Re Lui and Master

IN THE MATTER OF:

The Mutual Fund Dealer Rules

And

Ken Kin Kit Lui and Devina Master

2025 CIRO 36

Canadian Investment Regulatory Organization
Hearing Panel (Ontario District)

Heard: June 11, 2025, in Toronto, Ontario (via videoconference)
Reasons for Decision: July 24, 2025

Hearing Panel:
Thomas J. Lockwood, K.C. Chair
Eugene Park, Industry Representative
Ken Mann, Industry Representative

Appearances:
Maria L. Abate, Senior Enforcement Counsel
Ken Kin Kit Lui (absent)
Devina Master (absent)

REASONS FOR DECISION ON MISCONDUCT AND SANCTIONS

INTRODUCTION

[1] On December 13, 2024, the Canadian Investment Regulatory Organization (**CIRO**) made the following Allegations against Ken Kin Kit Lui (**Lui**) and Devina Master (**Master**), (collectively the **Respondents**):

> **Allegation #1**: From June 10, 2015, to June 9, 2020, Lui engaged in outside activities that were not disclosed to or approved by the Dealer Member, contrary to MFDA Rule 1.2.1(c);
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> **Allegation #2**: From June 27, 2018, to March 27, 2020, Lui engaged in personal financial dealings with clients giving rise to a potential conflict of interest that Lui failed to disclose to the Dealer Member or otherwise address by the exercise of responsible business judgment influenced only by the best interests of the clients, contrary to MFDA Rule 2.1.4;
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> **Allegation #3**: From March 12, 2020, to February 15, 2023, Master engaged in personal financial dealings with clients giving rise to a conflict or potential conflict of interest that Master failed to disclose to the Dealer Member or otherwise address by the exercise of responsible business judgment influenced only by the best interests of the clients, contrary to MFDA Rule 2.1.4;
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> **Allegation #4**: Commencing March 10, 2023, Lui and Master failed to co-operate with an investigation by CIRO Staff into their conduct, contrary to Mutual Fund Dealer Rule 6.2.1.

[2] The Respondents were each personally served with a Notice of Hearing containing the Allegations, as well as Particulars of same. The Notice of Hearing advised that the first appearance would take place

electronically by videoconference, on February 4, 2025. It also set out details of the requirements for each of the Respondent to file a Reply.

[3] Neither of the Respondents, nor anyone on their behalf, attended the first appearance, nor filed a Reply to the Allegations against them in the Notice of Hearing.

[4] At the first appearance, a hearing date was established, and an extension of time was granted for each of the Respondents to file a Reply.

[5] Each of the Respondents was, subsequently, personally served with a further copy of the Notice of Hearing, a copy of the Rules of Procedure, along with a letter from CIRO Staff advising of the date for the hearing on the merits as well as the potential consequence of failing to file a Reply.

HEARING ON THE MERITS

[6] Neither of the Respondents, nor anyone on their behalf, attended the hearing on the merits nor filed a Reply to the Allegations against them in the Notice of Hearing.

[7] Rule 7.3 of the Rules of Procedure provides as follows:

> 7.3 Failure to Attend Hearing
>
> (1) Where a Respondent fails to attend the hearing on the date and at the time and location specified in the Notice of Hearing, the Hearing Panel may:
>
> (a) proceed with the hearing without further notice to and in the absence of the Respondent; and
>
> (b) accept the facts alleged and conclusions drawn by the Corporation in the Notice of Hearing as proven and impose any of the penalties and costs described in sections 7.4.1 and 7.4.2 respectively of Mutual Fund Dealer Rules.

[8] The Hearing Panel was satisfied that, given the amount of notice each of the Respondents had received regarding the proceedings and the opportunities each had to appear and file a Reply, it was appropriate to proceed in their absence without further notice.

[9] The Hearing Panel then reviewed, and marked as an Exhibit, the Affidavit of Stephen Davis, dated May 25, 2025. The Hearing Panel also received and reviewed, in detail, the written Submissions of CIRO Enforcement Staff (**Staff**). The Hearing Panel also heard extensive oral submissions from Staff.

[10] The Hearing Panel unanimously concluded that the evidence was sufficient to accept the facts alleged in the Notice of Hearing and to conclude that the Respondents had each infringed the Mutual Fund Dealer Rules as alleged.

[11] The Hearing Panel then heard submissions regarding sanctions. It retired to consider the matter. It then returned to the hearing and imposed sanctions. The Hearing Panel indicated that written Reasons would follow. These are those Reasons.

Allegation #1: Undisclosed Outside Activities

[12] MFDA Rule 1.2.1(c) articulates the rights and restrictions on an Approved Person to hold dual occupations or conduct business activities outside the Member. The Rule seeks to ensure that only authorized dual occupations are carried on by Approved Persons and that they are done with the knowledge and approval of the Member.

[13] The hearing panel in *Re Vitch*[1] described the rationale for Rule 1.2.1 as follows:

> The need for a Member to know what other occupations and businesses its employee might be engaged in is obvious . . . The first is that a failure to know about an employee's other commercial activities impinges upon a Member's ability to properly supervise its employee. The second . . . the

[1] [2011] Hearing Panel of the Central Regional Council, MFDA File No. 201103, Hearing Panel Decision dated September 22, 2011 at para. 53

Member could be exposed to litigation alleging that the Approved Person's activity was within the scope of his/her employment with the Member.

[14] The regulatory requirements regarding outside activities or dual occupations ensure that Members exercise oversight, due diligence, and risk appraisals regarding the activities that their Approved Persons may engage in, so that clients' interests are protected.[2]

[15] As stated in *Giuliani*, "an Approved Person's failure to disclose and obtain approval of his or her activities is serious misconduct, as it deprives the Member of a proper opportunity to supervise the Approved Person, prevent the Approved Person from contravening regulatory requirements and [to] protect itself from the risk of litigation."[3]

[16] The evidence before us established that from September 23, 2014 to March 27, 2020, Lui was registered as an Approved Person in Ontario with CIBC Securities (the **Dealer Member**). On March 27, 2020, Lui resigned from the Dealer Member. He is not currently registered in the securities industry in any capacity.

[17] On June 10, 2015, Lui and another individual established Clearwest Capital (**Clearwest**) as a general partnership that was purportedly in the business of buying and reselling properties.

[18] This was done without Lui's Dealer Member's knowledge or approval despite the fact that, at all material times, the Dealer Member had policies and procedures in place which required all Approved Persons, such as Lui, to describe and receive approval prior to engaging in an outside activity.

[19] In addition, the Dealer Member also required all Approved Persons to abide by a Code of Conduct, which specifically required the Approved Person to "attest" or confirm, on a yearly basis, that they had sought approval for all outside activities and that all information related to any such activities was up to date with the Dealer Member.

[20] At no time did Lui advise the Dealer Member that he was engaging in an outside activity. In fact, he attested and confirmed that he was compliant with the Code of Conduct and that all information on outside activities was up to date.

[21] Between June 27, 2018, and March 12, 2020, Dealer Member clients SK and CM, as well as individual EM, invested in or provided loans to Clearwest or Lui totalling approximately $957,000, which Lui failed to disclose to the Dealer Member. Approximately $470,947 that client SK invested in Clearwest has not been repaid or accounted for.

[22] On July 20, 2018, individual EM purchased a bank draft in the amount of $150,000 and provided it to Lui for investment in Clearwest. On or about June 1, 2020, the Respondents transferred $150,000 from their joint bank account to individual EM repaying the loan.

[23] It is clear, on the admissible evidence before us, that Lui engaged in undisclosed outside activity and acted contrary to MFDA Rule 1.2.1(c).

<u>Allegations #2 and #3: Personal Financial Dealings and Conflicts of Interest with Clients</u>

[24] MFDA Rule 2.1.4 provides, in part, as follows:

> 2.1.4 Conflicts of Interest
>
> (a) Each Member and Approved Person shall be aware of the possibility of conflicts of interest arising between the interests of the Member or Approved Person and the interests of the client. Where an Approved Person becomes aware of any conflict or potential conflict of interest, the Approved Person shall immediately disclose such conflict or potential conflict of interest to the Member.

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[2] *Monforton (Re)*, [2017] Hearing Panel of the Central Regional Council, MFDA File No. 201673, Hearing Panel Decision dated January 19, 2017

[3] *Giuliani (Re)* [2017] Hearing Panel of the Central Regional Council, MFDA File No. 2017103, Hearing Panel Decision dated June 13, 2018 at para. 8

(b) In the event that such a conflict or potential conflict of interest arises, the Member and the Approved Person shall ensure that it is addressed by the exercise of responsible business judgment influenced only by the best interests of the client and in compliance with Rules 2.1.4(c) and (d).

