Sino-Global Shipping America, Ltd.
Form 10-Q
May 14, 2010

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

x Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2010

¨ 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 001-34024

Sino-Global Shipping America, Ltd.
(Exact name of registrant as specified in its charter)

Virginia	11-3588546
(State or other jurisdiction of Incorporation or organization)	(I.R.S. employer identification number)

136-56 39th Avenue, Room #305
Flushing, New York 11354
(Address of principal executive offices and zip code)

(718) 888-1814
(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 x 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 check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.
The Company is authorized to issue 10,000,000 shares of common stock, without par value per share, and 1,000,000 shares of preferred stock, without par value per share. As of the date of this report, the Company has 2,903,841 issued and outstanding shares of common stock and no shares of preferred stock.

SINO-GLOBAL SHIPPING AMERICA, LTD.
FORM 10-Q

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document contains certain statements of a forward-looking nature. Such forward-looking statements, including but not limited to projected growth, trends and strategies, future operating and financial results, financial expectations and current business indicators are based upon current information and expectations and are subject to change based on factors beyond the control of the Company. Forward-looking statements typically are identified by the use of terms such as "look," "may," "will," "should," "might," "believe," "plan," "expect," "anticipate," "estimate" and similar words, altho forward-looking statements are expressed differently. The accuracy of such statements may be impacted by a number of business risks and uncertainties that could cause actual results to differ materially from those projected or anticipated, including but not limited to the following:

- the ability to timely and accurately provide shipping agency services;
- its dependence on a limited number of larger customers;
- political and economic factors in the Peoples' Republic of China ("PRC");
- the Company's ability to expand and grow its lines of business;
- unanticipated changes in general market conditions or other factors, which may result in cancellations or reductions in the need for the Company's services;
- a weakening of economic conditions which would reduce demand for services provided by the Company and could adversely affect profitability;
- the effect of terrorist acts, or the threat thereof, on consumer confidence and spending, or the production and distribution of product and raw materials which could, as a result, adversely affect the Company's shipping agency services, operations and financial performance;
- the acceptance in the marketplace of the Company's new lines of services;
- foreign currency exchange rate fluctuations;
- hurricanes or other natural disasters;
- the Company's ability to identify and successfully execute cost control initiatives;
- the impact of quotas, tariffs, or safeguards on the importation or exportation of the Company's customer's products; or
- other risks outlined above and in the Company's other filings made periodically by the Company.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to update this forward-looking information. Nonetheless, the Company reserves the right to make such updates from time to time by press release, periodic report or other method of public disclosure without the need for specific reference to this Report. No such update shall be deemed to indicate that other statements not addressed by such update remain correct or create an obligation to provide any other updates.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

See the financial statements following the signature page of this report, which are incorporated herein by reference.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our company's financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and the related notes included elsewhere in this report. In this report, the terms "we," "the Company," "our company," and "our" refer to Sino-Global Shipping America, Ltd., a Virginia corporation. This discussion contains forward-looking statements that involve risks and uncertainties. Actual results and the timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of various factors.

Overview

We are a shipping agency service provider for foreign ships coming to Chinese ports. Our company, previously known as Sino-Global-Shipping (America) Ltd., was incorporated in New York in February 2001. On September 18, 2007, we amended the Articles of Incorporation and Bylaws to merge into a new corporation with the current name of Sino-Global Shipping America, Ltd., in Virginia.

Our principal geographic market is in the People's Republic of China ("PRC"). As PRC laws and regulations restrict foreign ownership of shipping agency service businesses, we operate our business in the PRC through Sino-Global Shipping Agency, Ltd. ("Sino-China"), a PRC limited liability company wholly owned by our founder and Chief Executive Officer, Cao Lei, and Chief Financial Officer, Zhang Mingwei, both of whom are PRC citizens. Sino-China holds the licenses and permits necessary to provide shipping services in the PRC. Headquartered in Beijing with branches in Ningbo, Qingdao, Tianjin, Qinhuangdao and Fangchenggang, we provide general shipping agency services in all commercial ports in China.

On November 13, 2007, we formed our wholly foreign-owned enterprise, Trans Pacific Shipping Limited ("Trans Pacific"), in Beijing, which established a subsidiary, Trans Pacific Logistics Shanghai, Limited ("Trans Pacific Shanghai"), in Shanghai on May 31, 2009. This increases our presence to nine ports in mainland China and will enable us to provide a full range of shipping agency services as well as freight forwarder services. Trans Pacific acquired a 40% interest in Sino-Global Shipping Agency Development Co., Limited, in Beijing on November 6, 2009 in order to develop additional business opportunities for the company.

Trans Pacific and Sino-China do not have a parent-subsidiary relationship. Instead, each of Trans Pacific and us has contractual arrangements with Sino-China and its shareholders that enable us to substantially control over Sino-China. See "Our Corporate Structure - Contractual Arrangements with Sino-China and its Shareholders."

On May 20, 2008, we completed an initial public offering of 1,229,032 ordinary shares at a $7.75 offering price. Our shares started trading on the NASDAQ Capital Market the next day.

With a purpose of building up an international shipping agency service network, we formed a wholly-owned subsidiary, Sino-Global Shipping Australia Pty Ltd. ("Sino-Global AUS") in Perth, Australia on July 3, 2008 in order to serve the needs of customers shipping into and out of Western Australia. We also signed an agreement with Monson Agencies Australia ("Monson"), one of the largest shipping agency service providers in Australia. Through Monson, we are able to provide general shipping agency services to all ports in Australia.

