

CHINA FIRE & SECURITY GROUP, INC.
Form 10-Q
August 15, 2011

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark one)

Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended June 30, 2011

or

Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number 000-50491

China Fire & Security Group, Inc.

(Name of small business issuer in its charter)

Florida
(State or other jurisdiction
of incorporation or organization)

65-1193022
(I.R.S. Employer
Identification No.)

B-2508 TYG Center, C2
Dongsanhuanbeilu,
Chaoyang District, Beijing 100027,
People's Republic of China
(Address of principal executive offices)

100027
(Zip Code)

Issuer's telephone number: (86-10) 8441 7400.

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if 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

As of August 9, 2011, the registrant had 27,910,321 shares of common stock outstanding.

China Fire & Security Group, Inc.

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Item 1. Financial Statements

CHINA FIRE & SECURITY GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
AS OF JUNE 30, 2011 AND DECEMBER 31, 2010

| | June 30, 2011 (Unaudited) | December 31, 2010 |
|--|---------------------------------|----------------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$30,590,698 | \$28,151,689 |
| Restricted cash | 2,403,134 | 1,935,979 |
| Notes receivable | 6,495,149 | 14,428,802 |
| Accounts receivable, net of allowance for doubtful accounts of \$9,089,754 and \$8,153,727 as of June 30, 2011 and December 31, 2010, respectively | 50,170,809 | 41,895,129 |
| Receivables from and prepayments to related parties | 1,990,609 | 2,448,066 |
| Other receivables | 1,144,832 | 792,386 |
| Refundable bidding and system contracting project deposits | 1,565,543 | 1,667,437 |
| Inventories | 10,133,095 | 6,713,448 |
| Costs and estimated earnings in excess of billings | 56,514,840 | 40,660,013 |
| Employee advances | 1,932,218 | 1,114,080 |
| Prepayments and deferred expenses | 7,611,051 | 10,281,292 |
| Total current assets | 170,551,978 | 150,088,321 |
| PLANT AND EQUIPMENT, net | 9,914,879 | 9,641,119 |
| OTHER ASSETS: | | |
| Restricted cash - non current | 11,022,878 | 7,533,407 |
| Accounts receivable - retentions | 3,769,341 | 2,790,492 |
| Investment in joint ventures | 506,606 | 496,834 |
| Intangible assets, net | 959,471 | 985,643 |
| Total other assets | 16,258,296 | 11,806,376 |
| Total assets | \$196,725,153 | \$171,535,816 |
| LIABILITIES AND EQUITY | | |
| CURRENT LIABILITIES: | | |
| Accounts payable | \$10,505,354 | \$7,666,967 |
| Customer deposits | 2,186,599 | 3,023,329 |
| Billings in excess of costs and estimated earnings | 3,729,040 | 2,872,706 |
| Other payables | 1,985,374 | 838,413 |
| Accrued liabilities | 24,848,716 | 19,737,906 |
| Taxes payable | 11,649,099 | 9,416,829 |
| Total current liabilities | 54,904,182 | 43,556,150 |

COMMITMENTS AND CONTINGENCIES

EQUITY:

| | | |
|--|----------------|----------------|
| Common stock, \$0.001 par value, 65,000,000 shares authorized, 27,910,321 and 27,855,934 shares issued and outstanding as of June 30, 2011 and December 31, 2010, respectively | 27,909 | 27,855 |
| Additional paid-in-capital | 26,988,583 | 24,771,143 |
| Subscriptions receivable | - | (27,570) |
| Statutory reserves | 7,147,795 | 7,147,795 |
| Retained earnings | 93,649,728 | 84,703,984 |
| Accumulated other comprehensive income | 13,957,271 | 11,349,619 |
| Total shareholders' equity | 141,771,286 | 127,972,826 |
| Noncontrolling interest | 49,685 | 6,840 |
| Total equity | 141,820,971 | 127,979,666 |
| Total liabilities and equity | \$ 196,725,153 | \$ 171,535,816 |

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

CHINA FIRE & SECURITY GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME AND OTHER COMPREHENSIVE INCOME
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2011 AND 2010
(Unaudited)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|-----------------------------|-------------------|---------------------------|-------------------|
| | 2011 | 2010 | 2011 | 2010 |
| REVENUES | | | | |
| System contracting projects | \$ 23,303,293 | \$ 18,267,248 | \$ 37,922,657 | \$ 33,788,996 |
| Products | 5,032,992 | 3,556,422 | 10,222,258 | 8,087,021 |
| Maintenance services | 1,022,795 | 1,009,761 | 2,210,041 | 1,901,140 |
| Total revenues | 29,359,080 | 22,833,431 | 50,354,956 | 43,777,157 |
| COST OF REVENUES | | | | |
| System contracting projects | 12,780,057 | 7,876,558 | 19,809,275 | 15,187,843 |
| Products | 2,885,347 | 1,856,133 | 5,693,828 | 3,310,200 |
| Maintenance services | 748,950 | 705,688 | 1,608,473 | 1,251,906 |
| Total cost of revenues | 16,414,354 | 10,438,379 | 27,111,576 | 19,749,949 |
| GROSS PROFIT | 12,944,726 | 12,395,052 | 23,243,380 | 24,027,208 |
| OPERATING EXPENSES | | | | |
| Selling and marketing | 2,370,788 | 2,209,162 | 4,727,190 | 4,205,360 |
| General and administrative | 2,689,261 | 2,618,664 | 5,997,654 | 5,558,741 |
| Depreciation and amortization | 266,661 | 202,055 | 513,483 | 402,161 |
| Research and development | 431,270 | 399,701 | 948,852 | 796,597 |
| Total operating expenses | 5,757,980 | 5,429,582 | 12,187,179 | 10,962,859 |
| INCOME FROM OPERATIONS | 7,186,746 | 6,965,470 | 11,056,201 | 13,064,349 |
| OTHER INCOME (EXPENSES) | | | | |
| Other income, net | 44,204 | 302,269 | 148,856 | 337,532 |
| Interest income (bank fee), net | (38,680) | 99,548 | 69,422 | 183,348 |
| Total other income, net | 5,524 | 401,817 | 218,278 | 520,880 |
| INCOME BEFORE PROVISION FOR INCOME TAXES AND NONCONTROLLING INTEREST | | | | |
| PROVISION FOR INCOME TAXES | 1,343,877 | 1,051,259 | 2,317,102 | 2,054,133 |
| NET INCOME BEFORE NONCONTROLLING INTEREST | 5,848,393 | 6,316,028 | 8,957,377 | 11,531,096 |
| Less: Net income (loss) attributable to noncontrolling interest | 27,039 | (17,632) | 11,633 | (49,789) |
| NET INCOME ATTRIBUTABLE TO CONTROLLING INTEREST | 5,821,354 | 6,333,660 | 8,945,744 | 11,580,885 |

OTHER COMPREHENSIVE INCOME

| | | | | |
|---|-----------|---------|-----------|---------|
| Foreign currency translation adjustment | 1,937,089 | 487,746 | 2,608,484 | 467,273 |
| Comprehensive (income) loss attributable to noncontrolling interest | (727) | 74 | (832) | 74 |

| | | | | |
|----------------------|--------------|--------------|---------------|---------------|
| COMPREHENSIVE INCOME | \$ 7,757,716 | \$ 6,821,480 | \$ 11,553,396 | \$ 12,048,232 |
|----------------------|--------------|--------------|---------------|---------------|

BASIC EARNINGS PER SHARE

| | | | | |
|-----------------------------------|------------|------------|------------|------------|
| Weighted average number of shares | 27,872,635 | 27,595,541 | 27,864,238 | 27,595,541 |
| Earnings per share | \$ 0.21 | \$ 0.23 | \$ 0.32 | \$ 0.42 |

DILUTED EARNINGS PER SHARE

| | | | | |
|-----------------------------------|------------|------------|------------|------------|
| Weighted average number of shares | 29,301,176 | 28,405,959 | 29,217,485 | 28,402,599 |
| Earnings per share | \$ 0.20 | \$ 0.22 | \$ 0.31 | \$ 0.41 |

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

CHINA FIRE & SECURITY GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

| | Common Stock | | Additional Subscriptions | | Retained Earnings | | Accumulated other comprehensive income | Noncontrolling interest | Total |
|---|--------------|--------------|--------------------------|------------|-------------------|--------------|---|----------------------------|---------|
| | Shares | Par value | paid-in-capital | receivable | reserves | Unrestricted | | | |
| BALANCE, December 31, 2009 | 27,595,541 | \$27,595 | \$20,601,138 | \$- | \$7,147,795 | \$69,266,049 | \$7,324,237 | \$32,742 | \$104,3 |
| Capital received from non-controlling interest | | | | | | | | 58,920 | 58,920 |
| Net income (loss) | | | | | | 11,580,885 | | (49,789) | 11,53 |
| Options issued to employees | | | 490,097 | | | | | | 490,0 |
| Stock based compensation for services | | | 1,581,250 | | | | | | 1,581 |
| Foreign currency translation adjustment | | | | | | | 467,347 | (74) | 467,2 |
| BALANCE, June 30, 2010, (Unaudited) | 27,595,541 | 27,595 | 22,672,485 | - | 7,147,795 | 80,846,934 | 7,791,584 | 41,799 | 118,5 |
| Capital received from non-controlling interest | | | | | | | | (480) | (480) |
| Options exercised | 10,393 | 10 | 27,560 | (27,570) | | | | | - |
| Restricted shares issued | 250,000 | 250 | (250) | | | | | | - |
| Net income (loss) | | | | | | 3,857,050 | | (35,539) | 3,821 |
| Options issued to employees | | | 490,098 | | | | | | 490,0 |
| Stock based compensation for services | | | 1,581,250 | | | | | | 1,581 |
| Foreign currency | | | | | | | 3,558,035 | 1,060 | 3,559 |

translation
adjustment

BALANCE,
December 31,
2010

| | | | | | | | | |
|------------|--------|------------|----------|-----------|------------|------------|-------|-------|
| 27,855,934 | 27,855 | 24,771,143 | (27,570) | 7,147,795 | 84,703,984 | 11,349,619 | 6,840 | 127,9 |
|------------|--------|------------|----------|-----------|------------|------------|-------|-------|

Capital received from
non-controlling interest

| | | | | | | | | |
|--|--|--|--|--|-----------|--|--------|-------|
| | | | | | 8,945,744 | | 30,380 | 30,38 |
|--|--|--|--|--|-----------|--|--------|-------|

Net income

| | | | | | | | | |
|--|--|--|--|--|--|--|--------|-------|
| | | | | | | | 11,633 | 8,957 |
|--|--|--|--|--|--|--|--------|-------|

Options
issued to
employees

| | | | | | | | | |
|--|--|---------|--|--|--|--|--|-------|
| | | 490,098 | | | | | | 490,0 |
|--|--|---------|--|--|--|--|--|-------|

Stock based
compensation
for services

| | | | | | | | | |
|--|--|-----------|--|--|--|--|--|-------|
| | | 1,581,250 | | | | | | 1,581 |
|--|--|-----------|--|--|--|--|--|-------|

Options

| | | | | | | | | |
|-----------|--------|----|---------|--|--|--|--|-------|
| exercised | 54,387 | 54 | 146,092 | | | | | 146,1 |
|-----------|--------|----|---------|--|--|--|--|-------|

Subscriptions
receivable
contributed

| | | | | | | | | |
|--|--|--|--------|--|--|--|--|-------|
| | | | 27,570 | | | | | 27,57 |
|--|--|--|--------|--|--|--|--|-------|

Foreign
currency
translation
adjustment

| | | | | | | | | |
|--|--|--|--|--|--|-----------|-----|-------|
| | | | | | | 2,607,652 | 832 | 2,608 |
|--|--|--|--|--|--|-----------|-----|-------|

BALANCE,
June 30, 2011,
(Unaudited)

| | | | | | | | | |
|------------|----------|--------------|-----|-------------|--------------|--------------|----------|---------|
| 27,910,321 | \$27,909 | \$26,988,583 | \$- | \$7,147,795 | \$93,649,728 | \$13,957,271 | \$49,685 | \$141,8 |
|------------|----------|--------------|-----|-------------|--------------|--------------|----------|---------|

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

CHINA FIRE & SECURITY GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2011 AND 2010
(Unaudited)

| | Six Months Ended June 30, | |
|---|---------------------------|---------------|
| | 2011 | 2010 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income attributable to controlling interest | \$ 8,945,744 | \$ 11,580,885 |
| Net income (loss) attributable to noncontrolling interest | 11,633 | (49,789) |
| Consolidated net income | 8,957,377 | 11,531,096 |
| Adjustments to reconcile net income to cash provided by (used in) operating activities: | | |
| Depreciation | 507,025 | 394,351 |
| Amortization | 37,951 | 37,646 |
| Provision for doubtful accounts | 930,826 | 704,645 |
| Recovery of doubtful allowance | (165,061) | - |
| Gain on disposal of equipment | - | (485) |
| Option issued to employees | 490,098 | 490,097 |
| Stock based compensation for services | 1,581,250 | 1,581,250 |
| Provision for estimated warranty claims | 86,976 | - |
| Change in operating assets and liabilities | | |
| Notes receivable | 8,123,364 | 1,449,019 |
| Accounts receivable | (9,049,110) | (3,391,203) |
| Receivable from and prepayments to related parties | 490,063 | (816,955) |
| Other receivables | (334,623) | (296,747) |
| Refundable bidding and system contracting project deposits | 133,300 | 235,653 |
| Inventories | (3,252,656) | (146,087) |
| Costs and estimated earnings in excess of billings | (14,875,858) | (18,512,944) |
| Employee advances | (786,843) | (447,637) |
| Prepayments and deferred expenses | 2,816,285 | (255,015) |
| Accounts payable | 2,656,957 | 2,050,026 |
| Accounts payable-related party | - | (272,994) |
| Customer deposits | (880,564) | 283,929 |
| Billings in excess of costs and estimated earnings | 790,220 | 52,268 |
| Other payables | 1,117,307 | 137,125 |
| Accrued liabilities | 4,584,154 | 1,735,497 |
| Taxes payable | 2,025,680 | (853,848) |
| Net cash provided by (used in) operating activities | 5,984,118 | (4,311,313) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchase of plant and equipment | (589,248) | (642,178) |
| Proceeds from sale of equipment | - | 14,376 |
| Payments for long term investments | - | (4,648) |

| | | |
|--|---------------|---------------|
| Net cash used in investing activities | (589,248) | (632,450) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Change in restricted cash | (3,735,967) | (2,418,374) |
| Capital contributed by noncontrolling interest shareholder | 30,380 | 60,891 |
| Proceeds from stock option exercising | 146,146 | - |
| Proceeds from subscription receivable | 27,570 | - |
| Net cash used in financing activities | (3,531,871) | (2,357,483) |
| EFFECT OF EXCHANGE RATE CHANGES ON CASH | 576,010 | 98,255 |
| INCREASE (DECREASE) IN CASH | 2,439,009 | (7,202,991) |
| CASH and CASH EQUIVALENTS, beginning of periods | 28,151,689 | 34,976,880 |
| CASH and CASH EQUIVALENTS, end of periods | \$ 30,590,698 | \$ 27,773,889 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION | | |
| Income taxes paid | \$ 1,943,530 | \$ 3,422,925 |
| Interest paid | \$ - | \$ - |

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

CHINA FIRE & SECURITY GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2011
(Unaudited)

Note 1 - Background

Principal activities and reorganization

China Fire & Security Group, Inc. (the "Company" or "CFSG"), is a Florida corporation. The Company, through its subsidiaries, is engaged in the design, development, manufacture and sale of fire protection products and services for industrial customers in the People's Republic of China ("PRC") and India.

Recent developments

Investment of 5% interest in Sureland Fire & Security India Private Ltd ("Sureland India")

Sureland India was incorporated in New Delhi, India with registered capital of \$51,398 (INR2,500,000). Sureland India engages in project design, consulting and construction services for the fire protection industry in India. In January 2010, Sureland India received approval from the Indian government to accept foreign investment of 5% equity from the Company's wholly-owned subsidiary China Fire Protection Group, Inc. ("CFPG"). CFPG completed the payment of \$2,710 (INR125,000) in January 2010. After the transaction, the Company became a minority interest holder of Sureland India and the investment was recorded under the cost accounting method. The Company made advance payments for future services to Sureland India of \$469,721 and \$450,169 as of June 30, 2011 and December 31, 2010, respectively.

