

Professional Development

Seminars: June 2015

9 June Emotional health of leaders



Chair: Susie Cheung FCIS FCS(PE), Institute Membership Committee Chairman, and General Counsel and Company Secretary, The Hong Kong Mortgage Corporation Ltd

Speaker: Jacquelin Cheung, Senior Consultant, Insight Unlimited

17 June International integrated reporting framework/ESG reporting guide – sharing from CLP



Chair: Ernest Lee FCIS FCS, Institute Professional Development Committee Member, and Partner, Assurance, Professional Practice, Ernst & Young

Speaker: April Chan FCIS FCS(PE), Institute Past President, and Company Secretary, CLP Holdings Ltd

22 June Disclosure of inside information and regulatory investigations involving listed companies



Chair: Susie Cheung FCIS FCS(PE), Institute Membership Committee Chairman, and General Counsel and Company Secretary, The Hong Kong Mortgage Corporation Ltd

Speakers: Olivia Wong, Counsel, and Viola Jing, Associate, Cadwalader's Corporate Group

25 June The Competition Ordinance of Hong Kong (Cap 619)



Chair: Mohan Datwani FCIS FCS(PE), Institute Senior Director and Head of Technical & Research

Speakers: Richard Leung FCIS FCS(PE), Institute Past President, and Barrister-at-Law, Des Voeux Chambers, and Kelvin Kwok, Pupil Barrister and Assistant Professor, University of Hong Kong

26 June The duty of confidentiality for registered agents of BVI companies – the changing regulatory landscape in a world of tax information exchange



Chair: Grace Wong FCIS FCS(PE), Institute Professional Development Committee Member, and Company Secretary and Deputy General Manager, Investor Relations Department, China Mobile Ltd

Speakers: Colin Riegels, Partner, Global Head of Banking and Finance – Hong Kong, and Ellie Crespi-McCarthy, Senior Associate, Corporate Finance Practice – Hong Kong, Harney Westwood & Riegels

ECPD

Forthcoming seminars

Date	Time	Topic	ECPD points
18 Aug 2015	6.45pm – 8.45pm	The listing rules – recent reforms (connected transactions and risk management)	2
21 Aug 2015	4.00pm – 5.30pm	Governance and risk management – the MTR way	1.5
25 Aug 2015	6.45pm – 8.45pm	Five completely ignored differences between Hong Kong and PRC company law	2
27 Aug 2015	6.45pm – 8.45pm	Practical guide on ESG report preparation in accordance with the HKEx guide	2
11 Sept 2015	12.00 noon – 1.30pm (light lunch will be provided)	Duty free? Think again. Directors' duties in BVI and Cayman	1.5

For details of forthcoming seminars, please visit the ECPD section of the Institute's website: www.hkics.org.hk.

MCPD requirements

Members are reminded to observe the MCPD deadlines set out below.

CPD year	Members who qualified between	MCPD or ECPD points required	Point accumulation deadline	Declaration deadline
2014/2015	1 January 2000 – 31 July 2014	15 (at least 3 ECPD points)	31 July 2015	15 August 2015
2015/2016	1 January 1995 – 31 July 2015	15 (at least 3 ECPD points)	31 July 2016	15 August 2016

MCPD requirement to extend to graduates

Effective from 1 August 2015, all graduates are required to comply with the Institute's MCPD requirements.

Advocacy

HKICS attends Hang Seng Management College Advisory Committee

Institute Chief Executive Samantha Suen FCIS FCS(PE) attended the first advisory committee meeting of Hang Seng Management College (HSMC) as its chair on 15 June 2015. Also attending were Frances Chan FCIS FCS, Director, Corporate Secretarial Services, TMF Group; Susan Lo FCIS FCS(PE), Executive Director, Tricor Services Ltd; Kevin Lau, Independent Non-Executive Director, Comba Telecom Systems Holdings Ltd; Dr Brossa Wong, Associate Dean, School of Business BBA-CG Programme Director; and representatives from HSMC.



