

China Intelligent Lighting & Electronics, Inc.  
Form 10-Q  
May 17, 2010

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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 March 31, 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 No. 000-53018

China Intelligent Lighting and Electronics, Inc.  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

26-1357819  
(I.R.S. Employer  
Identification No.)

No. 29 & 31, Huanzhen Road  
Shuikou Town, Huizhou, Guangdong, People's Republic of China 516005  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

86-0752-3138511  
(COMPANY'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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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” as defined in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

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

The number of shares outstanding of the registrant’s Common Stock, par value \$0.0001 per share, was 9,893,704 as of May 12, 2010 (excluding 790,358 shares underlying outstanding warrants exercisable at \$0.0002 per share).

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## CHINA INTELLIGENT LIGHTING AND ELECTRONICS, INC.

## FORM 10-Q

For the Quarterly Period Ended March 31, 2010

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

China Intelligent Lighting and Electronics, Inc. and Subsidiaries  
Consolidated Balance Sheets  
(In US Dollars)

	March 31, 2010 (unaudited)	December 31, 2009
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 2,609,277	\$ 469,341
Trade receivables, net	14,861,699	13,424,362
VAT refundable	384,225	168,765
Inventories, net	3,897,755	3,923,533
Prepaid expenses and other receivables	3,512	-
Advances to suppliers	1,947,281	2,369,134
Restricted cash	352,106	352,051
Total current assets	24,055,855	20,707,186
Property and equipment, net	3,358,436	3,450,745
Total Assets	\$ 27,414,291	\$ 24,157,931
<b>Liabilities and Stockholders' Equity</b>		
<b>Current Liabilities</b>		
Accounts payable - trade	\$ 3,619,945	\$ 3,579,095
Accrued liabilities and other payable	619,825	1,224,359
Customer deposits	358,283	148,757
Corporate tax payable	232,625	372,275
Short-term loan	850,924	938,802
Total current liabilities	5,681,602	6,263,288
<b>Stockholders' Equity</b>		
Preferred stock, \$0.0001 par value, 10,000,000 shares authorized, 0 shares outstanding at March 31, 2010 and December 31, 2009	-	-
Common stock, \$0.0001 par value, 100,000,000 shares authorized, 9,893,704 and 7,097,748 shares issued and outstanding at March 31, 2010 and December 31, 2009, respectively	989	710
Additional paid-in capital	4,389,866	1,389,163
Accumulated other comprehensive income	681,680	716,048
Statutory reserves	2,201,627	2,201,627
Retained earnings (unrestricted)	14,458,527	13,587,095
Total stockholders' equity	21,732,689	17,894,643
Total Liabilities and Stockholders' Equity	\$ 27,414,291	\$ 24,157,931

The accompanying notes are an integral part of these consolidated financial statements.



China Intelligent Lighting and Electronics, Inc. and Subsidiaries  
Consolidated Statements of Income  
(Unaudited)  
(In US Dollars)

	For the Three Months Ended March 31,	
	2010	2009
Revenue	\$ 14,857,193	\$ 11,987,437
Cost of Goods Sold	(11,458,652)	(9,449,867)
Gross Profit	3,398,541	2,537,570
<b>General and administrative</b>		
Selling expenses	626,854	550,961
General and administrative	1,333,847	220,442
Research and development	280,726	104,205
Total operating expenses	2,241,427	875,608
Income from operations	1,157,114	1,661,962
<b>Other income (expenses):</b>		
Interest income	239	1,061
Interest expense	(12,042)	-
Total other (expenses) income	(11,803)	1,061
Income before income taxes	1,145,311	1,663,023
Income taxes	(273,879)	(203,595)
Net income	\$ 871,432	\$ 1,459,428
Earnings per share - basic	\$ 0.09	\$ 0.21
Weighted-average shares outstanding, basic	9,458,778	7,097,748
Earnings per share - diluted	\$ 0.09	\$ 0.21
Weighted-average shares outstanding, diluted	10,126,191	7,097,748

The accompanying notes are an integral part of these consolidated financial statements.

China Intelligent Lighting and Electronics, Inc. and Subsidiaries  
 Consolidated Statement of Changes in Stockholders' Equity  
 For the three months ended March 31, 2010  
 (Unaudited)  
 (In US Dollars)

	Common Share	Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Statutory Reserves	Retained Earnings (Unrestricted)	Total Stockholders' Equity
Balance at December 31, 2009	7,097,748	\$ 710	\$ 1,389,163	\$ 716,048	\$ 2,201,627	\$ 13,587,095	\$ 17,894,643
Retain of 1,418,001 shares held by original SRKP 22 shareholders	1,418,001	142	(142)	-	-	-	-
Issuance of 1,377,955 shares at \$2.54 per share in private placement, net of offering costs	1,377,955	137	3,000,845	-	-	-	3,000,982
Foreign currency translation adjustment	-	-	-	(34,368)	-	-	(34,368)
Net income for the three months ended March 31, 2010	-	-	-	-	-	871,432	871,432
Balance at March 31, 2010	9,893,704	\$ 989	\$ 4,389,866	\$ 681,680	\$ 2,201,627	\$ 14,458,527	\$ 21,732,689

The accompanying notes are an integral part of these consolidated financial statements.



China Intelligent Lighting and Electronics, Inc. and Subsidiaries  
 Consolidated Statements of Comprehensive Income  
 (Unaudited)  
 (In US Dollars)

	For the Three Months Ended	
	March 31, 2010	March 31, 2009
Net income	\$ 871,432	\$ 1,459,428
Other comprehensive income, net of tax:		
Unrealized gain on foreign currency translation	(34,368)	(12,728)
Comprehensive income	\$ 837,064	\$ 1,446,700

The accompanying notes are an integral part of these consolidated financial statements.

China Intelligent Lighting and Electronics, Inc. and Subsidiaries  
Consolidated Statements of Cash Flows  
(Unaudited)  
(In US Dollars)

For the Three Months  
Ended  
March 31,  
2010                      2009

## Cash Flows From Operating Activities

Net income	\$ 871,432	\$ 1,459,428
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation expense	88,869	88,185
Changes in operating assets and liabilities:		
Account receivable-trade	(1,435,210)	(3,360,836)
VAT refundable	(215,433)	381,477
Advance to suppliers for purchases	422,228	(92,133)
Inventories, net	26,400	1,597,864
Accounts payable and accrued liabilities	(564,445)	27,220
Customer deposits	209,502	(28)
Prepaid expense	(3,512)	-
Corporate tax payable	(139,709)	203,595
Net cash provided by (used in) operating activities	(739,878)	304,772

## Cash Flows From Investing Activities

Purchases of property and equipment	-	(1,172)
Net cash used in investing activities	-	(1,172)

## Cash Flows From Financing Activities

Repayments of loans	(88,027)	-
Net proceeds of share issuance	3,000,982	-
Net cash provided by financing activities	2,912,955	-

Effect of exchange rate changes on cash	(33,141)	(1,321)
Net increase in cash and cash equivalents	2,139,936	302,279
Cash and cash equivalents, beginning of period	469,341	264,189
Cash and cash equivalents, end of period	\$ 2,609,277	\$ 566,468

## Supplemental disclosure information:

Income taxes paid	\$ 401,815	\$ -
Interest paid	\$ 82,305	\$ -

The accompanying notes are an integral part of these consolidated financial statements.

China Intelligent Lighting and Electronics, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements

(Unaudited)

NOTE 1 - DESCRIPTION OF BUSINESS AND ORGANIZATION

China Intelligent Lighting and Electronics, Inc. (“China Intelligent US”, or “the Company”) (formerly SRKP 22, Inc.) was incorporated under the laws of the State of Delaware on October 11, 2007. SRKP 22 agreed to issue an aggregate of 7,097,748 shares of its common stock in exchange for all of the issued and outstanding share capital of China Intelligent Electric Holding Limited under a Share Exchange Agreement (the “Share Exchange”). The Share Exchange closed on January 15, 2010. After the share exchange, China Intelligent Lighting and Electronics, Inc. became parent company of China Intelligent Electric Holding Limited.

China Intelligent Electric Holding Limited (“China Intelligent BVI” or “China Intelligent”) (formerly DDC Digital International Company Limited (“DDC Digital”)) was incorporated under the laws of British Virgin Island on December 10, 2003. The name of the Company was changed from DDC Digital to NIVS Intelligent Electric Holding Company Limited (“NIVS Intelligent”) on December 20, 2007, and further to China Intelligent on August 26, 2008.

China Intelligent BVI has 50,000 common shares authorized with \$1.00 par value each and 1 share is issued and outstanding. Mr. Tianfu Li (“Mr. Li”) was the original sole shareholder with original investment of \$50,000. On March 8, 2007, Mr. Li transferred 100% ownership in China Intelligent to Ms. Xiangying Jing (“Ms. Jing”) and therefore Ms. Jing became the sole shareholder and director of China Intelligent. On February 18, 2009, Ms. Xuemei Li, sister of Mr. Li, (“Ms. Li”) acquired 1 share issued and outstanding then and became the sole shareholder and director of China Intelligent.

Korea Hyundai Light & Electric (International) Holding Limited (“Hyundai HK”) was incorporated under the laws of Hong Kong, PRC on April 27, 2005 by the original sole shareholder Mr. Li. Hyundai HK has 2,000,000 common shares authorized with HKD 1 par value each and 2,000,000 shares are issued and outstanding. On July 17, 2008, Mr. Li transferred 100% ownership in Hyundai HK to China Intelligent. Hyundai HK became a subsidiary of China Intelligent thereafter.

Hyundai Light & Electric (HZ) Co., Ltd. (“Hyundai HZ”) is located at Huizhou, Guangdong Province, PRC and incorporated under the Chinese laws on July 6, 2005. Hyundai HZ had an initial registered capital of HKD 2 million, and it was increased to HKD 20 million in 2008. Prior to July 17, 2008, Hyundai HZ was the wholly owned subsidiary of Hyundai HK. Mr. Li as the sole shareholder and director of Hyundai HK was also the director of Hyundai HZ. On July 17, 2008, pursuant to an ownership transfer agreement, China Intelligent acquired 100% interests in Hyundai HZ from Hyundai HK. Hyundai HZ became a subsidiary of China Intelligent thereafter.

China Intelligent US and its subsidiaries, China Intelligent, Hyundai HK and Hyundai HZ shall collectively refer throughout as the “Company”.

To enable Hyundai HZ to go public, Mr. Li made the following restructuring arrangements in order to spinoff his control and ownership from all the entities, and placed Hyundai HZ under the control of China Intelligent with Ms. Li as the director and management of the entities:

1. On March 8, 2007, Mr. Li transferred 100% ownership in China Intelligent to Ms. Jing; therefore Ms. Jing became the sole shareholder and director of China Intelligent.
2. On June 30, 2008, Hyundai HK transferred its 100% ownership interest in Hyundai HZ to China Intelligent for \$8 million; therefore China Intelligent became the sole shareholder of Hyundai HZ.

3. On July 17, 2008, Mr. Li transferred his 100% ownership in Hyundai HK to China Intelligent for HKD 2 million and forgave the HKD 2 million receivable; therefore China Intelligent became the sole shareholder of Hyundai HK and appointed Ms. Jing as director of Hyundai.
4. On February 18, 2009, Ms. Jing transferred her 100% ownership in China Intelligent to Ms. Li; therefore Ms. Li became the sole shareholder and director of China Intelligent. At the same time, Ms. Li replaced Ms. Jing as sole director of Hyundai HK.

China Intelligent Lighting and Electronics, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements

(Unaudited)

For accounting purposes, the restructuring transactions are being accounted as business combination of entities under common control. The various entities and restructuring transactions have an underlying purpose of going public. Furthermore, the director and management of the entities are Mr. Li and Ms. Li, respectively. The Company accounted for restructuring transactions as combination of entities under common control similar to a pooling of interest transaction, and the historical financial statements include the operations of Hyundai HK and Hyundai HZ for all periods presented.

Through its wholly owned subsidiary, Hyundai HZ, China Intelligent engages in research, development, assembling, marketing and sales of intelligent lighting products including LED, residential, commercial, outdoor, and municipal engineering lighting products for the domestic and international market.

To summarize the paragraphs above, the organization and ownership structure of the Company is currently as follows:

On October 20, 2009, SRKP 22 entered into a share exchange agreement with China Intelligent BVI and the sole shareholder of China Intelligent BVI. Pursuant to the share exchange agreement, as amended by Amendment No. 1 dated November 25, 2009 and Amendment No. 2 dated January 15, 2010 (collectively, the “Exchange Agreement”), SRKP 22 agreed to issue an aggregate of 7,097,748 shares of its common stock in exchange for all of the issued and outstanding share capital of China Intelligent BVI (the “Share Exchange”). The Share Exchange closed on January 15, 2010.

Upon the closing of the Share Exchange, SRKP 22 issued an aggregate of 7,097,748 shares of its common stock to China Intelligent BVI’s sole shareholder and her designees in exchange for all of the issued and outstanding capital stock of China Intelligent BVI. Prior to the closing of the Share Exchange and the closing of a private placement that closed concurrently with the Share Exchange, shareholders of SRKP 22 canceled an aggregate of 2,130,195 shares held by them such that there were 1,418,001 shares of common stock outstanding immediately prior to the Share Exchange. SRKP 22 shareholders also canceled an aggregate of 2,757,838 warrants such that the shareholders held an aggregate of 790,358 warrants immediately after the Share Exchange. Immediately after the closing of the Share Exchange, the Company had 8,515,749 outstanding shares of common stock (excluding the 1,377,955 shares of common stock sold in the private placement), no outstanding shares of Preferred Stock, no outstanding options, and outstanding warrants to purchase 790,358 shares of common stock.

China Intelligent Lighting and Electronics, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements

(Unaudited)

For accounting purposes, the Share Exchange transaction is being accounted for as a reverse merger. The transaction has been treated as a recapitalization of China Intelligent BVI and its subsidiaries, with China Intelligent US (the legal acquirer of China Intelligent BVI and its subsidiaries including Hyundai HZ) considered the accounting acquiree and Hyundai HZ, the only operating company, and whose management took control of China Intelligent US (the legal acquiree of Hyundai HZ) is considered the accounting acquirer. The Company did not recognize goodwill or any intangible assets in connection with the transaction. The 7,097,748 shares of common stock issued to the shareholder of China Intelligent BVI and her designees in conjunction with the share exchange transaction have been presented as outstanding for all periods. The historical consolidated financial statements include the operations of the accounting acquirer for all periods presented.

On March 30, 2010, the Company's Board of Directors and shareholders authorized a 1-for-2 reverse stock split of the Company's outstanding shares of common stock (the "Reverse Stock Split"). References to shares in the consolidated financial statements and the accompanying notes, including, but not limited to, the number of shares and per share amounts, have been adjusted to reflect the Reverse Stock Split on a retroactive basis.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of presentation

The accompanying consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America.

In the opinion of the management, the consolidated financial statements reflect all adjustments (which include normal recurring adjustments) necessary to present fairly the financial position of the Company as of March 31, 2010 and December 31, 2009, and the results of operations and cash flows for the three months ended March 31, 2010 and 2009.

b. Basis of consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries. Inter-company transactions have been eliminated in consolidation.

c. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting year. Because of the use of estimates inherent in the financial reporting process, actual results could differ from those estimates.

d. Reclassifications

Certain amounts in the consolidated financial statements for the prior years have been reclassified to conform to the presentation of the current year for the comparative purposes.

China Intelligent Lighting and Electronics, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements

(Unaudited)

e. Fair values of financial instruments

The Company adopted ASC 820 “Fair Value Measurements,” which defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosures requirements for fair value measures. Current assets and current liabilities qualified as financial instruments and management believes their carrying amounts are a reasonable estimate of fair value because of the short period of time between the origination of such instruments and their expected realization and if applicable, their current interest rate is equivalent to interest rates currently available. The three levels are defined as follows:

- Level 1 — inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 — inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.
- Level 3 — inputs to the valuation methodology are unobservable and significant to the fair value.

As of the balance sheet date, the estimated fair values of the financial instruments were not materially different from their carrying values as presented due to the short maturities of these instruments and that the interest rates on the borrowings approximate those that would have been available for loans of similar remaining maturity and risk profile at respective period-ends. Determining which category an asset or liability falls within the hierarchy requires significant judgment. The Company evaluates the hierarchy disclosures each quarter.

f. Cash and cash equivalents

Cash and cash equivalents include cash on hand, cash on deposit with various financial institutions in PRC, Hong Kong, US, and all highly-liquid investments with original maturities of three months or less at the time of purchase. Banks and other financial institutions in PRC do not provide insurance for funds held on deposit.

g. Restricted cash

The restricted cash consists of bank deposits pledged against short-term credit facilities provided by the banks and are recorded as asset.

h. Trade receivables

Trade receivables are recognized and carried at original invoiced amount less an allowance for uncollectible accounts, as needed.

The allowance for bad debts on trade receivables reflects management’s best estimate of probable losses determined principally on the basis of historical experience. The allowance for bad debt is determined primarily on the basis of management’s best estimate of probable losses, including specific allowances for known troubled accounts. All accounts or portions thereof deemed to be uncollectible or to require an excessive collection cost are written off to the allowance for bad debt. When facts subsequently become available to indicate that the amount provided as the allowance to date has been inadequate, an adjustment to the estimate is made at that time.

i. Inventories

Inventories are stated at the lower of cost, as determined on a weighted average basis, or market. Costs of inventories include purchase and related costs incurred in bringing the products to the Company's location and proper condition. Market value is determined by reference to selling prices after the balance sheet date or to management's estimates based on prevailing market conditions. The Company writes down the inventories to market value if it is below cost. The Company also regularly evaluates the composition of its inventories to identify slow-moving and obsolete inventories to determine if a valuation allowance is required. Inventory levels are based on projections of future demand and market conditions. Any sudden decline in demand and/or rapid product improvements and technological changes can result in excess and/or obsolete inventories. There is a risk that we will forecast inventory needs incorrectly and purchase or produce excess inventory. As a result, actual demand may differ from forecasts, and such differences, if not managed, may have a material adverse effect on future results of operations due to required write-offs of excess or obsolete inventory.



China Intelligent Lighting and Electronics, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements

(Unaudited)

j. Property and equipment

Property and equipment are initially recognized and recorded at cost. Gains or losses on disposals are reflected as gain or loss in the period of disposal. The cost of improvements that extend the life of plant and equipment are capitalized. These capitalized costs may include structural improvements, equipment and fixtures. All ordinary repairs and maintenance costs are expensed as incurred.

Depreciation for financial reporting purposes is provided using the straight-line method over the estimated useful lives of the assets:

Molds	10 years
Machinery and Equipment	10 years
Electronic Equipment	5 years
Office and Other Equipment	5 years

k. Impairment of long-lived assets

The Company evaluates potential impairment of long-lived assets, in accordance with ASC 360, “Accounting for Impairment of Long-Lived Assets and Long-Lived Assets to be Disposed of”, which requires the Company to evaluate a long-lived asset for recoverability when there is event or circumstances that indicate the carrying value of the asset may not be recoverable. An impairment loss is recognized when the carrying amount of a long-lived asset or asset group is not recoverable (when carrying amount exceeds the gross, undiscounted cash flows from use and disposition) and is measured as the excess of the carrying amount over the asset’s (or asset group’s) fair value.

l. Customer deposit

The customer deposits are recorded as a liability when the Company receives it and recognized as revenue after the total amount is paid off upon the delivery of the products.

m. Income taxes

The Company accounts for income taxes in accordance with the asset and liability method for financial accounting and reporting for income taxes and allows recognition and measurement of deferred tax assets based upon the likelihood of realization of 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 deductibility is uncertain.

The Company accounts for uncertainty in income taxes in accordance with applicable accounting standards, which requires a comprehensive model for how a company should recognize, measure, present and disclose in its financial statements uncertain tax positions that the company has taken or expects to take on a tax return (including a decision whether to file or not file a return in a particular jurisdiction).

n. Comprehensive income

The Company presents comprehensive income in accordance with applicable accounting standards, which requires the reporting and displaying of comprehensive income, its components, and accumulated balances in a full-set of general-purpose financial statements. Accumulated other comprehensive income represents the accumulated balance of foreign currency translation adjustments.

China Intelligent Lighting and Electronics, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements

(Unaudited)

o. Revenue recognition

The Company generates revenues from the sales of lighting and electronic equipment. Sales revenues are recognized when the following four revenue criteria are met: persuasive evidence of an arrangement exists, delivery has occurred, the selling price is fixed or determinable, and collectability is reasonably assured. Sales are presented net of value added tax (VAT). No return allowance is made as product returns have been insignificant in all periods.

Orders are placed by both the distributors and OEMs and the products are delivered to the customers within 30-45 days of order, the Company does not provide price protection or right of return to the customers. The price of the products are predetermined and fixed based on contractual agreements, therefore the customers would be responsible for any loss if the customers are faced with sales price reductions and rapid technology obsolescence in the industry. The Company does not allow any discounts, credits, rebates or similar privileges.

The Company does not provide warranty for the products sold to customers since the majority of the customers are wholesalers and distributors. The Company specifies the delivery terms (usually 30 days after the order is placed) and the liability for breach of the contract. If the Company cannot fulfill the order terms, the customers have the right to recoup their deposit. If the products delivered do not meet the quality specifications or need to be reworked, the Company is responsible for the rework and the related expenses. If the customers decided to rework the products themselves, the Company will compensate its customers for the expenses incurred. The Company did not incur any costs related to breach of contract or product quality issues for sales during the three month ended March 31, 2010 and 2009.

p. Advertising

The Company expenses advertising costs as incurred. Advertising is included in selling expenses for financial reporting. The Company spent \$26,338 and \$23,735 for the three months ended March 31, 2010 and 2009, respectively, on advertising expenses.

q. Research and development costs

Research and development costs are expensed to operations as incurred. The Company spent \$280,726 and \$104,205, for the three months ended March 31, 2010 and 2009, respectively, on direct research and development efforts.

r. Foreign currency translation

The functional currency of China Intelligent and Hyundai HK is Hong Kong Dollar (“HKD”). These two companies maintain their financial statements using the functional currency. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency at rates of exchange prevailing at the balance sheet dates. Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Exchange gains or losses arising from foreign currency transactions are included in the determination of net income (loss) for the respective periods.

The functional currency of Hyundai HZ is the Renminbi (“RMB”), the PRC’s currency. The Company maintains its financial statements using its own functional currency. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency at rates of exchange prevailing at the balance sheet dates. Transactions denominated in currencies other than the functional currency are translated into the

functional currency at the exchange rates prevailing at the dates of the transaction. Exchange gains or losses arising from foreign currency transactions are included in the determination of net income (loss) for the respective periods.

China Intelligent Lighting and Electronics, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements

(Unaudited)

For financial reporting purposes, the financial statements of China Intelligent and Hyundai HK, which are prepared in HKD, are translated into the Company's reporting currency, United States Dollars ("USD"); the financial statements of Hyundai HZ, which is prepared in RMB, are translated into the Company's reporting currency, USD. Balance sheet accounts are translated using the closing exchange rate in effect at the balance sheet date and income and expense accounts are translated using the average exchange rate prevailing during the reporting period.

Adjustments resulting from the translation, if any, are included in accumulated other comprehensive income (loss) in stockholder's equity.

The exchange rates used for foreign currency translation were as follows (USD\$1 = RMB):

Period Covered	Balance Sheet Date Rates	Average Rates
Year ended December 31, 2009	6.81720	6.84088
Three months ended March 31, 2009	6.82547	6.82547
Three months ended March 31, 2010	6.81612	6.83603

The exchange rates used for foreign currency translation were as follows (USD\$1 = HKD):

Period Covered	Balance Sheet Date Rates	Average Rates
Year ended December 31, 2009	7.75477	7.75218
Three months ended March 31, 2009	7.74999	7.75374
Three months ended March 31, 2010	7.76406	7.76390

s. Related parties

A party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence the management or operating policies of the transacting parties or if it has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party.

t. Recently issued accounting pronouncements

In June 2009, the Financial Accounting Standards Board (FASB) issued a standard that established the FASB Accounting Standards Codification (ASC) and amended the hierarchy of generally accepted accounting principles (GAAP) such that the ASC became the single source of authoritative nongovernmental U.S. GAAP. The ASC did not change current U.S. GAAP, but was intended to simplify user access to all authoritative U.S. GAAP by providing all the authoritative literature related to a particular topic in one place. All previously existing accounting standard

documents were superseded and all other accounting literature not included in the ASC is considered non-authoritative. New accounting standards issued subsequent to June 30, 2009 are communicated by the FASB through Accounting Standards Updates (ASUs). The Company adopted the ASC on July 1, 2009. This standard did not have an impact on the Company's consolidated results of operations or financial condition. However, throughout the notes to the consolidated financial statements references that were previously made to various former authoritative U.S. GAAP pronouncements have been changed to coincide with the appropriate section of the ASC.

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In December 2007, the FASB issued and, in April 2009, amended a new business combinations standard codified within ASC 805, which changed the accounting for business acquisitions. Accounting for business combinations under this standard requires the acquiring entity in a business combination to recognize all (and only) the assets acquired and liabilities assumed in the transaction and establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed in a business combination. Certain provisions of this standard impact the determination of acquisition-date fair value of consideration paid in a business combination (including contingent consideration); exclude transaction costs from acquisition accounting; and change accounting practices for acquisition-related restructuring costs, in-process research and development, indemnification assets, and tax benefits. The Company adopted the standard for business combinations for its business combination during the period ended June 30, 2009.

In April 2009, the FASB issued an accounting standard which provides guidance on (1) estimating the fair value of an asset or liability when the volume and level of activity for the asset or liability have significantly declined and (2) identifying transactions that are not orderly. The standard also amended certain disclosure provisions for fair value measurements and disclosures in ASC 820 to require, among other things, disclosures in interim periods of the inputs and valuation techniques used to measure fair value as well as disclosure of the hierarchy of the source of underlying fair value information on a disaggregated basis by specific major category of investment. The standard was effective prospectively beginning April 1, 2009. The adoption of this standard did not have a material impact on the Company's consolidated results of operations or financial condition.

In April 2009, the FASB issued an accounting standard which modifies the requirements for recognizing other-than-temporarily impaired debt securities and changes the existing impairment model for such securities. The standard also requires additional disclosures for both annual and interim periods with respect to both debt and equity securities. Under the standard, impairment of debt securities will be considered other-than-temporary if an entity (1) intends to sell the security, (2) more likely than not will be required to sell the security before recovering its cost, or (3) does not expect to recover the security's entire amortized cost basis (even if the entity does not intend to sell). The standard further indicates that, depending on which of the above factor(s) causes the impairment to be considered other-than-temporary, (1) the entire shortfall of the security's fair value versus its amortized cost basis or (2) only the credit loss portion would be recognized in earnings while the remaining shortfall (if any) would be recorded in other comprehensive income. The standard requires entities to initially apply its provisions to previously other-than-temporarily impaired debt securities existing as of the date of initial adoption by making a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. The cumulative-effect adjustment potentially reclassifies the noncredit portion of a previously other-than-temporarily impaired debt security held as of the date of initial adoption from retained earnings to accumulated other comprehensive income. The adoption of this standard did not have a material impact on the Company's consolidated results of operations or financial condition.

In April 2009, the FASB issued an accounting standard regarding interim disclosures about fair value of financial instruments. The standard essentially expands the disclosure about fair value of financial instruments that were previously required only annually to also be required for interim period reporting. In addition, the standard requires certain additional disclosures regarding the methods and significant assumptions used to estimate the fair value of financial instruments. The adoption of this standard did not have a material impact on the Company's consolidated results of operations or financial condition.

In May 2009, the FASB issued a new accounting standard regarding subsequent events. This standard incorporates into authoritative accounting literature certain guidance that already existed within generally accepted auditing standards, with the requirements concerning recognition and disclosure of subsequent events remaining essentially

unchanged. This guidance addresses events which occur after the balance sheet date but before the issuance of financial statements. Under the new standard, as under previous practice, an entity must record the effects of subsequent events that provide evidence about conditions that existed at the balance sheet date and must disclose but not record the effects of subsequent events which provide evidence about conditions that did not exist at the balance sheet date. This standard added an additional required disclosure relative to the date through which subsequent events have been evaluated and whether that is the date on which the financial statements were issued. For the Company, this standard was effective beginning April 1, 2009.

In June 2009, the FASB issued a new standard regarding the accounting for transfers of financial assets amending the existing guidance on transfers of financial assets to, among other things, eliminate the qualifying special-purpose entity concept, include a new unit of account definition that must be met for transfers of portions of financial assets to be eligible for sale accounting, clarify and change the derecognition criteria for a transfer to be accounted for as a sale, and require significant additional disclosure. The standard is effective for new transfers of financial assets beginning January 1, 2010. The adoption of this standard did not have a material impact on the Company's consolidated results of operations or financial condition.



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In June 2009, the FASB issued an accounting standard that revised the consolidation guidance for variable-interest entities. The modifications include the elimination of the exemption for qualifying special purpose entities, a new approach for determining who should consolidate a variable-interest entity, and changes to when it is necessary to reassess who should consolidate a variable-interest entity. The standard is effective January 1, 2010. The adoption of this standard did not have a material impact on the Company's consolidated results of operations or financial condition.

In August 2009, the FASB issued ASU No. 2009-05, Measuring Liabilities at Fair Value, which provides additional guidance on how companies should measure liabilities at fair value under ASC 820. The ASU clarifies that the quoted price for an identical liability should be used. However, if such information is not available, a entity may use, the quoted price of an identical liability when traded as an asset, quoted prices for similar liabilities or similar liabilities traded as assets, or another valuation technique (such as the market or income approach). The ASU also indicates that the fair value of a liability is not adjusted to reflect the impact of contractual restrictions that prevent its transfer and indicates circumstances in which quoted prices for an identical liability or quoted price for an identical liability traded as an asset may be considered level 1 fair value. This ASU is effective October 1, 2009. The adoption of this standard did not have a material impact on the Company's consolidated results of operations or financial condition.

In January 2010, the FASB issued ASU No. 2010-6, Improving Disclosures About Fair Value Measurements, that amends existing disclosure requirements under ASC 820 by adding required disclosures about items transferring into and out of levels 1 and 2 in the fair value hierarchy; adding separate disclosures about purchase, sales, issuances, and settlements relative to level 3 measurements; and clarifying, among other things, the existing fair value disclosures about the level of disaggregation. This ASU is effective for the first quarter of 2010, except for the requirement to provide level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which is effective beginning the first quarter of 2011. Since this standard impacts disclosure requirements only, its adoption will not have a material impact on the Company's consolidated results of operations or financial condition.

In September 2009, the FASB issued ASU No. 2009-12, Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), that amends ASC 820 to provide guidance on measuring the fair value of certain alternative investments such as hedge funds, private equity funds and venture capital funds. The ASU indicates that, under certain circumstance, the fair value of such investments may be determined using net asset value (NAV) as a practical expedient, unless it is probable the investment will be sold at something other than NAV. In those situations, the practical expedient cannot be used and disclosure of the remaining actions necessary to complete the sale is required. The ASU also requires additional disclosures of the attributes of all investments within the scope of the new guidance, regardless of whether an entity used the practical expedient to measure the fair value of any of its investments. This ASU is effective October 1, 2009. The adoption of this standard did not have a material impact on the Company's consolidated results of operations or financial condition.

In October 2009, the FASB issued ASU No. 2009-13, Multiple-Deliverable Revenue Arrangements—a consensus of the FASB Emerging Issues Task Force, that provides amendments to the criteria for separating consideration in multiple-deliverable arrangements. As a result of these amendments, multiple-deliverable revenue arrangements will be separated in more circumstances than under existing U.S. GAAP. The ASU does this by establishing a selling price hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable will be based on vendor-specific objective evidence if available, third-party evidence if vendor-specific objective evidence is not available, or estimated selling price if neither vendor-specific objective evidence nor third-party evidence is available. A vendor will be required to determine its best estimate of selling price in a manner that is consistent with that used to determine the price to sell the deliverable on a standalone basis. This ASU also eliminates the residual method of allocation and will require that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method, which allocates any discount in the overall arrangement proportionally to each deliverable based on its relative selling price. Expanded disclosures of qualitative and

quantitative information regarding application of the multiple-deliverable revenue arrangement guidance are also required under the ASU. The ASU does not apply to arrangements for which industry specific allocation and measurement guidance exists, such as long-term construction contracts and software transactions. The ASU is effective beginning January 1, 2011. The Company is currently evaluating the impact of this standard on the Company's consolidated results of operations and financial condition.

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In October 2009, the FASB issued ASU No. 2009-14, Certain Revenue Arrangements That Include Software Elements—a consensus of the FASB Emerging Issues Task Force, that reduces the types of transactions that fall within the current scope of software revenue recognition guidance. Existing software revenue recognition guidance requires that its provisions be applied to an entire arrangement when the sale of any products or services containing or utilizing software when the software is considered more than incidental to the product or service. As a result of the amendments included in ASU No. 2009-14, many tangible products and services that rely on software will be accounted for under the multiple-element arrangements revenue recognition guidance rather than under the software revenue recognition guidance. Under the ASU, the following components would be excluded from the scope of software revenue recognition guidance: the tangible element of the product, software products bundled with tangible products where the software components and non-software components function together to deliver the product's essential functionality, and undelivered components that relate to software that is essential to the tangible product's functionality. The ASU also provides guidance on how to allocate transaction consideration when an arrangement contains both deliverables within the scope of software revenue guidance (software deliverables) and deliverables not within the scope of that guidance (non-software deliverables). The ASU is effective beginning January 1, 2011. The Company is currently evaluating the impact of this standard on the Company's consolidated results of operations and financial condition.

#### NOTE 3 - TRADE RECEIVABLES, NET

Trade receivables consist of the following:

	March 31, 2010	December 31, 2009
Trade receivables	\$ 14,861,699	\$ 13,424,362
Allowance for doubtful accounts	-	-
Trade receivables, net	\$ 14,861,699	\$ 13,424,362

There is no change in the allowance for doubtful accounts for the three months ended March 31, 2010.

The Company did not record any allowance for doubtful accounts for the three months ended March 31, 2010, because the Company collected all the receivables outstanding from its customers based on its historical collection experience.

In addition, the Company requires certain customers to pay a deposit that is 30% of the total amount for each order. Deposit requirements are determined by the Company based on customer's credit worthiness, the length and experience in relationship with customers, and the order size placed by the customer. In addition, the Company will charge a penalty equivalent to 0.5% of the remaining unpaid balance per day up to 20% of the total amount of the contract starting from two weeks after the due date.

#### NOTE 4 – INVENTORIES

Inventories include raw material and finished goods. Finished goods contain direct material, direct labor and manufacturing overhead and do not contain general and administrative costs. Inventories consist of the following:

	March 31, 2010	December 31, 2009
Raw materials	\$ 2,594,171	\$ 1,921,099

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Finished goods	1,303,584	2,002,434
Inventories, net	\$ 3,897,755	\$ 3,923,533

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## NOTE 5 - ADVANCES TO SUPPLIERS

In accordance with the purchase contracts entered into by the Company and some suppliers, payment in advance is needed for the purchase of materials. The delivery term for the materials and equipment purchased is usually 30 days. In the event of a breach of contract, the Company has the following rights and penalty protection:

1. Recoup the deposit from the suppliers and charge double interest on the deposit according to the interest rate during the same period, and
2. Legally take possession of the materials and equipment from the suppliers.

The Company did not have any contract breaches during the three month ended March 31, 2010.

At March 31, 2010, four suppliers each individually accounted for more than 10% of the advances to suppliers and accounted for approximately 26%, 24%, 20% and 13% of total advances to suppliers. For the three months ended March 31, 2010, these four suppliers accounted for approximately 9%, 7%, 0% and 0% of total purchases made by the Company.

At December 31, 2009, one supplier accounted for more than 10% of the advances to suppliers and accounted for approximately 28% of total advances to suppliers. For the year ended December 31, 2009, this one supplier accounted for approximately 2% of total purchases made by the Company. Normally, within approximately 15 days after an order and the prepayment are made, the Company will receive ordered items. In September 2009, the Company placed a special order to this one supplier and the supplier requested a prepayment from the Company as such supplier typically does with its customers. The supplies ordered by the Company never met the Company's standards and requirements until February 2010 and therefore there was a disproportionately high balance outstanding at December 31, 2009. This is an ordinary purchase transaction. There are no unusual terms under the purchase contract and the supplier is an unaffiliated third party.

## NOTE 6 - PROPERTY AND EQUIPMENT, NET

Property and equipment consist of the following:

	March 31, 2010	December 31, 2009
Molds	\$ 3,173,245	\$ 3,172,742
Machinery and equipment	775,225	775,102
Electronic equipment	12,848	12,846
Office and other equipment	82,807	82,793
Subtotal	4,044,125	4,043,483
Less: Accumulated depreciation	(685,689)	(592,738)
Property and equipment, net	\$ 3,358,436	\$ 3,450,745

Depreciation expense for the period ended March 31, 2010 and 2009 was classified as follows:

March 31, 2010	March 31, 2009
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Cost of goods sold	\$	84,601	\$	87,325
General and administrative expenses		4,268		860
Total	\$	88,869	\$	88,185

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## NOTE 7 - CUSTOMER DEPOSITS

The Company requires certain customers to pay 30% deposit of the total amount for each order. Deposit requirements are determined by the Company based on customer's credit worthiness, the length and experience in relationship with customers, and the order size placed by the customer. The customer deposits are recorded as a liability when the Company receives it and are recognized as revenue upon the delivery of the products and title has passed to the buyer.

At March 31, 2010, four customers each individually accounted for more than 10% of the customer deposits and each accounted approximately 51%, 25%, 14% and 10% of total customer deposit, respectively.

At December 31, 2009, four customers each individually accounted for more than 10% of the customer deposits and each accounted approximately 59%, 15%, 14% and 11% of total customer deposit, respectively.

## NOTE 8 – RELATED PARTY TRANSACTIONS

## Lease Agreements

In 2008, the Company signed a lease agreement with NIVS HZ. According to the lease agreement, the monthly rent will be for RMB 25,000 per month between July 1, 2008 and June 30, 2010.

The Company's rental expenses paid to its affiliated companies are as follows:

	Three month ended	
	March 31, 2010	March 31, 2009
NIVS (HZ) Audio & Video Tech Co. Ltd. ("NIVS HZ")	\$ 10,971	\$ 10,963

## NOTE 9 - SHORT TERM LOAN

On April 16, 2009, the Company obtained a one year term loan of RMB 8,000,000 (approximately \$1,169,000) from Pudong Development Bank ("PDB") bearing interest at the prevailing prime rate (approximately 5.4%). Pursuant to the loan contract, the monthly payment is RMB 200,000 plus monthly interest and the balance will be paid in April 2010.

The above loan was part of a package of loans PDB made to 6 different companies unrelated to the Company where each of the companies cross guarantee each other's loans. In the event of one company defaulting on its loan, the other companies are required to pay a penalty based on the percentage of the defaulted loan to PDB. Additionally, each company was required to deposit a specific percentage of the loan amount it received in an account held at PDB to be used as collateral for the loans. The Company deposited RMB 2,400,000 (approximately \$352,000) in the bank account as restricted cash. The cross guarantee is limited to the restricted cash held at the bank. The Company, based upon its review of the loans, believes there is only a remote chance of any of the companies defaulting on these loans and has not set up a reserve for any loss for this transaction.

As of March 31, 2010, the Company had \$850,924 loan payable to Pudong Development Bank. In April 2010, the Company paid off this loan and obtained a new loan from the same bank. This new loan is a one year term loan of RMB 10,000,000 (approximately \$1,467,000) bearing interest at the prevailing prime rate (approximately 5.8%). Pursuant to the loan contract, the monthly payment is RMB 300,000 plus monthly interest and the balance will be

repaid in April 2011. The Company's deposit remained in the bank as collateral for the loan as of March 31, 2010 and accounted as restricted cash.



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## NOTE 10 - INCOME TAX AND VARIOUS TAXES

China Intelligent is registered in BVI and pays no taxes.

Hyundai HK is a holding company registered in Hong Kong and has no operating profit for tax liabilities.

The Company's subsidiary – Hyundai HZ as a manufacturing enterprise established in Huizhou, PRC, was entitled to a preferential Enterprise Income Tax ("EIT") rate. Hyundai HZ had applied for foreign investment Enterprise title, and the application had been approved by the local government Hyundai HZ had a tax holiday of 2 years 100% exemption starting from the first profitable year, and followed by 3 years of 50% tax deduction. As of March 31, 2010 and December 31, 2009, the Company had tax payable of \$232,625 and \$372,275 respectively. During first quarter of 2010 and 2009, cash paid income taxes of \$401,815 and \$0, respectively.

The tax authority of the PRC Government conducts periodic and ad hoc tax filing reviews on business enterprises operating in the PRC after those enterprises had completed their relevant tax filings, hence the Company's tax filings may not be finalized. It is therefore uncertain as to whether the PRC tax authority may take different views about the Company's tax filings which may lead to additional tax liabilities.

The provision for taxes on earnings consisted of:

	Three months ended March 31,	
	2010	2009
Current income taxes expenses:		
PRC Enterprises Income Taxes	\$ 273,879	\$ 203,595

A reconciliation between the income tax computed at the U.S. statutory rate and the Group's provision for income tax is as follows:

	Three months ended March 31	
	2010	2009
PRC preferential enterprise income tax	25%	25%
Tax holiday and relief granted to the subsidiary	-12.5%	-12.5%
Permanent differences related to other expenses	11.4%	-0.3%
Provision for income tax	23.9%	12.2%

## Accounting for Uncertainty in Income Taxes

The Company accounts for uncertainty in income taxes in accordance with applicable accounting standards, which prescribe a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. These accounting standards also provide guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

Based on the Company's evaluation, the Company has concluded that there are no significant uncertain tax positions requiring recognition in its financial statements.

The Company may from time to time be assessed interest or penalties by major tax jurisdictions. In the event it receives an assessment for interest and/or penalties, it will be classified in the financial statements as tax expense.

NOTE 11 - PRIVATE PLACEMENT

On January 15, 2010, concurrently with the close of the Share Exchange, the Company conducted a private placement transaction (the "Private Placement") pursuant to which the Company sold an aggregate of 1,377,955 shares of common stock at \$2.54 per share. As a result, the Company received gross proceeds in the amount of approximately \$3.5 million. WestPark Capital, Inc. ("WestPark Capital") was paid a placement agent commission equal to 8% of the gross proceeds from the financing and a 4% non-accountable expense allowance.

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NOTE 12 - STATUTORY RESERVES

As stipulated by the relevant laws and regulations for enterprises operating in PRC, the subsidiaries of the Company are required to make annual appropriations to a statutory reserve fund. Specifically, the subsidiaries of the Company consist of Statutory surplus reserves and Discretionary surplus reserves. Statutory surplus reserves are required to allocate 10% of their profits after taxes, as determined in accordance with the PRC accounting standards applicable to the subsidiaries of the Company, to a statutory surplus reserve until such reserve reaches 50% of the registered capital of the subsidiaries of the Company are decided by the board of directors.

NOTE 13 - COMMON STOCK WARRANTS

Since the inception of China Intelligent US, the shareholders of SRKP 22 held an aggregate of 3,548,196 warrants. Immediately prior to the closing of the share exchange on January 15, 2010, the shareholders agreed and canceled an aggregate of 2,757,838 warrants. Immediately after the Share Exchange and the cancellation, the shareholders held an aggregate of 790,358 warrants.

The warrants have an exercise price of \$0.0002 per share and are currently exercisable. According to the terms of the warrants, the warrants expire on the earlier of October 11, 2017 or five years from the date that SRKP 22 consummates a merger or other business combination with an operating business or any other event pursuant to which SRKP 22 ceases to be a “shell company,” as defined by Rule 12b-2 under the Securities Exchange Act of 1934 and a “blank check company,” as defined by Rule 419 of the Securities Act of 1933. As a result of the close of the Share Exchange on January 15, 2010, the warrants will expire on January 15, 2015. The Company agreed to register the 790,358 shares of common stock underlying the warrants in a registration statement that the Company agreed to file on or about August 26, 2010.

A summary of the Company’s warrant activities for the three months ended March 31, 2010 is as follows:

Warrants	Average Exercise Price
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