

**REPORT OF THE  
MARKET MISCONDUCT TRIBUNAL  
OF HONG KONG**

on whether a breach of the disclosure requirements has taken place  
in relation to the listed securities of

**China Medical & HealthCare Group Limited  
(formerly known as COL Capital Limited)**

**(Stock Code 383)**

and other related questions

The Report of the Market Misconduct Tribunal on whether a breach of the disclosure requirements has taken place in relation to the listed securities of  
China Medical & HealthCare Group Limited  
(formerly known as COL Capital Limited)

**A report pursuant to section 307(J)1 of the Securities and Futures Ordinance,  
Cap 571**

**INDEX**

		Paragraphs
Chapter 1	OVERVIEW	1-14
	<i>The SFC Notice</i>	1
	<i>The Specified Persons</i>	2-3
	<i>Relevant provisions of the Ordinance</i>	4-7
	<i>The mandate given to the Tribunal</i>	8
	<i>Agreement as to facts, culpability and sanctions</i>	9-10
	<i>The response of the Tribunal</i>	11-14
Chapter 2	A SUMMARY OF THE FACTUAL FINDINGS	15-27
	<i>The liability of the Company</i>	18-24
	<i>The liability of the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons</i>	25-27

Chapter 3	SANCTIONS	Paragraphs 28-32
-----------	-----------	---------------------

*The agreed sanctions* 28-29

*Legal costs* 30-31

*The Order of the Tribunal* 32

Attestation to the Report

## INDEX – ANNEXURES

<u>Annexure</u>		<u>Page</u>
A	The Notice issued by the SFC dated 24 October 2019	A1-A7
B	The statement of agreed and admitted facts (Persons and/or corporate bodies who accept breach of a disclosure requirement)	A8-A27
C	Agreed Proposed Order	A28-A35
D	The Tribunal’s Order dated 6 May 2021 registered in the Court of First Instance	A36-A42

## CHAPTER 1

### OVERVIEW

#### *The SFC Notice*

1. On 24 October 2019, the Market Misconduct Tribunal (“the Tribunal”) received a notice from the Securities and Futures Commission (“the SFC”). The notice required the Tribunal to conduct proceedings in order to determine whether there had been a breach of the disclosure requirements within the meaning of sections 307B and 307G of Part XIVA of the Securities and Futures Ordinance, Cap 571 (“the Ordinance”) in respect of a company listed on the Main Board of the Stock Exchange (under stock code 383). That company was China Medical & HealthCare Group Limited (“the Company”), formerly known as COL Capital Limited. The Notice issued by the SFC is attached to this report marked Annexure “A”.

#### *The Specified Persons*

2. As to whether there had been a breach of the disclosure requirements, one limited company and six individuals were specified by the SFC in the Notice as being subject to inquiry. The specified individuals were -

- (a) The Company itself, the principal business of the Company and its subsidiaries (“the Group”) being securities trading and investment, financial services, property development and hospital operations. Central to this report, however, was the Company's dealing in securities and similar investments: the ‘securities investment segment’.

- (b) Chong Sok Un (“Shirley Chong”), the Chairman and an executive director of the Company (the 2<sup>nd</sup> Specified Person).
- (c) Wong Peng Chong (“John Wong”), an executive director of the Company, having responsibility for overseeing the Company’s securities investment segment (the 3<sup>rd</sup> Specified Person).
- (d) Kong Muk Yin (“Kong”), an executive director of the Company (the 4<sup>th</sup> Specified Person).
- (e) Lau Siu Ki (“Kevin Lau”), Ma Wah Yan (“Billy Ma”) and Zhang Jian (“Zhang”), each of the three being independent non-executive directors of the Company (the 5<sup>th</sup>, 6<sup>th</sup> and 7<sup>th</sup> Specified Persons).

3. It was never disputed that at all material times the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons were ‘officers’ of the Company as defined in section 1, Part 1 of Schedule 1 to the Ordinance.

*Relevant provisions of the Ordinance*

4. Section 307B of the Ordinance lays down a listed corporation’s disclosure requirements, namely, as soon as reasonably practicable after any ‘inside information’ has come to its knowledge, to disclose that information to the market. The subsection reads:

“(1) A listed corporation must, as soon as reasonably practicable after any inside information has come to its knowledge, disclose the information to the public.

- (2) For the purposes of subsection (1), inside information has come to the knowledge of a listed corporation if—
  - (a) information has, or ought reasonably to have, come to the knowledge of an officer of the corporation in the course of performing functions as an officer of the corporation; and
  - (b) a reasonable person, acting as an officer of the corporation, would consider that the information is inside information in relation to the corporation.”

5. The concept of ‘inside information’ is well established. In the present context, it is specific information about a listed corporation that is not generally known to the persons accustomed to, or likely to, deal in the listed securities of the corporation but would, if generally known to them, be likely to materially affect the price of those securities. Section 307A(1) defines ‘inside information’ as follows:

- “Inside information, in relation to a listed corporation, means specific information that—
- (a) is about—
    - (i) the corporation;
    - (ii) a shareholder or officer of the corporation; or
    - (iii) the listed securities of the corporation or their derivatives; and
  - (b) is not generally known to the persons who are accustomed or would be likely to deal in the listed securities of the

corporation but would if generally known to them be likely to materially affect the price of the listed securities”.

6. Section 307C prescribes the manner in which inside information must be disclosed, namely, that it must be made in a manner that enables the market to have equal, timely and effective access to that inside information. The subsection reads:

- “(1) A disclosure under section 307B must be made in a manner that can provide for equal, timely and effective access by the public to the inside information disclosed.
- (2) Without limiting the manner of disclosure permitted under subsection (1), a listed corporation complies with that subsection if it has disseminated the inside information required to be disclosed under section 307B through an electronic publication system operated by a recognized exchange company for disseminating information to the public.”

7. Section 307G lays down the circumstances in which an officer of a listed corporation – an officer including a director or manager – will be held to be in breach of the disclosure requirements. This includes a failure generally to take reasonable measures to ensure that effective safeguards exist. The subsection reads:

- “(1) Every officer of a listed corporation must take all reasonable measures from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the corporation.
- (2) If a listed corporation is in breach of a disclosure requirement, an officer of the corporation—

- (a) whose intentional, reckless or negligent conduct has resulted in the breach; or
- (b) who has not taken all reasonable measures from time to time to ensure that proper safeguards exist to prevent the breach,

is also in breach of the disclosure requirement.”

*The mandate given to the Tribunal*

8. The Tribunal was required by the Notice to conduct proceedings in order to determine the following, namely –

- (a) whether a breach of the disclosure requirements had taken place; and, if so,
- (b) the identity of any person found to be in breach of those requirements.

*Agreement as to facts, culpability and sanctions*

9. In April 2021, the SFC informed the Tribunal that it had reached agreement with all of the Specified Persons in respect of the following; that is, first, the relevant facts, second, the nature of the culpability of the Specified Persons arising out of those facts and, third, what the parties considered to be the appropriate sanctions to be imposed on the Specified Persons.

10. As evidence of this agreement, the SFC filed the following with the Tribunal –



- (a) A Statement of Agreed and Admitted Facts which included admissions of culpability by each of the Specified Persons, the statement being annexed to this report as Annexure “B”.
- (b) An Agreed Proposed Order setting out the nature and level of the sanctions that were agreed should be imposed, the proposed order being annexed to this report as Annexure “C”.

*The response of the Tribunal*

11. In light of this agreement, the Chairman gave relevant directions as to law including the direction that, whatever the parties may have agreed, the final decision as to culpability and sanction lay with the Tribunal itself, that decision being whether to approve each of the matters agreed by the parties or to come to an independent determination.

12. Having considered the evidential material placed before them, the members of the Tribunal were satisfied to the required level that the agreement reached between the SFC and the Specified Persons, both as to culpability and as to penalties and legal costs, was one that they would be prepared to endorse.

13. By letter dated 26 April 2021, the Secretary to the Tribunal informed the parties of this, at the same time, in an exercise of caution, seeking clarification of certain relevant matters. The request for clarification was answered by the SFC to the satisfaction of the Tribunal.

14. Accordingly the Tribunal, having come to the finding that the first Specified Person, that is, the Company, was in breach of the disclosure requirement pursuant to section 307B of Part XIVA of the Ordinance, and that the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons, all of them being officers of the Company, were

in breach of the disclosure requirement pursuant to section 307G(2)(a) of Part XIVA of the Ordinance, ordered that the agreed sanctions be imposed. This was done pursuant to an order signed by the Chairman on 6 May 2021. A copy of that order is annexed to this report as Annexure “D”.

## CHAPTER 2

### A SUMMARY OF THE FACTUAL FINDINGS

15. In coming to its findings that the uncontested evidence did support the admitted culpability of the Specified Persons, the Tribunal relied principally on the contents of the Statement of Agreed and Admitted Facts, Annexure “B”. For the purpose of understanding the broad nature and extent of the factual evidence, the following constitutes a summary<sup>1</sup> –

- (1) On 19 February 2014, the Company published a profit alert announcement, stating that it expected to record a substantial increase in the profit attributable to shareholders for the second half of the previous year, that is, the second half of 2013.
- (2) At that time (and thereafter) a material part of the Company's securities portfolio was held through a wholly-owned subsidiary named Sparkling Summer Limited (‘Sparkling’). Sparkling held 182,420,000 shares worth HK\$74,792,200 in a company then known as ChinaVision Media Group Limited (‘ChinaVision’) but now known as Alibaba Pictures Group Limited. The shares were held in a securities account with Sun Hung Kai Investment Services Limited.
- (3) Within days of this profit alert relating back to 2013, there were to be further material changes in the securities investment segment of the Company's business, these

---

<sup>1</sup> This constitutes a summary only and is not intended to replace the evidence set out in the Statement of Agreed and Admitted Facts.

changes relating to dealing in the shares in ChinaVision and to material gains in the value of those shares.

