Kandi Technologies Group, Inc.
Form 10-K
April 01, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2012

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 000-52186

KANDI TECHNOLOGIES GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware	**90-0363723**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Jinhua City Industrial Zone
Jinhua, Zhejiang Province
People s Republic of China
Post Code 321016
(Address of principal executive offices) (Zip Code)

(86-579) 82239856
(Registrant s telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

Common Stock, Par Value $0.001 Per Share	**NASDAQ Global Market**
(Title of each class)	(Name of exchange on which registered)

Securities Registered Pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes [_] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.

Yes [_] No [X]

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 [X] No [_]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations 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 [X] 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. [_]

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes [_] No [X]

The aggregate market value of the common stock issued and outstanding and held by non-affiliates of the registrant, based upon the closing sales price for the common stock on the NASDAQ Global Market on June 29, 2012, the last business day of the registrant s second fiscal quarter, was approximately $53,693,762. For the purposes of this calculation, executive officers, directors, and each person that owns 10% or more of our outstanding common stock are deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of March 22, 2013, the registrant had 32,539,867 shares of common stock, par value of $0.001 outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

None.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (this Annual Report) contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These include statements about our expectations, beliefs, intentions or strategies for the future, which we indicate by words or phrases such as anticipate, expect, intend, plan, will, we believe, ou believes, management believes and similar language. These forward-looking statements are based on our current expectations and are subject to certain risks, uncertainties and assumptions, including those set forth in the discussion under Item 1, Business , Item 1A, Risk Factors and Item 7, Management s Discussion and Analysis of Financia Condition and Results of Operations. Our actual results may differ materially from results anticipated in these forward-looking statements. We base our forward-looking statements on information currently available to us, and we assume no obligation to update them. In addition, our historical financial performance is not necessarily indicative of the results that may be expected in the future and we believe such comparisons cannot be relied upon as indicators of future performance.

Although we believe that the expectations reflected in the forward looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

PART I

Except as otherwise indicated by the context, references in this Annual Report to we, us, our, Kandi, or the Com
are to the combined businesses of Kandi Technologies Group, Inc. and its subsidiaries.

Item 1. Business.

Introduction

The Company was incorporated under the laws of the State of Delaware on March 31, 2004. On August 13, 2007, the Company changed its name from Stone Mountain Resources, Inc. to Kandi Technologies, Corp. On December 21, 2012, the Company changed its name to Kandi Technologies Group, Inc.

On June 29, 2007, the Company (Stone Mountain Resources, Inc.) executed an exchange agreement to acquire 100% of Continental Development Limited, a Hong Kong corporation (Continental) and its wholly owned subsidiary Zhejiang Kandi Vehicles Co., Ltd. (Kandi Vehicles). Continental became a wholly owned subsidiary of Stone Mountain. Thereafter, the business of the Company was that of Continental s wholly owned subsidiary, Kandi Vehicles.

On December 31, 2010, Jinhua Three Parties New Energy Vehicles Service Co., ltd. (Jinhua Service) was formed by a joint venture among the State Grid Power Corporation, Tianneng Power International, Inc. and Kandi Vehicles. The joint venture established the first Chinese electric super-mini automobile battery replacement service provider. The Company owns 30% of Jinhua Service.

In the first fiscal quarter of 2011, Jinhua Kandi New Energy Vehicles Co., Ltd. (Kandi New Energy) was incorporated by Kandi Vehicles and Mr. Xiaoming Hu, the Chairman and CEO of the Company.

On April 25 2012, The Company completed its acquisition of KO NGA Investment Limited and its subsidiaries, K S Asia Limited Group Limited, Yongkang K S Electric Limited and Yongkang Scrou Electric Co. (Yongkang Scrou), with consideration of 2,354,212 shares of the Company s common stock. Yongkang Scrou manufactures various auto generators. On June 29, 2012, in connection with the completion of the Company s internal reorganization, Yongkang Scrou became a wholly owned subsidiary of the Company.

The Company s organizational chart is as follows:

Kandi Vehicles has a 50% ownership interest and controls the Board of Directors in Kandi New Energy. Under Share Escrow and Trust Agreement, Loan Agreement, Contractor Agreement, between Kandi Vehicles and the other equity owner, Kandi Vehicles is entitled to 100% of the economic benefits, voting rights and residual interests (100% profits and loss absorption rate) in Kandi New Energy.

The primary operations of the Company are designing, developing, manufacturing, and commercializing electrical vehicles (EVs), all-terrain vehicles (ATVs), go-karts, and specialized automobiles related products for the PRC and global markets.

<u>Business Overview</u>

General

Kandi s products include off-road vehicles (which include ATVs, utility vehicles (UTVs), and go-karts), motorcycles, refitted cars and super-mini-cars.

	Year ended December 31			
	2012		2011	
	Units	Revenue	Units	Revenue
All-terrain Vehicles (ATVs)	14,467	$ 6,402,753	9,958	$ 4,850,425
Super-mini-cars [1]	3,915	19,034,936	1,077	6,253,517
Go-Kart	34,517	30,794,415	25,757	22,923,669
Utility vehicles (UTVs)	93	319,014	1,198	2,696,106
Three-wheeled motorcycles (TT)	1,060	1,272,898	782	1,592,770
Refitted car	115	3,172,417	70	1,860,661
Auto generator	93,881	3,517,237	-	-
Total	148,048	$ 64,513,670	38,842	$ 40,177,148

1) Includes the products called CoCo and EV in 2011 s filing, and Super-mini-cars are all EVs for year 2012.

Off-Road Vehicles

Kandi produces a wide range of go-karts, from the 90cc class to the 1,000cc class in cylinder displacement. Kandi also produces four-wheeled ATVs and specialized UTVs, which are ATVs special-fitted for agricultural and industrial use. Kandi started mass production of its go-karts in 2006.

During the twelve months ended December 31, 2012, the market condition for ATV products continued to recover. The Company continued to develop price competitive products to meet market demands, causing good results and successfully increasing the Company s sales. Revenues from our ATVs experienced an increase of $1,552,328 or 32% in fiscal year ended December 31, 2012 from the previous year; this increase is primarily attributable to a 45.3% increase in unit sales, from 9,958 units in the fiscal year 2011 to 14,467 units in 2012, and the effect of a 9.1% unit price reduction.

In 2012, our go-karts segment experienced a significant increase in revenue of $7,870,746, or 34.3% from fiscal year 2011. This increase was mainly attributable to a 34% increase in unit sales from 25,757 units in 2011 to 34,517 units in 2012. In the fiscal year ended 2012, the Company s successful development of meet-market-demands products achieved good results and resulted in increase unit sales.

Utility vehicles (UTVs) experienced a significant decrease in revenue from $2,696,106 to $319,014. This 88.2% decrease is due to a 92.2% drop in unit sales from 1,198 units in 2011 to 93 units in 2012. This significant decrease in sales is primarily attributable to high competition in the UTV market, and the fact that the UTVs manufactured by the Company are relatively high end and more expensive than comparable products offered by our competitors, which caused our average unit price to manufacture a UTV to increase significantly compared to the same period of last year.

Super-Mini-Car EVs

Our EV products segment experienced a significant increase in revenues. For fiscal year 2012, the revenues generated from our Super-mini cars increased by $12,781,419 or 204.4% from $6,253,517 in year 2011 to $19,034,936 in year 2012, which was attributable to a 263.5% increase in unit sales from 1,077 units in year 2011 to 3,915 units in year 2012. This increase is primarily a result of certain beneficial local government s policies that encourage the development of EVs. For the fiscal year 2012, the average unit price of our Super-mini cars decreased 16.3%, due to a change adopted by the Company for most of the reporting period; the Company adopted a new battery exchange business model for the EVs and started selling EVs without batteries.

Motorcycles

Sales of three-wheeled motorcycle (TT) experienced a significant decrease in revenue from $1,592,770 in year 2011 to $1,272,898 in year 2012, despite an increase in unit sales from 782 units in year 2011 to 1,060 units in year 2012. This 20.1% decrease in revenue was mainly attributable to a average unit price decrease of 41.0% . The average unit price decreased in year 2012 primarily because the Company developed price-competitive gas-electric hybrid three wheeled motorcycles to meet the growing demand of such units in the Chinese markets.

Refitted Car

For the fiscal year ended December 31, 2012, revenues from our refitted car increased by $1,311,756, or 70.5% from fiscal year of 2011. This was mainly attributed to the 64.3% increase in unit sales from 70 units in year 2011 to 115 units in year 2012. In addition, the Company refitted other companies vehicles to meet special requirements for certain customers.

Auto generator

On April 25, 2012, the Company acquired Yongkang Scrou Electric Co. (Yongkang Scrou), whose main business is producing various auto generators. From April 25, 2012 to December 31, 2012, a total of 93,881 sets of auto generators were sold with sales totaling $3,517,237.

The following table shows the breakdown of Kandi s revenues from its customers by geographic markets based on the location of distributors, during the fiscal years ended December 31, 2012 and 2011:

	Year Ended December 31			
	2012		2011	
	Sales Revenue	Percentage	Sales Revenue	Percentage
North America	$ 7,243,257	11%	$ 4,739,944	12%
Europe	1,639,990	3%	1,218,274	3%
China	55,630,423	86%	34,218,930	85%
Total	64,513,670	100%	40,177,148	100%

For the year ended December 31, 2012, about 60% of our sales in China, mainly off-road vehicle sales, were sold to Chinese export agents, who resell the Company s products to North America, Europe, and other regions. While for the year 2011, about 90% of our sales in China were sold to Chinese export agents, who resell the Company s products to North America, Europe, and other regions.

Recent Development Activities

On February 1, 2013, our wholly owned subsidiary, Kandi Vehicles signed a cooperation framework agreement with Shanghai Maple Guorun Automobile Co., Ltd. (Shanghai Maple), a 99% owned subsidiary of Geely Automobile Holdings Ltd.(Geely Auto), to establish a joint venture company, named Zhejiang Kandi Electric Vehicles Investment Co, Ltd. (the JV Company). The purpose of JV Company is to engage in the investment, research and development, production, marketing and sales of electronic vehicles in China. Geely Auto is one of the largest and most well-known automobile manufacturers in China. Pursuant to the terms of the framework agreement, the JV Company will be owned 50% by Shanghai Maple and 50% by Kandi Vehicles. The registered capital of the JV Company will be RMB1,000,000,000, with 50% to be contributed by each party. Upon the establishment of the JV Company, the JV Company will acquire certain assets from Kandi and Geely Auto in order for the JV Company to process the necessary properties, assets and technologies to conduct the EV business.

On February 27,2013, Kandi Vehicles entered into an Assets Purchase Agreement (the Purchase Agreement) with Zhejiang New Energy Vehicle System Co., Ltd., a limited liability company in China (New Energy). The Purchase Agreement finalized the arrangements the Company negotiated in 2012 for the purchase by Kandi Vehicles of certain electric vehicle (EV) operating assets of New Energy, including a pressing assembly line, a welding assembly line, a coating assembly line, a general assembly line and related equipment, facilities, building and land use rights (the Purchased Assets) for a total cash price of RMB 272,767,553 (approximately $43,296,437). The price was based upon a third-party appraisal prepared by Jinhua Jinehen Assets Appraisal Co., Ltd. In connection with the initiation of exclusive negotiations with New Energy and pursuant to a letter of intent (LOI) between the parties on November 20, 2012, the Company, as of December 31, 2012, delivered RMB 154,100,000 (approximately $24,397967) as a refundable deposit. Pursuant to the LOI, the deposit was to be applied to the purchase price and to be returned to Kandi Vehicles within 5 days upon the termination of negotiations if the parties could not reach a final agreement. Pursuant to the Purchase Agreement, the remainder of the purchase price will be delivered within one month of the completion of the transfer by New Energy of titles to and ownership of the Purchased Assets. Under the Purchase Agreement, New Energy is to complete the transfer of ownership and title (for the land, land use rights and operating and other assets) within three months of the signing of the Purchase Agreement. The Purchase Agreement contains customary representations and warranties and pre- and post-closing covenants of each party. Breaches of the representations and warranties are subject to customary indemnification provisions.

On March 13, 2013, the Company's wholly owned subsidiary, Kandi Vehicles, established Kandi Electric Vehicles (Changxing) Co., Ltd. ('Kandi Changxing') in the Changxing (National) Economic and Technological Development Zone to meet the requirements of the previously announced cooperation agreement with Geely Auto. The newly established company is a wholly owned subsidiary of Kandi Vehicles that will specialize in EV production. Kandi Changxing has been formed with the assets acquired by Kandi Vehicles in connection with its recent purchase from Zhejiang New Energy Vehicle Systems Co., Ltd., as well as certain molds and properties originally owned by Kandi Vehicles. Kandi Changxing is expected to begin production on March 29, 2013.

As set forth on the Company s Current Report on Form 8-K, filed March 25, 2013, on March 22, 2013, Kandi Vehicles entered into the Joint Venture Agreement of Establishment of Zhejiang Kandi Electric Vehicles Co., Ltd. with Shanghai Maple Guorun Automobile Co., Ltd., a 99% owned subsidiary of Geely Automobile Holdings Ltd. which is listed with Hong Kong Exchanges and Clearing Limited.

Sales and Distribution

Kandi s sales are made through the Company s own sales force and trading companies, which distribute Kandi s products to local and international customers.

Sources of Supply

Kandi manufactures the major components of its vehicles by itself. Other components and parts needed are purchased from expertise suppliers and specialized manufacturers. Kandi does not have and does not anticipate having any difficulty in obtaining its required materials from suppliers; in reaching this determination, we considered our current contracts and our current satisfactory business relationship with our suppliers.

Competition

The global off-road vehicle market and new EV market are both highly competitive. Competition in such markets is based upon a number of factors, including price, quality, reliability, styling, product features and warranties. With respect to the Chinese domestic pure EV industry, many of our competitors have financial and marketing resources that are substantially greater than Kandi; however, we believe we are one of the industry leaders.

Employees

As of December 31, 2012, Kandi had a total of 516 full time employees. None of our employees are represented by any collective bargaining agreements.

Environmental and Safety Regulation

Emissions

The United States Environmental Protection Agency (EPA) and the California Air Resources Board (CARB) have adopted emissions regulations applicable to Kandi s products. CARB has emissions regulations for ATVs and off-road vehicles which the Company already meets. In October 2002, the EPA established new corporate average emission standards effective for model years 2006 through 2012 for non-road recreational vehicles, including ATVs and off-road vehicles.

Kandi s motorcycles are also subject to EPA and CARB emission standards. Kandi believes that its motorcycles comply with these standards. CARB regulations, adopted by the EPA in January 2004, required additional motorcycle emission reductions in model year 2008, which the Company met.

Kandi s products are also subject to international laws and regulations related to emissions in places where it sells its products outside the United States. Europe currently regulates emissions from certain of the Company s ATV-based products, motorcycles, and super-mini-cars and the Company meets these requirements. Canada s emission regulations for motorcycles are similar to those in the U.S. In December 2006, Canada proposed a new regulation that would essentially adopt the U.S. emission standards for ATVs and off-road vehicles. These regulations became effective in 2009 and the Company meets this standard.

Kandi believes that its off-road vehicles and super-mini-cars comply with applicable emission standards and related regulations in the United States and internationally. Kandi is unable to predict the ultimate impact of standards adopted in the future or proposed regulations on Kandi and its business.

Use regulation

State and federal laws and regulations have been promulgated or are under consideration relating to the use or manner of use of Kandi s products. Some states and localities have adopted, or are considering the adoption of, legislation and local ordinances which restrict the use of ATVs and off-road vehicles to specified hours and locations. The federal government also has restricted the use of ATVs and off-road vehicles in some national parks and federal lands. In several instances this restriction has been a ban on the recreational use of these vehicles. Kandi is unable to predict the outcome of such actions or the possible effect on its business. Kandi believes that its business would be no more adversely affected than those of its competitors by the adoption of any pending laws or regulations.

Product Safety and Regulation

Safety Regulation

The federal government and individual states have promulgated or are considering promulgating laws and regulations relating to the use and safety of Kandi s products. The federal government is the primary regulator of product safety. The Consumer Product Safety Commission (CPSC) has federal oversight over product safety issues related to ATVs and off-road vehicles. The National Highway Transportation Safety Administration (NHTSA) has federal oversight over product safety issues related to on-road motorcycles.

In August 2008, the Consumer Product Safety Improvement Act (the Act) was passed. The Act includes a provision that requires all manufacturers and distributors who import into or distribute ATVs within the United States to comply with the ANSI/SVIA safety standards, which were previously voluntary. The Act also requires the same manufacturers and distributors to have ATV action plans filed with the CPSC that are substantially similar to the voluntary action plans that were previously in effect. Kandi currently complies with the ANSI/SVIA standard.

Kandi s motorcycles are subject to federal vehicle safety standards administered by NHTSA. Kandi s motorcycles are also subject to various state vehicle safety standards. Kandi believes that its motorcycles comply with safety standards relevant to motorcycles.

Kandi s products are also subject to international standards related to safety in places where it sells its products outside the United States. Kandi believes that its motorcycles and super-mini-cars comply with applicable safety standards in the United States and internationally.

Principal Executive Offices

Our principal executive office is located in the Jinhua City Industrial Zone in Jinhua, Zhejiang Province, PRC, 321016 and our telephone number (86-579) 82239856.

Item 1A. Risk Factors.

You should carefully consider the risks described below together with all of the other information included in this report before making an investment decision with regard to our securities. The statements contained in or incorporated into this annual report on Form 10-K that are not historic facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by forward-looking statements. If any of the following risks actually occurs, our business, financial condition or results of operations could be harmed. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.

Risks Relating to Our Overall Business Operations

We may not be able to comply with all applicable government regulations.

We are subject to extensive governmental regulation by the central, regional and local authorities in the PRC, where our business operations take place. We believe that we are currently in substantial compliance with all laws and governmental regulations and that we have all material permits and licenses required for our operations. Nevertheless, we cannot assure investors that we will continue to be in substantial compliance with current laws and regulations, or that we will be able to comply with any future laws and regulations. To the extent that new regulations are adopted, we will be required to conform our activities in order to comply with such regulations. Failure to comply with applicable laws and regulations could subject us to civil remedies, including fines, injunctions, recalls or seizures, as well as potential criminal sanctions, which could have a material adverse effect on our business, operations and finances.

Compliance with environmental regulations can be expensive, and noncompliance with these regulations may result in adverse publicity and potentially significant monetary damages and fines.

Our business operations generate noise, waste water, and gaseous and other industrial wastes. We are required to comply with all national and local regulations regarding protection of the environment. We are in compliance with current environmental protection requirements and have all necessary environmental permits to conduct our business. However, if more stringent regulations are adopted in the future, the costs of compliance with these new regulations could be substantial. Additionally, if we fail to comply with present or future environmental regulations, we may be required to pay substantial fines, suspend production or cease operations. Any failure by us to control the use of, or to restrict adequately the discharge of, hazardous substances could subject us to potentially significant monetary damages and fines or suspensions to our business operations. Certain laws, ordinances and regulations could limit our ability to develop, use, or sell our products.

Our business depends substantially on the continuing efforts of our executive officers, and our business may be severely disrupted if we lose their services.

Our future success depends substantially on the continued services of our executive officers, especially our CEO and Chairman of the Board of Directors, Mr. Hu Xiaoming. We do not maintain key man life insurance on any of our executive officers. Although this possibility is low, if any of our executive officers are unable or unwilling to continue in their present positions, we may not be able to replace them readily, if at all. Therefore, our business may be severely disrupted, and we may incur additional expenses to recruit and retain new officers. In addition, if any of our executives joins a competitor or forms a competing company, we may lose some of our customers.

We may be subject to product liability claims, recalls or warranty claims, which could be expensive, damage our reputation and result in a diversion of management resources.

The Company may be subject to lawsuits resulting from injuries associated with the use of the vehicles that it sells. The Company may incur losses relating to these claims or the defense of these claims. There is a risk that claims or liabilities will exceed our insurance coverage. In addition, the Company may be unable to retain adequate liability insurance in the future.

The Company may also be required to participate in recalls involving our vehicles, if any prove to be defective, or we may voluntarily initiate a recall or make payments related to such claims as a result of various industry or business practices or the need to maintain good customer relationships. Such a recall would result in a diversion of resources. While we do maintain product liability insurance, we cannot assure you that it will be sufficient to cover all product liability claims, that such claims will not exceed our insurance coverage limits or that such insurance will continue to be available on commercially reasonable terms, if at all. Any product liability claim brought against us could have a material adverse effect on our results of operations.

As disclosed in a number of areas, including Item 3 of this Form 10-K, there are two lawsuits currently pending in state court in Ripley County, Missouri against the Company and its subsidiary, Kandi Vehicles, as well as other third parties, in connection with the death of two individuals who died on March 3, 2006, while operating a go-cart that was allegedly manufactured by Kandi Vehicles. The Company intends to defend these cases vigorously and expects to prevail in this lawsuit since neither the Company nor its subsidiaries manufactured the subject vehicle in the accident; however, if the Company does not prevail, or resolve this lawsuit favorably, these lawsuits could have a material adverse effect on our results of operations.

General economic conditions may negatively impact our results.

The consumption of entertainment products, such as go-karts, and super-mini-cars depends on continued economic growth. Due to the European Debt Crisis and the slow global economy, the uncertainty of the current economic environment remains. Moderate or severe economic downturns or adverse conditions may negatively affect our operations. These conditions may be widespread or isolated to one or more geographic regions. A tightening of the labor markets in one or more geographic regions may result in fewer qualified applicants for job openings in our facilities. Higher wages, related labor costs and other increasing cost trends may negatively impact our results.

