Part B Consultation Questions

Please indicate your preference by checking the appropriate boxes. Please reply to the questions below on the proposed change discussed in the Consultation Paper downloadable from the HKEx website at: http://www.hkex.com.hk/eng/newsconsul/mktconsul/documents/cp2010124.pdf.

Where there is insufficient space provided for your comments, please attach additional pages.

CHAPTER 1: INTRODUCTION

Plain Writing Amendments

Question 1. Do you have any comments on the plainer writing amendments? Do you consider any part(s) of the plainer writing amendments will have unintended consequences?



Please give reasons for your views.

CHAPTER 2: PROPOSED SUBSTANTIVE AMENDMENTS

PART I: DIRECTORS

1. Directors' Duties and Time Commitments

Question 2. Do you agree with our proposed change to Rule 3.08 to clarify the responsibilities the Exchange expects of directors?



Please give reasons for your views.

Questic	on 3.	Do you agree with our proposed addition of the Note to Rule 3.08 referring to the guidance issued by the Companies Registry and HKIOD?
		Yes
		No
	Please	give reasons for your views.
Questic	on 4.	Do you agree to include a new duty (CP A.5.2(e)) in the nomination committee's written terms of reference that it should regularly review the time required from a director to perform his responsibilities to the issuer, and whether he is meeting that requirement?
		Yes
		No
	Please	give reasons for your views.
Questic	on 5.	Do you agree to include a new duty (CP A.5.2(f)) in the nomination committee's written terms of reference that it should review NEDs' annual confirmation that they have spent sufficient time on the issuer's business?
	W.	Yes
		No
	Please	give reasons for your views.

Questi	on 6.	Do you agree to include a disclosure requirement in the Corporate Governance Report (paragraph L(d)(ii) of Appendix 14) that NEDs have made annual confirmation to the nomination committee that they have spent sufficient time on the issuer's business?
	H	Yes
		No
	Please	give reasons for your views.
	:	
Questi	on 7.	Do you agree to expanding CP A.5.3(re-numbered CP A.6.3) to state that a director should limit his other professional commitments and acknowledge to the issuer that he will have sufficient time to meet his obligations?
		Yes
•		No
	Please	give reasons for your views.
Questi	on 8.	Do you agree to expanding CP A.5.3 (re-numbered CP A.6.3) to state that an NED should confirm annually to the nomination committee that he has spent sufficient time on the issuer's business?
		Yes
		No .
	Please	give reasons for your views.

Questio	n 9.	Do you agree to upgrading RBP D.1.4 to a CP (re-numbered CP D.1.4) and amending it to state that an NED's letter of appointment should set out the expected time commitment?
		X es
	D/	No
	Please	give reasons for your views.
Questio	on 10.	Do you agree to upgrading RBP A.5.6 to a CP (re-numbered CP A.6.6) and to amending it to encourage timeliness of disclosure by a director to the issuer on any change to his significant commitments?
		Yes
		No
	Please	give reasons for your views.
Questic	on 11.	Do you consider that there should be a limit on the number of INED positions an individual may hold?
		Yes
•		No
	Please	give reasons for your views.
Questic	on 12.	If your answer to Question 11 is "yes", what should be the number? Please give reasons for your views.

Question 13.		If your answer to Question 11 is "yes", do you think that it should be a Rule or a CP?				
		Rule				
		СР				
	Please give reasons for your views.					
2.	Direct	ors' Training and Independent Non-executive Directors				
Questi	on 14.	Do you agree that we should upgrade RBP A.5.5 (requirement for continuous professional development) to a CP (re-numbered CP A.6.5)?				
		Yes				
		No				
	Please	give reasons for your views.				
Questi	on 15.	Do you agree that the minimum number of hours of directors training should be eight?				
		Yes				
		No				
	Please	give reasons for your views.				
Questio	on 16.	What training methods do you consider to be acceptable for the requirements stated in the proposed CP (re-numbered RBP A.6.5)? Please give reasons for your views.				