Advocacy (continued)

HKICS president makes official visit to Beijing

On 16 July 2015, a delegation led by HKICS President Dr Maurice Ngai FCIS FCS(PE) visited the Ministry of Finance (MoF), China Securities Regulatory Commission (CSRC) and China Association for Public Companies (CAPCO) in Beijing. Other delegates were Institute Vice-President Dr Gao Wei FCIS FCS(PE), Vice-President Ivan Tam FCIS FCS, Treasurer Bernard Wu FCIS FCS, Council member Dr Eva Chan FCIS FCS(PE), Chief Executive Samantha Suen FCIS FCS(PE) and Chief Representative of the Beijing Representative Office Kenneth Jiang FCIS FCS(PE).

The delegation visited CSRC Vice-President Liu Xinhua and other officials. The HKICS delegates gave an update on the Institute's latest developments in Mainland China, Hong Kong and internationally. The two parties exchanged views on recent reforms of the Mainland capital markets and the professionalisation of the board secretarial role in the Mainland. At the meeting with the Deputy Director-General of the Accounting Department of MoF, Ouyang Zongshu, and other officials, HKICS delegates discussed and shared views on the practice and regulation of internal control and risk management in Hong Kong and the Mainland.

The HKICS delegates also visited CAPCO where they had a meeting with Executive Vice-President Yao Feng and other officials. The two parties agreed to strengthen and consolidate mutual collaboration in the areas of corporate governance research, training, professional knowledge and resource sharing, and signed a memorandum of understanding (details are provided opposite).

The visit concluded with a dinner gathering attended by 32 board secretaries and officials from CAPCO, the Beijing Representative Office of Hong Kong Exchanges and Clearing Ltd, the Insurance Association of China, MoF and the State-owned Assets Supervision and Administration Commission.

The Institute would like to thank the officials from MoF, CSRC and CAPCO for sharing their valuable views with the HKICS delegates during the visit, as well as the officials and board secretaries who attended the dinner gathering.



A delegation led by Dr Maurice Ngai visited CSRC Vice-President Liu Xinhua (right) and other officials



MoF officials and HKICS delegates

HKICS signs MoU with China Association for Public Companies

The Institute and the China Association for Public Companies (CAPCO) signed a Memorandum of Understanding (MoU) in Beijing on 16 July 2015. Institute President Dr Maurice Ngai FCIS FCS(PE) and CAPCO Executive Vice-President Yao Feng attended the signing ceremony. The signing was witnessed by HKICS representatives Vice-President Dr Gao Wei FCIS FCS(PE), Vice-President Ivan Tam FCIS FCS, Treasurer Bernard Wu FCIS FCS, Council member Dr Eva Chan FCIS FCS(PE), Chief Executive Samantha Suen FCIS FCS(PE) and Chief Representative of the Beijing Representative Office Kenneth Jiang FCIS FCS(PE); CAPCO representatives Vice-President Guo Runwei, Vice-President Bi Xiaoying and relevant department heads; as well as eight senior board secretaries of A+H share companies who are also HKICS affiliated persons.

The HKICS and CAPCO have developed and maintained a good working relationship since CAPCO's establishment in 2012. The

two associations have had regular exchanges of information and have established a solid foundation for long-term collaboration. The signing of the MoU marks an important milestone in the strategic working relationship and will strengthen collaboration between the two bodies in the areas of corporate governance research, training, professional knowledge and resource sharing.

'CAPCO plays a significant role in fostering good corporate governance among Mainland listed corporations while HKICS's mission is to be one of the world's leading professional bodies in corporate governance,' said Dr Ngai. He believes that the closer collaboration with CAPCO will further enhance the development of corporate governance research and practices, as well as facilitate the professionalisation of Mainland board secretaries.



Dr Maurice Ngai and CAPCO Executive Vice-President Yao Feng signing the MoU



Group photo of CAPCO officials and HKICS representatives

HKICS offers internships

The Institute supports the growth of young people through a number of projects and internship opportunities.

