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 **HKE**x 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 Writin	g Amendments
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Plain	Writin	g Amendments
Questi	on 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?
		Yes
		No
	Please	e give reasons for your views.
		2: PROPOSED SUBSTANTIVE AMENDMENTS RECTORS
1.	Direc	tors' Duties and Time Commitments
Questi	on 2.	Do you agree with our proposed change to Rule 3.08 to clarify the responsibilities the Exchange expects of directors?
		Yes
	\boxtimes	No
	Please	e give reasons for your views.
		n a person takes up the position of a director, he is already subject to the Hong glaw to act and perform his fiduciary duties. The various proposed

confirmation in this section is not necessary.

Question 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	e give reasons for your views.
Question 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
\boxtimes	No
Please	e give reasons for your views.
Question 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?
	Yes
\boxtimes	No
Please	e give reasons for your views.

Questio	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?
		Yes
	\boxtimes	No
	Please	give reasons for your views.
Questio	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
	\boxtimes	No
	Please	give reasons for your views.
Questio	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
	\boxtimes	No
	Please	give reasons for your views.

Questio	on 9.	amending it to state that an NED's letter of appointment should set out the expected time commitment?
		Yes
	\boxtimes	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
	\boxtimes	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
	\boxtimes	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.

Quest	ion 13.	a CP?
		Rule
		СР
	Please	give reasons for your views.
2.	Direct	tors' Training and Independent Non-executive Directors
Quest	ion 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
	\boxtimes	No
	Please	give reasons for your views.
Quest	ion 15.	Do you agree that the minimum number of hours of directors training should be eight?
		Yes
	\boxtimes	No
	Please	give reasons for your views.
Quest	ion 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
\boxtimes	No
Ple	ease 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
	l No
Ple	ease 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
\boxtimes	No
Ple	ease give reasons for your views.
we Co	INED who has served more than nine years does not necessarily mean that he ould become not independent. On the contrary, he would be an asset to the ompany as he would have familiarised with various operations of the Company and ould be able to give valuable contributions.

Questio	on 20.	n 20. Do you agree with our proposal to upgrade RBP A.4.8 (issuer should inclu explanation of its reasons for election and independence of an INED in circular) to a CP (re-numbered CP A.5.5)?		
		Yes		
	\boxtimes	No		
	Please	give reasons for your views.		
3.	Board	Committees		
A.	Remur	neration Committee		
Questio	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)?		
	\boxtimes	Yes		
		No		
	Please	give reasons for your views.		
Questio	on 22.	Do you agree with our proposal that the remuneration committee must be chaired by an INED?		
	\boxtimes	Yes		
		No		
	Please	give reasons for your views.		

Question 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)?

\boxtimes	Yes
	No
Plea	se give reasons for your views.
Question 24	4. Do you agree with our proposal to add a new Rule (Rule 3.27) requiring an issuer to make an announcement if it fails to meet the requirements of proposed Rules 3.25, 3.26 and 3.27?
	Yes
\boxtimes	No
Plea	se give reasons for your views.
Dis	closure of Non-compliance in annual report is suffice.
Question 25	5. Do you agree with our proposal that issuers that fail to meet Rules 3.25, 3.26 and 3.27 should have three months to rectify this?
	Yes
	No
Question 26	5. Do you agree that we should add "independent" to the professional advice made available to a remuneration committee (CP B.1.2, re-numbered CP B.1.1)?
	Yes
	No
Plea	se give reasons for your views.

Questio	on 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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
Question	on 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 No
	(ii)	Yes No
	Please	give reasons for your views.
Questio	on 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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.

B.	Nomination Committee	
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
	\boxtimes	No
	Please	give reasons for your views.
Questi	on 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?
		Yes
		No
	Please	give reasons for your views.
Questi	on 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?
		Yes
		No
	Please	give reasons for your views.

Questi	on 33.	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 be performed at least once a year?
		Yes
		No
	Please	give reasons for your views.
Questi	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
		No
	Please	give reasons for your views.
Questi	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.

