DETERMINANTS OF BOARD CHARACTERISTICS OF ACQUIRING FIRMS IN MALAYSIA

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ABSTRACT
Separation of ownership and control in large publicly owned firms has induced potential conflicts between the interests of managers and shareholders (Berle and Means, 1932). This is due to inconsistency between managers and shareholder's goals. This divergence of managers' and shareholders' objective may lead to acute conflict of interest in decisions making regarding the strategic orientation of the firm. Therefore, one key purpose of the board is to reduce the negative potential of the agency problem through monitoring, representation and oversight responsibilities. Thus, the current study aims to contribute in determining board characteristics of acquiring firms, which may response to the agency problem. The current study examines the difference on board characteristics between acquiring and non-acquiring firms and the associations between these characteristics and Chief Executive Officer (CEO) ownership.

Three characteristics of board of directors are examined: board size, proportion of outside directors and dual leadership (separation of the CEO and Chairman's roles). Based on a sample of 62 acquiring and 62 non-acquiring firms (as control companies) in Malaysia over a period of 1999-2000, the study finds that only board size is significantly difference between acquiring and non-acquiring firms. In addition, the proportion of outside directors is negatively associated with the company type. This indicates that less number of outside directors on the board when the company acquires target company. Furthermore, the study reveals that board size and outside directors is negatively correlated with the percentage of shares owned by CEO. Finally, the study shows that CEO ownership is affected if the number of independent non-executive director more than non-executive director. These findings suggest that acquiring firms with larger percentage of shares owned by CEO and small number of board members and also small number of outside directors represented on the board would lead to greater agency problems. Therefore, in order to mitigate these problems the number of independent non-executive directors representing on the board should be increased at least to one third of the total members of directors on the board as suggested by Malaysian Code on Corporate Governance (MCCG).
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# TABLE OF CONTENT

<table>
<thead>
<tr>
<th>Abstract</th>
<th>i</th>
</tr>
</thead>
<tbody>
<tr>
<td>Acknowledgement</td>
<td>ii</td>
</tr>
<tr>
<td>Contents</td>
<td>iii</td>
</tr>
<tr>
<td>List of Tables</td>
<td>vi</td>
</tr>
<tr>
<td>List of Figure</td>
<td>vii</td>
</tr>
<tr>
<td>List of Appendices</td>
<td>viii</td>
</tr>
</tbody>
</table>

## CHAPTER ONE: INTRODUCTION

1.0 Study Overview 1  
1.1 Research Objective 3  
1.2 The Problem Statement 4  
1.3 Significance of the Study 6  
1.4 Chapter Organisation 7

## CHAPTER TWO: LITERATURE REVIEW

2.0 Study Overview 8  
2.1 Board Composition 8  
2.2 Agency Theory 10  
2.2.1 The Effect of Inside Share Ownership 11  
2.3 Board Characteristics as a Response to the Agency Problem 13  
2.3.1 Board Size 13  
2.3.2 Proportion of Outside Directors 15  
2.3.3 Dual Leadership 16  
2.4 Chapter Summary 17

## CHAPTER THREE: RESEARCH METHODOLOGY

3.0 Introduction 18  
3.1 Research Design 18
CHAPTER FOUR: DATA ANALYSIS AND FINDINGS

4.0 Study Overview 34
4.1 Classification of Companies 34
4.2 Descriptive Statistics 35
4.3 Statistical Analysis of Research Hypothesis (H\textsubscript{1}) 39
  4.3.1 T-Test 41
  4.3.2 Univariate Analysis 46
  4.3.3 Multivariate Analysis 46
4.4 Statistical Analysis of Research Hypothesis (H\textsubscript{2}) 47
4.5 Statistical Analysis of Research Hypothesis (H\textsubscript{3}) 50
  4.5.1 Univariate Analysis of Variance 52
4.6 Summary 55

CHAPTER FIVE: CONCLUSIONS, LIMITATIONS AND FUTURE RESEARCH

5.0 Chapter Description 57
5.1 Study Overview 57
5.2 Conclusion from the Findings 57
5.3 Limitations of the Study 59
5.4 Suggestion for Future Research 59