

4. By a letter dated 7 January 2020, the Complainant and the Respondent jointly informed the Disciplinary Committee (“**Committee**”) constituted to deal with this matter that the Respondent admitted to the complaint made against him and requested the Committee to dispense with the steps set out in rules 17 to 30 of the Disciplinary Committee Proceedings Rules (“**DCPR**”).
5. The Notice of Commencement of Proceedings was issued on 10 January 2020.
6. Having considered the joint letter dated 7 January 2020 from the parties and the Respondent’s admission of the complaint, the Committee approved the parties’ proposal to dispense with the steps set out in rules 17 to 30 of the DCPR and directed the parties to provide written submissions on sanctions and cost by 7 February 2020.
7. The Complainant submitted its written submissions on sanctions and costs on 7 February 2020 (“**Complainant’s Submissions**”).
8. The Respondent did not, however, provide any written submissions pursuant to the Committee’s direction, save for a very short email sent on 11 February 2020 where he made a one-line submission, namely, that: *“For Client A & G, no further audit have been engaged or performed.”*
9. In view of the serious nature of the comments made on the Respondent’s conduct in the Complainant’s Submissions, the Chairman of this Committee directed that the Respondent be given an opportunity to make written representations on the Complainant’s Submissions. A letter was issued by the Clerk to the Committee to the Respondent on 25 March 2020 inviting him to do so if he so wishes by 8 April 2020.
10. The Respondent did not submit any further written representations on or before 8 April 2020. On 15 April 2020, the Clerk to the Committee telephoned the Respondent, during which the Respondent orally represented that he would provide a written reply by the end of that week. However, as of 22 April 2020, no written reply or submissions was received from the Respondent. Accordingly, the Clerk to the Committee issued a further letter to the Respondent on the same day, informing him that the Committee would consider the Complaint based on the information available.

Section B – Background

11. The Institute’s Quality Assurance Department concluded a follow-up visit on Eric CW Ko & Company (Firm no.: 1620) (the “**Practice**”) in May 2018, and issued a Reviewer’s Report dated 18 February 2019.
12. The Respondent was the sole proprietor of the Practice which had no staff and approximately 29 audit clients (6 of which were solicitor clients). The Practice did not have listed or other regulated clients.

13. The Reviewer's Report revealed that a number of deficiencies identified in the initial practice review carried out in April 2016 had not been appropriately addressed. Further, the follow-up visit identified new significant deficiencies in the areas of:
 - (1) audit methodology;
 - (2) continuance and file completion procedures;
 - (3) monitoring;
 - (4) audit work in five audit engagements selected for review; and
 - (5) the appropriateness of issuing a disclaimer report on one audit engagement (Client A).

14. The latest audit engagement of Client A (which was subject to review in the initial practice review) and another large audit engagement (Client G) were selected for review in the follow-up visit. In addition, the practice reviewer randomly selected three audit engagements (Clients P, B and S) on the spot for high-level review. Details of these five engagements are as follows:
 - (1) Client A (a private entity) – a disclaimer of opinion dated 28 March 2017 on its financial statements prepared in accordance with the *Small and Medium-sized Entity Financial Reporting Standard* ("SME-FRS") for the year ended 31 March 2016 ("**Client A 2016 FS**");
 - (2) Client G (a private entity) - an unmodified opinion dated 25 May 2017 on its financial statements prepared in accordance with SME-FRS for the year ended 31 March 2016 ("**Client G FS**");
 - (3) Client P (a private entity) - an unmodified opinion dated 6 January 2018 on its financial statements prepared in accordance with SME-FRS for the year ended 31 March 2017 ("**Client P FS**");
 - (4) Client B (a private entity) - an unmodified opinion dated 5 December 2017 on its financial statements prepared in accordance with SME-FRS for the year ended 31 March 2017 ("**Client B FS**"); and
 - (5) Client S (a private entity) - an unmodified opinion dated 19 July 2017 on its financial statements prepared in accordance with SME-FRS for the year ended 31 December 2016 ("**Client S FS**").

15. The deficiencies identified in the follow-up visit not only raised concerns about the audit quality in respect of the Practice's engagements, but also the professional competence of the Respondent.

16. As such, the Practice Review Committee decided to raise a complaint against the Respondent under section 32D(5) of the PAO.

Section C – The Complaints

17. By letter dated 14 October 2020, the Complainant made the following complaints against the Respondent (the “Complaints”):-

First Complaint

- (1) Section 34(1)(a)(vi) of the PAO applies to the Respondent in that he failed or neglected to observe, maintain or otherwise apply a professional standard for his failure to maintain an adequate quality control system in the Practice.

Second Complaint

- (2) Section 34(1)(a)(vi) of the PAO applies to the Respondent in that he failed or neglected to observe, maintain or otherwise apply professional standards in relation to the audit of Client A 2016 FS.

