Proxy voting guidelines for Hong Kong securities

Effective as of January 2023
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Executive summary

We believe BlackRock has a responsibility to monitor and provide feedback to companies, in our role as stewards of our clients’ investments. Investment stewardship is how we use our voice as an investor to promote sound corporate governance and business practices to help maximize long-term shareholder value for our clients, the vast majority of whom are investing for long-term goals such as retirement. BlackRock Investment Stewardship (BIS) does this through engagement with management teams and/or board members on business issues and, for those clients who have given us authority, through voting proxies in their best long-term financial interests.\(^1\) We also contribute to consultations on public policy and private sector initiatives on industry standards, consistent with our clients’ interests as long-term shareholders.

Our policies for Hong Kong are based on the Companies Ordinance, the Listing Rules of the Hong Kong Stock Exchange (the Exchange), particularly its Chapter 13 Continuing Obligations, Chapter 14 Notifiable Transactions, Chapter 14A Connected Transactions, Appendix 14 Corporate Governance Code and Corporate Governance Report and Appendix 27 Environmental, Social, and Governance Reporting Guide, and the Codes on Takeovers and Mergers and Share Buy-backs by the Securities and Futures Commission. These all have in common the principles of accountability, transparency, fairness and responsibility.

Our approach to voting and corporate engagement is also informed by guidance on exercising ownership responsibilities issued by organizations such as the United Nations (the Principles of Responsible Investment) and the International Corporate Governance Network. We are actively involved in these and a number of other regional and global organizations and believe our principles are consistent with their guidance.

“Comply or explain” approach

Appendix 14 Corporate Governance Code and Corporate Governance Report of the Listing Rules (the Code) sets out the principles of good corporate governance, and three levels of recommendations: 1) mandatory disclosure requirements; 2) code provisions; and 3) recommended best practices. The code provisions are implemented on a comply-or-explain basis. The Code allows companies to choose to not adopt the Code provisions as long as a cogent explanation has been provided for the non-compliance with the particular practice. BlackRock expects companies that do not follow code provisions to provide explicit justification of any deviation by explaining how these serve the interests of the company’s shareholders. Recommended best practices are only for guidance. BlackRock encourages companies to aim for higher standards than merely complying with what is required.

Engagement

BlackRock looks to companies to provide timely, accurate and comprehensive disclosure on all material governance and business matters. This transparency allows shareholders to appropriately understand and assess how relevant risks and opportunities are being effectively identified and managed. Where

\(^1\) Through BlackRock Voting Choice we have, since January 2022, made proxy voting easier and more accessible for investors in separate accounts and certain pooled vehicles. As a result, the shares attributed to BlackRock in company share registers may be voted differently depending on whether our clients have authorized BIS to vote on their behalf, have authorized BIS to vote in accordance with a third party policy, or have elected to vote shares in accordance with their own policy. We are not able to disclose which clients have opted to exercise greater control over their voting, nor are we able to disclose which proxy voting policies they have selected.
company reporting and disclosure is inadequate or where the governance approach taken may be inconsistent with durable, long-term value creation for shareholders, we will engage with a company and/or vote in a manner that advances long-term shareholders’ interests.

BlackRock views engagement as an important activity; engagement provides us with the opportunity to improve our understanding of the business and of the risks and opportunities that are material to the companies in which our clients invest. Engagement may also inform our voting decisions. As long-term investors on behalf of clients, we seek to have regular and continuing dialogue with executives and board directors to advance sound governance and durable business practices aligned with long-term value creation, as well as to understand the effectiveness of the company’s management and oversight of material issues. Engagement is an important mechanism for providing feedback on company practices and disclosures, particularly where we believe they could be enhanced to support a company’s ability to deliver financial performance. Similarly, it provides us with an opportunity to hear directly from company boards and management on how they believe their actions are aligned with durable, long-term value creation.

We generally vote in support of management and boards that exhibit an approach to decision-making that is consistent with creating durable, long-term value for shareholders. If we have concerns about a company’s approach, we may choose to explain our expectations to the company’s board and management. Following that engagement, we may signal through our voting that we have outstanding concerns, generally by voting against the re-election of directors we view as having responsibility for an issue. We apply our regional proxy voting guidelines to achieve the outcome that is most aligned with our clients’ long-term financial interests.

**Proxy voting approach**

BlackRock is one of the world’s largest institutional investors, with extensive investment and engagement experience globally. BlackRock aims to vote at 100% of the annual and extraordinary shareholder meetings where we have the voting authority to do so and where there are no opportunity costs associated with exercising a vote (such as share blocking constraints) that are expected to outweigh the benefit BlackRock clients would derive by voting on the proposal.

These guidelines will be used to assist BlackRock in assessing proposals presented at shareholder meetings. When assessing any proposal put to shareholders, BlackRock takes into account the unique circumstances of the relevant company and our assessment of the impact of such a proposal on the sustainable growth of the company. We aim to engage with management or members of the board, as appropriate, on contentious and high profile issues before determining how to vote.

These guidelines are divided into nine key themes as follows:

- Boards and directors
- Accounts, statutory reports, auditors and audit-related issues
- Capital management
- Capital structure, mergers, asset sales, related-party and other special transactions
- Strategy, purpose and culture
- Compensation and benefits
• Material sustainability-related risks and opportunities
• Shareholder proposals
• Other corporate governance matters

**Boards and directors**

Our primary focus is on the performance of the board of directors to promote sound corporate governance. The performance of the board is critical to the economic success of the company and the protection of shareholders’ interests. As part of their responsibilities, board members owe fiduciary duties to shareholders in overseeing the strategic direction and operation of the company. For this reason, BIS sees engaging with and the election of directors as one of our most important and impactful responsibilities.

We support boards whose approach is consistent with creating durable, long-term value. This includes the effective corporate governance and management of material sustainability-related risks and opportunities as well as the consideration of the company’s key constituents including their employees, clients, suppliers and the communities within which they operate. The board should establish and maintain a framework of robust and effective governance mechanisms to support its oversight of the company’s strategic aims. We look to the board to articulate the effectiveness of these mechanisms in overseeing the management of business risks and opportunities and the fulfillment of the company’s purpose. Disclosure of all material issues that affect the company’s long-term strategy and ability to create value is essential for shareholders to be able to appropriately understand and assess how the board is effectively identifying, managing, and mitigating risks.

Where a company has not adequately disclosed and demonstrated these responsibilities, we will consider voting against the re-election of directors whom we consider to have particular responsibility for the issue. We assess director performance on a case-by-case basis and in light of each company’s circumstances, taking into consideration our assessment of their governance, sustainable business practices, and performance.