- (4) On 25 February 2014, ChinaVision announced the suspension of trading in its shares pending the release of an announcement concerning inside information. The closing price of the shares in ChinaVision that day was HK\$0.64.
- (5) By the time of this suspension, Sparkling had increased its shareholding in ChinaVision to 302,250,000 shares valued at HK\$193,444,000.
- (6) Two days later, on 27 February 2014, the Company announced its interim results for the second half of 2013. In respect of that six-month period, the Company recorded the following; first, a profit in its securities investment segment of HK\$374,815,000, and, second, an increase in the Company's profit before taxation from HK\$62,615,000 to HK\$390,506,000.
- (7) On 11 March 2014, ChinaVision announced that it had conditionally agreed to allot and issue 12,488,058,846 new shares to Alibaba Investment Limited at an issue price of HK\$0.50 per share, this being subject to conditions of subscription.
- (8) The following day, that is on 12 March 2014, trading in ChinaVision shares resumed and on that day the share price closed at HK\$1.83, this being a 186% increase compared with the closing price on the day of suspension. There was at

the same time a massive increase in trading volume, some 685%. That same day, that is on 12 March, the share price of the company rose by about 2%.

(9) From 12 March 2014 through until the 18th of that month, the Company traded in ChinaVision and other shares. The Group's financial performance for that month, that is, for March 2014, was summarised in its own internal financial report – the 'March Financial Report' - and included the following –

- (a) cumulative profit for the nine months ended 31 March 2014 amounted to HK\$893,600,000, this contrasting with a loss of HK\$32,600,000 for the corresponding period ended 31 March 2013. This improvement was largely attributable to net unrealised gains made by the securities investment segment of the business.
- (b) Looking at the year to date, the net unrealised gain for the securities investment segment of the business was HK\$506,132,000.
- (c) The Group as a whole had made a profit of HK\$360,017,000 in the month of March 2014 compared to a loss of HK\$45,900,000 for the month of March 2013.
- (d) Of central significance was the fact that the Company's investment in the shares of ChinaVision had been responsible for more than 90% of its gains made<sup>2</sup>. In respect of the advantage gained in dealing in

---

<sup>2</sup> As to more specific details, see paragraphs 16 to 18 of the Statement of Agreed and Admitted Facts.

ChinaVision equities - to give a broad overview - the Company's financial performance (recorded in its monthly financial reports) showed –

- (i) That in January and February 2014, the Company had made a net profit of HK\$115,296,000, the securities investment segment of the business making net (realised and unrealised) gains of HK\$117,550,000. In the result, the year-to-date profit was HK\$533,622,000.
  - (ii) By contrast, in March 2014, the Company had made a net profit of HK\$360,017,000, the securities investment segment of the business making net (realised and unrealised) gains of HK\$337,647,000. In the result, the year-to-date profit had increased to HK\$893,639,000.
- (10) On 17 April 2014, copies of the March Financial Report were made available to the 2<sup>nd</sup>, 3<sup>rd</sup> and 4<sup>th</sup> Specified Persons. A few days later, on 23 April 2014, an email was sent to all members of the Board of Directors (including the 2<sup>nd</sup> to 6<sup>th</sup> Specified Persons and the representative of the 7<sup>th</sup> Specified Person). The March Financial Report was attached to this email.
- (11) Accordingly, before the end of April 2014, the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons should have received, and have had an opportunity to consider, the March Financial Report showing the marked impact that trading in the shares of ChinaVision had had on the financial performance of the Company.

(12) It is to be noted that the performance of the Company's holdings in ChinaVision shares continued to have an impact on the Company's financial performance in April and May 2014. In this regard, on two days in April 2014, shares in ChinaVision dropped to HK\$1.31, an approximate decrease of 28% from the closing price on 12th of March 2014.

(13) Some two months after the March Financial Report had been made available to the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons, there was a board meeting of the Company - held on 26 June 2014 - at which the issue of the publication of a profit alert was subject to discussion. However, the decision was made not to publish a profit alert.

(14) It was only on 10 September 2014 – some four and a half months after the March Financial Report had been made available - that the Company issued a profit alert. In that report, in part, the following was said:

“... based on its preliminary review on the relevant unaudited consolidated management accounts of the Group for the year ended 30 June 2014, it is expected to record a substantial profit attributable to shareholders for the year ended 30 June 2014 of between approximately HK\$840 million and approximately HK\$980 million as compared with a loss in 2013.”

(15) Following the publication of the profit alert, the share price of the Company on 11 September 2014 traded between HK\$2.40 and HK\$2.75 per share, closing at HK\$2.63. The

closing price represented an increase of about 12% from the previous trading day. Trading volume increased from just 64,220 shares on 10 September 2014 to 2,372,000 shares on 11 September 2014.

(16) On 26 September 2014, the Company published its announcement of audited results for the year ended 30 June 2014. The Company reported a profit of HK\$906,834,000 in its securities investment segment and an overall profit of HK\$857,830,000 for the year ended 30 June 2014.

16. As to knowledge of the inside information by the Specified Persons, the Statement of Agreed and Admitted Facts confirmed that the information came to the knowledge of the Company through the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons immediately following the distribution of the March Financial Report on 23 April 2014.

17. In this regard, the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons made specific admissions as to their knowledge of matters and as to their lack of action in respect of that knowledge. These admissions confirmed that, as officers of the Company, each bore culpability for failing to take all reasonable measures to ensure that proper safeguards existed to prevent a breach of the disclosure requirements. The admissions made are listed in the Statement of Agreed and Admitted Facts<sup>3</sup> and, for ease of reference, are summarised as follows -

*(a) Shirley Chong (the 2<sup>nd</sup> Specified Person)*

At all material times, Shirley Chong was the Chairman and Executive Director of the Company and, as such, was tasked

---

<sup>3</sup> See Section D, paragraphs 29 to 35 inclusive of the Statement of Agreed and Admitted Facts.



with overall supervision of the business of the Company. In respect of the monthly financial reports, if she was in the office, she admitted that she would generally read the summary on the first page. She accepted that she had received the March Financial Report.

*(b) John Wong (the 3<sup>rd</sup> Specified Person)*

At all material times, John Wong was an executive director given charge of the Company's operations and in particular given charge of the investment arm. This was a position that he had held since 2002. In respect of trading in equities, daily records were made available to him and, of particular relevance, these included the Number 1 Account and the Number 2 Account of Sparkling held with Sun Hung Kai Investment Services. It was John Wong who made the decision to buy and sell ChinaVision shares in the Number 2 Account in the months of February and March 2014. Another employee was given charge of the Number 1 Account. John Wong accepted that he had received the March Financial Report.

*(c) Kong (the 4<sup>th</sup> Specified Person)*

Kong accepted that he was responsible for the operation of the finance and accounts department as well as the company secretarial and administration department. He accepted that he had seen the March 2014 account statements for both the Number 1 Account and the Number 2 Account held with Sparkling. He said that the finance and accounts departments

would review these documents. He further accepted that, as he was in charge of the finance and accounts departments, the monthly financial reports, including the March Financial Report, would first be handed to him for approval before being circulated to other directors.

*(d) Kevin Lau (the 5<sup>th</sup> Specified Person)*

Kevin Lau said that it was his practice, after receiving the monthly financial reports, to take a quick look through them, looking in particular to ascertain whether the Company was making a profit. He admitted that he had received the March Financial Report.

*(e) Billy Ma (the 6<sup>th</sup> Specified Person)*

Billy Ma said that it was his practice, after receiving the monthly financial reports, to look briefly through them, checking in particular on total profits or losses. He said that he would rely on his colleagues to manage the securities investment segment of the Company's business. He admitted receiving the March Financial Report.

*(f) Zhang (the 7<sup>th</sup> Specified Person)*

Zhang accepted that he had received, or ought to have received, the March Financial Report.

### *The liability of the Company*

18. Section 307B(1) directs that, as soon as reasonably practicable after any inside information has come to its knowledge, a listed corporation *must* disclose that information to the public.

19. The Specified Persons conceded that the information concerning the material gains that had been achieved in dealing in the shares of ChinaVision constituted inside information.

20. The Tribunal had no difficulty, on a consideration of the factual evidence, from coming to the same conclusion.

21. Section 307B then provides that inside information will be held to have come to the knowledge of a listed corporation if that information has, or ought reasonably to have, come to the knowledge of an officer of the corporation while carrying out his duties as an officer provided that on an objective assessment it is evident that the information does constitute inside information<sup>4</sup>.

22. It was not in any way disputed by the Specified Persons that, once the inside information had come to their knowledge, then, pursuant to the provisions of section 307B(1) of the Ordinance, the Company was obliged to disclose that information to the public as soon as reasonably practicable.

23. However, there was a failure in this regard as no disclosure of this information was made to the public until the publication of the profit alert on 10 September 2014. As it was put in paragraph 39 of the Statement of Agreed and Admitted Facts –

---

<sup>4</sup> In this regard, the section states that a reasonable person, acting as an officer of the corporation, would consider the information to constitute inside information.

“... the inside information relating to the ChinaVision Gain and/or the March 2014 Profit Figures [the March 2014 Financial Report] came to the knowledge of the Company through the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons as its officers on 23 April 2014 [or in the days following]. Once such information came to the Company's knowledge, under section 307B(1) of the Ordinance, *the Company was obliged to disclose that information to the public as soon as reasonably practicable.* However, no disclosure of the same was made until the publication of the Profit Alert on 10 September 2014.” [italics added]

24. Pursuant to the provisions of section 307B, the Tribunal was satisfied that the Company itself was therefore in breach of the disclosure requirements.

*The liability of the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons*

25. Section 307G of the Ordinance provides that every officer of a listed corporation must take all reasonable measures from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to a listed corporation. As to liability, the section provides that if a listed corporation is in breach of a disclosure requirement then an officer of the corporation will also be held to be in breach if it is shown that the officer's intentional, reckless or negligent conduct has resulted in the breach or if it is shown that he has not taken all reasonable measures from time to time to ensure that proper safeguards exist to prevent a breach.

26. In this regard, it was accepted that on 23 April 2014, or in the days immediately thereafter, each of the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons was aware of, or alternatively ought reasonably to have become aware of, the inside information pertaining to the ChinaVision gain and/or the 2014 March profit figures. Their failure, it was agreed, amounted to negligent conduct on their part (as opposed to

intentional or reckless conduct). That negligent conduct was set out in paragraph 45 of the Statement of Agreed and Admitted Facts as follows –

- (a) Having received the March Financial Report, each of them should have recognised that the ChinaVision gain and/or the March 2014 profit figures were price sensitive, notwithstanding any views that each of them might have held regarding the fluctuating nature of the ChinaVision gain; or, alternatively, each of them failed to pay due regard to the price sensitive nature of that information.
- (b) There is no evidence that they had (by themselves or through the Board) sought external professional advice from financial advisers or lawyers as to whether disclosure was required (and if so, what and when) in view of the ChinaVision gain and/or the March 2014 profit figures.
- (c) They had failed to exercise reasonable care and skill in ensuring that the Company disclosed inside information pertaining to the ChinaVision gain and/or the March 2014 profit figures to the public as soon as reasonably practicable. They failed to properly understand the statutory disclosure obligations and/or seek timely professional advice where or if they were in any doubt.