Third Complaint

- (3) Section 34(1)(a)(vi) of the PAO applies to the Respondent in that he failed or neglected to observe, maintain or otherwise apply professional standards in relation to the audit of Client G FS.

Fourth Complaint

- (4) Section 34(1)(a)(vi) of the PAO applies to the Respondent in that he failed or neglected to observe, maintain or otherwise apply a professional standard for his failure to maintain professional knowledge and skill at a level required, and act diligently and in accordance with applicable professional standards, to ensure his clients received competent professional services.

Section D – Facts and Circumstances in support of the Complaints

D1. First Complaint

18. The Respondent, as managing director of the Practice at the relevant time, was responsible for the Practice’s quality control system and its compliance with HKSQC 1.

19. The deficiencies as identified in sections D1(i) and D1(ii) below reflected that the Practice failed to maintain a system of quality control to address the elements of engagement performance, and client and engagement continuance.
20. The absence of the following policies/procedures in the Practice's Quality Control Manual, which was a recurring deficiency in the follow-up visit, also demonstrated its failure to comply with the relevant requirements of HKSQC 1 in establishing a system of quality control to address the elements of:¹
 - (1) acceptance and continuance of client relationships and engagements in relation to the documentation requirements to provide evidence of engagement acceptance / continuance procedures and independence assessment;
 - (2) engagement performance in relation to the criteria for an engagement to be subjected to an engagement quality control review; policies for working paper retention, and file assembly procedures; and
 - (3) monitoring in relation to the policies for handling complaints.
21. As such, the Respondent failed to comply with paragraph 16 of HKSQC 1.
22. Based on the above, the Respondent also failed to comply with paragraph 11 of HKSQC 1 for his failure to ensure that the Practice had established and maintained a system of quality control to provide it with reasonable assurance that professional standards had been complied with, and the reports issued were appropriate in the circumstances.

(i) Engagement performance

File management and completion²

23. It was found during the follow-up visit that the Practice still did not have any file management and completion policies in place, a deficiency identified in the initial practice review which had not been rectified.
24. The practice reviewer observed that client files were loosely placed around the Practice's office. The Respondent had to search around piles of papers to locate audit documentation. It is evident that the Respondent failed to properly assemble audit files on a timely basis as required under paragraphs 14 and A21 of HKSA 230.
25. As such, the Respondent also breached paragraphs 45 and 46 of HKSQC 1 in that the Practice did not have policies and procedures established in relation to engagement documentation.

¹ Paragraph 4.1.2 of the Reviewer's Report, page A5 of Appendix A

² Paragraph 4.1.1 of the Reviewer's Report, page A4 of Appendix A

Audit methodology

26. The audit documentation of Clients A, G, P, B and S did not contain any planning or completion working papers. As such, there was no evidence that the Respondent had performed any audit planning or completion procedures. Further, the auditor's reports on Client P FS, Client B FS, and Client S FS did not meet the requirements of HKSA 700 (Revised) as the "Opinion" section was not placed as the first section of the report.³
27. Moreover, the Reviewer's Report also found that the Respondent failed to perform adequate procedures to address significant audit areas in these three audit engagements.⁴
28. The above demonstrated that the Practice had adopted a deficient audit methodology which led to non-compliances with a number of auditing standards including HKSA 240, HKSA 315, HKSA 500, HKSA 560, and HKSA 700 (Revised). The breach of HKSA 240 was a recurring deficiency which was identified in the initial practice review but had not been rectified.
29. As such, the Practice failed to establish policies and procedures designed to provide it with reasonable assurance that engagements were performed in accordance with professional standards, and that the reports issued were appropriate in the circumstances, in accordance with paragraph 32 of HKSQC 1.

(ii) Client and engagement continuance⁵

30. None of the working papers of the five audit engagements reviewed contained evidence of the performance of any continuance procedures at all. This deficiency was identified in the initial practice review but had not been rectified.
31. As such, the Respondent failed to comply with paragraphs 26 and 27 of HKSQC 1.
32. As HKSQC 1 is a professional standard referred to in the PAO, section 34(1)(a)(vi) of the PAO applied to the Respondent.

³ Paragraph 4.1.5 of the Reviewer's Report, page A5 of Appendix A. For the auditor's report, see pages F78-79 for Client P; pages F186-187 for Client B; and pages F3-4 for Client S, Appendix F

⁴ For Client P FS - see paragraph 4.1.6 of the Reviewer's Report (page A6 of Appendix A); and pages F167-168 (Investment Properties); F170-183 (Rental Income); F81 and F85 (Due from directors) for the relevant working papers, Appendix F. For Client B FS - see paragraph 4.1.7 of the Reviewer's Report (page A6 of Appendix A); and pages F265-266 (Property); and F217-218; F269 (Rental Income) for the relevant working papers, Appendix F. For Client S FS - see paragraph 4.1.8 of the Reviewer's Report (page A6 of Appendix A); and pages F61-64 for a copy of bank statements filed in the working papers, Appendix F.

