

**Notice under Sections 204 and 205 of the
Securities and Futures Ordinance
Cap. 571 (SFO)**

It appears to the Securities and Futures Commission (**Commission**), for the reasons set out in the Statement of Reasons of this date, that the Commission should exercise the powers conferred by sections 204 and 205 of the SFO.

THE COMMISSION GIVES NOTICE THAT:

Except with the Commission's prior written consent, such consent to be granted by any two Executive Directors of the Commission:

1. Under sections 204(1)(a) and 205(1) of the SFO, uSmart Securities Limited (**Specified Corporation**) is, in respect of the account(s) (**Account**) of the following client (**Client**):

Identity number of the Client	Amount to be restricted for the Client (Restriction Amount) (HK\$)
██████████	10,142,304

- (a) prohibited from disposing of or dealing with, or assisting, counselling or procuring another person to dispose of or deal with, any assets in any way in the Account, up to the Restriction Amount listed in the table above, including:
- (i) entering into transactions in respect of any securities;
 - (ii) processing any withdrawals or transfers of securities and/or cash on the instructions of any authorised person of the Account or by any person acting on their behalf;
 - (iii) disposing of or dealing with any securities and/or cash on the instructions of any authorised person of the Account or by any person acting on their behalf; and/or
 - (iv) assisting another person to dispose of such assets in the Account or deal with such assets in the Account in a manner as specified in the sub-paragraphs above; and
- (b) required to notify the Commission immediately upon receipt of any instruction from any authorised person of the Account, and/or by any person acting on their behalf, regarding:
- (i) any request to withdraw or transfer any securities and/or cash from the Account;

- (ii) any request to enter into any transaction using the assets subject to the prohibitions in (a) above; and/or
 - (iii) any requests to dispose of or deal with any securities and/or cash which concern the assets subject to the prohibitions in (a) above.
- 2. Notwithstanding paragraph 1, the Specified Corporation may deal with or dispose of securities in the Account to cover any negative cash balance in the Account. The cash and securities remaining in the Account following the disposal of securities shall remain in the Account and be subject to the prohibitions in paragraph 1 above.
- 3. Under section 217 of the SFO, an application may be made to the Securities and Futures Appeals Tribunal for a review of the Commission's decision to impose the prohibitions and/or requirements set out in this Notice. Such application must be made within twenty-one days after the day on which this Notice is served on the Specified Corporation.
- 4. Under section 208 of the SFO, the Specified Corporation may apply to the Commission for the prohibitions and/or requirements imposed by this Notice to be withdrawn, substituted or varied.

This Notice takes effect at the time of service upon the Specified Corporation.

Dated this 4th day of March 2025

For and on behalf of the Commission

Julia Leung
Chief Executive Officer

Statement of Reasons

Under section 209(2) of the Securities and Futures Ordinance (Cap. 571) (SFO)

1. Bright Smart Securities International (H.K.) Limited (**Bright Smart**), Chief Securities Limited (**Chief**), Everbright Securities Investment Services (HK) Limited (**Everbright**), Ever-Long Securities Company Limited (**Ever-Long**), Fulbright Securities Limited (**Fulbright**), Futu Securities International (Hong Kong) Limited (**Futu**), Hafoo Securities Limited (**Hafoo**), Interactive Brokers Hong Kong Limited (**Interactive**), KGI Asia Limited (**KGI**), Phillip Securities (Hong Kong) Limited (**Phillip**), Ruibang Securities Limited (**Ruibang**), Telecom King Securities Limited (**Telecom King**), UOB Kay Hian (Hong Kong) Limited (**UOB KH**), uSmart Securities Limited (**uSmart**), Valuable Capital Limited (**Valuable**), and Yuanta Securities (Hong Kong) Company Limited (**Yuanta**) (collectively, **Specified Corporations**) are corporations licensed under the SFO to carry on the following regulated activities:
 - Bright Smart – Type 1, 4 and 7 regulated activities
 - Chief – Type 1, 4, 7 and 9 regulated activities
 - Everbright – Type 1, 4 and 9 regulated activities
 - Ever-Long – Type 1, 2, 4 and 6 regulated activities
 - Fulbright – Type 1 and 4 regulated activities
 - Futu – Type 1, 2, 3, 4, 5, 7 and 9 regulated activities
 - Hafoo – Type 1, 4, 7 and 9 regulated activities
 - Interactive – Type 1, 2 and 3 regulated activities
 - KGI – Type 1 and 4 regulated activities
 - Phillip – Type 1, 4, 7 and 9 regulated activities
 - Ruibang – Type 1 and 4 regulated activities
 - Telecom King – Type 1 and 2 regulated activities
 - UOB KH – Type 1, 4 and 6 regulated activities
 - uSmart – Type 1, 4, 6 and 9 regulated activities
 - Valuable – Type 1, 2, 4, 5 and 9 regulated activities
 - Yuanta – Type 1, 2, 4, 5, 6 and 9 regulated activities
2. It appears to the Securities and Futures Commission (**Commission**) that the imposition of the prohibitions and the requirements set out in the Notices of this date issued by the Commission under sections 204 and 205 of the SFO is desirable in the interest of the investing public or in the public interest.
3. The Commission has reached this view on the basis of the following matters:
 - (a) During the period from November 2018 to December 2024, 48 companies (**Companies**, as listed in the Appendix), whose shares and/or derivatives are/were listed on the Main Board or GEM of the Stock Exchange of Hong Kong Limited, had released announcements of transactions pursuant to The Hong Kong Code on Takeovers and Mergers (**Transactions**). The Transactions were perceived by the market as positive news.

