

Kandi Technologies Corp
Form 10-Q
August 16, 2010
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2010

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission file number 001-33997

Kandi Technologies, Corp.
(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

90-0363723
(I.R.S. Employer Identification No.)

Jinhua City Industrial Zone
Jinhua, Zhejiang Province
People's Republic of China
Post Code 321016
(Address of principal executive offices)

(86 - 0579) 82239856
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Edgar Filing: Kandi Technologies Corp - Form 10-Q

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of June 30, 2010 the registrant had issued and outstanding 21,692,787 shares of common stock, par value \$.001 per share.

TABLE OF CONTENTS

	Page
PART I-- FINANCIAL INFORMATION	
Item 1. Condensed Consolidated Financial Statements	1
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	31
Item 3. Quantitative and Qualitative Disclosures about Market Risk	44
Item 4. Controls and Procedures	45
PART II-- OTHER INFORMATION	
Item 1A. Risk Factors	II-1
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	II-1
Item 3. Defaults Upon Senior Securities	II-1
Item 4. Submission of Matters to a Vote of Security Holders	II-1
Item 5. Other information	II-1
Item 6. Exhibits	II-2

PART I-- FINANCIAL INFORMATION

Item 1. Financial Statements. (Unaudited)

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS

	June 30, 2010 (Unaudited)	December 31, 2009
CURRENT ASSETS		
Cash and cash equivalents	\$ 879,564	\$ 218,207
Restricted cash	8,080,492	5,704,984
Accounts receivable, net of allowance for doubtful accounts of \$0 as of June 30, 2010 and December 31, 2009	12,174,776	14,879,968
Inventories, net of reserve for slow moving inventories of \$152,918 and \$152,278 as of June, 30, 2010 and December 31, 2009, respectively	9,596,453	5,382,760
Notes receivable	17,234,751	2,267,599
Other receivables	520,994	321,336
Prepayments and prepaid expenses	34,702	30,083
Due from employees	58,761	28,228
Advances to suppliers	534,708	1,164,672
Total Current Assets	49,115,201	29,997,837
LONG-TERM ASSETS		
Plant and equipment, net	22,173,396	23,146,833
Land use rights, net	10,642,435	10,719,528
Deferred tax asset	210,021	207,747
Total Long-Term Assets	33,025,852	34,074,108
TOTAL ASSETS	\$ 82,141,053	\$ 64,071,945

See accompanying notes to condensed consolidated financial statements

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS' EQUITY

	June, 30, 2010 (Unaudited)	December 31, 2009
CURRENT LIABILITIES		
Accounts payable	\$ 7,920,356	\$ 4,738,543
Other payables and accrued expenses	1,590,368	1,871,020
Short-term bank loans	27,465,265	26,326,566
Customer deposits	149,976	39,371
Notes payable	10,281,115	7,931,540
Income tax payable	125,197	201,564
Due to employees	7,010	88,306
Due to related party	841,251	841,251
Deferred tax liability	52,492	62,544
Total Current Liabilities	48,433,030	42,100,705
LONG TERM LIABILITIES		
Note payable, net of discount of \$6,997,517 and \$0 as of June, 30, 2010 and December 31, 2009, respectively	1,177,483	-
Warrant liabilities	4,791,969	-
Total Long-Term Liabilities	5,969,452	-
TOTAL LIABILITIES	54,402,482	42,100,705
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY		
Common stock, \$0.001 par value; 100,000,000 shares authorized; 19,994,350 and 19,961,000 shares issued and outstanding at June, 30, 2010 and December 31, 2009, respectively	21,693	19,961
Additional paid-in capital	13,590,889	8,967,012
Retained earnings (the restricted portion is \$890,912 at June, 30, 2010 and December 31, 2009)	12,057,780	11,046,999
Accumulated other comprehensive income	2,068,209	1,937,268
TOTAL STOCKHOLDERS' EQUITY	27,738,571	21,971,240
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 82,141,053	\$ 64,071,945

See accompanying notes to condensed consolidated financial statements

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF (LOSS) INCOME AND
COMPREHENSIVE (LOSS) INCOME
(UNAUDITED)

	Three Months Ended		Six Months Ended	
	June 30, 2010	June 30, 2009	June 30, 2010	June 30, 2009
REVENUES, NET	\$ 9,911,884	\$ 5,481,551	\$ 18,166,224	\$ 9,487,455
COST OF GOODS SOLD	(7,559,235)	(4,037,629)	(13,963,654)	(7,063,351)
GROSS PROFIT	2,352,649	1,443,922	4,202,570	2,424,104
Research and development	400,370	580,772	743,768	1,106,973
Selling and distribution expenses	89,685	97,810	942,013	183,994
General and administrative expenses	1,147,061	678,278	1,797,872	1,456,210
INCOME (LOSS) FROM OPERATIONS	715,533	87,062	718,917	(323,073)
Interest income (expense), net	541,224	(109,253)	333,273	(418,557)
Government grants	45,950	24,951	75,789	124,005
Other income, net	10,801	245,971	57,859	302,185
INCOME (LOSS) FROM OPERATIONS BEFORE INCOME TAXES	1,313,508	248,731	1,185,838	(315,440)
INCOME TAX (EXPENSE) BENEFIT	(124,741)	(22,358)	(175,056)	(41,085)
INCOME (LOSS) FROM CONTINUING OPERATIONS	1,188,767	226,373	1,010,782	(356,525)
NET INCOME (LOSS)	1,188,767	226,373	1,010,782	(356,525)

See accompanying notes to condensed consolidated financial statements

Edgar Filing: Kandi Technologies Corp - Form 10-Q

	Three Months Ended		Six Months Ended	
	June 30, 2010	June 30, 2009	June 30, 2010	June 30, 2009
OTHER COMPREHENSIVE INCOME				
Foreign currency translation	137,493	16,121	130,941	28,419
COMPREHENSIVE INCOME (LOSS)	1,326,260	242,494	1,141,723	(328,106)
WEIGHTED AVERAGE SHARES OUTSTANDING				
BASIC	20,866,109	19,961,000	20,424,671	19,961,000
DILUTED	24,677,264	21,126,517	22,004,992	19,961,000
NET INCOME (LOSS) PER SHARE FROM CONTINUING OPERATIONS, BASIC				
	\$ 0.06	\$ 0.01	\$ 0.05	\$ (0.02)
NET INCOME (LOSS) PER SHARE FROM CONTINUING OPERATIONS, DILUTED				
	\$ 0.05	\$ 0.01	\$ 0.05	\$ (0.02)
NET INCOME (LOSS) PER SHARE, BASIC				
	\$ 0.06	\$ 0.01	\$ 0.05	\$ (0.02)
NET INCOME (LOSS) PER SHARE, DILUTED				
	\$ 0.05	\$ 0.01	\$ 0.05	\$ (0.02)

See accompanying notes to condensed consolidated financial statements

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Six Months Ended June, 30	
	2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss) income	\$ 1,010,782	\$ (356,525)
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
Depreciation and amortization	1,935,980	1,630,498
Deferred taxes	(10,549)	41,085
Option and warrant expense	2,055,699	525,292
Inventory reserve	-	152,109
Change of derivative instrument's fair value	(2,205,548)	-
Changes in operating assets and liabilities:		
(Increase) Decrease In:		
Accounts receivable	2,757,111	1,085,132
Inventories	(4,175,053)	(6,907,531)
Other receivables and prepaid expenses	(197,550)	(1,227,810)
Due from employees	(111,654)	(28,499)
Prepayments and prepaid expenses	627,935	(1,963,636)
Increase (Decrease) In:		
Accounts payable	3,149,816	(511,665)
Other payables and accrued liabilities	(285,960)	1,109,534
Customer deposits	110,017	(654,013)
Income tax payable	(76,918)	-
Net cash (used in) provided by operating activities	\$ 4,584,108	\$ (7,106,029)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of plant and equipment	(700,530)	(23,718)
Purchase of construction in progress	-	(2,110,952)
Issuance of notes receivable	(17,168,835)	(18,490,767)
Repayments of notes receivable	2,268,415	28,545,269
Net cash provided by (used in) investing activities	\$ (15,600,950)	\$ 7,919,832

See accompanying notes to condensed consolidated financial statements

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Six Months Ended June, 30	
	2010	2009
CASH FLOWS FROM FINANCING ACTIVITIES:		
Restricted cash	\$ (2,342,549)	\$ 3,200,521
Proceeds from short-term bank loans	19,166,786	17,829,741
Repayments of short-term bank loans	(18,142,607)	(19,145,049)
Proceeds from notes payable	20,241,794	10,084,034
Repayments of notes payable	(7,934,394)	(13,102,078)
Option exercise	744,911	-
Repayments of advances to related parties	-	199,358
Net cash provided by financing activities	11,733,941	(933,473)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	717,099	(119,670)
Effect of exchange rate changes on cash	(55,742)	62,346
Cash and cash equivalents at beginning of period	218,207	141,380
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 879,564	\$ 84,056
SUPPLEMENTARY CASH FLOW INFORMATION		
Income taxes paid	\$ 262,591	\$ -
Interest paid	\$ 891,042	\$ 808,100

SUPPLEMENTAL NON-CASH DISCLOSURE:

During the six months ended June, 30, 2010 and 2009, \$0 and \$57,120 were transferred from construction in progress to plant and equipment, respectively.

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

NOTE 1 - ORGANIZATION AND PRINCIPAL ACTIVITIES

Stone Mountain Resources, Inc. (“Stone Mountain”) was incorporated under the laws of the State of Delaware on March 31, 2004. On August 13, 2007, Stone Mountain Resources, Inc. changed its name to Kandi Technologies, Corp. (the “Company”).

On June 29, 2007, pursuant to the share exchange agreement between Stone Mountain Resources, Inc., Continental Development Limited, (“Continental”) and Excelvantage (Continental’s sole shareholder), Stone Mountain issued 12,000,000 shares of its common stock to Excelvantage, in exchange for 100% of the common stock of Continental. As a result of the share exchange, Continental became a wholly-owned subsidiary of Stone Mountain. Kandi Technologies, Corp. conducts its operations through its wholly owned subsidiary, Zhejiang Kandi Vehicles Co. Ltd., a People’s Republic of China (“PRC”) company.

On June 24, 2008 the Company closed its acquisition of 100% of the shares of Kandi Special Vehicles Co., Ltd (“KSV”), after which KSV became a wholly-owned subsidiary of the Company. The acquisition was accounted for as a purchase in accordance with Statements of Financial Accounting Standards (“SFAS”) No. 141 “Business Combinations.” The consolidated statements of income include the results of operations of KSV at the date of acquisition. On March 10, 2009, KSV changed its name to Kandi New Energy Vehicles Co., Ltd, (“KNE”). On June 11, 2009, KNE changed its name back to KSV.

On May 9, 2008, the Company sold Zhejiang Yongkang Top Import & Export Co., Ltd. (“Dingji”), a subsidiary of the Company, to certain individuals.

The primary operations of the Company are the design, development, manufacturing, and commercializing of all-terrain vehicles, go-karts, and specialized automobile related products for the PRC and global export markets. Sales are made to dealers in Asia, North America, Europe and Australia. In recent years, an increased focus of the Company has been on the development of products for its domestic market in China, particularly battery powered all electric super-mini automobiles (EVs). In November, 2009, the Company sold 30 specially designed low speed EVs to the Postal Service in Jinhua, and in July, 2010, the Company announced that it received an order from the Postal Service in Hangzhou, Zhejiang Province, for 60 all electric vehicles.

On January 4, 2010, the Company announced that it formed an alliance with major Chinese energy, IT and battery companies to help launch a new business model for the mass commercialization of EVs to be expanded on a city by city basis, addressing key concerns relating to EVs, including high purchase costs, limited driving ranges and convenience and safety matters with respect to the charging, maintenance and disposal of batteries. Under this new business model, consumer costs will be reduced as a result of government cooperation and subsidies, and driving ranges will be extended through the establishment of a network of battery stations where batteries may be rented and exchanged utilizing Kandi technology. Central to the new business strategy, batteries will be made available on a rental basis separate from the sale of each vehicle. An initial goal of the Alliance is the establishment of a revolutionary comprehensive model EV city in Jinhua to be followed by other model cities in Zhejiang Province with the assistance and participation of the local and regional governments. The core members of the alliance with the Company are China Potevio/CNOOC New Energy and Power Ltd. (a joint venture between China National Offshore Oil Corporation and China Potevio Co.) and Tianneng Power International, Ltd.

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

In April, 2010, the Company announced that it anticipated that government funded subsidies for up to 50% of the purchase price of EVs would be made available to the first 3,000 purchasers of the Company's EVs. On April 30, 2010, China's Ministry of Industry and Information and Technology qualified the Company's low speed vehicle (KD5020X) for China's energy conserving and new energy projects. The vehicle was placed on its list of vehicles in its 10th catalogue of recommended car types which meet requirements for sales to the public. On June 1, 2010, the Chinese Ministry of Finance (MOF) announced planned trial subsidies for China's EV and hybrid car manufacturers of up to RMB 60,000 and RMB 50,000, respectively, as part of an effort to stimulate purchases of these vehicles to help reduce emissions and gasoline consumption. Additionally, the announcement indicated there will be government investment and policy support for EV infrastructure, such as battery charging stations. The announcement noted that the trial will be initiated in five Chinese cities: Shanghai, Hangzhou, Changchun, Shenzhen and Hefei. On June 21, 2010, the Company announced that another EV product, Model KD 5010XXYEV, was also approved for sale in China.

On July 16, 2010, the Company announced that construction of the first battery charging station was underway in Jinhua. The State Grid Corporation of China, China's largest electric power and transmission company, is funding the project and is responsible for construction, which is expected to be completed before the end of 2010.

NOTE 2 – LIQUIDITY

The Company's working capital surplus is \$682,171 as of June 30, 2010.

As of June 30, 2010, the Company had credit lines from commercial banks for \$34,808,918, of which \$27,465,265 was used at June 30, 2010.

The Company believes that its cash flows generated internally may not be sufficient to sustain operations and repay short term bank loans for the next twelve months. Therefore, from time to time, the Company may require extra funding through short term borrowing from PRC banks or other financing activities if needed in the near future. Nevertheless, the Company believes that financing will be available on normal trade terms if needed.

NOTE 3 - BASIS OF PRESENTATION

The Company's unaudited condensed consolidated financial statements for the six months ended June 30, 2010 and 2009 have been prepared in accordance with generally accepted accounting principles for interim financial information and pursuant to the requirements for reporting on Rule 8-03 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements.

However, such information reflects all adjustments (consisting solely of normal recurring adjustments), which are, in the opinion of management, necessary for the fair presentation of the consolidated financial position and the consolidated results of operations. Results shown for interim periods are not necessarily indicative of the results to be obtained for a full year. The condensed consolidated balance sheet information as of December 31, 2009 was derived from the audited consolidated financial statements included in the Company's Annual Report on Form 10-K. These interim condensed consolidated financial statements should be read in conjunction with that report.

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

NOTE 4 – PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of Kandi Technologies Corp., and the following subsidiaries:

- (i) Continental Development Ltd. (“Continental”), a wholly-owned subsidiary of the Company;
- (ii) Zhejiang Kandi Vehicles Co. Ltd. (“Kandi”), a wholly-owned subsidiary of Continental; and
- (iii) Kandi Special Vehicles Co., Ltd. (“KSV”, formerly known as Kandi New Energy Vehicles Co. Ltd. “KNE”), a wholly-owned subsidiary of the Company.

Inter-company accounts and transactions have been eliminated in consolidation.

NOTE 5 – USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. Management makes these estimates using the best information available at the time the estimates are made; however actual results when ultimately realized could differ from those estimates.

NOTE 6 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Economic and Political Risks

The Company’s operations are conducted in the PRC. Accordingly, the Company’s business, financial condition and results of operations may be influenced by the political, economic and legal environments in the PRC, and by the general state of the PRC economy.

The Company’s operations in the PRC are subject to special considerations and significant risks not typically associated with companies in North America and Western Europe. These include risks associated with, among others, the political, economic and legal environment and foreign currency exchange. The Company’s results may be adversely affected by changes in the political and social conditions in the PRC, and by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion, remittances abroad, and rates and methods of taxation, among other things.

(b) Fair Value of Financial Instruments

SFAS 157 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

- Level 1—defined as observable inputs such as quoted prices in active markets;
- Level 2—defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3—defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010 (UNAUDITED)

NOTE 6 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The assets measured at fair value on a recurring basis subject to the disclosure requirements of SFAS 157 as of June 30, 2010 are as follows:

	Carrying value as of June 30, 2010	Fair Value Measurements at Reporting Date Using Quoted Prices in		
		Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	\$ 879,564	\$ 879,564	-	-
Restricted cash	\$ 8,080,492	\$ 8,080,492	-	-
Conversion features	\$ 3,284,395	-	\$ 3,284,395	-
Warrants	\$ 1,507,574	-	\$ 1,507,574	-

Cash and cash equivalents consist primarily of high rated money market funds at a variety of well-known institutions with original maturities of three months or less. Restricted cash represents time deposits on account to secure short-term bank loans and notes payable. The original cost of these assets approximates fair value due to their short term maturity.

Warrants and conversion features embedded in the Convertible Notes, which are accounted as liabilities, are treated as derivative instruments, which will be measured at each reporting date for their fair value using Level 2 inputs. Also see Note 6 section (r) and (s).

The Company's non-financial assets are measured on a recurring basis. These non-financial assets are measured for impairment annually on the Company's measurement date at the reporting unit level using Level 3 inputs. For most assets, SFAS 157 requires that the impact of changes resulting from its application be applied prospectively in the year in which the statement is initially applied.

The Company's non-financial assets measured on a non-recurring basis include the Company's property, plant and equipment and finite-use intangible assets which are measured for recoverability when indicators for impairment are present. SFAS 157 requires companies to disclose assets and liabilities measured on a non-recurring basis in the period in which the remeasurement at fair value is performed. The Company has reviewed its long-lived assets as of June 30, 2010 and determined that there are no significant assets to be tested for recoverability under SFAS 144 and as such, no fair value measurements related to non-financial assets have been made during the six months ended June 30, 2010.

(c) Cash and Cash Equivalents

The Company considers highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Restricted cash on June 30, 2010 and December 31, 2009 represent time deposits on account to secure short-term bank loans and notes payable. Also see Notes 14 and 15.

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010 (UNAUDITED)

NOTE 6 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Inventories

Inventories are stated at the lower of cost or net realizable value (market value). The cost of raw materials is determined on the basis of weighted average. The cost of finished goods is determined on the weighted average basis and comprises direct materials, direct labor and an appropriate proportion of overhead.

Net realizable value is based on estimated selling prices less any further costs expected to be incurred for completion and selling expense.

(e) Accounts Receivable

Accounts receivable are recognized and carried at original invoice amount less allowance for any uncollectible amounts. An estimate for doubtful accounts is made when collection of the full amount is no longer probable. At June 30, 2010 and December 31, 2009, the Company has an allowance for doubtful accounts of \$0.

(f) Prepayments

Prepayments represent cash paid in advance to suppliers for raw materials purchases.

(g) Plant and Equipment

Plant and equipment are carried at cost less accumulated depreciation. Depreciation is provided over their estimated useful lives, using the straight-line method. Leasehold improvements are amortized over the life of the asset or the term of the lease, whichever is shorter. Estimated useful lives are as follows:

Buildings	30 years
Machinery and equipment	10 years
Office equipment	5 years
Motor vehicles	5 years
Moulds	5 years

The cost and related accumulated depreciation of assets sold or otherwise retired are eliminated from the accounts and any gain or loss is included in the statement of income. The cost of maintenance and repairs is charged to expense as incurred, whereas significant renewals and betterments are capitalized.

(h) Construction in Progress

Construction in progress represents direct costs of construction or the acquisition cost of buildings or machinery and design fees. Capitalization of these costs ceases and the construction in progress is transferred to plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided until the assets are completed and ready for their intended use.

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010 (UNAUDITED)

NOTE 6 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Land Use Rights

According to the laws of China, land in the PRC is owned by the government and cannot be sold to an individual or a company. However, the government grants the user a “land use right” to use the land. The land use rights granted to the Company are being amortized using the straight-line method over the lease term of fifty years.

(j) Accounting for the Impairment of Long-Lived Assets

The Company periodically evaluates the carrying value of long-lived assets to be held and used, including intangible assets subject to amortization, when events and circumstances warrant such a review, pursuant to the guidelines established in ASC No. 350. The carrying value of a long-lived asset is considered impaired when the anticipated undiscounted cash flow from such asset is separately identifiable and is less than its carrying value. In that event, a loss is recognized based on the amount by which the carrying value exceeds the fair market value of the long-lived asset. Fair market value is determined primarily using the anticipated cash flows discounted at a rate commensurate with the risk involved. Losses on long-lived assets to be disposed of are determined in a similar manner, except that fair market values are reduced for the cost to dispose.

During the reporting period, there was no impairment loss.

(k) Revenue Recognition

Revenues represent the invoiced value of goods sold, recognized upon the shipment of goods to customers. Revenues are recognized when all of the following criteria are met:

- Persuasive evidence of an arrangement exists;
- Delivery has occurred or services have been rendered;
- The seller’s price to the buyer is fixed or determinable; and
- Collectability is reasonably assured.

(l) Research and Development

Expenditures relating to the development of new products and processes, including significant improvement to existing products are expensed as incurred. Research and development expenses were \$743,768 and \$1,106,973 for the six months ended June 30, 2010 and 2009, respectively.

(m) Government Grant

Grants received from the PRC Government for assisting in the Company’s technical research and development efforts are netted against the relevant costs incurred when the proceeds are received or collectible.

Edgar Filing: Kandi Technologies Corp - Form 10-Q

For the six months ended June 30, 2010 and 2009, \$75,789 and \$124,005 was received from the PRC government for the Company's contribution to the local economy.

12

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010 (UNAUDITED)

NOTE 6 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Income Taxes

The Company accounts for income tax using an asset and liability approach and allows for recognition of deferred tax benefits in future years. Under the asset and liability approach, deferred taxes are provided for the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future realization is uncertain.

(o) Foreign Currency Translation

The accompanying consolidated financial statements are presented in United States dollars. The functional currency of the Company is the Renminbi (RMB). Capital accounts of the consolidated financial statements are translated into United States dollars from RMB at their historical exchange rates when the capital transactions occurred.

	June 30, 2010	December 31, 2009	June 30, 2009
Period end RMB : USD exchange rate	6.8086	6.8372	6.8448
Average quarterly RMB : USD exchange rate	6.8347	6.8409	6.8425

(p) Comprehensive Income

Comprehensive income is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. Among other disclosures, all items that are required to be recognized under current accounting standards as components of comprehensive income are required to be reported in a financial statement that is presented with the same prominence as other financial statements. Comprehensive income includes net income and the foreign currency translation changes.

(q) Stock Option Cost

The Company's stock option cost is recorded in accordance with ASC 718 and ASC 505.

The fair value of stock options is estimated using the Black-Scholes-Merton model. The Company's expected volatility assumption is based on the historical volatility of the Company's stock. The expected life assumption is primarily based on the expiration date of the option. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

Stock option expense recognized is based on awards expected to vest, and there were no estimated forfeitures. ASC standards requires forfeitures to be estimated at the time of grant and revised in subsequent periods, if necessary, if actual forfeitures differ from those estimates.

The stock option related expense for the six months ended June 30, 2010 is \$1,152,050. Also see Note 17.

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010 (UNAUDITED)

NOTE 6 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Warrant Cost

The Company's warrant costs are recorded in liabilities and equities, respectively, in accordance with ASC 480, ASC 505 and ASC 815.

The fair value of warrant is estimated using the Black-Scholes-Merton model. The Company's expected volatility assumption is based on the historical volatility of the Company's stock. The expected life assumption is primarily based on the expiration date of the warrant. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

Company determined that the equity based warrants are not considered derivatives under ASC 815, while the warrants, which are freestanding derivatives and are classified as liabilities on the balance sheet, will be measured at fair value on each reporting date, with changes in fair value recognized in earnings as interest expense.

(s) Fair Value of Conversion features

In accordance with ASC 815, the conversion feature of the Convertible Notes is separated from the debt instrument and accounted for separately as a derivative instrument. On the date the Convertible Notes are issued, the conversion feature was recorded as a liability at its fair value, and future changes in fair value will be recognized in earnings as interest expense.

The Company used the Black-Scholes-Merton option-pricing model to obtain the fair value of the conversion feature. The Company's expected volatility assumption is based on the historical volatility of the Company's stock. The expected life assumption is primarily based on the expiration date of the conversion features. The risk-free interest rate for the expected term of the conversion features is based on the U.S. Treasury yield curve in effect at the time of grant.

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

NOTE 7 – NEW ACCOUNTING PRONOUNCEMENTS

Recently Implemented Standards

ASC 105, Generally Accepted Accounting Principles (“ASC 105”) (formerly Statement of Financial Accounting Standards No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162) reorganized by topic existing accounting and reporting guidance issued by the Financial Accounting Standards Board (“FASB”) into a single source of authoritative generally accepted accounting principles (“GAAP”) to be applied by nongovernmental entities. All guidance contained in the Accounting Standards Codification (“ASC”) carries an equal level of authority. Rules and interpretive releases of the Securities and Exchange Commission (“SEC”) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. Accordingly, all other accounting literature will be deemed “non-authoritative.” ASC 105 is effective on a prospective basis for financial statements issued for interim and annual periods ending after September 15, 2009. The Company has implemented the guidance included in ASC 105 as of July 1, 2009. The implementation of this guidance changed the Company’s references to GAAP authoritative guidance but did not impact the Company’s financial position or results of operations.

ASC 855, Subsequent Events (“ASC 855”) (formerly Statement of Financial Accounting Standards No. 165, Subsequent Events) includes guidance that was issued by the FASB in May 2009, and is consistent with current auditing standards in defining a subsequent event. Additionally, the guidance provides for disclosure regarding the existence and timing of a company’s evaluation of its subsequent events. ASC 855 defines two types of subsequent events, “recognized” and “non-recognized.” Recognized subsequent events provide additional evidence about conditions that existed at the date of the balance sheet and are required to be reflected in the financial statements. Non-recognized subsequent events provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date and, therefore, are not required to be reflected in the financial statements. However, certain non-recognized subsequent events may require disclosure to prevent the financial statements from being misleading. This guidance was effective prospectively for interim or annual financial periods ending after June 15, 2009. The Company implemented the guidance included in ASC 855 as of July 1, 2009. The effect of implementing this guidance was not material to the Company’s financial position or results of operations.

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

NOTE 7 – NEW ACCOUNTING PRONOUNCEMENTS (CONTINUED)

Recent Accounting Pronouncements

In August 2009, the FASB issued ASC Update No. 2009-05, Fair Value Measurements and Disclosures (Topic 820): Measuring Liabilities at Fair Value (“ASC Update No. 2009-05”). This update amends ASC 820, Fair Value Measurements and Disclosures and provides further guidance on measuring the fair value of a liability. The guidance establishes the types of valuation techniques to be used to value a liability when a quoted market price in an active market for the identical liability is not available, such as the use of an identical or similar liability when traded as an asset. The guidance also further clarifies that a quoted price in an active market for the identical liability at the measurement date and the quoted price for the identical liability when traded as an asset in an active market when no adjustments to the quoted price of the asset are required are both Level 1 fair value measurements. If adjustments are required to be applied to the quoted price, it results in a Level 2 or 3 fair value measurement. The guidance provided in the update is effective for the first reporting period (including interim periods) beginning after issuance. The Company has implemented ASC Update No. 2009-05 as of June 30, 2010.

In September 2009, the FASB issued ASC Update No. 2009-12, Fair Value Measurements and Disclosures (Topic 820): Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent) (“ASC Update No. 2009-12”). This update sets forth guidance on using the net asset value per share provided by an investee to estimate the fair value of an alternative investment. Specifically, the update permits a reporting entity to measure the fair value of this type of investment on the basis of the net asset value per share of the investment (or its equivalent) if all or substantially all of the underlying investments used in the calculation of the net asset value is consistent with ASC 820. The update also requires additional disclosures by each major category of investment, including, but not limited to, fair value of underlying investments in the major category, significant investment strategies, redemption restrictions, and unfunded commitments related to investments in the major category. The amendments in this update are effective for interim and annual periods ending after December 15, 2009 with early application permitted. The Company does not expect that the implementation of ASC Update No. 2009-12 will have a material effect on its financial position or results of operations.

In June 2009, FASB issued Statement of Financial Accounting Standards No. 167, Amendments to FASB Interpretation No. 46(R) (“Statement No. 167”). Statement No. 167 amends FASB Interpretation No. 46R, Consolidation of Variable Interest Entities an interpretation of ARB No. 51 (“FIN 46R”) to require an analysis to determine whether a company has a controlling financial interest in a variable interest entity. This analysis identifies the primary beneficiary of a variable interest entity as the enterprise that has (a) the power to direct the activities of a variable interest entity that most significantly impact the entity’s economic performance and (b) the obligation to absorb losses of the entity that could potentially be significant to the variable interest entity or the right to receive benefits from the entity that could potentially be significant to the variable interest entity. The statement requires an ongoing assessment of whether a company is the primary beneficiary of a variable interest entity when the holders of the entity, as a group, lose power, through voting or similar rights, to direct the actions that most significantly affect the entity’s economic performance. This statement also enhances disclosures about a company’s involvement in variable interest entities. Statement No. 167 is effective as of the beginning of the first annual reporting period that begins after November 15, 2009. Although Statement No. 167 has not been incorporated into the Codification, in accordance with ASC 105, the standard shall remain authoritative until it is integrated. The Company does not expect the adoption of Statement No. 167 to have a material impact on its financial position or results of operations.

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

NOTE 7 – NEW ACCOUNTING PRONOUNCEMENTS (CONTINUED)

In June 2009, the FASB issued Statement of Financial Accounting Standards No. 166, Accounting for Transfers of Financial Assets an amendment of FASB Statement No. 140 (“Statement No. 166”). Statement No. 166 revises FASB Statement of Financial Accounting Standards No. 140, Accounting for Transfers and Extinguishment of Liabilities a replacement of FASB Statement 125 (“Statement No. 140”) and requires additional disclosures about transfers of financial assets, including securitization transactions, and any continuing exposure to the risks related to transferred financial assets. It also eliminates the concept of a “qualifying special-purpose entity,” changes the requirements for derecognizing financial assets, and enhances disclosure requirements. Statement No. 166 is effective prospectively, for annual periods beginning after November 15, 2009, and interim and annual periods thereafter. Although Statement No. 166 has not been incorporated into the Codification, in accordance with ASC 105, the standard shall remain authoritative until it is integrated. The Company does not expect the adoption of Statement No. 166 will have a material impact on its financial position or results of operations.

NOTE 8 – CONCENTRATIONS

(a) Customers

The Company’s major customers for the period ended June 30, 2010 accounted for the following percentages of total sales and accounts receivable as follows:

Major Customers	Sales		Accounts Receivable	
	Six Months Ended	Six Months Ended	June 30,	December 31,
	June 30, 2010	June 30, 2009	June 30, 2010	December 31, 2009
Company A	63%	77%	49%	92%
Company B	27%	-	44%	-
Company C	6%	22%	-	7%
Company D	2%	-	3%	-
Company E	2%	-	3%	-

(b) Suppliers

The Company’s major suppliers for the six months ended June 30, 2010 accounted for the following percentage of total purchases and accounts payable as follows:

Major Suppliers	Purchases		Accounts Payable	
	Six Months Ended	Six Months Ended	June 30,	December 31,
	June 30, 2010	June 30, 2009	June 30, 2010	December 31, 2009
Company F	87%	76%	44%	-
Company G	2%	1%	4%	5%
Company H	1%	1%	-	-

Edgar Filing: Kandi Technologies Corp - Form 10-Q

Company I	1%	-	2%	4%
Company J	1%	1%	1%	3%

17

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

NOTE 9 – INCOME (LOSS) PER SHARE

The Company calculates earnings per share in accordance with ASC 260, Earnings Per Share, which requires a dual presentation of basic and diluted earnings per share. Basic earnings per share are computed using the weighted average number of shares outstanding during the fiscal year. Diluted earnings per share represents basic earnings per share adjusted to include the potentially dilutive effect of outstanding stock options, warrants and convertible note (using the if-converted method).

The following table sets forth the computation of basic and diluted net income per common share:

Six months Ended June 30,	2010	2009
Net income (loss)	\$ 1,010,782	\$ (356,525)
Weighted – average shares of common stock outstanding		
Basic	20,424,671	19,961,000
Dilutive shares	1,580,321	-
Diluted	22,004,992	19,961,000
Basic earning(loss) per share	\$ 0.05	\$ (0.02)
Diluted earning (loss) per share	\$ 0.05	\$ (0.02)

Also see Note 17.

NOTE 10 - INVENTORIES

Inventories are summarized as follows:

	June 30, 2010 (Unaudited)	December 31, 2009
Raw material	\$ 1,029,636	\$ 956,378
Work-in-progress	8,035,177	3,785,506
Finished goods	684,558	793,154
	9,749,370	5,535,038
Less: reserve for slow moving inventories	(152,918)	(152,278)
Inventories, net	\$ 9,596,453	\$ 5,382,760

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

NOTE 11 - NOTES RECEIVABLE

Notes receivable are summarized as follows:

	June 30, 2010 (Unaudited)	December 31, 2009
Notes receivable from unrelated companies:		
Due February 24, 2010, interest at 5.0% per annum	\$ -	\$ 1,146,574
Due February 24, 2010, interest at 5.0% per annum	-	389,731
Due April 29, 2010, interest at 5.31% per annum	-	731,294
Due September 29, 2010, interest at 6.0% per annum	3,595,339	-
Due September 30, 2010, interest at 8.0% per annum	3,245,895	-
Due December 30, 2010, interest at 8.0% per annum	8,078,019	-
Due March 3, 2011, interest at 6.0% per annum	1,170,195	-
Due March 5, 2011, interest at 6.0% per annum	410,937	-
Due April 29, 2011, interest at 5.31% per annum	734,366	-
Notes receivable from unrelated companies	17,234,751	2,267,599
Bank acceptance notes:		
Bank acceptance notes	-	-
Notes receivable	\$ 17,234,751	\$ 2,267,599

Notes receivable are unsecured.

NOTE 12 – LAND USE RIGHTS

Land use rights consist of the following:

	June 30, 2010 (Unaudited)	December 31, 2009
Cost of land use rights	\$ 11,241,764	\$ 11,168,397
Less: Accumulated amortization	(599,329)	(448,869)
Land use rights, net	\$ 10,642,435	\$ 10,719,528

As of June 30, 2010 and December 31, 2009, the net book value of land use rights pledged as collateral for bank loans was \$3,927,920 and \$2,456,811, respectively. Also see Note 14.

As of June 30, 2010 and December 31, 2009, the net book value of land use rights pledged as collateral for bank loans borrowed by Zhejiang Mengdeli Electronic Co., Ltd. ("ZMEC"), an unrelated party of the Company was \$6,714,515 and \$6,274,601. Also see Notes 14 and 18.

The amortization expense for the six months ended June 30, 2010 and 2009 was \$122,121 and \$112,411, respectively.

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

NOTE 12 – LAND USE RIGHTS (CONTINUED)

Amortization expense for the next five years and thereafter is as follows:

2010 (six months)	\$ 122,120
2011	244,241
2012	244,241
2013	244,241
2014	244,241
Thereafter	9,543,351
Total	\$ 10,642,435

NOTE 13 – PLANT AND EQUIPMENT

Plant and equipment consist of the following:

	June 30, 2010 (Unaudited)	December 31, 2009
At cost:		
Buildings	\$ 12,695,884	\$ 12,413,935
Machinery and equipment	9,349,008	9,252,390
Office equipment	119,153	114,380
Motor vehicles	167,316	166,616
Moulds	11,172,048	10,715,666
	33,503,409	32,662,987
Less : Accumulated depreciation		
Buildings	\$ (1,183,783)	\$ (970,725)
Machinery and equipment	(6,091,331)	(5,601,424)
Office equipment	(98,724)	(95,295)
Motor vehicles	(108,615)	(95,697)
Moulds	(3,847,560)	(2,753,013)
	(11,330,013)	(9,516,154)
Plant and equipment, net	\$ 22,173,396	\$ 23,146,833

As of June 30, 2010 and December 31, 2009, the net book value of plant and equipment pledged as collateral for bank loans was \$8,314,433 and \$4,308,435, respectively. Also see Note 14.

As of June 30, 2010, the net book value of plant and equipment pledged as collateral for bank loans borrowed by ZMEC, an unrelated party of the Company was \$3,197,668. Also see Notes 14 and 18.

Depreciation expense for six months ended June 30, 2010 and 2009 was \$1,813,859 and \$1,518,087, respectively.

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

NOTE 14 – SHORT TERM BANK LOANS

Short-term loans are summarized as follows:

	June 30, 2010 (Unaudited)	December 31, 2009
Loans from ICBC-Exploration Zone Branch		
Monthly interest only payments at 6.43% per annum, due April 6, 2010, secured by the assets of the Company.	\$ -	\$ 731,294
Monthly interest only payments at 5.31% per annum, due April 15, 2010. Collateralized by a time deposit.	-	1,316,328
Monthly interest only payments at 5.31% per annum, due June 3, 2010, secured by the assets of the Company.	-	731,294
Monthly interest only payments at 5.31% per annum, due August 10, 2010, secured by the assets of the Company (repaid before its due date).	-	394,899
Monthly interest only payments at 5.31% per annum, due August 11, 2010, secured by the assets of the Company (repaid before its due date).	-	438,776
Monthly interest only payments at 5.31% per annum, due October 11, 2010, secured by the assets of the Company (repaid before its due date).	-	658,164
Monthly interest only payments at 5.31% per annum, due October 13, 2010, secured by the assets of the Company (repaid before its due date).	-	702,042
Monthly interest only payments at 5.31% per annum, due November 12, 2010, secured by the assets of the Company (repaid before its due date).	-	146,259
Monthly interest only payments at 5.31% per annum, due December 3, 2010, secured by the assets of the Company (repaid before its due date).	-	585,035
Loans from Huaxia Bank		
Monthly interest only payments at 5.58% per annum, due September 21, 2010, secured by the assets of the Company, guaranteed by Mr. Hu Xiaoming, Yongkang Kangli Metal Manufacturing Co. and Kandi Investment Group Co.	3,965,574	3,948,985

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

NOTE 14 - SHORT TERM BANK LOANS (CONTINUED)

	June 30, 2010 (Unaudited)	December 31, 2009
Loans from Commercial Bank-Jiangnan Branch		
Monthly interest only payments at 5.84% per annum, due January 5, 2010, guaranteed by Yongkang Kangli Metal Manufacturing Co. and pledged by Jingdezhen De'er Industrial Investment Co., Ltd.	-	2,925,174
Monthly interest only payments at 5.84% per annum, due May 5, 2010, secured by the assets of the Company, and guaranteed by Mr. Hu Xiaoming and Ms. Ling Yueping.	-	1,462,587
Monthly interest only payments at 5.10% per annum, due October 15, 2010, secured by the assets of the Company.	1,468,731	-
Monthly interest only payments at 5.10% per annum, due December 10, 2010, secured by the assets of the Company, and guaranteed by Mr. Hu Xiaoming and Ms. Ling Yueping.	734,365	-
Monthly interest only payments at 5.84% per annum, due January 5, 2011, guaranteed by Mr. Hu Xiaoming, Mr. Lu Qinjiang, Mr. Lu Qinbo, Ms. Ling Yueping and Yongkang Kangli Metal Manufacturing Co. and pledged by Jingdezhen De'er Industrial Investment Co., Ltd.	2,937,461	-
Loans from China Every-bright Bank		
Monthly interest only payments at 5.58% per annum, due February 22, 2010, pledged office building of Mr. Hu Xiaoming and Ms. Ling Yueping, guaranteed by Nanlong Group Co., Ltd., and Yongkang Kangli Metal Manufacturing Co.	-	4,387,761
Monthly interest only payments at 5.20% per annum, due August 4, 2010, pledged office building of Mr. Hu Xiaoming and Ms. Ling Yueping, guaranteed by Nanlong Group Co., Ltd., and Zhejiang Mengdeli Electric Company.	4,406,193	-
Monthly interest only payments at 5.35% per annum, due October 13, 2010, secured by the assets of the Company, and guaranteed by Nanlong Group Co., Ltd., Zhejiang Mengdeli Electric Company Mr. Hu Xiaoming and Ms. Ling Yueping.	4,406,193	-
Monthly interest only payments at 4.86% per annum, due October 13, 2010, secured by the Company's account receivables.	2,937,461	-

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

NOTE 14 - SHORT TERM BANK LOANS (CONTINUED)

	June 30, 2010 (Unaudited)	December 31, 2009
Loans from Shanghai Pudong Development Bank		
Monthly interest only payments at 4.78% per annum, due April 28, 2010, collateralized by a time deposit.	-	1,316,328
Monthly interest only payments at 5.58% per annum, due December 8, 2010, pledged house of Hu Xiaoming and Ms. Ling Yueping, guaranteed by Nanlong Group Co., Ltd. and Mr. Hu Xiaoming.	2,937,461	2,925,174
Loans from China Every-growing Bank		
Monthly interest only payments at 5.84% per annum, due October 27, 2010, guaranteed by Zhejiang Shuguang Industrial Co., Ltd., and Zhejiang Mengdeli Electric Company.	2,937,461	2,925,173
Loans from China Communication Bank-Jinhua Branch		
Monthly interest only payments at 5.58% per annum, due February 15, 2010, guaranteed by Zhejiang Shuguang Industrial Co., Ltd. and Mr. Hu Xiaoming.	-	731,293
Monthly interest only payments at 5.84% per annum, due February 4, 2011, guaranteed by Mr. Hu Xiaoming, Mr. Yan Guanwei and Zhejiang Shuguang industrial Co., Ltd.	734,365	-
Total	\$ 27,465,265	\$ 26,326,566

Short term bank loans interest expense for the six month ended June 30, 2010 and 2009 was \$749,407, and \$848,450, respectively.

As of June 30, 2010, the aggregated amount of short term loans that are guaranteed by various third parties is \$23,059,072. Also see Note 19.

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

NOTE 15 – NOTES PAYABLE

Notes payable are summarized as follows:

	June 30, 2010 (Unaudited)	December 31, 2009
Bank acceptance notes:		
Due March 8, 2010	\$ -	\$ 1,462,587
Due March 24, 2010	-	1,462,587
Due April 14, 2010	-	1,316,328
Due July 6, 2010	1,468,731	-
Due September 9, 2010	1,468,731	-
Due September 23, 2010	1,468,731	
Due October 26, 2010	2,203,095	
Due November 5, 2010	734,365	
Due November 5, 2010	1,468,731	
Due November 12, 2010	1,468,731	-
Subtotal	\$ 10,281,115	\$ 4,241,502
Notes payable to unrelated companies:		
Due December 1, 2010	\$ -	\$ 3,690,038
Due January 20, 2012	1,177,483	-
Subtotal	1,177,483	3,690,038
Total	\$ 11,458,598	\$ 7,931,540

All the bank acceptance notes do not bear interest, but are subject to bank charges of 0.005% of the principal as commission on each loan transaction.

Restricted cash of \$8,078,019 is held as collateral for the following notes payable at June 30, 2010:

Due July 6, 2010	\$ 1,468,731
Due September 9, 2010	1,468,731
Due September 23, 2010	1,468,731
Due October 26, 2010	2,203,095
Due November 5, 2010	734,365
Due November 5, 2010	1,468,731
Due November 12, 2010	1,468,731
Subtotal	\$ 10,281,115

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

NOTE 16 – TAX

(a) Corporation Income Tax (“CIT”)

On March 16, 2007, the National People’s Congress of China approved the Corporate Income Tax Law of the People’s Republic of China (the “new CIT law”), which went into effect on January 1, 2008. In accordance with the relevant tax laws and regulations of the PRC, the applicable corporate income tax rate is 25%.

Prior to January 1, 2008, the CIT rate applicable to the Company is 33%. Kandi’s first profitable tax year for income tax purposes as a foreign-invested company was 2007. As a foreign-invested company, the income tax rate of Kandi is entitled to a 50% tax holiday based on 25% for the years from 2009 through 2011. During the transition period, the above tax concession granted to the Company prior to the new CIT law will be grandfathered according to the interpretations of the new CIT law.

KSV is a subsidiary of the Company and its applicable corporate income tax rate is 25%.

Effective January 1, 2007, the Company adopted ASC 740, Income Taxes. The interpretation addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements.

Under ASC 740, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. FIN 48 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. As of June 30, 2010, the Company does not have a liability for unrecognized tax benefits. The Company files income tax returns in the U.S. federal jurisdiction. The Company is subject to U.S. federal income tax examinations by tax authorities for years after 2005. During the periods open to examination, the Company has net operating loss carry forwards (“NOLs”) for U.S. federal and state tax purposes that have attributes from closed periods. Since these NOLs may be utilized in future periods, they remain subject to examination. The Company also files certain tax returns in China. As of June 30, 2010 the Company was not aware of any pending income tax examinations by China tax authorities. The Company's policy is to record interest and penalties on uncertain tax provisions as income tax expense. As of June 30, 2010, the Company has no accrued interest or penalties related to uncertain tax positions. The Company has not recorded a provision for U.S federal income tax for the six months ended June 30, 2010 due to the net operating loss carry forward in the United States.

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

NOTE 16 – TAX (CONTINUED)

Income tax expense (benefit) for the six months ended June 30, 2010 and 2009 is summarized as follows:

	For the Six Months Ended June 30, (Unaudited)	
	2010	2009
Current:		
Provision for CIT	\$ 185,673	\$ -
Deferred:		
Provision for CIT	(10,617)	41,085
Income tax expense (benefit)	\$ 175,056	\$ 41,085

The Company's income tax expense (benefit) differs from the "expected" tax expense for the six months ended June 30, 2010 and 2009 (computed by applying the CIT rate of 25%, respectively to income before income taxes) as follows:

	For the Six Months Ended June 30, (Unaudited)	
	2010	2009
Computed "expected" (benefit) expense	\$ 221,568	\$ (78,860)
Favorable tax rate	(185,673)	83,196
Permanent differences	58,159	30,118
Valuation allowance	81,002	6,631
Income tax expense (benefit)	\$ 175,056	\$ 41,085

The tax effects of temporary differences that give rise to the Company's net deferred tax assets and liabilities as of June 30, 2010 and December 31, 2009 are summarized as follows:

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

NOTE 16 – TAX (CONTINUED)

	June 30, 2010 (Unaudited)	December 31, 2009
Current portion:		
Deferred tax assets:		
Expense	\$ 6,710	\$ 23,028
Subtotal	6,710	23,028
Deferred tax liabilities:		
Sales cut-off	(59,202)	(85,572)
Other	-	-
Subtotal	(59,202)	(85,572)
Total deferred tax liabilities – current portion	(52,492)	(62,544)
Non-current portion:		
Deferred tax assets:		
Depreciation	506,600	504,258
Loss carried forward	160,399	75,397
Valuation allowance	(160,399)	(75,397)
Subtotal	506,600	504,258
Deferred tax liabilities:		
Accumulated other comprehensive gain	(296,579)	(296,511)
Subtotal	(296,579)	(296,511)
Total deferred tax assets – non-current portion	210,021	207,747
Net deferred tax assets	\$ 157,529	\$ 145,203

(b) Tax Holiday Effect

For the six months ended June 30, 2010 and 2009 the PRC corporate income tax rate was 25%. Certain subsidiaries of the Company are entitled to tax exemptions (tax holidays) for the six months ended June 30, 2010 and 2009.

The combined effects of the income tax expense exemptions and reductions available to the Company for the six months ended June 30, 2010 and 2009 are as follows:

	For the Six Months Ended June 30 (Unaudited)	
	2010	2009
Tax holiday credit	\$ 185,673	\$ (83,196)

Edgar Filing: Kandi Technologies Corp - Form 10-Q

Basic net (loss) income per share effect	\$	0.01	\$	(0.00)
--	----	------	----	--------

27

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010 (UNAUDITED)

NOTE 17 - STOCK OPTIONS, WARRANTS AND CONVERTIBLE NOTES

(a) Stock Options

On February 11, 2009, the Compensation Committee of the Board of Directors of the Company approved the grant of stock options for 2,600,000 shares of common stock to ten of the Company's employees and directors. The stock options vest ratably over three years and expire in ten years from the grant date. The Company valued the stock options at \$2,062,964 and amortizes the stock compensation expense using the straight-line method over the service period from February 11, 2009 through February 11, 2012. The value of the options was estimated using the Black Scholes Model with an expected volatility of 164%, expected life of 10 years, risk-free interest rate of 2.76% and expected dividend yield of 0.00%.

On October 6, 2009, the Company executed an agreement ("Cooperation Agreement") with Wang Rui and Li Qiwen, third-party consultants, whereby Mr. Wang and Mr. Li are to provide business development services in China to the Company in exchange for options to purchase 350,000 shares of the Company's common stock at an exercise price of \$1.50 per share. Per the agreement, 250,000 of these options vested and became exercisable on March 6, 2010, and 100,000 vested and became exercisable on June 6, 2010. The options will expire after ten years. The options are issued under and subject to the terms of the Company's 2008 Omnibus Long-Term Incentive Plan. No required dates of service are specified on the consulting agreement. No repurchase features or cash settlement provisions are specified in the terms and conditions of the Notice of Grant of Stock Option.

The following is a summary of the stock option activities of the Company:

	Activity	Weighted Average Exercise Price
Outstanding as of January 1, 2010	2,950,000	\$ 0.88
Granted	-	-
Exercised	1,116,696	0.96
Cancelled	-	-
Outstanding as of June 30, 2009	1,833,304	0.84

The following table summarizes information about stock options outstanding as of June 30, 2010:

Options Outstanding			Options Exercisable		
Number of shares	Exercise Price	Remaining	Number of shares	Exercise Price	
		Contractual life (in years)			
1,733,304	\$ 0.80	9	1,733,304	\$ 0.80	
100,000	1.50	10	100,000	1.50	

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010 (UNAUDITED)

NOTE 17 - STOCK OPTIONS, WARRANTS AND CONVERTIBLE NOTES (CONTINUED)

The fair value per share of the 2,600,000 options issued to the employees and directors is \$0.7934 per share. The fair value per share of 250,000 options issued to Wang Rui and Li Qiwen, which became exercisable on March 6, 2010, is \$4.55, while the fair value per share of 100,000 options issued to Wang Rui and Li Qiwen, which became exercisable on June 6, 2010, is \$3.44.

(b) Warrants and Convertible Notes

On September 21, 2009, the Company executed an agreement (“Consulting Agreement”) with a third-party consultant, whereby the consultant is to provide management consulting and advisory services for a period of 12 months, beginning on September 22, 2009, and ending on September 22, 2010. As compensation for the services provided, the Company agreed to issue 200,000 warrants to purchase the Company’s common stock, with 100,000 of these warrants issued at an exercise price of \$2.00 per share and 100,000 of these warrants issued at an exercise price of \$2.50 per share. All of the warrants have a five year contractual term and were granted on October 22, 2009. The warrants vested in full and became exercisable on January 21, 2010, upon the closing of an initial round of financing. The fair value per share of the 100,000 warrants issued under the Consulting Agreement with an exercise price of \$2.00 is \$4.56, and the fair value per share of the 100,000 warrants issued under the Consulting Agreement with an exercise price of \$2.50 is \$4.48.

Under a Securities Purchase Agreement, dated as of January 21, 2010, by and among the Company and certain investors thereto, the Company issued a total of \$10 million of senior secured convertible notes (the “Convertible Notes”) and warrants exercisable for an aggregate of 800,000 shares of the Company’s Common Stock (the “Investor Warrants”), for gross proceeds of \$10 million. The Convertible Notes, which accrue interest at a rate of 6% per annum, will mature in two years following the closing date of the offering and are initially convertible, at the option of the holders, into shares of Common Stock at \$6.25 per share. As of January 21, 2010, at the price of \$6.25 per share, the Convertible Notes were convertible into 1,600,000 shares of Common Stock. The Investor Warrants, which are exercisable for a period of three years following the closing date, are initially exercisable for shares of Common Stock at an exercise price of \$6.5625 per share as of January 21, 2010. Included in the associated issuance costs is the fair value of 80,000 warrants issued to a placement agent. These warrants have the same terms and conditions as the Investor Warrants issued to the investors.

Pursuant to the terms of the Convertible Notes and the Investor Warrants, on May 18, 2010, the conversion price of the Convertible Notes was adjusted to \$3.5924 per share and the exercise price of the Investor Warrants and warrants issued to the placement agent was adjusted to \$4.3907 per share. As of June 30, 2010, the investors had converted \$1,825,000 of the principal amount of the Convertible Notes into an aggregate of 508,507 shares of Common Stock, of which 260,000 shares were converted at the initial conversion price of \$6.25, and 248,507 additional shares of Common Stock were issued at the adjusted conversion price of \$3.5924.

KANDI TECHNOLOGIES, CORP.
AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2010 (UNAUDITED)

As of June 30, 2010, the fair value of the Investor Warrants and the warrants issued to the placement agent is \$1.71 per share, and the fair value of conversion features is \$1.44 per share.

NOTE 18 – STOCK AWARDS

According to that certain Consulting Agreement dated as of September 21, 2009, the Company agreed to issue the consultant 100,000 shares of Company's Common Stock upon the achievement of certain conditions. Pursuant to the terms of the Consulting Agreement, the Company issued an aggregate of 100,000 restricted shares of Common Stock to the consultant and certain of its employees on April 14, 2010.

According to that certain consulting agreement dated as of March 1, 2010, between the Company and DGI Investor Relations, Inc., the Company agreed to compensate the consultant in payments of 2,000 shares of Company's Common Stock per quarter for the term of the agreement in exchange for the consultant providing investor relations services. Pursuant to the terms of the agreement, the Company issued 3,340 shares of Common Stock on April 27, 2010 for services rendered from January 2010 to May 31, and 2,000 shares of Common Stock on June 1, 2010 for services rendered from June 1, 2010 to August 31, 2010.

The fair value of stock awarded is determined by the closing price of the common stock on the date of stock awarded.

NOTE 19 – COMMITMENTS AND CONTINGENCIES

As of June 30, 2010, the Company provided guarantee for the following third parties:

Guarantee provided to	Amount
Yongkang Kangli Metal Manufacturing Co.	\$ 4,406,192
Zhejiang Mengdeli Electric Company	2,496,842
Zhejiang Shuguang industrial Co., Ltd.	2,937,461
Zhejiang Yiran Auto Sales Company	734,365
Wuyi Qilong Vehicle Co., Ltd.	1,321,858
Zhejiang Taiping Trade Co., Ltd	3,378,081
Total	\$ 15,274,799

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This report contains forward-looking statements within the meaning of the federal securities laws that relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology, such as "may," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "project," "predict," "intend," "potential" or "continue" or the negative of such terms or other comparable terminology, although not all forward-looking statements contain such terms.

In addition, these forward-looking statements include, but are not limited to, statements regarding implementing our business strategy; development and marketing of our products; our estimates of future revenue and profitability; our expectations regarding future expenses, including research and development, sales and marketing, manufacturing and general and administrative expenses; difficulty or inability to raise additional financing, if needed, on terms acceptable to us; our estimates regarding our capital requirements and our needs for additional financing; attracting and retaining customers and employees; sources of revenue and anticipated revenue; and competition in our market.

Forward-looking statements are only predictions. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. All of our forward-looking information is subject to risks and uncertainties that could cause actual results to differ materially from the results expected. Although it is not possible to identify all factors, these risks and uncertainties include the risk factors and the timing of any of those risk factors described in the Company's Form 10-K for the year ended December 31, 2009 and those set forth from time to time in our filings with the Securities and Exchange Commission ("SEC"). These documents are available on the SEC's Electronic Data Gathering and Analysis Retrieval System at <http://www.sec.gov>.

Critical Accounting Policies and Estimates

Stock Option Cost

The Company's stock option cost is recorded in accordance with ASC 718 and ASC 505.

The fair value of stock options is estimated using the Black-Scholes-Merton model. The Company's expected volatility assumption is based on the historical volatility of the Company's stock. The expected life assumption is primarily based on the expiration date of the option. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

Stock option expense recognized is based on awards expected to vest, and there were no estimated forfeitures. ASC standards requires forfeitures to be estimated at the time of grant and revised in subsequent periods, if necessary, if actual forfeitures differ from those estimates.

The stock based compensation expense for the six months ended June 30, 2010 is \$1,152,050, among which \$808,223 and \$343,827 was allocated to selling expense and distribution expenses, and general and administrative expenses, respectively.

Warrant Cost

The Company's warrant costs are recorded in liabilities and equities, respectively, in accordance with ASC 480, ASC 505 and ASC 815.

The fair value of warrants is estimated using the Black-Scholes-Merton model. The Company's expected volatility assumption is based on the historical volatility of the Company's stock. The expected life assumption is primarily based on the expiration date of the warrant. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

The Company determined that the equity based warrants are not considered derivatives under ASC 815, while the warrants, which are freestanding derivatives and are classified as liabilities on the balance sheet, will be measured at fair value on each reporting date, with changes in fair value recognized in earnings as interest expense.

As of June 30, 2010, the fair value per share of the warrants issued under the Consulting Agreement with the exercise price of \$2.00 is \$4.56, the fair value per share of the warrants issued under the Consulting Agreement with the exercise price of \$2.50 is \$4.48, and the fair value per share of the Investor Warrants and the warrants issued to placement agents of the Convertible Notes is \$1.71.

Fair Value of Conversion Features

In accordance with ASC 815, the conversion feature of the Convertible Notes is separated from the debt instrument and accounted for separately as a derivative instrument. On the date the Convertible Notes are issued, the conversion feature was recorded as a liability at its fair value, and future changes in fair value will be recognized in earnings as interest expense.

The Company used the Black-Scholes-Merton option-pricing model to obtain the fair value of the conversion feature. The Company's expected volatility assumption is based on the historical volatility of the Company's stock. The expected life assumption is primarily based on the expiration date of the warrant. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant. As of June 30, 2010, the fair value of conversion features is \$1.44 per share.

Remeasurement at Fair Value of Financial Instruments & Non-Financial Assets

The Company measured the fair value of warrants and conversion features embedded in the Convertible Notes as of June 30, 2010 using the Black-Scholes-Merton model with the inputs effective at measurement date. For the six months ended June 30, 2010, the fair value of Investor Warrants and warrants issued to placement agents has decreased \$1,380,840, and the fair value of conversion features has decreased \$394,969. For the six months ended June 30, 2010, \$742,396 of the value of the conversion features has been exercised to convert \$1,825,000 principal of the Convertible Notes into the Company's Common Stock.

The Company's non-financial assets measured on a non-recurring basis include the Company's property, plant and equipment and finite-use intangible assets which are measured for recoverability when indicators for impairment are present. SFAS 157 requires companies to disclose assets and liabilities measured on a non-recurring basis in the period in which the remeasurement at fair value is performed. The Company has reviewed its long-lived assets as of June 30, 2010 and determined that there are no significant assets to be tested for recoverability under SFAS 144 and as such, no fair value measurements related to non-financial assets have been made during the six months ended June 30, 2010.

Debt Discount

Since the objective of the services provided by the consultant was to help the Company to close a financing, the expense of warrants issued to consultants, which is measured at the date when the consultant's services are considered to be performed using the Black-Scholes model, is included in the debt discount, together with the expense of conversion features embedded in the Convertible Notes and expense of Investor Warrants and warrants issued to placement agents, which are measured as of the issuance date of Convertible Notes. The debt discount is amortized to interest expense over the life of the Convertible Notes payable using the effective interest method. As of June 30, 2010, the amount of debt discount is \$6,997,517.

Revenue Recognition

Revenues represent the invoiced value of goods sold, recognized upon the shipment of goods to customers. Revenues are recognized when all of the following criteria are met:

- Persuasive evidence of an arrangement exists;
- Delivery has occurred or services have been rendered;
- The seller's price to the buyer is fixed or determinable; and
- Collectability is reasonably assured.

New Accounting Pronouncements

Recently Implemented Standards

ASC 105, Generally Accepted Accounting Principles ("ASC 105") (formerly Statement of Financial Accounting Standards No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, a replacement of FASB Statement No. 162) reorganized by topic existing accounting and reporting guidance issued by the Financial Accounting Standards Board ("FASB") into a single source of authoritative generally accepted accounting principles ("GAAP") to be applied by nongovernmental entities. All guidance contained in the Accounting Standards Codification ("ASC") carries an equal level of authority. Rules and interpretive releases of the Securities and Exchange Commission ("SEC") under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. Accordingly, all other accounting literature will be deemed "non-authoritative." ASC 105 is effective on a prospective basis for financial statements issued for interim and annual periods ending after September 15, 2009. The Company has implemented the guidance included in ASC 105 as of July 1, 2009. The implementation of this guidance changed the Company's references to GAAP authoritative guidance but did not impact the Company's financial position or results of operations.

ASC 855, Subsequent Events (“ASC 855”) (formerly Statement of Financial Accounting Standards No. 165, Subsequent Events) includes guidance that was issued by the FASB in May 2009, and is consistent with current auditing standards in defining a subsequent event. Additionally, the guidance provides for disclosure regarding the existence and timing of a company’s evaluation of its subsequent events. ASC 855 defines two types of subsequent events, “recognized” and “non-recognized.” Recognized subsequent events provide additional evidence about conditions that existed at the date of the balance sheet and are required to be reflected in the financial statements. Non-recognized subsequent events provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date and, therefore; are not required to be reflected in the financial statements. However, certain non-recognized subsequent events may require disclosure to prevent the financial statements from being misleading. This guidance was effective prospectively for interim or annual financial periods ending after June 15, 2009. The Company implemented the guidance included in ASC 855 as of July 1, 2009. The effect of implementing this guidance was not material to the Company’s financial position or results of operations.

Recent Accounting Pronouncements

In August 2009, the FASB issued ASC Update No. 2009-05, Fair Value Measurements and Disclosures (Topic 820): Measuring Liabilities at Fair Value (“ASC Update No. 2009-05”). This update amends ASC 820, Fair Value Measurements and Disclosures and provides further guidance on measuring the fair value of a liability. The guidance establishes the types of valuation techniques to be used to value a liability when a quoted market price in an active market for the identical liability is not available, such as the use of an identical or similar liability when traded as an asset. The guidance also further clarifies that a quoted price in an active market for the identical liability at the measurement date and the quoted price for the identical liability when traded as an asset in an active market when no adjustments to the quoted price of the asset are required are both Level 1 fair value measurements. If adjustments are required to be applied to the quoted price, it results in a level 2 or 3 fair value measurement. The guidance provided in the update is effective for the first reporting period (including interim periods) beginning after issuance. The Company has implemented ASC Update No. 2009-05 as of June 30, 2010.

In September 2009, the FASB issued ASC Update No. 2009-12, Fair Value Measurements and Disclosures (Topic 820): Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent) (“ASC Update No. 2009-12”). This update sets forth guidance on using the net asset value per share provided by an investee to estimate the fair value of an alternative investment. Specifically, the update permits a reporting entity to measure the fair value of this type of investment on the basis of the net asset value per share of the investment (or its equivalent) if all or substantially all of the underlying investments used in the calculation of the net asset value is consistent with ASC 820. The update also requires additional disclosures by each major category of investment, including, but not limited to, fair value of underlying investments in the major category, significant investment strategies, redemption restrictions, and unfunded commitments related to investments in the major category. The amendments in this update are effective for interim and annual periods ending after December 15, 2009 with early application permitted. The Company does not expect that the implementation of ASC Update No. 2009-12 will have a material effect on its financial position or results of operations.

In June 2009, FASB issued Statement of Financial Accounting Standards No. 167, Amendments to FASB Interpretation No. 46(R) (“Statement No. 167”). Statement No. 167 amends FASB Interpretation No. 46R, Consolidation of Variable Interest Entities an interpretation of ARB No. 51 (“FIN 46R”) to require an analysis to determine whether a company has a controlling financial interest in a variable interest entity. This analysis identifies the primary beneficiary of a variable interest entity as the enterprise that has (a) the power to direct the activities of a variable interest entity that most significantly impact the entity’s economic performance and (b) the obligation to absorb losses of the entity that could potentially be significant to the variable interest entity or the right to receive benefits from the entity that could potentially be significant to the variable interest entity. The statement requires an ongoing assessment of whether a company is the primary beneficiary of a variable interest entity when the holders of the entity, as a group, lose power, through voting or similar rights, to direct the actions that most significantly affect the entity’s economic performance. This statement also enhances disclosures about a company’s involvement in variable interest entities. Statement No. 167 is effective as of the beginning of the first annual reporting period that begins after November 15, 2009. Although Statement No. 167 has not been incorporated into the Codification, in accordance with ASC 105, the standard shall remain authoritative until it is integrated. The Company does not expect the adoption of Statement No. 167 to have a material impact on its financial position or results of operations.

In June 2009, the FASB issued Statement of Financial Accounting Standards No. 166, Accounting for Transfers of Financial Assets an amendment of FASB Statement No. 140 (“Statement No. 166”). Statement No. 166 revises FASB Statement of Financial Accounting Standards No. 140, Accounting for Transfers and Extinguishment of Liabilities a replacement of FASB Statement 125 (“Statement No. 140”) and requires additional disclosures about transfers of financial assets, including securitization transactions, and any continuing exposure to the risks related to transferred financial assets. It also eliminates the concept of a “qualifying special-purpose entity,” changes the requirements for derecognizing financial assets, and enhances disclosure requirements. Statement No. 166 is effective prospectively, for annual periods beginning after November 15, 2009, and interim and annual periods thereafter. Although Statement No. 166 has not been incorporated into the Codification, in accordance with ASC 105, the standard shall remain authoritative until it is integrated. The Company does not expect the adoption of Statement No. 166 will have a material impact on its financial position or results of operations.

Results of Operations

Comparison of Six Months Ended June 30, 2010 and 2009

The following table sets forth the amounts and percentage relationship to revenue of certain items in our condensed consolidated statements of income and comprehensive income

	For Six Months Ended June 30, 2010	% Of Revenue	For Six Months Ended June 30, 2009	% Of Revenue	Change In Amount	Change In %
REVENUES, NET	\$ 18,166,224	100.0%	\$ 9,487,455	100.0%	\$ 8,678,769	91.5%
COST OF GOODS SOLD	(13,963,654)	(76.9%)	(7,063,351)	(74.4%)	(6,900,303)	97.7%
GROSS PROFIT	4,202,570	23.1%	2,424,104	25.6%	1,778,466	73.4%
Research and development	743,768	4.1%	1,106,973	11.7%	(363,205)	(32.8%)
Selling and distribution expenses	942,013	5.1%	183,994	1.9%	758,019	412.0%
General and administrative expenses	1,797,872	9.9%	1,456,210	15.3%	341,662	23.5%
INCOME (LOSS) FROM OPERATIONS	718,917	4.0%	(323,073)	(3.4%)	1,041,990	(322.5%)
Interest income (expense), net	333,273	1.8%	(418,557)	(4.4%)	751,830	(179.6%)
Government grants	75,789	0.4%	124,005	1.3%	(48,216)	38.9%
Other income, net	57,859	0.3%	302,185	3.2%	(244,326)	(80.9%)
INCOME (LOSS) FROM OPERATIONS BEFORE INCOME TAXES	1,185,838	6.5%	(315,440)	(3.3%)	1,501,278	(475.9%)
INCOME TAX BENEFIT (EXPENSE)	(175,056)	(0.9%)	(41,085)	(0.2%)	(133,971)	(326.1%)
INCOME (LOSS) FROM CONTINUING OPERATIONS	1,010,782	5.6%	(356,525)	(3.5%)	1,367,307	(383.5%)
NET INCOME (LOSS)	1,010,782	5.6%	(356,525)	(3.5%)	1,367,307	(383.5%)

(a) Revenue

For the six months ended June 30, 2010, our revenue increased by 91.5%, from \$9,487,455 to \$18,166,224 as compared to the six months ended June 30, 2009. This is primarily due to the Company's continuing efforts to develop new markets outside North America and due to the recovery of global economy, which has enhanced the customer demands for the Company's products, particularly the recreational vehicle lines. In addition, the sales of the Company's electric vehicle has grown significantly in 2010, which has contributed to the increase in revenue.

The following table lists the number of vehicles sold and sales revenue, categorized by vehicle type, within the six months ended June 30, 2010 and 2009:

	Six Months Ended June 30			
	2010		2009	
	Unit	Sales	Unit	Sales
ATV	2,184	\$ 1,595,181	1,774	\$ 1,053,633
CoCo	1,377	5,810,682	474	1,704,025
GoKart	6,387	6,906,990	2,563	2,380,224
Utility vehicles ("UTVs")	1,052	2,301,724	1,458	3,671,762
Three-wheeled motorcycle ("TT")	678	1,551,647	336	677,812

The following table shows the breakdown of Kandi's revenues from its customers by geographical markets based on the location of the customer during the six months ended June 30, 2010 and 2009:

	Six Months Ended June 30			
	2010		2009	
	Sales	Percentage	Sales	Percentage
North America	\$ 2,363,454	13%	\$ 1,262,506	13%
China	15,577,145	86%	8,071,643	85%
Europe	255,625	1%	153,306	2%
Total	\$ 18,166,224	100%	\$ 9,487,455	100%

For the six months ended June 30, 2010, about 95% of sales to China are sales to Chinese export agents, who resell the company's products to North America, Europe, and other regions.

(b) Cost of goods sold

Cost of goods sold during the six months ended June 30, 2010 was \$13,963,654, representing a 97.7% increase of \$7,063,351 from the six months ended June 30, 2009, which corresponded with the increase in sales. Cost of goods sold was 76.9% of the total revenue for the period, as compared to 74.5% of the comparable period, reflecting the increased price of raw manufacturing materials whose costs were comparatively higher than those of previous year.

(c) Gross profit

Gross profit for the first half of 2010 increased 73.4%, from \$2,424,104 to \$4,202,570 from the same period in 2009, as a result of the increase in revenue, although higher material costs caused the increase in gross profit to lag behind the increase in revenue.

(d) Selling and distribution expenses

Selling and distribution expenses were \$942,013 for the six months ended June 30, 2010, as compared to \$183,994 from the same period in 2009, representing a 412% increase. The significant increase in these expenses was the result of the expense related to the options issued to consultants for their services assisting the Company in expanding within the Chinese market. Excluding the \$808,223 option related expense, the net selling and distribution expenses for the six months ended June 30, 2010 was \$133,790, a 27.3% decrease from the same period of 2009, primarily due to the \$30,060 decrease in insurance expense and \$57,082 decrease in advertising fee, although this decrease was partially offset by an increase in shipping costs of \$15,295, about 36%, compared to the same period of 2009, due to the increased sales.

(e) General and administrative expenses

General and administrative expenses were \$1,797,872 for the six months ended June 30, 2010, as compared to \$1,456,210 for the same period in 2009, representing a 23.5% increase. For the six months ended June 30, 2010, the general and administrative expenses included \$522,646 expenses for shares of common stock awards to consultants for financing and investor relations services. In addition to the stock award expense, the general and administrative expenses also included \$343,827 in stock-based compensation costs for the options issued to the Company's executives and managerial level employees, while for the same period of last year, this stock based compensation cost was \$525,292. Excluding the effect of stock award cost and option cost, the net general and administrative expenses for the six months ended June 30, 2010 was \$931,399, almost equal to \$930,918 for the same period of 2009.

(f) Research and development

Research and development expenses were \$743,768 for the six months ended June 30, 2010, as compared to \$1,106,973 from the same period in 2009, representing a 32.8% decrease. The decrease was due to a significant curtailment of research and development expenses associated with the electric-powered super-mini car, CoCo.

(g) Government grants

Government grants totaled \$75,789 for the six months ended June 30, 2010, representing a 38.9% decrease over the same period in 2009.

(h) Other income, Net

Net other income was \$57,859 for the six months ended June 30, 2010, a decrease of 80.9% from \$302,185 for the same period of 2009. This is primarily due to a damage award amount of \$216,034 that the Company received in the second quarter of 2009 from a lawsuit against Zhejiang Yuegong Steel Structure Co. and Zhejiang Jinhua No.1 Construction Co., Ltd. for their delay in the construction in the Jinhua Industrial District.

(i) Net interest income (expense)

Net interest income was \$333,273 for the six months ended June 30, 2010, as compared to \$418,557 interest expense for the same period last year, representing a significant change. For the six months ended June 30, 2010, the interest expense for the Convertible Notes was \$253,425, and the interest expense incurred by the amortization of debt discount was \$492,099, while the interest income, which was caused by the changes of fair value of Investor Warrants issued to Convertible Notes investors and placement agents, and the changes of fair value of conversion features embedded in Convertible Notes, was \$1,775,809. Excluding the effects of interest expense and interest income related to Convertible Notes, the interest expense for this reporting period was \$697,012, increased 66.5% from \$418,557 for the same period of 2009. This was primarily due to the decrease of interest income earned from the note receivables issued to third parties and from bank deposits, which decreased \$359,927 compared to the same period of 2009.

(j) Net income (loss)

The operating performance of the Company for the six months ended June 30, 2010 reflected a net income of \$1,010,782, significantly improved from a net loss of \$356,525 for the same period of last year, primarily due to the increase of sales and gross profit, and the significant decrease in interest expense.

Excluding the effects of option related expenses, the effects caused by the Convertible Notes, and the change of the fair value of financial derivative, for the six months ended June 30, 2010, the Company's net income was \$1,655,193, while the net income was only \$168,767 for the same period of 2009 excluding same effects.

Comparison of Three Months Ended June 30, 2010 and 2009

The following table sets forth the amounts and percentage relationship to revenue of certain items in our condensed consolidated statements of income and comprehensive income

	For Three Months Ended June 30, 2010	% Of Revenue	For Three Months Ended June 30, 2009	% Of Revenue	Change In Amount	Change In %
REVENUES, NET	\$ 9,911,884	100.0%	\$ 5,481,551	100.0%	\$ 4,430,333	80.8%
COST OF GOODS SOLD	(7,559,235)	(76.3%)	(4,037,629)	(73.7%)	(3,521,606)	87.2%
GROSS PROFIT	2,352,649	23.7%	1,443,922	26.3%	908,727	62.9%
Research and development	400,370	4.0%	580,772	10.6%	(180,402)	(31.1%)
Selling and distribution expenses	89,685	0.9%	97,810	1.8%	(8,125)	(8.3%)
General and administrative expenses	1,147,061	11.6%	678,278	12.3%	468,783	69.1%
INCOME FROM OPERATIONS	715,533	7.2%	87,062	1.6%	628,471	721.9%
Interest income (expense), net	541,224	5.5%	(109,253)	(2.0%)	650,477	(595.4%)
Government grants	45,950	0.5%	24,951	0.5%	20,999	84.2%
Other income, net	10,801	0.1%	245,971	4.5%	(235,170)	(95.6%)
INCOME FROM OPERATIONS BEFORE INCOME TAXES	1,313,508	13.3%	248,731	4.5%	1,064,777	428.1%
INCOME TAX (EXPENSE) BENEFIT	(124,741)	1.3%	(22,358)	(0.4%)	(102,383)	(457.9%)
INCOME (LOSS) FROM CONTINUING OPERATIONS	1,188,767	12.0%	226,373	4.1%	962,394	425.1%
NET (LOSS) INCOME	1,188,767	12.0%	226,373	4.1%	962,394	425.1%

(a) Revenue

For the three months ended June 30, 2010, our revenue increased by 80.8%, from \$5,481,551 to \$9,911,884 as compared to the three months ended June 30, 2009. This is primarily due to the Company's continued efforts to maintain the growth achieved so far in 2010, through developing new markets and promoting the Company's new products, such as the Company's electric vehicle.

