

Nomination Terms and Conditions

Objectives

- To recognise outstanding boards and directors.
- To promote good corporate governance and director professionalism.

1. **Category.** Nominations are invited from the public for the selection of Directors Of The Year 2018. The Awards will recognise excellence in various categories as follows:-

Company Categories:-

- (a) Listed Companies (SEHK – Hang Seng Indexes Constituents)
- (b) Listed Companies (SEHK – Non Hang Seng Indexes Constituents)
- (c) Private Companies
- (d) Statutory / Non-profit-distributing organisations*

Notes: *A non-profit-distributing organisation is defined as an organisation of which profits are not distributed to its shareholders, members, directors, employees or any other persons, with objectives including, but not limited to, charitable welfare, social service, health and medical care, education, research, trade and industrial alliance, professional advancement, self-help support etc.

Director Categories:-

- (a) Executive Directors
- (b) Non-Executive Directors
- (c) Boards

Special recognition will be extended to awardee(s) with excellence in board diversity.

2. **No Awards Quota.** In accordance with decisions of the Panel of Judges:-
 - 3.1 one or more awards may be granted in any of the above categories.
 - 3.2 no award may be granted in a particular category, if no candidate is deemed appropriate.
3. **Pre-requisites:-**
 - A. Individual Director Categories: A candidate must be a director of a company or another legal entity. This company or legal entity must be registered and/or operating in Hong Kong. The candidate's title may be director or executive director or non-executive director per se or another title, such as Partner, President, Chief Executive, Member of Governing Committee, Council Member, etc, in which case the candidate must be a member of the body responsible for governance and stewardship of an organisation.
 - B. Collective Board Categories: A candidate must be the board of a company or another legal entity registered and/or operating in Hong Kong. The title of the board may be Board of Directors per se or another title, such as Governing Committee, Council, Steering Committee, etc, in which case the candidate must be a group collectively responsible for governance and stewardship of an organisation. The Chairman of the nominated board will represent the nominee.

4. Selection Criteria. The selection considerations for Awards will include candidates' demonstration of the following:-

A. Individual Director Categories:

- (a) effectiveness in strategic corporate business functions;
- (b) contribution to board effectiveness;
- (c) contribution towards managing change, risk and succession;
- (d) leadership and other attributes and qualities, including continuing professional development for directors;
- (e) business ethics;
- (f) and any other outstanding achievements.

B. Collective Board Categories:

- (a) board composition, skill mix and competencies of directors;
- (b) effectiveness in strategic corporate business functions;
- (c) development and implementation of strategic plans and monitoring of performance;
- (d) managing compliance and accountability;
- (e) managing change, risk and succession;
- (f) development of the board, including continuing professional development for directors;
- (g) effectiveness of board committees;
- (h) business ethics;
- (i) and any other achievements.

Notes: To identify skills, knowledge and qualities required of directors in the practice of good corporate governance, The Hong Kong Institute of Directors has established a definition of *Core Competencies for Directors*, which covers the mastering of (i) corporate business functions at a strategic level, (ii) role and responsibility of the board and the individual director, (iii) development of the board and boardroom practice, (iv) individual attributes and qualities and (v) business ethics. Visit <http://www.hkiod.com/CCD.html> for details.

5. Submission of Data. Each candidate is required to submit a completed Nomination Form together with answers to questions on the candidate's data. Appropriate supporting documents including duplicates of certificates may be attached to the nomination. Please submit **4 sets** of the form, answers and supporting documents in an envelope stating "Directors Of The Year Awards 2018". Nomination documents will not be returned to candidates or proposers.

Please forward completed Nomination Forms to

The Hong Kong Institute of Directors

2104 Shanghai Industrial Investment Building, 48 Hennessy Road, Wan Chai, Hong Kong.

Tel: 2889 9986 Fax: 2889 9982 E-mail: dya@hkiod.com

Closing of nomination period: 5:00pm Tuesday 31 July 2018.

6. Commitment. In signing the nomination form, the candidate:-

- 6.1 agrees to being nominated;
- 6.2 agrees the Organiser may disclose the data collected in and appended to this form to the Honorary Selection Consultants and Panel of Judges for selection purpose;
- 6.3 certifies that the facts supplied therein are true and accurate;
- 6.4 agrees to meet with the Honorary Selection Consultants to be arranged in Hong Kong during August to September 2018. Each candidate for Collective Board Category shall appoint a representative number of board members, including Executive Directors,

Non-executive Directors and Independent Non-executive Directors, preferably led by its Chairman to attend interview;

- 6.5 agrees to supply further and better particulars when necessary;
- 6.6 agrees to accept the Award, in case of being selected;
- 6.7 agrees to being publicised as an Awardee and to participate in the publicity programme arranged by the Organiser, in case of being selected; and
- 6.8 accepts the decision of the Panel of Judges as the final decision.

