CHARTERED SECRETARIES
特許秘書

The Essential Company Secretary
不可或缺的公司秘書

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About The Hong Kong Institute of Chartered Secretaries
香港特許秘書公會

The Hong Kong Institute of Chartered Secretaries (HKICS) is an independent professional body dedicated to the promotion of its members' role in the formulation and effective implementation of good governance policies in Hong Kong and throughout China as well as the development of the profession of Chartered Secretary.

HKICS was first established in 1949 as an association of Hong Kong members of the Institute of Chartered Secretaries and Administrators (ICSA) of London. It became a branch of ICSA in 1990 before gaining local status in 1994.

HKICS is a founder member of Corporate Secretaries International Association (CSIA) which was established in March 2010 in Geneva, Switzerland to give a global voice to corporate secretaries and governance professionals.

HKICS has about 5,800 members and 3,200 students.

香港特許秘書公會（公會）是一個獨立專業團體，一直致力於訂定與執行良好公司治理政策方面，在香港以至全中國各地提升會員所擔當的角色，同時推動「特許秘書」專業的發展。

公會於1949年成立，最初為設立在倫敦的英國特許秘書及行政人員公會（ICSA）的屬會，於1990年成為ICSA的香港分會，並於1994年成為ICSA的香港成員。

公會亦是公司秘書國際聯合會（CSIA）的創會成員，CSIA 於2010 年3 月於瑞士日內瓦成立，在國際上代表全球公司秘書和管治專業人士發聲。

公會現擁有大約5,800名會員及3,200名學員。

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Institute of Chartered Secretaries and Administrators
英國特許秘書及行政人員公會

指南內容中文版請參閱第 14 至 24 頁

1. INTRODUCTION

1.1 All Hong Kong incorporated companies are required to have a company secretary.

1.2 Additionally, HKICS members ("Member" or "Members") are qualified to become company secretaries of Hong Kong listed issuers (Appendix I). This is a *senior management position*[1] which carries with it the duty to advise the board, through the chairman and/or the chief executive, on governance matters (Appendix II).

1.3 HKICS requires of its Members an exacting standard to *actively* promote good corporate governance practices.

1.4 HKICS, as a professional body, also requires its Members to discharge their duties with a *high degree of integrity*.

1.5 In the context of these requirements, this Guide summarises the essential duties and responsibilities expected of a Member serving as a company secretary of a Hong Kong company including, where he/she serves in a listed company, certain listed company specifics.

1.6 Any failure on the part of Members to adhere to and/or discharge the duties and responsibilities expected from them will be grounds for disciplinary action.

1.7 Where a Member serves in some related or subsidiary position, for example as assistant company secretary, he or she should adhere to this Guide to the extent practicable.

1.8 This Guide is not intended to be exhaustive, and there may be instances in which Members need to apply their professional knowledge and training in resolving issues, and in case of doubt, to escalate matters to the board and/or to seek professional and/or legal advice, as appropriate.

1.9 All Members are required to update their knowledge and training by complying with the Institute's prevailing mandatory continuing professional development requirements (Appendix I) which will assist them in discharging their duties.

[1] Dr. Bob Tricker, "The Significance of the Company Secretary – in Hong Kong's listed companies", HKICS (CLP Sponsored Research), 2012, http://www.hkics.org.hk/media/publication/attachment/PUBLICATION_A_2336_Research%20Report%202012.pdf, accessed December 2012

2. PROFESSIONAL CONDUCT

2.1 Members shall observe the highest standards of professional conduct and ethical behavior in all their work.

2.2 Members shall abide by both the letter and spirit of the HKICS Memorandum and Articles of Association, together with any codes or bye-laws made pursuant thereto including this Guide.

2.3 Members shall also abide by all other applicable rules and regulations, including the Listing Rules and the associated Corporate Governance Code.

2.4 In particular, Members shall:

2.4.1 exercise complete integrity, honesty, diligence and due care in carrying out and performing their duties and responsibilities;

2.4.2 safeguard the legitimate interests of their employers and clients; and

2.4.3 ensure that they have the required knowledge, skill and technical competence to perform the duties expected of them.

