



Press Releases

Merchant charged with conspiracy to defraud over ‘backdoor listing’ and money laundering wanted by ICAC

2022-10-25

A District Court judge today (October 25) issued a warrant for the arrest of a merchant, who was earlier charged by the ICAC with a then chairman and a then substantial shareholder of a listed company and another person with conspiracy to defraud by concealing a “backdoor listing” agreement and dealing with crime proceeds of \$42 million.

Ma Zhonghong, 49, merchant, who was charged in November 2021, faced two counts of conspiracy to defraud, contrary to Common Law; and 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.

Ma failed to report to the Police in early October and did not turn up at the District Court this morning for mention. Judge Mr Kwok Wai-kin issued a warrant for the arrest of Ma upon an application made by the prosecution.

Co-defendants are Chim Pui-chung, 76, then substantial shareholder of Asia Resources Holdings Limited (Asia Resources); Ricky Chim Kim-lun, 53, then chairman of Asia Resources; and Wong Poe-lai, 65. Chim Pui-chung and Ricky Chim also faced the two counts of conspiracy defraud mentioned above, while Wong also faced the aforesaid count of dealing with property known or reasonably believed to represent proceeds of an indictable offence. Their case was set for trial at the District Court on May 2, 2024.

At the material time, Asia Resources was listed on the Main Board of the The Stock Exchange of Hong Kong Limited (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.

It is alleged 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 conversion shares, upon full 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.

Between July 1, 2013 and November 15, 2015, Chim Pui-chung, Ricky Chim and Ma had allegedly 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.

It is also alleged 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 prosecution was today represented by Senior Public Prosecutor Ivan Shiu, assisted by ICAC officers Henry Lung and Matthew Tong.

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新聞公佈

廉署通緝商人涉上市公司「買殼」交易串謀詐騙及「洗黑錢」案

2022年10月25日

一名區域法院法官今日(10月25日)簽發手令通緝一名商人。該名商人早前與一名上市公司時任主席、該公司一名時任大股東及另一名人士，被廉政公署落案起訴串謀詐騙及處理犯罪得益4,200萬元，當中涉及隱瞞上市公司秘密「買殼」協議。

馬鐘鴻，49歲。商人，於2021年11月被廉署落案起訴兩項串謀詐騙罪名，違反普通法，以及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罪名，違反《有組織及嚴重罪行條例》第25(1)條。

馬鐘鴻十月初未有向警方報到，今早亦缺席區域法院聆訊。法官郭偉健應控方申請，發出手令通緝他歸案。

同案被告為詹培忠，76歲，亞洲資源控股有限公司(亞洲資源)時任大股東；詹劍崙，53歲，亞洲資源時任主席；及王蓓麗，65歲。詹培忠及詹劍崙亦被控上述兩項串謀詐騙罪名，而王蓓麗則被控上述處理已知道或相信為代表從可公訴罪行的得益的財產罪名。案件押後至2024年5月進行審訊。

案發時，亞洲資源於香港聯合交易所有限公司(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。

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。

詹培忠、詹劍崙及馬鐘鴻又涉嫌於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。

王蓓麗及馬鐘鴻則涉嫌於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，並由廉署人員龍浩恩及唐宇鋒協助。

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ICAC

Wanted Person



Name: MA Zhonghong

Alias: -

Charge(s): Conspiracy to defraud
Dealing with property known or believed to represent proceeds of an indictable offence

Personal Particular

Year of Birth : 1973

Place of Birth : Mainland

Height : 170 cm

Weight : Unknown

Build : Medium

Occupation : Businessman

Scars & Marks : Unknown

Hair : Black

Complexion : Yellow

Sex : Male

Chinese Passport No.: G374XXXXXX

Mainland ID No.: 44052XXXXXXXXXXXXXX

Nationality : Chinese

Dialects spoken : Cantonese / Putonghua / Chaozhou

Case Brief

MA is wanted on suspicion of (i) having conspired with a then chairman and a then substantial shareholder of a listed company to defraud by concealing a “backdoor listing” agreement; and (ii) together with another person dealing with crime proceeds of \$42 million. The alleged offences took place between July 2013 and November 2015. On 25 October 2022, a warrant of arrest was issued by the District Court on MA when he failed to appear at court for mention.

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