new registrations can be attributed to the growth in the resource-based domestic-oriented industries supported by strong domestic demand and a surge in foreign direct investments (FDI) in the manufacturing sector. The sector accounted for 50.7% of the total FDI inflows of RM41 billion in 2012.

MINING SECTOR

The total number of companies registered in the mining sector fell 16.5% to 994 from 1,190 last year. The decline was mainly due to the significant increase of 65.3% recorded last year where a large

number of companies were registered in the natural gas sub-sector on account of higher demand from the domestic petrochemical industries and higher exports to China, Japan, Korea and India. The oil and gas sector accounted for some 1.4% of the nation's GDP in 2012 and more registrations are expected as investments are expected to rise significantly in the oil and gas sector in the coming years.

CONSTRUCTION SECTOR

A total of 3,084 companies were incorporated in the construction sector in 2012 compared to 2,801 in 2011, representing an increase of 10.1%. Most of the companies incorporated were involved in the civil engineering sub-sector involving the construction of infrastructure projects in rural areas under the National Key Result Areas.

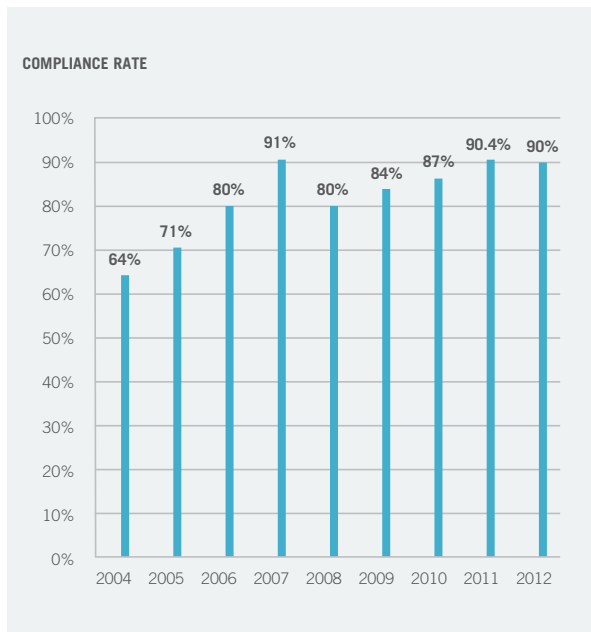
Additionally, the rise in new registration is also attributed to growth in residential and non-residential sub-sectors. The growth in the residential sub-sector was mainly supported by construction of high-end properties in the Klang Valley, Penang and Johor due to strong demand supported by accommodative financing and stable labour market conditions. While the non-residential sub-sector was supported by construction of tourism projects in Iskandar, Johor, commercial projects in the Klang Valley, campuses for Universiti Teknologi Mara and other industrial projects. Many new registrations involved new subsidiary companies being set up by existing construction companies to undertake the various projects.

COMPLIANCE RATE

In 2012, SSM achieved a compliance rate of 90% compared with 90.4% last year. SSM's continued efforts in promoting compliance via its outreach programmes nationwide have enabled a consistently high compliance rate over the last two years.

2012 ECONOMIC REVIEW AND SSM'S KEY STATISTICAL ANALYSIS

This has been further aided by the successful the implementation of Practice Note 1 (PN1) issued in 2008 and the subsequent issuance of Practice Notes to assist companies to regularise their financial statements in view of the requirement of submission of annual returns by non-exempt private companies to be lodged together with their audited financial statements in compliance with the Companies Act 1965 (CA).

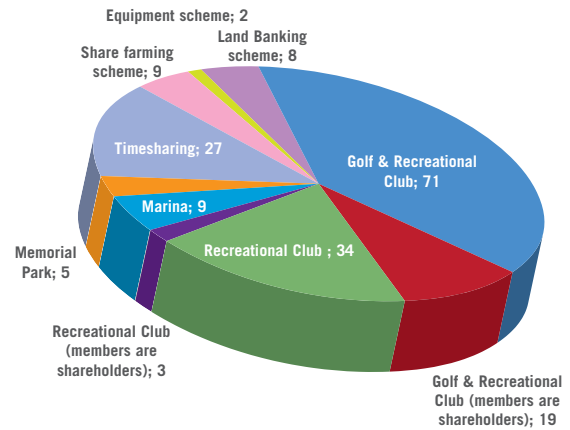


As a corporate regulator responsible for the supply of corporate information to its stakeholders who constitute both local and overseas users via SSM's e-Info services, the timely submission of annual returns, as indicated by the high compliance rate, has enhanced SSM's profile among the global business community as a trusted centre for reliable corporate data on entities registered under the CA. This is reflected in the significant rise in the supply of corporate information in the past three years from 2010 to 2012, in tandem with the higher compliance rates over the same period.

INTEREST SCHEME

The number of interest schemes registered in 2012 increased significantly by 15 compared to six (6) in the previous year, making a total of 187 as at 31 December 2012. Of the total, 68% consisted of golf and recreational club schemes, followed by time-sharing schemes (14%).

Categories of registered interest scheme in 2012



Categories of Interest Scheme registered with SSM from 2010 to 2012

NO	CATEGORIES	2012	2011	2010
1.	Golf & Recreational Club	71	71	71
2.	Golf & Recreation Club (members are shareholders)	19	19	19
3.	Recreational Club	34	33	33
4.	Recreational Club (members are shareholders)	3	3	3
5.	Timesharing	27	26	25
6.	Marina	9	9	9
7.	Memorial Park	5	3	3
8.	Share Farming Scheme	9	6	3
9.	Equipment Scheme	2	1	-
10.	Land Banking Scheme	8	1	-
TOTAL		187	172	166



The registration of land banking schemes saw a whopping increase by seven (7) times to eight (8) from one (1) in 2011, while memorial park and share farming schemes were up by 67% and 50% respectively.

The surge in new registrations for interest schemes in the year is attributed to the promotional efforts carried out by SSM and the Industry. During the year, a total of 12 educational programmes in the form of seminars and talks were conducted across the country for the investing public. The main objective of the programmes was to educate the public on investments in interest schemes. This included the checklist for an investor who intends to invest in an interest scheme, the importance of registration, and the statutory obligations of an investor, trustee and operator of an interest scheme under the CA.

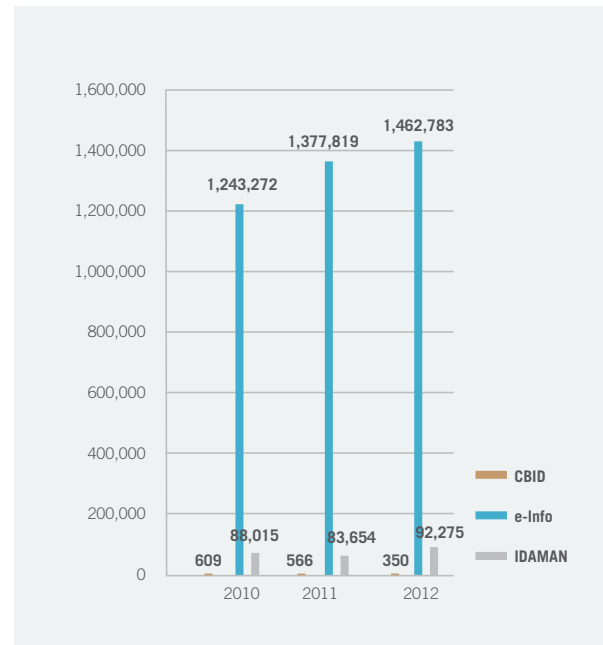
The interest scheme industry is expected to grow exponentially in the near future due to SSM's relentless awareness programmes as is evident from the steady rise in new registrations over the past few years.

DELIVERY OF CORPORATE INFORMATION

The supply of corporate information from Corporate and Business Information Data (CBID), electronic information (e-Info) and document image system (IDAMAN) for 2012 increased by 6.4% to 1,555,408 compared to 1,462,039 in the previous year.

SSM has been increasingly looked upon as a trusted entity for supply of useful and reliable corporate information as reflected by the remarkable rise in demand for such services in recent years.

The timely submission of annual returns and all other statutory documents as well as continuing improvements in SSM's service delivery system have all contributed to the achievement. Demand for corporate and business information is expected to rise significantly in the future in tandem with the expected increase in business activities in the country driven by strong economic growth between 5% to 6% per year from 2013 until 2020.



WINDING UP AND STRIKING-OFF OF COMPANIES

Amid uncertainties in the global economic environment, the number of companies liquidated in 2012 rose to 2,419 from 1,653 last year, an increase of 46%. Of the total, 1,306 or 54% related to voluntary liquidation by members and creditors with the rest due to liquidation by Court order.

YEAR	2010	2011	2012
Companies wound up	1,487	1,653	2,419
Companies struck off (Section 308)	24,098	130,823	14,673

2012 ECONOMIC REVIEW AND SSM'S KEY STATISTICAL ANALYSIS

Subsequent to concerted efforts by SSM to update its register of dormant companies in 2011, the number of companies struck off by SSM during the year under section 308 of the CA dropped to 14,673 from 130,823 in the previous year. By removing dormant companies from its register, all figures provided by SSM to stakeholders for purpose of analysis or other studies will be more useful and relevant as only active companies are involved in economic activities.

Additionally, the calculation of annual compliance rate by SSM has been more reliable and accurate since only active companies, which are expected to submit their annual returns with SSM, are included in the measurement.

TERMINATION OF BUSINESS

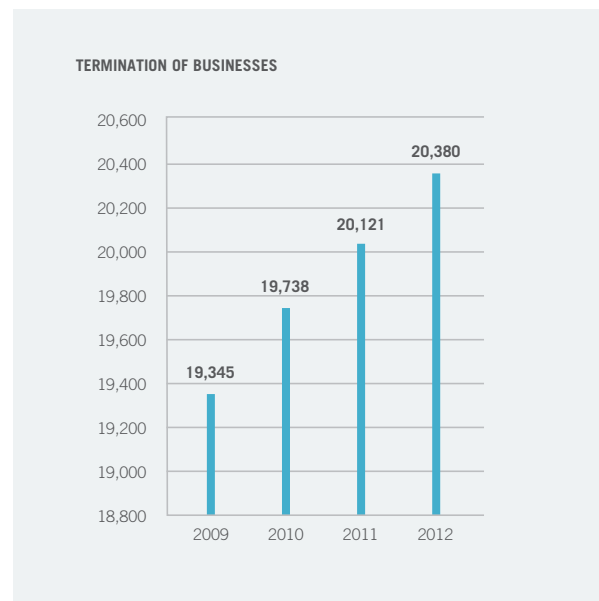
The number of businesses terminated in 2012 increased marginally by 1.3% to 20,380 from 20,121 in the previous year. It is to be noted that terminations are substantially fewer than the total new registration of 324,761 recorded in the same year.

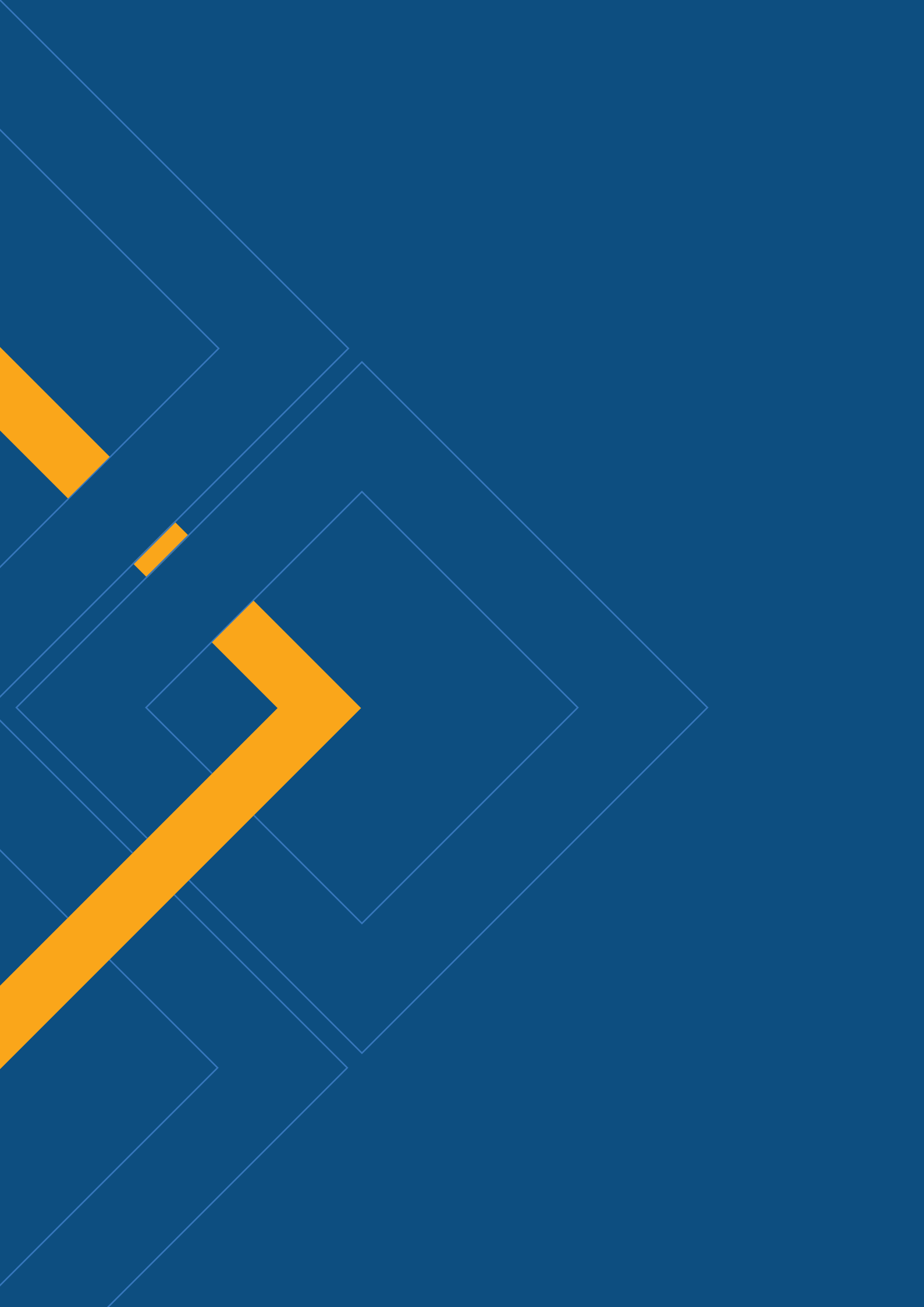
In addition, not all of the terminations recorded are on account of business failure. Some business operations could cease upon gainful employment or due to specified duration of certain projects or venturing into other types of businesses.

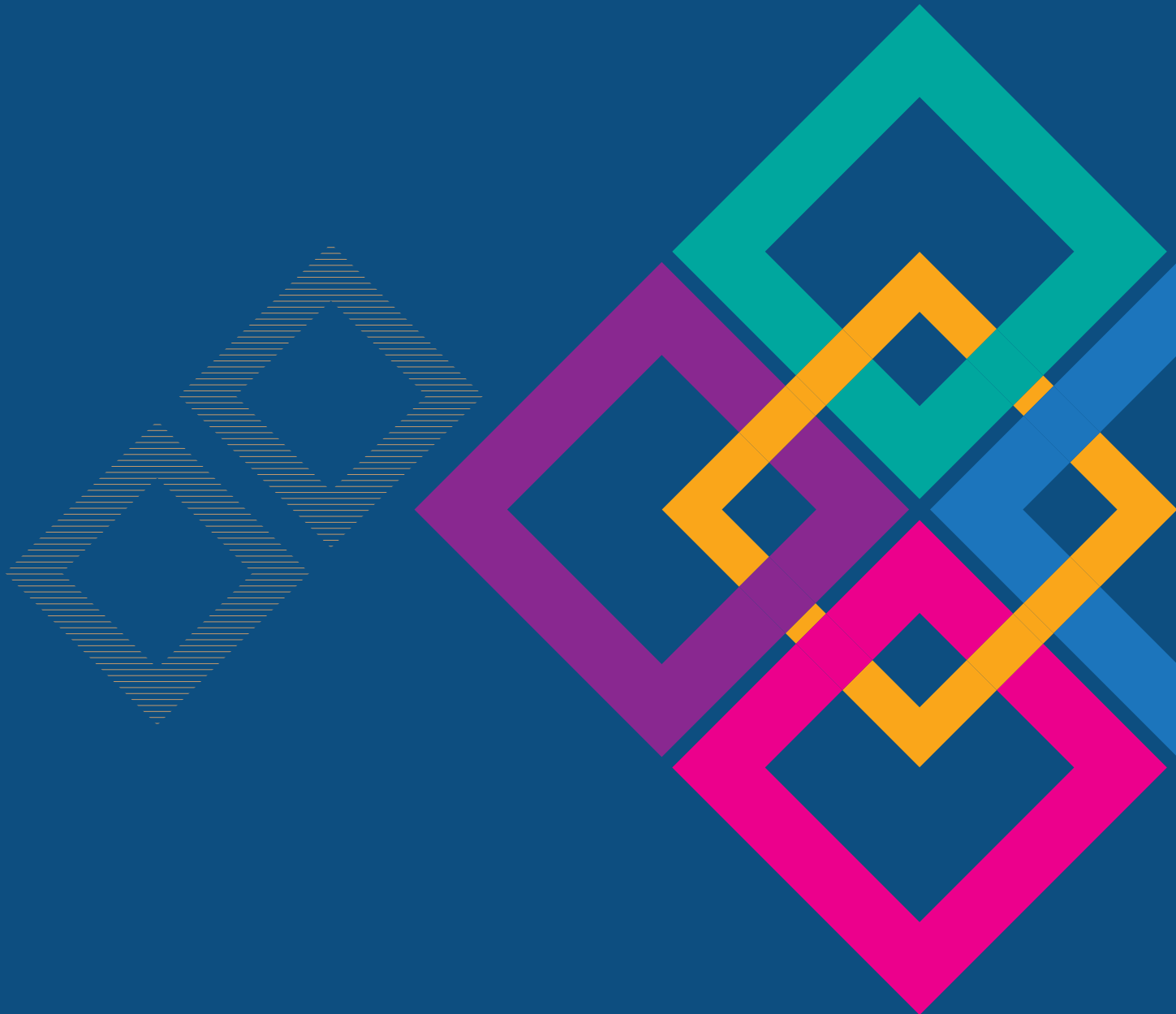
Data from SSM shows that businesses terminated per year for the last three years (2010–2012) averaged 20,079 but over the same period, the average number of new registrations per year was 293,591.

The low percentage of business termination recorded in the past years shows that most small businesses and petty traders are able to sustain their business operations due to the robust economic activity nationwide underpinned by strong domestic demand.

Termination of Businesses from 2009 to 2012







MANAGEMENT REPORT

REPORT ON SERVICE DELIVERY

REPORT ON ENFORCEMENT INITIATIVES AND
TRAINING PROGRAMMES

REPORT ON REGULATORY REFORM INITIATIVES

REPORT ON STAKEHOLDERS' ENGAGEMENT AND
COLLABORATIONS



MANAGEMENT REPORT

1. REPORT ON SERVICE DELIVERY

SSM is committed to creating a conducive business environment for the nation. Towards meeting this goal, the past year has seen the introduction of various measures and initiatives offering new incentives to the business community, apart from continuous efforts to improve existing processes and procedures for a more effective public delivery system.

INCENTIVE PACKAGES FOR REGISTRATION AND RENEWAL OF BUSINESS

Petty trading, hawking and other informal business activities constitute an integral part of the informal sector which plays an important role in the socio-economic development of nation. Based on a study that was conducted by the World Bank, the informal sector is defined as *“an unregulated non-formal portion of the market economy that produces goods and services for sale or for other forms of remuneration. It refers to all economic activities by workers and economic units that are in law or in practice, not covered or insufficiently covered by formal arrangements.”*

The existence of petty traders and hawkers has helped maintain the cost of living as they provide a variety of goods and services to their customers at affordable prices as their operating costs are low. In view of the significant contribution of this informal sector to the economy and to ensure their growth SSM has developed innovative and supportive policies to facilitate registration of petty traders and hawkers under the Registration of Businesses Act 1956 (ROBA).

In 2012, SSM implemented an Incentive Package for Registration and Renewal of Business Registration for the period between 1 June to 31 December 2012, specifically directed at small businesses and petty traders. This package, aimed at easing the financial burden of small traders and hawkers, was designed to enable them to conduct their businesses formally and legally in accordance with the provisions of the ROBA.



The two-pronged objectives of these incentives were not only directed at reducing registration and renewal costs of petty traders and hawkers but also to raise their awareness of the importance of business registration. The incentives include the following packages:

- Reduction of registration fees of new businesses to only RM50 for a 5-year term;
- Reduction of business renewal fees to only RM50 for a 5-year term; and
- 50% discount on compounds for new registrations and renewals for non compliance of the provisions of the ROBA.

A total of 190,790 new business registrations and 511,565 renewal of business were recorded during the period of implementation as shown in the table below:

New Business Registrations and Renewal of Business (June to December 2012)

ACTIVITIES	TRANSACTIONS	REVENUE (RM)
New Registrations	190,790	9,539,500
Renewals	511,565	25,564,750

INCENTIVE PACKAGE FOR PERSONS WITH DISABILITIES (OKU)

As an organisation that seeks to promote Corporate Social Responsibility (CSR) amongst the corporate community, SSM has introduced a special incentive package for persons with disabilities (OKU) to venture into business. This special incentive was announced by the Minister of Domestic Trade, Co-operatives and Consumerism on 23 October 2012 at the launch of the programme “JALINAN KASIH – SSM bersama OKU” with the theme “Kesedaran Keusahawanan Bersama Orang Kurang Upaya”.

This package includes free registration of new business as well as renewal of business for a period of one year, commencing from 23 October 2012. To qualify for this incentive, persons with disabilities must be certified by the Social Welfare Department.

The implementation of this incentive is not only aimed at encouraging registration and renewal of business by the OKU but is also seen to indirectly assist the government in collecting information pertaining to the OKU that may be used to formulate policies to improve their living standards. Up to 31 December 2012, a total of 604 transactions was recorded with

a total fees waived amounting to RM31,910 for the registration and renewal of business as shown in the table below:

Registration and Renewal of Business Transactions of OKU (23 October to 31 December 2012)

OKU INCENTIVE PERIOD	TRANSACTIONS	REGISTRATION FEE WAIVER
23 October – 31 December 2012	604	RM 31,910

CLIENT CHARTER ACHIEVEMENT

SSM’s Client Charter is divided into two categories, the Business Client Charter and the Company Client Charter. For the Business Client Charter, performance is measured under the headings of New Business Registration, Business Registration Renewals, Registration in Changes of Particulars and Termination while for Company Client Charter, the headings are Company Name Search, Incorporation, Charges and Change of Name and Status. The tables below illustrate SSM’s client charter performance for 2012.

Business Client Charter Performance for 2012

TYPES OF FORMS	CLIENT CHARTER	PERCENTAGE (%)
New Business Registration (Form A)	1 Hour	98.02
Renewal of Business Registration (Form A1)	15 Mins	99.77
Registration of Change of Business Address (Form B1)	1 Hour	98.17
Registration of Change in Type of Business (Form B2)	1 Hour	98.13
Registration of Change of Particulars on Branches (Form B3)	1 Hour	98.64
Registration of Changes of Information of Owner/Partner (Form B4)	1 Hour	98.19
Termination of Business (Form C)	15 Mins	95.41

Note: Performance of Client Charter is calculated from the time documents are pre-lodged and payment received at the counter to the time the result/certificate is issued.



