

## Company Secretary Series

(June to August 2019)

The work of a company secretary is found in all companies. When working in a corporate environment, the company secretary is expected to not only performing administrative duties, but also ensuring compliance with legal and regulatory requirements and advising directors on good corporate governance.

With the increasing complexity of law and regulations and the fast-changing business environment, the requirements to company secretaries are becoming more demanding. This new Company Secretary Series covers a range of up-to-date knowledge and information with an aim to assist you in keeping track of the roles and responsibilities of company secretaries and equip you with the competency to perform the demanding tasks.

Topic/ Programme code	Date and time	Language	Rating*	Speakers
Overview of the Companies Ordinance (Cap. 622) and Some of the Pitfalls (Session 1) (SCPD19062501)	Tuesday, 25 June 2019 7:00 p.m. – 8:30 p.m.	English	Intermediate	<b>Ms. Belinda Wong</b> Director of Leader Corporate Services Limited; Author of "Hong Kong Company Secretary Checklist" and "Hong Kong Company Secretary's Practice Manual"
Overview of the Companies Ordinance (Cap. 622) and Some of the Pitfalls (Session 2) (SCPD19071001)	Wednesday, 10 July 2019 7:00 p.m. – 8:30 p.m.	English	Intermediate	
Directors' and Officers' Duties in Various Situations (SCPD19080601)	Tuesday, 6 August 2019 7:00 p.m. – 8:30 p.m.	Cantonese	Intermediate	<b>Mr. Ricky Ho</b> CPA, FCCA, CIA, CISA, CTA(HK), Director – Risk Advisory Services, AVISTA Group
Risk Management and Crisis Management (SCPD19082201)	Thursday, 22 August 2019 7:00 p.m. – 8:30 p.m.	Cantonese	Foundation	<b>Mr. Vincent Pang</b> CFA, FCPA (HK), FCPA (Aus.), MRICS, Managing Director, AVISTA Group  <b>Mr. Ricky Ho</b> CPA, FCCA, CIA, CISA, CTA(HK), Director – Risk Advisory Services, AVISTA Group



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Venue	Hong Kong Institute of CPAs, 27/F., Wu Chung House, 213 Queen's Road East, Wanchai, Hong Kong		
Format	Seminar		
Fee (for each)	HKICPA member or student:	HK\$150	
	IA/ HKIAAT member or student:	HK\$150	
	Non-member:	HK\$330	
Participants	Company secretaries; Directors; Financial controllers; Accountants and persons who are interested in understanding the Companies Ordinance and its pitfalls		
Competency*	Corporate governance; Risk management; Auditing and assurance; Taxation		
CPD hours (for each)	1.5		

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



## About the programme

### Overview of the Companies Ordinance (Cap. 622) and Some of the Pitfalls (Session 1) (SCPD19062501) (Session 2) (SCPD19071001)

The new Companies Ordinance (Cap. 622) came into effect in March 2014, and the new amendments, notably significant controllers register and licensing of the trust or company service providers, were also introduced. However, there are pitfalls in both the Ordinance and the amendments which may not be obvious to avoid. In the seminars, the speaker will discuss what the pitfalls are and how to minimize the risks of the pitfalls.

#### Session 1

Topics include:

- Incorporation
- Types of companies, including dormant companies
- Charity or social enterprise
- Conversion of one type of company to another
- Share and transfer of share
- The role of officers: Company secretary, director, alternate director, manager

After joining this seminar, participants will gain knowledge about how to minimise the risks of pitfalls relating to:

- The Model Articles on share
- The particulars of company limited by guarantee
- The definition of social enterprise
- The requirements to be appointed as company secretary
- Declaration of interest by directors of specific types of companies

#### Session 2

Topics include:

- The meetings and votes counting
- Repurchase of shares
- The amalgamation
- Financial assistance
- Accounts and audit
- The change of auditors
- Distribution of profits
- De-registration and striking off
- Statutory registers, including significant controllers register
- Licensing of the trust or company service providers (TCSP)
- Pitfalls of certain specified forms

After joining this seminar, participants will gain knowledge about how to minimise the risks of pitfalls relating to:

- Votes casting and counting
- The vote counting systems
- Solvency statement
- Initiating "reporting exemption" general meeting by shareholders
- The requirements to be shareholders
- Particulars of TCSP licensee and company secretary
- De-registration and striking-off
- The form NN14 and section 759 of the Companies Ordinance (Cap. 622)



#### **Directors' and Officers' Duties in Various Situations (SCPD19080601)**

In recent years, regulators have been raising concerns over the different aspects of corporate governance of listed companies. Since directors and officers are always playing key roles in corporate governance, their obligations and how to discharge them have been widely concerned. In this seminar, speaker will elaborate how directors and officers fulfill their responsibilities under various situations and restrictions like the recent code provision on risk management and internal control requirements, mergers and acquisitions, inside information disclosure, and the recent development in corporate governance.

After joining this seminar, participants will gain knowledge about:

- Setting scopes for risk management and internal control review
- The roles and duties of directors and officers in merger and acquisition transactions
- Making timely disclosure of inside information
- Major changes of Corporate Governance Code proposed in the Consultation Conclusions on Review of the Corporate Governance Code and Related Listing Rules

#### **Risk Management and Crisis Management (SCPD19082201)**

Many corporations suffer significant and unexpected loss when a crisis occurs due to ineffective crisis management. As preventive measures, corporations can identify potential crisis and minimize the loss with appropriate risk management strategies. In addition, comprehensive crisis management strategies can strengthen the confidence of investors and stakeholders, which is essential for corporate sustainability in the long run.

After joining this seminar, participants will understand:

- What does a crisis mean to an enterprise
- The importance of risk management and crisis prevention
- The preparation for typical crisis
- Methods to handle crisis
- Why Corporate Social Responsibility (CSR) is important in crisis management and how to integrate CSR strategy into crisis management system



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## About the speakers

**Ms. Belinda Wong**, Director of Leader Corporate Services Limited; Author of *"Hong Kong Company Secretary Checklist"* and *"Hong Kong Company Secretary's Practice Manual"*

Ms. Wong has over 30 years of experiences in the company secretarial field. She worked in Big 4 and international law firms before setting up her own company. She is experienced in handling secretarial works of all types of companies, including listed, private, off-shore, charity etc., and advising clients on corporate governance.

**Mr. Ricky Ho**, CPA, FCCA, CIA, CISA, CTA(HK), Director – Risk Advisory Services, AVISTA Group

Mr. Ho has extensive experience in accounting, auditing, taxation, corporate finance and internal control. Before joining AVISTA, he had worked in Cheung Kong (Holdings) Limited and two of the Big 4 accounting firms in Hong Kong for a number of years.

Mr. Ho has been invited by the Hong Kong Institute of Chartered Secretaries, ET Business College, BMI Professional Training Centre Limited and various listed companies to be a guest speaker of their lectures and training sessions to share his valuable experiences in listing, risk management, internal control and the environment, social and governance reporting.

**Mr. Vincent Pang**, CFA, FCPA (HK), FCPA (Aus.), MRICS, Managing Director, AVISTA Group

Mr. Pang has advised clients in a range of industries, including financial service, energy, IT and technology, pharmaceutical, etc. He also leads AVISTA's works on business consulting, corporate investment, M&A advisory and many kinds of valuation of which he has more than 20 years of experience.

Before joining AVISTA, Mr. Pang served as an Associate Director at PricewaterhouseCoopers and was in charge of the valuation division in Beijing. He has participated in numerous mega size M&A deals and IPO cases in the US, China and Hong Kong for multinational corporations and Chinese state-owned enterprises. Previously, Mr. Pang worked in a reputable international appraisal firm where he worked on a number of valuation projects in China, Hong Kong, Taiwan, Thailand, Singapore, Australia and US.



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### **Deadline: 7 working days before the date of the programme**

\*The Institute reserves the right to allocate places to enable the enjoyment of more members in this event and the Institute's decision is final.

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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.
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  - 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.
  - Please issue SEPARATE CHEQUE for each event.
  - In normal circumstances, the event fee is non-refundable or non-transferrable upon receipt of payment by HKICPA. Should the event be cancelled or postponed due to unforeseeable circumstances, refund will be made according to your payment method. For credit card payment, refund will be made directly to your credit card account. For cheque payment, refund will be mailed to your correspondence address.
  - 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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