

Sino-Global Shipping America, Ltd.  
Form 10-K  
September 28, 2012

**U. S. SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 10-K**

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

For the fiscal year ended **June 30, 2012**

Commission File Number 001-34024

**Sino-Global Shipping America, Ltd.**

(Exact name of registrant as specified in its charter)

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

**136-56 39th Avenue,**

**Room #305**

**Flushing, NY 11354**

(Address of principal executive offices and zip code)

**(718) 888-1814**

(Registrant's telephone number, including area code)

Securities registered under Section 12(b) of the Exchange Act:

Title of each class	Name of each exchange on which registered
Common Stock, without par value per share	NASDAQ Capital Market

Securities registered under Section 12(g) of the Exchange Act:

None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the issuer 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 if there is disclosure of delinquent filers in response to Item 405 of Regulation S-K contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>



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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.45 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  N/A  The registrant is a smaller reporting company.

The Company is authorized to issue 10,000,000 shares of common stock, without par value per share, and 1,000,000 shares of preferred stock, without par value per share. As of the date of this report, the Company has issued and outstanding 2,903,841 shares of common stock and no shares of preferred stock.

The aggregate market value of the shares of common stock, without par value ("Common Stock"), of the registrant held by non-affiliates on December 31, 2011 was approximately \$3,224,762, based on the closing sales price of \$2.20 per share, as reported on the NASDAQ Capital Market, multiplied by the number of outstanding shares held by non-affiliates on that date (1,465,801 shares).

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the following document are incorporated by reference into Parts I, II and III of this Form 10-K: the Definitive Proxy Statement for the Registrant's 2011 Annual Meeting of Stockholders which will be filed with the Securities and Exchange Commission within 120 days after the end of the Registrant's fiscal year (the "Proxy"); and the registration statements filed with the Commission on January 11 and May 12, 2008, as amended (file nos. 333-150858 and 333-148611) (the "Registration Statements") and prospectus filed pursuant to Rule 424(b)(3) of the Securities Act of 1933 (the "Securities Act") on May 21, 2008 (the "IPO Prospectus").

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

**FORM 10-K**

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## **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

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

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

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

## PART I

### Item 1. Business.

#### **General**

We are a general shipping agency service provider headquartered in the United States with subsidiaries in Australia, Hong Kong and mainland China. Our principal geographic market is in the People's Republic of China ("PRC"). As PRC laws and regulations restrict foreign ownership of shipping agency service businesses, we provide shipping agency services in the PRC through our affiliate, Sino-Global Shipping Agency Ltd. ("Sino-China"), a Chinese legal entity, which holds the licenses and permits necessary to operate shipping services in the PRC. Sino-China is located in Beijing with branches in Qingdao, Tianjin, Qinhuangdao and Fangchenggang and provides general shipping agency services in all commercial ports in the PRC. Through these offices, we are able to coordinate our clients' shipping needs, including preparing documents, husbanding vessels, working through customs issues, coordinating matters with port authorities, overseeing and settling cargo claims, tracking shipments, recommending trucking, warehousing and complementary services. We provide these services mainly through our well-established local agent network. We also act as a local agent and attend vessels directly in the ports in which we have branch offices.

We have designed our services to simplify the shipping process for our clients and to keep our clients fully informed about the status of their shipments. To that end, we analyze the information about prospective shipments provided by our clients to determine the most economical and efficient transportation solutions and then leverage our position as a shipping agency to negotiate competitive shipping rates. We also give our clients daily disbursement reports to empower them to monitor and dispute all questionable charges. In addition to allowing clients to monitor disbursements, our Disbursement Department audits all bills provided by ports for unreasonable charges that violate the guidelines issued by China's Ministry of Communications.

We provide shipping agency services to a variety of vessel sizes and types, including Handysize, Panamax, Capesize, Roll-On/Roll-Off RORO, and VLCC class vessels. We assist clients with a variety of shipping requirements, including bulk and break-bulk general cargo, vehicle transport and raw materials such as crude oil and oil products and iron, manganese and other metal ores.

#### **Market Background**

Since China adopted its open door trade policy in 1978, inviting foreign investment into China, China's economy has steadily developed, both from new investments in China and from increased international trade. As international trade between China and other countries has expanded, the shipping industry in China has also grown.

The evolution of the shipping agency industry has followed that of the shipping industry in general. Prior to the 1980s, China's shipping agency industry was dominated by a single state-owned shipping agency, China Ocean Shipping Agency Co. Limited (Penavico). In 1985, a second shipping state-owned shipping agency, China Marine Shipping Agency Co. Limited (Sinoagent), was permitted to provide shipping agency services to foreign ships discharging a port in China. In 1995, the third largest state-owned shipping agency, China Shipping Agency Co. Ltd (CSA), followed by COSCO Container Shipping Agency Co. Ltd (Cosa) established in 1999.

Since 1985, the PRC has taken a number of steps to open China's shipping agency industry to private companies. In 1990, the PRC adopted the International Ship Agency Management and Stipulation, which allowed state-owned companies to compete in the shipping agency industry. In 2002, the PRC further relaxed the restrictions on shipping agencies by promulgating the People's Republic of China International Marine Transportation Rule, which permitted Chinese private entities and joint ventures between Chinese and foreign entities to compete in the shipping agency industry. The Chinese and American Marine Transportation Agreement in 2003 and the New Round Chinese and European Union Marine Transportation Agreement in 2002 allowed shipping transportation enterprises that were wholly owned by American and European Union businesses, respectively, to provide shipping agency service for their parent companies.

We believe that there are over 1,900 licensed shipping agencies in China. At present, the state-owned shipping agency companies, namely Penavico, Sinoagent, CSA and Cosa, still dominate China's shipping agency industry, combining to generate vast majority of the revenues in the industry. The remaining approved shipping agencies in operation share the remaining agency market in the industry.



We are well positioned between the state-owned agency giants and numerous small agents, becoming the leading private shipping agency service provider in China. This enables us to have a competitive advantage of applying more flexible strategies for our business development under uncertain economy environment.

### **China's Economic Development**

China's population of approximately 1.3 billion people is expected to grow by roughly 7 million people per year. The country's gross national product has grown at a rate of approximately 10 percent for 30 years, making it the fastest growth rate for a major economy in recorded history. In the same 30-year period, China has moved more than 300 million people out of poverty and quadrupled the average Chinese person's income. The tremendous potential of this market is noted by the fact that more than 400 of the world's largest 500 companies are investing in China.

These development factors have produced a burgeoning consumer goods market, as the spending power and aspirations of consumers rise. In response, industries are consolidating and modern retailers are penetrating second-tier and even some third-tier Chinese cities. The increased availability and demand for products throughout China has fueled a corresponding growth in the industries that transport goods within China and between China and other countries.

Although the PRC economy will continue its growth in the future, we cannot assure the growth of the Chinese economy will be steady. Recently, the Chinese government announced its intention to use macroeconomic tools and regulations to slow the rate of growth of the Chinese economy, the results of which are difficult to predict. Adverse changes in the Chinese economy will likely impact the financial performance of the construction and manufacturing industries in China. Consequently, under such circumstances, efforts by the Chinese government to slow the pace of growth of the Chinese economy could result in reduced demand for imported commodities, the number of shipments coming to a Chinese port and ventrally adversely affect our business.

### **Our Strategy**

Our goals are to increase our market share in the PRC shipping agency market and to expand our business to related service areas. We believe we can meet these goals by continuing to focus on the high quality of our personnel, the positive relationships we enjoy with local ports, businesses and agencies and the breadth of services we offer to clients. Key elements of our strategy include the following:

- *Increase our market share.* We believe we have advantages over smaller shipping agencies in terms of infrastructure, administration and services we can offer to clients. As a result, we believe we are able to compete on the basis of service with these smaller agencies. In order to continue to increase our market share in China, we will focus on demonstrating to potential clients that typically use the larger shipping agents that we are able to provide a high level of service. Potential customers in the shipping industry are strongly influenced by formal and informal references. We believe that we have the opportunity to expand our market share by providing high levels of customer satisfaction with our current customers so that they continue to use our services and recommend our shipping agency services to other potential customers that wish to ship to China. We have obtained ISO9000 and UKAS certifications from the International Organization for Standardization and the United Kingdom Accreditation Service, respectively, in recognition of the quality of services we provide. Each of these organizations assesses the effectiveness of quality management systems implemented by companies. The International Organization for Standardization consists of a worldwide federation of national standards bodies for approximately 130 countries, and the ISO9000 certification represents an international consensus of these standards bodies, with the aim of creating global standards of product and service quality. UKAS is the sole national body in the United Kingdom recognized by the government to provide accreditation of conformity assessment bodies. UKAS and ISO9000 certifications address the quality of systems only and do not certify the quality of products or services themselves.

- *Develop a shipping agency network in China and internationally.* We acknowledge that shipping agency is a productive process related to both a loading port and a discharge port. As such, we believe the most cost effective way to develop our business is to build an international network that covers our clients' shipping routs from their loading ports to their discharging ports. We have found a number of benefits of being able to develop an international shipping agency network, including the following advantages:

In addition to our agency services in China, we provide our clients with agency services at the overseas ports where their ships load or discharge goods. From our network, our clients benefit from obtaining control on the shipping process. On the other hand, we are able to generate the revenue from services we perform in the foreign ports and from services referred by the foreign partner agents.

Some of our customers are large Chinese steel manufacturers and traders that import a significant portion of iron ore from overseas to China. Their needs in overseeing loading activities build up a foundation for us to establish an international shipping agency network.

We have developed strong relationships with local agents in China, including the largest Chinese local agency networks, Penavico, Sinoagent and CSA. Recently, we signed a strategic cooperative agreement with Cosa, which has over 50 offices around ports in China. This ensures that our customers have as many advantages possible in working through any complications;

We have developed experience in establishing an international network. Since our IPO, we have contributed significant efforts in building up strategic relationships with countries where China imports large volume of mining materials. We opened offices in Australia and Hong Kong. We have signed strategic cooperative agreements with Monson Agency in Australia, Forbes in India, Wilson Sons in Brazil and King Sons in South Africa. Our Hong Kong office also handles loading services in a port in Canada. For the 2012 fiscal year, the revenues from our loading services overseas are approximately 29% of our total revenues. Along with developing the international agency network, the overseas loading services appear to be the fastest area contributing to our business growth.

- *React quickly to opportunities to offer new services to our clients.* We believe that our Company is small enough to have close working relationships with our customers. As a result, we believe we encourage our customers to raise any concerns, comments or recommendations for additional services that they would like to see provided with our shipping agency services. We also believe that we are large enough to implement many of these recommendations and strive to offer new services when we feel that the services will benefit our customers.

