

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

Programme Code:
W141101 for Session 1
W141101A for Session 2
W141108 for Session 3
W141108A for Session 4

- Date & Time** **Session 1: Saturday, 1 November 2014 (10:00 a.m. – 1:00 p.m.)**
Session 2: Saturday, 1 November 2014 (2:00 p.m. – 5:00 p.m.)
Session 3: Saturday, 8 November 2014 (10:00 a.m. – 1:00 p.m.)
Session 4: Saturday, 8 November 2014 (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 can enroll in individual session. A certificate will be awarded to participants who have attended all sessions within 2 years.)
- Objectives** The programme aims to facilitate participants in understanding the roles and responsibilities of Independent Non-Executive Director (INEDs), including:
- Considerations in acceptance of appointment
 - Legal/regulatory updates
 - Skills in approaching corporate governance
 - Board strategies particularly from an independence perspective
- Accountants serving as INEDs need to exercise care, skill and due diligence in the board practices to look after the overall interests of the company as well as to ensure equality of treatment for all shareholders.
- Participants** • Those who are intending to serve as INEDs
• Those who already serving as INEDs and want to understand more about the best practices
• Those who wish to pursue a formal training course recognized by HKIoD as contributing towards credits for attaining the HKIoD Diploma and Professional Diploma in Company Direction
- Competency** Corporate governance
- Rating** Leadership Level (Please refer to the [Institute's online CPD Learning Resource Centre](#))
- CPD hours** 3 (for each session)

Jointly organized by the Hong Kong Institute of CPAs and The Hong Kong Institute of Directors (“HKIoD”) – a programme designed by HKIoD based on its definition of Core Competencies for Directors.

About the programme

Session 1 (W141101) – by Mr. Randy Hung
Saturday, 1 November 2014 (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 2 (W141101A) – by Mr. Albert Lam
Saturday, 1 November 2014 (2:00 p.m. – 5:00 p.m.)

Role of Company Directors – Legal and 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 boards
- Related legal issues and case analyses
- The regulatory system and overview of the Listing Rules
- Code on Corporate Governance Practices
- Disclosure – financial and others
- Continuing obligations
- Notifiable transactions
- Securities and Futures Ordinance
- Code of Takeovers and Mergers

Session 3 (W141108) – by Dr. Ronald Chung
Saturday, 8 November 2014 (10:00 a.m. – 1:00 p.m.)

Role of Company Directors – 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
- Cases discussion

Session 4 (W141108A) – by Mr. Edward Chow
Saturday, 8 November 2014 (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 discussion
- 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 consideration in acceptance of appointment



About the speaker

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.

Mr. Albert Lam, Partner, KEITH LAM LAU & CHAN

Mr. Lam's major areas of practice include corporate, commercial, regulatory and compliance matters. He is well experienced in advising and handling commercial transactions, loan documentation, share transfers, negotiation and implementation of commercial documentation; the granting of facilities and trade financing by banks and security documentation; corporate mergers and acquisitions and restructuring of companies; the listing of companies (mainly by way of initial public offerings), capital reorganization and fund-raising of companies (notably rights issue, placing, issue of convertible bonds); and matters relating to corporate finance and restructuring, investment and securities law, corporate governance and reorganization of various corporate entities including listed companies and banks. Mr. Lam also has extensive experience in advising banks, companies, licensed corporations and representatives and registered persons on corporate governance and compliance issues; and handling compliance work with respect to the relevant and applicable laws of Hong Kong.

Dr. Ronald Chung, Managing Partner, Equity Consulting Co.

Dr. Chung is an expert in strategy and finance. Dr. Chung served as Director of Research for Credit Research Foundation, USA. Among his various projects during his tenure, he worked on the strategic aspects of the deployment and implementation of FEDI between vendors and customers. Dr. Chung was a Senior Consultant for Treasury Management Association ('TMA', now Association for Financial Professionals) USA. His role at the TMA was to research best practices and design strategy based training programs for senior financial executives in financial institutions and corporations. Dr. Chung has worked for private corporations, government organization and top-rank universities. His consulting experiences include Fortune 500 clients and financial institutions.

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

Mr. Chow is 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.



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
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Course Information Enquiry:
2287 7386 / 2287 7253
e-mail: cpd@hkicpa.org.hk

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)

Cheque (no. _____) payable to "Hong Kong Institute of Certified Public Accountants" or "HKICPA" ⁽⁶⁾

VISA / MasterCard BOC HKICPA UnionPay card

Card Number:																					Card Expiry Date (MM/YY):						
Cardholder's Name (block letters):														Cardholder's Signature:										Date:			

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: