

# JIU FENG INVESTMENT HONG KONG LTD

## FORM 10-Q (Quarterly Report)

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

FORM 10-Q

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

For the quarterly period ended August 31, 2013

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

Commission file number 333-173456

**Jiu Feng Investment Hong Kong Ltd**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or organization)

**2293 Hong Qiao Rd., Shanghai, China 200336**

(Address of principal executive offices, including zip code.)

**+ 86 21 64748888**

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-Y (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

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

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

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

As of October 10, 2013, there are 6,500,000 shares of common stock outstanding.

All references in this Report on Form 10-Q to the terms "we", "our", "us", the "Company", "Jiu Feng" and the "Registrant" refer to Jiu Feng Investment Hong Kong Ltd unless the context indicates another meaning.

**JIU FENG INVESTMENT HONG KONG LTD**

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**PART I – FINANCIAL INFORMATION**

**ITEM1. FINANCIAL STATEMENTS**

**JIU FENG INVESTMENT HONG KONG LTD  
AUGUST 31, 2013 AND 2012**

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**JIU FENG INVESTMENT HONG KONG LTD.  
BALANCE SHEETS**

**ASSETS**

	<b>August 31, 2013 (Unaudited)</b>	<b>February 28, 2013</b>
<b>Current Assets:</b>		
Cash	\$ 4,986	\$ 5,000
Total current assets	<u>4,986</u>	<u>5,000</u>
<b>Total Assets</b>	<u>\$ 4,986</u>	<u>\$ 5,000</u>

**LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIT)**

<b>Current Liabilities:</b>		
Accounts payable and accrued liabilities	\$ 1,461	\$ 1,461
Accounts payable - related party	<u>65,263</u>	<u>22,372</u>
Total current liabilities	<u>66,724</u>	<u>23,833</u>
<b>Total Liabilities</b>	<u>\$ 66,724</u>	<u>\$ 23,833</u>
<b>Commitments and Contingencies</b>		
<b>Stockholders' Equity (Deficit):</b>		
Common stock, par value \$0.001 per share, 75,000,000 shares authorized; 4,990,000 shares issued and outstanding	\$ 6,500	\$ 6,500
Additional paid-in capital	300,486	300,486
Accumulated deficit	<u>(368,724)</u>	<u>(325,819)</u>
Total stockholders' equity (deficit)	<u>(61,738)</u>	<u>(18,833)</u>
<b>Total Liabilities and Stockholder's Equity (Deficit)</b>	<u>\$ 4,986</u>	<u>\$ 5,000</u>

*See accompanying notes to the financial statements*

**JIU FENG INVESTMENT HONG KONG LTD.**  
**STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

	<b>Three Months Ended August 31, 2013</b>	<b>Three Months Ended August 31, 2012</b>	<b>Six Months Ended August 31, 2013</b>	<b>Six Months Ended August 31, 2012</b>
<b>Revenues, net</b>	\$ -	\$ 40,502	\$ -	\$ 94,549
<b>Cost of Revenues</b>	-	13,689	-	25,965
<b>Gross Profit</b>	-	26,813	-	68,584
<b>Operating Expenses:</b>				
General and administrative-				
Payroll expenses	-	21,041	-	69,703
Professional fees	11,333	15,123	18,402	33,441
Officer compensation	-	6,000	-	12,000
Consulting	20,700	6,000	20,700	12,000
Other	2,731	12,170	3,803	16,224
Depreciation	-	176	-	352
Rent	-	527	-	867
<b>Total operating expenses</b>	<b>34,764</b>	<b>61,037</b>	<b>42,905</b>	<b>144,587</b>
<b>Loss from Operations</b>	<b>(34,764)</b>	<b>(34,224)</b>	<b>(42,905)</b>	<b>(76,003)</b>
<b>Other (Income) Expense</b>				
Foreign currency transaction loss	-	527	-	1,787
<b>Total Other (Income) Expense</b>	<b>-</b>	<b>527</b>	<b>-</b>	<b>1,787</b>
<b>Provision (Benefit) for Income Taxes</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Income (Loss)</b>	<b>\$ (34,764)</b>	<b>\$ (34,751)</b>	<b>\$ (42,905)</b>	<b>\$ (77,790)</b>
<b>Net Income (Loss) Per Common Share:</b>				
Net income (loss) per common share - Basic and Diluted	<u>(0.01)</u>	<u>(0.01)</u>	<u>(0.01)</u>	<u>(0.02)</u>
<b>Weighted Average Number of Common Shares Outstanding - Basic and Diluted</b>	<u>4,990,000</u>	<u>4,990,000</u>	<u>4,990,000</u>	<u>4,990,000</u>

