ZOOM TECHNOLOGIES INC
Form 10-K
March 29, 2011

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

_____

FORM 10-K

_____

þ

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

For the fiscal year ended December 31, 2010

or

o

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from: _____ to _____

Commission File Number: **0-18672**

_____

ZOOM TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

_____

Delaware

51-0448969

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

Headquarters:

Sanlitun SOHO, Building A, 11th Floor
No.8 Workers Stadium North Road
Chaoyang District, Beijing 10027, China

U.S. correspondence office:

c/o Ellenoff Grossman & Schole LLP
150 East 42nd Street, New York, NY 10017
(Address of Principal Executive Office) (Zip Code)

(917) 609-0333

(*Registrant's telephone number, including area code)*

Securities Registered Pursuant to Section 12 (b) of the Act: **Common Stock, $0.01 Par Value**
Securities Registered Pursuant to Section 12 (g) of the Act: **None**

(Title of Class)

———

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

o No þ

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

o No þ

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

þ No o

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 the Regulation S-T (232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). Yes

o No o

Indicate by a check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes

þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company
o	o	o	ý

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

The aggregate market value of the common stock, $0.01 par value, of the registrant held by non-affiliates of the registrant as of June 30, 2010 (computed by reference to the closing price of such stock on The Nasdaq Capital Market on such date) was $35,833,771.

The number of shares outstanding of the registrant's common stock, $0.01 par value, as of March 28, 2011 was 15,839,257 shares.

ZOOM TECHNOLOGIES, INC.
FORM 10-K ANNUAL REPORT
FOR THE YEAR ENDED DECEMBER 31, 2010
TABLE OF CONTENTS

		Page
	PART I	
Item 1.	Business	2
Item 1A.	Risk Factors	7
Item 1B.	Unresolved Staff Comments	7
Item 2.	Properties	7
Item 3.	Legal Proceedings	7
Item 4.	Removed and Reserved	7
	PART II	
Item 5.	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	7
Item 6.	Selected Financial Data	8
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	8
Item 8.	Financial Statements and Supplementary Data	22
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	22
Item 9A.	Controls and Procedures	22
	PART III	
Item 10.	Directors, Executive Officers and Corporate Governance	24
Item 11.	Executive Compensation	25
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	26
Item 13.	Certain Relationships and Related Transactions, and Director Independence	28
Item 14.	Principal Accounting Fees and Services	30
	PART IV	
Item 15.	Exhibits, Financial Statement Schedules	31
	Signatures	33

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

Some of the statements contained in this report are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 that involve risks and uncertainties. Any statements contained, or incorporated by reference, in this prospectus supplement and the accompanying prospectus that are not statements of historical fact may be forward-looking statements. When we use the words "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "will" and other similar terms and phrases, including references to assumptions, we are identifying forward-looking statements. Forward-looking statements involve risks and uncertainties which may cause our actual results, performance or achievements to be materially different from those expressed or implied by forward-looking statements.

ITEM 1 — BUSINESS

Corporate Overview

The Company was incorporated in the state of Delaware on February 29, 2002. Until September 22, 2009, our business was the design, production, marketing, sales, and support of broadband and dial-up modems, Voice over Internet Protocol or "VoIP" products and services, Bluetooth® wireless products, and other communication-related products.

On September 22, 2009, the Company consummated a share exchange transaction and acquired all the outstanding shares of Gold Lion Holding Limited ("Gold Lion"), a company organized and existing under the laws of the British Virgin Islands ("BVI"). In connection with the share exchange transaction, the Company spun off its then-existing business to its stockholders, by distributing and transferring all assets and liabilities to its then subsidiary, Zoom Telephonics, Inc., and issuing shares of its then operating subsidiary as a dividend to its stockholders.

The Company, through Gold Lion, is the owner of 100% of Profit Harvest Corporation Ltd., a company organized under the laws of Hong Kong ("Profit Harvest") and through Gold Lion's wholly owned subsidiary, Jiangsu Leimone, is the owner of 80% of TCB Digital, a company organized under the laws of the People's Republic of China ("PRC"). The Company's ownership of TCB Digital increased from 51% to 80% when our Chairman and Chief Executive Officer, Mr. Lei Gu, through Hebei Leimone Technology Company, Ltd. ("Hebei Leimone"), a company controlled by him, exercised an option to purchase an additional 28.97% of TCB Digital and transferred such ownership to the Company on March 29, 2010. The Company issued a total of 2,402,576 shares of common stock to Hebei Leimone's assignees as consideration for such transfer. Profit Harvest serves as the sales and marketing arm of TCB Digital and Jiangu Leimone serves as a complimentary and supplemental manufacturing arm for TCB Digital. Substantially all of the revenues of Zoom are currently generated by TCB Digital and Profit Harvest, and from June 1, 2010 onwards also by Nollec Wireless (see next paragraph). Both TCB Digital and Jiangsu Leimone are in the business of manufacturing, research and development, and sales of electronic components for third generation mobile phones, wireless communication circuitry, GPS equipment, and related software products.

On June 1, 2010 the Company acquired 100% ownership of Silver Tech Enterprises, Ltd ("Silver Tech"), a BVI holding company which owns 100% of Ever Elite Corporation, Ltd ("Ever Elite"), a Hong Kong holding company, which owns 100% of Nollec Wireless, a mobile phone and wireless communication design company located in Beijing, China, founded in June 2007 and organized under the laws of the PRC. The Company purchased all of the outstanding shares of Silver Tech from its previous owners for $10.96 million, comprising of $1.37 million in cash and 1,342,599 newly issued unregistered shares of common stock of Zoom valued at $9.59 million.

Subsequent to the year ended December 31, 2010, the Company through its wholly-owned subsidiary in Hong Kong, Profit Harvest, acquired 100% ownership of Celestial Digital Entertainment, Ltd., ("CDE") a mobile platform video game development company based in Hong Kong. The consideration paid was $1,818,000.00 to be divided by the

Volume Weighted Average Closing Price of ZOOM for the 10 consecutive trading days leading up to the day before the date of this Share Exchange Agreement, or $3.75 per share, whichever is greater. This resulted in the issuance of 484,800 shares to acquire CDE.

CDE primarily focuses on development of video games and applications for mobile phones and mobile platforms. CDE has developed over 40 titles for the Apple iPhone and is one of the largest developers of iPhone apps in Asia. The acquisition transaction closed on January 4, 2011, and CDE became a wholly owned subsidiary of Profit Harvest.

Our principal executive offices are located in the People's Republic of China at Sanlitun SOHO, Building A, 11th Floor, No.8 Workers Stadium North Road, Chaoyang District, Beijing, China 100027; our telephone number is 86-10-5935-9000. Our corporate web site address is

www.zoom.com.

The diagram below summarizes our corporate structure:

Description of Business

The Company is a holding company which, through its subsidiaries, engages in the manufacturing, research and development ("R&D"), and sale of electronic and telecommunication products for the latest generation mobile phones, wireless communication circuitry, and related software products. Zoom's subsidiary, Jiangsu Leimone, owns a majority stake of TCB Digital, which offers highly customized and high quality Electronic Manufacturing Service (EMS) for Original Equipment Manufacturer (OEM) customers as well as its Own Brand Manufacturing (OBM) under the brand name of Leimone. The Company's products are both exported from and sold in the PRC. Through its wholly owned subsidiary, Nollec Wireless, the Company also provides state-of-the-art design solutions for mobile handsets, and our R&D clients include Philips, Lenovo, Sonim, Gionee and Borgs.

The Company offers high quality and comprehensive EMS to both domestic and global customers, including, Samsung, Beijing Tianyu Langtong, CECT, Danahar and Spreadtrum. Our primary products include mobile phones, wireless telecommunication modules, digital cameras, cable TV set-top boxes and GPS equipment. In addition, the Company has developed various state-of-the-art mobile phones and Smartphones based on both of the main network technologies: Global System for Mobile Communications, or GSM, and Code Division Multiple Access, or CDMA, and beginning in 2010 also 3G CDMA2000 capable products. Presently, the Company markets its mobile phone products through distributors in China and also supplies GSM, CDMA and 3G CDMA2000 mobile phones to major

customers, including one of China's main mobile operators, China Telecom.

Competitive Strengths

We believe our competitive strengths include:

Experienced Management Team & Strong Technology Experts

Our main manufacturing subsidiary, TCB Digital, believes it has a well established and efficient human resource strategy. Under this strategy, TCB Digital is able to develop and maintain a good management team, strong technical professionals, and highly skilled manufacturing operators. TCB Digital believes the combination of TCB Digital's internal development and hiring programs provide it with adequate and stable staffing for various levels of technical and managerial requirements. TCB Digital has a management team with expertise in manufacturing, product development, and marketing. Many managers have working experience and training from leading firms in the industry such as Motorola, BenQ, Samsung, Pemstar, Mitsum, and Foxconn. With respect to manufacturing, TCB Digital believes it has developed and maintained a highly efficient manufacturing operator team with strong discipline. Furthermore, TCB Digital believes it has a strong product research and development team that has demonstrated talent in developing state-of-art mobile devices that can meet market needs.

Location Advantage

TCB Digital is located in Tianjin, China, which is located in the middle of Bo Hai Electronic Development Base. China's central government recently established the "Bo Hai Economic Zone" which has been divided into several regions with specific development directions. Bo Hai Electronic Development Base is one of these newly identified regions, which has a well-established transportation system and strong industrial foundation.

Advanced Manufacturing Facility & Process

Our Company has a total of 14 SMT (Surface Mounting Technology) production lines, 12 assembly and testing lines, and about US$5 million (net of depreciation) worth of advanced equipment to meet customers' different levels of technical requirements. Our current production lines have the capacity to manufacture up to 13 million units annually.

Quality Control System & Workflow

TCB Digital has implemented quality control systems and workflow systems to ensure it provides products that meet the standards of our customers and the regulations of China. TCB Digital is ISO 9000 and ISO 14000 certified and passed the requisite annual audits. TCB Digital is also OHSAS 18001 certified for compliance with the international occupational health and safety management system specification as mandated by OSHA, the Occupational Safety and Health Administration.

Marketing Capability

Our Company has a sales and marketing team consisting of approximately 100 employees that a) sell our own branded products to mobile operators such as China Telecom and also to independently owned retail distribution channels, and b) develop and maintain business relationships with our contract manufacturing clients. We also work directly with distributors for export of products to Asian, South American and Middle-Eastern countries.

Strategy

Our goal is to become the leading mobile phone manufacturing company in China. Our strategy is to strengthen our position as an innovative mobile phone producer and as an Electronic Manufacturing Service provider to customers in China and overseas. To meet this challenge, we intend to continue to develop our finished mobile product offerings, and broaden the scope of our marketing efforts as follows:

Product Offerings

. Our strategy to develop and expand our finished mobile product offerings includes:

Continue to expand and improve our manufacturing facilities.

We intend to complete the construction of our new manufacturing headquarters for expansion of our manufacturing capacity and improvement in efficiency in at the plant level.

Develop and manufacture mobile phones for mobile phone OEM customers and China's operators

.

TCB Digital is able to design, develop and manufacture innovative GSM, CDMA and TD SCDMA mobile phones by leveraging its own resources and facilities. TCB Digital develops, manufactures and delivers the finished mobile products to the customers under the customers' brands and based on customers' requirements and specifications. In 2010, TCB Digital custom made three models of 3G mobile phones for China Telecom, one of the top mobile service providers in China. These custom made models are sold through China Telecom's retail network and carry both logos of China Telecom and our own brand of "Leimone".

Strengthen design and development capabilities in mobile phones

Our R&D subsidiary, Nollec Wireless, focuses on developing mobile phones based on GSM, CDMA, WCDMA and TD-SCDMA core technologies for both China and overseas markets. To meet the changing needs of its customers and to maintain the competitive advantage of its products, we intend to continue to improve and strengthen our development and design capabilities. We plan to continue investing resources to maintain an experienced and skilled design team to preserve competitiveness within a frequently changing and challenging industry landscape.

We will continue to focus on refining our EMS processes, maintaining high quality control processes, adding new manufacturing technology, and enhancing our operations team. In addition, we will continue to monitor market movement, including customers' requirements, adjusting our business model to better cope with these changes while maintaining profit margins. We will attempt to increase our future revenues and profits by enhancing strong customer relationships and expanding the range of services we offers to our customers. We believe growing with our clients will enable us to promote our reputation and expand our geographic presence.

Enhance strong customer relationships into new opportunities.

We will continue to focus on refining our EMS processes, maintaining high quality control processes, adding new manufacturing technology, and enhancing our operations team. In addition, we will continue to monitor market movement, including customers' requirements, adjusting our business model to better cope with these changes while maintaining profit margins. We will attempt to increase our future revenues and profits by enhancing strong customer relationships and expanding the range of services we offers to our customers. We believe growing with our clients will enable us to promote our reputation and expand our geographic presence.

Further expand market and sales channel

Currently we have mobile phone distributors and after-sales service centers at the national, provincial and municipal levels with 280 sites in China. Our distributors together with the mobile operators, sold over 700,000 units of our own branded products in the year 2010 as compared to only about 40,000 units in 2009. We continue to emphasize the importance of the market potentials in tier 3 and tier 4 cities and towns with population from 2,000,000 down to 600,000, as we believe these are areas that offer significant growth. We intend to invest in further expansion of our marketing and sales channels in these smaller cities and rural areas.

Products and Technology

Our main manufacturing subsidiary, TCB Digital, developed and produced GSM and CDMA mobile phones, wireless data modules, cable TV boxes and GPS equipment since 2004, and Gold Lion's Jiangsu Leimone subsidiary has produced this type of electronic equipment since 2008. In 2010, TCB Digital custom made three models of 3G CDMA2000 mobile phones for China Telecom, one of the top mobile operators in China. These models are sold through China Telecom's retail network and carry both logos of China Telecom and our own brand of "Leimone". On the EMS side, we continued to experience increases in volume from our OEM customers such as Beijing Tianyu Langtong which markets its products under the brand name of K-Touch.

Our Major Customers:

	% of Zoom
Major Customers in 2010	

	$ (millions)	Revenues
Beijing Tianyu Langtong Communication Equipment Co. Ltd.	27.9	11%
Beijing Baina Wei'er Science and Technology Co., Ltd.	29.3	12%
Larson Limited	52.3	21%

Major Customers in 2009	$ (millions) Revenues	% of Zoom
Beijing Baina Wei'er Science and Technology Co., Ltd.	57.9	

31%

CEC CoreCast Technology Co., Ltd.

30.5

16%

Our Major Suppliers:

Major Suppliers in 2010	$ (millions)	% of Total
Beijing Beny Wave Science & Technology Co., Ltd.	57.3	24%
Leimone (Tianjin) Industrial Co., Ltd.	63.9	26%
Tianjin 712 Communication and Broadcasting Co., Ltd.	27.6	11%

Major Suppliers in 2009	$ (millions)	% of Total
Beijing Tianyu Communication Equipment Co., Ltd.	42.3	25%
CEC Corecast Technology Co., Ltd.	29.6	17%

Our major customers and suppliers of are large enterprises with multiple divisions that are engaged in the businesses of manufacturing and sales of communication devices and components. Some of these companies are our customers and also our suppliers.

Sale and Marketing

Mobile Phone Business

Our Company markets mobile phone products by two different strategies. One approach is to develop and manufacture mobile phones for mobile phone OEM customers. In this approach, based on a customer's requirements and specifications TCB Digital develops, manufactures and ships the finished mobile product to the customer under the customer's brand. TCB Digital developed several strategic mobile phone OEM customers in China including Beijing Tianyu Langtong and CECT.

Our second approach is to sell mobile phones under our Leimone brand name. For sales of its Leimone-branded mobile phone handsets, we have distributors and after-sales service centers at the national level, provincial level and municipal level in 280 locations in China. We believe the market potential in tier 3 and tier 4 cities (population from 2,000,000 down to 600,000) in China has repetitively grown significantly. Our Company adjusted its distribution strategy to sell products not only to distributors at the provincial level, but also to agents at the municipal level in some provinces. We believe these municipal agents are better adapted than the provincial distributors to extend their distribution networks into tier 3 and tier 4 markets.

We have commenced the export of mobile phones to overseas markets by setting up a sales office in Hong Kong to promote sales of mobile phones in countries in Asia, South America and the Middle East. We are also actively participating in bids held by China Mobile, China Telecom and China Unicom in order to directly sell mobile phones to these large mobile operators.

EMS Business

TCB Digital started providing EMS services to electronic product and mobile phone product OEM customers in 1999. Over the past 11 years, TCB Digital has been providing EMS to many domestic and global customers. We believe we have a well-established sales and support network throughout the country that can provide effective and comprehensive after-sales services.

Competition

The market for mobile phone product is intensely competitive. We face significant competition from a number of competitors, including domestic mobile handset producers such as Foxconn, BYD Company Ltd., Suzhou Yulang (Jurong) Technologies, Newtronics, Hangzhou Dongxin Electronic Co. Ltd, Hangzhou Jinling Technologies, Ba Fang Dian Zi, and Tianjin Hi-P. We believe that our competitive advantages include our experience in the telecommunications terminal area, our distribution network, in-house and external research and development capacity, and our reputation. For the EMS business area, competition is from other EMS providers based in Northern China. We believe our competitive advantages include our quality control emphasis and wide range of customized services.

Employees

Currently Zoom Technologies has approximately 1,800 total employees, mostly in Tianjin city, including approximately 1,000 EMS manufacturing operators, 100 sales executives, 80 research and development engineers, 100 after-sales service technicians, and other support staff and management personnel. Jiangsu Leimone's manufacturing equipment has been relocated into TCB Digital's facilities. Included in our head count are about 240 persons employed by our R&D subsidiary, Nollec Wireless. Our employees do not have a collective bargaining agreement and we believe our relationship with our employees is good.

ITEM 1A. — RISK FACTORS

The disclosure under the heading "Risk Factors" contained in Item 7 of this Annual Report on Form 10-K is incorporated by reference in this Item 1A.

ITEM 1B. — UNRESOLVED STAFF COMMENTS

None.

ITEM 2 — PROPERTIES

Our corporate headquarters are located at Sanlitun SOHO, Building A, 11th Floor, No.8 Workers Stadium North Road, Chaoyang District, Beijing 10027, China. This leased office space is about 1,800 square meters and the lease expires in July 2013.

TCB Digital leases properties with a total area of 18,678 square meters in the City of Tianjin, China. TCB Digital believes its existing facilities and equipment are well maintained and in good operating condition, and are sufficient to meet its needs for the foreseeable future. TCB Digital's current lease expires in 2012. We have already paid a deposit of $9.79 million for a new manufacturing plant which is currently under construction at the Airport Development Zone in Tianjin; and occupancy at the new site is expected in the second half of 2011.

ITEM 3 — LEGAL PROCEEDINGS

We are not a party to any material legal proceedings nor are we aware of any circumstance that may reasonably lead a third party to initiate legal proceedings against us.

ITEM 4 — REMOVED AND RESERVED

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

Our common stock trades on the Nasdaq Capital Market under the symbol "ZOOM". The following table sets forth, for the periods indicated, the high and low sale prices per share of common stock, as reported by the Nasdaq Capital Market.

Year Ended December 31, 2010	High	Low
First Quarter	$ 8.95	$ 5.41
Second Quarter	$ 7.50	$ 4.99
Third Quarter	$ 5.75	$ 3.34
Fourth Quarter	$ 5.67	$ 3.36

Year Ended December 31, 2009	High	Low
First Quarter	$ 2.10	$ 0.45
Second Quarter	$ 2.68	$ 1.01
Third Quarter	$ 14.20	$ 1.25
Fourth Quarter	$ 11.29	$ 4.90

As of March 28, 2011 there are 15,839,257 shares of our common stock outstanding. There are 204 shareholders of record and approximately 2,000 shareholders in street or broker name. As of March 28, 2011, the closing price of our stock was $3.39.

Recent Sales of Unregistered Securities

During the year ended December 31, 2010, we sold 2,113,664 shares of unregistered common stock as disclosed in the current report on Form 8-K filed on November 17, 2010.

Dividend Policy

We have never declared or paid cash dividends on our capital stock and do not plan to pay any cash dividends in the foreseeable future. Our current policy is to retain all of our earnings to finance future growth.

Repurchases by the Company

During 2010, we did not repurchase any shares of our common stock on our own behalf or for any affiliated purchaser.

Equity Compensation Plan Information

The information required by this Item 5 regarding securities authorized for issuance under our equity compensation plans is set forth in Part III, Item 12 of this report.

ITEM 6 — SELECTED FINANCIAL DATA

Not required.

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

The following discussion contains forward-looking statements. Forward looking statements are identified by words and phrases such as "anticipate", "intend", "expect", and words and phrases of similar import. We caution investors that forward-looking statements are only predictions based on our current expectations about future events and are not guarantees of future performance. Actual results, performance or achievements could differ materially from those expressed or implied by the forward-looking statements due to risks, uncertainties and assumptions that are difficult to predict. We encourage you to read those risk factors carefully along with the other information provided in this proxy statement and in our other filings with the SEC before deciding to invest in our stock or to maintain or change your investment. We undertake no obligation to revise or update any forward-looking statement for any reason, except as required by law.

You should read this Management's Discussion and Analysis in conjunction with the Consolidated Financial Statements and Related Notes.

Overview

Gold Lion was founded by Mr. Gu Lei in September 2002 in the British Virgin Islands, and Gu was its sole owner of one issued and outstanding share of common stock. Through a resolution of Gold Lion on November 26, 2008, Gold Lion issued 705 shares to Gu and 294 shares to Mr. Du Songtao, resulting in a total of 1,000 issued and outstanding shares of common stock. Pursuant to a pledge agreement dated November 26, 2008, Du pledged his 294 shares to Mr. Cao Wei, with all rights to such shares including voting rights. Consequently, Gu and Cao jointly control 100% of Gold Lion.

On August 2, 2007, Gu founded Profit Harvest in Hong Kong, and in December 2008, 100% ownership of Profit Harvest was transferred to Gold Lion. Profit Harvest is engaged in sale of mobile phone products and components to

retailers and other wholesalers.

Pursuant to a capital injection agreement (the "Agreement") by and among Tianjin Communication and Broadcasting Group Co., Ltd. ("TCBGCL"), TCBGCL Labour Union, Hebei Leimone Science and Technology Co., Ltd.("Hebei Leimone"), Tianjin 712 Communication and Broadcasting Co., Ltd.("712"), Beijing Depu Investment Co., Ltd. and other natural person shareholders on May 8, 2007 and a resolution of the shareholder's meeting on June 30, 2007, Hebei Leimone, a company controlled by Gu, acquired 25.1333% of TCB Digital from TCBGCL Labour Union and various natural person shareholders for cash consideration of RMB9,000,000 ($1.34 million). Pursuant to this Agreement, Hebei Leimone and Beijing Depu Investment Co., Ltd., a company controlled by Cao, invested additional RMB15,928,700 and RMB10,377,600 respectively in TCB Digital, bringing the total investment from Hebei Leimone and Beijing Depu Investment Co., Ltd to $4,679,111 (RMB35,306,300). After this additional investment was made as of June 30, 2007, Hebei Leimone and Beijing Depu held a 36.03% and 15% equity interest, respectively of TCB Digital, amounting to a total of 51.03% ownership in TCB Digital. Pursuant to an agreement dated June 30, 2007, Cao irrevocably pledged his 15% equity interest in TCB Digital to Gu for a 29.4% stake in Gu's company. TCB Digital is mainly engaged in research & development, processing, manufacturing, servicing and marketing of mobile handsets, electronic products and communication equipment.

