




香港商業道德發展中心
Hong Kong Business Ethics Development Centre



Conference on Business Ethics for Listed Companies
上市公司商業道德會議 **2017**

Corporate Governance: Compliance and Beyond
企業管治：符規以外

1 September 2017
二零一七年九月一日



Corporate Governance: Compliance and Beyond
企業管治：符規以外

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香港商業道德發展中心的服務

Financial Secretary's Message

財政司司長獻辭



Congratulations to the Independent Commission Against Corruption (ICAC) and the partnering Government departments, regulators, professional bodies and chambers of commerce for hosting the Conference on Business Ethics for Listed Companies.

As an international financial and business centre, Hong Kong attaches great importance to the safeguarding and enhancement of good corporate governance. Good corporate governance not only demonstrates a company's responsibility and accountability to its shareholders, but also boosts investors' confidence in the company's capability as well as management's integrity. Therefore good corporate governance is vital for companies to flourish and thrive in the 21st century economy.

More importantly, corporate governance defines the quality of listed companies and thereby the quality and competitiveness of our listing platform. The Government has always been very concerned about market quality issues. We have been working together with the regulators as well as the industry closely to encourage listed companies to embrace the culture of good corporate governance, and to go above and beyond what is required under the laws and regulations. This is exactly the connotation of the theme of the Conference this year – "Corporate Governance: Compliance and Beyond".

I am delighted to know that the ICAC is going to launch a new set of training package on business ethics for listed companies at the Conference; and I truly believe that the package shall go a long way towards shaping and sustaining an ethical corporate governance culture in listed companies.

I wish the Conference a great success.



The Honourable Paul CHAN Mo-po, GBM, GBS, MH, JP
Financial Secretary
Hong Kong Special Administrative Region

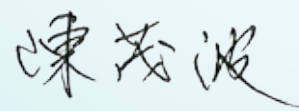
我祝賀廉政公署和各協辦的政府部門、監管機構、專業團體及商會，成功舉辦是次上市公司商業道德會議。

作為國際金融和商業中心，香港一直非常重視維護和提升良好的企業管治。良好的企業管治不單展示企業對股東的責任感和問責，更能提升投資者對企業的能力和企業管理層誠信的信心。因此良好企業管治是企業能否在二十一世紀經濟中蓬勃發展的關鍵。

更重要的是，企業管治決定了公司的質素，以至上市平台的質素和競爭力。特區政府一直非常關注市場的質素。我們和監管機構一直與業界緊密合作，鼓勵上市公司秉承良好的企業管治文化，並且做得比法律和法規所要求的更好。這正正是今年會議主題「企業管治：符規以外」的精神。

我欣悉廉政公署將在會議上推出上市公司商業道德培訓教材，我相信這套教材將對塑造及維持上市公司的企業道德文化大有幫助。

我祝願是次會議圓滿成功。



香港特別行政區財政司司長
陳茂波先生，大紫荊勳賢，GBS, MH, JP

Commissioner's Message

廉政專員獻辭



I warmly welcome you to the Conference on Business Ethics for Listed Companies themed "Corporate Governance: Compliance and Beyond".

According to the 2017 World Competitiveness Yearbook, Hong Kong was again rated as the most competitive economy this year. As a leading international financial centre with over 2,000 listed companies from around the globe and a market capitalisation of HK\$28,000 billion, Hong Kong also won praises for its clean business environment and market integrity. To sustain these hard earned advantages, listed companies must not only comply with the laws and regulations, but also uphold ethical governance at all times to ensure sustainable developments.

The Independent Commission Against Corruption (ICAC) has for years promoted ethical corporate governance as the first line of defence against corruption. In 1995, the Community Relations Department of the ICAC set up the Hong Kong Business Ethics Development Centre (HKBEDC) in partnership with the major chambers of commerce to promote business ethics and good governance in the business community on a long-term basis. This Conference, organised under the three-year Ethics Promotion Programme for Listed Companies in collaboration with 18 co-organisers, signifies the resolve, commitment and concerted efforts of major stakeholders in the constant pursuit of sound, ethical governance of listed companies.

At this Conference, we are pleased to have distinguished leaders from law enforcement agencies, market regulators and major corporations to share their expertise and insights into good corporate governance. We look forward to many fruitful exchanges to the benefit of all participants in the Conference.

With your staunch support, Hong Kong will continue to thrive as a world class financial centre renowned for its clean market and sound governance.

Simon Y L Peh, SBS, IDSM
Commissioner
Independent Commission Against Corruption
Hong Kong Special Administrative Region

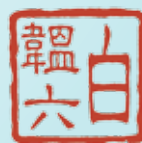
歡迎各位出席以「企業管治：符規以外」為題的上市公司商業道德會議。

根據《二零一七年世界競爭力年報》，香港今年繼續獲評為最具競爭力的經濟體。香港作為環球金融中心，雲集超過二千間來自世界各地的上市公司，總市值達 28 萬億港元，同時其廉潔的營商環境和穩健的市場亦備受稱譽。要保持這些得來不易的優勢，上市公司不單要守法循規，更須時常秉持誠信管治，令企業得以持續發展。

