



UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDINGS

File Nos. 3-19324

In the Matter of

Ceetop Inc.
n/k/a S.Q Hydrogen Power, Inc., *et al.*

Respondents.

DIVISION OF ENFORCEMENT'S MOTION FOR
DEFAULT AGAINST ALL RESPONDENTS, BRIEF
IN SUPPORT, AND PROPOSED OPINION AND
ORDERS OF THE COMMISSION

I. Motion

The Division of Enforcement ("Division"), by counsel, pursuant to Commission Rules of Practice Rules 154(a) and 155(a)(2) ("Rule"), respectfully moves the Securities and Exchange Commission ("Commission") for orders entering defaults against Respondents Ceetop Inc. n/k/a S.Q Hydrogen Power, Inc., China Internet Cafe Holdings Group, Inc., and Starlight Supply Chain Management Company (collectively the "Respondents") and revoking the registration of each class of their securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 ("Exchange Act").

II. Brief in Support

A. Introduction

On August 7, 2019, the Commission issued an Order Instituting Proceedings ("OIP") against the Respondents, each of which has one or more classes of securities registered with the Commission under Securities Exchange Act of 1934 ("Exchange Act") Section 12(g). The OIP alleges that the respective Respondents are delinquent in filing their mandated periodic reports, thereby failing to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder. Because each Respondent failed to

answer or otherwise respond to the OIP after effective service, the Division now seeks entry of an order (1) finding the Respondents to be in default in the proceeding against it and (2) revoking the registration of each class of their securities registered under Exchange Act Section 12.

B. Service of Process and Failure to Answer or Appear

As shown in Frye Decl. Exhibit 1, and as established in the Declarations to Assist Secretary with Record of Service filed by the Division in this proceeding, each Respondent was served with the OIP¹ on or before October 14, 2019, either by actual or attempted Express Mail delivery in accordance with Rule 141(a)(2)(ii). *See* Frye Decl. Exhibit 1. However, no Respondent listed in Frye Decl. Exhibit 1 filed an answer or otherwise entered an appearance in the proceeding against it.

Commission Rule of Practice 220(b) states that where an answer is required to be filed by rule or order, the respondent “shall do so within 20 days after service upon the respondent of the order instituting proceedings” unless a different period is provided by rule or order. Here, each OIP required “an Answer [to be filed] to the allegations contained in this Order within ten (10) days after service of this Order.” Frye Decl. ¶¶10-11. Commission Rule of Practice 160(b) extends the time to answer by three days if service is made by mail, with additional days added if necessary to ensure that the due date does not fall on a Saturday, Sunday or federal holiday. As shown in Frye Decl. Exhibit 1, using the foregoing standards each Respondent’s answer was due on or before October 28, 2019. As of the date of this brief, no Respondent has filed an answer or otherwise appeared in this proceeding.

C. Failure to Comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 Thereunder and Failure to Answer or Appear Supports Default

As shown in the attached Tables (Frye Decl. Exhibit 1 and Exhibit 2), all of the Respondents at issue are delinquent in their required periodic filings with the Commission and have been delinquent for over a year at minimum. Their failures to file constitute failures to comply with Exchange Act Section

¹ Along with the OIP, each respondent was served with a letter from the Secretary and a letter from the Division concerning the availability of discovery pursuant to Commission Rule of Practice 230.

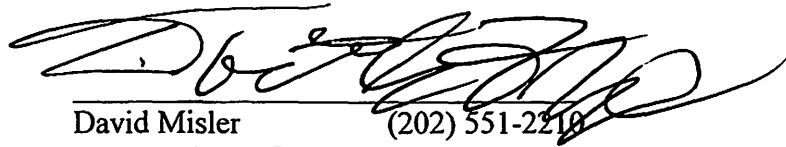
13(a) and Rules 13a-1 and 13a-13 thereunder. In addition, the Respondents' failures to answer support revocation of the registration of each class of the Respondents' securities. Accordingly, the Division moves for an order, pursuant to Rule 155(a)(2), finding the Respondents to be in default in these proceedings and ordering that the registration of each class of their securities registered pursuant to Exchange Act Section 12 be revoked.

Conclusion

For the reasons set forth above, the Division respectfully requests that the Commission: (1) grant the Division's Motion; (2) enter an order of default against the Respondents named in Frye Decl. Exhibit 1 and Exhibit 2; and (3) order the revocation of each class of their securities registered pursuant to Section 12 of the Exchange Act. A proposed Opinion and Order implementing the foregoing accompanies this filing as Frye Decl. Exhibit 3 (Proposed Opinion) and Exhibit 4 (Proposed Order)².

