



**(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  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

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

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 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, although 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. 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 ships coming to and departing from Chinese ports. Our company was incorporated in New York in February 2001. On September 18, 2007, we amended the Articles of Incorporation and Bylaws of our New York corporation to merge into a new Virginia corporation, Sino-Global Shipping America, Ltd.

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 Qingdao, Qinhuangdao and Fangchenggang, we provide general shipping agency services in all commercial ports in China.

On November 13, 2007, we formed a wholly owned foreign-owned enterprise, Trans Pacific Shipping Limited ("Trans Pacific Beijing"), which invested in one 90%-owned subsidiary on May 31, 2009, Trans Pacific Logistics Shanghai Limited ("Trans Pacific Shanghai". Trans Pacific Beijing and Trans Pacific Shanghai are referred to collectively as "Trans Pacific").

Trans Pacific Beijing and Sino-China do not have a parent-subsiary relationship. Trans Pacific Beijing has contractual arrangements with Sino-China and its shareholders that enable us to substantially control Sino-China.

For the 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, which serves the needs of customers shipping into and out of Western Australia. The Company also signed an agreement with Monson Agencies Australia (“Monson”), one of the largest shipping agency service providers in Australia. Through our relationship with Monson, we are able to provide general shipping agency services to all ports in Australia.

We established another wholly-owned subsidiary, Sino-Global Shipping (HK) Limited (“Sino-Global HK”) on September 22, 2008. Sino-Global HK is our control and management center for southern Chinese ports and enables 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 our relationship with Forbes, we are able to provide general shipping agency services to all ports in India.

We established a new wholly-owned subsidiary, Sino-Global Shipping Canada Inc. (“Sino-Global Canada”) at the end of 2012, to provide services for ships loading commodities at Canadian ports. Sino-Global Canada has already commenced providing services to Baosteel’s vessels in Canada.

## Revenues

China's economy has slowed down since the second half of 2012 resulting in reduced volume of iron ore import. The number of ships we served decreased from 351 to 322 and 129 to 99 for the nine months and the three months ended March 31, 2012 and 2013, respectively. In addition, our major customer, Beijing Shourong Forwarding Co. Ltd. ("Shourong"), has changed its service arrangement with our Company since January 2013, from the lump sum fix rate discharging agency services to the protective agency services, for its ships discharging at a Chinese port. Because protective services generate much less agency revenues, our total revenues decreased from \$25.73 million down to \$16.65 million for the nine months and from \$9.11 million down to \$2.34 million for the three months ended March 31, 2012 and 2013, respectively.

	For the nine months ended March 31,				For the three months ended March 31,			
	2013	2012	Diff.	%	2013	2012	Diff.	%
Number of ships served								
Loading/discharging	150	283	(133)	(47.00)	18	94	(76)	(80.85)
Protective	172	68	104	152.94	81	35	46	131.43
Total	322	351	(29)	(8.26)	99	129	(30)	(23.26)

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

The Chinese Ministry of Finance and the State Administration of Taxation jointly set out the Value Added Tax (VAT) reform plan, which will see the business taxes replaced by VAT commencing from Shanghai on January 1, 2012, and then be extended to all other provinces and autonomies in mainland China. As we recorded most of our revenues outside of China, there is little effect of ongoing VAT reform to our operating results.

In general, we provide two types of shipping agency services, namely loading/discharging services and protective services. For protective agency services, we charge fixed fees while our customers are responsible for the payment of port costs and expenses. For loading/discharging agency services, we receive the total amount from our customers and pay the port charges on our customers' behalf. Under these circumstance, we charge shipping agency fees in two ways: (1) the lump sum amount is predetermined with a customer, and (2) the cost-plus fees are calculated based on the actual costs incurred plus a markup. 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 type of services we provide, for example loading/discharging, protective, owner's affairs;
- .. 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 and overseas. 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. We believe that our diversified focus on loading and discharging cargo in both Chinese and overseas ports will enable us to grow and manage the exchange rate risk associated with the trend of the U.S. dollar's devaluation against the RMB because our overseas revenues and port charges are normally paid in foreign currencies. To the extent these other foreign currencies devalue against the RMB, of course, we would still face exchange rate risks.

## Operating Costs and Expenses

Our operating costs and expenses consist of costs of revenues, general and administrative expenses, selling expenses. Our total operating costs and expenses decreased in absolute amount for the nine and three months ended March 31, 2013 compared to the same periods ended March 31, 2012, and as a percentage of total revenues for the nine month period, mainly due to our budget control efforts on 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,				Change	
	2013 US\$	%	2012 US\$	%	US\$	%
Revenues	16,650,903	100.00	25,725,311	100.00	(9,074,408 )	(35.27)
Costs and expenses						
Cost of revenues	15,118,150	90.79	23,840,881	92.67	(8,722,731 )	(36.59)
General and administrative expense	2,543,959	15.28	3,976,137	15.46	(1,432,178 )	(36.02)
Selling expense	213,032	1.28	296,353	1.15	(83,321 )	(28.12)
Total costs and expenses	17,875,141	107.35	28,113,371	109.28	(10,238,230)	(36.42)

	For the three months ended March 31,				Change	
	2013 US\$	%	2012 US\$	%	US\$	%
Revenues	2,339,074	100.00	9,110,006	100.00	(6,770,932)	(74.32)
Costs and expenses						
Cost of revenues	1,993,924	85.24	8,634,188	94.78	(6,640,264)	(76.91)
General and administrative expense	539,348	23.06	1,149,522	12.62	(610,174 )	(53.08)
Selling expense	29,606	1.27	83,547	0.92	(53,941 )	(64.56)
Total costs and expenses	2,562,878	109.57	9,867,257	108.32	(7,304,379)	(74.03)

**Costs of Revenues.** Costs of revenues represent the expenses incurred in the periods when a ship docks in a harbor to load and discharge cargo. We believe the most significant factors that directly or indirectly affect our costs of revenues are:

.. the number of ships to which we provide port loading/discharging services;

- .. the size of ships we serve, as large ship requires more towboats to park at harbor;
- .. the nationality of ships we serve, as a foreign ship pays different tonnage taxes;
- .. the complexity of service processing;
- .. the operating condition of a particular port for ships loading or discharging;
- .. the number of days a ship loading or discharging; and
- .. the number of days ships loading or discharging during overtime period and public holidays.

