

Initial Decision Release No. 1355  
Administrative Proceeding  
File No. 3-18450

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

In the Matter of  
**Oriental Dragon Corp.**

**Initial Decision of Default**  
February 21, 2019

Appearances: James M. Carlson and Cecilia B. Connor  
for the Division of Enforcement,  
Securities and Exchange Commission

Before: James E. Grimes, Administrative Law Judge

### **Summary**

This initial decision revokes the registration of the registered securities of Oriental Dragon Corp. The revocation is based on Respondent's failures to timely file required periodic reports with the Securities and Exchange Commission.

### **Introduction**

On April 25, 2018, the Commission initiated this proceeding under Section 12(j) of the Securities Exchange Act of 1934 with an order instituting proceedings (OIP). The OIP alleges that Respondent has securities registered with the Commission under Exchange Act Section 12(g) and has failed to file timely periodic reports with the Commission, in violation of Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

A different administrative law judge originally presided over this proceeding, but following the Supreme Court's decision in *Lucia v. SEC*,<sup>1</sup> the matter was reassigned to me to provide Respondent with the opportunity for a new hearing.<sup>2</sup> I have proceeded under the Commission's directive to not give weight to or otherwise presume the correctness of any prior opinions, orders, or rulings issued by the prior administrative law judge.<sup>3</sup>

I determined that Respondent was served with the OIP on December 13, 2018, and its answer was due December 26, 2018.<sup>4</sup> On January 31, 2019, I ordered Respondent to show cause by February 11, 2019, why the registration of its securities should not be revoked by default due to its failure to file an answer or otherwise defend the proceeding.<sup>5</sup> Respondent has not filed an answer, attended the prehearing conference held on February 11, 2019, or responded to the show cause order.

### **Findings of Fact**

Respondent is in default for failing to file an answer, attend the prehearing conference, or otherwise defend this proceeding.<sup>6</sup> Accordingly, as authorized by Rule of Practice 155(a),<sup>7</sup> I find the following allegations in the OIP to be true.

Oriental Dragon Corp. (f/k/a Emerald Acquisition Corp.), Central Index Key No. 1368196, is a Cayman Islands corporation headquartered in China. Its common stock is registered with the Commission pursuant to Section 12(g) of the Exchange Act, but is not traded or quoted on any established trading market. The company is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q

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<sup>1</sup> 138 S. Ct. 2044 (2018); see *Pending Admin. Proc.*, Securities Act of 1933 Release No. 10536, 2018 SEC LEXIS 2058, at \*2–3 (Aug. 22, 2018).

<sup>2</sup> *Pending Admin. Proc.*, Admin. Proc. Rulings Release No. 5955, 2018 SEC LEXIS 2264, at \*2–3 (ALJ Sept. 12, 2018).

<sup>3</sup> *Pending Admin. Proc.*, 2018 SEC LEXIS 2058, at \*4.

<sup>4</sup> *Oriental Dragon Corp.*, Admin. Proc. Rulings Release No. 6427, 2019 SEC LEXIS 54, at \*1 (ALJ Jan. 31, 2019).

<sup>5</sup> *Id.* at \*1–2.

<sup>6</sup> See OIP at 2; 17 C.F.R. §§ 201.155(a)(1)–(2), .220(f), .221(f).

<sup>7</sup> 17 C.F.R. § 201.155(a).

for the quarter ended September 30, 2013. Further, the company's Form 10-K for the fiscal year ended December 31, 2012, does not comply with Regulation S-X, as Respondent's auditor withdrew its opinion issued on the financial statements for that fiscal year.

Respondent further failed to heed a delinquency letter sent to Respondent by the Division of Corporation Finance requesting compliance with its periodic filing obligations.

### **Conclusions of Law**

Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 require public corporations to file annual and quarterly reports with the Commission.<sup>8</sup> Section 13(a) also requires annual reports to be certified by independent public accountants if otherwise prescribed by rule.<sup>9</sup> Compliance with these reporting requirements is mandatory.<sup>10</sup> Scienter is not required to establish violations of Exchange Act Section 13(a) and Rules 13a-1 and 13a-13.<sup>11</sup> Respondent failed to file timely periodic reports, and one report's auditing did not comply with Regulation S-X. As a result, Respondent failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13.

### **Sanction**

Under Exchange Act Section 12(j), the Commission is authorized, "as it deems necessary or appropriate for the protection of investors," to revoke the registration of a security or suspend the registration for a period not exceeding twelve months if it finds, after notice and an opportunity for hearing, that the issuer of the security has failed to comply with any provision of the Exchange Act or rules thereunder. In determining what sanctions will ensure that investors are adequately protected, the Commission "consider[s], among other things, the seriousness of the issuer's violations, the isolated or recurrent nature of the violations, the degree of culpability involved, the extent of the issuer's efforts to remedy its past

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<sup>8</sup> 17 C.F.R. §§ 240.13a-1, .13a-13.

<sup>9</sup> 15 U.S.C. § 78m(a)(2).