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We established another wholly-owned subsidiary, Sino-Global Shipping (HK) Limited ("Sino-Global HK") on September 22, 2008. We expect that Sino-Global HK will become our control and management center for southern Chinese ports and will enable our company to extend its offering of comprehensive shipping agency services to vessels going to and from one of the world's busiest ports. On July 27, 2009, Sino-Global HK signed an exclusive partnership agreement with Forbes & Company Limited ("Forbes"), which is a listed company on the Bombay Stock Exchange (BOM: 502865) and one of the largest shipping and logistic service providers in India. Through Forbes, the Company is able to provide general shipping agency services to all ports in India.

Following the initial public offering, our Board authorized a stock repurchase program under which we may repurchase up to 10% of our outstanding common stock for a period of 12 months, which began October 9, 2008. In September 2009, our Board approved to extend the stock repurchase program for another six months ended April 2010. As of March 31, 2010, we repurchased 121,191 shares of our common stock from the open market at an average price of $2.96 per share including trading expenses. The total cost of stock repurchase through March 31, 2010 was $358,356. Since March 31, we have repurchased an additional 4,000 shares.

Revenues

For the nine months and three months ended March 31, 2010, our total revenues amounted to approximately $18.90 million and $6.02 million, representing a 46.97% and 83.26% increase from our total revenues for the same periods in 2009. We expect our top line growth will continue along with the economy recovery in China and around the world.

Our total revenues are net of PRC business taxes and related surcharges. Sino-China's revenues are subject to a 5% business tax as well as an additional 0.5% surcharge after deducting the costs of services. We deduct these amounts from our gross revenues to arrive at our total revenues.

We charge the shipping agency fees in two ways: (1) the fixed fees are predetermined with a customer, and (2) the cost-plus fees are calculated based on the actual costs incurred plus a mark up. We generally require payments in advance from customers and bill them the balances within 30 days after the transactions are completed.

We believe the most significant factors that directly or indirectly affect our shipping agency service revenues are:

- the number of ships to which we provide port loading/discharging services;
- the size and types of ships we serve;
- the rate of service fees we charge;
- the number of ports at which we provide services; and
- the number of customers we serve.

Historically, our services have primarily been driven by the increase in the number of ships and customers, provided that the rate of service fees is determined by market competition. We believe that an increase in the number of ports served generally leads to an increase in the number of ships and customers. We expect that we will continue to earn a substantial majority of our revenues from our shipping agency services. As a result, we plan to continue to focus most of our resources on expanding our business to cover more ports in the PRC. In addition, we will allocate our resources in marketing our brand to customers, including ship owners and charters, which transport goods from all ports around the world to China.

Operating Costs and Expenses

Our operating costs and expenses consist of costs of revenues, general and administrative expenses, selling expenses and other expenses. Our company's total operating costs and expenses decreased as a percentage of total revenues for the nine months and three months ended March 31, 2010 mainly due to our tightened budget control over general and administrative expenses. The following table sets forth the components of our company's costs and expenses for the periods indicated.

	For the nine months ended March 31,					
	2010		2009		Change	
	US$	%	US$	%	US$	%
Revenues	18,898,243	100.00	12,858,734	100.00	6,039,509	46.97
Costs and expenses						
Costs of revenues	(16,498,129)	(87.30)	(11,053,105)	(85.96)	(5,445,024)	49.26
General and administrative expense	(2,796,520)	(14.80)	(3,048,188)	(23.71)	251,668	(8.26)
Selling expense	(121,767)	(0.64)	(337,977)	(2.63)	216,210	(63.97)
Other income (expense)	90,803	0.48	(66,132)	(0.51)	156,935	(237.31)
	(19,325,613)	(102.26)	(14,505,402)	(112.81)	(4,820,211)	33.23

	For the three months ended March 31,					
	2010		2009		Change	
	US$	%	US$	%	US$	%
Revenues	6,021,192	100.00	3,285,539	100.00	2,735,653	83.26
Costs and expenses						
Costs of revenues	(5,201,561)	(86.39)	(2,490,591)	(75.80)	(2,710,970)	108.85
General and administrative expense	(1,000,426)	(16.62)	(874,732)	(26.62)	(125,694)	14.37
Selling expense	(38,468)	(0.64)	(101,289)	(3.08)	62,821	(62.02)
Other income (expense)	83,295	1.38	(64,872)	(1.97)	148,167	(228.40)
	(6,157,160)	(102.27)	(3,531,484)	(107.47)	(2,625,676)	74.35

Costs of Revenues. Costs of revenues represent the expenses incurred in the periods when a ship docks in a harbor to load and unload cargo. We typically pay the costs of revenues on behalf of our customers. We receive revenues from our clients in U.S. dollars and pay the costs of revenues to the Chinese local port agents in RMB. As such, the costs of services will change if the foreign currency exchange rates change. Our costs of revenues could also increase if the ports were to raise their charges, particularly in the case of overtime payments during the public holidays. Our costs of revenues as a percentage of our total revenues, slightly increased from 85.96% to 87.30% and from 75.80% to 86.39% for the nine months and three months ended March 31 2010 and 2009, respectively. The percentage of our costs to total revenues increased for the three months ended March 31, 2010, because our revenues from maintenance services provided for ship owners (“Owners’ Matters”), which generates higher profit margin, significantly reduced. The exchange rate of U.S. dollars against the Chinese RMB was relatively stable during the period.

General and Administrative Expenses. Our general and administrative expenses primarily consist of salaries and benefits for our staff, both operating and administrative personnel, depreciation expenses, office rental expenses and expenses for legal, accounting and other professional services. For the nine months and three months ended March 31, 2010, our general and administrative expenses as a percentage of our total revenues decreased from 23.71% to 14.80% and from 26.62% to 16.62% respectively, compared to the same periods ended March 31, 2009. Our budget control efforts appear effective in improving our operating results, although we still incurred large expenses on our business expansion and company public listing expenses.