**Regular accountability**

It is our view that directors should stand for re-election on a regular basis, ideally annually. In our experience, annual re-elections allow shareholders to reaffirm their support for board members or hold them accountable for their decisions in a timely manner. When board members are not re-elected annually, in our experience, it is good practice for boards to have a rotation policy to ensure that, through a board cycle, all directors have had their appointment re-confirmed, with a proportion of directors being put forward for re-election at each annual general meeting.

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2 By material sustainability-related risks and opportunities, we mean the drivers of risk and value creation in a company’s business model that have an environmental or social dependency or impact. Examples of environmental issues include, but are not limited to, water use, land use, waste management and climate risk. Examples of social issues include, but are not limited to, human capital management, impacts on the communities in which a company operates, customer loyalty and relationships with regulators. It is our view that well-managed companies will effectively evaluate and manage material sustainability-related risks and opportunities relevant to their businesses. Governance is the core means by which boards can oversee the creation of durable, long-term value. Appropriate risk oversight of business-relevant and material sustainability-related considerations is a component of a sound governance framework.


**Board composition and effectiveness**

Regular director elections also give boards the opportunity to adjust their composition in an orderly way to reflect the evolution of the company’s strategy and the market environment. In our view, it is beneficial for new directors to be brought onto the board periodically to refresh the group’s thinking and in a manner that supports both continuity and appropriate succession planning.

We encourage companies to keep under regular review the effectiveness of its board (including its size), and assess directors nominated for election or re-election in the context of the composition of the board as a whole. This assessment should consider a number of factors, including the potential need to address gaps in skills, experience, independence and the diversity.

We believe that directors are in the best position to assess the composition and optimal size of the board but we would be concerned if a board seemed too small to have an appropriate balance of directors or too large to be effective.

We expect the board to establish a robust process to evaluate the performance of the board as a whole and the contributions of each director. BlackRock believes that annual performance reviews of directors and the board contribute to a more efficiently functioning board.

**Board independence**

At a minimum we believe independent directors should comprise at least one-third of the board for these directors to represent an effective voice. Ideally, a board should consist of a majority of independent directors.

In cases where the board is not at least one third independent and where no explanation has been provided, BlackRock may consider voting against the re-election of the chair of the nomination committee, members of the nomination committee, and/or the chair of the board.

**Assessment of independence**

In our view, there should be a sufficient number of independent directors, free from conflicts of interest or undue influence from connected parties, to ensure objectivity in the decision-making of the board and its ability to oversee management.

An independent director is a director who is not a member of management (a non-executive director) and who:

- Does not have, and does not represent a shareholder with, a substantial shareholding in the company;
- Has not within the last five years been employed in an executive capacity by the company or another group company, and has not been appointed a director immediately after ceasing to hold any such employment;
- Has not within the last three years been a principal or employee of a material professional adviser or a material consultant to the company or another group member;
- Is not a material supplier or customer of the company or another group member or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- Has no material contractual relationship with the company or another group member other than as a director of the company;
• Is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director’s ability to act in the best interests of the company;

• Is not an immediate family member of any of the aforementioned; and

• Is not connected through interlocking directorships with the company.

Conflicts of interest
BlackRock believes that all independent directors should be free from material conflicts of interest. Non-executive directors, their immediate family or a related professional company, who or which have provided material professional services to a company at any time during the last three years, may be placed in a position where they may have to make decisions that may place their interests against those of the shareholders they represent. BlackRock may vote against the election/re-election of a director where an identified conflict of interest may pose a significant and unnecessary risk to shareholders. All potential conflicts of interest should be declared prior to appointment and at each board meeting in relation to any specific agenda items.

Separation of chairman and CEO position
We believe that independent leadership is important in the board room. There are two accepted structures for independent board leadership: 1) an independent chairman; or 2) a lead independent director. We generally consider the designation of a lead independent director as an acceptable alternative to an independent chair if the lead independent director has a term of at least one year and has powers to: 1) introduce items on board meeting agendas; 2) call meetings of the independent directors; and 3) preside at meetings of independent directors. Where a company does not have a lead independent director that meets these criteria, we generally support the separation of chairman and CEO and may vote against the election or re-election of a non-independent chairman.

Length of service
BlackRock believes that shareholders are best served when there is orderly renewal of the board. This should result in directors with accumulated experience while at the same time introduce fresh minds and experience to the board as well as provide adequate succession planning. An effective renewal process will ensure independent directors do not serve for such lengths of time that their independence may be impaired. BlackRock may consider voting against the re-election of directors who have been on the board for a significant period of time especially if there is no evidence of board renewal.

Where a company considers a director with nine or more years’ service to be independent we expect a cogent explanation justifying the independent classification. We believe independent directors who have been on the board for 12 years or longer should generally be reclassified as non-independent directors. Where the level of independence on the board or at committee levels is insufficient, taking such reclassifications into consideration, we may vote against directors for failing to ensure sufficient board and/or committee independence.

Diversity
We are interested in diversity in the board room. We see it as a means to promoting diversity of thought and avoiding “group think” in the board’s exercise of its responsibilities to advise and oversee management. It allows boards to have deeper discussions and make more resilient decisions. We ask boards to disclose how diversity is considered in board composition, including professional characteristics, such as a director’s industry experience, specialist areas of expertise and geographic
location; as well as demographic characteristics such as gender, race/ethnicity and age. We look to understand a board’s diversity in the context of a company’s domicile, market capitalization, business model and strategy. Increasingly, we see leading boards adding members whose experience deepens the board’s understanding of the company’s customers, employees and communities. Self-identified board demographic diversity can usefully be disclosed in aggregate, consistent with local law. We believe boards should aspire to meaningful diversity of membership, at least consistent with local regulatory requirements and best practices, while recognizing that building a strong, diverse board can take time.

This position is based on our view that diversity of perspective and thought – in the board room, in the management team and throughout the company – leads to better long-term economic outcomes for companies. Academic research already reveals correlations between specific dimensions of diversity and effects on decision-making processes and outcomes. In our experience, greater diversity in the board room contributes to more robust discussions and more innovative and resilient decisions. Over time, greater diversity in the board room can also promote greater diversity and resilience in the leadership team, and the workforce more broadly. That diversity can enable companies to develop businesses that more closely reflect and resonate with the customers and communities they serve.

