

Corporate governance code

Board composition and nomination

1. **Code Provision (CP) B.1.2 requires the publication of an updated list of directors identifying their roles and functions. What information should be disclosed in this list of directors?**

A listed issuer should identify whether each director is an executive director, non-executive director (**NED**) or independent non-executive director (**INED**) and, if applicable, specify the director's role at the listed issuer (e.g. chair of the board, chief executive, chief financial officer, Lead INED, member or chair of the audit/nomination/remuneration/other board committee(s), etc.).

*MB App C1 – CP B.1.2
GEM App C1 – CP B.1.2*

First released: December 2011; last updated: May 2025

Directors' responsibilities

2. **CP C.1.5 states that “Generally they [INEDs and other NEDs] should also attend general meetings to gain and develop a balanced understanding of the views of shareholders”. Is it a deviation from the CP if an INED or NED of a listed issuer does not attend a particular general meeting?**

The Exchange expects directors to attend general meetings to understand shareholders' views to enable them to properly discharge their duties. While the absence of an INED or NED from a particular general meeting is normally not considered a deviation from CP C.1.5, persistent absence of the same individual(s) from general meetings will be a deviation from the CP.

*MB App C1 – CP C.1.5
GEM App C1 – CP C.1.5*

First released: December 2011; last updated: May 2025

Monthly management updates

3. **If the monthly management accounts have been reviewed by directors, is there any change to the black-out period for directors regarding their dealings in the listed issuers' shares?**

No, as long as the monthly management accounts do not contain inside information.

*MB App C1 – CP D.1.2, App C3 – Rule A.2
GEM App C1 – CP D.1.2, GEM Rule 5.55
First released: December 2011; last updated: May 2025*

4. **Is there a deadline for the listed issuer to send management updates / monthly management accounts to directors?**

Although CP D.1.2 does not specify a deadline, monthly updates should be provided to directors as soon as practicable after the month-end. Timely provision of this information, by management, is important to enable directors to monitor the listed issuer's financial and operating affairs and inside information disclosure.

Management should also respond in a timely manner to requests from directors for further information to facilitate their informed decision-making.

*MB App C1 – CP D.1.2
GEM App C1 – CP D.1.2
First released: December 2011; last updated: May 2025*

Internal audit function

5. **What does the Exchange expect of a listed issuer's internal audit function? Is it a deviation from CP D.2.2 if a listed issuer outsources its internal audit function?**

While the Exchange does not intend to prescribe the manner in which listed issuers carry out their internal audit function, it may be helpful for listed issuers to refer to the Institute of Internal Auditors' International Professional Practices Framework (**IAIPPF**) for guidance. The IAIPPF comprises core principles that define internal audit effectiveness, code of ethics and standards for the professional practice of internal auditing, as well as implementation guidance to assist internal auditors in applying the standards.

We understand that, in practice, it is common for listed issuers to engage competent external service providers to perform the internal audit function. This outsourcing would not be considered as a deviation from CP D.2.2.

*MB App C1 – CP D.2.2
GEM App C1 – CP D.2.2
First released: December 2011; last updated: May 2025*

Shareholders' meetings

6. Can a listed issuer include its proposed amendments to several articles of association in one special resolution to be considered at a general meeting?

The listed issuer should propose a separate resolution for each substantially separate issue at a general meeting. For example, a listed issuer should not bundle its proposed amendments to its articles of association to conform with a core shareholder protection standard under the Listing Rules with other amendments unrelated to such conformation.

MB App C1 – CP F.1.2
GEM App C1 – CP F.1.2

First released: December 2011; last updated: May 2025

Company secretary

7. If a company secretary serves a group of listed issuers, but is an employee of only one of these listed issuers, would this be considered a deviation from CP C.6.1?

No.

MB Rules App C1 – CP C.6.1
GEM Rules App C1 – CP C.6.1

First released: December 2011; last updated: May 2024

- 8. From time to time, a company secretary may be appointed to serve more than one listed issuer concurrently. What are the Exchange's expectations regarding the maximum number of appointments a company secretary can take on without impairing his or her ability to properly discharge the role?**

CP C.6.1 makes clear that a company secretary plays an important role in supporting the board and is expected to have day-to-day knowledge of the listed issuer's affairs. All directors should also have access to the advice and services of the company secretary to ensure that board procedures, and all applicable law, rules and regulations, are followed.