Acquisition of 99% ownership interest and 1% controlling interest in Zeetech System Private Ltd. ("Zeetech")

Zeetech was incorporated in New Delhi, India with registered capital of \$2,215 (INR101,000). On February 4, 2010, CFPG signed an agreement to acquire 99% ownership and 1% controlling interest in Zeetech from the existing shareholders for \$2,215 (INR101,000), approximately equal to the fair value of the net assets as of January 12, 2010. Zeetech is 100% controlled by CFPG with 99% direct holding and 1% through nominee holding where the nominee agrees to hold the shares on behalf of CFPG. Zeetech does not currently have any operations.

Restructuring of Sureland Industrial

During the first quarter of 2010, CFPG entered into an agreement with Zeetech, our 100% controlled subsidiary, to transfer CFPG's entire interest (75%) in Sureland Industrial to Zeetech. On March 12, 2010, the restructuring transaction was approved by the Chinese Ministry of Commerce. During the fourth quarter of 2010, CFPG entered into an agreement with Zeetech, pursuant to which Zeetech's entire interest (75%) in Sureland Industrial Fire Safety Limited ("Sureland Industrial") shall revert back to CFPG. On December 9, 2010, the reverse transaction was approved by the Chinese Ministry of Commerce. Subsequent to the transaction, CFSG still holds 100% of the interests in Sureland Industrial through its subsidiaries.

Formation of Shenyang Hongshida Electronics Co., Ltd (“Shenyang Hongshida”)

Shenyang Hongshida was incorporated in Shenyang, Liaoning Province, China with registered capital of \$1,547,000 (RMB10,000,000). Pursuant to Shenyang Hongshida’s by-laws dated June 1, 2009, the registered capital is required to be injected over the subsequent two years. Shenyang Hongshida is 80% owned by our wholly-owned subsidiary, Beijing Hua An, with a 20% noncontrolling interest owned by an unrelated party. Shenyang Hongshida, which is in the pre-operating stage, will engage in the production and sale of fire equipment, electronic products, instrumentation, and computer parts and provision of technical advisory services. Shenyang Hongshida will focus on the low- to middle-end segment of the fire products market. As of June 30, 2011, \$928,200 (RMB 6,000,000) of the registered capital of Shenyang Hongshida has been received, including \$154,700 (RMB 1,000,000) in February 2011, of which \$30,940 (RMB 200,000) was received from the non-controlling interest investor.

Agreement and Plan of Merger

On May 20, 2011, we entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Amber Parent Limited (“Parent”), an exempted company incorporated in the Cayman Islands and an affiliate of Bain Capital Asia Fund, L.P. (the “Guarantor”) and Bain Capital Fund X, L.P. (together with the Guarantor, the “Sponsors”), and Amber Mergerco, Inc. (“Merger Sub”), a Florida corporation and a wholly owned subsidiary of Parent, providing for the merger of Merger Sub with and into the Company (the “Merger”), with the Company surviving the Merger as a wholly-owned subsidiary of Parent. The consummation of the Merger is subject to certain conditions including the approval of the shareholders of China Fire & Security Group, Inc. at a special meeting that will take place on September 22, 2011.

The Merger

Pursuant to the Merger Agreement, at the effective time of the Merger, each share of the Company’s common stock (collectively, the “Company Shares”) issued and outstanding immediately prior to the effective time (other than shares owned by (i) the Company, any subsidiary of the Company, Parent or Merger Sub, including shares to be contributed to Parent or Merger Sub by certain special purpose companies (collectively, the “Rollover Investors”) related to Mr. Weigang Li, the Chairman of the Board, Mr. Brian Lin, the Chief Executive Officer of the Company, and Mr. Weishe Zhang, the Vice President of Strategic Planning of the Company, pursuant to the Rollover Agreement (as defined below) immediately prior to the effective time of the Merger, and (ii) shareholders who have properly exercised and perfected appraisal rights under Florida law) will be converted automatically into the right to receive \$9.00 in cash (the “Per Share Merger Consideration”), without interest.

Equity and Debt Financing

The Sponsors have committed, at or prior to the closing of the Merger, to contribute to Parent, and to cause Parent to contribute to Merger Sub upon Parent’s receipt of, an equity investment in an amount up to approximately \$160.7 million upon the terms and subject to the conditions set forth in the equity commitment letter issued by the Sponsors in connection with the Merger (the “Equity Commitment Letter”). The Guarantor has provided the Company with a limited guarantee (the “Limited Guarantee”) in favor of the Company guaranteeing the payment of certain monetary obligations that may be owed by Parent or Merger Sub pursuant to the Merger Agreement up to a capped amount, including any reverse termination fee that may become payable by Parent.

To consummate the Merger, Merger Sub has also obtained debt financing commitments from Bank of America, N.A., The Hong Kong and Shanghai Banking Corporation Limited and Citigroup Global Markets Asia Limited (collectively, the “Lenders”), who have committed to provide a \$60,000,000 term loan facility and a \$20,000,000 revolving credit facility (the “Debt Financing”), upon the terms and subject to the conditions set forth in a debt commitment letter (the “Debt Commitment Letter”). The obligation of the Lenders to provide the Debt Financing under the Debt Commitment Letter is subject to a number of conditions, including without limitation, that the aggregate

amount of the term loan facility does not (a) exceed US\$60,000,000 or (b) result in the pro forma leverage ratio of the Company and its subsidiaries exceeding 3.00:1

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Closing Conditions

Consummation of the Merger is subject to a number of conditions, including, among others: (i) the approval of the Merger Agreement by an affirmative vote of holders of at least 75% of the outstanding Company Shares and an affirmative vote of holders of more than 50% of the outstanding Company Shares (excluding any Company Shares held or beneficially owned by the Rollover Investors, the Voting Shareholders (as defined below) and any holders of Company Shares who have entered into voting agreements or other shareholder support agreements with Parent, Merger Sub or their affiliates following the execution of the Merger Agreement) (the “Shareholder Approval”) and (ii) the issuance of a decision by the Anti-Monopoly Bureau of the Ministry of Commerce under the Anti-Monopoly Law of the People’s Republic of China approving the Merger.

Furthermore, neither Parent nor Merger Sub is required to consummate the Merger until the business day immediately following the last day of the Debt Financing Period as defined in the Merger Agreement.

Note 2 - Summary of significant accounting policies

The reporting entity

The consolidated financial statements of China Fire & Security Group, Inc. and its subsidiaries reflect the activities of the CFSG and the following subsidiaries:

| Subsidiaries | Incorporated in | Ownership Percentage |
|--|------------------------|----------------------|
| China Fire Protection Group Inc. (“CFPG”) | British Virgin Islands | 100 % |
| Zeetech System Private Limited (“Zeetech”) | India | 99 % (1) |
| Sureland Industrial Fire Safety Limited (“Sureland Industrial”) | PRC | 100 % |
| Sureland Industrial Fire Equipment Co. Ltd. (“Sureland Equipment”) | PRC | 100 % |
| Beijing Hua An Times Fire Safety Technology Co., Ltd. (“Beijing Hua An”) | PRC | 100 % |
| Beijing Shian Kexin Technology Co., Ltd | PRC | 100 % |
| Shenyang Hongshida Electronics Co., Ltd | PRC | 80 % |

(1) CFPG has 1% controlling interest in Zeetech through nominee holding where the nominee agrees to hold the shares on behalf of CFPG

Basis of presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. All material intercompany transactions and balances have been eliminated in consolidation.

While management has included all normal recurring adjustments considered necessary to give a fair presentation of the operating results for the periods presented, interim results are not necessarily indicative of results for a full year. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with the audited consolidated financial statements and footnotes for the year ended December 31, 2010 included in the Company’s Annual Report on Form 10-K.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Management believes that the estimates utilized in preparing the consolidated financial statements are reasonable and prudent. Actual results could differ from these estimates.

Certain of the Company's accounting policies require higher degrees of judgment than others in their application. These include the recognition of revenue and earnings from system contracting projects under the percentage-of-completion method, determining the fair value of stock based compensation and the allowance for doubtful accounts and warranty expenses. Management evaluates all of its estimates and judgments on an on-going basis.

Revenue recognition

Revenue is recognized when it is probable that the economic benefits will flow to the Company as follows:

1. Revenues from system contracting projects are recognized using the percentage-of-completion method of accounting, and therefore, take into account the costs, estimated earnings and revenue to date on contracts not yet completed. Revenue recognized is that percentage of the total contract price that costs expended to date bear to anticipated final total costs, based on current estimates of costs to complete. Contract costs include all direct material and labor costs and those indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs, and depreciation costs. Adjustments to the original estimates of the total contract revenue, total contract costs, or the extent of progress toward completion are often required as work progresses. Such changes and refinements in estimation are reflected in reported results of operations as they occur; if material, the effects of changes in estimates are disclosed in the notes to the consolidated financial statements. See note 11 for details.

The key assumptions used in the estimate of costs to complete relate to the unit material cost, the quantity of materials to be used, the installation cost and those indirect costs related to contract performance. The estimate of unit material cost is reviewed and updated on a quarterly basis, based on the updated information available in the supply markets. The estimate of material quantity to be used for completion and the installation cost is also reviewed and updated on a quarterly basis, based on the updated information on the progress of project execution. If the supply market conditions or the progress of project execution were different, it is likely that materially different amounts of contract costs would be used in the percentage of completion method of accounting. Thus the uncertainty associated with those estimates may impact our consolidated financial statements. Selling, general, and administrative costs are charged to expense as incurred. At the time a loss on a contract becomes known, the entire amount of the estimated ultimate loss is recognized in the consolidated financial statements. Claims for additional contract costs are recognized upon a signed change order from the customer.

2. Revenue from product sales is recognized when the goods are delivered and title has passed. Product sales revenue is presented net of a value-added tax ("VAT"). The majority of the Company's products that are sold in the People's Republic of China ("PRC") are subject to a Chinese value-added tax at a rate of 17% of the gross sales price. This VAT may be offset by VAT paid by the Company on raw materials and other materials included in the cost of producing the finished product.

3. Revenue from the rendering of maintenance services is recognized over the service period on a straight-line basis.

In accordance with ASC 605-15, "Revenue Recognition when Right of Return Exists," revenue is recorded net of an estimate of markdowns, price concessions and warranty costs. Such reserve is based on management's evaluation of historical experience, current industry trends and estimated costs.

Enterprise wide disclosure

Almost all of the Company's products (fire detecting products, fire alarm control device, and water mist/sprinkler systems) are sold via system contracting projects or as part of the integrated product sales. The composition of these three types of products varies significantly from project to project, both in quantity and in dollar amounts. Although the Company could provide a breakdown of sales contribution for the Company's own products for each project, it is almost impossible to provide revenues for each of the products when the revenue from each project is recognized based on a percentage of completion. More importantly, the revenues from the Company's own products do not accurately reflect the Company's overall financial performance. The Company is a system contracting projects provider rather than a product vendor that sells their own products directly or through channels. Therefore, it is not practical to separately disclose the revenues from external customers for each of the products.

The Company's chief operating decision-makers (i.e. chief executive officer and his direct reports) review financial information presented on a consolidated basis, accompanied by disaggregated information about revenues by business lines for purposes of allocating resources and evaluating financial performance. There are no segment managers who are held accountable for operations, operating results and plans for levels or components below the consolidated unit level. Based on qualitative and quantitative criteria established by ASC 280-10, "Disclosures about Segments of an Enterprise and Related Information," the Company considers itself to be operating within one reportable segment.

Shipping and handling

Costs related to shipping and handling are included in cost of revenue pursuant to ASC 605-45 "Accounting for Shipping and Handling Fees and Costs."

Foreign currency translation

The reporting currency of the Company is the US dollar. The Company's operating subsidiaries use their local currency, Renminbi (RMB) and Indian Rupee (INR), as their functional currency. Results of operations and cash flow are translated at average exchange rates during the period, and assets and liabilities are translated at the unified exchange rate as quoted by the People's Bank of China at the end of the period. Translation adjustments resulting from this process are included in accumulated other comprehensive income in the consolidated statement of changes in equity.

Asset and liability accounts at June 30, 2011 were translated at 6.46 RMB to \$1.00 and 45.45 INR to \$1.00 as compared with 6.59 RMB to \$1.00 and 45.45 INR to \$1.00 at December 31, 2010, respectively. Equity accounts were stated at their historical rate. The average translation rates of RMB applied to income statement accounts for the three months ended June 30, 2011 and 2010 were 6.50 RMB, to \$1.00 and 6.83 RMB to \$1.00, respectively. The average translation rate of INR applied to income statement accounts for the three months ended June 30, 2011 and 2010 were 45.05 INR to \$1.00 and 45.66 INR to \$1.00, respectively. The average translation rates of RMB applied to income statement accounts for the six months ended June 30, 2011 and 2010 were 6.54 RMB, to \$1.00 and 6.82 RMB to \$1.00, respectively. The average translation rate of INR applied to income statement accounts for the six months ended June 30, 2011 and 2010 were 45.45 INR to \$1.00 and 45.72 INR to \$1.00, respectively. Cash flows are also translated at average translation rates for the periods; therefore, amounts reported in the statement of cash flows will not necessarily agree with changes in the corresponding balances in the balance sheets.

Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are included in the results of operations as incurred. Historically, the Company has not entered into any currency trading or hedging transactions, although there is no assurance that the Company will not enter into such transactions in the future.

Concentration of risk

Cash includes cash on hand and demand deposits in accounts maintained with state owned banks within the PRC, Hong Kong and India. The Company maintains balances at financial institutions which, from time to time, may exceed Hong Kong Deposit Protection Board insured limits for the banks located in Hong Kong. Balances at financial institutions or state owned banks within the PRC are not covered by insurance. The balances maintained in India are deposited in the branch of DBS Bank (Singapore) Limited, which are fully insured by the Government of Singapore as of June 30, 2011. As of June 30, 2011 and December 31, 2010, the Company had deposits (including restricted cash balances) totaling \$43,990,124 and \$37,596,887, respectively, that are not covered by insurance. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant risks on its cash in bank accounts.

The Company's operations are mainly carried out in the PRC. The revenue recognized from operations in India was \$1,287,556 and \$2,595,163, 4% and 5% of total revenue, for the three and six months ended June 30, 2011, respectively. Accordingly, the Company's business, financial condition and results of operations may be influenced primarily by the political, economic and legal environments in the PRC and India, and by the general state of the two countries' economies. The Company's operations in the PRC and India are subject to specific considerations and significant risks not typically associated with companies in North America and Western Europe. These include risks associated with, among others, the political, economic and legal environments and foreign currency exchange. The Company's results may be adversely affected by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion and remittances abroad, and rates and methods of taxation, among other things.

The Company has two major customers who represented approximately 36% and 40% of the Company's revenues for the three months and six months ended June 30, 2011, respectively. Accounts receivable from these two customers were \$3,088,724 as of June 30, 2011. The Company has one major customer who represented approximately 33% and 47% of the Company's sales for the three and six months ended June 30, 2010, respectively. Accounts receivable from this customer were \$2,263,058 as of June 30, 2010.

For the three and six months ended June 30, 2011, one supplier accounted for approximately 23% and 18% of the Company's purchases, respectively. This supplier represented 0% of the Company's total accounts payable as of June 30, 2011. For the three months ended June 30, 2010, one supplier accounted for approximately 18% of the company's purchases, the supplier represented 0% of the company's total accounts payable as of June 30, 2010. For the six months ended June 30, 2010, two suppliers accounted for approximately 45% of the Company's purchases. These suppliers represented 7% of the Company's total accounts payable as of June 30, 2010.

Cash and cash equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. Cash and cash equivalents also include unrestricted time deposits.

Restricted cash

Restricted cash represents cash required to be deposited in a separate bank account subject to withdrawal restrictions related to its system contracting projects and product sales customers to guarantee contracts performance. The deposits cannot be drawn or transferred by the Company until the restriction period has expired.

Restricted cash consists of the following:

| | June 30, 2011 (Unaudited) | December 31, 2010 |
|-------------------------------|---------------------------------|----------------------|
| Restricted cash | | |
| Product sales | \$ 10,397,783 | \$ 4,803,276 |
| System contracting projects | 3,028,229 | 4,666,110 |
| Total restricted cash | 13,426,012 | 9,469,386 |
| Restricted cash - non current | (11,022,878) | (7,533,407) |
| Restricted cash - current | \$ 2,403,134 | \$ 1,935,979 |

Inventories

Inventories are stated at the lower of cost or market, using the weighted average method.

Inventories consist of the following:

| | June 30, 2011 (Unaudited) | December 31, 2010 |
|------------------|---------------------------------|----------------------|
| Raw materials | \$ 403,139 | \$ 192,978 |
| Finished goods | 8,795,042 | 5,054,289 |
| Work in progress | 934,914 | 1,466,181 |
| Total | \$ 10,133,095 | \$ 6,713,448 |

Raw materials consist primarily of materials used in production. Finished goods consist primarily of equipment used in product sales and system contracting projects. The costs of finished goods include direct costs of raw materials as well as direct labor used in production. Indirect production costs such as utilities and indirect labor related to production such as assembling, shipping and handling costs are also included in the cost of inventory. The Company reviews its inventories periodically to determine if any reserves are necessary for potential obsolescence. As of June 30, 2011 and December 31, 2010, the Company determined no reserves were necessary.

Accounts receivable

Accounts receivable represents amounts due from customers for products sales, maintenance services and system contracting projects. Overdue balances are reviewed regularly by senior management.

We establish an allowance for doubtful accounts based on management's assessment of the collectability of our accounts receivable. A considerable amount of judgment is required in assessing the amount of the allowance. We consider the historical level of credit losses, apply percentages to aged receivable categories, make judgments about the creditworthiness of each customer based on ongoing credit evaluations, and monitor current economic trends that might impact the level of credit losses in the future. If the financial condition of the customers were to deteriorate, resulting in their inability to make payments, a larger allowance may be required.

Additional specific provision is made against accounts receivable to the extent that they are considered to be doubtful. Bad debts are written off against the allowance for doubtful accounts when identified. We do not accrue any interest on accounts receivable. Historically, losses from uncollectible accounts have not deviated from the general allowance estimated by management and no bad debts have been written off directly to the statements of operations. This general provisioning policy has not changed since establishment and management considers that the aforementioned general

provisioning policy is adequate and does not expect to change this established policy in the near future. Any changes in the estimates of our general provision policy could have a material effect on our results of operations.

Accounts receivable consist of the following:

| | June 30, 2011 (Unaudited) | December 31, 2010 |
|--|---------------------------------|----------------------|
| Accounts receivable: | | |
| System contracting projects | \$ 37,162,855 | \$ 31,930,814 |
| Maintenance services | 4,304,366 | 3,817,251 |
| Product sales | 21,562,683 | 17,091,283 |
| Total accounts receivable | 63,029,904 | 52,839,348 |
| Allowance for bad debts | (9,089,754) | (8,153,727) |
| Accounts receivable, net | 53,940,150 | 44,685,621 |
| Accounts receivable - non-current retentions | (3,769,341) | (2,790,492) |
| Accounts receivable - current | \$ 50,170,809 | \$ 41,895,129 |

The activity in the allowance for doubtful accounts for trade accounts receivable for the six months ended June 30, 2011 and year ended December 31, 2010 is as follows:

| | June 30, 2011 (Unaudited) | December 31, 2010 |
|---|---------------------------------|----------------------|
| Beginning allowance for doubtful accounts | \$ 8,153,727 | \$ 6,539,787 |
| Additions charged to bad debt expense | 930,826 | 1,894,361 |
| Recovery of doubtful allowance | (165,061) | (540,913) |
| Foreign currency translation adjustment | 170,262 | 260,492 |
| Ending allowance for doubtful accounts | \$ 9,089,754 | \$ 8,153,727 |

Retentions held by customers included in the Company's accounts receivable are as follows:

| | June 30, 2011 (Unaudited) | December 31, 2010 |
|------------------|---------------------------------|----------------------|
| Retentions | | |
| Current | \$ 5,146,630 | \$ 6,130,574 |
| Non-current | 3,769,341 | 2,790,492 |
| Total retentions | \$ 8,915,971 | \$ 8,921,066 |

These balances represent portions of billings made by the Company but held for payment by the customer, pending satisfactory completion of the project. Retention payments are generally collected within one year of the completion of the project.

As of June 30, 2011, the Company believes that 11.6% of accounts receivable will be collected in more than one year, based on our historical collection pattern.

Costs and estimated earnings in excess of billings

The current asset "Costs and estimated earnings in excess of billings" on contracts, represents revenues recognized in excess of amounts billed.

Costs and estimated earnings in excess of billings consist of the following:

| June 30, 2011 | December 31, 2010 |
|------------------|----------------------|
|------------------|----------------------|

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| | (Unaudited) | |
|--|----------------|----------------|
| Contract costs incurred plus recognized profits less recognized losses to date | \$ 163,619,786 | \$ 130,434,619 |
| Less: progress billings | (107,104,946) | (89,774,606) |
| Costs and estimated earnings in excess of billings | \$ 56,514,840 | \$ 40,660,013 |

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The Company believes that some portion of costs and estimated earnings in excess of billings would be collected in more than one year, based on our historical billing and collection pattern. Currently, we are actively evaluating all the possible estimation methods in order to best estimate the amount to be collected in more than one year.

Billings in excess of costs and estimated earnings

The current liability "Billings in excess of costs and estimated earnings" on contracts, represents billings in excess of revenues recognized.

Billings in excess of costs and estimated earnings consists of the following:

| | June 30, 2011 (Unaudited) | December 31, 2010 |
|--|---------------------------------|----------------------|
| Progress billings | \$ 17,643,032 | \$ 16,126,195 |
| Less: contract costs incurred plus recognized profits less recognized losses to date | (13,913,992) | (13,253,489) |
| Billings in excess of costs and estimated earnings | \$ 3,729,040 | \$ 2,872,706 |

Plant and equipment

Plant and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets with a 5% residual value. Depreciation expense amounted to \$262,675 and \$197,730 for the three months ended June 30, 2011 and 2010, respectively. Depreciation expense amounted to \$507,025 and \$394,351 for the six months ended June 30, 2011 and 2010, respectively.

Estimated useful lives of the assets are as follows:

| | Useful Life |
|----------------------------|----------------|
| Buildings and improvements | 40 years |
| Transportation equipment | 5 years |
| Machinery | 10 years |
| Office equipment | 5 years |
| Furniture | 5 years |

Construction in progress represents the costs incurred in connection with the construction of buildings or additions to the Company's plant facilities. No depreciation is provided for construction in progress until such time as the assets are completed and placed into service. Interest incurred during construction is capitalized into construction in progress. All other interest is expensed as incurred.

The cost and related accumulated depreciation of assets sold or otherwise retired are eliminated from the accounts and any gain or loss is included in the consolidated statements of income. Maintenance, repairs and minor renewals are charged directly to expense as incurred. Major additions and betterments to buildings and equipment are capitalized.

Plant and equipment consists of the following:

| | June 30, 2011 (Unaudited) | December 31, 2010 |
|-------------------------------|---------------------------------|----------------------|
| Buildings and improvements | \$ 7,402,008 | \$ 7,258,465 |
| Transportation equipment | 4,526,128 | 3,963,302 |
| Machinery | 935,707 | 901,655 |
| Office equipment | 1,159,330 | 1,083,512 |
| Furniture | 132,089 | 126,032 |
| Total depreciable assets | 14,155,262 | 13,332,966 |
| Less accumulated depreciation | (4,580,157) | (3,988,332) |
| Construction in progress | 339,774 | 296,485 |
| Plant and equipment, net | \$ 9,914,879 | \$ 9,641,119 |

Intangible assets

Land use rights - All land in the PRC is owned by the government. However, the government grants the user "land use rights". The Company acquired land use rights in 2001 and the land use rights expire in 2051. The costs of these rights are being amortized over fifty years using the straight-line method.

Technology rights - In May 2007, the Company acquired the rights to manufacture two fire protection products and the costs of these rights are being amortized over ten years using the straight-line method.

Intangible assets consist of the following:

| | June 30, 2011 (Unaudited) | December 31, 2010 |
|--------------------------|---------------------------------|----------------------|
| Land use rights | \$ 770,789 | \$ 770,789 |
| Technology rights | 608,745 | 608,745 |
| Accumulated amortization | (420,063) | (393,891) |
| Balance | \$ 959,471 | \$ 985,643 |

Amortization expense amounted to \$18,998 and \$18,824 for the three months ended June 30, 2011, and 2010, respectively, and \$37,951 and \$37,646 for the six months ended June 30, 2011 and 2010, respectively.

Impairment of long-lived assets

The Company assesses the impairment of long-lived assets, which include identifiable intangible assets, and property and equipment, at least annually or more often whenever events or changes in circumstances indicate that the carrying value of the long lived assets may not be recoverable. Changes in the underlying business could adversely affect the fair value and recoverability of these assets. Important factors which could require an impairment review include: (i) underperformance relative to expected historical or projected future operating results; (ii) changes in the manner of use of the assets or the strategy for our overall business; (iii) negative industry or economic trends; and (iv) our enterprise fair value relative to net book value.

Our impairment evaluation of identifiable intangible assets and property and equipment includes an analysis of estimated future undiscounted net cash flows expected to be generated by the assets over their remaining estimated useful lives. If the estimated future undiscounted net cash flows are insufficient to recover the carrying value of the assets over the remaining estimated useful lives, the Company records an impairment loss in the amount by which the carrying value of the assets exceeds the fair value. The Company determines fair value based on either market quotes, if available, or discounted cash flows using a discount rate commensurate with the risk inherent in our current business model for the specific asset being valued. Major factors that influence our cash flow analysis are our estimates for future revenue and expenses associated with the use of the asset. Different estimates could have a significant impact on the results of our evaluation. If, as a result of our analysis, the Company determines that our amortizable intangible assets or other long-lived assets have been impaired, the Company will recognize an impairment loss in the period in which the impairment is determined. Any such impairment charge could be significant and could have a material negative effect on our results of operations. As of June 30, 2011, the Company expects these assets to be fully recoverable.

Backlog

System Contracting Projects

The following schedule shows a reconciliation of backlog representing the amount of revenue the company expects to realize from work to be performed on uncompleted contracts in progress at June 30, 2011, and from contractual agreements on which work has not yet begun.

| | |
|--|----------------|
| Backlog at December 31, 2010 | \$ 106,990,673 |
| Less: Bids awarded and pending execution of contracts as of December 31, 2010 | (32,450,706) |
| Contract revenue on uncompleted contracts at December 31, 2010 | \$ 74,539,967 |
| Contract adjustments (change orders) | (631,597) |
| Contracts newly started in 2011 | 39,415,645 |
| Bids awarded and pending execution of contracts as of June 30, 2011 | 29,069,581 |
| Less: Contract revenue earned for the six months ended June 30, 2011 excluded the effect of miscellaneous sales tax of \$963,475 | (38,886,132) |
| Effect of exchange rate changes | 781,212 |
| Backlog at June 30, 2011 | \$ 104,288,676 |

In addition, the Company entered into additional system contracting project contracts with revenues of \$5,223,407 between July 1, 2011 and August 15, 2011.

Products

As of June 30, 2011, the backlog of unshipped and uninspected orders was \$54,236,619. In addition, the Company entered into additional product sales contracts with revenues of \$45,342 between July 1, 2011 and August 15, 2011.

Maintenance Service

As of June 30, 2011, the future revenue under existing service agreements amounted to \$1,713,158.

Research and development

Research and development expenses include salaries, consultant fees, supplies and materials, as well as costs related to other overheads such as depreciation, facilities, utilities and other departmental expenses. The costs that the

Company incurs with respect to internally developed technology and engineering services are included in research and development expenses as incurred as they do not directly relate to any particular licensee, license agreement or licenses fee.

Warranty

Generally, the Company's products are not covered by specific warranty terms. However, it is the Company's policy to replace parts if they become defective within one year after deployment at no additional charge to the customer. The Company maintains a provision for potential warranty costs on these products for one year. This provision represents management's assessment of the Company's history of warranty costs while incorporating estimates by the quality review staff of the potential product failure rates. The Company records a warranty obligation in selling expense at the time revenue is recognized. For the three months ended June 30, 2011 and 2010, the company accrued \$54,097 and \$0, respectively, warranty expense. For the six months ended June 30, 2011 and 2010, the company accrued \$86,976 and \$0, respectively, warranty expense. As of June 30, 2011 and December 31, 2010, the Company recorded \$490,203 and \$383,744, respectively, as a provision for estimated warranty claims, which is included in the caption of accrued liabilities on the consolidated balance sheet.

Fair value of financial instruments

ASC 825-10-50, "Disclosures about Fair Value of Financial Instruments," defines financial instruments and requires fair value disclosures for those instruments. ASC 820-10, "Fair Value Measurements," defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosure requirements for fair value measures. The three levels are defined as follow:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.
- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value.

The carrying amounts reported in the balance sheets for receivables and payables qualify as financial instruments and are a reasonable estimate of fair value because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest.

Investments in joint ventures are also a financial instrument. The Company invested \$176,358 (RMB 1,140,000) in Hubei Shou An Changjiang Fire Protection Co., Ltd for a 19% equity interest, invested \$327,538 (RMB 2,117,246) in Tianxiao Fire Safety Equipment Co., Ltd. for 16.7% equity interest and \$2,710 (INR 125,000) in Sureland India for a 5% equity interest. Total investments as of June 30, 2011 amounted to \$506,606. There is no quoted or observable market price for the fair value of similar long term investments in joint ventures. The Company believes that the cost of the capital contributed to these joint ventures is a reasonable approximation of their fair values.

The Company did not identify any other assets and liabilities that are required to be presented on the balance sheet at fair value in accordance with ASC 820-10.

Income taxes

The Company reports income taxes pursuant to ASC 740, "Accounting for Income Taxes" and ASC 740-10, "Accounting for Uncertainty in Income Taxes" (formerly "FIN 48"). ASC 740 requires the recognition of deferred income tax liabilities and assets for the expected future tax consequences of temporary differences between the income tax basis

and financial reporting basis of assets and liabilities. Provision for income taxes consists of taxes currently due plus deferred taxes. Deferred tax assets amounted to \$100,246 and \$85,678 as of June 30, 2011 and December 31, 2010, respectively, and are included in prepayment and deferred expenses in the accompanying consolidated balance sheets.

Under ASC 740-10, a tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely to be realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. ASC 740-10 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosures, and transition. Penalties and interest incurred related to underpayment of income tax are classified as income tax expense in the year incurred. No significant penalties or interest relating to income taxes have been incurred during the six months ended June 30, 2011 and 2010.

The Company's operations are subject to income and transaction taxes in the United States, the PRC and the India jurisdictions. Significant estimates and judgments are required in determining the Company's worldwide provision for income taxes. Some of these estimates are based on interpretations of existing tax laws or regulations. The ultimate amount of tax liability may be uncertain as a result. The Company does not anticipate any events which could cause change to these uncertainties.

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted as of the balance sheet date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of assessable tax profit.

In principle, deferred tax liabilities are recognized for all taxable temporary differences, and deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilized. Deferred tax is calculated using enacted tax rates that are expected to apply to the period when the asset is realized or the liability is settled. Deferred tax is charged or credited in the income statement, except when it is related to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Value Added Tax

Enterprises or individuals who sell products, engage in repair and maintenance or import and export goods in the PRC are subject to a value added tax in accordance with Chinese laws. The value added tax standard rate is 17% of the gross sales price. A credit is available whereby VAT paid on the purchases of semi-finished products or raw materials used in the contract and production of the Company's finished products can be used to offset the VAT due on sales of the finished product. All of our PRC subsidiaries' VAT is subject to a 17% rate.

VAT on sales and VAT on purchases amounted to \$3,142,544 and \$2,083,117 for the three months ended June 30, 2011 and \$1,689,478 and \$1,277,422 for the three months ended June 30, 2010, respectively. VAT on sales and VAT on purchases amounted to \$4,858,863 and \$3,031,698 for the six months ended June 30, 2011 and \$3,157,369 and \$2,121,581 for the six months ended June 30, 2010, respectively. Sales and purchases are recorded net of VAT collected and paid as the Company acts as an agent for the government. VAT taxes are not impacted by the income tax holiday.

Stock-based compensation

The Company follows ASC 718, "Accounting for Stock-Based Compensation," which defines a fair-value-based method of accounting for stock-based employee compensation and transactions in which an entity issues its equity instruments to acquire goods and services from non-employees. Stock compensation granted to non-employees has been determined in accordance with ASC 718 and ASC 505-50, "Accounting for Equity Instruments that are Issued to Other than Employees for Acquiring, or in Conjunction with Selling Goods or Services," as the fair value of the consideration received or the fair value of equity instruments issued, whichever is more reliably measured.

ASC 718 requires that all share-based compensation be recognized as an expense in the consolidated financial statements and that such cost be measured at the fair value of the award and requires compensation cost to reflect estimated forfeitures. The determination of the fair value of share-based compensation awards on the date of grant using an option-pricing model is affected by our stock price as well as assumptions regarding a number of complex and subjective variables, including our expected stock price volatility over the term of the awards, actual and projected share option exercise behaviors, risk-free interest rates and expected dividends. The volatility of the Company's common stock was estimated by management based on the historical volatility of our common stock, the risk free interest rate was based on Treasury Constant Maturity Rates published by the U.S. Federal Reserve for periods applicable to the expected life of the share option, the expected dividend yield was based on the Company's current and expected dividend policy, and the projected share option exercise behaviors is based on one-half of the sum of the vesting period and the contractual life of each share option. This is the same as assuming that the options are exercised at the mid-point between the vesting date and expiration date.

Recently issued accounting pronouncements

In April 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update No. 2011-02, Receivables (Topic 310) – A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring, which clarify when a modification or restructuring of a receivable constitutes a troubled debt restructuring. In evaluating whether such a modification or restructuring constitutes a troubled debt restructuring, a creditor must separately conclude that two conditions exist: (1) the modification or restructuring constitutes a concession and (2) the debtor is experiencing financial difficulties. The guidance will be effective for our interim and annual reporting periods beginning after June 15, 2011 and will be applied retrospectively to the beginning of the annual period of adoption. The adoption of this newly issued guidance did not have material impact on our consolidated financial statements.

In May 2011, FASB issued Fair Value Measurement (Topic 820) — Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs No. 2011-0, which provides additional guidance for fair value measurements. These updates to the ASC or Codification include clarifications regarding existing fair value measurement principles and disclosure requirements, and also specific new guidance for items such as measurement of instruments classified within stockholders' equity and disclosures regarding the sensitivity of Level 3 measurements to changes in valuation model inputs. These updates to the Codification are effective for interim and annual periods beginning after December 15, 2011. We do not expect the implementation of this guidance to have a material impact on its consolidated financial statements.

In June 2011, the FASB issued Comprehensive Income (Topic 220) — Presentation of Comprehensive Income (ASU No. 2011-05), which updates the Codification to require the presentation of the components of net income, the components of other comprehensive income (OCI) and total comprehensive income in either a single continuous statement of comprehensive income or in two separate, but consecutive statements of net income and comprehensive income. These updates do not affect the items reported in OCI or the guidance for reclassifying such items to net income. These updates to the Codification are effective for interim and annual periods beginning after December 15, 2011. We do not expect the implementation of this guidance to have a material impact on its consolidated financial statements.

Reclassifications

Certain prior period amounts have been reclassified to conform to the current period presentation. These reclassifications have no effect on net income or cash flows.

Note 3 - Earnings per share

The Company reports earnings per share in accordance with the provisions of ASC 260-10, "Earnings per Share." ASC260-10 requires presentation of basic and diluted earnings per share in conjunction with the disclosure of the methodology used in computing such earnings per share. Basic earnings per share are computed by dividing income available to common stockholders by the weighted average common shares outstanding during the period. Diluted earnings per share takes into account the potential dilution that could occur if securities or other contracts to issue common stock were exercised and converted into common stock.

The following is a reconciliation of the basic and diluted earnings per share computation for the three months ended June 30:

| | 2011 (Unaudited) | 2010 (Unaudited) |
|---|---------------------|---------------------|
| Net income for earnings per share | \$ 5,821,354 | \$ 6,333,660 |
| Weighted average shares used in basic computation | 27,872,635 | 27,595,541 |
| Dilutive effect of stock options and restricted stock | 1,428,541 | 810,418 |
| Weighted average shares used in diluted computation | 29,301,176 | 28,405,959 |
| Earnings per share: | | |
| Basic | \$ 0.21 | \$ 0.23 |
| Diluted | \$ 0.20 | \$ 0.22 |

As of June 30, 2011 and 2010, all outstanding stock options and restricted stocks were included in the calculation of three months diluted earnings per share.

The following is a reconciliation of the basic and diluted earnings per share computation for the six months ended June 30:

| | 2011 (Unaudited) | 2010 (Unaudited) |
|---|---------------------|---------------------|
| Net income for earnings per share | \$ 8,945,744 | \$ 11,580,885 |
| Weighted average shares used in basic computation | 27,864,238 | 27,595,541 |
| Dilutive effect of stock options and restricted stock | 1,353,247 | 807,058 |
| Weighted average shares used in diluted computation | 29,217,485 | 28,402,599 |
| Earnings per share: | | |
| Basic | \$ 0.32 | \$ 0.42 |
| Diluted | \$ 0.31 | \$ 0.41 |

As of June 30, 2011, 983,320 shares of options were excluded in the calculation of six months diluted earnings per share due to their anti-diluted effect. All other outstanding stock options and restricted stocks were included in the calculation of diluted earnings per share because of their dilutive nature. As of June 30, 2010, all outstanding stock options and restricted stocks were included in the calculation of six months diluted earnings per share.

Note 4 - Related party transactions

The Company has receivables from Hubei Shou An Changjiang Fire Protection Co., Ltd. ("Hubei Shou An"), in which the Company has a 19% ownership interest. The accounts receivable due from Hubei Shou An was \$116,394 and \$160,731 as of June 30, 2011 and December 31, 2010, respectively, which resulted from product sales in the years ended December 31, 2010 and 2009, respectively. This amount is expected to be repaid in cash by December 31, 2011.

In addition, the Company has other receivables from Hubei Shou An in the amounts of \$267,544 and \$234,042 as of June 30, 2011 and December 31, 2010, respectively. This balance was for operating capital in Hubei Shou An and is expected to be repaid in cash by December 31, 2011.

The Company has prepayments to Tianjin Tianxiao Fire Safety Equipment Co., Ltd., in which the Company has a 16.7% ownership interest. The prepayment to Tianjin Tianxiao Fire Safety Equipment Co., Ltd. was \$1,136,950 and \$1,603,123 as of June 30, 2011 and December 31, 2010. Total product purchases amounted to \$2,076,095 and \$923,048 for the three months ended June 30, 2011 and 2010, respectively. Total product purchases amounted to \$2,402,065 and \$2,330,174 for the six months ended June 30, 2011 and 2010, respectively.

Advance payments to Sureland India, in which the Company has a 5.0% ownership interest, were \$469,721 and \$450,170 as of June 30, 2011 and December 31, 2010, respectively. This balance was for the advance payment to Sureland India for the delivery of future services.

Note 5 - Notes receivable

Notes receivable represents trade accounts receivable due from various customers where the customers' bank or a customer with a AAA rating has guaranteed the payment of the receivable. These amount are non-interest bearing and are normally paid within three to six months. The Company has the ability to submit a request for payment to the customer's bank earlier than the scheduled payment date. However, the Company will incur an interest charge and a processing fee when they submit the payment request early. The Company's notes receivable totaled \$6,495,149 and \$14,428,802 as of June 30, 2011 and December 31, 2010, respectively, of which \$1,779,050 and \$6,826,500 as of June 30, 2011 and December 31, 2010, respectively, are corporate notes receivable that are guaranteed by a customer with a AAA rating.

Note 6 - Prepayments and deferred expenses

Prepayments and deferred expenses are monies deposited with or advanced to subcontractors to perform services on system contracting projects. Some subcontractors require a certain amount of money to be deposited as a guarantee payment in order for them to start performing services. Prepayments and deferred expenses also include monies deposited or advanced to vendors on future inventory purchases to ensure timely delivery. The total outstanding amount was \$7,611,051 and \$10,281,292 as of June 30, 2011 and December 31, 2010, respectively.

Note 7 - Investment in joint ventures

During the second quarter of 2007, the Company invested \$176,358 (RMB1,140,000) for a 19% interest in Hubei Shou An Changjiang Fire Protection Co., Ltd., located in China Hubei, PRC. The investment is recorded under the cost accounting method.

As of June 30, 2011, the Company held an investment of \$327,538 (RMB2,117,246) for a 16.7% interest in Tianjin Tianxiao Fire Safety Equipment Co., Ltd. as a non-controlling interest holder. The investment is recorded under the cost accounting method at fair value at the deconsolidation date.

In January 2010, the company invested \$2,710 (INR125,000) for a 5% interest in Sureland India as a non-controlling interest holder. The investment is recorded under the cost accounting method.

Note 8 - Customer deposits

Customer deposits represent amounts advanced by customers on product orders, maintenance services deposits and system contracting projects deposits. The product or service normally is shipped or performed within nine months after receipt of the advance payment and the related sale is recognized in accordance with the Company's revenue recognition policy. These advance payments are applied to the invoices when the Company bills the customer based on the progression of the projects. As of June 30, 2011 and December 31, 2010, customer deposits amounted to \$2,186,599 and \$3,023,329, respectively.

Note 9 - Accrued liabilities

Accrued liabilities represent subcontractors' expenses incurred as of the balance sheet date for system contracting projects. Accrued liabilities also represent an accrued estimation of warranty expenses. As of June 30, 2011 and December 31, 2010, accrued liabilities amounted to \$24,848,716 and \$19,737,906, respectively.

Note 10 - Income taxes

Local PRC Income Tax

Starting from January 1, 2008, all of the Company's Chinese subsidiaries are subject to a 25% income tax rate according to the Income Tax Laws of the PRC. According to the PRC's central government policy, certain new technologies and/or high technology companies will enjoy a preferential tax rate of 15%, instead of 25%. Beijing Hua An qualified for the preferential tax treatment in the year 2009 and 2010. Sureland Industrial receives a 50% income tax reduction for three years beginning in January 2009, Sureland Equipment receives a 50% income tax reduction for three years beginning in January 2008, and Beijing Hua An received a 50% income tax reduction for the years of 2009 and 2010 due to the fact that they are located in a specially designated region.

India Project Office Income Tax

The Company's operation in India is managed on a project basis and projects are conducted under the name of CFPG or Sureland Industrial as a foreign enterprise. Under the India Income Tax Act, the Company's projects are generally subject to an income tax at an effective rate of 40% on income reported in the statutory financial statements after appropriate tax adjustments in accordance with Indian tax regulations.

The Company's subsidiaries are paying the following tax rate for the three and six months ended June 30, 2010:

| | Income tax exemption | Effective income tax rate |
|----------------------|----------------------|---------------------------|
| Subsidiaries | | |
| Sureland Industrial | 12.5% | 12.5% |
| Sureland Equipment | 12.5% | 12.5% |
| Beijing Hua An | 17.5% | 7.5% |
| Shian Kexin | -% | 25.0% |
| Zeetech | -% | 40.0% |
| India Project Office | -% | 40.0% |
| Shanyang Hongshida | -% | 25.0% |

The Company's subsidiaries are paying the following tax rate for the three and six months ended June 30, 2011:

| Subsidiaries | Income tax exemption | Effective income tax |
|--------------|----------------------|----------------------|
|--------------|----------------------|----------------------|

| | | rate |
|-----------------------|-------|-------|
| Sureland Industrial | 12.5% | 12.5% |
| Sureland Equipment | -% | 25.0% |
| Beijing Hua An | -% | 25.0% |
| Shian Kexin | -% | 25.0% |
| Zeetech | -% | 40.0% |
| India Project Offices | -% | 40.0% |
| Shanyang Hongshida | -% | 25.0% |

The provision for income taxes amounted to \$1,343,877 and \$1,051,259 for the three months ended June 30, 2011 and 2010, respectively. The provision for income taxes amounted to \$2,317,102 and \$2,054,133 for the six months ended June 30, 2011 and 2010, respectively.

The following table reconciles the U.S. statutory rate to the Company's effective tax rate for the three and six months ended June 30 (unaudited):

| | Three months ended June 30 | | Six months ended June 30 | |
|--------------------------------------|----------------------------|--------|--------------------------|--------|
| | 2011 | 2010 | 2011 | 2010 |
| U.S. Statutory rates | 34.0% | 34.0% | 34.0% | 34.0% |
| Foreign income not recognized in USA | (34.0) | (34.0) | (34.0) | (34.0) |
| China income taxes | 25.0 | 25.0 | 25.0 | 25.0 |
| China income tax exemption | (10.8) | (13.7) | (11.0) | (15.8) |
| Permanent Differences (China)(1) | 0.8 | (0.2) | 1.2 | 0.4 |
| Other item (2) | 3.7 | 3.2 | 5.3 | 5.5 |
| Effective income tax rates | 18.7% | 14.3% | 20.5% | 15.1% |

(1) The 0.8% represents \$326,077 of bad debt provisions and \$147,742 of meals and entertainment expenses incurred by Sureland Industrial, Sureland Equipment, and Beijing Hua An that are not deductible in PRC for the three months ended June 30, 2011. These non-deductible expenses were offset by \$215,635, which is a 50% additional deduction allowed in PRC for Research and Development expenses at Sureland Industrial. The -0.2% represents \$83,921 of bad debt provisions that are not deductible in PRC and offset by \$199,851, which is a 50% additional deduction allowed in PRC for Research and Development expenses at Sureland Industrial for the three months ended June 30, 2010. The 1.2% represents \$765,765 of bad debt provisions and \$298,028 of meals and entertainment expenses incurred by Sureland Industrial, Sureland Equipment, and Beijing Hua An that are not deductible in PRC. These non-deductible expenses were offset by \$474,426 which is a 50% additional deduction allowed by PRC for Research and Development expenses at Sureland Industrial for the six months ended June 30, 2011. The 0.4% represents \$704,645 of bad debt provisions and \$44,507 of meals and entertainment expenses that are not deductible in PRC and offset by \$398,299, which is a 50% additional deduction allowed in PRC for Research and Development expenses at Sureland Industrial for the six months ended June 30, 2010.

(2) The 3.7% represents the effect of \$1,280,779 in expenses incurred by CFSG and CFPG that are not deductible in PRC and \$77,381 income tax provisions charged by Indian government for five construction projects located in India for the three months ended June 30, 2011. The 3.2% represents \$1,208,706 in expenses incurred by CFSG and CFPG that are not deductible in PRC for the three months ended June 30, 2010. The 5.3% represents the effect of \$2,801,581 in expenses incurred by CFSG and CFPG that are not deductible in PRC and \$134,629 income tax provisions charged by Indian government for five construction projects located in India for the six months ended June 30, 2011. The 5.5% represents \$2,595,865 in expenses incurred by CFSG and CFPG that are not deductible in PRC for the six months ended June 30, 2010.

The estimated tax savings as a result of PRC income tax exemption for the three months ended June 30, 2011 and 2010 amounted to \$891,971 and \$1,006,394, respectively. The net effect on basic and diluted earnings per share if the income tax had been applied would decrease basic and diluted earnings per share for the three months ended June 30, 2011 and 2010 by \$0.03 and \$0.04, respectively. The estimated tax savings as a result of PRC income tax exemption for the six months ended June 30, 2011 and 2010 amounted to \$1,510,008 and \$2,146,172, respectively. The net effect on basic and diluted earnings per share if the income tax had been applied would decrease basic and diluted earnings per share for the six months ended June 30, 2011 and 2010 by \$0.05 and \$0.08, respectively.

China Fire & Security Group, Inc., the parent company, is incorporated in the United States and incurred net operating losses of \$0 for income tax purposes for the six months ended June 30, 2011. The estimated net operating loss carry forwards at June 30, 2011 for United States income taxes amounted to \$1,682,698 which may be available to reduce future years' taxable income. These carry forwards will expire, if not utilized, from 2024 through 2030. Management believes that the realization of the benefits from these losses appears uncertain due to the Company's limited operating history and continuing losses for United States income tax purposes. Accordingly, the Company has provided a 100% valuation allowance on the deferred tax asset benefit to reduce the asset to zero. The net change in the valuation allowance for the six months ended June 30, 2011 and 2010 was \$0, respectively, and the accumulated valuation allowance as of June 30, 2011 amounted to \$572,117. Management reviews this valuation allowance periodically and makes adjustments as warranted.

The Company has cumulative undistributed earnings of foreign subsidiaries of approximately \$102.6 million as of June 30, 2011, which is included in the consolidated retained earnings and will continue to be indefinitely reinvested in international operations. Accordingly, no provision has been made for U.S. deferred taxes related to future repatriation of these earnings, nor is it practicable to estimate the amount of income taxes that would have to be provided if the Company concluded that such earnings will be remitted in the future.

Taxes payable

Taxes payable consisted of the following:

| | June 30, 2011 (Unaudited) | December 31, 2010 |
|----------------------|---------------------------------|----------------------|
| VAT taxes payable | \$ 8,211,363 | \$ 6,887,213 |
| Income taxes payable | 1,658,919 | 1,284,469 |
| Sales taxes | 1,597,328 | 1,120,446 |
| Other taxes payable | 181,489 | 124,701 |
| Total | \$ 11,649,099 | \$ 9,416,829 |

Note 11 - Significant estimate revision on contracts

Revisions in estimated contract profits are made in the year in which circumstances requiring the revision becomes known. Due to unforeseen circumstances, the estimated gross profit of the under the large Wuhan Iron and Steel Group system contracting project has decreased from its original estimate, and the estimated gross profit of other projects, specifically those for Anshan Iron and Steel Group and Chongqing Steel, have increased from their original estimates. The accumulated effect of the changes in estimates of the profits under these contracts was to increase net income for the three months and six months ended June 30, 2011 by \$2,787,298 and \$1,740,225, respectively, from that which would have been reported had the revised estimate been used as the basis of recognition of contract profits in the preceding year and preceding quarter.