27. Concerning the 3<sup>rd</sup> Specified Person, John Wong, in paragraph 46 it was agreed that –

“... as an executive director and the officer responsible for overseeing the Company's investment in securities, [he] failed

to ensure timely disclosure of the inside information pertaining to the ChinaVision Gain and/or the March 2014 Profit Figures to the public after it had, or ought reasonably to have, come to his knowledge. Such failure amounted to negligent conduct on his part. In particular, being the person in charge of the Company's investment in securities and the decisions in relation to the trading in the Number 2 Account, he should have regularly reviewed the Company's financial position in relation to its investment in securities and should have realised at least a risk that the substantial nature of the profits of the Company resulting from the ChinaVision Gain was price sensitive. He failed, however, to specifically draw the Board's attention to the ChinaVision Gain.”

On an assessment of the evidential material, the Tribunal was satisfied that the culpability properly fell into the category of negligence.

## CHAPTER 3

### SANCTIONS

#### *The agreed sanctions*

28. The Agreed Proposed Order, Annexure “C” to this report, set out the details of the sanctions that had been agreed by the parties should be imposed upon the Specified Persons and sought an order under section 33 of Schedule 9 to the Ordinance. The section provides as follows –

“At any time after any proceedings have been instituted, the Tribunal or the chairman may make any order which it or he is entitled to make under any provision of this Ordinance, whether or not the requirements otherwise applicable to the making of the order have been complied with, if –

- (a) the parties to the proceedings request, and agree to, the making of the order under this section by the Tribunal or the chairman (as the case may be); and
- (b) the parties consent to all of the terms of the order.

29. By way of a summary, excluding references to the particular provisions of the Ordinance pursuant to which the sanctions were imposed, the agreed sanctions were as follows –

- (a) As against the Company, a regulatory fine of HK\$800,000.
- (b) As against Shirley Chong, the 2<sup>nd</sup> Specified Person and the Chairman of the Company, a regulatory fine of HK\$800,000 and, in addition, an order that she undergo a training

programme to be approved by the SFC in respect of the duties of a director.

- (c) As against John Wong, the 3<sup>rd</sup> Specified Person, a regulatory fine of HK\$900,000; disqualification from being a director of or in any way concerned in the management of a listed corporation for a period of eight months<sup>5</sup> and an order that he undergo a training programme to be approved by the SFC in respect of the duties of a director.
- (d) As against Kong, the 4<sup>th</sup> Specified Person, a regulatory fine of HK\$800,000; disqualification from being a director of or in any way concerned in the management of a listed corporation for a period of six months and an order that he undergo a training programme to be approved by the SFC in respect of the duties of a director.
- (e) As against Kevin Lau, the 5<sup>th</sup> Specified Person, a regulatory fine of HK\$300,000 and an order that he undergo a training programme to be approved by the SFC in respect of the duties of a director.
- (f) As against Billy Ma, the 6<sup>th</sup> Specified Person, a regulatory fine of HK\$300,000, and an order that he undergo a training programme to be approved by the SFC in respect of the duties of a director.

---

<sup>5</sup> The order of disqualification was made pursuant to section 307N(1)(a) of the Ordinance.



- (g) As against Zhang, the 7<sup>th</sup> Specified Person, a regulatory fine of HK\$300,000 and an order that he undergo a training programme to be approved by the SFC in respect of the duties of a director.

The Tribunal was satisfied that these sanctions fell within the ambit of discretion open to the Tribunal and were appropriate.

*Legal costs*

30. In respect of legal costs, as against the Specified Persons it was agreed that they should meet all legal costs reasonably incurred, more particularly –

- (a) That they should, on a joint and several basis, pay to the Government the costs and expenses reasonably incurred by the Government in relation to or incidental to the proceedings;
- (b) That they should, on a joint and several basis, pay to the SFC the costs and expenses reasonably incurred by the SFC in relation to or incidental to the proceedings, and
- (c) That, in addition, they should, on a joint and several basis, pay to the SFC the costs and expenses reasonably incurred by the SFC in relation to or incidental to the investigations carried out in respect of the matter prior to the institution of the proceedings.

31. The Tribunal was satisfied that these orders as to legal costs were, in all the circumstances, reasonable and appropriate.

*The Order of the Tribunal*

32. As stated in paragraph 14 of this report, in light of the Tribunal's endorsement of the agreements reached between the parties, on 6 May 2021 the Chairman of the Tribunal signed an order (Annexure "D") confirming the culpability of the Specified Persons and the nature and extent of the appropriate sanctions.



Mr. Michael Hartmann, GBS  
(Chairman)



Ms. Anne Anchi Kao  
(Member)



Mr. Choy Chee-yen, Nelson  
(Member)

Dated 6 August 2021

**IN THE MATTER OF THE LISTED SECURITIES OF  
CHINA MEDICAL & HEALTHCARE GROUP LIMITED  
(FORMERLY KNOWN AS COL CAPITAL LIMITED)  
(STOCK CODE: 383)**

**NOTICE TO THE MARKET MISCONDUCT TRIBUNAL  
PURSUANT TO SECTION 307I(2) OF AND SCHEDULE 9 TO THE  
SECURITIES AND FUTURES ORDINANCE (CAP 571)  
(THE “ORDINANCE”)**

Whereas it appears to the Securities and Futures Commission (the “**Commission**”) that a breach of a disclosure requirement within the meaning of sections 307B and 307G of Part XIVA of the Ordinance has or may have taken place in relation to the securities of COL Capital Limited listed on the Stock Exchange of Hong Kong Limited (“**SEHK**”), the Market Misconduct Tribunal is hereby required to conduct proceedings and determine:-

- (a) whether a breach of a disclosure requirement has taken place; and
- (b) the identity of any person who is in breach of the disclosure requirement.

**Persons and/or corporate bodies appearing to the Commission to have breached or may have breached a disclosure requirement**

- (i) China Medical & HealthCare Group Limited (formerly known as COL Capital Limited) (the “**Company**”)
- (ii) Chong Sok Un (“**Shirley Chong**”)
- (iii) Wong Peng Chong (“**John Wong**”)
- (iv) Kong Muk Yin (“**Kong**”)
- (v) Lau Siu Ki (“**Kevin Lau**”)
- (vi) Ma Wah Yan (“**Billy Ma**”)
- (vii) Zhang Jian (“**Zhang**”)

(each a “**Specified Person**” and collectively, the “**Specified Persons**”)

**Statement of Institution of Proceedings**

**A. PARTIES**

1. The Company (the 1<sup>st</sup> Specified Person) is incorporated in Bermuda. The Company was listed on the Main Board of SEHK on 1 August 1991 (stock code: 383).
2. At all material times, the Company and its subsidiaries (together the “**Group**”) were principally engaged in the business of securities trading and investment (the “**Securities Investment Segment**”), financial services, property investment, property development and hospital operations.
3. At all material times:-
  - (1) Shirley Chong (the 2<sup>nd</sup> Specified Person) was the Chairman and executive director of the Company.
  - (2) John Wong and Kong (the 3<sup>rd</sup> and 4<sup>th</sup> Specified Persons, respectively) were executive directors of the Company. In particular, John Wong was responsible for overseeing the Company’s Securities Investment Segment.
  - (3) Kevin Lau, Billy Ma, and Zhang (the 5<sup>th</sup>, 6<sup>th</sup>, and 7<sup>th</sup> Specified Persons, respectively) were independent non-executive directors of the Company.
4. Each of the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons was at all material times an “*officer*” of the Company as defined in section 1 of Part 1 of Schedule 1 to the Ordinance.

**B. THE CHINAVISION GAIN AND THE PROFIT ALERT**

5. As part of the Company’s securities portfolio, shares of ChinaVision Media Group Limited (“**ChinaVision**”, now Alibaba Pictures Group Limited, stock code: 1060) were held through Sparkling Summer Limited (“**Sparkling**”), a wholly-owned subsidiary of the Company. Sparkling held 2 securities accounts at Sun Hung Kai Financial (the “**No. 1 Account**” and “**No. 2 Account**” respectively).

6. On 25 February 2014, ChinaVision issued an announcement that trading in its shares on SEHK would be suspended pending the release of an announcement in relation to inside information. ChinaVision's share price closed at HK\$0.64 on that day.
7. At the time of the said suspension, Sparkling held a total of 302,250,000 ChinaVision shares (50,000,000 shares in its No. 1 account and 252,250,000 shares in its No. 2 account at Sun Hung Kai Financial), which was worth HK\$193,440,000 based on the closing price on 25 February 2014.
8. On 27 February 2014, the Company released its interim results for the 6 months ended 31 December 2013. The interim results reported a profit of HK\$397,016,000 compared against a profit of HK\$62,771,000 for the 6 months ended 31 December 2012 and against a loss of HK\$808,788,000 for the year ended 30 June 2013.
9. On 11 March 2014, ChinaVision announced that it would allot and issue 12,488,058,846 new shares to Alibaba Investment Limited.
10. On 12 March 2014, trading of ChinaVision shares resumed. Its share price rose to as high as HK\$3.39 and closed at HK\$1.83 on that day, resulting in a 186% increase from the closing price on 25 February 2014 before suspension. The trading volume also increased from 308,364,000 shares on 24 February 2014 (the last full trading day before the suspension) to 2,420,829,779 shares on 12 March 2014.
11. On the same day, the closing price of the Company's shares rose from HK\$2.37 to HK\$2.42, representing an increase of 2.11%.
12. During the period from 12 March 2014 to 18 March 2014:-
  - (1) The Company acquired 1,000,000 ChinaVision shares through the No.2 Account at HK\$2.00 on 12 March 2014.
  - (2) All of the 50,000,000 ChinaVision shares in the No. 1 Account were sold at an average price of HK\$2.14.
  - (3) 33,000,000 ChinaVision shares in the No.2 Account were sold at an average price of HK\$1.96.
13. The Company's gain from its investment in ChinaVision shares (the "**ChinaVision Gain**") was clearly reflected in the Company's own internal financial report for the

period ended 31 March 2014 (the “**March Financial Report**”). The Company’s performance result for March 2014 was summarised therein:-

