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

FORM 10-Q/A
(Amendment No. 3)

(Mark One)

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

For the quarterly period ended June 30, 2011

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

For the transition period from _____ to _____.

Commission File No. 0-18344

Sooner Holdings, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Oklahoma
(State or Other Jurisdiction of
Incorporation)

73-1275261
(IRS Employer
Identification No.)

Long Shan Development Area
Han Jiang Town, ShiShi City
Fujian, PRC
(Address of Principal Executive Offices)

N/A
(Zip Code)

86-13505080536

(Registrant's telephone number, including
area code)

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

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

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-3 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if smaller reporting company)

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of August 9, 2011, there were 14,632,553 shares of the registrant's common stock issued and outstanding.

Explanatory Note. We are filing this Amendment No. 3 to Form 10-Q for the Quarterly Period ended June 30, 2011 to update our assessment of our disclosure controls and procedures under Item 4 and re-file Exhibits 31.1, 31.2 and 32.1.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

SOONER HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30, 2011	December 31, 2010 (1)
ASSETS		
Current assets:		
Cash	\$ 1,038,583	\$ 1,084,204
Restricted cash	772,741	137,688
Accounts receivable	6,527,522	6,171,639
Prepaid expenses and other current assets	1,697,426	555,283
Related party receivable	-	1,334,545
Inventories	6,934,542	6,968,039
Total current assets	16,970,814	16,251,398
Deposit for construction in progress	14,701,231	8,074,441
Plant and equipment, net	13,805,299	11,589,924
Land use rights, net	1,807,125	1,793,496
Long-term investment	154,703	151,722
Total assets	\$ 47,439,173	\$ 37,860,981
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Short-term loans and notes payable	16,427,908	11,586,254
Related party payable	1,048,886	198,756
Accounts payable and other liabilities	2,623,505	2,447,151
Customer deposits	982,693	925,352
Tax payable	2,738,835	1,814,856
Total liabilities	23,821,827	16,972,369
Stockholders' equity:		
Preferred stock, Series A, \$0.0001 par value; 10,000,000 shares authorized; 19,200 and zero shares issued and outstanding at June 30, 2011 and December 31, 2010, respectively	2	-
Common stock, \$0.001 par value; 100,000,000 shares authorized; 14,632,553 and 12,688,016 shares issued and outstanding at June 30, 2011 and December 31, 2010, respectively	14,633	12,688
Additional paid-in capital	9,576,438	9,128,415
Retained earnings	12,446,441	10,607,267
Accumulated other comprehensive income	1,579,832	1,140,242
Total stockholders' equity	23,617,346	20,888,612
Total liabilities and stockholders' equity	\$ 47,439,173	\$ 37,860,981

(1) Derived from the consolidated audited financial statements included in our annual report on Form 8-K/A for the year ended December 31, 2010 filed with the SEC.

See accompanying notes to the unaudited
condensed consolidated financial statements.

SOONER HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Revenues	\$ 8,427,545	\$ 9,430,652	\$ 15,637,376	\$ 13,589,767
Cost of revenues	6,652,456	7,231,834	12,185,270	10,392,354
Gross profit	1,775,089	2,198,818	3,452,106	3,197,413
Operating expenses:				
Selling	158,495	117,841	243,895	238,010
General and administrative	208,960	143,139	348,922	252,216
Total operating expenses	367,455	260,980	592,817	490,226
Income from operations	1,407,634	1,937,838	2,859,289	2,707,187
Other income (expense), net	(195,833)	(89,726)	(346,769)	(194,613)
Income before provision for income taxes	1,211,801	1,848,112	2,512,520	2,512,574
Provision for income taxes	325,214	231,743	673,345	314,801
Net income	\$ 886,587	\$ 1,616,369	\$ 1,839,175	\$ 2,197,773
Net income per share - basic and diluted (restated)	\$ 0.06	\$ 0.13	\$ 0.13	\$ 0.17
Shares used in computing net income per share - basic and diluted (restated)	14,632,553	12,688,016	14,267,281	12,688,016

See accompanying notes to the unaudited
condensed consolidated financial statements.

SOONER HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30,	
	2011	2010
Cash flows from operating activities:		
Net income	\$ 1,839,175	\$ 2,197,773
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	293,885	248,278
Change in assets and liabilities:		
Accounts receivable	(231,610)	(3,472,138)
Prepaid expenses and other current assets	(994,515)	(872,439)
Inventories	168,209	(253,621)
Accounts payable and other liabilities	126,623	6,293
Customer deposits	38,657	69,469
Tax payable	876,899	616,824
Net cash provided by (used in) operating activities	<u>2,117,323</u>	<u>(1,459,561)</u>
Cash flows from investing activities:		
Net proceeds from bank notes receivable	(122,171)	-
Deposit for construction in progress	(6,384,978)	-
Purchase of plant and equipment	(2,234,663)	(25,821)
Restricted cash for issuance of bank notes payable	(624,217)	(264,971)
Net cash used in investing activities	<u>(9,366,029)</u>	<u>(290,792)</u>
Cash flows from financing activities:		
Net proceeds from issuance of short term loans	3,688,036	5,852,488
Net proceeds from issuance of notes payable	866,650	(118,513)
Related party receivable	1,343,268	(3,660,195)
Related party payable	835,344	(407,786)
Proceeds from capital contributions	449,970	-
Net cash provided by financing activities	<u>7,183,268</u>	<u>1,665,994</u>
Net decrease in cash	(65,438)	(84,359)
Effect of exchange rate changes	19,817	4,880
Cash at beginning of period	1,084,204	1,619,559
Cash at end of period	<u>\$ 1,038,583</u>	<u>\$ 1,540,080</u>