Dated: December 4, 2019

Respectfully submitted,



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COUNSEL FOR
DIVISION OF ENFORCEMENT

² For the convenience of the Commission, Microsoft Word versions of Exhibits 2 and 3 will be sent to apfilings@sec.gov.

CERTIFICATE OF SERVICE

I hereby certify that I caused true copies of the Division of Enforcement's Motion for Default Against Certain Respondents, Brief in Support, Declaration of David S. Frye in Support, and Exhibits thereto to be served on the following on December 4, 2019, in the manner indicated below:

By Hand:

Office of the Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-2557

By Email:

apfilings@sec.gov

By Priority Mail Express International:

Ceetop Inc. n/k/a S.Q Hydrogen Power, Inc.
A2803 Lianhe Guangchang
5022 Binhe Dadao, Futian District
Shenzhen, 518026
China

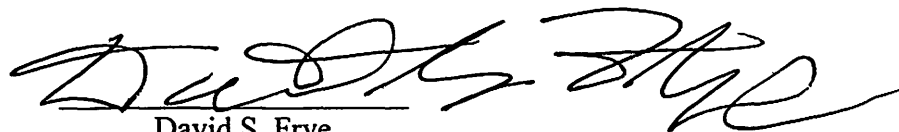
China Internet Café Holdings Group, Inc.
2nd Floor Block 1, Xinzhongtai Cultural Pioneer Park, 1
Caiyan Road, Longcheng Boulevard Longgang District,
Shenzhen
Guangdong Province, 518172
China

Starlight Supply Chain Management Company
c/o Wai L. Chan
Unit 1005, 10F, Tower A
New Mandarin Plaza
Tsim Sha Tsui,
HKG

By Priority Mail Express

Ceetop Inc. n/k/a S.Q Hydrogen Power, Inc.
c/o Business Filings Incorporated
Registered Agent
780 Commercial Street, Suite 100
Salem, OR 97301

China Internet Café Holdings Group, Inc.
c/o United Corporate Services, Inc.
Registered Agent
2520 St. Rose Parkway, Suite 319
Henderson, NV 89074



David S. Frye

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
ADMINISTRATIVE PROCEEDINGS

File Nos. 3-19324

<p>In the Matter of</p> <p>Ceetop Inc. n/k/a S.Q Hydrogen Power, Inc., et al.</p> <p>Respondents.</p>

**DECLARATION OF DAVID S. FRYE IN
SUPPORT OF DIVISION OF
ENFORCEMENT'S MOTION FOR
DEFAULT AGAINST ALL RESPONDENTS**

DAVID S. FRYE, pursuant to 28 U.S.C. § 1746, declares:

1. I am a Senior Counsel with the Division of Enforcement ("Division") of the Securities and Exchange Commission, and co-counsel for the Division in the captioned administrative proceedings. I am submitting this Declaration in support of the Division of Enforcements Motion for Default Against .All Respondents.

2. Attached hereto as Exhibit 1 is a Table of Respondents setting forth certain information about the Respondents that are the subjects of this Motion ("Table"). The Table is organized by the names of the respondents.

3. Each row in the Table provides certain information relating to a specific respondent.

4. The first column of the Table gives the name of the respondent.

5. The second column of the Table gives the Central Index Key ("CIK") number for the respondent. The CIK is a unique identifier assigned to each filer in the

Commission's EDGAR online filing system for periodic and other reports by persons and entities required to make filings with the Commission.

6. The third column of the Table gives the stock symbol for the respondent's common stock.

7. The fourth and fifth columns of the Table provide the form type and fiscal period end of the last periodic filing made in the Commission's EDGAR filing system by the respondent.

8. The sixth and seventh columns of the Table give the date and type of service of the Order Instituting Administrative Proceedings ("OIP") on the respondent in question¹. In each case, the respondent was served by actual Priority Mail Express on its registered agent listed in its state corporate records ("pm-ra") and in one case by actual Priority Mail Express International on a corporate officer in Hong Kong at an address given in the respondent's state corporate records (im-corp add.'). The date given in Column 6 is the date of delivery. Commission Rule of Practice 141(a)(2)(ii). The Division filed Declarations to Assist Secretary with Record of Service documenting service on each respondent.

