



## Press Releases

### Ex-director of listed company charged with conspiracy to defraud over acquisition of investment firm

2019-5-16

A former director of a listed company has been charged by the ICAC this (May 16) morning with conspiracy to defraud The Stock Exchange of Hong Kong Limited (SEHK), the board of directors, shareholders and investors of the listed company by causing its subsidiary to acquire an investment company owned by him at a consideration of over \$89 million.

Cho Kwai-chee, 55, former director of Convoy Global Holdings Limited (CGHL), formerly named as Convoy Financial Holdings Limited (CFHL), **faces one count of conspiracy to defraud, contrary to Common Law.**

The defendant will be brought to the Eastern Magistracy this (May 16) afternoon for mention.

Upon receipt of complaints alleging breaches of the Prevention of Bribery Ordinance and the Securities and Futures Ordinance, the ICAC started an investigation and mounted a joint operation with the Securities and Futures Commission (SFC) in December 2017.

The SFC, SEHK and CGHL had rendered full assistance to the ICAC during its investigation. Having sought legal advice from the Department of Justice after the investigation, the ICAC laid the charge against the defendant.

**At the material time, the defendant acted as a de facto or shadow director of CGHL, exerting significant influence over its operation directly or indirectly. He was also a substantial shareholder of CGHL, owning 50% shareholdings in CGHL.**

In April 2016, the defendant introduced to CGHL the potential acquisition of True Surplus International Investment Limited (TSIIL), which was engaged in assets investment and provided consultant services, and its principal asset was its interests in two investment funds which required continuous capital commitment. **At the material time, the defendant held 55% shareholdings in TSIIL.**

Five months later, **the defendant and other senior executives of CGHL caused Convoy Collateral Limited (CCL), an indirectly wholly owned subsidiary of CGHL, to acquire TSIIL at the total consideration of over \$89 million.**

The charge alleges that between April 1, 2016 and December 7, 2017, the defendant **conspired with two other persons** to defraud SEHK, the board of directors, shareholders and investors of (CGHL), formerly named as CFHL, by dishonestly:

- (i) failing to disclose to SEHK that he was a substantial shareholder of CGHL;

- (ii) failing to disclose to SEHK that he was a de facto or shadow director of CGHL;
- (iii) failing to disclose the acquisition of TSIIL by CCL as a connected transaction to CGHL and SEHK;  
and
- (iv) causing CCL to acquire TSIIL in September 2016 without convening the required company meeting(s) or complying with the Rules Governing the Listing of Securities on SEHK.

As a result, the defendant received payments totalling over \$57 million from CCL for the acquisition at the consideration of over \$89 million, and was relieved from a further capital commitment of around \$16.2 million into the two investment funds.

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## 新聞公佈

### 廉署起訴上市公司前董事涉嫌就收購投資公司串謀詐騙

2019年5月16日

廉政公署今日(五月十六日)早上落案起訴一名上市公司前董事，控告他涉嫌串謀詐騙香港聯合交易所有限公司(聯交所)及該上市公司的董事局、股東和投資者，導致該上市公司的附屬公司以逾八千九百萬元收購他持有的一間投資公司。

曹貴子，五十五歲，康宏環球控股有限公司(康宏環球)(前稱康宏金融控股有限公司(康宏金融))前董事，被控一項串謀詐騙罪名，違反普通法。

被告今日(五月十六日)下午將被帶往東區裁判法院應訊。

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

證監會、聯交所及康宏環球在廉署調查案件期間提供全面協助。廉署完成調查並向律政司徵詢法律意見後，起訴被告有關罪名。

被告於案發時擔任康宏環球實質或影子董事，對該公司營運直接或間接施加重大的影響。他亦是康宏環球的主要股東，持有該公司百分之五十的股份。

被告於二〇一六年四月向康宏環球介紹信盈國際投資有限公司(信盈國際)的收購計劃，該公司從事資產投資及提供顧問服務，其主要資產是在兩個投資基金的權益，並需要持續投放資金。被告於案發時持有信盈國際百分之五十五的股份。

被告與康宏環球其他高層人員於五個月後導致康宏財務有限公司(康宏財務)以共逾八千九百萬元收購信盈國際。康宏財務是康宏環球非直接全資擁有的附屬公司。

控罪指被告涉嫌於二〇一六年四月一日至二〇一七年十二月七日期間，與另外兩人串謀詐騙聯交所、康宏環球(前稱康宏金融)的董事局、股東及投資者，即不誠實地：

- (i) 沒有向聯交所披露他是康宏環球的主要股東；
- (ii) 沒有向聯交所披露他是康宏環球的實質或影子董事；
- (iii) 沒有向康宏環球及聯交所披露康宏財務收購信盈國際是一宗關連交易；及
- (iv) 導致康宏財務於二〇一六年九月在沒有召開必須的公司會議或符合聯交所證券上市規則的情況

下收購信盈國際。

就該宗成交價逾八千九百萬元的收購，被告因此從康宏財務收取共逾五千七百萬元，並無需進一步向該兩個基金投放約一千六百二十萬元的資金。

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