廉政公署（廉署）多年來致力鼓勵企業實踐誠信管治作為抵禦貪污的首道防線。廉署社區關係處在 1995 年與主要商會攜手成立香港商業道德發展中心（中心），向商界持續推廣商業道德和良好管治。中心和十八個合辦機構合力推動為期三年的「上市公司商業道德推廣計劃」及舉辦這次會議，正好標誌著各主要持份者同心同德，協力推動上市公司健全而廉潔的管治。

這次會議邀請了執法部門、市場監管機構，以及企業的傑出領袖，分享對良好企業管治的真知灼見。我熱切期待會議能對課題有深入討論，令所有與會者均有所裨益。

依賴你們的支持，香港定能保持國際金融中心的領先地位，並繼續以廉潔的市場和健全的企業管治享譽全球。



香港特別行政區廉政公署
廉政專員
白韞六，SBS, IDSM

Programme Rundown 會議程序

1 September 2017 二零一七年九月一日

0900 - 0925 Opening Remarks

Mr Simon Y L Peh, SBS, IDSM

Commissioner, Independent Commission Against Corruption
Hong Kong Special Administrative Region

Keynote Speech

Mr James Lau, JP

Financial Secretary (Acting)
Hong Kong Special Administrative Region

0925 - 1055 Plenary Session - Corporate governance:
Recent regulatory development

Moderator

Professor Simon S M Ho

President
Hang Seng Management College

Speakers

Mr Brian Ho

Executive Director, Corporate Finance
Securities and Futures Commission

Mr David Graham

Chief Regulatory Officer and Head of Listing
Hong Kong Exchanges and Clearing Limited

Mr Raymond Ng

Director of Community Relations
Independent Commission Against Corruption
Hong Kong Special Administrative Region

1055 - 1125 Tea Break

1125 - 1235 Panel Discussion - Business ethics:
Practitioners' experience

Moderator

Mr Amirali B. Nasir, MH, JP

Vice-President
The Law Society of Hong Kong

Speakers (In Alphabetical Order)

Mr Alden Leung

Former Chair, Ethics Committee
Hong Kong Institute of Certified Public Accountants

Ms Liaw Lily, Rita

Director of Corruption Prevention
Independent Commission Against Corruption
Hong Kong Special Administrative Region

Mr Paul A. Stafford, FCIS FCS(PE), BA, ACIB

Vice-President
The Hong Kong Institute of Chartered Secretaries

Dr Kelvin Wong, JP, DBA, FHKIoD

Immediate Past Chairman
The Hong Kong Institute of Directors

1235 - 1300 Concluding Remarks

Professor Sun Kai Lit, Cliff, BBS, JP

Chairman, Hong Kong Business Ethics Development Advisory Committee

1300 - 1415 Luncheon Speech

The Hon C K Chow, GBS, JP

Chairman
Hong Kong Exchanges and Clearing Limited

1415 End of Programme

開幕辭

白韜六先生, SBS, IDSM
香港特別行政區廉政公署
廉政專員

專題演講

劉怡翔先生, JP
香港特別行政區
財政司司長 (署理)

全體會議 - 企業管治：近期法規發展

主持

何順文教授
恒生管理學院校長

演講嘉賓

何賢通先生
證券及期貨事務監察委員會
企業融資部執行董事

戴林瀚先生
香港交易及結算所有限公司
集團監管事務總監及上市科主管

伍國明先生
香港特別行政區廉政公署
社區關係處處長

茶歇

專題討論 - 商業誠信：業界的經驗

主持

黎雅明先生, MH, JP
香港律師會副會長

演講嘉賓 (跟英文姓氏排序)

梁國基先生
香港會計師公會
專業操守委員會前主席

廖莉莉女士
香港特別行政區廉政公署
防止貪污處處長

邵德勳先生, FCIS FCS(PE), BA, ACIB
香港特許秘書公會副會長

黃天祐博士, JP, DBA, FHKIoD
香港董事學會卸任主席

總結辭

孫啟烈教授, BBS, JP
香港商業道德發展諮詢委員會主席

午餐會演講

周松崗議員, GBS, JP
香港交易及結算所有限公司主席

活動結束

Keynote Speaker's Biography 專題講者簡介

Mr James Lau was appointed the Secretary for Financial Services and the Treasury on 1 July 2017.

Mr Lau joined the Hong Kong Government as an Administrative Officer (AO) in 1979 and was promoted through the ranks to AO Staff Grade C in April 1988. He joined the Hong Kong Monetary Authority (HKMA) in April 1993 and was the Head and Executive Director of various divisions of the HKMA until 2004.

In July 2004, Mr Lau was seconded to the Hong Kong Mortgage Corporation as Chief Executive Officer until he retired in December 2012. Mr Lau was appointed Under Secretary for Financial Services and the Treasury in January 2014.

Mr Lau holds a Bachelor of Mathematics (Computer Science and Statistics) Honours Degree and a Master of Mathematics Degree in Computer Science from the University of Waterloo, Canada.



