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The Hong Kong Institute of Chartered Secretaries

Enhanced Continuing Professional Development Programme

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THE ENHANCED CONTINUING PROFESSIONAL DEVELOPMENT PROGRAMME

1. INTRODUCTION

The Enhanced Continuing Professional Development ('ECPD') Programme is open to all members of The Hong Kong Institute of Chartered Secretaries (the Institute) and aims to enhance the value of their qualification. The programme is designed to cover a broad range of topics to cater for members pursuing differing career paths. The Institute recommends that all members undertake at least 15 ECPD points a year.

The ECPD Programme was approved by the Institute Council in April 2004. It started on 1 August 2004.

The objectives of the ECPD Programme are:

- to further upgrade and enhance technical and practical know-how of Members working in the corporate secretarial sector;
- to increase awareness of members of the need to continually develop their skills;
- to demonstrate to the business community the Institute's leading position in corporate secretarial sector; and
- to promote membership in terms of quality and quantity.

The ECPD Programme covers a broad range of subject matters relevant to the work and skill sets of all Institute members. The current ECPD Programme has typically covered topics of interest and necessity for members working in areas both in and outside the corporate secretarial sector and this will continue. The intention is that the ECPD Programme will continue to build on the very successful, albeit more modest, current programme that the Institute has run for a number of years.

In a major departure from the current ECPD Programme, however, there will be an added element for those members in the corporate secretarial sector who are encouraged to undertake a minimum number of ECPD hours to ensure that their specialist knowledge is up-to-date, for which they will be awarded ECPD points by the Institute. Upon accumulating the minimum number of ECPD points, members with appropriate experience will be able to apply for accreditation from the Institute in the form of a 'Practitioner's Endorsement'.

The difference will be in that those members who work in the corporate secretarial sector, and who undertake the ECPD Programme, will be able to claim ECPD points specifically aimed at showing that they are up-to-date in this specialised sector. Members who do not work in this area will see an overall upgrading in quality of the seminars provided, the difference being that, due to the broad nature of those seminars, ECPD points will not be awarded.

Members working outside the corporate secretarial sector can attend any seminars or workshops organised by the Institute, including those seminars or workshops primarily for members working in the

corporate secretarial sector. However, ECPD points will not be awarded to them.

When developing the programme, the Institute consulted Hong Kong Exchanges and Clearing Limited (HKEx) in order that the programme met the requirements and standards of both HKEx and listed companies. As a result, HKEx supports the ECPD Programme and in particular the Practitioner's Endorsement. The letter of support from HKEx can be found at Appendix 1.

To meet the code of practice requirements of the HKEx that will be effective in January 2012, our members servicing listed issuers should have 15 CPD hours of relevant professional training every year. HKICS has been running the ECPD Programme since 2004, which was developed to keep members and practitioners knowledge and skills up to date and abreast of technical developments. The Institute hopes that, by supporting members in their self development, it can keep the profession, in all its guises, vibrant and meaningful in the years ahead.

2. PRACTITIONER'S ENDORSEMENT

2.1 INTRODUCTION

2.1.1 Background

First awarded in August 2006, the Practitioner's Endorsement has become a mark of excellence in the corporate secretarial sector for Members demonstrating to employers, regulators and the general public that they are up-to-date with relevant rules and regulations.

Members who have the prerequisite working experience and want to have an enhanced status are encouraged to obtain the Practitioner's Endorsement from the Institute. It is the intention of the Council that Practitioner's Endorsement becomes a mandatory requirement for Members working in the corporate secretarial sector in due course.

All Members who wish to apply for the Practitioner's Endorsement are required to accumulate at least 15 ECPD points within any CPD year from Institute's and other approved organisations' ECPD activities and accredited courses.

2.1.2 Approved Topics

The ECPD Programme covers a broad range of approved topics ("Approved Topics"), relevant to the work and skill sets of practitioners working in the corporate secretarial sector, as listed below (in alphabetical order):

- a) Anti-money laundering and counter terrorist financing matters
- b) Aspects of doing business in mainland China (including establishing representative offices and entities on the mainland, corporate administration of China entities and representative offices, arbitration law of the PRC and others)
- c) Communication skills
- d) Companies Ordinance
- e) Companies Acts in other jurisdictions where most of the listed and private overseas

- f) companies are registered
- g) Corporate governance (in particular board practices; directors' duties and shareholders' rights)
- h) rights)
- i) Equity/ debt capital and financing
- j) Employment/ Human resources - practical and legal issues
- k) HKEx Listing Rules - including amendments and issues relating thereto
- l) Hong Kong Codes on Takeovers and Mergers
- m) Hong Kong Financial Reporting Standards or the International Accounting Standards
- n) Hong Kong and PRC taxation update
- o) Incorporation, administration, sale, disposal and dissolution of a company
- p) Intellectual Property – law and practice
- q) Mandatory Provident Fund
- r) Risk management and internal control issues
- s) Securities and Futures Ordinance
- t) Trusts
- u) Other topics which are relevant to company secretarial practice

Members working in the corporate secretarial sector are encouraged to undertake ECPD activities of a minimum of 15 points to ensure that their specialist knowledge is up-to-date, for which they will be awarded ECPD points by the Institute. Upon accumulating the minimum number of ECPD points, participants with appropriate experience will be able to apply for the Practitioner's Endorsement.

