

SINOCOKING COAL & COKE CHEMICAL INDUSTRIES, INC.

Form 424B3

October 24, 2012

Filed Pursuant to Rule 424(b)(3)

File Number 333-166720

## **PROSPECTUS**

### **SINOCOKING COAL AND COKE CHEMICAL INDUSTRIES, INC.**

#### **11,384,566 shares of Common Stock**

This prospectus covers the resale by selling security holders named beginning on page 37 of this prospectus, of up to 11,384,566 shares of our common stock, \$0.001 par value per share, which includes the following shares issued to investors in our private placement financings under Regulation D and Regulation S, completed on March 11, 2010:

- 2,343,268 shares of common stock issued to non-U.S. investors;
- 1,171,634 shares of common stock underlying warrants issued to non-U.S. investors;
- 5,001,667 shares of common stock issued to U.S. investors; and
- 2,867,997 shares of common stock underlying warrants issued to U.S. investors and placement agents.

These securities will be offered for sale from time to time by the selling security holders identified in this prospectus in accordance with the terms described in the section of this prospectus entitled "Plan of Distribution." We will not receive any of the proceeds from the sale of the common stock by the selling security holders.

Our common stock is currently listed on the NASDAQ Capital Market under the symbol "SCOK." The last reported per share price for our common stock was \$1.57 as quoted on the NASDAQ Capital Market on October 23, 2012.

**INVESTING IN OUR COMMON STOCK INVOLVES A HIGH DEGREE OF RISK. SEE “RISK FACTORS” BEGINNING ON PAGE 3.**

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**The date of this prospectus is October 24, 2012**

No offers to sell are made, nor are offers sought, to buy these securities in any jurisdiction in which the offer or sale is not permitted. The reader should assume that the information contained in this prospectus is accurate as of the date on the cover page of this prospectus only. Our business, financial condition, results of operations, and prospectus may have changed since that date.

## TABLE OF CONTENTS

	Page
Special Note Regarding Forward-Looking Statements	1
Prospectus Summary	2
Risk Factors	3
Business	14
Use of Proceeds	36
Selling Security Holders	37
Plan of Distribution	61
Legal Matters	62
Experts	62
Description of Property	62
Management's Discussion and Analysis of Financial Condition and Results of Operations	64
Legal Proceedings	75
Management	75
Executive Compensation	78
Security Ownership of Certain Beneficial Holders and Management	81
Certain Relationships and Related Party Transactions	82
Description of Securities	83
Market Price of and Dividends on Common Equity and Related Stockholder Matters	84
Changes In and Disagreements with Accountants on Accounting and Financial Disclosure	84
Disclosure of Commission Position on Indemnification for Securities Act Liabilities	84
Additional Information	85
Index to Consolidated Financial Statements	86

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

All statements contained in this prospectus, other than statements of historical facts, that address future activities, events or developments, are forward-looking statements, including, but not limited to, statements containing the words “believe,” “anticipate,” “expect,” “project,” “may,” “might,” “will” and words of similar import. These statements are based on certain assumptions and analyses made by us in light of our experience and our assessment of historical trends, current conditions and expected future developments as well as other factors we believe are appropriate under the circumstances. Whether actual results will conform to the expectations and predictions of management, however, is subject to a number of risks and uncertainties that may cause actual results to differ materially. Such risks are in the section entitled “Risk Factors” beginning on page 3 of this prospectus.

Consequently, all of the forward-looking statements made in this prospectus are qualified by these cautionary statements, and there can be no assurance that the actual results anticipated by management will be realized or, even if substantially realized, that they will have the expected consequences to or effects on our business operations.

## PROSPECTUS SUMMARY

*This summary provides a brief overview of the key aspects of our business and our securities. The reader should read the entire prospectus carefully, especially the risks of investing in our common stock discussed under “Risk Factors.” Some of the statements contained in this prospectus, including statements under “Summary” and “Risk Factors” as well as those noted in the documents incorporated herein by reference, are forward-looking statements and may involve a number of risks and uncertainties. We note that our actual results and future events may differ significantly based upon a number of factors. The reader should not put undue reliance on the forward-looking statements in this document, which speak only as of the date on the cover of this prospectus.*

*References to “we,” “our,” “us,” the “Company,” the “registrant,” or “SinoCoking” refer to SinoCoking Coal and Coke Chemical Industries, Inc., a Florida corporation, including its consolidated subsidiaries and VIE controlled entities.*

### **Our Business**

SinoCoking Coal and Coke Chemical Industries, Inc. is a vertically integrated coal and coke producer based in Henan Province, People’s Republic of China (“PRC” or “China”). We use coal that we extract and buy to produce basic and value-added coal products including raw (unprocessed) coal, washed coal, medium coal and coal slurries (by-products of the coal-washing process), and coke products including chemical and metallurgical coke and coal tar (a by-product of the coke manufacturing process).

### *Corporate Structure*

We operate our business through our wholly owned subsidiary Top Favour Limited, a British Virgin Islands company (“Top Favour”), and various entities owned and controlled by it. Top Favour is a holding company that, through its wholly owned subsidiary Pingdingshan Hongyuan Energy Science and Technology Development Co., Ltd. (“Hongyuan”), controls a variable interest entity (“VIE”) Henan Province Pingdingshan Hongli Coal & Coke Co., Ltd. (“Hongli”), which operates our coal and coke business in Henan Province in the central region of China. Presently, our coke related activities are carried out by Hongli’s branch operation, Baofeng Coking Factory (“Baofeng Coking”), coal related activities by four of Hongli’s subsidiaries, namely Baofeng Hongchang Coal Co., Ltd. (“Hongchang Coal”), Baofeng Shuangrui Coal Mining Co., Ltd. (“Shuangrui Coal”) and Baofeng Xingsheng Coal Mining Co., Ltd. (“Xingsheng Coal”), and electricity generation by another Hongli subsidiary, Baofeng Hongguang Environment Protection Electricity Generating Co., Ltd. (“Hongguang Power”).

It is our intention to transfer all coal related operations from Hongli's subsidiaries to a joint-venture established with Henan Province Coal Seam Gas Development and Utilization Co., Ltd. ("Henan Coal Seam Gas"), a state-owned enterprise and qualified provincial-level coal mine consolidator. The joint-venture, Henan Hongyuan Coal Seam Gas Engineering Technology Co., Ltd. ("Hongyuan CSG"), has been established, although our planned transfer of coal related activities to Hongyuan CSG has not been carried out as of the date of this prospectus. Our interests in Hongyuan CSG are held by Henan Zhonghong Energy Investment Co., Ltd. ("Zhonghong"), which equity interests are presently held on Hongli's behalf and for its benefit by three nominees pursuant to share entrustment agreements.

In addition, once we complete construction of our new coking plant, we intend to operate the plant through Baofeng Hongrun Coal Chemical Co., Ltd. ("Hongrun Coking"), a wholly-owned subsidiary of Hongli. As of the date of this prospectus however, construction has not been completed (see "Our Products and Operations – Coke – New Coking Facility" below), and Hongrun Coking has not commenced operations.

We refer to Hongli, Hongli's branch and subsidiaries and the joint venture collectively as "Hongli Group." We control Hongli Group through contractual arrangements with Hongli Group and its owners. These contractual arrangements provide for management and control rights, and in addition entitle the Company to receive the earnings and control the assets of Hongli Group. Other than the interests in these contractual arrangements, neither the Company nor Hongyuan has any equity interests in Hongli Group. We refer to the Company, Top Favour, Hongyuan and Hongli Group collectively as "SinoCoking."

#### *\$44 Million Private Placement Financing*

On March 11, 2010 we completed two private placement financings, pursuant to exemptions under Regulation S and Regulation D respectively, in which we sold and issued units consisting of common stock and common stock warrants, for a purchase price of USD \$6.00 per unit, resulting in aggregate proceeds of \$44 million (collectively referred to as the "Financing"). Each unit consisted of one (1) share of common stock and a warrant for the purchase of 0.5 shares of common stock with an exercise price of \$12.00 per share. The investor warrants are exercisable for a period of five years from the date of issuance. The Financing was conducted pursuant to Securities Purchase Agreements dated February 5 and March 10, 2010, in two closings. In connection with the foregoing, we entered into a registration rights agreement with the U.S. investors pursuant to which we agreed to file a registration statement to register both the shares of common stock, and the common stock underlying the warrants, issued in the financing.

We also agreed to undertake commercially reasonable efforts to register the shares of common stock and the common stock underlying the warrants issued to the non-U.S. investors in the Financing.

Madison Williams and Company, LLC ("Madison Williams") and Rodman & Renshaw, LLC ("Rodman & Renshaw"), a wholly owned subsidiary of Rodman & Renshaw Capital Group, Inc. acted as placement agents in the Financing.

The financing resulted in total gross proceeds to the Company of \$44 million, and the issuance by us of a total of 7,344,935 shares of common stock, and five-year warrants for the purchase of an additional 3,789,631 shares of

common stock with an exercise price of \$12.00 per share and five-year warrants for the purchase of 250,000 shares of common stock with an exercise price of \$6.00 per share. For further details concerning the above financing, please refer to the disclosures on page 23 of this prospectus.

## Securities Being Registered

We are registering 11,384,566 shares of our common stock for sale by the selling security holders identified in the section of this prospectus entitled “Selling Security Holders,” issued to them in the Financing pursuant to exemptions under Regulation S and Regulation D respectively, in which we sold and issued units consisting of common stock and common stock warrants, for a purchase price of \$6.00 per unit. In accordance with our registration rights agreement that we entered into with investors in the Financing (more fully described below), we are registering for resale the following: (i) 2,343,268 shares of common stock issued to non-U.S. investors; (ii) 1,171,634 shares of common stock underlying warrants issued to non-U.S. investors; (iii) 5,001,667 shares of common stock issued to U.S. investors; and (iv) 2,867,997 shares of common stock underlying warrants issued to U.S. investors and placement agents. Information regarding our common stock is included in the section of this prospectus entitled “Description of Securities.”

The shares of common stock offered under this prospectus may be sold by the selling security holders on the public market, in negotiated transactions with a broker-dealer or market maker as principal or agent, or in privately negotiated transactions not involving a broker or dealer. Information regarding the times and manner in which the shares of common stock offered under this prospectus may be offered and sold is provided in the sections of this prospectus entitled “Plan of Distribution.” We will not receive any of the proceeds from those sales. The registration of the shares of common stock offered under this prospectus does not necessarily mean that any of these shares will ultimately be offered or sold by the selling security holders.

## General Information

Our principal executive offices are located at Kuangong Road and Tiyu Road 10th Floor, Chengshi Xin Yong She, Xinhua District, Pingdingshan, Henan Province, China 467000, and our telephone number is +86-3752882999.

## RISK FACTORS

*The reader should carefully consider the risks described below together with all of the other information included in this prospectus. The statements contained in or incorporated into this prospectus that are not historic facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by forward-looking statements. If any of the following risks actually occurs, our business, financial condition or results of operations could be harmed. In that case, the trading price of our common stock could decline, and an investor in our securities may lose all or part of their investment.*



## **Risks Related To Our Business**

*Our business and results of operations are dependent on China's coal and coke markets, which may be cyclical.*

The principal source of our revenue is from the sale of coal and coke within China, thus the business and operating results are highly dependent on domestic Chinese demand for coal and coke. The Chinese coal and coke markets are cyclical and exhibit fluctuation in supply and demand from year to year. They are subject to numerous factors beyond our control, including, but not limited to, general economic conditions in the PRC and fluctuations in industries with high demand for coal, such as the power and steel industries. These factors are also linked to or influenced by global economic conditions. Fluctuations in supply and demand for coal and coke affect their prices, which in turn affect our operating and financial performance. We have seen substantial price fluctuations in these commodities in the past and believe that such fluctuations may continue. The demand for coal and coke are primarily influenced by the pace of domestic economic growth and development, and the demand for coal and coke from the power, steel, and construction industries. The supply of coal and coke, on the other hand, are primarily affected by the geographic location of coal mines, the volume of coal and coke produced by the domestic and international coal suppliers, tariffs duties and trade controls, value-added taxes imposed on imports, international freight costs, and the quality and price of competing sources of coal and coke. Alternative fuels, such as natural gas, oil and nuclear power, and alternative energy sources, such as hydroelectric power, wind, geothermal and solar, also have influences on the market demand for coal and coke. Excess supply of coal or coke or significant reduction in the demand for our coal or coke by domestic power or steel producers may have an adverse effect on their prices, which would in turn cause a decline in our profitability. In addition, any significant decline in PRC domestic coal or coke prices could materially and adversely affect our business and results of operations.

*Our mining and coking operations are inherently subject to changing conditions that can affect our profitability.*

Our mining and coking operations are inherently subject to changing conditions that can affect levels of production and production costs for varying lengths of time and can result in decreases in profitability. We are exposed to commodity price risk related to the purchase of diesel fuel, wood, explosives and steel. In addition, weather and natural disasters (such as earthquakes, landslides, flooding, and other similar occurrences), unexpected maintenance problems, key equipment failures, fires, variations in thickness of the layer, or seam, of coal, amounts of overburden, rock and other natural materials, variations in rock and other natural materials and variations in geological conditions can be expected in the future to have, a significant impact on our operating results. Prolonged disruption of production at the mines would result in a decrease in our revenues and profitability, which could be material (see “*We may not be able to resume our coal mining operations in the near future*” below). Other factors affecting the production and sale of our coal and coke that could result in decreases in our profitability include:

- sustained high pricing environment for raw materials, including, among other things, diesel fuel, explosives and steel;

- changes in the laws and/or regulations that we are subject to, including permitting, safety, labor and environmental requirements;

- labor shortages; and

- changes in the coal and coke market and general economic conditions.

***Our coal and coke operations are extensively regulated by the PRC government and government regulations may limit its activities and adversely affect its business operations.***

Our coal and coke operations, like those of other Chinese natural resources and energy companies, are subject to extensive regulations administered by the PRC government. Central governmental authorities, such as the National Development and Reform Commission, the State Environmental Protection Administration, the Ministry of Land and Resources, the State Administration of Coal Mine Safety, the State Bureau of Taxation, and provincial and local authorities and agencies exercise extensive control over various aspects of China's coal mining and transportation (including rail and sea transport). These controls affect the following material aspects of our operations:

- exploration, exploitation and mining rights and licensing;

- rehabilitation of mining sites after mining is completed;

- recovery rate requirements;

- industry-specific taxes and fees;

- target of our capital investments;

- pension funds appropriation; and

- environmental and safety standards.

We believe that our operations are in compliance with applicable legal and regulatory requirements. However, there can be no assurance that the central, provincial or local governments in the PRC will not impose new, stricter regulations or interpretations of existing regulations that would require additional expenditures by us to comply (see “*We may not be able to resume our coal mining operations in the near future*” below). We may face significant constraints on our ability to implement our business strategies or to carry out or expand business operations. We may also be materially and adversely affected by future changes in certain regulations and policies of the PRC government in respect of the coal or coke industry. New legislation or regulations may be adopted that may materially and adversely affect our operations, our cost structure or demand for our products. In addition, new legislation or regulations or different or more stringent interpretation of existing laws and regulations may also require us to substantially change our existing operations or incur significant costs.

The Henan Province Pingdingshan Municipal Bureau of Land and Resources is requiring coking factories with a furnace height of less than 4.3 meters to phase out their operations in the next two to three years. As our existing coking furnace's height is 3 meters, we plan to upgrade and retrofit our coking furnace to 5.5 meters in height after completing our new coking facility, which will also have furnaces that exceed these regulatory standards.

***We may not be able to resume our coal mining operations in the near future.***

With the PRC government’s increasing concern regarding mine safety issues, particularly in light of several recent accidental explosions in coal mines (operated by other companies) due to inadequate internal safety measures, and the implementation of the State Council’s Regulation on Phase-out of Small Coal Mines, industry-wide coal mine safety inspections have been ongoing in Henan since June 2010. During the course of these inspections, all coal mines in Henan have been shut down. We continued to operate our only mine at that time, Hongchang coal mine, at approximately 50% capacity until September 2011, when we halted operation in order to complete certain engineering and safety upgrades. Operations at our other three mines (Shuangrui, Xingsheng and Shunli) were already halted when we acquired controlling interests in them in May 2011, and have not resumed since (see “*Our Products and Operations – Coal – Coal Mining Moratorium*” above). At this time, we do not know when we can obtain clearance to resume operations at these mines.

This and future interruptions to our coal mining operations, albeit temporary, may have a material effect on our financial results and operations. Moreover, additional new legislation or regulations may be adopted, or the enforcement of existing laws could become more stringent, either of which may have a significant impact on our mining operations or customers’ ability to use coal and may require our customers to significantly change operations or to incur substantial costs.

***Our future success may depend substantially upon our ability to complete and operate the new coking plant.***

A central element of our business plan involves the construction and operation of our new coking plant. We entered into several contracts with contractors and suppliers and commenced construction of this new plant and related facilities on March 3, 2010. As of the date of this prospectus, construction has not yet been completed. As of June 30, 2012, the total amount due under the contracts for the plant construction was approximately \$64.9 million, of which approximately \$58.2 million has been paid, and the remaining \$6.7 million will be paid based on construction progress. While we believe new operations resulting from the successful completion of the plant's construction as planned will be profitable, prior to completion there can be no assurance that we will be able to operate the new plant profitably. The future profitability of our coking operations will also depend on our ability to secure washed coal on a cost-effective basis.

***Our business operations may be adversely affected by present or future environmental regulations.***

As a producer of coal and coke products, we are subject to significant, extensive, and increasingly stringent environmental protection laws and regulations in China. These laws and regulations:

- impose fees for the discharge of waste substances;
- require the establishment of reserves for reclamation and rehabilitation;
- require the payment of fines for serious environmental offences; and
- allow the Chinese Government, at its discretion, to close any facility that fails to comply with environmental regulations or government orders.

Our operations may produce waste water, gas and solid waste materials. Currently, the PRC government is moving toward more rigorous enforcement of applicable laws and regulations as well as the adoption and enforcement of more stringent environmental standards. Our current amounts of capital expenditure for environmental regulatory compliance may not be sufficient if additional regulations are imposed and we may need to allocate additional funds for such purpose. If we fail to comply with current or future environmental laws and regulations, we may be required to pay penalties or fines or take corrective actions, any of which may have a material adverse effect on our business operations and financial condition.

In addition, China is a signatory to the 1992 United Nations Framework Convention on Climate Change and the 1997 Kyoto Protocol, which are intended to limit emissions of greenhouse gases. Efforts to control greenhouse gas emission in China could result in reduced use of coal and coke if customers switch to sources of fuel with lower carbon dioxide emissions, which in turn could reduce the revenues of our businesses and have a material adverse effect on results of operations.

***Demand for coal and coke and their respective prices are closely linked to consumption patterns of the power and steel industries in China. Any changes in consumption patterns could affect our operations and profitability.***

Demand for coal and coke and the prices that we will be able to obtain for these products are closely linked to consumption patterns of the power generation and steel industries in China. These consumption patterns are influenced by factors beyond our control, including the demand for electricity; demand for steel; government regulation; technological developments and the location, availability, quality and price of competing sources of coal and coke; alternative fuels, such as natural gas, oil and nuclear power, and alternative energy sources, such as hydroelectric power, wind, geothermal and solar. Any reduction in the demand for coal or coke by the domestic power and steel industries may cause a decline in demand and revenue from our products which would reduce our profitability. For much of fiscal 2012, the steel industry especially has suffered from tighter governmental control of real estate and land developments, resulting in a soft coke market. Likewise, the general slowdown in the Chinese economy has negatively impacted the coal market, especially in the second half of fiscal 2012, although state-mandated consolidation programs such as the one taking place in Henan have buoyed demand somewhat.

***If transportation for our coal or coke becomes unavailable or uneconomic for our customers, our ability to sell our products could suffer.***

Transportation costs represent a significant portion of the total cost of coal and, as a result, the cost of transportation is a critical factor in a customer's purchasing decision. Increases in transportation costs could make our products a less competitive source of energy or could make some of our offerings less competitive than other sources of coal or coke. We rely upon trucking, national, provincial and local highways and roadways, and the national railway system to transport our products. Regulation of, and the overall cost of using these forms of transportation may be outside of our control. Further changes in the accessibility and cost of these forms of transportation could affect our ability to deliver our products to our customers, and which, in turn, could affect the attractiveness of our products relative to competing alternatives. In addition, these modes of transportation depend upon the support of the national, provincial and local governments for their maintenance and operation, and their reliability will depend on the actions and resources of these governments.

***Risks inherent to mining could increase the cost of operating our business.***

Our mining operations are subject to conditions beyond our control that can delay coal deliveries or increase the cost of mining for varying lengths of time. These conditions include weather and natural disasters (such as earthquakes,

landslides, flooding, and other similar occurrences), unexpected maintenance problems, key equipment failures, fires, variations in thickness of the layer, or seam, of coal, amounts of overburden, rock and other natural materials, variations in rock and other natural materials and variations in geological conditions.

As with all companies that have coal mining operations, our operations are affected by mining conditions such as a deterioration in the quality or thickness of faults and/or coal seams, pressure in mine openings, presence of gas and/or water inflow and propensity to spontaneous combustion, as well as operational risks associated with industrial or engineering activity, such as mechanical breakdowns. Although we have conducted geological investigations to evaluate such mining conditions and adapt our mining plans to address them, there can be no assurance that the occurrence of any adverse mining conditions would not result in an increase in our costs of production, a reduction of coal output or the temporary suspension of operations.