Mr James Lau, JP

*Financial Secretary (Acting),
Hong Kong Special Administrative Region*

劉怡翔先生, JP
香港特別行政區財政司司長 (署理)

劉怡翔先生由二零一七年七月一日起出任財經事務及庫務局局長。

劉怡翔於一九七九年加入政府，任職政務職系，於一九八八年四月晉升首長級丙級政務官。他於一九九三年四月加入香港金融管理局（金管局），至二零零四年期間出任金管局不同部門的主管及助理總裁。二零零四年七月借調香港按揭證券有限公司，出任該公司總裁至二零一二年年底榮休，並於二零一四年一月獲委任為財經事務及庫務局副局長。

劉怡翔持有加拿大滑鐵盧大學數學學士及數學碩士學位。

Luncheon Speaker's Biography 午餐會講者簡介

The Hon C K Chow is the Chairman of Hong Kong Exchanges and Clearing Limited (HKEX). He is also a non-official member of the Executive Council of the Hong Kong Special Administrative Region of the People's Republic of China, a non-official member of the Economic Development Commission of the HKSAR and Convener of the Working Group on Transportation under the Commission. He was appointed the Chairman of the Advisory Committee on Corruption of the Independent Commission Against Corruption in January 2013. Prior to joining HKEX, C K Chow was the Chief Executive Officer of the MTR Corporation Limited from 2003 to 2011; the Chief Executive Officer of Brambles Industries PLC, a global support services company listed in the UK and Australia, from 2001 to 2003; and the Chief Executive of GKN PLC, a global engineering company, from 1997 to 2001.

C K Chow is also an Independent Non-Executive Director of AIA Group Ltd., a Steward of the Hong Kong Jockey Club and a director of the World Federation of Exchanges. He was appointed an independent non-executive representative of global governance council of Ernst & Young Global Limited in 2016.



The Hon C K Chow, GBS, JP

*Chairman,
Hong Kong Exchanges and Clearing Limited*

周松崗議員, GBS, JP
香港交易及結算所有限公司主席

周松崗議員為香港交易所主席。他亦為香港特別行政區行政會議非官守議員、經濟發展委員會非官方委員及委員會屬下航運業工作小組之召集人；並於 2013 年 1 月獲委任為廉政公署貪污問題諮詢委員會主席。加入香港交易所前，周松崗歷任多家公司高層：包括 2003 年至 2011 年為香港鐵路有限公司行政總裁；2001 年至 2003 年為英國及澳洲上市的環球支援服務公司布萊堡工業集團行政總裁；1997 年至 2001 年為英國的跨國工程公司 GKN PLC 總裁。

周松崗現為友邦保險控股有限公司的獨立非執行董事、香港賽馬會董事及國際證券交易所聯會董事。他亦於 2016 年獲委任為 Ernst & Young Global Limited 全球管治理事會的獨立非執行代表。

Speakers' Biographies 講者簡介

(Names listed in alphabetical order) (排名以英文姓氏排序)

Mr David Graham is Chief Regulatory Officer, and Head of Listing at the Hong Kong Exchanges and Clearing Limited.

Mr Graham has over 30 years of experience in legal and financial services. He started his career with Freshfields in the UK in 1982, was promoted to Partner in 1991 and moved to Hong Kong in 1999. Since leaving Freshfields in 2001, he has held various senior General Counsel positions in Morgan Stanley, UBS and Nomura, both in Asia and in Europe.

Mr Graham has been a member of a number of committees of the Hong Kong Securities and Futures Commission, including serving as a member, and then a Deputy Chairman, of the Hong Kong Takeovers Panel from 2001 to 2012.

Mr Graham graduated from Oxford University in 1981. He is admitted as a solicitor in England and Wales and in Hong Kong.



Mr David Graham

Chief Regulatory Officer and Head of Listing,
Hong Kong Exchanges and Clearing Limited

戴林瀚先生

香港交易及結算有限公司
集團監管事務總監及上市科主管

戴林瀚先生於 2013 年初獲委任為香港交易及結算有限公司（港交所）集團監管事務總監及上市科主管。

戴林瀚先生於法律及金融服務方面積逾 30 年經驗。其於 1982 年入職英國 Freshfields (現稱 Freshfields Bruckhaus Deringer)，1991 年晉升為合夥人，並於 1999 年移居香港。戴林瀚先生 2001 年加入摩根士丹利任其亞洲區（不包括日本）法律顧問後一直在金融服務界工作。後來曾於瑞銀（UBS）英國及亞洲區擔任要職，其中包括瑞銀投資銀行全球首席法律顧問一職。上任港交所前，戴林瀚先生在野村（Nomura）出任該行批發業務的全球法律顧問主管。

戴林瀚先生是香港證券及期貨事務監察委員會（證監會）數個委員會的委員，包括在 2001 年至 2012 年期間曾任收購及合併委員會的委員及副主席。其於 2012 年至 2015 年期間曾為英國收購委員會的守則委員會（Code Committee）委員。戴林瀚先生現為證監會諮詢委員會和公司法改革常務委員會的委員。

戴林瀚先生 1981 年畢業於牛津大學，並於英格蘭及威爾斯以及香港持有律師資格。

Speakers' Biographies

講者簡介

Professor Simon S M Ho is the President of Hang Seng Management College in Hong Kong. He is a certified public accountant in the UK, Australia and Canada. He is currently Chairman of the Hong Kong Corporate Governance Forum, Editor of the *Asian Journal of Business Ethics* and Editorial Board Member of the *Journal of Business Ethics*.

Previously, he was Vice Rector (Academic Affairs) of the University of Macau, Dean of the School of Business and Director of the Centre for Corporate Governance & Financial Policy (CCGFP) at the Hong Kong Baptist University (HKBU), and Director of the School of Accountancy at The Chinese University of Hong Kong.