9. The eighth column gives the due date for each respondent's answer. To the delivery date given in Column 7, the Division added the ten days allowed for service by each OIP (*See* each OIP at IV., paragraph 2). Further, the Division added three days to account for service by mail, Rule of Practice 160(b) and, where necessary, additional days to ensure that the due date for the answer does not fall on a Saturday, Sunday, or Federal holiday, Rule of Practice 160(a).

¹ Each respondent was also served with a letter from the Commission's Secretary and a letter from the Division offering discovery and inviting the respondent to participate in a prehearing conference.

10. Attached hereto as Exhibit 2 is a proposed Opinion of the Commission implementing the relief sought by the Division.

11. Attached hereto as Exhibit 3 is a proposed Order of the Commission revoking the registrations of each class of securities registered under the Exchange Act for each respondent.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 4, 2019.



David S. Frye

Division of Enforcement's Motion for Default
 Table of Respondents

Respondent	CIK number	Stock symbol	Last periodic filing		Service of Process ¹		Answer ² due
			Type	Period end	Date	Type	
Ceetop Inc. n/k/a S.Q Hydrogen Power, Inc.	1439254	CTOP	10-Q	9/30/2016	8/10/2019	pm-ra	8/23/2019
China Internet Café Holdings Group, Inc.	1373846	CICC	10-Q	6/30/2016	8/9/2019	pm-ra	8/23/2019
Starlight Supply Chain Management Company	1610457	SLSC	10-Q	1/31/2017	10/14/2019	im-corp add	10/28/2019

¹ The code "pm-ra" indicates service by actual Priority Mail Express service on its U.S. registered agent listed in the respondent's state corporate records. Commission Rule of Practice 141(a)(2)(ii). The code "im-corp add" indicates service by actual Priority Mail Express International service on the address for one of its corporate officers as listed in the Nevada state corporate records. For additional information, see the Declarations to Assist Secretary with Record of Service on file with the Secretary's Office in this proceeding.

²The Order Instituting Proceedings requires an answer to be filed within ten days after service. Three days have been added to account for service by mail, and additional days where necessary to ensure that the due date does not fall on a Saturday, Sunday, or Federal holiday. Commission Rule of Practice 160.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

SECURITIES EXCHANGE ACT OF 1934

Release No. _____ / [date here]

Admin. Proc. File No. 3-19324

In the Matter of

Ceetop Inc. n/k/a S.Q Hydrogen Power, Inc.
China Internet Café Holdings Group, Inc., and
Starlight Supply Chain Management
Company

SECTION 12(j) PROCEEDING

Grounds for Remedial Action

Failure to Comply with Periodic Filing Requirements

Respondents failed to file periodic reports in violation of Section 13(a) of the Securities Exchange Act of 1934 and Exchange Act Rules 13a-1 and 13a-13. *Held*, it is in the public interest to revoke the registration of those companies' securities.

APPEARANCES:

David Misler, James Carlson, David S. Frye, Allen Flood, and Gina Joyce for the Division of Enforcement.

Each Respondent (collectively, "Respondents"), all of which have one or more classes of securities registered pursuant to Securities Exchange Act Section 12, failed, after being duly served, to file an answer to an order instituting proceedings (the "OIP") alleging that they did not file required periodic reports.¹ We now find Respondents to be in default, deem the allegations of the respective OIPs to be true, and revoke the registrations of their securities.

I. Background

A. The Commission issued an order instituting proceedings against Respondents alleging that they violated the Securities Exchange Act of 1934 and the rules

¹ A Table of Respondents ("Table") is attached to this Opinion. The Table provides for each respondent its: 1) name; 4) Central Index Key ("CIK") number (the unique identifier for each EDGAR filer); 5) ticker symbol; 6) type and period end of its last periodic filing; 7) date and type of service; and 8) answer due date.

thereunder by failing to file required periodic reports.