- (1) Cumulative profit for the 9-month period ended 31 March 2014 amounted to HK\$893,600,000, a significant improvement as compared to a loss of HK\$32,600,000 for the corresponding period ended 31 March 2013.
  - (2) The Company made a profit of HK\$360,017,000 in the month of March 2014, of which HK\$337,647,000 originated from the Securities Investment Segment.
  - (3) The Company made a realised gain on disposals of HK\$136,067,000 in March 2014 from the stock portfolio of Sparkling, of which HK\$129,954,000 was contributed by the disposal of ChinaVision shares.
  - (4) The Company made a realised gain of around HK\$144,500,000 in March 2014 from its stock portfolio, of which around HK\$130,000,000 was attributed to dealings in ChinaVision.
  - (5) The Company made an unrealised gain of HK\$249,800,000 from its stock portfolio, of which HK\$229,100,000 was attributed to its holdings in ChinaVision shares.
14. The March Financial Report contained, *inter alia*: (a) information relating to the realised and unrealised profits made from the Company’s dealings in, and holdings of, ChinaVision shares; and (b) the overall profit figures for March 2014 as well as for the nine months ended March 2014 (collectively the “**March 2014 Profit Figures**”).
  15. On 17 April 2014, physical copies of the March Financial Report were given to the 2<sup>nd</sup> to 4<sup>th</sup> Specified Persons.
  16. On 23 April 2014, the March Financial Report was sent by email to members of the board of directors, including the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons (the “**23 April Email**”).
  17. The Company’s holdings in ChinaVision shares continued to be a significant item in the Company’s own internal financial reports for the period ended 30 April 2014 (dated 21 May 2014) and 31 May 2014 (dated 23 June 2014).

18. The information relating to the ChinaVision Gain and/or the March 2014 Profit Figures did, or alternatively, ought reasonably to have come to the knowledge of the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons on or before 23 April 2014 by virtue of access to physical copies of the March Financial Report which were given to the 2<sup>nd</sup> to 4<sup>th</sup> Specified Persons on 17 April 2014 and/or by virtue of receipt of the 23 April Email which was sent to members of the board of the Company including the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons.
19. On 26 June 2014, during the meeting of the board of directors of the Company, at which the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons were present, the monthly internal financial report of the Company for the period ended 31 May 2014 was tabled before the meeting. The issue of a possible profit alert announcement was raised, but ultimately no profit alert was issued by the Company until 10 September 2014.
20. On 10 September 2014 at 10:02 p.m., the Company issued a profit alert announcement (the “**Profit Alert**”), which stated *inter alia* that:-
  - (1) Based on a preliminary review of the Group’s unaudited consolidated management accounts for the year ended 30 June 2014, the Group expected to record a substantial profit attributable to shareholders for the year ended 30 June 2014 of between HK\$840 million and HK\$980 million as compared with a loss in 2013.
  - (2) One of the main contributors of the substantial profit for the year ended 30 June 2014 was the gain in fair value of investments held for trading and derivative financial instruments.
21. On 11 September 2014, the day following the publication of the Profit Alert, the Company’s shares traded at between HK\$2.40 and HK\$2.75 per share. Its share price closed at HK\$2.63, representing an increase of 12.39% when compared with the closing price on 10 September 2014. Trading volume increased from 64,220 shares on 10 September 2014 to 2,372,000 shares on 11 September 2014.
22. On 26 September 2014, the Company published its audited financial statements for the year ended 30 June 2014. The Company reported a profit of HK\$906,834,000 in its Securities Investment Segment, and an overall profit of HK\$857,830,000 for the year ended 30 June 2014.

**C. FAILURE TO DISCLOSE INSIDE INFORMATION**

23. The information relating to: (i) the ChinaVision Gain; and/or (ii) the March 2014 Profit Figures constituted “*inside information*” within the meaning of the definition of that term in section 307A(1) of the Ordinance in that:-
- (1) It was specific information about the Company; and
  - (2) It was not generally known to the persons who were accustomed to or would be likely to deal in the listed securities of the Company but would if generally known to them have been likely to materially affect the price of the listed securities of the Company.
24. The information relating to the ChinaVision Gain and/or the March 2014 Profit Figures did, or ought reasonably to have, come to the knowledge of all members of the board of directors, including the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons, as officers of the Company, on or before 23 April 2014 by virtue of access to a physical copy of the March Financial Report (given to the 2<sup>nd</sup> to 4<sup>th</sup> Specified Persons on 17 April 2014) and/or receipt of the 23 April Email (circulated to members of the board of the Company including the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons) in the course of performing their functions as officers of the Company.
25. A reasonable person, acting as an officer of the Company, would have considered that the information relating to the ChinaVision Gain and/or the March 2014 Profit Figures was inside information in relation to the Company.
26. By reason of the matters set out above, the information relating to the ChinaVision Gain and/or the March 2014 Profit Figures came to the knowledge of the Company through the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons as its officers on or before 23 April 2014. Once such information came to the Company’s knowledge, under section 307B of the Ordinance, the Company was obliged to disclose that information to the public as soon as reasonably practicable. However, no disclosure in respect of the significant improvement of the Company’s financial performance was made until the publication of the Profit Alert on 10 September 2014.



**D. BREACH OF DISCLOSURE REQUIREMENT BY THE COMPANY**

27. By reason of the matters set out above, the Company failed to disclose to the public: (i) the ChinaVision Gain; and/or (ii) the March 2014 Profit Figures (each of which constituted “*inside information*” within the meaning of the definition of that term in section 307A(1) of the Ordinance) as soon as reasonably practicable after the said inside information had come to its knowledge, contrary to section 307B(1) of the Ordinance.
28. Under section 307A(2) of the Ordinance, a breach of a disclosure requirement takes place if any of the requirements in *inter alia* section 307B is contravened in relation to a listed corporation.
29. Therefore, the Company was, or might have been, in breach of the disclosure requirement as provided for in section 307B of the Ordinance.

**E. BREACH OF A DISCLOSURE REQUIREMENT BY THE 2<sup>ND</sup> TO 7<sup>TH</sup> SPECIFIED PERSONS**

30. As officers of the Company, the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons would each be in breach of the disclosure requirement pursuant to section 307G(2)(a) of the Ordinance if (individually considered) the breach by the Company was a result of their reckless or negligent conduct.
31. The 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons, as directors of the Company, failed to ensure timely disclosure of the inside information pertaining to the ChinaVision Gain and/or the March 2014 Profit Figures to the public after it had, or ought reasonably to have, come to their knowledge. The failure of each of them amounted to reckless or negligent conduct on their part.
32. In the circumstances, the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons were, or might have been, in breach of the disclosure requirement pursuant to section 307G(2)(a) of the Ordinance.

Dated this 24<sup>th</sup> day of October 2019

Securities and Futures Commission

**MARKET MISCONDUCT TRIBUNAL**

**IN THE MATTER OF THE LISTED SECURITIES OF  
CHINA MEDICAL & HEALTHCARE GROUP LIMITED  
(FORMERLY KNOWN AS COL CAPITAL LIMITED)  
(STOCK CODE: 383)**

**STATEMENT OF AGREED AND ADMITTED FACTS**

**Persons and/or corporate bodies who accept breach of a disclosure requirement**

- (i) China Medical & HealthCare Group Limited (formerly known as COL Capital Limited) (the “**Company**” / “**1<sup>st</sup> Specified Person**”)
- (ii) Chong Sok Un (“**Shirley Chong**” / “**2<sup>nd</sup> Specified Person**”)
- (iii) Wong Peng Chong (“**John Wong**” / “**3<sup>rd</sup> Specified Person**”)
- (iv) Kong Muk Yin (“**Kong**” / “**4<sup>th</sup> Specified Person**”)
- (v) Lau Siu Ki (“**Kevin Lau**” / “**5<sup>th</sup> Specified Person**”)
- (vi) Ma Wah Yan (“**Billy Ma**” / “**6<sup>th</sup> Specified Person**”)
- (vii) Zhang Jian (“**Zhang**” / “**7<sup>th</sup> Specified Person**”)

(each a “**Specified Person**” and collectively, the “**Specified Persons**”)

For the purpose of the disclosure proceedings instituted by the Securities and Futures Commission (the “**Commission**”) before the Market Misconduct Tribunal (the “**Tribunal**”) under section 307I(2) of and Schedule 9 to the Securities and Futures Ordinance, Cap. 571 (the “**Ordinance**”) by way of the notice dated 24 October 2019 (the “**Notice**”), the facts and matters set out in this Statement of Agreed and Admitted Facts are agreed and accepted by the Commission and each of the Specified Persons. It is agreed by all parties hereto that the

Tribunal may make a determination under section 307J(1) of the Ordinance on the basis of the facts and matters set out hereinbelow.

**A. INTRODUCTION**

1. The Company is incorporated in Bermuda and was listed on the Main Board of the Stock Exchange of Hong Kong Limited (“SEHK”) on 1 August 1991 (stock code: 383). The Company is and was at the material times a “*listed corporation*” as defined in section 307A(1) of the Ordinance.
2. The Company and its subsidiaries (together the “**Group**”) were at all material times principally engaged in the business of securities trading and investment (the “**Securities Investment Segment**”), financial services, property investment, property development and hospital operations.
3. At all material times, each of the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons was an “*officer*” of the Company as defined in section 1, Part 1 of Schedule 1 to the Ordinance:-
  - (1) Shirley Chong (the 2<sup>nd</sup> Specified Person) was the Chairman and executive director of the Company.
  - (2) John Wong and Kong (the 3<sup>rd</sup> and 4<sup>th</sup> Specified Persons) were executive directors of the Company. In particular, John Wong was responsible for overseeing the Company’s Securities Investment Segment.
  - (3) Kevin Lau, Billy Ma, and Zhang (the 5<sup>th</sup> to 7<sup>th</sup> Specified Persons) were independent non-executive directors of the Company.

**B. THE CHINAVISION GAIN AND THE MARCH 2014 PROFIT FIGURES**

4. The Company’s most recent published results prior to the events stated below was its interim results for the six months ended 31 December 2013 announced on 27 February 2014. For the six months ended 31 December 2013, the Company recorded:
  - (1) a segment profit of HK\$374,815,000 in its Securities Investment Segment; and
  - (2) an increase in its profit before taxation from HK\$62,615,000 (for the 6 months ended 31 December 2012) to HK\$390,506,000.

5. Part of the Company's securities portfolio was held through its wholly-owned subsidiary Sparkling Summer Limited ("**Sparkling**"). The Company held shares in ChinaVision Media Group Limited ("**ChinaVision**", now Alibaba Pictures Group Limited, stock code: 1060) through the 2 securities accounts of Sparkling at Sun Hung Kai Investment Services Limited (the "**No. 1 Account**" and "**No. 2 Account**" respectively).
6. On 19 February 2014, the Company published a positive profit alert announcement to inform the shareholders and potential investors of the Company that it was expected to record a substantial increase in the profit attributable to shareholders for the six months ended 31 December 2013.
7. As at the date of the above announcement, Sparkling held a total of 182,420,000 ChinaVision shares (in its No. 2 Account), which was worth HK\$74,792,200 based on the closing price of HK\$0.41 on the same day.
8. On 25 February 2014, ChinaVision issued an announcement which stated that trading in its shares on SEHK would be suspended with effect from 9:30 a.m. on 25 February 2014, pending the release of an announcement in relation to inside information. ChinaVision's share price closed at HK\$0.64 on the same day.
9. At the time of the aforementioned suspension, Sparkling held a total of 302,250,000 ChinaVision shares (50,000,000 shares in its No. 1 Account and 252,250,000 shares in its No. 2 Account), which was worth HK\$193,440,000 based on the closing price of HK\$0.64 on 25 February 2014.
10. On 27 February 2014, the Company announced its interim results for the six months ended 31 December 2013.
11. On 11 March 2014, ChinaVision announced that it had conditionally agreed to allot and issue 12,488,058,846 new shares to Alibaba Investment Limited at an issue price of HK\$0.50 per share, subject to the conditions of subscription (the "**Subscription**") as stated in the announcement (the "**ChinaVision Announcement**"). The Subscription remained conditional until completion on 24 June 2014.

12. On 12 March 2014, trading in ChinaVision shares resumed. Its share price rose to as high as HK\$3.39 and closed at HK\$1.83 on that day, resulting in a 186% increase when compared with the closing price on 25 February 2014 (the day of suspension) before trading was suspended. The trading volume also increased from 308,364,000 shares on 24 February 2014 (the last full trading day before the suspension) to 2,420,829,779 shares on 12 March 2014 (+685%).
13. On the same day, the share closing price of the Company rose from HK\$2.37 to HK\$2.42, representing an increase of about 2%.
14. During the period from 12 March 2014 to 18 March 2014:-
  - (1) The Company acquired 1,000,000 ChinaVision shares through the No. 2 Account at HK\$2.00 on 12 March 2014.
  - (2) All of the 50,000,000 ChinaVision shares in the No. 1 Account were sold at an average price of about HK\$2.14.
  - (3) 33,000,000 ChinaVision shares in the No. 2 Account were sold at an average price of about HK\$1.96.
15. As at 31 March 2014:-
  - (1) The market value of ChinaVision shares (220,250,000 shares) held by the Company through Sparkling was HK\$383,235,000, which accounted for approximately 24% of the Company's investments held for trading in equity securities (HK\$1,608,195,000), and about 6% of the Company's total assets (HK\$6,155,571,000).
  - (2) For the stocks held by Sparkling alone, the trading portfolio consisted of 29 stocks. For the period ended 31 March 2014, the Company traded in 53 stocks through Sparkling.
16. The Group's financial performance for March 2014 was summarised in its own internal financial report for the period ended 31 March 2014 (the "**March Financial Report**"):-
  - (1) Cumulative profit for the nine months period ended 31 March 2014 amounted to HK\$893,600,000, as compared to a loss of HK\$32,600,000 for the

corresponding period ended 31 March 2013. Such improvement was largely attributed to net unrealized gain from the Securities Investment Segment. The year-to-date net unrealized gain for the Securities Investment Segment for the same period was HK\$506,132,000.

- (2) The Group made a profit of HK\$360,017,000 in the month of March 2014, as compared to a loss of HK\$45,900,000 for the month of March 2013, of which HK\$337,647,000 originated from the Securities Investment Segment.
  - (3) The Company's investment in the shares of ChinaVision resulted in realised and unrealised gain ("**ChinaVision Gain**") as follows.
  - (4) The Company made a net realised gain on disposals of HK\$136,067,000 in March 2014 from the stock portfolio of Sparkling, of which HK\$129,954,000 (about 96%) was contributed by the disposal of ChinaVision shares.
  - (5) The Company made a realised gain of around HK\$144,500,000 in March 2014 from its stock portfolio, of which around HK\$129,954,000 (about 90%) was attributed to dealings in ChinaVision.
  - (6) The Company made an unrealised gain of HK\$249,800,000 in March 2014 from its stock portfolio, of which HK\$229,079,000 (about 92%) was attributed to holding of ChinaVision shares.
17. The March Financial Report contained, *inter alia*: (a) information relating to the realised and unrealised profits made from the Company's position in ChinaVision; and (b) the overall profit figures for March 2014 as well as the profit for the nine months ended March 2014 (collectively the "**March 2014 Profit Figures**").
  18. The Company's financial performance as recorded in its internal monthly financial reports is as follows.

Month	Net Profit/(Loss) for the Month (HK\$'000)	Profit/(Loss) for the Month of Securities Trading and Investment Division (HK\$'000)	YTD Profits (HK\$'000)	YTD Profits of Securities Trading and Investment Division (HK\$'000)
July 2013	137,020	Net Realized Gain: 54,577 Net Unrealized Gain: 66,897 Total: 121,474	137,020	Net Realized Gain: 54,577 Net Unrealized Gain: 66,897 Total: 121,474
August 2013	20,673	Net Realized Gain: 295 Net Unrealized Gain: 29,749 Total: 30,044	157,694	Net Realized Gain: 54,872 Net Unrealized Gain: 96,646 Total: 151,518
Sept 2013	175,853	Net Realized Gain: 34,923 Net Unrealized Gain: 158,938 Total: 193,861	333,547	Net Realized Gain: 89,794 Net Unrealized Gain: 255,585 Total: 345,379
Oct 2013	55,153	Net Realized Gain: 30,058 Net Unrealized Gain: 49,346 Total: 79,404	388,700	Net Realized Gain: 119,852 Net Unrealized Gain: 304,931 Total: 424,783
Nov 2013	(33,011)	Net Realized Gain: 62,649 Net Unrealized Loss: (72,291) Total: (9,642)	355,688	Net Realized Gain: 182,501 Net Unrealized Gain: 232,640 Total: 415,141
Dec 2013	(97,692)	Net Realized Gain: 3,299 Net Unrealized Loss: (12,772) Total: (9,473)	257,996	Net Realized Gain: 185,800 Net Unrealized Gain: 219,868 Total: 405,668

Jan - Feb 2014	115,296	Net Realized Gain: 5,996	533,622	Net Realized Gain: 264,220
		Net Unrealized Gain: 111,554		Net Unrealized Gain: 306,713
		Total: 117,550		Total: 570,933
March 2014	360,017	Net Realized Gain: 148,028	893,639	Net Realized Gain: 402,448
		Net Unrealized Gain: 189,619		Net Unrealized Gain: 506,132
		Total: 337,647		Total: 908,580

19. On 17 April 2014, physical copies of the March Financial Report were made available to the 2<sup>nd</sup> to 4<sup>th</sup> Specified Persons.
20. On 23 April 2014, Jerry Cheng of the Company sent an email to all members of the board of directors of the Company (the “**Board**”), including the 2<sup>nd</sup> to 6<sup>th</sup> Specified Persons and the representative of the 7<sup>th</sup> Specified Person, to which the March Financial Report was attached (the “**23 April Email**”).
21. Each of the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons received or should have received the March Financial Report.
22. The performance of the Company’s holdings in ChinaVision shares continued to have an impact on the Company’s profit/loss figures as indicated in the Company’s internal financial reports for the period ended 30 April 2014 (dated 21 May 2014) and 31 May 2014 (dated 23 June 2014) as follows:
  - (1) For the month of April 2014, the Company made (i) a net loss of HK\$94,250,000 (*contra* a net profit of HK\$360,017,000 in the preceding month as stated in §16 above) and (ii) unrealised loss from its stock portfolio of HK\$114,800,000, including HK\$55,063,000 (about 48%) unrealised loss attributable to its holding in ChinaVision (*contra* unrealised gain of HK\$249,800,000, including HK\$229,079,000 (about 92%) unrealised gain attributable to its holding in ChinaVision in the preceding month as stated in §16 above).



- (2) For the month of May 2014, the Company made (i) a net profit of HK\$56,207,000, and (ii) unrealised gain of HK\$118,900,000 from its stock portfolio, including HK\$74,885,000 (about 63%) unrealised gain attributable to its holding in ChinaVision.
23. ChinaVision's share price continued to fluctuate during April and May 2014. On 15 April 2014 and 22 April 2014, ChinaVision's share price dropped to HK\$ 1.31, which was approximately a decrease of about 28% from HK\$ 1.83 (i.e. the closing price on 12 March 2014). Based on the above, the ChinaVision Gain, the Company's profit/loss figures for the month and for year to date were subject to fluctuations at the time.

**C. THE PROFIT ALERT**

24. There was no discussion by the Board on the issue of making a profit alert announcement in view of the ChinaVision Gain and/or the March 2014 Profit Figures until the board meeting held on 26 June 2014 (the "**26 June Meeting**"), when the Company's internal monthly financial report for the period ended 31 May 2014 was tabled before the 26 June Meeting. The 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons were present at the 26 June Meeting. The issue of whether a profit alert announcement should be issued was specifically raised by Kevin Lau (the 5<sup>th</sup> Specified Person). The following response was recorded in the minutes of the 26 June Meeting:-

*"In response to [Kevin Lau's] enquiry about whether profit alert announcement will be issued before publication of annual results announcement, [Kong] pointed out that in view of similar profit alert announcement of other listed companies if the Company issue profit alert announcement one month prior to the date of board meeting, then the 2013/2014 final results figures may not be required to be disclosed in the said announcement."*

25. In September 2014, the financial results for the year ended 30 June 2014 of one of the Company's principal associated companies, APAC Resources Limited ("**APAC**") became available. APAC's financial results formed a significant part of the share of profit or loss of associates and impairment loss recognised on interest of associates for the Company in year ended 30 June 2013 and 30 June 2014.

26. On 10 September 2014 at 10:02 pm, the Company issued a profit alert announcement in relation to its substantial profit for the year ended 30 June 2014 (the “Profit Alert”) which stated that:-

*“...based on its preliminary review on the relevant unaudited consolidated management accounts of the Group for the year ended 30 June 2014, it is expected to record a substantial profit attributable to shareholders for the year ended 30 June 2014 of between approximately HK\$840 million and approximately HK\$980 million as compared with a loss in 2013.*

*The Company considers that the substantial profit for the year ended 30 June 2014 was mainly due to (i) the gain in fair value of investments held for trading and derivative financial instruments, (ii) the net profit on disposal of available-for-sale investments and (iii) share of profits of associates amid rally in the financial markets because of an improved economic growth, low inflation and interest rates and the liquidity provided by the respective central banks. The substantial profit was partially offset by an impairment loss recognized on the Group’s interest in an associate.”*

27. Following the publication of the Profit Alert, the share price of the Company on 11 September 2014 traded between HK\$2.40 and HK\$2.75 per share, and closed at HK\$2.63. The closing price represented an increase of about 12% when compared with that on 10 September 2014 (HK\$2.34). Trading volume increased from 64,220 shares on 10 September 2014 to 2,372,000 shares on 11 September 2014.
28. On 26 September 2014, the Company published its announcement of audited results for the year ended 30 June 2014. The Company reported a profit of HK\$906,834,000 in its Securities Investment Segment, and an overall profit of HK\$857,830,000 for the year ended 30 June 2014.

**D. SPECIFIC ADMISSIONS BY THE 2<sup>ND</sup> TO 7<sup>TH</sup> SPECIFIED PERSONS**

29. In addition to the matters referred to above, each of the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons makes the following admissions as to his/her role and/or involvement in relation to the disclosure of the ChinaVision Gain and/or the March 2014 Profit Figures.

30. Shirley Chong admits that:-

- (1) In terms of division of work amongst members of the Board, she was in charge of overall supervision, John Wong was responsible for investment and Kong was in charge of accounting.
- (2) She would generally read the summary on the first page of the monthly financial reports if she was in office.
- (3) She had received the March Financial Report.

31. John Wong admits that:-

- (1) His responsibility as an executive director was to look after the operations of the Company, in particular its investment in securities since 2002.
- (2) He made decisions on the trading in the No. 2 Account.
- (3) He was able to keep track of the trades made through the No. 1 Account and the No. 2 Account through daily records which would be available to him the following day. However the decisions on the trading in the No. 1 Account was made by another employee independently.
- (4) He made the decision to buy and sell the ChinaVision shares in the No. 2 Account in February 2014 and March 2014.
- (5) He had received the March Financial Report.

32. Kong admits that:-

- (1) He was responsible for the finance and accounts department, and the company secretarial and administration department.
- (2) He had seen the March 2014 account statements for the No. 1 Account and the No. 2 Account, which were sent by the broker to the Company. The finance and accounts department would keep and review these documents.

- (3) Since he was the person in charge of the finance and accounts department, the monthly financial reports, including the March Financial Report would first be handed to him for approval before they were circulated to all other directors.
33. Kevin Lau admits that:-
- (1) He had received the March Financial Report.
- (2) After receiving the monthly financial reports, he would take a brief glance at them, in particular, whether the Company was making any profit. He would approach Kong if there was any issue.
34. Billy Ma admits that:-
- (1) He had received the March Financial Report.
- (2) After receiving the monthly financial reports, he would take a brief glance at them, in particular the total profit or loss.
- (3) He would rely on his colleagues in the investment committee to manage the securities investment segment of the Company's business.
35. Zhang Jian admits that he had or ought to have received the March Financial Report.

**E. FAILURE TO DISCLOSE INSIDE INFORMATION**

36. The information relating to: (i) the ChinaVision Gain; and/or (ii) the March 2014 Profit Figures, individually or collectively constituted "*inside information*" within the meaning of the definition of that term in section 307A(1) of the Ordinance.
37. The information relating to the ChinaVision Gain and/or the March 2014 Profit Figures did, or alternatively ought reasonably to have, come to the knowledge of the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons, all being officers of the Company, on 23 April 2014, by virtue of their receipt of the 23 April Email in the course of performing their functions as officers of the Company.
38. A reasonable person, acting as an officer of the Company, would have considered that the information relating to the ChinaVision Gain and/or the March 2014 Profit Figures was inside information in relation to the Company.

39. By reason of the aforesaid, the inside information relating to the ChinaVision Gain and/or the March 2014 Profit Figures came to the knowledge of the Company through the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons as its officers on 23 April 2014. Once such information came to the Company's knowledge, under section 307B(1) of the Ordinance, the Company was obliged to disclose that information to the public as soon as reasonably practicable. However, no disclosure of the same was made until the publication of the Profit Alert on 10 September 2014.

**F. BREACH OF A DISCLOSURE REQUIREMENT UNDER S.307B BY THE COMPANY**

40. By reason of the matters set out above, the Company failed to disclose to the public information in relation to the ChinaVision Gain and/or the March 2014 Profit Figures (which either individually or collectively constituted "*inside information*" within the meaning of the definition of that term in section 307A(1) of the Ordinance) as soon as reasonably practicable after the said inside information had come to its knowledge, contrary to section 307B(1) of the Ordinance.
41. Under section 307A(2) of the Ordinance, a breach of a disclosure requirement takes place if any of the requirements in *inter alia* section 307B is contravened in relation to a listed corporation.
42. Therefore, the Company was in breach of the disclosure requirement as provided for in section 307B of the Ordinance.

**G. BREACH OF A DISCLOSURE REQUIREMENT UNDER S.307G(2)(a) BY THE 2<sup>ND</sup> TO 7<sup>TH</sup> SPECIFIED PERSONS**

43. As officers of the Company, the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons would also be in breach of the disclosure requirement if the breach by the Company was as a result of the Specified Person's negligent conduct under section 307G(2)(a) of the Ordinance.
44. By reason of the matters set out above, each of the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons was aware of, or alternatively ought reasonably to have become aware of, the inside information pertaining to the ChinaVision Gain and/or the 2014 March Profit Figures on 23 April 2014.

45. By reason of the matters set out in §4 to §35 above, the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons, as directors of the Company, failed to exercise such care, skill or foresight as a reasonable officer in their situation would exercise to ensure the timely disclosure of the inside information pertaining to the ChinaVision Gain and/or the March 2014 Profit Figures to the public after it had, or ought reasonably to have, come to their knowledge. The failure of each of them amounted to negligent conduct on their part, in particular:-
- (1) Having received the March Financial Report, each of them should have recognised that the ChinaVision Gain and/or the March 2014 Profit Figures were price sensitive, notwithstanding any views that each of them might have held regarding the fluctuating nature of the ChinaVision Gain; or, alternatively, each of them failed to pay due regard to the price sensitive nature of that information.
  - (2) There is no evidence that they had (by themselves or through the Board) sought external professional advice from financial advisors or lawyers as to whether disclosure was required (and if so what and when) in view of the ChinaVision Gain and/or the March 2014 Profit Figures.
  - (3) They have failed to exercise reasonable care and skill in ensuring that the Company disclosed inside information pertaining to the ChinaVision Gain and/or the March 2014 Profit Figures to the public as soon as reasonably practicable. They failed to properly understand the statutory disclosure obligations and/or seek timely professional advice where or if they were in any doubt.
46. Further to the above, John Wong, the 3<sup>rd</sup> Specified Person, as an executive director and the officer responsible for overseeing the Company's investment in securities, failed to ensure timely disclosure of the inside information pertaining to the ChinaVision Gain and/or the March 2014 Profit Figures to the public after it had, or ought reasonably to have, come to his knowledge. Such failure amounted to negligent conduct on his part. In particular, being the person in charge of the Company's investment in securities and the decisions in relation to the trading in the No. 2 Account, he should have regularly reviewed the Company's financial position in relation to its investment in securities and should have realised at least a risk that the substantial nature of the profits of the

Company resulting from the ChinaVision Gain was price sensitive. He failed to specifically draw the Board's attention to the ChinaVision Gain.

47. In the circumstances, the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons were in breach of the disclosure requirement pursuant to section 307G(2)(a) of the Ordinance.

Dated the 31 day of March 2021.

**Securities and Futures Commission:**

Signed by: Maureen Garrett  
Name: MAUREEN GARRETT  
Position: DEPUTY CHIEF COUNSEL  
Date: 14 April 2021

Witnessed by: PLI  
Name: LILIA YEERITA  
Position: COUNSEL  
Date: 14 APRIL 2021

**For and on behalf of China Medical & HealthCare Group Limited (formerly known as COL Capital Limited)**

Signed by: \_\_\_\_\_  
Name: Chong Sok Un & Kong Muk Yin  
Position: Directors  
Date: 1 April 2021

*For and on behalf of  
China Medical & HealthCare Group Limited*  
  
.....  
*Authorized Signature(s)*


Witnessed by: Fung Ching Man  
Name: Fung Ching Man, Ada  
Position: Company Secretary  
Date: 1 April 2021

**For and on behalf of Chong Sok Un**

Signed by: \_\_\_\_\_  
Name: Chong Sok Un  
Position: Director  
Date: 1 April 2021





Witnessed by:   
Name: Fung Ching Man, Ada  
Position: Company Secretary  
Date: 1 April 2021

**For and on behalf of Wong Peng Chong**


Signed by: \_\_\_\_\_  
Name: \_\_\_\_\_  
Position: \_\_\_\_\_  
Date: \_\_\_\_\_

Witnessed by: \_\_\_\_\_  
Name: \_\_\_\_\_  
Position: \_\_\_\_\_  
Date: \_\_\_\_\_

**For and on behalf of Kong Muk Yin**

Signed by: \_\_\_\_\_  
Name: Kong Muk Yin  
Position: Director  
Date: 1 April 2021



Witnessed by:   
Name: Fung Ching Man, Ada  
Position: Company Secretary  
Date: 1 April 2021

Witnessed by: \_\_\_\_\_

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_


**For and on behalf of Wong Peng Chong**

Signed by: \_\_\_\_\_

Name: Wong Peng Chong

Position: Director

Date: 5 April 2021

Two handwritten signatures are present. The top signature is in cursive and appears to be 'Wong Peng Chong'. The bottom signature is also in cursive and appears to be 'Chan Yee Kwun'.

