

Delta Technology Holdings Ltd  
Form 20-F  
November 17, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 20-F**

(Mark one)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE  
ACT OF 1934  
OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
**For the fiscal year ended June 30, 2015**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934  
OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

Date of event requiring this shell company report: \_\_\_\_\_

Commission File Number: 001-35755

**Delta Technology Holdings Limited**

(Exact name of the Registrant as specified in its charter)

**British Virgin Islands**

(Jurisdiction of incorporation or organization)

**16 Kaifa Avenue**

**Danyang, Jiangsu, China 212300**

(Address of principal executive offices)

**Xin Chao**

**Chief Executives Officer**

**16 Kaifa Avenue**

**Danyang, Jiangsu, China 212300**

**Tel: +86 511-8673-3102**

**Email: chaoxin77@sina.com**

(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Name of exchange on which registered</b>
<b>Ordinary Shares</b>	<b>NASDAQ Capital Market</b>
<b>Redeemable Ordinary Share Purchase Warrants</b>	<b>NASDAQ Capital Market</b>

Securities registered or to be registered pursuant to Section 12(g) of the Act:

**Not Applicable.**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

**Not Applicable.**

As of November 16, 2015, the issuer had 9,567,034 ordinary shares outstanding (including 1,500,000 ordinary shares subject to certain net income performance targets).

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

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 website, 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 or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer  Accelerated filer  Non-accelerated filer

Edgar Filing: Delta Technology Holdings Ltd - Form 20-F

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

US GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

TABLE OF CONTENTS

	<b>Page Number</b>
<b><u>INTRODUCTORY NOTES</u></b>	3
<b><u>FORWARD-LOOKING STATEMENTS</u></b>	5
<b>ITEM 1. <u>IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</u></b>	5
<b>ITEM 2. <u>OFFER STATISTICS AND EXPECTED TIMETABLE</u></b>	5
<b>ITEM 3. <u>KEY INFORMATION</u></b>	5
<b>ITEM 4. <u>INFORMATION ON THE COMPANY</u></b>	20
<b>ITEM 4A. <u>UNRESOLVED STAFF COMMENTS</u></b>	43
<b>ITEM 5. <u>OPERATING AND FINANCIAL REVIEW AND PROSPECTS</u></b>	43
<b>ITEM 6. <u>DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES</u></b>	48
<b>ITEM 7. <u>MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS</u></b>	53
<b>ITEM 8. <u>FINANCIAL INFORMATION</u></b>	53
<b>ITEM 9. <u>THE OFFER AND LISTING</u></b>	53
<b>ITEM 10. <u>ADDITIONAL INFORMATION</u></b>	55
<b>ITEM 11. <u>QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u></b>	63
<b>ITEM 12. <u>DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES</u></b>	63
<b>ITEM 13. <u>DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES</u></b>	63
<b>ITEM 14. <u>MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS</u></b>	63
<b>ITEM 15. <u>CONTROLS AND PROCEDURES</u></b>	64
<b>ITEM 16A. <u>AUDIT COMMITTEE FINANCIAL EXPERT</u></b>	64
<b>ITEM 16B. <u>CODE OF ETHICS</u></b>	64

<b>ITEM 16C. <u>PRINCIPAL ACCOUNTANT FEES AND SERVICES</u></b>	64
<b>ITEM 16D. <u>EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES</u></b>	65
<b>ITEM 16E. <u>PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS</u></b>	65
<b>ITEM 16F. <u>CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANTS</u></b>	65
<b>ITEM 16G. <u>CORPORATE GOVERNANCE</u></b>	65
<b>ITEM 16H. <u>MINE SAFETY DISCLOSURE</u></b>	65
<b>ITEM 17. <u>FINANCIAL STATEMENTS</u></b>	65
<b>ITEM 18. <u>FINANCIAL STATEMENTS</u></b>	65
<b>ITEM 19. <u>EXHIBITS</u></b>	66

## INTRODUCTORY NOTES

Except as otherwise indicated by the context and for the purposes of this report only, references in this report to:

- all references to the “Company,” “we,” “us,” “our company” and “our” refer to Delta Technology Holdings Limited, formerly CIS Acquisitions Ltd. (together with its subsidiaries and affiliated entities, except the contact indicates otherwise);
- “Elite” refers to Elite Ride Limited, which is our wholly owned subsidiary and a company organized in the BVI;
- “Delta” refers to Delta Advanced Materials Limited, a Hong Kong company, as well as Delta’s three wholly-owned operating subsidiaries in the PRC: Jiangsu Yangtze Delta Fine Chemical Co., Ltd (“Jiangsu Delta”), Jiangsu Delta Logistics Co., Ltd (“Jiangsu Logistics”), and Binhai Deda Chemical Co., Ltd (“Binhai Deda”).
- “Acquisition” refers to our acquisition of Elite on September 19, 2014, pursuant to a share exchange transaction among us, Elite, Delta and shareholders of Elite;
- “BVI” are to the British Virgin Islands;
- “Hong Kong” are to the Hong Kong Special Administrative Region of the People’s Republic of China;
- “PRC” and “China” are to the People’s Republic of China;
- “SEC” are to the Securities and Exchange Commission;
- “Exchange Act” are to the Securities Exchange Act of 1934, as amended;
- “Securities Act” are to the Securities Act of 1933, as amended;
- “Renminbi” and “RMB” are to the legal currency of China;
- “Hong Kong dollars,” “HKD” and “HK\$” are to the legal currency of Hong Kong; and

·“U.S. dollars,” “dollars” and “\$” are to the legal currency of the United States.

Our financial statements are expressed in U.S. dollars, which is our reporting currency. Certain of our financial data in this annual report on Form 20-F is translated into U.S. dollars solely for the reader’s convenience. Unless otherwise noted, all convenient translations from Renminbi to U.S. dollars in this annual report on Form 20-F were made at a rate of RMB6.1375 to US\$1.00, the average exchange rate for the fiscal year ended June 30, 2015 as set forth on [www.oanda.com](http://www.oanda.com). We make no representation that any Renminbi or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or Renminbi, as the case may be, at any particular rate, at the rate stated above, or at all.

## GLOSSARY OF TECHNICAL TERMS

To facilitate a better understanding of our business, the following glossary provides a description of some technical terms and abbreviations used in this annual report. The terms and their assigned meanings may not correspond to standard industry or common meanings or usages of these terms, as the case may be.

Benzene	An organic chemical compound with molecular formula $C_6H_6$ . Its molecule is composed of 6 carbon atoms joined in a ring, with 1 hydrogen atom attached to each carbon atom.
Chlorobenzonitrile	A chemical element with molecular formula $C_7H_4CLN$ , commonly used in producing medicine, pesticide, dye intermediate.
Chlorobenzyl chloride	A chemical element with molecular formula $C_7H_6C_{12}$ and is commonly used as an intermediate for manufacturing organic compounds used in the end applications of pharmaceuticals, pesticides and dyes.
Chlorotoluene	A group of three isomeric chemical compounds with molecular formula $C_7H_7Cl$ . They (ortho-chlorotoluene, meta-chlorotoluene, and para-chlorotoluene) consists of a disubstituted benzene ring with one chlorine atom and one methyl group.
Chlorine	A chemical element with symbol Cl and atomic number 17. Chlorine is in the halogen group and is the second lightest halogen after fluorine. The element is a yellow-green gas under standard conditions, where it forms diatomic molecules.



Fumaric acid	A chemical compound with molecular formula $C_4H_4O_4$ . It is a white crystalline compound which can be used as food additive and in the manufacture of polyester resins and polyhydric alcohols and as a mordant for dyes.
Hydrolyzed polymaleic acid	A brownish-yellow transparent liquid which is used as a scale-retarding and dispersing agent for water-cooling systems, oil field water-injection and low-pressure boilers and also as a rinsing agent for textiles.
Maleic Anhydride or MA	An organic compound with the formula $C_2H_2(CO)_2O$ . It is the acid anhydride of maleic acid and in its pure state it is a colourless or white solid with an acrid odour. It is mainly used in unsaturated resin, water treatment agents such as manufacture of paint, polyester resins, pesticides, and fumaric acid.
O-Chloro benzonitrile	A chemical compound with molecular formula $C_7H_4ClN$ . It is used in dye intermediate, drug and fine chemicals.
O-chlorobenzaldehyde	A chemical compound with molecular formula $C_7H_5ClO$ . It is a colourless or light yellow oily liquid mainly used as pharmaceutical material to produce o-chloro benzoyl, o-chloro benzoylchloride. It is also widely used to produce highly-effective acaricide in pesticide industry and pharmaceutical industry.
O-chlorobenzoic acid	A chemical compound with molecular formula $C_7H_5ClO_2$ . It is a white crystalline powder which can be used as preservative for glues and paints.
O-chlorobenzyl chloride	A chemical element with molecular formula $C_7H_6Cl_2$ , commonly used in the production of o-benzyl, o-dichlorobenzene.
OCT	O-chlorotoluene, a colourless transparent liquid with a molecular formula of $C_7H_7Cl$ . It is used as a solvent in making chemicals, pharmaceuticals, synthetic rubber and dyes, and as an insecticide and bactericide.
Phthalic anhydride	An organic compound with molecular formula $C_6H_4(CO)_2O$ . This colourless solid is an important industrial chemical, especially for the large-scale production of plasticizers for plastics.
PCT	P-chlorotoluene, a clear liquid with molecular formula $CH_3C_6H_4Cl$ . It is commonly used as a solvent and as an intermediate for organic synthesis (especially for dyes).
Styrene	An organic compound with a chemical formula of $C_8H_8$ . It is a derivative of benzene and takes the form of a colourless oily liquid. It is used in the production of rubber, plastic, insulation, fiberglass, pipes and automobile.
Toluene	A clear, colourless liquid with a molecular formula of $C_7H_8$ . It is widely used as an industrial feedstock and as a solvent.
UPR	Unsaturated polyester resin, a family of condensation polymers formed by the reaction of organic acids and alcohols in the presence of catalysts.

2,4DCT	2,4-Dichloro toluene, a clear liquid with molecular formula $C_7H_6Cl_2$ . It can be used as high boiling point solvent and as intermediate for the synthesis of various organic chemicals of chlorinated-nitrated pesticides and medicinal products.
3,4 DCT	3,4-Dichloro toluene, a clear liquid with molecular formula $C_7H_6Cl_2$ . It can be used as high boiling point solvent and as intermediate for the synthesis of various organic chemicals of chlorinated-nitrated pesticides and medicinal products.
2,4-Dichloro-chloride	A clear liquid with molecular formula $C_7H_3Cl_3O$ . It is used as an intermediate for the synthesis of pharmaceuticals, agrochemicals, rubber chemicals and dyes.
2,4-Dichlorobenzaldehyde	A pure, colourless, or slightly yellow crystalline with molecular formula $C_7H_4Cl_2O$ . It is primarily used for acid blue dye and pesticide diluted Hexaconazole.
2,4-Dichlorobenzonitrile	A white powder with molecular formula $C_7H_3Cl_2N$ . It is mainly used as a herbicide.
3,4-Dichlorobenzonitrile	A white and crystalline powder with molecular formula $C_7H_3Cl_2N$ . It is mainly used as an intermediate in the manufacture of highly effective herbicide and bactericide.

## **FORWARD-LOOKING STATEMENTS**

In addition to historical information, this report contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. We use words such as “believe,” “expect,” “anticipate,” “project,” “target,” “plan,” “optimistic,” “intend,” “aim,” “will” or similar expressions which are intended to identify forward-looking statements. Such statements include, among others, those concerning market and industry segment growth and demand and acceptance of new and existing products; any projections of sales, earnings, revenue, margins or other financial items; any statements of the plans, strategies and objectives of management for future operations; and any statements regarding future economic conditions or performance, as well as all assumptions, expectations, predictions, intentions or beliefs about future events. You are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, as well as assumptions, which, if they were to ever materialize or prove incorrect, could cause the results of the Company to differ materially from those expressed or implied by such forward-looking statements. Potential risks and uncertainties include, among other things, the possibility that we may not be able to maintain or increase our net revenues and profits due to our failure to anticipate consumer preferences and develop new menswear products, our failure to execute our business expansion plan, changes in domestic and foreign laws, regulations and taxes, changes in economic conditions, uncertainties related to China’s legal system and economic, political and social events in China, a general economic downturn, a downturn in the securities markets, and other risks and uncertainties which are generally set forth under Item 3 “Key information—D. Risk Factors” and elsewhere in this report.

Readers are urged to carefully review and consider the various disclosures made by us in this report and our other filings with the SEC. These reports attempt to advise interested parties of the risks and factors that may affect our business, financial condition and results of operations and prospects. The forward-looking statements made in this report speak only as of the date hereof and we disclaim any obligation, except as required by law, to provide updates, revisions or amendments to any forward-looking statements to reflect changes in our expectations or future events.

## **PART I**

### **ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

### **ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**ITEM 3. KEY INFORMATION****A. Selected Financial Data**

The selected consolidated financial data present the results for the four fiscal years ended and as of June 30, 2015, 2014, 2013 and 2012. Our historical results do not necessarily indicate results expected for any future periods. The selected consolidated financial data below should be read in conjunction with our consolidated financial statements and notes thereto, “Item 5. Operating and Financial Review and Prospects” below, and the other information contained in this Form 20-F.

We have not included financial information for the year ended June 30, 2011, as such information is not available on a basis that is consistent with the consolidated financial information for the years ended June 30, 2012, 2013, 2014 and 2015 and cannot be obtained without unreasonable effort or expense.

	For the Years Ended June 30,			
	2015	2014	2013	2012
<b>Statement of Income Data</b>				
Revenue	\$202,009,160	\$175,327,717	\$124,218,213	\$95,627,051
Cost of Sales	\$(182,692,715)	\$(157,904,729)	\$(99,733,216)	\$(69,686,610)
Gross Profit	\$19,316,445	\$17,422,988	\$24,484,997	\$25,940,441
Income from operations	\$12,258,404	\$11,634,940	\$17,842,614	\$19,088,375
Net Income	\$5,135,757	\$6,828,308	\$11,705,736	\$10,471,574
Comprehensive income	\$5,372,660	\$7,144,747	\$13,315,616	\$11,803,575
Earnings per share - basic	1.44	1.53	0.29	0.26
Earnings per share – diluted	1.44	1.53	0.20	0.22
Weighted average shares - basic	6,462,577	4,560,000	40,000,000	40,000,000
Weighted average shares – diluted	6,462,577	4,560,000	58,191,973	58,191,973
<b>Balance Sheet Data</b>				
Working Capital (deficiency)	\$(10,419,909)	\$(27,362,427)	\$(14,773,509)	\$16,818,269
Total assets	\$225,724,786	\$206,531,300	\$167,039,000	\$143,644,914
Total liabilities	\$167,316,820	\$151,071,926	\$118,724,373	\$108,645,903
Total equity	\$58,407,966	\$55,459,374	\$48,314,627	\$34,999,011

**Exchange Rate Information**

We conduct our business in China and substantially all of our revenues are denominated in Renminbi. However, periodic reports will be expressed in U.S. dollars using the then current exchange rates. This Annual Report contains translations of Renminbi amounts into U.S. dollars at specified rates solely for the convenience of the reader. No representation is made that the Renminbi amounts referred to in this Annual Report could have been or could be converted into U.S. dollars at any particular rate or at all. On November 16, 2015, the daily exchange rate reported on [www.oanda.com](http://www.oanda.com) was RMB6.3740 to US\$1.00.

The following table sets forth information concerning exchange rates between the Renminbi and the U.S. dollar for the periods indicated.

	Renminbi per U.S. Dollar Noon Buying Rate			
	Average (1)	High	Low	Period- End
Year ended June 30, 2015	6.1375	6.2080	6.0933	6.1088
Year ended June 30, 2014	6.1467	6.1922	6.0901	6.1577
Year ended June 30, 2013	6.2814	6.3872	6.1583	6.1882
Year ended June 30, 2012	6.3630	6.4773	6.2936	6.3197
Year ended June 30, 2011	6.6367	6.8205	6.4640	6.4640
May 2015	6.0839	6.0948	6.0748	6.0880
June 2015	6.0910	6.1010	6.0836	6.0888
July 2015	6.0906	6.1997	6.0847	6.1997
August 2015	6.3179	6.4028	6.1996	6.3785
September 2015	6.3592	6.3736	6.3459	6.3538
October 2015	6.3416	6.3527	6.3130	6.3185
November 2015 (through November 16, 2015)	6.3477	6.3740	6.3081	6.3740

Source: <http://www.oanda.com/currency/historical-rates-classic?srcont=rightnav>

(1) Annual averages are calculated from month-end rates. Monthly and interim period averages are calculated using the average of the daily rates during the relevant period.

**B. Capitalization and Indebtedness**

Not applicable.

**C. Reasons for the Offer and Use of Proceeds**

Not applicable.

**D. Risk Factors**

You should carefully consider the following risk factors in addition to the other information included or incorporated by reference in this report, including matters addressed in the section entitled “Forward-Looking Statements”. We caution you not to place undue reliance on the forward-looking statements contained in this report, which speak only as of the date hereof.

The risks and uncertainties described below include all of the material risks applicable to us; however they are not the only risks and uncertainties that we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations.

## **Risks related to Our Business**

### *We are subject to the PRC's environmental protection measures.*

Our business activities produce certain pollutants such as waste water and waste gas, during the production process. The PRC has in recent years tightened its environmental protection measures to be more in line with steps taken by developed countries.

Under the PRC Environmental Protection Law, any enterprise which discharges pollutants is required to be registered with the relevant PRC governmental departments and to obtain a pollutant discharge permit. Any such enterprise is also required to have waste water, waste gas, solid waste and noise pollution treatment facilities that meet the relevant environmental standards and to have the pollutants treated before discharge. The provincial and municipal governments of provinces, autonomous regions and municipalities may also set their own guidelines for the discharge of pollutants within their own provinces or districts.

On October 20, 2012, Jiangsu Delta obtained the Pollutant Discharge Permit of Zhenjiang issued by the Environment Protection Agency of Dantu District, Zhenjiang City for discharge of the key production wastes, including inter alia, ammonia, nitrogen, total phosphorus, petroleum waste, benzene, toluene, dimethylbenzene, chlorobenzene, soot, hydrochloric acid, hydrochloric acid, maleic anhydride and sulphur dioxide. Such discharges must be made in compliance with national environmental regulation. The Pollutant Discharge Permit is valid from May, 2015 to May, 2018, after which it will be due for renewal.

Additionally, our facilities may be subject to periodic and annual environmental inspections. Penalties may be imposed for the discharge of pollutants that fail to meet relevant environmental standards. The relevant governmental authorities may refuse to issue or renew a pollutant discharge permit if an enterprise fails environmental inspections and in cases of severe violation of environmental standards, are also empowered to shut down any enterprise that causes substantial environmental problems.

There is no assurance that the current PRC environmental protection laws and regulations will not be amended in the future. In June 2012, as the local environmental protection criteria were amended where more stringent standards were introduced by the relevant local authorities, Jiangsu Delta's production activities were temporarily suspended for approximately 45 days to enhance its waste water treatment facilities in order to meet the revised standards. In July 2012, Jiangsu Delta was certified to have satisfied the new criteria and re-commenced its operations. If more stringent environmental protection laws and regulations are introduced in the future, incident as such might happen again and we may need to utilize significant financial and/or other resources to ensure compliance, which will result in an

increase in our operating costs and have an adverse effect on our profitability and prospects.

Furthermore, if we are unable to comply with such stringent environmental protection standards, penalties (including fines and/or shutdown of processing facilities) may be imposed on us, which in turn may adversely affect our financial performance.

***We depend on our key personnel for continued success.***

We believe our success to date can largely be attributed to the contributions, expertise and experience of our key management team, which is headed by our Chairman and Chief Executive Officer, Xin Chao. He is responsible for identifying business opportunities and implementing overall business strategies to achieve our corporate goals.

Our key management team also includes Xin Chao, Changguang Wu, Jianmin Xia, Ming Chao and Hongming Dong. The continued success of our business is therefore dependent, to a large extent, on our ability to retain the services of our directors and executive officers. Each of Chao Xin, Wu Changguang and Ming Chao has more than 14 years of experience in the fine chemical and/or related industries. The loss of the services of our key personnel without a suitable and timely replacement, or the inability to attract and retain other qualified personnel, could adversely affect our operations and hence, our financial results.

***We are subject to fluctuations in the prices of principal raw materials in our operations.***

The key components and raw materials used in our production and manufacturing processes are Toluene, Chlorine, Benzene, Styrene and Phthalic Anhydride, Maleic Anhydride, Propylene glycol and Ethylene diglycol which in aggregate constituted approximately 75% of our total cost of sales. As these materials constitute key components of our manufacturing processes, any fluctuation in the prices of such raw materials which may in turn have an impact on our production costs. In line with industry practice, we do not have long-term supply contracts with our suppliers. A shortage of any key raw materials or components could limit our production, and is likely to increase the costs of our products, thereby depressing the margins for our products. Further, although we produce a number of intermediary materials such as MA, PCT and OCT in-house for the production of PCT/OCT downstream products and UPR products, there can be no assurance that we will be able to continue to do so in a cost-effective manner.

There is no assurance that we will be able to obtain an adequate supply of key raw materials at competitive prices. Market prices of such raw materials may also be volatile due to factors beyond our control, such factors include, inter alia, general economic conditions, changes in the level of global demand and the availability of supply. Any substantial increase in the prices of these raw materials is likely to have a material adverse impact on our production costs. In the event of any significant increase in the cost of such raw materials, and should we be unable to pass on such costs to our customers on a timely basis, our business, profitability and financial performance will be adversely



affected.

7

***We are vulnerable to fluctuations in the prices of our products.***

We are subject to fluctuations in demand for our products and services due to a variety of factors, including general economic conditions, competition, product obsolescence, shifts in buying patterns, financial difficulties and budget constraints of our actual and potential customers and other factors. Some of our products may experience great price fluctuation.

While such factors may, in some periods, increase product sales, fluctuations in demand can also negatively impact in product sales. If demand for our products declines or the prices of our products decline because of general economic conditions or for other reasons, our revenues and gross margin could be adversely affected.

***We may be affected by disruptions to our processing facilities.***

Our processing facilities are located at Zhenjiang City, Jiangsu Province, the PRC. The production facilities are subject to operational risks, such as industrial accidents, which could cause personal injury or loss of human life, the breakdown or failure of equipment, power supplies or processes, performance below expected levels of output or efficiency, obsolescence, labor disputes, natural disasters and the need to comply with relevant regulatory and requirements. From time to time, we may need to carry out planned shutdowns of our processing plants for routine maintenance, statutory inspections and testing and may need to shut down various plants for capacity expansions and equipment upgrades. In addition, due to the nature of our business, and despite compliance with requisite safety requirements and standards, the production process is still subject to operational risks, including discharges or releases of hazardous substances, exposure to contamination and leakages from other factories and operations in the vicinity. These operational risks may cause personal injury or loss of human life and could result in the imposition of civil and criminal penalties. The occurrence of any of these events could have a material adverse effect on the productivity and profitability of a particular production facility and on our business, results of operations and financial condition.

Although we have taken precautions to minimize the risk of any significant operational problems at our production facilities, there can be no assurance that our business, results of operations and financial condition may not be adversely affected by disruptions caused by operational hazards at our production facilities, or at other factories and facilities in the vicinity. Moreover, our production processes are continuously being modified and updated. As a result of manufacturing process updates and improvements, from time to time, we may experience shutdowns, and disruptions to the operations.

The occurrence of any of the above events may cause us to stop or suspend our processing operations and we may not be able to deliver the products to our customers on a timely basis, which would have an adverse impact on its

business, financial position and profitability.

***Our insurance coverage may not adequately protect us against certain operating and other hazards which may have an adverse effect on our business.***

We make substantial investments in complex manufacturing and production facilities and transportation equipment. Many of the production processes, raw materials and certain finished products are potentially destructive and dangerous in uncontrolled or catastrophic circumstances, including operating hazards, fires and explosions, and natural disasters such as typhoons, floods, earthquakes and major equipment failures for which insurance may not be obtainable at a reasonable cost or at all. We maintain insurance policies covering losses due to fire and other calamities. We also maintain insurance policies for fixed assets, such as vehicles, machineries, facilities and buildings which cover against damage caused by certain accidents and natural disasters. Should an accident or natural disaster occur, it may cause significant property damage, disruption to operations and personal injuries and our insurance coverage may be inadequate to cover such loss. Should an uninsured loss or a loss in excess of insured limits occur, we could suffer from damage to our reputation or lose all or a portion of production capacity as well as future revenues anticipated to derive from the relevant facilities. While we maintain coverage from insurance policies for our production facilities which are in line with the industry norms, we cannot assure you that our insurance coverage would be sufficient to cover all our potential losses.

***Our profitability may be affected by a failure to compete effectively in a competitive environment.***

We operate in a highly competitive environment and are subject to competition from both existing competitors and new market entrants. Rapid technological advances and aggressive pricing strategies by our competitors may continue to increase competition. In order to remain competitive, we must continue to improve our materials supply chain, foster production self-sufficiency, upgrade technology and manufacturing process and introduce new products to the market in a timely manner. Our ability to do so depends on factors both within and outside of our control and may be constrained by the distinct characteristics and production requirements of individual products. There can be no assurance that we will be able to continue to improve production efficiency and maintain reasonable margins for all of our existing products, or that we will be able to successfully introduce new products that are able to command higher margins. Some of our competitors may have superior financial, marketing, manufacturing, research and development and technological resources, greater brand name recognition and larger customer bases than it.

Accordingly, these competitors may have the ability to respond more quickly to new or emerging technologies, adapt more quickly to changes in customer requirements and devote greater resources to the development, promotion and sales of their products and/or services. There is no assurance that we will be able to continue competing successfully against present and future competitors.

Our management believes that the important factors to achieving success in our industry include maintaining customer loyalty by cultivating long-term customer relationships and maintaining the quality of our products and services. If we

are unable to attain these, we may lose customers to our competitors and this will adversely affect our market share. Increased competition may also force us to lower our prices, thus reducing our profit margins and affecting our financial performance and condition. Such competition may have a material adverse effect on our business, financial position and results of operations.

***Our business may be adversely affected if our customers place lower than expected orders.***

As is customary in our industry, we do not obtain firm and long-term volume purchase commitments from our customers. Although we may from time to time enter into sales agreements with our key customers which normally include general terms of sale, specification requirements and pricing policy, such agreements generally do not specify a minimum purchase volume or a specific purchase price. The precise terms for each shipment, such as pricing, product specifications and quantities, are normally confirmed at the time each order is placed.

Accordingly, we face the risk that our customers might place lower than expected orders, if at all, or cancel existing plans for orders. Although the customers might be contractually obliged to purchase products on specific terms from us for particular orders, we may be unable to or, for other business reasons, choose not to enforce our contractual rights if the customers terminate their orders. Cancellations, reductions or instructions to delay production by a significant customer could materially and adversely affect our results of operations by reducing our sales volume, as well as by possibly causing a delay in the customers' repayment of our expenditures for inventory and resulting in lower utilization of the manufacturing facilities, all of which may result in lower gross margins.

***Our reputation may suffer if we fail to manufacture products within the acceptable quality range and optimal production yields.***

Product quality can be affected by a number of factors, including the level of contaminants in the manufacturing environment, the contamination of raw materials, equipment malfunction, process adjustments made to manufacture new products, interruptions in availability of utilities, deficiencies in quality control and inadequate sample testing. Many of our customers require stringent quality requirements in the procurement of their supplies.

We have in place stringent quality control processes as set out in the section "Quality Control" of this report and ensure that our raw materials, manufacturing systems and processes and products meet the highest standards of quality. If we fail to maintain high quality production standards, our reputation may suffer and customers may cancel their orders or return their products for replacement, which will materially and adversely affects our results of operations and financial condition.

***We may be unable to adapt to technological changes and other industry standards.***

We operate in a technologically dependent industry and are required to quickly adapt to technological changes and industry standards as well as the changing needs of customers. In the event that we are unable to keep up with the technological developments and develop new products on time, or if we fail to anticipate and adapt to changes in our customers' requirements, our current products and technology may face the risk of becoming obsolete and we would not be able to fully meet our customers' needs. This may then result in a decrease in demand for our products and have a negative impact on our financial performance.

***We may be exposed to risk of infringement of our intellectual property rights.***

We rely primarily on patent, trademark, trade secret, copyright law and other contractual restrictions to protect our intellectual property. Nevertheless, these afford only limited protection and the actions we may take to protect our intellectual property rights may not be adequate. Third parties may infringe or misappropriate our proprietary technologies or other intellectual property rights, which could have a material adverse effect on our business, financial condition, results of operations and prospects. As of the date of this report, we own nine patents in respect of UPR production and are in the midst of applying for four more patents.

Although our senior management personnel would, under the relevant PRC laws relating to duties of directors or the terms of their employment contracts, have a general duty of confidentiality, there is no assurance that there will be no unauthorized disclosure of our trade secrets or other proprietary information. In the event that there is a leakage of such trade secrets or proprietary information to our competitors and other third parties, it may limit our ability to maintain our competitive edge and to grow our business.

Further, as we have not yet received patent protection for some of our proprietary information, there is no assurance that we will obtain adequate remedies in the event of an unauthorized disclosure of the proprietary information to our competitors or other third parties. Should there be a loss of proprietary information, our operations, financial position and prospects may be adversely affected.

***We may not be able to ensure the successful implementation of our future plans and strategies.***

We intend to expand product lines and our distribution network. Such initiatives involve various risks including but not limited to the investment costs in establishing a distribution network within the PRC, setting up of new production facilities and offices and working capital requirements. There is no assurance that such future plans can be successfully implemented as the successful execution of such future plans will depend on several factors, some of which are not within our control, such as retaining and recruiting qualified and skilled staff, and the continued demand for our products by our customers. Failure to implement any part of our future plans or executing such plan costs effectively, may lead to a material adverse change in our operating environment or affect our ability to respond to market or industry changes, which may, in turn, adversely affect our business and financial results.



***We are exposed to the credit risks of our customers.***

Our business and financial results are dependent on the credit worthiness of our customers and this risk increases with, inter alia, the customer's proportion of purchases from us. We usually offer our customers credit terms of up to 120 days. Although there has not been any material collection problem for trade receivables or any other allowance for doubtful debts during the past three fiscal years, there is no assurance that we will not encounter bad debt problems in the future. Should we experience any unexpected delay or difficulty in collections from our customers, our cash flow and financial results may be adversely affected.

In addition, any deterioration in the financial position of our customers may materially affect our profits and cash flow as these customers may default on their payments to us. We cannot assure you that such defaults will not increase in the future or that we will not experience cash flow problems as a result of such defaults. Should these develop into actual events, our business and financial results will be adversely affected.

***We may require additional funding for future growth.***

Our business and the nature of the industry in which we operate may require us to make substantial capital expenditures in terms of both plants, equipment and for research and development capabilities. In particular, we may expand our production capacity in certain of our production facilities to cater to the expected increase in demand. These capital expenditures will be spent in advance of any additional sales to be generated by new or upgraded production facilities as a result of these expenditures. There is a risk that we may in the future incur operating losses if our net operating revenue does not adequately recover our capital expenditures.

In connection with our business strategy, we have continued to make regular capital investments and expenditures. We expect to incur further capital expenditures for FY2016 in connection with the construction and the expansion of production facilities.

The additional funding and capital expenditures is expected to be funded from proceeds from existing cash balances and credit lines, cash inflow from operations and existing and future bank borrowing. However, in the event of adverse market conditions in the future or changes in our growth, manufacturing process, product technologies, prices of machinery and equipment or interest rates, our actual expenditures may exceed our planned expenditures and we may not have sufficient sources of liquidity to effect the current operational plan and would need to secure additional financing from external sources. Our failure to obtain any required financing could impair our ability to both serve our existing clients base and develop new clients and could result in both a decrease in revenue and an increase in our loss.



To the extent that we require financing, we would intend to seek funding for our capital needs through the issuance of debt, preferred stock, common equity, loan guarantees, or a combination of these types of instruments. We may also seek to obtain financing through a private placement or a public offering, a consequence of which could include the sale or issuance of stock to third parties. To the extent additional funding is required, we cannot assure you that it will be able to get additional financing on any terms acceptable to us, and, if it is able to raise funds, it may be necessary for us to sell our securities at a price which is at a significant discount from the market price and on other terms which may be disadvantageous to us. In connection with any such financing, we may be required to provide registration rights to the investors. The price and terms of any financing which would be available to us could result in the issuance of a significant number of shares. If we are required to issue a significant number of shares, stockholders could suffer substantial dilution.

***We are dependent on our “DELTA” brand.***

We rely on our “DELTA” brand in the marketing and distribution of our products. We believe that we have built significant goodwill in our brand in terms of the quality of products and services and it is widely recognized by the fine chemical industry in the PRC. We consider our “DELTA” brand to be vital in promoting product recognition and customer loyalty. Hence, if there are any major defects in our products or adverse publicity on our brand, the goodwill in our brand will be adversely affected and our customers may lose confidence in our products. This will adversely affect our sales of products, hence affecting our business and financial performance.

In order to protect our trademark, we have applied to register our “DELTA” label as a trademark in the PRC. We rely on PRC trademark laws but there is no assurance that this means of protecting our trademark will be effective or that our competitors will not adopt product names or trademarks that are similar to that of ours. We are also vulnerable to attempts by third parties to pass off their products as ours by using our trademark. Adequate protection of our intellectual property is important to our business. Although we may take legal action against those who infringe our intellectual property rights, it may need to incur substantial time and resources and there is no assurance that we will be able to stop or prevent such infringement completely. Unauthorized use of our trademarks could adversely affect our performance and business reputation. Should such counterfeit products be of inferior quality, the goodwill in our brand may be eroded. Hence, our business and financial performance will be adversely affected if we are unable to protect our intellectual property rights effectively.

***Defective or non-compliant products may lead to negative publicity which would adversely affect our business and profits.***

Our products are sold mainly to manufacturers. Although we have not faced any adverse claims or complaints regarding our products to-date, there can be no assurance that our products will not cause personal injury or health complications on users. Further, in the event that our products are defective or non-compliant with specifications, we may be liable to complaints, lawsuits and claims from our customers which in turn could generate negative publicity and materially and adversely affect our business and financial condition. Any successful product liability claim

against us may adversely affect our business and reputation. A product liability claim, even without merit, could result in us incurring significant expenses and expending substantial time and efforts of our management in defending such a claim. Even if we are able to successfully defend any such claim, there can be no assurance that our customers will not lose confidence in our products, thereby affecting our business and reputation.

***Because our contracts are individual purchase orders and not long-term agreements, the results of our operations can vary significantly from quarter to quarter.***

We currently do not have any long-term contracts with our customers for our products. While we do not depend on any single customer for a significant portion of our revenues, there is a risk that existing customers will elect not to do business with us in the future or will experience financial difficulties. There is also a risk that our customers will attempt to impose new or additional requirements on it that reduce the profitability of those customers for us. If we do not develop relationships with new customers, we may not be able to increase, or even maintain, our revenue, and our financial condition, results of operations, business and/or prospects may be materially adversely affected.

***Potential claims alleging infringement of third party's intellectual property by us could harm our ability to compete and result in significant expense to us and loss of significant rights.***

From time to time, third parties may assert patent, copyright, trademark and other intellectual property rights to technologies that are important to our business. Any claims that our products or processes, whether in relation to the specific circumstances set out above or otherwise, infringe the intellectual property rights of others, regardless of the merit or resolution of such claims, could cause us to incur significant costs in responding to, defending, and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from the business. As a result of such intellectual property infringement claims, we could be required or otherwise decide it is appropriate to pay third-party infringement claims; discontinue manufacturing, using, or selling particular products subject to infringement claims; discontinue using the technology or processes subject to infringement claims; develop other technology not subject to infringement claims, which could be time-consuming and costly or may not be possible; and/or license technology from the third-party claiming infringement, which license may not be available on commercially reasonable terms. The occurrence of any of the foregoing could result in unexpected expenses or require us to recognize an impairment of our assets, which would reduce the value of the assets and increase expenses. In addition, if we alter or discontinue the production of affected items, our revenue could be negatively impacted.

### **Risks Relating to Doing Business in the PRC**

***Our subsidiaries, main operations and assets are located in the PRC. Shareholders may not be accorded the same rights and protection that would be accorded under the US law. In addition, it would be difficult to enforce a U.S. judgment against our PRC subsidiaries and our officers and directors.***

Our PRC subsidiaries, Jiangsu Delta, Jiangsu Logistic and Binhai Deda were established in the PRC, and their main operations and assets are located in the PRC. Our PRC subsidiaries, main operations and assets are therefore subject to

the relevant laws and regulations of the PRC. In addition, a majority of our officers and directors are non-residents of the U.S., and substantially all their assets are located outside the U.S. As a result, it could be more difficult for investors to effect service of process in the U.S., or to enforce a judgment obtained in the U.S. against any of our PRC subsidiaries or any of these persons.

***Our business is subject to certain PRC laws and regulations.***

Our business and operations in the PRC are subject to government rules and regulations, including environmental, working safety, road transportation and health regulations. Any changes in such government regulations may have a negative impact on our business.

Breaches or non-compliance with these PRC laws and regulations may result in the suspension, withdrawal or termination of our business licenses or permits, or the imposition of penalties, by the relevant authorities. Our PRC subsidiaries' business licenses are also granted for a finite period and any extension thereof is subject to the approval of the relevant authorities. Any suspension, withdrawal, termination or refusal to extend our PRC subsidiaries' business licenses or permits would cause the cessation of production of certain or all of our products, and this would adversely affect our PRC subsidiaries' business, financial performance and prospects.

***Uncertainty in the PRC legal system may make it difficult for us to predict the outcome of any disputes that we may be involved in.***

The PRC legal system is based on the PRC Constitution and is made up of written laws, regulations, circulars and directives. The PRC government is still in the process of developing its legal system, so as to meet the needs of investors and to encourage foreign investment. As the PRC economy is generally developing at a faster pace than its legal system, some degree of uncertainty exists in connection with whether and how existing laws and regulations will apply to certain events or circumstances.

Some of the laws and regulations, and the interpretation, implementation and enforcement thereof, are still subject to policy changes. There is no assurance that the introduction of new laws, changes to existing laws and the interpretation or application thereof or the delays in obtaining approvals from the relevant authorities will not have an adverse impact on our PRC subsidiaries' business, financial performance and prospects.

Further, precedents on the interpretation, implementation and enforcement of the PRC laws and regulations are limited, and unlike other common law countries such as the United States, decisions on precedent cases are not binding on lower courts. As such, the outcome of dispute resolutions may not be consistent or predictable as in the other more developed jurisdictions and it may be difficult to obtain swift or equitable enforcement of the laws in the PRC, or obtain enforcement of judgment by a court of another jurisdiction.



