

**DRAGON CAPITAL GROUP, CORP.**

**(Formerly Dragon Venture)**

**QUARTERLY REPORT**

**For the three months ended March 31, 2015**

8 Zhengyi Road, Suite 307  
Shanghai, China  
(Address of principal executive offices)

Telephone: 86-21-55522888

Facsimile: 86-21-55660988

**Item 1) Name of the issuer and its predecessors (if any)**

The name of the issuer is: Dragon Capital Group, Corp. On March 21, 2005, the issuer amended its Articles of Incorporation to change its name from Dragon Venture to its current name.

**Item 2) Address of the issuer's principal executive offices**

Company Headquarters

Dragon Capital Group, Corp.

8 Zhengyi Road, Suite 307

Shanghai, China

Telephone: 86-21-55522888

Facsimile: 86-21-55660988

Web: <http://www.dragoncapital.us>

U.S. Representative

Peisha Shen

China Direct Investments, Inc.

431 Fairway Drive, Suite 200

Deerfield Beach, FL 33441

Telephone: 954-363-7333

Facsimile: 954-363-7320

**Item 3) Security Information**

- Trading Symbol: DRGV
- The exact title and class of securities outstanding: Only common shares are authorized and outstanding
- CUSIP Number: 26144J100
- Par or Stated Value: Common Stock: \$.001 par value per share.

The issuer's authorized Common Stock presently consists of 5,000,000,000 shares, par value \$.001. The holders of the Common Stock have equal ratable rights to dividends from funds legally available therefore, when, as and if declared by the Board of Directors of the issuer and are entitled to share ratably in all of the assets of the issuer available for distribution to holders of Common Stock upon liquidation, dissolution, or winding up of the affairs of the issuer. Holders of the issuer's common stock are entitled to one (1) vote per share on all matters on which shareholders may vote at all meetings of shareholders. There are no conversion rights, subscription rights, preemptive rights, cumulative voting rights, or redemptive rights with respect to the Common Stock. All shares of Common Stock now outstanding are fully paid and non-assessable.

As of May 26, 2015 there were:

- Common Stock Authorized: 5,000,000,000
- Common Stock Outstanding: 1,587,671,876
- Freely Tradable Shares (public float): Approximately 1,103,326,561
- Total number of shareholders of record: 131

Name and address of the transfer agent.

Interwest Transfer Company, Inc.  
1981 East Murray Holladay Road, Suite 100  
P.O. Box 17136  
Salt Lake City, UT 84117  
Telephone: (801) 272-9294  
Facsimile: (801) 277-3147

Interwest Transfer Company, Inc. is registered under the Securities Exchange Act of 1934 and is regulated by the Securities and Exchange Commission.

There are no restrictions on the transfer of the issuer's securities; and the issuer has not been subject to any trading suspension orders issued by the SEC in the past 12 months.

**Item 4) Issuance History**

List of securities offerings and shares issued for services in the past two years.

The following events resulted in changes in total shares outstanding by the issuer in the past two year period ending on the last day of the issuer's most recent fiscal year and since the last day of the issuer's most recent fiscal year:

On July 24, 2014, we entered into a consulting agreement with Mingyi Song. The agreement is for a term of 24 months from July 24, 2014 to July 24, 2016. We engaged Mingyi Song as our consultant to provide the Company with consulting service including but not limited to merger and acquisition, strategic planning for growth and business services. Under the term of the agreement, we agreed to issue Mingyi Song a total of 65,000,000 shares of our common stock. The shares were valued at the fair market value of \$84,500 on the grant date.

On July 24, 2014, we entered into a consulting agreement with Hai Xia. The agreement is for a term of 24 months from July 24, 2014 to July 24, 2016. We engaged Hai Xia as our consultant to provide the Company with consulting service including but not limited to marketing and sales plan, strategic planning for growth and general business consulting. Under the term of the agreement, we agreed to issue Hai Xia a total of 60,000,000 shares of our common stock. The shares were valued at the fair market value of \$78,000 on the grant date.

On July 24, 2014, we entered into a consulting agreement with Yijianan Wang. The agreement is for a term of 24 months from July 24, 2014 to July 24, 2016. We engaged Yijianan Wang as our consultant to provide the Company with consulting service including but not limited to merger and acquisition, strategic planning for growth and business services. Under the term of the agreement, we agreed to issue Yijianan Wang a total of 65,000,000 shares of our common stock. The shares were valued at the fair market value of \$84,500 on the grant date.

On April 9, 2014, we issued 40,000,000 shares of its common stock to Shaoyin Wang as compensation for his consulting service to the Company for the period effective on January 1, 2014 and terminating on December 31, 2014. The shares were valued at the fair market value of \$88,000 on the grant date.

On January 9, 2014, we issued 50,000,000 shares of its common stock to China Direct Investments, Inc. ("CDI"), a Florida corporation located at 431 Fairway Drive, Suite 200, Deerfield Beach, FL 33441 for its consulting services rendered in fiscal 2013. The shares were valued at the fair market value of \$90,000 on the grant date.

On June 30, 2013, the Company issued a 2% convertible note of the Company in the aggregate principal amount of \$46,735 to China Direct Investments, Inc. ("CDII") in connection with the exchange for working capital advances due to CDII on June 30, 2013 and prior to this convertible note. Pursuant to this convertible note, CDII was entitled, at its option, at any time after the issuance of this note, to convert all or any lesser portion of the outstanding principal amount and accrued but unpaid interest into the Company's common stock at a conversion price for each share of common stock equal to a price which is 80% of the lowest VWAP in the 10 consecutive trading days prior to the day that CDII requests conversion. On July 16, 2014, CDII assigned certain notes payable and the related accrued interest due to CDII amounting to \$46,735 to Beaufort Capital Partners, LLC. ("Beaufort") and the Company entered into an Assignment and Replacement Agreement in connection with the issuance of a 12% convertible note of the Company to Beaufort in the aggregate principal amount of \$46,735. (the "Beaufort Convertible Note"). The principal amount and its interest were due on July 16, 2015. Beaufort is entitled, at its option, at any time after the issuance of this note, to convert all or any lesser portion of the outstanding principal amount and accrued but unpaid interest into the Company's common stock at a conversion price which is the lesser of \$0.0002 per share of a 50% discount to the average of the three lowest trades on the previous twenty (20) trading days to the date of Conversion, or 50% discount to the average of the three lowest trades on the previous twenty (20) trading days that would be obtained if the conversion were to be made on the date that this note was executed. On August 19, 2014, \$5,000 of the principal amount of this note was converted into 12,987,013 shares of the Company's common stock at the cost basis of \$0.000385 per share. On September 19, 2014, \$6,735 of the principal amount of this note was converted into 19,242,857 shares of the Company's common stock at the cost basis of \$0.00035 per share. On October 29, 2014, \$9,400 of the principal amount of this note was converted into 89,523,810 shares of the Company's common stock at the cost basis of \$0.00035 per share. On January 28, 2015, \$10,346 of the principal amount of this note was converted into 80,714,286 shares of the Company's common stock at the cost basis of \$0.00011 per share. On February 09, 2015, \$7,460 of the principal amount of this note was converted into 106,571,429 shares of the Company's common stock at the cost basis of \$0.00007 per share. On February 18, 2015, \$8,200 of the principal amount of this note was converted into 117,142,857 shares of the Company's common stock at the cost basis of \$0.00007 per share. On February 26, 2015, \$1,465 of the principal amount of this note was converted into 34,880,952 shares of the Company's common stock at the cost basis of \$0.00004 per share.

On March 30, 2013, the Company issued a 2% convertible note of the Company in the aggregate principal amount of \$33,500 to CDII in connection with the exchange for working capital advances due to CDII in 2013 and prior to this convertible note. On March 26, 2014, CDII assigned certain notes payable and the related accrued interest due to CDII amounting to \$33,500 to JSJ Investments, Inc. ("JSJ") and the Company entered into an Assignment and Replacement Agreement in connection with the issuance of a 12% convertible note of the Company to JSJ in the aggregate principal amount of \$35,500. On April 10, 2014, the entire outstanding principal amount of this note was converted into 47,857,143 shares of the Company's common stock at the cost basis of \$0.0007 per share.

Each of the above securities offerings or transactions was made by officers and directors of the issuer and was not a registered offering. The offerings relied upon an exemption under Regulation S or Rule 4(2) of the Securities Act of 1933, as amended. The shares in these offerings or transactions were restricted (i.e., not freely tradable); and the certificates evidencing such shares contained a legend (1) stating that the shares have not been registered under the Securities Act of 1933, as amended, and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act of 1933, as amended.

**Item 5) Financial information for the issuer's most recent fiscal period**

The Company's unaudited financial statements for the three months ended March 31, 2015 are attached hereto as part of the Company's Quarterly Company Information and Disclosure Statement and filed herewith.

**Item 12 Financial information for the issuer's most recent fiscal period**DRAGON CAPITAL GROUP, CORP. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET(Unaudited)  
ASSETS

	<u>March, 31</u>	<u>December,31</u>
	2015	2014
CURRENT ASSETS:		
Cash and cash equivalents	\$ 582,396	\$ 346,375
Accounts receivable, net of allowance for doubtful accounts of \$171,136 and \$170,317 respectively	813,732	398,969
Other receivables	1,743,856	1,581,948
Inventories	6,309,053	6,552,132
Goodwill	267,964	267,964
Prepaid expenses and other current assets	402,259	351,268
Assets held for sale	670,074	661,770
Total Current Assets	<u>10,789,334</u>	<u>10,160,426</u>
DERIVATIVE RECEIVABLE	66,978	66,978
PROPERTY AND EQUIPMENT - Net	56,624	62,730
Total Assets	<u>\$ 10,912,937</u>	<u>\$ 10,290,134</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	480,791	306,383
Other payable	820,234	501,504
Taxes payable	7,665	9,885
Convertible loans payable	153,598	181,069
Due to related party	83,482	-
Liabilities related to assets held for sale	499,245	491,759
Total Current Liabilities	<u>2,045,014</u>	<u>1,490,600</u>
EQUITY:		
Dragon Capital Group, Corp. Common Stock (\$0.001 Par Value; 5,000,000,000 Shares Authorized; 1,325,268,678 and 586,348,331 shares issued and outstanding at March 31, 2015 and 2014, respectively	1,325,270	985,960
Additional paid-in capital	5,604,681	6,013,865
Accumulated retained earnings	1,321,475	1,238,917
Accumulated comprehensive income	(15,564)	(155,196)
Total Dragon Capital Group, Corp.	<u>8,235,862</u>	<u>8,083,546</u>
Noncontrolling interest	632,061	715,988
Total Equity	<u>8,867,923</u>	<u>8,799,534</u>
Total Liabilities and Equity	<u>\$ 10,912,937</u>	<u>\$ 10,290,134</u>

See notes to unaudited consolidated financial statements.

DRAGON CAPITAL GROUP, CORP. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF OPERATIONS  
(Unaudited)

	For the Three Month Ended March 31,	
	2015	2014
NET REVENUES	\$ 2,048,727	\$ 4,291,593
COST OF SALES	1,865,172	4,045,306
GROSS PROFIT	183,555	246,287
OPERATING EXPENSES:		
Selling expenses	26,414	46,775
General and administrative	53,319	59,228
Total Operating Expenses	79,733	106,003
INCOME FROM OPERATIONS	103,823	140,284
OTHER INCOME		
Other income (expense)	(1,523)	221
Total Other Expense	(1,523)	221
(LOSS) INCOME FROM CONTINUE OPERATIONS, INCOME TAXES AND NONCONTROLLING INTEREST	102,300	140,505
DISCONTINUED OPERATIONS:		
Gain (loss) from discountinue operations	-	(40,565)
Total gain (loss) from discontinued operations	-	(40,565)
(Loss) INCOME BEFORE INCOME TAXES AND NONCONTROLLING INTEREST	102,300	99,940
INCOME TAXES	(19,741)	(30,429)
NET (LOSS) INCOME	82,558	69,511
Less: Net (loss) income attributable to noncontrolling interest	14,236	(69,631)
NET INCOME (LOSS) ATTRIBUTABLE TO DRAGON CAPITAL GROUP, CORP.	96,794	(120)
NET INCOME (LOSS) PER COMMON SHARE:		
Net (loss) income from continuing operations	0.00	0.00
Net (loss) income from discontinued operations	0.00	(0.00)
Net (loss) income per Common Share	\$ 0.00	\$ 0.00
Weighted commom shares outstanding - basic and diluted	1,325,268,678	586,348,331

See notes to unaudited consolidated financial statements.

DRAGON CAPITAL GROUP, CORP. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF CASH FLOWS  
(Unaudited)

	For the Three Month Ended March 31,	
	2015	2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Income (loss)	\$ 82,558	\$ 69,511
Loss from discontinued operations	-	(40,565)
Adjustments to reconcile (loss) income from operations to net cash provided by (used in) continuing operations:		
Depreciation and amortization	8,594	6,205
Changes in assets and liabilities:		
Accounts receivable	(411,047)	(22,352)
Other receivable	(153,790)	(262)
Inventories	273,417	(135,048)
Prepaid and other current assets	(49,086)	(27,565)
Accounts payable and accrued expenses	172,221	2,087
Other payable	314,940	(80,420)
Taxes payable	(2,258)	(7,730)
Net cash provided by (used in) continuing operations	208,077	(146,138)
 (Loss) income from discontinued operations		
Adjustments to reconcile (loss) income from discontinued operations to net cash provided by (used in) discontinued operations:		
Assets from discontinued operations	-	86,645
Liabilities from discontinued operations	1	8,903
Net cash provided by (used in) discontinued operations	1	95,548
<b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>	<b>208,079</b>	<b>(50,590)</b>
 <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of property and equipment	(2,214)	-
Long-term investment	3,260	-
<b>NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES</b>	<b>1,046</b>	<b>-</b>
 <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from convertible loans payable	(27,471)	155,469
Repayment of related party advance	83,119	(220,994)
<b>NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES</b>	<b>55,648</b>	<b>(65,525)</b>
 EFFECT OF EXCHANGE RATE ON CASH	 (28,751)	 (13,481)
 NET INCREASE (DECREASE) IN CASH	 236,021	 (129,597)
CASH - beginning of the year	346,375	449,650
CASH - end of year	\$ 582,396	\$ 320,053

See notes to unaudited consolidated financial statements.

## Notes to Consolidated Financial Statements

### NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Dragon Capital Group, Corp., a Nevada corporation, (formerly Dragon Venture) (“we”, the “Company” or “Dragon Capital”), is doing business in China through our subsidiaries. Dragon Capital serves as a holding company of emerging technology enterprises operating in China. We function as an incubator, offering support in the critical functions of general business consulting, formation of joint ventures, access to capital markets, consulting regarding potential merger & acquisition transactions, business valuation, and revenue growth strategies. Our primary focus is on innovative software solutions for businesses, as well as sale of computer and electronic component sales.

Our business is conducted entirely through our operating subsidiaries:

- i. Dragon Venture Corp., a Florida corporation, a wholly owned subsidiary of Dragon Capital, (“Dragon Florida”);
- ii. Shanghai Zhaoli Technology Development Co., Ltd. an 80% owned subsidiary of Dragon Capital, (“Shanghai Zhaoli”);
- iii. Dragon Venture (Shanghai) New Energy Technology Development Co., Ltd., a wholly owned subsidiary of Dragon Florida, (“Dragon Shanghai”);
- iv. Chengdu Imaging Soft Co., Ltd, a 51% owned subsidiary of Dragon Shanghai, (“Chengdu ISoft”);
- v. Shanghai Yazheng Information Technology Co., Ltd., a 90% owned subsidiary of Dragon Florida, (“Shanghai Yazheng”);
- vi. Shanghai Yazheng, holds a 51% interest in the below entity:  
Shanghai Cnnest Technology Development Co., Ltd., (“Cnnest”)
- vii. Shanghai Yazheng, holds a 100% interest in the below entity:  
Shanghai Zhiye Computer Science and Technology Development Co., Ltd. (“Shanghai Zhiye”)

#### *Dragon Venture (Shanghai) New Energy Technology Development Co., Ltd.*

In September 2005, our wholly owned subsidiary, Dragon Florida, formed Dragon Shanghai, a Chinese limited liability company (“Dragon Shanghai”). Dragon Shanghai is a wholly owned subsidiary of Dragon Florida. In March 2010, Dragon Shanghai changed its name from Dragon Venture (Shanghai) Co., Ltd. to Dragon Venture (Shanghai) New Energy Technology Development Co., Ltd. to reflect its current business focus on new energy technology.

