

e-Series – New e-Learning Courses on Compliance and Corporate Finance

The Institute continues to launch e-Learning courses under the “e-Series” to address members’ professional development needs in the areas of compliance and corporate finance in Hong Kong. The courses were created by local subject experts with many years of solid professional lecturing experience. Persons who enrol the e-Series can take the courses anywhere, anytime at their own pace.

New e-Learning courses have now been added to further enrich members’ learning experiences.

e-Series – Corporate Finance		
Topic/ Programme code	CPD hours	Presenters
Fundamentals of Share Repurchase Scheme for Accountants (ESEREF01801) NEW	1	Mr. Duncan Tang Managing Director, iFinance (Asia) Limited
Understanding Banking Products for Accountants (ESEREF01701) NEW	1.5	
Unveiling the Financial Gimmicks of Listed Companies in HK – Share Swap and Rights Issue (ESEREF01201)	1.5	
Understanding Bilateral Credit Facility Letter (ESEREF01001)	1.5	
Rights Issue vs Open Offer (ESEREF00501)	1	
Fundamentals of Share Placement and Consideration Issue (ESEREF00601)	1	
Practical Application of Rights Issue (ESEREF00701)	1.5	
Practical Application of Share Placement and Consideration Issue (ESEREF00801)	1.5	Mr. Paul Kwong MSC., FCPA, CPA(AUST), FCCA
Building a Constructive Relationship with Your Banks (ESEREF01601)	1.5	
Pre-IPO Investment and Listing Rule Issues (ESEREF01401)	1.5	Mr. Mason Ching Founder, Mason Ching & Associates
Pre-IPO Preparation from Financial Aspect (ESEREF01301)	1	Mr. Tiger Wong Director, Greater China Paxwell Limited
IPO Assessment for Accountants from Non-Financial Aspect (ESEREF00901)	1	Ms. Wanda Suen Partner, Hastings & Co.



e-Series – Compliance		
Topic/ Programme code	CPD hours	Presenters
Understanding Connected Transactions In a Nutshell (ESEREF01501)	1.5	Mr. Mason Ching Founder, Mason Ching & Associates
Troubles! How to be Handled by Listed Companies (ESEREF01101)	1	Ms. Wanda Suen Partner, Hastings & Co.
Common Types of Fund Raising Activities (ESEREF00101)	1	
Major Continuing Obligations of Listed Companies (ESEREF00201)	1	
All About Directors - from Appointment to Removal (ESEREF00301)	1	
Practical Steps for Doing an Acquisition (ESEREF00401)	1.5	

Language Cantonese

Fee (for each)	<u>1 hour</u>	<u>1.5 hours</u>
HKICPA member/ student:	HK\$120	HK\$190
IA/ HKIAAT member/ student:	HK\$120	HK\$190
Non-member:	HK\$220	HK\$325





Competency* Corporate finance; Corporate governance

Rating* Foundation level

* Please refer to the [Institute's online CPD Learning Resource Centre](#) for descriptions of competency and rating.

About the e-Series

Corporate Finance

Topic/ Programme code	
Fundamentals of Share Repurchase Scheme for Accountants (ESEREF01801) This course introduces: <ul style="list-style-type: none"> • What is share repurchase? • Various types of share repurchase schemes in HK: <ul style="list-style-type: none"> - On-market share repurchase - Off-market share repurchase - Share repurchase by "general offer" • What are the true rationales behind share repurchase? • What are the rules and regulations governing various share repurchase schemes and their implications? 	 
Understanding Banking Products for Accountants (ESEREF01701) This course highlights: <ul style="list-style-type: none"> • Trade finance products • Corporate lending products • Treasury products • Cross border financing products 	 



About the e-Series

Topic/ Programme code

Unveiling the Financial Gimmicks of Listed Companies in HK – Share Swap and Rights Issue (ESEREF01201)

This course introduces:

- What is a share swap?
- What is a rights issue?
- What is/are the possible motive(s) behind the combined corporate actions?
- How to determine the share swap ratio and its consideration?
- How to determine the subscription price in the rights issue?



Understanding Bilateral Credit Facility Letter (ESEREF01001)

This course covers:

- Introduction of bilateral credit facility
- Credit appetite from banker's perspectives
- Review of major types of banking facilities offered to corporates
- Variables in setting terms and conditions for loan facilities
- Review of major covenants and collateral package acceptable to bank lenders



Rights Issue vs Open Offer (ESEREF00501)

This course covers:

- Key attribute of rights issue vs open offer
- Considerations for accepting or rejecting the rights issue or open offer proposal
- Implications of Listing Rules
- Rationale behind rights issue or open offer from the perspective of a listed company



Fundamentals of Share Placement and Consideration Issue (ESEREF00601)

This course highlights:

- The reasons why share placement and consideration issue are popular fund raising exercises in Hong Kong
- Different types of share placement techniques adopted by Hong Kong listed companies
- Implications of Listing Rules on share placement proposal
- Consideration of share placement and consideration issue in a merger and acquisition deal



Practical Application of Rights Issue (ESEREF00701)

This course provides insights of:

- The possibilities behind the 5 for 12 rights issue
- Financial impact of the rights issue
- Risks relating to the rights issue and new ordinary shares
- Investment considerations for existing or new shareholders



Practical Application of Share Placement and Consideration Issue (ESEREF00801)

This course enables the participants to understand:

- The nature of placees and its implications in Hong Kong listed company's placement proposal
- The post-placement corporate actions
- The reasons for companies choosing "considerations issue" in merger and acquisition transactions
- The pitfalls to be aware of in the past "consideration issue" deals





About the e-Series

Topic/ Programme code

Building a Constructive Relationship with Your Banks (ESEREF01601)

This course highlights:

- What make a constructive relationship with your banks so important?
- How to win relationship with banks?
- How to utilize banks' strengths and weaknesses?
- Illustration by examples



Pre-IPO Investment and Listing Rule Issues (ESEREF01401)

This course introduces:

- Form of pre-IPO investment
- Terms of investment
- Protective provisions
- Exit options
- Listing Rules and Hong Kong regulatory issues



Pre-IPO Preparation from Financial Aspect (ESEREF01301)

This course covers:

- Why IPO?
- Why in Hong Kong?
- Relevant rules and regulations
- Procedures and timeline
- Pre-IPO assessment



IPO Assessment for Accountants from Non-Financial Aspect (ESEREF00901)

This course highlights the following considerations:

- Satisfied ownership continuity?
- Satisfied management continuity?
- Any reliance on supplier/ customer issue?
- Any non-compliance?
- Any special circumstances e.g. litigation?





About the e-Series

Compliance

Topic/ Programme code

Understanding Connected Transactions In a Nutshell (ESEREF01501)

This course highlights:

- Definition of connected transactions under the Listing Rules
- Types of connected transactions
- Requirements for connected transactions
- Requirements for continuing connected transactions
- Exemptions from the connected transaction requirements



Troubles! How to be Handled by Listed Companies (ESEREF01101)

This course covers tips for handling:

- Press speculation
- Enquiries from regulators
- Complaints
- Internal unrest
- Hostile takeover



Common Types of Fund Raising Activities (ESEREF00101)

This course covers:

- Some common types of equity fund raising activities
- How to structure a fund raising exercise?
- Documentation requirements
- Compliance matters



Major Continuing Obligations of Listed Companies (ESEREF00201)

This course highlights:

- How to handle fluctuations of price and/ or trading volume of shares?
- Disclosures required under Listing Rules
- General mandate or specific mandate?
- Public float vs high concentration of shareholding



All About Directors – from Appointment to Removal (ESEREF00301)

This course enables the participants to understand:

- Appointment of directors
- Dealings of securities by directors
- Rewards for directors
- Cessation of directorship – resignation/ retirement/ removal



Practical Steps for Doing an Acquisition (ESEREF00401)

This course introduces:

- Typical flow of an acquisition
- Typical flow of a disposal
- Consideration – cash/ securities?
- Pitfalls to beware of





About the presenters

Mr. Mason Ching, Founder, Mason Ching & Associates

Mr. Ching founded his own law firm, Mason Ching & Associates in 2004. He is qualified to practise in Hong Kong and England & Wales and holds an LL.M degree with distinction in Technology and Investment Laws.

Mr. Ching has over 25 years of legal experience gained in international law firms including Baker & McKenzie handling listing of large-cap companies, spin-off listings by blue chip issuers, takeovers, cross-border mergers and acquisitions, venture investment and PRC direct investment.

Mr. Paul Kwong, MSC., FCPA, CPA(AUST), FCCA

Mr. Kwong is currently working in an energy and resources company, which invests in all key oil and gas businesses accessible to foreign investors in the PRC. Apart from taking full responsibilities for financial and accounting, cross-border taxation, and treasury functions, Mr. Kwong is also the key member of the top management committee of the group for developing business planning and strategy formulation, and had extensive experience in fund-raising and M&A activities.

Working with/in state-owned enterprises, privately-owned enterprises, MNC and domestic entrepreneurs over the last 20 years, Mr. Kwong's career has seen him develop skills through senior management roles, and audit and assurance roles from different corporate cultures.

Being a recipient of Dean's List Award, Mr. Kwong was educated in National University of Ireland, Dublin with a Master of Science in Finance.

Ms. Wanda Suen, Partner, Hastings & Co.

Ms. Suen is an experienced corporate finance lawyer. She was qualified as a solicitor in Hong Kong in 2001. She joined Hastings & Co. in 2003 and became a partner in 2011. Prior to joining Hastings & Co., Ms. Suen has worked in the Listing Division of the Hong Kong Stock Exchange from 2001 to 2003.

Ms. Suen focuses her practice on corporate finance, regulatory compliance and general commercial work. She has extensive experience in handling IPO, compliance matters and advising on shareholders' dispute.

Mr. Duncan Tang, Managing Director, iFinance (Asia) Limited

Mr. Tang has over 20 years of professional experience in corporate financing, credit and product risk analysis at various major US and European international banks, including Merrill Lynch, UBS, RBS and BNP Paribas. He is currently the Managing Director of iFinance (Asia) Limited and previously a Vice President-Finance of a mainboard-listed company in Hong Kong.

Mr. Tang also has ample training experience at various professional institutes, international banks and investment banks. He is also an author of an investment book published in Hong Kong.

Mr. Tiger Wong, Director, Greater China Paxwell Limited

Mr. Wong has over 15 years of experience in the corporate finance industry. He has held various positions, including chief financial officer, director and company secretary in different companies in Hong Kong, where he has experience in handling corporate finance transactions such as mergers and acquisitions, capital fund raising and restructuring.

Mr. Wong is the responsible officer for Greater China Paxwell Limited, a company providing corporate financial advisory services, where he is responsible for supervising type-6 regulated activities under the Securities and Futures Ordinance.

HONG KONG INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS CONTINUING PROFESSIONAL DEVELOPMENT

e-Series Subscription Form

Finance & Operations Department

Hong Kong Institute of CPAs,

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Fax : 2893 9853

Course Information Enquiry: 2287 7249
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No.	Course Code (e.g. ESEREF00101)	Course Title (e.g. Common Types of Fund Raising Activities)	Fee (HK\$)
1.			
2.			
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Payment Method (Please tick the appropriate box)

☐ Cheque (no. _____) payable to "Hong Kong Institute of Certified Public Accountants" or "HKICPA"

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