***We may suffer losses resulting from industry-related accidents and lack of insurance.***

We operate coal mines and related facilities that may be affected by water, gas, fire or structural problems. As a result, our operations, like other coal mining and coking companies, could experience accidents that cause property damage and personal injuries. Although we have implemented safety measures at our operations, and provide on-the-job training for our employees, and, in accordance with relevant laws set aside approximately 9.6% of employees' total remuneration for employees' health insurance, there can be no assurance that industry-related accidents will not occur in the future.

We currently do not maintain fire, or other property insurance covering our properties, equipment or inventories. In addition, we do not maintain any business interruption insurance or any third party liability insurance to cover claims in respect of personal injury, property or environmental damage arising from accidents on our properties. Any uninsured losses and liabilities incurred by us could have a material adverse effect on our financial condition and results of operations. For instance, if it occurred, a major mining accident could prompt government-mandated closure of some or all of our mining operations, which would then require us to spend significant resources on remediation which could consume our available capital resources. Further, until such remediation is completed, we would be required to obtain our raw coal inputs from other third party suppliers at a higher price, which would adversely affect our gross margins on coal and coke products. Although the likelihood of a major mining accident is extremely difficult to predict, we note that we have never suffered a casualty or major mining-related accident since inception, we have never been found to be out of compliance with government safety standards, and management believes our mining operations are safer than the industry average in China.

***Our ability to operate effectively could be impaired if we lose key personnel or fails to attract qualified personnel.***

Our business is managed by a number of key personnel, the loss of any of which could have a material adverse effect on operations. In addition, as business develops and expands, we believe that our future success will depend greatly on our continued ability to attract and retain highly skilled and qualified personnel. We cannot assure that key personnel will continue to be employed by us or that we will be able to attract and retain qualified personnel in the future. We employ our key personnel on an at-will basis, which means that either the Company or the employee may generally terminate the employment relationship at any time for any reason. Accordingly, if we are not able to effectively fill vacancies of departing key persons, our business may be impaired. Further, we note that our management is heavily dependent on the skills, experience, contacts, and business relationships of our founder and chief executive officer, Mr. Jianhua Lv. Accordingly, the loss of Mr. Lv could cause significant impairment to the business of our Company.

***A downturn in global economic conditions may materially adversely affect our business and results of operations.***

Our business and results of operations are affected by international, national and regional economic conditions. Financial markets in the United States, Europe and Asia have experienced significant disruption in the past year, including among other things, heightened volatility in security prices, constrained liquidity and credit availability, rating downgrades of certain investments and declining values of others. We are unable to predict the likely duration and severity of the current disruptions in financial markets, credit availability, and adverse economic conditions throughout the world. These economic developments affect businesses in a number of ways that could result in unfavorable consequences to the Company. Adverse global economic conditions, including within the PRC, could negatively affect commodity prices, or may cause our current or potential customers to delay or reduce purchases which could, in turn, result in reductions in sales volumes or prices, materially and adversely affecting results of operations and cash flows. Volatility and disruption of global financial markets could limit our customers' abilities to obtain adequate financing to maintain operations and proceed with planned or new capital spending initiatives, leading to a reduction in sales volume that could materially and adversely affect results of operations and cash flow. In addition, a decline in our customers' abilities to pay as a result of an economic downturn may lead to increased difficulties in the collection of accounts receivable, higher levels of reserves for doubtful accounts and write-offs of accounts receivable, and higher operating costs as a percentage of revenues.

***Certain of our shareholders control a significant amount of our common stock.***

Approximately 31.7% of our outstanding common stock is controlled by one holding entity, of which our founder and chief executive officer, Mr. Jianhua Lv, is a director and beneficiary. Accordingly, Mr. Lv presently has significant relative voting power and influence over any action requiring shareholder approval, including the election of our directors.

***Our acquisitions may disrupt or have a negative impact on our business.***

We could have difficulty integrating personnel and operations of Shuangrui Coal, Xingsheng Coal and Shunli Coal with our own. In addition, their key personnel may not be willing to work for us. In addition to the risks described above, acquisitions are accompanied by a number of inherent risks, including, without limitation, the following:

- the effect of any government regulations which relate to the business acquired;
  
- delays and waiting periods associated with required safety inspections, as well as government licensing or permitting procedures;
  
- difficulties in disposing of the excess or idle facilities of an acquired company or business and expenses in maintaining such facilities;



·difficulties in maintaining uniform standards, controls, procedures and policies;

·the potential impairment of relationships with employees and customers as a result of any integration of new management personnel;

·potential unknown liabilities associated with acquired businesses and the associated operations, or the need to spend significant amounts to retool, reposition or modify the existing operations; and

·the defense of any litigation, whether or not successful, resulting from actions of the acquired company prior to the acquisition.

For instance, as a required part of the process of consolidating mines in China, a consolidator is required to undergo safety inspections which apply to its existing and operating mines as well as acquired mines. These government inspections, as well as the required permitting and permitting process, may require substantial time to complete, and this may cause interruptions our coal mining operations. In light of the mining moratorium, we do not know when such clearance will be issued, if at all (see “*Our Products and Operations – Coal – Coal Mining Moratorium*” above). Further, if safety issues are identified by government mine inspection authorities, we may be required to undertake costly and time-consuming remedial measures in order to restore production.

Our business could be impaired to the extent that management is unable to succeed in addressing any of these risks or other problems encountered in connection with these acquisitions, many of which cannot be presently identified, these risks and problems could disrupt our ongoing business, distract the management and employees, increase our expenses and adversely affect our results of operations.

*A large portion of our current revenue is derived from relatively few customers.*

We depended on four major customers for a substantial portion of our revenue in fiscal 2012. Nonrenewal or termination of our arrangements with these customers may have a materially adverse effect on our revenue. In the event that any one of our major customers does not renew or terminates its arrangement with us, there can be no assurance that we will be able to enter into another arrangement similar in scope. Additionally, there can be no assurance that our business will not remain largely dependent on a limited customer base accounting for a substantial portion of revenue.

## **Risks Related to Our Corporate Structure**

***If the Chinese government determines that the contractual arrangements through which we control Hongli do not comply with applicable regulations, our business could be adversely affected. If the PRC regulatory bodies determine that such agreements do not comply with PRC regulatory restrictions on foreign investment, we could be subject to severe penalties. In addition, changes in such Chinese laws and regulations may materially and adversely affect our business.***

There are uncertainties regarding the interpretation and application of PRC laws, rules and regulations, including but not limited to the laws, rules and regulations governing the validity and enforcement of the contractual arrangements between Hongyuan and Hongli. Although we have been advised by our PRC counsel that based on their understanding of the current PRC laws, rules and regulations, the contractual arrangements with Hongli and its owners, as well our ability to enforce our rights thereunder, comply with all applicable PRC laws, rules and regulations, and do not violate, breach, contravene or otherwise conflict with any applicable PRC laws, rules or regulations, we cannot assure you that the PRC regulatory authorities will not determine that our corporate structure and contractual arrangements violate PRC laws, rules or regulations. If the PRC regulatory authorities determine that our contractual arrangements are in violation of applicable PRC laws, rules or regulations, then they will become invalid or unenforceable. In addition, new PRC laws, rules and regulations may be introduced from time to time to impose additional requirements that may be applicable to our contractual arrangements.

The Chinese government has broad discretion in dealing with violations of laws and regulations, including levying fines, revoking business and other licenses and requiring actions necessary for compliance. In particular, licenses and permits issued or granted to us by relevant governmental bodies may be revoked at a later time by higher regulatory bodies. We cannot predict the effect of the interpretation of existing or new Chinese laws or regulations on our businesses. We cannot assure you that our current ownership and operating structure would not be found in violation of any current or future Chinese laws or regulations. As a result, we may be subject to sanctions, including fines, and could be required to restructure our operations or cease to provide certain services. Any of these or similar actions could significantly disrupt our business operations or restrict us from conducting a substantial portion of our business operations, which could materially and adversely affect our business, financial condition and results of operations.

If we, Hongyuan or Hongli are determined to be in violation of any existing or future PRC laws, rules or regulations or fail to obtain or maintain any of the required governmental permits or approvals, the relevant PRC regulatory authorities would have broad discretion in dealing with such violations, including:

- revoking the business and operating licenses of Hongli and/or voiding the contractual arrangements;
- discontinuing or restricting the operations of Hongli;
- imposing conditions or requirements with which we or Hongyuan or Hongli may not be able to comply;
- requiring us to restructure the relevant ownership structure or operations;

restricting or prohibiting our use of the proceeds from our initial public offering to finance our business and operations in China; or

· imposing fines or other forms of economic penalties.

As we do not have direct ownership of Hongli, the imposition of any of these penalties may have a material adverse effect on our financial condition, results of operations and prospects.

***Our contractual arrangements with Hongli and its owners as well as our ability to enforce our rights thereunder may not be as effective in providing control over Hongli as direct ownership.***

We have no equity ownership interest in Hongli, and rely on contractual arrangements to control the company. We cannot assure you that the owners of Hongli will always act in our best interests, and these contractual arrangements may not be as effective in providing control over the company as direct ownership. For example, Hongli could fail to take actions required for our business despite its contractual obligation to do so. If Hongli fails to perform under its agreements with us, we are required by the terms of these agreements to enforce our rights by arbitration before The China International Economic and Trade Arbitration Commission (CIETAC). According to the Rule of CIETA, to initiate such proceeding, we must first prepare and submit an arbitration request to CIETAC for its acceptance. Once accepted, CIETAC will form an arbitration tribunal to hear the matter, set a hearing date and notify Hongli of the proceeding. Hongli will have 45 days from the receipt of such notice to prepare its statement of defense. While we have been advised by our PRC counsel that current CIETAC rules requires a decision to be rendered within six months from the selection of the arbitration tribunal, the passage of any prolong period of time without resolution may disrupt and negatively affect our business operations. Further, we must borne half of CIETAC's fees in addition to our own expenses incurred to prepare for such proceeding, which fees may become prohibitively expensive as the arbitration must take place in Shanghai and be conducted in Chinese. As we are also contractually bound by CIETAC's decision, in the event such decision is unfavorable to us, we may effectively lose our control over Hongli, which could materially and adversely affect our business, financial conditions and results of operations.

***Management members of Hongli have potential conflicts of interest with us, which may adversely affect our business and your ability for recourse.***

Mr. Jianhua Lv, our chief executive officer, is also the chairman of Hongli and owns 85.4% of its equity ownership interests. Conflicts of interests between their respective duties to our company and Hongli may arise. As our director and executive officer, he has a duty of loyalty and care to us under U.S. law when there are any potential conflicts of interests between our company and Hongli. We cannot, however, assure you that when conflicts of interest arise, he will act completely in our interests or that conflicts of interests will be resolved in our favor. For example, he may determine that it is in Hongli's interests to sever the contractual arrangements with Hongyuan, irrespective of the effect such action may have on us. Because we derive our income entirely from the contractual arrangements with Hongli, we would have no or minimal operations and assets if these contractual arrangements are severed. In addition, Mr. Lv could violate his legal duties by diverting business opportunities from us to others, thereby reducing the amount of payment that Hongli is obligated to remit to us under the consulting services agreement.

In the event that you believe that your rights have been infringed under the U.S. securities laws or otherwise as a result of any one of the circumstances described above, it may be difficult or impossible for you to bring an action against Hongli or our officers or directors who are also members of Hongli's management, and all of whom reside within China. Even if you are successful in bringing an action, the laws of China may render you unable to enforce a judgment against the assets of Hongli and its management, all of which are located in China.

***Our principal shareholder may be subject to registration requirements under current regulations relating to offshore investment activities by PRC residents, the non-compliance of which may subject us to fines and sanctions that could adversely affect our business.***

In October 2005 and June 2011, the State Administration of Foreign Exchange ("SAFE") promulgated the *Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Corporate Financing and Roundtrip Investment Through Offshore Special Purpose Vehicles*, or Circular 75, and its implementing rule, respectively, that state that if PRC citizens residing in the PRC, or PRC residents, use assets or equity interests in their PRC entities as capital contributions to establish offshore companies or inject assets or equity interests of their PRC entities into offshore companies to raise capital overseas, they must register with local SAFE branches with respect to their overseas investments in offshore companies. They must also file amendments to their registrations if their offshore companies experience material events involving capital variation, such as changes in share capital, share transfers, mergers and acquisitions, spin-off transactions, long-term equity or debt investments or uses of assets in China to guarantee offshore obligations. Under this regulation, their failure to comply with the registration procedures set forth in such regulation may result in restrictions being imposed on the foreign exchange activities of the relevant PRC entity, including the payment of dividends and other distributions to its offshore parent, as well as restrictions on the capital inflow from the offshore entity to the PRC entity.

### **Risks Related To Doing Business in China**

***Our operations are primarily located in China and may be adversely affected by changes in the policies of the PRC government.***

The political environment in the PRC and the policies of the PRC government may adversely affect our business operations. The PRC has operated as a socialist state since 1949. In recent years, however, the government has introduced economic reforms aimed at creating a "socialist market economy" and policies have been implemented to allow business enterprises greater autonomy in their operations. Changes in the political leadership of the PRC may have a significant effect on laws and policies related to the current economic reforms program, other policies affecting business and the general political, economic and social environment in the PRC, including the introduction of measures to control inflation, changes in the rate or method of taxation, the imposition of additional restrictions on currency conversion and remittances abroad, and foreign investment. These effects could substantially impair our business, profits or prospects. Moreover, economic reforms and growth in the PRC have been more successful in certain provinces than in others, and the continuation or increases of such disparities could affect the political or social

stability of the PRC.

***The PRC government exerts substantial influence over the manner in which companies in China must conduct their business activities.***

The PRC only recently has permitted greater provincial and local economic autonomy and private economic activities. The government of the PRC has exercised and continues to exercise substantial control over virtually every sector of the Chinese economy through regulation and state ownership. Accordingly, government actions in the future, including any decision not to continue to support recent economic reforms and to return to a more centrally planned economy or regional or local variations in the implementation of economic policies, could have a significant effect on economic conditions in the PRC or particular regions thereof, and if this were to occur, we could be required to divest the interests we then hold in Chinese properties or joint ventures. Any such developments could have a material adverse effect on our business, operations, financial condition and prospects.

***Future inflation in China may inhibit economic activity and adversely affect our operations.***

In recent years, the Chinese economy has experienced periods of rapid expansion and within which some years with high rates of inflation and deflation, which have led to the adoption by the PRC government, from time to time, of various corrective measures designed to restrict the availability of credit or regulate growth and contain inflation. While inflation has moderated since 1995, high inflation may in the future cause the PRC government to impose controls on credit and/or prices, or to take other action, which could inhibit economic activity in China, and thereby adversely affect our business operations and prospects.

***We may be unable to enforce our rights due to policies regarding the regulation of foreign investments in China.***

The PRC's legal system is a civil law system based on written statutes in which decided legal cases have little value as precedents, unlike the common law system prevalent in the United States. The PRC does not have a well-developed, consolidated body of laws governing foreign investment enterprises. As a result, the administration of laws and regulations by government agencies may be subject to considerable discretion and variation, and may be subject to influence by external forces unrelated to the legal merits of a particular matter. China's regulations and policies with respect to foreign investments are evolving. Definitive regulations and policies with respect to such matters as the permissible percentage of foreign investment and permissible rates of equity returns have not yet been published. Statements regarding these evolving policies have been conflicting and any such policies, as administered, are likely to be subject to broad interpretation and discretion and to be modified, perhaps on a case-by-case basis. The uncertainties regarding such regulations and policies present risks that we will not be able to achieve our business objectives. There can be no assurance that we will be able to enforce any legal rights we may have under our contracts or otherwise.

***We depend upon the acquisition and maintenance of licenses to conduct our business in the PRC.***

In order to conduct business in the PRC, we need licenses from the appropriate government authorities, including general business licenses and licenses and/or permits specific to our industry. The loss or failure to obtain or maintain these licenses in full force and effect will have a material adverse impact on our ability to conduct our business and on our financial condition. Mining licenses in China are generally subject to periodic renewal, and license fees associated with renewal may be subject to negotiation between the Company and the relevant government authorities. The government may in the future decide to increase these fees, or impose levies or surcharges on coal mine and mining rights. No assurance can be given regarding the timing or magnitude of these types of government actions.

***Price controls may affect both our revenues and net income.***

The laws of the PRC provide the government broad power to fix and adjust prices. Although coal and coke are not presently subject to direct price controls by the PRC government, we cannot give any assurance that these products will not be made subject to such controls in the future. To the extent that these products are subject to price controls, our revenue, gross profit, gross margin and net income may be adversely affected since the revenue we derive may become limited and we may face no limitation on our costs. In such a scenario, we may not be able to pass on any increases in costs to our customers. Further, if price controls affect both the revenue and the costs, our ability to operate profitably and the extent of the profitability will be effectively subject to determination by the applicable PRC regulatory authorities.



***Since our officers and directors reside outside of the United States, it may be difficult for you to enforce your rights against them or enforce United States court judgments against them in the PRC.***

Our directors and executive officers reside in the PRC and all of our assets are located in the PRC. It may therefore be difficult or impossible for United States investors to enforce their legal rights, to effect service of process upon our directors or officers or to enforce judgments of United States courts predicated upon civil liabilities and criminal penalties of our directors and officers under federal securities laws. Further, there are no extradition treaties now in effect between the United States and the PRC, which may limit the effective enforcement against us or our officers and directors of criminal penalties under the U.S. federal securities law or otherwise.

***Since our funds are held in banks which do not provide insurance, the failure of any bank in which we deposit our funds could affect our ability to continue in business.***

Banks and other financial institutions in the PRC do not provide insurance for funds held on deposit. As a result, in the event of a bank failure, we may not have access to funds we deposit in PRC banks. Depending upon the amount of money we maintain in a PRC bank that fails, our inability to have access to cash could impair operations, and, if we are not able to access funds to pay our suppliers, employees and other creditors, we may be unable to continue in business.

***Failure to comply with the United States Foreign Corrupt Practices Act could subject us to penalties and other adverse consequences.***

We are subject to the United States Foreign Corrupt Practices Act, which generally prohibits United States companies from engaging in bribery or other prohibited payments to foreign officials for the purpose of obtaining or retaining business. Foreign companies, including some that may compete with us, are not subject to these prohibitions. Corruption, extortion, bribery, pay-offs, theft and other fraudulent practices occur from time-to-time in the PRC. We can make no assurance, however, that our employees or other agents will not engage in such conduct for which SinoCoking might be held responsible. If our employees or other agents are found to have engaged in such practices, SinoCoking could suffer severe penalties and other consequences that may have a material adverse effect on our business, financial condition and results of operations.

***We may be restricted from freely converting the RMB to other currencies in a timely manner.***

The Renminbi (“RMB”) is not a freely convertible currency at present. We receive all of our revenue in RMB, which may need to be converted to other currencies, primarily U.S. dollars, in order to be remitted outside of the PRC. Effective July 1, 1996, foreign currency “current account” transactions by foreign investment enterprises, including Sino-foreign joint-ventures, are no longer subject to the approval of SAFE, but need only a ministerial review, according to the *Administration of the Settlement, Sale and Payment of Foreign Exchange Provisions* promulgated in 1996 (the “FX regulations”). “Current account” items include international commercial transactions, which occur on a regular basis, such as those relating to trade and provision of services. Distributions to joint-venture parties also are considered “current account transactions.” Other non-current account items, known as “capital account” items, remain subject to SAFE approval. Under current regulations, we can obtain foreign currency in exchange for RMB from swap centers authorized by the government. We do not anticipate problems in obtaining foreign currency to satisfy our requirements; however, there is no assurance that foreign currency shortages or changes in currency exchange laws and regulations by the PRC government will not restrict us from freely converting RMB in a timely manner.

***Fluctuations in the exchange rate could have an adverse effect upon our business and reported financial results.***

We conduct our business in RMB, thus our functional currency is the RMB, while our reporting currency is the U.S. dollar. The value of the RMB against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, the political situation as well as economic policies and conditions. On July 21, 2005, the PRC government changed its decade old policy of pegging its currency to the U.S. currency. Under the current policy, the RMB is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. This change in policy has resulted in an approximate 31% appreciation of the RMB against the U.S. dollar between July 21, 2005 and June 30, 2012. However, there remains significant international pressure on the PRC government to adopt an even more flexible currency policy, which could result in a further and more significant appreciation of the RMB against the U.S. dollar. To the extent any of our future revenues are denominated in currencies other than the United States dollar, we would be subject to increased risks relating to foreign currency exchange rate fluctuations which could have a material adverse effect on our financial condition and operating results since operating results are reported in United States dollars and significant changes in the exchange rate could materially impact our reported earnings.

***Our PRC subsidiary and controlled entities are subject to restrictions on making payments to us, which could adversely affect our cash flow and our ability to pay dividends on our capital stock.***

We are a holding company incorporated in the State of Florida and do not have any assets or conduct any business operations other than our investment in the variable interest entities (“VIEs”) that we control in China. As a result of our holding company structure, we rely entirely on contractual payments from the VIEs and dividends from our PRC subsidiary for our cash needs, including the funds necessary to pay any dividends and other cash distributions to our shareholders, to service any debt we may incur and to pay our operating expenses. The payment of dividends by entities established in China is subject to limitations. Regulations in China currently permit payment of dividends only out of accumulated profits as determined in accordance with accounting standards and regulations in China. Our PRC subsidiary and VIEs is required to set aside at least 10% of its after-tax profit based on PRC accounting standards each year to its general reserves or statutory capital reserve fund until the aggregate amount of such reserves reaches 50% of its respective registered capital. As a result, they are restricted in their ability to transfer a portion of their net assets to us in the form of dividends, loans or advances. We anticipate that in the foreseeable future our PRC subsidiary and

VIEs will need to continue to set aside 10% of their respective after-tax profits to their statutory reserves. Further, our PRC subsidiary and our VIEs in China may in the future, incur debt on their own in the future, and the instruments governing such debt may restrict such their ability to make contractual or dividend payments to us. If we are unable to receive all of the funds we require for our operations through contractual or dividend arrangements with our PRC subsidiary and VIEs, we may not have sufficient cash flow to fund our corporate overhead and regulatory obligations in the United States and may be unable to pay dividends on our shares of capital stock.

## **Risks Related to an Investment in Our Securities**

*The rights of the holders of common stock may be impaired by the potential issuance of dilutive securities, namely preferred stock, convertible debt, and additional common stock.*

Our board of directors has the right, without shareholder approval, to issue other dilutive securities with voting, dividend, conversion, liquidation or other rights which could adversely affect the voting power and equity interest of the holders of our common stock. These additional securities could be issued with the right to more than one vote per share, and/or could be utilized as a method of discouraging, delaying or preventing a change of control. The possible impact on takeover attempts could adversely affect the price of the common stock. Although we have no present intention to issue any additional dilutive securities for financing purposes, we may issue such shares in the future.

Under our charter and relevant corporate and securities law, the board of directors may approve the issuance of common stock in connection with certain types of transactions such as of acquisitions of other companies or mining assets, without obtaining shareholder approval. As a result, additional securities may be issued in the event of such transactions, resulting in dilution of the holdings of all pre-transaction shareholders, even though one or more of our shareholders may disagree with our decision to acquire a target or assets.

*Our stock price may be affected by our failure to meet projections and estimates of earnings developed either by us or by independent securities analysts.*

Our operating results may fall below the expectations of securities analysts and investors. In this event, the market price of our common stock would likely be materially adversely affected.

*The market price for our common stock may be volatile and subject to wide fluctuations, which may adversely affect the price at which you can sell our shares.*

The market price for our common stock may be volatile and subject to wide fluctuations in response to factors including the following:

- actual or anticipated fluctuations in our quarterly operations results;

- changes in financial estimates by securities research analysts;
  
- conditions in foreign or domestic coal or coke markets;
  
- changes in the economic performance or market valuations of other meat processing companies;
  
- announcements by us or our competitors of new products, acquisitions, strategic partnerships, joint-ventures or capital commitments;
  
- addition or departure of key personnel;
  
- fluctuations of exchange rates between the RMB and the U.S. dollar;
  
- intellectual property litigation; and
  
- general economic or political conditions in China.

In addition, the securities market has from time to time experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of our stock.

***If we were to become subject to the penny stock rules, you may have difficulty in selling our common stock.***

Listed companies with a stock price trading at less than \$5.00 per share will be subject to the SEC's penny stock rules, which impose additional sales practice requirements and restrictions on broker-dealers that sell our stock to persons other than established customers and institutional accredited investors. As we have become subject to these rules, these rules may affect the ability of broker-dealers to sell our common stock and may affect your ability to sell any common stock you may own. According to the SEC, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include:

- control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;
- manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;

boiler room practices involving high pressure sales tactics and unrealistic price projections by inexperienced sales persons;

·excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and

·the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

***Our common stock is a relatively new listing and has a limited trading history. As a result, in the near future and beyond, liquidity in our shares may be limited, and you may be unable to sell at or near the purchased price or at all if you need to sell your shares or otherwise liquidate your holdings.***

We cannot predict the extent to which an active public market for our common stock will develop or be sustained. Our common stock became listed on NASDAQ in February 2010, and our shares have only a limited amount of trading history. In addition, our common stock has a limited public float, and we are relatively unknown to stock analysts, stock brokers, institutional investors and others in the investment community that generate or influence sales volume. As a consequence, there have been and may be periods of several days or more when trading activity in the shares is or will be minimal or non-existent, as compared to a seasoned issuer that has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on share price. We cannot provide any assurance that a broader or more active public trading market for our common stock will develop or be sustained in the future, or that any particular level of trading volume in our stock will be sustained.

The market for our common stock is expected to be characterized by significant price volatility when compared to seasoned issuers, and we anticipate that our share price will continue to be more volatile than a seasoned issuer for some time. The price at which you purchase our common stock may not be indicative of the price that will prevail in the trading market. You may be unable to sell your common stock at or above your purchase price if at all, which may result in substantial losses to you. Volatility in share prices is attributable to a number of factors. In the near future, our common stock is expected to be sporadically and/or thinly traded. As a consequence of this lack of liquidity, the trading of relatively small quantities of shares by our shareholders may disproportionately influence the price of those shares in either direction. The price for our shares could, for example, decline precipitously in the event a large number of our common shares are sold on the market without commensurate demand, as compared to a seasoned issuer which could better absorb those sales without adverse impact on our share price. The following factors also may add to the volatility in the price of our common stock: actual or anticipated variations in our quarterly or annual operating results; adverse outcomes; additions to or departures of key personnel, as well as other items discussed under this Risk Factor section, as well as elsewhere in our reports, filings and public disclosures. Many of these factors are beyond our control and may decrease the market price of our common stock, regardless of our operating performance. We cannot make any predictions or projections as to what the prevailing market price for our common stock will be at any time, including as to whether our common stock will sustain any particular trading price, or as to what effect the sale of shares or the availability of common shares for sale at any time will have on the then prevailing market price.

***Volatility in our common stock price may subject SinoCoking to securities litigation.***

The future market for our common stock may be characterized by significant price volatility when compared to seasoned issuers, and we expect our share price will be more volatile than a seasoned issuer for the indefinite future. There are periods during which the trading volume of our stock is relatively low, which may exacerbate volatility and result in exaggerated price changes in the common stock. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of our securities. We may, in the

future, be the target of similar litigation. Securities litigation could result in substantial costs and liabilities and could divert management's attention and resources.

***Techniques Employed by Manipulative Short Sellers in Chinese Small Cap Stocks May Drive Down the Market Price of Our Common Stock***

Short selling is the practice of selling securities that the seller does not own but rather has, supposedly, borrowed from a third party with the intention of buying identical securities back at a later date to return to the lender. The short seller hopes to profit from a decline in the value of the securities between the sale of the borrowed securities and the purchase of the replacement shares, as the short seller expects to pay less in that purchase than it received in the sale.

As it is therefore in the short seller's best interests for the price of the stock to decline, many short sellers (sometime known as "disclosed shorts") publish, or arrange for the publication of, negative opinions regarding the relevant issuer and its business prospects in order to create negative market momentum and generate profits for themselves after selling a stock short. While traditionally these disclosed shorts were limited in their ability to access mainstream business media or to otherwise create negative market rumors, the rise of the Internet and technological advancements regarding document creation, videotaping and publication by weblog ("blogging") have allowed many disclosed shorts to publicly attack a company's credibility, strategy and veracity by means of so-called research reports that mimic the type of investment analysis performed by large Wall Street firm and independent research analysts. These short attacks have, in the past, led to selling of shares in the market, on occasion in large scale and broad base. Issuers with business operations based in the PRC and who have limited trading volumes and are susceptible to higher volatility levels than U.S. domestic large-cap stocks, can be particularly vulnerable to such short attacks.

These short seller publications are not regulated by any governmental, self-regulatory organization or other official authority in the U.S., are not subject to the certification requirements imposed by the Securities and Exchange Commission in Regulation AC (Regulation Analyst Certification) and, accordingly, the opinions they express may be based on distortions of actual facts or, in some cases, fabrications of facts. In light of the limited risks involved in publishing such information, and the enormous profit that can be made from running just one successful short attack, unless the short sellers become subject to significant penalties, it is more likely than not that disclosed shorts will continue to issue such reports.

While we intend to strongly defend our public filings against any such short seller attacks, oftentimes we are constrained, either by principles of freedom of speech, applicable state law (often called "Anti-SLAPP statutes"), or issues of commercial confidentiality, in the manner in which we can proceed against the relevant short seller. You should be aware that in light of the relative freedom to operate that such persons enjoy – oftentimes blogging from outside the U.S. with little or no assets or identity requirements – should we be targeted for such an attack, our stock will likely suffer from a temporary, or possibly long term, decline in market price should the rumors created not be dismissed by market participants.

***We have incurred and will continue to incur increased costs as a public company which may affect our profitability.***



As a public company, we have incurred and will continue to incur significant legal, accounting and other expenses. We are subject to the SEC's rules and regulations relating to public disclosure. SEC disclosures generally involve a substantial expenditure of financial resources. In addition, the Sarbanes-Oxley Act of 2002, as well as new rules subsequently implemented by the SEC, has required changes in corporate governance practices of public companies. We expect that as we continue to undertake compliance with these new rules and regulations, our legal and financial compliance costs will continue to rise and some activities will become more time-consuming and costly. For example, we are required to maintain independent board committees and adopt policies regarding internal controls and disclosure controls and procedures. Management may also need to increase compensation for senior executive officers, engage senior financial officers able to adopt financial reporting and control procedures, allocate a budget for an investor and public relations program, and increase our financial and accounting staff in order to meet the demands and financial reporting requirements as a public reporting company. Such additional personnel, public relations, reporting and compliance costs will affect our financial results.

***Failure to achieve and maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on our business and operating results and shareholders could lose confidence in our financial reporting.***

Internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. If we cannot provide reliable financial reports or prevent fraud, our operating results could be harmed. Failure to achieve and maintain an effective internal control environment, could cause investors to lose confidence in our reported financial information, which could have a material adverse effect on our stock price. Although we are not required to have an auditors' report on internal controls over financial reporting under current SEC regulations, our management has concluded that our internal controls were ineffective for the fiscal year ended June 30, 2012.

***Generally, we have not paid any cash dividends to our shareholders and no cash dividends will be paid in the foreseeable future.***

We do not anticipate paying cash dividends on our common stock in the foreseeable future and it may not have sufficient funds legally available to pay dividends. Even if the funds are legally available for distribution, we may nevertheless decide or may be unable to pay any dividends. We intend to retain all earnings for our operations.

***Past activities during the period prior to our Share Exchange on February 5, 2010 relating to our prior business then known as “Ableauctions.com, Inc.” may lead to future liability.***

Prior to our acquisition of Top Favour Limited (the BVI holding company for our business) on February 5, 2010, the Company, then known as “Ableauctions.com, Inc.,” engaged in businesses unrelated to our current operations. Although certain previously controlling shareholders of Ableauctions.com and its related liquidating trust have provided certain indemnifications against any loss, liability, claim, damage or expense arising out of or based on any breach of or inaccuracy in any of their representations, warranties and covenants made regarding such acquisition, including a \$1 million reserve fund set aside by a liquidating trust for purposes of paying any indemnification claims by us, any liabilities relating to such prior business against which we are not completely indemnified may have a material adverse effect on us (and indirectly our shareholders) may not be able to benefit from any funds in reserve.

***Reverse takeover transactions of the type conducted between the Company (then known as Ableauctions.com) and Top Favour are often heavily scrutinized by the SEC and we may encounter difficulties or delays in obtaining future regulatory approvals.***

Historically, the SEC and the U.S. national exchanges have not generally favored transactions in which a privately-held company merges into a public reporting company with listed securities. On June 29, 2005, the SEC adopted rules dealing with private company mergers into dormant or inactive public companies. Although our Company was not a dormant inactive public company at the time of the reverse takeover transaction, we anticipate that the Company will be scrutinized carefully by the SEC and possibly by the Financial Industry Regulatory Authority. Further, the SEC or other regulatory authority may unexpectedly assert a different interpretation of its rules, than the interpretation relied upon, used by, or considered reasonable the Company and its advisors, and by other companies conducting similar or analogous transactions, which could increase the cost of, or adversely affect our ability to, file and achieve effectiveness for our registration statements, or interfere with or negate the ability of the Company its shareholders to rely upon Rule 144 or similar rules.

***Future sales of shares of our common stock may decrease the price for such shares.***

Actual sales, or the prospect of sales by our shareholders, may have a negative effect on the market price of the shares of our common stock. We may also register certain shares of our common stock that are subject to outstanding convertible securities, if any, or reserved for issuance under our stock option plans. Once such shares are registered, they can be freely sold in the public market upon exercise of the options. At any given time, if any of our shareholders either individually or in the aggregate cause a large number of securities to be sold in the public market, or if the market perceives that these holders intend to sell a large number of securities, such sales or anticipated sales could result in a substantial reduction in the trading price of shares of our common stock and could also impede our ability to raise future capital.

***The elimination of monetary liability against our directors, officers and employees under state law and the existence of indemnification rights to our directors, officers and employees may result in substantial expenditures by us and may discourage lawsuits against our directors, officers and employees.***

Our articles of incorporation contain specific provisions that eliminate or limit the liability of directors for monetary damages to us and our shareholders, and we are prepared to give such indemnification to our directors and officers to the extent permissible under state law. We may also maintain or enter into, from time to time, contractual agreements that obligate us to indemnify our officers under employment agreements, and similar contractual agreements with our directors. The foregoing indemnification obligations could result in us incurring substantial expenditures to cover the cost of settlement or damage awards against directors and officers, in the event of actions against our officers and directors, which we may be unable to recoup. These provisions and resultant costs may also discourage us from bringing a lawsuit against directors and officers for breaches of their fiduciary duties, and may similarly discourage the filing of derivative litigation by our shareholders against the directors and officers even though such actions, if successful, might otherwise benefit the Company and its shareholders.

***We may need additional capital, and the sale of additional shares or other equity securities could result in additional dilution to our shareholders.***

We believe that our current cash and cash equivalents, anticipated cash flow from operations, availability of borrowings under the new loan, and the net proceeds from the Financing will be sufficient to meet our anticipated cash needs for the near future. We may, however, require additional cash resources due to changed business conditions or other future developments, including any investments or acquisitions we may decide to pursue. If our resources are insufficient to satisfy our cash requirements, we may seek to sell additional equity or debt securities or obtain additional credit. The sale of additional equity securities could result in additional dilution to our shareholders. Incurring indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations. We cannot assure you that financing will be available in amounts or on terms acceptable to it, if at all.

***The registration and potential sale, either pursuant to our prospectus or pursuant to Rule 144, by certain selling security holders of a significant number of shares could encourage short sales by third parties.***

There may be significant downward pressure on our stock price caused by the sale or potential sale of a significant number of shares by certain of selling security holders pursuant to our effective registration statement on Form S-1 and prospectus or under Rule 144, which could allow short sellers of our stock an opportunity to take advantage of any decrease in the value of our stock. The presence of short sellers in our common stock may further depress the price of our common stock. If the selling security holders sell a significant number of shares of common stock, the market price of our common stock may decline. Furthermore, the sale or potential sale of the offered securities pursuant to the prospectus and the depressive effect of such sales or potential sales could make it difficult for us to raise funds from other sources.



## BUSINESS

### General Overview

SinoCoking Coal and Coke Chemical Industries, Inc. (the “Company”) is a vertically-integrated coal and coke producer based in Henan Province, People’s Republic of China (“PRC” or “China”). Our products include raw coal, washed coal, “medium” coal and slurries, coke and coal tar. We also generate electricity with gas emitted during the coking process, which we use primarily to power our operations.

All of our business operations are conducted by Henan Province Pingdingshan Hongli Coal & Coke Co., Ltd. (“Hongli”), which we control through contractual arrangements that Hongli and its owners have entered into with Pingdingshan Hongyuan Energy Science and Technology Development Co., Ltd. (“Hongyuan”). These contractual arrangements provide for management and control rights, and in addition entitle us to receive the earnings and control the assets of Hongli. Hongyuan is wholly-owned by Top Favour Limited (“Top Favour”), our wholly-owned subsidiary. Other than our interests in the contractual arrangements, neither we, Top Favour nor Hongyuan own any equity interests in Hongli.

Currently:

· coking related operations are carried out by Baofeng Coking Factory (“Baofeng Coking), a branch of Hongli;

· coal related operations are under the following subsidiaries of Hongli:

(1) Baofeng Hongchang Coal Co., Ltd. (“Hongchang Coal”);

(2) Baofeng Shuangrui Coal Mining Co., Ltd. (“Shuangrui Coal”); and

(3) Baofeng Xingsheng Coal Mining Co., Ltd. (“Xingsheng Coal”);  
and

· electricity generation is carried out by Baofeng Hongguang Environment Protection Electricity Generating Co., Ltd. (“Hongguang Power”), also a wholly owned subsidiary of Hongli.

It is our intention to transfer all coal related operations from Hongli's subsidiaries to a joint-venture established with Henan Province Coal Seam Gas Development and Utilization Co., Ltd. ("Henan Coal Seam Gas"), a state-owned enterprise and qualified provincial-level coal mine consolidator. The joint-venture, Henan Hongyuan Coal Seam Gas Engineering Technology Co., Ltd. ("Hongyuan CSG"), has been established, although our planned transfer of coal related activities to Hongyuan CSG has not been carried out as of the date of this prospectus. Our interests in Hongyuan CSG are held by Henan Zhonghong Energy Investment Co., Ltd. ("Zhonghong"), which equity interests are presently held on Hongli's behalf and for its benefit by three nominees pursuant to share entrustment agreements.

In addition, once we complete construction of our new coking plant, we intend to operate the plant through Baofeng Hongrun Coal Chemical Co., Ltd. ("Hongrun Coking"), a wholly-owned subsidiary of Hongli. As of the date of this prospectus, however, construction has not been completed (see "*Our Products and Operations – Coke – New Coking Facility*" below) and Hongrun Coking has not commenced operations.

## **Our Industry**

### *World Coal Reserves*

According to the Energy Information Administration ("EIA"), total recoverable reserves of coal around the world are estimated at 929 billion metric tons. Historically, estimates of world recoverable coal reserves, although relatively stable, have declined gradually from 1,145 billion metric tons in 1991 to 1,083 billion metric tons in 2000 and 929 billion metric tons in 2006. Although coal deposits are widely distributed, 80% of the world's recoverable reserves are located in five countries: the United States (28.0%), Russia (19.0%), China (14.0%), India (10.0%) and Australia (9.0%). In 2006 those five countries, taken together, produced 4.9 billion metric tons (95.8 quadrillion BTU) of coal, representing 71.0% (75.0% on a BTU basis) of total world coal production. By rank, anthracite and bituminous coal account for 51.0% of the world's estimated recoverable coal reserves on a tonnage basis, and sub-bituminous and lignite coal account for 50.0%. In 2006, coal accounted for 27% of world energy consumption, of which 62% was shipped to electricity producers, 34% to industrial consumers, and most of the remaining 4% to coal consumers in the residential and commercial sectors. Coal's share of total world energy consumption is expected to increase to 28% in 2030.

Quality and geological characteristics of coal deposits are important parameters for coal reserves. Coal is a heterogeneous source of energy, with quality (for example, characteristics such as heat, sulfur, and ash content) varying significantly by region and even within individual coal seams. At the top end of the quality spectrum are premium-grade bituminous coals, or coking coals, used to manufacture coke for the steelmaking process. The heat content of bituminous coal ranges from 21.0 million to 30.0 million BTU/ton (approximately 5,300 to 7,550 kcal/kg) on a moist, mineral-matter-free basis. Coking coals produced in the United States have an estimated heat content of 26.3 million BTU per ton (approximately 6,600 kcal/kg) and relatively low sulfur content of approximately 0.9 percent by weight. At the other end of the spectrum are reserves of low-BTU lignite. On a BTU basis, lignite reserves show considerable variation. Estimates published by the International Energy Agency for 2005 indicate that

the average heat content of lignite in major producing countries varies from a low of 4.4 million BTU per ton (approximately 1,100 kcal/kg) in Greece to a high of 12.4 million BTU per ton (approximately 3,100 kcal/kg) in Canada.

The growth rate for world coal consumption is expected to be 1.9% from 2006 to 2015 and 1.6% from 2015 to 2030, generally reflecting the growth trends for both world GDP and world primary energy consumption.

#### *Coal Consumption and Demand in China*

According to EIA, China and India together will account for 90 percent of the projected increase in world coal consumption from 2006 to 2030. Strong economic growth is projected for both countries (averaging 6.4 percent per year in China and 5.6 percent per year in India from 2006 to 2030), and much of the increase in their demand for energy, particularly in the electric power and industrial sectors, is expected to be met by coal.

Coal use in China's electricity sector is projected to increase from 24.9 quadrillion BTU in 2006 to 57.3 quadrillion BTU in 2030, at an average rate of 3.5% per year. At the beginning of 2006, China had an estimated 350 gigawatts of coal-fired capacity in operation. To meet the demand for electricity that is expected to accompany its rapid economic growth, an additional 600 gigawatts of coal-fired capacity (net of retirements) is projected to be brought on line in China by 2030, requiring large financial investments in new coal-fired power plants and associated transmission and distribution systems.

Approximately half of China's coal use in 2006 was in the non-electricity sectors, principally in the industrial sector. In 2006, China was the world's leading producer of both steel and pig iron, and between 2006 and 2030, coal demand in China's non-electricity sectors is expected to increase by 13.9 quadrillion BTU. Despite such substantial growth, however, the non-electricity share of total coal demand is expected to decline to 41.0% in 2030. Because China has only limited reserves of oil and natural gas, coal remains the primary source of energy in its industrial sector, even as electricity's share of total industrial energy use rises from 18.0% percent in 2006 to an expected 28.0% in 2030.

#### *Coal Production in China*

EIA estimates that China's coal production increased from 1,459 million short metric tons in 2001 to 2,804 million short metric tons in 2007. China contributed approximately 40.0% to world coal production in 2007 whereas in 2001, it contributed 28.0%.

Bituminous coal comprised 75.0% of China's coal production. China's bituminous coal production increased from 1,138 million short metric tons in 2001 to 1,984 million short metric tons in 2006.



From 2006 to 2030, coal production in China is projected to increase by 52.8 quadrillion BTU or 2,617 million short metric tons. Management believes that the production estimates suggest that most of the demand for coal in China will continue to be met by domestic production.

After reaching a peak in the first half of 2008, coal prices, as measured by the Qinhuangdao benchmark spot price (Shanxi blend, 5,500 kcal/kg), saw sharp declines in the latter half of 2008. Coal prices are expected to stay in the 550 RMB/ton range for 2009 through 2011, as the global economy recovers and coal demand increases. However, coal prices could see near-term declines as China's five power giants together with China Resources are expected to purchase imported coal at lower international prices, which may impose great pressure on domestic coal pricing.

#### *Coking Industry in China*

Coke is a hardened, solid carbonaceous residue derived from low-ash, low-sulfur bituminous coal from which the volatile constituents are driven off by baking in an oven without oxygen at high temperatures so that the fixed carbon and residual ash are fused together. The two major types of coke are metallurgical coke and chemical coke, which are primarily used in the manufacture of pig iron, which is a major component in the production of steel. Metallurgical coke is classified into three grades depending on the level of carbon and other mineral content – Grade I coke, which is suitable for larger furnaces and has a high heat yield compared to Grade II and Grade III. The quality of coke has a significant impact on the production of iron. Compared to the other grades of coke, Grade I coke produces the least ash and is the highest quality, therefore yielding more iron and achieving higher productivity.

World metallurgical coke production reached 612 million metric tons in 2008, a slight increase in production from 2007. China is currently the powerhouse in the global coke industry, producing 374 million metric tons of coke in 2008, accounting for 60% of total global production. Japan, the second largest coke producer in the world, produces 42 million metric tons annually and holds a 7% market share. For the first five months of 2009, China produced 126 million metric tons of coke, down 7.4 percent from the previous year. China is by far the most important market for metallurgical coke in every key aspect covering production, consumption and export. Locality has been a major driving force behind metallurgical coke production capacity growth in north, northeast and east of China. These areas have large pools of coal reserves and are strategically located near the coal ports - boosting the supply chain of metallurgical coke market. The availability and close proximity to both imported and domestic coal coupled with existing transportation infrastructure have provided the catalyst for expansion of the metallurgical coke market. Steel production and demand distribution is also closely mirrored by metallurgical coke production and demand. Increased number of steel coke production facilities growing in these areas has sparked the building of new metallurgical coke plants looking to meet new increasing demand.

### *Coke Uses and By-Products*

As mentioned above, metallurgical coke is primarily used for steel manufacturing. Chemical coke, however, commonly referred in China to as gas coke, is mainly used in China to produce synthesis gas, a gas mixture largely of hydrogen and carbon monoxide that is combustible and often used as a fuel source or as an intermediate for the production of other chemicals including methanol, formaldehyde and ammonia. China has exacting national standards for coke, based upon a variety of metrics, including most importantly, ash content, volatilization, caking qualities, sulfur content, mechanical strength and abrasive resistance. Typically, metallurgical coke must have more than 80% fixed carbon, less than 15% ash content, less than 0.8% sulfur content and less than 1.9% volatile matter. Chemical coke, on the other hand, must have more than 80% fixed carbon, less than 18% ash content, less than 1% sulfur content and less than 3% volatile matter.

Coal tar is a by-product of the distillation of metallurgical coal in coke processing. Coal tar in turn is distilled into many fractions to yield a number of useful organic products, including benzene, toluene, naphthalene and anthracene. The Company's tar is sold mainly to producers of naphthalene, anthracene, carbon lack and water proofing materials. Coal gas is obtained as a by-product in the preparation of coke. Its composition varies but largely consists of hydrogen and methane with small amounts of other hydrocarbons, carbon monoxide, carbon dioxide and nitrogen.

### *China Coke Pricing*

The Shanxi Coking Industry Association lowered its reference price for coke sales in September 2009 by RMB 80/ton. In September, the free-on-rail price for coke with sulphur content less than 0.7% and ash content below 12.5% would be RMB 1,780/ton, inclusive of VAT, down RMB 80/ton from August. The move follows a price cut just two weeks before, when the SCIA lowered its August reference price by RMB 20/ton to RMB 1,860/ton. Meanwhile, the association asked coke enterprises to limit production by 60%-70% to reduce coke stocks and stabilize market supply. The Hebei Coke & Chemical Industry Association cut the Grade II or "2nd Grade" met coke reference price by RMB 150/ton to RMB 1,700/ton for September. In 2009, the association suggested that PRC coke producers cut production by 30% to support coke prices.

Coke prices saw significant declines from their peaks in the first half of 2008, as there was reduced demand from the iron and steel industries. Prices have subsequently been volatile for most of 2009, closing at 1,780 RMB/ton at the end of September. Since September 2009, coke prices have increased approximately 10%, resulting from improved economic conditions and increased steel demand. The price of coke closed at 1,970 RBM/ton in the beginning of May 2010.



Due to the Chinese central government's regulations, all the unqualified coking facilities with furnace height of less than 4.3 meters will have to be shut down within a short period. As a result, management believes coke will be in short supply future years.

## Corporate History and Structure

We were incorporated in Florida on September 30, 1996, originally under the name "J. B. Financial Services, Inc." From the date of incorporation until August 24, 1999, we had no material business and no material revenues, expenses, assets or liabilities. We changed our name to "Ableauctions.com, Inc." on July 19, 1999, and subsequently operated an online auction business and a real estate business.

On December 30, 2009, our shareholders approved a Plan and Agreement of Share Exchange, dated July 17, 2009, with Top Favour under which we agreed to acquire all of the outstanding capital stock of Top Favour in exchange for the issuance of 13,117,952 shares of our common stock to the shareholders of Top Favour (the "Share Exchange"). The Share Exchange was consummated on February 5, 2010 (the "Closing Date"). On the Closing Date:

- we ceased operating all of our businesses that existed and were held prior to the Closing Date;

- we changed our name from "Ableauctions.com, Inc." to "SinoCoking Coal and Coke Chemical Industries, Inc." to reflect the business of Top Favour, and effected a 1-for-20 reverse stock split of our issued and outstanding shares of common stock, by filing an amendment to our articles of incorporation with Florida's Department of State;

- all of our directors and officers prior to the Share Exchange resigned, and successor officers and directors designated by Top Favour were appointed to our board of directors and management;

- all of our pre-Share Exchange assets (e.g., relating to online auctions, liquidation, real estate services, finance and development) were transferred to a liquidating trust (the "Liquidating Trust"), including the capital stock of our pre-Share Exchange subsidiaries;

- the Liquidating Trust assumed all of our pre-Share Exchange liabilities;

· Top Favour and its subsidiaries and controlled companies became our subsidiaries and controlled companies; and  
the business, operations and assets of Top Favour (e.g., production of coal, coke and electricity) became our sole business, operations and assets.

On March 11, 2010 we completed two private placement financings, pursuant to exemptions under Regulation S and Regulation D respectively, in which we sold and issued a total of 7,344,935 shares of common stock, and five-year warrants for the purchase of an additional 3,789,631 shares of common stock, resulting in aggregate proceeds of \$44 million (collectively referred to as the “Financing”). The Financing was conducted pursuant to Securities Purchase Agreements dated February 5, 2010 and March 10, 2010, in two closings. The registration statement to register the shares of common stock issued or underlying the securities issued in connection with the Financing was filed on May 11, 2010 and was declared effective on September 13, 2010.

### *Top Favour*

Top Favour is a holding company incorporated in the British Virgin Islands on July 2, 2008. Top Favour was formed by the owners of Hongli as a special vehicle for raising capital outside of the PRC. Other than holding 100% of the equity interests in Hongyuan and facilitating loan transactions for Hongli and its subsidiaries, Top Favour has no operations of its own.

### *Hongyuan*

Hongyuan is a PRC limited liability company with registered capital of \$3 million and is the wholly-owned subsidiary of Top Favour. Hongyuan was approved as a wholly foreign owned enterprise (“WFOE”) by the Henan provincial government on February 26, 2009 and formally organized on March 18, 2009. Other than activities relating to its contractual arrangements with Hongli, Hongyuan has no separate operations of its own.

### *Hongli*

Hongli is a limited liability company organized in the PRC on July 5, 1996 with registered capital of RMB 8,808,000, held by four Chinese nationals: 83.66% by Mr. Jianhua Lv, our chairman and chief executive officer, 6.44% by Ms. Xin Zheng, 4.95% by Mr. Wenqi Xu, and 4.95% by Mr. Guoxiang Song. In August 2010, the Pingdingshan municipal government directed Hongli to increase its registered capital to RMB 28,080,000 in order to maintain its coal trading license. Accordingly, the owners of Hongli contributed the additional registered capital in full in August 2010, although not in proportion to their original ownership percentages: Mr. Lv and Ms. Zheng increased their holdings to 85.40% and 9.19%, respectively, while Mr. Xu and Mr. Song decreased their holdings to 3.99% and 1.42%, respectively. Registration of such additional contribution and change in ownership percentages with the Administration for Industry and Commerce (“AIC”) of Pingdingshan was completed in April 2011.

Currently, Hongli has a branch, six subsidiaries and a joint venture as follows (collectively “Hongli Group”):

#### *Branch:*

· *Baofeng Coking* was established on May 31, 2002 as a branch of Hongli, and operates our existing coking plant.

*Subsidiaries\**:

*Hongchang Coal* is a limited liability company formed in the PRC on July 19, 2007 with registered capital of RMB 3 million. *Hongchang Coal* is a wholly-owned subsidiary of *Hongli* and holds the rights to mine *Hongchang coal* mine. All mining activities at the mine are currently on hold pending the ongoing mining moratorium (see “*Our Products and Operations – Coal - Coal Mining Moratorium*” below).

*Hongguang Power* is a limited liability company formed in the PRC on August 1, 2006 with registered capital of RMB 22 million. *Hongguang Power* is wholly owned by *Hongli*.

*Hongrun Coking* is a limited liability company formed in the PRC on May 17, 2011 with registered capital of RMB 30 million. *Hongrun Coking* is a wholly-owned subsidiary of *Hongli*. We intend to operate our new coking plant through *Hongrun Coking*. As the date of this prospectus, *Hongrun Coking* has not commenced operations as construction of the new coking plant has not been completed.

*Shuangrui Coal\*\** is a limited liability company formed in the PRC on March 17, 2009 with registered capital of RMB 4,029,960. *Hongchang Coal* currently holds 100% of the equity interests of *Shuangrui Coal*. *Hongli* initially acquired 60% of such interests on May 20, 2011, and when it acquired the remaining 40% on June 20, 2012, *Hongli* concurrently transferred all 100% of *Shuangrui Coal* to *Hongchang Coal*, which transfer has been registered with the *Pingdingshan AIC*. As of the date of this prospectus, *Hongli* has not yet paid any consideration for the 40% as negotiation with its seller remains ongoing, although we have accrued for such consideration based on its fair market value. *Shuangrui Coal* holds the rights to mine the *Shuangrui coal* mine, although there are currently no mining operations in light of the ongoing mining moratorium (see “*Our Products and Operations – Coal – Coal Mining Moratorium*” below). We intend to dissolve *Shuangrui Coal* in the future and consolidate its mine assets under *Hongchang Coal*.

*Xingsheng Coal\*\** is a limited liability company formed in the PRC on December 6, 2007 with registered capital of RMB 3,634,600 (approximately \$559,400). *Hongli* currently holds 60% of the equity interests of *Xingsheng Coal*. *Xingsheng Coal* holds the rights to mine the *Xingsheng coal* mine. All mining activities at the mine are currently on hold pending the ongoing mining moratorium (see “*Our Products and Operations – Coal – Coal Mining Moratorium*” below).



*Zhonghong* is a limited liability company formed in the PRC on December 30, 2010 with initial registered capital of RMB 10,010,000, which was further increased to RMB 20 million on April 14, 2011, and to RMB 51 million on July 12, 2011, of which RMB 30 million has been paid and the balance due by December 20, 2015. *Zhonghong*'s equity interests are presently held on *Hongli*'s behalf and for its benefit by three nominees pursuant to share entrustment agreements, including Mr. Hui Zheng, *Hongli*'s vice president of operations, an employee of *Hongli*, and an unrelated party who also serves as *Zhonghong*'s general manager. *Zhonghong* holds our interests in *Hongyuan CSG*, our joint-venture with Henan Coal Seam Gas.

*Joint-Venture:*

*Hongyuan CSG* is a joint-venture established in the PRC on April 28, 2011 by *Zhonghong* (49%) and Henan Coal Seam Gas (51%). *Hongli*'s interests in the joint-venture are held by *Zhonghong*. We intend to transfer all coal related operations from *Hongli*'s subsidiaries to *Hongyuan CSG*, although such transfers have not been carried out as of the date of this prospectus.

We acquired 100% of Baofeng Shunli Coal Ming Co., Ltd. ("Shunli Coal") on May 20, 2011. On July 4, 2012, Shunli was dissolved, and we are in the process of applying to transfer its mine assets to, and consolidating them under, \**Hongchang Coal*, which we currently expect to complete by the end of fiscal 2013. Shunli Coal's mine assets consist of the rights to mine Shunli coal mine, although there are currently no mining operations in light of the ongoing mining moratorium (see "*Our Products and Operations – Coal – Coal Mining Moratorium*" below).

Our objective in acquiring these companies (and Shunli Coal) is their mining rights, and their sellers were required to dispose of all other assets and liabilities before the transfer of equity interests to us is complete, and to assume all rights and obligations to such assets and liabilities until their disposal, which rights and obligations we would disclaim should any such asset or liability remains in the company after the transfer of equity interests to us is \*\*complete. Although equity interests have been transferred to us, the assets and liabilities that the sellers agreed to dispose of remain intact as of the date of this prospectus. In accordance with our agreements with them, the sellers are in the process of disposing all such assets and liabilities, and on September 2, 2011, we entered into a supplemental agreement with them to memorialize such agreements, which were not previously reduced to writing. Aside from the mining moratorium, we expect such disposals to be completed prior to any resumption of mining operations.

### **Contractual Arrangements with Hongli Group and its Owners**

Our relationship with Hongli Group and its owners are governed by a series of contractual arrangements, under which our subsidiary Hongyuan holds and exercises ownership and management rights over Hongli Group. We, Top Favour and Hongyuan do not own any direct equity interest in Hongli Group; however, the contractual arrangements with Hongli Group and its owners are designed to provide us with rights equivalent in all material respects to those we would possess as the sole equity holder of Hongli Group entities, including absolute control rights and the rights to their assets, property and income. According to a legal opinion issued by our PRC counsel, the contractual arrangements constitute valid and binding obligations of the parties to such agreements, and are enforceable and valid in accordance with the laws of the PRC.

On March 18, 2009, Hongyuan entered into the following contractual arrangements with Hongli Group and its owners:

*Consulting Services Agreement.* Pursuant to the consulting services agreement, Hongyuan provides Hongli Group companies with general consulting services relating to their business management and operations on an exclusive basis. Additionally, Hongyuan owns any intellectual property rights that are developed during the course of providing these services. Each Hongli Group company pays a quarterly consulting service fee in RMB equal to its net income for such quarter to Hongyuan. The consulting services agreement is in effect unless and until terminated by written notice of either party in the event that: (a) the other party causes a material breach of the agreement, provided that if the breach does not relate to a financial obligation of the breaching party, that party may attempt to remedy the breach within 14 days following the receipt of the written notice; (b) the other party becomes bankrupt, insolvent, is the subject of proceedings or arrangements for liquidation or dissolution, ceases to carry on business, or becomes unable to pay its debts as they become due; (c) Hongyuan terminates its operations; (d) a Hongli Group business license or any other approval for its business operations is terminated, cancelled or revoked; or (e) circumstances arise which would materially and adversely affect the performance or the objectives of the consulting services agreement. Additionally, Hongyuan may terminate the consulting services agreement without cause.

*Operating Agreement.* Pursuant to the operating agreement, Hongyuan provides guidance and instructions on each Hongli Group company's daily operations, financial management and employment issues. In addition, Hongyuan agrees to guarantee the performance of each Hongli Group company under any agreements or arrangements relating to its business arrangements with any third party. In return, the owners of Hongli Group must designate Hongyuan's candidates as their representatives on each Hongli Group company's board of directors, and Hongyuan has the right to appoint senior executives of each Hongli Group company. Additionally, each Hongli Group company agrees to pledge its accounts receivable and all of its assets to Hongyuan. Moreover, each Hongli Group company agrees not to engage in any transactions that could materially affect its assets, liabilities, rights or operations without Hongyuan's prior consent, including without limitation, incurrence or assumption of any indebtedness, sale or purchase of any assets or rights, incurrence of any encumbrance on any of its assets or intellectual property rights in favor of a third party or transfer of any agreements relating to its business operation to any third party. The term of this agreement is the maximum period of time permitted by law unless sooner terminated by any other agreements reached by all parties or upon a 30-day written notice from Hongyuan. The term may be extended only upon Hongyuan's written confirmation prior to the expiration of the agreement, with the extended term to be mutually agreed upon by the parties. Under current PRC Contract Law, there is no limitation on the maximum term permitted by law for the operating agreement. As long as the operating agreement is not terminated or discharged according to contract or by operation of the law and the contractual parties still exist, there is no limitation on term of the operating agreement. However, the PRC government may issue new laws and regulations in connection with these types of operating agreements which may limit the terms of such agreements in the future.

*Equity Pledge Agreement.* Under the equity pledge agreement, the owners of Hongli Group pledged all of their equity interests in Hongli Group to Hongyuan to guarantee each Hongli Group company's performance of its obligations under the consulting services agreement. If a Hongli Group company or the owners breach their respective contractual obligations, Hongyuan, as pledgee, will be entitled to certain rights, including, but not limited to, the right to vote with, control and sell the pledged equity interests. The owners of Hongli Group also agreed that upon occurrence of any event of default, Hongyuan shall be granted an exclusive, irrevocable power of attorney to take actions in the place and stead of the owners to carry out the security provisions of the equity pledge agreement, and take any action and execute any instrument as required by Hongyuan to accomplish the purposes of the agreement. The owners of Hongli Group agreed not to dispose of the pledged equity interests or take any actions that would prejudice Hongyuan's interest. This agreement will expire two years from the fulfillment of Hongli Group's obligations under the consulting services agreement.

*Option Agreement.* Under the option agreement, the owners of Hongli Group irrevocably granted Hongyuan or its designee an exclusive option to purchase, to the extent permitted under Chinese law, all or part of the equity interests in Hongli Group for the cost of the owners' initial contributions to the registered capital of each Hongli Group company or the minimum amount of consideration permitted by applicable Chinese law. Hongyuan or its designee has sole discretion to decide when to exercise the option, whether in part or in full. The term of this agreement is ten years from January 1, 2006 and may be extended prior to its expiration by written agreement of the parties.

*Proxy Agreement.* Pursuant to the proxy agreement, the owners of Hongli Group irrevocably granted a Hongyuan designee the right to exercise all voting rights of the owners with respect to their ownership interests in accordance with applicable laws and each Hongli Group company's governing charters. This agreement may not be terminated

without the unanimous consent of all parties, except that Hongyuan may terminate the proxy agreement with or without cause upon 30-day written notice to the owners.

As a result of the these contractual arrangements between Hongyuan and Hongli Group and its owners, we have the ability to effectively control Hongli Group's daily operations and financial affairs, appoint senior executives and decide on all matters subject to owners' approval. In other words, while Hongli's owners continue to own 100% of its equity interests, they have given us all of their rights as owners through these contractual arrangements. Accordingly, we are considered the primary beneficiary of Hongli Group and Hongli Group are deemed our variable interest entities ("VIEs").

On September 9, 2011 the operating agreement, option agreement, voting rights proxy agreement and option agreement were re-executed by and among Hongyuan, Hongli and the owners of Hongli. The re-executions were necessary to reflect RMB 20 million of additional registered capital contributed by Hongli's owners in August 2010, and the change in each owner's ownership percentage as a result of such contribution. We were made a party to the re-executed agreements to acknowledge them. However, control based on these contractual arrangements may ultimately not be as effective as direct ownership of Hongli Group, as we will need to enforce our rights through quasi-judicial proceeding in the event Hongli Group fails to perform its contractual obligations. In the event the outcome of such proceeding is unfavorable to us, we may effectively lose control over Hongli. See "*Risk Factors – Risks Related to Our Corporate Structure – Our contractual arrangements with Hongli and its owners as well as our ability to enforce our rights thereunder may not be as effective in providing control over Hongli as direct ownership.*" Mr. Lv held approximately 31.7% of our issued and outstanding common stock, and 85.40% of the equity interests of Hongli, as of September 21, 2012. As such, we believe that our interests are aligned with those of Hongli Group and its owners. However, we cannot give assurance that such interests will always be aligned, or that we can effectively control Hongli Group if and when such interests are no longer aligned. See "*Risk Factors - Risks Related to Our Corporate Structure – Management members of Hongli have potential conflicts of interest with us, which may adversely affect our business and your ability for recourse.*"

## **Our Current Corporate Structure**

The following diagram illustrates our current corporate structure:

### *\$44 Million Private Placement Financing*

On March 11, 2010, we completed two private placement financings, pursuant to exemptions under Regulation S and Regulation D respectively, in which we sold and issued units consisting of common stock and common stock warrants, for a purchase price of USD \$6.00 per unit, resulting in aggregate proceeds of \$44 million (collectively referred to as the “Financing”). Each unit consisted of one (1) share of common stock and a warrant for the purchase of 0.5 shares of common stock with an exercise price of \$12.00 per share. The investor warrants are exercisable for a period of five years from the date of issuance. The Financing was conducted pursuant to Securities Purchase Agreements dated February 5 and March 10, 2010, in two closings. On the initial closing date of February 5, 2010 (“Initial Closing”), the Company issued a total of 1,180,892 shares of common stock, and warrants for the purchase of 590,446 shares of common stock, to investors. On the second closing on March 11, 2010 (the “Final Closing”), we sold and issued 6,164,043 of our units (consisting of 6,164,043 shares of common stock, and warrants for the purchase of 3,081,188 shares of common stock with an exercise price of \$12.00 per share), at a purchase price of USD \$6.00 per unit, to both U.S. investors and non-U.S. persons. Each unit consisted of one (1) share of common stock and a warrant for the purchase of 0.5 shares of common stock with an exercise price of \$12.00 per share. The investor warrants issued in the Final Closing are exercisable for a period of five years from the date of issuance, however unlike the warrants issued in the Initial Closing they are also callable at our election six months after the date of issuance if our common stock trades at a price equal to at least 150% of the exercise price (or \$18.00 per share) with an average trading volume of at least 150,000 shares of Common Stock (as adjusted for any stock splits, stock dividends, combinations and the like) per trading day for at least 10 consecutive trading days and provided that the underlying shares of common stock are registered under an effective registration statement.

In connection with the foregoing, we entered into a registration rights agreement with the U.S. investors pursuant to which the Company agreed to file a registration statement to register both the shares of common stock, and the common stock underlying the warrants, issued in the financing, within 60 days after the closing date of March 11, 2010. We agreed to use our best efforts to have the registration statement declared effective by the SEC within 120 days (or 180 days in the event of a full review of the registration statement by the SEC) of the Final Closing, subject to certain exceptions. We also agreed to undertake commercially reasonable efforts to register the shares of common stock and the shares of common stock underlying warrants issued to the non-U.S. investors in the financing.

Madison Williams and Company, LLC (“Madison Williams”) and Rodman & Renshaw, LLC (“Rodman & Renshaw”), a wholly owned subsidiary of Rodman & Renshaw Capital Group, Inc. (collectively the “placement agents”), acted as joint placement agents in connection with the Financing. Under a placement agent agreement between us and these placement agents dated March 8, 2010 (and executed and delivered on March 11, 2010), we agreed to pay the placement agents a cash fee equal to seven percent (7%) of the aggregate gross proceeds from the sale of securities to the U.S. accredited investors, plus reimbursement of fees and expenses, and reasonable fees and expenses of placement agent legal counsel. In addition, under the placement agreement, we agreed to issue warrants for the purchase of up to 250,000 shares of common stock, with an exercise price of \$6.00 per share, containing terms and provisions otherwise similar to the terms provided under the investor warrants described above. We issued the foregoing warrants to the placement agents on March 11, 2010. In addition, we also separately agreed to issue warrants to Madison Williams for the purchase of up to 117,163 shares of common stock with an exercise price of \$12.00 per share, containing terms and provisions otherwise similar to the investor warrants, as compensation for placement agent services in relation to the sale of our securities to the non-U.S. investors in the Financing.

The Financing resulted in total gross proceeds to the Company of \$44 million, and the issuance by us of a total of 7,344,935 shares of common stock, and five-year warrants for the purchase of an additional 3,789,631 shares of common stock with an exercise price of \$12.00 per share and five-year warrants for the purchase of 250,000 shares of common stock with an exercise price of \$6.00 per share. The proceeds from this financing were used, in part, to finance our expansion plans (see “New Coking Facility” on page 26 of this prospectus).

## **Our Products and Operations**

### *Overview*

We are based in Henan Province in the central part of China, known as a coal-rich region of the country. Our current operations are located in west Baofeng County, a part of Pingdingshan Prefecture south of Zhengzhou, the provincial capital. Our business involves three principal products: coal, coke and electricity.

**Coal**

We sell coal as a product (in the forms of raw coal, washed coal and byproducts from washing coal), and also use it for our coke production. We currently control four coal mines (see “*Property, Plant and Equipment*” below). Until June 2010, we largely extracted coal from Hongchang coal mine to meet our needs, although we also engaged in coal trading. As described under “*Coal Mining Moratorium*” below, however, we have been operating Hongchang coal mine at less than full capacity since June 2010, and been unable to extract coal since September 2011. We have instead been relying on coal purchased elsewhere, including from Shanxi, Qinghai and Inner Mongolia, to meet our requirements. As a result, our coal production has been in decline:

Fiscal Year	Annual Production
	(metric tons)
2011	132,449
2012	19,160

**Coal Mining Moratorium**

In December 2009, the Henan government issued a directive to consolidate coal mines with annual production capacity below 300,000 metric tons (each a “targeted mine” and collectively the “targeted mines”), spurred by the central government’s decision to consolidate China’s coal industry in order to improve production efficiency and reduce coal mine accidents. In March 2010, the Henan government directed all lower-level governments within the province to begin shutting down all targeted mines, and further designated six state-owned enterprises (“SOEs”) to consolidate the targeted mines. Once shut down, the targeted mines cannot resume operations until they are consolidated and their facilities satisfy certain safety requirements.

In February and April 2010, the Baofeng government and the Pingdingshan government designated Hongli to consolidate targeted mines within the county and municipality, respectively. Because the Henan government’s directive requires that safety responsibility at each targeted mine be borne by a designated SOE, we reached an arrangement with one of them, Henan Coal Seam Gas, to form a joint-venture that would allow us to comply with the Henan government’s directive while maintaining operational control over any targeted mine that we consolidate. Such joint-venture, Hongyuan CSG, was formed in April 2011.

In late June 2010, pursuant to the Henan government’s directive, the Pingdingshan government imposed a mining moratorium on all targeted mines within Pingdingshan. Nevertheless, we continued to operate our only mine at that time, Hongchang coal mine, at approximately 50% capacity until September 2011, when we halted operation in order to complete certain engineering and safety upgrades. Operations at our other three mines (Shuangrui, Xingsheng and

Shunli) were already halted when we acquired controlling interests in them in May 2011, and have not resumed since.

In August 2011, Henan Coal Seam Gas, as a designated SOE consolidator, determined that Hongchang and Xingsheng coal mines were safe to resume operations, and applied with the Henan government to confirm such determination and issue the necessary licenses and permits to resume operations at both mine sites. However, due to an accident in November 2011 at a mine owned by Yima Coal Group, another designated SOE consolidator, the Henan government ordered all targeted mines to undergo further safety inspections and upgrades. We have made approximately \$3.2 million in prepayments for works to increase our mining capacity at Hongchang coal mine to 450,000 metric tons, as well as to upgrade the monitoring system (by installing additional detectors), automatic control system (including power controls and ventilation), and escape system (with additional refuge compartments) at Hongchang and Xingsheng coal mines. Although such works have not commenced, we have submitted the related engineering plans to Henan Coal Seam Gas for its approval and submission to the Henan government. Accordingly, the applications to resume operations at these two mines remain pending as of the date of this prospectus. As we are also in the process of consolidating Shunli coal mine under Hongchang Coal (see “*History and Corporate Structure – Hongli*” above), the application approval for Hongchang coal mine may be subject to additional delay.

Henan Coal Seam Gas has not yet made a determination as to the safety at Shuangrui and Shunli coal mines, and we do not know when such determination will be made, if at all.

Assuming all four mines can resume operations, it is our present intention to transfer our interests in them to, and to operate them through, Hongyuan CSG. Such transfer, if carried out, would reduce any future revenue we may receive from these mines by 31%, or pro rata to the 49% of the joint-venture that we control. Nevertheless, we believe that such transfer would be in our best interests by reducing any risk of loss from potential future policy changes by the central and provincial governments through the presence and influence of Henan Coal Seam Gas, our joint-venture partner.

#### Coal Mine Acquisitions

Between May 2010 and September 2010, we made refundable deposits of approximately \$20.91 million (RMB 135,138,476) in the aggregate to four coal mine companies to potentially acquire them. However, we have recently abandoned such plans when such companies were assigned by the provincial government to be acquired by a state-owned consolidator. Pursuant to our agreements with their owners entered into in August 2011, approximately \$7.86 million (RMB 50,210,000) of our deposits was settled in August 2011, and the balance of approximately \$13.42 million (RMB 84,928,496) was settled in May 2012.

#### Coal Trading



In addition to mining coal, we also engage in coal trading for profit. In the past, we would broker coal from small independent mine operators areas around us that lacked the means to transport coal from their mine sites or were otherwise unable to sell their coal due to the size of their operations. If their coal met our coking requirements, we would generally use it to produce coke; otherwise, we would hold and sell the coal when market conditions were favorable. Since the mining moratorium, however, we have only engaged in coal trading periodically, and currently with mine operations outside Henan.

Our total coal purchases from third parties for the years ended June 30, 2011 and 2012 are as follows:

Fiscal Year	<b>Annual Purchases*</b> (metric tons)
2011	325,550
2012	461,932

\* Including coal for washing, coking and trading

### Coal Washing

We operate a coal-washing facility at our plant site that is capable of processing up to 750,000 metric tons of coal per year. Under current Chinese coking industry standards, raw coal with no more than 1% sulfur content is deemed suitable for coking, although other factors are also considered. In addition to low sulfur content, the industry preference is for lower ash content and volatile matters. While much of the coal from our mines and that we purchase is generally suitable for coking based on these parameters, the coal must nevertheless be washed before it is ready for the coking ovens, in order to reduce ash and sulfur content, and to increase thermal value. We use a water-based jig washing process, which is prevalent in China, and use both underground and recycled water. Sorting machines that can process up to 600 metric tons per hour sort the washed coal according to size. Washed coal is also typically blended with other coal in order to achieve the proper chemical composition and thermal value for coking.

Approximately 1.33 - 1.38 metric tons of raw coal yield 1 metric ton of washed coal. In addition to washed coal, the coal-washing process produces two byproducts:

“Medium” coal (sometimes referred to as “mid-coal”), a PRC coal industry classification, is coal that does not have sufficient thermal value for coking, and is mixed with raw coal and even coal slurries, and sold for electricity generation, and domestic and industrial heating applications; and

Coal slurries, sometimes called coal slime, are the castoffs and debris from the washing process. Coal slurries can be used as a fuel with low thermal value, and are sold “as is” or mixed with “medium” coal to produce a blended mixture.

Our annual production volumes of washed coal, medium coal and coal slurries for the fiscal years ended June 30, 2011 and 2012 are as follows:

Fiscal Year	Annual Production (metric tons)		
	Washed Coal	Medium Coal*	Coal Slurries*
2011	107,526	35,852	17,926
2012	104,545	34,848	17,424

\* Estimated by management based on quantities of raw coal used as input for coal washing operations.

### *Coke*

Coke is a hardened, solid carbonaceous residue derived from low-ash, low-sulfur bituminous coal from which the volatile constituents are driven off by baking in an oven without oxygen at high temperatures so that the fixed carbon and residual ash are fused together. Volatile constituents of the coal include water, coal-gas, and coal-tar. We produce two types of coke: metallurgical coke and chemical coke.

Metallurgical coke is primarily used for steel manufacturing. Chemical coke, commonly referred in China to as gas coke, is mainly used in China to produce synthesis gas, a gas mixture largely of hydrogen and carbon monoxide that is combustible and often used as a fuel source or as an intermediate for the production of other chemicals including methanol, formaldehyde and ammonia. China has exacting national standards for coke, based upon a variety of metrics, including most importantly, ash content, volatilization, caking qualities, sulfur content, mechanical strength and abrasive resistance. Typically, metallurgical coke must have more than 80% fixed carbon, less than 15% ash content, less than 0.8% sulfur content and less than 1.9% volatile matter. Chemical coke, on the other hand, must have more than 80% fixed carbon, less than 18% ash content, less than 1% sulfur content and less than 3% volatile matter. According to national standards, metallurgical coke is classified into three grades – Grade I, Grade II and Grade III, with Grade I being the highest quality – and chemical coke is its separate grade. Generally, our customers do not have specific content requirements, but we may make certain adjustments, such as to moisture content, if requested by

customers. The amount of each grade of coke that we produce is based on market demands, although historically our customers have mostly required Grade II metallurgical coke which has higher profit margin than other types of coke. For the fiscal years ended June 30, 2011 and 2012, we only produced Grade II coke.

Fiscal Year	Annual Coke Production (%)			
	Metallurgical Coke			Chemical Coke
	Grade I	Grade II	Grade III	
2009	0	76.96	15.57	7.47
2010	0	100	0	0
2011	0	100	0	0

Metallurgical coke and chemical coke are produced using an identical manufacturing process. At our current plant, we produce coke from a series of three WG-86 Type coke ovens lined up in a row with an annual capacity of 250,000 metric tons. Our metallurgical coke has typical characteristics of 85% fixed carbon, less than 12% ash, less than 1.9% volatile matter and less than 0.7% sulfur. Our chemical coke, on the other hand, has typical characteristics of more than 80% fixed carbon, less than 18% ash, less than 3% volatile matter and less than 0.8% sulfur.

After being processed at our coal-washing facility, coal is sent to a coal blending room where it is crushed and blended to achieve an optimal coking mixture. Samples are taken from the coal blend and tested for moisture, chemical composition and other properties. The crushed and blended coal is next tamped, or packed, prior to being transported by conveyor to a coal bin to be fed into the waiting oven below. This tamping process allows the use of lower quality washed coal without affecting quality of the coke produced. After processing through the three temperature-controlled ovens at temperature of 1200° C (2,192° F), hot coke is pushed out of the oven chamber onto a waiting coke cart, transported to an adjacent quench tower where it is cooled with water spray, and hauled to a platform area adjacent to our private rail line to be air-dried. Coke samples are taken at several stages during the process and analyzed in our testing facility, and data is recorded daily and kept by technicians. After drying, the coke is sorted according to size to meet customer requirements.

For the fiscal years ended June 30, 2011 and 2012, we did not produce any chemical coke, and produced the following volumes of metallurgical coke:

Fiscal Year	<b>Annual Production (metric tons)</b>
2011	156,785
2012	163,202

Prior to the cessation of our mining operations due to the mining moratorium, substantially all of the coal that we extracted that was suitable for coking was used to make coke. When the amount of metallurgical-quality coal we extracted was not sufficient for our full production capacity, we would source additional coal from third parties. We now make coke largely from coal that we purchase.

The Pingdingshan Bureau of Land and Resources is requiring coking factories with a furnace height of less than 4.3 meters to phase out their operations in the next two to three years. As the two sets of coking furnaces in our existing coking plant are 3 meters in height, we plan to upgrade and retrofit them to 5.5 meters in height after completing our new coking facility which will also have furnaces that exceed these regulatory standards (see “*New Coking Facility*” below).

#### Coke Emissions Recycling

During the coking process, coal’s volatile contents, including water and coal tar, are driven off in gaseous forms when heated in the coke oven. Rather than allowing this coal gas to be emitted into the environment, we capture it for recycling. In the recycling process, coal gas is captured and piped into a cooling tower, where coal tar is separated out by condensation, and sold to dealers as a fuel byproduct (see “*Coal Byproducts*” below). We use the remaining purified coal gas to generate electricity, by burning it as a fuel to generate steam that drives steam-powered turbines (see “*Electricity Generation*” below).

#### Coking Byproducts

As described above, we derive coal tar from the condensation of coal gas. Coal tar is an ingredient of coal tar pitch used in the aluminum industry, and can be further refined to create chemicals and additives such as fine phenol, fine naphthalene and modified pitch that can be used as raw material in making concrete sealant, wood treatment compounds, agricultural pesticides and other chemical products. The coal tar industry in China is currently fragmented

and populated with many small producers.

Our annual production volumes of coal tar for the fiscal years ended June 30, 2011 and 2012 are as follows:

Fiscal Year	Annual Production
	(metric tons)
2011	13,810
2012	7,421

While our fiscal 2012 production volume was lower than the prior fiscal year, the quality of coal tar improved. Other byproducts include benzene, sulfur-based chemicals and methanol, which our current plant does not produce.

#### New Coking Facility

On March 3, 2010, we commenced construction of a new state-of-the-art coking plant on a 460,000 square meter site adjacent to our current plant in Pingdingshan. As of the date of this prospectus, we have completed construction of the shallow foundation, an underground workshop and the furnace and chimney rack, and are in the process of installing the coal preparation, cooling, recycling, and auxiliary systems. Originally anticipated to be completed at the end of December 2011, we slowed down construction in light of soft market conditions for coke. Nevertheless, we plan to complete the plant and commence operations when the coke market improves, which we currently anticipates to be in the first half of calendar 2013.

When completed as designed, this new plant is expected to have an estimated coke-producing capacity of up to 900,000 metric tons per year, as well as the ability to generate power and distill chemicals such as crude benzol, sulfur and ammonium sulfate from the coking process. The new plant is also expected to produce purified coal gas. Our plans to provide the coal gas as a fuel source to local residents through the state-owned gas grid have received approval from the authorities of Daying County, and we currently plan to offer the coal gas at a price per thermal equivalent unit that is estimated to be 20% less than the current price of liquid natural gas, a competing alternative.

#### *Electricity Generation*

After coal tar is separated, the resulting purified coal gas is piped to two onsite 3,000-kilowatt power stations (the Daying power station and the Sunling power station) to generate electricity, each of which has an estimated maximum generating capacity of 26,280,000 kilowatt-hours per year. The generated electricity is used primarily to power operations at our current coking plant and at Hongchang coal mine. Electricity for Xingsheng coal mine and

Shuangrui coal mine is purchased from Baofeng Power Bureau, a local state-owned electric utility provider.

Our annual amounts of electricity generated for the fiscal years ended June 30, 2011 and 2012 are as follows:

	<b>Annual Generation</b>
<b>Fiscal Year</b>	<b>(kilowatt)</b>
2011	9,410,144
2012	6,783,760

## Sales and Marketing

We enter into non-binding annual letters of intent that set forth current year supply quantities, suggested pricing, and monthly delivery schedules with our customers for both coal and coke products at the beginning of each calendar year. The terms of the letters of intent are usually negotiated during the Annual National Coal Trading Convention organized by the China Coal Transport and Distribution Association. A significant portion of our sales are made through attendance at this convention. Changes in delivery quantity and pricing, which is based on open market pricing at the time of delivery, must be documented in a final written contract on a 30-day advance notice submitted by the party making the change and accepted by the other party. All of our current customers are generally required to make payment upon delivery of each shipment. In pricing our products, we consider factors such as the prices offered by competitors, the quality and grade of the product, the volume in national and regional coal inventory build-up and forecasted future trends for coal and coke prices. The remaining portion of our sales is derived from purchase orders placed by customers throughout the year when they require additional coal and coke products.

We have a flexible credit policy, and adjust credit terms for different types of customers. Depending on the customer, we may allow open accounts, or require acceptance bills or cash on delivery. We consider the creditworthiness and the requested credit amount of each customer when determining the appropriate payment arrangements and credit terms, which generally do not exceed a period over 90 days. We evaluate the creditworthiness of potential new customers before entering into sales contracts and reassesses customer creditworthiness on an annual basis. For customers without an established history, we require immediate settlement of accounts upon delivery.

*Coke Sales.* Our annual coke sales for the years ended June 30, 2011 and 2012, in volume, dollar amount and as a percentage of our total revenue, and the weighted average selling price per metric ton for each fiscal year, are as follows:

Coke Sales				
Fiscal Year	Annual Sales (metric ton)	Annual Sales* (\$)	% of Revenue	Weighted Average Price Per Metric Ton (\$)
2011	154,553	\$ 35,970,933	48	% \$ 233
2012	166,373	\$ 38,656,637	49	% \$ 232

\*Includes sales of metallurgical coke and chemical coke.

Although our fiscal 2012 coke sales exceeded the prior fiscal year, the coke market was fairly soft for much of fiscal 2012, impacted by weak steel demands from tighter governmental control of real estate and land developments, as

well as China's economic slowdown which has negatively affected heavy industries.

*Raw Coal Sales.* Our annual raw coal sales for the years ended June 30, 2011 and 2012, in volume, dollar amount and as a percentage of our total revenue, and the weighted average selling price per metric ton for each fiscal year, are as follows:

Raw Coal Sales				
Fiscal Year	Annual Sales (metric ton)	Annual Sales* (\$)	% of Revenue	Weighted Average Price Per Metric Ton (\$)
2011	207,272	\$ 15,073,052	20	% \$ 73
2012	73,990	\$ 5,441,981	7	% \$ 74

Includes raw coal extracted from Hongchang coal mine and purchased as part of our coal trading activities, and raw \*coal/medium coal/coal slurry mixtures. Excludes any raw coal we used internally as raw material to produce washed coal and coke.



The weighted average price per metric ton shown in the table above reflects the weighted average price per metric ton of raw coal that we sold in the periods shown. Sales prices per metric ton are influenced largely by the quality and composition of the coal sold. Generally, the thermal value of the coal, together with its chemical composition and other properties such as moisture, ash, sulfur, and other chemical content, affect the price at which we can sell coal. Sale prices for raw coal are also affected by general market conditions, supply and demand. Especially since the second half of fiscal 2012, the raw coal market has shown a declining trend due to a general slowdown in the Chinese economy.

*Washed Coal Sales.* Our annual washed coal sales for the years ended June 30, 2011 and 2012, in volume, dollar amount and as a percentage of our total revenue, and the weighted average selling price per metric ton for each fiscal year, are as follows:

Washed Coal Sales				
Fiscal Year	Annual Sales (metric tons)	Annual Sales (\$)	% of Revenue	Weighted Average Price Per Metric Ton (\$)
2011	111,244	\$19,885,495	27	% \$ 179
2012	183,903	\$32,867,839	42	% \$ 179

The weighted average price per metric ton shown in the above table reflects the weighted average price per metric ton of washed coal that we sold in the periods shown. Our sales prices per metric ton of washed coal are heavily influenced by the quality and composition of the coal sold. Washed coal prices are also influenced by general market conditions in the washed coal market, such as aggregate supply and demand. The washed coal market for fiscal 2012 was similar to the raw coal market, although demand for high quality washed coal remained fairly robust.

*Coal Tar Sales.* Our annual coal tar sales for the years ended June 30, 2011 and 2012, in volume, dollar amount and as a percentage of our total revenue, and the weighted average selling price per metric ton for each fiscal year, are as follows:

Coal Tar Sales				
Fiscal Year	Annual Sales (metric tons)	Annual Sales (\$)	% of Revenue	Weighted Average Price Per Metric Ton (\$)
2011	13,810	\$3,358,513	5	% \$ 243
2012	7,648	\$1,946,314	2	% \$ 254

We produce coal tar as a byproduct of the coking process. However, we currently do not have a separate process for refining and preparing coal tar to create a homogenous coal tar product. Accordingly, the quality and characteristics of coal tar produced varies from time to time (depending on inputs), based on such factors as thermal value, and moisture, ash, sulfur, and other chemical contents, and this affects the price at which we can sell our coal tar. The price of coal tar that we sell is also affected by overall market demand and supply, which is influenced by a variety of factors which may include higher prices for oil and oil derivatives, and stronger demand for construction materials, fertilizers, and related industrial chemicals.

## Customers

We sell all of our products within China. The following customers each accounted for 10% or more of our total revenue for fiscal 2012:

Customer	Sales to Customer (\$)	Sales to Customer as a % of Revenue	
Daye Special Steel Co., Ltd.	\$ 20 million	25.4	%
Wuhan Railway Zhongli Group	\$ 19 million	23.6	%
Hongxin Industrial Co., Ltd.	\$ 17 million	21.0	%
Zhengzhou Baonuo Trading Co., Ltd.	\$ 16 million	20.5	%

The largest customer of each product for fiscal 2012 is as follows:

Customer	Product	% of Product Bought by Customer	
Daye Special Steel Co., Ltd.	Coke	51.7	%
Zhengzhou Baonuo Trading Co., Ltd.	Coal*	42.3	%
Mr. Xiangbin Cheng	Coal tar	25.3	%

\*Includes both raw and washed coal.

None of these customers are related to or affiliated with us. Our sales personnel conduct routine visits to our customers. We have long-standing relationships with our customers, and management believes that our relationships with them are stable.

### Transportation and Distribution

We own and operate a private rail track of 4.5 kilometers in length that connects our current plant to the national railway system at both the East Pingdingshan Railway Station and the Baofeng Railway Station. Industrial loaders load coal and coke from our platform onto railcars to be transported to customers primarily in central and southeastern China in the provinces of Henan, Hubei, Hunan and Fujian. Our private railway allows us to exercise control over the transportation cost and delivery execution of our products. See also “*Property, Plant and Equipment – Railway Assets*” below.

Customers can also arrange for trucks to take delivery of products from our plant site.

### Competitors

We compete primarily with coal and coke producers in the central, eastern and southern regions of China. Coke competitors range from Shanxi Coking Co., Ltd., a national coke producer, to local operations like Hongyue Coke Factory, Dongxin Coke Factory and Hongjiang Coke Factory. We also compete with China Pingmei Shenma Group (“China Pingmei”), a Pingdingshan-based state-owned coke and coal producer with similar product-mix as us. China Pingmei is also the largest regional coal producer and one of Henan’s six SOE consolidators, all of whom are our competitors in the coal market. Competitive factors include geographic location, quality (i.e. thermal value, ash and sulfur content, washing and processing, and other characteristics), and reliability of delivery. The mining moratorium

has also created a competitive advantage for the six SOE consolidators, as their mines are the only ones currently operating in Henan.

## Suppliers

We purchase from various suppliers within China. The following suppliers each accounted for 10% or more our total purchases for fiscal 2012:

Supplier	Materials Supplied	Amount of Purchase (\$)	% of Total Purchases	
Yaojie Coal Electricity Croup Co., Ltd	Raw coal	9 million	15.8	%
Sanmenxia Yinghao Coal Co., Ltd	Raw coal	8 million	12.7	%
Ruzhou Jialingnan Coal Co., Ltd	Raw coal	7 million	12.5	%
Pingdingshan Hongfeng Coal Processing & Coking Co., Ltd	Washed coal	6 million	10.7	%
Gansu Senbao Coal Co., Ltd	Raw coal	6 million	10.2	%

None of these suppliers are related to or affiliated with us.

As with our coke and coal sales, we meet our coking coal needs by entering into non-binding annual letters of intent with suppliers that set forth supply quantities, suggested pricing and monthly delivery schedules at the beginning of the year. Subject to changes in delivery quantity and pricing, which is based on the open market price of metallurgical coal at the time of delivery and agreed to by the parties, we generally make payment upon each delivery throughout the year.

We believe that we have established stable cooperative relationships with our suppliers. In light of the mining moratorium, we have been sourcing coal from outside of Henan. During the fiscal year ended June 30, 2012, about 33% of our coal purchases were from outside Henan, with the remaining from SOEs in Henan whose mining operations have not been affected by the mining moratorium. On September 6, 2012, we entered into an inventory purchase agreement with Datong Coal Mine Group, Ltd. (“Datong Group”), a SOE based in Shanxi Province, pursuant to which Datong Group will supply us with up to 120,000 metric tons of thermal coal through the end of September 2012.

Our other principal raw materials include water, which is provided without charge in the form of treated underground water by the operator of the nearby Hangzhuang coal mines, and electricity, most of which is generated onsite from our own power stations and which is supplemented from the local state-owned utility as needed. We also require wood and steel for our operations, and source these materials from nearby suppliers on a per purchase order basis. These materials are readily available and there is no shortage of suppliers to choose from.



## Employees

The following table sets forth the number of our employees for each of our areas of operations and as a percentage of our total workforce as of June 30, 2012:

	Number of Employees	% of Employees	
Coal-related operations	39	15.9	%
Coke-related operations	190	77.2	%
Sales and marketing	4	1.6	%
Administrative (including management)	13	5.3	%
TOTAL	246	100.0	%

Our existing coking plant currently operates year round in two shifts of eight hours per day. Although mining operations are currently shut down, we have staff at the mine sites for necessary maintenance and repairs during the moratorium. Once our coal mines resume full operations, we anticipate operating in three shifts of eight hours per day. In compliance with the *Employment Contract Law of PRC*, we have written contracts with all of our employees. We consider our relationship with our employees to be good.

## Research and Development

As of June 30, 2012, we did not conduct any research and development activities. We do plan to initiate a program focusing on the extraction of chemicals from coal, and the anticipated costs and benefits of the production and sale of such byproducts are being considered.

## Intellectual Property

We have no patents, trademarks, in-bound or outbound licenses, franchises, or royalty arrangements.

## Relevant PRC Regulations

We operate in an industry that is highly regulated by local, provincial and central government authorities in the PRC. Applicable regulations include those relating to safety, production, environmental, energy use and labor. While it is not practicable to summarize all applicable laws, the following is a list of names of significant laws and regulations that apply to our business:

Laws and regulations concerning safety of coal mines:

- Law of the People's Republic of China on the Coal Industry
- Regulation on Work Safety Licenses
- Measures for Administration of Coal Production License
- Regulations on Administration of Village's and County's Coal Mines
- Law of Mine Safety
- Production Safety Law, which applies to production activities in general
- Law of the Coal Industry
- Regulations on Coal Mine Safety Supervision and Inspection
- Regulations on Coal Mine Explosives Control
- Special Provisions for the Prevention of Coal Mine Incidents
- Requirements for Basic Production Conditions for Coal Mines
- Penalties for Coal Mine Safety Violations
- Penalties for Production Safety Violations

Laws and regulations concerning environmental protection and energy conservation:

· Law of the Prevention and Control of Solid Waste Environmental Pollution, which applies to entities whose production activities may generate pollutive solid waste

· Law of the Prevention and Control of Atmospheric Pollution, which set restrictions in coal burning and emissions that cause air pollution



- Mineral Resources Law, which regulates the extraction of mineral resources including coal
- Law Regarding the Prevention and Control of Water Pollution, which regulates pollution of underground water caused by mining activities
- Land Administration Law, which restricts mining activities on agricultural land
- Law of Prevention and Control of Radioactive Pollution, which regulates and prohibits the release of radioactive pollution caused by certain mining activities
- Laws of Water and Soil Conservation, which regulates mining activities with the aim of preventing soil erosion
- Environmental Protection Law, which contains certain general provisions that apply to the operation of coal mines

Laws and regulations concerning labor:

- Labor Law, which protects workers, and contains provisions that apply to a broad range of industries including the mining industry
- Labor Contract Law of the People's Republic of China and its implementation, which protect workers, and contains laws that apply to a broad range of industries including the mining industry

### **Environmental Protection Measures**

We incorporate measures to reduce the environmental impacts of our operations. Our large-sized furnace reduces the frequency of coal loading and trundling, thereby reducing the amount of dust and soot that is generated. We capture coal gas emitted during the coking process to generate electricity which we use in our operations. We also recycle water - water that is used for coal washing is treated to remove phenol and other contaminants, and then re-used in the coal washing operation. We also use recycled water, in the form of treated underground water, to quench coke and for our power stations, which is provided without cost by the nearby Hanzhuang coal mines, which mining rights are owned and operated by unrelated third parties. Additionally, we use sound insulation to reduce noise pollution, and we plant vegetation throughout our plant to help mitigate the environmental impact of our operations.

### **Safety**

Under PRC law, companies with mining operations are required to report violations or mining incidents and casualties to the government authorities. Since inception, except for ordinary and minor injuries, we have suffered no major accidents and no casualties in connection with our mining operations, and have not suffered any reportable incident. In addition, companies with mining operations are subject to random and periodic safety inspections by government mine regulators. Since inception, we have not been found to be in material violation of any mining regulations. As we have no record of violations or mining incidents, management considers our safety record to be excellent. See also “*Our Products and Operations – Coal – Coal Mining Moratorium*” above.

**Property, Plant and Equipment**

The location of Pingdingshan, where we are based, is illustrated below:

The locations of our executive office, current coking plant and coal mines, are all in and around Pingdingshan, and are illustrated below:

### ***Coal Mines and Production Facilities***

The description below is based on operations prior to the mining moratorium (see “*Our Products and Operations – Coal – Coal Mining Moratorium*” above):

All four coal mines that we currently control are located at Baofeng County in the central part of Henan Province and are in close proximity to one another as well as to roadways. All of the mines are underground mines, and the room-and-pillar method is used to extract coal. Under such method, a coal stratum is divided into horizontal planes and the coal is removed from each plane while leaving “pillars” of un-mined materials as supports, working from the uppermost plane down. Each plane is further divided into grids to determine the optimal pillar placements. Drilling and blasting techniques are used to extract the coal. We plan to conduct exploration and development activities for each mine once its amount of extracted coal approaches its maximum estimate amount of proven and probable reserves.

All raw coal would be loaded and transported by a chain conveyor into crates which are carried out to the surface by an electrical winch. Each crate carries approximately 2.5 metric tons, and approximately 400 crates would be carried to the surface during each 8-hour mining shift. Rock material would be used for floor ballast with the excess sent to the surface for disposal. Air compressors would provide for underground air tool use. Electrical power would be supplied from our own power stations as well as from the Baofeng Power Bureau through state-owned power lines, and supplied to the underground work site through a double-circuit cable designed to mitigate and circumvent potential power supply disruptions.

Normal water inflow into the mines would be controlled by a system of ditches, sumps, pumps and drainpipes installed throughout the mine tunnels. Each mine’s ventilation system includes an exhaustive fan on the surface of the main incline. Auxiliary fans would be used as needed.

The principal pieces of equipment used in our mining operations, including a safety system, an underground transportation system and a loading system, are manufactured in the PRC, and they generally have an estimated useful life of 15 years. Once the mining moratorium is lifted and we are able to resume operations, we currently estimate total annual operating cost for the four coal mines to be approximately \$45 million, or \$50 per metric ton of coal

produced, based on an average output of 900,000 metric tons per year in the aggregate..

The extracted coal would be trucked to our processing plant located nearby (approximately 1.5 kilometers from Hongchang coal mine) for washing and sorting at our coal washing facility. Samples would be taken prior to and after the coal washing process to analyze and determine coking readiness based primarily on moisture, ash, sulfur and volatile contents. We would use washed coal that meets certain chemical and thermal requirements to make coke, although we would also sell some to customers.

We intend to transfer all of our coal mining operations to Hongyuan CSG. As of the date of this prospectus, however, such transfers have not been carried out.

### *Hongchang Coal Mine*

Hongchang coal mine originally consisted of four underground mines: Yongshun mine, Liangshuiquan mine, Zhaoxi secondary mine and Zhaozhuang Tanglishu mine. These mines were positioned adjacent to one another, and although once owned and operated by different parties, these mines made use of common passageways and mine shafts. In June 2005 we acquired Yongshun mine (built in 1996) and Zhaoxi secondary mine (built in 1988) from Quinmin Chen. Also in June 2005, we acquired Liangshuiquan mine (built in 1984) from Minjie Li. In April 2005 we acquired Zhaozhuang Tanglishu mine (built in 1984) from Liuqing He and Jiti Li. We assumed the ongoing mining operations, and initiated the consolidation, of these mines, which consolidation process was completed in 2006. Since acquisition in 2005, we have extracted a total of 1,138,590 metric tons of coal from Hongchang coal mine, and prior to such time, its predecessor owners extracted a total of 345,000 metric tons. Coal extracted from Hongchang coal mine consists of bituminous coal, and based on historical mining activities, approximately 75% of the coal extracted typically possesses properties that meet the requirements for coking (metallurgical) coal.

Hongchang coal mine is currently not operational (see “*Our Products and Operations – Coal – Coal Mining Moratorium*” above).

### *Shuangrui Coal Mine*

Shuangrui coal mine originally consisted of five underground mines: Zhaozhuang mine (built in 1970), Longsheng mine (built in 1995), New Zhaozhuang mine (built in 2000), Jinpo mine (built in 1999) and West Zhaozhuang mine (built in 1998). The first on-site geological survey for mining purpose of these mines was conducted in 1950s, with several subsequent surveys carried out from 1960s to 2001. Hongchang Coal currently holds 100% of the mine's operator, Shuangrui Coal (see "*History and Corporate Structure – Hongli*" above). Coal extracted from Shuangrui coal mine consists of bituminous coal, and based on historical mining activities, approximately 75% of the coal extracted typically possesses properties that meet the requirements for coking (metallurgical) coal.

Shuangrui coal mine is currently not operational (see "*Our Products and Operations – Coal – Coal Mining Moratorium*" above). We also plan to dissolve Shuangrui Coal and consolidate its coal mine under Hongchang Coal (see "*History and Corporate Structure – Hongli*" above). Once such consolidation is completed, Shuangrui coal mine will become part of Hongchang coal mine.

### *Xingsheng Coal Mine*

Xingsheng coal mine originally consisted of No. 2 Qingnian mine (operation started in 2000) and No. 3 Shuangyushan mine (operation started in 1998). The first on-site geological survey for mining purpose of these mines was conducted in 1958. The coal extracted from Xingsheng coal mine is bituminous coal which is suitable for coke production. In August 2010, we entered into an agreement to acquire 60% of the mine's operator, Xingsheng Coal, and the registration for the transfer of such equity interests to Hongli was completed on May 20, 2011. Coal extracted from Xingsheng coal mine consists of bituminous coal, and based on historical mining activities, approximately 75% of the coal extracted typically possesses properties that meet the requirements for coking (metallurgical) coal.

Xingsheng coal mine is currently not operational (see "*Our Products and Operations – Coal – Coal Mining Moratorium*" above).

### *Shunli Coal Mine*

Shunli coal mine originally consisted of Dongfanghong mine (built in 1995) and Zhenxing mine (built in 1998). The first on-site geological survey for mining purpose of these mines was conducted in 1950s. In May 2011, we entered into an agreement to acquire 100% of the mine's operator, Shunli Coal, and the registration for the transfer of such equity interests to Hongchang was completed on May 20, 2011. Coal extracted from Shunli coal mine consists of

bituminous coal, and based on historical mining activities, approximately 75% of the coal extracted typically possesses properties that meet the requirements for coking (metallurgical) coal.

Shunli coal mine is currently not operational (see “*Our Products and Operations – Coal – Coal Mining Moratorium*” above). We are also in the process of consolidating Shunli coal mine under Hongchang Coal (see “*History and Corporate Structure – Hongli*” above). Once consolidation is completed, Shunli coal mine will become part of Hongchang coal mine.

Additional information regarding these mines is listed below:

	Hongchang Mine (6)	Shuangrui Mine (9)	Xingsheng Mine (12)	Shunli Mine (15)
<b>Background data:</b>				
Commencement of construction	1984	1970	1970	1995
Commencement of commercial production	1987	1970	1998	1998
Coalfield area ( <i>square kilometers</i> )	0.65	0.47	0.19	0.08
<b>Reserve data:(1)</b>				
Total in-place proven and probable reserves ( <i>metric tons</i> ) (2)	2,479,000 (7)	1,674,000 (10)	2,475,000 (13)	1,373,300 (16)
Recoverable reserves ( <i>metric tons</i> ) (3)	1,215,100	1,539,000	2,233,000	1,122,000
Coal washing recovery rate (%) (4)	75	75	75	75
Depth of mining ( <i>meters underground</i> )	10 – 210	40 - 270	80 - 90	100 - 130
Average thickness of main coal seams ( <i>meters</i> )	Seam B1: 1.14 Seam A4: 5.50	(8) 6.78	Seam A4: 0.70 – 1.08 Seam B1: 4.50 – 14.40	Seam A4: 2.0 Seam A6: 1.6 (17) Seam B1: 6.5 – 10.2
Type of coal	Thermal/Metallurgical	Thermal/Metallurgical	Thermal/Metallurgical	Thermal/Metallurgical
Leased/owned	Owned	Owned	Owned	Owned
Assigned/unassigned (5)	Assigned	Assigned	Assigned	Assigned Seam A4: 1.50
Sulfur content (%)	Seam B1: 2.64 Seam A4: 0.55	Seam B1: 0.55 (11)	Seam A4: 4.90 Seam B1: 0.55	Seam A6: 0.87 Seam B1: 0.55
Water content (%)	Seam B1: 0.83 Seam A4: 1.5	Seam B1: 1.5	N/A	Seam A4: 1.50 Seam A6: 1.08

				Seam B1: 1.50
				Seam A4: 16
Ash content (%)	Seam B1: 15.3		Seam A4: 18.64	
		Seam B1: 14		Seam A6: 33.44
	Seam A4: 14.0		Seam B1: 14.00	
				Seam B1: 15
				Seam A4: 32
Volatility content (%)	Seam B1: 32.5		Seam A4: 38.45	
		Seam B1: 29		Seam A6: 20.59
	Seam A4: 29.0		Seam B1: 33.15	
				Seam B1: 29
				Seam A4: 30.10
Thermal Value ( <i>megajoules per kilogram</i> )	31.9	28.5	31.2	Seam A6: 18.56
				Seam B1: 31.30
<b>Production data: (metric tons)</b>				
Designed raw coal production capacity ( <i>per year</i> )	150,000	150,000	150,000	150,000
Raw coal production:				
2009	260,938	150,000	150,000	150,000
2010	242,878	150,000	150,000	150,000
2011	186,226	1,020	67,981	0
2012	19,160	0	0	0
Cumulative raw coal production from July 1, 2008 to June 30, 2012	709,202	301,020	367,981	300,000



The reserve data including (i) total in-place proven and probable reserves, (ii) mining and coal preparation plant recovery rates; (iii) depth of mine; and (iv) average thickness of main coal seam are based on the relevant information from the mining report of each mine issued by our provincial mining authorities, the Regional Geological Survey Team of the Henan Bureau of Geology and Mineral Exploration and Development, and records of the Company. Non-accessible reserves are defined as the portion of identified resources estimated to be not accessible by application of one or more accessibility factors within an area. We note that the degree of assurance between what would meet the definition of “proven reserves” on the one hand, and “probable reserves” on the other hand, cannot be readily defined. Accordingly, pursuant to the SEC’s Industry Guide 7 – Description of Property by Issuers Engaged or to be Engaged in Significant Mining Operations, in the table above we report proven and probable reserves on a combined basis.