Government policies may negatively affect our result

The Company s EV products currently are mainly sold to Chinese domestic market, and EV industry is supported by the Chinese central and local governments. Therefore, our EV products performance is significantly affected by the policies adopted by Chinese central and local governments. Any significant adverse changes in the Chinese governments supporting policies may negatively affect our results.

The audit report included in this annual report was prepared by auditors who are not inspected by the Public Company Accounting Oversight Board and, as a result, you are deprived of the benefits of such inspection

The independent registered public accounting firm that issues the audit reports included in our annual reports filed with the SEC, as auditors of companies that are traded publicly in the United States and a firm registered with the Public Company Accounting Oversight Board (United States), or the "PCAOB", is required by the laws of the United States to undergo regular inspections by the PCAOB to assess its compliance with the laws of the United States and professional standards. Because our auditors are located in Hong Kong, a jurisdiction where the PCAOB is currently unable to conduct inspections, our auditors are not currently inspected by the PCAOB.

Inspections of other firms that the PCAOB has conducted outside the US have identified deficiencies in those firms' audit procedures and quality control procedures, which may be addressed as part of the inspection process to improve future audit quality. This lack of PCAOB inspections in China and Hong Kong prevents the PCAOB from regularly evaluating our auditor's audits and its quality control procedures. As a result, investors may be deprived of the benefits of PCAOB inspections.

The inability of the PCAOB to conduct inspections of auditors in China makes it more difficult to evaluate the effectiveness of our auditor's audit procedures or quality control procedures as compared to auditors outside of China that are subject to PCAOB inspections. Investors may lose confidence in our reported financial information and procedures and the quality of our financial statements.

Risks Relating to Our Vehicle Machinery Production Operations

We may be subject to significant potential liabilities as a result of defects in production and product liability.

Through our machinery production operations, we may be subject to claims of product defects and/or product liability arising in the ordinary course of business. These claims are common to the machinery production industry and can be costly.

With respect to certain general liability exposures, including manufacturing defect and product liability, interpretation of underlying current and future trends, assessment of claims and the related liability and reserve estimation process is highly subjective due to the complex nature of these exposures, with each exposure exhibiting unique circumstances. Furthermore, once claims are asserted for construction defects, it is difficult to determine the extent to which the assertion of these claims will expand geographically. We may not have sufficient funds available to cover any liability for damages, the cost of repairs, and/or the expense of litigation surrounding such claims, and future claims may arise out of events or circumstances not covered by insurance and not subject to effective indemnification agreements with our subcontractors.

The vehicle machinery industry is highly competitive, and we are subject to risks relating to competition that may adversely affect our performance.

The vehicle machinery industry is highly competitive, and our continued success depends upon our ability to compete effectively in markets that contain numerous competitors, some of which have significantly greater financial, marketing and other resources than we have. Competition may reduce our pricing structures, potentially causing us to lower our prices, which may adversely impact our profits. New or existing competition that uses a business model that is different from our business model may put pressure on us to change our model so that we can remain competitive.

Our high concentration of sales to relatively few customers may result in significant uncollectible accounts receivable exposure, which may adversely impact our liquidity, business, results of operations and financial condition.

As of December 31, 2012, our top five customers, in the aggregate, accounted for 83% and 86%, respectively, of our sales and accounts receivable. Due to the concentration of sales to relatively few customers, we face credit exposure from our customers and may experience uncollectible receivables from these customers should they face financial difficulties. If these customers fail to pay their accounts receivable, file for bankruptcy or significantly reduce their purchases of our programming, it would have an adverse effect on our business, financial condition, results of operations, and liquidity.

The Company s major customers for the year ended December 31, 2012 accounted for the following percentages of total sales and accounts receivable as follows:

	Sales		Accounts Receivable	
Major Customers	Twelve Months Ended December 31, 2012	Twelve Months Ended December 31, 2011	December 31, 2012	December 31, 2011
Company A	33%	8%	21%	2%
Company B	19%	-	42%	-
Company C	12%	25%	8%	56%
Company D	11%	20%	7%	19%
Company E	8%	-	8%	-

Our business is subject to the risk of supplier concentrations.

We depend on a limited number of suppliers for the sourcing of major components and parts and principal raw materials. As of December 31, 2012 and 2011, one supplier accounted for 32% and 61% of our purchases, respectively. As a result of this concentration in our supply chain, our business and operations would be negatively affected if any of our key suppliers were to experience significant disruption affecting the price, quality, availability or timely delivery of their products. The partial or complete loss of these suppliers, or a significant adverse change in our relationship with any of these suppliers, could result in lost revenue, added costs and distribution delays that could harm our business and customer relationships. In addition, concentration in our supply chain can exacerbate our exposure to risks associated with the termination by key suppliers of our distribution agreements or any adverse change in the terms of such agreements, which could have a negative impact on our revenues and profitability.

The Company s major suppliers for the twelve months ended December 31, 2012 accounted for the following percentage of total purchases and accounts payable as follows:

	Purchases		Accounts Payable	
Major Suppliers	Twelve Months Ended December 31, 2012	Twelve Months Ended December 31, 2011	December 31, 2012	December 31, 2011
Company F	32%	61%	4%	1%
Company G	26%	-	-	-
Company H	6%	-	1%	-
Company I	2%	-	1%	-
Company J	2%	-	1%	-

Risks Related to Doing Business in China

Changes in political and economic conditions may affect our business operations and profitability.

Since our business operations are primarily located in China, our business operations and financial position are subject, to a significant degree, to the economic, political and legal developments in China.

While the Chinese government has not halted its economic reform policy since 1978, any significant adverse changes in the social, political and economic conditions of China may fundamentally impact China s economic reform policies, and thus the Company s operations and profits may be adversely affected.

Change in tax laws and regulations in China may affect our business operations.

Various tax reform policies have been implemented in the PRC in recent years. However, there can be no assurance that the existing tax laws and regulations will not be revised or amended in the future.

Uncertainties with respect to the Chinese legal system could have a material adverse effect on us and may restrict the level of legal protections to foreign investors.

China s legal system is based on statutory law. Unlike the common law system, statutory law is based primarily on written statutes. Previous court decisions may be cited as persuasive authority but do not have a binding effect. Since 1979, the PRC government has been promulgating and amending the laws and regulations regarding economic matters, such as corporate organization and governance, foreign investment, commerce, taxation and trade. However, since these laws and regulations are relatively new, and the PRC legal system continues to rapidly evolve, the interpretation of many laws, regulations and rules is not always uniform and enforcement of these laws, regulations and rules involves uncertainties, which may limit legal protections available to us.

In addition, any litigation in China may be protracted and may result in substantial costs and diversion of resources and management s attention. The legal system in China cannot provide investors with the same level of protection as in the U.S. The Company is governed by the law and regulations generally applicable to local enterprises in China. Many of these laws and regulations were recently introduced and remain experimental in nature and subject to changes and refinements. Interpretation, implementation and enforcement of the existing laws and regulations can be uncertain and unpredictable and therefore may restrict the legal protections of foreign investors.

Changes in Currency Conversion Policies in China may have a material adverse effect on us.

Renminbi (RMB) is still not a freely exchangeable currency. Since 1998, the State Administration of Foreign Exchange of China has promulgated a series of circulars and rules in order to enhance verification of foreign exchange payments under a Chinese entity s current account items, and has imposed strict requirements on borrowing and repayments of foreign exchange debts from and to foreign creditors under the capital account items and on the creation of foreign security in favor of foreign creditors.

This may complicate foreign exchange payments to foreign creditors under the current account items and thus will affect the ability to borrow under international commercial loans, the creation of foreign security, and the borrowing of RMB under guarantees in foreign currencies. Furthermore, the value of RMB may become subject to supply and demand, which could be largely impacted by international economic and political environments. Any fluctuations in the exchange rate of RMB could have an adverse effect on the operational and financial condition of the Company and its subsidiaries in China.

You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing original actions based on United States or other foreign laws against us, our management or the experts named in the prospectus.

We conduct substantially all of our operations in China and substantially all of our assets are located in China. In addition, almost all of our senior executive officers reside in China. As a result, it may not be possible to effect service of process within the United States or elsewhere outside China upon our senior executive officers, including with respect to matters arising under U.S. federal securities laws or applicable state securities laws. Moreover, our PRC counsel has advised us that the PRC does not have treaties with the United States or many other countries providing for the reciprocal recognition and enforcement of judgment of courts.

Risks Relating to Ownership of Our Securities

Our stock price may be volatile, which may result in losses to our shareholders.

The stock markets have experienced significant price and trading volume fluctuations, and the market prices of companies listed on the NASDAQ Capital Market and NASDAQ Global Market have been volatile in the past and have experienced sharp share price and trading volume changes. Although our stock is listed on the NASDAQ Global Market, the trading price of our common stock is likely to be volatile and could fluctuate widely in response to many factors, including the following, some of which are beyond our control:

- variations in our operating results;
- changes in expectations of our future financial performance, including financial estimates by securities analysts and investors;
- changes in operating and stock price performance of other companies in our industry;
- additions or departures of key personnel; and
- future sales of our common stock.

Domestic and international stock markets often experience significant price and volume fluctuations. These fluctuations, as well as general economic and political conditions unrelated to our performance, may adversely affect the price of our common stock.

Mr. Hu, our CEO, President and Chairman of our Board of Directors is the beneficial owner of a substantial portion of our outstanding common stock, which may enable Mr. Hu to exert significant influence on corporate actions.

Excelvantage Group Limited controls approximately 37.9% of our outstanding shares of common stock as of December 31, 2012. On March 29, 2010, Hu Xiaoming, the Company s Chief Executive Officer, President and Chairman of the Board of Directors, became the sole stockholder of Excelvantage Group Limited. Excelvantage Group Limited has a substantial impact on matters requiring the vote of the shareholders, including the election of our directors and most corporate actions. This control could delay, defer or prevent others from initiating a potential merger, takeover or other change in our control, even if these actions would benefit our other shareholders and the Company. This control could adversely affect the voting and other rights of our other shareholders and could depress the market price of our common stock.

Our common shares may become thinly traded and you may be unable to sell your shares readily

We cannot predict the extent to which an active public market for trading our common stock will be sustained. Although our trading volume has increased gradually in recent years, our stock has historically been sporadic or thinly-traded, meaning that the number of persons interested in purchasing our common shares at any given time may be relatively small.

This situation is attributable to a number of factors, including the fact that we are a small company which is relatively unknown to stock analysts, stock brokers, institutional investors and others in the investment community who generate or influence sales volume. Even if we came to the attention of such persons, those persons tend to be risk-averse and may be reluctant to follow, purchase, or recommend the purchase of shares of an unproven company such as ours until such time as we become more seasoned and viable. As a consequence, there may be periods of several days or more when trading activity in our shares is minimal, as compared to a seasoned issuer which has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on share price. We cannot give you any assurance that a broader or more active public trading market for our common stock will develop or be sustained, or that current trading levels will be sustained.

The market price for our common stock is particularly volatile given our status as a relatively small company, which could lead to wide fluctuations in our share price. You may be unable to sell your common stock at or above your purchase price if at all, which may result in substantial losses to you.

Substantial exercise of warrants could adversely affect our stock price or our ability to raise additional financing in the public capital markets.

As of December 31, 2012, there were 2,274,851 shares of warrants outstanding. If the warrant holders exercise the warrants and sell a substantial number of shares of our Common Stock in the future, or if investors perceive that these sales may occur, the market price of our Common Stock could decline or market demand for our Common Stock could be sharply reduced. The exercise of warrants and subsequent sale of a substantial number of shares of our Common Stock could also adversely affect demand for, and the market price of, our Common Stock. Each of these transactions could adversely affect our ability to raise additional financing by issuing equity or equity-based securities in the public capital markets. As of the filing date of this Form 10-K, the number warrant shares outstanding as of December 31, 2012 (2,274,851) has been reduced, as a result of expiration or exercises to 1,210,912.

We do not anticipate paying any cash dividends to our common shareholders.

We presently do not anticipate that we will pay dividends on any of our common stock in the foreseeable future. If payment of dividends does occur at some point in the future, it would be contingent upon our revenues and earnings, if any, capital requirements, and general financial condition. The payment of any common stock dividends will be within the discretion of our Board of Directors. We presently intend to retain all earnings after paying the interest for the preferred stock, if any, to implement our business plan; accordingly, we do not anticipate the declaration of any dividends for common stock in the foreseeable future.

Fluctuation in the value of the RMB may have a material adverse effect on your investment.

The change in value of the RMB against the U.S. dollar, the Euro and other currencies is affected by changes in China s political and economic conditions, among other things. On July 21, 2005, the PRC government changed its decade-old policy of pegging the value of the RMB to the U.S. dollar. Under the new policy, the RMB is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. While the international reaction to the RMB revaluation has generally been positive, there remains significant international pressure on the PRC government to adopt an even more flexible currency policy, which could result in a further and more significant appreciation of the RMB against the U.S. dollar. As a portion of our costs and expenses is denominated in RMB, the revaluation in July 2005 and potential future revaluation has and could further increase our costs. In addition, any significant revaluation of the RMB may have a material adverse effect on our financial condition. For example, to the extent that we need to convert U.S. dollars we receive from financings into RMB for our operations, appreciation of the RMB against the U.S. dollar would have an adverse effect on the RMB amount we receive from the conversion. Conversely, if we decide to convert our RMB into U.S. dollars for the purpose of making payments for business purposes, appreciation of the U.S. dollar against the RMB would have a negative effect on the U.S. dollar amount available to us.

We may be unable to maintain compliance with NASDAQ Marketplace Rules which could cause our common stock to be delisted from the NASDAQ Global Market. This could result in the lack of a market for our common stock, cause a decrease in the value of our common stock, and adversely affect our business, financial condition and results of operations.

Under the NASDAQ Marketplace Rules our common stock must maintain a minimum price of $1.00 per share for continued inclusion on the NASDAQ Global Market. We cannot guarantee that our stock price will remain at or above $1.00 per share and if the price again drops below $1.00 per share, the stock could become subject to delisting. If our common stock is delisted, trading of the stock will most likely take place on an over-the-counter market established for unlisted securities. An investor is likely to find it less convenient to sell, or to obtain accurate quotations in seeking to buy, our common stock on an over-the-counter market, and many investors may not buy or sell our common stock due to difficulty in accessing over-the-counter markets, or due to policies preventing them from trading in securities not listed on a national exchange or other reasons. For these reasons and others, delisting would adversely affect the liquidity, trading volume and price of our common stock, causing the value of an investment in us to decrease and having an adverse effect on our business, financial condition and results of operations by limiting our ability to attract and retain qualified executives and employees and limiting our ability to raise capital.

Volatility in Our Common Share Price May Subject Us to Securities Litigation.

The market for our common stock is characterized by significant price volatility as compared to seasoned issuers, and we expect that our share price will continue to be more volatile than a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. We may, in the future, be the target of similar litigation. Securities litigation could result in substantial costs and liabilities and could divert management s attention and resources.

The Elimination of Monetary Liability Against our Directors, Officers and Employees under Delaware law and the Existence of Indemnification Rights of our Directors, Officers and Employees May Result in Substantial Expenditures by our Company and may Discourage Lawsuits Against our Directors, Officers and Employees.

Our articles of incorporation do not contain any specific provisions that eliminate the liability of our directors for monetary damages to our company and shareholders; however, we are prepared to give such indemnification to our directors and officers to the extent provided for by Delaware law. We may also have contractual indemnification obligations under our employment agreements with our officers. The foregoing indemnification obligations could result in our company incurring substantial expenditures to cover the cost of settlement or damage awards against directors and officers, which we may be unable to recoup. These provisions and resultant costs may also discourage our company from bringing a lawsuit against directors and officers for breaches of their fiduciary duties, and may similarly discourage the filing of derivative litigation by our shareholders against our directors and officers even though such actions, if successful, might otherwise benefit our company and shareholders.

We may need additional capital, and the sale of additional shares or other equity securities could result in additional dilution to our shareholders.

In the future, we may require additional cash resources due to changed business conditions or other future developments, including any investments or acquisitions we may decide to pursue. If our resources are insufficient to satisfy our cash requirements, we may seek to sell additional equity or debt securities or obtain a credit facility. The sale of additional equity securities could result in dilution to our shareholders. The incurrence of indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations. We cannot assure you that financing will be available in amounts or on terms acceptable to us, if at all.

Our business is subject to changing regulations related to corporate governance and public disclosure that have increased both our costs and the risk of noncompliance.

Because our common stock is publicly traded, we are subject to certain rules and regulations of federal, state and financial market exchange entities charged with the protection of investors and the oversight of companies whose securities are publicly traded. These entities, including the Public Company Accounting Oversight Board, the SEC and NASDAQ, have issued requirements and regulations and continue to develop additional regulations and requirements in response to corporate scandals and laws enacted by Congress, most notably the Sarbanes-Oxley Act of 2002. Our efforts to comply with these regulations have resulted in, and are likely to continue resulting in, increased general and administrative expenses and diversion of management time and attention from revenue-generating activities to compliance activities. Because new and modified laws, regulations and standards are subject to varying interpretations in many cases due to their lack of specificity, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This evolution may result in continuing uncertainty regarding compliance matters and additional costs necessitated by ongoing revisions to our disclosure and governance practices.

Item 1B. Unresolved Staff Comments.

Not applicable.

Item 2. Properties.

All land in the PRC is owned by the government and its ownership cannot be sold or transferred by or to any individual or private entity. Instead, the government grants or allocates landholders a land use right. There are four methods to acquire land use rights:

- grant of the right to use land;
- assignment of the right to use land;
- lease of the right to use land; and
- allocated land use rights

In comparison with Western common law concepts, granted land use rights are similar to life estates and allocated land use rights are in some ways similar to leaseholds.

Granted land use rights are provided by the government in exchange for a grant fee, and carry the rights to pledge, mortgage, lease, and transfer within the term of the grant. Land is granted for a fixed term - generally 70 years for residential use, 50 years for industrial use, and 40 years for commercial and other use. The term is renewable in theory. Unlike the usual case in Western nations, granted land must be used for the specific purpose for which it was granted.

Allocated land use rights are generally provided by the government for an indefinite period (usually to state-owned entities) and cannot be pledged, mortgaged, leased, or transferred by the user. Furthermore, allocated land can be reclaimed by the government at any time. Allocated land use rights may be converted into granted land use rights upon the payment of a grant fee to the government.

Kandi has the following granted land use rights:

Location	Area (square meters)	Term and Expiration	Certificate No.
Zhejiang Jinhua Industrial Park	72900.90	Nov 13, 2002 - Nov 13, 2052	10-15-0-203-1
Zhejiang Jinhua Industrial Park	39490.64	Nov 13, 2002 - Nov 13, 2052	10-15-0-203-2
Zhejiang Jinhua Industrial Park	46650.70	Dec 30, 2003 - Dec 30, 2053	10-15-0-16
Zhejiang Jinhua Industrial Park	37515.00	Dec 30, 2003 - Dec 30, 2053	10-15-0-17
Zhejiang Jinhua Industrial Park	49162.00	Dec 30, 2003 - Dec 30, 2053	10-15-0-18
Zhejiang Jinhua Industrial Park	19309.00	Dec 07, 2009 - Dec 07, 2059	10-15-0-33
Zhejiang Qiaoxia Industrial Park	9405.00	Apr 03, 2001 Apr 03, 2051	574-26-36

Item 3. Legal Proceedings.

There are two lawsuits currently pending in state court in Ripley County, Missouri against the Company and its subsidiary, Kandi Vehicles as well as other third parties, Kandi Investment Group and SunL Group, in connection with the death of two individuals who died on March 3, 2006, while operating a go-cart that was allegedly manufactured by Kandi Vehicles. Kandi Investment Group was a major shareholder of Kandi Vehicles but it transferred all its equity in Kandi Vehicles to Continental Development Limited in November 2006. Since then, Kandi Investment Group has been unrelated to the Company or its affiliates.

The cases were filed in 2009 and are identified as Elder vs. SunL Group and Griffen vs. SunL Group. In March 2010, the local trial court entered two default judgments, each in the amount of $20,000,000, against our subsidiary, Kandi Vehicles as well as other parties including Kandi Investment. A default judgment was not entered against the Company. The lawsuit and default judgments were not brought to the Company or Kandi Vehicles attention until May or June 2010; the Company was not served with the complaint or notified of the lawsuits and only learned of their existence and of the default judgments in the course of commercial discussions with another of the defendants in the cases. The Company and Kandi Vehicles have filed answers to the complaint denying any culpability. In addition, the Company requested that the court set aside the default judgments against Kandi Vehicles, a request granted, by the court, on February 28, 2011. On March 3, 2011, the plaintiffs subsequently appealed the court order vacating the default judgments; however, the plaintiffs have since voluntarily withdrawn their appeal.

The Company intends to defend these cases vigorously and expects to prevail in this lawsuit since the Company including its subsidiaries did not manufacture the subject vehicle in the accident. This case is set for trial in July 2013.

At the present time, we believe that resolving the above matters will not have a material adverse effect on our financial position, our results of operations, or our cash flows; however, these matters are subject to inherent uncertainties and our view of these matters may change in the future.

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 began trading on the NASDAQ Capital Market on March 18, 2008, and on January 10, 2011, our common stock began trading on NASDAQ Global Market. The following are the high and low prices for our common stock for each quarter from January 1, 2010 to December 31, 2012.

	HIGH	LOW
FISCAL 2012		
Fourth Quarter (through December 31, 2012)	$ 4.69	$ 3.52
Third Quarter (through September 30, 2012)	$ 5.13	$ 3.00
Second Quarter (through June 30, 2012)	$ 3.74	$ 2.33
First Quarter (through March 31, 2012)	$ 3.98	$ 2.95
FISCAL 2011		
Fourth Quarter (through December 31, 2011)	$ 4.19	$ 1.88
Third Quarter (through September 30, 2011)	$ 3.30	$ 1.71
Second Quarter (through June 30, 2011)	$ 3.23	$ 1.68
First Quarter (through March 31, 2011)	$ 5.37	$ 2.86
FISCAL 2010		
Fourth Quarter (through December 31, 2010)	$ 7.25	$ 4.10
Third Quarter (through September 30, 2010)	$ 4.45	$ 2.90
Second Quarter (through June 30, 2010)	$ 5.19	$ 2.75
First Quarter (through March 31, 2010)	$ 6.75	$ 3.24

Holders of Common Stock

As of December 31, 2012, there were 23 shareholders of record of our common stock.

Dividends

We have never paid a dividend on our common stock. At present, we intend to retain any earnings for use in our business and do not anticipate paying cash dividends in the foreseeable future.

Item 6. Selected Financial Data.

Not applicable.

Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operation.

The following discussion should be read in conjunction with the information contained in the consolidated financial statements of the Company and the notes thereto appearing elsewhere herein. Readers should carefully review the risk factors disclosed in this Form 10-K and other documents filed by the Company with the SEC.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

This section should be read together with the Summary of Significant Accounting Policies in the attached consolidated financial statements included in this report.

Estimates affecting accounts receivable and inventories

The preparation of our consolidated financial statements requires management to make estimates and assumptions that affect our reporting of assets and liabilities (and contingent assets and liabilities). These estimates are particularly significant where they affect the reported net realizable value of the Company s accounts receivable and inventories.

Accounts receivable are recognized and carried at net realizable value. An allowance for doubtful accounts will be recorded in the period when a loss is probable based on an assessment of specific evidence indicating troubled collection, historical experience, accounts aging, ongoing business relation and other factors. Accounts are written off after exhaustive efforts at collection. If accounts receivable are to be provided for, or written off, they would be recognized in the consolidated statement of operations within operating expenses. At December 31, 2012 and 2011, the Company has an allowance for doubtful accounts of $0 and $0 respectively, as per the management s judgment based on their best knowledge.

Inventory is stated at the lower of cost, determined on a weighted average basis, or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale. When inventories are sold, their carrying amount is charged to expense in the year in which the revenue is recognized. Write-downs for declines in net realizable value or for losses of inventories are recognized as an expense in the year the impairment or loss occurs. There was a $56,248 decline in net realizable value of inventory for the year ended of December 31, 2012 due to our reserve for slow moving inventory.

While the Company currently believes that there is little likelihood that actual results will differ materially from these current estimates, if customer demand for our products decreases significantly in the near future, or if the financial condition of our customers deteriorates in the near future, the Company could realize significant write downs for slow-moving inventories or uncollectible accounts receivable.

Policy affecting recognition of revenue

Among the most important accounting policies affecting our consolidated financial statements is our policy of recognizing revenue. Revenues represent the invoiced value of goods sold, recognized upon the shipment of goods to customers, and are recognized when all of the following criteria are met:

1. Persuasive evidence of an arrangement exists;
2. Delivery has occurred or services have been rendered;
3. The seller s price to the buyer is fixed or determinable; and
4. Collectability is reasonably assured.

Policy affecting options, warrants and convertible notes

The Company s stock option cost is recorded in accordance with ASC 718 and ASC 505.

The fair value of stock options is estimated using the Black-Scholes-Merton model. The Company s expected volatility assumption is based on the historical volatility of the Company s stock. The expected life assumption is primarily based on the expiration date of the option. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant. Stock option expense recognized is based on awards expected to vest. There were no estimated forfeitures. ASC standards require forfeitures to be estimated at the time of grant and revised in subsequent periods, if necessary, if actual forfeitures differ from those estimates.

The Company s warrant costs are recorded in liabilities and equities, respectively, in accordance with ASC 480, ASC 505 and ASC 815.

The Company estimates the fair value of warrants that are classified as a liability using a Black-Scholes-Merton model. The Company s expected volatility assumption is based on the historical volatility of the Company s stock. The expected life assumption is primarily based on the expiration date of the warrant. The risk-free interest rate for the expected term of the warrant is based on the U.S. Treasury yield curve in effect at the time of measurement. Warrants that are freestanding derivatives and classified as liabilities on the balance sheet are measured at fair value on each reporting date, with decreases in fair value recognized in earnings and increases in fair values recognized in expenses.

For those warrants that are not considered derivatives under ASC 815, the Company estimates that the fair value of equity based warrants using the Black-Scholes-Merton model. The Company s expected volatility assumption is based on the historical volatility of the Company s stock. The expected life assumption is primarily based on the expiration date of the warrant. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

In accordance with ASC 815, the conversion feature of the Convertible Notes is separated from the debt instrument and accounted for separately as a derivative instrument. On the date the Convertible Notes are issued, the conversion feature was recorded as a liability at its fair value, and future decreases in fair value are recognized in earnings while increases in fair values are recognized in expenses. The Company used the Black-Scholes-Merton option-pricing model to obtain the fair value of the conversion feature. The Company s expected volatility assumption is based on the historical volatility of the Company s stock. The expected life assumption is primarily based on the expiration date of the conversion features. The risk-free interest rate for the expected term of the conversion features is based on the U.S. Treasury yield curve in effect at the time of measurement.

RECENT ACCOUNTING PRONOUNCEMENTS

Recent Accounting Pronouncements

In July 2012, FASB has issued Accounting Standards Update (ASU) No. 2012-02, Intangibles--Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment. This ASU states that an entity has the option first to assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount in accordance with Codification Subtopic 350-30, Intangibles--Goodwill and Other, General Intangibles Other than Goodwill. Under the guidance in this ASU, an entity also has the option to bypass the qualitative assessment for any indefinite-lived intangible asset in any period and proceed directly to performing the quantitative impairment test. An entity will be able to resume performing the qualitative assessment in any subsequent period. The amendments in this ASU are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. The Company does not expect the adoption of 2012-02 to have a material effect on its operating results or financial position.

In August 2012, FASB issued Accounting Standards Update (ASU) No. 2012-03, Technical Amendments and Corrections to SEC Sections. This ASU amended various SEC paragraphs pursuant to SAB 114, SEC Release No. 33-9250, and ASU 2010-22, which amend or rescind portions of certain SAB Topics. The adoption of 2012-03 did not have a material effect on the Company s operating results or financial position.

In October 2012, FASB has issued Accounting Standards Update (ASU) No. 2012-04, Technical Corrections and Improvements. This ASU make technical corrections, clarifications, and limited-scope improvements to various Topics throughout the Codification. The amendments in this ASU that will not have transition guidance will be effective upon issuance for both public entities and nonpublic entities. For public entities, the amendments that are subject to the transition guidance will be effective for fiscal periods beginning after December 15, 2012. For nonpublic entities, the amendments that are subject to the transition guidance will be effective for fiscal periods beginning after December 15, 2013. The Company does not expect the adoption of 2012-02 to have a material effect on its operating results or financial position.

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

RESULTS OF OPERATIONS YEAR ENDED DECEMBER 31, 2012 AS COMPARED TO YEAR ENDED DECEMBER 31, 2011

The following table sets forth the amounts and the percentage relationship to revenues of certain items in our consolidated statements of income for the years ended December 31, 2012 and 2011:

For The Years Ended
December 31, 2012 and 2011

	2012		**2011**		**Comparisons**	
	Amount	**% of Revenue**	**Amount**	**% of Revenue**	**Change in Amount**	**Change In %**
REVENUES	$ 64,513,670	100.0%	$ 40,177,148	100.0%	$ 24,336,522	60.6%
COST OF GOODS SOLD	(51,620,280)	(80.0)%	(30,964,173)	(77.1)%	(20,656,107)	66.7%
GROSS PROFIT	12,893,390	20.0%	9,212,975	22.9%	3,680,415	39.9%
Research and Development	(2,877,283)	(4.5v	(2,304,373)	(5.7)%	(572,910)	24.9%
Selling and Marketing	(455,983)	(0.7)%	(414,255)	(1.0)%	(41,728)	10.1%
General and Administration	(4,250,832)	(6.6)%	(3,458,388)	(8.6)%	(792,444)	22.9%
INCOME FROM OPERATIONS	5,309,292	8.2%	3,035,959	7.6%	2,273,333	74.9%
Government Grants	132,139	0.2%	298,072	0.7%	(165,933)	(55.7)%
Investment (expense)	(69,429)	(0.1)%	(43,043)	(0.1)%	(26,386)	61.3%
Other Income, Net	332,936	0.5%	717,495	1.8%	(384,559)	(53.6)%
Interest (Expense) Income, Net	(117,787)	(0.2)%	255,418	0.6%	(373,205)	(146.1)%
Change in Fair Value of Financial Instruments	1,986,063	3.1%	5,401,929	13.4 %	(3,415,866)	(63.2)%
INCOME (LOSS) BEFORE INCOME TAX	7,573,214	11.7%	9,665,830	24.1%	(2,092,616)	(21.6)%
INCOME TAX (EXPENSE) BENEFIT	(1,523,735)	(2.4)%	(551,060)	(1.4)%	(972,675)	176.5%

NET INCOME	$	6,049,479	9.4%	$	9,114,770	22.7%	$	(3,065,291)	(33.6)%

Revenues

For the twelve months ended December 31, 2012, our revenues increased by 60.6%, from $40,177,148 in 2011 to $64,513,670 in 2012. This was primarily due to a significant increase in sales of our EV products and included the Yongkang Scrou s sales.

Off-Road Vehicles

Kandi produces a wide range of go-karts, from the 90cc class to the 1,000cc class in cylinder displacement. Kandi also produces four-wheeled ATVs and specialized UTVs, which are ATVs special-fitted for agricultural and industrial use. For clarification purposes, Kandi started mass production of its go-karts in 2006; in previous quarterly and annual reports, we inadvertently stated that the production of these go-karts started in 2003.

During the twelve months ended December 31, 2012, the market condition for ATV products continued to recover. The Company continued to develop price competitive products to meet market demands, causing good results and successfully increasing the Company s sales. Revenues from our ATVs experienced an increase of $1,552,328 or 32% in fiscal year ended December 31, 2012 from the previous year; this increase is primarily attributable to a 45.3% increase in unit sales, from 9,958 units in the fiscal year 2011 to 14,467 units in 2012, and the effect of a 9.1% unit price reduction.

In 2012, our go-karts segment experienced a significant increase in revenue of $7,870,746, or 34.3% from fiscal year 2011. This increase was mainly attributable to a 34% increase in unit sales from 25,757 units in 2011 to 34,517 units in 2012. In the fiscal year ended 2012, the Company s successful development of meet-market-demands products achieved good results and resulted in an increase unit sales.

Utility vehicles (UTVs) experienced a significant decrease in revenue from $2,696,106 to $319,014. This 88.2% decrease is due to a 92.2% drop in unit sales from 1,198 units in 2011 to 93 units in 2012. This significant decrease in sales is primarily attributable to high competition in this UTV market, and the fact that the UTVs manufactured by the Company are relatively high end and more expensive than comparable products offered by our competitors, which effected UTV s sales significantly compared to the same period of last year.

Super-Mini-Car EVs

The EV products experienced a significant increase in revenues. For the fiscal year 2012, the revenues from our Super-mini car increased by $12,781,419 or 204.4% from $6,253,517 in year 2011 to $19,034,936 in year 2012, which was attributable to the significant increase in unit sales of 263.5% from 1,077 units in year 2011 to 3,915 units in year 2012. This increase is primarily a result of the benefit from local government s policies which encourage the development of EVs. For the fiscal year 2012, the average unit price of our Super-mini cars decreased 16.3%, due to a change adopted by the Company for most of the reporting period; the Company adopted the sales mode of charging or exchanging batteries and started selling EVs without batteries.

Motorcycles

Sales of three-wheeled motorcycle (TT) experienced a significant decrease in revenue from $1,592,770 in year 2011 to $1,272,898 in year 2012, despite an increase in unit sales from 782 units in year 2011 to 1,060 units in year 2012. This 20.1% decrease in revenue was mainly attributable to an average unit price decrease of 41.0% . The average unit price decreased in year 2012 primarily because the Company developed price-competitive gas-electric hybrid three wheeled motorcycles to meet the growing demand of such units in the Chinese markets.

Refitted Car

For the fiscal year ended December 31, 2012, revenues from our refitted car increased by $1,311,756, or 70.5% from fiscal year of 2011. This was mainly attributed to the 64.3% increase in unit sales from 70 units in year 2011 to 115 units in year 2012. In addition, the Company refitted other companies vehicles to meet special requirements for certain customers.

Auto generator

On April 25, 2012, the Company acquired Yongkang Scrou Electric Co. (Yongkang Scrou), whose main business is producing various auto generators. From April 25, 2012 to December 31, 2012, a total of 93,881 sets of auto generators were sold with sales totaling $3,517,237

The following table lists the number of vehicles sold and sales revenue, categorized by vehicle type, within the twelve months ended December 31, 2012 and 2011:

	Year ended December 31					
	2012			2011		
	Units		Revenue	Units		Revenue
All-terrain Vehicles (ATVs)	14,467	$	6,402,753	9,958	$	4,850,425
Super-mini-cars [1]	3,915		19,034,936	1,077		6,253,517
Go-Kart	34,517		30,794,415	25,757		22,923,669
Utility vehicles (UTVs)	93		319,014	1,198		2,696,106
Three-wheeled motorcycles (TT)	1,060		1,272,898	782		1,592,770
Refitted car	115		3,172,417	70		1,860,661
Auto generator	93,881		3,517,237	-		-
Total	148,048	$	64,513,670	38,842	$	40,177,148

1) Includes the products called CoCo and EV in 2011 s filing, and Super-mini-cars are all EVs for 2012.

<u>Cost of Goods Sold</u>

Cost of goods sold during the year ended December 31, 2012 was $51,620,280, representing a 66.7% increase from $30,964,173 in 2011, which corresponds to an increase in our sales.

Gross Profit

Gross profits increased by $3,680,415, or 39.9%, for the year ended December 31, 2012 as compared to the year ended December 31, 2011. This increase was primarily due to the increased net sales. However, the gross margin decreased from 22.9% in year 2011 to 20% in year 2012. This is mainly due to the fact that (i) the EV s sales chain has many links, which affected the gross margin for EV products; (ii) processing techniques for refitted cares are relatively simple, therefore, its gross margin is comparatively lower; and (iii) Scrou s adjustment to its product structure, its disposal of its old products, and sales of price-competitive products.

Selling and Marketing

Selling and distribution expenses were $455,983 for fiscal year ended December 31, 2012, as compared to $414,255 from the same period in 2011, representing a 10.1% increase. This was primarily because an increase in our sales caused related selling and distribution expenses to increase.

General and Administrative

General and administrative expenses increased 22.9% during the fiscal year ended December 31, 2012, from $3,458,388 to $4,250,832. In addition to cash cost related to general and administrative expenses, in 2011, the general and administrative expenses included $70,781 in expenses for common stock awards to consultants for financing and investor relations services, while in year 2012, the stock awards related expense was $85,558. Additionally, the general and administrative expenses also included $19,053 in stock-based compensation costs for the options issued to the Company s executives and managerial level employees, while for the same period of last year, this stock based compensation cost was $252,632. Excluding the effect of stock award cost and option cost, the net general and administrative expenses for the year ended December 31, 2012 was $4,146,221, increased 32.3% from $3,134,975 for the same period in 2011. This increase was primarily because the Company has more subsidiaries in 2012 compared to year 2011, and due to expense caused by the acquisition, impairments of some assets value, higher depreciation and amortization cost and higher product insurance fees.

Research and Development

For the year ended December 31, 2012, research and development expenses increased $572,910, or 24.9%, to $2,877,283 from $2,304,373 for the year ended December 31, 2011. This increase was primarily due to additional research and development efforts on new products and on quality improvement on existing products. In the fiscal year 2012, the Company strengthened its research and development for EVs equipped with lithium batteries in order to seek the leading position in the new EV market.

Government grants

Government grants totaled $132,139 for the year ended December 31, 2012, representing a 55.7% decrease over the same period in 2011. For the year ended December 31, 2012, the government grants included $12,026 in subsidies for technology innovation and patent applications, $110,790 subsidies for supporting companies that have competitive advantages and $9,323 export subsidies.

Investment income (loss)

Investment loss was ($69,429) for the year ended December 31, 2012, compared to loss of ($43,043) for the corresponding period in 2011. For the twelve months ended December 31, 2012, the investment loss is caused by our 30% equity interest investment in Jinhua Service, which was ($43,043) for year 2011. During fiscal year 2012, Jinhua Service was in the initial launching period, so Jinhua Service recorded a net loss; however, the Company believes Jinhua Service will generate a profit in the near future.

Other Income, Net

Net other income was $332,936 for the year ended December 31, 2012, compared to $717,495 for the year ended December 31, 2011, a decrease of $384,559 or 53.6% . This decrease is primarily because, compared to fiscal year 2011, the write off of other payables, which had not been claimed for more than 3 years as of December 31, 2012, decreased.

Interest Income (Expense), Net

Net interest expense was ($117,787) for the year ended December 31, 2012, a significant change from a net income of $255,418 for the year ended December 31, 2011. For the fiscal year ended December 31, 2012, the interest expense for convertible notes was ($2), and the interest incurred by the amortization of debt discount was ($43), since the remaining $1,000 of convertible notes we previously issued were converted in the first quarter of 2012. For the same period of last year, the interest for the convertible notes was ($135), and the interest incurred by the amortization of debt discount was ($659). Excluding the effects of interest expense related to convertible notes, the net interest expense for this reporting period was ($117,742), a significant change from $256,212 net interest income for the same period in 2011. This change was mainly attributed to the increase of interest expense caused by our short-term bank loans.

Change in Fair Value of Financial Instruments

For the year ended December 31, 2012, the interest income, which was caused by the decrease of fair value of warrants issued to investors and placement agents, and the changes of fair value of conversion features embedded in convertible notes, was $1,986,063, while for the same period last year, the interest income, which was caused by the increase in fair value of financial instruments, was $5,401,929. This significant change was primarily due to warrants being exercised and the fact that our stock price was more stable during the fiscal year 2012 compared to 2011.

Income Taxes

On March 16, 2007, the National People s Congress of the PRC adopted a new corporate income tax law in its fifth plenary session. The new corporate income tax law unifies the application scope, tax rate, tax deduction and preferential policy for both domestic and foreign-invested enterprises. The new corporate income tax law took effect on January 1, 2008. In accordance with the relevant tax laws and regulations of the PRC, Kandi s applicable corporate income tax rate is 25%. However, a foreign-invested company which registered with the PRC government before March 16, 2007 is still permitted to apply the former corporate income tax rules. Thus, our Company was exempt from corporate income tax for 2007 and 2008 and is also entitled to a 50% tax reduction for 2009, 2010 and 2011, for which the tax rate is 12.5% . In 2012, this foreign-invested company tax benefit ended. However, the Company, qualified as a high technology company in China, was entitled to pay a reduced income tax rate of 15% and a research and development tax credit of 36.5% .

Kandi New Energy is a subsidiary of the Company and its applicable corporate income tax rate is 25%. However, because Kandi New Energy s profits were below a special standard amount in 2010, which entitled it to enjoy an initial tax benefit of a 50% reduction in taxable income and tax at a 20% reduced rate in 2011, with an effective tax rate of 10%. The special reduced CIT tax rate benefit lasted for only one year. In 2012, the tax rate went back to normal at 25%.

Yongkang Scrou Electric. Co., Ltd is a subsidiary of the Company and its applicable corporate income tax rate was 25% in 2012.

The Company had a tax expense of $1,523,735 for the year ended December 31, 2012 and had a tax expense of $551,060 for the year ended December 31, 2011.

Net Income (Loss)

For the fiscal year ended December 31, 2012, the Company generated a net income of $6,049,479, a decrease from a net income of $9,114,770 in year 2011. The decrease was primarily caused by a change in the fair value of financial derivatives, higher income tax, and an increase in general and administrative expenses, research and development expenses, and interest expenses in 2012.

Excluding the effects of option related expenses, which was $19,053 and $252,632 for the fiscal year 2012 and 2011 respectively, the stock award expense, which was $85,558 and $70,781 for the year 2012 and 2011 respectively, the Convertible Note s interest expense, which was $2 and $135 for years 2012 and 2011, respectively, the effect caused by amortization of discount on Convertible Notes, which was $43 and $659 for year 2012 and 2011, respectively, and the change of the fair value of financial derivatives, which was $1,986,063 income and $5,401,929 income for years 2012 and 2011, respectively, the Company s net income for the year ended December 31, 2012, was $4,168,072, an increase of 3.2% as compared with net income of $4,037,048 for the same period of 2011, excluding the same effects. This increase is primarily due to our increased sales and gross profit.

Summary of 4th Quarter Results

For the three months ended December 31, 2012, our revenue increased by 131.2% from $11,387,382 to $26,331,459. The cost of goods sold also increased 144.8% during the same period, while gross profit increased $2,056,179, or 82.8%, from 2,484,097 in the corresponding period last year to $4,540,276 in the fourth quarter of 2012.

For the three months ended December 31, 2012, the general and administrative expenses increased 94.4% to $1,730,232, mainly because of the impairments of some asset value, and the increase of depreciation and amortization expense. Research and development expenses increased 42.9%, primarily due to more research and development for electrical vehicles. For the three months ended December 31, 2012, we had non-cash income of $907,268 relating to the change in fair value of financial instruments, which was an expense of ($2,079,063) for the same period in 2011.

For the three months ended December 31, 2012, the company recorded net income of $2,166,781, compared to a net loss of ($829,831) for the same period of last year. Excluding the effects of option related expenses, stock award expenses, Convertible Notes interest expense, the effects caused by the amortization of discount on Convertible Notes, and the change in the fair value of financial derivative, for the three months ended December 31, 2012, the Company recorded net income of $1,279,338, a slight decrease from net income of $1, 346,907 for the same period in 2011, excluding the same effects. This decrease is primarily due to the increased general and administrative expense.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flow

Net cash used by operating activities was ($10,721,895) for the year ended December 31, 2012, as compared to net cash provided by operating activities of $12,642,070 for the year ended December 31, 2011. The difference is mainly because, for the year ended December 31, 2012, the change in accounts receivable caused a net cash outflow of ($20,513,099), compared to a net cash inflow of $4,647,184 for the same reporting period in 2011.

Net cash used in investing activities was ($4,751,858) for the year ended December 31, 2012 as compared to net cash flow used in investing activities of ($22,330,894) for the same reporting period in 2011. This was primarily due to (1) ($24,383,529) net cash outflow for deposit for asset purchase, and (2) a net cash inflow of $28,591,350 in note receivable, as compared to a net cash outflow in notes receivable of ($11,845,363) for the same period last year.

Net cash flow provided by financing activities was $25,622,819 for the year ended December 31, 2012, as compared to net cash flow provided by financing activities of $4,333,237 for the same period of 2011. This change is primarily attributable to (1) a net cash inflow of $19,427,972 in note payable, as compared to a net cash outflow in notes payable of ($13,698,288) for the same period last year; (2) the Company issued 2,354,212 shares of common stock for acquisition in 2012 and more option and warrants exercised in 2012 compared to the fiscal year of 2011; and (3) the cash inflow $12,658,548 in bond payable in year 2012, although the Company recorded a net cash outflow in short-term bank loans and restricted cash in year 2012 compared to a net cash inflow in these two areas in year 2011.

Working Capital

The Company had a working capital surplus of $35,898,297 as of December 31, 2012, increase from a working capital surplus of $17,466,812 as of December 31, 2011.

As of December 31, 2012, the Company had credit lines from commercial banks for $53,830,687, of which $29,765,203 had been used as of December 31, 2012. The Company believes that its cash flows generated internally may not be sufficient to support growth of future operations and repay short term bank loans for the next twelve months, if needed. However, the Company believes its access to existing financing sources and established relationships with PRC banks will enable it to meet its obligations and fund its ongoing operations.

The Company has historically financed itself through short-term commercial bank loans from PRC banks. The term of these loans is typically for one year, and upon the payment of all outstanding principal and interest in a respective loan, the banks have typically rolled over the loans for additional one-year terms, with adjustments made to the interest rate to reflect prevailing market rates. The Company believes this situation has not changed and the short-term bank loans will be available on normal trade terms if needed.

Off-balance Sheet Arrangements

(a) Guarantees and Pledged collateral for third party bank loans

As of December 31, 2012, the Company provided guarantees for the following third parties:

(1) Guarantees for bank loans

Guarantee provided to		Amount
Zhejiang Kangli Metal Manufacturing Company.	$	4,749,766
Zhejiang Shuguang industrial Co., Ltd.		4,749,766
Yongkang Angtai Trade Co., Ltd.		791,628
Nanlong Group Co., Ltd.		9,499,533
Total	$	19,790,693

On December 26, 2012, the Company entered into a guarantee contract to serve as the guarantor for the bank loan borrowed from Shanghai Bank Hangzhou branch in the amount of $4,749,766 by Zhejiang Kangli Metal Manufacturing Company. (ZKMMC) for the period from December 26, 2012 to December 26, 2013. ZKMMC is not related to the Company. Under this guarantee contract, the Company shall perform all obligations of ZKMMC under the loan contract if ZKMMC fails to perform its obligations as set forth in the loan contract.

On October 9, 2012, the Company entered into a guarantee contract to serve as the guarantor for the bank loan borrowed from Shenzhen Development Bank (changed the name to PingAn Bank in 2012) Hangzhou branch in the amount of $4,749,766 by Zhejiang Shuguang industrial Co., Ltd. (ZSICL) for the period from October 9, 2012 to October 9, 2013. ZSICL is not related to the Company. Under these guarantee contracts, the Company shall perform all obligations of ZSICL under the loan contracts if ZSICL fails to perform its obligations as set forth in the loan contracts.

On January 9, 2012, the Company entered into a guarantee contract to serve as the guarantor for the bank loans borrowed from China Communication Bank Jinhua Branch in the amount of $791,628 by Yongkang Angtai Trade Co., Ltd. (YATCL) for the period from January 9, 2012 to January 9, 2013. YATCL is not related to the Company. Under these guarantee contracts, the Company shall perform all obligations of YATCL under the loan contracts if YATCL fails to perform its obligations as set forth in the loan contracts.

On August 7, 2012 and December 26, 2012, the Company entered into two guarantee contracts to serve as the guarantor for the bank loans borrowed from Shanghai Pudong Development Bank Jinhua Branch and Shanghai Bank Hangzhou branch in the amount of $3,166,511 and 6,333,022 respectively by Nanlong Group Co., Ltd. (NGCL) for the period from August 7, 2012 to March 6, 2013, and December 26, 2012 to December 26, 2013 respectively. NGCL is not related to the Company. Under this guarantee contract, the Company shall perform all obligations of NGCL under the loan contract if NGCL fails to perform its obligations as set forth in the loan contract.

(2) Pledged collateral for a third party s bank loans

As of December 31, 2012, the Company provided the land use rights and plant and equipment pledged as collateral for the following third party:

Zhejiang Mengdeli Electric Co., Ltd.:

Land use rights net book value	$	3,500,426
Plant and equipment net book value	$	2,834,569

It is a common business practice among companies in the region of China where Kandi is located to exchange guarantees for bank debt with no consideration given. It is considered a favor for favor business practice and is commonly required by the lending banks as in these cases. These companies provided guarantees for the Company s bank loans as well. The banks involved in these guarantee transactions typically allow a maximum loan amount based on a 30% to 70% discount on the net book value of the pledged collateral.

(b) Asset purchase

On February 27,2013, Kandi Vehicles entered into an Assets Purchase Agreement (the Purchase Agreement) with Zhejiang New Energy Vehicle System Co., Ltd., a limited liability company in China (New Energy). The Purchase Agreement finalized the arrangements the Company negotiated in 2012 for the purchase by Kandi Vehicles of certain electric vehicle (EV) operating assets of New Energy, including a pressing assembly line, a welding assembly line, a coating assembly line, a general assembly line and related equipment, facilities, building and land use rights (the Purchased Assets) for a total cash price of RMB 272,767,553 (approximately $43,296,437). The price was based upon a third-party appraisal prepared by Jinhua Jinehen Assets Appraisal Co., Ltd. In connection with the initiation of exclusive negotiations with New Energy and pursuant to a letter of intent (LOI) between the parties on November 20, 2012, the Company, as of December 31, 2012, delivered RMB 154,100,000 (approximately $24,397967) as a refundable deposit. Pursuant to the LOI, the deposit was to be applied to the purchase price and to be returned to Kandi Vehicles within 5 days upon the termination of negotiations if the parties could not reach a final agreement. Pursuant to the Purchase Agreement, the remainder of the purchase price will be delivered within one month of the completion of the transfer by New Energy of titles to and ownership of the Purchased Assets. Under the Purchase Agreement, New Energy is to complete the transfer of ownership and title (for the land, land use rights and operating and other assets) within three months of the signing of the Purchase Agreement. The Purchase Agreement contains customary representations and warranties and pre- and post-closing covenants of each party. Breaches of the representations and warranties are subject to customary indemnification provisions.

Item Quantitative and Qualitative Disclosures About Market Risk. 7A.

Not applicable.

Item 8. Financial Statements and Supplementary Data.

KANDI TECHNOLOGIES GROUP, INC.

AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED

DECEMBER 31, 2012 AND 2011

KANDI TECHNOLOGIES GROUP, INC.
AND SUBSIDIARIES

CONTENTS

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<u>ALBERT WONG</u>
B.Soc., Sc., ACA., LL.B.,
CPA(Practising)

To: The board of directors and stockholders of
Kandi Technologies Group, Inc. and Subsidiaries

Report of Independent Registered Public Accounting Firm

We have audited the accompanying consolidated balance sheet of Kandi Technologies Group, Inc. and subsidiaries (the Company) as of December 31, 2012 and 2011 and the related consolidated statements of income, stockholders equity and cash flow for the years then ended. These consolidated financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with 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. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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.

We were not engaged to examine management s assertion about the effectiveness of the Company s internal control over financial reporting as of December 31, 2012 included in the Company s Item 9A Controls and Procedures in the Annual Report on Form 10-K and, accordingly, we do not express an opinion thereon.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Kandi Technologies Group, Inc. as of December 31, 2012 and 2011 and the results of its operations and its cash flow for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Hong Kong, China /s/ Albert Wong & Co.
April 1, 2013 Certified Public Accountants

KANDI TECHNOLOGIES GROUP, INC.
AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

ASSETS

		December 31, 2012		December 31, 2011
CURRENT ASSETS				
Cash and cash equivalents	$	12,135,096	$	2,294,352
Restricted cash		15,835,364		6,634,989
Accounts receivable		33,557,534		12,932,776
Inventories (net of reserve for slow moving inventory of $56,248 and $72,487 as of December 31, 2012 and 2011 respectively		7,630,715		6,674,467
Notes receivable		9,562,429		37,879,243
Other receivables		501,448		2,438,917
Prepayments and prepaid expenses		563,861		185,037
Due from employees		40,936		79,857
Advances to suppliers		4,769,825		852,638
Deposit for acquisition		24,397,967		-
Total Current Assets		108,995,175		69,972,276
LONG-TERM ASSETS				
Plant and equipment, net		35,725,740		20,981,893
Land use rights, net		14,337,691		10,992,769
Construction in progress		-		10,007,601
Deferred taxes		695		89,998
Investment in associated companies		161,507		229,213
Goodwill		322,591		-
Intangible assets		741,591		-
Total Long-Term Assets		51,289,815		42,301,474
TOTAL ASSETS	$	160,284,990	$	112,273,750

See notes to consolidated financial statements

KANDI TECHNOLOGIES GROUP, INC.
AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS EQUITY

	December 31, 2012	December 31, 2011
CURRENT LIABILITIES		
Accounts payable	$ 8,668,478	$ 5,061,069
Other payables and accrued expenses	3,092,045	3,137,983
Short-term bank loans	32,615,063	36,372,492
Customer deposits	292,389	1,025,357
Notes payable, net of discount of $0 and $71 as of December 31, 2012 and 2011 respectively	25,332,088	5,847,552
Income tax payable	680,253	153,730
Due to employees	7,132	9,455
Due to related party	841,251	841,251
Deferred taxes	55,166	56,362
Financial derivate - liability	1,513,013	213
Total Current Liabilities	73,096,878	52,505,464
LONG-TERM LIABILITIES		
Note payable, net of discount of $0 and $0 as of December 31, 2012 and 2011 respectively	-	-
Bond payable	12,666,044	-
Financial derivatives - liability	-	3,919,411
Total Long-Term Liabilities	12,666,044	3,919,411
TOTAL LIABILITIES	85,762,922	56,424,875
STOCKHOLDERS EQUITY		
Common stock, $0.001 par value; 100,000,000 shares authorized; 31,696,794 and 27,445,600 shares issued and outstanding at December 31, 2012 and December 31, 2011, respectively	31,697	27,446
Additional paid-in capital	43,728,218	31,533,378
Retained earnings (the restricted portion is $2,831,005 and $1,940,832 at December 31, 2012 and December 31, 2011, respectively)	25,259,809	19,210,330
Accumulated other comprehensive income	5,502,344	5,077,721
TOTAL STOCKHOLDERS EQUITY	74,522,068	55,848,875
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 160,284,990	$ 112,273,750

See notes to consolidated financial statements

KANDI TECHNOLOGIES GROUP, INC.
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
REVENUES, NET	$ 64,513,670	$ 40,177,148
COST OF GOODS SOLD	(51,620,280)	(30,964,173)
GROSS PROFIT	12,893,390	9,212,975
Research and development	(2,877,283)	(2,304,373)
Selling and marketing	(455,983)	(414,255)
General and administrative	(4,250,832)	(3,458,388)
INCOME FROM CONTINUING OPERATIONS	5,309,292	3,035,959
Interest income	2,658,104	2,200,678
Interest (expense)	(2,775,891)	(1,945,260)
Government grants	132,139	298,072
Investment income (expense) in trading security	-	9,653
Other, net	332,936	717,495
Change in fair value of financial instruments	1,986,063	5,401,929
Investment (loss) in associated companies	(69,429)	(52,696)
INCOME (LOSS) BEFORE INCOME TAXES	7,573,214	9,665,830
INCOME TAX EXPENSE	(1,523,735)	(551,060)
NET INCOME	6,049,479	9,114,770
OTHER COMPREHENSIVE INCOME		
Foreign currency translation	424,623	1,816,639
COMPREHENSIVE INCOME	$ 6,474,102	$ 10,931,409
WEIGHTED AVERAGE SHARES OUTSTANDING BASIC	29,439,328	27,438,725
WEIGHTED AVERAGE SHARES OUTSTANDING DILUTED	29,677,325	28,735,748
NET INCOME PER SHARE, BASIC	$ 0.21	$ 0.33
NET INCOME PER SHARE, DILUTED	$ 0.20	$ 0.32

See notes to consolidated financial statements

KANDI TECHNOLOGIES GROUP, INC.
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	Common Stock Shares		Par Value	Additional Paid-in Capital	Retained Earnings		Accumulated Other Comprehensive Income	Total
BALANCE AT DECEMBER 31, 2010	27,396,101	$	27,396	$ 31,090,100	$ 10,095,560	$	3,261,082	$ 44,474,138
Stock issuance, warrant and stock option exercise	49,499		50	65,495	-		-	65,545
Deferred tax effect	-		-	125,151	-		-	125,151
Stock option issued	-		-	252,632	-		-	252,632
Foreign currency translation gain	-		-	-	-		1,816,639	1,816,639
Net income	-		-	-	9,114,770		-	9,114,770
BALANCE AT DECEMBER 31, 2011	27,445,600	$	27,446	$ 31,533,378	$ 19,210,330	$	5,077,721	$ 55,848,875
Stock issuance, warrant and stock option exercise	4,251,194		4,251	11,543,320	-		-	11,547,571
Deferred tax effect	-		-	(78,689)	-		-	(78,689)
Stock option issued	-		-	19,053	-		-	19,053
Acquisition of SCROU	-		-	711,156			-	- 711,156
Foreign currency translation gain	-		-	-	-		424,623	424,623
Net income	-		-	-	6,049,479			6,049,479
	31,696,794	$	31,697	$ 43,728,218	$ 25,259,809	$	5,502,344	$ 74,522,068

BALANCE AT DECEMBER 31, 2012

See notes to consolidated financial statements

KANDI TECHNOLOGIES GROUP, INC.
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOW
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 6,049,479	$ 9,114,770
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	4,978,626	4,696,848
Asset impairments	465,199	-
Deferred taxes	92,521	207,327
Change in value of financial instruments	(1,986,063)	(5,401,929)
Loss in investment (including investment in associated company)	69,429	52,696
Notes and warrant issuance payments	-	-
Option cost	19,053	252,632
Changes in operating assets and liabilities, net of effects of acquisition:		
(Increase) Decrease In:		
Accounts receivable	(20,513,099)	4,647,184
Inventories	(904,355)	(550,024)
Other receivables	1,955,055	(1,566,603)
Due from employees	37,117	(45,096)
Prepayments and prepaid expenses	(4,285,489)	(730,321)
Marketable equity securities (trading)	-	307,098
Increase (Decrease) In:		
Accounts payable	3,566,354	(1,614,496)
Other payables and accrued liabilities	(50,333)	2,326,656
Customer deposits	(740,419)	924,241
Income tax payable	525,030	21,087
Net cash (used in) provided by operating activities	(10,721,895)	12,642,070
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of plant and equipment	(19,150,867)	(646,143)
Change of construction in progress	10,078,637	(9,839,388)
Deposit for acquisition	(24,383,529)	-
Issuance of notes receivable	(1,011,821)	(22,992,866)
Repayments of notes receivable	29,603,171	11,147,503
Cash acquired in acquisition	112,551	-
Net cash provided by (used in) investing activities	(4,751,858)	(22,330,894)

See notes to consolidated financial statements

KANDI TECHNOLOGIES GROUP, INC.
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		2012		2011
CASH FLOWS FROM FINANCING ACTIVITIES:				
Restricted cash		(9,143,907)		11,246,288
Proceeds from short-term bank loans		41,504,215		48,891,560
Repayments of short-term bank loans		(45,539,128)		(42,171,867)
Proceeds from notes payable		40,491,531		35,562,160
Repayments of notes payable		(21,063,559)		(49,260,448)
Proceeds from bond payable		12,658,548		-
Option exercise & other financing		1,258,231		65,544
Warrant exercise		1,672,739		-
Common stock issued, net of cost of capital		3,784,149		-
Net cash provided by financing activities		25,622,819		4,333,237
NET DECREASE IN CASH AND CASH EQUIVALENTS		10,149,066		(5,355,587)
Effect of exchange rate changes on cash		(308,322)		(104,227)
Cash and cash equivalents at beginning of year		2,294,352		7,754,166
CASH AND CASH EQUIVALENTS AT END OF YEAR	$	12,135,096	$	2,294,352
SUPPLEMENTARY CASH FLOW INFORMATION				
Income taxes paid	$	998,706	$	529,973
Interest paid	$	2,570,691	$	2,509,808
Issuance of Common stock for acquisition	$	8,616,416		-
SUPPLEMENTAL NON-CASH DISCLOSURES:				

During the years ended December 31, 2012 and 2011, $10,078,637 and $0 were transferred from construction in progress to plant and equipment, respectively.

See notes to consolidated financial statements

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NOTE 1 - ORGANIZATION AND PRINCIPAL ACTIVITIES

The Company was incorporated under the laws of the State of Delaware on March 31, 2004. On August 13, 2007, the Company changed its name from Stone Mountain Resources, Inc. to Kandi Technologies, Corp. On December 21, 2012, the Company changed its name to Kandi Technologies Group, Inc.

On June 29, 2007, the Company (Stone Mountain Resources, Inc.) executed an exchange agreement to acquire 100% of Continental Development Limited, a Hong Kong corporation (Continental) and its wholly owned subsidiary Zhejiang Kandi Vehicles Co., Ltd. (Kandi Vehicles). Continental became a wholly owned subsidiary of Stone Mountain. Thereafter, the business of the Company was that of Continental s wholly owned subsidiary, Kandi Vehicles.

On December 31, 2010, Jinhua Three Parties New Energy Vehicles Service Co., ltd. (Jinhua Service) was formed by a joint venture among the State Grid Power Corporation, Tianneng Power International, Inc. and Kandi Vehicles. The joint venture established the first Chinese electric super-mini automobile battery replacement service provider. The Company owns 30% of Jinhua Service.

In the first fiscal quarter of 2011, Jinhua Kandi New Energy Vehicles Co., Ltd. (Kandi New Energy) was incorporated by Kandi Vehicles and Mr. Xiaoming Hu, the Chairman and CEO of the Company.

On April 25 2012, The Company completed its acquisition of KO NGA Investment Limited and its subsidiaries, K S Asia Limited Group Limited, Yongkang K S Electric Limited and Yongkang Scrou Electric Co. (Yongkang Scrou), with consideration of 2,354,212 shares of the Company s common stock. Yongkang Scrou manufactures various auto generators. On June 29, 2012, in connection with the completion of the Company s internal reorganization, Yongkang Scrou became a wholly owned subsidiary of the Company.

The Company s organization chart as of this reporting date is as follows:

Kandi Vehicles has a 50% ownership interest and controls the Board of Directors in Kandi New Energy. Under Share Escrow and Trust Agreement, Loan Agreement, Contractor Agreement, between Kandi Vehicles and the other equity owner, Kandi Vehicles is entitled to 100% of the economic benefits, voting rights and residual interests (100% profits and loss absorption rate) in Kandi New Energy.

The primary operations of the Company are designing, developing, manufacturing, and commercializing electrical vehicles (EVs), all-terrain vehicles (ATVs), go-karts, and specialized automobiles related products for the PRC and global markets.

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NOTE 2 - LIQUIDITY

The Company had a working capital surplus of $35,898,297 at December 31, 2012, increase from a working capital surplus of $17,466,812 as of December 31, 2011.

As of December 31, 2012, the Company has credit lines from commercial banks for $53,830,687, of which $29,765,203 was used at December 31. The Company believes that its cash flows generated internally may not be sufficient to sustain operations and repay short term bank loans for the next twelve months. However, the Company believes its access to existing financing sources and established relationships with PRC banks will enable it to meet its obligations and fund its ongoing operations.

The Company has historically financed itself through short-term commercial bank loans from PRC banks. The term of these loans is typically for one year, and upon the payment of all outstanding principal and interest in a respective loan, the banks have typically rolled over the loans for additional one-year terms, with adjustments made to the interest rate to reflect prevailing market rates. The Company believes this situation has not changed and the short-term bank loan will be available on normal trade terms if needed.

NOTE 3 - BASIS OF PRESENTATION

The Company maintains its general ledger and journals with the accrual method accounting for financial reporting purposes. The financial statements and notes are representations of management. Accounting policies adopted by the Company conform to generally accepted accounting principles in the United States of America and have been consistently applied in the presentation of financial statements.

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NOTE 4 PRINCIPLES OF CONSOLIDATION

The consolidated financial statements reflect the accounts of the Company and its ownership interest in following subsidiaries:

(i) Continental Development, Ltd. (Continental) (a wholly-owned subsidiary of the Company)
(ii) Zhejiang Kandi Vehicles Co., Ltd. (Kandi Vehicles) (a wholly-owned subsidiary of Continental)
(iii) Jinhua Three Parties New Energy Vehicles Service Co., Ltd. (Jinhua Service) (a 30% owned subsidiary of Kandi Vehicles)
(iv) Jinhua Kandi New Energy Vehicles Co., Ltd. (Kandi New Energy) (a 50% owned subsidiary of Kandi Vehicles with 100% profits and loss absorption due to contractual agreement)
(v) Yongkang Scrou Electric. Co., Ltd (Yongkang Scrou) (a wholly-owned subsidiary of Kandi Vehicles)

Inter-company accounts and transactions have been eliminated in consolidation.

