

Best Corporate Governance Awards

最佳企業管治大獎

2019



Hong Kong Institute of
Certified Public Accountants
香港會計師公會



2019 最佳企業管治大獎

Best Corporate Governance Awards



The Hong Kong Institute of Certified Public Accountants' Best Corporate Governance Awards ("Awards") are proud to be celebrating their 20th year. The Awards are acknowledged for their breadth, depth, and objectivity. They have established a recognized benchmark for Hong Kong's corporate governance and sustainability/ social responsibility reporting standards in the private and public sectors. The Institute is now inviting listed companies and public sector / not-for-profit organizations to enter the 2019 Awards.

Objectives

- To promote greater awareness and understanding of corporate governance and sustainability/ social responsibility
- Encourage improvements in standards of disclosure and practices in the above areas
- Recognize the companies and organizations that set the benchmarks of quality in terms of their corporate governance and sustainability/ social responsibility disclosures and practices

Eligibility for Entry and Judging Categories

- Listed companies ("companies"):
 - Main Board*
 - Hang Seng Index (HSI)-constituent companies
 - Main Board or Growth Enterprise Market (GEM)*
 - Non-HSI-constituent companies:
 - large market capitalization
 - medium market capitalization
 - small market capitalization
 - H-share companies and other Mainland enterprises
- Public sector / Not-for-profit organizations ("organizations")
 - large organizations
 - small and medium-size organizations

Types of Awards

- Diamond, Platinum and Gold Corporate Governance Awards
- Sustainability and Social Responsibility Reporting (“SSR”) Awards
- Self-nomination Awards for Good Corporate Governance Practices (“Self-nomination Awards”)

Companies with a market capitalization of no more than HK\$6 billion (as at 30 April 2019) and public sector/ not-for profit organizations that have adopted good governance practices during the reporting period covered by the Awards (see the “Entry Procedure” section), in particular new voluntary practices, are invited to apply to be considered for an award.

- Other Awards:
 - Special Mentions may be given to other companies / organizations that demonstrate sound all-round corporate governance disclosures and practices, or strengths in important facets of good governance
 - Commendations may be given for website corporate governance-related information, i.e., voluntary disclosures by companies / organizations on their websites that reflects sound governance practices

Review and Judging Procedures

Decisions are made by expert panels of reviewers and judges, comprising representatives from the financial market regulators, the HKSAR Government, investors, professional associations and academia, as well as prominent individuals in the field of corporate governance.

For the awards in the seven main categories above, there will be two levels of review:

Quality Review

Following an initial screening procedure, an assessment is made of the quality and standard of the corporate governance disclosures and practices of those companies and organizations that pass the initial screening, primarily through the assessment of information contained in their annual reports. Where relevant, other publicly-available information may also be taken into account. The emphasis is on voluntary disclosures that exceed the minimum statutory and regulatory requirements.

Compliance Review

A check is made of selected candidates' compliance with the mandatory corporate governance disclosure requirements under the Companies Ordinance and the Stock Exchange Main Board or GEM Listing Rules, as appropriate.

For other types of awards, there will also be specific assessments:

SSR Awards

Following an initial screening procedure, more detailed assessments are carried out on companies' / organizations' disclosures and practices in relation to sustainability and social responsibility, as reflected in their sustainability and / or annual reports.

Self-nomination Awards

Eligible companies and organizations that have adopted good governance practices during the reporting period covered by the Awards (see the "Entry Procedure" section) are invited to submit further details of the practices that they have introduced, particularly voluntary practices. Shortlisted candidates may also be invited to attend an interview.

Commendations

More detailed assessments are carried out of companies' / organizations' corporate governance policies and other disclosures on their websites, in accordance with specially developed criteria.

After completion of the above procedures, the review panel will shortlist candidates for the judging panel to determine the final winners.

Judging Criteria

The judging criteria for the main categories include the following:

- Overall presentation
- Promptness of reporting
- Quality of voluntary disclosure and practices in relation to the following information:
 - corporate governance statement and practice
 - capital structure
 - board structure and functioning, including board composition and diversity
 - remuneration policy and details of directors' and senior management remuneration packages

- nomination committee's work done and nomination policies and processes
- risk management and internal controls
- management discussion and analysis
- connected transactions and relationships
- other voluntary disclosures relating to, e.g., board committees, internal audit, shareholder communications, and investor relations

For relevant candidates:

- Compliance with corporate governance disclosure requirements of the Companies Ordinance and the Stock Exchange Listing Rules
- Presentation of compliance information

The judges may also take into account other publicly-available information that reflects on the implementation of the corporate governance or sustainability/ social responsibility practices of individual companies and organizations.

The decision of the judges will be final. In the event that the judges are unable to find entries of sufficient merit, they may withhold awards in some categories.

Results Announcement and Awards Presentation

- A media briefing will be held in early December 2019 to announce the award winners.
- A judges' report on the winning entries will be published and made available for public information. It will also be posted on the Institute's website.
- An awards presentation ceremony, attended by the winners and other guests, will be held in early December 2019.
- Media representatives will be invited to cover the results announcement and presentation ceremony as part of the publicity arrangements.

