

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

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FILER

**SINOHUB, INC.**

CIK: **1406574** | IRS No.: **870438200** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **10-K/A** | Act: **34** | File No.: **001-34430** | Film No.: **12794158**  
SIC: **5065** Electronic parts & equipment, nec

Mailing Address

ROOM B, SECOND FLOOR,  
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PARK  
SHENZHEN F4 00000

Business Address

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86-755-2601-2223

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K/A  
(Amendment No. 3)

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

For the fiscal year ended **December 31, 2011**

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001- 34430

**SINOHUB, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**87-0438200**

(I.R.S. Employer  
Identification No.)

**6/F, Bldg 51, Rd 5, Qiongyu Blvd.  
Technology Park, Nanshan District  
Shenzhen, People's Republic of China**  
(Address of principal executive offices)

**518057**  
(Zip Code)

**86 755 2661 2106**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act: **Common Stock, \$.001 par value**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes   
No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes   
No

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 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 Website, 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained here, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting Company	<input checked="" type="checkbox"/>

(Do not check if a smaller reporting company.)

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

The aggregate market value of common stock held by non-affiliates of SinoHub Inc at June 30, 2011, the last business day of the registrant's most recently completed second quarter, was \$26,627,987 based upon the number of shares held by non-affiliates of the registrant and the reported closing price of its common stock as of June 30, 2011 of \$1.09 per share. The registrant does not have non-voting common stock outstanding. Shares of the Registrant's common stock held by each executive officer and director and by each person who beneficially owns 10 percent or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates of the Registrant. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at February 29, 2012
Common Stock, \$0.001 par value per share	33,454,903 shares

**DOCUMENTS INCORPORATED BY REFERENCE:**

None.

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## EXPLANATORY NOTE

The sole purpose of this Amendment No. 3 (the "Amended Filing") to the Annual Report of SinoHub, Inc. ("SinoHub") on Form 10-K for the fiscal year ended December 31, 2011 filed with the Securities and Exchange Commission on March 30, 2012 (the "Original Filing") is to provide the information required by Items 10-14 of Part III of the Original Filing, which we originally intended to incorporate by reference from our 2011 definitive proxy statement. On the cover page of this Amendment No. 3, we have also updated the prior disclosure noting that portions of the definitive proxy statement were to be incorporated by reference to indicate that no documents are being incorporated by reference into this Amended Filing.

Except for the items noted above, no other information included in the Original Filing is being amended by this Amended Filing. Those sections of the Original Filing that are unaffected by the Amended Filing are not included herein. The Amended Filing continues to speak as of the date of the Original Filing and we have not updated the filing to reflect events occurring subsequently to the date of the Original Filing. Accordingly, this Amended Filing should be read in conjunction with our filings made with the SEC subsequent to the filing of the Original Filing.

## PART III

### Item 10. Directors, Executive Officers and Corporate Governance.

#### Directors

Set forth below is information regarding our current directors. Except as set forth below, there are no family relationships between any of our directors or executive officers. Each director holds his office until he resigns or is removed and his successor is elected and qualified.

Name	Age	Position	Term as a Director (1)
Henry T. Cochran	68	Chief Executive Officer and Chairman of the Board	May 2008 to the Present
Lei Xia	43	President and Director	May 2008 to the Present
Daniel Chi Keung Lui	58	Director	July 2010 to the Present
Jeff Qi He	40	Director	October 2010 to the Present
Ted Liangche Shen	51	Director	January 2011 to the Present

(1) Reflects the date appointed to the Board of SinoHub, Inc. For those persons who served as directors of the Company's wholly-owned subsidiary SinoHub International, Inc. prior to the reverse merger that resulted in SinoHub International, Inc. becoming a subsidiary of the Company (the "Reverse Merger"), their terms as directors of SinoHub International, Inc. commenced on the following dates: Henry T. Cochran – March 1999 and Lei Xia – July 2000.

**Henry T. Cochran** is the Chief Executive Officer, Secretary and Treasurer of SinoHub, Inc. (the business currently known as SinoHub) and a founder of SinoHub International. Mr. Cochran has served as Chairman of the Board of the predecessor company since inception in March 1999 and of SinoHub since the reverse merger in May 2008 with that predecessor and as Chief Executive Officer of the predecessor since May 2005. From April 2001 until becoming CEO of SinoHub International, Mr. Cochran was a business consultant. Mr. Cochran was President and CEO of Content Integrity, Inc. until April 2001. Prior to the formation of Content Integrity, Mr. Cochran was President and CEO of Advanced Visual Systems Inc., a leader in data visualization software for developers. Before AVS, he was Vice President of the Advanced Indexing Products department of Sybase, Inc. to which he sold his former company, Expressway Technologies. Mr. Cochran was the founder and CEO of Expressway Technologies, formerly known as Henco Software. Henco was founded in 1975. Mr. Cochran is regarded in the industry as one of the pioneering entrepreneurs in fourth-generation languages for his design of INFO, the product that launched Henco into the front lines of the software industry in the early 1980s. Mr. Cochran holds a M.S. degree in mathematics from the University of Maryland and a B.S. in mathematics and economics from Vanderbilt University.

