

Question 1

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

是

Please give reasons for your views.

增加透明度名言行一致，有助小股東及準小股東對該公司信任及了解。

Question 2a

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

是

Please give reasons for your views.

這是有助提升廉潔商業文化。

Question 2b

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

是

Please give reasons for your views.

這有助保護及不侵害小股東利益

Question 3

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

否

Please give reasons for your views.

董事會及其公司高層有可能對同一件事觀點有落差，聘請獨立顧問提供觀點及意見的政策，但不應強制規定。

Question 4a

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

否

Please give reasons for your views.

類似職能，在地方首長因政治制衡性出現限制任期或許是公道。但未必適用於上市公司及獨立非執行董事，這是商業運作團體，只要公開說明有沒有任期限限制便可，不需要設定限制。

Question 4b

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

是

Please give reasons for your views.

有助小股東/準股東了解公司各董事會成員，包括獨立非執行董事，有助了解其公司文化。

Question 5

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

是

Please give reasons for your views.

有助其獨立非執行董事對其上市公司監察性，其實證監會對持牌公司的合規主任/內部律師不持有牌照的目的一樣，不想看到監察職務上有衝突。

Question 6a

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

否

Please give reasons for your views.

規定性別多元性，無助提升公司管治性，亦不構成性別歧視，能者居之為大原則。

Question 6b

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

否

Please give reasons for your views.

規定性別多元性，無助提升公司管治性，亦不構成性別歧視，能者居之為大原則。

Question 6c

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

是

Please give reasons for your views.

這是無傷大雅的事。

Question 6d

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

否

Please give reasons for your views.

增加董事的性別資料，涉性別歧視。

Question 7

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

否

Please give reasons for your views.

這無助提升上市公司的公司管治。

Question 8

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

是

Please give reasons for your views.

有助小股東對其公司管治了解

Question 9

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

否

Please give reasons for your views.

披露董事當日出席紀錄對小股東沒有意思

Question 10

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

是

Please give reasons for your views.

有助提升公司管治水平。

Question 11

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

是

Please give reasons for your views.

有助小股東對其上市公司的管治上的了解

Question 12

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

否

Please give reasons for your views.

本身製作年報，上市公司員工已經很忙。如果同時規定發出 ESG 報告，反而對年報的質素有影響。本會不同意與年報同步刊發，建議維持目前指引刊發年報後 4 個月內發出。

Question 13

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

否

Please give reasons for your views.

建議加強清楚度

Question 14

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

否

Please give reasons for your views.

沒有意見。

Question 15a

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

否

Please give reasons for your views.

時間太急。建議 5 年後才實施

Question 15b

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

否

Please give reasons for your views.

承之前同類的回答，本會是不贊成強制實施獨董的連任期限，所以本會對此問題同樣不贊成。