Significant progress has been made in recent years towards advancing gender diversity in the boardroom, following voluntary initiatives and mandatory quotas in markets. Apart from the ongoing advocacy by the 30% Club in Hong Kong, the Exchange has required all listed companies to disclose a board diversity policy since January 2019. It has also required companies to have non-single gender boards by the end of 2024 and to set targets and timelines for achieving gender diversity at board level, per conclusions of the consultation on the Corporate Governance Code in 2021. We generally would not consider single gender boards as diverse boards, and we expect companies to have at least one female board director. In the absence of such, we may vote against the re-election of director(s) responsible for the lack of female representation on such boards. We encourage Hong Kong listed companies to disclose meaningful targets to achieve board gender diversity.

Nomination procedure
The company should have a formal and transparent procedure for the appointment and re-appointment of directors. The board should adopt a procedure that can ensure a diverse range of candidates to be considered. Such procedure may involve the engagement of an external professional search firm.

When nominating new directors to the board, we look to companies to provide sufficient information on the individual candidates so that shareholders can assess the suitability of each individual nominee and the overall board composition. These disclosures should give an understanding of how the collective experience and expertise of the board aligns with the company’s long-term strategy and business model. Highly qualified, engaged directors with professional characteristics relevant to a company’s business enhance the ability of the board to add value and be the voice of shareholders in board discussions. In our view, a strong board provides a competitive advantage to a company, providing valuable oversight and contributing to the most important management decisions that support long-term financial performance.

The procedure for the nomination and evaluation of the board should be disclosed in the corporate governance section in the annual report. We seek information to understand how the board composition reflects the company’s stated strategy, trends impacting the business and succession expectations.


Where this information is not provided, BlackRock may consider voting against the re-election of members on the nomination committee.

**Disclosure of director information**

BlackRock expects the following information to be disclosed in the annual report and company website, and the meeting circular when a director is seeking election/re-election:

- Directors’ full name and age
- Date appointed to the board (in the case of re-elections)
- Brief biography detailing the directors’ educational background, working experience, and any other board positions held
- Specific discussion on the skills and experience the director is expected to contribute to the board
- The company’s assessment of the director’s independence including details of any current dealings with the company

Particularly when a director is seeking election/re-election it is imperative the above information is provided to allow us to determine whether to support the appointment. Where this information is not forthcoming, BlackRock may consider voting against the election/re-election of that director.

**External board mandates**

As the role and expectations of a director are increasingly demanding, directors must be able to commit an appropriate amount of time to board and committee matters. It is important that every director has the capacity to meet all of his/her responsibilities – including when there are unforeseen events – and therefore, he/she should not take on an excessive number of roles that would impair his/her ability to fulfill his/her duties.

BlackRock expects companies to provide a clear explanation of the capacity to contribute in situations where a board candidate is a director serving on more than six public company boards. When looking at the number of board mandates, BlackRock will consider if the board memberships are of listed companies in the same group and/or for similar sectors.

BlackRock may vote against the election/re-election of a director where there is a risk the director may be over-committed in respect of other responsibilities and/or commitments (taking into account outside employments and/or board mandates on private companies/investment trusts/foundations). In the case of an executive officer, we would vote against his/her election/re-election only at external boards.

BlackRock may vote against the election/re-election of an outside executive as the chairman of the board as we expect the chairman to have more time availability than other non-executive board members. We expect the company to explain why it is necessary for an external executive to lead the board of directors.

**Meeting attendance**

Directors should ensure they attend all board and relevant committee meetings. BlackRock will consider voting against a director who attends fewer than 75% of board and relevant committee meetings for the past term of being a director, unless compelling reasons for the absenteeism have been disclosed. However, BlackRock will disregard attendance in the first year following appointment as the director may have had commitments made prior to joining the board.
Committees
Appropriately structured board committees provide an efficient mechanism which allows the board to focus on key issues such as audit, board renewal, compensation, risk and any other issues deemed important. Board committees can also provide an important role dealing with conflicts of interests.

BlackRock expects all companies to establish an audit committee, a remuneration committee, and a nomination committee. All committees should have written terms of reference which should, inter alia, clearly set out the committee’s roles and responsibilities, composition, structure, membership requirements and the procedures for inviting non-committee members to attend meetings. All committee terms of reference should be available to investors.

All committees should be given the power and resources to meet their obligations under the terms of reference. This will include the right of access to management and the ability to select service providers and advisors at a reasonable cost to the company.

The chairman of a committee should be independent. It is preferable for the chairman of the board not to chair board committees as this may lead to a concentration of power in a single director.

Audit committee
The audit committee should comprise only non-executive directors and a majority of independent directors, an independent chair and at least one independent director having appropriate accounting or related financial background.

The terms of reference for the audit committee should have appropriate powers to determine the scope of the audit process, review the effectiveness of the external auditor, assess, review and authorize non-audit work, have access to the internal audit process and to make recommendations regarding the appointment and removal of the external auditor.

Where a risk committee has been established in addition to an audit committee, clear disclosure needs to be made on the responsibilities of each committee and how they interact.

BlackRock generally does not support the election of an executive director on to the audit committee. Where the audit committee does not comprise a majority of independent directors or the chair is not independent, BlackRock will consider voting against the non-independent members of the audit committee particularly if there are other corporate governance issues. Further, where there is evidence showing failure of the audit committee relating to the preparation of financial statements, fraud and general accountability to shareholders, we will consider voting against the re-election of members of the audit committee.

Remuneration committee
The remuneration committee should comprise a majority of independent directors and have an independent chair. The responsibilities of the remuneration committee should include a review of and recommendations to the board on issues including but not limited to:

- The company’s compensation, recruitment, retention and termination policies for senior executives;

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5 The Listing Rules of HKEX requires companies to establish an audit committee and a remuneration committee by rule 3.21 and rule 3.25 respectively. The establishment of a nomination committee is upgraded from a recommended best practice to a code provision in 2012.
• Executive director and senior executives fixed and performance-based compensation to ensure that executives are motivated to pursue the long-term growth and success of the company; and

• The compensation framework for non-executive directors.

Where BlackRock believes the remuneration committee has failed in its role, we will consider voting against the re-election of the chair/members of the committee.

