



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
Toronto ON M5H 3S8

CP 55, 19^e étage
20, rue queen ouest
Toronto ON M5H 3S8

**IN THE MATTER OF THE *SECURITIES ACT*,
R.S.O. 1990, c. S.5, AS AMENDED**

- and -

**IN THE MATTER OF
MI CAPITAL CORPORATION and ONE CAPITAL CORP. LIMITED**

**STATEMENT OF ALLEGATIONS
OF STAFF OF THE ONTARIO SECURITIES COMMISSION**

Staff of the Ontario Securities Commission (“Staff”) allege:

I. OVERVIEW

1. MI Capital Corporation (“MI Capital”) and One Capital Corp. Limited (“One Capital”) (together, the “Respondents”) are subject to an order made by the New Brunswick Securities Commission (the “NBSC”) dated June 11, 2012 (the “NBSC Order”) that imposes sanctions, conditions, restrictions or requirements upon them.
2. In its Reason for Decision on the Merits dated August 8, 2012 (the “Reasons”), a panel of the NBSC found that the Respondents engaged in unregistered trading contrary to subsection 45(a) of the *Securities Act* S.N.B. 2004, c. S-5.5 (the “NB Act”), and acted contrary to the public interest.
3. Staff are seeking an inter-jurisdictional enforcement order pursuant to paragraph 4 of subsection 127(10) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”), reciprocating the NBSC Order.

4. In its Reasons, the NBSC found that the conduct for which the Respondents were sanctioned took place in and around April 2012 through May 2012.

II. THE NBSC PROCEEDINGS

The NBSC Findings

5. In its Reason, a panel of the NBSC made the following findings:
 - a. the Respondents traded in securities or exchange contracts in New Brunswick;
 - b. no exemptions are available to the Respondents which would allow them to trade without being registered;
 - c. none of the Respondents is registered with the NBSC to trade; and
 - d. these are appropriate circumstances for the NBSC to exercise its public interest jurisdiction, pursuant to section 184 of the NB Act.
6. In its Reasons, the NBSC found that MI Capital has its head office in Hong Kong and One Capital has its head office in Singapore.

The NBSC Order

7. The NBSC Order imposed the following sanctions, conditions, restrictions or requirements upon the Respondents, pursuant to paragraphs 184(1)(c) and 184(1)(d) of the NB Act:
 - a. that the Respondents permanently cease trading in all securities;
 - b. that all trading in any securities offered by the Respondents cease permanently; and
 - c. that any exemptions contained in New Brunswick securities law do not apply to the Respondents permanently.

III. JURISDICTION OF THE ONTARIO SECURITIES COMMISSION

8. The Respondents are subject to an order of the NBSC imposing sanctions, conditions, restrictions or requirements on them.
9. Pursuant to paragraph 4 of subsection 127(10) of the Act, an order made by a securities regulatory authority, derivatives regulatory authority or financial regulatory authority, in any jurisdiction, that imposes sanctions, conditions, restrictions or requirements may form the basis for an order in the public interest made under subsection 127(1) of the Act.
10. Staff allege that it is in the public interest to make an order against the Respondents.
11. Staff reserve the right to amend these allegations and to make such further and other allegations as Staff deem fit and the Commission may permit.
12. Staff request that this application be heard by way of a written hearing pursuant to Rules 2.6 and 11 of the *Ontario Securities Commission Rules of Procedure*.

DATED at Toronto, this 12th day of February, 2013.