Question 17.	Do you agree that we should upgrade RBP A.3.2 (at least one-third of an issuer's board should be INEDs) to a Rule (re-numbered Rule 3.10A)?
	Yes
	No
Please	give reasons for your views.
Question 18.	Do you agree that this Rule (at least one-third of an issuer's board should be INEDs) be effective after a transitional period as described in paragraph 87 of the Consultation Paper?
	Yes
	No
Please	give reasons for your views.
Question 19.	Do you agree that we should upgrade RBP A.4.3 (shareholder to vote on a separate resolution for the further employment of an INED who has served more than nine years) to a CP (re-numbered CP A.4.3)?
	/Yes
	No
Please	give reasons for your views.
<u> </u>	

Question 20.		Do you agree with our proposal to upgrade RBP A.4.8 (issuer should include explanation of its reasons for election and independence of an INED in a circular) to a CP (re-numbered CP A.5.5)?			
		Yes			
		No			
	Please give reasons for your views.				
3.	Board	Committees			
A.	Remu	neration Committee			
Questi	on 21.	Do you agree with our proposal to move the requirement for issuers to establish a remuneration committee with a majority of INED members from the Code (CP B.1.1) to the Rules (Rule 3.25)?			
		Yes			
		No			
	Please	give reasons for your views.			
	,				
Questi	on 22.	Do you agree with our proposal that the remuneration committee must be chaired by an INED?			
		Yes			
	N	No			
	Please	give reasons for your views.			
Questi	on 23.	Do you agree with our proposal to move the requirement for issuers to have written terms of reference for the remuneration committee from the Code (CP B.1.1) to the Rules (Rule 3.26)?			

	/		
	Ш	Yes	
		No	
	Please	give reasons for your views.	
·			
Quest	ion 24.	Do you agree with our proposal to add a new Rule (Rule 3.27) requiring issuer to make an announcement if it fails to meet the requirements proposed Rules 3.25, 3.26 and 3.27?	
		Yes	
		No	
	Please	give reasons for your views.	
Quest	ion 25.	Do you agree with our proposal that issuers that fail to meet Rules 3.25, 3. and 3.27 should have three months to rectify this?	26
ſ		Yes	
7		No	
Quest	ion 26.	Do you agree that we should add "independent" to the professional advimade available to a remuneration committee (CP B.1.2, re-numbered B.1.1)?	
		Yes	
		No	
	Please	e give reasons for your views.	
	1		

Question 27	Do you agree that, in order to accommodate Model B, we should revise CP B.1.3 (re-numbered CP B.1.2) as described in paragraph 117 of the Consultation Paper?
	Yes
	No
Plea	se give reasons for your views.
Question 28	. (i) Do you agree that where the board resolves to approve any remuneration with which the remuneration committee disagrees, the board should disclose the reasons for its resolution in its corporate governance report)? (ii) If your answer is "yes", do you agree that RBP B.1.8 should be revised and upgraded to a CP (re-numbered CP B.1.6).
(i)	Yes Yo
(ii)	Yes No
Plea	se give reasons for your views.
	·
Question 29	Do you agree that the term "performance-based" should be deleted from CP B.1.2(c) (re-numbered CP B.1.2(b)) and revised as described in paragraph 118 of the Consultation Paper?
	Yes
150 (26) 152 (6) 802 (5)	No
Plea	se give reasons for your views.

В.	Nomination	Committee
D .	1 TOMINIACION	COMMITTICO

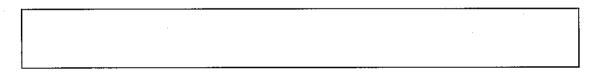
Question 30. Do you agree that RBP A.4.4 (establishment and composition of a nomination committee, re-numbered CP A.5.1) should be upgraded to a CP?

Yes No		
Please give reasons for your views.	· · ·	
		·

Question 31. Do you agree that the proposed CP (currently RBP A.4.4) should state that the nomination committee's chairman should be an INED?



Please give reasons for your views.



Question 32. Do you agree that RBP A.4.5 (nomination committee's terms of reference, renumbered CP A.5.2) should be upgraded to a CP?