Note 12 - Retirement plan

The Company and its subsidiaries are required to participate in a central pension scheme operated by the local municipal government. The Company is required to contribute 20% of its payroll costs to the central pension scheme in 2011 and 2010. The contributions are charged to the consolidated income statement of the Company as they become payable in accordance with the rules of the scheme. The aggregate contributions of the Company to retirement benefit schemes amounted to \$124,333 and \$108,536 for the three months ended June 30, 2011 and 2010, respectively. The aggregate contributions of the Company to retirement benefit schemes amounted to \$240,272 and \$208,965 for the six months ended June 30, 2011 and 2010, respectively.

Note 13 - Statutory reserves

The laws and regulations of the PRC require that before an enterprise distributes profits to its partners, it must first satisfy all tax liabilities, provide for losses in previous years, and make allocations, in proportions determined at the discretion of the board of directors, after the statutory reserve. The statutory reserves include a surplus reserve fund and the enterprise fund. These statutory reserves represent restricted retained earnings.

Surplus reserve fund

The Company is required to transfer 10% of its net income, as determined in accordance with PRC accounting rules and regulations, to a statutory surplus reserve fund until such reserve balance reaches 50% of the Company's registered capital.

The transfer to this reserve must be made before distribution of any dividend to shareholders. The surplus reserve fund is non-distributable other than during liquidation and can be used to fund previous years' losses, if any, and may be utilized for business expansion or converted into share capital by issuing new shares to existing shareholders in proportion to their shareholding or by increasing the par value of the shares currently held by them, provided that the remaining reserve balance after such issue is not less than 25% of the registered capital.

Because the surplus reserve fund already totals 50% of Sureland Industrial, Sureland Equipment, and Beijing Hua An's registered capital, the Company did not reserve any surplus reserve fund at the end of June 30, 2011 for these subsidiaries. As of June 30, 2011, the remaining reserve required for Shian Kexin and Shenyang Hongshida to fulfill the 50% registered capital requirement totaled \$850,850.

Enterprise fund

The enterprise fund may be used to acquire plant and equipment or to increase the working capital to expend on production and operation of the business. No minimum contribution is required and the Company did not make any contribution to this fund for the six months ended June 30, 2011 and 2010.

Note 14 - Options issued to employees

On December 31, 2008, pursuant to the Company's 2008 Omnibus Long-term Incentive Plan, the Company's Board of Directors authorized the issuance of 1,000,000 share options for its employees, including 800,000 options issued to executive officers. The options vest evenly each quarter over the following four years, starting from the first quarter of 2009. The Company used the Black Scholes Model to value the options at the time they were issued, based on the exercise price of \$6.81, which was the closing price of the Company's stock on December 31, 2008 and using risk-free rates of 0.875%, 1.125%, 1.313% and 1.5% and volatility of 86% that was estimated by analyzing the trading history of the Company's stock. Because the Company did not have historical exercise history, the Company used the simplified method to estimate the expected life of the options, which is equal to the midpoint between the vesting date and expiration date of the options. The 1,000,000 employee options had a grant date fair value of \$3,863,606. The related compensation expense is recognized on a straight-line basis over the four year vesting period.

The total stock option compensation expense recognized for the three months ended June 30, 2011 and 2010 was \$245,049 and \$245,048, respectively. The total stock option compensation expense recognized for the six months ended June 30, 2011 and 2010 was \$490,098 and \$490,097, respectively. As of June 30, 2011, approximately \$1.45 million of estimated expense related to un-vested stock-based awards has yet to be recognized and will be recognized over the employee's remaining service period of approximately 1.51 years.

During the three months and six months ended June 30, 2011, total 54,387 shares of stock options were exercised and the company received \$146,146 from the exercise of shares options. There were 1,711,220 options outstanding as of June 30, 2011.

The Company has stock options as follows:

| | Options Outstanding | Weighted Average Exercise Price | Aggregate Intrinsic Value |
|--------------------------------|---------------------|---------------------------------|---------------------------|
| Outstanding, December 31, 2009 | 1,776,000 | \$4.45 | \$16,120,860 |
| Granted | | | |
| Forfeited | | | |
| Exercised | | | |
| Outstanding, June 30, 2010 | 1,776,000 | \$4.45 | \$8,395,260 |
| Granted | | | |
| Forfeited | | | |
| Exercised | (10,393) | 2.65 | |
| Outstanding, December 31, 2010 | 1,765,607 | \$4.46 | \$3,719,188 |
| Granted | | | |
| Forfeited | | | |
| Exercised | (54,387) | 2.69 | |
| Outstanding, June 30, 2011 | 1,711,220 | \$4.52 | \$5,664,120 |

Following is a summary of the status of options outstanding at June 30, 2011:

| Outstanding Options | | | Exercisable Options | | |
|---------------------|----------------|------------------------------------|---------------------|----------------|------------------------------------|
| Number of Options | Exercise Price | Average Remaining Contractual Life | Number of Options | Exercise Price | Average Remaining Contractual Life |
| 701,900 | \$ 1.25 | 5.00 | 701,900 | \$ 1.25 | 5.00 |
| 6,000 | \$ 4.51 | 0.83 | 6,000 | \$ 4.51 | 0.83 |
| 20,000 | \$ 6.70 | 1.00 | 20,000 | \$ 6.70 | 1.00 |
| 983,320 | \$ 6.81 | 2.50 | 608,320 | \$ 6.81 | 2.50 |
| 1,711,220 | | | 1,336,220 | | |

Note 15 - Restricted stock issued to employees

On December 1, 2009, pursuant to the Company's 2008 Omnibus Long-term Incentive Plan, the Company's Board of Directors authorized the issuance of 1,000,000 shares of restricted stock for its employee, including 285,000 shares of restricted stock issued to executive officers. The restricted stocks will vest evenly each year over the following four years, starting from December 1, 2009. The Company used the closing price of the Company's common stock at the time the restricted stock grants were made, based on the closing price of \$12.65, which was the closing price of the Company's stock on November 30, 2009.

The 1,000,000 shares of employee restricted stock had a fair value of \$12,650,000. The related compensation expense is recognized on a straight-line basis over the four year vesting period.

The total restricted stock compensation expense recognized for the three months ended June 30, 2011 and 2010 was \$790,625. The total restricted stock compensation expense recognized for the six months ended June 30, 2011 and 2010 was \$1,581,250.

On December 1, 2010, 250,000 shares of the restricted stock are vested and issued to the employees and executive officers accordingly.

Note 16 - Commitments and Contingencies

Commitments

As described in Note 1, Shenyang Hongshida has a registered capital of \$1,547,000 (RMB10,000,000), of which \$928,200 (RMB 6,000,000) has been invested as of June 30, 2011. The remaining \$618,800 (RMB 4,000,000) was scheduled to be injected within two years of June 1, 2009, that is June 1, 2011, according to the Company's by-laws. On June 30, 2011 the shareholders of Hongshida decided to reduce the registered capital from RMB 10,000,000 (approximately \$1,547,000) to RMB 6,000,000 (approximately \$928,200). This reduction is still in progress. The management estimates any potential penalty and fee incurred for the reduction in registered capital will be immaterial.

Contingencies

As previously disclosed in our Quarterly Report on Form 10-Q filed on May 16, 2011 (the "First Quarter 10-Q"), prior to entering into the Merger Agreement on May 20, 2011 (see Note 1 to the Financial Statements), the Company, on March 7, 2011, issued a press release announcing that the Special Committee of its Board of Directors (the "Special Committee") had received a non-binding letter from a leading global private equity firm (the "PE"), pursuant to which the PE proposed to acquire all of the outstanding shares of common stock of the Company in cash at a price which represents a premium over the current stock price (the "Proposal").

Also as disclosed in the First Quarter 10-Q, on April 1, 2011, a purported class action lawsuit captioned *Ira Brown v. China Fire & Security Group, Inc., et al.*, was filed in the Broward County Circuit Court of the State of Florida against the Company and its individual directors. The complaint purports to allege breaches of fiduciary duties by the individual directors relating to the disclosure of information concerning the Proposal. The complaint seeks compensatory damages and injunctive relief, including to enjoin any transactions related to the Proposal and any related going private transaction, and an award of attorneys' and other fees and costs, in addition to other relief.

In total, we are aware of nine putative class action complaints related to the Proposal and the Merger (each a "Shareholder Action") filed in various Florida state and federal courts against, among others, the Company and certain officers and directors of the Company. These Shareholder Actions are as follows:

1. *Brown v. China Fire & Security Group, Inc. et al.*, Case No. 11-7745 09 (Circuit Court for the 17th Judicial Circuit in and for Broward County, Florida) (filed April 1, 2011);
2. *Thomasson v. China Fire & Security Group, Inc. et al.*, Case No. 11-10923 07 (Circuit Court for the 17th Judicial Circuit in and for Broward County, Florida) (filed May 11, 2011);
3. *Kashef v. China Fire & Security Group, Inc., et al.*, Case No. 50-2011 CA 007884XXXXMB (Circuit Court for the 15th Judicial Circuit in and for Palm Beach County, Florida) (filed May 27, 2011);
4. *Ernst v. China Fire & Security Group, Inc. et al.*, Case No. 11-12317 07 (Circuit Court for the 17th Judicial Circuit in and for Broward County, Florida) (filed May 31, 2011);
5. *Roche v. Lin, et. al.*, Case No. 11-12471 07 (Circuit Court for the 17th Judicial Circuit in and for Broward County, Florida) (filed June 1, 2011);
6. *Tessitore v. Amber Mergerco Inc., et al.*, Case No. 11-12536 (Circuit Court for the 17th Judicial Circuit in and for Broward County, Florida) (filed June 2, 2011);

7. Hersh v. Amber Mergerco Inc., et al., Case No. 11-13037 (Circuit Court for the 17th Judicial Circuit in and for Broward County, Florida) (filed June 8, 2011);
8. Fuller v. China Fire & Security Group, et al., 11-cv-61400-WPD (S.D. Fla.) (filed June 22, 2011); and
9. Tessitore v. China Fire & Security Group, et al. 11-cv-61580 (S.D. Fla) (filed July 15, 2011).

The six Shareholder Actions that were filed in the Circuit Court for the 17th Judicial Circuit in and for Broward County, Florida, and have been consolidated under the caption In re China Fire & Security Group, Inc. Shareholder Litigation, Case No. 11745 (07). The two federal Shareholder Actions were consolidated by an order of the federal court issued on August 2, 2011. On August 3, 2011, the served defendants filed a motion to stay the consolidated federal actions pending resolution of the consolidated state actions. All complaints allege among other things, that the Company and certain officers and directors of the Company breached their fiduciary duties, and seek, among other things, to enjoin consummation of the merger. The operative complaints also allege aiding and abetting claims against the Sponsors, Parent and Merger Sub. The Company believes the plaintiff's allegations lack merit, and will contest them vigorously. However, based upon information that is presently available to it, the Company's management does not believe these class actions could have a material adverse effect on the Company's financial position, results of operations, or cash flows.

Item 2. Management's Discussion and Analysis or Plan of Operation

Forward-Looking Statements

Some of the statements contained in this Form 10-Q are not historical facts and are forward-looking statements, which can be identified by the use of terminology such as estimates, projects, plans, believes, expects, anticipates, intends, or the negative or other variations, or by discussions of strategy that involve risks and uncertainties. We urge you to be cautious of the forward-looking statements, that such statements, which are contained in this Form 10-Q reflect our current beliefs with respect to future events and involve known and unknown risks, uncertainties, and other factors affecting our operations, market growth, services, products, and licenses. No assurances can be given regarding the achievement of future results, as actual results may differ materially as a result of the risks we face, and actual events and conditions that may differ from the assumptions underlying the statements that have been made regarding anticipated events. Factors that may cause actual results, our performance or achievements, or industry results, to differ materially from those contemplated by such forward-looking statements include without limitation: our ability to attract and retain management to integrate and maintain technical information and management information systems; our ability to raise capital when needed and on acceptable terms and conditions; the intensity of competition; and general economic conditions.

All written and oral forward-looking statements made in connection with this Form 10-Q that are attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Given the uncertainties that surround such statements, you are cautioned not to place undue reliance on such forward-looking statements.

General

The following discussion and analysis provides information which the management of China Fire & Security Group, Inc., ("we," "our," "us," the "Company" or "CFSG") believes to be relevant to an assessment and understanding of the Company's results of operations and financial condition. This discussion should be read together with the Company's financial statements and the notes to financial statements, which are included in this report.

Overview

We are engaged in the design, development, manufacturing and sale of fire protection products and services for large industrial firms in China and international markets. We have developed a proprietary product line that addresses all aspects of industrial fire safety from fire detection to fire system control and extinguishing. The Company is one of the first companies in China to leverage high technology for fire protection and safety on behalf of its clients, which include iron and steel companies, power plants, petrochemical plants, as well as, special purpose construction companies in China and other international markets.

Reorganization

We were organized as a Florida corporation on June 17, 2003.

On September 1, 2006, we entered into a share exchange agreement, pursuant to which we acquired all of the outstanding capital shares of China Fire Protection Group Inc. in exchange for a controlling interest in our common shares. The transaction was completed on Oct 27, 2006.

China Fire Protection Group was organized on June 2, 2006 for the purpose of acquiring all of the capital shares of Sureland Industrial Fire Safety Limited ("Sureland Industrial"), a Chinese corporation, and, Sureland Industrial Fire Equipment Co., Ltd. ("Sureland Equipment"), a Chinese corporation, which collectively engage in the design,

development, manufacturing and sale of fire protection products and services for large industrial firms in China. As a result of the transactions described above, both Sureland Industrial and Sureland Equipment became wholly-owned subsidiaries of China Fire Protection Group Limited (“China Protection”), and China Protection is a wholly-owned subsidiary of Unipro.

On February 9, 2007, Unipro changed its name to China Fire & Security Group, Inc. (“CFSG”) and started trading on the OTC Bulletin Board under its new ticker symbol CFSG. On July 16, 2007, China Fire & Security Group, Inc. began trading on the Nasdaq Capital Market and retained the ticker symbol CFSG.

CFSG owns, through its wholly owned subsidiary China Fire Protection Group, Inc., Sureland Industrial and Sureland Equipment (jointly “Sureland”). Sureland is engaged primarily in the design, development, manufacture and sale in China of a variety of fire safety products for the industrial fire safety market as well as the design and installation of industrial fire safety systems in which it uses a combination of third party fire safety products and its own fire safety products. To a minor extent, it provides maintenance services for customers of its industrial fire safety systems. Its business is primarily in China, but it has recently begun contracting to manufacturing products for the export market and it has begun providing a fire safety system for a Chinese company operating abroad.

Sureland markets its industrial fire safety products and systems primarily to major companies in the iron and steel, power and petrochemical industries in China. It has also completed projects for highway and railway tunnels, wine distilleries and a nuclear reactor. It is expanding its business in the transportation, wine, vessels, nuclear energy, and public space markets. Its products can be readily adapted for use on vessels and in exhibition halls and theaters. It plans to expand its marketing efforts to secure business in these industries.

Sureland has internal research and development facilities engaged primarily in furthering fire safety technologies. It believes that its technologies allow it to offer cost-effective and high-quality fire safety products and systems. It has developed products for industrial fire detecting and extinguishing. It believes that it is the largest manufacturer in China that has successfully developed a comprehensive line of linear heat detectors.

In May 2009, Beijing Shian Kexin Technology Co., Ltd. (“Shian Kexin”) was incorporated in Beijing, China under the laws of the PRC with registered capital of RMB 5,000,000 or approximately \$748,500. Shian Kexin is 100% owned by Sureland Industrial.

In May 2009, Shenyang Hongshida Electronics Co., Ltd. (“Hongshida”) was incorporated in Shenyang, Liaoning Province, China under the laws of the PRC with registered capital of RMB 10,000,000 or approximately \$1,547,000. On June 30, 2011 the shareholder meeting of Hongshida decided to reduce the registered capital from RMB 10,000,000 (approximately \$1,547,000) to RMB 6,000,000 (approximately \$928,200). As of the date of this report, this transaction is still in progress. Management estimates any potential penalty and fee incurred for the reduction in registered capital will be immaterial. Hongshida is 80% owned by Beijing Hua An Times Fire Safety Technology Co., Ltd. (“Beijing Hua An”) with a 20% non-controlling interest owned by an unrelated party. Beijing Hua An is 100% owned by Sureland Industrial.

