



上市公司董事 專業培訓課程

Professional Training Programmes
for Directors in Listed Companies

我們的課程適用於香港交易所最近修訂之《企業管治守則》
中有關董事培訓的要求

Our programmes are applicable to the requirements on directors' training set out in the "Codes on Corporate Governance Practices" recently amended by the Hong Kong Stock Exchange

BM INTELLIGENCE

BMI Professional Training Centre Limited
邦盟滙駿專業培訓中心有限公司

隨著監管機構及投資者對上市公司的企業管治要求日漸增加，香港交易及結算所有限公司（香港交易所）於《企業管治守則》及《企業管治報告》（附錄十四）中增設有關董事培訓的守則條文，當中列明「所有董事應參與持續專業發展，發展並更新其知識及技能。以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。」發行人須在《企業管治報告》中披露各董事如何遵守有關培訓的守則條文。

有見及此，邦盟滙駿專業培訓中心為上市公司董事度身設計一系列的董事專業培訓課程，主要針對《上市規則》、《董事責任》及《企業管治》三大範疇，加深上市公司董事對其職責、權限、董事會運作、董事會文化及管理策略的認識。

Followed by the increasing requirements on corporate governance to listed companies from regulators and investors, the Hong Kong Exchanges and Clearing Limited (HKEx) promulgates new code provision in respect of directors' training in the "Code on Corporate Governance Practices" and "Corporate Governance Report" (Appendix 14), in which stated that "All directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the board remains informed and relevant." The issuers are required to disclose how its directors comply with the code provisions relating to the training in the "Corporate Governance Report".

In light of the above, BMI Professional Training Centre customizes a series of professional training programme for directors of listed companies, which focus on three major areas including "Listing Rules", "Director's Duties" and "Corporate Governance", with an aim of enhancing the understanding on duties, authority, operation and culture of the board of directors as well as management strategies for directors in listed companies.



擁有良好的企業管治制度，對保持及提高投資者的信心日益重要，更是締造恆久價值與財富的基礎。

Excellent corporate governance system becomes crucial to maintain and enhance the confidence of investors and to lay down a solid foundation for long-term value and wealth of a corporate.

什麼是企業管治

What is Corporate Governance?

企業管治是對企業進行管理和控制的一套公司制度。近年，隨著全球金融危機爆發、公司財務報告醜聞曝光，企業管治問題和道德誠信日漸成為社會公眾、專業人士及政府各方關注的焦點，同時，每一樁新聞似乎也在強調企業管治革新的重要性。

企業管治是董事會和管理層的職責所在。為確保企業遵守相關法規或為董事會成員、總裁實施良好企業管治提供專業意見，企業管治的專業培訓和公司制度的建立對於企業的發展、管治、行政和管理均扮演相當重要的角色。

Corporate governance is a set of company policies for managing and controlling an enterprise. In these years, along with the outbreak of global financial crisis and scandal exposure regarding to corporate financial reports, corporate governance issues and moral integrity become the concern for social public, professionals and the government. Meanwhile, every single incident is deemed to reiterate the importance of reforming corporate governance.

Corporate governance is the responsibility for the board of directors and the management. To ensure the compliance to the relevant regulations or to provide professional advices for the board members and chief executive on implementing good corporate governance, professional training on corporate governance and a well-established corporate system has an important role to the development, governance, administration and management for any corporate.

香港資本市場對企業管治的重視

Emphasis on Corporate Governance by the Hong Kong Capital Market



香港交易所（上市事宜的前線監管機構）

上市規則附錄十四：

提供一個適合市場的完善監管框架，以維持高度的企業管治水平，附錄十四採用《上市規則》條文、守則條文與建議最佳常規三者並行，希望給予發行人靈活性之餘也能保障投資者及確保市場持正操作。

HKEx (Frontline regulator on listing)

Appendix 14 in Listing Rules:

HKEx provides a complete regulation framework applicable to the market and maintains high levels of corporate governance. Appendix 14 suggests a balanced adoption among "Listing Rules", code provisions and recommended best practices so as to offer the issuers with flexibility secure the investors and ensure the integrity of the market.