Please give reasons for your views.

Questic	ш ээ.	the nomination committee's review of the structure, size and composition of the board should be performed at least once a year?
		Y és
	9	No
	Please	give reasons for your views.
Questio	on 34.	Do you agree that the proposed CP (currently RBP A.4.5(a)) should state that the nomination committee's review of the structure, size and composition of the board should implement the issuer's corporate strategy?
		Yes
	o de la companya de l	No .
	Please	give reasons for your views.
Questio	on 35.	Do you agree that RBP A.4.6 (availability of nomination committee's terms of reference) should be upgraded to a CP?
		Yes
		No
	Please	give reasons for your views.
ı	·	·

Question	n 36.	Do you agree that the proposed CP (currently RBP A.4.6, re-numbered CP A.5.3) should state that issuers should include their nomination committee's terms of reference on the HKEx website?
		Yes
I		No
ļ	Please	give reasons for your views.
Questio	n 37.	Do you agree that RBP A.4.7 (sufficient resources for the nomination committee, re-numbered CP A.5.4) should be upgraded to a CP?
	U /	Yes
Try married (No
.]	Please	give reasons for your views.
Questio	n 38.	Do you agree that the proposed CP (currently RBP A.4.7, re-numbered CP A.5.4) should clarify that a nomination committee should be able to seek independent professional advice at the issuer's expense?
į		Yes
ļ		No
.]	Please	give reasons for your views.
L		

C.	Corpo	rate Governance Committee
Questi	on 39.	Do you agree with the proposed terms of reference listed in paragraph 141 of the Consultation Paper?
		Xes
		No
	Please	give reasons and alternative suggestions.
Questi	on 40.	Do you consider that the committee(s) performing the proposed duties listed in paragraph 141 of the Consultation Paper should submit to the board a written report on its work annually?
		yes .
		No
	Please	give reasons for your views.
Questi	on 41.	Do you consider that this report (as described in paragraph 140 of the Consultation Paper) should be published as part of the issuer's corporate governance report?
		Yes
		No
	Please	give reasons for your views

Question 42.		Do you agree with introducing RBP D.3.3 stating that an issuer should establish a corporate governance committee?
		Yes
		No
	Please	give reasons for your views.
Questic	on 43.	Do you agree the duties of an existing committee or committees can be expanded to include those of a corporate governance committee?
		Yes
		No
	Please	give reasons for your views.
Questi	on 44.	Do you agree with the addition of CP D.3.2 stating that the committee performing the proposed duties listed in paragraph 141 of the Consultation Paper should comprise a majority of INEDs?
		Yes
		No
	Please	give reasons for your views.
		· · · · · · · · · · · · · · · · · · ·
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Questi	on 45.	Do you agree with the proposal to add a note to CP D.3.2 stating that the committee should include one member who is an executive director or non-executive director with sufficient knowledge of the issuer's day-to-day operations?
	M	Yes
		No
	Please	give reasons for your views.
D.	Audit	committee
Questi	on 46.	Do you agree with our proposal to upgrade RBP C.3.7 (audit committee's terms of reference should include arrangements for employees to raise concerns about improprieties in financial reporting) to a CP?
		Yes
		No
	Please	give reasons for your views.
Questi	on 47.	Do you agree with our proposal to amend CP C.3.3(e)(i) to state that the audit committee should meet the external auditor at least twice a year?
		Yes
		No
	Please	give reasons for your views.

Questic	on 48.	Do you agree that a new RBP should be introduced to encourage audit committees to establish a whistleblowing policy?
	14	Yes
		No
	Please	give reasons for your views.
4.	Remu	neration of Directors, CEO and Senior Management
Questio	on 49.	Do you agree with our proposal that issuers should disclose senior management remuneration by band (Appendix 16, new paragraph 25A)?
		Yes
	H	No
	Please	give reasons for your views.
Questi	on 50.	If your answer to Question 49 is yes, do you agree with our proposal that senior management remuneration disclosure should include sales commission?
		Yes
	Y	No
	Please	give reasons for your views.

