

Bangladesh Securities and Exchange Commission
Enforcement Division
Enforcement Department
Market, Market Intermediaries, and Other Affairs Section
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নং- বিএসইসি/এনফোর্সমেন্ট/৪০৮৮/২০২৫/ ৭২৬

তারিখঃ ১৫ অক্টোবর ২০২৬

H. M. RUBAIYAT

BO ID # 1205590077006181

UCB Stock Brokerage Limited

Bulus Center (17th Floor, West Side), Plot # CWS(A)1, Road # 34, Gulshan Avenue

Dhaka-1212

বিষয় : আদেশ।

কমিশনের আদেশ নং- বিএসইসি/এনফোর্সমেন্ট/৪০৮৮/২০২৫/৭২০ তারিখঃ ১৩ অক্টোবর ২০২৬ এর সত্যায়িত অনুলিপি আপনার অবগতি ও প্রয়োজনীয় ব্যবস্থা গ্রহণের জন্য এতদসঙ্গে সংযুক্ত করা হলো।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের পক্ষে,



মুহাম্মদ সাদেকুর রহমান ভূইয়া

সহকারী পরিচালক (এনফোর্সমেন্ট)

ই-মেইল- msrahman@sec.gov.bd

অবগতির জন্য অনুলিপি:

১. চেয়ারম্যান মহোদয়ের দপ্তর, বিএসইসি।
২. পিও টু সকল কমিশনার, বিএসইসি।
৩. পিও টু নির্বাহী পরিচালক, এনফোর্সমেন্ট, বিএসইসি।
৪. পিও টু নির্বাহী পরিচালক, আইসিটিডি, বিএসইসি।
৫. নির্বাহী পরিচালক, এমআইএডি, বিএসইসি।
৬. পিও টু পরিচালক, এনফোর্সমেন্ট, বিএসইসি।

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তারিখঃ ১৩ অক্টোবর ২০২৬

আদেশ

যেহেতু, Securities and Exchange Ordinance, 1969 এর Section 2 (cc) মোতাবেক “কমিশন” অর্থ বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন যা বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন আইন, ১৯৯৩-এর অধীনে গঠিত;

যেহেতু, বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন- এর সার্ভেইল্যান্স নোট- BSEC/Surveillance/2024-1024/436 dated July 01, 2025 -এ প্রদত্ত ক্ষমতাবলে ঢাকা স্টক এক্সচেঞ্জ লিমিটেড- এর তদন্ত দল ২৬-০৫-২০২৫ থেকে ৩০-০৬-২০২৫ পর্যন্ত সময়ের জন্য Taufika Foods and Lovello ice-cream PLC (LOVELLO) এর শেয়ার লেনদেনের তদন্ত (investigation) কার্যক্রম পরিচালনা করেছে এবং কমিশনে এ সংক্রান্ত একটি প্রতিবেদন দাখিল করেছে। তদন্ত প্রতিবেদন থেকে অন্যান্যের মধ্যে নিম্নলিখিত বিষয়গুলি উপস্থাপিত হয়:

It has been observed that the price and volume of shares of Taufika Foods and Lovello ice-cream PLC (LOVELLO) moved significantly, which seems unusual and suspicious. Subsequently, the Investigation and Enforcement Department of the Dhaka Stock Exchange PLC carried out an investigation considering the period from 26.05.2025 to 30.06.2025, to find out whether any violation of securities-related laws was made regarding the trading of shares of LOVELLO, and prepared a report. The report was further forwarded to the Enforcement Department of the Commission for necessary action.

Yesterday, the Closing Price (YCP) of the share of Taufika Foods and Lovello Ice-cream PLC as on 26-05-2025 was Tk. 78.90, and the closing price of the same was Tk. 98.60 as on 30-06-2025. During this period from 26-05-2025 to 30-06-2025, the price of the share of Taufika Foods and Lovello Ice-cream PLC increased by Tk. 19.70, which is approximately 24.97% higher compared to the closing price of 25-05-2025.

Moreover, the following are the findings and observations of the report:

Trade details of ZHUANG LIFENG and associate(s):

Observations:

After analyzing documents, it is observed that ZHUANG LIFENG (Client code # 23681 of Prime Bank Securities Limited) was the top buyer of “LOVELLO” shares from 26.05.2025 to 30.06.2025. It was observed that the aforesaid client was involved with the following accounts through which he traded shares of “LOVELLO” during the investigation period:

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Muhammad Sadequr Rahman Bhuiyan
Assistant Director
Bangladesh Securities and Exchange Commission

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BO ID	Client Code	Client Name	DP Name	Remarks
1205080075141782	23681	ZHUANG LIFENG	Prime Bank Securities Limited	Individual Account
1606570075991670	C00050	LIZ FASHION IND. LTD. E.C.P.F	CBC Capital and Equity Management Ltd	Zhuang Lifeng is the owner of those two companies.
1606570075807869	COP001	CBC CAPITAL & EQUITY MGT. LTD.	CBC Capital and Equity Management Ltd	
1205590077006181	13303	H. M. RUBAIYAT	UCB Stock Brokerage Limited	1. H. M. Rubaiyat is the authorized person/ account operator of Zhuang Lifeng. 2. Shayla Akter is the spouse of Mr. Rubaiyat.
1205590076522315	12385	SHAYLA AKTER	UCB Stock Brokerage Limited	3. Same e-mail address has been used (hmrubaiyat@gmail.com).
1606570076385564	M00068	Rajan Kumar Saha	CBC Capital and Equity Management Ltd	He is the DGM planning and contact person of Liz Fashion Ind. Ltd. E.C.P.F

Summary of the trade by ZHUANG LIFENG and associate(s):

Summary											
Block Buy			Block Sale			Total Buy			Total Sale		
Qty	Price W.Avg.	Amount	Qty	Price W.Avg.	Amount	Qty	Price W.Avg.	Amount	Qty	Price W.Avg.	Amount
1351208	96.32	130144266	4245634	91.11	386828847	5,267,060	95.3	501970200	5,010,253	90.05	451154007

Cost of Shares Sold		Stock Position		
Price (W.Avg.)	Amount	Qty	Price (W.Avg.)	Amount
85.58	428776151	3977346	93.71	372699919

Gain and Loss by ZHUANG LIFENG and associate(s) from 26.05.2025 to 30.06.2025:

Realized Capital gain(loss) per unit	4.47	Average Sale Price - Average Cost Price
Realized Capital gain (loss)%	5.22%	Gain (loss) Per Unit/Cost Per Unit
Realized Capital gain (loss)TK	22,377,855.31	Total Sale Quantity x Gain (loss) Per Unit
Closing Price (30-06-2025)	98.60	Closing Price of Last Investigation Date
Unrealized gain (loss) per unit	4.89	Closing Price of Last Investigation Date - Average Price of Stock Position

Attested

[Signature]

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Asst. Gen. Director
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Unrealized gain (loss) %	5.22%	Unrealized gain (loss) per unit /Average Price of Stock Position
Unrealized gain (loss) TK	19,466,396.97	Quantity of Stock Position x Unrealized gain (loss) per unit

As per DSE trade data, it was observed that ZHUANG LIFENG and associate(s) bought 5267060 shares and sold 5010253 shares of LOVELLO from the public market during the period from 26-05-2025 to 30-06-2025. With the said BO account(s), ZHUANG LIFENG and associate(s) traded 22.30% shares of LOVELLO and realized a capital gain of Tk. 22377855.31 from the trading of the LOVELLO share during the investigation period. The said client(s) had also unrealized gain of TK. 19466396.97 during the period.

Individual gains/(loss) of the said persons are as follows:

Sl. No	Client Name	Realized gain/loss (TK.)	Unrealized gain/loss (TK.)
1.	ZHUANG LIFENG	(1,212,212.98)	(3,094,753.03)
2.	LIZ FASHION IND. LTD. E.C.P.F	5,464,584.92	2,549,058.12
3.	CBC CAPITAL & EQUITY MGT. LTD.	2,598,141.64	27,537,256.61
4.	H. M. RUBAIYAT	2,327,265.63	2,037,019.37
5.	SHAYLA AKTER	1,575,304.71	1,812,035.29
6.	RAJAN KUMAR SAHA	250,552.00	0.00

Findings:

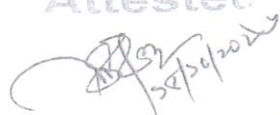
As per **section 17 of the Securities and Exchange Ordinance, 1969**, "No person shall, for the purpose of inducing, dissuading, effecting, preventing or in any manner influencing or turning to his advantage, the sale or purchase of any security, directly or indirectly, -

.....
(e) do any act or practice or engage in a course of business, or omit to do any act which operates or would operate as a fraud, deceit or manipulation upon any person, in particular-
.....

(v) directly or indirectly effect a series of transactions in any security creating the appearance of active trading therein or of raising of price for the purpose of including its purchase by others or depressing its price for the purpose of inducing its sale by others."

It is evident that ZHUANG LIFENG and associate(s) were involved directly and indirectly in a series of transactions of **LOVELLO** shares with his aforesaid BO accounts in order to create the appearance of active trading and raising of the price of the said shares.

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Contravention(s):

It appears that ZHUANG LIFENG (BOID # 1205080075141782) and associates (BOID # 1606570075991670, 1606570075807869, 1205590077006181, 1205590076522315, 1606570076385564) have violated the following:

- **Section 17(e)(v) of the Securities and Exchange Ordinance, 1969**, by directly and indirectly effecting a series of transactions of "LOVELLO" shares, creating the appearance of active trading therein and raising the price of the said shares.

Observation- 2:

After analyzing the trade pattern of the clients, the investigation team found that ZHUANG LIFENG (BOID # 1205080075141782), LIZ FASHION IND. LTD. E.C.P.F (BOID # 1606570075991670), CBC CAPITAL & EQUITY MGT. LTD. (BOID # 1606570075807869), H. M. RUBAIYAT (BOID # 1205590077006181), SHAYLA AKTER (BOID # 1205590076522315) and Rajan Kumar Saha (BOID # 1606570076385564) were involved in trading of shares of "LOVELLO" within the investigation period and these accounts were acting as counter party of each other for 967,125 shares of LOVELLO on several dates in 13 howlas in the public market.

Finding-2:

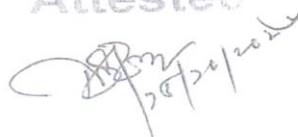
As per **section 17 of the Securities and Exchange Ordinance, 1969 (XVII of 1969)**, "No person shall, for the purpose of inducing, dissuading, effecting, preventing or in any manner influencing or turning to his advantage, the sale or purchase of any security, directly or indirectly,

.....
.....
(e) do any act or practice or engage in a course of business, or omit to do any act which operates or would operate as a fraud, deceit, or manipulation upon any person, in particular-

(ii) create a false and misleading appearance of active trading in any security."

It was observed that ZHUANG LIFENG (BO ID # 1205080075141782), LIZ FASHION IND. LTD. E.C.P.F (BOID # 1606570075991670), CBC CAPITAL & EQUITY MGT. LTD. (BOID # 1606570075807869), H. M. RUBAIYAT (BOID # 1205590077006181), SHAYLA AKTER (BOID # 1205590076522315), and Rajan Kumar Saha (BOID # 1606570076385564) traded 967,125 shares of "LOVELLO" among each other during the investigation period.

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Contravention:

It appears that ZHUANG LIFENG (BOID # 1205080075141782), LIZ FASHION IND. LTD. E.C.P.F (BOID # 1606570075991670), CBC CAPITAL & EQUITY MGT. LTD. (BOID # 1606570075807869), H. M. RUBAIYAT (BOID # 1205590077006181), SHAYLA AKTER (BOID # 1205590076522315), and Rajan Kumar Saha (BOID # 1606570076385564) have violated:

- **Section 17 (e) (ii) of the Securities and Exchange Ordinance, 1969**, by executing trades of "LOVELLO" shares by creating a false and misleading appearance while trading in that security.

যেহেতু, উপর্যুক্ত আলোচ্য বিষয়ে আইন ভঙ্গের কারণে কমিশনের এনফোর্সমেন্ট বিভাগ কর্তৃক show-cause-cum hearing notice No. BSEC/Enf/4088/2025/18 dated January 6, 2026 এবং rescheduled letter ref. BSEC/Enf/4088/2025/170 dated March 11, 2026 এবং পরবর্তীতে rescheduled letter ref. BSEC/Enf/4088/2025/308 dated April 29, 2026 and ref. BSEC/Enf/4088/2025/429 dated June 21, 2026 এর মাধ্যমে জুন ২৯, ২০২৬ ইং তারিখে কারণ প্রদর্শন সহ শুনানীতে উপস্থিতি হতে বলা হয়। শুনানীতে উপস্থিত হয়ে Mr. H.M. Rubaiyat নিম্নলিখিত বক্তব্য দাখিল করেন:

"...I have been serving as the Head of Finance of Liz Fashion Industry Limited March 9, 2020. In addition to my regular duties and responsibilities, the management of the company assigned me to operate the BO account of Mr. Zhuang Lifeng. As my professional expertise is primarily in Finance and Accounting, I accepted this responsibility as an additional assignment entrusted to me by the company.

On December 9, 2024, Mr. Zhuang Lifeng and I separately met a certain authorized representative/fund manager. During those meetings, he discussed the future prospects and expansion plans of Taufika Foods And Lovello Ice-cream Plc (LOVELLO) in the frozen food sector and expressed their positive views regarding the company's potential growth. Based on such discussions and investment recommendations, Mr. Zhuang Lifeng decided to invest in the shares of Taufika Foods And Lovello Ice-cream Plc (LOVELLO).

CBC Capital & Equity Management Limited and another asset management company management was approached separately by the above-mentioned fund manager and another fund manager from UCB Stock Brokerage Limited to invest on the LOVELLO stock. On December 11, 2024, CBC Capital & Equity Management Limited management officially seek permission to invest on LOVELLO stock from Mr. Zhuang Lifeng and got the approval and on the same date I got permission to convert one of his previous investments to LOVELLO stock. Due to my lack of knowledge in securities exchange laws, I have entrusted the above mentioned two fund managers to take responsibility of the trade operation of Mr. Zhuang Lifeng's account at Prime Bank

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Assistant Director
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Securities Limited, BO ID#1205080075141782. Accordingly, on December 30, 2024, acting upon the instruction of Mr. Zhuang Lifeng, I placed a buy order for shares of Taufika Foods And Lovello Ice-cream Plc (LOVELLO) through Prime Bank Securities Limited.

Subsequently, in mid-March 2025, an authorized representative/fund manager of UCB Stock Brokerage Limited approached me regarding investment in LOVELLO shares and offered assistance in managing trading activities in the BO accounts belonging to myself and my wife (H.M. Rubaiyat, BO ID No. 1205590077006181 and Shayla Akter, BO ID No. 1205590076522315). Thereafter, these accounts were converted into margin accounts and margin facilities were availed. As a consequence, substantial financing costs were incurred and the investments were ultimately liquidated at a loss, as summarized below:

Sl No	BO ID	Stock	Quantity	Average Buy Price	Average Sell Price	Net Gain/(Loss)	Margin Interest
1	1205590077006181	LOVELLO	724,315	88.08	85.71	(1,717,520.94)	(860,792.78))
2	1205590076522315	LOVELLO	568,615	84.94	84.72	(126,824.52)	(561,660.82)

Furthermore, from May 18, 2025 to June 12, 2025, I was in the Kingdom of Saudi Arabia to perform the Holy Hajj pilgrimage. During this period, a significant number of transactions involving Taufika Foods And Lovello Ice-cream Plc (LOVELLO) shares were executed. Owing to my absence from the country and my engagement in the religious obligations associated with Hajj, I was not in a position to regularly monitor trading activities during that period.

I respectfully submit that I had no intention whatsoever to violate any provision of the securities laws, rules, or regulations. Any non-compliance that may have occurred was entirely inadvertent and unintentional. At the relevant time, I did not possess adequate knowledge or understanding of the applicable capital market regulations and was unaware that the transactions in question could give rise to regulatory concerns.

I sincerely regret any contravention that may have arisen from these transactions and offer my unreserved apology to the Honorable Commission. I respectfully assure the Commission that I have learned from this experience and shall exercise the utmost caution in all future investment activities. I further undertake to strictly comply with all applicable securities laws, rules, regulations, and directives issued by the Commission..."

সেহেতু, Mr. H.M. Rubaiyat - এর উপর্যুক্ত বক্তব্য থেকে প্রতীয়মান হয় যে, উপস্থাপিত অভিযোগসমূহ সঠিক, সেহেতু এক্ষেত্রে Mr. H.M. Rubaiyat -এর ব্যাখ্যা কমিশনের নিকট গ্রহণযোগ্য হিসেবে বিবেচিত হয়নি;

সেহেতু, Mr. H.M. Rubaiyat - এর উপর্যুক্ত কর্মকাণ্ডের ফলে Securities and Exchange Ordinance, 1969 এর Section 17(e)(ii) এবং Section 17(e)(v) লংঘন করেছেন, যা সিকিউরিটিজ আইনের পরিপন্থী;

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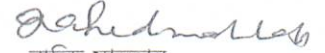
যেহেতু, Mr. H.M. Rubaiyat -এর উপর্যুক্ত কর্মকান্ড Securities and Exchange Ordinance, 1969 এর Section 22 অনুযায়ী শাস্তিযোগ্য অপরাধ;

যেহেতু, কমিশনের বিবেচনায়, সিকিউরিটিজ আইন ও বিধি-বিধান পরিপালনে আলোচ্য ব্যর্থতার জন্য, পুঁজিবাজারের শৃংখলা, স্বচ্ছতা এবং জনস্বার্থে আলোচ্য Mr. H.M. Rubaiyat -কে অর্থদণ্ডে দণ্ডিত করা প্রয়োজন ও সমীচীন;

অতএব, সেহেতু, কমিশন উল্লিখিত যাবতীয় বিষয় বিবেচনাপূর্বক, Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969) এর Section 22 [যা The Securities and Exchange (Amendment) Act, 2000 দ্বারা সংশোধিত] এ প্রদত্ত ক্ষমতাবলে-

- Mr. H.M. Rubaiyat -কে Taufika Foods and Lovello ice-cream PLC- এর শেয়ার লেনদেন করে Securities and Exchange Ordinance, 1969 এর Section 17(e)(ii) লঙ্ঘনের দায়ে ১ (এক) লক্ষ টাকা এবং Securities and Exchange Ordinance, 1969 এর Section 17(e)(v) লঙ্ঘনের দায়ে ৫.৮২ (পাঁচ লক্ষ বিরাশি হাজার) টাকা, মোট ৬.৮২ (ছয় লক্ষ বিরাশি হাজার টাকা) অর্থদণ্ডে দণ্ডিত করা হলো; যা অত্র আদেশের ৩০ (ত্রিশ) দিনের মধ্যে 'বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন' এর অনুকূলে ইস্যুকৃত ব্যাংক ড্রাফট/পে-অর্ডারের মাধ্যমে জমা প্রদান করতে হবে, অন্যথায় সিকিউরিটিজ আইন মোতাবেক পরবর্তী আইনানুগ ব্যবস্থা গ্রহণ করা হবে।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের আদেশক্রমে,



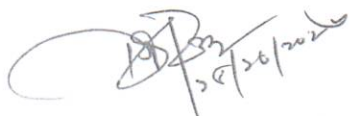
নাহিদ মাহতাব
কমিশনার

13 OCT 2026

বিতরণ:

H. M. RUBAIYAT
BO ID # 1205590077006181
UCB Stock Brokerage Limited

Attested



Muhammad Sadequr Rahman Bhuiyan
Assistant Director
Bangladesh Securities and Exchange Commission