NOTE 5 USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. Management makes these estimates using the best information available at the time the estimates are made; however actual results when ultimately realized could differ from those estimates.

NOTE 6 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Economic and Political Risks

The Company s operations are conducted in the PRC. Accordingly, the Company s business, financial condition and results of operations may be influenced by the political, economic and legal environments in the PRC, and by the general state of the PRC economy.

Our operations are conducted mainly in the PRC. As such, our earnings are subject to movements in foreign currency exchange rates when transactions are denominated in Renminbi (RMB), which is our functional currency. Accordingly, our operation results are affected by changes in the exchange rate between the U.S. dollar and those currencies.

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NOTE 6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Company s operations in the PRC are subject to special considerations and significant risks not typically associated with companies in North America and Western Europe. These include risks associated with, among others, the political, economic and legal environment and foreign currency exchange. The Company s performance may be adversely affected by changes in the political and social conditions in the PRC, and by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion, remittances abroad, and rates and methods of taxation, among other things.

(b) Fair Value of Financial Instruments

ASC 820 Fair Value Measurement and Disclosures establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

- Level 1 defined as observable inputs such as quoted prices in active markets;
- Level 2 defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3 defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The assets measured at fair value on a recurring basis subject to the disclosure requirements of ASC 820 as of December 31, 2012 are as follows:

	Carrying value as of December 31, 2012	Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	$ 12,135,096	$ 12,135,096	-	-
Restricted cash	$ 15,835,364	15,835,364	-	-
Warrants (liability)	$ 1,513,013	-	$ 1,513,013	-

Cash and cash equivalents consist primarily of high rated money market funds at a variety of well-known institutions with original maturities of three months or less. Restricted cash represents time deposits on account, some of which is used to secure short-term bank loans and notes payable. The original cost of these assets approximates fair value due to their short term maturity.

Warrants and conversion features embedded in the Convertible Notes, which are accounted as liabilities, are treated as derivative instruments, which will be measured at each reporting date for their fair value using Level 2 inputs. Also see Note 6 section (t) and (u).

(c) Cash and Cash Equivalents

The Company considers highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Restricted cash on December 31, 2012 and 2011 represent time deposits on account, some of which are used to secure short-term bank loans and note payable. As of December 31, 2012, our restricted cash was as set forth on the table below:

Purpose	Amount
Used to secure short-term bank loans (also see Note 15)	$ -
Used to secure note payable (also see Note 16)	9,499,533
Pure time deposits	6,335,831
Total	15,835,364

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NOTE 6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Inventories

Inventories are stated at the lower of cost or net realizable value (market value). The cost of raw materials is determined on the basis of weighted average. The cost of finished goods is determined on the weighted average basis and comprises direct materials, direct labor and an appropriate proportion of overhead.

Net realizable value is based on estimated selling prices less any further costs expected to be incurred for completion and selling expense.

(e) Accounts Receivable

Accounts receivable are recognized and carried at net realizable value. An allowance for doubtful accounts will be recorded in the period when a loss is probable based on an assessment of specific evidence indicating troubled collection, historical experience, accounts aging, ongoing business relation and other factors. Accounts are written off after exhaustive efforts at collection. If accounts receivable are to be provided for, or written off, they would be recognized in the consolidated statement of operations within operating expenses. At December 31, 2012 and 2011, the Company has no allowance for doubtful accounts, as per the management s judgment based on their best knowledge.

As of December 31, 2012 and 2011, the longest credit term used, in connection with certain select customers, was 120 days.

(f) Notes Receivable

Notes receivable represents short term loans lending to third parties with the maximum term of one year. Interest income will be recognized according to each agreement between a borrower and the Company on accrual basis. If notes receivable are paid back, or written off, that will be recognized in the relevant year if the loan default is probable, reasonably assured and the loss can be reasonably estimated. The company will recognize income if the written-off loan is recovered at a future date. In case of any foreclosure proceedings or legal actions being taken, the company will provide accrual for the related foreclosure expenses and related litigation expenses.

(g) Prepayments

Prepayments represent cash paid in advance to suppliers. As of December 31, 2012, prepayments included cash paid advances to raw material suppliers, mold manufactures, solder of properties the Company intends to acquire, and prepaid expenses, such as water and electricity fees.

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NOTE 6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Plant and Equipment

Plant and equipment are carried at cost less accumulated depreciation. Depreciation is provided over their estimated useful lives, using the straight-line method. Leasehold improvements are amortized over the life of the asset or the term of the lease, whichever is shorter. Estimated useful lives are as follows:

Buildings	30 years
Machinery	10 years
Motor vehicles	5 years
Office equipment	5 years
Molds	5 years

The cost and related accumulated depreciation of assets sold or otherwise retired are eliminated from the accounts and any gain or loss is included in the statement of income. The cost of maintenance and repairs is charged to expense as incurred, whereas significant renewals and betterments are capitalized.

(i) Construction in Progress

Construction in progress represents direct costs of construction or the acquisition cost of buildings or machinery and design fees. Capitalization of these costs ceases and the construction in progress is transferred to plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided until the assets are completed and ready for their intended use.

(j) Land Use Rights

According to the laws of China, land in the PRC is owned by the government and it ownership cannot be sold to an individual or a private company. However, the government grants the user a land use right to use the land. The land use rights granted to the Company are being amortized using the straight-line method over the lease term of fifty years.

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NOTE 6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Accounting for the Impairment of Long-Lived Assets

The Company periodically evaluates the carrying value of long-lived assets to be held and used, including intangible assets subject to amortization, when events and circumstances warrant such a review, pursuant to the guidelines established in Statement of Financial Accounting Standards (SFAS) No. 144 (now known as "ASC 360"). The carrying value of a long-lived asset is considered impaired when the anticipated undiscounted cash flow from such asset is separately identifiable and is less than its carrying value. In that event, a loss is recognized based on the amount by which the carrying value exceeds the fair market value of the long-lived asset. Fair market value is determined primarily using the anticipated cash flows discounted at a rate commensurate with the risk involved. Losses on long-lived assets to be disposed of are determined in a similar manner, except that fair market values are reduced for the cost to dispose.

(l) Revenue Recognition

Revenues represent the invoiced value of goods sold recognized upon the shipment of goods to customers. Revenues are recognized when all of the following criteria are met:

- Persuasive evidence of an arrangement exists;
- Delivery has occurred or services have been rendered;
- The seller s price to the buyer is fixed or determinable; and
- Collectability is reasonably assured.

(m) Research and Development

Expenditures relating to the development of new products and processes, including significant improvement to existing products, are expensed as incurred. Research and development expenses were $2,877,283 and $2,304,373 for the years ended December 31, 2012 and 2011, respectively.

(n) Government Grant

Grants received from the PRC Government for assisting in the Company s technical research and development efforts are netted against the relevant research and development costs incurred when the proceeds are received or collectible.

During 2012 and 2011, $132,139 and $298,072 was received from the PRC Government as a reward for the Company s contribution to the local economy.

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NOTE 6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Income Taxes

The Company accounts for income tax using an asset and liability approach and allows for recognition of deferred tax benefits in future years. Under the asset and liability approach, deferred taxes are provided for the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The accounting for deferred tax calculation represents the management s best estimate on the most likely future tax consequences of events that have been recognized in our financial statements or tax returns and related future anticipation. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future realization is uncertain.

(p) Foreign Currency Translation

The accompanying consolidated financial statements are presented in United States dollars. The functional currency of the Company is the Renminbi (RMB). Capital accounts of the consolidated financial statements are translated into United States dollars from RMB at their historical exchange rates when the capital transactions occurr.

Assets and liabilities are translated at the exchange rates as of balance sheet date. Income and expenditures are translated at the average exchange rate of the year, which obtained from website: http://www.oanda.com

	December 31, 2012	**December 31, 2011**
Year end RMB : USD exchange rate	6.3161	6.3647
Average yearly RMB : USD exchange rate	6.3198	6.4735

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(q) Comprehensive Income

Comprehensive income is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. Among other disclosures, all items that are required to be recognized under current accounting standards as components of comprehensive income are required to be reported in a financial statement that is presented with the same prominence as other financial statements. Comprehensive income includes net income and the foreign currency translation changes for the year in which such are obtained.

(r) Segments

The Company operates in one business segment, development, manufacturing, and commercialization of Super-mini-cars, all-terrain vehicles, go-karts, and special automobile related products.

(s) Stock Option Cost

The Company s stock option cost is recorded in accordance with ASC 718 and ASC 505.

The fair value of stock options is estimated using the Black-Scholes-Merton model. The Company s expected volatility assumption is based on the historical volatility of the Company s stock. The expected life assumption is primarily based on the expiration date of the option. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

Stock option expense recognized is based on awards expected to vest, and there were no estimated forfeitures. ASC standards require forfeitures to be estimated at the time of grant and revised in subsequent periods, if necessary, if actual forfeitures differ from those estimates.

The stock option based expense for the year ended December 31, 2012 is $19,053. Also see Note 19.

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NOTE 6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) Warrant Cost

The Company s warrant costs are recorded in liabilities and equities, respectively, in accordance with ASC 480, ASC 505 and ASC 815.

The fair value of warrants, which are classified as liabilities, are estimated using the Black-Scholes-Merton model. The Company s expected volatility assumption is based on the historical volatility of the Company s stock. The expected life assumption is primarily based on the expiration date of a warrant. The risk-free interest rate, for the expected term of a warrant, is based on the U.S. Treasury yield curve in effect at the time of measurement. The warrants, which are freestanding derivatives and are classified as liabilities on the balance sheet, will be measured at fair value on each reporting date, with decreases in fair value recognized in earnings and increases in fair values were recognized in expenses.

The Company determined that the fair value of equity based warrants, which are not considered derivatives under ASC 815, is estimated using the Black-Scholes-Merton model. The Company s expected volatility assumption is based on the historical volatility of the Company s stock. The expected life assumption is primarily based on the expiration date of the warrant. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

(u) Fair Value of Conversion features

In accordance with ASC 815, the conversion feature of the Convertible Notes is separated from the debt instrument and accounted for separately as a derivative instrument. On the date the Convertible Notes are issued, the conversion feature was recorded as a liability at its fair value, with future decreases in fair value recognized as earnings and increases in fair values recognized as expenses.

The Company used the Black-Scholes-Merton option-pricing model to obtain the fair value of the conversion feature. The Company s expected volatility assumption is based on the historical volatility of the Company s stock. The expected life assumption is primarily based on the expiration date of the conversion features. The risk-free interest rate for the expected term of the conversion features is based on the U.S. Treasury yield curve in effect at the time of measurement.

(v) Goodwill

We allocate goodwill to reporting units based on the reporting unit expected to benefit from the business combination. We evaluate our reporting units on an annual basis and, if necessary, reassign goodwill using a relative fair value allocation approach. Goodwill is tested for impairment at the reporting unit level on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value.

These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition, or sale or disposition of a significant portion of a reporting unit.

Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. We first assess qualitative factors to determine whether it is more likely than not that goodwill is impaired. If the more likely than not threshold is met, we perform a quantitative impairment test. At December 31, 2012, the Company determined that goodwill was not impaired.

(w) Intangible assets

Intangible assets consist of tradename and customer relations associated with the purchase price allocation of Yongkang Scrou Electric Co.. Such assets are being amortized over their estimated useful lives of 9.7 years. Intangible assets are amortized as of December 31, 2012.

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NOTE 7 NEW ACCOUNTING PRONOUNCEMENTS

In July 2012, FASB has issued Accounting Standards Update (ASU) No. 2012-02, Intangibles--Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment. This ASU states that an entity has the option first to assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount in accordance with Codification Subtopic 350-30, Intangibles--Goodwill and Other, General Intangibles Other than Goodwill. Under the guidance in this ASU, an entity also has the option to bypass the qualitative assessment for any indefinite-lived intangible asset in any period and proceed directly to performing the quantitative impairment test. An entity will be able to resume performing the qualitative assessment in any subsequent period. The amendments in this ASU are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. The Company does not expect the adoption of 2012-02 to have a material effect on its operating results or financial position.

In August 2012, FASB issued Accounting Standards Update (ASU) No. 2012-03, Technical Amendments and Corrections to SEC Sections. This ASU amends various SEC paragraphs pursuant to SAB 114, SEC Release No. 33-9250, and ASU 2010-22, which amend or rescind portions of certain SAB Topics. The adoption of 2012-03 did not have a material effect on the Company s operating results or financial position.

In October 2012, FASB has issued Accounting Standards Update (ASU) No. 2012-04, Technical Corrections and Improvements. This ASU make technical corrections, clarifications, and limited-scope improvements to various Topics throughout the Codification. The amendments in this ASU that will not have transition guidance will be effective upon issuance for both public entities and nonpublic entities. For public entities, the amendments that are subject to the transition guidance will be effective for fiscal periods beginning after December 15, 2012. For nonpublic entities, the amendments that are subject to the transition guidance will be effective for fiscal periods beginning after December 15, 2013. The Company does not expect the adoption of 2012-02 to have a material effect on its operating results or financial position.

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

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NOTE 8 CONCENTRATIONS

(a) Customers

The Company s major customers for the years ended December 31, 2012 and 2011 accounted for the following percentages of total sales and accounts receivable as follows:

	Sales		Accounts Receivable	
Major Customers	Twelve Months Ended December, 31, 2012	Twelve Months Ended December, 31, 2011	December 31, 2012	December 31, 2011
Company A	33%	8%	21%	2%
Company B	19%	-	42%	-
Company C	12%	25%	8%	56%
Company D	11%	20%	7%	19%
Company E	8%	-	8%	-

(b) Suppliers

The Company s major suppliers for the years ended December 31, 2012 and 2011 accounted for the following percentage of total purchases and accounts payable as follows:

	Purchases		Accounts Payable	
Major Suppliers	Twelve Months Ended December, 31, 2012	Twelve Months Ended December, 31, 2011	December 31, 2012	December 31, 2011
Company F	32%	61%	4%	1%
Company G	26%	-	-	-
Company H	6%	-	1%	-
Company I	2%	-	1%	-
Company J	2%	-	1%	-

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NOTE 9 INCOME PER SHARE

The Company calculates earnings per share in accordance with ASC 260, Earnings Per Share, which requires a dual presentation of basic and diluted earnings per share. Basic earnings per share are computed using the weighted average number of shares outstanding during the fiscal year. Diluted earnings per share represents basic earnings per share adjusted to include the potentially dilutive effect of outstanding stock options, warrants and convertible note (using the if-converted method). For the fiscal year ended December 31, 2012, there are 237,997 potentially dilutive common shares.

The following table sets forth the computation of basic and diluted net income per common share:

Twelve months Ended December 31,	2012	2011
Net income	$ 6,049,479	$ 9,114,770
Weighted average shares of common stock outstanding		
Basic	29,439,328	27,438,725
Dilutive shares	237,997	1,297,023
Diluted	29,677,325	28,735,748
Basic earnings per share	$ 0.21	$ 0.33
Diluted earnings per share	$ 0.20	$ 0.32

Also see Note 19.

NOTE 10 - INVENTORIES

Inventories are summarized as follows:

	December 31, 2012	**December 31, 2011**
Raw material	$ 2,278,096	$ 1,737,211
Work-in-progress	3,649,414	3,898,950
Finished goods	1,759,453	1,110,793
Total inventories	7,686,963	6,746,954
Less: reserve for slowing moving inventories	(56,248)	(72,487)
Inventories, net	$ 7,630,715	$ 6,674,467

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NOTE 11 - NOTES RECEIVABLE

Notes receivable are summarized as follows:

	December 31, 2012	December 31, 2011
Notes receivable from unrelated companies:		
Due April 7, 2012, interest at 9.6% per annum [1]		4,713,498
Due September 30, 2012, interest at 9.6% per annum [2]		33,165,745
Due September 30, 2013, interest at 9.6% per annum [3]	9,562,429	
Notes receivable from unrelated companies	9,562,429	37,879,243
Bank acceptance notes:		
Bank acceptance notes	-	-
Notes receivable	$ 9,562,429	$ 37,879,243

Notes receivable are unsecured.

Details of Notes receivable from unrelated parties as of December 31, 2011

Amount($)	Counter party	Relationship	Purpose of Loan	Manner of settlement
1) 4,713,498	Zhejiang XinNeng Auto System Co., Ltd.	No relationship beyond loan	Receive interest income	Repaid in cash
2) 33,165,745	Yongkang HuiFeng Guarantee Co., Ltd	No relationship beyond loan	Receive interest income	Repaid part in cash and renewed on the due date

Details of Notes receivable from unrelated parties as of December 31, 2012

Amount($)	Counter party	Relationship	Purpose of Loan	Manner of settlement
3) 9,562,429	Yongkang HuiFeng Guarantee Co., Ltd	No relationship beyond loan	Receive interest income	Not Due

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NOTE 12 LAND USE RIGHTS

Land use rights consist of the following:

	December 31, 2012	December 31, 2011
Cost of land use rights	$ 15,697,132	$ 11,997,512
Less: Accumulated amortization	(1,359,441)	(1,004,743)
Land use rights, net	$ 14,337,691	$ 10,992,769

As of December 31, 2012 and 2011, the net book value of land use rights pledged as collateral for the Company s bank loans was $7,313,642 and $4,057,640 respectively. Also see Note 15.

As of December 31, 2012 and 2011, the net book value of land use rights pledged as collateral for bank loans borrowed by Zhejiang Mengdeli Electric Co., Ltd (ZMEC), an unrelated party of the Company was $3,500,426 and $6,935,129. Also see Notes 20.

It is a common business practice among companies in the region of China where Kandi is located to exchange guarantees for bank debt with no consideration given. It is considered a favor for favor business practice and is commonly required by the lending banks as in these cases. ZMEC has provided a guarantee for certain of the Company s bank loans. As of December 31, 2012, ZMEC had guaranteed bank loan of the Company for a total of $15,515,904. In exchange, the Company provided guarantees for bank loans or notes being borrowed by ZMEC and pledged the Company s assets for ZMEC s bank loans. Also see Note 15 and Note 23.

The amortization expense for the years ended December 31, 2012 and 2011 was $346,761 and $256,884, respectively.

Amortization expense for the next five years and thereafter is as follows:

2013	$ 346,761
2014	346,761
2015	346,761
2016	346,761
2017	346,761
Thereafter	12,603,886
Total	$ 14,337,691

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NOTE 13 PLANT AND EQUIPMENT

Plant and equipment consist of the following:

	December 31, 2012	December 31, 2011
At cost:		
Buildings	$ 14,204,698	$ 13,698,216
Machinery and equipment	10,396,243	10,138,064
Office equipment	230,073	199,021
Motor vehicles	255,648	246,243
Moulds	33,947,746	15,286,217
	59,034,408	39,567,761
Less : Accumulated depreciation		
Buildings	$ (2,439,546)	$ (1,949,251)
Machinery and equipment	(9,154,890)	(8,032,798)
Office equipment	(163,833)	(131,813)
Motor vehicles	(200,741)	(175,578)
Moulds	(11,349,658)	(8,296,428)
	(23,308,668)	(18,585,868)
Plant and equipment, net	$ 35,725,740	$ 20,981,893

As of December 31, 2012 and 2011, the net book value of plant and equipment pledged as collateral for the Company s bank loans was $8,711,583 and $7,124,618, respectively.

As of December 31, 2012 and 2011, the net book value of plant and equipment pledged as collateral for bank loans borrowed by Zhejiang Mengdeli Electric Co., Ltd. (ZMEC), an unrelated party of the Company was $2,834,569 and $4,624,347. Also see Note 23.

Also see Note 15. Depreciation expense for the years ended December 31, 2012 and 2011 was $4,577,092 and $4,439,306, respectively.

NOTE 14 - DUE TO/FROM RELATED PARTIES

Due to Related Party

	2012	2011
ELIL(a)	$ 841,251	$ 841,251
Total due to a related party	$ 841,251	$ 841,251

(a) In connection with the share exchange transaction, which took place on June 29, 2007, between Stone Mountain Resources, Inc., a Delaware corporation (Stone Mountain), Continental Development Ltd, a Hong Kong corporation, and ExcelVantage Group Limited, a British Virgin Islands company, certain of the expenses incurred in the United States in connection with the transaction were paid on behalf of Stone Mountain by Ever Lotts Investment Limited (ELIL), an entity set up for this purpose by certain shareholders of Stone Mountain. As of December 31, 2012 and 2011, ELIL had paid $841,251 and $841,251, respectively, for expenses in connection with the share exchange transaction.

