

Question 1

Do you agree with our proposal to introduce a code provision ("CP") requiring an issuer's board to set culture in alignment with issuer's purpose, value and strategy?

是

Please give reasons for your views.

赞同此项建议。

Question 2a

Do you agree with our proposal to introduce a CP requiring establishment of an anti-corruption policy?

是

Please give reasons for your views.

能够优化市场公司质量，提升全体上市公司反贪污意识与水平。

Question 2b

Do you agree with our proposal to upgrade a Recommended Best Practice ("RBP") to CP requiring establishment of a whistleblowing policy?

是

Please give reasons for your views.

原则上赞同此项建议，但在落实方面建议不指定唯一渠道，允许发行人可以灵活采用多种途径向管理层、董事会反映情况，比如可以指定单独的部门或机构处理举报事件。考虑到外部客户及供货商直接向公司审核委员会举报的操作性较低，此类案件建议由公司专职处理此类事宜的信访办公室或稽核部门处理更为合适。

Question 3

Do you agree with our proposal to introduce a CP requiring disclosure of a policy to ensure independent views and input are available to the board, and an annual review of the implementation and effectiveness of such policy?

是

Please give reasons for your views.

赞同此项建议，但建议贵所对于如何落地提供明确的指引，尤其是在每年的检讨过程中如何评估有效性。

Question 4a

Do you agree with our proposal regarding re-election of an independent non-executive director serving more than nine years ("Long Serving INEDs") to revise an existing CP to require (i) independent shareholders' approval; and (ii) additional disclosure on the factors considered, the process and the board or nomination committee's discussion in arriving at the determination in the explanation on why such Long Serving INED is still independent and should be re-elected?

是

Please give reasons for your views.

提高独董连任超过 9 年的门槛，优化市场公司质量，保障独立董事具有切实的独立性。

Question 4b

Do you agree with our proposal to introduce a CP requiring an issuer to appoint a new independent non-executive director ("INED") at the forthcoming annual general meeting where all the INEDs on the board are Long Serving INEDs, and disclosing the length of tenure of the Long Serving INEDs on the board on a named basis in the shareholders' circular?

是

Please give reasons for your views.

增加相关的披露能够提供投资者重要信息去评估该独立非执董的独立性。

Question 5

Do you agree with our proposal to introduce a new RBP that an issuer generally should not grant equity-based remuneration (e.g. share options or grants) with performance-related elements to INEDs as this may lead to bias in their decision-making and compromise their objectivity and independence?

是

Please give reasons for your views.

排除绩效相关利益，保障独立董事具有切实的独立性。

Question 6a

Do you agree with our proposal to highlight that diversity is not considered to be achieved by a single gender board in the note of the Rule?

否

Please give reasons for your views.

我们赞同董事的性别多元化是实现董事会多元化的重要方面，██████也已持续在董事会层面达到多元化。但在实际操作层面，我们认为需要同时考虑部分特殊行业的实际情况：

- 1、对于化工等特定行业，客观而言可能在寻找合适的女性董事上遇到困难，此时如为满足性别多元化的硬性要求，可能反而对发行人及其股东利益最大化产生不利影响；
- 2、发行人应综合董事才干、专业素质、履历背景等方面，达到董事多元化，性别因素并非超越专业背景、工作履历等各方面的多元化要素之上的至关重要因素。

Question 6b

Do you agree with our proposal to introduce a Mandatory Disclosure Requirement ("MDR") requiring all listed issuers to set and disclose numerical targets and timelines for achieving gender diversity at both: (a) board level; and (b) across the workforce (including senior management)?

否

Please give reasons for your views.

