



Hong Kong Institute of Certified Public Accountants takes disciplinary action against a firm and a certified public accountant

(HONG KONG, 9 October 2019) A Disciplinary Committee of the Hong Kong Institute of Certified Public Accountants reprimanded Ernst & Young (0422) ("EY") and Mr. Wu Kwok Keung, Andrew, certified public accountant (A01000) (collectively "Respondents") on 29 August 2019 for their failure or neglect to observe, maintain or otherwise apply professional standards issued by the Institute. The Committee also ordered EY and Wu to pay penalties of HK\$350,000 and HK\$100,000 respectively, and jointly pay costs of the disciplinary proceedings in the sum of HK\$184,690.

EY expressed unmodified auditor's opinions on the consolidated financial statements of Moulin Global Eyecare Holdings Limited (formerly known as Moulin International Holdings Limited), a Hong Kong listed company, and its subsidiaries (collectively "Group") for the nine months ended 31 December 2002 and for the year ended 31 December 2003. Wu was the engagement partner of the audits.

In 2005, trading of the Group's shares were suspended and provisional liquidators were appointed for the company after it defaulted on repayment of its bank loans. The liquidators uncovered apparent accounting irregularities and certain senior personnel of the company were arrested. Having considered the available information, the Council of the Institute directed an investigation under the Professional Accountants Ordinance (Cap. 50) be conducted into EY's audit of the Group's financial statements for the year ended 31 December 2003. The investigation was subsequently delayed because the Institute was prevented from obtaining the audit working papers while criminal investigation and legal actions taken by the liquidators were ongoing.

In 2008, the Council considered information revealed in the liquidators' legal actions and expanded the scope of the investigation to cover EY's audit of the Group's financial statements for the nine months ended 31 December 2002. The Council also directed an investigation be undertaken into the conduct of certified public accountants responsible for the preparation of the Group's financial statements during the relevant periods. An Investigation Committee was subsequently formed and investigation work commenced on these certified public accountants as well as the Group's auditors. The departure of audit staff and seizure of certain audit working papers by relevant authorities affected the progress of the investigation of EY.

In November 2017, the Investigation Committee completed the investigation of EY and found that the Respondents would have a case to answer regarding audit deficiencies in the areas of the Group's sales, tax liabilities, and loans and prepayments to third parties.

On the basis of the findings set out in the report of the Investigation Committee, a complaint was lodged against the Respondents under section 42C(1) of the ordinance.

The Respondents admitted the complaint against them. The Disciplinary Committee found that the Respondents failed or neglected to observe, maintain or otherwise apply Statement of Auditing Standards ("SAS") 100 *Objective and General Principles Governing an Audit of Financial Statements*, SAS 230 *Documentation*, and SAS 400 *Audit Evidence*.

Having taken into account the circumstances of the case, the Disciplinary Committee made the above order against the Respondents under section 35(1) of the ordinance.

About HKICPA Disciplinary Process

The Hong Kong Institute of Certified Public Accountants ("HKICPA") enforces the highest professional and ethical standards in the accounting profession. Governed by the Professional Accountants Ordinance (Cap. 50) and the Disciplinary Committee Proceedings Rules, an independent Disciplinary Committee is convened to deal with a complaint referred by Council. If the charges against a member, member practice or registered student are proven, the Committee will make disciplinary orders setting out the sanctions it considers appropriate. Subject to any appeal by the respondent, the order and findings of the Disciplinary Committee will be published.

For more information, please see:

<http://www.hkicpa.org.hk/en/standards-and-regulations/compliance/disciplinary/>

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About HKICPA

The Hong Kong Institute of Certified Public Accountants ("HKICPA") is the statutory body established by the Professional Accountants Ordinance responsible for the professional training, development and regulation of certified public accountants in Hong Kong. The Institute has more than 44,000 members and 17,000 registered students.

Our qualification programme assures the quality of entry into the profession, and we promulgate financial reporting, auditing and ethical standards that safeguard Hong Kong's leadership as an international financial centre.