He led the Business School of HKBU to become the first UN Principles of Responsible Management Education (PRME) signatory institution in Asia in 2004. He co-founded the biennial World Business Ethics Forum in 2005. In 2007, he was the key person in developing the *Hong Kong Corporate Governance Excellence Awards* and the *Hong Kong Corporate Governance Charter*, organised jointly by the Hong Kong Chamber of Listed Companies and the CCGFP of HKBU.

Professor Ho's works on corporate governance, business ethics and stakeholder-based governance model have received wide attention and international awards. He was the first Chinese awarded the *Faculty Pioneer Award* (described as Oscar of the business school world by the *Financial Times*) by the Aspen Institute, USA in 2008. Further, he was elected as one of the 100 Most Influential People in Business Ethics 2008 by Ethisphere, one of the world's most recognized bodies in business ethics and anti-corruption.



Professor Simon S M Ho
President,
Hang Seng Management College

何順文教授
恒生管理學院校長

何順文教授現為香港恒生管理學院校長。他為英國、澳洲與加拿大註冊會計師。現任香港企業管治論壇主席、《亞洲商業倫理學報》(AJBE) 編輯及《商業倫理學報》(JBE) 編輯委員。

他曾出任澳門大學副校長(學術)、香港浸會大學工商管理學院院長兼企業管治與財務政策研究中心(CCGFP)主任,及香港中文大學會計學院院長。

他在 2004 年帶領浸大商學院成為亞洲首間院校簽章加入成為聯合國《負責任管理教育原則》(PRME) 組織。在 2005 年合創每兩年一度的《世界商業倫理論壇》。在 2007 年主力開發由香港上市公司商會與浸大 CCGFP 合辦的《香港公司管治約章》。

何教授在企業管治、商業倫理與持份者為本管治模式的研究受到廣泛注視。在 2008 年,他為首位華人獲美國亞斯平學院 (Aspen Institute) 頒發「學界先鋒獎」(此獎被《金融時報》譽為商學院界的奧斯卡獎)。他在 2008 年亦獲環球商業道德與反貪機構 Ethisphere 評選為一百名在商業倫理最具影響力的人物。

Speakers' Biographies

講者簡介

Mr Brian Ho is a member of the Securities and Futures Commission (SFC). He is also an Executive Director with responsibility for the Corporate Finance Division. That Division is responsible for regulating takeover and merger activities, administering corporate conduct under the Securities and Futures (Stock Market Listing) Rules and overseeing listing policy matters.

Mr Ho has been working in the SFC for more than 20 years. Before joining the SFC, Mr Ho practised as a solicitor in Hong Kong.

Mr Ho also sits on the Public Shareholders Group (Chairman), the Nominations Committee, Committee on Real Estate Investment Trusts and the Executive Committee of the SFC, and the Listing Nominating Committee of the Stock Exchange.



Mr Brian Ho

*Executive Director, Corporate Finance,
Securities and Futures Commission*

何賢通先生

證券及期貨事務監察委員會
企業融資部執行董事

何賢通先生是證券及期貨事務監察委員會（證監會）委員，並且是掌管企業融資部的執行董事。該部門負責監管收購及合併活動、在上市公司操守方面執行證券及期貨（在證券市場上市）規則的監管工作，以及監察上市的政策事宜。

何先生已服務證監會超過 20 年。在加入證監會前，他曾在香港執業為律師。

何先生兼任證監會公眾股東權益小組主席、提名委員會、房地產投資信託基金委員會、執行委員會委員，以及聯交所的上市提名委員會委員。

Speakers' Biographies

講者簡介

Mr Alden Leung is the Risk Management Leader of Ernst & Young. He was the Chairman of the Hong Kong Institute of Certified Public Accountants (HKICPA)'s Ethics Committee from July 2012 to December 2015. He was a Technical Advisor to IESBA. Alden specialises in international, China and Hong Kong regulatory matters as well as accounting and auditing matters.

Alden is active in serving the accounting profession in China and Hong Kong. Among his other appointments, he had been appointed by the PRC Ministry of Finance as a member of the Accounting Standards Strategy Committee, Committee of Foreign Expert Consultants on the Development of Auditing Standards, and as a member of the China Accounting Standard Committee's Expert Consultants Group. He has also been appointed by the Chinese Institute of Certified Public Accountants (CICPA) as a member of the Auditing Standards Committee and a member of the Professional Ethics Committee.

Alden is a Practicing Member of the HKICPA, a Practicing Member of the Chinese Institute of Certified Public Accountants, a Fellow Member of the Chinese Institute of Certified Public Accountants and a Member of the Institute of Chartered Accountants in England and Wales.



Mr Alden Leung

*Former Chair, Ethics Committee,
Hong Kong Institute of Certified Public
Accountants*

梁國基先生

香港會計師公會
專業操守委員會前主席

梁國基先生現任安永會計師事務所風險管理主管合夥人，並曾任香港會計師公會專業操守委員會主席（2012年7月至2015年12月）及國際職業道德準則委員會技術顧問。梁先生擅長領域為國際、香港及中國監管事宜，以及會計審計事宜。

梁先生一直活躍於香港及中國會計界，他的一些其他公職包括：曾任中國財政部會計準則戰略委員會委員、獨立審計準則外國及港澳臺專家諮詢組成員、會計準則委員會會計準則諮詢專家，以及中國註冊會計師協會審計準則委員會委員、職業道德準則委員會委員。

梁先生為香港註冊會計師、中國註冊會計師、中國註冊會計師協會資深會員以及英國特許會計師公會會員。

Speakers' Biographies

講者簡介

Ms Rita Liaw joined the Independent Commission Against Corruption (ICAC) after graduation from The Chinese University of Hong Kong with an Honours Degree in Social Science. She also holds a Master Degree in Public Administration (The University of Hong Kong).