<sup>10</sup> *America's Sports Voice, Inc.*, Exchange Act Release No. 55511, 2007 SEC LEXIS 1241, at \*12 (Mar. 22, 2007), *recons. denied*, Exchange Act Release No. 55867, 2007 SEC LEXIS 1239 (June 6, 2007).

<sup>11</sup> *See SEC v. McNulty*, 137 F.3d 732, 740-41 (2d Cir. 1998); *SEC v. Wills*, 472 F. Supp. 1250, 1268 (D.D.C. 1978).

violations and ensure future compliance, and the credibility of its assurances, if any, against further violations.”<sup>12</sup>

Respondent’s failures to file required periodic reports are serious because they constitute violations of a central provision of the Exchange Act. The purpose of periodic reporting is “to supply investors with current and accurate financial information about an issuer so that they may make sound [investment] decisions.”<sup>13</sup> The reporting requirements are the primary tool that Congress “fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations” in the sale of securities.<sup>14</sup>

Respondent’s violations are recurrent in that it repeatedly failed to file periodic reports since 2013.<sup>15</sup> Respondent is culpable because it knew or should have known about the reporting requirements. It further failed to heed a delinquency letter sent to it by the Division of Corporation Finance. Even if Respondent did not receive the delinquency letter, the other factors weigh in favor of revocation, and scienter is not necessary to establish grounds for revocation.<sup>16</sup> In any event, there is no indication that Respondent’s violations were inadvertent or accidental.<sup>17</sup>

Respondent has not answered the OIP or otherwise participated in the proceeding to address whether it has made any efforts to remedy its past violations, and it has made no assurances against further violations.

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<sup>12</sup> *Gateway Int’l Holdings, Inc.*, Exchange Act Release No. 53907, 2006 SEC LEXIS 1288, at \*19–20 (May 31, 2006).

<sup>13</sup> *Id.* at \*26.

<sup>14</sup> *Eagletech Commc’ns, Inc.*, Exchange Act Release No. 54095, 2006 SEC LEXIS 1534, at \*12 (July 5, 2006) (quoting *SEC v. Beisinger Indus. Corp.*, 552 F.2d 15, 18 (1st Cir. 1977)).

<sup>15</sup> *See Nature’s Sunshine Prods., Inc.*, Exchange Act Release No. 59268, 2009 SEC LEXIS 81, at \*20 (Jan. 21, 2009) (respondent failed to file seven required periodic reports due over a two-year period); *Impax Labs., Inc.*, Exchange Act Release No. 57864, 2008 SEC LEXIS 1197, at \*25–26 (May 23, 2008) (respondent’s failure to make eight filings over an eighteen-month period considered recurrent).

<sup>16</sup> *See China-Biotics, Inc.*, Exchange Act Release No. 70800, 2013 SEC LEXIS 3451, at \*37 & n.60 (Nov. 4, 2013).

<sup>17</sup> *Id.* at \*37 n.60.

Finally, Respondent's violations are compounded by the fact that its annual report for 2012 did not comply with Regulation S-X because Respondent's auditor withdrew its opinion issued on the financial statements.

For the reasons described above, it is necessary and appropriate for the protection of investors to revoke the registration of each class of Respondent's registered securities.

### **Order**

I ORDER that, under Section 12(j) of the Securities Exchange Act of 1934, the registration of each class of registered securities of Oriental Dragon Corp. is hereby REVOKED.<sup>18</sup>

This initial decision shall become effective in accordance with and subject to the provisions of Rule 360.<sup>19</sup> Under this rule, a party may file a petition for review of this initial decision within twenty-one days after service of the initial decision. A party may also file a motion to correct a manifest error of fact within ten days of the initial decision, under Rule 111.<sup>20</sup> If a motion to correct a manifest error of fact is filed by a party, then a party shall have twenty-one days to file a petition for review from the date of the undersigned's order resolving such motion to correct a manifest error of fact.

This initial decision will not become final until the Commission enters an order of finality.<sup>21</sup> The Commission will enter an order of finality unless a party files a petition for review or a motion to correct a manifest error of fact or the Commission determines on its own initiative to review the initial decision as to a party. If any of these events occur, the initial decision shall not become final as to that party.

A respondent may move to set aside a default. Rule 155(b) permits the Commission, at any time, to set aside a default for good cause, in order to prevent injustice and on such conditions as may be appropriate.<sup>22</sup> A motion to

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<sup>18</sup> This order applies to all classes of Respondent's securities registered under Section 12 of the Exchange Act, whether or not such securities are specifically identified by ticker symbol or otherwise in this initial decision.

<sup>19</sup> 17 C.F.R. § 201.360.

<sup>20</sup> 17 C.F.R. § 201.111(h).

<sup>21</sup> 17 C.F.R. § 201.360(d).

<sup>22</sup> 17 C.F.R. § 201.155(b).

set aside a default shall be made within a reasonable time, state the reasons for the failure to appear or defend, and specify the nature of the proposed defense in the proceeding.

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James E. Grimes  
Administrative Law Judge