We typically pay the costs of revenues on behalf of our customers. Except for Australia and Canada where our revenues and costs are settled in the local currencies, we receive most revenues from our clients in U.S. dollars and pay most costs of revenues to the local port agents in local currency, for example RMB in China. As such, the costs of revenues will change if the foreign currency exchange rates change.

Our costs of revenues as a percentage of our total revenues decreased from 92.67% to 90.79% for the nine months and from 94.78% to 85.24% for the three months ended on March 31, 2013 and 2012, respectively. Consequently, our gross margin increased from 7.33% to 9.21% for the nine months and from 5.22% to 14.76% for the three months ended on March 31, 2013 and 2012, respectively. The gross margin increased because we provided protective services to more ships, which had high gross margin compared to loading/discharging services.

	For the nine months ended March 31,			For the three months ended March 31,		
	2013	2012	Diff.	2013	2012	Diff.
Revenues (\$)	16,650,903	25,725,311	(9,074,408)	2,339,074	9,110,006	(6,770,932)
Loading/discharging Protective	16,320,424	25,656,242	(9,335,818)	2,130,407	9,071,098	(6,940,691)
	330,479	69,069	261,410	208,667	38,908	169,759
Costs of revenues (\$)	15,118,150	23,840,881	(8,722,731)	1,993,924	8,634,188	(6,640,264)
Loading/discharging Protective	14,969,077	23,816,359	(8,847,282)	1,899,257	8,629,939	(6,730,682)
	149,073	24,522	124,551	94,667	4,249	90,418
Gross profits (\$)	1,532,753	1,884,430	(351,677 )	345,150	475,818	(130,668 )
Loading/discharging Protective	1,351,347	1,839,883	(488,536 )	231,150	441,159	(210,009 )
	181,406	44,547	136,859	114,000	34,659	79,341
Gross margin (%)	9.21	7.33	1.88	14.76	5.22	9.54
Loading/discharging Protective	8.28	7.17	1.11	10.85	4.86	5.99
	54.89	64.50	(9.61 )	54.63	89.08	(34.45 )

**General and Administrative Expenses.** Our general and administrative expenses primarily consist of salaries and benefits for our staff (both operating and administrative personnel), business promotion, depreciation expenses, office rental expenses and expenses for legal, accounting and other professional services. For the nine months ended March 31, 2013, our general and administrative expenses as a percentage of our total revenues decreased slightly from 15.46% to 15.28% compared to the same periods ended March 31, 2012, mainly due to our cuts in business expansion, office expenditure and travelling expenses. For the three months ended March 31, 2013, our general and administrative expenses as a percentage of our total revenues increased from 12.62% to 23.06% compared to the same period ended March 31, 2012, mainly due to the material decrease in revenues.

**Selling Expenses.** Our selling expenses primarily consist of commissions and traveling expenses for our operating staff to the ports at which we provide services. In line with the decrease in our revenues, our selling expenses decreased in absolute amount and increased as a percentage of our total net revenues for the nine and three months ended March 31, 2013.

### Critical Accounting Policies

We prepare the 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.

There have been no material changes during 2013 in the Company's significant accounting policies to those previously disclosed in the 2012 annual report.

## **2013 Trends**

The slowdown of China's economy has brought it with a negative impact to Chinese steel manufacturing industry. Because our shipping agency business focus on cargos carrying iron ore from overseas to China, our revenues decreased significantly in line with the downturn trend. Our revenues decreased 35.27% for the nine months and 74.32% for the three months ended March 31, 2013. This is largely attributed to the reduced number of ships we served for Shourong, our major customer from which we have generated more than 60% of total revenues. In addition, Shourong has changed its service arrangement with us, appointing us as a protective agent instead of a general agent since January 2013. This further reduced our revenues generated from Shourong in this quarter. Although Shourong has not signed a definite service agreement with us, we have continued to receive its agency appointments. Compared to a general agent who will bear with the port charge fluctuations and foreign exchange risk, a protective agent role is more cost effective for us. Our general and administrative expenses reduced 36.02% and 53.08% for the respective nine months and three months ended March 31, 2013, compared to the same periods in 2012. We believe our business relationship with Shourong will continue, at least in our fiscal 2013 and the management is working to obtain a favorable service arrangement with Shourong. Meanwhile, we have leveraged our efforts in maintaining our current clients and attracting new clients. Our operating activities are doing well at the loading ports in Australia, Canada, South Africa, Brazil and other countries to which China has major trading activities.

We have received shareholder approval to issue 1,800,000 shares of our common stock to Mr. Zhang Zhong in return for \$3,078,000 in cash. As Mr. Zhang is a 90% shareholder of Tianjin Zhiyuan Investment Group Ltd. (the “Zhiyuan Group”), the successful completion of the transaction will provide us with the new opportunities to cooperate with Zhiyuan Group in a wider service range including shipping agency, ship management, ship operating and forwarding. We expect our services to Zhiyuan Group will generate significant revenues in the near future.

In accordance with our budget control efforts, our general and administrative expenses decreased significantly for the nine and three months ended March 31, 2013. In the 2013 fiscal year, we will continue our combined effort to control our budget and promote business growth.