	Question 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?
Please give reasons for your views. Question 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? Yes No Please give reasons for your views. Question 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? Yes No		Yes
Question 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? Yes No Please give reasons for your views. Question 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? Yes No		No
Committee, re-numbered CP A.5.4) should be upgraded to a CP? Yes No Please give reasons for your views. Question 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? Yes No	Pleas	e give reasons for your views.
Committee, re-numbered CP A.5.4) should be upgraded to a CP? Yes No Please give reasons for your views. Question 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? Yes No		
Please give reasons for your views. Question 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? Yes No	Question 37.	
Please give reasons for your views. Question 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? Yes No		Yes
Question 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? Yes No		No
A.5.4) should clarify that a nomination committee should be able to seek independent professional advice at the issuer's expense? Yes No	Pleas	e give reasons for your views.
A.5.4) should clarify that a nomination committee should be able to seek independent professional advice at the issuer's expense? Yes No		
□ No	Question 38.	A.5.4) should clarify that a nomination committee should be able to seek
_		Yes
Please give reasons for your views.		No
	Pleas	e give reasons for your views.

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?
		Yes
	\boxtimes	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
	\boxtimes	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
	\boxtimes	No
	Please	give reasons for your views.

Questi	on 42.	Do you agree with introducing RBP D.3.3 stating that an issuer should establish a corporate governance committee?
		Yes
	\boxtimes	No
	Please	give reasons for your views.
Questi	on 43.	Do you agree the duties of an existing committee or committees can be expanded to include those of a corporate governance committee?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
Questio	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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.

Questio	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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
D.	Audit	committee
Questio	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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
Questio	n 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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.

Questi	on 48.	Do you agree that a new RBP should be introduced to encourage audit committees to establish a whistleblowing policy?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
4.	Remu	neration of Directors, CEO and Senior Management
Questi	on 49.	Do you agree with our proposal that issuers should disclose senior management remuneration by band (Appendix 16, new paragraph 25A)?
		Yes
	\boxtimes	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
		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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
Questio	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)?
		Yes
	\boxtimes	No
	Please	give reasons for your views.
5.	Board	Evaluation
Questio	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
	\boxtimes	No
	Please	give reasons for your views.

6.	Board Meetings
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A.		dering 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)?
		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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
B.	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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.

Questio	on 5 / .	to Appendix 14) that attendance by an alternate should not be counted as attendance by the director himself?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
Questio	on 58.	Do you agree with our proposal that an issuer disclose, for each named director, the number of board or committee meetings he attended and separately the number of board or committee meetings attended by his alternate?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
	Remov an Inte	ving Five Percent Threshold for Voting on a Resolution in which a Director has rest
Questio	on 59.	Do you agree with our proposal to revise Rule 13.44 to remove the exemption described in paragraph 199 (transactions where a director has an interest)?
		Yes
	\boxtimes	No
	Please	give reasons for your views.

7. Chairman and Chief Executive Officer

Questio	on 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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
Questio	on 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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
Questio	on 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.?
	\boxtimes	Yes
		No
	Please	give reasons for your views.

Question	1 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
	\boxtimes	No
P	Please	give reasons for your views.
Question	1 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?
	$\overline{\times}$	Yes
		No
P	Please	give reasons for your views.
Question	n 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
	\leq	No
P	Please	give reasons for your views.

Questio	on 66.	Do you agree with our proposal to upgrade RBP A.2.8 to a CP to highlight the chairman's role to ensure effective communication between the board and shareholders?
		Yes
	\boxtimes	No
	Please	give reasons for your views.
Questio	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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
8.	Notify	ing directorship change and disclosure of directors' information
Questio	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)?
	Yes
	No
Please	e give reasons for your views.
Question 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?
\bowtie	Yes
	No
Please	e give reasons for your views.
Question 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
	No
Please	e give reasons for your views.

Questi	on /2.	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?
	\boxtimes	Yes
		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?
		Yes
		No
	Please	give reasons for your views.
9.	Provid	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
	\boxtimes	No
	Please	give reasons for your views.

10.		Day Disclosure for a Director Exercising an Option in the Issuer or the '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?
	\boxtimes	Yes
		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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
11.	Disclo 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?
		Yes
	\boxtimes	No
	Please	give reasons for your views.

