



Company Secretary Series (September to October 2021)

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 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 Company Secretary Series covers a range of up-to-date knowledge and information 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	Rating*	Speakers
Companies: From Birth to Perpetuity under the Companies Ordinance (Cap 622) (WSHP21090901)	Thursday, 9 September 2021 7:00 p.m. – 10:00 p.m.	Intermediate	Ms. Belinda Wong Founder and Director, Leader Corporate Services Limited
Meetings for Companies Incorporated in Hong Kong and Virtual Meetings for Board and Members (WSHP21091601)	Thursday, 16 September 2021 7:00 p.m. – 10:00 p.m.	Intermediate to advanced	Sir Seaman Kwok KR Director, SK2 Corporate Services (HK) Limited; Independent Non-Executive Director, Tak Lee Machinery Holdings Limited
Companies: Changes in Share Capital and Death under the Companies Ordinance (Cap 622) (WSHP21092701)	Monday, 27 September 2021 7:00 p.m. – 10:00 p.m.	Intermediate	Ms. Belinda Wong Founder and Director, Leader Corporate Services Limited
Duties and Responsibilities of Directors (Including INEDs) and Board Evaluation (WSHP21100401)	Monday, 4 October 2021 7:00 p.m. – 10:00 p.m.	Intermediate	Sir Seaman Kwok KR Director, SK2 Corporate Services (HK) Limited; Independent Non-Executive Director, Tak Lee Machinery Holdings Limited



Venue	Hong Kong Institute of CPAs 27/F., Wu Chung House, 213 Queen's Road East, Wanchai, Hong Kong
Format	Workshop
Language	Cantonese
Fee (for each session)	HKICPA member or student or IA: HK\$750 (Online enrolment: HK\$740) Non-member: HK\$1,500
Participants	Directors; General committees; Council members; Chief executive officers; Chief financial officers; Financial controllers; Company secretaries; Legal administrators; Executives who are in-charged with corporate governance and company secretarial matters
Competency*	Corporate governance
Sub-competency*	Compliance with legal and regulatory requirements and corporate governance best practices; Establishing good corporate governance practices and procedures
CPD hours (for each session)	3.0

* Please refer to the [competencies and ratings for CPD events](#).

About the programme

Companies: From Birth to Perpetuity under the Companies Ordinance (Cap 622) (WSHP21090901)

The workshop aims to highlight how to set up and conduct business in accordance with the statutory requirements of the Companies Ordinance (Cap 622) and provide participants with clear ideas on what have to be done to maintain the companies in good order without infringing the law. The workshop covers the company secretarial practice of the following matters:

- Two types of incorporation
- Corporate structure relating to director, shareholders, and company secretaries
- How to go about doing business
- How to change shareholders, directors, company secretaries, and registered office addresses
- Change of company names and establishing branch offices
- Audited financial statements and role of auditors in the proper management of companies



Meetings for Companies Incorporated in Hong Kong and Virtual Meetings for Board and Members (WSHP21091601)

Meeting is the predominant communication channel for directors and members of a company to consider and approve matters affecting the operation and business. A meeting, whether physical or virtual, must be properly convened, constituted and held, and be well-structured to avoid unnecessary complexity.

Before the outbreak of COVID-19 pandemic, physical, or face-to-face meeting is the most common format of meetings. In the time of the pandemic, a hybrid of physical and virtual meetings has become more prevalent. However, preparation is the key to the success of physical, virtual or difficult meetings. The organizer and in particular the chairperson of such meetings should be equipped with techniques to run proper, valid and orderly meetings. In this workshop, the speaker will walk the participants through the details of holding meetings for different purposes.

Topics include:

- Types of companies incorporated in Hong Kong, types of meetings of companies and definition of meetings
- Rules and regulations governing board and members' meetings, including those of listed companies
- Chairman's power in managing meetings
- Written resolutions of directors and members
- Formats of meetings of directors and members primarily held before and during COVID-19
- Amendments to the Laws of Hong Kong and elsewhere affecting the holding of the above meetings
- Validity and enforceability as well as benefits and major challenges of virtual meetings
- Precautionary measures for physical meetings in face of COVID-19 pandemic
- Management of difficult meetings

After joining this workshop, participants will:

- Know more about the requisites of valid meetings, the methods of passing resolutions in such meetings and the routine and non-routine businesses dealt with in annual general meetings
- Understand the benefits and major challenges of virtual meetings as well as the matters that must be taken into consideration for convening and holding a proper and valid virtual meeting in compliance with the statutory and regulatory requirements
- Be able to take adequate preventive measures to convene and hold a physical meeting in the wake of COVID-19 pandemic if a virtual meeting cannot take place for the time being
- Know how to equip the chairman and the organizer of a virtual meeting with techniques to run an orderly virtual meeting
- Learn that written resolutions of directors or members will be the last resort if no physical or virtual meetings can be held