Selling Expenses. Our selling expenses primarily consist of commissions and traveling expenses for our operating staff to the ports at which we provide services. Our selling expenses decreased in both absolute amount and as a percentage of our total net revenues for the nine months and three months ended March 31, 2010. We effectively control the selling budgets.

Critical Accounting Policies

We prepare the condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (“US GAAP”). These accounting principles require us to make judgments, estimates and assumptions on the reported amounts of assets and liabilities at the end of each fiscal period, and the reported amounts of revenues and expenses during each fiscal period. We continually evaluate these judgments and estimates based on our own historical experience, knowledge and assessment of current business and other conditions, our expectations regarding the future based on available information and assumptions that we believe to be reasonable.

The selection of critical accounting policies, the judgments and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors that should be considered when reviewing our financial statements. We believe the following accounting policies involve the most significant judgments and estimates used in the preparation of our condensed consolidated financial statements.

Revenue Recognition

Revenue comprises the value of charges for the services in the ordinary course of our company’s activities and disbursements made on behalf of customers. Revenues are recognized from shipping agency services upon completion of the services, which generally coincides with the date of departure of the relevant vessel from port. Advance payments and deposits received from customers prior to the provision of services and recognition of the related revenues are presented as current liabilities.

Some contracts are signed with a term that revenues are recognized as a mark up of actual expenses incurred. In a situation where the services are completed but the information on the actual expenses is not available at the end of the fiscal period, we estimate revenues and expenses based on our previous experience for the revenues of the same kind of vessels, port charges on the vessel’s particulars/movement and costs rate of the port. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Accounts Receivable.”

Consolidation of Variable Interest Entities

Sino-China is considered to be a VIE and we are the primary beneficiary. On November 14, 2007, our company through Trans Pacific entered into agreements with Sino-China, pursuant to which we receive 90% of Sino-China’s net income. We do not receive any payment from Sino-China unless Sino-China recognizes net income during its fiscal year. These agreements do not entitle us to any consideration if Sino-China incurs a net loss during its fiscal year. In accordance with the agreements, Sino-China pays consulting and marketing fees equal to 85% and 5%, respectively, of its net income to our wholly foreign-owned subsidiary and Trans Pacific supplies the technology and personnel needed to service Sino-China. Sino-China was designed to operate in China for the benefit of our company.

The accounts of Sino-China are consolidated in the accompanying condensed consolidated financial statements pursuant to Accounting Standard Codification (“ASC”) 810-10, “Consolidation”. As a VIE, Sino-China’s sales are included in our total sales, its income (loss) from operations is consolidated with our company’s, and our net income (loss) from continuing operations before non-controlling interest in income (loss) includes all of Sino-China’s net income (loss). Our non-controlling interest in its income (loss) is then subtracted in calculating the net income (loss) attributable to our company. Because of the contractual arrangements, our company had a pecuniary interest in Sino-China that requires consolidation of our and Sino-China’s financial statements.

Equity Investment

Investments in companies that are owned 20% to 50% for which the Company has significant influence but not control are accounted for by the equity method. Under the equity method, the Company recognizes in earnings its proportionate share of the income or loss of the investee. The Company has an investment of 40% in Sino-Global Shipping Agency Development Co., Ltd. ("Development Co.") The Company recognized its proportionate share of loss of $30,707 for the nine months and three months ended March 31, 2010.

Accounts Receivable

Accounts receivable are recognized at net realizable value. We maintain allowances for doubtful accounts for estimated losses resulting from the failure of customers to make required payments in the relevant time period. We review the accounts receivable on a periodic basis and record general and specific allowances when there is doubt as to the collectability of individual balances. In evaluating the collectability of individual receivable balances, we consider many factors, including the age of the balance, the customer's historical payment history, its current credit-worthiness and current economic trends. Receivables are considered past due after 365 days. Accounts are written off only after exhaustive collection efforts. We have determined that an allowance of $763,640 was required at March 31, 2010, compared to an estimate of $723,640 at June 30, 2009.

When a client requests our shipping agency services, we communicate with port officials and our service partners rely on our prior experience for similar vessels with similar needs in the same ports to obtain an estimate for the cost of services. We then calculate our shipping agency fees in two ways: (1) the fixed fees are predetermined with a customer, and (2) the cost-plus fees are calculated based on the actual costs incurred plus a mark up.

We generally obtain advance payment of our shipping agency fees prior to providing service to our clients. This significantly reduces the amount of accounts receivable when the shipping agency fees are recognized. To the extent our estimates are insufficient; we bill our clients for the balance to be paid within 30 days.

We use advance payments to pay a number of fees on behalf of our clients before their ships arrive in port, including harbor, berthing, mooring/unmooring, tonnage, immigration, quarantine and tug hire fees. We record the amounts we receive as Advances from Customers and the amounts we pay as Advances to Suppliers. We recognize revenues and expenses once the client's ship leaves the harbor and the client pays any outstanding amounts. In some cases, a delay in receiving bills will require us to estimate the Service Revenues and Costs of Services in accordance with the rate and formulas approved by the Ministry of Communications. When this happens, we record the difference between Service Revenues (as recognized) and Advances from Customers as Accounts Receivable and the difference between Cost of Services and Advances to Suppliers as Accounts Payable. To the extent we recognize revenues and costs in this way, our Accounts Receivable and Accounts Payable will reflect this estimation until we receive the bills and information we require to adjust revenues and expenses to reflect our actual Service Revenues and Cost of Services. Any adjustment to actual from the estimated Revenues and Cost of Services recorded has been and is expected to be immaterial.

Property and Equipment

We calculate gains and losses on disposals by comparing proceeds with the carrying amount of the related assets and include these gains and losses in the consolidated statements of operations. We consider the carrying value of a long-lived asset to be impaired when the anticipated undiscounted cash flow from such asset is less than its carrying value. If impairment is identified, 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 or based on independent appraisals. We have determined that there was no impairment of property and equipment for the nine months ended March 31, 2010.

Translation of Foreign Currency

The accounts of our company and Sino-China are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). Our functional currency is the U.S. dollar, while Trans Pacific and Sino-China report their financial position and results of operations in Renminbi. The accompanying condensed consolidated financial statements are presented in U.S. dollars. Foreign currency transactions are translated into U.S. dollars using the fixed exchange rates in effect at the time of the transaction. Generally foreign exchange gains and losses resulting from the settlement of such transactions are recognized in the consolidated statements of operations. We translate foreign currency financial statements of Sino-China, Trans Pacific, Sino-Global HK and Sino-Global AUS in accordance with ASC 830-10, "Foreign Currency Matters". Assets and liabilities are translated at current exchange rates quoted by the People's Bank of China at the balance sheet dates and revenues and expenses are translated at average exchange rates in effect during the periods. Resulting translation adjustments are recorded as other comprehensive income (loss) and accumulated as a separate component of equity included in non-controlling interest.

Taxation

Because we and Sino-China are incorporated in different jurisdictions, we file separate income tax returns. We are subject to income and capital gains taxes in the United States. Additionally, dividend payments made by our company are subject to withholding tax in the United States.

We use the liability method of accounting for income taxes in accordance with US GAAP. Deferred taxes, if any, are recognized for the future tax consequences of temporary differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements. We may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position would be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. As of March 31, 2010, we recognized deferred tax assets of $387,000 including current deferred tax assets of $326,000 and non-current tax assets of $61,000. We have determined that no valuation allowance for deferred tax assets should be provided because it is more likely than not that we will be able to utilize these deferred tax assets in the near future.

PRC Enterprise Income Tax

PRC enterprise income tax is calculated based on taxable income determined under PRC GAAP. Sino-China and Tran Pacific are registered in PRC and governed by the Enterprise Income Tax Laws of the PRC. Their taxable incomes are subject to an enterprise income tax rate of 25%.

PRC Business Tax

Revenues from services provided by Sino-China are subject to PRC business tax of 5% and additional surcharges of 0.5%. We pay business tax on gross revenues generated from our shipping agency services minus the costs of services, which are paid on behalf of our customers.

2010 Trends

Our revenues increased 46.97% for the nine months ended March 31, 2010, including growth rates of 22.48% for the first quarter ended September 30, 2009, 48.22% for the second quarter ended December 31, 2009 and 83.26% for the third quarter ended March 31, 2010. We renewed the agency service agreement with Beijing Shou Rong, our largest customer, which accounted for 64% of our revenues for the nine months of fiscal year of 2010. The agency service agreement is renewable and will expire on December 31, 2011. We expect that this renewed agreement is likely to enable our revenues to continue to grow in line with the increased demand for iron ore in China. We have been marketing our business to other potential clients and looking for opportunities in other areas in shipping and logistic industries.

We have incurred losses for the last nine quarters. The world financial crisis has negatively affected our operations particularly because, in addition to the fact that fewer shipments have occurred during the crisis, we receive most of our revenues in U.S. dollars and pay most of our expenses in Chinese Renminbi. As a result, we have faced increased costs of revenues, due to the devaluation of USD against RMB over the last several years. This devaluation has slowed in recent periods and is currently relatively stable. While our general and administrative expenses are significantly higher than their pre-IPO levels as a result of our business expansion and our company's public listing, we have reduced these amounts for the nine months ended March 31, 2010 compared to the same period in 2009. In the first nine months of the 2010 fiscal year, we concentrated on budget cuts with the combined effort in business promotion. By contrast, the three months period ended March 31, 2010, the Company experienced increased general and administrative expenses over the same period in 2009, as we incurred new expenses in connection with the establishment of Trans Pacific Shanghai and efforts to grow the operations of Sino-Global AUS.

Results of Operations

Due to the economic uncertainties associated with the world wide financial crisis, it is difficult for us to predict future operating results. We believe that period-to-period comparisons of operating results should not be relied upon as indicative of future performance.

Nine Months Ended March 31, 2010 Compared to Nine Months Ended March 31, 2009

Revenues. Our total revenues increased by 46.97% from $12,858,734 for the nine months ended March 31, 2009 to $18,898,243 in the comparable nine months in 2010. The number of ships that generated revenues for us increased from 155 in the first nine months of 2009 fiscal year, to 200 in the first nine months in 2010 fiscal year, representing an increase of 29.03%.

Total Operating Costs and Expenses. Our total operating costs and expenses increased by 33.23% from $14,505,402 for the nine months ended March 31, 2009 to $19,325,613 for the nine months ended March 31, 2010. This increase was primarily due to increases in our costs of revenues, offset by the decrease of our general and administrative expenses and selling expenses.

