

**HKICPA/HKIoD joint workshop:
Executive Programme for Accountants
Independent Non-Executive Directors
Practices for Accountants (re-run)**

Programme Code:
W151010 for Session 1
W151010A for Session 2
W151017 for Session 3
W151017A for Session 4

- Date & Time** **Session 1: Saturday, 10 October 2015 (10:00 a.m. – 1:00 p.m.)**
Session 2: Saturday, 10 October 2015 (2:00 p.m. – 5:00 p.m.)
Session 3: Saturday, 17 October 2015 (10:00 a.m. – 1:00 p.m.)
Session 4: Saturday, 17 October 2015 (2:00 p.m. – 5:00 p.m.)
- Venue** KPMG Training Centre
28/F., Oxford House, Tai Koo Place, 979 King's Road, Quarry Bay, Hong Kong.
- Format** Workshop
- Language** English
- Fee
(for each
session)**
 - HK\$850 for HKICPA member or student; IA/ HKIAAT member or student; and HKIoD member
 - HK\$1,700 for non-member*(Participants may enroll for individual sessions. A certificate will be awarded to participants who have attended all sessions within 2 years.)*
- Objectives** To understand the regulations and practices related to Independent Non-Executive Directors (INEDs), including:
- The relevant considerations for accepting to be INEDs
 - The latest legal/regulatory updates with impact on INEDs
 - The skills required for INEDs to enhance corporate governance for the company
 - The possible strategies suggested for INEDs to perform their roles effectively
- Participants**
 - Those who are interested in understanding more about the best practices of INEDs for preparing their current or future roles of being INEDs
 - Those who wish to pursue for a formal training course recognized by HKIoD as contributing towards credits for attaining the HKIoD Diploma and Professional Diploma in Company Direction*(For more details, please refer to <http://www.hkiod.com>)*
- Competency** Corporate governance
- Rating** Leadership Level (Please refer to the [Institute's online CPD Learning Resource Centre](#))
- CPD hours
(for each
session)** 3

Note: The framework of this joint workshop is designed by HKIoD based on its definition of Core Competencies for Directors.

About the programme

Session 1 (W151010) – by Mr. Jeffrey Mak
Saturday, 10 October 2015 (10:00 a.m. – 1:00 p.m.)

Role of Company Director I – Overview of Legal & Regulatory Framework

- A summary of the development of the legal system governing companies and company directors
- Company constitution and shareholders' authority
- The legal role and responsibility of company directors and the board
- Related legal issues and case analyses
- The regulatory system and overview of the Listing Rules
- The Code on Corporate Governance Practices
- Disclosure – Financial and others
- Continuing obligations
- Notifiable transactions
- The Securities and Futures Ordinance
- The Codes on Takeovers and Mergers and Share Repurchases

Session 2 (W151010A) – by Mr. Edward Chow
Saturday, 10 October 2015 (2:00 p.m. – 5:00 p.m.)

INEDs – Role and Fulfillment

- The challenging roles of an INED
- Implied changes in behaviour of boardroom, chairman and INEDs
- Code changes and bearing on INEDs
- Case discussions
- Overview of committee work – Audit Committee, Remuneration Committee and Nomination Committee
- Qualities and skill-sets expected of an INED
- Tactics for an INED
- The search for INEDs and considerations in acceptance of appointment

Session 3 (W151017) – by Mr. Randy Hung
Saturday, 17 October 2015 (10:00 a.m. – 1:00 p.m.)

INEDs – Issues and Considerations

- Audit Committee agenda
- Remuneration Committee agenda
- Nomination Committee agenda
- Audit Committee skills
- Effective internal control and risk management
- Corporate finance options and impact on shareholders
- Review of connected transactions
- Meeting procedures and chairmanship skills

Session 4 (W151017A) – by Dr. Abril Choy
Saturday, 17 October 2015 (2:00 p.m. – 5:00 p.m.)