- *Maintain working relationships with third parties in port cities.* We currently enjoy good working relationships with a variety of entities that operate in commercial ports, including port authorities, tugboat companies, pilot stations, stevedore companies, customs agencies, shipping agency associations and local government authorities.

## Customers

We currently provide shipping agency services to a variety of international vessels. The majority of our customers are large Chinese steel manufacturers, traders and international shipping companies that wish to ship goods to and from China. Our largest customer is Beijing Shourong Forwarding Service Co., Ltd, an affiliate of Capital Steel, a steel company in China. We provide shipping agency services for all vessels carrying iron ore for Capital Steel. Revenues from this company accounted for approximately 54% and 64% of our revenues in 2012 and 2011, respectively.

In addition to these companies, we provide shipping agency services to a variety of shipping companies from Germany, Greece, Spain, Italy, Hong Kong, Norway, Switzerland, the United States, Singapore, Japan and South

Korea. We have provided shipping agencies services for vessels carrying bulk and break-bulk cargoes, raw materials, consumer goods, and vehicles.

## **Our Strengths**

We believe that the following strengths differentiate us from our competitors in China's shipping agency industry:

- *Experience in general shipping agency services.* We are one of few shipping agents that specializes in providing a full range of general shipping agency services in China. Unlike a local agent who specializes in dealing with procedures when a vessel arrives or departs in a port, a general agent focuses more on serving clients' needs, providing information for all ports for shipping arrangements, appointing local agents, coordinating local agents' efforts before, in process and after the vessel arrival or departure, saving parking time and loading/discharging costs and sometimes taking responsibility for the vessel's dispatch or demurrage. A general agent serves a larger client with shipments covering many local ports. We believe that our experience in providing general agency services gives us a competitive advantage in attracting large clients, such as Capital Steel, and helps us maintain client business for longer period of time once our tenders are successful.

- *Strength of personnel and administration.* Most of our employees have marine business working experience, and all of our managers/chief operators once served in either Penavico or Sinoagent prior to joining our Company. With these professionals and experienced staff, we believe that we can provide competitive services to our customers.
- *Reputation for reliability and responsiveness to customer requests.* Our operators are constantly on duty so that we can respond quickly to any customer's inquiries regardless of any time difference between our customers and us. Our marketing staff also pays regular visits to customers so that we can continually improve our services in response to customer feedback.
- *Reputation for financial responsibility.* In order to engage in business in China as a shipping agency, we must demonstrate financial responsibility to customers, our business partners, ports and local governmental agencies. We believe our ability to meet our financial obligations has encouraged customers to choose to do business with us and has resulted in the growth of a strong network of service partners in the ports in China and overseas in which we provide shipping agency services.
- *Strength of information management system.* We consistently collect and update port information from local ports so that we can share current and accurate port information with our clients through our network. Our newly developed management information system is based on SAP B-One software, which enables us to record more accurate and updated commercial and accounting information.
- *Quality of services provided to customers.* Unlike agencies that provide local agent services in one particular loading or discharging port, our service network enables us to provide updated and accurate information, which helps our customers make their way smoothly through loading and discharging cargo.
- *Positive relationships with third parties in local ports in China.* In local ports, we maintain positive relationships with stevedore companies, pilot stations, towage companies and other local service providers, which helps our customers enjoy faster loading and discharging rates and a smoother berthing and unberthing process.
- *Strong network of local shipping agents in ports without branch offices.* In addition to having branch offices in four major Chinese commercial ports, we also have a strong network of other shipping agents. Using feedback from customers and our knowledge of the Chinese shipping agency industry, we can compare and select the most competitive agents as our local agents.

## **Our Challenges**

The successful execution of our strategies is subject to certain risks and uncertainties, including those relating to:

- our limited operating history in general and our recent losses;
- limited funds with which to build a nationwide and worldwide port network in China, to recruit and retain quality personnel, to advertise our services and to develop new information technology for use in providing shipping agency services;
- the growth of the shipping agency industry in China and the entrance of new Chinese and foreign competitors into the market;
- our ability to respond to competitive pressures; and
- the regulatory environment in China.

### **Competition**

Our ability to be successful in our industry depends on our ability to compete effectively with companies that may be more well-capitalized than we are or may provide shipping agency services we do not or cannot provide to our customers. While China's shipping agency industry has a variety of small shipping agencies, our primary competitors are Penavico, Sinoagent and CSA. These companies are state-owned in part and much larger than we are and derive significantly more revenue from shipping agency services in China.

- *Penavico*. Founded in 1953, Penavico is the oldest and largest state-owned shipping agency in China. Beginning in 1955, Penavico took over China's shipping agency business from the foreign agents that previously did business in China and, until 1985, Penavico was the only shipping agency operating in China. Penavico now has more than 80 local agencies and 300 business networks across China. Penavico maintains offices in America, Europe, Japan, Korea, Singapore and Hong Kong. Penavico's shipping agency business, bulk ships and container ships currently account for approximately 40% of China's market.
- *Sinoagent*. Sinoagent was formed in 1985 as a specialized subsidiary of Sinotrans Limited Company ("Sinotrans"), a company that provides integrated ocean transportation, land transport, airfreight, warehousing, express services, shipping agency and freight forwarding services. Due to its relationship with Sinotrans, Sinoagent is able to provide a seamless, integrated set of services to its customers. Sinoagent is the second largest state-owned shipping agency and has approximately 30% of China's shipping agency market.
- *CSA*. CSA was established in 1997 and is affiliated with China Shipping Group, specializing in shipping agency business for both domestic and international vessels. CSA is also involved in other related businesses, such as cargo agency and customs declaration. With its headquarters in Shanghai, CSA has more than 54 subsidiaries in major ports along the national coastline, the Yangtze River and the Pearl River of China. These subsidiaries undertake shipping agency business, cargo agency business and customs declaration for both Chinese and foreign vessels navigating among the international lines and the vessels calling on HK, Macao, Taiwan, and the coastlines and other ports in China.

We believe that the three shipping agents' primary strengths include the following:

- the establishment of a complete port network in mainland China;
- the presence of a large base of clients; and
- the availability of funding and financial support from state-owned financial institutions.

### **Regulations on Foreign Exchange**

**Foreign Currency Exchange.** Pursuant to the Foreign Currency Administration Rules promulgated in 1996, as amended in 2007 and 2008, and amended in 1997 and various regulations issued by State Administration of Foreign Exchange (“SAFE”), and other relevant PRC government authorities, RMB is freely convertible only to the extent of current account items, such as trade related receipts and payments, interests and dividends. Capital account items, such as direct equity investments, loans and repatriation of investment, require prior approval from SAFE or its provincial branch for conversion of RMB into a foreign currency, such as U.S. dollars, and remittance of the foreign currency outside the PRC. Payments for transactions that take place within the PRC 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 counterpart. Unless otherwise approved, domestic enterprises must convert all of their foreign currency receipts into RMB.

**Dividend Distribution.** The principal regulations governing dividend distributions by wholly foreign-owned enterprises and Sino-foreign equity joint ventures include:

- Wholly Foreign-Owned Enterprise Law (1986), as amended;
- Wholly Foreign-Owned Enterprise Law Implementing Rules (1990), as amended;
- Sino-Foreign Equity Joint Venture Enterprise Law (1979), as amended; and
- Sino-Foreign Equity Joint Venture Enterprise Law Implementing Rules (1983), as amended.

Under these regulations, wholly foreign-owned enterprises and Sino-foreign equity joint ventures in the PRC may pay dividends only out of their accumulated profits, if any, as determined in accordance with PRC accounting standards and regulations. Additionally, these foreign-invested enterprises are required to set aside certain amounts of their accumulated profits each year, if any, to fund certain reserve funds. These reserves are not distributable as cash dividends.



***Regulation of foreign exchange in certain onshore and offshore transactions.*** Under recent notices issued by SAFE, PRC residents are required to register with and receive approvals from SAFE in connection with offshore investment activities. SAFE has stated that the purpose of these notices is to ensure the proper balance of foreign exchange and the standardization of cross-border flow of funds.

In January 2005, SAFE issued a notice stating that SAFE approval is required for any sale or transfer by PRC residents of a PRC company's assets or equity interests to foreign entities in exchange for the equity interests or assets of the foreign entities. The notice also states that, when registering with the foreign exchange authorities, a PRC company acquired by an offshore company must clarify whether the offshore company is controlled or owned by PRC residents and whether there is any share or asset link between or among the parties to the acquisition transaction.

In April 2005, SAFE issued another notice further explaining and expanding upon the January notice. The April notice clarified that, where a PRC company is acquired by an offshore company in which PRC residents directly or indirectly hold shares, such PRC residents must (i) register with the local SAFE branch regarding their respective ownership interests in the offshore company, even if the transaction occurred prior to the January notice, and (ii) file amendments to such registration concerning any material events of the offshore company, such as changes in share capital and share transfers. The April notice also expanded the statutory definition of the term "foreign acquisition," making the notices applicable to any transaction that results in PRC residents directly or indirectly holding shares in the offshore company that has an ownership interest in a PRC company. The April notice also provided that failure to comply with the registration procedures set forth therein may result in the imposition of restrictions on the PRC company's foreign exchange activities and its ability to distribute profits to its offshore parent company.

On October 21, 2005, SAFE issued a new public notice concerning PRC residents' investments through offshore investment vehicles. This notice took effect on November 1, 2005 and replaces prior SAFE notices on this topic. According to the November 2005 notice:

- any PRC resident that created an off-shore holding company structure prior to the effective date of the November notice must submit a registration form to a local SAFE branch to register his or her ownership interest in the offshore company on or before May 31, 2006;
- any PRC resident that purchases shares in a public offering of a foreign company would also be required to register such shares and notify SAFE of any change of their ownership interest; and
- following the completion of an off-shore financing, any PRC shareholder may transfer proceeds from the financing into China for use within China.

In accordance with the October 2005 notice, on December 12, 2007, Mr. Cao Lei and Mr. Zhang Mingwei obtained appropriate registration from their local SAFE offices.

## **Employees**

As of the date of filing of this report, we have 52 employees, 43 of whom are based in China. Of the total, 7 are in management, 16 are in operation, 8 are in financial affairs, 7 in sales and disbursement, and 14 in administration and technical support. We believe that our relationships with our employees are good. We have never had a work stoppage, and our employees are not subject to a collective bargaining agreement.

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

The Company is not required to provide the information required by this Item because the Company is a smaller reporting company.

## Item 1B. Unresolved Staff Comments.

The Company is not required to provide the information required by this Item because the Company is a smaller reporting company.

## Item 2. Properties.

We currently rent six (6) facilities throughout China, Hong Kong and the United States. Our headquarters are located in Beijing.

