

Interim Financial Statements of

ORIENT VENTURE CAPITAL II INC.

For the three months ended September 30, 2009

The accompanying interim financial statements of Orient Venture Capital II Inc. for the three month period ended September 30, 2009 were prepared by management. They have not been reviewed or audited by the Company's independent external auditor. This notice is being provide in accordance with section 4.3(3)(a) of the National Instrument 51-102 Continuous Disclosure Obligations.

ORIENT VENTURE CAPITAL II INC.
BALANCE SHEETS
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	September 30, 2009	June 30, 2009
ASSETS		
Current		
Cash	\$ 182,456	\$ 227,907
Goods and services tax receivable	6,885	5,658
Prepaid expense	<u>-</u>	<u>-</u>
Total Assets	\$ 189,341	\$ 233,565
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	\$ 29,206	\$ 57,560
Dues to shareholder	<u>370</u>	<u>-</u>
Total Current Liabilities	\$ 29,576	\$ 57,560
Shareholders' equity		
Share capital [Note 5]	306,566	306,566
Contributed surplus [Note 6]	65,882	65,882
Accumulated deficit	<u>(212,683)</u>	<u>(196,443)</u>
Total Shareholder's Equities	<u>159,765</u>	<u>176,005</u>
Total Liabilities and Shareholders' Equity	\$ 189,341	\$ 233,565

Continuance and going concern of operations [Note 1]
Subsequent events [Note 10]

Approved on behalf of the Board:

"Min Kuang" Director _____
"Ian McDougall" Director

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

ORIENT VENTURE CAPITAL II INC.
INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS AND DEFICIT
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Three Month Period Ended September 30	
	2009	2008
EXPENSES		
Accounting and audit	\$ (5,000)	\$ 3,000
Bank charges	22	81
Filing and transfer agent fees	710	603
Legal	(558)	-
Office, administration	2,585	285
Public Relations	8,779	-
Rent	1,691	1,614
Travel and related costs	<u>7,040</u>	<u>-</u>
Gain or (Loss) before other items	<u>(15,269)</u>	<u>(5,583)</u>
OTHER ITEMS		
Interest income	-	-
Foreign exchange gain (loss)	<u>(971)</u>	<u>-</u>
	<u>(971)</u>	<u>-</u>
Net gain or (loss) for the period	(16,240)	(5,583)
Deficit, beginning of period	<u>(196,443)</u>	<u>(101,469)</u>
Deficit, end of period	<u>(212,683)</u>	<u>(107,052)</u>
Basic and diluted loss per common share	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding	5,600,000	4,375,342

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

ORIENT VENTURE CAPITAL II INC.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Three Month Period Ended September 30	
	2009	2008
CASH FROM (USED IN) OPERATING ACTIVITIES		
Loss for the period	\$ (16,240)	\$ (5,583)
Items not involving cash:		
Stock-based compensation	-	-
Changes in non-cash working capital items:		
(Increase) Decrease in goods and services tax receivable	(1,227)	(1,650)
(Increase) Decrease in prepaid expenses	-	-
Increase (Decrease) in accounts payable and accrued liabilities	<u>(27,983)</u>	<u>(24,549)</u>
Cash used in operating activities	<u>(45,451)</u>	<u>(31,782)</u>
CASH FROM (USED IN) INVESTING ACTIVITIES		
(Increase) Decrease in short-term investments	-	-
Cash provided by (used in) investing activities	<u>-</u>	<u>-</u>
CASH FROM (USED IN) FINANCING ACTIVITIES		
Increase in long-term loan		
Increase in capital, net of issuance costs	-	-
Deferred financing costs	-	-
Cash provided by (used in) financing activities	<u>-</u>	<u>-</u>
Net increase (decrease) in cash during the period	(45,451)	(31,782)
Cash, beginning of period	<u>227,907</u>	<u>301,016</u>
Cash, end of period	\$ 182,456	\$269,234
Supplemental disclosure of cash flow information:		
Interest received		
Interest paid	-	-
Income taxes paid	-	-

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

ORIENT VENTURE CAPITAL II INC.
NOTES TO THE INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)
THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2009

1. INCORPORATION AND CONTINUANCE OF OPERATIONS

Orient Venture Capital II Inc. (the “Company”) was incorporated under the *Business Corporations Act* (British Columbia) on September 12, 2007 and is classified as a Capital Pool Company as defined in the TSX Venture Exchange (“TSX-V”) Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition of or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