*See accompanying notes to the financial statements*

**JIU FENG INVESTMENT HONG KONG LTD.**  
**STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

	<b>Six Months Ended August 31, 2012</b>	<b>Six Months Ended August 31, 2013</b>
	<u>          </u>	<u>          </u>
<b>Cash Flows from Operating Activities:</b>		
Net Income (Loss)	\$ (77,790)	\$ (42,905)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:		
Depreciation	352	-
Changes in Current Assets and Liabilities-		
Accounts receivable	2,218	-
Prepaid expenses	1,624	-
Income tax receivable	-	-
Accounts payable and accrued liabilities	15,279	-
Accounts payable - related party	24,000	42,891
Payroll taxes payable	(2,041)	-
Income taxes payable	(1,524)	-
	<u>          </u>	<u>          </u>
<b>Net Cash Provided by (Used in ) Operating Activities</b>	<u>(37,882)</u>	<u>(14)</u>
<b>Cash Flows from Investing Activities</b>	<u>-</u>	<u>-</u>
<b>Net Cash Used in Investing Activities</b>	<u>-</u>	<u>-</u>
<b>Cash Flows from Financing Activities:</b>		
Proceeds from issuance of common stock	<u>-</u>	<u>-</u>
<b>Net Cash Provided by Financing Activities</b>	<u>-</u>	<u>-</u>
<b>Net Increase (Decrease) In Cash</b>	(37,882)	(14)
<b>Cash - Beginning of Period</b>	<u>49,081</u>	<u>5,000</u>
<b>Cash - End of Period</b>	<u>\$ 11,199</u>	<u>\$ 4,986</u>
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Cash paid during the period for:		
Interest	<u>\$ -</u>	<u>\$ -</u>
Income taxes	<u>\$ 1,584</u>	<u>\$ -</u>

*See accompanying notes to the financial statements*

**JIU FENG INVESTMENT HONG KONG LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**

**NOTE 1. ORGANIZATION, OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Jiu Feng Investment Hong Kong Ltd. (the “Company”), was incorporated under the laws of the State of Nevada on September 29, 2009. The Company’s business purpose is to provide web development and marketing services for clients in the United States and international markets.

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all of the information and disclosures required by generally accepted accounting principles for complete financial statements. All adjustments which are, in the opinion of management, necessary for a fair presentation of the results of operations for the interim periods have been made and are of a recurring nature unless otherwise disclosed herein. The results of operations for such interim periods are not necessarily indicative of operations for a full year.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts 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.

Cash and cash equivalents

The Company considers all highly liquid investments with an original maturity of three months or less as cash equivalents.

**Accounts receivable**

The Company reviews accounts receivable periodically for collectability and establishes an allowance for doubtful accounts and records bad debt expense when deemed necessary.

Property and equipment

Property and equipment are recorded at cost and depreciated under accelerated or straight line methods over each item's estimated useful life.



**JIU FENG INVESTMENT HONG KONG LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**

**NOTE 1. ORGANIZATION, OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued):**

**Revenue recognition**

Revenue is recognized on an accrual basis as earned under contract terms.

Income tax

The Company accounts for income taxes pursuant to ASC 740. Under ASC 740 deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Net income (loss) per share

The net income (loss) per share is computed by dividing the net income (loss) by the weighted average number of shares of common outstanding. Warrants, stock options, and common stock issuable upon the conversion of the Company's preferred stock (if any), are not included in the computation if the effect would be anti-dilutive and would increase the earnings or decrease loss per share.

**Financial Instruments**

The carrying value of the Company's financial instruments, as reported in the accompanying balance sheets, approximates fair value.

**Long-Lived Assets**

In accordance with ASC 350, the Company regularly reviews the carrying value of intangible and other long-lived assets for the existence of facts or circumstances, both internally and externally, that suggest impairment. If impairment testing indicates a lack of recoverability, an impairment loss is recognized by the Company if the carrying amount of a long-lived asset exceeds its fair value.

## ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the financial statements and the notes to those statements included elsewhere in this Quarterly Report on Form 10-Q. This Quarterly Report on Form 10-Q contains certain statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Certain statements contained in the MD&A are forward-looking statements that involve risks and uncertainties. The forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about our industry, business and future financial results. Our actual results could differ materially from the results contemplated by these forward-looking statements due to a number of factors, including those discussed in other sections of this Quarterly Report on Form 10-Q.

### **Our Business**

Jui Feng Investment Hong Kong, Ltd., (the “Company” also the “Registrant”) was formed on September 29, 2009 under the name Liberty Vision, Inc. On January 27, 2011, the Company formed a wholly owned subsidiary, Jui Feng Media, Inc., an Ontario, Canada Corporation (“LVMI”). The subsidiary was incorporated to facilitate payroll transactions for the employees. LVMI was subsequently disposed of on December 5, 2012 for a nominal sum. On December 16, 2012, the Registrant changed its name to Jui Feng Investment Hong Kong, Ltd. On January 27, 2013, the Company announced the change of their ticker symbol from “LBYV” to “JFIL”.

Jui Feng Investment Hong Kong, Inc. is a full service web design and online marketing agency, providing services such as web design and development and online marketing solutions that enable small businesses to build and maintain an effective presence online. To date, we have focused on providing one-off services such as development of a fully functioning website to small business clients.

The Company also provides a central hub for people and small businesses to identify projects, investments and general information on programs designed to reduce pollution, as well as other “green” projects and technologies. The Company’s green operations are initially focused on Asia, where pollution levels are rapidly increasing.

Our current services include:

#### ***Website Development and Consulting***

##### ***Website Design Services***

We design websites to suit small business needs, whether it’s a fully interactive flash-driven site or a simple informational page. Our custom design service includes the development of a unique website look and layout that is created specifically for our client.

##### ***Website Usability Consulting***

Through our website usability consulting services, we help our customers ensure that their website is as intuitive and easy to use as possible for their visitors. Areas we consult on include design and layout, information architecture, ease of navigation, functionality, accessibility, content and search engine optimization requirements.

### *Website Maintenance*

Keeping a website up to date is crucial to ensure effective communication with the website visitors and clients of the business. It also improves the website's search engine optimization if the content is being updated on a regular basis.

### *Web Analytics Implementation*

It is essential to know who is coming to a website, where they are coming from, what keywords they are using to find the site, and what they are interested in once they have arrived. Jui Feng helps with implementation of Google Analytics, a web statistics package that provides all this information.

### **Web Marketing**

#### *Paid Search Advertising*

Paid search advertising refers to search engine advertising such as Google AdWords (Yahoo and MSN have similar paid search programs available). Search advertisements are targeted to match key search terms (called keywords) entered on search engines. We help our clients manage their search campaigns by:

- Selecting targeted keywords and monitoring their effectiveness.
- Creating relevant ad text that is likely to convert leads into new clients.
- Structuring and optimizing campaigns for better performance and maximum results.
- Providing monthly client reporting to communicate the strategies we've implemented and recommendations for future improvement.
- Developing and researching possible new avenues of online marketing to build the new client base.

#### *Online Marketing Review*

We provide feedback and recommendations on how to improve areas such as: website design and layout, information architecture, ease of navigation, functionality, accessibility, content and search engine optimization requirements.

#### *Landing Page Development*

There are times when an advertising campaign needs to send users to a specific 'landing page' on a website as opposed to the homepage or another general site page. We assist with landing page development which is a must have for any sort of paid search advertising.

#### *Blogging*

A blog is an efficient way to improve search engine optimization while encouraging repeat visitors and increasing visitor retention. We can implement a customized blog that blends seamlessly into the design of an existing website.

### **Social & Viral Marketing**

#### *Social and Viral Marketing Campaigns*

We help companies to create innovative, interactive online campaigns that build brand awareness.

### *Social Media Consulting*

We provide consulting services on social media outlet management, such as corporate Facebook pages and Twitter account updates.

### *Custom Facebook Page Design*

We help ensure that the company's presence on Facebook reflects the look and feel of the company's brand and website.

### *Twitter*

Maintaining and managing an active and effective Twitter account requires regular attention. Our twitter management services include: monitoring the account and Twitter in general, responding to specific comments from followers, responding to general comments related to our client's business and adding new followers.

### *Search Engine Optimization (SEO) Consulting*

#### *Keyword Strategy*

Proper keyword selection is the foundation of any good search engine effort. We run predictive queries to determine the level of search traffic and go after terms that have sufficient search volume. Potential for conversion is evaluated against the level of search traffic. Our goal is to get the site high quality traffic, not just quantity. We evaluate the competitiveness of the keywords to be targeted. The level of competitiveness of our client's keywords helps us to evaluate which In-page and Off- page strategies that will be necessary to get results.

#### *In-page Strategy*

We review the website to implement changes that are required for the site to rank well for the terms identified in the Keyword Strategy. We examine what impediments are preventing search engine spiders from crawling the site and how they can be rectified.

#### *Content Strategy / Authority Building:*

Quality content is one of the fundamental keys to attracting relevant quality links from other sites, and therefore in securing superior search engine rankings. Quality content is the only strategy condoned by Google, Yahoo, and Bing.

With the advent of Universal Search, many types of content now exist, and provide opportunities to rank. Some opportunities are:

- a. textual content
- b. images/picture
- c. videos
- d. user ratings and reviews
- e. widgets and calculators
- f. user generated content
- g. press releases/news
- h. location on a map (Google Local)

When done properly, content is not only distinctive, but can position the author as an authority in his/her space. Being viewed as an authority has many advantages, including the attraction of many more opportunities related to quality relevant links.

## *Green Technologies and Opportunities*

The Company provides a central hub for people looking for projects, investments and general information on programs designed to reduce pollution. Our initial focus is on Asia where pollution levels are increasing and dangerous. Also, together with the Asia-Pacific Partnership on Clean Development and Climate (<http://www.asiapacificpartnership.org>), we are planning to be directly involved from specific projects to information gathering and web development.

### **Results of Operations**

*For the three months ended August 31, 2013 compared to the three months ended August 31, 2012*

#### *Revenue*

We generate revenue from sales of website development services. Our gross revenue from web development services for the three months ended August 31, 2013, was \$0 compared to \$0 for the same period. Our cost of revenues for the same period ended August 31, 2013, was \$0 (August 31, 2012: \$0) resulting in a gross profit of \$0 (August 31, 2012: \$0).

#### *Operating Costs and Expenses*

The major components of our expenses for the three months ended August 31, 2013 and 2012 are outlined in the table below:

	<b>Three Months Ended August 31, 2013</b>	<b>Three Months Ended August 31, 2012</b>	<b>Increase (Decrease) %</b>
Payroll Expenses	\$ 0	\$ 21,041	100.00
Professional fees	\$ 11,333	\$ 15,123	33.44
Officer compensation	\$ 0	\$ 6,000	100.00
Consulting	\$ 20,700	\$ 6,000	(71.01)
Other	\$ 2,731	\$ 12,170	345.62
Depreciation	\$ 0	\$ 176	100.00
Rent	\$ 0	\$ 527	100.00
	\$ 34,764	\$ 61,037	75.58

The decrease in our operating costs for the three months ended August 31, 2013, compared to the same period in our fiscal 2012, was due to the decrease in our corporate activities, payroll expenses, decrease in expenses related to implementation of our business plan and decrease in professional fees associated with our reporting obligations under the Securities Exchange Act. During the three-month period ended August 31, 2013, we had no full-time employees compared to two in the same period in fiscal 2012; therefore our payroll expenses were decreased by \$21,041. We incurred \$11,333 in professional fees for the period ended August 31, 2013 compared to \$15,123 for the same period in fiscal 2012.

The President of the Company provides management consulting services to the Company. During the six months ended August 31, 2013, management consulting services of \$20,700 (August 31, 2012: \$6,000) were charged to operations.

Other expenses represent bank charges, filing fees, office and travel expenses. The decrease in these costs was attributable to changes in our business plan and general corporate activities.

During the six months ended August 31, 2013, the Company incurred a depreciation expense of \$0, compared to \$176 for the same period in our fiscal 2012.

### **Liquidity and Capital Resources**

#### **Working Capital**

	<b>Six Months Ended August 31, 2013</b>	<b>Year Ended February 28, 2013</b>
Current Assets	\$ 4,986	\$ 5,000
Current Liabilities	\$ 66,724	\$ 23,833
Working Capital	\$ (61,738)	\$ (18,833)

#### **Cash Flows**

The table below, for the periods indicated, provides selected cash flow information:

	<b>Six Months Ended August 31, 2013</b>	<b>Six Months Ended August 31, 2012</b>
Cash provided by (used in) operating activities	\$ (37,882)	\$ (14)
Cash used in investing activities	-	-
Cash provided by financing activities	-	-
Net increase (decrease) in cash	\$ (37,882)	\$ (14)

Our cash received during the six months ended August 31, 2013 was generated from providing web development services. No shares were sold during the six months ended August 31, 2013 and 2012.

We anticipate that for the next 12 months we will be generating cash from the same revenue stream. We intend to increase our revenues by offering other services to our existing clients, including paid search advertising, social and viral marketing, blogging, and search engine optimization. These services will provide additional cash inflow for our working capital. There is no guarantee that our clients will sign up for one or more of these services. In this case we will retain website development services and equity financing as our primary sources of financing our operations.

#### ***Cash Flows from Operating Activities***

Our cash flows from operating activities represent the most significant source of funding for our operations. The major uses of our operating cash include funding payroll (salaries, bonuses and benefits), general operating expenses (marketing, travel, computer, legal and professional expenses, and office rent) and cost of revenues. Our cash provided by operating activities generally follows the trend in our net revenues and operating results.

