

**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.**

**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.**

**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?**

是

**Please give reasons for your views.**

#### **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.**

現時上市公司已根據《上市規則》第 3.13 條的要求，每年評估各獨董之獨立性，並持之有效。此外，根據守則條文第 A.4.3 條，董事會認為在任超過九年的獨立非執行董事仍屬獨立人士及應獲重選的原因載於致股東的通函中，如硬性定義或假設在任已過九年的獨董缺乏獨立性，有欠公允、持平及說服力，公司章程細則賦予股東有權投票選擇公司獨董，現時的建議無疑是奪取股東應有之權利，干擾公司自主的行為。

#### **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?**

否

**Please give reasons for your views.**

#### **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.**

### **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.**

上市公司已按《上市規則》第 13.92 要求，於 2019 年採納董事會成員多元化政策，於甄選過程中，會考慮多方面的因素（包括性別），以確保董事會成員多元化及配合公司之業務發展。所有董事的任命將根據擇優原則，以候選人的能力是否補足和擴展董事會整體的技能、知識和經驗為考慮，性別只是其中一項考慮的因素，而不應將性別凌駕於其他因素。更甚者，有違平等機會原則及具有性別歧視之嫌，這是有違現今法律原則。

### **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.**

(a) 詳見 6(a)

(b) 公司擔心日後為達到目標數值，反而將性別作為選擇條件而非能力。

### **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.**

### **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.**

強調性別將于平等機會法例相抵觸.

**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.**

**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.**

**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.**

### **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.**

### **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.**

### **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.**

香港上市公司包括不同規模的企業，大多企業的人力資源配置一般以精簡為主，以保持市場競爭力。由於環境、社會及管治報告的匯報內容及披露範疇日增，且具專業性，企業較難分配充足人力資源以同時編制年報和環境、社會及管治報告。保持現行刊發時間，並不影響投資者獲取相關資料的權益，反而企業有更充足時間編制以提高報告質量。

### **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.

**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?

是

Please give reasons for your views.

**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.