- Cost of Revenues. Our cost of revenues increased by 49.26% from $11,053,105 for the nine months ended March 31, 2009 to $16,498,129 for the nine months ended March 31, 2010. Costs of revenues increased more rapidly than revenues, resulting in a lower gross margin, which was 14.04% and 12.70% for the comparative nine months in 2009 and 2010, respectively. As mentioned above, our higher margin revenues from Owners' Matters significantly reduced in the third quarter of 2010 compared to the third quarter of 2009, resulting in the decreased gross margin. We managed to achieve the reasonably higher gross margin through cost control even though the foreign exchange rate of Chinese currency against the U.S. dollar decreased from RMB6.8377 to $1.00 for the nine months ended March 31, 2009 to RMB6.8286 to $1.00 for the nine months ended March 31, 2010.

- General and Administrative Expenses. Our general and administrative expenses decreased by 8.26% from $3,048,188 for the first nine months of fiscal year 2009 to $2,796,520 for the nine months of 2010. Our general and administrative expenses reduced mainly because of (1) the decrease of $99,908 in travel, car and related expenses and (2) the reduced expenses of $246,366 in office rent and supplies. This was offset by the increase in expenses of being a publicly listed company. We spent $85,238 more in Sarbanes-Oxley Section 404(b) compliance for the nine months ended March 31, 2010, compared to the same period in 2009.

- Selling Expenses. Our selling expenses decreased by 63.97% from $337,977 to $121,767 for the nine months ended March 31, 2009 and 2010 respectively, due to our tightened budget in business promotion and travel expenses.

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Operating Profit (Loss). We had an operating loss of $427,370 for the nine months ended March 31, 2010, compared to an operating loss of $1,646,668 for the comparable nine months in 2009. We significantly decreased our operating losses through our efforts in reducing general and administrative expenses and selling expenses.

Financial Income (expense), Net. Our net financial income was $193,757 for the nine months ended March 31, 2010, compared to our net financial expense of $83,679 for the nine months ended March 31, 2009. Our financial income is largely generated by interest income from cash in banks and offset by the foreign exchange gains.

Taxation. Our income tax provision was $414,151 for the nine months ended March 31, 2010, compared to $227,768 for the nine months ended March 31, 2009. The 2010 provision includes estimated U.S. current income tax expenses of $442,151 offset by a deferred U.S. tax benefit of $28,000. We are not required to provide for income taxes in China until we generate net income.

Net Income (loss). As a result of the foregoing, we had a net loss of $672,619 for the nine months ended March 31, 2010, compared to a net loss of $1,958,115 for the nine months ended March 31, 2009. After deduction of non-controlling interest in loss of $710,430, net income attributable to Sino-Global Shipping America, Ltd. was $37,811 for the nine months ended March 31, 2010, compared to net loss attributable to Sino-Global Shipping America, Ltd. of $1,430,618 for the nine months ended March 31, 2009.

Three Months Ended March 31, 2010 Compared to Three Months Ended March 31, 2009

Revenues. Our total revenues increased by 83.26% from $3,285,539 for the three months ended March 31, 2009 to $6,021,192 in the three months ended March 31, 2010. The number of ships that generated revenues for us was 47 and 66 for the three months ended March 31, 2009 and 2010 respectively, representing an increase of 40.43%.

Total Operating Costs and Expenses. Our total operating costs and expenses increased by 74.35% from $3,531,484 for the three months ended March 31, 2009 to $6,157,160 for the three months ended March 31, 2010. This increase was primarily due to increases in our costs of services, offset by the decrease of our general and administrative expenses and selling expenses. Our efforts in controlling such expenses resulted in total operating costs and expenses increasing more slowly than revenues.

- Cost of Revenues. Our cost of revenues increased by 108.85% from $2,490,591 for the three months ended March 31, 2009 to $5,201,561 for the three months ended March 31, 2010. Costs of revenues increased more rapidly than revenues increased, resulting in a lower gross margin, which was 24.20% and 13.61% for the comparative three months ended March 31, 2009 and 2010, respectively. As mentioned above, our higher margin revenues from Owners' Matters were significantly reduced in the third quarter of 2010 compared to the third quarter of 2009, resulting in the decreased gross margin. The foreign exchange rate of Chinese currency against the U.S. dollar was relatively stable during the period. The average foreign exchange rate increased from RMB6.8363 to $1.00 for the three months ended March 31, 2009 to RMB6.8275 to $1.00 for the three months ended March 31, 2010.

- General and Administrative Expenses. Our general and administrative expenses increased by 14.37% from $874,732 for the three months ended March 31, 2009 to $1,000,426 for the three months ended March 31, 2010. Our general and administrative expenses increased mainly because of (1) the decrease of personnel expenses of $105,230, (2) the increased expenses in public listing and Sarbanes-Oxley compliance of $90,873, (3) the increase of $54,000 in setting up operations for Trans Pacific Shanghai and (4) the increase of $50,000 in travel expenses for Sino-Global AUS.

- Selling Expenses. Our selling expenses decreased by 62.02% from $101,289 for the three months ended March 31, 2009 to $38,468 for the three months ended March 31, 2010 due to our efforts to tighten our budget for business promotion and travel expenses.

Operating Profit (Loss). We had an operating loss of $135,968 for the three months ended March 31, 2010, compared to operating loss of $245,945 for the comparable three months in 2009. We decreased our operating losses through our efforts in controlling general and administrative expenses and selling expenses.

Financial Income (expense), Net. Our net financial income was $7,997 for the three months ended March 31, 2010, compared to our net financial expense of $9,126 for the three months ended March 31, 2009. Our financial income is largely generated by interest income from cash in banks and offset by the foreign exchange losses recognized in the financial statement consolidation.

Taxation. Our income tax provision was $121,000 for the three months ended March 31, 2010, compared to $1,472 for the three months ended March 31, 2009. This includes estimated U.S. current income tax expenses of $140,000 offset by a deferred U.S. tax benefit of $19,000. We are not required to provide for income taxes in China until we generate net income. For further details, see Note 8 of the condensed consolidated financial statements.

