

### **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?**

否

**Please give reasons for your views.**

Corporate objective, culture, value and strategy sometime could be very abstract and new rules would be difficult to be implemented objectively.

### **Question 2a**

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

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**Please give reasons for your views.**

This would strengthen the issuers' attention and effort to act against corruption.

### **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.**

### **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?**

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**Please give reasons for your views.**

Board independence is a critical weakness in Hong Kong's corporate governance standards. Any measures to enhance board independence would be welcomed.

#### **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?**

是

**Please give reasons for your views.**

But years of services should not be the only factors determining the independence of the INEDs. More factors like previous business relationship with major shareholders and management of the issuers should also be considered.

#### **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?**

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**Please give reasons for your views.**

Again, this should be effective measures to pressure nomination committee members to consider independence of the Board seriously.

#### **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.**

equity based compensation could definitely distort INED's independent stance

### **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.**

I strongly believe an independent board would be a critical factor protecting minority shareholders' interests but never believe gender diversity help. I don't know why a female board member would protect minority shareholders' interest better than a male board member.

### **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.**

I still do not agree gender diversity help corporate governance and could improve minority shareholders' interests. Why a board comprises of 50% male and 50% female would work better than one dominated by single sex directors. Man and woman are the same!

### **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?**

否

**Please give reasons for your views.**

I believe this is waste of time and effort and will do nothing to enhance shareholders' interests.

### **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.**

**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?**

是

**Please give reasons for your views.**

Yes. but more effort should be made to ensure the members of nomination committee fully understand the role of nomination committee.

**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?**

否

**Please give reasons for your views.**

This is not effective enough to enhance communication to shareholders. More specific requirement should be implemented.

**Question 9**

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

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**Please give reasons for your views.**

Attendance to either board meeting and AGM is the minimum requirement to be a responsible board members. The listing rules should be amended to tighten requirements for Board members to attend and participate board meetings more actively.

### **Question 10**

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

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**Please give reasons for your views.**

The rule itself is irrelevant. Having it or not does not matter at all.

### **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?**

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**Please give reasons for your views.**

Why not?

### **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.**

I believe quality of the ESG report is more important the speed of the publication at the moment. We should deal with the quality and contents first. If longer preparation time would yield better quality report with more useful information, I am more than happy to wait.

### **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.**

**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.**

Sorry, I did not spend enough time to go through the consultation paper and could not come out any constructive advice.

**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?**

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**Please give reasons for your views.**

We are already far behind other major markets and should speed up the reforms.

**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.**

I still believe that listed issuers could not have excuse to delay the implementation. If they could not find qualified candidates to be appointed as their INEDs, they could cut the number of executive directors to achieve a more independent board.