Entry Procedure

- Entry forms must be completed and returned to the Institute, together with five English copies and two Chinese copies (if applicable) of the latest published annual report and sustainability report (if any), for financial years ended:
 - between 1 April 2018 and 31 March 2019 for the listed company categories

- between 31 December 2017 and 31 March 2019 for the public sector / not-for-profit organizations category
- For companies (with a market capitalization of no more than HK\$6 billion as at 30 April 2019) and public organizations that wish to be considered for Self-nomination Awards, a form may be downloaded at <<https://bit.ly/2lvEgK5>>.
- No entry fee is required
- The submission deadline is 12 August 2019

Supporting Organizations

| | |
|-------------------------------|--|
| BDO | Companies Registry |
| BlackRock | Financial Reporting Council |
| Charles Lo & Co. | Financial Services Development Council |
| Deloitte Touche Tohmatsu | Financial Services and the Treasury Bureau |
| Ernst & Young | Hong Kong Exchanges and Clearing Ltd. |
| Grant Thornton Hong Kong Ltd. | Hong Kong Investment Funds Association |
| HLB Hodgson Impey Cheng Ltd. | Hong Kong Investor Relations Association |
| KLC Kennic Lui & Co. Ltd. | Hong Kong Monetary Authority |
| KPMG | Hong Kong Securities Association |
| Mazars CPA Ltd. | Hong Kong Securities and Investment Institute |
| Moore Stephens CPA Ltd. | Mandatory Provident Fund Schemes Authority |
| Nexia Charles Mar Fan Ltd. | Securities and Futures Commission |
| Practising Governance | The Hong Kong Institute of Chartered Secretaries |
| PricewaterhouseCoopers | The Hong Kong Institute of Directors |
| SHINEWING (HK) CPA Ltd. | The Hong Kong Independent Non-Executive Director Association |
| Wong Brothers CPA Ltd. | |
| ZHONGHUI ANDA CPA Ltd. | The Treasury |

Enquiries

Any enquiries in relation to the Best Corporate Governance Awards 2019 should be directed to:
 Advocacy and Practice Development
 Hong Kong Institute of Certified Public Accountants
 27/F., Wu Chung House, 213 Queen's Road East, Wanchai, Hong Kong
 Tel: 2287 7228 Fax: 2865 6603 / 2865 6776 e-mail: bcga@hkcipa.org.hk

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香港會計師公會「最佳企業管治大獎」推動卓越管治20載，以一貫全面、客觀及嚴謹態度評審企業管治水平，備受社會各界認同，並為本港公私營界別樹立最佳企業管治及可持續發展／社會責任報告的楷模。本年度大獎現接受報名，歡迎上市公司及公營／非牟利機構參與。

目標

「最佳企業大獎」旨在為香港上市公司及公營／非牟利機構

- 提高對企業管治及可持續發展／社會責任的意識及理解
- 鼓勵提升以上方面的披露及實務
- 表揚在企業管治及可持續發展／社會責任的披露及實務方面表現卓越的企業及機構

參賽資格與評選組別

- 上市公司(下稱「公司」)：

主板

- 恒生指數(恒指)成份股公司

主板或創業板

- 非恒指成份股公司：
 - 大市值
 - 中市值
 - 小市值
- H股公司與其他中國內地企業

- 公營／非牟利機構(下稱「機構」)

- 大型機構
- 中小型機構

獎項類別

- 企業管治鑽石獎、白金獎及金獎
- 可持續發展及社會責任報告獎

■ 良好企業管治實務獎(「自薦獎」)

市值為六十億港元或以下(於二零一九年四月三十日)的公司以及公營／非牟利機構，如在大獎涵蓋的報告期間(參閱下文「參選程序」一節)實踐良好管治實務，尤其是自發實行新措施，歡迎自薦參選。

■ 其他獎項：

- 如個別公司／機構展示優良企業管治披露及實務，或於重要管治範疇表現出色，評審團可決定頒發評判嘉許以示表揚。
- 於網上傳遞管治資訊方面，即在網站自願披露良好管治實務的公司／機構，有機會獲嘉許獎表揚。獎項旨在鼓勵更多公司／機構實踐良好實務及適時披露。

評審程序

得獎者將由遴選委員會及評審團決定，其成員包括金融市場監管機構、香港特別行政區政府機構、投資者、專業團體代表、學者及企業管治方面的知名人士。

七個主要評選組別的公司／機構將經過兩重遴選：

質素評審

對通過初步甄選的參選公司／機構，遴選委員會主要透過其年報所載資料，評估其企業管治實務及披露的質素及水平，並按情況審閱其他公開資料。遴選委員會特別注重優於最低法定及監管要求的自願披露資料。

