

**Notice under section 209(3) of the  
Securities and Futures Ordinance (Cap. 571) (SFO)**

On 13 August 2020, the Securities and Futures Commission (**Commission**) issued notices to the following two licensed corporations pursuant to sections 204 and 205 of the SFO:

- (a) China Gather Wealth Financial Company Limited in respect of the following account (**China Gather Wealth Notice**):

Account number	Client name
M005345	Mr A

- (b) Minerva Holding Financial Securities Limited (formerly known as Power Securities Company Limited, **Minerva**) in respect of the following account (**1<sup>st</sup> Minerva Notice**):

Account number	Client name
82600032	Mr A

On 8 March 2024, the Commission issued a notice to Minerva, pursuant to section 208 of the SFO, varying the 1<sup>st</sup> Minerva Notice. The number of shares of the Listed Securities in Mr A's account, as specified in paragraph 1(a)(i) and 1(a)(ii) thereof, was changed from 79,328,000 to 132,188,952 (**2<sup>nd</sup> Minerva Notice**).

On 23 September 2024, the Commission received a written notice under section 208 of the SFO from Mr A's legal representatives, requesting the Commission to withdraw the China Gather Wealth Notice, the 1<sup>st</sup> Minerva Notice, and the 2<sup>nd</sup> Minerva Notice (**Application**).

Upon considering the Application, the Commission decided to allow the Application in respect of the China Gather Wealth Notice but refuse the Application in respect of the 1<sup>st</sup> Minerva Notice and the 2<sup>nd</sup> Minerva Notice. The reasons for the decision are set out in the attached Statement of Reasons.

**THE COMMISSION GIVES NOTICE THAT:**

- For reasons set out in the Statement of Reasons of this date, the Application in respect of:
  - the China Gather Wealth Notice is allowed; and
  - 1<sup>st</sup> Minerva Notice and the 2<sup>nd</sup> Minerva Notice is refused.
- Under section 217 of the SFO, a person aggrieved by a specified decision of the Commission made in respect of him may, by notice in writing given to the Securities and Futures Appeal Tribunal (**Tribunal**), apply to the Tribunal for a review of the decision.

This Notice takes effect at the time it is served on Mr A.

Dated this 28 May 2025

For and on behalf of the Commission

Julia Leung  
Chief Executive Officer

**Statement of Reasons under section 209(3) of  
the Securities and Futures Ordinance (Cap. 571) (SFO)**

1. On 23 September 2024, the Securities and Futures Commission (**Commission**) received a written notice under section 208 of the SFO from Mr A's legal representatives, requesting the Commission to withdraw the Notices imposed on China Gather Wealth Financial Company Limited (**China Gather Wealth**) and Minerva Holding Financial Securities Limited (formerly known as Power Securities Company Limited, **Minerva**), both being a corporation licensed under the SFO to carry out certain regulated activities, under sections 204 and 205 of the SFO.
2. The Commission has decided to withdraw the Notice imposed on China Gather Wealth (**China Gather Wealth Notice**) but maintain the Notices imposed on Minerva on 13 August 2020 and 8 March 2024 respectively (referred to as **1<sup>st</sup> Minerva Notice** and **2<sup>nd</sup> Minerva Notice** respectively).

**Background**

3. Reference is made to the China Gather Wealth Notice, the 1<sup>st</sup> Minerva Notice and the 2<sup>nd</sup> Minerva Notice and their respective accompanying Statements of Reasons in respect of its client, Mr A.
4. As explained in the Statements of Reasons, the Commission considered that the imposition of the prohibition and requirements set out in those Notices is desirable in the interest of the investing public or in the public interest as Mr A was suspected to have committed misconduct and obtained secret profits from certain transactions which he caused a company listed in Hong Kong (**listed company**) to enter into between 2015 and 2017. It was believed that it was necessary to prevent Mr A from withdrawing his shares in the listed company and/or money arising from the disposal of those shares held in his accounts with China Gather Wealth and Minerva in order to ensure that he will be able to pay compensation to the listed company if so ordered by the court.
5. In November 2020, the Commission commenced legal proceedings under section 214 of the SFO (**Section 214 Proceedings**) against Mr A and the others, seeking the following orders against Mr A:
  - (a) under section 214(2)(d) of the SFO to disqualify Mr A from being a director of, or from taking part in the management of, any corporation in Hong Kong for such period as the court thinks fit; and
  - (b) under section 214(2)(e) of the SFO to require Mr A to pay compensation in the amount of HK\$26 million to the listed company.
6. In September 2024, the Court of First Instance handed down its judgment (**Judgment**) in the Section 214 Proceedings, making a disqualification order against Mr A for 12 months and dismissing the Commission's claim for a compensation order against Mr A under section 214(2)(e) of the SFO.
7. On 10 October 2024, the Commission lodged an appeal (**Appeal**) against the Judgment. The Commission seeks orders, inter alia, to set aside the Judgment regarding the compensation claim and to remit the case to the court for retrial. The Appeal is pending.

## **China Gather Wealth Notice**

8. On 5 January 2024, the Commission was informed that Mr A transferred all the listed company shares and funds then maintained in his account with China Gather Wealth (Account No. M005345) to his account with Minerva (Account No. 82600032) on 3 January 2024. His account with China Gather Wealth has since been closed, and all his shares in the listed company have since been maintained in his Minerva account. The 2<sup>nd</sup> Minerva was issued on 8 March 2024, preventing Mr A from dealing with his shares in the listed company in his Minerva account.
9. In these circumstances, the Commission considers that the China Gather Wealth Notice is no longer necessary in the interest of the investing public or in the public interest, and it is appropriate to withdraw the China Gather Wealth Notice.
10. As a result, Mr A held a total of 132,188,952 shares in the listed company in his Minerva account.

## **The 1<sup>st</sup> Minerva and 2<sup>nd</sup> Minerva Notices**

11. Notwithstanding the Commission's claim for a compensation order against Mr A in the Section 214 Proceedings has been dismissed, the Commission has lodged the Appeal. The Commission considers that pending the outcome of the appeal against the Judgment, it is desirable to maintain both the 1<sup>st</sup> Minerva Notice and the 2<sup>nd</sup> Minerva Notice for the following reasons:
  - (a) The 132,188,952 shares in the listed company held in Minerva is the major asset of Mr A in Hong Kong. Those shares are currently worth approximately HK\$5.42 million. Their value is not insignificant.
  - (b) If the 1<sup>st</sup> Minerva Notice and the 2<sup>nd</sup> Minerva Notice are withdrawn, there is a possibility that Mr A will dispose of the shares and funds in the account; if the Commission succeeds in the Appeal and obtaining a compensation order against Mr A at a retrial, there may not be sufficient assets in Hong Kong for Mr A to settle the compensation order.
  - (c) It is in the interest of the investing public or in the public interest that the imposition of the 1<sup>st</sup> Minerva Notice and the 2<sup>nd</sup> Minerva Notice be maintained so that assets are preserved so that there will be funds for Mr A to settle any compensation claim that the court may order.

## **Conclusion**

12. For the above reasons, the Application in respect of:
  - (a) the China Gather Wealth Notice is allowed; and
  - (b) the 1<sup>st</sup> Minerva Notice and the 2<sup>nd</sup> Minerva Notice are refused.

Dated this 28 May 2025

For and on behalf of the Commission

Julia Leung  
Chief Executive Officer