The Institute, a member of the Hong Kong Coalition of Professional Services (HKCPS), once again supported HKCPS and arranged for two Form 5 students from Tin Shui Wai, New Territories, to work at the secretariat as summer interns for two weeks this July.

The Institute also offered a summer internship opportunity to a final-year student of Hang Seng Management College, Gigi Lau, under its Student Ambassadors Programme. 'This is my first time to work in an office environment. I found the exposure practical and valuable and would like to thank the Institute for this opportunity,' said Gigi.



Samantha Suen FCIS FCS(PE) with the three interns who worked at the secretariat this year

Membership

Membership renewal

The membership renewal notice for the financial year 2015/2016, together with a demand note, will be posted to members and graduates in August 2015. The 2015/2016 annual membership subscription fees remain at the same level as that of the past two financial years. Details of the fee structure was published in the July edition of CSj (page 40).

Please return your completed personal data update form, together with the subscription payment, to the Institute. The deadline for membership renewal is 31 January 2016. Failure to pay by the deadline will constitute a ground for membership removal. Reinstatement by the Institute is discretionary and subject to payment of the outstanding membership and re-election fees, together with levies determined by the Council.

Members and graduates who have not received the renewal notice by the end of August 2015 should contact the secretariat at: 2881 6177, or email: member@hkics.org.hk.

ICSA Annual General Meeting 2015

The Institute of Chartered Secretaries and Administrators (ICSA) will hold its Annual General Meeting 2015 on Thursday 10 September 2015 at 6:30pm (Kuala Lumpur time) at the Connexion@Nexus Auditorium, Level 3A, No 7 Jalan Kerinchi, Bangsar South City, 59200, Kuala Lumpur, Malaysia. The Notice of the AGM together with all related documents will be dispatched to ICSA members of the China Division in mid-August 2015.

Chartered Secretary Mentorship Programme

The HKICS invites members to join its Chartered Secretary Mentorship Programme. Mentorship is a personal development tool outside the formal training process which offers significant benefits to both mentors and mentees. It assists mentees to learn from experienced members of the profession, and it gives mentors the opportunity to 'give back' to the profession and society, and to stay in touch with the current trends of the younger generation.

Please refer to the details available at the Membership section of the Institute's website: www.hkics.org.hk.

Membership activities

Member Networking – visit to eco-fish farm

The Institute organised a guided tour to Asia's first large-scale indoor eco-fish farm in Lau Fau Shan on 13 June 2015. Bill Wang FCIS FCS, Membership Committee member and Allan Lee FCIS FCS, Members' Networking Sub-Group member, together with other participating members, was impressed by the advanced and sustainable aquaculture system in use at the farm. At the end of the tour, they enjoyed a tasty meal of giant grouper and other seafood.



Group photo

Happy Friday for Chartered Secretaries – office yoga

The Institute held a yoga-themed Happy Friday event on 26 June 2015. Guided by a registered yoga instructor, participating members had a two-hour workout with stretching and breathing exercises to alleviate work stress and muscle tension.



Members mastering basic yoga poses

Powering through the water

Dragon boating has been widely embraced both in Hong Kong and internationally as a fun and exciting team sport. The HKICS dragon boat team entered the Professional Bodies Invitational Race of the Hong Kong International Dragon Boat Races and won a merit prize on 4 July 2015. Their family members and the cheer group attended the event to support the team.

The HKICS dragon boat team participated in the Ap Lei Chau Dragon Boat Race held on 9 August 2015. Details will be included in the next edition of CSj.



The HKICS dragon boat team at the eastern Tsim Shai Tsui harbourside



Group photo

Correction

The annual subscription or new application fee for the Affiliated Persons Programme is HK\$2,200, not HK\$2,510 as stated in 'The Institute's fee structure 2015/2016' of the CSj July 2015 edition (page 40).

