

## Legal Protection for Investors in Non-Multiple Voting Shares (Comparison of Financial Services Authority Regulation No. 22 of 2021 and Hong Kong Stock Exchange Chapter 8a of the Main Board Listing Rules)

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### *Abstract*

*Indonesia's economic growth has spurred continuous innovation across various sectors, including the legal domain. To sustain this growth, the government and relevant regulatory bodies—particularly the Financial Services Authority (OJK) introduced a new share classification known as Multiple Voting Shares (MVS), regulated under OJK Regulation No. 22/2021. Before its introduction in Indonesia, the MVS structure had been implemented in several international stock exchanges such as the NYSE, NASDAQ, and HKEX. In contrast to Indonesia, Hong Kong refers to MVS as Weighted Voting Rights (WVR), governed under Chapter 8A of The Main Board Listing Rules. Differences in market conditions and legal environments between the two jurisdictions have resulted in variations in their regulatory frameworks. The most significant distinction lies in the legal protection mechanisms for investors holding ordinary (non-MVS) shares. Accordingly, this study examines the regulatory differences between Indonesia and Hong Kong concerning MVS by employing a normative juridical method with a comparative approach, based on an extensive literature review.*

**Keywords:** *Multiple Voting Shares, POJK 22/2021, Chapter 8A of The Main Board Listing Rules, IDX, HKEX*

### **Introduction**

Globalization has made all information quickly and easily accessible. The impact of this rapid information acquisition is felt in all areas of life, including investment and the capital market. Globalization has paved the way for foreign investors to enter the Indonesian capital market.<sup>1</sup>

The capital market is a means of investment that can benefit both domestic and foreign fund raisers and investors and provides a place for fund raisers and investors to meet and provide long-term funding.<sup>2</sup>In addition, the capital market is also easy to access and has

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<sup>1</sup>Muhammad Zainul Azkiya, Rani Hersanda, and Septiana Aulia Putri, Challenges and Opportunities of the Indonesian Capital Market in the Era of Globalization, Scientific Journal of Economics, Business Management and Accounting Vol 2, No. 3 May 2025, 2025, hlm. 213-221, accessed from <https://ejurnal.kampusakademik.my.id/index.php/jemba/article/view/908/779>.

<sup>2</sup>Nurul Aini, Analysis of Stock Volatility of PT Bank Rakyat Indonesia (Persero) Tbk (BBRI) Based on Standard Deviation Against Indonesian Economic Growth, Journal of Economics, Business and Education Vol. 5 No. 2, 2025, hlm. 1-7, accessed from <https://journal3.um.ac.id/index.php/fe/article/view/6752/4405>.

sufficient transparency to attract investors to invest their capital in the capital market.<sup>3</sup>The capital market, which plays a key role in the national economy, has encouraged the Financial Services Authority (OJK) to continuously seek innovations in developing and attracting domestic and foreign investors to invest in Indonesia through its regulations.

Through globalization, investment methods and types have become increasingly diverse. The growth of New Economy-based companies that rely on technology for business innovation and the digital economy has prompted the Indonesia Stock Exchange (IDX) to launch a new listing board, the New Economy Board, in 2022.<sup>4</sup>To date, only three companies are listed on the New Economy Board at the IDX: Bukalapak.com Tbk (BUKA), GoTo Gojek Tokopedia Tbk (GOTO), and Global Digital Niaga Tbk (BELI). In addition to New Economy Companies, the New Economy Board can also be used by companies that use Multiple Voting Shares (MVS).<sup>5</sup>

One of the major steps taken by the Financial Services Authority (OJK) to support new economic companies and enhance economic resilience through the capital market is the enactment of OJK Regulation Number 22 of 2021 (POJK 22/2021), which regulates the use of Multiple Voting Shares (MVS). This step enhances the development of capital market regulations and provides legal reforms in line with international standards, which can attract investors.<sup>6</sup>

