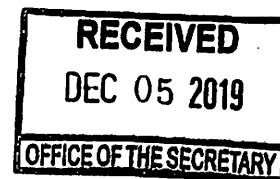


UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDINGS

File Nos. 3-19329 and 19330

In the Matter of

China Tongzilian Group Share Ltd Inc., and  
China Xingbang Industry Group, Inc., *et al.*

Respondents.

DIVISION OF ENFORCEMENT'S  
MOTION FOR DEFAULT AGAINST  
CERTAIN 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 China Tongzilian Group Share Ltd Inc. and China Xingbang Industry Group, Inc. (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 12, 2019, the Commission issued separate Orders Instituting Proceedings (“OIPs”) 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 OIPs allege that each respective Respondent is delinquent in filing its 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

corresponding OIP after being duly served, the Division now seeks entry of an order (1) finding the Respondents to be in default in the corresponding proceeding against them 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 each proceeding, each Respondent was served with the OIP<sup>1</sup> on or before August 15, 2019, by actual Express Mail delivery or personal service in accordance with Rule 141(a)(2)(ii). *See* Frye Decl. Exhibit 1. However, neither 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 for service by mail and adding 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 August 28, 2019. As of the date of this brief, neither 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**

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<sup>1</sup> 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.

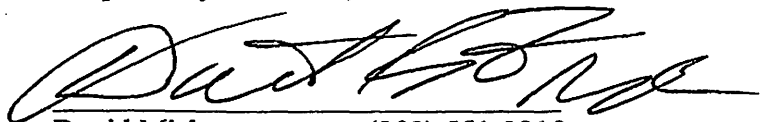
As shown in the attached Table (Frye Decl. Exhibit 1), each Respondent at issue is delinquent in its required periodic filings with the Commission and has been delinquent for over two years. Their failures to file constitute failures to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 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 each Respondent to be in default in the corresponding proceeding and ordering revocation of the registration of each class of their securities registered pursuant to Exchange Act Section 12.

### 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 (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 2 (Proposed Opinion) and Exhibit 3 (Proposed Order)<sup>2</sup>.

Dated: December 4, 2019

Respectfully submitted,



David Misler (202) 551-2210

[mislerd@sec.gov](mailto:mislerd@sec.gov)

David S. Frye (202) 551-4728

[fryed@sec.gov](mailto:fryed@sec.gov)

Securities and Exchange Commission

100 F Street, N.E., Room 6104

Washington, D.C. 20549-6010

COUNSEL FOR

DIVISION OF ENFORCEMENT

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<sup>2</sup> For the convenience of the Commission, Microsoft Word versions of Exhibits 2 and 3 will be sent to [apfilings@sec.gov](mailto: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 the dates and in the manner indicated below:

By Hand on December 5, 2019:

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

By Email on December 5, 2019: [apfilings@sec.gov](mailto:apfilings@sec.gov)

By Priority Mail Express International on December 5, 2019:

China Tongzilian Group Share Ltd Inc.  
Room 01, 25/F, Kerry Center  
No, 2008 Renmin South Road  
Luohu District, Shenzhen City,  
Guangdong, China

China Xingbang Industry Group, Inc.  
7/F West Tower, No. 6-20 Jinsui Road  
Tianhe District  
Guangzhou F4 000000, China

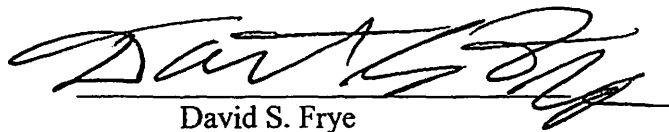
By Priority Mail Express on December 5, 2019:

China Xingbang Industry Group, Inc.  
c/o CSC Services of Nevada, Inc.  
112 North Curry Street  
Carson City, NV 89703

China Tongzilian Group Share Ltd Inc.  
c/o Corporation Service Company  
Registered Agent  
251 Little Falls Drive  
Wilmington, DE 19808

By Private Process Server On or Before December 5, 2019:

China Tongzilian Group Share Ltd Inc. Delaware Division of Corporations  
Agent for Service of Process  
401 Federal Street, Suite 4  
Dover, DE 19901

  
David S. Frye

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

**File Nos. 3-19329 and 19330**

**In the Matter of**  
  
**China Tongzilian Group Share Ltd Inc., and**  
**China Xingbang Industry Group, Inc., *et al.*,**  
  
**Respondents.**

**DECLARATION OF DAVID S.**  
**FRYE IN SUPPORT OF**  
**DIVISION OF**  
**ENFORCEMENT'S MOTION**  
**FOR DEFAULT AGAINST**  
**CERTAIN 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 Certain 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 1”). Table 1 is organized by administrative proceeding number and the names of the respondents.