Companies Client Charter Performance for 2012

TYPES OF FORMS	CLIENT CHARTER	PERCENTAGE (%)
Incorporation of A New Company (Form 6)	1 Day	99.90
Approval of Name (Form 13A)	1 Day	99.39
Commencement of Business for Public Companies (Form 18)	1 Day	100
Change of Company Name (Form 11(21))	1 Day	99.92
Conversion of Status (Form 11(26))	1 Day	100
Registration of Charge (Form 34)	2 Days	99.73

Note: Performance of Client Charter is calculated from the time documents are pre-logged and payment received at the counter to the time the result/certificate is issued.

The overall performance ranges from 95% – 100% for businesses and companies.

THE SSM E-LODGE MENT SERVICE

Since its introduction five years ago, the SSM e-Lodgement Service has seen consistent upgrading to ensure better services delivery. In 2012, the total number of company transactions via e-Lodgement services was 32,351, an increase of 6.27% compared to 30,442 transactions in 2011. The table below shows the growth in total company transactions via e-Lodgement services in 2012, 2011 and 2010.

Company e-Lodgement Transactions

COMPANY E-LODGE MENT TRANSACTIONS	2012	2011	2010
Request for Name Availability	25,014	23,910	19,277
Application for Incorporation of Local Companies	1,403	1,283	1,440
Submission of Form 24, 44 and 49 after Incorporation	663	681	766
Annual Return & Certificate of Exempt Private Company	156	121	204
Annual Return & Accounts	1,496	1,544	1,654
Form 44 (Notice of Situation of Registered Office and of Office Hours and Particulars of Changes)	1,275	723	1,138
Form 53 (Notice of Place Where Register of Members and Index Kept, or of Change in that Place)	91	25	19
Form 24 (Return of Allotment of Shares)	270	221	266
Form 11 (Notice of Resolution)	299	251	254
Form 49 (Return Giving Particulars in Register of Directors, Managers and Secretaries and Changes of Particulars)	1,656	1,629	1,727
Form 48B (Application for Company Secretary's License)	7	4	2
Form 48C (Application for Renewal of Company Secretary's License)	21	50	54
TOTAL TRANSACTIONS	32,351	30,442	26,801

REPORT ON SERVICE DELIVERY

With regard to e-Lodgement transactions for businesses, there was a decline by 13.8%, from 105,420 in 2011 to 90,853 transactions in 2012. The table below shows that name search remains the most popular transaction conducted via e-Lodgement followed by registration of new businesses and renewal of business registration.

Business e-Lodgement Transactions

BUSINESS E-LODGE MENT TRANSACTION	2012	2011	2010
Name Search	50,822	51,567	59,147
New Business Registration	26,929	30,020	31,100
Business Renewal	5,632	15,580	7,268
Changes in Registered Particulars	5,385	6,060	6,442
Termination	2,085	2,193	2,240
TOTAL TRANSACTION	90,853	105,420	106,197

COUNTER SERVICE

Although lodgement of statutory documents can be carried out electronically, SSM continues to provide counter services for the customers as many still choose to lodge their statutory documents via the SSM counter. Counter services recorded a decrease of 5.5% for payable documents and an increase of 2.3% for non-payable documents compared to 2011.

(a) Collection of payable documents for companies

TRANSACTION	2012	2011
Payable documents	437,915	463,515
Non-payable documents	373,610	365,092

e-Info Service (Take-Up Rate)

YEAR	ONLINE	TAKE UP RATE %	KIOSK	TAKE UP RATE %	TOTAL TRANSACTIONS	TOTAL REVENUE
2012	1,161,662	82.1	249,492	17.8	1,411,154	19,772,006
2011	988,771	75.3	324,705	24.7	1,313,476	18,528,146

(b) Lodgement of company documents during the 2012 peak period

MONTH	TRANSACTION	2012	2011
January - February	Documents with Fee	64,519	72,206
	Documents without Fee	58,696	57,034
July - August	Documents with Fee	157,647	160,652
	Documents without Fee	61,860	64,940

E-INFO SERVICES

e-Info is an SSM service that allows both the local and international business community to make an online search for information on Malaysia's companies and businesses. A breakdown of this increased revenue shows a 17.5% increase in the number of online purchases for 2012 as against 2011, a 17.8% increase in e-Info kiosk services and a 3% increase in e-Info international web page hits for 2012 compared to 2011.

e-Info Service (Yearly Transactions)

2012		2011	
Transactions	Revenue (RM)	Transactions	Revenue (RM)
1,462,783	19,772,006	1,377,819	18,528,146



Number of visits to e-Info website

COUNTRIES	2012	2011
Singapore	19,467	23,571
Hong Kong	7,949	10,185
United Kingdom	3,985	5,482
United States	5,643	6,231
Australia	3,199	2,740
India	10,338	6,385
Japan	1,094	1,222
China	1,765	2,365
Philippines	2,230	1,723
Others	21,525	14,837
TOTAL	77,195	74,741

1-DAY INCORPORATION

Introduced in 1 April 2010, the 1-day company incorporation service is a single-counter service for lodging documents in relation to incorporation of companies. The 1-day incorporation service provides an expeditious avenue for companies to be incorporated within one day for applications made through SSM’s counters. Applicants/promoters are given two options:

- (a) 1 Day Incorporation at SSM’s counter consisting of either one (1) or more of the following: name search/purchase and stamping of revenue stamp/purchase of 1 Day Incorporation package. The number of 1 day company incorporation transactions recorded a 20.6% increase for 2012 compared to 2011.

1 DAY INCORPORATION AT SSM’S COUNTER	
2012	2011
19,292	15,997

- (b) 1 Day Incorporation viz-a-viz “Starting A Business” consisting of all the following: name search, purchase and stamping of revenue stamp and purchase of 1-Day Incorporation package. There was an increase of 11% in the number of 1 Day Incorporation viz-a-viz “Starting A Business” for 2012 compared to 2011.

1 DAY INCORPORATION AT SSM’S COUNTER	
2012	2011
30	27

MYCOID

The MyCoID is a portal gateway system which was developed with the overall aim of making it easy to start a business in Malaysia. It combines the incorporation and post-incorporation processes with automatic sharing of data for simultaneous registration with five (5) other pilot agencies namely the Inland Revenue Board of Malaysia (IRBM), Employees Provident Fund (EPF), Social Security Organisation (SOCSO), Human Resource Development Fund (HRDF) and Small and Medium Enterprise Corporation of Malaysia (SME Corp).

As at 31 December 2012, 2,136 name search applications had been received and processed through MyCoID. Of that total, 551 new companies were incorporated in 2012 compared to 49 companies in 2011. A total of 435 first forms were submitted through the MyCoID system.

TRANSACTION	2012	2011	%
Name Search	2,136	395	440 %
Incorporation	551	49	1,024 %
First Forms	435	17	2,458 %

REPORT ON SERVICE DELIVERY

BUSINESS REGISTRATION MOBILE COUNTERS (BRMC)

The Business Registration Mobile Counter (BRMC) is one of SSM's initiatives to reach out to the business community. BRMC counters are outside the fixed premises of SSM and are usually located at areas which carry on business-related activities such as local council offices, market place, supermarkets and hypermarkets. This initiative offers the Malaysian business community an alternative channel and convenient access to SSM's business registration services. BRMC performs on-site approvals for business registration and renewal.

The BRMC also functions as an effective channel for inculcation of awareness among the business community on the need and benefits of having their businesses registered under the ROBA. SSM officers manning the BRMC are tasked with explaining the obligations imposed by the aforesaid laws to enable the smooth operations of businesses.

In the year 2012, a total of RM9,901,513 was collected via the BRMC services compared to RM9,772,407 in 2011 and RM8,244,406 in 2010. Compared to 2011, BRMC activities saw a 1.3% increase in revenue in 2012. Detailed information pertaining to BRMC activities by various states throughout 2012 is as tabulated below:

BRMC Activities by Various States in 2012

STATES	FREQUENCY	NEW BUSINESS REGISTRATION	CHANGE IN PARTICULARS	BUSINESS RENEWALS	REVENUE (RM)
Kuala Lumpur	280	9,235	5,050	13,396	2,123,895
Labuan	15	26	1	183	10,520
Perlis	31	202	13	480	39,610
Terengganu	104	1,073	476	3,368	312,300
Melaka	105	758	403	1,530	173,435
Pahang	128	1,679	922	5,142	483,773
Negeri Sembilan	139	1,169	782	5,705	460,030
Kedah	466	7,894	3,137	21,786	2,123,435
Kelantan	108	1,664	515	4,160	393,910
Perak	139	3,829	2,255	10,946	1,076,300
Penang	143	3,531	2,760	12,453	1,038,240
Selangor	119	1,749	540	2,813	325,925
Johor	209	3,794	2,215	12,029	1,340,140
TOTAL	1,986	36,603	19,069	93,991	9,901,513



URBAN TRANSFORMATION CENTRE (UTC) – KUALA LUMPUR AND MELAKA

The opening of SSM's offices at the Melaka Urban Transformation Centre (UTC) and Kuala Lumpur UTC in June and September 2012 respectively, reflect SSM's relentless commitment in support of the Government's aspiration to provide a multi-facilities service centre for the urban public. SSM's offices at the UTCs provide incorporation and business registration services seven days a week (except on public holidays). The UTC has increased SSM's profile and enhanced direct customer engagement. Designed as a project under the National Blue Ocean Strategy 6 (NBOS6), it is parallel to SSM's Strategic

RE-INTRODUCTION OF MORATORIUM PERIOD FOR STRIKING-OFF DORMANT COMPANIES

In 2012, SSM re-introduced the moratorium period beginning 1 July to 31 December 2012 to enable directors and shareholders of dormant companies to apply to the Registrar to strike off their unproductive companies from SSM's register. During the moratorium period, SSM also relaxed the requirements for the application to strike off by not requiring the submission of management accounts and company resolutions. The reduction in compounds was added as a further incentive for the dormant companies to apply for the striking off process.

Types of Corporate Applications Received

NO.	TYPES OF APPLICATION	NO. OF APPLICATIONS		
		2012	2011	2010
1.	Application for extension of time	767	686	1,039
2.	Application for appointment of proxy	2	8	21
3.	Application for relief from requirements to the content of the financial statement	156	172	179
4.	Application for waiver from lodging the foreign branch accounts in Malaysia	18	55	44
5.	Lodgement of initial public offerings, abridged prospectus and other related documents	631	443	162
6.	Quarterly Report by directors of the borrowing corporation	175	238	303
TOTAL		1,749	1,602	1,748

Direction Plan projects under PS7, that is establishing a One Stop Business Centre.

CORPORATE APPLICATIONS

In 2012, there was an 8.4% increase in Corporate Applications as shown in the table above. Further, the increase in the lodgement of prospectus led to a 29.8% jump in revenue in 2012.

To facilitate strike-off applications, SSM had on 30 June 2012, issued a new "Guidelines for the Application to Strike-off a Name of a Defunct Company under Section 308(1) of the CA during Moratorium Period". The New Guidelines outlined the detailed requirements for application under section 308(1) and was envisaged to provide a step-by-step guide to those applying for striking-off dormant companies.

REPORT ON SERVICE DELIVERY

MANAGEMENT OF ASSETS OF DISSOLVED COMPANIES

SSM plays an important role in the management of assets of dissolved companies. The Registrar of Companies is empowered under the provisions of the CA to:

- (a) act as the representative of dissolved companies for the purpose of completing the incomplete transactions that were to be completed by the company before its dissolution took place;
- (b) be vested with outstanding assets of a dissolved company; and
- (c) dispose of those outstanding assets in the manner provided by law.

In the year 2012, the number of vested assets in the Registrar increased tremendously to 87 assets as compared to only 5 assets in 2011, an increase of 254%. The increase was attributed to the frequent meetings and briefings to government departments and agencies conducted by SSM as part of its awareness programme. SSM continued to receive other applications in respect of the management of assets of dissolved companies as shown in the table below:

Categories of Applications for the Management of Assets of Dissolved Companies

CATEGORIES	2012	2011
Applications to request the Registrar of Companies to act as the representative of dissolved companies under section 309 CA	10	17
Assets vested with the Registrar of Companies under section 310 CA	74	5
Application to purchase assets vested under section 311 CA	3	2
TOTAL APPLICATIONS	87	24

OTHER PRODUCTS

SSM provides multiple products for the business community and the general public. Some of these products are in response to customers' needs.

(a) Sales of Commemorative Certificate (CC)

YEAR	ROB	ROC	TRANSACTIONS	REVENUE (RM)
2012	460	19	479	25,850
2011	556	66	622	37,770

Sales revenue of CC decreased by 31% compared to 2011.

(b) Publications

Guidebook Completing Prescribed Forms and Review of the Companies Act 1965 Final Report

YEAR	TRANSACTIONS	REVENUE (RM)
2012	175	12,550
2011	64	4,760

Sale of publications increased by 163% in revenue compared to 2011.

(c) Company Incorporation Tender Number

YEAR	TRANSACTIONS	REVENUE (RM)
2012	44	22,500
2011	32	22,100

Sales revenue of Company Incorporation Tender Number increased by 1.8% compared to 2011.



REPORT ON SERVICE DELIVERY

NEW INITIATIVES

Bank Simpanan Nasional (BSN) as SSM's Agent for Registration of Business Renewal

SSM has appointed Bank Simpanan Nasional (BSN) as an agent for business renewals nationwide. Business renewal statistics reveal a whopping eight (8) times increase in revenue compared to the 2012 target and this represents a six (6) times increase for renewal transactions at the bank for 2012.

YEAR	TRANSACTIONS	REVENUE (RM)
2012	56,708	3,272,185
2011 (from 12 July 2011)	8,100	628,845

Malaysia Franchise Express System (MyFEX)

The online franchise registration system known as MyFEX was launched on 29 May 2012. It provides a new channel for direct purchase of digital data from SSM, establishing an interoperability link between SSM and the Franchise Development Division, Ministry of Domestic Trade, Co-operatives and Consumerism and also facilitates online franchise registration transactions. The MyFEX is a seamless system-to-system link to SSM's web based e-Info system for electronic data of companies and businesses with Malaysia's online franchise registration system.

Corporate and Business Information Data (CBID)

Corporate and Business Information Data (CBID) provides specific customisable Malaysian corporate and business information data in meeting various analytical requirements of business customers. CBID is part of SSM's SDP II projects under PS3, Information Advisory Services. There was a 27.5% increase in sales of CBID in 2012 compared to 2011.

YEAR	TOTAL (RM)
2012	2,550,857 (330 applications)
2011	2,000,009 (282 applications)

New Format for Business Registration Certificate

In August 2012, SSM streamlined the usage of A4 paper for the issuance of the Business Registration Certificate. Essentially, the certificate issued from any of SSM service counters including counters manned by Bank Simpanan Nasional (BSN) throughout the country as well as certificates issued through online service of e-Lodgement will be in the form of a A4 paper. The design of the certificate has also been improved by adding the following features:

- A digital signature by the Registrar of Businesses Malaysia;
- A border for the certificate; and
- A security feature of a "bar code" on the top right hand corner of the certificate.

At the same time, SSM also implemented a new policy that a business renewal may be made at any time after taking into consideration the problems faced by business owners to renew their business within a predefined limited period and also having to meet the requirements set by other related authorities.

ENQUIRIES AND COMPLAINTS MANAGEMENT

The SSM Call Centre & Customer Service provides interactive channels to facilitate corporate and business information enquiries from the business community and the general public.

In 2012, there was a 0.9% increase in total transactions compared to 2011. Calls through the hotline increased by 6.97% and e-mail enquiries by 49.3%. However, there was 86.9% reduction in e-Complaints received compared to 2011.

TYPES	2012	2011	2010
Hotline	40,221	37,599	33,787
Information Counter	19,397	18,787	53,307
e-mail enquiry	8,947	5,351	3,090
e-Complaint	135	960	310
TRANSACTIONS	68,700	62,697	90,494

2. REPORT ON ENFORCEMENT INITIATIVES AND TRAINING PROGRAMMES

COMPLAINTS MANAGEMENT

Complaint against Breaches of Corporate Laws

In 2012, SSM received a total of 1,915 complaints comprising 1,480 company related complaints and 435 business related complaints, a slight decline from the 2011 figure of 2,081. The total number of complaints resolved was 1,801 (94%), whereas 1,018 is resolved within three (3) days.

COMPLAINTS RECEIVED			
Year	2012	2011	2010
Company	1,480	1,550	1,260
Business	435	531	344
TOTAL	1,915	2,081	1,604

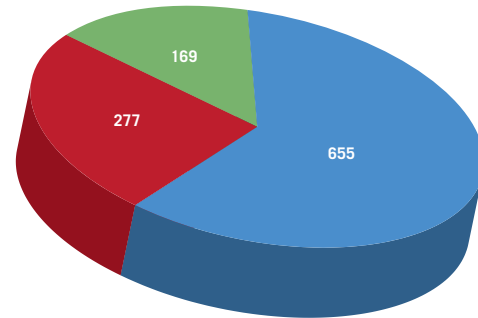
COMPLAINTS RESOLVED			
Year	2012	2011	2010
Company	1,393	1,356	1,239
Business	408	445	328
TOTAL	1,801	1,801	1,567

The following chart shows the three (3) major categories of complaints received in 2012.

CATEGORIES OF COMPLAINTS	NUMBER
Non-compliance	655
False and misleading information	277
Interest Schemes	169

Other than routine non-compliance offences which comprised predominantly of non-submission of statutory returns, non-tabling of accounts and non-holding of the annual general meetings (655 complaints), two (2) other major categories of complaints received in 2012 and which are under the purview of SSM related to lodgements of false and misleading information and particulars (277 complaints) and complaints on interest schemes [both registered and unregistered] (169 complaints).

Three highest categories of complaints received in year 2012



- ◆ Non-compliance - 655 cases
- ◆ Lodgement of false and misleading information - 277 cases
- ◆ Complaints on interest scheme (both registered and unregistered) - 169 cases

COMPLIANCE RATE

The compliance rate relates to the submission of the annual returns together with the corresponding audited financial statements to SSM, pursuant to the requirements of sections 143(1) and 165(4) of the Companies Act 1965 (CA). SSM takes a serious view of the compliance level of companies and it is an ongoing enforcement action of continuous surveillance and monitoring activities to ensure timely lodgement of these documents. For 2012, SSM continued to maintain the compliance rate achieved in 2011 by accomplishing a compliance rate of 90% compared to 90.4% in 2011, albeit at a negligible decrease of 0.4%.

As a corporate regulator for businesses and companies in Malaysia, SSM is committed to instilling awareness and understanding among company directors of private and public companies on the need to comply and put into practice corporate governance requirements of accountability, transparency, shareholder value and the overall achievement of the objectives of the company. Some of the initiatives carried out by SSM are administrative in nature



such as organising training sessions and seminars, awareness programmes, publications, outreach programmes and striking off of dormant businesses and companies. SSM has also been given the power to initiate criminal sanctions against companies and directors as part of the enforcement actions to improve corporate governance and compliance level in Malaysia.

Up-to-date corporate and financial information will not only assist the corporate community to make well-informed business decisions, but is also important for economic planning, enforcement by government agencies and regulatory statutory bodies, taxation policies and development planning.

COMPLIANCE AND SURVEILLANCE ACTIVITIES

Database and Physical Inspections

Compliance monitoring was performed continuously and seamlessly through vigorous inspection activities which were comprehensively scheduled to identify and provide alerts on entities that may have committed offences or which are suspected of non-compliance.

In 2012, a total of 983,490 inspections were carried out to ensure compliance with the requirement of the Acts administered by SSM. Compared to the 1,096,714 inspections carried out in year 2011, there is a 10.3% decrease in the number of inspections carried out in 2012. Inspection activities in year 2012 were conducted through various activities which covered the following areas to ensure a healthier compliance level:

- Analysing corporate and business information stored in SSM database (data monitoring) - 930,497 companies and businesses (2011: 1,022,961).
- Physical inspection on business premises and registered addresses – 50,031 (2011: 71,862).
- Monitoring of web-based businesses and media advertisements – 2,853 websites (2011: 1,679).
- Checking on compliance and competency of corporate intermediaries (i.e. Company Secretaries, Liquidators and Auditors) – 109 auditors (2011: 212 auditors).

Details on outcome of inspections are tabulated in the table below:

ACTIVITIES	SCOPE OF MONITORING	NO. OF INSPECTIONS	
		2012	2011
Analysing corporate and business information stored in SSM database (data monitoring)	<ul style="list-style-type: none"> • Annual Return and Financial Statement lodgement status pertaining to section 165(4) of CA. • Analysing financial statements lodged at SSM. • Monitoring of director's qualifications under section 125 and 130 of CA. • Compliance by companies under liquidation until winding up under CA. 	930,497	1,022,961

REPORT ON ENFORCEMENT INITIATIVES AND TRAINING PROGRAMMES

ACTIVITIES	SCOPE OF MONITORING	NO. OF INSPECTIONS	
		2012	2011
Physical inspection on business premises and registered addresses	<ul style="list-style-type: none"> Compliance with the provisions under section 121(3) of CA and Rule 13A(2) of Registration of Businesses Rules 1957 (ROBR) with regard to the display of company names and registration number at business premises. Compliance with section 12(2) of Registration of Business Act 1956 (ROBA) on display of certificate of registration at business premises. Compliance with the provision of section 12(1)(a) and 12(1)(b) of with ROBA regard to registration and renewal of business. Record and maintenance of Statutory Books by Company Secretaries pursuant to CA and Companies Regulations 1966 (CR) requirements. Compliance with other requirements by company & directors pursuant to CA. 	50,031	71,862
Monitoring of web-based businesses and media advertisements	<ul style="list-style-type: none"> Compliance with the provisions under section 121(1)(b) of CA with regard to the display of company name and numbers in all documents and publication. Compliance with the provision of sections 12(1)(a) and 12(1)(b) of ROBA with regard to registration and renewal of business. Issues relating to public interest, e.g. illegal investments, interest schemes, fraud by companies and businesses. 	2,853 websites, comprising of 2,203 companies and businesses	1,679 websites, comprising of 1,601 companies and businesses
Compliance and competency of corporate intermediaries (i.e. Company Secretaries, Liquidators and Auditors)	<ul style="list-style-type: none"> Audit firms, auditors, liquidators and company secretaries' qualification and practice pursuant to CA requirements (<i>Involves data monitoring and physical inspections</i>). 	109 auditors and company secretaries	212 auditors and company secretaries
TOTAL		983,490	1,096,714



Outcome of Inspections on Companies and Businesses

Pursuant to the inspections carried out in year 2012 on companies and businesses, below are the major actions taken by SSM:

OFFENCES	ACTIONS
Failure to comply with the requirement of sections 143(1), 165(4) and 169(1) of CA.	<ul style="list-style-type: none"> 41,136 companies faced actions for failure to comply with the requirements of sections 143(1), 165(4) and 169(1) of CA. 39,993 companies were struck off under section 308 CA.
Failure to furnish Statement of Affairs to their respective liquidators pursuant to section 234 of CA.	529 reminder notices sent to company directors and secretaries.
Possible offences in relation to section 125 of CA by directors who continued to act as directors after being declared bankrupt.	47 reminder notices sent to the companies and directors.
Failure to display company name and registration number at business premises as required under 121(3) of CA and Rule 13A(2) of Registration of Businesses Rules 1957 (ROBR).	167 reminder notices sent to companies and businesses.
Failure to display certificate of registration at business premises as required by section 12(2) of ROBA.	162 reminder notices sent to businesses and business owners.
Offences relating businesses via internet and media advertisements: <ul style="list-style-type: none"> Promoting businesses and sales of products through internet (online businesses) and media without a valid business registration pursuant to sections 5 and 5A of ROBA. Offences under Division 5 Part IV of CA for offering an interest scheme under section 84 of CA. Offences under section 121(1)(b) CA i.e. failure to reveal the company name and number in company's publication. 	<ul style="list-style-type: none"> 324 reminder notices sent to businesses and business owners. Five (5) companies faced relevant enforcement actions including prosecution and court injunction. 108 reminder notices sent to businesses and business owners.

