



Press Releases

Merchant further charged by ICAC with conspiracy to defraud over ‘backdoor listing’ of listed company and money laundering

2021-11-19

Three persons, including a then chairman and a then substantial shareholder of a listed company, were charged by the ICAC this morning (November 19) with conspiracy to defraud The Stock Exchange of Hong Kong Limited (SEHK), the listed company and its board of directors and shareholders by concealing a “backdoor listing” agreement when placing convertible notes to increase the share capital of the listed company and dealing with crime proceeds of \$42 million. **A merchant was further charged in the afternoon.**

Chim Pui-chung, 75, then substantial shareholder of **Asia Resources Holdings Limited (Asia Resources)**; Ricky Chim Kim-lun, 52, then chairman of Asia Resources; and Wong Poe-lai, 65, were charged by the ICAC this morning. **Ma Zhonghong, 48, merchant, was further charged this afternoon.**

Chim Pui-chung, Ricky Chim and Ma jointly face two counts of conspiracy to defraud, contrary to Common Law. Ma and Wong jointly face one count of dealing with property known or reasonably believed to represent proceeds of an indictable offence, contrary to Section 25(1) of the Organized and Serious Crimes Ordinance.

No plea was entered when the four defendants appeared in the Shatin Magistrates’ Courts this afternoon. Acting Principal Magistrate Mr Jason Wan Siu-ming adjourned the cases to February 28 next year for mention.

The ICAC investigation arose from a corruption complaint referred by the Securities and Futures Commission (SFC). Upon completion of the investigation, the ICAC sought legal advice from the Department of Justice, which advised charges be laid against the defendants.

At the material time, Asia Resources was listed on the Main Board of the SEHK. After Chim Pui-chung became a substantial shareholder of Asia Resources in October 2008, Ricky Chim was appointed as an executive director of the company. Between December 19, 2008 and December 11, 2014, Ricky Chim was the chairman of the board of directors of Asia Resources. **Wong was an employee of a company of Ma at the material time.**

One of the charges alleges that **between July 1, 2013 and November 15, 2015**, Chim Pui-chung, Ricky Chim and Ma conspired together **and with other persons** to defraud Asia Resources, its board of directors and shareholders by dishonestly:

- (i) concealing or failing to disclose that Ma had reached an agreement with Chim Pui-chung and Ricky Chim that Ma would pay a total sum of about \$210 million to Chim Pui-chung in order to control 70 per cent to 75 per cent of the entire issued share capital of Asia Resources (the Illicit Agreement);
- (ii) causing the board of directors of Asia Resources to approve, and causing Asia Resources to proceed with the placing of its new shares and the placing of convertible notes of which the convertible shares, upon exercise of the conversion rights, represented approximately 566.67 per cent of the then existing issued share

capital of the company (the CN Agreement) with a view to increase the entire issued share capital of the company thereby facilitating the execution of the Illicit Agreement;

(iii) falsely representing in the announcements and circulars of Asia Resources that no director or shareholder of the company had a material interest in the CN Agreement and no shareholder of the company was required to abstain from voting at the special general meeting of the company for the approval of the CN Agreement (the SGM);

(iv) causing the shareholders of Asia Resources to pass the resolution in relation to the CN Agreement at the SGM.

Another charge alleges that between July 1, 2013 and November 15, 2015, Chim Pui-chung, Ricky Chim and Ma conspired together and with other persons to defraud the SEHK by dishonestly:

(i) concealing or failing to disclose that Chim Pui-chung, Ricky Chim and Ma had reached the Illicit Agreement;

(ii) concealing or failing to disclose the purpose of the CN Agreement was to increase the entire issued share capital of Asia Resources thereby facilitating the execution of the Illicit Agreement;

(iii) falsely representing in the announcements and circulars of Asia Resources that no director or shareholder of the company had a material interest in the CN Agreement and no shareholder of the company was required to abstain from voting at the SGM;

(iv) causing the SEHK not to take prompt action to seek clarification with Asia Resources on the CN Agreement, and/or causing the SEHK to approve the publication by the company of the announcements and circulars in relation to the CN Agreement.

The remaining charge alleges that between October 24, 2013 and January 24, 2014, Wong and Ma, knowing or having reasonable grounds to believe that convertible notes issued by Asia Resources in the principal amount of \$42 million, in whole or in part, directly or indirectly represented the proceeds of indictable offence, dealt with the said property.

