



Hong Kong Institute of  
Certified Public Accountants  
香港會計師公會

## Hong Kong Institute of Certified Public Accountants takes disciplinary action against a certified public accountant (practising) and a corporate practice

(HONG KONG, 12 October 2020) A Disciplinary Committee of the Hong Kong Institute of Certified Public Accountants reprimanded Ms. Wong On Yee, certified public accountant (practising) (A21296) and CWC CPA Limited (M0432) (collectively “Respondents”) on 24 August 2020 for their failure or neglect to observe, maintain or otherwise apply professional standards issued by the Institute. The Committee ordered that the practising certificate of Wong be cancelled, with no issuance of practising certificate to her for 12 months, effective from 5 October 2020. Further, the Committee ordered Wong and CWC to jointly pay a penalty of HK\$200,000 and costs of the Institute of HK\$73,428.

CWC was the auditor of W. Falcon Asset Management (Asia) Limited (“Company”), a licensed corporation under the Securities and Futures Ordinance (Cap. 571) providing investment dealing and advisory services, for each of the three years ended 31 March 2015 to 2017. CWC expressed unmodified auditor’s opinions on the Company’s financial statements for each of the three years. CWC also issued compliance reports on the Company for each of the three years for the Company’s submission to the Securities and Futures Commission (“SFC”) and expressed unqualified conclusions. Wong was the engagement director in those audit and compliance reporting engagements.

In July 2017, the SFC issued a restriction notice to prohibit the Company from carrying on any regulated activities, and later in February 2019 the SFC revoked the Company’s licence and disciplined the Company. In the course of the SFC’s investigations, it was found that the Company had window-dressed the liquid capital reported in its monthly financial returns, in that certain personal cheques issued by one of the Company’s directors in favour of the Company were dishonoured on the first business day after the end of the month. The SFC referred the matter to the Institute concerning the conduct of the Company’s auditor.

The Institute’s investigation discovered a number of deficiencies. In the 2016 and 2017 audits, the Respondents were found to have failed to perform sufficient appropriate audit procedures in respect of the dishonoured cheques at the beginning of various months, and failed to document a purported enquiry with management concerning the issue. Also, in respect of a bank account balance where the ledger amount varied significantly from the bank confirmation amount, the Respondents failed to evaluate the implications of such a variance on the financial statements, and failed to document the associated reconciliation. Further, in the 2015 and 2016 auditor’s reports, the Respondents failed to state the name of Wong as the engagement director and her practising certificate number.

In the 2015 to 2017 compliance reporting engagements, the Respondents failed to plan and perform procedures on the Company’s compliance with the regulatory requirements

concerning the sufficiency of liquid capital, and failed to issue qualified conclusions for the years 2016 and 2017 in view of the circumstances surrounding the dishonoured cheques. Also, the Respondents failed to plan and perform sufficient procedures on the Company's control over client monies held and its compliance with the relevant regulatory requirements. Further, the Respondents made an incorrect statement in the 2016 and 2017 reports about the Company being subject to a limiting condition to hold client assets, when in fact such a condition was removed in June 2015.

After considering the information available, the Institute lodged a complaint under sections 34(1)(a)(vi), (viii) and (ix) of the Professional Accountants Ordinance (Cap 50).

The Respondents admitted the complaint against them. The Disciplinary Committee found as follows:

- (i) For the 2016 and 2017 audits, the Respondents failed or neglected to observe, maintain or otherwise apply the following professional standards:
  - Hong Kong Standard on Auditing ("HKSA") 200 *Overall Objectives of the Independent Auditor and the Conduct of an Audit in Accordance with Hong Kong Standards on Auditing*;
  - HKSA 230 *Audit Documentation*;
  - HKSA 500 *Audit Evidence*; and
  - HKSA 560 *Subsequent Events*.
- (ii) For the 2015 to 2017 compliance reporting engagements, the Respondents failed or neglected to observe, maintain or otherwise apply Hong Kong Standard on Assurance Engagements 3000 *Assurance Engagements Other than Audits or Reviews of Historical Financial Information*.
- (iii) For the 2015 and 2016 audits, the Respondents refused or neglected to comply with the Corporate Practices (Registration) Rules.
- (iv) In view of the multiple non-compliances in the audit and compliance reporting engagements, the Respondents have been guilty of professional misconduct.

