

Ex-senior executives of listed company guilty of bribery over \$15m subsidiary sale

5 August 2014

Two former senior executives of a listed company, charged by the ICAC, were today (Tuesday) convicted at the District Court of offering and accepting an advantage of 1.5 million shares of the company respectively in relation to the sale of one of its subsidiaries at \$15 million.

Luk Kin Peter Joseph, 43, former executive director of China Mining Resources Group Limited (CMRG), was found guilty of one count of offering an advantage to an agent, contrary to Section 9(2)(a) of the Prevention of Bribery Ordinance (POBO).

Co-defendant Yu Oi-kee, 41, former financial controller-cum-company secretary of CMRG, was convicted of one count of agent accepting an advantage, contrary to Section 9(1)(a) of the POBO.

Luk and Yu were further convicted of a joint charge of conspiracy for agents to use document with intent to deceive their principal, contrary to Section 9(3) of the POBO and Section 159A of the Crimes Ordinance.

Judge Mr Kevin Browne adjourned the case until August 21 this year for mitigation, and remanded the defendants in the custody of the Correctional Services Department.

The court heard that since March 1997, CMRG has been listed on the Stock Exchange of Hong Kong (SEHK).

Apart from its mining operation, CMRG also engaged in cord blood storage business through its indirect wholly owned subsidiary - Cell Therapy Technologies Centre Limited (CTTC). CMRG held the interest in CTTC through another subsidiary Biogrowth Assets Limited (BAL).

In June and July 2007, Luk and Yu stepped down as executive director and financial controller-cum-company secretary of CMRG respectively. Since then, the duo continued to be directors of CTTC and BAL to look after the cord blood storage business.

The court heard that at around that time, the possible disposal of CTTC to Luk was discussed. But Yu was told by a financial adviser that Luk's role in the disposal would constitute a connected transaction under the listing rules to which approval from independent shareholders of CMRG and advice from an independent financial adviser would be required. Subsequently, the disposal plan did not materialise.

Later in October 2008, the intended disposal of CTTC revived. On November 7, 2008, CMRG was informed by one of its executive directors that CTTC would be acquired by United Easy Investments Limited (UEIL), a purported independent third party, at \$15 million (the transaction).

The court heard that at around same time, Luk offered 1.5 million shares of CMRG to Yu as an inducement to or a reward for processing the transaction, and Yu accepted those shares for the same purpose. The then market value of those shares was \$330,000.

When the transaction was reported as non-connected and approved at a meeting of board of directors of CMRG on November 21, 2008, Luk and Yu, with intent to deceive BAL and/or CMRG, conspired together to use the minutes of a meeting of the board of directors of BAL, which contained a false statement that they were not interested in the transaction.

In fact, UEIL was set up and held by an aunt of Luk by the arrangement of Yu, and that most of the \$15 million consideration for acquiring CTTC was arranged by Luk, the court was told.

SEHK and CMRG had rendered full assistance to the ICAC during its investigation.

The prosecution was today represented by Public Prosecutions Florrie Chan, assisted by ICAC

officer Martin Lee.

[Back to Index](#)

上市公司前高層涉千五萬元附屬公司交易貪污案罪成候判

2014年8月5日

兩名上市公司前高層人員，以一千五百萬元出售該上市公司其中一間附屬公司時分別收授利益，即該上市公司的一百五十萬股股份，早前被廉政公署拘控。被告今日(星期二)在區域法院被裁定罪名成立。

陸健，四十三歲，中國礦業資源集團有限公司(中國礦業資源)前執行董事，被裁定一項向代理人提供利益罪名成立，違反《防止賄賂條例》第9(2)(a)條。

同案另一被告為余譚琪，四十一歲，中國礦業資源前財務總監兼公司秘書，被裁定一項代理人接受利益罪名成立，違反《防止賄賂條例》第9(1)(a)條。

陸及余又同被裁定一項串謀由代理人意圖欺騙其主事人而使用文件罪名成立，違反《防止賄賂條例》第9(3)條及《刑事罪行條例》第159A條。

法官鮑理賢將案件押後至本年八月二十一日，以待被告求情。被告暫時還押懲教署看管。

案情透露，中國礦業資源自一九九七年三月起在香港聯合交易所(聯交所)上市。

中國礦業資源於案發時除了從事採礦業務外，亦透過其間接全資附屬公司細胞治療技術中心有限公司(細胞治療技術中心)經營臍帶血儲存業務。中國礦業資源透過另一間附屬公司Biogrowth Assets Limited(BAL)持有細胞治療技術中心的權益。

陸及余分別於二〇〇七年六月至七月辭任中國礦業資源執行董事及財務總監兼公司秘書。自此，兩人繼續留任細胞治療技術中心及BAL的董事，負責處理臍帶血儲存業務。

案情透露，案發時有就出售細胞治療技術中心予陸的建議進行商討，惟余獲財務顧問告知，陸在出售事項中的角色會構成上市規則下的關連交易，而有關交易需獲得中國礦業資源獨立股東的批准及一位獨立財務顧問的意見。有關出售計劃其後並沒有落實。

至二〇〇八年十月，出售細胞治療技術中心的計劃獲重提。中國礦業資源於二〇〇八年十一月七日通知其中一名執行董事，細胞治療技術中心會被合易投資有限公司(合易)以一千五百萬元收購，而合易看似是獨立第三方。

案情透露，陸大約於該時期向余提供一百五十萬股中國礦業資源股份，作為余處理該交易的誘因或報酬，余則以相同目的接受有關股份。有關股份當時市值三十三萬元。

有關交易報稱為並非關連交易，並於二〇〇八年十一月二十一日獲中國礦業資源董事會通過，而陸及余則一同串謀使用一份錄載有虛假陳述的BAL董事會的會議紀錄，意圖詐騙BAL及/或中國礦業資源，指被告在交易中沒有利害關係。

事實上，合易是陸妻的姨母在余的安排下成立及持有的，而一千五百萬元用以收購細胞治療技術中心的款式，大部份由陸安排。

聯交所及中國礦業資源在廉署調查案件期間提供全面協助。

控方今日由檢控官陳韻婷代表出庭，並由廉署人員李景文協助。

[返回目錄](#)