⁵ Paragraph 4.1.4 of the Reviewer's Report, page A5 of Appendix A

D2. Second Complaint

(i) Continuance assessment and disclaimer audit reports⁶

33. Further to paragraph 14(1) above, the Practice issued a qualified opinion on Client A's financial statements for the year ended 31 March 2014 ("Client A 2014 FS"); and a disclaimer opinion on its financial statements for the year ended 31 March 2015 ("Client A 2015 FS").⁷
34. The auditor's report on Client A 2016 FS disclosed the following bases for the disclaimer audit opinion:⁸
- (1) inability to obtain sufficient appropriate audit evidence on the carrying amount of Client A's investment in its wholly owned subsidiary in the PRC, and its profit/losses for the year because of restricted access to the financial information and auditors of the subsidiary including the auditor's audit documentation of the subsidiary; and
 - (2) consolidated financial statements of Client A and its subsidiaries had not been prepared and presented in accordance with the requirements of SME-FRS.
35. The auditor's reports on Client A 2014 FS and Client A 2015 FS disclosed similar bases (i.e. related to the carrying cost of the subsidiary and the non-preparation of the consolidated financial statements) for the qualified/disclaimer opinions issued.
36. There was no evidence that the Respondent, prior to commencing the audit on Client A 2016 FS, had considered the implication of the qualified/disclaimer opinions issued in the prior years. Based on the previous opinions issued, the Respondent should have foreseen a similar limitation would likely be imposed by Client A for the next reporting year; and the envisaged limitation would be so significant to warrant a qualification of opinion.
37. As such, the Respondent failed to comply with section 410.52 of the *Code of Ethics for Professional Accountants* (the "Code"), which stipulates such a circumstance would normally prevent the auditor from accepting the reappointment.
38. Paragraph 9 of HKSA 705 states that the "auditor shall disclaim an opinion when the auditor is unable to obtain sufficient appropriate audit evidence on which to base the opinion, and the auditor concludes that the possible effects on the financial statements of undetected misstatements, if any, could be both material and pervasive".

⁶ Paragraph 4.2.1 of the Reviewer's Report, pages A6-7 of Appendix A

⁷ See Appendix H

⁸ Pages D4-5, Appendix D

39. However, the management accounts of the said subsidiary were filed in Client A's working papers⁹. As such, available evidence contradicted the auditor's claim that a scope limitation existed in relation to the access to the financial information of the subsidiary.
40. Further, the mere disclosure of the fact that consolidated financial statements were not prepared did not relieve the auditor's responsibility to assess:
- (1) whether Client A fulfilled the exemption requirements of SME-FRS for not preparing consolidated financial statements; and
 - (2) the possible effects on the financial statements because of the non-consolidation and conclude if such effects could be both material and pervasive.

There was no evidence that such assessments had been performed.

41. As such, the Respondent failed to comply with paragraph 9 of HKSA 705 in reaching the conclusion that a disclaimer of opinion was appropriately issued in the circumstances.

(ii) Audit evidence

42. Paragraphs 4.2.2 to 4.2.5 of the Reviewer's Report¹⁰ identified that virtually no work or inadequate work had been performed in the audit of Client A's:
- (1) accounts receivable¹¹;
 - (2) related party balances¹²;
 - (3) accounts payable¹³; and
 - (4) sales and purchases¹⁴.
43. As such, in the audit of Client A FS, there was no evidence that the Respondent had designed and performed audit procedures that were appropriate in the circumstances for the purpose of obtaining sufficient appropriate audit evidence, in accordance with paragraph 6 of HKSA 500.
44. As HKSAs are professional standards referred to in the PAO, section 34(1)(a)(vi) of the PAO applied to the Respondent.

⁹ Pages D70-80, Appendix D

¹⁰ Pages A7-8, Appendix A

¹¹ Pages D161; D163-167, Appendix D

¹² No working paper could be identified to demonstrate any work had been performed in the area.

¹³ Page D162, Appendix D

¹⁴ See D168-169 (Appendix D) for the relevant working regarding sales; no working paper on purchases could be identified.