Role of Company Director II – Board Practices

- Corporate governance principles
- The board's fiduciary duties
- Types of directors and their challenges
- Major forces shaping boardroom reform
- Code on Corporate Governance Practices – Impact on boardroom behavior
- Practical functioning of the board: Board matters, annual agenda and procedures
- Skill-sets for board members
- Evaluation of board performance
- Case discussions



About the speaker

Mr. Jeffrey Mak FHKIoD, Partner, DLA Piper's Hong Kong Office

Mr. Mak is specialized in securities and public M&A transactions. He is experienced in a broad range of transactions relating to public M&As, restructuring of China based businesses, securities and bond placements, RMB bond issues, listed derivatives, hostile and non-hostile takeovers, partial offers, rights issues, open offers, capitalisation issues, share repurchases, spin-offs, A and H share issues, privatisations, schemes of arrangement and restructurings, secondary listings, transfer of listings and other regulated transactions relating to listed companies. Mr. Mak also acts for listed companies when they are subjected to regulators' enquiries on compliance matters. He has advised on a wide range of public M&A transactions involving listed companies in the financial services (including China Merchants Bank's acquisition of Wing Lung Bank), natural resources, environmental protection, property, civil aviation, information and technology, retail and consumer goods sectors.

Mr. Edward Chow JP, FCA, FCPA, FHKIoD, Executive Chairman, China Infrastructure Group Holdings PLC

Mr. Chow is the Founder and Chairman of China Infrastructure Group, Non-executive Director of Urban Renewal Authority and an Independent Director and Chairman of Audit Committee of Redco Properties Holdings Limited, listed in Hong Kong and Wing Lung Bank Limited. He was also an INED of COSCO Pacific Limited and China Merchants Bank.

Mr. Chow is an Advisor of the Business and Professionals Federation of Hong Kong, a member of The Chinese People's Political Consultative Conference – Zhejiang Province, a member of the Election Committee of Hong Kong Special Administrative Region and an awardee of the Directors of the Year Award 2010 in the non-executive director, Hang Seng Index Constituents category, awarded by the Hong Kong Institute of Directors.

Mr. Randy Hung, Executive Director & CFO - China Fiber Optic Network System Group

Mr. Hung is an Independent Non-Executive Director of China Shineway Pharmaceutical Group and Zhougyu Gas Holdings Limited. He is also the Chairman of Training Committee of the Hong Kong Institute of Directors and the Vice Chairman of Hong Kong Investor Relations Association.

Dr. Abril Choy JSD ACI Arb, Partner, Ricci Rosamonde International Consultancy

Dr. Choy has over 20 years' of solid experiences in building project management, corporate development, financial services, corporate governance, and tertiary education sectors. She is a specialist and professional adviser in legal regulation, strategic planning and finance. Since 1997 after returning from Australia, Dr. Choy has served various Hong Kong's Government Board and Committees. Among her appointed position, Dr. Choy has reviewed, commented and adjudicated numerous cases from telecommunication licensing and compliant, codes of practice, professional ethics of accountant, law enforcement, and social insurance to name a few.

Dr. Choy served as a Lecturer of the Chinese University of Hong Kong and has been a Subject Matter Expert in legal and finance since then. She published different books of finance and education. Dr. Choy is an Associate Member of the Chartered Institute of Arbitrators, the United Kingdom (CI Arb) and Hong Kong Institute of Directors (HKIoD). She is also a member of Hong Kong Institute of Bankers.



HKICPA EVENT ENROLMENT FORM
Executive Programme for Accountants
Independent Non-Executive Directors Practices for Accountants (re-run)

Finance & Operations Department,
 Hong Kong Institute of CPAs,
 37/F, Wu Chung House, 213 Queen's Road East, Hong Kong

**To confirm your CPD booking,
 just log on to "My CPA" at
<http://www.hkicpa.org.hk>**

Payment & Enrolment Status Enquiry: 2287 7381 e-mail: finance@hkicpa.org.hk Fax : 2893 9853	Course Information Enquiry: 2287 7386 / 2287 7253 e-mail: cpd@hkicpa.org.hk
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FOR OFFICE USE

Deadline: 7 working days before the date of the programme

No.	Membership		Full Name of Participant(s) (Block Letters)	Company	Email address ^{*(2)} (Block Letters)	Programme Code	Fee (HK\$)	
	No.	Status (1)						
1								
2								
3								
4								
							Total (HK\$)	

* Email address is for enrolment confirmation purpose. Please refer to note (2) for details.