2.5 Members shall not:

2.5.1 enter into any agreement or undertake any activity which may be in conflict with the legitimate interests of their employers or clients, or which may prejudice the proper performance of their duties;

2.5.2 use confidential information obtained in the performance of their duties for any personal gain or in a manner which would be illegal, or inconsistent with or detrimental to the interests of their employers or clients;

2.5.3 knowingly be a party to any illegal or unethical activity; or

2.5.4 behave or conduct themselves in any manner which detracts or may detract from the reputation of HKICS.

3. OVERVIEW

3.1 A Member serving as a company secretary is regarded as both an officer and part of the senior management team, and at the centre of the board's decision making process. The Member is expected to use his or her influence to promote good corporate governance.

3.2 Specifically, the Member should assist directors in their legitimate pursuit of profit and growth with integrity and independence, and also seek to protect the interests of the company, its shareholders and its employees, to the best of his or her ability.

3.3 The Member is required to play an active role in promoting good corporate governance, and to employ commensurate communication skills, knowledge of the company's businesses and a professional approach in discharging his or her duties.

3.4 The Member is required to be familiar with applicable ordinances, rules and regulations which impose numerous obligations on companies regarding the conduct of their affairs. In various instances, the company and each of its officers, which includes the company secretary, when in default are liable to a fine and, in some cases, imprisonment for the officers.

3.5 In view of potential liabilities, company secretaries cannot afford to ignore any cases of non-compliance with legislation or regulation that come to their attention, even if the directors have purported to make someone else responsible for those matters. As an officer of the company, the company secretary has a duty to monitor these matters, regardless of the terms of his or her employment and should draw such cases to the attention of the directors and advise them of their own and the company's duties and obligations.

4. SPECIFIC RESPONSIBILITIES

4.1 The detailed manner in which each Member may best discharge his or her duties, including actively promoting good corporate governance, may vary from company to company.

4.2 However, the management, implementation and oversight of a range of key procedures, actions and interfaces are a common thread in the fulfillment of the duties of all company secretaries.

4.3 Appendix III identifies the topics which it is recommended a company secretary should regularly review and consider with a view to successfully discharging his or her responsibilities.

5. GOOD CORPORATE GOVERNANCE

5.1 In discharging their duty to actively promote good corporate governance, Members are required to consider the following personal and professional responsibilities:

5.1.1 establishing an effective working relationship with the chairman and chief executive officer, with accountability to the board (through the chairman) for all matters relating to directors' duties as an officer of the company;

5.1.2 ensuring the smooth running of the board's and board committees' activities by helping the chairman to set agendas, preparing papers and presenting papers to the board and board committees, advising on board procedures and ensuring that those are followed;

5.1.3 keeping under close review all legislative, regulatory and corporate governance developments that might affect the company's operations, and ensuring that the board is fully briefed on these and that it has regard to them when taking decisions;

5.1.4 ensuring that the concept of stakeholders (particularly employees) is in the board's mind when important business decisions are being taken;

5.1.5 advising the board on the need to 'comply or explain' with the Corporate Governance Code, including provisions relating to adopting various governance policies and periodic reporting of measurable objectives for implementing such policies, and updating progress thereon in the corporate governance report;

5.1.6 advising the board on potentially adopting some or all of the recommended best practices under the Corporate Governance Code;

5.1.7 keeping abreast of sustainability issues, and environmental, social and governance ("ESG") reporting developments, advising the board in relation to its sustainability and ESG policies and practices and reporting thereon;

5.1.8 acting as a confidential sounding board to the chairman, non-executive directors and executive directors on matters that may concern them, and taking a lead role in managing any difficult inter-personal issues on the board;

5.1.9 acting as a primary point of contact and source of advice and guidance for directors, and in particular non-executive directors, as regards the company and its activities in order to support the decision making process;

5.1.10 acting as an additional enquiring voice in relation to board decisions which particularly affect the company, drawing on his or her experience and knowledge of the practical aspects of management including law, tax and business finance to act as the "conscience of the company";

