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MAZARS

☐ MAZARS AT A GLANCE	P.02
☐ FOREWORD	P.04
☐ AUDIT: REMAINING RELEVANT TO SOCIETY & TOMORROW	P.07
☐ OUR UNIQUE BUSINESS STRUCTURE	P.13
☐ LEADERSHIP AND GOVERNANCE	P.29
☐ OUR COMMITMENT TO QUALITY, OBJECTIVITY, AND INDEPENDENCE	P.39
- DELIVERING AUDIT QUALITY	P.43
- ENSURING OBJECTIVITY AND INDEPENDENCE	P.51
☐ FOSTERING EXCELLENCE IN OUR PEOPLE	P.59
☐ APPENDIX	P.70

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## C O N T E N T S

# MAZARS GROUP AT A GLANCE

We are an international, integrated and independent organisation, specialising in Audit, Advisory, Accountancy, Tax and Legal services. Across our 300 offices worldwide, our global partnership brings together 20,000 international experts who share the same vision, the same entrepreneurial and collaborative mindset, and the same determination to create shared value for all our stakeholders: our staff, our clients, the business community and society as a whole.

## GLOBAL COVERAGE



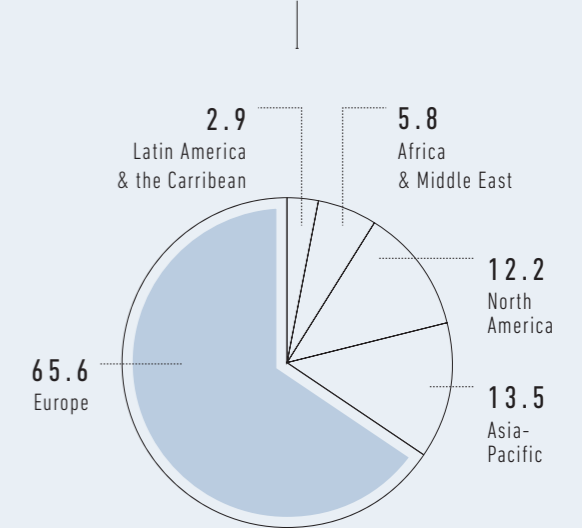
## MAZARS'S STORY



## GROUP GLOBAL TURNOVER 2016-2017



## TURNOVER BY REGION (%)



Figures valid as of 31/08/2017. For up-to-date information, visit [www.mazars.com/keydata](http://www.mazars.com/keydata)

BY STEPHEN WEATHERSEED

## STEWARDSHIP IS THE KEY TO OUR SUSTAINABLE GROWTH



[ ]

STEPHEN WEATHERSEED  
Managing Director  
Mazars CPA Limited

We are pleased to introduce the [2016-2017 Transparency Report](#) for [Mazars in Hong Kong](#). A leading player in audit, advisory, accountancy, tax and legal services, Mazars draws on the skills of 20,000 professionals in 86 countries and territories worldwide.

In 2016-2017, audit remains at the heart of our business. Our audit service line keeps growing, and amounts to 44.8% of our global turnover. We serve SMEs around the world and major international corporations. In Europe, Mazars is in the top 5 audit firms for listed companies. We keep investing in the improvement of our audit tools and methodologies. We are on the frontline to spark the innovations that will shape the audit of tomorrow. We continue to engage in open dialogue with all our stakeholders on the value of audit for the business community and society as a whole.

Our determination to assist our clients in their own development goes hand in hand with the choices we made: have our singular voice heard in the major debates that are shaping our economic and societal environment, nurture and grow our talent and provide those who work with us with an inspired vision and flawless work ethics.

With SMEs and large corporations alike, we operate as independent auditors or advisers in order to help executives and boards make informed decisions. We provide thorough analyses and pragmatic solutions to help them grow their

[ ]

businesses. With each of our clients and all our other stakeholders, we strive to build relationships based on mutual trust. This is deeply rooted in our history. Our founder, Robert Mazars, was in many ways a pioneer. In the early 80's, he decided to gift his firm to a group of young partners with one single request: the continuation of Mazars' international development. More than 30 years on, we still safeguard and uphold these notions of stewardship and long-term development, which continue to bring our teams together worldwide.

In 2016, we devised our collective strategy, called the Next20, with a view to ensure our firm's sustainable growth. Middle and long-term objectives were set and major priorities reaffirmed:

- Delivering technical excellence in all our service lines and wherever we operate, in order to provide high quality service throughout our organisation;
- Building quality relationships with each of our clients;
- Helping our clients develop internationally and achieve their own transformation processes;
- Focusing on work ethics and accountability, both because we serve the general interest and because we consider these as founding values.

Our 2016-2017 performance clearly vindicates our strategy, based on our ability to meet the needs of all our clients, our markets and our stakeholders. This document, together with our Yearbook and 2016-2017 Financial Statements, is a token of our determination to continue on our path.

Enjoy your reading!

Hong Kong, 31 December 2017  
Stephen Weatherseed  
Managing Director of Mazars in Hong Kong



# REFLECTIONS FROM DAVID HERBINET, GLOBAL HEAD OF AUDIT

Audit is at the heart of Mazars. We are proud of the work that our teams deliver day in day out to promote trust and confidence in financial reporting for the good functioning of the capital markets and for the benefit of other stakeholders. It is however our duty to also ensure that our audits remain relevant and continue to serve the public interest, delivering value to the companies we audit, their direct stakeholders and society as a whole. All organisations have to evolve, sometimes radically, if they are to adapt effectively to the environment in which they operate. No business is so important that it cannot be replaced and no business model or sector is immune to the raw energy brought by fundamental changes in its environment. The audit profession is no exception.

The scope of audit has not evolved significantly since it was first established. There is a widespread view that audit may not have responded fully adequately to the changes in business and society in recent years and there is a perceived need for improved accountability by audited entities in particular where there is a public interest dimension.

### The key points at stake

Whilst we remain convinced of the critical importance of audit in today's society, we have worked on seeking to understand the key reasons why concerns have been raised and have identified six areas where, in our opinion, there is great potential for the audit profession to reaffirm and reinforce its purpose:

<p><b>Trust</b></p> <p>The very nature of our role puts us in a unique position to enhance trust in business. However the perception is that auditors themselves have not been always sufficiently worthy of the trust being placed in them. We therefore face a double challenge to restore trust both in companies and in our profession.</p>	<p><b>Scope</b></p> <p>Trust in the opinion that auditors provide is tainted by a number of limitations, the so-called expectations gap notably with respect to fraud. In addition, the financial statements on which the opinion is formed only provide a very partial view of a company's global value as the vast majority of that value is generally nowhere near its balance sheet.</p>
<p><b>Timing</b></p> <p>In a world that moves ever faster, audit is delivered with a significant time lag and at fixed intervals. Stakeholders want to know that the information produced by companies can be trusted at all times. Boards want to know that the information their organisations disclose, whenever that is, is reliable.</p>	<p><b>Signals</b></p> <p>Auditors have been criticised for failing to spot sometimes catastrophic issues before they actually materialised. Stakeholders expect that auditors will tell them about potential significant problems before they crystallise. Finding ways of transforming audit so that it is more proactive, forward-looking, enabling us to anticipate key issues, must be a priority.</p>
<p><b>Value</b></p> <p>We see audit as going beyond the offering of our public audit opinion. Auditors, have extensive access to a company's data, people and systems. This, together with our in depth understanding of the business, and not withstanding independence and ethical standards, puts us in a unique position to act as challengers, contributing to the future proofing of the entities we audit.</p>	<p><b>Positive impact</b></p> <p>As auditors we serve the public interest and the information and knowledge we acquire over time from a wide range of audited entities could be used to generate more value for the benefit of wider society.</p>

#### Committed to helping reshape the audit market

Mazars is actively involved in shaping the audit services it will deliver in the future and ensuring that our services remain relevant and bring enhanced value to companies' direct stakeholders and wider society. The need to place emphasis on the development of audit is strongly supported by the Mazars Group Executive Board and is reflected in our firm wide and service line strategy.

#### Our contribution to enabling and promoting a sustainable audit market

##### Embedding change in our culture

Mazars has grown and developed on the foundation of a strong and unified culture globally which needs to be nurtured and protected. To achieve meaningful change, however, we recognise the need for embedding innovation in our firm's culture. To this end, we have recently formalised roles in innovation and technology in our organisational structure providing our business with specialist support and direction.

##### A people centric approach to achieving change

We believe that change is to a great extent people centric which for us means it needs to involve our auditors, our clients, the wider business community and the profession more broadly. We hope that change is fully embraced by our auditors. We provide them with appropriate support in the form of training and development, and the provision of new tools, in order to embed new ways of working and to enable team members to provide new or improved audit services. We are reinforcing and diversifying our teams with the specialist skills required to continue to provide our clients with the high quality assurance services that they are used to receiving.

#### Digital transformation

In a world experiencing digital transformation where the ways we live and work are continuously changing, the digital transformation of audit at Mazars is a must. In this area we are progressing with the development of a new global audit platform which will transform the way we deliver our audits whilst continuing to support our unique integrated approach to servicing global clients. The Tomorrow's Audit Hackathon that we hosted in July 2017 marked the acceleration of constructive engagement with companies, technology start-ups and stakeholders in audit to work on solutions which address the main challenges faced by the audit profession.

#### Introducing new assurance services

Business. For Good® is Mazars' global initiative that encourages business leaders to "think and act long-term" in order to enhance business performance and pursue profit responsibly for the benefit of companies, their stakeholders and wider society. Under this umbrella, we:

- jointly launched, with Shift, a comprehensive Assurance Guidance for companies seeking to implement the UN Guiding Principles on Business and Human Rights;
- are developing a unique approach and offering on the audit of Corporate Culture;
- are focusing on the sustainability agenda with the development of assurance services covering notably environmental and other issues.

#### Promoting the goals of the European Audit Reform

We follow and participate in ongoing profession-wide initiatives seeking to carve out a sustainable future for audit. Building on our active role as campaigners for Audit Reform in Europe we are promoting its overarching goals to reduce market concentration and increase audit quality. This has given us the opportunity to demonstrate to the market, notably through our involvement across the globe in many audit tenders for listed companies, financial institutions generally and public sector bodies that genuine choice exists and that diversity in the audit market is both desirable and virtuous. Our commitment is to take part in all tenders where we are invited to do so and where we consider we can credibly demonstrate that there is genuine choice in the audit market.

Audit is at a crossroads and the profession's licence to provide statutory audit services faces unprecedented challenges. We believe, however, that Mazars currently has a great opportunity. Our firm is truly global with its origins in a singular vision which places partnership, the sharing of core values, and transparency at the heart of our organisation. The central importance of audit to Mazars combined with our unwavering determination to enhance its quality and relevance will help us reinforce our position as a global player, for our clients, stakeholders in audit and the public interest. Every day, we work towards enhancing the value we deliver to shareholders, the companies they invest in, other stakeholders, our people and society. Our commitment is to keep things moving in the right direction at the right pace.