Ms Liaw currently heads the Corruption Prevention Department (CPD), which has a statutory duty to minimise corruption opportunities in the working methods of government departments and public bodies. This is achieved through examining their practices and procedures to identify loopholes for abuse and recommending measures to plug them. CPD also provides to both public and private organisations advisory services on codes of conduct, system control and procedural safeguards against corruption.

Before taking up the post of Director of Corruption Prevention, Ms Liaw has worked for 35 years in the Community Relations Department, which is responsible for educating the public against the evils of corruption and enlisting public support in combatting corruption.



Ms Liaw Lily, Rita

*Director of Corruption Prevention,
Independent Commission Against Corruption,
Hong Kong Special Administrative Region*

廖莉莉女士
香港特別行政區廉政公署
防止貪污處處長

廖莉莉處長持有香港中文大學社會科學（榮譽）學士，大學畢業後隨即加入廉政公署工作。廖處長還持有香港大學公共行政碩士學位。

廖處長現掌管防止貪污處，其法定職責為審查各政府部門及公共機構的工作常規及程序，找出容易出現舞弊行為的漏洞，並建議修訂有關的工作方法及程序，以減低貪污風險。防止貪污處亦為公、私營機構提供防貪顧問服務，包括為個別機構制訂行為守則、改善系統控制及建議預防舞弊的機制。

在擔任防止貪污處處長前，廖處長已服務社區關係處達 35 年，主要工作為教育市民認識貪污的禍害及爭取公眾支持肅貪倡廉的工作。

Speakers' Biographies

講者簡介

Mr Amirali B. Nasir first joined the Law Society Council in 2005 and has since been involved in the work of Guidance Committee, Standing Committee on Practitioners Affairs, Standing Committee on Policy & Resources, Standing Committee on Compliance, Standing Committee on Standards and Development, Standing Committee on Member Services, Standing Committee on External Affairs, International Legal Affairs Committee, Litigation Committee, Technology Committee, Working Party on Islamic Finance and various other committees. Mr Nasir is the founder of Nasirs Solicitors. His main areas of practice are litigation, company, commercial, Islamic finance, property, trusts and notarial services.

Mr Nasir was educated, and first qualified as a solicitor, in London, UK. He moved to Hong Kong and first practised as a solicitor at a prominent local firm of solicitors after which he established the firm of AB Nasir & Co later renamed NASIRS. In addition to his practise as a Solicitor in Hong Kong, he is enrolled as a solicitor in England and Wales and as a Notary Public by faculty granted in Hong Kong and in England and Wales. Mr Nasir is also a trustee of a local charitable trust serving the local community in all aspects of life.

Mr Nasir was appointed a Justice of the Peace in July 2005.



Mr Amirali B. Nasir, MH, JP

*Vice-President,
The Law Society of Hong Kong*

黎雅明先生, MH, JP
香港律師會副會長

黎雅明律師於 2005 年起加入律師會理事會，曾參與指導委員、執業者事務常務委員會、政策及資源常務委員會、審查及紀律常務委員會、專業水準及發展常務委員會、會員服務常務委員會、對外事務常務委員會、國際法律事務委員會、訴訟委員會、科技委員會、伊斯蘭金融工作小組及其他委員會工作。黎雅明律師創辦 AB Nasir & Co，後改名為 NASIRS，黎雅明律師現時負責律師行之營運，主理有關訴訟、商業及公司、伊斯蘭金融、土地、信託及公證等。

黎雅明律師於英國倫敦接受教育並取得英國執業律師資格。其後移居香港，於成立黎雅明律師行前，曾於一家本地知名律師事務所執業。黎雅明律師亦獲准在英格蘭威爾斯執業，及擁有香港國際公證人及英格蘭威爾斯公證人資格。他亦是一家以服務本地社群為主的慈善基金之信託人。

另外，黎雅明律師於 2005 年 7 月獲委任為太平紳士。

Speakers' Biographies

講者簡介

Mr Raymond Ng joined the Community Relations Department (CRD) of ICAC in 1984. He was cross-posted to the Corruption Prevention Department and became Assistant Director in 2010. He then served as Assistant Director of CRD in 2011. Before taking up the current post in 2015 to head CRD's preventive education and publicity initiatives, he was Secretary to Commissioner of ICAC, leading the Administration Branch to oversee human and financial resources management, media communications, anti-corruption studies, etc.

Over the 33 years of services, Mr Ng had worked in a variety of posts such as the Executive Director of Hong Kong Ethics Development Centre to promulgate business ethics; Regional Officer to disseminate anti-corruption messages to different strata of the community; Programme Coordinator (Youth) to promote positive values to youngsters; and Principal Corruption Prevention Officer to assist clients to improve work procedures. Mr Ng was awarded the Director of Community Relations' Commendation and the Commissioner's Commendation for organising a regional Youth Summit in 2003 and a Directors' Forum in 2007 respectively.