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NOTE 15 SHORT-TERM BANK LOANS

Short-term loans are summarized as follows:

	December 31, 2012	December 31, 2011
Loans from China Communication Bank-Jinhua Branch		
Monthly interest only payments at 7.87% per annum, due September 19, 2012, guaranteed by Kandi Investment Group Co.	$ -	$ 785,583
Monthly interest only payments at 7.50% per annum, due December 24, 2013	474,977	-
Loans from Commercial Bank-Jiangnan Branch		
Monthly interest only payments at 5.81% per annum, due January 3, 2012, guaranteed by Zhejiang Kangli Metal Manufacturing Company, Mr. Hu Xiaoming, Lv Qingjiang, and Ms. Ling Yueping. and pledged by the assets of Jingdezheng De er Investment Industrial Co., Ltd.	-	3,142,332
Monthly interest only payments at 6.56% per annum, due October 15, 2012, guaranteed by Mr. Hu Xiaoming, and Ms. Ling Yueping, and secured by Company s assets. Also see Note 12 and Note 13.	-	1,571,166
Monthly interest only payments at 6.89% per annum, due December 5, 2012, secured by Company s asset. Also see Note 12 and Note 13.	-	785,583
Monthly interest only payments at 6.89% per annum, due January 5, 2013, guaranteed by Zhejiang Kangli Metal Manufacturing Company, Mr. Hu Xiaoming, Ms. Ling Jiajia, and Ms. Ling Yueping. and pledged by the assets of Jingdezheng De er Investment Industrial Co., Ltd. (subsequently repaid on due date)	3,166,511	-
Monthly interest only payments at 6.30% per annum, due October 10, 2013, guaranteed by Mr. Hu Xiaoming, and Ms. Ling Yueping, and pledged by the assets of the Company.	1,583,256	-
Monthly interest only payments at 6.30% per annum, due November 25, 2013, guaranteed by Mr. Hu Xiaoming, and Ms. Ling Yueping, and pledged by the assets of the Company.	791,628	-

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NOTE 15 - SHORT TERM BANK LOANS (CONTINUED)

	December 31, 2012	December 31, 2011
Loans from Huaxia Bank		
Monthly interest only payments at 7.22% per annum, due September 23, 2012, secured by the assets of the Company, guaranteed by Mr. Hu Xiaoming, Ms. Ling Yueping, Zhejiang Kangli Metal Manufacturing Company and Kandi Investment Group Co. Also see Note 12 and Note 13.	-	4,399,265
Loans from China Ever-bright Bank		
Interest only payment at 6.71% per annum, due February 15, 2012.	-	3,142,332
Monthly interest only payments at 6.10% per annum, due May 15, 2012, secured by the Company s time deposit. Also see Note 6.	-	2,121,073
Monthly interest only payments at 7.74% per annum, due August 27, 2012, secured by the assets of the Company, guaranteed by Mr. Hu Xiaoming, Ms. Ling Yueping, Nanlong Group Co., Ltd. and Zhejiang Mengdeli Electric Co., Ltd. Also see Note 12 and Note 13.	-	4,713,498
Monthly interest only payments at 7.74% per annum, due August 27, 2012, secured by the assets of the Company, guaranteed by Mr. Hu Xiaoming, Nanlong Group Co., Ltd. and Zhejiang Mengdeli Electric Co., Ltd. Also see Note 12 and Note 13.	-	4,713,498
Monthly interest only payments at 6.94% per annum, due January 25, 2013, secured by the assets of the Company, guaranteed by Mr. Hu Xiaoming, Nanlong Group Co., Ltd. and Zhejiang Mengdeli Electric Co., Ltd. Also see Note 12 and Note 13. (subsequently repaid on due date)	4,749,766	-
Monthly interest only payments at 6.94% per annum, due February 13, 2013, secured by the assets of the Company, guaranteed by Mr. Hu Xiaoming, Nanlong Group Co., Ltd. and Zhejiang Mengdeli Electric Co., Ltd. Also see Note 12 and Note 13. (subsequently repaid on due date)	4,749,766	-
Monthly interest only payments at 7.08% per annum, due December 4, 2013, secured by the assets of the Company, guaranteed by Mr. Hu Xiaoming, Mr. Hu Wangyuan, Nanlong Group Co., Ltd. and Zhejiang Mengdeli Electric Co., Ltd. Also see Note 12 and Note 13.	2,849,860	-

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NOTE 15 - SHORT TERM BANK LOANS (CONTINUED)

	December 31, 2012	December 31, 2011
Loans from Shanghai Pudong Development Bank		
Monthly interest only payments at 6.71% per annum, due June 26, 2012, secured by the property of Ms. Ling Yueping, guaranteed by Nanlong Group Co., Ltd. and Mr. Hu Xiaoming	-	3,142,332
Monthly interest only payments at 6.94% per annum, due June 27, 2013, secured by the property of Ms. Ling Yueping, guaranteed by Yongkang KangBang auto parts Co., Ltd. and Mr. Hu Xiaoming	3,166,511	-
Monthly interest only payments at 6.60% per annum, due July 18, 2013, secured by the property of Ms. Ling Yueping, guaranteed by Yongkang KangBang auto parts Co., Ltd. and Mr. Hu Xiaoming	3,166,511	-
Loans from Bank of Shanghai		
Monthly interest only payments at 6.56% per annum, due December 4, 2012, guaranteed by Mr. Hu Xiaoming, Ms. Ling Yueping, Zhejiang Kangli Metal Manufacturing Company and Zhejiang Taiping Shengshi Industrial Co., Ltd.	-	4,713,498
Monthly interest only payments at 6.60% per annum, due December 26, 2013, guaranteed by Mr. Hu Xiaoming, Ms. Ling Yueping, Zhejiang Kangli Metal Manufacturing Company and Nanlong Group Co., Ltd.	4,749,766	-
Loans from China Ever-growing Bank		
Monthly interest only payments at 7.57% per annum, due April 27, 2012, guaranteed by Mr. Hu Xiaoming, Ms. Ling Yueping, Zhejiang Shuguang industrial Co., Ltd. and Zhejiang Mengdeli Electric Company.	-	3,142,332
Monthly interest only payments at 7.57% per annum, due April 24, 2013, guaranteed by Mr. Hu Xiaoming, Ms. Ling Yueping, Zhejiang Shuguang industrial Co., Ltd. and Zhejiang Mengdeli Electric Company.	3,166,511	-
Total	$ 32,615,063	$ 36,372,492

Short term bank loan interest expense for the years ended December 31, 2012 and 2011 was $2,556,967 , and $2,030,228, respectively.

As of December 31, 2012, the aggregate amount of short-term loans that were guaranteed or secured by various third parties was $32,140,086. The breakdown is as follows:

- $15,515,904 is guaranteed by Zhejiang Mengdeli Electric Co Ltd (ZMEC), whose bank loans of $4,369,785 are secured by a pledge, or by the Company s plant and equipment and the land use right for which net book values are $2,834,569, and $3,500,426, respectively. Also see Note 23.

- $7,916,277 is guaranteed by Zhejiang Kangli Metal Manufacturing Company, whose bank loans of $4,749,766 is guaranteed by the Company. Also see Note 23.

- $3,166,511 is guaranteed by Zhejiang Shuguang industrial Co., Ltd., whose bank loans of $4,749,766 is guaranteed by the Company. Also see Note 23.

- $17,099,159 is guaranteed by Nanlong Group Co., Ltd. whose bank loans of $9,499,533 is also guaranteed by the Company. Also see Note 23.

- $6,333,022 is guaranteed by Yongkang KangBang auto parts Co., Ltd.

- $3,166,511 is secured by the assets of Jingdezheng De er Investment Industrial Co., Ltd.

It is a common business practice among companies in the region of China where Kandi is located to exchange guarantees for bank debt with no consideration given. It is considered a favor for favor business practice and is commonly required by the lending banks as in these cases.

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NOTE 16 NOTES PAYABLE

By issuing bank note payables rather than paying cash to suppliers, the Company can defer the payments until the date the bank note payable is due. Simultaneously, the Company needs to deposit restricted cash in banks to back up the bank note payable, while the restricted cash deposited in banks will generate interest income

Notes payable are summarized as follows:

	December 31, 2012	December 31, 2011
Bank acceptance notes:		
Due January 19,2012	$ -	$ 149,262
Due March 26, 2012	-	14,140
Due March 26, 2012	-	15,712
Due March 26, 2012	-	37,708
Due March 26, 2012	-	15,712
Due March 26, 2012	-	17,283
Due March 26, 2012	-	15,712
Due March 26, 2012	-	14,140
Due March 26, 2012	-	7,856
Due March 26, 2012	-	6,285
Due March 26, 2012	-	15,712
Due March 26, 2012	-	15,712
Due March 26, 2012	-	7,856
Due March 26, 2012	-	31,423
Due March 26, 2012	-	9,741
Due March 26, 2012	-	9,427
Due March 26, 2012	-	10,998
Due March 26, 2012	-	31,423
Due March 26, 2012	-	51,848
Due March 26, 2012	-	47,135
Due March 26, 2012	-	15,712
Due March 26, 2012	-	4,713
Due March 26, 2012	-	3,142
Due March 26, 2012	-	3,142
Due March 26, 2012	-	12,569
Due March 26, 2012	-	15,712
Due March 26, 2012	-	3,142

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NOTE 16 NOTES PAYABLE (CONTINTUED)

	December 31, 2012	December 31, 2011
Due March 26, 2012	-	3,142,332
Due May 10, 2012	-	78,558
Due May 10, 2012	-	157,117
Due May 10, 2012	-	188,540
Due May 10, 2012	-	94,270
Due May 10, 2012	-	31,423
Due June 19, 2012	-	235,675
Due June 19, 2012	-	1,335,491
Due March 26, 2013 (subsequently repaid on its due date)	1,583,255	-
Due March 26, 2013 (subsequently repaid on its due date)	1,583,255	-
Due June 24, 2013	3,166,511	-
Due June 24, 2013	6,333,023	-
Due June 25, 2013	2,533,209	-
Due June 25, 2013	10,132,835	-
Subtotal	$ 25,332,088	$ 5,846,623
Notes payable to unrelated companies:		
Due January 20, 2012 (Interest rate 6.0% per annum)	$ -	$ 1,000
Subtotal	$ -	$ 1,000
Total	$ 25,332,088	$ 5,847,623

All the bank acceptance notes do not bear interest, but are subject to bank charges of 0.05% of the principal as commission on each transaction. Bank charges for notes payable were $20,246 and $17,781 in 2012 and 2011, respectively.

Restricted cash of $9,499,533 is held as collateral for the following notes payable at December 31, 2012:

Due March 26, 2013 (subsequently repaid on its due date)	1,583,255
Due March 26, 2013 (subsequently repaid on its due date)	1,583,255
Due June 24, 2013	3,166,511
Due June 24, 2013	6,333,023
Due June 25, 2013	2,533,209
Due June 25, 2013	10,132,835
Total	$ 25,332,088

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NOTE 17 BOND PAYABLE

Due Date	Face Value	Coupon rate	Interest record date	Interest pay date
December 27, 2015	12,666,044	12%	27 December	27 December
Total face value	12,666,044			

On December 27, 2012, we borrowed RMB 80,000,000 ($12,666,044) from China Ever-bright Securities Co. Ltd. pursuant to a bond issued to them by us. The maturity date is December 27, 2015 and no principal payments are required prior to maturity. The interest rate is 12% and interest is payable on December 27 in each of 2013, 2014 and 2015. The obligation is secured by an unrelated third party.

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NOTE 18 TAXES

(a) Corporation Income Tax

On March 16, 2007, the National People s Congress of the PRC adopted a new corporate income tax law (the new CIT law) in its fifth plenary session. The new corporate income tax law unifies the application scope, tax rate, tax deduction and preferential policy for both domestic and foreign-invested enterprises. The new corporate income tax law took effect on January 1, 2008. In accordance with the relevant tax laws and regulations of the PRC, the applicable corporate income tax (CIT) rate of Kandi is 25%. However, a foreign-invested company which registered with the PRC government before March 16, 2007 is still permitted to apply the former corporate income tax rules. Thus, our company was exempt from corporate income tax for 2007 and 2008 and is also entitled to a 50% tax reduction for 2009, 2010 and 2011, for which the tax rate is 12.5% . In 2012, this foreign-invested company tax benefit ended. However, the Company, qualified as a high technology company in China, was entitled to pay a reduced income tax rate of 15% and a research and development tax credit of 36.5%, the total tax benefit was 51.5% .

Kandi New Energy is a subsidiary of the Company and its applicable corporate income tax rate is 25%. However, because Kandi New Energy s profit was below a special standard amount in 2010, which rendered it to enjoy an initial tax benefit of 50% reduction in taxable income and tax at 20% reduced rate in 2011, with effective tax rate at 10%. The special reduced CIT tax rate benefit only lasts for one year. In 2012, the tax rate will go back to normal at 25%.

Yongkang Scrou Electric. Co., Ltd is a subsidiary of the Company and its applicable corporate income tax rate was 25% in 2012.

According to the PRC CIT reporting system, the CIT sales cut-off base is concurrent with the value added tax (VAT) which will be reported to the State Administration of Taxation (SAT) on a quarterly basis. Since the VAT and CIT are accounted for on a VAT tax basis that recorded all sales on a State provided official invoices reporting system, the Company is reporting the CIT according to the SAT prescribed tax reporting rules. Under the VAT tax reporting system, sales cut-off did not take the accrual basis but rather on a VAT taxable reporting basis. Therefore, when the company adopted US GAAP on accrual basis, the sales cut-off CIT timing difference which is derived from the VAT reporting system and will create a temporary sales cut-off timing difference; this difference is reflected in the deferred tax assets or liabilities calculations on the income tax estimate reported in the Form 10-K.

Effective January 1, 2007, the Company adopted ASC 740, Income Taxes. The interpretation addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements.

Under ASC 740, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. ASC 740 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. As of December 31, 2012, the Company does not have a liability for unrecognized tax benefits. The Company files income tax returns to the U.S. Internal Revenue Services (IRS) and states where the Company has operation. The Company is subject to U.S. federal or state income tax examinations by IRS and relevant state tax authorities for years after 2006. During the periods open to examination, the Company has net operating loss carry forwards (NOLs) for U.S. federal and state tax purposes that have attributes from closed periods. Since these NOLs may be utilized in future periods, they remain subject to examination. The Company also files certain tax returns in China. As of December 31, 2012 the Company was not aware of any pending income tax examinations by U.S. and China tax authorities. The Company s policy is to record interest and penalties on uncertain tax provisions as income tax expense. As of December 31, 2012, the Company has no accrued interest or penalties related to uncertain tax positions. The Company has not recorded a provision for U.S federal income tax for the year ended December 31, 2012 due to the net operating loss carry forward in the United States.

Income tax expense for the years ended December 31, 2012 and 2011 is summarized as follows:

	For the Year Ended December 31,			
		2012		2011
Current:				
Provision for CIT	$	1,523,735	$	551,060
Provision for Federal Income Tax				-
Deferred:				
Provision for CIT				-
Income tax expense	$	1,523,735	$	551,060

The Company s income tax expense differs from the expected tax expense for the year ended December 31, 2012 and 2011 (computed by applying the U.S. Federal Income Tax rate of 34% and PRC Corporation Inocme Tax rate of 25%, respectively to income before income taxes) as follows:

	For the Year Ended December 31,			
		2012		2011
Computed expected income (expense)	$	651,245	$	(338,369)
Favorable tax rate		(1,232,306)		(659,905)
Permanent differences		932,699		197,821
Valuation Allowance		1,172,097		1,351,513
Income tax expense	$	1,523,735	$	551,060

The tax effects of temporary differences that give rise to the Company s net deferred tax assets and liabilities as of December 31, 2012 and 2011 are summarized as follows:

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NOTE 18 TAXES (CONTINUED)

	December 31, 2012	December 31, 2011
Current portion:		
Deferred tax assets (liabilities):		
Expense	$ (193,777)	$ (11,741)
Subtotal	(193,777)	(11,741)
Deferred tax assets (liabilities):		
Sales cut-off difference derived from Value Added Tax reporting system to calculate PRC Corporation Income Tax in accordance with the PRC State Administration of Taxation	138,661	(44,621)
Other		-
Subtotal	138,661	(44,621)
Total deferred tax liabilities current portion	(55,166)	(56,362)
Non-current portion:		
Deferred tax assets:		
Depreciation	223,409	226,622
Loss carried forward	1,172,097	1,351,513
Valuation allowance	(1,172,097)	(1,351,513)
Subtotal	223,409	226,622
Deferred tax liabilities:		
Accumulated other comprehensive gain	(222,714)	(136,624)
Subtotal	(222,714)	(136,624)
Total deferred tax assets non-current portion	695	89,998
Net deferred tax (liabilities) assets	$ (54,471)	$ 33,636

(b) Tax Holiday Effect

For the years ended December 31, 2012 and 2011 the PRC corporate income tax rate was 25%. Certain subsidiaries of the Company are entitled to tax exemptions (tax holidays) for the years ended December 31, 2012 and 2011.

The combined effects of the income tax expense exemptions and reductions available to the Company for the years ended December 31, 2012 and 2011 are as follows:

	For the Year Ended December 31 2012	For the Year Ended December 31 2011
Tax holiday effect	$ 1,232,306	$ 659,905
Basic net income per share effect	$ 0.04	$ 0.02

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NOTE 19 - STOCK OPTIONS, WARRANTS AND CONVERTIBLE NOTES

(a) Stock Options

On February 11, 2009, the Compensation Committee of the Board of Directors of the Company approved the grant of stock options for 2,600,000 shares of common stock to ten of the Company s employees and directors. The stock options vest ratably over three years and expire in ten years from the grant date. The Company valued the stock options at $2,062,964 and amortizes the stock compensation expense using the straight-line method over the service period from February 11, 2009 through February 11, 2012. The value of the options was estimated using the Black Scholes Model with an expected volatility of 164%, expected life of 10 years, risk-free interest rate of 2.76% and expected dividend yield of 0.00% . On June 30, 2011, one of the Company s directors resigned, and his 6,668 unexercised options were forfeited. As of December 31, 2012, options for 2,366,672 shares have been exercised.

On October 6, 2009, the Company executed an agreement (Cooperation Agreement) with Wang Rui and Li Qiwen, third-party consultants, whereby Mr. Wang and Mr. Li are to provide business development services in China to the Company in exchange for options to purchase 350,000 shares of the Company s common stock at an exercise price of $1.50 per share. Per the agreement, 250,000 of these options will vest and become exercisable on March 6, 2010, and 100,000 will vest and become exercisable on June 6, 2010. The options will expire after ten years.

The following is a summary of the stock option activities of the Company:

	Activity	Weighted Average Exercise Price
Outstanding as of January 1, 2012	1,786,637	$ 0.84
Granted	-	-
Exercised	1,459,977	0.80
Cancelled	-	-
Outstanding as of December 31, 2012	326,660	1.01

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NOTE 19 - STOCK OPTIONS, WARRANTS AND CONVERTIBLE NOTES (CONTINUED)

The following table summarizes information about stock options outstanding as of December 31, 2012:

Options Outstanding			Options Exercisable	
Number of shares	Exercise Price	Remaining Contractual life (in years)	Number of shares	Exercise Price
226,660	$ 0.80	6.25	226,660	$ 0.80
100,000	1.50	6.75	100,000	1.50

The fair value per share of the 2,600,000 options issued to the employees and directors, of which the 2,600,000 options identified above are a part of, is $0.7934 per share. The fair value per share of the unexercised 100,000 options issued to Wang Rui and Li Qiwen, which became exercisable on June 6, 2010, is $3.44.

(b) Warrants and Convertible Notes

On September 21, 2009, the Company executed an agreement (Consulting Agreement) with a third-party consultant, whereby the consultant is to provide management consulting and advisory services for a period of 12 months, beginning on September 22, 2009, and ending on September 22, 2010. As compensation for the services provided, the Company agreed to issue 200,000 warrants to purchase the Company s common stock, with 100,000 of these warrants issued at an exercise price of $2.00 per share and 100,000 of these warrants issued at an exercise price of $2.50 per share. All of the warrants have a five year contractual term and were granted on October 22, 2009. The warrants vested in full and became exercisable on January 21, 2010, upon the closing of an initial round of financing. The fair value per share of the 100,000 warrants issued under the Consulting Agreement with an exercise price of $2.00 is $4.56, and the fair value per share of the 100,000 warrants issued under the Consulting Agreement with an exercise price of $2.50 is $4.48. As of December 31, 2012, the consultant had cashless exercised all the 200,000 warrants.

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NOTE 19 - STOCK OPTIONS, WARRANTS AND CONVERTIBLE NOTES (CONTINUED)

Under a Securities Purchase Agreement, dated as of January 21, 2010, by and among the Company and certain investors thereto, the Company issued a total of $10 million of senior secured convertible notes (the Convertible Notes) and warrants exercisable for an aggregate of 800,000 shares of the Company s Common Stock (the Investor Warrants), for gross proceeds of $10 million. The Convertible Notes, which accrue interest at a rate of 6% per annum, will mature in two years following the closing date of the offering and are initially convertible, at the option of the holders, into shares of Common Stock at $6.25 per share. As of closing date, January 21, 2010, the Convertible Notes were convertible into 1,600,000 shares of Common Stock at the price of $6.25 per share. The Investor Warrants, which are exercisable for a period of three years following the closing date, were initially exercisable upon entering into the Securities Purchase Agreement (dated January 21, 2010) at an exercise price of $6.5625 per share. Included in the associated issuance costs is the fair value of 80,000 warrants issued to a placement agent. These warrants have the same terms and conditions as the Investor Warrants issued to the investors.

Pursuant to the terms of the Convertible Notes and the Investor Warrants, on May 18, 2010, the conversion price of the Convertible Notes was adjusted to $3.5924 per share and the exercise price of the Investor Warrants and warrants issued to the placement agent was adjusted to $4.3907 per share. On August 19, 2010, the conversion price of the Convertible Notes was adjusted to $3.1146 per share and the exercise price of the Investor Warrants and warrants issued to the placement agent was adjusted to $3.8067 per share. As a result, the number of Investor Warrants and warrants issued to the placement agent was adjusted to 1,379,148 and 137,915 respectively. As of December 31, 2012, the investors had converted all $10 million principal amount and $159,522 accrued interest of the Convertible Notes into an aggregate of 3,121,121 shares of Common Stock.

As of December 31, 2012, 329,000 Investor Warrants and 124,123 warrants issued to the placement agent have been exercised. As of December 31, 2012, the fair value of the Investor Warrants and the warrants issued to the placement agent is $0.44 per share. As referenced in the Subsequent Events paragraph, as of the filing date of this Form 10-K, the number of outstanding warrants have been reduced by exercise and expiration to, in the aggregate, 1,210,912.