Office	Address	Rental Term	Space
	Room 212, Tower C YeQing Plaza		
Beijing, PRC	No. 9, Wangjing North Road Chaoyang District Beijing, PRC 100102 2 <sup>nd</sup> Floor, Duty-Free Store Building	Expires 10/31/2013	207 m <sup>2</sup>
Fangchenggang, PRC	South Gate of Fangcheng Port Fangcheng, PRC 538001	Long term	200 m <sup>2</sup>
Shanghai, PRC	Rm 12B1/12C, No.359 Dongdaming.Road, Hongkou District, Shanghai, PRC 200080	Expires 05/31/2013	145 m <sup>2</sup>
Flushing, NY	136-56 39th Avenue, Room #305, Flushing, New York 11354	month to month	150m <sup>2</sup>
Qingdao, PRC	Room 2101 Building A, No. 10 Xiang Gang (Middle) Road,	Expires 11/30/2012	186 m <sup>2</sup>

Qingdao, PRC 266071

Hong Kong	20/F, Hoi Kiu Commercial Building, 158 Connaught Road Central, HK	Expires 05/17/2013	77 m <sup>2</sup>
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Item 3. Legal Proceedings.

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that we believe will have a material adverse affect on our business, financial condition or operating results.

Item 4. Mine Safety Disclosures.

This item is not applicable.

## PART II

## Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

*Market for Our Common Stock*

Our common stock is traded on the NASDAQ Stock Market under the symbol SINO. As of June 30, 2012, there were four holders of record of our common stock. This number excludes our common stock owned by shareholders holding common stock under nominee security position listings. The high and low common stock sales prices per share during the periods indicated were as follows:

Quarter Ended	Sep. 30	Dec. 31	Mar. 31	June 30	Year
Fiscal year 2012					
Common stock price per share:					
High	\$9.16	\$3.99	\$4.28	\$ 5.73	\$9.16
Low	\$1.38	\$1.52	\$2.10	\$ 2.03	\$1.38

Fiscal year 2011					
Common stock price per share:					
High	\$2.65	\$3.36	\$2.52	\$3.22	\$3.36
Low	\$2.11	\$2.10	\$2.06	\$1.20	\$1.20

*Approximate Number of Holders of Our Common Stock*

As of the date of this report there are four holders of record of our common stock.

*Dividend Policy*

We have never declared or paid any cash dividends on our common stock. We anticipate that we will retain any earnings to support operations and to finance the growth and development of our business. Therefore, we do not expect to pay cash dividends in the foreseeable future. Any future determination relating to our dividend policy will be made at the discretion of our Board of Directors and will depend on a number of factors, including future earnings, capital requirements, financial conditions and future prospects and other factors the Board of Directors may deem relevant. Payments of dividends by Trans Pacific to our company are subject to restrictions including primarily the restriction that foreign invested enterprises may only buy, sell and/or remit foreign currencies at those banks authorized to conduct foreign exchange business after providing valid commercial documents.

### *IPO Proceeds*

The section of the Registration Statements and IPO Prospectus entitled "Use of Proceeds" is incorporated herein by reference. The effective date of the Securities Act registration statement for which the use of proceeds information is being disclosed is May 21, 2008, and the Commission file numbers assigned to the registration statement are 333-150858 and 333-148611.

The offering closed on May 20, 2008. All of the common shares, without par value per share, registered in the offering were placed by the placement agent, Anderson & Strudwick, Incorporated. The Registration Statements registered the initial public offering of up to 1,229,032 shares of the Company's common stock and the resale of up to 217,960 shares of the Company's common stock. All of the initial public offering shares were placed at a price of \$7.75 per share, and all such shares were sold in the offering, with an aggregate price of \$9,524,998. The Company did not receive any proceeds from the sale of any shares by the selling shareholders.

The net proceeds of the offering, including the private placement of securities related to the selling shareholders, were \$9,172,314. Expenses included placement agent commissions, legal fees, escrow agent fees and fees payable in connection with the private placement. All of these fees were payable to parties other than directors, officers, general partners of the Company or their associates; to persons owning ten percent (10%) or more of any class of equity securities of the Company; and to affiliates of the Company.

The Company has used offering proceeds for the following purposes from completion of the IPO through June 30, 2012.

Description of Use	Budgeted Use of Net Proceeds		As June 30, 2012	
	US\$	%	US\$	%
Organization of our company and creation of contractual arrangements among our company, Sino-China and Trans Pacific	100,000	1.23 %	103,526	1.27 %
Business expansion to the main ports in China and overseas	5,930,941	72.74 %	3,730,753	45.75 %
Sarbanes-Oxley compliance	500,000	6.13 %	296,689	3.64 %
Marketing of company across China, United States and internationally	244,621	3.00 %	942,977	11.56 %
Develop information exchange system	400,000	4.91 %	112,164	1.38 %
Train staff	163,081	2.00 %	406,347	4.98 %
Fixed asset purchase	407,702	5.00 %	438,791	5.38 %
Miscellaneous expenses	407,702	5.00 %	664,261	8.15 %
Stock repurchases			372,527	4.57 %
Total	8,154,048	100.00 %	7,068,035	86.68 %

#### Item 6. Selected Financial Data

The Company is not required to provide the information required by this Item because the Company is a smaller reporting company.

#### Item 7. Management's Discussion and Analysis or Plan of Operation.

*The following discussion and analysis of our company's financial condition and results of operations should be read in conjunction with our audited consolidated financial statements and the related notes included elsewhere in the Annual Report. This discussion contains forward-looking statements that involve risks and uncertainties. Actual results and the timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of various factors.*

#### Overview

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

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



On November 13, 2007, the Company formed a wholly owned foreign-owned enterprise, Trans Pacific Shipping Limited (“Trans Pacific Beijing”), which invested in one 90%-owned subsidiary on May 31, 2009, Trans Pacific Logistics Shanghai Limited (“Trans Pacific Shanghai”; Trans Pacific Beijing and Trans Pacific Shanghai are referred to collectively as “Trans Pacific”). Trans Pacific invested another 40%-owned subsidiary, Sino-Global Shipping Agency Development Co., Limited (“Sino-Global Development”), on November 6, 2009. On October 31, 2011, Trans Pacific Beijing reduced its investment in Sino-Global Development from 40% to 19.8% by transferring 20.2% of its interest to the other shareholder due to successive operating losses on Sino-Global Development. On February 7, 2012, Trans Pacific Beijing transferred its remaining 19.8% of interest to a new shareholder due to successive operating losses in Sino-Global Development.

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

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

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

On July 5, 2011, Sino-China signed a Strategic Cooperative Agreement with COSCO Container Shipping Agency Co. Limited, one of the largest state-owned shipping agents in China. The Agreement entitles us to use COSCO Container Shipping Agency’s name to market business in China and overseas. In addition, we are able to provide shipping agency services through over 50 COSCO offices in China.

On October 12, 2011, the Company signed a Memorandum of Understanding with King & Sons Shipping Agency (“King & Sons”), subsidiary of Grindrod Limited, a public company listed on the Johannesburg Securities Exchange (JSE: GNDP) and one of the oldest shipping agents in South Africa. Through the Company’s relationship with King & Sons, it is able to provide general shipping agency services to all ports in South Africa in fiscal year 2012.

On November 8, 2011, the Company signed a Memorandum of Understanding with Wilson Sons Shipping Agency (“Wilson Sons”), the oldest and the leading independent Brazilian ship agent. Through the Company’s relationship with Wilson Sons, it is able to provide general shipping agency services to all ports in Brazil fiscal year 2012.

## **Revenues**

China’s economy slowed down during the fiscal 2012 and the volume of iron ore imported to China has been significantly reduced. Although fewer ships discharged iron ore at Chinese ports, we managed a marginal increase in our revenues largely relying on our intensive marketing activities to the new customers who load iron ore in overseas ports. The number of ships we served increased from 421 for the 2011 fiscal year to 477 for the 2012 fiscal year. However, the increased number of ships served primarily used our protective services, which generate lower agency fees per ship compared to fees per ship in loading and discharging agency services. For the year ended June 30, 2012, our total revenues amounted to approximately \$33.88 million, compared to our total revenues of \$32.94 million for the year ended June 30, 2011. As the table below demonstrates, this is a much slower rate of increase than we have historically encountered.

Year	Revenue (USD)	Growth (%)
2012	33,881,248	2.87
2011	32,935,823	22.71
2010	26,841,336	46.40
2009	18,334,359	21.52
2008	15,087,238	49.51
2007	10,090,879	13.07
2006	8,924,786	31.69

We recognized more than 96% of our revenues in our locations in the United States, Australia and Hong Kong. The revenues recorded in China are subject to a 5% business tax as well as an additional 0.5% surcharge after deducting the costs of services. We deduct these business taxes and related surcharges from our gross revenues to arrive at our total revenues.

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

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

- the number of ships to which we provide port loading/discharging services;
- the size and types of ships we serve;
- the type of services we provide, for example loading/discharging, protective, owner's affairs and so on;
- the rate of service fees we charge;
- the number of ports at which we provide services; and
- the number of customers we serve.

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

exchange rate risk associated with the trend of the U.S. dollar's devaluation against the RMB because our overseas revenues and port charges are normally paid in foreign currencies. To the extent these other foreign currencies devalue against the RMB, of course, we would still face exchange rate risks.

### **Operating Costs and Expenses**

Our operating costs and expenses consist of costs of revenues, general and administrative expenses, selling expenses and other expenses. Our company's total operating costs and expenses increased as a percentage of total revenues for the year ended June 30, 2012 mainly due to an increase in costs paid to Chinese local ports. To maintain our top line growth, we conducted intensive market activities to attract new clients. As a result, our general and administrative expenses and selling expenses increased accordingly. The following table sets forth the components of our company's costs and expenses for the periods indicated.

	For the years ended June 30,				Change	
	2012		2011		US\$	%
	US\$	%	US\$	%	US\$	%
Revenues	33,881,248	100.00	32,935,823	100.00	945,425	2.87
Costs and expenses						
Costs of services	(31,184,331)	(92.04)	(29,619,765)	(89.93)	(1,564,566)	5.28
General and administrative expense	(5,236,167)	(15.45)	(4,544,578)	(13.80)	(691,589)	15.22
Selling expense	(385,064)	(1.14)	(341,665)	(1.04)	(43,399)	12.70
	(36,805,562)		(34,506,008)		(2,299,554)	

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

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

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

Our costs of revenues as a percentage of our total revenues increased from 89.93% to 92.04% for the year ended June 30, 2012, primarily because the U.S. dollars devaluated approximately 4.14% against the Chinese RMB for the year ended June 30, 2012 compared to the year ended June 30, 2011, resulting in the increase of costs of revenues.