Based on the physical and database inspections carried out during the year, cases involving breaches of Acts administered by SSM were taken administrative and criminal actions whilst cases related to offences under legislations not administered by SSM were

referred to the relevant agencies. Reports on offences identified through web-based business activities were also reported to the National Security Council on a monthly basis.

REPORT ON ENFORCEMENT INITIATIVES AND TRAINING PROGRAMMES

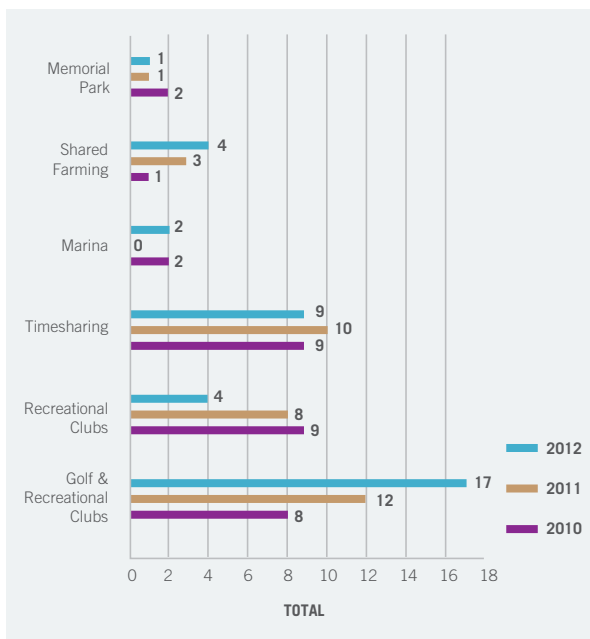
SURVEILLANCE OF INTEREST SCHEMES

Year 2012 saw an increase in the number of interest schemes with 186 interest schemes registered with SSM compared to 172 schemes in the year 2011. Registered schemes by category are shown in the table below:

NO.	CATEGORIES	NO. OF SCHEMES	
		2012	2011
1	Golf & Recreation Clubs	90	90
2	Share Farming Scheme	9	6
3	Marina	9	9
4	Recreational Clubs	37	36
5	Timesharing	27	26
6	Memorial Park	5	3
7	Equipment sharing	2	1
8	Land Banking Scheme	7	1
Total		186	172

In year 2012, a total of 37 registered schemes were inspected as shown in the chart below:

Number of Registered Schemes Inspected



The focus of inspection was to ensure compliance to Division 5 Part IV of CA requirements as well as the covenant under the Trust Deed. Following the inspections carried out in 2012, compound notices were issued for breach of CA by scheme operators. These were as follows:

- Failure to lodge to the Registrar a Statement of Interest (Form 32) within two (2) months after the end of financial year under section 93(1) – 20 cases.
- Failure to hold AGM under section 143(1) – 13 cases.
- Failure to lodge annual return to Registrar under section 165(4) – 13 cases.
- Failure to table profit and loss account in annual general meeting within six (6) months after the end of financial year under section 169(1) – 13 cases.

Subsequently, action was taken against schemes which were found to be inactive to ensure submission of “Deed of Termination” by the scheme operators. Such action resulted in the total number of terminated schemes increasing to 17 in 2012 compared to seven (7) last year.

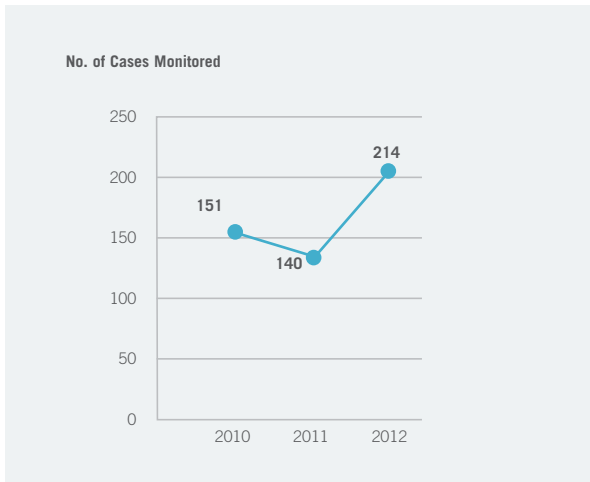
MONITORING OF ILLEGAL SCHEMES

Surveillance on illegal schemes was stepped up pursuant to the provisions under Division 5 Part IV of CA with the following objectives:

- To ensure that unscrupulous individuals do not operate illegal investment schemes to realise gains for themselves rather than the investors/subscribers of the investment.
- To ensure a positive business environment by taking stern enforcement actions against illegal investment schemes.
- To ensure that genuine investment schemes is registered with SSM.



The number of cases monitored increased tremendously in year 2012 as shown in the diagram below:



TYPES OF SCHEME	NO. OF CASES		
	2012	2011	2010
Livestock	108	80	90
Business Management	-	-	2
Share Farming	15	12	11
Land Banking	6	6	8
Rent-back Scheme	1	1	4
Membership	3	1	-
Fitness Club	1	-	-
Multilevel Marketing	4	2	5
Cemetery Plot & Urn Compartment	20	18	-
Gold Investment Scheme	7	-	-
Silver Investment Scheme	1	-	-
Others	48	20	31
TOTAL	214	140	151

From the diagram, it can be seen that agro-based schemes have emerged as the dominant scheme with more than 57% of the illegal schemes identified being related to livestock and share farming.

Pursuant to the continuous monitoring and surveillance of illegal schemes in year 2012, SSM accomplished the following:

- Six (6) companies and businesses offering dubious schemes and interest subscriptions to the public were referred for further investigations;
- One (1) case was referred to the Registration Services Division to check on its registration requirements of Division 5 Part IV of CA; and
- 104 warning letters were sent to operators of unregistered schemes to cease offering the schemes until the registration process with SSM was completed.

SURVEILLANCE ON CORPORATE INTERMEDIARIES

SSM continued to monitor and diversify inspection activities in order to create a conducive business environment through a high level of compliance and good corporate governance. Compliance to the legislation, regulations and guidelines in the administration of a company is largely a result of competent corporate intermediaries, particularly company secretaries, auditors and liquidators. They play a significant and responsible role in assisting SSM to enforce the law. Thus, robust inspection has been conducted in 2012 to ensure good governance, sound practices and competency of these corporate intermediaries.

The inspections on corporate intermediaries' documents and practices in 2012 revealed a total of 1,495 offences under section 9(1)(c)(ii) and (iv) CA were committed by auditors. A further 23 offences were committed by auditors under section 9(4)(a) CA and 14 offences were committed by audit firms in relation to non-compliance of Regulation 8A(4) of Companies Regulation 1966.

REPORT ON ENFORCEMENT INITIATIVES AND TRAINING PROGRAMMES

In the case of liquidators, the offences committed during the year were as follows:

- 20 liquidators acted as liquidators for 70 companies without a valid approval (the approval had expired or they were disqualified under section 10 of CA);
- 18 liquidators who had been disqualified under section 10 of CA for their failure to submit Form 74 to the Registrar to notify their resignation in 67 companies as required under section 280(3) CA; and
- 43 companies under liquidation were found not to have new liquidators to replace those disqualified under section 10(1) of CA.

Meanwhile 45 company secretaries were found to have committed various offences such as the following:

- Failure to make a declaration in the prescribed form on his qualification to act as a company secretary and that he consented to act as secretary of the company.
- Failure to update the particulars of directors in the Register of Directors, Managers and Secretaries.
- Failure to specify the details of each manager and secretary in the Register of Directors, Managers and Secretaries.
- Failure to maintain the particulars in Register of Directors' Shareholdings.
- Failure to update the particulars in the Register and Index of Members.
- Failure to issue share certificates within two (2) months after the allotment of shares.
- Failure to enter minutes of company or directors' meetings in the minutes book within 14 days from the date of meeting.

- Failure to obtain the signature of the chairman for the minutes of meetings.

SSM takes a serious view of cases involving corporate intermediaries such as company secretaries, auditors and liquidators. To ensure compliance and maintain high quality services and professionalism of these professions in Malaysia, SSM's actions have taken the form of education, reprimands, prosecution and recommendation of revocation of license.

SURVEILLANCE ON COMPANIES LIMITED BY GUARANTEE (CLBG)

As of 31 December 2012, a total of 1,827 CLBGs were registered with SSM, an increase of 15% compared to 2011.

Given the status of CLBGs as a non-profit organization, the risk of it being used for unauthorised activities is a matter of serious concern to SSM. SSM conducted inspections in line with the International Standards on Combating Money Laundering and the Financing of Terrorism and Proliferation 2012 (The FATF Recommendations) to ascertain the sources of their income to ensure that the funds are not being diverted to support unlawful activities which may affect public interest and national security.

Pursuant to the inspections conducted in year 2012, action as follows has been taken with regard to the lodgement of annual returns:

- 276 reminder notices were sent to the newly registered CLBGs and its directors to submit Annual Return within 18 months after incorporation; and
- 653 reminder notices were sent to CLBGs and their directors who failed to submit Annual Return for two (2) years consecutively.



Action has been taken against 11 CLBGs for failure to comply with the requirements of section 24(3) of CA to obtain RM1 million in funds within 6 months after incorporation and two (2) CLBGs for offences relating to the license to hold land under section 19(2) of CA.

SURVEILLANCE ON COMPANY SECRETARIES

As of 31 December 2012, 9,729 licensed company secretaries and 53,622 members of prescribed bodies were qualified to act as company secretaries in Malaysia.

In 2012, SSM received 140 new applications for company secretary licenses, representing a 21% decrease compared to 177 in 2011. A total of 26 interview sessions, entailing 124 shortlisted candidates, were conducted, out of which 37 were successful and 69 failed the interview while the remaining 18 candidates did not turn up for the interview session.

In relation to renewal of company secretary licenses, SSM registered a decrease of 55.3% from 1,459 applications in 2011 to 652 applications in 2012. The decrease is mainly attributed to a reduction in the number of expired licenses that is 1,066 in 2012 compared to 2,022 in 2011.

Inspections conducted on company secretary practice revealed the following breaches:

OFFENCES UNDER CA	2012	2011
Section 139(1)(B) <ul style="list-style-type: none"> Company secretary post left vacant for more than 30 days. 	6	12
Section 139B(5) <ul style="list-style-type: none"> Failure to renew license not later than 30 days before the expiry of the license. 	39	77

OFFENCES UNDER CA	2012	2011
Section 139C(2) <ul style="list-style-type: none"> Failure to act honestly or to use reasonable diligence in the discharge of duties as a secretary. 	1	18
Section 139C(3) <ul style="list-style-type: none"> Continued to act as a company secretary after disqualification/ expiry of license. Directors allowed company secretary to continue acting after disqualification/ expiry of license. 	20 394	38 363
TOTAL	460	508

The table above clearly shows a general decrease in the number of offences committed by company secretaries. This is largely due to the continuing professional development programmes conducted by SSM for company secretaries and rigorous monitoring activities to ensure only competent and qualified persons serve as company secretaries.

Pursuant to the 'Balanced Enforcement' approach, SSM took administrative actions against errant company secretaries which took the form of issuance of show cause letters, inquiry letters and reprimand letters while company directors operating without a company secretary or those who had failed to appoint a company secretary were sent reprimand letters. Other action included blacklisting, revocation of license and enforcement of new license conditions for the Company Secretary License.

In 2012, a licensed secretary was issued a show cause letter for failure to perform with integrity and reasonable diligence in discharging his duties as a company secretary while 394 company directors were issued with reprimand letters for allowing their company secretary to continue to hold office, subsequent to the expiry of their license. SSM also referred five (5) company secretaries to their respective professional bodies for further action following complaints received from the public.

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INVESTIGATION

Year 2012 saw SSM facing great challenges in the implementation of enforcement action following investigations related to financial fraud, public interest and abuse of power under the CA and ROBA. A more efficient, effective and professional approach has been adopted especially for complex corporate governance cases involving prominent corporate figures and public interest. This is to ensure that the investigations are thorough and consistent with the intentions and aspirations of the government to address issues on economic crime which has the potential to affect corporate governance standards and the overall economy of the nation.

During the year under review, SSM succeeded in creating a precedent by securing conviction for an investigation conducted under the Anti-Money Laundering and Anti-Terrorism Financing Act 2001 (AMLATFA 2001). This was achieved as a result of effective investigation and enforcement efforts taken, against directors of Golden Nest Properties International (M) Berhad for offences under section 4(1) of AMLATFA 2001. The directors were sentenced to a day's imprisonment and a fine of RM145,000. Investigations conducted by SSM also assisted the police in executing warrant of arrests on 12 company directors who had committed various offences under CA.

During the year under review, SSM also participated in a number of task forces set-up by other law enforcement agencies such as Bank Negara Malaysia, Royal Malaysian Police and Inland Revenue Board Malaysia for strategic cooperation in conducting investigations. On 10 May 2012, SSM participated in the annual Networking and Sharing Information Session with other regulatory bodies, enforcement agencies, banks and government agencies.

INVESTIGATION PAPERS

A total of 277 cases were investigated for various offences under the CA and ROBA during the year. Of this, 170 investigation papers (IP) and 83 enquiry papers (EP) were opened with 135 IPs (2011: 188 IPs) being completed. Compared to 2011, there was 1.2% decrease in the number of investigation papers opened and a 28.2% decrease in the number of investigation papers completed.

Of the 277 cases investigated in 2012, 42 IPs and EPs related to financial and fraud offences, 58 IPs and EPs were for general offences while 36 IPs and EPs were in relation to corporate governance violations. Year 2012 also saw SSM investigating senior management of corporations and public figures for serious breach of corporate governance with 34 IPs and EPs being opened. Details on number of cases and types of offences investigated for the year 2012 is summarised in the chart below:

Category of IP and EP Investigated





COMPLETED HIGH PROFILE INVESTIGATION PAPERS (IP)

In line with the objective of SSM to be an effective corporate regulator in Malaysia, the Investigation Division successfully completed a number of high profile cases that had been investigated under various sections of the CA. These are as follows:

- Section 7B(3)(b) of CA – Persons who obstruct or hinder the Registrar while exercising any of the powers under CA – one (1) IP;
- Section 91 of CA – Issue or offer to the public to subscribe to or purchase an interest in a scheme without an approved deed – two (2) IPs;
- Section 132(1) of CA - Failure to exercise power as director of a company in the best interest of the company – two (2) IPs;
- Section 132(2) of CA – Prohibition against improper use of company's property, position, corporate opportunity or competing with the company – one (1) IP; and
- Section 364(2) of CA - Person who makes or authorizes the making of a false or misleading statement in any material particulars knowing it to be false or misleading – five (5) IPs.

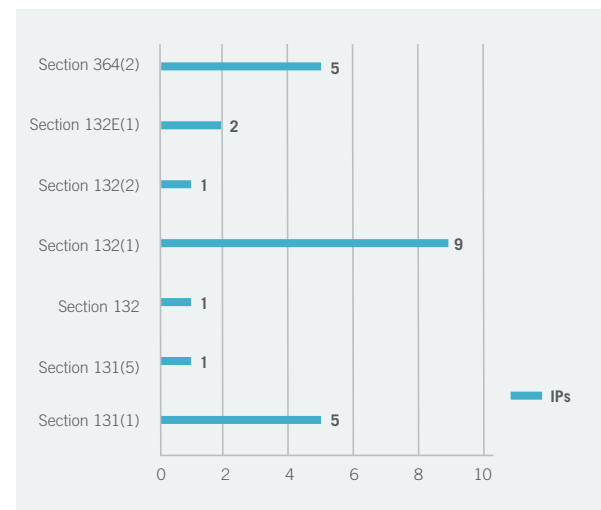
COMPLETED CORPORATE GOVERNANCE INVESTIGATION PAPERS (IP)

In line with the objective of increasing the level of corporate governance in Malaysia, greater emphasis was given to investigations into cases related to breach of fiduciary duty of directors. Up till December 2012, 24 cases involving corporate governance under the CA were investigated and completed. The cases

under sections 131, 132, and 133 of the CA which were completed and referred to the Deputy Public Prosecutor for further action are summarised below:

- Section 131(1) of CA – Disclosure of interest in contracts – five (5) IPs;
- Section 131(5) of CA – Declaration of conflict of interest at the meeting of Directors – one (1) IP;
- Section 132 of CA – As to the Duty and Liability of officers – one (1) IP;
- Section 132(1) of CA - Failure to exercise power as director of a company in the best interest of the company – nine (9) IPs;
- Section 132(2) of CA – Prohibition against improper use of company's property, position, corporate opportunity or competing with the company – one (1) IP;
- Section 132E(1) of CA – Substantial property transaction with director or substantial shareholder – two (2) IPs; and
- Section 364(2) of CA - Person who makes or authorizes the making of a false or misleading statement in any material particulars knowing it to be false or misleading – five (5) IPs.

Number of IPs



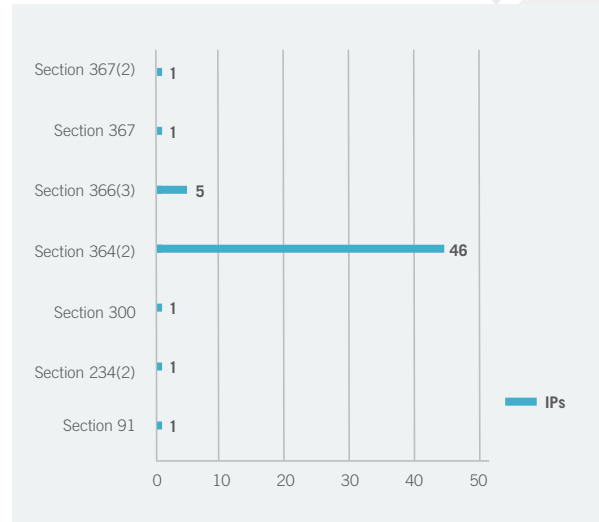
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COMPLETED INVESTIGATION PAPER (IP) ON FRAUD

During the year under review, 56 cases under various sections of the CA involving white-collar crimes and fraudulent activities were completed. The number of completed investigation papers on fraud investigations forwarded for prosecution are summarised below:

- Section 367(2) of CA – Restriction on use of word “Sendirian” – one (1) IP;
- Section 367 of CA – Penalty for improper use of words “Limited” and “Berhad” – one (1) IP;
- Section 366(3) of CA – Obtaining payment of money, etc, to company by false promise of director, member etc. of company – five (5) IPs;
- Section 364(2) of CA - Person who makes or authorizes the making of a false or misleading statement in any material particulars knowing it to be false or misleading – 46 IPs;
- Section 300 of CA – Offences by officers of companies in liquidation – one (1) IP;
- Section 234(2) of CA – Statement of company’s affairs to be submitted to Official Receiver – one (1) IP; and
- Section 91 of CA – Issue or offer to the public to subscribe to or purchase an interest in a scheme without an approved deed – one (1) IP.

Number of IPs



PROSECUTION

Prosecution actions were initiated by SSM for any breach of the laws governed by SSM, usually pursuant to the CA and the ROBA. Prosecution actions taken under the CA can broadly be classified into two (2) main categories namely corporate governance offences and common offences.

Corporate governance refers to a set of systems, principles and processes by which a company is governed. It is generally based on principles of conducting business with integrity, transparency, making proper decisions and necessary disclosures, compliance to the law, duty of care towards stakeholders and conducting business with ethics. A corporate governance offence is committed when any of these principles is breached.

For the purpose of compliance with the CA, companies are required to comply with CA namely hold its annual general meetings (AGM), table its audited accounts during AGM, and lodge its annual returns within the prescribed time frame. Common offences refer to the non-adherence to CA’s requirements expected of a company.



Offences prosecuted under the ROBA include carrying on a business without business registration license or after the expiry of business registration licence, making or furnishing of false information to the Registrar, failure to display certificate of registration or signboard at business premises and failure to submit change of business particulars. These are some of the common offences committed by directors, companies and business entrepreneurs.

ENFORCEMENT ACTION AGAINST ILLEGAL SCHEMES

The year 2012 saw an increasing number of prosecution and conviction cases for offences related to fraudulent and unregistered investment schemes. SSM also recorded the first case of conviction under the AMLATFA 2001.

LANDMARK CASES ON ILLEGAL SCHEMES IN 2012

The details of landmark cases on illegal schemes are as follows:

The “Bird Nest Cultivation” Scheme

A director of Golden Nest Properties International (M) Berhad was convicted for 28 charges of money laundering offences under section 4(1)(1) of the AMLATFA 2001. The accused was sentenced to a total fine of RM145,000 and one day imprisonment.

The first accused and another director of Golden Nest Properties International (M) Berhad were convicted on two (2) offences under sections 91(1) and 366(3) of CA relating to the same scheme. The two (2) accused persons were sentenced to a total fine of RM25,000 and RM20,000 respectively.

In a landmark decision, the Sessions Court pursuant to section 426 of the Criminal Procedure Code ordered the first accused to pay a compensation of RM150,000 to the aggrieved investors who had invested in the scheme during the material time.

The “Farming Fish Fry in Cages” Scheme

The four (4) accused persons comprising of two (2) directors and two (2) employees of Premier Agro Sdn. Bhd. were convicted under section 366(3) of CA for fraudulently inducing 12 investors to invest in the said scheme with a promise of high returns. The Sessions Court sentenced all four (4) accused to a total fine of RM80,000.

The “Kijang Emas Gold Bullion Coins” Scheme

An officer of SMI-Q Resources Sdn. Bhd. was convicted under section 366(3) of CA for deceiving the public into investing in a fraudulent scheme. Through the company, the accused had offered to members of the public a gold coin investment scheme which promised high monthly returns of up to 85% from the principal amount invested. The Sessions Court convicted and fined the accused for RM20,000 for offence committed.

OTHER LANDMARK CASES IN 2012

Enhanced Sentence for Misappropriation of Funds

A director of Rebana Emas Sdn. Bhd. was charged under section 132(1) of CA for not exercising his powers for a proper purpose and acting in the best interest of the company by misappropriating RM160,000 belonging to the company.

The accused had pleaded guilty to the charge in the Sessions Court and was sentenced to a fine of RM12,000 and five (5) months imprisonment in default. Dissatisfied with the decision of the Sessions

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Court, SSM filed an appeal to the High Court which resulted in the sentence of the accused being extended to a year's imprisonment.

Substantial Shareholder of a Public Listed Company Fined

A substantial shareholder of Ho Hup Construction Company Berhad was convicted and sentenced to a fine totalling RM150,000 for three charges under section 69F(2) of CA. The accused had failed to notify the changes in interest in the company within seven (7) days as required section 69F(2) of CA.

CASES REGISTERED FOR COURT 2012

SSM's Prosecution Section registered a total 10,914 cases in court in 2012 (2011: 9,806 cases) and this represents an increase of 11.3% over 2011 cases. Offences under the Common Offences category

showed an increase in the number of cases with 10,872 cases registered (2011: 9,730 cases) but for Serious Corporate Offences there are 42 cases registered (2011: 76 cases). This resulted in an 11.7% increase for Common Offences but with a 44.7% decline for Serious Corporate Offences over the corresponding period. The 11.7% increase in Common Offences category is due to the stringent enforcement initiatives carried out by SSM on businesses and companies for compliance cases to elevate the level of corporate transparency in Malaysia.

