CHINA XINGBANG INDUSTRY GROUP INC.

FORM 10-K
(Annual Report)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K

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

For the fiscal year ended December 31, 2015

Or

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

For the transition period from _________ to _____________

Commission file number: 000-54429

CHINA XINGBANG INDUSTRY GROUP INC.
(Exact name of registrant as specified in its charter)

Nevada	**99-0366034**
(State or other jurisdiction of incorporation or organization)	*(IRS Employer Identification No.)*

No. 1108 Sai Wei Avenue
Hi-Tech Development Zone
Xinyu City
Jiangxi Province, P.R.C. 338004
(Address of Principal Executive Offices, Including Zip Code)

Registrant's telephone number: **(011) 86 7907123318**

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

Securities registered pursuant to Section 12(g) of the Act:

Title of each class: Common Stock, $0.001 Par Value Per Share

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such report(s)), 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. 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 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	☒

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 the last business day of the registrant's most recently completed second fiscal quarter, there was no active public trading market for our shares of common stock on OTC QB. Since our revenue is less than $50 million during the fiscal year ended 2015, we are a smaller reporting company.

There were a total of 81,244,000 shares of the registrant's common stock outstanding as of April 13, 2016.

DOCUMENTS INCORPORATED BY REFERENCE

None.

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FOR FISCAL YEAR ENDED DECEMBER 31, 2015

FORWARD-LOOKING STATEMENTS

This report includes "forward-looking statements." The words "may," "will," "anticipate," "estimate," "expect," "intend," "plan," "aim," "seek" and similar expressions as they relate to us or our management are intended to identify these forward-looking statements. All statements by us regarding our expected financial position, revenues, cash flows and other operating results, business strategy, legal proceedings and similar matters are forward-looking statements. Our expectations expressed or implied in these forward-looking statements may not turn out to be correct. Our results could be materially different from our expectations because of various risks, including the risks discussed under "Risk Factors" in our filings with the Securities and Exchange Commission, or the SEC. Any forward-looking statement speaks only as of the date as of which such statement is made, and, except as required by law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances, including unanticipated events, after the date as of which such statement was made.

Use of Certain Defined Terms

In this Annual Report on Form 10-K, unless the context requires or is otherwise specified, references to the "Company," "we," "us," "our" and similar expressions include the following entities (as defined herein):

(i) China Xingbang Industry Group Inc., a Nevada corporation ("Xingbang NV");

(ii) Xing Bang Industry Group Limited, a British Virgin Islands company and a wholly-owned subsidiary of the Company ("Xingbang BVI");

(iii) China Group Purchase Alliance Limited, a Hong Kong company and a wholly-owned subsidiary of Xingbang BVI ("Xingbang HK");

(iv) Guangzhou Xingbang Information Consulting Co., Ltd., a wholly foreign-owned enterprise, or the "WFOE", formed in the People's Republic of China ("PRC") and a wholly-owned subsidiary of Xingbang HK;

(v) Guangdong Xingbang Industry Information & Media Co. Ltd., our principal operating subsidiary, which is a Chinese variable interest entity that the WFOE controls through certain contractual arrangements ("Guangdong Xingbang"); and

(vi) Xinyu Xingbang Information Industry Co., Ltd., an entity incorporated in the PRC in which the WFOE and Guangdong Xingbang each owns a 50% equity interest ("Xinyu Xingbang").

PART I

ITEM 1. BUSINESS

General

We were incorporated under the laws of Nevada on April 12, 2011. We, through our wholly owned subsidiaries Xingbang BVI and Xingbang HK, own the WFOE, which controls Guangdong Xingbang, a variable interest entity, or VIE, through a series of contractual arrangements. Guangdong Xingbang and the WFOE each invested $787,030 (RMB 5,000,000) in Xinyu Xingbang and each owns 50% of the equity interest of Xinyu Xingbang. Xinyu Xingbang, founded in June 2012 in the PRC, is the only operating entity of the Company.

Based in the city of Xinyu, Jiangxi Province, PRC, Xinyu Xingbang is a company principally engaged in the operation of a business to business to customer ("B2B2C") e-commerce platform in the PRC for manufacturers, distributors and other businesses in the lighting, ceramics and other home furnishing industry in the PRC.

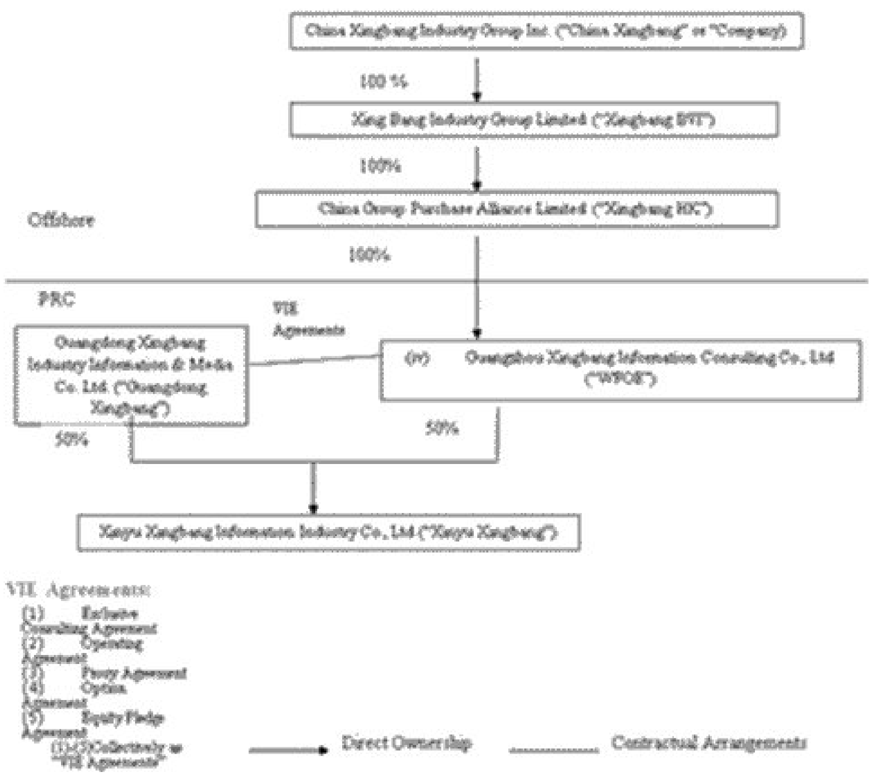
We generated revenue of $538,734 and $37,518 for our fiscal year 2015 and 2014, respectively, representing an increase of 1,336%. As of December 31, 2015, we had three revenue streams, namely, (i) sales of furniture to showrooms, (ii) franchise fees from the service flagship stores on our B2B2C e-commerce platform (the "Ju51 Mall") and (iii) fees received from technical service stations.

Business Strategy and Development

We made a significant shift of our business model in 2010, from being a print media based advertising operator and consulting services provider to an operator of a B2B2C e-commerce platform in the home furnishing industry. We are currently operating and developing the Ju51 Mall to be the significant revenue contributor of our whole business. We have received service charges from service flagship stores for listing their company information on the Ju51 Mall and allowing customers to reach out to each of them directly. Starting 2016, we expect to receive franchise fees from businesses in the home furnishing industry when they open product flagship stores in the Ju51 Mall and commissions from manufacturers for their sales through the flagship stores on Ju51 Mall.

Corporate Structure and Related Agreements

Our organizational structure is summarized below:



Since foreign investors are restricted by the laws and regulations of the PRC to operate media and e-commerce business in China, we operate our business through Guangdong Xingbang under a series of contractual arrangements which effectively give the WFOE operational control over Guangdong Xingbang despite the lack of direct ownership (the "VIE Agreements"). Pursuant to the VIE Agreements, the WFOE effectively manages the business activities of Guangdong Xingbang and has the right to appoint all executives and senior management and the members of the board of directors of Guangdong Xingbang. The VIE Agreements are comprised of a series of agreements, including a Consulting Services Agreement, Operating Agreement, Voting Rights Proxy Agreement, Equity Pledge Agreement and Option Agreement, through which the WFOE has the right to advise, consult, manage and operate Guangdong Xingbang for an annual consulting service fee in the amount of 100% of Guangdong Xingbang's annual net income. Mr. Xiaohong Yao ("Mr. Yao") and his spouse, Ms. Dongmei Zhong ("Ms. Zhong"), who are the only stockholders of Guangdong Xingbang (the "Guangdong Xingbang Stockholders"), have pledged their right, title and equity interests in Guangdong Xingbang as security for the WFOE to collect consulting services fees through Equity Pledge Agreement. In order to further reinforce the WFOE's rights to control and operate Guangdong Xingbang, the Guangdong Xingbang Stockholders have granted the WFOE an exclusive right and option to acquire all of their equity interests in Guangdong Xingbang through an Option Agreement.

Set forth below is a more detailed description of each of the VIE Agreements.

- Equity Interest Pledge Agreement. On May 13, 2011, the WFOE and the Guangdong Xingbang Stockholders entered into Equity Interest Pledge Agreement, pursuant to which each stockholder pledges all of his shares of Guangdong Xingbang to the WFOE in order to guarantee cash-flow payments under the Consulting Services Agreement. The Equity Interest Pledge Agreement further entitles the WFOE to collect dividends from Guangdong Xingbang during the term of the pledge. The Equity Pledge Agreement is effective for the maximum period of time permitted by Chinese law, which is currently 20 years. In the event Guangdong Xingbang fails to cure a material breach, the WFOE may, among other remedies available, terminate this agreement.

- Consulting Services Agreement. On May 13, 2011, Guangdong Xingbang and the WFOE entered into a Consulting Services Agreement which provides that the WFOE will be the exclusive provider of consulting and management services to Guangdong Xingbang and Guangdong Xingbang will pay all of its net income to the WFOE quarterly for such services. Any such payment from the WFOE to the Company needs to comply with applicable Chinese laws affecting payments from Chinese companies to non-Chinese companies. The Consulting Services Agreement is effective until it is terminated by either party in the event the other party becomes bankrupt or insolvent, if the WFOE ceases operations, or if circumstances arise which materially and adversely affect the performance or the objectives of the agreement. The WFOE may also terminate such agreement with or without cause.

- Option Agreement. Pursuant to the Option Agreement among the WFOE, Guangdong Xingbang and the Guangdong Xingbang Stockholders, the Guangdong Xingbang Stockholders have granted the WFOE an exclusive right and option to acquire all of their equity interests in Guangdong Xingbang upon an event of default. The Operating Agreement is effective for the maximum period of time permitted by Chinese law (currently 20 years).

- Voting Right Proxy Agreement. Pursuant to the Voting Right Proxy Agreement among the WFOE, Guangdong Xingbang and the Guangdong Xingbang Stockholders, the Guangdong Xingbang Stockholders have granted the WFOE a voting and proxy right to vote their equity interest in Guangdong Xingbang. The Voting Right Proxy Agreement is effective until terminated by mutual agreement or by the WFOE with 30 days prior written notice.

Although we did not obtain any legal opinion from, nor been advised by any PRC legal counsel, management believes the above corporate structure complies with the PRC legal restrictions on foreign investment in the publication and e-commerce industries.

Xinyu Xingbang was incorporated in the PRC in June 2012 for the purpose of continuing the business of Guangdong Xingbang as Guangdong Xingbang winds down its operations. Pursuant to the Articles of Associations of Xinyu Xingbang, Guangdong Xingbang and the WFOE each invested $787,030 (RMB 5,000,000) in Xinyu Xingbang and each owns 50% of the equity interest of Xinyu Xingbang. Under the Xinyu Xingbang Articles of Association, the WFOE is entitled to appoint the sole director and all members of the management team of Xinyu Xingbang and the WFOE is entitled to receive 99.99% of Xinyu Xingbang's net profit. Based on the relevant PRC regulations, an Internet Content Provider license, or ICP license, issued by the Chinese Ministry of Industry and Information Technology, is required for Xinyu Xingbang to conduct business as currently contemplated. In order to be granted the ICP license, foreign investor's ownership of Xinyu Xingbang cannot exceed 50%. Xinyu Xingbang obtained its ICP license in February 2013. Guangdong Xingbang granted an exclusive license to Xinyu Xingbang to permit Xinyu Xingbang to use the trademark, domain names, intellectual property rights and any know-how Guangdong Xingbang owns. Guangdong Xingbang also assigned the management right and right to receive revenue from the Ju51 Mall to Xinyu Xingbang. Guangdong Xingbang, which does not have any revenue - generating operations, will continue its corporate existence to hold the equity interest in Xinyu Xingbang.

Products and Services

E-Commerce Platform Services through Ju51 Mall

We are operating an extensive e-commerce platform to provide value added services to manufacturers, distributors, retailers, decoration companies, and decoration technicians in the home furnishing industry while serving consumers through the Ju51 Mall. "Ju51" sounds similar to the Chinese words of "juwu you," which means "worry-free living" in Mandarin. When fully constructed, the Ju51 Mall is expected to have ten marketplaces targeting ten sectors in the home furnishing industry, including light and lighting, bath and kitchen supplies, hardware, home textiles, residential furniture, office furniture, tiles, floor, doors and windows, home appliances, interior painting and home décor and security monitoring system.

We have two different types of flagship stores in the Ju51 Mall, i.e. product flagship stores and service flagship stores.

The manufacturers open product flagship stores where they showcase and sell their products, list prices for products and process orders placed online by consumers. We also have technical service stations on our Ju51Mall, which are primarily operated by brick-and-mortar retailers and decoration companies which have physical stores. A technical service station acts as a shopping guide and provides product support and services. When a consumer places orders online directly with flagship stores, the technical service station located closest to the consumer will receive the order simultaneously and provide product support and services, such as returns, exchanges, refunds and installation, through its own brick-and-mortar store. In addition to technical service stations, we also intend to have decoration technicians to act as shopping guides to help increase sales volume in the Ju51 Mall. Customers placing orders through the decoration technicians will enjoy special discounts compared to the retail price listed on the Ju51 Mall. We also expect to develop different categories of Ju51 Mall memberships where the members will enjoy special discounts in order to promote sales in the Ju51 Mall. A technical service station can earn commission as a percentage of the retail price, and the technical service station is related to the e-commerce platform. A decoration technician will also earn commissions, paid by flagship stores, based on a percentage of the amount he or she sells as a shopping guide. Our business model is designed to make sure consumers will receive quality products and services and have a quality shopping experience at the Ju51 Mall. We expect the current business model will keep retail prices at the Ju51 Mall at a competitive level.

As of December 31, 2015, there were an aggregate of 383 product flagship stores. We expect to receive commissions from the sales by these product flagship stores. In order to attract more manufacturers to open product flagship stores on the Ju51 Mall, we waived the franchise fee from the product flagship stores until the end of 2016.

Ju51 Mall also provides a platform for service flagship stores to list their company information and allow customers to reach out to each of them directly. Each business shall pay a service charge of RMB2,000 for 1-2 years of services. Businesses are required to have their own stores prior to be franchised as service flagship stores in the platform. As of December 31, 2015, we had an aggregate of 1,504 businesses as service flagship stores.

Technical Service Stations

Technical service stations are primarily operated by brick-and-mortar retailers and decoration companies which have physical stores. A technical service station acts as a shopping guide and provides product support and services. When a consumer places orders online directly with flagship stores, the technical service station located closest to the consumer will receive the order simultaneously and provide product support and services, such as returns, exchanges, refunds and installation, through its own brick-and-mortar store. The reason for having technical service stations as shopping guides is to address the Chinese consumers' concern about return or exchange of products ordered online. Generally we only develop one technical service station within a county or a district of a city to protect their economic interest. We currently intend to have the technical service stations act as distributors and promote our services in local markets. Customers may avoid paying the shipping fees by picking up the product at a local technical service station. A technical service station can earn commission as a percentage of the retail price, and the technical service station is related to the e-commerce platform.