*General and Administrative Expenses.* Our general and administrative expenses primarily consist of salaries and benefits for our staff (both operating and administrative personnel), business promotion, depreciation expenses, office rental expenses and expenses for legal, accounting and other professional services. For the year ended June 30, 2012, our general and administrative expenses as a percentage of our total revenues increased from 13.80% to 15.45% compared to the year ended June 30, 2011 because of the increase of expenses in implementing our international expansion strategies. The general and administrative expenses of our Australian and Hong Kong offices constituted about 10.92% of our total general and administrative expenses for the year ended June 30, 2012, compared to that of 7.64% for the year ended June 30, 2011.

*Selling Expenses.* Our selling expenses primarily consist of commissions and traveling expenses for our operating staff to the ports at which we provide services. In line with our efforts to promote rapid business growth, our selling expenses increased in absolute amount and as a percentage of our total net revenues for the year ended June 30, 2012.

## **Critical Accounting Policies**

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

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

### ***Revenue Recognition***

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

Some contracts include provisions for revenues to be recognized as a mark up of actual expenses incurred. In a situation where the services are completed but the information on the actual expenses is not available at the end of the fiscal period, we estimate revenues and expenses based on our previous experience for the revenues of the same kind of vessels, port charges on the vessel’s particulars/movement and costs rate of the port. In general, the estimated revenue are based on the contract amount. In other situations, the estimated revenues are based on the contract amounts plus any additional costs incurred, such as extra weight taxes because of extended parking time at a harbor, additional tow boats used because of inclement weather, overtime during public holidays and so on. If such contributory factors change, our revenues will increase or decrease accordingly. The estimated costs of revenue are based on the cost information provided by the local port and /or our historical experience of similar transactions. Since all estimated costs and expenses are paid in RMB, if the valuation of the RMB increases compared to USD, then the estimated costs and expenses will increase accordingly.

### ***Basis of Consolidation***

The consolidated financial statements include the accounts of the parent and its subsidiaries. All significant inter-company transaction and balances are eliminated in consolidation. Sino-China is considered to be a Variable Interest Entity (VIE) and we are the primary beneficiary. On November 14, 2007, our company through Trans Pacific entered into agreements with Sino-China, pursuant to which we receive 90% of Sino-China's net income. We do not receive any payment from Sino-China unless Sino-China recognizes net income during its fiscal year. These agreements do not entitle us to any consideration if Sino-China incurs a net loss during its fiscal year. In accordance with the agreements, Sino-China pays consulting and marketing fees equal to 85% and 5%, respectively, of its net income to our new wholly foreign-owned subsidiary, Trans Pacific, and Trans Pacific supplies the technology and personnel needed to service Sino-China. Sino-China was designed to operate in China for the benefit of our company.

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



### ***Equity Investment***

Investments in companies that are owned 20% to 50% for which we have significant influence but not control are accounted for by the equity method. Under the equity method, we recognize in earnings our proportionate share of the income or loss of the investee.

With an expectation to open additional business opportunity to the Company, Sino-Global Development was formed on November 9, 2009. Initially, Trans Pacific Beijing held a 40% interest in Sino-Global Development. Since Sino-Global Development has reported successive losses and is insolvent, Trans Pacific Beijing has recognized an investment loss of \$190,026 for the year ended June 30, 2012. On October 31, 2011, Trans Pacific Beijing reduced its investment in Sino-Global Development from 40% to 19.8% by transferring 20.2% of its interest to the other shareholder due to successive operating losses on Sino-Global Development. On February 7, 2012, Trans Pacific Beijing transferred its remaining 19.8% of interest to a new shareholder due to successive operating losses in Sino-Global Development.

### ***Accounts Receivable and Advances***

Accounts receivable are recognized at net realizable value. We maintain allowances for doubtful accounts for estimated losses resulting from the failure of customers to make required payments in the relevant time period. We review the accounts receivable on a periodic basis and record general and specific allowances when there is doubt as to the collectability of individual balances. In evaluating the collectability of individual receivable balances, we consider many factors, including the age of the balance, the customer's historical payment history, its current credit-worthiness and current economic trends. Receivables are considered past due after 365 days. Accounts are written off only after exhaustive collection efforts. Because of the worldwide financial crisis, we have experienced difficulties in collecting cash from some of our customers. In accordance with the Company's accounting policies, management has determined that an allowance of \$357,042 was required at June 30, 2012, compared to \$194,955 as at June 30, 2011. In order to increase our allowance, we provided for a charge to earnings of \$162,087 during the 2012 fiscal year, which increased our net loss and loss per share.

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

We use advance payments to pay a number of fees on behalf of our clients before their ships arrive in port, including harbor, berthing, mooring/unmooring, tonnage, immigration, quarantine and tug hire fees. We record the amounts we receive as Advances from Customers and the amounts we pay as Advances to Suppliers. We recognize revenues and

expenses once the client's ship leaves the harbor and the client pays any outstanding amounts. In some cases, a delay in receiving bills will require us to estimate the Service Revenues and Costs of Services in accordance with the rate and formulas approved by China's Ministry of Communications. When this happens, we record the difference between Service Revenues (as recognized) and Advances from Customers as Accounts Receivable and the difference between Cost of Services and Advances to Suppliers as Accounts Payable. To the extent we recognize revenues and costs in this way, our Accounts Receivable and Accounts Payable will reflect this estimation until we receive the bills and information we require to adjust revenues and expenses to reflect our actual Service Revenues and Cost of Services. Any adjustment to actual from the estimated Revenues and Cost of Services recorded has been and is expected to be immaterial.

### *Translation of Foreign Currency*

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

## **Taxation**

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

We follow the provisions of ASC 740-10, "Accounting for Income Taxes", which addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under ASC 740-10, we may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position would be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. ASC 740-10 also provides guidance on derecognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

The implementation of ASC 740-10 resulted in no material liability for unrecognized tax benefits and no material change to the beginning retained earnings of our company. Our company recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the Statement of Operations. We use the liability method of accounting for income taxes in accordance with US GAAP. Deferred taxes, if any, are recognized for the future tax consequences of temporary differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements. We may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position would be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement.

## **2013 Trends**

Shipping industries have experienced economic downturn all over the world. In addition, the Chinese government has also exercised significant control to slow the pace of growth of the Chinese economy. We expect these trends will continue in our fiscal 2013.

In this difficult macroeconomic environment, our revenues slightly increased 2.87% in fiscal 2012, due to our efforts to implement our international network strategies. We believe that growth is a key for a small company like us to survive and develop. As such, we will continue setting top line growth as our first priority and focus on increasing revenues from our agency services to vessels coming to Chinese ports as well as expanding business activities at the loading ports in Australia, Canada, South Africa, Brazil and other countries with which China has major trading

activities.

In addition to the difficulties in revenue growth, we have experienced significant difficulties in managing our foreign exchange risks. Because we receive most of our revenues in U.S. dollars and pay most of our expenses in Chinese RMB, we have faced increased costs of revenues due to the devaluation of the U.S. dollar against the RMB over the last few years. Although the U.S. dollar devaluation appears slowing down, we anticipate the trend will continue in fiscal 2013 and our gross margin will continue to be negatively affected by the devalued U.S. dollar.

Our general and administrative expenses are significantly higher as a result of our domestic and international business expansion. In the 2013 fiscal year, we will continue our combined effort to control our budget and promote business growth.

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## Results of Operations

### *Year Ended June 30, 2012 Compared to Year Ended June 30, 2011*

*Revenues.* Our total revenues increased by 2.87% from \$32,935,823 for the year ended June 30, 2011 to \$33,881,248 for the year ended June 30, 2012. The number of ships that generated revenues for us increased from 421 to 477 during the year ended June 30, 2012. In contrast the larger increased numbers of ships we served, we only achieved a minor increase in revenues. This is because we provided protective services for more ships, which generated significantly lower revenues per ship. For the year ended June 30, 2012, we provided protective services to 114 ships, compared to 42 ships for the fiscal year 2011. We provided loading/discharging service to 363 and 379 ships during the fiscal year 2012 and 2011, respectively.

*Total Operating Costs and Expenses.* Our total operating costs and expenses increased by 6.66% from \$34,506,008 for the year ended June 30, 2011 to \$36,805,562 for the year ended June 30, 2012. This increase was primarily due to increases in our costs of revenues and general and administrative expenses, as discussed below.

*Cost of Revenues.* Our cost of revenues increased by 5.28% from \$29,619,765 for the 2011 fiscal year to \$31,184,331 for the 2012 fiscal year. Costs of revenues increased faster than revenues, resulting in the decrease of gross margins from 10.07% down to 7.96% for the comparative years ended June 30, 2011 and 2012, respectively. This was largely due to the devaluation of the U.S. dollar against the Chinese RMB. The average foreign exchange rate was \$1.00 to RMB6.3520 for fiscal 2011, compared to \$1.00 to RMB6.6260 for fiscal 2012, a 4.14% increase during the period. This also increased our cost of revenues by approximately \$646,000, or 2%, for the reporting year. Moreover, the Chinese port authorities increased tonnage taxes for vessels arriving at Chinese ports beginning on January 1, 2012, which also increased the costs of revenues for the 2012 reporting period.

*General and Administrative Expenses.* Our general and administrative expenses increased by 15.22% from \$4,544,578 for the 2011 fiscal year to \$5,236,167 for the 2012 fiscal year. This increase was mainly due to (1) an increase of \$323,176 in salaries and human resource expenses, (2) increased bad debts provision of \$60,702 and (3) an increase of \$113,551 in business promotion and expansion expenses. Although we expect our general and administrative expenses to increase in line with our expanding marketing and operations in China and internationally, we will continue our budget control efforts to reduce general and administrative expenses as a percentage of total revenues.

*Selling Expenses.* Our selling expenses increased by 12.70% from \$341,665 for the year ended June 30, 2011 to \$385,064 for the year ended June 30, 2012, due to an increase in commission payments as a result of an increase in operating volume.

*Operating Loss.* We had an operating loss of \$2,924,314 for the year ended June 30, 2012, compared to operating loss of \$1,570,185 for the year ended June 30, 2011. The operating loss for the year of fiscal 2012 was primarily due to the lower gross margin and increase in general and administrative expenses.

*Financial Income, Net.* Our net financial income was \$46,169 for the year ended June 30, 2012, compared to our net financial income of \$199,035 for the year ended June 30, 2011. The net financial incomes were derived largely from the foreign exchange benefit recognized in the financial statement consolidation. Foreign exchange gains and losses resulting from the settlement of foreign exchange transactions are recognized in the consolidated statements of operations.

*Loss from Equity Investment.* As explained previously, we recognized an investment loss of \$190,026 in Sino-Global Development for the year ended June 30, 2012, because it has reported operating losses successively and become insolvent.

