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# **MCVICAR INDUSTRIES INC.**

Unaudited Interim Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and nine months ended September 30, 2010 and 2009

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# MCVICAR INDUSTRIES INC.

Unaudited Interim Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and nine months ended September 30, 2010 and 2009

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**NOTICE OF NO AUDITOR REVIEW OF INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4 subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of McVicar Industries Inc. ("the Company") have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

# McVICAR INDUSTRIES INC.

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## Consolidated Balance Sheets

(Expressed in Canadian Dollars)

As at,

	September 30, 2010 (Unaudited)	December 31, 2009 (Audited)
<b>Assets</b>		
Current assets:		
Cash and cash equivalents (note 4)	\$ 8,206,049	\$ 6,864,021
Short-term investments (note 5)	3,076,471	2,826,566
Restricted cash (note 7)	769,500	1,447,143
Accounts receivable	9,749,429	8,020,285
Inventories (note 6)	6,639,064	7,056,056
Loans receivable from related parties (notes 16(c) and (d))	-	844,215
Prepaid expenses, advances and other receivables (notes 16(b) and 24)	928,808	838,361
	29,369,321	27,896,642
Rental deposit (note 18(a))	101,995	101,598
Long term receivables (note 24)	974,930	-
Long term investments (note 24)	482,428	-
Construction in progress (notes 9 and 10(b))	557,675	4,131,106
Property, plant and equipment (note 9)	9,399,060	7,291,176
Intangible assets (note 11(b))	203,977	670,580
Future income tax asset	290,500	290,500
Goodwill (note 11(a))	7,143,728	7,143,728
	\$ 48,523,614	\$ 47,525,330
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Current portion of long term loans payable (note 8)	\$ -	\$ 17,489
Notes payable (note 7)	1,539,000	2,759,382
Accounts payable and accrued liabilities (note 16(a))	5,412,239	6,013,615
Government compensation fund (note 12)	174,818	1,053,107
Income taxes payable	173,833	311,285
Future income taxes	487,974	-
	7,787,864	10,154,878
Future income taxes	-	569,439
	\$ 7,787,864	\$ 10,724,317
Non-controlling interests (note 19)	\$ 10,213,138	\$ 9,882,647
<b>Shareholders' equity:</b>		
Capital stock (note 13(a))	\$ 27,402,375	\$ 26,052,375
Warrants (note 13(d))	-	1,483,048
Contributed surplus (note 13(b))	2,825,771	1,130,284
	30,228,146	28,665,707
Retained earnings (deficit) (note 14)	272,445	(1,783,849)
Accumulated other comprehensive income (note 23)	22,021	36,508
	294,466	(1,747,341)
	\$ 30,522,612	\$ 26,918,366
	\$ 48,523,614	\$ 47,525,330

Commitments and contingencies (notes 10(b), 12, and 18)

Subsequent events (note 25)

The accompanying notes form an integral part of these consolidated financial statements.

Approved on behalf of the Board

"D. James Misener" Director

"Gang Chai" Director

# McVICAR INDUSTRIES INC.

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## Unaudited Interim Consolidated Statements of Operations and (Deficit)

(Expressed in Canadian dollars)

For the periods

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
Sales	\$ 8,243,312	\$ 9,519,705	\$ 25,572,461	\$ 26,579,956
Cost of goods sold	5,751,804	6,315,762	17,645,530	18,518,140
Gross profit	2,491,508	3,203,943	7,926,931	8,061,816
Expenses:				
General and administrative (note 16(a))	1,242,562	1,265,344	3,926,774	3,984,520
Amortization of plant and equipment	181,820	158,000	441,307	483,500
Amortization of intangible assets	48,463	77,827	193,818	233,482
Interest on long term loans	-	737	281	11,014
Loss on disposal of property, plant and equipment	-	48,200	-	157,260
Impairment of intangible assets (note 11(b))	238,720	-	238,720	-
(gain) loss on foreign exchange	-	151,362	(316)	214,060
Total operating expenses	1,711,565	1,701,470	4,800,584	5,083,836
Operating income	779,943	1,502,473	3,126,347	2,977,980
Other income (loss)	(16,231)	10,149	-	65,380
Investment (loss) gain on held-for-trading investments	38,037	643	(264,180)	(657)
Gain on increased investment in subsidiary (note 10(b))	152,203	-	419,639	-
Income on held for sale assets	-	-	-	371,673
Income before income taxes and non-controlling interest	953,952	1,513,265	3,281,806	3,414,376
Income taxes expenses (recovery)-current	(54,651)	189,762	168,777	453,303
Income taxes expense (recovery)-future	-	27,799	-	11,156
	1,008,603	1,295,704	3,113,029	2,949,917
Non-controlling interest after tax (note 19)	406,940	416,773	1,056,735	725,436
<b>Net income for the period</b>	<b>\$ 601,663</b>	<b>\$ 878,931</b>	<b>\$ 2,056,294</b>	<b>\$ 2,224,481</b>
(Deficit), beginning of period	(329,218)	(926,282)	(1,783,849)	(2,271,832)
<b>Retained earnings (Deficit), end of period</b>	<b>\$ 272,445</b>	<b>\$ (47,351)</b>	<b>\$ 272,445</b>	<b>\$ (47,351)</b>
Earnings per share:				
Basic	\$ 0.02	\$ 0.03	\$ 0.06	\$ 0.06
Diluted	\$ 0.02	\$ 0.03	\$ 0.06	\$ 0.06
Weighted average number of shares outstanding				
Basic	37,231,668	34,427,320	35,372,375	34,427,320
Diluted	37,231,668	34,427,320	35,372,375	34,427,320

The accompanying notes form an integral part of these unaudited interim consolidated financial statements.

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## Unaudited Interim Consolidated Statements of Comprehensive Income (Loss)

(Expressed in Canadian Dollars)

For the periods

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
Net income for the period	\$ 601,663	\$ 878,931	\$ 2,056,294	\$ 2,224,481
Other comprehensive income (loss)				
Foreign exchange gain (loss) on translating financial statements of self-sustaining subsidiaries	(442,771)	(350,604)	(14,487)	(1,006,937)
<b>Total Comprehensive income (loss)</b>	<b>\$ 158,892</b>	<b>\$ 528,327</b>	<b>\$ 2,041,807</b>	<b>\$ 1,217,544</b>

*The accompanying notes form an integral part of these unaudited interim consolidated financial statements.*

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## Unaudited Interim Consolidated Statements of Cash Flows

(Expressed in Canadian Dollars)

For the periods

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
<b>Cash provided by (used in):</b>				
<b>Operating activities:</b>				
Net income for the period	\$ 601,663	\$878,931	\$ 2,056,294	\$ 2,224,481
Add: Items not affecting cash:				
Amortization	300,866	568,939	980,977	1,465,658
Loss on disposal of property, plant and equipment	2,903	48,200	20,041	157,260
Impairment of intangible assets (note 11(b))	238,720	-	238,720	-
Future income taxes	-	27,799	-	11,156
Non-controlling interest	406,940	416,773	1,056,735	725,436
Stock-based compensation	187,176	17,583	271,112	112,056
Investment loss (gain) on held for trading investments	(38,037)	214	264,180	(371,459)
Gain on change of interest in subsidiary (note 10(b))	(152,203)	-	(419,639)	-
Change in non-cash items from operations (note 17)	1,027,415	(1,484,091)	(2,441,083)	574,305
<b>Net cash provided by operating activities</b>	<b>2,575,443</b>	<b>474,348</b>	<b>2,027,337</b>	<b>4,898,893</b>
<b>Financing activities:</b>				
Proceeds from (repayment of) notes payable (note 7)	(1,368,300)	1,060,292	(1,216,800)	(800,571)
Repayment of loans	-	(338,775)	(17,398)	(678,498)
Due to related party	-	-	123,288	-
Shares to be issued	-	-	1,350,000	-
Proceeds from government compensation for moving	-	-	-	1,235,977
<b>Net cash provided by financing activities</b>	<b>(1,368,300)</b>	<b>721,517</b>	<b>239,090</b>	<b>(243,092)</b>
<b>Investing activities:</b>				
Business acquisitions (note 10(b))	(122,000)	-	(365,280)	(40,000)
Payments for short-term investments	(42,451)	(365,330)	(1,224,090)	(365,330)
Proceeds from short-term investments	244,041	-	968,106	438,557
Proceeds from disposal of equity investment	-	623,528	-	623,528
Loans from related parties	-	-	762,500	91,080
Loans to related parties	-	(786,169)	-	(786,169)
Proceeds from disposal of plant and equipment	460,590	-	460,590	-
Purchase of property, plant and equipment	(291,042)	(539,643)	(1,537,636)	(796,584)
<b>Net cash (used in) investing activities</b>	<b>249,138</b>	<b>(1,067,614)</b>	<b>(935,810)</b>	<b>(834,918)</b>
Effect of exchange rate changes on cash and cash equivalents:	(135,306)	(618,429)	11,411	(1,007,518)
<b>Net change in cash and cash equivalents</b>	<b>1,320,975</b>	<b>(490,178)</b>	<b>1,342,028</b>	<b>2,813,365</b>
Cash and cash equivalents, beginning of the period	6,885,074	10,067,613	6,864,021	6,764,070
<b>Cash and cash equivalents, end of the period (note 4)</b>	<b>\$ 8,206,049</b>	<b>\$ 9,577,435</b>	<b>\$ 8,206,049</b>	<b>\$ 9,577,435</b>

See note 17 for supplementary cash flow information.

