

- Takeovers Panel finds breach of mandatory offer requirement
- Revisions to Practice Note 2 in relation to profit forecasts
- Appointments and reappointments to the Takeovers and Mergers Panel and Takeovers Appeal

Takeovers and Mergers Panel (Takeovers Panel) found that Mr Chow Yei Ching, Mr Joseph Leung Wing Kong and Mr Oscar Chow (the respondents) breached the mandatory offer requirements of the Securities and Futures Ordinance (SFO) and the Takeovers Code. They also failed to make a good faith offer for the shares of ENM Holdings Ltd (ENM) as required by the Takeovers Code. The respondents were ordered to initiate disciplinary proceedings against Chow and the others before the Takeovers Panel where they alleged that they actively conspired with Kung to obtain or consolidate control of ENM, thereby triggering a mandatory general offer under the Takeovers Code. Chow is the chairman of Chevalier Group (Chow's son) is a director of Chevalier International Limited and Joseph Leung is the chairman of

The Takeovers Panel will issue its written reasons in due course.

We welcome the following new appointments and reappointments to the Takeovers and Mergers Panel (Panel) and the Takeovers Appeal Committee (Appeal Committee) with effect from 1 April 2015:

New appointments – Mr Fu Yat Hung, David and Ms Park Yoo Kyung

Reappointments – Mr Stephen Clark (Chairman of the Panel and Appeal Committee), Mr Freeman Chan and Mr David Webb (Deputy Chairmen of the Panel and members of the Appeal Committee), Ms Melissa Brown, Mr Roger Denny, Mr Ernest Ip, Mr Edward Lam, Mr Bonn Liu, Ms Teresa Ma and Mrs Judy Vas.

e f eed d c d

Members are appointed for a term of two years until 31 March 2015

aa

The Appeal Committee reviews disciplinary rulings of the Panel for the sole purpose of determining whether any sanction imposed by the Panel is unfair or excessive. It comprises a Chairman who is a member of the Disciplinary Chair Committee and other members of the Panel who are selected on a case-by-case basis.

d a c c

Members are nominated by the Nominations Committee on the basis that they are duly experienced Senior Counsel. Their role is to act as Chairman of the Panel in disciplinary proceedings under the Codes or of the Appeal Committee on a case-by-case basis.

Members

Mr Chan King Sang, Edward, SC*

Mr Jat Sew Tong, SC, JP*

Ms Li Gladys Veronica, SC*

Mr Shieh Wing Tai, Paul, SC*

Mr Wong Yuk Lun, Horace, SC*

* Reappointed/appointed on 1 April 2014 for a term of two years until 31 March 2016.

d

The Nominations Committee nominates members of the Panel, the Appeal Committee and Disciplinary Chair Committee.

Ex officio Members

Mr Alder Ashley Ian, JP (Chairman)

Mr Clark Stephen Edward

Mr Ho Yin Tung, Brian

Members

Mr Tong Carlson, SBS, JP*

Dr William Wong Ming-fung, SC[#]

Alternate members to Mr Clark Stephen Edward

Mr Chan Yuk Sing, Freeman

Ms Ko, Teresa Yuk Yin, JP

Mr Liu Chee Ming

Mr Maguire John Martin

Mr Webb David Michael

* Reappointed on 1

MrTeresa WilliamTeresa tomembers 1 S

Reappointed on Yuk

MrTeresa WilliamTeresa tomembers 1 1 WilliamTeresa membersTeresa 1 Yin, 1 Yin, 1

William 1 members