The SEHK and the SFC have rendered full assistance to the ICAC during its investigation.

The prosecution was today represented by Senior Public Prosecutor Ivan Shiu, assisted by ICAC officer Jenny Chau.

[Back to Index](#)



Press Releases

Trio charged by ICAC with conspiracy to defraud over ‘backdoor listing’ of listed company and money laundering

2021-11-19

Three persons, including a then chairman and a then substantial shareholder of a listed company, were charged by the ICAC today (November 19) with conspiracy to defraud The Stock Exchange of Hong Kong Limited (SEHK), the listed company and its board of directors and shareholders by concealing a “backdoor listing” agreement when placing convertible notes to increase the share capital of the listed company and dealing with crime proceeds of \$42 million.

The ICAC investigation arose from a corruption complaint referred by the Securities and Futures Commission (SFC). Upon completion of the investigation, the ICAC sought legal advice from the Department of Justice, which advised charges be laid against the defendants.

The defendants are Chim Pui-chung, 75, then substantial shareholder of Asia Resources Holdings Limited (Asia Resources); Ricky Chim Kim-lun, 52, then chairman of Asia Resources; and Wong Poe-lai, 65, associate of a merchant named in the charge.

Chim Pui-chung and Ricky Chim jointly face two counts of conspiracy to defraud, contrary to Common Law. Wong also faces one count of dealing with property known or reasonably believed to represent proceeds of an indictable offence, contrary to Section 25(1) of the Organized and Serious Crimes Ordinance.

The defendants were released on ICAC bail. They will appear before the Shatin Magistrates’ Courts this afternoon for mention, pending the case to be transferred to the District Court for plea.

At the material time, Asia Resources was listed on the Main Board of the SEHK. After Chim Pui-chung became a substantial shareholder of Asia Resources in October 2008, Ricky Chim was appointed as an executive director of the company. Between December 19, 2008 and December 11, 2014, Ricky Chim was the chairman of the board of directors of Asia Resources.

One of the charges alleges that between July 1, 2013 and November 15, 2015, Chim Pui-chung, Ricky Chim and the above merchant conspired together and with other persons to defraud Asia Resources, its board of directors and shareholders by dishonestly:

(i) concealing or failing to disclose that the merchant had reached an agreement with Chim Pui-chung and Ricky Chim that the merchant would pay a total sum of about \$210 million to Chim Pui-chung in order to control 70 per cent to 75 per cent of the entire issued share capital of Asia Resources (the Illicit Agreement);

(ii) causing the board of directors of Asia Resources to approve, and causing Asia Resources to proceed with the placing of its new shares and the placing of convertible notes of which the convertible shares, upon exercise of the conversion rights, represented approximately 566.67 per cent of the then existing issued share capital of the company (the CN Agreement) with a view to increase the entire issued share capital of the company thereby facilitating the execution of the Illicit Agreement;

- (iii) falsely representing in the announcements and circulars of Asia Resources that no director or shareholder of the company had a material interest in the CN Agreement and no shareholder of the company was required to abstain from voting at the special general meeting of the company for the approval of the CN Agreement (the SGM);
- (iv) causing the shareholders of Asia Resources to pass the resolution in relation to the CN Agreement at the SGM.

Another charge alleges that between July 1, 2013 and November 15, 2015, Chim Pui-chung, Ricky Chim and the above merchant conspired together and with other persons to defraud the SEHK by dishonestly:

- (i) concealing or failing to disclose that Chim Pui-chung, Ricky Chim and the above merchant had reached the Illicit Agreement;
- (ii) concealing or failing to disclose the purpose of the CN Agreement was to increase the entire issued share capital of Asia Resources thereby facilitating the execution of the Illicit Agreement;
- (iii) falsely representing in the announcements and circulars of Asia Resources that no director or shareholder of the company had a material interest in the CN Agreement and no shareholder of the company was required to abstain from voting at the SGM;
- (iv) causing the SEHK not to take prompt action to seek clarification with Asia Resources on the CN Agreement, and/or causing the SEHK to approve the publication by the company of the announcements and circulars in relation to the CN Agreement.