These unaudited interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles (“Canadian GAAP”) for interim financial statements with assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or business. Such an acquisition will be subject to shareholders’ approval. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuance or other available mean. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

These interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. SIGNIFICANT ACCOUNTING POLICIES

These financial statements of the Company have been prepared in accordance with Canadian generally accepted accounting principles (“GAAP”) based on information available at the time and best judgments of the management.

a) Estimates and assumptions

The preparation of financial statements in conformity with Canadian GAAP 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 these financial statements and the reported amounts of revenues and expenses during the period. Items requiring management to make estimates include stock-based compensation and recoverability of future income tax assets. Actual results could differ from those estimates.

b) Income taxes

Future income taxes relate to the expected future tax consequences of differences between the carrying amount of balance sheet items and their corresponding tax values. Future tax assets and liabilities are recognized only to the extent that, in the opinion of management, it is more likely than not that the future income tax assets will be realized. Future income tax assets and liabilities are adjusted for the effects of changes in tax laws and rates at the date of enactment or substantive enactment.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

c) Loss per share

Basic loss per share is computed by dividing the net loss for the period by the weighted average number of common shares outstanding during the period. To compute diluted loss per share, adjustments are made to common shares outstanding. The weighted average number of common shares outstanding is adjusted to include the number of additional common shares that would be outstanding if, at the beginning of the period or at time of issuance, if later, all dilutive instruments were exercised. Dilutive instruments which could potentially dilute earnings in the future, but weren't included as they would be anti-dilutive, include stock options and warrants.

d) Stock-based compensation

The fair value of stock options granted is determined using the Black-Scholes Option Pricing Model and is expensed over the period of vesting. Any consideration paid on the exercise of stock options is credited to capital stock and appropriate amount will be reallocated from Contributed Surplus to Share Capital.

e) Share issue costs

Cost directly identifiable with the raising of capital will be charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are not issued.

f) Foreign currency translation

The Company maintains its accounting records in Canadian dollars. At the transaction date, transactions completed in foreign currencies are translated into Canadian dollars by the use of the exchange rate in effect at that date. Revenues and expenses are translated at the average exchange rate for the year. At the year end, monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the year-end exchange rates. Non-monetary assets and liabilities are translated using historical exchange rates. Exchange gains and losses on translation are included in operations.

g) Financial Instruments

The Company has classified its cash as held-for-trading and is measured at fair value. Receivables are classified as loans and receivables. Accounts payables and accrued liabilities are classified as other liabilities and are measured at amortized cost.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

h) Newly Adopted Accounting Policies

The Company adopted the following provisions of the Canadian Institute of Chartered Accountant's ("CICA") Handbook Sections. There is no material impact on the Company's financial condition or operating results as a result of the adoption of these new standards:

CICA Handbook Section 1400, "*General Standards of Financial Statement Presentation*": The CICA Accounting Standard Board amended Section 1400 to include requirements for management to assess and disclose an entity's ability to continue as a going concern. This section applies to interim and annual financial statements relating to fiscal year beginning on or after January 1, 2008. The Company has included disclosures recommended by the new Handbook section in Note 1 to these financial statements.

CICA Handbook Section 3862, "*Financial Instruments – Disclosure*", and Section 3863, "*Financial Instruments – Presentation*": These new accounting standards provide enhanced and expanded disclosure requirements to complement the changes in accounting policy adopted on June 1, 2007 in accordance with Section 3855 "*Financial Instruments – Recognition and Measurement*", and Section 3861, "*Financial Instruments – Disclosure and Presentation*". Presentation requirements have not changed. Enhanced disclosure is required to assist users of financial statements in evaluating the significance of financial instruments on the Company's financial position and performance, including qualitative and quantitative information about the Company's exposure to risks arising from financial instruments. The Company has included disclosures recommended by the new Handbook sections in Note 3 to these financial statements.

CICA Handbook Section 1535, "*Capital Disclosure*". The new standard requires disclosure of the Company's objective, policies, and processes for managing capital; quantitative data about what the Company regards as capital; whether the Company has complied with any capital requirements; and, if the Company has not complied, the consequences of such non-compliance. The Company has included disclosures recommended by the new Handbook sections in Note 4 to these financial statements.

i) International Financial Reporting Standards

In January 2006, 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 fiscal year of 2011. The Company will finish assessment of the impact of convergence of Canadian GAAP and IFRS by March 31, 2010 and prepare a detailed conversion plan in the forth quarter of fiscal 2010 and thereafter begin execution to this plan. It is currently not possible to fully determine the impact of conversion to IFRS on the financial statements and any potential business impacts, as our diagnostic phase is not complete and as accounting standards and related interpretations continues to change.

3. FINANCIAL INSTRUMENTS AND RISK

a) Financial Instruments

As of September 30, 2009, the Company's financial instruments consist of cash, goods and service tax receivables, accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values because of their current nature.

b) Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash. To minimize the credit risk the Company places these instruments with a high credit quality financial institution.

c) Liquidity Risk

The Company's continuance of operations will be required to raise more funding to meet its general and administrative expenditures.

d) Foreign Exchange Risk

The Company does not have significant foreign exchange risk as its administrative operations are all located in Canada.

e) Interest Rate Risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market interest rates. The Company's exposure relates to its ability to earn short term interest on cash at variable rates. The Company has no long-term debt and therefore is not affected by changes in long-term interest rates. With respect to interest rate risk management, the Company is at risk to open market fluctuation in interest rates.

4. CAPITAL DISCLOSURE

The Company manages its capital in a manner consistent with the risk characteristics of the assets it holds. All sources of financing are analyzed by management and approved by the board of directors. To maintain or adjust its capital structure, the Company may issue new shares, acquire or dispose assets or adjust the amount of cash.

The Company's objectives when managing capital are:

- a) to safeguard the Company's ability to continue as a going concern;
- b) to facilitate the completion of the Qualifying Transaction.

The Company is meeting its objective of managing capital through its detailed review and performance of due diligence on all potential acquisitions, preparing short-term and long-term cash flow analysis to ensure an adequate amount of liquidity and monthly review of financial results.

As of September 30, 2009, the Company does not have any externally imposed capital requirements to which it is subject. Capital is comprised of the Company's shareholders' equity.

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NOTES TO THE INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)
THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2009

5. 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 Common Shares

	Number of Shares	Amount
Common shares issued and outstanding:		
Seed shares issued on October 2007 (1)	2,600,000	\$ 130,000
Common shares issued in IPO on February 2008 (2)	3,000,000	300,000
Share issuance costs (3)	<u>-</u>	<u>(123,434)</u>
Balance as at June 30, 2008 and 2009	5,600,000	\$ 306,566
Balance as at September 30, 2009	<u>5,060,000</u>	<u>\$ 306,566</u>

- 1) 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 be 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 bulleting (as defined).
- 2) 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 shares for total proceeds of \$300,000 (the “IPO”).
- 3) 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 agents 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 pricing model, of \$16,510 was recorded as a credit to contributed surplus and a share issuance cost in share capital at the time that the warrant were granted.

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6. CONTRIBUTED SURPLUS

	Amount
At the date of incorporation on September 12, 2007	\$ -
Stock-based compensation expense [Note 7(b)]	49,372
Warrants issued to agents [Note 8]	<u>16,510</u>
Balance, June 30, 2008 and 2009	\$ 65,882
Balance, September 30, 2009	<u>\$ 65,882</u>

7. STOCK OPTIONS

a) Stock options

During the period ended June 30, 2008, the Company adopted a stock option plan applicable to directors, officers and consultants, under which the total outstanding stock options are limited to 10% of the outstanding common shares of the Company at any one time. Under the plan, an option's maximum term is five years from the grant date. Options under this plan will vest upon issuance.

On March 5, 2008, the Company granted 560,000 stock options at an exercise price of \$0.10 for a period of 5 years expiring on March 4, 2013 to its officers and directors.

The Company did not issue any new options during this period. As of September 30, 2009, the weighted average remaining contractual life of the outstanding stock options is 3.5 years, and all the options are currently exercisable at an average price of \$0.10.

The following table summarizes the stock option activity under this Plan:

	Number of Options	Weighted Average Exercise Price
At the date of incorporation on September 12, 2007		
Options granted on March 5, 2008	<u>560,000</u>	0.10
Balance, June 30, 2008 and 2009	<u>560,000</u>	0.10
Options outstanding and exercisable on September 30, 2009	560,000	\$ 0.10

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7. STOCK OPTIONS (CONT'D)

b) Stock-based compensation

The Company recorded stock-based compensation costs of \$49,372 for year ended June 30 2008 and has not recorded stock-based compensation cost since then. The offsetting amount is recorded as contributed surplus on the balance sheet [Note 6].

