

Sino-Global Shipping America, Ltd.
Form DEF 14A
April 05, 2013

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12

SINO-GLOBAL SHIPPING AMERICA, LTD.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies: _____

(2) Aggregate number of securities to which transaction applies: _____

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____

(4) Proposed maximum aggregate value of transaction: _____

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(3) Filing Party: _____

(4) Date Filed: _____

Sino-Global Shipping America, Ltd.
136-56 39th Avenue, Room #305
Flushing, New York 11354

NOTICE OFFISCAL YEAR 2013 ANNUAL MEETING OF SHAREHOLDERS

April 19, 2013, at 11:00 a.m., Beijing time

To the shareholders of Sino-Global Shipping America, Ltd.:

It is my pleasure to invite you to attend our Fiscal Year 2013 Annual Meeting of Shareholders on April 19, 2013, at 11:00 a.m., Beijing time. The meeting will be held at the North Garden Hotel, 218-1 Wangfujing Street, Beijing 100006, People's Republic of China.

The matters to be acted upon at the meeting are as follows (as described more fully in the accompanying proxy statement:

- (1) To elect two Class III members of the Board of Directors, to serve a term expiring at the Annual Meeting of the Shareholders in 2016 or until their successors are duly elected and qualified;
- (2) To approve for the purposes of NASD Marketplace Rule 4350, the issuance of shares of common stock in excess of 20% of the number of outstanding shares of common stock on March 5, 2013;
- (3) To ratify the appointment of Friedman LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013;

To vote on an advisory, nonbinding resolution to approve the compensation of the Company's named executive (4) officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission;

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(5) To vote on an advisory, nonbinding resolution to approve the frequency of advisory votes on named executive officer compensation; and

(6) To transact any other business properly coming before the meeting.

At the meeting, we will also report on the Company's performance and operations during the fiscal year ended June 30, 2012 and respond to shareholder questions. A copy of our 2012 Annual Report on Form 10-K is enclosed.

You may vote if you were a shareholder of record on February 28, 2013. Your vote is very important. Whether or not you plan to attend the annual meeting of shareholders, we urge you to vote and submit your proxy by telephone, the internet or by mail. If you are a registered shareholder and attend the meeting, you may revoke your proxy and vote your shares in person. If you hold your shares through a bank or broker and want to vote your shares in person at the meeting, please contact your bank or broker to obtain a legal proxy. Thank you for your support.

Sincerely,

/s/ Apple Liang

Apple Liang

Secretary

This Notice and the Proxy Statement are first being mailed to shareholders on or about April 8, 2013.

ABOUT THE 2013 ANNUAL MEETING OF SHAREHOLDERS

What am I voting on?

You will be voting on the following:

- (1) The election of two Class III members of the Board of Directors, to serve a term expiring at the Annual Meeting of Shareholders in 2016 or until their successors are duly elected and qualified;
- (2) The approval for the purposes of NASD Marketplace Rule 4350, the issuance of shares of common stock in excess of 20% of the number of outstanding shares of common stock on March 5, 2013;
- (3) The ratification of the appointment of Friedman LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013;
- (4) To vote on an advisory, nonbinding resolution to approve the compensation of the Company's named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission;
- (5) To vote on an advisory, nonbinding resolution to approve the frequency of advisory votes on named executive officer compensation; and
- (6) The transaction of any other business properly coming before the meeting.

Who is entitled to vote?

You may vote if you owned shares of the Company's common stock as of the close of business on February 28, 2013. Each share of common stock is entitled to one vote. As of February 28, 2013, we had 2,903,841 shares of common stock outstanding.

How do I vote before the meeting?

If you are a registered shareholder, meaning that you hold your shares in certificate form, you have three voting options:

- (1) By Internet, which we encourage if you have Internet access, at the address shown on your proxy card;

- (2) By phone, at 1-800-652-VOTE or 8683 using any touch-tone telephone to transmit your voting instructions; or
- (3) By mail, by completing, signing and returning the enclosed proxy card.

If you hold your shares through an account with a bank or broker, your ability to vote by the Internet depends on their voting procedures. Please follow the directions that your bank or broker provides.

May I vote
at the
meeting?

If you are a registered shareholder, you may vote your shares at the meeting if you attend in person. If you hold your shares through an account with a bank or broker, please follow the directions provided to you by your bank or broker. If you wish to vote in person at the meeting, please contact your bank or broker to learn the procedures necessary to allow you to vote your shares in person. Even if you plan to attend the meeting, we encourage you to vote your shares by proxy. You may vote by proxy through the Internet, by telephone or by mail.