# A GLOBAL, INTEGRATED PARTNERSHIP

Since 1995, we have been organised as a global integrated partnership. All our 980 partners and 20,000 professionals in 86 countries and territories in Europe, Africa, the Middle East, Asia-Pacific, North America, Latin America and the Caribbean share the same values and work ethics and the common goal of providing the highest quality client service. Our correspondent firms also enable us to operate in a further 17 countries.

All members of our integrated partnership are member entities of Mazars SCRL (hereafter "Mazars Group"), a Limited Responsibility Cooperative Company incorporated in Brussels, Belgium, through a cooperation agreement setting out the terms of the relationship. The role of the Mazars Group is to "define the strategic objectives of the organisation and to coordinate the implementation of these objectives at the member firm level", combined with the responsibility for promoting and protecting the Mazars brand globally. Mazars' integrated international partnership was established with the principal objective of guaranteeing consistent quality in our service to our clients.

THE ROLE OF THE GROUP IS TO DEFINE  
THE STRATEGIC OBJECTIVES OF THE ORGANISATION  
AND TO COORDINATE THE IMPLEMENTATION  
OF THESE OBJECTIVES.

The integrated partnership allows us to provide a quality service to our clients through the quality and diversity of our talent, the robustness of our values, our determination to fully embrace the digital revolution, and our commitment to creating shared value, whilst remaining aware of the challenges that both our organisation and our stakeholders face. Discerning, knowledge-intensive, agile, sustainable: these are the attributes of the modern firm that we strive to be, in order to better serve our clients.

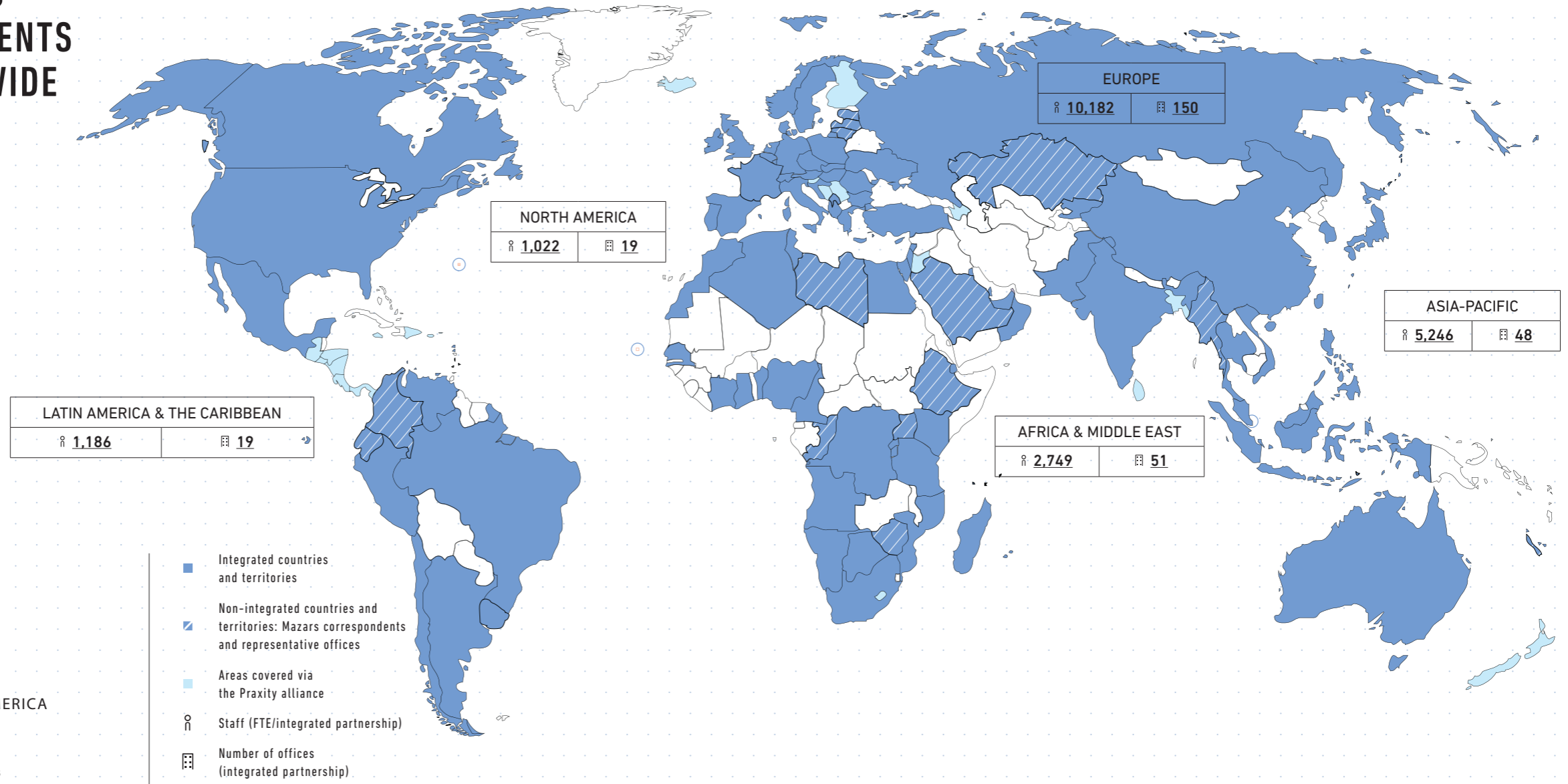
Each country as part of our unique integrated partnership has one or more separate legal entities, that is a member entity of the Mazars Group. All shareholders of the Mazars Group are partners or shareholders (collectively "Partners") in the member entities. As part of being a shareholder of Mazars SCRL, each partner acknowledges the Charter of Association, which governs the operation and governance of the Mazars Group. In certain countries there are partners or shareholders of their local member entity, who are not shareholders of the Mazars Group.

WE ARE NOT SIMPLY A COLLECTION  
OF NATIONAL FIRMS, BUT AN INTEGRATED  
ORGANISATION OF PROFESSIONALS.

The financial statements of the Mazars Group are consolidated with the results of the member entities and are prepared in accordance with International Financial Reporting Standards ("IFRS"). The financial statements of the Mazars Group are jointly audited by two independent audit firms.

We are therefore unique; we are not simply a collection of national firms, but an integrated organisation of professionals, sharing commitments at global level with respect to investment in technical excellence, serving our clients and developing our teams. New member firms are admitted into the integrated partnership upon criteria of quality of service and human resources, reputation and shared values. All new admissions must be approved by the General Assembly of partners.

# SERVING OUR CLIENTS WORLDWIDE



## NORTHAMERICA

- Bermuda
- Canada
- United States

## LATIN AMERICA & THE CARIBBEAN

- Argentina
- Brazil
- Cayman Islands
- Chile
- Colombia
- Costa Rica
- Dominican Republic
- Dutch West Indies
- Ecuador
- El Salvador
- Guatemala
- Honduras
- Jamaica
- Mexico
- Nicaragua
- Panama
- Peru
- Puerto Rico
- Uruguay
- Venezuela

- Integrated countries and territories
- Non-integrated countries and territories: Mazars correspondents and representative offices
- Areas covered via the Praxity alliance
- Staff (FTE/integrated partnership)
- Number of offices (integrated partnership)

## AFRICA

- Algeria
- Angola
- Benin
- Botswana
- Cameroon
- Cape Verde
- Congo (Brazzaville)
- Congo (Kinshasa)
- Djibouti
- Ethiopia
- Ghana
- Ivory Coast
- Kenya
- Lesotho
- Libya
- Madagascar
- Mauritius
- Morocco
- Mozambique
- Namibia
- Nigeria
- Rwanda
- Senegal
- South Africa
- Tanzania
- Tunisia
- Uganda
- Zimbabwe

## EUROPE

- Albania
- Austria
- Belgium
- Bosnia & Herzegovina
- Bulgaria
- Channel Islands
- Croatia
- Cyprus
- Czech Republic
- Denmark
- Estonia
- Finland
- France
- Germany
- Greece
- Hungary
- Iceland
- Ireland
- Italy
- Kosovo
- Latvia
- Lithuania
- Luxembourg
- Malta
- Netherlands
- Norway
- Poland
- Portugal
- Romania
- Russia
- Serbia
- Slovakia
- Slovenia
- Spain
- Sweden
- Switzerland
- Turkey
- Ukraine
- United Kingdom

## ASIA-PACIFIC

- Australia
- Azerbaijan
- Bangladesh
- China
- Hong Kong
- India
- Indonesia
- Japan
- Kazakhstan
- Korea, the Republic of
- Kyrgyzstan
- Malaysia
- Myanmar
- New Caledonia
- New Zealand
- Pakistan
- Philippines
- Singapore
- Sri Lanka
- Thailand
- Vietnam

## MIDDLEEAST

- Bahrain
- Egypt
- Israel
- Jordan
- Kuwait
- Lebanon
- Oman
- Palestine
- Qatar
- Saudi Arabia
- United Arab Emirates

OUR UNIQUE BUSINESS STRUCTURE

## AFRICA

Country	Name of entity
ALGERIA	Mazars Hadj Ali
ANGOLA	Mazars Angola - Auditores & Consultores, S.A.
BENIN	Mazars Benin
BOTSWANA	Mazars
CAMEROON	• Mazars Cameroon • Cabinet L.Riquier
CONGO (BRAZZAVILLE)	M3B Audit & Expertise*
ETHIOPIA	Asrat, Gezahegn and Birberssa Audit G.P. (ASGB Partners Auditors)*
GHANA	Mazars Ghana
IVORY COAST	Mazars Côte d'Ivoire
KENYA	Mazars CPA Kenya
LIBYA	Mazars Libye
MADAGASCAR	Mazars Fivoarana
MAURITIUS	TK Uday Ltd
MOROCCO	Mazars Audit et Conseil SARL
MOZAMBIQUE	Mazars, Lda
NAMIBIA	Mazars Namibia
NIGERIA	Mazars Coker & Company
RWANDA	Mazars in Rwanda
SENEGAL	Mazars Senegal
SOUTH AFRICA	• Mazars Cape Town • Mazars Durban • Mazars East London • Mazars George • Mazars Gauteng • Mazars Port Elizabeth • Mazars Central Inc. (also known as Mazars Bloemfontein)
TANZANIA	Wiscon Associates
TUNISIA	• ECC Mazars • SBCI
UGANDA	BRJ Partners*
ZIMBABWE	KLMA Audit Services (Private) Limited*

\*correspondent firms

## ASIA-PACIFIC

Country	Name of entity
AUSTRALIA	Mazars Risk & Assurance
CHINA HONG KONG	• Mazars CPA Limited • Mazars Properties Limited
CHINA MAINLAND	• Mazars Shanghai • Mazars Beijing • Mazars Guangzhou • ZhongShen ZhongHuan
INDIA KM	• Kalyaniwalla & Mistry • Kalyaniwalla Mistry & Associates • Mazars Advisory LLP • SN Dhawan & Co.
INDONESIA	Mazars Indonesia
JAPAN	• Mazars WB Audit Corporation • Mazars Japan KK
KOREA	Mazars Sebit Accounting Corporation
KAZAKHSTAN	Mazars
KYRGYSTAN	Mazars
MALAYSIA	Mazars
MYANMAR	U Hla Tun & Associates Limited*
NEW CALEDONIA	OCEA Nouvelle-Calédonie*
PAKISTAN	• Mazars Consulting Pakistan • Mazars MF & Co
PHILIPPINES	Mazars Philippines Inc.
SINGAPORE	• Mazars LLP • Mazars Asia Pacific
THAILAND	Mazars Ltd.
VIETNAM	Mazars Vietnam Co Ltd