We had an agency agreement with Zhongxing Decoration Technicians Network Company Limited, an entity which is 80% owned by Mr. Yao, our Chief Executive Officer and chairman, and 20% owned by his spouse ("Zhongxing Decoration"). Pursuant to the agency agreement, Zhongxing Decoration agreed to identify appropriate candidate to serve as technical service station. We were obligated to pay Zhongxing Decoration a commission of 5% of the sales closed by flagship stores on Ju51 Mall, 100% of the technical service station annual fee, and a commission of 10% of the franchise annual fee. Starting from January 2015, in order to have a more direct cooperation with technical service stations, Xinyu Xingbang, Zhongxing Decoration and technical service stations entered into certain three party agreements pursuant to which Zhongxing Decoration shall no longer act as the middle person, allowing Xinyu Xingbang to directly enter into agreements with technical service stations.

Xinyu Xingbang started to enter into franchise agreements with companies and individuals since January 2015. Under the franchise agreement, Xinyu Xingbang grants the franchisee (the "Franchisee") the right to establish a technical service station using its brand name "juwuyou" to provide aftersales service in connection with products sold on Ju51 Mall and advertising business within specified regions. Upon authorization of Xinyu Xingbang, the Franchisee is also responsible for the operation of the Ju51 Mall in the local region, regional promotion of the platform, publishing of the Juwuyou periodicals, and development and management of regional experience store, etc. The Franchisee is required to meet certain performance targets and comply with certain service station manual. The franchise agreement generally has a one year term and may be renewed by the parties based on the Franchisee's performance. The Franchisee is required to pay an annual franchise fee of RMB 10,000 and is entitled to receive commissions equal to certain percentage of the sales made on the Ju51 Mall. In addition, the Franchisee is required to make and maintain a deposit of RMB 10,000 as a guaranty for services, which can be deducted from the commissions initially. The deposit will be returned upon termination of the franchise agreement and if there is no violation by the Franchisee.

As of December 31, 2015, we had 235 technical service stations.

Advertising Services through E-Commerce Platform

We may generate advertising revenue on the e-commerce platform. We anticipate to get paid by businesses in the home furnishing industry that put advertisements in the Ju51 Mall. Moreover, we plan to develop distinct newspapers for each of these sectors, as well as have a distinct "market place" or "channel" for each such sector in the Ju51 Mall.

During the year 2014, we started to promote a Media Integrated Advertising Communication Package at a flat fee, ranging from RMB50,000 to RMB500,000 depending on the broadcasting frequency. The services to be provided include corporate press release writing, integrated, industry or local portal press release, classification website news release, Ju51 website platform front page display, Ju51 website "Recommendation" column display, and IT industry channel first screen banner. The service also includes advertising services to businesses in the home furnishing industry through various media including Internet, TV, newspaper, periodicals, outdoor media and etc. As of December 31, 2015, we did not generate any revenue from the advertising services and management is evaluating the original business plan to consider possible changes.

Competition

General Competitive Advantages

As a previous leading print media operator in the lighting and ceramics sectors, we believe there are several key factors that will continue to differentiate us from our competitors in terms of e-commerce platform and targeting the home furnishing industry:

- In-depth knowledge of the home furnishing industry and extensive database of the market players in the industry;
- Profound advertising and marketing experience and capability in the home furnishing industry;
- Good relationships with manufacturers, distributors and retailers in the home furnishing industry; and
- Strong capability to group the most reputable manufacturers and brands in a single online platform, namely our Ju51 Mall.

Ju51 Mall Competitive Advantages

As for our e-commerce related services, our competitors may include: (1) other B2C e-commerce companies, such as Qijia Net, Liba Net, 360 buy and Taobao Mall, which have been selling products in the home furnishing industry, and Kuba Net, Vancl, which have announced an intention to sell products in the home furnishing industry; (2) other e-commerce related service providers, namely e-commerce platform operators, such as Taobao Mall and QQ Mall; (3) brick and mortar retailers and distributors, many of which possess significant brand recognition, sales volume and customer bases, and some of which currently sell, or in the future may sell, products or services through the internet; and (4) a number of indirect competitors, including well established portals and internet search engines that are involved in e-commerce, either directly or in collaboration with other retailers. Although we face intense competition, we believe our Ju51 Mall has the following competitive advantages:

- Good relationship with brand manufacturers who will set up product flagship stores in the Ju51 Mall to showcase their products;
- Quality products for sale in the Ju51 Mall as a result of our strict evaluation of manufacturers seeking to open product flagship stores;
- Reliable delivery and installation services provided by technical service stations;
- Reliable and timely after-sale services, as only brick and mortar retailers or decoration companies are franchised to be technical service stations in the Ju51 Mall; and
- Consumer confidence due to our consumer protection fund keeping in custodian with China Consumer Protection Foundation, dedicated to compensate consumers in case of dissatisfaction with products and services purchased from the Ju51 Mall.

Sales and Marketing

Since February 2012, we started to search for technical service stations with interior designers and decoration technicians. The technical service stations function as our local representative offices. The interior designers and decoration technicians help us reach out to consumers and act as shopping guides using the technical service stations as their base. Consumers who place orders through the introduction of decoration technicians will enjoy special “membership price”, which is less than the direct sale price listed on the Ju51 Mall. Interior designers and decoration technicians earn commissions from the flagship stores.

IT Support

We have an in-house information technology research, development and operation center to support the Ju51 Mall and our other web portals. We currently have 30 employees as technology support staff including system designers, webpage designers and IT engineers working on the construction and maintenance of the Ju51 Mall. We intend to increase our investment in our web design and e-commerce construction capability to support the operation of the Ju51 Mall.

We believe we have access to reliable and secure network infrastructure which provides sufficient support to our operations. Our web portals are connected to the Internet by reputable Internet connection operators such as China United Network Communication Group Company Limited (or China Unicom) and China Telecom Corporation (or China Telecom). Our 100 servers are located at four places, namely 21Vianet Asia Pacific Computer House, China Net Center Jiaochang Xi Computer House, China Net Center Sun City Computer House and our headquarters. These telecommunication operators provide us with 24/7 support services. They also provide connectivity for our servers through multiple high-speed connections.

Research and Development

Our own IT department has developed certain software and applications and obtained 30 computer software copyright registrations with the Chinese Copyright Bureau since 2008. Our IT staff, with the possible collaboration of outside IT consultants, will continue to design and develop applications geared toward e-commerce and peripheral products.

Intellectual Property

We have registered three trademarks in seven classes with the China Trademark Office with a valid term effective through 2019 or 2020, including the symbolic variation of the Chinese character "Xingbang", Chinese character of "Light City" and www.lightcity.cn, and Chinese character of "Ju Wu You" and www.ju51.com. In 2008 and 2009, we obtained software copyright registration with the Copyright Bureau for 30 software applications we developed. We also have registered 174 domain names with the China Domain Name Administrative Center, which are renewable annually upon payment of certain fees.

Employees

As of December 31, 2015, we had 267 full-time employees compared to 113 full-time employees as of December 31, 2014. We believe we have a good relationship with our current employees.

Government Regulation

General

The media and advertising industry in China is governed by the State Council, which is the highest authority in the executive branch of China's central government, and several ministries and agencies under its authority, including the State Administration for Industry and Commerce ("SAIC"), the State Administration of Radio, Film and Television ("SARFTA"), the General Administration of Press and Publication, the Ministry of Culture and the State Council News Office.

Regulations Regarding Foreign Investment in the Chinese Media and Value Added Telecommunication Sector

On July 6, 2005, the Chinese government promulgated *Certain Opinions on the Introduction of Foreign Investment in Cultural Fields* , which provide an overall framework with respect to foreign investments in Chinese media and other cultural sectors. This document specifies the areas in which foreign investments are permitted or prohibited in accordance with China's commitments regarding its entry into the World Trade Organization, or WTO. Under the document, foreign investment in the media sector is permitted in the areas of printing of packaging and decorating materials, redistributing books, newspaper, periodicals, producing of recordable disks, duplication of read only disks, engaging in works of art and the construction and operation of performance sites, cinema, event brokerage agencies and movie technology. In addition, because the current PRC regulations only permit operation of media companies by state-owned enterprises or very few selected privately-owned businesses, we are unable to obtain our own Standard Serial Number. Ever since the inception of our newspaper, we have been distributing our newspaper as supplements to the Shopping Guide pursuant to authorization given by Shopping Guide.

Our online shopping mall and websites may be regarded as value added telecommunications services under relevant PRC laws. Foreign direct investment in telecommunications companies in China is regulated by the *Regulations for the Administration of Foreign-Invested Telecommunications Enterprises* (the "FITE Regulations"), which were issued by the PRC State Council on December 11, 2001 and amended on September 10, 2008. The *FITE Regulations* stipulate that telecommunications enterprises in the PRC with foreign investors (or FITEs) must be established as Sino-foreign equity joint ventures. Under the *FITE Regulations* and in accordance with WTO-related agreements, the foreign party to a FITE engaging in value-added telecommunications services may hold up to 50% of the equity of the FITE, with no geographic restrictions on its operations. The PRC government has not made any further commitment to liberalize its regulation of FITEs.

Our management believes, subject to the uncertainties and risks disclosed elsewhere in this registration statement under the heading "Risk Factors", the ownership structure of our WFOE complies with all existing laws, rules and regulations of the PRC and each of such companies has the full legal right, power and authority, and has been duly approved, to carry on and engage in the business described in its business license. We have not obtained any legal opinion from, or otherwise been advised by, any PRC legal counsel with respect to our VIE arrangements.

Censorship of Advertising Content by the Chinese Government

The advertising industry in China is governed by the Advertising Law which came into effect in February 1995. In addition, principal regulations governing advertising services in China include: (1) the Advertising Administrative Regulations, effective December 1987; and (2) the Implementing Rules for the Advertising Administrative Regulations, effective January 2005. Chinese advertising laws and regulations set forth certain content requirements for advertisements in China, which include prohibitions on, among other things, misleading content, superlative wording, socially destabilizing content, or content involving obscenities, the supernatural, violence, discrimination or infringement of the public interest. There are specific restrictions and requirements regarding advertisements that relate to matters such as patented products or processes, pharmaceuticals, medical instruments, agrochemicals, veterinary pharmaceuticals, foodstuff, alcohol, cosmetics and others. In addition, all advertisements relating to pharmaceuticals, medical instruments, agrochemicals and veterinary pharmaceuticals advertised through radio, film, television, newspaper, periodical and other forms of media, together with any other advertisements which are subject to censorship by administrative authorities according to relevant laws and administrative regulations, must be submitted to the relevant administrative authorities for content approval prior to dissemination.

Advertisers, advertising operators and advertising distributors are required by Chinese advertising laws and regulations to ensure that the content of the advertisements they prepare or distribute are true and in full compliance with applicable laws. In providing advertising services, advertising operators and advertising distributors must review the prescribed supporting documents in connection with any advertisements and verify that the content of such advertisements comply with applicable Chinese laws and regulations. In addition, prior to distributing advertisements for certain commodities that are subject to government censorship and approval, advertising distributors are required to ensure that governmental review has been performed and approval obtained. Violation of these regulations may result in penalties, including fines, confiscation of advertising income, orders to cease dissemination of advertisements and orders to publish an advertisement correcting the misleading information. In circumstances involving serious violations, the relevant administrative authorities may order violators to cease their advertising business operations. Furthermore, advertisers, advertising operators or advertising distributors may be subject to civil liability if they infringe on the legal rights and interests of third parties in the course of their advertising business. At the present time, we are not subject to any of the penalties mentioned above.

ITEM 1A. RISK FACTORS

Not applicable.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

Not applicable.

ITEM 2. PROPERTIES

Our corporate offices are located at No. 1108, Sai Wei Avenue, Hi-Tech Development Zone, Xinyu City, Jiangxi Province, PRC. Under the current PRC laws, land is owned by the state, and parcels of land in rural areas, which is known as collective land, is owned by the rural collective economic organization. Land use rights are granted to an individual or entity after payment of a land use right fee is made to the applicable state or rural collective economic organization. Land use rights allow the holder of the right to use the land for a specified long-term period. We rent our office space from Xinyu Industry Co., Ltd. (“Xinyu Industry”), an entity which is 90% and 10% owned by Mr. Yao and his spouse, respectively. We entered into a three-year lease agreement with Xinyu Industry, whereby we are obligated to pay monthly rent of approximately RMB17,000 (approximately $2,624). The lease expired on June 30, 2015 but has been renewed for another three years. We believe the rent is reasonable and in accordance with market prices.

Guangdong Xingbang currently leases office from Mr. Yao and his spouse pursuant to a three-year lease agreement and pays a monthly rent of RMB96,000 (approximately $14,820). The lease expires on December 31, 2016. We believe the rent is reasonable and in accordance with market prices.

ITEM 3. LEGAL PROCEEDINGS

We are currently not a party to any legal proceeding and are not aware of any legal claims that we believe will have a material adverse effect on our business, financial condition or operating results. However, from time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Market Information

Our common stock started trading on OTCQB under the trading symbol "CXGP" on June 20, 2012. As of the date of this report, there have been limited and sporadic trades of the Company's common stock. The last reported closing price of the Company's common stock, per www.nasdaq.com, was at $18.00 per share on May 4, 2015.

The following table sets forth the quarterly average high and low bid prices per share for our common stock:

	High	Low
Fiscal Year 2014		
Quarter ended December 31, 2014	$ 10.50	$ 1.67
Quarter ended September 30, 2014	6.50	6.00
Quarter ended June 30, 2014	6.00	6.00
Quarter ended March 31, 2014	6.00	6.00
Fiscal Year 2015		
Quarter ended December 31, 2015	18.00	18.00
Quarter ended September 30, 2015	18.00	18.00
Quarter ended June 30, 2015	18.00	16.90
Quarter ended March 31, 2015	16.90	15.50

The source for the high and low bid prices was www.nasdaq.com.

The transfer agent for our common stock is Island Stock Transfer at 15500 Roosevelt Boulevard, Suite 301, Clearwater, Florida 33760.

Holders

As of April 13, 2016, there were approximately 60 stockholders of record of our common stock. There are no shares of our preferred stock outstanding at the date of this report.

Dividends

Since inception, no dividends have been paid on the common stock. We intend to retain any earnings for use in our business activities, so it is not expected that any dividends on the common stock will be declared and paid in the foreseeable future. Although we intend to retain earnings, if any, to finance the exploration and growth of our business, our Board of Directors (the "Board") has the discretion to declare and pay dividends in the future. Payment of dividends in the future will depend upon the earnings, capital requirements, and other factors which the Board may deem relevant.

Equity Compensation Plan

We do not have any equity compensation plans. Our Board may adopt one or more equity compensation plan in the future.

Recent Sales of Unregistered Securities and Use of Proceeds from Unregistered Securities

None.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

ITEM 6. SELECTED FINANCIAL DATA

As a "smaller reporting company," as defined by Item 10 of Regulation S-K, the Company is not required to provide this information.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion and analysis of our results of operations and financial condition should be read together with our consolidated group financial statements and the notes thereto and other financial information, which are included in this annual report. Our financial statements have been prepared in accordance with U.S. generally accepted accounting principles. In addition, our financial statements and the financial information included in this report reflect our organization transactions and have been prepared as if our current corporate structure had been in place throughout the relevant periods.

This section contains forward-looking statements. These forward-looking statements are subject to various factors, risks and uncertainties that could cause actual results to differ materially from those reflected in these forward-looking statements. Further, as a result of these factors, risks and uncertainties, the forward-looking events may not occur. Relevant factors, risks and uncertainties include, but are not limited to, those discussed in "Item 1. Business," and elsewhere in this annual report on Form 10-K. Readers are cautioned not to place undue reliance on forward-looking statements, which reflect management's beliefs and opinions as of the date of this report. We are not obligated to publicly update or revise any forward looking statements, whether as a result of new information, future events or otherwise.

Overview and Strategy

We were formed as a Nevada corporation on April 12, 2011 to acquire operational control over Guangdong Xingbang. Since foreign investors are restricted by the laws and regulations of the PRC to operate the media and e-commerce business in China, we operate our business through ownership of the WFOE that provides management, consulting, investment and technical services to Guangdong Xingbang. We do not own any direct equity interest in Guangdong Xingbang. In May 2011, the WFOE entered into a series of contractual arrangements which effectively give the WFOE operational control over Guangdong Xingbang despite the lack of direct ownership. As a result of these contractual arrangements, we treat Guangdong Xingbang as a variable interest entity, or VIE, under U.S. generally accepted accounting principles, and we have included its historical financial results in our consolidated financial statements.

Our subsidiaries, Xingbang NV, Xingbang BVI and Xingbang HK are holding companies which do not have any operations or own any assets except for the ownership of the WFOE. Guangdong Xingbang and WFOE each own 50% of the equity interest of Xinyu Xingbang. The only current operation of the WFOE is to provide consulting and management services to Guangdong Xingbang. Currently, we rely on results of operations of Xinyu Xingbang.

Critical Accounting Policies and Estimates

In preparing our consolidated group financial statements in conformity with accounting principles generally accepted in the United States, we make estimates and assumptions that affect the accounting, recognition and disclosure of our assets, liabilities, stockholders' equity, revenues and expenses. We make these estimates and assumptions because certain information that we use is dependent upon future events, which cannot be calculated with a high degree of precision from data available or cannot be readily calculated based upon generally accepted methodologies. In some cases, these estimates are particularly difficult and therefore require a significant amount of judgment. Actual results could differ from the estimates and assumptions that we use in the preparation of our consolidated group financial statements.

During the year ended December 31, 2015, there were no significant changes to our critical accounting policies and estimates as reported in this Annual Report on Form 10-K.

Results of Operations

Revenue

During the years ended December 31, 2015 and 2014, we had total revenue of $538,734 and $37,518, respectively, all of which was generated from e-commerce related services. $340,508 was attributed to revenue generated from service flagship stores, $108,114 was attributed to revenue generated from technical service stations, and $90,112 was attributed to sales of furniture to showrooms. During the year ended December 31, 2014, the Company earned $22,208 from service flagship stores and $15,310 from Media Integrated Advertising Communication Package. The increase of $501,216 or approximately 1,336% was mainly due to increase in number of service flagship stores from 661 at December 31, 2014 to 1,504 at December 31, 2015.

Cost of revenue

Cost of revenue is mainly comprised of salaries of website administrators, business tax relating to e-commerce and commissions paid to technical service stations.

Cost of revenue for the year ended December 31, 2015 was $4,051,890, compared to $1,278,142 for the year ended December 31, 2014, an increase of $2,773,748, or approximately 217%. The increase was mainly due to the increase in salary of website administrators and commissions paid to technical service stations as a result of more hiring and increase in the number of technical service stations.

Gross loss

Gross loss was $3,513,156 in 2015, an increase of $2,272,532, or approximately 183%, compared to gross loss of $1,240,624 in 2014. The increase was mainly because the increase in cost of e-commerce business outweigh the increase in e-commerce revenue.

Operating expenses

Operating expenses consist of selling, general and administrative expenses and depreciation.

Operating expenses for the year ended December 31, 2015 were $4,829,946, mainly composed of $3,179,485 in selling expenses, $1,467,283 in general and administrative expenses, and $183,178 in depreciation. Operating expenses for the year ended December 31, 2014 were $2,270,821, mainly composed of $1,256,725 in selling expenses, $903,093 in general and administrative expenses, and $111,003 in depreciation. The increase in operating expenses from the year ended December 31, 2014 to 2015 was $2,559,125, or approximately 113%. More staff were hired during 2015 due to the growth of business, which also contributed to the increase in the selling expenses. The average number of staff increased from 92 for 2014 to 374 for 2015.

Other (expenses) income

Other (expenses) income, consists mainly of interest income, other income, other expenses and gain (loss) on disposal of property and equipment.

Other income for the year ended December 31, 2015 was $42,164, compared to other income of $37,865 for the year ended December 31, 2014, an increase of $4,299, or approximately 11%. There was an increase in other expense from $2,866 in 2014 to $64,524 in 2015, which was mainly due to the fee of $50,934 resulting from the early termination of an operating lease agreement on August 21, 2015.

Income tax expense

Income tax expenses were $0 for the years ended December 31, 2015 and 2014.

Net loss

Net loss was $8,366,699 for the year ended December 31, 2015 as compared with $3,474,219 for the year ended December 31, 2014. The increase was mainly the result of an increase in cost of revenue and operating expenses and other expenses.

Other comprehensive income

Other comprehensive income was $557,629 and $117,859 for the years ended December 31, 2015 and 2014, respectively. The change of foreign currency translation gains was primarily caused by the fluctuation in the RMB to U.S. dollar exchange rate in 2015 compared to 2014.

Liquidity and Capital Resources

Cash and cash equivalents

Cash and cash equivalents consist primarily of cash on hand and demand deposits at banks. We had $28,781 and $198,744 of cash and cash equivalents on hand as of December 31, 2015 and 2014, respectively. There was a decrease of $169,963 in our cash and cash equivalents from December 31, 2014 to December 31, 2015.

The decrease in our cash and cash equivalents from December 31, 2014 to December 31, 2015 was largely a combined effect of an increase in net cash used in operating activities of $2,439,876, decrease in net cash used in investing activities of $288,220, and increase in cash provided by financing activities of $2,061,354 on a period-to-period basis.

We require cash for working capital, capital expenditures, repayment of debt, salaries, commissions and related benefits and other operating expenses and income taxes. We expect that our working capital needs will increase for the foreseeable future, as we continue to develop and grow our business. See "Business — General." For 2016, we are estimating a cash inflow of approximately $4.9 million and an outflow of approximately $5.1 million as we are starting to generate revenue from e-commerce platform.

The following table summarizes our cash flows for the years ended December 31, 2015 and 2014:

	2015	2014
Net cash used in operating activities	$ (4,925,650)	$ (2,485,774)
Net cash used in investing activities	$ (209,986)	$ (498,206)
Net cash provided by financing activities	$ 4,967,846	$ 2,906,492

Net Cash Used in Operating Activities. Net cash used in operating activities was $4,925,650 for the year ended December 31, 2015 as compared with $2,485,774 for the year ended December 31, 2014. The most significant items affecting the comparison of our operating cash flow for the years ended December 31, 2015 and 2014 are summarized below:

- Increase in cash loss from operations - Our net loss from operations, excluding depreciation, amortization, bad debt provision and net gain (loss) on disposal of property and equipment, increased by $4,740,616 on a period-to-period basis, from cash loss of $3,363,834 for the year ended December 31, 2014 to $8,104,450 for the year ended December 31, 2015, which negatively impacted our cash flows from operations. The increase in cash loss from operations was mainly due to the increase in the cost of revenue, selling expenses, general and administrative expenses and other expenses.

- Increase in other payables and accrued expenses - The change in other payables and accrued expenses was $3,195,162 during the year ended December 31, 2015, compared with $1,068,712 for the year ended December 31, 2014. The reason for the increase was mainly due to the growth of our e-commerce business.

Net Cash Used in Investing Activities. Our investing activities for the year ended December 31, 2015 used cash of $209,986 as compared with $498,206 for the year of 2014. The decrease in cash used in investing activities was largely caused by the decrease of $291,277 in purchase of property and equipment in 2015.

Net Cash Provided by Financing Activities. Net cash provided by financing activities was $4,967,846 for the year ended December 31, 2015 as compared with $2,906,492 for the year ended December 31, 2014. The increase was mainly due to the increase in advances from related companies and stockholders.

Capital Resources

We had a negative working capital of $15,786,655 and $7,982,920 as of December 31, 2015 and 2014, respectively. The reason for the increase from December 31, 2014 to December 31, 2015 was primarily due to increase in amounts due to related companies and stockholders, other payables and accrued expenses.

Under the VIE Agreements, Guangdong Xingbang pays the WFOE a consulting service fee, payable in RMB each quarter, equivalent to all of its net income for such quarter based on its quarterly financial statements, prepared in accordance with generally accepted accounting principles of the PRC. The WFOE then may transfer the cash payment to the offshore holding companies (Xingbang HK, Xingbang BVI and Xingbang NV) via dividend payment, after deduction of relevant taxes. If we obtain funds through financing in the US, Xingbang HK may invest in the WFOE. It is generally prohibited for PRC resident enterprises, including foreign owned entities, to make inter-company loans. However, management believes it is in compliance with the current PRC law for the WFOE to deposit the funds into a PRC bank account and request the PRC bank to lend the funds to Guangdong Xingbang.

We are a holding company with no significant revenue-generating operations of our own, and thus any cash flows from operations are and will be generated by Xinyu Xingbang and Guangdong Xingbang. Although there are negative cash flows from operations, the stockholders and related companies agreed to lend more funds to the Company as needed for management to execute its business plan for at least the next twelve months. The WFOE’s ability to make loans or pay dividends are restricted under PRC law and may be restricted under the terms of future indebtedness, its governing documents or other agreements. Based upon the cash on hand, anticipated cash to be received from our operations and the expected availability of cash from Guangdong Xingbang’s stockholders and related companies, we believe that our sources of liquidity will be sufficient to enable us to meet our cash needs for at least the next 12 months. Nevertheless, our liquidity and capital position could be adversely affected by:

- Loss of revenue from the Ju51Mall;
- Guangdong Xingbang’s delay or discontinuance of payment of consulting fees under the VIE agreements;
- Any change of policy on accounts receivable;
- The enactment of new laws and regulations;
- Our inability to grow our business as we anticipate by expanding our operation of the new e-commerce business;
- Any other changes in the cost structure of our underlying business model; and
- Any of the other risks and uncertainties described in “ Risk Factors” contained in our filings with the SEC.

Debt Obligations

The following is a summary of amounts outstanding under our debt obligations as of December 31, 2015 and December 31, 2014, respectively.

	As of December 31, 2015	As of December 31, 2014
Due to related companies	$ 9,629,081	$ 5,173,317
Due to stockholders	1,808,421	1,611,708
Total debt	$ 11,437,502	$ 6,785,025

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

As a “smaller reporting company,” as defined by Item 10 of Regulation S-K, the Company is not required to provide this information.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Balance sheets, as of December 31, 2015 and 2014, and statements of comprehensive loss, stockholders’ deficit and cash flows for each of the two years ended December 31, 2015 and 2014, together with the related notes and the reports of independent registered public accounting firms, are set forth on the “F” pages of this report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

At the conclusion of the fiscal year ended December 31, 2015, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Interim Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”)). Based on our assessment, Mr. Yao, our Chief Executive Officer and Mr. Song, our Interim Chief Financial Officer, determined that, as of December 31, 2015, the evaluation of the effectiveness of our disclosure controls and procedures was completed, and because of the material weakness in our internal control over financial reporting described below, our disclosure controls and procedures were not effective.

Notwithstanding management’s assessment that our internal control over financial reporting was ineffective as of December 31, 2015 due to the material weaknesses described below, we believe that, the financial statements included in this Annual Report on Form 10-K present fairly our financial condition, results of operations and cash flows for the fiscal years covered thereby in all material respects.

Management Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Any system of internal control, no matter how well designed, has inherent limitations, including the possibility that a control can be circumvented or overridden and misstatements due to error or fraud may occur and not be detected in a timely manner. Also, because of changes in conditions, internal control effectiveness may vary over time. Accordingly, even an effective system of internal control will provide only reasonable assurance with respect to financial statement preparation. In addition, the design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Therefore, any current evaluation of controls cannot and should not be projected to future periods.

Management assessed our internal control over financial reporting as of and for the year ended December 31, 2015. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (the “2013 COSO Framework”) in the report entitled “Internal Control-Integrated Framework.” The 2013 COSO Framework summarizes each of the components of a company’s internal control system, including (i) the control environment, (ii) risk assessment, (iii) control activities, (iv) information and communication, and (v) monitoring.

A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. Based on this assessment using the 2013 COSO Framework criteria, our management concluded that our internal control over financial reporting were not effective, as of December 31, 2015 due to the material weaknesses described below.

During its evaluation of the effectiveness of internal control over financial reporting as of December 31, 2015, management, including our Chief Executive Officer and Interim Chief Financial Officer, assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2015 and has determined that our internal control over financial reporting was not effective as December 31, 2015 due to certain material weaknesses including (i) lack of sufficient accounting personnel with appropriate understanding of U.S. GAAP and SEC reporting requirements; and (ii) lack of standard charter of accounts and written accounting manual and closing procedures to facilitate preparation of financial statements under U.S. GAAP for financial reporting processes. As a result of such material weaknesses, our disclosure controls and procedures were not effective.

Because the Company is a smaller reporting company, this annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our independent registered public accounting firm.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during the fourth quarter of fiscal year 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The following table sets forth the name, age, and position of our executive officers and directors. Executive officers are elected annually by our Board. Each executive officer holds his office until he resigns, is removed by the Board, or his successor is elected and qualified. Each director holds his office until his successor is elected and qualified or his earlier resignation or removal.

Name	Age	Position
Xiaohong Yao	49	Chairman of the Board, President, Chief Executive Officer
Haigang Song	49	Director, Interim Chief Financial Officer, Treasurer and Secretary
Xiaole Zhan	33	Director, Marketing Manager
Joseph Levinson (1) (2)	39	Director (Chairman of the Audit Committee)
Gangxian Su (1) (2) (3)	50	Director (Chairman of the Compensation Committee)
Xingzheng Tan (2) (3)	60	Director (Chairman of the Nominating and Corporate Governance Committee)
Fei Wu (1) (3)	50	Director

(1) Member of the Audit Committee
(2) Member of the Compensation Committee
(3) Member of the Nominating and Corporate Governance Committee

Xiaohong Yao . Mr. Yao has been our Chairman of the Board, President and Chief Executive Officer since our inception. Mr. Yao is the founder of Guangdong Xingbang and has been the Chief Executive Officer and President of Guangdong Xingbang since its inception in 2002. Mr. Yao has been engaged in the media industry for about two decades, and is proficient in digital media management and market operations. Mr. Yao is currently the standing director of the China General Chamber of Commerce, the vice-chairman of the China Foundation of Consumer Protection and the vice-chairman of the Guangdong SME Financial & Listing Promotion Association. Mr. Yao is also Commissioner in the China Planning Assessment Activity and the National After-Sale Assessment Activity, the National Retailer and Supplier Fair Transaction Assessment Activity, which are affiliated with the China General Chamber of Commerce. Mr. Yao graduated from Sun Yat-sen University with an MBA degree and received a DBA degree from Preston University. Mr. Yao's extensive experience in the advertising and consulting industry, his acute vision and outstanding leadership capability, as well as his commitment to the Company make him well-qualified in the Board's opinion to serve as our Chairman of the Board.

Haigang Song. Mr. Song has been a director and the Interim Chief Financial Officer since our inception. He joined Guangdong Xingbang as a deputy finance controller in July 2006. From February 2005 to June 2006, Mr. Song worked in Guangdong Apples Industrial Co., Ltd as financial manager. Mr. Song graduated from Jiangxi University of Finance & Economics. Mr. Song is a Certified Senior Business Trainer in China. Mr. Song has approximately twenty years of experiences in accounting and financial management. We believe his long-term relationship with Guangdong Xingbang and insight into our business qualifies him as one of our directors.

Xiaole Zhan . Mr. Zhan has been a director since our inception and is the General Manager of Brand Management Center. Mr. Zhan joined Guangdong Xingbang in June 2002 and has since been successively appointed as general manager of the Newspaper Management Center, editor in chief of the Newspaper Management Center, executive manager of the Project Client Department and general manager of the Brand Management Center. Mr. Zhan obtained his bachelor degree from Hunan University of Technology in 2002, majoring in advertising communication. Mr. Zhan is a Certified Senior Business Planner in China. Mr. Zhan has accumulated substantial institutional knowledge of our business and operations. Mr. Zhan's in-depth knowledge and extensive experience in the media industry and home-furnishing industry make him well positioned for his role as one of our directors.

Joseph Levinson. Mr. Levinson was appointed as an independent director and Chairman of our Audit Committee in June 2011. Mr. Levinson speaks, reads and writes Chinese fluently and has vast experience working with Chinese companies. Mr. Levinson was a director for China Growth Corp, a water purification system manufacturer, from March 2011 to March 2014 and formerly a director for China AgriCorp, Inc., a soybean producer in China, from April 2011 to September 2011. Mr. Levinson was a director for Energroup Holdings Corp., a pork producer, from April 2010 to January 2011, a director for China 3C Group, an electronics company in China, from May 2007 to January 2009 and a director for Sino Clean Energy, Inc., a clean coal manufacturer, from April 2011 to May 2011. Mr. Levinson was previously a Manager in the banking practice of the New York office of Deloitte and Touche and was involved in numerous transactions involving complex financial structures. Mr. Levinson also previously worked at KPMG in New York and Hong Kong. In the 1990s, Mr. Levinson served as an executive of Hong Kong Stock Exchange-listed China Strategic Holdings, where his major responsibilities included its subsidiary, China Tire, one of the first Mainland Chinese companies to list on the NYSE. He is also the editor of "Wall Street Guanxi: How Chinese Companies Can Maximize Their Value in the U.S. Capital Markets", a trade paperback published in Chinese by Beijing University Press in 2007. Mr. Levinson graduated summa cum laude from the University at Buffalo in 1994 with a double major in accounting and finance. Mr. Levinson's track record as a U.S. Certified Public Accountant for more than 15 years, and his long experience in China were factors viewed favorably by the Board in selecting Mr. Levinson for a directorship and Chairman of our Audit Committee. Specifically, Mr. Levinson's experience as a manager at the "Big 4" firms of Deloitte and Touche, his work as a U.S. Certified Public Accountant, and his academic achievements were factors in leading to this recommendation. Mr. Levinson is fluent in Mandarin and will be an asset in communicating with management and providing clarity on financial issues.

Gangxian Su. Mr. Su was appointed as an independent director and Chairman of our Compensation Committee in June 2011. Mr. Su, as its founder, has been the president of StanChina, which principal business includes communication of international culture, research on media and public policy, art communication activity and training, since 1999. Mr. Su was engaged in media research at the Chinese Academy of Social Sciences during which Mr. Su was in charge of the task group for the Olympics bidding campaign and promotion and was one of initiators for the slogan "New Beijing, New Olympic Sports". Mr. Su graduated from Communication University of China with a master's degree. Mr. Su brings a wealth of knowledge to our Board and has proven to possess keen insight into our business.

Xingzheng Tan. Mr. Tan was appointed as an independent director and Chairman of our Nominating and Corporate Governance Committee in June 2011. Mr. Tan currently serves as vice-chairman of China Association for Small & Medium Commercial Enterprises, a member of China National Wholesale & Retail Market Standardization Committee, the standing vice director of the China General Chamber of Commerce and the executive vice general-secretary of the China General Painting & Calligraphy Institute. Mr. Tan was the founder and has been board chairman of Wuzhou Creative Marketing Planning Co., Ltd, a marketing consulting company, since 1994. Since 1989, Mr. Tan has been engaged in marketing planning for national exhibitions and business events for more than150 clients including well-known Chinese businesses and organizations. Mr. Tan was elected one of the "China Top Ten Planners" in June 2000 and one of the "China Top Ten Planning People" in June 2002. Mr. Tan graduated from The Open University of China with an associate college degree. We believe Mr. Tan's life-long background in management education, as well as his business aptitude and strong analytical skills, qualify him for his position as one of our directors.

Fei Wu . Mr. Wu was appointed as an independent director in June 2011. Mr. Wu has been the Chairman of World Tourism Pictorial since October 2011. From May 2010 until present, Mr. Wu has been senior researcher in Brand Culture Research Development Centre affiliated with the China Culture Administration Society. Mr. Wu was the Chairman of Travel Integration World Group Limited from May 2010 to October 2011. From July 2005 to May 2010, Mr. Wu was an executive editor in chief at Global Travel, a newspaper in the travel industry. Mr. Wu graduated from Fudan University with a bachelor's degree. Mr. Wu is a senior consultant of Greater China Region in World Carnival. Mr. Wu has more than 17 years of experience in the media industry. Mr. Wu's in-depth knowledge and years of experience in the operation and management of media companies make him an invaluable asset to our board and our business.

Family Relationship

There are no family relationships, or other arrangements or understandings between or among any of the directors, executive officers or other person pursuant to which such person was selected to serve as a director or officer.

Involvement in Certain Legal Proceedings

No director, person nominated to become a director, executive officer, promoter or control person of the Company has, during the last ten years: (i) been convicted in or is currently subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to any Federal or state securities or banking or commodities laws including, without limitation, in any way limiting involvement in any business activity, or finding any violation with respect to such law; (iii) has any bankruptcy petition been filed by or against the business of which such person was an executive officer or a general partner, whether at the time of the bankruptcy or for the two years prior thereto; (iv) been the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of: (a) Any Federal or State securities or commodities law or regulation; or (b) any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or (c) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; nor (v) been the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member (covering stock, commodities or derivatives exchanges, or other SROs).

Board Committees

On June 15, 2011, the Board created the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee and has adopted charters for these committees. The Board has determined that in its judgment, Mr. Joseph Levinson, Mr. Gangxian Su, Mr. Xingzheng Tan and Mr. Fei Wu are independent directors within the meaning of the NASDAQ Listing Rules and the NYSE MKT Company Guide.

Audit Committee

The Board adopted and approved a charter for the Audit Committee on June 15, 2011. Currently, three directors comprise the Audit Committee: Mr. Levinson, Mr. Su and Mr. Wu. Mr. Levinson serves as the chairman of the Audit Committee. The members of the Audit Committee are currently “independent directors” as that term is defined in NASDAQ Listing Rules and NYSE MKT Company Guide. Mr. Levinson qualifies as an “audit committee financial expert” as that term is defined in applicable regulations of the SEC. Our Audit Committee is responsible for recommending our independent auditors and overseeing our audit activities and certain financial matters to protect against improper and unsound practices and to furnish adequate protection to all assets and records. Our Audit Committee pre-approves all audit and non-audit services provided by our independent auditors. These services may include audit services, audit-related services, tax services and other services.

Compensation Committee

The Compensation Committee currently consists of Mr. Levinson, Mr. Su and Mr. Tan. Mr. Su serves as chairman of the Compensation Committee. All of the members of the Compensation Committee are currently “independent directors” as that term is defined in NASDAQ Listing Rules and NYSE MKT Company Guide. The Compensation Committee is responsible for overseeing and, and as appropriate, making recommendations to the Board regarding the annual salaries and other compensation of our executive officers and directors, and providing assistance and recommendations with respect to the compensation policies and practices of the Company.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee currently consists of Mr. Su, Mr. Tan and Mr. Wu. Mr. Tan serves as the chairman of the committee. All members of the Nominating and Corporate Governance Committee are currently “independent directors” as that term is defined in NASDAQ Listing Rules and NYSE MKT Company Guide. The Nominating and Corporate Governance Committee will assist the Board in: (i) identifying, screening and recommending qualified candidates to serve as directors of the Company and (ii) maintaining oversight of the Board’s and the Company’s governance functions and effectiveness.

Code of Ethics

The Company has a code of ethics that applies to all employees, including the Company’s principal executive officer, principal financial officer, and principal accounting officer, as well as to the members of the Board of the Company. A copy of the code is filed as an exhibit to this annual report.

Section 16(a) Beneficial Ownership Reporting Compliance

Pursuant to Section 16(a) of the Exchange Act and the rules issued thereunder, our directors and executive officers and any persons holding more than 10% of our common stock are required to file with the SEC reports of their initial ownership of our common stock and any changes in ownership of such common stock. Copies of such reports are required to be furnished to us. Based solely upon a review of the Section 16(a) reports and representations received by us from reporting persons, and without conducting any independent investigation of our own, in fiscal year ended December 31, 2015, our officers, directors and ten percent stockholders are in compliance with Section 16(a) of the Exchange Act.

ITEM 11. EXECUTIVE COMPENSATION

Executive Compensation Summary

The following table sets forth all cash compensation paid by us for the years ended 2015 and 2014. The table below sets forth the positions and compensations for the two most highly compensated officers. All the officers were paid in Renminbi and the amounts reported in this table have been converted from Renminbi to U.S. dollars based on an average exchange rate of RMB6.1620 to $1.00, in 2014 and RMB 6.2827 to $1 in 2015.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Xiaohong Yao Chairman, President	2015	$ 40,492	-	-	-	-	-	-	$ 40,492
and CEO	2014	$ 41,318	1,623	-	-	-	-	-	$ 42,941
Haigang Song CFO, Treasurer and	2015	$ 19,482	-	-	-	-	-	-	$ 19,482
Secretary	2014	$ 19,896	599	-	-	-	-	-	$ 20,495

Outstanding Equity Awards at Fiscal Year End

We did not grant any stock awards to our executive officers or directors from inception through the date of this report.

Director Compensation

We do not currently pay any compensation to our directors other than to Mr. Joseph Levinson, who receives annual cash compensation of $36,000, payable monthly. We have found such payments to be necessary in order to attract US based directors who are experienced with Chinese companies, are familiar with the accounting differences between the two countries and who have access to US capital markets. We entered into Director Agreements with each of the four independent directors on June 13, 2011.

Executive Employment Contracts

Guangdong Xingbang has entered into employment agreements with Mr. Xiaohong Yao and Mr. Haigang Song. Each of these employment agreements are based on the form labor contract as required by PRC labor contract laws. The term of Mr. Yao's employment is from July 1, 2014 to June 30, 2017 and Mr. Yao is paid a monthly salary of RMB 20,000 (approximately $3,223) as the CEO. The term of Mr. Song's employment is from July 1, 2014 to June 30, 2017. Mr. Song is paid a monthly salary of RMB 9,000 (approximately $1,451) as theCFO. Under these agreements and the PRC labor laws, Guangdong Xingbang is obligated to pay employee compensation equal to one month's salary for each year Guangdong Xingbang has employed such employee, up to twelve years, upon termination, except, but not limited to, where (1) the employee is held to be criminally liable; (2) the employee's actions or inactions have resulted in a material adverse effect to Guangdong Xingbang; or (3) the employee seriously violated Guangdong Xingbang's rule of conduct.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDERS MATTERS

As of April 13, 2016, there were 81,244,000 shares of common stock outstanding. The following table sets forth certain information known to us with respect to the beneficial ownership of common stock as of that date by (i) each of our directors, (ii) each of our executive officers, and (iii) all of our directors and executive officers as a group. Except as set forth in the table below, there is no person known to us who beneficially owns more than 5% of our common stock.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned (1)	Percentage of Class (2)
Xiaohong Yao	45,000,000(3)	55.39%
Xiaole Zhan	8,000,000(4)	9.85%
Haigang Song	-	-
Joseph Levinson	-	-
Gangxian Su	-	-
Xingzheng Tan	-	-
Fei Wu	-	-
All directors and officers as a group (seven people)	53,000,000	65.24%

(1) Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights.

(2) The percentage of class is based on 81,244,000 shares of common stock issued and outstanding as of April 13, 2016.

(3) Includes 44,999,000 shares of our common stock owned of record by Future Media International Limited and 1,000 shares of our common stock owned of record by Mr. Yao. Mr. Yao is the sole director of Future Media International Limited and the record holder of 90% of its capital stock and may be deemed beneficial owner of such shares. Ms. Zhong, the spouse of Mr. Yao, holds 10% of the capital stock of Future Media International Limited.

(4) Includes 8,000,000 shares of our common stock owned of record by World Achiever Limited. Xiaole Zhan is the sole director and holder of all of the capital stock of World Achiever Limited and thus may be deemed the beneficial owner of such shares.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The table below sets forth details on our transactions with stockholders during the years ended December 31, 2015 and 2014:

	For the years ended December 31, 2015	2014
Transactions with stockholders		
- Accrued rent for Guangdong office	$ 183,361	$ 186,953
- Rent paid	(91,681)	(186,953)
- Repayment	-	(181,110)
- Loan received	179,859	-
- Expenses paid on behalf of the Company	1,367	-
	$ 272,906	$ (181,110)

On August 11, 2015, the Company obtained a loan for $154,373 from Mr. Yao. The loan is non-interest bearing and due on August 10, 2016.

Guangdong Xingbang currently leases office from Mr. Yao and his spouse pursuant to a three-year lease agreement and pays a monthly rent of RMB96,000 (approximately $14,820). The lease expires on December 31, 2016. We believe the rent is reasonable and in accordance with market prices.

During the year ended December 31, 2015, the Company borrowed $20,069 from Xiaole Zhan, who is a stockholder and director of the Company. The loan is non-interest bearing and due on demand.

The table below sets forth details on our transactions with related companies during the years ended December 31, 2015 and 2014:

Transactions with related companies	**For the year ended December 31,**	
Xinyu Xingbang Industry Co., Ltd (1)	**2015**	**2014**
- Loan received	$ 4,782,975	$ 3,586,498
- Expenses paid on behalf of the Company	183,157	-
- Repayment	(175,950)	(498,956)
- Accrued rent	32,470	59,811
Other related companies (2)		
- Expenses paid on behalf of the Company	72,505	60
- Repayment	(76,067)	-
	$ 4,819,090	$ 3,147,413

(1) Xinyu Xingbang Industry Co., Ltd. ("Xinyu Industry") is organized in China and Mr. Yao and his wife own 90% and 10% of Xinyu Industry, respectively.

(2) Other related companies include: (i) Zhongxing Decoration; (ii) Xinyu Qiuying Technology Network Co., Ltd where Mr. Yao is a director; (iii) Guangzhou Efee Pay Network Co., Ltd. where Mr. Yao is a director; (iv) Xinyu Media Alliance Advertising Co., Ltd. where Mr. Yao is a director; (v) Guangzhou Cross-Border E-Commerce International Trade Co., Ltd. where Mr. Xiaole Zhan, a stockholder and director of the Company, is the legal representative and. (vi) Haigang Song, Chief Financial Officer and director of the Company.

The Company borrowed $4,782,975 and $3,586,498 from Xinyu Xingbang during the years ended December 31, 2015 and 2014, respectively. The loans are non-interest bearing and due on various dates before December 2016.

Other related companies paid expenses on behalf of the Company of $183,157 and $0 for the years ended December 31, 2015 and 2014, respectively.

The Company made repayment of $252,017 and $498,956 to other related companies for the years ended December 31, 2015 and 2014, respectively. The advances are non-interest bearing and due on demand.

Due to stockholders consist of the following:

	As of December 31, 2015	**As of December 31, 2014**
Mr. & Mrs. Yao	$ 1,788,352	$ 1,611,708
Xiaole Zhan	20,069	-
Total	$ 1,808,421	$ 1,611,708

As of December 31, 2015 and December 31, 2014, WFOE owed $771,867 and $805,854, respectively, to Mr. Yao. The loan is interest free and unsecured. The loan was entered into on May 31, 2012, and the loan period started on June 11, 2012 and was due on June 10, 2013. On May 31, 2013, August 7, 2014 and June 11, 2015, the loan was renewed with the same terms and a new due date of June 11, 2016. The proceeds of the loan were used as the capital investment in Xinyu Xingbang.

As of December 31, 2015 and December 31, 2014, Guangdong Xingbang owed $926,240 and $805,854 respectively, to Mr. Yao. The loans are interest free and unsecured and due on June 18, 2016 and August 10, 2016.

As of December 31, 2015 and December 31, 2014, Guangdong Xingbang accrued $88,919 and $0 respectively, to Mr. Yao for the rental of the office premises. The amount due is unsecured and interest free.

Due to related parties consist of the following:

	As of December 31, 2015	As of December 31, 2014
Xinyu Industry - loan payable	$ 9,346,469	$ 5,092,991
Xinyu Industry - other advances	272,118	65,760
Zhongxing Decoration	19,385	14,566
Xinyu Qiuying Technology Network Co., Ltd	(1,686)	-
Xinyu Qiuying Technology Network Co., Ltd - Guangzhou Branch	(59,163)	-
Guangzhou EFee Pay Network Co., Ltd	1,517	-
Xinyu Media Alliance Advertising Co., Ltd	49,711	-
Guangzhou Cross-Border E-Commerce International Trade Co., Ltd.	(42)	-
Haigang Song	772	-
Total	$ 9,629,081	$ 5,173,317

The Company had various loan agreements with Xinyu Industry as of December 31, 2015 and December 31, 2014. Those loans are non-interest bearing and due on various dates before December 2016.

Due to (due from) related parties are non-interest bearing and due on demand.

Other

Other than employment and the foregoing arrangements, none of the following persons has any direct or indirect material interest in any transaction to which we are a party since our incorporation or in any proposed transaction to which we are proposed to be a party: (i) any of our directors or officers; (ii) any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to our common stock; or (iii) any relative or spouse of any of the foregoing persons, or any relative of such spouse who has the same house as such person or who is a director or officer of any parent or subsidiary of our company.

Director Independence

After review of all relevant transactions and relationships between each director, any of their family members, the Company, our executive officers and our independent registered public accounting firm, the Board has affirmatively determined that a majority of our Board is comprised of independent directors. Our current independent directors are: Mr. Levinson, Mr. Su, Mr. Tan and Mr. Wu.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets forth fees billed to us by our independent registered public accounting firms Paritz & Company, P.A. and Baker Tilly Hong Kong Limited, CPA, during the fiscal year ended December 31, 2015 and 2014 for: (i) services rendered for the audit of our annual financial statements and the review of our quarterly financial statements; (ii) services by our independent registered public accounting firms that are reasonably related to the performance of the audit or review of our financial statements and that are not reported as audit fees; (iii) services rendered in connection with tax compliance, tax advice and tax planning; and (iv) all other fees for services rendered.

	2014	2015
Audit Fees	$ 70,292	$ 79,429
Audit-Related Fees	-	-
Tax Fees	-	-
All Other Fees	-	-
TOTAL	$ 70,292	$ 79,429

Board of Directors Pre-Approval Policies and Procedures

Our audit committee reviewed and approved all audit services provided by Baker Tilly Hong Kong and Paritz & Company, P.A. , and has determined that their provision of such services to us during fiscal 2015 is compatible with and did not impair the independence of Baker Tilly Hong Kong and Paritz & Company, P.A . It is the practice of our director to consider and approve in advance all audit and non-audit services provided to us by our independent auditors.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report

(1) All financial statements

The following financial statements of China Xingbang Industry Group Inc. and Reports of Independent Registered Public Accounting Firms are presented in the "F" pages of this report:

(2) Financial Statement Schedules

Schedules are omitted because the required information is not present or is not present in amounts sufficient to require submission of the schedule or because the information required is given in the consolidated financial statements or the notes thereto.

(3) Exhibits

Exhibit No.	Description
3.1	Articles of Incorporation of the Registrant (1)
3.2	Certificate of Amendment to the Articles of Incorporation (1)
3.3	Bylaws of the Registrant (1)
10.1	Share Exchange Agreement (1)
10.2	Consulting Services Agreement dated May 13, 2011 between Guangdong Xingbang and the WFOE (1)
10.3	Operating Agreement dated May 13, 2011 by and among Guangdong Xingbang, its stockholders and the WFOE (1)
10.4	Voting Rights Proxy Agreement dated May 13, 2011 by and among Guangdong Xingbang, its stockholders and the WFOE (1)
10.5	Equity Pledge Agreement dated May 13, 2011 by and among Guangdong Xingbang, its stockholders and the WFOE (1)
10.6	Option Agreement dated May 13, 2011 by and among Guangdong Xingbang, its stockholders and the WFOE (1)
10.7*	English Translation of Form of Franchise Agreement
10.8*	Labor Contract between China Xingbang Industry Group Inc. and Xiaohong Yao
10.9*	Labor Contract between China Xingbang Industry Group Inc. and Haigang Song
10.10	Director Agreement dated June 13, 2011 with Joseph Levinson (2)
10.11	Director Agreement dated June 13, 2011 with Gangxian Su (2)
10.12	Director Agreement dated June 13, 2011 with Xingzheng Tan (2)
10.13	Director Agreement dated June 13, 2011 with Fei Wu (2)
10.14*	Director Agreement dated June 1, 2011 with Xiaole Zhan
14.1	Code of Ethics adopted on June 15, 2011 (2)
21.1	List of Subsidiaries (4)
31.1*	Certification of CEO pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of CFO pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of the CEO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of the CFO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1	Audit Committee Charter adopted on June 15, 2011 (3)
99.2	Compensation Committee Charter adopted on June 15, 2011(3)
99.3	Nominating and Corporate Governance Committee Charter adopted on June 15, 2011(3)
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 Extension Presentation Linkbase Document

* Filed herewith

** Furnished herewith

(1) Incorporated by reference to the Company's Registration Statement on Form 10 (File Number 000-54429) filed on June 6, 2011.

(2) Incorporated by reference to Amendment No. 1 to the Company's Registration Statement on Form 10 filed on July 19, 2011.

(3) Incorporated by reference to Post-Effective Amendment No. 1 to the Company's Registration Statement on Form 10 filed on August 9, 2011.

(4) Incorporated by reference to Exhibit 21.1 to the Company's Annual Report on Form 10-K filed on March 27, 2015.

SIGNATURES

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

China Xingbang Industry Group Inc.

Date: April 14, 2016	By:	/s/ Xiaohong Yao
		Xiaohong Yao, Chairman, President and Chief Executive Officer (Principal Executive Officer)
	By:	/s/ Haigang Song
		Haigang Song, Interim Chief Financial Officer (Principal Accounting and Financial Officer)

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

April 14, 2016	/s/ Xiaohong Yao
	Xiaohong Yao, Chairman, President and Chief Executive Officer (Principal Executive Officer)
April 14, 2016	/s/ Haigang Song
	Haigang Song, Interim Chief Financial Officer (Principal Financial and Accounting Officer)
April 14, 2016	/s/ Xiaole Zhan
	Xiaole Zhan, Director
April 14, 2016	/s/ Joseph Levinson
	Joseph Levinson, Director
April 14, 2016	/s/ Gangxian Su
	Gangxian Su, Director
April 14, 2016	/s/ Xingzheng Tan
	Xingzheng Tan, Director
April 14, 2016	/s/ Fei Wu
	Fei Wu, Director

CHINA XINGBANG INDUSTRY GROUP INC.
CONSOLIDATED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2015 AND 2014

CONTENTS

Paritz & Company, P.A.
certified public accountants

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of China Xingbang Industry Group, Inc.

We have audited the accompanying consolidated balance sheet of China Xingbang Industry Group, Inc. as of December 31, 2015, and the related consolidated statements of comprehensive loss, stockholders' deficit, and cash flows for the year ended December 31, 2015. China Xingbang Industry Group, Inc.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of China Xingbang Industry Group, Inc. as of December 31, 2015, and the results of its operations and its cash flows for the year ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As disclosed in Note 2 to the consolidated financial statements, the Company's operations resulted in a net loss of $8,366,699 and used cash in operations of $4,925,650 for the year ended December 31, 2015. As of December 31, 2015, the Company had an unappropriated accumulated deficit of $16,867,141, a stockholders' deficit of $15,088,039, and a working capital deficiency of $15,786,655. In the course of its development activities, the Company continues to sustain losses. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regards to these matters are described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Paritz & Company, P.A.

Hackensack, NJ
April 14, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of:
China Xingbang Industry Group Inc.

We have audited the accompanying consolidated balance sheets of China Xingbang Industry Group Inc. and subsidiaries and variable interest entities, as of December 31, 2014 and 2013 and the related statements of operations and comprehensive loss, stockholders' deficit and cash flows for the years ended December 31, 2014 and 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of China Xingbang Industry Group Inc. and subsidiaries and variable interest entities, as of December 31, 2014 and 2013, the results of its operations and its cash flows for the years ended December 31, 2014 and 2013 in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the consolidated financial statements, the Company’s operations resulted in a net loss of $3,474,219 and used cash in operations of $2,485,774 for the year ended December 31, 2014. As of December 31, 2014, the Company had an unappropriated accumulated deficit of $8,500,442 and a working capital deficiency of $7,982,920. These factors raise substantial doubt about its ability to continue as a going concern. Management’s plans concerning this matter are also described in Note 3. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ BAKER TILLY HONG KONG LIMITED
Certified Public Accountants

Hong Kong

March 27, 2015

CHINA XINGBANG INDUSTRY GROUP INC.
CONSOLIDATED BALANCE SHEETS

	As of December 31,			
		2015		2014
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	$	28,781	$	198,744
Accounts receivable, net		15,437		16,117
Prepaid expenses and other current assets		312,911		262,668
Total Current Assets		357,129		477,529
PROPERTY AND EQUIPMENT, NET		698,616		703,951
TOTAL ASSETS	$	1,055,745	$	1,181,480
LIABILITIES AND STOCKHOLDERS' DEFICIT				
CURRENT LIABILITIES				
Other payables and accrued expenses	$	4,706,282	$	1,675,424
Due to stockholders		1,808,421		1,611,708
Due to related companies		9,629,081		5,173,317
Total Current Liabilities		16,143,784		8,460,449
COMMITMENTS AND CONTINGENCIES		-		-
STOCKHOLDERS' DEFICIT				
Preferred stock ($0.001 par value, 60,000,000 shares authorized, no shares issued as of December 31, 2015 and 2014)		-		-
Common stock ($0.001 par value, 300,000,000 shares authorized and 81,244,000 shares issued and outstanding as of December 31, 2015 and 2014 respectively)		81,244		81,244
Additional paid-in capital		959,330		959,330
Unappropriated accumulated deficit		(16,867,141)		(8,500,442)
Appropriated retained earnings		72,493		72,493
Accumulated other comprehensive income		666,035		108,406
Total Stockholders' Deficit		(15,088,039)		(7,278,969)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$	1,055,745	$	1,181,480

T he accompanying notes are an integral part of these consolidated financial statements.

CHINA XINGBANG INDUSTRY GROUP INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	Years ended December 31, 2015	Years ended December 31, 2014
REVENUE		
E-commerce	$ 538,734	$ 37,518
Total revenue	538,734	37,518
COST OF REVENUE		
E-commerce	4,051,890	1,278,142
Total cost of revenue	4,051,890	1,278,142
GROSS LOSS	(3,513,156)	(1,240,624)
OPERATING EXPENSES		
Selling expenses	3,179,485	1,256,725
General and administrative expenses	1,467,283	903,093
Depreciation - property and equipment	183,178	111,003
Total operating expenses, net	4,829,946	2,270,821
LOSS FROM OPERATIONS	(8,343,102)	(3,511,445)
OTHER INCOME (EXPENSES)		
Interest income	460	1,609
Other income	42,164	37,865
Other expenses	(64,524)	(2,866)
Gain (loss) on disposal of property and equipment, net	(1,697)	618
Total other income (expenses), net	(23,597)	37,226
LOSS BEFORE INCOME TAXES	(8,366,699)	(3,474,219)
Income tax expense	-	-
NET LOSS	(8,366,699)	(3,474,219)
OTHER COMPREHENSIVE INCOME		
Foreign currency translation gain	557,629	117,859
COMPREHENSIVE LOSS	$ (7,809,070)	$ (3,356,360)
Net loss per share - basic and diluted	$ (0.10)	$ (0.04)
Weighted average number of shares outstanding during the year - basic and diluted	81,244,000	81,244,000

T he accompanying notes are an integral part of these consolidated financial statements.

CHINA XINGBANG INDUSTRY GROUP INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT

	Common stock		Additional	Unappropriated	Appropriated	Accumulated other	
	Number of shares	Amount	paid-in capital	accumulated deficit	retained earnings	comprehensive income (loss)	Total
Balance at December 31, 2013	81,244,000	$ 81,244	$ 959,330	$ (5,026,223)	$ 72,493	$ (9,453)	$ (3,922,609)
Net loss	-	-	-	(3,474,219)	-	-	(3,474,219)
Foreign currency translation gain	-	-	-	-	-	117,859	117,859
Balance at December 31, 2014	81,244,000	81,244	959,330	(8,500,442)	72,493	108,406	(7,278,969)
Net loss	-	-	-	(8,366,699)	-	-	(8,366,699)
Foreign currency translation gain	-	-	-	-	-	557,629	557,629
Balance at December 31, 2015	81,244,000	$ 81,244	$ 959,330	$ (16,867,141)	$ 72,493	$ 666,035	$ (15,088,039)

T he accompanying notes are an integral part of these consolidated financial statements.

CHINA XINGBANG INDUSTRY GROUP INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years ended December 31, 2015	Years ended December 31, 2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (8,366,699)	$ (3,474,219)
Adjusted to reconcile net loss to cash used in operating activities:		
Depreciation - property and equipment	183,178	111,003
Bad debt provision	77,374	-
Loss (gain) on disposal of property and equipment, net	1,697	(618)
Changes in operating assets and liabilities		
Accounts receivable	-	(16,228)
Prepaid expenses and other current assets	(140,512)	(234,235)
Other payables and accrued expenses	3,195,162	1,068,712
Accrued rent payable to a related company	32,470	59,811
Accrued rent payable to a stockholder	91,680	-
Net cash used in operating activities	(4,925,650)	(2,485,774)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(210,428)	(501,705)
Proceeds from disposals of property and equipment	442	3,499
Net cash used in investing activities	(209,986)	(498,206)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from related companies	4,786,620	3,087,602
Proceeds from (repayment to) stockholders	181,226	(181,110)
Net cash provided by financing activities	4,967,846	2,906,492
EFFECT OF EXCHANGE RATES ON CASH	(2,173)	(7,769)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(169,963)	(85,257)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	198,744	284,001
CASH AND CASH EQUIVALENTS AT END OF YEAR	$ 28,781	$ 198,744
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for interest expenses	$ -	$ -
Cash paid for income tax	$ -	$ -

T he accompanying notes are an integral part of these consolidated financial statements.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION

(A) Organization

China Xingbang Industry Group Inc. ("Xingbang NV" or the "Company") was incorporated in Nevada on April 12, 2011 as a holding company.

Xing Bang Industry Group Limited ("Xingbang BVI") was incorporated in the British Virgin Islands ("BVI") on March 24, 2011 as a holding company and is wholly owned by Xingbang NV.

China Group Purchase Alliance Limited ("Xingbang HK") was incorporated in Hong Kong on August 5, 2008 as a holding company and is wholly owned by Xingbang BVI. Xingbang HK established Guangzhou Xingbang Information Consulting Co., Ltd., a wholly foreign owned enterprise (the "WFOE"), on May 12, 2011 in the People's Republic of China ("PRC") to provide consulting, investment and technical services to Guangdong Xingbang Industry Information & Media Co., Ltd. ("Guangdong Xingbang").