The fair value of all options granted was estimated using the Black-Scholes Option Pricing Model with the following weighted average assumptions:

Risk-free interest rate	4.2%
Expected life of options	5 years
Annualized volatility	135%

Option pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, in management's opinion existing models do not necessarily provide reliable measure of the fair value of the Company's stock options.

8. WARRANTS

On March 5, 2008, the Company granted 300,000 non-transferable agents warrants, entitling the agent to purchase 300,000 common shares at a price of \$0.20 per common share. The warrants will expired on March 4, 2010 which is 24 months from the listing date of the Company's share on the Exchange.

Warrants issued in IPO in March 2008	300,000
Warrants expired	<u>0</u>
Warrants outstanding as at September 30, 2009	<u>300,000</u>

The fair value of the agent warrants, as determined by the Black-Scholes pricing model, of \$16,510 was recorded as a credit to contributed surplus and a share issuance cost in share capital at the time that the warrant were granted. [Note 6].

The assumptions used in the calculation of the fair value of the warrants (using the Black-Scholes Pricing Model) were:

Risk-free interest rate	4.2%
Expected life of warrants	2 years
Expected Annual volatility	135%

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NOTES TO THE INTERIM FINANCIAL STATEMENTS
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THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2009

9. RELATED PARTY TRANSACTIONS

For the three month period ended on September 30, 2009, the Company paid office assistant service charges to a company controlled by a director in the amount of \$1,200 (2009 - \$2,800).

The transactions with related parties are in the normal course of operations and have been measured at the exchange amount, which is the amount of consideration established and agreed by the related parties.

There were no standard compensation arrangements, or other arrangements in addition to or in lieu of standard arrangements, under which the directors of the Company were compensated for service in their capacity as directors (including any additional amounts payable for committee participation or special assignments), or for services as consultants or experts.

10. SUBSEQUENT EVENTS

On October 13, 2009, the Company announced appointment of Manning Elliott LLP Chartered Accountants as the Company's new auditor. Prior auditor Deloitte & Touche LLP resigned from the Company on September 30, 2009 with no reservation.

On October 23, 2009, the Company entered a share exchange agreement with Mr. Yiliang Chen pursuant to which Mr. Chen agrees to exchange 2,676,902 shares of China Dongxiang (Group) Co. Ltd. ("Dongxiang") in exchange for 10,000,000 of the Company's shares at a deemed value of \$0.20 per share. As a result of this announcement, trading in the Company's shares will remain halted until the Qualifying Transaction completes, or until documentation is filed with the Exchange. Dongxiang is a leading international sportswear brand enterprise based in China and is primarily engaged in the design, development, marketing and wholesale of branded sportswear.

On October 25, 2009, the Company signed a letter of intent with Shanxi International Electricity Investment Co., Ltd. ("Shanxi IEIC") to create a strategic alliance for future investment opportunities in China. Shanxi International Electricity Group Co., Ltd. is the only wholly state owned electricity industrial company in the province of Shanxi. Under the letter of intent, each of the Company and Shanxi IEIC will have a right of first refusal to participate in the investment opportunities identified by either party.

On November 4, 2009, the Company entered into another letter of intent with China-Singapore Suzhou Industrial Park Development Group Co., Ltd. ("CSSD") pursuant to which CSSD agrees to provide the Company with necessary assistance and guidance to set up a venture investment company in Suzhou Industrial Park. Furthermore, CSSD also agrees to provide incentives and support to the Company's venture investment company upon its establishment.

On November 27, 2009, the Company announced a loan agreement with Mr. Wei Wang. Pursuant to the loan agreement, Mr. Wang has agreed to loan the Company an amount of CDN\$200,000 (the "Loan"), bearing a fixed interest rate at eight percent (8%) per annum, maturing at the earlier of: 1) 12 months from the date of the advance; and 2) at the time of closing of an equity financing within 12 months from the date of the advance where the Company issues shares of its common stock for cash consideration. The Company intends to use the proceeds of the Loan to finance the expenses and costs related to completion of the Qualifying Transaction entered on October 23, 2009.