*The accompanying notes form an integral part of these consolidated financial statements.*

## Notes to the Unaudited Interim Consolidated Financial Statements

(Expressed in Canadian dollars, unless otherwise indicated)

September 30, 2010

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### 1. The Company and nature of operations

McVicar Industries Inc. (the "Company" or "McVicar") was incorporated under the Business Corporations Act (Ontario) on February 19, 2003.

The Company holds a 90.5% interest in its Hong Kong subsidiary McVicar (Hong Kong) Advanced Materials Co. Ltd. ("MAM"), and a 52.9% (December 31, 2009 - 48.6%) interest in a Canadian publicly listed company JITE Technologies Inc. ("JITE"). The Company is now operating in two different segments:

(a) Chemical industry: develops, manufactures and supplies specialized fine chemical products used in pharmaceutical and cosmetic industries;

(b) Technical industry: designs, manufactures and supplies electronic and electrical connection devices for security, industrial control, automation, telecommunication and power supply industries.

### 2. Basis of presentation

These unaudited interim consolidated financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") for interim financial statements. Accordingly they do not contain all of the disclosures required by Canadian GAAP for annual financial statements. These unaudited interim consolidated financial statements should be read in conjunction with the Company's most recent audited annual consolidated financial statements for the year ended December 31, 2009, as they follow the same accounting policies and methods of their application as the annual consolidated financial statements for the year ended December 31, 2009. All amounts in these consolidated financial statements are in Canadian dollars unless indicated with a "RMB" to represent the Chinese Renminbi.

The consolidated financial statements of the Company include the accounts of the Company and its subsidiaries, and the principal subsidiaries of the Company are:

(i) Jite Technologies Inc. ("JITE") (interest of 52.9% (December 31, 2009 - 48.6%)), is a publicly listed company on the TSX-V (TSX-V: JTI). The core business of JITE is the development, manufacture and sales primarily in North America and China of terminal blocks used in security, elevator, railway and automation systems. JITE has a wholly owned subsidiary, Jite (Hong Kong) Limited ("Jite Hong Kong"), which owns 100% of Jite Industrial (Shenzhen) Co. Ltd. ("Jite Shenzhen") and 100% of Jite Industrial (Kunshan) Co., Ltd ("Jite Kunshan"). Jite Kunshan was incorporated on October 9, 2009 by Jite Hong Kong in Jiangsu Province, China with a total registered capital of US\$20,000,000 (see note 10(b)).

(ii) McVicar (Hong Kong) Advanced Materials Co. Ltd. ("MAM"), (interest of a 90.5% (2009 - 90.5%)), whose major operating subsidiary companies are a 100% owned Zhejiang Hongbo Chemical Co. Ltd. ("Hongbo"), a 100% owned Hangzhou Changlong Chemical Co. Ltd. ("Changlong"), a 100% owned McVicar (Hang Zhou) Management Co. Ltd., ("McVicar (HZ)"), and an indirect 80% interest in Luyuan Chemical Co. Ltd. ("Luyuan") which is held by Hongbo. The principal activities of all these chemical subsidiaries are the development, manufacture and sales of specialized refined chemical products used in pharmaceutical and cosmetic industries both in China and international markets.



## Notes to the Unaudited Interim Consolidated Financial Statements

(Expressed in Canadian dollars, unless otherwise indicated)

September 30, 2010

### 3. Future accounting changes

#### (a) International Financial Reporting Standards ("IFRS")

The CICA Accounting Standards Board has announced that Generally accepted accounting principles ("GAAP") in Canada will cease to apply and will be replaced by International Financial Reporting Standards (IFRS), as published by the International Accounting Standards Board. Publicly accountable enterprises will be required to adopt IFRS on or by January 1, 2011. The Company will issue its initial consolidated financial statements under IFRS, including comparative information, not later than for the quarter ended March 31, 2011. The Company is currently monitoring and assessing the impact of the convergence of Canadian GAAP and IFRS.

#### (b) Business Combinations

In January 2009, the CICA issued Handbook Section 1582, Business Combinations. This new section will be applicable to business combinations for which the acquisition date is on or after the Company's interim and fiscal year beginning January 1, 2011. Early adoption is permitted. This section improves the relevance, reliability and comparability of the information that a reporting entity provides in its financial statements about a business combination and its effects. The Company is currently assessing the impact of the adoption of this new section on the consolidated financial statements.

#### (c) Consolidated Financial Statements

In January 2009, the CICA issued Handbook Section 1601, Consolidated Financial Statements. This new section will be applicable to financial statements relating to the Company's interim and fiscal year beginning on or after January 1, 2011. Early adoption is permitted. This section establishes standards for the preparation of consolidated financial statements. The Company is currently assessing the impact of the adoption of this new section on the consolidated financial statements.

#### (d) Non-Controlling Interests

In January 2009, the CICA issued Handbook Section 1602, Non-Controlling Interest. This new section will be applicable to financial statements relating to the Company's interim and fiscal year beginning on or after January 1, 2011. Early adoption is permitted. This section establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. The Company is currently assessing the impact of the adoption of this new section on the consolidated financial statements.

#### (e) Multiple Deliverable Revenue Arrangements

In December 2009, the CICA issued EIC 175 – "Multiple Deliverable Revenue Arrangements" replacing EIC 142 – "Revenue Arrangements with Multiple Deliverables". This abstract was amended to: (1) provide updated guidance on whether multiple deliverables exist, how the deliverables in an arrangement should be separated, and the consideration allocated; (2) require, in situations where a vendor does not have vendor-specific objective evidence ("VSOE") or third-party evidence of selling price, that the entity allocate revenue in an arrangement using estimated selling prices of deliverables; (3) eliminate the use of the residual method and require an entity to allocate revenue using the relative selling price method; and (4) require expanded qualitative and quantitative disclosures regarding significant judgments made in applying this guidance. The accounting changes summarized in EIC 175 are effective for fiscal years beginning on or after January 1, 2011, with early adoption permitted. Adoption may either be on a prospective basis or by retrospective application. If the Abstract is adopted early, in a reporting period that is not the first reporting period in the entity's fiscal year, it must be applied retroactively from the beginning of the company's fiscal period of adoption. The Company expects to adopt EIC 175 effective January 1, 2011. The Company does not believe the standard will have a material impact on its consolidated financial statements.

### 4. Cash and cash equivalents

	September 30, 2010	December 31, 2009
Cash	\$ 8,206,049	\$ 6,664,021
Cash equivalents	-	200,000
	\$ 8,206,049	\$ 6,864,021

**Notes to the Unaudited Interim Consolidated Financial Statements**

(Expressed in Canadian dollars, unless otherwise indicated)

September 30, 2010

**5. Short-term investments:**

Short-term investments consist of investments classified as held-for-trading and measured at fair value, which include the following amounts.

	September 30, 2010	December 31, 2009
GIC	\$ 707,027	\$ 1,293,559
Shares of publicly traded companies	2,369,344	1,533,007
	\$ 3,076,471	\$ 2,826,566

Interest rates on the Guaranteed Investment Certificates (GIC), held at a major Canadian chartered bank, range from prime rate minus 2.05% to 1.75%. The GICs mature within one year from the date of acquisition.

Included in shares is approximately \$738,720 (RMB4,800,000) (December 31, 2009 - \$797,134; RMB5,199,830) invested in Chinese stock markets by a consulting company that is controlled by a director of JITE to manage short-term investments under Jite Shenzhen's name. Pursuant to the terms of the agreement, the consulting company will guarantee the principal amount of the investment and will be compensated 20% of any net gains in the portfolio when realized. The agreement can be cancelled by either party with three months notice. There is no agreed time period within which the related company has to pay any shortfall of the principal amount invested; therefore the amount of the guarantee is subject to measurement uncertainty. The principal amount of the investment was \$738,720 (RMB4,800,000)(December 31, 2009 - \$735,840 (RMB4,800,000 )), and the market value based on quoted prices as at September 30, 2010 was \$629,701 (RMB4,091,622) ( December 31, 2009 - \$797,134; RMB5,199,830 net of 20% of commission to the consultant). Since the principal was guaranteed by the consultant the investment was recorded at principal costs, and \$60,598 (RMB399,830) of unrealized loss in the nine months period were recognized in the consolidated statements of operations.

Included in the shares are also \$101,456 (December 31, 2009 - \$149,965) invested in Canadian listed shares. The costs are \$128,965 and \$27,509 unrealized loss was recorded in the nine months period.

Included in the shares investments are \$1,529,268 (RMB9,936,760) (December 31, 2009 - \$585,905; RMB3,821,995) invested in Chinese stock markets by the Company's subsidiary McVicar Hangzhou. The costs are \$1,826,781 (RMB11,869,922) and \$176,073 (RMB1,157,612) unrealized loss was recorded in the nine months period.

**6. Inventories**

	September 30, 2010	December 31, 2009
Raw materials	\$ 1,341,391	\$ 1,667,846
Parts and work in process	1,709,726	1,761,806
Finished goods	3,587,947	3,626,404
	\$ 6,639,064	\$ 7,056,056

The amount of inventories recognized as an expense during the nine months ended September 30, 2010 was \$17,645,530 (2009 - \$18,518,140). As at September 30, 2010, a total impairment provision of \$672,177 (December 31, 2009 - \$760,584) was made for the inventories. As at September 30, 2010 and December 31, 2009 all the inventories are stated at cost.

## Notes to the Unaudited Interim Consolidated Financial Statements

(Expressed in Canadian dollars, unless otherwise indicated)

September 30, 2010

### 7. Notes payable

As at September 30, 2010, Hongbo, a subsidiary of the Company, had a line of credit with a bank in China for a total amount of \$3,078,000 (RMB20,000,000) (December 31, 2009 - \$3,066,000; RMB20,000,000), of which \$1,769,850 (RMB11,500,000), was secured by Hongbo's real estate with a net book value as at September 30, 2010 of \$1,592,039 and the remaining amount of \$1,154,250 (RMB7,500,000) was guaranteed by Jite Shenzhen. The credit line bears an interest rate of 0.05% daily once withdrew.

The credit facility can be used for the issuance of notes payable up to a maximum book value of \$6,156,000 (RMB40,000,000), of which funds for half of such notes if issued must be deposited in the bank by Hongbo. As at September 30, 2010, Hongbo had utilized \$769,500 (RMB5,000,000) (December 31, 2009 - \$1,379,700; RMB9,000,000) of the facilities by issuing \$1,539,000 (RMB10,000,000) (December 31, 2009 - \$2,769,382; RMB18,000,000) in the form of notes payable. Notes payable are all due within 6 months from the issuance dates. Included in restricted cash as at September 30, 2010 was a deposit of \$769,500 (RMB5,000,000) (December 31, 2009 - \$1,379,700; RMB9,000,000) or half the amount of these notes payable, and \$nil (December 31, 2009 - \$67,443; RMB440,000) bank deposit required for the issue of other letters of credit.

### 8. Loans payable

As at September 30, 2010, the outstanding balance of bank loans owed by JITE was \$nil (December 31, 2009 - \$17,489 (RMB114,086)). The bank loans were initially borrowed in 2006 for the purchase of equipment, bearing an effective interest rate of 10.7% per annum with blended monthly principal and interest payments, and secured by equipment with a net book value of \$317,029 (RMB2,068,030) as at December 31, 2009.

Total interest paid for the year ended December 31, 2009 was \$10,088.

The loans and interests were fully repaid by JITE in the first quarter of 2010.

### 9. Property, plant and equipment

September 30, 2010	Cost	Accumulated amortization	Net book value
Land use rights	\$ 1,911,407	\$ 10,860	\$ 1,900,547
Buildings	5,149,896	713,470	4,436,426
Leasehold improvements	716,608	544,530	172,078
Furniture, fixtures and office equipment	791,846	542,238	249,608
Manufacturing equipment (ii)	2,434,423	985,172	1,449,251
Metal and plastic moulds	1,704,720	1,094,458	610,262
Other equipment (ii)	548,523	228,239	320,284
Transportation equipment	436,055	175,451	260,604
	<u>\$ 13,693,478</u>	<u>\$ 4,294,418</u>	<u>\$ 9,399,060 (i)</u>
Construction in progress – buildings (v)	\$ 566,734	\$	\$ 566,734

The amortization expense for the nine months ended September 30, 2010 was \$787,159 of which \$345,852 was included in costs of goods sold in the statement of operations.

(i) During the period, the Company wrote-off \$894,802 net book value of fixed assets relating to the chemical business. This is the result of the impairment review undertaken by the Company. The review indicated that the value of the assets has been adversely impacted by the suspension of production in Changlong after the period. See note 12. The write down was recorded against the government compensation fund liability and there was no impact on the statements of operations for the nine months period in 2010.

During the period the Company's subsidiary Jite disposed equipment of net book value of \$1,217,366 to entities that Jite has equity investments at net book value. See note 24.

**Notes to the Unaudited Interim Consolidated Financial Statements**

(Expressed in Canadian dollars, unless otherwise indicated)

September 30, 2010

**9. Property, plant and equipment (continued)**

December 31, 2009	Cost	Accumulated amortization	Net book value
Buildings	\$ 2,323,875	\$ 127,999	\$ 2,195,876
Leasehold improvements	937,187	397,051	540,135
Furniture and fixtures	865,840	498,143	367,697
Manufacturing equipment (ii)	4,285,257	1,148,724	3,136,532
Metal and plastic moulds	1,435,071	798,224	636,847
Other equipment (ii)	417,601	127,909	289,692
Transportation equipment	220,721	96,326	124,396
	\$ 10,485,552	\$ 3,194,376	\$ 7,291,176
Construction in progress – buildings (iv)	\$ 4,001,161	\$ -	\$ 4,001,161
Construction in progress - equipment	129,945	-	129,945
	\$ 4,131,106	\$ -	\$ 4,131,106

The amortization expense for the year ended December 31, 2009 was \$1,487,833 of which \$793,530 was included in costs of goods sold in the statement of operations.

(ii) During the year 2009, the Company wrote-off \$153,300 (RMB1,000,000) fixed assets relating to the chemical business. This is the result of the annual impairment review undertaken by the Company. The review indicated that the value of the assets has been adversely impacted by the temporary suspension of production in Luyuan (See note 18(b)).

(iii) Also included in the construction in progress was \$496,348 (RMB3,173,579) (December 31, 2009 - \$476,235; RMB3,103,579) paid by Hongbo for a conditional acquisition of a building in construction with land use rights that are connected to the existing plant of Hongbo. The completion of the acquisition is under the Company's discretion.

**10. Acquisitions and disposal****(a) McVicar (Hong Kong) Advanced Materials Co. Ltd., ("MAM")**

On January 7, 2009, the Company announced that MAM, a 90.5% owned subsidiary, reached an arm's length agreement with Sanlong Holdings Co. Ltd. ("Sanlong") to exchange Sanlong's 9.5% equity interest in MAM for a 38% equity interest in Changlong. This transaction was not closed up to date. In connection with this transaction on December 30, 2009, MAM further reached an agreement with Sanlong to purchase a 38% equity interest in Changlong for cash consideration of RMB 9,405,000 (\$1,470,942). Upon closing the transaction, McVicar will have a 100% interest in MAM, and MAM will have a 100% interest in Changlong. A condition to complete the transaction is the smooth moving of Changlong (see Note 12). As the moving of Changlong is of uncertainty, management of the Company cannot reliably estimate whether the transaction will be completed and when.

## Notes to the Unaudited Interim Consolidated Financial Statements

(Expressed in Canadian dollars, unless otherwise indicated)

September 30, 2010

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### 10. Acquisitions and disposal (continued)

#### (b) JITE Technologies Inc. ("JITE")

In the first quarter of 2009, the Company purchased 237,500 of JITE's shares for cash consideration of \$40,000, representing 1.1 % of its shares outstanding, through the open market. As a result, the Company's interest in JITE was increased to 48.6% from 47.5%. As a result of a voting agreement with another shareholder, and control of the Board of Directors, the Company, in substance, controlled JITE and, accordingly, consolidates its financial position and results of operations with effect from January 19, 2007.

In the nine months period ended September 30, 2010, the Company purchased 905,500 of JITE's shares for cash consideration of \$365,280 from the open market, representing 4.3% of JITE's shares outstanding. As a result the Company's interest in JITE was increased from 48.6% to 52.9%. A gain of \$419,639 was recorded into income statement due to the purchase.

On October 9, 2009, Jite registered its wholly-owned subsidiary of Jite Kunshan in the Kunshan Economic and Technological Development Zone, in Jiangsu Province, China with a total registered capital of USD\$20,000,000. Pursuant to local law, US\$4,000,000 or 20% of its registered capital is required to be invested within three months from the date of registration, and was paid as at December 31, 2009, with the remaining balance to be invested within the following two years. Kunshan Economic and Technological Development Zone, located to the Northwest of Shanghai City, was approved as a state-level economic development zone in August 1992, and it is one of the largest electronic manufacturing bases in China.

Jite is working on the development of an optimal strategic expansion plan for the Kunshan plant. The expectation is that the resulting expansion plan will not only both keep existing business operations steady and minimize capital expenditures in the short term, but also fit the Company's business growth strategy in the long run. Currently management has not yet determined when and what kind of prospective project would be put in the Kunshan plant under the current economic circumstances.

#### (c) McVicar (Hang Zhou) Management Co. Ltd., ("McVicar (HZ)")

In September 2008, the Company incorporated a wholly-owned subsidiary McVicar (Hang Zhou) Management Co. Ltd., ("McVicar (HZ)") with a total registered capital of US\$2,000,000. Pursuant to Chinese law, 15% of registered capital or US\$ 300,000 is required to be deposited within three months (paid as at June 30, 2010), with the remaining balance to be invested within two years from the date of registration. McVicar (HZ) serves as the Company's Chinese operational office aiming to centralize the Company's chemical subsidiaries, R&D resources and sales. See also note 25 (c).

#### (d) Divestiture

On June 9, 2009, the Company obtained Chinese government approval for the sale of its 27% equity interest in Sino Lion Nanjing Ltd., ("Sino Lion") in Jiangsu province, China. The withdrawal agreement, valued at US \$850,000 in cash, was initially signed on October 2, 2008 with Ascend Technologies Ltd., a holding company controlled by one of the directors of Sino Lion (USA) Ltd. This 27% equity investment was acquired in 2006 for cash consideration of US\$1,000,000. The reason to divest this investment was mainly due to the fact that Sino Lion had not been able to achieve its expected results, and incurred significant operating losses since inception, as a result of its potential major customer delaying orders indefinitely. This disposal has no material impact on the other chemical businesses which the Company currently owns and controls.

This investment was recorded as held for sale as at December 31, 2008 at its carrying value of \$733,935. For the year ended December 31, 2009, the Company recognized a \$254,190 gain on divestiture in the consolidated statements of earnings upon close of the transaction.

As of December 31, 2009, total divestiture proceeds amounting to US\$850,000 (\$890,284) were fully received.

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### 11. Goodwill and intangible assets

The goodwill and intangible assets result mainly from the acquisition of JITE, Hongbo and Changlong in 2007 and the acquisition of additional shares of MAM in 2008. The purchase price was allocated to finite-life intangible assets with any excess reflected as goodwill.

The movement in the carrying amount of goodwill in the periods were as follows:

	Goodwill in Jite	Goodwill in MAM	Total Value
Balance, December 31, 2008	\$ 4,778,550	\$ 4,442,315	\$ 9,220,865
Impairment (Note 10(b))	(2,077,137)	-	(2,077,137)
	-	-	-
Balance, December 31, 2009 and September 30, 2010	\$ 2,701,413	\$ 4,442,315	\$ 7,143,728

As at December 31, 2009, the Company completed an impairment analysis and determined, as a result of unexpected revenue declines and the evident failure to achieve revenue growth targets due to global economic weakness, that goodwill previously acquired in relation to technical segment's operations was impaired by \$2,077,137 and goodwill related to the chemical segment's operations was impaired by \$nil.

In relation to the uncertainty of the moving of Changlong, see note 12, the Company has completed an impairment analysis and determined that the total goodwill of \$4,442,315 for the chemical segment was not impaired as at September 30, 2010.

#### (b) Intangible assets

Intangible assets arose as a result of the acquisitions of JITE and MAM. The balances were as follows:

September 30, 2010				
	Cost	Impairment	Accumulated amortization	Net book value
Non-contractual customer relationships	\$ 1,214,513	\$ 326,346	\$ 859,811	\$ 28,356
Below market lease agreement	205,909	89,924	85,800	30,185
Land use rights	156,400	-	8,464	145,436
	\$ 1,599,922	\$ 416,270	\$ 954,076	\$ 203,977
December 31, 2009				
	Cost	Impairment	Accumulated amortization	Net book value
Non-contractual customer relationships	\$ 1,214,513	\$ 87,626	\$ 683,156	\$ 443,731
Below market lease agreement	205,909	89,924	68,636	47,349
Land use rights	179,500	-	-	179,500
	\$ 1,599,922	\$ 177,550	\$ 751,792	\$ 670,580

In the nine months period ended September 30, 2010, the Company completed an impairment analysis and determined that intangible assets related to Changlong's customer relationships were impaired by \$238,720 due to the pending of moving.

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### 12. Pending relocation of Changlong plant

In May 2009, Changlong, a subsidiary of the Company, reached an arm's length agreement in principal with Longshan Chemical Co., Ltd. ("Longshan"), on its factory relocation. Changlong's current location has been expropriated by the local government due to local government municipal development requirements. Changlong, along with Longshan who owns the land use rights which Changlong leases, are to be moved to a new location granted by the government. Pursuant to the agreement, the total amount of government compensation fund attributed to Changlong will be RMB8,508,614 (\$1,309,476), of which 85% or RMB7,232,322 (\$1,113,054) was received in the year 2009 after the signing of the agreement, and the remaining 15% or RMB1,276,292 (\$196,421) will be receivable after completion of the move.

The compensation received was recorded on the consolidated balance sheet as government compensation fund liability and will be reversed upon payment for the purchase of equipment, building and other expenses associated with the moving expenditures. As the estimated moving expenditures plus the impairment of assets not movable will be less than the government compensation refund, no provision or impairments on its long-lived assets were recognized in the year 2009.

In October 2009, Changlong further reached a ten-year building lease agreement with Longshan regarding the term and rental at the new site. Pursuant to the lease agreement, the building will be built, owned by Longshan, and then rented to Changlong for ten years starting from January 1, 2010 to December 31, 2019. The annual rental will be RMB680,000 (\$104,652) for the first three years. In subsequent years, the rental will be subject to an inflation rate adjustment up to a maximum rate of 10% every three years. The exact adjustment rate would be ultimately determined by the actual inflation rate in the future in Hangzhou, China.

From the second quarter of 2010, Changlong had been required by the government to stop production activities and to start for the move. However, as of the date the Company has not received a specific notice from Longshan for the time and details of the moving arrangements and management of the Company currently cannot reliably estimate the timing and consequences of the move. The Company is currently looking for another location in case the moving agreement with Longshan will not be executed. The Company has written off most of the plant and equipment assets of Changlong with a net book value of \$894,802 as at September 30, 2010 against the government compensation fund liability (see note 9(i)). The Company also has reviewed the value of other assets including intangible assets, goodwill and concluded that no further write off is necessary for goodwill but the intangible assets were written down by \$238,720 (see note 11(b)). The uncertainty of the move will significantly impact Changlong's operations in 2010 and 2011 as the sales will be affected and Changlong may not be able to meet some customer's orders.

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September 30, 2010

**13. Share capital****(a) Authorized and issued**

The Company's authorized capital stock consists of an unlimited number of common shares.

**Issued and outstanding**

Common shares	Number of shares	Amount
Balance, December 31, 2008	34,427,320	\$ 26,052,375
Balance, December 31, 2009	34,427,320	\$ 26,052,375
Shares issued for cash	3,000,000	\$ 1,350,000
Balance, September 30, 2010	37,427,320	\$ 27,402,375

During the period ended September 30, 2010, the Company completed a non-brokered private placement and issued 3,000,000 common shares to investors at a price of \$0.45 per share for total consideration of \$1,350,000.

**(b) Contributed surplus**

Balance, December 31, 2008	\$ 1,067,281
Share of stock-based compensation expense of subsidiary	63,003
Balance, December 31, 2009	\$ 1,130,284
Expired of warrants	1,483,048
Options granted and vested (note 13(c))	148,106
Share of stock-based compensation expense of subsidiary	58,673
Balance, September 30, 2010	\$ 2,825,771

**(c) Stock-based compensation plan**

The Company has established a common share purchase option plan for directors, officers, employees and consultants. Options are granted at a price no lower than the market price of the common shares at the time of the grant less allowable discounts.

In 2008, the Company granted 1,175,000 options which vested immediately. Each option entitles the holder to purchase one common share of the Company at an exercise price of \$1.10 on or before September, 2013. The options were valued using Black-Scholes option valuation model at \$318,517. The assumptions used in the valuation of the 1,175,000 options include: (i) risk-free interest rate of 2.78%; (ii) expected option life of 5 years; (iii) expected volatility of 76% and (iv) expected dividend yield of 0%.

In June 2010, the Company granted 1,330,000 options to employees and directors. Each option entitles the holder to purchase one common share of the Company at an exercise price of \$0.50 on or before June 8, 2015. The options are vesting within a year, with one fourth of the options vesting in each quarter after the grant date. The options were valued using Black-Scholes option valuation model at \$444,316 that will be amortized over the vesting period. The assumptions used in the valuation of the 1,330,000 options include: (i) risk-free interest rate of 2.4%; (ii) expected option life of 5 years; (iii) expected volatility of 86% and (iv) expected dividend yield of 0%.

In the nine months period ended September 30, 2010 the Company recorded stock-based compensation expense related to its stock option program of \$271,112 (2009 – \$112,056), of which \$123,006 (2009– \$112,056) was from JITE. Of the stock-based compensation expense, \$261,016 (2009 - \$46,101) was for employees and \$10,096 (2009 - \$65,955) for non-employees.



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September 30, 2010

### 13. Share capital (continued)

A summary of the Company's options granted and exercised is presented below:

	Options Outstanding	Weighted average exercise price
Options outstanding, December 31, 2008	1,495,000	\$ 1.10
Exercised	(130,000)	1.10
Expired	(405,000)	1.10
Options outstanding, December 31, 2009	960,000	\$ 1.10
Granted	1,330,000	0.50
Expired	(150,000)	1.10
Options outstanding, September 30, 2010	2,140,000	\$ 0.80

The following table summarizes information about the options outstanding and exercisable at September 30, 2010:

Options outstanding			Options exercisable		
Exercise Price	Outstanding number	Weighted average remaining contractual life (years)	Weighted average exercise price	Number exercisable	Remaining contractual life
\$ 1.10	810,000	3.00	\$1.10	810,000	3.00 years
\$ 0.50	1,330,000	4.67	\$0.50	332,500	4.67 years
	2,140,000	3.97	\$0.80	1,142,500	3.97 years

### (d) Warrants

The Company has issued warrants as follows:

	Number of warrants	Amount
Balance, December 31, 2008	3,907,914	\$ 1,483,048
Balance, December 31, 2009	3,907,914	\$ 1,483,048
Warrants expired	(3,907,914)	(1,483,048)
Balance, September 30, 2010	-	\$ -

A summary of the Company's warrants granted and exercised is presented below:

	Warrants Outstanding and exercisable	Weighted-Average Exercise price
Warrants outstanding, December 31, 2008	3,907,914	\$1.83
Warrants outstanding, December 31, 2009	3,907,914	\$1.83
Warrants expired	(3,907,914)	\$1.83
Warrants outstanding, September 30, 2010	-	\$ -

## Notes to the Unaudited Interim Consolidated Financial Statements

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### 14. Retained Earnings (Deficit)

Pursuant to Chinese laws all foreign entities are required to set aside a portion of their net income each year as a general reserve fund and an expansion fund until the balance of the fund has reached 50% of the entity's registered capital. This fund is only eligible for distribution to shareholders at the time of winding up the foreign entity. The funds accumulated as at September 30, 2010 were \$1,058,393 (RMB6,877,146) (December 31, 2009 - \$1,042,306; RMB6,799,126) and are included as part of retained earnings.

### 15. Income Taxes

The Company currently operates its business in Canada, People's Republic of China ("PRC") and Hong Kong. Each subsidiary's unconsolidated earnings are taxed differently under each jurisdiction tax system.

The combined Canadian federal and provincial tax rate is 31.0% (2009 – 33.0%). Pursuant to the relevant laws and regulations in the PRC, Jite Shenzhen was subject to income tax at an effective rate of 22% in 2010 (2009 – 20%) on income as reported in their statutory financial statements. Under the Hong Kong tax regime, earnings are tax-exempt if both sales and production are conducted outside of Hong Kong territory. Accordingly, the effective tax rate for Hong Kong-based subsidiaries is 0%.

Hongbo, qualified as a foreign-owned company in China, is eligible for a two-year income tax exemption and an additional three years at half of the normal income tax rate in China. As a result, Hongbo is in the second year of the three years for half tax rate and is subject to an effective rate of 12.5% in 2010 (2009 – 12.5%).

Changlong and Luyuan are subject to an effective income tax rate of 25% (2009- 25%).

### 16. Related party transactions

In addition to the related party transactions as disclosed in note 18(c), the Company has the following related party transactions:

(a) Included in accrued liabilities as at September 30, 2010 was \$50,000 (December 31, 2009- \$100,000) payable to GC Consulting & Investment Corp., a company controlled by a director of the Company for consulting fees charged in 2010 to Jite. This amount is unsecured, non-interest bearing with no fixed terms of repayment. The total amount of \$50,000 (2009 - \$75,000) charged during the first nine months of 2010 was included in the general and administrative expenses of Jite. For the nine months period ended September 30, 2010, the Company's Canadian office also paid a total of \$108,000 management fees to GC Consulting & Investment Corp.

Included in the accounts payable as at September 30, 2010 was \$125,241 (RMB813,779) due to the same director. In the second quarter of 2010 the director made the loan to the Company's subsidiary McVicar Hangzhou. The loan is non-interest bearing, with no fixed schedule of repayment, and is due on demand.

(b) Included in the advances and deposits as at September 30, 2010 were employee loans outstanding in the amount of \$15,000 (December 31, 2009 – \$72,561). These loans were advanced to former officers of the Company, were non-interest bearing and unsecured.

(c) Loan receivable from a former related party of \$nil (December 31, 2009 – \$77,720 (RMB236,786)) is a term loan to a former officer of the Company's subsidiary in China. Total interest received for the six months ended September 30, 2010 was \$nil (2009 – \$ 7,978).

(d) Loan receivable of \$766,495 (RMB5,000,000) as at December 31, 2009 was a six-month term loan to a company controlled by a director of the Company's subsidiary in China. This term loan was unsecured, non-interest bearing and was repaid on January 1, 2010.

(e) See also Note 5.

All transactions with related parties are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

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**17. Supplementary cash flow information:**

## Change in non-cash items from operations

	Three months ended September 30, <b>2010</b>	Three months ended September 30, <b>2009</b>
Decrease (increase) in restricted cash	\$ 684,414	\$ (429,659)
Decrease (increase) in accounts receivable	1,256,254	(1,041,256)
Decrease (increase) in prepaid expenses, advances and other receivables	66,087	(275,348)
Increase in inventories	(449,088)	(240,714)
(Decrease) increase in accounts payable and accrued liabilities	(620,252)	862,886
	<b>\$ 937,415</b>	<b>\$ (1,484,091)</b>
Cash paid for interest	\$ -	\$ 737
Cash paid for income tax	30,746	-

## Change in non-cash items from operations

	Nine months ended September 30, <b>2010</b>	Nine months ended September 30, <b>2009</b>
Decrease (increase) in restricted cash	\$ 675,315	\$ 575,030
(Increase) in accounts receivable	(1,551,756)	(650,671)
(Increase) in prepaid expenses, advances and deposits and other receivables	(947,132)	(255,358)
Decrease in inventories	241,810	256,026
(Decrease) increase in accounts payable and accrued liabilities	(859,320)	639,278
	<b>\$ (2,441,083)</b>	<b>\$ 574,305</b>
Cash paid for interest	\$ 281	\$ 10,072
Cash paid for income tax	507,059	-

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**18. Commitments and contingencies****(a) Operating leases:**

The Company and its subsidiaries have entered into various operating lease agreements for leased premises in the normal course of operations, with the rents being charged to operations in the year to which they relate. The consolidated minimum lease payments for future periods of 12 months ending June 30 (net of payments from sublets) are as follows:

		<b>McVicar</b>		<b>JITE</b>		<b>Total</b>
2011	\$	153,573	\$	494,281	\$	647,854
2012		107,394		495,832		603,226
2013		104,652		494,696		599,348
2014		112,501		462,383		574,884
2015 and after		638,900		738,118		1,377,018
	\$	1,117,020	\$	2,685,310	\$	3,802,330

Rental deposit of \$101,995 (RMB662,740) was paid as by Jite that can be used to pay the last two months' rent.

**(b) Legal proceedings, disputes settlements, and resuming of operations of Luyuan**

See note 25(b) for the subsequent settlement of the following disputes and resuming of operations of Luyuan.

The Company and its subsidiaries are from time to time subject to legal actions, both as a defendant and as a plaintiff, arising in the normal course of business. The following is a summary of a significant legal matter involving the Company.

In 2008, The Company's subsidiary, Luyuan Chemical Co., Ltd., was a defendant in seven lawsuits filed by six individuals requesting Luyuan to repay loans and interest that were allegedly borrowed by Luyuan before being acquired by Hongbo in April 2008, and one lawsuit filed by a former employee of Luyuan for wrongful dismissal. In 2009 the local court has ruled against Luyuan. As of September 30, 2010, the total amounts in connection with these legal proceedings determined by the court rulings was RMB2,402,100 (\$369,693) of principal and RMB742,699 (\$114,301) of compounded interest, and some contingent interest to be determined.

Based on the original purchase agreement signed by Hongbo, Luyuan has a strong defence to all these claims and thus could reclaim all these pending payments against Luyuan's previous shareholder, who, as an existing minority shareholder and current co-defendant in these lawsuits, guaranteed all of the existing and any contingent liabilities incurred prior to the period of acquisition.

Luyuan as a limited liability company was short in cash for the payments of the obligations. Some of Luyuan's equipment with a value of RMB250,000 (\$38,475) and inventory with a value of RMB334,142 (\$51,424) were seized by court orders. In July 2009, the operation of Luyuan was suspended.

Subsequent to September 30, 2010, the Company has been able to negotiate with those plaintiffs to settle the disputes by the Company paying approximately RMB1,600,000 (\$246,240) to the plaintiffs. The settlement agreements have been signed with those plaintiffs in October 2010 and the Company has paid the amount. As of today's date, all the disputes have been settled and the Company's 80% ownership interest in Luyuan are free of charges. The Company is in the progress of resuming the operations of Luyuan.

Luyuan has accrued \$246,240 (RMB1,600,000) for the contingent liabilities as at September 30, 2010 (December 31, 2009 - \$367,200; RMB2,400,000). In addition, Luyuan has written off the value of its inventory by RMB597,148 (\$91,901) and written down the capital assets of Luyuan by RMB1,000,000 (\$153,900) as at September 30, 2010.

**(c) Guarantee**

The Company's subsidiary Hongbo has made a guarantee to a bank in China of RMB5,000,000 (\$782,000) for a company that is controlled by a director of Hongbo, in exchange for its mutual guarantee for Hongbo's line of credit of RMB8,500,000 (\$1,329,400). The guarantee made by Hongbo is valid until February 2, 2011. The mutual guarantee by that company for Hongbo has expired.

**(d) Capital of subsidiaries**

See Notes 10(b), 10(c) and 14.

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**19. Non-controlling interests**

Non-controlling interest in JITE represents the 47.1% (2009-51.4%) not held by the Company (McVicar controlled Jite in 2009 by an agreement with another shareholder). Non-controlling interest in MAM represents 9.5% of voting units held by a third party.

The carrying amounts of the non-controlling interests are as follows:

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	September 30, 2010	December 31, 2009
<b>JITE</b>	\$ 8,891,003	\$ 8,780,894
<b>MAM</b>	1,322,135	1,101,753
<b>Total</b>	\$ 10,213,138	\$ 9,882,647

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**20. Capital management**

The Company's objective is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business and provide the ability to continue as a going concern. The Company considers its capital to consist of share capital, contributed surplus and warrants. The Board of Directors does not establish quantitative return on capital criteria for management; but rather promotes year over year sustainable profitable growth. The Company's officers are responsible for managing the Company's capital and do so through quarterly meetings and regular review of financial information. The Company's board of directors is responsible for overseeing this process.

The Company manages its capital structure with the objective of providing sufficient resources to meet both operating and acquisition requirements, to make sure that the Company could grow steadily in a fast growing economy in China and maximize long-term shareholder value, whilst remaining a going concern. There were no changes in the Company's approach to capital management during the period. The Company and its subsidiaries are not subject to capital management's other than those disclosed in Notes 10(b), 10(c) and 14.

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### 21. Financial instruments and Risk Management

The Company's financial instruments consist of cash and cash equivalents, short term investments, restricted cash, accounts receivable, advances and other receivables, long term receivables, amounts due/to from related parties, accounts payable and accrued liabilities, notes payable, income taxes payable, and long term loans. The carrying amount of all financial assets and liabilities approximate their fair values due to the relatively short periods to maturity of these financial instruments and normal trade credit terms (with exception of the short term investments and long term receivables). Short term investments are stated at fair value, which is based upon quoted market price at September 30, 2010 and December 31, 2009. The carrying value of long term receivables approximates the fair value due to fair interest rate is charged.

As at September 30, 2010 and December 31, 2009, the Company's financial instruments that are carried at fair value, consisting of cash and cash equivalents, restricted cash, and short term investments, have been classified as level 1 within the fair value hierarchy.

For the nine months ended September 30, 2010, \$264,180 of unrealized loss (2009 - \$657) from short term investment was recognized in the consolidated statements of operations.

Unless otherwise noted, it is management's opinion that McVicar is not exposed to significant interest rate risk, concentration of credit risk and liquidity risk arising from the financial instruments due to their short-term maturity or capacity of prompt liquidation.

#### a) Country risks

The Company's Chinese-based subsidiaries, Jite, Hongbo and Changlong are subject to the consideration and risks of operating in the People's Republic of China ("PRC"). These include risks associated with the political and economic environment, foreign currency exchange and the legal system in the PRC. In recent years the Chinese government has been seen to make and enforce more regulations on environmental protection that could in the future impact the Company's chemical sector operations.

The economy of the PRC differs significantly from the economies of the "western" industrialized nations in such respects as structure, level of development, gross national product, growth rate, capital reinvestment, resource allocation, self-sufficiency, and rate of inflation, among others. Only recently has the PRC government encouraged substantial private economic activities. The Chinese economy has experienced significant growth in the past several years, but such growth has been uneven among various sectors of the economy and geographic regions.

Many laws and regulations dealing with economic matters in general, and foreign investment in particular, have been enacted in the PRC. However, the PRC still does not have a comprehensive system of laws, and enforcement of existing laws may be uncertain and sporadic.

The Company's operating assets and primary sources of income and cash flows are from interests in the PRC. The PRC economy has, for many years, been a centrally planned economy, operating on the basis of annual, five-year and ten-year state plans adopted by central PRC governmental authorities, which set out national production and development targets. The PRC government has been pursuing economic reforms since it first adopted its "open-door" policy in 1978. There is no assurance that the PRC government will continue to pursue economic reforms or that there will not be any significant change in its economic or other policies, particularly in the event of any change in the political leadership of, or the political, economic or social conditions in, the PRC. There is also no assurance that the Company will not be adversely affected by any such change in governmental policies or any unfavourable change in the political, economic or social conditions, the laws or regulations, or the rate or method of taxation in the PRC.

As many of the economic reforms which have been or are being implemented by the PRC government are unprecedented or experimental, they may be subject to adjustment or refinement, which may have adverse effects on the Company. Further, through state plans and other economic and fiscal measures, it remains possible for the PRC government to exert significant influence on the PRC economy.

#### b) Foreign currency risk

The Company is exposed to foreign exchange rate risk, as the Company's business is carried out in US dollars ("USD"), Hong Kong dollars ("HKD") and Chinese Renminbi ("RMB") and the Company and its subsidiaries maintain USD, HKD and RMB denominated bank accounts but uses the Canadian dollar ("CDN") as its reporting currency. Unfavourable changes in the applicable exchange rate between USD, HKD, RMB and CDN dollar may result in a material effect on the foreign exchange gain or loss and the accumulated other comprehensive income/loss recorded as a part of shareholder's equity.

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### 21. Financial instruments and Risk Management (continued)

The Company and its subsidiaries do not use derivative instruments to reduce its exposure to foreign currency risk. JITE's, Changlong's and Hongbo's operating assets, primary sources of income and cash flows are from interests in the PRC.

The Company's activities that result in exposure to fluctuations in foreign currency exchange rates consist of the sale of products to customers invoiced in foreign currencies and the purchase of services, raw materials and property and equipment from suppliers invoiced in foreign currencies. For the period ended September 30, 2010, approximately 100% (2009 - 100%) of sales and approximately 90% (2009 - 80%) of expenses were incurred in foreign currencies.

At September 30, 2010 and December 31, 2009 the Company was exposed to translation foreign currency risk through the following financial assets and liabilities denominated in US dollar, HK dollar and Chinese RMB:

	September 30, 2010			December 31, 2009		
	USD	HKD	RMB	USD	HKD	RMB
Cash and cash equivalents	1,660,878	2,846,130	33,189,926	451,914	2,846,130	26,168,955
Restricted cash	-	-	5,000,000	-	-	9,000,000
Short-term investments	-	-	14,736,760	-	-	9,021,825
Accounts and other receivable	1,968,733	15,512,418	36,698,098	1,858,693	5,792,069	33,257,324
Long term accounts receivable	-	-	6,334,828	-	-	-
Due from related parties	-	-	-	-	-	5,236,786
Accounts payable and accrued liabilities	-	(92,307)	(32,763,638)	(11,957)	(184,825)	(36,743,457)
Notes payable			(10,000,000)			(18,000,000)
Income taxes payable			(1,682,151)			(2,030,561)
Loans payable			-			(114,086)
<b>Total</b>	<b>3,629,611</b>	<b>18,450,855</b>	<b>56,513,823</b>	<b>2,298,650</b>	<b>8,453,374</b>	<b>25,796,786</b>

As at December 31, 2009, with other variables unchanged, a +/-10% change in the USD to CAD exchange rate would increase/decrease net loss for the year 2009 by \$240,577 (US\$229,865), a +/-10% change in the exchange rate of HKD to CAD will increase/decrease the net income by \$114,036 (HK\$845,337), and a +/-10% change in the exchange rate of RMB would increase/decrease the net income by \$70,038 (456,873 RMB).