Can I change
my mind after
I return my
proxy?

You may change your vote at any time before the polls close at the conclusion of voting at the meeting. You may do this by (1) signing another proxy card with a later date and returning it to us before the meeting, (2) voting again over the Internet prior to 11:59 p.m., Beijing time, on April 17, 2013, (3) voting again via the telephone prior to 11:59 p.m., Beijing time, on April 17, 2013, or (4) voting at the meeting if you are a registered shareholder or have obtained a legal proxy from your bank or broker.

What if I return my proxy card but do not provide voting instructions?

Proxies that are signed and returned but do not contain instructions will be voted in favor of Proposals 1, 2, 3, 4 and 5 (as to Proposal 5, for “every one year”) and in accordance with the best judgment of the named proxies on any other matters properly brought before the meeting.

What does it mean if I receive more than one proxy card or instruction form?

It indicates that your shares are registered differently and are in more than one account. To ensure that all shares are voted, please either vote each account by telephone or on the Internet, or sign and return all proxy cards. We encourage you to register all your accounts in the same name and address. Those holding shares through a bank or broker should contact your bank or broker and request consolidation.

Will my shares be voted if I do not provide my proxy or instruction form?

If you are a registered shareholder and do not provide a proxy, you must attend the meeting in order to vote your shares. If you hold shares through an account with a bank or broker, your shares may be voted even if you do not provide voting instructions on your instruction form. Brokerage firms have the authority to vote shares for which their customers do not provide voting instructions on certain routine matters. The ratification of Friedman LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2013 is considered a routine matter for which brokerage firms may vote without specific instructions. The other matters are not considered routine matters for which brokerage firms may vote without specific instructions. When a proposal is not a routine matter and the brokerage firm has not received voting instructions from the beneficial owner of the shares with respect to that proposal, the brokerage firm cannot vote the shares on that proposal. Shares that a broker is not authorized to vote are counted as “broker non-votes.”

How can I attend the meeting?

The meeting is open to all holders of the Company’s common stock as of February 28, 2013.

May shareholders ask questions at

the meeting?

Yes. Representatives of the Company will answer questions of general interest at the end of the meeting.

How many votes
must be present to
hold the meeting?

Your shares are counted as present at the meeting if you attend the meeting and vote in person or if you properly return a proxy by Internet, telephone or mail. In order for us to conduct our meeting, a majority of our outstanding shares of common stock as of February 28, 2013 must be present in person or by proxy. This is referred to as a quorum. Abstentions and broker non-votes will be counted for purposes of establishing a quorum at the meeting.

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How many votes
are needed to
approve the
Company's
proposals?

Proposal 1. The nominees receiving the highest number of “For” votes will be elected as directors. This number is called a plurality. Shares not voted will have no impact on the election of directors. The proxy given will be voted “For” the nominee for director unless a properly executed proxy card is marked “Withhold” as to a particular nominee for director.

Proposal 2. The approval of the issuance of common stock in excess of the number of outstanding shares on March 5, 2013 and a related potential change of control requires that a majority of the votes cast at the meeting be voted “For” the proposal. The shares that would be issued to the new investor have not been issued and will thus not be voted to approve Proposal 2.

Proposal 3. The ratification of the appointment of Friedman LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2013 requires that a majority of the votes cast at the meeting be voted “For” the proposal. A properly executed proxy card marked “Abstain” with respect to this proposal will not be voted.

Proposal 4. The advisory vote to approve executive officer compensation is advisory in nature and not binding on our Company. A vote “For” the proposal by a majority of the votes cast at the meeting would be considered an advisory approval of the proposed executive officer compensation. If a majority of shares do not vote in favor of the proposal, the Compensation Committee and Board of Directors will carefully consider the outcome when making future compensation decisions.

Proposal 5. The advisory vote to set the frequency of executive officer compensation votes is advisory in nature and not binding on our Company. The plurality of votes cast at the meeting for one, two or three years would be considered an advisory recommendation that executive officer compensation occur as frequently as recommended by such plurality. Although the vote is nonbinding and advisory, the Compensation Committee and Board of Directors will carefully consider the outcome when determining the frequency of shareholder votes on executive compensation.

Proposal One

Election Of Directors And Director Biographies

(Item 1 On The Proxy Card)

A brief biography of each Director in each Class follows. You are asked to vote for the nominees to serve as Class III members of the Board of Directors. The candidates for the Board have consented to serve if elected. The terms of the Class I member of the Board of Directors continue until 2014 and the terms of the Class II members of the Board of Directors continue until 2014.

