2024 Inspection Zhen Hui Certified Public Accountants

(Headquartered in Hong Kong Special Administrative Region of the People's Republic of China)

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PCAOB
PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD

TABLE OF CONTENTS

2024 INSPECTION

In the 2024 inspection of Zhen Hui Certified Public Accountants, the Public Company Accounting Oversight Board (PCAOB) assessed the firm's compliance with laws, rules, and professional standards applicable to the audits of public companies. Our inspection was conducted in cooperation with the China Securities Regulatory Commission, the Ministry of Finance of the People's Republic of China, and the Accounting and Financial Reporting Council of Hong Kong.

We selected for review three audits of issuers with fiscal years generally ending in 2023. For each issuer audit selected, we reviewed a portion of the audit. We also evaluated elements of the firm's system of quality control.

2024 Inspection Approach

In selecting issuer audits for review, we use a risk-based method of selection. We make selections based on (1) our internal evaluation of audits we believe have a heightened risk of material misstatement, including those with challenging audit areas, and (2) other risk-based characteristics, including issuer and firm considerations. In certain situations, we may select all of the firm's issuer audits for review.

When we review an audit, we do not review every aspect of the audit. Rather, we generally focus our attention on audit areas we believe to be of greater complexity, areas of greater significance or with a heightened risk of material misstatement to the issuer's financial statements, and areas of recurring deficiencies. We may also select some audit areas for review in a manner designed to incorporate unpredictability.

Our selection of audits for review does not necessarily constitute a representative sample of the firm's total population of issuer audits. Additionally, our inspection findings are specific to the particular portions of the issuer audits reviewed. They are not an assessment of all of the firm's audit work or of all of the audit procedures performed for the audits reviewed.

View the details on the scope of our inspections and our inspections procedures.

OVERVIEW OF THE 2024 INSPECTION

The following information provides an overview of our 2024 inspection, which was our first inspection of this firm. We use a risk-based method to select audits for review and to identify areas on which we focus our review. Because our inspection process evolves over time, it can, and often does, focus on a different mix of audits and audit areas from inspection to inspection and firm to firm. Further, a firm's business, the applicable auditing standards, or other factors can change from the time of one inspection to the next. As a result of these variations, we caution that our inspection results are not necessarily comparable over time or among firms.

Firm Data and Audits Selected for Review

	2024
Firm data	
Total issuer audit clients in which the firm was the principal auditor	3
Total issuer audits in which the firm was not the principal auditor	0
Total engagement partners on issuer audit work[1]	1
Audits reviewed	
Total audits reviewed	3
Audits in which the firm was the principal auditor	3
Integrated audits of financial statements and internal control over financial reporting (ICFR)	0
Audits with Part I.A deficiencies	3
Percentage of audits with Part I.A deficiencies	100%

If we include a deficiency in Part I.A of our report, it does not necessarily mean that the firm has not addressed the deficiency. In many cases, the firm has performed remedial actions after the deficiency was identified. Depending on the circumstances, remedial actions may include performing additional audit procedures, informing management of the issuer of the need for changes to the financial statements or reporting on ICFR, or taking steps to prevent reliance on prior audit reports.

[1] The number of engagement partners on issuer audit work represents the total number of firm personnel (not necessarily limited to personnel with an ownership interest) who had primary responsibility for an issuer audit (as defined in AS 1201, *Supervision of the Audit Engagement*) or for the firm's role in an issuer audit during the twelve-month period preceding the outset of the inspection.

Our inspection may include a review, on a sample basis, of the adequacy of a firm's remedial actions, either with respect to previously identified deficiencies or deficiencies identified during the current inspection. If a firm does not take appropriate actions to address deficiencies, we may criticize its system of quality control or pursue a disciplinary action.

If we include a deficiency in our report — other than those deficiencies for audits with incorrect opinions on the financial statements and/or ICFR — it does not necessarily mean that the issuer's financial statements are materially misstated or that undisclosed material weaknesses in ICFR exist. It is often not possible for us to reach a conclusion on those points based on our inspection procedures and related findings because, for example, we have only the information that the auditor retained and the issuer's public disclosures. We do not have direct access to the issuer's management, underlying books and records, and other information.

Our 2024 inspection procedures involved one audit for which the issuer, unrelated to our review, corrected inaccurate disclosures in a subsequent filing and the firm reissued its report on the financial statements.