Questi	on 51.	Do you agree with our proposal to amend Appendix 16 to require an issuer to disclose the CEO's remuneration in its annual report and by name?
		Yes
		No
	Please	give reasons for your views.
Questi	on 52.	Do you agree with our proposal to upgrade RBP B.1.6 to a CP (a significant proportion of executive directors' remuneration should be structured so as to link rewards to corporate and individual performance, re-numbered CP B.1.5)?
		Xes
		No
	Please	give reasons for your views.
5.	Board	Evaluation
Questi	on 53.	Do you agree with our proposal to add new RBP B.1.8 that issuers should conduct a regular evaluation of its own and individual directors' performance?
		Yes
		No
	Please	give reasons for your views.

6. Board Meetings

A.		lering a matter where there is a conflict of interest by a physical board meeting than a written board resolution
Questi	on 54.	Do you agree that, except for plain language amendments, the wording of CP A.1.8 (re-numbered CP A.1.7) should be retained (issuers to hold a board meeting to discuss resolutions on a material matter where a substantial directors or a director has a conflict of interest)?
	M	Yes
		No
	Please	give reasons for your views.
•		
Questi	on 55.	Do you agree with our proposals to add a note to CP A.1.8 (re-numbered CP A.1.7) stating that attendance at board meetings can be achieved by telephonic or video conferencing?
		Yes
		No
	Please	give reasons for your views.
В.	Direct	ors' Attendance at Board Meetings
Questi	on 56.	Do you agree with our proposal to add the notes to paragraph I(c) of Appendix 14 (on attendance at board meetings) as described in paragraph 195 of the Consultation Paper?
		Yes
		No
	Please	give reasons for your views.

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7. Chairman and Chief Executive Officer

Question 60.	Do you agree with our proposal to remove the words "at the board level" from Code Principle A.2 to clarify the division between management of the board and day-to-day management of an issuer's business?
	Yes
	No
Please	e give reasons for your views.
Question 61.	Do you agree with our proposal to amend CP A.2.3 to add "accurate" and "clear" to describe the information that the chairman should ensure directors receive?
	Xes
	No
Please	e give reasons for your views.
Question 62.	Do you agree with our proposal to upgrade RBP A.2.4 to a CP to give greater emphasis to the chairman's duty to provide leadership for the board, to ensure that the board works effectively and discharges its responsibilities, etc.?
	Yes
165	No
Please	e give reasons for your views.
<u> </u>	

Question 63.	Do you agree with our proposal to upgrade RBP A.2.5 to a CP and amend it to state: "The chairman should take primary responsibility for ensuring that good corporate governance practices and procedures are established"?
	Yes
5000 5000	No
Please	give reasons for your views.
Question 64.	Do you agree with our proposal to upgrade RBP A.2.6 to a CP to emphasise the chairman's responsibility to encourage directors with different views to voice their concerns, allow sufficient time for discussion of issues and build consensus?
	Yes
	No
Please	give reasons for your views.
Question 65.	Do you agree with our proposal to upgrade RBP A.2.7 to a CP and amend it to state that the chairman should hold separate meetings with only INEDs and only NEDs at least once a year?
	Yes
110 to 2 21 (2) 1 24 (2) 1	No
Please	give reasons for your views.

Questio	on 66.	chairman's role to ensure effective communication between the board and shareholders?
		Yes
		No .
	Please	give reasons for your views.
Questi	on 67.	Do you agree with our proposal to upgrade RBP A.2.9 to a CP to emphasise the chairman's role to enable NED contributions and constructive relations between EDs and NEDs?
		Yes
		No
	Please	give reasons for your views.
8.	Notify	ring directorship change and disclosure of directors' information
Questi	on 68.	Do you agree that we should amend Rule 13.51(2) to require issuers to disclose the retirement or removal of a director or supervisor?
		Yes
		No
	Please	give reasons for your views.