(c) Any conflict or potential conflict of interest that arises as referred to in Rule 2.1.4(a) shall be immediately disclosed in writing to the client by the Member, or by the Approved Person as the Member directs, prior to the Member or Approved Person proceeding with the proposed transaction giving rise to the conflict or potential conflict of interest.

[25] Numerous hearing panels have held that where an Approved Person borrows money from a client or accepts investments in a company in which the Approved Person has a personal interest, the Approved Person has breached an acceptable standard of conduct and entered a conflict of interest with the client within the meaning of MFDA Rule 2.1.4.[4]

[26] As stated in MFDA Staff Notice #MSN-0047 with regard to borrowing from clients:

> "Borrowing from a client by either the Member or Approved Person raises a significant and direct conflict that in almost all cases will be impossible to resolve in favour of the client [...] MFDA staff are unaware of any circumstances where Members or Approved Persons proposing to enter into any such arrangements would be able to demonstrate that the conflict has been properly dealt with."

[27] Hearing panels have also been clear that a conflict of interest exists regardless of whether the monies are subsequently repaid to the client.[5]

[28] From May 2, 2016, to February 15, 2023, Master was registered as an Approved Person in Ontario with the Dealer Member. On February 15, 2023, the Dealer Member terminated Master in connection with the alleged conduct that is the subject of this proceeding. Master is not currently registered in the securities industry in any capacity.

[29] SK was a Dealer Member client whose accounts were supervised by Lui. Lui was the Approved Person who assisted SK to open her account at the Dealer Member on March 31, 2018.

[30] On June 27, 2018, SK withdrew $750,000 from her personal bank account and purchased a bank draft made payable to Clearwest. Between 2019 and April 2020, Lui issued seven bank drafts, totalling $50,553 from his personal bank account to SK. SK confirmed to the Dealer Member that these bank drafts represented partial payment of the monies owed to her by Lui.

[31] On May 22, 2020, Master became a joint account holder on Lui's personal bank account. Lui and Master are married to each other.

[32] Between June 1, 2020 and September 16, 2022, the Respondents made 27 additional transfers totalling approximately $228,500 to SK. Master confirmed to the Dealer Member that she had processed a number of the transactions or requested the assistance of other employees of the Dealer Member to complete the transactions, whereby the Respondents made incremental repayments to client SK.

[33] The evidence before the Hearing Panel clearly established that the Respondents engaged in personal financial dealings with client SK by accepting money from her and paying monies to her, thereby creating a conflict of interest that the Respondents failed to disclose to the Dealer Member or otherwise address by the exercise of responsible business judgment influenced only by the best interests of the client.

[34] The Respondents clearly breached MFDA Rule 2.1.4.

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[4] *Reid (Re)*, 2024 CIRO 41, at para. 107, *Wilkins (Re)*, 2024 CIRO 71, at paras. 22-23 and 30, *Nunweiler (Re)*, [2012] Hearing Panel of the Pacific Regional Council, MFDA File No. 201030, Hearing Panel Decision dated May 28, 2012.

[5] *Reid (Re)*, *supra*, at para. 109, *Wilkins (Re), supra*, at para. 80.

[35] At the time of the Hearing on the Merits, of the $750,000 provided to the Respondents by client SK, $470,947.17 had not been repaid to client SK and remained unaccounted for.

[36] Client CM was also a Dealer Member client whose accounts were serviced by Lui.

[37] On March 12, 2020, client CM cashed a Guaranteed Investment Certificate and forwarded $57,000 to the personal bank account of Lui. The transaction was carried out and completed by Master. On May 19, 2020, Lui wrote two cheques to client CM in the amounts of $57,000 and $427.50 respectively. The memo lines on the cheque indicated that this represented a repayment of a loan to Lui and loan interest at 3% for 3 months.

[38] By virtue of the foregoing, it is clear that the Respondents engaged in conduct contrary to MFDA Rule 2.1.4.

<u>Allegation #4: Failure to Co-Operate with CIRO's Investigation</u>

[39] Pursuant to Rule 6.1, CIRO is empowered to conduct examinations and investigations of any Member, Approved Person or any other person under its jurisdiction as it considers necessary or desirable in connection with any matter related to that Member's or person's compliance with, among other things, the By-laws and Rules of CIRO.

[40] Rule 6.2.1 requires all Approved Persons and former Approved Persons to provide information and documents and to attend interviews when requested to do so by Staff.

[41] There is ample authority for the proposition that an Approved Person must provide CIRO Staff with information and documents when required to do so. To hold otherwise would hinder CIRO's ability to investigate the conduct of registrants and prevent CIRO form fulfilling its regulatory mandate to protect the public.[6]

[42] In the case before us, the evidence clearly establishes that both Respondents failed, on numerous occasions, to co-operate with the CIRO Staff investigation into their activities.

