

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

Date & Time	Session 1: Monday, 4 March 2019 (6:30 p.m. – 9:30 p.m.) Session 2: Thursday, 7 March 2019 (6:30 p.m. – 9:30 p.m.) Session 3: Friday, 15 March 2019 (6:30 p.m. – 9:30 p.m.) Session 4: Wednesday, 20 March 2019 (6:30 p.m. – 9:30 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 enroll for individual sessions. A certificate will be awarded to participants who have attended all sessions within 2 years.)</i>
Objectives	<p>Understand the regulations and practices related to Independent Non-Executive Directors (INEDs), including:</p> <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 (WSHP19030401) – by Mr. Seaman Kwok

Monday, 4 March 2019 (6:30 p.m. – 9:30 p.m.)

Role of a 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 (WSHP19030701) – by Mr. Albert Lam

Thursday, 7 March 2019 (6:30 p.m. – 9:30 p.m.)

Role of a 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 (WSHP19031501) – by Mr. Randy Hung

Friday, 15 March 2019 (6:30 p.m. – 9:30 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 (WSHP19032001) – by Mr. Anthony Cheung

Wednesday, 20 March 2019 (6:30 p.m. – 9:30 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



About the speakers

Mr. Seaman Kwok FHKIoD, FCS, FCIS, FFA / FIPA, FHKA

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

Mr. Kwok has over 25 years' 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 Stock Exchange of Hong Kong. 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 The Hong Kong Institute of Directors, The Institute of Chartered Secretaries and Administrators and The Institute of Financial Accountants in England, the Institute of Public Accountants in Australia, The Hong Kong Institute of Chartered Secretaries, 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" organised 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, GUANTAO & CHOW Solicitors & Notaries

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

- Vice-Chairman, Executive Committee of the Wan Chai Kai-Fong Welfare Association
- Permanent Honorary President, Wanchai Sports Federation Limited
- Honorary President, The 17th Wan Chai District Junior Police Call Honorary President Council
- Honorary President, Wan Chai District Charitable Care for the Elderly Association
- Vice Chairman, Friends of the Community Chest Wan Chai District 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.



About the speakers

Mr. Randy Hung

HKIoD Training Committee Chairman

Mr. Hung is a Fellow of Hong Kong Institute of Certified Public Accountants and a licensed Certified Public Accountant of the State of California, USA. He has more than 20 years of experience as CFO, Executive Director and Independent Non-executive Director of various listed companies in Hong Kong. Currently, Mr. Hung is the Director of Investor Relation of China Shineway Pharmaceutical Group (stock code: 2877). 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 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. He also obtained a certificate in China Accounting, Finance, Taxation and Law from the Chinese University of Hong Kong, a Specialist Certificate in Corporate Finance from the Hong Kong Securities and Investment Institute, and a Certificate in Investor Relations from the UK Investor Relations Society. Mr. Hung has extensive experience in IPO, corporate finance and investor relation.

Mr. Anthony Cheung FRSA CESGA HKIoD.GD

Managing Director, Hamon Asset Management

Mr. Cheung oversees the ESG and Sustainable Investing, Absolute Return and Alternative strategies across Hamon and Blackfriars Group. He is registered under the HK regulator as Responsible Officer for Asset Management (Type 9). Prior to Hamon, Mr. Cheung served as Executive Director and Portfolio Manager at BNP Paribas in Hong Kong and as Senior Portfolio Manager at Pictet Asset Management in London. Before Pictet, he worked at Gartmore Investment Management as an Investment Manager in the Global Emerging Markets team.

Mr. Cheung is an Independent Non-Executive Director of the IPE Group (listed on the main board of SEHK: 929.HK) and serves in the Audit, Nomination and Remuneration Committee. He advises boards and corporates on how corporate actions enhance shareholders' value.

Mr. Cheung serves as the Deputy Chairman of Training Committee at Hong Kong Institute of Directors. He is an active participant in corporate governance, shareholders engagement and investment stewardship and as such regularly speaks on the importance of these issues for company performance and investment decisions. He represents Hamon to support the United Nations PRI (Principles of Responsible Investment) and Fiduciary Duty in the 21st Century.

Mr. Cheung is the first institutional investor in the Asia Pacific region to be awarded the Certified European ESG Analyst designation. He was awarded Topgun Investment Minds of Asia 2012 and 2013, the only Asian fund manager based in Europe who received the award. Mr. Cheung holds a BSc (Hons) in Economics from the London School of Economics & Political Science and the Investment Management Certificate. He completed the Prince of Wales' Business Sustainability Programme at the University of Cambridge Institute for Sustainability Leadership.

Mr. Cheung is a Fellow of the Royal Society of Arts. He advises several NGO boards on board governance best practice. He also serves in the Chartered Institute for Securities and Investment Regional Advisory Council (Asia) as the China Representative.



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1							

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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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