

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-21380

<p>In the Matter of</p> <p>NOBLE VICI GROUP,</p> <p>Respondent.</p>
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**DIVISION OF ENFORCEMENT’S MOTION FOR DEFAULT
AGAINST NOBLE VICI GROUP, MOTION FOR EXPEDITED
CONSIDERATION, AND BRIEF IN SUPPORT**

Motion

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) against Noble Vici Group Group, ticker symbol NVGI (“NVGI”), pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) alleging substantial delinquencies in NVGI’s mandated periodic filings. The Division of Enforcement (the “Division”) hereby moves for an Order, pursuant to Rule 155(a)(2) of the Commission’s Rules of Practice, finding NVGI in default and revoking the registration of each class of its securities registered pursuant to Exchange Act Section 12(g). An order of revocation would protect investors by prohibiting NVGI’s securities from being traded on the over-the-counter markets and by deterring other issuers from ignoring the Commission’s reporting requirements and associated administrative proceedings.

Because NVGI filed a Form 15 on May 16, 2023, the Division further requests that the Commission expedite its consideration of this Motion and enter its decision by

Monday, August 1, 2023, before NVGI's Form 15 becomes effective and the Commission loses jurisdiction. Investors would be at risk were that to happen because NVGI's securities could still be traded on the over-the-counter markets. Moreover, allowing NVGI to circumvent the administrative process would diminish the effectiveness of the Commission's filing program by providing other delinquent issuers with a blueprint to avoid responsibility for filing failures.

Brief in Support

Respondent NVGI is a Delaware corporation located in Singapore with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). NVGI securities trade on OTC Markets, a securities quotation platform regulated by the Financial Industry Regulatory Authority ("FINRA"). To qualify for trading on OTC Markets, FINRA must approve an application from a registered broker-dealer to serve as a market-maker in the security. FINRA Rue 6432. Upon approval, FINRA assigns the security a ticker symbol and the security may begin trading on OTC Markets. *See also* FINRA Over-the-Counter Equities at <https://otce.finra.org/otce/home> OTC Markets.

While Commission and FINRA regulations place restrictions on the solicitation of quotations for securities of companies that do not provide current financial information, broker-dealers may publish certain unsolicited quotations for the securities on a section of OTC Markets called the "Expert Market." *See* Cass Sanford, *Understanding the Expert Market* (March 25, 2021) (securities for companies that do not provide current financial information may be quoted on the "Expert Market" section of OTC Markets) (<https://blog.otcmarkets.com/2021/03/25/understanding-the-expert-market/#comments>).

If an issuer seeks to voluntarily relinquish its registration because it is unable to make current information available as required to maintain the registration, the securities can still be quoted on the Expert Market section of OTC Markets. If the Commission revokes the issuer's registration, the issuer's securities will no longer be visible on OTC Markets and no quotations in that security can occur.

NVGI is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended September 30, 2021. The Commission has held that delinquencies of similar frequency and duration mandate revocation to protect investors. *See, e.g., WSF Corp.*, Initial Decision Rel. No. 204, 2002 WL 917293, at *14 (May 8, 2002) (one Form 10-K and three Forms 10-Q); *Freedom Golf Corp.*, Initial Decision Release No. 227, 2003 SEC LEXIS 1178, at *5 (May 15, 2003) (one Form 10-K and one Form 10-Q); *iBIZ Technology Corp.*, Initial Decision Rel. No. 312 at 1, 2006 WL 1675913 (June 16, 2006) (one Form 10-K and two Forms 10-Q); *Ironclad Encryption Corp.*, Release No. 9426, 2022 WL 488507, at *3 (Feb. 15, 2022) (failure to file for "more than year"); *Triton Emission Sols. Inc.*, Release No. 94255, 2022 WL 488504, at *3 (Feb. 15, 2022) (same).

The OIP was served upon NVGI on April 27, 2023, making NVGI's Answer due on May 8, 2023. *See* April 28, 2023 Declaration of Sandhya C. Harris. Rather than file an Answer, on May 16, 2023, NVGI filed a Form 15 to voluntarily terminate the registration of its securities. The Form 15 will take effect on August 14, 2023.

The Commission should revoke the registration of NVGI's securities before its Form 15 becomes effective for two reasons. First, revocation would prevent NVGI's securities from being quoted on OTC Markets because it will result in the cancellation of

NVGI's ticker symbol. This would protect investors by preventing the securities of an issuer unable to provide accurate, complete and timely disclosures from trading on the over-the-counter markets. Second, revocation would serve an important deterrence purpose. If an issuer's Form 15 were allowed to become effective during a pending revocation proceeding, issuers could simply ignore the administrative process and avoid responsibility for filing failures through a procedural maneuver. An expedited revocation ruling will deter others and is required for an effective enforcement program.

The Commission has previously issued expedited revocation rulings where delinquent issuers have responded to an OIP with a Form 15 and should do the same here. *See, e.g., Validian Corp., Exchange Act Release No. 94949, 2022 WL 1604398, at *3 (May 19, 2022); WorldNet, Inc. of Nevada, Exchange Act Release No. 94391, 2022 WL 716097, at *2 - 3 (Mar. 9, 2022); Brightlane Corp., Exchange Act Release No. 93855, 2021 WL 6105920 at *2 - 3 (December 22, 2021); Piedmont Mining Co., Exchange Act Release No. 90998, 2021 WL 302893, at *3 (Jan. 27, 2021); NXChain, Inc. f/k/a AgriVest America, Inc., et al., Exchange Act Release No. 87652, 2019 WL 6528959 at *2-3 (December 3, 2019); Cirtran Corp., Conolog Corp., Blink Techs., Inc. (f/k/a Epunk, Inc.), & World Surveillance Grp., Inc., 2017 WL 1953457 at *8 (May 11, 2017) (ALJ Initial Decision) and Finality Order, Release No. 81533 (September 7, 2017).*

Conclusion

For the reasons set forth above, the Division respectfully requests that the Commission revoke the registration of each class of NVGI's securities registered pursuant to Exchange Act Section 12(g). The Division further requests that the

Commission expedite its consideration of this Motion and issue a final decision on or before Monday, August 1, 2023, prior to the effective date of Respondent's Form 15.

Dated: July 6, 2023

Respectfully submitted,

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COUNSEL FOR
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CERTIFICATE OF SERVICE

I hereby certify that I caused true copies of the Division of Enforcement's Motion For Default Against NOBLE VICI GROUP, Motion for Expedited Consideration, and Brief in Support to be served on the following on July 6, 2023, in the manner indicated below:

By eFap:

Office of the Secretary

By UPS:

NOBLE VICI GROUP
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Sandhya C. Harris