財務匯報局（獨立香港法定組織）

財務匯報局成立於二零零六年十二月一日，其主要職責是就有關上市公司可能在審計或匯報方面的不當行為展開獨立調查；及就上市公司可能沒有遵從會計規定的事宜展開獨立查訊。

Financial Reporting Council (Hong Kong independent statutory organization)

Established on 1 December 2006, Financial Reporting Council (FRC) is mainly responsible for the independent investigation on possible misconduct activities regarding to audit or reporting issues for listed companies; and for any independent enquires to the list companies in respect of possible non-compliance on accounting regulations.



證監會 (獨立的法定金融監管機構)

企業規管專責小組

專責小組隸屬於證監會企業融資部，以主動偵察企業不當行為及跟進可疑活動，達到維持優質市場及高水準企業管治為目標。專責小組會檢視公司的公告、通函、報告，包括傳媒新聞及分析員報告，並且對每家公司定期進行深入檢視，當中會採取以風險為本準則，「重點觀察」那些曾錄得多次虧損、經常重組、經常更換核數師等公司。

SFC

(Independent statutory financial regulatory organization)

Corporate Regulation Committee

The Committee, under the corporate finance department of SFC, is responsible for actively detecting misconduct activities and following any suspicious activities for any company so as to maintain quality market order and high level of corporate governance as its objective. It also reviews company announcements, circulars, reports (including information from media and analyst reports), and regularly conducts in-depth review on each company by adopting risk-based principles and conducting "special observation" on companies with loss, reorganization and change in auditors in high frequency.



投資者的重視

大部份研究都發現，企業管治優良的公司更能吸引投資者，特別是機構投資者。這發現得到 McKinsey & Company、世界銀行及 Institutional Investor 地區分會的聯合調查報告鞏固，他們的目標是分析股東如何看待及評估已發展及新興市場的企業管治。

由此可見，企業管治於香港商業社會中已是一個不可輕視的範疇，而且更是投資者考慮是否投資的決定性因素。為了企業的持續性發展和企業形象，企業必須確保董事已經遵守企業常規，如遵守《企業管治守則》及《企業管治報告》(附錄十四)中有關董事培訓的守則條文。

Attention from investors

Most researches showed that companies with excellent corporate governance usually attract more investors, especially institutional investors. This is further reinforced by a research report jointly conducted by McKinsey & Company, World Bank and regional branch of Institutional Investor, which analyzes how shareholders view and assess corporate governance within developed and emerging markets.

Therefore, corporate governance is an important element to Hong Kong commercial society, and also a decisive factor to investors for any investments. To maintain the sustainability and corporate image, companies shall ensure all directors have complied with the corporate governance practices, such as the code provisions of directors' training in "Codes on Corporate Governance Practices" and "Corporate Governance Report" (Appendix 14).

作為董事，您可以做些什麼？ What can you do as a director?

隨著監管機構及投資者對上市公司的企業管治要求日漸增加，香港交易所於《企業管治守則》及《企業管治報告》（附錄十四）中增設有關董事培訓的守則條文，當中列明「所有董事應參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻」。上市公司須在《企業管治報告》中披露各董事如何遵守有關培訓的守則條文。

故此，公司董事須展現其領導才能和誠信，以履行其公司於企業管治中的責任和義務。董事應每年參與不少於 8 小時的持續專業發展培訓，與時俱進，並瞭解董事責任、企業管治常規的最新資訊。

Followed by the increasing requirements on corporate governance to listed companies from regulators and investors, the HKEx promulgates new code provision in respect of directors' training in the "Code on Corporate Governance Practices" and "Corporate Governance Report" (Appendix 14), in which stated that "All directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the board remains informed and relevant." The listed companies are required to disclose how its directors comply with the code provisions relating to the training in the "Corporate Governance Report".

Therefore, directors of a company shall showcase their leadership and integrity to perform their responsibilities and obligations in respect of corporate governance for a company. Directors shall participate in not less than 8 hours of continuous professional development training every year in order to refresh their knowledge on directors' responsibilities and to obtain the latest information of corporate governance practices.