**Lei Xia** has been the President of SinoHub since the reverse merger in May 2008 and was a founder of SinoHub International. Since May 2005, Mr. Xia has been responsible for the strategic business development, sales and marketing of first SinoHub International and, after the reverse merger, SinoHub. From July 2000 until May 2005, Mr. Xia was the Chief Executive Officer of SinoHub International and oversaw all of SinoHub International's operations. Prior to founding SinoHub International, Mr. Xia founded RGL Beijing, a high-end software distributor and solution provider. Prior to RGL Beijing, Mr. Xia helped to start NEFAB (China). NEFAB is a Swedish manufacturer and packaging solution provider to major OEMs such as Ericsson, Nokia, Motorola and Nortel. Mr. Xia held the position of China country sales manager for NEFAB and built a nationwide sales and service team from ground up. He started his career in the Chinese electronics industry in 1995 as general manager of Arrow Electronics Shanghai branch, where he built the most successful sales team of Arrow China. To begin his career in electronics, Mr. Xia worked in Arrow Electronics' headquarters under Steve Kaufman, Arrow's CEO, in 1994 as a management trainee for one year. Mr. Xia holds a B.S. in Electrical Engineering from the University of Alabama.

**Daniel Chi Keung Lui** has served as the chief executive officer for Porcheers Consultants Limited since 2006. Mr. Lui has also served as a member of the board of directors and chairman of the audit committee of Huifeng Bio-Pharmaceutical Technology Inc. since 2010. From 2004 until 2006, Mr. Lui served as the chief financial officer and as a member of the board of directors of China Digital Media Corporation, where Mr. Lui assisted with the implementation of financial and internal control systems to achieve compliance with applicable listing requirements. Mr. Lui is also the founder of Beth Group and served as its managing director from 1995 through 2001. Prior to Beth Group, from 1989 until 1992, Mr. Lui served as the director and general manager of Tomson Pacific, a Hong Kong

listed company with total assets in excess of HK\$3 billion. Mr. Lui graduated from Hong Kong Baptist University with a focus in Business Management and Accounting. Mr. Lui holds an M.B.A. from the University of East Asia in Macau.

**Jeff Qi He** has served as a managing director of commercial operations for Saint-Gobain Abrasives Inc. since 2006. Previously, from 2003 until 2006, Mr. He served as a strategy director for Bonded Abrasives World Wide, a \$400 million global business unit of Saint-Gobain Abrasives, Inc., where Mr. He participated in global business development within emerging markets. Prior to Bonded Abrasives World Wide, from 2001 to 2003, Mr. He served as a consultant for Bain & Company, Inc., an international management consulting firm specializing in strategy development and implementation for various Fortune 1000 companies. From 1997 until 1999, Mr. He served as a senior financial analyst for Intel Corporation, where he managed multiple project teams aimed at improving various internal and external financial and manufacturing processes. Mr. He holds a M.B.A. from the Goizueta Business School.

**Ted Liangche Shen** has served as an investment advisor for Austen Morris Associates since 2004, where his role is to advise foreign companies with respect to potential investments, mergers and acquisitions in Chinese companies. Previously, from 2005 until 2007, Mr. Shen served as a business and financial consultant for New Idea Enterprise Co., Ltd, where he created market strategies and was responsible for monitoring the sales and financial results of the company. Prior to serving as its business and financial consultant, from 2003 until 2004, Mr. Shen served as a general manager of the factory and sales offices of New Idea Enterprise Co., Ltd. Before 2003, Mr. Shen was employed by Ladenburg Thalmann Investment Banking from 1997 until 2001 and Prudential Security from 2002 until 2003, where he brokered debt and equity securities of U.S. listed companies to institutional clients.



## **Executive Officers**

Set forth below is information regarding our current executive officers. Except as set forth below, there are no family relationships between any of our executive officers and our directors. Executive officers are elected annually by our Board of Directors. Each executive officer holds his office until he resigns or is removed by the Board or his successor is elected and qualified.

Name	Age	Position	Term as a Officer (1)
Henry T. Cochran	68	Chief Executive Officer and Chairman of the Board	May 2008 to the Present
Lei Xia	43	President and Director	May 2008 to the Present
De Hai Li	43	Chief Financial Officer	November 2008 to the Present

- (1) Reflects the date elected as an executive officer of SinoHub, Inc. at the beginning of their current term. Messrs. Cochran, Xia and Li served as officers of the Company's wholly-owned subsidiary SinoHub International, Inc. prior to the reverse merger that resulted in SinoHub International, Inc. becoming a subsidiary of the Company (the "Reverse Merger"), and their terms as executive officers of SinoHub International, Inc. commenced on the following dates: Henry T. Cochran – March 1999, Lei Xia – July 2000 and De Hai Li – March 2005.

Additional information regarding Henry T. Cochran and Lei Xia is set forth above under the caption "Directors."

