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**From:** Chan Bons [REDACTED]  
**Sent:** Friday, October 9, 2020 3:52 PM  
**To:** response  
**Subject:** Consultation Paper – Review of Listing Rules relating to Disciplinary Powers and Sanctions

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Dear Sirs,

**Objection to Secondary Disciplinary Liability**

I refer to the Consultation Paper on Review of Listing Rules relating to Disciplinary Powers and Sanctions issued by HKEx in August 2020. As a member of The Hong Kong Institute of Chartered Secretaries (the “Institute”) and being practising in company secretarial field, I have concern for the proposal to impose secondary disciplinary liability on certain senior management of listed issuers, particularly the company secretary. In this regard, I would like to raise my objection.

The main duty of a company secretary is to advise the board of directors on corporate governance and compliance matters on the relevant laws and regulations. As a company secretary may not be able to have full details of a particular transaction as what a director does, it is unjustifiable to hold a company secretary liable for inaccurate information in announcements (as per the example under paragraph 93(c) of the Consultation Paper) if the company secretary has not breached the professional standards in performing his/her duties. As such, a company secretary should not be regarded as having participated in a contravention of the Listing Rules simply by being involved in the announcement preparation and publication.

I suggest that if a company secretary is found to have breached the professional standards in the course of performing his/her role or duties, HKEx could step in by referring the case to the Institute for a discipline trial to determine whether any action is appropriate instead of the secondary disciplinary liability being imposed on the company secretary as proposed in the Consultation Paper.

Thank you for your kind attention.

Best regards,  
Bons Chan