The following table highlights the statistics for cases registered in court under the category of Common Offences for year 2012:

NO.	CATEGORY OF OFFENCES UNDER CA & ROBA	NO. OF CASES REGISTERED IN COURT
COMMON OFFENCES:		
1.	Section 165(4) CA : Failure to lodge Annual Return	4,419
2.	Section 143(1) CA : Failure to hold Annual General Meeting	3,367
3.	Section 169(1) CA : Failure to table accounts at the Annual General Meeting within the prescribed period	2,646
4.	Section 121(1)(b) CA : Failure to print company name and number on official documents	11
5.	Section 234(5) CA : Failure to submit statement of company's affairs to Official Receiver	8
6.	Section 121(3) CA : Failure to display company name on all offices	9
7.	Section 139(1B) CA : Office of company secretary left vacant for more than one month	5
8.	Section 169(16) CA : Failure to annex statutory declaration to the balance sheet and profit and loss account of a company	4
9.	Section 12(1)(a) ROBA : Carrying on business without registration	29
10.	Section 12(1)(b) ROBA : Carrying on business after expiry of business registration	289
11.	Section 12(2) ROBA : Failure to display certificate of registration	21
12.	Rule 17A(1)(b) ROBA : Failure to submit change of registered business particulars	16
13.	Rule 17A(2) ROBA : Failure to display signboard	48
TOTAL NO. OF CASES REGISTERED IN COURT UNDER COMMON OFFENCES CATEGORY		10,872



NO.	CATEGORY OF OFFENCES UNDER CA & ROBA	NO. OF CASES REGISTERED IN COURT
SERIOUS CORPORATE GOVERNANCE OFFENCES:		
1.	Section 12(1)(d) ROBA : Make or furnishes the Registrar with false information	2
2.	Section 91(1) CA : Issue or offer to the public to subscribe to or purchase an interest in a scheme without an approved deed	1
3.	Section 125(1) CA : Undischarged bankrupt who acted as company director	7
4.	Section 131(2) CA : Disclosure of interests in contracts, property, offices, etc	1
5.	Section 132(1) CA : Failure to exercise power as director of a company in the best interest of the company	2
6.	Section 132(2)(c) CA : Director using his position as director or officer without the consent or ratification of a general meeting	2
7.	Section 364(2) CA : Persons who makes or authorizes the making of a false or misleading statement in any material particular knowing it to be false or misleading	5
8.	Section 368(a) CA : Inducing any person to give credit to the company by deceitful / fraudulent / dishonest means while being an officer to the company	2
9.	Section 370(1) CA : Default penalty proceedings for continuous default	19
10.	Section 366(3) CA : Obtaining payment of money to company by false promises and with intent to defraud	1
TOTAL NO. OF CASES REGISTERED IN COURT UNDER SERIOUS CORPORATE GOVERNANCE OFFENCES CATEGORY		42
GRAND TOTAL OF CASES REGISTERED FOR COMMON OFFENCES AND SERIOUS CORPORATE GOVERNANCE OFFENCES		10,914

The table above highlights the statistics for cases registered in court under the category of Serious Corporate Governance Offences for year 2012:

SSM recorded 10,872 and 42 cases registered in court under the categories of Common Offences and Serious Corporate Governance Offences cases,

SSM obtained convictions for 1,390 and 38 cases respectively in the year 2012.

The following table highlights the statistics for conviction cases under the category of Common Offences in year 2012:

NO.	CATEGORY OF OFFENCES UNDER CA & ROBA	NO. OF CASES CONVICTED
COMMON OFFENCES:		
1.	Section 165(4) CA : Failure to lodge Annual Return	748
2.	Section 143(1) CA : Failure to hold Annual General Meeting	381
3.	Section 169(1) CA : Failure to table accounts at the Annual General Meeting within the prescribed period	109
4.	Section 12(1)(a) ROBA : Carrying on business without registration	5
5.	Section 12(1)(b) ROBA : Carrying on business after expiry of business registration	120
6.	Section 12(1)(c) ROBA : Without lawful excuse, failed to comply with any summons or requirements of Registrar	3

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NO.	CATEGORY OF OFFENCES UNDER CA & ROBA	NO. OF CASES CONVICTED
COMMON OFFENCES:		
7.	Section 12(2) ROBA : Failure to display certificate of registration	4
8.	Rule 17A(1)(b) ROBA : Failure to submit change of registered business particulars	1
9.	Rule 17A(2) ROBA : Failure to display signboard	9
10.	Section 165A(1) CA : Failure to attach Auditor's statement	10
TOTAL NO. OF CONVICTIONS OBTAINED UNDER COMMON OFFENCES CATEGORY		1,390

The following table highlights the statistics for conviction cases under the category of Serious Corporate Governance Offences in year 2012:

NO.	CATEGORY OF OFFENCES UNDER CA & ROBA	NO. OF CASES CONVICTED
SERIOUS CORPORATE GOVERNANCE OFFENCES:		
1.	Section 7(11)(b) CA : Failure to give notice of information in writing to Registrar and failure to supply information or in supplying information, and making statement known to be false	1
2.	Section 91(1) CA : Issue or offer to the public to subscribe to or purchase an interest in a scheme without an approved deed	2
3.	Section 125(1) CA : Undischarged bankrupt acting as company director	2
4.	Section 132(1) CA : Failure to exercise power as director of a company in the best interest of the company	2
5.	Section 167(2) CA : Failure to retain records	1
6.	Section 363(5) CA : Inciting any person to offer shares/debentures for subscription	2
7.	Section 364(2) CA : Person who makes or authorizes the making of a false or misleading statement in any material particular knowing it to be false or misleading	7
8.	Section 364A(1)(a) CA : Officer who, with intent to deceive, furnishes false information to the directors of the company	2
9.	Section 366(3) CA : Obtaining payment of money to company by false promise and with intent to defraud	3
10.	Section 370(1) CA : Default penalty proceedings for continuous default	15
11.	Section 12(1)(d) ROBA : Makes or furnishes the Registrar with false information	1
TOTAL NO. OF CONVICTIONS UNDER SERIOUS CORPORATE GOVERNANCE OFFENCES CATEGORY		38
GRAND TOTAL OF CONVICTIONS FOR COMMON OFFENCES AND SERIOUS CORPORATE GOVERNANCE OFFENCES		1,428

PROSECUTION'S CONVICTIONS OBTAINED IN 2012

SSM successfully obtained a total of 1,428 convictions against individuals, directors and companies for various offences under the ROBA and CA. Compared to 2011, there was an increase

of 569 cases with convictions due to on-going trials prior to 2012 being concluded during the year and convictions obtained. The details of the convictions obtained were 121 against companies and 1,307 against individuals and directors with fines imposed totalling RM1,740,120 for offences committed under the respective Acts.



The table below gives a summary of convictions obtained and details of the court fines in the year 2012:

Summary Of Convictions In 2012

NO	CATEGORY	SERIOUS CORPORATE GOVERNANCE	NON-COMPLIANCE	TOTAL FINES IMPOSED BY COURTS (RM)
1.	Companies	-	121	166,230
2.	Directors	37	1,127	1,476,130
3.	Business Owners / Individuals	1	142	97,760
TOTAL		38	1,390	1,740,120

LITIGATION

In the year under review, there was a significant increase in the number of civil litigation cases filed with 391 files being opened in 2012 compared to 183 files in 2011, an increase of 113.7% over 2011.

OVERVIEW OF SIGNIFICANT CIVIL CASES INVOLVING SSM

Protecting the public from illegal investment schemes:

i) Kuala Lumpur High Court Originating Summons 24NCC-421-11/2011: Suruhanjaya Syarikat Malaysia v Prestige Dairy Farm (M) Bhd (832757-A)

An application was made by SSM to obtain an injunction to restrain the Defendant from offering Cattle Breeding Investment Scheme to the public pending approval of its application to register the scheme with SSM. The Defendant was given three (3) months to comply with the provisions under Part IV Div 5 CA.

This is an application for a declaration that the Plaintiff's scheme falls within the definition of 'Interest' under section 84(1) CA and requires registration under Part IV Div 5 CA.

The Court allowed SSM's application. This action reflects SSM's on-going efforts to protect the public against investment in illegal schemes.

ii) Kuala Lumpur High Court Originating Summons No. 24NCC-313-09/2012: Pendaftar Syarikat, Ketua Pegawai Eksekutif Suruhanjaya Syarikat Malaysia v 1. Zaliza Binti Zain berniaga atas nama dan gaya Megaherbs Bioextreme (Business Registration No: 001946380-K) 2. Mega Bioextreme Sdn. Bhd. (Company No: 972936-D)

This is an application for a declaration that the investment schemes offered by the Defendants fall within the definition of 'Interest' under section 84 CA as well as to obtain an injunction order pursuant to section 368A CA against the Defendants.

SSM conducted an investigation into the Defendants' business operation pursuant to section 91(1) CA which prohibits the offering of subscription of any interest in schemes without a trust deed approved by the Registrar of Companies. This provision seeks to protect the public from making investment in any illegal interest scheme.

The findings of the investigation showed the Defendants to have breached section 91(1) CA and failed to comply with Part IV Div 5 CA. The Defendants continued offering the investment scheme to the public even after receiving an order from SSM to comply with Part IV Div 5 CA.

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The Court agreed that the schemes offered by the Defendants were within the definition of 'Interest' under section 84 CA and allowed SSM's application for injunction with costs. The Defendants were restrained from continuing to offer the schemes to the public until they have complied with the provisions under CA and registered the following schemes as interest schemes:

- (a) Pakej Rakan Niaga Kontrak, Dr Zubir Uruskan;
- (b) Skim Rakan Niaga Stevia Ranger;
- (c) Skim Port Ranger/Skim Stokis Ranger;
- (d) Skim Rakan Promosi Stevia/Skim Duta Stevia;
- (e) Skim Rakan Bistro Stevia Station; and
- (f) Skim Rakan Pengarah Stevia Station.

Applications to reinstate the name of companies which were struck-off under section 308 CA:

iii) Court of Appeal Civil Appeal No. A-01(OM)(NCVC)-131-03/2012 : Mohd Zamin bin Kamaruzaman & Ismail bin Mohamed Yusoff v Suruhanjaya Syarikat Malaysia

This appeal arose from the decision of the Ipoh High Court whereby the learned High Court Judge, Dato' Dr Haji Hassan bin Abd Rahman dismissed the Appellants' application to reinstate Flexi-Cash Holdings Sdn. Bhd. pursuant to sections 308(4) and 308(5) CA and Order 88 rule 5(i) of the then Rules of High Court 1980.

SSM objected to this appeal on the following grounds:

- (a) Defects in the Record of Appeal;
- (b) Striking-off process done in accordance with the law;
- (c) Corporate governance; and
- (d) Registrar empowered to hold movable or immovable property for defunct companies.

The Court of Appeal unanimously dismissed the Appellants' appeal and affirmed the Order of the Ipoh High Court.

SSM is of the view that the striking-off mechanism, as provided under section 308, CA, should not be misused by companies, for example to avoid claims from third parties.

COMPANIES COMMISSION OF MALAYSIA TRAINING ACADEMY (COMTRAC)

The Companies Commission of Malaysia Training Academy (COMTRAC) was established on 1 April 2007 to spearhead the Companies Commission of Malaysia's (SSM) external stakeholders training initiatives. Its mission is to train and educate a wide array of corporate role-players that is consistent with SSM's functions as stipulated under subsection 17(d) of the Companies Commission of Malaysia Act 2001 which states:

“to encourage and promote proper conduct amongst directors, secretaries, managers and other officers of a corporation, and self-regulation by corporations, companies, businesses, industry groups and professional bodies in the corporate sector in order to ensure that all corporate and business activities are conducted in accordance with established norms of good corporate governance”

Under the SSM's Second Strategic Development Plan 2010 - 2014 (SDP II), the SSM Training Academy (COMTRAC) is specifically charged with driving Strategic Thrust 5 (Evolving to a knowledge driven organization to develop competitive intelligence) towards achieving three (3) End-State Descriptions (ESD) through the execution of structured strategic projects.



COMTRAC NEW BUSINESS PLAN 2011-2014

COMTRAC has developed and introduced its new business plan (Business Plan) which is in alignment with Vision 2020, the New Economic Model (NEM) and the Tenth Malaysia Plan (RMK10). The new Business Plan is intended to strategically position COMTRAC directly into the national economic value chain through the provision of corporate training and corporate development programmes for its stakeholders. In this regard, the focus of COMTRAC will be on the Malaysian SMEs.

Beginning 2012, COMTRAC focused its training content on three (3) core areas (the Triple Helix) which can cast significant and positive impacts on the country's economy namely:

- Corporate governance;
- Corporate responsibility; and
- Innovation.

The implementation of the Triple Helix approach would enable Malaysian companies, in particular the SMEs, to carry out their businesses in a sustainable and competitive manner.

Taking into consideration the relatively short timeframe (i.e. approximately eight (8) years) for the country to achieve the desired state of high-income developed nation by the year 2020 as well as the current economic performance of the country, drastic, innovative and effective approaches must be adopted and implemented. As there are significant numbers of existing and future stakeholders to be trained on fundamentals of the Triple Helix, there is a need for a strategic approach to be undertaken by the SSM, through COMTRAC for such knowledge to be imparted to the stakeholders.

SSM TRAINERS DEVELOPMENT HUB

During the year, SSM established the Trainers Development Hub which shall be responsible for training the internal and external speakers of SSM on the specific topics/subject matter of the training session to be delivered to the external stakeholders of SSM. This strategic project aimed to achieve the following:

- High quality, relevant, contemporary and effective content as well orientation of the training modules;
- Standardized content and mode of delivery of training modules;
- Highly competent trainers conducting the training programmes;
- Increased stakeholders' participation and knowledge penetration rate; and
- Strategic collaboration between COMTRAC and a select group of stakeholders for the conveyance of essential and contemporary corporate knowledge to stakeholders.

Hence SSM Trainers Development Hub was developed to execute the following functions:

- (a) To enable COMTRAC to cater for the projected increase in demand for training programmes by having a pool of qualified trainers ready for deployment nationwide;
- (b) To ensure speakers possess a high level of technical competency on the subject matter taught and adequate soft skills competency for effective knowledge delivery;
- (c) To ensure the uniformity and consistency of information/knowledge conveyed; and

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- (d) To foster closer working relationship between SSM and the prescribed professional bodies and association of licensed company secretaries.

To date, the following institutions have joined the SSM Trainers Development Hub:

- (a) Malaysian Institute of Accountant (MIA);
- (b) Malaysian Institute of Chartered Secretaries and Administrators (MAICSA);
- (c) Malaysian Association of Company Secretaries (MACS); and
- (d) Institute of Approved Company Secretaries (IACS).

SSM WORKING COMMITTEE FOR CURRICULUM DEVELOPMENT

COMTRAC has identified the establishment of the Working Committee for Curriculum Development to be part of the collaboration framework.

The purpose of the establishment of The SSM Working Committee for Curriculum Development was specifically set up for the following purposes:

- (a) To enable COMTRAC to jointly develop the content of its training programmes/modules in collaboration with other Government agencies, members of the industry and the academic community;
- (b) To ensure the relevance of the content and quality of COMTRAC's training modules to the evolving and challenging business landscape; and
- (c) To foster closer working relationship between SSM and its stakeholders.

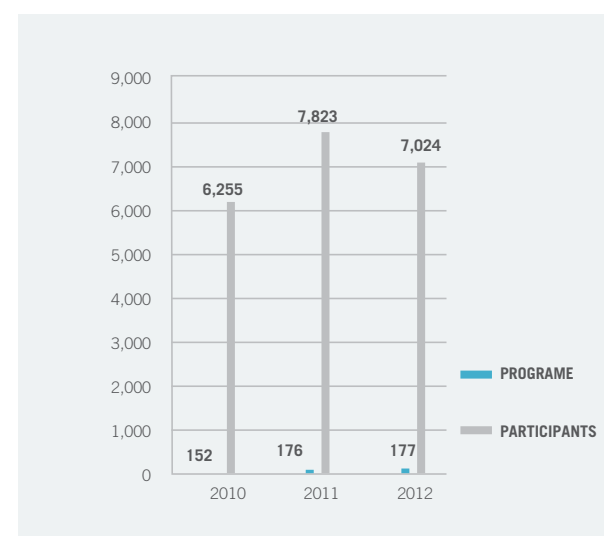
To date the following institutions have joined the SSM Working Committee for Curriculum Development:

- (a) Malaysian Institute of Accountant (MIA);
- (b) Malaysian Institute of Certified Public Accountants (MICPA);
- (c) Malaysian Institute of Chartered Secretaries and Administrators (MAICSA);
- (d) Malaysian Association of Company Secretaries (MACS);
- (e) Institute of Approved Company Secretaries (IACS);
- (f) International Islamic University Malaysia (IIUM);
- (g) Universiti Kebangsaan Malaysia (UKM); and
- (h) Human Resources Development Fund (HRDF).

STAKEHOLDERS' EDUCATION AND AWARENESS

In 2012, COMTRAC conducted a total of 177 programmes (2011: 176) which were attended by 7,024 participants (2011: 7,823).

Number of programmes and participants (2010 to 2012)





In 2012, out of the 46 programmes offered, 21 of these programmes are new topics. Overall, the corporate programmes conducted from January to December 2012 are given in the table below:

PROGRAMMES	NO. OF PARTICIPANTS	NO. OF PROGRAMMES
CORPORATE DIRECTORS TRAINING PROGRAMMES (CDTP)	910	37
LICENSED SECRETARIES TRAINING PROGRAMMES	2,775	60
CONTINUING EDUCATION PROGRAMMES	1,021	39
CORPORATE TEA TALK	1,194	12
IN-HOUSE TRAINING PROGRAMMES	684	23
SSM NATIONAL CONFERENCE 2012	305	1
COLLABORATION PROGRAMMES	129	4
TRAINERS DEVELOPMENT HUB PROGRAMME	6	1
TOTAL	7,024	177

CORPORATE DIRECTORS TRAINING PROGRAMME (CDTP)

The Corporate Directors Training Programme (CDTP), which was previously organised as a 1-Day CDTP or 2-Day CDTP, now has a more contemporary structure to ensure relevance to the prevailing corporate environment. Input and recommendations on the content of its modules were derived from the recently established Working Committee for Curriculum Development, comprising of representatives from the private sector, public sector, professional bodies and the academia to ensure their relevancy. The revised CDTP is structured as:

- CDTP Fundamental.
- CDTP Intermediate.
- CDTP Advanced.
- CDTP + Human Resources Management.

CORPORATE DIRECTORS TRAINING PROGRAMME PREMIER

In the absence of a *'high-level training programme'* specifically designed for high profile and high-end clientele, the Training Academy introduced a new training programme called the CDTP Premier. It is designed to meet the expectations of a sophisticated, dynamic, experienced and knowledgeable cluster of directors or top executives such as CEOs, COOs and key management personnel in public listed companies, multinationals, public sector and anchor GLCs.

Envisaged as a dynamic and thought provoking module, the contents need to be delivered by reputable high calibre trainers for effective knowledge delivery. They will also need to be equipped with the ability to inspire, motivate and share their experience in their trainings. The module will comprise selected contemporary and relevant issues or will adopt a fresh perspective to an *'old'* subject. The CDTP Premier will focus on the SSM *Triple Helix*, albeit adopting a more sophisticated and thought provoking approach.

In 2012, a total of 37 CDTP programmes were organised and attended by 910 participants. The details are given in the table below:

TYPES OF CDTP	NO. OF PARTICIPANTS	NO. OF PROGRAMMES
CDTP Fundamental	223	11
CDTP Intermediate	43	4
CDTP Advance	8	1
CDTP + Human Resources Management (SSM-PSMB)	24	2
CDTP Premier	26	1
CDTP Fundamental (Co-organised with Partners)	586	18
TOTAL CDTP 2012	910	37

REPORT ON ENFORCEMENT INITIATIVES AND TRAINING PROGRAMMES

LICENSED SECRETARIES TRAINING PROGRAMME (LSTP)

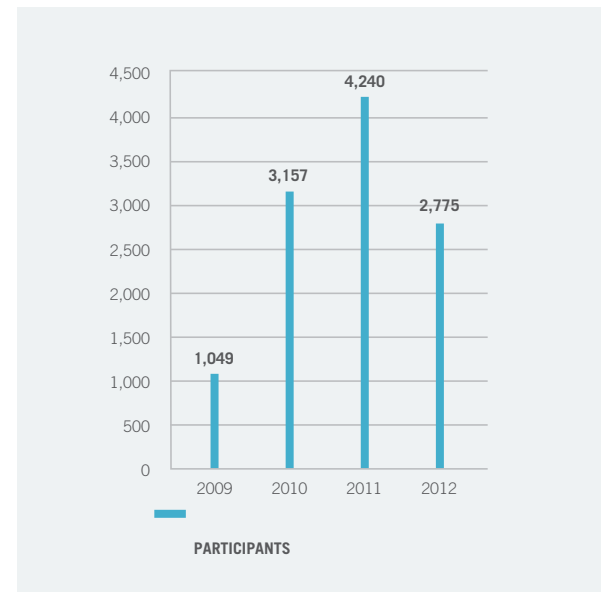
The Licensed Secretaries Training Programme (LSTP) is the only mandatory course for licensed company secretaries who have been issued with licenses by the Registrar of Companies under section 139A(b) of the CA.

The LSTP aims to enhance the knowledge, skill and competencies of company secretaries in their role as advisors to the board of directors. The programme which has been specially designed for company secretaries, secretarial practitioners and support staff, offers a thorough overview of the company secretarial practice, incorporating the latest compliance requirements as per the CA and its related regulations and boardroom best practices.

In 2012, a total of 60 LSTP (Level 1-3) were organised in Kuala Lumpur, Miri, Sibul, Pulau Pinang, Kota Kinabalu, Kuching and Johor Bahru and was attended by 2,775 participants. In comparison to year 2011, the take-up rate in 2012 was reduced by 34.5% as 7,397 licensed secretaries have attended this programme since 2010 following the mandatory CPE scheme. At the current rate, all existing licensed company secretaries would have attended the LSTP by January 2014 and new learning modules for company secretaries would be needed by 2014. In preparation for this, the existing LSTP modules have been reviewed and updated and the LSTP will see a name change to 'Company Secretary Training Programme Essential' from 2013. The Training Academy will also introduce the 'Company Secretary Training Programme Significant' as the advanced module to 'Company Secretary Training Programme Essential' from 2013.

Below are the number of participants in LSTP from 2009 to 2012.

No of LSTP participants from 2009-2012





CUSTOMIZED EXTERNAL IN-HOUSE TRAINING PROGRAMMES

The number of requests received from various organisations to conduct in-house programmes for their board of directors and officers was encouraging. A total of 23 customized in-house programmes were conducted for several organisations with the total attendance being 684 persons.

close co-operation and relationship management is crucial to remain relevant to the training needs and requirements of corporations and businesses. In 2012, COMTRAC collaborated with two (2) organisations to conduct four (4) joint training programmes for 129 participants. The details of the programmes conducted are listed below:

- Competition Law 2010 - Key Features and Implications - Malaysian Competition Commission.
- Voluntary Winding-Up, Registration of Documents for Court Winding-Up and Striking-Off Application and its Procedures - MAICSA.