The use of MVS in Indonesia is only currently being used by GOTO. However, MVS has been known to exist since before the 1900s on the NYSE.<sup>7</sup>Apart from NYSE, MVS is also often used in Hong Kong Exchange (HKEX) and National Association of Securities Dealers Automated Quotations (NASDAQ).<sup>8</sup>

HKEX is Hong Kong's stock exchange, established in 1981. In 2018, HKEX added listing rules for innovative companies with an MVS structure.<sup>9</sup>The terms for Multiple Voting Shares (MVS) differ on the HKEX and IDX. While on the IDX, they're called SHSM, on the

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<sup>3</sup>MalvaZaskia Putri, Dini Wulandari, Putri Amelia Aristawati, and Esty Apridasari, Challenges and Opportunities of the Indonesian Capital Market in Increasing Investment Interest in the Digital Era, *Journal of Economics and Management* Vol. 2 No. 2, hlm. 3546-3562, accessed from <https://teewanjournal.com/index.php/peng/article/view/1646/821>.

<sup>4</sup>OJK Press Release, New Economic Board: New Listing Board Equivalent to Main Listing Board, <https://www.idx.co.id/id/berita/siaran-pers/1813>, accessed on October 7, 2025.

<sup>5</sup>Tiara Abigael Panjaitan and Lini Ingriyani, Analysis of the Effect of Moving Share Listing from the Main Board to the New Economic Board on Company Performance, *PROCEEDINGS OF THE NATIONAL SEMINAR ON ACCOUNTING AND MANAGEMENT*, VOL.3, 2024, accessed from <https://prosiding.pnj.ac.id/index.php/SNAM/article/view/2954/1819>.

<sup>6</sup>Larasati Anyufa, Lastuti Abubakar, and Pupung Faisal, Legal Consequences for Investors in a Public Limited Liability Company That Applies Multiple Voting Shares System, *KRTHA BHAYANGKARA*, Vol. 8, No. 2., 2024, hlm. 474-485, accessed from <https://ejurnal.ubharajaya.ac.id/index.php/KRTHA/article/view/2627/1858>.

<sup>7</sup>Hubert de La Bruslerie, Multiple Class Shares and Double Voting Rights: Literature Review and Research Prospects, *Finance Controle Strategie* 26-3, number 12.

<sup>8</sup>Larasati Anyufa, Lastuti Abubakar, and Pupung FaisaL, Op. Cit.

<sup>9</sup>Thomas J Egan, et. al., The Revival of Dual Class Shares, *Baker McKenzie IFLR.com* Spring 2020, hlm. 3.

HKEX, MVS are referred to as Weighted Voting Rights (WVR).<sup>10</sup>Unlike the MVS in Indonesia, which focuses on attracting technology-based companies to IPOs on its capital market, the WVS used at the HKEX focuses on developing its capital market while still considering the interests of its investors. The interests of all investors for companies using MVS (WVS) on the HKEX are fully guaranteed. The different objectives of MVS use at the HKEX and IDX naturally result in different regulatory content. Based on these differences, a study was conducted on "Legal Protection for Investors in Non-Multiple Voting Shares (Comparison Based on POJK 22 Number 2021 with Chapter 8A of the Main Board Listing Rules)."

## Method

This research uses a normative juridical method that utilizes library research in examining its research object, namely law. The approach used in this research is a comparative approach to compare a particular legal system with another legal system, in this case the legal regulations regarding Multiple Voting Shares (MVS) of the Indonesia Stock Exchange (IDX) or the Indonesia Stock Exchange (BEI) with Weighted Voting Rights (WVR) of the Hong Kong Exchange (HKEX). According to Satjipto Rahardjo, this legal comparison can be conducted to show, explain, and provide an assessment of the laws being compared. The hope of conducting research with this approach method is to increase renewal in the legal field.

Because the research method used is normative juridical, the data obtained is secondary data obtained from document studies and includes primary, secondary, and tertiary legal materials. The primary legal materials used here are the laws and regulations related to MVS regulations in Indonesia, namely POJK 22/2021, and the MVS regulations in Hong Kong, namely Chapter 8A of the Main Board Listing Rules (Chapter 8A). Meanwhile, the secondary legal materials used are journals and other research results that can support or help explain this research.

