

Part B Consultation Questions

Please indicate your preference by checking the appropriate boxes. Please reply to the questions below on the proposed changes discussed in the Consultation Paper downloadable from the HKEx website at: <http://www.hkex.com.hk/eng/newsconsul/mktconsul/Documents/cp201112.pdf>.

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

1. Should the ESG Guide be a recommended best practice appended to the Listing Rules?

Yes

No

If your answer is “No”, please give reasons and alternative views.

The guide should be limited, in its description and title, to environmental and social (ES) matters. As governance matters are dealt with within the existing Hong Kong Stock Exchange Corporate Governance Code. Accordingly, it is recommended to name the guide as ES Guide.

2. Do you agree with the proposed Main Board Listing Rule 13.91 and paragraph 53 of Appendix 16/ GEM Listing Rules 17.103 and 18.84 in Appendix I of the Consultation Paper?

Yes

No

If your answer is “No”, please give reasons and alternative views.

Content of the proposed Environmental, Social and Governance Reporting Guide

Introduction

3. Do you agree with the Introduction section?

The proposed Introduction section states:

1. This guide sets out Environmental, Social and Governance (“ESG”) subject areas, aspects, general disclosure and key performance indicators (“KPIs”).
2. This guide is not comprehensive. We encourage an issuer to identify and disclose additional ESG issues and KPIs that are relevant to its business. It may also refer to existing international ESG reporting guidance for its relevant industry or sector.
3. An issuer may adopt a higher level of ESG reporting based on international guidance and standards.
4. An issuer may disclose the ESG information in its annual report regarding the same period covered in the annual report, or in a separate report, in print or on its website. Where the information is included in a separate report, an issuer is free to report on any period.
5. It is important to involve the board of directors in preparing the ESG report. The board of directors is responsible for ESG reporting but it may delegate the task of compiling the ESG report to its employees or a committee that reports to the board.

Yes

No

If your answer is “No”, please give reasons and alternative views.

Yes subject to the following modifications:

- **As mentioned in our response to Q1 above, the Guide should set out Environmental and Social (ES) subject areas, aspects, general disclosure and key performance indicators (KPIs). Accordingly, all the references to ESG should be revised to ES.**
- **In respect of paragraph 4 in the Introduction, we suggest that “Where the information is included in a separate report, an issuer is free to report on any period but should consistently report on the same period so that the information can be comparable.”**
- **As a general comment, the KPIs recommended should be aligned with the current Global Reporting Initiative (GRI) guidelines, which provide useful definitions and scope suggestions for each of the suggested KPIs and which most current regular ESG reporting is adhering to.**

General Approach

4. Do you agree with the guidance under the General Approach section?

The proposed General Approach section states:

Identify subject areas, aspects and indicators that are relevant

8. Not all ESG subject areas, aspects and KPIs in this Guide may be relevant to an issuer's business. Also, some may be more important to an issuer's business than others. For example, product responsibility, an ESG aspect, may be important to a retailer.
9. The ESG report could prioritise ESG subject areas, aspects and KPIs that are material in the context of its corporate strategy, which could be given prominence in the report.
10. It is unnecessary to report on all subject areas, aspects and KPIs. An issuer could identify and report on relevant ESG subject areas, aspects and KPIs that have material environmental and social impacts. Materiality can be addressed in strategic, operational and financial terms.

Engage stakeholders

11. It is important to engage stakeholders to identify material aspects and KPIs and understand their views. Stakeholders are parties that have interests in or are affected by the decisions and activities of an issuer. They may include shareholders (including independent shareholders), business partners, employees, suppliers, sub-contractors, consumers, regulators and the public.
12. The ESG report could disclose the issuer's stakeholders and the basis for their identification. It may also disclose the activities the issuer has arranged to engage stakeholders, the objectives and how it has responded to stakeholders' views. Stakeholder engagement may be conducted through meetings (e.g. personal or annual general meetings), conferences, workshops, advisory committees, round-table discussions, focus groups, questionnaires, web-based forums and written consultations.
13. The ESG report may also disclose a mechanism for stakeholders to provide feedback.

Yes

No

If your answer is “No”, please give reasons and alternative views.