Audit Areas Most Frequently Reviewed

This table reflects the audit areas we have selected most frequently for review in the 2024 inspection. For the issuer audits selected for review, we selected these areas because they were generally significant to the issuer's financial statements, may have included complex issues for auditors, and/or involved complex judgments in (1) estimating and auditing the reported value of related accounts and disclosures and (2) implementing and auditing the related controls.

2024	
Audit area	**Audits reviewed**
Revenue and related accounts	3
Cash and cash equivalents	3
Related party transactions	2
Leases	1
Significant transactions	1

PART I: INSPECTION OBSERVATIONS

Part I.A of our report discusses deficiencies, if any, that were of such significance that we believe the firm, at the time it issued its audit report(s), had not obtained sufficient appropriate audit evidence to support its opinion(s) on the issuer's financial statements and/or ICFR.

Part I.B discusses certain deficiencies, if any, that relate to instances of non-compliance with PCAOB standards or rules other than those where the firm had not obtained sufficient appropriate audit evidence to support its opinion(s). This section does not discuss instances of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules related to maintaining independence.

Part I.C discusses instances of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules, if any, related to maintaining independence.

Consistent with the Sarbanes-Oxley Act ("Act"), it is the Board's assessment that nothing in Part I of this report deals with a criticism of, or potential defect in, the firm's quality control system. We discuss any such criticisms or potential defects in Part II. Further, you should not infer from any Part I deficiency, or combination of deficiencies, that we identified a quality control finding in Part II. Section 104(g)(2) of the Act restricts us from publicly disclosing Part II deficiencies unless the firm does not address the criticisms or potential defects to the Board's satisfaction no later than 12 months after the issuance of this report.

Classification of Audits with Part I.A Deficiencies

Within Part I.A of this report, we classify each issuer audit in one of the categories discussed below based on the Part I.A deficiency or deficiencies identified in our review.

The purpose of this classification system is to group and present issuer audits by the number of Part I.A deficiencies we identified within the audit as well as to highlight audits with an incorrect opinion on the financial statements and/or ICFR.

Audits with an Incorrect Opinion on the Financial Statements and/or ICFR

This classification includes instances where a deficiency was identified in connection with our inspection and, as a result, an issuer's financial statements were determined to be materially misstated, and the issuer restated its financial statements. It also includes instances where a deficiency was identified in connection with our inspection and, as a result, an issuer's ICFR was determined to be ineffective, or there were additional material weaknesses that the firm did not identify, and the firm withdrew its opinion, or revised its report, on ICFR.

This classification does not include instances where, unrelated to our review, an issuer restated its financial statements and/or an issuer's ICFR was determined to be ineffective. We include any deficiencies identified in connection with our reviews of these audits in the audits with multiple deficiencies or audits with a single deficiency classification below.

Audits with Multiple Deficiencies

This classification includes instances where multiple deficiencies were identified that related to a combination of one or more financial statement accounts, disclosures, and/or important controls in an ICFR audit.

Audits with a Single Deficiency

This classification includes instances where a single deficiency was identified that related to a financial statement account or disclosure or to an important control in an ICFR audit.

PART I.A: AUDITS WITH UNSUPPORTED OPINIONS

This section of our report discusses the deficiencies identified, by specific issuer audit reviewed, in the audit work supporting the firm's opinion on the issuer's financial statements.

We identify each issuer by a letter (e.g., Issuer A). Each deficiency could relate to several auditing standards, but we reference the PCAOB standard that most directly relates to the requirement with which the firm did not comply.

We present issuer audits below within their respective deficiency classifications (as discussed previously). Within the classifications, we generally present the audits based on our assessment as to the relative significance of the identified deficiencies, taking into account the significance of the financial statement accounts and/or disclosures affected, and/or the nature or extent of the deficiencies.

Audits with an Incorrect Opinion on the Financial Statements and/or ICFR

None

Audits with Multiple Deficiencies

Issuer A – Information Technology

Type of audit and related areas affected

In our review, we identified deficiencies in the financial statement audit related to **Revenue**, **Accounts Receivable**, **Related Party Transactions**, **Subsequent Events**, and **Journal Entries**.

Description of the deficiencies identified

With respect to **Revenue**:

The firm did not identify and evaluate departures from GAAP related to the issuer's inaccurate disclosures that it recognized revenue in conformity with FASB ASC Topic 605, *Revenue Recognition,* which was superseded by FASB ASC Topic 606, *Revenue from Contracts with Customers*, prior to the year under audit. (AS 2810.30 and .31)

Unrelated to our review, the issuer reevaluated its disclosures of revenue recognition and determined that the disclosures were inaccurate. The issuer did not file an amended Form 10-K or a Form 8-K indicating that its previously issued financial statements should not be relied on. Instead, the issuer corrected the disclosures in a subsequent filing. The firm reissued its report on the financial statements.

