

**Design and Implementation of  
a Scheme for Accreditation of  
Company Directors by  
The Hong Kong Institute of Directors  
in Advancing Corporate Governance**

A project submitted to Middlesex University  
in partial fulfillment of  
the requirements for the degree of  
**Doctor of Professional Studies**

**Carlye Wai-Ling TSUI DProf**

**National Centre for  
Work Based Learning Partnerships**

**Middlesex University**

May 2007

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## APPENDICES

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### 1. Backgrounders

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年報 Annual Report 2005

Honesty  
Knowledge  
Integrity  
Professionalism  
Diligence



香港董事學會  
The Hong Kong Institute of Directors

## 本會的使命及核心價值 Our Mission & Values

香港董事學會為香港代表專業董事的首要組織，其宗旨是鼓勵會員齊心推廣優秀的公司管治，並為推進香港在中國及國際間的地位作出貢獻。為完成使命，董事學會積極致力於

- 薈萃董事，發展多元文化及國際視野，攜手策使命。
- 為新任命的董事賦予指引、支援資深董事持續地提升專業董事能力、為有潛質人士提供培訓以強化晉升董事。
- 提供時間企業管治的最新資訊，掌握世界脈搏、策動董事實務與世界趨勢同步前進。
- 投入社會，發表影響性意見，促進香港繁榮。

香港董事學會成員是上市、公營和私營以及法定／非分配利潤組織的董事，在這基礎上，董事學會制定多元目標策略，促進卓越的企業管治。董事學會的工作語言為中文和英文，培訓課程和活動以粵語、英語和普通話進行。

**The Hong Kong Institute of Directors is Hong Kong's premier body representing professional directors working together to promote good corporate governance and to contribute towards advancing the status of Hong Kong, both in China and internationally.** The Institute is committed to its mission through:-

- Coordinating directors in joint efforts in a multi-cultural environment with international perspectives.
- Providing newly appointed directors with guidance, supporting experienced directors in the continual pursuit of professional excellence and offering preparatory training for potential directors.
- Disseminating up-to-date information on corporate governance and empowering directors in world-trend best practices.
- Establishing an influential voice in representing directors in the promotion of the prosperity of Hong Kong.

From its broad membership base consisting of directors from listed, public and private companies and statutory/non-profit-distributing organizations, HKIoD continually develops multi-prong strategies to nurture excellence in corporate governance. HKIoD conducts business in both Chinese and English languages, and its training programmes and activities are conducted in Cantonese, English and Putonghua.

## 公司資訊 Corporate Information

### 贊助人

曾蔭權行政長官

### 理事會

許浩明先生 (主席)  
麥理思先生 (副主席)  
黃紹開先生 (副主席)  
周光暉先生 (副主席)  
黃天祐先生 (副主席)  
何猷灝先生 (司庫)  
鄭慕智先生 (榮譽會長兼榮譽主席)  
徐尉玲女士 (行政總裁)  
畢烈先生  
陳心愉女士  
張惠彬博士  
江偉先生  
高來福先生  
范耀鈞教授  
簡文儉先生  
劉冠倫博士  
梁廣灝工程師  
梁劉柔芬議員  
林宣亮先生  
文晷良先生  
莫兆光先生  
潘祖明先生  
孫國華先生  
譚學林先生  
鄧宛舜女士  
陶榮先生  
曾立基先生  
詹華達先生  
黃友嘉博士  
王英偉先生  
翁月華女士  
容永祺先生

### 義務公司秘書

登捷時有限公司

### 審計師

羅申美會計師行

### 義務法律顧問

胡百全律師事務所

### 註冊及主要辦事處

香港銅鑼灣謝斐道414-424號中望商業中心8樓  
電話：(852) 2889 9986 傳真：(852) 2889 9982  
網址：www.hkiod.com 電郵：executive@hkiod.com

### Patron

The Hon Donald Tsang Yam-kuen GBM

### Council

Mr Herbert H M Hui JP (Chairman)  
Mr George Magnus BBS OBE (Deputy Chairman)  
Mr Peter S H Wong MBA (Deputy Chairman)  
Mr Edward K F Chow (Deputy Chairman)  
Mr Kelvin Wong (Deputy Chairman)  
Mr Ronald Ho (Treasurer)  
Mr Moses Cheng GBS OBE JP (Hon President & Chairman Emeritus)  
Ms Carlye W L Tsui BBS MBE JP (Chief Executive Officer)  
Mr Peter Barrett  
Ms Bonnie S Y Chan  
Dr Charles Cheung JP MBA DBA (Hon)  
Ir A F M Conway  
Mr John Crawford JP  
Prof Y K Fan BBS JP  
Mr Paul Kan  
Dr Alex Lau  
Ir Edmund K H Leung OBE JP  
The Hon Mrs Sophie Leung SBS OBE JP  
Mr Alfred Lin  
Mr Man Mo Leung  
Mr Stanley Mok  
Mr John C Poon  
Mr Peter K W Sun  
Mr Tommy Tam JP  
Ms Cynthia Y S Tang  
Mr Christopher To  
Mr Richard Tsang  
Mr Jim Wardell  
Dr David Wong  
Mr Wilfred Wong JP  
Ms Linda Y W Yung  
Mr Samuel W K Yung MH

### Honorary Company Secretary

Tengis Limited

### Company Auditor

RSM Nelson Wheeler

### Honorary Legal Consultant

P.C. Woo & Co

### Registered & Principal Office

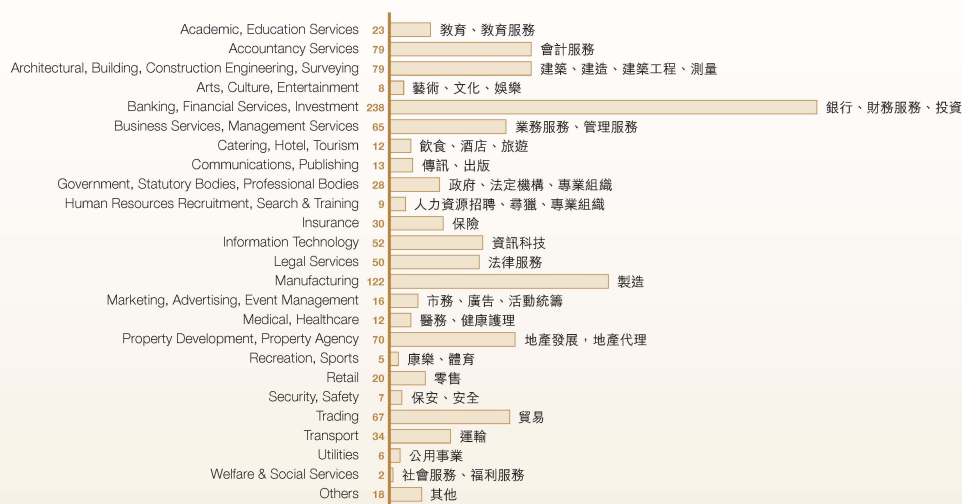
8/F Chinaweal Centre, 414-424 Jaffe Road, Causeway Bay, Hong Kong  
Telephone: (852) 2889 9986 Fax: (852) 2889 9982  
Website: www.hkiod.com E-mail: executive@hkiod.com

## 活動統計一覽 Programme Summary

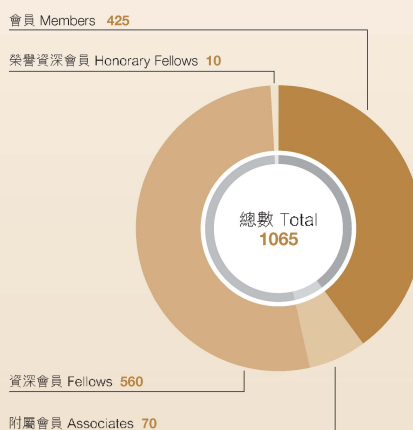
活動種類 Programmes 1997 – 2005	次數 No. of Events	人數 No. of Persons
文憑研討會 Diploma Seminars	243	>2,000參加者attendees 201 畢業生graduates
演講會及專業講座 Speaker Meetings and Professional Talks	55	>2,500 參加者attendees
公開研討大會／論壇 Public Seminars / Forums	11	>1,900 參加者attendees
外展講座 Outreach Talks	158	>8,000 參加者attendees
主題工作坊及研究坊 Theme Workshops and Workgroup	12	>200 參加者participants
刊物 Publications	31	>150參加製作participants >26,000讀者readers
傑出董事獎 Directors Of The Year Awards	5	>60 合作夥伴Project Partners 每年達九百萬觀眾 reaching 9 million audience times/year
週年晚宴 Annual Dinners	8	>2,500參加者attendees
聯誼活動 Fellowship Gatherings	10	>470 參加者attendees
外展訪問團 Outreach Delegation	1	19 代表delegates

## 會員人數統計（截至 2005 年 12 月 31 日） Membership Statistics (as at 31 December 2005)

### 據行業分析 By industry



### 據會員級別分析 By membership grade





## 理事會 The Council



許浩明太平紳士  
Mr Herbert H M Hui JP  
主席  
Chairman

海域集團有限公司及海域化工集團有限公司副主席；以下公司獨立非執行董事：交通銀行股份有限公司、新昌營造集團有限公司、皇朝酒業集團有限公司、中信21世紀有限公司、國中控股有限公司；香港學術評審局副主席、香港會計師公會專業準則制定導向委員會委員、香港數碼港管理有限公司及香港科技園公司董事，亦是策略發展委員會經濟發展及與內地經濟合作委員會委員、廉政公署審查貪污舉報諮詢委員會和保護証人覆核委員會小組委員、證券及期貨事務監察委員會之收購及合併委員會及收購上訴委員會委員、香港貿易發展局中國貿易諮詢委員會和香港專業服務諮詢委員會委員及財經界人力資源諮詢委員會成員、汽車零部件研究及發展中心董事、香港公益金董事、香港科技大學顧問委員會、香港浸會大學持續教育學院諮詢委員會委員及工商管理學院院友。亦為多間上市公司的獨立非執行董事。

Deputy & Vice Chairman of the Ocean Grand Holdings Ltd. and Ocean Grand Chemicals Holdings Ltd., Independent Non-Executive Director, Bank of Communications Co., Ltd., Hsin Chong Construction Group Ltd., Dynasty Fine Wines Group Ltd., Citic 21CN Co. Ltd., Interchina Holdings Ltd., Vice Chairman of Hong Kong Council for Academic Accreditation, a member of the Standards-Setting Steering Committee of the Hong Kong Institute of Certified Public Accountants and a Director of both Cyberport and the Hong Kong Science and Technology Parks Corporation, a member of Committee on Economic Development and Economic Cooperation with the Mainland, Commission on Strategic Development, the Operations Review Committee and the Witness Protection Panel of the Independent Commission Against Corruption, The Takeovers and Mergers Panel and The Takeovers Appeal Committee of Securities and Futures Commission, China Trade Advisory Committee and Professional Services Advisory Committee of Hong Kong Trade Development Council and Advisory Committee on Human Resources Development in the Financial Services Sector; member, Board of Directors of the Automotive Parts and Accessory System R&D Centre, the Board of the Community Chest of Hong Kong, Court Member of Hong Kong University of Science & Technology, Member of School of Continuing Education Advisory Committee, Honorary Associate of School of Business, Hong Kong Baptist University and serves on the Boards of a number of public and private companies.



麥理思先生  
Mr George Magnus BBS OBE  
副主席  
Deputy Chairman

長江實業(集團)有限公司非執行董事；和記黃埔有限公司非執行董事；香港電燈集團有限公司非執行董事；香港旅遊發展局董事；香港公益金董事；香港酒店業主聯會Life Vice President。

Non-Executive Director, Cheung Kong (Holdings) Limited; Non-Executive Director, Hutchison Whampoa Limited; Non-Executive Director, Hong Kong Electric Holdings Ltd; Director, Hong Kong Tourism Board; Director, Community Chest; Life Vice President, Federation of Hong Kong Hotel Owners.



## 理事會 The Council



黃紹開先生  
Mr Peter S H Wong  
副主席  
Deputy Chairman

大福證券集團有限公司集團董事總經理兼行政總裁；正興(集團)有限公司獨立非執行董事；達利國際集團有限公司獨立非執行董事；榮暉國際集團有限公司獨立非執行董事；香港貿易發展局金融服務諮詢委員會會員；香港理工大學企業發展院督導委員會委員；Member, College Council for the College of Professional and Continuing Education of The Hong Kong Polytechnic University；2007 – 2008年度國際扶輪第3450地區(香港／澳門／蒙古國)候任地區總監；前公司法改革常務委員會委員；前香港聯合交易所有限公司上市委員會委員。

Group Managing Director and Chief Executive, Tai Fook Securities Group Limited; Independent Non-Executive Director, Ching Hing (Holdings) Limited; Independent Non-Executive Director, High Fashion International Limited; Independent Non-Executive Director, Theme International Holdings Limited; Member, Financial Services Advisory Committee of Hong Kong Trade Development Council; Steering Committee Member, Institute for Enterprise of The Hong Kong Polytechnic University; Member, College Council for the College of Professional and Continuing Education of The Hong Kong Polytechnic University; District Governor-Elect 2007 – 2008, Rotary International District 3450 (Hong Kong, Macau and Mongolia); Former Member, Standing Committee on Company Law Reform; Former Listing Committee Member, The Stock Exchange of Hong Kong Limited.



周光暉先生  
Mr Edward K F Chow  
副主席  
Deputy Chairman

中國基建集團及中國基建港口有限公司主席；香港會計師公會前會長(2005)；中國人民政治協商會議浙江省委員；香港特別行政區選舉委員會委員；經濟合作組織企業管治圓桌會議亞洲核心成員；國際會計師協會屬下商界會計師委員會副主席；香港工商專業聯會副主席；中遠太平洋有限公司及招商銀行有限公司獨立董事。

Chairman of China Infrastructure Group and CIG Yangtze Ports PLC; Immediate Past President (2005) of Hong Kong Institute of Certified Public Accountants; Member of The Chinese People's Political Consultative Conference – Zhejiang Province; Member of Election Committee of Hong Kong SAR; Core Member of OECD Asian Corporate Governance Roundtable; Deputy Chairman of International Federation of Accountants' Professional Accountants in Business Committee; Vice Chairman of Business and Professionals Federation of Hong Kong; Independent Director of COSCO Pacific Limited and China Merchants Bank Limited.



黃天祐先生  
Mr Kelvin Wong  
副主席  
Deputy Chairman

中遠太平洋有限公司董事副總經理；勤美達國際控股有限公司獨立非執行董事；貿易通電子貿易有限公司獨立非執行董事；中國基建港口有限公司獨立非執行董事；香港中樂團有限公司副主席；香港貿易發展局中國貿易諮詢委員會委員；香港會計師公會核數與核證準則委員會委員。

Deputy Managing Director and Executive Director of COSCO Pacific Limited; Independent Non-executive Director of China Metal International Holdings Inc; Independent Non-executive Director of Tradelink Electronic Commerce Limited; Independent Non-executive Director of CIG Yangtze Ports PLC; Vice Chairman of the Hong Kong Chinese Orchestra Limited; Member of the China Trade Advisory Committee of the Hong Kong Trade Development Council; Member of the Auditing and Assurance Standards Committee of the Hong Kong Institute of Certified Public Accountants.

## 理事會 The Council



何猷灝先生  
Mr Ronald Ho  
司庫  
Treasurer

Sole Proprietor, Ronald Ho, CPA; Assistant Governor, Rotary International District 3450 (Hong Kong, Macau & Mongolia); Member, Hong Kong Housing Society; Former District Secretary, Rotary International District 3450 (Hong Kong, Macau & Mongolia); Former Executive Director, Hong Kong Youth Hostels Association; Former Member, Helping Hand



鄭慕智太平紳士  
Mr Moses Cheng GBS OBE JP  
榮譽會長兼榮譽主席  
Hon President & Chairman Emeritus

胡百全律師事務所首席合夥人；開達集團有限公司非執行董事；中國移動有限公司獨立非執行董事；北京首都國際機場股份有限公司獨立非執行董事；香港交易及結算所有限公司非執行董事；香港浸會大學校董會及諮議會主席；足球博彩及獎券事務委員會主席；香港歌劇院主席；前教育委員會主席；前破產欠薪保障基金委員會主席；前稅基擴寬的新稅項事宜諮詢委員會主席。

Senior Partner, P. C. Woo & Co; Non-Executive Director, Kader Holdings Company Limited; Independent Non-Executive Director, China Mobile Limited; Independent Non-Executive Director, Beijing Capital International Airport Company Limited; Independent Non-Executive Director, Hong Kong Exchanges and Clearing Limited; Chairman, Council & Court of Hong Kong Baptist University; Chairman, Football Betting and Lotteries Commission; Chairman, Opera Hong Kong; Former Chairman, Board of Education; Former Chairman, Protection of Wages on Insolvency Fund Board; Former Chairman, Advisory Committee on New Broad-based Taxes.



徐尉玲太平紳士  
Ms Carlye W L Tsui BBS MBE JP  
行政總裁  
Chief Executive Officer

福記食品服務控股有限公司、萬誠信託(香港)有限公司、路訊通控股有限公司獨立非執行董事；太平紳士；灣仔區議會議員；廣播事務管理局委員；香港中樂團有限公司理事會主席；中小型企業委員會委員；前市政局及臨時市政局議員；前傑出青年協會主席；英國電腦學會(香港分會)創會主席；1981年香港十大傑出青年，1992年香港傑出資訊科技成就人士，1997年獲頒英帝國員佐勳章，2003年獲頒銅紫荊星章。

Independent Non-Executive Director of: Fu Ji Food and Catering Services Holdings Ltd, MLC Trustees (Hong Kong) Ltd, RoadShow Holdings Limited; Justice of the Peace; District Councillor, Wan Chai District Council; Member, Broadcasting Authority; Chairman of Council, Hong Kong Chinese Orchestra Limited; Member, Small and Medium Enterprises Committee; Former Councillor, Urban Council & Provisional Urban Council; Former Chairman, The Outstanding Young Persons' Association; Founder Chairman, British Computer Society (Hong Kong Section); Awards: 1981 Awardee of Ten Outstanding Young Persons Selection, 1992 IT (Information Technology) Achiever of the Year, 1997 Member of the Most Excellent Order of the British Empire, 2003 Bronze Bauhinia Star.

## 理事會

## The Council



畢烈先生  
Mr Peter Barrett  
理事  
Council Member

Chairman, Organisation Development branch of Hong Kong Dal Ltd; Chairman, Organisation Search Ltd (Singapore); Chairman, Organisation Search Limited (Hong Kong); Director, Top Hit Technology Limited; Vice Chairman, Management Consultancies Association of Hong Kong; Honorary Advisor, Institute of Marketing Hong Kong; President, Hong Kong Rotary South; Ex Council, Employers' Federation of Hong Kong; Member of Executive Committee, Mediterranean Corporate Governance Round Table; Former Chairman, Admin Committee, Vocational Training Council; Former Council Member, Hong Kong Baptist University; Former Founding Chairman, Institute of Human Resource Management.



陳心愉女士  
Ms Bonnie S Y Chan  
理事  
Council Member

香港交易及結算有限公司總監；證監會投資者教育諮詢委員會委員；香港律師會編輯委員會委員；香港大學法律院校友會秘書；前電視及廣播事務管理局英語陪審服務委員；前香港公益金籌募小組委員會委員；前職業訓練局(銀行及金融業)訓練委員會委員。

Vice President, Hong Kong Exchanges & Clearing Limited; Member, Investor Education Advisory Committee, SFC; Committee Member, The Law Society of Hong Kong (Editorial Board); Secretary, The HKU Law Alumni Association; Former Committee Member, English Panel Services, Television & Broadcasting Authority; Former Committee Member, Fund Raising Sub-committee, The Community Chest; Former Committee Member, Vocational Training Council (Banking and Finance Industry) Training Board.



張惠彬博士太平紳士  
Dr Charles Cheung JP  
理事  
Council Member

駿豪集團行政總裁兼常務副主席；嘉華國際集團有限公司獨立非執行董事及審核委員會主席；銀河娛樂集團有限公司獨立非執行董事及審核委員會主席；建生國際集團有限公司獨立非執行董事及審核委員會主席；上海電氣集團股份有限公司獨立非執行董事及主席；地產代理監管局委員；菲律賓首都銀行資深顧問。

Group Chief Executive & Executive Deputy Chairman, Mission Hills Group; Independent Non-executive Director & Chairman of Audit Committee, K. WAH International Holdings Limited; Independent Non-executive Director & Chairman of Audit Committee, Galaxy Entertainment Group Limited; Independent Non-executive Director & Chairman of Audit Committee, Pioneer Global Group Limited; Independent Non-executive Director of Audit Committee, Shanghai Electric Group Company Limited; Member, Estate Agents Authority; Senior Adviser of The Metropolitan Bank & Trust Company, Philippines.

## 理事會 The Council



江偉先生  
Ir A F M Conway  
理事  
Council Member

I.Tel Group 主席；萬達資訊科技有限公司、Aviva Ltd、Mizuho Securities Asia Limited、必美宜集團有限公司、保利達資產控股有限公司、永安國際有限公司獨立非執行董事；中國香港奧林匹克委員會副會長；法律改革委員會私隱問題小組委員會成員；香港會計師公會會員服務委員會副主席；香港管理專業協會資訊技術委員會主席；香港曲棍球總會永遠榮譽會長；前香港電腦學會會長；前香港資訊科技商會會長；前香港理工大學電腦學系諮詢委員會主席。

Chairman, I.Tel Group; Independent Non-Executive Director of: Armitage Technologies Holding Ltd, Aviva Ltd, Mizuho Securities Asia Limited, PME Group Ltd, Polytec Asset Holdings Ltd, Wing On Company International Ltd; Vice President, Hong Kong, China Olympic Committee; Member, Privacy Sub-Committee, Law Reform Commission; Deputy Chairman, Member Services Committee, Hong Kong Institute of CPA; Chairman, IT Committee, Hong Kong Management Association; Hon Life President, Hong Kong Hockey Association; Former President, Hong Kong Computer Society; Former President, Hong Kong Information Technology Federation; Former Chairman, Advisory Committee – Computer Studies, Hong Kong Polytechnic University.



高來福太平紳士  
Mr John Crawford JP  
理事  
Council Member

國際優質教育主席；Crawford Consultants Limited 董事總經理；香港加拿大國際學校成員；聯合國兒童基金會成員；澳門國際學校創辦人；前安永副主席；前青山醫院成員；獨立非執行董事包括：Sunday Communications Limited，泰山石化集團有限公司和e-KONG Group Limited；澳門加拿大商會董事。

Chairman, International Quality Education Limited; Managing Director, Crawford Consultants Limited; Member and Former Board of Governors Co-Chairman, Canadian International School of Hong Kong; Founder and Council Member, UNICEF; Founder, The International School of Macao; Former Founding Partner and Vice-Chairman, Ernst & Young – Hong Kong; Former Member of Castle Peak Hospital Governing Committee; Independent Non-Executive Director of public listed Sunday Communications Limited, Titan Petrochemicals Group Limited and eKONG Group Limited; Founder Director of The Canadian Chamber of Commerce in Macao.

## 理事會

## The Council



范耀鈞教授太平紳士

Prof Y K Fan BBS JP

理事

Council Member

香港浸會大學副校長(拓展)；香港浸會大學附屬機構浸大中醫藥研究所有限公司董事；香港浸會大學附屬機構寰科顧問有限公司董事；香港法律改革委員會委員；香港藝術中心監督團成員；香港特區政府博物館委員會委員；前社會工作訓練及人力策劃諮詢委員會主席；前香港證監會投資者教育諮詢委員會委員；前太平洋經濟合作香港委員會委員；前強制性公積金計劃上訴委員會委員；前香港學術評審局委員；前香港政府研究資助局委員。

Vice President (Development), Hong Kong Baptist University; Director, Institute for the Advancement of Chinese Medicine (IACM) Limited, Hong Kong Baptist University; Director, Earth Tech Consultancy Company Limited, Hong Kong Baptist University; Member, Law Reform Commission, Government of the Hong Kong Special Administrative Region; Member of Board of Governors, Hong Kong Arts Centre; Member, Committee on Museums, Government of the Hong Kong Special Administrative Region; Former Chairman, Advisory Committee on Social Work Training and Manpower Planning, Government of the Hong Kong Special Administrative Region; Former Member, Investor Education Advisory Committee, Securities and Futures Commission, Hong Kong; Former Member, Hong Kong Committee for Pacific Economic Cooperation, Government of the Hong Kong Special Administrative Region; Former Panel Member, Mandatory Provident Fund Schemes Appeal Board, Government of the Hong Kong Special Administrative Region; Former Member, Hong Kong Council for Academic Accreditation, Government of the Hong Kong Special Administrative Region; Former Member, Research Grants Council, Government of the Hong Kong Special Administrative Region



簡文儉先生

Mr Paul Kan

理事

Council Member

南華集團有限公司人力資源總監；創藝廣告工程有限公司董事；精進管理顧問有限公司董事；半島扶輪社前社長。

Human Resources Director, South China Holdings Limited; Director, AP Signage Engineering Limited; Director, AP Business Consulting Ltd; Former President, Rotary Club of Peninsula.



劉冠倫博士

Dr Alex Lau

理事

Council Member

香港浸會大學工商管理學院會計及法律系副教授；蘇姜葉洗律師行顧問律師；香港、英國、澳洲及新加坡註冊律師；哈佛大學香港校友會秘書；香港跆拳道協會初級教練；牛津、劍橋大學香港校友會會員；前九龍金城扶輪社創社會員；前香港大學聖約翰學院校友會法律顧問。

Associate Professor, Hong Kong Baptist University; Consultant, So, Keung, Yip & Sin; Registered lawyer in Hong Kong, UK, Australia and Singapore; Secretary, Harvard Club of Hong Kong; Junior Coach, HK Taekwondo Association; Member, Oxford & Cambridge Society of Hong Kong; Former Charter Member, Rotary Club of Kowloon Golden Mile; Former Legal Advisor, St John's College Alumni Association, HKU.



## 理事會 The Council



梁廣灝太平紳士  
Ir Edmund K H Leung OBE JP  
理事  
Council Member

柏誠(亞洲)有限公司顧問；中國基建港口有限公司獨立非執行董事；伊凡士•柏(亞洲)有限公司非執行董事；香港機場管理局董事局成員；嶺南大學董事局成員；能源諮詢委員會委員；行政上訴委員會委員；城市規劃委員會委員；前香港工程師學會會長；前香港學術評審局副主席；前英國機械工程學會香港分部主席。  
Advisor, Parsons Brinckerhoff (Asia) Ltd; Independent Non-Executive Director, CIG Yangtze Ports PLC; Non-Executive Director, Evans & Peck (Asia) Pte. Ltd; Board Member, Airport Authority Hong Kong; Council Member, Lingnan University; Member, Energy Advisory Committee; Board Member, Administrative Appeal; Member, The Town Planning Board; Former President, The Hong Kong Institution of Engineers; Former Vice Chairman, The Hong Kong Council of Academic Accreditation; Former Chairman, Hong Kong Branch of The Institution of Mechanical Engineers.



梁劉柔芬議員  
The Hon Mrs Sophie Leung SBS OBE JP  
理事  
Council Member

Bay Apparel Ltd 董事；金柏投資有限公司董事；第十屆全國人民代表大會香港特別行政區代表；香港特別行政區立法會議員；青年企業家發展局主席及創辦人；香港紡織業聯會有限公司會董；前婦女事務委員會主席；前瑪麗醫院管治委員會主席；前聯合國兒童基金會香港委員會副主席；前香港法律改革委員會成員；前中央政策組成員。

Director, Bay Apparel Ltd; Director, Golden Emblem Investment Co Ltd; HKSAR Deputy, 10th of National People's Congress, PRC; Councillor, The Legislative Council of the HKSAR; Founder & Chairman, Young Entrepreneurs Development Council; Director, Textile Council of Hong Kong Limited; Former Chairperson, Women's Commission; Former Chairman, Hospital Governing Committee, Queen Mary Hospital; Former Vice-Chairman, Hong Kong Committee for United Nations Children's Fund; Former Member, The Law Reform Commission of Hong Kong; Former Member, Central Policy Unit.



林宜亮先生  
Mr Alfred Lin  
理事  
Council Member

美德投資有限公司董事；國際潮青聯合會秘書長。  
Director, Mitex (Holdings) Limited; Chief Secretary, International Teochew Youth Federation.

## 理事會

## The Council



文暮良先生  
Mr Man Mo Leung  
理事  
Council Member

摩斯倫•馬賽會計師事務所執行合夥人；紅發集團有限公司、大福證券集團有限公司及先來國際控股有限公司非執行董事；稅務上訴委員會會員；前消費者委員會營商手法研考小組主席；前新界鄉議局委任議員；前區議會／臨時區議會大埔區委任議員。

Managing Partner, Moores Rowland Mazars; Non-Executive Director of RBI Holdings Ltd, Taifook Securities Group Ltd and First Sign International Holdings Ltd; Member, Board of Review (Inland Revenue); Former Chairman, Trade Practice Committee of Consumer Council; Former Appointed Member, New Territories Heung Yee Kuk; Former Appointed Member, District Board/Provisional District Board of Taipo.



莫兆光先生  
Mr Stanley Mok  
理事  
Council Member

資訊推廣有限公司董事總經理；澳門特別行政區政府旅遊局香港代表；大班粥(管理)有限公司常務董事；馬鞍山高科磁性材料有限公司常務董事；鐘聲慈善社董事；華傳路(香港)有限公司董事；扶輪百萬小兒健肝工程執行委員；前九龍塘聖公會基督堂執事；前國際扶輪3450區助理區總監。

Managing Director, Urban Media Limited; Macau Government Tourist Office Hong Kong Representative; Executive Director, Tai Pan Congee (Management) Ltd; Director, Maanshan Gaoke Magnetic Material Co Ltd, Former Committee Member, Christ Church Kowloon Tong; Former Assistant Governor, Rotary International District 3450.



潘祖明先生  
Mr John C Poon  
理事  
Council Member

思捷環球控股有限公司副主席兼集團財務總裁；香港會計師公會理事會會員；香港加拿大國際學校董事；香港特別行政區稅務上訴委員會會員；公司法改革常務委員會會員。

Deputy Chairman & Group Chief Financial Officer, Esprit Holdings Limited; Council Member, Hong Kong Institute of Certified Public Accountants; Governor (Director), Canadian International School of Hong Kong Limited; Member, Board of Review (Inland Revenue Ordinance) of the Hong Kong Special Administrative Region; Member, Standing Committee on Company Law Reform.

## 理事會 The Council



孫國華先生  
Mr Peter K W Sun  
理事  
Council Member

金德精密五金有限公司主席；金德(利)五金零件製品有限公司董事；金德創意有限公司董事；Innovech International Ltd董事；香港特別行政區中小型企業委員會委員；職業安全健康局委員；香港盲人輔導會委員；香港工業總會第七分組主席；消費者委員會委員；2001香港工業獎生產力獎評審委員；2003香港工業獎品質獎評審委員；前香港輔警檢閱官。

Chairman, Kingdom Fine Metal Ltd; Director, Kingdom (Reliance) Precision Parts MFY. Ltd; Director, Kingdom Innovative Storage Systems Ltd; Director, Innovech International Ltd; Committee Member, Small and Medium Enterprise Committee; Committee Member, Occupational Safety & Health Council Committee; Factory Management Committee Member, The Hong Kong Society For The Blind; Chairman, Federation of Hong Kong Industries of Group 7; Committee Member, Consumer Council; Judging Panel, 2001 Hong Kong Awards For Industry – Productivity; Judging Panel, 2003 Hong Kong Awards For Industry – Quality; Former Reviewing Officer, The Hong Kong Auxiliary Police Force.



譚學林太平紳士  
Mr Tommy Tam JP  
理事  
Council Member

樂聲電子(集團)有限公司董事；中華人民政治協商會議中國山東省委員；高雅國際集團有限公司獨立非執行董事；永保時國際(控股)有限公司獨立非執行董事；香港體育學院副主席；大型體育活動事務委員會委員；香港民政事務署之全港青年學藝比賽贊助人；國際會計師公會英國總會會長；香港錶廠商會有限公司董事；納米及先進材料研發院有限公司董事；1992香港國際鐘表展覽會(由香港貿易發展局舉辦)籌委會聯名主席；前貿易發展局鐘表業諮詢委員會委員；前國際會計師公會(香港分會)會長。

Director, National Electronics (Consolidated) Ltd.; CPPCC Member, Shangdong Province; Independent Non-Executive Director, Elegance Optical Manufacturing Ltd; Independent Non-Executive Director, Winbox International (Holdings) Ltd.; Vice Chairman, Hong Kong Sports Institute; Member, The Major Sports Events Committee; Sponsor of HK Youth Cultural & Arts Competitions from Home Affairs Department; President, The Association of International Accountants in England; Director, Hong Kong Watch Manufacturers Association Ltd.; Director, Nano and Advanced Materials Institute Limited; Co-Chairman, The Hong Kong International Watch Fair 1992 organized by HKTDC; Former Advisory Committee Member, The Watch & Clock Industries – HKTDC; Former President of The Association of International Accountants, Hong Kong Branch.



鄧宛舜女士  
Ms Cynthia Y S Tang  
理事  
Council Member

麥堅時律師行合夥人；中國委托公証人；陸羽茶室酒樓有限公司董事；前香港證券專業學會證券及期貨從業員資格考試工作小組成員。

Partner, Baker & McKenzie; China-Appointed Attesting Officer; Director of Luk Yu Tea House and Restaurant Ltd; Former Licensing Examination Working Group Member of Hong Kong Securities Institute.



**理事會**  
**The Council**

**陶榮先生**  
**Mr Christopher Wing To**  
理事  
Council Member

香港國際仲裁中心及亞洲域名爭議解決中心秘書長；香港互聯網註冊管理有限公司主席；條例執行主任學會主席；香港物流及供應鏈管理應用技術研發中心董事；教育上訴委員會委員；升降機及自動梯(安全)上訴委員會委員及機動遊戲機(安全)上訴委員會委員；教育統籌局一飛機工程「行業培訓要求」編撰專責小組委員；香港會計師公會道德規範委員會及投訴監督委員會委員；特許仲裁學會(東亞分會)理事；香港調解會及香港仲裁司學會理事；環太平洋律師協會爭議解決及仲裁委員會主席；啟勵扶青會名譽秘書及董事；前香港貿易發展局專業服務諮詢委員會委員。

Secretary-General of the Hong Kong International Arbitration Centre and the Asian Domain Name Dispute Resolution Centre; Chairman of the Hong Kong Internet Registration Corporation; President of the Institute of Compliance Officers; Board of Directors of the Logistics and Supply Chain Management Enabling Technology Research and Development Centre Limited; Member of the Appeal Boards Panels for Education, Lifts and Escalators (Safety) and Amusement Rides (Safety); Member of the Education and Manpower Bureau – Qualifications Framework Working Sub-group on Aircraft Engineering Works; Committee Member of the Hong Kong Institute of Certified Public Accountants Ethics Committee and Complaints Oversight Committee and Committee Member of the Chartered Institute of Arbitrators (East Asia Branch); Council Member of the Hong Kong Mediation Council and Hong Kong Institute of Arbitrators; Chairman of the Inter-Pacific Bar Association Dispute Resolution and Arbitration Committee; Board Member and Hon. Secretary of the KELY Support Group and Former Member of Professional Services Advisory Committee of the Hong Kong Trade Development Council.



**曾立基先生**  
**Mr Richard Tsang**  
理事  
Council Member

縱橫公共關係顧問集團有限公司董事長兼董事總經理；香港中文大學新聞傳播學院之兼職講師；中國國務院發展研究中心市場經濟研究所《每週經濟觀察》常務理事；上海對外經濟貿易委員會《國際市場》理事會副理事長。Chairman & Managing Director, Strategic Public Relations Group Limited; Part-time lecturer at the School of Journalism and Communications, the Chinese University of Hong Kong; Standing Director of the “Weekly Economic Observer” Research Institute of Market Economy Development Research Center of the State Council of the PRC; Vice Board Chairman, Council of “World Market”, Shanghai Foreign Economic Relation & Trade Commission.

## 理事會 The Council



詹華達先生  
Mr Jim Wardell  
理事  
Council Member

Executive Chairman, Horwath Corporate Advisory Services Limited; Executive Chairman, CCIF Corporate Advisory Services Limited; Executive Chairman, JFAC Corporate Finance Limited; Panel Member, Deposit Protection Appeals Tribunal, appointed by the Chief Executive; Chairman of the Best Corporate Governance Awards, Hong Kong Institute of Certified Public Accountants; Member, The Board of Review (Inland Revenue Ordinance); Member, The Insider Trading Tribunal; Member, Advisory Council of the Hong Kong International Arbitration Centre (Representing HKIoD); Member, Corporate Governance Committee, Hong Kong Institute of Certified Public Accountants; Former Member, The Board of Review (Inland Revenue Ordinance); Former Member, The Insider Trading Tribunal; Member, Advisory Council of the Hong Kong International Arbitration Centre.



黃友嘉博士  
Dr David Wong  
理事  
Council Member

聯僑遠東有限公司董事總經理；友利控股有限公司獨立非執行董事；旅港福建商會教育基金有限公司董事；香港貿易發展局理事；香港工商專業聯會司庫；香港中華廠商聯合會副會長；香港科技大學商學院顧問；中華海外聯誼會理事；福建省政協委員。

Managing Director, United Overseas Investments Ltd; Independent Non-Executive Director, Universal Holdings Ltd. (listed co.); Director, Fukien Chamber of Commerce Education Fund Limited; Council Member, Hong Kong Trade Development Council; Treasurer, Business & Professionals Federation of Hong Kong; Vice President, The Chinese Manufacturers' Association of Hong Kong; Corporate Advisor, School of Business, Hong Kong University of Science & Technology; Member, General Committee, China Overseas Friendship Association; Member, Fujian Committee, Chinese People's Political Consultative Conference.



王英偉太平紳士  
Mr Wilfred Wong  
理事  
Council Member

瑞安房地產有限公司副董事長兼常務總裁；中華人民共和國第十屆全國人民代表大會代表；香港特區政府社會福利諮詢委員會主席；香港國際電影節協會主席；香港特區政府機場管理局董事會成員；香港浸會大學校董會副主席；香港特區政府策略發展委員會委員。

Vice Chairman & C.O.O., Shui On Land Limited; Deputy, The 10th National People's Congress; Chairman, HKSAR Social Welfare Advisory Committee; Chairman, The Hong Kong International Film Festival Society; Board Member, HKSAR Airport Authority; Deputy Chairman of Council, Hong Kong Baptist University; Member, HKSAR Commission on Strategic Development.

## 理事會 The Council



翁月華女士  
Ms Linda Y W Yung  
理事  
Council Member

慕思有限公司董事總經理；衣思國際有限公司董事總經理；香港舞蹈團04-05年度董事；香港離島扶輪社04-05年度副社長；北京大學中國研修班同學會 2003 年度副會長；香港離島扶輪社04-05 年度理事。

Managing Director, Moisse Ltd; Managing Director, itis International Limited; Board Member 04-05, Hong Kong Dance Co Ltd; Vice President, Rotary Club of Channel Islands 04-05; Former Vice President 03, Peking University China Study Alumni Association; Director 04-05, Rotary Club of Channel Islands.



容永祺先生  
Mr Samuel W K Yung MH  
理事  
Council Member

權智(國際)有限公司獨立非執行董事；美國友邦保險(百慕達)有限公司資深區域總監；Health4ever.com Ltd董事；馬灣彩虹方舟有限公司董事；策略發展委員會委員；職業訓練局理事；國際認證財務顧問師協會港澳區主席；吉林省政協委員暨港澳台僑委員會副主任；香港大學教研發展基金董事兼創會及遴選會員；前中央政策組非全職顧問；前香港青年聯會主席；前傑出青年協會主席；前香港人壽保險從業員協會會長；前香港人壽保險經理協會會長。

Independent Non-Executive Director, Group Sense (International) Ltd; Senior District Director, AIA; Director, Health4ever.com Ltd; Director, Ma Wan Rainbow Paradise Ltd; Member, Commission on Strategic Development; Council Member, Vocational Training Council; Hong Kong and Macau Chair, International Association of Registered Financial Consultants; Municipal Commission Member, Chinese People's Political Consultative Conference of Jinlin; Director & Founding Voting Member, The University of Hong Kong Foundation for Education Development & Research; Former Member, Central Policy Unit; Former Chairman, Hong Kong United Youth Association; Former Chairman, The Outstanding Young Persons' Association; Former President, The Life Underwriters Association of Hong Kong; Former President, General Agents and Managers Association of Hong Kong.