7. **Privacy.** The Organiser has adopted a Personal Data (Privacy) Policy, full details of which are downloadable from <http://www.hkiod.com/statement.html>. Personal data collected by this form will be used to process nomination for Directors Of The Year Awards and will be handled in strict confidence. In the announcement of results and the publicity programme arranged for awardees, the Organiser will coordinate with Awardees as to the relevant information to be disclosed to the public.
8. **Declaration of Interests.** The Organiser follows strictly the procedures of Declaration of Interests, whereby during the processes of selection, Members of the Panel of Judges make declarations of interests in relation to the candidates and abstain from the discussions and voting on cases with respective interests involved. Accordingly, those who represent the Organiser on the Panel of Judges abstain from the discussion and voting on any candidate who happens to originate from or represent a sponsor of the Awards project.
9. If, after an Award is bestowed, any fact supplied in the respective nomination is discovered to be fraudulent or untrue, or an Awardee is proven to be associated with a fraudulent or dishonourable act, the Organiser reserves the right, after consulting the Panel of Judges, to withdraw the Award.

提名細則

宗旨

彰顯傑出董事會及傑出董事、推廣優秀企業管治與董事專業精神。

1. 類別。歡迎公眾提名選舉『2018年度傑出董事獎』。獎項以下列類別獎勵最佳實務：-

公司類別：-

- (a) 上市公司（香港交易所－恆生指數成分股）
- (b) 上市公司（香港交易所－非恆生指數成分股）
- (c) 私人公司
- (d) 法定／非分配利潤組織*

註：*「法定／非分配利潤組織」是指不派發紅利予其股東、會員、董事、僱員或任何人士的組織，其宗旨範圍包括慈善福利、社會服務、保健醫療、教育、研究、工商聯盟、專業推廣、自助支援等但並不限於上列。

董事類別：-

- (a) 執行董事
- (b) 非執行董事
- (c) 董事會

主辦組織會特別嘉許對推動董事會成員多元化作出貢獻的得獎者。

2. 獎項不設限額。根據評選團的決定：-

- 3.1 結果有可能在某一類別頒發多於一項獎。
- 3.2 如在某一類別無合適候選者，結果有可能不頒發該類別的任何獎。

3. 先決條件：-

- A. 「董事個人類別」：候選者必須是公司或其他合法實體之董事，其公司或合法實體必須於香港註冊及／或經營。候選者職稱可能是「董事」或「執行董事」或「非執行董事」，亦可能是另類稱銜如「合夥人」、「總裁」、「行政總裁」、「管治委員會委員」、「理事」等，而必須是在其組織中負責管治及策略性督導的單位成員。
- B. 「集體董事會類別」：候選者必須是在香港註冊及／或經營的公司或其他合法實體之董事會，其名稱可能是「董事會」，亦可能是另類名稱如「管治委員會」、「理事會」、「督導委員會」等，而必須是在其組織中負責管治及策略性督導的單位，被提名的董事會由其主席擔任代表。

4. 評選準則。評選「傑出董事獎」候選者的考慮因素如下：-

- A. 「董事個人類別」：(a)策略性企業業務功能的效益、(b)賦予董事會效益的貢獻、(c)變易、危機及傳承管理的貢獻、(d)領導才能及其他個人特質和才能，包括董事持續專業發展、(e)商業倫理、(f)任何其他傑出表現。
- B. 「集體董事會類別」：(a)董事會組合、才能和董事的勝任能力、(b)策略性企業業務功能的效益、(c)策略性計劃的制定、推行及表現監控、(d)規範及問責管理、(e)變易、

危機及傳承管理、(f)董事會發展，包括董事持續專業發展、(g)董事會委員會的效益、(h)商業倫理、(i)任何其他傑出表現。

註：為設定董事於履行優秀企業管治須掌握的技能、知識、素質，香港董事學會特編有【勝任董事核心要素】的定義，訂定必須掌握範圍包括：(i)有關企業業務功能的策略、(ii)董事會與董事個人的職能和責任、(iii)董事會的發展與董事會實務、(iv)個人能力與素質、(v)經營倫理信念。詳細內容可參閱 <http://www.hkiod.com/chn/CCD.html>。