\*correspondent firms

## EUROPE

Country	Name of entity
ALBANIA	Mazars sh.p.k
AUSTRIA	Mazars GmbH Wirtschaftsprüfungsgesellschaft
BELGIUM	Mazars Bedrijfsrevisoren - Réviseurs d'entreprises B.C.V.
CROATIA	Mazars Cinotti Audit d.o.o.
CYPRUS	• Mazars Limited • Mazars & Co Limited
CZECH REPUBLIC	Mazars Audit s.r.o
DENMARK	Mazars Denmark statsautoriseret revisionspartnerselskab
ESTONIA	OÜ Audiitorteenuse*
FRANCE	• Mazars SA • Mazars SA dite "Mazars Lyon" • Mazars SA dite "Mazars Rouen" • Mazars SA dite "Mazars Strasbourg" • Mazars Gourgue SAS • Mazars SA dite "Mazars Reims" • Mazars ACEA SA • Mazars Entrepreneurs • Pluris Audit SARL • Mazars Besançon SAS • Mazars & Sefco SAS • Mazars SA dite "Mazars Toulouse" • Mazars Figeor SAS • Thomas et Associés SA • Mazars & Associés SAS • Mazars Metz SAS • Mazars Pontarlier SARL • Mazars SPCC SAS • Mazars Fiduco SA • Mazars Dijon SARL • CBA • Mazars Experts et Conseils • Mazars Rodez
GERMANY	• Mazars GmbH Wirtschaftsprüfungsgesellschaft • Roever Broenner Susat Mazars GmbH • RBS BBE GmbH Wirtschaftsprüfungsgesellschaft • Steinberg & Partner GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft

...

GREECE	Mazars Certified Public Accountants Business Advisors S.A.
HUNGARY	Mazars Kft.
IRELAND	Mazars
ITALY	Mazars Italia S.p.A.
KOSOVO	Mazars in Albania
LATVIA	Taxlink Audit*
LITHUANIA	Taxlink Audit*
LUXEMBURG	Mazars Luxembourg
MALTA	Mazars Malta
NETHERLANDS	• Mazars Paardekooper Hoffman N.V. • Mazars Paardekooper Hoffman Accountants N.V.
NORWAY	Mazars Revisjon AS
POLAND	• Mazars Audyt • Mazars Polska • Mazars Expertise
PORTUGAL	Mazars & Associados, SROC, SA
ROMANIA	Mazars Romania SRL
RUSSIA	• Mazars JSC • Mazars Audit LLC
SLOVAKIA	Mazars Slovensko, s.r.o.
SPAIN	Mazars Auditores S.L.P.
SWEDEN	Mazars SET Revisionsbyrå AB
SWITZERLAND	• Mazars SA, Siège de Genève • Mazars SA, Genève, succursale de Lausanne • Mazars SA, Genève, succursale de Fribourg • Mazars SA, Genève, succursale de Zürich • Mazars SA, Genève, succursale de Sion
TURKEY	Denge Bağımsız Denetim
UKRAINE	• Mazars Ukraine, LLC • Audit firm Mazars Ukraine
UNITED KINGDOM	• Mazars LLP • Mazars Channel Islands Limited

\*correspondent firms

## NORTH AMERICA

Country	Name of entity
BERMUDA	Mazars Limited
CANADA	Mazars Harel Drouin, SENCRL
UNITED STATES	Mazars USA LLP

## LATIN AMERICA &amp; THE CARIBBEAN

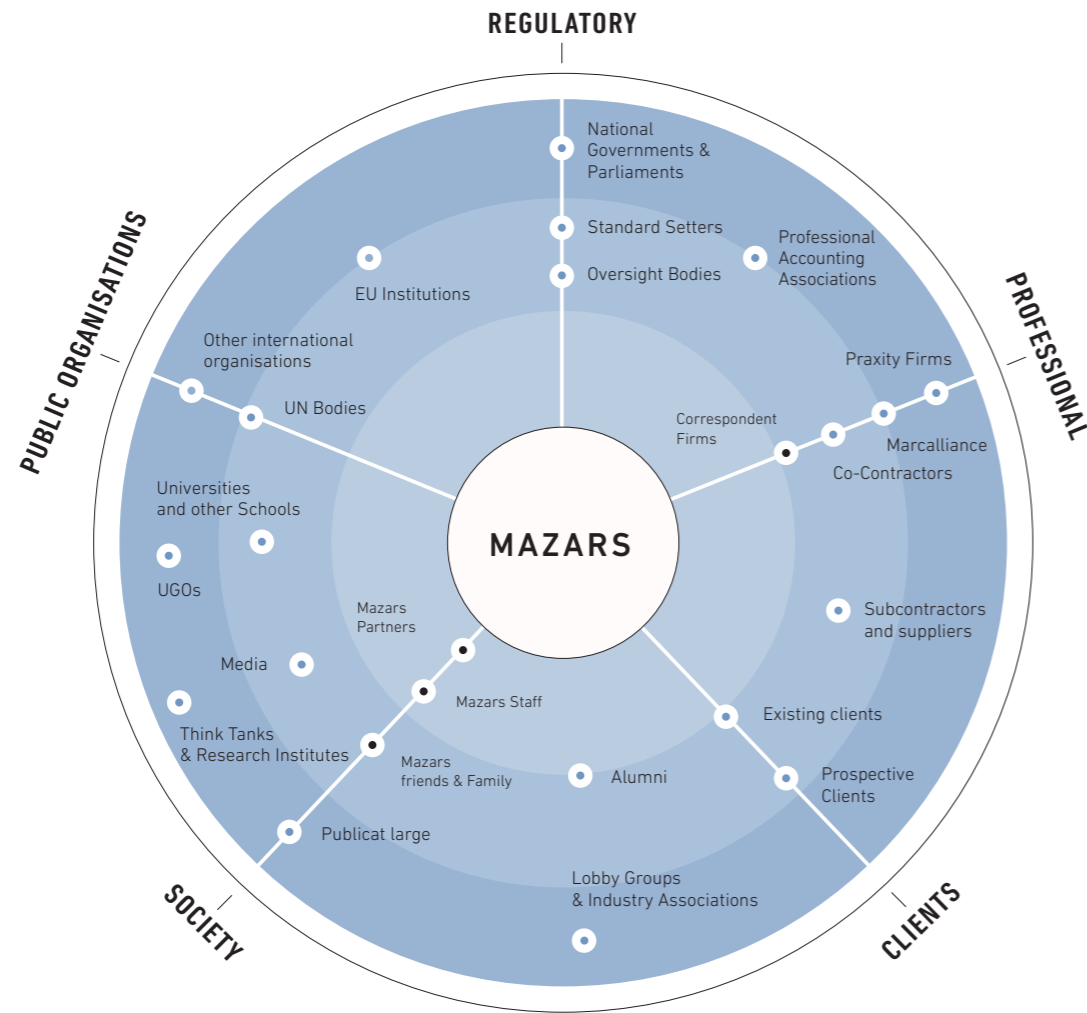
Country	Name of entity
ARGENTINA	Estudio Urien S.R.L.
BRAZIL	<ul style="list-style-type: none"> <li>• Mazars Auditores Independantes Sociedade Simples</li> <li>• Mazars Rio de Janeiro</li> <li>• Mazars Campinas</li> <li>• Mazars Curitiba</li> </ul>
CHILE	Mazars Audaitores Consultores Ltda.
COLOMBIA	MCA Auditing & Accounting SAS*
DUTCH WEST INDIES	MPHC Accountants & Advisers N.V.*
ECUADOR	Hansen-Holm*
MEXICO	<ul style="list-style-type: none"> <li>• Mazars Auditores, S. de R.L. de C.V.</li> <li>• Mazars Mexicali, S. de R.L. de C.V.</li> <li>• Mazars Guadalajara, S. de R.L. de C.V.</li> </ul>
PERU	Contreras y Asociados S.Civil de R.L
URUGUAY	Mazars Uruguay
VENEZUELA	<ul style="list-style-type: none"> <li>• Adrianza, Rodríguez, Céfalo &amp; Asociados, Contadores Públicos - Consultores Gerenciales</li> <li>• Mazars Venezuela</li> </ul>

## MIDDLE EAST

Country	Name of entity
BAHRAIN	Mazars Chartered Accountants
EGYPT	Mazars Mostafa Shawki
ISRAËL	Bri, Rotbart, Raz, Mazars Israel
KUWAIT	Mazars Hend Abdullah Alsurayea & Co
LEBANON	Mazars Saade
OMAN	Mazars Chartred Accountants & co. LLC
PALESTINE	El Wafa Company for Financial Consulting and Accounting Services*
QATAR	Mazars Ahmed Tawfik & Co. CPA
SAUDI ARABIA	AlKharashi & Co.*
UNITED ARAB EMIRATES	Mazars Chartered Accountants

\*correspondent firms

# STAKEHOLDERS MAP



# OUR GLOBAL BUSINESS ORGANISATION

During our last General Assembly of Partners, in December 2016, a new Group Executive Board (GEB) was elected, on the basis of a strategic platform, called the Next20. The business organisation described below is aimed at fully implementing this new platform.

In order to deliver the best services to our clients, our international structure focuses on sectors and service lines.

The three key sectors we have identified are:

- Financial Services;
- Industry, Services and Public Sector;
- Entrepreneurial Businesses.

To organisations of all sizes in each of these sectors, we deliver high quality services via our 6 service lines:

- Accounting and Outsourcing Services (AOS)
- Audit and Assurance Services (AASL)
- Consulting
- Financial Advisory Services (FAS)
- Law
- Tax services (TAX)

In 2018, we will also finalise the creation of 5 regional platforms: Europe, Asia-Pacific, Africa & the Middle East, Latin America and the Caribbean, and North America. Europe will include 4 clusters: Northern, Central, Southern and Western Europe. Africa will include 3 or 4 clusters.

