

[REDACTED]

From: [REDACTED]
Sent: Thursday, October 8, 2020 5:40 PM
To: response
Subject: Submission on Consultation Paper on Review of Listing Rules relating to Disciplinary Powers and Sanctions

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Dear Sirs

I refer to the proposals under the Consultation Paper paragraph 93(c) and am of the opinion that secondary disciplinary liability should not be imposed onto the company secretaries given that company secretaries do not have any voting rights and have no control in determining any corporate actions to be taken or not, and for the reasons set out below:

From the Consultation Paper, secondary disciplinary liability is to be imposed where the company secretary has caused by action or omission or knowingly participated in a contravention of the Listing Rules. As under the Corporate Governance Code, the company secretary is specifically stated to play a supporting role. Further reference is made to a guidance published by the Exchange, in which it is stated that company secretaries can generally discharge their duties by providing advice to the Board on corporate governance and compliance matters and facilitating continuous training to the Board in accordance with the rules and regulations. This supporting and advisory role means that any failure by the board could potentially lead to secondary disciplinary liability on the part of the company secretary where the applicable test is simply participation in the contravention.

Under the Consultation Paper, the board secretaries shall have secondary disciplinary liability given their role in the announcement production and authorisation process and presumably as the announcement was issued in their name. It seems to us that this could give rise to a risk of unwarranted findings of secondary disciplinary liability where a company secretary participated in a contravention of the Listing Rules simply by being involved in the announcement production and authorisation process, but may not have been privy to all of the details of the underlying transaction.

Therefore, I respectfully submit that I object to appoint unqualified and non-professional persons to the position of company secretary of a listed issuer and am of the opinion that secondary disciplinary liability should not be imposed onto the company secretaries.

I do not wish my name to be disclosed to members of the public.

Thank you for your kind attention.

Kind regards
[REDACTED]