

**Submitted via Qualtrics****(Anonymous)****Personal view****Others (please specify)****Question 1**

**Do you agree with our proposal to introduce a new Code Provision (CP) under the Corporate Governance Code (CG Code) requiring issuers without an independent board chair to designate one independent non-executive director (INED) as a Lead INED to enhance engagement with investors and shareholders?**

Yes

**Please provide reasons for your views.**

Any measures that have the benefits of enhancing more effective and transparent communications between listco and its investors and shareholders are welcome. Independent directors add value to the listco by bringing in knowledge and capability from their diverse backgrounds. Investors should be encouraged to have access to independent directors' views of the listco's business, financial performance, governance, strategy, and other aspects that concern the investors. If designating a lead INED can help to guide such INED and listco in facilitating the communication and engagement with investors and shareholders, that should be encouraged. As an INED myself, I welcome the role as a lead INED and opportunity to engage with investors and shareholders if the listco/board decides so.

**Question 2(a)**

**Regarding continuous professional development for directors, do you agree with our proposal to make continuous professional development mandatory for all existing directors, without specifying a minimum number of training hours?**

Yes

**Please provide reasons for your views.**

Directors should keep updated of their professional knowledge of applicable to them. In particular, lately there has been an on-going development of ESG, disclosures, and corporate responsibility that directors should be encouraged to be aware of. Listco should be encouraged to provide necessary updates and trainings to their directors. Making continuous professional development of directors mandatory can provide listco management legitimacy to put in adequate resources to enhance trainings.

HK is a leading international financial center, which has a lot of stakeholder bodies/market practitioner bodies that provide relevant trainings, such as HKCGI, The Chambers of Hong Kong Listed Companies, HKiNEDA, HKIOD, Law Society, CPA, CFA, etc who have been and will be providing relevant trainings to directors. HKEx itself has also been doing a lot of work in hosting seminars and providing useful resources, such as the ESG Academy.

I strongly support the initiative on continuous professional development for directors.

**Question 2(b)**

**Regarding continuous professional development for directors, do you agree with our proposal to require First-time Directors to complete a minimum of 24 hours of training within 18 months following their appointment?**

Yes

**Please provide reasons for your views.**

Please see my response under 2(a).

Also, a minimum of 24 hours of training within 18 months for a first-time director is reasonable.

**Question 2(c)**

**Regarding continuous professional development for directors, do you agree with our proposal to define “First-time Directors” to mean directors who (i) are appointed as a director of an issuer listed on the Exchange for the first time; or (ii) have not served as a director of an issuer listed on the Exchange for a period of three years or more prior to their appointment?**

No

**Please provide reasons for your views.**

I prefer just (i) (instead of (i) or (ii)) as the definition of first-time director.

**Question 2(d)**

**Regarding continuous professional development for directors, do you agree with our proposal to specify the specific topics that must be covered under the continuous professional development requirement?**

Yes

**Please provide reasons for your views.**

HKEx specifying the topics for training can facilitate the training process and help directors and listco more easily identify the topics that are most relevant to directors of companies listed on the HK Stock Exchange.

**Question 3**

**Do you agree with the proposed consequential changes to Principle C.1 and CP C.1.1 of the CG Code?**

Yes

**Please provide reasons for your views.**

See answer under 2(a).

**Question 4**

**Do you agree with our proposal to upgrade the current Recommended Best Practice (RBP) in the CG Code to a CP requiring issuers to conduct regular board performance reviews at least every two years and make disclosure as set out in CP B.1.4?**

Yes

**Please provide reasons for your views.**

Regular board performance reviews can enhance board performance and should be encouraged. It will be good if HKEx can give guidelines on such performance reviews.

**Question 5**

**Do you agree with our proposal to introduce a new CP requiring issuers to maintain a board skills matrix and make disclosure set out in CP B.1.5?**

Yes

**Please give reasons for your views.**

Disclosing a board skills matrix can enhance disclosure to shareholders and help shareholders understand more about the board's diversity and skills set. This can enhance ESG rating agencies, research analysts, and investors in general to make more informed investment decisions and ratings.

**Question 6(a)**

**In relation to our proposal to introduce a “hard cap” of six listed issuer directorships that INEDs may hold, do you agree with the hard cap to**

**ensure that INEDs are able to devote sufficient time to carry out the work of the listed issuers?**

Yes

**Please provide reasons for your views.**

The over-boarding issue affects 23 directors, making the hard cap insignificant from the applied governance perspective. This, coupled with a three-year grace period, appears acceptable.

**Question 6(b)**

**In relation to our proposal to introduce a “hard cap” of six listed issuer directorships that INEDs may hold, do you agree with the proposed three-year transition period to implement the hard cap?**

Yes

**Please provide reasons for your views.**

See answer 6(a).

**Question 7**

**Do you agree with the proposal to introduce a new Mandatory Disclosure Requirement (MDR) in the CG Code to require the nomination committee to annually assess and disclose its assessment of each director’s time commitment and contribution to the board?**

Yes

**Please provide reasons for your views.**

HKEx can provide guidelines to listco and nomination committee on how to assess and review each director's time commitment and contribution (e.g. meeting attendance, communications with management). This can encourage both directors and listco to enhance communication and meet and discuss more often on listco's business and strategies.

**Question 8(a)**

**In relation to our proposal to introduce a “hard cap” of nine years on the tenure of INEDs, beyond which an INED will no longer be considered to be independent, do you agree with the proposed hard cap to strengthen board independence?**

Yes

**Please give reasons for your views.**

While it is not necessarily true that an INED will lose independence after 9 years of being on the board of the same listco, there are benefits to INED community, listco and board to implement this 9 year hard cap rule.

The initiative of listco welcoming new INEDs from time to time allows the board and listco to benefit from fresh pair of eyes, new skillsets, and backgrounds from the incoming INEDs. Relatively new INEDs (like myself) would also welcome the opportunities to join the board of other listco whose INEDs are beyond 9 years and retiring.

**Question 8(b)**

**In relation to our proposal to introduce a “hard cap” of nine years on the tenure of INEDs, beyond which an INED will no longer be considered to be independent, do you agree that a person can be re-considered as an INED of the same issuer after a two-year cooling-off period?**

Yes

**Please provide reasons for your views.**

It is generally good to give some flexibility. If the board considers certain INED to be valuable to the board and listco, this 2 year cooling off period will allow the listco flexibility the appoint such INED again, subject to shareholders' vote.

**Question 8(c)**

**In relation to our proposal to introduce a “hard cap” of nine years on the tenure of INEDs, beyond which an INED will no longer be considered to be independent, do you agree with the proposed three-year transition period in respect of the implementation of the hard cap?**

Yes

**Please provide reasons for your views.**

Given a lot of listco have been listed on HKEx for decades, and have board members that have been long serving, a 3 year transition period can give such companies adequate time to identify INED replacements.

**Question 9**

**Do you agree with the proposal to require all issuers to disclose the length of tenure of each director in the CG Report?**

Yes

**Please provide reasons for your views.**

The information should already be disclosed in the bio of each directors in the annual report (the bio will state which year each director has been appointed as a director). So to make this information more pronounced and easier for shareholders to read, by stating the years of tenure of each director written in a table in CG Report, this should be good presentation of such disclosure to shareholders and ESG rating agencies.

**Question 10**

**Do you agree with our proposal to introduce a CP requiring issuers to have at least one director of a different gender on the nomination committee?**

Yes

**Please provide reasons for your views.**

From the standpoint of gender diversity for the board, the nomination committee, which is tasked to nominating suitable candidates to the board, should itself be gender diverse.

**Question 11**

**Do you agree with our proposal to introduce a Listing Rule to require issuers to have and disclose a diversity policy for their workforce (including senior management)?**

Yes

**Please provide reasons for your views.**

A diversity policy for the workforce (including senior management) should be encouraged.

**Question 12**

**Do you agree with our proposal to upgrade from a CP to a MDR the requirement on the annual review of the implementation of an issuer's board diversity policy?**

Yes

**Please provide reasons for your views.**

Thanks to the CP, Hong Kong listco are experienced in reviewing the implementation of an issuer's board diversity policy annually in practice. It is now the mature time to upgrade this to MDR.

**Question 13**

**Do you agree with our proposal to require as a revised MDR separate disclosure of the gender ratio of: (i) senior management; and (ii) the workforce (excluding senior management) in the CG Report?**

Yes

**Please provide reasons for your views.**

I support gender diversity.

**Question 14**

**Do you agree with our proposal to codify the arrangements during temporary deviations from the requirement for issuers to have directors of different genders on the board as set out in draft Main Board Listing Rule 13.92(2) in Appendix I?**

Yes

**Please provide reasons for your views.**

I support gender diversity.

**Question 15(a)**

**Do you agree with our proposal to emphasise in Principle D.2 the board's responsibility for the issuer's risk management and internal controls and for the (at least) annual reviews of the effectiveness of the risk management and internal control systems?**

Yes

**Please provide reasons for your views.**

Risk management and internal control systems are crucial to listco sustainability; an annual review of the systems' effectiveness should be encouraged and mandatory.

**Question 15(b)**

**Do you agree with our proposal to upgrade the requirement to conduct (at least) annual reviews of the effectiveness of the issuer's risk management and internal control systems to mandatory and require the disclosures set out in MDR paragraph H?**

Yes

**Please provide reasons for your views.**

See answer 15(a).

**Question 16**

**Do you agree with our proposal to refine the existing CPs in section D.2 of the CG Code setting out the scope of the (at least) annual reviews of the risk management and internal control systems?**

Yes

**Please provide reasons for your views.**

As an INED myself, I welcome the Hkex to provide more guidance on how to review the risk management and internal control systems of listco, including scope of the review.

**Question 17**

**Do you agree with our proposal to introduce a new MDR requiring specific disclosure of the issuer's policy on payment of dividends and the board's dividend decisions during the reporting period?**

Yes

**Please provide reasons for your views.**

Dividend and dividend policy is also a key factor for investors to make investment decisions on the listco and a good reference for shareholders in voting at AGM on whether or not to approve a dividend proposal.

**Question 18**

**Do you agree with our proposal to introduce a Listing Rule requirement for issuers to set a record date to determine the identity of security holders eligible to attend and vote at a general meeting or to receive entitlements?**

Yes

**Please provide reasons for your views.**

**Question 19**

**Do you agree with our proposal to codify our recommended disclosures in respect of issuers' modified auditors' opinions into the Listing Rules?**

Yes

**Please provide reasons for your views.**

No concerns.

**Question 20**



**Do you agree with our proposal to clarify our expectation of the provision of monthly updates in CP D.1.2 and the note thereto?**

Yes

**Please provide reasons for your views.**

No concerns.

**Question 21**

**Do you agree with our proposal to align requirements for the nomination committee, the audit committee and the remuneration committee on establishing written terms of reference for the committee and the arrangements during temporary deviations from requirements as set out in draft Main Board Listing Rules 3.23, 3.27, 3.27B, 3.27C and 8A.28A in Appendix I?**

Yes

**Please provide reasons for your views.**

No concerns.

**Question 22**

**Do you agree with the proposed implementation date of financial years commencing on or after 1 January 2025, with transitional arrangements as set out in paragraphs 182 to 183 of the Consultation Paper?**

Yes

**Please provide reasons for your views.**