Mr Ng holds degrees in Bachelor of Social Science (First Class Honours) in Government and Public Administration from The Chinese University of Hong Kong and Master of Public Administration from The University of Hong Kong.



Mr Raymond Ng

*Director of Community Relations,
Independent Commission Against Corruption,
Hong Kong Special Administrative Region*

伍國明先生
香港特別行政區廉政公署
社區關係處處長

伍國明處長於 1984 年加入廉政公署社區關係處，其後借調防止貪污處並於 2010 年晉升為助理處長。他於 2011 年擔任社區關係處助理處長並在 2015 年調回社區關係處出任處長，統領社區關係處的倡廉教育及宣傳策略。在擔任現時職位前，伍處長為廉署秘書長及助理處長 / 行政，率領行政總部推展人力及財政資源管理、傳訊及傳媒事務和廉政建設研究等工作。

在過去超過 33 年的廉署服務生涯，伍處長曾擔任不同崗位包括香港道德發展中心總幹事、地區首席廉政教育主任、青年事務統籌及首席防貪主任，負責統籌推動商業道德、向社會各界宣傳反貪訊息、向年青人推廣正面價值觀及協助服務對象改善工作程序等防貪教育工作。伍處長分別於 2003 年及 2007 年舉辦了地區青年峰會及董事論壇而獲頒發社區關係處處長嘉許狀和廉政專員嘉許狀。

伍處長大學時主修政治與行政，持有香港中文大學社會科學（一級榮譽）學士及香港大學公共行政碩士學位。

Speakers' Biographies

講者簡介

Mr Paul A. Stafford is currently the Vice-President of The Hong Kong Institute of Chartered Secretaries (HKICS), the Chairman of the Professional Development Committee, Convenor of the Rebranding Working Group, Vice-Chairman of the Company Secretaries Panel and a member of the Human Resources Committee. He was elected a Council Member of HKICS on 30 April 2014 and was the Vice-Chairman of the Membership Committee during 2015. He has been an Institute of Chartered Secretaries and Administrators (ICSA) Council member since 1 January 2015 for a two-year term.

Paul is also the Corporation Secretary of The Hongkong and Shanghai Banking Corporation Limited (HSBC) and Regional Company Secretary for HSBC, Asia-Pacific. He is responsible for leading the team of about 75 company secretaries that support Boards and Directors throughout Asia-Pacific.

Paul holds a BA Honours Degree in Modern History from the University of Liverpool. He qualified as an Associate of the Chartered Institute of Bankers in 1990 and as an Associate of the ICSA in 1996 and was admitted Fellow of HKICS and ICSA in 2013.



Mr Paul A. Stafford, FCIS FCS(PE), BA, ACIB

*Vice-President,
The Hong Kong Institute of Chartered
Secretaries*

邵德勳先生, FCIS FCS(PE), BA, ACIB
香港特許秘書公會副會長

邵德勳先生為香港特許秘書公會副會長、專業發展委員會主席、品牌重塑工作小組召集人、公司秘書小組副主席及人力資源委員會成員。他於 2014 年 4 月 30 日被選為香港特許秘書公會理事會成員，及於 2015 年擔任會籍委員會副主席。他自 2015 年 1 月 1 日起擔任特許秘書及行政人員公會理事會成員，任期為兩年。

邵德勳先生同時為香港上海滙豐銀行有限公司（滙豐）公司秘書及香港上海滙豐銀行有限公司亞太區公司秘書。他負責帶領滙豐集團約 75 名公司秘書，以支援亞太區的董事會及董事。

邵德勳先生持有利物浦大學（榮譽）文學士，主修現代歷史。他分別於 1990 年及 1996 年獲特許銀行學會及特許秘書及行政人員公會會士的資格。其後於 2013 年，他成為香港特許秘書公會和特許秘書及行政人員公會的資深會士。

Speakers' Biographies

講者簡介

Professor Sun Kai Lit, Cliff, BBS, JP, aged 64, was born in Hong Kong.

Professor Sun is Chairman of Kinox Enterprises Ltd and Kin Hip Metal and Plastic Factory Ltd. Professor Sun possesses some 35 years of management experience in the business of wholesale distribution and manufacturing of kitchenware and other metal and plastic products. He has served as the Chairman of the Hong Kong Exporters' Association from 2002 to 2006 and the Chairman of Federation of Hong Kong Industries from 2009 to 2011.

At present, Professor Sun is a member of the 11th Zhejiang Committee of the Chinese People's Political Consultative Conference. He is also the Honorary Chairmen of many business and industry associations, including Federation of Hong Kong Industries, the Hong Kong Plastics Manufacturers Association Ltd, the Hong Kong Exporter's Association, the Hong Kong Q-Mark Council, and the President of the CPPCC (Shenzhen) Hong Kong and Macao Members Association as well as Shenzhen Overseas Chinese International Association. He serves as co-founder and non-executive director of China South International Industrial Materials City (Shenzhen) Co. Ltd (stock code : 1668), independent non-executive director of Ka Shui International Holdings Ltd (stock code : 0822), as well as Wisdom Education International Holdings Company Ltd (stock code : 6068); all of these companies are publicly listed at the Hong Kong Stock Exchange. He was appointed Adjunct Professor of City University of Hong Kong in January, 2017.



