

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?

Yes

Please give reasons for your views.

We are broadly in agreement with this. Although better guidance on what is expected in terms of disclosure of "culture" would be required, especially measures for assessing and monitoring culture.

Question 2a

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

Yes

Please give reasons for your views.

We support the proposal of strengthening the requirement of anti-corruption policies and whistleblowing policy to a code provision which would help strengthen corporate governance and internal controls.

Question 2b

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

Yes

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?

Yes

Please give reasons for your views.

We agree that independent views, particularly from independent directors are important for the company. INED's views and opinions are gathered either in board meetings/board committee meetings or outside of meetings on regular updates. These are not indoctrinated into a written policy. Guidance on what is expected to be included in a written policy should be clarified. In addition, guidance on what is expected in terms of annual review should also be clarified as this would normally be the subject of a board evaluation.

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?

No

Please give reasons for your views.

We disagree with the proposal regarding re-election of long serving INED to be subject to independent shareholders' approval. We believe that the overriding importance of independence is an independent mindset of an INED and the experience each of them has as well as their respective willingness to challenge the Board in a constructive manner. We do not agree that it is appropriate to apply an arbitrary period of service beyond which an INED is assumed to have lost his or her independence and this should be assessed on a case by case

basis.

Along the same line, independence of an INED is not assured by independent shareholders' vote. All Board members (including INEDs) collectively and individually are responsible for all matters of the Company as a whole. Irrespective of whether a director is an INED or not, they each have fiduciary duties towards the Company and towards all of its shareholders and not just a class of shareholders. As such, we do not see a valid reason why majority shareholders should be precluded from voting on INEDs.

However we agree that there may be a risk of complacency of INEDs and we support Additional Disclosure dealing with why the Board still considers the INED having served more than 9 years to be independent and should be re-elected.

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?

No

Please give reasons for your views.

Please see answers to Q4(a)

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?

Yes

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?

No

Please give reasons for your views.

Diversity should not be about gender only. It should also include social and ethnic background, experience, age, socio-economic status, beliefs and others. Appointment of a board member should depend on the needs of the company at that time and finding the right person with the right qualifications and experience who could add value to the Board, and not be limited by gender which could potentially limit the number of candidates substantially purely for the sake of meeting a specific numerical target. Depending on the industry there may be more individuals of one gender, and setting an arbitrary target that covers all

industries may also be too onerous for the Company.

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)?

No

Please give reasons for your views.

Please see reasons stated in Question 6(a) above.

However we do believe that all companies should have diversity and inclusion policies and in recruitment, to ensure diversity (including gender) is taken into account which would apply to both board level and across the workforce.

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?

Yes

Please give reasons for your views.

We agree with annual review of the board diversity policy which would focus the mind of the Board on assessing the changing needs of the Company.

Question 6d

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

Yes

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?

Yes

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?

Yes

Please give reasons for your views.

We agree with the disclosure of shareholders communication policy and annual review. See answer to Question 3.

Question 9

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

Yes

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?

Yes

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?

Yes

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?

Yes

Please give reasons for your views.

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?

No

Please give reasons for your views.

We do not have any comments.

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?

No

Please give reasons for your views.

We do not have any comments.

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?

Yes

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?

No

Please give reasons for your views.

We do not agree with the proposal on Long Serving INED.