NO.	PROGRAMME TITLE	ORGANIZATION
1.	Common Offences Committed By Company Directors Under Companies Act 1965 and Getting Corporate Governance Right	Telekom Berhad
2.	The Dynamics of A Company and Key Role Players In A Company - Roles & Responsibilities for MINDA	The Malaysian Directors Academy (MINDA)
3.	Competition Law 2010-Key Features and Implications	Gamuda Berhad
4.	The Roles and Responsibilities of Company Directors and Common Offences Committed By Company Directors Under The Companies Act 1965	Padini Headquarters
5.	Corporate Directors Training Programme-Intermediate	Perbadanan Hal Ehwal Bekas Angkatan Tentera (PERHEBAT)
6.	Corporate Directors Training Programme-Intermediate	Yayasan Guru Malaysia Berhad (YGMB)
7.	Voluntary Winding-Up and Registration of Documents & Striking-Off Application and Its Procedures	Prokhas
8.	Roles and Responsibilities of Company Directors	Economic Planning Unit (EPU), The Malaysian Directors Academy (MINDA)
9.	Customer Service Excellence	Ministry of Domestic Trade, Co-operatives and Consumerism
10.	Corporate Directors Training Programme Fundamental	UPM Innovation Sdn. Bhd.
11.	Highlights of Key Provisions In The Proposed Companies Bill	Chemical Company of Malaysia Berhad (CCM)
12.	Interpreting Financial Statements for Company Directors	Gamuda Berhad
13.	Corporate Directors Training Programme - Intermediate	Construction Industry Development Board Malaysia
14.	Insights Into The New Companies Bill	PPB Group

COLLABORATION WITH PROFESSIONAL BODIES/ ORGANISATIONS

COMTRAC continued with its approach of extensive collaboration with external stakeholders as such

REPORT ON ENFORCEMENT INITIATIVES AND TRAINING PROGRAMMES

CORPORATE TEA TALKS

The Training Academy launched the inaugural Corporate Tea Talks in 2012. This is part of SSM's corporate responsibility to provide complimentary training to educate, and create awareness amongst corporate professionals and entrepreneurs on governance, innovation and thought leadership topics. A total of six (6) talks with 1,101 participants were conducted in 2012. The topics conducted were as follows:

- Aspects of the Blue Ocean Strategy & its Relevance to Company Secretaries – 171 participants.
- Carrying Out Business in Malaysia: Companies, Businesses and Limited Liability Partnerships (two such programmes) – 454 participants.
- Innovation - Paradigm Shifts for SME's Companies, Businesses and Limited Liability Partnerships – 111 participants.
- A New Dimension of Corporate Governance : Human Governance – 216 participants.
- Corporate Responsibility - Paradigm Shifts for SME's Companies, Businesses and Limited Liability Partnership – 149 participants.

COMTRAC also conducted six (6) sessions of 'Getting to Know SSM e-Services' in 2012. These programmes were attended by 141 participants.

SSM'S TRAINING PROGRAMMES ON STARTING A BUSINESS

As part of SSM's corporate responsibility, COMTRAC continued to provide free training to educate and create awareness amongst the new graduates, unemployed graduates of higher learning institutions and would-be entrepreneurs to encourage them to venture into business. In 2012, COMTRAC was invited to deliver training on '*Start Your Own Business: Registration of Business and Incorporation of Companies*' and other related topics at 37 events organised by various organisations.

SSM NATIONAL CONFERENCE 2012

SSM held its second National Conference from 12 and 13 June 2012 with the theme, 'Managing Corporate Governance, Creating Value, Transforming Economy.' It was held at Sime Darby Convention Centre, Kuala Lumpur, the conference was well attended by 305 delegates comprising a diverse range of stakeholders from the public and private sectors such as company directors (39%), company secretaries (26%), with the rest being accountants, lawyers, senior management, managers, executives, students, lecturers and representatives from several Government agencies and ministries.

A total of 26 speakers and moderators delivered papers at the Conference – which included the following:

- The Importance of Continuous Corporate Education in the Innovation Economy.
- Managing Corporate Governance Amid the National Economic Transformation.
- From Ideas to Products: Leveraging on Corporate Governance for Effective Innovation.
- Towards Attaining a High Income Economy: Strategic Initiatives by Ministry of Domestic Trade, Co-operatives & Consumerism and its Selected Agencies.
- Managing Competition in the Globalised Landscape.
- Optimising Board Effectiveness Through Diversity
- Personal Data Protection Act 2010: Business as Usual.
- SSM Regulatory and Operations Updates: A Snapshot of the Future.
- SSM Enforcement Updates.



3. REPORT ON REGULATORY REFORM INITIATIVES

THE NEW COMPANIES BILL

The new Companies Bill is at the finalisation stage and is currently being reviewed by the Legal Division of the Ministry of Domestic Trade, Co-operatives and Consumerism and the Attorney General's Chambers. The Bill is expected to be tabled in Parliament in 2013.

THE NEW INTEREST SCHEMES BILL

Apart from the initiative to introduce the Companies Bill, SSM has initiated effort to introduce the new Interest Schemes Bill as a standalone separate legislation from the current framework under the Companies Act 1965 (CA) to provide a well regulated environment for an alternative mode of fund raising through interest schemes.

The Bill is expected to be tabled in Parliament in 2013.

COMPANIES COMMISSION OF MALAYSIA (AMENDMENT) BILL

The Companies Commission of Malaysia Act 2001 is also being amended to provide for all-encompassing enforcement power, which would be applicable to all laws governed by SSM. The draft Companies Commission of Malaysia (Amendment) Bill has been submitted for review to the Legal Division of the Ministry of Domestic Trade, Co-operatives and Consumerism and the Attorney General's Chambers. The Bill is expected to be tabled in Parliament in 2013.

INTRODUCTION OF THE LIMITED LIABILITY PARTNERSHIPS ACT 2012

The Limited Liability Partnerships Bill was passed by Dewan Negara on 21 December 2011 and received the Royal Assent on 2 February 2012. The Bill was subsequently gazetted as the Limited Liability Partnerships Act 2012 (LLPA) on 9 February 2012.

The LLPA was enforced and implemented on 26 December 2012. With the introduction of the LLPA, it is envisaged that the business community will have more options in choosing their preferred business mode in addition to the traditional methods of incorporating a company under the CA or registering a business as a sole proprietorship or as a partnership under the Registration of Business Act 1956 (ROBA).

In line with the implementation of the LLPA, SSM initiated training and advocacy programmes in its effort to create awareness among the business community.

ISSUANCE OF PRACTICE NOTES 2012

As part of SSM's continuous efforts to assist the corporate community understand and comply with the provisions of the CA, two (2) Practice Notes (PN) were issued in 2012. They are as follows:

- (a) PN 14/2012 – Clarification on the execution of Form 48A for the purposes of e-Lodgement.

The issuance of this PN is to provide clarification on the execution of Form 48A for the purposes of e-Lodgement. This PN serves to reiterate the importance of the declaration of consent and qualification to act as director whereby it is imperative that Form 48A be executed by a director (or a promoter) to fulfil the requirements of section 123(4) of CA.

Only upon execution of Form 48A can the company secretaries lodge such consent electronically and such lodgement is considered to have fully complied with the requirements under section 11A(6A) of CA. Upon lodgement to the Registrar, and thereafter with the Official Receiver pursuant to the requirements under section 123(4) of CA, a copy of the duly executed Form 48A must also be kept at the registered address of the company.

(b) PN 15/2012 – Clarification on minimum capital to be paid upon incorporation of a company.

The issuance of this PN is to clarify that there is no minimum capital requirement upon incorporation of a company under the CA. The PN is intended to correct the perception that there is a minimum capital requirement of RM2 upon incorporation of a company as reported in the World Bank's Report on *Doing Business 2013*. This perception may have arisen as a result of the response received from respondents that a minimum of two (2) shares must be subscribed and such shares in practice will typically have a nominal value of RM1 each.

In so far as starting a business is concerned, the misperception of the requirement for the minimum paid-up capital has contributed towards Malaysia being less competitive compared to other jurisdictions which have similar legal framework but adopted a different practice in relation to the minimum subscription of shares at the point of incorporation.



4. REPORT ON STAKEHOLDERS' ENGAGEMENT AND COLLABORATIONS

Providing a responsive and trusted regulatory environment for businesses through enhancing stakeholder relationship remains an integral part of SSM's holistic approach to improving the nation's competitiveness. To gain an insightful perspective on how its policies and operational processes could be further consolidated and enhanced, SSM continued to organise regular dialogue sessions and discussions with the business community and professional bodies.

THE CORPORATE PRACTICE CONSULTATIVE FORUM

The Corporate Practice Consultative Forum (CPCF) was introduced in 2005 with the objective of promoting greater co-operation between SSM, members of the prescribed bodies and company secretarial associations. The CPCF membership comprises:

- (a) The Malaysian Institute of Chartered Secretaries and Administrators (MAICSA);
- (b) Malaysian Institute of Accountants (MIA);
- (c) The Malaysian Institute of Certified Public Accountants (MICPA);
- (d) The Malaysian Bar;
- (e) Malaysian Association of Company Secretaries (MACS);
- (f) Institute of Approved Company Secretaries (IACS);
- (g) Malaysia Corporate Counsel Association (MCCA);
- (h) The Advocates Association of Sarawak;
- (i) Sabah Law Association; and
- (j) Government-linked companies (GLCs) [represented by Khazanah Nasional Berhad and Bumiputera Commerce Holdings Berhad].

In 2012, SSM organised two (2) CPCF sessions on 5 April and 4 October 2012 respectively. Besides being briefed on SSM's on new products, policies and projects such as the MyCoLD, implementation of the LLP Act 2012 and the SSM Corporate Responsibility (CR) Agenda, participants were also exposed to various corporate governance related issues.

In addition, participants were briefed on the contents of the new Companies Bill which is targeted for introduction in 2014.

SSM ANNUAL DIALOGUE SESSIONS

The SSM Annual Dialogue, first initiated in 2005, remains a primary channel for SSM to engage its stakeholders in an open discourse. The Dialogue has the following objectives:

- To promote understanding and a cohesive relationship between SSM, the industry and professional bodies;
- To exchange ideas and clarify matters pertaining to operational issues which in turn would enhance the overall efficiency of SSM; and
- To disseminate information to members and the public towards ensuring that the public have a good understanding of the functions of SSM as the regulatory body for all related legislations.

The SSM Annual Dialogue 2012 was held on 3, 4 and 13 December 2012 in Kuching, Sarawak; Kota Kinabalu, Sabah; and Kuala Lumpur respectively. Members from various professional bodies, Chambers of Commerce, Industrial Associations and other Government agencies attended the Dialogues.

The first session of the Annual Dialogue comprised four (4) presentations titled *“Initiatives Towards Improving Indicators in The Doing Business Report: Starting a Business”*; *“MyCoLD Reliability & Benefits”*; *“Key Initiatives by SSM Training Academy for 2013”*; and *“SSM’s Enforcement Updates”*.

The second session of the Annual Dialogue served as a platform for SSM to deliberate with the stakeholders on their issues and concerns and obtain direct feedback and suggestions which will serve to effect a review of policies and processes with the aim of further improving services to stakeholders.

BUSINESS ENGAGEMENT CHAPTER WITH SMEs

On 20 November 2012, SSM held the second forum with Small and Medium Enterprises, the SSM’s Business Engagement Chapter (BEC) which was launched in 2011.

The BEC focused on three (3) areas:

- (a) Summary Content of the New Companies Bill;
- (b) Common Non-Compliance Issues by Companies and Officers; and
- (c) Summary Content of SSM’s Training Academy’s training modules for 2013.

CORPORATE REGISTERS’ FORUM (CRF) 2012

In 2012, SSM participated in the Corporate Registers’ Forum (CRF) 2012 held in New Delhi, India and hosted by the Ministry of Corporate Affairs, India. The theme for the conference was *“Control to Self Regulation: Sharing Knowledge – Sharing Best Practices”* which sought to explore how sharing of knowledge and best practices amongst various jurisdictions could deliver better services through self-regulation. SSM presented four (4) papers at the forum entitled:

- *“SSM’s Corporate Law Reform Programme: Revolutionising Doing Business In Malaysia”*;
- *“Global Business Scenario and Impact on Corporates: Global Trends - Challenges & Opportunities”*;
- *“Corporate Actions & Regulatory Mechanisms: Managing Service Delivery & Enforcement: Achieving Synchrony”*; and
- *“Corporate Governance & Corporate Social Responsibility, Repositioning Corporate Governance and Corporate Social Responsibility in the 21st Century Corporate Environment: The SSM Approach”*.

PARTICIPATION IN SURVEYS OF INTERNATIONAL ORGANISATIONS

In 2012, SSM took part in several surveys organised by the World Bank on matters pertaining to the *“Ease of Doing Business Report 2013”*, specifically the following indicators:

- (a) Starting a Business;
- (b) Resolving Insolvency; and
- (c) Protecting Investors.

SSM also provided its input to the “Global Forum on Transparency and Exchange of Information for Tax Purposes, Peer Review and the Investment Policy Peer Review” organized by the Organisation for Economic Co-Operation and Development (OECD), the “2012 APEC Economic Policy Report on Progress on the Ease of Doing Business Action Plan”, the World Bank survey on “Company Registry and Collateral Registries”, and the “2012 Survey by the European Commerce Registers’ Forum”. Participation in the surveys and questionnaires is anticipated to establish Malaysia’s competitiveness at the international front as a favourable investment destination.



BEST BUSINESS PRACTICE CIRCULAR

Collaboration with the Corporate Integrity Roundtable Members: Best Business Practice 3/2012 Entitled “Achieving Corporate Integrity”



BBPC 3/2012

SSM's third Best Business Practice Circular (BBPC) 3/2012 entitled “Achieving Corporate Integrity” was launched by YB Dato’ Sri Ismail Sabri Bin Yaakob, Minister of Domestic Trade, Co-operatives and Consumerism on 27 January 2012 in support of the Government’s aspiration to combat corruption.

The BBPC is a collaborative effort with the Corporate Integrity Roundtable Members which comprise the following organisations:

- (a) Companies Commission of Malaysia;
- (b) Bursa Securities Malaysia Berhad;
- (c) Malaysian Institute of Integrity;

- (d) Malaysian Anti-Corruption Commission;
- (e) NKRA Corruption Monitoring & Coordination Division;
- (f) NKRA Anti-Corruption Performance Management and Delivery Unit (PEMANDU), Prime Minister’s Office; and
- (g) Transparency International Malaysia.

The BBPC promotes the Corporate Integrity Pledge (CIP) which was introduced by PEMANDU in March 2012. The CIP is a document that allows businesses and companies in Malaysia to make a unilateral declaration that they will not commit corrupt acts and will work towards creating a business environment that is free from corruption by implementing and upholding the five (5) Principles of Anti-Corruption. By signing the pledge, companies and businesses commit to observing ethical business practices and ensuring that all their employees carry out their duties responsibly.

In upholding corporate integrity, companies and businesses are also encouraged to undertake the Corporate Integrity System Assessment Questionnaire (CISAQ) to evaluate and measure the level of integrity in their business operations. The CISAQ is a tool to assess the twelve dimensions of corporate integrity and provides companies and businesses with a blue print for risk assessment, areas of improvement and a general indicator of a company’s level of corporate integrity. The CISAQ is expected to help companies and businesses assess and measure their progress towards a formal and transparent commitment to ethics and integrity in the workplace.

REPORT ON STAKEHOLDERS' ENGAGEMENT AND COLLABORATIONS

SSM'S Corporate Responsibility Seminar Series



Corporate Responsibility Seminar Series in Kota Kinabalu and Johor Bahru

The Corporate Responsibility Seminar Series (CRSS) is a half day seminar which aims to create awareness and promote CR and inspire small and medium enterprises (SMEs) in the private sector to practice good corporate governance, the foundation of CR.

The CRSS focuses on topics that highlight the CR framework and promotes SSM's role in driving corporations and businesses to play a strategic role in inculcating the culture of corporate responsibility.

The inaugural CRSS was launched on 29 November 2011 by YB Dato' Sri Ismail Sabri Bin Yaakob, Minister of Domestic Trade, Co-operatives and Consumerism at Menara SSM@Sentral. Since then, SSM has successfully organised another two (2) seminars in Kota Kinabalu, Sabah and Johor Bahru, Johor in 2012 with the theme of "Business Beyond Profitability: Towards Business Sustainability."

Held on 8 May 2012, it was only apt that the venue for the CRSS, Kota Kinabalu, Sabah was the Shangri-La Tanjung Aru Resort & Spa. This Resort and Spa has been conferred the ISO 14001 (Environmental Management System) accreditation which is an international environmental management standard

aimed at assisting organisations to achieve environmental goals.

Seminar participation was encouraging with about 130 participants representing government agencies, trade associations, public listed companies, GLCs, company secretaries, legal associations, companies and business.

The following three (3) papers were presented at the seminar:

- "Corporate Responsibility as an Ingredient to National Economic Sustainability" by Azryain Borhan, Director of Companies Commission of Malaysia Training Academy;
- "SSM's CR Initiatives and Other Updates" by Nor Azimah Abdul Aziz, Director of Corporate Development and Policy Division; and
- "Sustainable Business Practices" by Tulip Noorazyze, Director of Quality Improvement & CSR at Shangri-La Tanjung Aru Resort & Spa.

Additionally, SSM invited the Borneo Child Aid Society, a non-governmental organisation (NGO) to display and share its initiatives in setting up schools for estate employee's children in Sabah and Sarawak.

The CRSS Johor Bahru, held on 2 October 2012 at The Zon Regency Hotel by The Sea, was also well patronised with 113 participants representing government agencies, trade associations, public listed companies, GLCs, company secretaries, legal associations, companies and business.

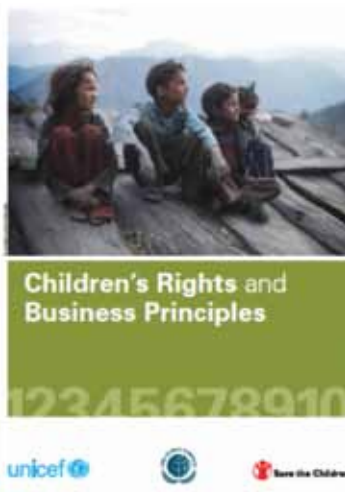


Four (4) papers were presented at this CRSS:

- “The Evolution of Business Eco-System: Enter Corporate Responsibility” by Azryain Borhan, Director of Companies Commission of Malaysia Training Academy;
- “SSM’s CR Initiatives and Other Updates” by Nor Azimah Abdul Aziz, Director of Corporate Development and Policy Division;
- “Child Care in the Workplace: Why? And How?” by Professor Datuk Dr Chiam Heng Keng, President of the Early Childhood Care and Education (ECCE) Council, Malaysia; and
- “Focus on Best Practices in Sustainability and the Success Story of Syarikat Faiza” by Major (B) Tuan Haji On Abd Wahab, Public Affairs Manager, Syarikat Faiza Sdn. Bhd.

OTHER PROMOTIONAL ACTIVITIES

Involvement with UNICEF Malaysia: Launch of The United Nations Global Compact Children’s Rights and Business Principles (CRBP)



The Children’s Rights and Business Principles (CRBP) was developed by the United Nations Global Compact (UNGC), the United Nations Children’s Fund (UNICEF) Malaysia and Save the Children. CRBP is the first comprehensive set of principles to guide companies and businesses on the full range of actions they may take in the workplace, marketplace and community to respect and support children’s rights.

CRBP has been launched in 16 countries across the globe, and Malaysia, as a progressive nation, is in a prime position to enlist support from the vast number of businesses in the private sector for a better life for children. The launch of the landmark CRBP put Malaysia under the spotlight as it is the first country in Southeast Asia to introduce the Principles to the country’s business leaders.

With regard to the CRBP launch, SSM provided strong support to UNICEF Malaysia and UNGC Malaysia in line with its position as a corporate regulator that is committed to ensuring that small and medium private sectors engage in responsible business. Moreover, the support extended by SSM is aligned with its definition of corporate responsibility that calls for:

“ Commitment by corporations and business towards achieving sustainability in the social, economic and environmental conditions in furtherance to the pursuit of profitability ”

SSM is striving hard to increase awareness of CR so as to have the above definition translated into specific actions among small and medium private companies specifically the directors, secretaries, managers and other officers of a company.

REPORT ON STAKEHOLDERS' ENGAGEMENT AND COLLABORATIONS

5S QUALITY ENVIRONMENTAL PRACTICES

Quality environmental practices (5S) are a management approach pioneered by the Japanese industry to create a workplace environment that is comfortable, neat and safe. Implementation of 5S practices can effectively improve the quality of services, cost and ease work processes. For the implementation of 5S quality environmental practices at Menara SSM@Sentral from February 2012, SSM received due recognition from the Malaysia Productivity Corporation (MPC) on 27 November 2012. Plans are ahead to expand implementation of the 5S quality environmental practices to all state offices/branches in 2013.

HUMAN CAPITAL TRAINING AND DEVELOPMENT

Human Resource Development & Training Unit (HRD & TU) under the Organizational Development Section is responsible for all human capital training and development. In this context, human capital training is defined as any activity that is designed, organised and implemented to assist an individual to strengthen confidence, enhance self-esteem, and become more effective in his duties. It also involves updating and refining knowledge of their skills set, work efficiency and engendering a spirit of love for SSM. It includes participation in identified projects, attending courses or seminars, formal learning and participation in relevant programmes.

The Pre-retirement Programme is intended to help SSM employees move progressively toward retirement in the best possible manner. The Programme provides answers to the major concerns of future retirees of SSM such as retirement plans, real estate, wills, staying healthy and adapting to a different life pattern.

In 2012, employees who were not performing well or who were non-performers were identified and subjected to a course, '*Kursus Kepimpinan dan Kecemerlangan Diri*' organised specifically to assist them identify their strengths and weaknesses so as to improve their performance. They were also closely monitored to enable remedial action to be effected. Participants to this course were from various grades and divisions, both from SSM headquarters and state branches.

Following an appeal by the Chief Executive Officer to meet SSM targets identified in the Vision, Strategic Thrusts and Corporate Values, the '*Pemantapan Nilai-Nilai Korporat SSM*' programme has been suggested for all SSM State branch employees. For headquarters staff, the '*SSM Personal Development Programme*' for non-executives grades (G45-G49) and the '*Pengurusan Pembangunan Eksekutif*' programme for executive grades (G50-G51) has been recommended.

For the top management (G58-G60) and middle management (G54-G57), the '*Building High Performance Team*' programme was carried out to strengthen organisational management and to expose them to excellent professional service.



2012 PROMOTIONAL AND OUTREACH INITIATIVES OF SSM

In 2012, SSM carried out a range of promotional, awareness and outreach activities to market its products and services.

AWARENESS PROGRAMMES

A. *SSM Bersama Rakyat*

In efforts to further extend its reach to the business community, in 2012 SSM carried out educational and awareness programmes at selected areas in Johor and Pahang. These programmes are aimed at:

- (a) Serving as a platform for SSM to promote its roles, functions, products and services;
- (b) Creating a good image and brand name for SSM;
- (c) Promoting SSM as an organisation that reaches out to all segments of society to create awareness on the understanding of incorporation of companies and registration of businesses through well-planned activities;
- (d) Creating awareness to the community on the importance of understanding interest schemes especially on the risks of illegal investment schemes; and
- (e) Increasing compliance rate through briefing sessions on Companies Act 1965 and roles and responsibilities of company directors.

The programmes held in 2012 under *SSM Bersama Rakyat* are listed below:

1. *Karnival SSM Bersama Rakyat, Pagoh, Johor*

Held on 3 March 2012 as part of SSM's 10th year anniversary celebrations, this programme was officiated by YAB Tan Sri Dato' Hj Muhyiddin Hj Mohd Yassin, the Deputy Prime Minister (DPM) of Malaysia. Over 5,000 participants from all walks of life and races attended the carnival. Among the activities held during the one-day event were briefing sessions on wide ranging aspects on products and services provided and the laws administered by SSM, exhibitions, telematches, colouring and storytelling contests, quizzes, lucky draws and performances by local artistes.

This programme had the support of the Ministry of Domestic Trade, Co-operatives and Consumerism (MDTCC) and the agencies under the Ministry such as Intellectual Property Corporation of Malaysia (MyIPO), Malaysia Co-operative Societies Commission (SKM), Bank Kerjasama Rakyat Malaysia Berhad (Bank Rakyat), Perbadanan Nasional Berhad (PNS) and Cooperative College of Malaysia (MKM). Moreover, BSN, CELCOM, TEKUN, MARA and other related agencies also participated in the exhibitions with staff on hand to brief the public on their products and services.

At the one-day programme, SSM's mobile counter offered services to potential and existing business owners to renew or register new business as well as updating their business particulars.

REPORT ON STAKEHOLDERS' ENGAGEMENT AND COLLABORATIONS

2. *SSM Bersama Rakyat, Bera Pahang*

SSM held a similar programme in Kampung Tradisional at Kampung Batu Papan, Bera, Pahang where SSM and the locals jointly prepared food for the invited guests. Held on 16 June 2012 and officiated by YB Dato' Sri Ismail Sabri Yaakob, the Minister of Domestic Trade, Co-operatives and Consumerism (MDTCC), the turnout for this programme was good with over 2,000 participants.

3. *Majlis Ramah Mesra Bersama Warga Penjaja dan Peniaga Kecil Serta Masyarakat Setempat, Bera, Pahang*

This programme was a follow-up to the announcement made by YAB Dato' Sri Mohd Najib Tun Abdul Razak, the Prime Minister of Malaysia on 27 May 2012 at the *Majlis Ramah Mesra Bersama Penjaja dan Peniaga Kecil* at the national level that all matters relating to the SMEs would henceforth be under the purview of the Ministry of Domestic Trade, Co-operatives and Consumerism (MDTCC). As an agency under the Ministry responsible for business registration and regulatory matters, SSM organised this programme to expose micro entrepreneurs with information relating to registration of businesses, its benefits and the ease of it being done.

Held at *Majlis Daerah Bera Expo* site (*Bazar Ramadhan*), Pahang on 4 August 2012, this two and a half hour programme was officiated by YB Dato' Sri Ismail Sabri Yaakob, the Minister of Domestic Trade, Co-operatives and Consumerism. The Minister took the opportunity to mingle with the petty traders and entrepreneurs to gain first-hand information on the problems and difficulties they faced in expanding their businesses.

As SMEs are a one of the major contributor to the growth of the Malaysian economy, SSM plans to initiate more programmes focusing on the SMEs so as to address their problems and difficulties. SSM is particularly keen on supporting the development of more SMEs in the country.

4. *Jalinan Kasih-Kesedaran Keusahawanan Bersama OKU*

In manifesting its objective of developing and nurturing a caring society, SSM is particularly concerned about the welfare of the disabled (OKU) and aims to encourage them to improve their living standards by varying their sources of income. Towards this end, SSM organised the *Program Jalinan Kasih-Kesedaran Keusahawanan Bersama OKU* on 23 October 2012 which offered an opportunity to the OKUs to register their businesses as well as promote and sell their products and services at the exhibition booths provided. Besides, as part of its on-going awareness programme, SSM also briefed participants on the risks of investing in illegal investment schemes.

This programme also saw successful OKUs entrepreneurs being invited to share their success stories in order to encourage other OKUs present to venture into business and raise their living standards and source of income.



B. Stakeholders Engagements

In order to ensure continued relevancy and to provide the best possible services to the public, SSM further strengthened its stakeholders' collaborations. Strategic collaborations and maintaining good relations with the mass media, particularly news items in the printed and electronic media plays a major role in maintaining SSM's positive image. Stakeholder initiatives carried out by SSM in 2012 ensue in the following:

1. Media Engagements and Advertisements

Year 2012 witnessed an increase in the number of appearances on the electronic media especially in the production of corporate TV and radio advertisements as well as interview sessions with SSM's executive management. Several media appearances were arranged over:

- (a) radio networks such as *Bernama Radio 24*, *Sinar FM*, *Klasik Nasional*;
- (b) television networks such as *RTM1*, *TV3*, *Bernama TV*, *NTV7*, *TV9*, *AstroAwani*, *1Malaysia IPTV*; and
- (c) printed media such as *Utusan Malaysia*, *Sinar Harian*, *Harian Metro*, *Kosmo*, *Sin Chew Daily* and others.

For the year under review, media coverage included 458 news items (newspaper) and numerous programmes/advertisements in radio (212) and TV (224) that reported on current developments on laws administered by SSM such as Investment Schemes and Kootu Schemes and promoted SSM's programmes, services and products such as MyCoID. Besides, media releases and interview sessions were also arranged to disseminate updates so as to maintain continued public awareness of SSM's roles, products and services.

2. SSM with Media Dinner 2012

In appreciation of the media for its continuous support throughout the years and to further cement ties with them, SSM, for the very first time, organised the SSM with Media Dinner 2012 on 6 June 2012. The dinner not only served to introduce SSM's top management to members of media but also allowed them get to know the chief editors of mainstream newspapers. Over 500 guests from the printed and electronic media attended the dinner.

3. Courtesy Visits

Throughout the year, SSM received a number of courtesy visits from local and foreign counterparts as well as a series of study visits from local university students. Information provided during the visits normally focused on an introduction to SSM's functions, products and services especially its online services as well as its current and future initiatives in enhancing public service delivery.

2012 also saw a number of foreign corporate registries visiting SSM. They were representatives from the Capital Markets Authority (CMA) of Kenya, Securities and Exchange Commission of Pakistan (SECP), the Companies and Intellectual Properties Commission of South Africa (CIPC) and the Timor-Leste 'SERVE' Mission comprising representatives from the Timorese Government and the International Financial Centre (IFC). These visits focused on matters pertaining to SSM's registration system for companies, online services, enforcement issues, collaboration between registries and joint training possibilities. The visits by the various Regulators also gave SSM an opportunity to obtain further insight on issues pertaining to registration, enforcement and ICT in the respective jurisdictions.

REPORT ON STAKEHOLDERS' ENGAGEMENT AND COLLABORATIONS

COURTESY AND STUDY VISITS TO COMPANIES COMMISSION OF MALAYSIA IN 2012

NO.	ORGANISATIONS/INSTITUTIONS	DATE
1.	<i>Bahagian Sokongan Keluarga</i> (BSK), Syariah Judiciary Department of Malaysia (JKSM)	12 January 2012
2.	Business, Corporate Communications and Planning Unit of Cyberview Sdn. Bhd.	13 January 2012
3.	Universitas Sriwijaya, Palembang, Indonesia	31 January 2012
4.	Chief Registrar's Office, Federal Court of Malaysia (PKPMP)	17 February 2012
5.	Department of Statistics Malaysia (DOS)	20 February 2012
6.	The Malaysian Institute of Chartered Secretaries and Administrators (MAICSA)	20 February 2012
7.	Co-operative College of Malaysia (MKM)	27 February 2012
8.	Gagasan Badan Ekonomi Melayu (GABEM)	6 March 2012
9.	International College Technology Cybernetics	9 March 2012
10.	Royal Malaysia Police College (MPDRM)	9 March 2012
11.	Munshi Abdullah Secondary School, Melaka	19 March 2012
12.	MDTCC Counter Officers	22 March 2012
13.	Erasmus University, Rotterdam, Europe	5 April 2012
14.	GST Special Task Unit, Royal Malaysian Customs	17 April 2012
15.	UiTM Perak	20 April 2012
16.	Kolej PTPL Sentral	4 May 2012
17.	Management and Science University (MSU)	4 May 2012
18.	Taylor's University	17 May 2012
19.	UiTM, Shah Alam	17 May 2012
20.	UPM, Serdang	21 May 2012
21.	UiTM, Johor	8 June 2012
22.	Capital Markets Authority (CMA) of Kenya	27 June 2012
23.	Geomatika International College	10 July 2012
24.	Timor-Leste Serve Mission	11-13 July 2012
25.	Joint Meeting with MIDA - Visit from Belgium Delegation	12 July 2012
26.	Securities and Exchange Commission of Pakistan	3-5 September 2012
27.	International College Technology Cybernetics	12 September 2012
28.	KFCH International College	12 September 2012
29.	MDTCC Counter Officers	12 October 2012
30.	UiTM, Shah Alam	6 November 2012
31.	UniSZA, Terengganu	7 December 2012



4. Exhibitions and Expositions

In 2012, SSM participated in a number of exhibitions and expositions nationwide. SSM also received invitations by the Franchise Development Division of the Ministry of Domestic Trade, Co-operatives and Consumerism to participate in international expositions. Apart from being a platform to promote the local franchise in the international market and franchise business

systems, these international expositions are visited by potential investors looking for new business opportunities. Thus, SSM's participation is important to facilitate enquiries on setting up a business in Malaysia.

SSM also took part in various exhibitions and expositions throughout Malaysia in 2012. These are listed below:

EXHIBITIONS AND EXPOSITIONS PARTICIPATED BY COMPANIES COMMISSION OF MALAYSIA IN 2012

NO.	EXPOSITIONS AND EXHIBITIONS	DATE
1.	Rural Transformation Centre Gopeng	16-19 February 2012
2.	<i>SSM Bersama Rakyat</i> at Pagoh, Johor	3 March 2012
3.	Exhibition in Conjunction with Memorandum of Understanding (MoU) between SSM and UIA	20 March 2012
4.	Exhibition in Conjunction with Co-operative Society Programme with GLC, organised by Malaysia Co-operative Societies Commission (SKM)	24-25 March 2012
5.	<i>Minggu Amanah Saham Malaysia 2012</i>	20-28 April 2012
6.	National Intellectual Property Day 2012	27-28 April 2012
7.	Rural Transformation Centre Kota Bharu	3-5 May 2012
8.	Youth Job Fair 2012	11-13 May 2012
9.	14 th China Franchise Convention & Exhibition (CFCE) 2012, Beijing, China	11-13 May 2012
10.	TM BIZ Fest 2012	18-19 May 2012
11.	National Youth Day 2012	23-27 May 2012
12.	Launching an Online Franchise System (MYFEX)	29 May 2012
13.	Urban Transformation Centre (UTC) Melaka	1 June 2012
14.	Malaysia-Indonesia Business Expo (MIBEX) 2012, Jakarta, Indonesia	1-3 June 2012
15.	National Consumer Month 2012	1-3 June 2012
16.	Buy Malaysian Products Expo	6-10 June 2012
17.	SSM National Conference 2012	12-13 June 2012
18.	<i>Program SSM Bersama Rakyat</i> at Bera, Pahang	16 June 2012
19.	SMIDEX 2012 Exhibition	20-22 June 2012
20.	Launch of Urban Transformation Centre (UTC) Melaka	23 June 2012
21.	Franchise International Malaysia (FIM) 2012	6-8 July 2012
22.	<i>Hari Koperasi Negara 2012</i>	13-15 July 2012
23.	<i>Majlis Ramah Mesra Bersama Penjaja dan Peniaga Kecil</i> at Bera, Pahang	4 August 2012
24.	Socio Economic Development Programme for Non-Pensionable Veterans	13 September 2012
25.	Launch of Association Seni Silat Pusaka Gayong Malaysia at Institut Pendidikan Guru BM	15 September 2012
26.	Shanghai International Franchise Exhibition (SIFE) 2012, Shanghai, China	15-17 September 2012
27.	Info Franchise & Business Concept Expo 2012, Medan, Indonesia	21-23 September 2012

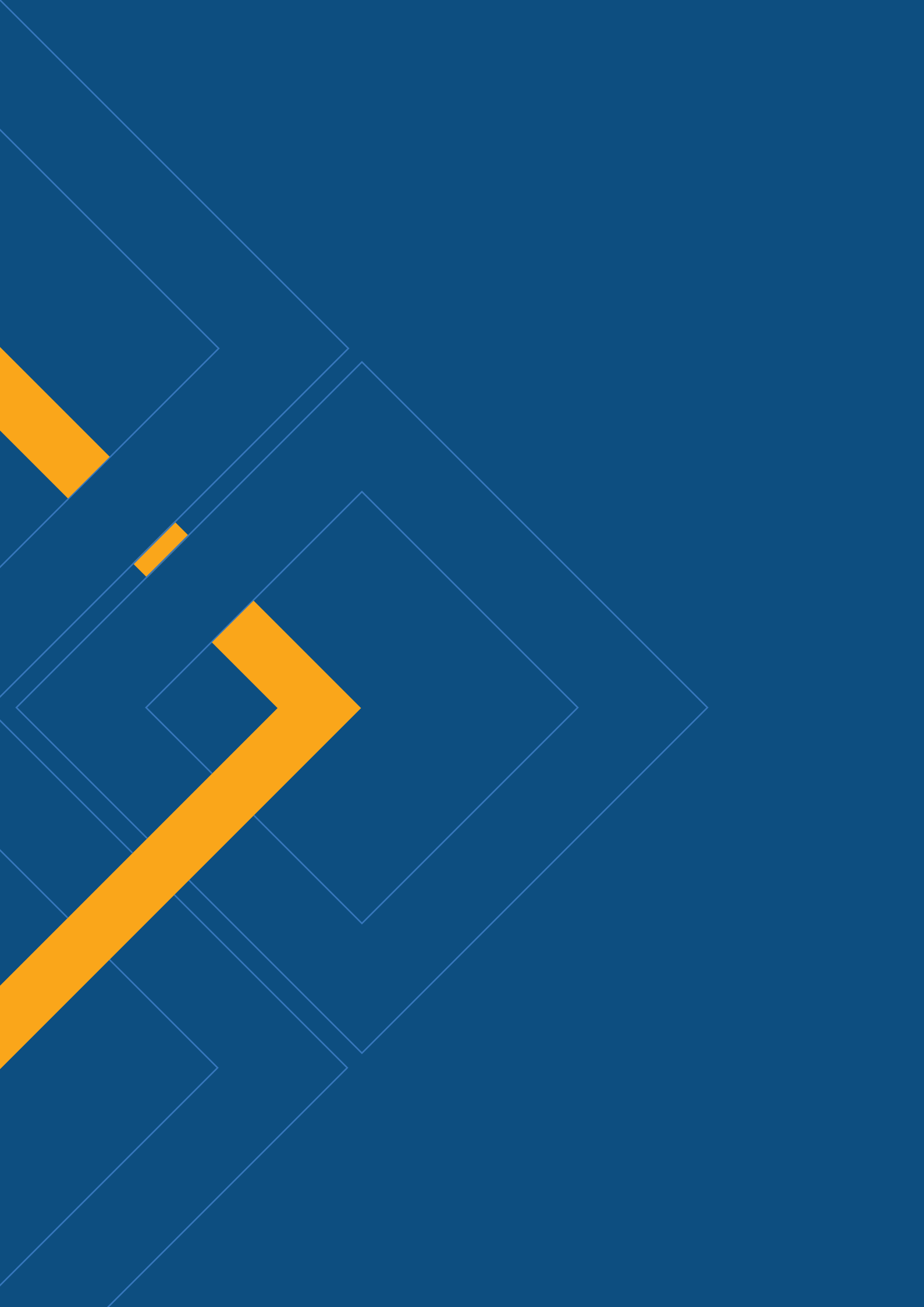
REPORT ON STAKEHOLDERS' ENGAGEMENT AND COLLABORATIONS

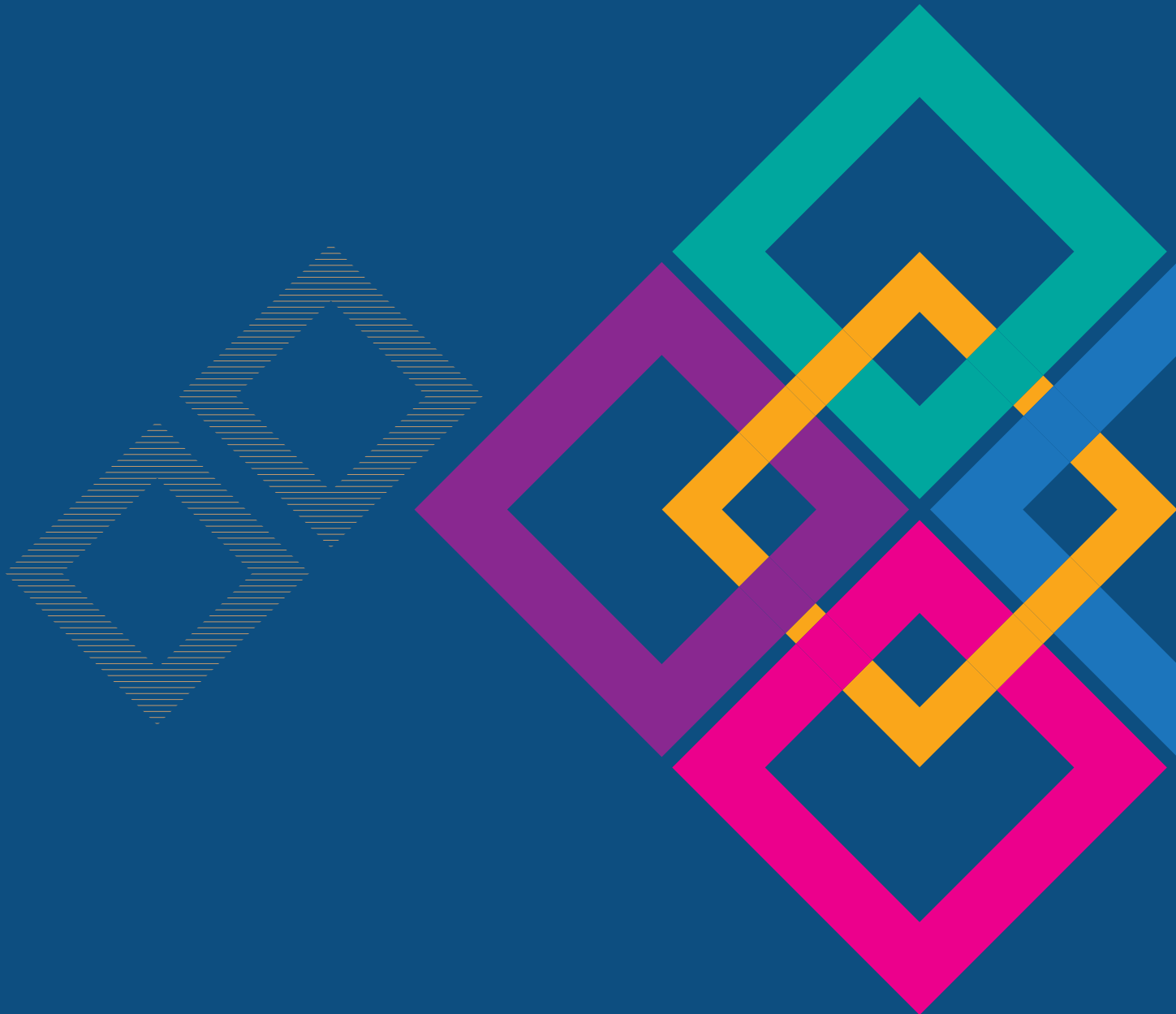
NO.	EXPOSITIONS AND EXHIBITIONS	DATE
28.	Tuanku Ja'afar Law Conference and Workshop on Academic Entrepreneur and University Start-ups 2012 Seminar at UKM Law Faculty	2-3 October 2012
29.	Career Seminar and Exhibition on Entrepreneurship from JCorp (UniKL-BMI)	4-5 October 2012
30.	Fiesta Bera 2012	5-7 October 2012
31.	Showcase Malaysia-Pune 2012, Pune, India	10-12 October 2012
32.	Consumerism Explore Hunt Media and Artists Programme	14 October 2012
33.	Mobile Counter and Exhibition in Conjunction with the <i>Program Penjaja 1Malaysia</i>	14 October 2012
34.	Exhibition Expo 'Buy Made in Malaysia Products' Southern Zone	20 October 2012
35.	Program 1 Malaysia Unified Sale	20-21 October 2012
36.	Exhibition Bio Malaysia 2012	5-7 November 2012
37.	5 th World Halal Expo (WHE) 2012, Dubai, The United Arab Emirates (UAE)	11-14 November 2012
38.	<i>Konvensyen Penjaja dan Peniaga Kecil Nasional 2012</i> MDTCC at PICC	18 November 2012
39.	MAHA 2012	23 Nov-2 Dec 2012
40.	1 Home 1 Indian Entrepreneur at Pearl International Hotel	24 November 2012
41.	International Trade Malaysia (INTRADE) at MATRADE MECC KL	27-29 November 2012
42.	World SME Expo (WSE) 2012, Hong Kong	5-10 December 2012
43.	<i>Satu Daerah Satu Industri</i> (SDSI) at MITC Melaka	7-9 December 2012
44.	Cleaning Industry Seminar Malaysia 2012	12 December 2012
45.	Innovation Day Ministry of Domestic Trade, Co-operatives and Consumerism 2012 Exhibition	13-14 December 2012
46.	Initiative under 1Malaysia Veteran Recognition Programme (1MVRP) – National Blue Ocean Strategy (NBOS7) at SMK Clifford, Kuala Kangsar, Perak	15-16 December 2012

OUTREACH PROGRAMMES AT STATE OFFICES

SSM state offices throughout Malaysia are considered to be of equal importance as the head office. The state offices are responsible for organising programmes to educate the business community on the need to register businesses, services and new initiatives offered by SSM as well as the duties, rights and responsibilities of directors, secretaries

and shareholders of a business/company. A good relationship with local authorities and municipal councils, trade associations and other enforcement agencies has allowed SSM to enlighten the public on its functions and roles as well as facilitate business registrations and enhance the compliance rate of companies.





STATEMENT OF INTERNAL CONTROLS



STATEMENT OF INTERNAL CONTROLS

INTRODUCTION

SSM being a corporate regulator is unique by being conferred with a registry and custodian function. It is imperative that in order to be an effective regulator, a high standard together with a best practice of corporate governance should be adopted. An essential ingredient of governance is a sound and robust system of internal controls to ensure the achievement of SSM's vision and mission by promoting a culture of transparency and accountability. SSM acknowledges that the concepts of transparency, accountability, internal controls and governance are interrelated with the rise and fall of either one contributes to a similar trend to the other components.

In the current climate of financial and economic restraint, it is important that federal statutory bodies such as SSM demonstrate as an example that the resources they are responsible and authority that they are entrusted are appropriately managed, controlled and exercised.

SSM believes in practicing what it preaches by making a commitment to uphold the principles of governance. This statement is made voluntarily to set a good example to our regulates even though we are not required to do so.

RESPONSIBILITIES FOR RISK MANAGEMENT AND INTERNAL CONTROL

The board of commission members being custodians for SSM is aware of their responsibility in ensuring a best possible conducive environment within the organization to achieve its mission, goals and objectives. The risk management and internal control systems have been developed by management with the assistance of the process owners that form the various divisions within the organization. The said

divisions have formulated policies and procedures together with the relevant process controls and the associated risks aligned with such processes.

The management is accountable to the board for having in place and effective risk management framework with an associated internal control system that would form the basis of a strong mechanism of check and control within the organization in order to protect the interest of SSM and its stakeholders. The annual financial statements of the commission are reviewed by the Audit & Risk Management Committee (ARMC) together with the state of internal controls via the activities of the Internal Audit Section (IAS) are stated specifically in the ARMC charter of SSM.