On December 21, 2010, the Company agreed to sell to certain institutional investors up to 3,027,272 shares of the Company s common stock and warrants to purchase up to 1,210,912 shares of the Company s common stock in fixed combination, with each combination consisting of one share of common stock and a warrant to purchase 0.40 shares of common stock in a registered direct public offering (Second round warrants). The warrants became exercisable immediately following the closing date of the offering and remain exercisable for three years thereafter at an exercise price of $6.30 per share. As of December 31, 2012, the fair value of Second round warrants is $0.86 per share.

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NOTE 20 STOCK AWARD

In connection with his appointment to the Board of Directors, and as compensation for serving, the Board of Directors has authorized the Company to provide Mr. Henry Yu with 5,000 shares of Company s restricted common stock every six months, par value $0.001 from July 2011.

As compensation for his services, the Board of Directors has authorized the Company to provide Mr. Jerry Lewin with 5,000 shares of Company s restricted common stock every six months, par value $0.001 from August 2011.

The fair value of awarded stock is determined by the closing price of our common stock on the date of stock award, or by estimating the closing price of our common stock on the reporting date if stock has not yet been awarded.

NOTE 21 INTANGIBLE ASSETS

The following table provides the gross carrying value and accumulated amortization for each major class of intangible assets other than goodwill:

	Remaining useful life		**December 31, 2012**
Gross carrying amount:			
Tradename	9 years	$	492,235
Customer relations	9 years		304,086
			796,321
Less : Accumulated amortization			
Tradename		$	(33,831)
Customer relations			(20,899)
			(54,730)
Intangible assets, net		$	741,591

The aggregate amortization expense for those intangible assets that continue to be amortized is reflected in amortization of intangible assets in the Consolidated Statements of Income and comprehensive Income and was $54,730 and $0 for the years ended December 31, 2012 and 2011, respectively.

Amortization expense for the next five years and thereafter is as follows:

2013	$	82,095
2014		82,095
2015		82,095
2016		82,095
2017		82,095
Thereafter		331,116
Total	$	741,591

NOTE 22 BUSINESS COMBINATION

The Company acquired Yongkang Scrou Electric Co on April 25, 2012. The Company issued 2,354,212 shares of its common stock, which was valued at $3.66 per share (market value on the date of acquisition). The total purchase price for the acquisition was approximately $8.6 million which was primarily allocated to working capital, tangible property and equipment, identifiable intangible assets and goodwill.

The purchase price allocation based on a qualified independent valuation is as follows:

Working Capital	$	3,308,631
Tangible Property		880,942
Identifiable Intangible Property		
-Land use right		3,622,651
-Tradename		492,235
-Customer relations		304,086
-Goodwill		322,591
Deferred tax liability created, net		(314,720)
Total Purchase Price	$	8,616,416

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NOTE 23 - COMMITMENTS AND CONTINGENCIES

(a) Guarantees and Pledged collateral for third party bank loans

As of December 31, 2012, the Company provided guarantees for the following third parties:

(1) Guarantees for bank loans

Guarantee provided to		Amount
Zhejiang Kangli Metal Manufacturing Company.	$	4,749,766
Zhejiang Shuguang industrial Co., Ltd.		4,749,766
Yongkang Angtai Trade Co., Ltd.		791,628
Nanlong Group Co., Ltd.		9,499,533
Total	$	19,790,693

On December 26, 2012, the Company entered into a guarantee contract to serve as the guarantor for the bank loan borrowed from Shanghai Bank Hangzhou branch in the amount of $4,749,766 by Zhejiang Kangli Metal Manufacturing Company. (ZKMMC) for the period from December 26, 2012 to December 26, 2013. ZKMMC is not related to the Company. Under this guarantee contract, the Company shall perform all obligations of ZKMMC under the loan contract if ZKMMC fails to perform its obligations as set forth in the loan contract.

On October 9, 2012, the Company entered into a guarantee contract to serve as the guarantor for the bank loan borrowed from Shenzhen Development Bank (changed the name to PingAn Bank in 2012) Hangzhou branch in the amount of $4,749,766 by Zhejiang Shuguang industrial Co., Ltd. (ZSICL) for the period from October 9, 2012 to October 9, 2013. ZSICL is not related to the Company. Under these guarantee contracts, the Company shall perform all obligations of ZSICL under the loan contracts if ZSICL fails to perform its obligations as set forth in the loan contracts.

On January 9, 2012, the Company entered into a guarantee contract to serve as the guarantor for the bank loans borrowed from China Communication Bank Jinhua Branch in the amount of $791,628 by Yongkang Angtai Trade Co., Ltd. (YATCL) for the period from January 9, 2012 to January 9,, 2013. YATCL is not related to the Company. Under these guarantee contracts, the Company shall perform all obligations of YATCL under the loan contracts if YATCL fails to perform its obligations as set forth in the loan contracts.

On August 7, 2012 and December 26, 2012, the Company entered into two guarantee contracts to serve as the guarantor for the bank loans borrowed from Shanghai Pudong Development Bank Jinhua Branch and Shanghai Bank Hangzhou branch in the amount of $3,166,511 and 6,333,022 respectively by Nanlong Group Co., Ltd. (NGCL) for the period from August 7, 2012 to March 6, 2013, and December 26, 2012 to December 26, 2013 respectively. NGCL is not related to the Company. Under this guarantee contract, the Company shall perform all obligations of NGCL under the loan contract if NGCL fails to perform its obligations as set forth in the loan contract.

(2) Pledged collateral for a third party s bank loans

As of December 31, 2012, the Company provided the land use rights and plant and equipment pledged as collateral for the following third party:

Zhejiang Mengdeli Electric Co., Ltd.:		
Land use rights net book value	$	3,500,426
Plant and equipment net book value	$	2,834,569

It is a common business practice among companies in the region of China where Kandi is located to exchange guarantees for bank debt with no consideration given. It is considered a favor for favor business practice and is commonly required by the lending banks as in these cases. These companies provided guarantees for the Company s bank loans as well. The banks involved in these guarantee transactions typically allow a maximum loan amount based on a 30% to 70% discount on the net book value of the pledged collateral. Also see Note 15.

(b) Pending litigations

There are two lawsuits currently pending in Ripley County, Missouri against the Company and its subsidiary Zhejiang Kandi Vehicles Co., Ltd.(Kandi Vehicles) as well as other parties, Kandi Investment Group and SunL, and they are related to two persons who died in an accident on March 3, 2006 while operating a go-cart allegedly manufactured by Kandi Vehicles. Kandi Investment Group was a major shareholder of Kandi Vehicles but it transferred all its equity in Kandi Vehicles to Continental Development Limited in November 2006. Since then, Kandi Investment Group is unrelated to the Company or its affiliates.

The cases were filed in 2009 and are known as Elder vs. SunL Group and Griffen vs. SunL Group. In March, 2010, the local trial court entered two default judgments in the amount of $20,000,000 each against Kandi Vehicles and other parties including Kandi Investment but not the Company. The lawsuit and default judgments didn t come to the Company or Kandi Vehicles attention until May or June 2010. The Company had not been served or notified of the lawsuits and learned of their existence and of the default judgment in the course of commercial discussions with another of the defendants in the cases. Currently, the Company and Kandi Vehicles have filed answers to the complaint denying any culpability. In addition, the Company requested that the court set aside the default judgments against Kandi Vehicles, a request granted, by the court, on February 28, 2011. On March 3, 2011, the plaintiffs subsequently appealed the court order vacating the default judgments; however, the plaintiffs have since voluntarily withdrawn their appeal.

The Company intends to defend these cases vigorously and expects to prevail in this lawsuit since the Company including its subsidiaries did not manufacture the subject vehicle in the accident. This case is set for trial in July 2013.

(c) Asset purchase

On February 27,2013, Kandi Vehicles entered into an Assets Purchase Agreement (the Purchase Agreement) with Zhejiang New Energy Vehicle System Co., Ltd., a limited liability company in China (New Energy). The Purchase Agreement finalized the arrangements the Company negotiated in 2012 for the purchase by Kandi Vehicles of certain electric vehicle (EV) operating assets of New Energy, including a pressing assembly line, a welding assembly line, a coating assembly line, a general assembly line and related equipment, facilities, building and land use rights (the Purchased Assets) for a total cash price of RMB 272,767,553 (approximately $43,296,437). The price was based upon a third-party appraisal prepared by Jinhua Jinehen Assets Appraisal Co., Ltd. In connection with the initiation of exclusive negotiations with New Energy and pursuant to a letter of intent (LOI) between the parties on November 20, 2012, the Company, as of December 31, 2012, delivered RMB 154,100,000 (approximately $24,397967) as a refundable deposit. Pursuant to the LOI, the deposit was to be applied to the purchase price and to be returned to Kandi Vehicles within 5 days upon the termination of negotiations if the parties could not reach a final agreement. Pursuant to the Purchase Agreement, the remainder of the purchase price will be delivered within one month of the completion of the transfer by New Energy of titles to and ownership of the Purchased Assets. Under the Purchase Agreement, New Energy is to complete the transfer of ownership and title (for the land, land use rights and operating and other assets) within three months of the signing of the Purchase Agreement. The Purchase Agreement contains customary representations and warranties and pre- and post-closing covenants of each party. Breaches of the representations and warranties are subject to customary indemnification provisions.

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NOTE 24 - SUBSEQUENT EVENT

On February 1, 2013, our wholly owned subsidiary, Kandi Vehicles signed a cooperation framework agreement with Shanghai Maple Guorun Automobile Co., Ltd. (Shanghai Maple), a 99% owned subsidiary of Geely Automobile Holdings Ltd.(Geely Auto), to establish a joint venture company, named Zhejiang Kandi Electric Vehicles Investment Co, Ltd. (the JV Company). The purpose of JV Company is to engage in the investment, research and development, production, marketing and sales of electronic vehicles in China. Geely Auto is one of the largest and most well-known automobile manufacturers in China. Pursuant to the terms of the framework agreement, the JV Company will be owned 50% by Shanghai Maple and 50% by Kandi Vehicles. The registered capital of the JV Company will be RMB1,000,000,000, with 50% to be contributed by each party. Upon the establishment of the JV Company, the JV Company will acquire certain assets from Kandi and Geely Auto in order for the JV Company to possess the necessary properties, assets and technologies to conduct the EV business.

On February 27,2013, Kandi Vehicles entered into an Assets Purchase Agreement (the Purchase Agreement) with Zhejiang New Energy Vehicle System Co., Ltd., a limited liability company in China (New Energy). The Purchase Agreement finalized the arrangements the Company negotiated in 2012 for the purchase by Kandi Vehicles of certain electric vehicle (EV) operating assets of New Energy, including a pressing assembly line, a welding assembly line, a coating assembly line, a general assembly line and related equipment, facilities, building and land use rights (the Purchased Assets) for a total cash price of RMB 272,767,553 (approximately $43,296,437). The price was based upon a third-party appraisal prepared by Jinhua Jinehen Assets Appraisal Co., Ltd. In connection with the initiation of exclusive negotiations with New Energy and pursuant to a letter of intent (LOI) between the parties on November 20, 2012, the Company, as of December 31, 2012, delivered RMB 154,100,000 (approximately $24,397967) as a refundable deposit. Pursuant to the LOI, the deposit was to be applied to the purchase price and to be returned to Kandi Vehicles within 5 days upon the termination of negotiations if the parties could not reach a final agreement. Pursuant to the Purchase Agreement, the remainder of the purchase price will be delivered within one month of the completion of the transfer by New Energy of titles to and ownership of the Purchased Assets. Under the Purchase Agreement, New Energy is to complete the transfer of ownership and title (for the land, land use rights and operating and other assets) within three months of the signing of the Purchase Agreement. The Purchase Agreement contains customary representations and warranties and pre- and post-closing covenants of each party. Breaches of the representations and warranties are subject to customary indemnification provisions.

On March 13, 2013, the Company's wholly owned subsidiary, Kandi Vehicles established Kandi Electric Vehicles (Changxing) Co., Ltd. (Kandi Changxing) in the Changxing (National) Economic and Technological Development Zone to meet the requirements of the previously announced cooperation agreement with Geely Auto. The newly established company is a wholly owned subsidiary of Kandi Vehicles that will specialize in EV production. Kandi Changxing has been formed with the assets that Kandi Vehicles recently purchased from Zhejiang New Energy Vehicle Systems Co., Ltd., as well as certain molds and properties originally owned by Kandi Vehicles. Kandi Changxing is expected to begin production on March 29, 2013.

As disclosed in Note 19, as of December 31, 2012, there were 2,274,851 investor and placement agent warrants outstanding. As of the filing date of this Form 10-K, the total number of outstanding warrants has been reduced, by exercise and expiration, to 1,210,912.

As set forth on the Company s Current Report on Form 8-K, filed March 25, 2013, on March 22, 2013, Kandi Vehicles entered into the Joint Venture Agreement of Establishment of Zhejiang Kandi Electric Vehicles Co., Ltd. with Shanghai Maple Guorun Automobile Co., Ltd., a 99% owned subsidiary of Geely Automobile Holdings Ltd. which is listed with Hong Kong Exchanges and Clearing Limited.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

(a) <u>Evaluation of Disclosure Controls and Procedures</u>

As of the end of the period covered by this report, we conducted an evaluation under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(f) of the Securities Exchange Act of 1934, as amended (the Exchange Act)). Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2012 our disclosure controls and procedures were effective to ensure that information required to be disclosed in our periodic reports filed or submitted under the Securities Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms, and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures will prevent or detect all errors and all fraud. Disclosure controls and procedures, no matter how well designed, operated and managed, can provide only reasonable assurance that the objectives of the disclosure controls and procedures are met. Because of the inherent limitations of disclosure controls and procedures, no evaluation of such disclosure controls and procedures can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

(b) <u>Management s Annual Report on Internal Control Over Financial Reporting</u>

Our management is responsible for establishing and maintaining a system of internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. All internal control systems, no matter how well designed, have inherent limitations.

We conducted an assessment of the effectiveness of our system of internal control over financial reporting as of December 31, 2012, the last day of our fiscal year. This assessment was based on criteria established in the framework *Internal Control Integrated Framework,* issued by the Committee of Sponsoring Organizations of the Treadway Commission and included an evaluation of elements such as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies, and our overall control environment. Based on our assessment, management has concluded that our internal control over financial reporting was effective as of the end of the fiscal year to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles. We reviewed the results of management s assessment with the Audit Committee of our Board of Directors.

This annual report on Form 10-K does not include an attestation report of the Company s registered public accounting firm regarding internal control over financial reporting. Management s report was not subject to attestation by the Company s registered public accounting firm.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

[Not Applicable]

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The following table sets forth certain information regarding our executive officers and directors as of December 31, 2012:

Name	Age	Position	Served From
Hu Xiaoming	56	Chairman of the Board, President and Chief Executive Officer	June 2007
Zhu Xiaoying	42	Chief Financial Officer, Director	June 2007
Chen Liming (1), (2), (3)	76	Director (Independent)	May 2012
Qian Jingsong	52	Director	January 2011
Ni Guangzheng (2), (3)	74	Director (Independent)	November 2010
Jerry Lewin (1)	58	Director (Independent)	November 2010
Henry Yu (1),(2),(3)	59	Director (Independent)	July 2011

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

Business Experience of Directors and Executive Officers

Biographical Information

Hu Xiaoming was appointed as our Chief Executive Officer, President and Chairman of the Board in June 2007. Prior to joining the Company, from October 2003 to April 2005, Mr. Hu served as the Project Manager (Chief Scientist) in the WX Pure Electric Vehicle Development Important Project of Electro-vehicle in the State 863 Plan. From October 1984 to March 2003, Mr. Hu served as: (i) Factory Director of the Yongkang Instrument Factory, (ii) Factory Director of the Yongkang Mini Car Factory, (iii) Chairman and General Manager of the Yongkang Vehicle Company, (iv) General Manager of the Wan Xiang Electric Vehicle Developing Center and (v) the General Manager of the Wan Xiang Battery Company. Mr. Hu personally owned 4 invention patents and 7 utility model patents, which he transferred to the Company in fiscal year 2012. Mr. Hu s experience as our Chief Executive Officer and President, as well as Chairman of the Board, and extensive scientific and operational knowledge and expertise qualifies him to serve as Chairman of the Board and led the Board to conclude that he should be nominated to serve another term as a director.

Zhu Xiaoying was appointed as our Chief Financial Officer and a director of the Company in June 2007. In addition, since September 2003, Ms. Zhu has served as Chief Financial Officer of Zhejiang Kandi Vehicles Co., Ltd., our wholly-owned operating subsidiary. From January 2000 to September 2003, Ms. Zhu served as the Accounting Manager for Zhejiang Yonkang Automobile Manufacture Co. Ms. Zhu graduated from Hangzhou Electronic Engineering University. Ms. Zhu acquired CIA certificate in 2010 and EMBA certificate from Hong Kong Polytechnic University in 2011. Ms. Zhu s experience as our Chief Financial Officer and knowledge of current corporate finance and accounting techniques and market activities qualifies her to serve on our Board and led the Board to conclude that she should be nominated to serve another term as a director.

Qian Jingsong was appointed as a director of the Company on January 31, 2011. In addition, since October 2009, Mr. Qian has served as Deputy General Manager of Zhejiang Kandi Vehicles Co. Ltd., our wholly-owned operating subsidiary. Prior to joining the Company, from October 2006 to October 2009, Mr. Qian served in multiple capacities for Chery Karry Automobile, including Head of the Engineering Construction Group (2006-2007), Vice Manager of the Q21 Project (2007), Assistant General Manager of the Production Management and Integrated Management Departments (2007-2009). During his tenure at Chery Karry Automobile, Mr. Qian was in charge of quality assurance and participated in strategy, planning and product development work for Chery mini-cars. From August 1999 to September 2006, Mr. Qian served as Deputy General Manager and Executive General Manager of Anhui Huayang Auto Manufacturing Co., LTD, where he oversaw technical improvement, product development, administrative personnel, and external affairs. Mr. Qian received a degree in Professional Ordnance from the Aerospace Staff University in Nanjing, China in 1983. Mr. Qian s experience in the automobile and mini-car industries and his expertise in quality assurance and planning and product development qualifies him to serve on our Board and led the Board to conclude that he should be nominated to serve another term as a director.

Ni Guangzheng was appointed as a director of the Company in November 2010. Mr. Ni is a permanent member of Chinese Society of Electrical Engineering, and, since 1998, has served as the Deputy Director of Technical Committee & Director of EV Research Institute of National ERC of Power Electronic Technology. Mr. Ni has extensive experience in the areas of electro-technical and electrical engineering. Mr. Ni has served as: Head of Department of Electrical Engineering at Zhejiang University (1994 to 1998), Deputy Director of Electro-technical Theory Committee of China Electro-Technical Society (1989 to 1993), Director of the National ERC of Power Electronic Technology (1996 to 1998) and Deputy Director of the Large Electrical Machine Committee of Chinese Society of Electrical Engineering (1997 to 1999). Mr. Ni received his bachelors degree in electrical machine and a masters degree in Electro-technology theory from Xian Jiaotong University. Mr. Ni s leadership skills and extensive engineering experience, as well as his electrical and technical expertise, qualifies him to serve on our Board and led the Board to conclude that he should be nominated to serve another term as a director.

Jerry Lewin was appointed as a director of the Company in November 2010. Jerry Lewin currently serves as Senior Vice President of Field Operations for Hyatt Hotels Corporation and is responsible for managing 35 hotels throughout the North American continent. Mr. Lewin has been with Hyatt since 1987. In his capacity as Senior Vice President, Mr. Lewin supervises a number of areas, including finance, sales and marketing, public relations, customer service, engineering, and human resources. Mr. Lewin serves as a member of the Hyatt Hotels Corporation s Managing Committee and sits on the board of directors of the New York City Hotel Association. Since July 2009, Mr. Lewin has served as a director and a member of the audit committee of EFT Biotech Holdings, Inc. Mr. Lewin currently serves as the President of the New York Law Enforcement Foundation and as the President of the NY State Troopers PBA Signal 30 Fund. Mr. Lewin has served in various management capacities for several hotel companies in San Francisco, Oakland, Los Angeles, San Diego and Las Vegas. Mr. Lewin received his Bachelor of Science degree from Cornell University and completed the Executive Development Program at J.L. Kellogg Graduate School of Management at Northwestern University. Mr. Lewin s leadership skills and extensive management experience qualifies him to serve on our Board and led the Board to conclude that he should be nominated to serve another term as a director.

Henry Yu was appointed as a director of the Company on July 1, 2011. Mr. Yu serves as a Managing Director & Regional Manager of Global Financial Institutions (Asia) of Fifth Third Bank. Prior to his current position, Mr. Yu served as Senior Vice President of the East West Bank from July 2011 to September 2012. Prior to that, Mr. Yu served as the President of Shanghai Bosun Capital Advisors in Shanghai, China from January to June 2011. From January 2008 to December 2010, Mr. Yu served as a senior manager of Standard Chartered Bank in China. From November 1999 to December 2007, Mr. Yu served as Managing Director of Global Trade Solutions of SunTrust Bank in Atlanta, Georgia. From January 1995 to November 1999, Mr. Yu served as senior manager of Comerica Bank in Chicago, Illinois. From May 1990 to December 1994, Mr. Yu was a senior manager of National City Bank in Cleveland, Ohio. Currently, Mr. Yu serves as Chair of the Advisory Board of the National Association of Chinese-Americans and serves as an Advisor to China s Federation of Overseas Chinese. Since 2009, Mr. Yu has served as an International Advisor to Sichuan University Suzhou Institute, and, since 2004, Mr. Yu has served on the Foundation Board Trustee of Georgia Perimeter College. In addition, since July 11, 2012, Mr. Yu has served as a director of the Global Health Action, a charitable organization. From 2003 to 2007, Mr. Yu held Series 7 and 62 Certifications from the Financial Industry Regulatory Authority. Mr. Yu received his Bachelor of Arts degree in Economics from the University of Michigan in 1978 and his MBA in Finance from the University of Detroit in 1980. Mr. Yu s leadership skills and extensive financial experience qualifies him to serve on our Board and led the Board to conclude that that he should be nominated to serve another term as a director.

