

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 11050 / April 4, 2022

ADMINISTRATIVE PROCEEDING
File No. 3-20809

In the Matter of

HANZE ASIA GROWTH A,

Respondent.

**ORDER TEMPORARILY SUSPENDING
EXEMPTION PURSUANT TO SECTION
3(b) OF THE SECURITIES ACT OF 1933
AND RULE 258 OF REGULATION A
THEREUNDER, STATEMENT OF
REASONS FOR ENTRY OF ORDER, AND
NOTICE OF OPPORTUNITY FOR
HEARING**

I.

The public official files of the Securities and Exchange Commission (“Commission”) show that:

Hanze Asia Growth A (“Hanze Asia”), a Montana corporation with its principal office in New York, New York, filed with the Commission on December 28, 2021, a Form 1-A: Regulation A Offering Statement under the Securities Act of 1933 (“Offering Statement”). The Offering Statement was submitted to obtain an exemption from the registration requirements of the Securities Act of 1933 (“Securities Act”), as amended, pursuant to Section 3(b)(2) of the Securities Act and Regulation A thereunder. The Offering Statement has not been qualified by the staff.

II.

Rule 258 of Regulation A promulgated under the Securities Act, 17 C.F.R. § 230.258, provides that the Commission may, at any time, enter an order temporarily suspending a Regulation A exemption if it has “reason to believe” that one of six enumerated factors are present. 17 C.F.R. § 230.258. Each factor provides an independent basis upon which to temporarily

suspend an exemption from Regulation A. Two of these factors are:

- “no exemption is available or any of the terms, conditions or requirements of Regulation A have not been complied with” (17 C.F.R. § 230.258(a)(1)); or
- “[t]he offering statement, [or] any sales or solicitation of interest material . . . contains any untrue statement of a material fact or omits to state a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading” (17 C.F.R. § 230.258(a)(2)).

The Commission, on the basis of information reported to it by its staff, has reason to believe that:

- A. Hanze Asia’s Offering Statement contains numerous untrue statements of material fact, including, *inter alia*:
1. Statements that its financial statements had been audited and the auditor consented to their inclusion in the Offering Statement, despite the fact that the purported auditor denied auditing Hanze Asia’s financials or consenting to their inclusion in the Offering Statement.
 2. Statements that legal services were provided by two law firms, despite the fact that those two firms denied having any knowledge of Hanze Asia.
 3. Statements that certain individuals were affiliated with Hanze Asia, despite the fact that those individuals could not be reached using the contact information provided in the Offering Statement and their biographical and other information available through internet searches did not establish any connection with the company.
 4. Statements that Hanze Asia’s principal office is located at 1515 Oakwood Avenue, New York, NY, 10018, despite the fact that that street address does not exist in that zip code.
 5. Statements regarding certain financial information in the “Use of Proceeds” and “Capitalization” sections of its financials that were identical to information in a Form S-1 of an unrelated company.
 6. Contradictory statements regarding whether Hanze Asia’s offering was a Tier 1 or a Tier 2 offering.
 7. Contradictory statements regarding the scope of the offering which inconsistently stated Hanze Asia was offering 115 million units at a per unit price of \$1 and 11.5 million units at a per unit price of \$10.

8. Contradictory statements regarding the date on which its founders shares were sold.
- B. Hanze Asia's offering is not eligible for the Regulation A exemption because certain conditions and requirements of Regulation A have not been met:
1. Hanze Asia failed to provide required information regarding contact information for the filer of the Form 1-A and a company contact, and the names of anticipated service providers and the fees they are expected to charge in connection with the offering.
 2. Hanze Asia purports to be a blank check company.
 3. The amount of Hanze Asia's offering exceeds the \$75 million cap under Rule 251(a).

III.

IT IS ORDERED, pursuant to Rule 258(a) of the General Rules and Regulations under the Securities Act, that the exemption of Hanze Asia under Regulation A be, and hereby is, temporarily suspended.

IT IS FURTHER ORDERED that notice of this Order shall be delivered by personal service, registered mail, or certified mail to the address given by the issuer, any underwriter, and any selling securityholder in the Offering Statement.

NOTICE IS HEREBY GIVEN that any person having an interest in this matter may, within thirty calendar days after the entry of this Order, file with the Secretary of the Commission pursuant to the Commission's Rules of Practice a request for a hearing; that within twenty days after the receipt of such request the Commission will, or at any time upon its own motion the Commission may, set the matter for hearing at a place to be designated by the Commission, for the purpose of determining whether this order should be vacated or made permanent, without prejudice, however, to the presentation and consideration of additional matters at the hearing; and that notice of the time and place of the hearing will be promptly given by the Commission. If no hearing is requested and none is ordered by the Commission, this Order shall become permanent on the thirtieth day after its entry, and will remain in effect unless and until it is modified or vacated by the Commission.

Attention is called to Rule 151(a), (b) and (c) of the Commission's Rules of Practice, 17 C.F.R. § 201.151(a), (b) and (c), providing that when, as here, a proceeding is set before the Commission, all papers (including those listed in the preceding paragraph) shall be filed electronically in administrative proceedings using the Commission's Electronic Filings in Administrative Proceedings (eFAP) system access through the Commission's website, www.sec.gov, at <http://www.sec.gov/eFAP>. Respondent also must serve and accept service of documents electronically. All motions, objections, or applications will be decided by the Commission.

By the Commission.

Vanessa A. Countryman
Secretary