2.2 PRACTITIONER'S ENDORSEMENT REQUIREMENTS

2.2.1 Practitioners Encouraged to Undertake ECPD

Members working in the corporate secretarial sector in the following entities are encouraged to accumulate the required number of ECPD points to obtain the Practitioner's Endorsement:

- Companies listed on the Hong Kong Stock Exchange;
- Companies listed in other jurisdictions having a presence in Hong Kong;
- Trust and company services providers; and
- Company secretarial departments of legal and accounting firms, private companies and non-governmental organisations.

2.2.2 The ECPD Requirements

In order to obtain the Practitioner's Endorsement, a qualifying Member must accumulate a minimum of 15 ECPD points in each CPD Year (see paragraph 2.2.3).

2.2.3 The CPD Year

A CPD Year is a period of 12 months in line with the financial year of HKICS from time to time. An annual Practitioner's Endorsement evidencing fulfillment of requirements will be issued on the first date of each financial year (which is currently 1st August).

2.2.4 Carrying Forward of Excess ECPD Points

A maximum of five ECPD points accumulated in excess of the requirements in one CPD Year is

permitted to be carried forward to the next immediately succeeding CPD Year. If, for example, a Member accumulates a total of 27 ECPD points in the 2012/13 CPD Year, five out of the excess 12 ECPD points (27 minus 15) can be carried over to the 2013/14 CPD Year, thereby reducing the minimum ECPD points to be accumulated in the 2013/14 year to ten ECPD points.

2.2.5 How to Join

To join the ECPD Programme with a view to having ECPD points recorded by the Institute for the purpose of obtaining the Practitioner's Endorsement, Members should complete the enrolment form and return it to the Institute (see ECPD Form A).

2.2.6 Maintaining ECPD Records

Members are required to maintain a CPD record pertaining to the fulfilment of ECPD requirements within a CPD Year in the specified form issued to them by the Institute before the commencement of a CPD Year. Any Member not in receipt of a blank CPD record by the commencement of a CPD Year should immediately obtain a copy from the Institute. The completed CPD record should be retained by the Member for at least five years after the period to which it relates (see ECPD Form B).

2.2.7 Exemption

Full or partial exemption from fulfilment of ECPD requirements in any CPD Year is given at the total discretion of the Committee and will be determined on a case by case basis. In the case of application for exemption being based on medical grounds, medical proof will be required.

2.3 WHO CAN APPLY FOR PRACTITIONER'S ENDORSEMENT

2.3.1 Members

A Member who has three years of relevant working experience in the corporate secretarial sector in any of the designated entities listed in paragraph 2.2.1 above on the date of application for the Practitioner's Endorsement can apply, provided that the Member:

- Is an Associate or a Fellow of the Institute;
- Is able to produce a written confirmation of such employment from his/her employer(s) or immediate supervisor(s) at work; and
- Is able to produce a CPD record showing fulfilment of at least 15 ECPD points each CPD year immediately preceding the CPD Year to which his/her application relates.

2.3.2 Extended Categories

There are provisions for Affiliated Persons of the Institute, members of Hong Kong Bar Association, Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Directors and The Law Society of Hong Kong to apply for the Practitioner's Endorsement. Any such applicant should, on the date of application:

- Be in current practice;
- Have fulfilled the Institute's ECPD requirements;
- Possess a minimum of five years of corporate secretarial practical experience in the past ten years; and
- Be able to produce a written confirmation of such employment experience from his/her employer(s) or immediate supervisor(s) at work.

Applicants from the Extended Categories who previously obtained the Practitioner's Endorsement but have not done so for more than one year may re-apply for Practitioner's Endorsement. Approval of such applications will be subject to the Committee at its sole discretion.

3. WAYS IN WHICH THE ECPD REQUIREMENTS MAY BE MET

ECPD points can be earned by any of the following activities:

- a) Attending accredited seminars or workshops on Approved Topics;
- b) Presenting or chairing accredited seminars, or by leading accredited workshops on Approved Topics;
- c) Writing articles on Approved Topics published in any of the approved publications as specified in the approved list of publications (see Appendix 2 for the list); or
- d) Making contributions to technical submissions, research and other publications of the Institute.

