



## CPD Seminars – IPO Series (October to November 2014)

Hong Kong Institute of CPAs presents this practical IPO series in October and November 2014. This series of seminars is designed to provide considerations to participants in certain common areas during the IPO exercises.

Date/Programme code	Time / CPD hours	Topic	Speaker
Wednesday, 15 October 2014 (S141015S)	6:30 p.m. – 8:30 p.m. (2 hours)	IPO – Acquisition of Publicly Traded Companies	Mr. Gordon Lee, Mr. Andy Ho
Wednesday, 22 October 2014 (S141022S)	6:30 p.m. – 8:30 p.m. (2 hours)	Pre-IPO Investments	Ms. Eros Lau, Ms. Monique Ngai
Thursday, 13 November 2014 (S141113S)	6:30 p.m. – 8:30 p.m. (2 hours)	Considerations for Group Reorganization in IPO 	Ms. Clara Yu, Mr. Henry Yuen
Monday, 24 November 2014 (S141124S)	6:30 p.m. – 8:30 p.m. (2 hours)	IPO Readiness 	Ms. Fran Hung, Ms. Susan Zhu

<b>Venue</b>	Hong Kong Institute of CPAs, 27/F., Wu Chung House, 213 Queen's Road East, Wanchai, Hong Kong.
<b>Format</b>	Seminar
<b>Language</b>	English
<b>Fee (for each session)</b>	HK\$190 for HKICPA member or student; and IA/ HKIAAT member or student HK\$180 for online enrolment HK\$330 for non-member
<b>Participants</b>	Practitioners and professional accountants
<b>Competency</b>	Accounting and financial reporting
<b>Rating</b>	Intermediate Level (Please refer to the Institute's online CPD Learning Resource Centre)



## About the programme

### S141015S – IPO - Acquisition of Publicly Traded Companies

#### Course outline

Obtaining a listing status by acquisition of an existing publicly traded company and injection of a privately held business requires consideration of the stringent regulatory requirements under the Listing Rules and Takeover Code of the SFC. Besides, accounting for these transactions may be complicated, particularly when reverse acquisition is applied. In this seminar, the speakers will discuss briefly about the regulatory requirements governed these transactions and then explain the accounting requirements under Hong Kong Financial Reporting Standards under different common scenarios.

#### Objective

Developing a basic understanding of:

- Rules governed reverse takeovers under the Listing Rules of Hong Kong Exchanges and Clearing Limited and the Codes on Takeovers and Mergers and Share Buy-backs of the SFC
- Financial information requirements of circulars issued in connection with these transactions
- Accounting requirements for acquisition of business, including reverse acquisition

### S141022S – Pre-IPO Investments

#### Course outline

It is a common practice that prior to listing, strategic or cornerstone investors are introduced to listing applicants and provide funding by subscription of equity or debt instruments of the listing applicants such as ordinary shares, preferred shares or convertible instruments (the "Pre-IPO Investments").

Frequently, such Pre-IPO Investments may contain complicated terms and clauses that involve a far more complex accounting treatment than their names suggest. Also, certain of such terms and arrangements may not be acceptable to the regulators and may delay the listing process of the listing applicants.

The seminar aims to provide an overview of the accounting of certain common Pre-IPO Investments and highlight some potential issues that may affect the initial public offering exercise.

#### Objective

- Provide an overview of the accounting of certain common Pre-IPO Investments
- Highlight some potential issues that may affect the initial public offering exercise

### S141113S – Considerations for Group Reorganization in IPO

#### Course outline

The seminar aims at explaining the common restructuring process for businesses preparing to go for an IPO on the Hong Kong Stock Exchange. The speakers will highlight the key considerations when structuring a group reorganization, including regulatory requirements, tax considerations and the accounting implications. The speakers will also discuss the accounting treatments for reorganizations involving entities under common control, preparation of financial information of a business on a carve-out basis and the use of structured contracts for certain restricted businesses in the PRC.

#### Objective

- To provide participants an overview of common reorganization structures in the HK IPO market
- To highlight the major factors affecting a reorganization structure
- To discuss the accounting consideration in different group reorganization scenarios



## About the programme

### S141124S – IPO Readiness

#### Course outline

IPO is a key milestone of running a business. However, the public offering on the Hong Kong Stock Exchange is a complex and onerous exercise, requiring skilled teams of commercial, financial and legal expertise. Enterprises may face numerous challenges throughout the IPO process. Early preparation is essential for them to go public.