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 over 46,000 members and 18,000 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](mailto:gemmaho@hkicpa.org.hk)

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



## 香港會計師公會對一名執業會計師及一間執業法團作出紀律處分

(香港，二零二零年十月十二日) 香港會計師公會轄下紀律委員會，於二零二零年八月二十四日就執業會計師黃安宜女士(會員編號：A21296)及張黃會計師事務所有限公司(執業法團編號：M0432)(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，對他們予以譴責。紀律委員會命令由二零二零年十月五日起吊銷黃女士的執業證書，並在 12 個月內不向她另發執業證書。此外，紀律委員會命令黃女士及張黃會計師事務所須共同繳付罰款 200,000 港元及公會費用 73,428 港元。

張黃會計師事務所曾是年興行資產管理(亞洲)有限公司(「該公司」)截至二零一五至二零一七年三月三十一日止三個年度各年的核數師，該公司是香港法例第 571 章《證券及期貨條例》的持牌法團並經營投資交易及諮詢業務。張黃會計師事務所就該公司上述三個年度的財務報表發表無保留的核數師意見，並就該公司上述三個年度發出無保留結論的合規報告，以提交予證券及期貨事務監察委員會(「證監會」)。黃女士乃負責該等審計及合規報告項目的執業董事。

於二零一七年七月，證監會向該公司發出限制通知書以禁止其進行任何受規管活動，其後於二零一九年二月證監會撤銷該公司的牌照並對其作出懲處。證監會的調查發現該公司其中一位董事向該公司發出了多張個人支票，而該等支票均在月末後第一個工作天無法兌現，藉此粉飾該公司在每月財務申報表申報的速動資金。證監會就該公司核數師的行為轉介予公會跟進。

公會經調查發現，審計及合規報告項目中有若干不足之處。在二零一六及二零一七年的審計中，答辯人沒有就上述於各月月初無法兌現的支票進行充分及適當的審計程序，亦沒有為聲稱曾就該情況向管理層作出的查詢編備紀錄。此外，就分類帳上顯示的一個銀行帳戶結餘與銀行詢證函的金額存有重大差異的情況，答辯人沒有評估該差額對財務報表的影響，也沒有就有關對帳編備紀錄。另外，答辯人並沒有在二零一五及二零一六年的核數師報告內，註明黃女士為執業董事及她的執業證書編號。

在二零一五至二零一七年的合規報告項目中，答辯人沒有就該公司在有關速動資金的充裕性方面有否遵從監管要求而計劃和執执行程序，以及沒有在該等支票無法兌現的情況下而對二零一六及二零一七年發出有保留的結論。此外，答辯人沒有就該公司監控客戶款項及有否遵從相關監管要求方面計劃及執行充分程序。另外，答辯人在二零一六及二零一七年的報告作出了不正確陳述，聲稱該公司在處理客戶資產方面受到條件限制，而事實上該限制已於二零一五年六月被撤消。

公會考慮所得資料後，根據香港法例第 50 章《專業會計師條例》第 34(1)(a)(vi)、(viii)及 (ix)條作出投訴。

答辯人承認投訴屬實。紀律委員會裁定：

- (i) 就二零一六及二零一七年的審計，答辯人沒有或忽略遵守、維持或以其他方式應用以下專業準則：
- Hong Kong Standard on Auditing (「HKSA」) 200 「Overall Objectives of the Independent Auditor and the Conduct of an Audit in Accordance with Hong Kong Standards on Auditing」；
  - HKSA 230 「Audit Documentation」；
  - HKSA 500 「Audit Evidence」；及
  - HKSA 560 「Subsequent Events」。
- (ii) 就二零一五至二零一七年的合規報告項目，答辯人沒有或忽略遵守、維持或以其他方式應用 Hong Kong Standard on Assurance Engagements 3000 「Assurance Engagements Other than Audits or Reviews of Historical Financial Information」。
- (iii) 就二零一五及二零一六年的審計，答辯人拒絕遵從或忽略遵從「Corporate Practices (Registration) Rules」。
- (iv) 由於該等審計及合規報告項目涉及多項違規，答辯人犯有專業上的失當行為。