12.	Directors' Insurance	
Questio	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)?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
Questio	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)?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
PART	II: SH	AREHOLDERS
1.	Shareholders' General Meetings	
A.	Notice	of Meeting and Bundling of Resolutions
Questio	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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.

D. VOUI	ig by Poli
Question 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?
\boxtimes	Yes
	No
Plea	se give reasons for your views.
Question 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
Plea	se give reasons for your views.
Question 83	. Do you agree that our proposed amendments to Rule 13.39(5) clarify disclosure in poll results?
	Yes
	No
Plea	se give reasons for your views.

Questi	on 84.	the commencement of the meeting" so that an issuer's chairman can explain the procedures for conducting a poll later during a general meeting?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
C.	Shareh	nolders' Approval to Appoint and Remove an Auditor
Questi	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
	\boxtimes	No
	Please	give reasons for your views.
Questi	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
	\boxtimes	No
	Please	give reasons for your views.

Questi	on 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
	\boxtimes	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)?
	\boxtimes	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)?
		Yes
	\boxtimes	No
	Please	give reasons for your views.

90.	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?
\leq	Yes
	No
lease	give reasons for your views.
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
\leq	No
lease	give reasons for your views.
udito	r's Attendance at Annual General Meetings
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?
\leq	Yes
	No
lease	give reasons for your views.
	91. lease udito 92.

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2.	Shareho	olders' Rights
Ques	tion 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)?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
3.	Comm	nunication with Shareholders
A.	Establi	shing a Communication Policy
Question 94.		Do you agree with our proposed new CP E.1.4 stating that issuers should establish a shareholder communication policy?
		Yes
	\boxtimes	No
	Please	give reasons for your views.
B.	Publisl	hing Constitutional Documents on Website
Ques	tion 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

No

Please give reasons for your views.

C.	Publishing Procedures for Election of Directors	
Question 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
		No
	Please	e give reasons for your views.
D.	Disclosi	ing Significant Changes to Constitutional Documents
Question 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)?
	\boxtimes	Yes
		No
	Please	e give reasons for your views.
PART	ГIII: C	COMPANY SECRETARY
1.	Comp	pany Secretary's Qualifications, Experience and Training
Quest	tion 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	e give reasons for your views.

Questio	on 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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
Questio	on 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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
Questio	on 101.	Do you agree with our proposal to remove the requirement for company secretaries to be ordinarily resident in Hong Kong?
		Yes
	\boxtimes	No
	Please	give reasons for your views.
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Questio	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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
Questio	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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
Questio	on 104.	Do you agree with the proposed transitional arrangement on compliance with Rule 3.29 in paragraph 350 of the Consultation Paper?
	\boxtimes	Yes
		No
	Please	give reasons for your views.

2. New Section in Code on Company Secretary

Question 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.
Question 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?
\boxtimes	Yes
	No
Please	give reasons for your views.
Question 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?
	\boxtimes	Yes
		No
Please		give reasons for your views.
Question 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?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
Question 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 a physical board meeting and not dealt with by written board resolution?
		Yes
	\boxtimes	No
	Please	give reasons for your views.

Questio	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		
	\boxtimes	No		
	Please	give reasons for your views.		
		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		
	\boxtimes	No		
	Please	give reasons for your views.		
CHAPTER 3: PROPOSED NON-SUBSTANTIVE AMENDMENTS				
1.	Defini	tion of "Announcement" and "Announce"		
Questio	on 113.	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?		
	\boxtimes	Yes		
		No		
	Please	give reasons for your views.		

2.	Autho	rised Representatives' Contact Details
Questio	on 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"?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
3.	Mergi	ng Corporate Governance Report Requirements into Appendix 14
Questio	on 115.	Do you agree with our proposal to merge Appendix 23 into Appendix 14 for ease of reference?
	\boxtimes	Yes
		No
	Please	give reasons for your views.
Questio	on 116.	Do you agree with our proposal to streamline Appendix 23 and to make plain language amendments to it?
	\boxtimes	Yes
		No
	Please	give reasons for your views.