我们赞同在董事会和雇员层面达到多元化具有裨益，██████也已持续在董事会、高级管理层和雇员层面达到多元化。但出于如下考虑，建议不将“上市发行人设定及披露目标数字及时间表”作为强制披露要求，理据如下：

- 1、在雇员的性别多元化层面，由于不同上市发行人所属行业不同，旗下涵盖的附属公司业务板块不同，难以制定可以量化比较的多元化数字目标，要求各上市发行人制定目标数字及时间表将带来较大成本，意义有限；
- 2、我们赞同董事的性别多元化是实现董事会多元化的重要方面，但我们同时认为：
 - (1) 性别多元化的考虑并非凌驾与专业背景、工作履历等各方面的多元化要素之上的至关重要因素，发行人应综合董事和雇员的才干、专业素质、履历背景等方面，达到多元化目标；
 - (2) 对于化工等特定行业，客观而言可能在寻找合适的女性董事/高级管理人员上遇到困难，此时如为满足性别多元化的硬性要求，可能反而对发行人及其股东利益最大化产生不利影响。

Question 6c

Do you agree with our proposal to introduce a CP requiring the board to review the implementation and effectiveness of its board diversity policy annually?

是

Please give reasons for your views.

赞同此项建议。

Question 6d

Do you agree with our proposal to amend the relevant forms to include directors' gender information?

是

Please give reasons for your views.

赞同此项建议。

Question 7

Do you agree with our proposal to upgrade a CP to a Rule requiring issuers to establish a nomination committee chaired by an INED and comprising a majority of INEDs?

是

Please give reasons for your views.

赞同此项建议。

Question 8

Do you agree with our proposal to upgrade a CP to a MDR to require disclosure of the issuer's shareholders communication policy (which includes channels for shareholders to communicate their views on various matters affecting issuers, as well as steps taken to solicit and understand the views of shareholders and stakeholders) and annual review of such policy to ensure its effectiveness?

是

Please give reasons for your views.

有利于确保股东行使股东权利，及提升公司治理透明度和有效性。

Question 9

Do you agree with our proposal to introduce a Rule requiring disclosure of directors' attendance in the poll results announcements?

是

Please give reasons for your views.

有利于让股东了解董事参与股东大会的情况。

Question 10

Do you agree with our proposal to delete the CP that requires issuers to appoint non-executive directors for a specific term?

是

Please give reasons for your views.

至少每三年一次接受重新提名及选任，已经能够保证该非执行董事的任职符合股东利益，且能够避免一名董事的长期盘踞现象。

Question 11

Do you agree with our proposal to elaborate the linkage in the Code by (a) setting out the relationship between corporate governance and environmental, social and governance ("ESG") in the introductory section; and (b) including ESG risks in the context of risk management under the Code?

是

Please give reasons for your views.

符合近年来各地监管机构逐步强化 ESG 方面监管的要求。

Question 12

Do you agree with our proposal to amend the Rules and the ESG Guide to require publication of ESG reports at the same time as publication of annual reports?

是

Please give reasons for your views.

符合近年来各地监管机构逐步强化 ESG 方面监管的要求。

Question 13

Do you have any comments on how the re-arranged Code is drafted in the form set out in Appendices III and IV to the Consultation Paper and whether it will give rise to any ambiguities or unintended consequences?

否

Please give reasons for your views.

对重新编排的《守则》的行文措词没有补充意见

Question 14

In addition to the topics mentioned in the Consultation Paper, do you have any comments regarding what to be included in the new guidance letter on corporate governance (i.e. CG GL) which may be helpful to issuers for achieving the Principles set out in the Code?

是

Please give reasons for your views.

使用一组数据说明遵循《守则》的发行人能够达成更好的股东沟通或溢价等。

Question 15a

Do you agree with our proposed implementation dates for all proposals (except the proposals on Long Serving INED): the financial year commencing on or after 1 January 2022?

是

Please give reasons for your views.

由于达成合规需时，我们建议在新修订的《守则》实施日期之后预留一段合理的过渡时间，以便各发行人能够有充分及必要的时间响应新的要求，保证发行人有关上市合规工作有序运行。

Question 15b

Do you agree with our proposed implementation dates for proposals on Long Serving INED: the financial year commencing on or after 1 January 2023?

是

Please give reasons for your views.

已为发行人预留充分时间。