Witnessed by: \_\_\_\_\_

Name: Chan Yee Kwun

Position: N/A

Date: 5 April 2021

**For and on behalf of Kong Muk Yin**

Signed by: \_\_\_\_\_

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_

Witnessed by: \_\_\_\_\_

Name: \_\_\_\_\_


Position: \_\_\_\_\_

Date: \_\_\_\_\_

**For and on behalf of Lau Siu Ki**

Signed by: \_\_\_\_\_  
Name: Lau Siu Ki  
Position: Former Director  
Date: 1 April 2021




Witnessed by:   
Name: Fung Ching Man, Ada  
Position: Company Secretary  
Date: 1 April 2021

**For and on behalf of Ma Wah Yan**

Signed by: \_\_\_\_\_  
Name: MA WAH YAN  
Position: Former Director  
Date: 9 April 2021



Witnessed by:   
Name: LAU DANIEL  
Position: Solicitor HKSAR  
Date: 9 April 2021

**For and on behalf of Zhang Jian**

Signed by: \_\_\_\_\_  
Name: \_\_\_\_\_  
Position: \_\_\_\_\_  
Date: \_\_\_\_\_

**For and on behalf of Lau Siu Ki**

Signed by: \_\_\_\_\_

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_

Witnessed by: \_\_\_\_\_

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_

**For and on behalf of Ma Wah Yan**

Signed by: \_\_\_\_\_

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_

Witnessed by: \_\_\_\_\_

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_

**For and on behalf of Zhang Jian**

Signed by: 

Name: 張健

Position: 董事

Date: 2021年4月2日

Witnessed by: 高勇先  
Name: 高勇先  
Position: N/A  
Date: 2021年4月2日

**MARKET MISCONDUCT TRIBUNAL**

**IN THE MATTER OF THE LISTED SECURITIES OF  
CHINA MEDICAL & HEALTHCARE GROUP LIMITED  
(FORMERLY KNOWN AS COL CAPITAL LIMITED)  
(STOCK CODE: 383)**

**AGREED PROPOSED ORDER**

The parties to the proceedings request, and agree to, the making of the following orders under section 33 of Schedule 9 to the Securities and Futures Ordinance, Cap. 571 (the “**Ordinance**”).

1. As against China Medical & HealthCare Group Limited (the “**Company**”):
  - (a) Pursuant to section 307N(1)(d) of the Ordinance, a regulatory fine of HK\$800,000.
  
2. As against Chong Sok Un (“**Chong**”):
  - (a) Pursuant to section 307N(1)(d) of the Ordinance, a regulatory fine of HK\$800,000; and
  - (b) Pursuant to section 307N(1)(i) of the Ordinance, an order for Chong to undergo a training programme, to be approved by the Commission, on compliance with Part XIVA of the Ordinance, directors’ duties and corporate governance.
  
3. As against Wong Peng Chong (“**Wong**”):
  - (a) Pursuant to section 307N(1)(a) of the Ordinance, an order that, for a period of 8 months, Wong must not, without leave of the Court of First Instance:
    - (i) be or continue to be a director, liquidator, or receiver or manager of the property or business, of a listed corporation or any other specified corporation; or
    - (ii) in any way, whether directly or indirectly, be concerned or take part in the management of a listed corporation or any other specified corporation;

- (b) Pursuant to section 307N(1)(d) of the Ordinance, a regulatory fine of HK\$900,000; and
  - (c) Pursuant to section 307N(1)(i) of the Ordinance, an order for Wong to undergo a training programme, to be approved by the Commission, on compliance with Part XIVA of the Ordinance, directors' duties and corporate governance.
4. As against Kong Muk Yin (“**Kong**”):
- (a) Pursuant to section 307N(1)(a) of the Ordinance, an order that, for a period of 6 months, Kong must not, without leave of the Court of First Instance:
    - (i) be or continue to be a director, liquidator, or receiver or manager of the property or business, of a listed corporation or any other specified corporation; or
    - (ii) in any way, whether directly or indirectly, be concerned or take part in the management of a listed corporation or any other specified corporation;
  - (b) Pursuant to section 307N(1)(d) of the Ordinance, a regulatory fine of HK\$800,000; and
  - (c) Pursuant to section 307N(1)(i) of the Ordinance, an order for Kong to undergo a training programme, to be approved by the Commission, on compliance with Part XIVA of the Ordinance, directors' duties and corporate governance.
5. As against Lau Siu Ki (“**Lau**”):
- (a) Pursuant to section 307N(1)(d) of the Ordinance, a regulatory fine of HK\$300,000; and
  - (b) Pursuant to section 307N(1)(i) of the Ordinance, an order for Lau to undergo a training programme, to be approved by the Commission, on compliance with Part XIVA of the Ordinance, directors' duties and corporate governance.
6. As against Ma Wah Yan (“**Ma**”):
- (a) Pursuant to section 307N(1)(d) of the Ordinance, a regulatory fine of HK\$300,000; and

- (b) Pursuant to section 307N(1)(i) of the Ordinance, an order for Ma to undergo a training programme, to be approved by the Commission, on compliance with Part XIVA of the Ordinance, directors' duties and corporate governance.
7. As against Zhang Jian (“**Zhang**”):
- (a) Pursuant to section 307N(1)(d) of the Ordinance, a regulatory fine of HK\$300,000; and
  - (b) Pursuant to section 307N(1)(i) of the Ordinance, an order for Zhang to undergo a training programme, to be approved by the Commission, on compliance with Part XIVA of the Ordinance, directors' duties and corporate governance.
8. As against the Company, Chong, Wong, Kong, Lau, Ma and Zhang:
- (a) Pursuant to section 307N(1)(e) of the Ordinance, an order for each of the Company, Chong, Wong, Kong, Lau, Ma and Zhang, on a joint and several basis, to pay to the Government the costs and expenses reasonably incurred by the Government in relation to or incidental to these proceedings;
  - (b) Pursuant to section 307N(1)(f)(i) of the Ordinance, an order for each of the Company, Chong, Wong, Kong, Lau, Ma and Zhang, on a joint and several basis, to pay to the Commission the costs and expenses, including but not limited to legal costs, counsel fees, expert costs and disbursements, reasonably incurred by the Commission in relation to or incidental to these proceedings; and
  - (c) Pursuant to section 307N(1)(f)(ii) & (iii) of the Ordinance, an order for each of the Company, Chong, Wong, Kong, Lau, Ma and Zhang, on a joint and several basis, to pay to the Commission the costs and expenses reasonably incurred by the Commission in relation to or incidental to the investigations carried out before these proceedings were instituted or for the purposes of these proceedings.

Dated this 31 day of March 2021.



**Securities and Futures Commission:**

Signed by: Maureen Garrett  
Name: MAUREEN GARRETT  
Position: DEPUTY CHIEF COUNSEL  
Date: 14 April 2021

Witnessed by: Li  
Name: LI KA YEE RITA  
Position: COUNSEL  
Date: 14 APRIL 2021

**For and on behalf of China Medical & HealthCare Group Limited (formerly known as COL Capital Limited)**

Signed by: \_\_\_\_\_  
Name: Chong Sok Un & Kong Muk Yin  
Position: Directors  
Date: 1 April 2021

*For and on behalf of  
China Medical & HealthCare Group Limited*  
  
  
.....  
Authorized Signature(s)

Witnessed by: Ada  
Name: Fung Ching Man, Ada  
Position: Company Secretary  
Date: 1 April 2021

**For and on behalf of Chong Sok Un**

Signed by: \_\_\_\_\_  
Name: Chong Sok Un  
Position: Director  
Date: 1 April 2021



Witnessed by: Ada  
Name: Fung Ching Man, Ada  
Position: Company Secretary  
Date: 1 April 2021

**For and on behalf of Wong Peng Chong**

Signed by: \_\_\_\_\_  
Name: Wong Peng Chong  
Position: Director  
Date: 5 April 2021



Witnessed by: \_\_\_\_\_  
Name: Chan Yee Kwun  
Position: N/A  
Date: 5 April 2021



**For and on behalf of Kong Muk Yin**

Signed by: \_\_\_\_\_  
Name: \_\_\_\_\_  
Position: \_\_\_\_\_  
Date: \_\_\_\_\_

Witnessed by: \_\_\_\_\_  
Name: \_\_\_\_\_  
Position: \_\_\_\_\_  
Date: \_\_\_\_\_

**For and on behalf of Lau Siu Ki**

Signed by: \_\_\_\_\_  
Name: \_\_\_\_\_  
Position: \_\_\_\_\_  
Date: \_\_\_\_\_

Witnessed by: \_\_\_\_\_  
Name: \_\_\_\_\_  
Position: \_\_\_\_\_  
Date: \_\_\_\_\_

**For and on behalf of Wong Peng Chong**

Signed by: \_\_\_\_\_  
Name: \_\_\_\_\_  
Position: \_\_\_\_\_  
Date: \_\_\_\_\_

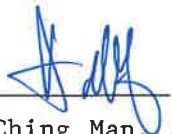
Witnessed by: \_\_\_\_\_  
Name: \_\_\_\_\_  
Position: \_\_\_\_\_  
Date: \_\_\_\_\_

**For and on behalf of Kong Muk Yin**

Signed by: \_\_\_\_\_  
Name: Kong Muk Yin  
Position: Director  
Date: 1 April 2021



Witnessed by: \_\_\_\_\_  
Name: Fung Ching Man, Ada  
Position: Company Secretary  
Date: 1 April 2021



**For and on behalf of Lau Siu Ki**

Signed by: \_\_\_\_\_  
Name: Lau Siu Ki  
Position: Former Director  
Date: 1 April 2021



Witnessed by: \_\_\_\_\_  
Name: Fung Ching Man, Ada  
Position: Company Secretary  
Date: 1 April 2021



**For and on behalf of Ma Wah Yan**

Signed by: \_\_\_\_\_

Name: MA WAH YAN

Position: Former Director

Date: 9 April 2021



Witnessed by: \_\_\_\_\_

Name: LAU DANIEL

Position: Solicitor, HK SAR

Date: 9 April 2021



**For and on behalf of Zhang Jian**

Signed by: \_\_\_\_\_

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_

Witnessed by: \_\_\_\_\_

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_

**For and on behalf of Ma Wah Yan**

Signed by: \_\_\_\_\_

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_

Witnessed by: \_\_\_\_\_

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_

**For and on behalf of Zhang Jian**

Signed by: 張健

Name: 張健

Position: 董事

Date: 2021年4月2日

Witnessed by: 高勇先

Name: 高勇先

Position: N/A

Date: 2021年4月2日

HCMP6 6 7 /2021

IN THE MATTER OF THE LISTED SECURITIES OF  
CHINA MEDICAL & HEALTHCARE GROUP LIMITED  
(FORMERLY KNOWN AS COL CAPITAL LIMITED)  
(STOCK CODE: 383)