5. **遞交表格**。每一位侯選者須填寫提名表格一份，提供有關候選者資料問題的答案，並附支持文件包括證書副本。請遞交共**四套**表格、答案、與附件，封面註明『2018年度傑出董事獎』。全部提名文件將不獲退還。

提名表格遞回處：-

香港董事學會

地址：香港灣仔軒尼詩道48號上海實業大廈2104

電話：2889 9986 傳真：2889 9982 電郵：dya@hkiod.com

提名截止日期：2018年7月31日（星期二）下午5時

6. **承諾**。候選人簽署提名表格，即表示：-

6.1 接受提名；

6.2 同意主辦組織向義務遴選顧問及評選團披露此提名表格內及隨附的資料，以進行評選；

6.3 確認表格內資料為真確無誤；

6.4 同意在2018年8月至9月期間在香港會見義務遴選顧問。每名集體董事會類別候選者須委派具代表性比例的董事會成員，包括執行董事、非執行董事及獨立非執行董事出席會談，若由該董事會主席牽頭出席更佳；

6.5 同意如有需要會提供更多及更詳盡資料；

6.6 假如被評選為得獎者將接受獎項；

6.7 假如被評選為得獎者將接受宣傳及參與主辦組織為其安排的宣傳活動；以及

6.8 接受評選團的決定為最終決定。

7. **私隱**。按照《個人資料（私隱）條例》的規定，主辦組織訂定個人資料（私隱）政策，其詳細內容可從<http://www.hkiod.com/statement.html>下載。此提名表格內的個人資料會用於處理傑出董事獎的提名，主辦組織在處理提名資料時將嚴格保密。在宣佈結果前，及在安排宣傳活動前，主辦組織將與得獎者聯絡，商討發佈的適當資料。

8. **利益申報**。主辦組織嚴格遵照利益申報的程序，即於遴選的過程中，評審團成員必須為候選人作利益申報，並放棄參與有關該候選人的討論及投票。同樣地，如候選人來自此獎項的贊助商，評審團中代表主辦組織的評審員，亦須放棄參與該候選人的討論及投票。

9. 假如在頒獎後發現得獎者的任何提名資料有詐騙或失實，或得獎者被證實有詐騙或不榮譽行為，主辦組織保留經徵詢評選團後撤回獎項的權利。

Directors Of The Year Awards 2018

2018年度傑出董事獎

Organiser:
主辦組織



Thank you for your support in participating in the annual Directors Of The Year Awards organised by The Hong Kong Institute of Directors. This Nomination Form consists of five sections. Candidates for an Individual Director Category and candidates for a Collective Board Category need to fill in different sections and provide information as follows:-

多謝支持香港董事學會每年一度的「傑出董事獎」。此份提名表格共有五部分。「董事個人類別」及「集體董事會類別」的候選者須填寫的部分及所需提供資料略有不同，詳情如下：-

Sections 部分	Individual Director Category 董事個人類別	Collective Board Category 集體董事會類別
Section A: Completion of this form 填寫本表格	✓	✓
Section B: Completion of this form 填寫本表格	✓	✓
Section C: <ul style="list-style-type: none"> • Completion of this form; and/or 填寫本表格；及／或 • Separate description; and/or 以附件形式提供相關的描述；及／或 • Copy of relevant extract from annual report 提供候選人公司最新年報內相關部分摘要的複本 	✓	
Section D <ul style="list-style-type: none"> • Completion of this form; and/or 填寫本表格；及／或 • Separate description; and/or 以附件形式提供相關的描述；及／或 • Copy of relevant extract from annual report 提供候選人公司最新年報內相關部分摘要的複本 		✓
Section E <ul style="list-style-type: none"> • Completion of this form; and/or 填寫本表格；及／或 • Separate description; and/or 以附件形式提供相關的描述；及／或 • Copy of relevant extract from annual report 提供候選人公司最新年報內相關部分摘要的複本 	✓	✓
Section F and G: Completion of this form 填寫本表格	✓	✓