5.1.11 ensuring, where applicable, that the standards and/or disclosures required by Listing Rules are observed and, where required, reflected in the annual report. The company secretary usually takes the lead oversight role in the preparation of the annual report, in particular in drafting the directors' report and corporate governance report, and agreeing these with the board and board committees;

5.1.12 compliance with the continuing obligations of the Securities and Futures Ordinance, Listing Rules and Takeovers Code, including ensuring publication and dissemination of the annual report and accounts and interim reports within the periods laid down in the Listing Rules; timely dissemination of announcements to the market and ensuring proper disclosure of inside information;

5.1.13 managing relations with investors, particularly institutional investors, with regard to corporate governance issues and the board's practices in relation to corporate governance;

5.1.14 induction of new directors into the business, explaining their roles and responsibilities, and facilitating their continuing professional development and maintaining the relevant record of directors' training;

5.1.15 ensuring that the board is fully aware of its responsibility to avoid engaging in any market misconduct practices, including not putting out or allowing the release of misleading information, or by engaging in a course of conduct which could amount to market misconduct;

5.1.16 ensuring compliance with all statutory filing requirements and regulatory disclosures; and

5.1.17 arranging and managing any general meetings ("GM"), the annual general meetings ("AGM") and establishing, with the board's agreement, the items to be considered at any GM and the AGM, including resolutions dealing with governance matters.

6. REPUTATION

6.1 The reputation of the profession of company secretary generally, and the standing of HKICS within Hong Kong's corporate, investing and regulatory communities, stands and falls on the individual and collective efforts of its Members in performing their duties with integrity, skill and dedication.

6.2 In this respect, Members who are company secretaries of listed companies have a particular role to play, because of the visibility of their role and the implications to the shareholding public if they fail in their duties.

6.3 For these reasons, HKICS expects its Members who are company secretaries of listed companies to play a leading role in reinforcing the reputation and standing of the profession, and to set an example in maintaining the highest standards of professional conduct and ethical behaviour.

APPENDIX I
RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED ("LISTING RULES")

Rule 3.28 of the Listing Rules:

The issuer must appoint as its company secretary an individual who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Exchange, capable of discharging the functions of company secretary.

Notes:

1. *The Exchange considers the following academic or professional qualifications to be acceptable:*
   a. *a Member of The Hong Kong Institute of Chartered Secretaries;*
   b. *a solicitor or barrister (as defined in the Legal Practitioners Ordinance); and*
   c. *a certified public accountant (as defined in the Professional Accountants Ordinance).*

2. *In assessing "relevant experience", the Exchange will consider the individual's:*
   a. *length of employment with the issuer and other issuers and the roles he played;*
   b. *familiarity with the Listing Rules and other relevant law and regulations including the Securities and Futures Ordinance, Companies Ordinance, and the Takeovers Code;*
   c. *relevant training taken and/or to be taken in addition to the minimum requirement under rule 3.29; and*
   d. *professional qualifications in other jurisdictions.*

Rule 3.29 of the Listing Rules:

In each financial year an issuer's company secretary must take no less than 15 hours of relevant professional training.

Note: A person who was a company secretary of an issuer:

1. *on or after 1 January 2005 must comply with rule 3.29 for the financial year commencing on or after 1 January 2012;*
2. *between 1 January 2000 to 31 December 2004 must comply with rule 3.29 for the financial year commencing on or after 1 January 2013;*
3. *between 1 January 1995 to 31 December 1999 must comply with rule 3.29 for the financial year commencing on or after 1 January 2015; and*
4. *on or before 31 December 1994 must comply with rule 3.29 for the financial year commencing on or after 1 January 2017.*

Note: The equivalents for the Growth Enterprise Market Listing Rules ("GEM Listing Rules") are found in Rules 5.14 and 5.15 of the GEM Listing Rules.

