# UNAUDITED FINANCIAL STATEMENTS

# FOR THE THREE MONTHS

# 30 JUNE 2015

# FOR

# CHINA FOOD AND BEVERAGE COMPANY

WPA

CHINA FOOD AND BEVERAGE COMPANY

CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED 30 JUNE 2015


| | Page |
|---|---|
| **Company Information** | 1 |
| **Unaudited Balance Sheet** | 2 |
| **Unaudited Statement of Operations** | 3 |
| **Unaudited Statement of Cash Flows** | 4 |
| **Unaudited Statement of Changes to Stockholder's equity** | 6 |
| **Notes to the Financial Statements** | 10 |

## CHINA FOOD AND BEVERAGE COMPANY

## COMPANY INFORMATION

**Incorporation and name change**

China Food and Beverage Company, a Nevada corporation (the "Company") was incorporated on November 6, 1981 under the laws of the state of Nevada under the name Logos Scientific Inc. On May 5, 1992, the Company changed its name to Logos International, Inc. On October 23, 1995, the Company changed its name to OMAP Holdings Incorporated. On March 31, 1997 the Company change its name to China Food and Beverage Company.

**Nature of business**
The Company is a shell company.

**Results of operations**
The Company generated no revenue for the quarter ended 30 June 2015 nor for the quarter ended 30 June 2014.

**Officers of the Company**

| | |
|---|---|
| President | James A. Tilton |
| Directors | Jane Zheng<br>Gordon Wilson |
| Secretary | Jane Zheng |

**Registered agent address**

Corporate Service Center
5190 Neil Road
Suite 430
Reno
NV 89502

**Accountants**

WPA Audit Limited
26 Grosvenor Street
Mayfair
London
W1K 4QW

CHINA FOOD AND BEVERAGE COMPANY

UNAUDITED BALANCE SHEET
AS AT 30 JUNE 2015 AND 30 JUNE 2014

| | | June 30, 2015 $ | June 30, 2014 $ |
|---|---|---|---|
| **Assets** | | | |
| Current assets: | | | |
| Cash | | - | - |
| Total current assets | | - | - |
| Non-current assets: | | | |
| Total non-current assets | | - | - |
| Total assets | | - | - |
| **Liabilities and Stockholders' Deficit** | | | |
| Current liabilities: | | | |
| Accounts payable | | 212,016 | 195,878 |
| Accrued expenses | | - | - |
| Loans payable | 3 | 46,504 | 46,504 |
| Total current liabilities | | 258,520 | 242,382 |
| Total liabilities | | 258,520 | 242,382 |
| Stockholders' equity (deficit) | | | |
| Common stock: | | | |
| 100,000,000 shares at $0.001 par value | | | |
| 10,912,902 shares issued and outstanding | | 10,913 | 10,913 |
| Capital in excess of par value | | 2,160,735 | 2,160,735 |
| Retained earnings accumulated prior to development stage | | 633,605 | 633,605 |
| Deficit accumulated during the development stage | | (3,063,773) | (3,047,635) |
| Total shareholders' deficit | | (258,520) | (242,382) |
| Total liabilities and stockholders' deficit | | - | - |

Approved on behalf of the Board on July 21, 2015 by

James A Tilton
President and Director

**CHINA FOOD AND BEVERAGE COMPANY**

**UNAUDITED STATEMENT OF OPERATIONS**
**FOR THE THREE MONTHS ENDED 30 JUNE 2015 AND 30 JUNE 2014**

| | 2015 $ | 2014 $ | From Inception of Development stage on January 1, 2000 to June 30, 2015 $ |
|---|---|---|---|
| **Income** | - | - | - |
| **Costs and expenses** | | | |
| Legal and professional | 937 | 150 | 19,696 |
| Corporate finance | - | 1,063 | 74,296 |
| Corporate & legal | 3,410 | - | 42,284 |
| Accountancy | 1,014 | 2,423 | 49,467 |
| Website costs | - | - | 3,491 |
| Regulatory compliance | - | - | 12,439 |
| OTC Disbursement fees | - | - | 10,343 |
| General and administrative | - | - | 1,111,775 |
| Loss before other expenses | (5,361) | (3,636) | (1,323,791) |
| **Other Income (Expense)** | | | |
| Refund tax penalties | - | - | 16,237 |
| Interest expense | - | - | (16,296) |
| Interest income | - | - | 13,228 |
| Total Other Income (Expense) | - | - | 13,169 |
| Loss before tax, extraordinary items and discontinued operations | (5,361) | (3,636) | (1,310,622) |
| Income tax expenses | - | - | - |
| Loss before extraordinary item | (5,361) | (3,636) | (1,310,622) |
| Gain on disposition of debt | - | - | 237,163 |
| Loss before discontinued operation | (5,361) | (3,636) | (1,073,459) |
| Loss on discontinued operations | - | - | (1,990,314) |
| Net loss | (5,361) | (3,636) | (3,063,773) |
| Taxation | - | - | - |
| Net loss after taxation | (5,361) | (3,636) | (3,063,773) |
| Weighted average number of shares | 10,912,902 | 10,912,902 | |
| | $ | $ | |
| Basic loss per share | (0.000) | (0.000) | |

CHINA FOOD AND BEVERAGE COMPANY

UNAUDITED STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS ENDED 30 JUNE 2015 AND 30 JUNE 2014

| | 2015 $ | 2014 $ | From Inception of Development stage on January 1, 2000 to June 30, 2015 $ |
|---|---|---|---|
| **Cash flows from Operating Activities** | | | |
| Net loss | (5,361) | (3,636) | (3,063,773) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | | |
| Depreciation | - | - | 2,149 |
| Discontinued operation | - | - | 1,990,314 |
| Gain on settlement of debt | - | - | (237,163) |
| Fair value warrants granted | - | - | 31,315 |
| Common stock issued for services | - | - | 50,000 |
| Changes in assets and liabilities: | | | |
| Increase in accounts receivable – related party | - | - | (1,602) |
| Increase in exchange credits | - | - | 19,594 |
| Increase in accounts payable and accrued expenses | 5,361 | 3,636 | (364,821) |
| Increase in related party payable | - | - | 12,954 |
| **Net cash used by operating activities** | - | - | (1,561,033) |
| Cash flows from investing activities: | | | |
| Increase in interest receivable | - | - | 4,194 |
| Proceeds from sale of exchange credits | - | - | 419,980 |
| Increase in note receivable | - | - | (82,592) |
| Receipts of payment on note receivable | - | - | 80,000 |
| **Net cash provided by Investing Activities** | - | - | 421,582 |
| Cash flows from financing activities: | | | |
| Loss of cash from discontinued operations | - | - | (424,757) |
| Common stock issued | - | - | 1,201,473 |
| Proceeds from related party | - | - | 129,474 |
| Increase in notes payable | - | - | (323,011) |
| **Net cash provided by financing activities** | - | - | 583,179 |
| **Net increase / (decrease) in cash and cash equivalents** | - | - | (556,272) |
| Beginning cash and cash equivalents | - | - | (556,272) |
| **Ending cash and cash equivalents** | - | - | - |

**CHINA FOOD AND BEVERAGE COMPANY**

**UNAUDITED STATEMENT OF CASH FLOWS**
**FOR THE THREE MONTHS ENDED 30 JUNE 2015 AND 30 JUNE 2014**

| | 2015 $ | 2014 $ | From Inception of Development stage on January 1, 2000 to June 30, 2015 $ |
|---|---|---|---|
| Cash paid For: | | | |
| Interest | - | - | 3,000 |
| Income taxes | - | - | - |
| Schedule of Non-Cash Financing Activities: | | | |
| Warrants issued at fair market | - | - | 31,315 |
| Common stock issued for services | - | - | 50,000 |

**CHINA FOOD AND BEVERAGE COMPANY**

**UNAUDITED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**
**AS AT 30 JUNE 2015 AND 30 JUNE 2014**

| | Common stock shares | Common stock Amount $ | Capital in excess of par value $ | Other comprehensive income $ | Accumulated Deficit $ |
|---|---|---|---|---|---|
| Balance, December 31, 1999 | 5,546,505 | 5,547 | 872,070 | 8,421 | 633,605 |
| Common stock issued for cash @ $1.00 per share | 50,000 | 50 | 49,950 | - | - |
| Common stock issued for cash @ $1.00 per share | 200,000 | 200 | 199,800 | - | - |
| Common stock issued for cash @ $0.50 per share | 200,000 | 200 | 99,800 | - | - |
| Common stock issued for cash @ $0.25 per share | 400,000 | 400 | 99,600 | - | - |
| Common stock issued for cash @ $0.25 per share | 800,000 | 800 | 199,200 | - | - |
| Common stock issued for cash @ $0.25 per share | 800,000 | 800 | 199,200 | - | - |
| Common stock issued for cash @ $0.10 per share | 2,000,000 | 2,000 | 198,000 | - | - |
| Common stock issued for cash @ $0.10 per share | 1,000,000 | 1,000 | 99,000 | - | - |
| Related party forgiveness of interest | - | - | 11,244 | - | - |
| Change in currency translation | - | - | - | (8,421) | - |
| Net loss for the year ended December 31, 2000 | - | - | - | - | (2,039,898) |
| Balance, December 31, 2000 | 10,996,505 | 10,997 | 2,027,864 | - | (1,406,293) |
| Cancelled share ( Note 6) | (717) | (1) | - | - | - |
| Common stock issued for cash @ $0.10 per share | 500,000 | 500 | 49,500 | - | - |
| Cancelled shares (Note 6) | (2,100,000) | (2,100) | 2,100 | - | - |
| Net loss for the year ended December 31,2001 | - | - | - | - | (290,762) |
| Balance, December 31, 2001 | 9,395,788 | 9,396 | 2,079,464 | - | (1,697,055) |
| Warrants granted at fair market value (Note 6) | - | - | 31,315 | - | - |

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**CHINA FOOD AND BEVERAGE COMPANY**

**UNAUDITED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**
**AS AT 30 JUNE 2015 AND 30 JUNE 2014**

| | Common stock shares | Common stock Amount $ | Capital in excess of par value $ | Other comprehensive income $ | Accumulated Deficit $ |
|---|---|---|---|---|---|
| Net loss for year ended December 31, 2002 | - | - | - | - | (272,296) |
| Balance December 31, 2002 | 9,395,788 | 9,396 | 2,110,779 | - | (1,969,351) |
| Common stock, issued upon cashless exercise of warrants (Note 6) | 500,891 | 501 | (501) | - | - |
| Net loss for the year ended December 31, 2003 | - | - | - | - | (210,770) |
| Balance December 31, 2003 | 9,896,679 | 9,897 | 2,110,278 | - | (2,180,121) |
| Net loss for the year ended December 31, 2004 | - | - | - | - | (204,775) |
| Balance December 31, 2004 | 9,896,679 | 9,897 | 2,110,278 | - | (2,384,896) |
| Common stock issued for services @$.10 per share (Note 6) | 500,000 | 500 | 49,500 | - | - |
| Net loss for the year ended December 31, 2005 | - | - | - | - | (233,833) |
| Balance, December 31, 2005 | 10,396,679 | 10,397 | 2,159,778 | - | (2,618,729) |
| Common stock issued @$0.06 (Note 6) | 16,223 | 16 | 957 | - | - |
| Net profit for year ended December 31, 2006 | - | - | - | - | 402,559 |
| Balance, December 31, 2006 | 10,412,902 | 10,413 | 2,160,735 | - | (2,216,170) |
| Net loss for year ended December 31, 2007 | - | - | - | - | (617) |
| Balance, December 31, 2007 | 10,412,902 | 10,413 | 2,160,735 | - | (2,216,787) |
| Common stock issued @$0.001 (Note 6) | 500,000 | 500 | - | - | - |

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CHINA FOOD AND BEVERAGE COMPANY

UNAUDITED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
AS AT 30 JUNE 2015 AND 30 JUNE 2014

| | Common stock shares | Common stock Amount $ | Capital in excess of par value $ | Other comprehensive income $ | Accumulated Deficit $ |
|---|---|---|---|---|---|
| Net loss for the year ended December 31, 2008 | - | - | - | - | 59,343 |
| Balance, December 31, 2008 | 10,912,902 | 10,913 | 2,160,735 | - | (2,157,444) |
| Net loss for the year ended December 31, 2009 | - | - | - | - | (60,650) |
| Balance, December 31, 2009 | 10,912,902 | 10,913 | 2,160,735 | - | (2,218,094) |
| Net loss for the year ended December 31, 2010 | - | - | - | - | (58) |
| Balance, December 31, 2010 | 10,912,902 | 10,913 | 2,160,735 | - | (2,218,152) |
| Net loss for the year ended December 31, 2011 | - | - | - | - | - |
| Balance, December 31, 2011 | 10,912,902 | 10,913 | 2,160,735 | - | (2,218,152) |
| Net loss for the quarter ended March 31, 2012 | - | - | - | - | (8,985) |
| Balance, March 31, 2012 | 10,912,902 | 10,913 | 2,160,735 | - | (2,227,137) |
| Net loss for the quarter ended June 30, 2012 | - | - | - | - | (18,044) |
| Balance June 30, 2012 | 10,912,902 | 10,913 | 2,160,735 | - | (2,245,181) |
| Net loss for the quarter ended December 31, 2012 | - | - | - | - | (102,107) |
| Balance December 31, 2012 | 10,912,902 | 10,913 | 2,160,735 | - | 2,347,288 |
| Net loss for the quarter ended March 31, 2013 | - | - | - | - | (11,977) |
| Balance, March 31 2013 | 10,912,902 | 10,913 | 2,160,735 | - | (2,359,265) |
| Net loss for the quarter ended June 30, 2013 | - | - | - | - | (30,373) |
| Balance, June 30, 2013 | 10,912,902 | 10,913 | 2,160,735 | - | (2,389,638) |

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**CHINA FOOD AND BEVERAGE COMPANY**

**UNAUDITED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**
**AS AT 30 JUNE 2015 AND 30 JUNE 2014**

| .....continue | Common stock shares | Common stock Amount $ | Capital in excess of par value $ | Other comprehensive income $ | Accumulated Deficit $ |
|---|---|---|---|---|---|
| Net loss for quarter ended September 30, 2013 | - | - | - | - | (4,151) |
| Balance, September 30, 2013 | 10,912,902 | 10,913 | 2,160,735 | - | (2,393,789) |
| Net loss for quarter ended December 31, 2013 | - | - | - | - | (9,557) |
| Balance, December 31, 2013 | 10,912,902 | 10,913 | 2,160,735 | - | (2,403,346) |
| Net loss for quarter ended March 31, 2014 | - | - | - | - | (7,048) |
| Balance, March 31, 2014 | 10,912,902 | 10,913 | 2,160,735 | - | (2,410,394) |
| Net loss for quarter ended June 30, 2014 | - | - | - | - | (3,636) |
| Balance, June 30, 2014 | 10,912,902 | 10,913 | 2,160,735 | - | (2,414,030) |
| Net loss for quarter ended September 30, 2014 | - | - | - | - | (2,470) |
| Balance, September 30, 2014 | 10,912,902 | 10,913 | 2,160,735 | - | (2,416,500) |
| Net loss for quarter ended December 31, 2014 | - | - | - | - | (3,898) |
| Balance, December 31, 2014 | 10,912,902 | 10,913 | 2,160,735 | - | (2,420,398) |
| Net loss for quarter ended March 31 2015 | - | - | - | - | (4,409) |
| Balance, March 31, 2015 | 10,912,902 | 10,913 | 2,160,735 | - | (2,424,807) |
| Net loss for quarter ended June 30, 2015 | - | - | - | - | (5,361) |
| Balance, June 30, 2015 | 10,912,902 | 10,913 | 2,160,735 | - | (2,430,168) |

| | |
|---|---|
| Retained earnings accumulated prior to the development stage | $633,605 |
| Deficit accumulated during the development stage | $(3,063,773) |
| | $(2,430,168) |

CHINA FOOD AND BEVERAGE COMPANY

NOTES TO THE FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED 30 JUNE 2015 AND 30 JUNE 2014

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Presentation and Going Concern**
The Company's financial statements are prepared using accounting principles generally accepted in the United States of America (US GAAP) applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business.