**Nomination committee**

The nomination committee should comprise a majority of independent directors and have an independent chair. The responsibilities of the nomination committee should include a review of and recommendations to the board on issues including but not limited to:

• Assessing the competencies of all directors to ensure the board has an appropriate range of skills and expertise;

• Implementing a plan for identifying, assessing and enhancing director competencies;

• Reviewing, at least annually, the succession plans of the board;

• Ensuring the size and composition of the board is conducive to making appropriate decisions;

• Reviewing the time required by each non-executive director to undertake their role and whether non-executive directors are meeting that requirement;

• Ensuring a process for the evaluation of the performance of the board, its committees and directors and reporting the process to shareholders in the corporation governance report in the annual report;

• The appointment and re-election of directors; and

• Maintaining a watching brief on the development of management and potential for senior executive succession planning from the level below senior executives.

Circumstances where BlackRock may consider voting against the re-election of the chair and/or members of the nomination committee include but are not limited to:

• If the composition of the board continues to reflect poor succession planning, renewal or other composition deficiency;

• If the committee approved the nomination or re-election of an individual who has demonstrated a lack of integrity or inability to represent the interests of shareholders or who has an actual or perceived material conflict of interest that poses a risk to shareholders;

• If the committee fails to hold a meeting in the reporting year; or

• If the committee of a large Hong Kong listed company is not chaired by an independent director.

**Risk oversight**

Companies should have an established process for identifying, monitoring, and managing key risks. Independent directors should have ready access to relevant management information and outside advice.

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6 Companies in scope refer to constituents of Hang Seng Index.
as appropriate, to ensure they can properly oversee risk management. We encourage companies to provide transparency around risk measurement, mitigation, and reporting to the board. We are particularly interested in understanding how risk oversight processes evolve in response to changes in corporate strategy and/or shifts in the business and related risk environment. Comprehensive disclosure provides investors with a sense of the company’s long-term operational risk management practices and, more broadly, the quality of the board’s oversight. In the absence of robust disclosures, we may reasonably conclude that companies are not adequately managing risk.

**Accounts, statutory reports, auditors and audit-related issues**

**Accounts and statutory reports**

BlackRock recognizes the critical importance of financial statements, which should provide a true and fair picture of a company’s financial condition. Accordingly, the assumptions made by management and reviewed by the auditor in preparing the financial statements should be reasonable and justified.

The accuracy of financial statements, inclusive of financial and non-financial information as required or permitted under market-specific accounting rules, is of paramount importance to BlackRock. Investors’ views on financial materiality are developing to encompass a broader range of risks. Over time, we anticipate investors and other users of company reporting will increasingly seek to understand and scrutinize the assumptions underlying financial reports, particularly those that pertain to the impact of the transition to a low carbon economy on a company's business model and asset mix. We recognize that this is an area of evolving practice and we look to international standards setters, the International Accounting Standards Board (IASB) and the International Auditing and Assurance Standards Board (IAASB) to provide additional guidance to companies.

In this context, audit committees or equivalent play a vital role in a company’s financial reporting system, by providing independent oversight of the accounts, material financial and, where appropriate to the jurisdiction, non-financial information, internal control frameworks and Enterprise Risk Management systems. In our view, effective audit and risk committee oversight strengthens the quality and reliability of a company’s financial statements and provides an important level of reassurance to shareholders.

We hold the members of the audit committee or equivalent responsible for overseeing the management of the audit function. Audit committees or equivalent should have clearly articulated charters that set out the committee’s responsibilities and have a rotation plan in place that allows for a periodic refreshment of the committee memberships. We recognize that audit committees will rely on management, internal audit and the independent auditor in fulfilling their responsibilities but look to committee members to demonstrate they have relevant expertise to monitor and oversee those functions.

We take particular note of unexplained changes in reporting methodology, cases involving significant financial restatements or ad hoc notifications of material financial weakness. In this respect, audit committees should provide timely disclosure on the remediation of Key and Critical Audit Matters identified either by the external auditor or internal audit function.

Comprehensive disclosure provides investors with a sense of the company’s long-term operational risk management practices and, more broadly, the quality of the board’s oversight. The audit committee or equivalent should periodically review the company’s risk assessment and risk management policies and significant risks and exposures identified by management, the internal auditors or the independent
accountants, as well as management’s steps to address them. In the absence of robust disclosures, we may reasonably conclude that companies are not adequately managing risk.

**Auditors and audit-related issues**

The appointment of the auditor and the auditor’s compensation needs to be reviewed and approved by shareholders on an annual basis. BlackRock expects the audit firms to be well qualified to undertake the task on behalf of shareholders. When a listed company proposes to appoint a different audit firm, BlackRock expects the company to provide a reasonable explanation for changing its audit firm, assuring shareholders that there are no disputes with company management connected with the auditor ceasing to hold office. If significant concerns about issues such as the integrity of the financial statements or the auditors are identified, where no explanation is provided, BlackRock may consider voting against the appointment of a new audit firm or (re-)appointment of the interim auditor and against the re-election of members on the audit committee, especially if the change of auditor has not been brought up for shareholders’ vote in the first place.

The integrity of financial statements depends on the external auditor being free of any impediments to being an effective check on management. To that end, we believe it is important that auditors are, and are seen to be, independent. Where the audit firm provides services to the company in addition to the audit, the fees earned should be disclosed and explained. Audit committees should also have in place a procedure for assessing annually the independence of the auditor and the quality of the external audit process. If there is a lack of explanation of the non-audit services or we believe there is a risk that the type of non-audit services provided may impair the independence of the audit, we may consider voting against the re-appointment of the external auditor and the re-election of members on the audit committee.

**Capital management**

**Allocation of profits/dividends**

With the exception of companies incorporated in China, Hong Kong listed companies can declare a dividend by way of a board resolution, although some still submit a resolution to shareholders at a general meeting. These resolutions, when proposed, are generally not contentious and supportable. However, where dividend payout ratios appear, without explanation, to be too high or too low, BlackRock may consider voting against relevant individuals on the board.

**Placements, share buybacks and reissuances of shares**

The Listing Rules require shareholder approval for the following:

- To issue shares without pre-emptive rights. Companies can seek shareholder approval to issue up to 20% of equity and with a discount of up to 20% (known as the general mandate)
- To buy back up to 10% of shares on issue in a 12 month period (buyback mandate)
- To re-issue the shares that have been bought back (reissuance mandate)

The above mandates are often sought at the annual general meeting and shareholder approval being sought is only for the next 12 months.