SOONER HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation, Description of the Company, and Liquidity

The accompanying unaudited condensed consolidated financial statements of Sooner Holdings, Inc. (the Company) have been prepared in accordance with generally accepted accounting principles in the United States for interim financial information pursuant to the instructions to Form 10-Q and Article 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring adjustments, considered necessary for a fair statement of the financial statements have been included.

The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the audited financial statements and notes thereto, together with management's discussion and analysis of the Company's financial condition and results of operations, contained in our Annual Report on Form 8-K/A for the fiscal year ended December 31, 2010, which was filed with the Securities and Exchange Commission (SEC) on May 4, 2011, the Form 10K/A and 8 K/A filed on June 13, 2011 and the Form 8K/A filed on July 25, 2011. The accompanying condensed consolidated financial statements include all wholly-owned subsidiaries and all entities over which the Company exercises the power to control and direct activities significantly impacting financial performance. All significant intercompany accounts and transactions have been eliminated in consolidation.

On February 14, 2011, Sooner Holdings Inc., an Oklahoma corporation, entered into a Securities Exchange Agreement with R.C. Cunningham II and R.C. Cunningham III (collectively, the "Control Shareholders") and Chinese Weituo Technical Limited (Chinese Weituo), a BVI corporation and its shareholders, China Changsheng Investment Limited, a BVI company, China Longshan Investment Limited, a BVI company, High-Reputation Assets Management Limited, a BVI company, Joint Rise Investment Limited, a BVI company, and W-Link Investment Limited, a BVI company (collectively, the "Chinese Weituo Shareholders"), pursuant to which Sooner Holdings acquired 100% of the issued and outstanding capital stock of Chinese Weituo in exchange for the issuance of 19,200 shares of Series A Preferred Stock. Each share of Series A Preferred Stock is convertible to one thousand shares of common stock, \$0.001, par value which will constitute approximately 96.0% of Sooner Holdings' issued and outstanding common stock on an as converted basis and after giving effect to a proposed share consolidation. Subsequent to the completion of the Securities Exchange Agreement, Sooner Holdings intends to amend its articles to change its name and effect a 1-for-18.29069125 share consolidation.

The following unaudited combined condensed consolidated financial statements have been prepared to give effect to the merger of Chinese Weituo and Sooner Holdings Inc. as a reverse acquisition of assets and a recapitalization in accordance with accounting principles generally accepted in the United States. For accounting purposes, Chinese Weituo is considered to be acquiring Sooner Holdings Inc. in the merger and Sooner Holdings Inc. does not meet the definition of a business in accordance with ASC Topic 805-10, *Business Combinations*, because Sooner Holdings Inc. had no material assets or liabilities at the time of closing of the merger and these assets and liabilities do not constitute a business pursuant to ASC Topic 805. Consequently, all of the assets and liabilities of Sooner Holdings Inc. have been reflected in the financial statements and no goodwill or other intangibles will be recorded as part of acquisition accounting and the cost of the merger is measured at net assets acquired.

Continued

SOONER HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation, Description of the Company, and Liquidity , continued

History of Sooner Holdings, Inc.

Sooner Holdings, Inc. (Sooner), an Oklahoma corporation, was formed in 1986 to enter the in-home soda fountain business. Sooner never developed this business into a national market. Subsequently, Sooner evolved into a multi-subsiary holding company in diverse businesses. From 1993, when Sooner was restructured, until June 1998 Sooner sought acquisitions. In November 1987, Sooner acquired, through its subsidiary Charlie Business Park Incorporated, a business park from R.C. Cunningham II, Sooner's then president and a director. In June 1998 Sooner acquired, through its subsidiary ND Acquisition Corp., the assets and certain liabilities of New Direction Centers of America, LLC and entered the minimum-security correctional business. In May 2000, Sooner purchased the rights to a new, Class 5, hardware and software computer-based platform that resembles the computer-based soft switch. We named it "Cadeum" and organized a wholly-owned subsidiary, Sooner Communications, Inc., through which we proposed to market Cadeum to telecommunications carriers.

Until the events described below, Sooner operated the three above-described businesses through three subsidiaries, ND Acquisition Corp., Charlie O Business Park Incorporated and Sooner Communications, Incorporated. These subsidiaries and a brief summary of their businesses are as follow:

ND Acquisition Corp. ND Acquisition Corp. (NDAC) owned and operated a minimum-security correctional facility for women offenders (Northgate) and a community sentencing facility for men (Eastgate). Both facilities were located in Oklahoma City, Oklahoma. In July 2003 we were notified that the NDAC property was included in an area marked for improvement by the Oklahoma Capital Development Authority. In November 2003 we sold this property to such Authority and exited the correctional facility line of business. Currently, NDAC remains inactive with no assets or liabilities, and we intend to dissolve NDAC later this year.

