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CPD Course Code: _____ (specify course code e.g. J1)

Elective RME Course Code: S13 /Au6 /S9 /O9 /O21 /O12/O16/O18

Coupon Discount (each registration applies to one discount only):

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One seminar registration Discount (based on HK\$1,650 for 3 pts / HK\$2,000 for 4 pts / HK\$3,300 for 7.5 pts)

*****For one registration with no coupon discount,** it can apply for Early Bird Less HK\$100 given that the payment should be reached to our office not less than 12 working days prior to the course date excluding Saturdays, Sundays and public holiday.

Name: (Mr/Ms/Mrs) _____ Company/Firm: _____

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Course Listing CPD 2018 Year – each seminar is applied for 3 points unless otherwise stated

Code	2018 CPD year	CPD / CPT / Non-core CPD Topics
Jul-9	01 Sep (Sat) 09:30 to 12:45	Advising your client on Initial Coin Offerings (ICOS)
S1	04 Sep (Tue) 09:30 to 17:30	Advanced Mandarin Workshop for Lawyers and other professionals – Corporate Finance and Banking in China 7.5 CPD points
S6	07 Sep (Fri) 14:30 to 17:45	Commercial Fraud Litigation
Au5	11 Sep (Tue) 09:30 to 12:45	Restraint of Trade
S10	11 Sep (Tue) 14:30 to 17:45	Small House Policy – Part I
S11	12 Sep (Wed) 14:30 to 17:45	Small House Policy – Part II
S15	13 Sep (Thu) 09:30 to 12:45	Update on the Competition Ordinance – issues for Company Directors
S3	13 Sep (Thu) 14:30 to 17:45	A Practical Analysis of Takeovers in Hong Kong
S12	14 Sep (Fri) 14:30 to 17:45	The Practical Aspects of Building Management and Property Litigation
S5	15 Sep (Sat) 09:30 to 12:45	Compliance for Securities Practitioners Cantonese delivery with English materials
S2	18 Sep (Tue) 09:30 to 17:30	Advanced Mandarin Workshop for Lawyers and other Professionals – Property, Immigration to HK, Wills and Probate and Marriage in China 7.5 CPD points
Ma3	19 Sep (Wed) 14:30 to 17:45	Misrepresentations, statements as to future intentions and silence – the Court of Appeal in <i>Yang Dandan v Hong Kong Resort Co Ltd</i> [2016] HKCA 366
S4	20 Sep (Thu) 09:30 to 12:45	Effective Financial Statement Interpretation & Analysis
Ju6	20 Sep (Thu) 14:30 to 17:45	The Garden Vista case – the role of the ICAC and advice to clients
S13	21 Sep (Fri) 09:15 to 13:00	(RME Elective) Risk Management : Drivers and Analytical Techniques 4 CPD and Elective RME points
O24	21 Sep (Fri) 14:30 to 17:45	One Belt One Road : Protecting your Client Investment
S7	22 Sep (Sat) 09:30 to 12:45	The New HKEx Listing Regimes for New Economy and Biotech companies and other Listing Rule Updates
S8	24 Sep (Mon) 14:30 to 17:45	Understanding Hong Kong's new 2017 Insolvency law – The Companies (Winding Up and Miscellaneous Provisions) Ordinance
S14	26 Sep (Wed) 14:30 to 17:45	Conveyancing 2018
Au6	28 Sep (Fri) 09:15 to 13:00	(RME Elective) Confidentiality – Its Creation and Actions for Breach 4 CPD and Elective RME points
S9	29 Sep (Sat) 09:15 to 13:00	(RME Elective) Risk Management : Corporate Governance and Internal Control – Advising the HK Director 4 CPD and Elective RME points
O15	02 Oct (Tue) 14:30 to 17:45	International Commercial Arbitration
O9	04 Oct (Thu) 14:00 to 17:45	(RME Elective) Risk Management : Money Laundering and the legal requirements of a DNFBP 4 CPD & 4 Elective RME points
O20	05 Oct (Fri) 09:30 to 12:45	The Hong Kong Consumer and the internet – issues in e commerce contract law
S22	05 Oct (Fri) 14:30 to 17:45	The Protection and guarantee of investment : international law and practice in the context of the Belt and Road Initiative
O6	06 Oct (Sat) 09:30 to 12:45	Shareholders' Rights – New Developments
O1	09 Oct (Tue) 09:30 to 17:30	Advanced Mandarin Workshop for Lawyers and other professionals – Corporate Finance and Banking in China 7.5 CPD points
O10	10 Oct (Wed) 14:00 to 17:45	The Interpretation of Contracts and the Contracts (Rights of Third Parties) Ordinance Cap 623 – Issues for drafting and interpretation of contract – but how do we know what the parties intended? 4 CPD points
O3	11 Oct (Thu) 14:30 to 17:45	A Practical Analysis of Convertible Securities for M&A Lawyers
O13	13 Oct (Sat) 09:30 to 12:45	Market Misconducts under The Securities and Futures Ordinance Cantonese delivery with English materials
O16	16 Oct (Tue) 09:15 to 13:00	(RME Elective) Professional Privilege 4 CPD & 4 Elective RME points
O11	16 Oct (Tue) 14:30 to 17:45	Topic issues on Contentious Probate and Administration of Estate
Ju3	18 Oct (Thu) 14:30 to 17:45	The Court of Final Appeal in <i>Moulin Eyecare Trading Ltd (in liquidation) (formerly known as Moulin Optical Manufacturers Ltd) v Commissioner of Inland Revenue</i> [2014] HKCFA 22 - issues for Hong Kong company directors
O21	19 Oct (Thu) 09:15 to 13:00	(RME Elective) Risk Management : Corporate Governance and Internal Control 4 CPD and Elective RME points
O14	19 Oct (Fri) 14:30 to 17:45	Building Management Dispute with Landlord Tenant Law
O7	20 Oct (Sat) 09:30 to 12:45	Money Laundering – New Developments
Au9	23 Oct (Tue) 09:30 to 12:45	Agreed Sum Clauses : Break Fees and others
O4	23 Oct (Tue) 14:30 to 17:45	A Practical Analysis of Disclosure of Securities Interests in Hong Kong
O18	24 Oct (Wed) 14:00 to 17:45	(RME Elective) Professional Negligence 4 CPD & 4 Elective RME points
O5	25 Oct (Thu) 09:30 to 12:45	Effective Financial Statement Interpretation & Analysis
O12	25 Oct (Thu) 14:00 to 17:45	(RME Elective) : Risk Management : Money Laundering and the Hong Kong Solicitor 4 CPD & 4 Elective RME points
O17	26 Oct (Fri) 09:30 to 12:45	Bank Lending and Company Charges
S23	26 Oct (Fri) 14:30 to 17:45	The Changing Global Landscape of International Tax Co-operation : BEPS and the trade / investment challenges
O8	27 Oct (Sat) 09:30 to 12:45	Consumer Protection Law – New Developments
Ju2	29 Oct (Mon) 09:30 to 12:45	Update on the Competition Ordinance – issues for Company Directors
O2	30 Oct (Tue) 09:30 to 17:30	Advanced Mandarin Workshop for Lawyers and other professionals – Property, Immigration to HK, Wills and Probate and Marriage in China 7.5 CPD points
D1	10 Dec (Mon) 14:30 to 17:45	Multi-Storey Building Litigation

(Jul-9) Advising your client on Initial Coin Offerings (ICOS)

Date: 01 September 2018 (Saturday) **Time:** 9:30am–12:45pm **Language:** English **Level:** Elementary

Speaker: Henry Yu, Partner, L&Y Law Office & Max Jackowski, Internal Legal Consultant, L&Y Law Office

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlight: Financial technology or as commonly referred to in the commons as “Fintech” is changing various aspects of the traditional finance and has the potential to radically overhaul the centuries old fundamentals that have underpinned the financial services industry. We are now seeing great disruptions being made in banking, capital markets, corporate finance and consumer finance in which Fintech implementations are bringing in great efficiency, transparency, convenience, cost reductions and access to financial services.

One key aspect of this financial revolution are cryptocurrencies and in particular their ability to facilitate a novel means of project fund raising, commonly referred to as ‘Token Sale’ or ‘Initial Coin Offerings’ (ICO for short), where companies are able to raise funds for various projects by offering to tokens to interested parties.

As of the 20 June 2018 the cryptocurrency market economy cap has reached US\$282,769,000,000 (Coinmarketcap, 2018), with an all-time high standing at US\$819,987,000,000 (on 8 January 2018) (Coinmarketcap, 2018). To date just over US\$13.89 Billion (Coindesk, 2018) was raised in ICOs. With many ICO raising on average US\$24.30 Million (in 2018, Coindesk) such magnitude of funds has cause regulatory authorities in various jurisdictions to take actions whether appropriate to root out fraud or to warn and educate the investing public about the risks and dangerous of investing in ICOs. The most noteworthy regulatory agency that has committed extensive efforts into scrutinizing ICOs is the United States Securities and Exchanges Commissions which has: prosecuted ICO frauds, ordered the unwinding of a potentially illegal ICOs, and run a novel investor education campaign by creating a spoof ICO called ‘HoweyCoin’.

Hong Kong is becoming a strong ICO hub due to the city’s reputable and robust business culture, legal and regulatory system, favorable tax regime, accessible corporate services industry and proximity with China. As more ICO project use Hong Kong as their ‘base of operations’ it is essential for professional advisors to competently assist them in navigate the sale from inception to token issuance and post ICO legal and regulatory issue they may face. In this seminary you will explore:

1. To understand the essential elements that compose an ICO campaign and how to work with the project team to create a solid project offering.
2. To identify the most prominent legal and regulatory challenges that ICO projects encounter and how to advise on the navigations through such challenges.
3. On how to work with issues arising in foreign jurisdiction and strategies on creating efficient synergy with foreign lawyers advising the ICO campaign. With special attention on comparative issues between US and Hong Kong legal doctrines concerning ICOs.
4. On how to implement strong corporate governance culture and advise clients on the best market practices in the industry.

(S1) Advanced Mandarin Workshop for lawyers and other professionals - Corporate Finance and Banking in China

Date: 04 September 2018 (Tuesday) **Time:** 9:30am–5:30pm **Language:** Mandarin **Level:** Advanced

Trainer: Cheung Wai Ying, Senior Mandarin Trainer, Central Learning Holdings Limited

Lawyer CPD Points: 7.5 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 7.5 **Fee:** HK\$3,300

The workshop repeats on 09 October (O1) Tuesday 9:30am to 5:30pm

Highlight: This is an advanced course providing Mandarin Training to professionals (including lawyers, accountants and bankers etc). After an attendee has completed the course, such person should be able to discuss the terms of a listing prospectus in Mandarin with his/her PRC clients. The attendees should be able to pronounce the major terms of a typical listing prospectus and banking documents in Mandarin. This is a workshop type where each attendee will pay active role / interactive role to solve their daily difficulties and problem facilitating by our trainer. New syllabus will be based on the textbook “Putonghua for Legal Profession” written by 沈沂律師. The content includes 貸款與抵押、房地產交易、集資上市和商業事務等 and other work-related material carried by the attendee. Morning session focus on Corporate Finance and afternoon session emphasis on Banking and Investment Business.

- Introduction the key words used in a listing prospectus such as: A) A summary of a typical prospectus, risk factors and corporate information; B) Key aspects of an industry overview / general overview of the company; C) Management; D) Key terms of financial information; E) Future plan and use of proceed; F) Expected timetable; G) Risk factors and corporate information ;
- Continuing with the practice in the Mandarin by means of dialogue from texts and a role-play.
- The content includes 貸款與抵押、房地產交易、集資上市和商業事務等;
- Will go through a few ISDA derivative documents in Mandarin;
- Concentrating on more practices for the individual attendee; Corporate Finance Role Play; Intensive Workshop; Discussion and Q & A

(S6) Commercial Fraud Litigation

Date: 07 September 2018 (Friday) **Time:** 2:30pm – 5:45pm **Language:** English **Level:** Intermediate

Speaker: Yvonne Fong, Barrister-at-law, Plowman Chambers & Tony Ko, Barrister-at-law, Plowman Chambers

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlights : Where fraud has been uncovered, litigators may have to look at legal and practical issues in following, preserving and recovering funds and assets and in pursuing those who were involved in getting it there. Proceedings may have to be initiated with both proprietary and personal claims against recipients of misappropriate assets and in some cases, third party recipients.

In this seminar, the speakers will discuss those various types of claim and will also give an overview of the remedies available, including

- Deceit, Unjust enrichment, Breach of Fiduciary Duties,
- Constructive Trust; Conspiracy; Knowing Receipt and Dishonest Assistance

The speakers will also discuss some common pitfalls and share their experience on how to avoid them, including

- Getting the parties right
- Pleading fraud;
- Preparing for possible defences

(Au5) Restraint of Trade

Date: 11 September 2018 (Tuesday) **Time:** 9:30am–12:45pm **Language:** English **Level:** Intermediate

Speaker: Judith Sihombing, Adjunct Associate Professor at Chinese University of Hong Kong

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlights:

- Restrictive covenants – restraint of trade – “non-compete”
- The basis of the concept
 - o From *Nordenfeldt v Maxim* onwards
- Situations including: employment: contractual obligations to account: club
 - o or associations: guilds: trade secrets and agents
- Is there any applicable legislation – or is it left to the Court?
- How does competition under the ordinance react on restraint of trade?

(S10) Small House Policy– Part I

Date: 11 September 2018 (Tuesday) **Time:** 2:30pm–5:45pm **Language:** English **Level:** Intermediate

Speaker: Christopher Robinson, Former Assistant Director of Lands (Legal)

Lawyer CPD Points: 3 ACCA CPD / SFC CPT / Insurers' CPD Pts: 3 **Fee:** HK\$1,650

Highlights: This is a lecture in a series, providing an overview of practical problems and issues facing conveyancers, mortgages and title insurers when dealing with land and properties in the New Territories (NT). New Territories conveyancing is a complex subject, where practitioners and others may be faced with statute law, Chinese customary law, administrative decisions, Government practice and policy and title problems. The object of this lecture is to provide an overview of the problems and highlight the main areas of concern when the Small House Policy (SHP) is involved. The SHP; Proclamations; Exchanges and Surrenders; Tolerations and waivers of breach of conditions; Certificates of compliance, illegality.

Practitioners face considerable confusion when called upon to act for developers or for an IV in certain dealings where the SHP is involved.

This lecture will examine the issues and evaluate the government's approach to ding rights and To ding.

- **The origin of the SHP**
- **The distinction between a "New Territories Exempt House" (NTEH) and Small House (SH)**
- **(1) Types of SH Grant; Private Treaty Grants (PTGs); (2) Free Building Licences (FBL); (3) Exchanges**

Dealings by IVs in relation to SH Grants- Acting for IV's when selling and for a purchaser from an IV

Illegality issues;

Analysis of some recent cases

(S11) Small House Policy– Part II

Date: 12 September 2018 (Wednesday) **Time:** 2:30pm–5:45pm **Language:** English **Level:** Intermediate

Speaker: Christopher Robinson, Former Assistant Director of Lands (Legal)

Lawyer CPD Points: 3 ACCA CPD / SFC CPT / Insurers' CPD Pts: 3 **Fee:** HK\$1,650

Highlights: This lecture is the second on the SHP, and examines the following issues:

- The historical origins of the SHP up to its formulation as a formal policy in December 1972.
- The Block Crown lease ~ building covenant in conflict with the ding rights of indigenous villagers.
- Entitlement to a modification of the Block Lease? Legitimate Expectation ~ Article 40 of the Basic Law.
- The SHP ~ Lands Department documentation analyzed and the effect of changes made evaluated.
- Government policy with regard to the SHP examined. Analysis of case law to date ~ need for cases to be distinguished?
- The Lands Department's Form of Application and Statutory Declarations.
- Government stance on the SHP: "Merely a right to apply"?
- "Beneficial ownership" required? The Heung Yee Kuk's stance on the SHP.
- Analysis of academic criticism of the SHP and Media comments on the SHP ~ "Public perceptions". Examination of recent cases.
- Examination of current case law;

(S15) Update on the Competition Ordinance – issues for Company Directors

Date: 13 September 2018 (Thursday) **Time:** 9:30am - 12:45pm **Language:** English **Level:** Advanced
Speaker: Anne Carver, now teaches part time at the Chinese University in the School of Business and in the School of Health, where she is an Honorary Professor.

Lawyer CPD Points: 3 ACCA CPD / SFC CPT / Insurers' CPD Pts: 3 **Fee:** HK\$1,650

It will repeat on 29 October 2018 (Monday) 9:30am to 12:45pm – Code as (Ju2)

Course Objectives: On 23rd March 2017 Ms. Anna Wu, Chairperson of the Competition Commission, said,

"Today, the Commission has commenced proceedings before the Tribunal for the first time in what is a significant milestone for the enforcement of competition law in Hong Kong. Bid-rigging can occur in any market where tender processes are used. It is one of the most blatant and harmful forms of anti-competitive conduct. The Commission takes this type of conduct very seriously because of its potential to cause significant harm to consumers and the economy as a whole. These proceedings drive home the message that market participants in all sectors should steer clear of bid manipulation practices, while those already involved in rigging bids should consider approaching the Commission for leniency. Members of the public should also be alert and we encourage them to report suspected bid-rigging to the Commission. The Commission will use the full extent of its powers to combat bid-rigging."

This is the first set of proceedings before the Tribunal and has considerable implications for Hong Kong company directors. In this Seminar, we shall put the definition of "bid-rigging in section 2 (cap 619), the broad scope of Serious Anti-Competitive Conduct and the Competition Commission's Guidelines on the First Conduct Rule into context. We shall discuss issues relating to company directors facing investigation for potential breach of Hong Kong's Competition Ordinance and highlight the extra-territorial effect of the Ordinance. In particular, we shall focus on the powers of the Commission, the relevant criminal offences in cap 619 and the pecuniary penalties available to the Competition Tribunal as remedies against SMEs and their directors in order to assist in advising company directors of their responsibilities in this rapidly developing area of the law. In this Seminar, we shall:

- Discuss the significance and meaning of bid-rigging and the first proceedings commenced in the Competition Tribunal in March 2017
- Evaluate the significance and impact of Hong Kong's new *Competition Ordinance* (cap 619) on company directors of SMEs
- Discuss the meaning and significance of a "concerted practice"
- Examine aspects of the Commission's 2015 Guidelines with a particular reference to investigations
- Identify and explain the economic vocabulary of competition law; Define Serious Anti-Competitive Conduct for an SME
- Examine the powers of the Commission; Highlight the jurisdiction and powers of the Tribunal
- Analyze important aspects of the First Conduct Rule for an SME
- Discuss the extra-territorial reach of cap 619; Highlight aspects of the Second Conduct Rule

(S3) A Practical Analysis of Takeovers in Hong Kong

Date: 13 September 2018 (Thursday) **Time:** 2:30pm–5:45pm **Language:** English **Level:** Intermediate

Speaker: David Yun, Partner, Kirkland & Ellis

Lawyer CPD Points: 3 ACCA CPD / SFC CPT / Insurers' CPD Pts: 3 **Fee:** HK\$1,650

Highlight: To provide a comprehensive introduction to the Hong Kong takeovers regime, covering a wide spectrum from the basics to the fundamentals of the regulatory environment, the commercial requirements, the legal requirements and the practical applications.

- Introduction; Basic Principles; Terminology; Parties to an Offer;
- Principal Regulatory Requirements; Takeovers Structures;
- Key Documentation; Key Issues for Consideration;
- Highlights of Advance Topics; Timetables; Q&A

(S12) The Practical Aspects of Building Management and Property Litigation

Date: 14 September 2018 (Friday) **Time:** 2:30pm - 5:45pm **Language:** English **Level:** Advanced
Speaker: Andrew Mak, Barrister-at-law, Carol Wong, Barrister-at-law & Brian Chok, Barrister-at-law, Sir Oswald Cheung's Chambers
Lawyer CPD Points: 3 ACCA CPD / SFC CPT / Insurers' CPD Pts: 3 **Fee:** HK\$1,650

Highlights : This seminar consists of two parts.

Part 1 focuses on building management matters. When millions have been spent to renovate a part of the building or to conduct a litigation in relation to that part, should it be paid by an individual owner of the building or by the incorporated owners (IO)? If it is the latter, how much should each co-owner of the building contribute? If a co-owner feels aggrieved by the amount demanded by the IO, is there any way to challenge the basis of the determination on the extent of his contribution? **Highlights of Part 1 include:**

- Construction of the Deed of Mutual Covenant (DMC) and its interaction with the Building Management Ordinance (Cap. 344) (BMO)
 - Whether a part is a "common part" of the building; Whether the IO or an individual co-owner of the building should sue or be sued
 - Extent of contribution towards the expenses of the building (undivided share proportion vs. management share proportion or other basis)
 - General funds and contingency funds under the BMO
- Effect of resolution of the IO
 - Validity of resolutions passed at the meetings of IO; Urgent injunction applications
- Procedural and evidential aspects in building management litigation

Part 2 concerns with issues in relation to property disputes. In the New Territories, the unclear delineation of lots has led to numerous disputes as to the true ownership of land. It is not uncommon that allegation of trespass is made against neighbours for the use of an adjoining land after years have passed. Could the neighbours succeed in the defence of adverse possession? The unclear boundaries of lots have created accessibility problems, when one has to pass through his neighbour's lands before reaching his house. Can one rely on easement / right of way? The legality of various sale and purchase of small houses has further created many disputes for seller and purchasers. How can they be resolved? **Highlights of Part 2 include:**

- Adverse possession; Easement and right of way; Disputes concerning small houses under the Small House Policy in the New Territories; Procedural and evidential aspects in property litigation

(S5) Compliance for Securities Practitioners

Date: 15 September 2018 (Saturday) **Time:** 9:30am-12:45pm **Language:** Cantonese with English course materials **Level:** Intermediate
Speaker: Simon Chan, Barrister-at-law, Sir Oswald Cheung's Chambers
Lawyer CPD Points: 3 ACCA CPD / SFC CPT / Insurers' CPD Pts: 3 **Fee:** HK\$1,650

This course aims at familiarizing the legal practitioners with law, regulations and practice related to compliance for securities operations.

- Objective of compliance and Compliance in practice; Outline of the licensing regime and related compliance
- Duties and liabilities of Responsible Officers, Managers-In-Charge and Representatives
- Compliance related to the Securities and Futures Ordinance; Code of Conduct, Rules, Guidelines and Circulars issued by the SFC
- Compliance for AML/CTF; Inspection, Investigation and disciplinary matters

(S2) Advanced Mandarin Workshop for Lawyers and other Professionals – Property, Immigration to HK, Wills & Probate and Marriage in China

Date: 18 September 2018 (Tuesday) **Time:** 9:30am–5:30pm (Lunch break from 1:20pm-2:30pm) **Language:** Mandarin
Trainer: Cheung Wai Ying, Senior Mandarin Trainer, Central Learning Holdings Limited **Level:** Intermediate
Lawyer CPD Points: 7.5 ACCA CPD / SFC CPT / Insurers' CPD Pts: 6.5 **Fee:** HK\$3,300

It will repeat on 30 October (O2) 2018 Tuesday 9:30am to 5:30pm

Highlight: This is an advanced course providing Mandarin Training to Hong Kong and Foreign professionals (including lawyers, accountants, estate agencies, insurance brokers and financial planners etc) who intend to work with native Putonghua-speaking clients in Mainland China. After an attendee has completed the course, such person should be able to learn most common legal terms and sentences in aspect of civil matters in China. In addition to the existing materials, we have new syllabus from the textbook "Putonghua for Legal Profession" written by 沈沂律師 and encourage other work-related material carried by the attendees. Morning session focus on Property Transaction & Tenant Agreement and Immigration to Hong Kong while afternoon session emphasis on Wills & Probate and Marriage.

- Role Play Exercise and Intensive Workshop
- Introduction of the key words used in selected topics such as: A) Property Transaction & Tenant Agreement, B) Chinese Marriage; C) Business Immigration to HK; D) Wills & Probate; E) China Attesting Officer
- Continuing with the practice in the Mandarin by means of dialogue from texts and a role-play.
- The content includes 貸款與抵押、房地產交易和商業事務等;
- Concentrating on more practices for the individual attendees; Discussion and Q & A

(S4) Effective Financial Statement Interpretation & Analysis

Date: 20 September 2018 (Thursday) **Time:** 9:30am–12:45pm **Language:** English **Level:** Intermediate
Speaker: Dr Gerry Li, Director, Value Creation Management Limited
Lawyer CPD Pts: 3 ACCA CPD / SFC CPT / Insurers' CPD Pts: 3 **Fee:** HK\$1,650

It repeats on 25 Oct (O5) Thursday 2018 from 9:30am to 12:45pm

Highlight: Lawyers and other Non-accountants daily managing their corporate commercial clients should study on their financial statements. This seminar simply make you know about the principles, terminology and business analysis on key elements in reading their financial statements.

- Fundamentals of financial analysis framework and its role; Overview of operational, financial and accounting analysis
- The use of ratios to identify major trends and changes underlying financial statements, covering profitability, efficiency, gearing and investor ratios; Managing operating funds and assessing business performance;
- Analysing capital investment decisions and financing options to increase shareholder value;
- Cashflows, time value of money and cost of capital considerations in business decision making;
- Risk management techniques; Overview of business evaluation technique;
- How management can manipulate operating profit to present a favourable picture? Comprehensive case examples

No cancellation once we have received your registration form via fax, email, hand delivery or mail. Payment, if not already made, is due. No refund but nominates another staff to attend the seminar or transfers to another one at the same rate.

Please read through our terms and conditions before registration
**Details please visit at <http://www.central-learning.com/terms.html>

(Ma3) Misrepresentations, statements as to future intentions and silence – the Court of Appeal in Yang Dandan v Hong Kong Resort Co Ltd [2016] HKCA 366

Date: 19 September 2018 (Wednesday) **Time:** 2:30pm - 12:45pm **Language:** English **Level:** Advanced
Speaker: Anne Carver, now teaches part time at the Chinese University in the School of Business and in the School of Health, where she is an Honorary Professor.

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlight : The Court of Appeal judgment in *Yang Dandan v Hong Kong Resort Co Ltd* [2016] HKCA 366 provides important guidance to contract lawyers on the application of actionable misrepresentation and context. The goals of this seminar are to examine the current law on actionable misrepresentation, the Court of Appeal's different approaches to the meaning of "objective interpretation" in accordance with the reasoning in *Yang Dandan* and the possible application of contractual estoppel in this area of the law. *The essential question is whether in all the circumstances it has been impliedly represented by the defendant that there exists some state of facts different from the truth. In evaluating the truth of what was said a helpful test is whether a reasonable representee would naturally assume that the true state of facts did not exist and that, had it existed, he would in all the circumstances necessarily have been informed of it: Geest plc v Fyffes plc [1999] 1 All ER (Comm) 672 at page 683 per Colman J*

It is also necessary for the statement relied on to have the character of a statement upon which the representee was intended, and entitled to rely. Thus, the representor may qualify what might otherwise have been an outright statement of fact by saying that it is only a statement of belief, that it may not be accurate, that he has not verified its accuracy or, completeness or that it is not to be relied on."

In this seminar we shall therefore examine what the Court means by the perspective of a "reasonable person in the position of the plaintiff" and statements of future intentions. We shall also discuss the relationship between misrepresentation and contractual estoppel in what has become a complex area of contract law for commercial clients. In this seminar we shall:

- highlight the current law on actionable misrepresentation; define the meaning of "objective interpretation" in the context of misrepresentation
- examine the Court of Appeal judgment in *Yang Dandan v Hong Kong Resort Co Ltd* [2016] HKCA 366 with a particular focus on context and relevant case law including *Geest plc v Fyffes plc* [999] 1 All ER (Comm) 672, *Interfoto Picture Library v Stiletto Visual Programmes Ltd* [1989] QB 433 and *Raiffeisen Zentralbank Osterreich AG v Royal Bank of Scotland* [2011] 1 Lloyd's Rep 123
- discuss aspects of misrepresentation, mistake and non-disclosure with reference to the "characteristics of the representee"
- analyse the test used by the Hong Kong courts in determining whether a statement is or is not a misrepresentation
- highlight the law on contractual estoppel and its potential uses and abuses as defined by the Court of Appeal *DBS Bank (Hong Kong) Ltd v Sit Pan Jit*

(S13) (RME Elective) Risk Management: Drivers and Analytical Techniques

Date: 21 September 2018 (Friday) **Time:** 9:15am – 1pm **Language:** English **Level:** Advanced
Speaker: Anne Carver, now teaches part time at the Chinese University in the School of Business and in the School of Public Health, where she is an Honorary Professor.

Lawyer/Trainee Solicitor/Foreign Lawyer/Other Professionals Elective RME&CPDPts:4**Fee:** HK\$2,000

- Importance of strategic risk management;
- Terminology related to words used; Drivers of risk - internal vs. external
- Risk management process and the linkage with organization's strategic objectives;
- Risk identification, description and estimation;
- Risk analysis methods and techniques;
- Risk evaluation techniques; Risk monitoring and review process;
- Structure and administration of risk management functions; Case studies & group discussion

Remark: All eligible lawyers including partners, sole proprietor, consultants, assistant solicitors, foreign lawyers and trainees should take at least 3 Elective RME points each year. All solicitors can have 4 CPD points per seminar. However, we will give the priority to all eligible solicitors in obtaining elective RME points and CPD points.

(O24) One Belt One Road : Protecting your Client Investment

Date: 21 September 2018 (Friday) **Time:** 2:30pm–5:45pm **Language:** English **Level:** Elementary
Speaker: Julien Chaisse, Professor, The Chinese University of Hong Kong

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlights : The Belt and Road Initiative (or "One Belt, One Road"- OBOR) refers to the Silk Road Economic Belt and 21st Century Maritime Silk Road, a significant development strategy launched by the Chinese government with the intention of promoting economic co-operation among countries along the proposed Belt and Road routes. The Initiative has been designed to enhance the orderly free flow of economic factors and the efficient allocation of resources. It is also intended to further market integration and create a regional economic co-operation framework of benefit to all. The Course will provide you with a detail account of the OBOR design, its implications for foreign investment projects, the international law applicable to them and the dispute settlement mechanisms that can be used. In this course you will have an opportunity to:

- Identify the international applicable to OBOR projects, Identify the drawbacks to litigating in either home or host state courts,
- Consider why arbitration is often viewed as an attractive alternative to litigation in domestic courts,
- Identify the advantages investor-state disputes settlement holds over state-state dispute settlement,
- Consider the appropriate source of those rules – national law, international law, non-binding codes of conduct, rules in arbitral institutions,
- Consider the importance of designating a place of arbitration, because in a non-ICSID case the law of the place of arbitration will govern the amount of assistance that local courts will give the arbitration and the applicable set-aside rules.

(S7) The New HKEx Listing Regimes for New Economy and Biotech Companies and other Listing Rule Updates

Date: 22 September 2018 (Saturday) **Time:** 9:30am–12:45pm **Language:** English **Level:** Elementary
Speaker: Julia Charlton, Partner, Charltons

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlights

- New regime for listing new economy companies with weighted voting rights (WVR) structures
- New regime for listing pre-revenue biotech companies; Secondary listing route for Chinese tech companies
- GEM and MB Listing Rule changes effective February 2018;
- Changes to the Listing Rules on capital raisings; New delisting framework
- Deficiencies in sponsor work identified by the SFC; Disciplinary action relating to sponsor work on Real Gold Mining Limited listing

(Ju6) The Garden Vista case – the role of the ICAC and advice to clients

Date: 20 September 2018 (Thursday) **Time:** 2:30pm–5:45pm **Language:** English **Level:** Elementary
Speaker: Anne Carver, now teaches part time at the Chinese University in the School of Business and in the School of Health, where she is an Honorary Professor.

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlights : On 24th May 2016, the Competition Commission, as part of its statutory research function, published its *Report on aspects of the residential building renovation and maintenance market*. The Report highlights that the Commission has identified bid-rigging a priority for enforcement, that everyone should know that the Commission is watching and that it has "a number of tools to detect such contraventions". As the Competition Commission puts it, "This study also provides an opportunity for the Commission to share knowledge with relevant government departments and public authorities to assist them to identify where potentially anti-competitive bid-rigging conduct has occurred, and measures that can be taken to minimize the risk of it occurring in the future. Additionally, where the Commission identifies bid-manipulation that is unlikely to contravene the Ordinance, but may be an offence under other laws, the Commission will refer relevant cases to the appropriate authorities such as the Police and the ICAC." On 29th September 2016 Judge Lam in the District Court, (DCCC 552/2015) sentenced a former proprietor of an engineering company, Mr Yau, to 35 months' imprisonment together with restitutions of HK\$50,000 and HK\$200,000 to the incorporated owners of Ravenna and Garden Vista respectively. Yau was charged with 5 counts of conspiracy to offer an advantage to an agent under section 9(2) (a) *Prevention of Bribery Ordinance* (cap 201) and section 159A *Crimes Ordinance* (cap 200). -The charges of conspiracy concerned "the Ravenna Garden Incident" and the "Garden Vista Incident" and is Hong Kong's first building renovation bid-rigging case since the *Competition Ordinance* (cap619) became law in December 2015. In response to the sentencing on 29th September 2016, the Competition Commissioner published the following on the Competition Commission's website:

"Bid-rigging is a matter of grave public concern and the Garden Vista case has been closely followed. The successful prosecution of the defendant drives home the message that participants in building renovation and maintenance projects should steer clear of bid manipulation practices. Under the Competition Ordinance, bid-rigging is considered to be a serious anti-competitive conduct and combating bid-rigging cartels is an enforcement priority for the Commission. The Commission undertook a study into certain aspects of this market and released the findings in May 2016. The overall result of the study is consistent with the widespread concern that bid manipulation practices were prevalent in the local residential building renovation and maintenance market in the recent past. The results enabled the Commission to better understand the market and inform the Commission's enforcement actions. The Commission calls upon market participants to bid for projects on a competitive basis. Those contemplating rigging a bid should desist, while those already involved in rigging bids should consider approaching the Commission for leniency. Members of the public should also be alert and they are encouraged to report any potential bid-rigging to the Commission. Bid-rigging is a complex issue and it may sometimes involve elements that contravene different areas of law. The Commission will work closely with other relevant law enforcement agencies such as ICAC and the Police to ensure a coordinated and effective approach to tackling this problem." This Seminar therefore examines the facts of the Garden Vista case of 2016. It also highlights the powers and role of the ICAC and the Competition Commission in the context of bid-rigging and the construction industry to assist practitioners in advising on the scope of the Competition Commission's powers and the tools available to the Commission. On 24th May 2016, the Competition Commission announced the publication of its "Report on aspects of the residential building renovation and maintenance market" "Now that the Ordinance is in full force, the results of this study will be used to inform the Commission's enforcement and advocacy activities. Market participants are strongly advised to bid for projects on a competitive basis. Those contemplating rigging a bid should abandon such projects, while those already involved in rigging bids should consider approaching the Commission for leniency. Members of the public should also be alert and report any potential bid-rigging to the Commission for further investigation. The Commission will use the full extent of its powers to end bid-rigging cartels. The Commission also calls upon relevant industries and professional bodies to develop and strengthen the codes of conduct for their members which give due regard to the competition rules. The Commission stands ready to facilitate such exercises. Both the public and private sectors should also work on collecting and building databanks on building maintenance-related tenders as such information are essential for analysis which could potentially be used to detect competition law violations. This study also provides an opportunity for the Commission to share knowledge with relevant government departments and public authorities to assist them to identify where potentially anti-competitive bid-rigging conduct has occurred, and measures that can be taken to minimize the risk of it occurring in the future. Additionally, where the Commission identifies bid-manipulation that is unlikely to contravene the Ordinance, but may be an offence under other laws, the Commission will refer relevant cases to the appropriate authorities such as the Police and the ICAC." In this Seminar, we will therefore examine:

- the facts of DCCC 552/2015, *HKSAR v Yau Siu Tin* (the Garden Vista case)
- the Reasons for Sentencing handed down by District Court Judge Lam on 29th September 2016.
- the 5 counts of conspiracy to offer an advantage to an agent under section 9(2) (a) *Prevention of Bribery Ordinance* (cap 201) and section 159A *Crimes Ordinance* (cap 200) ; Yau's collaboration with the ICAC
- the tools at the disposal of the Competition Commission in the context of the law relating to cartels and bid-rigging
- how Section 159A *Crimes Ordinance* on the offence of conspiracy and the offences under section 9(1) and (9) of the *Prevention of Bribery Ordinance* (cap 501) are used in corruption cases of this type
- current developments and advice to clients on the common corruption prone practices on the part of building management companies
- The "new" law on the definition of an "agent" in the court of Final Appeal judgement on 8th December 2016 *HKSAR v Yu Oi Kee* FACC No 8

(S14) Conveyancing 2018

Date: 26 September 2018 (Wednesday) **Time:** 2:30pm-5:45pm **Language:** English **Level:** Intermediate

Speaker: Judith Sihombing, Adjunct Associate Professor at Chinese University of Hong

Lawyer/Trainee Solicitor/Foreign Lawyer/Other Professionals Elective RME & CPD Pts: 3 **Fee:** HK\$1,650

Highlights: - What is "land titles" about?

- Title examination – and ownership investigation
 - o *Prest v Petrodell* [2013] SC; The owner as a company and CO (622) amendment
- Current interest in relation the operation of the *Land Registration Ordinance*
 - o Proprietary v personal interests; Registrable v unregistrable interests
- The SPA and the bare trust
- Remedies on breach of the SPA
 - o Contract: Equity; Is specific performance still an active remedy?

(Au6) (RME Elective) Confidentiality: Its Creation and Actions for Breach

Date: 28 September 2018 (Friday) **Time:** 9:15am – 1pm **Language:** English **Level:** Advanced

Speaker: Judith Sihombing, Adjunct Associate Professor at Chinese University of Hong

Lawyer/Trainee Solicitor/Foreign Lawyer/Other Professionals Elective RME & CPD Pts: 4 **Fee:** HK\$2,000

Highlight: It will be in workshop type: What does "confidentiality" cover? Who is bound by it?

- Solicitors; Doctors; Agents; Others; Legislation - such as anti-money laundering;
- What are the elements binding the "fiduciary"? Contractual or tortious or equitable; Chinese Walls; Effective remedies;
- Case studies & group discussion

Remark: All eligible lawyers including partners, sole proprietor, consultants, assistant solicitors, foreign lawyers and trainees should take at least 3 Elective RME points each year. All solicitors can have 4 CPD points per seminar. However, we will give the priority to all eligible solicitors in obtaining elective RME points and CPD points.

(S8) Understanding Hong Kong's new 2017 Insolvency law – The Companies (Winding Up and Miscellaneous Provisions) Ordinance

Date: 24 September 2018 (Monday) **Time:** 2:30pm - 5:45pm **Language:** English **Level:** Advanced
Speaker: Anne Carver, now teaches part time at the Chinese University in the School of Business and in the School of Health, where she is an Honorary Professor.

Lawyer CPD Points: 3 ACCA CPD / SFC CPT / Insurers' CPD Pts: 3 Fee: HK\$1,650

Highlight: The Seminar will provide an overview and an evaluation of the new corporate insolvency regime for company directors. The three stated policy objectives for the new *Corporate Insolvency Bill* are to increase the protection of creditors, to streamline the winding-up provisions and to further enhance the integrity of winding-up. The *Bill* was gazetted on 2nd October 2015 with the First Reading and Resumption of the Second Reading on 14th October. The Legislative Council Brief advises that an efficient and effective winding-up regime will “give protection and confidence to investors and creditors and promote the business environment in Hong Kong”.

This Seminar will therefore evaluate the *Bill* as it relates to the protection of creditors and the promotion of confidence. We shall critically assess those areas where directors will be more exposed as a result of Hong Kong's new corporate insolvency regime.

However, we shall not discuss corporate rescue procedures or any provisions relating to insolvent trading. Corporate rescue and insolvent trading are not a part of the October 2015 *Corporate Insolvency Bill* and will be presented as a separate package of legislative proposals in 2017/18. We shall focus on the new law as it relates to the protection of creditors. Additionally, we shall critically assess the impact on company directors of the new provisions on voidable transactions. The focus will therefore be on the new law relating to:

- Transactions at an undervalue within 5 years of the winding –up; The rectification of the anomalies in the law on unfair preferences
- The liabilities of directors and members concerned to contribute to the assets of a company in connection with a redemption on buy-back of company's own shares within 1 Year of the winding-up
- The additional section 228A safeguards to reduce the risk of abuse by directors in ,a director-initiated creditors' voluntary winding-up
- Restricting the powers of directors before the holding of the first creditors' meeting to safeguard against potential abuse

We shall also discuss the *Bill*'s new provisions on:-

- The removal of the uncertainties in CWUMPO in respect of the powers, duties, basis for remuneration and tenure of office of a provisional liquidator in a court winding-up
- We shall focus on the new law as it relates to the protection of creditors. Additionally, we shall critically assess the impact on company directors of the new provisions on voidable transactions.

The focus will therefore be on the new law relating to:

- Transactions at an undervalue within 5 years of the winding –up; The rectification of the anomalies in the law on unfair preferences
- The liabilities of directors and members concerned to contribute to the assets of a company in connection with a redemption on buy-back of company's own shares within 1 Year of the winding-up
- The additional section 228A safeguards to reduce the risk of abuse by directors in ,a director-initiated creditors' voluntary winding-up
- Restricting the powers of directors before the holding of the first creditors' meeting to safeguard against potential abuse

We shall also discuss the *Bill*'s new provisions on:

- The removal of the uncertainties in CWUMPO in respect of the powers, duties, basis for remuneration and tenure of office of a provisional liquidator in a court winding-up
- The misfeasance or breach of trust by a liquidator notwithstanding the Court Order releasing him
- The disclosure of the list of people disqualified for appointment as provisional liquidator or liquidator to avoid conflicts of interest
- re of specified relationships to avoid conflicts of interest
- The resignation and removal of a liquidator in voluntary winding-up;
- The procedures for private and public examinations

(S9) (RME Elective) Risk Management: Corporate Governance and Internal Control– Advising the HK Director

Date: 29 September 2018 (Saturday) **Time:** 9:15am – 1pm **Language:** English **Level:** Advanced
Speaker: Anne Carver, now teaches part time at the Chinese University in the School of Business and in the School of Public Health, where she is an Honorary Professor

Lawyer/Trainee Solicitor/Legal Executive/Other Professionals Elective RME&CPD Pts: 4 Fee: HK\$2,000

Highlights: This Seminar has lecture, case studies and group discussions to assist attendees to digest all the concepts, techniques and skills in their real life management needs. Attendees are advised to bring with his/her legal firm's practical risk management experience in the class group discussion. We shall discuss and analyse:

- Definitions of Risk Management; Internal Control Risk Management and Corporate Governance
- An update on the December 2014 HKEx Consultation Conclusions on Risk Management and Internal Controls
- The main changes to the Corporate Governance Code and Corporate Governance Report;
- Scope and elements of internal control framework;
- Fundamentals of good internal control and risk management;
- Corporate Governance framework; Role of Sole Proprietors or Partners in corporate governance and risk management;
- Best practices in corporate governance;
- Case studies & group discussion

Remark: All eligible lawyers including partners, sole proprietor, consultants, assistant solicitors, foreign lawyers and trainees should take at least 3 Elective RME points each year. All solicitors can have 4 CPD points per seminar. However, we will give the priority to all eligible solicitors in obtaining elective RME points and CPD points.

(O15) International Commercial Arbitration

Date: 02 October 2018 (Tuesday) **Time:** 2:30pm–5:45pm **Language:** English **Level:** Elementary

Speaker: Christopher To, Barrister-at-Law, Gilt Chambers

Lawyer CPD Points: 3 ACCA CPD / SFC CPT / Insurers' CPD Pts: 3 Fee: HK\$1,650

- Arbitration agreements;
- Conflict of law issues;
- Procedural issues; Jurisdictional issues;
- Interim measures;
- Multi-party arbitration; Costs; Remedies;
- Investment Treaty Arbitration

(O9) (RME Elective) Risk Management: Money Laundering and the legal requirements of a DNFBP

Date: 04 October 2018 (Thursday) **Time:** 2:00pm - 5:45pm **Language:** English **Level:** Advanced
Speaker: Anne Carver, now teaches part time at the Chinese University in the School of Business and in the School of Public Health, where she is an Honorary Professor

Lawyer/Trainee Solicitor/Legal Executive/Other Professionals Elective RME & CPD Pts: 4 Fee: HK\$2,000

Highlight : This workshop has lecture, case studies and group discussion to assist delegates in understanding the legal aspects of Hong Kong's new money laundering landscape. We shall analyze the practical implications of the Anti- *Money Laundering Ordinance* "AMLO" (cap 615) enacted on 1st April 2012 and the framework of Hong Kong's anti-money laundering and anti-terrorist legislation for legal practitioners.

We shall examine the definitions of money laundering and terrorist- financing in the new framework of anti money-laundering (AML)" and counter -terrorist financing (CTF) and the concerns of the Law Society for the Designated Non-Financial Business and Professions (DNFBP)].

We shall look specifically at changes in the Hong Kong's banking and regulatory regimes as a result of problems in the law relating to AML and CTF and possible impacts on legal advisors. Delegates will discuss the significance of FATF and its criticisms of Hong Kong anti-money –laundering and counter –terrorism financing laws in the context of FATF's February 2012 recommendations for Hong Kong.

In particular, delegates will participate in a discussion on the role of Hong Kong solicitors under the Law Society Practice Chapter 24 and the obligations of solicitors under the *Personal Data (Privacy) Ordinance* cap 486. Delegates will also examine the comments of the Privacy Commissioner on the disclosure of information to the relevant authorities and the role of the Joint Financial Intelligence Unit (JFIU) in the investigation and enforcement of AMLO.

Finally, we shall analyze relevant sections in AMLO and apply these to Hong Kong case studies with particular reference to corporate compliance with the *Organized and Serious Crimes Ordinance* (cap 405); *The Drug Trafficking (Recovery of Proceeds) Ordinance* (cap 575) and AMLO (cap 615). Delegates will be particularly interested in the District Court judgment in the March 2014 money laundering case against Carson Yeung in which the Defendant was convicted of 5 counts of money laundering and we shall spend the last part of the Seminar analyzing the application of cap 405 in this landmark Hong Kong case. .

Remark: All eligible lawyers including partners, sole proprietor, consultants, assistant solicitors, foreign lawyers and trainees should take at least 3 Elective RME points each year. All solicitors can have 4 CPD points per seminar. However, we will give the priority to all eligible solicitors in obtaining elective RME points and CPD points.

(O20) The Hong Kong Consumer and the internet – issues in e commerce contract law

Date: 05 October 2018 (Friday) **Time:** 9:30am to 12:45pm **Language:** English **Level:** Elementary
Speaker: Anne Carver, now teaches part time at the Chinese University in the School of Business and in the School of Health, where she is an Honorary Professor.

Lawyer CPD Points: 3 ACCA CPD / SFC CPT / Insurers' CPD Pts: 3 Fee: HK\$1,650

Highlights: The Legislative Council published its Research Publication "*Consumer Protection in Electronic Commerce*" ISEO1/16-17 on 10th October 2016 and commented as follows:

"Concerns over the quality of goods purchased online and payment security have been holding back the development of e-commerce in Hong Kong. Indeed, Hong Kong has lagged behind the EU, China, South Korea and Singapore in terms of the e-consumer penetration rates. In these places, e-consumer protection regime is more robust with the enactment of specific legislation to protect e-consumers, establishment of a user-friendly and low-cost ADR/ODR platform to settle e-commerce disputes, and/or implementation of a nationwide or harmonized trust mark scheme to boost consumers' confidence in transacting in the online environment." Meanwhile in the 2016-2017 Budget Speech the Financial Secretary reported on the developments in Hong Kong's Fintech and Blockchain in positive terms on the Payment Systems and Stored Value Facilities Ordinance and the importance of consumer protection to Fintech development in Hong Kong. Additionally, the OECD published its *Consumer Protection on E-commerce OECD Recommendations* in August 2016 with important recommendations to protect consumers in the online retail environment. In November 2016, the Consumer Council published the *Online Retail Study on Hong Kong Consumer Attitudes, Business Practices and Legal Protection* in response to the OECD publication. Of particular interest to Hong Kong consumers is the comment that underpinning the dominant online retail sectors such as air travel, hotels, computers and electrical appliances are "*profound changes in commercial arrangements between production and distribution, especially the growth of large, often global, online retailers and platforms*". The Hong Kong *Online Retail Study* therefore looks into online shopping in Hong Kong and in particular into the problems faced by consumers and the commercial and legal environment in which online retail is conducted. It also puts forward key recommendations to promote consumer safeguards based on the OECD recommendations. In July 2013, the *Trade Descriptions Ordinance (Unfair Trade Practices) Amendment Ordinance* (cap 362) was enacted. The objective of this "new" consumer protection law is: "*To prohibit false trade descriptions, false, misleading or incomplete information, false marks and misstatements in respect of goods provided in the course of trade or suppliers of such goods; to confer power to require information or instruction relating to goods to be marked on or to accompany the goods or to be included in advertisements; to restate the law relating to forgery of trademarks; to prohibit certain unfair trade practices; to prohibit false trade descriptions in respect of services supplied by traders; to confer power to require any services to be accompanied by information or instruction relating to the services or an advertisement of any services to contain or refer to information relating to the services; and for purposes connected therewith.*" Cap 362 represented an important milestone in Hong Kong business law and the development of fair trade practices for the "average consumer". However, it does not provide specifically for e-commerce or even mention online retail internet contracts. In this Seminar, we shall therefore evaluate its significance for business in Hong Kong in the supply of goods and services in the context of e-commerce and the consumer. We shall also examine the definitions of a "commercial practice", a "trade description for goods" and a "trade description for services" in the context of the Consumer Council's November 2016 additional key recommendations to promote consumer safeguards. Additionally, we shall briefly examine the *Electronics Contracts Ordinance* (cap 553) from the perspective of consumer protection and issues in trade description. We will also briefly discuss the new *Payment Systems and Stored Value Facilities Ordinance* (cap 584) from the perspective of consumer protection. This Seminar provides an overview of the current legal protection available to consumers in the context of e-commerce and the *Trade Descriptions Ordinance* (cap 352) and the *Electronics Contracts Ordinance* (cap 553). We shall discuss the Hong Kong Consumer Council's November 2016 recommendations for the protection of consumers online and the significance for Hong Kong law of the OECD's August 2016 *Consumer Protection in E-commerce*. In this Seminar, we shall therefore:

1. analyse the different trade practices between Online and Offline retailers and how, if at all, the *Trade Descriptions Ordinance* can protect the consumer; review the types of consumer complaints against online traders to the Consumer Council between 2013-2015
2. assess the legal protection against the "hidden hazards" in online retail shopping for the Hong Kong consumer
3. evaluate the current landscape for consumers in respect of security risks from online shopping, secure payment methods and data privacy protection ; discuss key recommendations in the Consumer Council's *Online Retail Study* and the role of the *Trade Descriptions Ordinance* for the 21st century consumer
4. discuss Hong Kong's current *Electronics Contracts Ordinance* (cap 553) from the perspective of consumer protection and issues in trade description; evaluate the impact of the new *Payment Systems and Stored Value Facilities Ordinance* (cap 584) from the perspective of consumer protection

All CPD / Elective RME seminars are accredited by The Law Society of Hong Kong & are eligible to apply for Securities and Futures Commission CPT, Insurers' Non-Core CPD, HKICPA Accountants' non-verified CPD and ACCA CPD points**

**Details please visit at <http://www.central-learning.com> or contact us on 2110 8139

(O6) Shareholders' Rights – New Developments

Date: 06 October 2018 (Saturday) **Time:** 9:30am-12:45pm **Language:** English **Level:** Elementary

Speaker: Dr. Rita Cheung, MCAL Solicitors LLP

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlight: This seminar discusses the recent development of shareholders' remedies. It examines the recent case law on derivative suits, and the statutory minority remedies of unfair prejudice and just and equitable winding up.

1 The Common Law Derivative Actions

Derivative actions: the 'fraud on the minority' exception

Multiple derivative actions - a weapon to challenge wrongs to subsidiary companies

Using derivative suits against errant directors: *Cheng Wai Tao and Others v Jason Poon and Another* [2016] HKCFCA 23

2 The Statutory Derivative Action

Companies Ordinance (Cap 622), Part 14, Division 4

Statutory leave requirement

Re Kingstone International Wealth Management Limited (CACV 56/2017, 22 September 2017)

Can a member petition for unfair prejudice by way of a statutory derivative action?

Co-existence of the statutory and common law derivative actions

3 The Unfair Prejudice Remedy

The elements of a claim for unfair prejudice

Meaning of 'place of business': *Re Yung Kee Holdings Ltd* (FACV No 4 of 2015, 11 November 2015)

Unfair prejudice petitions and derivative actions; Remedies: share buy-out

4 Statutory inspection order

How can a member sought inspection of company records or documents?

The requirements of 'good faith' and 'proper purpose'

(S22) The Protection and guarantee of investment : international law and practice in the context of the Belt and Road Initiative

Date: 05 October 2018 (Friday) **Time:** 2:30pm–5:45pm **Language:** English **Level:** Elementary

Speaker: Julien Chaise, Professor, The Chinese University of Hong Kong

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlights: A major reason why many developed countries took the initiative to conclude bilateral treaties during the 1960s was to protect their investments abroad. Investment protection is defined as "the set of principles and rules of international law as of national law, which have the object or effect of preventing or suppressing any public affect the existence or the consistency of international investment". The protection regime is intimately linked to the notion of permanent sovereignty, and its rules and principles laid down by the domestic law of the state of the investment of territoriality, cover all the problems of expropriation and nationalization. Thus, the states of nationality of investors, especially in developed countries, do not want to depend on choices made by the south.

Therefore the clauses designed to protect investments in the bilateral treaties are of particular importance. These are, in general, the provisions designed: (1) to prevent investments against expropriation; (2) against war and civil unrest; (3) for the transfer of payments; (4) for specific protection clauses; and (5) also other provisions concerning the general exceptions.

Each of these key protection and guarantee are explained in the course with rich reference to the recent case law. In this course you will have an opportunity to explore recent developments of key issues such as:

- Distinguish between lawful and unlawful expropriations; Identify the factors that help tribunal determine whether a partial taking has amounted to an expropriation; Distinguish between regulatory acts that fall short of a taking and those that effect a compensable expropriation
- Consider the appropriate role of the doctrine of "legitimate expectations" in determining whether or not there has been a taking
- Consider the appropriate measure of compensation in the event of a lawful rather than an unlawful taking
- Identify the types of acts that should be considered "police powers" and therefore not compensable expropriations
- Consider the wisdom of a government's embarking on a program of privatization of key industries
- Identify the provisions in investment treaties that limit a state's ability to impose performance requirements
- Discuss why investors do not like performance requirements; Discuss why states might want to impose performance requirements
- Identify major types of performance requirements; Consider the importance of currency repatriation to investors
- Identify likely changes in the regulation of investment law in coming years
- Assess the likely results of those changes and their likely impact on foreign investment;
- Consider whether foreign investment protection is necessary to promote foreign investment; Assess whether an increase in foreign investment is desirable
- Consider the likely impact on the foreign investment regime of increasing numbers of multinational enterprises from emerging markets

(O1) Advanced Mandarin Workshop for lawyers and other professionals - Corporate Finance and Banking in China

Date: 09 October 2018 (Tuesday) **Time:** 9:30am–5:30pm **Language:** Mandarin **Level:** Advanced

Trainer: Cheung Wai Ying, Senior Mandarin Trainer, Central Learning Holdings Limited

Lawyer CPD Points: 7.5 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 7.5 **Fee:** HK\$3,300

Highlight: This is an advanced course providing Mandarin Training to professionals (including lawyers, accountants and bankers etc). After an attendee has completed the course, such person should be able to discuss the terms of a listing prospectus in Mandarin with his/her PRC clients. The attendees should be able to pronounce the major terms of a typical listing prospectus and banking documents in Mandarin. This is a workshop type where each attendee will play active role / interactive role to solve their daily difficulties and problem facilitating by our trainer. New syllabus will be based on the textbook "Putonghua for Legal Profession" written by 沈沂律師. The content includes 貸款與抵押、房地產交易、集資上市和商業事務等 and other work-related material carried by the attendee. Morning session focus on Corporate Finance and afternoon session emphasis on Banking and Investment Business.

- Introduction the key words used in a listing prospectus such as: A) A summary of a typical prospectus, risk factors and corporate information; B) Key aspects of an industry overview / general overview of the company; C) Management; D) Key terms of financial information; E) Future plan and use of proceed; F) Expected timetable; G) Risk factors and corporate information ;
- Continuing with the practice in the Mandarin by means of dialogue from texts and a role-play.
- The content includes 貸款與抵押、房地產交易、集資上市和商業事務等;
- Will go through a few ISDA derivative documents in Mandarin;
- Concentrating on more practices for the individual attendee; Corporate Finance Role Play; Intensive Workshop; Discussion and Q & A

(O3) A Practical Analysis of Convertible Securities for M&A Lawyers

Date: 11 October 2018 (Thursday) **Time:** 2:30pm–5:45pm **Language:** English **Level:** Intermediate

Speaker: David Yun, Partner, Kirkland & Ellis

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlight: To provide a comprehensive introduction to the process for a convertible securities transaction and the contents of convertible bond documentation, covering a wide spectrum from the basics to the fundamentals of the commercial requirements, the legal implications and the practical applications.

- Introduction; Basic Principles; Terminology; Parties to the Transaction; Process of the Transaction
- Key Structures; Key Documentation; Key Issues for Consideration; Contents of the Key Documentation; Q&A

(O10) The Interpretation of Contracts and the Contracts (Rights of Third Parties) Ordinance (cap 623) – Issues for drafting and interpretation of contract – but how do we know what the parties intended?

Date: 10 October 2018 (Wednesday) **Time:** 2:00pm–5:45pm **Language:** English **Level:** Elementary
Speaker: Anne Carver, now teaches part time at the Chinese University in the School of Business and in the School of Health, where she is an Honorary Professor.

Lawyer CPD Points: 4 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 4 **Fee:** HK\$2,000

The Contracts (Rights of Third Parties) Ordinance (cap 623) finally became law on 1st January 2016. This Seminar begins with an assessment of the impact of the new and highlights aspects of the different drafting points that are now required in this new legal landscape. To put cap 623 into context, the doctrine of privity of contract had long been reformed in England, Singapore, and New Zealand and in parts of Australia and the doctrine has long been criticized as artificial and unfair. The underlying principles of the new Ordinance are therefore to avoid injustice and to give effect to the true intentions of the contractual parties who intend to benefit a third party. Thus, the third party will be able to enforce the contractual terms subject to the contracting parties' intentions. However, section 4 provides that (2) *Subsection (1)(b) does not apply if, on a proper construction of the contract, the term is not intended to be enforceable by the third party.* How we interpret the "parties' intentions" is not, however, addressed in cap 623 for obvious reasons. To answer this question, we need to examine the current Hong Kong law on the limits of contractual interpretation since *Sinoean International Ltd v Hyundai -CCECC Joint Venture* [2013] HKEC 1558.

We also need to examine Lord Neuberger's six observations in the leading judgment in *Arnold v Britton* [2015] UK SC 36. This is a timely, if paradoxical, reminder to all lawyers that if we draft with clarity and precision and there is no ambiguity in the drafting, it is simply not open to the court to re-interpret the contract, however much the client may wish it were otherwise. Cap 623 applies to most contracts, (including contracts for insurance) but there are 2 categories of exceptions. The first category relates to those contracts where the third party already has rights pursuant to rules under international conventions, for example, in contracts relating to bills of exchange, promissory notes or other negotiable instruments and contracts for the carriage of goods by air and sea. The second refers to the category of contracts where a third party has no rights under the existing rules but it would be inappropriate for the third party to intervene. We shall discuss this second category of exceptions in the context of company law and employment law contracts and consider whether we now have a "new" Hong Kong approach to the protection of third parties and drafting of commercial contracts.

In this course delegates will work through Exercises to identify the major drafting issues in Cap 623 and discuss the following in detail:

- the significance of cap 623 Appendix A; the major changes to the law of contract in Hong Kong
 - a third party's rights "crystallize"; the defenses available to the promisor; the rights of the promisee and promisor from double liability; the problem of interpreting the parties' intentions; aspects of the new drafting in the new legal landscape
 - the problem of drafting in *Avraamides v Colwill* (Court of Appeal) 2006 EWCA Civ 1533 Appendix B
 - the Hong Kong perspective in *Sinoean International Ltd v Hyundai -CCECC Joint Venture* [2013] HKEC 1558
- Lord Neuberger's six observations in *Arnold v Britton* [2015] UK SC 36 the paradox of careful drafting and public policy Appendix C

(O13) Market Misconducts under The Securities and Futures Ordinance

Date: 13 October 2018 (Saturday) **Time:** 9:30am – 12:45pm **Language:** Cantonese with English course materials **Level:** Intermediate

Speaker: Simon Chan, Barrister-at-law, Sir Oswald Cheung's Chambers

Lawyer CPD Pts: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlight : This course aims at familiarizing the legal practitioners with law and practice related to market misconducts under the Securities and Futures Ordinance.

- Market Misconduct Offences
 - Insider dealings; False trading; Price rigging;
 - Stock market manipulation; Other market misconduct offences
- Civil Market Misconducts; Disclosure of Inside Information; Defences; Investigation by the SFC;
- Procedures of Market Misconduct Tribunal; Penalties and civil liability for breaches; Case studies

(O16) (RME Elective) Professional Privilege

Date: 16 October 2018 (Tuesday) **Time:** 9:15am – 1pm **Language:** English **Level:** Advanced

Speaker: Judith Sihombing, Adjunct Associate Professor at Chinese University of Hong Kong

Lawyer/Trainee Solicitor/Foreign Lawyer/Other Professionals Elective RME & CPD Pts: 4 **Fee:** HK\$2,000

Highlights : - Legal advice privilege;

- Litigation privilege; Disclosure; Confidentiality - See remedies;
- See legislation, especially on anti-money laundering; Self incrimination; Communication; Loss of privilege

Remark: All eligible lawyers including partners, sole proprietor, consultants, assistant solicitors, foreign lawyers and trainees should take at least 3 Elective RME points each year. All solicitors can have 4 CPD points per seminar. However, we will give the priority to all eligible solicitors in obtaining elective RME points and CPD points.

(O11) Topic issues on Contentious Probate and Administration of Estate

Date: 16 October 2018 (Tuesday) **Time:** 2:30pm–5:45pm **Language:** English **Level:** Intermediate

Speaker: Kerby Lau, Barrister-at-law, Des Voeux Chambers & another co-speaker

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlights: During the talk, topical cases and issues on the following main areas would be discussed and analysed

1. Procedural and interlocutory issues; Issues arising from caveat proceedings
2. Issues arising from proceedings for removal of personal representatives and revocation of grant
3. Issues arising in proving will and in probate action; Issues arising during course of administration of estate
4. Issues arising when distributing assets of the estate

(Ju3) The Court of Final Appeal in *Moulin Eyecare Trading Ltd (in liquidation) (formerly known as Moulin Optical Manufacturers Ltd) v Commissioner of Inland Revenue* [2014] HKCFA 22- issues for Hong Kong company directors

Date: 18 October 2018 (Thursday) **Time:** 2:30pm - 5:45pm **Language:** English **Level:** Advanced
Speaker: Anne Carver, now teaches part time at the Chinese University in the School of Business and in the School of Health, where she is an Honorary Professor.

Lawyer CPD Points: 3 ACCA CPD / SFC CPT / Insurers' CPD Pts: 3 Fee: HK\$1,650

Highlight : The goals of this seminar are to examine aspects of the "redress" cases and to identify the proper and limited role of the fraud exception for Hong Kong company directors with an update on the current case law in this complex area of company law. We shall in particular analyse the Court of Final Appeal's reasoning in *Moulin Eyecare Trading Ltd (in liquidation) (formerly known as Moulin Optical Manufacturers Ltd) v Commissioner of Inland Revenue* [2014] HKCFA 22. Technically, this case concerns an appeal by the liquidators under sections 64(1) and 70A of the Inland Revenue Ordinance (cap 112). Under section 64(1) a taxpayer has one month to give notice of objection to an assessment. The liquidators applied for extensions of time to object to the Inland Revenue assessments for the years in which the fraud of the company's previous management had not been discovered until after the appointment of the provisional liquidators in June 2005.

Additionally, the liquidators argued under section 70A that in respect of tax year 2003/2004 the tax paid was excessive because the company's profits had been deliberately and fraudulently inflated by management. The Commissioner rejected both applications under section 64(1) and 70A and the liquidators applied for judicial review. Reyes J decided in favour of the liquidators and ordered the Commissioner to reconsider the decisions. However, on appeal by the Commissioner, the Court of Appeal held that the fraudulent knowledge of the company's management should be attributed to the company. The Court of Final Appeal disagreed and its reasoning provides an important analysis of the concept of attribution and the fraud exception. Lord Walker of Gestingthorpe NPJ concludes that the "crucial distinction depends on the nature of the proceedings in which the issue of attribution arises". He draws a useful distinction between "liability" cases in which the company is being sued by a third party and "redress" cases in which the company seeks to make the delinquent director compensate. The fraud exception applies to the "redress" cases as it would be absurd to all a fraudulent director to use his own serious breach of duty to the company as a defence. We shall therefore evaluate the significance of the recent case law for Hong Kong directors, with a particular reference to the fraud exception. In this seminar we shall:

- examine the facts and context of *Moulin Eyecare Trading Ltd (in liquidation) (formerly known as Moulin Optical Manufacturers Ltd) v Commissioner of Inland Revenue* [2014] HKCFA 22
- highlight developments in the law relating to corporate attribution and the fraud exception since Lord Hoffman's landmark judgment in *Meridian Global Funds Management Asia Ltd v Securities Commission* [1995] 2 AC 500
- identify the differences between the "liability" cases and the "redress cases"
- analyse the ten propositions put forward by Lord Walker in his summary of the English Court of Appeal's decision in *Bilta (UK) Limited (in liquidation)* [2014] 1 All ER 168
- distinguish between the Supreme Court and the Court of Appeal judgements in *Jetivia SA v Bilta (UK) Limited (in liquidation)* [2015] 2 WLR 1168 and [2014] 1 All ER 168
- discuss developments in the law relating to corporate attribution, vicarious liability, agency and the fraud exception and their significance for Hong Kong company directors

(O21) (RME Elective) Risk Management: Corporate Governance and Internal Control

Date: 19 October 2018 (Friday) **Time:** 9:15am - 1pm **Language:** English **Level:** Advanced
Speaker: Anne Carver, now teaches part time at the Chinese University in the School of Business and in the School of Public Health, where she is an Honorary Professor

Lawyer/Trainee Solicitor/Legal Executive/Other Professionals Elective RME & CPD Pts: 4 Fee: HK\$1,800

Highlights: This Seminar has lecture, case studies and group discussions to assist attendees to digest all the concepts, techniques and skills in their real life management needs. Attendees are advised to bring with his/her legal firm's practical risk management experience in the class group discussion. We shall discuss and analyse:

- Definitions of Risk Management; Internal Control Risk Management and Corporate Governance
- An update on the December 2014 HKEx Consultation Conclusions on Risk Management and Internal Controls
- The main changes to the Corporate Governance Code and Corporate Governance Report;
- Scope and elements of internal control framework
- Fundamentals of good internal control and risk management; Corporate Governance framework
- Role of Sole Proprietors or Partners in corporate governance and risk management;
- Best practices in corporate governance; Case studies & group discussion

Remark: All eligible lawyers including partners, sole proprietor, consultants, assistant solicitors, foreign lawyers and trainees should take at least 3 Elective RME points each year. All solicitors can have 4 CPD points per seminar. However, we will give the priority to all eligible solicitors in obtaining elective RME points and CPD points.

(O14) Building Management Dispute with Landlord Tenant Law

Date: 19 October 2018 (Friday) **Time:** 2:30pm-5:45pm **Language:** English **Level:** Elementary

Speaker: Lau Wan Ching, Barrister-at-law, Gilt Chambers

Lawyer CPD Points: 3 ACCA CPD / SFC CPT / Insurers' CPD Pts: 3 Fee: HK\$1,650

Highlights: Legal issues arising from the peculiar and particular circumstances of the multi-storey buildings is one of the unique features of Hong Kong's conveyancing system. In this seminar, we will discuss primarily common issues of building management disputes among incorporated owners/ owners' committee, managers and owners of the premises, also conflict between landlord and tenant in relation to the multi-storey buildings' circumstances. In addition, we will examine recent, updated court cases and relevant ordinances in relation to common disputes found in the building management, also landlord and tenancy issues of Hong Kong. Moreover, some relevant and updated features, ordinances and court cases for parties to consider during the course of resolving their disputes by alternative dispute resolution, for example mediation etc., also case management of the Lands Tribunal would be highlighted in this seminar.

升中小學派位面試加強班 (本地或海外)

學習目標：各名中學面試形式及題目，讓考生集中學習及培訓多方面發展，提升面試技巧，發揮最佳潛能和表現。由經驗老師教導，提高語言應對(中、英、普通話)，加強表達及溝通能力、增強自信及反應；針對教導面試熱門問題，提升時事常識認知、創意、思考及觀察能力；引導學生正確及積極回答主考老師的問題；從群體活動中學習禮儀及談吐；預先練習及模擬面試，增強自信心，勇於表現爭取入讀理想學校。

(O7) Money Laundering – New Developments

Date: 20 October 2018 (Saturday) **Time:** 9:30am-12:45pm **Language:** English **Level:** Elementary

Speaker: Dr. Rita Cheung, MCAL Solicitors LLP

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

It will repeat on 20 October 2018 Saturday from 9:30am to 12:45pm (O7)

Highlight: This seminar discusses the recent development of the Hong Kong money laundering regime. What are the new statutory customer due diligence and record-keeping requirements imposed on designated non-financial business and professions (DNFBPs), including lawyers and accountants? Must the actual 'criminal' source of the property be proved in prosecutions? What is the mental element on a charge of money laundering? What is the solicitors' role in customer due diligence and record-keeping?

1 Objectives of the anti-money laundering regime

Organised and Serious Crimes Ordinance (Cap 455)
Anti-Money Laundering and Counter-Terrorist Financing (Financial Institutions) Ordinance (Cap 615)
Licensing regime for trust or company service providers

2 Proving the "criminal" source of property in money laundering prosecutions

Must the predicate crime that generate the criminal proceeds be identified?

Must the actual "criminal" source of the property be proved?

Can "clean" money be laundered?

HKSAR v Carson Yeung (2016) 19 HKCFAR 279

3 The mental element

What is the mental element on a charge of money laundering?

Should the court take into account a defendant's 'beliefs, thoughts, and intention'?

HKSAR v Pang Hung Fai (2014) 17 HKCFAR 778

4 Solicitors' role in due diligence

Practice Direction P

HKSAR v Wu Wing Kit (1 September 2017, CACC 299A of 2014)

(Au9) Agreed Sum Clauses: Break Fees and others

Date: 23 October 2018 (Tuesday) **Time:** 9:30am-12:45pm **Language:** English **Level:** Intermediate

Speaker: Judith Sihombing, Adjunct Associate Professor at Chinese University of Hong Kong

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlights:

- The modern common law damages
 - o Time value: shared knowledge: and more
- Liquidated damages or penalties
 - o UK approach v Australian Approach
- Break fees and how to use them
- Hold harmless indemnities

(O4) A Practical Analysis of Disclosure of Securities Interests in Hong Kong

Date: 23 October 2018 (Tuesday) **Time:** 2:30pm-5:45pm **Language:** English **Level:** Intermediate

Speaker: David Yun, Partner, Kirkland & Ellis

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlight: To provide a comprehensive introduction to the disclosure of securities interests regime in Hong Kong, covering a wide spectrum from the basics to the fundamentals of the regulatory environment, the legal requirements and the practical applications.

- Introduction; Basic Principles; Terminology; Parties Involved; Principal Regulatory Requirements
- Different Types of Securities Interests; Key Provisions of the SFO, the Listing Rules and the Takeovers Code
- Key Documentation; Key Issues for Consideration - Q&A

(O18) (RME Elective) Professional Negligence

Date: 24 October 2018 (Wednesday) **Time:** 2:00pm – 5:45pm **Language:** English **Level:** Advanced

Speaker: Judith Sihombing, Adjunct Associate Professor at Chinese University of Hong Kong

Lawyer/Trainee Solicitor/Foreign Lawyer/Other Professionals Elective RME & CPD Pts: 4 **Fee:** HK\$2,000

Highlights:

- Negligence and its remedies; Liability of various professionals
- Solicitors; Medicos; Bankers; Accountants and auditors; Company director
- By legislation - by contract - by common law; Remedies and enforcement of the remedy
- Consequences to the defendant - Discipline;
- Disqualification; Imprisonment; liability to a fine

Remark: All eligible lawyers including partners, sole proprietor, consultants, assistant solicitors, foreign lawyers and trainees should take at least 3 Elective RME points each year. All solicitors can have 4 CPD points per seminar. However, we will give the priority to all eligible solicitors in obtaining elective RME points and CPD points.

(O5) Effective Financial Statement Interpretation & Analysis

Date: 25 October 2018 (Thursday) **Time:** 9:30am-12:45pm **Language:** English **Level:** Intermediate

Speaker: Dr Gerry Li, Director, Value Creation Management Limited

Lawyer CPD Pts: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlight: Lawyers and other Non-accountants daily managing their corporate commercial clients should study on their financial statements. This seminar simply make you know about the principles, terminology and business analysis on key elements in reading their financial statements.

- Fundamentals of financial analysis framework and its role; Overview of operational, financial and accounting analysis
- The use of ratios to identify major trends and changes underlying financial statements, covering profitability, efficiency, gearing and investor ratios; Managing operating funds and assessing business performance;
- Analysing capital investment decisions and financing options to increase shareholder value;
- Cashflows, time value of money and cost of capital considerations in business decision making;
- Risk management techniques; Overview of business evaluation technique;
- How management can manipulate operating profit to present a favourable picture? Comprehensive case examples

(O12) (RME Elective) Risk Management: Money Laundering and the Hong Kong Solicitor

Date: 25 October 2018 (Thursday) **Time:** 2pm – 5:45pm **Language:** English **Level:** Advanced
Speaker: Anne Carver, now teaches part time at the Chinese University in the School of Business and in the School of Health, where she is an Honorary Professor.

Lawyer CPD Points: 4ACCA CPD / SFC CPT / Insurers' Elective RME & CPD Pts: 4 **Fee:** HK\$2,000

Highlight : The objective of this Risk Management Seminar is to analyse the major significance of Practice Direction P and to develop a deeper understanding of possible risk management techniques that delegates may use in the application of their legal obligations. Issues relating to the legal obligations in respect of anti-money laundering and anti-terrorist financing of Hong Kong solicitors have assumed particular significance in the context of global banking and Hong Kong's unique position for cross-border financing with China. Additionally, solicitors must now fine-tune and harmonize the lawyer's duty of confidentiality to the client with Hong Kong's new anti money laundering paradigm. Since Practice Direction P serves as "a guideline", not law, the role of the Law Society's guidance for solicitors is fundamental to maintaining the integrity and stability of the Hong Kong legal and financial system as interpreted by the judges. This Seminar will focus on the practical aspects of the *Anti-Money Laundering Ordinance* "AMLO" (cap 615) with detailed lecture notes, case studies and group discussion to assist delegates in understanding the legal aspects of Hong Kong's new money laundering landscape.

- We shall analyze the framework of Hong Kong's anti-money laundering and anti-terrorist legislation for legal practitioners and identify those areas where practitioners must exercise extreme caution in certain circumstances. In particular, we shall examine the definitions of money laundering and terrorist- financing in the new framework of anti money-laundering (AML)" and counter -terrorist financing (CTF) and the concerns of the Law Society for the Designated Non-Financial Business and Professions (DNFBP)]. ; We shall look specifically at changes in the Hong Kong's banking and regulatory regimes as a result of problems in the law relating to AML and CTF and the impact on legal advisors in relation in their role as DNFBPs. Delegates will also examine the role of FATF and its criticisms of Hong Kong anti-money –laundering and counter –terrorism financing laws in the context of FATF's recommendations for Hong Kong. We shall analyze three Hong Kong cases
- 1) *HKSAR v Wu Wing Kit* DCC1022/22 and the Court of Appeal judgment Criminal Appeal No.292 of 2014 delivered on 26th May 2016
- 2) *Pang Hung Fai* [2014] HKEC 1831; and 3) *Yeung Kee Sing Carson* DCC860 /2011) and the CFA judgment *FACC* No.1 of 2015 delivered on 11th July 2016 with reference to section 25 of *The Organized and Serious Crimes Ordinance* (cap 405); *The Drug Trafficking (Recovery of Proceeds) Ordinance* (cap 575) and AMLO (cap 615).
- We shall also examine the advice from the JFIU in the context of its revised Suspicious Transaction Report and the solicitor's legal obligations. Finally, we shall examine and apply Practice Direction P to a simulated case study from the perspective of risk management and legal practice.

Remark: All eligible lawyers including partners, sole proprietor, consultants, assistant solicitors, foreign lawyers and trainees should take at least 3 Elective RME points each year. All solicitors can have 4 CPD points per seminar. However, we will give the priority to all eligible solicitors in obtaining elective RME points and CPD points.

(O17) Bank Lending and Company Charges

Date: 26 October 2018 (Friday) **Time:** 9:30am –12:45pm **Language:** English **Level:** Intermediate

Speaker: Dr Rita Cheung, MCAL Solicitors LLP

Lawyer CPD Points: 3 ACCA CPD / SFC CPT / Insurers' CPD Pts: 3 **Fee:** HK\$1,650

Highlight : This seminar is concerned with consensual real security that companies can give to lenders. It focuses on secured corporate borrowing where this is done by debentures and company charges. It examines the new registration regime under Part 8 of the Companies Ordinance, and includes a discussion of the priority issues in relation to company charges. It examines the decision in *Chang Pui Yin v Bank of Singapore Limited* [2017] 4 HKLRD 458, where the Court of Appeal gave a more vigorous meaning to the concept of 'unconscionability' of a contract in determining whether a bank could rely on the risk disclosure statements to limit their responsibilities to the customers, following the lead of the Australian courts.

1. Types of consensual security: mortgage, charge, pledge and lien; Company charges;
2. Registration of company charges: the registration requirement; Priority rules; Quasi-security: retention of title clause
3. The applicability of exemption clauses in the banking context: *Chang Pui Yin v Bank of Singapore Limited* [2017] 4 HKLRD 458

(S23) The Changing Global Landscape of International Tax Co-operation : BEPS and the trade / investment challenges

Date: 26 October 2018 (Friday) **Time:** 2:30pm–5:45pm **Language:** English **Level:** Elementary

Speaker: Julien Chaisse, Professor, Faculty of Law, The Chinese University of Hong Kong

Lawyer CPD Points: 3 ACCA CPD / SFC CPT / Insurers' CPD Pts: 3 **Fee:** HK\$1,650

Highlights: The global landscape in the fight against cross-border tax avoidance and tax evasion has changed dramatically since the third International Conference on Financing for Development held in Addis Ababa in 2015. A panel of senior experts will discuss the progress made by the UN and the OECD since the Addis call for more inclusiveness, both in terms of institutional arrangements and policy guidance, to support developing countries in coping with the challenges posed by international tax avoidance and evasion. The call for change was made with a view to increasing tax revenues for investment in sustainable development. The effectiveness and operational capacity of the UN Committee of Experts on International Co-operation in Tax Matters has been strengthened and its engagement with the UN Economic and Social Council (ECOSOC) increased. The panel will show how this allowed the UN to achieve some important milestones in addressing international tax avoidance and evasion, including relevant updates to the UN Model Double Taxation Convention between Developed and Developing Countries and the UN Practical Manual on Transfer Pricing for Developing Countries as well as the adoption of the UN Code of Conduct on Co-operation in Combating International Tax Evasion. The Inclusive Framework on Base Erosion and Profit Shifting (BEPS) and the Global Forum on Transparency and Exchange of Information (the Global Forum) have also been important in helping to bring about change, and in taking forward the commitments as agreed in Addis. The course will explain how nearly 100 countries and jurisdictions are working together on an equal footing in the Inclusive Framework on BEPS to tackle tax avoidance, in particular preventing tax treaty abuse and introducing country-by-country reporting for the activities of multinational enterprises. In this course, you will have an opportunity to explore recent developments of key issues such as:

- The BEPS outputs are soft law legal instruments.
- They are not legally binding but there is an expectation that they will be implemented accordingly by countries that are part of the consensus.
- The past track record in the tax area is rather positive. Minimum standards were agreed in particular to tackle issues in cases where no action by some countries would have created negative spill overs (including adverse impacts of competitiveness) on other countries.
- Recognising the need to level the playing field, all OECD and G20 countries have committed to consistent implementation in the areas of preventing treaty shopping, Country-by-Country Reporting, fighting harmful tax practices and improving dispute resolution.
- In addition, existing standards have been updated and will be implemented, noting however that not all BEPS participants have endorsed the underlying standards on tax treaties or transfer pricing.
- In other areas, such as recommendations on hybrid mismatch arrangements and best practices on interest deductibility, countries have agreed a general tax policy direction. In these areas, they are expected to converge over time through the implementation of the agreed common approaches, thus enabling further consideration of whether such measures should become minimum standards in the future.
- Guidance based on best practices will also support countries intending to act in the areas of mandatory disclosure initiatives or CFC legislation; New tax rules may however conflict with investment treaties and trade rules.

(O8) Consumer Protection Law – New Developments

Date: 27 October 2018 (Saturday) **Time:** 9:30am-12:45pm **Language:** English **Level:** Elementary

Speaker: Dr. Rita Cheung, MCAL Solicitors LLP

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlight: This seminar discusses recent case law development on consumer protection law, including sale of goods, exemption clauses, and unfair trade practice law.

1 **Contract of sale of goods**

Distinction between a contract for the 'sale of goods' and a contract for 'work and materials'. Why is the distinction important?

Mitsubishi Elevator Hong Kong Co Ltd v Marriot Engineering & Construction Co Ltd (15 September 2017, DCCJ 3970 of 2011)

2 **Implied terms**

What are the statutory implied terms in sale of goods law?

Description

Quality

Fitness for purposes

3 **Exemption clauses**

Where an agent has made a misrepresentation and sold goods in breach of statutory implied terms, on what grounds could the injured party seek remedy? Should it be misrepresentation or breach of contract? How is the line to be drawn between fraudulent and negligent misrepresentation? What is the effect of the incorporation of exemption clauses in the contract? Lee Yuk Shing v Dianoor International Ltd (in Liquidation) [2016] 4 HKC 535.

4 **Trade Descriptions Ordinance**

False trade description - When can a director be held criminally for offence committed by the company? HKSAR v Luen On Motors Ltd [2016] 2 HKLRD 1301

Forged trade mark - What lessons can be learnt from the Court of Appeal decisions in HKSAR v Fong Kit Yung (15 March 2018, HCMA 371 of 2017) and HKSAR v Ho Wai Ki, Edith (27 June 2017, HCMA 248 of 2017)?

(O2) Advanced Mandarin Workshop for Lawyers and other Professionals – Property, Immigration to HK, Wills & Probate and Marriage in China

Date: 30 October 2018 (Tuesday) **Time:** 9:30am–5:30pm (Lunch break from 1:20pm-2:30pm) **Language:** Mandarin

Trainer: Cheung Wai Ying, Senior Mandarin Trainer, Central Learning Holdings Limited **Level:** Intermediate

Lawyer CPD Points: 7.5 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 6.5 **Fee:** HK\$3,300

Highlight: This is an advanced course providing Mandarin Training to Hong Kong and Foreign professionals (including lawyers, accountants, estate agencies, insurance brokers and financial planners etc) who intend to work with native Putonghua-speaking clients in Mainland China. After an attendee has completed the course, such person should be able to learn most common legal terms and sentences in aspect of civil matters in China. In addition to the existing materials, we have new syllabus from the textbook "Putonghua for Legal Profession" written by 沈沂律師 and encourage other work-related material carried by the attendees. Morning session focus on Property Transaction & Tenant Agreement and Immigration to Hong Kong while afternoon session emphasis on Wills & Probate and Marriage.

- Role Play Exercise and Intensive Workshop
- Introduction the key words used in selected topics such as:
 - A) Property Transaction & Tenant Agreement; B) Chinese Marriage; C) Business Immigration to HK; D) Wills & Probate; E) China Attesting Officer
- Continuing with the practice in the Mandarin by means of dialogue from texts and a role-play.
- The content includes 貸款與抵押、房地產交易和商業事務等;
- Concentrating on more practices for the individual attendees; Discussion and Q & A

(D1) Multi-Storey Building Litigation

Date: 10 December 2018 (Monday) **Time:** 2:30pm - 5:45pm **Language:** English **Level:** Advanced

Speaker: Andrew Mak, Barrister-at-law, Carol Wong, Barrister-at-law & Brian Chok, Barrister-at-law, Sir Oswald Cheung's Chambers

Lawyer CPD Points: 3 **ACCA CPD / SFC CPT / Insurers' CPD Pts:** 3 **Fee:** HK\$1,650

Highlights: There are a lot of multi-storey buildings in Hong Kong. It is not uncommon for legal disputes to arise between co-owners themselves, between co-owners and the manager, as well as between co-owners and the outsiders. Further, some buildings have their owners' incorporation which is charged with certain responsibilities. It is important to understand how to effectively resolve these disputes within a multi-storey building.

- Common disputes in multi-storey buildings, including illegal structure, water seepage, disputes relating to common areas, payment of management fees;
- The role of manager; The role of an owner's incorporation;
- Practical ways to resolve multi-storey building disputes

香港中學文憑的四個核心科目(中國語文、英國語文、數學及通識教育)及選修科精進班

對象: 中四/中五/中六 **上課日期:** 中文(星期六日)、英文(星期五六)、數學(星期四六日)、M1(星期日)、通識(星期五六)、生物化或綜合科學(星期四日)、企業管理、會計或經濟學(星期五六日)、地理或中西史(星期六日)

特設免費學前測試班和評估為學生定立最好教材和教學方法

強化普通話專業課程 Essential Mandarin Course for Professionals and Business Executives

師資優良: 北京籍導師, 多年教授專業及行政人員經驗, 持有國家語委普通話水平測試一級證書。

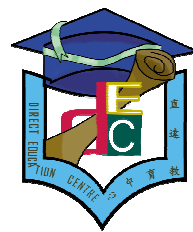
課程大綱: 第一單元著重普通話拼音、字詞、詞語及拼寫讀技巧, 中港地造句和語法的差異; 第二、三單元, 透過學員的實際工作情境及生活接觸, 加強學員聽、寫、讀及理解能力, 尤其著重會話和朗讀能力訓練; 第四單元, 配合國家語委普通話水平測試的專業訓練, 作出最佳準備。(課程號碼: 24Z05352-1)*

全期學費: 港幣 \$12,000 (每月繳交\$1,200, 以四堂計); 連講義, 不包括校外考試費用、字典及課本。

*以上課程已加入持續進修基金可獲發還款項名單內, 最高資助 80% 學費。

小組教學: 每班 2 - 9 人。每堂兩小時 (40 堂)。 <歡迎學校或公司培訓包辦查詢>





語文(廣普英)及數學理科班 * 設免費學前測試班, 按學生需求設計教材, 因材施教

每星期一堂, 每堂兩小時; 外籍導師任教小組每堂一小時, 上課安排及學費一切以報名時確認為準

年級 每月四堂收費	小一至小三	小四至小六	中一至中三	中四至中六	成人/ 非華語人士	個別 (一小時計)
外籍導師 (普通話/英語)	\$1400 @\$350	\$1400 @\$350	\$1600 @\$400	\$1800 @\$450	\$2000 @\$500	\$2000 @\$500
本地導師 - 中英通識人文科 (廣東話授課)	\$1200 @\$150	\$1200 @\$150	\$1440 @\$180	\$1600 @\$200	\$2000 @\$250	\$2000 @\$500
本地導師 - 數理商等選修科 (廣東話授課)	\$1200 @\$150	\$1200 @\$150	\$1600 @\$200	\$2000/\$1800 @\$250/\$300(1.5h)		\$1600 @\$400

英語閱讀理解及引導寫作課程 (英語 / 廣東話)

- 初中通過閱讀文章、書刊及新聞, 引導掌握誦讀、糾正發音謬誤和增強聽讀能力。高中根據文憑試準則編制教材。
- 加強模擬試卷練習, 分析內容答題技巧、要訣及內容撮要的方法; 學習如何理解文意、正確的文法, 認識更多字詞和建立正確的寫作大綱; 可選擇本土廣東話或外籍導師英語授課。

中文閱讀理解及創意寫作課程(普通話 / 廣東話)

- 重點教學: 小學、初或高中。初高中班根據文憑試準則編制教材。
- 課堂示範, 學習拼音的拼讀、拼寫及聲調有系統地掌握各項知識要點, 在現實生活中活用普通話自由交談, 有效地提升聽說能力*; 理解文意及認識更多字詞、句式、標點、主旨段意、各式體裁、修辭手法及答題技巧要訣。
 - 包括: 閱讀不同年代的詩詞賦散文及各式文言文作品, 教導如何認識古文字詞、句式、押韻、段落、各式文體、修辭手法及課文深層意思。
 - 教導學生適當地運用中文文法, 加強寫作能力。可選擇本土廣東話或外籍導師普通話授課。*只適用於外籍導師課。

K3 /小學(全科) /中學(專科專教)功課輔導班

每星期堂數 每月四星期收費	考試班 (天天計)	三堂	四堂	五堂	低至 每小時
K3 至小三	\$150	\$1260	\$1650	\$2000	\$33 up
小四至小六	\$150	\$1510	\$1980	\$2400	\$40up
中一至中三	\$180	\$1750	\$2470	\$2800	\$46 up
個別教授 (每課一小時)	\$200	\$2400	\$3200	\$4000	\$200
習作班 (中英數)	\$200	\$600	\$800	\$1000	\$25

- 重點教學:
- 透過跟進當天功課, 訓練自我獨立學習能力及精神。
 - 解決學生不明白的功課問題、預習未教課文、默書/網上作業、補充練習、溫習校內測驗考試、校本評核和提供模擬試卷等。讓學生於家課和考試中爭取更高分數, 提升校內成績為依歸。
 - 學校假期、24小時前事假或生病通知後可補課。當天延遲放學, 可更改時間。
 - 尊重學生的課本及習作試卷, 絕不給予其他學生使用。

星期一至星期五, 每天上午九時至一時或下午四時至晚上七時
 自選上課三小時 (連一小時留校自修) K3 及半日制學生上課時間另議
 上課安排及學費一切以報名時確認為準 全 / 半日制學生安排接送可斟酌收費

24小時查詢熱線：2110 8140

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