On November 30, 2007, Gold Lion and GD Industrial Company signed a share transfer agreement pursuant to which GD Industrial Company transferred 60% equity of Nantong Zong Yi Kechuang Digital Camera Technology Co., Ltd. for cash consideration of $10,273 to Gold Lion. In July 2008, the company's name was changed to Jiangsu Leimone Electronic Co., Ltd., or Jiangsu Leimone. In January 2008, Gold Lion invested $5,074,226 (HK$38,800,000) in Jiangsu Leimone to increase Gold Lion's ownership in Jiangsu Leimone to 80%. Pursuant to the share transfer agreement by and between Gold Lion and Nantong Zong Yi Investment Co., Ltd. dated November 26, 2008, Gold Lion acquired the remaining 20% equity interest of Jiangsu Leimone from Nantong Zong Yi Investment Co., Ltd. for cash consideration of $103,214 (HK$800,000). After this transaction, Gold Lion obtained 100% ownership of Jiangsu Leimone. Jiangsu Leimone is engaged in the R&D and production of electronic assemblies, 3G mobile handsets, wireless communication modules, GPS receivers and computer software.

Pursuant to the share transfer agreement by and among Hebei Leimone, Beijing Depu Investment Co., Ltd and Jiangsu Leimone dated December 15, 2008, Hebei Leimone and Beijing Depu Investment Co., Ltd. transferred their 51.03% equity interest of TCB Digital to Jiangsu Leimone on December 30, 2008.

On September 8, 2009 the shareholders of Zoom Technologies, Inc. ("Zoom") approved of the share exchange agreement between Zoom and Gold Lion. On September 22, 2009 the merger transaction was effectuated and Zoom owns 100% of Gold Lion and its subsidiaries, and the historical and future financial results of Gold Lion became that of Zoom; through the 100% ownership of Jiangsu Leimone, we owned 51.03% of TCB Digital as of September 22, 2009. Mr. Gu, who holds an option to acquire an additional 28.97% of the outstanding capital stock of TCB Digital, pursuant to the share exchange agreement and the approval of the majority of the stockholders of the Company, agreed to provide Mr. Gu the option to exchange the additional 28.97% interest in TCB Digital for an additional 2,402,576 shares of our common stock. As of March 31, 2010, Mr. Gu exercised this option, and as a result our Company's ownership of TCB Digital was increased to 80%.

On June 1, 2010, pursuant to a share exchange agreement dated April 29, 2010, we acquired 100% of the shares of Nollec Wireless Company Ltd., ("Nollec Wireless") a mobile phone and wireless communication design company located in Beijing, China (the "Acquisition").

On January 4, 2011, the Company acquired 100% ownership of Celestial Digital Entertainment, Ltd., ("CDE") a mobile platform video game development company based in Hong Kong. The consideration paid was $1,818,000.00 to be divided by the Volume Weighted Average Closing Price of the Company's shares for the 10 consecutive trading days leading up to the day before the date of this Share Exchange Agreement, or $3.75 per share, whichever is greater. This resulted in the issuance of 484,800 shares to acquire CDE. CDE primarily focuses on development of video games and applications for mobile phones and mobile platforms. CDE has developed over 40 titles for the Apple iPhone and is one of the largest developers of iPhone apps in Asia. The Company's wholly-own subsidiary in Hong Kong, Profit Harvest, was the acquiring entity.

On January 6, 2011, the Company filed with the Secretary of State of Delaware, an Amended and Restated Certificate of Incorporation that indicates 1) the Company's authorized common stock has been increased from 25,000,000 to 35,000,000 shares, and 2) a new class of preferred stock has been added with 1,000,000 shares authorized to be issued. Both the increase of authorized common stock and the addition of a new class of preferred stock were approved by shareholders at the 2010 Annual Meeting of Shareholders held on December 10, 2010

The business of Zoom is the businesses of a) Gold Lion, which is comprised of the businesses of Gold Lion's operating subsidiaries, which are TCB Digital, Jiangsu Leimone Electronics Co., Ltd. ("Jiangsu Leimone") and Profit Harvest which serves as sales and marketing arm of TCB Digital and owns Celestial Digital Entertainment, a mobile platform video game developer based in Hong Kong, and Jiangu Leimone serves as a complimentary and supplemental manufacturing arm for TCB Digital, and as such, substantially most of the business of Zoom is generated by the business of TCB Digital, and b) Silver Tech Enterprises, Ltd. (a BVI holding company) which owns 100% of Ever Elite Corporation, Ltd. (a Hong Kong holding company) which owns 100% of Nollec Wireless.

Plan of Operation

During the next twelve months, Zoom, together with its subsidiaries, expects to take the following steps in connection with the development of our business and the implementation of our plan of operations:

- Zoom intends to continue to manufacturer and deliver its products and services in China, including EMS business for OEM customers and development of our brand of "Leimone" phones;
- Zoom will gradually increase its investment in the 2.5G-3G mobile communications business;
- Zoom will continue to customize mobile phones in cooperation with the main mobile operators in China; and
- Zoom will continue to build our export business beyond Asia.

Critical Accounting Policies and Estimates

The preparation of Zoom's consolidated financial statements in conformity with accounting principles generally accepted in the United States ("US GAAP") requires it to make estimates and judgments that affect its reported assets, liabilities, revenues, and expenses, and the disclosure of contingent assets and liabilities. Zoom based its estimates and judgments on historical experience and on various other assumptions that it believes to be reasonable under the circumstances. Future events, however, may differ markedly from current expectations and assumptions. While there are a number of significant accounting policies affecting Zoom's consolidated financial statements, we believe the following critical accounting policies involve the most complex, difficult and subjective estimates and judgments: allowance for doubtful accounts; income taxes; asset impairment.

Revenue Recognition

In accordance with US GAAP, revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed, and collection of the resulting receivable is reasonably assured. Noted below are brief descriptions of the product or service revenues that Zoom recognizes in the financial statements contained herein.

The Company recognizes sales in accordance with the U.S. Securities and Exchange Commission ("SEC") Staff Accounting Bulletin ("SAB") No. 104, "Revenue Recognition in Financial Statements" (FASB ASC Topic 605), "Revenue Recognition."

The Company recognizes revenue when the following criteria are met:

(i) persuasive evidence of an arrangement exists;

(ii) delivery has occurred or services were rendered;

(iii) the price to the customer is fixed or determinable and,

(iv) collection of the resulting receivable is reasonably assured. Revenue is not recognized until title and risk of loss is transferred to the customer, which occurs upon delivery of goods, and objective evidence exists that customer acceptance provisions were met.

The Company bases its estimates on historical experience taking into consideration the type of products sold, the type of customer, and the type of specific transaction in each arrangement. Revenues represent the invoiced value of goods, net of value added tax ("VAT").

The Company does not offer promotional payments, customer coupons, rebates or other cash redemption offers to its customers. Deposits or advance payments from customers prior to delivery of goods and passage of title of goods are recorded as advanced from customers.

Company's subsidiary, Nollec Wireless is in the mobile phone design, software integration and mobile solution R&D business, Nollec Wireless, recognizes revenue under percentage of completion method ASC Topic 605-35-25 (Construction - Type and Production - Type Contracts) when reasonably dependable estimates can be made and in which all the following conditions exist:

a. Contracts executed by the parties normally include provisions that clearly specify the enforceable rights regarding goods or services to be provided and received by the parties, the consideration to be exchanged, and the manner and terms of settlement.

b. The buyer can be expected to satisfy all obligations under the contract.

c. The contractor can be expected to perform all contractual obligations.

Estimates of cost to complete is reviewed periodically and revised as appropriate to reflect new information. When the current estimates of total contract revenue and contract cost indicate a loss, a provision for the entire loss on the contract is made.

Income is recognized as the percentage of estimated total income that incurred costs to date divided by estimated total costs after giving effect to estimates of costs to complete based on most recent information. Percentage of completion is based on labor hours incurred to date divided by total estimated labor hours for the contract.

Royalty income on sales of licensed products by its customers is recorded when the customers report sales to the Company. Royalty income is reported monthly and recorded in the period in which the product is sold. The Company has the right to audit the books of the licensees.

Allowance for doubtful accounts

Zoom maintains an allowance for doubtful accounts to reduce amounts to their estimated realizable value. A considerable amount of judgment is required when Zoom assesses the realization of accounts receivables, including assessing the probability of collection and the current credit-worthiness of each customer. If the financial condition of customers were to deteriorate, resulting in an impairment of their ability to make payments, an additional provision for doubtful accounts could be required. Zoom initially records a provision for doubtful accounts based on its historical experience, and then adjust this provision at the end of each reporting period based on a detailed assessment of its accounts receivable and allowance for doubtful accounts. In estimating the provision for doubtful accounts, Zoom considers: (i) the aging of the accounts receivable; (ii) trends within and ratios involving the age of the accounts receivable; (iii) the customer mix in each of the aging categories and the nature of the receivable; (iv) its historical provision for doubtful accounts; (v) the credit worthiness of the customer; and (vi) the economic conditions of the customer's industry as well as general economic conditions, among other factors.

Income taxes

Zoom accounts for income taxes in accordance with SFAS No. 109 (ASC Topic 740), "Accounting for Income Taxes". Under this method, deferred income taxes are recognized for the estimated tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts and each year-end based on enacted tax laws and statutory rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established to reduce deferred tax assets to the amount expected to be realized when, in management's opinion; it is more likely than not that some portion of the deferred tax assets will not be realized. The provision for income taxes represents current taxes payable net of the change during the period in deferred tax assets and liabilities. Zoom adopted FIN 48 (ASC Topic 740), Accounting for Uncertainty in Tax Positions.

Asset Impairment

Zoom periodically evaluates the carrying value of other long-lived assets, including, but not limited to, property and equipment and intangible assets, when events and circumstances warrant such a review. The carrying value of a long-lived asset is considered impaired when the anticipated undiscounted cash flows from such asset 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 value of the long-lived asset. Fair value is determined primarily using the anticipated cash flows discounted at a rate commensurate with the risk involved. Significant estimates are utilized to calculate expected future cash flows utilized in impairment analyses. Zoom also utilizes judgment to determine other factors within fair value analyses, including the applicable discount rate. The Company's long-term investment of $65,816 in Tianjin Tong Guang Microelectronics Co., Ltd. ("TTGM") had been entirely impaired as of December 31, 2009.

Results of Operations for the years ended December 31, 2010 & 2009

	2010

	2009

	Increase /

	(Decrease)	
	%	
Net revenue		
$		252,589,072
$		189,055,742

$	63,533,330	
	33.6	%
Cost of sales	(224,884,782	)

(177,653,678

)

47,231,104

26.6

%

Gross profit

27,704,290

11,402,064

16,302,226

143.0

%

Selling, general and administrative expenses	(6,605,606)
	(3,105,673)
	3,499,933
	112.7%

Research and development expense	
	(3,251,209)
	-0-
	3,251,209.
	n.a.

Other income/(expenses)-net	
	(1,005,846)
	(641,681)
	364,165
	56.8%

Profit before income taxes and non-controlling interest			
			16,841,629
			7,654,710
			9,186,919
			120.0
%			

Income tax expense	(3,832,772)	(1,231,180)	2,601,592	211.3%

Non-controlling interest	
	(183,253)
	(180,383)
	2,870
	1.6

%

Net income attributable to stockholders

12,825,604

6,243,147

6,582,457

105.4

%

Other comprehensive income Zoom Technologies

650,230

(32,852

)

		683,082
		n.a.
Comprehensive income Zoom Technologies		
	$	13,475,834

$	6,210,295
$	7,471,945
	120.3
%	

Other key indicators (Percent of Net Sales)	Years Ended December 31 2010	2009	Change
Cost of sales	89.0%	94.0%	-5.0%
Gross margin	11.0%	6.0%	5.0%
Selling, general and administrative expenses	2.6%	1.6%	1.0%
Net margin	5.1%	3.3%	1.8%

Revenues

Our revenues were $252,589,072 for the year ended 2010, representing an increase of 33.6% or $63,533,330 as compared to $189,055,742 for 2009. The increase of revenues as compared to the previous last year was mainly due to increase in orders from the domestic EMS customers, also increase in the sales of our own brand products and the acquisition of Nollec Wireless on June 1, 2010.

Our main manufacturing facility, TCB Digital, is located in Tianjin City. TCB Digital manufactures digital communication and consumer electronic products with 14 SMT (Surface Mount Technology) lines and 12 assembly and test lines. Manufacturing equipment from our Jiangsu Leimone facilities were relocated to TCB Digital in April 2010. Our Company's combined production was approximately about 10.4 million units in 2010 and 8.6 million units in 2009. Manufacturing of mobile phones is broken into two main segments: 1) Non-consignment EMS where we procure all of the components for our customers, and our revenues comprise of the cost of the materials plus our manufacturing fee, and 2) Consignment EMS where our customers provide the components and our revenues is our manufacturing fee. We also produced and sold our own products under the brand of "Leimone."

The following table shows our production activities by segments.

Production units (in thousands) by each activity	2010	2009
Non-Consignment EMS	2,886	2,000
Consignment EMS	6,806	6,500
Other sales	0	0
Own brand "Leimone" phones	708	100
Total	10,400	8,600

The following table shows the breakdown of revenues by segments.

Percentage of revenues by each activity	2010	2009
Non-Consignment EMS	76%	87.7%

Consignment EMS	7%	7.8%
Design Revenues	2%	0%
Phone Sales (Leimone brand)	15%	4.5%
Total	100%	100%

Cost of sales

For the year 2010, Zoom's cost of sales was $224,884,782 or 89.0% of revenues. The cost of sales compared to revenues decreased by 5.0% year over year. The main reason for the decrease in this ratio was that the sales of our own brand products contributed a larger percentage to total revenues, and such own brand sales enjoyed a higher profit margin than the EMS activities.

Selling, general and administrative expenses

Sales and marketing expenses mainly represent salaries of sales personnel, and marketing and transportation costs. General and administrative expenses primarily consisted of compensation for personnel, depreciation, travel expenses, rental, materials expenses related to ordinary administration, fees for professional services and also non-cash equity based compensation charges.

For 2010, selling, general and administrative expenses were $6,605,606 or 2.6% of revenues as compared to $3,105,673 or 1.6% of revenues for 2009. Included in such expenses in 2010 and 2009 were non-cash equity-based compensation charges of $1,688,372 and $44,480, respectively. The non-cash equity-based compensation charges were expenses due to common stock issued for services and charges calculated based on a Black-Schole valuation model for stock options granted to employees, directors and contractors.

Research and development expense

For 2010 we incurred R&D expenditures in the amount of $3,251,209 by our Nollec Wireless subsidiary for developmental costs in software and phone design. We did not have any R&D expenditures in 2009.

Other income and (expenses)-net

Zoom's other expenses-net were $1,005,846 in 2010 which represented an increase of $364,165 or 56.8% from $641,681 in 2009. Other expenses mainly consisted of interest expense that the company incurred for its loans and the net of such interest payments were $1,134,898 and $1,040,538 for the years 2010 and 2009 respectively.

Net income

For 2010, Zoom's net income was $12,825,604 with a net profit margin of 5.1%, representing an increase of $6,582,457 or 105.4% over net income in 2009 of $6,243,147 with a net profit margin of 3.3%. The increase in net income is mainly due to the increases in both our EMS segment and sales of our own brand phones. The increase in net margin is due to the increased proportion of revenues from sales of our own brand products which carry a higher profit margin than the EMS business.

Other comprehensive income

For 2010, our other comprehensive income was $650,230 while there was comprehensive loss of ($32,852) for 2009. Other comprehensive income resulted from foreign currency exchange changes particularly the Renminbi's appreciation against the U.S. dollar resulting from our conversion of RMB into US$ for reporting; and we may report an expense or an income depending on changes in the exchange rate.

Liquidity and Capital Resources

Zoom generally finances its operations from cash flow generated internally, equity fundraising and short-term loans from domestic banks due in less than one year and with annual interest rates between 5.3% to 8.4%. As of December 31, 2010, we had cash and cash equivalents of $6,374,103 which represented an increase of $4,901,803 from $1,472,300 as of December 31, 2009. We also had $13,503,122 in restricted cash at the end of 2010; such restricted cash was deposits in banks as collateral for the banks to issue banker's acceptances.

The net cash provided by operating activities in 2010 was $11,055,057 as compared to the net cash used in operating activities for 2009 of $11,241,031. The net cash inflow from operating activities in 2010 was mainly due to the net income for the year of 2010 including noncontrolling interest totaling $13,008,857, increase in accrued expenses of $2,546,076, and reduction in advances to suppliers of $8,700,946. Uses of cash included increase in accounts

receivable of $3,111,813, decrease in accounts payable of $1,019,655 and increase in related parties advances of $12,309,184. See Note 17 — Related Party Transactions.

Net cash used for investing activities amounted to $9,714,854 in 2010 which primarily consisted of payment for construction of new manufacturing facilities. Since ownership of the facilities cannot be transferred until construction is completed, the amount paid is recorded as construction in progress deposit.

Net cash provided by financing activities was $3,530,370 in the year ended December 31, 2010 which included an inflow from the sale of common stock and exercising of warrants and options in the net total amount of $8,194,413; net proceeds from short-terms loans of $4,568,954, a net outflow to related party borrowings of $9,734,553 and proceeds from notes payable in the amount of $501,556.

On May 28, 2010, the Company sold 166,667 shares of newly issued common stock pursuant to a registration statement on Form S-3. The shares were sold at the price of $6.00 per share. The placement agent for the transaction was paid a 4% commission and granted 6,667 warrants exercisable at $6.90 per share. Legal fees incurred for this transaction amounted to $80,450.

On November 9, 2010, the Company sold 2,113,664 units of securities at a price of $3.75 per unit in a private placement to accredited investors pursuant to Regulation D of the Securities Act of 1933. Each unit is comprised of one share of common stock of Zoom and three-quarters of one common stock purchase warrant. Each whole warrant (the "Warrants") entitles the holder to purchase an additional common share at a price of $4.71 for a period of five years following the closing date. The placement agents involved in the transaction were paid a 7% commission and granted a total of 42,273 warrants exercisable at $4.71 per share. Under terms of the securities purchase agreement, the Company is obligated to file a registration statement for the securities sold within 45 days from the date of the agreement and cause the registration statement to be declared effective within a maximum of 120 days, otherwise penalties will be assessed against the Company. A registration statement on Form S-3 was filed with the SEC on December 23, 2010 and was declared effective on January 7, 2011, and the Company fulfilled its obligation to register the securities. Legal and other fees directly incurred for this transaction amounted to approximately $330,000.

During the year ended December 31, 2010, the maximum short term loan outstanding was approximately $21.95 million with an average interest rate of 5.84%.

During the year ended December 31, 2010, sales to related parties amounted to $59.6 million and purchases from related parties amounted to $80.6 million. For the year 2009, sales to related parties were $16.6 million and purchases from related parties were $10.8 million.

The Company signed an agreement with Leimone (Tianjin) Industrial Co., Ltd. ("Tianjin Leimone") to construct a manufacturing plant on June 26, 2010 for RMB 99,591,000 ($15,063,000). The contract includes land use rights for 46,020.6 square meters and construction space of 21,028.83 square meters. As of December 31, 2010, the amount paid to Tianjin Leimone was RMB 64,734,150 ($9,790,700) upon the stage of completion of roofing and is recorded as construction in progress deposit.

On going forward basis over the next 12 months, Zoom intends to continue to rely on short-term loans to fund its operational cash needs. The Company does not plan to raise funds from the equity market within the year of 2011.

Off balance sheet arrangements

As of December 31, 2010, Zoom had no off balance sheet arrangements.

RISK FACTORS

You should carefully consider the following risk factors, together with all of the other information included in this annual report.

In assessing these risks, you should also refer to the other information included in this report, including the consolidated financial statements and the accompanying notes. You should note that Zoom is a holding company with substantial operations in the PRC. As a result, Zoom would be subject to legal and regulatory environments that differ in many respects from those of the United States. Zoom's business, financial condition or results of operations could be affected materially and adversely by any of the risks discussed below.

Risks Related to Our Business

The operating businesses that we own indirectly through our subsidiaries, inclusive of TCB Digital, Jiangsu Leimone, Profit Harvest, Nollec Wireless, and Celestial Digital Entertainment (collectively the "Zoom Operating Group") including sales, results of operations, and reputation could be materially adversely affected if it fails to efficiently manage its manufacturing operations without interruption, or fails to ensure that its products meet the expectations of its distributors and end-user customers.

Operation of Zoom Operating Group requires successful execution of complex manufacturing processes, including surface mount technology ("SMT"), precision assembly, calibration and testing, as well as software design and integration solutions. The disruption of any of these could interrupt its revenue generation and have a material and adverse effect on Zoom Operating Group's relationships with distributors and end-user customers, TCB Digital and Jiangsu Leimone's brand names, and its financial performance. TCB Digital and Jiangsu Leimone's manufacturing operations involve raw material and component sourcing from third parties, internal assembly processes, and distribution processes. These operations are modified on a regular basis in an effort to improve manufacturing and distribution efficiency and flexibility. Zoom Operating Group may experience difficulties in coordinating its supplies of components and raw materials to meet the demand for its products, increasing or decreasing production at its facilities in response to demand, adopting new manufacturing processes, finding a timely way to develop the best technical solutions for new products, or achieving manufacturing efficiency and flexibility. Zoom Operating Group may experience delays in adjusting or upgrading production at its facilities when it introduces new models, delays in expanding manufacturing capacity, failure in its manufacturing processes, or failure by its business partners to adequately perform the services it has outsourced to them, which in turn

may have a material adverse effect on Zoom Operating Group's sales and results of operations. In addition, a failure or an interruption could occur at any stage of Zoom Operating Group's product development, manufacturing and delivery processes, resulting in products not meeting the expectations of its distributors and end customers, which could have a material adverse effect on Zoom Operating Group's sales, results of operations, and reputation.

Zoom Operating Group's results of operations, particularly its profitability, may be materially adversely affected if it does not successfully manage price erosion and is not able to manage costs related to its products and operations.

Selling price erosion is a characteristic of the mobile handset and electronics industries, and the products offered by Zoom Operating Group are subject to natural price erosion over time. If Zoom Operating Group is not able to lower its costs at the same rate or faster than this selling price erosion, and to introduce new cost-efficient products with higher prices in a timely manner, as well as manage costs related to its products and operations generally, this will have a material adverse effect on its business and results of operations, particularly its profitability. Because our margins are already very thin, even minor price erosions, if not offset by increased efficiencies, will drastically reduce our profitability.

Zoom Operating Group relies primarily on its distributors for marketing and sale of its products at the provincial and local levels and for after-sales support of its products. Because Zoom Operating Group has limited influence over its distributors, it cannot be certain that their marketing and after-sale support of its products will be adequate to meet Zoom Operating Group's sales requirements and to protect Zoom Operating Group's brand and reputation.

Zoom Operating Group now has distributors and after-sales service centers at the national level, provincial level and municipal level in 31 provinces in China. Zoom Operating Group grants its distributors the right to use its brand name and logo when they market Zoom Operating Group's products within their respective sales territories or channels and when they provide after-sales support to Zoom Operating Group's end-user customers. However, Zoom Operating Group's contractual arrangements with its distributors do not provide Zoom Operating Group with control over their everyday business activities, and one or more of its distributors may engage in activities that are prohibited under Zoom Operating Group's contractual arrangements with them, that violate Peoples' Republic of China ("PRC") laws and regulations governing the mobile handset industry or other PRC laws and regulations generally, or that are otherwise harmful to Zoom Operating Group's business or reputation in the industry. Further, because we are relatively new at marketing our Leimone brand, and our Leimone brand does not have the brand recognition of other brands in the industry, we have and will continue to rely heavily on the marketing efforts of these distributors.

Zoom Operating Group maintains inventories of raw materials, components and handsets, and its inventories may decline in value or become obsolete.

The rapid technological change in Zoom Operating Group's industry, the short product life cycle of its handsets, its limited forecasting experience and processes, and the competitive nature of its target markets make forecasting Zoom Operating Group's future sales and operating results difficult. Zoom Operating Group's expense levels are based, in part, on its expectations regarding future sales. In addition, to enable Zoom Operating Group to promptly fill orders, it maintains inventories of raw materials, components and handsets. As a result, Zoom Operating Group has to commit to considerable costs in advance of anticipated sales. Any significant shortfall of sales may result in Zoom Operating Group maintaining higher levels of inventories of raw materials, components, and finished goods than it requires, thereby increasing its risk of inventory obsolescence and corresponding inventory write-downs and write-offs. Zoom Operating Group cannot guarantee that such write-downs will be adequate to cover all losses resulting from inventory obsolescence.

Zoom Operating Group plans to market its products to countries outside of China, which may subject it to various economic, political, regulatory, legal and foreign exchange risks.

Zoom Operating Group currently sells substantially all of its products in China. Zoom Operating Group also plans to selectively enter into markets outside China where it identifies an opportunity to sell differentiated products and where it believes it will be able to realize a reasonable return on investment. The marketing, distribution and sale of its mobile handsets overseas exposes Zoom Operating Group to a number of risks, including:

- fluctuations in currency exchange rates of the U.S. dollar and other foreign currencies against the Renminbi;
- difficulty in engaging and retaining distributors and agents who are knowledgeable about, and can function effectively in, overseas markets;
- difficulty in designing products that are compatible with communications and product standards in foreign countries, and in attaining the required certifications for those products;
- longer accounts receivable collection periods and greater difficulty in accounts receivable collection;

- increased costs associated with maintaining marketing and sales activities in various countries;

- difficulty and costs relating to compliance with unexpected changes in regulatory requirements and different commercial and legal requirements in the jurisdictions in which Zoom Operating Group offers its products;

- inability to obtain, maintain or enforce intellectual property rights; and

- changes to import and export regulations, including quotas, tariffs and other trade barriers, delays or difficulties in obtaining export and import licenses, potential foreign exchange controls and repatriation controls on foreign earnings, exchange rate fluctuations, and currency conversion restrictions.

If Zoom Operating Group is unable to effectively manage these risks, its ability to conduct or expand its business abroad would be impaired; and this may in turn have a material adverse effect on Zoom Operating Group's business, financial condition, results of operations, and prospects.

Zoom Operating Group's operating results are difficult to predict and may fluctuate significantly from period to period in the future.

Zoom Operating Group's operating results are difficult to predict and may fluctuate significantly from period to period based on a number of factors such as the launch of new products in a given period, the seasonality of its mobile handset sales, the short life-cycle of any given handset model due to rapid technological advances, a possible deterioration of economic conditions in China, and potential changes to the regulation of the mobile handset industry in China. As a result, you may not be able to rely on period-to-period comparisons of Zoom Operating Group's operating results as an indication of its future performance. If its revenues for a particular period are lower than Zoom Operating Group expects, its may be unable to reduce its fixed costs and operating expenses for that period by a corresponding amount, which would negatively impact its operating results for that period relative to its operating results for other periods.

Zoom Operating Group has not applied for patents or registered copyrights for most of its intellectual property; and its failure to adequately protect its intellectual property rights may undermine its competitive position.

Implementation of PRC intellectual property-related laws has historically been lacking, primarily because of ambiguities in PRC laws and difficulties in enforcement. Accordingly, intellectual property rights and confidentiality protections in China may not be as effective as in the United States or other countries. Zoom Operating Group relies primarily on trade secrets and other contractual restrictions to protect its intellectual property. Zoom Operating Group has not applied for patents or registered copyrights in China for most of its inventions, original works of authorship, developments, and improvements relating to the mobile handsets it produces. The actions Zoom Operating Group has taken to protect its intellectual property rights may not be adequate to provide it with meaningful protection or commercial advantage. As a result, third parties may use the technologies that it has developed and compete with Zoom Operating Group, which could have a material adverse effect on its business, financial condition and operating results.

Litigation to protect Zoom Operating Group's intellectual property rights may be costly.

Policing unauthorized use of proprietary technology can be difficult and expensive. Litigation may be necessary to enforce Zoom Operating Group's intellectual property rights and the outcome of any such litigation may not be in Zoom Operating Group's favor. Given the relative unpredictability of China's legal system and potential difficulties in enforcing a court judgment in China, there is no guarantee that Zoom Operating Group would be able to halt the unauthorized use of its intellectual property through litigation in a timely manner.

Furthermore, any such litigation may be costly and may divert management attention away from Zoom Operating Group's business and cause it to expend significant resources. An adverse determination in any such litigation will impair Zoom Operating Group's intellectual property rights and may harm its business, prospects and reputation. In addition, Zoom Operating Group has no insurance coverage against litigation costs and would have to bear all costs arising from such litigation to the extent it is unable to recover them from other parties. The occurrence of any of the foregoing could have a material adverse impact on Zoom Operating Group's business, financial condition and results of operations.

Zoom Operating Group may be exposed to infringement or misappropriation claims by third parties which, if determined adversely against it, could disrupt its business and subject it to significant liability to third parties, as well as have a material adverse effect on its financial condition and results of operations.

Zoom Operating Group's success depends, in large part, on its ability to use and develop its technology, know-how and product designs without infringing upon the intellectual property rights of third parties.

Zoom Operating Group's products include increasingly complex technology and, as the amount of such technologies and the number of parties claiming rights continue to increase; the possibility of alleged infringement and related intellectual property claims against it continues to rise. The holders of patents and other intellectual property rights potentially relevant to Zoom Operating Group's product offerings may be unknown to Zoom Operating Group, or may otherwise make it difficult for Zoom Operating Group to acquire a license on commercially acceptable terms. There may also be technologies licensed to and relied on by Zoom Operating Group that are subject to infringement or other corresponding allegations or claims by others which could damage its ability to rely on such technologies. In addition, although Zoom Operating Group endeavors to ensure that companies that work with it possess appropriate intellectual property rights or licenses, Zoom Operating Group cannot fully avoid the risks of intellectual property rights infringement created by suppliers of components used in its products or by companies with which it works in cooperative research and development activities. Since technology standards, including those used and relied on by Zoom Operating Group, typically involve intellectual property rights, Zoom Operating Group cannot fully avoid risks of a claim for infringement of such rights due to its reliance on such standards. Zoom Operating Group believes that the number of third parties declaring their intellectual property to be relevant to these standards - for example, those standards related to 3G mobile communication technologies as well as other advanced mobile communications standards - is increasing, which may increase the likelihood that Zoom Operating Group will be subject to such claims in the future. While Zoom Operating Group believes that any such intellectual property rights declared and found to be essential to a given standard carry with them an obligation to be licensed on fair, reasonable and non-discriminatory terms, not all intellectual property owners agree on the meaning of that obligation and, thus, costly and time-consuming litigation over such issues may result in the future.

As Zoom Operating Group continues to market and sell its products throughout China, and as litigation becomes more common in China, Zoom Operating Group may face a higher risk of becoming subject to claims for intellectual property infringement. While Zoom Operating Group has not, to date, become subject to these types of claims, it is possible that it may, in the future, become subject to such intellectual property infringement claims. Regardless of whether such claims have merit or are decided in its favor, any such litigation could have a negative impact on Zoom Operating Group brand, reputation and ability to conduct its business and sell some or all of its products.

Zoom Operating Group's sales and profitability depend on the continued growth of the mobile telecommunications industry, especially in China, and if the mobile telecommunications industry does not grow as Zoom Operating Group expects or grows at a slower speed than Zoom Operating Group expects, its sales and profitability may be materially adversely affected.

Zoom Operating Group derives substantially all of its revenues from sales of mobile handsets in China. The continued development of its business depends, in large part, on continued growth in the mobile telecommunications industry, especially in China, in terms of the number of existing mobile subscribers who upgrade or replace their existing mobile handsets, the number of new subscribers, and increased usage. Although China's wireless telecommunication industry has grown rapidly in the past, and although China government has granted 3G licenses to operators, the wireless telecommunication industry may not continue to grow at the same growth rate in the future or to grow at all.

Furthermore, Zoom Operating Group's sales and profitability are also affected by the extent to which there is increasing demand for, and development of, value-added services, leading to opportunities for it to successfully market mobile handsets that feature those services. To a certain extent, Zoom Operating Group is dependent on third-party mobile telecommunication operators to successfully introduce these value-added services that encourage end users to upgrade or replace their mobile handsets. For instance, mobile telecommunication operators in China are upgrading their networks to offer 3G wireless telecommunication services, which will lead to increased demand for enhanced wireless value-added services and, therefore, increased demand for mobile handsets with more advanced technologies in China. Therefore, if mobile telecommunication operators are not successful in their attempts to introduce new services, increase the number of subscribers, stimulate increased usage and drive replacement sales, its business and results of operations could be materially adversely affected.

These developments in its industry are, to a large extent, outside of Zoom Operating Group's control; and any reduced demand for wireless voice and data services, any other downturn, or other adverse changes in China's wireless telecommunication industry could severely harm its business.

Changes in the regulatory environment for telecommunications systems and services, especially in China, could negatively impact Zoom Operating Group's business.

The telecommunications industry in China is heavily regulated, and regulatory changes may affect both Zoom Operating Group and its customers. For example, changes in regulations that impose more stringent standards for the production of mobile handsets could adversely affect Zoom Operating Group business. Similarly, tariff regulations that affect the pricing of new services offered by mobile telecommunication operators could also affect their ability to invest in network infrastructure, which in turn could affect the sales of Zoom Operating Group's mobile handsets. License fees, environmental, health and safety, privacy and other regulatory changes may increase costs and restrict operations of mobile telecommunication network operators and service providers. The indirect impact of such changes could affect Zoom Operating Group's business adversely even though the specific regulations may not directly apply to it or its products.

China Ministry of Industry and Information Technology ("MIIT") has broad discretion and authority to regulate all aspects of the telecommunications and information technology industries in China, including managing spectrum, setting mobile handset specifications and standards, approving the adoption of new technologies such as 3G, and drafting laws and regulations. MIIT also determines the forms and types of services that may be offered by telecommunication companies to the public, the rates that are charged to subscribers for those services, and the content of material available in China over wireless services, including Internet content. In addition, China's telecommunication regulatory framework is still at a relatively early stage of development, and prone to directional shifts and major structural changes. The PRC government is in the process of drafting a national telecommunication law, which may include new legislation governing the mobile handset industry. If MIIT sets standards with which Zoom Operating Group is unable to comply or which would render Zoom Operating Group's products uncompetitive, its ability to sell products could be severely limited, resulting in substantial harm to Zoom Operating Group's operations.

Zoom Operating Group depends on its key personnel, and its business and growth may be severely disrupted if it loses their services. Zoom Operating Group may also have difficulty attracting and retaining qualified management and research and development personnel.

Zoom Operating Group's future success depends substantially on the continued services of its key personnel. Zoom Operating Group relies on key personnel's experience in the mobile handset manufacturing industry, in similar business operations, in sales and marketing, and on their relationships with Zoom Operating Group's shareholders, customers, and suppliers. If Zoom Operating Group loses the services of one or more of these key personnel, it may not be able to replace them readily, if at all, with suitable or qualified candidates, and may incur additional expenses to recruit and retain new officers, which could severely disrupt its business and growth.

In addition, if any of these key personnel joins a competitor or forms a competing company, Zoom Operating Group may lose some of its customers. Zoom Operating Group has entered into employment agreements with each of these key personnel, which contain confidentiality and non-competition provisions. However, if any disputes arise between these key personnel and Zoom Operating Group, it is not clear what the court decisions will be and the extent to which these court decisions could be enforced in China, where all of these key personnel reside and hold some of their assets. Furthermore, as Zoom Operating Group expects to continue to expand its operations and develop new products, Zoom Operating Group will need to continue attracting and retaining experienced management and key research and development personnel.

Competition for management and research and development personnel in the mobile handset market in China is intense, and the availability of suitable and qualified candidates is limited. In particular, Zoom Operating Group competes to attract and retain qualified research and development personnel with other mobile handset manufacturers, universities and research institutions. Competition for these individuals could cause Zoom Operating Group to offer higher compensation and other benefits in order to attract and retain them, which could have a material adverse effect on Zoom Operating Group's financial condition and results of operations. Zoom Operating Group may also be unable to attract or retain the personnel necessary to achieve its business objectives, and any failure in this regard could severely disrupt its business and growth.

Fluctuations in exchange rates could adversely affect Zoom Operating Group's business.

Because substantially all of its earnings are denominated in Renminbi, any appreciation or depreciation in the value of the Renminbi relative to the U.S. dollar would affect Zoom Operating Group's balance sheet position and financial results reported in U.S. dollar terms without giving effect to any underlying change in its business or results of operations. In addition, fluctuations in the exchange rate between the U.S. dollar and the Renminbi would affect the relative purchasing power of Zoom Operating Group's U.S. dollar denominated cash assets and the Renminbi value of Zoom Operating Group's U.S. dollar denominated bank borrowings. Fluctuations in the exchange rate will also affect the relative value of any dividend Zoom Operating Group may issue that will be exchanged into U.S. dollars, and will

affect the earnings from and value of any U.S. dollar-denominated investments it makes in the future.

Zoom Operating Group's competitive position could decline if it is unable to obtain additional financing to acquire businesses or technologies that are strategic for its success, or otherwise execute its business strategy.

Zoom Operating Group believes that its current cash will be sufficient to fund its working capital requirements for at least the next twelve months. However, Zoom Operating Group may need to raise additional funds to support capital expansion, respond to competitive pressures, acquire complementary businesses or technologies or respond to unanticipated requirements. Zoom Operating Group cannot assure you that additional funding will be available to it in amounts or on terms acceptable to Zoom Operating Group. If sufficient funds are not available or are not available on acceptable terms, Zoom Operating Group's ability to fund its expansion, take advantage of acquisition opportunities, develop or enhance its services or products, or otherwise respond to competitive pressures would be significantly limited. If appropriate opportunities arise, Zoom Operating Group intends to acquire businesses; technologies, services or products that it believes are strategic.

The lease on Jiangsu Leimone's corporate office and production space expired in January 2010 and our manufacturing equipment from Jiangsu Leimone has been relocated to TCB Digital in Tianjin. We may not be able to acquire a lease on another suitable property, or a lease on a suitable property at a comparable cost.

The lease on Jiangsu Leimone's corporate office and production space expired in January 2010, and we currently maintain office space only on a month to month basis. We have already relocated Jiangsu Leimone's manufacturing equipment to TCB Digital's facilities in Tianjin as of April 30, 2010. In the event we need to restart production in Jiangsu, we would need to relocate into another suitable property, which we may not be attainable at a comparable cost in a timely manner. Even if we are able to do so, we would incur significant moving expenses and manufacturing delays.

Risks Related to Our Industry

If Zoom Operating Group cannot keep pace with market changes and produce mobile phones with new technologies and features in a timely and cost-efficient manner to meet its customers' requirements and preferences, the growth and success of its business will be materially adversely affected.

The mobile handset market in China is characterized by changing consumer preferences with respect to style and functionality, increasing demand for new and advanced technologies and features, rapid product obsolescence and price erosion, evolving industry standards, intense competition and wide fluctuations in product supply and demand. If Zoom Operating Group cannot keep pace with market changes and produce new mobile handsets in a timely and cost-efficient manner to meet its customers' requirements and preferences, the growth and success of its business will be materially adversely affected.

Zoom Operating Group experiences intensive competition from its Electronics Manufacturing Service ("EMS") competitors; Zoom Operating Group's failure to maintain its relationship with clients may have material adverse impact on its business and profitability.

In recent years, more and more EMS providers have invested heavily in the northern part of China and particularly in the Bo Hai area where Tianjin city is located. Zoom Operating Group's OEM customers are also giving more orders to other EMS providers to balance their need and reduce their risk. Zoom Operating Group will attempt to provide better services and higher quality products to attract more customers and reduce its risk from fierce competition.

Competition in mobile phone manufacture and sales is intense. Zoom Operating Group's failure to maintain or improve its market position and respond successfully to changes in the competitive landscape may have a material adverse impact on its business and results of operations.

The mobile handset manufacturing industry in China is intensely competitive. Industry participants compete with each other mainly on the basis of the breadth and depth of their product portfolios, price, operational and manufacturing efficiency, technical performance, product features, quality, customer support and brand recognition. Zoom Operating Group faces significant competition from a number of competitors, including domestic mobile handset producers such as Bird Ningbo Co., Ltd, Haier Telecom Co. Ltd., , Konka Group Co., Ltd, Lenovo Group Limited, and TCL Communication Technology Holdings Limited,. and a number of large multinational mobile handset producers, such as LG Electronics Ltd., Motorola Inc., Nokia Corporation, Samsung Electronics Co., Ltd., and Sony Ericsson Mobile Communications (China) Co., Ltd.. Many of Zoom Operating Group's competitors have longer operating histories, greater name recognition, significantly larger market shares, access to larger customer bases and significantly greater economies of scale and financial, sales and marketing, manufacturing, distribution, technical and other resources than Zoom Operating Group does. Some of these competitors have used, and will probably continue to use, more aggressive pricing strategies, greater amounts of sales incentives and subsidies for distributors, retailers and customers, more successful design approaches, and more advanced technologies. In addition, some competitors have chosen to focus on building products based on commercially available components, which may enable them to

introduce these products faster and with lower levels of research and development spending than Zoom Operating Group. Furthermore, consolidation among the industry participants in China may potentially result in stronger competitors that are better able to compete as end-to-end suppliers as well as competitors who are more specialized in particular areas and geographic markets. This could have a material adverse effect on Zoom Operating Group's business, financial condition, results of operations and prospects.

Zoom Operating Group may be unable to manage rapid growth and a changing operating environment, which could adversely affect its ability to serve its customers and could harm its business.

Zoom Operating Group has experienced rapid growth over the last few years. Zoom Operating Group has limited operational, administrative and financial resources, which may be inadequate to sustain its current growth rate. If Zoom Operating Group is unable to manage its growth effectively, the quality of its solutions could deteriorate and its business may suffer. As its customer base increases and it enters new end-markets, Zoom Operating Group will need to:

- increase its investments in personnel, research and development capabilities, facilities and other operational areas;

- continue training, motivating and retaining its existing employees, and attract and integrate new qualified employees;

- develop and improve its operational, financial, accounting and other internal systems and controls; and

- take enhanced measures to protect any proprietary technology or technological capability it develops.

Any failure to manage Zoom Operating Group's growth successfully could distract management's attention and result in its failure to serve its customers and harm its business.

We have depended on a small number of customers for the vast majority of our sales. A reduction in business from any of these customers could cause a significant decline in our sales and profitability.

The vast majority of our sales are generated from a small number of customers. During the year ended December 31, 2010, we had three customers that generated revenues of at least 10% of our total revenues, with our largest customer accounted for 21% of our revenues. We believe that we may continue to depend upon a small number of customers for a significant majority of our sales in the future, and the loss or reduction in business from any of these customers could cause a significant decline in our sales and profitability.

Risks Related to Doing Business in China

Adverse changes in political and economic policies of the PRC government could have a material adverse effect on the overall economic growth of China, which could reduce the demand for Zoom Operating Group's products and materially adversely affect its competitive position.

Zoom Operating Group conducts substantially all of its operations and generates most of its revenues in China. Accordingly, its business, financial condition, results of operations and prospects are affected significantly by economic, political and legal developments in China. The PRC economy differs from the economies of most developed countries in many respects, including:

- the higher level of government involvement;

- the early stage of development of the market-oriented sector of the economy;

- the rapid growth rate;

- the higher level of control over foreign exchange; and

- the allocation of resources.

While the PRC economy has grown significantly since the late 1970s, the growth has been uneven, both geographically and among various sectors of the economy. The PRC government has implemented various measures to encourage economic growth and guide the allocation of resources. Some of these measures benefit the overall PRC economy, but may also have a negative effect on Zoom Operating Group. For example, Zoom Operating Group's financial condition and results of operations may be adversely affected by government control over the telecommunications industry, capital investments or changes in tax regulations that are applicable to it.

The PRC economy has been transitioning from a planned economy to a more market-oriented economy. Although the PRC government has in recent years implemented measures emphasizing the utilization of market forces for economic

reform, the PRC government continues to exercise significant control over economic growth in China through the allocation of resources, controlling payment of foreign currency-denominated obligations, setting monetary policy, and imposing policies that impact particular industries or companies in different ways. For example, efforts by the PRC government to slow the pace of growth of the PRC economy could result in decreased capital expenditure by mobile telecommunication network operators, which in turn could reduce demand for its products.

Any adverse change in the economic conditions or government policies in China could have a material adverse effect on the overall economic growth and the level of mobile communications investments and expenditures in China, which in turn could lead to a reduction in demand for Zoom Operating Group's products and consequently have a material adverse effect on its business and prospects. In particular, any adverse change in the PRC government's policies towards the mobile communications industry may have a material adverse effect on Zoom Operating Group's business.

We may have difficulty establishing adequate management, legal and financial controls in the PRC.

Most PRC companies historically have been less focused on establishing Western style management and financial reporting concepts and practices, as well as modern banking, computer and other internal control systems, than companies in the U.S. and certain other Western countries. We may have difficulty in hiring and retaining a sufficient number of qualified internal control employees to work in the PRC. As a result of these factors, we may experience difficulty in establishing management, legal and financial controls, collecting financial data, preparing financial statements, books of account and corporate records, and instituting business practices that meet Western standards.

ITEM 8 — FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

ZOOM TECHNOLOGIES, INC.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SCHEDULES

Page

Index to Consolidated Financial Statements

F-1

Report of Independent Registered Public Accounting Firm

F-2

Consolidated Balance Sheets as of December 31, 2010 and 2009

F-3

Consolidated Statements of Income and Other Comprehensive Income for the years ended December 31, 2010 and 2009

F-4

Consolidated Statements of Cash Flows for the years ended December 31, 2010 and 2009

F-5

Consolidated Statements of Stockholders' Equity for the years ended December 31, 2010 and 2009

F-6

Notes to Consolidated Financial Statements

F-7

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

None

ITEM 9A — CONTROLS AND PROCEDURES

The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed in the Company's reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, including, without limitation, that such information is accumulated and communicated to Company management, including the Company's principal executive and financial officer, as appropriate to allow timely decisions regarding required disclosures.

Limitations on the Effectiveness of Disclosure Controls.

In designing and evaluating the Company's disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, Company management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Evaluation of Disclosure Controls and Procedures.

The Company's principal executive and financial officers have evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) as of December 31, 2010, and based on this evaluation, the Company's principal executive and financial officers have concluded that the Company's disclosure controls and procedures were effective to ensure that material information is recorded, processed, summarized and reported by management of the Company on a timely basis in order to comply with the Company's disclosure obligations under the Exchange Act and the rules and regulations promulgated thereunder. The Company's principal executive and financial officers conclusion regarding the Company's disclosure controls and procedures is based solely on management's conclusion that the Company's internal control over financial reporting are effective.

Management's Report on Internal Controls Over Financial Reporting.

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control system was designed to provide reasonable assurance to the company's management and board of directors regarding the preparation and fair presentation of published financial statements. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

An internal control material weakness is a significant deficiency, or aggregation of deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the registrant's annual or interim financial statements will not be prevented or detected on a timely basis by employees in the normal course of their work. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by the Company's management. The Company's management assessed the effectiveness of the Company's internal control over financial reporting and has determined that no material weakness existed as of December 31, 2010.

Our management realized that as of December 31, 2010, the Company's Chief Financial Officer is the only person at the parent level with the appropriate knowledge, experience, and training in the selection, application and implementation of US GAAP as it relates to complex transactions and financial reporting requirements. However, since our Company has gone through US GAAP audit procedures for the years of 2008, 2009 and the current audit period ending December 31, 2010, our employees at the accounting departments of our operating subsidiaries, namely TCB Digital, Jiangsu Leimone, Profit Harvest and Nollec Wireless although not originally trained in US GAAP principles, are developing a familiarity with the related knowledge by ways of practical experience and internal training over the last two years. Moreover, some comprehensive measures are being implemented subsequent to the end of 2010. Firstly, we are in the process of strengthening Zoom Operating Group's internal control system with additional authorization & checking mechanisms for significant expenditures for all subsidiaries; and secondly, we have procured the Yongyou U8 Financial Software for company-wide use in effort to unify all accounting and bookkeeping records. Further, subsequent to the 2010 yearend, we have added onto our corporate accounting staff, a full-time internal control and compliance manager with strong experience as an auditor with international accounting firms. We believe such measures will greatly improve efficiency and accuracy in our financial reporting. Additionally, our outside contracted internal-control consultant has inspected and tested our internal control procedures in the second quarter and again in the forth quarter of 2010, on seven cycles including purchase to pay cycle, sales and receivable cycle, CAPEX cycle, inventory cycle, financial statement closing and tax process, treasure cycle, and payroll cycle. A satisfactory conclusion was given by the consultant that stated our internal controls have been designed properly and are operating effectively.

Management will continue to evaluate our internal control system and implement directives to remedy any deficiency that may be discovered within the current internal control systems. In making its assessment of internal control over financial reporting management used the criteria issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Management believes that as of December 31, 2010, the company's internal control over financial reporting was effective based on those criteria.

This annual report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

There have been no changes in our internal control over financial reporting during the most recent quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART III

ITEM 10 — DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The following table and biographical descriptions set forth information regarding the current executive officers and members of the Board of Directors.

DIRECTORS AND EXECUTIVE OFFICERS

Directors and Executive Officers	Age	Position / Title
Lei Gu	47	Chairman, Director and Chief Executive Officer

Anthony K. Chan

56

Director and Chief Financial Officer

Augustine Lo

56

Director (1)

Chang Shan

51

Director (1)

Cheng Wang

55

Director (1)

_____

(1) Current members of the Audit and Compensation Committees.

Lei (Leo) Gu, Chairman of the Board, Director and Chief Executive Officer

. Mr. Gu has served as the Chairman of the Board and CEO of the Company since May 2004 and as the Chairman of TCB Digital since July 2007. He worked for CEC Telecom Company Ltd. from 2000 to 2004, joining the company among its first employees and became its COO. CEC Telecom was sold to Qiao Xing Mobile Communication which currently trades on NYSE under the symbol "QXM". From 1999 to 2000, Mr. Gu was the President of Xin Tian Di Technology Group Company, Ltd. Mr. Gu was Associate Professor at the Beihang University in Beijing, China from 1993 to 1999. He received his Ph.D. degree in engineering from the Beihang University in 1993.

Anthony K. Chan, Chief Financial Officer

. Mr. Chan has served as the CFO of the Company since March 2009 and as a director since December 2010. From October 2005 to December of 2008, Mr. Chan was the CFO of HereUare, Inc., an internet software company in California. Mr. Chan was an expatriate managing the Beijing headquarters for the Eisenberg Group for four years from 1984. His corporate finance experience in the last 20 years included CEO and CFO positions of public companies in the U.S., and advisory positions of various Chinese entities in the areas of medical equipment, energy, dairy products, apparel, and building materials; some of these companies include Beijing Wandong Medical Equipment Company, China Natural Gas Company of Xian, Rodobo International of Harbin and Dehai Cashmere Company of Yinchuan. In February 2011, he is appointed an independent director of the board of Bohai Pharmaceuticals Group, Inc. of Yantai, China. He holds both MBA and BA degrees from the University of California at Berkeley.

Augustine Lo, Director

. Mr. Lo has been an independent director of the Company since January 2009 and he also serves as the Chairperson of the company's Audit and Compensation Committees. During the 1970s, Mr. Lo was the Controller of the Disk Drive Division for Qume Corporation. During the 1980s, Mr. Lo worked for Apple International Inc. as the Director

of Finance & Administration, overseeing operations in Hong Kong and Japan. In 1989, Mr. Lo formed PacRim Technologies Ltd. with operations in Singapore, Taiwan and China distributing software products including Adobe, Macromedia, Handspring and Umax. PacRim merged into GrandTech of Taiwan in 1999 which later went public in 2001. He remained on GrandTech's board and headed up its operations in Hong Kong, China, Korea and the Philippines until 2005. Mr. Lo received his MBA and BS degrees from the University of California at Berkeley.

Chang Shan, Director

. Mr. Shan has been an independent director of the Company since August 2008. Mr. Shan is currently the President of the China Institute of Geotechnical Investigation and Survey, at which he has been employed since 1998. He is the Chairman of the Board of Directors from 1999 to present, of the China Infrastructure Holdings Ltd., a company in the construction business with a particular emphasis on toll bridges, and has its shares listed on the Singaporean Stock Exchange. Mr. Shan is also a director of the Bank of Tianjin, China since 2007. Mr. Shan holds a Bachelor's degree in Engineering from the Shanghai Tong Ji University, a Master's degree in Engineering from the China Academy of Railway Sciences and an EMBA from the Tsinghua University.

Cheng Wang, Director. Mr. Wang has been an independent director since November 2009. Mr. Wang is currently a Senior Researcher, Professor and Deputy Director of the Institute of Economics at the Chinese Academy of Social Sciences (CASS), at which he has been employed since 1987. He is also the Co-Editor of the Economic Research Journal since 2005. Mr. Wang was a visiting scholar at the Dept of Economics of Brown University in the US from 2001 to 2002, a visiting research fellow at the University of London in the UK from 1997 to 1998, and a visiting researcher at Loughborough University in the UK from 1992 to 1993. In addition to the multiple awards he has received from CASS, he was also the recipient of the Honorable Academic Subsidy from the State Council of China in 2006. Among his many publications and translations are 20 books that he authored since 1987, with topics ranging from Keynesian Economics, the socialist market economy, the economic transformation of China, industrial reform, risk management, and income distribution in China. One of his books, Taiwan in the 21st Century, was published in the US in 2003. Mr. Wang received his PhD in Economics from CASS, and his Master and Bachelor degrees from Wuhan University.

Audit Committee and Compensation Committee.

Mr. Lo is currently the chairperson, and Messrs. Shan and Wang are currently the members of both the Audit and Compensation Committees. The Board of Directors has determined that Mr. Lo qualifies as an "audit committee financial expert" as defined by applicable SEC rules.

Section 16(a) Beneficial Ownership Reporting Compliance

Pursuant to Section 16(a) of the Securities Exchange Act of 1934, Zoom Directors and officers, as well as any person holding more than ten percent (10%) of Zoom's Common Stock, are required to report initial statements of ownership of Zoom's securities and any subsequent changes in such ownership to the Securities and Exchange Commission. Specific filing deadlines of these reports have been established and Zoom is required to disclose in this report any failure to file by these dates during the year ending December 31, 2010. Based on a review of such reports, and on written representations from reporting persons, Zoom believes that all Section 16(a) filing requirements were complied with during 2010.

Code of Ethics

Zoom has adopted a Code of Ethics for Senior Financial Officers that applies to Zoom's principal executive officer and its principal financial officer, principal accounting officer and controller, and other persons performing similar functions. If Zoom makes any amendments to this Code of Ethics or grants any waiver, including any implicit waiver, from a provision of this Code of Ethics to Zoom's principal executive officer, principal financial officer, principal accounting officer, controller or other persons performing similar functions, Zoom will disclose the nature of such amendment or waiver, the name of the person to whom the waiver was granted and the date of waiver in a current report on Form 8-K.

ITEM 11 — EXECUTIVE COMPENSATION

Summary Compensation Table

The following Summary Compensation Table sets forth the total compensation paid or accrued for the fiscal years ended December 31, 2010 and 2009 for our principal executive officers.

Name and Principal Position	Year	Salary	Option or Stock Awards (3)(4)	All Other Compensation	Total

Lei Gu (1)(3)	2010	$ 216,000	$ 35,400	$ 0	$	251,400
Chief Executive Officer	2009	$ 0	$ 107,871	$ 0	$	107,871
Anthony K. Chan (2)(3)	2010	$ 156,000	$ 37,400			193,400
Chief Financial Officer	2009	$ 52,000	$ 161,807	$ 0	$	213,807

(1) Leo Gu became Chief Executive Officer of the Company on September 22, 2009.
(2) Anthony K. Chan became Chief Financial Officer of the Company on September 22, 2009.
(3) The values of option awards granted to Messrs. Gu and Chan are based on a Black-Scholes model for options granted on December 10, 2009 from the Zoom 2009 Equity Incentive Compensation Plan (the "New Plan"), the fair value computed was $1.79785 per share.
(4) The value of stock awards granted to Messrs. Gu and Chan in 2010 were based on the market value of the stock as of the date of grant.

Outstanding Equity Interests

The following table sets forth information concerning outstanding stock options for each named executive officer as of December 31, 2010.

Outstanding Equity Awards at Fiscal Year-End

	Number ofSecurities Underlying Unexercised Options				
	Option				
	Option				
Name	Exercisable Options	Unexercisable Options	Exercise Price	Expiration Date	

Lei Gu				
				20,000
				40,000
			$	3.75
				3-9-2013

Anthony K. Chan				
				30,000
				60,000
	$			
				3.75
				3-9-2013

Option Exercises

During 2010, previous employees, directors and executives of Zoom who were granted options before the merger transaction with Gold Lion, exercised 100,000 options between $0.77 and $3.60 per share

During 2009, previous employees, directors and executives of Zoom who were granted options before the merger transaction with Zoom, exercised 113,050 options between $0.77 and $5.15 per share.

Employment, Termination and Change of Control Agreements

The employment status of the Company's executives is "at-will" with no long-term employment agreement.

Director Compensation

The following table sets forth information concerning the compensation of our Non-Executive Directors for 2010.

Name	Fees Earned or Paid in Cash	Stock Awards (3)	All Other Compensation	Total
Augustine Lo (1)	$ 0	42,480	0	$ 42,480
Chang Shan (1)	$ 0	35,400	0	$ 35,400
Cheng Wang (2)	$ 0	35,400	0	$ 35,400

(1) Appointed director on September 22, 2009.
(2) Appointed director on November 19, 2009.
(3)The values of stock awards granted to Messrs. Lo, Shan and Wang are based on the value of the stock as of the date of grant.

In the year 2010, the Company's compensation policy for non-executive directors includes no cash compensation and an annual grant of stock for their services over the next 12 months. The chairperson of the sub-committees of the board was granted 12,000 shares of common stock and other non-executive directors were granted 10,000 shares of common stock.

ITEM 12 — SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

We maintain a number of equity compensation plans for employees, officers, directors and others whose efforts contribute to our success. The table below sets forth certain information as of our fiscal year ended December 31, 2010 regarding the shares of our common stock available for grant or granted under stock option plans that (i) were approved by our stockholders, and (ii) were not approved by our stockholders. Upon the adoption of the Zoom 2009 Equity Incentive Compensation Plan (the "New Plan") on December 10, 2009, we do not intend to issue any more equity-based awards from any of the previous plans that were approved and in place prior to the merger transaction with Gold Lion in September 2009.

Equity Compensation Plan Information.

Plan Category	Number Of Securities To Be Issued Upon Exercise Of Outstanding Options	Weighted-Average Exercise Price Of Outstanding Options	Number Of Securities Remaining Available For Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders(1)	211,650	$ 3.25	0
Equity compensation plans not approved by security holders(2)	1,777,000	$ 3.75	723,000
Total:	1,988,650	$ 3.70	723,000

(1) Includes the following plans: 1990 Employee Stock Option Plan, 1991 Directors Stock Option Plan, 1998 Employee Equity Incentive Plan, each as amended.
(2) Includes 2009 Equity Incentive Compensation Plan.

On November 28, 2010, the Board of Directors approved of the re-pricing of the exercise price from $6.18 to $3.75 per share for 1,100,000 options granted to current employees in December 2009.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding beneficial ownership of Zoom's Common Stock as of March 28, 2011 by (i) each person who is known by Zoom to own beneficially more than five percent (5%) of Zoom's outstanding Common Stock, (ii) each of Zoom's Directors and named executive officers, as listed below in the Summary Compensation Table under the heading "Executive Compensation", and (iii) all of Zoom's current Directors and executive officers as a group.

On March 28, 2011 there were 15,840,937 issued and 15,839,257 outstanding shares of Zoom's Common Stock. Unless otherwise noted, each person identified below possesses sole voting and investment power with respect to the shares listed. The information contained in this table is based upon information received from or on behalf of the named individuals or from publicly available information and filings by or on behalf of those persons with the SEC.

Name and Address of Beneficial Owner (1)(3)	Common stock beneficially owned

	Number	Percent
Lei Gu	4,668,847	29.30 %
Wei Cao (2)	1,160,288	

7.28

%

Anthony K. Chan

57,824

*

%

Augustine Lo

27,000

*

%

Chang Shan

20,000

*

%

Cheng Wang

	20,000	
	*	
%		
%		
All directors and executive officers as a group (of 5 persons)		
	4,793,671	
	30.09	
%		

* Less than one percent of shares outstanding.

(1) Unless otherwise indicated, the address for each stockholder listed in the above table is c/o Zoom Technologies, Inc., Sanlitun SOHO, Building A, 11th Floor, No.8 Workers Stadium North Road, Chaoyang District, Beijing, China 100027.
(2) Mr. Cao is not a director or executive officer of the Company.
(3) Includes options exercisable within 60 days.

ITEM 13 — CERTAIN RELATIONSHIPS, RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Certain Relationships and Related Transactions

Item 404(a) of Regulation S-K requires us to disclose in our report any transaction which exceeds the lesser of (i) $120,000 or (ii) one percent of Zoom's average total assets at year end for the last two completed fiscal years, in which Zoom is a participant and in which any related person has or will have a direct or indirect material interest. A related person is any executive officer, Director, nominee for Director, or holder of 5% or more of our common stock, or an immediate family member of any of those persons.

Related Party Transactions

Due from related parties

As of December 31, 2010 and 2009, due from related parties were:

	December 31, 2010	December 31, 2009
Due from related parties - short term		
Tianjin Tong Guang Group Electronics Science & Technology Co., Ltd.	$ 26,085	$ 5,625
Hebei Leimone	-	329,082
Shanghai Spreadbridge Information Technology Co., Ltd.	-	9,864,476
Beijing Leimone Shengtong Wireless Technology Co., Ltd.		

	232,614
	247,909
Leimone (Tianjin) Industrial Co., Ltd.	
	16,338,738
	1,206,832
Beijing Leimone Shengtong Cultural Development Co., Ltd.	
	703,042
	133,739
Tianjin Tong Guang Group	
	557,325
	-
Shenzhen Leimone	
	328,694
	-
712 (Shareholder)	
	870,076
	434,115
Total due from related parties	
$	
	19,056,574
	$
	12,221,778

Tianjin Tong Guang Group Electronics Science & Technology Co., Ltd. ("Electronics Science & Tech"), an entity related to the Company through a common shareholder of TCB Digital, purchased products from the Company. For the years ended December 31, 2010 and 2009, the Company recorded net revenues of $15,067,119 and $880,174 from

sales to Electronics Science & Tech respectively. In addition, the Company purchases raw materials from Electronics Science & Tech. For the years ended December 31, 2010 and 2009, the Company recorded total purchase from Electronic Science & Tech of $19,785,939 and Nil respectively.

Hebei Leimone is controlled by Gu, the largest shareholder of the Company.The Company sells certain products and provides some technical services to Hebei Leimone. For the years ended December 31, 2010 and 2009, the Company recorded net revenues of Nil and $1,242,523 respectively from sales to Hebei Leimone.

Shanghai Spreadbridge Information Technology Co., Ltd. ("Shanghai Spreadbridge") was controlled by Gu, the largest shareholder of the Company, before March 1, 2010. Shanghai Spreadbridge sells components and raw materials to the Company. For the three months ended March 31, 2010 and 2009, the Company recorded total purchases from Shanghai Spreadbridge of $2,874,711 and nil respectively. Gu transferred all of his ownership of Shanghai Spreadbridge on March 1, 2010 to Zhu Jianying. Shanghai Spreadbridge is no longer a related party as the Company's principal shareholder sold his interest on March 1, 2010. TCB Digital holds 70% shares in Shanghai Spreadbridge, as nominee of the Company's principal shareholder but does not control its operations.

Beijing Leimone Shengtong Wireless Technology Co., Ltd. ("Beijing Leimone") was founded by Gu, the largest shareholder of the Company. Beijing Leimone borrows money from the Company. The borrowings bore no interest and had a maturity of 12 months or more.

Leimone (Tianjin) Industrial Co., Ltd. ("Tianjin Leimone") was controlled by Gu, the largest shareholder of the Company. Tianjin Leimone sells raw materials to the Company. For the years ended December 31, 2010 and 2009, the Company recorded total purchases from Tianjin Leimone of $33,155,444 and $10,808,800 respectively. The amount due from Tianjin Leimone represented advances of $9,780,893 and $1,206,832 as of December 31, 2010 and 2009 respectively. Meanwhile, the Company sells certain products to Tianjin Leimone. For the years ended December 31, 2010 and 2009, the Company recorded net revenues of $20,491,871 and Nil respectively. In addition, Tianjin Leimone borrowed money from the Company and these borrowings bore no interest. As of December 31, 2010 and 2009, the balance of such loans was $6,557,845 and Nil respectively.

Subsequent to the year ended December 31, 2010, the Company received materials from Tianjin Leimone in the amount of $8.86 million which reduced the total amount due from Tianjin Leimone.

The amount due from Beijing Leimone Shengtong Cultural Development Co., Ltd. ("Beijing Leimone Cultural") represented short term loan granted by the Company. Beijing Leimone Cultural was controlled by Gu. The borrowing bore no interest and no maturity date.

Tianjin Tong Guang Group borrowed money from the Company. The borrowings bear no interest and have no repayment term.

712 is a minority shareholder of TCB Digital before Mr. Gu exercised the option to acquire 28.97% of TCB Digital. (See note 1.) 712 purchases raw materials from the Company. For the years ended December 31, 2010 and 2009, the Company recorded total revenues from such sales to 712 of $24,015,118 and $14,452,730 respectively. In addition, the Company purchases raw materials from 712. For the years ended December 31, 2010 and 2009, the Company recorded total purchase from 712 of $27,584,361 and Nil respectively. 712 was no longer a related party of the Company after Mr. Gu exercised his option to acquire the additional 28.97% of TCB Digital.

Shenzhen Leimone Company, Ltd. is set up with the intention of providing manufacturing services to our Company particularly for exports. The amount of $328,649 was loan to Shenzhen Leimone for setup costs. Our Chairman, Mr. Gu, plans to personally fund the cost of equipment as his investment into Shenzhen Leimone and become the controlling shareholder of Shenzhen Leimone.

Due to related parties

As of December 31, 2010 and 2009, due to related parties was:

	December 31, 2010	December 31, 2009
Shanghai Spreadbridge	$ -	$ 815
Zhejiang Leimone	-	6,146

Tianjin Tong Guang Group Special Equipment Co., Ltd.	
	3,781
Tianjin Tong Guang Group	
	-
	1,791,193
Gu	
	2,880,559
	3,447,261
Total due to related parties	
$	
	2,884,340
$	
	5,245,415

Zhejiang Leimone transferred fixed assets to the Company of $37,092 in 2008. The amount due to Zhejiang Leimone was Nil and $6,146 as of December 31, 2010 and 2009 respectively.

The Company borrowed money from Tianjin Tong Guang Group. The borrowings bear no interest and have no repayment term. As of December 31, 2010 and 2009, the balance of such loans was Nil and $1,791,193 respectively.

Gu provides fund to the Company with no interest and no repayment term. As of December 31, 2010 and 2009, the balances of funds provided by Gu was $2,880,559

and $3,447,261 respectively.

Leimone (Tianjin) Industrial Co., Ltd. ("Tianjin Leimone") was controlled by Gu, the largest shareholder of the Company. The Company consigned certain manufacturing processing to Tianjin Leimone when there was overflow of EMS orders. For the years ended December 31, 2010 and 2009, the Company recorded total processing fee to Tianjin Leimone of $54,584,764 and Nil respectively. There is no payment outstanding to Tianjin Leimone as of December 31, 2010 and 2009, respectively.

On July 5, 2010 a related party paid some of the expenses of TCB Digital which amounted to $77,482 and was recorded as a capital contribution to the company and the minority interest holders in their respective ownership interest.

Policies and Procedures Regarding Review, Approval or Ratification of Related Person Transactions

In accordance with our Audit Committee charter, our Audit Committee is responsible for reviewing and approving the terms of any related party transactions. Therefore, any material financial transaction between Zoom and any related person would need to be approved by our Audit Committee prior to us entering into such transaction. Notwithstanding the foregoing, related party transactions made by Gold Lion prior to September 22, 2009, the date that Zoom acquired Gold Lion via share exchange, were not approved by our audit committee.

Board Independence

The Board of Directors has reviewed the qualifications of Messrs. Lo, Wang and Shan and has determined that each individual is "independent" as such term is defined under the current listing standards of the Nasdaq Stock Market. In addition, each member of the Audit Committee is independent as required under Section 10A (m) (3) of the Securities Exchange Act of 1934, as amended. Messrs. Lo, Wang and Shan are the sole members of each of the Audit Committee and the Compensation Committee.

ITEM 14 — PRINCIPAL ACCOUNTING FEES AND SERVICES

The following table summarizes the fees for audit services and for other services billed by Zoom's principal accountants and independent registered pubic accounting firm, Goldman Kurland Mohidin LLP, for fiscal years 2010 and 2009.

FEE CATEGORY	GKM, LLP 2010	GKM, LLP 2009
Audit fees (1)	$ 455,000	$ 390,000
Audit-related fees (2)	0	

	0	
Tax fees (3)		
	0	
	0	
All other fees (4)		
	0	
	0	
Total fees		
	$	
	455,000	
	$	
	390,000	

---

(1) *Audit Fees.* Consists of fees billed for professional services rendered for the audit of Zoom's consolidated financial statements and review of the interim consolidated financial statements included in quarterly reports and services that are normally provided in connection with statutory filings and engagements.

(2) *Audit-Related Fees.* Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of Zoom's consolidated financial statements and are not reported under "Audit Fees".

(3) *Tax Fees.* Consists of fees billed for professional services for tax compliance, tax advice and tax planning. These services were comprised primarily of services for federal, state and international tax compliance.