Charlie O Business Park Incorporated. Charlie O Business Park, Inc. (CO Park) operated a multi-unit rental property for business and industrial tenants located in Oklahoma City, Oklahoma. CO Park became an operating subsidiary upon its formation in November 1987 and we owned 100% of the subsidiary. During fiscal year 2002 we were notified by the Oklahoma Department of Transportation (ODOT) that the Business Park's improved real property would be condemned as part of the re-working of Interstate Highway 40. In late July 2003 we settled with ODOT's appraisers for \$4,350,000 for the condemnation of the property. We searched for a replacement property to continue this line of business, but we found none. Currently, CO Park remains inactive with no assets or liabilities, and we intend to dissolve CO Park later this year.

Continued

SOONER HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation, Description of the Company, and Liquidity , continued

History of Sooner Holdings, Inc. , continued

Sooner Communications, Inc. On May 2, 2000 Sooner Communications (Communications) subsidiary purchased all the rights to a computer based platform called Cadeum. Cadeum was designed to host computer-based telephony products developed specifically for telecommunication providers. We planned to market these products on a wholesale level to telecommunication carriers. We completed beta testing the answering service section of Cadeum with a large Texas-based regional telecommunication provider. Due to certain interface issues, marketing of the answering service was suspended awaiting a resolution. We resolved these issues in the early second quarter of fiscal 2002, at which time marketing of the answering service was to resume. However, the Texas-based regional telecommunications provider did not resume marketing, due to problems inherent in the telecommunications industry. The Company considers this business to now be defunct with no operations. In preparation of and prior to the closing of the Securities Exchange Agreement, the Company sold all of its shares in Communications to R.C. Cunningham II, our former president and director, for \$1.00.

Until we entered into the Securities Exchange Agreement, our business plan was to seek, investigate, and, if warranted, acquire one or more properties or businesses, and to pursue other related activities intended to enhance shareholder value.

History of Chinese Weituo

Chinese Weituo and Hong Kong Weituo Technical Limited (Hong Kong Weituo) were formed and capitalized solely for the purpose and with the intent of Shishi Feiying Plastic Co., Ltd (SFP) being involved in a reverse merger with a US public company.

Chinese Weituo was incorporated in the British Virgin Islands as a BVI Business Company on June 29, 2010. Under Chinese Weituo's Memorandum of Association, it is authorized to issue up to 50,000 shares of one class of common stock with a par value of \$1.00. As of the execution of the Securities Exchange Agreement, the Company owns 1,000 shares of Chinese Weituo representing all of the issued and outstanding shares of Chinese Weituo.

Hong Kong Weituo was incorporated in Hong Kong on July 16, 2010. Under its Memorandum of Association, the capital of Hong Kong Weituo is HK 10,000 divided into 10,000 shares at HK 1.00 each. On July 16, 2010, Chinese Weituo purchased founder shares in the amount of 100 shares for a consideration of HK 100, and remains as the sole shareholder of Hong Kong Weituo. Hong Kong Weituo was organized by Chinese Weituo to hold the shares of the Chinese subsidiary SFP.

SFP was registered in China as a wholly-foreign owned enterprise (WFOE) under Chinese law in December, 2003 and started producing PU leather in 2006. In January 2007, SFP acquired substantially all of the assets, excluding land use rights and buildings, from Shishi Changsheng Shoe Industry Co. Ltd., (Changsheng) a WFOE for \$359,518. Changsheng has been manufacturing footwear since 1998. The entire consideration was paid upon the transfer of the assets and there were no further conditions or agreements as part of the transaction. Changsheng was owned and operated by Mr. Ang therefore the transaction was deemed to be a transfer of ownership between related parties.

Continued

SOONER HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. **Basis of Presentation, Description of the Company, and Liquidity** , continued

History of Chinese Weituo , continued

SFP reorganized in November 2010 and is now 100% owned by Hong Kong Weituo. Through a trust agreement, Mr. Ang beneficially owns 86.5% of SFP and operates SFP through his role as Chairman of the Board of Directors and Chief Operating Officer.

These consolidated financial statements include the financial position and results of operations of Feiying Industrial Co., Ltd. (San Ming) (see note 3). San Ming is a China WFOE which is 100% owned by Mr. Ang. San Ming was incorporated on July 20, 2010 for the purpose of building another factory for the production of PU leather.

As a result of business activities and the rapid growth undertaken in the last year, the Company has significantly increased short-term debt obligations. During the six months ended June 30, 2011, the Company generated cash from operations of approximately \$2.1 million. The Company expended approximately \$9.4 million in investing activities, which primarily consisted of deposits for construction of the new San Ming factory and the purchase of plant and equipment. The Company received cash through financing activities of approximately \$7.2 million resulting in a total reduction of cash of approximately \$64 thousand. As of June 30, 2011 the Company has approximately \$30.75 million available under the accumulation of all the available short-term credit line facilities. The Company believes cash flows from operations will be sufficient to continue funding the operations of the Company for the next 12 months. The Company intends to continue construction of the new San Ming facility through cash flow from operations and continued borrowing. The Company is currently exploring options to refinance their current debt with long-term debt or raise capital through the equity markets, but given the current world-wide debt crisis converting the short-term debt into long-term debt and/or finding equity funding maybe difficult under terms that would be acceptable to the Company. If additional financing is not obtained, the Company may be forced to suspend construction on the new San Ming factory or postpone exercising the San Ming option agreement (see note 3).

Business Description

Sooner Holdings, Inc. through our wholly owned subsidiary Shishi Feiying Plastic Co., Ltd. (SFP) operates two factories, one for the production of PU leather (PU leather factory) and one for the production of flip-flops and slippers (footwear factory). Both factories are strategically located in Fujian Province, the shoe manufacturing center in China. This puts the Company in close proximity to our target customers.

2. **Summary of Significant Accounting Policies**

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses, and the related disclosure of contingent assets and liabilities. Significant estimates and assumptions are used for, but not limited to: (1) allowance for accounts receivable, (2) economic lives of property, plant, and equipment, (3) asset impairments, and (4) contingency reserves. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. In addition, any change in these estimates or their related assumptions could have an adverse effect on our operating results.

Continued

SOONER HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

2. Summary of Significant Accounting Policies , continued

Restricted Cash

Restricted cash represents cash that is held by the banks as collateral for notes payable. The banks have collateral requirements ranging from 20% to 100% of the outstanding notes payable.

Accounts Receivable

Accounts receivable are reported at net realizable value. Based upon factors pertaining to the credit risks of specific customers, historical trends, age of the receivable, and other information, management has determined that no allowance for doubtful accounts was necessary as of June 30, 2011 and December 31, 2010. Delinquent accounts are written off when it is determined that the amounts are uncollectible.

Concentration of Credit and Other Risks

Financial instruments which potentially subject us to concentrations of credit risk consist principally of cash, restricted cash, accounts receivable, and related party receivable. The Company holds all its bank deposits with banks in China. In China, there is no equivalent federal deposit insurance as in the United States; as such, these amounts held in banks in China are not insured. The Company has not experienced any losses in such bank accounts through June 30, 2011. In an effort to mitigate any potential risk, the Company periodically evaluates the credit quality of the financial institutions which hold the bank deposits and the Company holds its cash in multiple banks supported by the local and Central Government of the People's Republic of China (PRC).

The Company does not require collateral or other security to support the accounts receivable or related party receivable. We are exposed to credit risk in the event of nonpayment by customers or related parties to the extent of amounts recorded on the balance sheet. Two distributors accounted for 53.78% of our accounts receivable balance as of June 30, 2011 and one distributor accounted for 62.31% of our accounts receivable balance as of December 31, 2010. One distributor accounted for 14.06% and 17.60% of our revenue for the six months ended and three months ended June 30, 2011, respectively, and one distributor accounted for 17.82% and 25.27% of our revenues for the six months ended and three months ended June 30, 2010, respectively.

The operations of the Company are located in the PRC. Accordingly, the Company's business, financial condition, and results of operations may be influenced by the political, economical, and legal environment in the PRC. The Chinese Government controls its foreign currency reserves through restrictions on imports and conversion of Renminbi (RMB) into foreign currency.

Continued

SOONER HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

2. Summary of Significant Accounting Policies , continued

Fair Value of Financial Instruments

The Company's financial instruments consist mainly of cash, restricted cash, related party receivable, and debt obligations. Related party receivable are reflected in the accompanying financial statements at historical cost, which approximates fair value due to the short-term nature of these instruments. Based on the borrowing rates currently available to the Company for loans and similar terms and average maturities, the fair value of debt obligations also approximates their carrying value due to the short-term nature of the instruments. While the Company believes its valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Foreign Currency Translation

The accompanying financial statements are presented in United States Dollars. The functional currency of our Company is the Renminbi (RMB) the official currency of the People's Republic of China. Capital accounts of the financial statements are translated into United States Dollars from RMB at their historical exchange rates when the capital transactions occurred. Assets and liabilities are translated at the exchange rates as of the balance sheet date. Income and expenditures are translated at the average exchange rates for the six month periods ended June 30, 2011 and 2010. Currency translation adjustment results from translation to U.S. Dollars for financial reporting purposes are recorded in other comprehensive income as a component of stockholders' equity. Transactional gains and losses from sales outside the PRC are recorded when realized in other income (expense).

A summary of the conversion rates for the periods presented is as follows:

	June 30,		December
	2011	2010	31, 2010
Period end RMB: U.S. Dollar exchange rate	6.4640	6.8086	6.5910
Average RMB: U.S. Dollar exchange rate	6.5074	6.8335	6.7599

Revenue Recognition

Revenue is recognized when: (1) there is persuasive evidence of an arrangement; (2) customers have accepted receipt of the goods in accordance with the shipping terms; (3) the amount to be paid by the customer is fixed or determinable; and (4) collectability is reasonably assured.

The Company operates in two distinct business segments, its footwear business and its PU leather business. The footwear business segment manufactures PVC foam slippers for sale in China, Africa and the Middle East. Sales are recognized when the product is delivered and accepted by the customer, the sales price is determinable through invoice or sales contract, and collection is reasonably assured.