While the Exchange does not prescribe a maximum number of company secretary appointments and will assess each situation based on its individual facts and circumstances, reference may be made to guidance published by The Hong Kong Chartered Governance Institute (the **HKCGI**). As a matter of good practice, the HKCGI recommends that its members should not hold more than nine named company secretary appointments for listed issuers without satisfying the disclosure requirements set out in its guidelines¹.

¹ The Company Secretarial Appointment Guidelines published by HKCGI in January 2026.

The Exchange's Corporate Governance Guide for Boards and Directors also sets out the role and functions expected of a company secretary, and that the issuer has the obligation to ensure its company secretary has the resources to closely follow the issuer's daily affairs so as to perform his or her duties properly. Where the Exchange enquires on the capability of a company secretary serving multiple listed issuers concurrently, the listed issuer must demonstrate to the Exchange that, notwithstanding the multiple appointments, the company secretary is able to devote sufficient time and attention to the issuer's governance and compliance affairs, and is able to discharge all requisite duties and responsibilities required under the applicable laws, rules and regulations.

For the avoidance of doubt, the above applies equally to company secretaries appointments to potential listing applicants and appointments to listed issuers.

*MB Rules 3.28 and App C1 – CP C.6.1
GEM Rules 5.14 and App C1 – CP C.6.1
First released: February 2026*

Useful resources

98. Where may listed issuers find more resources and guidance to help them with corporate governance practice?

Listed issuers may refer to the following resources:

- The [Corporate Governance Guide for Boards and Directors](#) issued by HKEX, as amended from time to time;
- The Exchange's [Corporate Governance Practices](#), a one-stop platform that includes highlights on essential aspects of corporate governance, trainings / guidance and publications issued by HKEX as well as external reference materials;
- The Exchange's [Board Diversity Hub](#), which contains guidance and data on board diversity; and
- The Exchange's [INED Corner](#), which provides focused, practical guidance for INEDs.

*MB Rule N/A
GEM Rule N/A
First released: December 2011; last updated: May 2025*

Implementation of 2024 Amendments

- 109.** The effective date of the amendments to the Rules and the Corporate Governance Code adopted in the “Consultation Conclusions on Review of Corporate Governance Code and Related Listing Rules” published in December 2024 (2024 Amendments) is 1 July 2025. When are listed issuers required to report their compliance against the 2024 Amendments?

Listed issuers are required to report their compliance against the 2024 Amendments in their corporate governance reports (**CG Report**) published in respect of financial years commencing on or after 1 July 2025. This would include, for example, compliance with MB Rule 13.92(1) / GEM Rule 17.104(1) (workforce diversity policy) and MB Rule 3.27B / GEM Rule 5.36B (terms of reference for the nomination committee), which are connected to certain mandatory disclosure requirements and/or code provisions in the Corporate Governance Code.

By way of illustration:

Listed issuer	First CG Report on 2024 Amendments
Listed issuer with a 31 December financial year-end	CG Report for reporting period covering 1 January 2026 to 31 December 2026
Listed issuer with a 30 June financial year-end	CG Report for reporting period covering 1 July 2025 to 30 June 2026

Listed issuers are encouraged to comply with the 2024 Amendments as early as possible in the spirit of good corporate governance.

MB App C1
GEM App C1
First released: May 2025

- 1140.** The 2024 Amendments include an obligation for listed issuers to immediately publish an announcement if they are unable to meet the board gender diversity requirement or if they are unable to set up the mandatory board committees. If a listed issuer fails to meet such requirement(s) after 1 July 2025, when should the listed issuer publish an announcement?

This obligation is described in relevant FAQs published by the Exchange, and this obligation will continue after the codification of the requirements into the Listing Rules via the 2024 Amendments. Therefore, the listed issuer should immediately publish the relevant announcement upon failing to meet such requirement(s).

MB Rules 3.23, 3.27, 3.27C and 13.92(2)
GEM Rules 5.33, 5.36, 5.36C and 17.104(2)
First released: May 2025