企業管治卓越的公司 Companies with Excellent Corporate Governance

眾多的國際性的研究報告均認為，企業管治及業績有正面關係。根據香港理工大學和香港城市大學合撰的一份香港企業管治水平研究報告顯示，機構投資者普遍認為企業管治長遠來說可改善公司的業績或降低資本成本，他們願意為有較優良企業管治的公司付出溢價。

Various international research reports have revealed that corporate governance of a company has a positive influence on its financial performance. Pursuant to the research report on corporate governance levels in Hong Kong jointly prepared by the Hong Kong Polytechnic University and City University of Hong Kong, institutional investors usually consider that good corporate governance can improve the financial performance and lower the capital cost for a company in long term, and they are willing to pay the premium for a company with higher level of corporate governance.



擁有出色企業管治的公司，
投資者願意付出較高的溢價
Investors are willing to pay the
premium for a company with higher
level of corporate governance.

邦盟滙駿專業培訓中心有限公司

BMI Professional Training Centre Limited

邦盟滙駿專業培訓中心有限公司“邦盟培訓中心”是一所專業的教育機構，致力為不同業界人士提供獲認可的專業課程，讓他們獲得專業資格。我們擁有具豐富經驗的專業導師，能協助學員掌握最新資訊，提高他們的知識水準及競爭力。

BMI Professional Training Centre Limited (BMI Training Centre) is a professional education institution, which aims to provide certified professional programmes for interested individuals from different industries to acquire professional qualifications. We have experienced instructors to provide students with updated information in order to improve their knowledge and competitiveness.

我們的宗旨

- 為在職人士提供優質的專業課程，並配合他們的需要，提升競爭力；
- 為業界提供的專業課程，能促進業界的發展。

Our Objectives

- Provide quality and professional programmes for working people and cater their needs to enhance competitiveness;
- Provide professional programmes for various industries to facilitate the industry development.

我們的願景

邦盟培訓中心矢志成為一所具有領導地位的專業培訓教育機構，為香港以及其他地區提供不同的專業課程。

Our Vision

BMI Training Centre aims to become a leading organization in respect of training and education, providing assorted professional training programmes in Hong Kong and other regions.

信念

- 提供優質的課程
- 顧客至上
- 著重培訓成果

Our Ambition

- Provide quality programmes
- Focus on customers
- Emphasize on the training results



BMI INTELLIGENCE

為什麼選擇邦盟滙駿培訓？

Why choose us?

作為提供上市公司董事培訓課程的市場領導者之一，我們一直努力為客戶提供品質至上和可靠的專業課程來幫助您獲得事業上的成功。我們賴以成功，是基於我們以下的優勢：

實力來自於實戰，我們絕不空談而流於空泛

我們的母公司 - 邦盟滙駿集團是亞太區一所出色的上市公司服務機構。在企業服務、上市、融資，以至礦業、生物技術和產業評估業務方面，已累積服務超過 800 所上市公司。

因為業務性質和需要，我們擁有大量的專業人才包括上市合規顧問、公司秘書、投資分析員、價值評估師、稅務師、風險管理師、特許金融分析師、特許另類投資分析師、認可地質師等等的專業人士。我們的董事培訓課程除了符合香港交易所的要求外，我們同時也是資本市場的活躍參與者，並服務於大量上市公司，這些獨特的優勢讓我們的教學內容能從實戰出發，把抽象難明的上市條例和守則從實戰的鍛鍊中，簡單撮要的表達，再配合大量的案例分享去讓董事更加容易吸收和理解。

雄厚培訓經驗

邦盟培訓中心多年來專注在上市公司培訓課程。我們會安排專業導師到您們的辦公室提供專業和針對性的培訓。我們豐富的行業知識能設身處地明白到作為一所上市公司的企業管治和董事責任的真正要求，並把這些要求和我們豐富的培訓經驗融入培訓課程當中。

As one of the market leaders providing directors' training programmes for listed companies, we always exert efforts in providing our clients with quality and reliable programmes to facilitate their success in careers. Our success is based on our competitive edge as follows:

Strength derived from our actual experience

Our parent company, BM Intelligence Group, excels in providing corporate services for listed enterprises in Asia-Pacific Region. We have served over 800 listed companies in respect of the businesses such as corporate service, listing, finance, minerals, biological technology and property valuation.