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、發展和監管香港的會計專業。公會會員逾 46,000 名，學生人數逾 18,000。

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：**

何玉淳女士

公共關係經理

直線電話：2287-7002

電子郵箱：[gemmaho@hki CPA.org.hk](mailto:gemmaho@hki CPA.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@hki CPA.org.hk](mailto:rachelso@hki CPA.org.hk)

IN THE MATTER OF

A Complaint made under section 34(1A) of the Professional Accountants Ordinance (Cap. 50) (the “**PAO**”)

BETWEEN

The Registrar of the Hong Kong Institute  
of Certified Public Accountants

COMPLAINANT

AND

Wong On Yee (A21296)

1<sup>st</sup> RESPONDENT

CWC CPA Limited (M0432)

2<sup>nd</sup> RESPONDENT

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

Members: Mr. WONG Kit Hin, Peter (Chairman)  
Ms. HO Man Kay, Angela  
Dr. CHAN Fung Cheung, Wilson  
Ms. TANG Yuen Yee, Loren Gertrud  
Mr. SO Kwok Kay

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**ORDER AND REASONS FOR DECISION**

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1. This is a complaint made by the Registrar (the “**Complainant**”) of the Hong Kong Institute of Certified Public Accountants (the “**Institute**”) against Wong On Yee, a practising certified public accountant (the “**1<sup>st</sup> Respondent**”) and CWC CPA Limited, a corporate practice (the “**2<sup>nd</sup> Respondent**”) (collectively the “**Respondents**”).
2. The particulars of the Complaint as set out in a letter from the Registrar to the Council of the Institute dated 11 March 2020 (the “**Complaint**”) are as follows:

## BACKGROUND

- (1) W. Falcon Asset Management (Asia) Limited (“**Company**”) was a licensed corporation under Hong Kong Securities and Futures Ordinance (“**SFO**”) to carry on regulated activities from June 2014 to July 2017. The principal activities of the Company were provision of investment dealing and advisory services.
- (2) In July 2017, the Securities and Futures Commission (“**SFC**”) issued a restriction notice to prohibit the Company from carrying on any regulated activities. Following an investigation, SFC revoked the licence of the Company in February 2019 and issued a Statement of Disciplinary Action against the Company (“**Statement**”).
- (3) According to the Statement, the SFC found that the Company window-dressed its liquid capital reported in its monthly financial returns. It was found that certain personal cheques the Company received from a director of the Company were dishonoured on the first business day after the end of the month. The SFC pointed out that, had the amounts of these cheques been excluded from the bank balances, the Company would have had a liquid capital deficit at the time of its licence application and a liquid capital deficit for each of those dates for 3 years from June 2014. As a result, they would have been denied a licence to carry on regulated activities.
- (4) The 2<sup>nd</sup> Respondent was the auditor of the Company for the years ended 31 March 2015, 2016 and 2017. The 2<sup>nd</sup> Respondent also issued compliance reports (“**Compliance Reports**”) for these years for the Company’s submission to the SFC. The 1<sup>st</sup> Respondent was the engagement director responsible for the annual audits and compliance reporting for the three years.
- (5) In their auditor’s reports, the 2<sup>nd</sup> Respondent stated that they conducted the audits in accordance with Hong Kong Standards on Auditing (“**HKSA**”) and with reference to Practice Note 820 (Revised) *The Audit of Licensed Corporations and Associated Entities of Intermediaries* (“**PN 820**”). The 2<sup>nd</sup> Respondent expressed a true and fair view on the state of affairs of the Company as at the year-end dates of the relevant years and on its loss and cash flows for the years then ended.
- (6) In the Compliance Reports, the 2<sup>nd</sup> Respondent stated that they conducted their engagement in accordance with Hong Kong Standard on Assurance Engagements 3000 *Assurance Engagements Other than Audits or Reviews of Historical Financial Information* (“**HKSAE 3000**”) and with reference to PN 820. They stated that, inter alia, the Company was subject to the licensing condition that it should not hold client assets and they were not aware of any instances where the Company had contravened the Securities and Futures (Financial Resources) Rules (“**FRR**”).