As shown in the attached table², the Commission issued an OIP against Respondents Ceetop Inc. n/k/a S.Q Hydrogen Power, Inc., China Internet Café Holdings Group, Inc., and Starlight Supply Chain Management Company (collectively the “Respondents”) pursuant to Section 12(j) of the Securities Exchange Act of 1934. Section 12(j) authorizes the Commission as it deems necessary or appropriate for the protection of investors to suspend for a period not exceeding 12 months, or to revoke, the registration of a security if the Commission finds, on the record after notice and opportunity for hearing, that the issuer of such security has failed to comply with any provision of the Exchange Act or the rules and regulations thereunder.³

As explained in the OIP, Exchange Act Section 13(a) and the rules promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports.⁴ The periodic reports are required to be filed even if the registration is voluntary under Section 12(g).⁵ Specifically, Rule 13a-1 requires issuers to file annual reports, and Rule 13a-13 generally requires domestic issuers to file quarterly reports.⁶ These requirements are imposed “for the proper protection of investors and to insure fair dealing” in an issuer’s securities.⁷ A violation of these provisions does not require scienter.⁸

The OIP alleges that the Respondents are delinquent in their periodic filings with the Commission because they have repeatedly failed to meet their obligations to file timely periodic reports. The OIP further alleges that each Respondent failed to heed delinquency letters sent to them by the Division of Corporation Finance requesting compliance with their periodic filing obligations or, by failing to maintain a valid address on file with the Commission, did not receive such letters.⁹

The OIP directed each Respondent to file an answer to the allegations contained therein within ten days after service, as provided by Rule 220(b) of the Commission’s Rules of Practice.

² See Table.

³ 15 U.S.C. § 78l(j).

⁴ 15 U.S.C. §§ 78m(a), 78l, 78l(g).

⁵ *Id.*

⁶ 17 C.F.R. §§ 240.13a-1, .13a-13.

⁷ 15 U.S.C. § 78m(a).

⁸ *Advanced Life Scis. Holdings, Inc.*, Exchange Act Rel. No. 81253, 2017 WL 3214455, at *2 *2 (July 28, 2017) (citing *Citizens Capital Corp.*, Exchange Act Rel. No. 67313, 2012 WL 2499350, at *5 (June 29, 2012)); accord *SEC v. McNulty*, 137 F.3d 732, 740-41 (2d Cir. 1998).

⁹ 17 C.F.R. § 201.220(b).

B. Respondents failed to answer the OIP.

As shown in the Table¹⁰, and in the Declarations to Assist Secretary with Record of Service filed by the Division in each proceeding, each Respondent was properly served with the OIP, but none answered it or otherwise appeared in this proceeding.

II. Analysis

C. We hold Respondents in default, deem the OIP's allegations to be true, and find that Respondents violated the Exchange Act by failing to file required periodic reports.

Rule of Practice 220(f) provides that “[i]f a respondent fails to file an answer required by this rule within the time provided, such respondent may be deemed in default pursuant to Rule 155(a).”¹¹ Rule 155(a) permits the Commission to deem such a respondent in default and “determine the proceeding against [it] upon consideration of the record, including the order instituting proceedings, the allegations of which may be deemed to be true.”¹² Because Respondents have failed to answer, we find it appropriate to deem them in default and to deem the allegations of the OIP to be true as to Respondents.

The OIP alleges that each Respondent had a class of securities registered with the Commission under Exchange Act Section 12(g), and that each has failed to file required annual and quarterly reports. The allegations of the OIP, deemed true, establish that each Respondent violated Exchange Act Section 13(a) and the rules thereunder.¹³

D. We deem it necessary and appropriate to revoke the registration of all classes of Respondents' registered securities.

Section 12(j) authorizes us as we deem “necessary or appropriate for the protection of investors” to suspend for 12 months or less or revoke the registration of an issuer’s securities that has failed to make required filings.¹⁴ We apply a multifactor test to determine an appropriate sanction:

[W]e will consider, 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 violations and ensure future compliance, and the credibility of its assurances, if any, against further violations.¹⁵

Although these factors are nonexclusive, and no single factor is dispositive,¹⁶ “[w]e have

¹⁰ See *supra* note 2 and Table.

¹¹ 17 C.F.R. § 201.220(f).

¹² 17 C.F.R. § 201.155(a) (specifically authorizing such action where a respondent fails “[t]o answer . . . or otherwise to defend the proceeding”).

¹³ See *supra* notes 4-8 and accompanying text.

¹⁴ 15 U.S.C. § 78l(j).

¹⁵ *Gateway Int'l Holdings, Inc.*, Exchange Act Rel. No. 53907, 2006 WL 1506286, at *4 (May 31, 2006).