Nominees for election as Class III members of the Board of Directors to serve a three year term expiring in 2016:

Wang Jing

Independent Director

Age — 64

Director since 2007

Mr. Wang joined our Board of Directors in 2007. Mr. Wang currently serves as Chief Economist to China Minsheng Banking Corp., Ltd. and has held this position since December 2002. Mr. Wang was a Chinese Project Advisor for the World Bank from 1990 until 1994. From 1998 through 2000, Mr. Wang was the vice director of Tianjin Security and Futures Supervision Office, in charge of initial public offerings and listing companies. Mr. Wang is an independent director for Tianjin Binhai Energy & Development Co. Ltd., (Shenzhen Stock Exchange: 000695); Tianjin Marine Shipping Co., Ltd. (Shanghai Stock Exchange: 600751); and ReneSola Company (London Stock Exchange: SOLA). Mr. Wang received a Bachelor degree in Economics from Tianjin University of Finance and Economics. Mr. Wang was chosen as a director because of his economics background and experience working with public companies.

Zhang Mingwei

Chief Financial Officer and Director

Age — 59

Director since 2007

Mr. Zhang has extensive knowledge and experience in accounting from the perspective as an academician and a practicing accountant. Mr. Zhang joined our company as its Chief Financial Officer and a Director in September 2007. From May 2001 until December 2007, Mr. Zhang was a partner in Baker Tilly China, an international public accounting firm. From July 1994 to June 2003, he served as a Lecturer at Monash University in Australia. Mr. Zhang received a Bachelor's degree and a Master's degree in Accounting from Tianjin University of Finance and Economics. He also received a Master's degree in Commerce from The University of Newcastle. Mr. Zhang is a Certified Management Accountant in Australia. Mr. Zhang was chosen as a director because of

his financial experience and because he is an experienced member of our management team with an in-depth awareness of our financial capabilities.

Class I member
of the Board of
Directors
whose term
continues to
2014:

Dennis O. Laing
Independent Director
Age — 66
Director since 2007

Mr. Laing joined our Board of Directors in 2007. Mr. Laing has practiced law in Richmond, Virginia for over 30 years. Mr. Laing's law practice centers upon business and corporate law with a special interest in the energy, healthcare and technology sectors. Mr. Laing received a bachelor's degree in government from the University of Virginia and a law degree from the University of Richmond. Mr. Laing currently serves as a director of eFuture Information Technology Inc., an enterprise solutions software and services company that is listed on the NASDAQ Capital Market and Recon Technology, Ltd., an oil and gas automation services company that is listed on the NASDAQ Capital Market. Mr. Laing has been chosen as a director because we believe his legal experience as well as his experience serving on the boards of other Chinese companies listed in the U.S. will be beneficial to the guidance of our company.

Class II
members of the
Board of
Directors
whose terms
continue to
2015:

Cao Lei
Chief Executive Officer and Director
Age — 49
Director since 2001

Mr. Cao is our Chief Executive Officer and a Director. Mr. Cao founded Sino-Global Shipping Agency Ltd. ("Sino-China") in 2001 and has been the Chief Executive Officer since that time. Mr. Cao has been Chief Executive officer of our company since its formation. Prior to founding Sino-China, Mr. Cao was a Chief Representative of Wagenborg-Lagenduk Scheepvaart BV, Holland, from 1992 – 1993, Director of the Penavico-Beijing's shipping agency from 1987 through 1992, and a seaman for Cosco-Hong Kong from 1984 through 1987. Mr. Cao received his EMBA degree in 2009 from Shanghai Jiao Tong University. Mr. Cao was chosen as a director because he is the founder of our company and we believe his knowledge of our company and years of experience in our industry give him the ability to guide our company as a director.

Liu Tielang
Independent Director

Age — 53

Director since 2013

Dr. Liu, 53, currently serves as the vice president in charge of accounting and finance to China Sun-Trust Group Ltd. and has held this position since 2001. Dr. Liu was a financial controller for Huaxing Group Ltd from 1998 to 2001. From 1996 through 1998, he was the chief accountant of China Enterprise Consulting Co., Ltd. Before working in industry, Dr. Liu taught accounting and finance in a university for more than ten years and has published tens of books and articles. Dr. Liu is a CPA in China. He received a PhD, master and bachelor degrees from Tianjin University of Finance and Economics. Dr. Liu has been chosen to serve as a director because of his accounting and business knowledge and experience in working with Chinese companies.