Net Income (loss). As a result of the foregoing, we had net losses of $268,201 for the three months ended March 31, 2010, compared to net losses of $256,543 for the three months ended March 31, 2009. After deduction of non-controlling interest in loss, net loss attributable to Sino-Global Shipping America, Ltd. was $23,249 for the three months ended March 31, 2010, compared to net losses attributable to Sino-Global Shipping America, Ltd. of $99,039 for the three months ended March 31, 2009.

Liquidity and Capital Resources

Cash Flows and Working Capital

We have financed our operations primarily through cash flows from operations and cash derived from our initial public offering.

Operating Activities

Our sales continued to increase. For the nine months ended March 31, 2010, our net cash used in operating activities was $1,887,237, compared to net cash used in operating activities of $1,907,604 for the comparable nine months in 2009. The slight improvement is mainly attributable to (1) the increase of advance to suppliers of $1,187,334, (2) the decrease in accounts receivable and other receivables of $550,073,(3) the decrease in other liabilities of $542,379 and (4) an adjustment for loss from our new equity investment of $30,707. This is mitigated by an increase of accounts payable of $814,933.

Investing Activities

Net cash used in investing activities was $329,015 for the nine months ended March 31, 2010, compared to net cash used in investing activities of $150,313 for the nine months ended March 31, 2009. Trans Pacific, our wholly owned subsidiary in China, invested $290,045 to acquire a 40% interest of Sino-Global Shipping Agency Development Limited.

Financing Activities

Net cash used in financing activities was $4,584, caused by spending $72,454 on repurchasing 21,191 shares of our outstanding common stock from the open market during the nine months ended March 31, 2010. This cost was offset by a $67,870 increase in non-controlling interest in our majority-owned subsidiary of Trans Pacific Shanghai.

We believe that our current cash, cash equivalents, and anticipated cash flow from operations will be sufficient to meet our anticipated cash needs, including cash needs for working capital and capital expenditures for at least the next 12 months. We may, however, require additional cash due to changing business conditions or other future developments, including any investments or acquisitions we may decide to pursue. If our existing cash is insufficient to meet our requirements, we may seek to sell additional equity securities or borrow from banks. However, financing may not be available in the amounts we need or on terms acceptable to us, if at all. The sale of additional equity securities, including convertible debt securities, would dilute our shareholders. The incurrence of debt would divert cash from working capital and capital expenditures to service debt obligations and could result in operating and financial covenants that would restrict our operations and our ability to pay dividends to our shareholders. If we are unable to obtain additional equity or debt financing as required, our business, operations and prospects may suffer.

Contractual Obligations and Commercial Commitments

We have leased certain office premises and apartments for employees under operating leases through December 31, 2011. Below is a summary of our company's contractual obligations and commitments as of March 31, 2010:

	Payment Due by Period			
	Total	Less than 1 year	1-3 years	More than 3 years
Contractual Obligations				
Operating leases	$ 254,349	$ 210,078	$ 44,271	$ —

The Labor Contract Law of the PRC, effective as of January 1, 2008, requires employers to assure the liability of severance payments if employees are terminated and have been working for their employers for at least two years prior to January 1, 2008. The employers will be liable for one month of severance pay for each year of service provided by the employees. As of March 31, 2010, our company has estimated its severance payments to be approximately $92,000, which has not been reflected in our consolidated financial statements.

Company Structure

We conduct our operations primarily through our wholly-owned subsidiaries, Trans Pacific, Sino-AUS and Sino-HK and our variable interest entity, Sino-China. As a result, our ability to pay dividends and to finance any debt we may incur depends upon dividends paid by our subsidiaries and management fees paid by Sino-China. If our subsidiaries incur debt on their own behalf in the future, the instruments governing their debt may restrict their ability to pay dividends to us. In addition, Trans Pacific is permitted to pay dividends to us only out of its retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. Under PRC law, wholly foreign-owned enterprises like Trans Pacific are required to set aside at least 10% of their after-tax profit each year to fund a statutory reserve until the amount of the reserve reaches 50% of such entity's registered capital.

To the extent Trans Pacific does not generate sufficient after-tax profits to fund this statutory reserve, its ability to pay dividends to us may be limited. Although these statutory reserves can be used, among other ways, to increase the registered capital and eliminate future losses in excess of retained earnings of the respective companies, these reserve funds are not distributable as cash dividends except in the event of a solvent liquidation of the companies. Other than as described in the previous sentences, China's State Administration of Foreign Exchange ("SAFE") has approved the company structure between our company and Trans Pacific, and Trans Pacific is permitted to pay dividends to our company.

Off-Balance Sheet Commitments and Arrangements

We have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as shareholders' equity or that are not reflected in our condensed consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serve as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

Recent Accounting Pronouncements

The Emerging Issues Task Force issued "Accounting for an Instrument (or an Embedded Feature) with a Settlement Amount That Is Based on the Stock of an Entity's Consolidated Subsidiary", which is effective for fiscal years beginning on or after December 15, 2008, and interim periods within those fiscal years. Earlier application is not permitted. The consensus shall be applied to outstanding instruments as of the beginning of the fiscal year in which this Issue is initially applied. The fair value of an outstanding instrument that was previously classified as an asset or liability shall become its net carrying amount at that date (that is, its current fair value). The net carrying amount shall be reclassified to non-controlling interest. Gains or losses recorded during the period that the instrument was classified as an asset or liability shall not be reversed. The adoption of this pronouncement did not have a material impact in the Company’s consolidated financial statements.