## Discussion

### History, Definition, and Benefits of MVS

The process of increasing economic growth in Indonesia involves investment. Investment is the act of postponing current consumption and investing capital in a business entity for a specific period of time with the expectation of future profits.<sup>11</sup>One form of investment today is stocks. Stocks are proof of ownership of a particular company, clearly stating the nominal value, business name, and the rights and obligations of the

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<sup>10</sup>*Ibid.*

<sup>11</sup>Destina Paningrum, *Capital Market Investment Reference Book*, First Edition, (Publisher: Lembaga Chakra Brahmanda Lentera: Kediri, 2022), hlm. 1-2.

owner.<sup>12</sup>According to Law Number 40 of 2007 concerning Limited Liability Companies (UUPT), there are several share classifications recognized by Indonesia, namely:

- a. shares with a certain number of voting rights (with or without voting rights)
- b. shares with special rights (can nominate members of the board of directors or board of commissioners)
- c. shares with a certain period of time (after this period they can be withdrawn and/or exchanged for another share classification)
- d. shares that provide the right to dividends and/or liquidation first.<sup>13</sup>

Apart from these share classifications, a new share classification has been recognized abroad, namely shares with multiple voting rights or Multiple Voting Shares (MVS).

*Dual class share structure* or dual-class share structure is a share structure that includes shares with multiple voting rights, or MVS. This share structure has been around for a long time and is quite frequently used until controversy arose regarding its use.<sup>14</sup>In 1925, the Dodge Brothers Inc. company, which operates in the motor vehicle sector, issued shares without voting rights to public investors, while shares with voting rights were only owned by investors who had existed before the company made a public offering, namely the Dillon Read & Co. Group.<sup>15</sup>This share class structure was considered unfair and led the NYSE to restrict the implementation of dual-class share structures in 1940 and only relaxed the rules in the 1980s after companies threatened to move from the NYSE to other stock exchanges.

As the name suggests, MVS grants its holders dual voting rights. This is used to maintain power or control over a company even after it has gone public.

### **SHSM Regulations in POJK 22/2021**

The MVS regulations in Indonesia are outlined in POJK 22/2021. MVS are referred to as SHSM in POJK 22/2021. POJK 22/2021 regulates the understanding and requirements for a company to use SHSM in its corporate structure during its initial public offering (IPO). Only technology-based companies that are innovative in the Indonesian business world and have never conducted an IPO can use SHSM. Other requirements for using SHSM according to POJK 22/2021 are that the company must have a minimum total assets of 2 trillion rupiah, have been operating for at least 3 years, have a compound annual growth rate (over 3 years) of total assets of at least 20%, and a compound annual growth rate of revenue over the past 3 years of at least 30%. SHSM holders are determined at the GMS before the IPO and are listed in the prospectus. The OJK also permits additional SHSM holders after the IPO for board members approved by independent shareholders at the GMS. When conducting an IPO, the prospectus of a company using SHSM must state the use of SHSM on the outside

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<sup>12</sup>Princess Rahayu, [et.al.](#), Stock Prices and Values in the Manufacturing Industry Sector in the Sharia Capital Market, First Edition, (Tahta Media: Sukoharjo, 2023), hlm.7, accessed from <https://tahtamedia.co.id/index.php/issj/article/view/112/112>

<sup>13</sup>Article 53 paragraph (4) of the UUPT

<sup>14</sup>Thomas J Egan, et. al, Op. Cit., hlm.1

<sup>15</sup>*Ibid.*

of the prospectus cover and provide other information as regulated in Article 19 paragraph (1) of POJK 22/2021, which includes:

- a. number of SHSM and number of ordinary shares;
- b. details of SHSM share ownership and other shareholders, background and reasons for using SHSM in the company;
- c. company vision and mission;
- d. SHSM holders' commitment to the company;
- e. reasons and background for using SHSM;
- f. the impact of the implementation of SHSM for ordinary shareholders;
- g. parties who can have SHSM and who can have SHSM in the future;
- h. SHSM holder contributions;
- i. information regarding SHSM holders (individuals/legal entities); and
- j. disclosure of information regarding the potential dilution of public shareholders.