Yes subject to the following:

- **Please refer to our response to Q1 in respect of the title of the Guide and remove “G” from “ESG”.**
- **With regard to engagement of stakeholders, it is important that the Guide expressly recognises that:**
 - **not all stakeholders are of equal importance;**
 - **not all stakeholders’ interests are legitimate and reasonable;**
 - **stakeholders’ interests vary and change over time;**
 - **stakeholders’ interests may conflict with each other and with the interests of the company and its shareholders.**

Reporting guidance

5. Do you agree with the guidance under the Reporting Guidance section?

The proposed Reporting Guidance section states:

Scope of reporting

14. The ESG report could state which entities in the group and/or which operations have been included for the report. If there is change in the scope, the issuer could explain the difference and reason for change.

Approaches to reporting

15. Once an issuer starts reporting, it could continue to do so regularly. The aspects and KPIs reported could be consistent for each period or there could be an explanation of the changes. An issuer may also explain why some aspects and KPIs are not reported.
16. An ESG report could state the issuer’s ESG management approach, strategies, priorities, objectives and explain how they relate to its business. It could discuss the issuer’s management, measurement and monitoring system to implement its ESG strategies.
17. An ESG report could also discuss ESG opportunities, risks, challenges and how they are addressed. For example, a telecommunication company may see an opportunity to promote teleconferencing as an alternative to travel due to climate change concerns. An information and technology company may see the damage to its reputation from a breach in consumer privacy as an ESG risk.

Reporting on line items

18. The Guide does not provide a definition for each KPI. An issuer could explain how the KPIs are calculated and include information that is necessary for interpreting the KPIs. It may use the same definition and calculation method each period for comparison over time. If there is a change to the definition or calculation method, the issuer could explain the difference and reason for the change.

19. Over time, an issuer may present time series of data for comparison over a period already reported on. The time period used may be consistent for every report.
20. An issuer may report line items with objective and representative industry benchmarks.
21. Quantitative information could be presented in a table format.

Yes

No

If your answer is “No”, please give reasons and alternative views.

Yes subject to the following:

- **Please refer to our response to Q1 regarding the references to ES instead of “ESG”.**
- **With regard to reporting on line items, we suggest that the time period used should be consistent for every report. If there is a change to the time period, either for specific data or across the ES report as a whole, the issuer can explain the difference and reasons for the change.**

Key ESG Subject Areas

6. Do you agree with the proposed ESG areas, namely: Workplace Quality, Environmental Protection, Operating Practices and Community Involvement?

Yes

No

If your answer is “No”, please give reasons and alternative views.

We do not believe that “operating practices” should be included as a proposed ES area in its right, as operating practices should already be fully addressed elsewhere in corporate reporting, most commonly in the MD&A of annual reports. We agree that workplace quality, environmental protection and community involvement should be the proposed EG areas.

Aspects for each ESG Area

7. Do you agree with the following proposed aspects?

Areas and aspects
A. Workplace quality Aspect A1 Working Conditions Aspect A2 Health and safety Aspect A3 Development and training Aspect A4 Labour standards
B. Environmental protection Aspect B1 Emissions Aspect B2 Use of resources Aspect B3 The environment and natural resources
C. Operating practices Aspect C1 Supply chain management Aspect C2 Product responsibility Aspect C3 Anti-corruption
D. Community involvement Aspect D1 Community investment

Yes

No

If your answer is “No”, please give reasons and alternative views.

We agree with the proposed aspects for workplace quality, environmental protection and community involvement. However, we disagree that operating practices should be an ES area for the reason set out in our response to Q6. If, however, operating practices were to be insisted to remain as an ES area, the aspects should cover supply chain management, product responsibility and services. Anti-corruption, which is a governance matter, should be moved to the Hong Kong Stock Exchange Corporate Governance Code. Services should be added as an aspect since companies may not produce any products but services to their customers.

A. Workplace quality

Aspect A1 Working conditions

8. Do you agree with the following general disclosure for Aspect A1: Working conditions?

Information on:

- (a) the policies; and
- (b) compliance and material non-compliance with relevant standards, rules and regulations

on compensation and dismissal, recruitment and promotion, working hours, rest periods, diversity and other benefits and welfare.

Yes

No

If your answer is “No”, please give reasons and alternative views.

9. Do you agree to include KPI A1.1: “Total workforce by employment type, age group and geographical region”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

We support the KPI on total workforce by employment type and geographical region. However, in respect of the KPI on total workforce by age group, it could be a sensitive issue or even legal restriction in some jurisdictions e.g. in Australia for a listed company to collect age-related data of employees. If the KPI to disclose total workforce by age group which will exclude those employees in restrictive jurisdictions, such disclosure may not be meaningful. We therefore suggest not to include the KPI to disclose workforce by age group in general. Instead, in order to provide an indicator to address the age of workforce, we recommend using KPI such as the number or percentage of employees who are due to retire in the next five years.

10. Do you agree to include KPI A1.2: “Employee turnover rate by age group and geographical region”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

We support the KPI on employee turnover rate by geographical region and it should be defined as voluntary turnover rate to ensure standard data collection. We do not support the KPI on employee turnover by age group for the same reason as set out in our response to Q9.

11. Do you have any additional KPIs for Aspect A1?

Yes

√ No

Please give reasons for your proposals.

Aspect A2 Health and safety

12. Do you agree with the following general disclosure for Aspect A2: Health and safety?

Information on:

(a) the policies; and

(b) compliance and material non-compliance with relevant standards, rules and regulations

on providing a safe working environment and protecting employees from occupational hazards.

√ Yes

No

If your answer is “No”, please give reasons and alternative views.

13. Do you agree to include KPI A2.1: “Fatality number and rate”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

14. Do you agree to include KPI A2.2: “Lost days due to work injury”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

15. Do you agree to include KPI A2.3: “Description of occupational health and safety measures adopted, how they are implemented and monitored”?

Yes

No

If you answer is “No”, please give reasons and alternate views.

16. Do you have any additional KPIs for Aspect A2?

Yes

No

Please give reasons for your proposals.

Aspect A3 Development and training

17. Do you agree with the following general disclosure for Aspect A3: Development and training?

Policies on improving employees' knowledge and skills for discharging duties at work.

Training refers to vocational training. It may include internal and external courses paid by the employer.

Yes

No

If your answer is "No", please give reasons and alternative views.

18. Do you agree to include KPI A3.1: "Description of training activities provided and if relevant, the percentage of employees trained by employee category (e.g. senior management, middle management, etc.)"?

Yes

No

If your answer is "No", please give reasons and alternative views.

19. Do you agree to include KPI A3.2: “The average training hours completed per employee by employee category”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

20. Do you have any additional KPIs for Aspect A3?

Yes

No

Please give reasons for your proposals.

Aspect A4 Labour standards

21. Do you agree with the following general disclosure for Aspect A4: Labour standards?

Information on:

(a) the policies; and

(b) compliance and material non-compliance with relevant standards, rules and regulations

on preventing child or forced labour.

Yes

No

If your answer is “No”, please give reasons and alternative views.

22. Do you agree to include KPI A4.1: “Description of measures to review employment practices to avoid child and forced labour”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

23. Do you agree to include KPI A4.2: “Description of steps taken to eliminate such practices when discovered”?

Yes

No

If you answer is “No”, please give reasons and alternate views.

24. Do you have any additional KPIs for Aspect A4?

Yes

No

Please give reasons for your proposals.

B. Environmental protection

Aspect B1 Emissions

25. Do you agree with the following general disclosure for Aspect B1: Emissions?

Information on:

- (a) the policies; and
- (b) compliance and material non-compliance with relevant standards, rules and regulations

on air and greenhouse gas emissions, discharges into water and land, generation of hazardous and non-hazardous wastes, etc.

Air emissions include NO_x, SO_x, and other pollutants regulated under national laws and regulations.

Greenhouse gases include carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulphur hexafluoride.

Hazardous wastes are those defined by national regulations.

Yes

No

If your answer is “No”, please give reasons and alternative views.

As the type of greenhouse gases emitted from companies may vary, we suggest adding “if applicable” to the end of the list of greenhouse gases.

26. Do you agree to include KPI B1.1: “The types of emissions and respective emissions data”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

27. Do you agree to include KPI B1.2: “Greenhouse gas emissions in total (in tonnes) and where appropriate, intensity (e.g. per unit of production volume, per facility)?

Yes

No

If your answer is “No”, please give reasons and alternative views.

28. Do you agree to include KPI B1.3: “Total hazardous waste produced (in tonnes) and where appropriate, intensity (e.g. per unit of production volume, per facility)?”

Yes

No

If your answer is “No”, please give reasons and alternative views.

29. Do you agree to include KPI B1.4: “Total non-hazardous waste produced (in tonnes) and where appropriate, intensity (e.g. per unit of production volume, per facility)?”

Yes

No

If your answer is “No”, please give reasons and alternative views.

30. Do you agree to include KPI B1.5: “Description of measures to mitigate emissions and results achieved”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

31. Do you agree to include KPI B1.6: “Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

32. Do you have any additional KPIs for Aspect B1?

Yes

No

Please give reasons for your proposals.

Aspect B2 Use of resources

33. Do you agree with the following general disclosure for Aspect B2: Use of resources?

Policies on efficient use of resources including energy, water and other raw materials.

Resources may be used in production, in storage, transportation, in buildings, electronic equipment, etc.

Yes

No

If your answer is “No”, please give reasons and alternate views.

We suggest adding “if applicable” after “raw materials” in the first paragraph on general disclosure.

34. Do you agree to include KPI B2.1: “Energy consumption by type (e.g. electricity, gas or oil) in total (kwh in ‘000s) and intensity (e.g. per unit of production volume, per facility)”?

Yes

No

If your answer is “No”, please give reasons and alternate views.

35. Do you agree to include KPI B2.2: “Water consumption in total and intensity (e.g. per unit of production volume, per facility)”?

Yes

No

If your answer is “No”, please give reasons and alternate views.

36. Do you agree to include KPI B2.3: “Description of energy use efficiency initiatives and results achieved”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

37. Do you agree to include KPI B2.4: “Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

38. Do you agree to include KPI B2.5: “Total packaging material used (in tonnes), and if applicable, with reference to per unit produced”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

39. Do you have any additional KPIs for Aspect B2?

Yes

No

Please give reasons for your proposals.

Aspect B3 The environment and natural resources

40. Do you agree with the following general disclosure for Aspect B3: The environment and natural resources?

Policies on minimizing the operation’s significant impact on the environment and natural resources.

Yes

No

If your answer is “No”, please give reasons and alternative views.

41. Do you agree to include KPI B3.1: “Total paper used”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

The total volume of paper used would depend on the type of business as well as the different qualities of paper. Much paper are produced in response to regulatory requirements including from the Hong Kong Stock Exchange itself. For example, in CLP’s case, 118,200 pages of Directors’ Report printed in our 2011 Annual Report could have been saved by just putting it on the Exchange and the Company’s websites as opposed to including it as well in our printed annual report pursuant to regulatory and statutory requirements.

42. Do you agree to include KPI B3.2: “Paper use efficiency initiatives and results achieved”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

43. Do you agree to include KPI B3.3: “Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

44. Do you have any additional KPIs for Aspect B3?

Yes

No

Please give reasons for your proposals.

C. Operating practices

Aspect C1 Supply chain management

45. Do you agree with the following general disclosure for Aspect C1: Supply chain management?

Policies on risk management of supply chain.

Yes

No

If your answer is “No”, please give reasons and alternative views.

We do not believe that operating practices should be an ES area for the reasons set out in our response to Q6. However, as an aspect for general disclosure, this seems appropriate and could be addressed elsewhere in corporate reporting.

46. Do you agree to include KPI C1.1: “Number of suppliers by geographical region”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

We do not agree that operating practices should be an ES area for the reasons set out in our response to Q6. However, as a KPI for supply chain management, this seems appropriate and could be addressed elsewhere in corporate reporting.

47. Do you agree to include KPI C1.2: “Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

We do not agree that operating practices should be an ES area for the reasons set out in our response to Q6. However, as an KPI for supply chain management, this seems appropriate and could be addressed elsewhere in corporate reporting.

48. Do you have any additional KPIs for Aspect C1?

Yes

No

Please give reasons for your proposals

Aspect C2 Product responsibility

49. Do you agree with the following general disclosure for Aspect C2: Product responsibility?

Information on:

(a) the policies; and

(b) compliance and material non-compliance with relevant standards, rules and regulations

on health and safety, advertising, labelling, privacy and methods of redress.

Yes

No

If your answer is “No”, please give reasons and alternative views.

We do not agree that operating practices should be an ES area for the reasons set out in our response to Q6. However, as an aspect for general disclosure, this seems appropriate and could be addressed elsewhere in corporate reporting.

50. Do you agree to include KPI C2.1: “Percentage of total products sold or shipped subject to recalls for safety and health reasons”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

We do not agree that operating practices should be an ES area for the reasons set out in our response to Q6. However, as an KPI for product responsibility, this seems appropriate and could be addressed elsewhere in corporate reporting.