During the first quarter of 2010, our wholly-owned subsidiary, China Fire Protection Group, Inc. entered into an agreement with Zeetech System Private Limited (“Zeetech”), our subsidiary in which we control 100% (99% direct holding, 1% through nominee holding where the nominee agrees to hold the shares on behalf of CFPG), pursuant to which China Fire Protection Group Inc.’s entire interest (75%) in Sureland Industrial shall be transferred to Zeetech. On March 12, 2010, the restructuring transaction was approved by the Chinese Ministry of Commerce. Subsequent to the transfer, China Fire & Security Group, Inc. still holds 100% of the interest in Sureland Industrial through its subsidiaries.

During the fourth quarter of 2010, our wholly-owned subsidiary, China Fire Protection Group, Inc. entered into an agreement with Zeetech System Private Limited (“Zeetech”) pursuant to which Zeetech’s entire interest (75%) in Sureland Industrial shall be reverted back to China Fire Protection Group, Inc. On December 9, 2010, the reverse transaction was approved by the Chinese Ministry of Commerce. Subsequent to the transaction, China Fire & Security Group, Inc. still holds 100% of the interest in Sureland Industrial through its subsidiaries.

As of June 30, 2011, Sureland operates more than 20 sales and liaison offices in China. Sureland has been ranked as the leading Chinese industrial fire safety company and the largest contractor by the China Association for Fire Prevention based on six major factors including total revenue, growth rate, net profit, return on assets, investment in research and development and intellectual property. Sureland's key products include linear heat detectors and water mist extinguishers, whose sales volumes are the largest in China. Its products have been used by its customers in more than 20 provinces throughout China.

On May 20, 2011, we entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Amber Parent Limited, an exempted company incorporated in the Cayman Islands (“Parent”), and Amber Mergerco, Inc., a Florida corporation and a wholly owned subsidiary of Parent (“Merger Sub”), providing for the merger of Merger Sub with and into the Company (the “Merger”), with the Company surviving the merger as a wholly owned subsidiary of Parent. Parent and Merger Sub are both affiliates of funds managed by Bain Capital Partners, LLC. The consummation of the Merger is subject to several closing conditions, which include the approval of the shareholders of China Fire & Security Group, Inc. at a special meeting that will take place on September 22, 2011.

For further information concerning the Merger, see the description included in Note 1 to the consolidated financial statements, which is incorporated by reference herein.

Critical Accounting Policies and Estimates

While our significant accounting policies are more fully described in Note 2 to our consolidated financial statements appearing at the end of this report, we believe that the following accounting policies are the most critical to aid you in fully understanding and evaluating our reported financial results.

Certain of the Company’s accounting policies require higher degree of judgment than others in their application. We believe the following critical accounting policies involve the most significant judgments and estimates used in the preparation of our financial statements:

Revenue recognition

Revenue is recognized when it is probable that the economic benefits will flow to the Company as follows:

1. Revenue recognition of total solution contracts: Historically more than 70% of our revenues are derived from long-term, fixed price total solution contracts for which revenues and estimated profits are recognized using the percentage of completion method of accounting. Under this method revenue recognized based upon the ratio that incurred costs to date bear to total estimated contract costs at completion with related cost of sales recorded as costs are incurred. Contract costs include all direct material and labor costs and those indirect costs related to contract performance. Selling and administrative costs are charged to expense as incurred. Risks and uncertainties inherent in the estimation process could affect the amounts reported in our financial statements. The key assumptions used in the estimate of costs to complete relate to the unit material cost, the quantity of materials to be used, the installation cost and those indirect costs related to contract performance. The estimate of unit material cost is reviewed and updated on a quarterly basis, based on the updated information available on the supply markets. The estimate of material quantity to be used for completion and the installation cost is also reviewed and updated on a quarterly basis, based on the updated information on the progress of projection execution. If the supply market conditions or the progress of projection execution were different, it is likely that materially different amounts of contract costs would be used in the percentage of completion method of accounting. Thus the uncertainty associated with those estimates may impact our consolidated financial statements.
2. Revenue from product sales is recognized when the goods are delivered and title has passed. Product sales revenue is presented net of a value-added tax (“VAT”). The Majority of the Company’s products that are sold in the PRC are subject to a Chinese value-added tax at a rate of 17% of the gross sales price. This VAT may be offset by VAT paid by the Company on raw materials and other materials included in the cost of producing their finished product.
- 3.

Revenue from the rendering of Maintenance Services is recognized over the service period on a straight-line basis.

In accordance with ASC 605-15, "Revenue Recognition when Right of Return Exists," revenue is recorded net of an estimate of markdowns, price concessions and warranty costs. Such reserve is based on management's evaluation of historical experience, current industry trends and estimated costs.

Foreign currency translation

The reporting currency of the Company is the U.S. dollar. The Company uses their local currency, Renminbi and Indian Rupee (“INR”), as their functional currency. Results of operations and cash flow are translated at average exchange rates during the period, and assets and liabilities are translated at the unified exchange rate as quoted by the People’s Bank of China at the end of the period. Translation adjustments resulting from this process are included in accumulated other comprehensive income in the consolidated statement of changes in equity.

Asset and liability accounts at June 30, 2011 were translated at 6.46 RMB to \$1.00 and 45.45 INR to \$1.00 as compared to 6.59 RMB to \$1.00 and 45.45 INR to \$1.00 at December 31, 2010 respectively. Equity accounts were stated at their historical rate. The average translation rates of RMB applied to income statement accounts for the three months ended June 30, 2011 and 2010 were 6.50 RMB, to \$1.00 and 6.83 RMB to \$1.00, respectively. The average translation rate of INR applied to income statement accounts for the three months ended June 30, 2011 and 2010 were 45.05 INR to \$1.00 and 45.66 INR to \$1.00, respectively. The average translation rates of RMB applied to income statement accounts for the six months ended June 30, 2011 and 2010 were 6.54 RMB, to \$1.00 and 6.82 RMB to \$1.00, respectively. The average translation rate of INR applied to income statement accounts for the six months ended June 30, 2011 and 2010 were 45.45 INR to \$1.00 and 45.72 INR to \$1.00, respectively. Cash flows are also translated at average translation rates for the periods; therefore, amounts reported in the statement of cash flows will not necessarily agree with changes in the corresponding balances in the balance sheets.

Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are included in the results of operations as incurred. Historically, the Company has not engaged in any currency trading or hedging transactions, although there is no assurance that the Company will not enter into such transactions in the future.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles of the United States of America requires management to make estimates and assumptions that affect the amounts reported in the combined financial statements and accompanying notes. Management believes that the estimates utilized in preparing its financial statements are reasonable and prudent. Actual results could differ from these estimates.

Certain of the Company’s accounting policies require higher degrees of judgment than others in their application. These include the recognition of revenue and earnings from system contracting projects under the percentage of completion method, impairment of long-lived assets and the allowance for doubtful accounts. Management evaluates all of its estimates and judgments on an on-going basis.

Accounts receivable

Accounts receivable represents amounts due from customers for products sales, maintenance services and system contracting projects. The credit term is generally for a period of three months for major customers. Each customer has a maximum credit limit. The Company seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In order to mitigate the adverse liquidity impact of the delays in customer payments, we can negotiate with our suppliers for a better payment term, in order to slow down our payments to our suppliers in the future. However, due to the limited number of qualified suppliers available in the market, the potential delay in our payments to suppliers cannot significantly offset the adverse liquidity impact of the delays from our customer payments.

Allowance for doubtful accounts

We establish an allowance for doubtful accounts based on management's assessment of the collectability of our account receivables. A considerable amount of judgment is required in assessing the amount of the allowance. We consider the historical level of credit losses, apply percentages to aged receivable categories, make judgments about the creditworthiness of each customer based on ongoing credit evaluations, and monitor current economic trends that might impact the level of credit losses in the future. If the financial condition of the customers were to deteriorate, resulting in their inability to make payments, a larger allowance may be required.

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Based on the above assessment, during the reporting years, the management establishes the general provision policy to make an allowance equivalent to the sum of 3% of the amount of accounts receivables less than 1 year, 15% of the amount of accounts receivable between 1 year to 2 years, 40% of the amount of accounts receivable between 2 years to 3 years and 100% of amount of accounts receivable above 3 years. Additional specific provisions are made against account receivables to the extent which they are considered to be doubtful.

Bad debts are written off against the allowance for doubtful accounts when identified. We do not accrue any interest on accounts receivable. Historically, losses from uncollectible accounts have not deviated from the general allowance estimated by the management and no bad debts have been written off against allowance for doubtful accounts directly to the statements of operations. This general provisioning policy has not changed since its establishment and the management considers that the aforementioned general provisioning policy is adequate and does not expect to change this established policy in the near future. Any changes to the estimates of our general provision policy could have a material effect on our results of operations.

Valuation of Long-Lived Assets

We assess the impairment of long-lived assets, which includes goodwill, identifiable intangible assets, and property and equipment (“P&E”), at least annually for goodwill or whenever events or changes in circumstances indicate that the carrying value may not be recoverable for all long-lived assets. Changes in the underlying business could adversely affect the fair value of the enterprise and intangible asset and P&E asset groups. Important factors which could require an impairment review include: (i) underperformance relative to expected historical or projected future operating results; (ii) changes in the manner of use of the assets or the strategy for our overall business; (iii) negative industry or economic trends; (iv) our enterprise fair value relative to net book value.

Our impairment evaluation of identifiable intangible assets and P&E includes an analysis of estimated future undiscounted net cash flows expected to be generated by the assets over their remaining estimated useful lives. If the estimated future undiscounted net cash flows are insufficient to recover the carrying value of the assets over the remaining estimated useful lives, we record an impairment loss in the amount by which the carrying value of the assets exceeds the fair value. We determine fair value based on either market quotes, if available, or discounted cash flows using a discount rate commensurate with the risk inherent in our current business model for the specific asset being valued. Major factors that influence our cash flow analysis are our estimates for future revenue and expenses associated with the use of the asset. Different estimates could have a significant impact on the results of our evaluation. If, as a result of our analysis, we determine that our amortizable intangible assets or other long-lived assets have been impaired, we will recognize an impairment loss in the period in which the impairment is determined. Any such impairment charge could be significant and could have a material negative effect on our results of operations.

Share-based Compensation

We applied ASC 718, Compensation - Stock Compensation (formerly SFAS No. 123R, Share-Based Payment). ASC 718 requires that all share-based compensation be recognized as an expense in the consolidated financial statements and that such cost be measured at the fair value of the award and requires compensation cost to reflect estimated forfeitures. The determination of the fair value of share-based compensation awards on the date of grant using an option-pricing model is affected by our stock price as well as assumptions regarding a number of complex and subjective variables, which include our expected stock price volatility over the term of the awards, actual and projected share option exercise behaviors, risk-free interest rates and expected dividends. The volatility of the Company’s common stock was estimated by management based on the historical volatility of our common stock, the risk free interest rate was based on the Treasury Constant Maturity Rates published by the U.S. Federal Reserve for periods applicable to the expected life of the share option, the expected dividend yield was based on the Company’s current and expected dividend policy, and the projected share option exercise behaviors is based on one-half of the sum of the vesting period and the contractual life of each share option. This is the same as assuming that the options

are exercised at the mid-point between the vesting date and expiration date.

Any uncertainty associated with these assumptions may impact our consolidated financial statements might affect our valuation when the options are granted.

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Inventories

Inventories are stated at the lower of cost or market, using the weighted average method. Raw materials consist primarily of materials used in production. Finished goods consist primarily of equipment used in product sales and system contracting projects. The costs of finished goods include direct costs of raw materials as well as direct labor used in production. Indirect production costs such as utilities and indirect labor related to production such as assembling, shipping and handling costs are also included in the cost of inventory. The Company reviews its inventory periodically to determine if any reserves are necessary for potential obsolescence.

Costs and estimated earnings in excess of billings

The current asset, "Costs and estimated earnings in excess of billings" on contracts, represents revenues recognized in excess of amounts billed.

Billings in excess of costs and estimated earnings

The current liability, "Billings in excess of costs and estimated earnings" on contracts, represents billings in excess of revenues recognized.

Plant and equipment

Plant and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets with a 5% residual value.

Recently issued accounting pronouncements

In April 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update No. 2011-02, Receivables (Topic 310) – A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring, which clarify when a modification or restructuring of a receivable constitutes a troubled debt restructuring. In evaluating whether such a modification or restructuring constitutes a troubled debt restructuring, a creditor must separately conclude that two conditions exist: (1) the modification or restructuring constitutes a concession and (2) the debtor is experiencing financial difficulties. The guidance will be effective for our interim and annual reporting periods beginning after June 15, 2011 and will be applied retrospectively to the beginning of the annual period of adoption. The adoption of this newly issued guidance did not have material impact on our consolidated financial statements.

In May 2011, FASB issued Fair Value Measurement (Topic 820) — Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs No. 2011-0, which provides additional guidance for fair value measurements. These updates to the ASC or Codification include clarifications regarding existing fair value measurement principles and disclosure requirements, and also specific new guidance for items such as measurement of instruments classified within stockholders' equity and disclosures regarding the sensitivity of Level 3 measurements to changes in valuation model inputs. These updates to the Codification are effective for interim and annual periods beginning after December 15, 2011. We do not expect the implementation of this guidance to have a material impact on its consolidated financial statements.

In June 2011, the FASB issued Comprehensive Income (Topic 220) — Presentation of Comprehensive Income (ASU No. 2011-05), which updates the Codification to require the presentation of the components of net income, the components of other comprehensive income (OCI) and total comprehensive income in either a single continuous statement of comprehensive income or in two separate, but consecutive statements of net income and comprehensive income. These updates do not affect the items reported in OCI or the guidance for reclassifying such items to net

income. These updates to the Codification are effective for interim and annual periods beginning after December 15, 2011. We do not expect the implementation of this guidance to have a material impact on its consolidated financial statements.

Results of Operations

Comparison of the Three Months Ended June 30, 2011 and 2010:

| | For the Three Months Ended June 30, 2011 | | For the Three Months Ended June 30, 2010 | | Y/Y Change | |
|-----------------------------|---|-----------------------|---|-----------------------|-------------|--------|
| | Amount (\$) | % of Total Revenue | Amount (\$) | % of Total Revenue | Amount (\$) | % |
| Revenue | | | | | | |
| System contracting projects | 23,303,293 | 79.4 % | 18,267,248 | 80.0 % | 5,036,045 | 27.6 % |
| Products | 5,032,992 | 17.1 % | 3,556,422 | 15.6 % | 1,476,570 | 41.5 % |
| Maintenance Services | 1,022,795 | 3.5 % | 1,009,761 | 4.4 % | 13,034 | 1.3 % |
| Total | | | | | | |
| Revenue | 29,359,080 | 100.0 % | 22,833,431 | 100.0 % | 6,525,649 | 28.6 % |

Total revenues were approximately \$29.4 million for the three months ended June 30, 2011 as compared to \$22.8 million for the three months ended June 30, 2010, an increase of \$6.6 million or 28.6%. This significant increase in our total revenue was primarily due to the increase in revenue from system contracting projects and products sales. The Company recognized revenues from 257 total solution, product sales and maintenance contracts for the three months ended June 30, 2011 as compared to 213 contracts for the three months ended June 30, 2010.

Revenues from our total solution system contracting projects increased by \$5.0 million to \$23.3 million derived from 121 contracts for the three months ended June 30, 2011, compared to \$18.3 million derived from 111 contracts for the three months ended June 30, 2010. This increase in revenues from our system contracting projects was mainly attributable to faster progress in projects from the iron and steel industry during the period. Revenues from product sales were \$5.0 million with 74 contracts executed for the three months ended June 30, 2011, compared to \$3.6 million with 48 contracts executed for the three months ended June 30, 2010. The increase in revenues from product sales was mainly due to the increase in value of product sales contracts executed both from the nuclear industry and the international market in India during the period. Revenues from maintenance services increased by 1.3% to \$1.02 million derived from 62 contracts for the three months ended June 30, 2011, compared to \$1.01 million derived from 54 contracts for the three months ended June 30, 2010. The increase in revenues from maintenance services was mainly attributable to the increase in the number of maintenance service contracts executed as a result of the expansion of our customer base during the period.

