

CD INTERNATIONAL ENTERPRISES, INC.
Form 10-Q
August 06, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2014

or

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

For the transition period from _____ to _____

Commission file number: 001-33694

CD INTERNATIONAL ENTERPRISES, INC.
(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of incorporation or organization)

13-3876100
(I.R.S. Employer Identification No.)

431 Fairway Drive, Suite 200, Deerfield Beach, Florida
(Address of principal executive offices)

33441
(Zip Code)

Registrant's telephone number, including area code: (954) 363-7333

Securities registered under Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Securities registered under Section 12(g) of the Act:

Common stock, par value \$0.0001 per share
(Title of class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the

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Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company:

| | | | |
|-------------------------|-----------------------|---------------------------|----------------------------------|
| Large accelerated filer | <input type="radio"/> | Accelerated filer | <input type="radio"/> |
| Non-accelerated filer | <input type="radio"/> | Smaller reporting company | <input checked="" type="radio"/> |

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

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date, there are 65,613,074 shares of common stock are issued and outstanding as of August 4, 2015.

TABLE OF CONTENTS

| | | Page No. |
|----------|---|----------|
| | PART I. - FINANCIAL INFORMATION | |
| Item 1. | Financial Statements. | 1 |
| | Consolidated Balance Sheets As of June 30, 2014 (Unaudited) and September 30, 2013 | 1 |
| | Consolidated Statements of Operations and Comprehensive Income (Loss) For the Three and Nine Months Ended June 30, 2014 and 2013 (Unaudited) | 2 |
| | Consolidated Statements of Cash Flows For the Nine Months Ended June 30, 2014 and 2013 (Unaudited) | 3 |
| | Notes to Unaudited Consolidated Financial Statements. | 4 |
| Item 2. | Management's Discussion and Analysis of Financial Condition and Results of Operations. | 24 |
| Item 3. | Quantitative and Qualitative Disclosures About Market Risk. | 33 |
| Item 4. | Controls and Procedures. | 33 |
| | PART II - OTHER INFORMATION | |
| Item 1. | Legal Proceedings. | 34 |
| Item 1A. | Risk Factors. | 35 |
| Item 2. | Unregistered Sales of Equity Securities and Use of Proceeds. | 35 |
| Item 3. | Defaults Upon Senior Securities. | 35 |
| Item 4. | Mine Safety Disclosures. | 35 |
| Item 5. | Other Information. | 35 |
| Item 6. | Exhibits. | 35 |

We used in this report "CD International", "we", "us" or "our" refers to CD International Enterprises, Inc., a Florida corporation, and our subsidiaries, "fiscal year 2013" refers to the year ended September 30, 2013, "fiscal year 2012" refers to the year ended September 30, 2012 and "fiscal year 2014" refers to the year ended September 30, 2014. The information which appears on our web site at www.cdii.net is not part of this report.

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

This 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 our 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, and these factors are discussed in greater detail under Item 1A – "Risk Factors" and our subsequent filings with the Securities and Exchange Commission:

- Our ability to continue as a going concern.
- Continued global economic weakness is expected to reduce demand for our products in each of our segments.
- Our ability to implement our expansion plans for growing our business through acquisitions and development of our commodity trading business.
- Loss of orders from any of our major customers.
- The value of the equity securities we accept as compensation is subject to adjustment which could result in losses to us in future periods.
- Our need for additional financing which we may not be able to obtain on acceptable terms, the dilutive effect additional capital raising efforts in future periods may have on our current shareholders and the increased interest expense in future periods related to additional debt financing.
- Adverse outcome of the bankruptcy of our subsidiary CDII Trading, Inc. ("CDII Trading").
- Our dependence on certain key personnel.
- Difficulties we have in establishing adequate management, cash, legal and financial controls in the PRC.
- Our ability to maintain an effective system of internal control over financial reporting.
- The lack various legal protections in certain agreements to which we are a party and which are material to our operations which are customarily contained in similar contracts prepared in the United States.
- Potential impact of PRC regulations on our intercompany loans.
- Our ability to assure that related party transactions are fair to our company and possible violations of the Sarbanes-Oxley Act of 2002.
- The scope of our related party transactions and potential conflicts of interest arising from these transactions.
- The impact of a loss of our land use rights.
- Our ability to comply with the United States Foreign Corrupt Practices Act which could subject us to penalties and other adverse consequences.
- Limits under the Investment Company Act of 1940 on the value of securities we can accept as payment for our business consulting services.
- Our acquisition efforts in future periods may be dilutive to our then current shareholders.
- Our inability to enforce our rights due to policies regarding the regulation of foreign investments in the PRC.
-

The impact of environmental and safety regulations, which may increase our compliance costs and reduce our overall profitability.

