



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

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IN THE MATTER OF Minth Group Limited

AND

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

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BETWEEN

SECURITIES AND FUTURES COMMISSION

Petitioner

And

CHIN JONG HWA (秦榮華)

1<sup>st</sup> Respondent

SHI JIAN HUI (石建輝)

2<sup>nd</sup> Respondent

MU WEI ZHONG (穆偉忠)

3<sup>rd</sup> Respondent

ZHAO FENG (趙鋒)

4<sup>th</sup> Respondent

MINTH GROUP LIMITED

5<sup>th</sup> Respondent

DECADE (HK) LIMITED

6<sup>th</sup> 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 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup>, 4<sup>th</sup>, 5<sup>th</sup> and 6<sup>th</sup>

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 1<sup>st</sup> Respondent dated 2 October 2019; the Statement of Facts Not In Dispute for the purposes of a *Carecraft* Settlement between the Petitioner and the 2<sup>nd</sup> Respondent dated 3 October 2019; the Statement of Facts Not In Dispute for the purposes of a *Carecraft* Settlement between the Petitioner and the 3<sup>rd</sup> 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 4<sup>th</sup> Respondent dated 3 October 2019

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

IT IS ORDERED THAT:-

1. The 1<sup>st</sup> 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 5<sup>th</sup> 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

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

2. The 2<sup>nd</sup> 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 5<sup>th</sup> 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 5<sup>th</sup> Respondent or any of its subsidiaries or affiliates (as defined in Appendix 1 to this Order).
  
3. The 3<sup>rd</sup> 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 5<sup>th</sup> 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

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

4. The 4<sup>th</sup> 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 5<sup>th</sup> 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 5<sup>th</sup> 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 1<sup>st</sup> Respondent, the period of disqualification be stayed pending the determination of the Summons issued by the 1<sup>st</sup> Respondent on 18 October 2019 or until further order from the Court; and

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

6. Pursuant to section 214(2)(e) of the Securities and Futures Ordinance, Cap 571, the 1<sup>st</sup> Respondent do pay to the 6<sup>th</sup> 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 6<sup>th</sup> 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 1<sup>st</sup> 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 2<sup>nd</sup>, 3<sup>rd</sup> and 4<sup>th</sup> 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 5<sup>th</sup> and 6<sup>th</sup> 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.

HCMP 891/2014

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BETWEEN

SECURITIES AND FUTURES COMMISSION          Petitioner

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CHIN JONG HWA(秦榮華)	1 <sup>st</sup> Respondent
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MU WEI ZHONG (穆偉忠)	3 <sup>rd</sup> Respondent
ZHAO FENG (趙鋒)	4 <sup>th</sup> Respondent
MINTH GROUP LIMITED	5 <sup>th</sup> Respondent
DECADE (HK) LIMITED	6 <sup>th</sup> Respondent

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**ORDER**

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Dated the 6<sup>th</sup> day of November 2019  
Filed the 7<sup>th</sup> day of November 2019

**Securities and Futures Commission**  
the Petitioner  
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