The firm did not perform procedures to test the issuer's restated revenue disclosures discussed above. (AS 2301.08)

The firm did not perform sufficient procedures to test revenue because it limited its procedures to tracing a sample of revenue transactions to issuer-prepared invoices. (AS 2301.08)

With respect to **Accounts Receivable**:

The firm sent positive confirmation requests to test accounts receivable. The firm did not perform any alternative procedures for the positive confirmation requests for which it did not receive a response. (AS 2310.31)

The firm did not perform procedures to test the allowance for doubtful accounts beyond reading issuer-prepared accounts receivable aging schedules. (AS 2501.07)

With respect to **Related Party Transactions**:

The firm did not perform any procedures to test the transactions with related parties disclosed in the financial statements. (AS 2410.12) In addition, the firm did not evaluate whether the issuer had properly identified its related parties and relationships and transactions with related parties. (AS 2410.14)

With respect to **Subsequent Events**:

The firm did not perform auditing procedures, at or near the date of the auditor's report, to ascertain the occurrence of subsequent events that may have required adjustment or disclosure essential to a fair presentation of the financial statements. (AS 2801.12)

With respect to **Journal Entries**:

The firm did not identify and select journal entries and other adjustments for testing to address the potential for material misstatement due to fraud. (AS 2401.58)

Issuer B

Type of audit and related areas affected

In our review, we identified deficiencies in the financial statement audit related to **Revenue and Related Accounts**, a **Certain Asset**, **Significant Transactions**, and **Journal Entries**.

Description of the deficiencies identified

With respect to **Revenue and Related Accounts**:

The firm did not perform sufficient procedures to test one type of revenue because its procedures were limited to determining, for a sample of transactions, that a contract existed between the issuer and the customer. (AS 2301.08)

The firm did not perform sufficient procedures to test another type of revenue because it limited its procedures to tracing a sample of revenue transactions to issuer-prepared invoices and/or other issuer-prepared information. (AS 2301.08)

The firm did not perform procedures to test the completeness of a related account. (AS 2301.08) In addition, the firm did not perform sufficient procedures to test this account because it limited its procedures to tracing a sample of transactions to certain issuer-prepared information. (AS 2301.08)

With respect to a **Certain Asset**:

The firm did not perform procedures to test the fair value of a certain asset, beyond performing recalculations of an issuer-prepared schedule. (AS 2501.07)

With respect to **Significant Transactions**:

The firm did not perform any procedures to evaluate the issuer's accounting treatment of certain significant transactions. (AS 2301.08) In addition, the firm did not identify and evaluate departures from GAAP related to the issuer's omission of certain required disclosures related to these significant transactions. (AS 2810.30 and .31)

With respect to **Journal Entries**:

The firm did not identify and select journal entries and other adjustments for testing to address the potential for material misstatement due to fraud. (AS 2401.58)

Issuer C

Type of audit and related areas affected

In our review, we identified deficiencies in the financial statement audit related to **Revenue**, **Related Party Payables**, and **Journal Entries**.

Description of the deficiencies identified

With respect to **Revenue**, for which the firm identified a fraud risk:

The firm did not identify and evaluate departures from GAAP related to the issuer's omission of certain disclosures required by FASB ASC Topic 606, *Revenue from Contracts with Customers*. (AS 2810.30 and .31) In addition, the firm did not perform sufficient procedures to test revenue because it limited its procedures to tracing a sample of revenue transactions to issuer-prepared invoices. (AS 2301.08 and .13)

With respect to **Related Party Payables**:

The firm sent positive confirmation requests to test related party payables. The firm did not perform any alternative procedures for a positive confirmation request for which it did not receive a response. (AS 2310.31)

With respect to **Journal Entries**, for which the firm identified a fraud risk:

The firm did not identify and select journal entries and other adjustments for testing to address the potential for material misstatement due to fraud. (AS 2401.58)

Audits with a Single Deficiency

None

PART I.B: OTHER INSTANCES OF NON-COMPLIANCE WITH PCAOB STANDARDS OR RULES

This section of our report discusses certain deficiencies that relate to instances of non-compliance with PCAOB standards or rules other than those where the firm had not obtained sufficient appropriate audit evidence to support its opinion(s). This section does not discuss instances of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules related to maintaining independence.

