UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION, Plaintiff, v. JUSTIN CHEN and JUN ZHEN, Defendants.	25 cv. 4580 (OEM) (CLP)

[PROPOSED] FINAL JUDGMENT AS TO DEFENDANT JUSTIN CHEN

The Securities and Exchange Commission having filed a Complaint and Defendant Justin Chen having entered a general appearance; consented to the Court's jurisdiction over him and the subject matter of this action; consented to entry of this Final Judgment; waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

(a) to employ any device, scheme, or artifice to defraud;

(b) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or

(c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

by: (i) buying or selling a security of any issuer, on the basis of material nonpublic information, in breach of a fiduciary duty or other duty of trust or confidence that is owed directly, indirectly. or derivatively, to the issuer of that security or the shareholders of that issuer, or to any other person who is the source of the information; or (ii) communicating material nonpublic information about a security or issuer, in breach of a fiduciary duty or other duty of trust or confidence, to another person or persons for purposes of buying or selling any security.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating Section 14(e) of the Exchange Act [15 U.S.C. § 78n(e)] and Rule 14e-3 [17 C.F.R. § 240.14e-3] promulgated thereunder, in connection with any tender offer or request or invitation for tenders, from engaging in any fraudulent, deceptive, or manipulative act or practice, by:

(a) purchasing or selling or causing to be purchased or sold the securities sought or to be sought in such tender offer, securities convertible into or exchangeable for any such securities or any option or right to obtain or dispose of any of the foregoing securities while in possession of material information relating to such tender offer that Defendant knows or has reason to know is nonpublic and knows or has reason to know has been acquired directly or indirectly from the offering person; the issuer of the securities sought or to be sought by such tender offer; or any officer, director, partner, employee or other person acting on behalf of the offering person or such issuer, unless within a reasonable time prior to any such purchase or sale such information and its source are publicly disclosed by press release or otherwise; or

(b) communicating material, nonpublic information relating to a tender offer, which Defendant knows or has reason to know is nonpublic and knows or has reason to know has been acquired directly or indirectly from the offering person; the issuer of the securities sought or to be sought by such tender offer; or any officer, director, partner, employee, advisor, or other person acting on behalf of the offering person of such issuer, to any person under circumstances in which it is reasonably foreseeable that such communication is likely to result in the purchase or sale of securities in the manner described in subparagraph (a) above, except that this paragraph shall not apply to a communication made in good faith

(i) to the officers, directors, partners or employees of the offering person, to its advisors or to other persons, involved in the planning, financing, preparation or execution of such tender offer;

(ii) to the issuer whose securities are sought or to be sought by such tender offer, to its officers, directors, partners, employees or advisors or to other persons involved in the planning, financing, preparation or execution of the activities of the issuer with respect to such tender offer; or

(iii) to any person pursuant to a requirement of any statute or rule or regulation promulgated thereunder.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for disgorgement of $1,828,442, representing his ill-gotten gains as a result of the conduct alleged in the Complaint, and prejudgment interest thereon of $32,261, for a total of $1,860,703, payment of which shall be deemed satisfied by the orders of forfeiture and restitution entered against him in *United States v. Chen et al.*, 25 cr. 303 (E.D.N.Y.).

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. § 523, the allegations in the complaint are true and admitted by Defendant, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Defendant under this Final Judgment or any other judgment, order, consent order, decree or settlement agreement

entered in connection with this proceeding, is a debt for the violation by Defendant of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. § 523(a)(19).

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is incorporated herein with the same force and effect as if fully set forth herein, and that Defendant shall comply with all of the undertakings and agreements set forth therein.

VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

VII.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated: September 8, 2026

/s/Orelia E. Merchant
UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION, Plaintiff, v. JUSTIN CHEN and JUN ZHEN, Defendants.	25 cv. 4580 (OEM) (CLP)

CONSENT OF DEFENDANT JUSTIN CHEN

1. Defendant Justin Chen ("Defendant") acknowledges having waived service of a summons and the complaint in this action, enters a general appearance, and admits the Court's jurisdiction over Defendant and over the subject matter of this action.

2. Defendant has pleaded guilty to criminal conduct relating to certain matters alleged in the complaint in this action. Specifically, in *United States v. Chen et al.*, 25 cr. 303 (E.D.N.Y.), Defendant pleaded guilty to violations of 18 U.S.C. §§ 1349 and 3551 *et seq.* (conspiracy to commit insider trading). In connection with that plea, Defendant admitted the facts set out in the transcript of his plea allocution that is attached as Exhibit A to this Consent. This Consent shall remain in full force and effect regardless of the existence or outcome of any further proceedings in *United States v. Chen*.

3. Defendant hereby consents to the entry of the Final Judgment in the form attached hereto (the "Final Judgment") and incorporated by reference herein, which, among other things: (a) permanently restrains and enjoins Defendant from violation of Sections 10(b) and 14(e) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. §§ 78j(b) and 78n(e)] and

Rules 10b-5 and 14e-3 promulgated thereunder [17 C.F.R. §§ 240.10b-5 and 240.14e-3] as set forth in the Final Judgment; and (b) orders that Defendant is liable for disgorgement of $1,828,442 and prejudgment interest thereon of $32,261, for a total of $1,860,703, payment of which shall be deemed satisfied by the orders of forfeiture and restitution entered against him in *United States v. Chen et al.*, 25 cr. 303 (E.D.N.Y.).

4. Defendant waives the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

5. Defendant waives the right, if any, to a jury trial and to appeal from the entry of the Final Judgment.

6. Defendant enters into this Consent voluntarily and represents that no threats, offers, promises, or inducements of any kind have been made by the Commission or any member, officer, employee, agent, or representative of the Commission to induce Defendant to enter into this Consent.

7. Defendant agrees that this Consent shall be incorporated into the Final Judgment with the same force and effect as if fully set forth therein.

8. Defendant will not oppose the enforcement of the Final Judgment on the ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and hereby waives any objection based thereon.

9. Defendant waives service of the Final Judgment and agrees that entry of the Final Judgment by the Court and filing with the Clerk of the Court will constitute notice to Defendant of its terms and conditions. Defendant further agrees to provide counsel for the Commission, within thirty days after the Final Judgment is filed with the Clerk of the Court, with an affidavit or declaration stating that Defendant has received and read a copy of the Final Judgment.

10. Consistent with 17 C.F.R. § 202.5(f), this Consent resolves only the claims asserted against Defendant in this civil proceeding. Defendant acknowledges that no promise or representation has been made by the Commission or any member, officer, employee, agent, or representative of the Commission with regard to any criminal liability that may have arisen or may arise from the facts underlying this action or immunity from any such criminal liability. Defendant waives any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy or civil penalty herein. Defendant further acknowledges that the Court's entry of a permanent injunction may have collateral consequences under federal or state law and the rules and regulations of self-regulatory organizations, licensing boards, and other regulatory organizations. Such collateral consequences include, but are not limited to, a statutory disqualification with respect to membership or participation in, or association with a member of, a self-regulatory organization. This statutory disqualification has consequences that are separate from any sanction imposed in an administrative proceeding. In addition, in any disciplinary proceeding before the Commission based on the entry of the injunction in this action, Defendant understands that he shall not be permitted to contest the factual allegations of the complaint in this action.

11. Defendant stipulates for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. § 523, that the allegations in the complaint are true, and further, that any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Defendant under the Final Judgment or any other judgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Defendant of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. § 523(a)(19).

12. Defendant hereby waives any rights under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to seek from the United States, or any agency, or any official of the United States acting in his or her official capacity, directly or indirectly, reimbursement of attorney's fees or other fees, expenses, or costs expended by Defendant to defend against this action. For these purposes, Defendant agrees that Defendant is not the prevailing party in this action since the parties have reached a good faith settlement.

13. Defendant agrees that the Commission may present the Final Judgment to the Court for signature and entry without further notice.

14. Defendant agrees that this Court shall retain jurisdiction over this matter for the purpose of enforcing the terms of the Final Judgment.

Dated: 7/27/2026

Justin Chen

On 7/23/2026, 2026, Justin Chen, a person known to me, personally appeared before me and acknowledged executing the foregoing Consent.

Kim Tirelli
Notary Public
Commission expires:

KIM TIRELLI
Notary Public - State of New York
No. 01TI0019313
Qualified in New York County
My Commission Expires January 02, 2028

Approved as to form:

Lino DeMasi, Esq.
Aidala Bertuna & Kamins
546 5th Avenue, 6th Floor
New York, New York 10036
Attorney for Defendant

Exhibit A

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK

UNITED STATES OF AMERICA, Government, vs. (1) JUSTIN CHEN, also known as Jia Wei Chen, Defendant.	) Criminal Case No. 25-CR-303 (OEM)) ARRAIGNMENT and PLEA HEARING) Brooklyn, New York) Date: October 29, 2025) Time: 2:00 P.M.

TRANSCRIPT OF ARRAIGNMENT and PLEA HEARING
HELD BEFORE
THE HONORABLE JUDGE ORELIA E. MERCHANT
UNITED STATES DISTRICT JUDGE

A P P E A R A N C E S

For the Government: Nicholas M. Axelrod, AUSA
Sara K. Winik, AUSA
United States Attorney's Office
Eastern District of New York
271 Cadman Plaza East
Brooklyn, New York 11201
718-254-6055

For the Defendant: Arthur L. Aidala, Esq.
Alexandra DeBenedictis, Esq.
Aidala, Bertuna & Kamins, PC
546 Fifth Avenue
New York, New York 10036
212-486-0011

Also Present: Jennifer Riker, FBI

Proceedings reported by machine shorthand, transcript produced by computer-aided transcription.

Court Reporter: Annette M. Montalvo, CSR, RDR, CRR
Official Court Reporter
United States Courthouse, Room N375
225 Cadman Plaza East
Brooklyn, New York 11201
718-804-2711

(Proceedings commenced at 2:00 p.m., in open court, to wit:)

THE COURT: Good afternoon. Please be seated.

Please call the case.

THE COURTROOM DEPUTY: This is a criminal cause for arraignment, waiver of indictment and pleading, in the matter of *USA v. Chen*, Docket No. 25-CR-303.

Counsel, please state your appearance for the recording, starting with the government.

MR. AXELROD: Good afternoon, Your Honor.

Nick Axelrod and Sara Winik on behalf of the United States. And we're joined today at counsel table by FBI Special Agent Jennifer Riker.

THE COURT: Good afternoon.

MR. AIDALA: Good afternoon, Your Honor.

Arthur Aidala and Alexandra DeBenedictis of the law firm Aidala, Bertuna & Kamins for Mr. Chen.

THE COURT: Good afternoon.

Counsel, how does your client wish to proceed today?

MR. AIDALA: We want to proceed with executing the plea agreement, Your Honor.

THE COURT: I believe he has to be arraigned on the information first; is that correct?

MR. AXELROD: That's correct, Your Honor.

THE COURT: Okay. So, sir, do you understand

English?

THE DEFENDANT: Yes, I do.

THE COURT: And I have before me an information containing charges against you, the sole count of the information being conspiracy to commit insider trading. In that sole count, you were charged with the following, that is: In or about and between January 2025 and June 2025, both dates being approximate and inclusive, within the Eastern District of New York and elsewhere, the defendants Justin Chen and Jun Zhen, together with others, did knowingly and intentionally conspire to execute a scheme and artifice to defraud one or more persons in connection with one or more securities of an insurer, with a class of securities registered under Section 12 of the Securities Exchange Act of 1934, and that was required to file reports under Section 15(d) of the Securities Exchange Act of 1934, to wit: Chen and Zhen obtained material nonpublic information about Triller Group, Inc., ARB OIT Group Limited, Ondas Holdings, Inc., Purple Innovation, Inc., Asset Entities, Inc., Rumble, Inc., Gryphon Digital Mining, Inc., SigmaTron International, Inc., Signing Day Sports, Inc., NewGenIVF Group Limited, Getty Images Holdings, Inc., and Polyrizon Ltd., collectively the "Issuers," in the course of their employment at Edgar Filer 1, an entity the identity of which is known to the United States Attorney, and then in violation of their duties of trust and confidence to Edgar

Filer 1 and the Issuers, and without disclosure to Edgar Filer 1 and the Issuers, converted that information for their own use for the purpose of executing one or more securities transactions in the stock of the Issuers.

It also contains a forfeiture allegation.

Counsel, have you received a copy of the information?

MR. AIDALA: Yes, Your Honor.

THE COURT: And are you satisfied that your client understands the charges?

MR. AIDALA: Absolutely, Your Honor.

THE COURT: Have you advised your client of his rights?

MR. AIDALA: Yes, Your Honor.

THE COURT: The information we just reviewed charges a federal felony punishable by prison for more than one year.

Is your client waiving indictment?

MR. AIDALA: Yes, Your Honor.

THE COURT: I believe there's a form waiver of indictment?

MR. AIDALA: Yes, Your Honor. We have executed that.

THE COURT: I see here that there's a signature, noted here defendant's signature.

Is this your signature, Mr. Chen?

THE DEFENDANT: Yes, Your Honor.

THE COURT: And the signature of defendant's attorney?

MR. AIDALA: Yes, Your Honor. That is my signature.

THE COURT: The printed name of defendant's attorney is not here. I am going to ask that you please complete that section.

MR. AIDALA: Apologies, Your Honor.

THE COURT: Counsel, have you had time to discuss this waiver of indictment with your client?

MR. AIDALA: Yes, Your Honor.

THE COURT: And, Mr. Chen, have you had time, adequate time, to discuss this with your attorney?

THE DEFENDANT: Yes, Your Honor.

THE COURT: So I just want, for your benefit and the record, just to review what the document means. The information charged by the government, that is filed by the government, charges you with serious felonies. Under the United States Constitution, you have the right to have the evidence against you presented to a grand jury. A grand jury is a group of people that includes at least 16 and not more than 23 persons. The grand jury would determine whether or not there is probable cause to believe you committed particular crimes. If a majority of the members of the grand jury found probable cause, they could return what is called an

indictment, which is a document charging you with those crimes. But if they don't find probable cause, no charges would be brought against you. If you agree to waive or give up your right to indictment, the case would proceed against you by the United States Attorney's indictment -- I'm sorry, information, just as if you had been indicted.

Do you understand your right to be indicted by a grand jury?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Has anyone threatened or made any promises to you other than the plea agreement to waive your right to be indicted by a grand jury?

THE DEFENDANT: No, Your Honor.

THE COURT: Do you wish to waive or give up your right to be indicted by a grand jury?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Do you agree to proceed by the United States Attorney's information?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Counsel, are you satisfied your client understands what it means --

MR. AIDALA: Yes, Your Honor.

THE COURT: -- to waive indictment?

MR. AIDALA: Yes, Your Honor.

THE COURT: Do you see any reason why your client

should not waive indictment?

MR. AIDALA: No, Your Honor.

THE COURT: I find that the defendant's waiver of indictment is knowingly and voluntarily made, and I accept the waiver of indictment, and I will sign it.

Is the defendant prepared to enter a plea at this time to the information?

MR. AIDALA: Yes, Your Honor.

THE COURT: Okay.

MR. AIDALA: Logistically speaking, Your Honor, sometimes immediately after the arraignment, we plead not guilty until the Court allocutes him on the plea agreement.

THE COURT: Yes. And I -- my apologies.

As to the information, how is it that you plead, sir?

MR. AIDALA: At this point we are going to plead not guilty, Your Honor.

THE COURT: Thank you.

I understand that your client wishes to plead?

MR. AIDALA: Yes, Your Honor.

THE COURT: Thank you.

And your attorney advises that you wish to enter a guilty plea today. This is a very serious decision. I must make sure that you understand your rights and the consequences of your plea.

I am going to explain some things and also ask you some questions that I will need you to answer under oath. I am going to ask that my courtroom deputy now administer an oath.

THE COURTROOM DEPUTY: Please raise your right hand.

(Defendant duly sworn.)

THE COURTROOM DEPUTY: Thank you. You can be seated.

THE COURT: Sir, now that you have been sworn to tell the truth, you must tell the truth. If you were to deliberately lie or omit material information in response to a question that I ask you, you could face additional criminal charges for perjury or making a false statement.

Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: If any such prosecution -- thank you.

And you are fine to be seated for this portion, if you would like, okay?

THE DEFENDANT: Thank you, Your Honor.

THE COURT: Thank you.

In any such prosecution, the government could use any statements that you make under oath, that is, if there were a prosecution for perjury.

Do you understand that?

THE DEFENDANT: Yes, Your Honor.

THE COURT: If I say anything that you do not understand, or if you need me to repeat anything, please ask. It is extremely important that you understand everything that goes on in this proceeding.

Do you understand that?

THE DEFENDANT: Understood, Your Honor.

THE COURT: If you need to speak privately with your attorney at any time, please let me know. We will pause the proceeding and you can have as much time with your counsel as you need. Do you understand that?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Now, I'm going to ask you some questions now about your state of mind and about yourself, the questions that I ask of every defendant in a proceeding of this type.

Can you please state your full name.

THE DEFENDANT: My name is Justin Chen, Your Honor.

THE COURT: And how old are you?

THE DEFENDANT: I'm 31 years old.

THE COURT: And how far did you go in school?

THE DEFENDANT: I took my GED, and I went to maybe one year of college, and I dropped out and start working.

THE COURT: Have you had any problems communicating with your attorney?

THE DEFENDANT: No, Your Honor.

THE COURT: Are you now or have you recently been

under the care of a doctor or a psychiatrist for any reason?

THE DEFENDANT: No, Your Honor.

THE COURT: Are you taking any medications?

THE DEFENDANT: No, Your Honor.

THE COURT: Have you had any alcohol to drink within the last 24 hours?

THE DEFENDANT: No, Your Honor.

THE COURT: Have you taken any drugs recently?

THE DEFENDANT: No, Your Honor.

THE COURT: Have you ever been hospitalized or treated for drug addiction?

THE DEFENDANT: No, Your Honor.

THE COURT: Have you ever been hospitalized or treated for alcoholism?

THE DEFENDANT: No, Your Honor.

THE COURT: Have you ever been treated for mental or emotional issues?

THE DEFENDANT: No, Your Honor.

THE COURT: Is your mind clear now?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Do you understand why you are here and what we're doing here today?

THE DEFENDANT: Yes, Your Honor.

THE COURT: I will note for the record that the defendant appears to be alert and able to understand my

questions and the proceedings today.

Counsel, have you had any problems communicating with your client?

MR. AIDALA: Not at all, Judge.

THE COURT: Is he a capable of understanding the nature of the charge to which he is pleading guilty?

MR. AIDALA: Absolutely, Your Honor.

THE COURT: Have you discussed the charge with your client and what it means to plead guilty?

MR. AIDALA: Yes, Judge.

THE COURT: Have you advised him of the maximum sentence and fine that can be imposed as a result of his plea here?

MR. AIDALA: Yes, Judge.

THE COURT: Have you discussed with him how the sentencing guidelines operate?

MR. AIDALA: Yes, Judge.

THE COURT: Have you discussed with him any potential immigration consequences, including denaturalization and/or deportation that could result from a guilty plea?

MR. AIDALA: Yes, Your Honor. I have verified he is a United States citizen.

THE COURT: Are you satisfied that he's understood all of your discussions?

MR. AIDALA: Yes, Judge.

THE COURT: Do you think he understands the rights he will be waiving by pleading guilty?

MR. AIDALA: We have discussed at length the ability that he has to go to trial and call witnesses and the entire process, and after significant negotiations with the prosecution and going over it with him and his family, he has decided to waive his right to a trial.

THE COURT: Okay. Do you have any doubt about his competency to plead guilty here today?

MR. AIDALA: No, Your Honor.

THE COURT: Sir, have you had enough time to discuss your case with your attorney?

MR. AIDALA: Yes, Your Honor.

THE DEFENDANT: Yes, Your Honor.

THE COURT: Are you satisfied with the assistance that your attorney has given you in this case?

THE DEFENDANT: Yes, Your Honor.

THE COURT: I am going to explain certain rights that you will be giving up if you enter a plea of guilty.

Mr. Chen, you have the right to continue to plead not guilty. No one can be forced to plead guilty.

Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: If you were to continue to plead not guilty, you would have the right under the Constitution and

the laws of the United States to a speedy and public trial by a jury.

Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: You would have the right to participate in the jury selection process through your counsel and to object to potential jurors.

Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: At trial, you would be presumed to be innocent and the government would have to prove your guilt beyond a reasonable doubt.

Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: If you were to go to trial on the charge, the government would have to prove the following elements beyond a reasonable doubt:

First, that two or more persons entered into an agreement, the object of which was to commit securities fraud.

And, second, that the defendant knowingly and intentionally became a member of the conspiracy.

Here, the object of the conspiracy was to commit insider trading, in violation of 18, USC, Section 1348.

A violation of Section 1348 has three elements:

First, the defendant executed a scheme or artifice

to defraud by converting to his own use confidential information from Edgar Filer 1, in violation of his duties of trust and confidence to Edgar Filer 1 and Edgar Filer 1's clients, and without disclosure to Edgar Filer 1 and Edgar Filer 1's clients.

Second, that the defendant participated in the scheme to defraud knowingly and with the intent to defraud.

And, third, that the scheme was in connection with the purchase or sale of stock in Edgar Filer 1's clients, which were registered under Section 12 of the Securities Exchange Act of 1934, or was otherwise required to file reports under that act.

In addition, there was a forfeiture allegation or is a forfeiture allegation in the information, which simply puts you on notice that if you are convicted of this charge, the government could seek to forfeit or seize from you property used to commit the crime or proceeds you obtained by committing the crime.

As I mentioned earlier, you would have the right to the assistance of counsel for your defense. Your attorney who you have would represent you at trial and at every other stage of the proceeding.

Do you understand that?

THE DEFENDANT: Yes, Your Honor.

THE COURT: You would have the right to hear and see

all witnesses and have them cross-examined in your defense.

Do you understand that?

THE DEFENDANT: Yes, Your Honor.

THE COURT: You would have the right not to testify unless you voluntarily elected to testify in your defense.

Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: You would have the right to compel the attendance of witnesses to testify in your defense.

Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Should you not testify or put on any evidence at trial, these facts could not be used against you.

Do you understand that?

THE DEFENDANT: Yes, Your Honor.

THE COURT: By entering a plea of guilty, and if I accept your plea, there will be no trial, and you will have waived or given up your right to a trial as well as all of the other rights associated with the trial that I have just described.

Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: You will have no right to appeal the conviction, though you may still be able to appeal the sentence that is eventually imposed by the Court.

By pleading guilty, you give up the right to a jury trial on this charge. The Court will simply enter a finding of guilty on the basis of your guilty plea.

Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: As I mentioned earlier, if you plead guilty, I will have to ask you questions about what you did in order to satisfy myself that you are guilty of the charge to which you seek to plead guilty, and you will have to answer my questions and acknowledge your guilt. By answering my questions, you will be giving up your right not to incriminate yourself.

Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Mr. Chen, do you understand each and every one of the rights I have explained to you?

THE DEFENDANT: Yes, Your Honor.

THE COURT: If you're found guilty, you may lose some other important rights, such as the right to vote, the right to hold public office, the right to serve on a jury. Because you are proposing to plead guilty of a felony, you will lose the right to possess any kind of firearms and ammunition. You might also lose certain federal benefits. A DNA sample may be collected from you for analysis and indexing. The government also reserves the right to notify

any state or federal agency by whom you are licensed or with whom you do business, as well as any current or future employer, of the fact of this conviction.

Finally, your guilty plea today may work to your disadvantage if in the future you're found guilty of another crime because there's a possibility that you could receive a more severe penalty at that time as a result of this guilty plea and conviction. We call these collateral consequences, other convictions.

Do you understand this?

THE DEFENDANT: Yes, Your Honor.

THE COURT: I am required to advise you of the immigration consequences of this conviction. If you are not a United States citizen, another result of pleading guilty is that one may be removed from the United States, denied citizenship, and denied admission to the United States in the future. Removal and other immigration consequences would be the subject of a separate proceeding.

If you are a naturalized citizen of the United States, another consequence of pleading guilty may be that one is denaturalized and deported from this country and forbidden from reentering the United States without permission of the Attorney General or some other authority. Denaturalization, removal, and other immigration consequences would be the subject of a separate proceeding.

Do you understand that there may be immigration consequences to your guilty plea?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Do you understand that no one, including your attorney or the Court, can predict with certainty the effect of your conviction in this case on your immigration status?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Do you still wish to plead guilty regardless of any immigration consequences that may result from your plea, even if those consequences include your removal from the United States?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Are you willing to give up your right to trial and all the other rights I have just explained to you?

THE DEFENDANT: Yes, Your Honor.

THE COURT: And I understand that you are pleading pursuant to an agreement with the government?

THE DEFENDANT: Yes, Your Honor.

THE COURT: May I have the agreement.

(Document tendered to the Court.)

THE COURT: I'm going to have that marked as Court Exhibit 1.

(Document so marked as Court Exhibit 1.)

THE COURT: I have marked as Court Exhibit 1 your

agreement with the government, pursuant to which you are pleading guilty.

Mr. Chen, is this your signature here on this document?

THE DEFENDANT: Yes, Your Honor.

THE COURT: And that's on page 13.

Did you have the opportunity to read and discuss the agreement with your attorney before you signed it?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Did you have sufficient time to review it with your attorney?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Did you understand it?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Counsel, did you have sufficient time to review the agreement with your client?

MR. AIDALA: Yes, Your Honor.

THE COURT: Mr. Chen, do you have any questions about the agreement?

THE DEFENDANT: No, Your Honor.

THE COURT: Does the agreement represent your entire understanding with the government?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Has anyone made any promise or assurance that is not in the agreement to persuade you to accept this

agreement?

THE DEFENDANT: No, Your Honor.

THE COURT: Has anyone threatened you in any way to persuade you to accept the agreement?

THE DEFENDANT: No, Your Honor.

THE COURT: Are you pleading guilty of your own free will because you are guilty?

THE DEFENDANT: Yes, Your Honor.

THE COURT: I am now going to return the agreement to the government.

(Document tendered to counsel.)

THE COURT: Counsel, were all formal plea offers from the government conveyed to Mr. Chen?

MR. AIDALA: Yes, Judge.

THE COURT: I have already discussed the charge in a forfeiture allegation against you, Mr. Chen.

I am now going to tell you about some of the possible penalties of the crime.

The maximum term of imprisonment is 20 years. The minimum term of imprisonment is zero years. Any term of imprisonment could be followed by a term of supervised release of up to three years. And supervised release refers to a period of time when you will be subject to supervision by the Probation Department after completing any term of imprisonment, and you will have to follow rules of supervised

release. If you violate those rules, you could be sent back to prison, without a jury trial, to serve an additional term of up to two years, without any credit for the time you previously served in prison as the result of your sentence, and without any credit for the time you spent on post supervision.

Do you understand that?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Basically, if you violate the conditions of supervised release, you can be given additional time in prison. Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: You also face a maximum fine of the greater of $250,000 or twice the gross gain or twice the gross loss to persons other than yourself. In addition, I must order you to pay a mandatory special assessment of a hundred dollars.

You are also subject to forfeiture based on your guilty plea. Paragraphs 6 through 12 of the plea agreement indicate that you may be subject to the forfeiture of any property, real or personal, constituting or derived from proceeds obtained directly or indirectly as a result of the offenses you have been charged with. Specifically, the plea agreement contemplates a forfeiture money judgment in the amount of $1,828,442.

Do you understand the possible consequences of your plea as I have just gone through?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Under the Sentencing Reform Act of 1984, the United States Sentencing Commission has issued guidelines for judges to follow in determining the sentence in a criminal case. These guidelines are advisory, and I will consider them along with the particular facts and circumstances of your case and all the sentencing factors set forth in the federal statute 18, United States Code, Section 3553(a) in determining your sentence.

Mr. Chen, have you and your attorney discussed how the advisory sentencing guidelines might apply in your case?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Has the government estimated what the guidelines range is likely to be in this case?

MR. AXELROD: We have, Your Honor. The government's guidelines estimate is contained in paragraph 2 of the plea agreement, in pages 2 and 3.

The government estimates an adjusted offense level of 21. And because the defendant is in criminal history category I, we estimate the guidelines range at 37 to 46 months imprisonment. And I should note that the defendant is stipulating to this guidelines calculation as well.

THE COURT: Counsel, is that correct?

MR. AIDALA: Yes, Your Honor.

THE COURT: Sir, the sentence I impose may be different from any estimate your attorney may have given you.

Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: After determining your advisory guidelines range, I have the authority in some circumstances to depart upward or downward from the advisory guideline range, and I'll look at other sentencing factors under 18, USC, 3553(a) that could result in a sentence that is either greater or lesser than the advisory guideline sentence.

Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: As you sit here today, there's no guarantee as to a particular guideline range or sentence. I will have to determine that range, and I am not required to sentence you within that range.

Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: If the advisory guideline range and the presentence report is different than the guideline range your attorney may have advised you of or that you expect, you cannot take your plea back.

Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: If the ultimate sentence I impose is different than what you hoped for, you cannot take your plea back.

Do you understand that?

THE DEFENDANT: Yes, Your Honor.

THE COURT: You should also understand that there's no parole in the federal system and that if you are sentenced to prison, you will not be released on parole.

Do you understand that?

THE DEFENDANT: Yes, Your Honor.

THE COURT: You are also waiving the right to appeal your sentence. Under some circumstances, you or the government may have the right to appeal any sentence I impose, but by entering the plea agreement, and I believe that is in paragraph 4, you are agreeing to waive or give up your right to appeal or collaterally attack any part of your conviction or sentence so long as I sentence you to a custodial sentence of 51 months or less.

Do you understand?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Do you have any questions about the rights you are giving up, the punishments you face, the agreement, the nature of the charges, or anything else relating to this matter?

THE DEFENDANT: No, Your Honor.

THE COURT: Are you ready to plead guilty, Mr. Chen?

THE DEFENDANT: Yes, I am ready, Your Honor.

THE COURT: Counsel Aidala, is there any reason that you are aware of as to why your client should not plead guilty at this time?

MR. AIDALA: No, Judge.

THE COURT: Mr. Chen, what is your plea, guilty or not guilty?

THE DEFENDANT: Guilty.

THE COURT: Are you making the plea of guilty voluntarily and of your own free will?

THE DEFENDANT: Yes, Your Honor.

THE COURT: Has anyone threatened or forced you to plead guilty?

THE DEFENDANT: No, Your Honor.

THE COURT: Other than the agreement with the government, has anyone made any promise that caused you to plead guilty?

THE DEFENDANT: No, Your Honor.

THE COURT: Can you tell me in your own words what it is that you did that makes you guilty of Count 1 of the information.

THE DEFENDANT: During the time frame in the information, I agreed, along with --

MR. AIDALA: Slower.

THE DEFENDANT: During the time frame in the information, I agreed, along with my codefendant Jun Zhen, to commit the crime of insider trading. I did this willfully. Specifically, from approximately January 2025 until June 2025.

Within the Eastern District of New York, we obtained advanced material and noninformation -- nonpublic information, which I knew was to be kept confidential in the course of our employment at Edgar Agents.

Regarding certain public traded companies, along with Jun Zhen, I profited from this information by making security transactions.

I very much regret engaging in this activity, which I knew I was wrong and in violation of my duties of trust and confidence to my employer.

Since my arrest, I have worked every day to try to make amends and to be productive in my community. I am sincerely sorry for my actions and accept all responsibility for them.

THE COURT: Counsel, what evidence would the government present at trial?

MR. AXELROD: Your Honor, the evidence in this case would include extensive trading records showing the trades placed by the defendant and his coconspirator, bank records showing the receipt of the proceeds, records of the luxury purchases they made with those proceeds. It would include the

e-mail traffic showing how they gained access to this inside information, it would include the policies and compliance manuals that they signed acknowledging their obligation to keep the information confidential, and it would also include text message conversations between the defendants from inside the conspiracy showing how they coordinated their trading and aimed profit through trading that they understood was illegal.