3. Each row in Table 1 provides certain information relating to a specific respondent in a specific proceeding.

4. The first column of Table 1 gives the administrative proceeding file number of the proceeding for that respondent.

5. The second column of Table 1 gives the institution date of the administrative proceeding.
6. The third column of Table 1 gives the name of the respondent.
7. The fourth column of Table 1 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.
8. The fifth column of Table 1 gives the stock symbol, if any, for the respondent’s common stock.
9. The sixth and seventh column of Table 1 provide the form type and fiscal period end of the last periodic filing made in the Commission’s EDGAR filing system by the respondent.
10. The eighth and ninth columns give the date and type of service of the Order Instituting Administrative Proceedings (“OIP”) on the respondent in question<sup>1</sup>. In column 9 the code “ps-ss” indicates that a private process server served the Delaware Secretary of State as statutory agent for the respondent, in accordance with Delaware law. The code “pm-ra” indicates service via actual Priority Mail Express delivery on the respondent’s registered agent listed in the respondent’s state corporate records. The date given in Column 8 is the date of delivery. Commission Rule of Practice 141(a)(2)(ii). The Division filed Declarations to Assist Secretary with Record of Service in the relevant administrative proceeding documenting service on the relevant respondent.

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<sup>1</sup> 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.

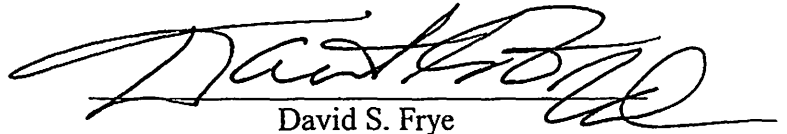
11. The tenth column gives the date the respondent's answer was due to be filed. To calculate the due date, the Division added the ten days allowed for service by each OIP (*See* each OIP at IV., paragraph 2) to the service date given in Column 8. Further, the Division added three days<sup>2</sup> to account for service by mail. Rule of Practice 160(b).

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

13. 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

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<sup>2</sup> Though not required, as a courtesy, the Division also added three days for the respondent served by personal service.

Division of Enforcement's Motion for Default  
 Table of Respondents – By AP Number and Name

AP No.	Date instituted	Respondent	CIK number	Stock symbol (if any)	Last periodic filing		Service of Process <sup>1</sup>		Answer <sup>2</sup> due
					Type	Period end	Date	Type	
19329	8/12/2019	China Tongzilian Group Share Ltd Inc.	1650204		10-K	12/31/2016	8/14/2019	ps-ss	8/27/2019
19330	8/12/2019	China Xingbang Industry Group, Inc.	1521222	CXGP	10-Q	6/30/2016	8/15/2019	Pm -ra	8/28/2019

<sup>1</sup> The service code “ps-ss” indicates the respondent was served by personal service on the Delaware Secretary of State. The service code “pm-ra” indicates that the respondent was served by actual Priority Mail Express delivery on the respondent’s Nevada registered agent. Commission Rule of Practice 141(a)(2)(ii). The service date given is the date of actual service or delivery. For additional information, see the Declarations to Assist Secretary with Record of Service filed in each proceeding.

<sup>2</sup> Each 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. Commission Rule of Practice 160. As a matter of courtesy, the Division also added three days to the response time where we relied on personal service.



SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C.

SECURITIES EXCHANGE ACT OF 1934

Release No. \_\_\_\_\_ / [date here]

Admin. Proc. File Nos. 3-19329 and 3-19330

In the Matter of

China Tongzilian Group Share Ltd Inc., and  
China Xingbang Industry Group, Inc., *et al.*

SECTION 12(j) PROCEEDING

Grounds for Remedial Action

**Failure to Comply with Periodic Filing Requirements**

Certain companies 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"), both 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.<sup>1</sup> 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**

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<sup>1</sup> A Table of Respondents ("Table") is attached to this Opinion. The Table provides for each respondent: 1) the Administrative Proceeding number for the proceeding against it; 2) the date of institution; 3) respondent's name; 4) the Central Index Key ("CIK") number (the unique identifier for each EDGAR filer); 5) ticker symbol (if any); 6) type and period end of its last periodic filing; 7) date and type of service; and 8) answer due date.