Contact Person : _____ Tel No. : _____ Fax No. : _____

Email: _____ HKIoD Membership No. (if any) : _____

Did you attend any previous session(s) of this Executive Programme for Accountants in the past 2 years?

Yes: , please specify the date(s) & name of session(s): _____ No

Payment Method (Please tick the appropriate box)

<input type="checkbox"/> Cheque (no. _____) payable to "Hong Kong Institute of Certified Public Accountants" or "HKICPA" ⁽⁶⁾												
<input type="checkbox"/> VISA / MasterCard <input type="checkbox"/> BOC HKICPA UnionPay card												
Card Number:										Card Expiry Date (MM/YY):		
Cardholder's Name (block letters):					Cardholder's Signature:					Date:		
<input type="checkbox"/> I would like to have an official receipt. (Remarks: Official receipt will be sent to your email address provided above).												

- Notes:**
- Membership Status: **NP** = Non-Practising, **P** = Practising, **IA** = International Affiliate, **S** = Student, **HKIAAT** = HKIAAT Student or Member, **GAA** = GAA Passport holder, **HKIoD** = HKIoD member, **NM** = Non-Member.
 - Successful applicants will receive confirmation of registration by email at least 3 working days before the event. Unsuccessful applicants will also be notified around the same time. If you have not heard from the Institute regarding your registration 2 working days before the event and if you have other enquiries related to the programme, please make enquiry at 2287 7386 or 2287 7253.
 - NO ADMISSION TICKET will be issued. Please bring your HKICPA membership card or confirmation email for admission purpose.
 - All applications are on a first-come-first-served basis. Seats will be allocated at the Institute's discretion, with priority given to HKICPA members.
 - Application by fax will ONLY be accepted when payment is made by credit card. Cash is strictly not accepted. Please ensure all the particulars relating to payment are completed, otherwise the application cannot be processed. There is NO need to send in the enrolment form again if it has already been faxed to the Institute.
 - Cheque(s) should be made payable to "Hong Kong Institute of Certified Public Accountants". Please issue SEPARATE CHEQUE for each event.
 - NO REFUND/CANCELLATION will be entertained after the application is processed.
 - All scheduled events will be cancelled and postponed to a date to be announced in the event of typhoon signal no. 8 or above or if a Black Rainstorm warning is hoisted. For details of bad weather arrangement for CPD programmes, please refer to the Institute's homepage.
 - The Institute reserves the right to change the venue, date, speaker or to cancel the event due to unforeseen circumstances.
 - Your personal data collected from the enrolment process and administration of courses will be used for the purpose of the administration of the course on which you are enrolled and will be provided to HKIoD for the purpose of course administration. Such data collected may be accessible by the Institute's officers, persons or committees processing the application and related matters. In addition, the Institute may use the collected data for statistical research and analysis and, if applicable, for validation of CPD hours. The Institute intends to use the personal data of your name, email address and correspondence address to inform you, where relevant, of CPD activities, members' benefits, goods, services, facilities and events organized or provided by the Institute or other organizations. Members and registered students may opt out of receiving such materials at any time by logging in via the following link <https://www.hkicpa.org.hk/en/members-area/comm-preference/>. Non-members may opt out of receiving such materials at any time by sending an email to the Institute at privacyofficer@hkicpa.org.hk or a letter to the Institute's privacy officer. For more information about the privacy policy of the Institute, please go to <http://www.hkicpa.org.hk/en/service-tools/privacy-policy/>
 - No unauthorized audio or video recording is allowed at CPD events.

For payment by cheque, please fill-in your postal address for refund in case the event is full or cancelled.
 (Remarks: For payment by credit card, refund will be made directly to your credit card.)

Name:	Name:
Address:	Address: