Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Building, EDSA, Greenhills, Mandaluyong City
Office of the General Counsel

In the Matter of:
SATARAH WELLNESS MARKETING, SATARAH INVESTMENT GROUP, INC., and SATARAH WELLNESS INTERNATIONAL,

SEC-CDO CASE NO. 05-15-018
FOR: Issuance of Permanent Cease and Desist Order

ENFORCEMENT AND INVESTOR PROTECTION DEPARTMENT,
Petitioner.
x----------x

25 April 2016

TO:

SATARAH WELLNESS MARKETING
Les Sarfenelle, Inc. Building 114 Road 2, Quezon Hill Proper, Baguio City

ROMYLLIE B. LAU
AC 119 Eastern Buyagan, La Trinidad Benguet

SECURITIES AND EXCHANGE COMMISSION BAGUIO CITY EXTENSION OFFICE
Baguio Convention Center, Government Center, Baguio City

ENFORCEMENT AND INVESTOR PROTECTION DEPARTMENT
Securities and Exchange Commission 5th Floor SEC Bldg., EDSA, Greenhills Mandaluyong City

INFORMATION & COMUNICATIONS TECHNOLOGY DEPARTMENT
Securities and Exchange Commission 7th Floor SEC Bldg., EDSA, Greenhills Mandaluyong City

COMPANY REGISTRATION AND MONITORING DEPARTMENT
Securities and Exchange Commission 2nd Floor SEC Bldg., EDSA, Greenhills Mandaluyong City

CORPORATE GOVERNANCE FINANCE DEPARTMENT
Securities and Exchange Commission 11th Floor SEC Bldg., EDSA, Greenhills Mandaluyong City

MARKETS AND SECURITIES REGULATION DEPARTMENT
Securities and Exchange Commission 6th Floor SEC Bldg., EDSA, Greenhills Mandaluyong City

ECONOMIC RESEARCH AND TRAINING DEPARTMENT
Securities and Exchange Commission 10th Floor SEC Bldg., EDSA, Greenhills Mandaluyong City

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ENFORCEMENT AND INVESTOR PROTECTION DEPARTMENT,
Movant.
x----------x

ORDER

For the consideration of the Commission *En Banc* is the *Motion for Issuance of Permanent Cease and Desist Order* (Motion for Permanent CDO) filed on 23 February 2016[1] by petitioner/movant Enforcement and Investor Protection Department (EIPD) of the Commission praying that the Cease and Desist Order (CDO) dated 30 June 2015 be made permanent.

Satarah Investment Group, Inc. (Satarah Investment) registered with the Commission on 2 February 2015 under SEC Registration No. CS201501660. Its incorporators and first directors include Romyllie B. Lau, Wing Pan Henrich Lau and Ruby Batolne. However, it is prohibited from acting as broker or dealer in securities as provided in its primary purpose and Certificate of Incorporation.[2]

Satarah Wellness Marketing is an enterprise registered with the Department of Trade and Industry (DTI) on 11 April 2013 under Certificate No. 02028867 which was issued to Romyllie B. Lau,[3] who is the sole proprietor.[4]

Satarah Wellness International is allegedly a non-registered entity, and has placed its advertisements in websites such as YouTube, Facebook and SlideShare.[5]

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[1] *Motion for Permanent CDO* dated 19 February 2016.
[2] *Id.*, par. 3, Annex "B" (Certificate of Incorporation dated 2 February 2015), and Annex "C" (Articles of Incorproation).
[3] *Motion for Issuance of CDO in the Petition (For Revocation of Certificate of Incorporation)* filed on 18 May 2015 and dated 13 May 2015, par. 2 and Annex "A" (DTI Certificate issued to Satarah Wellness Marketing).
[4] *Id.*, Annex "H-1" (Minutes of the Conference held on 22 April 2015 before the EIPD).
[5] *Id.*, pars. 4 and 33.

On 30 June 2015, the Commission *En Banc* issued a CDO finding Satarah Wellness Marketing and Romyllie B. Lau to be engaged in the sale or offering for sale or distribution within the Philippines of securities, i.e., investment contracts, based on the statements made by Ms. Lau, Ms. A,[6] who was a client of Satarah Wellness Marketing, and the "Terms and Conditions"[7] of Satarah Wellness Marketing, without a registration statement duly filed with and approved by the Commission in violation of Sec. 8.1 of the SRC. The CDO states that parties subject thereto may file a request for lifting thereof within five (5) days from receipt hereof.