***New rules on mergers and acquisitions of domestic enterprise by foreign investors.***

In particular, on August 8, 2006, Ministry of Commerce (“MOC”), China Security and Regulatory Commission (“CSRC”), State Administration of Foreign Exchange (“SAFE”) and State Administration for Industry and Commerce of the PRC (“SAIC”), State Administration for Taxation (“SAT”) and National Development and Reform Commission (“NDRC”) promulgated the Provisions on the Mergers and Acquisitions of Domestic Enterprise by Foreign Investors (“M&A Regulations” or “Provision 10”), which came into effect on September 8, 2006 and was revised on June 22, 2009 by MOC. The Provision 10 was supplemented by the Provisions on indirect issuance of securities overseas by a domestic enterprise or overseas listing of its securities for trading issued by CSRC on by the Guidelines on Domestic Enterprises indirectly issuing securities overseas or listing and trading their securities overseas (“CSRC Guidelines”) issued by the CSRC on September 21, 2006.

In the opinion of our PRC Counsel, Jingtian & Gongcheng, based on its understanding of current PRC laws and regulations, Provision 10 does not apply to each of Jiangsu Delta acquisition by Zhengxin International, Jiangsu Delta acquisition by Delta and Zhengxin R&D acquisition by Jiangsu Delta (collectively the “PRC Acquisitions”), and hence the PRC Acquisitions are not subject to the MOC’s approval.

However, there is no assurance that the relevant Chinese government agency, including the CSRC, would reach the same conclusion as the PRC Counsel. If the CSRC or any other Chinese regulatory bodies subsequently determine that we need to obtain the CSRC approval for our acquisition of PRC subsidiaries, we may face regulatory actions or other sanctions from the CSRC or other Chinese regulatory bodies. This may have a material adverse impact on our business, financial condition, results of operations, remittance of profits as well as the trading prices of our shares.

***Failure of our PRC resident shareholders to comply with regulations on foreign exchange registration of overseas investment by PRC residents could cause us to lose our ability to contribute capital to our PRC subsidiaries and remit profits out of the PRC as dividends.***

The Notice on Relevant Issues Concerning Foreign Exchange Administration for Domestic Residents to Engage in Overseas Financing and Round Trip Investment via Overseas Special Purpose Vehicles (“Circular 75”), issued by the SAFE and effective on November 1, 2005, regulates the foreign exchange matters in relation to the use of a “special purpose vehicle” by PRC residents to seek offshore equity financing and conduct a “round trip investment” in China. Under Circular 75, a “special purpose vehicle” refers to an offshore entity directly established or indirectly controlled by PRC resident natural or legal persons (“PRC residents”) for the purpose of seeking offshore equity financing using assets or interests owned by such PRC residents in onshore companies, while “round trip investment” refers to the direct investment in China by such PRC residents through the “special purpose vehicles,” including, without limitation, establishing foreign-invested enterprises and using such foreign-invested enterprises to purchase or control onshore assets through contractual arrangements. Circular 75 requires that, before establishing or controlling a “special purpose

vehicle”, PRC residents and PRC entities are required to complete a foreign exchange registration with the competent local branches of the SAFE for their overseas investments. After the completion of a round-trip investment or the overseas equity financing, the PRC residents are required to go through foreign exchange registration alteration formalities of overseas investment in respect of net assets of special purpose vehicles that such PRC residents hold and the variation thereof.

In addition, an amendment to the registration is required if there is a material change in the “special purpose vehicle,” such as increase or reduction of share capital and transfer of shares. Failure to comply with the registration procedures set forth in Circular 75 may result in restrictions on the foreign exchange activities of the relevant foreign-invested enterprises, including the payment of dividends and other distributions, such as proceeds from any reduction in capital, share transfer or liquidation, to its offshore parent or affiliate and the capital inflow from the offshore parent, and may also subject the relevant PRC residents to penalties under PRC foreign exchange administration regulations.

We have requested our current PRC resident shareholders and/or beneficial owners to disclose whether they or their shareholders or beneficial owners fall within the scope of the Circular 75 and urges PRC residents to register with the local SAFE branch as required under the Circular 75. Our affiliates subject to the SAFE registration requirements, including Mr. Xin Chao and Mr. Lei Shen, have informed it that they have made their initial registrations with SAFE dated June 5, 2013. The failure of our PRC resident shareholders and/or beneficial owners to timely amend their SAFE registrations pursuant to the Circular 75 or the failure of our future shareholders and/or beneficial owners who are PRC residents to comply with the registration requirement set forth in the Circular 75 may subject such shareholders, beneficial owners and/or our PRC subsidiaries to fines and legal sanctions. Any such failure may also limit our ability to contribute additional capital into our PRC subsidiaries, limit our PRC subsidiaries’ ability to distribute dividends to us or otherwise adversely affect our business.

The PRC government could restrict access in the future to foreign currencies for current account transactions. If the foreign exchange control system prevents us from obtaining sufficient foreign currency to satisfy our currency demands, we may not be able to pay certain expenses as they come due or may restrict which limit the payment of dividends from the Company.

***Our results and financial conditions are highly susceptible to changes in the PRC’s political, economic and social conditions as our revenue is currently wholly derived from our operations in the PRC.***

Since 1978, the PRC government has undertaken various reforms of its economic systems. Such reforms have resulted in economic growth for the PRC in the last three decades. However, many of the reforms are unprecedented or experimental, and are expected to be refined and modified from time to time. Other political, economic and social factors may also lead to further readjustment of the reform measures. This refinement and adjustment process may consequently have a material impact on our operations in the PRC or a material adverse impact on our financial performance. Our results and financial condition may be adversely affected by changes in the PRC’s political, economic and social conditions and by changes in policies of the PRC government or changes in laws, regulations or the interpretation or implementation thereof.





***Dividends payable to us by our PRC subsidiaries may be subject to PRC withholding taxes, dividends distributed to our non-PRC investors and gains realized by our non-PRC shareholders from the transfer of our securities may be subject to PRC withholding taxes under the EIT Law.***

The EIT Law imposes a 10% withholding income tax on dividends generated on or after January 1, 2008 and distributed by a resident enterprise to its foreign investors, if such foreign investors are considered as non-resident enterprises without any establishment or place of business within China or if the received dividends have no connection with such foreign investors' establishment or place of business within China, unless such foreign investors' jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. The British Virgin Islands, where we are incorporated, does not have such tax treaty with China. According to the Arrangement between Mainland of China and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income in August 2006, dividends paid by a foreign invested enterprise, or FIE, to its foreign investors in Hong Kong will be subject to withholding tax at a preferential rate of no more than 5% (if the foreign investor owns directly at least 25% of the shares of the FIE). The State Administration of Taxation further promulgated a circular, or Circular 601, on October 27, 2009, which provides that tax treaty benefits will be denied to "conduit" or shell companies without business substance and that a beneficial ownership analysis will be used based on a "substance-over-form" principle to determine whether or not to grant the tax treaty benefits. Our subsidiaries in China are directly invested in and held by a Hong Kong registered entity. If we are regarded as a non-resident enterprise and our Hong Kong entity regarded as resident enterprise, then our Hong Kong entity may be required to pay a 10% withholding tax on any dividends payable to it. If our Hong Kong entity is regarded as non-resident enterprises, then our subsidiaries in China will be required to pay a 5% withholding tax for any dividends payable to our Hong Kong entities provided that specific conditions are met. However, it is still unclear at this stage whether Circular 601 applies to dividends from our PRC subsidiaries paid to our Hong Kong subsidiary and if our Hong Kong subsidiary were not considered as "beneficial owners" of any dividends from our PRC subsidiaries, the dividends payable to our Hong Kong subsidiary would be subject to withholding tax at a rate of 10%. In either case, the amount of funds available to us, including the payment of dividends to our shareholders, could be materially reduced. In addition, because there remains uncertainty regarding the concept of "the place of de facto management body," if we are regarded as a resident enterprise, under the EIT Law, any dividends to be distributed by us to our non-PRC shareholders will be subject to PRC withholding tax. We also cannot guarantee that any gains realized by such non-PRC shareholders from the transfer of our shares will not be subject to PRC withholding tax. If we are required under the EIT Law to withhold PRC income tax on dividends payable to our non-PRC shareholders or any gains realized by our non-PRC shareholders from transfer of our shares, their investment in our shares may be materially and adversely affected.

***We may be subject to a significant withholding tax should equity transfers by our non-resident enterprises be determined to have been done without a reasonable business purpose.***

In December 2009, the State Administration of Tax in China issued a circular on strengthening the management of proceeds from equity transfers by non-resident enterprises and requires foreign entities to report indirect sales of resident enterprises. If the existence of the overseas intermediary holding company is disregarded due to lack of reasonable business purpose or substance, gains on such sale are subject to PRC withholding tax. Due to limited

guidance and implementation history of the circular, significant judgment is required in determining the existence of a reasonable business purpose by considering multiple factors, such as the form and substance of the arrangement, time of establishment of the foreign entity, relationship between each step of the arrangement, relationship between each component of the arrangement, implementation of the arrangement and the changes in the financial position of all parties involved in the transaction. Although we believe that our transactions during all the periods presented would be determined to have reasonable business purposes, should this not be the case, we would be subject to a significant withholding tax that could materially and adversely impact our financial position, results of operations and cash flows.

***Uncertainty in the interpretation of PRC tax regulations may have a negative impact on our business operations, our acquisition or restructuring strategy or the value of our investment in it.***

Pursuant to the Notice on Strengthening Administration of Enterprise Income Tax for Share Transfers by Non-PRC Resident Enterprises, or SAT Circular 698, issued by the State Administration of Taxation in December 2009, with retroactive effect from January 1, 2008, where a non-resident enterprise transfers the equity interests of a PRC resident enterprise indirectly by disposition of the equity interests of an overseas non-public holding company, or an Indirect Transfer, and such overseas holding company is located in a tax jurisdiction that: (i) has an effective tax rate of less than 12.5% or (ii) does not impose income tax on foreign income of its residents, the non-resident enterprise, being the transferor, must report to the competent tax authority of the PRC resident enterprise this Indirect Transfer. Using a “substance over form” principle, the PRC tax authority may disregard the existence of the overseas holding company if it lacks a reasonable commercial purpose and was established for the purpose of reducing, avoiding or deferring PRC tax. As a result, gains derived from such Indirect Transfer may be subject to PRC withholding tax at a rate of up to 10%. SAT Circular 698 also provides that, where a non-PRC resident enterprise transfers its equity interests in a PRC resident enterprise to its related parties at a price lower than fair market value, the relevant tax authority has the power to make a reasonable adjustment to the taxable income of the transaction.

On March 28, 2011, the State Administration of Taxation released SAT Public Notice (2011) No. 24, or SAT Public Notice 24, to clarify several issues related to Circular 698. SAT Public Notice 24 became effective on April 1, 2011. According to SAT Public Notice 24, the term “effective tax rate” refers to the effective tax rate on the gain derived from disposition of the equity interests of an overseas holding company; and the term “does not impose income tax” refers to the cases where the gain derived from disposition of the equity interests of an overseas holding company is not subject to income tax in the country/region where the overseas holding company is a resident.

There is uncertainty as to the application of SAT Circular 698. For example, while the term “Indirect Transfer” is not clearly defined, it is understood that the relevant PRC tax authorities have jurisdiction regarding requests for information over a wide range of foreign entities having no direct contact with China. Moreover, the relevant authority has not yet promulgated any formal provisions or made any formal declaration as to the process and format for reporting an Indirect Transfer to the competent tax authority of the relevant PRC resident enterprise. In addition, there are no formal declarations with regard to how to determine whether a foreign investor has adopted an abusive arrangement in order to reduce, avoid or defer PRC tax. SAT Circular 698 may be determined by the tax authorities to be applicable to previous investments by non-resident investors in its company, if any of such transactions were determined by the tax authorities to lack reasonable commercial purpose. As a result, we and our existing non-resident investors may be at risk of being taxed under SAT Circular 698 and may be required to expend valuable resources to comply with SAT Circular 698 or to establish that we should not be taxed under SAT Circular 698, which may have a material adverse effect on our financial condition and results of operations or such non-resident investors’ investments in us. We have conducted and may conduct transactions involving our corporate structure. We cannot assure you that the PRC tax authorities will not, at their discretion, adjust any capital gains and impose tax return filing obligations on us or require us to provide assistance for the investigation of PRC tax authorities with respect thereto. Any PRC tax imposed on a transfer of our shares or any adjustment of such gains would cause us to incur additional costs and may have a negative impact on the value of your investment in us.

***PRC regulation of loans and direct investment by offshore holding companies to PRC entities may delay or prevent us from using the proceeds from the offerings of any securities to make loans or additional capital contributions to our PRC operating subsidiaries.***

As an offshore holding company, our ability to make loans or additional capital contributions to our PRC operating subsidiaries is subject to PRC regulations and approvals. These regulations and approvals may delay or prevent us from using the proceeds we received in the past or will receive in the future from the offerings of securities to make loans or additional capital contributions to our PRC operating subsidiaries, and impair our ability to fund and expand our business which may adversely affect our business, financial condition and result of operations.

For example, the SAFE promulgated the Circular on the Relevant Operating Issues concerning Administration Improvement of Payment and Settlement of Foreign Currency Capital of Foreign-Invested Enterprises, or Circular 142, on August 29, 2008. Under Circular 142, registered capital of a foreign-invested company settled in RMB converted from foreign currencies may only be used within the business scope approved by the applicable governmental authority and may not be used for equity investments in the PRC. In addition, foreign-invested companies may not change how they use such capital without the SAFE’s approval, and may not in any case use such capital to repay RMB loans if they have not used the proceeds of such loans. Furthermore, the SAFE promulgated a circular on November 9, 2010, or Circular 59, which requires the authenticity of settlement of net proceeds from offshore offerings to be closely examined and the net proceeds to be settled in the manner described in the offering documents. In addition, to strengthen Circular 142, on November 9, 2011, the SAFE promulgated the Circular on Further Clarifying and Regulating Relevant Issues Concerning the Administration of Foreign Exchange under Capital Account, or Circular 45, which prohibits a foreign invested company from converting its registered capital in foreign exchange currency into RMB for the purpose of making domestic equity investments, granting entrusted loans,

repaying inter-company loans, and repaying bank loans that have been transferred to a third party. Circular 142, Circular 59 and Circular 45 may significantly limit our ability to transfer the net proceeds from offerings of our securities or any future offering to our PRC subsidiaries and convert the net proceeds into RMB, which may adversely affect our liquidity and our ability to fund and expand our business in the PRC.

***Currency fluctuations and restrictions on currency exchange may adversely affect our business, including limiting our ability to convert RMB into foreign currencies and, if RMB were to decline in value, reducing our revenues and profits in U.S. dollar terms.***

Our reporting currency is the U.S. dollar and our operations in China use RMB as functional currencies. The majority of our revenues derived and expenses incurred are in Chinese RMB with a relatively small amount in U.S. dollars. We are subject to the effects of exchange rate fluctuations with respect to any of these currencies. For example, the value of the RMB depends to a large extent on Chinese government policies and China's domestic and international economic and political developments, as well as supply and demand in the local market. Starting July 2005, the Chinese government changed its policy of pegging the value of the RMB to the U.S. dollar. Under the new policy, the RMB has fluctuated within a narrow and managed band against a basket of certain foreign currencies. It is possible that the Chinese government will adopt a more flexible currency policy, which could result in more significant fluctuations of the RMB against the U.S. dollar.

The income statements of our China operations are translated into U.S. dollars at the average exchange rates in each applicable period. To the extent the U.S. dollar strengthens against foreign currencies, the translation of these foreign currency-denominated transactions results in reduced revenues, operating expenses and net income for our non-U.S. operations. Similarly, to the extent the U.S. dollar weakens against foreign currencies, the translation of RMB denominated transactions results in increased revenues, operating expenses and net income for our non-U.S. operations. We are also exposed to foreign exchange rate fluctuations as we convert the financial statements of our non-U.S. subsidiaries into U.S. dollars in consolidation. If there is a change in foreign currency exchange rates, the conversion of the non-U.S. subsidiaries' financial statements We have not entered into agreements or purchased instruments to hedge our exchange rate risks, although we may do so in the future. The availability and effectiveness of any hedging transaction may be limited and we may not be able to successfully hedge our exchange rate risks.

Although Chinese governmental policies were introduced in 1996 to allow the convertibility of RMB into foreign currency for current account items, conversion of RMB into foreign exchange for most of the capital items, such as foreign direct investment, loans or securities, requires the approval of the State Administration of Foreign Exchange, or SAFE. These approvals, however, do not guarantee the availability of foreign currency. We cannot be sure that we will be able to obtain all required conversion approvals for our operations or that Chinese regulatory authorities will not impose greater restrictions on the convertibility of RMB in the future. Because a significant amount of our future revenues are in the form of RMB, our inability to obtain the requisite approvals or any future restrictions on currency exchanges could limit our ability to utilize revenue generated in RMB to fund our business activities outside China, or to repay non-RMB-denominated obligations, including our debt obligations, which would have a material adverse effect on our financial condition and results of operations.



***Restrictions on paying dividends or making other payments to us bind our subsidiaries in China.***

We are a holding company and do not have any assets or conduct any business operations in China other than our investments in our subsidiaries in China. As a result, if our non-China operations require cash from China, we would depend on dividend payments from our subsidiaries in China. We cannot make any assurance that we can continue to receive payments from our subsidiaries in China. In addition, under Chinese law, our subsidiaries are only allowed to pay dividends to us out of their distributable earnings, if any, as determined in accordance with Chinese accounting standards and regulations. Moreover, our Chinese subsidiaries are required to set aside at least 10% of their respective after-tax profit each year, if any, to fund certain mandated reserve funds, unless these reserves have reached 50% of their registered capital. These reserve funds are not payable or distributable as cash dividends. For Chinese subsidiaries with after-tax profits for the periods presented, the difference between after-tax profits as calculated under PRC accounting standards and U.S. GAAP relates primarily to share-based compensation expenses and intangible assets amortization expenses, which are not pushed down to our subsidiaries under PRC accounting standards. In addition, under the EIT Law and its implementing Rules, dividends generated from our PRC subsidiaries after January 1, 2008 and payable to their immediate holding company incorporated in Hong Kong generally will be subject to a withholding tax rate of 10% (unless the PRC tax authorities determine that our Hong Kong subsidiary is a resident enterprise). If certain conditions and requirements under the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income entered into between Hong Kong and the PRC and other related PRC laws and regulations are met, the withholding rate could be reduced to 5%.

The Chinese government also imposes controls on the convertibility of RMB into foreign currencies and the remittance of currency out of China in certain cases. We have experienced and may continue to experience difficulties in completing the administrative procedures necessary to obtain and remit foreign currency. If we or any of our subsidiaries are unable to receive substantially all of the economic benefits from our operations through these contractual or dividend arrangements, we may be unable to effectively finance our operations or pay dividends on our ordinary shares.

***PRC laws and regulations establish more complex procedures for some acquisitions of Chinese companies by foreign investors, which could make it more difficult for us to pursue growth through acquisitions in China.***

A number of PRC laws and regulations, including the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors adopted by six PRC regulatory agencies in 2006, or the M&A Rules, the Antimonopoly Law, and the Rules of Ministry of Commerce on Implementation of Security Review System of Mergers and Acquisitions of Domestic Enterprises by Foreign Investors promulgated by the Ministry of Commerce in August 2011, or the Security Review Rules, have established procedures and requirements that are expected to make merger and acquisition activities in China by foreign investors more time consuming and complex. These include requirements in some instances that the Ministry of Commerce be notified in advance of any change of control transaction in which a foreign investor takes control of a PRC domestic enterprise, or that the approval from the

Ministry of Commerce be obtained in circumstances where overseas companies established or controlled by PRC enterprises or residents acquire affiliated domestic companies. PRC laws and regulations also require certain merger and acquisition transactions to be subject to merger control review or security review.

The Security Review Rules were formulated to implement the Notice of the General Office of the State Council on Establishing the Security Review System for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, also known as Circular 6, which was promulgated in 2011. Under these rules, a security review is required for mergers and acquisitions by foreign investors having “national defense and security” concerns and mergers and acquisitions by which foreign investors may acquire the “de facto control” of domestic enterprises have “national security” concerns. In addition, when deciding whether a specific merger or acquisition of a domestic enterprise by foreign investors is subject to the security review, the Ministry of Commerce will look into the substance and actual impact of the transaction. The Security Review Rules further prohibits foreign investors from bypassing the security review requirement by structuring transactions through proxies, trusts, indirect investments, leases, loans, control through contractual arrangements or offshore transactions.

There is no requirement for foreign investors in those mergers and acquisitions transactions already completed prior to the promulgation of Circular 6 to submit such transactions to the Ministry of Commerce for security review. As we have already obtained the “de facto control” over our affiliated PRC entities prior to the effectiveness of these rules, we do not believe we are required to submit our existing contractual arrangements to the Ministry of Commerce for security review.

However, as these rules are relatively new and there is a lack of clear statutory interpretation on the implementation of the same, there is no assurance that the Ministry of Commerce will not apply these national security review-related rules to the acquisition of equity interest in our PRC subsidiaries. If we are found to be in violation of the Security Review Rules and other PRC laws and regulations with respect to the merger and acquisition activities in China, or fail to obtain any of the required approvals, the relevant regulatory authorities would have broad discretion in dealing with such violation, including levying fines, confiscating our income, revoking our PRC subsidiaries’ business or operating licenses, requiring us to restructure or unwind the relevant ownership structure or operations. Any of these actions could cause significant disruption to our business operations and may materially and adversely affect our business, financial condition and results of operations. Further, if the business of any target company that we plan to acquire falls into the ambit of security review, we may not be able to successfully acquire such company either by equity or asset acquisition, capital contribution or through any contractual arrangement. We may grow our business in part by acquiring other companies operating in our industry. Complying with the requirements of the relevant regulations to complete such transactions could be time consuming, and any required approval processes, including approval from the Ministry of Commerce, may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business or maintain our market share.

***The PRC Labor Contract Law and its implementing rules may adversely affect our business and results of operations.***

The PRC Labor Contract Law became effective and was implemented on January 1, 2008. The PRC Labor Contract Law has reinforced the protection for employees who, under the PRC Labor Contract Law, have the right, among others, to have written labor contracts, to enter into labor contracts with no fixed terms under certain circumstances, to receive overtime wages and to terminate or alter terms in labor contracts. Furthermore, the PRC Labor Contract Law establishes additional restrictions and increases the costs involved with dismissing employees. As the PRC Labor Contract Law is relatively new, there remains significant uncertainty as to its interpretation and application by the PRC Government. In the event that we decide to significantly reduce our workforce, the PRC Labor Contract Law could adversely affect our ability to do so in a timely and cost effective manner, and our results of operations could be adversely affected. In addition, for employees whose contracts include non-competition terms, the Labor Contract Law requires us to pay monthly compensation after such employment is terminated, which will increase our operating expenses.

***Failure by our PRC shareholders or beneficial owners to make required foreign exchange filings and registrations may prevent us from distributing dividends and expose us to liabilities under the PRC laws.***

The Circular on Relevant Issues concerning Foreign Exchange Administration of Overseas Investment and Financing and Return Investments Conducted by Domestic Residents through Overseas Special Purpose Vehicles (“SAFE Circular No. 37”), which was promulgated by SAFE and became effective on July 14, 2014, requires a PRC individual resident (“PRC Resident”) to register with the local SAFE branch before he or she contributes assets or equity interests in an overseas special purpose vehicle (“Offshore SPV”) that is directly established or controlled by the PRC Resident for the purpose of conducting investment or financing. Following the initial registration, the PRC Resident is also required to register with the local SAFE branch for any major change in respect of the Offshore SPV, including, among other things, any major change of a PRC Resident shareholder, name or term of operation of the Offshore SPV, or any increase or reduction of the Offshore SPV’s registered capital, share transfer or swap, merger or division. Failure to comply with the registration procedures of SAFE Circular No. 37 may result in penalties and sanctions, including the imposition of restrictions on the ability of the Offshore SPV’s PRC subsidiary to distribute dividends to its overseas parent.

Our existing PRC Resident shareholders and beneficial owners currently are subject to the registration procedures under SAFE Circular No. 37. However, as SAFE Circular No. 37 was recently promulgated, it is unclear how this regulation and any future regulation concerning offshore or cross-border transactions will be interpreted, amended or implemented by the relevant government authorities. It cannot be predicted that how these regulations will affect our business operations or future strategies. Any failure by our PRC Resident shareholders or beneficial owners to make the updates with SAFE may subject the relevant PRC Resident shareholders or beneficial owners to penalties, restrict our overseas or cross-border investment activities, limit our PRC subsidiaries’ ability to make distributions or pay dividends, or affect our ownership structure and capital inflow from our offshore subsidiaries. As such, our business,



financial condition, results of operations and liquidity as well as our ability to pay dividends or make other distributions to our shareholders may be materially and adversely affected.

***There are defects in our titles of or rights to use our properties.***

We have not received the record of completion acceptance from the relevant authority for our facilities used in our production and storage (“Properties”). We do not have valid title or right to the said Properties. Any dispute or claim in relation to the title to the Properties, including any litigation involving allegations of illegal or unauthorized use of the Properties, may materially and adversely affect our operations, financial condition, reputation and future growth. However, we are in the process of applying to relevant authority to obtain the completion acceptance for the Properties.

***One of our subsidiaries is manufacturing certain products that are beyond its business scope.***

Jiangsu Delta has been producing UPR, which is beyond the business scope of Jiangsu Delta. As a result, Jiangsu Delta may be imposed penalty and the business license of Jiangsu Delta may be revoked by relevant authority. However, Jiangsu Delta is applying to relevant authority to enlarge its business scope to include production of UPR. In the event that such approval is not obtained, Jiangsu Delta will have to suspend production of UPR, which might adversely affect our financial prospect and results of operation.

***One of our subsidiaries is conducting certain business that is beyond its approved production capacity.***

Jiangsu Delta is producing 30,000 tons of PCT/OCT series and downstream products per annum which are beyond the approved annual production capacity of 10,000 tons. As a result, Jiangsu Delta might be imposed penalty of RMB 500,000 to RMB 1,000,000 by relevant authority. However, Jiangsu Delta is applying to relevant authority to increase Jiangsu Delta’s annual approved production capacity to 30,000 tons. In the event that such application is denied, Jiangsu Delta will have to reduce its actual production under the approved capacity. As a result, our production might not keep up with the demand of our customers, which may adversely affect our revenue and financial conditions.

## Risks Relating to Our Securities

*The market price of our ordinary shares is volatile, leading to the possibility of its value being depressed at a time when you want to sell your holdings.*

The market price of our ordinary shares and warrants is volatile, and this volatility may continue. Numerous factors, many of which are beyond our control, may cause the market price of our ordinary shares to fluctuate significantly. These factors include:

- our earnings releases, actual or anticipated changes in our earnings, fluctuations in our operating results or our failure to meet the expectations of financial market analysts and investors;
- changes in financial estimates by us or by any securities analysts who might cover our stock;
- speculation about our business in the press or the investment community;
- significant developments relating to our relationships with our customers or suppliers;
- stock market price and volume fluctuations of other publicly traded companies and, in particular, those that are in the same industry as we are;
- customer demand for our products;
- investor perceptions of the chemical industry in general and our company in particular;
- the operating and stock performance of comparable companies;
- general economic conditions and trends;
- major catastrophic events;
- announcements by us or our competitors of new products, significant acquisitions, strategic partnerships or divestitures;
- changes in accounting standards, policies, guidance, interpretation or principles;
- loss of external funding sources;
- failure to maintain compliance with NASDAQ rules;
- sales of our ordinary shares, including sales by our directors, officers or significant shareholders; and

· additions or departures of key personnel.

Securities class action litigation is often instituted against companies following periods of volatility in their share price. This type of litigation could result in substantial costs to us and divert our management's attention and resources. Moreover, securities markets may from time to time experience significant price and volume fluctuations for reasons unrelated to operating performance of particular companies. For example, in July 2008, the securities markets in the United States, China and other jurisdictions experienced the largest decline in share prices since September 2001. These market fluctuations may adversely affect the price of our ordinary shares, warrants and other interests in our company at a time when you want to sell your interest in us.

***If we fail to comply with the continued listing requirements of NASDAQ, we would face possible delisting, which would result in a limited public market for our shares and make obtaining future debt or equity financing more difficult for us.***

Our ordinary shares are traded and listed on the NASDAQ Capital Market under the symbol "DELT" and our warrants are traded and listed on the NASDAQ Capital Market under the symbol "DELTW." The ordinary shares and warrants may be delisted if we fail to maintain certain listing requirements of the Nasdaq Stock Market, or NASDAQ.

We cannot ensure you that we will continue to comply with the requirements for continued listing on The NASDAQ Capital Market in the future. If our securities lose their status on The NASDAQ Capital Market, our securities would likely trade in the over-the-counter market. If our securities were to trade on the over-the-counter market, selling our securities could be more difficult because smaller quantities of securities would likely be bought and sold, transactions could be delayed, and security analysts' coverage of us may be reduced. In addition, in the event our securities are delisted, broker-dealers have certain regulatory burdens imposed upon them, which may discourage broker-dealers from effecting transactions in our securities, further limiting the liquidity of our securities. These factors could result in lower prices and larger spreads in the bid and ask prices for our securities. Such delisting from The NASDAQ Capital Market and continued or further declines in our share price could also greatly impair our ability to raise additional necessary capital through equity or debt financing, and could significantly increase the ownership dilution to shareholders caused by our issuing equity in financing or other transactions.

***While we believe that we currently have adequate internal control procedures in place, we are still exposed to potential risks from legislation requiring companies to evaluate controls under Section 404 of the Sarbanes-Oxley Act of 2002.***

Under the supervision and with the participation of our management, we have evaluated our internal controls systems in order to allow management to report on the system and process evaluation and testing required in an effort to comply with the management certification and auditor attestation requirements of Section 404. As a result, we have incurred additional expenses and a diversion of management's time.

If we fail to maintain effective internal control over financial reporting in the future, a material misstatement of our financial statements may not be prevented or detected on a timely basis. In addition, we may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404. This could in turn result in the loss of investor confidence in the reliability of our financial statements and negatively impact the trading price of our shares. Furthermore, if we are not able to continue to meet the requirements of Section 404 in a timely manner or with adequate compliance, we might be subject to sanctions or investigation by regulatory authorities, such as the SEC or the NASDAQ. Any such action could adversely affect our financial results and the market price of our ordinary shares and warrants.

***As a foreign private issuer, we have limited reporting requirements under the Securities Exchange Act of 1934, which makes us less transparent than a United States issuer.***

As a foreign private issuer, the rules and regulations under the Exchange Act provide us with certain exemptions from the reporting obligations of United States issuers. We are exempt from the rules prescribing the furnishing and content of proxy statements, and our officers, directors and principal stockholders are exempt from the reporting and short-swing profit recovery provisions. Also, we are not required to publish financial statements as frequently, as promptly or containing the same information as United States companies. The result is that we will be less transparent than a U.S. issuer.

***We are an “emerging growth company” and may not be subject to requirements that other public companies are subject to, which could harm investor confidence in us and our securities.***

We are an “emerging growth company” as defined in the Jumpstart Our Business Act of 2012, or the JOBS Act, and, for as long as we continue to be an emerging growth company, we may choose to take advantage of exemptions from various reporting requirements applicable to other public companies, including an exemption from the requirement to comply with the auditor attestation requirements of Section 404 and an exemption from the requirement to adopt and comply with new or revised accounting standards at the same time as other public companies. We will remain an emerging growth company until the earliest of (a) the last day of our fiscal year during which we have total annual gross revenues of at least US\$1.0 billion; (b) the last day of our fiscal year following the fifth anniversary of the completion of our initial public offering; (c) the date on which we have, during the previous three-year period, issued more than US\$1.0 billion in non-convertible debt; or (d) the date on which we are deemed to be a “large accelerated filer” under the Exchange Act, which would occur if the market value of our ADSs that are held by non-affiliates exceeds US\$700 million as of the last business day of our most recently completed second fiscal quarter.

The JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. However, we will elect to “opt out” of this provision and, as a result, we will comply with any new or revised accounting standards as required when they are adopted for public companies. This decision to opt out of the extended transition period under the JOBS Act is irrevocable.

If some investors find our securities less attractive because we may rely on these exemptions, there may be a less active trading market for our securities and their price may be more volatile.

***We may be classified as a passive foreign investment company for United States federal income tax purposes, which could result in adverse United States federal income tax consequences to U.S. Holders.***

Based on the market price of our ordinary shares, the value of our assets, and the composition of our assets and income, we do not believe that we were a passive foreign investment company (a “PFIC”) for United States federal income tax purposes for its taxable year ended June 30, 2015 and we do not expect to be one for our taxable year ending June 30, 2016 or become one in the foreseeable future. Nevertheless, the application of the PFIC rules is subject to ambiguity in several respects and, in addition, we must make a separate determination each year as to whether we are a PFIC (after the close of each taxable year). Accordingly, we cannot assure you that we will not be a PFIC for the current or any other taxable year.

A non-United States corporation, such as us, will be classified as a PFIC for United States federal income tax purposes for any taxable year, if either (1) 75% or more of its gross income for such year consists of certain types of “passive” income, or (2) 50% or more of its average quarterly assets as determined on the basis of fair market value during such year produce or are held for the production of passive income. Because there are uncertainties in the application of the relevant rules and PFIC status is a fact-intensive determination made on an annual basis, no assurance can be given with respect to our PFIC status for the current or any other taxable year.

If we are characterized as a PFIC for any year, a U.S. holder may incur significantly increased United States income tax on gain recognized on the sale or other disposition of our ordinary shares and on the receipt of distributions on our notes or ordinary shares to the extent such gain or distribution is treated as an “excess distribution” under the United States federal income tax rules.

***We have outstanding exercisable securities that may dilute your holdings.***

Our outstanding exercisable securities may adversely affect the market price of our shares.

As of the date of this report, we have issued and outstanding securities exercisable into 6,625,320 ordinary shares (warrants for the purchase of 6,065,320 shares and a unit purchase option for 280,000 shares and warrants to purchase 280,000 shares). The sale or possibility of sale of the shares underlying these securities could have an adverse effect on the market price for its securities or its ability to obtain future financing. If and to the extent these securities are converted or exercised, you may experience dilution to your holdings.

***One of our stockholders holds a significant percentage of our outstanding voting securities.***

Mr. Xin Chao, who is our Chief Executive Officer and Chairman of the Board, directly or indirectly owns approximately 25% of our outstanding voting securities. As a result, he possesses significant influence, giving him the ability, among other things, to elect a majority of its Board of Directors and to authorize or prevent proposed significant corporate transactions. His ownership and control may also have the effect of delaying or preventing a future change in control, impeding a merger, consolidation, takeover or other business combination or discourage a potential acquirer from making a tender offer, all of which may prevent it from implementing its business strategies.

## **Risk Relating to British Virgin Islands**

***Rights of shareholders under British Virgin Islands law differ from those under United States law, and, accordingly, our shareholders may have fewer protections.***

Our corporate affairs are governed by our Memorandum and Articles of Association, the BVI Business Companies Act, 2004 (as amended, the “BVI Act”) and the common law of the British Virgin Islands. The rights of shareholders to take legal action against our directors, actions by minority shareholders and the fiduciary responsibilities of our directors under British Virgin Islands law are to a large extent governed by the common law of the British Virgin Islands and by the BVI Act. The common law of the British Virgin Islands is derived in part from comparatively limited judicial precedent in the British Virgin Islands as well as from English common law, which has persuasive, but not binding, authority on a court in the British Virgin Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under British Virgin Islands law are not as clearly established as they would be under statutes or judicial precedents in some jurisdictions in the United States. In particular, the British Virgin Islands has a less developed body of securities laws as compared to the United States, and some states (such as Delaware) have more fully developed and judicially interpreted bodies of corporate law. As a result of the foregoing, holders of our ordinary shares may have more difficulty in protecting their interests through actions against our management, directors or major shareholders than they would as shareholders of a U.S. company.

***The laws of the British Virgin Islands provide limited protection for minority shareholders, so minority shareholders will have limited or no recourse if they are dissatisfied with the conduct of our affairs.***

Under the laws of the British Virgin Islands, there is limited statutory law for the protection of minority shareholders other than the provisions of the BVI Act dealing with shareholder. The principal protection under statutory law is that shareholders may bring an action to enforce the constituent documents of a British Virgin Islands company and are entitled to have the affairs of the company conducted in accordance with the BVI Act and the memorandum and articles of association of the company. As such, if those who control the company have persistently disregarded the requirements of the BVI Act or the provisions of the company’s memorandum and articles of association, then the courts will likely grant relief. Generally, the areas in which the courts will intervene are the following: (i) an act complained of which is outside the scope of the authorized business or is illegal or not capable of ratification by the majority; (ii) acts that constitute fraud on the minority where the wrongdoers control the company; (iii) acts that infringe on the personal rights of the shareholders, such as the right to vote; and (iv) acts where the company has not complied with provisions requiring approval of a special or extraordinary majority of shareholders, which are more limited than the rights afforded to minority shareholders under the laws of many states in the United States.

***It may be difficult to enforce judgments against us or our executive officers and directors in jurisdictions outside the United States.***



Under our Memorandum and Articles of Association, as amended, we may indemnify and hold our directors harmless against all claims and suits brought against them, subject to limited exceptions. Furthermore, to the extent allowed by law, the rights and obligations among or between us, any of our current or former directors, officers and employees and any current or former shareholder will be governed exclusively by the laws of the British Virgin Islands and subject to the jurisdiction of the British Virgin Islands courts, unless those rights or obligations do not relate to or arise out of their capacities as such. Although there is doubt as to whether United States courts would enforce these provisions in an action brought in the United States under United States securities laws, these provisions could make judgments obtained outside of the British Virgin Islands more difficult to enforce against our assets in the British Virgin Islands or jurisdictions that would apply British Virgin Islands law.

***British Virgin Islands companies may not be able to initiate shareholder derivative actions, thereby depriving shareholders of one avenue to protect their interests.***

British Virgin Islands companies may not have standing to initiate a shareholder derivative action in a federal court of the United States. The circumstances in which any such action may be brought, and the procedures and defenses that may be available in respect of any such action, may result in the rights of shareholders of a British Virgin Islands company being more limited than those of shareholders of a company organized in the United States. Accordingly, shareholders may have fewer alternatives available to them if they believe that corporate wrongdoing has occurred. The British Virgin Islands courts are also unlikely to recognize or enforce judgments of courts in the United States based on certain liability provisions of United States securities law or to impose liabilities, in original actions brought in the British Virgin Islands, based on certain liability provisions of the United States securities laws that are penal in nature. There is no statutory recognition in the British Virgin Islands of judgments obtained in the United States, although the courts of the British Virgin Islands will generally recognize and enforce the non-penal judgment of a foreign court of competent jurisdiction without retrial on the merits. This means that even if shareholders were to sue the Company successfully, they may not be able to recover anything to make up for the losses suffered.