### **Compliance with Listing Rule 5550(b)(1)**

We received a notification letter from NASDAQ dated November 21, 2012, regarding the noncompliance with the NASDAQ Capital Market Listing Rule 5550(b)(1) of maintaining a minimum of \$2,500,000 in shareholders’ equity. In accordance with the instruction provided in the notification letter, we responded to NASDAQ, applying for a full extension together with a plan to regain compliance with the Listing Rule 5550(b)(1). The application for the 180 day full extension was granted by NASDAQ on January 24, 2013, allowing us to implement our plan on or before May 20, 2013. On April 19, 2013, our shareholders general meeting voted and approved the issuance of 1,800,000 new shares at price \$1.71 to Mr. Zhang Zhong. We have received the proceeds from the equity financing in April and are in the process of issuing the shares to Mr. Zhang Zhong as of this filing. If these proceeds were reflected in our financial statements for the quarter ended March 31, 2013, our shareholder equity would have been \$4,370,974. In light of this financing, we believe that we have returned compliance with NASDAQ Capital Market Listing Rule 5550(b)(1); however, we do not believe we will receive notice of compliance until the first quarterly or annual report that demonstrates our return to compliance with this rule.

### **Results of Operations**

#### ***Nine Months Ended March 31, 2013 Compared to Nine Months Ended March 31, 2012***

**Revenues.** Our total revenues decreased by 35.27% from \$25,725,311 for the nine months ended March 31, 2012 to \$16,650,903 in the comparable nine months in 2013. The number of ships that generated revenues for us decreased from 351 for the nine month period of fiscal 2012 to 322 for the comparable period of fiscal 2013. Moreover, we provided protective services for more ships which generated significantly lower revenues per ship. For the nine months ended March 31, 2013, we provided protective services to 172 ships, compared to 68 ships for the nine month period of 2012. In contrast, we provided loading/discharging service to 150 and 283 ships for the nine months ended March 31, 2013 and 2012, respectively.

**Total Operating Costs and Expenses.** Our total operating costs and expenses decreased by 36.42% from \$28,113,371 for the nine months ended March 31, 2012 to \$17,875,141 for the nine months ended March 31, 2013. This decrease was primarily due to decreases in our costs of revenues and general and administrative expenses, as discussed below.

**Costs of Revenues.** Our cost of revenues decreased by 36.59% from \$23,840,881 for the nine months ended March 31, 2012 to \$15,118,150 for the nine months ended March 31, 2013. The revenues decreased more slowly than costs of revenues and the gross margins increased from 7.33% to 9.21% for the comparative nine months ended March 31, 2012 and 2013, respectively. The increase in gross margins was mainly due from the protective service. However, the devaluation of the U.S. dollar against the Chinese currency resulted in 0.78% decrease in gross margin. The average foreign exchange rate was \$1.00 to RMB6.2757 for the nine months ended March 31, 2013 compared to \$1.00 to RMB6.3605 for the nine months ended March 31, 2012, a 1.33% increase during the period.

**General and Administrative Expenses.** Our general and administrative expenses decreased by 36.02% from \$3,976,137 for the nine months ended March 31, 2012 to \$2,543,959 for the nine months ended March 31, 2013. This mainly due to (1) decreased bad debts provision of \$88,621, (2) a decrease of \$552,750 in business promotion, (3) decreased listing expense of \$186,970, (4) decreased salaries and benefits for our staff of \$235,145, (5) decreased travelling expense of \$89,184. We will continue our budget control efforts to reduce the general and administrative expenses as a percentage of total revenues.

**Selling Expenses.** Our selling expenses decreased by 28.12% from \$296,353 for the nine months ended March 31, 2012 to \$213,032 for the period ended March 31, 2013. Most selling expenses are commissions paid to business partners who refer shipping agency business to us.

**Operating Loss.** We had an operating loss of \$1,224,238 for the nine months ended March 31, 2013, compared to an operating loss of \$2,388,060 for the comparable nine months in 2012. The operating loss for the nine month period of fiscal 2013 was decreased primarily due to the reduced costs of revenues and general and administrative expenses.

**Financial Income, Net.** Our net financial income was \$22,674 for the nine months ended March 31, 2013, compared to our net financial income of \$58,705 for the nine months ended March 31, 2012. The net financial income was derived largely from the foreign exchange income recognized in the financial statement consolidation. Foreign exchange losses resulting from the settlement of foreign exchange transactions are recognized in the condensed consolidated statements of operations.

**Taxation.** Our income tax expense was \$64,500 for the nine months ended March 31, 2013, compared to income tax benefits of \$31,232 for the nine months ended March 31, 2012. The income tax expense of \$64,500 was deferred tax expense resulted from an increase of valuation allowance of deferred tax assets.

**Net Loss.** As a result of the foregoing, we had a net loss of \$1,219,051 for the nine months ended March 31, 2013, compared to net loss of \$2,424,480 for the nine months ended March 31, 2012. After deduction of non-controlling interest in loss, net loss attributable to Sino-Global Shipping America, Ltd. was \$648,329 for the nine months ended March 31, 2013, compared to net loss of \$1,538,176 for the nine months ended March 31, 2012. With other comprehensive loss foreign currency translation, comprehensive loss was \$635,442 for the nine months ended March 31, 2013, compared to comprehensive loss of \$1,510,966 for the nine months ended March 31, 2012.

### ***Three Months Ended March 31, 2013 Compared to Three Months Ended March 31, 2012***

**Revenues.** Our total revenues decreased by 74.32% from \$9,110,006 for the three months ended March 31, 2013 to \$2,339,074 in the comparable three months in 2012. The number of ships that generated revenues for us decreased from 129 for the three months ended March 31, 2012 to 99 for the comparable quarter of fiscal 2013. Accordingly, our revenues decreased. In addition, we provided protective services for more ships which generated significantly lower revenues per ship. For the three months ended March 31, 2013, we provided protective services to 81 ships, compared to 35 ships for the same quarter of 2012. We provided loading/discharging service to 18 and 94 ships for the three months ended March 31, 2013 and 2012, respectively.

**Total Operating Costs and Expenses.** Our total operating costs and expenses decreased by 74.03% from \$9,867,257 for the three months ended March 31, 2012 to \$2,562,878 for the three months ended March 31, 2013. This decrease was primarily due to decreases in our costs of revenues and general and administrative expenses, as discussed below.



