

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



Date & Time	Session 1: Saturday, 4 March 2017 (10:00 a.m. – 1:00 p.m.) Session 2: Saturday, 4 March 2017 (2:00 p.m. – 5:00 p.m.) Session 3: Saturday, 11 March 2017 (10:00 a.m. – 1:00 p.m.) Session 4: Saturday, 11 March 2017 (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)	<ul style="list-style-type: none"> • HK\$850 for HKICPA member or student; IA/ HKIAAT member or student; and HKIoD member • HK\$1,700 for non-member <i>(Participants may enroll for individual sessions. A certificate will be awarded to participants who have attended all sessions within 2 years.)</i>
Objectives	Understand the regulations and practices related to Independent Non-Executive Directors ("INEDs"), including: <ul style="list-style-type: none"> • The relevant considerations for accepting to be INEDs • The latest legal/ regulatory updates with impact on INEDs • The skills required of INEDs to enhance corporate governance for the company • The possible strategies suggested for INEDs to perform their roles effectively
Participants	<ul style="list-style-type: none"> • 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 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 the website of HKIoD)
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 (WSHP17030401) – by Mr. Seaman Kwok
Saturday, 4 March 2017 (10:00 a.m. – 1:00 p.m.)
Role of Company Director – 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

Session 2 (WSHP17030402) – by Mr. Albert Lam
Saturday, 4 March 2017 (2:00 p.m. – 5:00 p.m.)
Role of Company Director – Overview of 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 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 Buy-backs

Session 3 (WSHP17031101) – by Ms. Agnes K.Y. Tai
Saturday, 11 March 2017 (10:00 a.m. – 1:00 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 4 (WSHP17031102) – by Mr. Randy Hung
Saturday, 11 March 2017 (2:00 p.m. – 5:00 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



About the speakers

Mr. Kwok Siu Man (Seaman) FHKIoD, FCS, FCIS, FFA / FIPA, FHKA

Executive Director and Head, Corporate Secretarial of Boardroom Corporate Services (HK) Limited

Director of Boardroom Share Registrars (HK) Limited

Mr. Kwok has over 25 years of extensive legal, corporate secretarial and management experience gained from working as company secretary and other senior positions with a number of reputable companies overseas and in Hong Kong (including the Hang Seng Index Constituent and Hang Seng Mid-Cap 50 stock companies). Moreover, he was the managing director of a top-notch financial printer in Hong Kong with international affiliation and an independent non-executive director of a company listed on the Main Board of the SEHK. Further, he has been a director of a charity fund in Hong Kong since its incorporation in 1992.

Mr. Kwok is a fellow member of each of The Hong Kong Institute of Directors, The Institute of Chartered Secretaries and Administrators, the Institute of Financial Accountants in England, the Institute of Public Accountants in Australia, The Hong Kong Institute of Chartered Secretaries (HKICS), The Association of Hong Kong Accountants and a member of the Hong Kong Securities and Investment Institute. He was one of the adjudicators for the "Best Annual Reports Awards" organized by the Hong Kong Management Association in the early 1990's and the late 2000's. Further, he was nominated by the HKICS as a candidate for the Selection Committee of the first Chief Executive of the Hong Kong Special Administrative Region.

Mr. Albert Lam B.A. (Hons) (Hong Kong), M.B.A. (OCU, U.S.A.), LL.B. (Hons) (Hong Kong), LL.M. (ITL) (Hong Kong)

Partner, Keith Lam Lau & Chan

Mr. Lam has the following private/public service involvements / commendations:

- Chairman, Wan Chai West Area Committee (2014-2016)
- Vice-Chairman, Executive Committee of the Wan Chai Kai-Fong Welfare Association
- Honorary President, Wan Chai District Youth Programme Committee
- Chief Executive's Commendation for Community Service

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.



Hong Kong Institute of
Certified Public Accountants
香港會計師公會



香港董事學會
The Hong Kong Institute of Directors
FOUNDED 1997

About the speakers

Ms. Agnes K.Y. Tai FHKIoD

Director of Great Glory Investment Corporation

Ms. Tai is currently a director of Great Glory Investment Corporation, an advisor of a Hong Kong single family office and a consultant of Asian Charity Services. She provides strategy, governance, risk management and sustainability guidance to portfolio companies. She serves on the Training Committee of the HKIoD and the Board of KELY Support Group as Vice Chairman, and on advisory boards of Shao Ming Lo Foundation, Habitat for Humanity Hong Kong, Fred Hollows Foundation and Feed The Hungry Hong Kong.

She was the Project Advisor of Booz & Co. in Greater China, CRO-designate of Shanghai AJ Trust Co., Founding Director of Peregrine Asset Management (Hong Kong) Limited, Head of Risk Management of Westpac Banking Corporation, and held senior positions in Citicorp, Bank of America and Mingly Corporation. She was a holder of Type 4 and Type 9 licenses issued by the Hong Kong Securities and Futures Commission. She took a sabbatical from Great Glory Strategies Ltd to be Chief Executive Officer of Habitat for Humanity Hong Kong Limited and Executive Director of Bai Xian Asia Institute.

Ms. Tai is a Global Association of Risk Professionals (GARP) certified Financial Risk Manager (FRM), a Chartered Alternative Investment Analyst (CAIA) and a Palladium Group (Professor Kaplan and Professor Norton) Balanced Scorecard certified practitioner. She is a fellow member of the HKIoD, a committee member of GARP Hong Kong Chapter, a member of Asia Society and Hong Kong Association of Christian Accountants (HKACA).

She has an MBA from the University of Chicago - Booth School of Business in USA, a BSc (Honors) from Roosevelt University in USA, and is a graduate of the Stanford University Senior Executive Leadership Program as well as the 2011 Stanford Directors' College. She has authored a book on investing in H-shares.

Mr. Randy Hung MBA, FCPA, FHKIoD

Executive Director and CFO, China Fiber Optic Network System Group Ltd.

Mr. Hung has more than 20 years of experience as directors, CFOs and company secretaries of various private and listed companies in Hong Kong. He is currently serving as Executive Director and CFO of China Fiber Optic Network System Group Ltd. Mr. Hung is also an independent non-executive director of China Shineway Pharmaceutical Group Limited, Zhongyu Gas Holdings Limited and IPE Group Limited. He is currently serving as Council member and the Chairman of Training Committee of The Hong Kong Institute of Directors, and the Vice Chairman of Hong Kong Investor Relations Association.

Mr. Hung is a Fellow of the Hong Kong Institute of Certified Public Accountants and a licensed Certified Public Accountant of the State of California, USA. He holds an MBA degree from University of London and a Bachelor degree in Accounting and a Certificate of Programming and Data Processing from the University of Southern California.



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Independent Non-Executive Directors Practices for Accountants (re-run)

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

Payment & Enrolment Status Enquiry: 2287 7381
e-mail: finance@hkicpa.org.hk
Fax : 2893 9853

Course Information Enquiry:
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Deadline: 7 working days before the date of the programme

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	No.	Status (1)					
1							
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Contact information is used solely for communication of this particular event, without update to your member profile.

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 ☐

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- Notes:**
- Membership Status: **NP** = Non-Practising, **P** = Practising, **IA** = International Affiliate, **S** = Student, **HKIAAT** = HKIAAT Student or Member, **GAA** = GAA Passport holder, **NM** = Non-Member.
 - Confirmation of enrolment will be sent to you via email. You can check your enrolment status at "MyCPA" at www.hkicpa.org.hk. Unsuccessful enrolment will be notified with full refund.
 - 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.
 - 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.
 - For credit card payment, the card should be valid with expiry date at least 1 month from the date of event.
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 - The Institute reserves the right to change the venue, date, speaker or to cancel the event due to unforeseen circumstances.
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