

China Precision Steel, Inc.  
Form 10-Q  
November 19, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended: September 30, 2014

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 000-23039

**CHINA PRECISION STEEL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

**14-1623047**

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(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

**18th Floor, Teda Building**

**87 Wing Lok Street, Sheungwan, Hong Kong**

**People's Republic of China**

(Address of principal executive offices, Zip Code)

**852-2543-2290**

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

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The number of shares outstanding of each of the issuer's classes of common stock, as of November 11, 2014 is as follows:

Class of Securities	Shares Outstanding
Common Stock, \$0.001 par value	3,930,866

**CHINA PRECISION STEEL, INC.**

*Quarterly Report on Form 10-Q*

*Three Months Ended September 30, 2014*

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PART I

FINANCIAL INFORMATION

**ITEM 1. FINANCIAL STATEMENTS.**

**CHINA PRECISION STEEL, INC.**

**CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013**

**INDEX TO FINANCIAL STATEMENTS**

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**China Precision Steel, Inc. and Subsidiaries****Consolidated Balance Sheets****(Unaudited)**

	Notes	September 30, 2014	June 30, 2014
<b>Assets</b>			
Current assets			
Cash and cash equivalents		\$73,827	\$485,075
Accounts receivable			
Trade, net of allowances of \$5,697,610 and \$4,932,970 at September 30 and June 30, 2014, respectively	5	1,852,237	2,668,263
Bills receivable		298,036	41,915
Other receivable	6	330,709	331,586
Inventories	7	10,050,622	10,344,070
Prepaid expenses		131,280	151,850
Taxes receivable		2,563,589	2,599,090
Advances to suppliers, net of allowance of \$5,437,715 and \$3,836,107 at September 30 and June 30, 2014, respectively	8	2,415,944	5,627,470
Total current assets		17,716,244	22,249,319
Property, plant and equipment			
Property, plant and equipment, net	9	51,533,953	53,344,143
Construction-in-progress	10	326,647	322,390
		51,860,600	53,666,533
Intangible assets, net	11	1,846,329	1,838,763
Goodwill		99,999	99,999
Total assets		\$71,523,172	\$77,854,614
<b>Liabilities and Stockholders' Equity</b>			
Current liabilities			
Short-term loans	12	\$28,016,854	\$27,732,760
Long-term loan - current portion	13	16,200,000	16,200,000
Accounts payable and accrued liabilities		13,380,143	12,281,346
Advances from customers		5,778,935	6,870,575
Income taxes payable		125,871	124,595

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Total current liabilities		63,501,803	63,209,276
Long-term loan		-	-
Contingencies and Commitments		-	-
Stockholders' equity:			
Preferred stock: \$0.001 per value, 500,000 shares authorized, no shares outstanding at September 30 and June 30, 2014, respectively	15	-	-
Common stock: \$0.001 par value, 10,000,000 shares authorized, 3,930,866 and 3,880,866 issued and outstanding at September 30 and June 30, 2014, respectively	15	3,930	3,880
Additional paid-in capital	15	75,735,016	75,685,066
Accumulated deficit		(89,164,817)	(82,366,428)
Accumulated other comprehensive income		21,447,240	21,322,820
Total stockholders' equity		8,021,369	14,645,338
Total liabilities and stockholders' equity		\$71,523,172	\$77,854,614

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

**China Precision Steel, Inc. and Subsidiaries****Consolidated Statements of Operations****For the Three Months Ended September 30, 2014 and 2013****(Unaudited)**

	<b>Notes</b>	<b>2014</b>	<b>2013</b>
<b>Sales revenues</b>		\$5,740,690	\$11,765,387
Cost of goods sold		8,539,861	14,759,646
<b>Gross (loss)</b>		(2,799,171)	(2,994,259)
<b>Operating expenses</b>			
Selling expenses		20,698	31,168
Administrative expenses		259,573	447,431
Allowance for bad and doubtful debts		2,748,487	5,121,777
Depreciation and amortization expense		39,814	48,142
<b>Total operating expenses</b>		3,068,572	5,648,518
<b>(Loss) from operations</b>		(5,867,743)	(8,642,777)
<b>Other income/(expense)</b>			
Other revenues		-	2,528
Interest and finance costs		(930,646 )	(936,891 )
<b>Total other (expense)</b>		(930,646 )	(934,363 )
<b>(Loss) from operations before income tax</b>		(6,798,389)	(9,577,140)
<b>Provision for income tax</b>			
Current	16	-	-
Total income tax		-	-
Net (loss)		\$(6,798,389)	\$(9,577,140)
Other comprehensive income:			
Foreign currency translation adjustment		124,420	146,207
<b>Comprehensive (loss)</b>		\$(6,673,969)	\$(9,430,933)
<b>Basic (loss) per share</b>	17	\$(1.73 )	\$(2.47 )



<b>Basic weighted average shares outstanding</b>		3,930,866	3,880,866
<b>Diluted (loss) per share</b>	17	\$(1.73	) \$(2.47
<b>Diluted weighted average shares outstanding</b>		3,930,866	3,880,866

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

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**China Precision Steel, Inc. and Subsidiaries****Consolidated Statements of Changes in Stockholders' Equity****For the Three Months Ended September 30, 2014 and 2013****(Unaudited)**

	<b>Common Stock Share</b>	<b>Common Stock Amount</b>	<b>Additional Paid-in Capital</b>	<b>Accumulated Deficit</b>	<b>Accumulated Other Comprehensive Income</b>	<b>Total Stockholders' Equity</b>
Balance at June 30, 2014	3,880,866	\$ 3,880	\$75,685,066	\$(82,366,428 )	\$ 21,322,820	\$ 14,645,338
Stock issued for litigation settlement	50,000	50	49,950	-	-	50,000
Foreign currency translation adjustment	-	-	-	-	124,420	124,420
Net loss	-	-	-	(6,798,389 )	-	(6,798,389 )
Balance at September 30, 2014	3,930,866	\$ 3,930	\$75,735,016	\$(89,164,817 )	\$ 21,447,240	\$ 8,021,369

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

**China Precision Steel, Inc. and Subsidiaries****Consolidated Statements of Cash Flows****For the Three Months Ended September 30, 2014 and 2013****(Unaudited)**

	<b>2014</b>	<b>2013</b>
<b>Cash flows from operating activities</b>		
<b>Net (loss)</b>	\$(6,798,389)	\$(9,577,140)
<b>Adjustments to reconcile net income to net cash provided by operating activities</b>		
Depreciation and amortization	2,377,564	2,258,320
Allowance for bad and doubtful debts	2,748,487	5,121,777
<b>Net changes in assets and liabilities:</b>		
Accounts, bills and other receivable	(605,560 )	263,186
Inventories	399,413	(676,357 )
Prepaid expenses	20,356	142,764
Advances to suppliers	1,706,862	(2,284,494)
Accounts payable and accrued expenses	1,028,698	2,022,999
Advances from customers	(1,162,022)	3,018,167
Taxes payable	62,126	(233,891 )
<b>Net cash (used in)/provided by operating activities</b>	(222,465 )	55,331
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment, including construction in progress	(20,329 )	(14,633 )
<b>Net cash (used in) investing activities</b>	(20,329 )	(14,633 )
<b>Cash flows from financing activities</b>		
Repayments of short-term loans	-	(47,650 )
<b>Net cash (used in) financing activities</b>	-	(47,650 )
<b>Effect of exchange rate</b>	(168,453 )	(1,795 )
<b>Net (decrease) in cash</b>	(411,247 )	(8,747 )
<b>Cash and cash equivalents, beginning of period</b>	485,075	75,243
<b>Cash and cash equivalents, end of period</b>	\$73,828	\$66,496

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

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## **China Precision Steel, Inc. and Subsidiaries**

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

**(Unaudited)**

#### **1. Description of Business**

China Precision Steel, Inc. and Subsidiaries (the “Company,” “CPSL” or “we”) is a niche steel processing company principally engaged in the manufacture and sale of cold-rolled precision steel products for downstream applications including automobile components and spare parts, kitchen tools, electrical appliances, roofing and food packaging materials. Raw materials, hot-rolled steel coils, will go through certain reduction, heating and cutting processing procedures to give steel coils or plates different thickness and specifications for deliveries in accordance with customers’ requirements. Specialty precision steel offers specific control of thickness, shape, width, surface finish and other special quality features that compliment the emerging need for highly engineered end use applications. Precision steel pertains to the precision of measurements and tolerances of the above factors, especially thickness tolerance.

We have five wholly-owned subsidiaries, Partner Success Holdings Limited (“PSHL”), Blessford International Limited (“Blessford International”), Shanghai Chengtong Precision Strip Company Limited (“Chengtong”), Shanghai Blessford Alloy Company Limited (“Shanghai Blessford”) and Shanghai Tuorong Precision Strip Company Limited (“Tuorong”). The Company’s principal activities are conducted through our two operating subsidiaries, Chengtong and Shanghai Blessford with manufacturing facilities located in Shanghai, the People’s Republic of China (the “PRC”). The sole activity of Tuorong is the ownership of land use rights with respect to facilities utilized by Chengtong and Shanghai Blessford. PSHL and Blessford International are both British Virgin Islands companies with the sole purpose of investment holding.

#### **2. Basis of Preparation of Financial Statements**

The financial statements have been prepared in order to present the consolidated financial position and consolidated results of operations in accordance with generally accepted accounting principles in the United States of America (“US GAAP”) and are expressed in terms of US dollars (see Note 3 “Functional Currency and Translating Financial Statements” below).

In June and July 2012, the Company defaulted on the repayment obligations of its short-term and long-term bank loans totaling \$44,216,854 at September 30, 2014. The Company aims to resolve this by working out a repayment plan with the banks but there can be no assurance that the Company will be able to successfully do so or otherwise

fulfill its obligations under the loans. The uncertainty surrounding our lack of readily available liquidity provided by other third party sources raises substantial doubt about our ability to continue as a going concern. Our consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

The accompanying unaudited consolidated financial statements as of September 30, 2014 and for the periods then ended have been prepared in accordance with US GAAP and with the instructions to Form 10-Q and Regulation S-X applicable to smaller reporting companies. In the opinion of management, these unaudited consolidated financial statements include all adjustments considered necessary to make the financial statements not misleading. The results of operations for the three months ended September 30, 2014 are not necessarily indicative of the results to be expected for the full year ending June 30, 2015.

### **3. Summary of Significant Accounting Policies**

The following is a summary of significant accounting policies:

**Cash and Cash Equivalents** – The Company considers all highly liquid debt instruments purchased with a maturity period of three months or less to be cash equivalents. The carrying amounts reported in the accompanying consolidated balance sheets for cash and cash equivalents approximate their fair value.

**Accounts Receivable** – Credit periods vary substantially across industries, segments, types and size of companies in the PRC where we operate our business. Because of the niche products that we process, our customers are usually also niche players in their own respective segment, who then sell their products to end product manufacturers. The business cycle is relatively long, as well as the credit periods. In view of the negative effects of the continuation and intensification of the credit tightening in China and the slowdown of the Chinese economy, we now generally require a 30% advance from customers on sales contracts signed. The Company does offer credit to certain customers for periods of 60 days and 90 days and occasionally offers longer credit terms to long-standing recurring customers with good payment histories and sizable operations. Accounts receivable are recorded at the time revenue is recognized and is stated net of allowance for doubtful accounts.

**Allowance for Doubtful Accounts** – The Company maintains an allowance for doubtful accounts based on its assessment of the collectability of the accounts receivable. Management determines the collectability of outstanding accounts by maintaining regular communication with such customers and obtaining confirmation of their intent to fulfill their obligations to the Company. Management also considers past collection experience, our relationship with customers and the impact of current economic conditions on our industry and market. We note that the continuation or intensification of the credit tightening in China and the slowdown of the Chinese economy had and will continue to have negative consequences on the business operations of our customers and adversely impact their ability to meet their financial obligations. To reserve for potentially uncollectible accounts receivable, management has made a 50% provision for all accounts receivable that are over 180 days past due and full provision for all accounts receivable over 1 year past due. We also regularly review these credit periods, along with our collection experience and the other factors discussed above, to evaluate the adequacy of our allowance for doubtful accounts, and to make changes to the allowance, if necessary. If our actual collection experience or other conditions change, revisions to our allowances may be required, including a further provision which could adversely affect our operating income, or write back of provision when estimated uncollectible accounts are actually collected. At September 30 and June 30, 2014, the Company had \$5,697,610 and \$4,932,970 of allowances for doubtful accounts, respectively.

Bad debts are written off for past due balances over two years or when it becomes known to management that such amount is uncollectible. There was a provision for accounts receivable bad debts of \$1,192,587 and \$5,065,438 recognized for the three months ended September 30, 2014 and 2013, respectively.

**Inventories** – Inventories are stated at the lower of cost or market. Cost is determined using the weighted average method.

Cost of inventories comprises all costs of purchases, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Costs of conversion of inventories include fixed and variable production overheads, taking into account the stage of completion.

There was an inventory write down of \$nil and \$940,453 for the three months ended September 30, 2014 and 2013, respectively.

**Intangible Assets and Amortization** – Intangible assets represent land use rights in China acquired by the Company and are stated at cost less amortization and impairment, if any. Amortization of land-use rights is calculated on the straight-line method, based on the period over which the right is granted by the relevant authorities in China.

**Advances to Suppliers** – In order to ensure a steady supply of raw materials, the Company is required to regularly make cash advances to its suppliers when placing purchase orders, for a guaranteed minimum delivery quantity at future times when raw materials are required. The advance is seen as a deposit to suppliers and guarantees our access to raw materials during periods of shortages and market volatility, and is therefore considered an important component of our operations. Contracted raw materials are priced at prevailing market rates when the advance purchase contracts are entered into. Advances to suppliers are shown net of an allowance which represents potentially unrecoverable cash advances at each balance sheet date. Such allowances are based on an analysis of past raw materials receipt experience and the credibility of each supplier according to its size and background. Our allowances for advances to suppliers are subjective critical estimates that have a direct impact on reported net earnings, and are reviewed quarterly at a minimum to reflect changes from our historic raw materials receipt experience and to ensure the appropriateness of the allowance in light of the circumstances present at the time of the review. It is reasonably possible that the Company's estimate of the allowance will change, such as in the case when the Company becomes aware of a supplier's inability to deliver the contracted raw materials or meet its financial obligations. As of September 30, 2014 and June 30, 2014, the Company had made allowances of advances to suppliers of \$5,437,715 and \$3,836,107, respectively.



Allowances for advances to suppliers are written off when all efforts to collect the materials or recover the cash advances have been unsuccessful, or when it has become known to the management that there is no intention by the suppliers to deliver the contracted raw materials or refund the cash advances. There was a provision for advances to suppliers bad debts of \$1,555,900 and \$56,339 recognized for the three months ended September 30, 2014 and 2013, respectively.

**Property, Plant and Equipment** – Property, plant and equipment are stated at cost less accumulated depreciation. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its present working condition and location for its intended use.

Depreciation is computed on a straight-line basis over the estimated useful lives of the related assets for financial reporting purposes. The estimated useful lives for significant property and equipment are as follows:

Buildings	10 years
Plant and machinery	10 years
Motor vehicles	5 years
Office equipment	5 years
Bearings	3 years

Repairs and maintenance costs are normally charged to the statement of operations in the year in which they are incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the asset, the expenditure is capitalized as an additional cost of the asset.

**Impairment of Long-Lived Assets** – The Company accounts for impairment of property, plant and equipment and amortizable intangible assets in accordance with ASC Topic No. 360 “Property, Plant and Equipment” (“ASC 360”), which requires the Company to evaluate a long-lived asset for recoverability when there is an event or circumstance that indicates the carrying value of the asset may not be recoverable. An impairment loss is recognized when the carrying amount of a long-lived asset or asset group is not recoverable (when carrying amount exceeds the gross, undiscounted cash flows from use and disposition) and is measured as the excess of the carrying amount over the asset’s (or asset group’s) fair value. We primarily use the income valuation approach to determine the fair value of our long-lived assets, with fair value being the price that would be received from selling an asset in an orderly transaction between market participants at the measurement date.

**Capitalized Interest** – The Company capitalizes interest cost on borrowings incurred during the new construction or upgrade of qualified assets. Capitalized interest is added to the cost of the underlying assets and is amortized over the useful lives of the assets. During the three months ended September 30, 2014 and 2013, the Company capitalized \$nil

interest to construction-in-progress.

**Construction-in-Progress** – Plant and production lines currently under development are accounted for as construction-in-progress. Construction-in-progress is recorded at acquisition cost, including land rights cost, development expenditure, professional fees and the interest expenses capitalized during the course of construction for the purpose of financing the project. Upon completion and readiness for use of the project, the cost of construction-in-progress is to be transferred to property, plant and equipment.

**Contingent Liabilities and Contingent Assets** – A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. It can also be a present obligation arising from past events that is not recognized because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

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A contingent liability is not recognized but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, the contingency is then recognized as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Company.

Contingent assets are not recognized but are disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognized.

**Revenue Recognition** – Revenue from the sale of goods and services is recognized on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and the title has passed and services have been rendered. Revenue is reported net of all value added taxes (“VAT”).

**Functional Currency and Translating Financial Statements** – The Company’s principal country of operations is the PRC. Our functional currency is Chinese Renminbi (“RMB”); however, the accompanying consolidated financial statements have been expressed in United States Dollars (“USD”). The consolidated balance sheets have been translated into USD at the exchange rates prevailing at each balance sheet date. The consolidated statements of operations and cash flows have been translated using the weighted-average exchange rates prevailing during the periods of each statement. The registered equity capital denominated in the functional currency is translated at the historical rate of exchange at the time of capital contribution. All translation adjustments resulting from the translation of the financial statements into the reporting currency are dealt with as other comprehensive income in stockholders’ equity. Restrictions on the convertibility of the RMB imposed by the Chinese regulatory authorities may limit our ability to use revenue generated in RMB to fund any future business activities outside China or to make payments in USD.

**Accumulated Other Comprehensive Income** – Accumulated other comprehensive income represents the change in equity of the Company during the periods presented from foreign currency translation adjustments.

**Taxation** – Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the country in which the Company operates.

United States

China Precision Steel, Inc. is subject to United States federal income tax at a tax rate of 34%. No provision for income taxes in the United States has been made as China Precision Steel, Inc. had no taxable income in three months ended September 30, 2014 and 2013.

At September 30 and June 30, 2014, the Company had no unrecognized income tax positions recorded. The Company does not expect its unrecognized tax positions to change significantly in the next twelve months. If unrecognized tax positions existed, the interest and penalties related to the unrecognized tax positions would be recorded as income tax expense in the consolidated statements of operation.

The Company is subject to United States federal income taxes, as well as income taxes in various states and foreign jurisdictions. The Company's tax years 2011 through 2014 remain open to examination for U.S. federal income taxes. With few exceptions, the Company is no longer subject to state or non-U.S. income tax examinations prior to 2011.

#### BVI

PSHL and Blessford International were incorporated in the British Virgin Islands and, under the current laws of the British Virgin Islands, are not subject to income taxes.

#### PRC

Provision for the PRC enterprise income tax is calculated at the prevailing rate based on the estimated assessable profits less available tax relief for losses brought forward. The Company does not accrue taxes on unremitted earnings from foreign operations as it is the Company's intention to invest these earnings in the foreign operations indefinitely.

*Enterprise income tax*

On March 16, 2007, the National People's Congress of China passed The Enterprise Income Tax Law (the "New EIT Law"), and on December 6, 2007, the State Council of China passed the Implementing Rules for the EIT Law ("Implementing Rules") which took effect on January 1, 2008. The New EIT Law and Implementing Rules impose a unified enterprise income tax ("EIT") of 25% on all domestic-invested enterprises and foreign invested entities ("FIEs"), unless they qualify under certain limited exceptions. Both Chengtong and Shanghai Blessford are currently subject to the 25% statutory rates.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets, including tax loss and credit carry forwards, and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred income tax expense represents the change during the period in the deferred tax assets and deferred tax liabilities. The components of the deferred tax assets and liabilities are individually classified as current and non-current based on their characteristics. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company follows the provisions of the ASC Topic No. 740 "Accounting for Income Taxes" and "Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109" ("ASC 740"). ASC 740 requires the recognition of tax benefits or expenses based on the estimated future tax effects of temporary differences between the financial statements and tax bases of its assets and liabilities. Deferred tax assets and liabilities primarily relate to tax basis differences on unrealized gains on corporate equities, stock-based compensation, amortization periods of certain intangible assets and differences between the financial statements and tax bases of assets acquired.

The Company recognizes that virtually all tax positions in the PRC are not free of some degree of uncertainty due to tax law and policy changes in the PRC. However, the Company cannot reasonably quantify political risk factors and thus must depend on guidance issued by current officials in the PRC.

Based on all known facts and circumstances and current tax law, the Company believes that the total amount of unrecognized tax benefits as of September 30, 2014 is not material to its results of operations, financial condition or cash flows. The Company also believes that the total amount of unrecognized tax benefits as of September 30, 2014, if recognized, would not have a material effect on its effective tax rate. The Company further believes that there are no tax positions for which it is reasonably possible, based on current Chinese tax law and policy, that the unrecognized tax benefits will significantly increase or decrease over the next 12 months producing, individually or in the aggregate, a material effect on the Company's results of operations, financial condition or cash flows.

*VAT*

Under the Provisional Regulations of the People's Republic of China Concerning Value Added Tax and its Implementing Rules, value added tax is imposed on goods sold in or imported into the PRC and on processing, repair and replacement services provided within the PRC.

VAT payable in the PRC is charged on an aggregated basis at a rate of 13% or 17% (depending on the type of goods involved) on the full price collected for the goods sold or, in the case of taxable services provided, at a rate of 17% on the charges for the taxable services provided, but excluding, in respect of both goods and services, any amount paid in respect of VAT included in the price or charges, and less any deductible VAT already paid by the taxpayer on purchases of goods and services in the same financial year.

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The revised People's Republic of China Tentative Regulations on Value Added Tax became effective on January 1, 2009 with the issuance of Order of the State Council No. 538. With the implementation of this VAT reform, input VAT associated with the purchase of fixed assets is now deductible against output VAT.

**Retirement Benefit Costs** – According to the PRC regulations on pension, Chengtong and Shanghai Blessford contribute to a defined contribution retirement scheme organized by municipal government in the province in which Chengtong and Shanghai Blessford were registered and all qualified employees are eligible to participate in the scheme. Contributions to the scheme are presently calculated at 45.5% of the employees' salaries above a fixed threshold amount and the employees contribute 10.5%, while Chengtong and Shanghai Blessford contribute the balance contribution of 34%, with maximum contribution assessed on employment income capped at three times the average Shanghai salary of the prior year. The Group has no other material obligation for the payment of retirement benefits beyond the annual contributions under this scheme.

For the three months ended September 30, 2014 and 2013, the Company's pension cost charged to the statements of operations under the plan amounted to \$97,184 and \$71,010, respectively, all of which have been paid to the National Social Security Fund.

**Shipping and Handling Costs** - Shipping and handling costs are included in cost of goods sold.

**Fair Value of Financial Instruments** – The carrying amounts of certain financial instruments, including cash, accounts receivable, other receivables, short-term loans, the current portion of long-term loans, accounts payable, accrued expenses, and other payables approximate their fair values as at September 30 and June 30, 2014 because of the relatively short-term maturity of these instruments.

**Use of Estimates** – The preparation of financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### **4. Concentrations of Business and Credit Risk**

The Company has a credit risk exposure of uninsured cash in banks of \$62,772 as of September 30, 2014. The Company has not experienced any losses in such accounts and believes it is not exposed to any risks on its cash in bank accounts. The Company does not require collateral or other securities to support financial instruments that are

subject to credit risk.

The Company's list of customers whose purchases from us were 10% or more of total sales during the three months ended September 30, 2014 and 2013 is as follows:

<i>a. Customers</i>	<i>2014</i>		<i>2013</i>	
	<i>\$</i>	<i>% to sales</i>	<i>\$</i>	<i>% to sales</i>
Shanghai Bayou Co., Ltd.	1,500,056	26	-	* - *
Shanghai Gonghe Industrial Co., Ltd.	871,481	15	-	* - *
Hangzhou Desheng Metal Products Co., Ltd.	859,994	15	-	* - *
Changshu Jiacheng Steel Plate Co., Ltd.	-	* -	* 1,939,400	16
Hangzhou Pugang Steel Materials Co., Ltd.	-	* -	* 1,290,449	11

\* *Not 10% customers for the relevant periods*

The Company's list of suppliers whose sales to us were 10% or more of our total purchases during the three months ended September 30, 2014 and 2013 is as follows:

<i>b. Suppliers</i>	<i>2014</i>		<i>2013</i>	
	<i>\$</i>	<i>% to Purchases</i>	<i>\$</i>	<i>% to purchases</i>
Maoxun Trading Co., Ltd.	1,551,858	29	4,064,780	37
Shanghai Siming Industrial Co. Ltd.	868,984	16	-	* - *
Changshu Jiacheng Steel Plate Co., Ltd.	-	* -	* 1,778,000	16
Zhongchuan Industrial Logistics Co., Ltd.	-	* -	* 1,427,571	13

\* *Not 10% suppliers for the relevant periods*



Our management continues to take appropriate actions to perform ongoing business and credit reviews of our customers to reduce our exposure to new and recurring customers who have been deemed to pose a high credit risk to our business based on their commercial credit reports, our collection history, and our perception of the risk posed by their geographic location.

## **5. Accounts Receivable**

The Company provides credit in the normal course of business. The Company performs ongoing credit evaluations of its domestic and international customers and clients and maintains allowances for bad and doubtful accounts based on factors surrounding the credit risk of specific customers and clients, historical trends, and other information. Trade accounts receivable, net totaled \$1,852,237 and \$2,668,263 as of September 30 and June 30, 2014, respectively.

Accounts receivable are regularly reviewed for changes from the historic collection experience to ensure the appropriateness of the allowances. The continuation or intensification of the credit tightening in China and the slowdown of the Chinese economy had and will continue to have negative consequences on the business operations of our customers and adversely impact their ability to meet their financial obligations to us. A significant change in our collection experience, deterioration in the aging of receivables and collection difficulties could require that we increase our estimate of the allowance for doubtful accounts. Any such additional bad debt charges could materially and adversely affect our future operating results.

## **6. Other receivable**

Other receivable as of September 30, 2014 and June 30, 2014 includes a balance due from a related party in the amount of \$17,915 and \$24,181, respectively, which has been subsequently repaid.

## **7. Inventories**

ASC 330-10-35, "Adjustments to Lower of Cost or Market", requires us to reduce the carrying value of inventory when there is evidence that the utility of goods will be less than cost, whether due to physical deterioration, obsolescence, changes in price levels or other causes.

As of September 30, 2014 and June 30, 2014, inventories consisted of the following:

	<b>September 30, 2014</b>	<b>June 30, 2014</b>
At cost:		
Raw materials	\$814,548	\$1,058,697
Work in progress	353,315	842,276
Finished goods	5,353,858	5,000,511
Consumable items	3,528,901	3,442,586
	<b>\$10,050,622</b>	<b>\$10,344,070</b>

Costs of finished goods include direct labor, direct materials, and production overhead before the goods are ready for sale.

Consumable items represent parts used in our cold rolling mills and other equipment that need to be replaced from time to time when necessary to ensure optimal operating results, such as auxiliary materials and rollers.

Inventories amounting to \$6,854,613 (June 30, 2014: \$6,703,684) were pledged for short-term loans totaling \$19,848,702 at September 30, 2014 (June 30, 2014: \$19,647,434).

## 8. Advances to Suppliers

Cash advances are shown net of allowances of \$5,437,715 and \$3,836,107 at September 30, 2014 and June 30, 2014, respectively.

Due to an overall negative operating environment for steel businesses in China at present, caused by oversupply and tightened credit, we will regularly review our suppliers and our policy for provision for allowance for advances to suppliers to reflect changes from our historic raw materials receipt experience and to ensure the appropriateness of the allowance in light of the circumstances present at the time of the review.

## 9. Property, Plant and Equipment

Property, plant and equipment, stated at cost less accumulated depreciation, consisted of the following:

	<b>September 30, 2014</b>	<b>June 30, 2014</b>
Plant and machinery	\$80,195,756	\$79,372,491
Buildings	24,258,451	24,012,468
Motor vehicles	729,415	722,018
Office equipment	561,949	556,293
Bearings	2,068,174	2,038,014
	107,813,745	106,701,284
Less: Accumulated depreciation	(56,279,792 )	(53,357,141 )
	<b>\$51,533,953</b>	<b>\$53,344,143</b>

Depreciation expense related to manufacturing is included as a component of cost of goods sold. During the three months ended September 30, 2014 and 2013, depreciation totaling \$1,854,364 and \$1,454,038, respectively, was included as a component of cost of goods sold.

Plant and machinery amounting to \$25,987,929 (June 30, 2014: \$26,780,344) and \$14,141,293 (June 30, 2014: \$14,663,967) were pledged for short-term loans totaling \$28,016,854 and long-term loans including current portion totaling \$16,200,000, respectively, at June 30, 2014 (June 30, 2014: \$27,732,760 and \$16,200,000, respectively).

## 10. Construction-In-Progress

As of September 30, 2014 and June 30, 2014 construction-in-progress consisted of the following:

	<b>September 30, 2014</b>	<b>June 30, 2014</b>
Construction costs	\$ 326,647	\$ 322,390

Construction-in-progress represents construction and installations of annealing furnaces.

## 11. Intangible Assets

Land use rights amounting to \$1,845,540 (June 30, 2014: \$1,837,700) were pledged for short-term loans totaling \$28,016,854 at September 30, 2014 (June 30, 2014: \$27,732,760).

The Company acquired land use rights in August 2004 and December 2006 for 50 years that expire in August 2054 and December 2056, respectively. The land use rights are amortized over a fifty-year term. An amortization amount of approximately \$37,000 is to be recorded each year starting from the financial year ended June 30, 2009 for the remaining lease period; accumulated amortization at September 30, 2014 is \$333,675 (June 30, 2014: \$319,417).

Amortizable intangible assets of the Company are reviewed when there are triggering events to determine whether their carrying value has become impaired. The Company also re-evaluates the periods of amortization to determine whether subsequent events and circumstances warrant revised estimates of useful lives.

## 12. Short-Term Loans

Short-term loans consisted of the following:

	September 30, 2014	June 30, 2014
Bank loan dated June 29, 2011, due July 31, 2012, with an interest rate at 115% of the standard market rate set by the People's Bank of China ("PBOC") (7.2565% at September 30, 2014) per annum (Notes 9 and 11)	8,168,152	8,085,326
Bank loan dated June 29, 2011, due July 31, 2012 with an interest rate at 115% of the standard market rate set by PBOC (7.2565% at September 30, 2014) per annum (Notes 7, 9 and 11)	19,848,702	19,647,434
	\$28,016,854	\$27,732,760

The above bank loans outstanding at September 30, 2014 are Renminbi ("RMB") loans and carry an interest rate of 1.15 times the standard market rate set by the PBOC. These loans are secured by inventories, land use rights, buildings and plant and machinery, and guaranteed by PSHL and our former Chairman, Mr. Wo Hing Li. In addition, pursuant to a bank loan agreement entered into between the Company and Raiffeisen Zentralbank Osterreich AG ("RZB"), Mr. Li undertakes to maintain a shareholding percentage in the Company of not less than 33.4% unless otherwise agreed to with RZB.

The weighted-average interest rate on short-term loans at September 30, 2014 and 2013 was 7.26% and 6.9%, respectively. Principal and interest under the short-term loans totaling \$28,016,854 with RZB were to be repaid in full on July 31, 2012, but the Company has defaulted on this repayment obligation. On April 16, 2014, we received a notice from China International Economic and Trade Arbitration Commission regarding an arbitration pleading filed by RZB for the defaulted short-term loan. The first arbitration hearing took place on October 14, 2014. We aim to work out a repayment plan with RZB through arbitration but there can be no assurance that the Company will be able to successfully do so. Any restructuring will be subject to approval by RZB's governing bodies, and to the Company's ability to meet certain conditions and requirements that may be imposed by the Bank. RZB also has the right to take possession of the collateral granted in connection with their respective loan agreements, which action would have a material adverse impact on the Company.

As part of the ongoing discussions with RZB to potentially restructure our short-term loans, we have implemented and will continue to implement a series of measures to remain viable and improve overall profitability including expanding our customer base to increase total demand, strategizing our product mix to re-focus on our competitive advantage and niche capabilities including the ultra-thin low-carbon and high strength high-carbon products, improve our production management and increase quality control, and continuing to carry out research and development (“R&D”) to improve profitability of existing products and launch new high value-add products.

**13. Long-Term Loan – Current Portion**

	<b>September 30, 2014</b>	<b>June 30, 2014</b>
Bank loan dated June 29, 2010, due June 15, 2016 with an interest rate of the London Interbank Offered Rate (“LIBOR”) plus 4.5% (4.8279% at June 30, 2014) per annum (Note 9)	\$ 16,200,000	\$ 16,200,000

On January 29, 2010, Shanghai Blessford entered into a Senior Loan Agreement with DEG-Deutsche Investitions-Und Entwicklungsgesellschaft Mbh (“DEG”) for a loan amount up to \$18,000,000 at an annual interest rate of 4.5% above the six-month USD LIBOR rate. The loan is to be repaid semi-annually over five years starting on December 15, 2011 and is secured by a mortgage on the new cold rolling line and annealing furnaces at Shanghai Blessford’s facilities and guaranteed by the Company.

In June 2012, the Company defaulted on its semi-annual principal and interest repayment obligation. The Company aims to resolve this by working out a repayment plan but there can be no assurance that the Company will be able to successfully do so. Until any agreement is reached, DEG has the right to cancel the total outstanding commitment of the loan, demand immediate repayment of all or part of the loan with accrued interest, and/or terminate the loan agreement. DEG also has the right to take possession of the collateral granted in connection with its respective loan agreements, which action would have a material adverse impact on the Company.

#### **14. Contingencies and Commitments**

##### *Legal Proceedings*

The Company is subject to various legal proceedings and claims that have arisen in the ordinary course of business.

Certain former officers and directors have filed a lawsuit against the Company claiming that they are entitled to defense and indemnification from the Company for the claims of Mr. Zhang and China Venture Partners filed in the U.S. Southern District Court of New York on March 9, 2012. Because the underlying case was dismissed without any award to the plaintiffs, these former officers and directors sought to recover their costs and attorney’s fees expended in defending against the claims of Mr. Zhang and China Venture Partners. On June 9, 2014, the Company entered into a settlement agreement with these former officers and directors for a settlement sum in the form of \$50,000 cash and 50,000 shares of the Company’s restricted common stock, for a complete release of the claims. Both cash and stocks have been paid in July 2014, in accordance with the agreed terms.

#### **15. Stockholders’ Equity**

##### *Restrictions on Retained Earnings*

Payments of dividends may be subject to some restrictions due to the fact that the operating activities are conducted in subsidiaries residing in the PRC. The laws and regulations of the PRC currently permit the payment of dividends only out of accumulated profits as determined in accordance with Chinese accounting standards and regulations. Our PRC subsidiaries are also required under PRC laws and regulations to allocate at least 10% of their annual after-tax profits determined in accordance with PRC generally accepted accounting principles to a statutory general reserve fund until the amounts in said fund reaches 50% of our registered capital. Currently, our subsidiaries in China are the only sources of revenues or investment holdings for the payment of dividends. If they do not accumulate sufficient profits under Chinese accounting standards and regulations to first fund certain reserve funds as required, we will be unable to pay any dividends. As of September 30, 2014, the Company had \$601,744 in its general reserve. We currently intend to retain any future earnings for use in the operation and expansion of our business. No cash dividends have been paid to the parent company for the last three fiscal years.

## 16. Income Taxes

Significant components of the Group's deferred tax assets and liabilities as of September 30, 2014 and June 30, 2014 are as follows:

	<b>September 30, 2014</b>	<b>June 30, 2014</b>
<b>Deferred tax assets and liabilities:</b>		
Net operating loss carried forward	\$33,126,237	\$32,002,368
Temporary differences resulting from allowances	3,306,331	2,709,471
Net deferred income tax asset	\$36,432,568	\$34,711,839
Valuation allowance	(36,432,568)	(34,711,839)
	\$-	\$-



The Company has not recognized a deferred tax liability as its foreign subsidiaries do not have any undistributed earnings as of September 30, 2014. A deferred tax liability will be recognized when the Company no longer plans to permanently reinvest undistributed earnings.

A reconciliation of the provision for income taxes with amounts determined by the PRC income tax rate to income tax expense per books is as follows:

	<b>Three Months ended September 30,</b>	
	<b>2014</b>	<b>2013</b>
Computed tax at the PRC statutory rate of 25%	\$(1,712,364)	\$(2,403,987)
Valuation allowance	1,720,729	2,412,461
Income not subject to tax	(8,365 )	(8,488 )
Expenses not deductible for tax	-	14
Income tax expense per books	\$-	\$-

Income tax (benefit) consists of:

	<b>Three Months ended September 30,</b>	
	<b>2014</b>	<b>2013</b>
Income tax (benefit) for the year – PRC	\$-	\$(5,868,318)
Deferred income tax benefit – PRC	-	-
Income tax (benefit) per books	\$-	\$(5,868,318)

## 17. (Loss) Per Share

ASC 260-10 requires a reconciliation of the numerator and denominator of the basic and diluted (loss) per share (EPS) computations.

The following is a reconciliation of the numerator and denominator of the basic and diluted (loss) per share (EPS) computations.

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	<b>Income</b>	<b>Shares</b>	<b>Per</b>
	<b>(Numerator)</b>	<b>(Denominator)</b>	<b>Share</b>
			<b>Amount</b>
For the three months ended September 30, 2014:			
Net (loss)	\$(6,798,389 )		
Basic EPS (loss) available to common shareholders	\$(6,798,389 )	3,930,866	\$ (1.73 )
Effect of dilutive securities:			
Warrants		-	
Diluted EPS (loss) available to common shareholders	\$(6,798,389 )	3,930,866	\$ (1.73 )
For the three months ended September 30, 2013:			
Net (loss)	\$(9,577,140 )		
Basic EPS (loss) available to common shareholders	\$(9,577,140 )	3,880,866	\$ (2.47 )
Effect of dilutive securities:			
Warrants		-	
Diluted EPS (loss) available to common shareholders	\$(9,577,140 )	3,880,866	\$ (2.47 )

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## 18. Impairment

We determine impairment of long-lived assets, including property, plant and equipment and amortizable intangible assets, by measuring the estimated undiscounted future cash flows generated by these assets, comparing the result to the assets' carrying values and, if necessary, adjusting the assets to the lower of its carrying value or fair value and charging current operations for the measured impairment. The determination of the undiscounted future cash flows and fair value of these assets are subject to significant judgment.

The assets are subject to impairment consideration if events or circumstances indicate that their carrying amounts might not be recoverable. As of September 30, 2014, as the Company's market capitalization was lower than the carrying value of its assets and the Company experienced continuing losses, management performed an impairment test and no impairment charges were recognized for the relevant year. As of September 30, 2014, the Company expects these assets to be fully recoverable based on the result of the impairment test.

## 19. Recent Accounting Pronouncements

In April 2014, the FASB issued ASU No. 2014-08, *Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360)* ("ASU 2014-08"). ASU 2014-08 amends the requirements for reporting discontinued operations and requires additional disclosures about discontinued operations. Under the new guidance, only disposals representing a strategic shift in operations or that have a major effect on the Company's operations and financial results should be presented as discontinued operations. This new accounting guidance is effective for annual periods beginning after December 15, 2014. The Company does not believe adoption of this new guidance will have a significant impact on its consolidated financial statements.

In May, 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"). ASU 2014-09 will eliminate transaction- and industry-specific revenue recognition guidance under current U.S. GAAP and replace it with a principle based approach for determining revenue recognition. ASU 2014-09 will require that companies recognize revenue based on the value of transferred goods or services as they occur in the contract. The ASU also will require additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. ASU 2014-09 is effective for reporting periods beginning after December 15, 2016, and early adoption is not permitted. Entities can transition to the standard either retrospectively or as a cumulative-effect adjustment as of the date of adoption. The Company is currently evaluating the effect of ASU 2014-09 on its consolidated financial statements.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

### **Special Note Regarding Forward Looking Statements**

In addition to historical information, this report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We use words such as “believe,” “expect,” “anticipate,” “project,” “target,” “plan,” “optimistic,” “intend,” “aim,” “will” or similar expressions which are intended to identify forward-looking statements. Such statements include, among others, those concerning market and industry segment growth and demand and acceptance of new and existing products; any projections of sales, earnings, revenue, margins or other financial items; any statements of the plans, strategies and objectives of management for future operations; and any statements regarding future economic conditions or performance, as well as all assumptions, expectations, predictions, intentions or beliefs about future events. You are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, as well as assumptions, which, if they were to ever materialize or prove incorrect, could cause the results of the Company to differ materially from those expressed or implied by such forward-looking statements. Potential risks and uncertainties include, among other things, factors such as: plans to expand our exports outside of China; plans to increase our production capacity and the anticipated dates that such facilities may commence operations; our ability to obtain additional funding for our continuing operations and to fund our expansion; our ability to meet our financial projections for any financial year; our ability to retain our key executives and to hire additional senior management; continued growth of the Chinese economy and industries demanding our products; our ability to secure at acceptable prices the raw materials we need to produce our products; political changes in China that may impact our ability to produce and sell our products in our target markets; general business conditions and competitive factors, including pricing pressures and product development; and changes in our relationships with customers and suppliers. You should carefully review the risk factors described in other documents we file from time to time with the U.S. Securities and Exchange Commission, including our Annual Report on Form 10-K for our fiscal year ended June 30, 2014.

The following discussion should be read in conjunction with our unaudited consolidated financial statements and the related notes that appear in Part I, Item 1, “Financial Statements,” of this quarterly report. Our unaudited consolidated financial statements are stated in United States Dollars and are prepared in accordance with United States Generally Accepted Accounting Principles. The following discussion and analysis covers the Company's unaudited consolidated financial condition at September 30, 2014 and June 30, 2014, the end of its prior fiscal year, and its unaudited consolidated results of operation for the three months ended September 30, 2014 and 2013.

### **Use of Terms**

Except as otherwise indicated by the context, all references in this report to:

“CPSL,” “Company,” “Group,” “we,” “us” or “our” are to China Precision Steel, Inc., a Delaware corporation, and its direct and indirect subsidiaries;

“PSHL” are to our subsidiary Partner Success Holdings Limited, a BVI company;

“Blessford International” are to our subsidiary Blessford International Limited, a BVI company;

“Shanghai Blessford” are to our subsidiary Shanghai Blessford Alloy Company Limited, a PRC company;

“Chengtong” are to our subsidiary Shanghai Chengtong Precision Strip Company Limited, a PRC company;

“Tuorong” are to our subsidiary Shanghai Tuorong Precision Strip Company Limited, a PRC company;

“China” and “PRC” are to the People’s Republic of China;

“BVI” are to the British Virgin Islands;

“SEC” are to the United States Securities and Exchange Commission;

“Securities Act” are to the Securities Act of 1933, as amended;

“Exchange Act” are to the Securities Exchange Act of 1934, as amended;

“RMB” are to Renminbi, the legal currency of China; and

“U.S. dollar,” “USD,” “US\$” and “\$” are to the legal currency of the United States.

## **Overview of the Company’s Business**

We are a value-added steel processing company principally engaged in the manufacture and sale of high precision cold-rolled steel products, in the provision of heat treatment and in the cutting and slitting of medium and high-carbon hot-rolled steel strips. We use commodity steel to create a specialty premium steel. Specialty precision steel pertains to the precision of measurements and tolerances of thickness, shape, width, surface finish and other special quality features of highly engineered end-use applications.

We produce and sell precision ultra-thin and high strength cold-rolled steel products ranging from 7.5 mm to 0.03 mm. We also provide heat treatment and cutting and slitting of medium and high-carbon hot-rolled steel strips not exceeding 7.5 mm thickness. Our process puts hot-rolled de-scaled (pickled) steel coils through a cold-rolling mill, utilizing our patented systems and high technology reduction processing procedures, to make steel coils and sheets in customized thicknesses according to customer specifications. Currently, our precision products are mainly used in the manufacture of automobile parts and components, steel roofing, plane friction discs, appliances, food packaging materials, saw blades, textile needles, and micro electronics.

We conduct our operations principally in China through our wholly-owned operating subsidiaries, Chengtong and Shanghai Blessford, which are wholly owned subsidiaries of our direct subsidiary, PSHL. Most of our sales are made domestically in China; however, we began exporting during fiscal 2007 and our overseas market currently covers Indonesia, Thailand, the Caribbean, Nigeria, Ethiopia and Turkey. We intend to further expand into additional overseas markets in the future, subject to suitable market conditions and favorable regulatory controls.

To remodel our business to make it sustainable, we have implemented and will continue to implement a series of measures to remain viable and improve profitability. These measures include: (1) initiating additional sales and marketing efforts to expand our customer base and increase total demand; (2) strategizing our product mix to re-focus on our niche capabilities including the ultra-thin low-carbon and high-strength high-carbon products; (3) improve production management and increase quality control; (4) continuing to carry out R&D to improve profitability of existing products and launch new high value-add products; and (5) improving working capital efficiency by increasing turnovers of advances to suppliers and accounts receivables. We will also continue to take appropriate actions to perform business and credit reviews of customers and suppliers with the downward pressure in the Chinese economy and credit crunch which have caused many difficulties faced by businesses.

### **First Quarter Financial Performance Highlights**

During the three months ended September 30, 2014, we sold a total of 9,809 tons of products, a decrease of 10,640 tons from 20,449 tons a year ago, due to a decrease in sales across all product categories. In line with our strategy to reduce the processing of loss-making products, gross loss decreased from \$2,994,259 from a year ago to \$2,799,171 for the three months ended September 30, 2014 despite the substantial decrease in sales volume. However, gross margin also decreased to (48.8%) for the three months ended September 30, 2014 from (25.4%) last year, due to the large drop in sales volume and higher labor and overhead cost per unit sold.

In June and July 2012, we defaulted on the repayment obligations of our short-term and long-term bank loans totaling \$44,216,854 at September 30, 2014. On April 16, 2014, we received a notice from China International Economic and Trade Arbitration Commission regarding an arbitration pleading filed by Raiffeisen Zentralbank Österreich AG (“RZB”) for the defaulted short-term loan. The first arbitration hearing took place on October 14, 2014. We are currently in

discussion with RZB for a lift of mortgage on the inventories that are part of the loan securities and if this is agreed to, we plan to sell a portion of the inventories and lower our inventory level for faster turnover, and repay the sale proceeds to RZB. We aim to work out a repayment plan with RZB through arbitration but there can be no assurance that the Company will be able to successfully do so. Each of the banks also has the right to take possession of the collateral (which collectively constitutes substantial assets of the Company) granted in connection with its respective loan agreements, which action would have a material adverse impact on the Company.

Economic slowdown, tightened credit, pollution and steel overcapacity in China have led to shutting down of a number of steel mills and processors, some of them being our former competitors for certain product offerings. This creates an opportunity for our products as replacements as we have been receiving inquiries and orders. Going forward, we also intend to focus on our competitive strength in the ultra thin and high carbon products with the aim to maximize margin rather than sales volume. However, the Company continued to suffer a significant loss in the period ended September 30, 2014. We also expect the slowdown of the Chinese economy and overcapacity in the Chinese steel industry to continue to have negative consequences on the business operations of our customers and suppliers and adversely impact their ability to meet their financial obligations to us, There can be no assurance that the Company will be able to generate sufficient positive cash flow from operations to address all of its cash flow needs, and to continue as a going concern.

The following are some financial highlights for the third fiscal quarter:

**Revenues:** Our revenues were approximately \$5.7 million for the quarter, a decrease of 51.0% from last year.

**Gross Margin:** Gross margin was (48.8%) for the quarter, compared to (25.4%) last year.

**Loss from operations before tax:** Loss from operations before tax was approximately \$5.9 million for the quarter, compared to approximately \$8.6 million last year.

**Net loss:** Net loss was approximately \$6.8 million for the quarter, compared to approximately \$9.6 million last year.

**Fully diluted loss per share:** Fully diluted loss per share was \$1.73 for the quarter, compared to a loss per share of \$2.47 last year.

## Results of Operations

The following table sets forth key components of our results of operations for the three months ended September 30, 2014 and 2013 and as a percentage of revenues.

(All amounts in U.S. dollars)

	2014	% of	2013	% of
	Amount	Revenues	Amount	Revenues
Sales Revenues	5,740,690	100.0	11,765,387	100.0
Cost of goods sold (including depreciation and amortization)	8,539,861	148.8	14,759,646	125.4
Gross (loss)	(2,799,171)	(48.8 )	(2,994,259 )	(25.4 )
Selling expenses	20,698	0.4	31,168	0.3
Administrative expenses	259,573	4.5	447,431	3.8
Allowance for bad and doubtful debts	2,748,487	47.9	5,121,777	43.5
Depreciation and amortization expense	39,814	0.7	48,142	0.4
(Loss) from operations	(5,867,743)	(102.2 )	(8,642,777 )	(73.5 )
Total other expense	(930,646 )	(16.2 )	(934,363 )	(7.9 )
(Loss) from operations before income tax	(6,798,389)	(118.4 )	(9,577,140)	(81.4 )
Income tax expense	-	-	-	-
Net (loss)	(6,798,389)	(118.4 )	(9,577,140)	(81.4 )
Basic (loss) per share	(1.73 )		(2.47 )	



Diluted (loss) per share	(1.73 )	(2.47 )
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***Sales Revenues***

Sales volume decreased by 10,640 tons, or 52.0%, period-on-period, to 9,809 tons for the three months ended September 30, 2014, from 20,449 tons for the three months ended September 30, 2013 and as a result, sales revenues decreased by \$6,024,697, or 51.2%, period-on-period, to \$5,740,690 for the three months ended September 30, 2014, from \$11,765,387 for the three months ended September 30, 2013. The decrease in sales revenues period-on-period is mainly attributable to the decrease in production and sales in line with our strategy to reduce the processing of loss-making products, as detailed more fully below.

Sales by Product Line

A break-down of our sales by product line for the periods ended September 30, 2014 and 2013 is as follows:

Product Category	2014			2013			Period-on-Period Qty. Variance
	Quantity (tons)	\$ Amount	% of Sales	Quantity (tons)	\$ Amount	% of Sales	
Low carbon hard-rolled	17	12,084	<1 %	442	407,106	4	(425 )
Low carbon cold-rolled	5,291	3,164,188	55	11,047	5,818,783	49	(5,756 )
High-carbon hot-rolled	152	220,413	4	3,695	982,361	8	(3,543 )
High-carbon cold-rolled	2,920	2,199,423	38	4,850	4,118,910	35	(1,930 )
Subcontracting income	1,429	142,471	3	415	66,385	1	1,014
Sales of scrap metal	-	2,111	<1 %	-	371,842	3	-
Total	9,809	5,740,690	100	20,449	11,765,387	100	(10,640 )

During the three months ended September 30, 2014, sales decreased across all product categories. Low-carbon cold-rolled steel products accounted for 55% of the current sales mix at an average selling price of \$598 per ton for the three months ended September 30, 2014, compared to 49% of the sales mix at an average selling price per ton of \$527 for the three months ended September 30, 2013. Low-carbon hard-rolled steel products accounted for less than 1% of the current sales mix at an average selling price of \$711 per ton for the three months ended September 30, 2014, compared to 4% of the sales mix at an average selling price per ton of \$921 for the three months ended September 30, 2013. We produced less export products due to a drop in selling price during the three months ended September 30, 2014. High-carbon cold-rolled steel products accounted for 38% of the current sales mix at an average selling price of \$753 per ton for the three months ended September 30, 2014, compared to 35% of the sales mix at an average selling price of \$849 for the three months ended September 30, 2013. The products in this category are mainly used in the automobile industry and the decrease in sales volume was a result of soft demand and decreased selling price for this category period-on-period. We believe there is growth opportunity in this market segment and will continue to work on expanding our customer base. Subcontracting income revenues accounted for \$142,471, or 3%, of the sales mix for the three months ended September 30, 2014, increased from \$66,385, or 1%, of the sales mix for the three months ended September 30, 2013, due to increased orders.

	2014	2013	Variance	
Average Selling Prices	(\$)	(\$)	(\$)	(%)
Low-carbon hard-rolled	711	921	(210 )	(22.8 )
Low-carbon cold-rolled	598	527	71	13.5
High-carbon hot-rolled	1,447	266	1,181	444.3
High-carbon cold-rolled	753	849	(96 )	(11.3 )
Subcontracting income	100	160	(60 )	(37.5 )

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The average selling price per ton increased to \$585 for the three months ended September 30, 2014, compared to \$575 in 2013, representing a small increase of \$10, or 1.7%, period-on-period. Pressure on general steel prices and therefore our selling prices continued during the quarter and we will work on future orders and expanding customer base with the aim to increase average selling prices.

Sales Breakdown by Major Customer

Customers	2014		2013	
	\$	% of Sales	\$	% of Sales
Shanghai Bayou Co., Ltd.	1,500,056	26	*	*
Shanghai Gonghe Industrial Co., Ltd.	871,481	15	*	*
Hangzhou Desheng Metal Products Co., Ltd.	859,994	15	*	*
Hangzhou Pugang Steel Materials Co., Ltd.	346,996	6	1,290,449	11
Hengye International Trading Co., Ltd.	322,893	6	*	*
Changshu Jiacheng Steel Plating Co., Ltd.	*	*	1,939,400	16
Zhangjagang Gangxin New Construction Materials Co., Ltd.	*	*	1,056,134	9
SUMEC International Technology Co., Ltd.	*	*	786,920	7
Shanghai Wozi Jintian Blade Co., Ltd.	*	*	741,357	6
	3,901,420	68	5,814,260	49
Others	1,839,270	32	5,951,128	51
Total	5,740,690	100	11,765,388	100

\* Not major customers for the relevant periods

Sales revenue generated from our top five major customers as a percentage of total sales was 68% for the three months ended September 30, 2014, as compared to 49% in 2013. The change in customer mix reflects management's continuous efforts in expanding our customer base and geographical coverage during the course of the quarter.

### *Cost of Goods Sold*

Cost of sales decreased by \$6,219,785, or 42.1%, period-on-period, to \$8,539,861 for the three months ended September 30, 2014, from \$14,759,646 for the three months ended September 30, 2013. Cost of sales represented 148.8% of sales revenues for the three months ended September 30, 2014, compared to 125.4% for the three months ended September 30, 2013. Average cost per unit sold increased to \$871 for the three months ended September 30, 2014, compared to \$722 for the three months ended September 30, 2013, representing an increase of \$149 per ton, or 20.6%, period-on-period.

	<b>2014</b>	2013	Variance	
	(\$)	(\$)	(\$)	(%)
Cost of goods sold				
- Raw materials	5,380,296	12,020,483	(6,640,187)	(55.2)
- Direct labor	215,782	139,908	75,874	54.2
- Manufacturing overhead	2,943,783	2,599,255	344,528	13.3
	<b>8,539,861</b>	<b>14,759,646</b>	<b>(6,219,785)</b>	<b>(42.1)</b>
Cost per unit sold				
Total units sold (tons)	9,809	20,449	(10,640)	(52.0)
Average cost per unit sold (\$/ton)	871	722	149	20.6

The increase in average per unit cost of sales is represented by the combined effect of:

an increase in factory overhead per unit sold of \$173, or 136.2%, from \$127 for the three months ended September 30, 2013, to \$300 for the three months ended September 30, 2014;

an increase in direct labor per unit sold of \$15, or 214.3%, from \$7 for the three months ended September 30, 2013, to \$22 for the three months ended September 30, 2014, offset by;

a decrease in cost of raw materials per unit sold of \$40, or 6.8%, from \$588 for the three months ended September 30, 2013, to \$548 for the three months ended September 30, 2014.

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The cost of raw materials consumed decreased by \$6,640,187, or 55.2%, period-on-period, from \$12,020,483 for the three months ended September 30, 2013, to \$5,380,296 for the three months ended September 30, 2014. This decrease was mainly due to a substantial decrease in total units sold during the three months ended September 30, 2014.

Direct labor costs increased by \$75,874, or 54.2%, period-on-period, from \$139,908 for the three months ended September 30, 2013, to \$215,782 for the three months ended September 30, 2014. Manufacturing overhead costs increased by \$344,528, or 13.3%, period-on-period, from \$2,599,255 for the three months ended September 30, 2013, to \$2,943,783 for the three months ended September 30, 2014. The increase was mainly attributable to the combined effect of an increase in depreciation of \$400,326, or 27.5%, period-on-period, from \$1,454,038 for the three months ended September 30, 2013, to \$1,854,364 for the three months ended September 30, 2014, an increase in utilities of \$110,229, or 21.2%, period-on-period, to \$630,518 for the three months ended September 30, 2014, from \$520,289 for the three months ended September 30, 2013, and offset by a decrease in consumables of \$211,644 or 49.5% from \$427,372 for the three months ended September 30, 2013 to \$215,728 for the three months ended September 30, 2014.

***Gross Loss***

Gross loss in absolute terms decreased by \$195,088 or 6.5%, period-on-period, from \$2,994,259 for the three months ended September 30, 2013, to a gross loss of \$2,799,171 for the three months ended September 30, 2014. Gross profit margin decreased to (48.8%) for the three months ended September 30, 2014, from (25.4%) for the three months ended September 30, 2013. The decrease in gross profit margin is mainly attributable to a 20.6% increase in average cost per unit sold due to the large drop in sales volume which resulted in higher labor and overhead cost per unit sold period-on-period. As we aim to maximize margin rather than sales volume going forward, we expect a lower sales volume compared to prior periods and a higher overhead cost per unit sold during this transition period.

***Selling Expenses***

Selling expenses decreased by \$10,470, or 33.6%, period-on-period, from \$31,168 for the three months ended September 30, 2013, to \$20,698 for the three months ended September 30, 2014. The decrease was mainly attributable to lower transportation costs period-on-period.

***Administrative Expenses***

Administrative expenses decreased by \$187,858 or 42.0%, period-on-period, from \$447,431 for the three months ended September 30, 2013, compared to \$259,573 for the three months ended September 30, 2014. This was chiefly due to a decrease in insurance expenses during the three months ended September 30, 2014.

***Allowance for Bad and Doubtful Debts***

Allowance for bad and doubtful debts decreased by \$2,373,290, or 46.3%, period-on-period. Allowance recognized for the three months ended September 30, 2014 was in the amount of \$2,748,487 in accordance with our policy for allowance for doubtful accounts.

***Loss from Operations***

Loss from operations decreased by \$2,775,034, or 32.1%, period-on-period, to \$5,867,743 for the three months ended September 30, 2014, from \$8,642,777 for the three months ended September 30, 2013, as a result of the factors discussed above.

***Other Revenues***

Other revenues decreased by \$2,528, or 100.0%, to \$nil for the three months ended September 30, 2014, from \$2,528 for the three months ended September 30, 2013, due to lower interest income period-on-period.

***Interest Expense***

Total interest expense decreased by \$6,244, or 0.7%, to \$930,647 for the three months ended September 30, 2014, from \$936,891 for the three months ended September 30, 2013.

***Income Tax***

For the three months ended September 30, 2014 and 2013, we recognized no income tax expense due to a net loss position.

***Net Loss***

Net loss decreased by \$2,778,751, or 29.0%, period-on-period, from \$9,577,140 for the three months ended September 30, 2013, to \$6,798,389 for the three months ended September 30, 2014. The decrease in net loss is attributable to a combination of all the factors discussed above, principally the negative gross margin and the decrease in allowance for bad and doubtful debts.

## Liquidity and Capital Resources

Our business is capital intensive and requires substantial expenditures for, among other things, the purchase and maintenance of equipment used in our operations. Our short-term and long-term liquidity needs arise primarily from capital expenditures, working capital requirements and principal and interest payments related to our outstanding indebtedness. We have met these liquidity requirements with cash provided by operations, equity financing, and bank debt. As of September 30, 2014, we had cash and cash equivalents of approximately \$0.1 million.

The following table provides detailed information about our net cash flows for all financial statement periods presented in this report:

### CASH FLOWS

	Three Months Ended	
	September 30,	
	2014	2013
Net cash (used in)/provided by operating activities	\$(222,465)	\$55,331
Net cash (used in) investing activities	(20,329 )	(14,633)
Net cash (used in) financing activities	-	(47,650)
Net cash flow	(411,247)	(8,747 )

#### *Operating Activities*

Net cash flows provided by operating activities for the three months ended September 30, 2013 were \$55,331, as compared to \$222,465 used in operating activities for the three months ended September 30, 2014, resulting in a net decrease of \$277,796. This decrease was mainly due to a decrease in cash inflows for advances from customers of \$4,180,189, and partially offset by a decrease in cash outflow from advances to suppliers of \$3,991,356, during the three months ended September 30, 2014.

For the three months ended September 30, 2014, sales revenues generated from the top five major customers as a percentage of total sales was 68%, as compared to 49% in the prior period. The loss of all or portion of the sales volume from a significant customer could have an adverse effect on our operating cash flows. We note that the continuation or intensification of the credit tightening in China and the slowdown of the Chinese economy have had and will continue to have negative consequences on the business operations of our customers and adversely impact



their ability to meet their financial obligations to us, resulting in further unrecoverable losses on our accounts receivable. We will regularly review credit periods offered, along with our collection experience and the other relevant factors, to evaluate the adequacy of our allowance for doubtful accounts, and to make changes to the allowance, if necessary. Delays or non-payment of accounts receivable would have an adverse effect on our operating cash flows.

*Investing Activities*

Net cash flows used in investing activities for the three months ended September 30, 2013 were \$14,633, as compared with \$20,329 for the three months ended September 30, 2014. Our main uses of cash for investing activities during the period ended September 30, 2014 were for the purchase of property, plant and equipment to complement our existing production facilities.

We forecast low capital expenditures in the coming years as the Company does not have any expansion plans as at September 30, 2014.

### ***Financing Activities***

Net cash flows used in financing activities for the three months ended September 30, 2013 were \$47,650, as compared to \$nil for the three months ended September 30, 2014, as the Company made a partial repayment of short-term loans during the three months ended September 30, 2013.

Our working capital requirements and the cash flow provided by future operating activities will vary from quarter to quarter, and are dependent on factors such as volume of business and payment terms with our customers. As such, we may need to rely on access to the financial markets to provide us with significant discretionary funding capacity. As the Company's securities have been removed from the NASDAQ Stock Market and are now listed on the OTC Bulletin Board, capital financing has become more difficult for us or impossible altogether. In June and July 2012, we defaulted on the repayment obligations of our short-term and long-term bank loans totaling \$44,216,854 at September 30, 2014. We aim to work out a repayment plan with the banks but there can be no assurance that the Company will be able to successfully do so. Further, each of these lenders has the right to take possession of the collateral (which collectively constitute substantial assets of the Company) granted in connection with their respective loan agreements. The unavailability of debt financing as a result of economic pressures on the credit and equity markets could have a material adverse effect on our business operations.

### ***Going Concern***

Historically, we have funded our operations and expansion expenditures from cash generated by operating activities, bank borrowings and issuance of common stock. We believe that we have the financial resources needed to meet business requirements for the next twelve months if we are able to work out a repayment plan acceptable to us with our banks for the defaulted loans. The uncertainty surrounding the successful restructuring of our bank loans and our current lack of readily available liquidity provided by other third party sources raise substantial doubt about our ability to continue as a going concern. Our consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

### ***Current Assets***

Current assets decreased by \$4,533,075, or 20.4%, period-on-period, to \$17,716,244 as of September 30, 2014, from \$22,249,319 as of June 30, 2014, principally as a result of a decrease in advances to suppliers of \$3,211,526, or 57.1%, period-on-period and a decrease in accounts receivable of \$816,026, or 30.6%, period-on-period.

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As we expect the slowdown of the Chinese economy and overcapacity in the Chinese steel industry to continue to have negative consequences on the business operations of our customers and adversely impact their ability to meet their financial obligations to us, we have largely limited further credit sales and will only offer credit terms to customers with good payment histories.

To reserve for potentially uncollectible accounts receivable, we have made a 50% provision for all accounts receivable that are over 180 days past due and full provision for all accounts receivable over one year past due. We will also regularly review these credit periods, along with our collection experience and the other factors discussed above, to evaluate the adequacy of our allowance for doubtful accounts, and to make changes to the allowance, if necessary. If our actual collection experience or other conditions change, revisions to our allowances may be required, including a further provision which could adversely affect our operating income, or write back of provision when estimated uncollectible accounts are actually collected. Any such additional bad debt charges could materially and adversely affect our future operating results.

The following table reflects the aging of our accounts receivable based on due date as of September 30, 2014 and June 30, 2014:

**September 30, 2014**

US\$	Total	Current	1 to 30 days	31 to 90 days	91 to 180 days	181 to 360 days	over 1 year
<b>TOTAL</b>	7,549,847	978,012	43,872	524,680	240,307	128,403	5,634,574
<b>%</b>	100	13	1	7	3	2	74

**June 30, 2014**

US\$	Total	Current	1 to 30 days	31 to 90 days	91 to 180 days	181 to 360 days	over 1 year
<b>TOTAL</b>	7,601,233	191,720	143,909	183,181	703,144	2,890,311	3,488,698
<b>%</b>	100	3	2	2	9	38	46

***Current Liabilities***

Current liabilities increased by \$292,527, or 0.5%, period-on-period, to \$63,501,803 as of September 30, 2014, from \$63,209,276 as of June 30, 2014. The increase was mainly attributable to an increase in accounts payable and accrued liabilities of \$1,098,797, or 8.9%, period-on-period, offset by a decrease in advances from customers of \$1,091,640, or 15.9%, period-on-period.