## ITEM 4. INFORMATION ON THE COMPANY

### A. History and Development of the Company

We were formed under the name of “CIS Acquisitions Ltd.” on November 28, 2011, under the laws of the British Virgin Islands. We were formed to acquire, through a merger, stock exchange, asset acquisition, stock purchase or similar acquisition transaction, one or more operating businesses. Although we were not limited to a particular geographic region or industry, we intended to focus on operating businesses with primary operations in Russia and Eastern Europe. We had no operations and generated no operating revenues until we completed the acquisition of Elite as more fully discussed below.

We are an emerging growth company, as defined in the Jumpstart Our Business Startups Act.

#### *Initial Public Offering*

On December 21, 2012, we consummated our initial public offering of 4,000,000 units at a public offering price of \$10.00 per unit, generating gross proceeds of \$40,000,000. Each unit consisted of one callable Class A Share, par value \$0.0001 per share, and one redeemable warrant. Each redeemable warrant included in the units entitles the holder to purchase one ordinary share at a price of \$10.00. Immediately prior to the consummation of the IPO, we completed a private placement of 4,500,000 warrants at a price of \$0.75 per warrant, for an aggregate purchase price of \$3,375,000, to our founding shareholders and their designees. We sold to the underwriters of the IPO, as additional compensation, an aggregate of 136,000 Class A Shares for \$2,720.

A total of \$41,600,000, which included a portion of the \$3,375,000 of proceeds from the private placement of warrants to the founding shareholders and their designees, were placed in trust (the “Trust Account”) pending the completion of our initial acquisition transaction.

#### *Acquisition of Elite*

On September 19, 2014, upon closing of a Stock Purchase Agreement dated September 16, 2014, by and among the Company, Elite Ride Limited, a British Virgin Islands corporation (“Elite”), Delta and the shareholders of Elite (the “Elite Shareholders”), we acquired all the outstanding shares of Elite, in exchange for the issuance to the Elite

Shareholders an aggregate of 6,060,000 ordinary shares, of which 4,560,000 shares were issued at closing and 1,500,000 shares (“Earnout Payment Shares”) are held in escrow and will be released upon meeting of certain performance targets as specified in the stock purchase agreement (the “Acquisition”).

The Earnout Payment Shares, if any, will be issued as follows: (a) 500,000 shares shall be issued if the Company achieves Adjusted Net Income (as defined in the stock purchase agreement) of at least \$8 million for the period starting July 1, 2014 and ending June 30, 2015; (b) 500,000 shares shall be issued if the Company achieves Adjusted Net Income of at least \$9.2 million for the period starting July 1, 2015 and ending June 30, 2016; (c) 500,000 shares shall be issued if the Company achieves Adjusted Net Income of at least \$10.6 million for the period starting July 1, 2016 and ending June 30, 2017 (collectively, the “Net Income Targets”). Further, during the thirteen (13) months post-closing, all material acquisitions made by the Company must be accretive to Company earnings. The Net Income Targets are to be met on an all-or-nothing basis, and there shall be no partial awards.

Concurrently with the Acquisition, we also issued 500,000 ordinary shares to Kyle Shostak and CIS Acquisition Holding Co. Ltd. (collectively, the “CIS Sponsor”). In addition, if the 10 trading day volume weighted average price (the “VWAP”) of our ordinary shares is lower than \$5.00 per share on the principal stock exchange on which such stock is traded on the earlier to occur of (i) the 395th day after the closing and (ii) the 30th day after the SEC declares a registration statement filed by us effective during the first 12 months after the closing, then we will issue the CIS Sponsor, proportionally in accordance with their respective share ownership in the Company, an additional number of ordinary shares equal to (i) (a) \$5.00 minus the VWAP, divided by the VWAP, multiplied by (ii) the lesser of (a) 1,500,000 and (b) the total number of our ordinary shares of owned by CIS Sponsor on such date. The total number of ordinary shares will be reduced by the number of ordinary shares CIS Sponsor sells during 13 months post-closing.

We have agreed that in the event that there is any exercise of the redeemable warrants which were issued in the IPO or the warrants to purchase ordinary shares issued to any CIS Sponsor, any proceeds of such exercise shall be paid to certain shareholders of Elite. We will not retain any portion of the proceeds of such exercise.

In addition, we entered into a Call Agreement (the “Call Agreement”) with the CIS Sponsor pursuant to which we are permitted, between the 360<sup>th</sup> and 390<sup>th</sup> after the closing date, to require the CIS Sponsor to sell to us up to 1,500,000 ordinary shares at a price of \$5.00 per share.

In connection with the Acquisition, we amended the 4,500,000 warrants owned by the CIS Sponsor to provide that such warrants may be redeemed in the event our ordinary shares trade at a price of \$17.50 per share for a period of ten (10) consecutive trading days and that such warrants may not be exercised on a cashless basis.

Immediately after the closing, our Board of Directors consisted of five directors, composed of four nominees designated by Elite, of which at least two designees qualify as an independent director under the Exchange Act of 1934, as amended (the “Exchange Act”), and the rules of The NASDAQ Stock Market, and one nominee designated by us, who qualify as an independent director under the Exchange Act, and the rules of The NASDAQ Stock Market. The

parties to the Purchase Agreement entered into a mutually agreed upon voting agreement relating to nominees to our Board of Directors for a period of thirteen (13) months following the closing (the “Voting Agreement”).

We entered into a Registration Rights Agreement with the CIS Sponsor and any other such parties with the rights to require us to register any of our securities held by such parties under the Securities Act of 1933, as amended, to terminate such demand registration rights and grant such parties piggyback registration rights.

Due to the short amount of time available before September 21, 2014, we did not conduct a tender offer to redeem publicly traded shares. Instead, we redeemed all holders of publicly traded shares that have not elected to convert their Series A Shares into Series C Shares promptly after September 21, 2014.

As a result of the consummation of the Acquisition, Elite is now our wholly subsidiary. Elite is the holding company of all the shares of Delta Advanced Materials Limited, a Hong Kong corporation (“Delta”), which, in turn, holds all the equity interests in three operating subsidiaries in the PRC: Jiangsu Yangtze Delta Fine Chemical Co., Ltd (“Jiangsu Delta”), Jiangsu Delta Logistics Co., Ltd (“Jiangsu Logistics”), and Binhai Deda Chemical Co., Ltd (“Binhai Deda”) (collectively, the “PRC Subsidiaries”).

We are, through our indirectly owned PRC Subsidiaries, engaged in the business of producing and distributing organic compound including para-chlorotoluene (“PCT”), ortho-chlorotoluene (“OCT”), PCT/OCT downstream products, unsaturated polyester resin (“UPR”), maleic acid (“MA”) and other by-product chemicals. The end application markets of our products include automotive, pharmaceutical, agrochemical, dye & pigments, aerospace, ceramics, coating-printing, clean energy and food additives. We currently have approximately 260 employees, 30% of whom are highly-qualified experts and technical personnel. We serve nearly 350 clients in various industries.

Following the Acquisition, we changed our name from “CIS Acquisition Ltd.” to “Delta Technology Holdings Limited” to more accurately reflect our current business and operations.

## **B. Business Overview**

Headquartered in Zhenjiang city, Jiangsu province, we are a fast-growing fine and specialty chemical manufacturer, primarily engaged in manufacturing and selling of organic compound including para-chlorotoluene (“PCT”), ortho-chlorotoluene (“OCT”), PCT/OCT downstream products, unsaturated polyester resin (“UPR”), maleic acid (“MA”) and other by-product chemicals and distributing fine and specialty chemicals to end application markets including Automotive, Pharmaceutical, Agrochemical, Dye & Pigments, Aerospace, Ceramics, Coating-Printing, Clean Energy and Food Additives.

We collaborate with reputable universities, such as the East China Normal University in order to secure our position as a market leader. We also closely monitor the market for development, trends and technological innovations and solicit customer feedback so as to keep abreast with market demands and industrial development.

As at the date of this report, we have a diversified clientele with more than 350 customers based either in domestic or overseas market. Approximately 90% of our sales are to domestic customers based in Jiangsu province, Anhui province, Zhejiang province, Hubei province, Guangdong province and Chongqing Metropolitan, and the rest of its products are exported via distributors or trading companies to countries outside the PRC which include but not limited to India, Brazil, Japan, European Union member countries and America.

Our revenue for the fiscal years ended June 30, 2013, 2014 and 2015 were approximately \$124 million, \$175 million and \$202 million, respectively, and our profit before tax for the fiscal years ended June 30, 2013, 2014 and 2015 were \$13.4 million, \$9.4 million, and \$15.9 million, respectively.

### *Our Subsidiaries*

#### Elite Ride Limited

Elite owns 100% of the ordinary shares of Delta and was formed solely in contemplation of the Acquisition. It has not commenced any operations, has only nominal assets and has no liabilities or contingent liabilities, nor any outstanding commitments other than as set forth herein. Elite has not incurred any obligations, engaged in any business activities or entered into any agreements or arrangements with any third parties other than as set forth herein.

#### Delta

Delta, formerly China Deltachem Holdings Limited, was incorporated in Hong Kong as an investment holding company on June 17, 2010. Delta acquired Jiangsu Delta for a consideration of \$28.8 million pursuant to a sale and purchase agreement dated May 20, 2010 by and between Delta and Zhengxin International Investment Limited, a Hong Kong corporation (“Zhengxin International”) and currently holds the entire equity interest in Jiangsu Delta.

On May 26, 2011, Delta carried out a bonus share issue, whereby an additional 39,990,000 ordinary shares of Delta were allotted and issued as bonus shares at a price of HK\$1.00 each to all the then shareholders of Delta at the ratio in proportion to their existing shareholding percentage, and credited as fully paid up on a capitalization of the reserve of HK\$39,990,000 from the capital reserve of Delta. Subsequent to the bonus issue, Delta’s total issued and paid-up share capital increases to HK\$40 million, comprising 40 million shares of HK\$1.00 each. After the bonus share issue, Delta

was owned as to 39,104,000 shares by Mr. Yu Lan (97.76%), 448,000 shares by Mr. Shen Lei (1.12%) and 448,000 shares by Mr. Hong Yan (1.12%). On December 12, 2011, Mr. Yu Lan transferred all of his 39,104,000 shares in Delta to Mr. Xin Chao at a total consideration of HK\$67,102,464.

Delta entered into a series of Securities Purchase Agreements dated January 31, 2011, May 16, 2011 and June 30, 2011, respectively, with the funds managed by Korea Investment Partners Co. Ltd. and Kleiner, Perkins, Caufield & Byers (the “Noteholders”), pursuant to which it has issued convertible notes (“Convertible Notes”) for an aggregate principal amount of US\$18 million. The Convertible Notes have a compound interest rate of 6.00% per annum if converted into shares and a compound interest rate at maturity of 15.00% if redeemed or liquidated. The principal and interests accrued on such Convertible Notes are convertible in whole or in part into the ordinary shares in Delta, on such terms and subject to the conditions of the Securities Purchase Agreements. On September 13, 2014, each of Mr. Xin Chao, Mr. Shen Lei and Mr. Hong Yan transferred all of their respective shareholdings in Delta to Elite. Elite became the sole shareholder of Delta after the transfer.

On September 15, 2014, Delta entered into a Settlement Deed with the Noteholders pursuant to which all of the outstanding obligations under Convertible Notes were settled. Pursuant to the Settlement Deed, Delta agreed to (i) cause Elite to issue an aggregate of 20,347 of its shares in consideration for the forgiveness of an aggregate of \$8,897,000 of the Convertible Notes due to the Noteholders, and (ii) cause Master Kingdom Holdings Ltd., a British Virgin Islands company (“Master Kingdom”), which is 100% owned by Mr. Xin Chao, the principal shareholder of Elite, to enter into a Novation Deed with each of the Noteholders with respect to the repayment of the balance of the Convertible Notes to the Noteholders. Accordingly, on September 18, 2014, Delta, Master Kingdom and the Noteholders entered in a Novation Deed pursuant to which Master Kingdom agreed to assume and repay the remaining indebtedness due to the Noteholders in the aggregate amount of \$19,322,981.28. As a result of the foregoing, Delta has no more Convertible Notes outstanding.

#### Jiangsu Delta

On June 15, 2007, Jiangsu Delta was established by S&S International Investment Holding (HK) Limited (“S&S International”), a Hong Kong based investment holding company, as a wholly foreign-owned enterprise (with an initial registered capital of US\$42 million, which was later reduced to US\$ 28.8 million) located in Zhenjiang city, Jiangsu province, the PRC.

Pursuant to a share transfer agreement entered into on April 13, 2008, Mr. Xin Chao acquired the entire equity interest in Jiangsu Delta from S&S International through Zhengxin International and became the controller of Jiangsu Delta since then. On May 21, 2008, the acquisition of Jiangsu Delta by Zhengxin International was approved by the Jiangsu Foreign Trade and Economic Cooperation Department in accordance with “The Approval of Alteration of Equities in and Amendment of the Articles of Association of Jiangsu Yantze River Delta Fine Chemical Co, Ltd.” issued by the same authority.

Jiangsu Delta commenced its commercial operations in 2009 with one production line and approximately 150 employees. It was primarily engaged in the manufacturing and production of fine chemicals such as OCT and PCT as



well as their down-stream products with approximately 100 customers.

With a view to expanding its business and catering for the demand of its customers, in 2010, Jiangsu Delta's principal business scope was expanded to be producing and selling a variety of fine chemicals such as (i) pharmaceutical, pesticide and dye intermediates (mainly including Cis-Anhydride, P-(O) Chlorotoluene, (2, 4 Dichlorotoluene)), (ii) unsaturated polyester resin, (iii) maleic acid and (iv) other by-products chemicals, all of which are mainly used in pharmaceutical and agriculture industries. In addition, during the same period, Delta installed additional production facilities to substantially increase its production capacity from 7,000 tonnes to 25,000 tonnes per annum.

Due to the corporate restructuring effort to consolidate the business of Jiangsu Delta under a pure investment holding entity, pursuant to a sale and purchase agreement dated May 20, 2010 between Zhengxin International and Delta, Jiangsu Delta was acquired by Zhengxing International for a consideration of US\$28.8 million.

On August 30, 2010, the acquisition of Jiangsu Delta by Delta was approved by the Jiangsu Foreign Trade and Economic Cooperation Department in accordance with "The Approval of Share Transfer of and Amendment of the Articles of Association of Jiangsu Chang San Jiao Chemical Co., Ltd." issued by the same authority.

#### Jiangsu Zhengxin R&D

On August 18, 2012, Zhengxin International and Jiangsu Delta entered into a sale and purchase agreement, pursuant to which the entire equity interest of Jiangsu Zhengxin New Material R&D Co., Limited ("Jiangsu Zhengxin R&D") was acquired by Jiangsu Delta from Zhengxin International at a consideration of RMB3.3 million. The acquisition of Jiangsu Zhengxin R&D was approved by the Danyang Bureau of Commerce on September 18, 2012 in accordance with "The Approval and Transfer of and the Alteration of Nature of Zhengxin New Material R&D Co., Limited". On March 12, 2015, we sold Jiangsu Zhengxin R&D to a third party for a total sales price of RMB64,555,386.90 (approximately \$10.5 million) as the Company would like to focus on and allocate more resources to the core business.

#### Jiangsu Logistics

On December 17, 2013, Jiangsu Delta Logistics Co., Ltd ("Jiangsu Logistics") was established by Jiangsu Delta with an initial registered capital of RMB 10 million (approximately \$1.63millions) located in Dantu District, Zhenjiang City, Jiangsu Province, PRC.

## Binhai Deda

On June 8, 2013, Binhai Deda Chemical Co., Ltd (“Binhai Deda”) was established by Jiangsu Delta with an initial registered capital of RMB 5 million (approximately \$814,664) located in Binhai County, Zhenjiang City, Jiangsu Province, PRC.

## **Products**

Our products can be broadly divided into two major series, namely (i) PCT/OCT and (ii) UPR, which account for approximately 19.06% and 42.19%, respectively of our total revenue in the fiscal year 2015. PCT/OCT together with its downstream products can be widely used in pharmaceuticals, pesticides, dyes and consumables manufacturing industries, whereas UPR is commonly used as (i) renovation materials for bathroom and kitchen, (ii) manufacturing materials for trains, cars, aircrafts and vessels, and (iii) infrastructure materials such as anti-collusion pipes and oil and gas pipelines. UPR is a light weight, relatively wear resistant and highly anti-corrosive material, and its unique features make it a popular replacement material for plastic and steel. In the fiscal year 2015, we sold approximately 60% of the PCT/OCT we produced and consumed the balance as raw materials for the manufacturing of PCT/OCT downstream products.

In addition, we manufacture MA, which is an intermediate product in producing UPR. We consume most of the MA we produce as a production intermediary. A by-product of the production process of MA is heat energy, which we consume efficiently for manufacturing our PCT/OCT products, where large-scale heat energy is required.

We place great emphasis on the research and development of our products to ensure our continued success. As of the date of this report, we have successfully registered nine patents in the PRC in relation to UPR production technologies, and PCT/OCT production technology, and environmental protection equipment technology, and it is also in the process of applying for four more patents in relation to PCT/OCT and MA productions technologies and production of PCT/OCT environmental protection equipment.

## **Production Process**

We primarily engage in manufacturing and sale of organic compound including PCT, OCT, UPR, MA and other by-product chemicals. Please see below the production flow diagrams for more details on how PCT/OCT, MA and UPR products are manufactured by us.

The business operations model begins with the sourcing of raw materials, which are then delivered to us and stored in our warehouses until being processed in-house in our factory:

### **Our Supply Chain Management (SCM)**

The following diagram illustrates our business model with detailed service proposals in our Supply Chain Management business:

We started the servicing of third party clients in raw material procurement and trading in 2012, with an objective to expand our operations beyond being a conventional manufacturer. During the fiscal years ended June 30, 2013, 2014 and 2015, our revenue were approximately \$11 million, \$49 million and \$31 million and our gross profit (loss) was \$(659,199), \$(330,982) and \$781,711, respectively.

In 2013, Jiangsu Logistics with business approval in handling dangerous and toxic chemicals was founded, marking our launch of logistics and transportation services.

We have gathered from operating this new business that we shall make good use of our knowledge and experiences in manufacturing, logistics and international trade in the chemical business to act as a service provider in supply chain management for third-party clientele including manufacturers, distributors and retailers of chemical products. We have recently added a business division handling Internet financing to deploy the opportunities in supply chain financing.

### **Purchase of Raw Materials**

The major raw materials which we purchase include: Toluene, Chlorine, Benzene, Styrene and Phthalic Anhydride. Toluene and Chlorine are the two major raw materials for the PCT/OCT production. Benzene is the major raw material for MA production. Styrene and Phthalic Anhydride are the two major raw materials for UPR production.

We source our raw materials from a spread of proximate suppliers, and use our own PCT/OCT and MA production as raw materials for PCT/OCT downstream products and UPR products. Most of our suppliers are located within the Yangtze River Delta region, and due to the hazardous nature of the raw materials, we emphasize on the need for a short transportation time and the safety requirements.

PCT/OCT raw materials take about one week for delivery on request, while MA raw materials take about three to five days, and UPR raw materials take about seven to ten days.

### **Delivery and Storage**

About 90% of the raw materials we use are delivered to us by the suppliers, which buy insurance and bear all risks until goods are delivered to our warehouses, and the remainder is picked up by our employees.

We have on-site warehousing capacity, which allows us to store up to 6,000 tonnes of liquid or solid chemical materials.

The newly incorporated Jiangsu Logistics owns six chemical products and trucks for transporting chemicals and is planning to increase its capacity to 6,000 tons.

## **Manufacturing and Processing**

Manufacturing and processing occurs at our factory in Zhenjiang, which has an annual production capacity of 30,000 tons of PCT/OCT production and PCT/OCT downstream production, 25,000 tons of MA production and 18,000 tons of UPR production. Please see below the production flow diagrams for the various products for more details on how PCT/OCT, MA and UPR products are manufactured in our factory.

### **(a) PCT/ OCT**

PCT/OCT forms the basic or intermediate products from which down-stream extended products can be further manufactured. Our annual capacity for PCT/OCT series are at 30,000 tons, and the factory operates at almost its maximum capacity presently. The simplified production process for the PCT/OCT products is as follows:

#### ***Step 1: Chlorination Process***

Chlorine and Toluene, which form the basic reactants for the production of PCT/OCT, are delivered into the Chlorination Tower for a controlled reaction to take place in the presence of various catalysts. Depending on the temperature and the types of catalyst used, the reaction will produce a mixture of crude products with a certain isomeric ratio of PCT/OCT.

The exhaust is delivered to the Chlorination Tower, cooled and condensed before being treated for safe discharge. The crude product solution is then delivered into the Distillation Tower where the products are isolated and purified.

***Step 2: Fractional Distillation***

Within the Distillation Tower, the crude reactant product undergoes separation by way of fractional distillation and PCT and OCT are segregated based on their different boiling points, and separately delivered to a PCT Tower and an OCT Tower for storage or packaging as necessary.

***Step 3: Further Processing***

The isolated, purified compounds can then undergo further value-added treatment pursuant to customized treatments to manufacture down-stream derivative products. We re-process about 40% of the PCT/OCT products received through the manufacturing process into some 13 different downstream chemical products such as:

(1) 2,4-Dichloro toluene (“2,4DCT”) 2,4

(2) 3,4-Dichloro toluene (“3,4DCT”) 3,4

(3) O-chlorobenzaldehyde

(4) p-chlorobenzaldehyde

(5) 2,4-Dichlorobenzaldehyde 2,4

(6) O-chlorobenzyl chloride

(7) Chlorobenzyl chloride

(8) 2,4-Dichloro-chloride 2,4

(9) O-chlorobenzoic acid

(10) O-Chloro benzonitrile

(11) Chlorobenzonitrile

(12) 2,4-Dichlorobenzonitrile 2,4

(13) 3,4-Dichlorobenzonitrile 3,4

**(b) UPR**

Our UPR products are high-end resin products. Due to UPR's combination of unique strengths such as its lightness, toughness, durability, strength and anti-corrosive properties, it is widely used by various industries, like the construction industry, industrial equipment industry, transport industry and the infrastructure industry. Our production capacity for UPR was expanded from 9,000 tonnes in May 2010, to 18,000 tonnes annually in December 2010, and the factory operates at almost its maximum capacity presently. The simplified production process for the UPR products is as follows:

***Step 1: Reaction***

Di-ols and Di-acids, including MA, are the basic reactants for the production of UPR, which is a form of polyester. The reactants are delivered from their storage tanks into a stainless steel reactor for a controlled esterification process in the presence of various catalysts. Depending on the temperature and the types of catalyst used, the reaction will produce a crude mixture of semi-finished product or resin. We can customize the qualities and characteristics of the UPR by varying the temperature, ratio and types of chemical reactants or catalysts, which will result in the production of polyesters of different structures.

***Step 2: Dilution and Further Proccession***

The semi-finished product or resin is transported into the Dilution Tank where Styrene and other chemicals are added in a dilution process. The Dilution Tank is linked to a cooling and condensation mechanism which will condense the vapours or exhaust from the Dilution Tank. In the Dilution Tank, the resin can be further adjusted as to viscosity, reactivity and other characteristics through the addition of chemical inhibitors or promoters.

***Step 3: Packaging***

The final product is then transferred to the storage tanks or sent for packaging.

**(c) MA**

MA accounts for 3% of our total sales volume. Most of the MA produced, i.e. approximately 70%, is used for our own production of UPR, while about 30% will be sold to customers. The oxidation process in the production of MA



produces heat which is converted into steam for use in the production of PCT/ OCT and other production areas where steam is needed.

***Step 1: Oxidation***

Benzene and air are catalyzed and oxidized through a fixed bed Oxidation Reactor to generate MA vapor. The MA vapor is condensed and cooled to form MA in liquid form which is delivered to the Crude Anhydride Tank. The vapor is passed through the Absorption Tower for further extraction and isolation.

***Step 2: Distillation***

The MA solution and vapor which has been absorbed in the absorption tower shall be dissolved and distilled as part of the purification process to extract the finished product. The MA can be delivered to the storage tanks and packaged for sale, or be utilized for further production and processing.

**Delivery or Pick-up by the Customers**

We deliver around 60% of the products sold to the customer sites while customers pick up about 40% of the finished products directly from our warehouses. We usually use three transportation companies to truck the products to our customer sites. The newly incorporated Jiangsu Logistics will be responsible for transporting the chemicals. Delivery typically takes up to one week, although actual time will vary depending on the location of our customers.

**Production Facilities, Capacity and Utilization**

Our production facilities are located in Zhenjiang city, Jiangsu province, the PRC.

We have three main production lines centered on our core products:

(a)

Our PCT/OCT series production facility was designed by Tianjin University and built in 2008. It was first put into use in January 2009 and went through an expansion during 2011.

Our MA production line was designed by the China Academy of Science started operation in late 2010. The (b)current capacity of the MA Production line is at 12,500 tonnes per annum, which is fully utilized and went through an expansion during 2013.

(c)Our UPR production line had two phases of development in May and December 2010 respectively.

We may from time to time look into further expansion of our existing facilities to improve output capacity.

## **Quality Control**

We are committed to providing our customers with quality and reliable products. Through our corporate quality management system, we are committed to ensuring that the products we produce are of high quality and are able to meet the expectations of our customers.

Our quality assurance department is currently comprised of 13 quality assurance personnel. They are responsible for overall quality control at every stage of our production process and ensure that it is in accordance with our quality control guidelines.

## **Quality Assurance and Safety Processes**

We conduct quality checks on all the products manufactured and oversee the implementation of the quality controls at every stage of our production process in line with our quality management system. The following quality control procedures have been implemented:

(a) *Establishment of quality control standards*

For manufacturing of chemical systems and components and catalysts, we have set in place stringent quality control standards to implement strict measures for quality control in the manufacturing. Such standards follow strictly in accordance with the national and industry standards as well as the standards and guidance set in accordance with the ISO 9001 Quality System. We also take into account customers' specifications and requirements and quality feedback from our previous customers to supplement our quality control standards.



For our system design, we ensure the design of every project is carried out in line with (i) the relevant PRC laws and regulations; (ii) the relevant technical specifications and industry standards; and (iii) our customers' requirements.

*(b) Quality control during procurement*

Direct materials are purchased only from pre-selected suppliers after evaluation and testing by our procurement personnel, quality control personnel and production personnel based on stringent selection criteria such as quality of their raw materials and services, material sources, pricing, accreditations, track record, financial condition and market reputation.

Our quality assurance department will conduct random sample inspection upon receipt of the raw materials. Raw materials that do not meet our quality requirements are returned to the suppliers for them to remedy the problems or defects or for exchange. Procurement plans from the various suppliers are subject to review by our senior management on an annual basis .

*(c) Quality control during manufacturing process*

Quality guidelines are provided to the relevant production workers at each production stage before production commences.

Before the production, incoming direct materials are inspected by way of sampling by our quality control personnel to ensure that they are supplied by approved suppliers, and that the quality, grade and quantity of such direct materials conform to its specifications and requirements as well as our quality control standards. Direct materials which fail to comply with these specifications will be rejected.

We continuously monitor our manufacturing process and carry out sample-testing at systematic intervals throughout the process to ensure consistency in the quality of the chemical systems and components and catalysts. Our quality control personnel and production personnel conduct sample-testing and inspections at the various stages of production to ensure that defective semi-completed products do not proceed to the next stage of the production.

*(d) Quality control on finished products*

We conduct overall inspections and testing on finished products before they are dispatched to customers. We have implemented a strict sample-based testing system, which is carried out every batch of our finished products before they are arranged for packing. For OCT/PCT and MA products, the main criterion to be examined is its degree of purity, whereas for UPR products, the focus is on its shock-resistance and chromaticity. This final stage of inspection is carried out to ensure that the finished products that are packed and delivered conform to the exact specifications of our customers. We also provide after sales servicing, and will attend to complaints, if any, regarding defects in the products or the services.

To continually improve our quality management system, we will take into account the feedbacks from our employees who are involved in each of the quality control processes and feedbacks from these employees or our customers.

### **Certification and Awards**

In recognition of our quality assurance efforts, we were awarded certification of GB/T19001-2008 idt ISO9001:2008 (quality management systems) by China Federation of Logistics Certification Center GB/T24001-2004/ISO14001:2004 (environmental management systems) by China Certification Centre Inc.

For the last three fiscal years and up to the date of this report, we have not experienced any material claims from our customers for defective or poor quality products, nor have we experienced any product liability claims from end users of our products. In addition, we have not experienced significant amount of return cases for our products over the same period.

### **Research and Development**

We place great emphasis on research and development. Our research and development team is headed by our Chief Engineer Mr. Yuan Huaizhou and supported by about 36 research and development staff. Our research team members are required to have at least five years of experience in the research of fine chemical industry as well as a bachelor degree in chemistry or chemical engineering or other relevant professional qualifications. All the employees under our research and development department are required to execute confidentiality undertakings, which restrict them from revealing any trade secrets and/or know-how with regard to our products or technologies involved in our production process to our competitors for at least three years after termination of their employment.

#### ***In-house Research and Development Activities***

Our in-house research and development activities focus mainly on:

- (a) improving the quality of our end products so as to achieve certain special features, such as fire-resistance, shock-resistance, wear-resistance and anti-corrosive properties etc.;

improving production techniques to cut down on production lead-time for efficiency and adopting automatic  
(b) production process to reduce the chances of human mistakes and also make full use of the side products such as steam and heat energy to achieve the goal of zero waste;

(c) adopting environmentally production process to achieve zero-pollution; and

(d) developing and testing catalysts to increase production efficiency and purity.

### ***Technology Collaborations***

We collaborate with technology partners, comprising renowned universities and in the manner as follows:

In 2012, we entered into discussions for partnership arrangements with a group of professors from East China Normal University to development a joint research and development center. The joint research center, under the name of “Delta Chemical Advanced Materials R&D Centre”, will be located at our facilities in Zhenjiang, Jiangsu Province.

Pursuant to the collaborative arrangement, the university and we will each contribute around three to five research staff to carry out the research and development operations of the joint research center.

The joint research center will be equipped with world-class chemical research facilities and product testing equipment. Its research focus will be placed on development of the following products:

(a) new UPR products for (i) renovation of kitchen, bathroom and man-made marble counter, and (ii) manufacturing high pressure oil pipeline and high voltage electrical equipment;

(b) new PCT/OCT downstream products, such as pharmaceutical bulk drug; and

(c) directional catalyst to be used in PCT/OCT production process.



## **Sales and Marketing**

Our sales and marketing department is headed by our Deputy General Manager, Mr Shi Weiping, who has been involved in the chemical industry since 1989 and has experience of approximately 24 years in the industry in relation to the sales and marketing of chemical products. Mr. Shi is currently supported by seven sales and marketing personnel who are in charge of the sales for different product categories such as PCT/OCT and MA products and they are dedicated to sales and marketing activities in various areas, ranging from southern, northern and eastern China regions as well as overseas market.

Our sales and marketing department is responsible for the sales and marketing functions of the Company, and its key roles and responsibilities include sourcing for new customers, confirming and collating orders from customers, providing after-sales service, maintaining customer relationships, and ensuring timely payments and delivery of goods/services.

Our sales personnel keep in touch with our customers by paying regular visits to them to understand their needs, business development and market policies and to obtain their feedback and suggestions. Following the customer visits, our sales personnel will report to Mr. Shi on a daily basis.

Our sales and marketing department is also tasked with formulating and planning our marketing strategies and activities which primarily include the following specific marketing activities:

### ***Direct Sales and Marketing***

Direct sales and marketing activities involve regular meetings with and frequent visits to new and existing customers. Through such interactions, we are able to promote our products, obtain feedback on our products, and understand our customers' demands based on the latest developments and trends relating to the chemical industry. In addition, we may engage in discussions with our customers relating to new chemical products in the market and to explore opportunities for business collaboration. This will allow us to better understand and serve our customers.

Further, our sales and marketing department cooperates with other departments to put in place an effective and systematic procedure for direct sales, arrange promotional activities and to collate customer data and feedback. We provide our sales and marketing employees with necessary training to familiarize them with the sales and marketing practice in the industry and how to promote awareness for our brand. These employees are also rewarded with incentive remuneration package linked to their sales performance.



***Advertisements, Publications and Participation in Industrial Conferences***

We have a diversified customer base with more than 350 customers in China and countries such as India, Brazil, Japan, European Union member countries and America. Due to our diversified clientele, our sales and marketing efforts are conducted through a variety of channels, including but not limited to websites, billboards and brochures. We also participated in various regional and international seminars and exhibitions to showcase and promote our products, create and enhance market awareness of our brand and products, gain market updates and industry knowledge, establish networks with customers and suppliers, keep abreast of the latest technology and identify latest trends. We have annually, since our establishment, participated in related industrial conferences held in the PRC, such as China International Pharmaceuticals Exhibition, China International Fine Chemicals Exhibition and China Import and Export Fair.

**Awards and Certificates**

As an endorsement of the quality of our products and services, we have been conferred, *inter alia*, the following awards or certificates:

<b>Award/ Certification</b>	<b>Awarding Authority</b>	<b>Year</b>
Municipal Key Project Completion Award	Zhenjiang City Major Project Office	2008
Credit Rating AAA	Credit Rating Agency Recognised by the Nanjing Branch Office of The People's Bank of China: Jiangsu Yuandong International Rating and Consulting Co., Ltd	2010
Advanced Enterprise of Utilizing Foreign Capitals	People's Government of Gao Zi Town, Dantu Economic Development Zone	2011
Outstanding Unit	Transparent and Democratic Factory Operations Management Team of Zhenjiang City	2011
Credit Rating Certificate of AAA	United Credit Management Limited Company Jiangsu Branch	2011
Certificate for Vice President Unit	Precursor Chemicals Industry Association of Zhenjiang City	2012
GB/T19001-2008 ISO9001:2008	China Federation of Logistics Certification Center	2012
Outstanding Tax Contribution Unit	CPC Working Committee of Gao Zi Sub-District & CPC Working Committee of Dantu Economic Development Zone	2012

GB/T24001-2004/ISO14001:2004 Environmental Management System Certificate	Hua Xia Certification Centre Inc.	2012
Production Safety Standards: Level Three Enterprise	Administration of Work Safety of Zhenjiang City, Jiangsu Province	2013
GB/T24001-2004/ISO14001:2004 Environmental Management System Certification	Beijing Zhongjing Quality Certification Center	2015

## Intellectual Property

### *Patents*

As of the date of this report, the status of our patents and the patent applications in the PRC is as follows:

### Patents Granted

<b>Patent Number</b>	<b>Description</b>	<b>Patentee</b>	<b>Date of Application</b>	<b>Date of Grant</b>	<b>Expiry Date</b>
ZL201120123193.1	Efficient resin heater for the purposes of improving UPR production process	Jiangsu Delta	April 18, 2011	November 16, 2011	April 18, 2021
ZL201120123195.0	Recovery hot and cold container in one for the purposes of improving UPR production process	Jiangsu Delta	April 18, 2011	November 30, 2011	April 18, 2021
ZL201120316710.7	Efficient resin stirrer for the purposes of improving UPR production process	Jiangsu Delta	August 26, 2011	June 13, 2012	August 26, 2021
ZL201420088028.0	A toluene chlorination tail gas gas-liquid separation tank	Jiangsu Delta	February 28, 2014	August 13, 2013	February 28, 2024
ZL201420091459.2	A kind of industrial wastewater desalting flash tank device	Jiangsu Delta	February 28, 2014	August 13, 2014	February 28, 2024
ZL201210558267.3	Chlorobenzyl chloride continuous distillation system in relation to OCT production process	Jiangsu Delta	December 20, 2012	December 10, 2014	December 20, 2032
ZL201420292343.5			June 3, 2014		June 3, 2024

Edgar Filing: Delta Technology Holdings Ltd - Form 20-F

	A kind of maleic anhydride crude anhydride tank	Jiangsu Delta		November 12, 2014	
ZL201420088028.0	A toluene chlorination exhaust gas-liquid separation tank	Jiangsu Delta	February 28, 2014	August 13, 2014	February 28, 2024
ZL201420091625.9	A kind of exhaust gas absorber that absorbs toluene chlorination	Jiangsu Delta	February 28, 2014	October 1, 2014	February 28, 2024

Patents Pending

No.	Application Number	Description	Patent Applicant	Application Date	Status
1	201110451557.3	High pressure FRP pipe resin for oilfield	Jiangsu Delta	December 29, 2011	Pending
2	201110451717.4	New model of UPR for quartz tub	Jiangsu Delta	December 29, 2011	Pending
3	201210541517.2	Waste water desalination technology to be used for wastewater disposal during the production process of PCT/OCT, MA and UPR	Jiangsu Delta	December 14, 2012	Pending
4	201210541010.7	Efficient utilization of excess heat energy generated from steam exhaust systems resulting from PCT/OCT and MA productions process	Jiangsu Delta	December 14, 2012	Pending

**Trademarks**

As of the date of this report, we do not own any registered trademark. However, we have filed applications to the PRC Trademark Bureau in respect of the following trademarks:

Trademark	Class	(1) Application Number	Date of Application	Status	Place of Registration
	1	12218845	March 5, 2013	Pending	The PRC
	1	12218774	March 5, 2013	Pending	The PRC

(1) Class 1 refers to Chemicals used in industry, science and photography, as well as in agriculture, horticulture and forestry; unprocessed artificial resins, unprocessed plastics; manures; fire extinguishing compositions; tempering and soldering preparations; chemical substances for preserving foodstuffs; tanning substances; adhesives used in industry.

**Seasonality**

We generally do not experience any seasonality in our business. We only experience a slight decrease in the number of orders for our products during festive seasons, in particular, the Chinese New Year, as many of the factories of our customers may be closed.

### **Staff Training**

We recognize that our employees are an important resource and we thus aim to equip our staff with the relevant skills and knowledge which will enable them to perform their jobs effectively. We have implemented comprehensive training policies and programs aimed specifically at improving the skill sets of our staff and increasing our competitiveness and productivity. Our human resource department oversees our staff training programs.

We conduct training programs for all levels of our staff, including those holding management and supervisory positions. In recognition of staff with potential, we also conduct training programs to upgrade their skills. Such upgrading programs are conducted on a periodic basis and tailored in accordance with the specific requirements of each department. Our internal training programs include:

(a) General Training

We conduct orientation programs for our new employees during which they are provided with information on the Company, including our history, enterprise culture, business concept and employment rules. They are required to undergo operational training sessions so as to familiarize themselves with our operational procedures, policies and practices.

Occasionally, we will invite external professionals or instructors to conduct seminars and talks for employees and management of relevant departments in relation to their respective scope of work.

(b) Production and Manufacturing Staff

Our staff involved in the manufacturing and production processes are required to undergo in-house operational training sessions so as to familiarize themselves with our operational procedures, policies and practices. The production managers and engineers at our production facility periodically update and educate our production staff on matters relating to our production techniques and processes, including compliance with the assurance procedures required under GB/T19001-2008 idt ISO9001:2008 (quality management systems) and other environmental management and quality assurance procedures such as the GB/T24001-2004/ISO14001:2004 requirements.