The remaining charge alleges that between October 24, 2013 and January 24, 2014, Wong and the above merchant, knowing or having reasonable grounds to believe that convertible notes issued by Asia Resources in the principal amount of \$42 million, in whole or in part, directly or indirectly represented the proceeds of indictable offence, dealt with the said property.

The SEHK and the SFC have rendered full assistance to the ICAC during its investigation.
[Back to Index](#)



新聞公佈

上市公司「買殼」交易串謀詐騙及「洗黑錢」案廉署加控商人

2021年11月19日

廉政公署今早(11月19日)落案起訴三名人士，包括一間上市公司的時任主席及時任大股東，控告他們涉嫌在配售可換股票據以增加上市公司股本時隱瞞秘密「買殼」協議，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會和股東，以及處理犯罪得益4,200萬元。廉署今午再落案起訴一名商人。

廉署今早已落案起訴三名被告，詹培忠，75歲，亞洲資源控股有限公司(亞洲資源)時任大股東；詹劍崙，52歲，亞洲資源時任主席；及王蓓麗，65歲，並於今午加控商人馬鐘鴻，48歲。

詹培忠、詹劍崙及馬鐘鴻同被控兩項串謀詐騙罪名，違反普通法。馬鐘鴻及王蓓麗同被控一項處理已知道或相信為代表從可公訴罪行的得益的財產，違反《有組織及嚴重罪行條例》第25(1)條。

四人今午在沙田裁判法院無須答辯，署理主任裁判官溫紹明將案件押後至明年2月28再提堂。

廉署早前接獲證券及期貨事務監察委員會(證監會)轉介的貪污投訴遂展開調查，完成調查後向律政司徵詢法律意見，並按有關法律意見落案起訴四名被告。

案發時，亞洲資源於聯交所主板上市。詹培忠於2008年10月成為亞洲資源的大股東後，詹劍崙獲委任為公司的執行董事。詹劍崙並於2008年12月19日至2014年12月11日期間出任該公司董事會主席。王蓓麗案發時受聘於馬鐘鴻的一間公司。

其中一項控罪指詹培忠、詹劍崙及馬鐘鴻涉嫌於2013年7月1日至2015年11月15日期間，一同串謀並與其他人串謀詐騙亞洲資源、其董事會及股東，即不誠實地：

- (i) 隱瞞或未有披露馬鐘鴻已與詹培忠和詹劍崙達成協議，馬鐘鴻會向詹培忠支付合共約二億一千萬元以控制亞洲資源全部已發行股本的70%至75%(該非法協議)；
- (ii) 致使亞洲資源的董事會批准及致使亞洲資源進行配售新股以及配售可換股票據，目的是增加該公司的全部已發行股本，從而促進該非法協議的執行，而有關可換股票據行使可換股權後可換取的股份，佔其時該公司已發行股本約566.67%(該可換股票據協議)；
- (iii) 在亞洲資源的公告和通函中虛假地表示，該公司並無董事或股東在該可換股票據協議中擁有重大權益，且無股東須於為審批該可換股票據協議而召開的股東特別大會(該股東特別大會)上放棄投票；
- (iv) 致使亞洲資源的股東在該股東特別大會中通過有關該可換股票據協議的決議案。

另一項控罪指詹培忠、詹劍崙及馬鐘鴻涉嫌於2013年7月1日至2015年11月15日期間，一同串謀並與

其他人串謀詐騙聯交所，即不誠實地：

- (i) 隱瞞或未有披露詹培忠、詹劍崙及馬鐘鴻已達成該非法協議；
- (ii) 隱瞞或未有披露該可換股票據協議的目的，是增加亞洲資源的全部已發行股本，從而促進該非法協議的執行；
- (iii) 在亞洲資源的公告和通函中虛假地表示，該公司並無董事或股東在該可換股票據協議中擁有重大權益，且無股東須於為審批該可換股票據協議而召開的股東特別大會上放棄投票；
- (iv) 致使聯交所沒有就該可換股票據協議迅速採取行動要求亞洲資源釐清有關事宜，及 / 或致使聯交所批准該公司發布與該可換股票據協議有關的公告和通函。