The CPA designation is a top qualification recognised globally. The Institute is a member of and actively contributes to the work of the Global Accounting Alliance and International Federation of Accountants.

Hong Kong Institute of CPAs' contact information:

Ms Gemma Ho
Public Relations Manager
Phone: 2287-7002
Email: gemmaho@hkicpa.org.hk

Ms Rachel So
Head of Corporate Communications and Member Services
Phone: 2287-7085
Email: rachelso@hkicpa.org.hk



香港會計師公會對一間會計師事務所及一名會計師作出紀律處分

(香港，二零一九年十月九日) 香港會計師公會轄下一紀律委員會，於二零一九年八月二十九日就安永會計師事務所(「安永」，事務所編號：0422)及會計師胡國強先生(會員編號：A01000)(以下統稱「答辯人」)沒有或忽略遵守、維持或以其他方式應用公會頒佈的專業準則，對他們作出譴責。此外，紀律委員會命令安永及胡先生分別須繳付罰款 350,000 港元及 100,000 港元，並須共同繳付紀律程序費用共 184,690 港元。

安永曾就香港上市公司泰興光學集團有限公司及其附屬公司(以下統稱「集團」)截至二零零二年十二月三十一日止九個月期間及二零零三年十二月三十一日止年度的綜合財務報表發表無保留的核數師意見。胡先生是負責該等審計項目的合夥人。

於二零零五年，集團的股票交易暫停。同時，該公司因拖欠銀行貸款須由臨時清盤人接管。臨時清盤人發現集團的會計處理有明顯違規，及後該公司數名高級人員被拘捕。經考慮所得資料後，公會理事會根據香港法例第 50 章《專業會計師條例》指示公會就安永對集團截至二零零三年十二月三十一日止年度財務報表進行的審計展開調查。其時，由於刑事調查及清盤人的法律行動仍在進行中，公會未能取得相關審計工作底稿，而導致延遲相關的調查工作。

於二零零八年，公會理事會經考慮清盤人的法律行動所得的資料後，決定擴大調查範圍至包括安永對集團截至二零零二年十二月三十一日止九個月期間財務報表的審計。理事會亦指示對該上市公司內部負責編製集團該等期間財務報表的會計師的行為展開調查。調查委員會其後成立，並對相關會計師及集團的核數師展開調查。由於審計人員離職及若干審計工作底稿被有關當局扣留，令調查安永的進度受阻。

調查委員會於二零一七年十一月完成對安永的調查，指出答辯人須就集團的銷售、稅務負債、貸款和預付第三方款項的審計缺失作出答辯。

基於調查委員會的報告結果，調查委員會根據《專業會計師條例》第 42C(1)條對答辯人作出投訴。

答辯人承認投訴屬實。紀律委員會裁定答辯人沒有或忽略遵守、維持或以其他方式應用 Statement of Auditing Standards (「SAS」) 100「Objective and General Principles Governing an Audit of Financial Statements」、SAS 230「Documentation」及 SAS 400「Audit Evidence」。

經考慮有關情況後，紀律委員會根據《專業會計師條例》第 35(1)條向答辯人作出上述命令。

香港會計師公會的紀律處分程序

香港會計師公會致力維持會計界的最高專業和道德標準。公會根據香港法例第 50 章《專業會計師條例》及紀律委員會訴訟程序規則，成立獨立的紀律委員會，處理理事會轉介的投訴個案。委員會一旦證明對公會會員、執業會計師事務所會員或註冊學生的檢控屬實，將會作出適當懲處。若答辯人未有提出上訴，紀律委員會的裁判將會向外公佈。

