

ORDER**III.**

On the basis of Respondent's Offer, the Board finds that:

A. Respondent

1. BDO Limited is, and at all relevant times was, a limited company organized under Hong Kong law, and headquartered in Hong Kong. The Firm is a member of BDO International Limited and the international BDO network. At all relevant times, the Firm has been registered with the Board pursuant to Section 102 of the Act and PCAOB rules. As of its 2019 Annual Report on PCAOB Form 2, the Firm had 719 accountants, issued no audit reports for issuers or broker-dealers during the reporting period, and played a substantial role in the preparation or furnishing of an audit report that was issued during the reporting period for one issuer. The Firm is licensed in Hong Kong by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

B. Respondent Failed to Timely Disclose Certain Reportable Events to the Board, in Violation of PCAOB Rules

2. This matter concerns the Firm's failures to timely disclose four reportable events, concerning two disciplinary proceedings, to the Board on Form 3 as required by PCAOB rules.

3. PCAOB Rule 2203 provides that a registered public accounting firm must file a special report on Form 3 to report any event specified in that form within thirty days of the event's occurrence.² One such specified event occurs when a firm "has become aware that, in a matter arising out of the Firm's conduct in the course of providing professional services for a client, the Firm has become a defendant or respondent in a civil or alternative dispute resolution proceeding initiated by a governmental entity or in an administrative or disciplinary proceeding other than a Board disciplinary proceeding" ("Item 2.7 Proceeding").³ Another such specified event occurs when a firm "has become aware that" an Item 2.7 Proceeding "has been concluded."⁴ With respect to four such

² See PCAOB Rule 2203, *Special Reports*. As the Board noted when adopting its rules on special reporting, "[R]eportable events will sometimes occur, and the public interest, as well as the ability to consider whether prompt action is warranted by the Board's inspection staff or enforcement staff, will be served by contemporaneous reporting of the event." PCAOB Rel. No. 2008-004, at 17 (June 10, 2008).

³ PCAOB Form 3, at Item 2.7 (italics in the original removed). To be reportable under Item 2.7, the proceeding only has to relate to professional services for a client, and does not necessarily have to involve an audit of an issuer, broker, or dealer, as those terms are defined under PCAOB rules.

⁴ PCAOB Form 3, at Item 2.10.

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events, involving two Item 2.7 Proceedings, the Firm failed to timely file a Form 3 with the Board.

4. During July 2014 and January 2018, the Firm became aware that the HKICPA had initiated two separate disciplinary proceedings against it. Each of the proceedings related to the provision of professional services by the Firm to Hong Kong companies that were not issuers.⁵ The Firm first learned of the initiation of each of the proceedings on or around the following respective dates:

- Proceeding 1: July 18, 2014
- Proceeding 2: January 17, 2018

5. In addition, the Firm learned of the conclusion of each of the proceedings on or around the following respective dates:

- Proceeding 1: September 26, 2014
- Proceeding 2: September 12, 2018

6. In violation of Rule 2203, the Firm failed to file a Form 3 with respect to the initiation and conclusion of these two proceedings until April 3, 2019.

7. The Firm's internal compliance and reporting systems failed to identify the initiation of the proceedings described above as being reportable to the PCAOB. As a result, the Firm inappropriately delayed notifying the PCAOB of the initiation of the disciplinary proceedings.

IV.

8. The Firm has represented to the Board that, since the events described in this Order, the Firm has revised and supplemented policies and procedures for the purpose of providing the Firm with reasonable assurance of compliance with PCAOB reporting requirements. The Firm's revised policies and procedures require:

⁵ The term "issuer" means an issuer (as defined in Section 3 of the Securities and Exchange Act of 1934 ("Exchange Act")), the securities of which are registered under Section 12 of the Exchange Act, or that is required to file reports under Section 15(d) of the Exchange Act, or that files or has filed a registration statement that has not yet become effective under the Securities Act of 1933, and that it has not withdrawn. See PCAOB Rule 1001(i)(iii).

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- a. The role of compliance with PCAOB reporting matters to be assigned to an individual within the Firm who possesses adequate knowledge and experience with PCAOB reporting requirements and sufficient authority within the Firm to fulfill those requirements on behalf of the firm;
- b. The role of monitoring the Firm's compliance with its PCAOB reporting policies and procedures to be assigned to the Firm's Head of Risk, who will also be responsible for reporting to the Firm's Management Committee to evaluate events to determine whether disclosure on a Form 3 is required; and
- c. Firm personnel who participate in the Firm's PCAOB reporting process to attend regular training, at least annually, on PCAOB reporting requirements.

V.

In view of the foregoing, and to protect the interests of investors and further the public interest in the preparation of informative, accurate, and independent audit reports, the Board determines it appropriate to impose the sanctions agreed to in Respondent's Offer. Accordingly, it is hereby ORDERED that:

- A. Pursuant to Section 105(c)(4)(E) of the Act and PCAOB Rule 5300(a)(5), the Firm is hereby censured;
- B. Pursuant to Section 105(c)(4)(D) of the Act and PCAOB Rule 5300(a)(4), a civil money penalty in the amount of \$10,000 is imposed upon the Firm. All funds collected by the Board as a result of the assessment of this civil money penalty will be used in accordance with Section 109(c)(2) of the Act. The Firm shall pay this civil money penalty within ten (10) days of the issuance of this Order by: (1) wire transfer pursuant to instructions provided by Board staff; or (2) United States Postal Service money order, bank money order, certified check, or bank cashier's check (a) made payable to the Public Company Accounting Oversight Board, (b) delivered to the Controller, Public Company Accounting Oversight Board, 1666 K Street, N.W., Washington D.C. 20006, and (c) submitted under a cover letter, which identifies the Firm as a respondent in these proceedings, sets forth the title and PCAOB release number of these proceedings, and states that payment is made pursuant to this Order, a copy of which cover letter and money order or check shall be sent to Office of the Secretary, Attention: Phoebe W. Brown, Secretary, Public Company Accounting Oversight Board, 1666 K Street, N.W., Washington D.C. 20006; and
- C. Pursuant to Section 105(c)(4)(G) of the Act and PCAOB Rule 5300(a)(9), the Firm is required to comply with its PCAOB reporting policies and procedures, including those requiring:

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1. The role of compliance with PCAOB reporting matters to be assigned to an individual within the Firm who possesses adequate knowledge and experience with PCAOB reporting requirements and sufficient authority within the Firm to fulfill those requirements on behalf of the firm;
2. The role of monitoring the Firm's compliance with its PCAOB reporting policies and procedures to be assigned to the Firm's Head of Risk, or an equivalent position, who will also be responsible for reporting to the Firm's Management Committee to evaluate events to determine whether disclosure on a Form 3 is required; and
3. Firm personnel who participate in the Firm's PCAOB reporting process to attend regular training, at least annually, on PCAOB reporting requirements.

ISSUED BY THE BOARD.

/s/ Phoebe W. Brown

Phoebe W. Brown
Secretary

December 17, 2019