Professor Sun Kai Lit, Cliff, BBS, JP

*Chairman,
Hong Kong Business Ethics Development
Advisory Committee*

孫啟烈教授, BBS, JP
香港商業道德發展諮詢委員會主席

孫啟烈教授，銅紫荊星章、太平紳士，64歲，生於香港。

孫啟烈教授為建樂士企業有限公司、建業五金塑膠廠有限公司主席。孫教授於廚具及其他金屬及塑膠產品批發分銷及製造業方面擁有逾35年的管理經驗。曾於2002年至2006年出任香港出口商會主席及2009年至2011年出任香港工業總會主席。

孫教授現時為中國人民政治協商會議第十一屆浙江省委員會委員。彼同時亦為多個工商社團的名譽會長，包括：香港工業總會、香港塑膠業廠商會、香港出口商會、香港優質產品標誌局，及現任深圳市政協歷屆港澳委員聯誼會會長和深圳市僑商國際聯合會會長。彼現為香港聯交所上市之華南國際工業原料城（深圳）有限公司（1668）的聯合創始人兼非執行董事及嘉瑞國際控股有限公司（0822）及睿見教育國際控股有限公司（6068）的獨立非執行董事；彼於2017年1月獲香港城市大學禮聘為客席教授。

Speakers' Biographies

講者簡介

Dr Kelvin Wong is an Executive Director, a Deputy Managing Director and the Chairman of Corporate Governance Committee of COSCO SHIPPING Ports Limited. He is also an Independent Non-executive Director of seven listed companies in Hong Kong.

Dr Wong is a member of Operations Review Committee of Independent Commission Against Corruption, the Immediate Past Chairman and was the Chairman (2009-2014) of The Hong Kong Institute of Directors, a Non-executive Director of Securities and Futures Commission, the Chairman of Investor Education Centre and a member of Financial Reporting Council.

Dr Wong obtained his Master of Business Administration degree from Andrews University in Michigan, the USA in 1992 and his Doctor of Business Administration degree from The Hong Kong Polytechnic University in 2007.



Dr Kelvin Wong, JP, DBA, FHKIoD

*Immediate Past Chairman,
The Hong Kong Institute of Directors*

黃天祐博士, JP, DBA, FHKIoD
香港董事學會卸任主席

黃天祐博士為中遠海運港口有限公司執行董事、董事副總經理及公司管治委員會主席，亦為七間香港上市公司獨立非執行董事。

黃博士為廉政公署審查貪污舉報諮詢委員會委員、香港董事學會卸任主席及曾任該學會的主席 (2009-2014)、證券及期貨事務監察委員會非執行董事、投資者教育中心主席及財務匯報局成員。

黃博士於 1992 年在美國密茲根州 Andrews University 獲取工商管理碩士學位及於 2007 年在香港理工大學獲取工商管理博士學位。

“Compliance and Beyond” Training Package on Business Ethics for Listed Companies

「符規以外」上市公司商業道德培訓教材

The Hong Kong Business Ethics Development Centre (HKBEDC) has specially designed a comprehensive package to give insights to listed companies on ethical governance. This package, comprising the following, is designed for either self-learning or internal training of company directors, senior executives and related professionals involved in corporate affairs.

(1) Training Videos

There are three episodes illustrating common ethical risks during daily operations, prelisting, and takeover and merger stages of listed companies. They also highlight the fiduciary duties of company directors and senior management in promoting good governance and guardian roles of professionals in safeguarding the interests of different stakeholders. Teaching points introducing relevant laws and regulations as well as good practices are available for reference.

Ethics Legacy: The story reveals the common ethical challenges such as conflict of interest, cross-boundary corruption and use of false document to deceive principal in the daily operations of listed companies.

The Gong Dream: The story depicts an ambitious listing plan which involves the common misconduct and corrupt practices such as fraud, connected transactions and bribery in the prelisting process.

Backdoor Traps: The story discloses the possible corrupt practices and common misconduct such as bribery and insider trading in the takeover and merger stages of listed companies.

香港商業道德發展中心特別製作了一套全方位培訓教材，向上市公司提供誠信管治的資訊。培訓教材供公司董事、高級管理人員和相關專業人士自學或作內部培訓之用，包括以下三部分：

(一) 培訓短片

培訓短片包含三個處境故事，探討上市公司在日常運作、籌備上市及企業併購等環節上所面對的誠信風險。故事亦強調公司董事及高級管理人員推行良好管治的誠信責任，以及專業人士在維護不同持分者的利益應擔當的把關角色。教材同時備有學習重點，以介紹相關法例、規例及良好管治指引作參考。



商誠記: 故事揭示上市公司在日常運作中常出現的誠信挑戰，當中包括利益衝突、跨境貪污及利用虛假文件欺騙主事人。

銅鑼夢: 故事透過一個雄心勃勃的上市計劃，揭示企業在籌備上市的過程中，常見的不當及貪污舞弊行為，如詐騙、關連交易及賄賂。

殼伏: 故事揭示企業在併購過程中可能出現的貪污舞弊及常見的不當行為，例如賄賂及內幕交易。



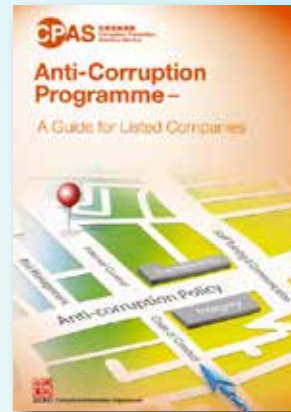
(2) Toolkit on Directors' Ethics

The Toolkit aims to provide a handy reference with practical tools to monitor ethical challenges and salient points to practise good governance. It contains 13 case studies discussing legal and regulatory requirements for Hong Kong listed companies and directors' roles in ethical leadership.