SHSM in Indonesia also has a ratio of 10:1, 20:1, 30:1, and 40:1 shares according to the number of shares owned by SHSM holders individually or collectively. Under certain conditions, such as SHSM holders' share ownership not reaching more than 50%, the SHSM ratio can be increased to a maximum of 60:1. In certain GMS agenda items such as changes to the articles of association that require ministerial approval, appointment & dismissal of independent commissioners, appointment / dismissal of public accountants to audit annual financial information, and company bankruptcy applications, the number of voting rights of SHSM becomes 1 vote per share. Provisions regarding the change of SHSM status to ordinary shares are also regulated in Article 14 of POJK 22/2021, namely when the SHSM holder dies, the SHSM is transferred to a person who is not authorized for the SHSM, the SHSM holder's voting rights are less than 50%, the SHSM term ends, does not meet the requirements as a legal entity holding SHSM, and is no longer serving as a director.

SHSM can only be used for a period of 10 years, plus one 10-year extension. Unlike companies that do not use SHSM, companies that use SHSM have a longer lock-up period of 12 months or two years. The quorum for holding a GMS follows POJK 15/2020, with the minimum attendance of common shareholders being 1/20 of the total voting rights of common shares.

### **WVR Settings in Chapter 8A**

HKEX is Hong Kong's stock exchange under the authority of Hong Kong Exchange and Clearing Limited (HKEX Group).<sup>16</sup> According to Metro TV's attachment, HKEX is the 5th largest stock exchange in the world after NYSE, NASDAQ, TSE, and SSE.<sup>17</sup>

Since 2018, the HKEX has allowed companies to use MVS or WVR. According to Article 10, Chapter 8A, a WVR can only carry a maximum of 10 votes per share. A person

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<sup>16</sup>Dupoin, Getting to Know the Hong Kong Stock Exchange, Asia's Leading Stock Exchange, <https://www.dupoin.co.id/insights/market-analysis/66741>, accessed on October 11, 2025.

<sup>17</sup>Metro TV, There are 60 Stock Exchanges in the World, Which is the Biggest?, <https://www.metrotvnews.com/read/NrWCoQjJ-ada-60-bursa-saham-di-dunia-mana-yang-terbesar>, accessed on October 11, 2025.

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can only hold a WVR if they are a member of the board of directors of the company filing for an IPO with a WVR.<sup>18</sup>WVR holders must have a minimum of 10% economic interest in the total shares issued at the time of the IPO, however, for some large companies with a market capitalization of up to HK\$80 billion at the time of the IPO, HKEX will provide relief if the economic interest does not reach 10%.<sup>19</sup>

Companies that have conducted an IPO are prohibited from increasing the proportion of WVR held on the HKEX. After the IPO, companies are not permitted to issue or increase the number of WVR held, thereby strengthening the position of WVR holders. Even if the proportion of WVR is reduced, that proportion becomes a fixed proportion of WVR held within the company and cannot be increased again.<sup>20</sup>If a company wishes to increase the number of its shares, including shares with WVR, the company must first obtain approval from the stock exchange and must comply with the provisions in Article 14, which essentially requires the company to treat each shareholder fairly (pro rata) and any additional shares must not cause an increase in the proportion of WVR. Not only that, if a company that carries out this WVR structure buys back its shares, then WVR shareholders must reduce their voting rights proportionally and the reduction must first obtain approval from HKEX and must be announced to the public.<sup>21</sup>

