

ASIA PROPERTIES INC  
Form 10-Q/A  
October 31, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q/A**

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

For the quarterly period ended **March 31, 2016**

OR

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

Commission File Number: **000-51048**

**ASIA PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b> (State or other jurisdiction of incorporation or organization)	<b>47-0855301</b> (IRS Employer Identification No.)
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**119 Commercial Street**

**Suite 190-115, Bellingham 98225**

**Washington 98225**  
(Address of principal executive offices) (Zip Code)

**(360) 392-2841**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. **Yes [X]** No [ ]

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

Large accelerated filer [ ]

Accelerated filer [ ]

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: **As of October 31, 2017, the issuer had 1,617,199,362 shares of common stock outstanding.**

The Explanatory Note is as follows:

*We have filed this Amended Form 10-Q for March 31, 2016 in order to correct a number of inadvertent errors uncovered by management.*

**ASIA PROPERTIES, INC.**

**Quarterly Report on Form 10-Q**

**For the Quarterly Period Ended March 31, 2016**

**FORWARD-LOOKING STATEMENTS**

This Form 10-Q for the quarterly period ended March 31, 2016 contains forward-looking statements that involve risks and uncertainties. Forward-looking statements in this document include, among others, statements regarding our capital needs, business plans and expectations. Such forward-looking statements involve assumptions, risks and uncertainties regarding, among others, the success of our business plan, availability of funds, government regulations, operating costs, our ability to achieve significant revenues, our business model and products and other factors. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may”, “should”, “expect”, “plan”, “intend”, “anticipate”, “believe”, “estimate”, “predict”, “potential” or “continue”, the negative of such terms or other comparable terminology. In evaluating these statements, you should consider various factors, including the assumptions, risks and uncertainties set forth in reports and other documents we have filed with or furnished to the SEC. These factors or any of them may cause our actual results to differ materially from any forward-looking statement made in this document. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding future events, our actual results will likely vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. The forward-looking statements in this document are made as of the date of this document and we do not intend or undertake to update any of the forward-looking statements to conform these statements to actual results, except as required by applicable law, including the securities laws of the United States.

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

	March 31, 2016 (Unaudited)	December 31, 2015 (Audited)
Assets		
Current		
Cash	\$903	\$842
Total Current Assets	903	842
Total Assets	\$903	\$842
Liabilities and stockholders' deficiency		
Current liabilities		
Accounts payable	18,969	16,328
Accrued Liabilities	27,500	24,500
Due to Shareholders	186,292	187,565
Line of Credit (Note 3)	52,252	50,310
Total Current liabilities	\$285,013	\$278,703
Stockholders' deficiency		
Common stock, \$0.001 par value, 2,000,000,000 authorized shares (67,199,362 Issued and outstanding March 31, 2016 and December 31, 2015, respectively) (Note 4)	67,199	67,199
Additional paid-in capital	5,668,629	5,668,629
Accumulated deficit	(6,019,938)	(6,013,689)
<b>Total stockholders' deficiency</b>	<b>(284,110 )</b>	<b>(277,861 )</b>
Total liabilities and deficiency	\$903	\$842
Subsequent Event (Note 6)		

See accompanying notes to the unaudited condensed interim financial statements.

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

	For the Three Months Ended March 31, 2016	For the Three Months Ended March 31, 2015
Operating expenses		
General and administrative expenses	875	23,608
Loss on conversion of debt (Note 4)	-	762,199
Professional Fee	3,000	12,814
Consulting fees	-	48,700
Interest expense and bank charges	2,374	1,655
Loss before income tax	(6,249	) (848,976 )
Income tax expense	-	-
Net loss	\$(6,249	) \$(848,976 )
Weighted average number of shares: Basic and diluted	67,199,362	67,152,109
Net loss per share – Basic and diluted	\$(0.000	) \$(0.013 )

See accompanying notes to the unaudited condensed financial statements.



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

	For the Three Months Ended March 31, 2016	For the Three Months Ended March 31, 2015
Cash flows used in operating activities		
Net loss	\$(6,249)	\$(848,976)
Changes in operating assets and liabilities		
Shares issued for debt	-	762,199
Increase in payables and accruals	5,641	87,021
Net cash (used in) provided by operating activities	(608 )	244
Cash flows from financing activities		
Advances from line of credit	\$1,942	-
Repayment to shareholders	(1,273)	-
Repayment of long term loan	-	(1,573 )
Net cash (used in) provided by financing activities	669	(1,573 )
Net increase (decrease) in cash	61	(1,329 )
Cash and Cash Equivalents, beginning of period	842	2,836
Cash and Cash Equivalents, end of period	\$903	\$1,507
Supplemental Disclosure of Cash Flow Information:		
Cash paid for interest	1,671	1,524
Cash paid for taxes	-	-

See accompanying notes to the unaudited condensed financial statements.