Question 69.		Do you agree that we should amend Rule 13.51(2) to apply to the appointment, resignation, re-designation, retirement or removal of a CEO (and not only to a director or supervisor)?
		<i>Y</i> es
		No
	Please	give reasons for your views.
Questic	on 70.	Do you agree that we should amend Rule 13.51(2)(o) to cover all civil judgments of fraud, breach of duty or other misconduct involving dishonesty?
		Y és
		No
	Please	give reasons for your views.
Questio	on 71.	Do you agree that we should amend Rule 13.51B(3)(c) to clarify that the sanctions referred to in that Rule are those made against the issuer (and not those of other issuers)?
		Yes
	ilisida 11.380	No
	Please	give reasons for your views.

Questi	on 72.	Do you agree with our proposal to upgrade RBP A.3.3 to a CP to ensure that directors' information is published on an issuer's website?
		X es
	M	No
	Please	give reasons for your views.
Questi	on 73.	Do you agree with our proposed amendment to the CP (RBP A.3.3 upgraded) that directors' information should also be published on the HKEx website?
		Хеs
		No
	Please	give reasons for your views.
9.	Provi	ding Management Accounts or Management Updates to the Board
Questi	on 74.	Do you agree that we should add CP C.1.2 stating issuers should provide board members with monthly updates as described in paragraph 240 of the Consultation Paper?
		Yes
		No
	Please	give reasons for your views.
	<u> </u>	· · · · · · · · · · · · · · · · · · ·

10.		's Subsidiaries
Questi	on 75.	Do you agree with the proposed amendment to Rule 13.25A(2)(a)(viii) and (ix) removing the need for issuers to publish a Next Day Disclosure Return following the exercise of options for shares in the issuer by a director of a subsidiary?
		Yes
	2125 2125 2137 2137	No
	Please	give reasons for your views.
Questi	on 76.	Do you agree with the proposed amendment to Rule 13.25A(2)(b)(i) and (ii) to require issuers to publish a Next Day Disclosure only if options for shares in the issuer exercised by a director of its subsidiary or subsidiaries results in a change of 5% or more (individually or when aggregated with other events) of the issuer's share capital since its last Monthly Return?
		Yes
		No
	Please	give reasons for your views.
11.	Disclor Value	sing Long Term Basis on which an Issuer Generates or Preserves Business
Questi	on 77.	Do you agree that we should introduce the proposed CP (CP C.1.4) as described in paragraph 250 of the Consultation Paper?
		Xes
		No
	Please	give reasons for your views.

Questi	on 78.	Do you agree with our proposal to upgrade RBP A.1.9 (issuers should arrange appropriate insurance for directors) to a CP (re-numbered CP A.1.8)?
		Yes
		No
	Please	give reasons for your views.
Questi	on 79.	Do you agree with our proposal to add the words "adequate and general" to /RBP A.1.9 (upgraded and re-numbered CP A.1.8)?
		Yes
		No
	Please	give reasons for your views.
PART	II: SH	AREHOLDERS
1.	Share	holders' General Meetings
A.	Notice	e of Meeting and Bundling of Resolutions
Questi	on 80.	Do you agree with our proposal to amend CP E.1.1 to state that issuers should avoid "bundling" of resolutions and where they are "bundled" explain the reasons and material implications in the notice of meeting?
		Yes
	175 100	No
	Please	give reasons for your views.

12.

Directors' Insurance

B.	Voting	by Poll
Questi	on 81.	Do you agree with our proposal to amend Rule 13.39(4) to allow a chairman at a general meeting to exempt procedural and administrative matters described in paragraph 274 of the Consultation Paper from voting by poll?
		Yes
		No
	Please	give reasons for your views.
Questi	on 82.	Do you agree with the examples of procedural and administrative resolutions in paragraph 275 of the Consultation paper? Do you have any other examples to add?
		Yes
		No
	Please	give reasons for your views.
Questi	on 83.	Do you agree that our proposed amendments to Rule 13.39(5) clarify disclosure in poll results?
		Yes
		No
	Please	give reasons for your views.
		<u></u>