- (b) Whilst the investigation is still ongoing, evidence obtained by the Commission to date suggests that a group of traders (**Traders**) might have information which they knew was inside information in relation to the Transactions and which they received, directly or indirectly, from people whom they knew were regarded as connected with those Companies and whom, they knew or has reasonable cause to believe, held the information as a result of being connected with the Companies, dealt in the securities of the Companies.
- (c) The clients of the Specified Corporations (**Clients**) whose accounts are subject to the prohibitions and requirements imposed by the Notices issued by the Commission on this date under sections 204 and 205 of the SFO are amongst the Traders.
- (d) The Commission has reasons to suspect that the Traders, in respect of the dealings in the securities of the Companies, might have engaged in insider dealing contrary to section 270 of the SFO and/or committed offences contrary to sections 291 and/or 300 of the SFO.
- (e) Where it appears to the Commission that a person has contravened any of the provisions of the SFO specified above, the Court of First Instance (**CFI**), on the application of the Commission, may make an order requiring the person to take such steps as the CFI may direct, including steps to restore the parties to the transaction to the position in which they were before the transaction was entered into, or to pay damages under section 213 of SFO. Further action taken by the Commission may result in the person be ordered to disgorge the profits he/she has made.
- (f) The Commission believes that it is necessary to prevent the Clients and/or person(s) connected with the Clients from operating and dealing with the accounts specified in the Notices and to preserve the cash and securities in the accounts pending further investigation.
- (g) As there is a potential risk of dissipation, the Commission considers that it is desirable in the interest of the investing public or in the public interest to impose on the Specified Corporations the prohibitions and requirements as set out in the Notices to which this Statement of Reasons is attached.

Dated this 4th day of March 2025

For and on behalf of the Commission

Julia Leung

Chief Executive Officer

Appendix

List of the 48 Companies

#	Name	Stock code
1	Hopewell Holdings Limited	54
2	Chinese Estates Holdings Limited	127
3	ENM Holdings Limited	128
4	AVIC International Holdings Limited	161
5	Rivera (Holdings) Limited	281
6	SOHO China Limited	410
7	Samson Holding Ltd.	531
8	Goldlion Holdings Limited	533
9	China Agri-Industries Holdings Limited	606
10	CTF Services Limited (formerly known as NWS Holdings Limited)	659
11	Southwest Securities International Securities Limited	812
12	Huadian Fuxin Energy Corporation Limited	816
13	Willas-Array Electronics (Holdings) Limited	854
14	I.T Limited	999
15	Chong Hing Bank Limited	1111
16	Asia Satellite Telecommunications Holdings Limited	1135
17	Hong Kong Technology Venture Company Limited	1137
18	Lifestyle International Holdings Limited	1212
19	Yashili International Holdings Ltd	1230
20	New Century Real Estate Investment Trust	1275
21	Guodian Technology & Environment Group Corporation Limited	1296
22	Jiangnan Group Limited	1366
23	Cowell e Holdings Inc.	1415
24	Suchuang Gas Corporation Limited	1430
25	AKM Industrial Company Limited	1639
26	Pentamaster International Limited	1665
27	ESR Group Limited	1821
28	Ping An Healthcare and Technology Company Limited	1833
29	IMAX China Holding, Inc.	1970
30	Xinghua Port Holdings Ltd.	1990
31	Shanghai Jin Jiang Capital Company Limited	2006
32	Nature Home Holding Company Limited	2083
33	EVOC Intelligent Technology Company Limited	2308
34	Shanghai Prime Machinery Company Limited	2345
35	Yorkey Optical International (Cayman) Ltd.	2788
36	Beijing Capital Land Ltd.	2868
37	Hong Kong Resources Holdings Company Limited	2882
38	China Glass Holdings Limited	3300
39	Golden Eagle Retail Group Limited	3308
40	Bestway Global Holding Inc.	3358
41	China Baofeng (International) Limited	3966
42	Jinmao (China) Hotel Investments and Management Limited	6139
43	Lufax Holding Ltd	6623
44	Acotec Scientific Holdings Limited	6669
45	Golden Throat Holdings Group Company Limited	6896
46	Winning Tower Group Holdings Limited	8362
47	Vertical International Holdings Limited	8375
48	Modern Living Investments Holdings Limited	8426