Directors Of The Year Awards 2018

2018年度傑出董事獎

Organiser:
主辦組織



A. Category entered 提名類別

Company Categories 公司類別：-

- Listed Companies (SEHK – Hang Seng Indexes Constituents)
上市公司（香港交易所－恒生指數成分股）
- Listed Companies (SEHK – Non Hang Seng Indexes Constituents)
上市公司（香港交易所－非恒生指數成分股）
- Private Companies 私人公司
- Statutory / Non-profit-distributing Organisations
法定／非分配利潤組織

Director Categories 董事類別：-

- Executive Directors 執行董事
- Non-Executive Directors 非執行董事
- Boards 董事會

B. Personal Information of the candidate for an Individual Director Category or a board member of a Collective Board Category 「董事個人類別」候選人／「集體董事會類別」候選人代表的本個人資料

Name in English (SURNAME IN CAPITALS) 英文姓名（請以全大草填寫姓氏）：	
Name in Chinese, if applicable 中文姓名（如適用）：	
Addressing title (Mr/Ms/Prof/Dr/Ir etc) 稱謂：	
Honours/designations after name 姓名後名銜：	
Sex 性別：	Age 年齡：
Company name 公司名稱：	Position 職稱：
Hong Kong Identity Card No (first 4 digits), if applicable 香港身份證號碼（首4個數字，如適用）：	
Correspondence address 通訊地址：	
Contact Person 聯絡人姓名：	
Telephone no. 聯絡電話：	Email 電郵：

C. Individual Director Category 「董事個人類別」

(If the space is insufficient, candidates may answer on separate sheets in a table format indicated below. 如空間不足，候選人可自行以紙張按下列表格的形式提供資料。)

C.1 For each of the candidate's **past** major directorships, please specify in a table below:-
 請簡介候選人的過往董事席位，在下列表格提供資料：-

Company Name in English and Chinese 公司中英文名稱	Period Served as Board Member by Candidate 候選人擔任董事日期

C.2 For each of the candidate's **present** major directorships, please specify請就候選人的現在董事席位，提供以下資料：-

(a) Company Information 公司資料

Company Name in English and Chinese 公司中英文名稱	Brief Description of Nature of Business and No. of Employees 簡略業務性質、僱員人數

(b) Candidate's Board Involvement 候選人在董事會參與情況

Company Name 公司名稱	No. of Board Members 董事會成員人數	Candidate's Initial Date of Appointment 候選人首次被委任為董事日期	Candidate's Position, e.g. ED, NED, Chairman 候選人擔任之職能，如：執行董事、非執行董事、主席等	Average Statistics Per Year over the last 2 years 以過去兩年計算的每年平均數據		
				No. of Board Meetings Held 董事會會議次數	No. of Board Meetings Attended by Candidate 候選人出席董事會次數	No. of Days Candidate Spent on the Company 候選人為公司工作的日數

D. Collective Board Category 「集體董事會類別」

(If the space is insufficient, candidates may answer on separate sheets in a table format indicated below. 如空間不足，候選人可自行以紙張按下列表格的形式提供資料。)

D.1 Business Nature and Operations etc. 公司業務及營運等

Please briefly introduce the business nature and the number of employees (locally and internationally) in connection with the candidate board in the spaces provided below and, if available, refer to the relevant pages of the candidate's latest audited annual accounts or any other supporting documents attached for information relating to the location of operations and operational results etc. of the candidate board.

請在下列的空位簡介候選董事會的公司業務、僱員人數（本地及國際）。如在可以的情況下，請指出附件中候選人公司最新已審核帳目或其它支持文件內有關營運地點和業績等資料的頁數。

D.2 Candidate Board 候選董事會

(a) Please provide the number of Executive Directors, Non-Executive Directors and Independent Non-Executive Directors (if applicable), of the candidate board in the spaces provided below or alternatively, please refer to the relevant pages of the latest audited annual accounts or any other supporting documents attached for the relevant information.

請提供執行董事、非執行董事、獨立非執行董事（如適用）的人數，或指出附件中公司最新已審核帳目或其它支持文件內含有相關資料的頁數。

(b) Please summarise the experience profile in a table format below (if applicable)

請在下列表格簡介董事會成員的年資（如適用）：-

No. of Board Members 董事會成員人數	Experience in No. of Years以年計算的董事年資				
	20 or over 20或超過	10 - 19	5 - 9	2 - 4	Less than 2 少於 2
Analysed by Total Director Experience 以作為董事全部經驗年資分析的人數					
Analysed by Experience as Director in the Candidate Company 在候選公司擔任董事年資的人數					

(c) What is the average number of board meetings per year over the last 2 years?