Companies: Changes in Share Capital and Death under the Companies Ordinance (Cap 622) (WSHP21092701)

The workshop aims to give a comprehensive view of the statutory provisions and compliance requirements on how to change the share capital and how to end the life of companies incorporated in Hong Kong. The workshop focuses on the legal requirements and procedures of the following matters:

- Increase in share capital
- Change in the denomination of share capital
- Repurchase of shares out of profits or capital
- De-registration
- Striking-off



Duties and Responsibilities of Directors (Including INEDs) and Board Evaluation (WSHP21100401)

Directors are the agents of a company. Having legitimate rights and powers, directors owe fiduciary duties to the company and its members and are subject to onerous liabilities if they are in breach of their duties.

Meanwhile, the board of directors, or the board, is collectively responsible for the day-to-day management, operations, leadership and control of the company. An effective board and a functioning governance structure are crucial to safeguard a company's business and provide a foundation for sustainable success. Assessment of the board's performance should be conducted on a regular basis so as to ensure smooth decision-making at top-level management. This workshop focuses on the duties and responsibilities of directors on the board.

Topics include:

- Directors' duties and responsibilities under:
 - The Companies Ordinance
 - The Listing Rules (including the Corporate Governance Code and the Model Code for Securities Transactions by Directors of Listed Issuers)
 - The Securities and Futures Ordinance
 - The Code of Takeovers and Mergers
 - The Code of Share Buy-backs
 - The Guidance Notes and Statements of the Securities and Futures Commission in Hong Kong
 - The Articles of Association
 - The case law, common law and other statute laws
 - The documents signed by the directors
 - The Companies (Winding up and Miscellaneous Provisions) Ordinance
- Consequences of breach of the Companies Ordinance and the Listing Rules
- Evaluation of directors' performance
- Directors' challenges

After joining this workshop, participants will:

- Understand the duties and responsibilities of directors of a listed company under various laws, rules, regulations and codes
- Be able to help make an informed decision as to accept or decline the appointment of a director of a listed company by ascertaining the risks and burden of being so appointed
- Enrich or refresh knowledge so as to discharge the duties and responsibilities of a director of a listed company more effectively, thereby avoiding breached of relevant laws, regulations, rules and codes
- Enhance good corporate governance practices within the listed company by the contribution of the board



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About the speakers

Ms. Belinda Wong, Founder and Director, Leader Corporate Services Limited

Ms. Wong is the author of *Hong Kong Company Secretary's Practice Manual* and *Hong Kong Company Secretary Checklist*. She set up Leader Corporate Services Limited which specializes in company formation and corporate compliance. Ms. Wong manages the Startup China Club in Hong Kong which is part of the International Startup Club and she is an active member of the Hong Kong General Chamber of Commerce and the Chinese Manufacturers Association of Hong Kong.

Ms. Wong is the member of The Hong Kong Chartered Governance Institute, The Hong Kong Institute of Directors and Hong Kong Securities and Investment Institute. She holds a master's degree in business administration from the University of Strathclyde, UK and a bachelor's degree in social sciences from The Chinese University of Hong Kong.

Sir Seaman Kwok KR, Director, SK2 Corporate Services (HK) Limited; Independent Non-Executive Director, Tak Lee Machinery Holdings Limited

Sir Seaman Kwok is a Chartered Secretary, Chartered Governance Professional, professional accountant and certified tax adviser as well as a fellow member of The Hong Kong Institute of Directors. He holds a bachelor's degree in arts and a post-graduate diploma in laws and has passed the Common Professional (Laws) Examinations of England and Wales.

Sir Seaman Kwok has over 30 years of experience in corporate governance, company secretarial, regulatory compliance, share registration and management. He was previously the executive director and head of corporate secretarial at professional corporate services providers. He also worked for conglomerates in Hong Kong, including Hang Seng Index Constituent (HSIC) and Hang Seng Mid-Cap 50 stock companies, as director, company secretary and other senior executives. Furthermore, he was the managing director at financial printers with international affiliation.

Sir Seaman Kwok was the chief examiner as well as the youngest and longest-serving elected council member of The Hong Kong Chartered Governance Institute. He was named in the "International WHO'S WHO of Professionals" and was conferred as a Knight of Rizal of the Philippines. In addition, he was the youngest company secretary of the HSIC stock companies and was recognized as the "King of the Outsourced Company Secretary of Listed Companies in Hong Kong".

Further, he is a popular speaker of professional bodies, universities and institutes of vocational education and has co-authored a number of books on corporate governance.



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*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, **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.
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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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