THE COURT: All right. Has the government notified any victims of the events about the plea and the right to attend?

MR. AXELROD: We have, Your Honor. And I should note also that this case, restitution is mandatory, pursuant to the mandatory Victim Restitution Act, and the plea agreement refers to that as well, Your Honor.

THE COURT: Okay. Are there any victims present today that wish to be reasonably heard?

MR. AXELROD: I am not aware of any, Your Honor.

THE COURT: Okay. Is there anything further the defendant wishes to add?

MR. AIDALA: No, Your Honor.

THE COURT: Is the government satisfied?

MR. AXELROD: Your Honor, we believe it is, but just in the interests of being overinclusive, the government proffers that each of the issuers identified in the information is registered under Section 12 of the Exchange

Act, and each of them is a publicly-traded company. Their shares are traded on the Nasdaq exchange, Your Honor.

THE COURT: Thank you.

Based on the Court's observations and in particular the observations of the defendant and his demeanor in court, his answers to my questions, and the representations of his counsel, I find that defendant Chen is fully competent and capable of entering an informed plea, aware of the nature of the charges and consequences of the plea, and that the plea of guilty is a knowing and voluntary plea and is supported by an independent basis in fact containing the essential elements of the offense.

I therefore accept the plea of guilty to Count 1 of the information and adjudicate you guilty of that crime.

Mr. Chen, there will be a written presentence report prepared by the Probation Department to assist the Court in sentencing.

Mr. Aidala, do you wish to be present in those interviews?

MR. AIDALA: Yes, Your Honor.

THE COURT: Okay. Mr. Chen, you and your counsel will have the opportunity to read the presentence report and file any objections to the report before the sentencing. You will also have the opportunity to speak at the sentencing hearing in addition to your counsel.

I understand that the date that is mutually agreeable for the parties is March 11, 2026, at 11:30 a.m. for the sentencing hearing?

MR. AXELROD: Yes, Judge.

MR. AIDALA: Yes, Your Honor.

THE COURT: And so the sentencing hearing will be set for that date, March 11, 2026, at 11:30 a.m.

Is there anything further that the Court needs to hear from the parties at this time?

MR. AIDALA: If I may, Your Honor. I am not making any requests at this time, but this is a long period between now and March 11. Thank God Mr. Chen is a young, vibrant man who would like to try to find some employment or some volunteer opportunities during this period of time to use this period of time as productively as possible to be a productive member of society.

So I am not making a specific request now, just alerting the Court that at some point, God willing, in the very near future, I will be asking for his bail conditions to be altered so that he can attend some sort of either volunteer program or work program. As the Court knows, there's a significant amount of restitution that we are speaking about here, and any contribution towards that would be better than none.

THE COURT: Counsel?

MR. AXELROD: Your Honor, the government is happy to engage with Mr. Aidala on the conditions of release and see if we can work something out. If we are able to, or if Mr. Aidala needs to make an application, we will present it in the first instance to either Your Honor or the duty magistrate after we confer with Pretrial and get their position.

THE COURT: And that's exactly what the Court would want to advise, that you first consult with Pretrial or Probation with regard to their position on whatever the application is that's being -- or the package that you are presenting, and it is fine with the Court if it is that for some reason there's an opportunity that is of an urgent matter, for you to go to the duty magistrate if you would like to, to make a modification with respect to the conditions as they relate to employment, or you obviously have the ability to reach out to my courtroom deputy to schedule a time to be before me, but I'm assuming that it might be something that you might be able to put in on papers, and, if not, as I said, you can always go to the duty magistrate.

MR. AIDALA: Thank you, Judge.

THE COURT: And that is the magistrate judge.

MR. AXELROD: Thank you, Your Honor.

THE COURT: Okay.

Is there anything further for the Court at this time?

MR. AXELROD: Not from the government.

MR. AIDALA: It was a pleasure appearing before you for the first time, Judge.

THE COURT: Thank you.

Good luck to you on that front, that is, the new employment front.

And I will see everyone back here on March 11, 2026.

Thank you.

MR. AIDALA: Thank you, Your Honor.

(Proceedings concluded at 2:53 p.m.)

* * * * *

REPORTER'S CERTIFICATE

I, ANNETTE M. MONTALVO, do hereby certify that the above and foregoing constitutes a true and accurate transcript of my stenographic notes and is a full, true and complete transcript of the proceedings.

Dated this 29th day of January, 2026.

/s/Annette M. Montalvo
Annette M. Montalvo, CSR, RDR, CRR
Official Court Reporter