

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.

■■■■ supports that the issuers' board to establish a framework and/or to set out a statement to set the tone from the top which helps to determine the issuer's purposes, principles and value, reinforce the corporate governance and set consistent and sustainable 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.

■■■■ supports introducing this CP for the issuers to commit to upholding high standards of integrity, honesty and transparency in all its business dealing. Also, to add an independent fraud response and reporting procedures whereby suspected or proved irregularity are independently reviewed and reported to the Audit Committee in confidence.

Also, to add a requirement that the policy shall be reviewed regularly.

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.

■■■■ supports upgrading this to CP to assure all issuers can maintain a high standard of integrity, openness, probity and accountability. Also, to add a RBP to establish an independent whistleblowing process whereby complaints and concerns are independently reviewed and reported to the Audit Committee in confidence.

Also, to add a requirement that the policy shall be reviewed regularly.

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?

No

Please give reasons for your views.

It is considered Main Board listing rules have appropriate criteria on the assessment on the independency requirements.

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.

It is considered Main Board listing rules have appropriate criteria on the assessment on the independency requirements and disclosure requirements

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.

It is considered Main Board listing rules have appropriate criteria on the assessment on the independency requirements and disclosure requirements.

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.

Issuer generally should not grant equity-based remuneration with performance-related elements to INEDs. INEDs' objectivity and independency shall be crucial to scrutinize the board's decisions.

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?

Yes

Please give reasons for your views.

██████ further encourages HKEx to amend the MB rules to require the issuers to apply their diversity policy across the group (including board, management, employees).

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)?

Yes

Please give reasons for your views.

██████ supports introducing this MDR for the issuers to improve gender diversity on board and across the workforce which helps to create a dynamic environment that leads to higher performance and well-being, and attracts, retains and motivates board members and employees from the widest possible pool of talent.

████ further encourages HKEx to require the issuers to disclose (i) the measurable objectives set to achieve gender diversity as per its diversity policy (ii) the entity's progress towards achieving these objectives (iii) the respective proportions of men and women on the board, senior management, employees.

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.

████ further encourages HKEx to require the board to review the implementation and effectiveness applicable across the group (including board, management, employees).

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.

████ further encourages HKEx add a summary on director's background and skill set.

████ encourage HKEx to establish and build a public database including the percentages of women vs men : on boards on HSI, across all issuers and new IPO issuers, and the new women directors first appointed to a board, etc.

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?

No

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.

Question 9

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

No

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?

No

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.

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.

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.