The seminar will cover the following topics:

- Listing requirements
- Suitability of listing
- Regulatory expectation
- Focused areas of readiness assessment

#### Objective

The objective of the seminar is to provide certain considerations for the enterprises to assess their IPO readiness and well equip themselves before starting their journey to IPO. It would be of utmost advantage that enterprises can take one step ahead to streamline the IPO process.



## About the speaker

**Mr. Gordon Lee**, Partner, Technical, Deloitte Touche Tohmatsu

Mr. Lee has over 24 years experiences in providing audit and advisory services for companies listed on Hong Kong and United States and private enterprises covering a wide array of industries including infrastructure, property development and investment, manufacturing, consumer business and servicing. He currently is the technical partner in charge of Deloitte China's technical advisory on accounting, auditing and regulatory compliance related to initial public offer exercises and notifiable transactions of listed companies. Mr. Lee is also a frequent speaker of external seminars and workshops on accounting and auditing topic of various accounting bodies in Hong Kong.

**Mr. Andy Ho**, Senior Manager, Audit, Deloitte Touche Tohmatsu

Mr. Ho has 11 years experiences in providing audit and advisory services. Mr. Ho actively involves in IPO projects and in charge of audit engagements. His clients include fast growing local enterprise, multinational corporations and listed companies with operations throughout the PRC and Asia-Pacific, covering real estate investment, developer and construction sectors, manufacturing and consumer business. Mr. Ho also assists his clients in fund raising activities which listed on various recognized exchanges, such as issuing senior notes and convertible bonds.

**Ms. Eros Lau**, Partner, Technical, Deloitte Touche Tohmatsu

Ms. Lau has over 20 years of audit and assurance experience in Macau, Hong Kong and New York. Her current responsibilities include providing advice and technical support for IPOs in Hong Kong and application of IFRS/HKFRS. She has extensive experience in providing internal and external trainings and seminars in Macau, Hong Kong and Mainland China in relation to IFRS/HKFRS updates and IPO in Hong Kong.

**Ms. Monique Ngai**, Senior Manager, Audit, Deloitte Touche Tohmatsu

Ms. Ngai has extensive experience in serving clients with complex technical issues and demanding reporting deadlines. Her exposure mainly includes industries of assets management, property management, oil and energy resources, dredging services, manufacturing and trading businesses.

**Ms. Clara Yu**, Partner, Technical, Deloitte Touche Tohmatsu

Ms. Yu is a Partner in the National Technical Department of Deloitte Touche Tohmatsu in Hong Kong. She has over 15 years of experience with special responsibilities for accounting and financial reporting under IFRS/HKFRS. She has also worked on and supervised a number of IPOs on the Hong Kong Stock Exchange. From 2007 to 2008, Ms. Yu was the Director (Compliance and Investigation) of the Hong Kong Financial Reporting Council. She was responsible for leading the secretariat of the Financial Reporting Council to perform investigations of audit and financial reporting deficiencies.

**Mr. Henry Yuen**, Senior Manager, Audit, Deloitte Touche Tohmatsu

Mr. Yuen has more than 13 years of audit experience with Deloitte. He has served a variety of companies listed in Hong Kong, United States and China and involved in Hong Kong IPO projects. He also possesses experiences in providing services related to merger and acquisitions, financial due diligence, and restructuring of business groups. His engagement profile consists of difference kinds of business including ports, high-tech industries, media, manufacturing, real estate and properties development, casino, resorts and hotel management as well as multiple locations in China and overseas countries.

**Ms. Fran Hung**, Partner, Audit, Deloitte Touche Tohmatsu

Ms. Hung has over 12 years working experience in the Audit Department and National Technical Department of Deloitte Touche Tohmatsu in Hong Kong as well as a global financial institution. She possesses extensive knowledge of the accounting and financial reporting under IFRS/HKFRS and has actively been involved in dealing with Hong Kong IPO projects since 2005. She delivers seminars internally for Hong Kong and Mainland China offices, public listed companies and regulators and also speaks for seminars organized by various accounting associations in Hong Kong.