Profile and Credentials of the Candidate:  
Carlye W L Tsui

### Profile and Credentials of the Candidate

**(Ms) Carlye Wai-Ling TSUI**  
BBS MBE JP FBCS CITP FHKIE FHKIoD HonFACE PDipCD  
**Chief Executive Officer**  
**The Hong Kong Institute of Directors**

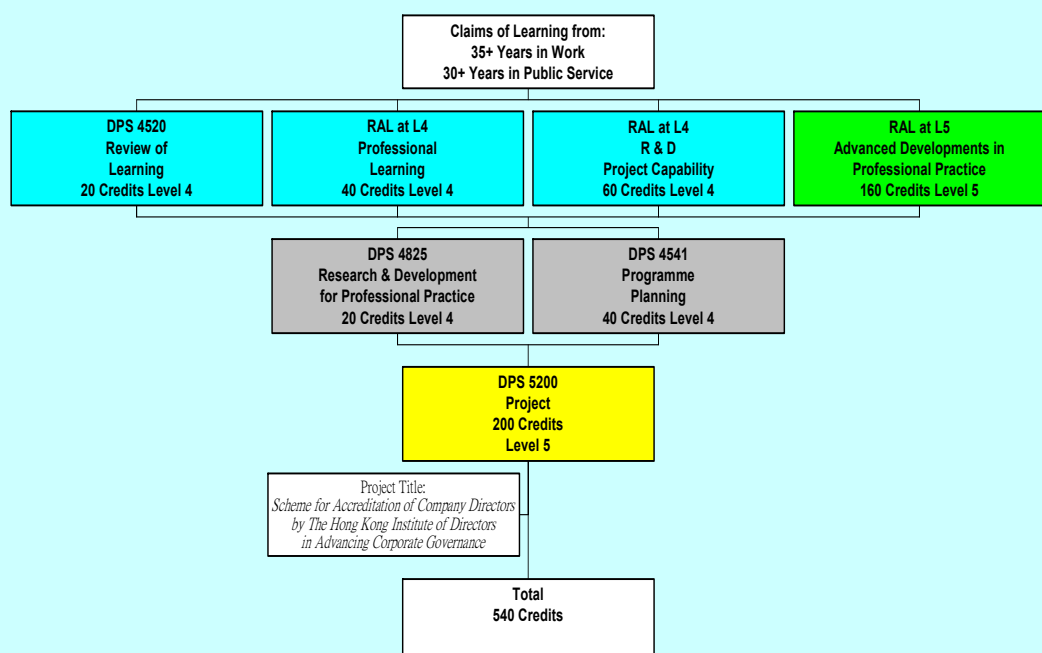
### Area of Specialization: Corporate Governance

### Title of Project:

*Design and Implementation of a Scheme for  
Accreditation of Company Directors by  
The Hong Kong Institute of Directors  
in Advancing Corporate Governance*

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### An Integrated Plan of Programme Elements



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- BA in Economics, University of Hong Kong
- FBCS, CITP, FHKIE, FHKIoD, HonFACE, PDipCD

**W** • 10 years in IT development – the On-Line Group  
**O** • 10 years in international publishing as senior manager and director –  
The Asian Sources Group of Trade Journals  
**R** • 8+ years in business consultancy as entrepreneur –  
The PR Co HK Ltd, Omnilink Enterprises Ltd  
**K** • 8+ years as CEO, The Hong Kong Institute of Directors  
• Indep Non-Exec Director of listed companies & regulated businesses

**P** • Justice of the Peace  
**U** • 7 years Urban Councillor  
**B** • 6+ years Wan Chai District Councillor  
**L** • Broadcasting Authority, Air Transport Licensing Authority,  
**I**      Licensing Appeals Board, ICAC, Privacy Commission  
**C** • HK Chinese Orchestra, Ocean Park Corp, Chung Ying Theatre  
**S** • HK Polytechnic University Council  
**E** • Advisory Council on AIDS, Council for AIDS Trust Fund  
**R** • The Outstanding Young Persons Association  
**V** • British Computer Society (Hong Kong Section)  
**I** • Zonta International, etc  
**C**  
**E**

- Ten Outstanding Young Persons Award; IT Achiever of the Year;
- Awarded MBE by the UK Government
- Awarded Bronze Bauhinia Star by the Hong Kong Government

3

**DPS 4520 Claims of Learning:  
Review of Learning From Overall Career Path**

Experience

➡

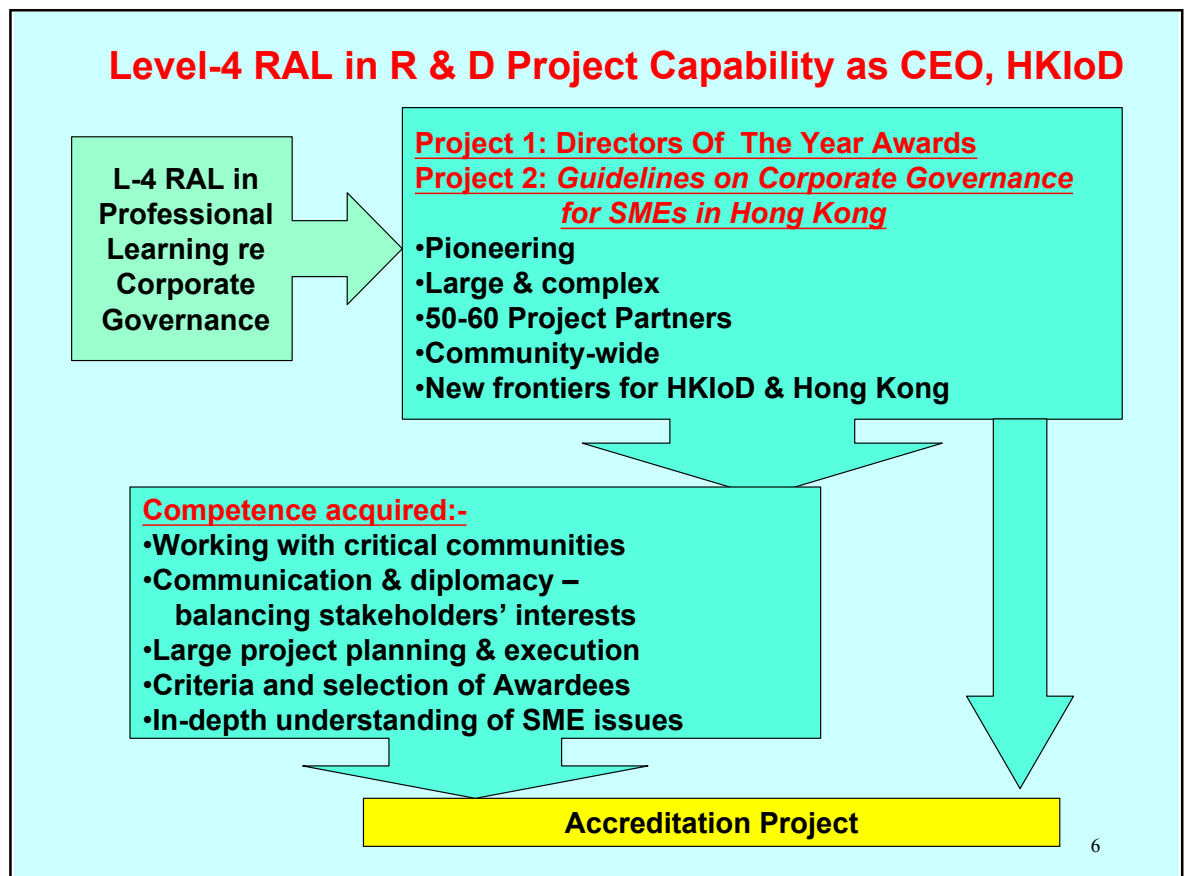
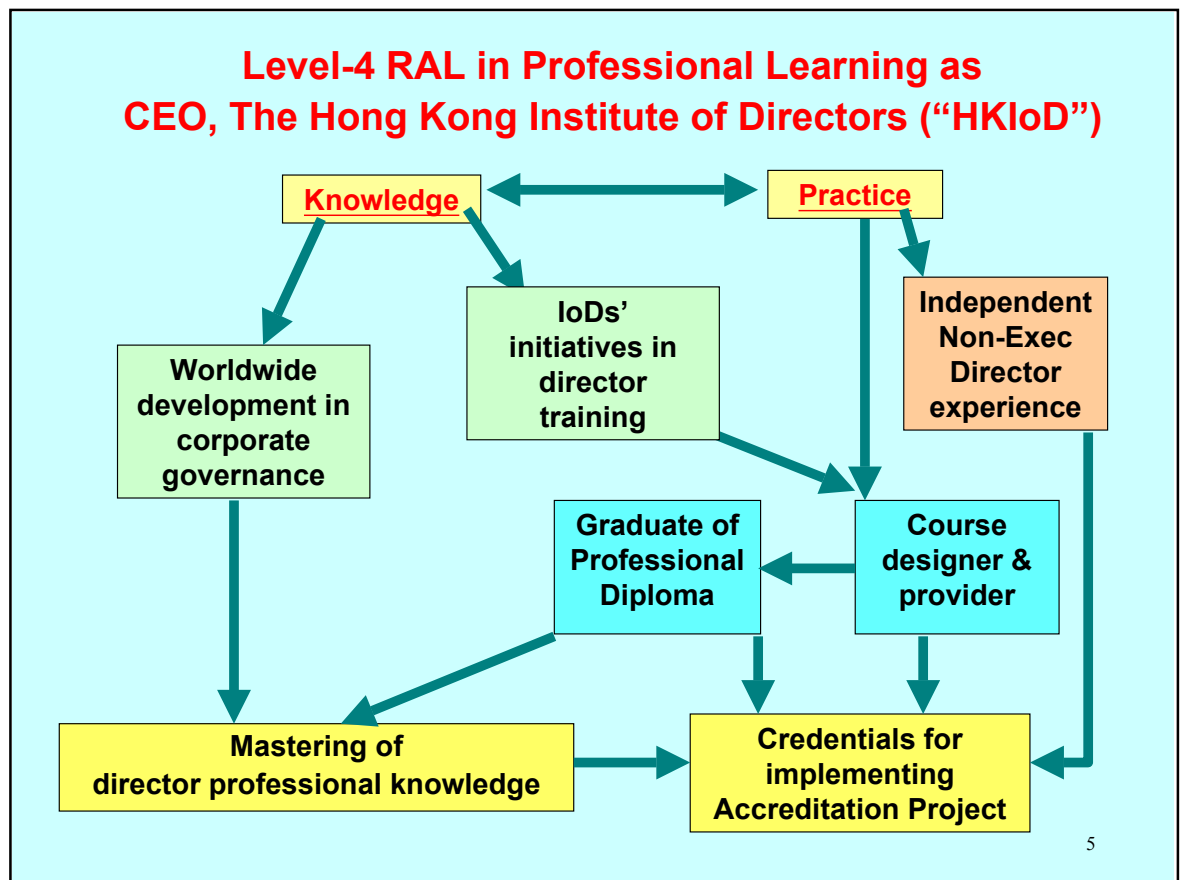
Learning

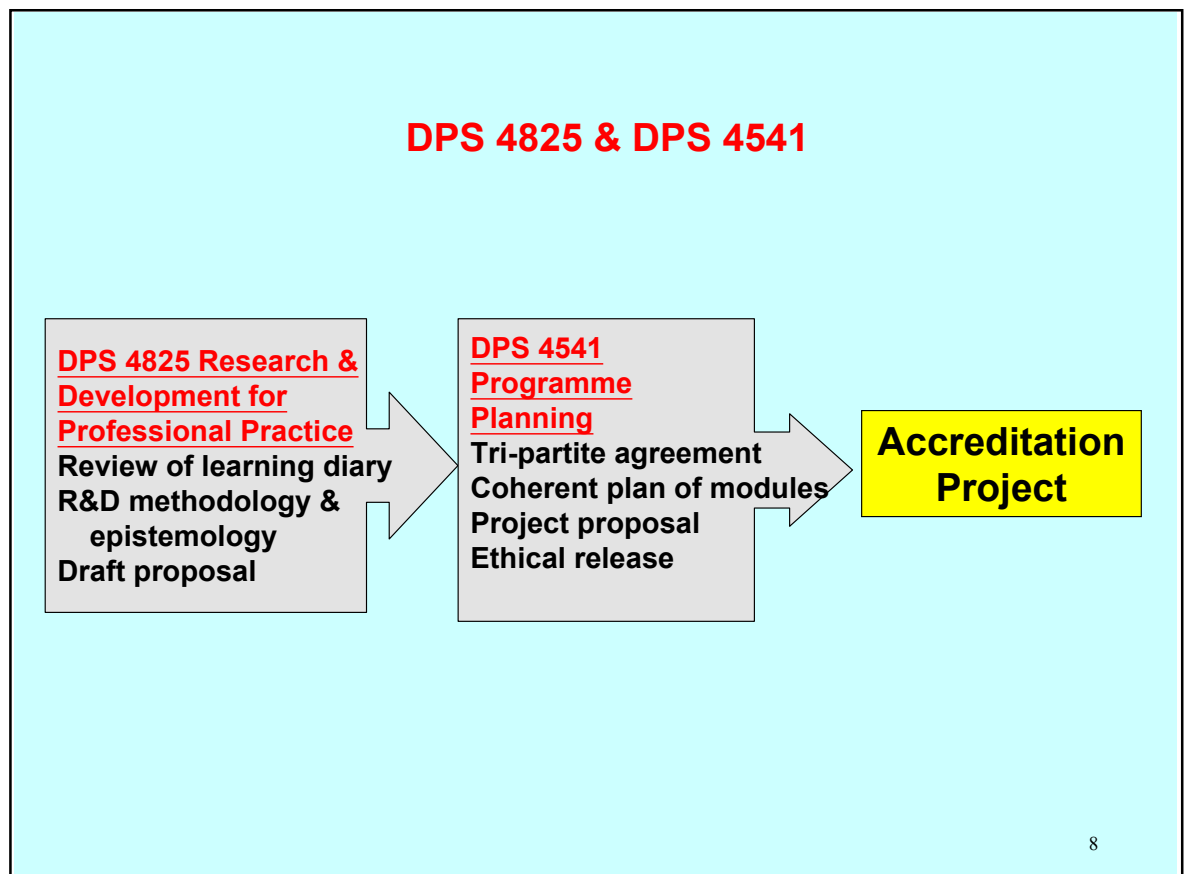
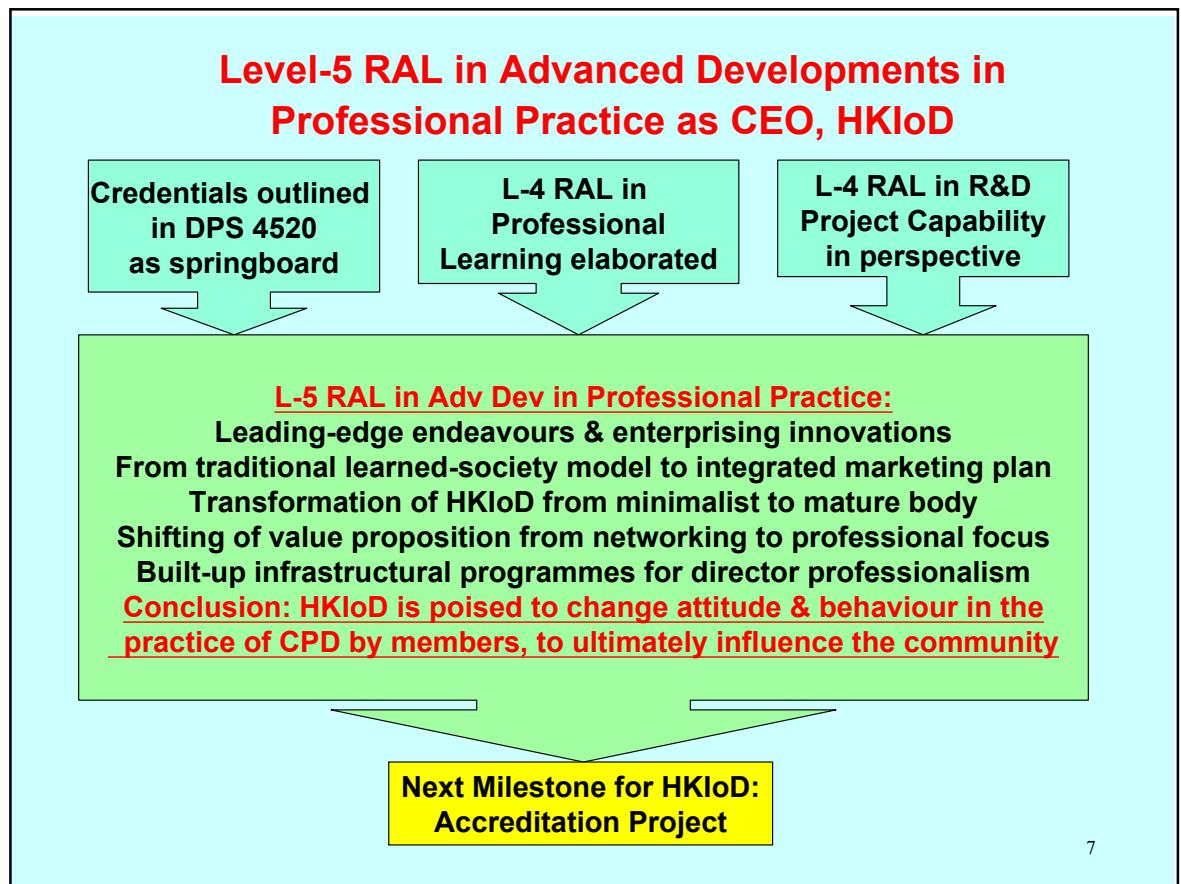
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Relevance to Project

Computing career	Professionalism, CPD, Human interaction	Roots for the Accreditation Project
Staff management, coaching, training	Skills for developing training programmes	Key element of the Accreditation Project
International exposure in work and service	Visions to promote Hong Kong's status	Key objective of the Accreditation Project
Entrepreneur venture and public service	Sensitivity in client service and public issues	Important factor in implementing the Accreditation Project
Promotion of corporate governance	Comprehension of the need for developing directors	Gave birth to the Accreditation Project

4





Presented to  
**National Centre for Work Based Learning Partnerships**  
**Middlesex University**  
Trent Park Campus  
Bramley Road  
London N14 4YZ  
via Prof Jonathan Garnett

**DPS 4541**  
**PROGRAMME PLANNING**  
**a claim for 40 credits at Level 4**

## **LEARNING AGREEMENT**

Submitted for  
Masters/Doctorate in Professional Studies

Presented by  
Candidate: (Ms) TSUI Wai-Ling Carlye  
BBS MBE JP FBCS FHKIE FHKIoD HonFACE  
Student Number: 2237429  
c/o The Hong Kong Institute of Directors  
505 Bank of America Tower  
12 Harcourt Road  
Central, Hong Kong  
Email: carlyetsui@conway.com.hk

Original Submission: 31 August 2004  
Revised Project Proposal: 26 September 2004



## **LEARNING AGREEMENT**

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**Part I**  
**COVER SHEET**

# **Doctorate in Professional Studies**

## **Learning Agreement Cover Sheet for DPS 4541 ‘Programme Planning’**

Name:	<b>TSUI Wai-Ling Carlye</b>
Title of Final Programme	<b>Doctorate in Professional Studies (Corporate Governance)</b>
Title of Part 2 Project:	<i><b>Design and Implementation of a Scheme for Accreditation of Company Directors by The Hong Kong Institute of Directors in Advancing Corporate Governance</b></i>

<b>Composition of proposed programme:</b>						
Module code	Module title	Credit	Credit Level	Completion		Passed?
				Year	Semester	
DPS 4520	Review of Learning	20	4	2002-3	S2	Y
RAL at L4	Professional learning	40	4	2002-3	S2	Y
RAL at L4	R & D project capability	60	4	2003-4	S1	Y
RAL at L5	Advanced developments in professional practice	160	5	2003-4	S2	Y
DPS 4825	Research and development for professional practice	20	4	2003-4	S3	
DPS 4541	Programme Planning	40	4	2003-4	S3	
DPS 5200	Project	200	5	2004-5	S2	
Total credit		540				

<b>Signatories</b>	
Candidate signature:	Signed
University signature: (Chair of Programme Approval Panel)	
Print:	
Stakeholder signature 1:	Signed
Print:	<b>Moses CHENG GBS OBE JP FHKIoD</b> Senior Partner, P C Woo & Co, Solicitors & Notaries
Position/role with respect to candidate's programme	Founder Chairman and Hon President, The Hong Kong Institute of Directors – the candidate's employer organization, whose interests are advanced by the candidate's programme.
Stakeholder signature 2:	Signed
Print:	<b>Herbert H M HUI JP LLB FHKIoD</b> Deputy & Vice Chairman, Ocean Grand Holdings Limited
Position/role with respect to candidate's programme	Chairman, The Hong Kong Institute of Directors – the candidate's employer organization, whose interests are advanced by the candidate's programme.
Stakeholder signature 3:	Signed
Print:	<b>Peter S H WONG MBA FHKIoD</b> Group Managing Director and CEO Tai Fook Securities Group Limited
Position/role with respect to candidate's programme	Deputy Chairman, The Hong Kong Institute of Directors – the candidate's employer organization, whose interests are advanced by the candidate's programme.
Stakeholder signature 4:	Signed
Print:	<b>Edward K F CHOW BA FHKIoD FCA FHKSA CPA</b> (Graduate of Middlesex University 1975) Chairman, China Infrastructure Group Holdings PLC
Position/role with respect to candidate's programme	Deputy Chairman, The Hong Kong Institute of Directors – the candidate's employer organization, whose interests are advanced by the candidate's programme.

**Part II**  
**AN INTEGRATED PLAN OF PROGRAMME ELEMENTS**

## **1. INTRODUCTION**

The components of my proposed programme in the pursuit of a DProf via Work Based Learning of the Middlesex University include the claims of learning from my career of 35+ years in work and 30+ years in public service and a project on the creation of a scheme for accreditation of company directors (“the Accreditation Project”) by The Hong Kong Institute of Directors (“HKIoD”) in advancing corporate governance, executed in my capacity as CEO of HKIoD.

## **2. REVIEW OF LEARNING (“DPS 4520”)**

This module argues for my eligibility for the pursuit of the study programme in visionary plans, communication skills, management expertise, analytical power, training capacity, synergy from multiple roles, time management, pioneering spirit and access to networks.

My past learning outlined in this module is summarized as follows:-

- Understanding, from my computing career, of what makes a profession tick, the significance of keeping up with the fast-changing world, the practice of continuing professional development (“CPD”), the human interface in a project and the code of conduct governing professionals. All these constitute the roots for the Accreditation Project.
- Acquisition, from experience in management, coaching and training, of skills for developing training programmes, a key element of the Accreditation Project.
- Expansion of horizons, from my international exposure in both work and service, leading to my visions to promote the status of Hong Kong, a key objective of the Accreditation Project.
- Appreciation of sensitivity, from my entrepreneur venture and public service, in serving clients and addressing issues with the public, an important factor in the Accreditation Project.
- Comprehension, from my work on corporate governance, of the need for developing directors, which gave birth to the Accreditation Project.

## **3. LEVEL-4 RAL IN PROFESSIONAL LEARNING**

This module demonstrates my mastering of director professional knowledge and credentials in implementing the Accreditation Project. With the appreciation that corporate governance will shape the world in the foreseeable future, I stay on the pulse of world trends in its development.

As directors are ultimately responsible for corporate governance and particularly after high-profile scandals, the world awakens to the pressing needs of training directors. Except in China and Malaysia, no jurisdiction has introduced mandatory director training. It remains the responsibility of private-sector IoDs to develop directors. I have led HKIoD in the development of structured training programmes, which are gradually receiving public attention, attendance and recognition. I have participated actively in these programmes, not only as a course designer and provider, but also as a frequent attendee and graduate of our Professional Diploma.

Apart from being an Executive Director of HKIoD, I have taken up appointments as Non-Executive Director putting my training into practice and learning from practice to improve training.

#### **4. LEVEL-4 RAL IN R&D PROJECT CAPABILITY**

I selected two projects, of implementing Directors Of The Year Awards and publishing *Guidelines on Corporate Governance for SMEs in Hong Kong*, to demonstrate in this module my proven capability in research and development.

Both projects are linked to the previous module and share the following common characteristics:-

- Directly related to corporate governance.
- Pioneering in attempt.
- Large and complex in nature.
- Involving over 50 major organizations and individuals as Project Partners.
- Targeting the general population of Hong Kong and a community-wide involvement.
- Helping HKIoD and the Hong Kong community to reach new frontiers in the advancement of corporate governance.

With both projects, I have demonstrated the following competence:-

- Working with a complex organization of internal and external parties as my supporting and critical communities, including the HKIoD Council, an organizing committee, commercial sponsors, Government policy units, regulators, chambers of commerce, professional bodies, world renowned experts, major auditing and consultancy firms, advisers and adjudicators who hold influential capacities, and my staff.
- Communication, inter-personal skills and diplomacy in arriving at mutual understanding and balancing the interests of stakeholders.
- Project planning, financial viability, marketing strategies and market surveys.

- Devising evaluation criteria for the Awards.
- In-depth understanding of SME issues and solutions.

Both projects bear relevance to the Accreditation Project, in inspiring and facilitating the pursuit of director professionalism, which will in turn lead to director accreditation as a logical follow-up by HKIoD. The Accreditation Project will call for the skills and sensitivity as demonstrated in implementing the above two projects.

## **5. LEVEL-5 RAL IN ADVANCED DEVELOPMENTS IN PROFESSIONAL PRACTICE**

This module is pivotal in the programme plan as it:-

- Makes claims on my experiential learning in leading-edge endeavours and enterprising innovations for HKIoD.
- Traces the transformation that I have led HKIoD to go through since joining it with my credentials outlined in DPS4520.
- Elaborates on my expertise in corporate governance as outlined in RAL at L4 in professional learning.
- Places the two large-scale projects as outlined in RAL at L4 in R&D capability in perspective with the total development of HKIoD.
- Leads into the Accreditation Project as the next significant milestone for HKIoD.

I contributed to leading HKIoD from a minimalist body to the following breakthroughs:-

- Expansion into a critical mass of directors with visionary aims, peer culture in high standards and fraternity of multi cultures.
- Elevating to an authoritative status of *the* professional body of directors in Hong Kong.
- Having launched numerous high-quality programmes in director training.
- Recognition by overseas IoDs as a mature IoD.

The above in turn contributed to advancing corporate governance and the international status of Hong Kong.

In achieving the above, I have fulfilled personal development in the following areas:-

- Exercising creativity and innovation in projects
- Institutionalizing work relationships with the Chairman and the Council while working with a high degree of autonomy.
- Satisfying my management role in delegating, coaching and supervising staff.
- Furthering my study in corporate governance as a scholar, writer and researcher.
- Complementing learning with practice by taking up director appointments in outside



companies.

- Working in a complex and political environment to change misconception and convince directors who were reluctant to accept corporate governance.

I submitted that I have achieved the Level-5 capabilities in knowledge and understanding, cognitive skills and practical skills required of DProf.

I have deduced a learned-society model from observation of other professional bodies. Making references to other IoDs, I have developed an inter-disciplinary approach in blending business strategies with the traditional learned-society model and devising an integrated marketing plan for HKIoD, underpinned by an organization structured into functional committees. Considering the sensitivity of my target audience, I managed to shift gradually HKIoD's value proposition from networking and peer assistance to corporate governance and professionalism.

The next major thrust for HKIoD is to build professionalism among directors, starting with its members. With a definition of core competencies for directors as a basis, HKIoD has rolled out various programmes, including guidelines, speaker events, forums, training courses and Awards project to inspire and facilitate development of director professionalism. This module concludes that HKIoD is poised to change attitude and behaviour in the practice of CPD by members, ultimately influencing the community at large, through the Accreditation Project.

## **6. RESEARCH AND DEVELOPMENT FOR PROFESSIONAL PRACTICE (DPS 4825)**

With this module, I reviewed my learning diary and reflections therein, learnt to select the appropriate R&D methodology and apply epistemology to my proposed project and drafted a proposal of it, which prepares me for the presentation of the Programme Planning module.

From this module, I have gained significant insights into research, particularly as a worker researcher with high level of autonomy and with respect and trust from the target audience of my action research. Privileged to be working with positive influences on research aims that measure up to fitness of purpose, under the paradigm of favourable world trends in encouraging director training, I will address the ethical and sensitive issues of the Accreditation Project, carefully engaging in continual reflexivity, and exercise proper data collection and analysis techniques to arrive at objective and fair conclusions in effecting a desirable outcome of change of attitude and practice.

I have also applied the research methodologies learned in this module to my other projects, eg in a new project on the development of guidelines for remunerating Independent

Non-Executive Directors. This approach in turn strengthens the reliability and validity of the new project and, indeed, many others to follow. As most of these projects build up the credibility of HKIoD's status as an accreditation authority, their execution with proper research methods bears relevance to the final Accreditation Project.

## **7. PROGRAMME PLANNING (DPS 4541)**

This module enables me to formalize my tri-partite learning agreement, review the elements of my programme in a coherent and integrated plan and present my project proposal. It confirms the value of my study and my ethics compliance.

It is clear to me that even with a justified aim, the planning of my programme needs to be endorsed by my stakeholders and approved by the University. Although the Accreditation Project has been mandated by my Council, upfront transparency regarding the involvement of the project in my study is fair to all concerned. The application of proper research methods under the guidance of the University is a confidence-booster for my Council in the probability of success of the project. The endorsement of the learning agreement by my Council confirms the legality in authorization by the "owners" of the project.

## **8. VALUE OF PROGRAMME**

In summary, the value of my programme is anticipated as follows:-

To myself:-

- Work Based Learning benefiting both my intellect and my work and equipping me better for the life-long learning process.
- Learning to create new learning that benefits others and can be shared with others.
- Proven capability to meet the challenges in reaching the high standards of learning outcomes expected by Middlesex University.

To stakeholders:

- Members of HKIoD
  - Increased learning capacity.
  - Improved performance in director roles.
  - Enhanced career prospects.
  - Greater confidence and self-esteem.
- Companies of members of HKIoD
  - Empowering their directors in undertaking fiduciary duties.
  - Improved corporate image, attracting investment and leading towards better business results and higher share value.

- HKIoD
  - Reinforced authoritative status with success in self-discipline.
  - Mutual benchmarking and peer-inspired culture among members.
  - On-par status with advanced IoDs.
  - Increased revenue in professional development programmes.
- The Hong Kong community
  - Available yardsticks of director competencies.
  - Raised standards of corporate governance vis-à-vis international market.
  - Attracting more investment.

To the University:

- A new success case of Work Based Learning with a programme of impact at both local and international levels.
- Added resource information for sharing of learning.
- Potential expansion of Work Based Learning programmes to members of HKIoD seeking professional development beyond HKIoD's Professional Diploma.

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(Total word-count including captions: 1,782)

## APPENDICES

Ref in Vol One  
Project Report  
Pages      Sections

### 2. Phase of Design of Problem

- |  |    |       |
|--|----|-------|
| 2.1 First Proposal to Council: <i>Presented to the Council Meeting on 4 October 2002 – Proposal on a Framework for Accreditation</i> | 94 | 4.1.2 |
|--|----|-------|



**Presented to the Council Meeting on Friday 4 October 2002**  
**Proposal on a Framework for Accreditation**

**Background**

Three years ago, the Accreditation Committee presented, *inter alia*, a vision for a Professional Director Status modeled on the Chartered Director Status of the (UK)IoD, which was accepted by the Executive Committee as a long-term plan for The Hong Kong Institute of Directors. This Professional Director Status scheme was included in the HKIoD's position paper on *Education and Training of Directors* dated May 2002.

With the increasing demand for educating and training Directors, the Accreditation Committee met and deliberated on the approach to take in order to promote professionalism and fulfillment of training among Directors.

A proposal was presented to the Executive Committee on 16 September 2002 on the accreditation for Directors as an interim step appropriate to the current situation before evolving into the long-term plan of a full-fledged professional status.

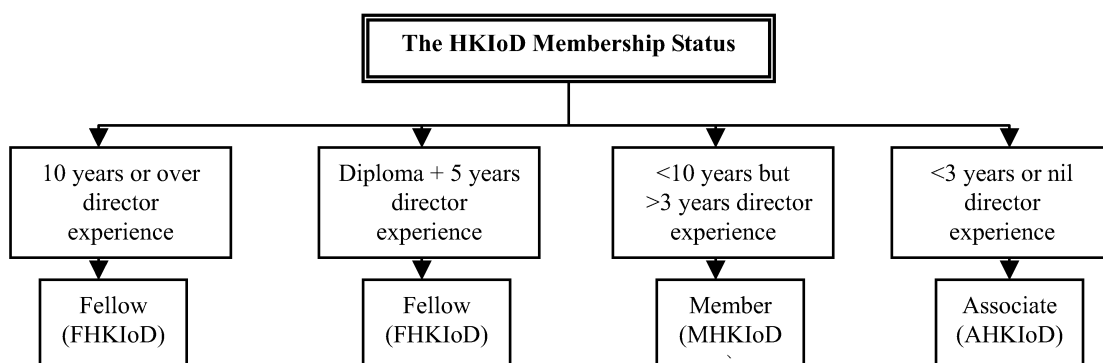
After deliberation, the Executive Committee decided to present two options, incorporating the Accreditation Committee's recommendation, for further discussion by the Council.

**Objectives of Accreditation**

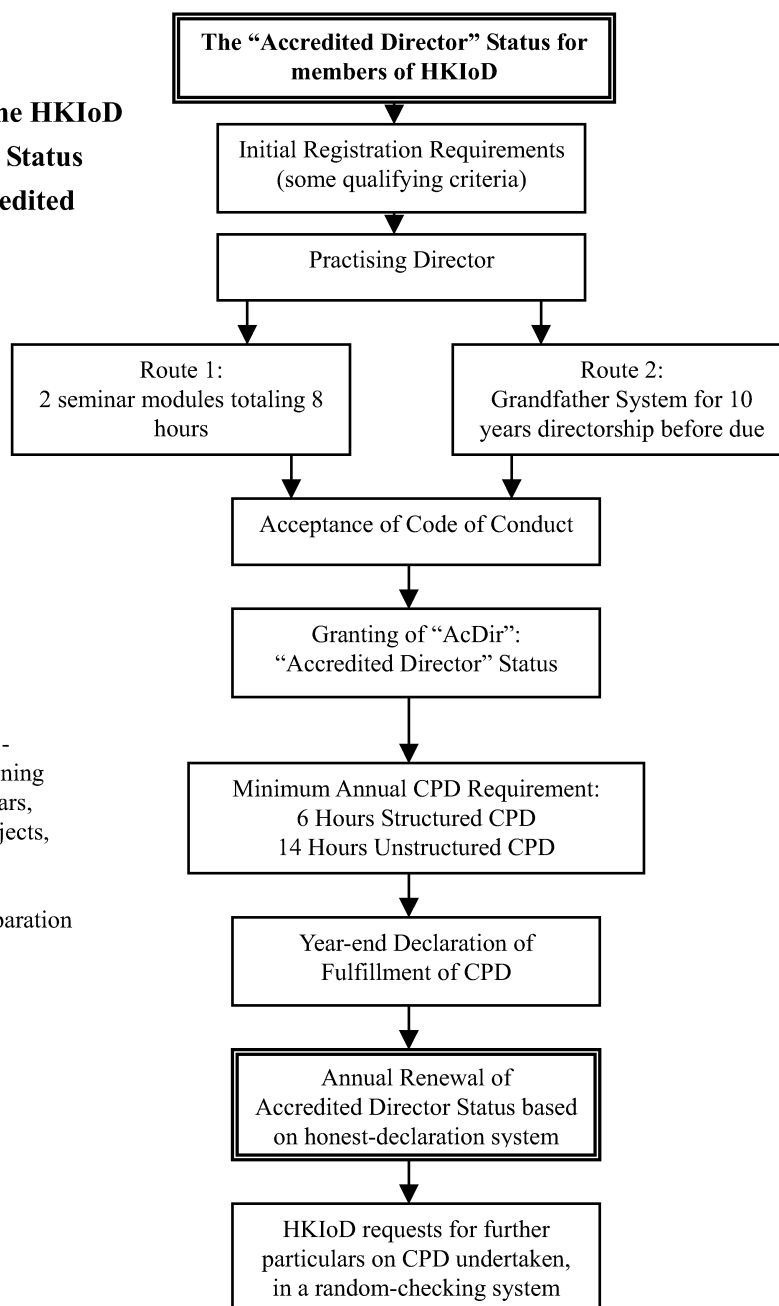
- To contribute towards advancing Hong Kong's status in good corporate governance through the setting of self-discipline among practitioners.
- To further promote the propagation of good Director practices through accreditation.
- To facilitate yardsticks of Director competencies for practitioners, investors and stakeholders through the definition of standard achievements that qualify for the accreditation and the encouragement of mutual benchmarking among peers.
- To encourage Directors to keep up with the state-of-the-art in corporate governance practices through continuing professional development.
- To introduce professionalism among practitioners in the fulfillment of the fiduciary duties entrusted to them through the mastering of knowledge and skills and the acceptance of professional ethics.
- To induce a sense of pride and esteem among Directors in their acts through honouring the commitment to good corporate governance that is attached to the accredited status.

## The Options

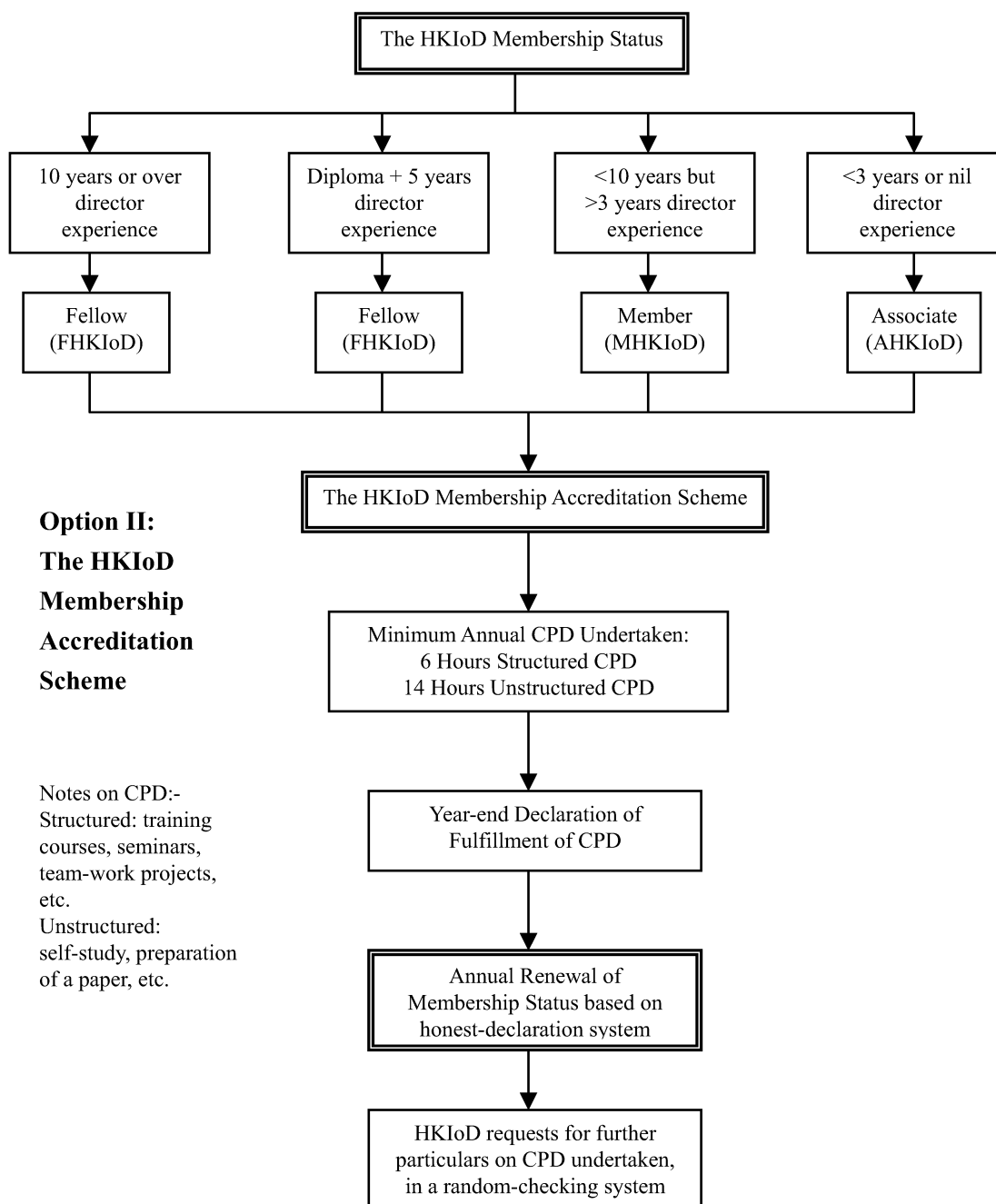
Option I	Option II
<p><b>A Director Accreditation Scheme:-</b> Introduction of an Accredited Director status in addition to the HKIoD membership status.</p> <p>It is proposed to confer an Accredited Director (“AcDir”) status to HKIoD members who are practicing Directors and meet the standards set in this scheme, including:-</p> <ol style="list-style-type: none"> <li>(1) an initial training requirement,</li> <li>(2) acceptance of an Accredited Director Code of Conduct and</li> <li>(3) annual fulfillment of CPD.</li> </ol> <p>Merits/Demerits:-</p> <ul style="list-style-type: none"> <li>➤ Following world trend in CPD for Directors.</li> <li>➤ A recognition of “AcDir” status for those who opt to join the scheme.</li> <li>➤ Initial training requirement – ensuring compatible entry standards and more people to go through foundation training.</li> <li>➤ Introduction of Code of Conduct – ethics commitment with the accredited status.</li> <li>➤ Generating participation in HKIoD meetings and training programmes.</li> <li>➤ Needs to be specially marketed and administered.</li> </ul> <p>Similar models separating membership from professional status accreditation:- (UK)IoD: membership + Chartered Director HKIE: membership + Registered Professional Engineer status</p>	<p><b>A Membership Accreditation Scheme:-</b> Incorporating accreditation in the HKIoD membership status.</p> <p>It is proposed to include in the criteria for HKIoD membership admission and renewal the standards set in this scheme, including:-</p> <ol style="list-style-type: none"> <li>(1) for admission: acceptance of the HKIoD Members’ Code of Conduct,</li> <li>(2) for renewal: annual fulfillment of CPD.</li> </ol> <p>Merits/Demerits:-</p> <ul style="list-style-type: none"> <li>➤ Following world trend in CPD for Directors.</li> <li>➤ A clear-cut approach, combining membership with accreditation.</li> <li>➤ Positive image for HKIoD membership in quality requirement.</li> <li>➤ Introduction of Code of Conduct – ethics commitment by all members.</li> <li>➤ Generating participation in HKIoD meetings and training programmes.</li> <li>➤ Members who do not like this mandatory approach may resign.</li> </ul> <p>Similar model incorporating membership with professional status accreditation:- HKSA</p>



**Option I:  
Separating the HKIoD  
Membership Status  
and the Accredited  
Status**



Notes on CPD:-  
 Structured: training courses, seminars, team-work projects, etc.  
 Unstructured: self-study, preparation of a paper, etc.





## APPENDICES

	Ref in Vol One Project Report	
	Pages	Sections
<b>3. Phase of Design of Intervention</b>		
3.1 <i>Highlights of the Year 2002-2003</i> – report at the 2003 AGM	109	4.2.3
3.2 The HKIoD Position Statement re Membership Accreditation, 2 August 2003	109	4.2.3

## 一年活動簡報

The Year in Highlights

7/2002 - 6/2003



### 主席報告 Chairman's Review

在過去的一年(2002年7月-2003年6月)，香港董事學會持續加強推廣會務，舉辦更多教育活動，並強化了與各界的夥伴合作關係。

承接往年之勢，本年度推出的「**2002年傑出董事獎**」再創佳績。十位實至名歸的得獎者在頒獎典禮上，由300多名嘉賓包括53位合作夥伴的代表見證下，從政務司司長曾蔭權先生手中接過獎項。

年內，本會的**董事教育及培訓**活動出現了新氣象。我們跟香港生產力促進局在「加速培訓文憑課程」方面增強合作。去年首辦的「中小企業專業董事文憑」成績斐然，今年我們再接再勵，推出「中小企業專業董事文憑(第二期)」，並告圓滿結束。此外，「公司管治及董事專業文憑」課程經已展開，雖然非典型肺炎延遲了開課日期，但似乎對出席率沒有很大影響。第一期修畢「中小企業專業董事文憑」的學員自行組織了非正式的相聚聯誼，促進學習交流，實在教人鼓舞。此外香港董事學會和香港證券專業學會合辦了一個「上市公司董事的職能與責任證書」課程，得到香港交易及結算所有限公司、證券及期貨事務監察委員會、以及其它專業組織的支持。與此同時，已有十一年歷史(由董事學會香港分會時期開始計算)的「公司董事文憑」學分培訓課程仍然繼續，雖然在四、五月期間曾受非典型肺炎的影響而一度停頓，但只屬短暫情況，而報讀人數方面更有所增長。

我們的**外展和公共服務**活動已經伸延到不同的社團，包括香港青年商會轄下各分會。香港董事學會跟廉政公署合辦的青年研習計劃於「誠信企管新一代」高峰會議確令彼此的合作達至高峰，這全賴多名會員的支持，參與作為籌組委員會成員、演講嘉賓、研習計劃的評判。我們也向民政事務總署推行了有趣的外展工作，在其主辦的大廈管理活動中擔任主講嘉賓，談論大廈管理的企業管治。

中小企業發展支援基金資助的【**中小企管治指引**】編寫項目在準則及倫理委員會的努力下已有良好的進展。為了清楚了解中小企的企業管治論點，我們向中小企業進行了一項調查。調查結果於香港貿易發展局主辦的「中小企市場推廣日」中公佈，並引起了大批中小企和傳媒的興趣。本會同時亦參與作為展覽商，藉以向中小企推動企業管治。

我們亦繼續就重要的議題發表代表意見和回應諮詢，出版論文

The year under review (July 2002-June 2003) saw the continuing expansion of promotion and education activities by The Hong Kong Institute of Directors, with strengthened cooperation among project partners representing a cross-section of the business sector.



**Directors Of The Year Awards 2002** successfully carried on the impact from the previous year, this time with 10 awardees receiving their well-deserved Awards from the hands of The Hon Donald Tsang at the Presentation Ceremony, witnessed by 300 guests including representatives of our 53 distinguished project partners.

Our **education and training programmes for directors** took on some new horizons in the year. We enhanced the partnership with Hong Kong Productivity Council in our Fastrack Programmes, with the completion of *Professional Diploma in SME Directorship Intake 2*, which followed the success of the previous year's pilot programme, and the commencement of *Professional Diploma in Corporate Governance and Directorship*, which was slightly postponed but seemed not tremendously affected in attendance owing to SARS. It is also encouraging to see an informal alumni group of the SME Diploma class of pilot programme meeting periodically to foster fellowship and learning spirit. Certificate seminars on the role of directors of listed companies were jointly organized by the Institute and the Hong Kong Securities Institute, supported by HKEx, SFC and other professional bodies. In parallel, our Credits Programme leading to the *Diploma in Company Direction* carried on seminars in its 11th year (dating back to the pre HKIoD era of the Hong Kong Branch of IoD), with an increased number of attendees though temporarily interrupted by SARS in the months of April and May.

Our **outreach and public service** programmes were extended to various community groups including chapters of the Hong Kong Junior Chamber. A pinnacle in joint efforts with the ICAC Youth Summit on "Corporate Governance for the New Generation" was reached with the involvement of a team of members from the Institute as members of organizing committee, speakers and adjudicators of the project. Another interesting participation by the Institute was a series of roadshow talks organized by the Home Affairs Department on building management, with our speakers addressing the issue of corporate governance in building management.

The project of **Guidelines on Corporate Governance for SMEs** sponsored by the SME Development Fund made good progress with significant input by the Standards and Ethics Committee. To ascertain issues for SMEs in corporate governance, a survey among SMEs was conducted. The findings of the survey was announced at the SME Market Day, a major exhibition organized by the Trade Development Council, and generated substantial interest among SMEs and the media. The Institute also participated in the SME Market Day as a booth exhibitor in promoting corporate governance among SMEs.

