



Capital
Markets
Tribunal

Tribunal des
marchés
financiers

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20 Queen Street West
Toronto ON M5H 3S8

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20, rue Queen ouest
Toronto ON M5H 3S8

**IN THE MATTER OF
XIAO HUA (EDWARD) GONG**

File No. 2022-14

Adjudicator: Tim Moseley

October 30, 2024

ORDER

(Subsection 127(1) of the *Securities Act*, RSO 1990, c S.5)

WHEREAS on October 30, 2024, the Capital Markets Tribunal held a hearing by videoconference, to consider the Joint Request for a Settlement Hearing filed by Xiao Hua (Edward) Gong and the Ontario Securities Commission for approval of a settlement agreement dated October 24, 2024, and amended on October 29, 2024 (the **Settlement Agreement**);

ON READING the Statement of Allegations dated June 13, 2022, the Settlement Agreement, and the materials filed by the Commission and by Gong, and on hearing the submissions of representatives of the Commission and Gong;

IT IS ORDERED THAT:

1. the Settlement Agreement is approved;
2. pursuant to paragraphs 2 and 2.1 of subsection 127(1) of the *Securities Act* (the **Act**):
 - a. Gong is permanently prohibited from trading in any securities or derivatives, or acquiring any securities, except that he may trade securities or derivatives, and acquire securities, in a Registered Retirement Savings Plan, Registered Retirement Income Fund, Registered Education Savings Plan, Registered Disability Savings Plan, or Tax-Free Savings Account (as those terms are defined in the *Income Tax Act*, RSC, 1985, c 1 (5th Supp)), of which only he, his spouse or his children are the sole or joint legal and

beneficial owners, through a registered dealer in Canada to whom he has given a copy of this order;

3. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Gong, permanently;
4. pursuant to paragraphs 7 and 8.1 of subsection 127(1) of the Act, Gong shall resign from any positions that he holds as a director or officer of issuers or registrants operating in Canada, save and except for his position as a director and officer of Youth Party of Canada, Gong Party Ltd., 2838445 Ontario Limited, 2869109 Ontario Limited and Wenture Tech Inc., provided that (1) those corporations do not raise capital other than from banks listed in Schedule I to the *Bank Act*, SC 1991, c 46; (2) the shareholders of 2838445 Ontario Limited, 2869109 Ontario Limited and Wenture Tech Inc. are limited to Gong, his spouse, his mother, his mother-in-law, father-in-law, brother-in-law or sister-in-law, his children and his grandchildren; and (3) the activities of the corporations listed above are limited to those set out in paragraph 6 below;
5. pursuant to paragraphs 8 and 8.2 of subsection 127(1) of the Act, Gong is permanently prohibited from becoming or acting as a director or officer of any issuer or registrant operating in Canada, with the exception of Youth Party of Canada, Gong Party Ltd., 2838445 Ontario Limited, 2869109 Ontario Limited and Wenture Tech Inc., provided that (1) those corporations do not raise capital other than from banks listed in Schedule I to the *Bank Act*; (2) the shareholders of 2838445 Ontario Limited, 2869109 Ontario Limited and Wenture Tech Inc. are limited to Gong, his spouse, his mother, his mother-in-law, father-in-law, brother-in-law or sister-in-law, his children and his grandchildren; and (3) the activities of the corporations listed above are limited to those set out in paragraph 6 below;
6. the permitted activities of the corporations listed in paragraphs 4 and 5 above are:
 - a. Youth Party of Canada and Gong Party Ltd. - to support Gong's political activities;
 - b. 2838445 Ontario Limited - operation of a tree farm and the associated equipment at 6394 Bethesda Road, Stouffville, ON, L4A 3A7;
 - c. 2869109 Ontario Limited - to act as owner and landlord of the property located at 518-1315 Lawrence Avenue East, North York, Ontario, M3A 3R3;
 - d. Wenture Tech Inc. - the provision of labour and administrative services to other corporations listed in paragraphs 4 and 5 above; and

7. pursuant to paragraph 8.5 of subsection 127(1) of the Act, Gong is prohibited permanently from becoming or acting as a registrant or as a promoter.

"Tim Moseley"

Tim Moseley