**De Hai Li** was re-appointed Chief Financial Officer of SinoHub on November 28, 2008. Mr. Li initially became Chief Financial Officer of SinoHub in May 2008 following the reverse merger and on September 11, 2008, he resigned his position as Chief Financial Officer of SinoHub and became Vice President of Finance. Mr. Li joined SinoHub International as its Chief Financial Officer on March 1, 2005. Prior to joining SinoHub, Mr. Li was the Chief Financial Officer of Shenzhen Excellence Investment Development Co., Ltd., which provides international logistics management, bonded warehouse, international shipment, international trading, real estate management and construction services. Mr. Li became the Chief Financial Officer of Shenzhen Excellence in May 2003. While at Shenzhen Excellence, Mr. Li raised capital of RMB 120 million, managed the acquisition of a State-owned company and created an effective financial management system for all seven subsidiaries. Prior to Excellence, Mr. Li was the Chief Financial Officer of Hong Kong B&D Engine Co., Ltd. (Shenzhen), a large scale OEM for Mercedes Benz. Mr. Li began his career in The Fourth Survey and Design Institute of China Railway where he progressed from bookkeeper, accountant, accounting supervisor and financial controller to chief finance officer. Mr. Li holds a Bachelor's degree in Economics and Management from Hubei University.

## **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our directors, executive officers and holders of more than 10% of our shares of Common Stock to file with the SEC initial reports of ownership of shares of Common Stock and reports of changes in such ownership. The SEC's rules require such persons to furnish us with copies of all Section 16(a) reports that they file. Based on a review of these reports, we believe that the applicable Section 16(a) reporting requirements were complied with for all transactions which occurred in the fiscal year ended December 31, 2011.

## **Board of Directors and Committees**

The Company has established separate audit, nominating and compensation committees that are described below. Our audit, compensation and nominating committees each operate under a charter that has been approved by our board of directors. Printable copies of the charters for the audit, compensation and nominating committees are available at [www.sinohub.com](http://www.sinohub.com) under the heading Investors (Corporate Governance).

### **Code of Business Conduct and Code of Ethics**

A code of business conduct and ethics is a written standard designed to deter wrongdoing and to promote (a) honest and ethical conduct, (b) full, fair, accurate, timely and understandable disclosure in regulatory filings and public statements, (c) compliance with applicable laws, rules and regulations, (d) the prompt reporting violation of the code and (e) accountability for adherence to the code. The Company has a written Code of Business Conduct (the “Code of Business Conduct”) that applies to all of our personnel and a code of ethics (the “Senior Financial Officer Code of Ethics”) that applies to the Company’s Chief Executive Officer and senior financial officers, including the Company’s Chief Financial Officer, Controller and persons performing similar functions (collectively, the “Senior Financial Officers”). Printable copies of the Code of Business Conduct and the Senior Financial Officer Code of Ethics are available at [www.sinohub.com](http://www.sinohub.com) under the heading Investors (Corporate Governance).

### **Audit Committee**

The Company has established an audit committee, which members are comprised of Daniel Chi Keung Lui, Jeff Qi He, and Ted Liangche Shen. Mr. Lui serves as the chairman of the audit committee. The audit committee is primarily responsible for reviewing the services performed by our independent auditors and evaluating our accounting policies and our system of internal controls. Mr. Lui serves as our “audit committee financial expert.” The Company believes that while the members of the committee are collectively capable of analyzing and evaluating financial statements and understanding internal control over financial reporting and disclosure controls procedures, the Board of Directors has determined that only Mr. Lui qualifies as an “audit committee financial expert” and has determined that each committee member is financially literate under applicable NYSE Amex rules.

### **Nominating Committee**

The Company has established a nominating committee, which members are comprised of Daniel Chi Keung Lui, Jeff Qi He, and Ted Liangche Shen. Mr. He acts as chairman of the nominating committee. The nominating committee is primarily responsible for the nomination of potential directors for the Company’s Board of Directors.

### **Compensation Committee**

Daniel Chi Keung Lui, Jeff Qi He, and Ted Liangche Shen are the members of our compensation committee. Mr. He serves as the chairman of the compensation committee. The compensation committee is primarily responsible for overseeing and administering our compensation plans and executive compensation matters.

### **Board of Directors Independence**

Our Board of Directors currently consists of five members. The following three members of the Board of Directors are “independent” as defined in applicable NYSE Amex rules: Daniel Chi Keung Lui, Jeff Qi He, and Ted Liangche Shen.

### **Compensation Committee Interlocks And Insider Participation**

The Compensation Committee of the Board is comprised of Messrs. He (chair), Lui, and Shen, each a non-employee director of the Company. None of our executive officers serves on the Compensation Committee or board of directors of any other company of which any members of our Compensation Committee or any of our directors is an executive officer.

### **Audit Committee Report**

The Audit Committee of the Board is composed of three directors, all of whom meet the current NYSE Amex test for independence. The Committee acts under a written charter adopted by the Board. The Audit Committee has prepared the following report on its activities with respect to the Company’s audited financial statements for the fiscal year ended December 31, 2011 (the “Audited Financial Statements”).

