

**U.S. SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C.**

SECURITIES EXCHANGE ACT OF 1934  
Release No. 64101 / March 21, 2011

**SECURITIES AND EXCHANGE COMMISSION SUSPENDS TRADING IN THE  
SECURITIES OF HELI ELECTRONICS CORP.**

The Securities and Exchange Commission announced the temporary suspension, pursuant to Section 12(k) of the Securities Exchange Act of 1934 (the "Exchange Act"), of trading in the securities of Heli Electronics Corp. ("HELI"), a Nevada corporation with headquarters and operations in the People's Republic of China, at 9:30 a.m. EDT on March 21, 2011, and terminating at 11:59 p.m. EDT on April 1, 2011.

Questions have arisen regarding the accuracy and completeness of information contained in HELI's public filings with the Commission concerning, among other things, the company's cash balances and accounts receivable. The company has failed to disclose that the company's independent auditor has resigned due to accounting irregularities involving (a) discrepancies between HELI's accounting records for cash balances and official bank statements obtained by the auditors from the company's bank, (b) discrepancies concerning the existence and location of company customers, and (c) the possibility that accounting records could have been falsified. Due to these irregularities, the company's auditor has resigned from its engagement to audit the company's consolidated financial statements for the year ended December 31, 2010, and has withdrawn its audit opinion issued June 15, 2010 relating to the audit of the company's consolidated financial statements as of December 31, 2009 and 2008.

The Commission cautions brokers, dealers, shareholders, and prospective purchasers that they should carefully consider the foregoing information along with all other currently available information and any information subsequently issued by the company. Further, brokers and dealers should be alert to the fact that, pursuant to Rule 15c2-11 under the Exchange Act, at the termination of the trading suspension, no quotation may be entered unless and until they have strictly complied with all of the provisions of the rule. If any broker or dealer has any questions as to whether or not it has complied with the rule, such broker or dealer should not enter any quotation but immediately contact the staff in the Division of Trading and Markets, Office of Interpretation and Guidance, at (202) 551-5760. If any broker or dealer is uncertain as to what is required by Rule 15c2-11, it should refrain from entering quotations relating to HELI's securities until such time as it has familiarized itself with the rule and is certain that all of its provisions have been met. If any broker or dealer enters any quotation which is in violation of the rule, the Commission will consider the need for prompt enforcement action.

If any broker, dealer, or other person has any information which may relate to this matter, they should immediately contact Kara N. Brockmeyer, Assistant Director, at (202) 551-4767, or Ansu N. Banerjee, Senior Counsel, at (202) 551-5673, or by e-mail at [brockmeyer@sec.gov](mailto:brockmeyer@sec.gov) or [banerjee@sec.gov](mailto:banerjee@sec.gov).