- The effect of changes resulting from the political and economic policies of the Chinese government on our assets and operations located in the PRC.
- The impact of Chinese economic reform policies.
- The influence of the Chinese government over the manner in which our Chinese subsidiaries must conduct our business activities.
- The impact on future inflation in the PRC on economic activity in the PRC.
- The impact of any natural disasters and health epidemics in China.
- The impact of labor laws in the PRC may adversely affect our results of operations.
- The limitation on our ability to receive and use our revenues effectively as a result of restrictions on currency exchange in the PRC.
- Fluctuations in the value of the RMB may have a material adverse effect on your investment.
- The market price for shares of our common stock has been and may continue to be highly volatile and subject to wide fluctuations and the impact of penny stock rules on the liquidity of our common stock.

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.

Index of Certain Defined Terms Used in this Report

We used in this report the terms:

- "CD International", "we", "us" or "our" refers to CD International Enterprises, Inc., a Florida corporation formerly known as China Direct Industries, Inc., and our subsidiaries;
- "CDI China", refers to CDI China, Inc., a Florida corporation, and a wholly owned subsidiary of CD International; and
- "PRC" refers to the People's Republic of China.

Magnesium Segment

- "Chang Magnesium", refers to Taiyuan Changxin Magnesium Co., Ltd., a company organized under the laws of the PRC and a 51% owned subsidiary of CDI China, which was to be disposed of in the fourth quarter of fiscal year 2014;
- "Chang Trading", refers to Taiyuan Changxin YiWei Trading Co., Ltd., a company organized under the laws of the PRC and a wholly owned subsidiary of Chang Magnesium, which was to be disposed of in the fourth quarter of fiscal year 2014;
- "Asia Magnesium", refers to Asia Magnesium Corporation Limited, a company organized under the laws of Hong Kong and a wholly owned subsidiary of Capital Resource Management, which was to be disposed of in the fourth quarter of fiscal year 2014;
- "Golden Magnesium" refers to Shanxi Gu County Golden Magnesium Co., Ltd., a company organized under the laws of the PRC and a 100% owned subsidiary of CDI China, which was disposed of in the fourth quarter of fiscal year 2013;
- "Baotou Changxin Magnesium", refers to Baotou Changxin Magnesium Co., Ltd., a company organized under the laws of the PRC, a 51% owned subsidiary of CDI China, which was to be disposed of in the fourth quarter of fiscal year 2014;
- "IMTC" or "International Magnesium Trading", refers to International Magnesium Trading Corp., a company organized under the laws of Brunei and a 100% owned subsidiary of IMG, which was to be disposed of in the fourth quarter of fiscal year 2014;
- "Ruiming Magnesium", refers to Taiyuan Ruiming Yiwei Magnesium Co., Ltd., a company organized under the laws of the PRC and an 80% majority owned subsidiary of CDI China, which was to be disposed of in the fourth quarter of fiscal year 2014;
- "Beauty East", refers to Beauty East International, Ltd., a Hong Kong company and a wholly owned subsidiary of CDI China, which was to be disposed of in the fourth quarter of fiscal year 2014;
- "Marvelous Honor" refers to Marvelous Honor Holdings Inc., a Brunei company and a wholly owned subsidiary of CDI China, which was to be disposed of in the fourth quarter of fiscal

year 2014;

- “Lingshi Magnesium”, refers to Lingshi Xinghai Magnesium Industry Co., Ltd. a company organized under the laws of the PRC and a wholly owned subsidiary of Ruiming Magnesium, which was to be disposed of in the fourth quarter of fiscal year 2014; and
- “Golden Trust Magnesium”, refers to Golden Trust Magnesium Industry Co., Ltd., a company organized under the laws of the PRC and a wholly owned subsidiary of CDI China, which we disposed of in the fourth quarter of fiscal year 2014.

Basic Materials/ Mineral Trading Segment

- “Lang Chemical”, refers to Shanghai Lang Chemical Co., Ltd. a company organized under the laws of the PRC and a 51% owned subsidiary of CDI China which we disposed of in the fourth quarter of fiscal 2012;
- “CDI Jingkun Zinc”, refers to CDI Jingkun Zinc Industry Co., Ltd., a company organized under the laws of the PRC and a 95% owned subsidiary of CDI Shanghai Management;
- “CDI Jixiang Metal”, refers to CDI Jixiang Metal Co., Ltd., a company organized under the laws of the PRC and a wholly owned subsidiary of CDI China;
- “CDI Metal”, refers to Shanghai CDI Metal Material Co., Ltd. (a/k/a Shanghai CDI Metal Recycling Co., Ltd.), a company organized under the laws of the PRC and a wholly owned subsidiary of CDI Shanghai Management;
- “CDI Beijing” refers to CDI (Beijing) International Trading Co., Ltd., a company organized under the laws of the PRC and a 51% owned subsidiary of CDI Shanghai Management, which we disposed of in the fourth quarter of fiscal 2012;
- “CDII Trading” refers to CDII Trading, Inc., a Florida corporation and a 100% owned subsidiary of CD International Industries;
- "CDII Minerals" refers to CDII Minerals, Inc., a Florida corporation and a wholly owned subsidiary of CD International;
- "CDII Chile" refers to Inversiones CDII Chile, Ltda., a Chilean company and a wholly owned subsidiary of CDII Minerals;
- "CDII Peru" refers to CDII Minerals de Peru SAC, a Peruvian company and a 50% owned subsidiary of CDII Minerals;
- "CDII Bolivia" refers to Empresa Minera CDII de Bolivia S.A., a Bolivian company and a wholly owned subsidiary of CDII Minerals; and
- “IMG” or “International Magnesium Group”, refers to International Magnesium Group, Inc., a Florida corporation and a 100% owned subsidiary of CD International Industries;

Consulting Segment

- “China Direct Investments”, refers to China Direct Investments, Inc., a Florida corporation, and a wholly owned subsidiary of CD International;
- “CDI Shanghai Management”, refers to CDI Shanghai Management Co., Ltd., a company organized under the laws of the PRC and a wholly owned subsidiary of CDI China; and
- “Capital Resource Management”, refers to Capital Resource Management Co., Ltd., a Brunei company, and a wholly owned subsidiary of CDI Shanghai Management, formerly known as Capital One Resource Co., Ltd.

PART 1 – FINANCIAL INFORMATION

Item 1. Financial Statements.

CD INTERNATIONAL ENTERPRISES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

As of June 30, 2014 and September 30, 2013

| | June 30, 2014 (Unaudited) | September 30, 2013 |
|---|---------------------------------|-----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 27,413 | \$ 186,162 |
| Marketable securities available-for-sale (including \$60,000 from related parties) | 70,852 | 107,539 |
| Accounts receivable (including \$30,000 from related parties) | 69,493 | 165,300 |
| Loans, other receivables and prepaid expenses - related parties | 186,870 | 586,071 |
| Prepaid expenses and other current assets, net | 1,588,121 | 2,619,248 |
| Assets of discontinued operations | 6,934,522 | 8,699,473 |
| Inventories | 17,066 | - |
| Total current assets | 8,894,337 | 12,363,793 |
| Property, plant and equipment, net | 100,575 | 137,353 |
| Other long-term assets | 671,678 | - |
| Total assets | \$ 9,666,590 | \$ 12,501,146 |
| LIABILITIES AND EQUITY (DEFICIT) | | |
| Current liabilities: | | |
| Loans payable | \$ 1,252,125 | \$ 1,089,975 |
| Accounts payable and accrued expenses | 634,554 | 1,151,905 |
| Accounts, loans and other payables - related parties | 1,075,864 | 320,939 |
| Advances from customers | 524,298 | - |
| Derivative liabilities | 1,823,699 | 1,398,253 |
| Other liabilities | 864,193 | 511,587 |
| Liabilities of discontinued operations | 48,502,002 | 38,238,416 |
| Total current liabilities | 54,676,735 | 42,711,075 |
| Total liabilities | 54,676,735 | 42,711,075 |
| Equity (deficit): | | |
| Series A convertible preferred stock: \$.0001 par value, stated value \$1,000 per share; 10,000,000 authorized, 1,006 shares outstanding at June 30, 2014 and September 30, 2013, respectively | 1,006,250 | 1,006,250 |
| Common stock: \$.0001 par value; 1,000,000,000 authorized; 63,209,636 and 58,399,636 issued | 6,321 | 5,840 |

and outstanding at June 30, 2014 and September 30, 2013, respectively

| | | |
|--|----------------|----------------|
| Additional paid-in capital | 78,480,341 | 78,004,472 |
| Accumulated other comprehensive income (loss) | 438,766 | (80,000) |
| Accumulated deficit | (115,287,622) | (101,638,114) |
| Total CD International Enterprises, Inc.'s stockholders' deficit | (35,355,944) | (22,701,552) |
| Non-controlling interests | (9,654,201) | (7,508,377) |
| Total deficit | (45,010,145) | (30,209,929) |
| Total liabilities and deficit | \$ 9,666,590 | \$ 12,501,146 |