**Costs of Revenues.** Our cost of revenues decreased by 76.91% from \$8,634,188 for the three months ended March 31, 2012 to \$1,993,924 for the three months ended March 31, 2013. Revenues decreased more slowly than costs of revenues, and the gross margins increased from 5.22% to 14.76% for the comparative three months ended March 31, 2012 and 2013, respectively. The increase was mainly because we provided more protective services, which resulted in higher gross margin. However, the devaluation of the U.S. dollar against the Chinese currency resulted in a 1.22% decrease in gross margin. The average foreign exchange rate was \$1.00 to RMB6.2254 for the three months ended March 31, 2013 compared to \$1.00 to RMB6.3084 for the three months ended March 31, 2012, a 1.32% increase during the period.

**General and Administrative Expenses.** Our general and administrative expenses decreased by 53.08% from \$1,149,522 for the three months ended March 31, 2012 to \$539,348 for the three months ended March 31, 2013. This decrease was mainly due to (1) decreased salaries and benefits for our staff of \$194,489, (2) a decrease of \$184,388 in business promotion, (3) decreased listing expense of \$78,443. We will continue our budget control efforts to reduce the general and administrative expenses as a percentage of total revenues.

**Selling Expenses.** Our selling expenses decreased by 64.56% from \$83,547 for the three months ended March 31, 2012 to \$29,606 for the three months ended March 31, 2013, mainly due to lower commission payments related to the sales decrease.

**Operating Loss.** We had an operating loss of \$223,804 for the three months ended March 31, 2013, compared to operating loss of \$757,251 for the comparable three months in 2012. The operating loss for the third quarter of fiscal 2013 was primarily due to the decrease in costs of revenues and general and administrative expenses.

**Financial Expense, Net.** Our net financial expense was \$7,060 for the three months ended March 31, 2013, compared to our net financial income of \$42,152 for the three months ended March 31, 2012. The net financial income was derived largely from the foreign exchange gains recognized in the financial statement consolidation. Foreign exchange losses resulting from the settlement of foreign exchange transactions are recognized in the condensed consolidated statements of operations.

**Taxation.** Our income tax benefits were \$14,600 for the three months ended March 31, 2013, compared to income tax benefits of \$7,111 for the three months ended March 31, 2012. As we had a tax benefit of \$24,100 and deferred tax expense of \$9,500, the income tax benefits of the three months ended March 31, 2013 was \$14,600.

**Net Loss.** As a result of the foregoing, we had a net loss of \$211,040 for the three months ended March 31, 2013, compared to net loss of \$770,155 for the three months ended March 31, 2012. After deduction of non-controlling interest in loss, net loss attributable to Sino-Global Shipping America, Ltd. was \$166,510 for the three months ended March 31, 2013, compared to net loss of \$477,388 for the three months ended March 31, 2012. With other comprehensive loss foreign currency translation, comprehensive loss was \$151,175 for the three months ended March 31, 2013, compared to comprehensive loss of \$461,984 for the three months ended March 31, 2012.

## **Liquidity and Capital Resources**

### ***Cash Flows and Working Capital***

We have financed our operations primarily through cash flows from operations. As of March 31, 2013, we had \$331,020 in cash and cash equivalents. Our cash and cash equivalents primarily consist of cash on hand and cash in banks. We deposited approximately 80.66% of our cash in banks in the USA, Australia and Hong Kong.

The following table sets forth a summary of our cash flows for the periods indicated:

**For the nine months  
ended March 31,  
2013                      2012**

Net cash (used in) provided by operating activities	\$(4,043,279)	\$1,644,160
Net cash used in investing activities	(50,198 )	(42,874 )
Net cash used in financing activities	(9,866 )	(15,151 )
Net (decrease) increase in cash and cash equivalents	(4,102,313)	1,538,627
Cash and cash equivalents at the beginning of Period	4,433,333	4,878,828
Cash and cash equivalents at the end of Period	331,020	6,417,455

***Operating Activities***

Net cash used in operating activities was \$4,043,279 for the nine months ended March 31, 2013, compared to net cash provided by operating activities of \$1,644,160 for the comparable period in 2012. The increased use in operating cash flows is mainly attributable to a net loss of \$1,219,051, an increase in account receivable of \$1,825,731, a decrease in accounts payable of \$1,536,468, offset by an increase in advances to suppliers of \$96,151. According to the Agreement signed with Shourong, we should receive our fixed lump sum agency fees prior to our services to be provided. This important term has been breached and Shourong had not paid our fees since September 2012. As at March 31, 2013, our accounts receivable to Shourong amounted to approximately \$3.5 million. Since Shourong is state-owned, we leverage these uncollected agency fees with the accounts payable to local port agents for the shipping services related to Shourong. Most of the balance due from Shourong represents port charges. As such, the unpaid amount from Shourong will not severely damage our solvency. Up to this report date, we are still coordinating between Shourong and local port agents on an acceptable settlement solution for all parties involved. Local port agents are seeking payments directly from Beijing Shourong. We don't expect any bad debt on these receivables based on our experience with Shourong and local port agents. On the other hand, under the tightened financing policies imposed by the Chinese government, we had to accelerate our payments to local port agents for their services provided to our other customers. Thus, our accounts payable balance was significantly reduced.

Since we collect most of our revenues in U.S. dollars and pay most of our costs and expenses in RMB, the increase in the valuation of RMB against U.S. dollar has caused a decline in gross margin and higher expenses for our Company for the period ended March 31, 2013.

We expect we will be substantially dependent on the value of the U.S. dollar for the foreseeable future, even where the revenues are not paid in U.S. dollars.

### ***Investing Activities***

Net cash used in investing activities was \$50,198 compared to net cash used in investing activities of \$42,874 for the nine months ended March 31, 2013 and 2012, respectively. We made capital expenditures of \$50,198 and \$42,874 for the nine months ended March 31, 2013 and 2012, representing 0.64% and 0.39% of our total assets, respectively.

### ***Financing Activities***

Net cash used in financing activities was \$9,866 for the nine months ended March 31, 2013 from the decrease of non-controlling interest in majority-owned subsidiary.