Involvement in
Certain Legal
Proceedings

To the best of our knowledge, none of our directors or executive officers has been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, or has been a party to any judicial or administrative proceeding during the past ten years that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities or commodities laws, any laws respecting financial institutions or insurance companies, any law or regulation prohibiting mail or wire fraud in connection with any business entity or been subject to any disciplinary sanctions or orders imposed by a stock, commodities or derivatives exchange or other self-regulatory organization, except for matters that were dismissed without sanction or settlement. None of our directors, director nominees or executive officers has been involved in any transactions with us or any of our directors, executive officers, affiliates or associates which are required to be disclosed pursuant to the rules and regulations of the SEC.

Board
Leadership
Structure

Mr. Cao Lei currently holds both the positions of Chief Executive Officer and Chairman of the Board. These two positions have not been consolidated into one position; Mr. Cao simply holds both positions at this time. The Board of Directors believes that Mr. Cao's service as both Chief Executive Officer and Chairman of the Board is in the best interests of the Company and its shareholders. Mr. Cao possesses detailed and in-depth knowledge of the issues, opportunities and challenges facing the Company and its business and is thus best positioned to develop agendas that ensure that the Board's time and attention are focused on the most critical matters. His combined role enables decisive leadership, ensures clear accountability, and enhances the Company's ability to communicate its message and strategy clearly and consistently to the Company's shareholders, employees, customers and suppliers.

We do not have a lead independent director because of the foregoing reasons and also because we believe our independent directors are encouraged to freely voice their opinions on a relatively small company board. We believe this leadership structure is appropriate because we are a smaller reporting company as such we deem it appropriate to be able to benefit from the guidance of Mr. Cao as both our Chief Executive Officer and Chairman of the Board.

Risk Oversight

Our Board of Directors plays a significant role in our risk oversight. The Board of Directors makes all relevant Company decisions. As such, it is important for us to have our Chief Executive Officer serve on the Board as he plays a key role in the risk oversight of the Company. As a smaller reporting company with a small board of directors, we believe it is appropriate to have the involvement and input of all of our directors in risk oversight matters.

WE RECOMMEND THAT YOU VOTE FOR THE ELECTION OF THE CLASS III NOMINEES TO THE BOARD OF DIRECTORS.

Proposal Two

Approval of Issuance of New Shares in Excess of 20% of Outstanding Shares of Common Stock as of March 5, 2013

(Item 3 On The Proxy Card)

What
am I
voting
on?

On March 5, 2013 (the “Signing Date”), we entered into an agreement (the “Share Purchase Agreement”) with Zhang Zhong, a Chinese resident (the “Investor”), pursuant to which we agreed to issue 1,800,000 shares of our common stock, no par value per share (“Common Stock”) for a purchase price of \$1.71 per-share, conditioned on prior receipt of shareholder approval. We refer to the proposed transaction as the “Issuance” and the shares to be issued to the Investor as the “New Shares”. If shareholders do not approve the Issuance, we will not issue any shares to the Investor under the Share Purchase Agreement. Notwithstanding the foregoing sentence, our Chief Executive Officer and Chief Financial Officer hold a majority of the shares of our Company, which would be sufficient to constitute a quorum for the meeting and to approve the Issuance. Both have advised that they presently intend to vote their respective shares to approve the Issuance.

The purchase price represents 95% of the 10 day trading average for our company’s stock closing price as of the Signing Date. The discount to the 10-day trading average was negotiated between the parties and is not intended to, nor should it be construed to, represent the intrinsic value of the Common Stock.

In order to demonstrate its willingness and ability to move forward promptly, the Investor has deposited the full purchase price in escrow with SunTrust Bank, which will serve as escrow agent (the “Escrow Agent”) in connection with the Issuance. At the same time, we have delivered to the Escrow Agent an instruction letter addressed to our transfer agent to issue the New Shares. The instruction letter is to be released to the transfer agent and the purchase price is to be released to us only upon receipt of shareholder approval of the Issuance. If we do not receive shareholder approval on or before May 25, 2013, the Escrow Agent will return the purchase price to the Investor and will return the instruction letter to us, and the New Shares will not be issued.

The Investor is a 90% shareholder in Tianjin Zhiyuan Investment Group Ltd (“Zhiyuan”), a company engaged in mineral import and export, chemical processing, environmental processing, manufacturing and real estate. In connection with the Share Purchase Agreement, the Investor has agreed to cause Zhiyuan to direct its affiliated companies to use our Company for their shipping service needs to the extent we are able to provide such services. The Investor has not promised to direct a specific amount of business to our Company, and we cannot guarantee that Zhiyuan will direct a significant amount of business to us, if any. Our Board of Directors has recommended approval of the Issuance based on the cash payment to be received for the purchase price of the New Shares and views the direction of business from Zhiyuan as an additional potential benefit to our Company.

