

ASIA PROPERTIES INC  
Form 10-Q  
August 17, 2015

**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, 2015**

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file Number : **000-51048**

**ASIA PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**47-0855301**

(IRS Employer  
Identification No.)

**119 Commercial Street**

**Suite 190-115, Bellingham**

**98225**

**Washington 98225**

(Address of principal executive offices) (Zip Code)

**(360) 392-2841**

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(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 past 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 [X]** 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]

Accelerated filer [ ]

Non-accelerated filer [ ] (Do not check if a smaller reporting company) **Smaller reporting company [X]**

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act. Yes [ ] **No [X]**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: **As of July 27, 2015**, the issuer had **1,017,199,362** shares of common stock outstanding.

**ASIA PROPERTIES, INC.**

**Quarterly Report on Form 10-Q  
For the Quarterly Period Ended June 30, 2015**

**FORWARD-LOOKING STATEMENTS**

This Form 10-Q for the quarterly period ended June 30, 2015 contains forward-looking statements that involve risks and uncertainties. Forward-looking statements in this document include, among others, statements regarding our capital needs, business plans and expectations. Such forward-looking statements involve assumptions, risks and uncertainties regarding, among others, the success of our business plan, availability of funds, government regulations, operating costs, our ability to achieve significant revenues, our business model and products and other factors. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may”, “should”, “expect”, “plan”, “intend”, “anticipate”, “believe”, “estimate”, “predict”, “potential” or “continue”, the negative of such terms or other comparable terminology. In evaluating these statements, you should consider various factors, including the assumptions, risks and uncertainties set forth in reports and other documents we have filed with or furnished to the SEC. These factors or any of them may cause our actual results to differ materially from any forward-looking statement made in this document. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding future events, our actual results will likely vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. The forward-looking statements in this document are made as of the date of this document and we do not intend or undertake to update any of the forward-looking statements to conform these statements to actual results, except as required by applicable law, including the securities laws of the United States.

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**PART I****FINANCIAL INFORMATION****ITEM 1: CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****ASIA PROPERTIES, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****AS OF JUNE 30, 2015 AND DECEMBER 31, 2014****(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

	June 30, 2015 (unaudited)	December 31, 2014 (audited)
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$1,568	\$2,836
<b>TOTAL ASSETS</b>	<b>\$1,568</b>	<b>\$2,836</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Other payables and accrued liabilities	\$133,897	\$28,586
Notes payable	-	2,500
Revolving line of credit	46,058	47,488
Amount due to a former director	-	1,257,801
<b>Total current liabilities</b>	<b>179,955</b>	<b>1,336,375</b>
Commitments and contingencies		
<b>Stockholders' deficit</b>		
Common stock, \$0.001 par value, 2,000,000,000 shares authorized; 1,017,199,362 shares and 43,199,362 shares issued and outstanding as of June 30, 2015 and December 31, 2014, respectively	990,926	16,926
Additional paid-in capital	1,903,982,703	3,698,902
Common stock subscription receivable	(1,900,000,000)	-
Accumulated deficit	(5,152,016 )	(5,049,367)

<b>Total liabilities and stockholders' deficit</b>	(178,387 )	(1,333,539)
	\$1,568	\$2,836

See accompanying notes to the condensed consolidated financial statements.

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**ASIA PROPERTIES, INC.****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2015 AND 2014**

(Currency expressed in United States Dollars (“US\$”), except for number of shares)

**(Unaudited)**

	Three months ended June 30,		Six months ended June 30,	
	2015	2014	2015	2014
<b>Revenues</b>	\$-	\$-	\$-	\$-
<b>Operating expenses:</b>				
General and administrative	13,884	24,539	99,006	46,820
Total operating expenses	13,884	24,539	99,006	46,820
<b>Other expense:</b>				
Interest expense	1,988	3,123	3,643	6,672
<b>Loss before income tax</b>	(15,872 )	(27,662 )	(102,649 )	(53,492 )
Income tax expense	-	-	-	-
<b>NET LOSS</b>	\$(15,872 )	\$(27,662 )	\$(102,649 )	\$(53,492 )
Net loss per share – Basic and diluted	\$(0.00 )	\$(0.00 )	\$(0.00 )	\$(0.00 )
Weighted average common stock outstanding – Basic and diluted	1,017,199,362	41,921,362	1,017,199,362	41,921,362

See accompanying notes to the condensed consolidated financial statements.



**ASIA PROPERTIES, INC.****CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY****FOR THE SIX MONTHS ENDED JUNE 30, 2015**

(Currency express in United States Dollars ("US\$"), except for number of shares)

**(Unaudited)**

	<b>Common stock Number of shares</b>	<b>Common stock Amount \$</b>	<b>Additional paid-in capital \$</b>	<b>Common stock subscription receivable \$</b>	<b>Accumulated deficit \$</b>	<b>Total stockholders' deficit \$</b>
Balance as of January 1, 2015	43,199,362	16,926	3,698,902	-	(5,049,367 )	(1,333,539 )
Shares issued for debt settlement at \$0.052 per share	24,000,000	24,000	1,233,801	-	-	1,257,801
Shares issued for investment and held in escrow	950,000,000	950,000	1,899,050,000	(1,900,000,000)	-	-
Net loss for the period	-	-	-	-	(102,649 )	(102,649 )
Balance as of June 30, 2015	1,017,199,362	990,926	1,903,982,703	(1,900,000,000)	(5,152,016 )	(178,387 )

See accompanying notes to the condensed consolidated financial statements.

**ASIA PROPERTIES, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****FOR THE SIX MONTHS ENDED JUNE 30, 2015 AND 2014**

(Currency expressed in United States Dollars (“US\$”))

(Unaudited)

	Six months ended June 30,	
	2015	2014
<b>Cash flows from operating activities:</b>		
Net loss	\$(102,649 )	\$(53,492 )
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Changes in operating assets and liabilities:		
Other payables and accrued liabilities	102,810	1,900
Net cash provided by (used in) operating activities	161	(51,592 )
<b>Cash flows from financing activities:</b>		
Repayment of short-term loans	-	(2,765 )
Advances from a former director	-	49,881
Repayment of revolving line of credit	(1,429 )	(450 )
Net cash (used in) provided by financing activities	(1,429 )	46,666
	(1,268 )	(4,926 )
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>		
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	2,836	5,475
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	\$1,568	\$549
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Cash paid for income tax	\$-	\$-
Cash paid for interest	\$3,643	\$6,672
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>		
Common stock subscription receivable	\$19,000,000	\$-
Shares issued for debt settlement	\$1,257,801	\$-

See accompanying notes to the condensed consolidated financial statements.

**ASIA PROPERTIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2015 AND 2014**

**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

**(Unaudited)**

**NOTE 1 – BASIS OF PRESENTATION**

The accompanying unaudited condensed consolidated financial statements have been prepared by management in accordance with both accounting principles generally accepted in the United States (“GAAP”), and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Certain information and note disclosures normally included in audited financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading.

In the opinion of management, the consolidated balance sheet as of December 31, 2014 which has been derived from audited financial statements and these unaudited condensed consolidated financial statements reflect all normal and recurring adjustments considered necessary to state fairly the results for the periods presented. The results for the period ended June 30, 2015 are not necessarily indicative of the results to be expected for the entire fiscal year ending December 31, 2015 or for any future period.

These unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the Management’s Discussion and the audited financial statements and notes thereto included in the Annual Report on Form 10-K for the year ended December 31, 2014.

**NOTE 2 – ORGANIZATION AND BACKGROUND**

Asia Properties, Inc. (“ASPZ” or “the Company”) was incorporated in the State of Nevada on April 6, 1998. The Company intends to seek opportunities to invest in real estate through its subsidiary, Asia Properties (HK) Limited, which incorporated in Hong Kong on November 7, 2007. For the six months ended June 30, 2015, the Company does not hold any material property interests.

**NOTE 3 – GOING CONCERN UNCERTAINTIES**

These condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future.

As of June 30, 2015, the Company suffered the accumulated deficits of \$5,152,016 from prior years and suffered from a working capital deficit of \$178,387. The continuation of the Company as a going concern is dependent upon the continuing financial support from its stockholders or external financing. Management believes the existing stockholders will provide the additional cash to meet with the Company's obligations as they become due. However, there can be no assurance that the Company will be able to obtain sufficient funds to meet its obligations.

These factors raise substantial doubt about the Company's ability to continue as a going concern. These condensed consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets and liabilities that may result in the Company not being able to continue as a going concern.

**NOTE 4 – SIGNIFICANT ACCOUNTING POLICIES**

The accompanying condensed consolidated financial statements reflect the application of certain significant accounting policies as described in this note and elsewhere in the accompanying condensed consolidated financial statements and notes.

**ASIA PROPERTIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2015 AND 2014**

**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

**(Unaudited)**

Basis of consolidation

The condensed consolidated financial statements include the financial statements of ASPZ and its subsidiary, Asia Properties (HK) Limited. All inter-company balances and transactions between the Company and its subsidiary have been eliminated upon consolidation.

Use of estimates

In preparing these condensed consolidated financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenues and expenses during the periods reported. Actual results may differ from these estimates.

Cash and cash equivalents

Cash and cash equivalents are carried at cost and represent cash on hand, demand deposits placed with banks or other financial institutions and all highly liquid investments with an original maturity of three months or less as of the purchase date of such investments.

Income taxes

Income taxes are determined in accordance with the provisions of ASC Topic 740, “Income Taxes” (“ASC 740”). Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to

differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Any effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

ASC 740 prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return. Under ASC 740, tax positions must initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

#### Net loss per share

The Company calculates net loss per share in accordance with ASC Topic 260, "*Earnings per Share*." Basic loss per share is computed by dividing the net loss by the weighted-average number of common shares outstanding during the period. Diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common stock equivalents had been issued and if the additional common shares were dilutive.

#### Foreign currencies translation

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. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at the balance sheet dates. The resulting exchange differences are recorded in the statement of operations.

**ASIA PROPERTIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2015 AND 2014**

**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

**(Unaudited)**

Related parties

Parties, which can be a corporation or individual, are considered to be related if the Company has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Companies are also considered to be related if they are subject to common control or common significant influence.

Recent accounting pronouncements

FASB issues various Accounting Standards Updates relating to the treatment and recording of certain accounting transactions. On June 10, 2014, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No. 2014-10, Development Stage Entities (Topic 915) - Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation, which eliminates the concept of a development stage entity (DSE) entirely from current accounting guidance. The Company has elected adoption of this standard, which eliminates the designation of DSEs and the requirement to disclose results of operations and cash flows since inception.

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and do not believe the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.

**NOTE 5 – REVOLVING LINE OF CREDIT**

In February 2007, the Company obtained a revolving line of credit from Wells Fargo & Company for a maximum amount of \$50,000 with interest charged at a fixed rate of 12.75% per annum and is personally guaranteed by a shareholder of the Company. This shareholder was also the former director and Chief Executive Office of the Company.

As of June 30, 2015, the outstanding balance of the revolving line of credit was \$46,058.

The aggregate interest expense for the three and six months ended June 30, 2015 were \$1,988 and \$3,643, respectively.

The aggregate interest expense for the three and six months ended June 30, 2014 were \$3,123 and \$6,672 respectively.

#### **NOTE 6 – AMOUNT DUE TO A FORMER DIRECTOR**

On January 1, 2015, the Company fully settled the amount due to a former director of the Company in amounted to \$1,257,801 by issuing 24,000,000 shares of the Company's common stock at \$0.052 per share.

#### **NOTE 7 – COMMON STOCK**

On January 1, 2015, the Company issued 24,000,000 shares of common stock to settle a debt of \$1,257,801 owed to a former director of the Company.

On January 13, 2015, the Company issued 950,000,000 shares of restricted common stock for the purchase of 100% shares of AITL and its assets. The acquisition has not yet closed on the date of this filing and the shares are held in escrow.



**ASIA PROPERTIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2015 AND 2014**

**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

**(Unaudited)**

As of June 30, 2015, there are 1,017,199,362 shares of common stock issued and outstanding.

**NOTE 8 – COMMON STOCK SUBSCRIPTION RECEIVABLE**

On January 6, 2015, the Company entered into a Sale and Purchase Agreement (the “Agreement”) to acquire 100% shares and assets of Asia Innovation Technology Limited (“AITL”), a company incorporated in the British Virgin Islands. Pursuant to the Agreement, the Company has agreed to issue a total of 950 million restricted common shares of the Company to the shareholders of AITL in payment of US\$1.9 billion reflecting the value of the rights, titles and interests in the business assets and all attendant or related assets of AITL. In addition, both parties have agreed that all shares, pursuant to the terms and conditions of the Agreement, shall be issued as soon as practicable following the signing of the Agreement, but all shares so issued shall be held in escrow until all terms and conditions are met. This share issuance would constitute a change of control.

Pursuant to the Agreement, AITL has agreed to deliver to the Company (i) duly authorized, properly and fully executed documents in English, evidencing and confirming the sale of 100% of the shares of AITL and its assets specifically detailing the assets and (ii) an asset valuation report prepared by an independent third-party valuator on or before January 15, 2015. AITL is also required to provide the Company with its full and up-to-date audited financial statements which prepared by a qualified Public Company Accounting Oversight Board auditor.

As of the date of this filing, the various terms and conditions of the Agreement have not been met, therefore, all the 950 million restricted common shares issued to the shareholders of AITL remain in escrow and shall be in the full control of the Company.

Due to the delay in receiving the required documents (i) the duly authorized and fully executed documents in English, evidencing and confirming the sale of 100% of the shares of AITL and its assets, (ii) assets valuation report, and (iii) the audited financial statements of AITL, the Sale and Purchase Agreement between the Company and the

shareholders of AITL has not yet closed and a change of control has not yet been affected. The management of the Company and AITL is expected to complete this transaction on [date] or upon the availability of the asset valuation report and audited financial statements of AITL.

#### **NOTE 9 – COMMITMENTS AND CONTINGENCIES**

The Company leases a virtual office in Hong Kong on a monthly basis with rental of \$77 per month.

The Company rents an office in Bellingham, Washington which costs \$100 per month on a month to month basis.

Aggregate rent expenses for the three months ended June 30, 2015 and 2014 were \$[232] and \$[232], respectively.

Aggregate rent expenses for the six months ended June 30, 2015 and 2014 were \$[467] and \$[467], respectively.

#### **NOTE 10 – SUBSEQUENT EVENTS**

In accordance with ASC Topic 855, "Subsequent Events", which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued, the Company has evaluated all events or transactions that occurred after June 30, 2015 up through the date was the Company presented this condensed consolidated financial statements. During the period, the Company did not have any material recognizable subsequent events.

## **Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operation.**

Asia Properties, Inc. was originally established to seek opportunities to invest in real estate and develop resorts in South East Asia. On January 6, 2015, Asia Properties, Inc. changed its business plan and executed a Sale and Purchase Agreement to acquire 100% of the shares and assets of Asia Innovation Technology Limited (“AITL”), a Hong Kong based, resource-recycling company. Pursuant to the Agreement, Asia Properties, Inc. agreed to issue 950 million restricted common shares of the Company to the shareholders of AITL in payment of the US\$1.9 billion reflecting the reported value of the rights, titles and interests in the business assets and all attendant or related assets of AITL.

Pursuant to the Sale and Purchase Agreement, AITL is to deliver to ASPZ, duly authorized, properly and fully executed documents in English, evidencing and confirming the sale of 100% of the shares of AITL and its assets specifically detailing the assets and an asset valuation by a third-party valuator. Additionally, the Agreement states that both Parties have agreed that all shares so issued will be held in escrow by Asia Properties, Inc. and shall be in the full control of Asia Properties, Inc. until the Closing.

As of the date of this filing, Asia Properties has not received the required third-party valuation. Therefore, the shares issued in the names of the AITL shareholders remain in the control of Asia Properties. AITL is also required to provide the Company with audited financial statements prepared by a qualified PCAOB auditor. However, the Company has not yet received the required audited financial statements from AITL.

Due to the delay in receiving the final required third-party valuation and the audited financial statements for AITL, the Sale and Purchase Agreement between the Company and Asia Innovation Technology Limited has not closed and a change of control has not yet been affected.

### **Limited Operating History; Need for Additional Capital**

There is no historical financial information about us upon which to base an evaluation of our performance. We have no revenue generating assets. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns due to price and cost increases in services.

We will require additional financing to cover our costs that we expect to incur over the next twelve months. We believe that debt financing will not be an alternative for funding our operations as we do not have tangible assets to secure any debt financing. We anticipate that additional funding will be in the form of equity financing from the sale

of our common stock. However, we cannot provide any assurance that we will be able to raise sufficient funding from the sale of our common stock to fund our plan of operations. In the absence of such financing, we will not be able to continue and our business plan will fail.

## **Results of Operations**

### *Comparison of the Three Months Ended June 30, 2015 and 2014*

#### *Revenues*

We have not generated any revenues from our operations during the three months period ended June 30, 2015 and 2014.

#### *Operating Expenses*

General and administrative expenses mainly consist of management fees, professional fees and consulting fees.

We incurred general and administrative expenses of \$13,884 and \$24,539 for the three months period ended June 30, 2015 and 2014, respectively with a decrease of \$10,655 or 43%. The decrease was mainly attributed to the decrease in management fees of \$15,000 for the three months ended June 30, 2014 to \$0 for the same period ended in 2015.

***Other Expense***

We incurred interest expense of \$1,988 and \$3,123 for the three months period ended June 30, 2015 and 2014, respectively, with a decrease of \$1,135 or 36%.

***Net loss***

Net loss for the three months period ended June 30, 2015 was \$15,872, a decrease in loss of \$11,790 or 43% from a loss of \$27,662 for the comparable period in 2014. The decrease in loss was primarily due to the decrease in general and administrative expenses discussed above.

***Comparison of the Six Months Ended June 30, 2015 and 2014***

***Revenues***

We have not generated any revenues from our operations during the six months period ended June 30, 2015 and 2014.

***Operating Expenses***

We incurred general and administrative expenses of \$99,006 and \$46,820 for the six months period ended June 30, 2015 and 2014, respectively with an increase of \$52,186 or 111%. The increase was mainly attributed to the increase in consulting fees of \$48,700 for the six months ended June 30, 2015 to \$0 for the same period ended in 2014.

***Other Expense***

We incurred interest expense of \$3,643 and \$6,672 for the six months period ended June 30, 2015 and 2014, respectively, with a decrease of \$3,029 or 45%.

***Net loss***

Net loss for the six months period ended June 30, 2015 was \$102,649, an increase in loss of \$49,157 or 92% from a loss of \$53,492 for the comparable period in 2014. The increase in loss was primarily due to the increase in general and administrative expenses discussed above.

***Liquidity and Capital Resources***

As of June 30, 2015 and 2014, we had cash of \$1,568 and \$2,836, respectively.

***Net Cash Provided by (Used in) Operating Activities***

Net cash provided by operating activities for the six months ended June 30, 2015 was \$161, an increase of \$51,753 or 100% from cash used in operating activities of \$51,592 for the comparable period in 2014. This increase was primarily attributable to the increase in other payables and accrued liabilities.

***Net Cash Used in Investing Activities***

We did not use any cash in investing activities for the six months period ended June 30, 2015 and 2014.

***Net Cash (Used in) Provided by Financing Activities***

Net cash used in financing activities for the six months ended June 30, 2015 was \$1,429, a decrease of \$48,095 or 103%, from net cash provided by financing activities of \$46,666 for the comparable period in 2014. The decrease in cash used in financing activities was primarily attributable to the advance from a former director of the Company, and no such advances in year 2015.

We have funded our business to date primarily from sales of our common stock but did not issue any common stock during the six month period ended June 30, 2015. There is no assurance that we will be able to achieve further sales of our common stock or any other form of additional financing.

***Non-cash transactions***

On January 1, 2015, the Company fully settled the amount due to a former director of the Company in amounted to \$1,257,801 by issuing 24,000,000 shares of the Company's common stock at \$0.052 per share.

On January 13, 2015, the Company issued 950,000,000 restricted shares for the purchase of 100% shares of Asia Innovation Technology Limited and its assets in payment of US\$1.9 billion reflecting the value of the rights, titles and interests in the business assets and all attendant or related assets of AITL. The acquisition has not yet closed on the date of this filing and the shares are held in escrow.

***Going Concern***

We are a development stage company. In a development stage company, management devotes most of its activities to developing a market for its products and services. Planned principal activities have begun, but we have not generated revenues to date.

***Future Financing***

We anticipate continuing to rely on equity sales of our common stock in order to continue to fund our business operations. Issuances of additional shares will result in dilution to our existing shareholders. There is no assurance that we will achieve any additional sales of our equity securities or arrange for debt or other financing to fund our planned operations.

***Off-Balance Sheet Arrangements***

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

***Contractual Obligations***

As of June 30, 2015, the Company has no contractual obligations involved.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Not applicable.



#### **Item 4. Controls and Procedures.**

##### Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to ensure that information required to be disclosed by us in reports we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the our Chief Executive Officer (as our chief executive officer and chief financial officer), to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. As of the end of the period covered by this report, and under the supervision and with the participation of management, including our Chief Executive Officer, who is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act, such persons conducted an evaluation of the effectiveness of the design and operation of these disclosure controls and procedures. Based on this evaluation and subject to the foregoing, our Chief Executive Officer concluded that these controls are not effective because there are material weaknesses in our internal controls over financial reporting. A material weakness is a deficiency, or a combination of control deficiencies, in internal control over reporting such that there is a reasonable possibility that that a material misstatement our annual or interim financial statements will not be prevented or detected on a timely basis.

##### Changes in Internal Control Over Financial Reporting

During the period covered by this report, there have not been any changes in our internal controls that have materially affected or are reasonably likely to materially affect, the our internal control over financial reporting. However, please note the discussion above.

#### **PART II - OTHER INFORMATION**

##### **Item 1. Legal Proceedings.**

We are not presently a party to any legal proceedings and, to our knowledge, no such proceedings are threatened or pending.

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

No stock was sold for valuable consideration during the six months ended June 30, 2015.

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

The following exhibits are attached hereto:

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
31.1	Certification of principal Executive Officer pursuant to Rule 13a-15(e) and 15d-15(e), promulgated under the Securities and Exchange Act of 1934, as amended, filed herewith.

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- 31.2 Certification of principal Financial Officer pursuant to Rule 13a-15(e) and 15d-15(e), promulgated under the Securities and Exchange Act of 1934, as amended, filed herewith.
- 32.1 Certification of principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.
- 32.2 Certification of principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ASIA PROPERTIES, INC.**

By: */s/ Fan Haoran*  
Fan Haoran  
Chief Executive Officer  
(Principal Executive Officer and  
Principal Financial Officer)

Date: August 17, 2015