In April 2010, Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2010-13. This Update addresses the classification of a share-based payment award with an exercise price denominated in the currency of a market in which the underlying equity security trades. Topic 718 is amended to clarify that a share-based payment award with an exercise price denominated in the currency of a market in which a substantial portion of the entity’s equity securities trades shall not be considered to contain a market, performance, or service condition. Therefore, such an award is not to be classified as a liability if it otherwise qualifies as equity classification. The adoption of this pronouncement did not have a material impact in the Company’s consolidated financial statements.

In January 2010, the FASB issued Accounting Standards Update (“ASU”) No. 2010-06, “Improving Disclosures about Fair Value Measurements” (the “Update”). The Update provides amendments to FASB Accounting Standards Codification (“ASC”) 820-10 that require entities to disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers. In addition the Update requires the entities to present separately information about purchases, sales, issuances, and settlements in the reconciliation for fair value measurements using significant unobservable inputs (Level 3). The disclosures related to Level 1 and Level 2 fair value measurements are effective for the Company in 2010 and the disclosures related to Level 3 fair value measurements are effective for the Company in 2011. The new disclosure requirements apply to interim and annual reporting periods beginning after December 15, 2009, with one exception: The new rules regarding purchases, sales, issuances and settlements associated with Level 3 measurements will be effective for fiscal year beginning after December 15, 2010, and for the interim periods with those fiscal years. The Update requires new disclosures only, and will have no impact on our consolidated financial position, results of operations, or cash flow.

In June 2009 the FASB issued an amendment to ASC 810-10. This amendment requires an enterprise to qualitatively assess the determination of the primary beneficiary of a VIE based on whether the enterprise: (1) has the power to direct the activities of a VIE that most significantly effect the entity’s economic performance; and (2) has the obligation to absorb losses of the entity or the right to receive benefits from the entity that could potentially be significant to the VIE. ASC 810-10, as amended, requires an ongoing reconsideration of the primary beneficiary, and amends the events that trigger a reassessment of whether an entity is a VIE. This statement is effective as of the beginning of a reporting entity’s first annual reporting period that begins after November 15, 2009. Earlier application is prohibited. Retrospective application is optional. We are currently evaluating the effects, if any, that ASC 810-10 will have on the Company’s consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Not applicable.

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Item 4/4T. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our Company maintains a system of controls and procedures designed to provide reasonable assurance as to the reliability of the financial statements and other disclosures included in this report, as well as to safeguard assets from unauthorized use or disposition. For the purpose of improving management efficiency and effectiveness, the Company has completed a major part of the implementation of a new accounting and management information system using SAP Business One software. Our company is currently utilizing this new system.

As of March 31, 2010, our company carried out an evaluation, under the supervision of and with the participation of management, including our company's chief executive officer and chief financial officer, of the effectiveness of the design and operation of our company's disclosure controls and procedures. Based on the foregoing, the chief executive officer and chief financial officer concluded that our company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) were effective in timely alerting them to information required to be included in our Company's periodic Securities and Exchange Commission filings.

Changes in Internal Control over Financial Reporting

There were no changes in our company's internal control over financial reporting (as defined in Rule 13a-15(f) of the Securities Exchange Act of 1934) during the three months or nine months ended March 31, 2010 that have materially affected, or are reasonably likely to materially affect, our company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors.

Not applicable.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) None

(b) The annual report filed on September 22, 2009 for the fiscal year ended June 30, 2009 (SEC Accession No. 0001144204-09-049470) is incorporated herein by reference, subject to the replacement of the table under Item 5 thereof with the following table showing the use of proceeds from our initial public offering.

Description of Use	Proposed Expenditure Amount	Actual Expenditures through March 31, 2010
Organization of our company and creation of contractual arrangements among our company, Sino-China and Trans Pacific	$ 100,000	$ 103,526
Business expansion in 15 to 35 main ports in China	5,930,941	1,102,791
Sarbanes-Oxley compliance	500,000	139,621
Marketing of company across China, United States and internationally	244,621	557,502
Develop information exchange system	400,000	104,619
Train staff	163,081	83,325
Fixed asset purchase	407,702	396,624
Miscellaneous expenses	407,702	366,600
Stock repurchases	—	358,356
Total	$ 8,154,047	$ 3,212,966

(c) Our company repurchased 1,505 shares of our outstanding common stock from the open market during the three months ended March 31, 2010. The Company repurchased 1,400 shares in January 2010 and 105 shares in February 2010. From commencement of the repurchase plan through the date of this filing, our company has repurchased 125,191 shares of common stock, including 4,000 shares after March 31, 2010.

Item 3. Defaults upon Senior Securities

None.

Item 4. [Reserved]

Item 5. Other Information

None.

Item 6. Exhibits

The following exhibits are filed herewith:

Number	Exhibit
3.1	Articles of Incorporation of Sino-Global Shipping America, Ltd.(1)
3.2	Bylaws of Sino-Global Shipping America, Ltd.(1)
4.1	Specimen Certificate for Common Stock.(1)
10.1	Exclusive Management Consulting and Technical Services Agreement by and between Trans Pacific and Sino-China.(1)
10.2	Exclusive Marketing Agreement by and between Trans Pacific and Sino-China.(1)
10.3	Proxy Agreement by and among Cao Lei, Zhang Mingwei, the Registrant and Sino-China.(1)
10.4	Equity Interest Pledge Agreement by and among Trans Pacific, Cao Lei and Zhang Mingwei.(1)
10.5	Exclusive Equity Interest Purchase Agreement by and among the Registrant, Cao Lei, Zhang Mingwei and Sino-China.(1)
10.6	First Amended and Restated Exclusive Management Consulting and Technical Services Agreement by and between Trans Pacific and Sino-China.(1)
10.7	