¹⁶ *China-Biotics, Inc.*, Exchange Act Rel. No. 70800, 2013 WL 5883342, at *12 (Nov. 4,

held that a respondent's repeated failure to file its periodic reports on time is 'so serious' a violation of the Exchange Act that only a 'strongly compelling showing' regarding the other *Gateway* factors would justify a sanction less than revocation."¹⁷

Respondents' violations were recurrent in that they each have failed to file required annual reports over multiple periods.¹⁸ These violations were serious because "reporting requirements are the primary tools which Congress has fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations in the sale of stock and securities."¹⁹ An issuer's failure to file periodic reports violates "a central provision of the Exchange Act, . . . depriv[ing] both existing and prospective holders of its registered stock of the ability to make informed investment decisions based on current and reliable information."²⁰ Respondents' "long history of ignoring . . . reporting obligations" evidences a 'high degree of culpability.'²¹ And because Respondents failed to answer the OIP, they have submitted no evidence of any efforts to remedy their past violations and ensure future compliance. Nor have they made any assurances against further violations.

Accordingly, each of the factors we analyze favors revocation. Respondents have failed to make a "strongly compelling showing" to justify another sanction. We find it necessary and appropriate for the protection of investors to revoke the registration of all classes of Respondents' registered securities.

An appropriate order will issue.

By the Commission ([Participating Members of Commission]).

Vanessa A. Countryman
Secretary

2013).

¹⁷ *Calais Res., Inc.*, Exchange Act Rel. No. 67312, 2012 WL 2499349, at *4 (June 29, 2012) (quoting *Nature's Sunshine Prods., Inc.*, Exchange Act Rel. No. 59268, 2009 WL 137145, at *7 (Jan. 21, 2009)); *accord Cobalis Corp.*, Exchange Act Rel. No. 64813, 2011 WL 2644158, at *5 (July 6, 2011); *Am. Stellar Energy, Inc. (n/k/a Tara Gold)*, Exchange Act Rel. No. 64897, 2011 WL 2783483, at *4 (July 18, 2011).

¹⁸ *See, e.g., Accredited Bus. Consolidators Corp.*, Exchange Act Rel. No. 75840, 2015 WL 5172970, at *2 (Sept. 4, 2015) (failure to file "any periodic reports for over two years" was recurrent); *Nature's Sunshine Prods.*, 2009 WL 137145, at *5 (failure to file "required filings over the course of the two-year period in the OIP" was recurrent).

¹⁹ *America's Sports Voice, Inc.*, Exchange Act Rel. No. 55511, 2007 WL 858747, at *4 n.17 (Mar. 22, 2007) (internal quotation marks omitted) (citing *SEC v. Beisinger Indus. Corp.*, 552 F.2d 15, 18 (1st Cir. 1977)); *see also supra* note 18 and accompanying text (recurrent failure to file periodic reports is "so serious" as to require a "strongly compelling showing" regarding other factors to justify a sanction less than revocation).

²⁰ *Accredited Bus. Consolidators*, 2015 WL 5172970, at *2; *see also United States v. Arthur Young & Co.*, 465 U.S. 805, 810 (1984) (observing that "[c]orporate financial statements are one of the primary sources of information available to guide the decisions of the investing public").

²¹ *See, e.g., Citizens Capital*, 2012 WL 2499350, at *5 (quoting *America's Sports Voice*, 2007 WL 858747, at *3).

Exchange Act Rel. No. _____,
Admin. Proc. File No. 3-19324

In the Matter of Ceetop Inc. n/k/a S.Q Hydrogen Power, Inc.,
China Internet Café Holdings Group, Inc., and
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UNITED STATES OF AMERICA
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SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934

Release No. _____ / [date here]

Admin. Proc. File No. 3-19324

In the Matter of

Ceetop Inc. n/k/a S.Q Hydrogen Power, Inc.,
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ORDER IMPOSING REMEDIAL SANCTIONS ON RESPONDENTS NAMED IN THE
FOLLOWING TABLE.

On the basis of the Commission's opinion issued this day, it is

ORDERED that the registration of each class of securities registered under Section 12(g)
of the Securities Exchange Act of 1934 by the Respondents listed below is hereby revoked pursuant
to Exchange Act Section 12(j).

Respondent	CIK number	Stock symbol
Ceetop Inc. n/k/a S.Q Hydrogen Power, Inc.	1439254	CTOP
China Internet Café Holdings Group, Inc.	1373846	CICC
Starlight Supply Chain Management Company	1610457	SLSC

The revocations are effective as of [month, day, year].

By the Commission.

Vanessa A. Countryman
Secretary