

### **Question 1**

**Do you agree with our proposal to introduce a code provision ("CP") requiring an issuer's board to set culture in alignment with issuer's purpose, value and strategy?**

No

**Please give reasons for your views.**

Company culture is a very abstract idea. It is quite difficult for a company to express the company's culture in writing and explain it to the investors effectively.

### **Question 2a**

**Do you agree with our proposal to introduce a CP requiring establishment of an anti-corruption policy?**

Yes

**Please give reasons for your views.**

### **Question 2b**

**Do you agree with our proposal to upgrade a Recommended Best Practice ("RBP") to CP requiring establishment of a whistleblowing policy?**

No

**Please give reasons for your views.**

A RBP is sufficient and there's no need to upgrade it to a CP.

### **Question 3**

**Do you agree with our proposal to introduce a CP requiring disclosure of a policy to ensure independent views and input are available to the board, and an annual review of the implementation and effectiveness of such policy?**

No

**Please give reasons for your views.**

There are too many policies. The INEDs are for that purpose already.

**Question 4a**

**Do you agree with our proposal regarding re-election of an independent non-executive director serving more than nine years ("Long Serving INEDs") to revise an existing CP to require (i) independent shareholders' approval; and (ii) additional disclosure on the factors considered, the process and the board or nomination committee's discussion in arriving at the determination in the explanation on why such Long Serving INED is still independent and should be re-elected?**

No

**Please give reasons for your views.**

We disagree that re-election of Long Serving INEDs requires independent shareholders' approval due to the following reasons:

(1) Without defining clearly the term "independent shareholders", this proposal cannot be discussed further. We cannot find any justification to restrict the right to re-elect Long Serving INEDs to a certain class of shareholders.

The subsequent proposed definition of "Independent Shareholders" excludes controlling shareholders. We again cannot see why the controlling shareholders are viewed as not independent and restricted from voting on the re-election of Long Serving INEDs, while their interests are absolutely no different from other minority shareholders.

(2) The long tenure of service of INEDs will not necessarily jeopardize their independence. Conversely, a long serving INED is familiar with the issuer's business and able to make constructive independent views for setting issuer's goals and strategies.

(3) In considering the re-election of an INED, an INED's ability and knowledge should be of upmost importance rather than his tenure of service with the issuer.

(4) Competent and well experienced INEDs are difficult to find.

**Question 4b**

**Do you agree with our proposal to introduce a CP requiring an issuer to appoint a new independent non-executive director ("INED") at the forthcoming annual general meeting where all the INEDs on the board are Long Serving INEDs, and disclosing the length of tenure of the Long Serving INEDs on the board on a named basis in the shareholders' circular?**

No

**Please give reasons for your views.**

See reason (2) stated in 4(a) above.

We also not agree to disclose INEDs' length of tenure on a named basis in the shareholder's circular, because we should not focus only on an INED's tenure of service in assessing his/her independence.

#### **Question 5**

**Do you agree with our proposal to introduce a new RBP that an issuer generally should not grant equity-based remuneration (e.g. share options or grants) with performance-related elements to INEDs as this may lead to bias in their decision-making and compromise their objectivity and independence?**

Yes

**Please give reasons for your views.**

#### **Question 6a**

**Do you agree with our proposal to highlight that diversity is not considered to be achieved by a single gender board in the note of the Rule?**

No

**Please give reasons for your views.**

Gender should not be considered as the overwhelming factor in assessing whether an issuer has achieved board diversity. Diversity should be viewed from different perspectives, including but without limitation to skills, knowledge, gender, age, cultural and educational background and ethnicity. By singling out the "gender" factor, other diversity factors may attract less attention and this will not help for promoting board diversity.

#### **Question 6b**

**Do you agree with our proposal to introduce a Mandatory Disclosure Requirement ("MDR") requiring all listed issuers to set and disclose numerical targets and timelines for achieving gender diversity at both: (a) board level; and (b) across the workforce (including senior management)?**

No

**Please give reasons for your views.**

It is totally unnecessary. When considering the appointment of directors or employment of staff, a

company should take into account numerous factors and, in the case of employment, adhere to the principal of equal employment opportunity and should not use certain characteristics (e.g. gender, race, ethnicity, religion, etc.) as reasons to hire or reject candidates. However, given that numerical targets and timelines are set for gender diversity, issuers may, under pressure, tend to put more emphasis on candidates' gender in order to meet targets.

**Question 6c**

**Do you agree with our proposal to introduce a CP requiring the board to review the implementation and effectiveness of its board diversity policy annually?**

Yes

**Please give reasons for your views.**

**Question 6d**

**Do you agree with our proposal to amend the relevant forms to include directors' gender information?**

Yes

**Please give reasons for your views.**

**Question 7**

**Do you agree with our proposal to upgrade a CP to Rule requiring issuers to establish a nomination committee chaired by an INED and comprising a majority of INEDs?**

Yes

**Please give reasons for your views.**

**Question 8**

**Do you agree with our proposal to upgrade a CP to a MDR to require disclosure of the issuer's shareholders communication policy (which includes channels for shareholders to communicate their views on various matters affecting issuers, as well as steps taken to solicit and understand the views**

of shareholders and stakeholders) and annual review of such policy to ensure its effectiveness?

Yes

**Please give reasons for your views.**

#### **Question 9**

**Do you agree with our proposal to introduce a Rule requiring disclosure of directors' attendance in the poll results announcements?**

No

**Please give reasons for your views.**

We cannot see the significance of directors' attendance in poll results announcements.

#### **Question 10**

**Do you agree with our proposal to delete the CP that requires issuers to appoint non-executive directors for a specific term?**

Yes

**Please give reasons for your views.**

#### **Question 11**

**Do you agree with our proposal to elaborate the linkage in the Code by (a) setting out the relationship between corporate governance and environmental, social and governance ("ESG") in the introductory section; and (b) including ESG risks in the context of risk management under the Code?**

Yes

**Please give reasons for your views.**

#### **Question 12**

**Do you agree with our proposal to amend the Rules and the ESG Guide to require publication of ESG reports at the same time as publication of annual reports?**

Yes

**Please give reasons for your views.**

**Question 13**

**Do you have any comments on how the re-arranged Code is drafted in the form set out in Appendices III and IV to the Consultation Paper and whether it will give rise to any ambiguities or unintended consequences?**

No

**Please give reasons for your views.**

**Question 14**

**In addition to the topics mentioned in the Consultation Paper, do you have any comments regarding what to be included in the new guidance letter on corporate governance (i.e. CG GL) which may be helpful to issuers for achieving the Principles set out in the Code?**

No

**Please give reasons for your views.**

**Question 15a**

**Do you agree with our proposed implementation dates for all proposals (except the proposals on Long Serving INED): the financial year commencing on or after 1 January 2022?**

Yes

**Please give reasons for your views.**

**Question 15b**

**Do you agree with our proposed implementation dates for proposals on Long Serving INED: the financial year commencing on or after 1 January 2023?**

No

**Please give reasons for your views.**

See reasons stated in 4(a) & (b) above.