Guangdong Xingbang was incorporated in the PRC on January 17, 2005 as a limited liability company. Guangdong Xingbang is a print media operator serving the home furnishing industry in the PRC. Guangdong Xingbang also provides marketing consulting services to clients in the home furnishing industry and local government in the PRC. Starting from August 2011, Guangdong Xingbang began to provide e-commerce services, namely B2B2C (Business-to-Business-to-Consumer), to manufacturers and distributors, and brick-and-mortar stores located in different parts of the PRC through an e-commerce platform, referred to as ju51 Mall, developed by Guangdong Xingbang.

Xinyu Xingbang Information Industry Co., Ltd ("Xinyu Xingbang") was incorporated in the PRC on June 11, 2012 for the purpose of continuing the business of Guangdong Xingbang as Guangdong Xingbang winds down its operations. Pursuant to the Articles of Associations of Xinyu Xingbang, Guangdong Xingbang and the WFOE each invested $787,030 (RMB 5,000,000) in Xinyu Xingbang and each owns 50% of the equity interest of Xinyu Xingbang. Under the Xinyu Xingbang Articles of Association, the WFOE is entitled to appoint the sole director and all members of the management team of Xinyu Xingbang and the WFOE is entitled to receive 99.99% of Xinyu Xingbang's net profit. Based on the relevant PRC regulations, an Internet Content Provider license, or ICP license, issued by the Chinese Ministry of Industry and Information Technology, is required for Xinyu Xingbang to conduct business as currently contemplated. In order to be granted the ICP license, foreign investor's ownership of Xinyu Xingbang cannot exceed 50%. Xinyu Xingbang obtained its ICP license in February 2013. Guangdong Xingbang which does not have any revenue generating operations will continue its corporate existence to hold the equity interest in Xinyu Xingbang.

Pursuant to (i) a series of contractual arrangements between the WFOE, Guangdong Xingbang and all the stockholders of Guangdong Xingbang (ii) the share exchange agreement between Xingbang NV, Xingbang BVI and all the stockholders of Xingbang BVI, and (iii) the WFOE's 50% equity ownership of Xinyu Xingbang, the results of all these entities are consolidated together. Since they are under common control, the contractual arrangements and share exchange were accounted for as a reorganization of entities under common control .

(B) Principles of consolidation

The accompanying consolidated financial statements includes China Xingbang Industry Group Inc., its subsidiaries and variable interest entities ("VIEs") (collectively the "Group") and have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC").

All significant inter-company accounts and transactions have been eliminated in consolidation.

Reclassification

Certain amounts for prior periods have been reclassified to conform to the current period presentation.

(C) Use of estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant accounting estimates reflected in the Company's consolidated financial statements include: the estimated useful lives and impairment of property, equipment, and intangible assets and valuation of deferred tax assets.

(D) Cash and cash equivalents

Cash and cash equivalents including cash on hand and deposits placed with banks or other financial institutions, which are unrestricted as to withdrawal and use and with an original maturity of three months or less.

The Company maintains cash with financial institutions in the People's Republic of China ("PRC") which are not insured or otherwise protected. Should any of these institutions holding the Company's cash become insolvent, or if the Company is unable to withdraw funds for any reason, the Company could lose the cash on deposit with that institution. The Company believes the probability of a bank failure, causing loss to the Company, is remote.

For purpose of the statements of cash flows, cash and cash equivalents include cash on hand and demand deposits with banks with a maturity of less than three months.

(E) Variable interest entity

In accordance with Accounting Standards Codification, or ASC 810, the Company analyzes its variable interests including its equity investments. The Company determines its interests in potential VIEs and then assesses whether the Company is the primary beneficiary of each VIE. If the Company determines it is the primary beneficiary of a VIE, the Company consolidates its assets, liabilities, results of operations and cash flows. If the Company is not the primary beneficiary, the Company accounts for such interests using other applicable GAAP.

(F) Property and equipment

Property and equipment are stated at cost, less accumulated depreciation. Expenditures for additions, major renewals and betterments are capitalized and expenditures for maintenance and repairs are charged to expense as incurred.

Depreciation is provided on a straight-line basis, less estimated residual value over the assets' estimated useful lives. The estimated useful lives are as follows:

Leasehold improvements	10 years (or the lease term, if shorter)
Motor vehicles	5 years
Office equipment	5 years

(G) Long-lived assets

According to paragraph 360-10-35-17 of the ASC, all long-lived assets, including property and equipment, are reviewed for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. If impairment is indicated, we reduce the carrying value of the asset to fair value. Fair value would be determined by the use of appraisals, discounted cash flow analyses or comparable fair values of similar assets.

(H) Fair value of financial instruments

ASC 820 Fair Value Measurements and Disclosures define fair value as “the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price).” The standard establishes a consistent framework for measuring fair value and expands disclosure requirements about fair value measurements. ASC 820, among other things, requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Fair Value Hierarchy

ASC 820 discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow) and the cost approach (cost to replace the service capacity of an asset or replacement cost). The statement utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

Level 1 – Valuation is based upon quoted prices for identical instruments traded in active markets.

Level 2 – Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 – Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect our estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flows models and similar techniques.

The Company did not identify any financial assets or liabilities measured at fair value on a recurring basis in accordance with ASC 820. The carrying values of cash and cash equivalents, net, other current assets, due to related companies and stockholders and other payables and accrued expenses approximate their fair values due to the short maturities of these instruments.

(I) Revenue recognition

The Company recognizes revenues under ASC 605, Revenue Recognition when all of the following have occurred: persuasive evidence of arrangement with the customer, services have been performed, fees are fixed or determinable and collectability of the fees is reasonably assured.

E-Commerce

The Company provides various e-commerce services to its clients in the PRC based on a negotiated fixed-price time contract for use of its online platform. The clients usually pay the fees in advance when the contract is signed or before the use of e-commerce. The Company recognizes these services-based revenues from contracts when (i) services are rendered; (ii) clients recognized the completion of services; and (iii) collectability is reasonably assured. Fees received in advance are recorded as deferred revenue under current liabilities. The Company also develops other sources of revenue and charges commission on transactions made through the Ju51 mall. Besides the ju51 platform, the Company also signed an agency agreement with Xinyu Zhongxing Decoration Technical Network Company Limited ("Zhongxing Decoration") as a business strategy partner, which helps finding technical service station, developing and operating channel service, and promotion. As an agency, it shares partial profit from the Company's e-commerce platform, 5% from the trading commission from each merchant's transaction in Ju51 platform, 100% from technical service station annual fee, and 10% of the franchise service platform service fee income. Starting from January 2015, in order to have a more direct cooperation with technical service stations, Xinyu Xingbang, Zhongxing Decoration and technical service stations entered into certain three party agreements pursuant to which Zhongxing Decoration shall no longer act as the middle person, allowing Xinyu Xingbang to directly enter into cooperation agreement with technical service stations. Xinyu Xingbang entered into cooperation agreements with technical service stations since January 2015. Xinyu Xingbang is entitled to receive from the technical service stations a service charge of RMB10,000 (approximately $1,600) for one year of training and guidance service to technical service stations.

(J) Cost of revenue

Cost of e-commerce

Cost of e-commerce mainly includes amortization of website development cost, salaries of website administrators, commission paid to technical service stations, service fee for Media Integrated Advertising Communication Package and business tax related to the service.

(K) Income taxes

Income taxes are accounted for under the asset and liability method in accordance with ASC 740-10. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes in the enactment date. The Company provides valuation allowances against the net deferred tax asset for amounts that are not considered more likely than not to be realized.

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 of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. The adoption had no effect on the Company’s financial statements.

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 is probable that taxable profit will be available against which deductible temporary differences can be utilized. Deferred tax is calculated at the 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 profit or loss, 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 asset and liabilities on a net basis. As of December 31, 2015 and 2014, the Company has no net deferred tax assets.

(L) Foreign currency transactions and translation

The reporting currency of the Company is the United States Dollar ("US$"). Xingbang NV, Xingbang BVI, Xingbang HK, WFOE, Guangdong Xingbang and Xinyu Xingbang maintain their accounting records in their functional currencies of US$, Hong Kong Dollars (“HK$”), HK$, Renminbi (“RMB”), RMB and RMB respectively. Foreign currency transactions during the year are translated to the functional currency at the approximate rates of exchange on the dates of transactions.

The financial statements are translated into US$ using the closing rate method. The balance sheet items are translated into US$ using the exchange rates at the respective balance sheet dates. The capital and various reserves are translated at historical exchange rates prevailing at the time of the transactions while income and expenses items are translated at the average exchange rate for the year. All exchange differences are recorded within equity.

The exchange rates used to translate amounts in HK$ and RMB into US$ for the purposes of preparing the financial statements were as follows:

	December 31, 2015	December 31, 2014
Balance sheet items, except for share capital, additional paid-in capital and accumulated deficit as of year end	US$1=HK$7.8 =RMB6.4778	US$1=HK$7.8 =RMB6.2046
Amounts included in the statements of comprehensive loss and cash flows for the year ended	US$1=HK$7.8 =RMB6.2827	US$1=HK$7.8 =RMB6.1620

The foreign currency translation gains resulting from translation of the financial statements expressed in HK$ and RMB to US$ are reported as other comprehensive income in the statements of comprehensive loss and stockholders' deficit. Other comprehensive income for the years ended December 31, 2015 and 2014 was $557,629 and $117,859 respectively.

No presentation is made that RMB amounts have been, or would be, converted into US$ at the above rates. Although the Chinese government regulations now allow convertibility of RMB for current account transactions, significant restrictions still remain. Hence, such translations should not be construed as representations that RMB could be converted into US$ at that rate or any other rate.

The value of RMB against US$ and other currencies may fluctuate and is affected by, among other things, changes in PRC's political and economic conditions. Any significant revaluation of RMB may materially affect the Company's financial condition in terms of US$ reporting.

(M) Recent Accounting Pronouncements

In February 2015, FASB issued ASU No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis. The new consolidation standard changes the way reporting enterprises evaluate whether (a) they should consolidate limited partnerships and similar entities, (b) fees paid to a decision maker or service provider are variable interests in a VIE, and (c) variable interests in a VIE held by related parties of the reporting enterprise require the reporting enterprise to consolidate the VIE. The guidance is effective for public business entities for annual and interim periods in fiscal years beginning after December 15, 2015. Early adoption is allowed, including early adoption in an interim period. A reporting entity may apply a modified retrospective approach by recording a cumulative-effect adjustment to equity as of the beginning of the fiscal year of adoption or may apply the amendments retrospectively. The Company is in process of assessing the impact of the adoption of this guidance on the consolidated financial statements.

In November 2015, FASB issued ASU 2015-17, "Balance Sheet Classification of Deferred Taxes." ASU 2015-17 requires that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. ASU 2015-17 is effective for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. The Company does not expect these changes to have a material impact on the Company's consolidated financial statements.

In January 2016, Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-01, "Recognition and Measurement of Financial Assets and Financial Liabilities." ASU 2016-01 requires equity investments to be measured at fair value with changes in fair value recognized in net income; simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; Eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments; requires separate presentation of financial assets and financial liabilities by measurement category and form of financial assets on the balance sheet or the accompanying notes to the financial statements and clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. ASU 2016-01 is effective for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company does not expect these changes to have a material impact on the Company's consolidated financial statements.

All other accounting standards that have been issued or proposed by the FASB that do not require adoption until a future date are not expected to have a material impact on the financial statements upon adoption.

2. GOING CONCERN

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company's operations resulted in a net loss of $8,366,699 and used cash in operations of $4,925,650 for the year ended December 31, 2015. As of December 31, 2015, the Company had an unappropriated accumulated deficit of $16,867,141, a stockholders' deficit of $15,088,039, and a working capital deficiency of $15,786,655.

In the course of its development activities, the Company continues to sustain losses. The Company expects to finance its operations primarily through capital contributions from stockholders and its affiliates. The Company borrowed from stockholders and related companies a net amount of $4,967,846 during 2015, and the stockholders and related companies agreed to lend more funds to the Company as needed for management to execute its business plan for at least the next twelve months.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required until such time as it can generate sources of recurring revenues and to ultimately attain profitability. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

3. PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets at December 31 consisted of the following:

	2015	2014
Advance to staff	$ 13,104	$ 10,775
Prepaid expenses	25,075	134,858
Rental and other deposits paid	15,968	15,325
Other receivables	258,764	101,710
	$ 312,911	$ 262,668

4. PROPERTY AND EQUIPMENT, NET

The following is a summary of property and equipment, net at December 31:

	2015	2014
Leasehold improvements	$ 89,615	$ 93,560
Office equipment	1,015,329	889,769
Motor vehicles	306,418	319,911
	1,411,362	1,303,240
Less: accumulated depreciation	(712,746)	(599,289)
	$ 698,616	$ 703,951

Depreciation expenses for the years ended December 31, 2015 and 2014 were $183,178 and $111,003, respectively. Net loss on disposal of property and equipment for the year ended December 31, 2015 was $1,697 and net gain on disposal of property and equipment for the year ended December 31, 2014 was $618.

5. OTHER PAYABLES AND ACCRUED EXPENSES

Other payables and accrued expenses at December 31, 2015 and 2014 consist of the following:

	2015	2014
Customer deposits and prepayments	$ 1,461,759	$ 1,255,254
Business and other taxes payable	99,000	9,720
Other payables	37,716	6,744
Accrued salary	1,316,728	146,778
Accrued social benefit and housing allowance	1,367,395	176,707
Other accrued expenses	423,684	80,221
	$ 4,706,282	$ 1,675,424

6. OTHER INCOME

For the years ended December 31, 2015 and 2014, the Company recorded other income of $42,164 and $37,865, respectively. The other income is mainly contributed by the government grant from finance bureau.

7. INCOME TAX

Xingbang NV was incorporated in the United States on April 12, 2011 and has net operating loss carry forwards for income taxes amounting to approximately $1.7 million as of December 31, 2015 which may be available to reduce future years' taxable income. These net operating loss carry forwards will expire, if not utilized, commencing in 2030. Management believes that the realization of the benefits from these losses appears uncertain due to the Xingbang's NV limited operating history and continuing losses. Accordingly, a full deferred tax asset valuation allowance has been provided and no net deferred tax asset benefit has been recorded. The respective valuation allowance at December 31, 2015 was approximately $4.3 million. The net change in the valuation allowance for 2015 was an increase of approximately $2,120,000.

Xingbang BVI was incorporated in the BVI on March 24, 2011 and under current laws of the BVI and is not subject to tax on income.

Xingbang HK was incorporated in Hong Kong and is subject to the income tax regulation of Hong Kong. No provision for income tax has been made. Xingbang HK has incurred operating loss for the year ended December 31, 2015. The tax loss cannot be carried forward to reduce future years' taxable income as there was no revenue earned during the year.

The Company's Chinese subsidiaries and VIEs are governed by the Income Tax Law of the PRC concerning the privately run and foreign invested enterprises, which are generally subject to tax at a statutory rate of 25% on income reported in the statutory financial statements after appropriate tax adjustments.

The Company has net operating loss carry forwards in China for income taxes amounting to approximately $15.2 million as of December 31, 2015 which may be available to reduce future year's taxable income. These net operating loss carry forwards will expire, if not utilized, commencing in 2016. Management believes that the realization of the benefits from these losses appears uncertain due to continuing losses. Accordingly, a full deferred tax asset valuation allowance has been provided and no net deferred tax asset has been recorded.

