



香港特別行政區  
廉政公署

Independent Commission Against Corruption  
Hong Kong Special Administrative Region

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## Press Releases

### Then substantial shareholder and chairman of listed company charged by ICAC guilty of conspiracy to defraud over ‘backdoor listing’ , businessman wanted

2024-12-9

A then substantial shareholder of a listed company and its then chairman, charged by the ICAC, were today (December 9) convicted after trial at the District Court of conspiring with a businessman to defraud The Stock Exchange of Hong Kong Limited (SEHK), the listed company and its board of directors and shareholders by concealing a secret “backdoor listing” agreement in a capital raising exercise. A warrant for the arrest of the businessman, who failed to attend the court hearing, was earlier issued by the court.

Chim Pui-chung, 78, then substantial shareholder of Asia Resources Holdings Limited (Asia Resources); and Ricky Chim Kim-lun, 55, then chairman of Asia Resources, were found guilty of two counts of conspiracy to defraud, contrary to the Common Law.

Ma Zhonghong, 51, the businessman implicated, was charged with the abovementioned two counts of conspiracy to defraud, and one of dealing with property known or reasonably believed to represent proceeds of an indictable offence (commonly known as money laundering), contrary to section 25(1) of the Organized and Serious Crimes Ordinance.

Wong Poe-lai, 68, then employee of Ma, was found guilty of one count of money laundering.

In the reasons for verdict handed down today, Judge Mr Ernest Lin Kam-hung deplored the co-conspirators in the present case for their involvement in underhand

dealings. Through financial shenanigans, the co-conspirators had sold a listed company like their private property for personal gain.

The judge adjourned the case to January 8 next year for mitigation and sentence, as well as the hearing of the prosecution's application for a confiscation order. Chim Pui-chung, Ricky Chim and Wong were remanded in the custody of the Correctional Services Department.

The present case stemmed from a corruption complaint referred to the ICAC by the Securities and Futures Commission (SFC). Upon completion of the ICAC investigation, four individuals taking part in the secret "backdoor listing" scheme were charged with conspiracy to defraud and money laundering.

An ICAC spokesperson notes that the Commission will continue its close collaboration with financial regulators to combat corruption and related crimes involving listed companies, and continue to enhance corporate governance of listed company through corruption prevention and education. The ICAC will strive to uphold integrity and fair operation of the Hong Kong financial market and to foster the confidence of stakeholders in the financial system.

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 mid-October 2008, his son, Ricky Chim, was appointed as an executive director of Asia Resources on the following day, and served as chairman of its board of directors between December 19, 2008 and December 11, 2014.

The court heard that in July 2013, Chim Pui-chung and Ricky Chim negotiated with Ma in private a "backdoor listing" agreement selling the control of Asia Resources to Ma. On the basis that the entire 100 per cent shareholding of Asia Resources would cost \$300 million, the trio made an agreement for Ma to pay Chim Pui-chung a sum of about \$210 million to control 70 to 75 per cent of the entire issued share capital of Asia Resources (the "backdoor listing" agreement).

In order to execute the "backdoor listing" agreement, Ricky Chim, as the chairman of Asia Resources, chaired two board meetings in late July and early August 2013. At the meetings, directors of Asia Resources resolved and approved to proceed with the placing of new shares and the issuance of convertible notes to raise funds of over

\$550 million (capital-raising exercise). Ricky Chim, who voted on both occasions, declared that he did not have any interest in the capital-raising exercise and he had never disclosed the “backdoor listing” agreement to Asia Resources. The placing of new shares in the capital-raising exercise was completed in late July 2013.

In mid-August and mid-September 2013, Asia Resources respectively published an announcement and a circular in relation to the issuance of convertible notes in the capital-raising exercise, stating that no directors and shareholders had a material interest in the issuance of convertible notes, and no shareholders were required to abstain from voting in the special general meeting concerned. At the special general meeting held on October 3, 2013, Chim Pui-chung voted for the issuance of convertible notes. The resolution was eventually passed by shareholders.

.../3

ICAC enquiries revealed that Chim Pui-chung received a total sum of \$169 million from Ma pursuant to the “backdoor listing” agreement about a month after Asia Resources approved of the capital-raising exercise.

Chim Pui-chung and Ricky Chim had concealed from the SEHK the purpose of the capital-raising exercise, which was to increase the entire issued share capital of Asia Resources, thereby facilitating the execution of the “backdoor listing” agreement, causing the SEHK to approve the publication of the announcements and circulars in relation to the capital-raising exercise by Asia Resources, the court heard.

Between October 2013 and January 2014, co-defendant Wong followed the instruction of her employer, Ma, to deal with proceeds of indictable offence, namely convertible notes issued by Asia Resources in the principal amount of \$42 million.