## COMPLAINTS

- (7) Complaint 1: Section 34(1)(a)(vi) of the PAO applies to the 1<sup>st</sup> Respondent and the 2<sup>nd</sup> Respondent (by virtue of section 34(1AA)) in that they have failed or neglected to observe, maintain or otherwise apply professional standards in their audits of the Company's 2016 and 2017 financial statements.
- (8) Complaint 2: Section 34(1)(a)(vi) of the PAO applies to the 1<sup>st</sup> Respondent and the 2<sup>nd</sup> Respondent (by virtue of section 34(1AA)) in that they have failed or neglected to observe, maintain or otherwise apply a professional standard in their compliance reporting for 2015, 2016 and 2017.
- (9) Complaint 3: Section 34(1)(a)(ix) of the PAO applies to the 1<sup>st</sup> Respondent and the 2<sup>nd</sup> Respondent (by virtue of section 34(1AA)) in that they had refused or neglected to comply with the provision of rule 8 of the Corporate Practices (Registration) Rules ("CPRR") for their failure to state the name of the practising director responsible for the audits and her practising certificate number in the auditor's reports on the 2015 and 2016 financial statements.
- (10) Complaint 4: Section 34(1)(a)(viii) of the PAO applies to the 1<sup>st</sup> Respondent and the 2<sup>nd</sup> Respondent (by virtue of section 34(1AA)) in that they have been guilty of professional misconduct due to the multiple non-compliances identified in the audits and compliance reporting.

## FACTS AND CIRCUMSTANCES IN SUPPORT OF THE COMPLAINTS

### Complaint 1

#### A. Dishonoured cheques

- (11) The Respondents' audit working papers recorded that the bank balances as of 31 March 2016 and 2017 had been checked against the Company's ledger, bank statements and bank confirmations obtained from banks.
- (12) In their subsequent events review, which included reviewing the Company's cash and bank balances after the year-end dates, the Respondents documented that the Company's bank statements subsequent to the year-end dates had been reviewed and no unusual fund transfers or signs of significant events were identified.
- (13) As recorded in the bank passbook / bank statements of the Company, there were cheques which had been deposited before the year-end dates in 2016 and 2017, and dishonoured on the first business day after the year-end dates, and they are summarised below:-

<u>Date</u>	<u>Description</u>	<u>Amount (HK\$)</u>
<u>Dah Sing Bank Saving A/C no. 7470217667</u>		
31-3-2016	NCQ (No Book Deposit Cheque)	3,425,000.00
1-4-2016	NRQ (No Book Returned Cheque)	(3,425,000.00)
<u>Dah Sing Bank Current A/C no. 74-301-8019-4</u>		
31-3-2017	Dep clearing cheque	44,056.83
31-3-2017	Dep clearing cheque	500,000.00
31-3-2017	Dep clearing cheque	3,430,000.00
3-4-2017	Returned cheque debit	(44,056.83)
3-4-2017	Returned cheque debit	(500,000.00)
3-4-2017	Returned cheque debit	(3,430,000.00)

- (14) Had the above dishonoured cheques been excluded from the Company's year-end bank balances in the financial statements, the bank balances would be significantly reduced:

	<u>Amount (HK\$)</u>
<b>As at 31 March 2016</b>	
Reported cash and bank balances	4,537,688.29
Less: Cheque returned	(3,425,000.00)
<b>Bank balance excluding the returned cheque</b>	<b><u>1,112,688.29</u></b>
<b>As at 31 March 2017</b>	
Reported cash and bank balances	3,514,428.00
Less: Cheques returned	(44,056.83)
	(500,000.00)
	(3,430,000.00)
<b>Bank balance (overdraft) excluding the returned cheques</b>	<b><u>(459,628.83)</u></b>