APPENDIX II
CORPORATE GOVERNANCE CODE UNDER LISTING RULES
SECTION F OF THE CORPORATE GOVERNANCE CODE

Section F Company Secretary

Principle

The company secretary plays an important role in supporting the board by ensuring good information flow within the board and that board policy and procedures are followed. The company secretary is responsible for advising the board through the chairman and/or the chief executive on governance matters and should also facilitate induction and professional development of directors.

Code Provisions

1. The company secretary should be an employee of the issuer and have day-to-day knowledge of the issuer's affairs. Where an issuer engages an external service provider as its company secretary, it should disclose the identity of a person with sufficient seniority (e.g. chief legal counsel or chief financial officer) at the issuer whom the external provider can contact.

2. The board should approve the selection, appointment or dismissal of the company secretary.

Note: A board meeting should be held to discuss the appointment and dismissal of the company secretary and the matter should be dealt with by a physical board meeting rather than a written resolution.

3. The company secretary should report to the board chairman and/or the chief executive.

4. All directors should have access to the advice and services of the company secretary to ensure that board procedures, and all applicable law, rules and regulations, are followed.

Note: The equivalents for the GEM Listing Rules are found at Section F of the Corporate Governance Code, Appendix 15 of the GEM Listing Rules.

APPENDIX III
SPECIFIC RESPONSIBILITIES RELATING TO BOARD OF DIRECTORS/SENIOR MANAGEMENT

The company secretary should regularly review and, bearing in mind the provision of the Companies Ordinance, Securities and Futures Ordinance, Listing Rules and the associated Corporate Governance Code and any other applicable rules and regulations, consider matters relating to the following:

A. Relationships

1. Chairman: Do you have direct access to the chairman on governance issues and all matters relating to board and shareholder proceedings?

2. Directors: Do you ensure that there is unlimited and equal provision of information to all board members?

3. Information: Do you co-ordinate the timely flow of information to the board?

B. Board Organisation

1. Frequency of meetings: should these be increased or decreased?

2. Establishment of committees: Have audit, nominating and remuneration committees been established?

3. Other delegations of authority: Can other committees be established to consider in greater detail matters on behalf of the board?

C. Provision of Information to Boards and Committees

1. Standing items: What should be considered at each meeting?

2. Regular or periodic items: What should be considered regularly (e.g. quarterly) and periodically (e.g. one-off)?

3. Schedule of key reviews for any given year: Have you given board/board committees members a broad view of the issues to be discussed at meetings?

4. Authority for setting the agenda: Do you liaise with the chairman in setting the agenda?

5. Circulars to directors: Do the Articles allow resolutions in writing and approval by electronic means? Is this facility adopted? Is it appropriate for the subject matter to be considered by resolution in writing rather than at a meeting?

D. Conduct of Board and Committee Meetings

1. Timely supply of papers: Are papers dispatched to directors in sufficient time for them to consider the matters?

2. Structure of papers: Are papers presented in a uniform manner with an appropriate introduction, discussion of the topic and conclusion with a recommendation or action to be taken?

3. Length of papers: Are the papers too long or too short?

4. Presentations in support of papers: Are senior executives invited to attend board meetings from time-to-time in order to present papers?

5. Length of meetings: Is an appropriate balance struck between unnecessarily taking up directors' time and allowing adequate discussion and consideration of the papers?

6. Conduct of meetings: Can suggestions be made to the chairman for streamlining or improving the way in which meetings are conducted?

E. Documentation

1. Minutes: Is the chairman satisfied with the content, style, length and timely dispatch of minutes? Can they be shortened or do they need to be expanded?

2. Paper meetings: Paper meetings and backdating of minutes are not allowed. Is appropriate use being made of resolutions in writing (if permitted by the Articles) or delegation of authority?

3. Record retention: Is there a policy in place for retention of documents?

F. New Directors

1. Information: Do you have an information pack for new directors covering board and committee proceedings, delegation of authority to committees or individuals and an outline of directors' duties and responsibilities?

2. Induction: Do you visit a new director shortly after the appointment, or at least in advance of his or her first Board meeting, to provide a briefing on the induction material? Do you arrange for the new director to meet with heads of key business units and operations in order to receive a briefing on the company's operations?