#### c) Credit risk

The Company is exposed to credit risk, primarily in relation to accounts receivable and loan receivable from related parties. Exposure to credit risk is limited, due to the large number of customers. The Company and its subsidiaries perform regular credit assessments of its customers and provide allowances for potentially uncollectible accounts receivable based on the credit risk applicable to particular customers, historical and other information. Over 80% (December 31, 2009 - 87%) of accounts receivable are outstanding for less than 90 days. In addition, the Company performs periodic credit reviews of its customers, and the customer credit is extended following an evaluation of creditworthiness. There is one customer who accounts for approximately 14% of the sales revenue of the Company for the nine months ended September 30, 2010 and from whom the accounts receivable as at September 30, 2010 was approximately 7% of the total accounts receivable of the Company. There is another customer who accounts for approximately 11% of the sales revenue of the Company for the nine months period ended September 30, 2010 and from whom the accounts receivable as at September 30, 2010 was approximately 18% of the total accounts receivable of the Company. All of the Company's accounts receivable has been reviewed for collectability. During the period ended September 30, 2010, the Company recorded bad debt expense of \$nil to reflect accounts that may not be collectible.

## Notes to the Unaudited Interim Consolidated Financial Statements

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### 21. Financial instruments and Risk Management (continued)

#### d) Industrial risk

As a typical chemical company, the Company's business involves a variety of operational, financial and regulatory risks that are typical in the chemical industry and is subject to Chinese state and local environmental laws and regulations. Examples of environmentally induced financial impacts on companies are environmental charges, fees, fines, sanctions, site abandonment costs, environmental liabilities, etc.

The Company attempts to mitigate these risks and minimize their effect on its financial performance, and have been responding to increased demands for environmental protection and observe the Chinese legal environmental requirements for the chemical industry products including the operation and maintenance of facilities for environmental control. The Company's chemical subsidiaries, Hongbo, Changlong and Luyuan, have all officially earned the Certificate of Emission of Production Pollutant licensed by its respective local government.

To date, no provision has been made as the timing and magnitude of these accruals are unpredictable and there is no evidence to demonstrate that it is probable that a future remediation commitment will be required either by the regulations or the Company's commitment to a formal plan of action, but there can be no assurance that the Company will not be subject to loss contingencies pursuant to environmental laws and regulations, litigation and other environmental matters.

The Company has not maintained insurance coverage for environmental pollution resulting from the sudden or accidental release of pollutants. Generally the nature and the amount of these events and losses are unpredictable. Coverage for other types of environmental obligations is not generally provided, except when required by regulation or contract.

#### e) Commodity price risk

The Company uses various commodities in the manufacture of products. Commodity prices are subject to volatile price changes resulting from a variety of factors including international economic trends, global and regional demand, interest rates, global and regional consumption patterns. Accordingly, the Company is exposed to market risk from fluctuating market prices of certain raw materials. In addition, the Company is also exposed to market price risk on other inputs such as electricity and natural gas. The Company does not use derivative instruments to reduce its exposure to commodity price risk. In the period ended June 30, 2010, with other variables unchanged, a +/- 10% change in copper commodities price would have decreased/increased net income for the period by approximately +/- 1% of the sales revenues.

#### (f) Market risk

The Company's short term investments are stated at fair value, which is based upon quoted market price at September 30, 2010.

At September 30, 2010, a 10% increase (decrease) in market prices, with all other variables unchanged, would have resulted in an increase (decrease) in the fair value of short term investments of approximately \$307,600.

#### (g) Interest rate risk

The Company has cash and cash equivalents and short term investments balances and interest bearing debt at market interest rates. The Company's current policy is to invest excess cash in investment grade short-term deposit certificates issued by its banking institutions and in publicly traded common shares. The Company's interest rates on its debts are based on the prescribed rate of the People's Bank of China which is subject to fluctuation and may result in an increase or decrease in interest expense. The Company does not use derivative instruments to reduce its exposure to interest rate risk. Based on the zero balance of the long term loans as at June 30, 2010, and the fact that most of the Company cash is not interest earning, a hypothetical 100 basis point change in interest rates would have no material impact on the consolidated net income.

#### (h) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's primary goals in managing liquidity risk is to maintain sufficient readily available sources of funding in order to meet its liquidity requirements at any point in time. The Company attempts to achieve this by forecasting cash flows and anticipated investing and financing activities. Senior management is also actively involved in the review and approval of planned expenditures.

As at September 30, 2010, the Company had cash and cash equivalents, restricted cash and short-term investments of \$12 million to settle current financial liabilities of \$7.8 million. At September 30, 2010 the working capital of the Company was \$21,581,457. The Company is not exposed to significant liquidity risk.



**Notes to the Unaudited Interim Consolidated Financial Statements**

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**22. Segmented information**

The Company currently operates in two operating segments: The technical products segment principally involves research, development and production of electronic connection devices for use in elevators, railways, security, and automation systems. The chemical products segment principally involves research, development and production of specialized fine chemical products used in the pharmaceutical and cosmetic industries.

Each segment operates as a strategic business unit with separate management. Segment performance is measured primarily upon the basis of segment operating profit. Industry and geographic segment information for the consolidated results in thousands of Canadian dollars are presented below:

**(a) Segmented information:**

For the three months ended September 30, 2010 (in thousands of dollars):

	Chemical products	Technical products	Total
Revenue	\$ 2,764	\$ 5,479	\$ 8,243
Gross profit:	1,039	1,453	2,492
Amortization expenses	(37)	(157)	(194)
Operating expenses	(785)	(927)	(1,712)
Operating income	244	526	780
Other income (loss)			(16)
Investment gain (loss)			190
Income tax recovery (expenses)			55
Non-controlling interest			407
Net income:			602
Tangible assets	\$ 19,040	\$ 22,137	\$ 41,177
Intangible assets	173	30	203
Goodwill	4,442	2,702	7,144
<b>Total assets:</b>	<b>\$ 23,655</b>	<b>\$ 24,869</b>	<b>\$ 48,524</b>
Purchase of property, plant and equipment	\$ 235	\$ 56	\$ 291

# McVICAR INDUSTRIES INC.

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## Notes to the Unaudited Interim Consolidated Financial Statements

(Expressed in Canadian dollars, unless otherwise indicated)

September 30, 2010

### 22. Segmented information (continued)

For the three months ended September 30, 2009 (in thousands of dollars):

	Chemical products	Technical products	Total
Revenue	\$ 5,214	\$ 4,306	\$ 9,520
Gross profit:	1,666	1,538	3,204
Amortization expenses of tangible assets	(31)	(127)	(158)
Operating expenses	(897)	(805)	(1,701)
Operating income (loss)	769	734	1,502
Other income			10
Gain on investment			1
Income tax expenses			(218)
Non-controlling interest			(417)
Net income:			\$ 879
Tangible assets	\$ 21,325	\$ 18,566	\$ 39,891
Intangible assets	538	210	748
Goodwill	4,442	4,779	9,221
<b>Total assets:</b>	<b>\$ 26,305</b>	<b>\$ 23,555</b>	<b>\$ 49,861</b>
Purchase of property, plant and equipment	\$ 32	\$ 508	\$ 540

For the nine months ended September 30, 2010 (in thousands of dollars):

	Chemical products	Technical products	Total
Revenue	\$ 10,916	\$ 14,656	\$ 25,572
Gross profit:	3,643	4,284	7,927
Amortization expenses	(43)	(398)	(441)
Operating expenses	(2,217)	(2,584)	(4,801)
Operating income	1,426	1,700	3,126
Other income			-
Investment gain (loss)			155
Income tax expenses			(169)
Non-controlling interest			(1,057)
Net income:			2,056
Tangible assets	\$ 19,040	\$ 22,137	\$ 41,177
Intangible assets	173	30	203
Goodwill	4,442	2,702	7,144
<b>Total assets:</b>	<b>\$ 23,655</b>	<b>\$ 24,869</b>	<b>\$ 48,524</b>
Purchase of property, plant and equipment	\$ 354	\$ 1,154	\$ 1,538

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## Notes to the Unaudited Interim Consolidated Financial Statements

(Expressed in Canadian dollars, unless otherwise indicated)

September 30, 2010

### 22. Segmented information (continued)

For the nine months ended September 30, 2009 (in thousands of dollars):