- (15) In addition to the above instances, there was also a pattern of unusual transactions before and after March 2016 and March 2017. In 2016, there were multiple depositing and returning of the same amount of HK\$3,425,000 as at and subsequent to the month-end dates in January, February, April, May and June 2016. In 2017, substantial amounts were also deposited at the month-end and then returned (dishonoured) at the beginning of next month. This occurred in the month-end of January, February and May 2017.
- (16) The Respondents sought to defend their audit work by claiming to have carried out of bank statement reviews but not discovering any other dishonoured cheques during the audits, except for a cheque in the amount of HK\$3,425,000 deposited by the Company on 31 March 2016 and returned by the bank on 1 April 2016. The Respondents asserted that they had enquired with management about the return and was told that the amount was eventually deposited to the bank on 29 April 2016.

- (17) The aforementioned cheque deposited to the bank on 29 April 2016 was apparently returned again on 3 May 2016, the next business day. It formed part of a pattern of the sum being deposited at the month-end and then returned (dishonoured) at the beginning of the next month. In any event, the explanations in the preceding paragraph regarding the dishonoured cheque of HK\$3,425,000 and the relevant enquiry with management had not been contained in the Respondents' working papers.
- (18) Even if the aforementioned enquiry with management was carried out (in 2016), the Respondents demonstrated inadequate consideration on the issue identified. The Respondents should have performed further audit procedures in relation to the dishonoured cheques (in 2016 and 2017), including inquiring into the reason(s) for their return/dishonour, and the purpose(s) and/or payer(s) of those payments, in determining if the dishonoured cheque(s) should have been excluded from the Company's year-end bank balances, and whether a corresponding adjustment should have been made in the financial statements.

B. Unreconciled bank balance

- (19) As at 31 March 2017, the balance of one of the Company's current accounts at Dah Sing Bank as shown in the Respondents' working papers did not agree with the amount confirmed in the bank confirmation as follows:

▪ *Per audit working paper:*

<u>Current account</u>	<u>Account no.</u>	<u>HK\$</u>
DS C/A	#74-301-8019-4	3,497,696

▪ *Per bank confirmation:*

<u>Account no.</u>	<u>Balance</u>
74-301-8019-4	HK\$14,585,224.03(CR)

- (20) Notwithstanding the above mentioned difference in the bank balance, the Respondents' working paper documented that "Bank confirmation received and agreed." It was also stated in their audit programme that no reconciliation was needed.
- (21) The Respondents maintained in their submissions to the Institute that "[n]o difference was identified" and provided the following reconciliation of bank balances between the Company's records and the bank confirmation as at 31 March 2017, which was not documented in their working papers, to substantiate their submission:

	<u>Amount</u> (HK\$)
<b>Balance per bank confirmation:</b>	
Current account no. 74-301-8019-4	14,585,224
Current account no. 74-301-9913-3	10,870,492
	<hr/> 25,455,716
<u>Less: Clients' money account</u>	(21,958,020)
<b>Bank balance per working paper</b>	<hr/> <b>3,497,696</b> <hr/>

- (22) The reconciliation above clearly reflected that there was difference in the Company's bank balance, although the Respondents inappropriately concluded that there was no difference.
- (23) As a result, in respect of their audits of the Company's bank balances, Respondents had failed to:
- (a) maintain a questioning mind and be alert that the dishonoured cheque(s) as shown in the Company's bank book and statements, and the unreconciled bank balance might be circumstances causing misstatements in financial statements, in accordance with paragraph 15 of HKSA 200 *Overall Objectives of the Independent Auditor and the Conduct of an Audit in Accordance with Hong Kong Standards on Auditing*;
  - (b) critically evaluate the inconsistent audit evidence obtained, the potential implications thereon and adjustments to be made, in accordance with paragraph 11 of HKSA 500 *Audit Evidence* and paragraphs 6, 8 and 10 of HKSA 560 *Subsequent Events*; and
  - (c) prepare audit documentation regarding the matters which they allege they carried out as set out in paragraphs (16) and (21) above in accordance with paragraphs 8, 10 and 11 of HKSA 230 *Audit Documentation*.

