

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 74427 / March 4, 2015

ADMINISTRATIVE PROCEEDING
File No. 3-16418

In the Matter of

China Infrastructure Investment Corp.

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE
PROCEEDINGS AND NOTICE
OF HEARING PURSUANT TO
SECTION 12(j) OF THE
SECURITIES EXCHANGE ACT
OF 1934**

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against China Infrastructure Investment Corp. (“CIIC” or “Respondent”).

II.

After an investigation, the Division of Enforcement alleges that:

A. Respondent

1. **China Infrastructure Investment Corporation** (CIK No. 0001311369) was incorporated in the state of Nevada on January 11, 2011, originally under the name Learning Quest Technologies, Inc. CIIC is headquartered in Zhengzhou, Henan Province, The People’s Republic of China, and operates exclusively in China. On February 8, 2008, through a share exchange agreement, CIIC acquired 100% of the stock of Color Man Holdings Limited, a holding company for Wise On China Limited, which is a holding company for Pingdingshan Pinglin Expressway Co., Ltd. (“Ping”). Through Ping, CIIC operates a portion of the Pinglin Expressway toll road, located in Henan Province. CIIC’s primary source of revenue is the tolls paid by vehicles using the Pinglin Expressway. CIIC’s stock is registered pursuant to Section 12(g) of the Exchange Act, and the company has filed annual reports on Form 10-K and quarterly reports on Form 10-Q, pursuant to Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder. CIIC’s stock traded on NASDAQ from 2008 until it was delisted in 2012. CIIC’s stock is currently traded in the over-the-counter market.

B. Reporting Violations

1. CIIC filed a Form 10-K on October 13, 2011, and a Form 10-K/A on November 14, 2011, for the year ending June 30, 2011. CIIC filed a Form 10-Q on November 14, 2011, for the quarter ending September 30, 2011. CIIC has failed to file any annual or quarterly reports since November 14, 2011.

2. On December 16, 2011, CIIC filed a Form 8-K stating that CIIC former Chief Financial Officer Lei Li had resigned on September 21, 2011, and that “the Company’s Form 10-K for the fiscal year ended June 30, 2011 filed October 13, 2011, its Quarterly Report on 10-Q for the quarter ended September 30, 2011, filed on November 14, 2011 and its Annual Report on Form 10-K/A for the fiscal year ended June 30, 2011, filed on November 14, 2011, all of which included Mr. Li’s signatures had in fact not been prepared or reviewed by Mr. Li, and Mr. Li had not personally signed such reports or consented to the use of his signature on such reports.”

3. Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers of securities registered pursuant to Section 12 of the Exchange Act to file with the Commission current and accurate information in periodic reports. Rules 13a-1 and 13a-13 require issuers to file annual and quarterly reports. Rule 12b-20 requires that the information contained in the reports not be misleading.

4. As a result of the foregoing, Respondent failed to comply with Section 13(a) and Rules 12b-20, 13a-1 and 13a-13 thereunder.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public administrative proceedings be instituted to determine:

A. Whether the allegations contained in Section II hereof are true and, in connection therewith, to afford the Respondent an opportunity to establish any defenses to such allegations; and,

B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or to revoke the registration of each class of securities registered pursuant to Section 12 of the Exchange Act of CIIC.

IV.

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further

order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS HEREBY FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Respondent fails to file the directed Answer, or fails to appear at a hearing after being duly notified, Respondent may be deemed in default and the proceedings may be determined against it upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 201.310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 220(f), 201.221(f) and 201.310].

This Order shall be served forthwith upon Respondent personally or by certified, registered, or Express Mail, or by other means permitted by the Commission's Rules of Practice.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Brent J. Fields
Secretary