	Chemical products	Technical products	Total
Revenue	\$ 14,740	\$ 11,840	\$ 26,580
Gross profit:	4,314	3,748	8,062
Amortization expenses of tangible assets	(85)	(399)	(484)
Operating expenses	(2,127)	(2,457)	(5,084)
Operating income (loss)	1,687	1,291	2,978
Other income			55
Gain on investment			372
Income tax expenses			(464)
Non-controlling interest			(725)
Net income:			\$ 2,224
Tangible assets	\$ 21,325	\$ 18,566	\$ 39,891
Intangible assets	538	210	748
Goodwill	4,442	4,779	9,221
<b>Total assets:</b>	<b>\$ 26,305</b>	<b>\$ 23,555</b>	<b>\$ 49,861</b>
Purchase of property, plant and equipment	\$ 164	\$ 633	\$ 797

### (b) Information by geographic area consisted of the following:

For the three months ended September 30, 2010 (in thousands of dollars):

	Canada & US	China & Hong Kong	Other	Total
Revenues:	\$ 1,502	\$ 6,741	\$ -	\$ 8,243
Total assets:	\$ 6,109	\$ 45,415	\$ -	\$ 48,524
Property, plant and equipment:	\$ 25	\$ 9,374	\$ -	\$ 9,399
Construction in progress	\$ -	\$ 558	\$ -	\$ 558
Goodwill	\$ -	\$ 7,144	\$ -	\$ 7,144

For the three months ended September 30, 2009 (in thousands of dollars):

	Canada & US	China & Hong Kong	Other	Total
Revenues:	\$ 1,349	\$ 7,936	\$ 235	\$ 9,520
Total assets:	\$ 9,924	\$ 39,937	\$ -	\$ 49,861
Property, plant and equipment:	\$ 30	\$ 7,673	\$ -	\$ 7,703
Construction in progress	\$ -	\$ 1,061	\$ -	\$ 1,061
Goodwill	\$ -	\$ 9,221	\$ -	\$ 9,221

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## Notes to the Unaudited Interim Consolidated Financial Statements

(Expressed in Canadian dollars, unless otherwise indicated)

September 30, 2010

### 22. Segmented information (continued)

For the nine months ended September 30, 2010 (in thousands of dollars):

	Canada & US	China & Hong Kong	Other	Total
Revenues:	\$ 4,501	\$ 21,071	\$ -	\$ 25,572
Total assets:	\$ 6,109	\$ 45,415	\$ -	\$ 48,524
Property, plant and equipment:	\$ 25	\$ 9,374	\$ -	\$ 9,399
Construction in progress	\$ -	\$ 558	\$ -	\$ 558
Goodwill	\$ -	\$ 7,144	\$ -	\$ 7,144

For the nine months ended September 30, 2009 (in thousands of dollars):

	Canada & US	China & Hong Kong	Other	Total
Revenues:	\$ 4,266	\$ 21,790	\$ 524	\$ 26,580
Total assets:	\$ 9,924	\$ 39,937	\$ -	\$ 49,861
Property, plant and equipment:	\$ 30	\$ 7,673	\$ -	\$ 7,703
Construction in progress	\$ -	\$ 1,061	\$ -	\$ 1,061
Goodwill	\$ -	\$ 9,221	\$ -	\$ 9,221

### 23. Accumulated other comprehensive income

	Nine months ended September 30, 2010	Twelve months ended December 31, 2009
Balance, at the beginning of the period	\$ 36,508	\$ 2,543,980
Currency translation adjustment during the period	(14,487)	(2,507,472)
Balance, at the end of the period	\$ 22,021	\$ 36,508

## Notes to the Unaudited Interim Consolidated Financial Statements

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### 24. Long term investments

	December 31, 2009	Investments	Investment incomes	September 30, 2010
40% of Relisen Electronic Co., Ltd.	\$ -	\$ 307,800	\$ 97,126	\$ 404,926
30% of Delicheng Technologies Ltd.	-	55,405	6,662	62,067
20% of Jietexing Electronics Co., Ltd.	-	15,390	45	15,435
	\$ -	\$ 378,594	\$ 103,833	\$ 482,428

During the nine months ended September 2010, Jite Shenzhen executed a plan for reforming the manufacturing structure and spinning off certain parts manufacturing to employee ownership.

Shenzhen Relisen Electronic Co., Ltd. ("Relisen") was incorporated to take over the tooling and molding and parts productions. Some former employees of Jite Shenzhen own 60% of Relisen and Jite Shenzhen owns 40%. On Relisen's incorporation, Jite Shenzhen disposed of equipment of net book value of \$1,115,537 (RMB7,248,452) to Relisen for total considerations of \$1,093,931 (RMB7,108,066), of which \$307,800 (RMB2,000,000) was recorded as Jite Shenzhen's investment in Relisen, and the balance \$786,131 (RMB5,108,066) was recorded as other receivable. The \$786,131 (RMB5,108,066) other receivable is non-interest bearing, of which \$480,223 (RMB3,120,357) was repaid in the three months ended September 30, 2010 and the balance of \$304,523 (RMB1,978,709) is due before December 31, 2010. On Relisen's incorporation, Jite Shenzhen also disposed of materials in total costs of \$1,153,921 (RMB7,497,859) to Relisen for consideration equals to Jite Shenzhen's costs, which will be paid by Relisen with 49 monthly installments of RMB150,000 starting from January 2011, and bears an interest of 5.75%. Jite Shenzhen has a long term general agreement with Relisen to purchase parts from Relisen at a price to be agreed by both parties, and Jite Shenzhen has the option to purchase the parts from other suppliers. Relisen has hired the former employees of Jite Shenzhen for tooling and molding, and sublet the premises from Jite Shenzhen. Currently Jite Shenzhen purchases substantively all the parts it needs from Relisen at a payment term of one month. As at September 30, 2010, there was \$1,115,163 (RMB7,246,020) receivable from Relisen for the materials sold (of which \$907,398 or RMB5,896,020 is long term) and \$809,123 (RMB5,257,462) payable to Relisen. Equity investment income of \$97,126 (RMB631,101) was recorded from investment in Relisen in the period of which \$79,097 (RMB513,953) was reduced from the costs of goods sold.

Shenzhen Delicheng Technologies Co., Ltd. ("Delicheng") was incorporated to take over the screws manufacturing of Jite Shenzhen. Some former employees of Jite Shenzhen own 70% of Delicheng and Jite Shenzhen owns 30%. On Delicheng's incorporation, Jite Shenzhen disposed of equipment of net book value of \$101,829 (RMB651,079) to Delicheng for total considerations of \$114,744 (RMB745,575), of which \$55,405 (RMB360,000) was recorded as Jite Shenzhen's investment in Delicheng, and the balance \$59,340 (RMB385,575) was recorded in other receivable, which is non-interest bearing and due before December 31, 2010. On Delicheng's incorporation, Jite Shenzhen also disposed of materials in total costs of \$109,086 (RMB708,808) to Delicheng for consideration equals to Jite Shenzhen's costs that is recorded in accounts receivable and will be paid by Delicheng with 24 monthly installments of RMB30,000 starting from January 2011, and bears an interest of 5.75%. Jite Shenzhen has a long term general agreement with Delicheng to purchase screws from Delicheng at a price to be agreed by both parties, and Jite Shenzhen has the option to purchase the screws from other suppliers. Delicheng has hired the former employees of Jite Shenzhen for screws manufacturing, and sublet the premises from Jite Shenzhen. Currently Jite Shenzhen purchases substantively all the screws it needs from Delicheng. As at September 30, 2010, there was \$109,086 (RMB708,808) receivable from Delicheng for the sale of materials and \$48,169 (RMB312,991) payable to Delicheng. Equity investment income of \$6,662 (RMB43,289) was recorded from investment in Delicheng in the period of which \$4,773 (RMB31,015) was reduced from the costs of goods sold.

Shenzhen Jietexing Electronics Co., Ltd. ("Jietexing") was incorporated as a sales agent to serve some small customers of Jite Shenzhen. Total sales to those small customers in the six months period ended June 2010 composed of approximately 3% of total sales of the Company. Some former employees of Jite Shenzhen own 80% of Jietexing and Jite Shenzhen owns 20%.

## Notes to the Unaudited Interim Consolidated Financial Statements

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### 25. Subsequent events

#### (a) Jite buying back of shares

On September 22, 2010 the Company announces that Jite intends to conduct a normal course issuer bid (the "Bid") pursuant to which Jite may purchase up to a maximum of 1,000,000 common shares in the capital of Jite (the "Shares"), representing approximately 4.75% of its 21,073,613 issued and outstanding common shares of Jite as at September 30, 2010.

Subsequent to September 30, 2010, 393,500 common shares purchased by Jite from the open market were cancelled or to be cancelled.

#### (b) Settlement of disputes in Luyuan

On October 22, 2010, the Company announced it has settled the legal disputes in Luyuan and the operations of Luyuan will be resumed. See note 18(b).

#### (c) Registered capital of McVicar Hangzhou

Subsequent to September 30, 2010, the Company's subsidiary McVicar Hangzhou has reduced its registered capital from US\$2,000,000 to US\$500,000 and has fully paid the registered capital.