While BlackRock recognizes an issuer’s need for the flexibility to raise funds and the capability to do so quickly at times, we consider the dilution risk implied by a general mandate of 20% in size and 20% in discount as potentially excessive. BlackRock will consider voting against a general mandate request for a
20% issuance at a 20% discount where a cogent explanation for the need to have such flexibility has not been provided in the explanatory memorandum. When seeking shareholder approval for a general mandate we expect disclosure of the following:

- An explanation for the need of a general mandate request and rationale for the proposed size and discount limit with reference to company’s financial position and capital expenditure plans
- Details of any placements made under general mandates in the last five years
- Alternative financing methods considered by the board

When shareholders are asked to approve the general mandate as well as a buyback of shares, a further request for a re-issuance of shares bought back does not seem necessary. BlackRock generally does not support re-issuance mandates unless a cogent explanation is provided.

**Rights issues and open offers**

A rights issue does not require shareholder approval as long as the rights issue does not increase either the number of issued shares or the market capitalization of the issuer by more than 50% on its own or when aggregated with any other rights issues or open offers in the past 12 months. When this threshold is exceeded, a rights issue needs to be approved by shareholders in a general meeting and any controlling shareholders and their associates or, where there are no controlling shareholders, non-independent directors and the chief executive of the issuer shall abstain from voting in favor.

Open offers require minority shareholders’ approval unless the new shares are to be issued under the authority of an existing general mandate.

Rights issues, open offers and specific mandate placings, individually or when aggregated within a rolling 12-month period that would result in a cumulative material value dilution of 25% or more are disallowed by the Exchange, unless there are exceptional circumstances.

**Capital structure, mergers, asset sales, related-party and other special transactions**

The capital structure of a company is critical to shareholders as it impacts the value of their investment and the priority of their interest in the company relative to that of other equity or debt investors. Pre-emptive rights are a key protection for shareholders against the dilution of their interests.

**Dual class shares and weighted voting rights**

Effective voting rights are basic rights of share ownership. It is our view that one vote for one share as a guiding principle supports effective corporate governance. Shareholders, as the residual claimants, have the strongest interest in protecting company value, and voting rights should match economic exposure.

In principle, we disagree with the creation of a share class with equivalent economic exposure and preferential, differentiated voting rights as it violates the fundamental corporate governance principle of proportionality, and results in a concentration of power in the hands of a few shareholders, thus disenfranchising other shareholders and amplifying any potential conflicts of interest. However, we recognize that in certain markets, at least for a period of time, companies may have a valid argument for

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7 An offer to existing shareholders to subscribe securities, whether or not in proportion to their existing holdings, which are not allotted to them in renounceable documents.
listing dual classes of shares with differentiated voting rights. In our view, such companies should review these share class structures on a regular basis or as company circumstances change. Additionally, they should seek shareholder approval of their capital structure on a periodic basis via a management proposal at the company’s shareholder meeting. The proposal should give unaffiliated shareholders the opportunity to affirm the current structure or establish mechanisms to end or phase out controlling structures at the appropriate time, while minimizing costs to shareholders.

As always, independent directors are expected to protect the interests of all shareholders and BlackRock will potentially vote against the re-election of independent directors in companies with dual class share structures if valid concerns arise relating to the economic interests of unaffiliated shareholders being compromised.

**Mergers and asset sales**

In reviewing merger and asset sale proposals, BlackRock’s primary concern is the best long-term interests of our clients as shareholders. While these proposals vary widely in scope and substance, we closely examine certain salient features in our analyses. For mergers and asset sales, we assess the degree to which the proposed transaction represents a premium to the company’s trading price. In order to filter out the effects of pre-merger news leaks on the parties’ share prices, we consider the share price over multiple time periods prior to the date of the merger announcement. In most cases, business combinations should provide a premium. We may consider comparable transaction analyses provided by the parties’ financial advisors and our own valuation assessments. For companies facing insolvency or bankruptcy, a premium may not apply. Where the transaction involves related parties we expect the board to establish a committee comprised of independent directors to review the transaction and report to shareholders. There needs to be a clear favorable business reason for any such transaction.

Unanimous board approval and arm’s-length negotiations are preferred. We will consider whether the transaction involves a dissenting board member or does not appear to be the result of an arm’s-length bidding process. We may also consider whether executive and/or board members’ financial interests in a given transaction appear likely to affect their ability to place shareholder interests before their own.

**Related-party transactions**

Related-party transactions (RPTs) are common among Hong Kong listed companies. These are transactions between the company and its related-parties, as defined in details in the Chapter 14A of Listing Rules. According to the materiality and nature of the transaction, it may need to be disclosed or submitted to a shareholder meeting for approval. Any shareholder who has a material interest in the transaction must abstain from voting on the resolution. If an RPT requires shareholders’ approval, the issuer is required to establish an independent board committee comprised solely of independent non-executive directors and appoint an independent financial adviser to assist the independent board committee to prepare a recommendation to disinterested shareholders.

Broadly speaking, there are two types of RPTs: 1) one-off transactions, typically asset purchases or disposals; 2) recurring RPTs that are within the ordinary course of business, usually in the form of an ongoing goods and services purchase and provision agreement.

BlackRock assesses one-off RPTs on a case by case basis. Key factors we take into consideration include the strategic rationale and the fairness of the transaction terms. Moreover, BlackRock expects the company to disclose in detail the decision-making process the board and the independent directors have gone through to arrive at their recommendation to minority shareholders. For such non-recurring transactions between related parties, the recommendation to support should come from the independent
directors, and ideally, the terms should have been assessed through an independent appraisal process. In addition, it is good practice that it be approved by a separate vote of the non-conflicted shareholders. Where the above information is not disclosed or action is not taken to protect the rights of independent shareholders, BlackRock will consider voting against such proposals.

Recurring RPTs involving the purchase and provision of goods and non-financial services are disclosed in the annual report in detail and are subject to approval by shareholders at least once every three years. In most cases, these transactions are within the normal course of business and are done at arms-length terms. Where disclosure is sufficient, BlackRock generally finds these proposals supportable.

**Financial services agreements**

It is common among Chinese State-Owned Enterprises (SOEs) to establish a finance company within the business group (hereinafter referred to as Group Finance Companies (GFCs)). GFCs are set up to provide a range of financial services (mainly deposit, loan and settlement related) to the group member companies. The main purpose is to better utilize capital within the same group by channeling funds among members through the GFC as companies are banned from directly borrowing from or lending to another corporate entity. GFCs are typically majority owned by the unlisted group parent, which also controls the listed company. A listed company obtains services from a GFC by entering into a financial service agreement, which requires shareholder approval once every three years.