### ***Working Capital***

Total working capital amounted to \$601,793 as at March 31, 2013 compared to \$1,753,974 as at June 30, 2012. Total current assets decreased by \$2,599,175 from \$9,786,401 as at June 30, 2012 to \$7,187,226 as at March 31, 2013. Decrease in total current assets is principally a result of decrease in cash of approximately \$4 million as we paid down accounts payable, offset by increase in accounts receivable of approximately \$2 million as a result of nonpayment by Shourong.

Current liabilities amounted to \$6,585,433 as at March 31, 2013, in comparison to \$8,032,427 as at June 30, 2012. The decrease was attributable mainly to a decrease in accounts payable of \$1,536,468 resulting from payments made to port agents in the first two quarters of 2013, offset by an increase in other current liabilities of \$79,878.

The current ratio decreased from 1.22 at June 30, 2012 to 1.09 at March 31, 2013. The change in our current ratio was primarily due to the decrease in our current assets, and the decrease in current ratio reflects a reduction of approximately \$4 million in cash during the quarter.

As mentioned above, NASDAQ Listing Rule 5550(b)(1) requires us to maintain a minimum of \$2,500,000 in shareholders' equity. To maintain compliance and to protect our company against potential future insolvency, we requested shareholder approval to issue shares of our common stock in return for cash. On April 17, 2013, we received \$3,078,000 from Mr. Zhang Zhong for 1,800,000 new common shares issued to him. We believe that additional cash from the plan implementation together with 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. However, financing from this plan was dilutive to our shareholders, as the price per share was set at a discount to the closing price of our common stock on the date we signed an agreement to issue the shares to Mr. Zhang Zhong (subject to shareholder approval).

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.

## Contractual Obligations and Commercial Commitments

We have leased certain office premises and apartments for employees under operating leases through September 30, 2014. Below is a summary of our company's contractual obligations and commitments as of March 31, 2013:

	Payment Due by Period			
	Total	Less than 1 year	1-3 years	More than 3 years
Contractual Obligations				
Operating leases	\$141,893	\$111,197	\$30,696	\$ --

## 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.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

This Item is not applicable because we are a smaller reporting company.

### Item 4/4T. Controls and Procedures

#### **Evaluation of Disclosure Controls and Procedures**

Our Company maintains a system of controls and procedures designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Act (15 U.S.C. 78a *et seq.*) is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

As of March 31, 2013, 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 the 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 nine months ended March 31, 2013 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**

We are periodically involved in legal proceedings in the ordinary course of business. During the nine months ended March 31, 2013, neither we nor any of our subsidiaries or affiliate was involved in any material pending legal proceedings. Nor was any of our property subject to any such material pending legal proceedings.

#### **Item 1A. Risk Factors**

Not applicable.

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

(a)None.

(b)None.

(c)During the three months ended March 31, 2013, the company did not repurchase any shares of common stock.

#### **Item 3. Defaults upon Senior Securities**

None.



Item 4. Mine Safety Disclosures

None.

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)

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- 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)
- 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, 2011.(4)
- 14.1 Code of Ethics of our company.(5)
- 21.1 List of subsidiaries of our company.(6)
- 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.(7)
- 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.(7)
- 32.1 Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(7)
- 32.2 Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(7)
- 99.1 Press release dated May 14, 2013 titled "Sino-Global Announces Fiscal Third Quarter 2013 Financial Results".(7)

- EX-101.INS XBRL Instance Document. (8)
- EX-101.SCH XBRL Taxonomy Extension Schema Document. (8)
- EX-101.CAL XBRL Taxonomy Extension Calculation Linkbase Document. (8)
- EX-101.DEF XBRL Taxonomy Extension Definition Linkbase Document. (8)
- EX-101.LAB XBRL Taxonomy Extension Label Linkbase Document. (8)
- EX-101.PRE XBRL Taxonomy Extension Presentation Linkbase Document. (8)

- (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 4, 2010, File No. 001-34024.
- (4) Incorporated by reference to our company's Form 10-K filed on September 26, 2011, 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) Incorporated by reference to our company's Form 10-K filed on September 22, 2009, File No. 001-34024.
- (7) Filed herewith.
- (8) Furnished 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, 2013 By: /s/ Zhang Mingwei  
Zhang Mingwei  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

**SINO-GLOBAL SHIPPING AMERICA, LTD. AND AFFILIATES**

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**UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS:**

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## SINO-GLOBAL SHIPPING AMERICA, LTD. AND AFFILIATES

CONDENSED CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)

	March 31, 2013	June 30, 2012
Assets		
Current assets		
Cash and cash equivalents	\$331,020	\$4,433,333
Advances to suppliers	805,503	901,654
Accounts receivable, net	5,614,697	3,788,966
Other receivables, net	293,010	377,835
Other current assets	29,307	82,257
Prepaid taxes	26,189	27,356
Deferred tax assets	87,500	175,000
 Total current assets	 7,187,226	 9,786,401
Property and equipment, net	306,167	415,672
Other long-term assets	18,014	30,457
Deferred tax assets - long term	367,000	344,000
 Total Assets	 7,878,407	 10,576,530
Liabilities and Equity		
Current liabilities		
Advances from customers	322,285	303,437
Accounts payable	5,930,677	7,467,145
Accrued expenses	82,965	92,217
Other current liabilities	249,506	169,628
 Total Current Liabilities	 6,585,433	 8,032,427
 Total Liabilities	 \$6,585,433	 \$8,032,427
Commitments and Contingency		
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, 2,903,841 outstanding	\$7,709,745	\$7,709,745
Additional paid-in capital	1,191,796	1,191,796
Treasury stock, at cost - 125,191 shares	(372,527 )	(372,527 )
Accumulated deficit	(3,705,186)	(3,056,858 )
Accumulated other comprehensive loss	7,113	16,709
Unearned Stock-based Compensation	(202,089 )	(202,089 )

