

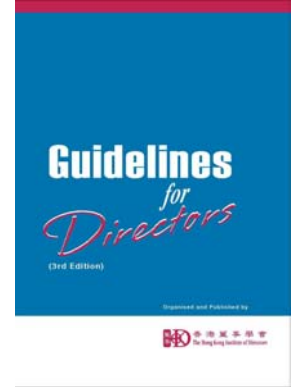
Guidelines for Directors (3rd Edition) 董事指引 (第三版)

Published by The Hong Kong Institute of Directors 香港董事學會出版

Guidelines for Directors is a desk-top and easy-to-carry reference book for both practising directors and newly appointed directors. The book summarises the law and recommends good practice in areas into which the law has not yet reached. Issues addressed in the Guidelines include:-

《董事指引》是一本方便攜帶的參考書，對現任董事或新上任董事均非常適用。本指引概述法律，並在法律尚未涉及的領域，推薦良好的行為守則。指引內容包括：-

<ul style="list-style-type: none"> The board, the company, general meeting and management; the functions of direction and how the board operates. 	<ul style="list-style-type: none"> 董事會與公司、股東大會、管理層的關係；督導功能及如何運作。
<ul style="list-style-type: none"> Directors' legal status, powers and duties; conflicts and declaration of interest; disclosure, reporting and accounting, etc; how to perform duties. 	<ul style="list-style-type: none"> 董事的法律地位、權利和責任、利益衝突和申報；資料披露、報告和會計方面的責任等；如何履行責任。
<ul style="list-style-type: none"> The directors as an individual: eligibility; appointment, removal, disqualification; remuneration and compensation. 	<ul style="list-style-type: none"> 董事作為個人：資格；委任、罷免、取消資格；酬金及補償。



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Foreword of the Guidelines 指引前言

Good corporate governance is essential to companies as well as to Hong Kong as a whole. It enables companies to identify and protect against risk and helps Hong Kong to maintain its competitiveness as an International Financial Centre. In pursuit of good corporate governance, directors have a unique and significant role to play. I commend the Hong Kong Institute of Directors for updating the *Guidelines for Directors* and I encourage directors to make use of this valuable reference to keep abreast of the latest developments in corporate governance and put good practices into action.

優秀的企業管治不但可讓公司防範風險，更有助香港維持作為國際金融中心的競爭力，因此對公司以至整個香港都是必要的。在推動良好企業管治的過程中，董事擔當着獨特而重要的角色。我衷心讚賞香港董事學會新修訂了《董事指引》的內容，並希望各位董事能善用這份寶貴的參考資料，以充分掌握企業管治的最新發展，及把良好的作業模式付諸實踐。

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 Secretary for Financial Services and the Treasury
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