## Complaint 2

### A. Lack of work performed on liquid capital

- (24) The Company, as a licensed corporation, was required to maintain a minimum liquid capital of HK\$3 million at all time under the FRR. As the auditor of the Company, the Respondents issued the Compliance Reports which addressed the Company's compliance with relevant requirements.
- (25) HKSAE 3000 requires the engagement partner to plan and perform an engagement in compliance with applicable professional and legal/regulatory requirements. It also requires that the engagement partner shall maintain professional skepticism and consider the reliability of the information to be used as evidence.
- (26) Paragraphs 80 and 81 of PN 820 set out the general guidance for an auditor to fulfil his responsibilities which include having particular regard to the relevant requirements of the SFC in force.
- (27) Paragraphs 102 to 104 of PN 820 provide further requirements on steps to be taken by the auditor, in particular when the licensed corporation is operating at a level close to the minimum requirement. Those steps include reviewing and testing a larger sample for FRR compliance if the licensed corporation has very low excess liquid capital, and attaching reconciliations or

explanations for differences to their compliance reports if the auditor expresses a qualified opinion. Paragraphs 64 to 66 of HKSAE 3000 set out the requirements for the auditor in respect of forming an assurance conclusion.

- (28) Based on the monthly financial returns filed by the Company with the SFC, the Company's liquid capital amounts as at 31 March 2015, 2016 and 2017 were HK\$3.9 million, HK\$4.4 million and HK\$4.5 million respectively. However, the balances of liquid capital for 2016 and 2017 should have been reduced by the amounts of the dishonoured cheques. Consequently, the Company's liquid capital as at 31 March 2016 and 2017 should be HK\$1 million and HK\$0.5 million respectively, which would have been significantly below the minimum required amount (HK\$3 million). As such, the Company breached the minimum requirement on liquid capital under the FRR.
- (29) Given that the Respondents expressed an unqualified conclusion in the Compliance Reports stating, inter alia, that they were not aware of any instances where the Company had contravened the FRR, it is reasonable to expect that they must have performed procedures to obtain sufficient evidence to support their conclusions. However, there is no evidence in any of the Respondents' working papers documenting any review or test procedures performed on the Company's liquid capital.
- (30) The Respondents asserted they found that all liquid capital stated in the Company's management accounts was in agreement with month-end bank statements based on results of the following procedures, which were performed to ensure that the Company's liquid capital met the minimum requirements:
- (a) verify whether the Company's opening and closing balances of liquid capital were at least HK\$3,000,000;
  - (b) test check the opening and closing liquid capital balances to supporting evidence; and
  - (c) check management accounts where either the opening and closing balances of liquid capital was close to the minimum.
- (31) The assertions in the preceding paragraph did not contain any details of the alleged procedures, and were not documented in any working papers in accordance with paragraph 79 of HKSAE 3000.
- (32) Further, the Respondents' submission that the Company's liquid capital "stated in the management accounts" agreed to month-end "bank statements" shows that:
- (a) the Company's month-end bank balances had been mistakenly taken as its month-end liquid capital; and

