

經 Qualtrics 提交

(匿名)

個人意見

上市公司僱員

問題 1

您是否同意我們的建議，於《企業管治守則》引入新守則條文，規定並非由獨立董事擔任董事會主席的發行人指定一名獨立非執行董事為首席獨立非執行董事，以加強與投資者和股東的互動？

是

請說明理由。

It is a good idea but in practice, should there be any guideline in choosing the Lead INED,

say his/her working experience, professional requirements and the likes

問題 2(a)

就董事的持續專業發展而言，您是否同意規定所有現有董事須持續進行強制專業發展（不指定最少培訓時數）？

是

請說明理由。

問題 2(b)

就董事的持續專業發展而言，您是否同意規定初任董事在其獲委任後 18 個月內須完成至少 24 小時的培訓？

是

請說明理由。

It is to ensure that the candidate is fit for acting as a director of a listed company. It is good for both the listed company and the candidate for he/she must have a basic

understanding in acting as an INED of a listed company.

問題 2(c)

就董事的持續專業發展而言，您是否同意將「初任董事」界定為(a)首次獲委任為聯交所上市發行人董事；或(b)過去三年或以上未有擔任聯交所上市發行人董事的人士？

是

請說明理由。

Same as my comment on Question 2(b)

問題 2(d)

就董事的持續專業發展而言，您是否同意訂明持續專業發展規定須涵蓋的特定主題？

是

請說明理由。

Said the topic regarding the update on listing rules of HKEx is a must so as to ensure that

all directors have a basic idea on any changes in the listing rules so that they can ask her company secretary or her company's compliance solicitor for any hesitation. Without such knowledge, they will not even be able to raise such questions.

問題 3

您是否同意《企業管治守則》原則 C.1 及守則條文 C.1.1 的建議相應修訂？

是

請說明理由。

Continuous improvement is vital but it is better to provide more FAQs for the listed companies to have better understanding on how to implement and comply with the changes.

問題 4

您是否同意我們的建議，將現行於《企業管治守則》的建議最佳常規提升至守則條文，規定發行人至少每兩年進行一次董事會表現評核，並作出守則條文 B.1.4 所載的披露？

否

請說明理由。

the review should be for every 3 to 5 years instead, just like election of president of a country, two years are so short to assess the performance of a board for her key duties are setting up strategies which should effect the performance of the company in said 3 to 5 years.

問題 5

您是否同意我們的建議，引入新守則條文，規定發行人建立董事會技能表並作出守則條文 **B.1.5** 所載的披露？

是

請說明理由。

Currently, we have made such disclosures in word and it is just converting them in terms of a board skills matrix for easy understanding to the shareholders and other stakeholders.

問題 6(a)

就我們建議引入「硬性限制」，規定獨立非執行董事最多只能出任六家上市發行人的董事而言，您是否同意引入「硬性限制」，以確保獨立非執行董事能付出足夠時間以處理上市發行人的工作？

是

請說明理由。

It is reasonable but should have an appropriate transition period for we cannot change all INEDs in one or two years if they are employed in same year, especially if there is a Lead INED.

問題 6(b)

就我們建議引入「硬性限制」，規定獨立非執行董事最多只能出任六家上市發行人的董事而言，您是否同意就實施硬性限制提供三年的過渡期？

是

請說明理由。

Same with my comment in 6(a). Three years seems to be reasonable.

問題 7

您是否同意我們的建議，於《企業管治守則》引入新的強制披露要求，規定提名委員會每年評估各董事對董事會投入的時間及貢獻並披露其評估？

否

請說明理由。

It is only feasible provided that HKEx can provide a guideline on ways of assessment. Attending the meetings is one of the way but any director might have great contribution to the listed company other than attending the meetings in electronic communciation's world. In addition, the disclosure might have trigger the privacy issues which might not be appropriate for making disclosure to the public and it will be more appropriate if it is only disclosed to the Board and the Board accepted the reasons.

問題 8(a)

就我們建議硬性規定獨董任期以九年為限，其後獨董不再被視為獨立而言，您是否同意引入硬性規定以加強董事會獨立性？

是

請說明理由。

But must have a transition period, say three years.

問題 8(b)

就我們建議硬性規定獨董任期以九年為限，其後獨董不再被視為獨立而言，您是否同意發行人獨董經過兩年冷靜期後可重新被視為獨董？

是

請說明理由。

It is good for maintain some INEDs with good experience and specified expertise for the listed companies, especially for acting as an Lead INED. As an Lead INED, she/he has to frequently communicate with the shareholders.

問題 8(c)

就我們建議硬性規定獨董任期以九年為限，其後獨董不再被視為獨立而言，您是否同意就實施上述硬性規定提供三年過渡期？

是

請說明理由。

time for arranging better handover arrangements

問題 9

您是否同意我們的建議，要求所有發行人在《企業管治報告》中披露每名董事的已任職時間？

是

請說明理由。

a kind of formality only.

問題 10

您是否同意我們建議增設守則條文，要求發行人的提名委員會至少有一名不同性別的董事？

有

請說明理由。

good for promoting gender diversity

問題 11

您是否同意我們建議在《上市規則》增設規定，要求發行人就其全體員工（包括高級管理層）制定及披露多元化政策？

是

請說明理由。

a sign to promote gender diversity

問題 12

您是否同意我們建議將有關每年檢討發行人董事會多元化政策實施的守則條文，提升為強制披露要求？

否

請說明理由。

Annual review might increase the workload of the companies for it seems to be not appropriate due to the following reasons: 1. the successfulness of the company is depended on the continuity of the strategies determined by the Board but not just on diversity; 2. Diversity is only one of the elements which might lead to the success of the Company in long run, for instance, periodically introducing to new board members with specific skills and experience so as to guide the company forwards and exploring to new areas. So, the review should be a CP but not a MDR. If it is a MDR, the review should be every 3 to 5 years instead, just like election of president of a country.

問題 13

您是否同意我們建議修訂強制披露要求，要求發行人在《企業管治報告》中分開披露：(i) 高級管理層的性別比例；及(ii)全體員工（不包括高級管理層）的性別比例？

是

請說明理由。

It is fine but should clarify the definition of senior management.

問題 14

您是否同意我們的建議，有如附錄一裏的《主板規則》第 13.92(2)條擬稿所載，將聯交所就發行人臨時偏離「董事會須有不同性別董事」規定的現有指引編納成規？

是

請說明理由。

But should provide a clear code for reference and adoption

問題 15(a)

您是否同意在原則 D.2 中強調董事會對發行人的風險管理及內部監控的責任以及其有責任（至少）每年一次檢討風險管理及內部監控系統的有效性？

是

請說明理由。

It has been conducted at present

問題 15(b)

您是否同意將（至少）每年一次檢討風險管理及內部監控系統有效性的規定提升為強制性規定，並要求發行人披露強制披露要求第 H 段所述項目？

否

請說明理由。

MDR disclosures might have disclosed some company's secret which might affect its business competitiveness and the disclosure cannot be in too depth.

問題 16

您是否同意我們的建議，完善《企業管治守則》第 D.2 節中所載關於（至少一次）對風險管理及內部監控系統進行年度檢討的範圍的現有守則條文？

是

請說明理由。

問題 17

您是否同意我們的建議，推出新的強制披露要求，發行人須具體披露其於匯報期內的股息支付政策及董事會的股息決策？

否

請說明理由。

MDR is not appropriate for it might have forced the listed company to disclose some long term strategies that the listed company do not want to disclose to its competitors at the initial stages. General disclosures like reserving money for medium term investment or implementation of new business strategies are fine but cannot be in details. If so, why should we need to implement MDR?

問題 18

您是否同意我們的建議，加入新的《上市規則》規定，要求發行人設定釐定哪些證券持有人合資格出席股東大會並於會上投票或獲取權益的記錄日期？

否

請說明理由。

It is the shareholders to have more concerns and we need to consult with the shareholders.

問題 19

您是否同意我們的建議，將有關發行人核數師發出的非無保留意見的建議披露編入《上市規則》？

否

請說明理由。

Not in the position to answer this question

問題 20

您是否同意我們的建議，在守則條文第 D.1.2 條及其附註澄清我們預期董事會獲提供每月更新資料？

否

請說明理由。

Too frequent and should be quarterly instead

問題 21

您是否同意我們的建議，將發行人為其提名委員會、審核委員會及薪酬委員會制定書面職權範圍的規定以及暫時偏離的安排劃一，如附錄一裏的《主板規則》第 3.23、3.27、3.27B、3.27C 及 8A.28A 條擬稿所載？

是

請說明理由。

But should clarify the requirements in more details with more FAQs for reference.

問題 22

您是否同意建議中有關 2025 年 1 月 1 日或之後開始的財政年度的實施日期及過渡安排（見《諮詢文件》第 182 至 183 段）？

是

請說明理由。