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Total Sino-Global Shipping America Ltd. Stockholders' equity	4,628,852	5,286,776
Non-Controlling interest	(3,335,878)	(2,742,673 )
Total equity	1,292,974	2,544,103
Total Liabilities and Equity	\$7,878,407	\$10,576,530

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

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## SINO-GLOBAL SHIPPING AMERICA, LTD. AND AFFILIATES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS  
(UNAUDITED)

	For the nine months ended March 31,		For the three months ended March 31,	
	2013	2012	2013	2012
Net Revenues	\$ 16,650,903	\$ 25,725,311	\$ 2,339,074	\$ 9,110,006
Cost of revenues	(15,118,150)	(23,840,881)	(1,993,924)	(8,634,188)
Gross profit	1,532,753	1,884,430	345,150	475,818
General and administrative expenses	(2,543,959 )	(3,976,137 )	(539,348 )	(1,149,522)
Selling expenses	(213,032 )	(296,353 )	(29,606 )	(83,547 )
	(2,756,991 )	(4,272,490 )	(568,954 )	(1,233,069)
Operating Loss	(1,224,238 )	(2,388,060 )	(223,804 )	(757,251 )
Financial income, net	22,674	58,705	(7,060 )	(42,152 )
Other income, net	47,013	63,415	5,224	22,910
Loss from equity investment	-	(189,772 )	-	(773 )
	69,687	(67,652 )	(1,836 )	(20,015 )
Net loss before provision for income taxes	(1,154,551 )	(2,455,712 )	(225,640 )	(777,266 )
Income tax (expense) benefit	(64,500 )	31,232	14,600	7,111
Net loss	(1,219,051 )	(2,424,480 )	(211,040 )	(770,155 )
Net loss attributed to non-controlling interest	(570,722 )	(886,304 )	(44,530 )	(292,767 )
Net loss attributable to Sino-Global Shipping America, Ltd	(648,329 )	(1,538,176 )	(166,510 )	(477,388 )
Net loss	\$(1,219,051 )	\$(2,424,480 )	\$(211,040 )	\$(770,155 )
Other comprehensive income:				
Foreign currency translation adjustments	(9,596 )	9,847	7,327	13,836
Comprehensive loss	(1,228,647 )	(2,414,633 )	(203,713 )	(756,319 )
Less: Comprehensive loss attributable to non-controlling interest	(593,205 )	(903,667 )	(52,538 )	(294,335 )
	\$(635,442 )	\$(1,510,966 )	\$(151,175 )	\$(461,984 )

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Comprehensive loss attributable to Sino-Global Shipping  
America Ltd.

Loss per share				
-Basic and diluted	\$ (0.22	) \$ (0.53	) \$ (0.06	) \$ (0.16
Weighted average number of common shares used in computation				
-Basic and diluted	2,903,841	2,903,841	2,903,841	2,903,841

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

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## SINO-GLOBAL SHIPPING AMERICA LTD. AND AFFILIATES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

	For the nine months ended March 31,	
	2013	2012
	US\$	US\$
Operating Activities		
Net loss	\$(1,219,051)	\$(2,424,480)
Adjustment to reconcile net loss to net cash used in operating activities		
Depreciation and amortization	139,859	193,913
Provision for doubtful accounts	-	115,984
Deferred tax expense (benefit)	64,500	(61,000 )
Loss from equity investment	-	189,772
Gain on disposition of property and equipment	(3,398 )	-
Changes in assets and liabilities		
Decrease (Increase) in advances to suppliers	96,151	(384,142 )
Increase in accounts receivable	(1,825,731)	(856,578 )
Decrease in other receivables	84,825	80,229
Decrease in other current assets	52,950	10,820
Decrease in prepaid taxes	1,167	260,303
Decrease in other long-term assets	12,443	5,669
Increase (Decrease) in advances from customers	18,848	(428,970 )
(Decrease) Increase in accounts payable	(1,536,468)	4,924,359
Decrease in accrued expenses	(9,252 )	(13,898 )
Increase in other current liabilities	79,878	32,179
Net cash (used in) provided by operating activities	(4,043,279)	1,644,160
Investing Activities		
Acquisitions of property and equipment	(50,198 )	(42,874 )
Net cash used in investing activities	(50,198 )	(42,874 )
Financing Activities		
Decrease in noncontrolling interest in majority-owned subsidiary	(9,866 )	(15,151 )
Net cash used in financing activities	(9,866 )	(15,151 )
Effect of exchange rate fluctuations on cash and cash equivalents	1,030	(47,508 )
Net (decrease) increase in cash and cash equivalents	(4,102,313)	1,538,627

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Cash and cash equivalents at beginning of period	4,433,333	4,878,828
Cash and cash equivalents at end of period	\$331,020	\$6,417,455
Supplemental information		
Income taxes paid	\$19,800	\$19,800

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

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## **SINO-GLOBAL SHIPPING AMERICA, LTD. AND AFFILIATES**

### **NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

#### **1. ORGANIZATION AND NATURE OF BUSINESS**

Sino-Global Shipping America, Ltd. (the “Company”) was incorporated on February 2, 2001 in New York. On September 18, 2007, the Company amended the Articles of Incorporation and Bylaws to merge into a new Corporation, Sino-Global Shipping America, Ltd. in Virginia.

The Company’s 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, the Company provides its services in the PRC through Sino-Global Shipping Agency Ltd. (“Sino-China”), a Chinese legal entity, which holds the licenses and permits necessary to operate shipping services in the PRC. Sino-China is located in Beijing with branches in Qingdao, Qinhuangdao and Fangchenggang and provides general shipping agency services in all commercial ports in the PRC.

On November 13, 2007, the Company formed a wholly owned foreign-owned enterprise, Trans Pacific Shipping Limited (“Trans Pacific Beijing”), which invested in a 90%-owned subsidiary, Trans Pacific Logistics Shanghai Limited (“Trans Pacific Shanghai”; Trans Pacific Beijing and Trans Pacific Shanghai are referred to collectively as “Trans Pacific”) on May 31, 2009.