遵行規例評審

對指定的參選公司的年報內容進行評審，評核是否符合《公司條例》及聯交所《主板上市規則》或《創業板上市規則》有關企業管治披露的法定要求。

其他類別的獎項將按特定準則進行評審：

可持續發展及企業社會責任報告獎

通過初步甄選的參選公司／機構，遴選委員會根據其可持續發展報告／年報，就其可持續發展及社會責任的相關披露和實務進行更詳細評估。

自薦獎

合資格公司／機構如在大獎涵蓋的報告期間(參閱下文「參選程序」一節)實踐良好管治實務，歡迎自薦參選，並提供推行相關實務(尤其自發實行的措施)的詳情。入圍候選公司／機構會獲邀出席面試。

嘉許獎

嘉許獎會根據特定標準對公司／機構的企業管治政策及於網站的其他披露進行評估。完成上述程序後，遴選委員會將從各組別中挑選入圍參選公司／機構，供評審團選出各組別獎項的最終得主。

評選標準

主要類別獎項評選準則包括以下各項：

- 資料的整體編排
- 發佈資料的準時度
- 下列方面的自願性披露及實務的質素：
 - 企業管治報告及實務
 - 資本結構
 - 董事會結構及職能(包括董事會組成及成員多元化)
 - 薪酬政策、董事和高級管理人員的薪酬詳情
 - 提名委員會完成的工作、提名政策及程序
 - 風險管理及內部監控
 - 管理層討論及分析
 - 關連交易及各關連方之間的關係
 - 關於董事委員會、內部審計、股東溝通及投資者關係等其他自願性披露

其他相關參選公司：

- 有否遵守《公司條例》及聯交所《上市規則》有關企業管治披露的要求
- 按規例要求所披露資料的編排

評審團亦會考慮反映個別參選公司及機構企業管治實行情況的其他公開資料。

評審團的評選結果為最終決定。若評審團未能選出合適的獎項得主，則有權於個別組別不頒發個別獎項。

結果公佈及頒獎典禮

- 二零一九年十二月初將舉行傳媒發佈會，公佈獎項得主。
- 公會將編製評審報告，供各界參閱，並上載至公會網站。
- 二零一九年十二月初將舉行頒獎典禮，得獎者及其他嘉賓將獲邀出席。
- 將邀請傳媒採訪發佈會及頒獎典禮，作為宣傳活動之一。

參選程序

- 填妥參加表格，連同最新刊發的五本英文及兩本中文(如適用)年報以及可持續發展報告(如有)一併提交香港會計師公會。
 - 上市公司組別：二零一八年四月一日至二零一九年三月三十一日期間的財政年度

- 公營／非牟利機構組別：二零一七年十二月三十一日至二零一九年三月三十一日期間的財政年度
- 自薦參選良好企業管治實務獎的公司(於二零一九年四月三十日市值為六十億港元或以下)及機構，可於公會網站下載參加表格<<https://bit.ly/2lvEgK5>>。
- 參選者無須繳付參選費用。
- 遞交參加表格的截止日期為二零一九年八月十二日。

支持機構

香港立信德豪會計師事務所

貝萊德

勞啟明會計師行

德勤·關黃陳方會計師行

安永會計師事務所

致同(香港)會計師事務所有限公司

HLB國衛會計師事務所有限公司

呂禮恒會計師事務所有限公司

畢馬威會計師事務所

中審眾環(香港)會計師事務所有限公司

大華馬施雲會計師事務所有限公司

馬炎璋會計師行有限公司

良治同行

羅兵咸永道會計師事務所

信永中和(香港)會計師事務所有限公司

民信會計師事務所有限公司

中匯安達會計師事務所有限公司

公司註冊處

財務匯報局

香港金融發展局

財經事務及庫務局

香港交易及結算所有限公司

香港投資基金公會

香港投資者關係協會

香港金融管理局

香港證券業協會

香港證券及投資學會

強制性公積金計劃管理局

證券及期貨事務監察委員會

香港特許秘書公會

香港董事學會

香港獨立非執行董事協會

庫務署

查詢

如對二零一九年度最佳企業管治大獎有任何查詢，請與香港會計師公會倡導及專業發展部聯絡。

香港會計師公會地址：香港灣仔皇后大道東213號胡忠大廈27樓

電話：2287 7228 傳真：2865 6603 / 2865 6776 電郵：bcga@hki CPA.org.hk

Media sponsor



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Attn: Advocacy and Practice Development Department

致：香港灣仔皇后大道東213號胡忠大廈27樓香港會計師公會
倡導及專業發展部

■ Entry Form 參加表格

Name of company / organization 公司／機構名稱

Annual report for the year ended 年報結算日期

Dispatch date of annual report to shareholders / stakeholders
年報寄予股東／其他人士的日期

Correspondence details of the contact person 聯絡人通訊資料

Name 姓名

Position 職銜

Address 地址

Telephone 電話

Fax 傳真

E-mail 電郵

Five English copies and two Chinese copies (if applicable) of the published annual report and SSR report (if any) for adjudication are enclosed.

茲附上本公司／機構五本英文及兩本中文(如適用)已公佈年報和可持續發展及企業社會責任報告(如有)供大會評選之用。

Signature 簽署
(with company chop 公司蓋章)

Date 日期

Deadline for Entry: 12 August 2019 截止日期：二零一九年八月十二日

Hong Kong Institute of Certified Public Accountants

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