BlackRock recognizes the merits of dealing with a GFC compared to a commercial bank, such as preferential deposit and loan interest rate, and expedited and customized settlement services. However, we are concerned with certain risk aspects unique to dealing with GFCs. While GFCs are subject to the same capital requirements and are also monitored by the China Banking and Insurance Regulatory Commission (CBIRC), as a private entity there is not the same level of transparency compared to large commercial banks, the majority of which are listed. Another key difference between a GFC and a commercial bank is that a GFC only deals with member companies within the same group whilst a commercial bank deals with all participants in the economy. As a result, GFCs are exposed to risks concentrated in a business group while a commercial bank’s risk is much more diversified. Moreover, transactions with GFCs are related-party transactions and therefore exposed to conflicts of interest. An extreme example of such conflicts left unchecked is a listed company being exploited by the group as a window of financing given its access to the wider capital market.

It is our view that companies can mitigate these risks by establishing a robust internal review and audit process to ensure each deposit and loan from the GFC has a sound business and capital management rationale. Companies should also aim to achieve a level of transparency beyond the minimum requirement around transactions with GFCs and GFCs themselves. Where the GFC is not controlled by a listed company, we have concerns when outstanding deposits at the GFC are consistently higher than outstanding loans from the GFC. BlackRock may consider voting in favor of a financial services agreement if in our assessment a company has set up an effective risk management mechanism in place to address the conflict of interest, and has disclosed sufficient information about the GFC and the transactions with it. Relevant information includes but is not limited to:

- Historical and expected scale of transactions, especially loans and deposits, with the GFC, even if some of these transactions are not subject to shareholder approval;
- Rationale behind the deposit and loan limit requested;
- Decision-making process of placing deposits and obtaining loans from the GFC;
- Key financial metrics of the GFC such as loan to deposit rate, capital adequacy ratio, amount of non-performing loan;
- Activities other than taking deposits and making loans that the GFC may engage such as equity investments, entrust loans, and finance leasing;
- Interest rates paid on deposits and charged for loans by deposit and loan type;
- The corporate governance structure of the GFC and its loan approving process;
- Percentage of the company’s capital deposited at the GFC versus that at a commercial bank; and
- Whether an offsetting mechanism is in place.

BlackRock expects such disclosure to be made not only in the meeting circular when shareholder approval is being sought once every three years but also in the annual report so that investors get to review these transactions and the financial strength of the GFC on an annual basis.

**Strategy, purpose, and culture**

Strategy, purpose, and culture are more nuanced than many aspects of governance. An understanding of these matters, the involvement of the board in their articulation as well as oversight of their implementation are key for long-term investors to assess the company’s ability to generate value over time. BlackRock thus seeks from companies clear and insightful explanations in this area, and for transparency on these matters to become the norm for Hong Kong listed companies.

BlackRock expects companies to articulate the strategic milestones against which shareholders should assess performance, specifically, public disclosure of financial targets to be shared with all shareholders, for instance long-term return on capital or alternative criteria of value creation. We expect companies to provide information on how the board contributes to strategy, purpose and culture and oversees management’s implementation of the agreed plans and policies.

In the absence of this information, and/or when we have concerns, we believe that engagement is preferable to voting to communicate expectations on these matters to the company. In our engagement we will underscore the importance of a clear articulation of strategy, purpose and culture by the board. These aspects should be well-understood both by management and staff as well as transparent to investors to be able to assess if management and the board are exercising appropriate stewardship of resources and, over time, the company is moving consistently in the direction stated.

**Compensation and benefits**

The key purpose of compensation is to reward, attract and retain competent directors, executives and other staff who are fundamental to the long term sustainable growth of shareholder value, with reward for executives contingent on controllable outcomes that add value.

One of the most important roles for a company’s board of directors is to put in place a compensation structure that incentivizes and rewards executives appropriately. There should be a clear link between variable pay and a company’s operational and financial performance. Performance metrics should be stretching and aligned with a company’s strategy and business model. BIS does not have a position on the use of sustainability-related criteria, but in our view, where companies choose to include them, they
should be as rigorous as other financial or operational targets. Long-term incentive plans should vest over timeframes aligned with the delivery of long-term shareholder value.

We are not supportive of one-off or special bonuses unrelated to company or individual performance. Where discretion has been used by the compensation committee or its equivalent, we expect disclosure relating to how and why the discretion was used, and how the adjusted outcome is aligned with the interests of shareholders. We acknowledge that the use of peer group evaluation by compensation committees can help ensure competitive pay; however, we are concerned when the rationale for increases in total compensation at a company is solely based on peer benchmarking rather than a rigorous measure of outperformance. We encourage companies to clearly explain how compensation outcomes have rewarded outperformance against peer firms.

We believe consideration should be given to building claw back provisions into incentive plans such that executives would be required to forgo rewards when they are not justified by actual performance and/or when compensation was based on faulty financial reporting or deceptive business practices. We also favor recoupment from any senior executive whose behavior caused material financial harm to shareholders, material reputational risk to the company, or resulted in a criminal investigation, even if such actions did not ultimately result in a material restatement of past results.

Compensation committees should guard against contractual arrangements that would entitle executives to material compensation for early termination of their contract. Also, pension contributions and other deferred compensation arrangements should be reasonable in light of market practice.

In Hong Kong, director and executive compensation is disclosed on an individual basis with detailed breakdown of the compensation components as required by the Companies Ordinance. However, not many companies disclose the rationale behind compensation decisions, particularly on performance-based pay. This is especially problematic given the level of director and executive compensation has recently been on the rise, significantly so in certain sectors. The Exchange amended the Listing Rules in 2022 to extend Chapter 17 to govern all share schemes including share awards and options and to require disclosure of performance targets, if any, attached to options or awards to be granted under the scheme and an explanation by the remuneration committee if performance targets are not set. Where there is performance-based pay, BlackRock expects companies to disclose the key performance metrics selected and the rationale for their inclusion, e.g. why these metrics are suitable considering the company’s development stage, business strategy, and the nature of the industry the company is in.

We use third party research, in addition to our own analysis, to evaluate existing and proposed compensation structures. We may vote against members of the compensation committee or equivalent board members for poor compensation practices or structures.

**Independent director compensation**

The role of the independent director is to monitor the strategy, performance and compensation of the executives and to protect the interests of shareholders. Sufficient compensation should be provided to attract and retain suitably qualified independent directors and encourage them to undertake their role

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8 Disclosure of Chinese companies dual-listed in mainland China and in Hong Kong varies. Some adopt the practice of Hong Kong-incorporated companies while the majority adopt the practice of mainland Chinese companies, which only give a lump-sum number for each director and senior executive without a breakdown of the pay components such as base salary, performance bonus, and benefits.

diligently. The executive arm and any major shareholder should not have any undue influence over the compensation of independent directors.