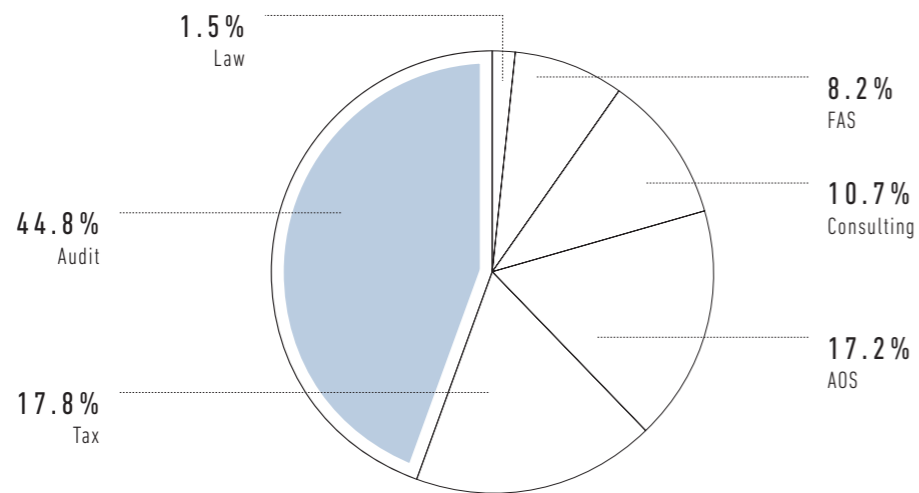
Global Sector & Services Team (GSST) leaders and Global Support Business (GSB) leaders, along with soon-to-be-appointed regional leaders, make up Mazars' Global Leadership Team (GLT). It gathers the Group international leaders who carry responsibilities that go across countries, thus requiring coordination of functions, markets, services and other responsibilities. The GLT is led by the Group Executive Board.

This structure ensures coordination of member entities within the Mazars Group. Our integrated international structure permeates every aspect of our operations:

- Partners and their member entities are linked by a series of agreements intended to achieve maximum consistency and standardisation within the Mazars Group;
- Sectors and service lines are represented in member entities, enabling coordination of assignments and cross-border relations between countries;
- Each assignment requiring an international team is managed and carried out by an integrated team sharing common standards and procedures.
- Each global or international assignment is managed and carried out by an integrated team and coordinated by an engagement partner in charge who takes final responsibility for reporting to the client.
- Partners and the national member entities in which they work are linked by a series of agreements intended to achieve maximum consistency within the Group. They all report to the elected representatives of the Group.

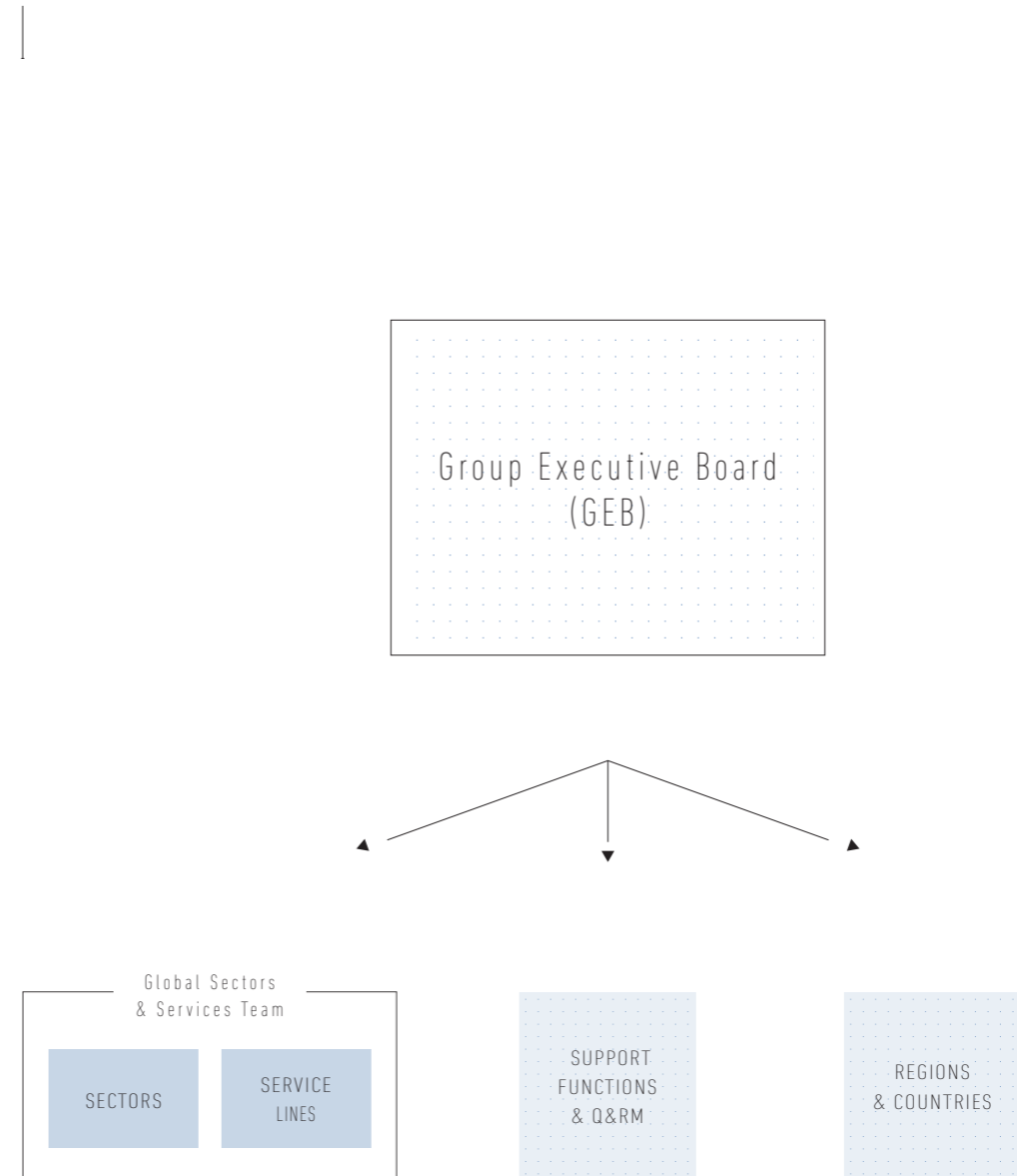
All the entities of the Mazars integrated international partnership are thus committed to enhancing the quality of services provided to large, cross-border groups in an increasingly complex and global environment.

TURNOVER OF THE MAZARS GROUP IN 2016 - 2017



\*does not include data for the ZhongShen ZhongHuan and ZhongShen Yatai practices.

## OUR OPERATIONAL ORGANISATION



# THE MEMBER ENTITY IN HONG KONG

Mazars Hong Kong was formed in June 2007 following the reorganization of its predecessor firm, Moores Rowland Mazars, which itself had been established in the 1930's in Hong Kong. We provide services to listed companies and multi-national corporations across a wide range of industries including media, IT, real estate, manufacturing, financial and insurance services. We are PCAOB registered and accredited to issue reports on companies regulated by the Securities and Exchange Commission in the United States.

### Legal structure and ownership of Mazars

Mazars Hong Kong is a firm of certified public accountants registered with the Hong Kong Institute of Certified Public Accountants. We are a limited liability company incorporated in Hong Kong and owned by our members who are also directors of the firm.

### Service arrangements

Mazars Hong Kong offers the following comprehensive range of services to public interest entities, privately-held businesses and high-net-worth individuals:

- Audit and assurance
- Accounting and Outsourcing
- Corporate recovery
- Corporate secretarial services
- Corporate finance
- Governance, risk, internal control and regulatory compliance
- Litigation support and Forensic
- Tax compliance and consulting services
- Transaction services

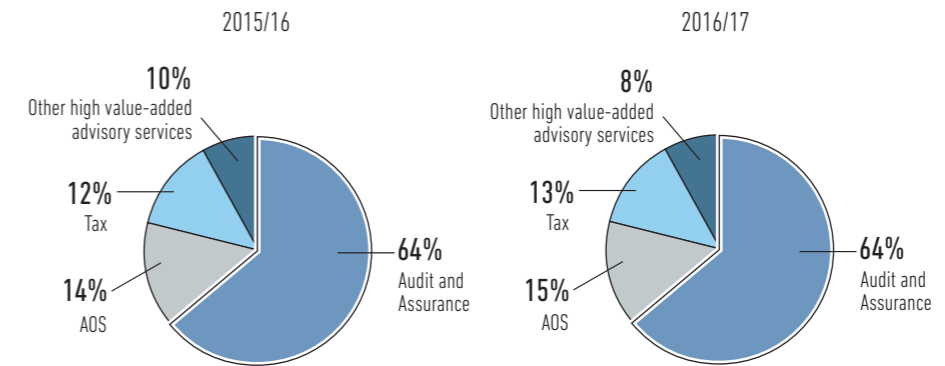
A client service team is set up to serve each of our clients' needs. The team is closely involved in the execution of the assignment and is able to respond quickly and effectively to co-ordinate the work and minimize inefficiencies.

# THE MEMBER ENTITY IN HONG KONG

### Our approach to operating in Hong Kong

Mazars Hong Kong's business is divided into five Service Lines, namely Audit & Assurance, Business Risk Services, Corporate Recovery & Forensic Services, Outsourcing and Tax. Each Service Line is responsible for setting the service line strategy; business model definition, implementation and innovation; managing results; talent management and development. The Quality Assurance Department, which is independent from the five Service Lines, is responsible for setting standards, monitoring quality and risk management and providing technical training.

The turnover of Mazars Hong Kong in 2015/16 and 2016/17 can be summarized as follows:



\* Other high value-added advisory services include the following: Forensic Services, Risk Management and Internal Control, and Valuation Services.

A list of the Public Interest Entities in respect of which Mazars Hong Kong has expressed an audit opinion in 2016/17 is set out in Appendix 1.

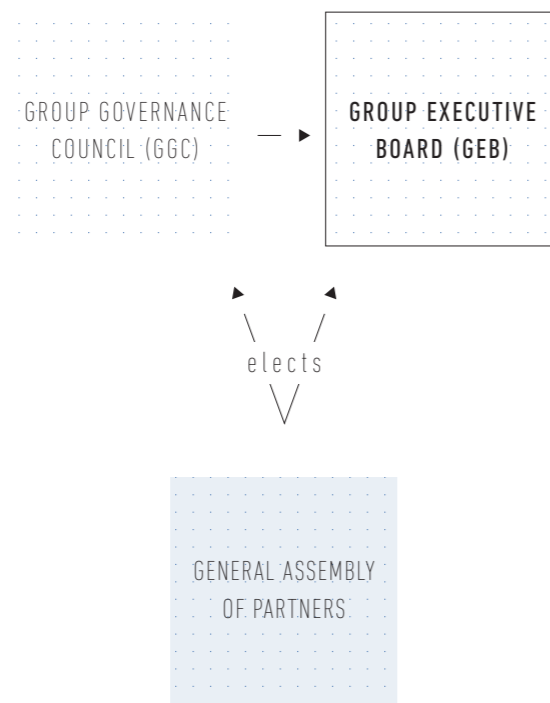
**LEADER-  
SHIP &  
GOVER-  
NANCE**

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Our two governing bodies' distinct roles are defined in the Charter of Association that outlines the functioning of our partnership ("the Charter"). Both our strategic leadership ecosystem and our robust governance structure rely on our ability to make an international community of leaders work efficiently together, in order to ensure the sustainable development of our partnership and of our Group.

## OUR STRATEGIC LEADERSHIP ECOSYSTEM



## THE GENERAL ASSEMBLY OF PARTNERS

All the partners of the Mazars Group meet at least once a year, at the General Assembly of partners, within six months following the end of the financial year.

The General Assembly of Partners is a pivotal point in the governance and decision-making processes of the Mazars Group. The Assembly elects the Group Executive Board and the Group Governance Council, approves major strategic and operational decisions, the admission of new partners and the audited financial statements of the Mazars Group.

