

Updates Digest for Directors 董事須知文摘

29 June 2021 2021年6月29日

Updates Digest for Directors is a periodic circulation to members of HKIoD summarising current issues on policies that are relevant to company directors in fulfilling their responsibilities in corporate governance.

此為提供予香港董事學會會員的定期資訊，摘要報導有關董事履行企業管治職責的現時政策課題。

I. HKIoD's Response to The Exchange's Consultation Paper on Listing Regime for Overseas Issuers 香港董事學會就香港交易所之海外發行人上市制度作出建議

HKIoD's on 31 May 2021 responses to The Exchange's Consultation Paper on Listing Regime for Overseas Issuers. The present consultation concerns proposals to reform and consolidate requirements as applicable to applicants who seek dual primary listing or secondary listing on the Exchange. Some of the proposals concern situations when dual listed Overseas Issuers have a majority of the trading of their shares migrate to the Exchange or de-list from the overseas exchange on which they primary list. This could affect whether and how the dual listed Overseas Issuers can continue to enjoy the Listing Rule waivers they may have been granted, or as applicable whether they can retain their non-compliant WVR structures or VIE struc-

The Hong Kong Institute of Directors 香港董事學會

For more information 詳情：

https://www.hkiod.com/e_news/document/2021/20210531_HKEX_Listing%20Regime%20for%20Overseas%20Issuers.pdf

II. FRC Issues Its Annual Inspection Report 財務匯報局發布其年度查察報告

Financial Reporting Council (FRC) on 3 June 2021 (Thur) issues its Annual Inspection Report (the Report) which presents the full results of our inspections of listed entity audits in their first period of inspections from 1 October 2019 to 31 December 2020. During the period, the FRC completed 37 engagement inspections and 18 inspections of the quality control systems of listed entity audit firms.

財務匯報局（財匯局）於2021年6月3日（星期四）發布其年度查察報告（報告），總結首個週期（即2019年10月1日至2020年12月31日）查察上市實體審計的完整結果。在此期間，財匯局完成了37個審計項目以及18間上市實體會計師事務所的質素監控制度的查察。

Financial Reporting Council 財務匯報局

For more information 詳情：

https://www.frc.org.hk/en-us/FRC_PressRelease/FRC%20Annual%20Inspection%20Report%20Press%20release_FINAL_Media.pdf

III. Further Reform of Regulatory Regime of Accounting Profession 會計規管 延續改革

Since the new regulatory regime has been operating smoothly, and the FRC has delivered a number of achievements, the Government will commence the next step of reform and further the independent regulation of accounting profession. FSTB proposes to expand the powers currently vested with the FRC, including inspection, investigation and discipline of PIE auditors, to cover all auditors.

有見新制度過去運作順暢良好，財匯局的監管工作亦漸見成果，政府將啟動改革工作，進一步推動會計專業向獨立監管的方向發展。財經事務及庫務局建議將財匯局現有的查察、調查及紀律處分權力，由目前只涵蓋上市公司核數師擴展至所有核數師即包括所有執業會計師和執業單位，以及專業會計師。

Source 資料來源：Financial Services and the Treasury Bureau 財經事務及庫務局

For more information 詳情：

<https://www.fstb.gov.hk/en/blog/blog080621.htm>

PPT of Further Reform of Regulatory Regime for Accounting Profession

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IV. Subsidiary Legislation for Implementation of Inspection Regime Under Companies Ordinance Gazetted 落實《公司條例》下查冊安排的附屬法例刊憲

The Government published in the Gazette on 18 June 2021 the Companies Ordinance (Commencement) Notice 2021, the Companies Ordinance (Commencement) (No. 2) Notice 2021, the Companies Ordinance (Commencement) (No. 3) Notice 2021, the Companies (Residential Addresses and Identification Numbers) Regulation, the Company Records (Inspection and Provision of Copies) (Amendment) Regulation 2021, the Companies (Non-Hong Kong Companies) (Amendment) Regulation 2021 and the Companies Ordinance (Amendment of Schedule 11) Notice 2021.

政府於2021年6月18日（星期五）在憲報刊登《2021年〈公司條例〉（生效日期）公告》、《2021年〈公司條例〉（生效日期）（第2號）公告》、《2021年〈公司條例〉（生效日期）（第3號）公告》、《公司（住址及身分識別號碼）規例》、《2021年公司紀錄（查閱及提供文本）（修訂）規例》、《2021年公司（非香港公司）（修訂）規例》及《2021年公司條例（修訂附表11）公告》。

Source 資料來源：Financial Services and the Treasury Bureau 財經事務及庫務局

For more information 詳情：

<https://www.info.gov.hk/gia/general/202106/18/P2021061800303.htm>

V. HKIoD response to the Exchange's Consultation Paper on Review of Corporate Governance Code and Related Listing Rules 香港董事學會就香港交易所之「有關檢討《企業管治守則》及相關《上市規則》條文的諮詢文件」作出建議

HKIoD on 18 June 2021 welcomes the Exchange's latest exercise to review and update the Corporate Governance Code and related Listing Rules. HKIoD may not agree with every element of the proposals, but where we differ, they are more about the means chosen rather than end aspirations. The point is about creating effective boards.

Source 資料來源：The Hong Kong Institute of Directors 香港董事學會

For more information 詳情：

https://www.hkiod.com/e_news/document/2021/20210618_HKEX_Review%20of%20CG%20HKIoD%20response.pdf