在過去兩年內候選董事會的每年平均會議次數多少？

(d) Please specify the attendance statistics in a table below 請以下列表格形式提供出席數字：-

	Average No. of Attendees Per Board Meeting over the last 2 years 過去兩年內平均每次出席董事會會議的成員人數	% of Total No. of Board Members 佔總人數的百分比
Executive Director 執行董事		
Non-Executive Director 非執行董事		
All Directors 全部董事		

(e) Is the candidate board organised into committees? If yes, please provide relevant committee information in the table below 候選董事會有否設立小組委員會？如答案屬是，請以下列表格形式提供委員會資料：-

Committee 委員會	Roles & Responsibilities 職能與責任	Meeting Frequency 開會次數	No. of Committee Members 委員會成員人數		
			ED 執行董事	NED 非執行董事	Total 總數

E. Provision of Further Information and Supporting Documents 提供進一步的資料及支持文件

Please support the nomination by submitting further information, if available, in relation to the following matters 請提供進一步的資料，如在可以的情況下，請提供有關以下事項的資料：-

- (a) Vision and mission of the candidate. 候選者的願景及理念。
- (b) Approach towards practising good corporate governance, such as, strategic business development, accountability and transparency of the board and the candidate's practices towards conflict of interests issues, risk management and timely disclosure of information etc. 實踐優秀企業管治的方法，例如策略性業務發展、董事會的問責和透明度，候選者對利益衝突、危機管理和及時資訊披露的處理。
- (c) Applicant's board's culture, in particular, towards decision-making processes. 候選者的董事會文化，尤其是有關決策的文化。
- (d) Any relevant outstanding achievements. 其它傑出的成就。
- (e) Latest audited annual reports or latest audited financial information (if the former is not available) and any other further information that will support and substantiate your application. 最新已審核的年報或已審核的財務資訊(如未能提供前者)及任何其它可支持提名的進一步資訊。

F. Declaration by Candidate 候選者宣言

I * / Our board * agree(s) to be bound by the Terms and Conditions specified in the Prospectus Inviting Nominations for "Directors Of the Year 2018" (*Please delete as applicable)

本人 * / 本董事會 * 接受『2018年度傑出董事獎』徵求提名書內詳列的細則 (*請刪去不適用者)。

Signature of candidate * / representative for and on behalf of the candidate board*:

候選人 * / 候選董事會代表 * 簽署：

[Name in block letters to be inserted here 請在此處以全大草填寫名字]

G. Information of the Proposer and the Referee 提名人及見證人資料

G.1 To be completed by Proposer 提名人資料：-

I understand that the Organiser may communicate with me by using the the personal data collected in this form for selection purpose. 我明白主辦組織會使用我的個人資料就評選有關事情與我聯絡。

Name in English (SURNAME IN CAPITALS)

英文姓名 (請以全大草填寫姓氏)：

Name in Chinese, if applicable

中文姓名 (如適用)：

Addressing title (Mr/Ms/Prof/Dr/Ir etc) 稱謂：

Directors Of The Year Awards 2018

2018年度傑出董事獎

Organiser:
主辦組織



Honours/designations after name 姓名後名銜：	
Company name 公司名稱：	Position 職稱：
Correspondence address 通訊地址：	
Contact telephone no. 聯絡電話：	Fax no. 傳真號碼：
Reason(s) for nominating candidate 提名原因：	
Relationship with candidate 與候選人關係：	Signature of Proposer 提名人簽署：

G.2 To be completed by Referee 見證人資料：-

I understand that the Organiser may communicate with me by using the personal data collected in this form for selection purpose. 我明白主辦組織會使用我的個人資料就評選有關事情與我聯絡。

Name in English (SURNAME IN CAPITALS) 英文姓名（請以全大草填寫姓氏）：	
Name in Chinese, if applicable 中文姓名（如適用）：	
Addressing title (Mr/Ms/Prof/Dr/Ir etc) 稱謂：	
Honours/designations after name 姓名後名銜：	
Company name 公司名稱：	Position 職稱：
Correspondence address 通訊地址：	
Contact telephone no. 聯絡電話：	Fax no. 傳真號碼：
Reason(s) for nominating candidate 提名原因：	
Relationship with candidate 與候選人關係：	Signature of referee 見證人簽署：