The last General Assembly of Partners was held in Madrid in December 2016. The next General Assembly of Partners already held in Berlin in December 2017.

As at 31 August 2017, the GEB was composed of:



France

PHILIPPE CASTAGNAC  
Chairman of the Group  
Executive Board



France

HERVÉ HÉLIAS  
CEO of the Group



Spain

ANTONIO BOVER  
Member of  
the Group Executive Board



United Kingdom

RUDI LANG  
Member of  
the Group Executive Board



Germany

CHRISTOPH REGIERER  
Member of  
the Group Executive Board



China

WENXIAN SHI  
Member of  
the Group Executive Board



Netherlands

TON TUINIER  
Member of  
the Group Executive Board



United Kingdom

PHIL VERITY  
Member of  
the Group Executive Board



United States

VICTOR WAHBA  
Member of  
the Group Executive Board

Biographies of the members of the GEB are available at [www.mazars.com/GEB](http://www.mazars.com/GEB).

## THE GROUP EXECUTIVE BOARD

The Group Executive Board (“GEB”) is Mazars’ executive body. It is in charge of operational management of the partnership with regards to collectively-defined key strategic objectives, under the supervision of the Group Governance Council. It focuses first and foremost on pursuing and accelerating growth, while ensuring the quality and sustainability of our activities. The GEB may comprise between three and nine members. As at 31 August 2017, there were nine members of the GEB. The current GEB was elected in December 2016 and with an election every four years, the next one is due in 2020.

The GEB is supported in its role by:

- The GLT, which comprises all Group business leaders (sectors and service lines, including our audit activity), Group Quality & Risk Management leaders, and Group support function leaders.
- Executives in each member entity.
  - These executives, led by a Senior or Managing Partner, have the responsibility for managing that member entity, for leading the business on a day-to-day basis, and for providing strategic and operational coordination.
  - The executives are elected by the partners of the particular member entity, with their candidacy being subject to the consideration of the GEB.

The GEB meets at least monthly; it also meets twice a year with the Country Managing or Senior Partners at “Country Forums”.

Each GEB member is entrusted with specific geographical responsibilities, functional roles and the sponsorship of key strategic projects, such as innovation, diversity, quality and risk management, business development or integration processes for new additions to the partnership.

Members of the GGC as of 1 December 2017:



United Kingdom

TIM HUDSON  
Chairman



France

THIERRY BLANCHETIER



United States

KATHRYN BYRNE



France

JULIETTE DECOUX



France

FABRICE DEMARIGNY



India

BHARAT DHAWAN



United States

DENISE FLETCHER  
External member



Singapore

CHRIS FUGGLE



Germany

GREGOR KUNZ



South Africa

MICHELLE OLCKERS



China

LIWEN ZHANG

Biographies of the members of the GGC are available at [www.mazars.com/GGC](http://www.mazars.com/GGC).

# THE GROUP GOVERNANCE COUNCIL

Elected for the same term as the GEB, the Group Governance Council (“GGC”) is the Group’s supervisory body. The GGC has decision-making powers in three specific areas as set out in the partnership’s Charter of Association:

- the approval of partnership candidates and external growth operations;
- the compensation of the members of the Group Executive Board;
- the approval of disciplinary action decided by the latter.

The GGC is required to meet at least every four months. It may comprise between eight and sixteen members including two non-executive independent members. As of 1 December 2017, there were eleven members of the GGC. Elected every four years, the next GGC elections are due in December 2020.

The two non-executive independent members also constitute the Public Interest Committee (“PIC”), which has specific responsibility for matters arising in relation to Mazars in the United Kingdom and in Ireland.

# LEADERSHIP AND GOVERNANCE IN MAZARS HONG KONG

Biographies of the members of the Mazars Hong Kong Management Committee are provided in Appendix 3

The Head of Quality Assurance carried out a high level review of the effectiveness of the Mazars Hong Kong Management Committee during the year in order to ensure progression of matters noted in the prior detailed review.



STEPHEN WEATHERSEED



EUNICE KWOK



EDMUND CHAN



OLIVER OR



MICHAEL TO

# LEADERSHIP AND GOVERNANCE IN MAZARS HONG KONG

## Governance structure

The Management Committee, being the governance body of Mazars Hong Kong, is chaired by the Managing Director, Mr. Stephen Weatherseed. Other members of the Management Committee include Mr. Edmund Chan (Practising Director, Head of Audit & Assurance), Ms. Eunice Kwok (Practising Director, Head of Finance & HR), Mr. Oliver Or (Practising Director) and Mr. Michael To (Director, Head of Tax).

The Management Committee is responsible for the firm's development strategy, the implementation of business decisions as well as the operational, functional and administrative organisation.

Directly reporting to the Management Committee are two standing committees: the Risk Committee and the Technical Issues Committee. The Risk Committee is led by the Risk Manager and is responsible for making final recommendations to mitigate the risks and answering (or approving answers to) risk issues identified by the firm or when required. The Technical Issues Committee is responsible for formulating policies and procedures in dealing with technical issues raised and providing support and advice on technical matters when required by the Quality Assurance Department.





## CREATING VALUE THROUGH QUALITY, OBJECTIVITY AND INDEPENDENCE



JEAN-LUC BARLET  
Mazars Group  
Chief Compliance Officer

As auditors, we know we serve the general interest. We keep this responsibility at heart, and the relationships of trust we establish with all our stakeholders are the cornerstone of our development. Trust stems from rigorous and ethical work. We perform our assignments with the highest level of integrity, independence and technical excellence. These values are guiding our professionals on a daily basis, and our Quality and Risk Management (Q&RM) board is here to ensure they are upheld at all times. The Q&RM board's mission is to foster the Group's sustainable development through risk management, ethical behaviour and quality of all service lines. In order to best do so, the Q&RM board is in close interaction with regulators, and contributes to the works of international accounting, tax and audit bodies. It also monitors the full implementation of accounting, tax, financial advisory and auditing standards or best practices in each and every member entity of the Mazars group, which now operates on all continents.

The Q&RM board assumes responsibility for quality control, training, and the assessment of partners and staff, and is in charge of keeping Mazars' Audit Manual up to date.

Ultimately, and through everything it does, the Q&RM board seeks to further improve the quality of our activity and to develop their added value. Within the framework of the Next20 strategy, its resources have been increased, with more professionals, more innovative tools and more training. As an example, Mazars' new Code of Conduct now plans for additional trainings sessions on objectivity and independence of all professionals.

Through innovation, increased expertise and our rigorous methodology, we aim at excellence and ethics in all our activities. We will continue to strive to create more shared value and more trust in our business ecosystem.

## THE MISSION STATEMENT AND THE NEXT20 Q&RM AREAS OF ACCOUNTABILITY

Quality, objectivity and independence are monitored by Mazars' Quality & Risk Management Board. Its missions are as follows:



DELIVERING  
AUDIT  
QUALITY

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Delivering audit quality is key to us as a global organisation, as it underpins our core values. We are dedicated to improving the audit work we undertake and the reports and communications to those charged with governance. We invest time in understanding and participating in the evolution of quality within the profession, developing our methodology, reviewing quality recommendations and themes of regulatory inspections, and improving the skills and knowledge of our professional staff. We are continually raising our expectations of what audit quality is as we believe this is something that is constantly evolving.

## OUR APPROACH, OUR TOOLS AND OUR METHODOLOGY

### Mazars' Audit Manifesto

We challenge ourselves to make our audit and assurance offerings relevant, bring value to companies and their many stakeholders and have our assignments delivered by experienced, committed and truly independent professionals. The delivery of audit and assurance continues to be at the heart of Mazars' business in the year ended 31 August 2017, and is a key part of our plans for the future.

### Responsibility for quality

The quality and effectiveness of our audit services is critical to all our stakeholders and is an integral part of our commitment to building trust in society. We believe in accountability and our approach to audit quality is driven by our culture, values and behaviours. We are convinced

that tone at the top is of paramount importance. The GEB is ultimately responsible for ensuring the delivery of technical excellence across all our service lines and this responsibility includes oversight of the quality monitoring processes within the Mazars organisation, including in relation to audit quality.

To this respect, at Group level, we dedicate specific resources to the building and maintaining of high standards in quality, independence, ethics and professional competency, under the supervision of the Quality and Risk Management Board (Q&RM).

Through its International Quality Control Committee ("IQCC"), the Q&RM Board defines the quality monitoring system and the relevant procedures that are required to

be implemented across all service lines and monitors their implementation. The executive of each member entity is thus responsible for the implementation of the quality monitoring systems. This quality monitoring system applies both to member and correspondent firms.

### Our Audit Quality Assurance framework

The International Federation of Accountants (IFAC) is the global organisation for the accountancy profession dedicated to serving the public interest by strengthening the profession and contributing to the development of strong international economies. Mazars is actively involved in IFAC with a presence on a number of its boards and committees.

Mazars is also a member of IFAC's Forum of Firms ("FoF"), an association of international networks of accounting firms that perform transnational audits. As members of the FoF we commit to:

- maintain quality control standards in accordance with the International Standard on Quality Control ("ISQC1") – issued by the International Auditing and Assurance Standards Board ("IAASB") – in addition to relevant national quality control standards;
- conduct, to the extent not prohibited by national regulation, regular globally coordinated internal quality assurance reviews;
- set policies and methodologies for the conduct of transnational audits that are based, to the extent practical, on the International Standards on Auditing ("ISAs") issued by the IAASB;
- set policies and methodologies that conform to Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (the "IESBA Code") and any relevant national code of ethics;
- agree to submit to the Secretary of the Forum an annual report, in an approved format, indicating that it meets the membership obligations set forth above.

We have been committed to this since 2007 and make an annual declaration to set this out. In line with our commitments, our Quality Assurance Framework is presented through our "Quality Assurance Manual" and "Risk Management Manual", both of which constitute the benchmark for audit quality control for all entities. This Framework covers the following:

- responsibility and leadership;
- independence and objectivity;
- acceptance and continuance of engagements;
- human resources;
- audit methodology and engagement performance;
  - planning and supervision of engagements;
  - audit documentation;
- technical consultation;
- professional confidentiality and risk management;
- engagement quality control reviews;
- quality monitoring;
- procedures for dealing with and resolving differences of opinion;
- complaints, allegations and claims;
- differences of opinion.

Each member entity has put in place the Quality Assurance Manual in its own country and edits it to include country specifics.

The policies and procedures in our Quality Assurance Manual are complemented by our audit methodology. Our audit software has been developed to allow a structured audit approach in accordance with the prevalent auditing standards.

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A CONSISTENT APPROACH ON ALL CLIENT  
ENGAGEMENTS, IRRESPECTIVE OF THEIR SIZE  
AND INTERNATIONAL PRESENCE.  
-

These are updated regularly to include the evolution of international and national standards and as a result of operational suggestions by users.



Our compliance with the Quality Assurance Manual is monitored through internal and external inspections.

[Monitoring of audit quality is integral to maintaining and improving quality in our profession.](#) It allows identification of areas for improvement within our policies and procedures, combined with additional training to allow a consistent quality approach to audit work.