Trans Pacific Beijing and Sino-China do not have a parent-subsiidiary relationship. Trans Pacific Beijing has contractual arrangements with Sino-China and its shareholders that enable the Company to substantially control Sino-China.

To build an international shipping agency service network, the Company formed a wholly-owned subsidiary, Sino-Global Shipping Australia Pty Ltd. (“Sino-Global AUS”) in Perth, Australia on July 3, 2008, which serves the needs of customers shipping into and out of Western Australia. The Company also signed an agreement with Monson Agencies Australia (“Monson”), one of the largest shipping agency service providers in Australia. Through the Company’s relationship with Monson, the Company is able to provide general shipping agency services to all ports in Australia.

The Company established another wholly-owned subsidiary on September 22, 2008, Sino-Global Shipping (HK) Limited ("Sino-Global HK") to perform as a control and management center for southern Chinese ports and enables the 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 the Company's relationship with Forbes, it is able to provide general shipping agency services to all ports in India.

The Company established a new wholly-owned subsidiary, Sino-Global Shipping Canada Inc. in 2012, to provide services for ships loading commodities at Canadian ports and delivering them to China. Sino-Global Shipping Canada is already providing shipping services to Baosteel's vessels in Canada. Baosteel, based in Shanghai, China, is the second largest steel producer in the world with huge demands for iron ore and other commodities.

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## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

There have been no material changes during fiscal year 2013 in the Company's significant accounting policies to those previously disclosed in the 2012 annual report. Therefore only those policies considered by management to be most impactful to the reader have been disclosed in this quarterly form 10-Q.

### **(a) Basis of presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). The agency relationship between the Company and Sino-China and its branches is governed by a series of contractual arrangements pursuant to which the Company has substantial control over Sino-China.

In the opinion of the Company's management, the unaudited condensed consolidated financial statements include all adjustments necessary to present fairly the consolidated financial position, results of operations and cash flows of the Company for the periods presented. These unaudited condensed consolidated financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended June 30, 2012, filed on September 28, 2012 (the "Annual Report").

### **(b) Basis of consolidation**

The condensed consolidated financial statements include the accounts of the Company, its subsidiaries, and its affiliates. All significant inter-company transactions and balances are eliminated in consolidation, including Sino-Global AUS, Sino-Global HK, Trans Pacific, and Sino-China. Sino-China is considered a variable interest entity ("VIE"), and the Company is the primary beneficiary. The Company through Trans Pacific Beijing entered into agreements with Sino-China, pursuant to which the Company receives 90% of Sino-China's net income. The Company does not receive any payment from Sino-China unless Sino-China recognizes net income during its fiscal year. These agreements do not entitle the Company to any consideration if Sino-China incurs a net loss during its fiscal year. In accordance with these agreements, Sino-China pays consulting and marketing fees equal to 85% and 5%, respectively, of its net income to the Company's wholly owned foreign subsidiary, Trans Pacific Beijing, and Trans Pacific Beijing supplies the technology and personnel needed to service Sino-China. Sino-China was designed to operate in China for the benefit of the Company.

The accounts of Sino-China are consolidated in the accompanying unaudited condensed consolidated financial statements pursuant to Accounting Standards Codification (“ASC”) 810-10, “Consolidation”. As a VIE, Sino-China’s sales are included in the Company’s total sales, and its income (loss) from operations is consolidated with the Company’s. Because of the contractual arrangements, the Company had a pecuniary interest in Sino-China that requires consolidation of the Company’s and Sino-China’s financial statements.

The Company has consolidated Sino-China’s income because the entities are under common control in accordance with ASC 805-10, “Business Combinations”. For this reason, the Company has included 90% of Sino-China’s net income in the Company’s net income, and only the 10% of Sino-China’s net income not paid to the Company represents the non-controlling interest in Sino-China’s income. Management makes ongoing reassessments of whether the Company is the primary beneficiary of Sino-China.

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The carrying amount and classification of Sino-China's assets and liabilities included in the Unaudited Condensed Consolidated Balance Sheets are as follows:

	March 31, 2013	June 30, 2012
Total current assets	\$261,910	\$537,068
Total assets	468,316	766,075
Total current liabilities	319,636	298,948
Total liabilities	319,636	298,948

### (c) Translation of Foreign Currency

The accounts of the Company and its subsidiaries, including Sino-China and each of its branches are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The Company’s functional currency is the US dollars (“USD”) while Sino-China reports its financial position and results of operations in Renminbi (“RMB”). The accompanying condensed consolidated financial statements are presented in US dollars. Foreign currency transactions are translated into US 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 unaudited condensed consolidated statements of operations. The Company translates foreign currency financial statements of Sino-China, Sino-Global AUS, Sino-Global HK and Trans Pacific 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 of the Company and also included in non-controlling interest.

The exchange rates for the nine months ended March 31, 2013 and the year ended June 30, 2012 are as follows:

	March 31, 2013		June 30, 2012	
Foreign currency	BS	PL	BS	PL
RMB:1USD	6.2689	6.2757	6.3249	6.3520
1AUD:USD	1.0415	1.0387	1.0203	1.0323
1HKD:USD	0.1288	0.1290	0.1289	0.1286
1CAD:USD	0.9829	1.0018	-	-

**(d) Accounts receivable**

Accounts receivable are presented at net realizable value. The Company maintains allowances for doubtful accounts for estimated losses. The Company reviews the accounts receivable on a periodic basis and makes general and specific allowances when there is doubt as

to the collectability of individual balances. In evaluating the collectability of individual receivable balances, the Company considers many factors, including the age of the balances, customers' historical payment history, their current credit-worthiness and current economic trends. Receivables are considered past due after 365 days. Accounts are written off after exhaustive efforts at collection. As of March 31, 2013 and June 30, 2012, the allowances for doubtful accounts were \$357,139 and \$357,042, respectively.

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**(e) Loss per share**

Basic earnings (loss) per share is computed by dividing net income attributable to holders of common shares by the weighted average number of common shares outstanding during the years. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted into common shares. Common share equivalents are excluded from the computation of diluted earnings per share if their effects would be anti-diluted.

The effect of 138,000 stock options and 139,032 warrants for all periods presented were not included in the calculation of diluted EPS because they would be anti-dilutive.

**(f) Risks and Uncertainties**

The operations of the Company are primarily located in the PRC. Accordingly, the Company's business, financial condition, and results of operations may be influenced by the political, economic, and legal environments in the PRC, as well as by the general state of the PRC economy. The Company's operations in the PRC are subject to special considerations and significant risks not typically associated with companies in North America and Western Europe. These include risks associated with, among others, the political, economic and legal environment and foreign currency exchange. The Company's results may be adversely affected by exchanges in the political, regulatory and social conditions in the PRC, and by changes in governmental policies or interpretations with respect to laws and regulations, anti-inflationary measures, currency conversion, remittances abroad, and rates and methods of taxation, among other things. In addition, the Company only controls Sino-China through a series of agreements. If such agreements were cancelled, modified or otherwise not complied with, the Company may not be able to retain control of this consolidated entity and the impact could be material to the Company's operations.

**(g) Recent Accounting Pronouncements**

There have been no new significant accounting pronouncements from those disclosed in the Company's latest annual report on Form 10-K for the year ended June 30, 2012.

**3. OTHER RECEIVABLES / OTHER CURRENT LIABILITIES**

(a) Other Receivables

Other receivables represent mainly amounts to be received from customers for advance payments made to the port agent for reimbursed charges to be incurred in connection with the costs of services as well as loans to employees. As of March 31, 2013 and June 30, 2012, the allowances for doubtful accounts totaled \$80,000.

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**(b) Other Current Liabilities**

Other current liabilities represent mainly advance payments received from customers for reimbursed port agent charges to be incurred and miscellaneous accrued liabilities.

**4. PROPERTY AND EQUIPMENT, AT COST.**

Property and equipment are as follows:

	March 31, 2013	June 30, 2012
Land and building	\$79,303	\$78,601
Motor vehicles	720,502	918,451
Computer equipment	120,901	126,729
Office equipment	45,659	46,359
Furniture and Fixtures	52,193	53,440
System software	121,616	120,539
Leasehold improvement	67,989	67,387
<b>Total</b>	<b>1,208,163</b>	<b>1,411,506</b>
Less : Accumulated depreciation and amortization	901,996	995,834
<b>Property and equipment, net</b>	<b>\$306,167</b>	<b>\$415,672</b>

**5. NON-CONTROLLING INTEREST**

Non-controlling interest in Sino-China consists of the following:

March 31, 2013	June 30, 2012
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## Sino-China:

Original paid-in capital	\$356,400	\$356,400
Additional paid-in capital	1,044	1,044
Accumulated other comprehensive loss	(58,130 )	(45,514 )
Accumulated deficit	(3,615,826)	(3,050,234)
Other adjustments	(27,395 )	(22,265 )
	(3,343,907)	(2,760,569)
Trans Pacific Logistics Shanghai Ltd.	8,029	17,896
Total	\$(3,335,878)	\$(2,742,673)

**6. COMMITMENTS***Office leases*

The Company leases certain office premises and apartments for employees under operating leases through September 30, 2014. Future minimum lease payments under operating leases agreements are as follows:

	Amount
Twelve months ending March 31,	
2013	\$ 111,197
2014	30,696
	\$ 141,893

Rent expense for the nine months ended March 31, 2013 and 2012 was \$173,075 and \$256,413, respectively. Rent expense for the three months ended March 31, 2013 and 2012 was \$39,858 and \$74,017, respectively.

**7. INCOME TAXES**

The income tax (provision) benefit for the nine months ended March 31, 2013 and 2012 and the three months ended March 31, 2013 and 2012 are as follows:

	For the nine months ended March 31, 2013		For the three months ended March 31, 2013	
	2012		2012	
<b>Current</b>				
USA	\$-	\$(29,768)	\$24,100	\$(2,889)
China	-	-	-	-
	-	(29,768)	24,100	(2,889)
<b>Deferred</b>				
USA	(64,500)	61,000	(9,500)	10,000
China	-	-	-	-
	(64,500)	61,000	(9,500)	10,000
<b>Total</b>	<b>\$(64,500)</b>	<b>\$31,232</b>	<b>\$14,600</b>	<b>\$7,111</b>

Deferred tax assets are comprised of the following:

	March 31, 2013	June 30, 2012
Allowance for doubtful accounts	\$175,000	\$175,000
Stock-based compensation	346,000	385,000
Net operating loss	388,000	240,000
Total deferred tax assets	909,000	800,000
Valuation allowance	454,500	281,000
Deferred tax assets, net	454,500	519,000
- Current	87,500	175,000
- Long term	367,000	344,000

Operations in the USA have incurred a cumulative net operating loss of approximately \$824,000 as of March 31, 2013, which may be available to reduce future taxable income. This carry-forward will expire if not utilized by 2033. Other deferred tax assets relating to the allowance for doubtful accounts and stock compensation expenses amounting

to \$175,000 and \$346,000 have been recorded respectively. 50% of the deferred tax assets balance has been provided as valuation allowance as of March 31, 2013 based on management's estimate.

## **8. CONCENTRATIONS**

### *Major Customer*

For the nine months ended March 31, 2013 and 2012, approximately 65% and 60%, respectively, of the Company's revenues were from one customer.

### *Major Suppliers*

For the nine months ended March 31, 2013, three suppliers accounted for 25%, 12% and 10% of the total cost of revenues, respectively. For the nine months ended March 31, 2012, two suppliers accounted for 14% and 11% of the cost of revenues, respectively.

## **9. SUBSEQUENT EVENT**

On April 19, 2013, the Company's shareholders at the 2013 Annual Meeting of Shareholders voted and approved the issuance of 1,800,000 shares at price \$1.71 per share to Zhang Zhong, a 90% shareholder in Tianjin Zhiyuan Investment Group Ltd. The proceeds for stock issuance has been received by the Company.