

TAKEOVERS AND MERGERS PANEL

Panel Decision on Sanctions

on the Disciplinary Proceedings in relation to shares of ENM Holdings Limited (“ENM”) (formerly known as e-New Media Company Limited) (stock code: 00128)

1. The Panel has fully considered and taken into account the written submission of the Executive and the written submissions made respectively on behalf of Dr. Chow, Mr. Oscar Chow and Mr. Joseph Leung relating to sanctions. The Panel takes the view that the conduct of the respective Respondents as found by the Panel in the Panel’s Decision constitute an extremely serious breach of the Code which merits severe sanctions. The acquisition of shares in ENM by Dr. Chow on behalf of Ms. Kung which took her holding of ENM shares above the threshold requiring a general offer to be made to the shareholders of ENM was effectively concealed for a prolonged period from at least 21 December 2000 until early 2012.

2. Dr. Chow

The Panel has found that Dr. Chow was a principal member of the concert group who actively engaged in a course of action to conceal and to keep concealed Ms. Kung’s ownership of shares in ENM which he had bought at her request and on her behalf. On the facts found by the Panel in paragraphs 46 to 59 of the Panel’s Decision, the Panel considers Dr. Chow’s conduct to be an egregious breach of the Code.

The Panel notes that, on the evidence, Dr. Chow and his companies did not directly benefit from his assistance to Ms Kung in purchasing shares on her behalf. Nevertheless, the Panel has found that he was a principal member of the concert group and actively concealed Ms Kung’s ownership of ENM shares. The Panel notes with some regret that the Executive did not bring proceedings against Ms Kung’s estate, and therefore the Panel cannot on its own make any finding in that respect.

Sanction: Dr. Chow is publicly censured for his conduct. Further, the Panel, pursuant to paragraph 12.2(c) of the Introduction to the Code, hereby imposes a “cold shoulder” order denying Dr. Chow access to the securities markets for a period of 10 years commencing on 2 July 2015 in the terms set out in **Appendix 1**.

3. Oscar Chow

Sanction: Oscar Chow is publicly censured for his conduct. Further, the Panel, pursuant to paragraph 12.2(c) of the Introduction to the Code, hereby imposes a “cold shoulder” order denying Oscar Chow access to the securities markets for a period of 2 years commencing on 2 July 2015 in the terms in the terms set out in **Appendix 2**.

4. Joseph Leung

Sanction: Joseph Leung is publicly censured for his conduct. Further, the Panel, pursuant to paragraph 12.2(c) of the Introduction to the Code, hereby imposes a “cold

shoulder” order denying Joseph Leung access to the securities markets for a period of 2 years commencing on 2 July 2015 in the terms set out in **Appendix 3**.

5. Unless otherwise defined, capitalised terms used herein shall bear the same meaning as defined in the [Panel Decision](#) dated 8 April 2015.

2 July 2015

SECURITIES AND FUTURES COMMISSION

The Takeovers and Mergers Panel

Order pursuant to section 12.2(c) of the Introduction to the Code on Takeovers and Mergers

Mr. Chow Yei Ching

THE TAKEOVERS AND MERGERS PANEL hereby REQUIRES that all licensed corporations, licensed representatives and registered institutions within the meaning of the Securities and Futures Ordinance (Cap. 571) and relevant individuals within the meaning of section 20(10) of the Banking Ordinance (Cap. 155) shall not, without the prior consent of the Executive Director of the Corporate Finance Division of the SFC in writing:

- act or continue to act directly or indirectly in their capacity as licensed corporations, licensed representatives and registered institutions or relevant individuals for Mr. Chow Yei Ching or any corporation controlled by him (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) save for Chevalier International Holdings Limited and its subsidiaries; or

- knowingly assist directly or indirectly in a breach of this Order;

during the period commencing on 2 July 2015 and ending on 1 July 2025.

BY ORDER

Li Gladys Veronica, S.C.

Chairman

2 July 2015

SECURITIES AND FUTURES COMMISSION

The Takeovers and Mergers Panel

Order pursuant to section 12.2(c) of the Introduction to the Code on Takeovers and Mergers

Mr. Oscar Chow Vee Tsung

THE TAKEOVERS AND MERGERS PANEL hereby REQUIRES that all licensed corporations, licensed representatives and registered institutions within the meaning of the Securities and Futures Ordinance (Cap. 571) and relevant individuals within the meaning of section 20(10) of the Banking Ordinance (Cap. 155) shall not, without the prior consent of the Executive Director of the Corporate Finance Division of the SFC in writing:

- act or continue to act directly or indirectly in their capacity as licensed corporations, licensed representatives and registered institutions or relevant individuals for Mr. Oscar Chow Vee Tsung or any corporation controlled by him (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) save for Chevalier International Holdings Limited and its subsidiaries; or

- knowingly assist directly or indirectly in a breach of this Order;

during the period commencing on 2 July 2015 and ending on 1 July 2017.

BY ORDER

Li Gladys Veronica, S.C.

Chairman

2 July 2015

SECURITIES AND FUTURES COMMISSION

The Takeovers and Mergers Panel

Order pursuant to section 12.2(c) of the Introduction to the Code on Takeovers and Mergers

Mr. Joseph Leung Wing Kong

THE TAKEOVERS AND MERGERS PANEL hereby REQUIRES that all licensed corporations, licensed representatives and registered institutions within the meaning of the Securities and Futures Ordinance (Cap. 571) and relevant individuals within the meaning of section 20(10) of the Banking Ordinance (Cap. 155) shall not, without the prior consent of the Executive Director of the Corporate Finance Division of the SFC in writing:

- act or continue to act directly or indirectly in their capacity as licensed corporations, licensed representatives and registered institutions or relevant individuals for Mr. Joseph Leung Wing Kong or any corporation controlled by him (as defined in the Codes on Takeovers and Mergers and Share Buy-backs); or
- knowingly assist directly or indirectly in a breach of this Order;

during the period commencing on 2 July 2015 and ending on 1 July 2017.

BY ORDER

Li Gladys Veronica, S.C.

Chairman

2 July 2015