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

CD INTERNATIONAL ENTERPRISES, INC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
For the Three and Nine Months Ended June 30, 2014 and 2013
(Unaudited)

| | For the Three Months Ended June 30, | | For the Nine Months Ended June 30, | |
|---|--|----------------|---------------------------------------|-----------------|
| | 2014 | 2013 | 2014 | 2013 |
| Revenues | \$213,035 | \$574,927 | \$1,134,922 | \$1,884,890 |
| Cost of revenues | 30,677 | 579,690 | 712,963 | 1,607,309 |
| Gross profit (loss) | 182,358 | (4,763) | 421,959 | 277,581 |
| Operating expenses: | | | | |
| Selling, general, and administrative | 817,029 | 817,493 | 3,073,622 | 2,816,334 |
| Total operating expenses | 817,029 | 817,493 | 3,073,622 | 2,816,334 |
| Operating loss | (634,671) | (822,256) | (2,651,663) | (2,538,753) |
| Other income (expenses): | | | | |
| Other income | 5,533 | 287,482 | 199,675 | 651,299 |
| Interest expenses | (6,942) | (68,746) | (48,009) | (174,041) |
| Interest income (expenses) - related parties | (41,767) | (8,226) | (57,967) | 8,303 |
| Realized gain (loss) on marketable securities available-for-sale | (71,362) | 156,005 | 21,963 | 547,841 |
| Gain (loss) on revaluation for receivable and payable of marketable securities available-for-sale | 44,536 | 26,852 | (36,644) | (7,682,688) |
| Change in fair value of derivative liability | 425,827 | 104,877 | (425,446) | 318,425 |
| Total other income (expenses) | 355,825 | 498,244 | (346,428) | (6,330,861) |
| Loss from continuing operations before income taxes | (278,846) | (324,012) | (2,998,091) | (8,869,614) |
| Income tax expense | - | - | - | - |
| Net loss from continuing operations | (278,846) | (324,012) | (2,998,091) | (8,869,614) |
| Discontinued operations: | | | | |
| Loss from discontinued operations, net of income taxes | (1,790,330) | (1,260,325) | (12,849,756) | (5,464,608) |
| Total loss from discontinued operations, net of income taxes | (1,790,330) | (1,260,325) | (12,849,756) | (5,464,608) |
| Net loss | (2,069,176) | (1,584,337) | (15,847,847) | (14,334,222) |
| Less: net income (loss) attributable to non-controlling interests | (62,420) | 291,669 | (2,258,729) | (884,247) |
| Net loss attributable to CD International Enterprises, Inc. | (2,006,756) | (1,876,006) | (13,589,118) | (13,449,975) |
| Dividends on series A preferred stock | (20,130) | (20,130) | (60,390) | (60,390) |
| Net loss allocable to common stockholders | \$(2,026,886) | \$(1,896,136) | \$(13,649,508) | \$(13,510,365) |
| COMPREHENSIVE INCOME (LOSS): | | | | |
| Net loss | \$(2,069,176) | \$(1,584,337) | \$(15,847,847) | \$(14,334,222) |
| Foreign currency translation adjustments | (46,278) | 209,360 | 607,366 | 135,156 |
| Unrealized gain (loss) on marketable securities available-for-sale | (128,401) | (1,598,151) | (88,600) | 368,334 |
| Comprehensive loss | (2,243,855) | (2,973,128) | (15,329,081) | (13,830,732) |
| Net income (loss) attributable to non-controlling interests | (62,420) | 291,669 | (2,258,729) | (884,247) |
| | (26,560) | 475,412 | 112,905 | 499,999 |