詳情請參閱：

<http://www.hkicpa.org.hk/en/standards-and-regulations/compliance/disciplinary/>

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關於香港會計師公會

香港會計師公會是根據《專業會計師條例》成立的法定機構，負責培訓、發展和監管本港的會計專業。公會會員超過 44,000 名，學生人數逾 17,000。

公會開辦專業資格課程，確保會計師的入職質素，同時頒佈財務報告、審計及專業操守的準則，以鞏固香港作為國際金融中心的領導地位。

CPA 會計師是一個獲國際認可的頂尖專業資格。公會是全球會計聯盟及國際會計師聯合會的成員之一，積極推動國際專業發展。

香港會計師公會聯絡資料：

何玉滢女士

公共關係經理

直線電話：2287-7002

電子郵箱：gemmaho@hkicpa.org.hk

蘇煥娟女士

企業傳訊及會員事務主管

直線電話：2287-7085

電子郵箱：rachelso@hkicpa.org.hk

IN THE MATTER OF

A Complaint made under section 42C(1) of the Professional Accountants Ordinance (Cap. 50) (the “PAO”)

BETWEEN

An Investigation Committee
of the Hong Kong Institute of
Certified Public Accountants

COMPLAINANT

AND

Ernst & Young (0422)
Mr. Wu Kwok Keung, Andrew (A01000)

1st RESPONDENT
2nd RESPONDENT

Before a Disciplinary Committee of the Hong Kong Institute of Certified Public Accountants

Members: Mr. WONG Kit Hin, Peter (Chairman)
Mr. CHU Kin Wing
Mr. LAM Chi Ki
Mr. HO Kam Wing, Richard
Mr. TAM Tak Wah

ORDER AND REASONS FOR DECISION

1. This is a complaint made by an Investigation Committee of the Hong Kong Institute of Certified Public Accountants (the “**Institute**”) against Ernst & Young, a firm of certified public accountants (the “**1st Respondent**”) and Mr. Wu Kwok Keung, Andrew, a certified public accountant (the “**2nd Respondent**”) (collectively the “**Respondents**”).
2. The particulars of the Complaint as set out in a letter from the Investigation Committee to the Acting Registrar of the Institute dated 14 February 2019 (the “**Complaint**”) are as follows:

BACKGROUND

- (1) Under the direction of the Council of the Institute, an Investigation Committee (the “IC”) was constituted to investigate the conduct of CPAs involved in the audits of the financial statements of **Moulin Global Eyecare Holdings Limited (formerly known as Moulin International Holdings Limited) (“Moulin”)** for the periods ended 31 December 2002 and 2003.
- (2) The IC was directed to inform the Council as to whether any CPAs involved in the audits of the financial statements of Moulin for the relevant periods would have a case to answer in respect of a complaint under section 34(1)(a) of the PAO.
- (3) On 30 November 2017, the IC issued a report of its findings (“**Report**”) in relation to the audits of the financial statements of Moulin and its subsidiaries (“**Group**”) for the periods ended 31 December 2002 and 2003 by Ernst & Young (“**EY**”).
- (4) **Mr. Wu Kwok Keung, Andrew was the engagement partner responsible for issuing the auditor’s reports for both audits.**
- (5) The IC considered that in the 2002 and 2003 audits, the Respondents failed to apply the relevant Statements of Auditing Standards (“**SAS**”) in respect of the following key audit areas:
 - (a) Sales to North American customers;
 - (b) Tax indemnity from the PRC subcontractor; and
 - (c) Other loans and prepayments.
- (6) As such, the IC concluded that the Respondents would have a case to answer to a complaint under section 34(1)(a)(vi) of the PAO.

RELEVANT PROFESSIONAL STANDARDS

- (7) **SAS 100 “Objective and General Principles Governing an Audit of Financial Statements” (Revised February 2002)**

“9. Auditors should plan and perform an audit with an attitude of professional skepticism recognizing that circumstances may exist which cause the financial statements to be materially misstated. (SAS 100.4)”
- (8) **SAS 230 “Documentation” (Issued January 1997)**

“2. Auditors should document matters which are important in providing evidence to support the audit opinion. (SAS 230.1)”

“5. Auditors should prepare working papers which are sufficiently complete and detailed to provide an overall understanding of the audit to another experienced auditor. (SAS 230.2)”

(9) **SAS 400 “Audit Evidence” (Issued January 1997)**

“2. The auditor should obtain sufficient appropriate audit evidence to be able to draw reasonable conclusions on which to base the audit opinion (SAS 400.1)”

“10. When obtaining audit evidence from tests of control, the auditors should consider the sufficiency and appropriateness of the audit evidence to support the assessed level of control risk (SAS 400.2)”

COMPLAINTS

- (10) Complaint 1: Section 34(1)(a)(vi) of the PAO applies to the Respondents in that they failed or neglected to observe, maintain or otherwise apply professional standard(s) regarding the audit of sales to North American customers in the 2002 and 2003 audits.
- (11) Complaint 2: Section 34(1)(a)(vi) of the PAO applies to the Respondents in that they failed or neglected to observe, maintain or otherwise apply professional standard(s) regarding the audit of tax indemnity from the PRC subcontractor in the 2002 and 2003 audits.
- (12) Complaint 3: Section 34(1)(a)(vi) of the PAO applies to the Respondents in that they failed or neglected to observe, maintain or otherwise apply professional standard(s) regarding the audit of other loans and prepayments in the 2002 and 2003 audits.

SUMMARY OF PRINCIPAL ISSUES

Complaint 1

- (13) The audit working papers indicated that the four North American customers were the largest customers with aggregate sales representing 28% of the Group’s total sales for both 2002 and 2003.
- (14) Despite the significance of North American sales to the Group, the Respondents did not obtain sufficient appropriate evidence to enable them to conclude on the completeness and appropriateness of the accounts in the 2002 and 2003 financial statements.
- (15) As documented in the 2002 audit working papers, the objective of sales testing was to ensure that sales transactions are properly recorded, authorized and accounted for during the year. However, the auditors hadn’t verified customers’ receipts of goods in the Sales System

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working papers, which was documented as a selected audit procedure. Instead, the auditors involved its internal IT team to perform the stock movement test and checked to the delivery evidence to substitute the checking of customers' receipt of goods, which was not sufficient.

- (16) In the 2003 audit, the sales transaction test on the North American customers was insufficient. The procedures designed by the auditor to check postings to the general ledger and the associated sales receipts and cost of sales to the respective accounts were incomplete.
- (17) In both 2002 and 2003 audits, the sales system analysis and test of controls narratives showed no evidence of the auditor's understanding of the reasons for the North American sales to be accounted for using a different invoice sequencing than the Group's other sales. There was also no clear documentation as to how the auditors resolved the different sales invoice sequences.
- (18) The issues identified in paragraphs (15) and (16) above reflect non-compliance with paragraphs 2 and 10 of SAS 400 during the 2002 and 2003 audits.
- (19) Even if the Respondents have conducted the audit procedures that the IC considers lacking, the Respondents did not comply with paragraphs 2 and 5 of SAS 230 in preparing sufficient appropriate documentation to enable another independent experienced auditor to have an overall understanding of the work carried out on the sales to North American customers.
- (20) As SAS 230 and SAS 400 are professional standards referred to in the PAO, section 34(1)(a)(vi) of the PAO applies to the Respondents in this respect.

Complaint 2

- (21) The Group had a tax indemnity agreement under which taxes incurred by the Group from certain PRC operations were to be borne by the PRC subcontractor.
- (22) Audit documentation shows that the PRC tax expenses covered by the indemnity agreement were material to the 2002 and 2003 financial statements. The Group did not make any provisions for such PRC tax expenses nor disclose the under-provisions as contingent liabilities in the 2002 and 2003 financial statements.
- (23) The tax indemnity agreement represented only a contractual agreement between two parties but did not eliminate the Group's tax obligations arising from its PRC operations.