[43] On or about March 6, 2023, Staff commenced its investigation of the Respondents after receiving a report from the Dealer Member advising that it had commenced an investigation into the conduct of Lui, who had resigned, and that Master's employment had been terminated because of the alleged misconduct.

[44] For almost a year, up to February 29, 2024, CIRO Staff made at least 10 attempts, by email, regular mail, registered mail and personal service, to contact Lui to obtain his co-operation with CIRO's investigation and to schedule an interview. On three occasions, Lui was personally served by a process server.

[45] An interview date was set for February 29, 2024. Lui was made aware of same by personal service. Lui failed to attend. He also failed to contact Staff at any point in the investigation into his conduct.

[46] With respect to Master, between March 10, 2023 and February 27, 2024, CIRO Staff made at least seven attempts by email, regular mail, registered mail and personal service to contact Master to obtain her co-operation with CIRO's investigation and to schedule an interview.

[47] All of these service attempts were successful. An interview was set for February 27, 2024. Master failed to show for the interview. In addition, Master failed to contact CIRO Staff at any point in the investigation.

[48] As a direct result of the Respondents' failure to co-operate with CIRO Staff and to attend scheduled interviews, Staff was unable to determine or confirm the full nature and extent of Clearwest's activities; to determine what roles each Respondent had with respect to Clearwest and the extent of their respective involvement; to determine or confirm the number of clients and individuals who may have been involved with either of the Respondent's or both Respondents' activities; to determine and confirm any investments in or loans made to Clearwest by clients or other individuals; to determine or confirm any repayments made to clients or other individuals; to determine or confirm any repayments made to clients or other individuals by

[6] *Rai (Re)*, [2019] Hearing Panel of the Central Regional Council, MFDA File No. 2018106, Panel Decision dated July 24, 2019, at para. 26; *Armani (Re)*, [2017] Hearing Panel of the Central Regional Council, MFDA File No. 201701, Panel Decision dated August 3, 2017, at para. 9; *Chapman (Re)*, [2021] Central Regional Council, MFDA File No. 201934, Panel Decision (Misconduct) dated December 2, 2020 and Panel Decision (Penalty) dated June 22, 2021

either or both of the Respondents and to determine or confirm any or all failures to account for client funds that remain unaccounted for and outstanding.

[49] The Hearing Panel is, unanimously, of the view that each of the Respondents engaged in conduct contrary to MFDA Rule 6.2.1

SANCTIONS

[50] At the completion of the Evidence portion of the hearing, the Hearing Panel retired, considered all of the evidence and the Submissions of Staff with respect to same. The Hearing Panel then returned to the hearing room and advised that it had, unanimously, concluded that all of the Allegations against both Respondents had been established.

[51] Staff then made extensive written and oral Submissions as to what, in its view, were appropriate sanctions in light of the findings of the Hearing Panel.

[52] A hearing panel can impose any of the penalties set out in Mutual Fund Dealer Rule 7.4.1.1(a) to (f), including a permanent prohibition of the authority of the Approved Person to conduct securities related business, and a fine not exceeding the greater of $5,000,000 or three times the profit obtained, or loss avoided by engaging in misconduct. It also has discretion, under Mutual Fund Dealer Rule 7.4.2, to require a Respondent to pay costs related to the investigation and to the proceeding.

[53] The Sanctions sought by Staff were as follows:

<u>Lui</u>

(a) a permanent prohibition on the Respondent Lui's authority to conduct securities related business in any capacity while in the employ of or associated with any Dealer Member of CIRO.

(b) a total fine of $770,947 consisting of:

   (i) $470,947.17, an amount sufficient to disgorge the benefit retained by Lui for his contravention of Mutual Fund Dealer Rules;

   (ii) a fine of $225,000 for personal financial dealings, conflict of interest and undisclosed outside business activities (Allegations #1 and #2), and

   (iii) a fine of $75,000 for failing to co-operate with CIRO's investigation into his activities (Allegation #4).

(c) costs in the amount of $15,000.

<u>Master</u>

(a) a permanent prohibition on the Respondent Master's authority to conduct securities related business in any capacity while in the employ of or associated with any Dealer Member of CIRO.