#### *Shanghai Yazheng Information Technology Co., Ltd.*

In December 2004, our wholly owned subsidiary, Dragon Florida, acquired a 90% interest in Shanghai Yazheng Information Technology Co., Ltd. (“Shanghai Yazheng”), a Chinese limited liability company, in exchange for 8,000,000 shares of common stock of Dragon Capital.

#### *Shanghai Cnnest Technology Development Co., Ltd.*

In December 2004, Dragon Florida’s 90% owned subsidiary, Shanghai Yazheng, acquired a 51% interest in Shanghai Cnnest Technology Development Co., Ltd. (“Cnnest”), a Chinese limited liability company, in exchange for Shanghai Yazheng’s assumption of Cnnest’s liabilities totaling \$24,284 as of December 31, 2004.

#### *Shanghai Zhaoli Technology Development Co., Ltd.*

In December 2004, Dragon Capital acquired an 80% interest in Shanghai Zhaoli Technology Development Co., Ltd. (“Shanghai Zhaoli”), a Chinese limited liability company, from Genesis Technology Group, Inc., a Florida corporation, in exchange for 18,825,000 shares of our common stock.

#### *Chengdu Imaging Soft Co., Ltd.*

In January 2008, Dragon Capital formed a new entity, Chengdu Imaging Soft Co., Ltd, (“Chengdu ISoft”) as a Chinese limited liability company. Chengdu ISoft was formed with an initial registered capital of \$285,714 (RMB 2 million). Dragon Capital contributed approximately \$145,714 (RMB 1.02 million) to obtain a 51% interest in Chengdu ISoft.

As of June 30, 2013, Dragon Capital decided to put our 51% interest in Chengdu ISoft for sale because its business development in recent years has failed to meet the management's expectation. The asset and liabilities associated with the discontinued operations were reflected as current assets or liabilities held for sale in our balance sheets.

*Shanghai Zhiye Computer Science and Technology Development Co., Ltd.*

In December 21, 2012, our wholly owned subsidiary, Shanghai Yazheng, acquired a 100% interest in Shanghai Zhiye Technology Development Co., Ltd. ("Shanghai Zhiye"), a Chinese limited liability company, in exchange for 130,000,000 shares of our common stock valued at \$390,000.

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of presentation**

The consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP"). The accompanying consolidated financial statements for the interim periods are unaudited and reflect all adjustment (consisting only of normal recurring adjustments), which are, in the opinion of management, necessary for a fair presentation of the financial position and operating results for the periods presented.

The consolidated financial statements of the Company include the accounts of our wholly-owned and majority owned subsidiaries. All significant inter-company balances and transactions have been eliminated.

#### Use of estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Significant estimates in 2015 and 2014 include the allowance for doubtful accounts which is based on an evaluation of our outstanding accounts receivable including the age of amounts due, the financial condition of our specific customers, knowledge of our industry segment in Asia, and historical bad debt experience, also the useful life of property and equipment.

#### Cash and cash equivalents

For purposes of the consolidated statements of cash flows, the Company considers all highly liquid instruments purchased with a maturity of three months or less and money market accounts to be cash equivalents.

#### Accounts receivable

The Company has a policy of reserving for uncollectible accounts based on its best estimate of the amount of probable credit losses in its existing accounts receivable. The Company periodically reviews its accounts receivable to determine whether an allowance is necessary based on an analysis of past due accounts and other factors that may indicate that the realization of an account may be in doubt. Account balances deemed to be uncollectible are charged to the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. As of March 31, 2015 and December 31, 2014, the Company has established, based on a review of its outstanding balances, an allowance for doubtful accounts in the amount of \$171,136 and \$170,317, respectively.

#### Property and equipment

Property and equipment are carried at cost. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in income in the year of disposition. In accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," the Company examines the possibility of decreases in the value of fixed assets when events or changes in circumstances reflect the fact that their recorded value may not be recoverable.

#### Advances from customers

Advances from customers totaled \$0 and \$0 at March 31, 2015 and December 31, 2014, respectively. Advances from customers consist of prepayments from third party customers to the Company for merchandise that had not yet shipped or services not yet provided. We will recognize the deposits as revenue as customers take delivery of the goods or services are provided, in compliance with our revenue recognition policy.

#### Impairment of long-lived assets

In accordance with ASC 360, “Property, Plant, and Equipment”, we periodically review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. We recognize an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The amount of impairment is measured as the difference between the estimated fair value and the book value of the underlying asset. We did not record any impairment charges during the three month periods ended March 31, 2015.

#### Concentration of Credit Risks

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of cash and trade accounts receivable. The Company places its cash with high credit quality financial institutions in the United States and China. As of March 31, 2015, bank deposits in the United States did not exceed federally insured limits. On March 31, 2015, the Company had \$582,389 in China bank deposits, which cannot be insured. In China, there is no equivalent to Federal Deposit Insurance Corporation (“FDIC”) insurance as in the United States. Through March 31, 2015, we have not experienced any losses of funds maintained in our Chinese based accounts. To reduce our risk associated with the failure of financial institutions; both in China and the United States, we periodically evaluate the credit quality of the financial institutions in which we hold deposits.

At March 31, 2015 and December 31, 2014, our bank deposits, by geographic area, were as follows:

	March 31, 2015		December 31, 2014			
United States	\$	7	0.0%	\$	7	0.0%
China		582,389	100.0%		346,368	100.0%
Total cash and cash equivalent	\$	582,396	100%	\$	346,375	100%

#### Fair Value of financial Instruments

The carrying value of cash and cash equivalents, prepaid expenses, accounts payable and accrued expenses and other payable approximate their fair value due to their short-term maturities.

#### Revenue recognition

The Company follows the guidance of the Securities and Exchange Commission’s Staff Accounting Bulletin 104 for revenue recognition. In general, we record revenue when persuasive evidence of an arrangement exists, services have been rendered or product delivery has occurred, the sales price to the customer is fixed or determinable, and collectability is reasonably assured.

#### Foreign currency translation

Transactions and balances originally denominated in U.S. dollars are presented at their original amounts. Transactions and balances in other currencies are converted into U.S. dollars in accordance with ASC Section 830-20-35 and are included in determining net income or loss.

Our reporting currency is the U.S. dollar. The functional currency of our Chinese subsidiaries is the local currency; the Chinese dollar or Renminbi (“RMB”). The financial statements of the subsidiaries are translated into United States dollars using year-end rates of exchange for assets and liabilities, and average rates of exchange for the period for revenues, costs, and expenses. Net gains and losses resulting from foreign exchange transactions are included in the consolidated statements of operations. Translation adjustments resulting from the process of translating the local currency financial statements into U.S.

dollars are included in determining comprehensive income or loss. The translation adjustments were an unrealized gain of \$41,468 for the first three months of fiscal year 2015.

#### Income (loss) per common share

Pursuant to ASC Section 260-10-45, basic income (loss) per common share is computed by dividing income (loss) available to common shareholders by the weighted average number of shares of common stock outstanding for the periods presented. Diluted income (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that would then share in the income, subject to anti-dilution limitations.

#### Comprehensive income (loss)

Comprehensive income (loss) is comprised of net income and other comprehensive income (loss). Other comprehensive income (loss) refers to revenue, expenses, gains and losses that under accounting principles generally accepted in the United States and included on comprehensive income (loss) but are excluded from net income (loss) as their amounts are recorded directly as an adjustment to stockholders' equity.

Our other comprehensive income consists of currency translation adjustments. The following table sets forth the computation of comprehensive income for the three month periods ended March 31, 2015 and 2014 respectively.

	For the Three Months Ended March 31,	
	2015	2014
	Unaudited	Unaudited
Net income (loss)	82,558	69,511
Other comprehensive (loss) income, net of tax		
Foreign currency translation gain (loss)	41,468	(54,256)
Total other comprehensive income (loss), net of tax	124,026	15,255
Comprehensive income (loss)		
Less: income attributable (loss) attributable to the noncontrolling interests	14,236	(69,631)
Comprehensive income (loss) attributable to Dragon Capital Group, Corp.	109,790	(54,376)

#### NOTE 3 – PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost and are depreciated on a straight-line basis over their estimated useful lives ranging from three to five years. Maintenance and repairs are charged to expense as incurred. Significant renewals and betterments are capitalized.

Property and equipment consist of the following as of March 31, 2015 and December 31, 2014.

	Unaudited	Unaudited
Furniture and equipment -China	\$ 335,962	\$ 332,140
Work in progress	-	-
Accumulated depreciation	279,338	269,410
	\$ 56,624	\$ 62,730

Depreciation expense totaled \$8,594 and \$6,205 for the three month periods ended March 31, 2015 and 2014, respectively.

#### NOTE 4 – CONVERTIBLE NOTES PAYABLE

On March 31, 2015, we reflected \$153,598 of convertible notes payable.

On March 30, 2013, the Company issued a 2% convertible note of the Company in the aggregate principal amount of \$33,500 to CDII in connection with the exchange for working capital advances due to CDII in 2013 and prior to this convertible note. Pursuant to this convertible note, CDII was entitled, at its option, at any time after the issuance of this note, to convert all or any lesser portion of the outstanding principal amount and accrued but unpaid interest into the Company's common stock at a conversion price for each share of common stock equal to a price which is 80% of the lowest VWAP in the 10 consecutive trading days prior to the day that CDII requests conversion. On March 26, 2014, CDII assigned certain notes payable and the related accrued interest due to CDII amounting to \$33,500 to JSJ Investments, Inc. ("JSJ") and the Company entered into an Assignment and Replacement Agreement in connection with the issuance of a 12% convertible note of the Company to JSJ in the aggregate principal amount of \$35,500. The principal amount and its interest were due on March 26, 2014. JSJ is entitled, at its option, at any time after the issuance of this note, to convert all or any lesser portion of the outstanding principal amount and accrued but unpaid interest into the Company's common stock at a agreed conversion price of \$0.0007 per share. On April 10, 2014, the entire outstanding principal amount of this note was converted into 47,857,143 shares of the Company's common stock at the cost basis of \$0.0007 per share.

On June 05, 2013, the Company issued a 4% convertible note of the Company in the aggregate principal amount of \$40,141.38 to CDII in connection with the exchange for working capital advances due to CDII in 2012 and prior to this convertible note. On September 17, 2013, the entire outstanding principal amount and all accrued and unpaid interest of \$41,141.48 was converted into 20,570,690 shares of Company's common stock at the cost basis of \$0.002 per share.

On June 30, 2013, the Company issued a 2% convertible note of the Company in the aggregate principal amount of \$46,735 to CDII in connection with the exchange for working capital advances due to CDII on June 30, 2013 and prior to this convertible note. Pursuant to this convertible note, CDII was entitled, at its option, at any time after the issuance of this note, to convert all or any lesser portion of the outstanding principal amount and accrued but unpaid interest into the Company's common stock at a conversion price for each share of common stock equal to a price which is 80% of the lowest VWAP in the 10 consecutive trading days prior to the day that CDII requests conversion. On June 27, 2014, CDII assigned certain notes payable and the related accrued interest due to CDII amounting to \$46,735 to JSJ and the Company entered into an Assignment and Replacement Agreement in connection with the issuance of a 12% convertible note of the Company to JSJ in the aggregate principal amount of \$46,735 (the "JSJ Convertible Note"). On July 10, 2014, both CDII and JSJ agreed to cancel the Assignment and Replacement Agreement and terminate the JSJ Convertible Note. On July 16, 2014, CDII assigned certain notes payable and the related accrued interest due to CDII amounting to \$46,735 to Beaufort Capital Partners, LLC. ("Beaufort") and the Company entered into an Assignment and Replacement Agreement in connection with the issuance of a 12% convertible note of the Company to Beaufort in the aggregate principal amount of \$46,735. (the "Beaufort Convertible Note"). The principal amount and its interest were due on July 16, 2015. Beaufort is entitled, at its option, at any time after the issuance of this note, to convert all or any lesser portion of the outstanding principal amount and accrued but unpaid interest into the Company's common stock at a conversion price which is the lesser of \$0.0002 per share of a 50% discount to the average of the three lowest trades on the previous twenty (20) trading days to the date of Conversion, or 50% discount to the average of the three lowest trades on the previous twenty (20) trading days that would be obtained if the conversion were to be made on the date that this note was executed. On August 19, 2014, \$5,000 of the principal amount of this note was converted into 12,987,013 shares of the Company's common stock at the cost basis of \$0.000385 per share. On September 19, 2014, \$6,735 of the principal amount of this note was converted into 19,242,857 shares of the Company's common stock at the cost basis of \$0.00035 per share. On October 29, 2014, \$9,400 of the principal amount of this note was converted into 89,523,810 shares of the Company's common stock at the cost basis of \$0.00035 per share. On January 28, 2015, \$10,346 of the principal amount of this note was converted into 80,714,286 shares of the Company's common stock at the cost basis of \$0.00011 per share. On February 09, 2015, \$7,460 of the principal amount of this note was converted into 106,571,429 shares of the Company's common stock at the cost basis of \$0.00007 per share. On February 18, 2015, \$8,200 of the principal amount of this note was converted into 117,142,857 shares of the Company's common stock at the cost basis of \$0.00007 per share. On February 26, 2015, \$1,465 of the principal amount of this note was converted into 34,880,952 shares of the Company's common stock at the cost basis of \$0.00004 per share.

On September 30, 2013, the Company issued a 2% convertible note of the Company in the aggregate principal amount of \$24,234.47 to CDII in connection with the exchange for working capital advances due to CDII on September 30, 2013 and

prior to this convertible note. Pursuant to this convertible note, CDII was entitled, at its option, at any time after the issuance of this note, to convert all or any lesser portion of the outstanding principal amount and accrued but unpaid interest into the Company's common stock at a conversion price for each share of common stock equal to a price which is 80% of the lowest VWAP in the 10 consecutive trading days prior to the day that CDII requests conversion.

On December 30, 2013, the Company issued a 2% convertible note of the Company in the aggregate principal amount of \$17,499.17 to CDII in connection with the exchange for working capital advances due to CDII on December 30, 2013 and prior to this convertible note. Pursuant to this convertible note, CDII was entitled, at its option, at any time after the issuance of this note, to convert all or any lesser portion of the outstanding principal amount and accrued but unpaid interest into the Company's common stock at a conversion price for each share of common stock equal to a price which is 80% of the lowest VWAP in the 10 consecutive trading days prior to the day that CDII requests conversion.

On March 26, 2014, the Company issued a 12% convertible note of the Company in the aggregate principal amount of \$33,500.00 to JSJ. Pursuant to this convertible note, JSJ was entitled, at its option, at any time after the issuance of this note, to convert all or any lesser portion of the outstanding principal amount and accrued but unpaid interest into the Company's common stock at a conversion price for each share of common stock equal to a price which is 50% discount to the average of the three lowest trades on the previous twenty(20) trading days to the date of conversion, or 50% discount to the average of the three lowest trades on the previous twenty(20) trading days that would be obtained if the conversion were to made on the date that this note was executed.

On July 17, 2014, the Company issued a 12% convertible note of the Company in the aggregate principal amount of \$27,750.00 to Beaufort. Pursuant to this convertible note, Beaufort was entitled, at its option, at any time after the issuance of this note, to convert all or any lesser portion of the outstanding principal amount and accrued but unpaid interest into the Company's common stock at a discount of 65% off the lowest traded price during the prior 20 trading days prior to a notice of conversion. However, if the Company's share price, at any time before July 17, 2015 loses the bid (ex: .001 on the ask with zero market makers on the bid on level 2), then the fixed conversion price resets to 0.00001. If the Company get a "DTC chill", any time before July 17, 2015, then the discount is reset to 65% off the low of the previous 20 trading days.

## **NOTE 5 – STOCKHOLDERS' EQUITY**

### **Common Stock Issued For Services**

On April 9, 2014, we entered into a consulting agreement with Shaoyin Wang. The agreement is for a term of 12 months from January 1, 2014 to December 31, 2014. We engaged Shaoyin Wang as our consultant to provide the Company with consulting service including but not limited to merger and acquisition, strategic planning for growth and business services. Under the term of the agreement, we agreed to issue Shaoyin Wang a total of 40,000,000 shares of our common stock. The shares were valued at the fair market value of \$88,000 on the grant date.

On July 24, 2014, we entered into a consulting agreement with Mingyi Song. The agreement is for a term of 24 months from July 24, 2014 to July 24, 2016. We engaged Mingyi Song as our consultant to provide the Company with consulting service including but not limited to merger and acquisition, strategic planning for growth and business services. Under the term of the agreement, we agreed to issue Mingyi Song a total of 65,000,000 shares of our common stock. The shares were valued at the fair market value of \$84,500 on the grant date.

On July 24, 2014, we entered into a consulting agreement with Hai Xia. The agreement is for a term of 24 months from July 24, 2014 to July 24, 2016. We engaged Hai Xia as our consultant to provide the Company with consulting service including but not limited to marketing and sales plan, strategic planning for growth and general business consulting. Under the term of the agreement, we agreed to issue Hai Xia a total of 60,000,000 shares of our common stock. The shares were valued at the fair market value of \$78,000 on the grant date.

On July 24, 2014, we entered into a consulting agreement with Yijianan Wang. The agreement is for a term of 24 months from July 24, 2014 to July 24, 2016. We engaged Yijianan Wang as our consultant to provide the Company with consulting service including but not limited to merger and acquisition, strategic planning for growth and business services. Under the term of the agreement, we agreed to issue Yijianan Wang a total of 65,000,000 shares of our common stock. The shares were valued at the fair market value of \$84,500 on the grant date.

## **NOTE 6 – OPERATING RISK**

## Country risk

Currently, the Company's revenues are primarily derived from the sales in the Peoples Republic of China ("PRC"). The Company hopes to expand its operations to countries outside the PRC; however, such expansion has not been commenced and there are no assurances that the Company will be able to achieve such an expansion successfully. Therefore, a downturn or stagnation in the economic environment of the PRC could have a material adverse effect on the Company's financial condition.

## Product risk

In addition to competing with other manufacturers of product offerings, the Company competes with larger US companies who have greater funds available for expansion, marketing, research and development and the ability to attract more qualified personnel. The US companies may be able to offer products at a lower price or under better competitive terms, which would adversely affect our operations.

## Exchange risk

The Company cannot guarantee that the current exchange rate will remain steady; therefore, there is a possibility that the Company could post the same amount of profit for two comparable periods and, because of a fluctuating exchange rate, actually post higher or lower profit depending on exchange rate of Renminbi converted to US dollars on that date. The exchange rate could fluctuate depending on changes in the political and economic environments without notice.

## Political risk

Currently, the PRC is in a period of growth and is openly promoting business development in order to bring more business into the PRC. Additionally, the PRC allows a Chinese corporation to be owned by a United States corporation. If the laws or regulations are changed by the PRC government, our ability to effectively operate our PRC subsidiaries could be negatively affected.

## NOTE 7 – FOREIGN OPERATIONS

For the three month periods ended March 31, 2015 and year ended December 31, 2014, we derived all of our revenue from our subsidiaries located in the People's Republic of China. Total assets by geographic areas as of March 31, 2015 and December 31, 2014 are as follows:

	Identifiable Assets at	
	March 31, 2015	December 31, 2014
United States	\$ 2,070,776	\$ 2,070,776
China	8,842,161	8,219,357
Total	\$ 10,912,937	\$ 10,290,133

## NOTE 8 – DISCONTINUED OPERATIONS

On June 30, 2013, through our wholly-owned subsidiary Dragon Shanghai, we held our 51% interest in Chengdu Isoft for sale because it's business development in recent years has failed to meet the manager's expectation. The asset and liabilities associated with the discontinued operations were reflected as current assets or liabilities held for sale in our balance sheets.

In January 2008, Chengdu Isoft was formed with an initial registered capital of \$285,714 (RMB 2 million). Dragon Capital contributed approximately \$145,714 (RMB 1.02 million) to obtain a 51% interest in Chengdu Isoft.

On January 2, 2011, we entered into a disposition agreement with Wei Lu, the minority owner of both Shanghai Longri Information Technology Co., Ltd ("Shanghai Longri") and Shanghai Huice Electronic System Integration Co., Ltd ("Shanghai Huice"). Pursuant to the agreement, we transferred all of our rights, title and 51% interest in Shanghai Longri and Shanghai Huice to Mr. Lu in exchange for an aggregate of 2,000,000 shares of our common stock held by Mr. Lu. As a result,

a total of 2,000,000 shares of the Company's common stock held by Mr. Lu were to be cancelled, and Shanghai Longri and Shanghai Huice were discontinued as of January 2, 2011 and were sold effective as of that date.

In April 2006, we acquired a 51% interest in Shanghai Longri, a Chinese limited liability company, in exchange for 10,000,000 shares of common stock of Dragon Capital. In April 2006, we acquired a 51% interest in Shanghai Huice, a Chinese limited liability company, in exchange for 8,000,000 shares of common stock of Dragon Capital.

#### **NOTE 9- SUBSEQUENT EVENTS**

On April 22 and May 4, 2015, JSJ converted \$6,560 and \$6,429 of the principal amount for the note of \$33,500 into 106,571,429 and 131,201,599 shares of the Company's common stock at the cost basis of \$0.00005 per share, respectively.

#### **Item 6) Describe the Issuer's Business, Products and Services**

##### **A. A description of the issuer and its business operations**

Dragon Capital Group, Corp., a Nevada corporation (formerly Dragon Venture) ("we", the "Company", "Issuer", or "Dragon Capital") that was originally incorporated in 1997, is doing business in China through our subsidiaries. Dragon Capital serves as a holding company of emerging technology enterprises operating in China. Dragon Capital and its subsidiaries invest in, develop and integrate various software applications. Dragon Capital offers its clients a wide variety of software applications, including: network software, gas pipeline risk assessment system, e-business software development, financial and enterprise information management systems, computerized automation control applications for commercial and residential buildings, commercial Third-Generation ("3G") wireless applications and mobile business solutions, and multi imaging applications. Dragon Capital offers support in general business consulting, formation of joint ventures, access to capital markets, consulting regarding potential merger & acquisition transactions, business valuation, and revenue growth strategies. Our primary focus is on innovative software solutions for businesses, as well as sale of computer and electronic component sales.

Dragon Capital's fiscal year end is December 31; its primary SIC Code is 3577—Computer peripheral equipment, misc.; it has not been in bankruptcy, receivership or any other similar proceeding; and currently is not a "shell company" pursuant to Securities Act Rule 405, nor has it ever been a "shell company." The number of full time employees is 105 and we have 10 part-time employees. The issuer's business is not highly regulated and the issuer doesn't believe that existing or probable government regulations will have a material effect on its business operations; nor does it believe any costs and effects of compliance with any environmental laws will have a material effect on its business operations.

##### **B. The nature and distribution of products and services offered.**

Dragon Capital conducts its businesses through the following operating subsidiaries:

- i. Dragon Venture Corporation, a Florida corporation, a wholly owned subsidiary, ("Dragon Florida");
- ii. Shanghai Zhaoli Technology Development Co., Ltd. an 80% owned subsidiary of Dragon Nevada, ("Shanghai Zhaoli");
- iii. Dragon Venture (Shanghai) New Energy Technology Development Co., Ltd., a wholly owned subsidiary of Dragon Florida, ("Dragon Shanghai");
- iv. Chengdu Imaging Soft Co., Ltd, a 51% owned subsidiary of Dragon Shanghai, ("Chengdu ISoft");
- v. Shanghai Yazheng Information Technology Co., Ltd., a 100% owned subsidiary of Dragon Florida, ("Shanghai Yazheng");
- vi. Shanghai Yazheng, holds a 51% interest in the following entity;
  - a. Shanghai Cnnest Technology Development Co., Ltd., ("Cnnest")
- vii. Shanghai Yazheng, holds a 100% interest in the following entity;
  - a. Shanghai Zhiye Computer Science and Technology Development Co., Ltd. ("Shanghai Zhiye" )

While we operate through various entities, we manage and identify our products under one product segment.

*Dragon Venture (Shanghai) New Energy Technology Development Co., Ltd.*

Dragon Shanghai provides operational support for the operating entities that we, or our subsidiaries, have formed, or acquired. Typical services provided by Dragon Shanghai include, but are not limited to, general business consulting, translation services, financial management, accounting support, strategic relationships, investment capital and mergers and acquisitions. In March 2010, Dragon Shanghai changed its name from Dragon Venture (Shanghai) Co., Ltd. To Dragon Venture (Shanghai) New Energy Technology Development Co., Ltd to reflect its current business focus on new energy technology.

*Shanghai Yazheng Information Technology Co., Ltd.*

Shanghai Yazheng provides services for software development projects in China. Shanghai Yazheng's capabilities include network software, e-business software development, financial and enterprise information management systems, and other related technologies.

Shanghai Yazheng utilizes skilled software development personnel, including 10 software programmers, developers and system analysts with rich experience in software programming and hardware integration. These developers and system analysts have extensive experience designing and producing various software applications compatible with either the Windows or Linux operating systems. Shanghai Yazheng analysts, developers and programmers are capable of designing and programming a wide variety of e-business and database projects utilizing programming languages such as C/C++, VB, Dephi, Java and Perl. Additionally, they are capable of developing Internet projects with ISP, ASP, PHP and related languages.

In August, 2013, Shanghai Yazheng as been selected by the Chinese Central Government as one of the participants in a national science and technology research project focusing on the application of safe and large-scale programmable logic controllers (PLC's). Projects like this are being sponsored by the government to foster domestic development of high-end control systems to enable China based companies to capture a much larger percentage of this fast growing market. The participants in this project will be able to utilize technologies developed through this government assistance to design practical applications for future commercialization. The project is expected to begin in the fourth quarter of 2013 and last through 2015. The total estimated R&D cost of the project for the government is approximately 20 million RMB (\$3 million U.S.).

In March, 2013, Shanghai Yazheng received government sponsorship from 'Shanghai Innovation Fund for Technology-Based Firm' ("Shanghai Innovation Fund") to fund the development of Shanghai Yazheng's Metropolitan Gas Pipeline Risk Valuation System which is based off its Gas Information System project("GIS"). Shanghai Innovation Fund was founded in 2013 by Shanghai Science and Technology Commission in an effort to encourage small and medium enterprises to contribute more in entrepreneurship and innovation. The Innovation Fund is managed under the supervision of the local government with the advice and guidance from outside experts. Shanghai Yazheng's GIS project is completely innovative and has acquired full intellectual property rights to achieve both national and international leading level.

In December 2010, Shanghai Yazheng received the software enterprise registration certificate from Shanghai Economic and Information Technology Commission for its newly developed risk assessment system software platform for China's gas pipeline system, one of the first of its kind in China. Shanghai Yazheng is currently in collaboration with North Shanghai Gas Sales Co., Ltd to monitor the gas pipelines in a northern region of Shanghai. In 2011, Shanghai Yazheng started to promote the gas risk assessment system software nationwide. By 2012, the software series has covered about 6,000 kilometers of pipelines that serve 5.76 million households and nearly 17 million users in Shanghai. In 2013, Shanghai Yazheng will continue to make the improvements to the performance of the Gas Network software series and promote the product to municipal gas supply companies located in second and third tier cities in the northwestern and southeastern part of China. In December 21, 2012, Shanghai Yazheng completed the acquisition of a 100% equity interest of Shanghai Zhiye Software Development Company through a stock exchange. Shanghai Zhiye was founded in 2008 by a group of software engineers engaged in application development of mobile solutions for Android, Windows Mobile and Apple's iOS. Shanghai Zhiye has developed a mobile solution platform that allows numerous applications such as game, utility, and

payment for a wide variety of smart phones.

*Shanghai Cnnest Technology Development Co., Ltd.*

Cnnest is a wireless software development company established in 2002, dedicated to developing commercial Third-Generation (“3G”) wireless applications and mobile business solutions based on 3G platforms.

Cnnest is currently developing applications for the human resources, mobile banking, food and beverage, and entertainment industries. Cnnest has worked to produce an application called “Mobile Real Estate”, a consumer end program that is compatible with China Mobile and China Unicom, two wireless companies in China. This proprietary application combines internet, cell phone mobile internet, newspapers and call centers to form a multimedia platform of real estate services. With this application, the seller, landlord, buyer and tenant can access market information through a variety of devices including computers and smart phones as well as through telephone, newspaper and sub-stations. The product offers detailed information, including property description and data related to the surrounding environment. The system enables a user to send detailed requirements through mobile devices so that sellers and landlords can contact the user directly. The system permits property owners to publish listings and specific information through Mobile Real Estate Shanghai. Cnnest populated the application with data for 10 of the largest cities in China, including Shanghai, Beijing and Guangzhou, for the implementation of its real estate service solutions.

*Shanghai Zhaoli Technology Development Co., Ltd.*

Founded in 1999, Shanghai Zhaoli is an information technology enterprise providing electronic equipment and innovative technology solutions to enhance its customer’s businesses. Shanghai Zhaoli customers include financial institutions, telecommunication companies, hospitals, supermarkets, airports, railway stations and various government agencies. Shanghai Zhaoli is an authorized general agent and distributor for a wide array of manufacturers, including Epson, Canon, Hewlett Packard, Ricoh, Brother, Star and Samsung. Shanghai Zhaoli has a widespread sales channel, with headquarters in Shanghai and nine additional branch locations. The locations range from an approximate 50 square foot mall location in the southwestern central business district to an approximately 330 square foot mall location near People’s Square in Shanghai. Each of these branch locations is staffed with five to six employees. At each of the locations, Shanghai Zhaoli is also qualified as a technical service center for Epson, Canon, Hewlett-Packard and OKI products and provides equipment repair services for its customers. Shanghai Zhaoli has also developed an ERS software system for enterprises to manage accounting, distribution, inventory and sales.

*Chengdu Imaging Soft Co., Ltd.*

Chengdu ISoft develops multi imaging applications and on-line e-business solutions. Chengdu ISoft designs and programs imaging products, such as 3D imaging, full extended images, videos and virtual reality environments. Chengdu ISoft assists its clients in creating valuable efficiencies in marketing products and services by computerizing the physical features of their current or future products, the process of production, and by generating simulations of an environment. In addition, Chengdu ISoft is providing on-line e-business solutions and developing e-business platforms for its customers to enhance their businesses. These applications combine Internet, realistic display and call centers to form a consolidated platform for our customers’ business applications.

*Shanghai Zhiye Computer Science and Technology Development Co., Ltd.*

Shanghai Zhiye was founded in 2008 by a group of software engineers and is engaged in the application development of mobile solutions for devices running on Android, iOS, Windows Mobile and Apple’s operating systems. Shanghai Zhiye has been working to develop a mobile programming solutions platform to enable application developers in China to easily and efficiently develop and modify applications to work across the most popular mobile operating systems in China. This solution platform would cover numerous applications such as games, utility and payment for different types of smart phones.

The Company's business plan entails acquiring a majority interest in companies operating within the technology industry in the Peoples Republic of China. The Company has adopted a strategy of seeking opportunities to realize gains through the selective acquisition of subsidiaries. The Company believes this strategy provides the ability to create shareholder value. Our plan is to provide capital to support the growth in the Company's subsidiaries.

Competitive business conditions, the issuer's competitive position in the industry and methods of competition.

Industry

China is the world's most populous country with 1.3 billion citizens and in the midst of a steady transition to a free market economy that is transforming global trade. According to the Chinese Academy of Social Science the middle class is estimated between 200-300 million people or 70-100 million households. Household purchasing power is between \$9,000 and \$12,000 and household wealth is approximately \$36,000. The combination of massive capital investment, low cost labor, re-admission to the World Trade Organization in 2001 and a blossoming domestic consumer economy presents a rare opportunity to invest in a nation becoming a major economic superpower.

Given the country's size and its demographics, telecommunications currently clearly plays one of the major roles in the Chinese industry landscape. Over the last decade, the Chinese telecommunications service sector has gone through key reforms that substantially deregulated the market previously dominated by the monopolistic China Telecom. China surpassed the U.S. as the number one mobile market in the world in 2002. According to data released by China's Ministry of Industry and Information Technology in December 2012, the number of mobile phone users in the country is 1.10 billion at the end of November 2012, of which 220 million are 3G users.

As the market grows, mobile subscribers in China are increasingly using their wireless handsets to access a wider range of value-added services, including instant message, information services and games applications..

In the mobile equipment market, the multinational firms that had an early presence in China, such as Motorola, Nokia Corp., Ericsson, Siemens AG, Sony Corp., Toshiba Corp. and Matsushita Electric Corp. have made China an important base for manufacturing, purchasing and research and development.

China Mobile Communications Corp., parent of the world's most valuable phone carrier, built a trial 4G mobile network for the 2010 Shanghai Expo, and won the government approval in December 2010 to expand the test to six cities including Shenzhen and Nanjing in 2011. The expansion of 4G telecommunication technology in China presents substantial opportunity for newly developed application software and value-added services that the Company now offers.

With year over year growth of 85% in 2012, China is the fastest-growing smartphone market by far according to recent research from Informa Telecoms & Media. Additionally, this growth is being driven by the explosive demand for Android phones. Sales in China of devices powered by this OS exceeded 50% penetration in the first half of 2012 and Informa estimates that two in every three handsets sold in China in 2012 are powered by Android. China also represented one third of all Android devices sold throughout the world in 2012. Industry experts estimate that more than 200 million additional devices operating on Android will be sold in China in 2013. The mobile application development market for the Android devices in particular is in its early stages of growth in China and represents a vast opportunity for Chinese applications developers.

### Sources and availability of raw materials and the names of principal suppliers.

Our electronic equipments and devices are supplied by the primary distributors of the brands including but not limited to Hewlett-Packard, Canon, EPSON, Brother, Fujixerox, Samsung, OKI, Ricoh, Minolta, Siemens, Schneider, Rockwell, Omron, and ABB. We do not directly order from the factories of the brands.

### Patents, trademarks, license, franchises, concessions, royalty agreements or labor contracts.

We are a secondary distributor of electronic equipments and devices of a number of major brands including but not limited to Hewlett-Packard, Canon, EPSON, Brother, Fujixerox, Samsung, OKI, Ricoh, Minolta, Siemens, Schneider, Rockwell, Omron, and ABB. We are recognized by these brands as one of their distributors in China market. Though we do not have formal distribution contract with brands, we place purchase orders with brands' primary distributors for the products. When our sales hit certain benchmarks, the brands generally compensate us with an additional bonus for performance.

In December 2010, Shanghai Yazheng received the software enterprise registration certificate from Shanghai Economic and Information Technology Commission for its newly developed risk assessment system software platform for gas pipeline systems in China.

In fiscal year 2010, Shanghai Zhaoli received an Outstanding Achievement in Sales award from Hewlett-Packard. In fiscal year 2012, Shanghai Zhaoli was awarded by Hewlett-Packard as its Elite Foreign Distributor.

## **C. Management's Discussion and Analysis or Plan of Operation.**

### **1. Plan of Operation.**

Our business plan entails acquiring a majority interest in companies operating within the technology industry in the People's Republic of China. The Company has adopted a strategy of seeking opportunities to realize gains through the selective acquisition of subsidiaries. The Company believes this strategy provides the ability to create shareholder value. Our plan is to provide capital to support the growth in the Company's subsidiaries.

In December 2010, Shanghai Yazheng received the software enterprise registration certificate from Shanghai Economic and Information Technology Commission for its newly developed risk assessment system software platform for China's gas pipeline system, one of the first of its kind in China. During 2011, Shanghai Yazheng continued to launch three more software for Gas Network System including Emergency Recovery System, Geographic Information System (GIS), and Patrol Inspection System. Since 2010, the software series have continuously been applied in the Gas Network of North Shanghai Gas Business Co., Ltd, a state-owned company focus on Shanghai municipal gas supply, distribution, and transmission. By 2011, the software series have covered about 6,000 kilometers of pipelines that serves 5.76 million households and nearly 17 million users in Shanghai. In 2012, Shanghai Yazheng began enhancing the improvement of the performance of Gas Network software series and started promoting the product to the municipal gas supply companies located in the second and third tier cities in northwestern and southeastern part of China. In 2013, Shanghai Yazheng began adding new functions into GIS system and initiating new projects covering gas pipeline of more than 1000 kilometers long. In addition, Shanghai Yazheng has received contracts for the installation of automated control systems at three water treatment plants in China, and has been selected by the Chinese Central Government as one of the participants in a national science and technology research project focusing on the application of safe and large-scale programmable logic controllers which is expected to begin in the first quarter of 2014 and last through 2015.

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

Revenues for the three and three months ended March 31, 2015 totaled \$2,048,727 and \$4,291,593, reflecting a decrease of 52% over the comparable period of prior year. The decrease was mainly attributable to decrease in overall market depression.

A summary comparison between the three months ended March 31, 2015 and 2014 are as follows:

	Three Months Ended March 31,			
	2015	2014	\$ Change	% Change
Net Revenues	\$ 2,048,727	\$ 4,291,593	\$ (2,242,866)	-52.3%
Cost of sales	1,865,172	4,045,306	(2,180,134)	-53.9%
Gross profit	183,555	246,287	(62,732)	-25.5%
Total operating expenses	79,733	106,003	(26,270)	-24.8%
Net income from operations	103,823	140,284	(36,461)	-26.0%

Other key indicators between the three months ended March 31, 2015 and 2014 are as follows:

	2015	2014	% Change
Cost of revenues as a percentage of revenues	91.0%	94.3%	-3.3%
Gross profit margin	9.0%	5.7%	3.3%
Selling expense as a percentage of revenues	1.3%	1.1%	0.2%
General and administrative expenses as a percentage of revenues	2.6%	1.4%	1.2%
Total operating costs as a percentage of revenues	3.9%	2.5%	1.4%

Cost of sales, as a percentage of revenues totaled 91% in the three months ended March 31, 2015, decreased 3.3% compared to 94.3 % in the same period last year.

Our selling expense as a percentage of revenues for the three months ended March 31, 2015 increased slightly over the comparable periods in 2014 by 0.2%. This increase was primarily due to increase in marketing expense and commission expense.

General and administrative expenses for the three months ended March 31, 2015 as a percentage of revenues increased by 1.2% compared to the same period of 2014. General and administrative expenses amounted to \$53,319 in the three months ended March 31, 2015 compared to \$59,228 in 2014. This decrease of \$5,909 was mainly due to decrease in office expenses.

For the three months ended March 31, 2015 we recorded net income of \$82,558, comparing to the net income of \$69,511 in the same period of 2014. The increase was mainly attributable to lower operating and other expenses.

## LIQUIDITY AND CAPITAL RESOURCES

Liquidity is the ability of a company to generate funds to support its current and future operations, satisfy its obligations and otherwise operate on an ongoing basis. The following table provides selected financial information from our balance sheets at March 31, 2015 and December 31, 2014.

	March 31, 2015	December 31, 2014	Increase (Decrease)	%
Working Capital	\$ 8,744,320	8,669,826	74,494	0.9%
Cash	582,396	346,375	236,021	68.1%
Total current assets	10,789,334	10,160,426	628,908	6.2%
Total assets	10,912,937	10,290,134	622,803	6.1%
Total current liabilities	\$ 2,045,014	1,490,600	554,414	37.2%

On March 31, 2015 and December 31, 2014, our cash is located in the following geographic areas:

	<u>March 31, 2015</u>		<u>December 31, 2014</u>			
United States	\$	7	0.0%	\$	7	0.0%
China		582,389	100.0%		346,368	100.0%
Total cash and cash equivalent	\$	582,396	100%	\$	346,375	100%

Cash on deposit in China is subject to the regulations of the PRC which restricts the transfer of cash from that country, except under certain specific circumstances. Accordingly, such funds may not be readily available to us to satisfy obligations which have been incurred outside the PRC.

On March 31, 2015, our working capital totaled \$8.74 million, a 0.9% increase over our prior year balance of \$8.67 million.

Cash and cash equivalents totaled \$582,396 on March 31, 2015, an increase of \$236,021 over the prior year. Cash provided by operating activities totaled \$235,550 for the three months ended March 31, 2015, primarily as a result of a increase in accounts payable and other payable of \$487,161 and increased in inventory purchases of \$273,417, offset decrease in accounts receivables of \$411,047 and other receivable of \$153,790.

Cash provide by investing activities totaled \$1,046 during three months ended March 31, 2015, resulted from increased investment in subsidiary and purchase of property and equipment.

Cash provided by financing activities of \$83,119 was primarily comprised of proceeds from related party advanced during the three month ended March 31,2015.

### 3. Off-Balance Sheet Arrangements.

As of the date of this report, we do not have any off-balance sheet arrangements that are likely to have a current or future effect on our financial condition material to our shareholders. In the ordinary course of business, we enter into operating lease commitments, purchase commitments and other contractual obligations. These transactions are recognized in our financial statements in accordance with generally accepted accounting principles in the United States.

### **Cautionary Note Regarding Forward-Looking Information and Factors That May Affect Future Results:**

This unaudited report contains forward-looking statements. The Securities and Exchange Commission encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. This report and other written and oral statements that we make from time to time contain such forward-looking statements that set out anticipated results based on management's plans and assumptions regarding future events or performance. We have tried, wherever possible, to identify such statements by using words such as "anticipate", "estimate", "expect", "project", "intend", "plan", "believe", "will" and similar expressions in connection with any discussion of future operating or financial performance. In particular, these include statements relating to future actions, future performance or results of current and anticipated sales efforts, expenses, the outcome of contingencies, such as legal proceedings and financial results. A list of factors that could cause our actual results of operations and financial condition to differ materially is set forth below.

The loss of the services of any of our executive officers or the loss of services of any of our key persons responsible for the management, sales, marketing and operations efforts of our subsidiaries; our ability to successfully transition the internal operations of companies which we acquired in the PRC from their prior status as privately held Chinese companies to their current status as subsidiaries of a publicly-held U.S. company; our acquisition efforts in the future may result in significant dilution to existing holders of our securities; our ability to effectively integrate our acquisitions and manage our growth; the lack of various legal protections customary in certain agreements to which we are party and which are material to our operations which are customarily contained in similar contracts prepared in the United States; our dependence upon advisory services provided by a U.S. company due to our management's location in the Peoples Republic of China ("PRC"); intense competition in the computer software and electronic merchandise industries in the PRC; the impact of an economic downturn in the PRC on our revenues from our operations in the PRC; the impact of changes in the political and economic policies and reforms of the Chinese government; fluctuations in the exchange rate between the U.S. dollars and Chinese Renminbi; the limitation on our ability to receive and use our revenue effectively as a result of restrictions on currency exchange in China; the impact of changes to the tax structure in the PRC; our inability to enforce our legal rights in China due to policies regarding the regulation of foreign investments; the existence of extended payment terms which are customary in

China; and uncertainties related to PRC regulations relating to acquisitions of PRC companies by foreign entities that could restrict or limit our ability to operate and could negatively affect our acquisition strategy.

We caution that the factors described herein and other factors could cause our actual results of operations and financial condition to differ materially from those expressed in any forward-looking statements we make and that investors should not place undue reliance on any such forward-looking statements. Further, any forward-looking statement speaks only as of the date on which such statement is made and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of anticipated or unanticipated events or circumstances. New factors emerge from time to time and it is not possible for us to predict all of such factors. Further, we cannot assess the impact of each such factor on our results of operations or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

**Item 7) Describe the issuer's facilities**

Dragon Capital's main offices are located at 8 Zhengyi Road, Suite 307, Shanghai, China. The offices occupy a space of 1,614 square feet. Dragon Capital shares the offices with Shanghai Yazheng and Shanghai Zhiye with no cost. Shanghai Yazheng and Shanghai Zhiye leases the office space for an annual cost of \$24,193 under a lease agreement that expires on December 31, 2016.

Dragon Venture Shanghai leases an office located at 2188 Pudong Avenue, Suite 315, Pudong New District, Shanghai, China. Dragon Shanghai occupies a 582 square foot office space for an annual cost of \$5,515 under a lease agreement that expires September 24, 2015.

Cnnest leases an office located at Tomson Centre Building B, Suite 905, 188 Zhangyang Road, Shanghai, China. Cnnest leases the space for an annual cost of \$35,493 under a lease agreement that expires on May 10, 2014.

Shanghai Zhaoli leases an office space located at 239 Xitai Road, Building 8, Suites 1-B, Shanghai, China. Shanghai Zhaoli occupies a 4,284 square foot office space for an annual cost of \$33,975 under a lease agreement that expires on December 31, 2016.

**Item 8) Officers, Directors, and Control Persons**

**A. Names of Officers, Directors and Control Persons**

**Lawrence Wang**  
**Chairman of the Board, CEO, Treasurer, Dragon Capital Group, Corp.**  
**General Manager, Shanghai Yazheng Information Technology Co., Ltd.**

Mr. Wang has been Chairman of the Board of Directors and CEO of Dragon Capital Group, Corp. since April 2005. Mr. Wang is one of the founders of Yazheng and has been its General Manager since inception in 2000. From 1996 to 2000, he was an associate professor of the Department of Computer Science at Tongjin University, Shanghai, China. From 1991 to 1996, he was an assistant professor of the Department of Computer Science at Tongjin University, Shanghai, China. Mr. Wang has extensive experience in computer systems. Mr. Wang earned his Bachelor of Science in Computer Sciences at Jiaotong University, Shanghai China, in 1983.

The business address of Mr. Wang is 8 Zhengyi Road, Suite 307, Shanghai, China, 200437. Mr. Wang has an annual cash compensation of \$87,163 and holds an equity ownership of 2,200,000 shares of the company's common stock as of May 22, 2015.

**Wuzhang Wang**  
**Director, Dragon Capital Group, Corp.**  
**General Manager, Shanghai Zhaoli Technology Development Co., Ltd.**

Mr. Wang has been a director of Dragon Capital since December 2005. Mr. Wang started Shanghai Zhaoli Technology Development Co., Ltd. in 1999. Over the past several years, he has created an extensive sales network for IT products. In addition, Mr. Wang developed the advanced ERP sales management software system. Mr. Wang holds a bachelor's degree in Computer & Application Science from Shanghai University of Engineering Science. The business address of Mr. Wang is Anyuan Road Lane 1-839, Building 4 Suit 216-218, Shanghai, China, 200042. Mr. Wang does not own any company common stock as of May 22, 2015.

**Hidy Cheng**  
**Vice President, Dragon Capital Group, Corp.**  
**General Manager, Shanghai Cnnest Technology Co., Ltd.**

Mr. Cheng has been the Vice President of Dragon Capital since May 2005 and CEO of Shanghai Cnnest Technology Development Co., Ltd. since 2004. Mr. Cheng founded the Shanghai JiuNeng Computer Information Technology Co., Ltd. in 2003. From July 2002 to March 2003, he was vice president of Shanghai Zhongyu Telecommunication Technology Co., Ltd. From August 2000 to May 2002, he worked as manager of market and sales department in Shanghai TianNou Technology Development Co., Ltd. From January 1999 to June 2000, he established Shanghai AoBei Technology Co., Ltd. with HuaWei Development. From January 1995 to June 1998, he was a salesman for legend Computer System, Ltd., Nanning Branch. Mr. Cheng graduated from GuangXi University in 1995. The business address of Hidy Cheng is Universal Mansion Building A Suite 804, 172 Yuyuan Road, Jing'an District, Shanghai, China, 200040. Mr. Cheng owns 190,000 shares of the company's common stock as of May 22, 2015.

None of the issuer's directors receive compensation from the issuer for serving on its board of directors.

None of the Company's shareholder has greater than 5% of any class of the issuer's equity.

**B. Legal/Disciplinary History.**

None of the issuer's officers, directors or control persons has, within the last five years, been subject to any conviction, order, judgment, decree, or finding required to be disclosed by the Pink Sheets Guidelines for Providing Adequate Current Information.

**C. Beneficial Shareholders.**

The Company does not have any 10% or more beneficial shareholders.

**Item 9) Third Party Providers**

**1. Investment Banker:**

Currently the Company has no investment banking agreements in place.

**2. Promoters:**

None

**3. Legal Counsel:**

Law Offices of Gary L. Blum  
3278 Wilshire Boulevard  
Suite 603  
Los Angeles, CA 90010

Phone: 213.381.7450  
Fax: 213.384.1035  
Email: gblum@gblumlaw.com

**4. Accountant or Auditor:**

The Company's internal accountant/controller is:  
Xi, Hongzhu  
8 Zhengyi Road, Suite 307, Yangpu District, Shanghai, China Phone: 86-21-55522888  
Email: xhz@yastand.com

The Company's financial statements are not audited, prepared, or reviewed by an outside accounting firm.

**5. Public Relations Consultant(s):**

None

**6. U.S. Representative:**

Peisha Shen  
China Direct Investments, Inc.  
431 Fairway Drive, Suite 200  
Deerfield Beach, FL 33441  
Phone 954-363-7333  
Fax: 954-363-7320  
Email: Peisha.shen@cdii.net

**Item 10) Issuer's Certification**

I, Lawrence Wang, certify that:

1. I have reviewed this quarter disclosure statement of Dragon Capital Group, Corp.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: May 27, 2015



/s/ Lawrence Wang  
Lawrence Wang  
President and Chief financial Officer