*Taxation.* Our income tax benefits were \$120,232 in 2012, compared to income tax benefits \$77,412 in 2011. As we made tax provision of \$29,768 and recognized net deferred tax assets of \$150,000, the income tax benefits of the year ended June 30, 2012 was \$120,232. See Note 8 of the consolidated financial statements for more details.

*Net loss.* As a result of the foregoing, we had a net loss of \$2,812,969 for the year ended June 30, 2012, compared to net loss of \$1,253,738 for the year ended June 30, 2011. After deduction of non-controlling interest in loss, net loss attributable to Sino-Global Shipping America, Ltd. was \$1,768,075 for the year ended June 30, 2012, compared to net loss of \$863,337 for the year ended June 30, 2011. With other comprehensive loss foreign currency translation, comprehensive loss was \$1,703,123 for the year ended June 30, 2012, compared to comprehensive loss of \$863,070 for the year ended June 30, 2011. Since we allocated more resources in international marketing and more personnel for overseas operations, the expenses related to Sino-Global Shipping America Limited increased significantly.

## Liquidity and Capital Resources

### *Cash Flows and Working Capital*

We have financed our operations primarily through cash flows from operations. As of June 30, 2012, we had \$4,433,333 in cash and cash equivalents. Our cash and cash equivalents consist of cash on hand and cash in banks. We deposited approximately 92.3% of our cash in the banks in the USA, Australia and Hong Kong.

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

	For the years ended June 30,	
	2012	2011
	US\$	US\$
Net cash used in operating activities	\$(355,667 )	\$(926,903 )
Net cash used in investing activities	(42,680 )	(41,126 )
Net cash used in financing activities	(28,097 )	(19,917 )
Net decrease in cash and cash equivalents	(445,495 )	(1,047,325 )
Cash and cash equivalents at beginning of year	4,878,828	5,926,153
Cash and cash equivalents at end of year	4,433,333	4,878,828

### *Operating Activities*

Net cash used in operating activities was \$355,667 for the year ended June 30, 2012, compared to net cash used in operating activities of \$926,903 for the comparable year in 2011. The decrease in operating cash flows is mainly attributable to a net loss of \$2,812,969, an increase in advance to suppliers of \$563,347 and an increase in accounts receivable of \$2,103,063, offset by a decrease in prepaid tax of \$259,136, a decrease in advances from customers of

\$407,454 and an increase in accounts payable of \$4,553,592.

Since we collect most of our revenues in U.S. dollars and pay most of our costs and expenses in RMB, the increase in the valuation of the RMB against the U.S. dollar has caused a decline in gross margin and higher expenses for our Company for the year ended June 30, 2012 and 2011.

For the year ended June 30, 2012 and 2011, we experienced net cash used in operating activities, which was mainly attributable to a decline in gross margin and higher expenses as a result of the increase in the valuation of the RMB against the U.S. dollar.

Our revenues have continuously increased, and in order for us to improve our result of operation, we believe the USD has to increase and maintain its valuation against RMB because of the nature of our business. If the U.S. dollar does not increase its valuation against the RMB, we will continue to focus on maintaining our high growth rate so as to overcome, or least mitigate, the negative impact from the U.S. dollar's devaluation.

### *Investing Activities*

Net cash used in investing activities was \$42,680 for the year ended June 30, 2012, compared to net cash used in investing activities of \$41,126 for the year ended June 30, 2011. We made capital expenditures of \$42,680 and \$41,126 in fiscal years 2012 and 2011, representing 0.40% and 0.45% of our total assets, respectively.



### ***Financing Activities***

Net cash used in financing activities was \$28,097 for the year ended June 30, 2012 from the increase of non-controlling interest in majority-owned subsidiary.

### ***Working Capital***

Total working capital as of June 30, 2012 amounted to \$1,753,974, compared to \$4,106,631 as of June 30, 2011. Total current assets as of June 30, 2012 amounted to \$9,786,401, increase of \$1,800,931 compared to \$7,985,470 as of June 30, 2011.

Current liabilities amounted to \$8,032,427 at June 30, 2012, in comparison to \$3,878,839 at June 30, 2011. The increase was attributable mainly to an increase in accounts payable of \$4,553,592, offset by a decrease in advances from customers of \$407,454.

The current ratio decreased from 2.06 at June 30, 2011 to 1.22 at June 30, 2012. The change in our current ratio was primarily due to the increase in our current liabilities.

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

### **Contractual Obligations and Commercial Commitments**

We have leased certain office premises and apartments for employees under operating leases expiring through October 31, 2013. Below is a summary of our company's contractual obligations and commitments as of June 30, 2012:

Payment Due by Period				
Total	Less than 1 year	1-3 years	More than 3 years	
Contractual Obligations				
Operating leases	\$ 156,035	\$ 138,437	\$ 17,598	\$ --

The Labor Contract Law of the People's Republic of China requires employers to assure the liability of the severance payments if employees are terminated and have been working for the employers for at least two years prior to January 1, 2008. The employers will be liable for one month for severance pay for each year of the service provided by the employees. As of June 30, 2012, the Company has estimated its severance payments of approximately \$156,100, which has not been reflected in its consolidated financial statements, because management cannot predict what the actual payment, if any, will be in the future.

### Company Structure

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

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

### **Off-Balance Sheet Commitments and Arrangements**

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

#### **Item 7A. Quantitative and Qualitative Disclosures about Market Risk.**

Not applicable.

#### **Item 8. Financial Statements and Supplementary Data.**

The Company's financial statements and the related notes, together with the report of Friedman LLP, are set forth following the signature pages of this report.

#### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None.

Item 9A. Controls and Procedures

**Evaluation of Disclosure Controls and Procedures**

Our Company maintains a system of controls and procedures designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Act (15 U.S.C. 78a *et seq.*) is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. For the purpose of improving management efficiency and effectiveness, the Company has completed the implementation of a new accounting and management information system using SAP Business One software. During the new system implementation process, we ran the old information system and new SAP system in parallel. As a result, the recording data and processing results were cross-checked and confirmed. Our company is currently utilizing the new system.

As of June 30, 2012, our company carried out an evaluation, under the supervision of and with the participation of management, including our company's chief executive officer and chief financial officer, of the effectiveness of the design and operation of our company's disclosure controls and procedures. Based on the foregoing, the chief executive officer and chief financial officer concluded that our company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) were effective in timely alerting them to information required to be included in the Company's periodic Securities and Exchange Commission filings.

### **Changes in Internal Control over Financial Reporting.**

During the year ended June 30, 2012, we completed the implementation of our SAP Business One software, an accounting and management information system. We believe that the implementation of this system has materially improved our internal control over financial reporting (as defined in Rule 13a-15(f) of the Securities Exchange Act of 1934) by improving our ability to timely and accurately record accounting information.

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

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934, as amended. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that:

- (1)           pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets;
  
- (2)           provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that the Company's receipts and expenditures are being made only in accordance with the authorization of its management and directors; and
  
- (3)           provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

The Company's management assessed the effectiveness of its internal control over financial reporting as of June 30, 2012. In making this assessment, management used the framework set forth in the report entitled *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. The COSO framework summarizes each of the components of a company's internal control system, including (i) the control environment, (ii) risk assessment, (iii) control activities, (iv) information and communication, and (v) monitoring. Based on this assessment, the Company's management believes that, as of June 30, 2012, its internal control over financing reporting is effective based on those criteria.

Item 9B. Other Information.

The Company has previously reported all information required to be disclosed during the fourth quarter of fiscal 2012 in a report on Form 8-K.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Regulation S-K Item 401: The section of the Proxy entitled “Management” is incorporated herein by reference.

Regulation S-K Item 405: Based solely upon a review of Forms 3 and 4 and amendments thereto furnished to the Company under 17 CFR 240.16a-3(e) during its most recent fiscal year and Forms 5 and amendments thereto furnished to the Company with respect to its most recent fiscal year, and any written representation referred to in paragraph (b)(1) of this section, the Company is not aware of any director, officer, beneficial owner of more than ten percent of any class of equity securities of the Company registered pursuant to Section 12 that failed to file on a timely basis, as disclosed in the above Forms, reports required by Section 16(a) during the most recent fiscal year or prior years.

Regulation S-K Item 406: The Company has adopted a Code of Ethics and has filed a copy of the Code of Ethics with the Commission.

Regulation S-K Item 407(c)(3): None.

Regulation S-K Item 407(d)(4) and (5): The Company has an audit committee, consisting solely of the Company’s independent directors, Joseph Jhu, Wang Jing and Dennis O. Laing. Mr. Wang qualifies as the audit committee financial expert. The Company’s audit committee charter is available on the Company’s website ([www.sino-global.com](http://www.sino-global.com)) or directly at the following link: [http://media.corporate-ir.net/media\\_files/irol/22/221375/corpgov/AuditCommCharte09272008.pdf](http://media.corporate-ir.net/media_files/irol/22/221375/corpgov/AuditCommCharte09272008.pdf).

Item 11. Executive Compensation.

The following table shows the annual compensation paid by us to Mr. Cao Lei, our Principal Executive Officer, and Mr. Zhang Mingwei, our Principal Accounting and Financial Officer, for the years ended June 30, 2012 and 2011. No other officer had a salary during either of the previous two years of more than \$100,000.

### Summary Compensation Table

Name	Year	Salary US\$	Bonus US\$	Securities- based Compensation US\$	All other compensation US\$	Total US\$
Cao Lei, Principal Executive Officer	2012	198,550	0	0 <sup>(1)</sup>	0	198,550
	2011	181,323	0	0	0	181,323
Zhang Mingwei, Principal Accounting and Financial Officer	2012	131,309	0	0 <sup>(1)</sup>	0	131,309
	2011	110,787	0	0	0	110,787

We granted each of Mr. Cao and Mr. Zhang options to purchase 36,000 shares of our common stock for \$7.75 per share. We granted these options on May 20, 2008. Although we recognize \$53,114 in compensation expense for (1) these options as 10,800 options vested for each of Mr. Cao and Mr. Zhang in fiscal 2012, changes in SEC disclosure requirements require us to disclose the grant date fair value of these shares. As the grant was made in fiscal 2008, the amount is not reflected in this summary compensation table.



Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	138,000	\$ 7.75	174,903

Name and Address	Title of Class	Amount of Beneficial Ownership	Percentage Ownership
Mr. Cao Lei(1)	common	1,409,240 (2)	48.53 %
Mr. Zhang Mingwei(1)	common	75,600 (2)	2.60 %
Mr. Wang Jing (1)	common	8,000 (3)	0.28 %
Mr. Dennis O. Laing (1)	common	8,000 (3)	0.28 %
Mr. Joseph Jhu (1)	common	6,000 (4)	0.21 %
Mr. Daniel E. Kern(5)	common	389,100 (6)	13.22 %
Total		1,879,140	63.41 %

(1) The individual's address is c/o Sino-Global Shipping America, Ltd., 136-56 39th Avenue, Room #305, Flushing, NY 11354.

Mr. Cao and Mr. Zhang each has received options to purchase 36,000 shares of the Company's common stock, of which 28,800 underlying shares are reflected in this table because they have vested. The remaining 7,200 options will vest more than 60 days after the date hereof.

Mr. Wang and Mr. Laing each has received options to purchase 10,000 shares of the Company's common stock, of which 8,000 underlying shares are reflected in this table because they have vested. The remaining 2,000 options will vest more than 60 days after the date hereof.

Mr. Jhu has received options to purchase 10,000 shares of the Company's common stock, of which 6,000 underlying shares are reflected in this table because they have vested. The remaining 4,000 options will vest more than 60 days after the date hereof.

(5) Mr. Kern's address is 1027 Goldenrod Ave., Corona Del Mar, CA 92625.

Mr. Kern owns 176,200 shares in his individual name, 187,900 shares in the Daniel E. Kern ROTH IRA, and 25,000 shares through Kern Asset Management. Mr. Kern maintains sole voting and dispositive power as to these shares.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The Board of Directors maintains a majority of independent directors who are deemed to be independent under the definition of independence provided by NASDAQ Stock Market Rule 4200(a)(15). The sections of the Registration Statements and IPO Prospectus entitled “Related Party Transactions” and of the Proxy entitled “Election of Directors and Director Biographies” are incorporated herein by reference. Other than as described therein, no transactions required to be disclosed under Item 404 of Regulation S-K have occurred since the beginning of the Company’s last fiscal year.

Item 14. Principal Accounting Fees and Services.

Friedman LLP was appointed by the Company to serve as its independent registered public accounting firm for fiscal 2012. Audit services provided by Friedman LLP for fiscal 2012 included the examination of the consolidated financial statements of the Company; and services related to periodic filings made with the SEC. In addition, Friedman LLP provided review services relating to the Company’s quarterly reports.

### **Audit Fees**

During fiscal 2012 and 2011, Friedman LLP's fees for the annual audit of our financial statements and the quarterly reviews of the financial statements included in Forms 10-Q were \$225,000 and \$225,000, respectively.

### **Audit-Related Fees**

During fiscal 2012 and 2011, Friedman LLP billed \$0 for audit-related services.

### **Tax Fees**

Friedman LLP billed \$0 for tax services in fiscal 2012 and 2011.

### **All Other Fees**

Friedman LLP billed \$0 for other services in fiscal 2012 and 2011.

### **Audit Committee Pre-Approval Policies**

Before Friedman LLP was engaged by the Company to render audit or non-audit services, the engagement was approved by the Company's audit committee. All services rendered by Friedman LLP have been so approved. Of the hours expended on the principal account's engagement to audit the Company's financial statements for fiscal year 2012, 54% were attributed to work performed by persons other than the principal accountant's full-time, permanent employees.

Item 15. Exhibits, Financial Statement Schedules.

Number Exhibit

- 3.1 Articles of Incorporation of Sino-Global Shipping America, Ltd.(1)
- 3.2 Bylaws of Sino-Global Shipping America, Ltd. (1)
- 4.1 Specimen Certificate for Common Stock (1)
- 10.1 Exclusive Management Consulting and Technical Services Agreement by and between Trans Pacific and Sino-China. (1)
- 10.2 Exclusive Marketing Agreement by and between Trans Pacific and Sino-China. (1)
- 10.3 Proxy Agreement by and among Cao Lei, Zhang Mingwei, the Company and Sino-China. (1)
- 10.4 Equity Interest Pledge Agreement by and among Trans Pacific, Cao Lei and Zhang Mingwei. (1)
- 10.5 Exclusive Equity Interest Purchase Agreement by and among the Company, Cao Lei, Zhang Mingwei and Sino-China. (1)
- 10.6 First Amended and Restated Exclusive Management Consulting and Technical Services Agreement by and between Trans Pacific and Sino-China. (1)
- 10.7 First Amended and Restated Exclusive Marketing Agreement by and between Trans Pacific and Sino-China. (1)
- 10.8 Agency Agreement by and between the Company and Beijing Shou Rong Forwarding Service Co., Ltd. (1)
- 14.1 Code of Ethics of the Company.(2)
- 21.1 List of subsidiaries of the Company.(3)
- 31.1 Certifications pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(4)
- 31.2 Certifications pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(4)
- 32.1 Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(4)
- 32.2 Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(4)

(1) Incorporated by reference to the Company's Registration Statement on Form S-1, Registration Nos. 333-150858 and 333-148611.

(2) Incorporated by reference to the Company's Form 10-KSB filed on September 29, 2008, File No. 001-34024.

(3) Incorporated by reference to the Company's Form 10-K filed on September 22, 2009, File No. 001-34024.

(4) Filed herewith.

## SIGNATURES

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

### SINO-GLOBAL SHIPPING AMERICA, LTD.

September 28, 2012 By: /s/ Zhang Mingwei  
Zhang Mingwei  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

September 28, 2012 By: /s/ Cao Lei  
Cao Lei  
Chief Executive Officer  
(Principal Executive Officer)

September 28, 2012 By: /s/ Wang Jing  
Wang Jing  
Independent Director

September 28, 2012 By: /s/ Dennis Laing  
Dennis Laing  
Independent Director

September 28, 2012 By: /s/ Joseph Jhu  
Joseph Jhu  
Independent Director

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

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders

Sino-Global Shipping America, Ltd.

We have audited the accompanying consolidated balance sheets of Sino-Global Shipping America, Ltd. and Affiliate as of June 30, 2012 and 2011, and the related consolidated statements of operations and comprehensive loss, cash flows and changes in equity for the years then ended. Sino-Global Shipping America, Ltd.'s management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its 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 also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall 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 Sino-Global Shipping America, Ltd. and Affiliate as of June 30, 2012 and 2011, and the consolidated results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ Friedman LLP

New York, New York

September 28, 2012

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**SINO-GLOBAL SHIPPING AMERICA, LTD. AND AFFILIATES****CONSOLIDATED BALANCE SHEETS**

	June 30, 2012	2011
Assets		
Current assets		
Cash and cash equivalents	\$4,433,333	\$4,878,828
Advances to suppliers	901,654	338,307
Accounts receivable, less allowance for doubtful accounts of \$357,042 and \$194,955 as of June 30, 2012 and June 30, 2011, respectively	3,788,966	1,847,990
Other receivables, less allowance for doubtful accounts of \$80,000 and \$80,000 as of June 30, 2012 and June 30, 2011, respectively	377,835	417,853
Other current assets	82,257	99,000
Prepaid taxes	27,356	286,492
Deferred tax assets	175,000	117,000
Total current assets	9,786,401	7,985,470
Property and equipment, net	415,672	587,024
Other long-term assets	30,457	42,922
Deferred tax assets - long term	344,000	252,000
Equity investment	-	186,514
Total Assets	10,576,530	9,053,930
Liabilities and Equity		
Current liabilities		
Advances from customers	303,437	710,891
Accounts payable	7,467,145	2,913,553
Accrued expenses	92,217	81,146
Other current liabilities	169,628	173,249
Total Current Liabilities	8,032,427	3,878,839
Total Liabilities	\$8,032,427	\$3,878,839
Commitments and Contingency		
Equity		
Preferred stock, 1,000,000 shares authorized, no par value;	-	-
Common stock, 10,000,000 shares authorized, no par value; 3,029,032 shares issued, 2,903,841 outstanding as of June 30, 2012 and June 30, 2011	\$7,709,745	\$7,709,745

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Additional paid-in capital	1,191,796	1,191,796
Treasury stock, at cost - 125,191 shares	(372,527 )	(372,527 )
Accumulated deficit	(3,056,858 )	(1,288,783)
Accumulated other comprehensive loss	16,709	(9,023 )
Unearned Stock-based Compensation	(202,089 )	(397,558 )
 Total Sino-Global Shipping America Ltd. Stockholders' equity	 5,286,776	 6,833,650
 Non-Controlling interest	 (2,742,673 )	 (1,658,559)
 Total equity	 2,544,103	 5,175,091
 Total Liabilities and Equity	 \$10,576,530	 \$9,053,930

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

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**SINO-GLOBAL SHIPPING AMERICA, LTD. AND AFFILIATES****CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**

	For the years ended June 30,	
	2012	2011
Net Revenues	\$33,881,248	\$32,935,823
Cost of revenues	(31,184,331)	(29,619,765)
Gross profit	2,696,917	3,316,058
General and administrative expenses	(5,236,167)	(4,544,578)
Selling expenses	(385,064)	(341,665)
	(5,621,231)	(4,886,243)
Operating Loss	(2,924,314)	(1,570,185)
Financial income, net	46,169	199,035
Other income, net	134,970	100,289
Loss from equity investment	(190,026)	(60,289)
	(8,887)	239,035
Net loss before provision for income taxes	(2,933,201)	(1,331,150)
Income tax benefit	120,232	77,412
Net loss	(2,812,969)	(1,253,738)
Net loss attributed to non-controlling interest	(1,044,894)	(390,401)
Net loss attributable to Sino-Global Shipping America, Ltd	(1,768,075)	(863,337)
Net loss	(2,812,969)	(1,253,738)
Other comprehensive income:		
Foreign currency translation adjustments	25,732	(4,399)
Comprehensive loss	(2,787,237)	(1,258,137)
Less: Comprehensive loss attributable to non-controlling interest	(1,084,114)	(395,067)
Comprehensive loss attributable to Sino-Global Shipping America Ltd.	\$(1,703,123)	\$(863,070)
Loss per share		

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-Basic and diluted	\$(0.61	) \$(0.30	)
Weighted average number of common shares used in computation			
-Basic and diluted	\$2,903,841	\$2,903,841	

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

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**SINO-GLOBAL SHIPPING AMERICA, LTD. AND AFFILIATES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For the years ended June 30,	
	2012	2011
Operating Activities		
Net loss	\$(2,812,969 )	\$(1,253,738 )
Adjustment to reconcile net loss to net cash used in operating activities		
Stock option expense	195,469	195,469
Depreciation and amortization	244,180	248,209
Provision for doubtful accounts	162,087	66,973
Deferred tax benefit	(150,000 )	(105,000 )
Loss from equity investment	190,026	60,289
Changes in operating assets and liabilities		
Increase in advances to suppliers	(563,347 )	(234,971 )
Increase in accounts receivable	(2,103,063 )	(25,998 )
Decrease (Increase) in other receivables	40,018	(97,954 )
Decrease in other current assets	29,208	168,494
Decrease in prepaid taxes	259,136	191,106
(Decrease) Increase in advances from customers	(407,454 )	354,955
Increase (Decrease) in accounts payable	4,553,592	(568,720 )
Increase in accrued expenses	11,071	5,375
(Decrease) Increase in other current liabilities	(3,621 )	68,608
Net cash used in operating activities	(355,667 )	(926,903 )
Investing Activities		
Capital expenditures and other additions	(42,680 )	(41,126 )
Net cash used in investing activities	(42,680 )	(41,126 )
Financing Activities		
Decrease in noncontrolling interest in majority-owned subsidiary	(28,097 )	(19,917 )
Net cash used in financing activities	(28,097 )	(19,917 )
Effect of exchange rate fluctuations on cash and cash equivalents	(19,051 )	(59,379 )
Net decrease in cash and cash equivalents	(445,495 )	(1,047,325 )
Cash and cash equivalents at beginning of year	4,878,828	5,926,153