The reconciliation of income tax expense at the U.S. statutory rate of 35% to the Company's effective tax rate for the years ended December 31, 2015 and 2014 is as follows:

	2015	2014
Loss before income taxes	$ (8,366,699)	$ (3,474,219)
U.S. Statutory rate	(2,928,345)	(1,215,977)
Tax rate difference	808,310	322,465
Non-deductible expenses	-	6,959
Non-taxable income	-	(8,114)
Valuation allowance	2,120,035	963,734
Others	-	(69,067)
Income tax expenses	$ -	$ -

The provisions for income taxes are summarized as follows:

	For the years ended December 31	
	2015	2014
Current	$ -	$ -
Deferred	(2,120,035)	(963,734)
Valuation allowance	2,120,035	963,734
Total	$ -	$ -

The tax effects of significant items comprising deferred tax assets as of December 31, 2015 and 2014 are as follows:

	2015	2014
Deferred tax assets (liabilities):		
Depreciation and amortization of property and equipment and website development cost	$ 403,265	$ 467,107
Deferred revenue	61,279	78,610
Payables and accrued expenses	273,777	73,504
Receivables and prepaid expenses	12,447	(4,488)
Bad debt provision	19,344	-
Others	(12,733)	-
Tax loss	3,581,945	1,604,555
	4,339,324	2,219,288
Valuation allowance	(4,339,324)	(2,219,288)
	$ -	$ -

8. STOCKHOLDERS' DEFICIT

Appropriated retained earnings

The Company's PRC subsidiary is required to make appropriation to the statutory surplus reserve at 10% of the after-tax net income annually until the total contributions equal to 50% of the entities' registered capital. The statutory reserve funds are restricted for use to set off against prior period losses, expansion of production and operations or for the increase in the registered capital of the respective companies. This reserve is therefore not available for distribution except in liquidation.

For the years ended December 31, 2015 and 2014, the Company has no contractually controlled affiliate to its reserve funds based on its net income in accordance with the laws and regulations of the PRC.

9. COMMITMENTS AND CONTINGENCIES

(A) Defined contribution retirement plans

The full time employees of the Company are entitled to employee benefits including medical care, welfare subsidies, unemployment insurance and pension benefits through a Chinese government mandated multi-employer defined contribution plan. The Company is required to accrue for those benefits based on certain percentages of the employees' salaries and make contributions to the plans out of the amounts accrued for medical and pension benefits. The total provision and contributions made for such employee benefits for the years ended December 31, 2015 and 2014 were $1,106,830 and $287,072, respectively. The Chinese government is responsible for the medical benefits and the pension liability to be paid to these employees.

(B) Rental leases commitment

Guangdong Xingbang leases office premises from two stockholders (Mr. Yao and his spouse) under an operating lease at a monthly rental of $14,820 until December 31, 2016 pursuant to certain lease agreement.

In September 2013, Guangdong Xingbang lease Zhongshan office premises from an independent third party, Zhongshan Guzhen Asset Management Ltd, pursuant to a lease agreement and pays a monthly rental of $1,767, which expires on August 31, 2018.

In July 2015, Guangdong Xingbang leased premises from an independent individual, Zhifang Wang, pursuant to a lease agreement and pays a monthly rental of $926. The lease shall expire on July 12, 2016.

Xinyu Xingbang leases office premises from Xinyu Xingbang Industry Co., Ltd ("Xinyu Industry") under an operating lease at a monthly rental of $2,624, which expired on June 30, 2015. Mr. Yao and his spouse own 90% and 10% respectively, of the registered capital of Xinyu Industry. The lease was renewed with the same term which shall expire on June 30, 2018.

In March 2015, Xingyu Xingbang leased premises from an independent third party, Guangdong Guangwu Specialized Market Investment Management Co., Ltd., pursuant to a lease agreement and pays a monthly rental of $932. The lease shall expire on February 28, 2016.

As of December 31, 2015, the Company had outstanding commitments with respect to the above operating leases, which are due as follows:

For the fiscal years ending December 31,	
2016	253,025
2017	66,838
2018	39,310
Total	$ 359,173

Rental expenses for the year ended December 31, 2015 and 2014 was $266,278 and $246,571, respectively.

10. RELATED PARTY TRANSACTIONS AND BALANCES

Transactions:

	For the years ended December 31, 2015	2014
Transactions with stockholders		
- Accrued rent for Guangdong office	$ 183,361	$ 186,953
- Rent paid	(91,681)	(186,953)
- Repayment	-	(181,110)
- Loan received	179,859	-
- Expenses paid on behalf of the Company	1,367	-
	$ 272,906	$ (181,110)

On August 11, 2015, the Company obtained a loan for $154,373 from Mr. Yao. The loan is non-interest bearing and due on August 10, 2016.

The Company has a lease agreement with Mr. Yao. See Note 9 for details.

During the year ended December 31, 2015, the Company borrowed $20,069 from Xiaole Zhan, who is a stockholder and director of the Company. The loan is non-interest bearing and due on demand.

	For the year ended December 31, 2015	2014
Transactions with related companies		
Xinyu Xingbang Industry Co., Ltd (a)		
- Loan received	$ 4,782,975	$ 3,586,498
- Expenses paid on behalf of the Company	183,157	-
- Repayment	(175,950)	(498,956)
- Accrued rent	32,470	59,811
Other related companies (b)		
- Expenses paid on behalf of the Company	72,505	60
- Repayment	(76,067)	-
	$ 4,819,090	$ 3,147,413

(a) Xinyu Xingbang Industry Co., Ltd. is organized in China and Mr. Yao and his wife, own 90% and 10% of the Company respectively.

The Company borrowed $4,782,975 and $3,586,498 from Xinyu Xingbang during the years ended December 31,2015 and 2014, respectively. The loans are non-interest bearing and due on various dates before December 2016.

The Company signed a lease agreement with Xinyu Xingbang. See Note 9 for details.

(b) Other related companies also paid expenses on behalf of the Company and the Company made repayments to those companies.

Other related companies are as following:

Xinyu Zhongxing Decoration Technical Network Co., Ltd. is organized in China. Mr. Yao and his wife own 80% and 20%, of the company, respectively.

Xinyu Qiuying Technology Network Co., Ltd is organized in China and Mr. Yao is a director.

Guangzhou Efee Pay Network Co., Ltd. is organized in China and Mr. Yao is a director.

Xinyu Media Alliance Advertising Co., Ltd. is organized in China and Mr. Yao is a director.

Guangzhou Cross-Border E-Commerce International Trade Co., Ltd. is organized in China and Mr. Xiaole Zhan, a stockholder and director of the Company, is the legal representative.

Haigang Song is the Chief Financial Officer and director of the Company.

Other related companies paid expenses on behalf of the Company of $183,157 and $0 for the years ended December 31,2015 and 2014, respectively.

The Company made repayment of $252,017 and $498,956 for the years ended December 31,2015 and 2014, respectively.

The advances are non-interest bearing and due on demand.

Balances:

Due to stockholders consist of the following:

	As of December 31, 2015	As of December 31, 2014
Mr. & Mrs. Yao	$ 1,788,352	$ 1,611,708
Xiaole Zhan	20,069	-
Total	$ 1,808,421	$ 1,611,708

As of December 31, 2015 and December 31, 2014, WFOE owed $771,867 and $805,854 respectively, to Mr. Yao. The loan is interest free and unsecured. The loan was entered into on May 31, 2012, and the loan period started on June 11, 2012 and was due on June 10, 2013. On May 31, 2013, August 7, 2014 and June 11, 2015, the loan was renewed with the same terms and a renewed due date of June 11, 2016. The proceeds of the loan were used as the capital investment in Xinyu Xingbang.

As of December 31, 2015 and December 31, 2014, Guangdong Xingbang owed $926,240 and $805,854 respectively, to Mr. Yao. The loans are interest free and unsecured and due on June 18, 2016 and August 10, 2016.

As of December 31, 2015 and December 31, 2014, Guangdong Xingbang accrued $88,919 and $0 respectively, to Mr. Yao for the rental of the office premises. The amount due is unsecured and interest free.

Due to related parties consist of the following:

	As of December 31, 2015	As of December 31, 2014
Xinyu Xingbang Industry Co., Ltd - loan payable	$ 9,346,469	$ 5,092,991
Xinyu Xingbang Industry Co., Ltd - other advances	272,118	65,760
Xinyu Zhongxing Decoration Technical Network Co., Ltd	19,385	14,566
Xinyu Qiuying Technology Network Co., Ltd	(1,686)	-
Xinyu Qiuying Technology Network Co., Ltd - Guangzhou Branch	(59,163)	-
Guangzhou EFee Pay Network Co., Ltd	1,517	-
Xinyu Media Alliance Advertising Co., Ltd	49,711	-
Guangzhou Cross-Border E-Commerce International Trade Co., Ltd.	(42)	-
Haigang Song	772	-
Total	$ 9,629,081	$ 5,173,317

The Company had various loan agreements with Xinyu Xingbang Industry as of December 31, 2015 and December 31, 2014.

Those loans are non-interest bearing and due on various dates before December 2016.

Due to (due from) related parties are non-interest bearing and due on demand.

11. CONCENTRATIONS AND RISKS

As of December 31, 2015 and 2014, all of the Company's assets were located in the PRC and Hong Kong and all of the Company's revenues were derived from customers located in the PRC.

For the year ended December 31, 2015 and 2014, there were no suppliers accounting for 10% or more of the Company's purchases.

12. SUBSEQUENT EVENTS

The Company has evaluated the existence of significant events subsequent to the balance sheet date through the date the financial statements were issued and has determined that there were no subsequent events or transactions which would require recognition or disclosure in the financial statements.

Exhibit Index

Exhibit No.	Description
3.1	Articles of Incorporation of the Registrant (1)
3.2	Certificate of Amendment to the Articles of Incorporation (1)
3.3	Bylaws of the Registrant (1)
10.1	Share Exchange Agreement (1)
10.2	Consulting Services Agreement dated May 13, 2011 between Guangdong Xingbang and the WFOE (1)
10.3	Operating Agreement dated May 13, 2011 by and among Guangdong Xingbang, its stockholders and the WFOE (1)
10.4	Voting Rights Proxy Agreement dated May 13, 2011 by and among Guangdong Xingbang, its stockholders and the WFOE (1)
10.5	Equity Pledge Agreement dated May 13, 2011 by and among Guangdong Xingbang, its stockholders and the WFOE (1)
10.6	Option Agreement dated May 13, 2011 by and among Guangdong Xingbang, its stockholders and the WFOE (1)
10.7*	English Translation of Form of Franchise Agreement
10.8*	Labor Contract between China Xingbang Industry Group Inc. and Xiaohong Yao
10.9*	Labor Contract between China Xingbang Industry Group Inc. and Haigang Song
10.10	Director Agreement dated June 13, 2011 with Joseph Levinson (2)
10.11	Director Agreement dated June 13, 2011 with Gangxian Su (2)
10.12	Director Agreement dated June 13, 2011 with Xingzheng Tan (2)
10.13	Director Agreement dated June 13, 2011 with Fei Wu (2)
10.14*	Director Agreement dated June 1, 2011 with Xiaole Zhan
14.1	Code of Ethics adopted on June 15, 2011 (2)
21.1	List of Subsidiaries (4)
31.1*	Certification of CEO pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of CFO pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of the CEO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of the CFO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1	Audit Committee Charter adopted on June 15, 2011 (3)
99.2	Compensation Committee Charter adopted on June 15, 2011(3)
99.3	Nominating and Corporate Governance Committee Charter adopted on June 15, 2011(3)
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 Extension Presentation Linkbase Document

* Filed herewith
** Furnished herewith

(1) Incorporated by reference to the Company's Registration Statement on Form 10 (File Number 000-54429) filed on June 6, 2011.
(2) Incorporated by reference to Amendment No. 1 to the Company's Registration Statement on Form 10 filed on July 19, 2011.
(3) Incorporated by reference to Post-Effective Amendment No. 1 to the Company's Registration Statement on Form 10 filed on August 9, 2011.
(4) Incorporated by reference to Exhibit 21.1 to the Company's Annual Report on Form 10-K filed on March 27, 2015.

Ju51 Service Station Franchise Agreement

Date of Agreement: Agreement No.:

Party A: **Party B: Xinyu Xingbang Information Industry Co., Ltd.**

In accordance with the *Contract Law of the People's Republic of China* and related laws and regulations, the following agreement is made by and between Party A and Party B concerning Party A's establishing the service station in ju51 based on the principle of equality, free will and friendly negotiation.

I. Cooperation Details

1. Party B, as the owner of the ju51platform (http://www.ju51.com), a national ecommerce model enterprise, has the operation right to the ju51 products and advertising agency services, is responsible for providing the channel for development, exploitation, promotion and operations for ju51 products and advertising agency services and Party B has the right to invite investment for and approve ju51 service stations.

2. To increase the sources of Party A's online and offline service income, upon Party B's approval, it is agreed that Party A shall establish the service station in ju51 under the name of "Ju51 Service Station" (hereinafter, the "Service Station"), and to provide after sale and related services in connection with ju51 products and advertising agency business in County (District), City, Province. Based on Party B's authorization, Party A shall be responsible for the operation of the ju51 local service platform in its area, the operation and publishing of *Ju51 Periodical* (Local Edition), regional platform promotion, development and management of the regional experience center, integration of regional brands and manufacturers, regional client services and sales of ju51's other products and shall develop members in the decoration industry such as merchants, decoration technicians and special members according to ju51's overall strategic plan.

3. Party A undertakes to employ business personnel to fulfill the business objectives and tasks and accept the responsibility assessment pursuant to the requirements and objectives of the *Responsibility Statement for Business Objectives of Ju51 Service Station* (See Appendix 1 herein).

4. Party A undertakes to decorate the Service Station according to requirements provided by Party B within half a month from the date of execution of this Agreement and pays for the decoration costs. The decoration rendering is subject to Party B's approval before actual decoration. Party A shall assume all responsibilities for failure of acceptance inspection due to unauthorized decoration. The service station with failure of decoration shall rectify it according to Party B's written rectification notice. If Party A fails to rectify it within one month, Party B is entitled to terminate the cooperation unilaterally without any responsibility.

5. Party A undertakes to arrange accommodation and bear the accommodation costs for Party B's personnel who provide related training and counseling services at Party A's place during the cooperation.

6. Based on Party B's authorization, Party A acting as agency for Party B's platform services can get the commissions from the agency fees and from Ju51 Mall transactions in a certain proportion. The proportion of commissions is subject to the policy issued by Party B.

7. Both parties shall designate a staff to contact the financial staff of the other party and use their bank account stated at the place with seals as their respective collection accounts on a monthly basis pursuant to the Ju51's regulations. The settlement process is that Party B pays to Party A the service commissions for previous month before the 10th day next month after Party A issues the invoice to Party B subject to verification of the accounts by both parties.

II. Cooperation Period and Payment

1. The cooperation period is one year and shall be calculated after 45 days from the date when Party A signs this Agreement and pays the agency fee. After the end of cooperation, both parties may negotiate the renewal of this Agreement according to Party A's achievement of the business objectives.

2.Party A shall pay the franchise fee of RMB 10,000 (in words: RMB Ten Thousand Only) to Party B's designated bank account within 7 days after execution of this Agreement, and Party B shall issue the invoice to Party A. Party A will officially obtain the qualification for Ju51 Service Station after signing and payment. In case of failure to pay the annual franchise fee more than 7 days, this Agreement shall be deemed invalid.

3. The payment herein shall be transferred by Party A to Party B's designated corporate bank account. Party B shall not be liable for any dispute due to paying Party B's salesmen in cash.

III. Collection and Refund of Service Deposit

1. Party A shall pay to Party B the service deposit of RMB10,000 (in words: RMB Ten Thousand Only), which shall be collected by Party B by deducting from the service charges for Party A's preliminary service station or from the business commissions . After the deposit of RMB Ten Thousand Only is received, Party B shall issue the receipt. Party B shall pay to Party A the earned income normally thereafter. In case of no violations by Party A, the service deposit shall be refunded in full without interest subject to Party B's approval after the end of cooperation.