Continued

SOONER HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

2. Summary of Significant Accounting Policies , continued

Revenue Recognition , continued

The Company's PU leather business segment manufactures synthetic leather for use by shoe manufactures within China. Distributors in China take sales orders from the shoe factories and fulfill the orders through PU leather manufacturers like the Company. In most cases the Company delivers the PU leather directly to the end customer, who tests and accepts the order. The Company is then paid by the distributor. In some cases deliver is made to the distributor, who tests and accepts the order and pays the Company directly. The Company does have some shoe manufactures who they sell to directly, in which case when the shoe manufacturer receives and accepts the order, they pay the Company directly. Sales are recognized when the product is delivered and accepted by the customer, the sales price is determinable through invoice or contract, and collection is reasonably assured.

Shipping and Handling Costs

Shipping and handling costs billed to customers are recorded net of the amount collected. Shipping and handling expense included in selling expenses amounted to \$197,624 and \$158,919 for the six month periods ended June 30, 2011 and 2010 and \$139,340 and \$49,577 for the three month periods ended June 30, 2011 and 2010, respectively.

Recent Accounting Pronouncements

In December 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-29, *Business Combinations* (Topic 805): *Disclosure of Supplementary Pro Forma Information for Business Combinations* . ASU 2010-29 specifies that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments in this Update also expand the supplemental pro forma disclosures under Topic 805 to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. ASU 2010-29 is effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. Early adoption is permitted. We do not expect adoption of this standard to have a material impact on our financial position, results of operations, or cash flows.

In December 2010, the FASB issued ASU 2010-28, *Intangibles - Goodwill and Other* (Topic 350): *When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts* . ASU 2010-28 modifies Step 1 of the goodwill impairment test so that for reporting units with zero or negative carrying amounts, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not based on an assessment of qualitative indicators that goodwill impairment exists. In determining whether it is more likely than not that goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that impairment may exist. ASU 2010-28 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2010. Early adoption is not permitted. We do not expect adoption of this standard to have a material impact on our financial position, results of operations, or cash flows.

Continued

SOONER HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

2. Summary of Significant Accounting Policies , continued

Recent Accounting Pronouncements , continued

In February 2010, the FASB issued ASU 2010-09, *Subsequent Events* (Topic 855): *Amendments to Certain Recognition and Disclosure Requirements* . 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. ASU 2010-09 became effective immediately upon issuance. The adoption of this statement did not have a material impact on our financial position, results of operations, or cash flows.

In January 2010, the FASB issued accounting standards update on fair value measurement and disclosures, adding new requirements for disclosures for Levels 1 and 2, separate disclosures and purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. This update was effective for interim and annual periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. Early adoption is permitted. Other than requiring additional disclosures, adoption of this new guidance did not have a material impact on our financial position, results of operations, or cash flows.

In October 2009, the FASB issued ASU 2009-13. ASU 2009-13 addresses the accounting for multiple-deliverable arrangements to enable vendors to account for products or services (“deliverables”) separately rather than as a combined unit. Specifically, this guidance amends the criteria in the “Revenue Recognition - Multiple-Element Arrangements” subtopic of the Codification for separating consideration in multiple-deliverable arrangements. This guidance establishes a selling price hierarchy for determining the selling price of a deliverable, which is based on: (a) vendor-specific objective evidence; (b) third-party evidence; or (c) estimates. This guidance also eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method. In addition, this guidance significantly expands required disclosures related to a vendor’s multiple-deliverable revenue arrangements. ASU 2009-13 is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with the option to provide retrospective presentation for prior years. Early adoption is permitted. The adoption of this standard did not have a material impact on our financial position, results of operations, or cash flows.

3. Consolidation of Variable Interest Entity

San Ming has been determined to be a variable interest entity (VIE) in which the Company holds a significant variable interest and is the primary beneficiary due to the relationship with Mr. Ang and Hong Kong Weituo. Accordingly, the financial position and results of operations have been combined with the Company’s financial statements as of June 30, 2011 and December 31, 2010 in accordance with ASC Subtopic 810-10, Combined Financial Statements. San Ming is in the process of building a new plant facility and has not incurred any significant expenses. On January 17, 2011, Hong Kong Weituo, Mr. Ang, and San Ming entered into a call option agreement (San Ming Agreement) whereby Hong Kong Weituo has the right to purchase San Ming from Mr. Ang for 90% of the net tangible asset value of San Ming. The net tangible asset value will be determined by an independent third-party appraiser. The San Ming Agreement will expire January 17, 2014. The San Ming Agreement also stipulates that San Ming and SFP are separate entities and that there are not any guarantees or commitments for SFP to perform or be liable for any of the debts or commitments of San Ming.

Continued

SOONER HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

3. Consolidation of Variable Interest Entity , continued

The components of San Ming's balance sheet are as follows:

	June 30, 2011
Cash	\$ 16,102
Deposits for construction in progress	14,701,231
Construction in progress	2,927,852
Land use rights	909,653
Other receivable	144,980
Accounts payable	9,789
Intercompany payable	13,692,257
Other payable	363,958
Owner's capital	4,652,378
Retained earnings (deficit)	(18,051)
Accumulated other comprehensive income	86,331

4. Stockholders' Equity

Reverse Merger

These unaudited condensed consolidated financial statements have been prepared to give effect to the merger of Sooner Holdings, Inc. and Chinese Weituo as a reverse acquisition and a recapitalization; therefore, Chinese Weituo, its wholly owned entities, and the consolidated VIE will be deemed to be the acquiring company for accounting purposes.