(二) 董事誠信實務指南

此指南旨在為公司董事就監察公司的誠信挑戰及實踐良好管治提供參考重點及實用工具。指南內載有十三篇個案研究，臚列與上市公司有關的法例和監管規章及公司董事的誠信領導角色。



(3) Anti-Corruption Programme – A Guide for Listed Companies

The Guide aims at helping listed companies develop and effectively implement corporate anti-corruption programmes to prevent corruption. It covers major provisions of the Prevention of Bribery Ordinance, corruption risk identification and controls as well as promulgation of anti-corruption practices.

(三) 上市公司防貪系統實務指南

此指南旨在協助上市公司制訂及有效地落實企業防貪系統，以堵塞貪污漏洞。內容涵蓋《防止賄賂條例》的主要條文、貪污風險的評估及監控與推廣防止貪污的做法。

For more information, please visit <http://www.hkbedc.icac.hk/lc> or contact the HKBEDC at **(852) 2587-9812** / by email to hkbedc@crd.icac.org.hk.

如欲了解更多資料，請瀏覽 <http://www.hkbedc.icac.hk/lc> 或致電 **(852) 2587-9812** / 電郵至 hkbedc@crd.icac.org.hk 與中心聯絡。

Services of Hong Kong Business Ethics Development Centre

香港商業道德發展中心的服務

In partnership with 10 major chambers of commerce in Hong Kong, the Community Relations Department of ICAC established the Hong Kong Business Ethics Development Centre (HKBEDC) to collaborate with the business community in promoting business and professional ethics and good governance as important safeguards against corruption and fraud.

Services of the HKBEDC include:

- Providing free consultancy service to help business organisations implement corporate ethics programme to build ethical corporate culture;
- Organising trainings and workshops to enhance staff's knowledge on anti-corruption law, integrity management and ethical decision making;
- Assisting companies to formulate and review codes of conduct that set the behavioral standards; and
- Publishing practical guides, videos and training packages to help trade practitioners and professionals manage ethical issues and prevent corruption.

HKBEDC maintains a dedicated website for listed companies (www.hkbedc.icac.hk/lc). Relevant materials and speeches of the Conference can be found in this website. You are also welcome to contact the HKBEDC for more information or request of services.

Tel: (852) 2587-9812

Fax: (852) 2519-7762

Email: hkbedc@crd.icac.org.hk

廉政公署社區關係處聯同本港十個主要商會成立香港商業道德發展中心（中心），致力與商界攜手推動商業及專業道德和良好管治，作為抵禦貪污舞弊的重要防線。

中心的服務包括：

- 提供免費的顧問服務，協助商業機構推行企業誠信管理計劃和建立企業誠信文化；
- 舉辦培訓和工作坊，加深員工對反貪法規、誠信管理和道德抉擇的認識；
- 協助企業制訂和檢討紀律守則，訂明員工須恪守的誠信及行為標準；及
- 編製各類實務指引、影片及培訓教材，協助不同行業從業員與專業人士處理誠信挑戰及預防貪污。

中心特別為上市公司設立專題網站 (www.hkbedc.icac.hk/lc)。請瀏覽此網站，查閱是次會議的資料及講者演辭。如欲獲取更多資訊或申請中心服務，歡迎透過以下方法與中心聯絡。

電話：(852) 2587-9812

傳真：(852) 2519-7762

電郵：hkbedc@crd.icac.org.hk



香港商業道德發展中心
Hong Kong Business Ethics Development Centre

Government Departments / Regulatory Bodies 政府部門/監管機構



公司註冊處
COMPANIES REGISTRY



Official Receiver's Office
破產管理署

HKEX
香港交易所



SECURITIES AND
FUTURES COMMISSION
證券及期貨事務監察委員會

SFC
證監會

Professional Bodies 專業團體



Hong Kong Institute of
Certified Public Accountants
香港會計師公會



CHARTERED
SECRETARIES
特許秘書



香港董事學會
The Hong Kong Institute of Directors
FOUNDED 1997



THE
LAW SOCIETY
OF HONG KONG
香港律師會

Member Chambers of Hong Kong Business Ethics Development Advisory Committee
香港商業道德發展諮詢委員會成員商會



香港工業總會
FHKI
Federation of
Hong Kong Industries



AmCham
香港美國商會
The American Chamber of
Commerce in Hong Kong



香港中華總商會
The Chinese General Chamber of Commerce



香港中華廠商聯合會
The Chinese Manufacturers'
Association of Hong Kong



香港中國企業協會
The Hong Kong Chinese Enterprises Association



Hong Kong General Chamber of Commerce
香港總商會 1861



The British
Chamber of Commerce
in Hong Kong
香港英商會



EUROPEAN CHAMBER
OF COMMERCE
IN HONG KONG
香港歐洲商務協會



香港日本工商會議所
The Hong Kong Japanese Chamber
of Commerce & Industry



香港印度商會
The Indian Chamber of Commerce