When we review an audit, we do not review every aspect of the audit. As a result, the areas below were not necessarily reviewed on every audit. In some cases, we assess the firm's compliance with specific PCAOB standards or rules on other audits that were not reviewed and include any instances of non-compliance below.

The deficiencies below are presented in numerical order based on the PCAOB standard or rule with which the firm did not comply. We identified the following deficiencies:

- In two of three audits reviewed, the engagement partner did not review the work of engagement team members to evaluate whether (1) the work was performed and documented, (2) the objectives of the procedures were achieved, and (3) the results of the work support the conclusions reached. In these instances, the firm was non-compliant with AS 1201, *Supervision of the Audit Engagement*.

- In two of three audits reviewed, the work papers did not contain sufficient information to enable an experienced auditor, having no previous connection with the engagement, to determine who performed the work and the date such work was completed. In addition, in the third audit reviewed, the work papers did not contain sufficient information to enable an experienced auditor, having no previous connection with the engagement, to determine the date work was completed and reviewed. In these instances, the firm was non-compliant with AS 1215, *Audit Documentation*.

- In the three audits reviewed, the firm did not obtain the required engagement quality review for the audit or for the reviews of the issuer's interim financial information for each of the quarters during the year under audit. In these instances, the firm was non-compliant with AS 1220, *Engagement Quality Review*.

- In two of three audits reviewed, the firm did not make any of the required communications to the audit committee. In these instances, the firm was non-compliant with AS 1301, *Communications with Audit Committees*.

- In one of three audits reviewed, the firm did not make certain required communications to the audit committee related to (1) the firm's evaluation of the issuer's ability to continue as a going concern; (2) the results of the audit; (3) corrected misstatements; (4) the critical accounting policies and practices and critical accounting estimates; and (5) the firm's evaluation of the quality of the issuer's financial reporting. In these instances, the firm was non-compliant with AS 1301, *Communications with Audit Committees*.

- In one of three audits reviewed, the firm did not provide a copy of the management representation letter to the audit committee. In these instances, the firm was non-compliant with AS 1301, *Communications with Audit Committees*, and AS 2805, *Management Representations*.

- In two of three audits reviewed, the firm did not provide to the audit committee the required communications in writing of all material weaknesses identified during the audit. In these instances, the firm was non-compliant with AS 1305, *Communications About Control Deficiencies in an Audit of Financial Statements*.

- In the three audits reviewed, the firm did not perform procedures to determine whether all individuals who participated in the audit were in compliance with independence requirements. In these instances, the firm was non-compliant with AS 2101, *Audit Planning*.

- In the three audits reviewed, the firm did not (1) hold a discussion among the key engagement team members about the potential for material misstatement due to fraud and (2) inquire of the audit committee, management, the internal audit function, and/or others within the company about the risks of material misstatement, including fraud risks. In these instances, the firm was non-compliant with AS 2110, *Identifying and Assessing Risks of Material Misstatement*.

- In one of three audits reviewed, the firm did not identify and assess the risks of material misstatement related to a significant account and disclosure. In this instance, the firm was non-compliant with AS 2110, *Identifying and Assessing Risks of Material Misstatement*.

- In two of three audits reviewed, the firm did not (1) presume that there was a fraud risk involving improper revenue recognition and did not have an appropriate rationale for how this presumption was overcome and (2) identify a fraud risk related to the risk of management override of controls. In these instances, the firm was non-compliant with AS 2110, *Identifying and Assessing Risks of Material Misstatement*.

- In the three audits reviewed, the firm did not (1) inquire of the audit committee regarding the audit committee's understanding of the issuer's relationships and transactions with related parties that are significant to the issuer and whether any member of the audit committee had concerns regarding relationships or transactions with related parties and, if so, the substance of those concerns and (2) make certain required communications to the audit committee related to its evaluation of the issuer's identification of, accounting for, and disclosure of its relationships and transactions with related parties. In these instances, the firm was non-compliant with AS 2410, *Related Parties*.

- In one of three audits reviewed, the firm included in its audit report an explanatory paragraph describing substantial doubt about the issuer's ability to continue as a going concern, but did not place it immediately following the opinion paragraph. In this instance, the firm was non-compliant with AS 2415, *Consideration of an Entity's Ability to Continue as a Going Concern*.

- In one of three audits reviewed, the firm did not include in its audit report an opinion on the issuer's financial statements for the prior year. In this instance, the firm was non-compliant with AS 3101, *The Auditor's Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion.*

- In two of three audits reviewed, the engagement team did not perform any procedures to comply with the requirements related to critical audit matters. In these instances, the firm was non-compliant with AS 3101, *The Auditor's Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion*. These instances of non-compliance do not necessarily mean that critical audit matters should have been communicated in the auditor's report.