In particular, our three largest clients were Wuhan Iron and Steel Group, Handan Iron and Steel Group, and Anshan Iron and Steel Putian Ltd., which collectively contributed approximately \$12.1 million of revenues, representing 41.1 % of total revenues for the three months ended June 30, 2011.

Out of the system contracting revenue of \$23.3 million for the three months ended June 30, 2011, the iron and steel industry contributed approximately \$21.4 million or 91.6 % of the revenue from system contracting projects, while traditional power generation contributed approximately \$1.5 million or 6.6 % of the revenue from system contracting projects. Petrochemical, nuclear and other verticals together represented the remaining \$0.4 million or 1.8 % of the revenue from system contracting projects.

For the three months ended June 30, 2011, the significant increase in reliance on one client for our operating results was due to the significant size of the total solution contract executed with Wuhan Iron and Steel (the "Wuhan Project"). The value of this contract was approximately \$92 million, compared to our historical average contract size of \$1 million for the iron and steel industry. Therefore, as a result of the continued successful implementation of this project, for the three months ended June 30, 2011, Wuhan Iron and Steel contributed \$6.2 million, the largest portion

of our sales during the period. By June 30, 2011, the \$92 million contract with Wuhan Iron and Steel was 53.9 % completed; as a result, we expect that a large portion of our revenue in future reporting periods will be attributable to the execution of this contract.

| | For the Three Months Ended June 30, 2011 | | 2010 | | Y/Y Change | |
|-----------------------------|---|-----------------|-------------|-----------------|-------------|--------|
| | Amount (\$) | % of Revenue | Amount (\$) | % of Revenue | Amount (\$) | % |
| Cost of Revenues | | | | | | |
| System contracting projects | 12,780,057 | 54.8 % | 7,876,558 | 43.1 % | 4,903,499 | 62.3 % |
| Products | 2,885,347 | 57.3 % | 1,856,133 | 52.2 % | 1,029,214 | 55.4 % |
| Maintenance Services | 748,950 | 73.2 % | 705,688 | 69.9 % | 43,262 | 6.1 % |
| Total Cost of Revenues | 16,414,354 | 55.9 % | 10,438,379 | 45.7 % | 5,975,975 | 57.3 % |
| Gross Profit | | | | | | |
| System contracting projects | 10,523,236 | 45.2 % | 10,390,690 | 56.9 % | 132,546 | 1.3 % |
| Products | 2,147,645 | 42.7 % | 1,700,289 | 47.8 % | 447,356 | 26.3 % |
| Maintenance Services | 273,845 | 26.8 % | 304,073 | 30.1 % | -30,228 | -9.9 % |
| Total Gross Profit | 12,944,726 | 44.1 % | 12,395,052 | 54.3 % | 549,674 | 4.4 % |

Cost of revenues for the three months ended June 30, 2011 was approximately \$16.4 million, as compared to \$10.4 million for the three months ended June 30, 2010, representing an increase of approximately \$6.0 million or 57.3%. The increase in cost of revenues was mainly driven by the increase in material costs and subcontractor costs related to the execution of system contracting projects, product sales and maintenance contracts during the period. Gross profit for the three months ended June 30, 2011 was approximately \$12.9 million, as compared to \$12.4 million for the three months ended June 30, 2010, a slight increase of approximately \$0.5 million or 4.4%. Gross margin for the three months ended June 30, 2011 was 44.1% which is lower than the gross margin of 54.3% for the three months ended June 30, 2010. The decrease in overall gross margin was mainly due to the decrease in the gross margin of system contracting projects, product sales and maintenance services during the period.

Gross margin of system contracting projects was 45.2% for the three months ended June 30, 2011, compared to 56.9% for the three months ended June 30, 2010. The decrease in gross margin of system contracting projects was mainly attributable to the following factors: 1) in order to meet the execution timeline for the Wuhan Project, we outsourced certain portions of the project to a subcontractor and such outsourcing resulted in an increase in the overall estimated cost; and 2) the contract mix during the period, as the gross margin of system contracting projects represents the average value of the gross margins of different system contracting projects executed during the period. Since gross margins during each quarter are determined by the revenue-weighted average of gross margins which are comprised of the gross margins of different system contracting projects executed during the period, the decrease in gross margins of system contracting projects were primarily due to the different contract mix during the three months ended June 30, 2011.

The gross margin of product sales was 42.7% for the three months ended June 30, 2011, compared to 47.8% for the three months ended June 30, 2010. The decrease in the gross margin of product sales was mainly attributable to a lower percentage of self-manufactured proprietary products sold through our product sales contracts during the period, contributing to lower gross margin. Of the products sales in the three months ended June 30, 2011, the percentage of self-manufactured proprietary products decreased to 13.4%, compared to 37.8% in the three months ended June 30, 2010. The main reason for the shift in sales from self-manufactured products to third-party manufactured products is the percentage of product sales from the nuclear industry and international market from India increased significantly to 52.5% in the three months ended June 30, 2011, compared to 27.3% for the same period of last year. Since product sales contracts from both the nuclear industry and international market from India typically use fewer self-manufactured proprietary products than other industries, the higher sales contribution from the nuclear industry and international market in India resulted in a lower percentage of self-manufactured proprietary products during the

period.

Gross margin of maintenance services was 26.8% for the three months ended June 30, 2011, compared to 30.1% for the three months ended June 30, 2010. This decrease in the gross margin of maintenance services was primarily due to the increase in labor costs associated with the maintenance contracts during the period.

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For the Three Months Ended June 30,

| | 2011 | | 2010 | | Y/Y Change | |
|-------------------------------|-------------|--------------------|-------------|--------------------|-------------|--------|
| | Amount (\$) | % of Total Revenue | Amount (\$) | % of Total Revenue | Amount (\$) | % |
| Operating Expenses | | | | | | |
| Selling Expense | 2,370,788 | 8.1 % | 2,209,162 | 9.7 % | 161,626 | 7.3 % |
| General Administrative | 2,689,261 | 9.2 % | 2,618,664 | 11.5 % | 70,597 | 2.7 % |
| Depreciation and Amortization | 266,661 | 0.9 % | 202,055 | 0.9 % | 64,606 | 32.0 % |
| R&D | 431,270 | 1.5 % | 399,701 | 1.8 % | 31,569 | 7.9 % |
| Total Operating Expenses | 5,757,980 | 19.6 % | 5,429,582 | 23.8 % | 328,398 | 6.0 % |
| Income From Operations | 7,186,746 | 24.5 % | 6,965,470 | 30.5 % | 221,276 | 3.2 % |

Operating expenses were approximately \$5.8 million for the three months ended June 30, 2011 as compared to approximately \$5.4 million for the three months ended June 30, 2010, a slightly increase of approximately \$0.4 million or 6.0%. This increase in operating expenses was mainly attributable to the increase in selling, general administrative and R&D expenses, and depreciation and amortization during the period.

Selling expenses were approximately \$2.4 million for the three months ended June 30, 2011 as compared to approximately \$2.2 million for the three months ended June 30, 2010, an increase of approximately \$0.2 million or 7.3%. The increase in selling expenses was mainly attributable to the increase in the compensation to our sales team and the increase in the expense related to our warranty expenses during the period. General administrative expenses were approximately \$2.7 million for the three months ended June 30, 2011, as compared to approximately \$2.6 million for the three months ended June 30, 2010, a slight increase of approximately \$0.1 million or 2.7%. The increase in general administrative expenses was mainly attributable to increases in overall compensation to our employees during the period. Depreciation and amortization expenses were approximately \$0.3 million for the three months ended June 30, 2011 as compared to approximately \$0.2 million for the three months ended June 30, 2010, an increase of \$64,607 or 32%. The increase in depreciation and amortization expenses was mainly due to the increase in plant and equipment related to business operations. R&D expenses were approximately \$0.4 million for the three months ended June 30, 2011 as compared to approximately \$0.4 million for the three months ended June 30, 2010, an increase of approximately \$31,526 or 7.9%. The increase in R&D expenses was mainly attributable to the variance in expenditures required in different new product development cycles.

Operating income was approximately \$7.2 million for the three months ended June 30, 2011 as compared to approximately \$7.0 million for the three months ended June 30, 2010, an increase of approximately \$0.2 million or 3.2%. The increase in operating income was mainly attributable to higher revenues during this period.

Total other income net of total other expense was approximately \$5,524 for the three months ended June 30, 2011 as compared to approximately \$0.4 million for the three months ended June 30, 2010, a decrease of approximately \$0.4 million or 98.6%. This decrease was mainly attributable to the increase in bank charges incurred for the security deposits made for new projects developed in India during the period.

Income before income tax was approximately \$7.2 million for the three months ended June 30, 2011 as compared to approximately \$7.4 million for the three months ended June 30, 2010, a decrease of \$0.2 million or 2.4%. The main reason for the slight decrease in income before income tax was mainly due to the decrease in gross margin and the increase in operating expenses during the period.

Provision for income tax was approximately \$1.3 million for the three months ended June 30, 2011 with an effective tax rate of approximately 18.7%, as compared to a \$1.1 million provision for income tax for the three months ended June 30, 2010, an increase of \$0.2 million. The slight increase in provision for income tax was mainly due to the increase of effective tax rate from 14.3% to 18.7% caused by the expiration of 50% tax deduction claimed by two of our subsidiaries - Sureland Equipment and Beijing Hua'an during current period compared with the same period in prior year.

Our net income was approximately \$5.8 million for the three months ended June 30, 2011 as compared to approximately \$6.3 million net income for the three months ended June 30, 2010, a decrease of \$0.5 million or 8.1%. The reason for this decrease in net income was mainly due to the decrease in gross margin and the increase in operating expenses during the period.

Currency translation adjustments resulting from RMB appreciation amounted to \$1.9 million and \$487,746 for the three months ended on June 30, 2011 and 2010, respectively.

Comprehensive income, which aggregates currency adjustment and net income, was approximately \$7.8 million for the three months ended June 30, 2011 as compared to approximately \$6.8 million for the three months ended June 30, 2010, an increase of \$1 million or 14.7%.

Comparison of the Six Months Ended June 30, 2011 and 2010:

| | For the Six Months Ended June 30, 2011 | | 2010 | | Y/Y Change | |
|-----------------------------|---|--------------------------|-------------|--------------------------|-------------|--------|
| | Amount (\$) | % of Total Revenue | Amount (\$) | % of Total Revenue | Amount (\$) | % |
| Revenue | | | | | | |
| System contracting projects | 37,922,657 | 75.3 % | 33,788,996 | 77.2 % | 4,133,661 | 12.2 % |
| Products | 10,222,258 | 20.3 % | 8,087,021 | 18.5 % | 2,135,237 | 26.4 % |
| Maintenance Services | 2,210,041 | 4.4 % | 1,901,140 | 4.3 % | 308,901 | 16.2 % |
| Total | | | | | | |
| Revenue | 50,354,956 | 100.0 % | 43,777,157 | 100.0 % | 6,577,799 | 15.0 % |

Total revenues were approximately \$50.4 million for the six months ended June 30, 2011 as compared to approximately \$43.8 million for the six months ended June 30, 2010, an increase of approximately \$6.6 million or 15.0%. This increase was primarily due to the increase in our revenues from system contracting projects, product sales and maintenance services. We recognized revenues from 310 total solution, product sales and maintenance contracts for the six months ended June 30, 2011 as compared to 260 contracts for the six months ended June 30, 2010.

Revenues from system contracting projects increased by 12.2% to \$37.9 million derived from 140 contracts for the six months ended June 30, 2011, compared to \$33.8 million derived from 127 contracts for the six months ended June 30, 2010. This increase in the revenues from system contracting projects was mainly attributable to the increase in the number of system contracting projects we executed and the continued successful execution of large projects for Wuhan Iron and Steel Group and Handan Iron and Steel Group during the period. Revenues from product sales were \$10.2 million with 104 contracts executed for the six months ended June 30, 2011, compared to \$8.1 million with 78 contracts executed for the six months ended June 30, 2010. The increase in revenues from product sales was mainly due to the increase in value of product sales contracts executed both in the nuclear industry and the international market in India during the period. The revenues from maintenance services also increased by 16.2% to \$2.2 million derived from 66 contracts for the six months ended June 30, 2011, compared to \$1.9 million derived from 55 contracts for the six months ended June 30, 2010. The increase in revenues from maintenance services was mainly attributable to the increase in the number of maintenance service contracts executed as the result of the expansion of our customer base during the period.

In particular, the three largest customers were Wuhan Iron and Steel Group, Handan Iron and Steel Group, and Anshan Iron and Steel Putian Ltd., which collectively contributed approximately \$22.5 million of revenues, representing 44.6% of total revenues for the six months ended June 30, 2011.

| | For the Six Months Ended June 30 2011 | | 2010 | | Y/Y Change | |
|-----------------------------|--|-----------------|-------------|-----------------|-------------|--------|
| | Amount (\$) | % of Revenue | Amount (\$) | % of Revenue | Amount (\$) | % |
| Cost of Revenues | | | | | | |
| System contracting projects | 19,809,275 | 52.2 % | 15,187,843 | 44.9 % | 4,621,432 | 30.4 % |
| Products | 5,693,828 | 55.7 % | 3,310,200 | 40.9 % | 2,383,628 | 72.0 % |

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| | | | | | | |
|-----------------------------|------------|--------|------------|--------|-----------|--------|
| Maintenance Services | 1,608,473 | 72.8 % | 1,251,906 | 65.9 % | 356,567 | 28.5 % |
| Total Cost | | | | | | |
| of Revenues | 27,111,576 | 53.8 % | 19,749,949 | 45.1 % | 7,361,627 | 37.3 % |
| Gross Profit | | | | | | |
| System contracting projects | 18,113,382 | 47.8 % | 18,601,153 | 55.1 % | -487,771 | -2.6 % |
| Products | 4,528,430 | 44.3 % | 4,776,821 | 59.1 % | -248,391 | -5.2 % |
| Maintenance Services | 601,568 | 27.2 % | 649,234 | 34.1 % | -47,666 | -7.3 % |
| Total | | | | | | |
| Gross Profit | 23,243,380 | 46.2 % | 24,027,208 | 54.9 % | -783,828 | -3.3 % |

Cost of revenues for the six months ended June 30, 2011 was approximately \$27.1 million, as compared to \$19.7 million for the six months ended June 30, 2010, an increase of approximately \$7.4 million or 37.3%. Gross profit for the six months ended June 30, 2011 was approximately \$23.2 million, as compared to \$24.0 million for the six months ended June 30, 2010, a decrease of approximately \$0.8 million or 3.3%. Gross margin for the six months ended June 30, 2011 was 46.2 %, which is lower than the gross margin of 54.9 % for the six months ended June 30, 2010. The decrease in our gross margin was mainly due to the decrease in the gross margins of our system contracting projects, product sales and maintenance services during the period.

Gross margin of system contracting projects was 47.8% for the six months ended June 30, 2011, compared to 55.1% for the six months ended June 30, 2010. The decrease in gross margin of system contracting projects was mainly attributable the following factors: 1) in order to meet the execution timeline for the Wuhan Project, we outsourced certain portions of the project to a subcontractor and such outsourcing resulted in an increase in the overall estimated cost; and; 2) the contract mix during the period, as the gross margin of system contracting projects represents the average value of the gross margins of different system contracting projects executed during the period. Since gross margins during each quarter are determined by the revenue-weighted average of gross margins which are comprised of the gross margins of different system contracting projects executed during the period, the decrease in gross margins of system contracting projects were primarily due to the different contract mix during the six months ended June 30, 2011.

The gross margin of product sales was 44.3% for the six months ended June 30, 2011, compared to 59.1% for the six months ended June 30, 2010. The decrease in the gross margin of product sales was mainly attributable to a lower percentage of self-manufactured proprietary products sold through our product sales contracts during the period, contributing to lower gross margin. Of the products sales in the six months ended June 30, 2011, the percentage of self-manufactured proprietary products decreased to 17.0 %, compared to 39.8 % in the six months ended June 30, 2010. The main reason for the shift in sales from self-manufactured products to third-party manufactured products is the percentage of product sales to the nuclear industry and international market from India increased significantly to 40.1 % in the six months ended June 30, 2011, compared to 23.5 % for the same period of last year. Since product sales contracts from both the nuclear industry and international market from India typically use fewer self-manufactured proprietary products than other industries, the higher sales contribution from the nuclear industry and international market in India resulted in a lower percentage of self-manufactured proprietary products during the period.