The WVR benefits for the holder will be removed if the WVR holder dies, no longer serves as a member of the board of directors, is deemed by the stock exchange to be legally incompetent to carry out his duties properly as a director, or is deemed by the stock exchange to no longer meet the requirements to be a director (because he has been or is currently being punished for a criminal act of fraud, a disqualification order by a court or authorized institution, etc.).<sup>22</sup>In addition, the benefits obtained from WVR will also not apply if the ownership or economic ownership or control of the WVR is transferred to another party.<sup>23</sup>If at a later date the WVR holder has transferred all of his shares or carried out actions that result in the loss of the benefits of the WVR as stated in Article 17 and Article 18 Chapter 8A, then the WVR structure can be removed from the company.<sup>24</sup>

The uniqueness of the WVR structure in Chapter 8A is its effort to consider non-WVR investors. As stated in Article 23, it is explained that non-WVR shareholders have the right to hold a GMS and add to the agenda of the GMS as long as they hold at least 10% of the voting rights of ordinary shares. In addition, in an effort to consider non-WVR investors, HKEX established a Nomination Committee headed by an Independent Non-Executive Director and a Corporate Governance Committee consisting of independent non-executive directors and has the authority as stated in Article 30. In addition to establishing the committee, HKEX also requires every company that uses WVR in its company to hire a

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<sup>18</sup>Article 8A.11 Chapter 8A

<sup>19</sup>Article 8A.12 Chapter 8A

<sup>20</sup>Article 8A.13 Chapter 8A

<sup>21</sup>Articles 8A.15 and 8A.16 Chapter 8A

<sup>22</sup>Article 8A.17 Chapter 8A

<sup>23</sup>Article 8A.18 Chapter 8A

<sup>24</sup>Article 8A.22 Chapter 8A

Compliance Advisor to advise on the WVR structure and other issues that may arise due to conflicts of interest.<sup>25</sup>HKEX also requires directors, senior management and corporate secretaries using WVR structures to attend training on the arrangements and risks associated with using WVRs in corporate structures.<sup>26</sup>Another effort made by HKEX to protect non-WVR investors/public investors is by requiring companies using WVR to write a warning regarding the use of WVR, mention the WVR holder, and explain the impact and certain conditions that can result in the loss of WVR in their company documents when they want to conduct an IPO.<sup>27</sup>To clarify the use of WVR in a company, HKEX will add the letter “W” at the end of the company name.<sup>28</sup>

### **Differences between MVS in Indonesia and Hong Kong**

There are significant differences between the considerations section of POJK 22/2021 and Chapter 8A, Article 8A.01 of the General Principles. POJK 22/2021 explains that the POJK regarding SHSM was created to support and provide issuers with specific criteria for conducting an IPO on the IDX. Meanwhile, Chapter 8A of the General Principles emphasizes that the WVR rule must maintain market confidence and treat all registered shareholders fairly and equally. Chapter 8A also strongly emphasizes that if a company adopting an MVS structure fails to meet the requirements outlined in the chapter, the HKEX will intervene to protect investors and maintain market order through its authority.<sup>29</sup>

The MVS ratio stipulated in POJK 22.2021 is 40:1 and, under certain conditions, can reach a maximum of 60:1. However, under Chapter 8A, the maximum number of voting rights granted to MVS holders is only 10 votes per share. Another striking difference is that the lowest MVS ownership proportion on the HKEX cannot be below 10% (except for large companies with a market capitalization of HK\$80 billion), while in Indonesia, the lowest MVS ownership proportion is 2.44%. Unlike the HKEX, which requires MVS holders to be members of the board of directors, MVS holders in Indonesia can also come from outside the board of directors as long as they are stated to be able to own MVS in their prospectus.

In terms of increasing company capital, POJK 22/2021 still opens the possibility for MVS holders to increase the proportion of their MVS shares through capital increases without pre-emptive rights (HMETD) in order to maintain their voting ownership (at least more than 50%). Meanwhile, in Chapter 8A, increasing the proportion of MVS ownership is not permitted so that the MVS structure in a company on the HKEX can be lost if the MVS holders in the company are exhausted/lost due to matters or conditions mentioned in Articles 17 and 18 of Chapter 8A. Capital increases for companies that adopt the MVS structure are required to maintain the proportion of their MVS so that it does not increase. Therefore, Article 14 explains that if a company with an MVS structure wants to issue new MVS shares,

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<sup>25</sup>Articles 8A.33 and 8A.34 Chapter 8A

<sup>26</sup>Article 8A.36 Chapter 8A

<sup>27</sup>Articles 8A.37 - 8A.41 Chapter 8A

<sup>28</sup>Article 8A.42 Chapter 8A

<sup>29</sup>Article 8A.03 Chapter 8A

it must first obtain approval from the HKEX (exchange) and must be through a pro rata offer to other shareholders.