- In one of three audits reviewed, the firm's audit report stated that it determined there were no critical audit matters, but the engagement team did not perform procedures to determine whether or not matters that were communicated, or required to be communicated, to the audit committee and that related to accounts or disclosures that were material to the financial statements, were critical audit matters. In this instance, the firm was non-compliant with AS 3101, *The Auditor's Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion*. This instance of noncompliance does not necessarily mean that critical audit matters should have been communicated in the auditor's report.

- In one of three audits reviewed and in four other audits, the firm did not file one or more reports on Form AP by the relevant deadline. In these instances, the firm was non-compliant with PCAOB Rule 3211, *Auditor Reporting of Certain Audit Participants*.

- In the three audits reviewed, the firm did not provide the audit committee the required independence communications. In these instances, the firm was non-compliant with PCAOB Rule 3526, *Communication with Audit Committees Concerning Independence*.

PART I.C: INDEPENDENCE

This section of our report discusses instances of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules related to maintaining independence. An instance of potential non-compliance with SEC rules or an instance of non-compliance with PCAOB rules does not necessarily mean that the Board has concluded the firm was not objective and impartial throughout the audit and professional engagement period. Although this section includes instances of potential non-compliance that we identified, there may be other instances of non-compliance with SEC or PCAOB rules related to independence that were not identified through our procedures or the firm's monitoring activities.

PCAOB-Identified

We identified the following instances of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules related to maintaining independence:

- Under Rule 2-01(c)(7) of Regulation S-X, an accountant is not independent if it is engaged to render audit or non-audit services to an issuer or its subsidiaries without that engagement having been pre-approved by the audit committee. In three audits reviewed, we identified one instance for one issuer in which the firm could provide no persuasive evidence of the necessary audit committee pre-approval.

- An auditor could appear to have a direct interest in the results of an audit client's operations, inconsistent with independence requirements, in circumstances involving unpaid audit or other professional fees. This can include circumstances in which either (i) unpaid fees are owed by the audit client for an extended period and become material in relation to the fee to be charged for the current audit, and at the time the current audit commenced, there are not certain commitments and assurances regarding payment (generally inconsistent with the general standard of independence in Rule 2-01(b) of Regulation S-X, see SEC Codification of Financial Reporting Policies 602.02.b.iv), or (ii) billed or unbilled fees, or a note receivable arising from such fees, remain unpaid for any professional services provided more than one year prior to the date of the auditor's issuance of the audit report on the client's current year (independence impaired under PCAOB ET § 191.103-104). In one of three audits reviewed, we identified that certain unpaid fees appeared to fall into both of those categories.

Firm-Identified

The firm did not bring to our attention any instances of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules related to maintaining independence.

While the firm did not bring to our attention any instances of potential non-compliance, the number, large or small, of firm-identified instances of potential non-compliance may be reflective of the size of the firm, including the number of associated firms; the design and effectiveness of the firm's independence monitoring activities; and the size and/or complexity of the issuers it audits, including the number of affiliates of those issuers. Therefore, we caution against making any comparison of firm-identified instances of potential non-compliance across firms.

PART II: OBSERVATIONS RELATED TO QUALITY CONTROL

Part II of our report discusses criticisms of, and potential defects in, the firm's system of quality control.

We include deficiencies in Part II if an analysis of the inspection results, including the results of the reviews of individual audits, indicates that the firm's system of quality control does not provide reasonable assurance that firm personnel will comply with applicable professional standards and requirements. Generally, the report's description of quality control criticisms is based on observations from our inspection procedures.

This report does not reflect changes or improvements to the firm's system of quality control that the firm may have made subsequent to the period covered by our inspection. The Board does consider such changes or improvements in assessing whether the firm has satisfactorily addressed the quality control criticisms or defects no later than 12 months after the issuance of this report.

When we issue our reports, we do not make public criticisms of, and potential defects in, the firm's system of quality control, to the extent any are identified. If a firm does not address to the Board's satisfaction any criticism of, or potential defect in, the firm's system of quality control within 12 months after the issuance of our report, we will make public any such deficiency.

APPENDIX A: FIRM'S RESPONSE TO THE DRAFT INSPECTION REPORT

Pursuant to Section 104(f) of the Act, 15 U.S.C. § 7214(f), and PCAOB Rule 4007(a), the Board provided the firm an opportunity to review and comment on a draft of this report. The firm did not provide a written response.