Questio	on 84.	Do you agree with our proposal to amend CP E.2.1 to remove the words "at the commencement of the meeting" so that an issuer's chairman can explain the procedures for conducting a poll later during a general meeting?		
		Yes		
		No		
	Please	give reasons for your views.		
C.	Shareh	olders' Approval to Appoint and Remove an Auditor		
Questic	on 85.	Do you agree with our proposal to add new Rule 13.88 to require shareholder approval to appoint the issuer's auditor?		
		Yes		
	ď	No		
	Please	give reasons for your views.		
Questio	on 86.	Do you agree with our proposal-to add, in new Rule 13.88, a requirement for shareholder approval to remove the issuer's auditor before the end of his term of office?		
		Yes		
		No		
	Please	give reasons for your views.		
		····		

Question 87.		Do you agree that the new Rule 13.88 should require a circular for the removal of the auditor to shareholders containing any written representation from the auditor and allow the auditor to make written and/or verbal representation at the general meeting to remove him?		
		Yes		
		No		
	Please	give reasons for your views.		
D.	Directo	ors' Attendance at Meetings		
Questi	on 88.	Do you agree with our proposal to upgrade RBP A.5.7 (NEDs' attendance at meetings) to a CP (re-numbered CP A.6.7)?		
		Yes		
		No		
	Please	give reasons for your views.		
Questi	on 89.	Do you agree with our proposal to upgrade RBP A.5.8 (NEDs should make a positive contribution to the development of the issuer's strategy and policies) to a CP (re-numbered CP A.6.8)?		
	2 2 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3	Yes		
		No		
	Please	give reasons for your views.		

Question 90.		Do you agree with our proposal to introduce a new mandatory disclosure provision in Appendix 23 (re-numbered paragraph I(c) of Appendix 14) stating that issuer must disclose details of attendance at general meetings of each director by name?
		Yes
		No
	Please	give reasons for your views.
Questio	on 91.	Do you agree with our proposal that CP E.1.2 state the issuer's chairman should arrange for the chairman of "any other committees" to attend the annual general meeting?
-		Yes
		No
	Please	give reasons for your views.
E.	Audito	or's Attendance at Annual General Meetings
Questio	on 92.	Do you agree with our proposal that CP E.1.2 state that the chairman should arrange for the auditor to attend the issuer's annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor independence?
		Yes
		No
	Please	give reasons for your views.

2.	Shareho	older	's' Ri	ights
Que	estion 93.	Do	you	agre

on 93.	Do you agree with our proposal to upgrade the recommended disclosure of "shareholders' rights" under paragraph 3 (b) of Appendix 23 to mandatory disclosure (re-numbered paragraph O of Appendix 14)?
	Yes
71 2	No
Please	give reasons for your views.
Comm	nunication with Shareholders
Establi	ishing a Communication Policy
on 94.	Do you agree with our proposed new CP E.1.4 stating that issuers should establish a shareholder communication policy?
	Yes
	No
Please	give reasons for your views.
Publis	hing Constitutional Documents on Website
on 95.	Do you agree with our proposal to add a new Rule 13.90 requiring issuers to publish an updated and consolidated version of their M & A or constitutional documents on their own website and the HKEx website?
	Yes
12.52. 12.52. 12.12.	No
Please	give reasons for your views.
	Please Please Publish on 95.

C.	Publisl	ning Procedures for Election of Directors
Questio	on 96.	Do you agree with our proposal to add a new Rule 13.51D requiring an issuer to publish the procedures for shareholders to propose a person for election as a director on its website?
		Yes
	Image: selection of the selec	No .
	Please	give reasons for your views.
D. D	isclosii	ng Significant Changes to Constitutional Documents
Questi	on 97.	Do you agree with our proposal to upgrade the recommended disclosure of any significant change in the issuer's articles of association under paragraph 3(c)(i) of Appendix 23 to mandatory disclosure (re-numbered paragraph P(a) of Appendix 14)?
		Xes .
		No
	Please	give reasons for your views.
PART	III: C	OMPANY SECRETARY
1.	Comp	any Secretary's Qualifications, Experience and Training
Questi	on 98.	Do you agree with our proposal to introduce a new Rule 3.28 on requirements for company secretaries' qualifications and experience?
		Yes
		No
	Please	give reasons for your views.

