



## Press Releases

### **Four charged with conspiracy to defraud over bonds placement of listed company**

**2019-7-22**

Two former senior executives and a former manager of a listed company, and a senior executive of a placing agent have been charged by the ICAC today (July 22) with conspiracy to defraud The Stock Exchange of Hong Kong Limited (SEHK), the listed company and its board of directors and shareholders over the placement of bonds issued by the listed company.

The defendants are Mak Kwong-yiu, 44, former executive director of Convoy Financial Services Holdings Limited (Convoy Financial Services); Chan Lai-ye, 46, former financial controller of Convoy Financial Services; Wong Shuk-on, 40, former manager of Convoy Financial Services; and Lee Yick-ming, 48, general manager of Gransing Securities Co., Limited (Gransing).

The four defendants face a joint charge of conspiracy to defraud, contrary to Common Law.

The defendants will appear in the Eastern Magistracy on Wednesday (July 24) afternoon for mention.

The ICAC investigation commenced upon receipt of complaints alleging breaches of the Prevention of Bribery Ordinance and the Securities and Futures Ordinance, followed by an operation jointly mounted with the Securities and Futures Commission (SFC) in December 2017.

At the material time, Convoy Financial Services, later renamed as Convoy Financial Holdings Limited, was listed (publicly listed Convoy) on the Main Board of the SEHK.

Gransing and Convoy Investment Services Limited (Convoy Investment Services) were both licenced corporations of the SFC, providing corporate finance services, such as bonds issuance and placement.

Mak, Chan and Wong were respectively executive director, financial controller (later promoted to chief financial officer) and manager of publicly listed Convoy, while Lee was the general manager of Gransing.

Mak was also a director of Convoy Investment Services, which was not a subsidiary of publicly listed Convoy. He and two other executive directors of publicly listed Convoy held substantial shares of Convoy Investment Services.

The charge alleges that between June 1, 2014 and December 7, 2017, the four defendants conspired together to defraud the SEHK, publicly listed Convoy, its board of directors and shareholders by dishonestly:

a) causing publicly listed Convoy to enter into agreements with Gransing to purportedly engage Gransing as the placing agent for the placement of bonds to be issued by the listed company (the bonds);

- b) arranging Gransing to enter into agreements with Convoy Investment Services to purportedly engage the latter as the sub-placing agent of the bonds;
- c) concealing or failing to disclose that Convoy Investment Services, a connected person of publicly listed Convoy under the Rules Governing the Listing of Securities on the SEHK (“the Listing Rules”), was in fact the actual placing agent of the bonds;
- d) concealing or failing to disclose that in so acting as a placing agent for placement of the bonds, Gransing was a connected person of publicly listed Convoy under the Listing Rules; and,
- e) causing publicly listed Convoy to pay to Convoy Investment Services via Gransing commissions totalling over \$49.6 million for placement of the bonds.

The defendants have been released on ICAC bail, pending their court appearance on Wednesday.

The SFC will continue to collaborate with the ICAC on this matter.

The SEHK and Convoy Global Holdings Limited have rendered full assistance to the ICAC during its investigation.

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## 新聞公佈

### 廉署起訴四人涉嫌就上市公司發行債券串謀詐騙

2019年7月22日

廉政公署今日(七月二十二日)落案起訴一間上市公司兩名前高層人員和一名前經理，以及一名配售代理前高層人員，控告他們涉嫌在該上市公司發行債券期間，串謀詐騙香港聯合交易所有限公司(聯交所)、該上市公司以及其董事局和股東。

被告為麥光耀，四十四歲，康宏理財控股有限公司(康宏理財)前執行董事；陳麗兒，四十六歲，康宏理財前財務總監；黃淑安，四十歲，康宏理財前經理；以及李易明，四十八歲，鼎成證券有限公司(鼎成)總經理。

四名被告同被控一項串謀詐騙罪名，違反普通法。

他們將於星期三(七月二十四日)下午在東區裁判法院應訊。

廉署接獲有關涉嫌觸犯《防止賄賂條例》及《證券及期貨條例》的投訴後展開調查，其後並於二〇一七年十二月與證券及期貨事務監察委員會(證監會)採取聯合行動。

案發時，康宏理財(後改稱為康宏金融控股有限公司)，是於聯交所主版上市的公司(上市公司康宏)。

鼎成及康宏證券投資服務有限公司(康宏證券)同為證監會持牌公司。它們的主要業務包括於集資活動如為上市公司發行債券時擔任配售代理。

麥光耀、陳麗兒和黃淑安分別任職上市公司康宏執行董事、財務總監(其後獲晉升為首席財務總監)和經理，而李易明則為鼎成總經理。

麥光耀又擔任康宏證券的董事，而該公司並不是上市公司康宏的附屬公司。麥光耀與另外兩名上市公司康宏的執行董事持有康宏證券的主要股份。

控罪指四名被告涉嫌於二〇一四年六月一日至二〇一七年十二月七日期間，一同串謀詐騙聯交所、上市公司康宏以及其董事局及股東，即不誠實地：

- a) 導致上市公司康宏與鼎成簽訂協議書，聲稱委聘鼎成為配售上市公司康宏發行的債券的配售代理；
- b) 安排鼎成與康宏證券簽訂協議書，聲稱委聘康宏證券為該等債券的分配售代理；

- c) 隱瞞或沒有披露康宏証券事實上是該等債券的真正配售代理，而根據《香港聯合交易所有限公司證券上市規則》(《上市規則》)，康宏証券為上市公司康宏的關連人士；
- d) 隱瞞或沒有披露就該等債券的配售事宜而擔任配售代理時，根據《上市規則》鼎成為上市公司康宏的關連人士；
- e) 導致上市公司康宏透過鼎成向康宏証券就配售該等債券，支付合共超過四千九百六十萬元的佣金。

四名被告已獲廉署准予保釋，以待星期三應訊。

證監會將會就此案繼續與廉政公署通力合作。

聯交所及康宏環球控股有限公司在廉署調查案件期間提供全面協助。

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