- (b) the Company's liquid capital "stated in the management accounts", rather than that stated in the Company's financial returns, was said to have been tested.
- (33) The Company's monthly financial returns show that liquid capital included bank balances and other assets and liabilities, and the reported balances were different from the Company's corresponding month-end bank balances. This, together with the observations in the preceding paragraph, cast doubt on whether the Respondents had carried out procedures as claimed.
- (34) The Respondents also submitted that they recognised the possibility of material misstatement due to fraud and, accordingly, had maintained professional scepticism throughout the engagements. However, the Respondents' submission is not evident from any of their working papers, especially in light of the fact that they did not investigate the incident of dishonoured cheques and their impact on compliance reporting.
- (35) The Respondents should have qualified the Compliance Reports for the years 2016 and 2017 and provide the SFC with an explanation or reconciliation, in accordance with paragraphs 80, 81, 102, 103 and 104 of PN 820.
- (36) Based on the above, the Respondents failed:-
  - (a) to plan and perform the work on the Company's liquid capital for the three years concerned, maintain a questioning mind in respect of the Company's dishonoured cheques, and determine what changes or additions to procedures are necessary to resolve dishonoured cheque(s) for the years 2016 and 2017, in accordance with paragraphs 33(b), 37 and/or 50 of HKSAE 3000; and
  - (b) to qualify the Compliance Reports for the years 2016 and 2017 and provide the SFC with an explanation or reconciliation, in accordance with paragraphs 80, 81, 102, 103 and 104 of PN 820. Therefore, the Respondents failed to comply with paragraphs 64 to 66 of HKSAE 3000.

B. Deficiencies in compliance reporting in relation to client money

- (37) For the purpose of compliance reporting, an auditor shall report on whether the licensed corporation had:
  - (a) systems of control in place that were adequate to ensure compliance with the relevant requirements in respect of client money under Securities and Futures (Client Money) Rules ("CMR"); and
  - (b) complied with the relevant requirements under the CMR.
- (38) Paragraph 82 of PN 820 states that the auditor should consider factors which include the scope of licensing in relation to the holding of client assets and modifications or waivers granted or special conditions imposed by the SFC.

- (39) Paragraph 108 of PN 820 sets out the general requirements for the auditor's consideration when determining the extent and nature of their work on client assets. Auditors shall plan and perform their work based on which they can conclude that the regulated entity has complied with the requirements. Paragraph 107 of PN 820 sets out the 2 essential aspects to the auditor's reporting responsibilities – whether the entity had systems of control in place, and whether the entity complied with the relevant rules.

*Failure to plan and perform work on client money*

- (40) The Company's Statements of Financial Position as at 31 March 2016 and 2017 showed that the Company held HK\$27,546 and HK\$21,958,020 as "Cash at banks – client's accounts" (i.e. client money) at the respective year-end date. However, the Compliance Reports did not contain a conclusion on whether the Company had adequate control in place and had complied with the relevant rules regarding clients' money held.
- (41) There is not any working papers recording any plan or procedure for evaluating if the Company had (a) adequate system of control in place to enable compliance with the relevant rules under CMR; and (b) complied with those rules.
- (42) The Respondents claimed that they had enquired with management about the procedures and systems in place to ensure all client money was kept separately and paid in compliance with the relevant requirements under CMR. They also claimed that they had performed sample testing to establish whether the controls and procedures were operated effectively and adequately.
- (43) The steps purportedly taken by the Respondents were not documented in any working papers. The Respondents did not provide any details about their purported enquiry or sample testing of the Company's controls and procedures. In the absence of such details, there is no evidence to demonstrate how or if the Respondents had carried out the steps as claimed.

*Failure to identify and report the Company's mixing up of its own money with client money*

- (44) Pursuant to rule 4 of the CMR, the Company should maintain a segregated bank account designated as a trust account or client account for holding only client money.
- (45) It is not evident from any working papers if any procedures were performed on ascertaining whether the client account held only client money.
- (46) As at 31 March 2017, the Company's record of the current account balance (HK\$3,497,696) did not match with the amount confirmed by the bank (HK\$14,585,224).

- (47) The Respondents' explanation and reconciliation made in their letter of 5 September 2019 indicated that HK\$11,087,528 in the Company's current account was re-classified to the Company's client account. This reflected that the Company's current account indeed included both the Company's own money and client money. The Company's mixing up of its money with client money in its bank account constituted a contravention of section 4 of the CMR which should be reported as a contravention in the Respondents' 2017 Compliance Report.
- (48) The Respondents claimed to have performed the following test procedures in relation to client money:
- (a) sample testing on (i) payments of client money into or out of client's account; (ii) reconciliations between the total balance of client money to the balances due to each client at month-end; (iii) bank reconciliation for client account; and (iv) transactions from bank statements and client account;
  - (b) reviewing the client account for the whole period for potentially unusual items; and
  - (c) obtaining bank confirmations to confirm client money balance at banks.
- (49) Except for the obtained bank confirmations (which was one of the procedures for auditing bank balances), none of the test procedures in the preceding paragraph had been contained in any of their working papers.