The executive of each member entity is responsible for the implementation of the quality monitoring systems.

Furthermore, each Executive is required to:

- Promote the firm's internal culture of quality and reinforce this culture with clear, consistent and frequent messages and initiatives;
- Remind individuals at all levels of the existence of the quality monitoring system;
- Underline the importance of respecting legal and regulatory obligations, particularly with regards to the IESBA code, local ethical requirements and professional standards of practice when accepting and carrying out new assignments.

#### **Audit policies and methodology**

The Mazars Audit Methodology ("MAM") is a global methodology that Mazars entities apply, supplemented by local regulatory and legal requirements. Using a common methodology allows us to apply a consistent approach and level of quality globally on all client engagements irrespective of their size and international presence. In an increasingly globalised world, the MAM allows us to give assurance to our multinational clients over the quality of our audits across borders. Specific policies and procedures are in place in respect of group audits, including the use of and reliance on other auditors. These procedures include consideration of the results of quality monitoring.

The MAM is continually enhanced as we seek to apply a systematic risk based audit approach, focusing on the things that matter and adjusting the areas of focus and effort based on the level of risk. Our methodology

and associated application guidance is also designed to encourage challenge and professional scepticism in our audits.

Audit software is used to support the audit teams in applying our risk based approach, from acceptance to completion of the audit. During the year, Mazars globally has been progressing the development of a new audit software expected to be rolled out in the 2017/2018 financial year. This software will enhance the quality of documentation produced globally by our teams.

[We will continue to invest and develop our audit software as new challenges and technology impact on the audit of the future.](#) Data analytics is increasingly becoming a key aspect of our standard audit procedures, particularly with respect to the mandatory requirements to address the risk of management override of controls.

Additional training and tools have been developed in the year to further enhance the skills of our team in this area to drive quality in their work. This was supported by further training and tools to aid the understanding and testing of our clients' IT environments.

Our ability to maintain quality is not only dependent on the IT tools available to our professional staff, it also relies on the appropriate support being available. The QAM details the circumstances when there is a mandatory requirement to consult within the firm. Our technical experts are also available for audit and financial reporting technical consultations when support is required. To aid the audit quality of specific areas of the audit, our core audit teams have access to our specialist auditors and experts, including IT, tax, actuarial and valuation specialists. Our audit policies and procedures have been designed and implemented to ensure that we comply and that we can demonstrate compliance with International Standards on Auditing (ISAs).

#### **Responsibility for audit quality and the quality assurance framework in Hong Kong**

The Quality Assurance Department ("QAD") is ultimately responsible for quality control within Mazars Hong Kong. Led by the Head of QAD, the QAD oversees compliance with the Hong Kong profession and the Group's quality requirements of the firm.

As required by Quality Assurance Manual, the work of every audit director is subject to independent review by the QAD at least once every three years. Engagement files are selected on the basis of risk, including public interest, and reviewed using a standard checklist. Individual files are graded in terms of compliance and overall quality. Assessment results and follow-up actions are discussed with respective engagement manager and director, if necessary.

A summary report is prepared at the end of the reviews and actions are proposed to address the findings resulting from the reviews. Actions may include immediate remedial action, changes in the firm's guidance or procedures, or additional training and support. Findings and actions required are communicated to audit directors and staff on a timely basis.

Each audit engagement is assigned to an engagement director. The engagement director is responsible for the engagement and its performance, and for the report that is issued. To this end, engagement directors must be certified public accountants registered with the Hong Kong Institute of Certified Public Accountants ("HKICPA"), the local regulatory body, and hold a practising certificate issued by the HKICPA.

In accordance with ISQC 1 (and the local equivalent, HKSQC 1) and relevant requirements of Mazars Group, clients that are classified as Public Interest Entities are subject to engagement quality control review.

Other than these, Mazars Hong Kong also implements additional review procedures for clients that are listed in Hong Kong. Financial statements of all Hong Kong listed clients have to be submitted to the QAD for technical review before issue. Technical review focuses on the financial statements presentation and disclosures.

#### **Monitoring audit quality**

Monitoring of audit quality is integral to understanding our own audit quality and develop ways to challenge and improve it. It allows identification of areas for improvement within our policies and procedures, combined with additional training to allow for a consistent quality approach to audit work. Our audit quality policies and procedures are embedded as part of our firm's day-to-day activities.

#### **Engagement quality control reviews (EQCR)**

An EQCR is required to be performed on all audits of listed or Public Interest Entities. Other engagements may be identified as subject to EQCR, the criteria for determining whether such other assignments require an EQCR are mainly based around the existence of specific risk situations.

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OUR AUDIT QUALITY POLICIES AND  
PROCEDURES ARE EMBEDDED AS PART OF  
OUR FIRM'S DAY TO DAY ACTIVITIES.  
-

The purpose of an EQCR is to provide an objective evaluation of the significant judgements made by the engagement team and the conclusions reached in formulating the opinion. This review must be performed by a partner with sufficient authority to be capable of imposing their professional judgement upon the engagement team, and who has not recently had any material responsibility for the engagement. The EQCR is licensed internally and is also subject to rotation.

### Audit quality monitoring reviews

The assessments undertaken by the IQCC monitor member entities' compliance with the IFAC standards. The Mazars entities audit quality monitoring reviews organised by the IQCC have several components:

- self-assessment of the entity's audit methodology, ethics and the Quality Assurance System;
- internal monitoring of the effectiveness of the internal procedures and of the quality of the audit files. This is performed by each entity on an annual basis and constitutes the basis for the completion of the self-assessment;
- Mazars international inspections: these are undertaken by experienced reviewers from other member entities within the organisation, generally every 3 years, and they aim to take an independent view on the results of the self-assessments and the internal monitoring whilst helping to spread best practices;
- external inspections: entities are periodically subject to reviews by the audit regulators or other relevant bodies in their jurisdictions. Results of such reviews are communicated to the IQCC.

The self-assessment includes the entity's compliance with the IFAC standards as well as reporting on the results of its internal and external audit quality monitoring reviews. This can be the basis for an action plan relating to all areas identified as requiring improvement including those identified through any Mazars international inspections.

Entities are required to communicate internally the results of their audit quality monitoring reviews to their Executive, partners and audit managers. This communication is provided in sufficient detail to enable the necessary corrective measures to take place, both for the particular partner in question, and the overall level of the entity.

As a minimum, the results of the audit quality monitoring reviews include:

- a description of the procedures applied and of the scope of the quality monitoring review
- the results and conclusions of the reviews of the entity's procedures and audit engagements;
- detailed action plans, where required.

Entities that are applying to join the Mazars organisation are subject to an inspection organised by the IQCC. The report setting out the results of the review is included in the admission file submitted to the GEB and the GCC for consideration before the vote at the General Assembly of Partners. The report may be accompanied by an action plan, progress against which would be monitored by the IQCC.

At Mazars, we are passionate about audit quality, so this positive feedback was rewarding and reflects the investment we have made in technical training and tools to support our audit teams deliver consistent quality audits.

### The approach to quality control and the quality control reviews in Mazars Hong Kong

Within Mazars Hong Kong, audit quality control reviews operate as required by the Mazars Group, an internal monitoring review is carried out on a yearly basis. In addition to engagement file review, which is mentioned in "Responsibility for audit quality and the quality assurance framework in Hong Kong" section above, firm-wide controls in respect of the following elements are evaluated.

- Leadership responsibilities for quality within the firm
- Relevant ethical requirements
- Acceptance and continuance of client relationships and specific engagements
- Human resources
- Monitoring

Our office was visited by the HKICPA for an interim review of the practice in 2016/2017 which included reviews of engagements and the quality control system of the firm.

The results of all these reviews indicated that Mazars Hong Kong is considered to have systems in place to comply with International Standards on Auditing, the Code of Ethics for Professional Accountants and ISQC1 and their local equivalents.

Nonetheless, certain areas for improvement were identified which had been subsequently communicated to all auditors and/or addressed by remedial actions. The work of these external reviewers was much appreciated.

### Our contribution to the profession

[We believe that the voice of the audit profession brings value to the standard setting process.](#) As a consequence, we are committed to the improvement of financial reporting, corporate governance and overall confidence in the capital markets on a global level. For example: Mazars responds to consultations on a variety of topics including auditing, corporate governance, financial reporting and relevant regulation changes issued by professional bodies such as IFAC and its committees and boards, FEE, EAIG, PCAOB, IASB; Actively participates in international bodies, such as the IFAC, FEE, ESMA, EFRAG, IASB; Its entities are active in the professional and auditing organisations in their countries.

### Our voice in Hong Kong

The Head of QAD participated in the Small and Medium Practitioners ("SMP") Committee of the HKICPA, which serves as a channel of communication among the HKICPA and SMPs in Hong Kong. The SMP Committee also comments on newly issued standards.

ENSURING OUR  
OBJECTIVITY &  
INDEPENDENCE

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Objectivity and independence are the cornerstones of our profession, since they are the foundations of the public's trust in the opinions we provide. We have placed them at the heart of our culture and of everything we do. Our policies, procedures and tools have been designed so that our partners and staff members do comply with the strictest objectivity and independence requirements.

## POLICIES, PROCEDURES AND TOOLS

### Our Code of Conduct for Objectivity and Independence

The Mazars Group has adopted a Code of Conduct for Objectivity and Independence (the "CCOI") which complies with the IESBA code. This forms an integral part of all member entities' professional training programmes and is distributed to all Partners and staff. We also strongly promote ethical culture and values.

### Responsibility for maintaining objectivity and independence

The Group Independence and Acceptance Committee is responsible for considering potential issues brought to its attention, reviewing any proposed departures from the CCOI by country and verifying that all changes in international ethical standards are taken into account by the organisation.

### Systems to safeguard our objectivity and independence

The systems implemented by Mazars Group and adopted by member entities comprise the following:

ACCEPTANCE AND CONTINUANCE OF AUDIT ENGAGEMENTS

Procedures that require an evaluation of the client's related risks, the entity's ability to perform the engagement and any ethical risks in terms of independence and conflicts of interest.

ADDITIONAL SERVICES

The provision of additional services to an audit client is subject to prior authorisation from the lead audit partner and, in some cases, the Head of Ethics.

In certain circumstances this provision is also subject to authorisation by the client's audit committee, for example when required by auditing standards or when the client has put in place procedures for the prior approval of non-audit services by the auditor.

NON-AUDIT SERVICES TO AUDIT CLIENTS

A complete list of non-audit services rendered to audit clients must be maintained.

For group audits, this list must be set out in the instructions circulated by the audit co-ordination team.

ANNUAL DECLARATION OF INDEPENDENCE

All Partners and staff are required to provide an annual declaration of their independence. In this respect:

- The following are not allowed to hold a direct or material indirect financial interest in an audit client:
  - the partners working on the engagement and their immediate family and team members,
  - the other partners in the office (and their immediate family) in which the engagement partner practices in connection with the audit engagement,
  - other partners and managerial employees in the office (or their immediate family members) providing non-audit services to an audit client.
- Personal or family relationships between a member of the audit team and a member of either the audited entity's management or any person holding a key position in the audit client are prohibited;
- Partners and staff working on an audit engagement must not have any financial or commercial relations with the audit client (for example beyond normal financial relations with a banking or other credit institution audit client).