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Cash and cash equivalents at end of year	\$ 4,433,333	\$ 4,878,828
Supplemental information		
Interest paid	\$ -	\$ 764
Income taxes paid	\$ 26,400	\$ 5,000

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

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**SINO-GLOBAL SHIPPING AMERICA, LTD. AND AFFILIATES****CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

	Common stock	Additional paid-in capital	Treasury stock	Accumulated deficit	Accumulated other comprehensive loss	Unearned stock- based compensation	Total stockholders' Equity	Non- controlling interest	Total E
Balance as of June 30, 2010	\$7,709,745	\$1,191,796	\$(372,527)	\$(425,446 )	\$(4,624 )	\$(593,027)	\$7,505,917	\$(1,243,575)	\$6,262
Amortization of stock options						195,469	195,469		195,4
Foreign currency translation					(4,399 )		(4,399 )	(24,583 )	(28,9
Net loss				(863,337 )			(863,337 )	(390,401 )	(1,25
Balance as of June 30, 2011	7,709,745	1,191,796	(372,527)	(1,288,783)	(9,023 )	(397,558)	6,833,650	(1,658,559)	5,175
Amortization of stock options						195,469	195,469		195,4
Foreign currency translation					25,732		25,732	(39,220 )	(13,4
Net loss				(1,768,075)			(1,768,075)	(1,044,894)	(2,81
Balance as of June 30, 2012	\$7,709,745	\$1,191,796	\$(372,527)	\$(3,056,858)	\$16,709	\$(202,089)	\$5,286,776	\$(2,742,673)	\$2,544

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

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

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

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

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

The Company’s principal geographic market is in the People’s Republic of China (“PRC”). As PRC laws and regulations restrict foreign ownership of shipping agency service businesses, the Company provides its services in the PRC through Sino-Global Shipping Agency Ltd. (“Sino-China”), a Chinese legal entity, which holds the licenses and permits necessary to operate shipping services in the PRC. Sino-China is located in Beijing with branches in Qingdao, Tianjin, Qinhuangdao and Fangchenggang and provides general shipping agency services in all commercial ports in the PRC.

On November 13, 2007, the Company formed a wholly owned foreign-owned enterprise, Trans Pacific Shipping Limited (“Trans Pacific Beijing”), which invested one 90%-owned subsidiary, Trans Pacific Logistics Shanghai Limited (“Trans Pacific Shanghai”, Trans Pacific Beijing and Trans Pacific Shanghai are referred to collectively as “Trans Pacific”) on May 31, 2009. Trans Pacific invested another 40%-owned subsidiary, Sino-Global Shipping Agency Development Co., Limited (“Sino-Global Development”), on November 6, 2009. On October 31, 2011, Trans Pacific Beijing reduced its investment in Sino-Global Development from 40% to 19.8% by transferring 20.2% of its interest to the other shareholder due to successive operating losses on Sino-Global Development. On February 7, 2012, Trans Pacific Beijing transferred its remaining 19.8% of interest to a new shareholder due to successive operating losses on Sino-Global Development.

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

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



Company's relationship with Monson, the Company is able to provide general shipping agency services to all ports in Australia.

The Company established another wholly-owned subsidiary, Sino-Global Shipping (HK) Limited ("Sino-Global HK") to perform as a control and management center for southern Chinese ports and enables the Company to extend its offering of comprehensive shipping agency services to vessels going to and from one of the world's busiest ports. Sino-Global HK has signed an exclusive partnership agreement with Forbes & Company Limited ("Forbes"), which is a listed company on the Bombay Stock Exchange (BOM: 502865) and one of the largest shipping and logistic service providers in India. Through the Company's relationship with Forbes, it is able to provide general shipping agency services to all ports in India.

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### (a) Basis of presentation

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

### (b) Basis of consolidation

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

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

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

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

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	June 30,	
	2012	2011
Total current asstes	\$537,068	\$958,934
Total assets	766,075	1,324,636
Total current liabilities	298,948	308,737
Total liabilities	298,948	308,737

**(c) Fair Value of Financial Instruments**

We adopted the provisions of ASC 820, Fair Value Measurements and Disclosures. ASC 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1 — Observable inputs such as unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2 — Inputs other than quoted prices that are observable for the asset or liability in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3 — Inputs are unobservable inputs which reflect managements' assumptions based on the best available information.

The carrying value of accounts receivable, other receivables, other current assets, and current liabilities approximate their fair values because of the short-term nature of these instruments. We are of the opinion that we are not exposed to significant interest or credit risks arising from these financial instruments.

**(d) Use of Estimates and Assumptions**

The preparation of the consolidated financial statements in conformity with US GAAP 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 dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Estimates are adjusted to reflect actual experience when necessary. Significant accounting estimates reflected in the Company's consolidated financial statements include revenue recognition, cost of revenues, allowance for doubtful accounts, and the useful lives of property and equipment.

Since the use of estimates is an integral component of the financial reporting process, actual results could differ from those estimates.

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**(e) Translation of Foreign Currency**

The accounts of the Company and its subsidiaries, including Sino-China and each of its branches are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The Company’s functional currency is the US dollars (“\$”) while Sino-China reports its financial position and results of operations in Renminbi (“RMB”). The accompanying consolidated financial statements are presented in US dollars. Foreign currency transactions are translated into US dollars using the fixed exchange rates in effect at the time of the transaction. Generally foreign exchange gains and losses resulting from the settlement of such transactions are recognized in the consolidated statements of operations. The Company translates foreign currency financial statements of Sino-China, Sino-Global AUS, Sino-Global HK and Trans Pacific in accordance with ASC 830-10, “Foreign Currency Matters”. Assets and liabilities are translated at current exchange rates quoted by the People’s Bank of China at the balance sheet dates and revenues and expenses are translated at average exchange rates in effect during the periods. Resulting translation adjustments are recorded as other comprehensive income (loss) and accumulated as a separate component of equity of the Company and also included in non-controlling interest.

The exchange rates for the years ended June 30, 2012 and June 30, 2011 are as follows:

Foreign currency	June 30, 2012		2011	
	BS	PL	BS	PL
RMB:1USD	6.3249	6.3520	6.4716	6.6260
1AUD:USD	1.0203	1.0323	1.0718	0.9897
1HKD:USD	0.1289	0.1286	0.1285	0.1286

**(f) Cash and Cash Equivalents**

Cash and cash equivalents consist of cash on hand, and other highly liquid investments which are unrestricted as to withdrawal or use, and which have maturities of three months or less when purchased. The Company maintains cash and cash equivalents with various financial institutions mainly in the PRC, Australia, Hong Kong and the United States. Cash balances of \$759,182 are not insured by the Federal Deposit Insurance Corporation or other programs.

**(g) Accounts receivable**

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

allowances when there is doubt as to the collectability of individual balances. In evaluating the collectability of individual receivable balances, the Company considers many factors, including the age of the balances, customers' historical payment history, their current credit-worthiness and current economic trends. Receivables are considered past due after 365 days. Management has determined that an allowance of \$357,042 was appropriate at June 30, 2012, and \$194,955 at June 30, 2011. Accounts are written off after exhaustive efforts at collection.

#### **(h) Property and Equipment**

Property and equipment are stated at historical cost less accumulated depreciation. Historical cost comprises its purchase price and any directly attributable costs of bringing the assets to its working condition and location for its intended use. Depreciation is calculated on a straight-line basis over the following estimated useful lives:

Buildings	20 years
Motor vehicles	5-10 years
Furniture and office equipment	3-5 years

The carrying value of a long-lived asset is considered impaired by the Company when the anticipated undiscounted cash flows from such asset is less than its carrying value. If impairment is identified, a loss is recognized based on the amount by which the carrying value exceeds the fair value of the long-lived asset. Fair value is determined primarily using the anticipated cash flows discounted at a rate commensurate with the risk involved or based on independent appraisals. Management has determined that there were no impairments at the balance sheet dates.

#### **(i) Equity Investment**

Investments in companies that are owned 20% to 50% for which the Company has significant influence but no control are accounted for by the equity method. Under the equity method, the Company recognizes in earnings its proportionate share of the income or loss of the investee.

Trans Pacific Beijing transferred its 40% investment of Sino-Global Development to a new shareholder and recognized corresponding investment loss.

#### **(j) Revenue recognition**

The Company charges shipping agency fees in two ways: (1) fixed fees that are predetermined with the customer, and (2) cost-plus fees that are calculated based on the actual costs incurred plus a markup. The Company generally requires payments in advance from customers and bills them on the balance within 30 days after the transactions are completed.

Revenues are recognized from shipping agency services upon completion of services, which coincides with the date of departure of the relevant vessel from port. Advance payments and deposits received from customers prior to the provision of services and recognition of the related revenues are presented as advances from customers.

Some contracts provide that revenues are recognized as a mark up of actual costs incurred. In a situation where the services are completed but the information on the actual expenses is not available at the end of the fiscal year, the Company estimates revenues and costs based on its previous experience for the revenues of the same kind of vessels,



port charges on the vessel's particulars/movement and cost rate of the port. The estimated revenues and costs also incorporate additional costs incurred, such as extra weight taxes because of extended parking time at a harbor, additional tow boats used because of inclement weather, overtime during public holidays, etc. The estimated costs of revenue are based on the cost information provided by the local port and /or our historical experience of similar transactions.

The Company reports its revenue on the amounts billed to customers based on several criteria: (1) the Company assumes all credit risk for the amounts billed to customers, (2) the Company has multiple suppliers for services ordered by customers and discretion to select the supplier that provides the services, and (3) the Company determines the nature, type or specifications of the services ordered by customers and the Company is responsible for fulfilling these services.

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**(k) Taxation**

Because the Company and its subsidiaries and Sino-China are incorporated in different jurisdictions, they file separate income tax returns. The Company uses the liability method of accounting for income taxes in accordance with US GAAP. Deferred taxes, if any, are recognized for the future tax consequences of temporary differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements. A valuation allowance is provided against deferred tax assets if it is more likely than not that the asset will not be utilized in the future.