(1) accessible by application of one or more accessibility factors within an area. We note that the degree of assurance between what would meet the definition of “proven reserves” on the one hand, and “probable reserves” on the other hand, cannot be readily defined. Accordingly, pursuant to the SEC’s Industry Guide 7 – Description of Property by Issuers Engaged or to be Engaged in Significant Mining Operations, in the table above we report proven and probable reserves on a combined basis.

(2) In-place reserves refer to coal in-situ prior to the deduction of pillars of support, barriers or constraints.

Recoverable reserves refer to identified coal reserves that are technologically and economically feasible to extract prior to the deduction of losses during extraction. We note that the estimated recoverable reserves is a government estimate created and used by local mining authorities to determine permissible extraction rates, the duration of our mining license, and to approve mine designs and that it is subject to revision. We also utilize this estimate for accounting purposes, to amortize our mining rights. Currently estimated recoverable coal may not necessarily be consistent with the results of future mining, engineering and feasibility studies or reports.

(3) mining license, and to approve mine designs and that it is subject to revision. We also utilize this estimate for accounting purposes, to amortize our mining rights. Currently estimated recoverable coal may not necessarily be consistent with the results of future mining, engineering and feasibility studies or reports.

(4) Coal washing recovery rate refers to the rate of recovery of coal in the production of our washed coal products.

“Assigned” reserves refer to coal which has been committed to a particular mining complex (mine shafts, mining equipment, and plant facilities), and all coal which has been leased by the company to others. “Unassigned” reserves refer to coal which has not been committed, and which would require new mineshafts, mining equipment, or plant facilities before operations could begin on the property.

(5) refer to coal which has not been committed, and which would require new mineshafts, mining equipment, or plant facilities before operations could begin on the property.

(6) The mining report of Hongchang coal mine is dated November 2005 (the “Hongchang Mining Report”).

According to the Hongchang Mining Report, Hongchang coal mine was initially found to have total estimated reserves and resources of 2.81 million metric tons. 334,000 metric tons were removed during exploration, leaving approximately 2.47 million metric tons of estimated reserves and resources.

(7) reserves and resources of 2.81 million metric tons. 334,000 metric tons were removed during exploration, leaving approximately 2.47 million metric tons of estimated reserves and resources.

(8) Hongchang coal mine contains two major economically exploitable coal seams, referred to in this table as the “Seam B1” and the “Seam A4”.

(9) The mining report of Shuangrui coal mine is dated February 17, 2006 (the “Shuangrui Mining Report”).

(10) According to the Shuangrui Mining Report, Shuangrui coal mine was initially found to have total estimated reserves and resources of 4 million metric tons. 2.33 million metric tons were removed during exploration,

leaving approximately 1.67 million metric tons of estimated reserves and resources.

(11) Shuangrui Ming contains one major economically exploitable coal seam, referred to in this table as the “Seam B1.”

(12) The mining report of Xingsheng coal mine is dated April 10, 2006 (the “Xingsheng Mining Report”).

According to the Xingsheng Mining Report, Xingsheng coal mine was initially found to have total estimated  
(13) reserves and resources of 2.74 million metric tons. 260,000 metric tons were removed during exploration, leaving approximately 2.48 million metric tons of estimated reserves and resources.

(14) Xingsheng coal mine contains two major economically exploitable coal seams, referred to in this table as the “Seam A4” and the “Seam B1.”

(15) The mining report of Shunli coal mine is dated March 2, 2006 (the “Shunli Mining Report”).

According to the Shunli Mining Report, Shunli coal mine was initially found to have total estimated reserves and  
(16) resources of 1.44 million metric tons. 647,000 metric tons were removed during exploration, leaving approximately 1.37 million metric tons of estimated reserves and resources.

(17) Shunli coal mine contains three major economically exploitable coal seams, referred to in this table as the “Seam A4”, the “Seam A6”, and the “Seam B1.”

*Mining Rights*

Like all coal mines in the PRC, the four mines that we control, including the mine sites and the underlying coal and other minerals, are state-owned. Accordingly, the amount of coal that we can extract from each of mine is based on the mining permit issued to the mine's operator by the Henan Province Bureau of Land and Resources (the "Henan Land Resources Bureau"). For example, we extract coal from Hongchang coal mine based on the permit issued to Hongchang Coal. Each permit is issued pursuant to a reserves appraisal report submitted by government authorized mining engineers, and upon approval of such report by the Henan Land Resources Bureau. The amount of coal that can be extracted under the permit represents what we can economically and legally extract under applicable PRC law and as determined by the Henan Land Resources Bureau.

The table below lists our current mining permits:

	Hongchang coal mine	Shuangrui coal mine	Xingsheng coal mine	Shunli coal mine
Issuance date	July 6, 2007	June 4, 2007	May 30, 2007	November 17, 2009
Expiration date (unless extended)	September 6, 2013	October 4, 2011 (1)	July 30, 2012	September 2011 (1)
Permitted mining amount (metric tons per year)	150,000	150,000	150,000	150,000

These permits have not been renewed in light of the ongoing mining moratorium (see "*Our Products and Operations – Coal – Coal Mining Moratorium*" above). In addition, we are in the process of consolidating Shunli coal (1) mine under Hongchang Coal, and plans to do the same with Shuangrui coal mine (see "*History and Corporate Structure – Hongli*" above). Once consolidation is completed, we will have only one permit to mine all three mine sites.

Under our current mining permits, we are theoretically allowed to extract up to 8,001,300 metric tons of coal from the four coal mines, representing their aggregate estimated in-place proven and probable reserves. Out of such proven and probable reserves, 6,109,100 metric tons are recoverable according to the reserves appraisal reports for these mines.

We are also required to pay for the amount of coal that we wish to extract under each mining permit, generally determined on a per metric ton basis based on proven and probable reserves (rather than actual recoverable coal), as well as prevailing market prices as determined by the Henan Land Resources Bureau. In the event that further exploration results in an increase of estimated proven and probable reserves (and we desire to extract such additional reserves), or if we desire to continue mining beyond a mining permit's expiration date, we must obtain an additional permit from the Henan Land Resources Bureau and may be subject to additional fees to acquire such permit or to

modify an existing permit. We expect that the cost of further exploration in and around the four coal mines would be borne by us. We have been conducting additional geological studies around Hongchang coal mine, and expect to report our findings to the local mining authority. We note that the estimated 6,109,100 metric tons of recoverable reserves for the four coal mines in the aggregate is a government estimate created and used by local mining authorities to determine permissible extraction rates and the duration of our mining permits, and to approve mine designs, and is subject to revision. Currently estimated recoverable coal may not necessarily be consistent with the results of future mining, engineering and feasibility studies or reports.

In August 2007, we made a partial payment of approximately \$0.6 million (RMB 4.46 million) to extract from Hongchang coal mine its 2,479,000 metric tons of total reserves. A final payment of approximately \$0.4 million (RMB 2.7 million) is anticipated to become due when charged by the Henan Land Resources Bureau. The exact amount of this final payment, however, will depend on market prices as determined by our negotiations with the Henan Land Resources Bureau, as well as any new regulations after the consolidation program ends.

Payments in connection with the mining permits for Shuangrui coal mine, Shunli coal mine and Xingsheng coal mine were made in full in 2005 by their then owners.

#### *Railway Assets*

Currently, we have rail assets consisting of approximately 4.5 kilometers of special purpose transportation railway tracks that serve to facilitate the transportation of coal and coke from our site to the national railway system, and ultimately to our customers. We do not own any railcars and locomotives, but instead pay access fees to the Ministry of Railways for the use of government-owned and operated railcars and locomotives. These railcars are loaded with coal and coke products at our yard for delivery through the national railway system.

#### **USE OF PROCEEDS**

We will not receive any proceeds from the sale of common stock by the selling security holders. However, we may receive up to approximately \$47 million upon exercise of the warrants issued to the investors and placement agents in the financing transactions described above, the underlying shares of which are included in the registration statement of which this prospectus is a part. These warrants may be exercised by their holders using cash, or under certain circumstances they may be exercised by their holders pursuant to a cashless exercise provision. In instances where warrants are exercised without cash, we will not receive any proceeds from the warrants. The exercise of these warrants by their holders will result in the issuance by us of additional shares of common stock. We anticipate that the proceeds received, if any, from the exercise of the warrants, will be used for general corporate purposes, including the funding of our working capital requirements.



All proceeds from the sale of common stock offered by the selling security holders under this prospectus will be for the account of the selling security holders, as described below in the sections entitled “Selling Security Holders” and “Plan of Distribution.” With the exception of any brokerage fees and commissions which are the respective obligations of each of the selling security holders, we are responsible for the fees, costs and expenses of this prospectus and related registration of our shares, which includes our legal and accounting fees, printing costs and filing and other miscellaneous fees and expenses.

## **SELLING SECURITY HOLDERS**

We are registering the following securities:

- 2,343,268 shares of common stock issued to non-U.S. investors;
- 1,171,634 shares of common stock underlying warrants issued to non-U.S. investors;
- 5,001,667 shares of common stock issued to U.S. investors; and
- 2,867,997 shares of common stock underlying warrants issued to U.S. investors and placement agents.

We are registering these securities in order to permit the selling security holders to dispose of the shares of our common stock held by them, from time to time. The selling security holders may sell all, some, or none of their shares that are being registered. See “Plan of Distribution.”

The table below lists the selling security holders and other information regarding the beneficial ownership of the shares of common stock by each of the selling security holders. Column B lists the number of shares of common stock beneficially owned by each selling security holder as of September 28, 2012 (assuming full exercise of the warrants held by such selling security holder, if any). Column C lists the shares of common stock covered by this prospectus that may be disposed of by each of the selling security holders. Column D lists the number of shares of common stock that will be beneficially owned by the selling security holders assuming all of the shares covered by this prospectus are sold. Column E lists the percentage of class beneficially owned by the selling security holders assuming all of the shares covered by this prospectus are sold, based on 21,121,372 shares of common stock issued and outstanding on September 28, 2012.

We cannot provide an estimate of the number of securities that any of the selling security holders will hold in the future. For purposes of this table, beneficial ownership is determined in accordance with the rules of the SEC, and includes voting power and investment power with respect to such securities.

The inclusion of any securities in the following table does not constitute an admission of beneficial ownership by the persons named below. Except as indicated in the footnotes to the table, no selling security holder has had any material relationship with us or our affiliates during the last three years. Except as indicated below, no selling security holder is the beneficial owner of any additional shares of common stock or other equity securities issued by us or any securities convertible into, or exercisable or exchangeable for, our equity securities. Except as indicated below, no selling security holder is a registered broker-dealer or an affiliate of a broker-dealer.

### Selling Security Holder Table

Name (A)	Securities Beneficially Owned Prior to Offering (1) (B)		Securities Being Offered (C)		Securities Beneficially Owned After Offering (2) (D)			% Beneficial Ownership After Offering (E)
	Michael Miller TTEE FBO Aarnel Funding Corp. Pension Plan (5)	37,500	(6)	37,500	(6)	0	0	0
Alder Capital Partners I LP (7)	150,000	(8)	150,000	(8)	0	0	0	%
Allan Rothstein (9)	22,500	(10)	22,500	(10)	0	0	0	%
Alpha Capital Anstalt (11)	52,500	(12)	52,500	(12)	0	0	0	%
Anson Investments Master Fund, LP (13)	37,500	(14)	37,500	(14)	0	0	0	%
Anthony G. Polak ( 4 ) (15)	15,000	(16)	15,000	(16)	0	0	0	%
Anthony Polak "S" ( 4 ) (17)	15,000	(18)	15,000	(18)	0	0	0	%
Ardsley Offshore Fund, Ltd (19) (317)	20,640	(20)	20,640	(20)	0	0	0	%
Ardsley Partners Fund II, LP (21) (317)	106,210	(22)	106,210	(22)	0	0	0	%

Name (A)	Securities Beneficially Owned Prior to Offering (1) (B)		Securities Being Offered (C)		Securities Beneficially Owned After Offering (2) (D)		% Beneficial Ownership After Offering (E)
Ardsley Partners Institutional Fund, LP (23) (317)	84,710	(24)	84,710	(24)	0	0	%
Atlas Allocation Fund, LP (25)	52,500	(26)	52,500	(26)	0	0	%
Bai Ye Feng (27)	123,750	(28)	123,750	(28)	0	0	%
Barry Honig (29)	41,667	(30)	41,667	(30)	0	0	%
Ben T. Morris (4) (31)	13,500	(32)	13,500	(32)	0	0	%
Bridgeway Asset Management Ltd. (33)	26,250	(34)	26,250	(34)	0	0	%
Brio Capital LP (35)	28,001	(36)	28,001	(36)	0	0	%
Burt Stangarone (4) (37)	18,750	(38)	18,750	(38)	0	0	%
Cape One Financial Master Fund Ltd. (39)	49,500	(40)	49,500	(40)	0	0	%
Capital Ventures International (4) (41)	300,000	(42)	300,000	(42)	0	0	%
Carpe Diem Capital Management LLC (331)	10,000	(332)	10,000	(332)	0	0	%
Carpe Diem Partners LLC (43)	20,000	(44)	20,000	(44)	0	0	%
Celenian Appreciation Fund, LP (45)	30,000	(46)	30,000	(46)	0	0	%
Clough Asia Fund, Ltd. (47) (318)	8,000	(48)	8,000	(48)	0	0	%
Clough Investment Partners I, LP (49) (318)	29,450	(50)	29,450	(50)	0	0	%
Clough Investment Partners II, LP (51) (318)	3,550	(52)	3,550	(52)	0	0	%
Clough Offshore Fund, Ltd (53) (318)	17,000	(54)	17,000	(54)	0	0	%
Daybreak Special Situations Master Fund, Ltd. (55)	97,500	(56)	97,500	(56)	0	0	%
Del Rey Management LP (57)	87,500	(58)	87,500	(58)	0	0	%



Name (A)	Securities Beneficially Owned Prior to Offering (1) (B)		Securities Being Offered (C)		Securities Beneficially Owned After Offering (2) (D)		% Beneficial Ownership After Offering (E)	
Domaco Venture Capital Fund (59) (319)	15,000	(60)	15,000	(60)	0	0	%	
Don Weir & Julie E. Weir JTTIC (4) (61)	12,000	(62)	12,000	(62)	0	0	%	
Don A. Sanders (4) (63)	25,500	(64)	25,500	(64)	0	0	%	
Emily Polak (65)	7,500	(66)	7,500	(66)	0	0	%	
Empery Asset Master, Ltd (67) (320)	63,000	(68)	63,000	(68)	0	0	%	
EOS Holdings, LLC (69)	120,000	(70)	120,000	(70)	0	0	%	
Equity Interest, Inc. (71) (319)	7,500	(72)	7,500	(72)	0	0	%	
Eugene Rintels Trust (73)	10,500	(74)	10,500	(74)	0	0	%	
Excalibur Special Opportunities LP (75)	166,666	(76)	166,666	(76)	0	0	%	
Far Ventures, LLC (77)	4,500	(78)	4,500	(78)	0	0	%	
Futurtec, LP (79)	37,500	(80)	37,500	(80)	0	0	%	
Gemini Master Fund, Ltd (81)	15,000	(82)	15,000	(82)	0	0	%	
Greenberg Capital LLC (83)	6,000	(84)	6,000	(84)	0	0	%	
Greenview Capital (85)	100,001	(86)	100,001	(86)	0	0	%	
Greg Freihofner (87)	12,750	(88)	12,750	(88)	0	0	%	
GRQ Consultants, Inc. 401K (89)	98,333	(90)	98,333	(90)	0	0	%	
Guerrilla Partners, LP (91) (321)	90,000	(92)	90,000	(92)	0	0	%	

Name	Securities		Securities		Securities		
	Beneficially	Owned Prior to	Being	Offered	Beneficially	% Beneficial	Ownership After
(A)	Offering (1)	(B)	(C)	(D)	Owned After	Offering	(E)
Hammerman Capital Partners, LP (93)(322)	47,501	(94)	47,501	(94)	0	0	%
HCP Opportunity Fund LP (95) (322)	87,500	(96)	87,500	(96)	0	0	%
Hartz Capital Investments, LLC (97) (320)	63,000	(98)	63,000	(98)	0	0	%
Heller Capital Investments (99)	20,000	(100)	20,000	(100)	0	0	%
High Capital Funding, LLC (101)	12,000	(102)	12,000	(102)	0	0	%
Hua-Mei 21st Century Partners, LP (103) (321)	150,000	(104)	150,000	(104)	0	0	%
Hudson Bay Master Fund Ltd. (107)	750,000	(108)	750,000	(108)	0	0	%
Iroquois Master Fund Ltd (109)	110,000	(110)	110,000	(110)	0	0	%
Jamie Polak (4) (111)	7,500	(112)	7,500	(112)	0	0	%
Jayhawk Private Equity Fund II, LP (113)	450,000	(114)	450,000	(114)	0	0	%
Jeffrey Grodtko (115)	12,000	(116)	12,000	(116)	0	0	%
Jeffrey A. Grossman (117)	37,500	(118)	37,500	(118)	0	0	%
JW Partners, LP (119)	6,000	(120)	6,000	(120)	0	0	%
Katherine U. Sanders (4) (121)	12,000	(122)	12,000	(122)	0	0	%
Kensington Partners, LP (123)	187,500	(124)	187,500	(124)	0	0	%
Lawrence Kaplan (125)	37,500	(126)	37,500	(126)	0	0	%
Lennox Capital Partners, LP (127)	52,500	(128)	52,500	(128)	0	0	%
Linda Hechter (129)	12,500	(130)	12,500	(130)	0	0	%

Name	Securities		Securities		Securities		
	Beneficially	Owned Prior to	Being	Offered	Beneficially	% Beneficial	Ownership After
(A)	Offering (1)	(B)	(C)	(D)	Offering (2)	(E)	
Marc Freeman (131)	12,334	(132)	12,334	(132)	0	0	%
Marion Lynton (133) (317)	3,440	(134)	3,440	(134)	0	0	%
Markets Edge, Ltd (135)	11,250	(136)	11,250	(136)	0	0	%
Michael and Betsy Brauser (137)	50,000	(138)	50,000	(138)	0	0	%
Michael Florence (139)	4,500	(140)	4,500	(140)	0	0	%
Micro Pipe Fund I, LLC (141)	42,000	(142)	42,000	(142)	0	0	%
Mondo Limited (143)	60,000	(144)	60,000	(144)	0	0	%
Mountain Special Situations Fund LLC (145)	45,000	(146)	45,000	(146)	0	0	%
Next View Capital, LP (147)	225,000	(148)	225,000	(148)	0	0	%
Octagon Capital Partners (149)	60,000	(150)	60,000	(150)	0	0	%
Old Mill Capital Partners, LP (151)	15,000	(152)	15,000	(152)	0	0	%
Option Opportunities Co. (153) (324)	125,570	(154)	125,570	(154)	0	0	%
Osmium Special Situations Fund Ltd (155)	1,475,000	(156)	1,475,000	(156)	0	0	%
Overbrook Capital, LLC (157)	11,250	(158)	11,250	(158)	0	0	%
Paragon Capital LP (159)	123,750	(160)	123,750	(160)	0	0	%
Paul Hickey (4) (161)	26,250	(162)	26,250	(162)	0	0	%
Richard Molinsky (163)	15,000	(164)	15,000	(164)	0	0	%
RL Capital Partners (4) (165)	75,000	(166)	75,000	(166)	0	0	%
Ronald Lazar (4) (167)	7,500	(168)	7,500	(168)	0	0	%