(4) *All Other Fees.* Consists of fees for products and services other than the services reported above.

PART IV

ITEM 15 — EXHIBITS AND FINANCIAL STATEMENT SCHEDULES *

(a) Financial Statements, Schedules and Exhibits:

(1),(2) The consolidated financial statements and required schedules are indexed on page F- 1.

(3) Exhibits required by the Exhibit Table of Item 601 of SEC Regulation S-K. (Exhibit numbers refer to numbers in the Exhibit Table of Item 601.)

2.1	Share Exchange Agreement dated January 28, 2009, filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the Commission on February 3, 2009.
2.2	Amendment to Share Exchange Agreement by and among Zoom, ZTI, Gu, Du, Gold Lion and TCB Digital dated May 12, 2009 (incorporated by reference to annex A-1 of the preliminary proxy statement filed May 13, 2009)
3.1	Certificate of Incorporation, filed as Exhibit 3.1 to Zoom Technologies, Inc. Current Report on Form 8-K dated February 28, 2002, filed with the Commission on March 4, 2002 (the "March 2002 Form 8-K"). *
3.2	Certificate of Amendment to Certificate of Incorporation, filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on August 12, 2008.*
3.3	By-Laws of Zoom Technologies, Inc., filed as Exhibit 3.2 to the March 2002 Form 8-K. *
4.1	Form of Series A Warrant, filed with the Current Report on form 8-K, October 21, 2009.
4.2	Form of Series B Warrant, filed with the Current Report on form 8-K, October 21, 2009.
4.3	Form of Series C Warrant, filed with the Current Report on form 8-K, October 21, 2009.
4.4	Form of Series D Warrant, filed with the Current Report on form 8-K, October 21, 2009.
4.5	Form of Series E Warrant, filed with the Current Report on form 8-K, October 21, 2009.
10.1	Securities Purchase Agreement, dated October 15, 2009, between the Company and certain accredited investors, filed with the Current Report on form 8-K, October 21, 2009.
10.2	Registration Right Agreement, dated October 16, 2009, by and between the Company and certain accredited investors, filed with the Current Report on form 8-K, October 21, 2009.
10.3	Escrow Agreement, dated October 15, by and among the Company, Continental Stock Transfer & Global Hunters Securities, LLC, filed with the Current Report on form 8-K, October 21, 2009.
10.4	Voting Agreement by and among the Company, Lei Gu and Wei Cao. filed with the Current Report on form 8-K, October 21, 2009.
10.5	

Change of Control and Severance Agreement between the Company and Frank B. Manning dated as of 12/28/06, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007.*

10.6	Change of Control and Severance Agreement between the Company and Peter R. Kramer dated as of 12/28/06, filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007.*
10.7	Change of Control and Severance Agreement between the Company and Robert A. Crist dated as of 4/27/07, filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007.*
10.8	Change of Control and Severance Agreement between the Company and Deena Randall dated as of 4/27/07, filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007.*
10.9	Change of Control and Severance Agreement between the Company and Terry Manning dated as of 4/27/07, filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007.*
10.10	Form of Lock-Up and Voting Agreement entered into between Zoom Technologies, Inc. and each of its executive officers and directors, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on February 3, 2009.*
10.11	Form of License Agreement to be entered into between Zoom Technologies, Inc. and TCB Digital, filed as Exhibit 10.2 to the Company's Current Report on Form 8-K on February 3, 2009.*
10.12	First Amendment to Lease, Surrender and Extension Agreement dated November 11, 2008 between 201-207 South Street LLC and Zoom Telephonics, Inc.
10.13	Form of Lock-Up and Voting Agreement entered into between Zoom and each of its executive officers and directors (filed as exhibit 10.1 to the Current Report on Form 8-K on February 3, 2009).
10.14	Form of License Agreement to be entered into between ZTI and TCB Digital (filed as exhibit 10.2 to the Current Report on Form 8-K on February 3, 2009).
10.15	Separation and Distribution Agreement by and among Zoom and ZTI (incorporated by reference to annex B of the preliminary proxy statement filed May 13, 2009)
21.1	List of Subsidiaries PDF provided as courtesy
23.1	Consent of Independent Registered Public Accounting Firm. PDF provided as courtesy

31.1	CEO Certification, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. PDF provided as courtesy
31.2	CFO Certification, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. PDF provided as courtesy
32.1	CEO Certification, Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. PDF provided as courtesy
32.2	CFO Certification, Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. PDF provided as courtesy

* In accordance with Rule 12b-32 under the Securities Exchange Act of 1934, as amended, reference is made to the documents previously filed with the Securities and Exchange Commission, which documents are hereby incorporated by reference.

SIGNATURES

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

ZOOM TECHNOLOGIES, INC.
(Registrant)

Date: March 29, 2011 By: /s/ Lei (Leo) Gu

Lei Gu
Chairman and CEO

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

Signature	Title	Date
/s/ Lei (Leo) Gu Lei Gu	Chief Executive Officer and Chairman	March 29, 2011
/s/ Anthony K. Chan Anthony K. Chan	Chief Financial Officer and Director	March 29, 2011
/s/ Augustine Lo Augustine Lo	Director	March 29, 2011
/s/ Chang Shan Chang Shan	Director	March 29, 2011
/s/ Cheng Wang Cheng Wang	Director	March 29, 2011

ZOOM TECHNOLOGIES, INC.
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SCHEDULES

Page

Index to Consolidated Financial Statements

F-1

Report of Independent Registered Public Accounting Firm

F-2

Consolidated Balance Sheets as of December 31, 2010 and 2009

F-3

Consolidated Statements of Income and Other Comprehensive Income for the years ended December 31, 2010 and 2009

F-4

Consolidated Statements of Cash Flows for the years ended December 31, 2010 and 2009

F-5

Consolidated Statements of Stockholders' Equity for the years ended December 31, 2010 and 2009

F-6

Notes to Consolidated Financial Statements

F-7

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders of
Zoom Technologies, Inc., Affiliates & Subsidiaries

We have audited the accompanying consolidated balance sheets of Zoom Technologies, Inc., Affiliates and Subsidiaries as of December 31, 2010 and 2009 and the related consolidated statements of income and other comprehensive income, stockholders' equity, and cash flows for the years ended December 31, 2010 and 2009. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these combined consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit 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.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Zoom Technologies, Inc., Affiliates and Subsidiaries as of December 31, 2010 and 2009 and the combined consolidated results of their operations and their consolidated cash flows for the years ended December 31, 2010 and 2009, in conformity with U.S. generally accepted accounting principles.

The accompanying financial statements referred to above were combined and consolidated as described in Note 1 to the financial statements.

/s/ Goldman Kurland and Mohidin, LLP
Goldman Kurland and Mohidin, LLP
Encino, California
March 29, 2011

ZOOM TECHNOLOGIES, INC., AFFILIATES & SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	December 31, 2010	December 31, 2009
ASSETS		
Current assets		
Cash and cash equivalents	$ 6,374,103	$ 1,472,300
Restricted cash	13,503,122	11,993,214
Accounts receivable, net	21,740,642	16,835,074.00
Inventories, net	1,955,458	1,534,989
Other receivables and prepaid expenses	432,205	311,808
Advance to suppliers	32,776,983	27,471,601
Notes receivable	746,922	-
Due from related parties	19,056,574	12,221,778
Deferred tax assets, net	103,419	504,222
Total current assets	96,689,428	72,344,986
Property, plant and equipment, net	4,949,920	5,673,923
Research and development contracts in progress	531,617	-
Construction in progress	-	32,849
Construction in progress deposit - related parties	9,790,700	-
Intangible assets	525,458	-
Goodwill	8,498,897	103,057
TOTAL ASSETS	$ 120,986,020	$ 78,154,815
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Short-term loans	$ 21,945,664	$ 16,000,702
Notes payable	25,318,370	23,986,427
Accounts payable	1,488,548	2,439,925
Accrued expenses and other payables	1,170,952	127,484
Advance from customers	301,014	51,243
Taxes payable	4,711,893	1,603,557
Interest payable	25,027	-
Dividends payable	599,338	579,579
Due to related parties	2,884,340	5,245,415
Total current liabilities	58,445,146	50,034,332
Long-term payables	580,000	-
TOTAL LIABILITIES	59,025,146	50,034,332
Commitments		
STOCKHOLDERS' EQUITY		
Common stock: authorized 25,000,000 shares, par value $0.01 Issued 15,329,557 shares and outstanding 15,273,892 shares; and Issued 8,780,988 shares and outstanding 8,779,308 shares at December 31, 2010 and 2009, respectively	152,739	87,793
Shares to be issued	557	592

Subscription receivable	(61,200)	(378)
Deferred expenses	(227,226)	-
Additional paid-in capital	38,204,403	14,309,538
Treasury shares: 1,680 shares at cost	(7,322)	(7,322)
Statutory surplus reserve	682,528	633,378
Accumulated other comprehensive income	964,206	210,773
Retained earnings	19,030,933	6,254,479
TOTAL STOCKHOLDERS' EQUITY	58,739,618	21,488,853
Noncontrolling interest	3,221,256	6,631,630
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 120,986,020	$ 78,154,815

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

ZOOM TECHNOLOGIES, INC., AFFILIATES & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME AND OTHER COMPREHENSIVE INCOME

	Years Ended December 31	
	2010	**2009**
Net revenues	$ 252,589,072	$ 189,055,742
Cost of goods sold	(224,884,782)	(177,653,678)
Gross profit	27,704,290	11,402,064
Operating expenses:		
Sales and marketing	(466,493)	(1,338,999)
General and administrative	(4,450,741)	(1,722,194)
Research and development expenses	(3,251,209)	-
Non-cash equity-based compensation	(1,688,372)	(44,480)
Total operating expenses	(9,856,815)	(3,105,673)
Income from operations	17,847,475	8,296,391
Other income (expenses)		
Interest income	256,612	287,206
Government grant income	122,675	-
Other income	286,661	579,658
Interest expense	(1,391,510)	(1,327,744)
Exchange loss	(34,411)	(30,536)
Other expenses	(245,873)	(150,265)
Total other income (expenses)	(1,005,846)	(641,681)
Income before income taxes and noncontrolling interest	16,841,629	7,654,710
Income tax expense	(3,832,772)	(1,231,180)
Income before noncontrolling interest	13,008,857	6,423,530
Less: Income attributable to noncontrolling interest	(183,253)	(180,383)
Net income attributable to Zoom Technologies Inc	12,825,604	6,243,147
Other comprehensive income Zoom Technologies, Inc.	650,230	(32,852)
Other comprehensive income noncontrolling interest	103,203	-
Comprehensive income Zoom Technologies, Inc.	$ 13,475,834	$ 6,210,295
Comprehensive income noncontrolling interest	$ 286,456	$ 180,383

Basic and diluted income per common share:		
Basic	$ 1.07	$ 1.22
Diluted	$ 0.97	$ 1.22
Weighted average common shares outstanding:		
Basic	12,035,589	5,110,340
Diluted	13,210,181	5,131,563

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

ZOOM TECHNOLOGIES, INC., AFFILIATES & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2010 AND 2009

	Years Ended December 31	
	2010	**2009**
Cash flows from operating activities:		
Income including noncontrolling interest	$ 13,008,857	$ 6,423,530
Adjustments to reconcile income to cash including non-controlling interest provided by (used in) operating activities:		
Depreciation and amortization	1,626,501	1,569,686
Non-cash equity-based compensation	1,688,372	44,480
Provision for inventory obsolescence	-	(235,771)
Provision for doubtful receivables	-	1,955
Loss on disposal of fixed assets	60,573	485.00
Provision for long-term investment	-	65,781
Deferred tax assets	350,429	98,175
Changes in operating assets and liabilities:		
Accounts receivable	(3,111,813)	(4,442,927)
Inventories	(359,066)	2,422,307
Advances to suppliers	8,700,946	(3,191,156)
Prepaid expenses and other assets	(187,436)	906,196
Accounts payable	(1,019,655)	(1,152,195)
Advance from customers	60,457	(3,741,596)
Related parties-net	(12,309,184)	(8,126,760)
Accrued expenses and other current liabilities	2,546,076	(1,883,221)
Net cash provided by (used in) operating activities	11,055,057	(11,241,031)
Cash flows from investing activities:		
Restricted cash	(1,073,912)	(3,215,942)
Cash paid for long- term investments	(500,000)	-
Purchase of property and equipment and other long-term assets	(9,614,315)	(244,426)
Proceeds from notes receivable	(18,257)	-
Cash increase due to acquisition of subsidiaries	1,491,630	-
Net cash used in investing activities	(9,714,854)	(3,460,368)
Cash flows from financing activities:		
Issuance of shares for cash	8,194,413	9,532,364
Proceeds from short-term loans	36,034,236	21,254,451
Advance to related parties	(12,154,025)	(10,580,810)
Repayment on borrowing from related parties	(23,643,764)	(13,977,180)
Proceeds from notes payable	501,556	6,431,883
Collection on advance to related parties	4,709,255	12,780,855
Receipt from related parties	21,353,981	15,361,000
Repayments on short-term loans	(31,465,282)	(24,192,652)
Repayments on long-term loan	-	(1,169,433)
Net cash provided by financing activities	3,530,370	15,440,478
Effect of exchange rate changes on cash & cash equivalents	31,230	(79,548)

Net increase in cash and cash equivalents		4,901,803		659,531
Cash and cash equivalents, beginning balance		1,472,300		812,769
Cash and cash equivalents, ending balance	$	6,374,103	$	1,472,300
Non-cash investing and financing activities				
Acquisition of 28.97% of TCB by issuing 2,462,576 shares		4,348,247		-
Acquisition of 100% of Silver Tech by issuing 1,342,599 shares		9,590,000		-
Acquisition of zoom.com domain name by issuing 80,000 shares		349,600		-
SUPPLEMENTARY DISCLOSURES:				
Interest paid	$	1,427,540	$	1,221,979
Income tax paid	$	92,255	$	68,324

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

ZOOM TECHNOLOGIES, INC., AFFILIATES & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	Shares	Common stock	Subscrip-tion receivable	Treasury stock	Shares to be issued	Deferred expenses	Addition paid-in capital	Statutory surplus reserve	Other comprehen-sive income (loss)	Retained earnings	Total
Balance December 31, 2008	4,225,219	$ 42,252	$ -	$ (7,322)	$ -	$ -	$ 3,518,363	$ 569,193	$ 243,625	$ 75,517	$ 4,441,628
Changes due to reverse taken-over	1,980,978	19,810	-	-	-	-	(19,810)	-	-	-	-
Exercise of stock options	113,050	1,130	(378)	-	-	-	633,053	-	-	-	633,805
Issuance of shares for services	2,460,061	24,601	-	-	592	-	8,873,366	-	-	-	8,898,559
Stock option expense	-	-	-	-	-	-	44,480	-	-	-	44,480
Foreign currency translation	-	-	-	-	-	-	-	-	(32,852)	-	(32,852)
Expenses paid by related party	-	-	-	-	-	-	1,260,086	-	-	-	1,260,086
Net income	-	-	-	-	-	-	-	-	-	6,243,147	6,243,147
Appropriated statutory surplus reserve	-	-	-	-	-	-	-	64,185	-	(64,185)	-
Balance December 31, 2009	8,779,308	87,793	(378)	(7,322)	592	-	14,309,538	633,378	210,773	6,254,479	21,488,853
Issuance of shares for services	136,402	1,364	-	-	520	(227,226)	1,041,432	-	-	-	816,090
Issuance for shares to be issued	59,159	592	-	-	(592)	-	592	-	-	-	592
Exercise of stock options	100,000	1,000	(61,200)	-	-	-	322,568	-	-	-	262,368
Exercise of warrant	33,517	335	-	-	-	-	160,087	-	-	-	160,422
Issuance of shares for cash	2,113,664	21,137	378	-	37	-	6,875,215	-	-	-	6,896,767
Sale of registered shares from S-3	166,667	1,667	-	-	-	-	873,189	-	-	-	874,856
Acquisition of 28.97% equity of TCB	2,462,576	24,625	-	-	-	-	4,323,621	-	-	-	4,348,246
Acquisition of Nollec Wireless	1,342,599	13,426	-	-	-	-	9,576,574	-	-	-	9,590,000
Acquisition of zoom.com	80,000	800	-	-	-	-	348,800	-	-	-	349,600
Stock options expense	-	-	-	-	-	-	872,282	-	-	-	872,282
	-	-	-	-	-	-	-	-	753,433	-	753,433

Foreign currency translation											
Expenses paid by related party	-	-	-	-	-	-	(499,495)	-	-	-	(499,495)
Net income	-	-	-	-	-	-	-	-	-	12,825,604	12,825,604
Appropriated statutory surplus reserve	-	-	-	-	-	-	-	49,150	-	(49,150)	-
Balance December 31, 2010	15,273,892	$ 152,739	$ (61,200)	$ (7,322)	$ 557	$ (227,226)	$ 38,204,403	$ 682,528	$ 964,206	$ 19,030,933	$ 58,739,618

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
ZOOM TECHNOLOGIES, INC., AFFILIATES & SUBSIDIARIES
DECEMBER 31, 2010 AND 2009

NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS OPERATIONS

The Acquisition

On September 22, 2009, Zoom Technologies, Inc. ("Zoom or the "Company"), pursuant to the share exchange agreement dated January 28, 2009, (amended on May 12, 2009) acquired all the outstanding shares of Gold Lion Holding Limited ("Gold Lion"), a company organized and existing under the laws of the British Virgin Islands ("BVI"). In connection with the share exchange transaction, the Company spun off its then-existing business to its stockholders, by distributing and transferring all assets and liabilities of the subsidiary and issuing shares of its then operating subsidiary as a dividend to its stockholders.

The parties to the share exchange agreement were: (1) Zoom Technologies, Inc., (2) Tianjin Tong Guang Group Digital Communication Co., Ltd., ("TCB Digital") a company organized under the laws of the People's Republic of China, ("PRC"); (3) Zoom Telephonics, Inc., or Zoom Telephonics, a wholly owned subsidiary of Zoom; (4) Gold Lion, (5) Lei (Leo) Gu, a citizen of the PRC; and (6) Songtao Du, a citizen of the PRC.

Gold Lion owns 100% of the outstanding stock of Jiangsu Leimone Electronics Co., Ltd., ("Jiangsu Leimone"), a foreign investment enterprise organized under the laws of the PRC that engages in the manufacturing, R&D, and sales of electronic components for 3rd generation mobile phones, wireless communication circuitry, GPS equipment, and related software products. Jiangsu Leimone owned 51.03% of the outstanding stock of TCB Digital; until March 31, 2010 when Mr. Gu, the Chairman & CEO of the Company, exercised his option to purchase an additional 28.97% of TCB Digital and transferred such ownership to the Company resulting in an increase in our Company's ownership of TCB Digital to 80%. Gold Lion also owns 100% of Profit Harvest Corporation Ltd, ("Profit Harvest"), a marketing and sales company organized and existing under the laws of Hong Kong.

Mr. Gu owned 70.6% of the outstanding capital stock of Gold Lion and on March 31, 2010 exercised his option to purchase an additional 28.97% of the outstanding capital stock of TCB Digital.

Mr. Du owned 29.4% of the outstanding capital stock of Gold Lion, which was pledged to Mr. Wei Cao.

On September 22, 2009, pursuant to the share exchange agreement and approval of the majority of the stockholders of the Company, the Company acquired from the Gold Lion shareholders 100% of Gold Lion for 4,225,219 shares of Company common stock. As a result of this issuance, the former Gold Lion shareholders owned 69.3% of the outstanding stock of the Company and the transaction was recorded as a reverse acquisition. Prior to the reverse acquisition, the Company had 1,980,978 shares outstanding which were recapitalized as part of the reverse acquisition. Mr. Gu, who held an option to acquire an additional 28.97% of the outstanding capital stock of TCB Digital, pursuant to the share exchange agreement and the approval of the majority of the stockholders of the Company, agreed to provide Mr. Gu the option to exchange the 28.97% interest in TCB Digital for 2,402,576 shares of our common stock. As of March 31, 2010, Mr. Gu exercised this option (See Subsidiary details).

Simultaneous with the closing of the merger, the Company issued a dividend of 100% of the issued and outstanding stock of Zoom Telephonics to its stockholders of record immediately prior to the closing. We refer to this as the "spin-off". In connection with the spin-off, the Company distributed all of its current and future assets and liabilities related to Zoom to Zoom Telephonics, subject to certain licensing rights discussed below. Zoom's stockholders immediately prior to the closing retained their existing shares in Zoom and also received an equal number of new shares in Zoom Telephonics. After the merger and the spin-off, the Company and Zoom Telephonics became independent companies.

TCB Digital and Zoom Telephonics entered into a license granting TCB Digital rights to the "Zoom" and "Hayes" trademarks for certain products and geographic regions. Zoom and Zoom Telephonics also entered into a separation and distribution agreement that allocates responsibility for obligations arising before and after the spin-off, including, among others, obligations relating to taxes.

Our former directors, entered into founder lock-up agreements pursuant to which they agreed that during the one-year period commencing on the date of closing that each will not sell, transfer, assign, pledge or hypothecate, in any calendar month, greater than 3% of the shares of our common stock sold in the previous four calendar weeks.

On June 1, 2010, Zoom pursuant to a share exchange agreement (the "Agreement") dated April 29, 2010, acquired 100% of the shares of Nollec Wireless Company Ltd., ("Nollec Wireless") a mobile phone and wireless communication design company located in Beijing, China (the "Acquisition").

The parties to the Agreement include: (1) Zoom Technologies, Inc.; (2) Silver Tech Enterprises, Ltd. ("Silver Tech"), a holding company founded in July 2005, organized and existing under the laws of the BVI, which owned 100% of Ever Elite Corporation, Ltd. ("Ever Elite"); (3) Ever Elite, a holding company founded in June 2007, organized under the laws of HK which owned 100% of Nollec Wireless; (4) Nollec Wireless, the operating company founded in June 2007, organized under the laws of the PRC; (5) Key Network Holdings, Ltd. ("KNH"), a BVI company, then owner of 76.8% of the outstanding stock of Silver Tech; and (6) Better Day Finance, Ltd. ("BDF"), a BVI company, then owner of 23.2% of the outstanding stock of Silver Tech.

Pursuant to the terms of the Agreement, the Company purchased 100% of the outstanding stock of Silver Tech from KNH and BDF, the existing shareholders of Silver Tech, for $10.96 million, comprised of $1.37 million in cash and 1,342,599 newly issued unregistered shares of common stock of Zoom valued at $9.59 million at the weighted average closing price of shares for 10 days prior and leading up to the agreement date. At the closing of the acquisition on May 31, 2010, the Company issued 1,342,599 shares and paid $500,000; the balance of $870,000 in cash payment will be paid in six equal installments over a period of three years, of which company paid $137,500 as of December 31, 2010 and $152,500 has been included in other payables and $580,000 included in long-term payables. After the closing on June 1, 2010, Silver Tech, Ever Elite and Nollec Wireless became wholly owned subsidiaries of Zoom. We determined that the acquisition of Silver Tech did not require the preparation and filing of audited financial statements of Silver Tech under Rule 3-05(b)(2)(i) of Regulation S-X.

The Subsidiaries

Gold Lion was founded by Mr. Lei Gu ("Gu") in September 2002 in the BVI. Pursuant to an agreement dated June 30, 2007, Mr. Wei Cao ("Cao"), purchased from Gu 29.4% of the outstanding shares of the Company. Through a resolution of the Company on November 26, 2008, the Company's issued 705 shares to Gu and 294 shares to Mr. Songtao Du ("Du"), resulting in 1,000 issued and outstanding shares of Common Stock. Pursuant to a pledge agreement dated November 26, 2008, Du pledged his 294 shares to Cao, including all rights to such shares. As such, Gu and Cao jointly control 100% of Gold Lion.

On August 2, 2007, Gu founded Profit Harvest in Hong Kong, and in December 2008, 100% ownership of Profit Harvest was transferred to Gold Lion. Profit Harvest is the marketing arm of the company particularly for exports and subassemblies.

Pursuant to the capital injection agreement ("the CIA") by and among Tianjin Communication and Broadcasting Group Co., Ltd. ("TCBGCL"), TCBGCL Labour Union, Hebei Leimone Science and Technology Co., Ltd. ("Hebei Leimone"), Tianjin 712 Communication and Broadcasting Co., Ltd. ("712"), Beijing Depu Investment Co., Ltd. ("Beijing Depu") and other natural person shareholders on May 8, 2007 and a resolution of the shareholder's meeting on June 30, 2007, Hebei Leimone, a company controlled by Gu, acquired 25.13% of TCB Digital from TCBGCL Labour Union and various natural person shareholders for RMB9,000,000, equivalent to $1,286,000. Pursuant to this CIA, Hebei Leimone and Beijing Depu, the companies controlled by Gu and Cao respectively, were to invest RMB15,928,700 and RMB10,377,600 respectively in TCB Digital, bringing the total investment from Hebei Leimone and Beijing Depu to $4,679,111 (RMB35,306,300). After this investment was made as of June 30, 2007, Hebei Leimone and Beijing Depu held 36.03% and 15% respectively of TCB Digital, or 51.03% ownership in TCB Digital. Pursuant to an agreement dated June 30, 2007, Cao irrevocably pledged his 15% interest in TCB Digital through his ownership in Beijing Depu to Gu in exchange for a 29.4% stake in Gold Lion. As of March 31, 2010, Gu exercised his option to transfer an additional 28.97% of TCB Digital to the Company. The Company issued 2,402,576 common shares to Mr. Gu and his assignees as purchase consideration and 60,000 common shares to an investment banker as compensation for this transaction. The Company's ownership interest in TCB Digital was increased to 80% as at March 31, 2010. This transaction was recorded under *SFAS No. 160 (Included in ASC 810 "Consolidation") "Noncontrolling Interests in Consolidated Financial Statements", an amendment of ARB No. 51.* with the excess of

fair value of shares over the carrying value of minority interests was charged to additional paid in capital. During the three month period ended June 30, 2010, the Company issued 2,462,576 shares.

On November 30, 2007, Gold Lion and GD Industrial Company signed a share transfer agreement, pursuant to which, GD Industrial Company transferred 60% of Nantong Zong Yi Kechuang Digital Camera Technology Co., Ltd. ("Nantong Zong Yi") for $10,273 to the Company. In July 2008, Nantong Zong Yi changed its name to Jiangsu Leimone Electronic Co., Ltd. ("Jiangsu Leimone"). Before the acquisition, Jiangsu Leimone had no operating activities. In January 2008, the Company invested $5,074,226 (HK$38,800,000) in Jiangsu Leimone to increase the Company's ownership in Jiangsu Leimone to 80%. Pursuant to the share transfer agreement by and between Gold Lion and Nantong Zong Yi Investment Co., Ltd. dated November 26, 2008, the Company acquired the remaining 20% of Jiangsu Leimone from Nantong Zong Yi Investment Co., Ltd. for $103,214 (HK$800,000). After this transaction, the Company owned 100% of Jiangsu Leimone.

Pursuant to the share transfer agreement by and among Hebei Leimone, Beijing Depu Investment Co., Ltd and Jiangsu Leimone dated December 15, 2008, Hebei Leimone and Beijing Depu Investment Co., Ltd. transferred their 51.03% of TCB Digital to Jiangsu Leimone on December 30, 2008.

Because TCB Digital and Profit Harvest were under common control with the Company since July 2007 and August 2007, respectively, we combined their financials at historical cost with the Company from the dates the Company acquired control. Acquisition method is used when the Company has actual equity investment in TCB Digital and Profit Harvest.

TCB Digital is a high technology company engaged in electronic and telecommunication product design, development, and manufacturing for OEM customers and for our own products under the brand name of "Leimone". TCB Digital started its business in 1999 and was originally established as an Electronic Manufacturing Service ("EMS") factory for mobile phone vendors. TCB Digital was Motorola's first independent outsource manufacturing vendor responsible for producing Motorola mobile phones in China. Moreover, TCB Digital was the first EMS factory in China to receive Motorola's International Quality Product and Qualification certificate. Since 2004, TCB Digital developed and produced GSM and CDMA mobile phones, wireless data modules and GPS equipment. Beginning in 2009, TCB Digital started to manufacture and market mobile phones under its own brand name of "Leimone"; and 2010, its product line also included 3G mobile handsets. TCB Digital is headquartered in Tianjin, China. TCB Digital's two main business operations are EMS for Original Equipment Manufacturer (OEM) customers and the design, production and sale of its own brand mobile phone products.

TCB Digital offers high quality and comprehensive EMS to both domestic and global customers, including, Samsung, Tianyu, CECT, Danahar and Spreadtrum. TCB Digital's primary products include mobile phones, wireless telecommunication modules, digital cameras, cable TV set-top boxes and GPS equipment. In addition, TCB Digital has developed various state-of-the-art mobile phones and Smartphones based on both of the main network technologies: Global System for Mobile Communications, or GSM, and Code Division Multiple Access, or CDMA, and beginning in 2010 also 3G capable products. Presently, TCB Digital markets its mobile phone products through distributors in China and also supplies GSM, CDMA and 3G mobile phones to major customers, including China Mobile Communications Corporation, or CMCC, China UNICOM and China Telecom. See "Information about TCB Digital" for more information.

Nollec Wireless primarily focuses on R&D of mobile phones, and hardware and software solutions for domestic Chinese and overseas customers. Its design team includes experienced engineers in the core technologies of wireless communication and mobile phone development. Nollec provides state of the art industrial, user inter-phase, mechanical and engineering designs and software and hardware integration. Its clients include certain domestic and international mobile phone manufacturers including Philips, Lenovo, Sonim, Gionee and Borqs.

NOTE 2 - BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Gold Lion Holding Ltd, its 100%-owned subsidiary Profit Harvest, its 100%-owned subsidiary Jiangsu Leimone, and its 80%-owned joint venture TCB Digital as of and for the year ended December 31, 2010 and 100%-owned subsidiary Silver Tech as of and for the seven months ended December 31, 2010. As of June 30, 2007, Gu and Cao jointly acquired 51.03% equity of TCB Digital through Hebei Leimone and Beijing Depu respectively, and Gu controlled 100% of Profit Harvest in 2007. As Gu and Cao transferred their 51.03% equity interest of TCB Digital into Jiangsu Leimone on December 30, 2008, and 100% equity interest of Profit Harvest was transferred to Gold Lion on December 22, 2008, Gu exercised the option to acquire 28.97% equity of TCB Digital on March 31, 2010. The Company acquired 100% of Silver Tech, the holding company that owns 100% of Nollec Wireless, and the transaction was completed as of May 31, 2010. Therefore, the consolidated financial statements as of December 31, 2010 include the balance sheets at December 31, 2010 of TCB Digital, Jiangsu Leimone, Profit Harvest and Silver Tech and balance sheets at December 31, 2009 of TCB Digital, Jiangsu Leimone, Profit Harvest; the consolidation of operating results for the year ended December 31, 2010 of TCB Digital, Jiangsu Leimone, Profit Harvest and for the seven months ended December 31, 2010 of Silver Tech.

Basis of Presentation

The consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP"). For the Company's operating subsidiaries of JS Leimone, TCB Digital and Nollec Wireless, the functional currency is the Chinese Renminbi ("RMB"); the functional currency of Profit Harvest is United States Dollars ("USD" or "$"). However the accompanying consolidated financial statements were translated and presented in USD.

Use of Estimates

The preparation of consolidated financial statements in conformity with US GAAP 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 dates of the consolidated financial statements and the amount of revenues and expenses during the reporting periods. Management makes these estimates using the best information available at the time the estimates are made. However, actual results could differ materially from those results.

Risks and Uncertainties

The Company is subject to substantial risks from, among other things, intense competition associated with the industry in general, other risks associated with financing, liquidity requirements, rapidly changing customer requirements, limited operating history, foreign currency exchange rates and the volatility of public markets.

Comprehensive Income

The Company adopted the provisions of ASC 220 "Reporting Comprehensive Income", previously SFAS No. 130, establishes standards for the reporting and display of comprehensive income, its components and accumulated balances in a full set of general purpose financial statements.

ASC 220 defines comprehensive income is comprised of net income and all changes to the statements of stockholders' equity, except those due to investments by stockholders, changes in paid-in capital and distributions to stockholders, including adjustments to minimum pension liabilities, accumulated foreign currency translation, and unrealized gains or losses on marketable securities.

Foreign Currency Transactions

The accounts of the Company's Chinese subsidiaries are maintained in the RMB and the accounts of the U.S. parent company are maintained in the USD. The accounts of the Chinese subsidiaries were translated into USD in accordance with Statement of Financial Accounting Standards ("SFAS") No. 52, "Foreign Currency Translation," (codified in Financial Accounting Standards ("FASB") Accounting Standards Codification ("ASC") Topic 810) with the RMB as the functional currency for the Chinese subsidiaries. According to SFAS 52, all assets and liabilities were translated at the exchange rate on the balance sheet date, stockholders' equity is translated at historical rates and statement of operations items are translated at the weighted average exchange rate for the period. The resulting translation adjustments are reported under other comprehensive income in accordance with SFAS No. 130, "Reporting Comprehensive Income" (codified in FASB ASC Topic 220). Gains and losses resulting from the translations of foreign currency transactions and balances are reflected in the income statement.

Translations adjustments resulting from this process are included in accumulated other comprehensive income in the consolidated statement of stockholders' equity were $964,206 and $210,773 as of December 31, 2010 and 2009, respectively.

Cash and Cash Equivalents

For Statement of Cash Flows purposes, the Company considers all cash on hand and in banks, including accounts in book overdraft positions, certificates of deposit and other highly-liquid investments with maturities of three months or less, when purchased, to be cash and cash equivalents. The Company maintains cash with various banks and trust companies located in China. Cash accounts are not insured or otherwise protected. Should any bank or trust company holding cash deposits become insolvent, or if the Company is otherwise unable to withdraw funds, the Company would lose the cash on deposit with that particular bank or trust company.

Accounts Receivable

The Company maintains reserves for potential credit losses on accounts receivable. Management reviews the composition of accounts receivable and analyzes historical bad debts, customer concentrations, customer credit worthiness, current economic trends and changes in customer payment patterns to evaluate the adequacy of these reserves. Accounts are written off against the allowance when it becomes evident collection will not occur.

Inventories

Inventories are stated at the lower of cost or market. Cost is determined on a weighted average basis and includes all expenditures incurred in bringing the goods to the point of sale and putting them in a saleable condition. In assessing the ultimate realization of inventories, the management makes judgments as to future demand requirements compared to current or committed inventory levels. Our reserve requirements generally increase as our projected demand requires; or decrease due to market conditions and product life cycle changes. The Company estimates the demand requirements based on market conditions, forecasts prepared by its customers, sales contracts and orders in hand.

In addition, the Company estimates net realizable value based on intended use, current market value and inventory ageing analyses. The Company writes down inventories for estimated obsolescence or unmarketable inventory equal to the difference between the cost of inventories and their estimated market value based upon assumptions about future demand and market conditions. Historically, the actual net realizable value has been close to management's estimate.

Property, Plant and Equipment

Property, plant and equipment are recorded at cost. Gains or losses on disposals are reflected as gain or loss in the year of disposal. All ordinary repair and maintenance costs are expensed as incurred. Expenditures for maintenance and repairs are expensed as incurred. Major renewals and betterments are charged to the property accounts while replacements, maintenance and repairs, which do not improve or extend the lives of the respective assets, are expensed in the current period.

Depreciation for financial reporting purposes is provided using the straight-line method over the estimated useful lives of assets as set out below.

	Estimated Useful Life
Machinery and equipment	4-6 years
Electronic equipment	4-6 years
Reconstruction of workshop and assembling line	5 years
Transportation equipment	4-6 years

Capitalized Interest

Interest associated with major development and construction projects is capitalized and included in the cost of the project. When no debt is incurred specifically for a project, interest is capitalized on amounts expended on the project using weighted-average cost of the Company's outstanding borrowings. Capitalization of interest ceases when the project is substantially complete or development activity is suspended for more than a brief period.

Impairment of Long-lived Assets

In accordance with ASC 360, "Property, Plant and Equipment", previously SFAS No. 144, the Company reviews the

carrying values of long-lived assets, including property, plant and equipment and other intangible assets, whenever facts and circumstances indicate that the assets may be impaired. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net undiscounted cash flows expected to be generated by the asset. If an asset is considered impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds the fair value. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less costs of disposal. For 2009, the Company performed an annual impairment review of long-lived assets and concluded that there was impairment loss for long-term investments of $65,816.

Goodwill

The Company recognizes goodwill for the excess of the purchase price over the fair value of the identifiable net assets of the business acquired. ASC 350 "Intangible Assets-Goodwill and Other", previously SFAS No. 142, an impairment test for goodwill is undertaken by the Company at the reporting unit level annually, or more frequently if events or changes in circumstances indicate that goodwill might be impaired. As of December 31, 2010 and 2009, the Company did not incur any impairment loss for goodwill.

Revenue Recognition

The Company recognizes sales in accordance with the U.S. Securities and Exchange Commission ("SEC") Staff Accounting Bulletin ("SAB") No. 104, "Revenue Recognition in Financial Statements" (FASB ASC Topic 605) "Revenue Recognition."

The Company recognizes revenue when the following criteria are met:

(i) persuasive evidence of an arrangement exists;

(ii) delivery has occurred or services were rendered;

(iii) the price to the customer is fixed or determinable and,

(iv) collection of the resulting receivable is reasonably assured. Revenue is not recognized until title and risk of loss is transferred to the customer, which occurs upon delivery of goods, and objective evidence exists that customer acceptance provisions were met.

The Company bases its estimates on historical experience taking into consideration the type of products sold, the type of customer, and the type of specific transaction in each arrangement. Revenues represent the invoiced value of goods, net of value added tax ("VAT").

The Company does not offer promotional payments, customer coupons, rebates or other cash redemption offers to its customers. Deposits or advance payments from customers prior to delivery of goods and passage of title of goods are recorded as advanced from customers.

Company's subsidiary, Nollec Wireless is in the mobile phone design, software integration and mobile solution R&D business, Nollec Wireless, recognizes revenue under percentage of completion method ASC Topic 605-35- 25 (Construction - Type and Production - Type Contracts) when reasonably dependable estimates can be made and in which all the following conditions exist:

a. Contracts executed by the parties normally include provisions that clearly specify the enforceable rights regarding goods or services to be provided and received by the parties, the consideration to be exchanged, and the manner and terms of settlement.

b. The buyer can be expected to satisfy all obligations under the contract.

c. The contractor can be expected to perform all contractual obligations.

Estimates of cost to complete is reviewed periodically and revised as appropriate to reflect new information. When the current estimates of total contract revenue and contract cost indicate a loss, a provision for the entire loss on the contract is made.

Income is recognized as the percentage of estimated total income that incurred costs to date divided by estimated total costs after giving effect to estimates of costs to complete based on most recent information. Percentage of completion is based on labor hours incurred to date divided by total estimated labor hours for the contract.

Royalty income on sales of licensed products by its customers is recorded when the customers report sales to the Company. Royalty income is reported monthly and recorded in the period in which the product is sold. The Company has the right to audit the books of the licensees.

Income Taxes

The Company accounts for income taxes in accordance with ASC 740 "Income Taxes", previously SFAS No. 109. Under this method, deferred income taxes are recognized for the estimated tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts and each year-end based on enacted tax laws and statutory rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established to reduce deferred tax assets to the amount expected to be realized when, in management's opinion; it is more likely than not that some portion of the deferred tax assets will not be realized. The provision for income taxes represents current taxes payable net of the change during the period in deferred tax assets and liabilities.

Operating Leases

Leases where substantially all the rewards and risks of ownership of assets remain with the leasing company that do not meet the capitalization criteria of ASC 840 "Leases", previously SFAS No. 13, are accounted for as operating leases. Rental payables under operating leases are expensed on the straight-line basis over the lease term.

Research and Development Costs

Research and development costs are expensed as incurred. Research and development costs during the years ended December 31, 2010 and 2009 were $3,251,209 and $0 respectively.

Earnings Per Share

The Company reports earnings per share in accordance with the provisions of ASC 260 "Earnings Per Share", previously SFAS No. 128. ASC 260 requires presentation of basic and diluted earnings per share in conjunction with the disclosure of the methodology used in computing such earnings per share. Basic earnings per share excludes dilution and is computed by dividing income available to common stockholders by the weighted average common shares outstanding during the period. Diluted earnings per share takes into account the potential dilution that could occur if securities or other contracts to issue common stock were exercised and converted into common stock using the treasury method.

Common stock equivalents represent the dilutive effect of the assumed exercise of the outstanding stock options and warrants, using the treasury stock method, at either the beginning of the respective period presented or the date of issuance, whichever is later, and only if the common stock equivalents are considered dilutive based upon the Company's net income (loss) position at the calculation dates.

Fair Values of Financial Instruments

ASC 820 "Fair Value Measurements and Disclosures", previously FAS 157, adopted January 1, 2008, defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosure requirements for fair value measures. The carrying amounts reported in the balance sheets for current receivables and payables qualify as financial instruments. Management concluded the carrying values are a reasonable estimate of fair value because of the short period of time between the origination of such instruments and their expected realization and if applicable, their stated interest rate approximates current rates available. The three levels are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially

the full term of the financial instruments.

- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value.

The assets measured at fair value on a recurring basis subject to the disclosure requirements of ASC 820 as of December 31, 2010 are as follows:

	Carrying value 2010	Active markets For identical Assets (Level 1)	Significant other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	$ 6,374,103	$ 6,374,103	-	-
Restricted cash	$ 13,503,122	$ 13,503,122	-	-

The Company's financial instruments include cash and cash equivalents, restricted cash, accounts receivable, notes receivables, other receivables, accounts payable, notes payable. 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 to secure short-term bank loans and notes payable (See note 14). Management estimates that the carrying amounts of the non related party financial instruments approximate their fair values due to their short-term nature.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and cash equivalents and trade and bills receivables. As of December 31, 2010 and December 31, 2009, substantially all of the Company's cash and cash equivalents and restricted cash were held by major financial institutions located in the PRC, which management believes are of high credit quality. With respect to trade and notes receivables, the Company extends credit based on an evaluation of the customer's financial condition. The Company generally does not require collateral for trade receivables and maintains an allowance for doubtful accounts of trade receivables.

Notes receivable are undertaken by the banks to honor the payments at maturity and the customers are required to place deposits with the banks equivalent to certain percentage of the notes amount as collateral. These notes receivable can be sold to any third party at a discount before maturity. The Company does not maintain an allowance for notes receivable in the absence of bad debt experience and the payments are undertaken by the banks.

Non-controlling Interests

Effective January 1, 2009, the Company adopted ASC 810, previously SFAS No. 160 "Non- controlling Interests in Consolidated Financial Statements-reported in equity" for reporting non-controlling interest ("NCI") in a subsidiary. As a result, the Company reported NCI as a separate component of Stockholders' Equity in the Condensed Consolidated Balance Sheet. Additionally, the Company reported the portion of net income and comprehensive income (loss) attributed to the Company and NCI separately in the Condensed Consolidated Statement of Operations. The Company also included a separate column for NCI in the Consolidated Statement of Changes in Equity. All related disclosures were adjusted accordingly. Prior year amounts associated with NCI in the financial statements and accompanied footnotes have been retrospectively adjusted to conform to the adoption. Non-controlling interest includes a credit of $567,481 in year 2009 representing its share of increase in additional paid in capital as a result of certain expenses paid by an entity related to the Company's principal shareholder on behalf of the Company.

Statement of Cash Flows

In accordance with ASC 230, "Statement of Cash Flows", previously AFAS No. 95, cash flows from the Company's operations are calculated based upon the local currencies. As a result, amounts related to assets and liabilities reported on the statement of cash flows may not necessarily agree with changes in the corresponding balances on the balance sheet.

Recent Accounting Pronouncements

On February 25, 2010, the FASB issued ASU 2010-09 Subsequent Events Topic 855 "Amendments to Certain Recognition and Disclosure Requirements," effective immediately. The amendments in the ASU remove the requirement for an SEC filer to disclose a date through which subsequent events have been evaluated in both issued and revised financial statements. Revised financial statements include financial statements revised as a result of either correction of an error or retrospective application of US GAAP. The FASB believes these amendments remove potential conflicts with the SEC's literature. The adoption of this ASU did not have a material impact on the Company's consolidated financial statements.

On March 5, 2010, the FASB issued ASU No. 2010-11 Derivatives and Hedging Topic 815 "Scope Exception Related to Embedded Credit Derivatives." This ASU clarifies the guidance within the derivative literature that exempts certain credit related features from analysis as potential embedded derivatives requiring separate accounting. The ASU specifies that an embedded credit derivative feature related to the transfer of credit risk that is only in the form of subordination of one financial instrument to another is not subject to bifurcation from a host contract under ASC 815-15-25, Derivatives and Hedging - Embedded Derivatives - Recognition. All other embedded credit derivative features should be analyzed to determine whether their economic characteristics and risks are "clearly and closely related" to the economic characteristics and risks of the host contract and whether bifurcation is required. The ASU is effective for the Company on July 1, 2010. Early adoption is permitted. The adoption of this ASU did not have a material impact on the Company's consolidated financial statements.

In April 2010, the FASB codified the consensus reached in Emerging Issues Task Force Issue No. 08-09, "Milestone Method of Revenue Recognition." FASB ASU No. 2010-17 provides guidance on defining a milestone and determining when it may be appropriate to apply the milestone method of revenue recognition for research and development transactions. FASB ASU No. 2010-17 is effective for fiscal years beginning on or after June 15, 2010, and is effective on a prospective basis for milestones achieved after the adoption date. The Company is currently evaluating the effect of this ASU on its financial statements on adoption on January 1, 2011.

NOTE 3 - MERGER AND ACQUISITION

The Company acquired 60% equity in Jiangsu Leimone on November 30, 2007. As of November 30, 2007, the net assets of Jiangsu Leimone were Nil. The purchase consideration was $10,273 which was higher than 60% of total net assets of Jiangsu Leimone and resulted in goodwill of $10,273. On January 1, 2008, the Company invested $4,972,466 (HK$38,800,000) in Jiangsu Leimone. After this investment, the net assets of Jiangsu Leimone were $4,976,051 and the Company owned 80% of Jiangsu Leimone. The fair value of the 80% of equity interest of Jiangsu Leimone Electronic Co., Ltd on January 1, 2008 was $3,981,085. The agreed purchase consideration was $4,972,466 (HK$38,800,000) which was higher than 80% of total net assets of Jiangsu Leimone and resulted in goodwill of $991,381. The Company acquired the remaining 20% of equity of Jiangsu Leimone on November 30, 2008. As of November 30, 2008, the net assets of Jiangsu Leimone were $5,001,783 and therefore 20% of total assets of Jiangsu Leimone were $1,000,357. The agreed purchase consideration was $101,760 which was lower than 20% of total net assets of Jiangsu Leimone and resulted in negative goodwill of $898,597. Therefore, the total goodwill resulting from the acquisition of Jiangsu Leimone was $103,057. As of December 31, 2010 and 2009, goodwill was $103,057 and $103,057 respectively.

The Company acquired 100% equity in Silver Tech on May 31, 2010. As of May 31, 2010, the net assets of Silver Tech were $2,564,160. The purchase consideration was $10,960,000 which resulted in goodwill of $8,395,840.

Silver Tech's subsidiary Nollec Wireless primarily focuses on R&D for mobile phones, and hardware and software solutions for domestic Chinese and overseas customers. Its design team includes experienced engineers in the core technologies of wireless communication and mobile phone development. Nollec provides state of the art industrial, user inter-phase, mechanical and engineering designs and software and hardware integration.

The following table summarizes the fair values of the assets acquired and liabilities assumed from Silver Tech as of the dates of acquisition.

	May 31, 2010
Cash	
$	1,491,631
Notes receivable	703,173
Accounts receivable	1,098,812
Other receivables	16,499
Advance to suppliers	50,656
Due from related parties	236,617
Fixed assets	211,811
Research and development contracts in progress	712,331
Intangible assets	183,518
Deferred tax assets	32,342
Short-term loan	(715,064)

Accounts payable	
	(10,348)
Advance from customers	
	(182,181)
Salary payable	
	(286,144)
Taxes payable	
	(150,862)
Interest payable	
	(352,630)
Accrued expenses	
	(310,739)
Other Payable	
	(49,319)
Deferred tax liabilities	
	(89,041)
Affect from foreign currency translation	
	(26,902)
Net assets acquired	
	$
	2,564,160

The following table summarizes pro forma information showing the effects on the consolidated financial results of the Company if the acquisition of Silver Tech occurred at the beginning of the years ended December 31, 2010 and 2009:

December 31, 2010
December 31, 2009

Net revenues		
$	254,937,242	
$	195,244,742	
Net income		
$	13,064,074	
$	7,564,147	
Earnings per share - basic		
$	1.04	
$	1.17	
Earnings per share - diluted		
$	0.95	
$	1.17	
Weighted average shares - basic		
	12,532,167	
	6,452,939	
Weighted average shares - diluted		
	13,706,759	
	6,474,162	

The following table summarizes goodwill resulting from the acquisition of Jiangsu Leimone and Silver Tech:

Jiangsu Leimone	$	103,057
Silver Tech		8,395,840
Total goodwill	$	8,498,897

There was no impairment of goodwill as at December 31, 2010 and 2009.

NOTE 4 - RESTRICTED CASH

Restricted cash was deposits in banks as collateral for the banks to issue banker's acceptances. Restricted cash may not be recovered when the secured notes payable cannot be paid (see Note 14).

NOTE 5 - ACCOUNTS RECEIVABLE

As of December 31, 2010 and 2009, the Company's accounts receivable consisted of the following:

	December 31, 2010	December 31, 2009
Accounts receivable	$ 21,849,996	$ 16,853,982
Less: Allowance for doubtful accounts	(109,354)	(18,908)
Accountants receivable, net	$ 21,740,642	$ 16,835,074

NOTE 6 - INVENTORIES

Inventories, by major categories, as of December 31, 2010 and 2009 were as follows:

	December 31, 2010	December 31, 2009
Raw materials	$ 1,167,414	$ 1,290,657
Low value consumables	-	15,376
Finished goods	903,096	362,436
	2,070,510	1,668,469
Less: Allowance for obsolete inventories	(115,052)	(133,480)

Inventories, net	$ 1,955,458	$ 1,534,989

NOTE 7 - ADVANCE TO SUPPLIERS

As of December 31, 2010 and 2009, the Company's advance to suppliers consisted of the following:

December 31, 2010	December 31, 2009
Beijing Orsus Xelent Technology & Trading Company Limited	
$ -	$ 2,427,330
Yuechangrui	
13,054,691	-
CEC CoreCast Technology Co., Ltd.	
7,734,980	4,591,361
Beijing HYT Technology & Trade Co., Ltd.,	
-	2,523,548
Beijing Zhongdian Yiren Information Technology Co., Ltd.	
-	10,635,353
Shenzhen Baoan District Shiyan Jixintong Commercial & Trade Co. ("SBDSJCTC")	
6,851,051	

	-
TSINGTAO Hisense Portable Communication Tech Co.,Ltd.	
	245,762
Shenzhen Wuxing Commercial & Trade Co.	
	3,729,695
	-
Shenzhen Fudian District Longchengfa Electronic Commercial Co.	
	604,979
Shunming	
	-
	5,882,205
Ytone Co., Ltd.	
	-
	433,450
Sibo Technologies Limited	
	-
	273,450
Shenzhen Huirongyuan Industrial Co., Ltd.	
	-
	155,034
Others	
	555,825
	549,870
Total advance to suppliers	
$	

	32,776,983
$	
	27,471,601

The Company made bank note payments to CEC CoreCast Technology Co., Ltd in advance of purchasing of material. The advance payments are intended to ensure preferential pricing. The amounts are advanced under such arrangements. See Note 12 for notes payable details.

The Company purchased parts for mobile phone manufacturing from SBDSJCTC, and SBDSJCTC has delivered those parts to the Company according to the purchase terms.

The Company purchased cell phone from Yuechangrui and Yuechangrui has delivered those cell phones to the Company according to the purchase terms.

NOTE 8 - OTHER RECEIVABLES & PREPAID EXPENSES

As of December 31, 2010 and 2009, the Company's other receivables and prepaid expenses consisted of the following:

	December 31, 2010	December 31, 2009
Advance to employees	$ 64,737	$ 27,156
Deposit for equipment lease	297,711	49,730
Prepaid expenses	36,982	155,047
Others	32,775	79,875
Total other receivables	$ 432,205	$ 311,808

The deposit for equipment lease is recoverable within one year.

NOTE 9 - PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment as of December 31, 2010 and 2009 consisted of the following:

	December 31, 2010	December 31, 2009
Machinery and Equipment	$ 9,000,562	$ 8,462,827
Electronic Equipment	2,309,747	1,693,094
Transportation Equipment	175,439	169,655
Workshop reconstruction	60,755	60,946
Leasehold improvements	120,516	-
Assembly line reconstruction	-	119,470
Office equipment		

	120,560
	18,599
	11,787,579
	10,524,591
Less: Accumulated depreciation	
	(6,837,659)
	(4,850,668)
Total property, plant and equipment, net	
$	
	4,949,920
$	
	5,673,923

Depreciation for the years ended December 31, 2010 and 2009 was $1,609,692 and $1,569,686 respectively.

NOTE 10 - RESEARCH ANDH DEVELOPMENT CONTRACTS IN PROGRESS

	December 31, 2010
Mobile phone development projects	
	$
	531,617

Research and development contracts in progress include cost plus profit attributable to those contracts. Cost to date is calculated based on the value of man-month engineering costs and related overhead expenses. Company's R&D cost as at December 31, 2010 was $1.24 million while its progress billings were $0.71 million.

NOTE 11 - CONSTRUCTION IN PROGRESS DEPOSIT - RELATED PARTIES

December 31, 2010

Manufacturing plant	
	$
	9,790,700

The Company signed an agreement with Leimone (Tianjin) Industrial Co., Ltd. ("Tianjin Leimone") to construct a manufacturing plant on June 26, 2010 for RMB 99,591,000 ($15,063,000). The contract includes land use rights for 46,020.6 square meters and construction space of 21,028.83 square meters. As of December 31, 2010, the amount paid to Tianjin Leimone was RMB 64,734,150 ($9,790,700) upon the stage of completion of roofing and is recorded as construction in progress deposit.

NOTE 12 - INTANGIBLE ASSETS

As of December 31, 2010, the Company's intangible assets were summarized as follows:

	Useful life	2010
Software	3 years	$ 30,448
Domain name, logo & trade mark (from related party)	Indefinite	349,600
Patent techniques	10 years	174,583
Total cost		554,631
Less: Total accumulated amortization		(29,173)
Intangible assets, net		$ 525,458

Intangible assets were stated at cost less accumulated amortization. The Company acquired domain name "zoom.com" and related logo & trade name for 80,000 shares of common stock valued at the fair market value of $349,600 as of the date of purchase. No amortization will be recorded for the value of the domain name. The amortization of intangible assets for the years ended December 31, 2010 and 2009 was $16,809 and Nil respectively. The estimated amortization for the next five years as of December 31, 2010 and thereafter is expected to be as follows by years:

2011	$ 27,608
2012	19,500
2013	17,458
2014	17,458
2015	17,458
Thereafter	76,376
Total	$ 175,858

NOTE 13 - SHORT-TERM LOANS

Short-term loans represent amounts due to various financial institutions which are normally due within one year. As of December 31, 2010 and 2009, the Company's short term loans consisted of the following:

	December 31, 2010	December 31, 2009
Bank of Communications Tianjin Branch ("BOCTB"), due from March 3, 2009 to March 2, 2010 with interest at 5.841%, guaranteed by TCBGCL, the common shareholder of TCB Digital.	$ -	$ 4,387,762
BOCTB, due from May 15, 2009 to February 14, 2010 with interest at 5.310%, guaranteed by TCBGCL, the common shareholder of TCB Digital.	-	2,925,174
BOCTB, due from May 25, 2009 to January 24, 2010 with interest at 5.310%, guaranteed by TCBGCL	-	2,925,174
BOCTB, due from June 15, 2009 to March 14, 2010 with interest at 5.310%, guaranteed by TCBGCL	-	2,925,174
Northern International Trust & Investment Co., Ltd, due from October 14, 2009 to October 14, 2010 with interest at 8.400%, guaranteed by Small & Medium Enterprises Guarantee Center Co., Ltd.	-	1,755,104

BOCTB, due from December 04, 2009 to August 14, 2010 with interest at 5.841%, secured by production machinery

-

1,082,314

BOCTB, due from March 8, 2010 to January 7, 2011 with floating interest, guaranteed by TCBGCL

3,024,895

-

BOCTB, due from August 28, 2010 to August 27, 2011 with floating interest, guaranteed by TCBGCL

3,024,895

-

BOCTB, due from June 10, 2010 to June 9, 2011 with floating interest, guaranteed by TCBGCL

3,024,895

-

BOCTB, due from August 16, 2010 to August 17, 2011 with floating interest, guaranteed by TCBGCL

1,119,211

-

BOCTB, due from November 4 to June 27, 2011 with floating interest, guaranteed by TCBGCL

4,537,342

-

Bank of China Tianjin Branch, due from December 8, 2010 to June 8, 2011, interest adjusted to the preferred interest rate as of the due date, guaranteed by Leimone (Tianjin) Industrial Co., Ltd.

1,659,530

-

Northern International Trust & Investment Co., Ltd, due from October 14, 2010 to October 14, 2011 with interest at 8.400%, guaranteed by Small & Medium Enterprises Guarantee Center Co., Ltd.

1,814,937

-

China Bohai Bank, due from June 4, 2010 to June 3, 2011 with floating interest, Guaranteed by Tianjin Zhonghuan Electronic Communication Group.	3,024,895
	-
Key Network Holdings Limited, due from May 31, 2010 to June 3, 2011 with interest at 6%.	715,064
	-
Total short-term loans	
$	21,945,664
$	16,000,702

NOTE 14 - NOTES PAYABLE

These notes are payable in three to six months and bear no interest. The balance of notes payable as of December 31, 2010 and 2009 consisted of the following (all were bankers' acceptances):

	December 31, 2010	December 31, 2009
CoreCast, honored by the BOCTB, from July 10, 2009 to January 10, 2010, secured by $2,193,881 of cash in bank	$ -	$ 4,387,761
CoreCast, honored by the BOCTB, from August 10, 2009 to February 10, 2010, secured by $877,552 of cash in bank.	-	1,755,104
Beijing Orsus, honored by the BOCTB, from August 17, 2009 to February 18, 2010, secured by $731,294 of cash in bank.	-	1,462,587
CEC CoreCast Technology Co., Ltd., ("CoreCast Tech.") honored by the BOCTB, from September 21, 2009 to March 21, 2010, secured by $1,813,608 of cash in bank.	-	3,627,216
CoreCast Tech., honored by the BOCTB, from September 23, 2009 to March 23, 2010, secured by $2,720,412 of cash in bank.	-	5,440,824
CoreCast Tech., honored by the BOCTB, from September 25, 2009 to March 25, 2010, secured by $1,170,070 of cash in bank.	-	2,340,139
CoreCast Tech., honored by the BOCTB, from September 27, 2009 to March 27, 2010, secured by $1,755,104 of cash in bank.	-	3,510,209
Beijing Orsus., honored by the BOCTB, from October 21, 2009 to April 21, 2010, secured by $292,564 of cash in bank, paid on April 21, 2010	-	585,035
Beijing Orsus., honored by the BOCTB, from December 10, 2009 to June 10, 2010, secured by $438,847 of cash in bank	-	877,552
CoreCast Tech., honored by the BOCTB, from July 12, 2010 to January 12, 2011, secured by $907,468 of cash in bank	1,814,937	-
CoreCast Tech., honored by the BOCTB, from July 14, 2010 to January 14, 2011, secured by $1,361,203 of cash in bank	2,722,405	-
CoreCast Tech., honored by the BOCTB, from September 14, 2010 to March 14, 2011, secured by $1,512,447 of cash in bank.	3,024,895	-
CoreCast Tech., honored by the BOCTB, from September 16, 2010 to March 16, 2011, secured by	4,537,342	-

$2,268,671 of cash in bank.				
CoreCast Tech., honored by the BOCTB, from September 17, 2010 to March 17, 2011, secured by $1,615,294 of cash in bank.		3,230,588		-
CoreCast Tech., honored by the BOCTB, from September 19, 2010 to March 19, 2011, secured by $2,422,941 of cash in bank.		4,845,882		-
CoreCast Tech., honored by the BOCTB, from October 9, 2010 to April 9, 2011, secured by $1,814,937 of cash in bank.		3,629,874		-
Tianjin Tong Guang Group Electronics Science & Technology Co., Ltd., honored by the China Bohai Bank, from December 10, 2010 to June 10, 2011, secured by $1,512,447 of cash in bank.		1,512,447		-
Total notes payable	$	25,318,370	$	23,986,427

NOTE 15 - ACCRUED EXPENSES AND OTHER PAYABLES

As of December 31, 2010 and 2009, the accrued expenses and other payables of the Company were summarized as follows:

	December 31, 2010	December 31, 2009
Accrued machinery rent	$ -	$ 116,515
Accrued filing fees	347,558	-
Accrued rework cost	229,472	-
Accrued consulting fee	51,038	-
Acquisition payable*	152,500	-
Welfare & salary payable	271,787	10,969
Other	118,597	-
Total accrued expenses and other payables	$ 1,170,952	$ 127,484

*Current portion of acquisition payable related to our acquisition of Nollec Wireless on June 1, 2010 (see Note 1).

NOTE 16 - DIVIDENDS PAYABLE

In June 2007, before the Company acquired 51.03% of TCB Digital, TCB Digital decided to distribute dividends to its original shareholders of $1,074,068 (RMB 7,862,700). The Company paid dividends of $495,926 (RMB 3,900,000) in July 2007 to its original shareholders. The balance of dividends payable was $599,338 and $579,579 as of December 31, 2010 and 2009 respectively, representing the dividend payable to TCBGCL of RMB 3,962,700. The specific due date of the dividend will be negotiated between the current shareholders and original shareholders of the Company. The fluctuation of the balance of dividend payable represents the fluctuation of currency exchange rate.

NOTE 17 - RELATED PARTY TRANSACTIONS

Due from related parties

As of December 31, 2010 and 2009, due from related parties were:

	December 31, 2010	December 31, 2009
Due from related parties - short term		
Tianjin Tong Guang Group Electronics Science & Technology Co., Ltd.	$ 26,085	$ 5,625
Hebei Leimone	-	329,082
Shanghai Spreadbridge Information Technology Co., Ltd.	-	9,864,476
Beijing Leimone Shengtong Wireless Technology Co., Ltd.	232,614	247,909
Leimone (Tianjin) Industrial Co., Ltd.	16,338,738	1,206,832
	703,042	133,739

Beijing Leimone Shengtong Cultural Development Co., Ltd.		
Tianjin Tong Guang Group	557,325	-
Shenzhen Leimone	328,694	-
712 (Shareholder)	870,076	434,115
Total due from related parties	$ 19,056,574	$ 12,221,778

Tianjin Tong Guang Group Electronics Science & Technology Co., Ltd. ("Electronics Science & Tech"), an entity related to the Company through a common shareholder of TCB Digital, purchased products from the Company. For the years ended December 31, 2010 and 2009, the Company recorded net revenues of $15,067,119 and $880,174 from sales to Electronics Science & Tech respectively. In addition, the Company purchases raw materials from Electronics Science & Tech. For the years ended December 31, 2010 and 2009, the Company recorded total purchase from Electronic Science & Tech of $19,785,939 and Nil respectively.

Hebei Leimone is controlled by Gu, the largest shareholder of the Company.The Company sells certain products and provides some technical services to Hebei Leimone. For the years ended December 31, 2010 and 2009, the Company recorded net revenues of Nil and $1,242,523 respectively from sales to Hebei Leimone.

Shanghai Spreadbridge Information Technology Co., Ltd. ("Shanghai Spreadbridge") was controlled by Gu, the largest shareholder of the Company, before March 1, 2010. Shanghai Spreadbridge sells components and raw materials to the Company. For the three months ended March 31, 2010 and 2009, the Company recorded total purchases from Shanghai Spreadbridge of $2,874,711 and nil respectively. Gu transferred all of his ownership of Shanghai Spreadbridge on March 1, 2010 to Zhu Jianying. Shanghai Spreadbridge is no longer a related party as the Company's principal shareholder sold his interest on March 1, 2010. TCB Digital holds 70% shares in Shanghai Spreadbridge, as nominee of the Company's principal shareholder but does not control its operations.

Beijing Leimone Shengtong Wireless Technology Co., Ltd. ("Beijing Leimone") was founded by Gu, the largest shareholder of the Company. Beijing Leimone borrows money from the Company. The borrowings bore no interest and had a maturity of 12 months or more.

Leimone (Tianjin) Industrial Co., Ltd. ("Tianjin Leimone") was controlled by Gu, the largest shareholder of the Company. Tianjin Leimone sells raw materials to the Company. For the years ended December 31, 2010 and 2009, the Company recorded total purchases from Tianjin Leimone of $33,155,444 and $10,808,800 respectively. The amount due from Tianjin Leimone represented advances of $9,780,893 and $1,206,832 as of December 31, 2010 and 2009 respectively. Meanwhile, the Company sells certain products to Tianjin Leimone. For the years ended December 31, 2010 and 2009, the Company recorded net revenues of $20,491,871 and Nil respectively. In addition, Tianjin Leimone borrowed money from the Company and these borrowings bore no interest. As of December 31, 2010 and 2009, the balance of such loans was $6,557,845 and Nil respectively.

Subsequent to the year ended December 31, 2010, the Company received materials from Tianjin Leimone in the amount of $8.86 million which reduced the total amount due from Tianjin Leimone.

The amount due from Beijing Leimone Shengtong Cultural Development Co., Ltd. ("Beijing Leimone Cultural") represented short term loan granted by the Company. Beijing Leimone Cultural was controlled by Gu. The borrowing bore no interest and no maturity date.

Tianjin Tong Guang Group borrowed money from the Company. The borrowings bear no interest and have no repayment term.

712 is a minority shareholder of TCB Digital before Mr. Gu exercised the option to acquire 28.97% of TCB Digital. (See note 1.) 712 purchases raw materials from the Company. For the years ended December 31, 2010 and 2009, the Company recorded total revenues from such sales to 712 of $24,015,118 and $14,452,730 respectively. In addition, the Company purchases raw materials from 712. For the years ended December 31, 2010 and 2009, the Company recorded total purchase from 712 of $27,584,361 and Nil respectively. 712 was no longer a related party of the Company after Mr. Gu exercised his option to acquire the additional 28.97% of TCB Digital.

Shenzhen Leimone Company, Ltd. is set up with the intention of providing manufacturing services to our Company particularly for exports. The amount of $328,649 was loan to Shenzhen Leimone for setup costs. Our Chairman, Mr.

Gu, plans to personally fund the cost of equipment as his investment into Shenzhen Leimone and become the controlling shareholder of Shenzhen Leimone.

Due to related parties

As of December 31, 2010 and 2009, due to related parties was:

	December 31, 2010	December 31, 2009
Shanghai Spreadbridge	$ -	$ 815
Zhejiang Leimone	-	6,146
Tianjin Tong Guang Group Special Equipment Co., Ltd.	3,781	
Tianjin Tong Guang Group	-	1,791,193
Gu	2,880,559	3,447,261
Total due to related parties	$ 2,884,340	$ 5,245,415

Zhejiang Leimone transferred fixed assets to the Company of $37,092 in 2008. The amount due to Zhejiang Leimone was Nil and $6,146 as of December 31, 2010 and 2009 respectively.

The Company borrowed money from Tianjin Tong Guang Group. The borrowings bear no interest and have no repayment term. As of December 31, 2010 and 2009, the balance of such loans was Nil and $1,791,193 respectively.

Gu provides fund to the Company with no interest and no repayment term. As of December 31, 2010 and 2009, the balances of funds provided by Gu was $2,880,559

and $3,447,261 respectively.

Leimone (Tianjin) Industrial Co., Ltd. ("Tianjin Leimone") was controlled by Gu, the largest shareholder of the Company. The Company consigned certain manufacturing processing to Tianjin Leimone when there was overflow of EMS orders. For the years ended December 31, 2010 and 2009, the Company recorded total processing fee to Tianjin Leimone of $54,584,764 and Nil respectively. There is no payment outstanding to Tianjin Leimone as of December 31, 2010 and 2009, respectively.

On July 5, 2010 a related party paid some of the expenses of TCB Digital which amounted to $77,482 and was recorded as a capital contribution to the company and the minority interest holders in their respective ownership interest.

NOTE 18 - LONG-TERM PAYABLES

	December 31, 2010
Acquisition payable	$ 580,000

Acquisition payable related to our acquisition of Nollec Wireless on June 1, 2010 (see Note 1).

NOTE 19 - STOCKHOLDERS' EQUITY

COMMON STOCK

During the year ended December 31, 2010, there were 100,000 stock options held by the previous employees, executives, and directors of the Company prior to the merger transaction on September 22, 2009, that were exercised at the weighted average price of $3.24 per share.

There were 100,000 shares of common stock issued to two consultants for their 12 months of service to the Company from January 1, 2010. These shares were valued at $6.78 per share, the closing price on January 8, 2010 which was the last available price prior the signing of agreement.. The amount recorded was non-cash compensation charge of $678,000 for the year of 2010.

There were 15,000 shares of common stock issued to a consultant for his 19 months of service to the Company from June 1, 2010. The shares were valued at $5.98 per share, the closing price on June 17, 2010 which was the date of the consulting agreement. The amounts recorded were a) non-cash compensation charge of $33,047 for the year of 2010, and b) deferred charges as of December 31, 2010 of $56,653.