Given our business nature and needs, we have a large number of professionals including listing compliance advisers, company secretaries, investment analysts, valuers, taxation agents, risk managers, chartered financial analysts, chartered alternative investment analysts and accredited geologists. Apart from offering training programmes in compliance with the requirements from the HKEx, we are also active participants in the capital market, serving a large number of listed companies. This unique advantage enables us to leverage on our practical experience to illustrate abstract rules and regulations for listing in a practical manner, with abundant supporting cases for easy understanding.

Extensive experience in training

Over the past years, BMI Professional Training Centre has focused on training programmes for listed companies. We will arrange our instructors to your office for providing professional and specific training. With our extensive industry knowledge, we know the genuine needs regarding to corporate governance and directors' responsibilities for listed companies, and consolidate such needs as well as our rich experience into our training programmes.

專業的培訓，彈性的培訓形式、日期和時間 Professional training with flexible mode, time and place

貼身服務是我們給客戶的承諾。在我們收到客戶的培訓要求後，我們會先充分瞭解您們的培訓需要，然後從我們豐富的課題中，挑選合適的給客戶作建議。當然，您們也可以任意的從我們的課題表中選出感興趣的課題，或提出您希望聽到的課題。

Customer orientation is our commitment. Upon receiving any request for training, we will initially acknowledge your needs, then select and propose applicable topics from our extensive portfolio. Alternatively, you may pick your own choices from our portfolio or even propose any preferred topics to us.

為了配合董事和高級管理層繁重的工作，我們提供的董事培訓會以客戶需要而量身定造。

We understand the heavy workloads of the directors and senior management. This is why we offer tailor-made training schedule based on their specific needs.



培訓課程：

上市前期董事培訓 / 常年董事培訓 / 公司復牌董事培訓 / 香港交易所要求的其他特別董事培訓

課程範疇：

《上市規則》、《董事責任》及《企業管治》

授課語言：

粵話 / 普通話 / 英語

培訓時數：

每個課題為兩小時，客戶可自由組合課題

日期、時間及地點：

因應客戶需求制定
(以符合香港交易所規定)

《課程完成可獲頒發出席證書》

Training Programmes:

"Listing Rules", "Directors' Responsibilities" and "Corporate Governance"

Categories:

Pre-listing training/ annual training/ resumption of trading/ other specific training required by the HKEx

Language:

Cantonese/ Putonghua/ English

Duration:

2 hours for each topic. Free combination is available.

Time and venue:

According to client's requirements
(in compliance with the requirements from the HKEx)

"Certificate of attendance will be issued upon the successful completion of the programme."

專業講師團隊

Our Professional Instructors

強大和專業的導師團隊是我們可持續進步的動力。因此在挑選導師時，我們對導師的能力和專業性的要求比您更為嚴謹，因為在您的面前，他代表了我們。

因此，我們現在超過 100 位的專業導師團隊，是我們精挑細選而來的。他們來自不同的專業行業和擁有不同的專業資格。

Competent and professional instructors drive us to keep striving upwards. We adopt strict selection requirements regarding to their capabilities and qualifications as they are our representatives.

Therefore, our team of more than 100 professional instructors is selected through strict process. These instructors engage in various industries with assorted professional qualifications.

導師團隊涵蓋的專業範疇

上市條例和規則
上市顧問
企業管治
風險管理
企業融資
公司秘書
法律
商業調解
商業、礦產和漁農林業評估
資訊科技管理
會計、審計
銀行、保險
內部監控
中國稅務
國內法規
證券及衍生工具

Our professional instructors engage in the following specific areas

Listing rules and regulations
Listing consultation
Corporate governance
Risk management
Corporate finance
Company secretary
Law
Commercial mediation
Appraisal for business, minerals, fisheries, agricultural and forestry industries
Information technology management
Accounts and audit
Banking and insurance
Internal control
Taxation in China
Rules and regulations in China
Securities and derivative instruments