Question 99.	Do you agree that the Exchange should consider as acceptable the list of qualifications for company secretaries set out in paragraph 345 of the Consultation Paper?
	Yes
20 kg	No
Please	give reasons for your views.
Question 100.	Do you agree that the Exchange should consider the list of items set out in paragraph 346 of the Consultation Paper when deciding whether a person has the relevant experience to perform company secretary functions?
	Yes
	No
Please	give reasons for your views.
Question 101.	Do you agree with our proposal to remove the requirement for company secretaries to be ordinarily resident in Hong Kong?
	Yes
	No
Please	give reasons for your views.

Questic	on 102.	Do you agree with our proposal to repeal Rule 19A.16 so that Mainland issuers' company secretaries would need to meet the same requirements as for other countries?
		Yes
	2000	No
	Please	give reasons for your views.
Questic	on 103.	Do you agree with our proposal to add a Rule 3.29 requiring company secretaries to attend 15 hours of professional training per financial year?
		Yes
		No
	Please	give reasons for your views.
Questio	on 104.	Do you agree with the proposed transitional arrangement on compliance with Kule 3.29 in paragraph 350 of the Consultation Paper?
		Yes
		No
	Please	give reasons for your views.

2. New Section in Code on Company Secretary

Questi	on 105.	Do you agree with our proposal to include a new section of the Code on company secretary?
		Yes
		No
	Please	give reasons for your views.
Questic	on 106.	Do you agree with the proposed principle as described in paragraph 362 of the Consultation Paper and set out in full in page 27 of Appendix II?
		Yes
		No .
	Please	give reasons for your views.
Questio	on 107.	Do you agree with our proposed CP F.1.1 stating the company secretary should be an employee of the issuer and have knowledge of the issuer's day-to-day affairs?
		Yes
		No
	Please	give reasons for your views.

Questio	on 108.	Do you agree with our proposal described in paragraph 364 of the Consultation Paper, that if an issuer employs an external service provider, it should disclose the identity of its issuer contact person?
		Yes
		No
	Please	give reasons for your views.
Questio	on 109.	Do you agree with our proposed CP F.1.2 stating that the selection, appointment or dismissal of the company secretary should be the subject of a board decision?
		Yes
		No
	Please	give reasons for your views.
Questi	on 110.	Do you agree with our proposed note to CP F.1.2 stating that the board decision to select, appoint or dismiss the company secretary should be made at physical board meeting and not dealt with by written board resolution?
	É	Yes
		No
	Please	give reasons for your views.

Questi	on 111	. Do you agree with our proposal to add CP F.1.3 stating that the company secretary should report to the Chairman or CEO?		
		Yes		
		No		
Please give reasons for your views.				
Question 112. Do you agree with our proposal to add CP F.1.5 stating that the company secretary should maintain a record of directors training?				
		Yes		
		No		
	Please	give reasons for your views.		
СНАР	PTER 3	8: PROPOSED NON-SUBSTANTIVE AMENDMENTS		
1.	Defin	ition of "Announcement" and "Announce"		
Questi		Do you agree with our proposal to include a definition in the Rules for the terms "announcement" and "announce" as described in paragraph 371 of the Consultation Paper?		
		Yes		
		No		
	Please	give reasons for your views.		
	-			

Question 114. Do you agree with our proposal to amend Rule 3.06(1) to add a reference to authorised representatives "mobile and other telephone numbers, email and correspondence addresses" and "any other contract details prescribed by the Exchange may prescribe from time to time"? No Please give reasons for your views. Merging Corporate Governance Report Requirements into Appendix 14 3. Question 115. Do you agree with our proposal to merge Appendix 23 into Appendix 14 for ease of reference?

M NC) ·					
Please give reasons for your views.						
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Question 116. Do you agree with our proposal to streamline Appendix 23 and to make plain 1anguage amendments to it? Yes



Please give reasons for your views.