(b) a total fine of $150,000 consisting of:

   (i) a fine of $75,000 for facilitating the $57,000 loan from client CM to her spouse Lui (eventually repaid) and for directing the repayment of an outstanding loan or investment of $150,000 in Clearwest provided to her spouse Lui by individual EM and for facilitating some of the 27 payments made to client SK from the Respondents' joint account as partial repayment for the $750,000 client SK invested in or loaned to Clearwest or Lui (Allegation #3); and

   (ii) a fine in the amount of $75,000 for failing to co-operate with CIRO's investigation into her activities (Allegation #4); and

(c) costs in the amount of $10,000.

[54] After hearing the oral Submissions on sanctions and seeking and receiving further clarification on the amount of time spent by Staff on the matter, the Hearing Panel again retired to see if it was in a position to make a decision on Sanctions.

[55] After carefully reviewing Staff's written and oral submissions, as well as the factual evidence before us, the Hearing Panel returned to the hearing room and advised that, with the exception of the amount requested for costs, the Hearing Panel agreed with Staff's requests for Sanctions, for, *inter alia*, the reasons proffered by Staff.

[56] With respect to costs, the Hearing Panel, unanimously, agreed that, in light of the total non-co-operation of both Respondents and the consequent additional work which, of necessity, had to be performed by Staff, the cost award should be increased to more closely reflect the actual time spent by Staff.

[57] It has been clearly established that the primary goal of securities legislation is the protection of investors.

[58] Engaging in undisclosed outside activities and borrowing money from clients to fund the outside activities is serious misconduct.

[59] Here, the misconduct involved large sums of money which Lui or Clearwest borrowed or had clients invest in an outside business without the knowledge or consent of the Dealer Member. At least $957,000 was directed, in this fashion, to Lui and his outside business. Moreover, at the date of the hearing, more than $470,000 of the monies borrowed or invested remained unaccounted for and had not been returned to the client.

[60] The misconduct was not an isolated incident. It involved at least two clients and another individual. The misconduct also occurred over a prolonged period of time. It commenced in and around June of 2018 and continued through to June of 2020.

[61] The evidence before us showed that the Respondents, who were married to each other, worked together to facilitate and conceal some of the prohibited transactions and some of the repayments. Lui provided directions to Master. She was an active participant in the misconduct by assisting and facilitating some of the partial repayments to client SK, the repayment of client CM's loan to Lui and the repayments of EM's investment in Clearwater.

[62] The Respondents placed their own interests ahead of the clients, disregarded their responsibilities as Approved Persons, placed client monies at risk and obtained substantial personal benefits to which they were not entitled by virtue of their regulatory obligations.

<u>Failure to Co-Operate</u>

[63] In the case before us, there was a complete and utter failure to co-operate with CIRO Staff on the part of both Respondents. This clearly impacted Staff's ability to determine all of the relevant facts and the full extent of the Respondents' conduct, including full details of the loans or investments made by clients SK and CK and individual EM in Clearwest, the whereabouts of all outstanding monies and whether the Respondents engaged in other outside business or personal financial dealings with any other clients.

[64] The Respondents are ungovernable. The sanctions which we impose for this type of conduct must be meaningful and must demonstrate to other Approved Persons that there is a positive enforceable obligation to fully co-operate with Staff in any investigation it seeks to carry out with respect to alleged regulatory misconduct.

[65] Thus, we have, unanimously, concluded that the only appropriate sanction for this type of egregious conduct is a permanent prohibition on each of the Respondent's ability to conduct securities related business in any capacity while in the employ of or associated with any Dealer Member of CIRO.

<u>Benefits Received by the Respondents and Client Harm</u>

[66] Lui received at least $957,000 in monies borrowed or invested by two clients and one individual. He has failed to either repay or account for approximately $470,947.17 that was received from client SK.

[67] Lui must not benefit from his wrongdoing, and thus, this outstanding amount must form the base amount in determining the appropriate fine to be assessed against him.

<u>The Respondents' Recognition of the Seriousness of the Misconduct</u>

[68] As the Respondents chose not to co-operate with CIRO Staff, chose not to file a Reply to the Notice of Hearing, and chose not to participate in the hearing of this matter, there is no evidence before us from them as to whether they recognize the seriousness of their misconduct.

The Respondents' Past Conduct, including Prior Sanctions

[69] Although neither of the Respondents have been the subject of CIRO or MFDA disciplinary proceedings, in light of the seriousness of their respective misconduct, we give little weight to this fact.

Deterrence

[70] Deterrence is intended to capture both the specific deterrence of the wrongdoer, as well as general deterrence of the other participants in the capital markets, in order to protect investors.