The Company recognizes 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 Company had no uncertain tax positions as of June 30, 2012 and 2011, respectively. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense.

Income tax returns for the years prior to 2009 are no longer subject to examination by US tax authorities.

***PRC Enterprise Income Tax***

PRC enterprise income tax is calculated based on taxable income determined under PRC GAAP at 25%. Sino-China and Trans Pacific are registered in PRC and governed by the Enterprise Income Tax Laws of the PRC.

***PRC Business Tax and Surcharges***

Revenues from services provided by Sino-China and Trans Pacific are subject to the PRC business tax of 5%. Business tax and surcharges are paid on gross revenues generated from shipping agency services minus the costs of services which are paid on behalf of the customers.

In addition, under the PRC regulations, Sino-China is required to pay the city construction tax (7%) and education surcharges (3%) based on the calculated business tax payments.

Sino-China reports its revenues net of PRC's business tax and surcharges for all the periods presented in the consolidated statements of operations.

**(l) Loss per share**

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

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

**(m) Comprehensive Income (Loss)**

The Company reports comprehensive income in accordance with the FASB issued authoritative guidance which establishes standards for reporting comprehensive income and its component in financial statements. Comprehensive income, as defined, includes all changes in equity during a period from non-owner sources.

**(n) Stock-based compensation**

Valuations are based upon highly subjective assumptions about the future, including stock price volatility and exercise patterns. The fair value of share-based payment awards was estimated using the Black-Scholes option pricing model. Expected volatilities are based on the historical volatility of the Company's stock. The Company uses historical data to estimate option exercise and employee terminations. The expected term of options granted represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the expected life of the option is based on the U.S. Treasury yield curve in effect at the time of the grant.

**(O) Risks and Uncertainties**

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

**(p) Recent Accounting Pronouncements**

In December 2011, the Financial Accounting Standards Board (FASB) issued accounting standards "Comprehensive Income (Topic 220)", Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. This standard became effective for the Company in fiscal years, and interim periods within those years, beginning after December 15, 2011 and applied retrospectively. The implementation of this standard did not have a material impact on its financial position, results of operation and cash flows.

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

(a) Other Receivables

Other receivables represent mainly amounts to be received from customers for advance payments made to the port agent for reimbursed charges to be incurred in connection with the costs of services as well as loans to employees.

(b) Other Current Liabilities

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

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**4. PROPERTY AND EQUIPMENT**

Property and equipment are as follows:

	June 30, 2012	2011
Land and building	\$78,601	\$76,819
Motor vehicles	918,451	893,818
Computer equipment	126,729	110,479
Office equipment	46,359	37,059
Furniture and Fixtures	53,440	36,837
System software	120,539	117,807
Leasehold improvement	67,387	65,859
 Total	 1,411,506	 1,338,678
Less : Accumulated depreciation and amortization	995,834	751,654
 Property and equipment, net	 \$415,672	 \$587,024

**5. STOCK-BASED COMPENSATION**

On May 20, 2008, the Company issued 174,000 stock options (“Options”) to its officers, employees and members of the audit committee to purchase the Company’s common stock. The Options were all issued pursuant to the Company’s 2008 Stock Incentive Plan. On December 15, 2009, the Company issued 10,000 stock options to a member of the audit committee, to purchase the Company’s common stock.

A summary of the options issued under the Plan is presented in the table below:

	June 30, 2012		June 30, 2011	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Options outstanding, beginning of year	138,000	\$ 7.43	138,000	\$ 7.43

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Granted	-	-	-	-
Canceled, forfeited or expired	-	-	-	-
Options outstanding, end of year	138,000	\$ 7.43	138,000	\$ 7.43
Options exercisable, end of year	100,400	\$ 7.49	80,800	\$ 7.53

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Following is a summary of the status of options outstanding and exercisable at June 30, 2012:

Outstanding Options			Exercisable Options		
Exercise Price	Number	Average Remaining Contractual Life	Average Exercise Price	Exercise Number	Average Remaining Contractual Life
\$7.75	128,000	1.0 year	\$7.75	94,400	1.0 year
\$3.37	10,000	2.0 year	\$3.37	6,000	2.0 year
	138,000			100,400	

The issuance of the Options is exempted from registration under the Securities Act of 1933, as amended (the “Act”). The Options will vest at a rate of 20% per year, with 20% vesting initially on May 19, 2010. The Common Stock underlying the Options granted may be sold in compliance with Rule 144 under the Act. The term of the Options is 10 years and the exercise prices of the Options are \$7.75 (174,000 options) and \$3.37 (10,000 options) separately. Each Option may be exercised to purchase one share of Common Stock. Payment for the Options may be made in cash or by exchanging shares of Common Stock at their Fair Market Value. Provided the Common Stock is then traded on the NASDAQ Capital Market, the Fair Market Value will be equal to the average of the highest and lowest registered sales prices of Company Stock on the date of exercise.

The fair value of share-based payment awards was estimated using the Black-Scholes option pricing model. The aggregate fair value of \$202,089 and \$397,558 at June 30, 2012 and 2011, respectively, is presented as “Unearned Stock-based Compensation”. The Company amortized stock option expenses of \$195,469 for each of the years ended June 30, 2012 and 2011.

The fair value of 128,000 and 10,000 stock options granted in 2008 and 2009 were calculated at the grant date using the Black-Scholes option-pricing model with the following assumptions:

Black-Scholes Option Pricing Model for 2008 options

Assumptions:

Stock Price	\$7.75
Strike Price	\$7.75
Volatility	173.84 %
Risk-free Rate	3.02 %
Expected life	5 yrs
Dividend Yield	0.00 %
Number of Options	128,000

Black-Scholes Option Pricing Model for 2009 options



Assumptions:

Stock Price	\$3.31
Strike Price	\$3.37
Volatility	408.84%
Risk-free Rate	2.35 %
Expected life	5 yrs
Dividend Yield	0.00 %
Number of Options	10,000

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In connection with the initial public offering of the Company's common stock on May 20, 2008, 139,032 warrants were issued to the underwriter as part of their compensation. Each warrant has the right to purchase one share of common stock for an exercise price of \$9.30 per share with a term of 10 years. The fair value of these warrants which was netted against the proceeds from the initial public offering, totaled, \$214,451. This estimate was based on the NASD Rule 2710 "Valuation of Non-cash Compensation".

Following is a summary of the status of warrants outstanding and exercisable at June 30, 2012:

Warrants Outstanding	Warrants Exercisable	Weighted Average Exercise Price	Average Remaining Contractual Life
139,032	139,032	\$ 9.30	6.0 years

## 6. NON-CONTROLLING INTEREST

Non-controlling interest consists of the following:

	June 30, 2012	2011
Sino-China:		
Original paid-in capital	\$356,400	\$356,400
Additional paid-in capital	1,044	1,044
Accumulated other comprehensive loss	(45,514 )	(34,390 )
Accumulated deficit	(3,050,234)	(2,004,046)
Other adjustments	(22,265 )	(23,559 )
	(2,760,569)	(1,704,551)
Trans Pacific Logistics Shanghai Ltd.	17,896	45,992
Total	\$(2,742,673)	\$(1,658,559)

## 7. COMMITMENTS AND CONTINGENCY

### (a) Office leases

The Company leases certain office premises and apartments for employees under operating leases through October 31, 2013. Future minimum lease payments under operating leases agreements are as follows:

	Amount
Twelve months ending June 30,	
2013	\$ 138,437
2014	17,598
	\$ 156,035

Rent expense for the years ended June 30, 2012 and 2011 was \$354,265 and \$311,169, respectively.

**(b) Contingency**

The Labor Contract Law of the People's Republic of China requires employers to assure the liability of the severance payments if employees are terminated and have been working for the employers for at least two years prior to January 1, 2008. The employers will be liable for one month for severance pay for each year of the service provided by the employees. As of June 30, 2012, the Company has estimated its severance payments of approximately \$156,100, which has not been reflected in its consolidated financial statements, because management cannot predict what the actual payment, if any, will be in the future.

**8. INCOME TAXES**

The income tax benefit for the years ended June 30, 2012 and June 30, 2011 are as follows:

	For the years ended June 30,	
	2012	2011
Current		
USA	\$ (29,768 )	\$ 5,412
China	-	-
	(29,768 )	5,412
Deferred		
Allowance for doubtful accounts	58,000	(12,000 )
Stock-based compensation	92,000	84,000
Net operating loss carryforward	240,000	41,000
Valuation allowance	(240,000 )	(41,000 )
Net deferred	150,000	72,000
Total	\$ 120,232	\$ 77,412

As of June 30, 2012, the Company recognized deferred tax assets of \$800,000 including current deferred tax assets of \$175,000 and non-current tax assets of \$625,000. The valuation allowance balance increased by \$240,000 and \$41,000 during the years ended June 30, 2012 and 2011, respectively. The Company has deferred tax assets of approximately \$240,000 resulting from operating loss carryforwards of \$557,618 for United States taxes in 2012 which may be utilized to reduce future taxable income through 2032. Management believes that the realization of the full deferred tax benefits appears uncertain due to the Company's recent tax losses in its United States company. Accordingly, the Company has provided partial valuation allowance of \$281,000 on the deferred tax asset to reflect the tax effect of the benefit which may not be realizable. Management reviews this valuation allowance periodically and makes adjustments accordingly.

Income tax benefit for the years ended June 30, 2012 and 2011 varied from the amount computed by applying the statutory income tax rate to loss before taxes. A reconciliation between the expected federal income tax rate using the federal statutory tax rate of 35 percent to the Company's effective income tax rate is as follows:

	For the years ended June 30,	
	2012	2011
	%	%
U.S. expected federal income tax benefit	(35.00 )	(35.00 )

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U.S. state, local tax net of federal (benefit) expense	(10.87	)	15.95	
U.S. permanent difference	0.78		0.60	
U.S. temporary difference	28.89		15.35	
Permanent difference related to other countries	9.50		3.15	
Other	2.60	(5.87	)	
Total tax benefit	(4.10	)	(5.82	)

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## 9. CONCENTRATIONS

### *Major Customer*

For the years ended June 30, 2012 and 2011, approximately 54% and 64%, respectively, of the Company's revenues were from one customer. The Company provides services to one customer under an exclusive agency agreement that expires on December 31, 2012. At June 30, 2012 and 2011 respectively, the same customer accounted for approximately 10% and 14% of the total accounts receivable balance.

### *Major Suppliers*

For the year ended June 30, 2012, two suppliers accounted for 13% and 10% of the total cost of revenues, respectively. For the year ended June 30, 2011, two suppliers accounted for 16% and 10% of the cost of revenues, respectively.

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