

Interim Financial Statements of

Orient Venture Capital II Inc.

For the Three and Nine Months Ended March 31, 2009

(Unaudited – Prepared by Management)

Notice to Reader

The accompanying financial statements of Orient Venture Capital II Inc. comprised of the Balance Sheets as at March 31, 2009 and June 30, 2008, and the Interim statements of loss and comprehensive loss and deficit and Statements of Cash Flows for the three and nine month periods ended March 31, 2009 are the responsibility of the Company's management. The independent external auditors of the Company have not reviewed these financial statements.

Orient Venture Capital II Inc.

Balance sheet

(In Canadian Dollars)

(Unaudited - Prepared by Management)

	March 31, 2009		June 30, 2008	
Assets				
Cash	\$	237,817	\$	301,016
GST receivable		4,410		2,778
		<u>242,226</u>		<u>303,794</u>
Liabilities				
Accounts payable and accrued liabilities	\$	29,145	\$	32,815
		<u>29,145</u>		<u>32,815</u>
Shareholders' equity (Note 4)				
Share capital		306,566		306,566
Contributed surplus		65,882		65,882
Accumulated Deficit		<u>(159,366)</u>		<u>(101,469)</u>
		213,081		270,979
	\$	<u>242,226</u>	\$	<u>303,794</u>

Subsequent events (Note 7)

Approved on behalf of the Board

"Min Kuang"

Director

"Ian McDougall"

Director

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

Orient Venture Capital II Inc.

Interim statement of loss and comprehensive loss and deficit
For the Three Months and Nine Months Ended March 31, 2009
(In Canadian Dollars)
(Unaudited - Prepared by Management)

	Three months ended March 31		Nine months ended March 31	
	2009	2008	2009	2008
Expenses				
Accounting and audit	\$ 7,600	\$ 1,000	\$ 10,600	\$ 7,000
Bank charges	37	23	118	68
Exchange Gain/Loss	(2,501)	-	(2,501)	-
Filing and transfer agent fees	2,647	9,095	3,250	13,504
Legal	38,412	21,120	38,412	22,934
Office, administration	3,026	2,234	3,311	2,499
Rent	3,093	1,035	4,708	1,725
Travel	-	5,734	-	-
Loss before other item:	52,314	40,241	57,897	53,517
Other Item				
Interest Income:	-	-	-	-
Net loss and comprehensive loss for the period:	(52,314)	(40,241)	(57,897)	(53,517)
Deficit, beginning of period	(107,052)	-	(101,469)	-
Deficit, end of period	(159,366)	(40,241)	(159,366)	(53,517)
Loss per share - basic and diluted	(0.01)	(0.03)	(0.01)	(0.04)
Weighted average number of common shares outstanding - basic and diluted	5,131,507	1,465,455	5,131,507	1,465,455

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

Orient Venture Capital II Inc.

Statement of Cash Flow

For the Three Months and Nine Months Ended March 31, 2009

(In Canadian Dollars)

(Unaudited - Prepared by Management)

	Three months ended		Nine months ended	
	March 31		March 31	
	2009	2008	2009	2008
Cash provided by (used in)				
Operating activities				
Net loss for the period	\$ (52,314)	\$ (40,241)	\$ (57,897)	\$ (53,517)
Stock based compensation	-	-	-	-
Change in non-cash working capital		-		
GST receivable	19	(756)	(1,631)	(1,256)
Prepaid	-	5,000	-	-
Accounts payable and accrued liabilities	20,879	8,627	(3,670)	13,627
	(31,417)	(27,371)	(63,199)	(41,146)
Financing activities				
Share capital	-	244,500	-	374,500
Deferred Financing Costs	-	15,000	-	-
	-	259,500	-	374,500
CHANGE IN CASH & CASH EQUIVALENTS	(31,417)	232,129	(63,199)	333,354
CASH AND CASH EQUIVALENTS, beginning of the period	269,234	101,225	301,016	-
CASH AND CASH EQUIVALENTS, end of the period	\$ 237,817	\$ 333,354	\$ 237,817	\$ 333,354
Supplementary information				
Interest paid	\$ -	\$ -	\$ -	\$ -

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

Orient Venture Capital II Inc.

Notes to the interim financial statements

For the three and nine months period ended March 31, 2009

1. Nature of operations

Orient Venture Capital II Inc. (the "Company") was incorporated on September 12, 2007 under the *Business Corporations Act* (British Columbia) and is classified as a capital pool company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4 accordingly, its principal purpose is to use its capital to identify and evaluate businesses and assets with a view to completing a "Qualifying Transaction".

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") on a going concern basis with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

The Exchange may suspend from trading or de-list the listed shares of the Company where the Company has not completed its Qualifying Transaction within twenty four months following the date of listing of the Company's shares on the Exchange. The Qualifying Transaction will be subject to regulatory approval and may be subject to shareholder approval.

2. Newly issued accounting policies

Section 1506, Accounting Changes

Under the recommendations of this standard, voluntary changes in accounting policy are permitted only when they result in the financial statements providing reliable and more relevant information. This section requires changes in accounting policy to be applied retrospectively unless doing so is impracticable, requires prior period errors to be corrected retrospectively and requires enhanced disclosures about the effects of change in accounting policies, estimates and error on the financial statements.

These recommendations also require the disclosure of new primary sources of generally accepted accounting principles that have been issued that the Company has not adopted because they are not yet in effect.

The impact of this Section on the Company's financial statements will depend on the nature of future accounting changes.

Section 1530, Comprehensive income

CICA Handbook Section 1530, "Comprehensive Income," was issued in January 2005 to introduce new standards for reporting and presenting comprehensive income. Comprehensive income is the change in equity (net assets) of a company during a reporting period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period except for changes resulting

Orient Venture Capital II Inc.

Notes to the interim financial statements

For the three and nine months period ended March 31, 2009

2. Newly issued accounting policies (Cont'd)

from investments by owners and distributions to owners.

The Company does not have any items in accumulated other comprehensive income.

Section 3251, Equity

In January 2005, the CICA issued Handbook Section 3251, "Equity," which replaces Section 3250, "Surplus." It establishes standards for the presentation of equity and changes in equity. Financial statements for prior periods are required to be restated for certain specified adjustments. For other adjustments, the adjusted amount must be presented in the opening balance of accumulated other comprehensive income.

There is no impact to these financial statements as it is the first year of operations.

Section 3855, Financial instruments – Recognition and Measurement Section 3861, Financial Instruments -Disclosure and Presentation

In January 2005, the CICA issued Handbook Section 3855, "Financial instruments – Recognition and Measurement" and "Section 3861, Financial Instruments - Disclosure and Presentation." Section 3855 prescribes when a financial asset, financial liability or non-financial derivative is to be recognized on the balance sheet and at what amount, requiring fair value or cost-based measures under different circumstances. Section 3861 establishes standards for presentation of financial instruments and non-financial derivatives, and identifies the information that should be disclosed about them. Under Section 3855, all financial instruments are classified into one of five categories: held-for-trading, held-to-maturity, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments are initially measured in the balance sheet at fair value. Subsequent measurement and changes in fair value will depend on their initial classification. Held-for-trading financial assets and liabilities are measured at fair value and changes in fair value are recognized in net income. Available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income. Financial assets classified as held to maturity, loans and receivables and other liabilities (other than those held for trading) are required to be measured at amortized cost using the effective interest method of amortization.

The Company has classified its cash as held-for-trading. Receivables are classified as loans and receivables. Accounts payable and accrued liabilities are classified as other liabilities.

Orient Venture Capital II Inc.

Notes to the interim financial statements

For the three and nine months period ended March 31, 2009

2. Newly issued accounting policies (Cont'd)

New Canadian Accounting Pronouncements

Section 1535, Capital Disclosures

In December 2006, the CICA issued Handbook section 1535 “Capital disclosures” which is effective for years beginning on or after October 1, 2007. The section specifies the disclosure of (i) an entity’s objectives, policies, and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance.

Section 1400, General standards for financial statement presentation

The CICA has amended Handbook Section 1400 “General standards of financial presentation, effective for periods beginning on or after January 1, 2008 to include requirements to assess and disclose the Company’s ability to continue as a going concern. The adoption of this new section is not expected to have an impact on the Company’s financial statements.

Section 3064, Goodwill and intangible assets

In February 2008, the CICA issued Handbook Section 3064 “Goodwill and intangible assets” which is required to be adopted for fiscal years beginning on or after October 1, 2008. It establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. The Company is currently evaluating the impact of the adoption of this new Section on its financial statements.