The following table lists the number of vehicles sold and sales revenues, categorized by vehicle type, within the three months ended June 30, 2010 and 2009:

	Three Months Ended June 30		2009	
	2010		2009	
	Unit	Sales	Unit	Sales
ATV	1,131	\$ 593,949	1,028	\$ 612,841
CoCo	1,005	4,131,674	305	1,264,406
GoKart	2,785	3,141,901	2,288	2,243,425
Utility vehicles ("UTVs")	485	1,006,094	419	942,789
Three-wheeled motorcycle ("TT")	461	1,038,266	138	418,089

The following table shows the breakdown of Kandi's revenues from its customers by geographical markets based on the location of the customer during the three months ended June 30, 2010 and 2009:

	Three Months Ended June 30		2009	
	2010		2009	
	Sales	Percentage	Sales	Percentage
North America	\$ 1,341,512	14%	\$ 847,736	15%
China	8,448,853	85%	4,523,364	83%
Europe	121,519	1%	110,451	2%
Total	\$ 9,911,884	100%	\$ 5,481,551	100%

For the three months ended June 30, 2010, about 95% of sales to China are sales to Chinese export agents, who resell the company's products to North America, Europe, and other regions.

(b) Cost of goods sold

Cost of goods sold during the three months ended June 30, 2010 was \$7,559,235, representing an 87.2% increase of \$4,037,629 from the three months ended June 30, 2009, which corresponds with the increase in sales. Cost of goods sold was 76.3% of the total revenue for the period, as compared to 73.7% of the comparable period last year, which is primarily due to the increased price of raw manufacturing materials.

(c) Gross profit

Gross profit for the three months ended June 30, 2010 increased 62.9%, from \$1,443,922 to \$2,352,649 from the same period in 2009, which is mainly the result of the increase in revenue. Although for the three months ended June 30, 2010, the gross margin dropped to 23.7% from 26.3% for the same period of last year, largely due to the higher material cost, the gross margin for the second quarter of 2010 increased from 22.4% for the first quarter of 2010, reflecting the Company's cost management efforts in this environment of increasing manufacturing cost.

(d) Selling and distribution expenses

Selling and distribution expenses were \$89,685 for the three months ended June 30, 2010, as compared to \$97,810 from the same period in 2009, representing an 8.3% decrease. Excluding the \$27,321 expense related to options issued to consultants for their services assisting the Company in expanding into the Chinese market, the net selling and distribution expenses for the three months ended June 30, 2010 was \$62,364, a 36.2% decrease from the same period of 2009, primarily because the advertising fee for the three months ended June 30, 2010 was \$36,550 lower than the amount occurred for the same period of last year.

(e) General and administrative expenses

General and administrative expenses were \$1,147,061 for the three months ended June 30, 2010, as compared to \$678,278 for the same period in 2009, representing a 69.1% increase. For the three months ended June 30, 2010, the general and administrative expenses included \$522,646 expenses for shares of common stock awarded to consultants financing and investor relations services. In addition to the stock award expense, the general and administrative expenses also included \$143,261 in stock-based compensation costs for the options issued to the Company's executives and managerial level employees, while for the same period of last year, this stock based compensation cost was \$315,175. Excluding the effect of stock award cost and option cost, the net general and administrative expenses for the three months ended June 30, 2010 was \$481,154, an increase of 32.5% from \$363,103 for the same period of 2009. This increase was primarily the result of the increase of expenses incurred by the Company's increased activities in investor relations and capital markets compared to the same period of 2009.

(f) Other income, Net

Net other income was \$10,801 for the three months ended June 30, 2010, a decrease of 95.6% from \$245,971 for the same period of 2009, mainly due to a damage award in the amount of \$216,034 that the Company received in the second quarter of 2009 from a lawsuit against Zhejiang Yuegong Steel Structure Co. and Zhejiang Jinhua No.1 Construction Co., Ltd. for their delay in the construction in the Jinhua Industrial District.

(g) Net interest expense

Net interest income was \$541,224 for the three months ended June 30, 2010, compared to \$109,253 for the same period last year. For the three months ended June 30, 2010, the interest expense on the Convertible Notes was \$135,683, and the interest expense incurred by the amortization of debt discount was \$252,733, while the interest income, which was affected by the changes of fair value of Investor Warrants and warrants issued to placement agents, and the changes of fair value of conversion features embedded in Convertible Notes, was \$1,213,169. Excluding the effects of interest expense related to Convertible Notes, the net interest expense for the three months ended June 30, 2010 was \$283,529, an increase of 159.5% from \$109,253 for the same period of 2009. This was primarily due to the decrease in interest income earned from the note receivables issued to third parties and from bank term deposits, which decreased \$152,048 compared to the same period of 2009.

(h) Net (loss) income

The operating performance of the Company for the three months ended June 30, 2010 reflected a net income of \$1,188,767, which is significantly improved from a net income of \$226,373 for the same period of last year, primarily due to the increase in sales and gross profit, and the improvement in interest income.

Excluding the effects of option related expenses, the effects caused by the Convertible Notes, and the change of the fair value of financial derivative, for the three months ended June 30, 2010, the Company's net income was \$1,057,242, while the net income was \$541,548 for the same period of 2009 excluding same effects.

Financial Condition

Working Capital

The Company had a working capital surplus of \$682,171 at June 30, 2010, an improvement from a working capital deficit of \$14,140,556 as of June 30, 2009, which was principally due to the Company's issuance of \$10,000,000 long-term Convertible Notes in January 2010 and using the proceeds in the Company's working capital. In addition, for the six months ended June 30, 2010, the Company also recorded a net cash inflow from the operating activities, which also increased the Company's working capital.

As of June 30, 2010, the Company had credit lines from commercial banks for \$34,808,918, of which \$27,465,265 was used at June 30, 2010. The Company believes that its cash flows generated internally may not be sufficient to sustain operations and repay short term bank loans for the next twelve months. Therefore, from time to time, the Company may require extra funding through short term borrowing from PRC banks or other financing activities if needed in the near future.

The Company has historically financed itself through short-term commercial bank loans from PRC banks. The term of these loans are typically for one year, and upon the payment of all outstanding principal and interest in a respective loan, the banks have typically rolled over the loans for additional one-year terms, with adjustments made to the interest rate to reflect prevailing market rates. The Company believes this situation has not changed and the short-term bank loan will be available on normal trade terms if needed.

Capital Requirements and Capital Provided

Capital requirements and capital provided for the six months ended June 30, 2010 is as follows:

	Six months Ended June 30, 2010 (In thousands)
Capital requirements	
Purchase of plant and equipment	\$ 701
Purchase of construction in progress	-
Issuance of notes receivable	17,169
Repayments of short-term bank loans	18,143
Repayments of notes payable	7,934
Increase in restricted cash	2,343
Increase in cash	717
Total capital requirements	\$ 47,007
Capital provided	
Internal cash provided by operation	4,584
Proceeds from short-term bank loan	19,167
Proceeds from notes payable	20,242
Repayments of notes receivable	2,269
Other financing activities	745
Total capital provided	\$ 47,007

For further information, see the Statement of Cash Flows.

Cash Flow

Net cash flow provided by operating activities was \$4,584,109 for the six months ended June 30, 2010, as compared to net cash flow used in operating activities of \$7,106,029 in the same period in 2009. The increase of net cash flow provided by operating activities was mainly due to (i) the improvement in net income of \$1,367,307, (ii) a net cash inflow of \$3,149,816 for the six months ended June 30, 2010 caused by the change of accounts payable, rather than a net cash outflow of \$511,665 for the same period of last year, (iii) a decrease in the prepayment amount, which caused a net cash inflow of \$627,935 for this reporting period, largely improving from a net cash outflow of \$1,963,636, and (iv) a decrease in the cash outflow for inventory from \$6,907,531 to \$4,175,053.

Net cash flow used in investing activities was \$15,600,950 for the six months ended June 30, 2010 as compared to net cash flow provided by investing activities of \$7,919,832 for the same reporting period in 2009. For the six months ended June 30, 2010, the Company issued \$17,168,835 in notes receivable, and collected \$2,268,415 repayment of notes receivable, which caused a net cash outflow \$14,900,420 in notes receivable. While for the same period of last year, the Company recorded a net cash inflow \$10,054,502 in note receivable, primarily due to the \$28,545,269 repayment of notes receivable.

Net cash flow provided by financing activities was \$11,733,940 for the six months ended June 30, 2010, as compared to net cash flow used in financing activities of \$933,473 for the six months ended June 30, 2009. Cash flow provided by financing activities in this quarter was primarily due to net cash inflow from notes payable of \$10,482,400.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

44

Item 4. Controls and Procedures.

The Company maintains a system of disclosure controls and procedures that is designed to ensure that information required to be disclosed by the Company in this Form 10-Q, and in other reports required to be filed under the Securities Exchange Act of 1934 (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the rules and forms for such filings. Management of the Company, under the direction of the Company's Chief Executive Officer and Chief Financial Officer, reviewed and performed an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15a(e) and 15d-15(e) under the Exchange Act) as of June 30, 2010. Based on that review and evaluation, the Chief Executive Officer and Chief Financial Officer, along with other key management of the Company, have determined that the disclosure controls and procedures were effective as of such date.

In connection with the evaluation described above, we identified no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) during the quarter ended June 30, 2010 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

As of the date of this filing, there have been no material changes from the risk factors previously disclosed in our “Risk Factors” in the Form 10-K for the period ended December 31, 2009. An investment in our common stock involves various risks. When considering an investment in our company, you should consider carefully all of the risk factors described in our most recent Form 10-K. These risks and uncertainties are not the only ones facing us and there may be additional matters that we are unaware of or that we currently consider immaterial. All of these could adversely affect our business, financial condition, results of operations and cash flows and, thus, the value of an investment in our company.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

None.

Item 5. Other Information.

None.

II-1

Item 6. Exhibits

Exhibit Number	Description
31.1	Certification pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934
31.2	Certification pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934
32.1	Certification of CEO and CFO pursuant to 18 U.S.C. § 1350, as Adopted Pursuant to § 906 of the Sarbanes-Oxley Act of 2002

II-2

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Kandi Technologies, Corp.

Date: August 16, 2010

By: /s/ Hu Xiaoming
Hu Xiaoming
President and Chief Executive Officer
(Principal Executive Officer)

Date: August 16, 2010

By: /s/ Zhu Xiaoying
Zhu Xiaoying
Chief Financial Officer
(Principal Financial and Accounting Officer)

II-3