G. Connected Transactions

1. Monitoring: What procedures do you have in place to monitor and disclose notifiable/connected transactions?

2. Education: Are directors and senior management aware of the notifiable/connected transaction disclosure obligations?

H. Disclosure of Interests

1. Monitoring: What procedures do you have in place to monitor and report directors' dealings in securities?

2. Reminders: Are directors regularly reminded of their disclosure obligations and dealing restrictions?

I. Continuous Disclosure Obligations

1. Monitoring: What procedures do you have in place to identify, monitor and disclose inside information?

2. Education: Are directors and senior management aware and regularly reminded of their continuous disclosure obligations?

3. Documentation: Are decisions on disclosure of inside information and non-disclosure thereof (based on safe harbours) being properly documented?

J. Training

1. Is there an ongoing training programme for directors and senior management?

2. Are records of training being kept? Do you keep those records?

1. 簡介

1.1. 所有香港公司均須有公司秘書。

1.2. 此外，香港特許秘書公會(公會)會員（會員）有資格成為香港上市公司公司秘書（附錄一）。公司秘書是一個高層管理人員職位[1]，責任包括透過主席及／或行政總裁向董事會提供有關管治事宜的意見（附錄二）。

1.3. 公會要求會員遵循最高準則，積極提倡良好公司管治的實踐。

1.4. 公會作為專業機構，亦要求會員以高度的誠信履行職責。

1.5. 參照上述要求，本指南概述會員作為香港公司公司秘書的最基本職責和責任，包括上市公司公司秘書的特定職責和責任。

1.6. 會員如不遵守本指南及／或不履行其應盡的職責和責任，將受到紀律處分。

1.7. 會員若擔任相關或附屬的職位，例如助理公司秘書，應於切實可行的範圍內遵守本指南。

1.8. 本指南無意提供詳盡無遺的指引，在某些情況下，會員有需要憑藉其專業知識及訓練解決問題，有疑問時應按需要把事件提升至董事會處理，及／或尋求專業及／或法律意見。

1.9. 所有會員均須接受培訓，吸收最新知識，遵守公會現行的強制持續專業發展計劃的規定（附錄 I），有關規定有助他們履行職責，包括本指南所述的職責。

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[1] Bob Tricker 博士，《香港上市公司公司秘書的重要性》，香港特許秘書公會（中電贊助研究），2012 年，http://www.hkics.org.hk/media/publication/attachment/PUBLICATION_A_2336_Research%20Report%202012_Chi.pdf，2012 年 12 月取得

2. 專業操守

2.1 會員從事所有工作時，均應符合專業操守和道德規範的最高準則。

2.2 會員應嚴格遵守《香港特許秘書公會之公司組織章程大綱及章程細則》以及據此而制定的所有守則和章程（包括本指南）的條文及精神。

2.3 會員亦應當遵守所有其他適用規則及規例，包括《上市規則》及《企業管治守則》。

2.4 需特別指出的是，會員應：

2.4.1 在履行責任和職責時，做到完全正直無私、誠實、勤勉和盡責；

2.4.2 維護其僱主和客戶的合法利益；並且

2.4.3 確保自身具有履行其職責所要求的知識、技巧和技術能力。

2.5 會員不應：

2.5.1 簽訂任何可能與其僱主或客戶的合法利益產生衝突或有礙其妥善履行職責的協議，或採取任何可能與其僱主或客戶的合法利益產生衝突或有礙其妥善履行職責的行動；

2.5.2 為任何個人利益而使用其在履行職責的過程中所獲取的保密資料，或以違法、或與其僱主或客戶的利益不符、或使其僱主或客戶利益受損的方式使用其在履行職責的過程中所獲取的保密資料；

2.5.3 故意參與任何違法或不道德行為；或

2.5.4 採取或做出任何有損或可能有損公會信譽的舉措或行為。

3. 綜述

3.1 會員作為公司秘書，是高級職員及高層管理團隊的一員，處於董事會決策流程的核心位置，應發揮其影響力，促進良好公司管治。

3.2 具體而言，公司秘書應在公司董事合法追求利潤及業務發展的過程中，正直和獨立地提供幫助，並應竭力維護公司、公司股東和公司員工的利益。

3.3 會員應積極促進良好公司管治，運用適當的溝通技巧、對公司業務的認識，以專業態度履行職責。

3.4 會員須熟悉適用的條例、規則及規例就公司處理事務所規定的種種責任。在某些情況下，違規的公司及其高級職員（包括公司秘書）可被處罰款，在一些個案中，高級職員更可被處以監禁。

3.5 鑒於有潛在的法律責任，即使董事聲稱由其他人對此負責，公司秘書若發現違法違規事件，實不能置之不理。作為公司的高級職員，不論其僱傭合約條款如何規定，公司秘書都有責任監察這些事務，應提醒董事注意有可能違規的事件，並闡明董事以及公司對此應有的責任。

4. 具體責任

4.1 公司秘書履行職責（包括積極促進良好企業管治）的具體方式，可因應個別公司的不同情況而異。

4.2 然而，所有公司秘書履行職責時均有共通點，就是要管理、執行和監督一系列主要程序、行為和各層面的銜接。

4.3 為妥善履行職責，公司秘書應經常審視和考慮多方面的事項，該等事項列於附錄三。

5. 良好公司管治

5.1 在履行職責，積極促進良好公司管治時，會員須考慮下列個人和專業責任：

5.1.1 作為公司的高級職員，與主席和行政總裁建立有效的工作關係，就所有與董事職責相關的事務（透過主席）對董事會負責；

5.1.2 藉著協助主席設定議程、準備文件、向董事會及其委員會提交文件、就董事會決策程序向董事會提供意見、以及確保董事會遵從有關程序，確保董事會及其委員會運作暢順；

5.1.3 密切關注所有可能影響公司營運的法例、法規和公司治理事宜的最新進展，並確保董事會獲安排聽取有關發展的全面講解及在制定決策時考慮這些因素；

5.1.4 確保董事會在作出重要業務決策的過程中，充分考慮對各持份者（尤其是僱員）的影響；

5.1.5 向董事會就「不遵守就解釋」《企業管治守則》提供意見，包括有關採用各項管治政策，及定期報告實施該等政策的可計量目標的規定，並在企業管治報告中匯報進展情況；

5.1.6 就採納《企業管治守則》部分或全部的建議最佳常規，向董事會提供意見；

5.1.7 關注可持續發展這課題，以及環境、社會及管治報告方面的進展，並就董事會的可持續發展以及環境、社會及管治政策與實務，以及董事會在這方面須提交的報告，向董事會提供意見；

5.1.8 作為主席、非執行董事和執行董事可信賴的商討對象，商討他們關注的事項，並主導董事會內部人際問題的管理工作；

5.1.9 在有關公司及公司活動的事宜上，作為董事（尤其是非執行董事）的主要聯絡人，提供意見及指導，以支援決策過程；

5.1.10 利用其在法律、稅務和企業財務等管理實務方面的經驗和知識，就對公司有影響的董事會決策提出問題，發揮「公司良知」的作用；

5.1.11 在適當情況下，確保遵守《上市規則》所規定的準則及／或權益披露要求，並按規定反映於年度報告中。在草擬年度報告，尤其是董事會報告及企業管治報告，以及在徵求董事會及其委員會同意報告擬稿的過程中，公司秘書通常是主要監督者；

5.1.12 確保公司遵守《證券及期貨條例》、《上市規則》和《公司收購及合併守則》所規定的持續責任，例如確保在《上市規則》所規定的期限內刊登及發佈年度報告、周年帳目和中期報告、及時向市場發佈公告，並確保內幕消息得到妥善披露；