**Asia Properties, Inc.**

**Notes to the Unaudited Condensed Financial Statements**

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

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

These unaudited condensed interim financial statements have been prepared on the basis of a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business. The Company is in the development stage and has not yet realized profitable operations and has relied on non-operational sources to fund operations. The Company has suffered recurring losses and additional future losses are anticipated as the Company has not yet been able to generate revenue. In addition, as of March 31, 2016, the Company has a working capital deficiency of \$284,110 (December 31, 2015 -\$277,861) and an accumulated deficit of \$6,019,938 (December 31, 2015 -\$6,013,689). The Company’s ability to continue, as a going concern is dependent on successfully executing its business plan, which includes the raising of additional funds. The Company will continue to seek additional forms of debt or equity financing, but it cannot provide assurances that it will be successful in doing so. These circumstances raise substantial doubt as to the ability of the Company to meet its obligations as they come due and accordingly, the appropriateness of the use of accounting principles applicable to a going concern. The accompanying unaudited condensed interim financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. Such adjustment could be material.

**2. Summary of Significant Accounting Policies**

**Basis of Presentation**

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“US GAAP”) for interim financial information and the Securities Exchange Commission (“SEC”) instructions to Form 10-Q and Article 8 of SEC Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements and should be read in conjunction with the Company’s audited financial statements for the year ended December 31, 2015 and notes thereto included in the Form 10-K filed with the SEC on September 29, 2017. The accompanying unaudited condensed financial statements are expressed in United States dollars (“USD”). In the

opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of financial position and results of operations for the interim periods presented have been reflected herein. Operating results for the three months ended March 31, 2016, are not necessarily indicative of the results that may be expected for the year ended December 31, 2016.

### **Use of Estimates**

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

**Asia Properties, Inc.****Notes to the Unaudited Condensed Financial Statements****2. Summary of Significant Accounting Policies (continued)****Recent Accounting Pronouncements**

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

**3. Line of Credit**

The Company has a revolving credit facility with Wells Fargo for a maximum business line amount of \$62,500. Interest is charged at 13% annually. As at March 31, 2016, the balance amounted to \$52,252 (December 31, 2015 - \$50,310). The line of credit is secured personally by a shareholder of the Company.

**4. Common Stock**

The following table summarizes common stock issuances:

		Number of Shares	Common Stock Amount
Balance as of December 31, 2014		43,199,362	43,199
Shares issued for debt settlement at \$0.07-\$0.12 per share	a	24,000,000	24,000
Shares issued for investment and held in escrow	b	-	-
Balance as of December 31, 2015 and March 31, 2016		67,199,362	67,199

On January 1, 2015 and January 2, 2015, the Company issued 6,800,000 and 17,200,000 shares of common stock at \$0.12 and \$0.07 per share respectively (which was the market value of the shares of the Company on transaction date) to settle a debt of \$1,257,801 owed to a former director of the Company. Accordingly, the Company recorded a loss of \$762,199 on conversion of debt.

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

The Company's authorized capital consists of 2,000,000,000 shares of common stock. At March 31, 2016 and December 31, 2015, there were 1,017,199,362 shares of common stock issued and outstanding comprising of 982,186,650 restricted shares, including 950,000,000 shares of restricted common stock for the purchase of 100% shares of Asia Innovation Technology Limited and its assets, as disclosed above and 35,012,712 non-restricted shares. These restricted shares will be available for sale under Rule 144 of the Securities Act of 1933, as amended, when the conditions of Rule 144 have been met.

## **5. Pending Transaction**

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

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

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

## **6. Subsequent Events**

The Company's management has evaluated subsequent events up to October 31, 2017, the date the financial statements were issued, pursuant to the requirements of ASC 855 and has determined the following material subsequent events:

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

Additionally, at the Closing, ASPZ shall deliver to SKML, Stock certificate(s) representing six hundred million shares issued in the name or names designated by SKML. It is understood that the stock certificates so delivered will display the required restrictive legend pursuant to Rule 144 of the United States Securities and Exchange Act.

The Agreement further states that both Parties agree that all shares issued, pursuant to the terms and conditions of the agreement, shall be held in escrow and shall be deemed to be in the full control of Asia Properties, Inc. until the Closing.

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

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

### **Plan of Operation**

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

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

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

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

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

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

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

## **Results of Operations**

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

### ***Balance sheet – As at March 31, 2016 and December 31, 2015***

#### **Cash**

At March 31, 2016 we had cash of \$903 compared to \$842 as at December 31, 2015. The increase is due to normal operating activities.

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

At March 31, 2016 we had \$18,969 of accounts payable as compared to \$16,328 as at December 31, 2015. The balance represents amounts owed for consulting and other services.

At March 31, 2016 we had \$27,500 of accrued liabilities as compared to \$24,500 as at December 31, 2015. The balance primarily represents legal fee accrual of \$13,000, accounting fee accrual of \$8,500, review fee accrual of \$3,000, transfer agent accrual of \$2,000, and Edgar agent accrual of \$1,000.

