

# Akibat hukum penilaian kemampuan dan kepatutan bagi calon pemegang saham pengendali bank, melalui mekanisme penawaran terbatas dengan hak memesan efek terlebih dahulu (studi kasus pada PT. Bank X) = Force of fit and proper test mechanism for prospective shareholders under the limited public offering of the right issue mechanism

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## Abstrak

Permasalahan pada tesis ini adalah bagaimanakah akibat hukum dari penilaian kemampuan dan kepatutan bagi calon pemegang saham pengendali bank, melalui mekanisme penawaran terbatas dengan HMETD ini. Untuk menjawab permasalahan tersebut dilakukan penelitian dengan menggunakan metode penelitian studi kepustakaan yang bersifat yuridis normatif yang didukung dengan alat pengumpulan data berupa wawancara.

Kesimpulan dari penelitian ini adalah PT. Y dapat memperoleh kedudukan sebagai pemegang saham pengendali PT. Bank X melalui mekanisme penawaran terbatas dengan HMETD, apabila telah lulus sebagai kandidat pemegang saham di dalam PT. Bank X. Sementara apabila PT. Y tidak lulus penilaian kemampuan dan kepatutan tersebut, maka perjanjian yang telah dibuat sebelumnya antara PT. Y Advisor dengan pemegang saham pengendali PT. Bank X tetap mengikat dan dapat dijalankan kepada pihak yang ditunjuk oleh PT. Y dengan tetap memenuhi ketentuan BI.

The failure on banking system in Indonesia, is causing multiplier effect for banking system in Indonesia, therefore it is necessary to establish a powerful, reliable and efficient supervisory system of Indonesians banking. PT. Bank X is commercial Bank intent to increase its capital through Right Issue mechanism. PT.Y an incorporated legal entity contemplate to purchase shares issued by PT. Bank X for its existing shareholders. For such purpose PT. Bank X initially bind itself into a so called Right Issue Transfer Agreement. Notwithstanding the foregoing to acting its position as the ultimate shareholders of PT. Bank X, PT. Y shall taking into account certain Bank regulation that restrict the transfer of ownership on shares. For a commercial Bank, every transfer of shares ownership or capital increase in a company in shall initially obtain approval from Bank Indonesia. The issues that will be further described under this thesis shall be the Legal Force of Fit and Proper Test Mechanism for Prospective Shareholders, Under the Right Issue Mechanism. In order to describe the aforementioned issues, the research is conducted based on the literal study research method having the characteristic of legal nonnative supported by the data collection tool of interviews.

As the conclusion of the abovementioned research. PT. Y is allowed to acting its position as ultimate shareholder of PT. Bank X through the limited offering of the right issue mechanism, if PT. Y is stated passed the fit and proper test as obliged by Bank Indonesia, And if PT. Y is stated otherwise, subsequently the agreement between the existing shareholders of PT. Bank X and PT. Y is consider legal and binding and executable if PT. Y is appoint its successor, whereas such successor shall also initially passed the fit and proper test as conducted by Bank Indonesia