

## Duties and Liabilities for Directors of Listed Companies: Listing Rules, Securities & Futures Ordinance, Code on Takeovers and Mergers & Share Repurchases and Companies Ordinance (Part II)

*Presenters:*

**Julianne Doe**, Partner, Dentons

### Course Details:

<b>Date:</b>	28 April 2014, Monday	<b>Language:</b>	English	<b>CPD Law Points:</b>	3.0
				<b>CPD BC Law Credits:</b>	3.0
<b>Time:</b>	9:30am – 12:45pm	<b>Level:</b>	Standard <sup>3</sup>	<b>CPT Hours<sup>1</sup>:</b>	3.0
<b>Venue:</b>	10/F, 122 Queen's Road Central, Hong Kong	<b>Fee:</b>	HK\$2,200 / HK\$1,980* (for online registration)*	<b>CFA CE Credits<sup>2</sup> / SER:</b>	3.0 / 3.0

Part II of the course will concentrate on the duties and liabilities of the directors under the Takeovers Code, the New Companies Ordinance and other legislation.

### Highlights of the course include:

- SFO
  - Market Misconduct - insider dealing, false trading, price rigging, disclosure of information about prohibited transactions, etc.
  - Dual filing regime: implications for directors
  - Civil liability for false or misleading communications
  - Case Studies
- Code on Takeovers & Mergers & Share Repurchases
  - Disclosure obligations of directors in offer period
  - Restrictions of disclosure of share dealings by directors
  - Obligations regarding off-market share repurchases
  - Recent consultations on proposed amendments
  - Consequences of breaches by directors
- The New Companies Ordinance Cap.622
  - Statutory codification of the common law duty of care, skill and diligence
  - Requirement for a business review in the director's report
  - Scope of indemnity provisions in respect of director's liability towards 3rd parties
  - Board control/composition
  - Disclosure of material personal interests widened
  - Conflicts of interests
  - Prohibition of loans to directors and connected person and exceptions
- Company's constitution documents - M&A
- Directors' and officers' liability insurance
- Case studies - offences and enforcement

**Note 1 – CPT Requirements:** Our courses can fulfil CPT requirements. The Securities & Futures Commission has advised that although formal endorsement will not be given for the training we provide, it does not mean that the training programmes we organize do not meet the CPT purpose. Registrants should note that your employer, as **the corporate licensee** of your SFC registration, is **responsible for determining** whether our courses or any training course satisfy CPT requirements i.e. **that the training you receive are of appropriate standard and relevance to your maintaining and enhancing the technical knowledge and professional expertise**. Please check with your employer before registering for our courses. C&S does not warrant that the attendance of our courses would automatically be recognized by the SFC as fulfilling your CPT requirements.

**Note 2 –** As a participant in the CFA Institute Approved-Provider Program, C&S has determined that this program qualifies for 3 credit hours, inclusive of 3 hours in the content areas of Standards, Ethics, and Regulations (SER). If you are a CFA Institute member, CE credit for your participation in this program will be automatically recorded in your CE Diary.

**Note 3 – Standard:** for those who have basic knowledge of this topic. **Intermediate:** for those who are practicing in the area and would like to get more in-depth knowledge. **Update:** with updated information on legislations, market trends, etc. for those who have basic knowledge of the topic. **Advanced:** for those who equipped with sound knowledge in topic area.

\*For registration conditions & further queries, please contact our office at (852) 2901-1333 or visit our website at <http://www.courses-seminars.com>

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	<b>Part I only</b>	<b>Part II only</b>	<b>Both Part I and Part II</b>
HKCCA Member	HK\$1,760	HK\$1,760	HK\$3,300
3 or more registrants from the same company with minimum of 1 HKCCA member	HK\$1,650	HK\$1,650	HK\$3,080

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- Submit cash / cheque payment in person at our office (10th Floor, 122 Queen's Road Central, Hong Kong).
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