5.1.13 就公司管治事宜以及董事會在公司治理實踐方面的做法，管理與投資者（特別是機構投資者）的關係；

5.1.14 啟導加入公司的新董事，解釋其角色和職責，協助安排其持續專業發展，並備存董事培訓的記錄；

5.1.15 確保董事會完全知悉其避免從事市場失當行為的責任，不會發佈或允許發佈誤導市場的資訊，或避免從事可能屬於市場失當行為的活動；

5.1.16 確保遵守所有法定存檔規定和有關披露的規例；及

5.1.17 籌備和組織股東大會及股東周年大會，經董事會同意後，確定股東大會和股東周年大會上需要討論的事項，包括與公司治理有關的事項的決議。

6. 信譽

6.1 公司秘書的專業信譽，以及公會於香港的公司、投資者和監管者心目中之地位，取決於其會員能否個別及共同努力，以正直無私的態度、熟練的技能以及敬業的精神履行職責。

6.2 在這方面，擔任上市公司公司秘書的公會會員發揮著特別重要的作用，因為他們的角色較明顯，若未能履行職責，其失職行為會為公眾投資者帶來巨大影響。

6.3 基於這些原因，公會期望擔任上市公司公司秘書的會員在維護公司秘書專業的信譽和地位方面發揮帶頭作用，並以身作則，遵守最高標準的專業操守和道德行為。

附錄一
香港聯合交易所有限公司證券上市規則
（《上市規則》）

《上市規則》第 3.28 條：

發行人必須委任一名個別人士為公司秘書，該名人士必須為本交易所認為在學術或專業資格或有關經驗方面足以履行公司秘書職責的人士。

註：

1. 本交易所接納下列各項為認可學術或專業資格：
   a. 香港特許秘書公會會員；
   b. 《法律執業者條例》所界定的律師或大律師；及
   c. 《專業會計師條例》所界定的執業會計師。

2. 評估是否具備「有關經驗」時，本交易所會考慮下列各項：
   a. 該名人士任職於發行人及其他發行人的年期及其所擔當的角色；
   b. 該名人士對《上市規則》以及其他相關法例及規則（包括《證券及期貨條例》、《公司條例》及《收購守則》）的熟悉程度；
   c. 除《上市規則》第 3.29 條的最低要求外，該名人士是否曾經及／或將會參加相關培訓；及
   d. 該名人士於其他司法權區的專業資格。

《上市規則》第 3.29 條：

在每個財政年度，發行人的公司秘書須參加不少於 15 小時的相關專業培訓。

註：在以下期間為發行人公司秘書的人士：

1. 在 2005 年 1 月 1 日或之後：必須由 2012 年 1 月 1 日起或以後的財政年度遵守《上市規則》第 3.29 條；
2. 在 2000 年 1 月 1 日至 2004 年 12 月 31 日內：必須由 2013 年 1 月 1 日起或以後的財政年度遵守《上市規則》第 3.29 條；
3. 在 1995 年 1 月 1 日至 1999 年 12 月 31 日內：必須由 2015 年 1 月 1 日起或以後的財政年度遵守《上市規則》第 3.29 條；及
4. 在 1994 年 12 月 31 日或之前：必須由 2017 年 1 月 1 日起或以後的財政年度遵守《上市規則》第 3.29 條。

註：《創業板上市規則》內的相同條文，見《創業板上市規則》第 5.14 及 5.15 條。

附錄二
上市規則《企業管治守則》
《企業管治守則》F 部分

F 部分　　公司秘書

原則

公司秘書在支援董事會上擔當重要角色，確保董事會成員之間資訊交流良好，以及遵循董事會政策及程序。公司秘書負責透過主席及／或行政總裁向董事會提供管治事宜方面意見，並安排董事的入職培訓及專業發展。

守則條文

1. 公司秘書應是發行人的僱員，對發行人的日常事務有所認識。發行人若外聘服務機構擔任公司秘書，應披露其內部一名可供該外聘服務機構聯絡的較高職位人士（如首席法律顧問或財務總監）的身份。

