

ASIA PROPERTIES INC  
Form 10-Q/A  
December 29, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q/A**

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

For the quarterly period ended **September 30, 2017**

OR

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

Commission file Number: **000-51048**

**ASIA PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

**Nevada** **47-0855301**  
(State or other jurisdiction of (IRS Employer  
incorporation or organization) Identification No.)

**119 Commercial Street**

**Suite 190-115, Bellingham** **98225**

**Washington 98225**

(Address of principal executive offices) (Zip Code)

**(360) 392-2841**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 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 [X]** 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. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]

Accelerated filer [ ]

Non-accelerated filer [ ] (Do not check if a smaller reporting company) **Smaller reporting company [X]**

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: **As of December 29, 2017, the issuer had 1,617,199,362 shares of Common Stock outstanding, including 1,550,000,000 restricted common shares held in escrow in relation to the pending transactions as disclosed in Item 2.**

The Explanatory Note is as follows:

*We have filed this Amended Form 10-Q for September 30, 2017 in order to clarify the statement regarding outstanding shares on the first page of this form.*

**ASIA PROPERTIES, INC.**

**Quarterly Report on Form 10-Q  
For the Quarterly Period Ended September 30, 2017**

**FORWARD-LOOKING STATEMENTS**

This Form 10-Q for the quarterly period ended September 30, 2017 contains forward-looking statements that involve risks and uncertainties. Forward-looking statements in this document include, among others, statements regarding our capital needs, business plans and expectations. Such forward-looking statements involve assumptions, risks and uncertainties regarding, among others, the success of our business plan, availability of funds, government regulations, operating costs, our ability to achieve significant revenues, our business model and products and other factors. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may”, “should”, “expect”, “plan”, “intend”, “anticipate”, “believe”, “estimate”, “predict”, “potential” or “continue”, the negative of such terms or other comparable terminology. In evaluating these statements, you should consider various factors, including the assumptions, risks and uncertainties set forth in reports and other documents we have filed with or furnished to the SEC. These factors or any of them may cause our actual results to differ materially from any forward-looking statement made in this document. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding future events, our actual results will likely vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. The forward-looking statements in this document are made as of the date of this document and we do not intend or undertake to update any of the forward-looking statements to conform these statements to actual results, except as required by applicable law, including the securities laws of the United States.

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**PART I****FINANCIAL INFORMATION****ITEM 1: CONDENSED INTERIM FINANCIAL STATEMENTS****ASIA PROPERTIES, INC.****CONDENSED BALANCE SHEETS**

|  | September<br>30,<br>2017<br>(Unaudited) | December<br>31,<br>2016<br>(Audited) |
|--|---|--------------------------------------|
| <b>ASSETS</b>  |   |                                      |
| Current assets   |   |                                      |
| Cash   | \$1,992                                 | \$362                                |
| <b>TOTAL ASSETS</b>  | <b>\$1,992</b>                          | <b>\$362</b>                         |
| <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>   |   |                                      |
| Current liabilities  |   |                                      |
| Accounts payable   | \$127,545                               | \$17,533                             |
| Accrued liabilities  | 53,162                                  | 42,662                               |
| Due to Shareholders  | 181,755                                 | 190,399                              |
| Line of credit (Note 3)  | 58,316                                  | 59,169                               |
| Total current liabilities  | 420,778                                 | 309,763                              |
| Stockholders' deficit  |   |                                      |
| Common stock, \$0.001 par value, 2,000,000,000 shares authorized; 67,199,362 shares issued and outstanding as of September 30, 2017 and December 31, 2016, respectively (Note 4) | 67,199                                  | 67,199                               |
| Additional paid-in capital   | 5,668,629                               | 5,668,629                            |
| Accumulated deficit  | (6,154,614)                             | (6,045,229)                          |
| Total stockholders' deficit  | (418,786 )                              | (309,401 )                           |
| Total liabilities and stockholders' deficit  | \$1,992                                 | \$362                                |

See accompanying notes to the unaudited condensed interim financial statements.

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**ASIA PROPERTIES, INC.****CONDENSED STATEMENTS OF OPERATIONS (UNAUDITED)**

|   | Three months ended<br>September 30, |             | Nine months ended<br>September 30, |             |
|---|-------------------------------------|-------------|------------------------------------|-------------|
|   | 2017                                | 2016        | 2017                               | 2016        |
| Revenues  | \$-                                 | \$-         | \$-                                | \$-         |
| Operating expenses:   |                                     |             |                                    |             |
| General and administrative                                    | 13,876                              | 1,031       | 39,619                             | 3,539       |
| Professional Fee  | 22,974                              | 3,000       | 60,974                             | 9,000       |
| Interest expense and Bank Charges                             | 2,711                               | 2,647       | 8,792                              | 6,684       |
| Loss before income tax  | (39,561 )                           | (6,678 )    | (109,385 )                         | (19,223 )   |
| Income tax expense  | -                                   | -           | -                                  | -           |
| Net loss  | \$(39,561 )                         | \$(6,678 )  | \$(109,385 )                       | \$(19,223 ) |
| Net loss per share – Basic and diluted                        | \$(0.0006 )                         | \$(0.0001 ) | \$(0.0016 )                        | \$(0.0003 ) |
| Weighted average common stock outstanding – Basic and diluted | 67,199,362                          | 67,199,362  | 67,199,362                         | 67,199,362  |

See accompanying notes to the unaudited condensed interim financial statements.



**ASIA PROPERTIES, INC.****CONDENSED STATEMENTS OF CASH FLOWS (UNAUDITED)**

|   | Nine months ended<br>September 30, |            |
|---|------------------------------------|------------|
|   | 2017                               | 2016       |
| Cash flows from operating activities:               |                                    |            |
| Net loss  | \$(109,385)                        | \$(19,223) |
| Changes in operating assets and liabilities:        |                                    |            |
| Accounts payable and accrued liabilities            | 120,512                            | 11,687     |
| Net cash provided by (used in) operating activities | 11,127                             | (7,536 )   |
| Cash flows from financing activities:               |                                    |            |
| Advances from Line of credit                        | -                                  | 10,698     |
| Repayment on Line of Credit                         | (853 )                             | -          |
| Repayment to shareholders                           | (8,644 )                           | (1,273 )   |
| Net cash provided by (used in) financing activities | (9,497 )                           | 9,425      |
| NET CHANGE IN CASH AND CASH EQUIVALENTS             | 1,630                              | 1,889      |
| CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD      | 362                                | 842        |
| CASH AND CASH EQUIVALENTS, END OF PERIOD            | \$1,992                            | \$2,731    |
| Supplemental Disclosure of Cash Flow Information:   |                                    |            |
| Interest paid                                       | \$8,792                            | \$7,554    |
| Income tax paid                                     | -                                  | -          |

See accompanying notes to the unaudited condensed interim financial statements.

**ASIA PROPERTIES, INC.**

**NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**1. Organization, Development Stage and Going Concern**

Asia Properties, Inc. (the “Company”) was incorporated in Nevada, the United States of America on April 6, 1998. Our management intends to seek opportunities to invest in real estate. The Company currently does not hold any material property interests.

These unaudited condensed interim financial statements have been prepared on the basis of a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business. The Company is in the development stage and has not yet realized profitable operations and has relied on non-operational sources to fund operations. The Company has suffered recurring losses and additional future losses are anticipated as the Company has not yet been able to generate revenue. In addition, as of September 30, 2017, the Company has net losses for the three and nine months ended of \$39,561 and \$109,385 respectively (September 30, 2016 - \$6,678 and \$19,223), a working capital deficiency of \$418,786 (December 31, 2016 -\$309,401) and an accumulated deficit of \$6,154,614 (December 31, 2016 -\$6,045,229). The Company’s ability to continue, as a going concern is dependent on successfully executing its business plan, which includes the raising of additional funds. The Company will continue to seek additional forms of debt or equity financing, but it cannot provide assurances that it will be successful in doing so. These circumstances raise substantial doubt as to the ability of the Company to meet its obligations as they come due and accordingly, the appropriateness of the use of accounting principles applicable to a going concern. The accompanying unaudited condensed interim financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. Such adjustment could be material.

**2. Summary of Significant Accounting Policies**

**Basis of Presentation**

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“US GAAP”) for interim financial information and the Securities Exchange Commission (“SEC”) instructions to Form 10-Q and Article 8 of SEC Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements and should be read in conjunction with the Company’s audited financial statements for the year

ended December 31, 2016 and notes thereto included in the Form 10-K filed with the SEC on November 9, 2017. The accompanying unaudited condensed financial statements are expressed in United States dollars (“USD”), which is the functional and reporting currency of the Company. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of financial position and results of operations for the interim periods presented have been reflected herein. Operating results for the three and nine months ended September 30, 2017, are not necessarily indicative of the results that may be expected for the year ending December 31, 2017.

### **Use of Estimates and Significant Judgments**

In preparing the unaudited condensed interim financial statements in conformity with US GAAP, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates. The significant areas requiring the use of management estimates are related to the accrued liabilities. Although these estimates are based on management’s knowledge of current events and actions management may undertake in the future, actual results may ultimately differ materially from those estimates.

**ASIA PROPERTIES, INC.**

**NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**2. Summary of Significant Accounting Policies (continued)**

**Recent Accounting Pronouncements**

The Company evaluated all recent accounting pronouncements issued and determined that the adoption of these pronouncements would not have a material effect on the financial position, results of operations or cash flows of the Company.

The amendments in this Update require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The amendments in this Update do not provide a definition of restricted cash or restricted cash equivalents. The amendments in this Update are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early adoption is permitted, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. The amendments in this Update should be applied using a retrospective transition method to each period presented. Management does not expect to have a significant impact of this ASU on the Company's financial statements.

**3. Line of Credit**

The Company has a revolving credit facility with Wells Fargo for a maximum business line amount of \$62,500. Interest is charged at 13.75% annually. As at September 30, 2017, the balance amounted to \$58,316 (December 31, 2016 - \$59,169). The line of credit is secured personally by a shareholder of the Company.

**4. Common Stock**

The following table summarizes common stock issuances:

|   |   | Number of<br>Shares | Common<br>Stock<br>Amount |
|---|---|---------------------|---------------------------|
| Balance as of December 31, 2016                 |   | 67,199,362          | 67,199                    |
| Shares issued for investment and held in escrow | a | -                   | -                         |
| Shares issued for investment and held in escrow | b | -                   | -                         |
| Balance as of September 30, 2017                |   | 67,199,362          | 67,199                    |

On January 19, 2015, the Company issued 950,000,000 shares of restricted common stock for the purchase of 100% a) shares of Asia Innovation Technology Limited and its assets. The acquisition has not yet closed on the date of this filing and the shares are held in escrow as disclosed in Note 5.

On April 14, 2017, the Company issued 600,000,000 shares of restricted common stock for the purchase of 100% b) shares of Sino King Management Limited and its assets. The acquisition has not yet closed on the date of this filing and the shares are held in escrow as disclosed in Note 5.

The Company's authorized capital consists of 2,000,000,000 shares of common stock. At September 30, 2017, there were 1,617,199,362 shares of common stock issued comprising of 1,582,186,650 restricted shares, including 950,000,000 shares of restricted common stock for the purchase of 100% shares of Asia Innovation Technology Limited and its assets, and 600,000,000 shares of restricted common stock for the purchase of 100% shares of Sino King Management Limited and its assets, as disclosed above and 35,012,712 non-restricted shares. These restricted shares will be available for sale under Rule 144 of the Securities Act of 1933, as amended, when the conditions of Rule 144 have been met. Rule 144 provides an exemption and permits the public resale of restricted or control securities if a number of conditions are met, including how long the securities are held, the way in which they are sold, and the amount that can be sold at any one time.

**ASIA PROPERTIES, INC.**

**NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**5. Pending Transactions**

On January 6, 2015, the Company signed a Sale and Purchase Agreement (the “Agreement”) to acquire 100% of the shares of Asia Innovation Technology Limited, a Hong Kong corporation (“AITL”), registered in the British Virgin Islands. Pursuant to the Agreement, the Company agreed to issue 950 million restricted common shares of the Company to the shareholders of AITL in exchange of 100% of the shares of AITL and all of its assets.

On April 14, 2017, the Company has entered into a Sale and Purchase Agreement (the “Agreement”) to acquire 100% of the shares and assets Sino King Management Limited, (“SKML”) a company incorporated under the laws of British Virgin Islands. Pursuant to the Agreement, Asia Properties, Inc. has agreed to issue 600 million restricted common shares of the Company to acquire 100% of the shares and assets of SKML.

As per clause 6.4 of the Agreements, shares issued shall be held in escrow and shall be deemed to be in full control of the Company until the closing of transactions which is outstanding, pending completion of certain conditions relating to the valuation of assets to be acquired and audit of the financial position.

The Company issued 950,000,000 and 600,000,000 shares, which are held in escrow. The transactions have not yet been closed, pending completion of the above closing conditions. Upon closing, the transactions will be recorded in accordance with the guidance provided under ASC Topic 805 - Business Combination.

**6. Subsequent Events**

The Company’s management has evaluated subsequent events up to November 17, 2017, the date the unaudited condensed interim financial statements were issued, pursuant to the requirements of ASC 855 and has determined that there are no material subsequent events to report.

## **Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operation.**

This section of the report includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this report. These forward-looking states are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

### **Plan of Operation**

We are a development stage Company and have not yet generated or realized any revenues from our current business operations. We are not going to buy or sell any plant or significant equipment during the next twelve months. We will not conduct any product research or development. We do not expect significant changes in the number of employees.

Our specific goal is to identify and secure profitable investment opportunities.

On January 6, 2015, we signed a Sale and Purchase Agreement (the “Agreement”) to acquire 100% of the shares of Asia Innovation Technology Limited, a Hong Kong corporation (“AITL”), registered in the British Virgin Islands. Pursuant to the Agreement, we agreed to issue 950 million restricted common shares of the Company to the shareholders of AITL in exchange of 100% of the shares of AITL and all of its assets.

On April 14, 2017, we signed a Sale and Purchase Agreement (the “Agreement”) to acquire 100% of the shares and assets Sino King Management Limited, (“SKML”) a company incorporated under the laws of British Virgin Islands. Pursuant to the Agreement, we agreed to issue 600 million restricted common shares of the Company to acquire 100% of the shares and assets of SKML.

As per clause 6.4 of the Agreements, shares issued shall be held in escrow and shall be deemed to be in full control of the Company until the closing of transactions which is outstanding, pending completion of certain conditions relating to the valuation of assets to be acquired and audit of the financial position.

We issued 950,000,000 and 600,000,000 shares, which are held in escrow. The transactions have not yet been closed. Pending completion of the above closing conditions. Upon closing, the transactions will be recorded in accordance with the guidance provided under ASC Topic 805- Business Combination.

### **Limited Operating History; Need for Additional Capital**

There is no historical financial information about us upon which to base an evaluation of our performance. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns due to price and cost increases in services.

### **Results of Operations**

We have not generated significant revenue to date and consequently our operations are subject to all of the risks inherent in the establishment of a new business enterprise. Our analysis on the performance of the Company is as follows:

### **Balance sheet - As at September 30, 2017 and December 31, 2016**

#### ***Cash***

At September 30, 2017 we had cash of \$1,992 compared to \$362 as at December 31, 2016. The increase is due to normal operating activities.

#### ***Accounts payable and accrued liabilities***

At September 30, 2017 we had \$127,545 of accounts payable as compared to \$17,533 as at December 31, 2016. The balance represents amounts owed for consulting and other services.

At September 30, 2017 we had \$53,162 of accrued liabilities as compared to \$42,662 as at December 31, 2016. The balance primarily represents accounting fee accrual of \$17,000, legal fee accrual of \$13,805, review fee accrual of



\$19,500, transfer agent accrual of \$1,857, and Edgar agent accrual of \$1,000.

*Due to Shareholders*

At September 30, 2017 we had \$181,755 of amount payable to shareholders as compared to \$190,399 as at December 31, 2016. The balance comprises amounts owed to shareholders for consulting services.

***Line of Credit***

At September 30, 2017 we had an operating line of credit balance of \$58,316 as compared to \$59,169 as at December 31, 2016. The decrease is due to repayments to reduce the balance.

**Statement of Operations- For the three and nine months ended September 30, 2017 and 2016**

***Revenue***

The Company did not generate any revenues from our operations during the three and nine month periods ended September 30, 2017 and 2016.

***Expenses***

During the three-month period ended September 30, 2017, the Company incurred general and administrative expenses of \$13,876 (2016 - \$1,176), professional fees of \$22,974 (2016 - \$3,000), interest and bank charges of \$2,711 (2016 - \$2,647).

During the nine-month period ended September 30, 2017, the Company incurred general and administrative expenses of \$39,619 (2016 - \$3,539), professional fees of \$60,974 (2016 - \$9,000), and interest and bank charges of \$8,792 (2016 - \$6,684).

General, administrative and professional fee was higher in 2017 due to consulting and general work on acquisition agreements and activities during the three and nine months ended September 30, 2017.

**Liquidity and Capital Resources**

At September 30, 2017, we had a working capital deficit of \$418,786. We are actively seeking various financing operations to meet the working capital requirements.

### ***Cash Used in Operating Activities***

Net cash provided by operating activities was \$11,127 for the nine-month period ended September 30, 2017. For the same period in 2016, there was net cash used of (\$7,536).

### ***Cash Used in Investing Activities***

The Company did not incur any investment costs in the nine-month periods ended September 30, 2017 and 2016.

### ***Cash from Financing Activities***

The Company has funded operations, to date, primarily from sales of our common stock but did not receive any funds from the issuance of shares during the nine months ended September 30, 2017. Cash flow from financing activities comprises repayments on line of credit amounting to \$853 and repayment to shareholders amounting to \$8,644. There are no assurances that we will be able to achieve further sales of our common stock or any other form of additional financing.

### **Going Concern**

We are a development stage company. Planned principal activities have begun but Asia Properties has not generated significant revenues to date. The Company had a loss for the three and nine months of \$39,561 and \$109,385 respectively, negative working capital of \$418,786 and a negative stockholders' equity of \$418,786 at September 30, 2017. These matters raise doubt about Asia Properties' ability to continue as a going concern. Continuation of Asia Properties' existence depends upon its ability to obtain additional capital. Management's plans in regards to this matter include receiving continued financial support from directors and raising additional equity financing in 2017. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### **Future Financing**

We anticipate continuing to rely on equity sales of our common stock in order to continue to fund our business operations. Issuances of additional shares will result in dilution to our existing shareholders. There is no assurance that we will achieve any additional sales of our equity securities or arrange for debt or other financing to fund our planned operations.

### **Off-Balance Sheet Arrangements**

The Company does not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which are established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

### **Critical Accounting Policies**

Critical accounting policies are described in the Company's Form 10-K for the year ended December 31, 2016.

### **Subsequent Events**

There were no material subsequent events to report.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Not applicable.

### **Item 4. Controls and Procedures.**

The Company maintains disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to ensure that information required to be disclosed by the Company in reports it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer/Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. As of the end of the period covered by this report, and under the supervision and with the participation of management, including its Chief Executive Officer/Chief Financial Officer, who is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act, such persons conducted an evaluation of the effectiveness of the design and operation of these disclosure controls and procedures. Based on this evaluation and subject to the foregoing, the Company's Chief Executive Officer/Chief Financial Officer concluded that these controls are not effective because there is a material weakness in our internal controls over financial reporting. A material weakness is a deficiency, or a combination of control deficiencies, in internal control over reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. The material weakness identified is that all of the Company's accounting functions, including the preparation of audit and financial statements are carried out and reviewed by our Chief Executive Officer/Chief Financial Officer. The Company does not have a separate audit committee at this time. The lack of accounting staff results in a lack of segregation of duties and technical accounting experience necessary for an effective internal control system. The Company recognizes the importance of internal controls. As the Company is currently a development stage company with limited ongoing financial operations, in an effort to mitigate this material weakness to the fullest extent possible, at present the Chief Executive Officer reviews the Company's financial information and reports for reasonableness. All unexpected results are investigated. At any time, if it appears that any control can be implemented to continue to mitigate such weakness, it will be immediately implemented. As the Company grows in size and as its finances allow, management will hire sufficient accounting staff and implement

appropriate procedures for monitoring and review of work performed by our financial consultant.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

A former director sued the Corporation in Clark County, Nevada on March 17, 2017 for \$321,821.00 for failure to reimburse expenses advanced to the company and unpaid remuneration. The Corporation is working with the former director to settle the lawsuit.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

No stock was sold for valuable consideration during the nine months ended September 30, 2017.

### **Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

The following exhibits are attached hereto:

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>   |
|--------------------|---|
| 31.1               | <u>Certification of principal Executive Officer pursuant to Rule 13a-15(e) and 15d-15(e), promulgated under the Securities and Exchange Act of 1934, as amended, filed herewith</u> |
| 31.2               | <u>Certification of principal Financial Officer pursuant to Rule 13a-15(e) and 15d-15(e), promulgated under the Securities and Exchange Act of 1934, as amended, filed herewith</u> |
| 32.1               | <u>Certification of principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith</u>        |
| 32.2               | <u>Certification of principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith</u>        |
| 101.INS            | XBRL Instance Document*   |
| 101.SCH            | XBRL Taxonomy Extension Schema Document*  |
| 101.CAL            | XBRL Taxonomy Extension Calculation Linkbase Document*  |
| 101.DEF            | XBRL Taxonomy Extension Definition Linkbase Document*   |
| 101.LAB            | XBRL Taxonomy Extension Label Linkbase Document*  |
| 101.PRE            | XBRL Taxonomy Extension Presentation Linkbase Document*   |

\* Filed herewith.





**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ASIA PROPERTIES, INC.**

By: */s/ Chen Junyan*  
Chen Junyan  
President and Chief Executive Officer

Date: December 29, 2017