RISK MANAGEMENT

Risk management is a preventive process where with best possible foresight via reporting mechanisms, the occurrence of an event is avoided or its repercussions are minimized to the lowest possible level. We are aware that risk can only be managed but never eliminated. The examples of risk-based approaches we use include risk-based supervision, strategic enforcement, product and regulatory reviews and disaster recovery for IT and facilities. The objectives of such efforts are to:

- Give assurance that we are constantly identifying and managing risks to our organization in all aspects;
- That the decision making process of the board and management would be further enhanced by being equipped with the best possible risk awareness;
- in the interest of promoting transparency and good governance, the mandatory presence of an internal auditor at all aspects of the tender process including the final decision making stage;

- Facilitate information-sharing, work co-ordination and clear line-of-sight, so that we make more efficient use of our resources and avoid duplication of efforts; and
- Provide a common risk assessment approach that aligns the way we define risks and assesses whether issues are unacceptable, tolerable or acceptable. Through the enterprise risk and business planning processes, we align our work goals, strategies and programmes across the organization with the key risks in our business environment; arising from our areas of responsibility in the corporate and business sector; and concerning operational and resource issues in light of our multiple functions as custodian, registrar and enforcement. In addition, we assess the effectiveness of our work processes, standard operating procedures (SOP), organizational-wide controls (either system or operational based) and governance practices in mitigating risks to the lowest possible level to our business goals, objectives and mission.

Risk is managed in both a top down and bottoms up approach where divisions being the end process owners would identify and assess risks that would affect the organization in all aspects i.e in SSM's multiple function as an independent autonomous federal regulatory body, as custodian of statutory company documents and as an enforcement agency for legislated laws concerning companies and businesses in Malaysia. This is achieved by creating an organization wide comprehensive risk profile by the Risk Management Unit (RMU). The risk process is constantly monitored by management with a regular review by the RMU. The internal auditors when carrying out their regular audits would take into account such risks and plan their programmes accordingly. However any potential new risks identified are immediately conveyed in order to update the risk profile and to ensure preventive measures be taken immediately to mitigate the risk.

INTERNAL AUDIT

The Board of Commission members had formed an oversight committee which is the ARMC with a prime function to continuously review and evaluate the adequacy and integrity of internal controls and the risk management function in SSM. The board chooses amongst its members as to the composition of the ARMC and appoints its chairman. The ARMC is tasked to monitor the activities of the internal audit and risk management function within SSM.

As part of our broader effort to ensure the system of checks and balances are operating as designed, the internal audit process that is conducted by IAS, is independent of management and operations, provides assurance on the adequacy and integrity of the internal control system. In the interest of independence and objectivity, the Head of IAS reports administratively to the CEO and functionally to ARMC. Transfers to and from IAS are done with the approval of the ARMC.

The auditing process is self contained where IAS would decide on the areas of focus for a calendar year which would form as part its internal audit plan which would then be reviewed and approved by the ARMC. Regular management review of the key operational areas is conducted pursuant to an internal audit plan, for which subsequent reports incorporating the responses of the auditee would be presented to management for comments and deliberations. ARMC via regular meetings conducted would deliberate the findings and if necessary highlight matters to the board for further deliberations and if necessary instructions to management for rectification.



STATEMENT OF INTERNAL CONTROLS

CONTROL FUNCTIONS WITHIN THE ORGANIZATION

The key elements of control functions within SSM include the following:

- A clear and defined organizational reporting structure with designated lines of reporting and authority
- A consistent policy of training and identifying succession planning in order to enable continuity of critical decision making functions in the event of absence of decision making authority.
- The annual key performance indicators (KPI) and key performance target (KPT) formulation and assessment with constant realignment and refinement of process and procedures to achieve the desired objectives in support of the vision and mission of the organization.
- Constant reevaluation of controls in systems and procedures for effectiveness.
- A paradigm change in the manner of work processes and procedures due to major changes in the impending companies act and the introduction of Limited Liability Partnerships Act (LLP Act 2012).
- The existence of an integrity section that would monitor the good conduct and integrity of staff and investigate all possible instances of misconduct by any staff.
- The computerization of processes that are high risk for possible abuse such as leave, claims and advances where application is online and approving authorities are aware of the history and supporting documents that are also tendered online to support such claims.
- A blanket conflict of interest declaration requirement that requires any staff to declare any possible interest or relationship that he/she may have where he/she is in a decision making position or has possibility of influencing the said decision.
- The SOP on the procurement process which is clearly defines and the procedures are clearly set out specifying and segregating technical and commercial committees which are independent of each other whose recommendations would be then considered by an independent procurement committee.
- The involvement of the internal auditors as independent observers at all stages of the tender process that promotes transparency and accountability.
- The SSM IT Security Policy 2012 which was established to ensure the effective protection and proper usage of the SSM's computer systems and peripherals. It is a guide for efficient and disciplined IT Department management and provides unambiguous and precise reference for IT Department personnel in carrying out their duties.
- The IT Access Control Policy for back office systems which have been fully computerized enabling the user and the approving authority to be able to view the levels of access applied for and determine the levels of access that would be relevant to the applicant in relation to the job scope.
- The document classification authority which was granted to select individuals to classify certain documents and the subsequent procedures in handling of such documents.
- Circulars, memos, process and procedures that is available online for viewing by all staff in our bid to promote awareness and promoting compliance culture amongst our personnel.

This statement was tabled in the Audit & Risk Management Committee (ARMC) meeting on 14 February 2013 for their perusal and approval to be tabled in the next scheduled Commission Meeting.

On 1 March 2013, this statement was tabled in the commission meeting and was duly approved without any amendments.



FINANCIAL STATEMENTS



**CERTIFICATE OF THE AUDITOR GENERAL
ON THE FINANCIAL STATEMENTS OF THE
COMPANIES COMMISSION OF MALAYSIA
FOR THE YEAR ENDED 31 DECEMBER 2012**

The Financial Statements of the Companies Commission Of Malaysia for the year ended 31 December 2012 have been audited by my representative. These Financial Statements are the responsibility of the management. My responsibility is to audit and to express an opinion on these Financial Statements.

The audit has been carried out in accordance with the Audit Act 1957 and in conformity with approved standards on auditing. Those standards require an audit be planned and performed to obtain reasonable assurance that the Financial Statements are free of material misstatement or omission. The audit includes examining on a test basis, evidence supporting the amounts and disclosures in the Financial Statements. It also includes assessment of the accounting principles used, significant estimates made by the management as well as evaluating the overall presentation of the Financial Statements. I believe that the audit provides a reasonable basis for my opinion.

In my opinion, the Financial Statements give a true and fair view of the financial position of the Companies Commission Of Malaysia as at 31 December 2012 and of the results of its operations and its cash flows for the year in accordance with the approved accounting standards.

(NIKRUL TARMIZI BIN AWALLUDIN)
for AUDITOR GENERAL
MALAYSIA

PUTRAJAYA
8 JULY 2013



STATEMENT BY CHAIRMAN AND A MEMBER OF THE COMPANIES COMMISSION OF MALAYSIA

We, **DATO' SARIPUDDIN BIN KASIM** and **MOHD NAIM BIN DARUWISH**, being the Chairman and a member of the **COMPANIES COMMISSION OF MALAYSIA**, do hereby state that in the opinion of the Members of the Commission, the Financial Statements consisting of Balance Sheet, Income Statement, Statement of Changes in Equity and Cash Flow Statement together with the notes to the Financial Statements, are drawn up so as to give a true and fair view of the state of affairs of the **COMPANIES COMMISSION OF MALAYSIA** as at 31 December 2012 and of the results of its operations and of its cash flows for the year ended on that date.

On behalf of the Commission,



Name : DATO' SARIPUDDIN BIN KASIM
Designation : CHAIRMAN OF THE COMMISSION
Date : 1 July 2013
Place : KUALA LUMPUR

On behalf of the Commission,



Name : MOHD NAIM BIN DARUWISH
Designation : MEMBER OF THE COMMISSION
Date : 1 July 2013
Place : KUALA LUMPUR

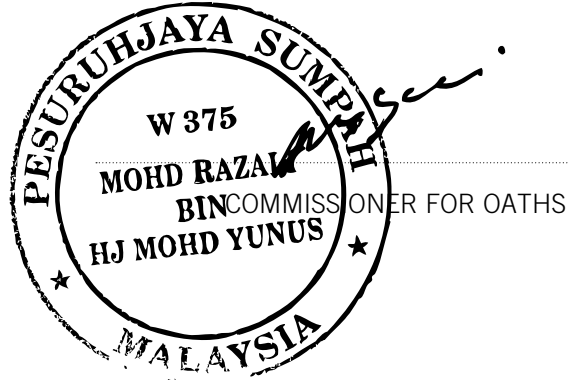


STATUTORY DECLARATION BY THE OFFICER PRIMARILY RESPONSIBLE FOR THE FINANCIAL MANAGEMENT OF THE COMPANIES COMMISSION OF MALAYSIA

I, **ZAHRAH BT ABD. WAHAB FENNER**, being the officer primarily responsible for the accounting records and financial management of the **COMPANIES COMMISSION OF MALAYSIA** do solemnly and sincerely declare that the Balance Sheet, Income Statement, Statement of Changes in Equity and Cash Flow Statement together with the notes to the Financial Statements are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declaration Act, 1960.

Subscribed and solemnly)
declared by the above named)
at Kuala Lumpur in the Federal)
Territory on 1 Mar 2013)

Before me,



No. 3-53B Jalan Desa 2/1
Desa Aman Puri, Kepong,
52100 Kuala Lumpur.

BALANCE SHEET AS AT 31 DECEMBER 2012

	Note	2012 RM	2011 RM
Non Current Assets			
Property, fittings and equipment	3	162,678,958	179,267,104
Long term investments	4	132,216,324	125,542,976
Work in progress	5	2,990,314	3,256,284
Staff financing	6	46,911,458	37,380,389
		344,797,054	345,446,753
Current Assets			
Trade debtors	7	1,134,063	1,223,899
Other debtors, deposits and prepayments	8	6,526,569	5,921,966
Staff financing	6	3,551,237	2,715,885
Short term investments	9	67,221,000	103,905,642
Inventories	10	1,196,680	1,347,240
Cash and cash equivalents	11	322,966,461	278,921,063
		402,596,010	394,035,695
TOTAL ASSETS		747,393,064	739,482,448

Notes on pages 103 to 129 form an integral part of these financial statements



BALANCE SHEET AS AT 31 DECEMBER 2012

	Note	2012 RM	2011 RM
EQUITY AND LIABILITIES			
Equity			
Government grants	12	17,930,261	24,041,453
Retained earnings		459,086,839	465,502,280
Staff financing funds	13	76,000,000	56,000,000
		553,017,100	545,543,733
Non Current Liabilities			
Provision for employee benefits	14	569,293	582,416
		569,293	582,416
Current Liabilities			
Federal Consolidated Fund	15	177,514,293	178,512,770
Other creditors	16	13,496,378	11,576,366
Short term project creditors	17	0	3,267,163
Provision for corporate tax	22	2,796,000	0
		193,806,671	193,356,299
Total Liabilities		194,375,964	193,938,715
TOTAL EQUITY AND LIABILITIES		747,393,064	739,482,448

Notes on pages 103 to 129 form an integral part of these financial statements

INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2012

	Note	2012 RM	2011 RM
Income	18	355,061,224	357,706,236
Federal Consolidated Fund	15	(177,514,293)	(178,512,770)
		177,546,931	179,193,466
Operating Expenses			
Staff costs	19	87,292,476	72,291,279
Administration costs	20	57,920,850	57,887,530
Depreciation	3	21,695,684	20,696,763
Amortization on grants received and long term investments		(5,742,638)	(3,355,521)
		161,166,372	147,520,051
Surplus before taxation	21	16,380,559	31,673,415
Taxation	22	2,796,000	-
Surplus after taxation		13,584,559	31,673,415

Notes on pages 103 to 129 form an integral part of these financial statements



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2012

	← Capital Grants →				
	Government Grants RM	Vested Benefits RM	Accumulated Surplus RM	Staff Financing Funds RM	Total RM
Balance as at 1 January 2011	24,855,000	11,596	433,828,865	56,000,000	514,695,461
<u>Net surplus not recognised in the income statement</u>					
Amortization on grants received	(3,900,000)	(7,853)	-	-	(3,907,853)
	(3,900,000)	(7,853)	-	-	(3,907,853)
Government grants received during the year	3,082,710	-	-	-	3,082,710
Surplus after taxation	-	-	31,673,415	-	31,673,415
Balance as at 31 December 2011	24,037,710	3,743	465,502,280	56,000,000	545,543,733
<u>Net surplus not recognised in the income statement</u>					
Amortization on grants received	(6,111,192)	-	-	-	(6,111,192)
	(6,111,192)	-	-	-	(6,111,192)
Additional staff financing funds	-	-	(20,000,000)	20,000,000	-
Surplus after taxation	-	-	13,584,559	-	13,584,559
Balance as at 31 December 2012	17,926,518	3,743	459,086,839	76,000,000	553,017,100

Notes on pages 103 to 129 form an integral part of these financial statements

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2012

	2012 RM	2011 RM
Operating activities		
Surplus before taxation	16,380,559	31,673,415
Adjustments for:		
Depreciation	21,695,684	20,696,763
Amortization on grants received	(6,111,192)	(3,907,853)
Amortization on long term investments	368,554	552,332
(Gain)/Loss from disposal of property, fittings and equipment	(32,636)	(408,461)
Profit and dividend from investments	(20,980,232)	(19,411,186)
Operating profit before changes in working capital	11,320,737	29,195,010
(Increase)/Decrease in inventories	150,560	(552,562)
(Increase)/Decrease in trade debtors	89,836	(419,368)
(Increase)/Decrease in other debtors, deposits and prepayments	(604,603)	(1,074,738)
Increase/(Decrease) in Federal Consolidated Fund	(998,477)	17,080,071
Increase/(Decrease) in other creditors	1,923,469	1,823,104
Increase/(Decrease) in work in progress creditors	(3,267,164)	2,211,086
Increase/(Decrease) in provision for employee benefits	(16,580)	(124,878)
Net cash generated from operating activities	8,597,778	48,137,725
Cash flow from investing activities		
Acquisition of property, fittings and equipment	(5,108,479)	(11,856,935)
Proceeds from disposal of property, fittings and equipment	33,578	505,290
(Increase)/Decrease in work in progress	265,970	3,019,074
Placements in investments	29,642,739	15,324,116
Profit and dividend received	20,980,232	19,411,186
Staff financing	(13,647,244)	(12,829,115)
Repayment received from staff financing	3,280,826	2,389,296
Net cash from/(used for) investing activities	35,447,622	15,962,912

Notes on pages 103 to 129 form an integral part of these financial statements



CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2012

	2012 RM	2011 RM
<u>Cash flows from financing activities</u>		
Government grant	0	3,082,710
Net cash generated from financing activities	0	3,082,710
Net (decrease)/increase in cash and cash equivalents	44,045,400	67,183,347
Cash and cash equivalents at beginning of year	278,921,061	211,737,714
Cash and cash equivalents at end of year	322,966,461	278,921,061

Notes on pages 103 to 129 form an integral part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

1. PRINCIPAL ACTIVITIES

The Companies Commission of Malaysia (Commission) is a statutory body established under the Companies Commission of Malaysia Act 2001 (Act 614). The principal activities of the Commission are the regulation of corporations, companies and businesses under the Companies Act 1965, Registration of Business Act 1956, Trust Companies Act 1949, Kootu Funds (Prohibition) Act 1971 and any subsidiary legislation made under the above Acts.

There were no significant changes in the nature of these principal activities during the financial year.

2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently by the Commission in all previous years' financial statements, unless otherwise stated.

(a) Basis of Preparation

The financial statements of the Commission have been prepared in accordance with the Malaysian Accounting Standards Board (MASB) approved accounting standards in Malaysia for private entities (Private Entities Reporting Standards).

The financial statements of the Commission have been prepared using the historical cost convention except as disclosed in this summary of significant accounting policies.

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Although these judgments, estimates and assumptions are based on the management's best knowledge of current events and actions, actual results may differ.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future period affected.

(b) Vested Assets, Rights and Liabilities

These are all assets, rights or liabilities of the Government of Malaysia that were transferred to and vested in the Commission. They are stated after deducting all direct expenses and depreciation of the vested assets.

The vested assets, rights and liabilities are stated at fair value and are recognized in the balance sheet on the vesting date.

The vested non monetary assets are amortized over their remaining useful lives. The benefit is stated as amortization on grants received in the statement of changes in equity.



2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Property, Fittings and Equipment

Property, fittings and equipment are stated at historical cost less accumulated depreciation and any impairment losses. Cost includes expenditure that is directly attributed to the acquisition of the assets.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the asset will flow to the Commission and the cost can be measured reliably.

Property, fittings and equipment are depreciated on the straight-line basis to write off the cost of the assets, or their revalued amounts, to their residual values over their estimated useful lives. The annual depreciation rates used are summarized as follows:

Building	2%
Building Equipment	20%
Motor Vehicles	20%
Computer and Peripherals	20%-33 $\frac{1}{3}$ %
Office Equipment, Furniture and Fittings	20%
Renovation	20%-33 $\frac{1}{3}$ %

Depreciation on property, fittings and equipment under construction commences when the property, fittings and equipment are delivered and ready for their intended use. Depreciation on property, fittings and equipment ceases at the earlier of derecognition and classification as held for sale.

Residual value and useful lives of property, fittings and equipment are reviewed, and adjusted if appropriate, at the reporting date.

At each reporting date, the Commission assesses whether there is any indication of impairment. If such indicator exists, an analysis is performed to assess whether the carrying amount of the asset is fully recoverable. A write down is made if the carrying amount exceeds the recoverable amount. Refer to accounting policy Note 2(d) on impairment of assets.

Gains or losses arising from disposal of property, fittings and equipment is the difference between the net disposal proceeds and the carrying amounts of the property, fittings and equipment, and is disclosed in the income statement.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Impairment of Assets

The carrying amount of property, fittings and equipment are reviewed to determine whether there are any indications of impairment. Impairment is measured by comparing the carrying values of the assets with their recoverable amounts. An impairment loss is recognized immediately as expenditure in the income statement.

Subsequent increase in the recoverable amount of an asset is treated as reversal of the previous impairment loss and is recognized to the extent of the carrying amount of the assets that would have been determined (net of amortization and depreciation) if no impairment loss had been recognized. All reversals are recognized immediately in the income statement.

(e) Long Term Investments

Long term investments are stated at cost and held to maturity. Provisions for diminution in value are made if permanent diminution exists.

(f) Works In Progress

Works in progress is stated at cost and capitalized as property, fittings and equipment after the certificate of completion or certificate of acceptance is received by the Commission.

(g) Staff Financing

Staff financing are stated at cost less any allowance for bad and doubtful debts.

(h) Trade Debtors

Trade debtors are stated at invoiced amount less allowance for doubtful debts. The allowance is made when there is evidence that the Commission will not be able to collect all amounts due according to the original terms of the receivables.

(i) Inventories

Inventories are stated at cost based on the supplier's invoice values.



2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Cash and Cash Equivalent

For the purpose of the cash flow statement, cash and cash equivalents comprise cash in hand, deposits held at call with banks, other short term and highly liquid investments with original maturity period up to a year.

(k) Government Grants

Government grants are recognized at their fair value when there is a reasonable assurance that the grants will be received and the Commission will comply with all the stipulated conditions.

Government grants relating to expenses are recognized as income in the income statement based on a systematic approach over the period necessary to match them with the costs that they are intended to compensate.

The government grants relating to the purchase of assets are included as deferred income at fair value and recognized in the income statement based on the estimated useful lives of the related assets via equivalent installment amount.

(l) Employee Benefits

Short Term Employee Benefits

Salaries, paid annual leave and sick leave, bonuses and non monetary benefits are recognized as an expense in the period in which the associated services are rendered by the employees of the Commission.

Defined Contribution Plans

The Commission made contributions to Employees Provident Fund (EPF) for employees who have opted for EPF scheme and the Pension Trust Fund for employees who are in the Government pensionable scheme. These contributions are charged to the income statement in the period to which they relate. Once the contributions have been paid, the Commission has no further payment obligations.

Long Term Employee Benefits

Payment for long term benefits to employees after retirement and / or after the completion of contractual services is recognized in the current year income statement as cost of employee benefits whereas in the balance sheet, such amount is recognized as a liability known as Provision for Employee Benefits.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Employee Benefits (continued)

Long Term Employee Benefits (continued)

The types of long term benefits which will be recognized are as follows:

- (i) cash rewards in lieu of annual leave; and
- (ii) gratuity paid for contractual services upon completion of services.

The computation of cash in lieu of annual leave payable to retirees as well as gratuity payment to contract staff who have completed their term of service is based on the actual information available on the balance sheet date and the eligibility based on the terms and conditions of service by the Commission. Current salary rate is used to compute these liabilities.

(m) Contributions to Federal Consolidated Fund

Contributions to the Federal Consolidated Fund represent fifty percent (50%) of the total revenue received as stipulated under section 35(1) of the Companies Commission Act 2001 (Act 614).

The computation of contributions payable to the Government is based on total gross income received during the year less any provision for doubtful debts. The contributions are accrued in the year where income is recognized.

(n) Other Creditors

Other creditors are stated at their nominal values which are the fair value of the considerations to be paid in the future for goods and services received.

(o) Taxation

Income tax on the surplus or deficit for the year comprises current and deferred tax. Current tax is the expected amount of income taxes payable in respect of taxable surplus for the year and is measured using the tax rates applicable at the balance sheet date.

Deferred tax is provided for, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. In principle, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilized.

Deferred tax is computed at the tax rates applicable at the balance sheet date.



2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Provisions

Provisions are recognized when the Commission has a present legal or constructive obligation as a result of past events, when it is probable that an outflow of resources will be required to settle the obligation, and when a reliable estimate of the amount can be made. Where the Commission expects a provision to be reimbursed (for example under an insurance contract), the reimbursement is recognized as a separate asset but only when the reimbursement can be ascertained. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured as the present value of the expenditure expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specified to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

(q) Income Recognition

Income comprises the fair value of the consideration received or receivable for the services rendered in the ordinary course of the Commission's activities. Income is shown net of value added tax, returns, rebates and discounts.

The Commission recognizes its income when the amount can be measured reliably and, it is probable that future economic benefits associated with the item will flow to the Commission and that specific criteria have been met for each of the Commission's activities as described below:

(i) *Services Income*

Services income comprise the collection of fees related to registration of companies and businesses and supply of corporate information as prescribed under the Companies Act 1965 and the Registration of Businesses Act 1956 respectively. These incomes are recognized upon completion of services rendered.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Income Recognition (continued)

(ii) *Compounds*

Compound is recognized upon payment received as each compound issued is only an offer with a payment period as determined by the Registrar.

Compound which is not being settled after the expiry of the payment period will be followed by prosecution in accordance with the provision of the Companies Act 1965 and Registration of Businesses Act 1956.

However, fines imposed by the Court following prosecution actions are income of the Government and not the Commission's.

(iii) *Corporate Training Programmes*

Income arising from Corporate Training Programmes is recognized upon completion of the programmes.

(iv) *Interests, Dividends and Profits*

Interests, dividends and profits are recognized on a time proportion basis, taking into account the principle outstanding and the effective rate over the period to maturity, when it is determined that such income will accrue to the Commission.

(r) Financial Instruments

A financial instrument is any contract that gives rise to both a financial asset of one enterprise and a financial liability or equity instrument of another enterprise.

A financial asset is any assets in term of cash, contractual rights to receive cash or any other financial assets from other enterprise, contractual rights to change financial instruments with other enterprise under profitable terms or equity instruments of other enterprise.

A financial liability is any liability that is a contractual obligation to deliver cash or other financial asset to another enterprise, or to exchange financial instruments with another enterprise under conditions that are potentially unfavorable.

The particular recognition method adopted for financial instruments recognized on the balance sheet is disclosed in the individual accounting policy statements associated with each financial instrument.



NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED
31 DECEMBER 2012

3. PROPERTY, FITTINGS AND EQUIPMENT

	Building RM	Building Equipment RM	Office Equipment, Furniture and Fittings RM	Computer Hardwares and Softwares RM	Motor Vehicles RM	Renovation RM	Total RM
Cost							
At 1 January 2012	135,307,436	16,650,580	14,046,596	55,499,264	6,547,249	37,364,606	265,415,731
Additions	0	0	612,672	3,163,269	1,332,538	0	5,108,479
Disposals	0	0	(173,960)	0	(141,559)	(1,441,700)	(1,757,219)
At 31 December 2012	135,307,436	16,650,580	14,485,308	58,662,533	7,738,228	35,922,906	268,766,991
Accumulated Depreciation and Impairment							
At 1 January 2012	5,412,298	6,364,232	7,943,756	37,857,671	3,973,856	21,445,833	82,997,646
Depreciation for the year	2,706,149	3,330,116	2,114,556	7,711,295	798,925	5,034,643	21,695,684
Disposals	0	0	(179,625)	0	(141,558)	(1,435,095)	(1,756,278)
Impairment Losses	0	0	0	3,150,981	0	0	3,150,981
At 31 December 2012	8,118,447	9,694,348	9,878,687	48,719,947	4,631,223	25,045,381	106,088,033
Net Book Value							
At 31 December 2012	127,188,989	6,956,232	4,606,621	9,942,586	3,107,005	10,877,525	162,678,958

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED
31 DECEMBER 2012**

3. PROPERTY, FITTINGS AND EQUIPMENT (continued)

	Building RM	Building Equipment RM	Office Equipment, Furniture and Fittings RM	Computer Hardwares and Softwares RM	Motor Vehicles RM	Renovation RM	Total RM
Cost							
At 1 January 2011	135,307,436	15,170,577	13,797,963	55,207,499	6,521,195	36,080,927	262,085,597
Additions	0	1,480,003	248,633	6,352,569	1,851,641	1,924,089	11,856,935
Disposals	0	0	0	(6,060,804)	(1,825,587)	(640,410)	(8,526,801)
At 31 December 2011	135,307,436	16,650,580	14,046,596	55,499,264	6,547,249	37,364,606	265,415,731
Accumulated Depreciation							
At 1 January 2011	2,706,149	3,034,116	5,685,347	37,611,671	5,024,918	16,668,655	70,730,856
Depreciation for the year	2,706,149	3,330,116	2,258,409	6,298,754	774,505	5,328,830	20,696,763
Disposals	0	0	0	(6,052,754)	(1,825,567)	(551,652)	(8,429,973)
Impairment Losses	0	0	0	3,150,981	0	0	3,150,981
At 31 December 2011	5,412,298	6,364,232	7,943,756	41,008,652	3,973,856	21,445,833	86,148,627
Net Book Value							
At 31 December 2011	129,895,138	10,286,348	6,102,840	14,490,612	2,573,393	15,918,773	179,267,104



3. PROPERTY, FITTINGS AND EQUIPMENT (continued)

Assets for the Migration Project were vested in the Commission by way of a Novation Agreement dated 23 April 2004 and stated at fair value on the vesting date.

An impairment test was carried out and impairment loss of RM3,150,981 was recognized in the income statement.

4. LONG TERM INVESTMENTS

Long term investments comprise investments in Government Investment Issues, Cagamas Berhad Sukuk and Islamic Medium Term Notes with coupon rates ranging from 3.45% to 5.0% (2011: 3.50% to 5.0%) with tenure of up to ten (10) years.

The Commission also placed its funds in an Institutional Trust Account maintained by Amanah Raya Berhad, a public company limited by shares incorporated in Malaysia. The gross profit rate receivable by the Commission is 5% per annum (2011: 5% per annum) and the tenure of the placement is five (5) years.

The maturity structures of long term investments as at the end of the financial year were as follows:

	2012 RM	2011 RM
Current Assets		
Within one (1) year (See Note 9)	10,221,000	25,262,700
Non Current Assets		
Up to five years	132,216,324	71,394,300
More than five years	0	54,148,676
	142,437,324	150,805,676

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

5. WORKS IN PROGRESS

	2012 RM	2011 RM
Balance as at 1 January	3,256,284	6,275,358
Additional works in progress during the financial year	2,720,264	6,676,462
Capitalization to property, fittings and equipment	(2,986,234)	(9,695,536)
Balance as at 31 December	2,990,314	3,256,284

The works in progress comprise the Commission's information and communication technology projects awarded in the current year and prior to the current financial year which were not capitalized due to projects not yet completed or pending for the issuance of certificate of acceptance in the current year.

The additional work in progress amounting to RM 2,720,264 (2011: RM 6,676,462) was derived from the existing and newly awarded information and communication technology projects which were still under development in the current financial year. These projects were classified as works in progress in the current year based on invoices received.

Works in progress amounting to RM 2,986,234 (2011: RM 9,695,536) were capitalized in the current financial year.

One of the information and communication technology project amounting to RM 1,190,000 which was awarded in year 2011 has been terminated in January 2013 due to failure of the appointed vendor to complete the project within the contracted period. A total of RM 416,500 from the total project cost was classified under work in progress in the current year based on invoices received.

The Commission will be initiating legal actions towards the vendor for breach of contracts and to claim for losses and damages incurred by the Commission resulted from the breach of contract.



6. STAFF FINANCING

	2012 RM	2011 RM
Home financing	57,662,321	45,104,899
Motor vehicle financing	2,951,185	2,278,222
Computer financing	164,244	172,947
Gross amount of financing	60,777,750	47,556,068
Unearned profits from financing	(10,315,055)	(7,459,794)
Present value of minimum payments receivable	50,462,695	40,096,274

The maturity structures of staff financing as at the end of the financial year were as follows:

	2012 RM	2011 RM
<i>Gross amount of financing:</i>		
Within one year	3,475,642	2,877,150
More than one year and up to five years	15,895,063	13,195,773
More than five years	41,407,045	31,483,145
	60,777,750	47,556,068
<i>Present value of minimum payments receivable:</i>		
Within one year	3,551,237	2,715,885
More than one year and up to five years	16,031,714	12,420,409
More than five years	30,879,744	24,959,980
	50,462,695	40,096,274

Staff financing relates to Islamic home, motor vehicle and computer financings approved to the employees of the Commission. The motor vehicle and computer financings are repayable over a maximum period of eight (8) years and four (4) years respectively with a profit rate of 4% per annum (2011: 4% per annum). The home financing is repayable over a maximum period of thirty (30) years with a profit rate of 2% per annum (2011: 2% per annum).

The effective profit rates for these staff financing is 7% to 9% per annum (2011: 7% to 9% per annum).

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

7. TRADE DEBTORS

Trade debtors consist of service fee receivables, which include fee from e-info and business renewal services provided through appointed agents, e-lodgment services and fee from Corporate Training Programs.

Credit period granted to trade debtors is thirty (30) days from the date of invoice issued or as stated in the related agreements with the appointed agents.

8. OTHER DEBTORS, DEPOSITS AND PREPAYMENTS

	2012 RM	2011 RM
Profit and dividend receivables	4,438,663	2,580,994
Deposits and prepayments	1,473,567	2,703,682
Advances to employees	166,377	599,145
Other receivables	447,962	38,145
	6,526,569	5,921,966

Included in the profit and dividend receivables is the advanced dividend payment from Mudharabah Deposit Account (MDA) amounting to RM 176,206 (2011: RM 340,071).

9. SHORT TERM INVESTMENT

	2012 RM	2011 RM
Negotiable Instrument Debt Certificates	5,000,000	8,215,383
Commodity Murabahah Deposits	52,000,000	70,427,559
Long Term Investments mature in twelve (12) months (See Note 4)	10,221,000	25,262,700
	67,221,000	103,905,642

The Commission purchased *Negotiable Instrument Debt Certificates* and *Commodity Murabahah Deposits* through various licensed financial institutions during the financial year. The effective profit rate receivable by the Commission for these securities ranged from 3.01% to 3.45% per annum (2011: 3.15% to 3.65% per annum) and their tenure is up to twelve (12) months.

**10. INVENTORIES**

	2012 RM	2011 RM
Balance as at 1 January	1,347,240	794,680
Purchases	3,640,000	3,650,000
Sales	(3,790,560)	(3,097,440)
Balance as at 31 December	1,196,680	1,347,240

The Ministry of Finance via a letter dated 24 March 2010 had granted approval under section 82 of the Stamp Act 1949 to the Commission to sell revenue stamps to be affixed on the Memorandum and Article of Association of incorporated companies.

These inventories are stated at cost.

11. CASH AND CASH EQUIVALENTS

	2012 RM	2011 RM
Cash and bank balances	26,808,605	47,939,827
Deposit placements with:		
Licensed local banks and financial institutions	296,157,856	230,981,236
	322,966,461	278,921,063

The effective profit rate for Al-Mudharabah general investments and Al-Mudharabah special investment with banks and financial institutions ranged from 3.01% to 3.45% per annum (2011: 3.15% to 3.65% per annum).

The tenure of the Al-Mudharabah general investment is thirty (30) days to a year (2011: thirty (30) days to a year), and for the Al-Mudharabah special investment is one (1) night to ninety (90) days (2011: one (1) night to ninety (90) days).

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

12. GOVERNMENT GRANTS

	Capital Grant RM	Vested Benefits RM	Total RM
At 1 January 2012	24,037,710	3,743	24,041,453
Additional grants received during the year	-	-	-
Amortization on grants received	(6,111,192)	-	(6,111,192)
At 31 December 2012	17,926,518	3,743	17,930,261
At 1 January 2011	24,855,000	11,596	24,866,596
Additional grants received during the year	3,082,710	-	3,082,710
Amortization on grants received	(3,900,000)	(7,853)	(3,907,853)
At 31 December 2011	24,037,710	3,743	24,041,453

Government grants include operating grants provided by the Government, development grants approved under the Ninth Malaysian Plan (RMKe-9) and benefits vested in the Commission. The operating and development grants were provided to cover capital expenses for the Commission's new building and development of information and communication technology projects.

In 2011, the Commission received an allocation amounting to RM 3.50 million under the operating grant for the development of SSM Gateway for Malaysia Corporate Identity (MyCoID). This allocation is an addition to the total allocation received in year 2010 amounting to RM 8.96 million for the development of information and communication technology projects and interior design works for the Commission's new office building.

Information and communication technology equipments for MyCoID project amounting to RM 417,290 were transferred by the Commission to five (5) participating agencies namely Employee Provident Funds, Inland Revenue Board, Social Security Organization, SME Corporation and Pembangunan Sumber Manusia Berhad. This amount was deducted from the grant received as follows:

	2012 RM	2011 RM
Operating grant received	-	3,500,000
Operating grant transferred to other agencies	-	(417,290)
Balance as at 31 December	-	3,082,710



12. GOVERNMENT GRANTS (continued)

No operating or development received from the Government in the current financial year.

Vested benefits at the beginning of the financial year are assets vested in the Commission from 2002 until 2004. These include property, fittings and equipment, all monies received from Corporate Directors Training Program and novation of the Migration Project. The assets of the Migration Project are categorized as vested benefits and are stated at fair value.

The amortization of government grants is taken as benefit of the usage of the specific property, fittings and equipment which is equivalent to the depreciation of the property, fittings and equipment. This amount is stated as amortization on grants received in the statement of changes in equity.

13. STAFF FINANCING FUNDS

	2012 RM	2011 RM
Home financing fund	70,000,000	50,000,000
Motor vehicle financing fund	5,000,000	5,000,000
Computer financing fund	1,000,000	1,000,000
	76,000,000	56,000,000

The Commission approved the allocation of RM 50.0 million, RM 5.0 million and RM 1.0 million for home, motor vehicle and computer financing funds respectively for employees of the Commission. The home financing fund received allocation from the accumulated surplus of RM 10.0 million per year from year 2002 to 2006.

Additional funds of RM 50.0 million and RM 5.0 million for staff home and motor vehicle financing respectively were approved by the Commission on 2 August 2012. The first RM 20.0 million for the home financing fund was allocated from the Commission's reserves in the current financial year and the remaining RM 30.0 million will be allocated from the annual surplus over the next three financial years from year 2013. The additional fund for motor vehicle financing will be allocated from 2013 annual surplus.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

14. PROVISION FOR EMPLOYEE BENEFITS

	2012 RM	2011 RM
Balance as at 1 January	598,996	723,874
Payments made to employees in current year	(16,580)	(124,878)
Balance as at 31 December	582,416	598,996

With effect from October 2004, all contractual employees who have completed their contract of service will no longer be entitled for gratuity payment. This was pursuant to the decision of the Commission to increase the employer's contribution rate for EPF from 12.5% to 17.5% with effect from the said month.

In year 2012, a retirement option up to the age of sixty (60) years old was offered to all Commission employees under the Government Pension Scheme in line with the Government's option to increase the retirement age up to 60 years old.

The maturity structures of provision for employee benefits as at the end of the financial year were as follows:

	2012 RM	2011 RM
Current liabilities		
Within one year (See Note 16)	13,123	16,580
Long term liabilities		
More than one year and up to five years	318,028	266,038
More than five years	251,265	316,378
	582,416	598,996



14. PROVISION FOR EMPLOYEE BENEFITS (continued)

Due to the retirement option offered, the year 2011 figures for maturity structure were adjusted as follows:

	As Per Current Report	As Per Previous Report
Current liabilities		
Within one year (See Note 16)	16,580	75,005
Long term liabilities		
More than one year and up to five years	266,038	342,655
More than five years	316,378	181,336
	598,996	598,996

15. FEDERAL CONSOLIDATED FUND

	2012 RM	2011 RM
Balance as at 1 January	178,512,770	161,432,699
Provision for revenue payable to Federal Consolidated Fund	177,514,293	178,512,770
Payments made during the year to the Federal Consolidated Fund	(178,512,770)	(161,432,699)
Balance as at 31 December	177,514,293	178,512,770

Section 35(1) of the Companies Commission Act 2001 (Act 614) provides that the Commission pays fifty percent (50%) of its total annual revenue to the Federal Consolidated Fund.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

16. OTHER CREDITORS

	2012 RM	2011 RM
Payables and accruals	11,138,821	8,454,979
Statutory payables	351,529	1,686,895
Trustee accounts	848,387	405,940
Other creditors (see Note 14)	1,157,641	1,028,552
	13,496,378	11,576,366

The credit period granted by other creditors ranges from thirty (30) to sixty (60) days from the date of invoice received.

17. SHORT TERM PROJECT CREDITORS

Short term project creditors are costs incurred for the construction of the Commission's office building and information and communication technology projects which were outstanding as at year end.

The credit period granted by short term project creditors ranged from thirty (30) to sixty (60) days from the date of invoice received.

18. INCOME

	2012 RM	2011 RM
Net income from operating activities:		
Services income	292,528,880	284,734,790
Compounds	37,286,687	49,407,246
Corporate Training Programmes	1,860,126	1,800,207
Other income:		
Profits and dividend	20,980,232	19,411,186
Other income	2,405,299	2,352,807
	355,061,224	357,706,236

**18. INCOME (continued)**

During the current financial year, the Commission introduced a Fee Reduction Package for New and Renewal of Registration of Businesses and Discount for Settlement of ROB Compounds with effect from 1 June 2012 until 31 December 2012. Under the fee reduction package, a fee of RM 50.00 will be imposed for new and renewal of registration of businesses for a period of five conservative years as compared to the current RM 150.00 and RM 300.00 fee imposed.

As for settlement of compounds, a discount of fifty percent (50%) was granted for all compounds issued for late registrations and renewal of registrations.

The discounts offered under this package had reduced the Commission's income for the current year by RM 160,948,050. The breakdown of the gross income is as follows:

	2012 RM	2011 RM
Gross income from operating activities:		
Services income	449,946,050	284,734,790
Compounds	40,817,567	49,407,246
Corporate Training Programmes	1,860,126	1,800,207
Other income:		
Profits and dividend	20,980,232	19,411,186
Other income	2,405,299	2,352,807
Total Gross Income	516,009,274	357,706,236
Discounts offered under ROB Fee Reduction and Discount Package	(160,948,050)	-
	355,061,224	357,706,236

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

19. STAFF COSTS

	2012 RM	2011 RM
Salaries	49,301,132	46,993,337
Fixed allowances	7,681,875	7,125,966
Statutory contributions	11,820,003	9,675,520
Overtime allowance	804,111	712,753
Bonus and other benefits	13,210,917	3,708,125
Medical benefits	4,038,583	3,757,529
Members' allowances	370,990	240,000
Subsidies to staff on Government loan	64,865	78,049
	87,292,476	72,291,279

20. ADMINISTRATION COSTS

	2012 RM	2011 RM
Travelling and accommodation	4,855,103	5,175,510
Communication and utilities	7,038,435	7,091,202
Rental	18,659,866	18,789,884
Printing and stationeries	5,603,180	7,546,972
Upkeep of equipment	11,088,812	9,577,759
Office maintenance and security	3,281,265	2,915,570
Professional fees	389,834	726,636
Entertainment and hospitalities	6,560,504	5,643,582
Other administrative costs	443,851	420,415
	57,920,850	57,887,530

**21. SURPLUS BEFORE TAXATION**

	2012 RM	2011 RM
Surplus for the year before taxation is derived after crediting:		
Profits and dividend	20,980,232	19,411,186
Other income	1,406,654	1,944,346
Rental of real property	966,008	0
Gain on disposals of property, fittings and equipment	32,636	408,461
And charging: -		
Members' allowance	370,990	240,000
Auditors' remuneration	62,073	62,073
Bonus and other benefits	13,210,917	3,708,125
Depreciation	21,695,684	20,696,763
Amortization on grants received	(6,111,192)	(3,907,853)
Amortization on long term investments	368,554	552,332

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

22. TAXATION

	2012 RM	2011 RM
Provision for the year	2,796,000	-
Balance as at 31 December	2,796,000	-

The Ministry of Finance on 13 December 2007 granted exemption from payment of income tax on all statutory income of the Commission for a period of ten (10) years from year 2002 until year 2011.

Since the tax exemption has expired, a total of RM 2,796,000 was provided for corporate tax in the current year based on the corporate rate of twenty five percent (25%).

A numerical reconciliation between tax expenses/(income) and the accounting profit multiplied by the current tax rate of twenty five percent (25%) as follows:

	2012 RM	2011 RM
Provision for the year	4,095,140	-
Exempted tax income	(83,160,425)	-
Unallowable expenses	81,869,805	-
Non taxable income	(8,520)	-
Balance as at 31 December	2,796,000	-

No deferred tax liabilities/(assets) have been recognized in the balance sheet.

23. CAPITAL COMMITMENTS

	2012 RM	2011 RM
Capital expenditure commitments :		
Approved and contracted for	1,895,502	5,107,040
	1,895,502	5,107,040



24. FINANCIAL RISK MANAGEMENT

The Commission's financial risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Commission. Financial risk management is carried out through risks review, internal control systems, insurance program and adherence to Commission's financial risk management policies. The Commission regularly reviews these risks and approves the treasury policies, which cover the management of these risks.

The main risks arising from the Commission's financial assets and liabilities are liquidity risk, cash flow risk and profits and interest rate risk.

(a) *Liquidity Risk*

The Commission mitigates its liquidity risk by maintaining part of its investment in liquid assets by placing deposits with financial institutions to meet its short term financial commitments.

(b) *Cash Flow Risk*

The cash flow positions are reviewed on a regular basis to manage its exposure to fluctuations in future cash flows.

(c) *Profits and Interest Rate Risk*

The Commission has cash, bank balances and deposits placed with creditworthy licensed banks and financial institutions. The Commission manages its profits and interest rate risks by placing such balances on varying maturities, profit and interest rate terms.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

24. FINANCIAL RISK MANAGEMENT (continued)

Financial Instruments

Effective profits rates analysis

	Effective profits rates per annum %	Within 1 Year RM	1-5 Years RM	More Than 5 Years RM	Total RM
As at 31 December 2012					
Financial Assets					
Deposits placements:					
Local banks and financial institutions	3.01 - 3.45	296,157,856	-	-	296,157,856
Amanah Raya Berhad	5.0	-	57,587,498	-	57,587,498
Debts securities held to maturity:					
Government Investment Issues	3.5 - 5.0	-	20,317,300	-	20,317,300
Cagamas Berhad	3.5 - 5.0	10,221,000	10,272,000	-	20,493,000
Islamic Medium Term Notes	3.5 - 5.0	-	44,922,165	-	44,922,165
Negotiable Instrument Debts	0.00	-	-	-	-
Comodity Murabahah Deposit	0.00	-	-	-	-
		306,378,856	133,098,963	-	439,477,819



24. FINANCIAL RISK MANAGEMENT (continued)

Financial Instruments (continued)

Effective profits rates analysis

	Effective profits rates per annum %	Within 1 Year RM	1-5 Years RM	More Than 5 Years RM	Total RM
As at 31 December 2011					
Financial Assets					
Deposits placements:					
Local banks and financial institutions	3.15 - 3.65	278,921,063	-	-	278,921,063
Amanah Raya Berhad	5.0	-	-	54,148,676	54,148,676
Debts securities held to maturity:					
Government Investment Issues	3.45 - 5.0	10,007,700	20,317,300	-	30,325,000
Cagamas Berhad	3.45 - 5.0	15,255,000	20,493,000	-	35,748,000
Islamic Medium Term Notes	3.45 - 5.0	-	30,584,000	-	30,584,000
Negotiable Instrument Debts	3.15 - 3.65	8,215,383	-	-	8,215,383
Comodity Murabahah Deposit	3.15 - 3.65	70,427,559	-	-	70,427,559
		382,826,705	71,394,300	54,148,676	508,369,681

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

24. FINANCIAL RISK MANAGEMENT (continued)

(d) Fair Value

In respect of cash and cash equivalents, short term investments, trade and other debtors, deposits and prepayments, contributions to Federal Consolidated Fund, other payables and short terms project creditors, the carrying amounts approximate their fair value due to the relatively short-term nature of these financial instruments.

The fair value of the other financial assets stated in the balance sheet date on 31 December 2012 is shown below:

	2012		2011	
	Carrying Amount RM	Fair Value RM	Carrying Amount RM	Fair Value RM
Financial Assets				
Long Term Investments	84,849,826	86,127,219	95,880,216	97,155,715
Staff Financing	61,132,797	64,738,447	40,096,274	42,739,818

25. EMPLOYEES

The number of employees of the Commission as at 31 December 2012 was 1,267 inclusive of 48 temporary staff (2011: 1,238 inclusive of 39 temporary staff).

26. APPROVAL OF FINANCIAL STATEMENTS

The unaudited financial statements for the financial year ended 31 December 2012 was tabled and duly approved by the Members of the Companies Commission of Malaysia on 1 March 2013. The audited financial statements were tabled and duly approved by the Members of the Companies Commission of Malaysia through Circular Resolution dated 1 July 2013.

27. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year financial statements presentation.

Comparative figures in Note 21 Surplus before taxation were reported as follows:

	Current Report	Previous Report
Surplus for the year before taxation is derived after crediting:		
Other income	1,944,346	2,352,807
Gain on disposals of property, fittings and equipment	408,461	-



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