Six Months ended August 31, 2013 and 2012

Our cash used in operating activities of \$(37,882) for the six months ended August 31, 2013 was primarily the result of our net income plus non-cash charges, such as depreciation and amortization. Cash flows resulting from changes in assets and liabilities include decrease in accounts receivable, prepaid expenses, income taxes payable and payroll taxes payable and increase in accounts payable and accrued liabilities and amounts due to related party. The decrease in accounts receivable was mostly due to collection of amounts due from clients as of February 29, 2013. The decrease in prepaid expenses was due to utilizing of the payroll tax credit from 2011 and reduction of the prepaid expense to a transfer agent. The increase in accounts payable and accrued liabilities reflected the increase in our general operating expenses incurred during the six months ended August 31, 2013 that remained unpaid at the end of the reporting period.

***Cash Flows from Investing Activities***

We did not generate or use any cash from investing activities during the six months ended August 31, 2013 and 2012.

***Cash Flows from Financing Activities***

We did not generate any cash from financing activities during the six months ended August 31, 2013 and 2012.

**Future Financings**

We anticipate that additional funding will be required in the form of equity financing from the sale of our common stock. However, we cannot provide investors with any assurance that we will be able to raise sufficient funding from the sale of our common stock or through a loan from our directors to meet our obligations over the next twelve months. We do not have any arrangements in place for any future equity financing.

**Recent Accounting Pronouncements**

See Note 2 to the Financial Statements.

**Off Balance Sheet Arrangements**

As of August 31, 2013, we did not have any significant off-balance-sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information required under this item.

## **ITEM 4. CONTROLS AND PROCEDURES.**

### **Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we have conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as of the end of the period covered by this report. Based on this evaluation, our principal executive officer and principal financial officer concluded as of the evaluation date that our disclosure controls and procedures were effective such that the material information required to be included in our Securities and Exchange Commission reports is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms relating to our company, particularly during the period when this report was being prepared.

Additionally, there were no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the evaluation date. We have not identified any significant deficiencies or material weaknesses in our internal controls, and therefore there were no corrective actions taken.



## **PART II – OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS.**

Currently we are not involved in any pending litigation or legal proceeding.

### **ITEM 1A. RISK FACTORS.**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

None.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

### **ITEM 4. MINE SAFETY DISCLOSURES.**

Not applicable.

### **ITEM 5. OTHER INFORMATION.**

None.

## ITEM 6. EXHIBITS

The following documents are filed as a part of this report:

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
31.1	Certification of the Chief Executive Officer pursuant to 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 the Chief Financial Officer pursuant to 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 Chief Executive Officer 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 Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS **	XBRL Instance Document
101.SCH **	XBRL Taxonomy Extension Schema Document
101.CAL **	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF **	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB **	XBRL Taxonomy Extension Label Linkbase Document
101.PRE **	XBRL Taxonomy Extension Presentation Linkbase Document

\*\* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

**SIGNATURES**

Pursuant to the requirements 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.

**JIU FENG INVESTMENT HONG KONG LTD**

Date: October 15, 2013

By: */s/ Yan Li*

\_\_\_\_\_  
Yan Li, President and Director

## SARBANES-OXLEY SECTION 302(a) CERTIFICATION

I, Yan Li, certify that:

1. I have reviewed this 10-Q for the six months ended August 31, 2013 of Jiu Feng Investment Hong Kong Ltd;
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 and 15d-15(e) 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 preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 15, 2013

By: /s/ Yan Li  
Yan Li, CEO

## SARBANES-OXLEY SECTION 302(a) CERTIFICATION

I, Yan Li, certify that:

1. I have reviewed this 10-Q for the six months ended August 31, 2013 of Jiu Feng Investment Hong Kong Ltd;
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 and 15d-15(e) 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 preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 15, 2013

By: /s/ Yan Li  
Yan Li, CFO

**CERTIFICATION PURSUANT TO  
18 U.S.C. Section 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Jiu Feng Investment Hong Kong Ltd, (the "Company") on Form 10-Q for the period ended August 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "report"), I, Yan Li, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated this 15<sup>th</sup> day of October 2013.

By: */s/ Yan Li*

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Yan Li, Chief Executive Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. Section 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Jiu Feng Investment Hong Kong Ltd, (the "Company") on Form 10-Q for the period ended August 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "report"), I, Yan Li, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated this 15<sup>th</sup> day of October 2013.

By: */s/ Yan Li*

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Yan Li, Chief Financial Officer