3.1 Attendance at Accredited Seminars or Workshops on Approved Topics

ECPD points can be credited by attending accredited seminars or workshops on Approved Topics. At least ten ECPD points in each CPD Year must be earned through HKICS activities. In case of attendance at seminars and workshops organised by the Institute, the number of ECPD points credited will correspond to the number of ECPD points as stipulated in the Institute's promotional materials.

ECPD points can also be earned by attending accredited seminars and workshops organised by the following institutions on Approved Topics:

- Hong Kong Exchanges and Clearing Limited
- Hong Kong Institute of Certified Public Accountants
- Independent Commission Against Corruption
- The Law Society of Hong Kong
- Security Bureau

- The Securities and Futures Commission of Hong Kong
- Other organisations considered appropriate by the Committee

Attendance at seminars and workshops organised by the above organisations covering the Approved Topics will earn ECPD points as stipulated by the organisations concerned.

3.2 Presenting or Chairing Seminars and Leading Workshops on Approved Topics

ECPD points can be credited by presenting or chairing accredited seminars or by leading accredited workshops on Approved Topics. At least ten ECPD points in each CPD Year must be earned through HKICS activities.

In the case of the HKICS organised events, the number of ECPD points credited will correspond to the number of hours scheduled and the number of hours spent in preparation.

In the case of events organised by the other organisations listed in paragraph 3.1, the number of ECPD points credited will be stipulated by the organisations concerned, and the number of hours spent in preparation.

Actual time spent in the preparation work (as rounded up or down to the nearest half hour) can be counted. However, the maximum ECPD points specified below will be deemed to have been actually spent in preparation for:

- presenting a seminar: 3 ECPD points
- chairing a seminar: 1 ECPD point
- leading a workshop: 6 ECPD points

Any relevant working papers and the results achieved in relation to the preparation undertaken must be retained by the presenter, chairperson or leader engaged in such activities.

3.3 Writing Articles on Approved Topics

ECPD points can be awarded by writing articles on Approved Topics published in any of the approved journals as specified in the approved list of publications in Appendix 2. One ECPD point will be credited for every 1,000 words published, or such fewer number of words published as may be approved by the Committee.

ECPD points must be claimed in the CPD Year in which the article is published. The Committee may at its discretion allow ECPD points to be claimed in the CPD Year in which the article is written, but not published until the succeeding CPD Year, provided there is sufficient written evidence from the publisher to this effect.

3.4 Contributions to Technical Submissions, Research and Other Publications of the Institute

ECPD points can be credited by active participation and work on working group of technical

submissions, research and other publications of the Institute. One ECPD point is credited for one or more hours of work for each technical submission, research or other publication of the Institute. A maximum of five ECPD points can be credited under this category.

4. EXAMPLES SHOWING HOW ECPD POINTS ARE AWARDED

4.1 Examples Showing How ECPD Points Are Awarded or Different Types of ECPD Activities

Example 1:

15 ECPD points by attendance at accredited seminars or workshops on Approved Topics organised by the HKICS.

Example 2:

10 ECPD points by attendance at accredited seminars or workshops on Approved Topics organised by the HKICS **PLUS**

5 ECPD points by attendance at accredited seminars or workshops on Approved Topics organised by the approved organisations listed in paragraph 3.1.

Example 3:

15 ECPD points by presentation of accredited seminars on Approved Topics organised by the HKICS.

Example 4:

10 ECPD points by attendance at accredited seminars or workshops on Approved Topics organised by the HKICS **PLUS**

5 ECPD points by presentation of accredited seminars on Approved Topics organised by the approved organisations listed in paragraph 3.1.

Example 5:

8 ECPD points by presentation of accredited seminars on Approved Topics organised by the HKICS **PLUS**

7 ECPD points by writing articles on Approved Topics published in the Journal 'CSJ'.

4.2 Examples Showing How ECPD Points Are Awarded for Preparing and Presenting Accredited Seminars or Workshops

Example 6

Presenter A presents a seminar lasting 1.5 hours on Approved Topics. The time for the preparation work of the seminar is 3 hours, which is supported by relevant working papers.

ECPD points may be awarded to Presenter A as follows:

Presentation time : 1.5 hours = 1.5 ECPD points

PLUS

Preparation time : 3 hours = 3 ECPD points but subject to a maximum of 3 ECPD points

TOTAL : 4.5 ECPD points

Example 7

Presenter B presents a seminar lasting 2 hours on Approved Topics. The time for the preparation work of the seminar is 4 hours, which is supported by relevant working papers.