YCPG Youth Forum 2015

Institute President Dr Maurice Ngai and over 40 HKICS members and students participated at the Youth Forum organised by the Youth Coalition Professional Group (YCPG) under the Hong Kong Coalition of Professional Services (HKCPS) on 4 July 2015. At the forum, themed 'Succession to success: developing next generation leaders', a dialogue was held between the HKSAR Chief Executive CY Leung and the 11 professional bodies' young representatives.



Institute Membership Committee member Stella Lo FCIS FCS (fourth right) discussed the opportunities and challenges faced by young professionals during the dialogue with CY Leung (middle)



Institute Membership Committee member and HKICS representative at the YCPG, Edmond Chiu ACIS ACS (far left), joined the lively panel discussion of the finance, health care and legal sector



Dr Maurice Ngai (front row, fifth right) and other HKCPS representatives attending YCPG Youth Forum 2015

Forthcoming membership activities

Date	Time	Topic
14 August 2015	6.45pm – 8.30pm	Young Group talk series – corporate governance: recent trends in Hong Kong and Mainland China
15, 22 and 29 August 2015	11am – 1pm	Young Group sports and games series – badminton

The Institute thanks Ascent Partners and Lippo Group for supporting this year's membership activities. Updates will be provided regularly via emails and at the Events section of the Institute's website: www.hkics.org.hk.

International Qualifying Scheme (IQS) examinations

December 2015 examination timetable

	Tuesday 1 December 2015	Wednesday 2 December 2015	Thursday 3 December 2015	Friday 4 December 2015
9.30am - 12.30pm	Hong Kong Financial Accounting	Hong Kong Corporate Law	Strategic and Operations Management	Corporate Financial Management
2pm - 5pm	Hong Kong Taxation	Corporate Governance	Corporate Administration	Corporate Secretaryship

Notes:

- Students may enrol between 1 and 30 September 2015.
- It is mandatory for students who sign up for the following examination subjects to purchase the respective study packs:
 - Hong Kong Corporate Law
 - Corporate Administration
 - Corporate Secretaryship
 - Corporate Governance
- For enquiries relating to the purchase of the study packs, please contact Ruby Ng at: 2830 6006, or email: student@hkics.org.hk

Studentship

HKICS Corporate Governance Paper Competition and Presentation Award 2015

Launched in 2006, the HKICS Corporate Governance Paper Competition and Presentation Award aims to raise awareness of the importance of good governance among undergraduates in Hong Kong. Six finalist teams will present their papers and compete for the Best Presentation Award at this year's presentation contest to be held in October 2015 (see box opposite for details). Members and students are welcome to attend.

Date:	Saturday 31 October 2015
Time:	10am – 1pm
Venue:	United Conference Centre, 10/F United Centre, 95 Queen's Road, Admiralty
Fee	Free of charge

Studentship (continued)

New students orientation

Date:	Tuesday 22 September 2015
Time:	7pm – 8.30pm
Venue:	Joint Professional Centre, Unit 1, G/F, The Center, 99 Queen's Road Central, Hong Kong

Students who have registered since March 2015 are invited to attend the New Students Orientation on Tuesday 22 September 2015. This event aims to provide new students with up-to-date information about the Institute and serves as a platform for them to meet with other students. The IQS examinations subject prize winners will also share their examination preparation tips at the event.

Recruitment of examiners

The Institute is recruiting examiners for the International Qualifying Scheme (IQS) examinations. The appointment covers four examination diets (spanning two years) with remuneration. Interested parties please email your full resume to: recruit@hkics.org.hk.

For recruitment details, please visit the News section of the Institute website: www.hkics.org.hk.

Recruitment of mentors

The Student Ambassadors Programme (SAP) was established to promote the Chartered Secretarial profession to local university undergraduates. One of its flagship projects is the mentoring programme which aims to connect the future leaders of the profession to company secretarial veterans in small-group mentoring relationships. Mentors are encouraged to share work experience and professional knowledge as well as to provide career guidance and advice.

Members who have signed up to be mentors will be invited to join the kick-off ceremony of the SAP 2015/2016 to meet with their mentees. The ceremony will be held on Saturday 12 September 2015 from 12.30pm to 2pm at Lily Vale Café (Baptist Oi Kwan Social Service, G/F, 36 Oi Kwan Road, Wan Chai, Hong Kong).

