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HCMP 891/2014



- 7 NOV 2019

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 891 OF 2014

IN THE MATTER OF Minth Group Limited

AND

IN THE MATTER OF Section 214 of the
Securities and Futures Ordinance, Cap. 571

BETWEEN

SECURITIES AND FUTURES COMMISSION

Petitioner

And

CHIN JONG HWA (秦榮華)

1st Respondent

SHI JIAN HUI (石建輝)

2nd Respondent

MU WEI ZHONG (穆偉忠)

3rd Respondent

ZHAO FENG (趙鋒)

4th Respondent

MINTH GROUP LIMITED

5th Respondent

DECADE (HK) LIMITED

6th Respondent

BEFORE THE HONOURABLE MR. JUSTICE NG IN COURT

ORDER

IN THE MATTER OF the Amended Petition filed herein on 31 August 2016

UPON the joint application of the Petitioner and the 1st, 2nd, 3rd, 4th, 5th and 6th
Respondents by way of the Consent Summons filed with the Court on 9 October 2019

AND UPON reading the Statement of Agreed Facts between the Petitioner and the 1st Respondent dated 2 October 2019; the Statement of Facts Not In Dispute for the purposes of a *Carecraft* Settlement between the Petitioner and the 2nd Respondent dated 3 October 2019; the Statement of Facts Not In Dispute for the purposes of a *Carecraft* Settlement between the Petitioner and the 3rd Respondent dated 3 October 2019; and the Statement of Facts Not In Dispute for the purposes of a *Carecraft* Settlement between the Petitioner and the 4th Respondent dated 3 October 2019

AND UPON hearing Leading Counsel for the Petitioner, Leading Counsel for the 1st Respondent, Counsel for the 2nd, 3rd and 4th Respondents and Counsel for the 5th & 6th Respondents

IT IS ORDERED THAT:-

1. The 1st Respondent shall not, without leave of the Court, for a period of 6 years:
 - (a) be, or continue to be, a director, liquidator, or receiver or manager of the property or business, of any listed or unlisted company in Hong Kong including the 5th Respondent or any of its subsidiaries and affiliates (as defined in Appendix 1 to this Order);
 - (b) in any way, whether directly or indirectly, be concerned, or take part, in the management of any listed or unlisted company in Hong Kong including the

5th Respondent or any of its subsidiaries or affiliates (as defined in Appendix 1 to this Order).

2. The 2nd Respondent shall not, without leave of the Court, for a period of 3 years :

(a) be, or continue to be, a director, liquidator, or receiver or manager of the property or business, of any listed or unlisted company in Hong Kong including the 5th Respondent or any of its subsidiaries and affiliates (as defined in Appendix 1 to this Order);

(b) in any way, whether directly or indirectly, be concerned, or take part, in the management of any listed or unlisted company in Hong Kong including the 5th Respondent or any of its subsidiaries or affiliates (as defined in Appendix 1 to this Order).

3. The 3rd Respondent shall not, without leave of the Court, for a period of 3 years :

(a) be, or continue to be, a director, liquidator, or receiver or manager of the property or business, of any listed or unlisted company in Hong Kong including the 5th Respondent or any of its subsidiaries and affiliates (as defined in Appendix 1 to this Order);

(b) in any way, whether directly or indirectly, be concerned, or take part, in the management of any listed or unlisted company in Hong Kong including the

5th Respondent or any of its subsidiaries or affiliates (as defined in Appendix 1 to this Order).

4. The 4th Respondent shall not, without leave of the Court, for a period of 3 years :

(c) be, or continue to be, a director, liquidator, or receiver or manager of the property or business, of any listed or unlisted company in Hong Kong including the 5th Respondent or any of its subsidiaries and affiliates (as defined in Appendix 1 to this Order);

(d) in any way, whether directly or indirectly, be concerned, or take part, in the management of any listed or unlisted company in Hong Kong including the 5th Respondent or any of its subsidiaries or affiliates (as defined in Appendix 1 to this Order).

5. The periods of disqualification in respect of the Respondents shall be as follows :

(a) For the 1st Respondent, the period of disqualification be stayed pending the determination of the Summons issued by the 1st Respondent on 18 October 2019 or until further order from the Court; and

(b) For each of the 2nd to 4th Respondents, the period of disqualification shall take effect from the 21st day after the date of this order.

6. Pursuant to section 214(2)(e) of the Securities and Futures Ordinance, Cap 571, the 1st Respondent do pay to the 6th Respondent the sum of RMB 12,000,000 within 30 days from the date hereof together with interest thereon at 1% above HSBC prime rate from 29 April 2008 until the date of full payment;
7. The 6th Respondent do notify the Petitioner in writing of receipt of the sums referred to in paragraph 6 above and to provide supporting documents to prove the same within 7 days of receipt of the said sums;
8. The 1st Respondent do pay 55% of the Petitioner's costs of these proceedings (including all costs reserved, if any), to be taxed if not agreed, with certificate for two counsel;
9. Each of the 2nd, 3rd and 4th Respondents do pay 15% of the Petitioner's costs of these proceedings (including all costs reserved, if any), to be taxed if not agreed, with certificate for two counsel; and
10. As between the Petitioner and each of the 5th and 6th Respondents, there shall be no order as to costs of these proceedings.

Dated the 6 November 2019.

Registrar

APPENDIX 1

“**Subsidiary**” means, with respect to its holding company, a company:

- (1) the composition of the board of directors of which is directly or indirectly controlled by the holding company; or
- (2) more than half of the issued share capital of which is directly or indirectly controlled by the holding company; or
- (3) which is a subsidiary of a company which is a subsidiary of the holding company; or
- (4) which is accounted for and consolidated in the holding company’s consolidated financial statements.

“**Affiliate**” in respect of a company, means any subsidiaries or holding companies of such company or any subsidiaries of any of the holding companies of such company.

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BETWEEN

SECURITIES AND FUTURES COMMISSION Petitioner

And

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MU WEI ZHONG (穆偉忠)	3 rd Respondent
ZHAO FENG (趙鋒)	4 th Respondent
MINTH GROUP LIMITED	5 th Respondent
DECADE (HK) LIMITED	6 th Respondent

ORDER

Dated the 6th day of November 2019
Filed the 7th day of November 2019

Securities and Futures Commission
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