導師團隊的專業資格

香港特許公司秘書
英國特許秘書會士
特許金融分析師
特許另類投資分析師
高級國際財務管理師
執業稅務師
香港執業會計師
美國執業會計師
中國註冊會計師
澳洲會計師公會資深會員
英格蘭及威爾士特許會計師公會資深會員
上市合規顧問
香港大律師公會執業大律師
認可調解員
認可地質師
香港證券學院會員
國際資訊系統審計協會會員 (香港)

Professional Qualifications of Our Instructors

Hong Kong Chartered Secretary
Member of the Institute of Chartered Secretaries in United Kingdom
Chartered Financial Analyst
Chartered Alternative Investments Analyst
Senior International Financial Manager
Certified Tax Agent
Hong Kong Certified Public Accountants
Certified Public Accountants in the United States
Certified Public Accountants in China
Fellow member of the Institute of Chartered Accountants in Australia
Fellow member of the Institute of Chartered Accountants in England and Wales
Listing Compliance Adviser
Practising members of Hong Kong Bar Association
Accredited Mediator
Accredited Geologist
Member of the Hong Kong Securities Institute
Member of Information Systems Audit and Control Association (Hong Kong)

多樣化和全面的專業培訓課題 Diversified and Comprehensive Programme Topics

香港上市公司的條例

適用於香港上市公司的主要規則和條例
市場失當行為概述
內幕信息披露指引
關連交易修訂更新 (2014 年 3 月)
《新公司條例》對企業管治的影響

Rules and Regulations on Hong Kong Listed Companies

Major rules and regulations governing Hong Kong listed companies
Framework for market misconduct and case study
Guidelines on disclosure of inside information
Connected transactions and the updates (March 2014)
Impacts of "New Company Ordinance" on corporate governance

董事責任及職務

香港上市公司董事的責任及要求
香港上市公司委員會的功能及
公司秘書的責任
董事會架構及股東關係

Director's Responsibilities and Duties

Responsibilities and requirements for directors of Hong Kong listed companies
Functions of Board Committees and Company Secretary
Structure of the board of directors and relationship with shareholders

企業管治及風險管理

香港上市公司的內部監控
企業管治守則更新
香港上市公司的持續責任
環境、社會及管治報告指引

Corporate Governance and Risk Management

Internal control system & the consultation updates (December 2014)
Updates on Corporate Governance Code
Continuing obligations of Hong Kong listed companies
Guidelines for environmental, social and governance report

我們客戶的行業分類 Our client's industry classification

綜合企業 Conglomerates	金融服務 Finance service	消費者服務 Consumer service	旅遊酒店 Tourism & hotels
地產建築 Real estate industry	醫藥 Medicine	餐飲 Restaurant & fast food shops	原材料 Raw material
鋼鐵鋁材 Steel	資訊科技 Information technology	電子商貿及互聯網 E-commerce & internet services	消費品製造 Consumer goods production
汽車生產及分銷 Automobile production & distribution	水務公用 Water supply	家品 Furniture & household goods	支援服務 - 教學 Support service - education
電訊 Telecom	影視娛樂 Movies & entertainment	廣告 Advertising	環保 Environmental
紡織製衣 Textile & apparels	半導體 Semiconductor	支付相關 Payment related	農 / 漁業產品 Agricultural, poultry & fishing production
新材料 New material	乳品相關 Dairy products		



我們為超過100所上市公司提供上市前及常年董事培訓，以及香港交易所對復牌上市公司董事特別要求的董事培訓。

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聯絡我們

邦盟滙駿專業培訓中心有限公司

香港灣仔港灣道 6-8 號

瑞安中心 27 樓 2701-08 室

電話 : (852) 3970 9230

傳真 : (852) 2866 0454

電郵 : registration@bmipct.com

網站 : <http://www.bmipct.com/>

Contact Us

BMI Professional Training Centre Limited

Suite2701-08, Floor 27, Shui On Centre,
6-8 Harbour Road, Wanchai, Hong Kong

Tel : (852) 3970 9230

Fax : (852) 2866 0454

Email : registration@bmipct.com

Website : <http://www.bmipct.com/>