The pertinent portion of the CDO reads as follows:

> **"WHEREFORE,** premises considered, ROMYLLIE B. LAU, her DTI registered enterprise known as SATARAH WELLNESS MARKETING, and their officers, agents, representatives, conduits, assigns, and any and all persons claiming and acting for and in their behalf and under their authority, as well as the operators and administrators of Satarah Wellness International who posted its advertisements in websites such as YouTube and SlideShare, are hereby ordered to **IMMEDIATELY CEASE AND DESIST,**[8] **UNDER PAIN OF CONTEMPT, from further offering, soliciting, or otherwise offering or selling unregistered securities in the form of investment contracts to the public, such as, but not limited to, investment contracts, pooling of funds, investment trusts, or similar forms, and, in connection therewith, soliciting, accepting or receiving from others, money for the purpose of trading in any futures contract. x x x"** (Underline ours)

On 29 July 2015, Romyllie B. Lau, in representation of Satarah Wellness Marketing and Satarah Investment, filed a *Manifestation and Motion (in lieu of Request to Lift [CDO]*) (Manifestation) stating that their "incorporators" have decided to TERMINATE the existence of said firms in order to erase doubts of any misconception.[9]

Hence, this *Motion For Issuance of Permanent [CDO]* stating that the parties subject to the CDO were given a period of five (5) days to request for its lifting pursuant to Section 64.3 of the Securities Regulation Code (SRC)[10]. However, to date, the parties

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[6] The witness, Ms. A, requested that her identity be kept confidential.

[7] "Terms and Conditions" attached to the SEC Baguio Extension Office (SEC BEO) Memorandum (Motion for CDO, Annex "D") and procured by the RLECC (Motion for CDO, "B-1" of Annex "I" [Inspection Report of SEC BEO]).

[8] Section 64.1., SRC. The Commission, after proper investigation or verification, *motu propio*, or upon verified complaint by any aggrieved party, may issue a cease and desist order without the necessity of a prior hearing if in its judgment the act or practice, unless restrained, will operate as a fraud on investors or is otherwise likely to cause grave or irreparable injury or prejudice to the investing public.

[9] Manifestation dated 22 July 2015, p. 1.

[10] Republic Act No. 8799 (2000).

subject to the CDO have not filed any motion or request to lift the CDO. Thus, the EIPD prays that an order be issued making the CDO permanent.[11]

Section 64.3 of the SRC provides the following:

> "64.3. **Any person against whom a cease and desist order was issued may, within five (5) days from receipt of the order, file a formal request for a lifting thereof.** Said request shall be set for hearing by the Commission not later than fifteen (15) days from its filing and the resolution thereof shall be made not later than ten (10) days from the termination of the hearing. If the Commission fails to resolve the request within the time herein prescribed, the cease and desist order shall automatically be lifted."

In the case at bar, to date, the parties subject to the CDO failed to file a motion or formal request to lift the said CDO pursuant to such order and Section 64.3 of the SRC. Instead, Romyllie B. Lau, in representation of Satarah Wellness Marketing and Satarah Investment, filed a Manifestation stating that the "incorporators" decided to terminate such entities. Thus, the Commission is constrained to render the CDO issued on 30 June 2015 as PERMANENT.

WHEREFORE, premises considered, the *Manifestation and Motion (in lieu of Request to Lift Cease and Desist Order*) is hereby **NOTED** and the CEASE AND DESIST ORDER issued against Romyllie B. Lau, her DTI registered enterprise known as SATARAH WELLNESS MARKETING, and their officers, agents, representatives, conduits, assigns, and any and all persons claiming and acting for and in their behalf and under their authority, as well as the operators and administrators of Satarah Wellness International who posted its advertisements in websites such as YouTube and SlideShare, is hereby **MADE PERMANENT**.

The **SEC Baguio Extension Office of the Commission** is hereby **DEPUTIZED** to: (a) serve this Order on Romyllie B. Lau and her DTI registered enterprise known as SATARAH WELLNESS MARKETING, (b) post copies of the Order at the entrance of the main office and/or branches, if any, of SATARAH WELLNESS MARKETING.

Let a copy of this Order be also posted in the Commission's website; published in a national newspaper of general circulation and furnished to the Markets and Securities Regulation Department, Company Registration and Monitoring Department, the Corporation Finance Department and the Economic Research and Information Department of the Commission for their information and appropriate action.

The **SEC Baguio Extension Office of the Commission** is hereby **FURTHER DIRECTED** to submit a FORMAL COMPLIANCE REPORT, by way of a pleading, to the Commission *En Banc* WITHIN FIVE (5) DAYS from receipt of this *Order*.

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[11] *Motion For Issuance of Permanent [CDO]* dated 19 February 2016, pars. 2 and 4.

COPY FURNISHED:

Company Registration and Monitoring Department
2nd Floor, Securities and Exchange Commission
SEC Building, EDSA, Greenhills
Mandaluyong City, Metro Manila Philippines

Corporate Governance Finance Department
11th Floor, Securities and Exchange Commission
SEC Building, EDSA, Greenhills
Mandaluyong City, Metro Manila Philippines

Markets and Securities Regulation Department
6th Floor, Securities and Exchange Commission
SEC Building, EDSA, Greenhills
Mandaluyong City, Metro Manila Philippines

Economic Research and Training Department
10th Floor, Securities and Exchange Commission
SEC Building, EDSA, Greenhills
Mandaluyong City, Metro Manila Philippines

Information and Communication Technology Department
7th Floor, Securities and Exchange Commission
SEC Building, EDSA, Greenhills
Mandaluyong City, Metro Manila Philippines

GREETINGS:

Please take notice that on 21 April 2016 an **ORDER** was issued in the above-entitled case, the original of which is now on file with this office.

Mandaluyong City, Philippines

By Authority of the Commission *En Banc:*

ARMANDO A. PAN, JR.
Officer-in-charge
Office of the Commission Secretary