The Directors have decided to explore other new opportunities for growth. Based on any such activities, the Directors will determine any future cash requirements of the Company and the manner in which such funds will be raised. Any incidental obligations that arise will be funded by Directors loans to the Company. Therefore the continuation of the Company in its present form as a going concern is dependent upon the continued financial support from its directors and officers. These financial statements do not include any adjustments to the recorded assets or liabilities that might be necessary should the Company be unable to continue as a going concern.

**Revenue Recognition**
The Company currently has no source of revenues. Revenue recognition policies will be determined when principal operations begin.

**Taxes on Income**
The Company has adopted the provision of SFAS No. 109 "Accounting for Income Taxes". It requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. If it is more likely than not that some portion, or all if a deferred tax asset, will not be realized, a valuation allowance is recognized. The Directors have considered the deferred tax position of the Company in respect of accumulated losses and have decided not to recognise any deferred tax assets at this time until future revenues become more certain.

**Net Income Per Share**
Basic loss per share is based on the average number of shares outstanding during each year retroactively adjusted to give effect to all stock splits.

**Estimates**
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

## 2. Development Stage Company
The Company re-entered the development stage on January 1, 2000.

## 3. Loan Liabilities
Loans liabilities represent loan notes payable.

## 4. Related Party Transactions
During the quarter ended 30 June 2015, there have been no related party transactions.

## 5. COMMITMENTS AND CONTINGENCIES

There is no outstanding litigation in which the Company is involved and the Company is unaware of any pending actions or claims against it.

## 6. COMMON STOCK

The details of the Company's Common Stock at 30 June 2015 are as follows:

| | **Number of Shares** |
|---|---|
| Common $0.001 par value: | 100,000,000 |
| Issued and outstanding | 10,912,902 |

**Common stock Issuances and Cancellations**

On January 29, 2001, the Company cancelled 717 shares of its common stock pursuant to a settlement agreement with a shareholder.

On April 25, 2001, the Company issued 500,000 shares of its common stock at $0.10 per share for a total of $50,000.

On May 11, 2001, the Company cancelled 2,100,000 shares of its common stock.

On November 5, 2003, the Company issued 500,891 shares of common stock as a cashless exercise of an outstanding warrant to purchase 550,000 share of common stock.

On March 22, 2005, the Company issued 500,000 share of common stock at $0.10 per share for a total of $50,000 in exchange for services.

In January, 2006, the Company issued 16,223 share of common stock at $0.06 per share for a total of $973.

In December, 2008, the Company issued 500,000 share of common stock at par $0.001 for a total of $500.

**Issue of Warrant**

On March 5, 2002, the Company issued a warrant to a non-employee. The warrant allowed the holder to purchase 550,000 shares of common stock at an exercise price of $0.06 per share, and would expire five years from the date of issuance.

The Company applied SFAS No. 123 for warrants issued, which required the Company to estimate the fair value of each warrant issued at the grant date by using the Black-Scholes pricing model with the following assumptions:

| | |
|---|---|
| Risk-free interest rate | 3.5% |
| Expected life | 3 years |
| Expected volatility | 1.71 |
| Dividend yield | 0.0 |

As a result of applying SFAS No. 123, the Company recorded an expense of $31,315 during the year ended December 31, 2002. The expense is included in general and administrative expense in the statement of operations.

As at December 31, 2002, this was the only warrant issued and outstanding. This warrant was exercised in November 2003.

## 7. POST BALANCE SHEET EVENTS

There are no post balance sheet events to report.