We have entered into the Share Purchase Agreement and request shareholder approval of the Issuance for two primary reasons: (1) over the short term, the cash investment of \$3,078,000 will help us return to compliance with NASDAQ Listing Rule 5550(b), which requires a minimum \$2.5 million stockholders' equity, \$35 million market value of listed securities or \$500,000 net income from continuing operations; and (2) over the longer term, we are hopeful that the Investor's direction of business to our Company will position us to maintain ongoing compliance with Rule 5550(b).

Share
Purchase
Agreement
and Escrow
Agreement

Under the Share Purchase Agreement, we have agreed to issue the New Shares to the Investor within five (5) days after receipt of shareholder approval for an aggregate purchase price of \$3,078,000 and the agreement to give our Company a right of first refusal to provide certain shipping services. Payment will be made by wiring the purchase price from the Escrow Agent, as the Investor has already deposited all such funds with the Escrow Agent in anticipation of closing. A copy of the Share Purchase Agreement is attached as an exhibit to this proxy statement.

The New Shares will bear the following restrictive legend, which reflects that the New Shares are not registered and may not be traded for a period of one (1) year after Issuance:

“THE SECURITIES EVIDENCED BY THIS CERTIFICATE ARE GOVERNED BY THAT CERTAIN SHARE PURCHASE AGREEMENT DATED MARCH 5, 2013 (THE “PURCHASE AGREEMENT”) AND HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION. THE SECURITIES MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED (A) IN COMPLIANCE WITH THE TERMS OF THE PURCHASE AGREEMENT, INCLUDING IN PARTICULAR THE RESTRICTION AGAINST SALE FOR A PERIOD OF ONE (1) YEAR AFTER RECEIPT OF THE SECURITIES AND (B) EXCEPT (1) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OR (2) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ALL APPLICABLE STATE SECURITIES LAWS AND THE SECURITIES LAWS OF OTHER JURISDICTIONS, AND IN THE CASE OF A TRANSACTION EXEMPT FROM REGISTRATION, UNLESS THE COMPANY HAS RECEIVED AN OPINION OF COUNSEL REASONABLY SATISFACTORY TO IT THAT SUCH TRANSACTION DOES NOT REQUIRE REGISTRATION UNDER THE SECURITIES ACT AND SUCH OTHER APPLICABLE LAWS.”

The Investor has agreed to use his position as controlling shareholder of Zhiyuan to cause Zhiyuan and all of its subsidiary and affiliated companies to use the Company for their shipping needs, as described in this paragraph. The Investor has granted to our Company a right of first refusal to provide agency services (which include but are not limited to ship management, shipping operation, shipping agency, forwarding and related services) for all commercial ships owned by Zhiyuan and bulk and other cargo to be delivered to or from Zhiyuan (regardless of ship owner), at any commercial port at which our Company, directly or in cooperation with business partners, provides agency services.

This list would include commercial ports in the People's Republic of China, Australia, India, United States, South Africa, Canada, Brazil and any other location to which our Company may expand in the future. In the absence of any agreement to the contrary, the agency services would be provided at our ordinary pricing rates and terms. The right of first refusal would continue as long as the Investor (i) owns any shares of our Common Stock or holds any officer or director position at our company, directly or indirectly and (ii) controls or shares control of Zhiyuan or any of its subsidiaries or affiliates.

We cannot predict the total amount to be received from Zhiyuan from such direction of business. Because Zhiyuan is engaged in a variety of industries, the extent to which it directs business to our Company will depend, in large part on (1) economic trends affecting China, where the bulk of Zhiyuan's operations occur, and the locations of its suppliers and customers, (2) economic trends in Zhiyuan's industries and related industries, (3) Zhiyuan's business performance, and (4) Zhiyuan's performance under the right of first refusal. In the event Zhiyuan did not direct business to our Company for any reason, the total payment for the New Shares would be \$1.71 per share, or \$3,078,000 in the aggregate. Our Board of Directors has evaluated the Issuance based on this amount.

The Escrow Agreement, a copy of which is attached as an exhibit to this proxy statement, establishes a non-interest bearing escrow account with the Escrow Agent. The Investor delivered the full purchase price for the New Shares to be held in such account, and our Company has delivered an instruction letter authorizing and directing our transfer agent to issue the New Shares to the Investor upon notification that the shareholders of our Company have approved the Issuance. Until such notice has been delivered, our Company will not be entitled to receive any of the purchase price for the New Shares, and the Investor will not receive the New Shares. We have agreed to pay a fee of \$3,000 to the Escrow Agent for serving as such, which will not be deducted from the purchase price in the event the Issuance does not occur for any reason. In the event of any dispute under the Escrow Agreement, the Escrow Agent may disburse the purchase price into court, suspend the performance of its obligations and petition a court for instructions about how to resolve the dispute.

What level of control does the Investor intend to exert on our Company?

We have been advised that the Investor has no present intention to manage our Company. Our current management will remain in position at present, and the Investor has not requested Board representation at this time. Notwithstanding the foregoing, upon issuance of the New Shares, the Investor would likely have sufficient voting power as a shareholder to influence the direction of our Company. Assuming completion of the Issuance and no exercise of outstanding options, the Investor would hold 1,800,000 shares, or approximately 38.27% of the issued and outstanding shares of Common Stock. If the Investor's intention changed in the future, the Investor could be able to cause us to nominate one or more individuals to serve as directors of our Company. We would, of course, need to maintain a majority of independent directors in compliance with NASDAQ listing requirements, but our articles of incorporation and bylaws allow for us to maintain a Board of Directors with between five (5) and nine (9) directors. As a result, we would not need to seek shareholder approval to increase the number of individuals able to serve on our Board of Directors.

**Why is
Shareholder
Approval
required?**

Our Common Stock is listed on the NASDAQ Capital Market, and, as a result, we are subject to the rules of The NASDAQ Stock Market. Under NASDAQ Marketplace Rule 4350(i)(1)(B) and 4350(i)(1)(D), respectively, shareholder approval must be sought when (a) the issuance or potential issuance will result in a change of control of our company or (b) in connection with a transaction other than a public offering involving the sale, issuance or potential issuance by us of our Common Stock equal to 20% or more of the Common Stock or 20% or more of the voting power outstanding before the issuance for less than the greater of the book or market value of the Common Stock.

On March 5, 2013, the last trading day prior to the Signing Date, the market value of our Common Stock on the NASDAQ Capital Market was \$1.80 per Ordinary Share. As noted above, the purchase price per share of the New Shares is \$1.71, less than the market value on the Signing Date. Immediately prior to the Signing Date, 2,903,841 shares of our Common Stock were outstanding. Accordingly, under NASDAQ Marketplace Rule 4350(i)(1)(D), we are required to obtain shareholder approval before we can issue more than 580,768 shares of our Common Stock.

In addition, NASDAQ Marketplace Rule 4350(i)(1)(B) requires shareholder approval in connection with the issuance or potential issuance of securities that will result in a change of control of an issuer. In determining whether shareholder approval would be required, generally, NASDAQ interpretations provide that 20% ownership of the shares of an issuer by one person or group of affiliated persons is deemed to be control of such issuer. Accordingly, we are seeking shareholder approval at this time in advance of any such issuance of our Common Stock. Absent shareholder approval of this Proposal Two, we will not be able to complete the Issuance.

**What Vote is
Required for
Approval?**

The affirmative vote of a majority of the votes cast by all the shareholders entitled to vote for this proposal is required to approve the Issuance. A properly executed proxy marked "ABSTAIN" with respect to this proposal will be counted for purposes of determining whether a quorum exists. However, a proxy marked "ABSTAIN" will not be considered a vote cast. Accordingly, an abstention will have no effect on the approval of this proposal. As the New Shares have not been issued and NASDAQ rules would not allow in any event, the Investor will not be entitled to cast votes on this proposal with respect to such shares, and such shares will not be counted for purposes of determining whether a quorum exists with respect to this proposal.

**Exhibits
Relating to
Proposal Two**

All descriptions of the Share Purchase Agreement and Escrow Agreement are qualified in their entirety by reference to the forms thereof attached to this proxy statement as Exhibits A and B, respectively.

**WE RECOMMEND A VOTE “FOR” THE APPROVAL
OF THE ISSUANCE OF ORDINARY SHARES IN EXCESS OF 20%
OF THE NUMBER OF SHARES OF COMMON STOCK ON MARCH 5, 2013
CONNECTION WITH THE ISSUANCE.**

Proposal Three

Ratification Of The Appointment Of Friedman LLP

(Item 3 On The Proxy Card)

What am I voting on?

A proposal to ratify the appointment of Friedman LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013. The Audit Committee of the Board of Directors has appointed Friedman LLP to serve as the Company's fiscal 2013 independent registered public accounting firm. Although the Company's governing documents do not require the submission of this matter to shareholders, the Board of Directors considers it desirable that the appointment of Friedman LLP be ratified by shareholders.

What services does Friedman LLP provide?

Audit services provided by Friedman LLP for fiscal 2012 included the examination of the consolidated financial statements of the Company and services related to periodic filings made with the SEC. In addition, Friedman LLP provided certain services relating to the Company's quarterly reports.

Will a representative of Friedman LLP be present at the meeting?

One or more representatives of Friedman LLP will be present at the meeting. The representatives will have an opportunity to make a statement if they desire and will be available to respond to questions from shareholders.

What if this proposal is not approved?

If the appointment of Friedman LLP is not ratified, the Audit Committee of the Board of Directors will reconsider the appointment.

WE RECOMMEND THAT YOU VOTE FOR THE RATIFICATION OF FRIEDMAN LLP AS THE COMPANY'S FISCAL 2013 INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Proposal Four

Advisory Vote to Approve Named Executive Officer Compensation

(Item 4 on the Proxy Card)

What am I voting on?

We are asking our shareholders to approve, on an advisory basis, the compensation of the Company's Named Executive Officers for 2012 as disclosed in the Proxy Statement pursuant to the requirements of Item 402 of Regulation S-K. This advisory vote, which is sometimes referred to as a "say on pay" vote is required by Section 14A of the Securities and Exchange Act of 1934.

Is this vote binding on our Company?

As an advisory vote, this proposal is not binding upon our Company, the Board or the Compensation Committee and will not be construed as overruling a decision by our Company, the Board or the Compensation Committee or creating or implying any additional fiduciary duty for our Company, the Board or the Compensation Committee. However, the Compensation Committee and the Board value the opinions expressed by shareholders in their vote on this proposal and will continue to consider the outcome of the vote when making future compensation decisions regarding named executive officers.

How often will shareholders vote on named executive officer compensation?

Our current policy is to provide shareholders with an opportunity to approve the compensation of the named executive officers every year at the annual meeting of shareholders. It is expected that the next such vote will occur at the 2014 annual meeting of shareholders.

What vote is required to approve this proposal?

Approval of this Proposal Four requires the affirmative vote of a majority of the shares present or represented by proxy and voting at an Annual Meeting with quorum.

What are shareholders being asked to approve?

The Board of Directors is requesting your non-binding approval of the following resolution:

Resolved, that the shareholders approve, in a nonbinding vote, the compensation of the Company's Named Executive Officers, as disclosed in this proxy statement.

What if this proposal is not approved?

Pursuant to Section 14A, this vote is advisory only, and accordingly, is not binding on the Company or on our Board of Directors. Although the vote is non-binding, the Compensation Committee and the Board of Directors will carefully consider the outcome of the vote when making future compensation decisions.

WE RECOMMEND THAT YOU VOTE IN FAVOR OF THE NONBINDING ADVISORY RESOLUTION APPROVING NAMED EXECUTIVE OFFICER COMPENSATION.

Proposal Five

Advisory Vote to Approve the Frequency of Advisory Votes on Executive Compensation

(Item 5 on the Proxy Card)

What am I voting on?

In addition to asking for advisory approval of the compensation of the Company's named executive officers, we are asking our shareholders, under an SEC rule, to approve, on an advisory basis, the frequency of advisory votes on executive compensation. By voting on this resolution, shareholders may express their preference for an advisory vote on executive compensation every 1, 2 or 3 years.

The Board and the Compensation Committee have carefully considered the options and concluded that the Company would benefit from the additional shareholder input provided through annual votes on executive compensation; and they are therefore recommending that shareholders vote "one year" in advising on the frequency of votes on executive compensation.

What voting options do you have?

Shareholders may vote "every one year", "every two years" or "every three years" on this Proposal Five. A vote of "every one year" would mean that the shareholder recommends that our Company request shareholder approval of Proposal Four every year. A vote of "every two years" would mean that the shareholder recommends that our Company request shareholder approval of Proposal Four every two years. A vote of "every three years" would mean that the shareholder recommends that our Company request shareholder approval of Proposal Four every three years.

Is this vote binding on our Company?

As an advisory vote, this proposal is not binding upon our Company, the Board or the Compensation Committee and will not be construed as overruling a decision by our Company, the Board or the Compensation Committee or creating or implying any additional fiduciary duty for our Company, the Board or the Compensation Committee. However, the Compensation Committee and the Board value the opinions expressed by shareholders in their vote on this proposal and will continue to consider the outcome of the vote when making future compensation decisions regarding the frequency of shareholder votes on named executive officer compensation.

What vote is required to approve this proposal?

Approval of this Proposal Five requires the affirmative vote of (i) a plurality of the shares present or represented by proxy and voting at the Annual Meeting and (ii) a plurality of the shares required to constitute the quorum.

What if this
proposal is not
approved?

Pursuant to Section 14A, this vote is advisory only, and accordingly, is not binding on the Company or on our Board of Directors. Although the vote is non-binding, the Compensation Committee and the Board of Directors will carefully consider the outcome of the vote when making future decisions about the frequency of votes on named executive officer compensation.

WE RECOMMEND THAT SHAREHOLDERS VOTE “EVERY ONE YEAR” IN ADVISING ON THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION.

Board of Directors and Corporate Governance Information

What if a nominee is unwilling or unable to serve?

Each of the nominees listed in the Proxy Statement has agreed to serve as a director, if elected. If for some unforeseen reason a nominee becomes unwilling or unable to serve, proxies will be voted for a substitute nominee selected by the Board of Directors.

How are directors compensated?

Non-employee directors are entitled to receive \$4,500 per Board of Directors meeting attended. In addition, non-employee directors are entitled to receive compensation for their actual travel expenses for each Board of Directors meeting attended, not to exceed \$6,000 per meeting or \$12,000 per year per director.

How does the Board determine which directors are independent?

The Board of Directors reviews the independence of each director yearly. During this review, the Board of Directors considers transactions and relationships between each director (and his or her immediate family and affiliates) and the Company and its management to determine whether any such relationships or transactions are inconsistent with a determination that the director is independent in light of applicable law, listing standards and the Company's director independence standards. The Company believes that it maintains a majority of independent directors who are deemed to be independent under the definition of independence provided by NASDAQ Listing Rule 5605(a)(2).

What role does the Corporate Governance Committee play in selecting nominees to the Board of Directors?

Two of the primary purposes of the Board's Corporate Governance Committee are (i) to develop and implement policies and procedures that are intended to ensure that the Board of Directors will be appropriately constituted and organized to meet its fiduciary obligations to the Company and its shareholders and (ii) to identify individuals qualified to become members of the Board of Directors and to recommend to the Board of Directors the director nominees for the annual meeting of shareholders. The Corporate Governance Committee is also responsible for considering candidates for membership on the Board of Directors submitted by eligible shareholders. The Corporate Governance Committee's charter is

available on the Company's website at www.sino-global.com and in print upon request. The Corporate Governance Committee of the Company's Board of Directors was the only entity or person to nominate and/or recommend any of the director nominees.

**Are the members of
the Corporate
Governance
Committee
independent?**

Yes. All members of the Corporate Governance Committee have been determined to be independent by the Board of Directors.

How does the Corporate Governance Committee identify and evaluate nominees for director?

The Corporate Governance Committee considers candidates for nomination to the Board of Directors from a number of sources. Current members of the Board of Directors are considered for re-election unless they have notified the Company that they do not wish to stand for re-election. The Corporate Governance Committee also considers candidates recommended by current members of the Board of Directors, members of management or eligible shareholders. From time to time the Board may engage a firm to assist in identifying potential candidates, although the Company did not engage such a firm to identify any of the nominees for director proposed for election at the meeting.

The Corporate Governance Committee evaluates all candidates for director, regardless of the person or firm recommending such candidate, on the basis of the length and quality of their business experience, the applicability of such candidate's experience to the Company and its business, the skills and perspectives such candidate would bring to the Board of Directors and the personality or "fit" of such candidate with existing members of the Board of Directors and management. The Corporate Governance Committee does not have a specific policy in place with regard to the consideration of diversity when identifying director nominees; however, the corporate governance committee does consider diversity of opinion and experience when nominating directors.

What are the Corporate Governance Committee's policies and procedures for considering director candidates recommended by shareholders?

The Corporate Governance Committee will consider all candidates recommended by eligible shareholders. An eligible shareholder is a shareholder (or group of shareholders) who owns at least 5% of the Company's outstanding shares and who has held such shares for at least one year as of the date of the recommendation. A shareholder wishing to recommend a candidate must submit the following documents to the Secretary of the Company at Sino-Global Shipping America, Ltd., 136-56 39th Avenue, Room #305, Flushing, New York 11354:

- a recommendation that identifies the name and address of the shareholder and the person to be nominated;
- documentation establishing that the shareholder making the recommendation is an eligible shareholder;
- the written consent of the candidate to serve as a director of the Company, if elected;
- a description of all arrangements between the shareholders and such nominee pursuant to which the nomination is to be made; and

- such other information regarding the nominee as would be required to be included in a proxy statement filed pursuant to the proxy rules of the SEC.