The HKEX requires companies using the MVS structure to have a nomination committee and a corporate governance committee. The Corporate Governance Committee consists of and is chaired by an independent non-executive director. This committee's role is to ensure the company adheres to good corporate governance by overseeing the use of MVS within the company structure, such as fulfilling the requirements for MVS holders (mandatory board members), overseeing the company's beneficiaries (all shareholders must receive benefits equally, both MVS holders and non-MVS holders), reviewing all risks related to the MVS structure in the company, and more. In addition to the committee, the HKEX requires company members such as directors, senior management, and secretaries of companies using MVS to receive training on the MVS structure. These matters are not included in POJK 22/2021 regulations. However, Indonesia provides a 10-year MVS usage period with a maximum of one 10-year extension, unlike the Hong Kong MVS which has no time limit. In addition, Indonesia also provides a longer lock-up period to MVS holders to ensure the seriousness of MVS holders towards their companies.

### **Comparison of Legal Protection for Non-MVS Investors under POJK 22/2021 and Chapter 8A**

Legal protection is an effort that can be made to defend a person's rights. These rights need to be protected to ensure justice for all parties.<sup>30</sup>In the capital market, both domestic and foreign investors are considered consumers whose rights must be protected. These rights include the right to security, the right to vote, the right to information, and the right to be heard.<sup>31</sup>Legal protection efforts provided in a country consist of 2 types, namely preventive and repressive.<sup>32</sup>Preventive legal protection efforts can be seen in the government's creation of laws and regulations that serve as constraints on the implementation of obligations and prevent violations. Repressive legal protection efforts, on the other hand, involve imposing sanctions or fines for any violations that occur.

In Articles 28, 29, and 30 of Law Number 21 of 2011 concerning the OJK, it is explained that the legal protection provided by the OJK to investors is carried out in 3 ways, namely:

1. Provide preventive measures

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<sup>30</sup> Hilda Hilmiah Dimiyati, Legal Protection for Capital Market Investors, Jurnal Cita Hukum, Vol. I No. 2 December 2014, accessed from <https://media.neliti.com/media/publications/40834-ID-legal-protection-for-investors-in-capital-markets.pdf>

<sup>31</sup> *Ibid.*

<sup>32</sup> I Gusti Ayu Andara Yadnya Sangaswary, I Nyoman Putu Budiarta, and Desak Gede Dwi Arini, Legal Protection for Investors in Online Stock Transactions Through Illegal Securities Companies, Jurnal Konstruksi Hukum Vol. 3, No. 1, January 2022, accessed from <https://ejournal.warmadewa.ac.id/index.php/jukonhum/article/view/4410/3142>

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provide information and education to investors and the wider community and undertake other preventive measures if it is felt that there are activities that have the potential to harm the community.

2. Providing complaint services
3. Conducting legal defense  
 includes providing compensation to the injured party.

Legal protection in the capital market is a crucial aspect in maintaining investor trust and security. According to Article 1, number 15 of Law Number 21 of 2011 concerning the Financial Services Authority (OJK), investors are consumers in the capital market. Another normative basis that can be used to assess the form of protection for investors is Article 4 of Law Number 8 of 1999 concerning Consumer Protection (UUPK), which outlines nine consumer rights. In the capital market, investors are considered intermediate consumers. Of these rights, the most relevant and frequently associated with capital market practices is the right to obtain correct, clear, and honest information regarding the condition and guarantees of goods and/or services. In the capital market context, this right is realized through the obligation of companies to disclose information, both in prospectuses and other company documents.