#### **Due to Shareholders**



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At March 31, 2016 we had \$186,292 of amount payable to shareholders as compared to \$187,565 as at December 31, 2015. The balance comprises amounts owed to shareholders for consulting services.

### **Line of Credit**

At March 31, 2016 we had an operating line of credit balance of \$52,252 as compared to \$50,310 as at December 31, 2015. The increase is due to advances for working capital financing of the company.

### ***Statement of Operations – For the three months March 31, 2016 and 2015:***

#### **Revenues**

The Company did not generate any revenues from our operations during the three-month periods ended March 31, 2016 and 2015.

#### **Expenses**

During the three-month period ended March 31, 2016, the Company incurred general and administrative expenses of \$875 (2015 - \$23,608), loss on conversion of debt of \$nil (2015 - \$762,199), professional fees of \$3,000 (2015 - \$12,814), interest and bank charges of \$2,374 (2015 - \$1,655 and consulting fees of \$nil (2015 - \$48,700).

### ***Liquidity and Capital Resources***

At March 31, 2016, we had a working capital deficit of \$284,013. We are actively seeking various financing operations to meet the working capital requirements.

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

Net cash used by operating activities was \$1,880 for the three-month period ended March 31, 2016. For the same period in 2015, there was net cash provided of \$244.

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

The Company did not incur any investment costs in the three-month period ended March 31, 2016,

### **Cash from Financing Activities**

The Company has funded operations, to date, primarily from sales of our common stock but did not receive any funds from the issuance of shares during the three months ended March 31, 2016. There are no assurances that we will be able to achieve further sales of our common stock or any other form of additional financing.

### ***Going Concern***

We are a development stage company. Planned principal activities have begun but Asia Properties has not generated significant revenues to date. The Company had a negative working capital of \$284,110 and a negative stockholders' equity of \$284,110 at March 31, 2016. These matters raise doubt about Asia Properties' ability to continue as a going concern. Continuation of Asia Properties' existence depends upon its ability to obtain additional capital. Management's plans in regards to this matter include receiving continued financial support from directors and raising additional equity financing in 2016. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### ***Future Financing***

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

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

The Company does not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which are established

for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

***Critical Accounting Policies***

Critical accounting policies are described in the Company's Form 10-K for the year ended December 31, 2015.

### *Subsequent Events*

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

Additionally, at the Closing, the Company shall deliver to SKML, Stock certificate(s) representing six hundred million shares issued in the name or names designated by SKML. It is understood that the stock certificates so delivered will display the required restrictive legend pursuant to Rule 144 of the United States Securities and Exchange Act.

The Agreement further states that both Parties agree that all shares issued, pursuant to the terms and conditions of the agreement, shall be held in escrow and shall be deemed to be in the full control of the Company until the Closing.

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

Not applicable.

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

The Company maintains disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to ensure that information required to be disclosed by the Company in reports it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to the Company’s management, including the Company’s Chief Executive Officer/Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. As of the end of the period covered by this report, and under the supervision and with the participation of management, including its Chief Executive Officer/Chief Financial Officer, who is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined

in Rules 13a-15(f) and 15d-15(f) of the Exchange Act, such persons conducted an evaluation of the effectiveness of the design and operation of these disclosure controls and procedures. Based on this evaluation and subject to the foregoing, the Company's Chief Executive Officer/Chief Financial Officer concluded that these controls are not effective because there is a material weakness in our internal controls over financial reporting. A material weakness is a deficiency, or a combination of control deficiencies, in internal control over reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. The material weakness identified is that all of the Company's accounting functions, including the preparation of audit and financial statements are carried out and reviewed by our Chief Executive Officer/Chief Financial Officer. The Company does not have a separate audit committee at this time. The lack of accounting staff results in a lack of segregation of duties and technical accounting experience necessary for an effective internal control system. The Company recognizes the importance of internal controls. As the Company is currently a development stage company with limited ongoing financial operations, in an effort to mitigate this material weakness to the fullest extent possible, at present the Chief Executive Officer reviews the Company's financial information and reports for reasonableness. All unexpected results are investigated. At any time, if it appears that any control can be implemented to continue to mitigate such weakness, it will be immediately implemented. As the Company grows in size and as its finances allow, management will hire sufficient accounting staff and implement appropriate procedures for monitoring and review of work performed by our financial consultant.

## **PART II - OTHER INFORMATION**

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

We are not presently a party to any legal proceedings and, to our knowledge, no such proceedings are threatened or pending.

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

No stock was sold for valuable consideration during the three months ended March 31, 2016.

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

None.

### **Item 4. Submission of Matters to a Vote of Security Holders.**

No matters were submitted to our security holders for a vote during the three months ended March 31, 2016.

**Item 5. Other Information.**

None.

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**Item 6. Exhibits.**

The following exhibits are attached hereto:

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

\* Filed herewith.



**SIGNATURES**

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

**ASIA PROPERTIES, INC.**

Date: October 31, 2017

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