- (24) In addition, given the assets and liabilities of the PRC operations were consolidated into the Group's financial statements, the non-recognition of the associated PRC tax liabilities poses an inconsistent accounting treatment.
- (25) The working papers included internal correspondence indicating EY tax department's concerns that the Group would be legally liable for the PRC tax expenses. In the event that the PRC subcontractor failed to make payment, the PRC tax authority may eventually require the Group to pay all taxes owed. There is insufficient documentation in the working papers to explain how this situation was resolved and to support that the tax liability was considered so remote that disclosure of a contingent liability was not necessary under the prevailing accounting standard, namely paragraphs 29 and 86 of SSAP 28 "*Provisions, Contingent Liabilities and Contingent Assets*".
- (26) Although the Respondents claimed that the concerns of its tax department had been resolved during the tax review process and they no longer existed at the conclusion of the audit, the working papers did not show documentation on how these concerns had been addressed.
- (27) There was insufficient documentation supporting EY's conclusion that such PRC tax expenses did not represent obligations arising from the Group's operations which require provision as tax liabilities or disclosure as contingent liabilities.
- (28) As such, the Respondents failed to comply with paragraphs 2 and 5 of SAS 230.
- (29) As SAS 230 is a professional standard referred to in the PAO, section 34(1)(a)(vi) of the PAO applies to the Respondents in this respect.

Complaint 3

- (30) The Group had significant loans and prepayments to third parties even though its core business activities did not involve money-lending. A director of the Company had indemnified the Group from any losses arising from such loans.
- (31) It is a fundamental principle that an auditor should plan and perform an audit with an attitude of professional skepticism recognizing that circumstances may exist which cause the financial statements to be materially misstated.
- (32) This attitude of professional skepticism entails the auditor making critical assessments, with a questioning mind, of the validity and reasonableness of the evidence obtained and being alerted to suspicious and unusual transactions when drawing conclusions from audit observations.

- (33) In view of the materiality of the loans and the fact that they were not part of the Group's core business, it is expected that the auditor would make critical assessment of the loans by determining the rationale and reasonableness of the loan transactions.
- (34) The 2002 and 2003 audit working papers did not contain any documentation which explains the criteria, purpose and rationale for the loans to third parties. The documentation also did not explain the rationale for the director to indemnify such loans. There is no evidence in the working papers showing the auditor's critical assessment of the loans.
- (35) On the above basis, the Respondents failed to comply with paragraph 9 of SAS 100 and paragraphs 2 and 5 of SAS 230.
- (36) As SAS 100 and SAS 230 are professional standards referred to in the PAO, section 34(1)(a)(vi) of the PAO applies to the Respondents in this respect.

THE PROCEEDINGS

3. By letters signed by the parties dated 4 April 2019, the Respondents admitted the Complaint against them, and the parties requested that the steps set out in paragraphs 17 to 30 of the Disciplinary Committee Proceedings Rules ("DCPR") be dispensed with.
4. The Disciplinary Committee agreed with the parties' request to dispense with the steps set out in Rules 17 to 30 of the DCPR in light of the admission made by the Respondents, and directed the parties to make written submissions on sanctions and costs.
5. The Complainant made submissions on sanctions and costs by letter dated 17 June 2019.
6. The 1st Respondent and the 2nd Respondent made submissions on sanctions and costs by letters dated 18 June 2019 and 17 June 2019 respectively.
7. In considering the proper order to be made in this case, the Disciplinary Committee has had regard to all the aforesaid matters, including the particulars in support of the Complaint, the Respondents' personal circumstances, and the conduct of the Complainant and the Respondents throughout the proceedings.

SANCTIONS AND COSTS

8. The Disciplinary Committee ORDERS that:-
- (a) the Respondents be reprimanded under section 35(1)(b) of the PAO;
 - (b) the 1st Respondent do pay a penalty of HK\$350,000 under section 35(1)(c) of the PAO;
 - (c) the 2nd Respondent do pay a penalty of HK\$100,000 under section 35(1)(c) of the PAO; and
 - (d) the Respondents do jointly and severally pay the costs and expenses of and incidental to the proceedings in the sum of HK\$184,690 under section 35(1)(iii) of the PAO.

Dated the 29th day of August 2019

Mr. WONG Kit Hin, Peter
(Chairman)

Mr. CHU Kin Wing
(Member)

Mr. HO Kam Wing, Richard
(Member)

Mr. LAM Chi Ki
(Member)

Mr. TAM Tak Wah
(Member)