



Dear Assignment / News / Business Section Editor

Hong Kong Institute of Certified Public Accountants takes regulatory action against a certified public accountant (practising)

(HONG KONG, 1 September 2014) — The Hong Kong Institute of Certified Public Accountants has undertaken regulatory action against Mr. Ng Shiu Hong as a just and proper resolution for the complaint lodged against Ng for non-compliance with a professional standard.

Ng was the engagement director of a deregistered corporate practice which issued an unqualified opinion on the unaudited pro forma financial information of a group of companies ("**Unaudited PFI**") contained in a circular issued by a listed company for the purpose of a substantial acquisition.

The complaint concerned Ng's concurrence with the company's decision to treat a very substantial acquisition of an indirect interest in a subsidiary as a business combination in the Unaudited PFI, instead of an acquisition of an asset. The subsidiary held a mining license to a coal mine located in Russia but the mine had not been in operation. The relevant working papers did not contain sufficient documentation on matters which were important in providing evidence to support the unqualified opinion on the Unaudited PFI that the financial information was not misleading.

Therefore, the Institute concluded that Ng was in breach of Hong Kong Standard on Investment Circular Reporting Engagements 300 – "*Accountants' Reports on Pro Forma Financial Information in Investment Circulars*" ("**HKSIR 300**") which required reporting accountants to document matters which are important in providing evidence to support their opinion and evidence that their work was carried out in accordance with HKSIR 300.

Regulatory action

Based on the foregoing and in lieu of further proceedings, the Council concluded that the following Resolution should resolve the complaint:

1. Ng acknowledges the facts of the case and his non-compliance with the referenced professional standard;
2. Ng be reprimanded; and
3. Ng is directed to pay an administrative penalty of HK\$30,000 and costs of HK\$10,000.

In accordance with Council powers outlined in the Professional Accountants Ordinance and as a part of the regulatory process to handle complaint, a Resolution may be offered to respondents in cases considered to be moderate after taking into account factors including, but not limited to, the nature and seriousness of a complaint, past disciplinary records of the respondents and any aggravating or mitigating circumstances. A Resolution will not be offered in cases involving complaints of dishonesty.

Information on the Institute's complaint handling process and guidelines for Resolution is available at the Institute website under the "Compliance" section at www.hkicpa.org.hk.

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About the Hong Kong Institute of Certified Public Accountants

The Hong Kong Institute of CPAs is the only body authorized by law to register and grant practising certificates to certified public accountants in Hong Kong. The Institute has more than 37,000 members and more than 17,000 registered students. Members of the Institute are entitled to the description *certified public accountant* and to the designation CPA.

The Hong Kong Institute of CPAs evolved from the Hong Kong Society of Accountants, which was established on 1 January 1973.

The Institute operates under the Professional Accountants Ordinance and works in the public interest. The Institute has wide-ranging responsibilities, including assuring the quality of entry into the profession through its postgraduate qualification programme and promulgating financial reporting, auditing and ethical standards in Hong Kong. The Institute has responsibility for regulating and promoting efficient accounting practices in Hong Kong to safeguard its leadership as an international financial centre.

The Hong Kong Institute of CPAs is a member of the Global Accounting Alliance –an alliance of the world's leading professional accountancy bodies, which was formed in 2005. The GAA promotes quality services, collaborates on important international issues and works with national regulators, governments and stakeholders.

Hong Kong Institute of CPAs' contact information:

Stella To
Deputy Director, Communications
Phone: 2287 7209
Mobile: 9027 7323
Email: stella@hkicpa.org.hk



致：編採主任／新聞／財經版編輯

香港會計師公會對一名執業會計師作出監管行動

(香港，二零一四年九月一日) — 香港會計師公會就一名會計師伍兆康先生沒有遵守一項專業準則的投訴，對他作出公正和恰當的監管行動。

伍先生曾是一間已取消註冊的執業法團的董事。他代表該法團為一間香港上市公司因進行一項重大收購而發出的通函內的一份集團公司之未經審核備考財務資料作出無保留意見的報告。

是項投訴是關於伍先生同意該公司對一項非常重大的間接權益收購的處理決定。在未經審核備考財務資料內，該項附屬公司收購被確認為業務合併而非資產收購。該附屬公司持有俄羅斯一個煤礦的採礦牌照，但該煤礦尚未投入營運。該法團的工作底稿並沒有足夠的紀錄提供重要證據，支持他們認同把是項收購當作業務合併的處理方法並沒有存在誤導性而發出無保留意見。因此，公會的結論是伍先生違反了Hong Kong Standard on Investment Circular Reporting Engagements 300 - "Accountants' Reports on Pro Forma Financial Information in Investment Circulars" 內有關申報會計師需要記錄重要事項的要求，以支持他們發出的意見及證明他們的工作已按照上述專業準則進行。

監管行動 (Regulatory action)

基於上文所述及為省卻進一步的程序，公會理事會決定以下列的方案解決這宗投訴：

1. 伍先生承認此個案中的事實及他所違反的專業準則；
2. 伍先生被譴責；及
3. 伍先生受命繳交行政罰款三萬港元及費用一萬港元。

根據《專業會計師條例》對公會理事會權力的概述，以及作為處理投訴的監管程序之一，如公會經考慮答辯人涉及投訴的性質及嚴重程度、答辯人過往的處分紀錄、各種加重和寬減的情況等等之後，認為個案屬輕微的，便可藉解決方案處理。如個案涉及不誠實行為的投訴，則不可藉解決方案處理。

有關公會投訴處理程序及解決方案的指引，可於公會網頁內Compliance部份查閱，網頁為<http://www.hkicpa.org.hk>。

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關於香港會計師公會

香港會計師公會是香港唯一獲法例授權負責專業會計師註冊兼頒授執業證書的組織，會員人數超過三萬七千，註冊學生人數逾一萬七千。公會會員可採用「會計師」稱銜（英文為 **certified public accountant**，簡稱 **CPA**）。

公會(**Hong Kong Institute of Certified Public Accountants**)於一九七三年一月一日成立，當時的英文名稱為 **Hong Kong Society of Accountants**。

公會根據《專業會計師條例》履行職責，以公眾利益為依歸。其職能廣泛，包括開辦專業資格課程(**Qualification Programme**)以確保會計師的人職質素，以及頒布香港的財務報告、審計及專業操守準則。此外，公會亦負責在香港監管和推動優良而有效的會計實務，以鞏固香港作為國際金融中心的領導地位。

香港會計師公會是全球會計聯盟 (**Global Accounting Alliance**，**GAA**) 的成員之一。全球會計聯盟於二零零五年成立，聯合了全球頂尖的專業會計團體，推動優質服務，並積極與各地監管機構、政府及關連人士就國際重要議題共同合作。

香港會計師公會聯絡資料

杜幼儀

副傳訊總監

直線電話：2287 7209

手提電話：9027 7323

電子郵箱：stella@hkicpa.org.hk