Chen Liming was appointed as a director of the Company on May 1, 2012. Mr. Chen serves as an advisor to AA Wind & Solar Energy Development Group, LLC. Prior to his current position, from February 2009 to October 2010, Mr. Chen participated in a joint venture with Mr. Qiu Youmin, the former designer of Geely Automobile Co., Ltd., and assisted in the development of super mini three seat pure electric vehicles. From June 2008 to July 2009, he participated in the development of Lithium Iron Phosphate Battery with Shanghai Yuankai Group. Mr. Chen served as a Professor of Electrical Engineering at Zhejiang University from 1983 to 1997. In addition, Mr. Chen served as a visiting scholar in the Electrical Engineering Department at Columbia University in New York City from 1981 to 1983 and as a professor in Electrical Engineering at Zhejiang University from 1960 to 1981. Mr. Chen received his bachelor degree from Southeast University in Jiangsu, China in 1960. Mr. Chen s experience in the automobile and mini-car industries, extensive electrical engineering experience and knowledge, and knowledge of current corporate finance and accounting techniques and market activities qualifies him to serve on our Board and led the Board to conclude that that he should be nominated to serve another term as a director.

Family Relationships

No family relationships exist among any of our director nominees or executive officers.

Audit Committee Financial Expert

Our Audit Committee currently consists of Henry Yu (Chairman), Jerry Lewin and Chen Liming, each of whom is independent under NASDAQ listing standards. Our Board of Directors determined that each of Mr. Yu and Mr. Lewin qualifies as an audit committee financial expert, as defined by Item 407 of Regulation S-K and NASDAQ Rule 5605(a)(2). In reaching this determination, the Board of Directors made a qualitative assessment of Mr. Yu s and Mr. Lewin s level of knowledge and experience based on a number of factors, including formal education and business experience.

Code of Ethics

We have adopted a code of ethics as defined by regulations promulgated under the Securities Act of 1933, as amended, and the Exchange Act that applies to all of our directors and employees worldwide, including our principal executive officer, principal financial officer and principal accounting officer. A current copy of our Code of Ethics is included as an exhibit to a Form 8-K filed, November 5, 2007. A copy of our Code of Ethics will be provided to you without charge upon written request to Hu Xiaoming, Chief Executive Officer, Kandi Technologies Group, Inc., Jinhua City Industrial Zone, Jinhua, Zhejiang Province, People s Republic of China, 321016. You may also access these filings at our web site under the investor relations link at *www.en.kandivehicle.com.*

Section 16(A) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires that the Company s directors and executive officers and persons who beneficially own more than ten percent (10%) of a registered class of its equity securities, file with the SEC reports of ownership and changes in ownership of its common stock and other equity securities. Executive officers, directors, and greater than ten percent (10%) beneficial owners are required by SEC regulation to furnish the Company with copies of all Section 16(a) reports that they file. Based solely upon a review of the copies of such reports furnished to us or written representations that no other reports were required, the Company believes that, during fiscal year 2012, all filing requirements applicable to its executive officers, directors, and greater than ten percent (10%) beneficial owners were met, except for: (i) a late Form 3 filing for Mr. Chen Liming, a member of our Board, (ii) a late Form 4 filing for Mr. Jerry Lewin, a member of our Board, (iii) a late Form 4 filing for Mr. Henry Yu, a member of our Board, (iv) a late Form 4 filing for Mr. Hu Xiaoming, the Chairman of our Board and our CEO and President and (v) a late Form 4 filing for Ms. Zhu Xiaoying, our CFO. Each delinquent filer set forth herein filed a Form 4 (and in the case of Mr. Liming a Form 3) promptly upon discovery of the inadvertent error.

Item 11.Executive Compensation

Summary Compensation Table

The following table summarizes the compensation earned during the years ended December 31, 2012 and 2011, by those individuals who served as our Chief Executive Officer, or Chief Financial Officer during any part of fiscal year 2012 or any other executive officer with total compensation in excess of $100,000 during fiscal year 2012. The individuals listed in the table below are referred to as the named executive officers.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)(3)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Hu Xiaoming (1)	2012	$ 31,646			$ 5,877				$ 37,523
CEO, President and Chairman of the Board	2011	$ 30,895			$ 79,346				$ 110,241
Zhu Xiaoying (2)	2012	$ 23,735			$ 3,820				$ 27,555
CFO	2011	$ 23,171			$ 51,575				$ 74,746

(1) Mr. Hu was appointed as CEO and President of the Company on June 29, 2007.

(2) Ms. Zhu was appointed as CFO of the Company on June 29, 2007.

(3) The amounts in this column reflect the aggregate grant date fair value under FASB ASC Topic 718 of awards made during the respective year

Salary and Incentive Compensation

In fiscal 2012, the primary components of our executive compensation programs were base salary and equity compensation.

Salary

We use base salary to fairly and competitively compensate our executives, including the named executive officers, for the jobs we ask them to perform. We view base salary as the most stable component of our executive compensation program, as this amount is not at risk. We believe that the base salaries of our executives should be targeted at or above the median of base salaries for executives in similar positions with similar responsibilities at comparable companies, consistent with our compensation philosophy. At the end of the year, each executive s performance is evaluated by our Compensation Committee which takes into account the individual s performance, responsibilities of the position, adherence to our core values, experience, and external market conditions and practices.

Long-Term Compensation

We believe it is a customary and competitive practice to include an equity-based element of compensation to the overall compensation package for our named executive officers. We believe that a significant portion of the compensation paid to our named executive officers should be performance-based and therefore at risk. Awards made are granted under the Kandi Technologies Group, Inc. Omnibus Long-Term Incentive Plan (the LTIP). At our 2008 annual meeting of shareholders, our stockholders approved the adoption of the LTIP, As of December 31, 2012, 2,600,000 options have been granted under the LTIP to the Company s employees and directors, among which 2,366,672 have been exercised, and 6,668 have been forfeited.

Outstanding Equity Awards at 2012 Fiscal Year-End

The following table sets forth information regarding all unexercised, outstanding equity awards held, as of December 31, 2012, by those individuals who served as our named executive officers during any part of fiscal year 2012.

	Option Awards					Stock Awa		
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)**	**Option Exercise Price ($)(4)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($)**	**Equ Incen Pla Awar Numb Unear Shar Units Oth Rights Have Vested**
Hu Xiaoming(1)(3)				$				
Zhu Xiaoying(2)(3)				$				

(1) Mr. Hu was appointed as CEO and President of the Company on June 29, 2007.

(2) Ms. Zhu was appointed as CFO of the Company on June 29, 2007.

(3) On February 11, 2009, the Compensation Committee and the Board approved the grant of stock options for 2,600,000 shares of common stock to certain executive officers and directors of the Company. The stock options vest ratably over three years (on the anniversary of the grant date) and expire in ten years from the grant date. The grant date fair value of each stock option awarded was $0.79. Mr. Hu was granted 800,000 stock options, all of which have been exercised. Ms. Zhu was granted 520,000 stock options, all of which have been exercised as of December 31, 2012.

(4) Per the individual agreements negotiated between the Company and Mr. Hu and Ms. Zhu, respectively, the stock options have an exercisable price of $0.80; however, the grant date fair value of each stock option awarded (calculated in accordance with FASB Topic 718) is $0.79.

Employment Agreements

We have employment agreements with our named executive officers; however, the salary for our named executive officers may be changed at the discretion of our Board of Directors. Both employment agreements are for ten year terms, ending on June 9, 2014.

Potential Payments Upon Termination or Change of Control

Under Chinese law, we may only terminate employment agreements without cause and without penalty by providing notice of non-renewal one month prior to the date on which the employment agreement is scheduled to expire. If we fail to provide this notice or if we wish to terminate an employment agreement in the absence of cause, as defined in the agreement, then we are obligated to pay the employee one month s salary for each year we have employed the employee. We are, however, permitted to terminate an employee for cause without penalty pursuant to the employment agreement. If the named executive officer is not terminated for cause, the Company will pay the remaining portion of the executive officer s salary. Upon termination, any unvested or unexercised stock options are forfeited.

Director Compensation (excluding Named Executive Officers)

The following table sets forth certain information regarding the compensation earned by or awarded during the 2012 fiscal year to each of our non-executive directors:

Name	Fees Earned or Paid in Cash ($)(2)	Stock Awards ($)	Option Awards ($) (1)(2)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings	All Other Compensation ($)	Total ($)
Zheng Mingyang[(3)]	$ 0		$ 147				$ 147
Ni Guangzheng	$ 3,798						$ 3,798
Qian Jingsong	$ 47,470						$ 47,470
Henry Yu	$ 24,000	42,900					$ 66,900
Jerry Lewin	$ 24,000	42,658					$ 66,658
Chen Liming	$ 2,532(4)						$ 2,532

(1) The amounts in these columns represents the aggregate grant date fair value of stock option awards granted to our non-named-Executive-officer directors during fiscal year ended December 31, 2012, in accordance with ASC Topic 718. On February 11, 2009, the Compensation Committee and the Board of Directors approved the grant of stock options for 2,600,000 shares of common stock to certain executive officers and directors of the Company. The stock options vest ratably over three years and expire in ten years from the grant date. The grant date fair value of each stock option awarded was $0.79.

(2) In setting director compensation, we consider the significant amount of time that directors expend in fulfilling their duties to the Company, as well as the skill level required to serve as a director and manage the affairs of the Company. Certain directors receive a monthly Board fee as follows: (i) Ni Guangzheng receives a monthly fee of RMB 2,000 (approximately $316); (ii) Jerry Lewin receives a monthly fee of $2,000; (iii) Henry Yu receives a monthly fee of $2,000; and (iv) Chen Liming receives a monthly fee of RMB 2,000(approximately $316). The Company did not pay a monthly fee to Zheng Mingyang.

(3) Resigned from the Board of Directors in April 2012

(4) Appointed to the Board of Directors in May 2012; therefore, reported compensation reflects eight months of fees for fiscal year ended December 31, 2012.

In connection with his appointment to the Board of Directors in July 2011, the Board of Directors authorized the Company to provide Mr. Yu with 5,000 shares of Company s restricted common stock every six months, par value $0.001. Similarly, in July 2011, the Board of Directors authorized the Company to provide Mr. Lewin with 5,000 shares of Company s restricted common stock every six months from August 2011, par value $0.001. As of December 31, 2012, 10,000 shares of restricted common stock have been issued to Mr. Lewin and Mr. Yu each.

The aggregate number of stock options and restricted outstanding, as of December 31, 2012, for each of the non-named executive officer directors were as follows:

Name	Options	Restricted stock
Qian Jingsong	0	0
Henry Yu	0	10,000
Chen Liming	0	0
Ni Guangzheng	0	0
Jerry Lewin	0	10,000

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

The following table sets forth information known to us, as of the date of this report, relating to the beneficial ownership of shares of common stock by each person who is known by us to be the beneficial owner of more than five percent of the outstanding shares of common stock; each director; each executive officer; and all executive officers and directors as a group. We believe that all persons named in the table have sole voting and investment power with respect to all shares of common stock shown as being owned by them.

Title of Class	**Name of Beneficial Owner**	**Amount and Nature of Beneficial Ownership**	**Percent of Class**
Common Stock	Excelvantage Group Limited(3)	12,000,000(1)	37.86%
Common Stock	Hu Xiaoming	12,818,500(2)	40.44%
Common Stock	Zhu Xiaoying	520,000	1.64%
Common Stock	Qian Jingsong	-	-
Common Stock	Henry Yu	10,000	0.03%
Common Stock	Chen Liming	-	-
Common Stock	Ni Guangzheng	-	-
Common Stock	Jerry Lewin	10,000	0.03%
All officers and directors		13,358,500	42.14%

(1) On March 29, 2010, Hu Xiaoming, the Company s Chief Executive Officer, President and Chairman of the Board, became the sole stockholder of Excelvantage Group Limited. Through his position as the sole stockholder in Excelvantage Group Limited, Mr. Hu has the power to dispose of or direct the disposition of the shares of common stock he owns in Excelvantage Limited Group. As a result, Mr. Hu may, under the rules of the Securities and Exchange Commission, be deemed to be the beneficial owner of the shares of common stock.

(2) Includes (i) 818,500 shares owned directly by Mr. Hu and (ii) 12,000,000 shares owned by Excelvantage Group Limited. As reflected in footnote 1, Mr. Hu may be deemed to be the beneficial owner of these shares.

(3) Principal offices located at Jinhua City Industrial Zone, Jinhua City, Zhejiang Province, China 321016.

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

Transactions with Related Persons

The Board of Directors must approve all related party transactions. All material related party transactions will be made or entered into on terms that are no less favorable to us than can be obtained from unaffiliated third parties.

In connection with the share exchange transaction, which took place on June 29, 2007, between Stone Mountain Resources, Inc., a Delaware corporation (Stone Mountain), Continental Development Ltd, a Hong Kong corporation, and Excelvantage Group Limited, a British Virgin Islands company, certain of the expenses incurred in the United States in connection with the transaction were paid on behalf of Stone Mountain by Ever Lotts Investment Limited (ELIL), an entity set up for this purpose by certain shareholders of Stone Mountain. As of December 31, 2012 and 2011, ELIL had paid $841,251 and $841,251, respectively, for expenses in connection with the share exchange transaction.

The following table lists the amount due to related party as of December 31, 2012 and 2011. There were no transactions with related parties during the fiscal years of 2011 and 2012.

		2012		**2011**
ELIL	$	841,251	$	841,251
Total due to related party	$	841,251	$	841,251

Director Independence

Mr. Henry Yu, Chen Liming, Ni Guangzheng and Jerry Lewin are all non-employee directors, all of whom our Board of Directors has determined are independent pursuant to NASDAQ rules. All of the members of our Audit Committee, Nominating/Corporate Governance Committee and Compensation Committee are independent pursuant to NASDAQ rules.

Item 14. Principal Accounting Fees and Services.

The following table represents the aggregate fees from our principal accountant, Albert Wong & Co., and other accounting related service providers for the years ended December 31, 2012 and 2011 respectively.

		2012		**2011**
Audit Fees	$	160,000	$	111,000
Audit Related Fees	$	20,000	$	9,000
All Other Fees	$	7,700	$	77,600
TOTAL FEES	$	187,700	$	197,600

Fees for audit services include fees associated with the annual audit and reviews of our quarterly reports, Audit related fees mainly include the fees associated with the financial instruments and assets evaluation, while all other fees include fees occurred for services performed in conjunction with internal control and our filing of the tax return

PART IV

Item 15. Exhibits, Financial Statement Schedules.

Exhibit Number	Description
2.1	Share Exchange Agreement, dated June 29, 2007, among Stone Mountain Resources, Inc., Continental Development Limited and Excelvantage Group Limited. [Incorporated by reference from Exhibit 2.1 to the Company s Current Report on Form 8-K filed on July 6, 2007]
3.1	Certificate of Incorporation. [Incorporated by reference from Exhibit 3.1 to Form SB-2 filed by the Company on April 1, 2005]
3.2	Certificate of Amendment of Certificate of Incorporation (filed as Exhibit 4.2 to the Company s Form S-3, dated November 19, 2009; File No. 333-163222)
3.3	Certificate of Amendment of Certificate of Incorporation (filed as Exhibit 3.1 to the Company s Form 8-K, dated December 21, 2012)
3.4	Amended and Restated Bylaws. [Incorporated by reference from Exhibit 3.2 to Form SB-2 filed by the Company on April 1, 2005]
4.1	Form of Warrant [Incorporated by reference from Exhibit 4.1 to the Company s Current Report on Form 8-K filed on December 21, 2010]
5.1	Legal Opinion of K&L Gates LLP. [Incorporated by reference from Exhibit 5.1 to the Company s Current Report on Form 8-K filed on December 22, 2010]
10.1	Agreement on Business Operations between Zhejiang Kandi Vehicles Co., Ltd. and Zhejiang Yongkang Top Import & Export Co., Ltd. [Incorporated by reference from Exhibit 10.1 to the Company s Current Report on Form 8-K filed on July 6, 2007]
10.2	Employment Contract, dated June 10, 2004, by and between Zhejiang Kandi Vehicles Co., Ltd. and Mr. Hu Xiaoming. [Incorporated by reference from Exhibit 10.2 to the Company s Current Report on Form 8-K filed on July 6, 2007]
10.3	Employment Contract, dated July 10, 2004, by and between Zhejiang Kandi Vehicles Co., Ltd. and Ms. Zhu Xiaoying. [Incorporated by reference from Exhibit 10.3 to the Company s Current Report on Form 8-K filed on July 6, 2007]
10.4	Securities Purchase Agreement between the Company and certain institutional accredited investors, dated January 21, 2010 [Incorporated by reference from Exhibit 10.1 to the Company s Current Report on Form 8-K filed on January 21,2010]

10.5	Form of Senior Secured Convertible Note [Incorporated by reference from Exhibit 10.2 to the Company s Current Report on Form 8-K filed on January 21 2010]
10.6	Form of Warrant [Incorporated by reference from Exhibit 10.3 to the Company s Current Report on Form 8-K filed on January 21 2010]
10.7	Form of Registration Rights Agreement [Incorporated by reference from Exhibit 10.4 to the Company s Current Report on Form 8-K filed on January 21 2010]
10.8	Form of Pledge Agreement [Incorporated by reference from Exhibit 10.5 to the Company s Current Report on Form 8-K filed on January 21 2010]
10.9	Voting Agreement between Company and Excelvantage Group Limited dated January 21, 2010 [Incorporated by reference from Exhibit 10.6 to the Company s Current Report on Form 8-K filed on January 21 2010]
10.10	Placement Agreement between the Company and FT Global Capital, Inc. dated January 21, 2010 [Incorporated by reference from Exhibit 10.7 to the Company s Current Report on Form 8-K filed on January 21 2010]
10.11	Joint Venture Agreement, dated September 28, 2010, by and among Jinhua Bada Group, Zhejiang Kandi Vehicles Co., Ltd., and Tianneng Power International Co., Ltd. [Incorporated by reference from Exhibit 10.1 to the Company s Form 10-Q filed on November 15, 2010]
10.12	Securities Purchase Agreement between the Company and certain institutional investors, dated December 21, 2010. [Incorporated by reference from Exhibit 10.1 to the Company s Current Report on Form 8-K filed on December 21, 2010]
10.13	The Agreement of Establishment Kandi New Energy Vehicles Co., Ltd. dated May 18, 2010, by and between Zhejiang Kandi Vehicles Co., Ltd. and Mr. Hu Xiaoming, and its supplement, dated January 31, 2011. [Incorporated by reference from Exhibit 10.13 to the Company s Annual Report on Form 10-K filed on March 31, 2011]
10.14	The Share Escrow and Trust Agreement, dated May 18, 2010, by and between Zhejiang Kandi Vehicles Co., Ltd. and Mr. Hu Xiaoming. [Incorporated by reference from Exhibit 10.14 to the Company s Annual Report on Form 10-K filed on March 31, 2011]
10.15	The Contractor Agreement, dated May 18, 2010, by and between Zhejiang Kandi Vehicles Co., Ltd. and Mr. Hu Xiaoming. [Incorporated by reference from Exhibit 10.15 to the Company s Annual Report on Form 10-K filed on March 31, 2011]
10.16	Loan Agreement dated January 31, 2011, by and between Zhejiang Kandi Vehicles Co., Ltd. and Mr. Xiaoming Hu [Incorporated by reference from Exhibit 10.1 to the Company s Form 10-Q filed on May 16, 2011]
10.17	Sales Contract, dated September 29, 2012, by and between, Zhejiang Kandi Vehicles Co., Ltd. and China Aviation Lithium Battery (Hangzhou) Co., Ltd. [Incorporated by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 1, 2012]
10.18	

Share Exchange Agreement, dated February 13, 2012, by and among, Kandi Technologies Corp., KO NGA Investment Limited and each of the shareholders of KO NGA Investment Limited. [Incorporated by reference from Exhibit 10.1 to the Company s Form 10-Q filed on May 15, 2012]

16.1	Letter from Gately & Associates, LLC. [Incorporated by reference from Exhibit 16.1 to the Company s Current Report on Form 8-K filed on August 14, 2007]
23.1	Consent of Albert Wong & Co.
31.1	Certification of CEO pursuant to Rule 13a-14 under the Securities Exchange Act of 1934.
31.2	Certification of CFO pursuant to Rule 13a-14 under the Securities Exchange Act of 1934.
32.1	Certification s of CEO and CFO Pursuant to 18 U.S.C. § 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.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

Exhibits filed herewith.

SIGNATURES

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

KANDI TECHNOLOGIES, GROUP, INC.

April 1, 2013 By: /s/ Hu Xiaoming
Hu Xiaoming
President and Chief Executive Officer

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

/s/ Hu Xiaoming Hu Xiaoming	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	April 1, 2013
/s/ Zhu Xiaoying	Chief Financial Officer and Director (Principal Financial Officer and Principal Accounting Officer)	April 1, 2013
/s/ Chen Liming	Director	April 1, 2013
/s/ Ni Guangzheng	Director	April 1, 2013
/s/ Jerry Lewin	Director	April 1, 2013
/s/ Henry Yu	Director	April 1, 2013
/s/ Qian Jingsong	Director	April 1, 2013