Upon completion of the various training programs, our staff will sit for examinations which may be conducted orally or by written tests. For new employees, upon passing the examinations and tests, they will undergo on-the-job training during which they will learn the specific skills which are relevant for their respective positions. They will only commence work in their respective positions if they have been assessed to be fit for deployment.

(c) Sales and Marketing Staff

Our sales and marketing staff were trained on information relating to our products, including, *inter alia*, our products' qualities, characteristics and their applications. They are also constantly updated on market information and market demand of our products.



We recognize the importance of training our staff and developing their skills, as our success is largely dependent on the quality and skills of our staff. It is our policy to maintain a competent work force and we are committed to providing training to our staff, in order for us to remain competitive and meet the increasing market demand for high quality products. As our staff training is mainly conducted in-house, our training expenses in the last three fiscal years have not been significant.

## Insurance

We have in place the following insurance policies:

### (a) Social Insurance

We have in place social insurance for employees of Jiangsu Delta, including fundamental pension insurance and fundamental medical insurance, unemployment insurance, work-related insurance and maternity insurance in respect of which the insurance premium is borne by us and the employees in a specific proportion governed by the relevant PRC regulations.

Jiangsu Delta has obtained the Social Insurance Registration Certificate issued by the Social Labor Insurance Fund Management Centre of Dantu, Zhenjiang on June 23, 2010 which will expire on October 30, 2020.

According to the relevant PRC laws and local regulations in respect of social insurance contribution, Jiangsu Delta pays social insurance premiums for employees according to the following rate:

Type	Rate			
	Enterprise		Individual	
Fundamental Medical Insurance	9 %	2.5 %		
Fundamental Pension Insurance	21 %	8 %		
Unemployment Insurance	2 %	1 %		
Work-related Injury Insurance	1.8 %	-		
Maternity Insurance	0.6 %	-		

To our best knowledge, Jiangsu Delta has since its establishment handled the fundamental medical insurance, fundamental pension insurance, unemployment insurance, work-related Injury insurance and maternity insurance for employees according to relevant laws and regulations in the PRC, and neither company has any overdue payment and

had been in compliance with applicable PRC social insurance laws and regulations as of the date of this report.

**(b)Property Insurance**

We have all property all-risks insurance for our machinery and equipment including machineries, and facilities against damage caused by certain accidents and natural disasters such as fire.

**(c)Motor Vehicle Insurance**

We purchase and maintain compulsory traffic accident liability insurance for all company-owned motor vehicles.

**(d)Insurance for employers' liability.**

We also purchase insurance for employer's liability.

All insurance coverage is obtained at market rates from independent insurance companies.

**Major Suppliers**

The key components and raw materials used in our production and manufacturing processes are comprised mainly of Toluene, Chlorine, Benzene, Styrene and Phthalic Anhydride, Maleic Anhydride, Propylene glycol and Ethylene diglycol which in the aggregate constituted approximately 85% of our total cost of sales.

Our suppliers are carefully selected by our purchasing department, and are assessed on criteria such as the geographical location, quality of materials supplied, length of business relationship with us, as well as their reputation, pricing, reliability, track record, service, punctuality and response time. To facilitate timely purchases of materials, we keep a list of qualified suppliers who have demonstrated reliability in product quality and delivery time as well as pricing competitiveness. This list is subject to review by our management on an annual basis.

Our raw materials are currently sourced from within the PRC and therefore, all of our purchases are transacted in RMB. Accordingly, we are not subjected to any significant risk in exchange rates fluctuation in the purchase of raw materials.

Except for Chemical Sales Eastern China Branch of China Petroleum & Chemical Corporation, with whom a one year contract was entered into, we do not any have long-term arrangements with our other major suppliers.

The major suppliers accounting for 5% or more of our cost of sales for each the last three fiscal years ended June 30, 2013, 2014 and 2015 are as follows:

Suppliers	FY2015	FY2014	FY2013
Supplier A	20.4 %	13.0 %	0.0 %
Supplier B	20.0 %	10.7 %	7.6 %
Supplier C	11.2 %	9.8 %	9.9 %
Supplier D	8.0 %	7.6 %	24.0 %
Supplier E.	7.5 %	4.8 %	11.3 %

Most of materials are mass chemical products, prices of which are quite transparent. However, due to limited purchase volume, we are not able to buy products directly through major international chemical suppliers, such as SK Chemicals. Except for Sinopec, we procure our materials through chemical wholesalers, such as Southern Petrochemical Group. We may switch our suppliers from one to another depending on the commercial terms agreed upon. As a result, some suppliers in previous years did not further sell their products to us during recent years. The percentage of purchase is also varied from year to year.

Our business or profitability is not materially dependent on any single supplier. We do not consider ourselves materially dependent on any single abovementioned supplier as we believe that there are other qualified suppliers that we are able to work with should any of these suppliers provide unacceptable or uncompetitive terms.

As of the date of this report, we are not aware of any information or arrangement which would lead to a cessation or termination of our relationships with any of our current major suppliers.

### Major Customers

Our customers are mainly from the chemical industry in the PRC. As of the date of this report, we have a customer base of approximately 350 different customers (of which certain customers belong to the same group of companies) across 11 provinces in the PRC.



The major customers accounting for 5% or more of our total revenue for the last three fiscal years ended June 30, 2015, 2014, 2013 are as follows:

Customer	FY2015		FY2014		FY2013	
Customer A	15.7	%	5.4	%	7.1	%
Customer B	7.7	%	3.6	%	5.1	%
Customer C	6.2	%	4.7	%	0.0	%
Customer D	5.6	%	2.5	%	0.0	%

Except materials sales' customers, our customer base is diversified. For the past three fiscal years, we have generally reduced our reliance on each of our major customers, whose purchases as a percentage of our total revenue has shown a declining trend. This is a result of increased sales volume to a more diversified customer base and an increase in the number of products we produce.

As at the date of this report, we do not have any long-term arrangement or arrangements with any of our major customers and our business or profitability is not materially dependent on any single customer. As of the date of this report, we are not aware of any information or arrangement which would lead to a cessation or termination of our relationships with any of our current major customers.

## Competition

Although the barriers to entry in this industry are relatively high in terms of capital investment and the manufacturing expertise required, we operate in a competitive environment. Our competitors are located in the Yangtze River Delta region of China, especially in Jiangsu province where we are located.

Our management believes that the demand for our products is increasing, both within and outside the PRC. Our management considers, amongst others, the following to be our main competitors as we compete with them in at least one of the categories of the products sold by us:

Name	Place of Origin
Danyang Zhongchao Chemical Co., Ltd.	Danyang City, Jiangsu Province
Jiangsu Zhenfang Chemical Co., Ltd.	Huai' An City, Jiangsu Province

Jiangsu Lianhua Technology Co., Ltd. Xiangshui City, Jiangsu Province

Changzhou Yabang Chemical Co., Ltd. Changzhou City, Jiangsu Province

We believe that improving our production efficiency and seizing market opportunities will consolidate our market position and market share in the industry. We believe that our record for quality products and reputation for good service have gained the confidence of our customers.

### **Environmental Protection and Corporate Social Responsibilities**

We have always been committed to adopting an environmentally friendly business model.

We have obtained all of the environmental permits and approvals necessary to conduct our business, including those for our production facilities, such as Dangerous Chemical Operation Permit, Pollutant Discharge Permit, etc. In addition, we were granted an Environmental Management System Certificate by China Certification Centre Inc. on July 6, 2012 which certifies that the environmental management system adopted by Jiangsu Delta during its manufacturing process is in line with the standards of GB/T24001-2004/ISO 14001:2004.

Apart from complying with all the relevant environmental laws and regulations, we have gone a step further in order to minimize our impact on the environment by undertaking a wide range of self-initiated measures to build a greener future.

Our manufacturing processes generate noise, waste water, gaseous wastes and other industrial wastes. However, we have devoted efforts to reduce such wastes to acceptable levels under applicable regulations. We have installed various types of anti-pollution equipment in our facilities to reduce, treat, and where feasible, recycle the waste generated in our manufacturing process. Our operations are subject to regulation and periodic monitoring by local environmental protection authorities. We are currently in compliance with all applicable environmental laws and have not breached any applicable environmental laws or regulations since our establishment.

Our current water treatment system has been awarded pioneer status with regard to the water treatment technology applied in our industry in the PRC. Our system allows us to recycle almost the entire portion of the waste water produced in our production, resulting in significant cost savings in our utilities expenses and also improved our environmental friendliness through a reduction in waste water production and disposal.

As a testimony to our continued efforts to achieve zero-pollution, we have a dedicated team of in-house researchers engaging in research and development activities focusing mainly on, *inter alia*, making full use of the by-products such as waste water generated during our production process to attain the goal of zero waste generation.



In order to ensure that we comply with the relevant PRC environmental laws and regulations, we have appointed specialized personnel to oversee environmental protection related matters within the Company. As a responsible corporate entity, we have committed to ensure that we comply with all the applicable PRC environmental laws and regulations in the future by (i) providing regular training upon the promulgation of new environmental laws and regulations with respect to the latest PRC environmental laws and regulations and encouraging our team staff to attend environmental protection training sessions organized by the local environmental protection authorities, (ii) conducting on-site inspections regularly, (iii) providing relevant training to our employees regarding compliance with PRC environmental laws and regulations in general, (iv) providing timely reports to the directors any incident or non-compliance with the relevant PRC environmental laws and regulations and (v) providing timely reports to and coordinating with competent authorities in the case that any incident or non-compliance arises.

## **Licenses, Permits and Government Regulations**

### ***PRC Laws and Regulations Relating to Our Business***

Generally, the fine chemical industry is subject to stringent environmental protection, health and safety laws and regulation in the PRC. We have identified the main laws and regulations that affect our operations and the relevant regulatory bodies.

### **PRC Legal System**

The PRC legal system is based on the PRC Constitution and is made up of written laws, regulations and directives. Decided court cases do not constitute binding precedents.

The National People's Congress of the PRC ("NPC") and the Standing Committee of the NPC are empowered by the PRC Constitution to exercise the legislative power of the state. The NPC has the power to amend the PRC Constitution and to enact and amend primary laws governing the state organs and civil and criminal matters. The Standing Committee of the NPC is empowered to interpret, enact and amend laws other than those required to be enacted by the NPC.

The State Council of the PRC is the highest organ of state administration and has the power to enact administrative rules and regulations. Ministries and commissions under the State Council of the PRC are also vested with the power to issue orders, directives and regulations within the jurisdiction of their respective departments. Administrative rules,

regulations, directives and orders promulgated by the State Council and its ministries and commissions must not be in conflict with the PRC Constitution or the national laws and, in the event that any conflict arises, the Standing Committee of the NPC has the power to annul such administrative rules, regulations, directives and orders.

At the regional level, the people's congresses of provinces and municipalities and their standing committees may enact local rules and regulations and the people's government may promulgate administrative rules and directives applicable to their own administrative area. These local laws and regulations may not be in conflict with the PRC Constitution, any national laws or any administrative rules and regulations promulgated by the State Council.

Rules, regulations or directives may be enacted or issued at the provincial or municipal level or by the State Council of the PRC or its ministries and commissions in the first instance for experimental purposes. After sufficient experience has been gained, the State Council may submit legislative proposals to be considered by the NPC or the Standing Committee of the NPC for enactment at the national level.

The power to interpret laws is vested by the PRC Constitution in the Standing Committee of the NPC. According to the Decision of the Standing Committee of the NPC Regarding the Strengthening of Interpretation of Laws passed on 10 June 1981, the Supreme People's Court has the power to give general interpretation on application of laws in judicial proceedings apart from its power to issue specific interpretation in specific cases. The State Council and its ministries and commissions are also vested with the power to give interpretation of the rules and regulations which they promulgated. At the regional level, the power to give interpretation of regional laws is vested in the regional legislative and administration organs which promulgate such laws. All such interpretations carry legal effect.

### Judicial System

The People's Courts are the judicial organs of the PRC. Under the PRC Constitution and the Law of Organization of the People's Courts of the PRC, the People's Courts comprise the Supreme People's Court, the local people's courts, military courts and other special people's courts. The local people's courts are divided into three levels, namely, the basic people's courts, intermediate people's courts and higher people's courts. The basic people's courts are divided into civil, criminal and administrative divisions. The intermediate people's courts have divisions similar to those of the basic people's courts and, where the circumstances so warrant, may have other special divisions (such as intellectual property divisions). The judicial functions of people's courts at lower levels are subject to supervision of people's courts at higher levels. The people's procuratorates also have the right to exercise legal supervision over the proceedings of people's courts of the same and lower levels. The Supreme People's Court is the highest judicial organ of the PRC. It supervises the administration of justice by the people's courts of all levels.

The people's courts adopt a two-tier final appeal system. A party may before the taking effect of a judgment or order appeal against the judgment or order of the first instance of a local people's court to the people's court at the next higher level. Judgments or orders of the second instance of the same level and at the next higher level are final and binding. Judgments or orders of the first instance of the Supreme People's Court are also final and binding if no appeals are

made before they take effect. If, however, the Supreme People's Court or a people's court at a higher level finds an error in a final and binding judgment which has taken effect in any people's court at a lower level, or the presiding judge of a people's court finds an error in a final and binding judgment which has taken effect in the court over which he presides, a retrial of the case may be conducted according to the judicial supervision procedures.

The PRC civil procedures are governed by the Civil Procedure Law of the People's Republic of China (the "Civil Procedure Law") adopted on April 9, 1991 and amended on October 28, 2007, and August 31, 2012. The Civil Procedure Law contains regulations on the institution of a civil action, the jurisdiction of the people's courts, the procedures in conducting a civil action, trial procedures and procedures for the enforcement of a civil judgment or order. All parties to a civil action conducted within the territory of the PRC must comply with the Civil Procedure Law. A civil case is generally heard by a court located in the defendant's place of domicile. The jurisdiction may also be selected by express agreement by the parties to a contract provided that the jurisdiction of the people's court selected has some actual connection with the dispute, that is to say, the plaintiff or the defendant is located or domiciled, or the contract was executed or implemented in the jurisdiction selected, or the subject-matter of the proceedings is located in the jurisdiction selected. A foreign national or foreign enterprise is accorded the same litigation rights and obligations as a citizen or legal person of the PRC. If any party to a civil action refuses to comply with a judgment or order made by a people's court or an award made by an arbitration body in the PRC, the aggrieved party may apply to the people's court to enforce the judgment, order or award. The time limit on the right to apply for such enforcement is two years.

A party seeking to enforce a judgment or order of a people's court against a party who or whose property is not within the PRC may apply to a foreign court with jurisdiction over the case for recognition and enforcement of such judgment or order. A foreign judgment or ruling may also be recognized and enforced according to PRC enforcement procedures by the people's courts in accordance with the principle of reciprocity or if there exists an international or bilateral treaty with or acceded to by the foreign country that provides for such recognition and enforcement, unless the people's court considers that the recognition or enforcement of the judgment or ruling will violate fundamental legal principles of the PRC or its sovereignty, security or social or public interest.

#### Arbitration and Enforcement of Arbitral Awards

The Arbitration Law of the PRC (the "Arbitration Law") was promulgated by the Standing Committee of the NPC on 31 August 1994 and came into effect on 1 September 1995. It is applicable to, among other matters, trade disputes involving foreign parties where the parties have entered into a written agreement to refer the matter to arbitration before an arbitration committee constituted in accordance with the Arbitration Law. Under the Arbitration Law, an arbitration committee may, before the promulgation by the PRC Arbitration Association of arbitration regulations, formulate interim arbitration rules in accordance with the Arbitration Law and the PRC Civil Procedure Law. Where the parties have by an agreement provided arbitration as a method for dispute resolution, the parties are not permitted to institute legal proceedings in a people's court.

Under the Arbitration Law, an arbitral award is final and binding on the parties and if a party fails to comply with an award, the other party to the award may apply to the people's court for enforcement. A people's court may refuse to enforce an arbitral award made by an arbitration committee if there were mistakes, an absence of material evidence or irregularities over the arbitration proceedings, or the jurisdiction or constitution of the arbitration committee.

A party seeking to enforce an arbitral award of a foreign affairs arbitration body of the PRC against a party who or whose property is not within the PRC may apply to a foreign court with jurisdiction over the case for enforcement. Similarly, an arbitral award made by a foreign arbitration body may be recognized and enforced by the PRC courts in accordance with the principles of reciprocity or any international treaty concluded or acceded to by the PRC.

In respect of contractual and non-contractual commercial-law-related disputes which are recognized as such for the purposes of the PRC laws, the PRC has acceded to the Convention on the Recognition and Enforcement of Foreign Arbitral Award (the “New York Convention”) adopted on 10 June 1958 pursuant to a resolution of the Standing Committee of the NPC passed on 2 December 1986. The New York Convention provides that all arbitral awards made by a state which is a party to the New York Convention shall be recognized and enforced by other parties to the New York Convention subject to their right to refuse enforcement under certain circumstances including where the enforcement of the arbitral award is against the public policy of the state to which the application for enforcement is made. It was declared by the Standing Committee of the NPC at the time of the accession of the PRC that (1) the PRC would only recognize and enforce foreign arbitral awards on the principle of reciprocity; and (2) the PRC would only apply the New York Convention in disputes considered under PRC laws to be arising from contractual and non-contractual mercantile legal relations.

#### Foreign Exchange Control

Prior to 31 December 1993, enterprises in the PRC requiring foreign currency were required to obtain approval from the State Planning Committee and the Ministry of Foreign Trade and Economic Cooperation before it could convert RMB into foreign currency, and such conversion had to be effected at the official rate prescribed by the State Administration of Foreign Exchange (“SAFE”). RMB reserved by Foreign Investment Enterprises (“FIEs”) could also be converted into foreign currency at swap centers with the prior examination and verification by SAFE. The exchange rates used by swap centers were largely determined by the supply of and demand for foreign currencies and RMB.

On December 28, 1993, the People’s Bank of China (“PBOC”) announced that the dual exchange rate system for RMB against foreign currencies would be abolished with effect from January 1, 1994 and be replaced by the unified exchange rate system. Under the new system, the PBOC publishes the RMB exchange rate against the United States dollar daily. The daily exchange rate is set by reference to the RMB/US\$ trading price on the previous day on the “inter-bank foreign exchange market”.

On April 1, 1996, the Foreign Exchange Control Regulations of the PRC (as amended on January 14, 1997) came into effect. On 20 June 1996, the Regulations on Sale and Purchase of and Payment in Foreign Exchange were promulgated by the People's Bank of China and came into effect on 1 July 1996.

On October 25, 1998, the PBOC and SAFE issued a Joint Announcement on Abolishment of Foreign Exchange Swap Business which stated that from December 1, 1998, foreign exchange transactions for FIEs may only be conducted at designated banks.

On October 21, 2005, SAFE promulgated the Notice of the State Administration of Foreign Exchange on Relevant Issues concerning Foreign Exchange Administration for Domestic Residents to Engage in Financing and in Return Investment via Overseas Special Purpose Companies ("Notice 75") which came into effect on November 1, 2005. Under Notice 75, PRC residents, including PRC Companies and PRC resident individuals, have to register their foreign investments with the local SAFE prior to incorporating or taking control of a special purpose vehicle (the "SPV"). Where a PRC resident contributes the assets or stock rights of a domestic enterprise that it owns into a SPV, or engages in capital financing abroad after contributing assets or stock rights into the SPV, it has to register such change. Other than the abovementioned registration requirement, Notice 75 also requires PRC residents to register, modify or record with the local foreign exchange authority within 30 days from the date of increase/decrease of capital, share transfer, mergers or division, change in long term equity or debt investments and guarantees in or by the SPV. In addition, the proceeds from overseas listing of the SPV shall, according to the repatriation plan submitted to the foreign exchange administration for record, be repatriated according to current regulations for the administration of foreign exchange. In addition, the foreign exchange income from profits, bonus and capital change obtained by the PRC residents from the SPV shall be repatriated within 180 days.

On August 12, 2007, SAFE promulgated the Notice on the Retaining of Foreign Exchange Earnings by Domestic Entity, which provides that from August 12, 2007, domestic entity may retain its recurrent foreign exchange earnings according to their needs for operation.

On August 1, 2008, the revised Foreign Exchange Control Regulations of the PRC was adopted by the State Council and was promulgated for implementation on August 5, 2008. In summary, taking into account the promulgation of the recent new regulations and to the extent the existing provisions stipulated in previous regulations do not contradict these new regulations, the present position under the PRC law relating to foreign exchange control are as follows:

(a) The previous dual exchange rate system for RMB was abolished and a managed floating exchange rate system based largely on supply and demand with reference to a basket of currencies was introduced. The People's Bank of China, will announce the closing price of foreign currencies against the RMB in the inter-bank foreign exchange market after the closing of the market on each working day, and will make it the central parity for trading against the RMB on the following working day.

(b) Foreign exchange earnings of domestic entities may be transferred to China or held abroad according to the regulations stipulated by SAFE.

(c) FIEs may have their own foreign currency accounts and are also permitted to retain their recurrent exchange earnings according to their needs of operation and the sums retained may be deposited into foreign exchange bank accounts maintained with designated banks.

(d) Reservation or sale of capital account foreign exchange earnings to designated banks shall be approved by the foreign exchange control administration unless stated otherwise. Foreign exchange funds from capital account shall only be used according to the purpose approved by the foreign exchange control administration and the relevant competent authorities.

(e) Where a foreign enterprise makes a direct investment or carries out the issuance and/or business of securities or other derivatives within the PRC, or where a domestic entity makes a direct investment or carries out the issuance and/or business of securities or other derivatives outside the PRC, it shall go through the registration procedure according to the relevant regulations stipulated by SAFE. A guarantee or a commercial loan provided to the entity outside the PRC by a domestic entity shall be subject to approval and registration with relevant foreign exchange administration. The utilization of foreign debts by an enterprise shall be in compliance with relevant regulations and has to undergo foreign debt registration with the foreign exchange control administration.

(f) FIEs which require foreign exchange for their ordinary trading activities such as trade services and payment of interest on foreign debts may purchase foreign exchange from designated foreign exchange banks if the application is supported by proper payment notices or supporting documents.

(g) FIEs may require foreign exchange for the payment of dividends that are payable in foreign currencies under applicable regulations, such as distributing profits to their foreign investors. They can withdraw funds from their foreign exchange bank accounts kept with designated foreign exchange banks, subject to the due payment of tax on dividends. Where the amount of the funds in foreign exchange is insufficient, the FIE may, upon the presentation of the resolutions of the directors on the profit distribution plan and other relevant documents, purchase foreign exchange from designated foreign exchange banks.

(h) FIEs may apply to the Bank of China or other designated foreign exchange banks to remit profit out of the PRC to the foreign parties if the requirements provided by the PRC laws, rules and regulations are met.

The Circular on Relevant Issues concerning Foreign Exchange Administration of Overseas Investment and Financing and Return Investments Conducted by Domestic Residents through Overseas Special Purpose Vehicles (“SAFE Circular No. 37”), which was promulgated by SAFE and became effective on July 14, 2014, requires a PRC individual resident (“PRC Resident”) to register with the local SAFE branch before he or she contributes assets or equity interests in an overseas special purpose vehicle (“Offshore SPV”) that is directly established or controlled by the PRC Resident for the purpose of conducting investment or financing. Following the initial registration, the PRC Resident is also required to register with the local SAFE branch for any major change in respect of the Offshore SPV, including, among other things, any major change of a PRC Resident shareholder, name or term of operation of the Offshore SPV, or any increase or reduction of the Offshore SPV’s registered capital, share transfer or swap, merger or division. Failure to comply with the registration procedures of SAFE Circular No. 37 may result in penalties and sanctions, including the imposition of restrictions on the ability of the Offshore SPV’s PRC subsidiary to distribute dividends to its overseas parent.

In addition, according to the SAFE Circular No. 37, a PRC Resident that participates in an employee share incentive plan of a non-listed Offshore SPV could, by submitting required documents, apply for registration with the local SAFE branch before exercising stock options.

Strict supervision and control by foreign exchange control administration has been imposed upon FIEs established in the manner of acquisitions of the PRC enterprises by foreign enterprises with PRC residents as shareholders.

## Taxation

### *Income Tax*

The New Income Tax Law was promulgated by NPC on March 16, 2007 and came into effect on January 1, 2008. The Chinese domestic enterprises and FIEs are treated equally on the income tax rate, and the enterprise income tax rate shall be 25%. In accordance with the New Income Tax Law and its implementing regulations, the non-resident enterprise which has not set up institutions or establishments in China, or has set up institutions or establishments but the income has no relationship with such institutions or establishments, it shall pay enterprise income tax on such income sourced from China, and the income tax rate shall be 20%, subject to reduction as provided by any applicable double taxation treaty, unless the relevant income is specially exempted from tax under the applicable tax laws, regulations, notices and decisions which relate to FIEs and their investors.

The enterprises that were approved and established prior to the promulgation hereof and that, in accordance with the effective tax laws and administrative regulations, enjoy a special lower tax rate shall, in accordance with the



provisions of the State Council, progressively transit to the tax rate specified herein within 5 years following the implementation hereof. Those enterprises that enjoy a fixed-term tax exemption or tax reduction shall, in accordance with the provisions of the State Council, continue to enjoy such exemption or reduction after the implementation hereof until the expiration of the term of such exemption or reduction. However, if an enterprise did not enjoy such preferential treatment because it has not yet achieved profitability, the term of such preferential treatment shall be calculated from 1 January 2008 until the expiration of the term of such exemption or reduction.

According to the Notice on Strengthening Administration of Enterprise Income Tax for Share Transfers by Non-PRC Resident Enterprise (Circular Guoshuihan [2009] No. 698) implemented on January 1, 2008, except for the purchase and sale of equity through a public securities market, where a foreign corporate investor indirectly transfers the equity of a PRC resident enterprise by disposing the equity of an overseas holding company (the “Indirect Transfer”) located in a tax jurisdiction that (i) has an effective tax rate of less than 12.5%, or (ii) does not tax its residents on their foreign income, the foreign corporate investor shall report the Indirect Transfer to the competent PRC tax authority within 30 days from the date when the equity transfer agreement was made. In this case, the PRC tax authority will examine the true nature of the Indirect Transfer. Should it deem the foreign investor to have made the Indirect Transfer without reasonable commercial purpose and in order to avoid the PRC tax, the PRC tax authority may disregard the existence of the overseas holding company that is used for tax planning purpose and re-characterize the Indirect Transfer. As a result, gains derived from such Indirect Transfer by the foreign investor may be subject to the EIT Law.

#### *Value-Added Tax*

Pursuant to the Provisional Regulations on Value-added Tax of PRC, last amended on November 5, 2008 and took effect from January 1, 2009, and its implementation rules which were revised on December 15, 2008 and took effect from January 1, 2009, all entities or individuals in PRC engaging in the sale of goods, the provision of processing services, repairs and replacement services, and the import of goods are required to pay value-added tax (“VAT”). The amount of VAT payable in the sale or import of goods except as otherwise provided by paragraph (2) and paragraph (3) of Article 2 of the Provisional Regulations on Value-added Tax of PRC. The tax rate is also 17% for those providing processing services repairs and replacement services.

In November 2011, the Ministry of Finance (“MOF”) and the State Administration of Tax (“SAT”) promulgated the Pilot Plan for Imposition of Value-Added Tax to Replace Business Tax (the “Pilot Plan”). Since January 1, 2012, the PRC government has been implementing a pilot program in certain provinces and municipalities, to levy a 6% VAT on revenue generated from certain kinds of services in lieu of the 5% business tax. According to the Notice Regarding the Nationwide Implementation of B2V Transformation Pilot Program in respect of Transportation and Certain Modern Service Industries jointly issued by the MOF and SAT effective from August 1, 2013 (the “B2V Circular 37”), such policy has been implemented nationwide. In addition, the MOF and SAT released the Notice on Including Railway Transportation and Postal Services Sectors into the Pilot Scheme on Switching from Business Tax to VAT on December 12, 2013, which further expanded the scope of taxable services for value-added tax and replaced the B2V Circular 37 as of January 1, 2014.

*Business Tax*

Pursuant to the Interim Regulation of the People's Republic of China on Business Tax ("Business Tax Regulation") last amended on November 10, 2008 and took effect from 1 January, 2009, business that provide services (including entertainment business), assign intangible assets or sell immovable property became liable to business tax at a rate ranging from 3% to 20% of the charges of the services provided, intangible assets assigned or immovable property sold, as the case may be.

*Tax on Dividends from PRC Enterprise with Foreign Investment*

According to the New Income Tax Law and the Implementation Rules, income such as dividends and profits distribution from the PRC derived from a foreign enterprise which has no establishment in the PRC is subject to a 10% withholding tax, subject to reduction as provided by any applicable double taxation treaty.

*Stamp Duty*

Under the PRC Interim Regulations on Stamp Duty promulgated by the State Council on August 6, 1988 and amended in January 6, 2011, for building property transfer instruments, including those in respect of property ownership transfer, the duty rate shall be 0.05% of the amount stated therein; for permits and certificates relating to rights, including real estate title certificates and land use right certificates, stamp duty shall be levied on an item basis at an annual rate of RMB5 per item.

*Urban Maintenance Tax*

Under the PRC Interim Regulations on Urban Maintenance Tax promulgated by the State Council on February 8, 1985 and amended on January 8, 2011, any taxpayer, whether an individual or otherwise, of product tax, value-added tax or business tax shall be required to pay urban maintenance tax. The tax rate shall be 7% for a taxpayer whose domicile is in an urban area, 5% for a taxpayer whose domicile is in a county and a town, and 1% for a taxpayer whose domicile is not in any urban area or county or town.

*Education Surcharge*

Under the Interim Provisions on Imposition of Education Surcharge promulgated by the State Council on April 28, 1986 (last amended by the State Council on August 20, 2005), any taxpayer, whether an individual or otherwise, of product tax, value-added tax or business tax shall pay an education surcharge, unless such obliged taxpayer is instead required to pay a rural area education surcharge as provided by the Notice of the State Council on Raising Funds for Schools in Rural Areas. Education surcharge shall be calculated and levied at a rate of 1% on the actual amount of product tax, value-added tax and business tax paid by the taxpayer.

According to the Circular on Issues Concerning Policies on Unifying Local Education Surtax promulgated by ministry of finance on November 17, 2010, the rate at which local education surtax is levied should be 2% of the value-added tax, the business tax or the consumption tax actually paid by entities and individuals (including foreign-invested enterprises, foreign enterprises and foreign individuals).

### Wholly Foreign-Owned Enterprise

WFOE is governed by the Law of the People's Republic of China Concerning Enterprises with Sole Foreign Investments, which was promulgated on April 12, 1986 and was subsequently amended on October 31, 2000, and its Implementation Regulations promulgated on December 12, 1990 and was subsequently amended on April 12, 2001 (together the "Foreign Enterprises Law").

### *Procedures for Establishment of a WFOE*

The establishment of a WFOE will have to be approved by Ministry of Commerce (or its delegated authorities) (the "MOC"). If two or more foreign investors jointly apply for the establishment of a WFOE, a copy of the contract between the parties must also be submitted to MOC (or its delegated authorities) for its record. A WFOE must also obtain a business licence from the State Administration of Industry and Commerce (or its delegated authorities) before it can commence business.

### *Nature*

A WFOE is a limited liability company under the Foreign Enterprise Law. It is a legal entity which may independently assume civil obligations, enjoy civil rights and has the right to own, use and dispose of property. It is required to have a registered capital contributed by the foreign investor(s). The liability of the foreign investor(s) is limited to the amount of registered capital contributed. The foreign investor may make its contributions by instalments and the registered capital must be contributed within the period as approved by the MOC (or its delegated authorities) in accordance with relevant regulations.



### *Profit Distribution*

The Foreign Enterprise Law provides that after payment of taxes, a WFOE must make contributions to a reserve fund and at least 10% of the after-tax profits must be allocated to the reserve fund. If the accumulative amount of allocated reserve funds reaches 50% of an enterprise's registered capital, the WFOE will not be required to make any additional contribution. The WFOE is prohibited from distributing dividends unless the losses (if any) of previous years have been made up.

In accordance with the Notice of the Ministry of Finance on the Issue of Handling Financial Issues by Relevant Enterprises after the Implementation of the Company Law promulgated by the Ministry of Finance on March 15, 2006 and effective April 1, 2006, from January 1, 2006 on, enterprises established in accordance with the Company Law shall distribute profits pursuant to Article 167 of the Company Law and shall no longer make contributions to the reserve fund. After an enterprise ceases to make contributions to the reserve fund, it may continue to make contributions to the employee bonus and welfare fund as decided by the board of directors if the purpose, use conditions, and procedures thereof shall be made clear, and such funds shall be manage as debts.

### Company Law

The establishment and operation of corporate entities in China is governed by the PRC Company Law, which was promulgated by the Standing Committee of the NPC on December 29, 1993 and became effective on July 1, 1994 ("1993 PRC Company Law"). It was subsequently amended on December 25, 1999, August 28, 2004, October 27, 2005 and December 28, 2013.

The PRC Company Law generally governs 2 types of companies — limited liability companies and joint stock limited companies. Both types of companies have the status of legal persons, and the liability of a company to its debtors is limited to the value of assets owned by the company. Liabilities of shareholders of a limited liability company are limited to the amount of registered capital they have contributed.

The amendments to the PRC Company Law adopted in October 2005 seek to reform various aspects of the 1993 PRC Company Law and simplify the establishment and operation of companies incorporated in China by lowering capitalisation requirements, increasing shareholder and creditor protection, improving corporate governance, and relaxing rules regarding the establishment of subsidiaries. Further, the restriction relating to the total investment of a company in other entities exceeding 50% of its net assets has been removed, the incorporation of one shareholder limited liability companies in addition to wholly State-owned enterprises is permitted, and the Chinese Company Law shall apply to foreign invested limited liability companies. Where laws on foreign investment have other stipulations,

such stipulations shall apply.

The amendments to the PRC Company Law adopted in December 2013 took effect on March 1, 2014. These amendments cover three aspects: (a) replacing the paid-up capital registration system by subscribed capital registration system; (b) relaxing the requirements for registered capital registration; and (c) streamlining the registration items and requirements for registration documents.

#### PRC Laws and Regulations Relating to Foreign Investment

On October 31, 2007, the National Development and Reform Commission (“NDRC”) and MOC, jointly promulgated the Catalogue of Industries for Guiding Foreign Investment (as amended in 2007), which came into effect on December 1, 2007 (the “Catalogue”), as amended on December 24, 2011 and came into effect on January 30, 2012. The Catalogue lists out the industries and economic activities which are encouraged, restricted or prohibited by the PRC government for foreign investment. The Catalogue does not specify which business activities are in the permitted category. Instead, if the business activities are not listed in any of the encouraged, restricted or the prohibited categories, they shall be construed as being in the permitted category. Pursuant to the Catalogue, the wholesale of refined oil falls under the restricted category. None of our Group’s business activities are listed in the prohibited category.

#### Labor Law

Pursuant to the Labor Law of the PRC promulgated by Standing Committee of the NPC on July 5, 1994 and was subsequently amended on August 27, 2009, the Labor Contract Law of the PRC promulgated by Standing Committee of the NPC on June 29, 2007 and was subsequently amended on December 28, 2012 and the Labour Contract Law Implementation Rules of the PRC promulgated by the State Council on September 18, 2008, companies must enter into employment contracts with their employees, based on the principles of equality, consent and agreement through consultation. Companies must establish and effectively implement system of ensuring occupational safety and health, educating employees on occupational safety and health, preventing work-related accidents and reducing occupational hazards. Companies must also pay for their employees’ social insurance premium.

#### Social Insurance Law

Employers in China are required to contribute, on behalf of their employees, to a number of social security funds, including funds for basic pension insurance, unemployment insurance, basic medical insurance, work-related injury insurance, maternity insurance, and housing provident funds. These payments are made to local administrative authorities and an employer who fails to contribute may be fined and be ordered to make-up for the missed contributions. The various laws and regulations that govern the employers’ obligation to contribute to the social

security funds include PRC Social Insurance Law promulgated by the Standing Committee of the NPC on October 28, 2010 and became effective July 1, 2011; the Interim Regulations on the Collection and Payment of Social Security Funds, which were promulgated by the State Council and became effective on January 22, 1999; the Interim Measures concerning the Maternity Insurance, which were promulgated by the Ministry of Labour on December 14, 1994 and became effective on January 1, 1995; the Regulations on Occupational Injury Insurance, which were promulgated by the State Council on April 27, 2003 and became effective on January 1, 2004 and was amended on December 20, 2010; the Regulations on Management of the Housing Provident Fund, which were promulgated and became effective on April 3, 1999 and was amended on March 24, 2002.

Where the enterprises fail to pay the full amount of the social insurance premiums, the relevant department aforesaid has the authority to check and decide on the amount of social insurance premiums that the enterprises should pay as the supplementary payment. If the enterprises does not pay for the social insurance premiums after the relevant department has charged the full amount of the supplementary payment, the relevant department is authorized to either inquire about the deposit account of such enterprises, or apply to the related department at or above the county level for making the decision of the allocation of social insurance premiums. The relevant department can also inform the bank or other financial institution to execute the allocation by written notice. If the amount of the deposit account is smaller than the amount of social insurance premiums required to pay by the enterprises, the enterprises may provide a security and delay the date to pay the social insurance premiums. If the amount of the deposit account is smaller than the amount of the social insurance premiums needed to pay by the enterprises, and the enterprises fails to provide a security, the relevant department shall apply to the court for the levying, sealing and auctioning of the property of such enterprises.

If the enterprises do not pay the full amount of social insurance premiums as scheduled, the social insurance premium collection institution shall order them to make the payment or make up the difference within a stipulated period and impose a daily fine equivalent to 0.05% of the overdue payment from the date on which the payment is overdue. If payment is not made within the stipulated period, the relevant administration department shall impose a fine from one to three times the amount of overdue payment.

#### Environmental Protection Regulations

In accordance with the Environmental Protection Law of the PRC adopted by the Standing Committee of the NPC on December 26, 1989, which has been amended on April 24, 2014 and will take effect on January 1, 2015, the Administration Supervisory Department of Environmental Protection of the State Council sets the national guidelines for the discharge of pollutants. The provincial and municipal governments of provinces, autonomous regions and municipalities may also set their own guidelines for the discharge of pollutants within their own provinces or districts in the event that the national guidelines are inadequate.

A company or enterprise which causes environmental pollution and discharges other polluting materials which endanger the public should implement environmental protection methods and procedures into their business operations. This may be achieved by setting up a system of accountability within the company's business structure for environmental protection; adopting effective procedures to prevent environmental hazards such as waste gases, water and residues, dust powder, radioactive materials and noise arising from production, construction and other activities from polluting and endangering the environment. The environmental protection system and procedures should be implemented simultaneously with the commencement of and during the operation of construction, production and other activities undertaken by the company. Any company or enterprise which discharges environmental pollutants should report and register such discharge with the Administration Supervisory Department of Environmental Protection and pay any fines imposed for the discharge. A fee may also be imposed on the company for the cost of any work required to restore the environment to its original state. Companies which have cause severe pollution to the



environment are required to restore the environment or remedy the effects of the pollution within a prescribed time limit.

If a company fails to report and/or register the environmental pollution caused by it, it will receive a warning or be penalized. Companies which fail to restore the environment or remedy the effects of the pollution within the prescribed time will be penalized or have their business licenses terminated. Companies or enterprises which have polluted and endangered the environment must bear the responsibility for remedying the danger and effects of the pollution, as well as to compensate the any losses or damages suffered as a result of such environmental pollution.

#### Governmental Regulations in Relation to the Company's Businesses

Pursuant to the Implementation Measures for Work Safety Licenses of Enterprises Producing Hazardous Chemicals ("Measures of Producing Hazardous Chemicals") promulgated by State Administration of Work Safety on August 5, 2011 which took effect on December 1, 2011, where an enterprise is established in accordance with relevant laws and has obtained the industrial and commercial business licenses or industrial and commercial approval documents for engaging in the production of end products or intermediate products that are included in the Catalogue of Hazardous Chemicals, the enterprise shall obtain the work safety licenses for hazardous chemicals in accordance with the provisions of Measures of Producing Hazardous Chemicals. The enterprise that has not obtained the work safety licenses shall not engage in the production activities of hazardous chemicals.

Save as otherwise disclosed, we are not subject to any special legislation or regulatory controls in the PRC other than those generally applicable to companies and businesses in the PRC, which will have a material effect on our business operations. Changes in the PRC governmental rules and regulations will have a significant impact on our business, and Foreign exchange control and tax policies in the PRC may limit our ability to utilize our revenue effectively and affect our ability to receive dividends and other payments from our subsidiaries in the PRC.

Please also refer to the Section "Risk Factors – Risks Relating to Doing Business in the PRC" of this report for details on the applicable PRC laws and regulations.

***Licenses, Permits and Approvals***

As of the date of this report, we have obtained all material licenses, permits and approvals from the relevant government authorities for our business operations in the PRC, and have complied with all relevant PRC environmental laws and regulations, and have not been fined under any related PRC environmental laws or regulations. Please see the table below for the material licenses, permits and approvals that we have received as of the date of this report:

<b>Entity</b>	<b>Licenses, Permits and Certificates</b>	<b>Serial Number</b>	<b>Valid Term/ Renewal Period</b>	<b>Authority</b>
Jiangsu Delta	Registration Certificate for Using Hazardous Chemicals	321110234	June 23, 2014 to June 22, 2017	Jiangsu Province Administration of Work Safety Chemical Registration Centre
Jiangsu Delta	Trading License for Hazardous Chemicals	Su Zhen An Jing (Yi) Zi 2012001347	December 24, 2014 to December 23, 2017	Administration of Work Safety of Zhenjiang City
Jiangsu Delta	Record Keeping Certificate of Non-Pharmaceutical Precursor Chemical Production	(Su) 3S32111200031	May 23, 2014 to April 27, 2017	Administration of Work Safety of Zhenjiang City
Jiangsu Delta	Record Keeping Certificate of Class 2 and Class 3 Precursor Chemical Purchase	[2014] Certificate No. 102888	To November 28, 2014	Police Station of Jiangsu Zhenjiang, Dantu Bureau
Jiangsu Delta	Approval of Purchasing Highly Toxic Chemical	(Zhenjiang) Gong Ju Zhun Guo Zi [2014] No. 01962	One-time approval and valid for 15 days.	Zhenjiang Police Station
Jiangsu Delta	Pollutant Discharge Permit	Zhen Tu Huan No. 3211212012062	May 2015 to May 2018	Environment Protection Agency of Dantu District, Zhenjiang City Administration of
Jiangsu Delta	Business License	321100400012550	June 15, 2007 to June 14, 2027	Industry and Commerce of Zhenjiang, Jiangsu Province
Jiangsu Delta	Work Safety License	(Su) WH An Xu Zheng Zi [L00230]	April 28, 2014 to April 27, 2017	Administration of Work Safety of Jiangsu Province
Jiangsu Delta	Financial Registration Certificate for Foreign-invested Enterprises	No.3211210203	June 15, 2007 to June 14, 2027	Local Financial Bureau of Dantu District, Zhenjiang City
<b>Entity</b>	<b>Licenses, Permits and Certificates</b>	<b>Serial Number</b>	<b>Valid Term/ Renewal Period</b>	<b>Authority</b>

Edgar Filing: Delta Technology Holdings Ltd - Form 20-F

Jiangsu Delta	Organization Code Certificate	No.66274328-4	June 11, 2015 to June 10, 2019	Jiangsu Zhenjiang Administration of Quality Supervision, Inspection and Quarantine
Jiangsu Delta	Tax Registration Certificate	Zhen Guo Shui Tu Deng Zi 321121662743284	N.A. (Note: issued on January 19, 2009)	National Tax Bureau of Zhenjiang, Jiangsu Province and Local Tax Bureau of Dantu, Zhenjiang
Jiangsu Delta	Tax Registration Certificate	Su Di Shui Zi No.321181796133836	N.A. (Note: issued on January 19, 2009)	National Tax Bureau of Danyang, Jiangsu Province and Local Tax Bureau of Danyang
Jiangsu Delta	Approval Certificate for Establishment of Enterprises with Investment of Taiwan, Hong Kong, Macao and Overseas Chinese in the PRC	Shang Wai Zi Su Fu Zi [2007] NO.73674	N.A. (Note: issued on June 6, 2014)	People's Government of Jiangsu Province
Jiangsu Delta	Foreign Exchange Registration Card	No.00085568	N.A.	State Foreign Exchange Administration
Jiangsu Delta	Bank Account Permit	No. J3140002471102	N.A. (Note: issued on July 16, 2008)	People's Bank of China, Zhenjiang Branch
Jiangsu Delta	Social Insurance Registration Certificate	She Xian Su Zi No.32112115000942	June 23, 2010 to October 30, 2020	Social Labour Insurance Fund Management Centre, Dantu District, Zhenjiang City
Jiangsu Delta	Environmental Management System Certificate	04415E10738R0M	September 29, 2015 to September 28, 2018	China Certification Centre Inc.
Jiangsu Logistic	Business License	321121000087016	December 17, 2013 to Long	Administration of Industry and Commerce of Dantu, Zhenjiang
Jiangsu Logistic	Road transportation operation Certificate	Su Jiao Yun Guan Xu Ke Zhen Zi No. 321112303680	May 21, 2014 to December 11, 2017	Administration of Transportation and Management Zhenjiang Dantu
Jiangsu Logistic	Organization Code Certificate	No. 08692663-9	December 17, 2013 to December 16, 2017	Administration of Quality Supervision, Inspection and Quarantine
Jiangsu Logistic	Tax Registration Certificate	Zhen Guo Shui Deng Zi 321121086926639	N.A. (Note: issued on June 12, 2014)	State Tax Bureau of Dantu, Zhenjiang city, Jiangsu Province and Local Tax Bureau of Dan, Zhenjiang city

Entity	Licenses, Permits and Certificates	Serial Number	Valid Term/ Renewal Period	Authority
Binhai Deda	Business license	320922000222858	June 8, 2013 to June 7, 2043	Administration of Industry and Commerce of Binhai, Yanhai
Binhai Deda	Trading Licence for Hazardous Chemicals	Su (Yan) An Jing Zi (Bin) 000011	June 7, 2013 to June 6, 2016 N.A.	Administration of Work Safety of Binhai
Binhai Deda	Bank Account Permit	No. J3112001078201	<i>(Note: issued on June 19, 2013)</i>	People's Bank of China, Binhai Branch
Binhai Deda	Organization Code Certificate	No. 07101823-2	June 8, 2013 to June 7, 2017	Yancheng Binhai Administration of Quality Supervision, Inspection and Quarantine

## Properties

We currently own the following land use rights in the PRC:

Owner	Location	Certificate of State-owned Land Use Right No.	Tenure	Approximate Gross Floor Area (sqm)	Use of Property
Jiangsu Delta	Chenfeng Village, Gaozi Town, Dantu District, Zhenjiang	Zhen Tu Guo Yong (2008) No.199 <sup>(1)</sup>	October 19, 2008 to July 29, 2058	53,369	Industrial
Jiangsu Delta	Chenfeng Village, Gaozi Town, Dantu District, Zhenjiang	Zhen Tu Guo Yong (2011) No.1037	August 1, 2011 to August 31, 2060	26,023	Industrial

### Note:

This land use right has been mortgaged to the Industrial and Commercial Bank of China, Zhenjiang Branch. The period of the mortgage is commencing from May 31, 2013 and ending on December 31, 2017. During the term of the mortgage, Jiangsu Delta's rights to transfer, lease, mortgage or otherwise dispose of this land use right shall be subject to the prior written approval of the relevant bank.

We currently own and possess the Building Ownership Certificates for the following buildings in the PRC:

<b>Location</b>	<b>Certificate of Real Estate Ownership No.</b>	<b>Approximate Gross Floor Area (sq m)</b>	<b>Use of Property</b>
Building 3 No. 1 Fine Chemical Park Gaozi Zhen Dantu Economic and Development Zone Zhenjiang City (1)	Zhen Fang Quan Zheng Zi No. 1201007277100110	1,140.9	Industrial
North of Development Zone Road, South of Hu Ning Expressway	Dan Fang Quan Zheng Kai Fa Qu Zi No. 02032188	12,119.44	Research and Development

**Note:**

(1) This property has been mortgaged to the Industrial and Commercial Bank of China, Zhenjiang Branch. The period of the mortgage is one year commencing from June 20, 2015 and ending on June 19, 2016. During the term of the mortgage, our rights to transfer, lease, mortgage or otherwise dispose of this property shall be subject to the prior written approval of the relevant bank.

As of the date of this report, we do not lease any properties.

We believe there are no regulatory requirements or environmental issues that may materially affect our utilization of the above properties and fixed assets, all of which are located in the PRC.

### **C. Organizational Structure**

The chart below presents our corporate structure as of the date of this report.

### **D. Property, Plants and Equipment**

Information regarding our property, plants and equipment is described “Item 4. B. Business Overview.”

## **ITEM 4A. UNRESOLVED STAFF COMMENTS**

Not required.

## **ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

### **MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

#### **Forward-Looking Statements**

The information in this report contains forward-looking statements. All statements other than statements of historical fact made in this report are forward looking. In particular, the statements herein regarding industry prospects and future results of operations or financial position are forward-looking statements. These forward-looking statements can be identified by the use of words such as "believes," "estimates," "could," "possibly," "probably," anticipates,"

"projects," "expects," "may," "will," or "should" or other variations or similar words. No assurances can be given that the future results anticipated by the forward-looking statements will be achieved. Forward-looking statements reflect management's current expectations and are inherently uncertain. Our actual results may differ significantly from management's expectations.

The following discussion and analysis should be read in conjunction with our financial statements, included herewith. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future. Such discussion represents only the best present assessment of our management.

## Overview

We are a fine and specialty chemical manufacturer, primarily engaged in manufacturing and selling of organic compound including para-chlorotoluene (“PCT”), ortho-chlorotoluene (“OCT”), PCT/OCT downstream products, unsaturated polyester resin (“UPR”), maleic acid (“MA”) and other by-product chemicals.

We collaborate with reputable universities, such as the East China Normal University in order to secure our position as a market leader. We also closely monitor the market for development, trends and technological innovations and solicit customer feedback so as to keep abreast with market demands and industrial development.

This discussion and analysis focuses on the business results, comparing results of operations for the fiscal year ended June 30, 2015, and 2014, respectively.

## The Fiscal Years Ended June 30, 2015 and June 30, 2014

### Results of Operations

In the fiscal year ended June 30, 2015, our revenue increased by 15.22% year over year but net income decreased by 79.5% year over year due to change in fair value of warrants. Our net profit margin was driven down by 3.82% resulting from the rapid growth of our SCM business which has the lowest margin for the fiscal year ended June 30, 2015.

The following table summarizes the results of our operations during the fiscal years ended June 30, 2015 and 2014, respectively, and provides information regarding the dollar and percentage increase (or decrease) for the fiscal year ended June 30, 2015 as compared to 2014.

	The Fiscal Year Ended June 30,		Change	Change rate	
	2015	2014			
Net Revenue	\$202,009,160	\$175,327,717	\$26,681,443	15.22	%
Cost of Sales	\$(182,692,715)	\$(157,904,729)	\$24,787,986	15.70	%
Gross Profit	\$19,316,445	\$17,422,988	\$1,893,457	10.87	%



Edgar Filing: Delta Technology Holdings Ltd - Form 20-F

Gross Margin	9.56	%	9.94	%	0.38	%	3.82	%
Operating Expenses	\$(7,058,041	)	\$(5,788,048	)	\$1,269,993		21.94	%
Operating Income	\$12,258,404		\$11,634,940		\$623,464		5.36	%
Operating Margin	6.07	%	6.64	%	0.57%-		8.58	%
Change in fair value of convertible bonds	\$-		\$(156,199	)	\$ N/A		N/A	%
Change in fair value of warrants	\$(7,906,529	)	\$-		\$ N/A		N/A	
Gain on disposal of a subsidiary	\$1,178,093		\$-		\$ N/A		N/A	
Other loss - net	\$(394,211	)	\$(2,043,954	)	\$1,649,743		80.71	%
Income taxes	\$(3,729,238	)	\$(2,606,479	)	\$1,122,759		43.08	%
Net Income	\$1,406,519		\$6,828,308		5,421,789		79.4	%
Net Profit Margin	0.70	%	3.89	%	3.19	%	82.01	%

## Revenue

Revenue for the fiscal year ended June 30, 2015 was \$202,009,160, an increase of 15.22% as compared with revenue of \$175,327,717 for the fiscal year ended June 30, 2014. In the fiscal year ended June 30, 2015, we sold 21,095 tons of UPR, a decrease of 29.72% as compared with 30,014 tons of UPR in the fiscal year ended June 30, 2014. In the fiscal year ended June 30, 2015, we sold 53,829 tons of PCT/OCT, an increase of 40.60% as compared with 38,285 tons in the fiscal year ended June 30, 2014. The increase was due primarily to higher demand in our products and our increased production output. In the fiscal year ended June 30, 2015, we sold 74,371 tons of chemicals in the SCM segment, an increase of 87.16% as compared with 39,736 tons in the fiscal year ended June 30, 2014. The increase in the sales in SCM segment was due primarily to the adjustment in operating strategy to enter the logistics business.

The following table shows a breakdown of revenues from for our main products and service:

	The Fiscal Year Ended June 30,		2014			
	2015	% of total sales	Sales	% of total sales		
UPR	38,513,560	19.06	% 56,230,919	32.07	%	
PCT/OCT	85,234,434	42.19	% 67,634,632	38.58	%	
SCM	78,261,166	38.75	% 51,462,166	29.35	%	
Total revenue	\$202,009,160	100.00	% \$175,327,717	100.00	%	

## Gross Profit

Gross profit increased 10.87% to \$19,316,445 for the fiscal year ended June 30, 2015, as compared with \$17,422,988 for the fiscal year ended June 30, 2014. The gross margin decreased by 3.82% from 9.94% for the fiscal year ended June 30, 2014 to 9.56 % for the same period of 2015, mainly because the SCM had a gross loss margin of 0.38% in the fiscal year ended June 30, 2015.

## Operating Income

Operating income was \$12,258,404 for the fiscal year ended June 30, 2015, representing a 5.36% increase as compared with \$11,634,940 for the fiscal year ended June 30, 2014. The operating margin decreased by 8.58% from 6.64% for the fiscal year ended June 30, 2014 to 6.07% for the fiscal year ended June 30, 2015. The decrease was mainly due to a sale volume increase of 52.08% in SCM which had a gross loss margin of 0.38% for the fiscal year ended June 30, 2015 as compared with the fiscal year ended June 30, 2014.

## Cost of Sales

Cost of sales was \$182,692,715 for the fiscal year ended June 30, 2015, representing a 15.70% increase as compared with \$157,904,729 for the same period of 2014. The increase in cost of sales was due to sales growth.

## Operating Expenses

The table below provides a detailed breakdown of our operating expenses for the periods indicated:

	The Fiscal Year Ended June 30,		
	2015	2014	Change
Selling expenses	\$ 2,384,459	\$ 2,306,021	3.40 %
General & Administrative expenses	\$ 4,673,582	\$ 3,482,027	34.22 %
Total operating expenses	\$ 7,058,041	\$ 5,788,048	21.94 %

Operating expenses were \$7,058,041 for the fiscal year ended June 30, 2015, representing a 21.94% increase as compared with \$5,788,048 for the fiscal year ended June 30, 2014. The increase was primarily due to two factors: (i) an increase in selling expenses of 3.4% to \$2,384,459 for the fiscal year ended June 30, 2015 from \$2,306,021 for the fiscal year ended June 30, 2014 attributable to the increase in sales revenue, and (ii) an increase in general and administration expenses of 34.22% to \$4,673,582 for the fiscal year ended June 30, 2015 from \$3,482,027 for the fiscal year ended June 30, 2014, mainly due to more professional fees incurred for various corporate actions during 2015.

### **Change in Fair Value of Warrants**

Change in fair value of warrants was \$7,906,529 for the fiscal year ended June 30, 2015. This is recorded as a non-cash loss, which resulted from the change in fair value of warrants issued connection with the Public Offering on December 21, 2012.

### **Gain on Disposal of A Subsidiary**

The Company recorded a gain of \$1,178,093 from the disposal of Jiangsu Zhengxin R&D during the year ended June 30, 2015 when the Company sold the subsidiary to Zhenjiang Xinshun Chemical Trading Company Ltd at a sale price of \$10,518,189 (RMB64.555million) on March 12, 2015 pursuant to a sale and purchase agreement.

### **Net Income**

Net income was \$1,406,519 for the fiscal year ended June 30, 2015, a decrease of 79.4% as compared with \$6,828,308 for the fiscal year ended June 30, 2014. The decrease in net income in the fiscal year ended June 30, 2015 was mainly due to the change in fair value of the warrants of \$7,906,529.

The net profit margin dropped from 3.89% for the fiscal year ended June 30, 2014 to 0.70% for the fiscal year ended June 30, 2015 due to 1) non-cash loss of \$7,906,529 resulting from change in the fair value of the warrants, and 2) decrease in gross profit margin and increase in operating expenses for the fiscal year ended June 30, 2015 as compared with the fiscal year ended June 30, 2014.

### **Earnings per Share**

Edgar Filing: Delta Technology Holdings Ltd - Form 20-F

Basic and diluted earnings per share (“EPS”) for the fiscal year ended June 30, 2015 were \$1.44 and \$1.44 compared with EPS \$1.53 and \$1.53 for the same period of 2014. The weighted average number of shares outstanding to calculate basic EPS was 6,462,577 and 4,560,000 for the fiscal year ended June 30, 2015 and 2014, respectively. The weighted average number of shares outstanding to calculate diluted EPS was 6,462,577 and 4,560,000 for the fiscal year ended June 30, 2015 and 2014.

## Liquidity and Capital Resources

We have historically financed our operations and capital expenditures principally through debt and equity offerings and cash provided by operations.

The table below presents information about our cash flow for the periods indicated:

	The Fiscal Year Ended June 30,		
	2015	2014	Change
Net cash provided by (used in) operating activities	\$(15,139,370 )	\$ 3,865,600	491.64 %
Net cash provided by (used in) investing activities	\$ 15,187,228	\$(24,076,576 )	163.08 %
Net cash provided by (used in) financing activities	\$(8,705,226 )	\$ 25,303,850	134.40 %
Effect of foreign currency translation on cash and cash equivalents	\$(170,970 )	\$ 6,941	N/M
Beginning cash and cash equivalent	\$ 9,045,950	\$ 3,946,135	129.24 %
Ending cash and cash equivalent	\$ 217,612	\$ 9,045,950	97.59 %

## Operating Activities

For the fiscal year ended June 30, 2015, net cash used in operating activities was \$15,139,370. This was primarily attributable to: 1) our net income of \$278,707, adjusted by an add-back of non-cash charges mainly consisting of depreciation and amortization, change in fair value of warrants, deferred income taxes and allowance for doubtful accounts of \$6,452,324, \$79,353, \$7,906,529, \$848,541 and \$1,199,110, respectively, and non-cash gain from disposals of property accounts and disposal of a subsidiary of \$74,860 and \$1,1978,093, respectively; 2) an increase of \$31,839,651 in working capital, primarily due to: (i) an increase of \$46,117,191 from trade and other receivables; (ii) a decrease of \$4,290,812 in inventories, principally of raw material; partially offset by an increase of \$9,384,469 in trade and other payables, an increase of \$454,930 in advance from customers deposit, and an increase of \$147,329 in income tax payables.

## Investing Activities

For the fiscal year ended June 30, 2015, net cash provided by investing activities was \$15,187,228. This was primarily attributable to: (i) \$8,829,460 from disposals of property and equipment, and (ii) \$10,518,189 from disposals of a subsidiary; partially offset by \$4,160,421 capital expenditure for purchase of new plant and equipment.

## **Financing Activities**

For the fiscal year ended June 30, 2015, net cash used in financing activities were \$8,705,226, primarily attributable to: (i) a short-term bank loan borrowing of \$52,751,379, (ii) a cash capital contribution of \$5,210,000 (iii) repayment of bank borrowings of \$60,142,218, (iv) a change in restricted cash of \$3,498,222, and (v) due to a shareholder of \$2,844,070.

## **Cash and Cash Equivalents**

Our cash and cash equivalents as at July 1, 2014, were \$9,045,950 and decreased to \$217,612 by June 30, 2015. The decrease was mainly due to increase in net cash used in operating activities and financing activities.

In future periods, we believe that our existing cash, cash equivalents and cash flows from operations, combined with cash availability under our revolving credit facility, will be insufficient to meet our presently anticipated future cash needs for at least the next year. We may, however, require additional cash resources due to changed business conditions or other future developments, including any investments or acquisitions we may decide to pursue.

## **Trade Receivables, net**

Trade receivables, net were \$53,818,279 as of June 30, 2015, representing a 0.94% increase as compared with \$53,318,673 as of June 30, 2014. This increase in trade receivables was primarily attributable to increase in sales.

## **Inventory**

Inventory consists of raw materials, finished goods. As of June 30, 2015, the recorded value of our inventory decreased 30.66% to \$9,751,596 from \$14,062,567 as of June 30, 2014. This decrease is mainly due to a decrease of 25.48% in raw material from \$8,338,302 as of June 30, 2014 to \$6,213,300 as of June 30, 2015 and decrease of 38.19% in finished goods from \$5,724,265 as of June 30, 2014 to \$3,538,296 as of June 30, 2015. The decrease in inventories was primarily due to the Company's efforts to minimizing its inventory level when the price of raw materials has been dropping.



### **Accounts Payable**

Accounts payable were \$45,279,369 as of June 30, 2015, an increase of 26.30 % from \$35,850,810 as of June 30, 2014. The increase was primarily attributable to a larger purchase volume.

### **Obligations under Material Contracts**

There was no material contractual obligation as of June 30, 2015.

### **Critical Accounting Policies**

The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). The consolidated financial statements include the financial statements of the Company, and its wholly-owned subsidiaries. All intercompany accounts, transactions, and profits have been eliminated upon consolidation.

### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from those estimates.

### **Segment Reporting**

The Company operates in one business and geographical segment of manufacturing and sales of organic compounds in the PRC. ASC 280, Segment Reporting, establishes standards for reporting information about operating segments. Given the economic characteristics of the similar nature of the products sold, the type of customer and the method of



distribution, the Company operates as one reportable segment as defined by ASC 280, Segment Reporting.

#### Foreign Currency Translation

The Company's financial statements are presented in the U.S. dollar (\$), which is the Company's reporting currency and functional currency. The Company's subsidiaries in the PRC use Renminbi ("RMB") as their functional currencies. Transactions in foreign currencies are initially recorded at the functional currency rate ruling at the date of transaction. Any differences between the initially recorded amount and the settlement amount are recorded as a gain or loss on foreign currency transaction in the consolidated statements of income. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency rate of exchange ruling at the balance sheet date. Any differences are taken to profit or loss as a gain or loss on foreign currency translation in the statements of income.

In accordance with ASC 830, Foreign Currency Matters, the Company translated the assets and liabilities into US \$ using the rate of exchange prevailing at the applicable balance sheet date and the statements of income and cash flows are translated at an average rate during the reporting period. Adjustments resulting from the translation are recorded in shareholders' equity as part of accumulated other comprehensive income.

#### Revenue Recognition

Revenue principally represents organic compound sale revenue. Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Company's activities and is recorded net of value added tax ("VAT"). Consistent with the criteria of ASC 605 "Revenue Recognition" ("ASC 605"), the Company recognizes revenue when the following four revenue recognition criteria are met: (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services have been provided, (iii) the selling price is fixed or determinable, and (iv) collectability is reasonably assured.

Revenue from the sale of goods is recognized upon delivery when the significant risks and rewards of ownership of goods have transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income is recognized on a time-proportion basis using the effective interest method.

### Borrowing Costs

Borrowing costs are recognized in profit or loss using the effective interest method except for those costs that are directly attributable to assets under construction. Borrowing costs on general borrowings are capitalized by applying a capitalization rate to construction or expenditures that are financed by general borrowings. Borrowing costs on general financing during the years ended June 30, 2015 and 2014 were capitalized at a rate of 7.11% and 7.11% , respectively.

### Leases

The Company accounts for its leases under the provisions of ASC 840, Leases. Certain of the Company's operating leases provide for minimum annual payments that change over the life of the lease. The aggregate minimum annual payments are expensed on the straight-line basis over the minimum lease term. The Company recognizes a deferred rent liability for minimum step rents when the amount of rent expense exceeds the actual lease payments and it reduces the deferred rent liability when the actual lease payments exceeds the amount of straight-line rent expense. Rent holidays and tenant improvement allowances for store remodels are amortized on the straight-line basis over the initial term of the lease and any option period that is reasonably assured of being exercised.

### Restricted Cash

Restricted cash are cash deposited in fixed deposit accounts maintained in the PRC and Hong Kong for the purpose of securing bank borrowings.

### Trade Receivables

Trade receivables are recorded at the invoiced amount and do not bear interest. The Company extends unsecured credit to its customers in the ordinary course of business but mitigates the associated risks by performing credit checks and actively pursuing past due accounts. An allowance for doubtful accounts is established and determined based on managements' assessment of known requirements, aging of receivables, payment history, the customer's current credit worthiness and the economic environment.

### **Trend Information**

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events since the beginning of our fiscal year 2016 that are reasonably likely to have a material effect on our net revenues, income from operations, profitability, liquidity or capital resources, or that would cause the disclosed financial information to be not necessarily indicative of future operating results or financial condition.

### **Off-balance Sheet Arrangements**

We did not have any off-balance sheet arrangements as of June 30, 2015.

### **Tabular Disclosure of Contractual Obligations**

None.

## **ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

### **A. Directors and Senior Management**

Our directors and executive officers are as follows:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Xin Chao	38	Chairman and Chief Executive Officer
Hongming Dong	46	Chief Financial Officer
Borys Priadko	59	Independent Director (1)(2)(3)
Richard Liu	45	Independent Director (1)(2)(3)
Changuang Wu	47	Director
George Kaufman	40	Independent Director (1)(2)(3)

(1) Member of audit committee.

(2) Member of compensation committee.

(3) Member of governance and nominating committee.

Below is a summary of the business experience of each of our executive officers and directors:

**Xin Chao** has over 10 years of experience in the fine chemical industry. From 1999 to 2000, Mr. Chao worked as a sales manager at Sinopec International Corporation where he was actively involved in international trading matters. From 2000 to 2002, he worked at Lianshui County Zhengxin Chemical Co., Ltd. as the general manager in charge of the entire business operations of the company. Subsequently, in August 2002 and August 2003, Mr. Chao co-founded (i) Danyang Beijiata Materials Trading (“Beijiata Materials”) and (ii) Danyang Beijiata Chemicals Co., Ltd. (“Beijiata Chemicals”) respectively, where he was responsible for the daily operations of both Beijiata Materials and Beijiata Chemicals. Mr. Chao co-found Jiangsu Delta, and he was the general manager of Jiangsu Delta when it was incorporated as a wholly foreign-owned enterprise on 15 June 2007. Mr. Chao subsequently acquired the entire equity interest in Jiangsu Delta from S&S International through Hong Kong Huilong International Investment Limited (formerly known as Hong Kong Zhengxin International Investment Limited) (which was controlled by Mr. Chao) on April 13, 2008. Since its incorporation, Mr. Chao has been actively involved in the operations and management of Jiangsu Delta. Mr. Xin Chao graduated from Nanjing University with a Bachelor’s Degree in International Trading.

**Hongming Dong** has rich experience in accounting and finance of chemical industry. He has been working as Finance Manager of the Company since 2010. Before joining the Company, he was Finance Manager at Danyang Liansheng Chemical Limited for over five years. Mr. Dong holds a bachelor's degree in accounting from Nanjing Economic College.

**Changuang Wu** has been with Delta as its Executive Director since 2007 and has been actively involved in the daily operations of Delta since its establishment in 2007. From 1989 to 1992, Mr. Wu was a loan officer of People's Bank of Danyang City. From 1992 to 2002, he worked as a chief planner at Danyang City Trust and Investment Co., Ltd. Subsequently, in August 2002 and August 2003, Mr. Wu co-founded (i) Danyang Beijiate Materials Trading ("Beijiate Materials") and (ii) Danyang Beijiate Chemicals Co., Ltd. ("Beijiate Chemicals") respectively with Mr. Xin Chao, where he was mainly responsible for the management of both Beijiate Materials and Beijiate Chemicals. While he was involved in the management of Beijiate Materials and Beijiate Chemicals, he was also the general manager of Danyang Liansheng Chemicals Co., Ltd. ("Liansheng Chemicals"). He officially left Liansheng Chemicals and joined the Target Group in November 2007. Mr. Wu graduated from Banking School of Jiangsu in 1989 with a diploma in Economic Management.

**Borys Priadko** has more than 35 years of experience in corporate management and accounting. He has been operating his own firm, Borys's Management Services Pty Ltd for the past eight years. Prior to that, he worked for two years with Lehman Brown Consulting in China. Before moving into the private consulting and service sector, Mr. Priadko worked for Siemens – Building Technologies Division for ten years in the role of either Financial Controller or General Manager in various countries and entities. Mr. Priadko is a member of CPA Australia and has a bachelor degree in Financial Administration from New England University, Armidale, New South Wales, Australia..

**Richard Liu** has over twenty years' experience in business and legal practice. He is a partner and director of securities investment section of Shanghai Huiye Law Firm since December 12, 2006. He was a legal assistant at Baker& McKenzie's Shanghai office from May 2004 through October 2006. Prior to that, he was Senior Consultant of Overseas Consulting department, Shanghai Foreign Service Company from June 2001 to April 2004. He received his bachelor's degree in law from the Art College of Shanghai University.

**George Kaufman** is a Managing Director of Investment Banking with Chardan Capital Markets, LLC, a New York based investment bank. Mr. Kaufman is a director of Prime Acquisition Corp., a company that owns and operates office, commercial and industrial properties in Italy and is focused on building a portfolio of high-yield assets primarily in Europe. Mr. Kaufman founded Detroit Coffee Company, LLC, a national roaster, wholesaler and retail distributor of high-end specialty coffees, in January 2002 and currently serves as its chief executive officer. Mr. Kaufman received a Bachelor of Arts degree in Economics from the University of Vermont in 1999.

## **B. Compensation**

### ***Director Compensation***

We currently do not pay any compensation to members of our board of directors. Future compensation to be paid to our directors, if any, will be determined in the future. Mr. Changguang Wu received an annual base salary of RMB289,920 (approximately \$47,257) for the fiscal year ended June 30, 2015 for his services as president of Jiangsu Delta.

### ***Executive Compensation***

#### ***Overview of Executive Compensation***

We paid annual base salaries to Xin Chao and Hongming Dong of approximately RMB462,000 (approximately \$75,275) and RMB108,000 (approximately \$17,597), respectively, in the fiscal year ended June 30, 2015 for their services as officers of the Company.

#### ***Grants of Plan Based Awards***

None of the named executives of the Company currently participates in or have account balances in any plan based award programs. Future bonus plans will be adopted by the board of directors.

### ***Employment Agreements***

On June 15, 2007, we, through Delta, entered into an employment agreement with Xin Chao pursuant to which Xin Chao agreed to act as the chairman and Chief Executive Officer of Delta. The employment agreement does not have a definite term. The employment agreement provides for a base salary of RMB462,000 a year, with performance based bonus.

Mr. Hongming Dong entered into an employment agreement with the Company, dated August 17, 2015, pursuant to which he will serve as the Chief Financial Officer of the Company from September 1, 2015 until the earlier of his resignation or termination by the Company. In consideration for his employment, the Company will pay Mr. Dong an annual salary of RMB 900,000 (approximately \$14,048). Mr. Dong is also entitled to benefits such as vacation, sick and holiday pay, insurance, and pension, in accordance with rules, regulations and the Company's benefits policies established and in effect from time to time.

***Outstanding Equity Awards at Fiscal Year-End; Option Exercises and Stock Vested***

None.

***Pension Benefits***

None of the named executives currently participates in or has account balances in qualified or nonqualified defined benefit plans sponsored by us.

***Nonqualified Deferred Compensation***

None of the named executives currently participates in or has account balances in nonqualified defined contribution plans or other deferred compensation plans maintained by us.

Other than as disclosed above, we have not entered into any agreements or arrangements with our executive officers or directors, and have not made any agreements to provide benefits upon termination of employment.

**C. Board Practices**

**Board Committees**

Our Board of Directors has established an audit committee, a compensation committee and a governance and nominating committee.

*Audit Committee.* Immediately following the transaction contemplated by the Purchase Agreement, the audit committee consists of Borys Priadko, Richard Liu and George Kaufman. Borys Priadko is the chair of the Audit Committee, and our Board of Directors believes that Mr. Priadko qualify as “audit committee financial experts”, as such term is defined in the rules of the Securities and Exchange Commission.

The Board of Directors has adopted an audit committee charter, providing for the following responsibilities of the Audit Committee:

• appointing and replacing our independent auditors and pre-approving all auditing and permitted non-auditing services to be performed by the independent auditors;

• reviewing and discussing the annual audited financial statements with management and the independent auditors;

- annually reviewing and reassessing the adequacy of our audit committee charter;

• such other matters that are specifically delegated to our audit committee by our Board of Directors from time to time;

• meeting separately and periodically with management, the internal auditors and the independent auditors; and

- reporting regularly to the Board of Directors.

*Compensation Committee.* Immediately following the transaction contemplated by the Purchase Agreement, our compensation committee consists of Borys Priadko, Richard Liu and George Kaufman. The members of the compensation committee do not have any direct or indirect material relationship with us other than as a director. George Kaufman serves as Chair of the Compensation Committee.

Our Board of Directors adopted a compensation committee charter, providing for the following responsibilities of the Compensation Committee:

• reviewing and making recommendations to the board regarding our compensation policies and forms of compensation provided to our directors and officers;



- reviewing and making recommendations to the board regarding bonuses for our officers and other employees;
- - administering our incentive-compensation plans for our directors and officers;
  - reviewing and assessing the adequacy of the charter annually;
- administering our share option plans, if they are established in the future, in accordance with the terms thereof; and
- such other matters that are specifically delegated to the compensation committee by our Board of Directors from time to time.

*Governance and Nominating Committee.* Immediately following the transaction contemplated by the Purchase Agreement, our governance and nominating committee consists of Borys Priadko, Richard Liu and George Kaufman. The members of the Governance and Nominating Committee do not have any direct or indirect material relationship with us other than as a director. Richard Liu serves as Chair of the Governance and Nominating Committee.

Our Board of Directors adopted a governance and nominating committee charter, providing for the following responsibilities of the Governance and Nominating Committee:

- overseeing the process by which individuals may be nominated to our Board of Directors;

identifying potential directors and making recommendations as to the size, functions and composition of our Board of Directors and its committees;

- reviewing candidates proposed by our stockholders;
- developing the criteria and qualifications for the selection of potential directors; and
- making recommendations to the Board of Directors on new candidates for board membership.

In making nominations, the Governance and Nominating Committee is required to submit candidates who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the board, in collectively serving the long-term interests of the stockholders. In evaluating nominees, the Governance and Nominating Committee is required to take into consideration the following attributes, which are desirable for a member of the board: leadership, independence, interpersonal skills, financial acumen, business experiences, industry knowledge, and diversity of viewpoints.

### **Code of Ethics**

On March 19, 2012, our Board of Directors adopted a code of ethics that applies to our directors, officers and employees.

### **Director Independence**

Our Board of Directors has determined that Borys Priadko, Richard Liu and George Kaufman qualify as independent directors under the rules of the Nasdaq Marketplace Rules because they are not currently employed by us, and do not fall into any of the enumerated categories of people who cannot be considered independent in the Nasdaq Marketplace Rules.

#### **D. Employees**

As of June 30, 2015, we have a total of 260 full-time employees, all of whom are located in Zhenjiang, Jiangsu Province, the PRC. We do not experience any significant seasonal fluctuations in our number of employees. The number of temporary employees employed by us during the periods under review was insignificant.

None of our employees are represented by a union. We believe that our relationship with our employees has historically been good and this is expected to continue.

The functional distribution of our full-time employees as of June 30, 2015 is as follows:

Function	Number
Management	6
Sales and marketing	9
Research and Development	25
Safety and environmental protection	15
Production	16
Procurement	5
New Material	34
Logistics	16
Quality control	11
Administration	29
Production workers	94
Total	260

**E. Share Ownership**

The following table sets forth information regarding the beneficial ownership of our ordinary shares as of November 16, 2015:

- each person known by us to be the beneficial owner of more than 5% of our outstanding ordinary shares;
- each of our executive officers and directors; and
- all our executive officers and directors as a group.

Unless otherwise indicated, we believe that all persons named in the table have sole voting and investment power with respect to all ordinary shares beneficially owned by them. The following table does not include securities underlying warrants or options that are not exercisable within 60 days of November 16, 2015. All shares have identical voting rights.

Name and Address of Beneficial Owner <sup>(1)</sup>	Amount of Beneficial Ownership		Approximate Percentage of Outstanding Ordinary Shares <sup>(2)</sup>	
Directors and Executive Officers:				
Xin Chao, CEO and Chairman (3)	2,410,200		25.2	%
Hongming Dong, CFO	0		0	
Borys Priadko, Director	0		0	
Richard Liu, Director	0		0	
Changuang Wu, Director	0		0	
George Kaufman, Director	128,400	(11)	1.3	%
All directors and executive officers as a group (6 individuals)	2,538,600		26.3	%
Five Percent Holders:				
CIS Acquisition Holding Ltd. (4)	5,428,368	(7)	41.2	%
Master Kingdom Holdings Ltd. (3)	2,410,200		25.2	%
KIP Growth Capital Fund No. 17 (5)	967,900		10.1	%
KPCB China Fund, L.P. (6)	1,066,700		11.1	%
AQR Capital Management, LLC (8)	990,000	(9)	9.4	%
Pine River Capital Management L.P. (10)	774,000		8.1	%

\*Less than one percent

Edgar Filing: Delta Technology Holdings Ltd - Form 20-F

- (1) Unless otherwise noted, the business address for each of our beneficial owners is c/o Delta Technology Holdings Limited, 16 Kaifa Avenue, Danyang, Jiangsu, China.
- (2) Based on 9,567,034 ordinary shares outstanding (including 1,500,000 ordinary shares subject to certain net income performance targets).
- (3) Held through Master Kingdom Holdings Ltd. (“Master Kingdom”). Mr. Xin Chao is the owner of Master Kingdom and as such, is deemed to hold voting and dispositive power of the securities held by Master Kingdom.
- Messrs. Danilitskiy and Vazhnov share voting and dispositive power over the founders’ shares owned by CIS Acquisition Holding Co. Ltd. CIS Acquisition Holding Co. Ltd. is owned by Zelda Finance Ltd. and SPAC Investments Ltd. Anatoly Danilitskiy controls Zelda Finance Ltd. and Taras Vazhnov controls SPAC Investments Ltd. The business address of Zelda Finance Ltd. is Withfield Tower, 3rd floor, 4792 Coney Drive, Belize City, Belize. The mailing address of SPAC Investments Ltd. is FH Chambers, P.O. Box 4649, Road Town, Tortola, British Virgin Islands.
- (4)
- Korean Investment Partners Co., Ltd. (“KIP”), as the general investor of KIP Growth Capital Fund No. 17 (“KIPGCF”), has voting and investment power over securities held by KIPGCF. The address of KIPGCF is 2bfl., Gangnam Finance Center 737 Yeoksam-dong, Gangnam-gu, Seoul, Korea.
- (5)
- KPCB China Associates, Ltd. is the general manager of KPCB China Fund, L.P. (“KPCB”) and holds voting and dispositive power of the securities held by KPCB. The address for KPCB is P.O. Box 309, GT Uglan House, South Church Street, Georgetown, Grand Cayman, Cayman Islands.
- (6)
- (7) Consists of 1,828,773 ordinary shares and 3,599,595 ordinary shares underlying warrants exercisable within 60 days from November 16, 2015.
- (8) Bradley D. Asness has voting and investment power over securities held by AQR Capital Management Holdings, LLC. The address for AQR Capital Management Holdings, LLC is 2 Greenwich Plaza, Greenwich, CT 06830.
- (9) Consists of 990,000 ordinary shares underlying warrants exercisable within 60 days from November 16, 2015.

- Pine River Capital Management LLC is the general manager of Pine River Capital Management L.P., and holds voting control and investment discretion over securities held by Pine River Capital Management L.P. As Manager and President of Pine River Capital Management LLC, Brian Taylor makes voting and investment decisions on behalf of Pine River Capital Management LLC in its capacity as general manager to Pine River Capital Management L.P. As a result of the foregoing, Mr. Taylor may be deemed to have beneficial ownership (as determined under Section 13(d) of the Securities Exchange of 1934, as amended) of these securities held by Pine River Capital Management L.P. The address for Pine River Capital Management LLC is 601 Carlson Parkway, Suite 330, Minnetonka, MN 55305.
- (10)
- (11) Consists of 44,400 ordinary shares and 84,000 ordinary shares underlying warrants within 60 days from November 16, 2015.

## **ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS**

### **A. Major Shareholders**

Please refer to Item 6 “Directors, Senior Management and Employees—E. Share Ownership.”

### **B. Related Party Transactions**

As of June 30, 2015 and 2014, we had short-term borrowings from banks which were repayable within one year and charged at interest rates ranging from 3.9% to 8.2% and from 3.9% to 8.7% per annum, respectively. Such borrowings primarily consist of loans denominated in Renminbi, and U.S. dollars. Bank borrowings are secured over certain bank deposits, certain trade receivables, certain plant and machinery, and certain land use rights. The bank borrowings are guaranteed by a number of unrelated parties, as well as Mr. Changguang Wu for the year ended June 30, 2015 and Mr. Xin Chao, our Chief Executive Officer and Chairman, for the years ended June 30, 2015 and 2014.

### **C. Interests of Experts and Counsel**

Not applicable.

## **ITEM 8. FINANCIAL INFORMATION**

## **A. Consolidated Statements and Other Financial Information**

### ***Financial Statements***

We have appended consolidated financial statements filed as part of this report. See Item 18 “Financial Statements.”

### ***Legal Proceedings***

We are not involved in any other legal proceedings. We have no knowledge of any proceedings pending or threatened against any of our subsidiaries or any facts likely to give rise to any litigation, claims or proceedings which might have a material effect on our financial position or profitability.

## **B. Significant Changes**

None.

## **ITEM 9. THE OFFER AND LISTING**

### **A. Offer and Listing Details**

Our units, Class A Shares and redeemable warrants have been listed on the NASDAQ Capital Market under the symbols CISAU, CISAA and CISAW, since December 19, 2012. Beginning March 18, 2013, the Class A Shares and redeemable warrants underlying the units began to trade separately on a voluntary basis. The units and Class A Shares were delisted on October 1, 2014 following the mandatory separation of the units and the redemption of Class A Shares in accordance with our Amended and Restated Memorandum and Articles of Association. The trading of redeemable warrants was suspended until our ordinary shares were successfully listed on the NASDAQ Capital Market on June 1, 2015. Our ordinary shares and redeemable warrants are currently trading under the ticker symbol “DELT” and “DELTW”.

The following table sets forth the range of high and low market prices for our redeemable warrants for the periods indicated, as reported by the NASDAQ Capital Market. These prices do not include retail mark-ups, markdowns, or commissions.

	Warrants <sup>(1)</sup>	
	High	Low
Annual Highs and Lows		
Fiscal Year Ended June 30, 2013 <sup>(1)</sup>	\$1.43	\$0.01
Fiscal Year Ended June 30, 2014	\$0.47	\$0.11
Fiscal Year Ended June 30, 2015	\$1.48	\$0.12
Quarterly Highs and Lows		
2014		
First Quarter (Fiscal quarter ended September 31, 2013)	\$0.40	\$0.29
Second Quarter (Fiscal quarter ended December 31, 2013) <sup>(1)</sup>	\$0.36	\$0.26
Third Quarter (Fiscal quarter ended March 31, 2014)	\$0.26	\$0.18
Fourth Quarter (Fiscal quarter ended June 30, 2014)	\$0.39	\$0.11
2015		
First Quarter (Fiscal quarter ended September 30, 2014)	\$0.47	\$0.12
Second Quarter (Fiscal quarter ended December 31, 2014)	\$0.47	\$0.23
Third Quarter (Fiscal quarter March 31, 2015)	\$0.38	\$0.22
Fourth Quarter (Fiscal quarter ended June 30, 2015)	\$1.48	\$0.18
2016		
First Quarter (Fiscal quarter ended September 30, 2015)	\$0.50	\$0.07
Monthly Highs and Lows		
May 2015	\$0.29	\$0.18
June 2015	\$1.48	\$0.29
July 2015	\$0.50	\$0.30
August 2015	0.35	0.17
September 2015	\$0.18	\$0.07
October 2015	\$0.14	\$0.05
November 2015 (Through November 16, 2015)	\$0.12	0.12

(1) Such warrants were eligible to begin separately trading on March 18, 2013.

Our ordinary shares commenced trading on the NASDAQ Capital Market on June 1, 2015. The table below shows the monthly high and low prices.

Ordinary Shares	
High	Low



Edgar Filing: Delta Technology Holdings Ltd - Form 20-F

Annual Highs and Lows		
Fiscal Year Ended June 30, 2015 <sup>(2)</sup>	\$ 38.25	\$ 4.56
2016		
First Quarter (Fiscal quarter ended September 30, 2015)	\$ 5.00	\$ 1.63
Monthly Highs and Lows		
June 2015	\$ 38.25	\$ 4.56
July 2015	\$ 5.00	\$ 2.88
August 2015	3.10	1.63
September 2015	\$ 2.50	\$ 1.98
October 2015	\$ 2.80	\$ 2.17
November 2015 (Through November 16, 2015)	\$ 2.55	\$ 1.72

(2) Our ordinary shares commenced trading on June 1, 2015.

**B. Plan of Distribution**

Not applicable.

**C. Markets**

See our disclosures above under “A. Offer and Listing Details.”

**D. Selling Shareholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expenses of the Issue**

Not applicable.

**ITEM 10. ADDITIONAL INFORMATION**

**A. Share Capital**

Not applicable.

**B. Memorandum and Articles of Association**

*The following represents a summary of certain key provisions of our articles of incorporation and bylaws. The summary does not purport to be a summary of all of the provisions of our articles of incorporation and bylaws. For more complete information you should read our amended and restated articles of incorporation and bylaws, each listed as an exhibit to this report.*

**Summary**

*Registered Office.* Under our Amended and Restated Memorandum of Association, the address of our registered office is FH Chambers, P.O. Box 4649, Road Town, Tortola, British Virgin Islands.

*Objects and Purposes.* Under Clause 4(1) of our Amended and Restated Memorandum of Association, we have the capacity to carry on or undertake any business or activity.

*Directors.* Under Article 74 of our Articles of Association, no contract or transaction between us and one or more of our Directors (an “Interested Director”) or officers, or between us and any of their affiliates (an “Interested Transaction”), will be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of our board or committee which authorizes the contract or transaction, or solely because any such director’s or officer’s votes are counted for such purpose, if:

(a) The material facts as to the director’s or officer’s relationship or interest and as to the contract or transaction are disclosed or are known to the our Board of Directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The material facts as to the director’s or officer’s relationship or interest and as to the contract or transaction are disclosed or are known to our shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of our shareholders; or

(c) The contract or transaction is fair as to us as of the time it is authorized, approved or ratified, by the board, a committee or the Shareholders.

A majority of independent directors must vote in favor of any Interested Transaction and determine that the terms of the Interested Transaction are no less favorable to us than those that would be available to us with respect to such a transaction from unaffiliated third parties.

Our board shall review and approve all payments made to the founders, officers, directors, special advisors, consultants and their respective affiliates, other than the payment of an aggregate of \$7,500 per month to CIS Acquisition Holding Co. Ltd., an affiliate of Anatoly Danilitskiy, our former Chairman and Chief Executive Officer, and Taras Vazhnov, our former director, for office space, administrative services and secretarial support, and any Interested Director shall abstain from such review and approval. Such fees were paid as incurred only out of interest earned on the trust account or assets not held in trust, if any.

*Rights, Preferences and Restrictions Attaching to Our Ordinary Shares.* We are authorized to issue 155,000,000 shares divided into: (i) 150,000,000 ordinary shares; and (ii) 5,000,000 preferred shares, each par value \$0.0001 per share. As of November 16, 2015, 9,567,034 ordinary shares were outstanding (including 1,500,000 Ordinary Shares in escrow that are subject to certain net income targets). Each share, regardless if it is part of a class of ordinary shares, has the right to one vote at a meeting of shareholders or on any resolution of shareholders, the right to an equal share in any dividend paid by us, and the right to an equal share in the distribution of surplus assets. We may by a resolution of the Board of Directors redeem our shares for such consideration as the Board of Directors determines.

*Alteration of Rights.* If, at any time, our authorized number of shares is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not we are being wound-up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a resolution passed by a majority of the votes cast at a separate meeting of the holders of the shares of the class at which meeting the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class.

*Meetings.* At least 10 days' (exclusive of the date that notice is given and the date on which event for which notice is given is to take effect) notice of a meeting shall be given to each shareholder entitled to attend and vote thereat, stating the date, place, and time at which the meeting is to be held, and if different, the record date for determining shareholders entitled to attend and vote at the meeting, and the general nature of the business to be conducted at the meeting. A meeting shall, notwithstanding the fact that it is called on shorter notice than otherwise required, be deemed to have been properly called if it is attended, or such notice is waived, by 90% of the shareholders entitled to attend and vote thereat. The inadvertent failure to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

*Limitations on the Right to Own Securities.* There are no limitations on the rights to own our securities, or limitations on the rights of non-resident or foreign shareholders to hold or exercise voting rights on our securities, contained in our Amended and Restated Memorandum and Articles of Association (or under British Virgin Islands law).

### **C. Material Contracts**

Information concerning our material contracts governing the business of the Company is included elsewhere in this report or in the information incorporated by reference herein.

See the description of the Voting Agreement, the Registration Rights Agreement and the Call Agreement under Item 4. A.

### **D. Exchange Controls**

#### ***BVI Exchange Controls***

There are no material exchange controls restrictions on payment of dividends, interest or other payments to the holders of our ordinary shares or on the conduct of our operations in the BVI. There are no material BVI laws that impose any material exchange controls on us or that affect the payment of dividends, interest or other payments to nonresident holders of our ordinary shares. BVI law and our memorandum and articles of association do not impose any material limitations on the right of non-residents or foreign owners to hold or vote our ordinary shares.

***PRC Exchange Controls***

Under the Foreign Currency Administration Rules promulgated in 1996 and revised in 1997, and various regulations issued by SAFE and other relevant PRC government authorities, RMB is convertible into other currencies without prior approval from SAFE only to the extent of current account items, such as trade related receipts and payments, interest and dividends and after complying with certain procedural requirements. The conversion of RMB into other currencies and remittance of the converted foreign currency outside PRC for the purpose of capital account items, such as direct equity investments, loans and repatriation of investment, requires the prior approval from SAFE or its local office. Payments for transactions that take place within China must be made in RMB. Unless otherwise approved, PRC companies must repatriate foreign currency payments received from abroad. Foreign-invested enterprises may retain foreign exchange in accounts with designated foreign exchange banks subject to a cap set by SAFE or its local office. Unless otherwise approved, domestic enterprises must convert all of their foreign currency proceeds into RMB.

On October 21, 2005, SAFE issued the Notice on Issues Relating to the Administration of Foreign Exchange in Fund-raising and Reverse Investment Activities of Domestic Residents Conducted via Offshore Special Purpose Companies, which became effective as of November 1, 2005. According to the notice, a special purpose company, or SPV, refers to an offshore company established or indirectly controlled by PRC residents for the special purpose of carrying out financing of their assets or equity interest in PRC domestic enterprises. Prior to establishing or assuming control of an SPV, each PRC resident, whether a natural or legal person, must complete the overseas investment foreign exchange registration procedures with the relevant local SAFE branch. The notice applies retroactively. As a result, PRC residents who have established or acquired control of these SPVs that previously made onshore investments in China were required to complete the relevant overseas investment foreign exchange registration procedures by March 31, 2006. These PRC residents must also amend the registration with the relevant SAFE branch in the following circumstances: (i) the PRC residents have completed the injection of equity investment or assets of a domestic company into the SPV; (ii) the overseas funding of the SPV has been completed; (iii) there is a material change in the capital of the SPV. Under the rules, failure to comply with the foreign exchange registration procedures may result in restrictions being imposed on the foreign exchange activities of the violator, including restrictions on the payment of dividends and other distributions to its offshore parent company, and may also subject the violators to penalties under the PRC foreign exchange administration regulations.

On August 29, 2008, SAFE promulgated Notice 142 which regulates the conversion by a foreign-funded enterprise of foreign currency into RMB by restricting how the converted RMB may be used. Notice 142 requires that RMB funds converted from the foreign currency capital of a foreign-funded enterprise may only be used for purposes within the business scope approved by the applicable governmental authority and may not be used for equity investments within the PRC unless specifically provided for otherwise. In addition, SAFE strengthened its supervision over the flow and use of RMB funds converted from the foreign currency capital of a foreign-funded enterprise. The use of such RMB capital may not be changed without SAFE's approval, and may not, in any case, be used to repay or prepay RMB loans if such loans are outstanding. Violations of Notice 142 will result in severe penalties, such as heavy fines as set out in the relevant foreign exchange control regulations.

## **E. Taxation**

### **British Virgin Islands Taxation**

Under the law of the British Virgin Islands as currently in effect, a holder of our shares who is not a resident of the British Virgin Islands is not liable for British Virgin Islands income tax on dividends paid with respect to our shares, and all holders of our securities are not liable to the British Virgin Islands for income tax on gains realized on the sale or disposal of such securities. The British Virgin Islands does not impose a withholding tax on dividends paid by a company incorporated or re-registered under the BVI Act.

There are no capital gains, gift or inheritance taxes levied by the British Virgin Islands on companies incorporated or re-registered under the BVI Act. In addition, securities of companies incorporated or re-registered under the BVI Act are not subject to transfer taxes, stamp duties or similar charges.

There is no income tax treaty or convention currently in effect between the United States and the British Virgin Islands, although a Tax Information Exchange Agreement is in force.

### **PRC Taxation**

Under the PRC Enterprise Income Tax Law, or the EIT Law, and its implementation rules that became effective on January 1, 2008, a non-resident enterprise is generally subject to PRC enterprise income tax with respect to PRC-sourced income. A circular issued by the State Administration of Taxation on April 22, 2009 provides that a foreign enterprise controlled by a PRC company or a PRC company group will be classified as a “resident enterprise” with its “de facto management body” located within China if the following requirements are satisfied: (i) the senior management and core management departments in charge of its daily operations function are mainly in the PRC; (ii) its financial and human resources decisions are subject to determination or approval by persons or bodies in the PRC; (iii) its major assets, accounting books, company seals, and minutes and files of its board and shareholders’ meetings are located or kept in the PRC; and (iv) at least half of the enterprise’s directors with voting right or senior management reside in the PRC. In addition, the State Administration of Taxation issued a bulletin on August 3, 2011, effective as of September 1, 2011, to provide more guidance on the implementation of the above circular. The bulletin clarified certain matters relating to resident status determination, post-determination administration and competent tax authorities. It also specifies that when provided with a copy of a PRC tax resident determination certificate from a resident PRC-controlled offshore incorporated enterprise, the payer should not withhold 10% income tax when paying the PRC-sourced dividends, interest and royalties to the PRC-controlled offshore incorporated enterprise. Although both the circular and the bulletin only apply to offshore enterprises controlled by PRC enterprises and not those by

PRC individuals, the determination criteria set forth in the circular and administration clarification made in the bulletin may reflect the State Administration of Taxation's general position on how the "de facto management body" test should be applied in determining the tax residency status of offshore enterprises and the administration measures should be implemented, regardless of whether they are controlled by PRC enterprises or PRC individuals. If we are deemed to be a PRC resident enterprise, dividends distributed to our non-PRC enterprise shareholders by us, or the gain our non-PRC enterprise shareholders may realize from the transfer of our ordinary shares, may be treated as PRC-sourced income and therefore be subject to a 10% PRC withholding tax pursuant to the EIT Law.

## **U.S. Federal Income Taxation**

### **General**

The following are the material U.S. federal income tax consequences to an investor of the acquisition, ownership and disposition of our securities.

The discussion below of the U.S. federal income tax consequences to "U.S. Holders" will apply to a beneficial owner of our securities that is treated for U.S. federal income tax purposes as:

- an individual citizen or resident of the United States;
- a corporation (or other entity treated as a corporation) that is created or organized (or treated as created or organized) in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate whose income is includible in gross income for U.S. federal income tax purposes regardless of its source; or
- a trust if (i) a U.S. court can exercise primary supervision over the trust's administration and one or more U.S. persons are authorized to control all substantial decisions of the trust, or (ii) it has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

If a beneficial owner of our securities is not described as a U.S. Holder and is not an entity treated as a partnership or other pass-through entity for U.S. federal income tax purposes, such an owner will be considered a "Non-U.S. Holder." The material U.S. federal income tax consequences of the acquisition, ownership and disposition of our securities applicable specifically to Non-U.S. Holders are described below under the heading "Non-U.S. Holders."

This discussion is based on the Internal Revenue Code of 1986, as amended (the "Code"), its legislative history, Treasury regulations promulgated thereunder, published rulings and court decisions, all as currently in effect. These authorities are subject to change or differing interpretations, possibly on a retroactive basis.



This discussion does not address all aspects of U.S. federal income taxation that may be relevant to any particular holder of our securities based on such holder's individual circumstances. In particular, this discussion considers only holders that own and hold our securities as capital assets within the meaning of Section 1221 of the Code, and does not address the alternative minimum tax. In addition, this discussion does not address the U.S. federal income tax consequences to holders that are subject to special rules, including:

- financial institutions or financial services entities;
- broker-dealers;
- persons that are subject to the mark-to-market accounting rules under Section 475 of the Code;
- tax-exempt entities;
- governments or agencies or instrumentalities thereof;
- insurance companies;
- regulated investment companies;
- real estate investment trusts;
- certain expatriates or former long-term residents of the United States;
- persons that actually or constructively own 5% or more of our public shares;
- persons that acquired our securities pursuant to the exercise of employee options, in connection with employee incentive plans or otherwise as compensation;
- persons that hold our securities as part of a straddle, constructive sale, hedging, conversion or other integrated transaction;
- persons whose functional currency is not the U.S. dollar;
- controlled foreign corporations; or passive foreign investment companies.

This discussion does not address any aspect of U.S. federal non-income tax laws, such as gift or estate tax laws, state, local or non-U.S. tax laws or, except as discussed herein, any tax reporting obligations applicable to a holder of our securities. Additionally, this discussion does not consider the tax treatment of partnerships or other pass-through entities or persons who hold our securities through such entities. If a partnership (or other entity classified as a partnership for U.S. federal income tax purposes) is the beneficial owner of our securities, the U.S. federal income tax treatment of a partner in the partnership will generally depend on the status of the partner and the activities of the partnership. This discussion also assumes that any distributions made (or deemed made) by us on our securities and any consideration received (or deemed received) by a holder in consideration for the sale or other disposition of our securities will be in U.S. dollars.

We have not sought, and will not seek a ruling from the Internal Revenue Service ("IRS") or an opinion of counsel as to any U.S. federal income tax consequence described herein. The IRS may disagree with the description herein, and its determination may be upheld by a court. Moreover, there can be no assurance that future legislation, regulations, administrative rulings or court decisions will not adversely affect the accuracy of the statements in this discussion.

**THIS DISCUSSION OF THE MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE ACQUISITION, OWNERSHIP AND DISPOSITION OF OUR SECURITIES IS NOT TAX ADVICE. EACH**

HOLDER OF OUR SECURITIES IS URGED TO CONSULT ITS OWN TAX ADVISOR WITH RESPECT TO THE PARTICULAR TAX CONSEQUENCES TO SUCH HOLDER OF THE ACQUISITION, OWNERSHIP AND DISPOSITION OF OUR SECURITIES, INCLUDING THE APPLICABILITY AND EFFECT OF ANY STATE, LOCAL, AND NON-U.S. TAX LAWS, AS WELL AS U.S. FEDERAL TAX LAWS AND ANY APPLICABLE TAX TREATIES.

## **U.S. Holders**

### ***Taxation of Cash Distributions***

Subject to the passive foreign investment company (“PFIC”) rules discussed below, a U.S. Holder generally will be required to include in gross income as ordinary income the amount of any cash dividend paid on our shares. A cash distribution on such shares generally will be treated as a dividend for U.S. federal income tax purposes to the extent paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Such dividend generally will not be eligible for the dividends-received deduction generally allowed to domestic corporations in respect of dividends received from other domestic corporations. The portion of such distribution, if any, in excess of such earnings and profits generally will constitute a return of capital that will be applied against and reduce (but not below zero) the U.S. Holder’s adjusted tax basis in such shares. Any remaining excess will be treated as gain from the sale or other taxable disposition of such shares and will be treated as described under “— *Taxation on the Disposition of Securities*” below.

With respect to non-corporate U.S. Holders, dividends on our shares may be subject to U.S. federal income tax at the lower applicable long-term capital gains tax rate (see “— *Taxation on the Disposition of Securities* ” below) provided that (1) such shares are readily tradable on an established securities market in the United States, (2) we are not a PFIC, as discussed below, for either the taxable year in which the dividend was paid or the preceding taxable year, and (3) certain holding period requirements are met. Under published IRS authority, our shares are considered for purposes of clause (1) above to be readily tradable on an established securities market in the United States only if they are listed on certain exchanges, which presently include the NASDAQ Capital Market. Although our ordinary shares and warrants are currently listed and traded on the NASDAQ Capital Market, we cannot guarantee that our securities will continue to be listed on the NASDAQ Capital Market. U.S. Holders should consult their own tax advisors regarding the availability of the lower rate for any cash dividends paid with respect to our securities.

A U.S. Holder may be eligible to claim a foreign tax credit with respect to any PRC withholding tax imposed on dividends paid by us. However, the foreign tax credit rules are complex, and their application in connection with Section 7874 of the Code and the Agreement Between the Government of the United States of America and the Government of the People’s Republic of China for the Avoidance of Double Taxation and the Prevention of Tax Evasion with Respect to Taxes on Income, or the U.S.-PRC Tax Treaty, is not entirely clear at this time. U.S. Holders should consult their own tax advisors with respect to any benefits they may be entitled to under the foreign tax credit rules and the U.S.-PRC Tax Treaty.



### *Possible Constructive Distributions with Respect to Redeemable Warrants*

The terms of each redeemable warrant provide for an adjustment to the number of ordinary shares for which the redeemable warrant may be exercised in certain events. An adjustment that has the effect of preventing dilution generally is not taxable. However, the U.S. Holders of the redeemable warrants would be treated as receiving a constructive distribution from us if, for example, the adjustment increases the redeemable warrant holders' proportionate interest in our assets or earnings and profits (e.g., through an increase in the number of ordinary shares that would be obtained upon exercise) as a result of a distribution of cash to the holders of our shares, which is taxable to the U.S. Holders of such shares as described under "— Taxation of Cash Distributions" above. Such constructive distribution would be subject to tax as described under that section in the same manner as if the U.S. Holders of the redeemable warrants received a cash distribution from us equal to the fair market value of such increased interest.

### *Taxation on the Disposition of Securities*

Upon a sale or other taxable disposition of our securities (which, in general, would include a distribution in connection with our liquidation or a redemption of redeemable warrants), and subject to the PFIC rules discussed below, a U.S. Holder generally will recognize capital gain or loss in an amount equal to the difference between the amount realized and the U.S. Holder's adjusted tax basis in the securities. See "— Exercise or Lapse of Redeemable Warrants" below for a discussion regarding a U.S. Holder's basis in the ordinary share acquired pursuant to the exercise of a warrant.

The regular U.S. federal income tax rate on capital gains recognized by U.S. Holders generally is the same as the regular U.S. federal income tax rate on ordinary income, except that long-term capital gains recognized by non-corporate U.S. Holders generally are subject to U.S. federal income tax at a maximum regular rate of 20%. Capital gain or loss will constitute long-term capital gain or loss if the U.S. Holder's holding period for the securities exceeds one year. The deductibility of capital losses is subject to various limitations.

### *Additional Taxes*

U.S. Holders that are individuals, estates or trusts and whose income exceeds certain thresholds generally will be subject to a 3.8% Medicare contribution tax on unearned income, including, without limitation, dividends on, and gains from the sale or other taxable disposition of, our securities, subject to certain limitations and exceptions. Under recently issued regulations, in the absence of a special election, such unearned income generally would not include income inclusions under the qualified electing fund, or QEF rules discussed below under "— Passive Foreign Investment Company Rules," but would include distributions of earnings and profits from a QEF. U.S. Holders should consult their own tax advisors regarding the effect, if any, of such tax on their ownership and disposition of our securities.

### *Exercise or Lapse of Redeemable Warrants*

Subject to the PFIC rules discussed below, a U.S. Holder generally will not recognize gain or loss upon the acquisition of ordinary shares on the exercise of redeemable warrants for cash. Ordinary shares acquired pursuant to the exercise of redeemable warrants for cash will have a tax basis equal to the U.S. Holder's tax basis in the redeemable warrants, increased by the amount paid to exercise the redeemable warrants. The holding period of such ordinary shares should begin on the day after the date of exercise of the redeemable warrants. If redeemable warrants are allowed to lapse unexercised, a U.S. Holder generally will recognize a capital loss equal to such holder's adjusted tax basis in the redeemable warrants.

The tax consequences of a cashless exercise of redeemable warrants are not clear under current tax law. A cashless exercise may be tax-free, either because it is not a realization event (i.e., not a transaction in which gain or loss is realized) or because the transaction is treated as a recapitalization for U.S. federal income tax purposes. In either tax-free situation, a U.S. Holder's tax basis in the ordinary shares received would equal the U.S. Holder's basis in the redeemable warrants. If the cashless exercise were treated as not being a realization event, the U.S. Holder's holding period in the ordinary shares could be treated as commencing on the date following the date of exercise of the redeemable warrants. If the cashless exercise were treated as a recapitalization, the holding period of the ordinary shares received would include the holding period of the redeemable warrants.

It is also possible that a cashless exercise could be treated as a taxable exchange in which gain or loss is recognized. In such event, a U.S. Holder could be deemed to have surrendered a number of redeemable warrants with a fair market value equal to the exercise price for the number of redeemable warrants deemed exercised. For this purpose, the number of redeemable warrants deemed exercised would be equal to the number of ordinary shares issued pursuant to the cashless exercise of the redeemable warrants. In this situation, the U.S. Holder would recognize capital gain or loss in an amount equal to the difference between the fair market value of the redeemable warrants deemed surrendered to pay the exercise price and the U.S. Holder's tax basis in such redeemable warrants deemed surrendered. Such gain or loss would be long-term or short-term depending on the U.S. Holder's holding period in the redeemable warrants. In this case, a U.S. Holder's tax basis in the ordinary shares received would equal the sum of the fair market value of the redeemable warrants deemed surrendered to pay the exercise price and the U.S. Holder's tax basis in the redeemable warrants deemed exercised, and a U.S. Holder's holding period for the ordinary shares should commence on the date following the date of exercise of the redeemable warrants. There also may be alternative characterizations of any such taxable exchange that would result in similar tax consequences, except that a U.S. Holder's gain or loss would be short-term.

Due to the absence of authority on the U.S. federal income tax treatment of a cashless exercise of redeemable warrants it is unclear which, if any, of the alternative tax consequences and holding periods described above would be adopted by the IRS or a court of law. Accordingly, U.S. Holders should consult their tax advisors regarding the tax consequences of a cashless exercise of redeemable warrants.



*Passive Foreign Investment Company Rules*

A foreign (i.e., non-U.S.) corporation will be a PFIC if at least 75% of its gross income in a taxable year of the foreign corporation, including its pro rata share of the gross income of any corporation in which it is considered to own at least 25% of the shares by value, is passive income. Alternatively, a foreign corporation will be a PFIC if at least 50% of its assets in a taxable year of the foreign corporation, ordinarily determined based on fair market value and averaged quarterly over the year, including its pro rata share of the assets of any corporation in which it is considered to own at least 25% of the shares by value, are held for the production of, or produce, passive income. Passive income generally includes dividends, interest, rents and royalties (other than certain rents or royalties derived from the active conduct of a trade or business) and gains from the disposition of passive assets.

Based on the composition of our assets and the nature of the Company's income and subsidiaries' income for our taxable year ended June 30, 2015, we do not expect to be treated as a PFIC for such year under the tax laws as enacted and construed at the present time.

If we are determined to be a PFIC for any taxable year (or portion thereof) that is included in the holding period of a U.S. Holder of our shares or redeemable warrants and, in the case of our shares, the U.S. Holder did not make either a timely qualified electing fund ("QEF") election for our first taxable year as a PFIC in which the U.S. Holder held (or was deemed to hold) such shares, a QEF election along with a purging election, or a mark-to-market election, each as described below, such holder generally will be subject to special rules for regular U.S. federal income tax purposes with respect to:

- any gain recognized by the U.S. Holder on the sale or other disposition of its shares or redeemable warrants; and
- any "excess distribution" made to the U.S. Holder (generally, any distributions to such U.S. Holder during a taxable year of the U.S. Holder that are greater than 125% of the average annual distributions received by such U.S. Holder in respect of the shares during the three preceding taxable years of such U.S. Holder or, if shorter, such U.S. Holder's holding period for the shares).

Under these rules,

- the U.S. Holder's gain or excess distribution will be allocated ratably over the U.S. Holder's holding period for the shares or redeemable warrants;
- the amount allocated to the U.S. Holder's taxable year in which the U.S. Holder recognized the gain or received the excess distribution, or to the period in the U.S. Holder's holding period before the first day of our first taxable year in which we are a PFIC, will be taxed as ordinary income;
- the amount allocated to other taxable years (or portions thereof) of the U.S. Holder and included in its holding period will be taxed at the highest tax rate in effect for that year and applicable to the U.S. Holder; and
-

the interest charge generally applicable to underpayments of tax will be imposed in respect of the tax attributable to each such other taxable year of the U.S. Holder.

In general, if we are determined to be a PFIC, a U.S. Holder may avoid the PFIC tax consequences described above in respect to our shares by making a timely QEF election (or a QEF election along with a purging election). Pursuant to the QEF election, a U.S. Holder will be required to include in income its pro rata share of our net capital gains (as long-term capital gain) and other earnings and profits (as ordinary income), on a current basis, in each case whether or not distributed, in the taxable year of the U.S. Holder in which or with which our taxable year ends. A U.S. Holder may make a separate election to defer the payment of taxes on undistributed income inclusions under the QEF rules, but if deferred, any such taxes will be subject to an interest charge.

A U.S. Holder may not make a QEF election with respect to its redeemable warrants. As a result, if a U.S. Holder sells or otherwise disposes of a redeemable warrant (other than upon exercise of the redeemable warrant), any gain recognized generally will be subject to the special tax and interest charge rules treating the gain as an excess distribution, as described above, if we were a PFIC at any time during the period the U.S. Holder held the redeemable warrants. If a U.S. Holder that exercises such redeemable warrants properly makes a QEF election with respect to the newly acquired ordinary shares (or has previously made a QEF election with respect to our shares), the QEF election will apply to the newly acquired ordinary shares, but the adverse tax consequences relating to PFIC shares, adjusted to take into account the current income inclusions resulting from the QEF election, will continue to apply with respect to such newly acquired ordinary shares (which generally will be deemed to have a holding period for purposes of the PFIC rules that includes the period the U.S. Holder held the redeemable warrants), unless the U.S. Holder makes a purging election with respect to such shares. The purging election creates a deemed sale of such shares at their fair market value. The gain recognized by the purging election will be subject to the special tax and interest charge rules treating the gain as an excess distribution, as described above. As a result of the purging election, the U.S. Holder will increase the adjusted tax basis in its ordinary shares acquired upon the exercise of the redeemable warrants by the gain recognized and will also have a new holding period in such ordinary shares for purposes of the PFIC rules.

The QEF election is made on a shareholder-by-shareholder basis and, once made, can be revoked only with the consent of the IRS. A U.S. Holder generally makes a QEF election by attaching a completed IRS Form 8621 (Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund), including the information provided in a PFIC annual information statement, to a timely filed U.S. federal income tax return for the taxable year to which the election relates. Retroactive QEF elections generally may be made only by filing a protective statement with such return and if certain other conditions are met or with the consent of the IRS.

In order to comply with the requirements of a QEF election, a U.S. Holder must receive certain information from us. Upon request from a U.S. Holder, we will endeavor to provide to the U.S. Holder no later than 90 days after the request such information as the IRS may require, including a PFIC annual information statement, in order to enable the U.S. Holder to make and maintain a QEF election. However, there is no assurance that we will have timely knowledge of our status as a PFIC in the future or of the required information to be provided.



If a U.S. Holder has made a QEF election with respect to our shares and the special tax and interest charge rules do not apply to such shares (because of a timely QEF election for our first taxable year as a PFIC in which the U.S. Holder holds (or is deemed to hold) such shares or a QEF election, along with a purge of the PFIC taint pursuant to a purging election, as described above), any gain recognized on the sale or other taxable disposition of our shares generally will be taxable as capital gain and no interest charge will be imposed. As discussed above, for regular U.S. federal income tax purposes, U.S. Holders of a QEF are currently taxed on their pro rata shares of the QEF's earnings and profits, whether or not distributed. In such case, a subsequent distribution of such earnings and profits that were previously included in income generally should not be taxable as a dividend to such U.S. Holders. The adjusted tax basis of a U.S. Holder's shares in a QEF will be increased by amounts that are included in income, and decreased by amounts distributed but not taxed as dividends, under the above rules. Similar basis adjustments apply to property if by reason of holding such property the U.S. Holder is treated under the applicable attribution rules as owning shares in a QEF.

Although a determination as to our PFIC status will be made annually, the initial determination that we are a PFIC generally will apply for subsequent years to a U.S. Holder who held shares or redeemable warrants while we were a PFIC, whether or not we meet the test for PFIC status in those subsequent years. A U.S. Holder who makes the QEF election discussed above for our first taxable year as a PFIC in which the U.S. Holder holds (or is deemed to hold) our shares, however, will not be subject to the PFIC tax and interest charge rules discussed above in respect to such shares. In addition, such U.S. Holder will not be subject to the QEF inclusion regime with respect to such shares for any of our taxable years that end within or with a taxable year of the U.S. Holder and in which we are not a PFIC. On the other hand, if the QEF election is not effective for each of our taxable years in which we are a PFIC and during which the U.S. Holder holds (or is deemed to hold) our shares, the PFIC rules discussed above will continue to apply to such shares unless the holder files on a timely filed U.S. income tax return (including extensions) a QEF election and a purging election to recognize under the rules of Section 1291 of the Code any gain that the U.S. Holder would otherwise recognize if the U.S. Holder had sold our shares for their fair market value on the "qualification date." The qualification date is the first day of our tax year in which we qualify as a QEF with respect to such U.S. Holder. The purging election can only be made if such U.S. Holder held our ordinary shares on the qualification date. The gain recognized by the purging election will be subject to the special tax and interest charge rules treating the gain as an excess distribution, as described above. As a result of the purging election, the U.S. Holder will increase the adjusted tax basis in its ordinary shares by the amount of the gain recognized and will also have a new holding period in the shares for purposes of the PFIC rules.

Alternatively, if a U.S. Holder, at the close of its taxable year, owns shares in a PFIC that are treated as marketable stock, the U.S. Holder may make a mark-to-market election with respect to such shares for such taxable year. If the U.S. Holder makes a valid mark-to-market election for the first taxable year of the U.S. Holder in which the U.S. Holder holds (or is deemed to hold) our shares and for which we are determined to be a PFIC, such holder generally will not be subject to the PFIC rules described above in respect to its shares. Instead, in general, the U.S. Holder will include as ordinary income each year the excess, if any, of the fair market value of its shares at the end of its taxable year over the adjusted tax basis in its shares. The U.S. Holder also will be allowed to take an ordinary loss in respect of the excess, if any, of the adjusted tax basis of its shares over the fair market value of its shares at the end of its taxable year (but only to the extent of the net amount of previously included income as a result of the mark-to-market election). The U.S. Holder's adjusted tax basis in its shares will be adjusted to reflect any such income or loss amounts, and any further gain recognized on a sale or other taxable disposition of the shares will be treated as ordinary income. Currently, a mark-to-market election may not be made with respect to our redeemable warrants.

The mark-to-market election is available only for stock that is regularly traded on a national securities exchange that is registered with the Securities and Exchange Commission, including the NASDAQ Capital Market, or on a foreign exchange or market that the IRS determines has rules sufficient to ensure that the market price represents a legitimate and sound fair market value. Although our ordinary shares are listed and traded on the NASDAQ Capital Market, we cannot guarantee that our shares will continue to be listed and traded on the NASDAQ Capital Market. U.S. Holders should consult their own tax advisors regarding the availability and tax consequences of a mark-to-market election in respect to our shares under their particular circumstances.

If we are a PFIC and, at any time, have a foreign subsidiary that is classified as a PFIC, a U.S. Holder generally would be deemed to own a portion of the shares of such lower-tier PFIC, and generally could incur liability for the deferred tax and interest charge described above if we receive a distribution from, or dispose of all or part of our interest in, or the U.S. Holder otherwise were deemed to have disposed of an interest in, the lower-tier PFIC. Upon request, we will endeavor to cause any lower-tier PFIC to provide to a U.S. Holder no later than 90 days after the request the information that may be required to make or maintain a QEF election with respect to the lower-tier PFIC. However, there is no assurance that we will have timely knowledge of the status of any such lower-tier PFIC, and we do not plan to make annual determinations or otherwise notify U.S. Holders of the PFIC status of any such lower-tier PFIC. There also is no assurance that we will be able to cause the lower-tier PFIC to provide the required information. U.S. Holders are urged to consult their own tax advisors regarding the tax issues raised by lower-tier PFICs.

A U.S. Holder that owns (or is deemed to own) shares in a PFIC during any taxable year of the U.S. Holder may have to file an IRS Form 8621 (whether or not a QEF election or mark-to-market election is or has been made) with such U.S. Holder's U.S. federal income tax return and provide such other information as may be required by the U.S. Treasury Department.

The rules dealing with PFICs and with the QEF and mark-to-market elections are very complex and are affected by various factors in addition to those described above. Accordingly, U.S. Holders of our shares and redeemable warrants should consult their own tax advisors concerning the application of the PFIC rules to our shares and redeemable warrants under their particular circumstances.

## **Non-U.S. Holders**

Dividends (including constructive dividends) paid or deemed paid to a Non-U.S. Holder in respect to our securities generally will not be subject to U.S. federal income tax, unless the dividends are effectively connected with the Non-U.S. Holder's conduct of a trade or business within the United States (and, if required by an applicable income tax treaty, are attributable to a permanent establishment or fixed base that such holder maintains or maintained in the United States).

In addition, a Non-U.S. Holder generally will not be subject to U.S. federal income tax on any gain attributable to a sale or other taxable disposition of our securities unless such gain is effectively connected with its conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, is attributable to a permanent establishment or fixed base that such holder maintains or maintained in the United States) or the Non-U.S. Holder is an individual who is present in the United States for 183 days or more in the taxable year of sale or other disposition and certain other conditions are met (in which case, such gain from U.S. sources generally is subject to U.S. federal income tax at a 30% rate or a lower applicable tax treaty rate).

Dividends and gains that are effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, are attributable to a permanent establishment or fixed base that such holder maintains or maintained in the United States) generally will be subject to regular U.S. federal income tax at the same regular U.S. federal income tax rates applicable to a comparable U.S. Holder and, in the case of a Non-U.S. Holder that is a corporation for U.S. federal income tax purposes, may also be subject to an additional branch profits tax at a 30% rate or a lower applicable tax treaty rate.

The U.S. federal income tax treatment of a Non-U.S. Holder's exercise of redeemable warrants, or the lapse of redeemable warrants held by a Non-U.S. Holder, generally will correspond to the U.S. federal income tax treatment of the exercise or lapse of redeemable warrants by a U.S. Holder, as described under “*U.S. Holders — Exercise or Lapse of Redeemable Warrants*” above.

## **Backup Withholding and Information Reporting**

In general, information reporting for U.S. federal income tax purposes should apply to distributions made on our securities within the United States to a U.S. Holder (other than an exempt recipient) and to the proceeds from sales and other dispositions of our securities by a U.S. Holder (other than an exempt recipient) to or through a U.S. office of a broker. Payments made (and sales and other dispositions effected at an office) outside the United States will be subject to information reporting in limited circumstances. In addition, certain information concerning a U.S. Holder's

adjusted tax basis in its securities and adjustments to that tax basis and whether any gain or loss with respect to such securities is long-term or short-term also may be required to be reported to the IRS, and certain holders may be required to file an IRS Form 8938 (Statement of Specified Foreign Financial Assets) to report their interest in our securities.

Moreover, backup withholding of U.S. federal income tax at a rate of 28% generally will apply to dividends paid on our securities to a U.S. Holder (other than an exempt recipient) and the proceeds from sales and other dispositions of shares or warrants by a U.S. Holder (other than an exempt recipient), in each case who

- fails to provide an accurate taxpayer identification number;
- is notified by the IRS that backup withholding is required; or
- in certain circumstances, fails to comply with applicable certification requirements.

A Non-U.S. Holder generally may eliminate the requirement for information reporting and backup withholding by providing certification of its foreign status, under penalties of perjury, on a duly executed applicable IRS Form W-8 or by otherwise establishing an exemption.

Backup withholding is not an additional tax. Rather, the amount of any backup withholding will be allowed as a credit against a U.S. Holder's or a Non-U.S. Holder's U.S. federal income tax liability and may entitle such holder to a refund, provided that certain required information is timely furnished to the IRS. Holders are urged to consult their own tax advisors regarding the application of backup withholding and the availability of and procedures for obtaining an exemption from backup withholding in their particular circumstances.

#### **F. Dividends and Paying Agents**

Not applicable.

#### **G. Statement by Experts**

Not applicable.

#### **H. Documents on Display**

We have filed this report on Form 20-F with the SEC under the Exchange Act. Statements made in this report as to the contents of any document referred to are not necessarily complete. With respect to each such document filed as an exhibit to this report, reference is made to the exhibit for a more complete description of the matter involved, and each such statement shall be deemed qualified in its entirety by such reference.

We are subject to the informational requirements of the Exchange Act as a foreign private issuer and file reports and other information with the SEC. Reports and other information filed by us with the SEC, including this report, may be inspected and copied at the public reference room of the SEC at 100 F Street, N.E., Washington D.C. 20549. You can also obtain copies of this report by mail from the Public Reference Section of the SEC, 100 F. Street, N.E., Washington D.C. 20549, at prescribed rates. Additionally, copies of this material may be obtained from the SEC's Internet site at <http://www.sec.gov>. The SEC's telephone number is 1-800-SEC-0330.

As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of quarterly reports and proxy statements, and officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act.

## **I. Subsidiary Information**

Not applicable.

## **ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### ***Interest Rate Risk***

We deposit surplus funds with Chinese banks earning daily interest. We do not invest in any instruments for trading purposes. Most of our outstanding debt instruments carry fixed rates of interest. Our operations generally are not directly sensitive to fluctuations in interest rates and we currently do not have any long-term debt outstanding. Management monitors the banks' prime rates in conjunction with our cash requirements to determine the appropriate level of debt balances relative to other sources of funds. We have not entered into any hedging transactions in an effort to reduce our exposure to interest rate risk.

### ***Foreign Exchange Risk***

While our reporting currency is the U.S. dollar, substantially all of our consolidated revenues and consolidated costs and expenses are denominated in RMB. Substantially all of our assets are denominated in RMB. As a result, we are exposed to foreign exchange risk as our revenues and results of operations may be affected by fluctuations in the exchange rate between the U.S. dollar and the RMB. If the RMB depreciates against the U.S. dollar, the value of our

RMB revenues, earnings and assets as expressed in our U.S. dollar financial statements will decline. Assets and liabilities are translated at exchange rates at the balance sheet dates and revenue and expenses are translated at the average exchange rates and equity is translated at historical exchange rates. Any resulting translation adjustments are not included in determining net income but are included in determining other comprehensive income, a component of equity. An average appreciation (depreciation) of the RMB against the U.S. dollar of 5% would increase (decrease) our comprehensive income by \$0.45 million based on our outstanding revenues, costs and expenses, assets and liabilities denominated in RMB as of June 30, 2015. As of June 30, 2015, our accumulated other comprehensive income was \$10 million. We have not entered into any hedging transactions in an effort to reduce our exposure to foreign exchange risk.

The value of RMB against the U.S. dollar and other currencies is affected by, among other things, changes in China's political and economic conditions. Since July 2005, RMB has not been pegged to the U.S. dollar. Although the People's Bank of China regularly intervenes in the foreign exchange market to prevent significant short-term fluctuations in the exchange rate, RMB may appreciate or depreciate significantly in value against the U.S. dollar in the medium to long term. Moreover, it is possible that in the future, PRC authorities may lift restrictions on fluctuations in RMB exchange rate and lessen intervention in the foreign exchange market.

### ***Inflation***

Inflationary factors such as increases in the cost of our product and overhead costs may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, a high rate of inflation in the future may have an adverse effect on our ability to maintain current levels of gross margin and selling, general and administrative expenses as a percentage of net revenues if the selling prices of our products do not increase with these increased costs.

## **ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

Not applicable.

## **ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

None.

## **ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

None.

63



## **ITEM 15. CONTROLS AND PROCEDURES**

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

Our management, with the participation of our chief executive officer and chief financial officer, has performed an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report, as required by Rule 13a-15(b) under the Exchange Act. Based on that evaluation, our management has concluded that, as of June 30, 2015, our disclosure controls and procedures were effective to ensure that the information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our chief executive officer and chief financial officer, to allow timely decisions regarding required disclosure.

### **Management's Annual Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15 (f) under the Exchange Act. Our management, with the participation of our chief executive officer and our chief financial officer, evaluated the effectiveness of our internal control over financial reporting based on criteria established in the framework in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management has concluded that our internal control over financial reporting was effective as of June 30, 2015.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

### **Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting that occurred during the period covered by this annual report on Form 20-F that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

**ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our board of directors has determined that Borys Priadko, an independent director, is our audit committee financial expert as defined by the rules of the NASDAQ Stock Market, Inc. Rule 10A-3 under the Exchange Act.

**ITEM 16B. CODE OF ETHICS**

Our board of directors has adopted a code of ethics that applies to our directors, officers, employees and agents, including certain provisions that specifically apply to our chief executive officer, chief financial officer, vice presidents and any other persons who perform similar functions for us. We have posted a copy of our code of business conduct and ethics on our website at <http://www.deltath.com>.

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The following table sets forth the aggregate fees by categories specified below in connection with certain professional services rendered by Dominic K.F. Chan & Co., our independent registered public accounting firms, for the periods indicated. We did not pay any other fees to our independent registered public accounting firm during the periods indicated below.

	For the Year Ended June 30,	
	2014	2015
Audit fees <sup>(1)</sup>	\$ 250,000	\$ 138,000
Audit related fees <sup>(2)</sup>	-	-
Tax fees <sup>(3)</sup>	-	-

“Audit fees” means the aggregate fees billed for professional services rendered by our independent registered public (1) accounting firm for the audit of our annual financial statements and the review of our comparative interim financial statements.

(2) “Audit related fees” means the fees billed for review of response letter to a regulatory body.

(3) “Tax fees” represents the aggregated fees billed for professional services rendered by our independent registered public accounting firm for tax compliance, tax advice, and tax planning.

**Pre-Approval of Services**

Our board of directors evaluated and approved in advance the scope and cost of the engagement of an auditor before the auditor rendered its audit and non-audit services.



**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not applicable.

**ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

Following the Acquisition, the units which were sold in our initial public offering ceased to exist and were mandatorily separated into their component parts: one Class A Share and one warrant to purchase one ordinary share, in order to complete the redemption of Class A Shares and the distribution of the balance of funds held in our Trust Account pursuant to our organizational documents. A total of 3,500,000 Class A Shares were redeemed at \$10.40 per share upon liquidation of the Trust Account and the remainder Class A Shares were converted into Class C Shares which, along with all other classes of ordinary share, were later consolidated into one class of ordinary share.

**ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANTS**

During 2012, Marcum LLP ("Marcum") was engaged to act as the Company's independent registered public accounting firm. Upon consummation of the Acquisition, Delta's accounting firm, Dominic K.F. Chan & Co ("Dominic Chan"), became the Company's principal independent registered public accounting firm and Marcum's engagement as the Company's principal independent register public accounting firm therefore ended.

The reports of Marcum on the Company's financial statements as of and for the years ended October 31, 2013 and 2012 contained no adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. During the years ended October 31, 2013 and 2012, and the subsequent interim period through the date of the termination of Marcum's engagement ("Engagement Period"), there were no "disagreements," as that term is defined in Item 16F(a)(1)(iv) of Form 20-F and the related instructions to Item 16F of Form 20-F, with Marcum on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Marcum, would have caused it to make reference to the subject matter of the disagreements in connection with its reports on the consolidated financial statements of the Company. Furthermore, no "reportable events," as that term is defined in Item 16F(a)(1)(v) of Form 20-F, occurred within the periods covered by Marcum's reports on the consolidated financial statements of the Company, or subsequently up to the date of the termination of Marcum's engagement.

The Company provided Marcum with a copy of the foregoing disclosure and requested that Marcum furnish it with a letter addressed to the Securities and Exchange Commission stating whether or not Marcum agrees with the statements made above, and if not, stating the respects in which it does not agree. The Company will file such letter by amendment once the letter is available.

During the years ended October 31, 2013 and 2012 and the subsequent interim period prior to Dominic Chan's appointment, neither the Company nor anyone on its behalf consulted Dominic Chan regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and either a written report was provided to the Company or oral advice was provided that Dominic Chan concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a "disagreement" or a "reportable event" as described above.

#### **ITEM 16G. CORPORATE GOVERNANCE**

Pursuant to the home country rule exemption set forth under Nasdaq Listing Rule 5615, we elected to be exempt from the requirement under NASDAQ Listing Rule 5635 to obtain shareholder approval of a business combination. Except for the foregoing, there are no material differences in the Company's corporate governance practices from those of U.S. domestic companies under the listing standards of the NASDAQ.

#### **ITEM 16H. MINE SAFETY DISCLOSURE**

Not applicable.

### **PART III**

#### **ITEM 17. FINANCIAL STATEMENTS**

We have elected to provide financial statements pursuant to Item 18.

#### **ITEM 18. FINANCIAL STATEMENTS**

The financial statements are filed as part of this report beginning on page F-1.

**ITEM 19. EXHIBITS**

The list of exhibits in the Exhibit Index to this report is incorporated herein by reference.

**SIGNATURE**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Date: November 17, 2015 **DELTA TECHNOLOGY HOLDINGS LIMITED**

*/s/ Xin Chao*  
Xin Chao  
Chief Executive Officer and Chairman

**DELTA TECHNOLOGY HOLDINGS LIMITED**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

	<b>Pages</b>
<b>Consolidated Financial Statements for the Years Ended June 30, 2015 and 2014</b>	
<u>Report of Independent Registered Public Accounting Firm</u>	F-2
<u>Consolidated Balance Sheets as at June 30, 2015 and 2014</u>	F-3
<u>Consolidated Statements of Operations and Comprehensive Income for the Years Ended June 30, 2015 and 2014</u>	F-4
<u>Consolidated Statements of Shareholders' Equity for the Years Ended June 30, 2015 and 2014</u>	F-5
<u>Consolidated Statements of Cash Flows for the Years Ended June 30, 2015 and 2014</u>	F-6
<u>Notes to Consolidated Financial Statements</u>	F-7 - F-26

F-1



**Report of Independent Registered Public Accounting Firm**

To: The Board of Directors and Shareholders of  
Delta Technology Holdings Limited

We have audited the accompanying consolidated balance sheets of Delta Technology Holdings Limited and its subsidiaries (collectively, the “Company”) as of June 30, 2015 and 2014, and the related consolidated statements of operations and comprehensive income, shareholders' equity and cash flows for each of the years ended June 30, 2015 and 2014. These consolidated financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of the Company’s internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of June 30, 2015 and 2014, and the results of its operations and comprehensive income, and its cash flows for each of the years ended June 30, 2015 and 2014 in conformity with accounting principles generally accepted in the United States of America.

/s/ Dominic K.F. Chan & Co

Dominic K.F. Chan & Co

Certified Public Accountants

Hong Kong, November 16, 2015



**DELTA TECHNOLOGY HOLDINGS LIMITED****Consolidated Balance Sheets****as at June 30, 2015 and 2014**

	2015	2014
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$217,612	\$9,045,950
Restricted cash	26,552,715	22,855,107
Trade and other receivables	120,374,988	77,745,875
Inventories	9,751,596	14,062,567
	156,896,911	123,709,499
Non-current assets		
Property, plant and equipment	65,260,454	76,439,788
Land use rights	2,833,833	5,724,636
Deferred tax assets	733,588	657,377
	68,827,875	82,821,801
Total assets	\$225,724,786	\$206,531,300
<b>LIABILITIES</b>		
Current liabilities		
Trade and other payables	\$45,279,369	\$35,850,810
Advances from customers	2,233,691	1,776,624
Due to a shareholder	-	2,857,432
Bank borrowings	73,986,211	81,377,050
Income tax payables	962,072	814,051
Deferred tax liabilities	1,948,948	1,020,209
Dividend payable	35,000,000	-
Warrants liabilities	7,906,529	-
Convertible bonds - current portion	-	27,375,750
	167,316,820	151,071,926
Total liabilities	\$167,316,820	\$151,071,926
Capital and reserves		
Ordinary shares, \$0.0001 par value per share, 150,000,000 shares authorized 8,720,994 and 6,897,059 shares issued and outstanding at June 30, 2015 and June 30, 2014 respectively	\$872	\$456
Preferred shares, par value \$0.0001 per share, 5,000,000 shares authorized; none issued or outstanding	-	-
Additional paid-in capital	41,427,773	8,852,257
Statutory reserves	7,180,500	6,196,949
Retained earnings	(206,982 )	34,370,050

Edgar Filing: Delta Technology Holdings Ltd - Form 20-F

Accumulated other comprehensive income	10,005,803	6,039,662
Total equity	58,407,966	55,459,374
Total liabilities and equity	\$225,724,786	\$206,531,300

*See notes to consolidated financial statements.*

F-3

**DELTA TECHNOLOGY HOLDINGS LIMITED****Consolidated Statements of Operations and Comprehensive Income****as at June 30, 2015 and 2014**

	2015	2014
Revenue	\$202,009,160	\$175,327,717
Cost of sales	(182,692,715)	(157,904,729)
Gross profit	19,316,445	17,422,988
Operating expenses:		
Selling expenses	(2,384,459 )	(2,306,021 )
General and administrative expenses	(4,673,582 )	(3,482,027 )
Total operating expenses	(7,058,041 )	(5,788,048 )
Other income (expenses):		
Interest expenses	(5,295,616 )	(4,000,626 )
Interest income	5,433,346	1,948,743
Change in fair value of convertible bonds	-	(156,199 )
Change in fair value of warrants	(7,906,529 )	-
Gain on disposal of a subsidiary	1,178,093	-
Other (loss) / gain - net	(531,941 )	7,929
Total other expenses	(7,122,647 )	(2,200,153 )
Income before income taxes	5,135,757	9,434,787
Income taxes	(3,729,238 )	(2,606,479 )
Net income	\$1,406,519	\$6,828,308
Other comprehensive income		
Foreign currency translation adjustments	3,966,141	316,439
Total other comprehensive income	3,966,141	316,439
Comprehensive income	\$5,372,660	\$7,144,747
Earnings per share attributable to equity holders of the Company		
- Basic	\$1.44	\$1.53
- Diluted	\$1.44	\$1.53
Weighted average shares used in calculating earnings per ordinary share		
- Basic	6,462,577	4,560,000
- Diluted	6,462,577	4,560,000

*See notes to consolidated financial statements.*

F-4

**DELTA TECHNOLOGY HOLDINGS LIMITED****Consolidated Statements of Shareholders' Equity****as at June 30, 2015 and 2014**

	Share capital Ordinary share	Amount	Additional paid-in capital	Statutory reserves	Retained earnings	Accumulated other comprehensive income	Total
Balance as of July 1, 2013	4,560,000	\$ 456	\$8,852,257	\$3,219,995	\$30,518,696	\$5,723,223	\$48,314,627
Net income for the year	-	-	-	-	6,828,308	-	6,828,308
Appropriation to statutory reserves	-	-	-	2,976,954	(2,976,954 )	-	-
Foreign currency translation adjustment	-	-	-	-	-	316,439	316,439
Balance as of June 30, 2014	4,560,000	\$ 456	\$8,852,257	\$6,196,949	\$34,370,050	\$6,039,662	\$55,459,374
Balance as of July 1, 2014	4,560,000	\$ 456	\$8,852,257	\$6,196,949	\$34,370,050	\$6,039,662	\$55,459,374
Dividends proposed	-	-	-	-	(35,000,000)	(35,000,000 )	
Reverse acquisition	2,337,059	234	32,575,516	-	-	-	32,575,750
Exercise of warrants	1,823,935	182	-	-	-	-	182
Net income for the year	-	-	-	-	1,406,519	-	1,406,519
Appropriation to statutory reserves	-	-	-	983,551	(983,551 )	-	-
Foreign currency translation adjustment	-	-	-	-	-	3,966,141	3,966,141
Balance as of June 30, 2015	8,720,994	\$ 872	\$41,427,773	\$7,180,500	\$(206,982 )	\$10,005,803	\$58,407,966

*See notes to consolidated financial statements.*





**DELTA TECHNOLOGY HOLDINGS LIMITED****Consolidated Statements of Cash Flows****as at June 30, 2015 and 2014**

	2015	2014
Cash flows from operating activities:		
Net income	\$ 1,406,519	\$ 6,828,308
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Change in fair value of warrants	7,906,529	-
Change in fair value of convertible bonds	-	156,199
Depreciation of property, plant and equipment	6,452,324	4,816,403
Amortization of land use rights	79,353	41,600
Gain on disposal of a subsidiary	(1,178,093 )	-
Gain on disposals of property, plant and equipment	(14,002 )	(113,953 )
Deferred income taxes	848,541	822,200
Allowance for doubtful accounts	1,199,110	177,179
Changes in assets and liabilities, net of effects of acquisitions:		
Trade and other receivables	(46,117,191)	(16,343,386 )
Inventories	4,290,812	(191,049 )
Trade and other payables	9,384,469	8,428,337
Advances from customers	454,930	(665,038 )
Income tax payables	147,329	(91,200 )
Net cash (used in) provided by operating activities	(15,139,370)	3,865,600
Cash flows from investing activities:		
Acquisitions of		
- Land use rights	(5,695 )	(478,184 )
- Property, plant and equipment	(4,154,726 )	(23,957,404 )
Disposals of property and equipment	8,829,460	359,012
Proceeds from disposal of a subsidiary	10,518,189	-
Net cash provided by (used in) investing activities	15,187,228	(24,076,576 )
Cash flows from financing activities:		
Cash received from capital contribution	5,210,000	-
Proceeds from bank borrowings	52,751,379	129,232,006
Repayment of bank borrowings	(60,142,218)	(108,797,261)
Due to a shareholder	(2,844,070 )	2,857,432
Change in restricted cash	(3,680,317 )	2,011,673
Net cash (used in) provided by financing activities	(8,705,226 )	25,303,850
Effect of exchange rate changes on cash	(170,970 )	6,941

Edgar Filing: Delta Technology Holdings Ltd - Form 20-F

(Decrease) increase in cash and cash equivalents	(8,828,338 )	5,099,815
Cash and cash equivalents at beginning of year	9,045,950	3,946,135
Cash and cash equivalents at end of year	\$217,612	\$9,045,950
Supplemental disclosures of cash flow information:		
Interest paid	\$5,433,346	\$2,240,872
Tax paid	\$2,693,055	\$5,109,044
Major non cash transactions:		
Warrant exercise	\$182	\$-

*See notes to consolidated financial statements.*

F-6

## **DELTA TECHNOLOGY HOLDINGS LIMITED**

### **Notes to Consolidated Financial Statements**

**as at June 30, 2015 and 2014**

#### **Note 1 - Organization and Business Operations**

Delta Technology Holdings Limited (formerly known as CIS Acquisition Limited, the “Company,” or “Delta Technology,” or “we”) was formed on November 28, 2011, under the laws of the British Virgin Islands. We were formed to acquire, through a merger, stock exchange, asset acquisition, stock purchase or similar acquisition transaction, one or more operating businesses. Although we were not limited to a particular geographic region or industry, we intended to focus on operating businesses with primary operations in Russia and Eastern Europe. We are an emerging growth company, as defined in the Jumpstart Our Business Startups Act.

On December 21, 2012, our IPO of 4,000,000 units was consummated at a public offering price of \$10.00 per unit, generating gross proceeds of \$40,000,000. Each unit consists of one callable Class A Share, par value \$0.0001 per share, and one redeemable warrant. Each redeemable warrant included in the units entitles the holder to purchase one ordinary share at a price of \$10.00. Immediately prior to the consummation of the IPO, we completed a private placement of 4,500,000 warrants at a price of \$0.75 per warrant, for an aggregate purchase price of \$3,375,000, to our founding shareholders and their designees. We sold to the underwriters of the IPO, as additional compensation, an aggregate of 136,000 Class A Shares for \$2,720. A total of \$41,600,000, which included a portion of the \$3,375,000 of proceeds from the private placement of warrants to the founding shareholders and their designees, was placed in trust (the “Trust Account”) pending the completion of our initial acquisition transaction. On March 18, 2012, the ordinary shares and warrants underlying the units sold in the IPO began to trade separately.

On September 16, 2014, a Stock Purchase Agreement (the “Purchase Agreement”) was entered into by and among Delta Technology, Elite Ride Limited, a British Virgin Islands corporation (“Elite”), Delta Advanced Materials Limited, a Hong Kong corporation (“Delta”) and the shareholders of Elite (the “Elite Shareholders”). Upon closing of the Purchase Agreement on September 19, 2014, Delta Technology acquired all of the shares of Elite from Elite Shareholders in exchange for the issuance to Elite Shareholders an aggregate of 6,060,000 ordinary shares, of which 4,560,000 shares were issued at closing and 1,500,000 shares (“Earnout Payment Shares”) are held in escrow and will be released upon meeting of certain performance targets as specified in the Purchase Agreement (the “Acquisition”).

The Earnout Payment Shares, if any, will be issued as follows: (a) 500,000 shares shall be issued if the Company achieves Adjusted Net Income (as defined in the stock purchase agreement) of at least \$8 million for the period starting July 1, 2014 and ending June 30, 2015; (b) 500,000 shares shall be issued if the Company achieves Adjusted Net Income of at least \$9.2 million for the period starting July 1, 2015 and ending June 30, 2016; (c) 500,000 shares

shall be issued if the Company achieves Adjusted Net Income of at least \$10.6 million for the period starting July 1, 2016 and ending June 30, 2017 (collectively, the “Net Income Targets”). Further, during the thirteen (13) months post-closing, all material acquisitions made by the Company must be accretive to Company earnings. The Net Income Targets are to be met on an all-or-nothing basis, and there shall be no partial awards..

As a result of the consummation of the Acquisition, Elite is now our wholly subsidiary. Elite was incorporated under British Virgin Islands law on September 13, 2014 solely in contemplation of the Acquisition. It is currently the holding company of all the shares of Delta Advanced Materials Limited, a Hong Kong corporation (“Delta”), which, in turn, holds all the equity interests in four operating subsidiaries in the PRC: Jiangsu Yangtze Delta Fine Chemical Co., Ltd (“Jiangsu Delta”), Jiangsu Zhengxin New Material Research and Development Co., Ltd (“Jiangsu Zhengxin”), Jiangsu Delta Logistics Co., Ltd (“Jiangsu Logistics”), and Binhai Deda Chemical Co., Ltd (“Binhai Deda”) (collectively, the “PRC Subsidiaries”).

The Acquisition was accounted for as a reverse acquisition in accordance with US GAAP. Under this method of accounting, Delta Technology was treated as the “acquired” company for financial reporting purposes. This determination was primarily based on Elite comprising the ongoing operations of the combined entity, Elite senior management comprising the senior management of the combined company, and the former holders of Elite having a controlling interest in terms of the voting power of the combined entity. In accordance with guidance applicable to these circumstances, the Acquisition was considered to be a capital transaction in substance. Accordingly, for accounting purposes, the Acquisition was treated as the equivalent of Elite issuing stock for the net assets of Delta Technology, accompanied by a recapitalization. The net assets of Delta Technology will be stated at historical cost, with no goodwill or other intangible assets recorded. Operations prior to the Acquisition will be those of Elite.

Delta (formerly known as China Deltachem Holdings Limited) was incorporated in Hong Kong on June 17, 2010. The address of its registered office is Suite D, 19th Floor, Ritz Plaza, 122 Austin Road, Hong Kong. The reporting currency of Delta is the United States Dollar (“\$”). The principal activity of Delta is investment holding and currently operates four wholly-owned subsidiaries in the People’s Republic of China (“PRC”): Jiangsu Delta, Jiangsu Zhengxin R&D, Jiangsu Logistics, and Binhai Deda. Jiangsu Delta is the principal operating subsidiary of the Company and is engaged in the production of fine specialty chemicals.

## **DELTA TECHNOLOGY HOLDINGS LIMITED**

### **Notes to Consolidated Financial Statements**

**as at June 30, 2015 and 2014**

#### **Note 1 - Organization and Business Operations (Continued)**

On June 15, 2007, Jiangsu Delta was established by S&S International Investment Holding (HK) Limited (“S&S International”), a Hong Kong based investment holding company, as a wholly foreign-owned enterprise (with an initial registered capital of US\$42 million, which was later reduced to US\$ 28.8 million) located in Zhenjiang City, Jiangsu Province, the PRC.

Pursuant to a share transfer agreement entered into on April 13, 2008, Mr. Xin Chao acquired the entire equity interest in Jiangsu Delta from S&S International through Zhengxin International Investment Limited, a Hong Kong corporation (“Zhengxin International”) and became the controller of Jiangsu Delta since then. On May 21, 2008, the acquisition of Jiangsu Delta by Zhengxin International was approved by the Jiangsu Foreign Trade and Economic Cooperation Department in accordance with “The Approval of Alteration of Equities in and Amendment of the Articles of Association of Jiangsu Yantze River Delta Fine Chemical Co, Ltd.” issued by the same authority.

Due to the corporate restructuring effort to consolidate the business of Jiangsu Delta under a pure investment holding entity, pursuant to a sale and purchase agreement dated May 20, 2010, Delta Advanced for a consideration of US\$28.8 million. Delta Advanced, formerly known as China Deltachem Holdings Limited, as a pure investment holding vehicle controlled by Mr. Chao and had an initial issued and paid-up share capital of HK\$10,000 comprising 10,000 shares of HK\$1.00 each. The said shares were issued at a total subscription price of HK\$68,640,000 (equivalent to \$8,800,000) with a premium of HK\$6,863 per share.

On August 30, 2010, the acquisition of Jiangsu Delta by Delta Advanced was approved by the Jiangsu Foreign Trade and Economic Cooperation Department in accordance with “The Approval of Share Transfer of and Amendment of the Articles of Association of Jiangsu Chang San Jiao Chemical Co., Ltd.” issued by the same authority.

On May 26, 2011, Delta Advanced carried out a bonus share issue, whereby an additional 39,990,000 ordinary shares of Delta Advanced were allotted and issued as bonus shares at a price of HK\$1.00 each to all the then shareholders of Delta Advanced at the ratio in proportion to their existing shareholding percentage, and credited as fully paid up on a capitalization of the reserve of HK\$39,990,000 from the capital reserve of Delta Advanced. Subsequent to the bonus issue, Delta Advanced’s total issued and paid-up share capital increases to HK\$40 million, comprising 40 million

shares of HK\$1.00 each.

Delta Advanced entered into a series of Securities Purchase Agreements dated January 31, 2011, May 16, 2011 and June 30, 2011, respectively, with the funds managed by Korea Investment Partners Co. Ltd. And Kleiner, Perkins, Caufield & Byers (the “Bondholders”), pursuant to which it has issued convertible bonds (“Convertible Bonds”) for an aggregate principal amount of US\$18 million. The Convertible Bonds have an interest rate of 6.00% per annum and a guaranteed interest rate at maturity of 15.00%. The principal and interests accrued on such Convertible Notes are convertible in whole or in part into the ordinary shares in Delta Advanced, on such terms and subject to the conditions of the Securities Purchase Agreements.

## **Note 2 - Summary of Significant Accounting Policies**

### **Principles of Consolidation and Presentation**

The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”). The consolidated financial statements include the financial statements of the Company, and its wholly-owned subsidiaries. All intercompany accounts, transactions, and profits have been eliminated upon consolidation.

### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from those estimates.

### **Segment Reporting**

The Company operates in one business and geographical segment of manufacturing and sales of organic compounds in the PRC. ASC 280, Segment Reporting, establishes standards for reporting information about operating segments. Given the economic characteristics of the similar nature of the products sold, the type of customer and the method of distribution, the Company operates as one reportable segment as defined by ASC 280, Segment Reporting.



## **DELTA TECHNOLOGY HOLDINGS LIMITED**

### **Notes to Consolidated Financial Statements**

**as at June 30, 2015 and 2014**

#### **Note 2 - Summary of Significant Accounting Policies (Continued)**

##### **Foreign Currency Translation**

The Company's financial statements are presented in the U.S. dollar (\$), which is the Company's reporting currency and functional currency. The Company's subsidiaries in the PRC use Renminbi ("RMB") as their functional currencies. Transactions in foreign currencies are initially recorded at the functional currency rate ruling at the date of transaction. Any differences between the initially recorded amount and the settlement amount are recorded as a gain or loss on foreign currency transaction in the consolidated statements of income. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency rate of exchange ruling at the balance sheet date. Any differences are taken to profit or loss as a gain or loss on foreign currency translation in the statements of income.

In accordance with ASC 830, Foreign Currency Matters, the Company translated the assets and liabilities into US \$ using the rate of exchange prevailing at the applicable balance sheet date and the statements of income and cash flows are translated at an average rate during the reporting period. Adjustments resulting from the translation are recorded in shareholders' equity as part of accumulated other comprehensive income.

##### **Revenue Recognition**

Revenue principally represents organic compound sale revenue. Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Company's activities and is recorded net of value added tax ("VAT"). Consistent with the criteria of ASC 605 "Revenue Recognition" ("ASC 605"), the Company recognizes revenue when the following four revenue recognition criteria are met: (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services have been provided, (iii) the selling price is fixed or determinable, and (iv) collectability is reasonably assured.

Revenue from the sale of goods is recognized upon delivery when the significant risks and rewards of ownership of goods have transferred to the buyer, continuing managerial involvement usually associated with ownership and



effective control have ceased and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income is recognized on a time-proportion basis using the effective interest method.

### **Borrowing Costs**

Borrowing costs are recognized in profit or loss using the effective interest method except for those costs that are directly attributable to assets under construction. Borrowing costs on general borrowings are capitalized by applying a capitalization rate to construction or expenditures that are financed by general borrowings. Borrowing costs on general financing during the years ended June 30, 2015 and 2014 were capitalized at a rate of 7.11%, and 7.11% respectively.

### **Leases**

The Company accounts for its leases under the provisions of ASC 840, Leases. Certain of the Company's operating leases provide for minimum annual payments that change over the life of the lease. The aggregate minimum annual payments are expensed on the straight-line basis over the minimum lease term. The Company recognizes a deferred rent liability for minimum step rents when the amount of rent expense exceeds the actual lease payments and it reduces the deferred rent liability when the actual lease payments exceeds the amount of straight-line rent expense. Rent holidays and tenant improvement allowances for store remodels are amortized on the straight-line basis over the initial term of the lease and any option period that is reasonably assured of being exercised.

### **Restricted Cash**

Restricted cash are cash deposited in fixed deposit accounts maintained in the PRC and Hong Kong for the purpose of securing bank borrowings.

**DELTA TECHNOLOGY HOLDINGS LIMITED**

**Notes to Consolidated Financial Statements**

**as at June 30, 2015 and 2014**

**Note 2 - Summary of Significant Accounting Policies (Continued)**

**Trade Receivables**

Trade receivables are recorded at the invoiced amount and do not bear interest. The Company extends unsecured credit to its customers in the ordinary course of business but mitigates the associated risks by performing credit checks and actively pursuing past due accounts. An allowance for doubtful accounts is established and determined based on management's assessment of known requirements, aging of receivables, payment history, the customer's current credit worthiness and the economic environment.

**Inventories**

Inventories are carried at the lower of cost and net realizable value. Cost is determined using the monthly average cost method, except for materials-in-transit. The cost of finished goods comprises raw materials, direct labor, other direct costs and related production overheads (based on normal operating capacity) but excludes costs of idle plant and abnormal waste. Net realizable value is the estimated selling price in the ordinary course of business, less the applicable variable selling expenses.

**Property, Plant and Equipment**

Property, plant and equipment are recorded at cost. The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Significant additions or improvements extending useful lives of assets are capitalized. Maintenance and repairs are charged to expense as incurred. Depreciation is computed using the straight-line method over the estimated useful lives as follows:

Buildings	10 or 20 years
Machinery	10 or 20 years
Vehicles	4 years
Plant and equipment	3 to 5 years
Software	5 years

Construction in progress represents buildings and related premises under construction, which is stated at actual construction cost less any impairment loss. Construction in progress is transferred to the respective category of property and equipment when completed and ready for its intended use.

Costs of repairs and maintenance are expensed as incurred and asset improvements are capitalized. The cost and related accumulated depreciation and amortization of assets disposed of or retired are removed from the accounts, and any resulting gain or loss is reflected in the consolidated income statements.

### **Land Use Rights**

According to the laws of the PRC, the government owns all the land in the PRC. Companies or individuals are authorized to possess and use the land only through the land use rights granted by the government. The land use rights represent cost of the rights to use the land in respect of properties located in the PRC. Land use rights are carried at cost and amortized on a straight-line basis over the period of rights of 50 to 52 years.

### **Long-lived Assets**

The Company reviews long-lived assets for impairment annually or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Long-lived assets are reviewed for recoverability at the lowest level in which there are identifiable cash flows, usually at the store level. The carrying amount of a long-lived asset is not considered recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use of the asset. If the asset is determined not to be recoverable, then it is considered to be impaired and the impairment to be recognized is the amount by which the carrying amount of the asset exceeds the fair value of the asset, determined using discounted cash flow valuation techniques, as defined in ASC 360, Property, Plant, and Equipment.

**DELTA TECHNOLOGY HOLDINGS LIMITED**

**Notes to Consolidated Financial Statements**

**as at June 30, 2015 and 2014**

**Note 2 - Summary of Significant Accounting Policies (Continued)**

**Long-lived Assets (Continued)**

The Company determined the sum of the undiscounted cash flows expected to result from the use of the asset by projecting future revenue and operating expense for each store under consideration for impairment. The estimates of future cash flows involve management judgment and are based upon assumptions about expected future operating performance. The actual cash flows could differ from management's estimates due to changes in business conditions, operating performance and economic conditions.