For enrolment and enquiries, please contact Carmen Wong at: 2830 6019, or email: student@hkics.org.hk.

AGM visit

The Institute arranged for its student ambassadors to attend the annual general meeting (AGM) of CK Hutchison Holdings Ltd on 23 June 2015. The Institute thanks CK Hutchison Holdings Ltd for its kind support of the programme.



(Second from left) Edith Shih FCIS FCS(PE), HKICS Immediate Past President and Head Group General Counsel and Company Secretary of CK Hutchison Holdings Ltd, with the student ambassadors

Payment reminders

Studentship renewal

Students whose studentship expired in June 2015 are reminded to settle the renewal payment by Saturday 22 August 2015.

Exemption fees

Students whose exemptions were approved via confirmation letter on 22 May 2015 are reminded to settle the exemption fee by Saturday 22 August 2015.

ESG reporting requirements

Hong Kong Exchanges and Clearing Ltd (the Exchange) has launched a three-month consultation, concluding on 18 September 2015, seeking views on proposed amendments to its *Environmental, Social and Governance Reporting Guide*. The guide was introduced in 2012 to help issuers get started with environmental, social and governance (ESG) reporting. Compliance with the guide is currently voluntary, but the new proposals under consultation would upgrade some of its recommended best practices to 'comply or explain'.

The consultation paper can be downloaded from the Exchange's website (www.hkex.com). If you have any views, please send them to: ask@hkics.org.hk, or directly to HKEx.

Financial reports review

Hong Kong Exchanges and Clearing Ltd (the Exchange) has issued its latest financial reports review outlining the key findings from its analysis of 100 periodic financial reports released by issuers between October 2013 and April 2015. The Exchange hopes that the review will help issuers improve their financial reporting systems. The review reminds issuers that the information provided in financial reports needs to be 'relevant and material' and issuers should avoid cluttering by reducing non-relevant and non-material disclosure so that their communication through financial reports is clear and concise.

The review also identifies key areas where issuers can improve their financial disclosure. These include recommendations for issuers to:

- pay attention to the recent listing rules amendments with reference to the new Companies Ordinance
- ensure that additional information is presented in annual and interim reports when there are significant events or material balances and transactions, and
- provide entity-specific information rather than boilerplate text in preparing financial risk information.

The Exchange's latest financial reports review is available on its website: www.hkex.com.

Insurance Companies (Amendment) Bill 2014

The Insurance Companies (Amendment) Bill 2014 was passed by LegCo last month. The new law will commence a three-stage transition from the current regulatory regime to the establishment of the Independent Insurance Authority (IIA), allowing time for the IIA to prepare the necessary tools for regulating insurance intermediaries in consultation with the industry and the general public. These will include subsidiary legislation, codes of conduct for insurance intermediaries, and regulatory guidelines. The third stage will see the commencement of a licensing regime for insurance intermediaries to replace the existing self-regulatory regime. It is expected that the whole process will take two to three years.

New regulatory regime for listed entity auditors

The government has released its conclusions to its public consultation on proposals to improve the regulatory regime for listed entity auditors. The government notes an overwhelming majority of support for the proposed reform to have the oversight of the regulation of listed entity auditors independent of the audit profession. Under the reform proposals, the Financial Reporting Council (FRC) will become the independent auditor oversight body vested with direct inspection, investigation and disciplinary powers with regard to listed entity auditors, while the Hong Kong Institute of Certified Public Accountants (HKICPA) will perform the statutory functions of registration, setting continuing professional development requirements and standards on professional ethics, auditing and assurance with respect to listed entity auditors under the new regime, subject to oversight by the FRC.

The government hopes to introduce an amendment bill into LegCo in the 2016-2017 legislative session. More information is available on the website of the Financial Services Branch of the Financial Services and the Treasury Bureau: www.fstb.gov.hk/fstb.