MANDATORY ROTATION

In relation to audits of Public Interest Entities (PIEs), the audit partner is required to rotate after seven years (or more frequently if required by local regulations) and to not return to the audit team for at least two years (or longer is required by local regulations). Familiarity is a threat to our independence and this rotation mitigates the threat of familiarity arising from long association with a client. The executive of a member entity ensures appropriate allocation of Partners to audit engagements and an annual review of appointments takes place.

TRANSPARENCY OF INFORMATION

All Mazars staff have access to a list of our audit clients subjected to specific ethical requirements.

TRAINING	All audit staff are required to undertake training on the Mazars Group and of the relevant member entity's ethical rules and procedures.
CONSULTATION	Audit staff and partners are encouraged to consult with experts on technical matters, ethics and other areas where necessary.
LIMITS ON CLIENT FEES	Limits on client fees are imposed in order to avoid financial dependence on one or several clients.
IMPACT OF AN IDENTIFIED THREAT TO INDEPENDENCE	Clear rules regarding conflicts of interest have been communicated. Where there is a potential threat to our independence, the assignment is declined or appropriate safeguards are implemented.
PERFORMANCE BASED REMUNERATION	Mazars Group has adopted a method of remunerating Partners which takes into account the quality of audit work (and not simply the level of fees billed, number of new clients obtained, additional engagements performed or other financial performance related metrics).

We are currently developing our Global Independence Check tool. This one-stop-shop IT tool will speed up the process of acceptance throughout the Mazars group.

**Two-partner teams and rotation to strengthen both independence and services quality**

Except in specific situations which are approved by the entity's Executive Committee, large engagements are placed under the responsibility of at least two partners, one of whom naturally assumes leadership of the engagement. Having a team of partners strengthens independence and brings broader technical expertise to the engagement. The responsible partners assist with key stages of the engagement and remain the key contacts for all parties and professional staff, whether internal or external.

Within Mazars, rotation is applied to Public Interest Entity engagements on which key audit partners rotate, in compliance when applicable with the domestic transposition of the European Directive on Statutory Audit or of the IESBA Code of Ethics. This rotation reduces the risk of "closeness" to the audited company which may impair independence. It enables the auditor to have greater independence of mind in dealing with client issues and in expressing opinions on financial statements. The allocation of partner responsibilities on recurring audit engagements and major special engagements is decided by the entity's Executive

Committee and ensures that partners have the ability to effectively conduct and supervise engagements under their responsibility. This allocation is reviewed annually as well as when there are any changes in the partner's situation or when any difficulties have been encountered. In the rare case of disagreements with the technical department's positions, the Executive Committee is called upon to arbitrate. The two-partner team in charge remains the final decision maker within the context of the organization's quality assurance and procedures. This point is of paramount importance in preserving each partner's personal commitment and sense of responsibility as well as in responding effectively to each client's specificities.

**Partner compensation policy**

Profits are divided amongst partners according to the number of "base points" they are allocated. Two criteria are used to calculate the value of the base points: the overall performance of the Mazars Group and the performance of the national entity to which they contribute. Each factor is measured equally. Several countries, including France, have opted to add a bonus system founded on individual performance. Partners receive a portion of a global package based on his/her country's performance.

Under the supervision of the GGC and based on the recommendation received from the Country Executive, based points are allocated to Partners according to the overall performance of the country and the individual performance of each Partner. This performance is assessed through various criteria:

- Professionalism, technical contributions and adherence to business practice norms;
- Partnership spirit;
- Importance and complexity of assignments;
- Contribution to the general development of local entities and the Group;
- Level of managerial responsibility.

None of these criteria is evaluated in isolation, but the greatest weight is placed on technical competence and Partnership spirit. Financing business activity depends exclusively on each national member entity and follows the same proportionality as the division of profits.

**Global whistleblowing procedures**

Our values set a platform for what we believe will build long term sustainable success for the organisation. We want to work in a way that promotes our values and ensures we provide the best possible service for our clients, and best possible environment for our team. Mazars is committed to dealing responsibly, openly and professionally with:

- concerns raised internally, that partners or team members may have about possible malpractice within Mazars firms;
- concerns raised by persons external to Mazars (clients and other stakeholders) on the services provided by Mazars.

These group-wide whistleblowing procedures for our staff, our clients and our stakeholders reflect our zero-tolerance policy for unethical behaviours. They have been deployed since 2014 and both external and employee complaint forms are available on our Mazars websites (on the Group website: <http://www.mazars.com/Complaint-form>). All claims are directly processed through the Group's Chief Compliance Officer (CCO) except when stated otherwise by the local regulation.

**Confidentiality and information security**

Confidentiality and information security are key elements of our professional responsibilities. Misuse or loss of confidential client information or personal data may expose the firm to legal proceedings, and may also adversely impact our reputation. The Group's Chief Information Security Officer is responsible for providing oversight, policy and strategic direction on information risk and cyber security matters. He directly reports to the Chief Compliance Officer and to the Group Executive Board.

**Independence and objectivity in Mazars Hong Kong**

In Mazars Hong Kong, objectivity and independence is overseen by a Practising Director of the Audit Department, who is also the acceptance officer of the office.

Internal systems described in various Mazars manuals, IFAC Code of Ethics and the local equivalent have been established to identify circumstances where Mazars Hong Kong's independence could be impaired and to take appropriate safeguarding measures in these instances.

The management of Mazars Hong Kong confirms that the independence procedures and practices have been implemented and the systems are effective in maintaining independence. Furthermore, management confirms that the application of the independence procedures and practices have been subjected to internal review.

FOSTERING  
EXCELLENCE  
IN OUR  
PEOPLE

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As a leading player in audit, advisory, accountancy, tax and legal services, we are talent-intensive and resource-driven. Our clients expect us to provide knowledge and expertise. Human capital is thus at the heart of our business, and we need to make sure we attract, retain and develop the best talent.

## RECRUITING, TRAINING, DEVELOPING THE RIGHT PEOPLE

Within Mazars we strive to foster excellence by enabling our team to give their best through:

- recruiting, training, developing and retaining the right people;
- our means of operating and rewarding;
- our conduct.

### Talent and performance management

In order to deliver the high-quality service that our clients expect, our engagement policies and procedures are designed to attract, support and retain the highest quality team members.

Based on our common values, management principles and a fulfilling work environment, our Global Talent and Performance Management Programme aims to:

- recruit high potential individuals;
- prepare our talent to meet the market's evolving needs through long-term technical and managerial education plans;
- offer attractive career opportunities, including international opportunities;
- improve the diversity of our talents;
- engage our talent through modern work environments and codes.

### Recruiting High Potential Individuals

As knowledge workers, the quality of the talent pipeline is critical to our business. Since young graduates comprise, by far, the largest volume of candidates we recruit, concentrating on getting the right people through the door at this stage has the greatest leverage effect on the quality of our overall recruitments. As a result, many efforts are made to increase our employer branding awareness amongst the best schools for our profession, as well as to hone the effectiveness and interactivity of the recruitment process to identify the candidates that best match in terms of competency, potential, and cultural fit.

In addition, with a view to maintaining the attractiveness of the professional services industry in the face of competition for the same graduates from tech companies and startups, for example, Mazars has made great efforts to innovate in its recruitment process. We have many awards for both the creativity and results of such initiatives. Key projects include:

- Mazars 360°: encouraging transparency of the employee experience through virtual reality;
- Nothing to Hide: a free website for young grads who wish to "audit" their online footprint to ensure that it is professional;
- Looking for Talent: an engaging interactive video for young grads to send their CVs.

### Long-term Education & Training

The Mazars Group considers its internal training programme to be of strategic importance, since it serves as a means both to share and update technical and professional skills and knowledge, and to communicate professional conduct and ethics requirements to staff.

In 2008, the Group created Mazars University to harmonize training practices across all Mazars offices. In 2014, Mazars University received the top accreditation for Corporate Universities, awarded by the European Foundation for Management Development,

the same body which awards the EQUIS accreditation to top business schools.

The focus of the University is to act as a hub for all best learning materials and practices across the group, both in the areas of technical expertise as well as the other skills now required to perform the profession: soft skills, digital skills, and leadership skills.

The goal is to have excellent technicians, as well as enforce the objectivity of our teams, the professional independence and ethical conduct of each individual, and the overall capacity to effectively perform the work we have engaged.

On a local level, each member entity of Mazars keeps a record of all the training courses attended by each Partner and member of staff, in order to ensure that each individual benefits from the complete training programme and that the training received is in line with the individual's role and responsibilities. Each member entity's training programme is to include:

- a general technical skills syllabus to be followed by all staff. For audit staff, for example, the objective of this programme is to encourage each staff member's development and expertise in auditing standards, accounting standards, corporate governance standards, auditing techniques and engagement management principles; and which can be complemented by external seminars;
- a sector-specific syllabus, particularly for insurance, banking, the public sector and technology;
- a soft skills syllabus to be followed by level of seniority, focused on the areas of communication, team management, innovation, and client care.

This year, thanks to a new partnership with LinkedIn Learning, our professionals will have access to a premium digital skills training path, including certifications in coding and data science, which is becoming an integral part of our profession.



**The Next MBA**

In the area of executive education, Mazars has innovated a new model of education for senior leaders. Mazars created The Next MBA, which is a 6-week Executive MBA on cutting-edge business topics ranging from client-centric marketing to digital disruption, talent management to sustainable strategy. It is open to both Mazars partners as well as participants from other organisations. The Next MBA aims at preparing tomorrow's leaders to be insightful about how today's market transformations will impact business, teams, and industries, and to be agile in identifying new solutions.

**Attractive career opportunities**

As a global organization, we recognize that gaining international experience is an important element in the development of our teams and leaders. Mazars employees wishing to enhance their careers with an international experience may choose from a range of strategic mobility opportunities, such as:

- short-term assignments are available through our "MOVE" programme, in which high-potential Seniors and Managers can work abroad on two to six months projects;
- longer-term high-level projects ranging from three to five years in length;
- permanent transfers. These programmes play a key role in the flow of ideas with other member entities of the Mazars Group.

**Improve the Diversity of our Talents**

One of our core values is fostering a diverse and inclusive work environment. Accordingly, Mazars stands guard against all forms of discrimination and offers its professionals equal opportunities and treatment, regardless of their racial or ethnic origin, gender, religion, age or disability.

**Gender Diversity**

Diversity constitutes a unifying value of the Group and a key factor of success of its strategy.

Mazars focuses on a better representation of women in the organisation, mainly in management positions. Our involvement is carried out through various actions of raising awareness internally, developing an internal female network through a collaborative platform of discussions and a programme to identify female talents who will benefit from specific support and development action plans. Since Mazars' annual Partners' Conference in Istanbul in 2014, key steps and objectives have been set out.

A steering committee was set-up and Gender Diversity is championed by Antonio Bover, GEB member and Managing Partner of Mazars in Spain. Antonio is helped by a committee composed of a representative variety of partners, numbering 2/3 of female partners and 1/3 of male partners, but also managers and support functions.