Earnings per share

Basis and diluted net income per share is computed by dividing net income for the period by the weighted average number of shares outstanding during the period.

5. Related Party Receivable

The components of the Company's related party receivable as of June 30, 2011 and December 31, 2010 consists of amounts due from employees, and from one company Mr. Ang also owns. Money is borrowed and repaid on an ongoing basis, thus, there has never been a formal note or any interest paid from or to any of these parties (see Note 11).

	June 30, 2011	December 31, 2010
Fujian Feiying Plastic Co., Ltd.	\$ -	\$ 1,271,431
Other-employees	-	63,114
	<u>\$ -</u>	<u>\$ 1,334,545</u>

Continued

SOONER HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

6. Inventories

The components of the Company's inventories are as follows:

	June 30, 2011	December 31, 2010
Raw materials	\$ 2,960,762	\$ 2,087,233
Work in process	3,103,048	2,788,210
Finished goods	870,732	2,092,596
Total inventories	<u>\$ 6,934,542</u>	<u>\$ 6,968,039</u>

7. Plant and Equipment, net

The components of the Company's plant and equipment are as follows:

	June 30, 2011	December 31, 2010
Machinery and equipment	\$ 6,422,909	\$ 5,208,163
Office equipment	177,428	63,978
Transportation equipment	99,693	79,228
Buildings and improvements	6,262,234	6,141,571
	12,962,264	11,492,940
Less accumulated depreciation	<u>(2,084,817)</u>	<u>(1,773,860)</u>
	10,877,447	9,719,080
Construction in progress and construction material	2,927,852	1,870,844
Total plant and equipment, net	<u>\$ 13,805,299</u>	<u>\$ 11,589,924</u>

Depreciation expense related to property and equipment was \$262,136 and \$228,056 for the six months ended June 30, 2011 and 2010 and \$136,088 and \$109,479 for the three month periods ended June 30, 2011 and 2010, respectively.

Continued

SOONER HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

8. Land Use Rights, net

The components of the Company's land use rights are as follows:

	Estimated Remaining Life	June 30, 2011	December 31, 2010
Land use rights—Shishi Feiying	42 years	\$ 289,295	\$ 283,720
Land use rights—Shishi Feiying	32 years	781,324	766,269
Land use rights—San Ming	49 years	928,218	910,332
		1,998,836	1,960,321
Less accumulated amortization		191,711	166,825
Total land use rights, net		\$ 1,807,125	\$ 1,793,496

Amortization expense related to land use rights was \$22,265 and \$12,505 for the six months ended June 30, 2011 and 2010 and \$11,638 and \$6,663 for the three month periods ended June 30, 2011 and 2010, respectively.

Amortization of land use rights attributable to future periods is as follows:

Period ending June 30:	
2011	43,215
2012	43,215
2013	43,215
2014	43,215
2015	43,215
Thereafter	1,591,050
	1,807,125

9. Short-Term Loans and Notes Payable

The components of the Company's short-term loans and notes payable are as follows:

	June 30, 2011	December 31, 2010
Short-term loans:		
Loans due to financial institutions	\$ 15,269,183	\$ 11,310,878
Notes payable:		
Loans due to financial institutions	1,158,725	275,376
Total short-term loans and notes payable	\$ 16,427,908	\$ 11,586,254

Continued

SOONER HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

9. Short-Term Loans and Notes Payable , continued

All short-term loans are due within one year and have interest rates ranging from 6.63% to 7.25% and 4.78% to 5.84% during 2011 and 2010, respectively. As of June 30, 2011, all of the loans are secured by guarantors. At June 30, 2011, the Company had a total credit line of approximately \$30.75 million available under the accumulation of all the available short-term loan facilities. As of June 30, 2011, Company has secured loans in the total amount of \$2,204,517 which are collateralized by the Company ' s trade accounts receivable in the total amount of \$2,599,010.

Notes payable are due to financial institutions with maturity dates of less than one year. All have interest rates ranging between 5.56% to 6.97% and 5.00% to 6.13% during quarter ended June 30, 2011 and December 31, 2010, respectively. The notes payable are not secured, but do require cash to be held in reserve of 20% to 100% of the total outstanding notes payable. Restricted cash related to these notes payable was \$772,741 and \$137,688 at June 30, 2011 and December 31, 2010, respectively.

10. Commitments and Contingencies

Third Party Guarantees

The Company entered into agreements as debt guarantor for one party. The guaranteed amount is approximately \$6,732,673 and \$5,850,750 as of June 30, 2011 and December 31, 2010, respectively.

Other parties also acted as a debt guarantor for the Company. As of June 30, 2011, the Company's loans guaranteed by other parties are approximately \$11,486,696. The Company has not historically incurred any losses due to such debt guarantees. Additionally, the Company has determined that the fair value of the guarantees is immaterial.