MARKET MISCONDUCT TRIBUNAL PROCEEDINGS  
PURSUANT TO SECTION 307I(2) AND SCHEDULE 9 OF THE  
SECURITIES AND FUTURES ORDINANCE CAP. 571

---

IN THE MATTER OF the Market  
Misconduct Tribunal Proceedings under  
section 307(I)(2) and Orders made by the  
Market Misconduct Tribunal on 6 May  
2021 under section 307N(1) of the  
Securities and Futures Ordinance, Cap.  
571

AND

IN THE MATTER OF sections 307S and  
264 of the Securities and Futures  
Ordinance, Cap. 571

---

ORDER

WHEREAS it appears to the Securities and Futures Commission (the  
“**Commission**”) that a breach of the disclosure requirement within the meaning of  
sections 307A, 307B and 307G of Part XIVA of the Securities and Futures Ordinance,

Cap. 571 (the “**Ordinance**”) has or may have taken place in relation to the securities of China Medical & HealthCare Group Limited (formerly known as COL Capital Limited) (Stock Code: 383) listed on the Stock Exchange of Hong Kong

AND WHEREAS by the Notice dated 24 October 2019 issued by the Commission requiring the Market Misconduct Tribunal (the “**Tribunal**”) to conduct proceedings and determine:-

- (a) whether a breach of a disclosure requirement has taken place; and
- (b) the identity of any person who is in breach of the disclosure requirement.

AND WHEREAS the Commission has specified the following persons in the Notice:-

- (i) China Medical & HealthCare Group Limited (formerly known as COL Capital Limited) (“**1<sup>st</sup> Specified Person**”);
  - (ii) Chong Sok Un (“**2<sup>nd</sup> Specified Person**”);
  - (iii) Wong Peng Chong (“**3<sup>rd</sup> Specified Person**”);
  - (iv) Kong Muk Yin (“**4<sup>th</sup> Specified Person**”);
  - (v) Lau Siu Ki (“**5<sup>th</sup> Specified Person**”);
  - (vi) Ma Wah Yan (“**6<sup>th</sup> Specified Person**”); and
  - (vii) Zhang Jian (“**7<sup>th</sup> Specified Person**”)
- (collectively, the “**Specified Persons**”)

UPON reading the Statement of Agreed and Admitted Facts dated 31 March 2021 signed by the Commission and the Specified Persons, and the Agreed Proposed Order dated 31 March 2021 signed by the Commission and the Specified Persons

AND UPON the Tribunal having come to the finding that the 1<sup>st</sup> Specified Person was in breach of the disclosure requirement under section 307B of Part XIVA of the Ordinance; and that the 2<sup>nd</sup> to 7<sup>th</sup> Specified Persons were in breach of the disclosure requirement pursuant to section 307G(2)(a) of Part XIVA of the Ordinance

THE TRIBUNAL ORDERED that:-

1. As against the 1<sup>st</sup> Specified Person, pursuant to section 307N(1)(d) of the Ordinance, a regulatory fine of HK\$800,000, to be paid within 28 days from the date of this order.
  
2. As against the 2<sup>nd</sup> Specified Person:
  - (a) Pursuant to section 307N(1)(d) of the Ordinance, a regulatory fine of HK\$800,000, to be paid within 28 days from the date of this order; and
  - (b) Pursuant to section 307N(1)(i) of the Ordinance, an order for the 2<sup>nd</sup> Specified Person to undergo a training programme, to be approved by the Commission, on compliance with Part XIVA of the Ordinance, directors' duties and corporate governance within 20 weeks from the date of this order.
  
3. As against the 3<sup>rd</sup> Specified Person:
  - (a) Pursuant to section 307N(1)(a) of the Ordinance, an order that, for a period of 8 months, the 3<sup>rd</sup> Specified Person must not, without leave of the Court of First Instance:
    - (i) be or continue to be a director, liquidator, or receiver or manager of the property or business, of a listed corporation or any other specified corporation; or
    - (ii) in any way, whether directly or indirectly, be concerned or take part in the management of a listed corporation or any other specified corporation;
  - (b) Pursuant to section 307N(1)(d) of the Ordinance, a regulatory fine of HK\$900,000, to be paid within 28 days from the date of this order; and
  - (c) Pursuant to section 307N(1)(i) of the Ordinance, an order for the 3<sup>rd</sup> Specified Person to undergo a training programme, to be approved by the Commission, on compliance with Part XIVA of the Ordinance, directors' duties and corporate governance within 20 weeks from the date of this order.



4. As against the 4<sup>th</sup> Specified Person:
  - (a) Pursuant to section 307N(1)(a) of the Ordinance, an order that, for a period of 6 months, the 4<sup>th</sup> Specified Person must not, without leave of the Court of First Instance:
    - (i) be or continue to be a director, liquidator, or receiver or manager of the property or business, of a listed corporation or any other specified corporation; or
    - (ii) in any way, whether directly or indirectly, be concerned or take part in the management of a listed corporation or any other specified corporation;
  - (b) Pursuant to section 307N(1)(d) of the Ordinance, a regulatory fine of HK\$800,000, to be paid within 28 days from the date of this order; and
  - (c) Pursuant to section 307N(1)(i) of the Ordinance, an order for the 4<sup>th</sup> Specified Person to undergo a training programme, to be approved by the Commission, on compliance with Part XIVA of the Ordinance, directors' duties and corporate governance within 20 weeks from the date of this order.
  
5. As against the 5<sup>th</sup> Specified Person:
  - (a) Pursuant to section 307N(1)(d) of the Ordinance, a regulatory fine of HK\$300,000, to be paid within 28 days from the date of this order; and
  - (b) Pursuant to section 307N(1)(i) of the Ordinance, an order for the 5<sup>th</sup> Specified Person to undergo a training programme, to be approved by the Commission, on compliance with Part XIVA of the Ordinance, directors' duties and corporate governance within 20 weeks from the date of this order.
  
6. As against the 6<sup>th</sup> Specified Person:
  - (a) Pursuant to section 307N(1)(d) of the Ordinance, a regulatory fine of HK\$300,000, to be paid within 28 days from the date of this order; and
  - (b) Pursuant to section 307N(1)(i) of the Ordinance, an order for the 6<sup>th</sup> Specified Person to undergo a training programme, to be approved by the Commission, on compliance with Part XIVA of the Ordinance,

directors' duties and corporate governance within 20 weeks from the date of this order.

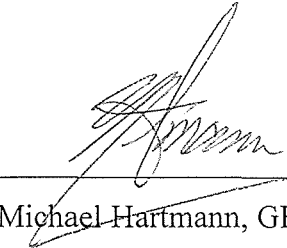
7. As against the 7<sup>th</sup> Specified Person:
  - (a) Pursuant to section 307N(1)(d) of the Ordinance, a regulatory fine of HK\$300,000, to be paid within 28 days from the date of this order; and
  - (b) Pursuant to section 307N(1)(i) of the Ordinance, an order for the 7<sup>th</sup> Specified Person to undergo a training programme, to be approved by the Commission, on compliance with Part XIVA of the Ordinance, directors' duties and corporate governance within 20 weeks from the date of this order.
  
8. As against the 1<sup>st</sup> to 7<sup>th</sup> Specified Persons:
  - (a) Pursuant to section 307N(1)(e) of the Ordinance, an order for each of the 1<sup>st</sup> to 7<sup>th</sup> Specified Persons, on a joint and several basis, to pay to the Government the costs and expenses reasonably incurred by the Government in relation to or incidental to these proceedings, to be taxed if not agreed;
  - (b) Pursuant to section 307N(1)(f)(i) of the Ordinance, an order for each of the 1<sup>st</sup> to 7<sup>th</sup> Specified Persons, on a joint and several basis, to pay to the Commission the costs and expenses, including but not limited to legal costs, counsel fees, expert costs and disbursements, reasonably incurred by the Commission in relation to or incidental to these proceedings, to be taxed if not agreed; and
  - (c) Pursuant to section 307N(1)(f)(ii) & (iii) of the Ordinance, an order for each of the 1<sup>st</sup> to 7<sup>th</sup> Specified Persons, on a joint and several basis, to pay to the Commission the costs and expenses reasonably incurred by the Commission in relation to or incidental to the investigations carried out before these proceedings were instituted or for the purposes of these proceedings, to be taxed if not agreed.
  
9. Liberty to the parties to apply to the Tribunal Chairman for directions on the carrying into effect the orders on costs and expenses in paragraph 8 above.

AND FURTHER ORDERED that:-

10. Pursuant to section 307S(1) and 264(1) of the Ordinance, written notice be given in order to register this order in the Court of First Instance.

Dated this 6<sup>th</sup> day of May 2021.



  
Mr Michael Hartmann, GBS

Chairman

Market Misconduct Tribunal

HCMP<sup>6</sup> 67 /2021

IN THE MATTER OF THE LISTED SECURITIES OF  
CHINA MEDICAL & HEALTHCARE GROUP LIMITED  
(FORMERLY KNOWN AS COL CAPITAL LIMITED)  
(STOCK CODE: 383)

MARKET MISCONDUCT TRIBUNAL PROCEEDINGS  
PURSUANT TO SECTION 307I(2)  
AND SCHEDULE 9 OF THE  
SECURITIES AND FUTURES ORDINANCE CAP. 571

---

IN THE MATTER OF the Market  
Misconduct Tribunal Proceedings under  
section 307(I)(2) and Orders made by the  
Market Misconduct Tribunal on 6 May  
2021 under section 307N(1) of the  
Securities and Futures Ordinance, Cap.  
571

AND

IN THE MATTER OF sections 307S and  
264 of the Securities and Futures  
Ordinance, Cap. 571

---

**ORDER**

---

Dated this 6<sup>th</sup> day of May 2021  
Filed on the ~~4<sup>th</sup>~~ day of May 2021

Securities and Futures Commission  
54<sup>th</sup> Floor, One Island East  
18 Westlands Road, Quarry Bay  
Hong Kong

Tel: 2231 1220 / 2231 2208  
Fax: 2521 7884  
Ref: 122/LG/1400/0018