



## Press Releases

### **Two former senior executives of listed company charged with conspiracy to defraud over acquisition of investment firm**

**2019-7-22**

Two former senior executives of a listed company have been charged by the ICAC today (July 22) for their alleged roles in a conspiracy to defraud The Stock Exchange of Hong Kong Limited (SEHK), the listed company and its board of directors and shareholders over the acquisition of an investment company at a consideration of over \$89 million.

Chan Lai-ye, 46, former chief financial officer of Convoy Financial Holdings Limited (Convoy Financial), and Byron Tan Ye-kai, 51, former executive director of Convoy Financial, 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, later renamed as Convoy Global Holdings Limited (Convoy Global), was listed (publicly listed Convoy) on the Main Board of the SEHK.

Chan and Tan were respectively the chief financial officer and executive director of publicly listed Convoy. Shareholding disclosures records showed that Cho Kwai-chee was only a minor shareholder of publicly listed Convoy and did not hold any directorship of the company during the acquisition.

Convoy Collateral Limited (Convoy Collateral) was an indirectly wholly owned subsidiary of publicly listed Convoy. Its principal activities were provision of money lending and proprietary investment.

It is also alleged that at the material time, there were discussions among Cho, Chan and Tan regarding the potential acquisition of True Surplus International Investment Limited (True Surplus), in which Cho held 55 per cent shareholdings. The British Virgin Islands-incorporated company engaged in assets investment and provision of consultant services.

The charge alleges that between April 1, 2016 and December 7, 2017, Cho, Chan and Tan conspired together to defraud the SEHK, publicly listed Convoy and its board of directors and shareholders by dishonestly:

a) concealing or failing to disclose that Cho was a substantial shareholder or a director of publicly listed Convoy under the Rules Governing the Listing of Securities on the SEHK (“the Listing Rules”);

b) concealing or failing to disclose the acquisition of True Surplus by Convoy Collateral as a connected transaction; and

c) causing Convoy Collateral to acquire True Surplus on September 5, 2016 without publicly listed Convoy having complied with the Listing Rules governing connected transactions.

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

Cho, 55, was charged by the ICAC with one count of conspiracy to defraud on May 16 for his alleged role in the scam. He will also appear in the afternoon of Wednesday in the Eastern Magistrate for mention.

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

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

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## 新聞公佈

### 廉署起訴兩名上市公司前高層涉嫌就收購投資公司串謀詐騙

2019年7月22日

廉政公署今日(七月二十二日)落案起訴兩名上市公司前高層人員，控告他們涉嫌在該上市公司以逾八千九百萬元收購一間投資公司期間，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。

陳麗兒，四十六歲，康宏金融控股有限公司(康宏金融)前首席財務總監，和陳毅凱，五十一歲，康宏金融前執行董事，同被控一項串謀詐騙罪名，違反普通法。

兩名被告將於星期三(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，康宏金融(後改稱為康宏環球控股有限公司(康宏環球))，是於聯交所主版上市的公司(上市公司康宏)。

陳麗兒和陳毅凱分別任職上市公司康宏的首席財務總監和執行董事。股權披露文件顯示，曹貴子在收購期間只是上市公司康宏的小股東，並非其董事。

康宏財務有限公司(康宏財務)為上市公司康宏的非直接全資擁有的附屬公司。其主要業務是提供貸款和專有投資。

曹貴子、陳麗兒和陳毅凱涉嫌於案發期間商討有關信盈國際投資有限公司(信盈國際)的潛在收購計劃。信盈國際於英屬處女群島註冊成立，由曹貴子持有百分之五十五的股份，主要從事資產投資並提供顧問服務。

控罪指曹貴子、陳麗兒和陳毅凱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，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) 隱瞞或沒有披露根據《香港聯合交易所有限公司證券上市規則》(《上市規則》)曹貴子屬上市公司康宏的主要股東或董事；
- b) 隱瞞或沒有披露康宏財務收購信盈國際屬一宗關連交易；
- c) 導致康宏財務在上市公司康宏沒有遵照《上市規則》就關連交易規定的情況下，於二〇一六年九月五日收購信盈國際。

被告已獲廉署准予保釋，以待星期三應訊。

曹貴子，五十五歲，因涉嫌與該勾當有關於五月十六日被廉署起訴一項串謀詐騙罪名。他亦將於星期三下午在東區裁判法院應訊。

證監會將會就此案繼續與廉政公署通力合作。

聯交所及康宏環球在廉署調查案件期間提供全面協助。

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