**Ms. Susan Zhu**, Senior Manager, Audit, Deloitte Touche Tohmatsu

Ms. Zhu has been with Deloitte for over 10 years and has worked out of Hong Kong and Shanghai Offices. She has been actively participating in a number of Hong Kong and state-owned enterprises in listings in Hong Kong and Mainland China, including the first mining company completion of dual listing in Hong Kong and Canada. She was responsible for technical advisory and training on IPO in Deloitte Hong Kong from 2011 to 2013.



To confirm your CPD booking,  
just log on to "My CPA" at  
<http://www.hkicpa.org.hk>

## HKICPA Event Enrolment Form (For Support Programme)

Finance & Operations Department,  
Hong Kong Institute of CPAs,  
37/F, Wu Chung House, 213 Queen's Road East, Hong Kong

Please click here for online enrolment  
(for HKICPA members only)

Payment & Enrolment Status Enquiry: 2287 7381  
e-mail: [finance@hkicpa.org.hk](mailto:finance@hkicpa.org.hk)  
Fax : 2893 9853

Course Information Enquiry:  
2287 7386 / 2287 7253  
e-mail: [cpd@hkicpa.org.hk](mailto:cpd@hkicpa.org.hk)

FOR OFFICE USE

### Deadline: 7 working days before the date of the programme

No.	Membership		Full Name of Participant(s) (Block Letters)	Company	Email address <sup>*(2)</sup> (Block Letters)	Programme Code	Fee (HK\$)	
	No.	Status (1)						
1								
2								
3								
4								
							Total (HK\$)	

\* Email address is for enrolment confirmation purpose. Please refer to note (2) for details.

I am unemployed and not working. I am planning to rejoin the workforce.  
The Institute reserves the right to allocate places to enable the enjoyment of more members in this event.  
The Institute's decision is final. Applicant must submit the enrolment form 10 working days before the event.

Contact Person : \_\_\_\_\_ Tel No. : \_\_\_\_\_ Fax No. : \_\_\_\_\_ E-mail : \_\_\_\_\_

#### Payment Method (Please tick the appropriate box)

Cheque (no. \_\_\_\_\_) payable to "Hong Kong Institute of Certified Public Accountants" or "HKICPA" <sup>(6)</sup>

VISA / MasterCard     BOC HKICPA UnionPay card

Card Number:																					Card Expiry Date (MM/YY):				
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I would like to have an official receipt. (Remarks: Official receipt will be sent to your email address provided above).

- Notes:**
- Membership Status: **NP** = Non-Practising, **P** = Practising, **IA** = International Affiliate, **S** = Student, **HKIAAT** = HKIAAT Student or Member, **GAA** = GAA Passport holder, **NM** = Non-Member.
  - Successful applicants will receive confirmation of registration by email at least 3 working days before the event. Unsuccessful applicants will also be notified around the same time. If you have not heard from the Institute regarding your registration 2 working days before the event and if you have other enquiries related to the programme, please make enquiry at 2287 7386 or 2287 7253.
  - 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.
  - Please issue SEPARATE CHEQUE for each event.
  - NO REFUND/CANCELLATION will be entertained after the application is processed.
  - 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.
  - Your personal data collected from the enrolment process and administration of courses will be used for the purpose of the administration of the course on which you are enrolled. Such data collected may be accessible by the Institute's officers, persons or committees processing the application and related matters. In addition, the Institute may use the collected data for statistical research and analysis and, if applicable, for validation of CPD hours. The Institute intends to use the personal data of your name, email address and correspondence address to inform you, where relevant, of CPD activities, members' benefits, goods, services, facilities and events organized or provided by the Institute or other organizations. Members and registered students may opt out of receiving such materials at any time by logging in via the following link <https://www.hkicpa.org.hk/en/members-area/comm-preference/>. Non-members may opt out of receiving such materials at any time by sending an email to the Institute at [privacyofficer@hkicpa.org.hk](mailto:privacyofficer@hkicpa.org.hk) or a letter to the Institute's privacy officer. For more information about the privacy policy of the Institute, please go to <http://www.hkicpa.org.hk/en/service-tools/privacy-policy/>
  - No unauthorized audio or video recording is allowed at CPD events.

For payment by cheque, please fill-in your postal address for refund in case the event is full or cancelled.  
(Remarks: For payment by credit card, refund will be made directly to your credit card.)

Name:	Name:
Address:	Address: