

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



Date & Time	Session 1: Saturday, 4 November 2017 (10:00 a.m. – 1:00 p.m.) Session 2: Saturday, 4 November 2017 (2:00 p.m. – 5:00 p.m.) Session 3: Saturday, 11 November 2017 (10:00 a.m. – 1:00 p.m.) Session 4: Saturday, 11 November 2017 (2:00 p.m. – 5:00 p.m.)
Venue	Hong Kong Institute of CPAs 27/F, Wu Chung House, 213 Queen's Road East, Wanchai, 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 enrol 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 <i>(For more details, please refer to the website of HKIoD)</i>
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 (WSHP17110403) – by Ms. Agnes K.Y. Tai
Saturday, 4 November 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 (WSHP17110404) – by Mr. Randy Hung
Saturday, 4 November 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

Session 3 (WSHP17111101) – by Dr. Davy Wu
Saturday, 11 November 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 (WSHP17111102) – by Mr. Albert Lam
Saturday, 11 November 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



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

Director, Monitronix Limited

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 a Director of Monitronix Limited and an Independent Non-executive Director of China Shineway Pharmaceutical Group Limited, Zhongyu Gas Holdings Limited and IPE Group Limited. He is also a 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.



About the speakers

Dr. Davy Wu MHKIoD

Senior Lecturer, Department of Accountancy and Law, Hong Kong Baptist University

Dr. Davy Wu is a senior lecturer of the Department of Accountancy and Law at the Hong Kong Baptist University. He served Convoy Financial Holdings Limited as an Independent Non-Executive Director from March 2010 to June 2015.

He is a co-author of the Guide to Corporate Governance for Subvented Organisations (the second edition published by the Hong Kong Government in June 2015) and also Volume 29 of the Halsbury's Laws of Hong Kong, the focus of which is the Securities and Futures Ordinance (the second edition published in January 2015).

Dr. Wu was appointed by the Financial Services and Treasury Bureau of the Hong Kong Government to advisory groups on Rewrite of the Companies Ordinance and Modernisation of Corporate Insolvency Law.

He is also a joint director of Professional Diploma in Insolvency for the Hong Kong Institute of Certified Public Accountants.

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.



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
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Deadline: 7 working days before the date of the programme

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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:**
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 - 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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 - 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.
 - No unauthorized audio or video recording is allowed at CPD events.

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