Independent director compensation should be structured in such a way that it aligns the interests of the directors with those of the shareholders they represent. The structure of independent director compensation should not provide any disincentive to resign from the board should an issue of conflict or any other issue that would impair a director’s independence arise.

Independent directors should receive a fixed annual fee, including additional fixed fees for board committee membership for their services. BlackRock supports independent directors entering into “salary sacrifice” arrangements whereby a portion of their fees is received by way of fully paid shares purchased on market.

BlackRock does not generally support the granting of options to independent directors as such securities do not have the same risk profile as the ordinary shares held by ordinary shareholders and therefore may not align the interests of directors with those shareholders they represent. Independent directors should not receive performance based compensation as to do so would more closely align their interests with those of management, whose performance and compensation they are intended to monitor on behalf of shareholders. Where options or performance based compensation have been granted to independent directors, BlackRock will consider voting against any such proposals and the re-election of the chair of the remuneration committee.

**Equity-based incentive plan**

Equity based incentive schemes for executives of Hong Kong companies are common. The most often used pay vehicle is stock options. The adoption and refreshment of a stock option requires shareholder approval in a general meeting. Under the Listing Rules, the size of an option scheme is capped at 10% of the issued capital. However, companies can refresh a stock option scheme upon shareholder approval. The exercise price of the stock options must be no less than the market price at the time of the grant. We support incentive plans that foster the sustainable achievement of results. The vesting time frames associated with incentive plans should facilitate a focus on long-term value creation.

**Dilution**

To ensure that equity based compensation plans operate in a way that benefits both employees and shareholders, BlackRock expects to see a limit on the amount of dilution that can occur across all plans that a company may have. BlackRock may consider voting against an options plan if it may lead to over 10% cumulative dilution over ten years inclusive of existing plans, or if a plan is not transparent in demonstrating the distribution of share awards and options between senior executives and other staff.

**Material sustainability-related risks and opportunities**

It is our view that well-managed companies will effectively evaluate and manage material sustainability-related risks and opportunities relevant to their businesses. Appropriate oversight of sustainability considerations is a core component of having an effective governance framework, which supports durable, long-term value creation.

Robust disclosure is essential for investors to effectively evaluate companies’ business practices and strategic planning related to sustainability-related risks and opportunities. When a company’s reporting is inadequate, investors, including BlackRock, will increasingly conclude that companies are not adequately managing risk. Given the increased understanding of material sustainability-related risks and opportunities, and the need for better information to assess them, BlackRock advocates for continued
improvement in companies’ reporting, where necessary, and will express any concerns through our voting where a company’s actions or disclosures are inadequate.

BlackRock encourages companies to use the framework developed by the Task Force on Climate-related Financial Disclosures (TCFD) to disclose their approach to ensuring they have a sustainable business model and to supplement that disclosure with industry-specific metrics such as those identified by the Sustainability Accounting Standards Board (SASB), now part of the International Sustainability Standards Board (ISSB) under the International Financial Reporting Standards (IFRS) Foundation.\(^\text{10}\) While the TCFD framework was developed to support climate-related risk disclosure, the four pillars of the TCFD—Governance, Strategy, Risk Management, and Metrics and Targets—are a useful way for companies to disclose how they identify, assess, manage, and oversee a variety of sustainability-related risks and opportunities. SASB’s industry-specific guidance (as identified in its materiality map) is beneficial in helping companies identify key performance indicators (KPIs) across various dimensions of sustainability that are considered to be financially material and decision-useful within their industry. In particular, we encourage companies to consider reporting on nature-related factors, given the growing materiality of these issues for many businesses.\(^\text{11}\) We recognize that some companies may report using different standards, which may be required by regulation, or one of a number of voluntary standards. In such cases, we ask that companies highlight the metrics that are industry- or company-specific.

Climate and other sustainability-related disclosures often require companies to collect and aggregate data from various internal and external sources. We recognize that the practical realities of data-collection and reporting may not line up with financial reporting cycles and companies may require additional time after their fiscal year-end to accurately collect, analyze and report this data to investors. To give investors time to assess the data, we encourage companies to produce climate and other sustainability-related disclosure sufficiently in advance of their annual meeting.

Companies may also adopt or refer to guidance on sustainable and responsible business conduct issued by supranational organizations such as the United Nations or the Organization for Economic Cooperation and Development. Further, industry initiatives on managing specific operational risks may provide useful guidance to companies on best practices and disclosures. Companies should disclose any relevant global climate and other sustainability-related standards adopted, the industry initiatives in which they participate, any peer group benchmarking undertaken, and any assurance processes to help investors understand their approach to sustainable and responsible business practices.

**Climate risk**

It is our view that climate change has become a key factor in many companies’ long-term prospects. As such, as long-term investors we are interested in understanding how companies may be impacted by material climate-related risks and opportunities - just as we seek to understand other business-relevant risks and opportunities - and how these factors are considered within strategy in a manner consistent with the company’s business model and sector. Specifically, we look for companies to disclose strategies they have in place that mitigate and are resilient to any material risks to their long-term business model associated with a range of climate-related scenarios, including a scenario in which global warming is

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10 The International Financial Reporting Standards (IFRS) Foundation announced in November 2021 the formation of an International Sustainability Standards Board (ISSB) to develop a comprehensive global baseline of high-quality sustainability disclosure standards to meet investors’ information needs. SASB standards will over time be adapted to ISSB standards but are the reference reporting tool in the meantime.

11 While guidance is still under development for a unified disclosure framework related to natural capital, the emerging recommendations of the Taskforce on Nature-related Financial Disclosures (TNFD) may prove useful to some companies.
limited to well below 2°C, considering global ambitions to achieve a limit of 1.5°C.\(^{12}\) It is, of course, up to each company to define their own strategy: that is not the role of BlackRock or other investors.

BIS recognizes that climate change can be challenging for many companies, as they seek to drive long-term value by mitigating risks and capturing opportunities. A growing number of companies, financial institutions, as well as governments, have committed to advancing decarbonization in line with the Paris Agreement. There is growing consensus that companies can benefit from the more favorable macro-economic environment under an orderly, timely and equitable global energy transition.\(^{13}\) Yet the path ahead is deeply uncertain and uneven, with different parts of the economy moving at different speeds.\(^{14}\)

Many companies are asking what their role should be in contributing to an orderly and equitable transition – in ensuring a reliable energy supply and energy security and in protecting the most vulnerable from energy price shocks and economic dislocation. In this context, we encourage companies to include in their disclosure a business plan for how they intend to deliver long-term financial performance through a transition to global net zero, consistent with their business model and sector.

We look to companies to disclose short-, medium- and long-term targets, ideally science-based targets, where these are available for their sector, for Scope 1 and 2 greenhouse gas emissions (GHG) reductions and to demonstrate how their targets are consistent with the long-term economic interests of their shareholders. Many companies have an opportunity to use and contribute to the development of low-carbon energy sources and technologies that will be essential to decarbonizing the global economy over time. We also recognize that continued investment in traditional energy sources, including oil and gas, is required to maintain an orderly and equitable transition - and that divestiture of carbon-intensive assets is unlikely to contribute to global emissions reductions. We encourage companies to disclose how their capital allocation to various energy sources is consistent with their strategy.

At this stage, we view Scope 3 emissions differently from Scopes 1 and 2, given methodological complexity, regulatory uncertainty, concerns about double-counting, and lack of direct control by companies. While we welcome any disclosures and commitments companies choose to make regarding Scope 3 emissions, we recognize these are provided on a good-faith basis as methodology develops.

**Key stakeholder interests**

In order to advance long-term shareholders’ interests, companies should consider the interests of the various parties on whom they depend for their success over time. It is for each company to determine its key stakeholders based on what is material to its business and long-term financial performance. Most commonly, key stakeholders include employees, business partners (such as suppliers and distributors), clients and consumers, regulators, and the communities in which they operate.

Considering the interests of key stakeholders recognizes the collective nature of long-term value creation and the extent to which each company’s prospects for growth are tied to its ability to foster strong sustainable relationships with and support from those stakeholders. Companies should articulate how they address adverse impacts that could arise from their business practices and affect critical business relationships with their stakeholders. We encourage companies to implement, to the extent appropriate,

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\(^{12}\) The global aspiration to achieve a net-zero global economy by 2050 is reflective of aggregated efforts; governments representing over 90% of GDP have committed to move to net-zero over the coming decades. In determining how to vote on behalf of clients who have authorized us to do so, we look to companies only to address issues within their control and do not anticipate that they will address matters that are the domain of public policy.

\(^{13}\) For example, BlackRock’s Capital Markets Assumptions anticipate 25 points of cumulative economic gains over a 20-year period in an orderly transition as compared to the alternative. This better macro environment will support better economic growth, financial stability, job growth, productivity, as well as ecosystem stability and health outcomes.

monitoring processes (often referred to as due diligence) to identify and mitigate potential adverse impacts, and grievance mechanisms to remediate any actual adverse impacts. In our view, maintaining trust within these relationships can contribute to a company’s long-term success.

As a long-term shareholder on behalf of our clients, we find it helpful when companies disclose how they have identified their key stakeholders and considered their interests in business decision-making. We are also interested to understand the role of the board, which is well positioned to ensure that the approach taken is informed by and aligns with the company’s strategy and purpose.

In this context, we seek to understand a company’s approach and commitment to fostering a diverse workforce and inclusive workplace culture, which contributes to business continuity, innovation, and long-term value creation. As an important component of strategy, we expect boards to oversee human capital management. Appropriate disclosures should be provided to inform investors’ understanding of how companies are seeking to establish robust human capital management practices, including their actions and targets around diversity, equity and inclusion. When a company’s reporting is inadequate, we will increasingly conclude that companies are not adequately managing such issues and may hold management and/or directors accountable.

**Shareholder proposals**

In most markets in which BlackRock invests on behalf of clients, shareholders have the right to submit proposals to be voted on by shareholders at a company’s annual or extraordinary meeting, as long as eligibility and procedural requirements are met. The matters that we see put forward by shareholders address a wide range of topics, including governance reforms, capital management, and improvements in the management or disclosure of sustainability-related risks.

When assessing shareholder proposals, we evaluate each proposal on its merit, with a singular focus on its implications for long-term value creation. We consider the business and economic relevance of the issue raised, as well as its materiality and the urgency with which we believe it should be addressed. We take into consideration the legal effect of the proposal, as shareholder proposals may be advisory or legally binding depending on the jurisdiction. We would not support proposals that we believe would result in over-reaching into the basic business decisions of the company.

Where a proposal is focused on an issue that we agree needs to be addressed and the intended outcome is consistent with long-term value creation, we will look to the board and management to demonstrate that the company has met the intent of the request made in the shareholder proposal. Where our analysis and/or engagement indicate a need for improvement in the company’s approach to the issue, we will support shareholder proposals that are reasonable and not unduly prescriptive or constraining on management. Alternatively, or in addition, we may vote against the re-election of one or more directors if, in our assessment, the board has not responded sufficiently or with an appropriate sense of urgency. While we may not agree with all aspects of a shareholder proponent’s views or all facets of the proponent’s supporting statement, we may still support proposals that address material governance or sustainability-related risks where we believe it would be helpful for shareholders to have more detailed information on how those risks are identified, monitored, and managed to support a company’s ability to deliver long-term financial returns. We may also support a proposal if management is on track, but we believe that voting in favor might accelerate progress.

**Other corporate governance matters**

It is our view that shareholders have a right to material and timely information on the financial
performance and viability of the companies in which they invest. In addition, companies should publish information on the governance structures in place and the rights of shareholders to influence these. The reporting and disclosure provided by companies helps shareholders assess whether their economic interests have been protected and the quality of the board’s oversight of management. BlackRock believes shareholders should have the right to vote on key corporate governance matters, including on changes to governance mechanisms, to submit proposals to the shareholders’ meeting and to call special meetings of shareholders.

**Amendments to articles of association and bylaws**

These proposals vary from routine changes such as reflection of regulatory change, to significant changes that substantially alter the governance of the company. We will review these proposals on a case by case basis and support those proposals that we believe are in the best interests of shareholders. We expect all listed companies to disclose a comparison table to detail proposed amendments and relevant rationales for its articles of association and bylaws. If disclosure is inadequate or significant concerns are identified, BlackRock may consider voting against these proposals.

**Anti-takeover devices**

BlackRock believes that transactions or practices that are intended to impede a potential takeover can be limiting to shareholders. BlackRock will generally not support proposals that introduce or renew anti-takeover devices.

**Bundled proposals**

We believe that shareholders should have the opportunity to review substantial issues individually without having to accept bundled proposals. Where several measures are grouped together, BlackRock may reject the overall proposal if it includes those that contradict or impede the rights and economic interests of shareholders.