[71] We agree with the submissions of Staff that a permanent prohibition and a fine of $770,947 for Lui will act as a specific and general deterrent and reinforce the message that the type of misconduct witnessed here will not be tolerated by CIRO.

[72] The fine includes an amount for disgorgement of the $470,947.17 obtained from client SK for which there has been no evidence of repayment, plus a fine of $225,000 for personal financial dealings, conflict of interest and undisclosed outside business activities, as outlined in Allegations #1 and #2, along with a fine of $75,000 for failing to co-operate with CIRO's investigation into his activities. We are aware that there are precedent decisions for a $50,000 fine for non-co-operation. However, in this case, the non-co-operation on the part of both Respondents was so extensive and long-lasting that we agreed with Staff's submission that a fine in the amount of $75,000 was appropriate.

[73] With respect to Master, we agree with Staff that a permanent prohibition and a fine of $150,000, as broken down by Staff, will act as a specific and general deterrent and will reinforce the message that this type of misconduct will not be tolerated by CIRO.

Previous Decision Made in Similar Circumstances

[74] Staff provided the Hearing Panel with a detailed chart seeking to show that the proposed sanctions are consistent with the sanctions imposed by Hearing Panels in similar circumstances. The following cases were discussed:

(a) *Boldt (Re)*[7]
(b) *Davies (Re)*[8]
(c) *Yin (Re)*[9]
(d) *Chapman (Re)*[10]
(e) *Minhas (Re)*[11]
(f) *Hsu, Hui Chuan Lisa (Re)*[12]
(g) *Secord, Madrie Ann (Re)*[13]
(h) *Alam, MD Shakirul (Re)*[14]
(i) *Okopny, Edward Jonathan (Re)*[15]

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[7] 2017 CanLII 12373 (CA MFDAC)

[8] 2020 CanLII 80677 (CA MFDAC)

[9] 2022 CanLII 70899 (CA MFDAC)

[10] *(2021) Hearing Panel of the Central Regional Council, MFDA File No. 201934*

[11] *2025 CIRO 17*

[12] 2022 CanLII 115327 (CA MFDAC)

[13] 2020 CanLII 30060 (CA MFDAC)

[14] 2020 CanLII 80866 (CA MFDAC)

[15] 2016 CanLII 59866 (CA MFDAC)

COSTS

[75] As indicated earlier in these Reasons for Decision, in light of the conduct of the Respondents, we felt that Staff's request for costs, in the total amount of $25,000, was insufficient.

[76] At the hearing, we were advised that the costs, up to May 31, 2025, were $46,000. We requested, and subsequently received, a Bill of Costs in the amount of $53,785.30. As reflected in the covering Affidavit of Terri Ash, the amount set out in the Bill of Costs does not reflect all of the time spent by Staff on this file, nor does it include any disbursements.

[77] The operations of CIRO are funded by fees assessed on its Dealer Members. By awarding costs, the Hearing Panel is seeking to transfer some of the financial costs of investigating and prosecuting the Respondents from the CIRO membership to the Respondents, who have contravened their regulatory obligations.

[78] After due consideration, we made the following Cost Orders against the Respondents:

(a) Liu - $25,000

(b) Master - $15,000

DECISION

[79] After due consideration of all the evidence, as well as the written and oral Submissions of Staff, we made the following Order:

(a) The Respondents are permanently prohibited from conducting securities related business in any capacity while in the employ of or associated with any CIRO Dealer Member commencing on the date of this Order, pursuant to Mutual Fund Dealer Rule 7.4.1.1(e);

(b) The Respondent Lui shall pay a fine in the amount of $770,947 on the date of this Order, pursuant to Mutual Fund Dealer Rule 7.4.1.1(b);

(c) The Respondent Master shall pay a fine in the amount of $150,000 on the date of this Order, pursuant to Mutual Fund Dealer Rule 7.4.1.1(b);

(d) The Respondent Lui shall pay costs in the amount of $25,000 on the date of this Order, pursuant to Mutual Fund Dealer Rule 7.4.2; and

(e) The Respondent Master shall pay costs in the amount of $15,000 on the date of this Order, pursuant to Mutual Fund Dealer Rule 7.4.2.

DATED at Toronto this 24th day of July, 2025

"Thomas J. Lockwood"
Thomas J. Lockwood, K.C.
Chair

"Eugene Park"
Eugene Park
Industry Representative

"Ken Mann"
Ken Mann
Industry Representative

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