2. Such service deposit shall be used for compensation or fine due to Party A's service quality. If compensation or fine is required, Party B will deduct it from the deposit paid by Party A that shall make up for the relevant deposit to Party B without delay. If Party A is disqualified from being a service agency due to violations or breach of contract, the deposit collected by Party B shall not be refunded. Party B must apply in writing one month in advance in case of unilateral request for withdrawal from agency without violations or breach of contract. Party A shall fulfill its obligations for the services that are not completed pursuant to the *Regulations on Management of Ju51 Service Station* (Refer to Appendix 2). The service deposit shall be refunded to Party A without interest at the approved amount according to the said refund procedures within 15 working days after Party A completes the last delivery and installation services.

IV. Party A's Rights and Obligations

(I) Rights

1. Party A has the service right of Ju51 product flagship stores in such area and engages in development and management of Ju51 consumption map drawing, service flagship stores, product flagship stores, home furnishing experience center, specialty experience center and shopping guide members, platform advertising and sales of package advertising, supervision of shopping guide orders, collection and matching for information such as buyers, merchants, market distribution, needs and trends in the name authorized by Party B including "Ju51 Service Station".

2. Party A may provide the shopping guide services in the name of the product flagship store brand for such brand in Ju51.

3. Party A may apply to the service and product flagship stores for promotional prices or group buying prices for partial products or services according to the actual market conditions based on no violation of Ju51's regulations.

(II) Obligations

1. Party A shall comply with the *Regulations on Management of Ju51 Service Station* to safeguard the legal rights and interests of customers and flagship stores.

2. Party A shall provide full-time staff to offer the shopping guide services to customers and ensure that customer service is online in the business hours and timely response is given to customer inquiry.

3. Party A shall effectively supervise the compliance of the transactions arising from the Ju51 Home Life Experience Center and Chi51 Local Specialty Center.

4. Party A shall cooperate to implement Ju51's policies and end-user promotional events.

5. Party A shall not engage in the services outside the scope authorized by Party B in the name of Party B and shall report the special request to Party B and obtain Party B's written approval before carrying it out.

6. Party A is Party B's close partner. Party B shall have the ownership of all information, data obtained by both parties during cooperation and the maps, picture albums, forms, books & periodicals, advertising and image design made based on such information and data (but not limited to these), which shall not be used by Party A unilaterally or transferred to any third party without Party B's consent. Party A shall assume confidentiality obligations. In case of violation by Party A, Party B is entitled to terminate this Agreement and Party A shall be held responsible for breach of contract.

V. Party B's Rights and Obligations

(I) Rights

1. Party B has the ownership of Ju51 platform.

2. Party B has the right to implement the *Regulations on Management of Ju51 Service Station* and other regulations on operations.

3. Party B has the right to supervise the participants of Ju51.

(II) Obligations

1. Platform Building: Party B shall invest the manpower, material and financial resources in building the Ju51 platform and continue to improve the software and hardware facilities.

2. Advertising Support: Party B shall provide the flagship store brands with the related media platforms such as Ju51 for market promotion and marketing services.

3. Mall Promotion: Party B shall organize the Ju51 promotional events on a regular basis to help the service station boost the sales.

4. Platform Management: Party B shall set the rules on operations of Ju51 platform and effectively supervise the platform participants.

5. Rights and Interests Safeguarding: Party B shall safeguard the legal rights and interests of customers, members and manufacturers based on integrity and compliance.

VI. Termination

If one of the following events occurs from the effective date of cooperation, Party B is entitled to terminate this Agreement unilaterally and no annual franchise fee is refunded: (1) Party A's decoration fails to comply with the stipulated standards and progress; (2) Party A's failure to sign the Responsibility Statement for Business Objectives and failure to implement the business objectives assigned by Party B; (3) Party A's poor achievement of business objectives. The achievement rate for 2 consecutive quarters is less than 60%; (4) the payment collected by Party A as agency for ju51 platform is not handed over as required.

VII. Dispute Resolution

1. Both parties undertake to recognize and follow the *Regulations on Management of Ju51 Service Station* and exercise their respective rights and obligations.

2. Additions to the uncovered matters herein shall be proposed in writing, and such additions shall become effective after signatures and seals by the representatives authorized by both parties.

3. Any dispute arising from this Agreement shall be settled by both parties through negotiation. If the dispute is not settled through negotiation, either party may bring a suit before the court of competent jurisdiction.

VIII. Effectiveness

This Agreement is executed in two counterparts, and each party shall hold one copy. It shall take effect from the date of signatures and seals.

IX. Appendixes

Appendix 1: *Responsibility Statement for Business Objectives of Ju51 Service Station;*

Appendix 2: *Regulations on Management of Ju51 Service Station.*

Party A (Seal):
Address:
Legal (or Authorized) Representative:
Tel:
Deposit Bank:
Bank A/C No.:

Party B (Seal): Xinyu Xingbang Information Industry Co., Ltd.
Address: 1108 Saiwei Road, Xinyu High-tech Development Zone, Jiangxi
Legal (or Authorized) Representative:
Contact:
Deposit Bank:
Bank A/C No.:

Labor Contract of China Xingbang Industry Group Inc.

Party A (employer): China Xingbang Industry Group Inc.

Party B (employee): Xiaohong Yao (Nationality: China, ID card No.: 360502196605075638)

According to the Labor Law of the People's Republic of China and relevant laws, policies and regulations, after equal and free negotiation, Party A and Party B agree to sign and execute this contract.

I . Terms of the Contract

1. This contract is a fixed term contract with a three year term from July 1, 2014 to June 30, 2017 .

2. During the term of the contract the probation period shall be 0 month, from N/A .

II . Contents of Work

1. Party B agrees to work as Chairman, President and Chief Executive Officer according to the work arrangement of Party A. Party A may adjust Party B's position (type of work) according to the need of the work. Party B shall obey the arrangement of Party A.

2. Party B must endeavor to fulfill the various work contents for such position (type of work) according to requirements of the production task and responsibility system of such position (type of work).

III . Labor Protection and Working Condition

1. Party A shall provide necessary production and working condition for Party B. Party A shall strictly abide by the State's regulations on working protection, the protection of female workers and juvenile, adopt labor protection measures and safeguard the safe production and the health of the employees.

2. Party A shall follow the State's working hour system.

3. Party B must strictly follow various safe operating procedures during the course of the work.

4. During its employment with Party A, Party B shall not disclose Party A's secrets and shall not use the work convenience to participate in activities of other company of the same production or technique in any forms to hut Party A's interests.

IV. Work Compensation

1. The compensation shall be determined based on the workload. There shall be the same compensation for the same work. Party A shall pay Party B salary on the payday each month in cash. According to position set in this contract, the monthly salary shall be C : A. salary based on items; B. salary based on time; C. salary based on level of position; D. sales commission.

2. For the probation period Party B's monthly salary shall be RMB20,000 or paid based on the position's.

3. Party A shall not retain or delay the salary for no reason. The salary paid by Party A to Party B shall be no lower than the minimum wage standard set by the government.

4. The salary based on level of position may be adjusted as required by the management of the company.

5. In case of adjustment of positon, the salary shall be based on level of position after the adjustment.

V. Rules

1. Party A shall make the rules of the unit and inform Party B in an effective and timely manner.

2. Party B shall obey the work management of Party A, and shall strictly follow the rules made by Party A according to law, Party B must abide by the laws and disciplines, obey the management and teaching of Party A and follow the various rules made by Party A according to law.

VI. Conditions for Termination, Alternation and Cancelation of the Labor Contract

1. The alteration, cancelation and termination of this labor contract by Party A and Party B shall conform to the Labor Law of the People's Republic of China and relevant laws and regulations.

2. Upon cancellation or termination of this contract, Party A shall issue Party B the certificate for cancellation or termination of labor contract, and handle the transfer of social security relation within the time period prescribed by regulations.

3. Party B shall handle the work handover procedure according the agreement of both parties in a timely manner.

VII. Liabilities for Breach of the Labor Contract

1. In case of any party's breach of the contract causing economic losses to another party, it shall pay the damages according to its consequences and the liabilities.

2. After the training of professional technique and knowledge which are paid by Party A, if Party B has not completed its service period, Party A shall charge Party B the damages according to the actual training fee. The amount shall reduce a 30% for one full year work from the training date and no damages shall be paid if three full years has passed.

VIII. Collateral Clause

1. This contract shall be become effective from the signing date. In case of any matter not mentioned or in case of any dispute, both parties shall resolve it through consultation according to relevant State regulations.

2. This contract shall have two originals which shall have the same validity. Party A and Party B shall each hold one original.

Party A : China Xingbang Industry Group Inc.

/s/ Xiaohong Yao

Date: July 1, 2014

Party B (signature): Xiaohong Yao

Date: July 1, 2014

Labor Contract of China Xingbang Industry Group Inc.

Party A (employer): China Xingbang Industry Group Inc.

Party B (employee): Haigang Song (Nationality: China, ID card No.: 430302196603210055)

According to the Labor Law of the People's Republic of China and relevant laws, policies and regulations, after equal and free negotiation, Party A and Party B agree to sign and execute this contract.

I. Terms of the Contract

1. This contract is a fixed term contract with a three year term from July 1, 2014 to June 30, 2017 .

2. During the term of the contract the probation period shall be 0 month, from N/A .

II. Contents of Work

1. Party B agrees to work as interim Chief Financial Officer according to the work arrangement of Party A. Party A may adjust Party B's position (type of work) according to the need of the work. Party B shall obey the arrangement of Party A.

2. Party B must endeavor to fulfill the various work contents for such position (type of work) according to requirements of the production task and responsibility system of such position (type of work).

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3. Party B must strictly follow various safe operating procedures during the course of the work.

4. During its employment with Party A, Party B shall not disclose Party A's secrets and shall not use the work convenience to participate in activities of other company of the same production or technique in any forms to hut Party A's interests.

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1. The compensation shall be determined based on the workload. There shall be the same compensation for the same work. Party A shall pay Party B salary on the payday each month in cash. According to position set in this contract, the monthly salary shall be C : A. salary based on items; B. salary based on time; C. salary based on level of position; D. sales commission.

2. For the probation period Party B's monthly salary shall be RMB9,000 or paid based on the position's.

3. Party A shall not retain or delay the salary for no reason. The salary paid by Party A to Party B shall be no lower than the minimum wage standard set by the government.

4. The salary based on level of position may be adjusted as required by the management of the company.

5. In case of adjustment of positon, the salary shall be based on level of position after the adjustment.

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1. Party A shall make the rules of the unit and inform Party B in an effective and timely manner.

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2. This contract shall have two originals which shall have the same validity. Party A and Party B shall each hold one original.

Party A : China Xingbang Industry Group Inc.

/s/ Xiaohong Yao

Date: July 1, 2014

Party B (signature): Haigang Song

/s/ Haigang Song

Date: July 1, 2014

China Xingbang Industry Group, Inc.
中国兴邦产业集团

June 1, 2011
2011年6月1日

To: Xiaole Zhan

Dear Mr. Zhan:
詹先生:

We are pleased to invite you to join the Board of Directors of China Xingbang Industry Group Inc. (the "Company"). This letter confirms our agreement with you regarding your services as a director of the Company. Subject to your acceptance of the position, your service is to commence on June 1, 2011 (the "Commencement Date").

我们很高兴邀请您加入China Xingbang Industry Group, Inc.（"本公司"）的董事会。此协议将确立我们之间关于您担任本公司董事的协议。由于您接受了此职位，您的任期将自2011年6月1日（"生效之日"）起开始。

As compensation for your services, you will receive, commencing with the Commencement Date:

作为对您的服务补偿，自生效之日起您将收到：

(1) an annual retainer of USD $0 per year (the "Retainer").

(1) 每年聘请费0美元("聘请费")。

In the event that the Board of Directors asks that you also be a member of any other committee of the Board of Directors, and should you agree to serve, you will be entitled to additional compensation for service on such other committee, as may be agreed upon between you and the Board of Directors.

如果董事会邀请您也成为董事会的其他委员会的成员，而且您也同意担任时，您将有权对您在这些委员会中执行的职务得到额外的补偿，具体事宜需由您与董事会的共同商定。

You will also be reimbursed for reasonable travel and lodging expenses incurred with the cost of attendance at any Board meeting. You will also be eligible for any future compensatory and/or benefits plans that the Company may adopt for members of the Company's Board of Directors or for the independent directors on the Company's Board of Directors. At no cost to you, the Company will be responsible for your Section 16 filings with the Securities and Exchange Commission as a director of the Company.

您也可以报销出席任何董事会会议的合理差旅和住宿的费用。您也有资格参与今后公司为董事会成员或独立董事可能采用的任何补偿和/或福利计划。公司将负责向美国证券交易委员会提交您作为公司董事的 Section 16 报备文件，您不需支付任何费用。

The Company represents to you all Company documents and records that are presented to you are correct, true and complete.

本公司呈交给您的所有公司文件和记录的都是正确的、真实的和完整的。

This agreement shall be governed by, construed and enforced in accordance with the laws of the State of New York applicable to agreements made and to be performed entirely within such State, without regard to the principles of conflict of laws. The parties hereto hereby submit to the exclusive jurisdiction of the federal and state courts located in New York County in the State of New York with respect to any dispute arising under this agreement, the agreements entered into in connection herewith, or the transactions contemplated hereby or thereby. Both parties irrevocably waive the defense of an inconvenient forum to the maintenance of such suit or proceeding. Both parties further agree that service of process upon a party mailed by federal express (or other similar reputable courier or delivery service) shall be deemed in every respect effective service of process upon the party in any such suit or proceeding.

本协议受美国纽约州适用于在订立和全部履行在纽约的协议的相关法律管束、解释及执行，不用考虑到法律原则的冲突。因本协议或其他相关协议或相关交易产生的任何争议，各方都应遵从纽约州纽约县的联邦和州法院的独占管辖权。双方不可撤销地放弃以维持这种诉讼或行动的不方便为理由的抗辩。双方也同意，在任何诉讼中由联邦快递公司（或其他类似的有信誉的派送或快递服务）邮寄的一方诉讼文件的送达应被视为此方在各个方面都是有效的诉讼文件的送达。

If there is any conflict between the English and Chinese language within this Consulting Agreement, both parties agree that the English version shall be used as the official legal interpretation of this document. The Chinese language in this document is for reference purposes only.

本协议的中文版如和英文版中如有任何冲突，以英文版为准。

【签名页】
（Sign）

Very truly yours,
China Xingbang Industry Group, Inc.
By its Board of Directors

By签名: /s/ Xiaohong Yao
Name姓名: 姚晓宏
Title职务:Chairman

Accepted:
同意

By签名: /s/Xiaole Zhan
Xiaole Zhan

EXHIBIT 31.1

Certification

I, Xiaohong Yao, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2015 of China Xingbang Industry Group Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 14 , 2016

By: /s/ Xiaohong Yao
Xiaohong Yao
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

Certification

I, Haigang Song, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2015 of China Xingbang Industry Group Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 14, 2016

By: /s/ Haigang Song
Haigang Song
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 32.1

Certification Pursuant To
Section 906 of Sarbanes-Oxley Act of 2002

I, Xiaohong Yao, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Annual Report on Form 10-K of the Company for the year ended December 31, 2015 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (U.S.C. 78m or 78o(d)); and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 14, 2016

By: /s/ Xiaohong Yao
Xiaohong Yao
Chief Executive Officer
(Principal Executive Officer)

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of a separate disclosure document.

EXHIBIT 32.2

Certification Pursuant To
Section 906 of Sarbanes-Oxley Act of 2002

I, Haigang Song, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Annual Report on Form 10-K of the Company for the year ended December 31, 2015 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (U.S.C. 78m or 78o(d)); and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 14 , 2016

By: /s/ Haigang Song
Haigang Song
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of a separate disclosure document.