ECPD points may be awarded to Presenter B as follows:

Presentation time : 2 hours = 2 ECPD points

PLUS

Preparation time : 4 hours = 4 ECPD points but subject to a maximum of 3 ECPD points = 3 ECPD points

TOTAL : 5 ECPD points

Example 8

Presenter C leads a workshop lasting 4 hours on Approved Topics. The time for the preparation work of the workshop is 7 hours, which is supported by relevant working papers.

ECPD points may be awarded to Presenter C as follows:

Presentation time : 4 hours = 4 ECPD points

PLUS

Preparation time : 7 hours = 7 ECPD points but subject to a maximum of 6 ECPD points

= 6 ECPD points

TOTAL : 10 ECPD points

4.3 Example Showing How ECPD Points Are Awarded for Making Contributions to Technical Submissions, Research and Other Publications of the Institute

Example 9

Contributor D works for a technical submission of the Institute for 3 hours.

ECPD points may be awarded to Contributor D as follows:

Time spent : 3 hours = 3 ECPD points but subject to a maximum of 1 ECPD point
= 1 ECPD point

5. ATTENDANCE AT ACCREDITED ECPD COURSES

5.1 Attendance policy

A ten minutes grace period for late arrivals at courses is permitted (except for courses of less than 60 minutes in duration). Thereafter, 0.5 ECPD point is deducted for late arrival or early departure beyond the ten minutes' grace period of up to 30 minutes from the commencement of the course or before the end of the course. One ECPD point is deducted for late arrival or early departure of more than 30 minutes and up to 60 minutes from the commencement or before the end of the course. No ECPD point will be awarded to any course participant who arrives 60 minutes late or leaves more than 60 minutes before the end of the course. Where courses last for more than one day and have been accredited as a whole, the attendance policy will apply on a day-to-day basis.

When attending courses, Members should notify the provider that they will claim ECPD points and should make sure that their attendance at the entire course is noted (e.g. by scanning membership cards where there is a computerized scanning system, or by signing in and signing out of the course where such a system is not implemented).

5.2 Recording of attendance

Participants must sign on the attendance sheet of the HKICS on the following occasions:

1. upon arriving at the course and upon departure from the course;
2. upon leaving at lunch break and upon re-entering the course after lunch-break; and
3. upon leaving the course at any other time for any reason and re-entering the course after having done so.

The exact time at which each participant performs the above listed actions will be recorded.

Appendix 1: Letter of Support from The Stock Exchange of Hong Kong Ltd.

Appendix 2: Approved List of Publications

- CSj
- Corporate Governance International
- Publications of other global divisions of ICSA
- Publications of The Law Society of Hong Kong
- Publications of the Hong Kong Institute of Certified Public Accountants

Appendix 1: Letter of Support from The Stock Exchange of Hong Kong Ltd.



香港交易所

The Stock Exchange of Hong Kong Ltd.

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Our Ref. RW20040629-034

The Hong Kong Institute of Company Secretaries
22/F., Prosperous Commercial Building
54-58, Jardine's Bazaar,
Causeway Bay,
Hong Kong

Attn: Mr. Neil McNamara - President

29 June 2004

Dear Sirs

Enhanced Continuing Professional Development Programme

We would like to thank The Hong Kong Institute of Company Secretaries (the Institute) for its presentation of the Enhanced Continuing Professional Development (ECPD) programme to Hong Kong Exchanges and Clearing Limited (HKEx).

The programme represents an interesting and practical means for the Institute to improve the skills and knowledge of its members, in particular those working in the listed company sector. We wholeheartedly support and encourage this initiative.

For Hong Kong to maintain a competitive status as an international financial centre it is crucial that listed issuers should practise good corporate governance. Company secretaries have an important role to play in promoting governance standards. In addition, the increased complexity of regulations for listed companies arising from recent revisions to the Listing Rules means that company secretaries face a demanding workload and high expectations. Meeting these demands and expectations through enhanced professional standards and continuing training is an approach to which we fully subscribe.

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香港交易及結算所有限公司
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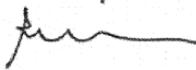
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We also view the proposed Practitioner's Endorsement (PE) element of the ECPD for those in the corporate secretarial sector as an important initiative. We understand that the Institute intends to issue the first PE in August 2006, with CPD points being awarded over a two year period starting August 2004. This will be an excellent way for the company secretaries of Hong Kong listed companies to demonstrate to their employers and HKEx that they are up to date with the relevant rules and regulations.

We look forward to working with the Institute in developing this programme and encouraging all company secretaries of Hong Kong listed companies to participate in the ECPD and to gain the Practitioner's Endorsement from the Institute.

Yours faithfully,
For and on behalf of
The Stock Exchange of Hong Kong Limited



Richard Williams
Head of Listing