

2015

SEC CONFERENCE

AN ACCOUNTING & REPORTING UPDATE FOR US LISTED COMPANIES

CPE CREDIT: 16 HOURS ▪ CPD CREDIT: 14 HOURS ▪ CONFERENCE: \$1795/¥11800

June 8–9, 2015

**Four Seasons Hotel Pudong, Shanghai
Shanghai, China**

December 17–18, 2015

**The St. Regis Beijing
Beijing, China**



(Presentation will be in English with simultaneous translation in Mandarin)

ASIA'S PREMIER CONFERENCE FOR FINANCIAL PROFESSIONALS SERVING US LISTED COMPANIES

US regulators, thought leaders from the Big 4 and industry panelists will provide you with a critical update on US financial reporting with special focus on issues that impact Chinese and other Asia-based companies.

AGENDA HIGHLIGHTS

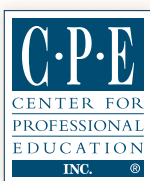
- Accounting regulatory developments, including the SEC case against the Big 4
- Division of Corporation Finance: recent and ongoing developments
- Staff report on *Review of Disclosure Requirements of Regulation S-K*
- Cybersecurity considerations and disclosures
- Reporting company registration statement topics
- Corp Fin comment letter issues
- Internal Control over Financial Reporting (ICFR): current issues and guidance
- Update on SEC enforcement initiatives for Asia-based companies
- FASB/IASB update
- Latest developments on Variable Interest Entities
- China's new foreign investment law
- Current focus of the SEC
- Recent auditing developments
- New Revenue Recognition Standard: implementation considerations
- Corporate governance best practices and the role of the audit committee
- Objectives of the current lease accounting project
- Frequently encountered accounting topics

CONFERENCE CHAIRS

Laura Butler, Partner, US Capital Markets Group, Beijing Office, PwC

Len Jui, Partner and Head of Public Policy and Regulatory Affairs, KPMG-Huazhen

PLUS, PRE- AND POST-CONFERENCE WORKSHOPS



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2015 SEC CONFERENCE

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DAY ONE AGENDA*

Deluxe Continental Breakfast & Registration

8:00 – 8:45 AM

Welcome & Opening Remarks

8:45 – 9:00 AM

Accounting Regulatory Developments

9:00 – 10:00 AM

- SEC case against the Big Four
- Recent case in Hong Kong (Standard Water decision) regarding cross-border access to audit work papers
- PCAOB's continued efforts to gain cross-border access to audit work papers
- Other regulatory developments (e.g., MOF's Provisional Regulations on CPA Practices Carrying out Cross-Border Audit Services)

Break

10:00 – 10:15 AM

SEC Hot Buttons

10:15 AM – 12:00 PM

- Update on recent and ongoing developments in Division of Corporation Finance
 - Staff Report on Review of Disclosure Requirements of Regulation S-K: update on SEC views regarding its disclosure effectiveness initiative
 - JOBS Act update
 - Dodd-Frank rulemaking update
 - Corporation Finance *Financial Reporting Manual* update
- Conflict Minerals update
- Cybersecurity considerations and disclosures
 - Staff guidance
 - Current events and state of disclosure
 - Regulatory developments
- Reporting company registration statement topics
 - Pro forma financial statements
 - Financial statement updating requirements
 - Third party financial statement requirements in Regulation S-X

- Current area of staff focus
 - MD&A
 - Revenue recognition “hot topics” regarding internet/telecom/media companies
 - Critical accounting estimates
 - Known trends and uncertainties
 - Impact on results of operation of acquisitions and other unusual/infrequent events
 - Disclosures regarding goodwill impairment test
 - Risk factors
 - Updating considerations
 - How are the risks determined and assessed in periodic reports?
 - Use/disclosure of performance metrics
 - Emerging growth company disclosure/filing updates
- Non-GAAP presentations
 - Applicable rules and regulations
 - SEC staff comments and guidance
 - Earnings calls and releases
- Enforcement update
 - Financial reporting cases
 - Auditor independence
 - Gatekeepers
- Corp Fin comment letter issues
 - Effects of foreign taxes
 - Segments
 - Goodwill impairment
 - Revenue recognition
 - Business combinations, reverse mergers and spin-offs
 - Stock-based compensation
 - Loss contingencies
 - VIE consolidation model
 - Restatements
 - Valuation/fair value
 - Materiality
- ICFR – Internal Control over Financial Reporting: Current issues and guidance

- Working with the SEC staff
 - Recent developments
 - Disclosure operations review process
 - Resolving comments and outstanding issues
 - WKSI/Reg D waiver requests
- XBRL
 - Compliance with most recent taxonomies
 - Dear CFO letter
 - Interactive data public website
 - Status of SRC exemption initiative
- SEC website resources and guidance

Luncheon

12:00 – 12:45 PM



Update on SEC Enforcement Initiatives for Asia-Based Companies

12:45 – 2:00 PM

- US Enforcement agencies
 - Current SEC landscape
 - Sources of SEC enforcement cases
 - How US establishes jurisdiction
- SEC cross-border enforcement
 - Accounting allegations
 - SEC’s focus on “gatekeepers” and conduct of individuals
 - The Financial Reporting and Audit Task Force
 - Emphasis on “cooperation”
 - Audit committee under review
- Whistleblower update
 - Awards to date and other statistics
 - Who may be a whistleblower?
 - Whistleblower process
 - Importance of whistleblowers

- SEC’s use of data analytics
- Foreign Corrupt Practices Act
- Insider trading
- Practical compliance tips and risk mitigation

Recent Accounting Developments (FASB/IASB Update)

2:00 – 2:45 PM

- FASB/IASB agenda and status of convergence projects
- Recently completed projects and related implementation issues
- Recently issued exposure drafts and other formal projects
- Accounting updates with upcoming effective dates
- Disclosure and conceptual framework projects
- Current SEC views related to IFRS and convergence in the US system

Break

2:45 – 3:00 PM

Latest Developments on Variable Interest Entities

3:00 – 4:15 PM

- China’s new foreign investment law
- What control structures will permit use of VIEs?
- Consequences for VIEs without control structures
- Can VIEs be converted to WFOEs?
- Likely SEC response to VIE reform
- SEC disclosure trends
- Foreign currency restrictions and VIEs
- Income tax accounting for VIEs

Maintaining Ethics, Training Policies & Inspections

4:15 – 5:30 PM

A panel of financial executives from international companies will discuss best practices on how their companies train and monitor their financial professionals in international locations, establish corporate policies, as well as determine the frequency and scope of field inspections. Recent field inspection examples will be shared as well.

Cocktail Reception

5:30 – 6:30 PM

DAY TWO AGENDA*

Deluxe Continental Breakfast

8:15 – 8:45 AM

Welcome & Opening Remarks

8:45 – 9:00 AM

Current Focus of the SEC

9:00 – 9:30 AM

- What is new at Corp Fin, including personnel changes?
- How recent China IPOs impact the SEC staff review of PRC companies, if any
- Commonly seen issues from PRC filings
- Changes in position on selected accounting topics
- IFRS convergence
- Best practice/do's and don'ts

Recent Auditing Developments

9:30 – 10:15 AM

- Purpose of the audit and principle of audit framework for listed companies
- How PCAOB's auditing standards impact the work of issuers
- International and PCAOB's changes to the auditor's report
- PCAOB's changes to related parties auditing standards
- PCAOB's changes on disclosure of the engagement partner and other audit participants
- PCAOB's project on audit quality indicators and other projects

Break

10:15 – 10:30 AM

Preparing for the New Revenue Recognition Standard

10:30 AM – 12:15 PM

- Timeline, objective and scope of the New Standard, including method of adoption
- Walkthrough of the five steps to apply the New Standard
- Transition Resource Group update and hot topics
- Beyond accounting and implementation considerations
- Understanding the new disclosure requirements and transition decisions
- Adoption examples

Luncheon

12:15 – 1:00 PM

Implementation Considerations of the New Revenue Recognition Standard

1:00 – 2:15 PM

- Practical implementation considerations: what you should be doing now
- Establish governance, project management and change management
- Determine the impact of implementation to people, processes and systems
- Review current accounting policies to determine required accounting process changes
- Training and education
- Impact analysis
- Contract reviews



Corporate Governance Best Practices & the Role of the Audit Committee

2:15 – 3:15 PM

Today, shareholders and investors are demanding more from the audit committee to ensure the integrity of a company's financial reporting. In this informative session, a panel of audit committee members from US listed Chinese companies, along with corporate governance experts from the Big 4 and law firms, will discuss their best practices for:

- Developing an effective working relationship between the audit committee and internal financial staff while maintaining their independence
- Fulfilling their fiduciary responsibility to act as a link between management and shareholders
- Increasing the accuracy, transparency and clarity of financial reports
- Handling tough situations with a wealth of examples and real-world solutions to common problems

Break

3:15 – 3:30 PM



Leases: Major Changes on the Horizon

3:30 – 4:15 PM

- Background and objectives of the current lease accounting project
- Current lease classification and problems with the current rules
- Update on lease project timeline

- Current status of tentative decisions reached
 - Lessor/lessee transition
 - Transition for sale and leaseback transactions
 - Built-to-suit transactions
 - Reassessment of variable lease payments
 - Other areas
 - Disclosures
 - Business impacts
- Differences between the current FASB and IASB positions
- Business and operational implications of the current proposals
- Next steps

Frequently Encountered Accounting Topics

4:15 – 5:00 PM

This session will focus on complex and challenging accounting topics that are frequently encountered by accounting professionals of US listed public companies.

Areas of discussion will include:

- Income taxes
- Cash flow statement presentations
- Stock-based compensation

Conference Ends

5:00 PM

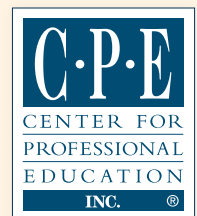
***PLEASE NOTE:** Session times are subject to change. Please call +1-610-328-7086 Ext 1450 for specific agenda details.

LEARNING OBJECTIVE To update financial executives on important US financial reporting topics with a special focus on issues that affect Chinese and other Asia-based companies.

PREREQUISITE None. **ADVANCE PREPARATION** None. **PROGRAM LEVEL** Update.

NASBA FIELD OF STUDY Accounting. **DELIVERY METHOD** Group-Live.

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CONFERENCE SPEAKERS

CONFERENCE CO-CHAIRS

Laura Butler, Partner, US Capital Markets Group, Beijing Office, PwC. Ms. Butler has over 20 years of experience advising companies on US GAAP, IFRS and SEC technical matters in relation to their US IPOs, Private Placements and ongoing registration requirements. She has extensive experience working with telecommunication, technology and media companies in complex areas such as revenue recognition, purchase accounting for acquisitions and consolidation analysis for variable interest entities. Ms. Butler's recent projects have included completion of three US IPOs for Chinese companies in the entertainment and media sector.

Len Jui, Partner and Head of Public Policy and Regulatory Affairs, KPMG-Huazhen. Prior to joining KPMG, Mr. Jui was an Associate Chief Accountant in the Office of the Chief Accountant at the SEC in Washington, D.C. where he focused on areas of international accounting and auditing standards and international audit regulation. At the SEC, he served as the US SEC representative on several working committees of the International Organization of Securities Commission (IOSCO), and worked closely with securities regulators around the world including the Australian Investment and Securities Commission (ASIC), China Securities Regulatory Commission (CSRC), Hong Kong Securities and Futures Commission (HKSF), Japan Financial Services Authority (JFSA) and the European Commission.

SPEAKERS INCLUDE

Jerry Ling, Partner, Jones Day

Allen Lu, Audit Partner, KPMG

Susan Markel, Managing Director, AlixPartners, LLP, former Chief Accountant, Division of Enforcement, SEC

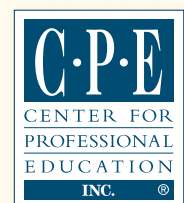
Zach Noling, Senior Manager, PwC

David Sherman, Professor of Accounting, Northeastern University's College of Business Administration, former Academic Fellow, Division of Corporation Finance, SEC

Jessie Wong, Director, KPMG

Jasper Xu, Partner, PwC

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PRE- AND POST-CONFERENCE WORKSHOPS

CPE CREDIT: 8 HOURS ▪ CPD CREDIT: 7 HOURS ▪ WORKSHOP: \$695/¥4500

Shanghai, China

Four Seasons Hotel Pudong, Shanghai

Beijing, China

The St. Regis Beijing

PRE-CONFERENCE WORKSHOPS

Review of Recent US GAAP

June 7, 2015 ▪ CODE: C191FCHA180

December 16, 2015 ▪ CODE: C191LCHA120

This workshop will provide you with an update on the latest rules and regulations affecting US financial accounting and SEC reporting. It is geared specifically toward the informational needs of financial professionals serving US listed companies based in Asia. You will:

- Discover how the latest pronouncements affect your company or clients
- Benefit from an analysis of emerging developments
- Get a sneak preview of where the standard setters are heading

SEC Accounting & Reporting: An Introduction

June 7, 2015 ▪ CODE: C162FCHA180

December 16, 2015 ▪ CODE: C162LCHA120

This workshop is an ideal primer for Asia-based financial professionals who want to understand the inner workings of the SEC. It is also an excellent refresher for the seasoned veteran of US financial reporting. You will:

- Learn why, what and when companies must file reports and documents with the SEC
- Become familiar with the SEC's filing forms and rules
- See examples of filings and disclosures
- Understand the process as well as the reporting requirements for securities offerings
- Learn how to get answers to your questions

Post-Conference Workshops →

Business Combinations & Consolidations

June 10, 2015 ■ CODE: C240FCHA180

December 19, 2015 ■ CODE: C240LCHA120

The rules for business combinations and consolidations are complex. To ensure financial statement compliance, financial professionals must possess a firm grasp of these rules. In this targeted accounting workshop, you will:

- Review accounting and reporting for acquisitions, consolidations and noncontrolling interests
- Learn to recognize and record acquisitions appropriately
- Analyze differences between separable and legal/contractual intangibles and goodwill
- Understand the complex goodwill impairment test and new emphasis on qualitative factors

The New Revenue Recognition Standard: How to Deal with the New Rules & Implementation

June 10, 2015 ■ CODE: C305FCHA180

December 19, 2015 ■ CODE: C305LCHA120

The new Revenue Recognition Standard will dramatically change the way US Listed Asia-based companies recognize revenue by replacing nearly all US GAAP and IFRS revenue recognition rules and introducing a new mandatory 5-Step Process for recognizing revenue. In this workshop, you will learn how to make the required changes to your:

- Key financial measures and ratios and IT systems
- Accounting, sales and contracting processes and internal controls

Risk Management, Internal Controls & COSO's New Framework 2015

June 10, 2015 ■ CODE: C311FCHA180

December 19, 2015 ■ CODE: C311LCHA120

Because of the damaging effects of a number of spectacular, large-scale governance and internal control breakdowns in recent years, risk management is more important now than ever before. In this workshop, you can quickly get up to speed on the latest risk management developments and best practices, including proven success strategies for implementing the New COSO Framework. You'll learn how to:

- Define acceptable levels of risk and the accountant's role in risk management
- Identify fraud and other risk factors
- Strengthen controls, limit risk and prevent fraud
- Utilize financial statements, key performance indicators and common accounting tools to control risk
- Make an effective step-by-step transition to the New COSO Framework
- Handle common COSO implementation challenges

2015 SEC会议：

在美上市公司会计与报告最新进展

CPE学分：16小时 CPD学分：14小时 研讨会费用：1795美元/11800元

会议议程

第一天

欧陆式早餐与注册

8:00 – 8:45 AM

欢迎及开场致辞

8:45 – 9:00 AM

会计监管的最新进展

9:00 – 10:00 AM

- SEC 诉四大案
- 关于跨国提交审计底稿的香港案 (对标准水务公司的判决)
- PCAOB为获得国外审计工作底稿所做的持续努力
- 监管方面的其它进展 (例如：财政部颁布的会计师开展跨境审计服务的暂行规定)

茶歇

10:00 – 10:15 AM

SEC 热点话题

10:15 AM – 12:00 PM

- 公司金融部工作最近完成的和正在开展的工作
 - 工作人员对规则S-K部分对披露要求做出的规定出具的审阅报告: SEC就披露有效性举措出具的最新意见
 - JOBS 法案更新
 - Dodd-Frank 法案规则制定的最新进展
 - 公司金融部财务报告手册更新
- 冲突矿业的最新进展
- 网络安全的考虑和披露
 - 工作人员指引
 - 目前的活动和披露状态
 - 监管的最新进展
- 上市公司注册声明涉及的话题
 - 预估财务报表
 - 财务报告更新要求
 - S-X规定的对第三方财务报表的要求

- 工作人员目前所关注的领域
 - 管理者讨论与分析
 - 有关互联网/电信/媒体公司收入确认的“热点话题”
 - 关键会计预估
 - 已知趋势和不确定性
 - 对收购及其他非寻常/非频繁事件的运营结果的影响
 - 有关商誉减损测试的披露
 - 风险因素
 - 对于最新发展的考虑
 - 对定期报告所涉及的风险如何予以确定和评估?
 - 绩效指标的使用/披露
 - 成长型企业的披露/报告更新
- Non-GAAP 讨论
 - 适用的规章制度
 - SEC 工作人员的意见和指引
 - 盈余电话会议和盈余报告
- 执法的最新动向
 - 财务报告案例
 - 审计师独立性
 - 看门人
- 公司金融部意见函涉及的相关问题
 - 海外税赋影响
 - 细分
 - 商誉减损
 - 收入确认
 - 商业并购、反向收购和拆分
 - 股权报酬
 - 或有损失
 - VIE 合并模型
 - 重报
 - 估值/公允价值
 - 重要性

- ICFR-财务报告内控 – 当前问题和相关指引
- 与SEC工作人员的工作配合
 - 最新进展
 - 披露的评估程序
 - 解决意见函提出的问题和其它未解决的问题
 - WKSI/Reg D 豁免请求
- XBRL
 - 与最新分类法保持一致
 - 致CFO 的信
 - 交互数据公共网站
 - SRC 豁免的当前状况
- SEC网站资源和指引

午餐

12:00 – 12:45 PM



SEC 对亚洲 在美上市公司的最新执法举措

12:45 – 2:00 PM

- 美国执法机构
 - SEC 当前执法格局
 - SEC执法案的来源
 - 美国是如何设立管辖的
- SEC 跨境执法
 - 会计指控
 - SEC对“看门人”和个人行为的关注
 - 财务报告和审计工作组
 - 强调“合作”
 - 接受SEC审查的审计委员会
- 举报人制度的最新进展
 - 至今为止的奖励及其它相关统计数字
 - 谁可能会成为举报人?
 - 举报程序
 - 举报人制度的重要性

- SEC对数据分析的使用
- 海外反腐败法
- 内幕交易
- 有关合规和风险减弱的一些可行建议

会计制度的最新进展 (FASB/IASB 工作更新)

2:00 – 2:45 PM

- FASB/IASB的工作日程以及两个会计准则趋同项目的进展状况
- 最近完成的项目及相关的实施问题
- 最近颁布的征求意见函和开展的其它正式项目
- 即将生效的会计新规定
- 披露和概念框架项目
- 当前SEC对IFRS和其与美国会计准则的趋同的意见与观点

茶歇

2:45 – 3:00 PM

可变利益实体的最新进展

3:00 – 4:15 PM

- 中国新颁布的外国投资法
- 具备什么样的控制架构才可以使用VIE?
- 没有控制架构的可变利益实体会面临什么
- 可否将可变利益实体转化为全外资控股企业?
- SEC 对VIE改革可能做出的反应
- SEC 披露趋势
- 外汇管制与可变利益实体
- 可变利益实体的所得税会计

职业道德的维护、培训政策和检查

4:15 – 5:30 PM

来自不同国际公司的财务高管将组成专家组一同探讨如何对其公司海外财务专业人员给予培训和监督，如何制定相关的公司政策以及确定现场检查的频率和范围。他们也将现场分享一些检查案例。

鸡尾酒招待会

5:30 – 6:30 PM

第二天

欧陆式早餐

8:15 – 8:45 AM

欢迎与开场致词

8:45 – 9:00 AM

SEC当前的工作重点

9:00 – 9:30 AM

- 包括人事变动在内的公司金融部的最新动向
- 最近中国公司在美国的上市对SEC工作人员审核中国上市案的影响是什么（如有）
- 中国大陆公司上市提交报告中常见的问题
- 对一些会计话题的立场改变
- IFRS 与美国会计制度的趋同
- 最佳实践/什么该做什么不该做

审计的最新进展

9:30 – 10:15 AM

- 审计的目的以及上市公司审计框架原则
- PCAOB's 的审计准则对发行人工作产生的影响
- 国际上和 PCAOB对审计报告所做的调整
- PCAOB就关联方审计标准做出的调整
- PCAOB 对项目合伙人和其他审计参与者的披露要求所做的调整
- PCAOB 开展的审计质量指标项目和其他项目

茶歇

10:15 – 10:30 AM

为新的收入确认准则做准备

10:30 AM – 12:15 PM

- 新准则实施的时间线、目标和范围，包括采用的方法
- 新准则应用五步简介
- 过渡期资源组工作更新和热点话题
- 会计和实施之外需要考虑的问题
- 理解新的披露要求和过渡期决定
- 采用新准则的案例

午餐

12:15 – 1:00 PM

实施新的收入确认准则的一些考虑

1:00 – 2:15 PM

- 实施过程的一些实际考虑：你现在应该未雨绸缪的工作
- 设立治理结构，进行项目管理和管理层的更换
- 确定新准则实施对员工、流程和系统带来的影响
- 评估当前的会计政策以确定需要改变的会计程序
- 培训与交易
- 影响分析
- 合同审核



公司治理的最佳实践以及审计委员会的角色

2:15 – 3:15 PM

当今，股东和投资者对审计委员会提出更高的要求以确保公司的财务报告的真实性和准确性。在本段讨论中，在美上市的中国企业的审计委员会成员将同来自四大和律所的公司治理问题方面的专家一起对如下领域的问题进行最佳实践的分享。

- 在审计委员会与公司内部财务人员之间建立有效的工作关系，同时确保其各自的独立性
- 作为管理层和股东的纽带，履行其受托责任
- 增加财务报告的准确度、透明度和清晰度
- 用大量的实例积累的经验处理难解决的局面，同时对常见问题采用现实的解决方案予以解决

马上注册！ +1-610-328-7086 分机 1450

茶歇

3:15 – 3:30 AM



租赁：近期的主要更新

3:30 – 4:15 PM

- 目前开展的租赁会计项目的背景和目标
- 目前的租赁分类和当前规则中的问题
- 租赁项目时间表更新

- 当前达成的暂时决定情况
 - 出租人/承租人过渡
 - 售后回租交易过渡
 - 量身定制的交易
 - 可变租金支付的再次评估
 - 其他领域
 - 披露
 - 业务影响
- 当前FASB 和IASB 立场的区别
- 目前的建议对业务和运营带来的潜在影响
- 接下来的工作

常见会计领域的话题

4:15 – 5:00 PM

在这一环节中我们将针对在美上市公司会计专业人士经常遇到的一些复杂的、有挑战的会计领域的话题进行重点讨论。探讨的内容包括：

- 所得税
- 现金流量表的呈现
- 股权薪酬

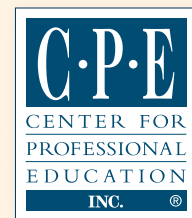
会议结束

5:00 PM

学习目标：就有关美国财务报告的重要话题的新进展向财务高管进行介绍，重点探讨对中国和其他亚洲国家的在美上市企业有重大关联的系列问题。

参加条件：无 预先准备：无 课程级别：知识更新 NASBA 研究领域：会计 传授方式：集体现场教学。

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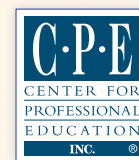
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