D3. Third Complaint¹⁵

45. In relation to the audit of Client G FS, the Respondent failed to provide the relevant working papers to support the audit work being performed on the following balances / transactions:
- (1) deposits and prepayments;
 - (2) trade and other payables;
 - (3) bills payable;
 - (4) bank overdraft;
 - (5) revenue and purchases; and
 - (6) administrative and selling expenses and finance costs.
46. Regarding trade and other payables, there were only two pages of client ledgers¹⁶ filed in the working papers. As for revenue and purchases, also only certain client records¹⁷ were filed.
47. Based on available audit documentation, there was no evidence that the Respondent had designed and performed audit procedures that were appropriate in the circumstances for the purpose of obtaining sufficient appropriate audit evidence, in accordance with paragraph 6 of HKSA 500.
48. As HKSAs are professional standards referred to in the PAO, section 34(1)(a)(vi) of the PAO applied to the Respondent.

D4. Fourth Complaint

49. The significant deficiencies identified in Complaints 1 to 3 above pointed to the Respondent's failure to establish and maintain an adequate system of quality control in the Practice and comply with professional standards in the audits of Client A 2016 FS and Client G FS.
50. None of the deficiencies as stated in the Reviewer's Report was identified by the Respondent in his internal monitoring review¹⁸, which raised doubts on the level of professional knowledge and competence maintained by the Respondent.

¹⁵ Paragraph 4.2.8 of the Reviewer's Report, page A8 of Appendix A

¹⁶ Pages E234 and E245, Appendix E

¹⁷ See pages E208, E210-216, E235-244 regarding sales; and pages E113-147, E193-194 and E206 regarding purchases, Appendix E

¹⁸ Paragraph 4.1.3 of the Reviewer's Report, page A5 of Appendix A

51. Based on the above, serious doubts exist in regards to the Respondent's professional competence and due care, whether he had maintained professional knowledge and skill at the level required to ensure that his clients received competent professional service; and acted diligently in accordance with applicable technical and professional standards when performing the audits, as required under sections 100.5(c) and 130.1 of the Code.
52. As the Code is a professional standard referred to in the PAO, section 34(1)(a)(vi) of the PAO also applied to the Respondent in this respect.

D5. Conclusion

53. Based on the findings above which are not disputed by the Respondent, and his admission of the Complaint, the Committee finds all four complaints proved as against the Respondent.

Section E – Sanctions and Costs

54. The Committee considers the nature of the offences involved in this case to be serious, bearing in mind in particular the following matters:
 - (1) The Respondent, as managing director and sole proprietor of the Practice at the relevant time, was responsible for ensuring that his Practice had in place an effective quality control system and that the audit engagements carried out by his Practice complied with professional standards, in accordance with HKSQC 1.
 - (2) Despite having been informed of the deficiencies in quality control and audit methodology at an initial practice review carried out in April 2016, the Respondent made no attempt to take any corrective action to rectify and address any of the deficiencies by the time of the follow-up visit more than 2 years later in May 2018.
 - (3) In no less than five audit engagements, a number of significant failures relating to the risks assessments, the design and performance of audit procedures for the purpose of obtaining audit evidence and issuance of audit opinions were found. There can be no question that such deficiencies are serious, as they lead to substandard audits and cast doubt on the standard and properness of auditor's reports issued by the Respondent.
 - (4) Serious and multiple breaches of standards were found in respect of the Respondent's audits of two private companies (i.e. Client A and Client G).
55. We do not consider the fact that the Practice has not performed any further audit engagements for Client A and Client G to be a mitigating factor.

56. In our view, the gravity of the conduct and attitude of the Respondent demands a deterrent sanction to convey a salutary reminder to the Respondent in particular and the profession in general that such failures will not be tolerated by the Institute.
57. Taking all matters into consideration, we are satisfied that this case warrants a reprimand and a cancellation of the Respondent's practising certificate for a period of 15 months.
58. In considering the appropriate period of cancellation, the Committee has taken into account the decisions in Proceedings Nos D-19-1460P, D-14-920P and D-15-1049P. In so doing, the Committee has borne in mind that it is not bound by the decisions of a previous committee and that it is for the Committee to determine the appropriate penalty having regard to the specific features of each case.
59. The Committee orders that:
 - (1) the Respondent be reprimanded under section 35(1)(b) of the PAO;
 - (2) the practising certificate issued to the Respondent be cancelled under section 35(1)(da) of the PAO;
 - (3) a practising certificate shall not be issued to the Respondent for 15 months under section 35(1)(db) of the PAO;
 - (4) the Respondent do pay the costs and expenses of and incidental to the proceedings of the Complainant in the sum of HK\$44,514, which includes the costs of the Clerk to the Committee under section 35(1)(iii) of the PAO.

The above shall take effect on the 40th day from the date of this Order.

Dated: 22 May 2020

Ms. Lam Ding Wan Catrina
Chairman
Disciplinary Panel A

Ms. Chan Ka Man
Member
Disciplinary Panel A

Mr. Chan Kin Man Eddie
Member
Disciplinary Panel B

Mr. Fung Wei Lung Brian
Member
Disciplinary Panel A

Mr. Woo King Hang
Member
Disciplinary Panel B