We continued to present **collective views** and responses to consultations, publish **position papers** and organize **workshops** on



以及舉行工作坊。議題的範圍廣闊，包括有關公司條例和上市規則的修訂、個人資料保障、以至有關興建連接香港、澳門、珠海「港珠澳大橋」的建議，而會員都十分積極參與以上的活動。

對於評審委員會提交的持續專業發展會籍評鑒建議，理事會初步表示同意。我們一直倡導透過持續學習和培訓達致董事專業化，相信現在也是時候於我們會員中推行落實。在未來的六個月，我們會認真透切地檢討方案，並廣泛諮詢會員。我們打算在會員大會上向大家交代制度的定案，最後我們將向會員大會提交的議案，必需是為全體會員所接受，更要獲得確認具專業性，能有效提升會員及社會人士的董事專業才能。

本會多年來舉辦的活動不計其數，反映了會員所堅持的理念和團結精神，而五週年慶典更把本會的活動推向高峰。會員是本會的基石。在本會同儕互導的文化下，各會員不斷追求董事專業化，積極參與「會員引薦會員計劃」。本人再次呼籲各位會員、同事繼續努力，積極參與此計劃，因此計劃最能有效地擴張會員人數。

會員對本會忠誠反應，理事會、執行委員會、各委員會成員積極參與，外界支持者慷慨樂助，行政處辦事人員勤懇、高效、富創意，我謹代表香港董事學會深表謝意。

我為香港董事學會服務超過六年。當年 George Humble 於輕微心臟病發後，聽從醫生勸喻多作休息，我就因而被邀即時接管職務，現在回想仿佛是不久以前的事。早年跟(英國)董事學會商議成立香港董事學會，爭取獨立之餘同時要維持彼此的協作關係，讓本會會員得以繼續享有(英國)董事學會的會員專利，箇中的體驗確實很特別。多年來跟大家協力發展會務，向社會各階層、中國大陸以及東亞各國推動優秀企業管治，既共同分享愉快經歷又共渡時艱，感受至深。對於各會員一直的鼓勵和支持，我深表謝意。2003年7月8日週年大會當日我將正式卸任理事會主席一職。這些年來，我欣慶見到會員人數持續穩步上揚，我們的專業培訓課程取得成功，企業管治的重要性得到更廣泛的認同。然與此同時，對於決策人士對提升董事專業化光口惠而尚未全力推行，我感到十分無奈。見到一些無謂的政治爭拗阻礙推動更優秀企業管治的進程，我更為嘆息。雖然我們有幸已經看到進展，但要做的事情尚有很多。此後我定必繼續竭力支持香港董事學會，於本地資本市場和公司董事間推動更優秀的企業管治和道德常規。在此我呼籲大家於未來的日子繼續與學會攜手努力。很感謝大家給予我機會，為香港董事學會效力。

鄭慕智



major issues, from proposed amendments to the Companies Ordinance and Listing Rules, personal data protection, to the proposed bridge connecting Zhuhai, Macau and Hong Kong. These have been well participated by our members.

The Council has approved a preliminary proposal from the Accreditation Committee regarding the accreditation of our membership in continuing professional development. While we have been preaching director professionalism through continuing learning and training, it is time for the Institute to consider the implementation of such practice among our members. This accreditation scheme will be developed after serious and thorough reviews and extensive consultation with our membership in the next six months. We aim to present an eventual scheme to our members' general meeting that will be practical, acceptable to our members, professionally recognized and contributing to enhancing director competence among our members and the community at large.

Our Fifth Anniversary was celebrated as a climax of events culminating in a high spirit of membership in upholding shared ideals with solidarity and fraternity. Membership is the foundation of our Institute. Our members have enjoyed the pursuit of director professionalism in a peer-inspired culture and in return have been active in our Member-Get-Member programme. I appeal again to fellow members and colleagues to keep up with efforts in this most successful approach of membership expansion.

On behalf of The Hong Kong Institute of Directors, I wish to gratefully acknowledge our members for being loyal and responsive, my colleagues on the Council, Executive Committee and various Committees for enthusiastic participation, our external supporters for being generous and helpful and our staff of the Executive Office for being dedicated, efficient and creative.

I have served as chairman of The Hong Kong Institute of Directors for over six years. It looks like not too long ago that I was asked to quickly take over from George Humble who was advised by his doctor to take it easy after a minor heart attack. It was quite an experience to go through the negotiation with the (UK)IoD for the establishment of the HKIoD and maintaining an association with it so that HKIoD members can continue to enjoy membership privilege of the (UK)IoD. It has been an enjoyable experience for me to work in joint efforts in developing the Institute and promoting good corporate governance to many quarters of the community as well as to the Mainland and other countries in the East Asian region. It has been gratifying for me to share the happy moments as well as to tackle difficult time together with my fellow members, to whose encouragement and support I owe my most sincere gratitude. I shall step down from my position of Council Chairman after the AGM on 8 July 2003. In the course of the years it has been gratifying to witness the steady growth in membership, the success of our training and professional development programme and the greater importance attached to better corporate governance. However it is equally frustrating to see that policy makers are only prepared to pay lip service rather than committing to enhancing director professionalism. I am saddened by unwarranted political bickering that is hindering substantive efforts to promote better corporate governance practices. Although we have been fortunate to witness noticeable improvement yet there is still a lot required to be done. I assure you all that I will continue to give my utmost support to the Institute and the effort to promote better corporate governance and ethical practices in the local capital market and amongst company directors. I appeal to all of you to join hand with the Institute in the days to come. Thank you very much for giving me the opportunity to be of service to the Institute.

Moses Cheng

創會至今六年，鄭慕智先生竭誠服務，引領本會克服創業之艱以至茁壯發展，對此香港董事學會深表謝忱。

理事會一致決定表彰鄭慕智先生為本會榮譽會長及理事會榮譽主席。

The Hong Kong Institute of Directors gratefully acknowledges the long service and tremendous contribution of Mr Moses Cheng in leading the Institute through the founding and formative six years of the Institute. The Council unanimously resolved to recognize him as Hon President of the Institute and Chairman Emeritus of the Council.



## 行政總裁報告

### Chief Executive Officer's Review

在過去一年，香港董事學會推出多項意義重大的項目，對會員、學會本身、整個社會都影響深遠。有幸能參與其中，行政處全人均感欣喜雀躍。

年內(2002年7月-2003年6月)，行政處處理的項目較往年增多，開辦的培訓課程增加了，項目的種類亦更趨多元化。加開「快速培訓文憑課程」為持續進行的「學分培訓文憑課程」平添新力量，培訓更多畢業生，令文憑持有人的數目升幅逾80%。再度推出的「2002年度傑出董事獎」亦得到社會大眾的鼎力支持，成績斐然。「傑出董事獎」現已成為本會一年一度的盛事，藉以彰顯卓越、推廣優秀企業管治。同時，編撰【中小企管治指引】為本會帶來新機遇，透過參與「中小企業市場推廣日」，推廣本會使命。指引於下年度出版時有望增加中小企對本會的認識。另外，發展會籍評鑒旨在擴闊宣揚及加強董事專業化的管道。本會現正草擬一份建議書，計劃於未來六個月就有關事件廣泛諮詢會員。

香港董事學會於2002年11月慶祝成立五週年。本會營運的初期僅有200名會員，1997年7月後更有前董事學會的會員離開香港。然而透過積極的本地招募，會員人數仍能持續穩步上揚，並於五週年突破700大關。本人很高興向大家展示本會的「六年活動統計一覽」，以見證本會六年來共同努力的成果。

從商業的角度來看，香港董事學會屬中小型企業；以會員數目而言屬中型企業；以職員人數而言則屬小型創業。然而，論使

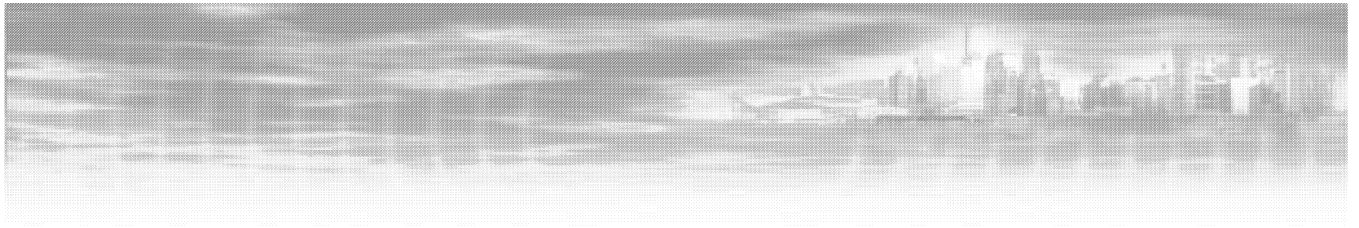
The Executive Office is grateful for the opportunities of serving The Hong Kong Institute of Directors over the past year in implementing the many significant projects that are of impact to members, the Institute and the community at large.



In the year under review (July 2002-June 2003), the Executive Office handled an **increased number of projects** as compared to the previous year, with more training courses as well as diversity of projects. The Fastrack Programmes to Diplomas added force to our ongoing Credits Programme in producing graduates, resulting in over 80% increase in diploma-holders. Directors Of The Year Awards 2002 was successfully launched with tremendous support from the community. This has now developed into an annual project involving the community in the recognition of excellence and promotion of good corporate governance. The development of the project *Guidelines on Corporate Governance for SMEs* ushered in a new opportunity of promoting the Institute's mission through participation in the SME Market Day and potentially greater exposure among SMEs when the Guidelines are published in the next Institute year. The project in developing accreditation of membership promises to bring new horizons for the Institute in propagating and reinforcing director professionalism. We are in the processes of drafting proposals for this and plan to consult members extensively in the next six months.

The Institute celebrated our 5th Anniversary in November 2002. We noted a **growth of membership** from 200+ at the commencement of operations to steady increases, despite a turnover of some of the members originating from IoD shortly after July 1997, via local

活動種類 Programmes 7/1997 - 6/2003	次數 Events	人數 No. of Persons
文憑研討會 Diploma Seminars	69	> 750 參加者 attendees 49 畢業生 graduates
演講會及專業講座 Speaker Meetings and Professional Talks	42	> 1,700 參加者 attendees
公開研討大會 / 論壇 Public Seminars/Forums	8	> 1,200 參加者 attendees
外展講座 Outreach Talks	115	> 3,900 參加者 attendees
主題工作坊及研究坊 Theme Workshops and Workgroups	11	> 200 參加者 participants
刊物 Publications	26	> 140 參加製作 participants > 21,000 讀者 readers
週年晚宴 Annual Dinners	5	> 1,300 參加者 attendees
聯誼活動 Fellowship Gatherings	7	> 230 參加者 attendees



命和遠見，本會奉行的卻是大型服務企業的**抱負和策略性計劃**。

行政處精兵數人，功能有時儼如一支軍旅。凌靄萍服務的年期最長，自本會成立的第一天即投入工作，而現在再有兩名「長期僱員」加入，為我和凌靄萍增添後援：敖翠華於2002年9月加入，而姚業興在本會工作兩個暑假後亦於2003年6月正式加入，其餘數名服務良久的兼職行政人員仍繼續協助本會的行政運作，提供共330工作天的服務。以有限的資源和人手，行政處努力平衡紛來沓至的各類工作，包括提供會員服務，拓展及推廣會籍，出版刊物，建立對外關係，籌組活動，包括演講會、培訓課程、週年晚宴、聯誼活動和大型項目如「傑出董事獎」，發展會籍評鑑，處理學會及「公司管治發展基金」的財務及行政工作，還有理事會、執行委員會及「公司管治發展基金」信託委員會的秘書工作。為了提升工作效率，我們現正為電腦會員資訊庫升級，希望除郵寄以外，最終還可透過自動電郵及電腦傳真跟會員聯繫。

本年度本會的活動加強了，是**充滿挑戰性的一年**。年內非典型肺炎肆虐，但眾會員依然全力支持本會的活動，對此我感激至深。於本年會員週年大會時期，我為香港董事學會服務即屆五年。能為一個不斷求進，滿是出色、負責任、認真會員的團體服務，我感到非常愉快。本人謹謝理事會和執行委員會的指引，與及所有會員、同事、友好、合作夥伴的支持和協助。在此，本人要特別鳴謝鄭慕智主席，因他多年來領導有方。鄭主席將於本年度的週年大會卸任理事會主席一職，但我們相信他定會繼續支持本會，以智慧啟發我們。

徐尉玲



membership drives attaining over 700 at the 5th Anniversary Celebration. I am pleased to present the **Programme Summary** as an indication of collective efforts of the Institute for the first six years. In business terms, The Hong Kong Institute of Directors is an SME. In membership, it is a medium-sized enterprise; in staff force, it is a small-sized entrepreneurial firm; however, in mission and vision, we embrace the **values and strategic plans** of a large service organization.

The **Executive Office** is a very small dedicated team, which at times functions like a garrison. Susan Ling, who is the longest serving staff member since day one, and I are now joined by two more "regulars": Lisa Ngo, who joined us in September 2002, and Yiu Yip Hing, who after having worked for us for two summer vacations from university, joined us in June 2003. We continued to have the assistance of a few long-service part-time executives, totaling about 330 person-days per year. With a constraint in resources and staff size, we balanced our work among membership services, expansion and marketing, publishing, external relations, organization of events including speaker meetings, training courses, Annual Dinner, fellowship programmes, major projects such as Directors Of The Year Awards and development of membership accreditation, financial and administrative work for both the Institute and Corporate Governance Development Foundation as well as secretarial service for the Council, Executive Committee and Foundation Board of Trustees. To enhance efficiency, we are in the process of upgrading our computerized membership database management system and eventually communicating with our members through automated email and broadcast fax messages, in addition to the use of the standard postal system.

It has been an **eventful and challenging year**. In spite of SARS, our members showed strong support for the Institute, for which I am grateful. I am pleased that I will reach five years of service for the Institute by our 2003 AGM. It is gratifying to work for a progressive body with distinguished, responsible and conscientious members. I would like to **thank** the Council and Committees for their guidance and all members and colleagues, the Institute's friends and project partners for their support and assistance. In particular, I would like to convey indebtedness to Chairman Moses for his great leadership. I am sure all of us can count on his continuing support and inspiring wisdom although he will step down as Council Chairman at the AGM.

Carlye Tsui



## 香港董事學會在會籍評鑒事宜上的立場

香港董事學會在會籍評鑒事宜上所持立場如下：

1. 我們一直倡導董事專業化，相信現在也是時候於我們會員中推行落實。對於評鑒委員會提交的持續專業發展會籍評鑒建議，理事會初步表示同意。
2. 評鑒制度有待進一步發展，但所有發展必先經過透切的檢討及全面的會員諮詢。最後我們向會員提交的議案必需為全體會員所接受，更要獲得確認具專業性，並能有效提升會員及社會人士的董事專業才能。
3. 評鑒制度的要素之一是要求會員進行一定時數的持續專業發展。所訂立的持續專業發展時數將為實際而可行。
4. 制度的另一要素是釐訂持續專業發展活動的定義。正規培訓、出席大型會議、自修和以工作為本的活動等均可能納入定義以內。
5. 制度的要素三是為會員製訂一套紀律守則。是套守則為如何履行董事職責提供一個共識綱領。
6. 本會將就有關的詳情於未來六個月諮詢會員。我們鼓勵會員踴躍表達意見，並積極參與發展評鑒制度。

香港董事學會行政總裁徐尉玲

2 August 2003

2003 年 8 月 2 日

### HKIoD's Position Regarding Membership Accreditation

The Hong Kong Institute of Directors is pleased to announce its position regarding membership accreditation as follows:-

1. While we have been preaching director professionalism, it is time for the Institute to consider enhancing the implementation of such practice among our members. The Institute's Council has approved a preliminary proposal from the Accreditation Committee regarding the accreditation of our membership in continuing professional development.
2. This accreditation scheme will be further developed after serious and thorough reviews and extensive consultation with our membership. We aim to present an eventual scheme to our members that will be practical, acceptable to our members, professionally recognized and contributing to enhancing director competence among our members and the community at large.
3. One element of the scheme will be the CPD (continuing professional development) time required of our members, which will be a practical number of hours engaged in CPD.
4. Another element of the scheme will be a definition of CPD activities, which may include formal training, attendance of conferences, self-study, work-based activities, etc.
5. The third element of the scheme will be a Code of Conduct for our members, which will form a framework of common reference in conduct in the fulfillment of a director's responsibilities.
6. Our members will be consulted with more specific details in the next six months and are encouraged to be vocal and participative in the development of the scheme.

Carlye Tsui, CEO, HKIoD

## APPENDICES

**Ref in Vol One  
Project Report  
Pages      Sections**

### **4. Phase of Implementation of Intervention**

#### **4.1 The Inquiry Questionnaire**

(1) The Pilot-test Questionnaire	120	4.3.3 (2)
(2) The Full-poll Questionnaire	120	4.3.3 (2)
(3) The Token Claim Form	120	4.3.3 (2)
(4) <i>A Concise Report on Questionnaire Findings: Self-Discipline &amp; Accreditation – Inquiry into Members' Commitment</i>	122	4.3.3 (3)

#### **4.2 The Scheme Consultation**

(1) <i>Consultation Document: Re HKIoD Membership Accreditation – An Invitation to Respond</i>	127	4.3.4
(2) Findings from the Consultation Document	128	4.3.4

**問卷：自律與評鑒－探討會員承擔**  
**Questionnaire: Self-Discipline & Accreditation – Inquiry into Members' Commitment**

5-10-2004

於本年 9 月 16 日舉行的香港董事學會論壇，會員積極參與討論有關董事勝任能力及專業精神，最終帶出促進自律與會員評鑒的建議，考慮以透過二項條件達成，其一為遵守「行為守則」，其二為履行「持續專業進修」。此問卷調查為跟進討論而搜集意見，辨識上述建議的認受性及可行性。

閣下現獲邀為問卷的「預評顧問」，敬希優先審視及回覆附卷。閣下的覆卷尤其是有關問卷的設計，將有助於完善問卷內容，得出改善版本以傳閱全體會員。敬請於2004 年 10 月 12 日或之前填妥及擲回問卷。

此意見調查為推進發展香港董事學會的重要環節，因此本會懇請全體會員參與，坦言回覆問卷。閣下可選不記名方式覆卷。所有回覆資料將因應倫理紀律獲嚴格保密，並僅用於綜合數據作為統計分析。結果將公佈予會員。

有勞閣下參與預評問卷，現先附上贈品。另覆卷後每位將獲優惠心意。

如對問卷有任何問題或意見，歡迎給我致電，電話號碼 2867 1185。閣下的賜覆，將有助香港董事學會創建未來，並強化本會代表您及為您服務的功能，謹此致謝，順頌秋安。

In a forum organized by The Hong Kong Institute of Directors ("HKIoD") on Thursday 16 September 2004, members actively participated in the discussion of director competence and professionalism. Ultimately the meeting posed the proposed consideration of invoking self-discipline and membership accreditation through (a) compliance of a Code of Conduct and (b) practice of Continuing Professional Development. In follow-up, this questionnaire survey is conducted to collect views as to whether the proposal is acceptable to and practicable by members.

You are invited to be a Pilot Adviser to pre-view and respond to the attached questionnaire. Your response, particularly with feedback on the design of the questionnaire, will help us to fine-tune and prepare a final version of the questionnaire to be presented to the entire membership. Please kindly complete and return the questionnaire to HKIoD on or before 12 October 2004.

As this is a very important exercise that facilitates the development of HKIoD in the way forward, all members are urged to take part in completing the questionnaire with candid views. You have the option of remaining anonymous on the questionnaire. All information supplied will be treated in strict confidence, in accordance with ethical disciplines, and used only for tabulating results for statistical analyses. Findings will be announced to members.

In appreciation of your kind gesture to serve as Pilot Adviser, we enclose a modest gift. In addition, a token will be presented upon your response.

If you have any query or special comment on the questionnaire, please feel free to contact me at tel 2867 1185. Thank you very much for your response, which will help in shaping the future of HKIoD and enabling HKIoD to represent and serve you in a better way.

With best regards

香港董事學會行政總裁 徐尉玲

Carlye W L Tsui, Chief Executive Officer, The Hong Kong Institute of Directors



香港中環夏慤道 12 號美國銀行中心 505 室 Room 505 Bank of America Tower, 12 Harcourt Road, Central, Hong Kong  
 電話 Tel: (852) 2867 1185 傳真 Fax: (852) 2537 9093 電郵 E-mail: executive@hkiod.com 網頁 Web-site: www.hkiod.com



**問卷：自律與評鑒－探討會員承擔**

**Questionnaire: Self-Discipline & Accreditation – Inquiry into Members' Commitment**

謝謝參與問卷調查。請以 ✓ 顯示選擇,並請清晰填寫。為保調查正確,問卷影印本將無效。

Thank you for participating in the survey. Please ✓ as applicable and provide legible answers.

**第一部份：您的意見 PART I: Your Views**

**1. 有關董事行為 On director conduct**

**1.1 您是否贊成董事應遵守一套釐定的專業行為?**

Do you agree that directors should adhere to a defined set of professional conduct?

- |   |                                |                                  |                                   |  |
|---|--------------------------------|----------------------------------|-----------------------------------|--|
| (a) 強烈贊成                                | (b) 贊成                         | (c) 無意見                          | (d) 不贊成                           | (e) 強烈不贊成                                  |
| Strongly agree <input type="checkbox"/> | Agree <input type="checkbox"/> | Neutral <input type="checkbox"/> | Disagree <input type="checkbox"/> | Strongly disagree <input type="checkbox"/> |

**1.2 您是否贊成引入會員必須遵守「行為守則」是香港董事學會合適的發展路向? Do you agree that the introduction of a Code of Conduct for compliance by members is an appropriate move forward for HKIoD?**

- |   |                                |                                  |                                   |  |
|---|--------------------------------|----------------------------------|-----------------------------------|--|
| (a) 強烈贊成                                | (b) 贊成                         | (c) 無意見                          | (d) 不贊成                           | (e) 強烈不贊成                                  |
| Strongly agree <input type="checkbox"/> | Agree <input type="checkbox"/> | Neutral <input type="checkbox"/> | Disagree <input type="checkbox"/> | Strongly disagree <input type="checkbox"/> |

**1.3 請選擇下列董事「行為守則」內應包括的價值觀(可選一或多項):**

Please select the following values (one or multiple) that should be included in the Code of Conduct for directors:

- |   |  |
|---|--|
| (a) 行為得當 Becoming Conduct <input type="checkbox"/>        | (b) 忠誠視事 Loyalty <input type="checkbox"/>  |
| (c) 合法合例 Legality and Compliance <input type="checkbox"/> | (d) 克勤於務 Due Diligence <input type="checkbox"/>                                  |
| (e) 肩負問責 Accountability <input type="checkbox"/>          | (f) 誠信倫理 Integrity and Ethics <input type="checkbox"/>                           |
| (g) 公正持平 Justice <input type="checkbox"/>                 | (h) 領導創建及增值 Leadership in Enterprise and Value Creation <input type="checkbox"/> |
| (i) 積極參與 Active Participation <input type="checkbox"/>    | (j) 自評改進 Self Assessment for Improvement <input type="checkbox"/>                |
| (k) 持續進修 Continuing Development <input type="checkbox"/>  | (l) 遵守紀律 Abiding by Discipline <input type="checkbox"/>                          |
| (m) 建議其它項目 Other elements:-                               |  |

**1.4 如您在問題 1.1 或 1.2 中選擇答案(c)或(d)或(e), 請述理由:**

If you have ticked (c) or (d) or (e) to Q1.1 or 1.2, please specify reason:

- (a) 董事非專業 Directors are not professionals. ☐ (b) 個別董事已自律 Individual directors are disciplined. ☐  
(c) 其它理由 Other reason:

**2. 有關董事「持續專業進修」(簡稱「CPD」) On Continuing Professional Development (“CPD”) for directors**

**2.1 您是否贊成 CPD 有助於董事履行職務?**

Do you agree that keeping up with CPD will help directors to perform better?

- |   |                                |                                  |                                   |  |
|---|--------------------------------|----------------------------------|-----------------------------------|--|
| (a) 強烈贊成                                | (b) 贊成                         | (c) 無意見                          | (d) 不贊成                           | (e) 強烈不贊成                                  |
| Strongly agree <input type="checkbox"/> | Agree <input type="checkbox"/> | Neutral <input type="checkbox"/> | Disagree <input type="checkbox"/> | Strongly disagree <input type="checkbox"/> |

**2.2 如您在問題 2.1 中選擇答案(c)或(d)或(e), 請述理由:**

If you have ticked (c) or (d) or (e) to Q2.1, please specify reason:

- (a) 董事很忙 Directors are busy ☐ (b) 作為董事已很夠資歷 Directors are already well qualified ☐  
(c) 其它理由 Other reason:

**3. 有關董事 CPD 活動的界定 On the scope of CPD activities for directors**

請在下列清單中選擇那些合理項目應臚列在董事 CPD 活動範圍內 (可選一或多項):

Please select from the following lists the reasonable items (one or multiple) that should be included in the scope of CPD activities for directors:

**問卷：自律與評鑒－探討會員承擔**  
**Questionnaire: Self-Discipline & Accreditation – Inquiry into Members' Commitment**

- 3.1 「**正規CPD**」，即指參與培訓課程、活動、專案項目、任務項目等，其主題必需有助於履行董事職責。  
**Formal CPD**, referring to participation in a training course or an event or a project or a task, on a subject of help to fulfilling director responsibilities.
- |   |   |
|---|---|
| (a) 香港董事學會培訓課程<br>HKIoD training course <input type="checkbox"/><br>(c) 其它學會培訓課程 Training course<br>organized by another professional body <input type="checkbox"/><br>(e) 擔任講者<br>Delivery of a talk <input type="checkbox"/><br>(g) 董事工作：帶領推行新技巧或規律<br>Director work-based: leading a new<br>technique or discipline <input type="checkbox"/><br>(i) 董事工作：指導或輔導 Director<br>work-based: coaching or mentoring <input type="checkbox"/><br>(k) 服務：參與公共服務委員會工作<br>Service: board work in public duties <input type="checkbox"/> | (b) 香港董事學會演講論壇<br>HKIoD speaker forum <input type="checkbox"/><br>(d) 其它學會演講論壇 Speaker forum<br>organized by another professional body <input type="checkbox"/><br>(f) 董事工作：於公司舉行的培訓活動<br>Director work-based: in-house training <input type="checkbox"/><br>(h) 董事工作：闡述研究結果報告<br>Director work-based: making a<br>presentation after research <input type="checkbox"/><br>(j) 服務：參與香港董事學會委員會工作<br>Service: committee work of HKIoD <input type="checkbox"/><br>(l) 建議其它活動 Other elements:- |
|---|---|
- 3.2 如您在問題 3.1 中選擇(c)或(d)，請附答參與其它學會活動應佔正規 CPD 小時的合理最高%：  
 If you have ticked (c) or (d) to Q3.1, please indicate the reasonable upper limit of % of Formal CPD hours taken up by events of another professional body:
- (1) 10% ☐ (2) 20% ☐ (3) 30% ☐ (4) 40% ☐ (5) 其它 Other: \_\_\_\_\_
- 3.3 「**非正規CPD**」，即指不透過與人即時互動的形式，自學有助董事職責的主題。  
**Informal CPD**, referring to self-learning involving no human interaction on a subject of help to fulfilling director responsibilities.
- |   |  |
|---|--|
| (a) 透過書籍/視聽資料/電子資料等自學<br>Knowledge from reading or<br>audio/video materials or e-learning <input type="checkbox"/><br>(c) 建議其它活動 Other elements:- | (b) 編寫文件或文章<br>Authoring a paper or article <input type="checkbox"/> |
|---|--|

**4. 有關對會員須實踐 CPD 的時間承擔 On time commitment in CPD practice by members**

假設由 2005 年度開始，逐年遞增。請選擇對香港董事學會會員要求每年必須實踐 CPD 的合理時間（以小時計）：  
 Assuming commencing from 2005 and increasing by year, please select the reasonable annual time requirements (in hours) of HKIoD members in CPD practice:-

- |                                 | 資深會員 Fellows                              | 會員 Members                                | 附屬會員 Associates  |
|---------------------------------|---|---|--|
| <b>4.1 2005:-</b>               |   |   |  |
| (a) 總小時 Total Hours             | 10 <input type="checkbox"/> 其它 Oth: _____ | 15 <input type="checkbox"/> 其它 Oth: _____ | 0 <input type="checkbox"/> 20 <input type="checkbox"/> 其它 Oth: _____ |
| (b) 最少正規小時 Minimum Formal Hours | 0 <input type="checkbox"/> 其它 Oth: _____  | 5 <input type="checkbox"/> 其它 Oth: _____  | 0 <input type="checkbox"/> 10 <input type="checkbox"/> 其它 Oth: _____ |
| <b>4.2 2006:-</b>               |   |   |  |
| (a) 總小時 Total Hours             | 15 <input type="checkbox"/> 其它 Oth: _____ | 20 <input type="checkbox"/> 其它 Oth: _____ | 0 <input type="checkbox"/> 20 <input type="checkbox"/> 其它 Oth: _____ |
| (b) 最少正規小時 Minimum Formal Hours | 5 <input type="checkbox"/> 其它 Oth: _____  | 10 <input type="checkbox"/> 其它 Oth: _____ | 0 <input type="checkbox"/> 10 <input type="checkbox"/> 其它 Oth: _____ |
| <b>4.3 2007:-</b>               |   |   |  |
| (a) 總小時 Total Hours             | 20 <input type="checkbox"/> 其它 Oth: _____ | 20 <input type="checkbox"/> 其它 Oth: _____ | 0 <input type="checkbox"/> 20 <input type="checkbox"/> 其它 Oth: _____ |
| (b) 最少正規小時 Minimum Formal Hours | 10 <input type="checkbox"/> 其它 Oth: _____ | 10 <input type="checkbox"/> 其它 Oth: _____ | 0 <input type="checkbox"/> 10 <input type="checkbox"/> 其它 Oth: _____ |

**5. 有關年度 CPD 評鑒制度的推行 On the implementation of an accreditation scheme with annual CPD requirement**

- 5.1 您是否願意每年實踐董事 CPD? Would you agree to practise CPD for directors on an annual basis?
- (a) 是 Yes ☐ (b) 否 No ☐ 理由 Reason: \_\_\_\_\_

**問卷：自律與評鑒－探討會員承擔**  
**Questionnaire: Self-Discipline & Accreditation – Inquiry into Members' Commitment**

- 5.2 您是否願意每年申報履行 CPD 的時間？ Would you agree to declare the CPD time taken on an annual basis?  
 (a) 是 Yes ☐ (b) 否 No ☐ 理由 Reason:
- 5.3 您是否贊成行政方式以信任基礎由會員年終申報，輔以隨機抽樣選擇要求會員提供資料？ Would you agree to an administration system whereby year-end CPD declaration by members will be taken on an honest basis but will be subject to sample-checking requests for information by random selection?  
 (a) 是 Yes ☐ (b) 否 No ☐ 理由 Reason:
- 5.4 您是否贊成引入 CPD 為會員必須承擔的行為是香港董事學會合適的發展路向？ Do you agree that the introduction of CPD as membership commitment is an appropriate move forward for HKIoD?  
 (a) 強烈贊成 (b) 贊成 (c) 無意見 (d) 不贊成 (e) 強烈不贊成  
 Strongly agree ☐ Agree ☐ Neutral ☐ Disagree ☐ Strongly disagree ☐
- 5.5 您是否贊成 CPD 承擔將提升香港董事學會會員素質及地位 Do you agree that commitment in CPD will enhance the quality and status of HKIoD's membership?  
 (a) 強烈贊成 (b) 贊成 (c) 無意見 (d) 不贊成 (e) 強烈不贊成  
 Strongly agree ☐ Agree ☐ Neutral ☐ Disagree ☐ Strongly disagree ☐

**第二部份：您的個人及公司背景 PART II: Your Personal & Company Profile**

6. 會員級別 Membership Grade: (a) 資深會員 Fellow ☐ (b) 會員 Member ☐ (c) 附屬會員 Associate ☐
7. 董事年資 Years as director: (a) 0 ☐ (b) 1-3 ☐ (c) 4-10 ☐ (d) 11-20 ☐ (e) >20 ☐
8. 性別 Gender: (a) 女性 Female ☐ (b) 男性 Male ☐
9. 年齡組別 Age group: (a) 18-30 ☐ (b) 31-40 ☐ (c) 41-50 ☐ (d) 51-60 ☐ (e) 61-70 ☐ (f) >70 ☐
10. 本身是否已隸屬專業？ Are you a member of an established profession? (a) 是 Yes ☐ (b) 否 No ☐  
 (c) 如是，請列明專業 If yes, please specify profession:  
 (1)會計師 Accountant ☐ (2)工程師 Engineer ☐ (3)律師 Lawyer ☐ (4)其它 Other: \_\_\_\_\_
11. 所屬主要公司類別 Principal company category:  
 (a) 上市 Listed ☐ (b) 私人 Private ☐ (c) 政府/法定/非牟利 Government/Statutory/NGO ☐
12. 所屬主要公司董事人數 No. of Board Members in principal company:  
 (a) <5 ☐ (b) 5-10 ☐ (c) 11-15 ☐ (d) 16-20 ☐ (e) >20 ☐
13. 所屬主要公司僱員人數 No. of employees in principal company:  
 (a) 1-10 ☐ (b) 11-50 ☐ (c) 51-100 ☐ (d) 101-500 ☐ (e) 501-1,000 ☐ (f) >1,000 ☐
14. 姓名(可不記名) Name (optional): \_\_\_\_\_

**第三部份：有關問卷設計 Part III: On the Design of the Questionnaire**

15. 您用了多少時間填寫這問卷？ How long did it take you to complete this questionnaire? \_\_\_\_\_
16. 您有否發覺任何問題不清楚？如有，請列問題。 Were any questions unclear? If yes, which? \_\_\_\_\_
17. 您有否抗拒任何問題？如有，請列問題。 Did you object to answering any questions? If yes, which? \_\_\_\_\_
18. 您對問卷的其它意見 Your other comment on the questionnaire: \_\_\_\_\_



**問卷：自律與評鑒－探討會員承擔**  
**Questionnaire: Self-Discipline & Accreditation – Inquiry into Members' Commitment**

26-10-2004

於本年 9 月 16 日舉行的香港董事學會論壇，會員積極參與討論有關董事勝任能力及專業精神，最終帶出促進自律與會員評鑒的建議，考慮以透過二項條件達成，其一為遵守「行為守則」，其二為履行「持續專業進修」。此問卷調查為跟進討論而搜集意見，辨識上述建議的認受性及可行性。

此意見調查為推進發展香港董事學會的重要環節，因此本會懇請全體會員參與，坦言回覆問卷。敬請於2004 年 11 月 6 日或之前填妥及擲回問卷。閣下可選不記名方式覆卷。所有回覆資料將因應倫理紀律獲嚴格保密，並僅用於綜合數據作為統計分析。結果將公佈予會員。

有勞閣下參與，覆卷後每位將獲贈優惠心意。

如對問卷有任何問題或意見，歡迎給我致電，電話號碼 2867 1185。閣下的賜覆，將有助香港董事學會創建未來，並強化本會代表您及為您服務的功能，謹此致謝，順頌秋安。

In a forum organized by The Hong Kong Institute of Directors ("HKIoD") on Thursday 16 September 2004, members actively participated in the discussion of director competence and professionalism. Ultimately the meeting posed the proposed consideration of invoking self-discipline and membership accreditation through (a) compliance of a Code of Conduct and (b) practice of Continuing Professional Development. In follow-up, this questionnaire survey is conducted to collect views as to whether the proposal is acceptable to and practicable by members.

As this is a very important exercise that facilitates the development of HKIoD in the way forward, all members are urged to take part in completing the questionnaire with candid views. Please kindly complete and return the questionnaire to HKIoD on or before 6 November 2004. You have the option of remaining anonymous on the questionnaire. All information supplied will be treated in strict confidence, in accordance with ethical disciplines, and used only for tabulating results for statistical analyses. Findings will be announced to members.

In appreciation of your kind gesture, a token will be presented upon your response.

If you have any query or special comment on the questionnaire, please feel free to contact me at tel 2867 1185. Thank you very much for your response, which will help in shaping the future of HKIoD and enabling HKIoD to represent and serve you in a better way.

With best regards

香港董事學會行政總裁 徐尉玲

Carlye W L Tsui, Chief Executive Officer, The Hong Kong Institute of Directors



香港中環夏慤道 12 號美國銀行中心 505 室 Room 505 Bank of America Tower, 12 Harcourt Road, Central, Hong Kong  
 電話 Tel: (852) 2867 1185 傳真 Fax: (852) 2537 9093 電郵 E-mail: executive@hkiod.com 網頁 Web-site: www.hkiod.com

**問卷：自律與評鑒－探討會員承擔**

**Questionnaire: Self-Discipline & Accreditation – Inquiry into Members' Commitment**

謝謝參與問卷調查。請以 ✓ 顯示選擇,並請清晰填寫。為保調查正確,問卷影印本將無效。

Thank you for participating in the survey. Please ✓ as applicable and provide legible answers.

**第一部份：您的意見 PART I: Your Views**

**1. 有關董事行為 On director conduct**

**1.1 您是否贊成董事應遵守一套釐定的專業行為?**

Do you agree that directors should adhere to a defined set of professional conduct?

- |   |                                |                                  |                                   |  |
|---|--------------------------------|----------------------------------|-----------------------------------|--|
| (a) 強烈贊成                                | (b) 贊成                         | (c) 無意見                          | (d) 不贊成                           | (e) 強烈不贊成                                  |
| Strongly agree <input type="checkbox"/> | Agree <input type="checkbox"/> | Neutral <input type="checkbox"/> | Disagree <input type="checkbox"/> | Strongly disagree <input type="checkbox"/> |

**1.2 您是否贊成引入會員必須遵守「行為守則」是香港董事學會合適的發展路向? Do you agree that the introduction of a Code of Conduct for compliance by members is an appropriate move forward for HKIoD?**

- |   |                                |                                  |                                   |  |
|---|--------------------------------|----------------------------------|-----------------------------------|--|
| (a) 強烈贊成                                | (b) 贊成                         | (c) 無意見                          | (d) 不贊成                           | (e) 強烈不贊成                                  |
| Strongly agree <input type="checkbox"/> | Agree <input type="checkbox"/> | Neutral <input type="checkbox"/> | Disagree <input type="checkbox"/> | Strongly disagree <input type="checkbox"/> |

**1.3 請選擇下列董事「行為守則」內應包括的價值觀(可選一或多項):**

Please select the following values (one or multiple) that should be included in a Code of Conduct for directors:

- |   |  |
|---|--|
| (a) 行為得當 Becoming Conduct <input type="checkbox"/>        | (b) 忠誠視事 Loyalty <input type="checkbox"/>  |
| (c) 合法合例 Legality and Compliance <input type="checkbox"/> | (d) 克勤於務 Due Diligence <input type="checkbox"/>                                  |
| (e) 肩負問責 Accountability <input type="checkbox"/>          | (f) 誠信倫理 Integrity and Ethics <input type="checkbox"/>                           |
| (g) 公正持平 Justice <input type="checkbox"/>                 | (h) 領導創建及增值 Leadership in Enterprise and Value Creation <input type="checkbox"/> |
| (i) 積極參與 Active Participation <input type="checkbox"/>    | (j) 自評改進 Self Assessment for Improvement <input type="checkbox"/>                |
| (k) 持續進修 Continuing Education <input type="checkbox"/>    | (l) 遵守紀律 Abiding by Disciplines <input type="checkbox"/>                         |
| (m) 建議其它項目 Other elements:-                               |  |

**1.4 如您在問題 1.1 或 1.2 中選擇答案(c)或(d)或(e), 請述理由:**

If you have ticked (c) or (d) or (e) in Q1.1 or 1.2, please specify reason(s):

- (a) 董事非專業 Directors are not professionals. ☐ (b) 個別董事已自律 Individual directors are disciplined. ☐  
(c) 其它理由 Other reason(s):

**2. 有關董事「持續專業進修」(簡稱「CPD」) On Continuing Professional Development (“CPD”) for directors**

**2.1 您是否贊成 CPD 有助於董事履行職務?**

Do you agree that keeping up with CPD will help directors to perform better?

- |   |                                |                                  |                                   |  |
|---|--------------------------------|----------------------------------|-----------------------------------|--|
| (a) 強烈贊成                                | (b) 贊成                         | (c) 無意見                          | (d) 不贊成                           | (e) 強烈不贊成                                  |
| Strongly agree <input type="checkbox"/> | Agree <input type="checkbox"/> | Neutral <input type="checkbox"/> | Disagree <input type="checkbox"/> | Strongly disagree <input type="checkbox"/> |

**2.2 如您在問題 2.1 中選擇答案(c)或(d)或(e), 請述理由:**

If you have ticked (c) or (d) or (e) in Q2.1, please specify reason(s):

- (a) 董事很忙 Directors are busy ☐ (b) 作為董事已很夠資歷 Directors are already well qualified ☐  
(c) 其它理由 Other reason(s):

**3. 有關董事 CPD 活動的界定 On the scope of CPD activities for directors**

請在下列清單中選擇那些合理項目應臚列在董事 CPD 活動範圍內 (可選一或多項):

Please select from the following lists the reasonable items (one or multiple) that should be included in the scope of CPD activities for directors:

**問卷：自律與評鑒－探討會員承擔**  
**Questionnaire: Self-Discipline & Accreditation – Inquiry into Members' Commitment**

- 3.1 「**正規CPD**」，即指參與培訓課程、活動、專案項目、任務項目等，其主題必需有助於履行董事職責。  
**Formal CPD**, referring to participation in a training course or an event or a project or a task, on a subject of help to fulfilling director responsibilities.
- |  |   |
|--|---|
| (a) 香港董事學會培訓課程<br>HKIoD training courses <input type="checkbox"/>  | (b) 香港董事學會演講論壇<br>HKIoD speaker forums <input type="checkbox"/>   |
| (c) 其它學會培訓課程 Training courses organized by other professional bodies <input type="checkbox"/>              | (d) 其它學會演講論壇 Speaker forums organized by other professional bodies <input type="checkbox"/>             |
| (e) 擔任講者<br>Delivery of talks/lectures <input type="checkbox"/>  | (f) 董事工作：於公司舉行的培訓活動<br>Director work-based: in-house training <input type="checkbox"/>                  |
| (g) 董事工作：帶領推行新技巧或規律<br>Director work-based: leading a new technique or discipline <input type="checkbox"/> | (h) 董事工作：闡述研究結果報告<br>Director work-based: making a presentation after research <input type="checkbox"/> |
| (i) 董事工作：指導或輔導 Director work-based: coaching or mentoring <input type="checkbox"/>                         | (j) 服務：參與香港董事學會委員會工作<br>Service: committee work of HKIoD <input type="checkbox"/>                       |
| (k) 服務：參與公共服務委員會工作<br>Service: board work in public duties <input type="checkbox"/>                        | (l) 建議其它活動 Other elements:-   |
- 3.2 如您在問題 3.1 中選擇(c)或(d)，請附答參與其它學會活動應佔正規 CPD 小時的合理最高%：  
 If you have ticked (c) or (d) to Q3.1, please indicate the reasonable upper limit of % of Formal CPD hours taken up by events of another professional body:
- (1) 10% ☐    (2) 20% ☐    (3) 30% ☐    (4) 40% ☐    (5) 其它 Other: \_\_\_\_\_
- 3.3 「**非正規CPD**」，即指不透過與人即時互動的形式，自學有助董事職責的主題。  
**Informal CPD**, referring to self-learning involving no human interaction on a subject of help to fulfilling director responsibilities.
- |  |  |
|--|--|
| (a) 透過書籍/視聽資料/電子資料等自學 Knowledge from reading or audio/video materials or e-learning <input type="checkbox"/> | (b) 編寫文件或文章<br>Authoring a paper or article <input type="checkbox"/> |
| (c) 建議其它活動 Other elements:-  |  |

**4. 有關對會員須實踐 CPD 的時間承擔 On time commitment in CPD practice by members**

假設由 2005 年度開始，逐年遞增。請選擇對香港董事學會會員要求每年必須實踐 CPD 的合理時間（以小時計）：  
 Assuming commencement in 2005 and increasing thereafter each year, please select the reasonable annual time requirements (in hours) that HKIoD members in CPD practice should attain:-

- |  | 資深會員 Fellows                           | 會員 Members                             | 附屬會員 Associates                        |
|--|--|--|--|
| <b>4.1 2005:-</b>  |  |  |  |
| (a) 總小時 Total Hours  | 10 <input type="checkbox"/> 其它 Oth:___ | 15 <input type="checkbox"/> 其它 Oth:___ | 20 <input type="checkbox"/> 其它 Oth:___ |
| (b) 最少正規小時 Minimum Formal Hours  | 0 <input type="checkbox"/> 其它 Oth:___  | 5 <input type="checkbox"/> 其它 Oth:___  | 10 <input type="checkbox"/> 其它 Oth:___ |
| <b>4.2 2006:-</b>  |  |  |  |
| (a) 總小時 Total Hours  | 15 <input type="checkbox"/> 其它 Oth:___ | 20 <input type="checkbox"/> 其它 Oth:___ | 20 <input type="checkbox"/> 其它 Oth:___ |
| (b) 最少正規小時 Minimum Formal Hours  | 5 <input type="checkbox"/> 其它 Oth:___  | 10 <input type="checkbox"/> 其它 Oth:___ | 10 <input type="checkbox"/> 其它 Oth:___ |
| <b>4.3 2007:-</b>  |  |  |  |
| (a) 總小時 Total Hours  | 20 <input type="checkbox"/> 其它 Oth:___ | 20 <input type="checkbox"/> 其它 Oth:___ | 20 <input type="checkbox"/> 其它 Oth:___ |
| (b) 最少正規小時 Minimum Formal Hours  | 10 <input type="checkbox"/> 其它 Oth:___ | 10 <input type="checkbox"/> 其它 Oth:___ | 10 <input type="checkbox"/> 其它 Oth:___ |
| <b>4.4 您是否認為「附屬會員」可以豁免實踐 CPD?</b>  |  |  |  |
| Do you think that Associates of HKIoD should be exempted from CPD requirements?    |  |  |  |
| (a) 是 Yes <input type="checkbox"/> (b) 否 No <input type="checkbox"/> 理由 Reason(s): |  |  |  |

**問卷：自律與評鑒－探討會員承擔**  
**Questionnaire: Self-Discipline & Accreditation – Inquiry into Members' Commitment**

**5. 有關年度 CPD 評鑒制度的推行 On the implementation of an accreditation scheme with annual CPD requirement**

**5.1 您是否願意每年實踐香港董事學會會員 CPD?**

Would you agree to practise CPD for HKIoD members on an annual basis?

(a) 是 Yes ☐ (b) 否 No ☐ 理由 Reason(s):

**5.2 您是否願意每年申報履行 CPD 的時間? Would you agree to declare the CPD time taken on an annual basis?**

(a) 是 Yes ☐ (b) 否 No ☐ 理由 Reason(s):

**5.3 您是否贊成行政方式以信任基礎由會員年終申報，輔以隨機抽樣選擇要求會員提供資料? Would you agree to an administration system whereby year-end CPD declarations by members will be taken on an honest basis but will be subject to sample-checking requests for information by random selection?**

(a) 是 Yes ☐ (b) 否 No ☐ 理由 Reason(s):

**5.4 您是否贊成引入 CPD 為會員必須承擔的行為是香港董事學會合適的發展路向? Do you agree that the introduction of CPD as a membership commitment is an appropriate move forward for HKIoD?**

(a) 強烈贊成 (b) 贊成 (c) 無意見 (d) 不贊成 (e) 強烈不贊成  
 Strongly agree ☐ Agree ☐ Neutral ☐ Disagree ☐ Strongly disagree ☐

**5.5 您是否贊成 CPD 承擔將提升香港董事學會會員素質及地位 Do you agree that a commitment to CPD will enhance the quality and status of HKIoD's membership?**

(a) 強烈贊成 (b) 贊成 (c) 無意見 (d) 不贊成 (e) 強烈不贊成  
 Strongly agree ☐ Agree ☐ Neutral ☐ Disagree ☐ Strongly disagree ☐

**第二部份：您的個人及公司背景 PART II: Your Personal & Company Profile**

**6. 會員級別 Membership Grade:** (a) 資深會員 Fellow ☐ (b) 會員 Member ☐ (c) 附屬會員 Associate ☐

**7. 董事年資 Years as director:** (a) 0 ☐ (b) 1-3 ☐ (c) 4-10 ☐ (d) 11-20 ☐ (e) >20 ☐

**8. 性別 Gender:** (a) 女性 Female ☐ (b) 男性 Male ☐

**9. 年齡組別 Age group:** (a) 18-30 ☐ (b) 31-40 ☐ (c) 41-50 ☐ (d) 51-60 ☐ (e) 61-70 ☐ (f) >70 ☐

**10. 本身是否已隸屬專業? Are you a member of an established profession?** (a) 是 Yes ☐ (b) 否 No ☐

(c) 如是，請列明專業 If yes, please specify profession:

(1)會計師 Accountant ☐ (2)工程師 Engineer ☐ (3)律師 Lawyer ☐ (4)其它 Other: \_\_\_\_\_

**11. 所屬主要公司類別 Principal company category:**

(a) 上市 Listed ☐ (b) 私人 Private ☐ (c) 政府/法定/非牟利 Government/Statutory/NGO ☐  
 (d) 其它 Other: \_\_\_\_\_

**12. 所屬主要公司董事人數 No. of Board Members in principal company:**

(a) <5 ☐ (b) 5-10 ☐ (c) 11-15 ☐ (d) 16-20 ☐ (e) >20 ☐

**13. 所屬主要公司僱員人數 No. of employees in principal company:**

(a) 1-10 ☐ (b) 11-50 ☐ (c) 51-100 ☐ (d) 101-500 ☐ (e) 501-1,000 ☐ (f) >1,000 ☐

**14. 姓名(可不記名) Name (optional):** \_\_\_\_\_



**問卷：自律與評鑒－探討會員承擔**  
**Questionnaire: Self-Discipline & Accreditation – Inquiry into Members' Commitment**

**認領優惠表格 Token-Claim Form**

謝謝閣下回覆問卷。請按下列方式之一領取優惠：－

1. 請填妥此表格，連同填妥的問卷放進已貼郵票信封內寄回，即可獲郵遞優惠心意。閣下需在認領優惠表格上填寫姓名地址，但此表格與覆卷資料將由香港董事學會分流處理，不作連繫。
2. 另一方法是請派員於辦公時間內交回此不填名的表格，連同填妥的問卷與貼郵信封，即席領取優惠心意。

Thank you for responding to the questionnaire. Please claim your token in one of the following ways:-

1. Please complete and mail this form together with the completed questionnaire in the postage-adhered envelope in exchange for a mailed-back token. While it is necessary to provide your name in the token-claim form, please rest assured that the fulfillment of token-claims by HKIoD will be separately handled from the processing of questionnaire data.
2. Alternatively, please arrange to present by hand at HKIoD this blank form together with the completed questionnaire and the postage-adhered envelope in immediate exchange for a token.

**會員姓名 Member's Name:** \_\_\_\_\_

**地址 Address:** \_\_\_\_\_

**電話 Telephone:** \_\_\_\_\_ **傳真 Fax:** \_\_\_\_\_

**聯絡人（如有別於上述人士）Contact person (if different from above-named):**

\_\_\_\_\_



**香港董事學會**  
The Hong Kong Institute of Directors

**辦公時間 Office Hours:**

週一至週五 Monday-Friday 0900-1700 週六 Saturday 0900-1230

香港中環夏慤道 12 號美國銀行中心 505 室 Room 505 Bank of America Tower, 12 Harcourt Road, Central, Hong Kong  
 電話 Tel: (852) 2867 1185 傳真 Fax: (852) 2537 9093 電郵 E-mail: executive@hkiod.com 網頁 Web-site: www.hkiod.com

Authorized by:

Receipt acknowledgement:

For use by HKIoD office:





**問卷結果簡要報告：自律與評鑒－探討會員承擔**  
**A Concise Report on Questionnaire Findings:**  
**Self-Discipline & Accreditation –**  
**Inquiry into Members' Commitment**

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**問卷結果簡要報告：自律與評鑒－探討會員承擔**  
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## 前言 Preface

### 背景 Background

於 2004 年 9 月 16 日舉行的香港董事學會論壇，會員積極參與討論有關董事勝任能力及專業精神，最終帶出促進自律與會員評鑒的建議，考慮以透過二項條件達成，其一為遵守「行為守則」，其二為履行「持續專業進修」。為跟進討論而搜集意見、辨識上述建議的可行性及認受性，香港董事學會於 2004 年 10-11 月期間向會員進行了一項問卷調查，由於此意見調查亦為推進發展香港董事學會的重要環節，因此歡迎全體會員參與，坦言回覆問卷。此文為回應問卷調查結果的簡要報告。

In a forum organized by The Hong Kong Institute of Directors ("HKIoD") on Thursday 16 September 2004, members actively participated in the discussion of director competence and professionalism. Ultimately the meeting posed the proposed consideration of invoking self-discipline and membership accreditation through (a) compliance of a Code of Conduct and (b) practice of Continuing Professional Development. In follow-up, HKIoD conducted a questionnaire survey among all members in October-November 2004 to collect views as to whether the proposal is practicable by and acceptable to members. This was a very important exercise that facilitates the development of HKIoD in the way forward. All members were urged to complete and return the questionnaire with candid views. This is a concise report of the findings from the response to the questionnaire.

### 探討問題 Questions Polled

- 有關董事行為：探討覆卷者對董事行為的價值觀。
  - 有關董事履行「持續專業進修」（“CPD”）：探討覆卷者對 CPD 範圍的意見。
  - 有關對會員須實踐 CPD 的時間承擔。
  - 有關香港董事學會要求會員實踐年度 CPD 的執行。
  - 有關覆卷者的個人及公司資料，以納入整體統計的數據分析。
- 
- Regarding director conduct: values perceived.
  - Regarding the pursuit of Continuing Professional Development ("CPD") by directors: perception of the scope of CPD.
  - Regarding the perception of time commitment in CPD by members.
  - Regarding the administration of annual CPD requirements for members by HKIoD.
  - Regarding personal and company profiles for the compilation of overall demographics.

### 問卷方法 Questionnaire Methodology

語文：為配合香港董事學會的多元文化，問卷採取中英雙語，並於設計問題時盡量採用中立的文句，於適當處更探討非量化答案如理由及選擇等。

調查方式：問卷以郵寄並附貼有郵票的回郵信封直達會員，以鼓勵覆卷及避免重覆。

預評測試：為測試問卷設計是否容易為用者接受，例如覆卷所需時間、問題清晰度、有否不當問題等，預評測試選擇了兩組顧問，其一為自香港董事學會會員資料庫中根據不同會員級別比例挑選 3% 會員，其二為香港董事學會理事會成員。根據他們的回應修訂過的版本為最終徵詢全體會員的問卷。

匿名：回應者可選不記名方式覆卷。所有回覆資料將因應倫理紀律獲嚴格保密，並僅用於綜合數據作為統計分析。覆卷後每位獲贈優惠心意，認領優惠表格與覆卷資料將由香港董事學會分流處理，不作連繫。

**Language:** In line with HKIoD's multi-cultural environment, the questionnaire was bilingual, in Chinese and English. As far as possible, questions were designed in a neutral tone. Wherever suitable, non-quantitative answers such as reasons and specific preferences were polled.

**Polling method:** The approach of postal questionnaire enclosing reply-paid envelopes was taken in order to encourage response and to assure non-duplication of response.

**Pilot test:** A pilot test was conducted among two groups: (1) 3% of the membership sampled in the HKIoD Membership Database in proportion to statistics by membership grades and (2) members of the HKIoD Council. The purpose of the pilot exercise was to test the user-friendliness of the questionnaire, such as the time required for completion, clarity of questions and any objectionable questions. Based on the response, the questionnaire was fine-tuned for the full poll that reached all members.

**Anonymity:** Respondents had the option of remaining anonymous on the questionnaire. All information supplied was treated in strict confidence, in accordance with ethical disciplines, and used only for tabulating results for statistical analyses. In appreciation of response, a token was offered. HKIoD handled the token-claim forms separately from the processing of the questionnaire.

#### 公佈問卷結果 Announcement of Questionnaire Findings

香港董事學會除為會員傳閱此報告內的【結果概要】外，亦於學會網頁上刊登本【問卷結果簡要報告】的全部細節，以供會員及公眾人士下載，網址為：—

[http://www.hkiod.com/chi/membership\\_survey.asp](http://www.hkiod.com/chi/membership_survey.asp)

While the Executive Summary of this Concise Report is circulated to members, the entire version of the Concise Report containing more details is available for download by members and the public from the HKIoD web-site:-

[http://www.hkiod.com/eng/membership\\_survey.asp](http://www.hkiod.com/eng/membership_survey.asp)

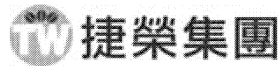
#### 鳴謝 Acknowledgements

參與回覆問卷的所有會員 All members who responded to the questionnaire.

全體支持問卷的會員 All members who supported the questionnaire.

提供禮物給予回覆問卷者 For the supply of gifts for respondents:-

Tsit Wing Group



如有查詢，請聯絡香港董事學會

For enquiry, please contact The Hong Kong Institute of Directors

香港銅鑼灣謝斐道 414-424 號中望商業中心 8 樓  
8/F Chinaweal Centre, 414-424 Jaffe Road, Causeway Bay, Hong Kong  
電話 Tel: (852) 2889 9986  
傳真 Fax: (852) 2889 9982  
電郵 E-mail: [executive@hkiod.com](mailto:executive@hkiod.com)  
網頁 Web-site: [www.hkiod.com](http://www.hkiod.com)

問卷結果簡要報告：自律與評鑒－探討會員承擔  
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結果概要 Executive Summary of Findings

問卷調查日會員總數 Total No. of Members on Date of Poll: **945**  
回覆者 Respondents: 人數 No. **189** 會員人數百分比 % of Membership **20%**

- 96.5%**覆卷者贊成董事應遵守一套釐定的專業行為。**92.6%**覆卷者贊成引入會員必須遵守「行為守則」是香港董事學會合適的發展路向。  
**96.5%** of respondents agree that directors should adhere to a defined set of professional conduct and **92.6%** of respondents agree that the introduction of a Code of Conduct for compliance by members is an appropriate move forward for HKIoD.
- 多數覆卷者贊成誠信與倫理、合法合例、肩負問責為董事「行為守則」內應包括的價值觀。  
Majority of the respondents agree that integrity and ethics, legality and compliance and accountability are the main values that should be included in a Code of Conduct for directors.
- 大多數覆卷者選擇香港董事學會培訓課程、香港董事學會演講論壇、其它學會培訓課程為 CPD 活動範圍內應包括的項目。  
The majority of members select HKIoD courses, HKIoD speaker forums and training courses of other professional bodies as their preferences that should be included in the scope of CPD activities for directors.
- 選擇會員實踐 CPD 投入時間概要：－  
Summary of preferences of time commitment in CPD practice by members:-

大多數選擇 Majority selection:-

級別 Grades:	資深會員 Fellow		會員 Member		附屬會員 Associate	
CPD 小時 Hours:	Total	Min Formal	Total	Min Formal	Total	Min Formal
<b>2005</b>	<b>10</b>	<b>0</b>	<b>15</b>	<b>5</b>	<b>20</b>	<b>10</b>
覆卷者% response	79%	57%	58%	85%	48%	67%
<b>2006</b>	<b>15</b>	<b>5</b>	<b>20</b>	<b>10</b>	<b>20</b>	<b>10</b>
覆卷者% response	62%	81%	56%	66%	64%	70%
<b>2007</b>	<b>20</b>	<b>10</b>	<b>20</b>	<b>10</b>	<b>20</b>	<b>10</b>
覆卷者% response	61%	58%	66%	70%	69%	70%

八成覆卷者最低時間 80% response threshold:-

級別 Grades:	資深會員 Fellow		會員 Member		附屬會員 Associate	
CPD 小時 Hours:	Total	Min Formal	Total	Min Formal	Total	Min Formal
<b>2005</b>	<b>5</b>	<b>0</b>	<b>10</b>	<b>5</b>	<b>0</b>	<b>0</b>
<b>2006</b>	<b>10</b>	<b>5</b>	<b>10</b>	<b>5</b>	<b>0</b>	<b>0</b>
<b>2007</b>	<b>10</b>	<b>5</b>	<b>10</b>	<b>5</b>	<b>0</b>	<b>0</b>

九成覆卷者最低時間 90% response threshold:-

級別 Grades:	資深會員 Fellow		會員 Member		附屬會員 Associate	
CPD 小時 Hours:	Total	Min Formal	Total	Min Formal	Total	Min Formal
<b>2005</b>	<b>5</b>	<b>0</b>	<b>10</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2006</b>	<b>5</b>	<b>0</b>	<b>10</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2007</b>	<b>5</b>	<b>0</b>	<b>10</b>	<b>0</b>	<b>0</b>	<b>0</b>

Note: Total = 全部時間; Min Formal (Minimum Formal Hours) = 最少非正規時間

5. **87.8%**覆卷者願意每年實踐香港董事學會會員 CPD。  
**87.8%** of respondents agree to the practice of CPD by HKIoD members on an annual basis.
6. **86.2%**覆卷者願意每年申報履行 CPD 的時間。  
**86.2%** of respondents agree to declare the CPD time taken on an annual basis.
7. **78.8%**覆卷者贊成行政方式以信任基礎由會員年終申報，輔以隨機抽樣選擇要求會員提供資料。  
**78.8%** of respondents agree to an administration system whereby year-end CPD declarations by members will be taken on an honest basis but will be subject to sample-checking requests for information by random selection.
8. **75.1%**覆卷者贊成引入 CPD 為會員必須承擔的行為是香港董事學會合適的發展路向。  
**75.1%** of respondents agree that the introduction of CPD as a membership commitment is an appropriate move forward for HKIoD.
9. **81%**覆卷者贊成 CPD 承擔將提升香港董事學會會員素質及地位。  
**81%** of respondents agree that a commitment to CPD will enhance the quality and status of HKIoD's membership.
10. 覆卷者背景 Demographics of the respondents:-
 

資深會員、會員、附屬會員比例 Ratios of Fellows to Members to Associates	= 48:45:4
大多數董事年資 Majority of director experience in years	= 4-20 years
女性、男性比例 Ratio of Female to Male	= 14.5:85.5
大多數年齡組別 Majority age group	= 41-60
大多數申報屬於某類專業 Majority claim to belong to a profession.	
主要公司類別 Principal company categories:-	
上市公司 Listed company	= 31.7%
私人公司 Private company	= 58.7%
大多數董事會人數 Board size majority	= / < 10

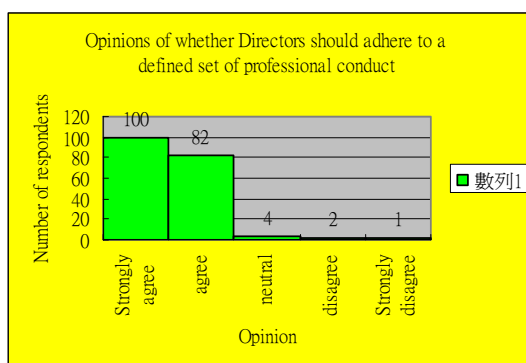
以上背景分析大致與香港董事學會會員資料庫配合。The above demographics generally match the profile of HKIoD's membership database.

**第一部份：您的意見 PART I: Your Views**

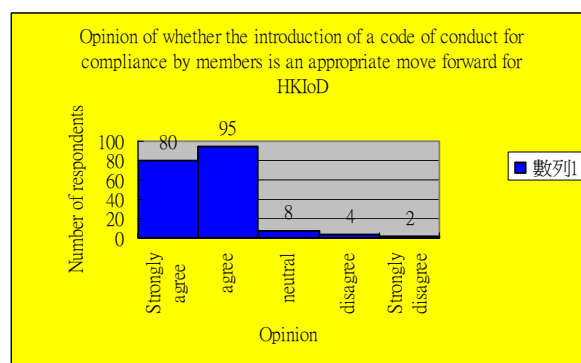
**1. 有關董事行為 On director conduct**

1.1 董事應遵守一套釐定的專業行為？ Directors should adhere to a defined set of professional conduct?		1.2 引入會員必須遵守「行為守則」是香港董事學會合適的發展路向？ The introduction of a Code of Conduct for compliance by members is an appropriate move forward for HKIoD?	
<b>53%</b>	<b>100</b>	(a) 強烈贊成 Strongly agree	<b>80 42.3%</b>
<b>43.5%</b>	<b>82</b>	(b) 贊成 Agree	<b>95 50.3%</b>
<b>2%</b>	<b>4</b>	(c) 無意見 Neutral	<b>8 4.2%</b>
<b>1%</b>	<b>2</b>	(d) 不贊成 Disagree	<b>4 2.1%</b>
<b>0.5%</b>	<b>1</b>	(e) 強烈不贊成 Strongly disagree	<b>2 1.1%</b>

**1.1**



**1.2**



**Summary: The majority of respondents agree that directors should adhere to a defined set of professional conduct and that the introduction of a Code of Conduct for compliance by members is an appropriate move forward for HKIoD.**

**1.3 請選擇下列董事「行為守則」內應包括的價值觀(可選一或多項)：**

Please select the following values (one or multiple) that should be included in a Code of Conduct for directors:

- |                                     |                  |   |                  |
|-------------------------------------|------------------|---|------------------|
| (a) 行為得當 Becoming Conduct           | <b>113 59.8%</b> | (b) 忠誠視事 Loyalty  | <b>69 36.5%</b>  |
| (c) 合法合例 Legality and Compliance    | <b>161 85.2%</b> | (d) 克勤於務 Due Diligence                                  | <b>107 56.6%</b> |
| (e) 肩負問責 Accountability             | <b>144 76.2%</b> | (f) 誠信倫理 Integrity and Ethics                           | <b>162 85.7%</b> |
| (g) 公正持平 Justice                    | <b>104 55%</b>   | (h) 領導創建及增值 Leadership in Enterprise and Value Creation | <b>78 41.3%</b>  |
| (i) 積極參與 Active Participation       | <b>72 38.1%</b>  | (j) 自評改進 Self Assessment for Improvement                | <b>61 32.3%</b>  |
| (k) 持續進修 Continuing Education       | <b>78 41.3%</b>  | (l) 遵守紀律 Abiding by Disciplines                         | <b>95 50.3%</b>  |
| (m) 建議其它項目 Other elements:-         |                  |   |                  |
| (1) continuous learning,            |                  |   |                  |
| (2) fit and proper;                 |                  |   |                  |
| (3) healthy;                        |                  |   |                  |
| (4) social responsibility;          |                  |   |                  |
| (5) independent thinking and action |                  |   |                  |

**Summary: Many of the respondents agree that (f) integrity and ethics (c) legality and compliance and (e) accountability are the main values that should be included in a Code of Conduct for directors.**

1.4 在問題 1.1 或 1.2 中不選擇贊成的理由 Reasons for not agreeing in Q1.1 or 1.2:-

- (a) 董事非專業 Directors are not professionals: **6**  
(b) 個別董事已自律 Individual directors are disciplined: **9**

**2. 有關董事「持續專業進修」(簡稱「CPD」) On Continuing Professional Development (“CPD”) for directors**

CPD 有助於董事履行職務? Keeping up with CPD will help directors to perform better?

(a) 強烈贊成 Strongly agree	27	14.3%
(b) 贊成 Agree	120	63.5%
(c) 無意見 Neutral	29	15.3%
(d) 不贊成 Disagree	5	2.6%
(e) 強烈不贊成 Strongly disagree	7	3.7%

**3. 有關董事 CPD 活動的界定 On the scope of CPD activities for directors**

請在下列清單中選擇那些合理項目應臚列在董事 CPD 活動範圍內 (可選一或多項):

Please select from the following lists the reasonable items (one or multiple) that should be included in the scope of CPD activities for directors:

**3.1 「正規CPD」**，即指參與培訓課程、活動、專案項目、任務項目等，其主題必需有助於履行董事職責。

**Formal CPD**, referring to participation in a training course or an event or a project or a task, on a subject of help to fulfilling director responsibilities.

(a) 香港董事學會培訓課程 HKIoD training courses	154	81.5%	(b) 香港董事學會演講論壇 HKIoD speaker forums	106	56%
(c) 其它學會培訓課程 Training courses of other professional bodies	117	62%	(d) 其它學會演講論壇 Speaker forums of other professional bodies	75	39.7%
(e) 擔任講者 Delivery of talks/lectures	76	40.2%	(f) 董事工作：於公司舉行的培訓活動 Director work-based: in-house training	60	31.7%
(g) 董事工作：帶領推行新技巧或規律 Director work-based: leading a new technique or discipline	66	34.9%	(h) 董事工作：闡述研究結果報告 Director work-based: making a presentation after research	45	23.8%
(i) 董事工作：指導或輔導 Director work-based: coaching or mentoring	66	34.9%	(j) 服務：參與香港董事學會委員會工作 Service: HKIoD committee work	34	18%
(k) 服務：參與公共服務委員會工作 Service: board work in public duties	53	28%	(l) 建議其它活動 Other elements:- (1) to build a library for self study and reference purpose (2) self study (3) 應搞些文體活動 (cultural and recreational activities) (4) briefing updating by regulatory bodies, experience sharing		

**Summary: The majority of members select HKIoD courses, HKIoD speaker forums and training courses of other professional bodies as their preferences that should be included in the scope of CPD activities for directors.**

3.2 有關以上(c)或(d)，參與其它學會活動應佔正規 CPD 小時的合理最高%：

For (c) or (d) above, the reasonable upper limit of % Formal CPD hours in events of another professional body:-

(1) 10%	7	6.6%	(6) 60%	2	1.9%
(2) 20%	35	32.6%	(7) 80%	1	1%
(3) 30%	35	32.6%	(8) 100%	4	3.7%
(4) 40%	20	18.7%	(9) UNLIMITED	2	1.9%
(5) 50%	1	1%			

3.3 「非正規CPD」，即指不透過與人即時互動的形式，自學有助董事職責的主題。

**Informal CPD**, referring to self-learning involving no human interaction on a subject of help to fulfilling director responsibilities.

(a) 透過書籍/視聽資料/電子資料等自學 146 77.2% (b) 編寫文件或文章 15 8%  
Knowledge from reading or audio/video materials or e-learning Authoring a paper or article

(c) 建議其它活動 Other elements:-

- (1) E-forum, topic studies , library research, self study programmes
- (2) Attending seminars
- (3) Preparing responses to government consultation papers
- (4) Forums organised by e.g the general chamber
- (5) Problem solving / company networking
- (6) It is very simple to participate in the company board and visit the operations of the company each month.

4. 有關對會員須實踐 CPD 的時間承擔 On time commitment in CPD practice by members

假設由 2005 年度開始，逐年遞增。請選擇對香港董事學會會員要求每年必須實踐 CPD 的合理時間（以小時計）：  
Assuming commencement in 2005 and increasing thereafter each year, please select the reasonable annual time requirements (in hours) that HKIoD members should attain in CPD practice:-

**Summary: Majority preferences of time commitment in CPD practice by members:-**

Grades:	Fellow		Member		Associate	
CPD Hours:	Total	Min Formal	Total	Min Formal	Total	Min Formal
2005	10	0	15	5	20	10
% response	79%	57%	58%	85%	48%	67%
2006	15	5	20	10	20	10
% response	62%	81%	56%	66%	64%	70%
2007	20	10	20	10	20	10
% response	61%	58%	66%	70%	69%	70%

**Summary: 80% response threshold of time commitment in CPD practice by members:-**

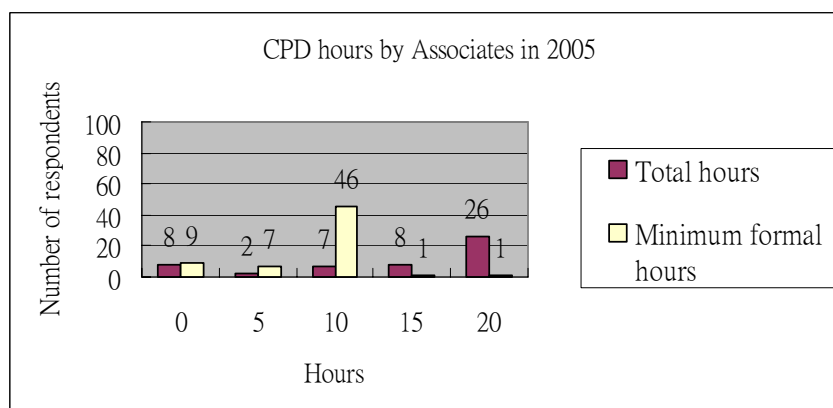
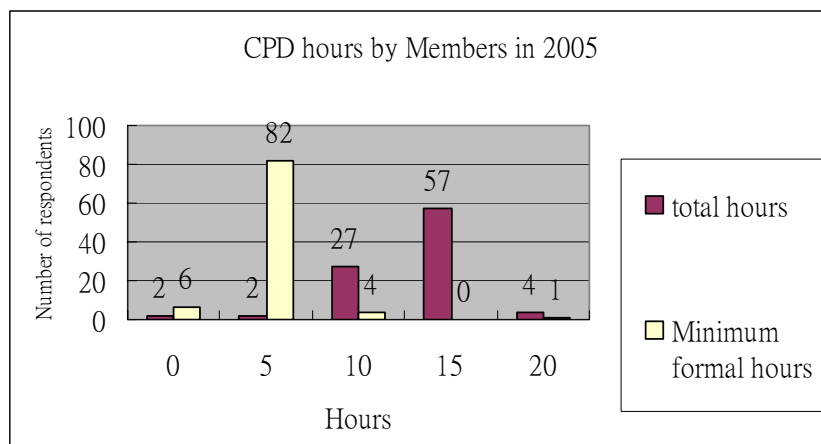
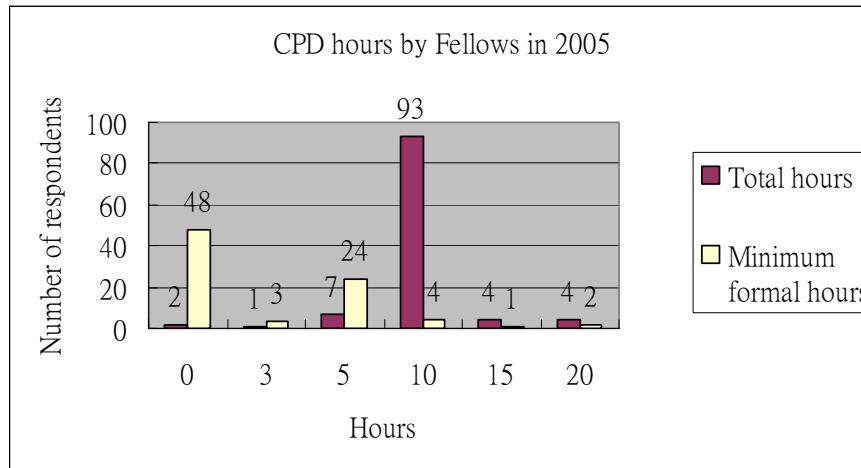
Grades:	Fellow		Member		Associate	
CPD Hours:	Total	Min Formal	Total	Min Formal	Total	Min Formal
2005	5	0	10	5	0	0
2006	10	5	10	5	0	0
2007	10	5	10	5	0	0

**Summary: 90% response threshold of time commitment in CPD practice by members:-**

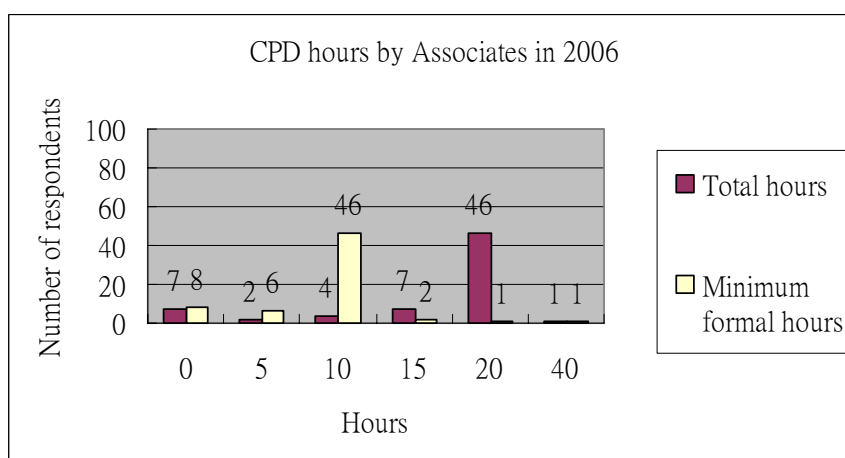
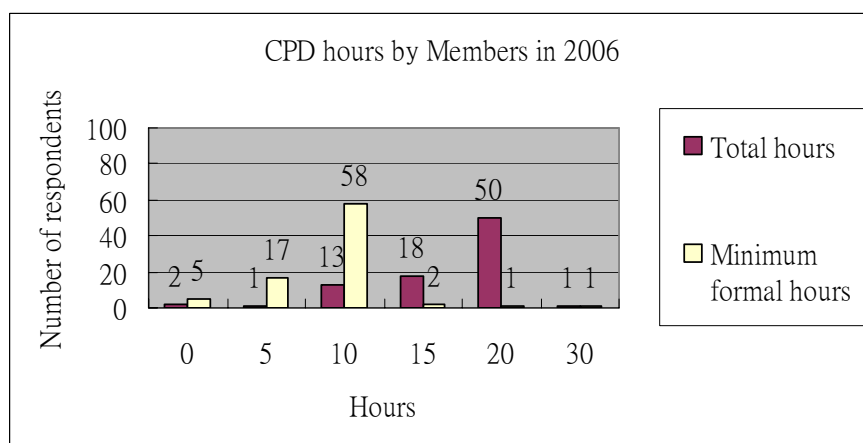
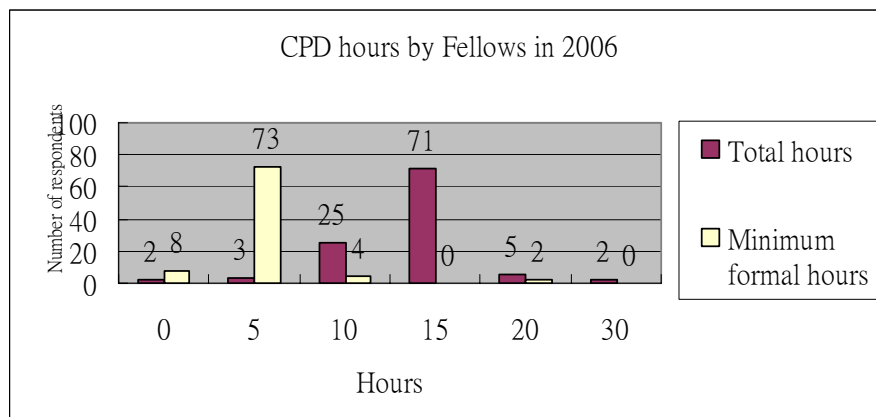
Grades:	Fellow		Member		Associate	
CPD Hours:	Total	Min Formal	Total	Min Formal	Total	Min Formal
2005	5	0	10	0	0	0
2006	5	0	10	0	0	0
2007	5	0	10	0	0	0



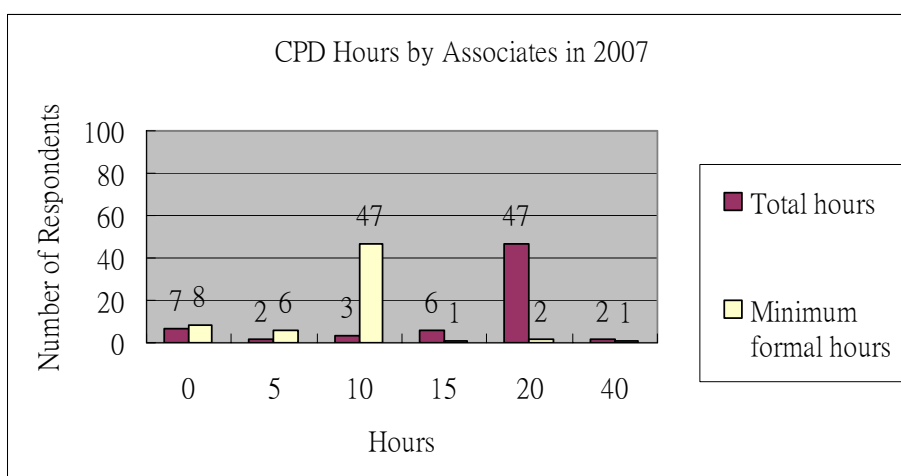
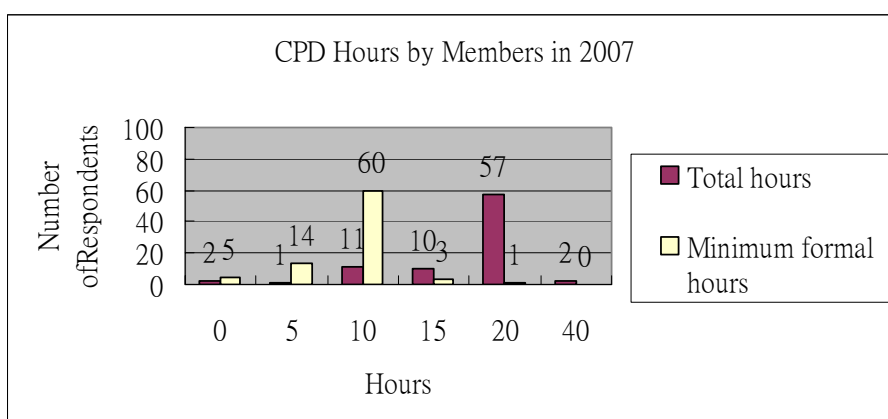
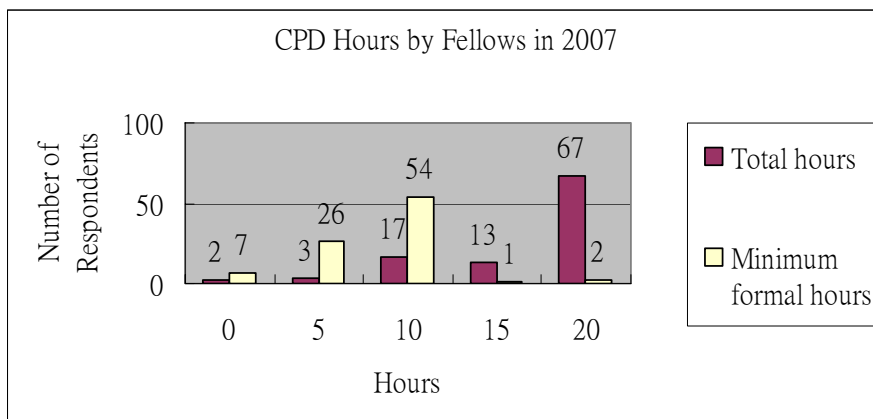
#### 4.1 2005



## 4.2 2006



4.3 2007



4.4 「附屬會員」可以豁免實踐 CPD ？ Associates of HKIoD should be exempted from CPD requirements?

	全部回答 Total Respondents		附屬會員答案 Respondents who are Associates	
贊成 Yes	72	39%	4	57.1%
不贊成 No	91	48.1%	2	28.6%
Unanswered	26	13.8%	1	14.3%

5. 有關年度 CPD 評鑒制度的推行 On the implementation of an accreditation scheme with annual CPD requirement

5.1 願意每年實踐香港董事學會會員 CPD ？ Agree to the practice of CPD for HKIoD members on an annual basis?

願意 Yes	166	87.8%
不願意 No	17	9%

5.2 願意每年申報履行 CPD 的時間 ？ Agree to declare the CPD time taken on an annual basis?

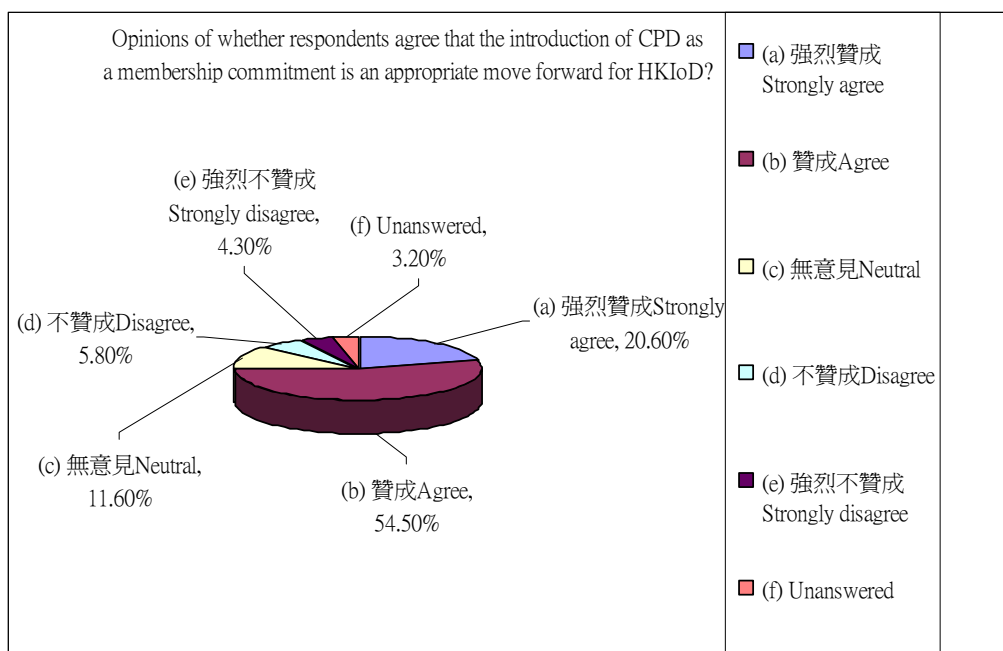
願意 Yes	163	86.2%
不願意 No	19	10%

5.3 贊成行政方式以信任基礎由會員年終申報，輔以隨機抽樣選擇要求會員提供資料？ Agree to an administration system whereby year-end CPD declarations by members will be taken on an honest basis but will be subject to sample-checking requests for information by random selection?

贊成 Yes	149	78.8%
不贊成 No	28	14.8%

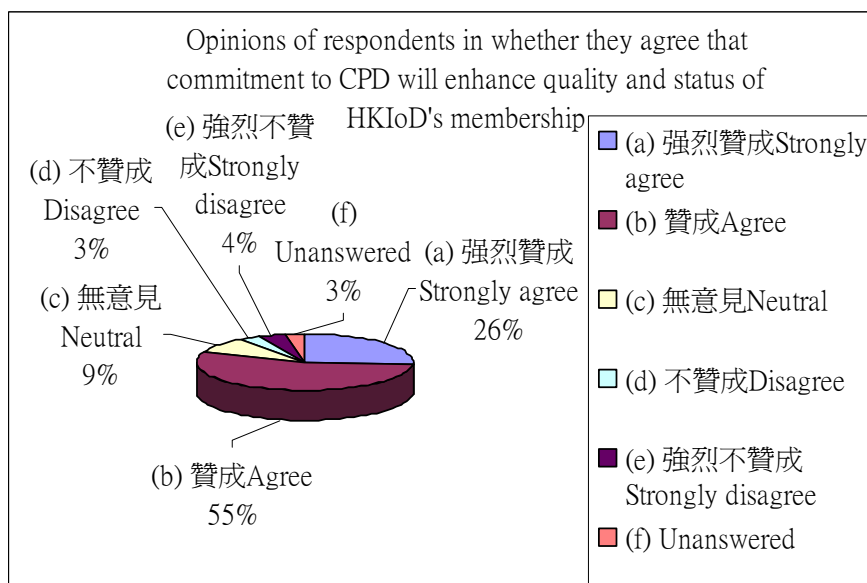
5.4 贊成引入 CPD 為會員必須承擔的行為是香港董事學會合適的發展路向？ Agree that the introduction of CPD as a membership commitment is an appropriate move forward for HKIoD?

(a) 強烈贊成 Strongly agree	39	20.6%
(b) 贊成 Agree	103	54.5%
(c) 無意見 Neutral	22	11.6%
(d) 不贊成 Disagree	11	5.8%
(e) 強烈不贊成 Strongly disagree	8	4.3%
(f) Unanswered	6	3.2%



5.5 贊成 CPD 承擔將提升香港董事學會會員素質及地位 Agree that a commitment to CPD will enhance the quality and status of HKIoD's membership?

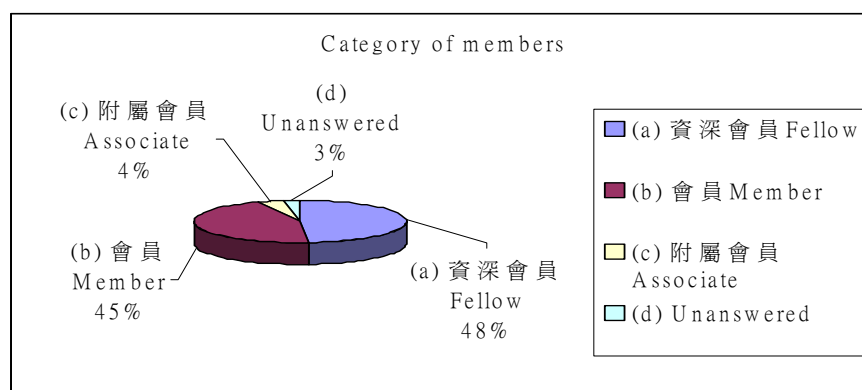
(a) 強烈贊成 Strongly agree	50	26.5%
(b) 贊成 Agree	103	54.5%
(c) 無意見 Neutral	17	9.1%
(d) 不贊成 Disagree	6	3.1%
(e) 強烈不贊成 Strongly disagree	7	3.7%
(f) Unanswered	6	3.1%



**第二部份：個人及公司背景 PART II: Personal & Company Profile**

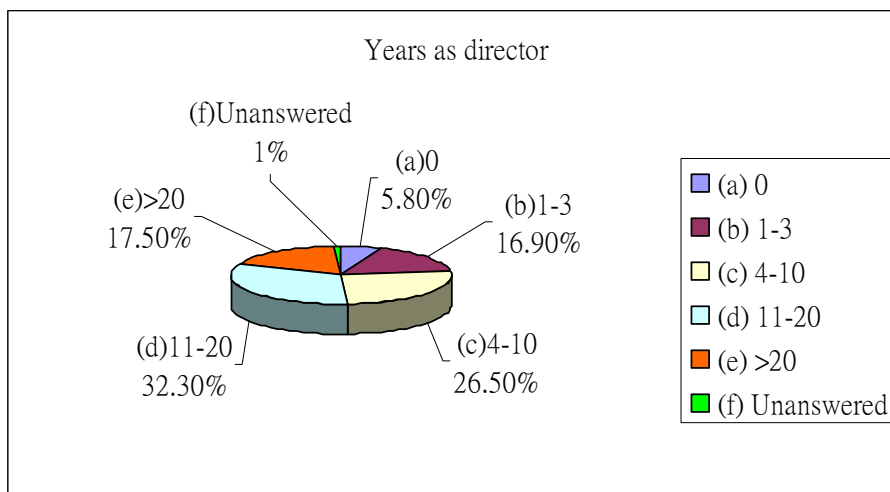
6. 會員級別 Membership Grade :

(a) 資深會員 Fellow	92	48.7%
(b) 會員 Member	85	45%
(c) 附屬會員 Associate	7	3.7%
(d) Unanswered	5	2.6%



7. 董事年資 Years as director :

(a) 0	11	5.8%
(b) 1-3	32	16.9%
(c) 4-10	50	26.5%
(d) 11-20	61	32.3%
(e) >20	33	17.5%
(f) Unanswered	2	1%



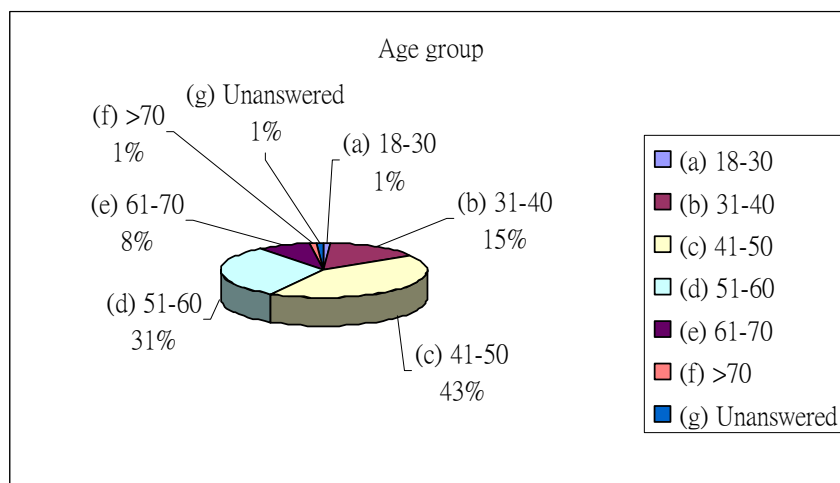
8. 性別 Gender :

(a) 女性 Female **14.5%**

(b) 男性 Male **85.5%**

9. 年齡組別 Age group :

(a) 18-30	2	1%
(b) 31-40	28	14.8%
(c) 41-50	81	42.9%
(d) 51-60	58	30.7%
(e) 61-70	16	8.6%
(f) >70	2	1%
(g) Unanswered	2	1%



10. 本身是否已隸屬專業？ Are you a member of an established profession ?

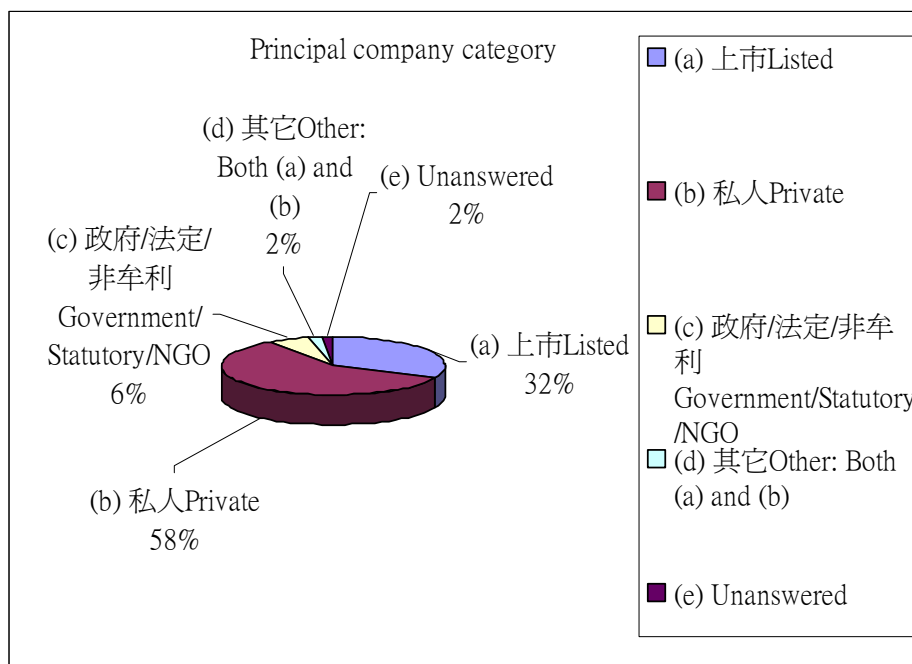
(a) 是 Yes **62%** (b) 否 No **38%** (of those who responded)

(c) 如是，請列明專業 If yes, please specify profession :

(1)會計師 Accountant	<b>46</b>	<b>41.8%</b>
(2)工程師 Engineer	<b>15</b>	<b>13.6%</b>
(3)律師 Lawyer	<b>11</b>	<b>10%</b>
(4) 其它 Other: arbitrator, banker, marketing, security	<b>38</b>	<b>34.5%</b>

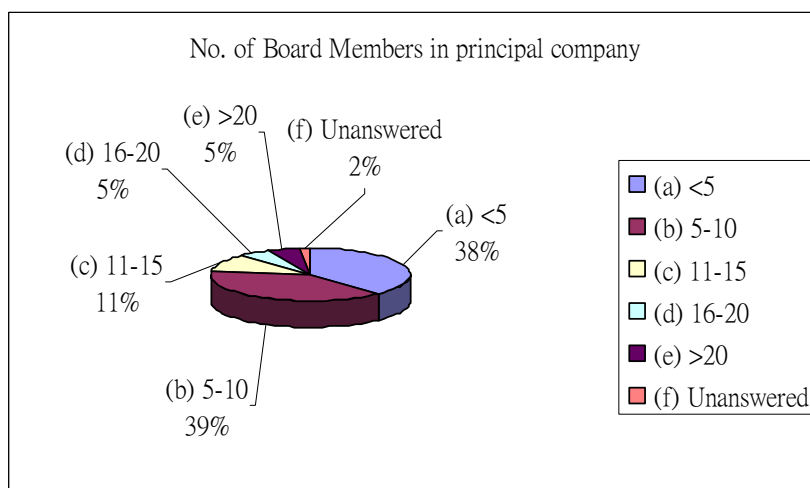
11. 所屬主要公司類別 Principal company category :

(a) 上市 Listed	<b>60</b>	<b>31.7%</b>
(b) 私人 Private	<b>111</b>	<b>58.7%</b>
(c) 政府/法定/非牟利 Government/Statutory/NGO	<b>11</b>	<b>5.8%</b>
(d) 其它 Other: Both (a) and (b)	<b>4</b>	<b>2.2%</b>
(e) Unanswered	<b>3</b>	<b>1.6%</b>



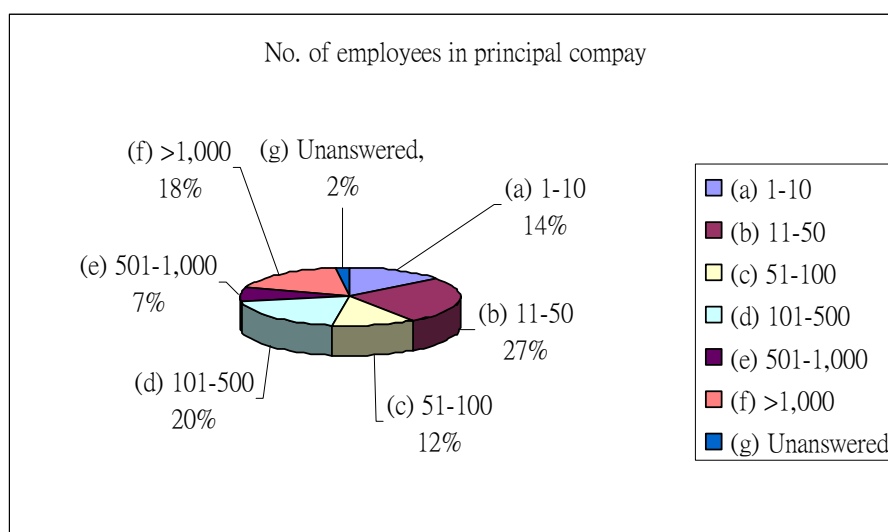
12. 所屬主要公司董事人數 No. of Board Members in principal company :

(a) <5	72	38.1%
(b) 5-10	73	38.6%
(c) 11-15	21	11.1%
(d) 16-20	10	5.3%
(e) >20	10	5.3%
(f) Unanswered	3	1.6%



13. 所屬主要公司僱員人數 No. of employees in principal company :

(a) 1-10	27	14.3%
(b) 11-50	49	25.9%
(c) 51-100	23	12.2%
(d) 101-500	38	20%
(e) 501-1,000	14	7.4%
(f) >1,000	34	18%
(g) Unanswered	4	2.2%





# Consultation Document

## Re HKIoD Membership Accreditation

### - An Invitation to Respond -

Presented by



April 2005

#### Table of Contents and Page Numbers

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## 1. Background

1.1 In a forum organized by The Hong Kong Institute of Directors (“HKIoD”) on Thursday 16 September 2004, members actively participated in the discussion of director competence and professionalism. Ultimately the meeting posed the proposed consideration of invoking self-discipline and membership accreditation through (a) compliance of a Code of Conduct and (b) practice of Continuing Professional Development (“CPD”). In follow-up, HKIoD conducted a questionnaire survey among all members in October-November 2004 to collect views as to whether the proposal is acceptable to and practicable by members. This was a very important exercise that facilitates the development of HKIoD in the way forward. Based on discussions of the forum and the findings of the questionnaire, which have been published in a Concise Report available for download from web-site [www.hkiod.com](http://www.hkiod.com), HKIoD has developed the proposed scheme of membership accreditation contained in this Consultation Document.

1.2 All members are invited to respond to this Consultation Document with comments forwarded by **Saturday 30 April 2005** to HKIoD in one of the following ways:-

- By post to HKIoD at 8/F Chinaweal Centre, 414-424 Jaffe Road, Causeway Bay, Hong Kong.
- By fax to 2889 9982.
- By email to [consultation@hkiod.com](mailto:consultation@hkiod.com).

1.3 The ultimate Membership Accreditation Scheme will become a result of collaboration of wisdom and efforts from members. HKIoD would like to acknowledge the following:-

- All members who will take part in this consultation exercise and assist in future implementation.
- All members who have responded to and assisted in the questionnaire survey conducted in October-November 2004.
- All those who attended and participated actively in the forum on director competence and professionalism on 16 September 2004.
- The Council and Executive Committee in reviewing and approving the accreditation strategies in line with future directions of HKIoD.
- The Accreditation Committee, which consists of Mr A F M Conway (Chairman), Mr Kelvin Wong, Mr Paul Kan, Ir Edmund Leung, Mr Stanley Mok, Ms Carlye Tsui and Ms Linda Y W Yung, for the intense review, study and work on the development of accreditation over the past two years and making recommendations after careful consideration of trends of practices, market expectations, identified values of HKIoD and members’ preferences and comments.

**The final scheme will be jointly owned and hopefully embraced by HKIoD members.**

## 2. Nurturing Director Competence

2.1 Since inception in 1997, HKIoD has amassed over 1,000 members. The value proposition to members has shifted from the objective of affinity and fraternity in the beginning to a combination of director development, information updates, advocacy of corporate governance, collective voice representing directors, friendship and business opportunities through networking. A membership survey conducted in May-June 2001 indicated the following five most important values voted by members: (1) CPD for directors, (2) standards and guidelines re directors’ conduct, (3) authoritative advocate on corporate governance, (4) up-to-date information and publications on director practices and (5) status of a professional group with high standards.

2.2 HKIoD works to promote corporate governance through multi-prong programmes. Directors have the ultimate responsibility of corporate governance. Therefore our corporate governance programmes primarily aim at empowering and equipping directors in the fulfillment of their role in corporate governance.



2.3 While the Hong Kong community is getting attuned to corporate governance and the government and regulators prescribe standard requirements in corporate governance, HKIoD takes it as our responsibility to nurture excellence in corporate governance. The key to it is to enhance director quality in the fulfillment of corporate governance duties. In order to facilitate the development of excellence in corporate governance, HKIoD encourages members to keep up with changes, to take part to enhance our individual capability and to influence the overall standards of corporate governance in Hong Kong, benefiting practitioners, companies and the economy.

2.4 Our basis for the design of director development programmes is the definition of Core Competencies for Directors, which defines five groups of knowledge and skills that a competent director should master. Based on this definition, we have developed and rolled out various guidelines, speaker events and forums, structured training courses, the annual selection of Directors Of The Year and outreach talks to groups and conferences, etc – an abundance of programmes for directors to engage in, for the purpose of building competence and keeping up with changes.

### **3. Accreditation and Self-discipline**

3.1 According to the Oxford Dictionary, accreditation refers to the action of gaining belief or influence for or making credible. An accredited person, according to the Dictionary, is one who is officially recognized. In a professional context, accreditation involves the processes of establishing the competencies of a person in performing the role of a professional, through licensing or other form of recognition, which at times calls for examination and very often proof of going through continuing professional development on an annual basis, as administered by an authorized or recognized professional body.

3.2 There is no statutory requirement in any country for directors to be licensed by a public authority. HKIoD believes that for the time being there is no call for licensing directors, for the following reasons:-

- The spirit of free entry to economic activities stipulates a low threshold for director qualifications.
- In reality, directors in most cases may have gone through a solid career path as a corporate manager or may be a practitioner of an established profession or may be business entrepreneurs or shareholders looking after their businesses.

3.3 Unlike the professions of lawyers, accountants, medical doctors, engineers, etc, the accreditation of company directors is not yet a universal practice. However, there are emerging examples of regulator-initiated efforts in mandatory training of directors of listed companies, for example in China and Malaysia, and private-sector-initiated efforts in accreditation, such as the Chartered Director status granted by the Institute of Directors in the UK and the CPD requirement for membership of the Australian Institute of Company Directors. While being a pioneer initiative, the proposed accreditation of directors in Hong Kong will be in-keeping with world trends.

3.4 HKIoD's mission is to become the premier body representing professional directors in Hong Kong. The key word is "professional". Although directors are not required to be licensed in a similar way as practitioners of established professions, it is but apt for directors to apply self-discipline without being regulated to demonstrate professionalism. Being business leaders and in some cases captains of industries, directors should adopt a professional approach in their practices.

3.5 While HKIoD is not a body licensing professionals nor would HKIoD impose any examination on membership, it is believed that HKIoD should project a professional image and



encourage members to behave with professional conduct. HKIoD has the responsibility to set standards and cultivate self-discipline among members. In doing so, HKIoD does not assume the role of a regulator of directors but serves as a promoter, facilitator and service provider to nurture excellence in director practices and to do so through a peer-inspiring culture.

#### **4. Elements of the Proposed Accreditation Scheme**

4.1 The Membership Accreditation Scheme that HKIoD proposes is outlined as follows:-

- Firstly, the compliance with a Code of Conduct by all members will be introduced.
- Secondly, the pursuit of CPD as an ongoing membership requirement will be instigated.

#### **5. Reference Cases**

5.1 In the UK, the Institute of Directors (IoD) is over 100 years old and has a total membership of over 50,000. IoD has developed an extended membership status of Chartered Director through stringent requirements of experience, study, and examination. Post-qualification, Chartered Directors are required to maintain CPD of 30 hours per annum, administered so far with 100% monitoring, which will probably go down to 20% by random selection. In the UK, it is a distinguished honour to be qualified as Chartered Director. IoD is considering the extension of the CPD requirement to apply to the membership grades of Fellows and Members. The IoD's Code of Conduct contains 12 articles with 9 pages of explanatory notes. Proper complaint procedures, investigation committee and disciplinary panel are in place.

5.2 The Australian Institute of Company Directors (AICD) is more than 30 years old and has over 18,500 members. AICD currently has a CPD requirement on its membership, of 10 hours per annum, which may be increased gradually. Out of the 10 hours, a minimum of 5 hours have to be obtained from formal training courses or seminars. Failing the minimum of 10 hours, the requirement for the next year will be increased to 20 hours. This is administered through self-declaration by members. AICD'S Code of Conduct contains 11 rules with 7 pages of explanatory guidelines.

#### **6. The Proposed Code of Conduct**

6.1 The proposed Code of Conduct for HKIoD members consists of 12 concise statements accompanied by explanatory guidelines, which have been drafted and fine-tuned in accordance with findings from the questionnaire survey conducted in October-November 2004.

6.2 The contents of the proposed Code embraces the values of Becoming Conduct, Honesty, Legality, Diligence, Accountability, Integrity, Justice, Leadership in Enterprise, Participation, Excellence in Contribution, Continuing Professional Development and Discipline.

6.3 The text of the Code statements and explanatory notes are presented in **Appendix I**, which forms an integral part of this Consultation Document seeking views and comments from members.

#### **7. The Proposed CPD Stipulation**

7.1 CPD or Continuing Professional Development is sometimes referred to as Continuing Professional Training ("CPT") or Continuing Professional Education ("CPE"). According to IoD, CPD is "the systematic maintenance, improvement and broadening of knowledge, experience and skills, and the development of personal qualities helpful in the execution of professional duties



throughout a career.”

7.2 The scope of the proposed CPD activities is classified in the two categories of **Formal CPD** and **Informal CPD**. *Activities of Formal CPD may be in the format of participation in a training course or an event like a speaker meeting or a project or a task, all of which involves some form of interaction with other individuals, whereas Informal CPD covers self-directed learning and any other form of learning where there is no interaction with other individuals.*

7.3 The following are examples of CPD activities.

- Formal CPD:-
  - ✓ Attending HKIoD training courses
  - ✓ Attending HKIoD speaker forums
  - ✓ Attending training courses of other bodies with relevance to director development.
  - ✓ Attending speaker forums of other bodies with relevance to director development.
  - ✓ Delivery of talks in HKIoD forums or facilitating HKIoD training courses.
  - ✓ Delivery of talks or facilitating training courses organized by other bodies with relevance to director development.
  - ✓ Organizing HKIoD talks or events.
  - ✓ Organizing talks or events of other bodies with relevance to director development.
  - ✓ Director work based: in-house training
  - ✓ Director work based: leading a new technique or discipline
  - ✓ Director work based: making a presentation after research
  - ✓ Director work based: coaching or mentoring regarding director practices
  - ✓ Service: HKIoD committee work
  - ✓ Service: board work or committee work regarding director practices in public duties
- Informal CPD:-
  - ✓ Knowledge from books, general/business journals, general/business press, documentaries, videos, audio materials, distance-learning, e-learning, which is relevant to director development.
  - ✓ Authoring a paper or article with relevance to director development.

7.4 The above is a non-exhaustive list. The approach is certainly not to be stringent but to put in perspective the necessary factors that contribute towards CPD. Thus members may cite any activity from a wide spectrum of opportunities producing learning outcome, which may emerge in our day-to-day activities. Emphasizing on substance rather than form, CPD may be attained not only from class-room activities but also in a variety of other ways, some incurring costs and some incurring service or self-study. Those who are concurrently members of other professional bodies may make cross-claiming of CPD from the same activities.

7.5 In accordance with the findings of the questionnaire survey conducted in October-November 2004, the proposed CPD-time requirements are stipulated in **minimum Total CPD Hours** per year and, out of this total, **minimum Formal CPD Hours**. The proposed scheme will begin with relatively small numbers of hours and gradually increase over the years.

7.6 The annual CPD-time requirements for Fellows and Members are proposed as follows:-

Grades:		Fellows		Members	
	Min CPD Hrs <sup>+</sup> :	Min Total Hrs	Min Formal Hrs <sup>#</sup>	Min Total Hrs	Min Formal Hrs <sup>#</sup>
2005*	To fix in 2005	5	0	10	0
2006*	To fix in 2005	10	5	10	5
2007*	To fix after review in 2006	15	10	15	10



Notes:

- \* The duration is the calendar year, which also falls within the financial year of HKIoD. Membership is renewed in January.
- # Out of the Min Formal Hours, the maximum claim of CPD from activities organized by other professional bodies will be 30%.
- + While the above are minimum hours, all members are encouraged to exceed the stipulated minimum and reach better standards.

7.7 Exemptions of CPD undertaking will apply to the following:-

- a) Associates of HKIoD.
- b) Those who satisfy the “Rule of 100”, whereby the sum of the member’s age and number of years in experience as a director is not less than 100.

Although not required to comply with the CPD-time requirement, those who qualify for exemption are still encouraged to pursue CPD as a recommended best practice.

## **8. The Proposed CPD Administration**

8.1 While HKIoD maintains records of attendance by members in training courses and events organized by HKIoD, records of participation in activities organized by other bodies, participation in board work service, self-study, etc are the responsibility of members. It will not be unreasonable to expect members to maintain their own records of CPD. To facilitate recording, members may avail of simple log sheets from HKIoD to create their own log-files.

8.2 It is proposed that the CPD-time requirement will be administered through an honest self-declaration at year-end via a simple form from members stating the CPD undertaken during the year. This will be accompanied by a random-checking system, whereby HKIoD may request for elaboration of the CPD undertaken by selected members. It is believed that this will be a straightforward and easy-to-administer system.

## **9. Benefits**

9.1 Through the proposed accreditation scheme, it is hoped to achieve a win-win situation with the following benefits:-

- Benefits to individual directors by:-
  - ✓ Keeping up with the state-of-the-art in corporate governance practices.
  - ✓ Improvement of performance in current director roles and enhanced career prospects.
- Benefits to companies through:-
  - ✓ Empowering and equipping directors in the fulfillment of fiduciary duties entrusted to them by shareholders.
  - ✓ Better corporate governance, corporate image and company performance.
  - ✓ Attracting investment.
- Public benefits by:-
  - ✓ Propagation of good director practices.
  - ✓ Contributing towards enhancing Hong Kong’s corporate governance standards, international status and investments to Hong Kong.
- Benefits to HKIoD with:-
  - ✓ Reinforced status and image of a professional body representing directors.
  - ✓ Building a peer-inspired culture among members.
  - ✓ Keeping up with world trend and other professional institutes in membership requirement.

諮詢文件  
有關香港董事學會會員評鑒  
— 徵求意見 —



呈獻

2005 年 4 月

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## 1. 背景

1.1 於 2004 年 9 月 16 日舉行的香港董事學會論壇，會員積極參與討論有關董事勝任能力及專業精神，最終帶出促進自律與會員評鑒的建議，考慮以透過二項條件達成，其一為遵守「行為守則」，其二為實踐「持續專業進修」(簡稱 CPD)。為跟進討論而搜集意見、辨識上述建議的可行性及認受性，香港董事學會於 2004 年 10-11 月期間向會員進行了一項問卷調查，結果的簡要報告已於香港董事學會網頁 [www.hkiod.com](http://www.hkiod.com) 上刊登並供下載。於跟進論壇及問卷結果再研究後，香港董事學會擬出建議，成立會員評鑒制度，現透過這份諮詢文件徵求意見。

1.2 歡迎會員就這份諮詢文件內容提出意見，請於本年 4 月 30 日（星期六）或之前選擇下列方式之一回覆：—

- 郵遞至香港銅鑼灣謝斐道 414-424 號中望商業中心 8 樓香港董事學會。
- 傳真至 2889 9982。
- 電郵至 [consultation@hkiod.com](mailto:consultation@hkiod.com)。

1.3 最終敲定的會員評鑒將為集合各會員智慧及合作而成的計劃，為此香港董事學會特別鳴謝下列人士：—

- 全體回應這份諮詢文件及將協助推行計劃的會員。
- 全體回應及協助 2004 年 10-11 月期間問卷調查的會員。
- 全體出席 2004 年 9 月 16 日有關董事勝任能力及專業精神的論壇並積極參與討論的會員。
- 檢討及批准評鑒策略以配合大方向的香港董事學會理事會及執行委員會。
- 過去兩年投入精密研究評鑒發展工作的評鑒委員會，經過深思，考慮遍及實際趨勢、市場期望、香港董事學會價值觀、會員意願及意見等多方面，然後作出建議。委員會成員包括江偉先生（主席）、黃天祐先生、簡文儉先生、梁廣灝先生、莫兆光先生、徐尉玲女士、翁月華女士。

**學會大前提是最终推出的制度，將為全體會員共同擁有及推動的抱負。**

## 2. 培育董事才幹

2.1 自 1997 年創會以來，香港董事學會至今已雲集逾千會員。對會員而言，學會最初發揮聯繫及聯誼作用，至今其價值已結合董事培訓、資訊更新、鼓吹企業管治、綜合董事意見發表代表聲音、透過網絡發展友誼及商機等。於 2001 年 5-6 月期間舉行的會員意見調查顯示，會員重視的五大意義依次為（1）董事持續專業進修、（2）有關董事行為的標準及指引、（3）權威性地推動企業管治、（4）有關董事常規的最新資訊及刊物、（5）具備高標準的專業團體地位。

2.2 香港董事學會推廣企管的工作，透過多元化計劃實行。董事為企業管治負最終責任，因此我們的企管計劃致力於賦予董事實力及裝備以履行企管職能。

2.3 香港社會逐漸認識企業管治，政府與規管者亦制定企管的標準要求，而香港董事學會則以培育卓越企管為己任，關鍵是提升董事於實踐企管的素質。為此，香港董事學會鼓勵會員與時並進、自我提升、參與推進香港的整體企管水平，最終惠及個別董事、公司、以至社會。





2.4 我們設計董事發展規劃，建基與「董事核心勝任要素」的定義。根據此定義所涵蓋五組勝任董事必須掌握的知識及技能，我們設定及推出各類指引、演講聚會及論壇、具結構的培訓課程、年度選舉傑出董事、向不同組織及大會作出外展演講等豐富項目，以協助董事與時並進、強化勝任素質。

### 3. 評鑒與自律

3.1 根據牛津字典，「評鑒」指為獲取信任或影響力或建立認受性的行動；又據該字典，取得評鑒人士即被正式承認。在專業範圍內，評鑒往往涉及專業人士為履行職責而獲取必需才幹的過程，透過簽發執照或引用其它特許方法，而往往須先考試及格，繼而每年證明通過持續專業進修，這些程序通常由公認專業團體所管轄。

3.2 至今沒有任何國家設定法制由公營機構簽發執照予董事，香港董事學會亦相信現行無此必要，原因如下：一

- 因應自由經濟精神而設定董事資格下限低點。
- 事實上多數董事擁有豐富經驗，或曾為企業管理人員、或為某種專業人士，或兼為自理業務的企業家或股東。

3.3 有別於其他專業人士如律師、會計師、醫生、工程師等，董事的評鑒仍未普遍。然而情況顯露，以中國及馬來西亞為例，有規管機構指定上市公司董事必須接受培訓，亦有民間組織自發評鑒，如英國董事學會頒發的「特許董事」及澳洲董事學會對會員的持續專業進修要求。因此在香港推行建議中的董事評鑒雖為首創，實際上亦循應世界趨勢。

3.4 香港董事學會的使命是作為代表香港專業董事的首要組織，關鍵在於「專業」。董事雖然無需如其它專業人士一樣拿取執照，但也應行使自律顯示專業精神以切合重任。作為業務領導或兼為行業翹首，董事於履行任務時必需專業化。

3.5 香港董事學會固然並非是簽發專業執照的機構，亦不會實施會員考試，惟學會深信應建立專業形象，鼓勵會員奉行專業行為。香港董事學會肩負釐定標準及促進會員自律的責任，為此，學會的角色縱非為規管者，但為倡導者、協助者、服務提供者，致力培育卓越的董事行為，並透過培育同儕互勵的文化達成此目標。

### 4. 建議中評鑒制度元素

4.1 建議中的香港董事學會評鑒制度大綱如下：一

- 其一，引入會員必須遵行的「行為守則」。
- 其二，推出會員實踐持續專業進修的要求。



## 5. 參考實例

5.1 英國董事學會歷史悠久已逾百年，擁有超過五萬會員。透過嚴格條件包括實踐經驗、修讀、考試，該學會頒發予符合的會員「特許董事」附加地位。「特許董事」在英國是殊榮，於獲取資格後，每年必須履行最少 30 小時的持續專業進修，並接受現行的 100% 檢定、將來或許降低至 20% 的抽樣檢定。英國董事學會亦正考慮引伸持續專業進修至資深會員及會員級別。至於英國董事學會的會員「行為守則」，釐定 12 條文，輔以九頁註解，其制度包括投訴程序、調查委員會、紀律委員會。

5.2 澳洲董事學會成立已逾 30 年，會員超過一萬八千五百人。該會現行要求會員每年履行 10 小時持續專業進修，此時數可能逐漸遞增，而 10 小時中之五小時必須透過正規培訓課程錄得，年內如未臻 10 小時則次年必須履行 20 小時，執行方法是透過會員自行申報。該會的會員「行為守則」臚列 11 條文，輔以七頁解釋指引。

## 6. 建議中「行為守則」

6.1 建議中的香港董事學會會員「行為守則」內含 12 簡要條文，輔以解釋指引，全經過研究及參考 2004 年 10-11 月期間進行的問卷調查所得結果後草擬而成。

6.2 守則內容涵蓋價值包括行為得當、真誠視事、合法合例、克勤於務、肩負問責、正直高潔、公正持平、領導創建、積極參與、卓越貢獻、持續進修、遵守紀律。

6.3 附錄 I 為守則全文及註解，亦為本諮詢文件徵求會員意見的重要部份。

## 7. 建議中 CPD 規定

7.1 CPD (“Continuing Professional Development”之簡寫)或持續專業進修，又稱 CPT (“Continuing Professional Training”之簡寫)或持續專業培訓，又稱 CPE (“Continuing Professional Education”之簡寫)或持續專業教育。據英國董事學會解釋，CPD 指「於人生事業全途上持續進行有條理的活動，以拓闊知識、增進經驗、強化技能、發展個人素質，藉此輔助實踐專業任務」。

7.2 建議中的 CPD 活動，分為兩大類，即「**正規 CPD**」及「**非正規 CPD**」。正規 CPD 活動形式在某程度上必涉及與別人互動，例如參加培訓班或演講集會、執行項目或作業等。非正規 CPD 則包括自修、其它無涉及與別人互動的進修等。



7.3 以下列舉 CPD 活動例子。

- 正規 CPD：—
  - ✓ 參加香港董事學會主辦的培訓課程。
  - ✓ 參加香港董事學會主辦的演講集會。
  - ✓ 參加其它組織主辦有關董事發展的培訓課程。
  - ✓ 參加其它組織主辦有關董事發展的演講集會。
  - ✓ 於香港董事學會主辦的集會或培訓課程中主講。
  - ✓ 於其它組織主辦的集會或培訓課程中主講有關董事發展的題目。
  - ✓ 參與籌組香港董事學會主辦的演講集會或項目。
  - ✓ 參與籌組其它組織主辦有關董事發展的演講集會或項目。
  - ✓ 關乎本身董事工作：參加內部培訓。
  - ✓ 關乎本身董事工作：領導落實新技術或科目。
  - ✓ 關乎本身董事工作：經過研究後發表解說。
  - ✓ 關乎本身董事工作：指導或師導有關董事常規。
  - ✓ 服務範圍：參與香港董事學會委員會工作。
  - ✓ 服務範圍：參與公職上的董事會或有關董事發展的委員會工作。
- 非正規 CPD：—
  - ✓ 從書籍、普通或商業期刊、普通或商業報章、紀錄性刊物或影片、影音材料、遙距學習、電子學習等中獲取有關董事發展的知識。
  - ✓ 編寫有關董事發展的文件或文章。

7.4 以上清單只為舉例並非徹底詳盡。提案不着重嚴格拘泥的規定範圍，只是闡示確立 CPD 的一些要素。會員可從眾多湧現於日常生活提供學習效能的活動中引錄為 CPD。重質不重形式，CPD 並非只局限於課堂內，而可引伸至多種活動，有些需要付出費用，有些需要付出免費服務，有些是自修。本會會員同時又擁有另外學會會籍者可以一項 CPD 活動兩面申報。

7.5 參考過 2004 年 10-11 月期間問卷調查結果，建議中的 CPD 時數臚列於下段，包括每年**最少總 CPD 時數**及此總數內必須包含的**最少正規 CPD 時數**。建議中的時數由低開始，逐年遞增。

7.6 建議資深會員及會員級別須履行的每年 CPD 時數：—

級別:		資深會員		會員	
最少CPD時數 <sup>+</sup> :		最少總時數	最少正規時數 <sup>#</sup>	最少總時數	最少正規時數 <sup>#</sup>
2005*	於 2005 年設定	5	0	10	0
2006*	於 2005 年設定	10	5	10	5
2007*	於 2006 年檢討後設定	15	10	15	10

註釋：

\* 年度據年曆，因香港董事學會財政年度循年曆，會員於每年一月延續會籍。

# 申報其它學會活動為正規CPD可達最少正規時數的 30%。

+ 以上為指定最少時數，學會鼓勵全體會員追求更多進修，精益求精。



7.7 下列人士可獲豁免承擔 CPD 活動：—

- a) 香港董事學會的附屬會員。
- b) 符合「公式 100」者，即會員年齡及董事年資之和不少於 100。

這些人士雖可獲豁免，惟學會仍鼓勵他們跟從最佳常規，追求進修。

### 建議中 CPD 行政方式

8.1 香港董事學會存錄所有會員於本會培訓課程及各種活動的參與，但卻不能記錄會員參與其它學會的活動、公職服務、自修等，因此請會員自行負責紀錄 CPD。為便於紀錄，香港董事學會將提供簡單易用日誌表格，會員填寫後可自行裝訂日誌檔。

8.2 建議中行政方式以信任基礎由會員作出年終申報，於簡單表格上填寫年內所履行的 CPD，輔以由學會隨機抽樣選擇要求會員進一步提供資料，相信這是簡單易行的作法。

### 9. 益處

9.1 推行評鑒制度，香港董事學會希望能達致全贏局面，惠及各方面，綜合其益處如下：

- 對董事個人而言
  - ✓ 於實踐企業管治上與時並進，獲取尖端知識。
  - ✓ 於董事職能上提升表現，事業更上層樓。
- 對公司而言
  - ✓ 賦予董事實力及裝備以履行股東所授信任責任。
  - ✓ 達致更佳企業管治、公司形象、公司業績。
  - ✓ 吸引對公司的投資。
- 對公眾而言
  - ✓ 普及宣揚優秀董事常規。
  - ✓ 有助提升香港企業管治水平及國際地位，吸引對香港的投資。
- 對香港董事學會而言
  - ✓ 強化代表董事的專業團體地位與形象。
  - ✓ 建立會員間同儕互勵的文化。
  - ✓ 緊跟專業團體水準的國際脈搏。

**Summary Findings of Consultation Document, April 2005**

Total no. of respondents: 201

No. of respondents agreeing to the Membership Accreditation Scheme: 197 (98%)

No. of respondents disagreeing to the Membership Accreditation Scheme: 3 (1.5%)

No. of respondents partly agreeing to the Membership Accreditation Scheme: 1 (0.5%)

Elements agreed to: Code of Conduct and Informal CPD.

Element not agreed to: Formal CPD.

Remarks expressed:-

1. Para 3.1 of the Consultation Document rightly refers to the need for “official recognition” while Hong Kong may still be somewhat off the licensing of directors, other forms of recognition would have merits. One way would be to give credit to those who satisfy the CPD requirement through their personal membership status i.e. to make a distinction in the membership classification between those who care about CPD and those who are in different, self-discipline has to be encouraged by recognitions... and corresponding status.
2. We should seek to make training compulsory for all newly appointed directors and have the endorsement of SFC & HKEX.
3. Please consider the other CPD Accreditation that I have to fulfill to keep my professional CPP accreditation as part of the hours required. I am sure other professionals will ask for the same.
4. As a member of 8 professional bodies, I need to meet different membership accreditation (CPD) of different bodies. I am willing to take life-long training & development. However, I suggest to extend the scope of director development to include accounting, finance, management, economic, law rather than the narrow scope of corporate governance. Corporate governance is not a difficult subject. It needs not to take several years of time to train this topic. As a qualified director, all round knowledge of managing business is indispensable. Respectable membership of HKIoD should have the necessary knowledge of accounting, law, finance, management and economic. Continuous training on the above areas is necessary for the development of experienced director.
5. Congratulations. It is an excellent document. I know you and your colleagues have devoted a great deal of efforts. Well done.
6. I agree with the introduction of a Code of Conduct for compliance by members, but am against the mandatory Formal CPD. I am in favour of informal CPD of 15 hours per annum.
7. Suitable seminars and courses should be made available to members. HKIoD should also recognize other similar seminars/courses organized by other institute or organization.

8. In the long run, the institute should have chartership like other professions in engineering and accounting.
9. To set up “registered director” professional designation to upgrade the membership status.
10. I fully support the proposed HKIoD Membership Accreditation Scheme. I have no comment to add at this moment.
11. Some allowance will need to be made for Fellows/Members of HKIoD who live overseas. In particular, with respect to CPD. Since I am also a fellow of the Australian Institute of Company Directors, it would be appropriate to include Australian CPD hours toward HKIoD CPD hours.
12. Should include examination on key areas e.g. responsibilities of Directors and Good Corporate Governance (on both English & Chinese to allow choice).
13. Annual professional accreditation CPD as Chartered Accountant should be accepted for IoD as well.
14. I propose that a formal course introduced, couple with stringent CPD so that a new designation such as “Chartered Director” could be obtained by members of HKIoD. Canadian Institute has introduces.
15. I see no problem with an accreditation scheme and yours seems appropriate. I think, however, the process should work well ways. If I am to spare more time on accreditation, the Institute should be more aggressive in obtaining Directorships for its members. As it should, the process seems a one-way offer.
16. I believe that a Code of Conduct will be good for members of the HKIoD. But I do not believe that formal CPD is a necessary element for the improvement of director qualities. Company directors are mature businessmen and could naturally take the necessary steps to improve their efficiency and ability which in turn contributes towards their companies.
17. For members who acts as Director of listed company, CPD hours should include seminar and course, a reading relating to matters and regulations of list companies.
18. I certainly agree to the spirit of the document: a Code of conduct and an accreditation programme of continuing development. With regard to Formal CPD activities, it will be desirable if arrangements can be made to certify or record the number of hours of undertaken in service. For example, the corporate secretary of an organization could provide the necessary documentation.

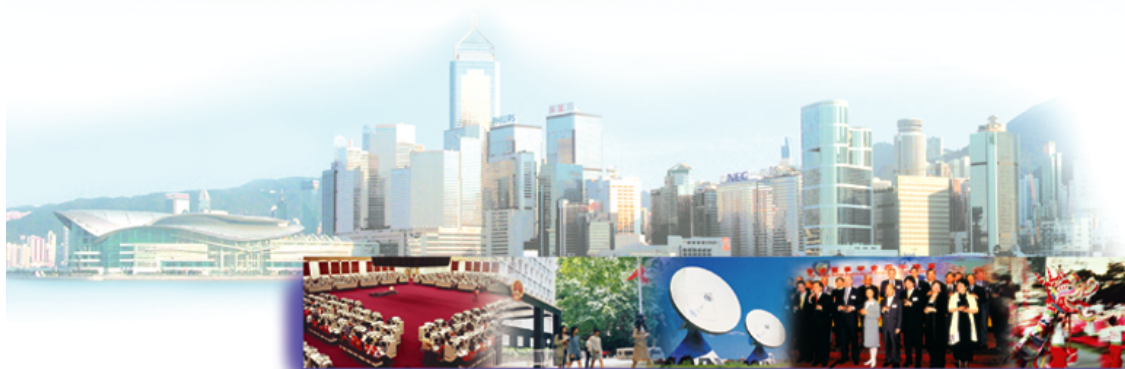
## APPENDICES

	Ref in Vol One Project Report	
	Pages	Sections
<b>5. Phase of Monitoring and Strengthening of Intervention</b>		
5.1 <i>Highlights of the Year 2004-2005</i> – report at the 2005 AGM	131	4.4.1
5.2 The HKIoD Membership Accreditation Kit	131	4.4.1



一年活動簡報 The Year in Highlights

• 7/2004 - 7/2005 •





## 主席報告 Chairman's Review



過往的一年 (2004 年 7 月 9 日 - 2005 年 7 月 5 日) 是香港董事學會業績豐盛的一年，就讓我在此一一闡述。

本會現時的**會員人數**已達 1,000 人的里程碑。我們非常感謝參與「會員引薦會員計劃」的會員。會員以及社會大眾對本會各項目的支持有助本會建立形象，本會也因而得以吸引更多新會員。憑藉會員繼續的參與和支持，我們把會員人數提升至 2,000 人的目標是可達到的。在此我謹向本會的會員和支持人士衷心致謝。

於回顧年度內，我們舉辦的培訓課程節數已累積至 107 節。我們跟香港浸會大學就本會的專業文憑課程和香港浸會大學的企業管治碩士課程建立聯繫、達致互相承認。在持續舉辦英語及粵語培訓課程以外，本會更增辦普通話課程予中國大陸的董事及高級行政人員。另外，在向商界提供董事培訓課程的同時，我們也延伸培訓至學校校董會，參與教育統籌局主辦的論壇，把企業管治及董事專業化滲透至不同的層面中。

本會「傑出董事獎」的項目夥伴已經超過 60 個，當中包括很多頂尖的品牌。我在此謹鳴謝「2004 年度傑出董事獎」牽頭贊助商一思捷環球控股有限公司、「2005 年度傑出董事獎」牽頭贊助商一花旗集團，以及所有其它的項目夥伴對「傑出董事獎」的鼎力支持，令此項目真正成為一個具認受性和為社會廣泛參與的項目。

截至 2004 年 12 月 31 日的財政年度，本會透過會籍的收費、舉辦各種培訓課程和各方慷慨的贊助和捐贈，錄得少量盈餘。在本會續步壯大其財政狀況的同時，我仍呼籲會員再接再勵，繼續引薦新會員，尋求捐贈和贊助，以強化本會的項目和服務，從而協助本會增進對社會及會員的貢獻。

本年度我們在訂立「會員評鑒制度」方面邁進了一大步。我們高興

The year under review (9 July 2004-5 July 2005) has been a year of track records for The Hong Kong Institute of Directors, which I am pleased to highlight in my report.

The Institute's **membership** figure reached the milestone of 1,000. We are grateful to many members for taking part in the Member-Get-Member Campaign. The support by members and the community of our various projects has helped to build our image, which in turn helps to attract new members. We now aim at the membership target of 2,000 and believe that with members' participation and support, this second milestone is reachable. My heart-felt gratitude goes to all members and supporters of the Institute.

Our director training programmes reached a new height of 107 sessions in the year under review. We arrived at mutual recognition with Hong Kong Baptist University, establishing a link between the Institute's Professional Diploma and the University's MSc programme in Corporate Governance. In addition to our on-going training courses in English and Cantonese, we have commenced to offer courses in Putonghua to directors and senior executives from Mainland China. In addition to the provision of training for directors of the business community, we have reached out to the training of school boards, in forums organized by the Education and Manpower Bureau. Corporate governance and director professionalism are universally applicable.

Our Project Partners for **Directors Of The Year Awards** expanded to a network of over 60, including many of the top-notch brand names. I would like to extend our gratitude to Esprit and Citigroup, Lead Sponsors of 2004 and 2005 respectively, and all other Project Partners for their tremendous support to make Directors Of The Year a truly community-wide project.

The financial year ended, on 31 December 2004, with a moderate surplus contributed by income from membership and training programmes as well as generous sponsorships and donations. While we are moving forward with a sound financial status, I would like to appeal to members to continue with the efforts in membership drive and in identifying and securing donations and sponsorships to reinforce our programmes and services and in turn to help the Institute in enhancing contribution to the community and to members.



見到會員對實施行為守則和持續專業發展要求的諮詢作出正面的回應。「會員評鑒制度」為本會倡導自律和鼓勵專業發展的政策，並向社會展示本會為力求進步的專業團體。會員均認為此制度是實際可行的。

有見最近法制及規管架構方面作出多項重要的更改，我們也應市場需要，對本會的暢銷刊物【**董事指引**】作出修改。指引的第二版本非常受歡迎，銷量甚佳。出版此簡報的時候，本會亦正籌備出版【**獨立非執行董事酬釐定指南**】，以回應大眾徵求有關是項議題的資訊和指引的廣泛要求。此指南跟本會的另一刊物【**獨立非執行董事指南**】互相補充。【**獨立非執行董事指南**】就獨立非執行董事如何履行職能提供指引，而新指南則就公司如何聘用獨立非執行董事和釐定其酬金提供協助。

【**香港上市公司企業管治水準報告**】於回顧年度內發表。此項目與香港城市大學聯合舉辦，引起社會大眾關注香港恒生綜合指數成分股在企業管治上表現，讓大眾留意優秀企業管治的主要因素。我們非常高興數間獲評核的公司主動聯絡本會進行跟進討論，以深入了解評核的結果、謀求改進。

以上推出所有項目並無大量增加工作人員或開支。在應付多個項目的同時，本會的職員仍能應付行政處搬遷的工作，確實值得嘉許。新的行政處辦公地點增設培訓設施，在有限成本下增加了本會舉行培訓課程的彈性。對此，我要多謝本會勤懇富創意的職員，當中包括徐蔚玲、凌靄萍、柳莫柳眉、姚業興、施家明和黃艷華。

香港董事學會作為香港代表專業董事首要組織的地位已漸漸獲得承認。我呼籲所有會員繼續積極參與本會舉辦的活動和課程。讓我們攜手向全球推廣企業管治，提升本會對香港社會的價值。

A major step was taken towards establishing a **membership accreditation scheme**. We are most pleased with members' favourable response to consultation on the implementation of a Code of Conduct and Continuing Professional Development requirements. It will be the Institute's initiative towards self-discipline and encouragement of professional development, indeed demonstrating to the community the progressive nature of a professional body. The scheme requirements are also deemed practical and practicable by members.

The Institute's best seller **Guidelines for Directors** has been revised, in view of the recent major changes in the legal and regulatory framework. The publication of the 2nd Edition of the guidelines was very well subscribed and received. At the time of publishing this report, the Institute is also prepared to publish its **Guide for Remunerating Independent Non-Executive Directors**, in response to popular requests for information and guidelines on the subject. This Guide complements the Institute's Guide for Independent Non-Executive Directors. While the Guide for INEDs provides INEDs with guidelines in performing their duties, this new Guide aims to provide companies with assistance in engaging and remunerating INEDs.

The **HKIoD Corporate Governance Score-card** was launched during the year under review. This joint project with the City University of Hong Kong has created public awareness of the performance in corporate governance of the Hang Seng Indices companies in Hong Kong and focused public attention on the key elements of good corporate governance. We are pleased that a number of the companies rated on the Score-card have initiated follow-up discussions with the Institute in order to understand the score and to take their ways forward.

All the above programmes were implemented without any major increase in executive headcounts or expenses. One of the most remarkable achievements of our Executive staff is that amidst the many significant projects, the Executive Office managed to move to a new site with expansion into our own training facilities, which gave us more flexibility to roll out training programmes at controlled costs. My greatest appreciation therefore goes to Carlye, Susan, Judy, Hing, Karin and Irene, the creative and dedicated staff of the Institute.

The Hong Kong Institute of Directors is gaining recognition as the premier body representing professional directors. I appeal to all members to participate actively in continuation of the momentum. Let us join hands in the global promotion of corporate governance and in the enhancement of the Institute's values to the community of Hong Kong.

許浩明 許浩明

 Herbert Hui

## 行政總裁報告

### Chief Executive Officer's Review



在過去的一年，我有幸能積極參與帶領香港董事學會開闢新視野、闖越新高峰，更欣慶見到會員踴躍參與本會各樣的項目和活動，積極的程度為多年之冠。

於回顧年度內 (2004 年 7 月 9 日 - 2005 年 7 月 5 日)，經參加「會員引薦會員計劃」的會員引入新會員仍然是會籍人數增長的主要來源，證明這種「友好網絡」的招收會員方法最具效力。我得感謝引薦會員，尤其是那些協助新會員融入本會的人士。他們鼓勵新會員參與本會的活動，甚或陪伴出席，尤值得稱許。

在培訓課程方面，本會持續擴展夥伴關係。就此，我謹鳴謝本會的長期培訓合作夥伴香港生產力促進局協助籌辦累積至專業文憑「加速培訓課程」，不論是「公司管治及董事專業文憑」還是「中小企業董事專業文憑」。在過往的一年，本會的培訓課程更趨多元化，還建立了連接碩士課程的路徑。我們的培訓課程專為配合董事的需要而設，程度深淺適中，以互動模式舉行。課程設個案討論，鼓勵出席人士積極參與，是課程的一大特色。我非常感謝回應年內舉行的培訓興趣範圍問卷調查的會員。在此基礎上，我們就可以進一步發展本會的培訓課程。同時，我也想向培訓課程編輯委員會的成員、導師、義務編寫新課程的人士致以衷心感謝，尤其是鍾國豪博士、孔敬權先生和謝家駒博士。

在會員評鑒計劃方面，我們一絲不苟地透過廣泛諮詢會員和參與式研究方法推出計劃。推出的過程中我們體察會員的需要，激發會員共同制定計劃，探究持續專業發展的趨勢。會員評鑒計劃的展開標誌著本會發展的新紀元。

It is gratifying to have participated intensely over the past year in taking The Hong Kong Institute of Directors to new horizons and new heights. The past year also saw the highest involvement ever from members in the Institute's programmes and events.

In the year under review (9 July 2004 - 5 July 2005), referrals by members in the **Member-Get-Member Campaign** constituted the major source of membership expansion. This warm-network approach has proven to be the most successful way of enrolling new members. I am grateful to sponsoring members who introduced candidates for membership. I would like to particularly thank those sponsoring members who nurtured new members' integration into the Institute post-admission by encouraging and accompanying them in attendance at meetings.

In our training programmes, we continued to expand partnerships. I would like to gratefully acknowledge our long-term training partner, Hong Kong Productivity Council, in the organization of our Fastrack Programmes leading to a Professional Diploma, be it in Corporate Governance and Directorship or SME Directorship. The past year saw **diversification of our training programmes** to target audiences as well as establishment of a connecting path to a MSc degree programme. Our training courses are specially developed to cater to directors' needs, pitched to the appropriate level of sophistication, conducted in a very interactive mode and characterized by case discussions with maximum participation from attendees. Our thanks go to members who responded to our survey on areas of training interest conducted during the year. We have a good basis for further development of our training programmes. I would also like to gratefully acknowledge members of our Training Courses Editorial Board, course facilitators and course authors who took part in developing new courses on a pro bono basis, in particular Dr Ronald Chung, Mr Randy Hung and Dr K K Tse.

We worked meticulously on introducing a membership accreditation scheme through extensive consultation and a participative research approach involving members. In so doing, we have been sensitive to our members' needs, motivating members in collective formulation of the scheme and exploring trends in continuing professional development. The



為了促進及支持此計劃，我們不斷提升本會培養董事遠見和技能以及增進優秀企業管治的項目。

以會員人數而言，香港董事學會屬中型企業；以職員人數而言則屬小型企業。然而，論使命和遠見，本會奉行的卻是大型服務企業的**抱負和策略**性計劃。在許浩明主席和理事會的建議和指引下，我們力求為本會的活動項目增值並求突破，當中包括演講會、外展講座、對外及傳媒關係、推廣會籍和招收會員、培訓課程、出版刊物等。我們也進一步增強了本會與會員溝通的電子通訊，包括每月發放的電子會訊和就即將舉行活動發放的提示電郵。我們歡迎會員多瀏覽本會的網頁以取得最新消息和活動報告。

**【董事指引】(第二版)** 成功出版，義務協助更新指引的劉冠倫博士和杜殊聯律師實在功不可抹。此外，指引還得到安業財經印刷有限公司支持。**【獨立非執行董事酬金釐定指南】**經編輯顧問多回複閱和理事會多番討論後完成，我謹此向他們致謝。

2004 和 2005 年度的**傑出董事獎**的贊助金額均有所提升，社會網絡擴闊，這全賴傑出董事獎籌委會及頒獎典禮籌委會珍貴的貢獻和支持，尤其是梁廣灝工程師和黃天祐先生。

我謹謝會員的鼎力支持、主席、理事會及行政處所有同事對團隊工作的投入、幹勁和主動性。最後，我謹鳴謝本會的项目夥伴、贊助人、友好組織、傳媒及社會大眾的合作和支持。

徐尉玲



**commencement of the membership accreditation scheme** marks a new era for the Institute. To facilitate and support the scheme, we continually enhance our programme offerings for the development of directors' visions and skills and for the advancement of good corporate governance.

In membership, the Institute is likened to a medium-sized enterprise; in staff force, we maintain the scale of a small enterprise; however, in mission and vision, we uphold the **values and strategies** of a large service organization. Under the leadership of Chairman Herbert Hui, advice and guidance of all Council Members, we constantly strive to add value and make breakthroughs in our various programme offerings, including speaker meetings, outreach talks to groups, external and media relations, membership marketing and recruitment, training courses, publications, etc. We further enhanced our electronic communication with members through a bi-monthly e-newsletter and reminder-emails regarding forthcoming events. Members are most welcome to visit our website from time to time to obtain our latest news and event reports.

**Guidelines for Directors 2<sup>nd</sup> Edition** would not have been possible without the excellent work of Dr Alex Lau and Ms Julianne Doe, who performed the editorial updating on a pro bono basis, and the extraordinary support of Equity Financial Press Limited. The **Guide for**

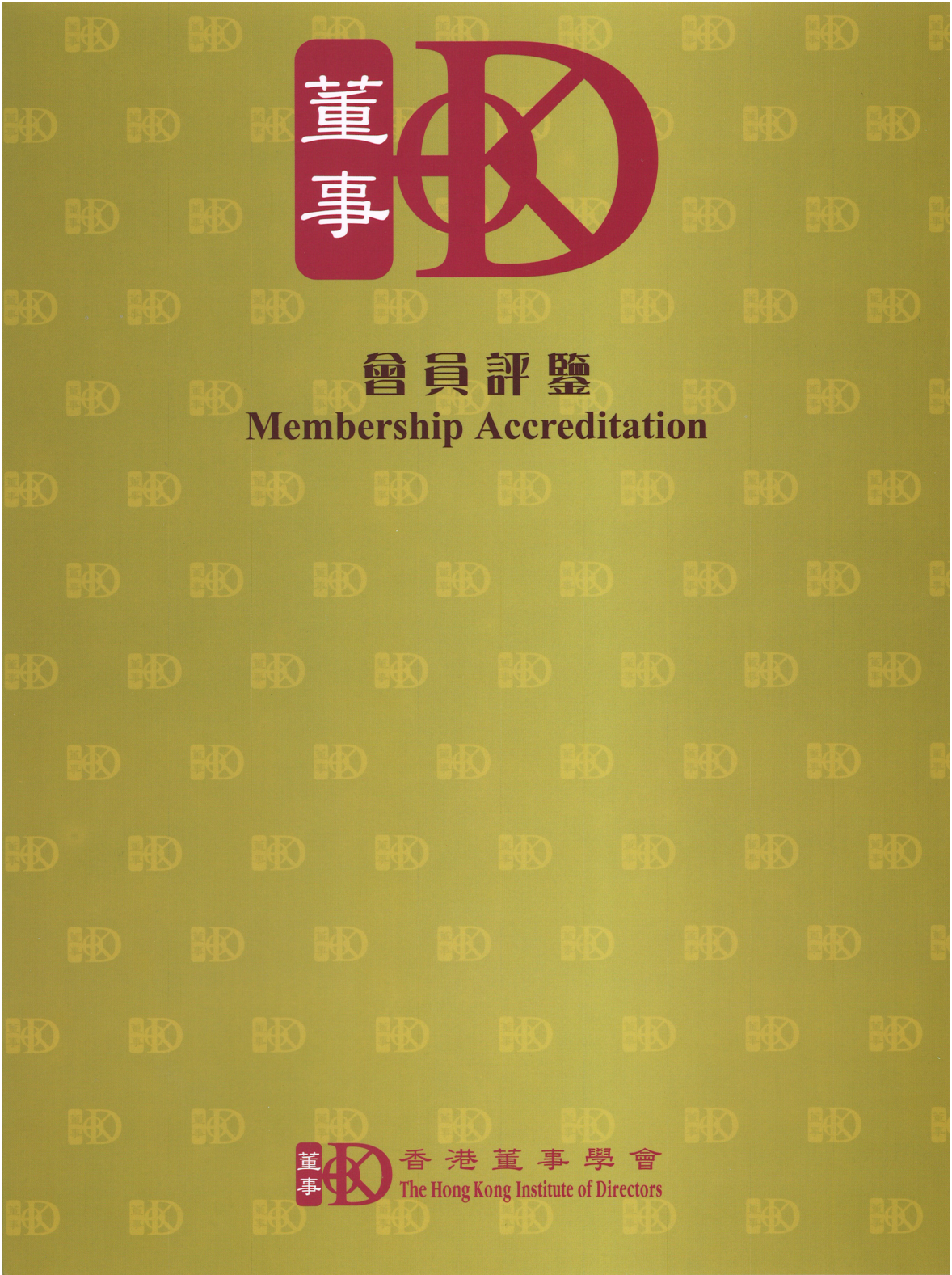
**Remunerating Independent Non-Executive Directors** was developed after many rounds of review by editorial advisers and discussions by Council Members. I thank them all sincerely.

**Directors Of The Year Awards** in both 2004 and 2005 elevated our levels of sponsorships and community networks. The valuable input and support of the members of the Organizing Committees for the Awards and the Presentation Dinner, particularly Ir Edmund Leung and Mr Kelvin Wong, are much appreciated.

I wish to register my gratitude to members for their great support, Chairman, Council Members, and my colleagues in the Executive Office for their dedication, energy and initiatives in teamwork. Finally, I convey our acknowledgement of the cooperation and support from our project partners, sponsors, kindred organizations, the media and members of the public.

Carlye Tsui





## 香港董事學會會員評鑒制度 The HKIoD Membership Accreditation Scheme

### 1. 背景

會員評鑒制度的成立，是香港董事學會集合各會員智慧及合作的成果，當中經過由2003年至2004年期間學會的理事會及評鑒委員會研究審議，以及於2004年9月至2005年6月期間一系列會員諮詢活動。會員評鑒制度為全體會員共同擁有、並期望成為集體推動的抱負。

### 2. 目的

透過會員評鑒制度，香港董事學會期望惠及下列：

- 董事個人可於同仁互勵的自律及持續進修文化中得益。
- 公司及公眾可透過提升董事履行職能的才幹及推廣企業管治而得益。
- 香港董事學會可透過作為具備自律的專業學會及培育卓越董事常規的推動者與服務提供者而為社會增值。

### 3. 元素

會員評鑒制度包含：

- 引入會員必須遵行的「行為守則」，細節刊於【香港董事學會行為守則】內。
- 推出會員實踐持續專業進修的要求，詳情可參考【會員評鑒之持續專業進修指引】。

### 1. Background

The Membership Accreditation Scheme (“MAS”) of The Hong Kong Institute of Directors (“HKIoD”) has been established as a result of collaboration of wisdom and efforts from members of HKIoD, following significant research of the Accreditation Committee and Council in 2003-2004 and a series of intense consultative activities from September 2004 through June 2005. MAS is jointly owned and, hopefully, embraced by all HKIoD members.

### 2. Aims

MAS aims to benefit:

- Individual directors, through a peer-inspired culture of disciplines and continual learning.
- Companies and the public, through enhanced competence in fulfilling directors’ roles in corporate governance.
- HKIoD, through adding value to the community as a professional institute with self-disciplines and as a promoter and facilitator to nurture excellence in directors practices.

### 3. Elements

MAS includes compliance by members in the following:-

- A Code of Conduct as stipulated and elaborated on by the document *The HKIoD Code of Conduct*.
- Continuing Professional Development (“CPD”) as an ongoing membership requirement, as defined in the document *Guidelines on Membership Accreditation Through CPD*.



香港銅鑼灣謝斐道414-424號中望商業中心8樓  
8/F, Chinaweal Centre, 414-424 Jaffe Road,  
Causeway Bay, Hong Kong

電話Tel: (852) 2889 9986

傳真Fax: (852) 2889 9982

電郵E-mail: executive@hkiod.com

網頁Web-site: www.hkiod.com

**會員評鑒之持續專業進修指引**  
**Guidelines on Membership Accreditation Through CPD**

July 2005

電話 tel: (852) 2889 9986 傳真 fax: (852) 2889 9982 電郵 email: executive@hkiod.com  
網頁 Website: www.hkiod.com

**I. The Basic Principles of Membership Accreditation Through CPD**

**1. What is CPD?**

CPD or Continuing Professional Development is sometimes referred to as Continuing Professional Training (“CPT”) or Continuing Professional Education (“CPE”). It is the systematic maintenance, improvement and broadening of knowledge, experience and skills, and the development of personal qualities helpful in the execution of professional duties throughout a career.

**2. Why CPD?**

No matter how experienced one is, one can never ignore the dynamic changes within one’s company, in the business sector, in the community and in the world at large. It is essential that a director does not allow his/her skills and knowledge to become obsolete and that he/she should keep up with the pace of changes in technology, legislation, regulation, knowledge, competitive pressures and social priorities, etc. It is the responsibility of a director to continually enhance his/her knowledge and expertise as a director; it is not enough to match present good practice and thereby to regard oneself as adequately equipped for the future.

HKIoD strongly believes that each director should engage in CPD throughout his/her career as a director, in the same way as this practice prevails among most professions. Consequently, HKIoD’s Code of Conduct includes the statement (article 11): “To pursue continuing professional development programmes for directors so as to master up-to-date knowledge, skills and best director practices”.

HKIoD takes an active part in encouraging and helping directors in CPD endeavours by providing information, guidance and opportunities for learning. In turn, these activities will help to increase learning capacity, generate personal satisfaction in fulfilling a director’s role, contribute to company success and to the well-being of the economy. The policy of CPD requirements and administration will be regularly reviewed and, if necessary, updated.

**3. Essence of the HKIoD Membership Accreditation Through CPD**

- 3.1 Undertaking CPD activities of a prescribed minimum time is an ongoing membership requirement of HKIoD.
- 3.2 Members are required to declare the time fulfilled in an honest system at year-end and are subject to request by HKIoD to produce CPD records in a random selection process.

## II. Scope of CPD Activities

### 1. Categories of CPD

The scope of CPD activities is classified in the following two categories:-

**1.1 Formal CPD:** Activities of Formal CPD may be in the format of participation in a training course or an event such as a speaker meeting or a project or a task, all of which involves some form of interaction with other individuals.

**1.2 Informal CPD:** Informal CPD covers self-directed learning and any other form of learning where there is no interaction with other individuals.

### 2. CPD Activities

The following are some examples of CPD activities:-

- Formal CPD:-
  - ✓ Attending HKIoD training courses
  - ✓ Attending HKIoD speaker forums
  - ✓ Attending training courses of other bodies with relevance to director development.
  - ✓ Attending speaker forums of other bodies with relevance to director development.
  - ✓ Delivery of talks in HKIoD forums or facilitating HKIoD training courses.
  - ✓ Delivery of talks or facilitating training courses organized by other bodies with relevance to director development.
  - ✓ Organizing HKIoD talks or events.
  - ✓ Organizing talks or events of other bodies with relevance to director development.
  - ✓ Director work based: in-house training
  - ✓ Director work based: leading a new technique or discipline
  - ✓ Director work based: making a presentation after research
  - ✓ Director work based: coaching or mentoring regarding director practices
  - ✓ Service: HKIoD committee work
  - ✓ Service: board work or committee work regarding director practices in public duties
- Informal CPD:-
  - ✓ Knowledge from relevant books, general/business journals, general/business press, documentaries, videos, audio materials, distance-learning, e-learning, which is relevant to director development.
  - ✓ Authoring a paper or article with relevance to director development.

The above is a non-exhaustive list. The approach is certainly not to be stringent but to put in perspective the necessary factors that contribute towards CPD. Thus members may cite any activity from a wide spectrum of opportunities producing learning outcome, which may emerge in day-to-day activities. Emphasizing on substance rather than form, CPD may be attained not only from class-room activities but also in a variety of other ways, some incurring costs and some incurring service or self-study. Those who are concurrently members of other professional bodies may make cross-claiming of CPD from the same activities.



### III. CPD-Time Requirements

#### 1. Time Stipulation

HKIoD's CPD-time requirements are stipulated in **minimum Total CPD Hours** per year and, out of this total, **minimum Formal CPD Hours**. The annual CPD-time requirements for Fellows and Members are as follows:-

Min CPD Hrs <sup>(1)</sup> :	Min Total Hrs	Min Formal Hrs <sup>(2)</sup>
2005 <sup>(3)</sup>	5	0
2006 <sup>(3)</sup>	10	5
2007 <sup>(3)</sup>	To be determined after review.	

Notes:

- <sup>(1)</sup> While the above are minimum hours, all members are encouraged to exceed the stipulated minimum and reach higher standards.
- <sup>(2)</sup> Out of the Min Formal Hours, the maximum claim of CPD from activities organized by other professional bodies will be 30%.
- <sup>(3)</sup> The duration is the calendar year, which also falls within the financial year of HKIoD. Membership is renewed in January.

#### 2. Exemptions

Exemptions of CPD undertaking will apply to the following:-

- a) Associates of HKIoD.
- b) Those who satisfy the "Rule of 100", whereby the sum of the member's age and number of years experience as a director is not less than 100.

Although not required to comply with the CPD-time requirement, those who qualify for exemption are still encouraged to pursue CPD as a recommended best practice.

### IV. CPD Administration

#### 1. Record-keeping

While HKIoD maintains records of attendance by members in training courses and events organized by HKIoD, records of participation in activities organized by other bodies, participation in board work service, self-study, etc are the responsibility of members. It will not be unreasonable to expect members to maintain their own records of CPD. To facilitate recording, members may use a simple record form designed by HKIoD to create members' own record-files. A blank record form together and a sample form with illustrated examples are appended to this document.

#### 2. Reporting

CPD-time requirement will be administered through an honest self-declaration at year-end via a simple declaration form from members stating the CPD undertaken during the year. A sample declaration form is appended to this document.

A random-checking system will be implemented whereby HKIoD may request elaboration of the CPD undertaken by selected members.

## I. 會員評鑒之持續專業進修（CPD）基本原則

### 1. 何謂 CPD？

CPD (“Continuing Professional Development”之簡寫)或持續專業進修，又稱 CPT (“Continuing Professional Training”之簡寫)或持續專業培訓，又稱 CPE (“Continuing Professional Education”之簡寫)或持續專業教育，指於人生事業全途上持續進行有條理的活動，以拓闊知識、增進經驗、強化技能、發展個人素質，藉此輔助實踐專業任務。

### 2. 為甚麼要推行 CPD？

無論經驗怎樣豐富的人士，也不能忽視世界上、社會上、商界裏、甚或個別公司內部的瞬息萬變。作為董事者不能讓其才幹與學識脫節，必需掌握科技、法律、規管條文、知識、競爭動力、社會意識等多方面的變更，與時並進。只符合現行良好常規實有不足，更不能依賴此為應付未來發展的裝備，因此於增進本身履行職責上的知識及專才，董事責無旁貸。

香港董事學會深信每位董事必須於作為董事的事業全途上投入持續專業進修，正如其他專業人士所奉行的常規一樣。故此香港董事學會的會員「行為守則」涵括條文（第 11 條）如下：「自我提升：不斷實踐有關董事的持續專業進修，以掌握知識、才略、最佳董事常規，與時並進。」

香港董事學會於鼓勵及協助董事履行 CPD 方面不遺餘力，提供各種資訊、指引、以至進修機會。這些活動最終促使增強學習能力、提升履行董事職能時所得滿足感、協助公司踏上成功之路，並為整體經濟作出貢獻。香港董事學會將定期檢討有關 CPD 規定及執行的政策，因應時需以作更新。

### 3. 香港董事學會會員評鑒之 CPD 元素

- 3.1 香港董事學會要求會員必須實踐 CPD，時數須符合規定的下限。
- 3.2 以信任為基礎，會員於年終申報所累計 CPD 時數，如進一步透過隨機抽樣獲選中即需提供 CPD 紀錄。

## II. CPD 活動範圍

### 1. CPD 類別

CPD 活動分為下列兩大類：—

- 1.1 **正規 CPD：**正規 CPD 活動形式在某程度上必涉及與別人互動，例如參加培訓班或演講集會、執行項目或作業等。
- 1.2 **非正規 CPD：**非正規 CPD 包括自修、其它無涉及與別人互動的進修等。

### 2. CPD 活動

以下列舉 CPD 活動例子。

- 正規 CPD：—
  - ✓ 參加香港董事學會主辦的培訓課程。
  - ✓ 參加香港董事學會主辦的演講集會。
  - ✓ 參加其它組織主辦有關董事發展的培訓課程。
  - ✓ 參加其它組織主辦有關董事發展的演講集會。
  - ✓ 於香港董事學會主辦的集會或培訓課程中主講。

- ✓ 於其它組織主辦的集會或培訓課程中主講有關董事發展的題目。
- ✓ 參與籌組香港董事學會主辦的演講集會或項目。
- ✓ 參與籌組其它組織主辦有關董事發展的演講集會或項目。
- ✓ 關乎本身董事工作：參加內部培訓。
- ✓ 關乎本身董事工作：領導落實新技術或科目。
- ✓ 關乎本身董事工作：經過研究後發表解說。
- ✓ 關乎本身董事工作：指導或師導有關董事常規。
- ✓ 服務範圍：參與香港董事學會委員會工作。
- ✓ 服務範圍：參與公職上的董事會或有關董事發展的委員會工作。
- 非正規 CPD：—
  - ✓ 從書籍、普通或商業期刊、普通或商業報章、紀錄性刊物或影片、影音材料、遙距學習、電子學習等中獲取有關董事發展的知識。
  - ✓ 編寫有關董事發展的文件或文章。

以上清單只為舉例並非徹底詳盡。提案不着重嚴格拘泥的規定範圍，只是闡示確立 CPD 的一些要素。會員可從眾多湧現於日常生活提供學習效能的活動中引錄為 CPD。重質不重形式，CPD 並非只局限於課堂內，而可引伸至多種活動，有些需要付出費用，有些需要付出免費服務，有些是自修。本會會員同時又擁有另外學會會籍者可以一項 CPD 活動兩面申報。

### III. CPD 時間規定

#### 1. 時數規定

香港董事學會的 CPD 時數規定，包括每年**最少總 CPD 時數**及此總數內必須包含的**最少正規 CPD 時數**。資深會員及會員級別須履行的每年 CPD 時數如下：—

最少 CPD 時數 <sup>(1)</sup>	最少總時數	最少正規時數 <sup>(2)</sup>
2005 <sup>(3)</sup>	5	0
2006 <sup>(3)</sup>	10	5
2007 <sup>(3)</sup>	檢討後設定	

註釋：

- <sup>(1)</sup> 以上為指定最少時數，學會鼓勵全體會員追求更多進修，精益求精。
- <sup>(2)</sup> 申報其它學會活動為正規 CPD 可達最少正規時數的 30%。
- <sup>(3)</sup> 年度據年曆，因香港董事學會財政年度循年曆，會員於每年一月延續會籍。

#### 2. 豁免承擔

下列人士可獲豁免承擔 CPD 活動：—

- a) 香港董事學會的附屬會員。
  - b) 符合「公式 100」者，即會員年齡及董事年資之和不少於 100。
- 這些人士雖可獲豁免，惟學會仍鼓勵他們跟從最佳常規，追求進修。

### IV. CPD 行政方式

#### 1. 紀錄

香港董事學會存錄所有會員於本會培訓課程及各種活動的參與，但卻不能記錄會員參與其它學會的活動、公職服務、自修等，因此請會員自行負責紀錄 CPD。為便於紀錄，香港董事學會向會員提供簡單易用紀錄表格，會員填寫後可自行裝訂紀錄檔。此指引附錄紀錄表格及範例樣本。

#### 2. 申報

行政方式以信任基礎由會員作出年終申報，於簡單申報表格上填寫年內所履行的 CPD 時數。此指引附錄申報表格樣本。

透過隨機抽樣，學會可選擇要求會員進一步提供 CPD 紀錄。



# 持續專業進修紀錄 Record of Continuing Professional Development (“CPD”)

姓名 Name: \_\_\_\_\_

[illegible]

Year CPD Total: Formal \_\_\_\_\_ hrs Informal \_\_\_\_\_ hrs Page Sub-total: Formal \_\_\_\_\_ hrs Informal \_\_\_\_\_ hrs Page \_\_\_\_\_ of \_\_\_\_\_

(此表格可影印備用，亦可自網頁下載。This form may be photocopied or downloaded from website [www.hkiod.com/eng/membership\\_accreditation.asp](http://www.hkiod.com/eng/membership_accreditation.asp).)

姓名 Name: \_\_\_\_\_ A N Other \_\_\_\_\_

範例樣本 Sample with illustrated examples

日期 Date	活動 Activity	活動舉辦組織 Activity Organizer	申報小時 Hours Claimed		備註 Remarks
			正規 CPD Formal CPD	非正規 CPD Informal CPD	
26 May 2005	Attended Speaker Luncheon Meeting with The Hon Laura Cha as speaker on “Corporate Governance in Action”	HKIoD	1		
30 July 2005	Attended course on “Role of Company Director I: Legal and Regulatory Framework”	HKIoD	3		
15 Sep 2005	參加培訓課程「董事財政須知」	香港董事學會	3		
29-30 Nov 2005	Self-study: reading <i>Guidelines for Directors</i>	Published by HKIoD		4	
10-12 Dec 2005	自修：閱讀【香港中小企業管治指引】	香港董事學會出版		4	
15 Dec 2005	Presented a talk on “Corporate Governance and the Role of Directors”	ABC Group	2		Talk duration: 0.5 hr. Preparation time: 1.5 hr.
18 Dec 2005	Attended board meeting of a community service group as board member	XYZ Community Service Association	2		

Year CPD Total: Formal 11 hrs Informal 8 hrs  
(此表格可影印備用，亦可自網頁下載。This form may be photocopied or downloaded from website [www.hkiod.com/eng/membership\\_accreditation.asp](http://www.hkiod.com/eng/membership_accreditation.asp).)

Page Sub-total: Formal 11 hrs Informal 8 hrs

Page 1 of 1

此為樣本，香港董事學會將於發出續會通知時連同此申報表格。  
This is a sample only.  
HKIoD will issue this declaration form together with membership renewal



## 香港董事學會會籍之持續專業進修規定 CPD Requirements for HKIoD Membership

根據會員評鑒制度之持續專業進修（CPD）規定，資深會員及會員需於 2005 年度履行**最少 5 小時 CPD**，全部時數可透過正規 CPD 或非正規 CPD 實踐。註此時數為指定最少時數，學會鼓勵全體會員多作進修，精益求精。

獲豁免 CPD 者為附屬會員與符合「公式 100」的資深會員及會員，即年齡及董事年資之和不少於 100 者。這些人士雖可獲豁免，惟學會仍鼓勵他們跟從最佳常規，尋求進修。

請填妥下列申報表格以便繼續 2006 年會籍。有關 CPD 規定及活動範圍，請參閱【會員評鑒之持續專業進修指引】。

In accordance with Membership Accreditation Scheme through Continuing Professional Development (“CPD”), the CPD-time requirement for the membership grades of Fellow and Member for the calendar year 2005 is a **minimum total of 5 hours**, which may be gained by Formal CPD or Informal CPD. Note that while this is the minimum requirement, all members are encouraged to exceed the stipulated minimum and reach higher standards.

Exemptions of CPD undertaking apply to Associates and those Fellows/Members who satisfy the “Rule of 100”, whereby the sum of the member’s age and number of years experience as a director is not less than 100. Although not required to comply with the CPD-time requirement, those who qualify for exemption are still encouraged to pursue CPD as a recommended best practice.

Please complete the following declaration in conjunction with your membership renewal for 2006. For the scope of CPD activities, please refer to the HKIoD publication of *Guidelines on Membership Accreditation Through Continuing Professional Development*.

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### 履行 CPD 申報 CPD Fulfillment Declaration

本人申報於 2005 年 1 月 1 日至 12 月 31 日期間已完成履行 CPD 規定，如獲抽樣本人同意出示紀錄。

I declare that I completed HKIoD’s CPD requirement in the year 1 January 2005 through 31 December 2005 and that I will produce my record for review upon being selected.

本人已履行 CPD: My CPD-time fulfilled: \_\_\_\_\_ 時數 hours.

簽署 Signature: \_\_\_\_\_ 日期 Date: \_\_\_\_\_

姓名 Name: \_\_\_\_\_

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香港銅鑼灣謝斐道414-424號中望商業中心8樓●8/F, Chinaweal Centre, 414-424 Jaffe Road, Causeway Bay, Hong Kong  
電話 Tel: (852) 2889 9986 傳真 Fax: (852) 2889 9982 電郵 E-mail: executive@hkiod.com 網頁 Web-site: www.hkiod.com



## THE HKIOD CODE OF CONDUCT



香港董事學會  
The Hong Kong Institute of Directors

# CODE OF CONDUCT

## The HKIoD Code of Conduct

Published by :



Chinaweal Centre 8/F, 414-424 Jaffe Road,  
Causeway Bay, Hong Kong  
Tel: (852) 2889 9986  
Fax: (852) 2889 9982  
E-mail: [executive@hkiod.com](mailto:executive@hkiod.com)  
Web-site: [www.hkiod.com](http://www.hkiod.com)

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First printed in Hong Kong 2005*

*Developed by the HKIoD Accreditation Committee  
Edited after consultation with members  
Approved by the HKIoD Council*

ISBN 988-97441-5-5



## PURPOSE

The Hong Kong Institute of Directors (“HKIoD”) Code of Conduct (“the Code”) has been developed with the following purposes:-

- To facilitate company directors in meeting high standards of professionalism and ethics,
- To provide guidance to directors in practice and
- To lay down the standards that HKIoD expects of its members in fulfilling the roles and responsibilities of directors.

The principles set out in the Code are applicable to:

- Both executive directors and non-executive directors and
- Directors of all organizations, including listed companies, private companies and non-profit-distributing organizations.

While law and regulation prescribe a business framework with basic requirements, the Code is an important element supporting a self-regulatory approach to director practices and the conduct of business. When upheld by all in a group, or indeed the entire society, the Code contributes to the development of a culture of accountability and greater confidence in the group or the society involved. Moreover, the Code also contributes to the enhancement of the image of the group which adopts and embraces it.

## ADMINISTRATION

Effective 5 July 2005, Fellows and Members of The Hong Kong Institute of Directors have to be bound by the Code. Associates of the Institute and other directors are encouraged to comply. Should there be cause for complaint, Fellows and Members are subject to review and subsequent disciplinary action, if proven with failure to comply with the principles and spirit contained in the Code.

The Code is subject to revision in order to address issues of importance as they arise and to progress in pace with current trends in corporate governance.

**MISSION, VISION AND VALUES:** The Code has been developed to synchronize and integrate with the mission, vision and values of HKIoD.

**Mission:**The Hong Kong Institute of Directors is Hong Kong's premier body representing professional directors working together to promote good corporate governance and to contribute towards advancing the status of Hong Kong, both in China and internationally.

**Vision:** We are an Institute recognized locally and internationally as an authoritative advocate, influential promoter and dynamic facilitator of excellence in director practices in a multi-cultural environment through education, information, accreditation, value-added service and community integration.

**Values:** The HKIoD Code of Conduct embraces the values of Becoming Conduct, Honesty, Legality, Diligence, Accountability, Integrity, Justice, Leadership in Enterprise, Participation, Excellence in Contribution, Continuing Professional Development and Discipline.

## THE CODE

A member of The Hong Kong Institute of Directors undertakes to uphold the Institute's Code of Conduct in fulfilling the roles and responsibilities as a company director with the following commitment:

1. ***Becoming Conduct:*** To behave with conduct which becomes a member of the ultimate body that is responsible for corporate governance and hence the prosperity and integrity of the company.
2. ***Honesty:*** To act in good faith in the best interests of the company, exercising powers for their proper purpose.
3. ***Legality:*** To act within the legal framework as conferred on directors by the Companies Ordinance, the company's *Memorandum and Articles of Association* and any other relevant documents of authority.
4. ***Diligence:*** To exercise care, skills and due diligence
5. ***Accountability:*** To be accountable to the company and its shareholders.
6. ***Integrity:*** To avoid conflicts of duty and personal interest and to promote ethical director and company conduct.

7. *Justice:* To ensure equality of shareholder opportunity and adequate and proper disclosure of information to relevant parties.
8. *Leadership in Enterprise:* To enhance shareholder value by steering the company through sound strategic directions, proper internal control and alert risk management.
9. *Participation:* To contribute towards a participative board culture as well as enlightened and considered decision-making processes.
10. *Excellence in Contribution:* To engage in self-assessment of work performance from time to time so as to align with the goals of the company and enhance personal and board contribution towards the company.
11. *CPD:* To pursue continuing professional development programmes for directors so as to master up-to-date knowledge, skills and best director practices.
12. *Discipline:* To be subject to review by a disciplinary panel and an appeal panel, if necessary, set up by The Hong Kong Institute of Directors, should any cause for complaint call for such a review.

## GUIDELINES

The guidelines are explanatory notes aiming to assist members in complying with the Code. They are not meant to be exhaustive and similar to the Code, are subject to review and revision. In the guidelines, words in singular purports plural as well and references in masculine gender cover both genders.

**1. Becoming Conduct: To behave with conduct which becomes a member of the ultimate body that is responsible for corporate governance and hence the prosperity and integrity of the company.**

A director should recognize that the board is the ultimate body responsible for corporate governance and hence the prosperity and integrity of the company. As a member of the board, a director has individual and collective responsibility in leading the company.

Each director should make his best endeavours to ensure that the board fulfills its key role of safeguarding and improving the company's prosperity. At the same time, a director should ensure that such processes are executed in a proper approach.

When acting on behalf of the board, a director should carry dignity and grace.

**2. Honesty: To act in good faith in the best interests of the company, exercising powers for their proper purpose.**

A director owes his responsibility to the company and should therefore have the best interests of the

company in mind. When executing the powers entrusted upon him, a director should ensure that the purpose has been specified clearly and is properly understood.

A director must acquire a broad knowledge about the business of the company and the statutory and regulatory requirements affecting company direction. Moreover, a director should have full understanding of the vision, mission, values and strategic plans of the company. A director must make the initiative to ask for relevant information although the onus to supply the information is on the company.

In the exercise of his responsibilities, a director must be prepared and have the courage to express disagreement, if necessary, with other board members, including the chairman or the CEO. When a director concludes that he cannot acquiesce in a decision of the board, he must pronounce this status and may ask for additional legal, accounting or other professional advice.

**3. Legality:** To act within the legal framework as conferred on directors by the *Companies Ordinance*, the company's *Memorandum and Articles of Association* and any other relevant documents of authority.

A director should at all times comply with the law, regulation and relevant codes. A director should also endeavour to ensure that the company complies with the law, regulation and relevant codes.

A director should have a general understanding of the stipulation of the *Companies Ordinance* and a careful perusal of the company's *Memorandum and*

*Articles of Association.* In the case of a listed company or a regulated business, a director should have understanding of the *Listing Rules* and the accompanying *Code* and other relevant Ordinances where applicable.

#### **4. Diligence: To exercise care, skills and due diligence.**

In return for the trust bestowed on him by shareholders, a director should be diligent in discharging his duties to the company. A director must strive to attend all meetings of the board and the committee(s) of the board that he is a member of.

A director should give all board papers conscientious scrutiny and endeavour to understand the contents in order to actively participate in board discussions. In approaching board matters, a director must exercise care, examining options and various perspectives. In all assessments of board matters, a director should apply his personal skills.

#### **5. Accountability: To be accountable to the company and its shareholders.**

A director is accountable primarily to the company. Each director should endeavour to ensure that the company is financially viable, properly managed and constantly improved.

A director should seek to understand the expectations of shareholders and endeavour to fulfill them when deciding upon the best interests of the company.

In evaluating the interests of the company, a director should take into account the interests of the

shareholders as a whole, but where appropriate should take into account the interests of other stakeholders, ie all individuals and groups which the board judges to have a legitimate interest in the achievement of company objectives and the way in which these objectives are achieved. A director should help the board to promote goodwill with stakeholders.

**6. Integrity: To avoid conflicts of duty and personal interest and to promote ethical director and company conduct.**

A director must not take improper advantage of his position as director for personal gains.

A director should avoid conflicts of interest. The personal interests of a director and those of associated persons must not take precedence over interests of a company. Full and prior disclosure of any conflict or potential conflict must be made to the board. In the case of an actual or potential conflict, a director must refrain from participating in the discussions and voting on that matter.

A director should not divulge confidential information made available in the course of performing his duties as a director, unless that disclosure is required by law and has been properly authorized.

A director should endeavour to ensure that the company is engaged in ethical conduct and discharge of corporate social responsibilities. A director must evaluate the impact of the company's action in a broad social context, paying special attention to the environment, occupational health and safety, employee relations, equal opportunities, anti-corruption policies, personal data protection, fair competition, consumer rights and other societal issues.



**7. Justice: To ensure equality of shareholder opportunity and adequate and proper disclosure of information to relevant parties.**

A director should seek to ensure that all shareholders or all classes of shareholders are treated fairly according to their relative rights.

A director should endeavour to ensure that the board conducts proper communication with shareholders on the general strategies of the company and to assist to ensure proper disclosure of information to shareholders, regulators and other stakeholders where relevant.

**8. Leadership in Enterprise: To enhance shareholder value by steering the company through sound strategic directions, proper internal control and alert risk management.**

A director should endeavour to ensure that the board is properly constituted, structured and managed in fulfilling its roles, so as to ultimately enhance shareholder value.

A director should assist his board in establishing vision, mission, values, strategic plans and goals and targets for the company, delegating appropriately to management and motivating and monitoring management in the meeting of goals and targets.

In the strategic plans, a director should endeavour to ensure that the board exercises creativity and versatility in developing business and creating wealth for the company.

A director should endeavour to ensure that the board puts in place proper checks and balances and audit

control, at the same time making sure that there is open access between the board and the auditors.

A director should at all times be alert to risk management of the company.

**9. Participation: To contribute towards a participative board culture as well as enlightened and considered decision-making processes.**

A director should take a conscientious and active part in the board.

A director should attempt to communicate with colleagues on the board by conveying clearly his deliberations and listening objectively to other board members. In order to contribute towards quality discussions, a director should endeavour to give thorough thoughts to the subject matter, to produce independent analyses and to develop innovative ideas so as to help the board in arriving at wise decisions.

**10. Excellence: To engage in self-assessment of work performance from time to time so as to align with the goals of the company and enhance personal and board contribution towards the company.**

A director should be constantly in pursuit of excellence. In order to do this, a director should engage in self-assessment of work performance from time to time. The assessment should be conducted in conjunction with the role and achievement of the director within the board and how well he contributes in the board towards meeting the goals of the company. The aim is to seek improvement in contribution towards the board and the company.

A director should endeavour to influence the board in the pursuit of self-improvement and excellence.

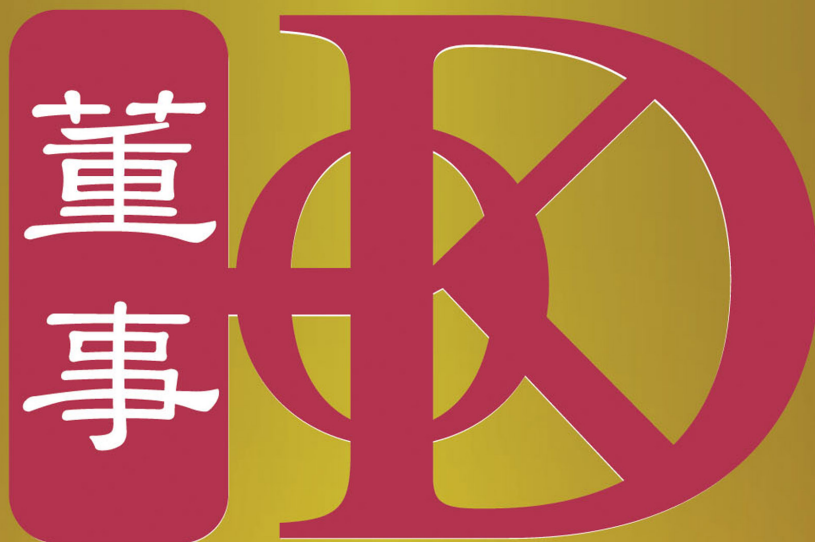
**11. CPD: To pursue continuing professional development programmes for directors so as to remain up-to-date with knowledge, skills and best director practices.**

A director should keep abreast of both practical and theoretical developments in direction to ensure that he is equipped with best practices. Every member of HKIoD is obliged to engage in CPD (continuing professional development) through the membership accreditation system of CPD.

**12. Discipline: To be subject to review by disciplinary panel and an appeal panel, if necessary, set up by The Hong Kong Institute of Directors, should any cause of complaint call for such a review.**

HKIoD members must honour the Code in letter as well as spirit.

If there is any cause for complaint and call for investigation, a member of HKIoD is subject to review by a disciplinary panel set up by The Hong Kong Institute of Directors. If the member is not satisfied with the decision of the disciplinary panel, he may seek hearing by an appeal panel set up by the Institute. Thereafter, he should abide by the final decisions of the appeal panel.



## 香港董事學會行為守則



# 行為守則

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出版人：



**香港董事學會**  
The Hong Kong Institute of Directors

地址：香港銅鑼灣謝菲道414-424號中  
望商業中心8樓

電話: (852) 2889 9986

傳真: (852) 2889 9982

電郵: executive@hkiod.com

網址: www.hkiod.com

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二零零五年，香港初版

香港董事學會評鑒委員會撰寫

經諮詢會員後再編輯

香港董事學會理事會核正批准

ISBN 988-97441-5-5

## 目的

香港董事學會（以下簡稱「學會」）制定行為守則（以下簡稱「守則」），目的如下：

- 促進公司董事符合專業操守準則與倫理;
- 提供協助董事常規的指引;
- 列出學會期望會員履行董事職能與責任的標準。

守則內所定立的内容適用於:

- 執行董事及非執行董事;
- 任何組織的董事，包括上市公司、私人公司、非分配利潤組織的董事。

法規制度釐定營業架構及基本要求，而守則卻是支持自我監管董事常規及業務行為的重要元素。具備團體甚至社會認受性的守則有助於發展該團體中甚至社會上的問責文化及加強大眾信心，更因得到集體接受及擁護而有助於鞏固團體形象。

## 守則的施行

於生效日期2005年7月5日起，香港董事學會全體資深會員及會員均須遵行守則的條件，而學會亦鼓勵附屬會員及其他董事跟隨守則。學會倘接獲任何有關資深會員或會員未能遵從守則原則或精神之投訴，將採取調查，一經確實將頒佈相關的紀律處分。

學會於未來將因應重要時論及企業管治發展趨勢而修訂守則內容。

**使命、遠見、抱負：**守則內容的釐定，配合着學會使命、遠見、抱負等的步伐，並與之一體融合。

**使命：**香港董事學會為香港代表專業董事的首要組織，其宗旨是鼓勵全體會員齊心推廣優秀公司管治，並為推進香港在中國及國際間的地位作出貢獻。

**遠見：**學會為本地及國際公認於多元文化環境中培育卓越董事常規，發揮着權威倡導、具影響力推廣、富動力促進等功能，透過提供教育、資訊，評鑒、增值服務、社群融合工作而達成。

**抱負：**學會守則的內容涵蓋對以下價值觀的擁護：行為得當、真誠視事、合法合例、克勤於務、肩負問責、正直高潔、公正持平、領導創建、積極參與、卓越貢獻、持續進修、遵守紀律。

## 守則內容

香港董事學會會員承諾，在履行公司董事職能與責任時遵循學會行為守則如下：

1. **行為得當**：作為公司中負責企業管治因而影響公司榮昌及信譽的最高權力單位成員，行為必須配合身份。
2. **真誠視事**：克盡所能，為維護公司的最佳利益，正當地行使權力。
3. **合法合例**：依據公司法、公司組織章程大綱及細則、其他權威性有關文獻所規範行事。
4. **克勤於務**：引用慎思、才略、專注。
5. **肩負問責**：坦然向公司及股東負責。
6. **正直高潔**：避免職責及個人利益上的衝突，並推廣符合倫理的董事及公司行為。
7. **公正持平**：確保股東享有均等機會、有關人士獲得足夠妥當的資訊披露。
8. **領導創建**：透過健全策略方針、適當內部監控、應變風險管理引領公司，達致為股東增值。
9. **積極參與**：投入促進董事會內的參與文化，並協助促進董事會經充分理解和考慮的程序完成決策。
10. **卓越貢獻**：定時自我檢討工作表現，以配合公司目標，並為公司努力增進個人貢獻，以至協助董事會發揮貢獻。
11. **自我提升**：不斷實踐有關董事的持續專業進修，以掌握知識、才略、最佳董事常規，與時並進。
12. **遵守紀律**：如有涉及投訴，將願意接受香港董事學會紀律委員會及上訴委員會的審查與裁決。



## 指引

以下所提供之註釋指引目的在於協助會員履行守則，請注意指引不能為守則作徹底闡述，亦如守則本身一樣將因應時需而獲檢討及修訂。指引中如引述單數即涵蓋普遍眾數含義、如參照男性即涵蓋普遍兩性含義。

### 1. 行為得當：作為公司中負責企業管治因而影響公司榮昌及信譽的最高權力單位成員，行為必須配合身份。

董事應認同董事會為公司中負責企業管治因而影響公司榮昌及信譽的最高權力單位，作為董事會成員，董事局負着個人及參與集體領導公司的責任。

董事應竭盡所能，確保董事會履行保衛及增進公司榮昌的主要職能，同時董事亦應確保這些程序以正當方式進行。

董事代表董事會行事時應端方自持。

### 2. 真誠視事：克盡所能，為維護公司的最佳利益，正當地行使權力。

董事需向公司負責，因此應以公司的最佳利益為念。在執行所受的權利重託時，董事應確保目的已被清晰地說明及理解無誤。

董事對其公司的業務以及影響公司方針的法律與規例須取得廣泛認知，更應深切了解公司的遠見、使命、抱負、策略性計劃。雖然提供資料的責任歸於公司，董事須主動索取有關資訊。

在履行職責時，如有必要，董事須勇於直言，提出與其他董事甚或主席或行政總裁意見相反的異議。當董事結論自己不能認同董事會的決議時，他必須說明立場，並可要求獲取就法律上、會計上、其他專業上的額外意見。

### 3.合法合例：依據公司法、公司組織章程大綱及細則、其他權威性有關文獻所規範行事。

董事應時刻遵從法律、規例、有關各類守則等行事，並應竭力確保所屬公司也遵從這些律例守則營運。

董事應廣泛認知公司法、又應細讀所屬公司的公司組織章程大綱及細則。如所屬公司為上市公司或受規管公司，董事應了解上市規則、有關守則、有關法例等。

### 4.克勤於務：引用慎思、才略、專注。

為回報所受信託，董事應殷勤於完成任務，並力求出席董事會及其所參與的董事會屬下委員會全部會議。

董事應認真詳閱董事會文件，並盡力了解其內容，以便積極參與董事會討論。在研究董事會議題時，董事須慎思，更從不同角度審視各種可供選擇的方案。董事於評定董事會議項時應引用個人才略。

### 5. 肩負問責：坦然向公司及股東負責。

董事基本上向公司負責。每位董事應盡力確保所屬公司財政可行、管理恰當、業務不斷地增進。

董事應尋求了解股東期望，然後當決定公司的最佳利益時，竭力符合股東期望。

就評估公司的最佳利益上，董事應考慮全部股東的整體利益，而於適當時候也應考慮其他權益相關者的利益。其他權益相關者即據董事會認為，對達致公司目標的結果及方法都存繫合理利益關係的其他人士或群組。董事應輔助董事會推進其與權益相關者的良好關係。

### 6.正直高潔：避免職責及個人利益上的衝突，並推廣符合倫理的董事及公司行為。

董事不得濫用其董事地位而謀求私利。

董事應避免利益衝突，不得將其個人及親屬的利益凌駕於公司利益之上。董事須為利益衝突或潛在利益衝突作出事先及全盤申報。在真正或潛在利益衝突的情況下，董事須放棄參與討論有關問題及投票。

董事不應泄露於他擔任董事時所獲取的機密資料，除非經律令下須披露該資料，或已正式地取得批准。

董事應竭力確保公司從事符合道德經營及履行企業社會職責。董事須從整體社會情況評估公司行為的影響，考慮層面包括環境保護、職業健康及安全、僱員關係、平等機會、反貪污政策、個人私隱保障、公平競爭、消費者權益、其它社會論題等。

#### **7.公正持平：確保股東享有均等機會、有關人士獲得足夠妥當的資訊披露。**

董事應尋求確保全體股東或全部級別的股東得到公平及因應其相關權利的待遇。

董事應盡力確保董事會作出適當安排，與股東溝通有關公司的概括策略，並協助確保向股東、規管者、其他權益相關者等作出妥當的資訊披露。

#### **8.領導創建：透過健全策略方針、適當內部監控、應變風險管理引領公司，達致為股東增值。**

為履行最終給股東增值的職能，董事應竭力確保董事會具備妥善組合、架構、運作功能。

董事應輔助董事會建立遠見、使命、抱負、策略方案、目標及指標等，適當地授權予管理層，並激勵及監察管理層實現目標及指標。

於策略方案上，董事應竭力確保董事會發揮創意理念及應變能力，以便發展業務及為公司創富。

董事應盡力確保董事會建立恰當的檢核與平衡程序以及審計監控，同時確保董事會及審計師接觸無阻。

董事應對公司的風險管理保持警覺。

**9.積極參與：投入促進董事會內的參與文化，並協助促進董事會經充分理解和考慮的程序完成決策。**

董事應認真及積極地參與董事會。

董事應盡力與董事會同事溝通，清晰地傳遞自己的思考，又客觀地聆聽其他董事的意見。為了投入優質討論，董事應盡量徹底考慮議項、作出獨立分析、發展創新想法，以協助董事會達致明智的決策。

**10.卓越貢獻：定時自我檢討工作表現，以配合公司目標，並為公司努力增進個人貢獻以至協助董事會發揮貢獻。**

董事應時刻追求卓越。為此，董事應常作自我評估。此評估關連他參與董事會的職能與成績及他對董事會達成公司目標的貢獻若何。評估的目的是尋求增進他對公司及董事會的貢獻。

董事應竭力推動董事會追尋自我提升及卓越表現。

**11.自我提升：不斷實踐有關董事的持續專業進修，以掌握知識、才略、最佳董事常規，與時並進。**

董事應與時並進，為自己裝備有關董事學實際兼理論發展的最佳常規。每位香港董事學會會員必須實踐會員評鑑制度的持續專業進修。

**12.遵守紀律：如有涉及投訴，將願意接受香港董事學會紀律委員會及上訴委員會的審查與裁決。**

香港董事學會會員須奉行守則的字義及精神。

如有涉及投訴及需要調查的情況，會員將願意接受由學會成立的紀律委員會審查。如會員不滿紀律委員會的決定，他可以尋求學會成立的上訴委員會聽證，此後他應接受上訴委員會的最終決定。

## APPENDICES

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Project Report  
Pages      Sections**

### **6. Phase of Evaluation of Intervention**

#### **6.1 Membership Renewal**

(1) Renewal Notice & CPD Claim Form	138	5.1.1 (1)
(2) Circular to all members re renewal and CPD claim	138	5.1.1 (1)
(3) Letter to members with outstanding renewal	138	5.1.1 (1)
(4) <i>CPD Compliance – Response Data 2006</i>	140	5.1.1 (2)

#### **6.2 Validation of CPD Claim**

(1) Letter to selected sample	141	5.1.2
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## 更新會籍聲明 Membership Renewal Statement

本人願意繼續 2006 年香港董事學會會籍，現填妥此【更新會籍聲明】內六個方格回覆，並付年費。

I am pleased to return this Membership Renewal Statement with the following six boxes completed and attachment of payment for the renewal of my HKIoD 2006 membership.

簽署Signature:

日期Date <sup>(1)</sup>:

姓名 Name: «format\_name\_e» # «member\_no» <membership grade>

### I. 款項摘要 Payment Details

2006 年費 2006 Subscription Fee (01/01/2006 – 31/12/2006):

HK\$2,500.00

自願捐助金額，以助發展會務 Voluntary donation to the Institute for service development:

HK\$

總額 Total:

HK\$

=====

劃線支票抬頭人 Crossed cheque payable to: "The Hong Kong Institute of Directors Limited"

支票號碼 No.:

銀行 Bank:

### II. 履行CPD申報 CPD Fulfillment Declaration

本人申報於 2005 年 1 月 1 日至 12 月 31 日期間已完成履行 CPD 規定，如獲抽樣本人同意出示紀錄。

I declare that I completed HKIoD's CPD requirement in the year 1 January 2005 through 31 December 2005 and that I will produce my record for review in the event that I am selected to do so.

本人已履行CPD時數My CPD-Hours fulfilled <sup>(2)</sup>:

香港董事學會註 Notes from HKIoD:-

- (1): 於 2006 年 1 月 20 日或之前付款續會，將獲贈紀念品一份及港幣一百元優惠券，用作支付香港董事學會獨家主辦任何一項培訓課程、研討會、工作坊等的部份費用。

Renewals on or before 20 January 2006 will be offered a souvenir and a HK\$100 coupon for use as part payment against the fees of any one of the training courses, seminars and workshops that are solely organized by HKIoD.

- (2): 「資深會員」及「會員」最少五小時。「附屬會員」及符合「公式 100」即會員年齡及董事年資之和最少 100 者豁免。Minimum 5 hours for Fellows and Members. Exemption: Associates and Fellows/Members who satisfy the "Rule of 100", whereby the sum of the member's age and number of years experience as a director is at least 100.

香港董事學會專用 For office use:-

«title\_e» «format\_name\_e»

«position\_e»

«company\_e»

«address»

更新會籍聲明編號

Membership Renewal Statement No.

006-0001

會員編號 Membership No.:

«member\_no»

會員級別 Grade:

«grade\_appr\_c»«grade\_appr»



親愛的會友：

雖然大多數的會員已續了香港董事學會的會籍，我們的資料顯示 閣下尚未續會籍。因此特向您致函，懇請您抽空處理繼續會籍事宜，以便可以繼續與會友共同發展董事專業、獲取最新資訊、拓展業務網絡。

已續會籍的會員已確認於去年履行了董事評鑑制度的持續專業進修(CPD)，由於今年是實行會員評鑑制度的首年，可能有些會員對 CPD 定義還有疑問。現特奉上【會員評鑑之持續專業進修指引】文件中有關 CPD 活動範圍的撮錄，由此文中您可能留意到 CPD 涉及廣泛活動。此外，2005 年的 CPD 最少要求為 5 小時，包括正規互動式活動及非正規活動如自修等。指引全文可下載自學會網址 [www.hkiod.com](http://www.hkiod.com)。

謝謝合作，並歡迎參與學會的活動及提供意見。我期望在我們快將舉行的活動中與您見面。祝工作愉快！

香港董事學會行政總裁 徐尉玲

14 March 2006

2006 年 3 月 14 日

Dear fellow member

#### **Re Membership Renewal and Accreditation Through CPD**

Whilst we have received renewal of membership of The Hong Kong Institute of Directors from a vast majority of members, our records indicate that we have not yet received renewal from yourself. I take this opportunity to write with a gentle reminder for you. I urge you to take a brief moment from your busy schedule to renew your HKIoD membership, so that you may continue to enjoy the privileges of professional development among peers, information updates and business networking.

This year, our renewed members have confirmed compliance with the Membership Accreditation System through practising CPD (Continuing Professional Development). As this is the first year of implementing the Membership Accreditation System, there may still be queries regarding what constitute CPD activities. I take the liberty to enclose an extract from our *Guidelines on Membership Accreditation Through CPD*, on the scope of CPD activities. You will note that our CPD is defined by a wide scope of activities. For year 2005, the total requirement was 5 hours, covering formal interactive activities as well as informal activities such as self study. The full text of the *Guidelines* are downloadable from the Institute's web-site at [www.hkiod.com](http://www.hkiod.com).

Thank you very much for your co-operation. The Institute welcomes your participation in and suggestion on programmes. I look forward to meeting you in our forthcoming events.

Yours sincerely

THE HONG KONG INSTITUTE OF DIRECTORS

Carlye W L Tsui  
Chief Executive Officer



2006年3月6日

收件人：全體香港董事學會會員

致件人：香港董事學會行政總裁徐尉玲

有關：會員評鑑之持續專業進修

附件：CPD 活動範圍

很高興向大家匯報大多數的會員已續了香港董事學會的會籍，並同時確認於去年履行了董事評鑑制度之持續專業進修(CPD)。我謹向這些會員致謝。

對尚未續會籍的會員，我懇請他們盡快處理。由於今年是實行會員評鑑制度的首年，可能有些會員對 CPD 定義還有疑問。現特奉上【會員評鑑之持續專業進修指引】文件中有關 CPD 活動範圍的撮錄，由此文中您可能留意到 CPD 涉及廣泛活動。此外，2005 年的 CPD 最少要求為 5 小時，包括正規互動式活動及非正規活動如自修等。指引全文可下載自學會網址 [www.hkiod.com](http://www.hkiod.com)。

謝謝合作，並歡迎參與學會的活動及提供意見。我期望在我們快將舉行的活動中與您見面。祝工作愉快！

徐尉玲

6 March 2006

To: All Members of HKIoD

Fr: Carlye W L Tsui, Chief Executive Officer, HKIoD

Re Membership Accreditation Through CPD

Enc: *Scope of CPD Activities*

I am pleased to announce that we have received renewal of membership of The Hong Kong Institute of Directors from a vast majority of our members. This year, our renewed members have confirmed compliance with the Membership Accreditation System through practising CPD (Continuing Professional Development). I would like to thank these members for their renewal and confirmation.

For those who have not yet renewed their membership, I urge them to take immediate action. As this is the first year of implementing the Membership Accreditation System, there may still be queries regarding what constitute CPD activities. I take the liberty to enclose an extract from our *Guidelines on Membership Accreditation Through CPD*, on the scope of CPD activities. You will note that our CPD is defined by a wide scope of activities. For year 2005, the total requirement was 5 hours, covering formal interactive activities as well as informal activities such as self study. The full text of the *Guidelines* is downloadable from the Institute's web-site at [www.hkiod.com](http://www.hkiod.com).

Thank you very much for your co-operation. The Institute welcomes your participation in and suggestion on programmes. I look forward to meeting you in our forthcoming events.

With best regards

Carlye W L Tsui



HKIoD CPD Compliance - Response Data 2006																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																
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HKIoD CPD Compliance - Response Data 2006															
Listed	Name	Grade		Sex		Exact	Blank	No. CPD Hours					Signed		Remarks
		F	M	A	M			F	<5	5	>5	6-10	11-20	>20	
		1				1	1							1	
37		1				5	1	1						1	
38		1												1	
39			1				1							1	
40		1					1							1	
41		1				29	1					1		1	
42			1				1							1	
43			1			20	1				1			1	
44		1				15	1				1			1	
45		1				62	1					1		1	
46		1				5	1			1				1	
47			1				1							1	
48				1			1							1	
49			1				1							1	
50				1			1							1	
51			1				1							1	
52		1				60	1					1		1	Prof Diploma in CG & Directorship
53			1			5	1		1					1	
54			1			5	1			1				1	w/attachment
55			1			29.5	1					1		1	formal: 13.5 hrs, informal: 16 hrs
56			1			12	1				1			1	3 courses
57			1			300	1					1		1	
58		1					1							1	
59		1				40	1					1		1	
60		1					1							1	
61		1				5	1			1				1	
62			1			5	1			1				1	
63		1				57.5	1					1		1	
64			1			10	1			1				1	
65			1			15	1				1			1	
66		1				5	1			1				1	
67		1				5	1		1					1	
68		1				21	1					1		1	
69		1					1							1	
70			1			5	1							1	
71		1					1							1	
															* Speaking at & attending Asian Corporate Governance Conference * APER training * Attending CLSA Investor Forum
72		1				10	1				1			1	
73		1				15	1				1			1	
74		1					1								
75			1			17	1				1			1	w/ attachment

HKIoD CPD Compliance - Response Data 2006																				
Listed	Name	Grade			Sex		Exact	Blank	No. CPD Hours							Signed		Remarks		
		F	M	A	M	F			<5	5	>5	6-10	11-20	>20	Rule 100	Y	N			
76		1				1	30.5	1						1				1		
77		1		1		1	5	1			1							1		
78			1			1	40	1					1					1		
79		1				1	5	1			1							1		
			1			1	129.5	1					1					1		
80				1		1		1										1		
81		1				1	30	1					1					1		w/attachment
82		1				1	50	1					1					1		
83		1				1	12	1					1					1		
84		1				1	15	1					1					1		
85			1			1		1										1		
86		1				1	5	1			1							1		
87		1				1		1											1	
88				1		1			1									1		Please note I have complied with CPD requirements but understand that as an Associate member this is not required.
89		1				1	5	1			1							1		
90		1				1	5	1			1							1		
91		1				1	5	1			1							1		
92		1				1	5	1			1							1		
93		1				1		1											1	
94		1				1						1						1		(b)
95			1			1	5	1			1							1		
96		1				1	50	1					1					1		
97				1		1	5	1			1							1		yes
98					1	1	5	1			1							1		
99				1		1			1									1		N/A
100		1				1		1										1		
101		1				1		1										1		
						1		5	1			1						1		
102		1				1	7	1					1					1		
19	Subtotal: Female	50	49	9		108	1348	68	39	2	12	17	12	11	15	0		95	13	
1		1			1		26.5	1						1				1		
2		1			1		45	1						1				1		
3		1			1		16	1							1			1		
4		1			1				1									1		not a member for full year, because no CPD
5		1			1											1		1		
6		1			1				1									1		
7				1	1		16	1						1				1		

HKItoD CPD Compliance - Response Data 2006																			
Listed	Name	Grade		Sex		Exact	Blank		No. CPD Hours					Rule 100	Signed		Remarks		
		F	M	A	M	F									Y	N			
8	1	1			1			5	1						1				
9	1	1			1			5	1						1				
10	1		1		1					1					1				
11	1		1		1			5	1						1				
12	1		1		1										1				
13	1		1		1					1					1				
14	1	1			1			6	1						1				
15	1	1			1			40	1				1		1				
16	1			1	1					1					1		N/A		
17	1		1		1			36	1				1		1				
18	1	1			1			5	1						1				
19	1	1			1			5	1						1				
20	1	1			1					1					1				
21	1		1		1			20	1				1		1				
22	1	1			1			5	1						1		yes		
23	1	1			1					1					1				
24	1	1			1					1					1		N/A		
25	1	1			1					1					1				
26	1	1			1			12	1				1		1				
27	1		1		1					1					1				
28	1	1			1			15	1				1		1				
29	1		1		1			30	1				1		1				
30	1	1			1			15	1				1		1				
31	1		1		1					1					1				
32	1	1			1			5	1						1				
33	1			1	1					1					1				
34	1	1			1			10	1				1		1				
35	1	1			1			5	1				1		1				
36	1		1		1			5	1						1				
37	1		1		1			5	1						1				
38	1	1			1			10	1				1		1				
39	1			1	1					1					1				
40	1	1			1										1				
41	1	1			1			5	1						1		✓		
42	1		1		1			5	1						1		informal		
43	1	1			1			9	1				1		1				
44	1			1	1					1					1				
45	1		1		1			6	1				1		1				

HKIoD CPD Compliance - Response Data 2006														
Listed	Name	Grade		Sex		Exact	No. CPD Hours				Rule 100	Signed		Remarks
		F	M	A	M	F	Blank	<5	5	>5	6-10	11-20	>20	
46	1	1			1		1					Y	N	1
47	1		1		1	9				1				1
48	1		1		1	5				1				1
49	1		1		1	10					1			1
50	1		1		1	10					1			1
51	1		1		1			1						1
52	1	1			1		1							1
53	1	1			1	6				1				1
54	1		1		1	5				1				1
55	1	1			1	5			1					✓
56	1	1			1	5				1				1
57	1		1		1	5			1					1
58	1		1		1	3		1						1
59	1		1		1	5				1				1
60	1	1			1	7				1				1
61	1		1		1	5				1				1
62	1	1			1	3								1
63	1	1			1	6					1			1
64	1	1			1									1
65	1	1			1		1							1
66	1		1		1	5			1					1
67	1		1		1	50						1		1
68	1		1		1									1
69	1		1		1	44.5						1		1
70	1		1		1	100						1		1
71	1	1			1	30						1		1
72	1	1			1	5				1				1
73	1		1		1			1						1
74	1		1		1	60								1
75	1		1		1	5			1			1		1
76	1	1			1	15					1			1
77	1		1		1	5			1					1
78	1		1		1			1						1
79	1		1		1	5				1				1
80	1		1		1									1
81	1		1		1	10					1			1
82	1	1			1			1						1
83	1		1		1	15						1		1
84	1	1			1	5			1					1

1 (b) Informal CPD

HKIoD CPD Compliance - Response Data 2006														
Listed	Name	Grade		Sex		Exact	No. CPD Hours					Signed		Remarks
		F	M	A	M	F	Blank	<5	5	>5	6-10	11-20	>20	Rule 100
85			1		1		1					1		
86				1	1		1					1		exemption as an Associate Member
87		1			1	48						1		
88		1			1	10				1				
89			1		1	12					1			
90			1		1	10				1				
91			1		1		1							
92			1		1		1							
93			1		1	5			1					
94			1		1		1						1	
95			1		1	10				1				
96		1			1	40					1			
97		1			1		1							
98		1			1		1							
99		1			1	5			1					
100			1		1	30					1			
101			1		1	5			1					
102			1		1		1							N/A - I joined at the end of 2005
103		1			1	6.5				1			1	
104		1			1		1							
105		1			1		1							
106			1		1		1							
107		1			1		1							
108			1		1		1						1	
109			1		1	5			1					
110			1		1	6				1				
111		1			1	5			1					
112				1	1		1							
113			1		1	10				1				
114			1		1	5			1					✓
115		1			1		1							
116		1			1		1							
117		1			1		1						1	N/A
118		1			1	30						1		
119		1			1	5				1				
120		1			1	5			1					
121			1		1	5				1				
122		1			1		1							
123			1		1	10					1			
124			1		1		1						1	
125		1			1		1						1	

HKIoD CPD Compliance - Response Data 2006																	
Listed	Name	Grade		Sex		No. CPD Hours							Signed		Remarks		
		F	M	A	M	F	Exact	Blank	<5	5	>5	6-10	11-20	>20		Rule 100	Y
126				1	1			1								1	
1		1			1		5	1		1						1	
127		1			1		5	1		1						1	
1		1			1		5	1		1						1	
128			1		1		5	1		1						1	
1			1		1		5	1		1						1	
129			1		1		5	1		1						1	
1			1		1		5	1		1						1	
130				1	1		40	1				1				1	
131			1		1				1							1	
132				1	1				1							1	
133					1	1			1								1
134				1			5	1		1						1	
135		1			1		12	1				1				1	
136		1			1		10	1				1				1	
137			1		1		5	1			1					1	
138		1			1		320	1					1			1	
139			1		1				1							1	
140		1			1		5	1		1						1	
141			1		1		5	1		1						1	
142		1			1				1							1	
143		1			1				1							1	
144			1		1		10	1				1				1	
145		1			1		5	1		1						1	
146			1		1				1							1	
147			1		1				1							1	
148		1			1		12	1				1				1	
149			1		1				1							1	
150		1			1				1							1	
151			1		1				1							1	
152			1		1		40	1					1			1	
153		1			1		5	1		1						1	
154		1			1		5	1		1						1	
155		1			1		5	1			1					1	Donor Member
156		1			1		7	1				1				1	
				1												1	
157		1			1		15	1					1			1	
158		1			1		12	1				1				1	
159			1		1		5	1		1						1	
160		1			1				1								w/attachment
161		1			1				1								1
																	I have not done the above as I was unaware of this ruling, however I will do so in 2006! My apologies. I have also been a director for many years.
162		1			1				1							1	

HKIoD CPD Compliance - Response Data 2006														
Listed	Name	Grade		Sex		Exact	No. CPD Hours					Signed		Remarks
		F	M	A	M	F	Blank	<5	5	>5	6-10	11-20	>20	Rule 100
163		1			1		1						1	
164		1			1								1	
		1			1		1							
			1		1					1				
165					1	5								
166					1		1							
167				1	1									new member mid/late in 2005
168		1			1		1							N/A
169					1		1							
170		1			1	10	1				1			Informal: 10 hrs.
171		1			1		1							
172		1			1	5	1			1				
173		1			1	20	1					1		
174		1			1	10	1				1			
175			1		1		1							
176				1	1		1							
177		1			1	10	1				1			
178		1			1	6	1				1			
179		1			1	15	1					1		
180		1			1	9	1				1			
181			1		1		1							
182		1			1	8	1				1			
183		1			1		1							
		1			1	20	1					1		
184			1		1	13	1							
185		1			1	5	1			1				yes
186		1			1		1							
187		1			1	5	1			1				
188		1			1	10	1				1			
189			1		1	5	1			1				✓
190		1			1	18	1					1		
		1			1		1							
191		1			1	5	1			1				
192		1			1	5	1							
193			1		1	15	1							
194		1			1	5	1			1				
195		1			1	10	1				1			
196		1			1	20	1					1		
197		1			1	10	1				1			
198		1			1	5	1							
199		1			1	5	1			1				



HKIoD CPD Compliance - Response Data 2006																
Listed	Name	Grade		Sex		Exact	Blank	No. CPD Hours					Signed		Remarks	
		F	M	A	M			F	<5	5	>5	6-10	11-20	>20		Rule 100
				1	1		1								1	
200						72	1							1		
201			1		1	6	1						1			
202		1			1					1				1		
203				1	1			1							1	
204		1			1			1							1	
205			1		1	5	1							1		
206		1			1	27	1					1		1		
207		1			1	35	1					1		1		
208		1			1	5	1					1		1		
209			1		1			1						1		
210		1			1	5	1			1				1		
211		1			1	6	1			1				1		
212		1			1	5	1					1		1		
213		1			1	10	1					1		1		
214				1	1									1		Exemption
215			1		1			1							1	
			1		1	6	1					1				
216		1			1	20	1						1			
217			1		1	5	1							1		yes Pls check for me. I don't have my record!
218		1			1			1							1	
219			1		1	10	1					1			1	
220			1		1			1							1	
221		1			1	6	1									
222		1			1	5	1			1						✓
223		1			1			1								
224			1		1	30	1						1			
225			1		1	5	1					1				
		1			1	5	1									
226		1			1	15	1					1				
227		1			1											Please check
228			1		1	14	1					1				
229		1			1	40	1						1			
230		1			1	5	1									
231		1			1											1
232			1		1										1	
			1		1	5	1									
233		1			1	20.5	1						1			
234		1			1	5	1									
235		1			1	5	1									
236			1		1	5	1									
237			1		1			1								

HKIoD CPD Compliance - Response Data 2006																
Listed	Name	Grade		Sex		Exact	Blank	No. CPD Hours					Rule 100	Signed		Remarks
		F	M	A	M	F		<5	5	>5	6-10	11-20	>20	Y	N	
238		1			1	54	1						1	1		
239		1			1	5	1		1					1		
		1			1	5	1		1					1		
240		1			1			1							1	
241		1			1	5	1			1				1		
242				1	1			1						1		
243		1			1		1							1		
244			1		1	10	1				1			1		
245			1		1	5	1		1					1		
246			1		1	223	1					1		1		
247		1			1	15	1				1			1		
248		1			1	100	1					1		1		
249			1		1	155	1					1		1		
250		1			1	5	1		1					1		
251		1			1	5	1		1					1		
252		1			1	42	1					1		1		
253		1			1		1								1	
254		1			1	5	1			1				1		
255		1			1	6	1				1			1		
256			1		1	10	1			1				1		
257		1			1	5	1		1					1		
258		1			1	5	1		1					1		yes
259		1			1	100	1					1		1		>100 hrs full-time
260		1			1		1							1		
261			1		1	5	1		1					1		
262		1			1	10.5	1				1			1		
263			1		1									1		
264			1		1	5	1							1		I am a CPA, through HKICPA's CPD, I have more than 15 hours.
265		1			1	30	1		1			1		1		
266			1		1			1							1	
		1			1			1						1		
267				1	1									1		
268			1		1	56	1					1		1		
269		1			1	5	1		1					1		
270			1		1		1							1		
271		1			1	20	1					1		1		
272			1		1	5	1			1				1		yes
273		1			1								1	1		
274			1		1			1						1		
275				1	1	5	1			1				1		self-directed learning for performing duty as Independent Director to listed company.

HKIoD CPD Compliance - Response Data 2006																	
Listed	Name	Grade		Sex		No. CPD Hours								Signed		Remarks	
		F	M	A	M	F	Exact	Blank	<5	5	>5	6-10	11-20	>20	Rule 100		Y
		1			1			1								1	
276		1			1			1								1	
277		1			1			1								1	
278		1			1		5	1		1						1	
279		1			1			1									1
280				1	1			1									1
281		1			1		5	1		1						1	
282		1			1		24	1					1			1	
283				1	1			1									1
284				1	1			1									1
285				1	1		6	1				1				1	
286					1		80	1					1			1	
287		1			1		5	1		1						1	
288				1	1		10	1				1				1	
		1			1			1									1
289				1	1		10	1				1				1	minimum 10 on basis continuing due corporate governance observance and professional involvement in commercial legal practice.
290		1			1		20	1				1				1	
291		1			1			1									1
292		1			1			1								1	Exempted
293				1	1			1								1	Signature on hour box
294		1			1		5	1		1						1	
295		1			1		20	1				1				1	well over 20 hours of articles reading
296				1	1		156.5	1					1			1	
297		1			1		30	1					1			1	
298		1			1			1								1	
		1			1		15	1				1				1	
299		1			1		7	1				1				1	
300				1	1			1									1
301				1	1		7	1				1				1	
302		1			1		5	1		1						1	Record not maintained in 2005 but DEFINITELY in excess of 5 hours
303				1	1		10	1				1				1	
304		1			1		10	1				1				1	
305				1	1		5	1		1						1	✓
306		1			1		5	1								1	
307				1	1					1						1	
308		1			1												1
309		1			1		10	1				1				1	
310		1			1		5	1		1						1	
311		1			1		50	1						1		1	
312					1			1								1	
313				1	1		9.5	1				1				1	w/attachment

HKIoD CPD Compliance - Response Data 2006																	
Listed	Name	Grade		Sex		No. CPD Hours								Signed		Remarks	
		F	M	A	M	F	Exact	Blank	<5	5	>5	6-10	11-20	>20	Rule 100		Y
		1			1		20	1					1			1	
314		1			1									1			
315		1			1											1	
316		1			1		10	1				1				1	
317		1			1		30	1					1			1	
318		1			1				1							1	
319		1			1		60	1					1			1	
320		1			1				1								1
321		1			1		5	1		1						1	
322		1			1		5	1		1						1	✓
323		1			1		20	1				1				1	
324		1			1		5	1		1						1	
325		1			1		5	1		1						1	
326		1			1		8	1				1				1	
327		1			1				1							1	
328		1			1		5	1		1						1	
329		1			1				1							1	
330		1			1				1							1	NIL
331		1			1		60	1					1			1	
332		1			1				1							1	NIL
333		1			1		5	1		1						1	
334		1			1				1								
335		1			1				1							1	
336		1			1				1								
337		1			1				1							1	
338		1			1				1							1	
339		1			1		6	1				1				1	
340		1			1		5	1		1						1	
341		1			1		20	1				1				1	
342		1			1		72	1					1			1	
343		1			1		5	1				1				1	
344				1	1				1							1	
345				1	1				1							1	
346		1			1		5	1		1						1	
				1	1		5	1		1						1	
347		1			1		25	1					1			1	
348		1			1				1								
				1	1				1							1	
349		1			1		6	1				1				1	
350		1			1		20	1				1				1	
351		1			1				1							1	
352		1			1		10	1				1				1	

HKIoD CPD Compliance - Response Data 2006																	
Listed	Name	Grade		Sex		No. CPD Hours							Signed		Remarks		
		F	M	A	M	F	Exact	Blank	<5	5	>5	6-10	11-20	>20		Rule 100	Y
	353			1	1		5	1		1						1	
	354			1	1		10	1			1					1	
	355	1			1		10	1			1					1	
	356			1	1		5	1		1						1	yes
	357			1	1		5	1		1						1	
	358	1			1		27	1					1			1	
	359			1	1		20	1					1			1	
	360			1	1		5	1		1						1	I am a CPA, through HKICPA's CPD, I have more than 15 hours
	361				1		5	1		1						1	
	362	1			1		36	1					1			1	
	363	1			1		10	1			1					1	
				1	1					1						1	see attached
	364	1			1		8	1			1					1	
	365			1	1			1								1	
	366	1			1		5	1		1						1	
	367	1			1			1								1	
		1			1			1								1	
	368	1			1		20	1				1				1	
	369			1	1			1									1
	370	1			1		5	1		1						1	
	371	1			1					1							1
	372	1			1			1								1	
	373	1			1			1								1	
	374			1	1		30	1					1			1	
	375	1			1			1								1	
	376	1			1		10	1			1					1	
		1			1		6	1			1					1	
	377	1			1					1						1	Life Member
	378			1	1		5	1		1						1	
	379	1			1			1								1	
	380	1			1		20	1					1			1	
	381	1			1		10	1			1					1	
	382			1	1		5	1		1						1	
		1			1					1						1	
	383	1			1		5	1		1						1	w/attachment
	384			1	1												1
	385			1	1			1									
	386	1			1		5	1			1					1	
	387	1			1		5	1								1	
	388			1	1			1								1	
	389	1			1		100	1					1			1	

HKIoD CPD Compliance - Response Data 2006															
Listed	Name	Grade		Sex		Exact		Blank		No. CPD Hours					Remarks
		F	M	A	M	F				<5	5	>5	6-10	11-20	Signed
390															
391															
392															
393															
394															
395															
396															
397															
398															
399															
400															
401															
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419															
420															
421															
422															
423															
424															
425															

HKIoD CPD Compliance - Response Data 2006																	
Listed	Name	Grade			Sex		Exact	Blank	No. CPD Hours					Rule 100	Signed		Remarks
		F	M	A	M	F			<5	5	>5	6-10	11-20		>20	Y	
														</			

HKItoD CPD Compliance - Response Data 2006																
Listed	Name	Grade		Sex		Exact	Blank	No. CPD Hours					Rule 100	Signed		Remarks
		F	M	A	M	F		<5	5	>5	6-10	11-20	>20	Y	N	
460		1			1		1							1		
461		1			1		1							1		
462		1			1	5	1			1				1		
463		1			1		1							1		
464				1	1	5	1		1					1		
465				1	1		1							1		
466		1			1	5	1		1					1		
		1			1	10	1			1				1		
		1			1	5	1		1					1		w/attachment
467		1			1		1							1		
468		1			1	5	1		1					1		✓
469		1			1	20	1					1		1		
470		1			1	10	1			1				1		
471				1	1		1							1		
472		1			1	48	1					1		1		
473				1	1		1							1		
474		1			1		1							1		
475		1			1	5	1		1					1		yes
476					1	5	1			1				1		
477				1			1							1		N/A
478		1			1	6	1			1				1		
479		1			1		1							1		
480				1	1	20	1				1			1		
481				1	1		1							1		
482				1	1	5	1		1					1		
483		1			1		1							1		
484				1	1	25	1					1		1		
485				1	1		1							1		
486				1	1	10	1				1			1		
487		1			1		1							1		12 Seminars + various functions in 2004 & 2005, leading to awards of four certificates
488				1	1	10	1			1				1		
489				1	1	5	1		1					1		
490		1			1	12	1				1			1		
491				1	1	5	1		1					1		
492		1			1	5	1		1					1		✓
493				1	1	5	1		1					1		yes
494		1			1		1							1		
495		1			1	5	1			1				1		
496		1			1	20	1					1		1		
497		1			1	5	1		1					1		5 hours per day



HKIoD CPD Compliance - Response Data 2006																
Listed	Name	Grade		Sex		Exact	Blank	No. CPD Hours					Signed		Remarks	
		F	M	A	M			F	<5	5	>5	6-10	11-20	>20		Rule 100
498			1		1	7	1						1			
499			1		1	6	1						1			
		1			1	5	1						1			
500		1			1	5	1						1			Fulfilled
501		1			1	5	1						1			
502				1	1								1			
503			1		1	5	1		1				1			
504		1			1	5	1		1				1			
505		1			1			1					1			
506		1			1	5	1		1				1			
507		1			1	10	1			1			1			
508		1			1	5	1			1			1			
509		1			1	5	1		1				1			
510			1		1	6	1			1			1			
511		1			1	12	1			1			1			
512			1		1			1					1			✓
513			1		1			1					1			✓
514		1			1	5	1		1				1			
515				1	1	20	1			1			1			
		1			1	5	1						1			
516		1			1	5	1		1				1			
517		1			1	5	1		1				1			
518			1		1	8	1			1			1			
			1		1			1					1			
519		1			1	40	1					1	1			
520		1			1	5	1			1			1			
521				1	1			1					1			Exempted
522		1			1			1					1			
523		1			1	20.5	1					1	1			
524			1		1	10	1			1			1			
525		1			1			1					1			
526			1		1	5	1		1				1			signature on hour box
527		1			1	30	1					1	1			
528				1	1			1					1			
529		1			1			1					1			
530		1			1	26.5	1					1	1			
531			1		1	5	1		1				1			
532			1		1	12	1			1			1			with HKIoD
533		1			1	5	1			1			1			
534		1			1	5	1			1			1			
535		1			1			1					1			

HKIoD CPD Compliance - Response Data 2006																	
Listed	Name	Grade		Sex		No. CPD Hours								Signed		Remarks	
		F	M	A	M	F	Exact	Blank	<5	5	>5	6-10	11-20	>20	Rule 100		Y
	536	1			1		10	1				1				1	
	537	1			1		60	1						1		1	
	538	1			1		5	1		1						1	yes
	539	1			1				1								1
	540		1		1		5	1		1						1	
	541		1		1		5	1		1						1	
	542		1		1				1							1	
	543		1		1		5	1		1						1	
	544	1			1		5	1		1						1	
		1			1				1							1	
	545		1		1		16	1				1				1	
	546	1			1		60	1					1			1	
	547	1			1		12	1				1				1	although I am probably exempt
	548		1		1				1								1
	549		1		1				1								1
	550	1			1		12	1				1				1	
	551		1		1			1								1	N/A
	552	1			1		5	1		1						1	signature on hour box
	553		1		1		5	1		1						1	
	554	1			1		5	1		1						1	✓
			1		1				1							1	
	555		1		1		19.5	1				1				1	
	556		1		1		5	1		1						1	
			1		1				1							1	
	557	1			1				1								1
		1			1				1							1	
	558	1			1				1							1	
	559	1			1				1							1	
	560		1		1				1							1	
	561	1			1				1							1	
	562		1		1		5	1		1						1	
	563		1		1		5	1			1					1	
	564		1		1		6	1				1				1	
	565	1			1		5	1		1						1	
	566		1		1		10	1					1			1	
	567	1			1		10	1				1				1	
	568	1			1		5	1		1						1	
	569	1			1				1								1
	570	1			1				1							1	
	571	1			1				1							1	
	572	1			1		5	1		1						1	

HKIoD CPD Compliance - Response Data 2006																	
Listed	Name	Grade			Sex		Exact	Blank	No. CPD Hours					Signed		Remarks	
		F	M	A	M	F			<5	5	>5	6-10	11-20	>20	Rule 100		Y
		1			1		5	1		1					1		signature on hour box
		1			1		10	1			1				1		
			1		1								1		1		
		1			1		6	1			1				1		
		1			1		5	1		1					1		
			1		1		5	1		1					1		
				1			5	1		1					1		
		1			1		5	1								1	
			1		1		5	1	1						1		
					1		5	1		1					1		
		1			1		5	1		1					1		
		1			1		10	1			1				1		
			1		1		5	1							1		
		1			1		5	1		1					1		
		1			1		10	1							1		
		1			1		5	1							1		
		1			1		5	1		1					1		
		1			1		10	1			1				1		
					1		68.5	1	1			1			1		
			1		1			1							1		
		1			1		5	1		1					1		
		1			1		20	1			1				1		
		1			1		5	1							1		
		1			1		12	1			1				1		
		1			1			1							1		
		1			1			1							1		
			1		1		5	1		1					1		
					1		5	1							1		
		1			1		5	1							1		
		1			1		5	1		1					1		
		1			1		5	1							1		
		1			1		5	1	1						1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1							1		
		1			1		5	1				</					





香港董事學會  
The Hong Kong Institute of Directors

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翁月華  
Ms Linda Y W Yung  
容永祺  
Samuel W K Yung MH

22 March 2006

[name]  
[company]  
[address line 1]  
[address line 2]  
[address line 3]  
[address line 4]

Letter to selected sample

Thank you for your renewal of membership of The Hong Kong Institute of Directors with confirmation of CPD undertaken in the year 2005, in accordance with the Institute's Membership Accreditation System. We are pleased that you have upheld the Institute's Code of Conduct article 11 in the pursuit of Continuing Professional Development programmes for directors so as to master up-to-date knowledge, skills and best director practices.

We are now in the second stage of the CPD reporting system with disclosure of details on the individual members' claim of CPD hours. You have been selected in a random approach and are therefore requested to provide us with a description of your CPD activities in the year 2005. We enclose a form for your kind completion. Please note that the form includes data on your participation in HKIoD CPD activities that are registered in our records. If you would like to claim CPD from more activities, which were organized by another body or which include self study, please let us have your input on this form. There is no need to attach any certificate copy.

For your information, we also enclose an extract from our *Guidelines on Membership Accreditation Through CPD*, on the scope of CPD activities.

Please return the validation form on or before **Saturday 8 April 2006**. Upon your return of validation, a token of appreciation will be presented to you. Thank you for your cooperation. The Institute welcomes your participation and comments.

With best regards

Yours sincerely  
THE HONG KONG INSTITUTE OF DIRECTORS

Carlye W L Tsui FHKIoD (Ms)  
Chief Executive Officer

Enc: *Record of Continuing Professional Development*  
*Scope of CPD Activities*

請參閱背頁此函中文版本

姓名 Name: \_\_\_\_\_

日期 Date	活動 Activity	活動舉辦組織 Activity Organizer	申報小時 Hours Claimed		備註 Remarks
			正規 CPD Formal CPD	非正規 CPD Informal CPD	

Year CPD Total: Formal \_\_\_\_\_ hrs Informal \_\_\_\_\_ hrs      Page Sub-total: Formal \_\_\_\_\_ hrs Informal \_\_\_\_\_ hrs      Page \_\_\_\_\_ of \_\_\_\_\_  
 (此表格可影印備用，亦可自網頁下載。This form may be photocopied or downloaded from website [www.hkiod.com/eng/membership\\_accreditation.asp](http://www.hkiod.com/eng/membership_accreditation.asp).)



董事會  
The Hong Kong Institute of Directors

2005 持續專業進修紀錄  
2005 Record of Continuing Professional Development ("CPD")

姓名 Name: \_\_\_\_\_

日期 Date (dd-mm-yy)	活動 Activity	活動舉辦組織 Activity Organizer	申報小時 Hours Claimed		備註 Remarks
			正規 CPD Formal CPD	非正規 CPD Informal CPD	
11-4-2005	Launch Ceremony of Standard Forms of Contracts 2005	HKIA (Hong Kong Institute of Architects)	0	1	Pacific Place Conference Centre
12-4-2005	Annual General Meeting & Dinner	HKCA (Hong Kong Construction Association)		3	JW Marriott Hotel
29-4-2005	Lunch with talks	HKIREA		1	World Trade Club
5-10-2005	Seminar	Bank of East Asia		3	Millennium Tower
30-11-2005	Partnering Workshop	Hong Kong Housing Authority		9	HKHA Exhibition Hall
6-12-2005	Property Award Ceremony 2005	Hong Kong Institute of Surveyors		2	Excelsior Hotel
7-12-2005	Annual General Meeting & Dinner	HKIREA		4	Grand Hyatt Hotel

Year CPD Total: Formal \_\_\_\_\_ hrs Informal 24 hrs

徵詢 Poll: 此表格容易填報嗎? Was it easy to complete this form? 是 Yes ☒ | 否 No ☐ | 理由 Reason: \_\_\_\_\_

本人證明以上資料正確 I certify that the above information is correct. 簽名 Signature: \_\_\_\_\_

日期 Date: \_\_\_\_\_

24 MAR 2006



香港董事學會  
The Hong Kong Institute of Directors

2005 持續專業進修紀錄  
2005 Record of Continuing Professional Development ("CPD")

姓名 Name: \_\_\_\_\_

日期 Date (dd-mm-yy)	活動 Activity	活動舉辦組織 Activity Organizer	申報小時 Hours Claimed		備註 Remarks
			正規 CPD Formal CPD	非正規 CPD Informal CPD	
25-Nov-2005	Board Meeting	The Society of Publishers in Asia ('SOPA')	2		
24-Nov-2005	China Publishing Seminar	SOPA	3		
28-Oct-2005	AGM & Board Meeting	SOPA	2		
13-Oct-2005	Luncheon meeting with Richard D. Parsons - Chairmen & CEO of Time Warner Inc.	The American Chamber of Commerce	2		
30-Sep-2005	Board Meeting	SOPA	2		
29-Jul-2005	Board Meeting	SOPA	2		
13-Jun-2005	Distinguished Keynote Address Dinner	The Pacific Basin Economic Council ('PBEC')	2		Part of the 38th International General Meeting of PBEC

Year CPD Total: Formal 15 hrs Informal        hrs

徵詢 Poll: 此表格容易填報嗎? Was it easy to complete this form? 是 Yes ☒ | 否 No ☐ | 理由 Reason: \_\_\_\_\_

本人證明以上資料正確 I certify that the above information is correct. 簽名 Signature: \_\_\_\_\_

日期 Date: 28 April 2006





香港董事學會  
The Hong Kong Institute of Directors

2005 持續專業進修紀錄  
2005 Record of Continuing Professional Development ("CPD")

姓名 Name: \_\_\_\_\_

日期 Date (dd-mm-yy)	活動 Activity	活動舉辦組織 Activity Organizer	申報小時 Hours Claimed		備註 Remarks
			正規 CPD Formal CPD	非正規 CPD Informal CPD	
22-03-2005	Attended Speaker Meeting – Mr Andrew Sheng	HKIoD	2		
05-07-2005	AGM Luncheon Meeting	HKIoD	1		
17-11-2005	Attended Annual Dinner cum DYA 2005 Presentation Ceremony	HKIoD	1		
	HKIoD CPD Activities	Sub-total:	4		
SEL2005-DEC2005	MSc Degree in Corporate Governance & Directorship	Baptist University	72		

Year CPD Total: Formal 76 hrs Informal \_\_\_\_\_ hrs

徵詢 Poll: 此表格容易填報嗎? Was it easy to complete this form? 是 Yes ☒ 否 No ☐ 理由 Reason: \_\_\_\_\_

本人證明以上資料正確 I certify that the above information is correct. 簽名 Signature: \_\_\_\_\_

日期 Date: April 27, 06



香港董事學會  
The Hong Kong Institute of Directors

2005 持續專業進修紀錄  
2005 Record of Continuing Professional Development ("CPD")

姓名 Name: \_\_\_\_\_

日期 Date (dd-mm-yy)	活動 Activity	活動舉辦組織 Activity Organizer	申報小時 Hours Claimed		備註 Remarks
			正規 CPD Formal CPD	非正規 CPD Informal CPD	
23-01-2005	Attended Speaker Meeting – Mr Benjamin Tang	HKIoD	1		
22-03-2005	Attended Speaker Meeting – Mr Andrew Sheng	HKIoD	2		
05-07-2005	AGM Luncheon Meeting	HKIoD	1		
	HKIoD CPD Activities	Sub-total:	4		
1 Dec 2005	HK Securities Institute HKEx Strategy forum 2006	HKSI	1		
2 Feb 2005	CLSA Feng Sun Index	HK Stockbrokers Association	1		
2 Aug 2005	Reviewing Securities Member	HK Stockbrokers Association	1		
	Board Member Investor Compensation Company			10	
	Board member HK Stockbrokers Association				24

Year CPD Total: Formal 7 hrs Informal 34 hrs

徵詢 Poll: 此表格容易填報嗎? Was it easy to complete this form? 是 Yes ☒ | 否 No ☐ | 理由 Reason: .....

本人證明以上資料正確 I certify that the above information is correct. 簽名 Signature: \_\_\_\_\_ 日期 Date: 3 April 2006

**問卷：會員評鑒制度的實施**  
**Questionnaire: Implementation of the Membership Accreditation Scheme**

1 / 4 / 2006

根據徵詢會員結果，香港董事學會會員評鑑制度於 2005 年生效。在過去一年，我很高興見證會員積極參與董事持續專業進修(CPD)。履行制度的要求於繼續 2006 會籍時反映，大部份已續會的會員申報了已符合於 2005 年所需 CPD 要求。

在首年實行制度後，學會希望得到有關評估制度與行政程序及期望未來方向的會員意見，以助計劃未來。因此本會懇請全體會員參與回覆此問卷。敬請於2006 年 4 月 30 日或之前填妥及擲回問卷。閣下可選不記名方式覆卷。所有回覆資料將因應倫理紀律獲嚴格保密，並僅用於綜合數據作為統計分析。結果將公佈予會員。

有勞閣下參與，覆卷後每位將獲贈優惠心意。

如對問卷有任何問題或意見，歡迎與我們聯絡。閣下的賜覆，將有助香港董事學會創建未來，並強化本會代表您及為您服務的功能，謹此致謝，順祝工作愉快。

In accordance with results of consultation of members, The Hong Kong Institute of Directors Membership Accreditation Scheme became effective in the year 2005. I am pleased to have observed over the past year a heightened interest among our members in the pursuit of Continuing Professional Development ("CPD") for directors. Compliance with the Scheme in the aspect of CPD is reflected in renewal of memberships for 2006, with declaration of the pursuit of the required CPD in 2005 by the vast majority of members who have renewed their membership.

After this initial implementation, the Institute would like to obtain feedback from members regarding evaluation of the Scheme and the administration processes as well as expectations for future developments. This will help the Institute to plan the way forward. I shall be grateful if you would take a moment to complete this questionnaire and reply on or before **30 April 2006**.

You have the option of remaining anonymous on the questionnaire. All information supplied will be treated in strict confidence, in accordance with ethical disciplines, and used only for tabulating results for statistical analyses. Findings will be announced to members.

In appreciation of your kind gesture, a token will be presented upon your response.

If you have any query or special comment on the questionnaire, please feel free to contact us. Thank you very much for your response, which will help in shaping the future of HKIoD and enabling HKIoD to represent and serve you in a better way.

With best regards

香港董事學會行政總裁 徐尉玲

Carlye W L Tsui, Chief Executive Officer, The Hong Kong Institute of Directors




香港銅鑼灣謝斐道 414-424 號中望商業中心 8 樓

8/F, Chinaweal Centre, 414-424 Jaffe Road, Causeway Bay, Hong Kong

電話 Tel: (852) 2889 9986 傳真 Fax: (852) 2889 9982 電郵 E-mail: executive@hkiod.com 網頁 Web-site: www.hkiod.com

**問卷：會員評鑑制度的實施**  
**Questionnaire: Implementation of the Membership Accreditation Scheme**

謝謝參與問卷調查。請以 ✓ 顯示選擇,並請清晰填寫。為保調查正確,問卷影印本將無效。

Thank you for participating in the survey. Please ✓ as applicable and provide legible answers.

To preserve reliability, photocopy of this questionnaire is NOT valid.

**第一部份：您的意見 PART I: Your Views**

1. 您是否知道香港董事學會已實行會員評鑑制度,要求會員履行持續專業進修(CPD),並於每年繼續會籍時申報已履行?  
Are you aware that HKIoD has launched its Membership Accreditation Scheme whereby members are required to pursue CPD (Continuing Professional Development) and declare fulfillment on an annual basis upon renewal of membership?  
(a) 是 Yes ☐ (b) 否 No ☐
2. 您是否知道 CPD 不單指上課培訓,而可以透過很廣闊範圍的活動實行?  
Are you aware that CPD can be pursued through a wide scope of activities, which are not just limited to class-room training courses?  
(a) 是 Yes ☐ (b) 否 No ☐
3. 您是否認同實行 CPD 可以與時並進,有助於增強履行董事職務的知識及才能?  
Do you agree that the pursuit of CPD keeps you up-to-date with regard to enhancing knowledge and skills in fulfilling the role of a company director?  
(a) 是 Yes ☐ (b) 否 No ☐
4. 您認為實行會員評鑑制度履行 CPD 要求對下列哪項有正面價值(可選多項):-  
To which of the following do you think that the implementation of Membership Accreditation System with CPD requirement is of positive value (one or more may be selected):-  
(a) ☐ 會員 Members (d) ☐ 整體經濟 The economy at large  
(b) ☐ 香港董事學會 HKIoD (e) ☐ 政府與規管者 Hong Kong government and regulators  
(c) ☐ 會員的公司 Members' companies (f) ☐ 作為一大國際金融中心的香港  
Hong Kong as a major international financial centre
5. 您是否贊成以自行申報配合抽樣提供詳細資料是實行董事 CPD 要求的合理途徑?  
Do you agree that the self-declaration system complemented by filing of more details upon selection is a reasonable approach for administering CPD fulfillment by members?  
(a) 是 Yes ☐ (b) 否 No ☐ (c) 無意見 Neutral ☐
6. 您對於新的續會表格意見怎樣?  
How did you find the filing of the new membership renewal statement?  
(a) 不難 No problem ☐ (b) 可習慣 Manageable after a while ☐ (c) 難以明白 Difficult to understand ☐  
(d) 其它意見 Other comments:

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7. 在您印象中，您在過去十二個月有參與下列 CPD 活動？(可選多項)  
 To your recollection, in which of the following CPD activities have you engaged over the past 12 months? (One or more may be selected.)
- (1) 「正規CPD」，即指參與培訓課程、活動、專案項目、任務項目等，其主題必需有助於履行董事職責。  
Formal CPD, referring to participation in a training course or an event or a project or a task, on a subject of help to fulfilling director responsibilities.
- |   |                          |  |                          |
|---|--------------------------|--|--------------------------|
| (a) 香港董事學會培訓課程<br>HKIoD training courses  | <input type="checkbox"/> | (b) 香港董事學會演講論壇<br>HKIoD speaker forums   | <input type="checkbox"/> |
| (c) 其它學會培訓課程 Training courses organized by other professional bodies              | <input type="checkbox"/> | (d) 其它學會演講論壇 Speaker forums organized by other professional bodies             | <input type="checkbox"/> |
| (e) 擔任講者<br>Delivery of talks/lectures  | <input type="checkbox"/> | (f) 董事工作：於公司舉行的培訓活動 Director work-based: in-house training                     | <input type="checkbox"/> |
| (g) 董事工作：帶領推行新技巧或規律<br>Director work-based: leading a new technique or discipline | <input type="checkbox"/> | (h) 董事工作：闡述研究結果報告<br>Director work-based: making a presentation after research | <input type="checkbox"/> |
| (i) 董事工作：指導或輔導 Director work-based: coaching or mentoring                         | <input type="checkbox"/> | (j) 服務：參與香港董事學會委員會工作 Service: committee work of HKIoD                          | <input type="checkbox"/> |
| (k) 服務：參與公共服務委員會工作<br>Service: board work in public duties                        | <input type="checkbox"/> | (l) 其它活動 Other activities (請填寫 Please specify)                                 |                          |
- (2) 「非正規CPD」，即指不透過與人即時互動的形式，自學有助董事職責的主題。  
Informal CPD, referring to self-learning involving no human interaction on a subject of help to fulfilling director responsibilities.
- |   |                          |   |                          |
|---|--------------------------|---|--------------------------|
| (a) 透過書籍/視聽資料/電子資料等自學 Knowledge from reading or audio/video materials or e-learning | <input type="checkbox"/> | (b) 編寫文件或文章<br>Authoring a paper or article | <input type="checkbox"/> |
| (c) 其它活動 Other activities(請填寫 Please specify)                                       |                          |   |                          |
8. 在您的印象中，您在過去十二個月的 CPD 活動時間比例如何？  
 To your recollection, what is your ratio of CPD engagement over the past 12 months?
- (a) 正規 Formal CPD \_\_\_\_\_ %      (b) 非正規 Informal CPD \_\_\_\_\_ %
9. 2005 年的 CPD 時數要求是 5。您認為 2006 年的 CPD 時數要求應該：-  
 The CPD time requirement for 2005 was 5. Do you think the CPD time requirement for 2006 should be:-
- |   |                          |                                  |                          |                            |                          |
|---|--------------------------|----------------------------------|--------------------------|----------------------------|--------------------------|
| (a) 可增加至 10 小時<br>Increased to 10 hours | <input type="checkbox"/> | (b) 保持現時數<br>Maintained the same | <input type="checkbox"/> | (c) 無意見<br>Neutral on this | <input type="checkbox"/> |
|---|--------------------------|----------------------------------|--------------------------|----------------------------|--------------------------|
10. 您認為 2006 年的正規 CPD 及非正規 CPD 比例應該是：-  
 What do you think the ratio of Formal CPD to Informal CPD for 2006 should be?
- (a) 正規 Formal CPD \_\_\_\_\_ %      (b) 非正規 Informal CPD \_\_\_\_\_ %      (c) 無特別規定 No specification ☐
11. 您有否特別紀錄您的 CPD 活動，以便向香港董事學會申報？  
 Have you consciously kept a record of your CPD activities for filing to HKIoD?
- (a) 是 Yes ☐      (b) 否 No ☐
12. 如第 11 題的答案為否，請問您會否在本年度開始紀錄您的 CPD 活動？  
 If your answer to Question 11 is "no", would you start to keep a record of your CPD activities in this year?
- (a) 是 Yes ☐      (b) 否 No ☐

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13. 您會在 2006 年積極實行 CPD 活動嗎？  
 Would you actively pursue CPD activities in 2006?  
 (a) 是 Yes ☐ (b) 否 No ☐
14. 您會否鼓勵其他會員積極實行 CPD 活動？  
 Would you encourage your fellow members to actively pursue CPD activities?  
 (a) 是 Yes ☐ (b) 否 No ☐
15. 您會否宣揚香港董事學會的會員評鑑制度是提高董事專業精神及有助董事履行職能之舉？  
 Would you publicize that the Membership Accreditation Scheme of The Hong Kong Institute of Directors is an initiative in promoting professional spirit among directors and benefiting the fulfillment of director's role?  
 (a) 是 Yes ☐ (b) 否 No ☐
16. 如您有期望或其它意見，請提供 Please give your expectations or other comments, if any:-

**第二部份：您的個人及公司背景 PART II: Your Personal & Company Profile**

17. 會員級別 Membership Grade: (a) 資深會員 Fellow ☐ (b) 會員 Member ☐ (c) 附屬會員 Associate ☐
18. 董事年資 Years as director: (a) 0 ☐ (b) 1-3 ☐ (c) 4-10 ☐ (d) 11-20 ☐ (e) >20 ☐
19. 性別 Gender: (a) 女性 Female ☐ (b) 男性 Male ☐
20. 年齡組別 Age group: (a) 18-30 ☐ (b) 31-40 ☐ (c) 41-50 ☐ (d) 51-60 ☐ (e) 61-70 ☐ (f) >70 ☐
21. 本身是否已隸屬專業？ Are you a member of an established profession? (a) 是 Yes ☐ (b) 否 No ☐  
 (c) 如是，請列明專業 If yes, please specify profession:  
 (1)會計師 Accountant ☐ (2)工程師 Engineer ☐ (3)律師 Lawyer ☐ (4)其它 Other: \_\_\_\_\_
22. 所屬主要公司類別 Principal company category:  
 (a) 上市 Listed ☐ (b) 私人 Private ☐ (c) 政府/法定/非牟利 Government/Statutory/NGO ☐  
 (d) 其它 Other: \_\_\_\_\_
23. 所屬主要公司董事人數 No. of Board Members in principal company:  
 (a) <5 ☐ (b) 5-10 ☐ (c) 11-15 ☐ (d) 16-20 ☐ (e) >20 ☐
24. 所屬主要公司僱員人數 No. of employees in principal company:  
 (a) 1-10 ☐ (b) 11-50 ☐ (c) 51-100 ☐ (d) 101-500 ☐ (e) 501-1,000 ☐ (f) >1,000 ☐
25. 姓名(可不記名) Name (optional): \_\_\_\_\_

謝謝回覆這份問卷  
 Thank You for Completing this Questionnaire



**問卷：會員評鑑制度的實施**  
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**認領優惠表格 Token-Claim Form**

謝謝閣下回覆問卷。請按下列方式之一領取優惠：—

1. 請填妥此表格，連同填妥的問卷放進已貼郵票信封內寄回，即可獲郵遞優惠心意。閣下需在認領優惠表格上填寫姓名地址，但此表格與覆卷資料將由香港董事學會分流處理，不作連繫。
2. 另一方法是請派員於辦公時間內交回此不填名的表格，連同填妥的問卷與貼郵信封，即席領取優惠心意。

Thank you for responding to the questionnaire. Please claim your token in one of the following ways:-

1. Please complete and mail this form together with the completed questionnaire in the postage-adhered envelope in exchange for a mailed-back token. While it is necessary to provide your name in the token-claim form, please rest assured that the fulfillment of token-claims by HKIoD will be separately handled from the processing of questionnaire data.
2. Alternatively, please arrange to present by hand at HKIoD this blank form together with the completed questionnaire and the postage-adhered envelope in immediate exchange for a token.

**會員姓名 Member's Name:** \_\_\_\_\_

**地址 Address:** \_\_\_\_\_

**電話 Telephone:** \_\_\_\_\_ **傳真 Fax:** \_\_\_\_\_

**聯絡人（如有別於上述人士） Contact person (if different from above-named):**

\_\_\_\_\_



**辦公時間 Office Hours:**

週一至週五 Monday-Friday 0900-1700 週六 Saturday 0900-1230

香港銅鑼灣謝斐道414-424號中望商業中心8樓● 8/F, Chinaweal Centre, 414-424 Jaffe Road, Causeway Bay, Hong Kong  
電話 Tel: (852) 2889 9986 傳真 Fax: (852) 2889 9982 電郵 E-mail: executive@hkiod.com 網頁 Web-site: www.hkiod.com

Authorized by:

Receipt acknowledgement:

For use by HKIoD office:



問卷結果簡要報告：會員評鑒制度的實施  
A Concise Report on Questionnaire Findings:  
Implementation of the Membership Accreditation Scheme

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問卷結果簡要報告：會員評鑑制度的實施  
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結果概要 Executive Summary of Findings

問卷調查日會員總數 Total No. of Members on Date of Poll: 1,095

回覆者 Respondents: 人數 No. 178 會員人數百分比 % of Membership 16.3%

1. 93.3%覆卷者知道香港董事學會已實行會員評鑑制度，要求會員履行持續專業進修(CPD)，並於每年繼續會籍時申報已履行。  
93.3% of the respondents are aware that HKIoD has launched its Membership Accreditation Scheme whereby members are required to pursue CPD (Continuing Professional Development) and declare fulfillment on an annual basis upon renewal of membership.
2. 91.0%覆卷者知道 CPD 不單指上課培訓，而可以透過很廣闊範圍的活動實行。  
91.0% of the respondents are aware that CPD can be pursued through a wide scope of activities, which are not just limited to class-room training courses.
3. 97.8%覆卷者認同實行 CPD 可以與時並進，有助於增強履行董事職務的知識及才能。  
97.8% of the respondents agree that the pursuit of CPD keeps one up-to-date with regard to enhancing knowledge and skills in fulfilling the role of a company director.
4. 大多數覆卷者認為實行會員評鑑制度履行 CPD 要求對以下各項正面價值:-
  - 會員(78.7%)
  - 香港董事學會(74.2%)
  - 作為一大國際金融中心的香港(64.0%)
  - 會員的公司(59.0%)The majority of the respondents think that the implementation of Membership Accreditation System with CPD requirement is of positive value to the following:-
  - Members (78.7%)
  - HKIoD(74.2%)
  - Hong Kong as a major international financial center (64.0%)
  - Members' companies (59.0%)
5. 79.8%覆卷者贊成以自行申報配合抽樣提供詳細資料是實行董事 CPD 要求的合理途徑。  
79.8% of the respondents agree that the self-declaration system complemented by filing of more details upon selection is a reasonable approach for administering CPD fulfillment by members.
6. 65.2%覆卷者認為新的續會表格不難，而 25.3%覆卷者認為這是可習慣。  
62.5% of the respondents find the filing of the new membership renewal statement not a problem while 25.3% of the respondents find it manageable after a while.
7. 在過去十二個月，大多數覆卷者有參與培訓課程、演講論壇和董事工作等正規 CPD 活動，亦有透過書籍/視聽資料/電子資料等自學，作為非正規 CPD 活動。  
In the past 12 months, the majority of the respondents have engaged in formal CPD activities such as training courses, speaker forums and director work-based learning. Also, they have gained knowledge from reading or audio/video materials or e-learning as Informal CPD activities.

8. 在過去的十二個月，大多數覆卷者參與正規 CPD 活動的時間比例為 40%或以上。  
In the past 12 months, the majority of the respondents have the ratio of 40% or more in Formal CPD engagement.
9. 54.5%答覆者認為 2006 年的 CPD 時數要求應該保持現時數(即 5 小時)，28.7%答覆者認為可增加至 10 小時，16.3%答覆者無意見。  
54.5% of the respondents think the CPD time requirement for 2006 should be maintained the same (that is 5 hours).  
28.7% of the respondents think that it should be increased to 10 hours.  
16.3% of the respondents are neutral on the CPD hours to be set for 2006.
10. 56.2%答覆者認為 2006 年的正規 CPD 所佔的活動時間比例應該是無特別規定，其餘的覆卷者大多數認為參與正規 CPD 活動的時間比例為 40%或以上。  
56.2% of the respondents think that there should be no specification of the proportion of Formal CPD engagement. The majority of the rest thinks that Formal CPD engagement should be of the ratio of 40% or more.
11. 45.5%答覆者有特別紀錄 CPD 活動，以便向香港董事學會申報；其餘的答覆者雖然在去年度沒有特別紀錄 CPD 活動，但當中有 69.1%會在本年度開始紀錄。  
45.5% of the respondents have consciously kept a record of CPD activities for filing to HKIoD. Though the rest of the respondents have not consciously kept a record of CPD activities, 69.1% of them would start to keep a record this year.
12. 90.4%答覆者會在 2006 年積極實行 CPD 活動，亦有 88.8%答覆者會鼓勵其他會員積極實行 CPD 活動。  
90.4% of the respondents would actively pursue CPD activities in 2006 and 88.8% of the respondents would encourage fellow members to actively pursue CPD activities.
13. 92.1%答覆者會宣揚香港董事學會的會員評鑑制度是提高董事專業精神及有助董事履行職能之舉。  
92.1% of the respondents would publicize that the Membership Accreditation Scheme of The Hong Kong Institute of Directors is an initiative in promoting professional spirit among directors and benefiting the fulfillment of director's roles.
14. 覆卷者背景 Demographics of the respondents:-
 

資深會員、會員、附屬會員比例 Ratios of Fellows to Members to Associates	= 56:40:2
大多數董事年資 Majority of director experience in years	= 4-20 years
女性、男性比例 Ratio of Female to Male	= 14.6:85.4
大多數年齡組別 Majority age group	= 41-60
大多數申報屬於某類專業 Majority claim to belong to a profession.	
主要公司類別 Principal company categories:-	
上市公司 Listed company	= 37.1%
私人公司 Private company	= 57.3%
大多數董事會人數 Board size majority	= <10

以上背景分析大致與香港董事學會會員資料庫配合。The above demographics generally match the profile of HKIoD's membership database.

第一部份：您的意見 PART I: Your Views

1. 您是否知道香港董事學會已實行會員評鑑制度，要求會員履行持續專業進修(CPD)，並於每年繼續會籍時申報已履行？

Are you aware that HKIoD has launched its Membership Accreditation Scheme whereby members are required to pursue CPD (Continuing Professional Development) and declare fulfillment on an annual basis upon renewal of membership?

是 Yes	166	93.3%
否 No	12	6.7%

2. 您是否知道 CPD 不單指上課培訓，而可以透過很廣闊範圍的活動實行？

Are you aware that CPD can be pursued through a wide scope of activities, which are not just limited to class-room training courses?

是 Yes	162	91.0%
否 No	16	9.0%

3. 您是否認同實行 CPD 可以與時並進，有助於增強履行董事職務的知識及才能？

Do you agree that the pursuit of CPD keeps you up-to-date with regard to enhancing knowledge and skills in fulfilling the role of a company director?

是 Yes	174	97.8%
否 No	4	2.2%

4. 您認為實行會員評鑑制度履行 CPD 要求對下列哪項有正面價值(可選多項)：-

To which of the following do you think that the implementation of Membership Accreditation System with CPD requirement is of positive value (one or more may be selected):-

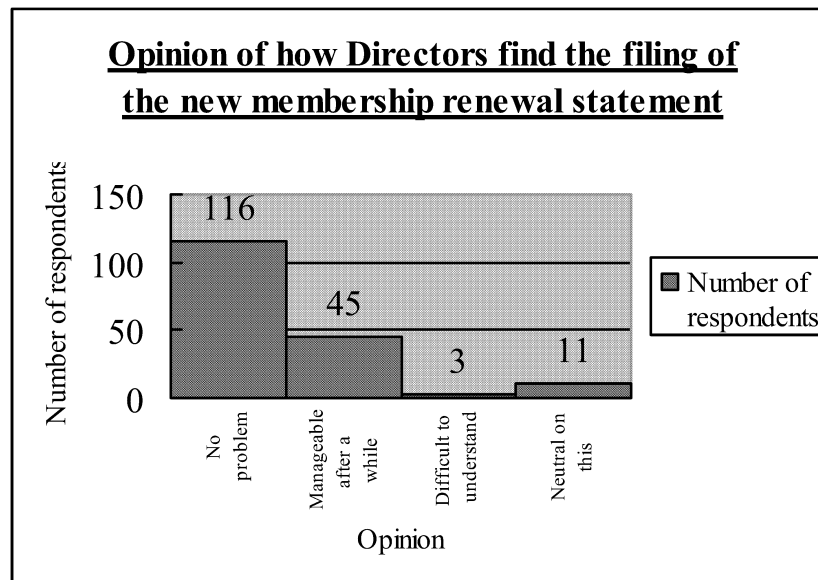
(a) 會員 Members	140	78.7%
(b) 香港董事學會 HKIoD	132	74.2%
(c) 會員的公司 Members' companies	105	59.0%
(d) 整體經濟 The economy at large	63	35.4%
(e) 政府與規管者 Hong Kong government and regulators	76	42.7%
(f) 作為一大國際金融中心的香港 Hong Kong as a major international financial centre	114	64.0%

5. 您是否贊成以自行申報配合抽樣提供詳細資料是實行董事 CPD 要求的合理途徑？  
 Do you agree that the self-declaration system complemented by filing of more details upon selection is a reasonable approach for administering CPD fulfillment by members?

(a) 是 Yes	142	79.8%
(b) 否 No	2	1.1%
(c) 無意見 Neutral	34	19.1%

6. 您對於新的續會表格意見怎樣？  
 How did you find the filing of the new membership renewal statement?

(a) 不難 No problem	116	65.2%
(b) 可習慣 Manageable after a while	45	25.3%
(c) 難以明白 Difficult to understand	3	1.7%
(d) 無意見 Neutral on this	11	6.2%



- (e) 其它意見 Other comments:
- (1) Better to have soft copy version
  - (2) Difficult to keep track of one's CPD. Better allow year-end statement type report to HKIOD.
  - (3) CPD is a waste of time.
  - (4) I think renewal form somehow is too simple.

7. 在您印象中，您在過去十二個月有參與下列 CPD 活動？(可選多項)

To your recollection, in which of the following CPD activities have you engaged over the past 12 months? (One or more may be selected.)

(1) 「正規CPD」，即指參與培訓課程、活動、專案項目、任務項目等，其主題必需有助於履行董事職責。  
Formal CPD, referring to participation in a training course or an event or a project or a task, on a subject of help to fulfilling director responsibilities.

(a) 香港董事學會培訓課程 HKIoD training courses	54	30.3%	(b) 香港董事學會演講論壇 HKIoD speaker forums	38	21.3%
(c) 其它學會培訓課程 Training courses organized by other professional bodies e.g. HKICPA	100	56.2%	(d) 其它學會演講論壇 Speaker forums organized by other professional bodies	63	35.4%
(e) 擔任講者 Delivery of talks/lectures	60	33.7%	(f) 董事工作：於公司舉行的培訓活動 Director work-based: in-house training	48	27.0%
(g) 董事工作：帶領推行新技巧或規律 Director work-based: leading a new technique or discipline	45	25.3%	(h) 董事工作：闡述研究結果報告 Director work-based: making a presentation after research	21	11.8%
(i) 董事工作：指導或輔導 Director work-based: coaching or mentoring	63	35.4%	(j) 服務：參與香港董事學會委員會工作 Service: committee work of HKIoD	19	10.7%
(k) 服務：參與公共服務委員會工作 Service: board work in public duties	56	31.5%	(l) 其它活動 Other activities (1) Chengdu Visit (2) Being "Spokesperson" (3) MBA Course (4) Reviewing projects with clients' board (5) Alumni training from graduated school		

(2) 「非正規CPD」，即指不透過與人即時互動的形式，自學有助董事職責的主題。Informal CPD, referring to self-learning involving no human interaction on a subject of help to fulfilling director responsibilities.

(a) 透過書籍/視聽資料/電子資料等自學 Knowledge from reading or audio/video materials or e-learning	126	70.8%	(b) 編寫文件或文章 Authoring a paper or article	27	15.2%
(c) 其它活動 Other activities (1) Attending Master of Science Corporate Governance Programme (HKBU) (2) High profile appointment (3) Teaching & attending talks (4) Distant learning such as Open University (5) Part-time Master Degree - Corporate Governance & Directorship. Committee work of HK Chamber of Listed Companies. (6) Acting as Council Member of HK Society of Notaries (7) 安排董事學會文憑畢業生聚會 (8) Committee work of other professional bodies (9) Professional Assessor of the Royal Institution of Chartered Surveyors (10) Taking part in Corporate Governance activities organised by in-company training division and Stanford Graduate School of Business					

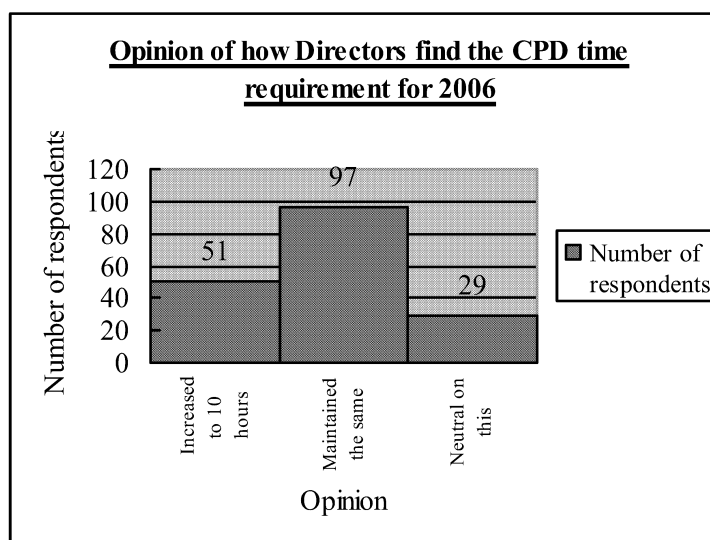
8. 在您的印象中，您在過去十二個月的 CPD 活動時間比例如何？  
 To your recollection, what is your ratio of CPD engagement over the past 12 months?

(正規 CPD 所佔的比例 Proportion of Formal CPD)

(1) 0%	13	7.3%		(7) 60%	9	5.1%
(2) 10%	0	0.0%		(8) 70%	18	10.1%
(3) 20%	15	8.4%		(9) 80%	19	10.7%
(4) 30%	21	11.8%		(10) 90%	12	6.7%
(5) 40%	10	5.6%		(11) 100%	13	7.3%
(6) 50%	21	11.8%		(12) Unanswered	20	11.2%

9. 2005 年的 CPD 時數要求是 5。您認為 2006 年的 CPD 時數要求應該：-  
 The CPD time requirement for 2005 was 5. Do you think the CPD time requirement for 2006 should be:-

(a) 可增加至 10 小時 Increased to 10 hours	51	28.7%
(b) 保持現在時數 Maintained the same	97	54.5%
(c) 無意見 Neutral on this	29	16.3%



10. 您認為 2006 年的正規 CPD 及非正規 CPD 比例應該是：-  
 What do you think the ratio of Formal CPD to Informal CPD for 2006 should be?

(正規 CPD 所佔的比例 Proportion of Formal CPD)

(1) 0%	2	1.1%		(8) 70%	7	3.9%
(2) 10%	1	0.6%		(9) 80%	10	5.6%
(3) 20%	5	2.8%		(10) 90%	0	0.0%
(4) 30%	10	5.6%		(11) 100%	2	1.1%
(5) 40%	4	2.2%		(12) 無特別規定 No Specification	100	56.2%
(6) 50%	20	11.2%				
(7) 60%	8	4.5%		(13) Unanswered	7	3.9%

11. 您有否特別紀錄您的 CPD 活動，以便向香港董事學會申報？

Have you consciously kept a record of your CPD activities for filing to HKIoD?

是 Yes	81	45.5%
否 No	97	54.5%

12. 如第 11 題的答案為否，請問您會否在本年度開始紀錄您的 CPD 活動？

If your answer to Question 11 is "no", would you start to keep a record of your CPD activities in this year?

是 Yes	56	69.1%
否 No	40	49.4%

13. 您會在 2006 年積極實行 CPD 活動嗎？

Would you actively pursue CPD activities in 2006?

是 Yes	161	90.4%
否 No	15	8.4%

14. 您會否鼓勵其他會員積極實行 CPD 活動？

Would you encourage your fellow members to actively pursue CPD activities?

是 Yes	158	88.8%
否 No	18	10.1%

15. 您會否宣揚香港董事學會的會員評鑑制度是提高董事專業精神及有助董事履行職能之舉？

Would you publicize that the Membership Accreditation Scheme of The Hong Kong Institute of Directors is an initiative in promoting professional spirit among directors and benefiting the fulfillment of director's role?

是 Yes	164	92.1%
否 No	11	6.2%

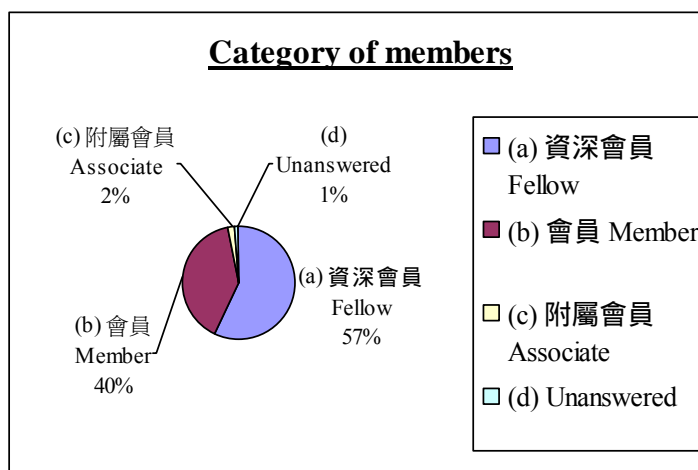
16. 如您有期望或其它意見，請提供 Please give your expectations or other comments, if any:-

- (1) Please keep on promoting the CPD activities.
- (2) Meanwhile, I have received an invitation from a Law Firm in New York to be its "of Consultant". That Law firm is specializing in "Going Public". I would like to see when I will be advanced to "Fellow" Level.
- (3) To introduce a professional designation, such as "Certified Professional Director (CPD)" or "Chartered Director (CD)", after completing certain courses.
- (4) CPD exemptions should be granted to fellows with relevant professional qualifications and over 20 years experience as directors.
- (5) I'd be happy to participate in task group or committee work.

**第二部份：個人及公司背景 PART II: Personal & Company Profile**

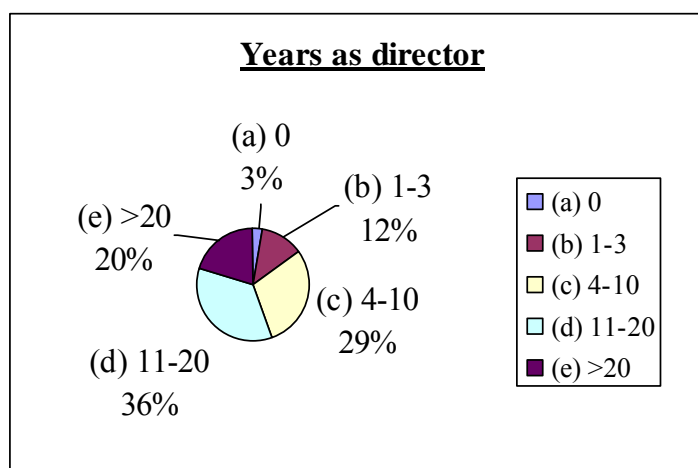
17. 會員級別 Membership Grade :

(a) 資深會員 Fellow	101	56.7%
(b) 會員 Member	72	40.4%
(c) 附屬會員 Associate	3	1.7%
(d) Unanswered	2	1.1%



18. 董事年資 Years as director :

(a) 0	5	2.8%
(b) 1-3	22	12.4%
(c) 4-10	52	29.2%
(d) 11-20	63	35.4%
(e) >20	36	20.2%



19. 性別 Gender :

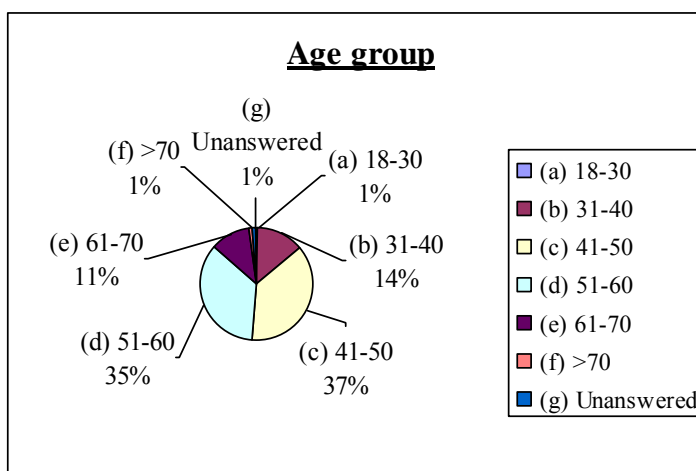
(a) 女性 Female 14.6%

(b) 男性 Male 85.4%



20. 年齡組別 Age group :

(a) 18-30	1	0.6%
(b) 31-40	24	13.5%
(c) 41-50	66	37.1%
(d) 51-60	63	35.4%
(e) 61-70	20	11.2%
(f) >70	2	1.1%
(g) Unanswered	2	1.1%



21. 本身是否已隸屬專業？ Are you a member of an established profession ?

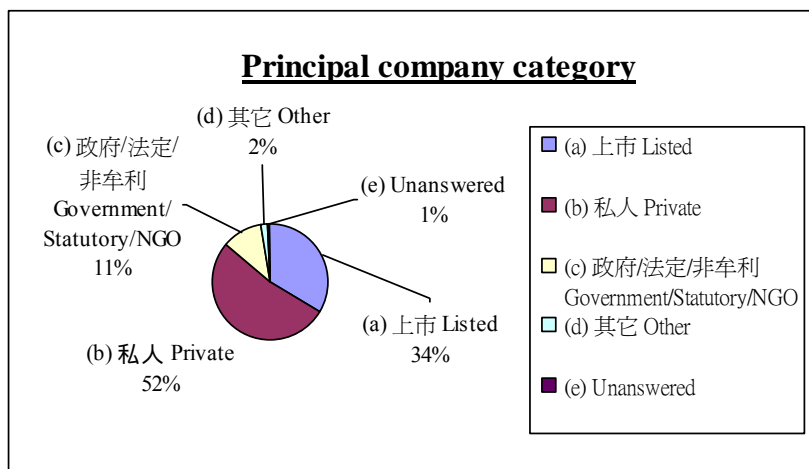
(a) 是 Yes 65.2% (b) 否 No 34.8% (of those who responded)

(c) 如是，請列明專業 If yes, please specify profession :

(1) 會計師 Accountant	52	44.8%
(2) 工程師 Engineer	17	14.7%
(3) 律師 Lawyer	12	10.3%
(5) 其它 Other: e.g. surveyor, banker, doctor, marketer, transport logistics, secretary, conference board, HKSFA, academic, housing, FHKIREA, FHKICM, FIOB, FAIB, financial services, securities dealer, film director, RFP, HKSI, broker, CFA, arbitrator, mediator, certified financial planner, project manager, pharmacist, Notary Public & China Appointed Attesting Officer, architect, member of HKIOD Executive Director of Companies, MBIM	43	37.1%

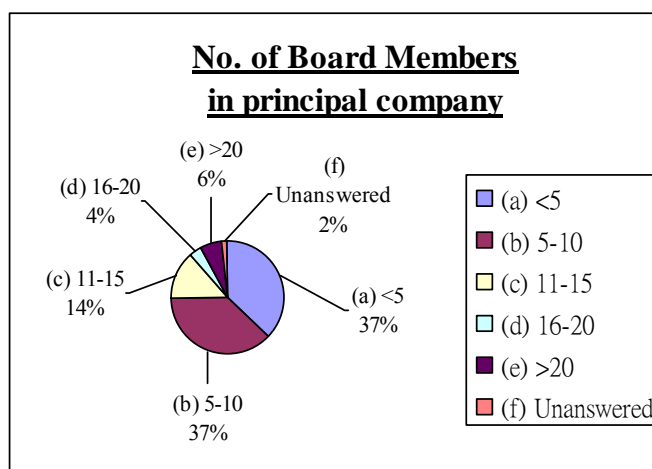
22. 所屬主要公司類別 Principal company category :

(a) 上市 Listed	66	37.1%
(b) 私人 Private	102	57.3%
(c) 政府/法定/非牟利 Government/Statutory/NGO	22	12.4%
(d) 其它 Other e.g. financial services, solicitor, multi-national bank, Committee members of professional bodies	4	2.2%
(e) Unanswered	1	0.6%



23. 所屬主要公司董事人数 No. of Board Members in principal company :

(a) <5	67	37.6%
(b) 5-10	67	37.6%
(c) 11-15	25	14.0%
(d) 16-20	7	3.9%
(e) >20	11	6.2%
(f) Unanswered	3	1.7%



24. 所屬主要公司僱員人數 No. of employees in principal company :

(a) 1-10	24	13.5%
(b) 11-50	36	20.2%
(c) 51-100	21	11.8%
(d) 101-500	48	27.0%
(e) 501-1,000	8	4.5%
(f) >1,000	40	22.5%
(g) Unanswered	2	1.1%