51. Do you agree to include KPI C2.2: “Number of products and service related complaints received and how they are dealt with”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

We do not agree that operating practices should be an ES area for the reasons set out in our response to Q6. However, as an KPI for product responsibility, this seems appropriate and could be addressed elsewhere in corporate reporting.

52. Do you agree to include KPI C2.3: “Description of practices relating to observing and protecting intellectual property rights”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

We do not agree that operating practices should be an ES area for the reasons set out in our response to Q6. However, as an KPI for product responsibility, this seems appropriate and could be addressed elsewhere in corporate reporting.

53. Do you agree to include KPI C2.4: “Description of quality assurance process and recall procedures”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

We do not agree that operating practices should be an ES area for the reasons set out in our response to Q6. However, as an KPI for product responsibility, this seems appropriate and could be addressed elsewhere in corporate reporting.

54. Do you agree to include KPI C2.5: “Description of consumer data protection and privacy policies, how they are implemented and monitored”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

We do not agree that operating practices should be an ES area for the reasons set out in our response to Q6. However, as an KPI for product responsibility, this seems appropriate and could be addressed elsewhere in corporate reporting.

55. Do you have additional KPIs for Aspect C2?

Yes

No

Please give reasons for your proposals.

Aspect C3 Anti-corruption

56. Do you agree with the following general disclosure for Aspect C3: Anti-corruption?

Information on:

(a) the policies; and

(b) compliance and material non-compliance with relevant standards, rules and regulations

on bribery, extortion, fraud and money laundering.

Yes

No

If your answer is “No”, please give reasons and alternative views.

We do not agree that operating practices should be an ES area for the reasons set out in our response to Q6. However, the general disclosure for the aspect of anti-corruption seems appropriate and should be addressed in the Hong Kong Stock Exchange Corporate Governance Code.

57. Do you agree to include KPI C3.1: “Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

We do not agree that operating practices should be an ES area for the reasons set out in our response to Q6. However, this KPI seems appropriate for disclosure of anti-corruption to be included in the Exchange’s Corporate Governance Code subject to modification. The KPI should be revised to read “Number of convicted legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period.” It would be onerous to report the number of all concluded legal cases. What matters to the stakeholders is to know the number of convicted legal cases.

58. Do you agree to include KPI C3.2: “Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

We do not agree that operating practices should be an ES area for the reasons set out in our response to Q6. However, this KPI seems to be a good indicator for anti-corruption to be captured in the Exchange’s Corporate Governance Code.

59. Do you have any additional KPIs for Aspect C3?

Yes

No

Please give reasons for your proposals.

We suggest adding an aspect for “Services”. The KPIs for Services could be the number of unethical business practices, number of breaches to code of conduct and number of occurrence of conflicts of interests by directors, management and staff if applicable. This could be included in the operating practices for disclosure elsewhere in corporate reporting.

D. Community involvement

Aspect D1 Community investment

60. Do you agree with the following general disclosure for Aspect D1: Community investment?

Policies on understanding the community's needs in where it operates and ensuring its activities takes into consideration of communities' interests.

Yes

No

If your answer is "No", please give reasons and alternative views.

The sentence structure of this general disclosure looks a bit odd. We suggest simplifying it to read "Policies on understanding the needs and interests of the community in which the company operates."

61. Do you agree to include KPI D1.1: “Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport)”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

62. Do you agree to include KPI D1.2: “Resources contributed (e.g. money or time) to the focus area”?

Yes

No

If your answer is “No”, please give reasons and alternative views.

63. Do you have any additional KPIs for Aspect D1?

Yes

No

Please give reasons for your proposals.

Assurance

64. Do you agree that we should not recommend that issuers to seek external assurance for issuers that report on ESG performance?

Yes

No

If your answer is “No”, please give reasons and alternative views.

We agree that the Exchange should not recommend that issuers to seek external assurance for issuers that report on ES performance based on the following considerations:

- a) it could be reasonable not to seek external assurance;**
- b) seeking external assurance could be materially expensive and time consuming (especially for small issuers); and**
- c) it is better to start with a soft policy and then develop it over time by letting issuer lead by example and the market and stakeholders drive expansion of assurance.**

As an alternative, the Exchange could ask issuers to disclose any external assurance obtained relative to all or any element of their ES reporting.

- End -