*Erroneous statement in the Compliance Reports*

- (50) The Respondents stated in each of their Compliance Reports that the Company was subject to the limiting condition that it should not hold client assets. However, the licence issued to the Company by the SFC on 12 June 2015 reflected that the licensing condition was removed. Hence the Respondents' statement about the limiting condition in each of their Compliance Reports for 2016 and 2017 was erroneous. The Respondents failed to consider the scope of the licensing condition including any modification or waivers granted, as required by paragraph 82 of PN 820.
- (51) Based on the findings in the above areas, the Respondents failed to plan and perform their work on the Company's client money and failed to report if the Company had complied with the relevant requirements under the CMR, as required by paragraphs 82, 107 and 108 of PN 820. Therefore, the Respondents failed to comply with paragraphs 33(b) and/or 50 of HKSAE 3000.



### Complaint 3

- (52) Under rule 7 of the CPRR, an audit report issued by a corporate practice shall be signed by a director of the corporate practice who is a practising member. Under rule 8, a corporate practice shall identify the engagement director responsible for the audit in the auditor's report issued.
- (53) The auditor's reports issued by the 2<sup>nd</sup> Respondent for the years 2015 and 2016 did not identify the responsible engagement director. The 2<sup>nd</sup> Respondent replied that the engagement director for the audits was the 1<sup>st</sup> Respondent.
- (54) Therefore, section 34(1)(a)(ix) of the PAO applies to the 1<sup>st</sup> Respondent and the 2<sup>nd</sup> Respondent (by virtue of section 34(1AA)) because the 2<sup>nd</sup> Respondent and/or the 1<sup>st</sup> Respondent did not comply with rule 8 of the CPRR due to their failure to identify the 1<sup>st</sup> Respondent in the auditor's reports in question.

### Complaint 4

- (55) Due to the Respondents' breaches of various professional standards as stated above, they are guilty of professional misconduct under section 34(1)(a)(viii) of the PAO.

## **THE PROCEEDINGS**

- 3. By letters signed by the parties dated 24 April 2020, 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 Respondents and the Complainant made submissions on sanctions and costs by letters dated 6 July 2020 and 9 July 2020 respectively.
- 6. 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

7. The Disciplinary Committee ORDERS that:-
- (a) the 1<sup>st</sup> Respondent and 2<sup>nd</sup> Respondent be reprimanded under section 35(1)(b) of the PAO;
  - (b) the 1<sup>st</sup> Respondent and 2<sup>nd</sup> Respondent do pay jointly and severally a penalty of HK\$200,000 under section 35(1)(c) of PAO;
  - (c) the practising certificate issued to the 1<sup>st</sup> Respondent be cancelled with effect from 42 days from the date hereof under section 35(1)(da) of the PAO;
  - (d) A practising certificate shall not be issued to the 1<sup>st</sup> Respondent for 12 months with effect from 42 days from the date hereof under section 35(1)(db) of the PAO; and
  - (e) the 1<sup>st</sup> Respondent and 2<sup>nd</sup> Respondent do pay jointly and severally the costs and expenses of and incidental to the proceedings of the Complainant, including the costs of the Disciplinary Committee, in the sum of HK\$73,428 under section 35(1)(iii) of the PAO.

Dated the 24th day of August 2020

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Mr. WONG Kit Hin, Peter  
(Chairman)

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Ms. HO Man Kay, Angela  
(Member)

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Ms. TANG Yuen Yee, Loren Gertrud  
(Member)



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Dr. CHAN Fung Cheung, Wilson  
(Member)

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Mr. SO Kwok Kay  
(Member)