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

The prosecution was today represented by Senior Public Prosecutors Ivan Shiu and Derek Wong, assisted by ICAC officers Matthew Tong and Vivian Poon.

[« Back to Index](#)





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## 新聞公佈

### 上市公司時任大股東及主席隱瞞秘密「賣殼」協議 遭廉署起訴串謀詐騙罪成 涉案商人通緝令繼續生效

2024年12月9日

一名上市公司時任大股東及該公司的時任主席，在公司集資計劃中串謀一名商人隱瞞秘密「賣殼」協議，詐騙香港聯合交易所有限公司(聯交所)以及該上市公司、其董事會及股東，早前被廉政公署落案起訴。二人經審訊後，今日(12月9日)在區域法院被裁定罪名成立；涉案商人被起訴後缺席聆訊，法院早前已發出手令通緝他。

詹培忠，78歲，亞洲資源控股有限公司(亞洲資源)時任大股東；及詹劍崙，55歲，亞洲資源時任主席，同被裁定兩項串謀詐騙罪名成立，違反普通法。

涉案商人馬鐘鴻，51歲，被控上述兩項串謀詐騙罪名，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(俗稱「洗黑錢」)，違反《有組織及嚴重罪行條例》第25(1)條。馬鐘鴻於2022年10月25日缺席聆訊，區域法院同日應控方申請，發出手令通緝他。

案發時受馬鐘鴻聘用的王蓓麗，68歲，今日被裁定一項「洗黑錢」罪名成立。

法官練錦鴻今日頒布裁決理由，斥責本案同謀者私相授受，為了私人得益，利用財技把上市公司當作私人財產轉賣。

法官將案件押後至明年1月8日以聽取被告求情及判刑，以及處理控方的充公令申請。期間詹培忠、詹劍崙及王蓓麗還押懲教署看管。

案件源於證券及期貨事務監察委員會(證監會)轉介廉署的貪污投訴，廉署完成調查後，落案起訴四名參與上述秘密「賣殼」勾當的人士串謀詐騙及「洗黑錢」罪名。

廉署發言人表示，廉署會繼續與各金融監管機構緊密合作，打擊涉及上市公司的貪污和相

關罪行，並透過制度防貪和宣傳教育，持續提升上市公司誠信管治，維護香港金融市場廉潔和公平運作，鞏固各持份者對金融體系的信心。

案發時亞洲資源於聯交所主板上市，詹培忠於2008年10月中成為其大股東，他兒子詹劍崙翌日獲委任為亞洲資源的執行董事，並於2008年12月19日至2014年12月11日期間擔任公司主席。

案情透露，詹培忠及詹劍崙於2013年7月與馬鐘鴻私下商討「賣殼」協議，讓馬鐘鴻取得亞洲資源的控制權。三人其後達成協議，以亞洲資源全數股權總值3億元為基礎，由馬鐘鴻向詹培忠支付共約2.1億元，以控制該公司七成至七成半的全部已發行股本(「賣殼」協議)。

為執行該「賣殼」協議，詹劍崙先後於2013年7月底及8月初，以亞洲資源主席身分主持董事會會議。在會議上，公司的董事通過及批准讓亞洲資源分別透過配售新股及發行可換股票據，集資逾5.5億元(集資計劃)。詹劍崙在兩次會議上均有參與投票，並申報自己在該集資計劃中不涉及任何利益，而他從來沒有向亞洲資源披露上述「賣殼」協議。該集資計劃中的新股配售於7月底完成。

亞洲資源其後於同年8月中及9月中分別就該集資計劃中的可換股票據的發行發出公告及通函，指該公司並無董事或股東在可換股票據的發行中擁有重大權益，亦無股東須於相關股東特別大會上放棄投票。於2013年10月3日股東特別大會上，詹培忠以股東身份投票支持可換股票據的發行，而最終決議獲得通過。

廉署調查發現，詹培忠在集資計劃獲通過後約一個月，就「賣殼」協議獲馬鐘鴻支付1.69億元。

案情又透露，詹培忠及詹劍崙向聯交所隱瞞推出集資計劃的目的，其實是為了增加亞洲資源的全部已發行股本，從而令「賣殼」協議得以執行，二人並致使聯交所批准亞洲資源發布與集資計劃相關的公告及通函。

同案被告王蓓麗則按照僱主馬鐘鴻的指示，於2013年10月至2014年1月期間處理犯罪得益，即本金金額為4,200萬元的可換股票據。

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及黃俊軒代表出庭，並由廉署人員唐宇鋒及潘漪桐協助。