11. Related Party Payable

The components of the Company's payable to related parties consist of following:

	June 30, 2011	December 31, 2010
Fujian Feiyong Plastic Co., Ltd	\$ 98,236	\$ -
Other-employees	950,650	198,756
	<u>\$ 1,048,886</u>	<u>\$ 198,756</u>

Continued

SOONER HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

12. Related Party Transactions

Changsheng is 100% owned by Mr. Ang. Changsheng holds the land use rights for the land under the footwear factory. The Company pays Shishi Changsheng rent under a four-year agreement, which expires on December 31, 2011. For the three month periods ended June 30, 2011 and 2010, the Company had rental expense of approximately \$9,022 and \$8,592, respectively, in accordance with the rental agreement. For the six month periods ended June 30, 2011 and 2010, the Company had rental expense of approximately \$17,957 and \$17,202, respectively, in accordance with the rental agreement.

At June 30, 2011 and December 31, 2010, the Company had a receivable from Fujian Feiying Plastic Co., Ltd. (FFP) of \$0 and \$1,271,431, respectively. The company also had a payable to FFP of \$98,121 and \$0 at June 30, 2011 and December 31, 2010, respectively. FFP is a China WFOE 100% owned by Mr. Ang, the company's majority owner. FFP was incorporated on June 24, 2008 for the purpose of building a second factory for the production of PU leather in Fujian. Cash is being transferred between the two companies for cash flow purposes without a formal note or interest payments on the amounts loaned. The construction of the new plant has not started yet while FFP secures the land use rights from the Chinese government. On January 17, 2011, FFP, Mr. Ang, and Hong Kong Weituo entered into a call option agreement (FFP Agreement) whereby Hong Kong Weituo has the right to purchase FFP from Mr. Ang for 90% of the net tangible asset value of FFP. The net tangible asset value will be determined by an independent third-party appraiser. The FFP Agreement will expire January 17, 2012. In consideration of the FFP Agreement, Hong Kong Weituo paid Mr. Ang \$152,000. The consideration will be applied towards the purchase price if the FFP Agreement is exercised. The FFP Agreement also stipulates that FFP and SFP are separate entities and that there are not any guarantees or commitments for the Company to perform or be liable for any of the debts or commitments of FFP or Mr. Ang as the owner of FFP. FFP is currently inactive while FFP acquires the necessary land lease contracts to operate a PU leather factory. The FFP agreement is silent as to the treatment of the consideration if the option is not exercised.

San Ming is a China WFOE 100%, owned by Mr. Ang, the company's majority owner. San Ming was incorporated on July 20, 2010 for the purpose of building a third factory for the production of PU leather in San Ming city. Construction on the new plant facility began in June 2010. On January 17, 2011, Hong Kong Weituo, Mr. Ang, and San Ming entered into a call option agreement (San Ming Agreement) whereby Hong Kong Weituo has the right to purchase San Ming from Mr. Ang for 90% of the net tangible asset value of San Ming. The net tangible asset value will be determined by an independent third-party appraiser. The San Ming Agreement will expire January 17, 2014. In consideration of entering into the San Ming call option agreement, the \$5,694,515 owned to SFP from Shishi Changsheng and subsequently assigned to Mr. Ang and the \$83,490 owned to SFP from San Ming and assigned to Mr. Ang were cancelled. The consideration paid which represented the cancellation of the debt due to SFP will be credited towards the purchase price if the San Ming call option agreement is exercised. The San Ming Agreement also stipulates that San Ming and SFP are separate entities and that there are not any guarantees or commitments for SFP to perform or be liable for any of the debts or commitments of San Ming.

Continued

SOONER HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

13. Income Taxes

SFP is subject to applicable local tax statutes and is governed by the Income Tax Law of the PRC concerning wholly foreign owned enterprises (WFOE) and local income tax laws (the PRC Income Tax Law). Pursuant to the PRC Income Tax Law, the Company is subject to tax at a statutory rate of 25% and 12.5% for the three month and six month periods ended June 30, 2011 and 2010, respectively.

Income before provision of income taxes:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
U.S. Operations	-	-	-	-
China Operations	\$ 1,211,800	1,848,112	\$ 2,512,520	2,512,574
Total	\$ 1,211,800	1,848,112	\$ 2,512,520	2,512,574

The provision for income taxes includes:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Current:				
China Operations	\$ 325,214	231,743	\$ 673,345	314,801
Income tax provision	\$ 325,214	231,743	\$ 673,345	314,801

14. Segment Reporting

The Company operates in two reportable segments: the PU leather segment and the footwear segment. In the PU leather segment, the Company manufactures synthetic polyurethane leather. In the footwear segment, the Company manufactures flip-flops and slippers. Our revenues arise from the sale of PU leather and footwear.

Revenue information shown by geographic region is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
China	\$ 6,944,227	\$ 7,941,572	\$ 13,064,425	\$ 10,958,831
Middle East	828,460	673,425	1,339,498	1,208,314
Africa	654,858	815,655	1,233,453	1,422,622
	\$ 8,427,545	\$ 9,430,652	\$ 15,637,376	\$ 13,589,767

Continued

SOONER HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

14. Segment Reporting , continued

Revenues are attributed to countries based on location of end customers.