	First Amended and Restated Exclusive Marketing Agreement by and between Trans Pacific and Sino-China.(1)
10.8	Agency Agreement by and between the Registrant and Beijing Shou Rong Forwarding Service Co., Ltd.(2)

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10.9	Lease Agreement dated December 8, 2009.(3)
13.1	Annual report of our company on Form 10-K for the year ended June 30, 2010.(4)
14.1	Code of Ethics of our company.(5)
21.1	List of subsidiaries of our company.(4)
31.1	Certifications pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(6)
31.2	Certifications pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(6)
32.1	Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(6)
32.2	Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(6)

(1) Incorporated by reference to the Company's Registration Statement on Form S-1, Registration No. 333-148611.
(2) Incorporated by reference to our company's Form 8-K filed on January 15, 2010, File No. 001-34024.
(3) Incorporated by reference to our company's Form 8-K filed on February 8, 2010, File No. 001-34024.
(4) Incorporated by reference to our company's Form 10-K filed on September 22, 2009, File No. 001-34024.
(5) Incorporated by reference to our company's Form 10-KSB filed on September 29, 2008, File No. 001-34024.
(6) Filed herewith.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

	SINO-GLOBAL SHIPPING AMERICA, LTD.	
May 14, 2010	By:	/s/ Zhang Mingwei Zhang Mingwei Chief Financial Officer (Principal Financial and Accounting Officer)

SINO-GLOBAL SHIPPING AMERICA, LTD. AND AFFILIATE

INDEX TO FINANCIAL STATEMENTS

SINO-GLOBAL SHIPPING AMERICA LTD. AND AFFILIATE

CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2010 US$ (Unaudited)	June 30, 2009 US$
Assets		
Current assets		
Cash and cash equivalents	5,063,823	7,259,654
Advances to suppliers	1,196,159	8,825
Accounts receivable, less allowance for doubtful accounts of $763,640 and $723,640 as of March 31, 2010 and June 30, 2009	3,200,227	2,894,750
Other receivables	226,681	22,085
Prepaid expenses and other current assets	77,087	58,516
Prepaid taxes	87,452	35,305
Employee loans receivable	16,640	16,627
Income tax receivable	34,445	105,092
Deferred tax assets	326,000	333,000
Total current assets	10,228,514	10,733,854
Property and equipment, net	816,834	972,931
Security deposits	36,084	56,885
Employee loans receivable less current portion	56,080	68,504
Deferred tax assets	61,000	26,000
Equity investment	259,338	-
Other assets	-	766
Total Assets	11,457,850	11,858,940
Liabilities and Shareholders' Equity		
Current liabilities		
Advances from customers	703,586	686,588
Accounts payable	3,839,037	3,024,104
Accrued expenses	70,305	145,857
Income taxes payable	77,067	-
Other current liabilities	77,422	619,801
Total Current Liabilities	4,767,417	4,476,350
Total Liabilities	4,767,417	4,476,350
Shareholders' equity		
Preferred stock, 1,000,000 shares authorized, no par value	-	-
Common stock, 10,000,000 shares authorized, no par value; 3,029,032 shares issued	7,709,745	7,709,745
Additional paid-in capital	1,158,696	1,158,696
Treasury stock, at cost	(358,356)	(285,902)
Retained earnings	149,137	111,326

Accumulated other comprehensive loss	(27,469)	(13,399)
Unearned Compensation	(755,396)	(755,396)
Total Sino-Global Shipping America Ltd. Shareholders' equity	7,876,357	7,925,070
Non-Controlling interest	(1,185,924)	(542,480)
Total shareholders' equity	6,690,433	7,382,590
Total Liabilities and Shareholders' Equity	11,457,850	11,858,940

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

SINO-GLOBAL SHIPPING AMERICA LTD. AND AFFILIATE

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the nine months ended March 31,		For the three months ended March 31,	
	2010 US$	2009 US$	2010 US$	2009 US$
Revenues	18,898,243	12,858,734	6,021,192	3,285,539
Costs and expenses				
Cost of revenues	(16,498,129)	(11,053,105)	(5,201,561)	(2,490,591)
General and administrative expense	(2,796,520)	(3,048,188)	(1,000,426)	(874,732)
Selling expense	(121,767)	(337,977)	(38,468)	(101,289)
Other income (expense)	90,803	(66,132)	83,295	(64,872)
	(19,325,613)	(14,505,402)	(6,157,160)	(3,531,484)
Operating Loss	(427,370)	(1,646,668)	(135,968)	(245,945)
Financial income (expense), net	193,757	(83,679)	7,997	(9,126)
Non-operating revenue	17,598	-	15,333	-
Non-operating costs	(11,746)	-	(3,856)	-
Loss from equity investment	(30,707)	-	(30,707)	-
	168,902	(83,679)	(11,233)	(9,126)
Net loss before provision for income taxes	(258,468)	(1,730,347)	(147,201)	(255,071)
Income taxes	(414,151)	(227,768)	(121,000)	(1,472)
Net loss	(672,619)	(1,958,115)	(268,201)	(256,543)
Non-controlling interest in loss	(710,430)	(527,497)	(244,952)	(157,504)
Net income (loss) attributable to Sino-Global Shipping America Ltd.	37,811	(1,430,618)	(23,249)	(99,039)
Earnings (loss) per share				
-Basic	0.013	(0.48)	(0.01)	(0.03)
-Diluted	0.012	(0.48)	(0.01)	(0.03)