- The Audit Committee reviewed and discussed the Company's Audited Financial Statements with management;
- The Audit Committee discussed with Baker Tilly Hong Kong Limited ("Baker Tilly"), the Company's independent auditors for fiscal 2011, the matters required to be discussed by Statements on Auditing Standards No. 61 (*Codification of Statements on Auditing Standards, AU §380*), as adopted by the Public Company Accounting Oversight Board in Rule 3200T;

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- The Audit Committee received from the independent auditors the written disclosures regarding auditor independence and the letter required by Independence Standards Board Standard No. 1 ( *Independence Discussions with Audit Committees* ), discussed with Baker Tilly its independence from the Company and its management, and considered whether Baker Tilly’s provision of non-audit services to the Company was compatible with the auditor’s independence; and
- Based on the review and discussion referred to above, and in reliance thereon, the Audit Committee recommended to the Board that the Audited Financial Statements be included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011, for filing with the U.S. Securities and Exchange Commission.

All members of the Audit Committee concur in this report.

AUDIT COMMITTEE:                     Daniel Chi Keung Lui  
  
   Jeff Qi He  
  
   Ted Liangche Shen

*The Audit Committee Report above does not constitute “soliciting material” and will not be deemed “filed” or incorporated by reference into any of our filings under the Securities Act of 1933 or the Securities Exchange Act of 1934 that might incorporate our SEC filings by reference, in whole or in part, notwithstanding anything to the contrary set forth in those filings.*

**Item 11. Executive Compensation.**

The following table sets forth information concerning all cash and non-cash compensation awarded to, earned by or paid to (i) all individuals serving as the Company's principal executive officer or acting in a similar capacity during the last two completed fiscal years, regardless of compensation level, and (ii) the Company's two most highly compensated executive officers other than the principal executive officers serving at the end of the last two completed fiscal years (collectively, the "Named Executive Officers").

**Summary Compensation Table**

Name and Principal Position	Year	Salary	Bonus	Stock Awards (1)	All Other Compensation (2)	Total Compensation
Henry T. Cochran, Chief Executive Officer	2011	\$ 260,000	\$ 0	\$ 0	\$ 0	\$ 260,000
Lei Xia, President	2010	\$ 250,000	\$ 20,833	\$ 75,000	\$ 18,253	\$ 364,086
De Hai Li, Chief Financial Officer	2011	\$ 230,000	\$ 0	\$ 0	\$ 0	\$ 230,000
	2010	\$ 220,000	\$ 18,333	\$ 66,000	\$ 15,872	\$ 320,205
	2011	\$ 210,000	\$ 0	\$ 0	\$ 0	\$ 210,000
	2010	\$ 200,000	\$ 16,667	\$ 100,000	\$ 0	\$ 316,667

- The amounts reported in this column represent the grant date fair value of shares of restricted stock. Pursuant to SEC rules, the amounts shown in these columns exclude the impact of estimated forfeitures related to service-based vesting conditions.
- (1) The assumptions made when calculating the amounts in this table are found in Note 12 to the SinoHub consolidated financial statements for the years ended December 31, 2011 and December 31, 2010 contained in the annual report accompanying this Proxy Statement.
- (2) The amounts reported in this column represent the dollar value of all "gross-ups" or other amounts reimbursed during the fiscal year for the payment of taxes.

**Employment Contracts**

The Named Executive Officers have entered into standard employment contracts with subsidiaries of SinoHub, pursuant to which the officers are engaged to serve in their respective positions. The employment contracts set forth the officer's annual salary, hours of work, social insurance requirements and other terms. This is the standard form of employment contract entered into with all of SinoHub's employees. The terms of the employment contracts include the following:

Name	Term	Monthly Wage (1)	Job Title
Henry T. Cochran	January 1, 2012 through December 31, 2012	\$ 21,667	Chief Executive Officer
Lei Xia	January 1, 2012 through December 31, 2012	\$ 19,167	President
De Hai Li	January 1, 2012 through December 31, 2012	\$ 17,500	Chief Financial Officer

- (1) A portion of each of Messrs. Cochran, Xia and Li's monthly salary is payable in RMB at a rate of US\$5,000, \$4,000, and \$3,000 respectively per month based on the exchange rate at the time of payment.

Each of Messrs. Cochran, Xia and Li are employed by both of the Company's principal subsidiaries, SinoHub Electronics Shenzhen, Ltd. and B2B Chips, Ltd., which are located in the areas where they spend most of their time, Shenzhen and Hong Kong, respectively, and a portion of their salaries is paid by each company. Were they to be employed by SinoHub, Inc. in the USA, it would make it very difficult for Mr. Cochran and Mr. Xia (both US citizens) to get Shenzhen resident permits. In Mr. Li's case, since he is a Chinese citizen, if he were to be employed by SinoHub, Inc. in the US it might raise potential issues for him, including obtaining the requisite work permits and possible tax liability.

The employment agreements between B2B Chips and each of the named executive officers provide for the payment of one month's wages in the event the agreements are terminated by the Company on less than one month's notice and for repatriation of the named executive officers to Hong Kong or, at the officer's request, to his place of origin if such place is nearer to his place of work, at the Company's expense, in the event of the termination of the agreements by the Company, as a result of the disability of the officer, or by the officer upon one month's notice or forfeiture of one month's wages to the Company or as a result of a breach of the applicable agreement by the Company. The payment of one month's wages would result in a payment of \$21,667 to Mr. Cochran, a payment of \$19,167 to Mr. Xia and a payment of \$17,500 to Mr. Li based on their current salary levels.

The employment agreements between B2B Chips and each of the named executive officers further provide for the payment of medical expenses in the event that the officer is incapacitated whether or not the cause of such incapacity is work-related. If the cause of the officer's incapacity or death is work-related, the officer is also entitled to compensation in accordance with the law of the officer's then-current place of employment or the laws of Hong Kong if the local law does not provide for such payments. If the cause of the officer's incapacity is not work-related, the officer is also entitled to payment of full wages for up to three months and half wages for up to an additional nine months so long as the incapacity persists, which would result in maximum payments of \$162,500, \$143,750 and \$131,250, respectively, to Messrs. Cochran, Xia and Li based on their current salary levels.

Other than as set forth above, there are no material terms of the contracts that provide for payments in connection with the resignation, retirement or other termination of a named executive officer or in connection with a change of control and except as disclosed above, there are no other arrangements with any Named Executive Officer with respect to termination of employment or change of control transactions.

### **Grants of Plan-Based Awards**

There were no equity or non-equity awards granted to the Named Executive Officers in 2011.

### **Outstanding Equity Awards at Fiscal Year End**

There were no outstanding stock options held by the Company's Named Executive Officers at December 31, 2011.

### **Option Exercises and Stock Vested in 2011**

Our Named Executive Officers did not exercise any stock options during fiscal year 2011. Our Named Executive Officers did not acquire any shares upon the vesting of stock awards during fiscal year 2011.

**Director Compensation**

The following table sets forth all compensation awarded to, earned by or paid to the directors in 2011 for service as directors:

Name	Fees Earned Or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Henry T. Cochran	\$0	0	\$0	0	0	0	\$0
Lei Xia	\$0	0	\$0	0	0	0	\$0
Charles T. Kimball (1)	\$0	0	\$0	0	0	0	\$0
Will Wang Graylin (2)	\$0	0	\$0	0	0	0	\$0
Richard L. King (3)	\$0	0	\$0	0	0	0	\$0
Daniel Chi Keung Lui (4)	\$17,000	0	\$0	0	0	0	\$17,000
Jeff Qi He (5)	\$15,000	0	\$0	0	0	0	\$15,000
Ted Liangche Shen (6)	\$15,000	0	\$9,406	0	0	0	\$24,406

(1) On January 2, 2011, Mr. Kimball resigned as a director of the Company. The “Option Awards” column does not reflect a non-qualified option to purchase 107,914 shares of SinoHub Common Stock at \$2.35 (average of 5 prior trading days closing price) for a period of 5 years granted on January 1, 2009 for future service to the Company vesting on a quarterly basis at a rate of 20% per year. Because of his resignation on January 2, 2011, no portion of his stock option vested in 2011.

(2) Mr. Graylin was not being nominated for re-election at the 2011 Annual Meeting of Stockholders as a result of the determination of the Board to reduce the size of the Board to five members effective as of the 2011 Annual Meeting. His term expired on July 12, 2012, the date of the 2011 Annual Meeting. The “Option Awards” column does not reflect a non-qualified option to purchase 59,347 shares of SinoHub Common Stock at \$2.48 (average of 5 prior trading days closing price) for a period of 5 years granted on January 14, 2009 for future service to the Company vesting on a quarterly basis at a rate of 20% per year. The grant date fair value of the portion of that option which vested during 2011 is \$10,000.

(3) On January 25, 2011, Mr. King resigned as a director of the Company. The “Option Awards” column does not reflect a non-qualified option to purchase 58,651 shares of SinoHub Common Stock at \$2.35 (average of 5 prior trading days closing price) for a period of 5 years granted on February 3, 2009 for future service to the Company vesting on a quarterly basis at a rate of 20% per year. Because of his resignation on January 25, 2011, no portion of his stock option vested in 2011.

(4) The “Option Awards” column does not reflect a non-qualified option to purchase 109,200 shares of SinoHub Common Stock at \$2.62 (the last closing price prior to the grant) for a period of 5 years granted on July 21, 2010 for future service to the Company vesting on a quarterly basis at a rate of 20% per year. The grant date fair value of the portion of that option which vested during 2011 is \$40,000.

(5) The “Option Awards” column does not reflect a non-qualified option to purchase 119,206 shares of SinoHub Common Stock at \$2.21 (the last closing price prior to the grant) for a period of 5 years granted on October 12, 2010 for future service to the Company vesting on a quarterly basis at a rate of 20% per year. The grant date fair value of the portion of that option which vested during 2011 is \$36,000.

(6) On January 29, 2011, Mr. Shen was elected to serve as a director of the Company. The “Option Awards” column reflects a non-qualified option to purchase 98,361 shares of SinoHub Common Stock at \$2.71 (the last closing price prior to the grant) for a period of 5 years granted on January 29, 2011 for future service to the Company vesting on a quarterly basis at a rate of 20% per year. The grant date fair value of the portion of that option which vested during 2011 is \$27,000.

All compensation paid to our employee directors is set forth in the tables summarizing executive officer compensation above. For the 2011 fiscal year, non-employee directors were entitled to receive \$1,000 for each meeting attended in person and the stock options captioned above based on approximately \$20,000 per year compensation under the Black-Scholes pricing model. Members of the audit committee were entitled to receive \$3,000 for each audit committee meeting attended in person and annual stock option grants of an amount of shares that will produce a value of approximately \$16,000 under the Black-Scholes pricing model, and the chairman of the audit committee was entitled to receive \$3,500 for each audit committee meeting attended in person and annual stock option grants of an amount of shares that will produce a value of approximately \$20,000 under the Black-Scholes pricing model. The stock option grants for service on the board and on the audit committee have typically been structured as options granted near the time that service begins vesting quarterly over 5 years with the amount vesting in each 12 month period producing the targeted annual value under the Black-Scholes pricing model. As set forth in the table above, in 2011 Mr. Kimball received \$0 in cash for 0 board meetings attended in person and 0 audit committee meetings attended in person; Mr. Graylin received \$0 in cash for 0 board meetings attended in person; Mr. King received \$0 in cash for 0 board meetings attended in person; Mr. Lui received \$17,000 in cash for 3 board meetings and 4 audit committee meetings attended in person; Mr. He received \$15,000 in cash for 3 board meetings and 4 audit committee meetings attended in person; and Mr. Shen received \$15,000 in cash for 3 board meetings and 4 audit committee meetings attended in person.

The amounts reported in “Option Awards” represent the aggregate grant date fair value of stock options awarded in each year in accordance with Accounting Standards Codification (ASC) Topic 718, Compensation — Stock Compensation (formerly Statement of Financial Accounting Standards (SFAS) No. 123R). Assumptions used in the calculation of these amounts for the fiscal year ended December 31, 2011 are included in Note 12 “Stock Options” to the Company’s audited financial statements for the fiscal year ended December 31, 2011.

The Company cautions that the amounts reported in the Director Compensation Table for these awards may not represent the amounts that the directors will actually realize from the awards. Whether, and to what extent, a director realizes value will depend on the Company’s actual operating performance, stock price fluctuations and the director’s continued service.

### **Compensation Risk Assessment**

In setting compensation, the Compensation Committee considers the risks to the Company’s stockholders and to achievement of its goals that may be inherent in its compensation programs. The Compensation Committee reviewed and discussed its assessment with management and outside legal counsel and concluded that the Company’s compensation programs are within industry standards and are designed with the appropriate balance of risk and reward to align employees’ interests with those of the Company and do not incent employees to take unnecessary or excessive risks. Although a portion of our executives’ and employees’ compensation is performance-based and “at risk,” we believe our compensation plans are appropriately structured and are not reasonably likely to result in a material adverse effect on the Company.



**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

**Equity Compensation Plan Information**

The following table includes the information as of the end of 2011 for our equity compensation plans:

<b>Plan category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a) ) (c)</b>
Equity compensation plans approved by security holders (1)	674,929	\$2.81	2,610,188
Equity compensation plans not approved by security holders	-	-	-
<b>Total</b>	<b>674,929</b>		<b>2,610,188</b>

(1) Consists of our 2000 Stock Incentive Plan and Amended and Restated 2008 Stock Plan (the “2008 Plan”). See Note 15 - “Stock Options” of the Notes to the Consolidated Financial Statements included in this Annual Report on Form 10-K. The Company’s stockholders approved the 2008 Plan at the Company’s annual meeting of stockholders on June 19, 2009.

**Security Ownership of Beneficial Owners and Management**

The following table sets forth certain information as of April 24, 2012 with respect to the beneficial ownership of shares of the Company’s Common Stock by (i) each person or group, according to the most recent Schedule 13D or Schedule 13G filed with the Securities and Exchange Commission or otherwise known to us, to beneficially own more than 5% of the outstanding shares of such stock, (ii) each director; (iii) each of our executive officers named in the Summary Compensation Table in the section titled “Director and Executive Compensation” currently serving as an executive officer; and (iv) the executive officers and directors as a group. Except as otherwise indicated, all persons listed below have (i) sole voting power and investment power with respect to their shares of common stock (the only class of outstanding stock), except to the extent that authority is shared by spouses under applicable law, and (ii) record and beneficial ownership with respect to their shares of stock. The percentage of beneficial ownership is based upon 33,454,903 shares of common stock outstanding as of April 24, 2012. Except as otherwise indicated in the footnotes to the table, the persons and entities named in the table have sole voting and investment power with respect to all shares beneficially owned, subject to community property laws, where applicable.

<b>Name and Address of Beneficial Owner</b>	<b>Number of Shares</b>	<b>Percent of Class (1)</b>
Jan Rejbo 75/12 M.12 Grand Crystal, Praditmanutham Road Klong Kum, Beung Kum Bangkok, Thailand 10240	3,508,505(2) (3)	10.49%
RENN Universal Growth Investment Trust PLC (4) 8080 N. Central Expressway, Suite 210, LB-59 Dallas, Texas 75206	2,911,762(2)	9.39%
Henry T. Cochran (5)(6)	2,727,845	8.15%
Lei Xia (5) (7)	2,351,509	7.02%

De Hai Li (5)(8)	81,355	*
Daniel Chi Keung Lui (9)	48,220	*
Jeff Qi He (10)	45,760	*
Ted Liangche Shen (11)	34,590	*
All Officers and Directors as a Group (6 persons) (12)	5,289,279	15.71%

\* Less than 1%.

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- (1) The percentage shown in the table is based on 33,454,903 shares of Common Stock outstanding on April 24, 2012.
- (2) The numbers of shares of Common Stock of the Company are as shown in the filed Schedule 13G or Schedule 13D reviewed by the Company or as of the latest practicable date.
- (3) Includes 20,000 shares held by Mr. Rejbo's daughter as to which Mr. Rejbo disclaims beneficial ownership.  
  
Includes 741,175 shares which may be purchased pursuant to currently exercisable warrants. The percentage shown in the table is based on the shares issuable upon exercise of the warrants as described herein. Russell Cleveland is the President of both RENN Capital Group, Inc., the investment manager of RENN Universal Growth Investment Trust PLC ("RUGIT") and of RUGIT. Mr. Cleveland may be deemed to be the beneficial owner of the shares beneficially owned by RUGIT. Mr. Cleveland disclaims any such beneficial ownership
- (4) The business address for these individuals is 6/F, Building 51, Road 5, Qiongyu Blvd., Technology Park, Nanshan District, Shenzhen 518053, People's Republic of China.
- (5) Includes 30,000 shares issuable pursuant to an outstanding stock option within 60 days after April 24, 2012.
- (6) Includes 337,445 shares owned by Mr. Xia's wife Han Tao Cui. Includes 30,000 shares issuable pursuant to an outstanding stock option within 60 days after April 24, 2012.
- (7) Includes 30,000 shares issuable pursuant to an outstanding stock option within 60 days after April 24, 2012.
- (8) The home address for this individual is Flat F, 18/F, Blk 4 Metro City Phase 2, 8 Yan King Rd., Tseung Kwan O, Hong Kong. Includes 48,220 shares issuable pursuant to outstanding stock options within 60 days after April 24, 2012.
- (9) The business address for this individual is No. 118, 2008 Chengsan Road, Pudong, Shanghai, China 200125. Includes 45,760 shares issuable pursuant to outstanding stock options within 60 days after April 24, 2012.
- (10) The business address for this individual is Rm. 901, No. 28, Alley 135, Xujiahui Road, Shanghai, PR China 20023. Includes 34,590 shares issuable pursuant to outstanding stock options within 60 days after April 24, 2012.
- (11) Includes 337,445 shares owned by Mr. Xia's wife Han Tao Cui. Includes 218,570 shares issuable pursuant to outstanding stock options within 60 days after April 24, 2012.
- (12)

### **Item 13. Certain Relationships and Related Transactions, and Director Independence.**

During the last two fiscal years, we have not entered into any material transactions or series of transactions that would be considered material in which any officer, director or beneficial owner of 5% or more of any class of our capital stock, or any immediate family member of any of the preceding persons, had a direct or indirect material interest, nor are there any such transactions presently proposed, except as set forth below. References in this section to the “Company” include the Company’s subsidiary SinoHub International, Inc. which was acquired by the Company in a reverse merger in May 2008.

On May 18, 2010, the Company’s Chief Financial Officer, who is also a shareholder of the Company, provided an unlimited guarantee for a letter of credit facility given to SinoHub SCM Shenzhen Limited by the Bank of Jiangsu in the maximum amount of \$9,000,000. No consideration was paid to him for the guarantee.

On June 2, 2010, the Company’s Chief Financial Officer, who is also a shareholder of the Company, provided an unlimited guarantee for a revolving credit line given to SinoHub SCM Shenzhen Limited by the Shenzhen branch of the Ningbo Bank in the maximum amount of \$5,000,000. No consideration was paid to him for the guarantee. In December 2010, the revolving credit line was replaced with a new revolving credit line from the Shenzhen branch of the Ningbo Bank in the maximum amount of \$7,000,000 which was also guaranteed by the Company’s CFO. The facility renews each year and is available through July, 2012. The Company’s subsidiary, SinoHub Electronics Shenzhen, Ltd. has also provided guarantees for the revolving credit line loan with no consideration paid to it. The guarantees of the CFO and of SinoHub Electronics Shenzhen, Ltd. are no longer in effect.

In November 2010, our President, his spouse and our CFO provided guarantees for a letter of credit facility with Industrial Bank given to SinoHub SCM Shenzhen Limited in the amount of \$7,100,000. In addition, two of our subsidiaries, SinoHub Electronics Shenzhen, Ltd. and Topology Communication Technology (Shenzhen) Ltd., guarantee the facility. No consideration was paid to any of these parties in connection with their guarantees. The facility is currently available through December, 2012.

In July 2011, our President provided guarantees for a lines of credit facility with Bank of Jiangsu given to SinoHub SCM Shenzhen Limited in the amount of \$15,534,000 for banking facilities in the aggregate amount of \$12,244,000 extended to the Company. In addition, two of our subsidiaries, SinoHub Electronics Shenzhen, Ltd. and Topology Communication Technology (Shenzhen) Ltd., guarantee the facility. No consideration was paid to any of these parties in connection with their guarantees. The facility renews each year and is currently available through July, 2012.

In October 2011, our President and his spouse provided guarantees for a bank’s acceptance bill facility with Bank of Shanghai given to SinoHub SCM Shenzhen Limited in the amount of \$4,767,000. In addition, one of our subsidiaries, SinoHub Electronics Shenzhen, Ltd., guarantees the facility. No consideration was paid to any of these parties in connection with their guarantees. The facility renews each year and is currently available through October, 2012.

On February 13, 2012, we entered into a Joint Venture Agreement (the “Agreement”) with Ciao Telecom, Inc. (“Ciao Telecom”) relating to the manufacture and sale of mobile communications devices in Brazil. Pursuant to the terms of the Agreement, we and Ciao Telecom created a Brazilian corporation named CiaoHub, S.A. (“CiaoHub”). SinoHub and Ciao Telecom each own 47% of CiaoHub, with the remaining 6% equally divided among the six directors of CiaoHub. Our CEO is one of the six directors and owns 1% of CiaoHub.

**Item 14. Principal Accountant Fees and Services.**

Baker Tilly Hong Kong Limited (“Baker Tilly”) is our Principal Independent Registered Public Accountants engaged to examine our financial statements for the fiscal years ended December 31, 2011, 2010 and 2009. Jimmy C.H. Cheung & Co. Certified Public Accountants (“Cheung”) was our independent accounting firm for the fiscal year ended December 31, 2008. On February 3, 2010, the Company was notified that effective January 29, 2010, the US Audit Practice of Cheung merged with Baker Tilly resulting in the resignation of Cheung as independent registered public accounting firm for the Company. The Audit Committee then selected Baker Tilly as the Company’s independent registered public accounting firm for the fiscal year ended December 31, 2009.

During the Company’s most two recent fiscal years ended December 31, 2011 and 2010 and through March 30, 2012, the Company did not consult with Baker Tilly or Cheung on (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that may be rendered on the Company’s financial statements, and neither Baker Tilly nor Cheung provided either a written report or oral advice to the Company that was an important factor considered by the Company in reaching a decision as to any accounting, auditing, or financial reporting issue; or (ii) the subject of any disagreement, as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions, or a reportable event within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K.

The table below shows the fees that we paid or accrued for the audit and other services provided by Baker Tilly for the fiscal years ended December 31, 2011 and December 31, 2010.

<b>Fee Category</b>	<b>2011</b>	<b>2010</b>
Audit Fees	\$ 475,217	\$ 208,091
Audit-Related Fees	\$ 1,500	\$ 6,600
Tax Fees	\$ -	\$ -
All Other Fees	\$ -	\$ -

**Audit Fees**

This category includes the audit of our annual financial statements, review of financial statements included in our annual and quarterly reports and services that are normally provided by the independent registered public accounting firms in connection with engagements for those fiscal years. This category also includes advice on audit and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements.

**Audit-Related Fees**

This category consists of assurance and related services by the independent registered public accounting firms that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under “Audit Fees”. The services for the fees disclosed under this category include services relating to our registration statement and consultation regarding our correspondence with the SEC.

**Tax Fees**

This category consists of professional services rendered for tax compliance and tax advice.

**All Other Fees**

This category consists of fees for other miscellaneous items.

**Pre-Approved Services**

The Audit Committee's charter provides for pre-approval of audit, audit-related and tax services to be performed by the independent auditors. The Audit Committee approved the audit, audit-related and tax services to be performed by independent auditors and tax professionals in 2010 and 2011.

The charter also authorizes the Audit Committee to delegate to one or more of its members pre-approval authority with respect to permitted services. The decisions of any Audit Committee member to whom pre-approval authority is delegated must be presented to the full Audit Committee at its next scheduled meeting. The Audit Committee has not delegated such authority to its members.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules.**

**(b) Exhibits**

**EXHIBITS**

Exhibit No.	Description
31.1*	Certification of Principal Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended.**
31.2*	Certification of Principal Financial Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended.**

\* Filed herewith.

## SIGNATURES

In accordance with the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### SINOHUB, INC.

Date: April 30, 2012

By: /s/ Henry T. Cochran

Henry T. Cochran  
Chief Executive Officer

Date: April 30, 2012

By: /s/ De Hai Li

De Hai Li  
Chief Financial Officer  
(Principal Financial Officer and Principal  
Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Henry T. Cochran Henry T. Cochran	Director and Chief Executive Officer (Principal Executive Officer)	April 30, 2012
/s/ De Hai Li De Hai Li	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 30, 2012
/s/ Lei Xia Lei Xia	Director and President	April 30, 2012
/s/ Daniel Chi Keung Lui Daniel Chi Keung Lui	Director	April 30, 2012
/s/ Jeff Qi He Jeff Qi He	Director	April 30, 2012
/s/ Ted Liangche Shen Ted Liangche Shen	Director	April 30, 2012



**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULE 13a-14**

I, Henry T. Cochran, certify that:

1. I have reviewed this Annual Report on Form 10-K of SinoHub, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 30, 2012

By: /s/ Henry T. Cochran

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Henry T. Cochran

Chief Executive Officer



**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULE 13a-14**

I, De Hai Li, certify that:

1. I have reviewed this Annual Report on Form 10-K of SinoHub, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 30, 2012

By: /s/ De Hai Li

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De Hai Li  
Chief Financial Officer