The Company's evaluation resulted in no long-lived asset impairment charges during the years ended June 30, 2015 and 2014.

**Goodwill**

The Company allocates goodwill to reporting units based on the reporting unit expected to benefit from the business combination. The Company evaluates their reporting units on an annual basis and, if necessary, reassigns goodwill using a relative fair value allocation approach. Goodwill is tested for impairment at the reporting unit level on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition, or sale or disposition of a significant portion of a reporting unit.

Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. The Company first assesses qualitative factors to determine whether it is more likely than not that goodwill is impaired. If the more likely than not threshold is met, we perform a quantitative impairment test. The Company's evaluation resulted in goodwill impairment charges of nil during the years ended June

30, 2015 and 2014.

### **Accrual and Disclosure of Loss Contingencies**

We determine whether to disclose or accrue for loss contingencies based on an assessment of whether the risk of loss is remote, reasonably possible or probable, and whether it can be reasonably estimated. We analyze, if any, our litigation and regulatory matters based on available information to assess the potential liabilities. Our assessment is developed based on an analysis of possible outcomes under various strategies. We accrue for loss contingencies when such amounts are probable and reasonably estimable. If a contingent liability is only reasonably possible, we will disclose the potential range of the loss, if estimable. We record losses related to contingencies in cost of operations or selling, general and administrative expenses, depending on the nature of the underlying transaction leading to the loss contingency.

### **Convertible bonds**

Convertible bonds are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the balance sheet date, in which case they are presented as non-current liabilities. On issuance of convertible foreign currency bonds, the proceeds from convertible bonds issued are allocated to the liability component presented on the balance sheet. The liability component including the conversion option is recognised initially at its fair value, determined using the Binomial Valuation Model. It is subsequently carried at its fair value with fair value changes recognised in profit or loss. When the conversion option is exercised, the carrying amount of the liability component is derecognised with a corresponding recognition of share capital.

### **Retirement Benefit Plans**

Full time employees of the Company in the PRC participate in a government mandated defined contribution plan, pursuant to which certain pension benefits, medical care, employee housing fund and other welfare benefits are provided to employees. Chinese labor regulations require the Company to make contributions to the government for these benefits based on certain percentages of the employees' salaries. The Company accounts the mandated defined contribution plan under the vested benefit obligations approach based on the guidance of ASC 715, Compensation—Retirement Benefits.

**DELTA TECHNOLOGY HOLDINGS LIMITED**

**Notes to Consolidated Financial Statements**

**as at June 30, 2015 and 2014**

**Note 2 - Summary of Significant Accounting Policies (Continued)**

**Retained Earnings - Appropriated**

The income of the Company's PRC subsidiaries is distributable to their shareholder after transfer to reserves as required by relevant PRC laws and regulations and the subsidiary's Articles of Association. As stipulated by the relevant laws and regulations in the PRC, these PRC subsidiaries are required to maintain reserves which are non-distributable to shareholders. Appropriations to the reserves are approved by the respective boards of directors.

Reserves include statutory reserves and discretionary reserves. Statutory reserves can be used to make good previous years' losses, if any, and may be converted into capital in proportion to the existing equity interests of shareholders, provided that the balance after such conversion is not less than 25% of the registered capital. The appropriation to the statutory reserves must not be less than 10% of net profit after taxation. Such appropriation may cease to apply if the balance of the fund is equal to 50% of the entity's registered capital.

**Research and Development Costs**

Research and development costs are expensed as incurred. The research and development costs were not material for the years ended June 30, 2015 and 2014.

**Advertising Expenses**

Advertising expenses are expensed as incurred. The advertising expenses were not material for the years ended June 30, 2015 and 2014.

## **Income Taxes**

The Company follows ASC 740, Income Taxes, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates, applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

The Company adopted ASC 740-10-25, which provides criteria for the recognition, measurement, presentation and disclosure of uncertain tax position. The Company must recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. The Company did not recognize any additional liabilities for uncertain tax positions as a result of the implementation of ASC 740-10-25.

## **Cash and Cash Equivalents**

The Company considers all short-term highly liquid investments that are readily convertible to known amounts of cash and have original maturities of three months or less to be cash equivalents.

## **Share Based Payment**

The Group operates an equity-settled, share based compensation plan. The value of the brokerage services received by Red Horse Capital Inc. in exchange for grant of warrants is recognised as an expense with a corresponding increase in the additional paid-in capital of approximately \$7,943 during the year ended June 30, 2011.

Goods and services received or acquired in an equity-settled share based payment transaction, which do not qualify for recognition as assets, are recognised as expenses with a corresponding increase in equity. The Company measures the goods and services received at fair value of the goods and services received, unless that fair value cannot be estimated reliably.

## **DELTA TECHNOLOGY HOLDINGS LIMITED**

### **Notes to Consolidated Financial Statements**

**as at June 30, 2015 and 2014**

#### **Note 2 - Summary of Significant Accounting Policies (Continued)**

##### **Comprehensive Income**

The Company has adopted FASB Accounting Standard Codification Topic 220 (“ASC 220”) “Comprehensive income” (formerly known as SFAS No. 130, “Reporting Comprehensive Income”), which establishes standards for reporting and display of comprehensive income, its components and accumulated balances. Accumulated other comprehensive income represents the accumulated balance of foreign currency translation adjustments of the Company.

##### **Fair Value Measurements**

ASC 820 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

ASC 820 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 establishes three levels of inputs that may be used to measure fair value:

- Level 1 – Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company holds. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 – Valuation based on quoted prices in markets that are not active for which all significant inputs are observable, either directly or indirectly.
- Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement.



The Company adopted ASC 820, Fair Value Measurements and Disclosures, on January 1, 2008 for all financial assets and liabilities and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis (at least annually). ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The Company has also adopted ASC 820, on January 1, 2009 for non financial assets and non financial liabilities, as these items are not recognized at fair value on a recurring basis. The adoption of ASC 820 for all financial assets and liabilities and non-financial assets and non-financial liabilities did not have any impact on the Company's consolidated financial statements.

Financial instruments include cash, accounts receivable, prepayments and other receivables, short-term borrowings from banks, accounts payable and accrued expenses and other payables. The carrying amounts of cash, accounts receivable, prepayments and other receivables, short-term loans, accounts payable and accrued expenses approximate their fair value due to the short term maturities of these instruments. See footnote 10 regarding the fair value of the Company's warrants, which are classified as Level 3 liabilities in the fair value hierarchy.

The fair values of the convertible bonds are determined using Binomial Valuation Model.

The fair values of current financial assets and liabilities carried at amortized cost approximate their carrying amounts.

**DELTA TECHNOLOGY HOLDINGS LIMITED**

**Notes to Consolidated Financial Statements**

**as at June 30, 2015 and 2014**

**Note 2 - Summary of Significant Accounting Policies (Continued)**

**Recently Issued Accounting Guidance**

The FASB has issued Accounting Standards Update (ASU) No. 2015-01, Income Statement - Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items.

The FASB issued this ASU as part of its initiative to reduce complexity in accounting standards. The objective of the simplification initiative is to identify, evaluate, and improve areas of U.S. GAAP for which cost and complexity can be reduced while maintaining or improving the usefulness of the information provided to the users of financial statements.

This ASU eliminates from U.S. GAAP the concept of extraordinary items. Subtopic 225-20, Income Statement - Extraordinary and Unusual Items, required that an entity separately classify, present, and disclose extraordinary events and transactions. Presently, an event or transaction is presumed to be an ordinary and usual activity of the reporting entity unless evidence clearly supports its classification as an extraordinary item.

If an event or transaction meets the criteria for extraordinary classification, an entity is required to segregate the extraordinary item from the results of ordinary operations and show the item separately in the income statement, net of tax, after income from continuing operations. The entity also is required to disclose applicable income taxes and either present or disclose earnings-per-share data applicable to the extraordinary item.

The FASB heard from stakeholders that the concept of extraordinary items causes uncertainty because it is unclear when an item should be considered both unusual and infrequent. Additionally, some stakeholders said that although users find information about unusual or infrequent events and transactions useful, they do not find the extraordinary item classification and presentation necessary to identify those events and transactions. Other stakeholders noted that it is extremely rare in current practice for a transaction or event to meet the requirements to be presented as an

extraordinary item.

This ASU will also align more closely U.S. GAAP income statement presentation guidance with IAS 1, Presentation of Financial Statements, which prohibits the presentation and disclosure of extraordinary items.

The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. A reporting entity may apply the amendments prospectively. A reporting entity also may apply the amendments retrospectively to all prior periods presented in the financial statements. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. The effective date is the same for both public business entities and all other entities.

The FASB has issued an Accounting Standards Update (ASU) No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis, which is intended to improve targeted areas of consolidation guidance for legal entities such as limited partnerships, limited liability corporations, and securitization structures (collateralized debt obligations, collateralized loan obligations, and mortgage-backed security transactions).

The ASU focuses on the consolidation evaluation for reporting organizations (public and private companies and not-for-profit organizations) that are required to evaluate whether they should consolidate certain legal entities.

In addition to reducing the number of consolidation models from four to two, the new standard simplifies the FASB Accounting Standards Codification™ and improves current GAAP by:

- Placing more emphasis on risk of loss when determining a controlling financial interest. A reporting organization may no longer have to consolidate a legal entity in certain circumstances based solely on its fee arrangement, when certain criteria are met.
  
- Reducing the frequency of the application of related-party guidance when determining a controlling financial interest in a variable interest entity (VIE).
  
- Changing consolidation conclusions for public and private companies in several industries that typically make use of limited partnerships or VIEs.

The ASU will be effective for periods beginning after December 15, 2015, for public companies. For private companies and not-for-profit organizations, the ASU will be effective for annual periods beginning after December 15, 2016; and for interim periods, beginning after December 15, 2017. Early adoption is permitted, including adoption in an interim period.

**DELTA TECHNOLOGY HOLDINGS LIMITED**

**Notes to Consolidated Financial Statements**

**as at June 30, 2015 and 2014**

**Note 2 - Summary of Significant Accounting Policies (Continued)**

**Recently Issued Accounting Guidance**

The FASB has issued Accounting Standards Update (ASU) No. 2015-03, Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. The amendments in this ASU require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this ASU.

For public business entities, the amendments are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. For all other entities, the amendments are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within fiscal years beginning after December 15, 2016.

Early adoption of the amendments is permitted for financial statements that have not been previously issued.

The amendments should be applied on a retrospective basis, wherein the balance sheet of each individual period presented should be adjusted to reflect the period-specific effects of applying the new guidance. Upon transition, an entity is required to comply with the applicable disclosures for a change in an accounting principle. These disclosures include the nature of and reason for the change in accounting principle, the transition method, a description of the prior-period information that has been retrospectively adjusted, and the effect of the change on the financial statement line items (i.e., debt issuance cost asset and the debt liability).

The FASB has issued Accounting Standards Update (ASU) No. 2015-04, Compensation - Retirement Benefits (Topic 715): Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets. For an entity with a fiscal year-end that does not coincide with a month-end, the amendments in this ASU provide a practical expedient that permits the entity to measure defined benefit plan assets and obligations using the month-end

that is closest to the entity's fiscal year-end and apply that practical expedient consistently from year to year. The practical expedient should be applied consistently to all plans if an entity has more than one plan. Employee benefit plans are not within the scope of the amendments.

If a contribution or significant event (such as a plan amendment, settlement, or curtailment that calls for a remeasurement in accordance with existing requirements) occurs between the month-end date used to measure defined benefit plan assets and obligations and an entity's fiscal year-end, the entity should adjust the measurement of defined benefit plan assets and obligations to reflect the effects of those contributions or significant events. However, an entity should not adjust the measurement of defined benefit plan assets and obligations for other events that occur between the month-end measurement and the entity's fiscal year-end that are not caused by the entity (e.g., changes in market prices or interest rates).

If an entity applies the practical expedient and a contribution is made between the month-end date used to measure defined benefit plan assets and obligations and the entity's fiscal year-end, the entity should not adjust the fair value of each class of plan assets for the effects of the contribution. Instead, the entity should disclose the amount of the contribution to permit reconciliation of the total fair value of all the classes of plan assets in the fair value hierarchy to the ending balance of the fair value of plan assets.

An entity is required to disclose the accounting policy election and the date used to measure defined benefit plan assets and obligations in accordance with the amendments in this ASU.

The amendments are effective for public business entities for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. For all other entities, the amendments are effective for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. Earlier application is permitted. The amendments should be applied prospectively.

IFRS does not have a practical expedient that permits an entity to measure defined benefit plan assets and obligations as of the month-end that is closest to the entity's fiscal year-end (or the month-end that is closest to the date of a significant event that occurred in an interim period), whereas the amendments in this Update provide that practical expedient.

**DELTA TECHNOLOGY HOLDINGS LIMITED**

**Notes to Consolidated Financial Statements**

**as at June 30, 2015 and 2014**

**Note 2 - Summary of Significant Accounting Policies (Continued)**

**Recently Issued Accounting Guidance**

The FASB has issued Accounting Standards Update No. 2015-05, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement. Existing GAAP does not include explicit guidance about a customer's accounting for fees paid in a cloud computing arrangement. Examples of cloud computing arrangements include: (a) software as a service; (b) platform as a service; (c) infrastructure as a service; and (d) other similar hosting arrangements.

The amendments add guidance to Subtopic 350-40, Intangibles - Goodwill and Other - Internal-Use Software, which will help entities evaluate the accounting for fees paid by a customer in a cloud computing arrangement. The guidance already exists in the FASB Accounting Standards Codification™ in paragraphs 985-605-55-121 through 55-123, but it is included in a Subtopic applied by cloud service providers to determine whether an arrangement includes the sale or license of software.

The amendments provide guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The amendments do not change the accounting for a customer's accounting for service contracts. As a result of the amendments, all software licenses within the scope of Subtopic 350-40 will be accounted for consistent with other licenses of intangible assets.

For public business entities, the amendments will be effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2015. For all other entities, the amendments will be effective for annual periods beginning after December 15, 2015, and interim periods in annual periods beginning after December 15, 2016. Early adoption is permitted for all entities.

An entity can elect to adopt the amendments either: (1) prospectively to all arrangements entered into or materially modified after the effective date; or (2) retrospectively. For prospective transition, the only disclosure requirements at transition are the nature of and reason for the change in accounting principle, the transition method, and a qualitative description of the financial statement line items affected by the change. For retrospective transition, the disclosure requirements at transition include the requirements for prospective transition and quantitative information about the effects of the accounting change.

The FASB has issued ASU No. 2015-06, Earnings Per Share (Topic 260): Effects on Historical Earnings per Unit of Master Limited Partnership Dropdown Transactions (a consensus of the FASB Emerging Issues Task Force). The amendments apply to master limited partnerships subject to the Master Limited Partnerships Subsections of Topic 260, Earnings per Share, that receive net assets through a dropdown transaction.

The amendments specify that for purposes of calculating historical earnings per unit under the two-class method, the earnings (losses) of a transferred business before the date of a dropdown transaction should be allocated entirely to the general partner. In that circumstance, the previously reported earnings per unit of the limited partners (which is typically the earnings per unit measure presented in the financial statements) would not change as a result of the dropdown transaction. Qualitative disclosures about how the rights to the earnings (losses) differ before and after the dropdown transaction occurs for purposes of computing earnings per unit under the two-class method also are required.

Current GAAP does not contain guidance for master limited partnerships that specifies how historical earnings per unit should be affected when a dropdown transaction occurs that is accounted for as a transaction between entities under common control.

The amendments are effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Earlier application is permitted. The amendments should be applied retrospectively for all financial statements presented.

The FASB has issued Accounting Standards Update 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent). The amendments apply to reporting entities that elect to measure the fair value of an investment using the net asset value per share (or its equivalent) practical expedient.



**DELTA TECHNOLOGY HOLDINGS LIMITED**

**Notes to Consolidated Financial Statements**

**as at June 30, 2015 and 2014**

**Note 2 - Summary of Significant Accounting Policies (Continued)**

**Recently Issued Accounting Guidance**

Topic 820, Fair Value Measurement, permits a reporting entity, as a practical expedient, to measure the fair value of certain investments using the net asset value per share of the investment. Currently, investments valued using the practical expedient are categorized within the fair value hierarchy on the basis of whether the investment is redeemable with the investee at net asset value on the measurement date, never redeemable with the investee at net asset value, or redeemable with the investee at net asset value at a future date. For investments that are redeemable with the investee at a future date, a reporting entity must consider the length of time until those investments become redeemable to determine the classification within the fair value hierarchy.

The amendments remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient.

The amendments are effective for public business entities for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. A reporting entity should apply the amendments retrospectively to all periods presented. The retrospective approach requires that an investment for which fair value is measured using the net asset value per share practical expedient be removed from the fair value hierarchy in all periods presented in an entity's financial statements. Earlier application is permitted.

The FASB has issued ASU No. 2015-08, Business Combinations (Topic 805): Pushdown Accounting-Amendments to SEC Paragraphs Pursuant to Staff Accounting Bulletin No. 115. This ASU amends various SEC paragraphs of the FASB Accounting Standards Codification™ pursuant to the issuance of SEC Staff Accounting Bulletin No. 115.

The FASB has issued Accounting Standards Update (ASU) No. 2015-10, Technical Corrections and Improvements. The amendments cover a wide range of Topics in the FASB Accounting Standards Codification™ (Codification). The amendments generally fall into one of the types of amendments listed below.

1. Amendments Related to Differences between Original Guidance and the Codification. These amendments arose because of differences between original guidance (e.g., FASB Statements, EITF Issues, and so forth) and the Codification. These amendments principally carry forward pre-Codification guidance or subsequent amendments into the Codification. Many times, either the writing style or phrasing of the original guidance did not directly translate into the Codification format and style. As a result, the meaning of the guidance might have been unintentionally altered. Alternatively, amendments in this section may relate to guidance that was codified without some text, references, or phrasing that, upon review, was deemed important to the guidance.

2. Guidance Clarification and Reference Corrections. These amendments provide clarification through updating wording, correcting references, or a combination of both. In most cases, the feedback suggested that, without these enhancements, guidance may be misapplied or misinterpreted.

3. Simplification. These amendments streamline or simplify the Codification through minor structural changes to headings or minor editing of text to improve the usefulness and understandability of the Codification.

4. Minor Improvements. These amendments improve the guidance and are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities.

The amendments represent changes to clarify the Codification, correct unintended application of guidance, or make minor improvements to the Codification that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. In addition, some of the amendments will make the Codification easier to understand and easier to apply by eliminating inconsistencies, providing needed clarifications, and improving the presentation of guidance in the Codification.

**DELTA TECHNOLOGY HOLDINGS LIMITED**

**Notes to Consolidated Financial Statements**

**as at June 30, 2015 and 2014**

**Note 2 - Summary of Significant Accounting Policies (Continued)**

**Recently Issued Accounting Guidance**

Transition guidance varies based on the amendments. The amendments that require transition guidance are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted, including adoption in an interim period. All other amendments will be effective upon issuance.

The FASB has issued Accounting Standards Update (ASU) No, 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory.

Topic 330, Inventory, currently requires an entity to measure inventory at the lower of cost or market. Market could be replacement cost, net realizable value, or net realizable value less an approximately normal profit margin.

The amendments do not apply to inventory that is measured using last-in, first-out (LIFO) or the retail inventory method. The amendments apply to all other inventory, which includes inventory that is measured using first-in, first-out (FIFO) or average cost.

An entity should measure in scope inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method.

The amendments more closely align the measurement of inventory in GAAP with the measurement of inventory in International Financial Reporting Standards.

For public business entities, the amendments are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. The amendments should be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period.

The FASB has issued Accounting Standards Update (ASU) No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date. In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). The amendments in ASU 2015-14 defer the effective date of ASU 2014-09 for all entities by one year. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. All other entities should apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual reporting periods beginning after December 15, 2019. All other entities may apply the guidance in ASU 2014-09 earlier as of an annual reporting period beginning after December 15, 2016, including interim reporting periods within that reporting period. All other entities also may apply the guidance in ASU 2014-09 earlier as of an annual reporting period beginning after December 15, 2016, and interim reporting periods within annual reporting periods beginning one year after the annual reporting period in which the entity first applies the guidance in ASU 2014-09.

The Company has considered all new accounting pronouncements and has concluded that there are no new pronouncements that may have a material impact on results of operations, financial condition, or cash flows, based on current information.

### **Note 3 - Concentration of Credit Risk**

The Company maintains cash in bank deposit accounts in PRC and Hong Kong. The Company performs ongoing evaluations of this institution to limit its concentration risk exposure.

The Company sells organic compound principally in the PRC. Because of this, the Company is subject to regional risks, such as the economy, regional financial conditions and unemployment, weather conditions, power outages, and other natural disasters specific to the region in which the Company operates.

**DELTA TECHNOLOGY HOLDINGS LIMITED****Notes to Consolidated Financial Statements****as at June 30, 2015 and 2014****Note 3 - Concentration of Credit Risk (Continued)**

Details of major customers accounting for 10% or more of the Group's sales or trade receivables are as follows:

	Sales		Trade receivables	
	2015	2014	2015	2014
Customer A	15.7%	5.4 %	2.87 %	6.8 %
Customer B	7.7 %	3.6 %	0.00 %	2.6 %
Customer C	6.2 %	4.7 %	9.61 %	5.6 %
Customer D	5.6 %	2.5 %	0.00 %	2.0 %

Details of suppliers accounting for 10% or more of the Group's purchases or trade payables are as follows:

	Purchases		Trade payables	
	2015	2014	2015	2014
Supplier A	20.4%	13.0%	0.29 %	12.9 %
Supplier B	20.0%	10.7%	0.00 %	29.4 %
Supplier C	11.2%	9.8 %	11.66 %	0.0 %
Supplier D	8.0 %	7.6 %	0.00 %	2.2 %
Supplier E	7.5 %	4.8 %	0.00 %	0.0 %

**Note 4 - Trade and other receivables**

	2015	2014
Notes receivable	\$2,553,350	\$780,736
Trade receivables	56,339,927	54,742,846
Less: Allowance for doubtful accounts	(2,521,648 )	(1,424,173 )
Trade receivables - net	53,818,279	53,318,673

Edgar Filing: Delta Technology Holdings Ltd - Form 20-F

Other receivables	41,376,604	11,112,406
Prepayments and deposits	22,626,755	12,534,060
	\$ 120,374,988	\$ 77,745,875

Bank borrowings are secured on trade receivables of the Group with carrying amounts of nil and \$6,983,127 for the years ended June 30, 2015 and 2014 respectively.

Age analysis of trade and other receivables:

	2015	2014
Within 3 months	\$ 54,555,488	\$ 34,040,404
From 3 to 6 months	52,203,130	8,767,953
Past due over 6 months	13,616,370	23,046,895
	\$ 120,374,988	\$ 65,855,252

**DELTA TECHNOLOGY HOLDINGS LIMITED****Notes to Consolidated Financial Statements****as at June 30, 2015 and 2014****Note 5 - Inventories**

	2015	2014
Finished goods	\$6,213,300	\$8,338,302
Raw materials	3,538,296	5,724,265
	\$9,751,596	\$14,062,567

The cost of inventories recognized as an expense and included in cost of sales amounts to \$151,232,213 and \$116,976,856 for the years ended June 30, 2015 and 2014 respectively.

**Note 6 - Property, plant and equipment**

	2015	2014
Buildings	\$13,480,382	\$14,197,999
Machinery	53,540,780	51,900,300
Vehicles	1,911,054	1,803,008
Plant and equipment	13,409,412	4,823,706
Software	97,151	43,858
Construction in progress	4,000,155	18,397,073
	86,438,934	91,165,944
Less: Accumulated depreciation	(21,178,480)	(14,726,156)
Net book value	\$65,260,454	\$76,439,788

Borrowing costs capitalized during the years ended June 30, 2015 and 2014 were \$ nil and \$824,669, respectively.

Buildings with net book value of approximately \$379,902 and \$313,286 were used as collateral of short term bank borrowings for the years ended June 30, 2015 and 2014, respectively.

The depreciation expenses for the years ended June 30, 2015 and 2014 were \$6,452,324 and \$4,816,403, respectively.

**Note 7 - Land Use Rights**

	2015	2014
Land use rights	\$3,222,872	\$5,982,880
Less: Accumulated amortization	(389,039 )	(258,244 )
Land use rights - net	\$2,833,833	\$5,724,636

Land use rights with net book value of approximately \$ 1,898,402 and \$2,394,716 were used as collateral of short term bank borrowings for the years ended June 30, 2015 and 2014, respectively.



**DELTA TECHNOLOGY HOLDINGS LIMITED****Notes to Consolidated Financial Statements****as at June 30, 2015 and 2014****Note 7 - Land Use Rights (Continued)**

The amortization expenses for the years ended June 30, 2015 and 2014 were \$130,795 and \$41,600, respectively.

Years ending June 30,	
2016	\$79,353
2017	79,353
2018	79,353
2019	79,353
2020	79,353
Thereafter	2,437,068
Total	\$2,833,833

**Note 8 - Trade and other payables**

	2015	2014
Notes payable	\$24,626,954	\$13,073,063
Trade payables	6,658,065	19,658,604
Accruals	358,747	408,406
Other taxes payable	2,364,945	853,681
Other payables	11,270,658	1,857,056
	\$45,279,369	\$35,850,810

**Note 9 - Due to a Shareholder**

The amount due to a shareholder was unsecured, interest free and has no fixed repayment date.

**Note 10 - Bank Borrowings**

As of June 30, 2015 and 2014, the Company had short-term borrowings from banks which were repayable within one year and charged at interest rates ranging from 3.9% to 8.2% and from 3.9% to 8.7% per annum, respectively. Such borrowings primarily consist of loans denominated in Renminbi, and U.S. dollars. Bank borrowings are secured over certain bank deposits, certain trade receivables, certain plant and machinery, and certain land use rights. The bank borrowings are guaranteed by a number of unrelated parties, key management of the Company and the ultimate controlling party of the Company.

F-21

**DELTA TECHNOLOGY HOLDINGS LIMITED****Notes to Consolidated Financial Statements****as at June 30, 2015 and 2014****Note 11 - Convertible Bonds**

The Company has entered into a series of securities purchase agreements dated January 31, 2011, May 16, 2011 and June 30, 2011 with certain investment funds, pursuant to which it has issued certain bonds for an aggregate principal amount of \$18,000,000. Details of the convertible bonds issuance are as follows:

	First batch	Second batch	Third batch
Issue date	January 31, 2011	May 16, 2011	June 30, 2011
Principal amount	\$ 4 million	\$ 10 million	\$ 4 million
Interest rate	6% per annum	6% per annum	6% per annum
Type	Unsecured convertible bond	Unsecured convertible bond	Unsecured convertible bond
Conversion Date	Within 3 years after issue date	Within 3 years after issue date	Within 3 years after issue date
Underlying share	Ordinary Share	Ordinary Share	Ordinary Share
Guaranteed interest rate at maturity	15% per annum	15% per annum	15% per annum
Conversion price	\$ 0.8625 per share <sup>1</sup>	\$ 1.04 per share <sup>1</sup>	\$ 1.04 per share <sup>1</sup>

In the event of a share split, share dividends, reverse share split or similar transaction, the Conversion Price shall be automatically adjusted proportionately.

**Adjustments to conversion price**

Upon the issuance of new share or other equity-linked instruments at a price lower than the then existing Conversion price or on terms more favourable, the Conversion price shall be automatically adjusted downward to the same prices as that of the new equity.

**Number of shares convertible**      Number of shares convertible = (Principle + 6% conversion interest compounded annually) / Conversion price If an IPO occurs on or before the eighteen (18) month anniversary of the closing date of the initial closing, no conversion interest shall be payable for the first 18 months period.

**Payment condition when conversion right is not**      On the maturity date the Company shall pay Guaranteed interest, calculated from initial issue date and compounded annually, on the then outstanding and unconverted principal

exercised until maturity amount.  
date

Put option In the event that an IPO has not been consummated on or prior to the two-year anniversary of the original issue date, the holder of note shall have the right exercisable for a thirty (30) day period following the two-year anniversary of the original issue date to require the Company to redeem with 15% interest rate per annum.

<sup>1</sup>The conversion price is adjusted by the bonus shares

	2015	2014
Current portion	\$ -	\$27,375,750
Non-current portion	-	-
	\$ -	\$27,375,750

The carrying amount of the convertible bonds at the balance sheet date is derived as follows:

Face value of convertible bonds	\$-	\$18,000,000
Loss on valuation of convertible bonds	-	9,375,750
	\$-	\$27,375,750
Loss on valuation of convertible bonds:		
At beginning of year	\$-	\$9,219,551
Provided for the year	-	156,199
At end of year	\$-	\$9,375,750

**DELTA TECHNOLOGY HOLDINGS LIMITED****Notes to Consolidated Financial Statements****as at June 30, 2015 and 2014****Note 11 - Convertible Bonds**

As per the settlement agreement, the Company had issued 20,346 shares to the bonds holders for consideration of US\$8,897,000 and remaining balance of the convertible bonds will be repaid by Master Kingdom.

**Note 12 - Income Taxes**

The income tax provision consisted of the following:

	2015	2014
Current income tax expense	\$2,876,710	\$1,784,278
Deferred taxation	852,528	822,200
	\$3,729,238	\$2,606,478

The difference between the income tax expenses and the expected income tax computed at statutory Enterprise Income Tax rate ("EIT") of the PRC was as follows:

	2015	2014
Income before income taxes	\$5,135,757	\$9,434,787
Income tax computed at statutory EIT rate (25%)	1,283,939	2,358,696
Effect of different tax rates available to different jurisdictions	123,830	23,964
Non-deductible expenses	1,976,633	25,773
Change in valuation allowance and others	344,836	198,046
Income tax expenses	\$3,729,238	\$2,606,479

Edgar Filing: Delta Technology Holdings Ltd - Form 20-F

Dividends paid by Jiangsu Delta to the Company are subject to the withholding tax of 5%. The Company's PRC entities historically have not paid any dividends.

The tax effects of temporary differences that give rise to the Company's net deferred tax assets and liabilities are summarized as follows:

	2015	2014
Deferred tax assets		
Current portion:		
Receivables provision	\$525,720	\$449,509
Tax losses carried forward	207,868	207,868
Less: Valuation allowance	-	-
Total deferred tax assets	\$733,588	\$657,377

	2015	2014
Deferred tax liabilities		
Revenue cut-off difference derived from Value Added Tax reporting system to calculate PRC Corporation Income Tax in accordance with the PRC State Administration of Taxation	\$1,948,948	\$1,020,209
Total deferred tax liabilities	\$1,948,948	\$1,020,209
Net deferred tax liabilities	\$(1,215,360)	\$(362,832 )

**DELTA TECHNOLOGY HOLDINGS LIMITED****Notes to Consolidated Financial Statements****as at June 30, 2015 and 2014****Note 13 - Earnings Per Share**

The Company calculates earnings per share in accordance with ASC 260, Earnings Per Share, which requires a dual presentation of basic and diluted earnings per share. Basic earnings per share are computed using the weighted average number of shares outstanding during the fiscal year. Potentially dilutive common shares consist of convertible bonds (using the if-converted method) and exercisable warrants. The following table sets forth the computation of basic and diluted net income per common share:

	2015	2014
Numerator:		
Net income attributable to ordinary shareholders for computing net income per ordinary share – basic	\$1,406,519	\$6,828,308
Loss on valuation of warrants	7,906,529	-
Loss on valuation of convertible bonds	-	156,199
Net income attributable to ordinary shareholders for computing net income per ordinary share – diluted	\$9,313,048	\$6,984,507
Denominator:		
Weighted average number of shares used in calculating net income per ordinary share – basic	6,462,577	4,560,000
Adjustments for		
- Execution of convertible bonds	-	-
- Execution of stock warrant	-	-
Weighted average number of shares used in calculating net income per ordinary share – diluted	6,462,577	4,560,000

The 8,057,403 warrants were not included in the computation of diluted earnings per share as their effects would have been anti-dilutive since the average share price for the years ended June 30, 2015 was lower than the warrants exercise price.

Net income per ordinary share – basic	\$1.44	\$1.53
Net income per ordinary share – diluted	\$1.44	\$1.53

**Note 14 - Commitments**

	2015	2014
Capital commitments		
Capital expenditures contracted for are analyzed as follows:		
Contracted but not provided for:		
Property, plant and equipment	\$3,337,864	\$8,180,814

F-24



**DELTA TECHNOLOGY HOLDINGS LIMITED**

**Notes to Consolidated Financial Statements**

**as at June 30, 2015 and 2014**

**Note 15–Related party transactions**

In addition to the information disclosed elsewhere in the financial statements, the following transaction took place between the Company and related parties at terms agreed between the parties:

Guarantees in favor of the Company's bank borrowings were received from a key management for the year ended June 30, 2015.

Guarantees in favor of the Company's bank borrowings were received from the ultimate controlling party for the years ended June 30, 2015 and 2014.

The immediate and ultimate controlling party of the Company is Mr Chao Xin.

**Note 16 – Disposal of wholly owned subsidiary**

On March 12, 2015, Zhenjiang Xinshun Chemical Trading Company Ltd and Jiangsu Delta entered into a sale and purchase agreement, pursuant to which the entire equity interest of Jiangsu Zhengxin R&D was sold to Zhenjiang Xinshun at a consideration of \$10,518,189 (RMB64.555 million).

Assets and liabilities at the date of disposal:

Cash and cash equivalents	\$4,154
Trade and other receivables	1,012,013
Property, plant and equipment	9,297,970
Land use right	2,850,240
Trade and other payables	(13,879,652)
Net Liabilities	\$(715,275 )

Consideration received	\$10,518,189
Less: Amount required repaying to DanyangBeijiata	(10,055,371)
Gain on disposal	\$1,178,093

**Note 17 - Warrants**

On December 21, 2012, the company issued 4,000,000 public warrants to the shareholder in connection with the Public Offering. Each class A share will be entitled to one public warrant. Each public warrant entitles the holders to purchase from the Company one ordinary shares at an exercise price of \$10.00 commencing on the later of (a) December 18, 2013 and (b) the consolidation of each series of the Company’s ordinary shares into one class of ordinary shares and will expire on the earlier of December 18, 2017 and the date of the Company’s dissolution and liquidation of the Trust Account, unless such public warrant are earlier redeemed.

The public warrants may be redeemed by the Company at a price of \$0.01 per public warrant in whole but not in part upon 30 days prior written notice after the public warrants become exercisable, only in the event that the last sale price of the ordinary shares is at least \$15.00 per share for any 20 trading days within a 30 trading day period ending on the third business day prior to the date on which notice of redemption is given. In the event that there is no effective registration statement or prospectus covering the ordinary shares issuable upon exercise of the public warrants, holders of the public warrants may elect to exercise them on a cashless basis by paying the exercise price by surrendering their public warrants for that number of ordinary shares equal to the quotient obtained by dividing (x) the product of the number of shares underlying the redeemable warrants, multiplied by the difference between the exercise price of the public warrants and the “fair market value” by (y) the fair market value. The “fair market value” means the average reported last sale price of our ordinary shares for the 10 trading days ending on the third trading day prior to the date on which the public warrants notice is sent to the warrant agent. The Company would receive additional proceeds to the extent the redeemable warrants are exercised on a cashless basis.

## **DELTA TECHNOLOGY HOLDINGS LIMITED**

### **Notes to Consolidated Financial Statements**

**as at June 30, 2015 and 2014**

#### **Note 17 - Warrants (Continued)**

In connection with the Private Placement, on December 21, 2012, the founders (CIS Acquisition Holding Co Ltd) and certain of their designees purchased 4,500,000 warrants (the "Placement Warrants") at a price of \$0.75 per warrants for an aggregate purchase price of \$3,375,000. The Placement warrants are identical to the public warrants, except that the Placement warrants are (i) subject to certain transfer restrictions described below, (ii) cannot be redeemed by the Company, and (iii) may be exercised during the applicable exercise period, on a for cash or cashless basis, at any time after the consolidation of each series of the Company's ordinary shares into one class of ordinary shares after consummation of an Acquisition Transaction or post-acquisition tender offer, as the case may be, even if there is not an effective registration statement relating to the shares underlying the Placement warrants, so long as such warrants are held by the founders or their designees, or their affiliates. Notwithstanding the foregoing, if the Placement warrants are held by the holders other than the founders or their permitted transferees, the Placement warrants will only be exercisable by the holders on the same basis as the public warrants included in the units being sold in the Public offering.

As of June 30, 2015, there were 3,357,403 Public warrants and 4,500,000 Placement warrants outstanding. The Company has engaged Ample Appraisal Ltd to have a valuation for all the outstanding warrants (Placement and Public warrants) as at June 30, 2015. The fair value of the public warrants and Placement warrants was \$3,490,791 and \$4,415,738 respectively.

#### **Note 18 - Subsequent Event**

There were no events or transactions other than those disclosed in this report, if any, that would require recognition or disclosure in our consolidated financial statements for the year ended June 30, 2015.

**EXHIBIT INDEX**

**Exhibit No. Description**

1.1*	Amended and Restated Memorandum of Association
1.2*	Amended and Restated Articles of Association
2.1(1)	Specimen Unit Certificate
2.2(1)	Specimen Public Warrant Certificate
2.3(1)	Specimen Placement Warrant Certificate
2.4(1)	Form of Warrant Agreement
2.5(1)	Form of Unit Purchase Option
4.1(1)	Form of Letter Agreement by and among the Registrant, Chardan Capital Markets, LLC and the founders
4.2(1)	Form of Services Agreement between the Registrant and Chardan Capital Markets, LLC
8.1*	List of Subsidiaries of the Company
10.1(2)	Stock Purchase Agreement by and among CIS Acquisition Ltd., Elite Ride Limited, Delta Advanced Materials Limited, and the shareholders of Elite Ride Limited, dated September 16, 2014
10.2 (3)	Registration Rights Agreement by and among CIS Acquisition Ltd. and the holders of Elite Ride Limited, dated September 19, 2014
10.3(3)	Voting Agreement by and among the Company, Elite Ride Limited, Delta Advanced Materials Limited, and certain shareholders of Elite Ride Limited dated September 19, 2014
10.4(3)	Call Agreement by and among CIS Acquisition Ltd. and CIS Sponsors dated September 19, 2014
11.1(1)	Code of Ethics
12.1*	Certification of the Chief Executive Officer (Principal Financial Officer) pursuant to Rule 13a-14(a) of the Securities Exchange Act, as amended.
12.2*	Certification of the Chief Financial Officer (Principal Financial Officer) pursuant to Rule 13a-14(a) of the Securities Exchange Act, as amended
13.1**	Certification of the Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2**	Certification of the Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

\* Filed herewith.

\*\* Furnished herewith.

(1) Incorporated herein by reference to the Company's Registration Statement on Form F-1 (File No. 333-180224).

(2) Incorporated herein by reference to the Company's Form 6-K (File No. 001-35755) filed on September 19, 2014.

(3) Incorporated herein by reference to the exhibits to the Company's Form 20-F filed on September 25, 2014.