There were 3,824 shares of common stock issued to the CFO of the Company, in lieu of his cash compensation for the month of August 2010; the shares were valued at $3.40 per share, the closing price on September 10, 2010 which was the date of the Board approval, and the amount of $13,002 was recorded as non-cash compensation charge for the three months ended September 30, 2010. There were 6,500 shares of common stock issued to the CFO of the Company, in lieu of his cash compensation for the three months ended June 30, 2010; the shares were valued at $5.98 per share, the closing price on June 17, 2010 which was the date of the Board approval, and the amount of $38,870 was recorded as non-cash compensation charge for the three months ended June 30, 2010.

There were 11,078 shares of common stock issued to a contractor of the Company as compensation for services provided; the shares were valued at $37,665 or $3.40 per share which was the closing price on September 10, 2010, the date of the Board Approval. Of the total amount, $12,120 was recorded as payment towards accrued expenses for the quarter ended June 30, 2010 and $25,545 was recorded as non-cash compensation charge for the quarter ended September 30, 2010.

On November 28, 2010 and subsequently on December 10, 2010, the Board of Directors approved of the grant of 52,000 shares of common stock to members of the Board for their service over the next 12 months. The shares were valued as of the dates of grant. The amount of $15,507 was recorded as non-cash compensation and $170,573 was recorded as deferred expenses as of December 31, 2010. These shares were physically issued in January 2011, therefore as of December 31, 2010, these 52,000 shares were recorded as shares to be issued.

The Company issued 59,159 shares of common stock in January 2010 for the exercise of Series B warrants which were exercised during the year ended December 31, 2009 and were part of shares to be issued as at December 31, 2009.

In March 2010, 15,517 of Series A warrants were exercised at $6 per share. After anti-dilution adjustments became applicable, another 18,000 Series A warrants were exercised in December 2010 at $3.74 per share.

In December 2010, Placement Agent warrants in the amount of 13,056 were exercised cashless resulting in the issuance of 3,665 shares of common stock. The shares were physically issued in January 2011, therefore as of December 31, 2010, these 3,665 shares were recorded as shares to be issued.

Mr. Gu, the Chairman & CEO of the Company, exercised his option to acquire 28.97% interest in TCB Digital and transfer such interest to the Company on March 31, 2010. A total of 2,402,576 shares of common stock were issued to Mr. Gu and his assignee on June 10, 2010; there were also 60,000 shares of common stock issued to a financial consultant and his assignees in connection with Mr. Gu's purchase.

On May 28, 2010, the Company sold 166,667 shares of common stock registered on Form S-3 to an accredited investor at $6.00 per share and received $1,000,002. As part of this transaction Company issued 6,667 warrants with an exercise price of $6.90 per share to the placement agent which were recorded net of the value of proceeds. Legal fees incurred for this transaction amounted to $80,450.

On May 31, 2010, the Company acquired 100% of Nollec Wireless Company, Ltd. As part of the consideration of $10.96 million, 1,342,599 shares of common stock were issued to the owners of Nollec Wireless. The shares were valued at $7.14286 per share, the volume weighted average closing price for the 10 days prior and leading up to the day before the date of the definitive agreement.

On December 18, 2010, the Company acquired the domain name of "zoom.com" and related trademarks for a total consideration of 80,000 shares of common stock, and the shares were valued as of the same day at $4.37 per share. The amount of $349,600 was recorded as intangible assets.

On November 15, 2010, the Company closed a private placement transaction in which 2,113,664 shares of our common stock were sold at $3.75 per share and 1,585,248 Series G warrants were issued for gross proceeds of $7,926,240. Another 42,273 stock purchase warrants were issued to placement agents in connection with the transaction; both the Series G warrants and the placement warrants are exercisable at $4.71 per share and have an expiration in 5 years.

The placement agents involved in the transaction were paid a 7% commission and granted a total of 42,273 warrants exercisable at $4.71 per share. Under terms of the securities purchase agreement, the Company is obligated to file a registration statement for the securities sold within 45 days from the date of the agreement and cause the registration statement to be declared effective within a maximum of 120 days, otherwise penalties will be assessed against the Company. A registration statement on Form S-3 was filed with the SEC on December 23, 2010 and was declared effective on January 7, 2011, and the Company fulfilled its obligation to register the securities. Legal and other fees incurred for this transaction amounted to approximately $470,000. The Company paid commissions of approximately $560,000.

WARRANTS

The Company granted Series A, B, C, D and E warrants to the accredited investors as part of its private place offering on October 16, 2009 and November 18, 2009.

Following is the brief description of warrants:

Series A Warrants

: The Series A warrants shall have an exercise price of $6.00 and a term of 5 years from the issue date subject to the Exchange Cap (as defined in the agreement).

Series B Warrants

: The Series B warrants shall have an exercise price of $0.01 and a term of three (3) months from the issue date provided, however, that such date shall be extended indefinitely if the warrant cannot be exercised due to the Beneficial Ownership Limitation (as defined in the agreement) or the Exchange Cap Limitation (as defined in the agreement) until the warrant can be exercised in full by the holder thereof without breaching the Beneficial Ownership Limitation (as defined in the agreement) or the Exchange Cap Limitation (as defined in the agreement). All B Warrants were exercised in December 2009.

Series C Warrants

: The Series C warrants shall be exercisable only upon the exercise of the Series B warrants. The Series C warrants shall have an exercise price of $6.00 and a term of 5 years from the issue date.

Series D Warrants

: The Series D warrants shall be exercisable if the Company fails to meet certain performance criteria for the year 2009. The Series D warrant shall have an exercise price of $0.01 and a term of exercise equal to three (3) months from the date the Maximum Eligibility Date (as defined in the agreement); provided, however, that such date shall be extended indefinitely if the warrant cannot be exercised due to the Beneficial Ownership Limitation (as defined in the agreement) or the Exchange Cap (as defined in the agreement) until the warrant can be exercised in full by the holder without breaching the Beneficial Ownership Limitation (as defined in the agreement) or the Exchange Cap Limitation (as defined in the agreement). Due to the Net Income of Zoom as reported in the Company's annual report for the year 2009 exceeded the eligibility threshold pursuant to the agreement, the Series D Warrants became ineligible for exercise.

Series E Warrants

: The Series E warrants shall be exercisable if the Company fails to meet certain performance criteria for the year 2010. The Series E warrants shall have an exercise price of $0.01 and a term of three (3) months from the date the Maximum Eligibility Date (as defined in the agreement); provided, however, that such date shall be extended indefinitely if the warrant cannot be exercised due to the Beneficial Ownership Limitation (as defined in the agreement) until the Warrant can be exercised in full by the holder thereof without breaching the Beneficial Ownership Limitation (as defined in the agreement). Due to the Net Income of Zoom as reported in the Company's annual report for the year 2010 exceeded the eligibility threshold pursuant to the agreement, the Series E Warrants became ineligible for exercise.

The Company granted on May 6, 2010, Series F warrants to the above investors for their temporary forfeiture of their right to participate in the Company's future financings.

Series F Warrants

: The Series F warrants have an exercise price of $6.00 and a term of 5 years from the issue date. The Company issued 375,000 F warrants to investors who participated in private placement transaction pursuant to the Securities Purchase Agreement dated October 15, 2009, to temporarily waive their right for a period of eight months to participate in a future offering of the Company. The investors originally have a period of twenty-four months ("Rights Period") in which they have the right to participate, and for providing a temporary waiver, an eight-month duration is added to the original expiration of the Rights Period.

The Company granted Series G warrants to the accredited investors as part of its private place offering on November 15, 2010.

Series G Warrants

: The Series G warrants shall have an exercise price of $4.71 and a term of 5 years from the issue date.

Anti-dilution Adjustments for Certain Warrants: Since the private placement in November 2010 involved sales of the Company's stock at a price that activated anti-dilution provisions in the A, C, F and certain placement agent warrants, the exercise price of these warrants is adjusted to $3.74 per share and the number of warrants eligible is multiplied by a factor of 6 / 3.74 or 1.60 with fractional shares rounding up.

The following summary represents warrants activity during the years ended December 31, 2009 and 2010:

	Number of Warrants	Weighted Average Exercise Price	Aggregate Intrinsic Value
Balance, December 31, 2008	-	-	
Granted	1,442,127	$ 6.00	
Lapsed	-	-	
Exercised	(18,881)	$ 6.00	
Balance, December 31, 2009	1,423,246	$ 6.00	$ 256,184
Anti-dilution adjustments	1,081,329	$ 3.74	
Granted	2,009,188	$ 4.53	
Lapsed	-	-	
Exercised	(46,573)	$ 4.49	
Balance, December 31, 2010	4,467,190	$ 4.09	$ 1,697,532

The following presents warrants summary as of December 31, 2010:

	Warrants Outstanding			Warrants Exercisable	
	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
Warrants	4,467,190	4.26 years	$ 4.09	4,467,190	$ 4.09

The Company determined the grant date fair value of A, C and placement agent warrants of $3.26 per share which was calculated using the Black Scholes Options Pricing Model as follows: Stock price of $6.87 per share, exercise price of $6 per share, expected life of 5 years, volatility of 46.63% and discount rate of 2.37%. These warrants were recorded net off the value of proceeds.

The Company determined the grant date fair value of F warrants of $1.51 per share which was calculated using the Black Scholes Options Pricing Model as follows: Stock price of $5.52 per share, exercise price of $6 per share, expected life of 5 years, volatility of 30.30% and discount rate of 2.10%. These warrants were recorded net off the value of proceeds.

The Company determined the grant date fair value of placement agent warrants of $1.23 per share which was calculated using the Black Scholes Options Pricing Model as follows: Stock price of $5.52 per share, exercise price of $6.90 per share, expected life of 5 years, volatility of 30.30% and discount rate of 2.10%. These warrants were recorded net of the value of proceeds.

The Company determined the grant date fair value of G and placement warrants of $1.04 per share which was calculated using the Black Scholes Options Pricing Model as follows: Stock price of $3.99 per share, exercise price of $4.71 per share, expected life of 5 years, volatility of 33.57% and discount rate of 1.51%. These warrants were recorded net of the value of proceeds.

NOTE 20 - STOCK OPTIONS

Previous Plan

Prior to the acquisition of Gold Lion, the Company issued stock options to its previous employees, officers and directors. Pursuant to terms of the Share Exchange Agreement, outstanding stock options at the closing of the acquisition will remain valid for the full life of the options regardless if the employee, officer and director will or will not remain in any capacity with the Company. There are 423,100 shares of options outstanding as of September 22, 2009, the effective date of the reverse merger between Zoom and Gold Lion, with expiration in 3 years from the date of grant and in various stages of vesting. The non-cash compensation charges of these stock options will be recorded by the spun-off subsidiary, Zoom Telephonics, and shall not be expensed by the Company.

On the closing of the acquisition, 30,000 stock options were granted to 4 exiting directors of the Company, for their anticipated cooperation with post-acquisition management, including the provision of any historical information about the Company that may be needed in future activities. Such options are exercisable at $10.14 per share, vest in 6 months from the date of grant and will expire in 2 years. The non-cash compensation charges of these 30,000 shares of options will be expensed by the Company.

During the last quarter of 2009, 113,050 options held by the previous employees, executives and directors of the Company prior to the merger transaction on September 22, 2009, were exercised at the weighted average price of $4.60 per share.

During the year ended December 31, 2010, 100,000 options ("Previous Options") held by the previous employees, executives, and directors of the Company prior to the merger transaction on September 22, 2009, were exercised.

The following summary represents options activity during the years ended December 31, 2009 and 2010, under the previous plan.

	Under Previous Plan	Weighted Average Exercise Price	Aggregate Intrinsic Value
Balance, December 31, 2008	231,300	$ 4.09	
Granted	193,400	$ 3.03	
Lapsed	-	-	
Exercised	(113,050)	$ 4.60	
Balance, December 31, 2009	311,650	$ 3.25	$ 913,134
Granted	-	-	
Lapsed	-	-	
Exercised	(100,000)	$ 3.24	
Balance, December 31, 2010	211,650	$ 3.25	$ 427,612

The following represents options summary as of December 31, 2010 under the previous plan.

Options Outstanding			Options Exercisable	

	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
Options	211,650	0.83 years	$ 3.25	139,550	$ 4.00

THE 2009 EQUITY INCENTIVE COMPENSATION PLAN

On December 10, 2009, the Company's Board of Directors approved and adopted the 2009 Equity Incentive Compensation Plan (the "New Plan"), and a total of 1,100,000 options were granted on the same day to current employees, executives and directors of the Company, with an exercise price of $6.18 per share, expiration between 1 and 3 years, and vesting over the life of the options.

On November 28, 2010, the Company's Board of Directors approved re-pricing of the outstanding options from the exercise price of $6.18 to $3.75 per share.

The following summary represents options activity during the years ended December 31, 2009 and 2010, under the New Plan.

	Under the New Plan	Weighted Average Exercise Price	Aggregate Intrinsic Value
Balance, December 31, 2008	-	-	
Granted	1,100,000	$ 6.18	
Lapsed	-	-	
Exercised	-	-	
Balance, December 31, 2009	1,100,000	$ 6.18	$ -
Granted	677,000	$ 3.75	
Lapsed	(20,000)	-	
Exercised	-	-	
Balance, December 31, 2010	1,757,000	$ 3.75	$ 1,265,040

The following represents options summary as of December 31, 2010 under the New Plan.

	Options Outstanding			Options Exercisable	
	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
Options	1,757,000	2.34 years	$ 3.75	510,000	$ 3.75

The Company determined the grant date fair value of 865,000 options of $1.80 per share which was calculated using the Black Scholes Options Pricing Model as follows: Stock price of $6.18 per share, exercise price of $6.18 per share, expected life of 3.25 years, volatility of 39.18% and discount rate of 1.26%.

For the re-pricing of the above 865,000 options on November 28, 2010, from the exercise price of $6.18 to $3.75 per share, the Company determined the incremental fair value of $0.48 per share which was calculated by taking the difference between the Black Scholes values of the new exercise price and that of the old exercise price. Other data used in the calculations include: the stock market price of $3.54, expected of 2.28 years, volatility of 33.59% and discount rate of 0.78%.

The Company determined the grant date fair value of 235,000 options of $1.20 per share which was calculated using the Black Scholes Options Pricing Model as follows: Stock price of $6.18 per share, exercise price of $6.18 per share, expected life of 1.5 years, volatility of 39.18% and discount rate of 0.78%.

For the re-pricing of the above 235,000 options on November 28, 2010, from the exercise price of $6.18 to $3.75 per share, the Company determined the incremental fair value of $0.26 per share which was calculated by taking the difference between the Black Scholes values of the new exercise price and that of the old exercise price. Other data used in the calculations include: the stock market price of $3.54, expected of 0.53 years, volatility of 33.59% and discount rate of 0.28%.

The Company determined the grant date fair value of 677,000 options of $0.74 per share which was calculated using the Black Scholes Options Pricing Model as follows: Stock price of $3.45 per share, exercise price of $3.75 per share, expected life of 3.25 years, volatility of 33.42% and discount rate of 0.84%.

NOTE 21 - INCOME TAX

TCB Digital, Jiangsu Leimone and Nollec Wireless are governed by the Income Tax Law of the PRC concerning the private-run enterprises, which are generally subject to tax at a statutory rate of 25% on income reported in the statutory financial statements after appropriate tax adjustments.

Jiangsu Leimone is exempt from income tax in PRC for two years starting from the first profitable year or the year 2008, whichever is earlier, and is subject to a 50% exemption on normal income tax rate for the following three years.

Nollec Wireless is exempt from income tax in PRC for two years starting from 2008, and is subject to a 50% exemption on normal income tax rate for three years starting from 2010 and is subject to normal income tax rate from 2013.

Since Nollec has pre-tax loss for the seven months period ended December 31, 2010, the Company's net income and earnings per share had no effect due to its income tax exemption.

TCB Digital had pre-tax profit of $1,145,617 and $340,800 for the years ended December 31, 2010 and 2009 respectively, while Jiangsu Leimone had pre-tax loss of $300,378 and pre-tax profit of $371,600 for the years ended December 31, 2010 and 2009 respectively, while Profit Harvest had pre-tax profit of $18,893,411 and $7,034,100 for the years ended December 31, 2010 and 2009 respectively, while Nollec Wireless had pre-tax loss of $38,765 for the seven months ended December 31, 2010.

The following table summarizes the temporary differences which result in deferred tax assets and liabilities as at December 31, 2010 and 2009:

	December 31, 2010	December 31, 2009
Deferred tax assets:		
Inventory impairment reserve	$ 28,763	$ 33,370
Buy-back reverse	-	63,175
Bad debt allowance	-	

	8,185
Expenses deductible in next year	
	28,684
	304,524
Inventory shortage	
	95,410
	-
Long-term investment impairment	
	17,014
	16,454
Carry-forward operating loss	
	-
	99,437
Accrued rental deductible in next year	
	-
	823
	169,871
	525,967
Less: Valuation allowance	
	-
	-
Total deferred tax assets	
	169,871
	525,967
Deferred tax liabilities	

Developed products	(66,452)
	(21,746)
Deferred tax assets, net	
$	103,419
$	504,222

The following table reconciles the U.S. statutory rates to the Company's effective tax rate for the years ended December 31, 2010 and 2009:

	December 31, 2010	December 31, 2009
US statutory rates	34.0%	34.0%
Tax rate difference	(19.6)%	(17.7)%
Valuation allowance	5.4%	-
Tax for prior year	2.9%	(0.2%)
Tax per financial statements	22.7%	16.1%

Foreign pretax earnings approximated $15.5 million for 2010. Pretax earnings of a foreign subsidiary are subject to U.S. taxation when effectively repatriated. The Company provides income taxes on the undistributed earnings of non-U.S. subsidiaries except to the extent that such earnings are invested indefinitely outside of the U.S. At December 31, 2010, approximately $21.8 million of accumulated undistributed earnings of non-U.S. subsidiaries was invested indefinitely. At the existing U.S. federal income tax rate, additional taxes of $2.0 million would have to be provided if such earnings were remitted currently.

NOTE 22 - STATUTORY RESERVES

As stipulated by the Company Law of the PRC, net income after taxation can only be distributed as dividends after appropriation has been made for the following:

i) Making up cumulative prior years' losses, if any;

ii) Allocations to the "Statutory surplus reserve" of at least 10% of income after tax, as determined under PRC accounting rules and regulations, until the fund amounts to 50% of the Company's registered capital;

iii) Allocations of 5-10% of income after tax, as determined under PRC accounting rules and regulations, to the Company's "Statutory common welfare fund", which is established for the purpose of providing employee facilities and other collective benefits to the Company's employees; and Statutory common welfare fund is no longer required per the new cooperation law executed in 2006.

iv) Allocations to the discretionary surplus reserve, if approved in the shareholders' general meeting.

In accordance with Chinese Company Law, the Company allocated 10% of its net income to surplus. For the years ended December 31, 2010 and 2009, the Company appropriated $49,150 and $64,185 to statutory surplus reserve respectively. As of December 31, 2010 and 2009, the Company's statutory surplus reserve was $682,528 and $633,378 respectively.

NOTE 23 - CONCENTRATION DISCLOSURE

(a) During the reporting periods, the customers representing 10% or more of the Company's consolidated sales were:

Year ended December 31, 2010	Sales Revenue	% to Total Sales
Beijing Tianyu Langtong Communication Equipment Co., Ltd.	$ 27,930,823	11%
Beijing Baina Wei'er Science and Technology Co., Ltd.	29,286,050	12%
Larson Limited	52,317,551	21%
Total	$ 109,534,424	44%

Year ended December 31, 2009	Sales Revenue	% to Total Sales
Beijing Baina Wei'er Science and Technology Co., Ltd.	$ 57,855,987	31%
CEC CoreCast Technology Co., Ltd.	30,485,966	16%
Total	$ 88,341,953	47%

(b) During the reporting periods, the suppliers represented 10% or more of the Company's consolidated purchases are:

Year ended December 31, 2010	Total Purchases	% to Total Purchases
Beijing Beny Wave Science & Technology Co. Ltd	$ 57,265,038	24%
Leimone (Tianjin) Industrial Co., Ltd.	63,864,174	26%
Tianjin 712 Communication and Broadcasting Co., Ltd.	27,584,361	11%
Total	$ 148,713,573	61%

Year ended December 31, 2009		Total Purchases		% to Total Purchases
Beijing Tianyu Communication Equipment Co., Ltd	$	42,276,853		25%
CEC CoreCast Corporation Limited		29,598,025		17%
Total	$	71,874,878		42%

NOTE 24 - OPERATING RISK

a. Industry risk

The industry in which we compete is a rapidly evolving, highly competitive and fragmented market driven by consumer preferences and quickly evolving technology. Increased competition may result in price reductions, reduced gross margin and loss of market share. Failure to compete successfully against current or future competitors could have a material adverse effect on the Company's business, operating results and financial condition.

b. Exchange risk

The Company cannot guarantee the Renminbi and USD exchange rate will remain steady, therefore the Company could post the same profit for two comparable periods and post higher or lower profit depending on exchange rate of Renminbi and USD. The exchange rate could fluctuate depending on changes in the political and economic environments without notice.

c. Political risk

Currently, PRC is in a period of growth and is openly promoting business development in order to bring more business into PRC. Additionally PRC currently allows a Chinese corporation to be owned by a United States corporation. If the laws or regulations relating to ownership of a Chinese corporation are changed by the PRC government, the Company's ability to operate the PRC subsidiaries could be affected.

d. Interest risk

The Company is exposed to interest rate risk arising from short-term variable rate borrowings from time to time. The Company's future interest expense will fluctuate in line with any change in borrowing rates. The Company does not have any derivative financial instruments as of December 31, 2010 and 2009 and believes its exposure to interest rate risk is not material.

NOTE 25 - COMMITMENTS

Operating lease commitments

The Company has an operating lease for TCB Digital's premises through TCBGCL, a common shareholder of TCB Digital; pursuant to this lease, the rate of rent is at Rmb 8 per square meter per month for production facilities and dormitory space. The Company also has an operating lease in Beijing for office space shared with Nollec Wireless, with rent at Rmb 137 per square meter per month for 1,409 square meters and with rent at Rmb 131 per square meter per month for 388 square meters. The commitments of the Company as of December 31, 2010 for the next 3 years are as follows:

Year ending 2011	$	679,431
Year ending 2012		557,327
Year ending 2013		132,788
Total minimum lease payments	$	1,369,546

NOTE 26 - SUBSEQUENT EVENTS

On January 4, 2011, the Company acquired 100% ownership of Celestial Digital Entertainment, Ltd., ("CDE") a mobile platform video game development company based in Hong Kong. The consideration paid was $1,818,000.00 to be divided by the Volume Weighted Average Closing Price of the Company's shares for the 10 consecutive trading days leading up to the day before the date of this Share Exchange Agreement, or $3.75 per share, whichever is greater. This resulted in the issuance of 484,800 shares to acquire CDE. CDE primarily focuses on development of video games and applications for mobile phones and mobile platforms. CDE has developed over 40 titles for the Apple iPhone and is one of the largest developers of iPhone apps in Asia. The Company's wholly-own subsidiary in Hong Kong, Profit Harvest, was the acquiring entity.

On January 6, 2011, the Company filed with the Secretary of State of Delaware, an Amended and Restated Certificate of Incorporation that indicates 1) the Company's authorized common stock has been increased from 25,000,000 to 35,000,000 shares, and 2) a new class of preferred stock has been added with 1,000,000 shares authorized to be issued. Both the increase of authorized common stock and the addition of a new class of preferred stock were approved by shareholders at the 2010 Annual Meeting of Shareholders held on December 10, 2010