Information on reportable segments for the three month periods ended and six month periods ended June 30, 2011 and 2010 is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Net sales:				
PU leather	\$ 6,526,176	\$ 7,941,572	\$ 12,646,374	\$ 10,836,173
Footwear	1,901,369	1,489,080	2,991,002	2,753,594
Total	8,427,545	9,430,652	15,637,376	13,589,767
Cost of revenues:				
PU leather	4,876,235	5,991,289	9,376,041	8,044,389
Footwear	1,776,221	1,240,545	2,809,229	2,347,965
Total	6,652,456	7,231,834	12,185,270	10,392,354
Operating expenses:				
Unallocated	367,455	260,980	592,817	490,226
Income from operations	\$ 1,407,634	\$ 1,937,838	\$ 2,859,289	\$ 2,707,187

	June 30,	December 31,
	2011	2010
Plant and equipment, net:		
PU leather	\$13,392,351	\$ 11,141,599
Footwear	412,949	448,325
Total identifiable assets	\$13,805,299	\$ 11,589,924

15. Subsequent Events

The Company has evaluated all events occurring subsequent to June 30, 2011. Nothing has occurred outside the normal course of business operations that requires additional disclosure in the condensed consolidated financial statements.

16. Restatement Of Condensed Consolidated Interim Financial Statements

The Company's condensed consolidated interim financial statements for the period ending June 30, 2011 included in the Original Form 10-Q were prepared reflecting the inclusion of the effect of a reverse stock split and the conversion of Series A preferred stock in the weighted average shares outstanding component of the earnings per share computation. Amendment No. 1 and this Amendment No. 2 exclude these items in the computation.

The effects of the restatement on the condensed consolidated statements of operations for the three and six month periods ended June 30, 2011 and 2010, respectively are summarized in the following table:

	Three months ended June 30, 2011			Three months ended June 30, 2010		
	Previously Reported	Adjustments	Restated	Previously Reported	Adjustments	Restated
Net income per share - basic and diluted	\$ 0.04	\$ 0.02	\$ 0.06	\$ 0.08	\$ 0.05	\$ 0.13
Shares used in computing net income per share - basic and diluted	20,000,000	(5,367,447)	14,632,553	20,000,000	(7,311,984)	12,688,016
	Six months ended June 30, 2011			Six months ended June 30, 2010		
	Previously Reported	Adjustments	Restated	Previously Reported	Adjustments	Restated
Net income per share - basic and diluted	\$ 0.09	\$ 0.04	\$ 0.13	\$ 0.11	\$ 0.06	\$ 0.17
Shares used in computing net income per share - basic and diluted	20,000,000	(5,732,719)	14,267,281	20,000,000	(7,311,984)	12,688,016

Item 4. Controls and Procedures

In connection with the preparation of our responses to comments received from the staff of the SEC on our Form 10-Q for the quarterly period ended June 30, 2011, we identified certain reporting errors and omissions in our previously issued financial statements. We subsequently determined that a restatement was required for our interim condensed consolidated financial statements for the quarter ended June 30, 2011.

On October 7, 2011, we filed a Form 8-K, Item 4.02, Non-Reliance on Previously Issued Financial Statements or A Related Audit Report or Completed Interim Review, in connection with the restatement of our earnings per share for the quarterly periods ended June 30, 2010 and 2011. As disclosed in the Form 8-K, we revised our calculations of earnings per share to be based on the number of shares of common stock outstanding prior to the proposed reverse stock split and conversion of Series A preferred stock. Our previous calculations of earnings per share were based on the assumption that proposed reversed stock split and conversion of our Series A Preferred Stock had been effected. As a result of our restatement of our calculations of earnings per share, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures were not effective to ensure that information required to be disclosed in our periodic reports filed under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified by the Securities and Exchange Commission's rules and regulations as of June 30, 2011.

Plan of remediation

To remediate the aforementioned, we plan to hire additional staffing of accounting professionals with sufficient knowledge of US GAAP and relevant disclosure requirements.

Item 6. Exhibits

Exhibit No.	Description
31.1	Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification by the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	Taxonomy Extension Schema
101.CAL*	Taxonomy Extension Calculation Linkbase
101.DEF*	Taxonomy Extension Definition Linkbase
101.LAB*	Taxonomy Extension Label Linkbase
101.PRE*	Taxonomy Extension Presentation Linkbase

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

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SOONER HOLDINGS, INC.

Date: October 24, 2011

By: /s/ Ang Kang Han
Ang Kang Han
Title: President (Principal Executive Officer)

**OFFICER'S CERTIFICATE
PURSUANT TO SECTION 302**

I, Ang Kang Han, certify that:

1. I have reviewed this Quarterly Report of Sooner Holdings, Inc. on Form 10-Q for the period ending June 30, 2011;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 24, 2011

/s/ Ang Kang Han

Ang Kang Han

Title: President (Principal Executive Officer)

**OFFICER'S CERTIFICATE
PURSUANT TO SECTION 302**

I, Huang Jin Bei, certify that:

1. I have reviewed this Quarterly Report of Sooner Holdings, Inc. on Form 10-Q for the period ending June 30, 2011;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 24, 2011

/s/ Huang Jin Bei

Huang Jin Bei

Title: Chief Financial Officer (Principal Financial Officer)

EXHIBIT 32.1

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

In connection with the Quarterly Report of Sooner Holdings, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in their capacities and on the date indicated below, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to their knowledge:

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

Date: October 24, 2011

/s/ Ang Kang Han
Ang Kang Han
Title: President (Principal Executive Officer)

Date: October 24, 2011

/s/ Huang Jin Bei
Huang Jin Bei
Title: Chief Financial Officer (Principal Financial Officer)