As of September 30, 2014, we had \$28,016,854 in short-term loans. Principal and interest under the loans were to be repaid in full on July 31, 2012, but the Company has defaulted on this repayment obligation. The bank has filed an arbitration pleading with China International Economic and Trade Arbitration Commission and the first arbitration hearing took place on October 14, 2014. We aim to work out a repayment plan through arbitration but there can be no assurance that the Company will be able to successfully do so. The bank has the right to take possession of the collateral granted in connection with their respective loan agreements, which action would have a material adverse impact on the Company.

***Capital Expenditures***

During the three months ended September 30, 2014 we invested \$20,329 in purchases of additional property, plant and equipment.

***Loan Facilities***

The following table illustrates our credit facilities as of September 30, 2014, providing the name of the lender, the amount of the facility, the date of issuance and the maturity date:

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All amounts in U.S. dollars

Lender	Date of Loan	Maturity Date	Duration	Interest Rate	Principal Amount
Raiffeisen ZentralbankÖsterreich AG (“RZB”)	June 29, 2011	July 31, 2012	1 year	1.15 times the PBOC rate	8,168,152 (RMB 50,154,084 )
Raiffeisen ZentralbankÖsterreich AG	June 29, 2010	July 31, 2012	1 year	1.15 times the PBOC rate	19,848,702 ( RMB 121,875,000 28,016,854 )
DEG – Deutsche Investitions – und EntwicklungsgesellschaftmbH	June 29, 2010	June 15, 2016	6 years	6 month USD LIBOR + 4.5%	16,200,000 (RMB 99,471,240 16,200,000 )
Total					44,216,854

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On January 29, 2010, Shanghai Blessford entered into a Senior Loan Agreement with DEG-Deutsche Investitions-Und Entwicklungsgesellschaft Mbh (“DEG”) for a loan amount up to \$18,000,000 at an annual interest rate of 4.5% above the six-month USD LIBOR rate. The loan is to be repaid semi-annually over five years starting on December 15, 2011 and is secured by a mortgage on the new cold rolling line and annealing furnaces at Shanghai Blessford’s facilities and guaranteed by the Company. In June 2012, the Company defaulted on its semi-annual principal and interest repayment obligation. The Company aims to resolve this by working out a repayment plan but there can be no assurance that the Company will be able to successfully do so. Until any agreement is reached, DEG has the right to cancel the total outstanding commitment of the loan, demand immediate repayment of all or part of the loan with accrued interest, and/or terminate the loan agreement. DEG also has the right to take possession of the collateral granted in connection with its respective loan agreements, which action would have a material adverse impact on the Company.

On June 29, 2011, the Company entered into two short-term loan agreements with Raiffeisen Zentralbank Osterreich AG, or “RZB”, pursuant to which the Company borrowed an aggregate of \$27,246,477 at an annual interest rate of 1.15 times the standard market rate set by the People’s Bank of China. The loans are secured by inventories, land use rights, buildings and plant and machinery, and is guaranteed by PSHL and our former Chairman, Mr. Wo Hing Li. Mr. Li also undertook to maintain a shareholding percentage in the Company of not less than 33.4% unless otherwise agreed to with RZB. Principal and interest under the loans were to be repaid in full on July 31, 2012, but the Company has defaulted on this repayment obligation. On April 16, 2014, we received a notice from China International Economic and Trade Arbitration Commission regarding an arbitration pleading filed by RZB for the defaulted short-term loan. The first arbitration hearing took place on October 14, 2014. We aim to work out a repayment plan with RZB through arbitration but there can be no assurance that the Company will be able to successfully do so. Any restructuring will be subject to approval by RZB’s governing bodies, and to the Company’s ability to meet certain conditions and requirements that may be imposed by the Bank. RZB also has the right to take possession of the collateral granted in connection with their respective loan agreements, which action would have a material adverse impact on the Company.

### *Obligations under Material Contracts*

Below is a table setting forth our material contractual obligations as of September 30, 2014, debt obligations include principal repayments and interest payments:

	<b>Payments Due By Year</b>				Fiscal Years 2020 and Beyond
	Total	Fiscal Year 2015	Fiscal Year 2016-2017	Fiscal Year 2018-2019	
Contractual obligations:					
Short-Term Debt Obligations	\$ 30,049,897	\$ 30,049,897	\$ -	\$ -	\$ -
Current Portion of Long-Term Debt Obligations	\$ 16,982,120	\$ 16,982,120	\$ -	\$ -	\$ -

\$47,032,017 \$47,032,017 \$ - \$ - \$ -

### Recent Accounting Pronouncements

In April 2014, the FASB issued ASU No. 2014-08, *Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360)* (“ASU 2014-08”). ASU 2014-08 amends the requirements for reporting discontinued operations and requires additional disclosures about discontinued operations. Under the new guidance, only disposals representing a strategic shift in operations or that have a major effect on the Company’s operations and financial results should be presented as discontinued operations. This new accounting guidance is effective for annual periods beginning after December 15, 2014. The Company does not believe adoption of this new guidance will have a significant impact on its consolidated financial statements.

In May, 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* (“ASU 2014-09”). ASU 2014-09 will eliminate transaction- and industry-specific revenue recognition guidance under current U.S. GAAP and replace it with a principle based approach for determining revenue recognition. ASU 2014-09 will require that companies recognize revenue based on the value of transferred goods or services as they occur in the contract. The ASU also will require additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. ASU 2014-09 is effective for reporting periods beginning after December 15, 2016, and early adoption is not permitted. Entities can transition to the standard either retrospectively or as a cumulative-effect adjustment as of the date of adoption. The Company is currently evaluating the effect of ASU 2014-09 on its consolidated financial statements.

### **Seasonality**

Our operating results and operating cash flows historically have been subject to seasonal variations. Our revenues are usually higher in the second half of the calendar year than in the first half of the calendar year and the first quarter of the calendar year is usually the slowest quarter because fewer projects are undertaken during and around the Chinese New Year holidays.

### **Off-Balance Sheet Arrangements**

For the three months ended September 30, 2014, we did not have any off-balance sheet arrangements.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Not Applicable.

### **ITEM 4. CONTROLS AND PROCEDURES.**

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

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) that are designed to ensure that information that would be required to be disclosed in Exchange Act reports is recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including to our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As required by Rule 13a-15 under the Exchange Act, our management, including our Chief Executive Officer, Mr. Hai Sheng Chen, and Chief Financial Officer, Ms. Leada Tak Tai Li, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2014. Based upon, and as of the date of this evaluation, Mr. Chen and Ms. Li, determined that because of the material weaknesses described below, as of September 30, 2014 our disclosure controls and procedures were not effective.



During its review of our consolidated financial statements for the fiscal quarter ended September 30, 2014, our management concluded that our accounting staff lacked sufficient accounting skills and experience necessary to fulfill our public reporting obligations according to U.S. GAAP and the SEC's rules and regulations.

Management is currently seeking for and plans to appoint qualified personnel as soon as practicable to remediate this material weakness. Our management does not believe that this material weakness had a material effect on our financial condition or results of operations or caused our financial statements as of and for the fiscal quarter ended September 30, 2014, such as to contain a material misstatement.

### **Changes in Internal Controls over Financial Reporting**

We regularly review our system of internal control over financial reporting and make changes to our processes and systems to improve controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating activities, and migrating processes.

There were no changes in our internal control over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

OTHER INFORMATION

**ITEM 1. 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.

Certain former officers and directors have filed a lawsuit against the Company claiming that they are entitled to defense and indemnification from the Company for the claims of Mr. Zhang and China Venture Partners filed in the U.S. Southern District Court of New York on March 9, 2012. Because the underlying case was dismissed without any award to the plaintiffs, these former officers and directors sought to recover their costs and attorney's fees expended in defending against the claims of Mr. Zhang and China Venture Partners. On June 9, 2014, the Company entered into a settlement agreement with these former officers and directors for a settlement sum in the form of \$50,000 cash and 50,000 shares of the Company's restricted common stock, for a complete release of the claims. Both cash and stocks have been paid in July 2014, in accordance with the agreed terms.

Except with respect to the foregoing proceeding, 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 1A. RISK FACTORS.**

Not Applicable.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

**ITEM 4. MINE SAFETY DISCLOSURES.**

Not applicable.

**ITEM 5. OTHER INFORMATION.**

We have no information to disclose that was required to be in a report on Form 8-K during the period covered by this report, but was not reported. There have been no material changes to the procedures by which security holders may recommend nominees to our board of directors.

**ITEM 6. EXHIBITS.**

The following exhibits are filed as part of this report or incorporated by reference:

**Exhibit No. Description**

31.1*	Certifications of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certifications of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

\* Filed herewith

\*\* In accordance with Regulation S-T, the XBRL-formatted interactive data files that comprise Exhibit 101 in this Quarterly Report on Form 10-Q shall be deemed “furnished” and not “filed”.

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**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 19, 2014 **CHINA PRECISION STEEL, INC.**

By: */s/ Hai Sheng Chen*  
Hai Sheng Chen, Chief Executive Officer  
*(Principal Executive Officer)*

By: */s/ Leada Tak Tai Li*  
Leada Tak Tai Li, Chief Financial Officer  
*(Principal Financial Officer and Principal Accounting Officer)*