Gross margin of maintenance services was 27.2% for the six months ended June 30, 2011, compared to 34.1% for the six months ended June 30, 2010. This decrease in the gross margin of maintenance services was primarily due to the increase in labor costs associated with the maintenance contracts during the period.

| | For the Six Months Ended June 30, | | | | | | | |
|-------------------------------|-----------------------------------|--------------------|-------------|--------------------|-------------|--------|--|--|
| | 2011 | | 2010 | | Y/Y Change | | | |
| | Amount (\$) | % of Total Revenue | Amount (\$) | % of Total Revenue | Amount (\$) | % | | |
| Operating Expenses | | | | | | | | |
| Selling Expense | 4,727,190 | 9.4 % | 4,205,360 | 9.6 % | 521,830 | 12.4 % | | |
| General | | | | | | | | |
| Administrative | 5,997,654 | 11.9 % | 5,558,741 | 12.7 % | 438,913 | 7.9 % | | |
| Depreciation and Amortization | 513,483 | 1.0 % | 402,161 | 0.9 % | 111,322 | 27.7 % | | |
| R&D | 948,852 | 1.9 % | 796,597 | 1.8 % | 152,255 | 19.1 % | | |
| | 12,187,179 | 24.2 % | 10,962,859 | 25.0 % | 1,224,320 | 11.2 % | | |
| Total Operating | | | | | | | | |

Expenses

| | | | | | | |
|---------------------------|------------|--------|------------|--------|------------|---------|
| Income From Operations | 11,056,201 | 22.0 % | 13,064,349 | 29.8 % | -2,008,148 | -15.4 % |
|---------------------------|------------|--------|------------|--------|------------|---------|

Operating expenses were approximately \$12.2 million for the six months ended June 30, 2011 as compared to approximately \$11.0 million for the six months ended June 30, 2010, an increase of approximately \$1.2 million or 11.2 %. The increase in operating expenses was mainly due to the increase in our selling expense, general administrative expenses, depreciation and amortization and R&D expenses during the period.

Selling expenses were approximately \$4.7 million for the six months ended June 30, 2011 as compared to approximately \$4.2 million for the six months ended June 30, 2010, an increase of approximately \$0.5 million or 12.4%. The increase in selling expenses was mainly attributable to the increase in compensation to our sales team and the increase in the expense related to our warranty expenses during the period. General administrative expenses were approximately \$6.0 million for the six months ended June 30, 2011, as compared to approximately \$5.6 million for the six months ended June 30, 2010, an increase of approximately \$0.4 million or 7.9 %. The increase in general administrative expenses was mainly attributable to increases in overall compensation to our employees during the period. Depreciation and amortization expenses were approximately \$0.5 million for the six months ended June 30, 2011 as compared to approximately \$0.4 million for the six months ended June 30, 2010, an increase of \$111,322 or 27.7%. The increase in depreciation and amortization expenses was mainly due to the increase in plant and equipment related to business operations. R&D expenses were approximately \$0.9 million for the six months ended June 30, 2011 as compared to approximately \$0.8 million for the six months ended June 30, 2010, an increase of \$152,255 or 19.1%. The increase in our R&D expenses was mainly attributable to the variance in expenditure required in different product development cycles.

Income from operations was approximately \$11.1 million for the six months ended June 30, 2011 as compared to approximately \$13.1 million for the six months ended June 30, 2010, a decrease of \$2.0 million or 15.4%. The decrease in our operating income was mainly attributable to the decrease in our gross margin and increase in our operating expenses during this period.

Total net other income was approximately \$0.2 million for the six months ended June 30, 2011 as compared to approximately \$0.5 million for the six months ended June 30, 2010, a decrease of \$302,602 or 58.1 %. This decrease was mainly attributable to the increase in bank charges incurred for the security deposits made for new projects developed in India during the period.

Income before income tax was approximately \$11.3 million for the six months ended June 30, 2011 as compared to approximately \$13.6 million of income before income tax for the six months ended June 30, 2010, a decrease of \$2.3 million or 17%. The reason for this decrease in income before income tax was mainly due to the decrease in our gross margin and increase in our operating expenses during the period.

Provision for income tax was approximately \$2.3 million for the six months ended June 30, 2011 as compared to approximately \$2.1 million in provision for income tax for the six months ended June 30, 2010, an increase of \$262,969. The slight increase in provision for income tax was mainly due to an increase in the effective tax rate from 15.1% to 20.5% caused by the expiration of 50% tax deduction claimed by two of our subsidiaries - Sureland Equipment and Beijing Hua'an, and offset by the decrease of net income before income tax during the current period compared with the same period in prior year.

Our net income was approximately \$8.9 million for the six months ended June 30, 2011 as compared to approximately \$11.6 million net income for the six months ended June 30, 2010, a decrease of approximately \$2.6 million or 22.8%. This decrease in the net income was mainly due to the decrease in our gross margin and the increase in our operating expenses during the period.

Currency translation adjustments resulting from RMB appreciation amounted to \$2.6 million and \$467,273 for the six months ended June 30, 2011 and 2010, respectively.

Comprehensive income, which aggregates currency adjustment and net income, was approximately \$11.6 million for the six months ended June 30, 2011 as compared to approximately \$12.0 million for the six months ended June 30, 2010, a decrease of \$0.4 million or 3.3 %.

Liquidity and Capital Resources

As of June 30, 2011, we had working capital of \$115.6 million, including cash and cash equivalents of \$30.6 million. The following table sets forth a summary of our cash flow for the periods indicated:

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Statements of Cash Flow

| | For the Six months Ended June 31, | |
|---|-----------------------------------|----------------|
| | 2011 | 2010 |
| Net cash provided by (used in) operating activities | \$ 5,984,118 | \$ (4,311,313) |
| Net cash used in investing activities | (589,248) | (632,450) |
| Net cash provided by (used in) financing activities | (3,531,871) | (2,357,483) |
| Effect of foreign currency translation | 576,010 | 98,255 |
| Net cash flow | \$ 2,439,009 | \$ (7,202,991) |

Operating Activities

Comparison of the six months ended June 30, 2011 and 2010:

Net cash provided by operating activities was approximately \$6.0 million for the six months ended June 30, 2011 as compared to approximately \$4.3 million used for the same period in 2010. The significant increase in net cash provided by operating activities was mainly due to the successful collection of the notes receivable. Net cash provided by operating activities in the six months ended June 30, 2011 was mainly due to net income of \$9.0 million, an \$8.1 million decrease in notes receivable, a \$4.6 million increase in accrued liabilities, a \$2.8 million decrease in prepayments and deferred expenses, a \$2.7 million increase in accounts payable and a \$2.0 million increase in tax payable, offset by a \$9.0 million increase in accounts receivable, a \$14.9 million increase in costs and estimated earnings in excess of billings and a \$3.3 million increase in inventories.

The increase of \$14.9 million in costs and estimated earnings in excess of billings for the six months ended June 30, 2011 was mainly due to the increase in aggregate value of projects in which we have recognized revenues greater than the amount we have billed our customers for these projects, while the increase in billings in excess of costs and estimated earnings was mainly due to the increase in the aggregate value of projects where we have billed our customers more than the amount of revenue we have recognized for these projects.

As of June 30, 2011, approximately 6.9% of accounts receivable related to revenue recognized for maintenance service contracts was due from clients in China's iron and steel industry. Most of these clients are leading, large-size State-Owned Enterprises ("SOEs"), and include Anshan Iron and Steel, Wuhan Iron and Steel and Capital Iron and Steel. Since China's government is the majority shareholder of these companies, the creditworthiness of these companies is generally perceived to be much higher than that of private companies in the market. Moreover, we have not observed nor do we expect to observe any bankruptcies amongst these leading SOEs in the foreseeable future. Therefore, we believe that the accounts receivable for maintenance service contracts are highly collectible. Also, given that accounts receivable from such SOEs are highly collectible overall, it is customary in the interest of maintaining client relationships and securing recurring maintenance contracts not to aggressively enforce the collection of receivables.

During the past six months, we did not change or extend our standard contract payment terms. Primarily, fundamental weaknesses in the iron and steel industry resulted in the delay of customers' payments related to the revenue recognized for maintenance service contracts beyond one-year. These delays also are a side effect of the industry practice to not aggressively enforce collection of SOE receivables in the interest of maintaining client relationships. These late payments were the result of our goodwill to maintain client relationships rather than the result of payment extensions.

According to our standard contract terms, the prerequisite that must be met in order to have the legal right to bill our customers for the amounts recognized as unbilled costs and earnings is the customer's acceptance of the completion of

different stages throughout the project. This is accomplished through the customer's inspection process upon completion of certain stages of a project's implementation including (but not limited to): the completion of a project's design, the delivery of certain equipment to a project's location, the completion of a certain stage of a project's construction, the completion of a system adjustment and final acceptance by the customer and the fire safety department. For a standard system contracting project, there are multiple stages of construction, customer inspection and billing. These processes are on-going throughout the term of the contract, which can be for an extended period of time. In our operating history, we have never been unable to bill our customers or receive payments for the amounts recognized as unbilled costs and earnings as a result of the customer's inspection process upon achieving a certain stage. Therefore, the collectability of the amounts recognized as unbilled costs and earnings is reasonably assured.

The main reason for the recent delays or prolonged customer inspection processes is the weakness in the iron and steel industry. These delays or prolonged inspection processes can slow the customers' payments to their suppliers including our company. The recent delays in our customer's inspection process did not relate to any performance issues raised by our customers. We have not experienced any inability to bill and/or experienced non-payment for a receivable and/or customer's claim because of a contract dispute. In recent quarters, we have not made any material changes in the standard contract payment provisions as compared to prior periods.

There are a number of factors and/or circumstances that could adversely impact our ability to collect the receivables from and/or bill the Costs and estimated earnings in excess billings ("CIEB") to the SOEs. First, a significant decline in the overall demand for iron and steel products in China could adversely impact our ability to collect the receivables from and/or bill the CIEB to the SOEs. The iron and steel industry is one of the core industries in China's economy. Thus, the Chinese government has a vested interest in maintaining the health of this sector and consequently maintains shareholdings in key players in the industry. However, if there was a significant decrease in the overall demand for iron and steel products in China, the Chinese government could be forced to close certain companies, even SOEs, whose iron and steel production capacities are outdated. Second prolonged monetary losses amongst SOEs could adversely impact our ability to collect the receivables from and/or bill the CIEB to the SOEs. If the iron and steel SOEs sustained long-term losses with no prospects for improvement, there exists the possibility that the Chinese government could force these SOEs to be acquired or even shutdown. Even though the possibility exists, we have never observed these circumstances nor do we expect them to occur in the foreseeable future.

As the Chinese government is only a shareholder in these SOEs, we do not have any direct recourse against the Chinese government and there is not any requirement for the Chinese government to settle and/or act on the payment of the receivables.

However, there are a few mechanisms available to us to collect the receivables from the SOEs, including the following:

1) In order to improve the collection of our accounts receivable, during the third quarter of 2010 we formed a special accounts receivable collection team to enhance communication with our clients. Not only do we assign accounts receivable quotas to each individual sales person, we also hold a weekly accounts receivable team call to ensure full execution and effectiveness of our accounts receivable collection process.

2) If the enhanced collection effort does not lead to a successful collection of receivables, we can have our counsel send an opinion letter to our delinquent clients to express our serious concern over the collection of the outstanding receivables and highlighting the importance we attach to the collection of receivables.

3) If the two mechanisms discussed above do not produce positive results in the collection of our receivables, the last mechanism available to us is to initiate a legal proceeding in a Chinese court against any clients unwilling to pay us. However, it is difficult to predict how long a lawsuit can take or its final adjudication. In the history of the Company's operation, we have never initiated a legal proceeding against our SOE clients over payment matters.

Account Receivable Aging Analysis, as of June 30, 2011

| | 1-180 days | 181-360 days | 361-720 days | 720-1080 days | over 1080 days | Total |
|---------|---------------|--------------|--------------|---------------|----------------|---------------|
| Balance | \$ 35,078,824 | \$ 9,154,419 | \$ 9,433,780 | \$ 4,413,790 | \$ 4,949,091 | \$ 63,029,904 |

As of June 30, 2011, the Company believes that 11.6% of accounts receivable will be collected in more than one year, based on our historical collection pattern.

CIEB is the net difference between the aggregate values of recognized revenue versus the aggregate value of invoices billed. This amount reflects the timing difference between the date that we recognize revenue and the date that we bill to our customers. Revenue recognized from total solution projects is based on the percentage of project's completion, which most properly reflects the progress of the total solution service we provide to our clients, while the billing to our customers is based on a given contract's payment schedule.

As of June 30, 2011, the balance of CIEB was \$56.5 million. There was a material portion of CIEB that was not yet billed as of June 30, 2011. The reason for the increase in CIEB in recent quarters is our clients' prolonged inspection and approval period for the project completion and their related administrative processes resulting from the industry-wide weakness experienced in China's iron and steel industry during recent quarters. However, we believe that this industry-wide weakness is short-term. We anticipate that the ratio of CIEB relative to our total current assets will revert back to comparatively normal levels when the iron and steel industry recovers.

Investing Activities

Net cash used in investing activities in the six months ended June 30, 2011 was \$589,248 as compared to net cash used in investing activities of \$632,450 in the same period of 2010. The cash used in investing activities in the six months ended June 30, 2011 was mainly attributable to the capital expenditures in the purchase of new equipment.

Financing Activities

Net cash used in financing activities in the six months ended June 30, 2011 totalled \$3.5 million as compared to \$2.4 million used in financing activities in the same period of 2010. The cash used in financing activities in the six months ended June 30, 2011 was mainly attributable to the increase in restricted cash during the period.

As a result of the total cash activities, net cash increased \$2.4 million from December 31, 2010. We believe that our currently available working capital of \$115.6 million, including cash and cash equivalents of \$30.6 million, is adequate to sustain our operations at our current level and our normal anticipated growth.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market risk is the risk of loss to future earnings, to fair values or to future cash flows that may result from changes in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, exchange rates, commodity prices, equity prices and other market changes. Our cash and cash equivalents are held for working capital purposes and consist primarily of bank deposits. We do not enter into investments for trading or speculative purposes.

Interest Rate Risk

We currently do not have any long-term debt. Our exposure to interest rate risk primarily relates to the interest income generated by excess cash invested in demand deposits. We have not used derivative financial instruments in our investment portfolio in order to reduce interest rate risk. Interest earning instruments carry a degree of interest rate risk and our future interest income may change, depending on market interest rate movement.

Foreign Currency Risk

Our business is operated in the PRC and India, and its value is effectively denominated in Renminbi and India's Rupee. The fluctuation of foreign exchange rate between U.S. dollars and Renminbi and U.S. dollar and India's Rupee could affect the value of our common stock. Our revenues and expenses are primarily denominated in Renminbi and India's Rupee, and so our exposure to foreign exchange risks should generally be limited. We do not have material monetary assets and liabilities denominated in U.S. dollars, although to the extent that we do in the future, the fluctuation of foreign exchange rate would affect the value of these monetary assets and liabilities denominated in U.S. dollars. Generally, appreciation of Renminbi and India's Rupee against U.S. dollars will devalue the assets and liabilities denominated in U.S. dollar, while devaluation of Renminbi and India's Rupee against U.S. dollars will appreciate the assets and liabilities denominated in U.S. dollar. In China and India, very limited hedging transactions are available to reduce our exposure to exchange rate fluctuations. To date, we have not entered into any hedging transactions in an effort to reduce our exposure to foreign currency exchange risk. While we may decide to enter into hedging transactions in the future, the availability and effectiveness of these hedges may be limited and we may not be able to successfully hedge our exposure at all.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls. As required by Exchange Act Rule 13a-15(b), our management has carried out an evaluation, under the supervision of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2011.

Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of June 30, 2011.

(b) Changes in internal control over financial reporting. There was no change in our internal control over financial reporting that occurred in the second quarter of 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

For a description of our material legal proceedings, see the section captioned “Contingencies” included in Note 16 — “Commitments and Contingencies” in the Notes to the condensed consolidated financial statements, which is incorporated by reference herein.

Item 1A. Risk Factors

We have no material changes to the risk factors previously disclosed in our Form 10-K for the year ended December 31, 2010.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. (Removed and Reserved)

Item 5. Other Information

None.

Item 6. Exhibits

The following exhibits are hereby filed as part of this Quarterly Report on Form 10-Q.

Exhibit

| Number: | Description |
|---------|--|
| 31.1 | Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Principal Accounting Officer under Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certifications Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350 |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant certifies that it has duly caused this Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized.

CHINA FIRE & SECURITY GROUP, INC.

Dated: August 15, 2011

By: /s/ Brian Lin
Brian Lin
Chief Executive Officer

Dated: August 15, 2011

By: /s/ Tongzhou Qin
Tongzhou Qin
Chief Financial Officer