Foreign currency translation adjustments -
non-controlling interests

| | | | | |
|---|----------------|----------------|----------------|----------------|
| Comprehensive loss attributable to CD International Enterprises, Inc. | (2,154,875) | (3,740,209) | (13,183,257) | (13,446,484) |
| Preferred stock dividend | (20,130) | (20,130) | (60,390) | (60,390) |
| Comprehensive loss attributable to common stockholders | \$(2,175,005) | \$(3,760,339) | \$(13,243,647) | \$(13,506,874) |
| Basic and diluted net loss per common share - basic: | | | | |
| Net loss from continuing operations | \$(0.00) | \$(0.01) | \$(0.05) | \$(0.16) |
| Net loss from discontinued operations | (0.03) | (0.03) | (0.17) | (0.08) |
| Net loss per common share | \$(0.03) | \$(0.04) | \$(0.22) | \$(0.24) |
| Basic and diluted net loss per common share - diluted: | | | | |
| Net loss from continuing operations | \$(0.00) | \$(0.01) | \$(0.05) | \$(0.16) |
| Net loss from discontinued operations | (0.03) | (0.03) | (0.17) | (0.08) |
| Net loss per common share | \$(0.03) | \$(0.04) | \$(0.22) | \$(0.24) |
| Basic weighted average common shares outstanding | 63,209,636 | 56,426,333 | 62,492,530 | 54,730,580 |
| Diluted weighted average common shares outstanding | 63,209,636 | 56,426,333 | 62,492,530 | 54,730,580 |

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

CD INTERNATIONAL ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Months Ended June 30, 2014 and 2013
(Unaudited)

| | For the Nine Months Ended June 30, | |
|---|---------------------------------------|---------------------|
| | 2014 | 2013 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net loss | \$(15,847,847) | (14,334,222) |
| Loss from discontinued operations | 12,849,756 | 5,464,608 |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Other loss due to revaluation of accounts receivable and accounts payable | 36,644 | 2,479,999 |
| Depreciation | 34,749 | 75,193 |
| Loss on disposal of property and equipment | 1,785 | 10,352 |
| Share issued to third parties for services provided | 161,439 | 259,138 |
| Share based compensation - employees | - | 229,131 |
| Stock option and warrant expenses | 154,911 | - |
| Marketable securities distributed to employees/consultants for compensation | - | 129,480 |
| Change in fair value of derivative liability | 425,446 | (318,425) |
| Realized gain on marketable securities available-for-sale | (21,963) | (547,841) |
| Changes in operating assets and liabilities: | | |
| Accounts receivable (including accounts receivable from related parties) | (61,968) | 5,342,135 |
| Loans, other receivable and prepaid expenses - related parties | 399,210 | 28,850 |
| Prepaid expenses and other current assets, net | 368,906 | 994,166 |
| Inventories | (17,066) | - |
| Accounts payable and accrued expenses | (439,821) | (1,470,065) |
| Advances from customers | 524,298 | - |
| Accounts, loans and other payables - related parties | 59,591 | - |
| Other liabilities | 35,142 | (95,791) |
| Net cash used in operating activities - continuing operations | (1,336,788) | (1,753,292) |
| Net cash used in operating activities - discontinued operations | (12,991,588) | (1,621,714) |
| NET CASH USED IN OPERATING ACTIVITIES | (14,328,376) | (3,375,006) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Change in restricted cash | - | 1,508 |
| Payment for purchase of property and equipment | - | (1,686) |
| Proceeds from repayment of loan receivable | - | 46,026 |
| Proceeds from sales of marketable securities available-for-sale | 391,651 | 1,183,861 |
| Net cash provided by investing activities - continuing operations | 391,651 | 1,229,709 |
| Net cash provided by investing activities - discontinued operations | 3,241,547 | - |
| NET CASH PROVIDED BY INVESTING ACTIVITIES | 3,633,198 | 1,229,709 |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Proceeds from loans | 400,000 | 420,000 |
| Borrowings from related parties | 637,495 | - |
| Proceeds from exercise of options | 105,000 | 20,000 |
| Payments on loans payable | (220,000) | (102,000) |
| Payments on loans payable - related parties | - | (30,000) |
| Payments of dividend | (39,390) | (912) |
| Net cash provided by financing activities - continuing operations | 883,105 | 307,088 |
| Net cash provided by (used in) financing activities - discontinued operations | 10,389,337 | (398,491) |
| NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES | 11,272,442 | (91,403) |

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| | | |
|---|------------|--------------|
| EFFECT OF EXCHANGE RATE ON CASH | (951,149) | (698,009) |
| NET CHANGE IN CASH | (373,885) | (2,934,709) |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | 539,176 | 3,248,617 |
| Less: Cash and Cash Equivalents of Discontinued Operations at End of Period | (137,878) | |