International Financial Reporting Standards

In January 2006, the CICA Accounting Standards Board (AcSB) adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies are expected to converge with International Financial Reporting Standards (“IFRS”) by the end of 2011. The impact of the transition to IFRS on the Company’s financial statements has not yet been determined.

Newly issued standards which have been adopted from the date of incorporation had no material impact on the financial statements. As at December 31, 2008, the Company’s other comprehensive income balance is nil.

Orient Venture Capital II Inc.

Notes to the interim financial statements

For the three and nine months period ended March 31, 2009

3 Financial Instruments

The carrying value of cash, GST receivable, and accounts payable and accrued liabilities approximate fair value due to the short-term nature of these financial instruments. The Company has incurred expenditures that are payable in U.S. dollars. The Company is therefore subject to currency exchange risk arising from the degree of volatility of changes in exchange rates between Canadian dollar and the U.S. dollar. Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash. The Company places its cash with high credit quality financial institutions. The Company is not exposed to significant interest rate and credit risks.

The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

4 Share capital

(a) Authorized

Unlimited number of common shares without par value

Unlimited, non-voting, non-participating, non-cumulative preferred shares without par value, issuable in series.

(b) Issued

Issued common shares of the Company are as follows:

	March 31, 2009	
	Number of Shares	Amount
Balance, beginning of period		
Issued for cash:		
Seed shares	2,600,000	\$ 130,000
IPO shares	3,000,000	300,000
Share issuance costs		(123,434)
Balance, end of period	5,600,000	\$ 306,566

Orient Venture Capital II Inc.

Notes to the interim financial statements

For the three and nine months period ended March 31, 2009

4 Share capital (Cont'd)

In October, 2007, the Company issued 2,600,000 common shares at a price of \$0.05 per common share for total proceeds of \$130,000. These shares were subscribed for by the directors of the Company or by entities controlled by directors of the Company, and allotted from treasury. The 2,600,000 common shares are held in escrow and will be released in accordance with TSX-V Policy 2.4 over a period of up to 36 months from the date of the final exchange bulletin.

On February 27, 2008, the Company completed its prospectus offering in British Columbia, and Alberta of 3,000,000 common shares at a price of \$0.10 per share for total proceeds of \$300,000 (the "IPO").

In connection with the IPO, the Company paid cash commission of 7% (in the amount of \$21,000) of the aggregate gross proceeds from the sale of the common shares to an agent. The agent was paid a corporate finance fee of \$15,000 and granted non-transferable share purchase warrants, entitling the Agent to purchase 300,000 common shares at a price of \$0.20 per common share, expiring 24 months from the listing date of the Company's share on the Exchange.

The fair value of the agent warrants, as determined by the Black Scholes option pricing model, of \$16,510 was recorded as a credit to contributed surplus and a share issuance cost debited to share capital at the time of warrants granted.

Also, on February 27, 2007, the Company granted 560,000 stock options to the directors and officers of the Company with a vesting date being the date of grant. The exercise price of each option is \$0.10 per share and the options expire five years from the listing date of the Company's share on the Exchange.

(b) *Issued*

The Company used the Black-Scholes option pricing model to estimate the fair value of the stock options at the date of grant. The fair value of stock options granted to directors and officers amounted to \$49,372, and was recorded as stock-based compensation and credited to contribute surplus. Any consideration received on the exercise of stock options is credited to share capital and appropriate amount will be reallocated from contributed surplus to share capital.

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Notes to the interim financial statements

For the three and nine months period ended March 31, 2009

4 Share capital (Cont'd)

The fair values of warrants and stock options granted were estimated on the grant date using the Black-Scholes option pricing model with the following assumptions:

	Warrants	Stock options
Dividend rate	0.00%	0.00%
Risk-free interest rate	4.2%	4.2%
Expected life	2 years	5 years
Expected annual volatility	135%	135%

	Number of Shares	Exercise Price	Expiry Date
Stock options	560,000	\$ 0.10	March 4, 2013

(c) *Contributed surplus*

A summary of the Company's contributed surplus as of March 31, 2009 is as follows:

	Contributed surplus
	\$
At the date of incorporation on September 12, 2007	-
Stock-based compensation	\$ 49,372
Warrants granted to agents	16,510
Contributed surplus at March 31, 2009	\$ 65,882