餘下控罪指王蓓麗及馬鐘鴻涉嫌於2013年10月24日至2014年1月24日期間，知道或有合理理由相信某財產，即由亞洲資源發行、本金金額為4,200萬元的可換股票據，全部或部分、直接或間接代表從可公訴罪行的得益而仍處理該財產。

聯交所及證監會在廉署調查案件期間提供全面協助。

控方今日由高級檢控官邵鈞泰代表出庭，並由廉署人員鄒佩均協助。

[返回目錄](#)



新聞公佈

廉署起訴三人涉嫌就上市公司「買殼」交易串謀詐騙及「洗黑錢」

2021年11月19日

廉政公署今日(11月19日)落案起訴三名人士，包括一間上市公司的時任主席及時任大股東，控告他們涉嫌在配售可換股票據以增加上市公司股本時隱瞞秘密「買殼」協議，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會和股東，以及處理犯罪得益4,200萬元。

廉署早前接獲證券及期貨事務監察委員會(證監會)轉介的貪污投訴遂展開調查，完成調查後向律政司徵詢法律意見，並按有關法律意見落案起訴三名被告。

被告為詹培忠，75歲，亞洲資源控股有限公司(亞洲資源)時任大股東；詹劍崙，52歲，亞洲資源時任主席；及與控罪中一名商人相關的被告王蓓麗，65歲。

詹培忠及詹劍崙同被控兩項串謀詐騙罪名，違反普通法。王蓓麗被控一項處理已知道或相信為代表從可公訴罪行的得益的財產，違反《有組織及嚴重罪行條例》第25(1)條。

各被告獲廉署准予保釋。三人將於今日下午在沙田裁判法院應訊，以待案件稍後轉介區域法院答辯。

案發時，亞洲資源於聯交所主板上市。詹培忠於2008年10月成為亞洲資源的大股東後，詹劍崙獲委任為公司的執行董事。詹劍崙並於2008年12月19日至2014年12月11日期間出任該公司董事會主席。

其中一項控罪指詹培忠、詹劍崙及上述商人涉嫌於2013年7月1日至2015年11月15日期間，一同串謀並與其他人串謀詐騙亞洲資源、其董事會及股東，即不誠實地：

- (i) 隱瞞或未有披露該商人已與詹培忠和詹劍崙達成協議，該商人會向詹培忠支付合共約二億一千萬元以控制亞洲資源全部已發行股本的70%至75%(該非法協議)；
- (ii) 致使亞洲資源的董事會批准及致使亞洲資源進行配售新股以及配售可換股票據，目的是增加該公司的全部已發行股本，從而促進該非法協議的執行，而有關可換股票據行使可換股權後可換取的股份，佔其時該公司已發行股本約566.67%(該可換股票據協議)；
- (iii) 在亞洲資源的公告和通函中虛假地表示，該公司並無董事或股東在該可換股票據協議中擁有重大權益，且無股東須於為審批該可換股票據協議而召開的股東特別大會(該股東特別大會)上放棄投票；
- (iv) 致使亞洲資源的股東在該股東特別大會中通過有關該可換股票據協議的決議案。

另一項控罪指詹培忠、詹劍崙及上述商人涉嫌於2013年7月1日至2015年11月15日期間，一同串謀並與其他人串謀詐騙聯交所，即不誠實地：

- (i) 隱瞞或未有披露詹培忠、詹劍崙及有關商人已達成該非法協議；
- (ii) 隱瞞或未有披露該可換股票據協議的目的，是增加亞洲資源的全部已發行股本，從而促進該非法協議的執行；
- (iii) 在亞洲資源的公告和通函中虛假地表示，該公司並無董事或股東在該可換股票據協議中擁有重大權益，且無股東須於為審批該可換股票據協議而召開的股東特別大會上放棄投票；
- (iv) 致使聯交所沒有就該可換股票據協議迅速採取行動要求亞洲資源釐清有關事宜，及 / 或致使聯交所批准該公司發布與該可換股票據協議有關的公告和通函。

餘下控罪指王蓓麗及該商人涉嫌於2013年10月24日至2014年1月24日期間，知道或有合理理由相信某財產，即由亞洲資源發行、本金金額為4,200萬元的可換股票據，全部或部分、直接或間接代表從可公訴罪行的得益而仍處理該財產。

聯交所及證監會在廉署調查案件期間提供全面協助。

[返回目錄](#)