Focus is on significantly increasing the number of female partners and executives among our firm by 2020. Our guiding principle is no longer to communicate widely on the subject but to work closely with our key 15 countries and follow-up on key development indicators. This decision means that the current GEB and its successors from 2016 will define a detailed plan and promote this objective as part of their Manifesto for election.

A Women Talent Pool has been identified and specific actions have been put in place to support them. A yearly leadership seminar is held: the Women Leaders @ Mazars Seminar was held in September 2016 and 2017. This seminar covers a wide variety of topics all essential for the growth and development of high potentials: mentoring, coaching, leadership, public speaking, empowerment, business development.

A group-wide gender diversity survey was held in 2016 and since then 4 core areas have been identified and focus groups are working on delivering Diversity & Inclusion guidebooks around:

- Promoting with Fairness;

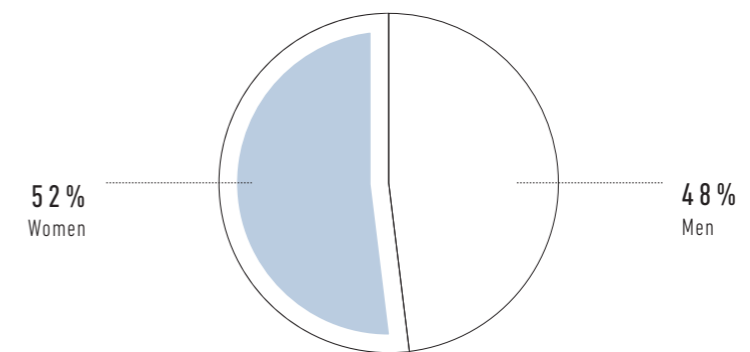
- Mazars as a great place to work;
- Mentoring & Networking;
- Measuring Gender diversity at Mazars.

recruitment, diversity at managerial level and a female talent pipeline will be explicit KPIs of group and local Human Resources plans.

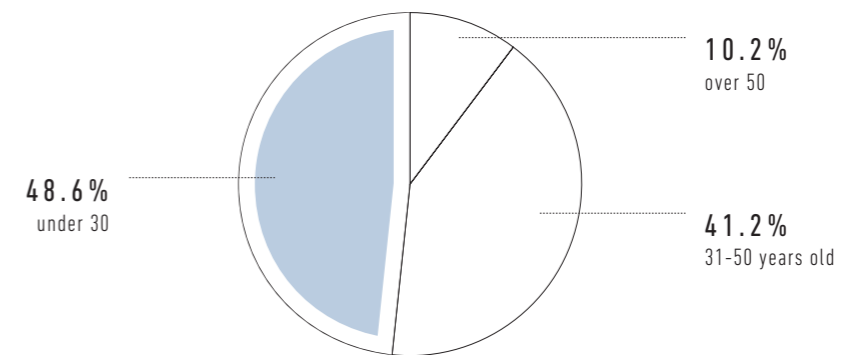
Metrics on gender diversity will be included in the global reporting system of Mazars countries. Progress is being made in the form of a "dashboard" format. Parity in

Finally, ambassadors are being identified in each country to support progress on these initiatives and to become positive role models.

BREAKDOWN OF WORKFORCE BY GENDER



BREAKDOWN OF WORKFORCE BY AGE



—  
“TOWARDS A MORE  
HUMAN-CENTRIC APPROACH”  
—

### Modern Work Environments & Codes

We continue to promote a strong organisational culture of wellness and health which ensures that Mazars remains an employer of choice. The financial auditor or consultant trades are demanding in terms of time, personal investment or travel, but these are cyclical trades that have more or less intense periods. At Mazars, we are aware of this difficulty. Our model is by nature decentralised, but we encourage all of our offices to put in place local actions that increase employee satisfaction.

We place great emphasis on office environment – from closed spaces and attributed workspaces to open plans. This is not just a question of following trends, but one of leveraging space to enhance our collective intelligence and enforcing new managerial codes that are more collaborative, participative, and open. Mazars' offices from Singapore to Rotterdam, Gabarone to Milan, and London to Paris, to name just a few, are revolutionising their work places with more collaborative work space combined with digitalised tools. The design offers a more human-centric approach, enabling our staff and partners to create the spaces they need to work best.

At the same time the managerial codes have changed, from "command and control" to co-developing solutions. We want our staff to participate in generating and implementing new ideas – from our internal processes to our client offers.

Therefore, we have made many efforts to both help managers encourage staff to speak up through education and training, as well as develop new tools and processes to support them in this. One tool to be highlighted is BIM – Mazars' Idea Box, which is an App where Mazarians can propose their ideas, get like's and have the opportunity, if liked enough, to present to the Executive Board, and eventually get awarded an investment to put the idea into action.

### Mazars Hong Kong

#### Technical training

Structured core training that follows the Mazars learning path is conducted on an annual basis. Apart from this, Mazars Hong Kong also holds a number of routine training courses, for example annual update sessions that cover changes in ethics and independence requirements, accounting standards, auditing standards, and other relevant local regulations; tax updates that discuss recent developments in Hong Kong and Mainland China tax laws.

Other in-house training is held on a needs basis. For example, a one-day session specifically dedicated to IFRS 15 (and the local equivalent, HKFRS 15) was arranged for all audit partners and managers to drill further down on the topic and to prepare them for the first-year impacts. Insurance training is provided to those who have a focus on insurance clients as a result of certain revised requirements affecting the insurance sector.

#### Soft skills training

In Mazars Hong Kong, we recognize that soft skills are essential to the audit profession. Project management skills training is held every year to help our seniors to better prepare for their development in the profession, including exploring ways to plan, execute and conclude an audit assignment effectively and efficiently, and to deal with surprises and unexpected events confidently. The multi-day session is conducted by a knowledgeable external trainer who has an auditing background as well as extensive experience in leadership development.

#### Other training

We encourage staff to keep themselves updated through attending external training if the topics of interest could not be covered by our internal resources. Subject to approval of the Head of QAD or their respective department head, we reimburse staff the cost of attending those training courses.

### New development

Mazars Hong Kong is currently redesigning training sessions for audit directors such that the requirements of IES 8 (Revised) are met.



# APPENDIX 1

**The Public Interest Entities in respect of which Mazars Hong Kong has expressed an audit opinion in 2016/2017 are as follows:**

**Hong Kong Stock Exchange**

Great China Properties Holdings Limited  
Pak Fah Yeow International Limited  
Mason Group Holdings Limited  
Tingyi (Cayman Islands) Holdings Corp.  
Applied Development Holdings Limited  
e-Kong Group Limited  
Daisho Microline Holdings Limited  
K & P International Holdings Limited  
Rentian Technology Holdings Limited  
Sino Haijing Holdings Limited  
Ever Harvest Group Holdings Limited  
Global Sweeteners Holdings Limited  
Target Insurance (Holdings) Limited  
Yuxing InfoTech Investment Holdings Limited  
China Digital Culture (Group) Limited  
Dafeng Port Heshun Technology Company Limited  
China Smartpay Group Holdings Limited  
VBG International Holdings Limited  
Nexion Technologies Limited

**USA NASDAQ**

Biostar Pharmaceuticals, Inc.

**USA NASDAQ - OTCBB**

Physical Property Holdings Inc



## APPENDIX 2

### **Statement on the effectiveness on the Quality Control System**

Mazars Group's and Mazars Hong Kong's Quality Control System is designed to provide reasonable assurance that the firm, its partners and staff comply with professional standards and regulatory and legal requirements, work is performed to a consistently high standard and that reports issued by the firm are appropriate.

The management of Mazars Group and Mazars Hong Kong are content that the system is effective in the maintenance and improvement of audit quality. They considered the results of the relevant regulatory inspections in reaching this opinion.

### **Statement on the effectiveness of our systems to safeguard our objectivity and independence**

The operation and effectiveness of Mazars Group's and Mazars Hong Kong's systems to safeguard our objectivity and independence form part of the review of the Quality Control System.

Based on the evidence identified in this review, the management of Mazars confirms, with a reasonable level of assurance, that the independence procedures and practices have been implemented and the system

is effective in maintaining independence. Furthermore, management confirms that the practices have been subjected to internal review.

### **Statement of compliance with the professional training obligations**

Mazars Hong Kong complies with Continuing Professional Development policies of the ICAEW, ICAS and ACCA which are, in turn, compliant with International Education Standard for Professional Accountants ("IES") 7.

Partners and all audit personnel are required to provide an annual declaration that they have complied with the relevant requirements.

Registered auditors are required to complete at least 120 hours or equivalent learning units of relevant professional development activity in each rolling three-year period, of which 60 hours or equivalent units should be verifiable. They also have to complete at least 20 hours or equivalent learning units of relevant professional development activity each year.

## APPENDIX 3

**Biographies of the members of the Mazars Hong Kong Management Committee****Stephen Weatherseed**

Stephen joined Mazars in January 2011. He is currently the Managing Director of Mazars Hong Kong office, a Practising Director and a member of the Mazars Asia Pacific Regional Committee.

His role within the firm includes international audit clients, both as contact and / or engagement partner, and special projects in relation to corporate finance and litigation support. He also focuses on increasing Mazars' brand awareness within Hong Kong.

Stephen has spent over 35 years in professional financial services, with more than 20 years based in Hong Kong and Asia, and the remainder in UK and Europe. His experience includes practice management; developing new service lines; establishing and appointing representative firms in new countries; advising clients on corporate finance, audit, risk management and cross border transactions, and also on China/Asian investment/trading strategies.

**Eunice Kwok**

Since Eunice joined Mazars Hong Kong in 1998, she has been responsible for audit and other assurance engagements of a wide range of clients including Hong Kong and US listed companies. Eunice is experienced in auditing companies of all sizes in various industries including manufacturing, retailing, property investment and development, shipping, trading and telecommunications. In addition to being in charge of high-risk large assurance assignments, Eunice's responsibilities extend to cover administration and financial reporting of the firm.

## APPENDIX 3

**Edmund Chan**

Edmund has over 20 years experience in auditing and business advisory and is currently Head of Audit in Mazars Hong Kong. Edmund also actively participates in the liaison and co-ordination of students' activities of local universities, maintaining close ties between next generation accountants and the firm.

**Oliver Or**

Oliver joined Mazars Hong Kong in 1988. He has over 25 years experience in auditing in Mazars Hong Kong and has particular experience in insurance.

**Michael To**

Michael joined Mazars Hong Kong in 2008. He has more than 20 years of experience working in international accounting firms and commercial organisations, of which over 15 years has been spent in China related areas. He is currently Head of Tax in Mazars Hong Kong. Michael has extensive experience advising clients on tax and operational issues related to their activities in China, in particular the structure for direct investment in China, mergers and acquisitions, corporate reorganisation, structure for the purposes of minimisation of tax exposures, planning for individuals to minimise their personal tax exposures, etc. He is usually involved in negotiation with PRC officials during the process of assisting his clients in setting up their establishments in China and optimising their tax position. Michael is experienced in serving international clients engaged in a variety of business including insurance, trading, construction, manufacturing, hospitality, media, sport shoes, electronic measurement devices, information technology and professionals such as architects, quantity surveyors, etc.