Under the MVS regulations in POJK 22/2021 and Chapter 8A, disclosure of information regarding the use of the MVS structure in the prospectus is mandatory. The following is a comparison of the two regulations regarding information disclosure regarding the use of MVS in Indonesia and Hong Kong:

POJK 22/2021	<i>Chapter8A</i>
<ol style="list-style-type: none"> <li>1. Notice regarding the use of MVS in the outer shell of the prospectus.</li> <li>2. In addition, the prospectus must contain information about capitalization, the company's vision and mission, the commitment of MVS holders to implement the company's vision and mission, the reasons for implementing MVS, the conditions for changing the status of MVS to common shares and their impacts, the impact of MVS on common shareholders, information about MVS holders, the impact of using the MVS structure, the company's main performance indicators, the potential for dilution of public shareholders, and disclosure of information regarding investor criteria. are also included in the</li> </ol>	<ol style="list-style-type: none"> <li>1. There are notices on the front page of company documents (such as listing documents, periodic financial reports, circulars, notifications, and announcements required by existing regulations) and clearly explain the structure of the WVR, the reasons for the issuer to have it, and the associated risks for shareholders in the listing documents and periodic financial reports. regarding the use of MVS structure in his company and the impact of using MVS in the company.</li> <li>2. Company names that use the MVS structure end with the letter "W".</li> </ol>

<p>prospectus.</p> <p>3. Disclosure of the use of MVS in the company structure must also be recorded in the important provisions section of the articles of association which contain at least:</p> <ul style="list-style-type: none"><li>- classification of shares and their rights</li><li>- provisions regarding parties who can become MVS holders</li><li>- MVS ratio</li><li>- provisions regarding the limits on voting rights of MVS holders (maximum 90% of all voting rights (MVS or ordinary shares))</li><li>- provisions regarding MVS only having 1 voting right in certain GMS agenda items</li><li>- MVS term and extension provisions</li><li>- provisions regarding the conditions for changing MVS into ordinary shares</li><li>- provisions regarding the different voting treatment of MVS holders in the GMS</li></ul> <p>4. Any changes that occur within the company related to changes in control, changes in MVS to common shares, and additional capital without HMETD are required to provide material information or fact reports to the OJK and the public.</p>	
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Based on the comparison above, it can be seen that information disclosure for companies using MVS has been implemented effectively. In addition to information disclosure, the HKEX provides legal protection for non-MVS investors by establishing a Corporate Governance Committee and providing training to companies using MVS structures. The following are the differences between the two regulations that may impact legal protection for non-MVS investors:

No	Category	POJK 22/2021	Chapter8A
1.	MVS usage period	Maximum 10 years and can be extended once for 10 years	There is no time limit
2.	Number of voting rights per MVS	10-40 votes per MVS share. It can even reach a maximum of 60 votes to maintain the voting rights of MVS holders.  The voting rights ratio can change according to the share ownership of MVS holders without having to change the Articles of Association.	Maximum 10 votes per MVS share
3.	Lowest share ownership proportion for MVS holders	2.44%	10% (except for large companies that meet the requirements, it can be below 10%)
4.	Increase in MVS share proportion	Can increase capital in the form of MVS shares with HMETD or without HMETD (can be in the form of MVS as long as it maintains ownership of the votes).  For additional capital without HMETD, only a maximum of 10% of the capital that has been placed and fully paid up can be made.	Cannot increase the proportion of MVS shares (but can decrease the proportion).  Capital additions can be made, but must be made on a pro rata basis so that the MVS proportion does not increase.
5.	MVS Owner	Anyone who contributes significantly to the company and is listed in the prospectus.	Only for members of the board of directors who have made a significant contribution to the company and are listed in the prospectus
6.	Lock Up Period	2 years	There isn't any
7.	Formation of the MVS structure	There isn't any	Corporate Governance Committee