**alleging that they violated the Securities Exchange Act of 1934 and the rules thereunder by failing to file required periodic reports.**

As shown in the attached table<sup>2</sup>, the Commission issued separate OIPs against Respondents China Tongzilian Group Share Ltd Inc. and China Xingbang Industry Group, Inc. (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.<sup>3</sup>

As explained in each 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.<sup>4</sup> The periodic reports are required to be filed even if the registration is voluntary under Section 12(g).<sup>5</sup> Specifically, Rule 13a-1 requires issuers to file annual reports, and Rule 13a-13 generally requires domestic issuers to file quarterly reports.<sup>6</sup> These requirements are imposed “for the proper protection of investors and to insure fair dealing” in an issuer’s securities.<sup>7</sup> A violation of these provisions does not require scienter.<sup>8</sup>

Each OIP alleges that the corresponding Respondent is delinquent in its periodic filings with the Commission because they have repeatedly failed to meet their obligations to file timely periodic reports. Each OIP further alleges that the corresponding Respondent failed to heed delinquency letters sent to it 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.<sup>9</sup>

Each OIP directed the corresponding 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.

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<sup>2</sup> See Table.

<sup>3</sup> 15 U.S.C. § 78l(j).

<sup>4</sup> 15 U.S.C. §§ 78m(a), 78l, 78l(g).

<sup>5</sup> *Id.*

<sup>6</sup> 17 C.F.R. §§ 240.13a-1, .13a-13.

<sup>7</sup> 15 U.S.C. § 78m(a).

<sup>8</sup> *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).

<sup>9</sup> 17 C.F.R. § 201.220(b).

**B. Respondents failed to answer the OIP.**

As shown in the Table<sup>10</sup>, 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 neither 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).”<sup>11</sup> 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.”<sup>12</sup> 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 OIPs against the corresponding Respondent, deemed true, establish that each Respondent violated Exchange Act Section 13(a) and the rules thereunder.<sup>13</sup>

**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.<sup>14</sup> 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.<sup>15</sup>

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

<sup>10</sup> See *supra* note 2 and attached table.

<sup>11</sup> 17 C.F.R. § 201.220(f).

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

<sup>13</sup> See *supra* notes 4-8 and accompanying text.

<sup>14</sup> 15 U.S.C. § 78l(j).

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

<sup>16</sup> *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."<sup>17</sup>

Respondents' violations were recurrent in that they each have failed to file required annual and quarterly reports over multiple periods.<sup>18</sup> 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."<sup>19</sup> 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."<sup>20</sup> Respondents' "long history of ignoring . . . reporting obligations" evidences a 'high degree of culpability.'<sup>21</sup> 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.

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2013).

<sup>17</sup> *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).

<sup>18</sup> 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).

<sup>19</sup> *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).

<sup>20</sup> *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").

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

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

In the Matter of China Tongzilian Group Share Ltd Inc. and China Xingbang Industry Group, Inc., *et. al.*  
 Release No. \_\_\_\_\_, [date here]

Table of Respondents

AP No.	Date instituted	Respondent	CIK number	Stock symbol (if any)	Last periodic filing		Service of Process <sup>1</sup>		Answer <sup>2</sup> due
					Type	Period end	Date	Type	
19329	8/12/2019	China Tongzilian Group Share Ltd Inc.	1650204		10-K	12/31/2016	8/14/2019	ps-ss	8/27/2019
19330	8/12/2019	China Xingbang Industry Group, Inc.	1521222	CXGP	10-Q	6/30/2016	8/15/2019	Pm -ra	8/28/2019

<sup>1</sup> The service code "ps-ss" indicates the respondent was served by personal service on the Delaware Secretary of State. The service code "pm-ra" indicates that the respondent was served by actual Priority Mail Express delivery on the respondent's Nevada registered agent. Commission Rule of Practice 141(a)(2)(ii). The service date given is the date of actual service or delivery. For additional information, see the Declarations to Assist Secretary with Record of Service filed in each proceeding.

<sup>2</sup> Each 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. Commission Rule of Practice 160. As a matter of courtesy, the Division also added three days to the response time where we relied on personal service.

UNITED STATES OF AMERICA  
before the  
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934  
Release No. \_\_\_\_ / [date here]  
Admin. Proc. File No. 3-19329 and 19330

In the Matter of

Ceetop Inc. n/k/a S.Q Hydrogen Power, Inc.,  
China Tongzilian Group Share Ltd Inc. and  
China Xingbang Industry Group, Inc., *et al.*

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

AP No.	Respondent	CIK number	Stock symbol (if any)
19329	China Tongzilian Group Share Ltd Inc.	1650204	
19330	China Xingbang Industry Group, Inc.	1521222	CXGP

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

By the Commission.

Vanessa A. Countryman  
Secretary