

乙部 諮詢問題

請在適當的方格填上「☑」號以示選擇。回答以下問題時，請按可在香港交易所網站 http://www.hkex.com.hk/-/media/HKEX-Market/News/Market-Consultations/2016-Present/August-2019-Codification-of-General-Waivers/Consultation-Paper/cp201908_c.pdf 下載的《諮詢文件》所討論的各項修訂建議表達意見。

如問卷預設的位置不敷應用，請另頁填寫。

除非另有界定，否則本文所用有關字詞的涵義與《諮詢文件》所界定者相同。

1. 您是否同意我們建議，將現行允許中國發行人發行紅股或資本化發行可毋須在股東大會及有關類別股東大會上獲得批准的一般豁免編納成規？

是

否

您可說明理由。

2. 您是否同意我們的建議，將有內資股在內地交易所上市的中國發行人現時可改變其計算代價比率方法的一般豁免編納成規？

是

否

您可說明理由。

3. 您是否同意我們的建議，按《諮詢文件》第 30 段所述，將現行允許上市發行人在財務報告的公司或股東資料部分的顯眼處註明股份代號的一般豁免編納成規？

是

否

您可說明理由。

4. 您是否同意我們的建議，將《上市規則》第 4.04(2)及(4)的條件編納成規，用於豁免遵守《主板規則》第 4.04(2)及 4.04(4)條有關披露營業紀錄期後收購或將收購的附屬公司或業務的財務資料的規定？

是

否

您可說明理由。

5. 您是否同意我們的建議，將《上市規則》第 4.10 條豁免編納成規，使海外經營銀行的公司毋須遵守有關披露財務資料的規定？

是

否

您可說明理由。

6. 您是否同意我們的建議，將《上市規則》第 8.21(1)條的條件編納成規，用以豁免新申請人遵守《上市規則》第 8.21(1)條有關更改會計年度期間的規定？

是

否

您可說明理由。

7. 您是否同意我們的建議：(i) 在新申請人符合年度業績及報告豁免條件的前提下，將《主板規則》第 13.46 及 13.49(1)條的一般豁免編納成規；(ii) 將類似豁免納入《主板規則》第 13.48(1)條及《GEM 規則》第 18.66 及 18.79 條；(iii) 將中期業績豁免與年度業績及報告豁免條件劃一；及(iv) 廢除《主板規則》第 10 項應用指引，並將有關指引納入相關《主板規則》規定？

是

否

您可說明理由。

8. 您是否同意我們的建議，如《諮詢文件》第 58 段所述，將豁免上市航空公司購置飛機時披露實際代價的做法編納成規？

是

否

您可說明理由。

9. 您是否同意我們的建議，容許上市發行人按分拆公司於分拆上市當日的已發行股數釐定分拆公司的計劃限制？

是

否

您可說明理由。

10. 您是否同意我們的建議，如《諮詢文件》第 65 段所述，將豁免在聯交所及內地交易所雙重上市的發行人遵守行使價規定的做法編納成規？

是

否

您可說明理由。

11. 您是否同意我們的建議，將《諮詢文件》第 71 段所述有關公司秘書經驗及資格的豁免編納成規？

是

否

您可說明理由。

While other countries, like UK, are strengthening their corporate governance (CG) requirement, it amuses me that the HKEX would actually make suggestions to loosen the corporate governance requirements, especially after a series of financial crisis/market misconduct due to poor CG and business ethics.

I understand that many holding companies of HK listed companies originate from places that have little requirement on CG and company secretaries, but it does not mean HK has to follow their practices. HK should have her own business standards and ethical requirements and should not accept anything lessor than these standards, even if the majority of countries hold a lower standard. In fact, it is trending in PRC to strengthen CG and many State-owned enterprises have asked their staff to improve their knowledge on CG and gain professional qualification as certified company secretaries.

HKEX may want to promote business and make it easier for businesses to operate and set less requirements on companies, I would like to remind you that HKEX has a greater responsibility to protect investors and stricter requirements from HKEX is needed to do this as evident by the past market failures and misconducts.

Although having a professional qualification does not guarantee the competence of a person and that we cannot doubt the fact that a person without any professional qualification may also be able to perform the role perfectly, I think it still necessary for Company Secretaries (CS) to hold a professional qualification. The requirement is a form of second defense for HK, as the CS would be regulated by a second party (the professional body) besides the HKEX.

Considered as a personal holding office in a company, the role of the CS in general management of the company is significant. I do not see why HK should accept someone without considerable experience and professional knowledge taking up this role. An important role of CS is to advise the BoD. Currently, directors in general are required to have professional qualification (which in my opinion is not sufficient). I think it is fair to ask them to have advisors with professional knowledge, to fill them with the professionalism they lack. In point (iii) you suggested a consideration of the waiver is weather the CS will be assisted by a qualified person. Since you would like a qualified person somewhere in the equation, why don't you have this requirement on the CS directly? Like chinese whispers, information may be lost/distorted during transmission. Therefore it is best for the person who is the contact point (the CS) to be the holder of the professional knowledge.

12. 您是否同意我們的建議，(a)若經營銀行業務的公司或保險公司的主板上市發行人能符合與

《主板規則》第 8.21A(2)條所載相同的條件，並在上市文件及交易通函另作適當披露，則豁免他們可不用載列營運資金聲明；及(b)限制《主板規則》第 8.21A(2)條，令豁免只適用於經營銀行業務的公司或保險公司，但須在上市文件中另作披露及符合《諮詢文件》第 73 段所述的條件？

是

否

您可說明理由。

13. 您是否同意我們的建議，將指引信 HKEX-GL7-09 中的指引納入《上市規則》以便新申請人參照？

是

否

您可說明理由。

14. 您是否同意我們的建議，將上市決策 HKEX-LD15-3 中的指引納入《上市規則》以便新申請人參照？

是

否

您可說明理由。

15. 您是否同意我們的建議，修訂《主板規則》第 17.05 條以明確規定禁止授予期權的時間包括內幕消息公告後的交易日？

是

否

您可說明理由。

16. 您是否同意我們的建議，將指引信 HKEX-GL16-09 中的指引納入《上市規則》，令規則內容更完整？

是

否

您可說明理由。

17. 您是否同意我們的建議，將指引信 HKEX-GL31-12 中的指引納入《上市規則》的新應用指引，令規則內容更完整？

是

否

您可說明理由。

18. 您是否同意我們的建議，將指引信 HKEX-GL58-13 中的指引納入《上市規則》以便新申請人參照？

是

否

您可說明理由。

19. 您是否同意我們所提出的建議，將指引信 HKEX-GL60-13 中的指引納入《上市規則》以便新申請人參照？

是

否

您可說明理由。

- 完 -