	oversight committee		
8.	Training on MVS structure	There isn't any	There is training on the MVS structure for directors, senior management and company secretaries.
9.	GMS Rights	It is not stated that non-MVS investors can hold a GMS and add to the GMS agenda, however, in each GMS, the voting rights of non-MVS investors must reach at least 1/20 of the total voting rights of ordinary shares in order for the GMS to be held.	Non-MVS investors have the right to hold a GMS and add items to the agenda of the GMS as long as the shareholders hold at least 10% of the voting rights of ordinary shares.
10.	The reason for the change in MVS status to ordinary shares	<ul style="list-style-type: none"> <li>- Transfer of shares to non-MVS parties</li> <li>- MVS holder dies and shares are not transferred to other MVS holders</li> <li>- Not having more than 50% voting rights for 6 months</li> <li>- Expiration of MVS term</li> <li>- Does not meet the requirements (for legal entities holding MVS)</li> <li>- Not serving as a director (if MVS is given to directors who contribute to the company)</li> </ul>	<ul style="list-style-type: none"> <li>- Transfer of shares to non-MVS parties</li> <li>- MVS holder dies</li> <li>- MVS holders no longer serve as members of the board of directors</li> <li>- The MVS holder is deemed by the stock exchange to be legally incompetent to properly carry out his duties as a director, or is deemed by the stock exchange to no longer fulfill the requirements to be a director (because he has been or is currently being punished for a criminal act of fraud, a disqualification order by a court or authorized institution, etc.)</li> </ul>

Each stock exchange will undertake various efforts to protect all its investors, including the IDX and HKEX. While there are differences in the protection methods for non-MVS investors, the protection provided is certainly tailored to the needs of each exchange and market conditions. In terms of information disclosure, both POJK 22/2021 and Chapter

8A adequately provide this right. However, in terms of oversight of the MVS structure, the provisions in Chapter 8A are superior to those in POJK 22/2021 because they provide a Corporate Governance Committee consisting of independent, non-executive directors who can help oversee the ongoing use of MVS in companies IPOing on the HKEX. Furthermore, the HKEX has the advantage of not increasing the proportion of MVS ownership without pre-emptive rights on its exchange, ensuring there will be no dilution of voting rights for non-MVS investors.

However, both IDX and HKEX have made changes towards a more advanced direction by incorporating the MVS structure for technology companies that carry out innovation.

## **Conclusion**

The development of new economy companies is forcing global stock exchanges to adapt to these developments. Every stock exchange globally is competing to improve its stock exchange regulations to attract these new economy companies, including the IDX and HKEX. One stock classification that is increasingly being regulated and used by technology-based new economy companies is a stock classification called Multiple Voting Shares (MVS). HKEX has included this stock classification since 2018 and IDX since 2021. Although they share the same concept, namely granting MVS shareholders more than one voting right, the names of MVS on the IDX and HKEX differ. On the IDX, MVS are called Multiple Voting Shares (SHSM), and on the HKEX, they are called Weighted Voting Rights (WVR). Besides the names, several differences in the SHSM and WVR regulations also exist, such as the MVS usage period, the number of voting rights per share, procedures for increasing share proportions, MVS holders/owners, the formation of MVS supervisory committees, MVS structure training, and changes to MVS status. Despite significant differences, both the IDX and HKEX have adequately regulated information disclosure for MVS structure users, ensuring legal protection for non-MVS investors. However, the potential for share dilution and unfairness for common shareholders is greater in Indonesia, as POJK 22/2021 allows MVS structure users to increase capital without pre-emptive rights up to a maximum of 10% of the issued and fully paid-up capital. These shares can be in the form of MVS as long as they are used to maintain voting rights ownership of more than 50% for MVS holders. Meanwhile, Chapter 8A allows capital increases, but they must not increase the MVS shareholder's shareholding. Therefore, even if share dilution occurs, the MVS holder's shareholding cannot increase.

The MVS or SHSM regulations in POJK 22/2021 are already good, but it would be even better if these regulations could regulate a committee specifically formed to oversee corporate governance, as stated in Chapter 8A, so that the GCG principles of companies holding MVS structures are further maintained, considering that this structure is very risky for non-MVS investors.

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