2. 公司秘書的遴選、委任或解僱應經由董事會批准。

註：　委任及解僱公司秘書事宜應透過董事會會議討論，並應是舉行董事會會議而非以書面決議處理。

3. 公司秘書應向董事會主席及／或行政總裁匯報。

4. 所有董事應可取得公司秘書的意見和享用他的服務，以確保董事會程序及所有適用法律、規則及規例均獲得遵守。

註：　《創業板上市規則》內的相同條文，見《創業板上市規則》附錄 15《企業管治守則》F 部分。

附錄三
董事會／高層管理人員的
具體職責

公司秘書應銘記《公司條例》、《證券及期貨條例》、《上市規則》及相關的《企業管治守則》，以及其他適用規則及規例的條文，經常審視和考慮與以下事項相關的事宜：

A. 關係／聯絡

1. 主席：你可否就與公司治理有關的問題以及所有與董事會和股東大會程序相關的事宜與主席直接溝通？
2. 董事：你有沒有確保向所有董事會成員同樣提供無限量的資料？
3. 資訊：你有沒有做好協調工作，向董事會及時提供資訊？

B. 董事會組織架構

1. 會議召開的頻密程度：應增加還是減少會議的次數？
2. 設立委員會：是否已設立審核委員會、提名委員會和薪酬委員會？
3. 其他權力的轉授：可否設立其他委員會，代董事會深入探討某些事務？

C. 向董事會及委員會提供資料

1. 常設事項：哪些事項每次會議均須討論？
2. 經常或間歇性事項：哪些事項需要經常討論（例如：每個季度一次）和間歇性討論（例如：一次性的）？
3. 年內主要檢討事項的時間表：有沒有向董事會／其委員會成員概略提供年內開會將討論的事項？
4. 設定議程的權力：你設定議程時，是否與主席商討？
5. 發給董事的通函：《公司組織章程細則》是否允許以書面決議及以電子方式核准事項？是否利用了書面決議及電子批核安排等工具？有待決策的事項是否適宜採用書面決議的形式作決定，而非透過會議審議？

D. 處理董事會會議和委員會會議

1. 及時提交文件：有沒有將文件提前送交各董事，讓他們有充分時間考慮？
2. 文件的結構：提交的文件是否採用了統一的格式，有恰當的引言、議題討論以及結論，結論載述建議或將採取的行動？
3. 文件長度：文件是否太長或太短？
4. 講解文件：有沒有不時邀請高層管理人員參加董事會，以講解文件？
5. 會議長度：會議長度是否適中，既無不必要地佔用董事的時間，又容許董事充分討論和審議文件？
6. 處理會議：可否向主席提出建議，簡化或改進會議程序？

E. 檔案紀錄

1. 會議紀錄：主席對會議紀錄的內容、風格、長度以及發佈的及時性是否感到滿意？會議紀錄可否縮短？有無需要加長？
2. 紙上會議：紙上會議和為會議紀錄填上較早的日期是不容許的。是否有恰當使用書面決議（如果《公司組織章程細則》允許的話）或授權？
3. 保存文件紀錄：有沒有制定保存文件紀錄的政策？

F. 新董事

1. 資料：你有沒有向新董事提供資料，介紹董事會和委員會會議程序、向委員會或個人授權的安排，以及概述董事的責任及職責？
2. 啟導：你有沒有在新董事獲委任後不久，或至少在第一次董事會會議前拜訪他，向他講解啟導資料？有沒有安排新董事會見各重要業務部門和運營部門的主管，讓他瞭解公司的運作？

G. 關連交易

1. 監督：你制定了什麼程序，監督和披露須予披露的交易／關連交易？
2. 教育：董事和高層管理人員是否瞭解對須予披露的交易／關連交易的披露責任？

H. 披露權益

1. 監督：你制定了什麼程序，監督和披露董事的證券交易？
2. 提醒：有沒有經常提醒董事履行披露責任和注意證券交易方面的限制？

I. 持續披露責任

1. 監督：你制定了什麼程序，識別、監督和披露內幕消息？
2. 教育：董事和高層管理人員是否知道自己有持續披露責任，並定期得到提醒？
3. 文件紀錄：有關披露內幕消息及以安全港為由不作披露的決定，是否存有妥善的文件紀錄？

J. 培訓

1. 是否為董事和高層管理人員設有持續培訓計劃？
2. 有沒有備存培訓紀錄？是否由你保存？

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