Name (A)	Securities Beneficially Owned Prior to Offering (1) (B)		Securities Being Offered (C)		Securities Beneficially Owned After Offering (2) (D)		% Beneficial Ownership After Offering (E)	
Sanders 2003 Children's Trust (4) (169) (325)	12,000	(170)	12,000	(170)	0	0	0	%
Sanders Opportunity Fund (Inst), LP (4) (171) (325)	57,225	(172)	57,225	(172)	0	0	0	%
Sanders Opportunity Fund LP (4) (173) (325)	17,775	(174)	17,775	(174)	0	0	0	%
SDS Capital Group SPC, Ltd (175)	26,250	(176)	26,250	(176)	0	0	0	%
Shira Capital LLC (4) (177)	45,000	(178)	45,000	(178)	0	0	0	%
Steve Mazur (179)	22,500	(180)	22,500	(180)	0	0	0	%
Suresh Madan & Sarita Madan (181)	12,500	(182)	12,500	(182)	0	0	0	%
T Squared China Fund LLC (183) (326)	12,500	(184)	12,500	(184)	0	0	0	%
T Squared Investments LLC (185) (326)	62,501	(186)	62,501	(186)	0	0	0	%
Taylor International Fund, Ltd (187)	60,000	(188)	60,000	(188)	0	0	0	%
The USX China Fund (189)	37,500	(190)	37,500	(190)	0	0	0	%
Trillion Growth China LP (191)	37,500	(192)	37,500	(192)	0	0	0	%
Triumph Small Cap Fund, Inc. (193)	6,000	(194)	6,000	(194)	0	0	0	%
Walter J. Lipinski (195)	6,000	(196)	6,000	(196)	0	0	0	%
Warberg Opportunistic Trading Fund LP (197) (324)	41,501	(198)	41,501	(198)	0	0	0	%
Westpark Capital, L.P. (199)	37,500	(200)	37,500	(200)	0	0	0	%

Name (A)	Securities	Securities	Securities	% Beneficial		
	Beneficially Owned Prior to Offering (1) (B)	Being Offered (C)	Beneficially Owned After Offering (2) (D)	Ownership After Offering (E)		
Wilmark of Nevada, Inc. (201)	120,000	(202) 120,000	(202) 0	0		%
Aijun Du (203)	477,000	(204) 477,000	(204) 0	0		%
Aili Fan (205)	3,000	(206) 3,000	(206) 0	0		%
Bin Zheng (207)	180,000	(208) 180,000	(208) 0	0		%
Changxi Wang (209)	1,500	(210) 1,500	(210) 0	0		%
Chijie Yang (211)	4,500	(212) 4,500	(212) 0	0		%
Cuihong Ding (213)	3,000	(214) 3,000	(214) 0	0		%
Dongliang Li (215)	156,285	(216) 156,285	(216) 0	0		%
En Li (217)	45,000	(218) 45,000	(218) 0	0		%
Fei Sun (219)	62,973	(220) 62,973	(220) 0	0		%
Fengying Fan (221)	245,973	(222) 245,973	(222) 0	0		%
Guanghao Cheng (223)	46,119	(224) 46,119	(224) 0	0		%
Guo Yang (225)	3,000	(226) 3,000	(226) 0	0		%
Haiyan Wei (227)	3,000	(228) 3,000	(228) 0	0		%
Hanqing Chen (229)	367,647	(230) 367,647	(230) 0	0		%
Huiying Xu (231)	1,500	(232) 1,500	(232) 0	0		%
Jia Yao (233)	3,000	(234) 3,000	(234) 0	0		%
Jianwei Zheng (235)	1,500	(236) 1,500	(236) 0	0		%
Jing Xie (237)	3,000	(238) 3,000	(238) 0	0		%
Jingliang Zheng (239)	3,000	(240) 3,000	(240) 0	0		%
Kunfeng Zhang (241)	570,000	(242) 570,000	(242) 0	0		%

Name (A)	Securities	Securities	Securities	% Beneficial		
	Beneficially Owned Prior to Offering (1) (B)	Being Offered (C)	Beneficially Owned After Offering (2) (D)	Beneficially Owned After Offering (E)	Ownership After Offering (E)	
Kunyang Li (243)	90,000	(244) 90,000	(244) 0	0	0	%
Lili Wang (245)	435,000	(246) 435,000	(246) 0	0	0	%
Liming Wang (247)	30,000	(248) 30,000	(248) 0	0	0	%
Meiping Wang (249)	750	(250) 750	(250) 0	0	0	%
Nengyi Jiang (251)	6,000	(252) 6,000	(252) 0	0	0	%
Ning Sha (253)	3,000	(254) 3,000	(254) 0	0	0	%
Peican Li (255)	15,000	(256) 15,000	(256) 0	0	0	%
Peijing Li (257)	15,000	(258) 15,000	(258) 0	0	0	%
Pingsheng Li (259)	9,000	(260) 9,000	(260) 0	0	0	%
Sanping Lv (261)	1,500	(262) 1,500	(262) 0	0	0	%
Tong Liu (263)	3,000	(264) 3,000	(264) 0	0	0	%
Weiwei Zan (265)	1,800	(266) 1,800	(266) 0	0	0	%
Wenyi Liao (267)	1,500	(268) 1,500	(268) 0	0	0	%
Xingwu Zhou (269)	180,000	(270) 180,000	(270) 0	0	0	%
Xushuai Wang (271)	365,223	(272) 365,223	(272) 0	0	0	%
Yancai Wang (273)	3,000	(274) 3,000	(274) 0	0	0	%
Yang Wang (275)	98,829	(276) 98,829	(276) 0	0	0	%
Yansong Sun (277)	4,500	(278) 4,500	(278) 0	0	0	%
Yaopeng Wu (279)	15,000	(280) 15,000	(280) 0	0	0	%
Yingying Zhang (281)	4,500	(282) 4,500	(282) 0	0	0	%
Yufen Jiao (283)	3,000	(284) 3,000	(284) 0	0	0	%

Name (A)	Securities Beneficially Owned Prior to Offering (1) (B)		Securities Being Offered (C)		Securities Beneficially Owned After Offering (2) (D)		% Beneficial Ownership After Offering (E)	
	Zhanjun Lou (285)	1,800	(286)	1,800	(286)	0	0	%
Zhengkai Zhu (287)	36,603	(288)	36,603	(288)	0	0	%	
Zhonghua Liu (289)	3,000	(290)	3,000	(290)	0	0	%	
Zhuli Li (291)	5,400	(292)	5,400	(292)	0	0	%	
Madison Williams and Company LLC (3) (293) (327)	52,000	(294)	52,000	(294)	0	0	%	
Rodman & Renshaw LLC (3) (295) (328)	54,000	(296)	54,000	(296)	0	0	%	
MW Equity Pool LLC (3) (297) (327)	78,000	(298)	78,000	(298)	0	0	%	
Ramnarain Jaigobind (4) (299) (328)	20,870	(300)	20,870	(300)	0	0	%	
Eric Lord (4) (299) (328)	5,227	(302)	5,227	(302)	0	0	%	
Kevin Mangan (4) (299) (328)	2,402	(304)	2,402	(304)	0	0	%	
KaiKai Dong (4) (305) (328)	2,000	(306)	2,000	(306)	0	0	%	
Chirag Choudhary (4) (307) (328)	9,741	(308)	9,741	(308)	0	0	%	
Harry Ioannou (4) (309) (328)	12,828	(310)	12,828	(310)	0	0	%	
George Anagnostou (4) (299) (328)	5,273	(312)	5,273	(312)	0	0	%	
Jonah Raskas (4) (313) (328)	3,303	(314)	3,303	(314)	0	0	%	
Philip Riggio (4) (315) (328)	4,356	(316)	4,356	(316)	0	0	%	
OTA, LLC (3) (329)	272,164	(330)	272,164	(330)	0	0	%	

(1) Unless otherwise indicated, the selling security holders listed in the table above acquired the securities being offered in the February and March closings of the Company's \$44 million private placement financing described above. The securities in both closings consisted of units purchased at \$6.00 each, with each unit consisting of one share of common stock, and a five year warrant for the purchase of 0.5 shares of common stock with an exercise price of \$12.00 per whole share. Percentages stated in the above table are based on a total of 21,090,948 shares of common stock outstanding as of September 28, 2011.

(2) Assumes that all of the shares offered hereby are sold and that shares owned before the offering but not offered hereby are not sold.

(3) This security holder is a broker-dealer, and is therefore deemed an "underwriter" under the Securities Act of 1933 as amended.

(4) This security holder is an affiliate of a broker-dealer. Each affiliate of a broker-dealer represents that such affiliate (a) purchased or acquired the securities to be resold in the ordinary course of business, and (b) had no agreements or understandings, directly or indirectly, with any person to distribute the securities at the time of their purchase or

acquisition. Further, each affiliate of a broker-dealer represents that the affiliated broker-dealer received these securities as compensation for underwriting activities, prior to their assignment to the affiliate.

The address of this security holder is 31 Pierce Lane, Norwich VT 05055. Michael Miller, as trustee of this security (5)holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 25,000 shares of Common Stock and 12,500 shares of Common Stock underlying the Warrants issued to (6)this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 1223 Camino Del Mar, Del Mar, California 92014. Michael Licosati, as (7)managing partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 100,000 shares of Common Stock and 50,000 shares of Common Stock underlying the Warrants issued to (8)this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(9)The address of this security holder is 98 Cuttermill Road, Suite 370, South, Great Neck, NY 11021.

Includes 15,000 shares of Common Stock and 7,500 shares of Common Stock underlying the Warrants issued to (10)this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is Dradafent 79490 Furstentuns cms Vaduz, Lichtenstein. Konrad Ackerman, (11)as director of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.



Includes 35,000 shares of Common Stock and 17,500 shares of Common Stock underlying the Warrants issued to (12) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 5950 Berkshire Lane, Suite 510, Dallas, TX 75225. Bruce Winson, as (13) portfolio manager of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 25,000 shares of Common Stock and 12,500 shares of Common Stock underlying the Warrants issued to (14) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(15) The address of this security holder is 8 Elskip Lane, Greenwich, CT 06831.

Includes 10,000 shares of Common Stock and 5,000 shares of Common Stock underlying the Warrants issued to (16) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(17) The address of this security holder is 8 Elskip Lane, Greenwich, CT 06831.

Includes 10,000 shares of Common Stock and 5,000 shares of Common Stock underlying the Warrants issued to (18) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is c/o Ardsley Partners, 262 Harbor Drive, 4th Floor, Stamford, CT 06902. (19) Philip J. Hempleman, as general partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(20) Includes 20,640 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is c/o Ardsley Partners, 262 Harbor Drive, 4th Floor, Stamford, CT 06902. (21) Philip J. Hempleman, as general partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(22) Includes 106,210 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is c/o Ardsley Partners, 262 Harbor Drive, 4th Floor, Stamford, CT 06902. (23) Philip J. Hempleman, as general partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(24) Includes 84,710 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 8214 Westchester Drive, Suite 650, Dallas, TX 75225. Robert H. Alpert, as (25) president of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 35,000 shares of Common Stock and 17,500 shares of Common Stock underlying the Warrants issued to  
(26) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(27) The address of this security holder is Flat F, 9/F, Tower 1, Harbour Green No.8 Sham Mong Road, Tai Kok Tsui Kowloon, Hong Kong.

Includes 82,500 shares of Common Stock and 41,250 shares of Common Stock underlying the Warrants issued to  
(28) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(29) The address of this security holder is 595 S Federal Highway, Suite 600, Boca Raton, FL 33432.

(30) Includes 41,667 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(31) The address of this security holder is 5800 JP Morgan Chase Tower, Austin, TX 77002.

Includes 9,000 shares of Common Stock and 4,500 shares of Common Stock underlying the Warrants issued to  
(32) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is Suite 2021, Two Pacific Place, 88 Queensway, Hong Kong. Li Wen Ying, as  
(33) sole director and shareholder of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 17,500 shares of Common Stock and 8,750 shares of Common Stock underlying the Warrants issued to  
(34) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 401 E. 34th Street, Suite South 33C, New York, NY 10016. Shaye Hirsch,  
(35) as managing partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 18,667 shares of Common Stock and 9,334 shares of Common Stock underlying the Warrants issued to  
(36) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(37) The address of this security holder is 76 Childs Rd., Basking Ridge, NJ 07920.

Includes 12,500 shares of Common Stock and 6,250 shares of Common Stock underlying the Warrants issued to  
(38) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 410 Park Ave, Suite 1500, New York, NY 10022. Reid Drescher, as  
(39) managing member of the investment manager of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 33,000 shares of Common Stock and 16,500 shares of Common Stock underlying the Warrants issued to  
(40) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 101 California St, Suite 3250, San Francisco, CA, 94111. Heights Capital Management, Inc., the authorized agent of this security holder, has discretionary authority to vote and dispose of  
(41) these securities held by this security holder and may be deemed to be the beneficial owner of these securities. Martin Kobinger, in his capacity as investment manager of Heights Capital Management, Inc. may also be deemed to have the investment discretion and voting power over these securities. Mr. Kobinger disclaims any such beneficial ownership of these securities.

Includes 200,000 shares of Common Stock and 100,000 shares of Common Stock underlying the Warrants issued  
(42) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 3400 N. Lake Shore Drive, 2nd Floor, Chicago, IL 60657. John Ziegelman,  
(43) as president and chief executive officer of Carpe Diem Capital Management, LLC, which is investment manager of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(44) Includes 20,000 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 338 Spear Street, Suite 8D, San Francisco, CA 94105. Ikro Yoon, as (45) managing member of Celenian Capital LLC, which is general partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 20,000 shares of Common Stock and 10,000 shares of Common Stock underlying the Warrants issued to (46) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is One Post Office Square, 40th Floor, Boston, MA 02109. Eric A. Brock, as (47) partner of general partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(48) Includes 8,000 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is One Post Office Square, 40th Floor, Boston, MA 02109. Eric A. Brock, as (49) partner of general partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(50) Includes 29,450 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is One Post Office Square, 40th Floor, Boston, MA 02109. Eric A. Brock, as (51) partner of general partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(52) Includes 3,550 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(53) The address of this security holder is One Post Office Square, 40th Floor, Boston, MA 02109. Eric A. Brock, as partner of investment advisor of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(54) Includes 17,000 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(55) The address of this security holder is 100 East Cook Avenue, Suite 100 Libertyville IL 60048. Larry Butz and John Prinz, as managing partners of general partner of this security holder, have dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(56) Includes 65,000 shares of Common Stock and 32,500 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(57) The address of this security holder is 877 West Main Street #600, Boise, ID 83702. Gregory A. Bied, as managing partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(58) Includes 25,000 shares of Common Stock and 62,500 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(59) The address of this security holder is 195 Beech St. Eastchester, NY 10709. Jack Polak, as general partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(60) Includes 10,000 shares of Common Stock and 5,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(61) The address of this security holder is 303 Green Belt, Houston, TX 77079.

(62) Includes 8,000 shares of Common Stock and 4,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(63) The address of this security holder is 600 Travis St #5800, Houston, TX 77002.

(64) Includes 17,000 shares of Common Stock and 8,500 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(65) The address of this security holder is 229 Chrystie St., Apt 1107, New York, NY 10002.

Includes 5,000 shares of Common Stock and 2,500 shares of Common Stock underlying the Warrants issued to (66) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is c/o Empery Asset Management LP, 120 Broadway, Suite 1019, New York, NY 10271. Empery Asset Management, LP, the authorized agent of this security holder, has discretionary (67) authority to vote and dispose of these securities held by this security holder and may be deemed to be the beneficial owner of these securities. Martin Hoe and Ryan Lane, in their capacity as investment managers of Empery Asset Management LP, may also be deemed to have investment discretion and voting power over the securities. Mr. Hoe and Mr. Lane disclaim any beneficial ownership of these securities.

Includes 42,000 shares of Common Stock and 21,000 shares of Common Stock underlying the Warrants issued to (68) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 2560 Highvale Rd., Las Vegas, NV 89134. Jon Richard Carnes, as manager (69) of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 80,000 shares of Common Stock and 40,000 shares of Common Stock underlying the Warrants issued to (70) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 195 Beech St. Eastchester, NY 10709. Jack Polak, as president of this (71) security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 5,000 shares of Common Stock and 2,500 shares of Common Stock underlying the Warrants issued to (72) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(73) The address of this security holder is 560 Ridge Rd, Winnetka, IL 60093.

Includes 7,000 shares of Common Stock and 3,500 shares of Common Stock underlying the Warrants issued to (74) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 150 Bloor Street Suite 14, Toronto, ON M5S 2X9, Canada. William (75) Hechter, as president of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(76) Includes 166,666 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 9 Daniel Drive, Glen Cove, NY 11542. Steven M. Farber and S. Edmond (77) Farber, as managing members of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 3,000 shares of Common Stock and 1,500 shares of Common Stock underlying the Warrants issued to (78) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 18 Briarfield Drive, Great Neck, NY 11020. Ido Klear, as president (79) of Futurtec Capital Corporation, the general partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 25,000 shares of Common Stock and 12,500 shares of Common Stock underlying the Warrants issued to (80) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is c/o Gemini Strategies, LLC, 135 Liverpool Drive, Suite C, Cardiff, CA (81) 92007. Steven Winters, as president of the investment manager of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 10,000 shares of Common Stock and 5,000 shares of Common Stock underlying the Warrants issued to (82) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 1000 Woodbury Road, Suite 207, Woodbury, NY 11797. David Greenberg, (83) as president of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(84) Includes 4,000 shares of Common Stock and 2,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities

Purchase Agreement.

The address of this security holder is 100 East Cook Avenue, Suite 101 Libertyville IL 60048. Gene Maher, as (85) principal of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 66,667 shares of Common Stock and 33,334 shares of Common Stock underlying the Warrants issued to (86) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(87) The address of this security holder is 2 Sharon Lane, Scarsdale, NY 10583.

Includes 8,500 shares of Common Stock and 4,250 shares of Common Stock underlying the Warrants issued to (88) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 595 S Federal Highway, Suite 600, Boca Raton, FL 33432. Barry Honig, as (89) trustee of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(90) Includes 98,333 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 237 Park Avenue, 9th Floor, New York, NY 10017. Peter Siris and Leigh (91) Curry, as managing directors of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.



(92) Includes 60,000 shares of Common Stock and 30,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(93) The address of this security holder is 1232 Rose Lane, Lafayette, CA 94549. Jason A. Hammerman, as managing member of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(94) Includes 31,667 shares of Common Stock and 15,834 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(95) The address of this security holder is 1232 Rose Lane, Lafayette, CA 94549. Jason A. Hammerman, as managing member of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(96) Includes 58,333 shares of Common Stock and 29,167 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(97) The address of this security holder is c/o Empery Asset Management LP, 121 Broadway, Suite 1019, New York, NY 10271. Empery Asset Management LP, the authorized agent of this security holder, has discretionary authority to vote and dispose of these securities held by this security holder and may be deemed to be the beneficial owner of these securities. Martin Hoe and Ryan Lane, in their capacity as investment managers of Empery Asset Management LP, may also be deemed to have investment discretion and voting power over these securities. Mr. Hoe and Mr. Lane disclaim any beneficial ownership of these securities.

(98) Includes 42,000 shares of Common Stock and 21,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(99) The address of this security holder is 700 E. Palisade Avenue, Englewood Cliffs, NJ 07632. Ronald I. Heller, as Chief Information Officer of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(100) Includes 20,000 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(101) The address of this security holder is 333 Sandy Springs Circle, Suite 230, Atlanta, GA 30328. Frank E. Hart, as manager, Frea A. Brasch, as chief financial officer, and David A. Rapaport, as executive vice president and of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(102) Includes 8,000 shares of Common Stock and 4,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 237 Park Avenue, 9th Floor, New York, NY 10017. Peter Siris and Leigh  
(103) Curry, as managing directors of this security holder, has dispositive and voting power over these securities and  
may be deemed to be the beneficial owner of these securities.

Includes 100,000 shares of Common Stock and 50,000 shares of Common Stock underlying the Warrants issued  
(104) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the  
Securities Purchase Agreement.

(105) Reserved.

(106) Reserved.

The address of this security holder is 777 Third Avenue, 30th Floor, New York, NY 10017. Hudson Bay Capital  
Management LP, the investment manager of Hudson Bay Master Fund Ltd., has voting and investment power  
(107) over these securities. Sander Gerber is the managing member of Hudson Bay Capital GP LLC, which is the  
general partner of Hudson Bay Capital Management LP. Sander Gerber disclaims beneficial ownership over  
these securities.

Includes 500,000 shares of Common Stock and 250,000 shares of Common Stock underlying the Warrants  
(108) owned by this selling security holder in connection with the Financing, all of which are registered for resale  
pursuant to the Securities Purchase Agreement.

The address of this security holder is 641 Lexington Ave. 26th Fl, New York, NY 10022. Joshua Silverman, as  
(109) authorized signatory of this security holder, has dispositive and voting power over these securities and may be  
deemed to be the beneficial owner of these securities.

Includes 35,000 shares of Common Stock and 75,000 shares of Common Stock underlying the Warrants issued (110) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(111) The address of this security holder is 220 Riverside Blvd, Apt 7-T, New York, NY 10069.

Includes 5,000 shares of Common Stock and 2,500 shares of Common Stock underlying the Warrants issued to (112) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 930 Tahoe Blvd., 802-281, Incline Village, NV, 89451. Kent C. McCarthy, (113) as manager of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 300,000 shares of Common Stock and 150,000 shares of Common Stock underlying the Warrants (114) issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(115) The address of this security holder is 1865 E. 28th St., Brooklyn, NY 11229.

Includes 8,000 shares of Common Stock and 4,000 shares of Common Stock underlying the Warrants issued to (116) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(117) The address of this security holder is 35 Rochelle Dr., New City, NY 10956.

Includes 25,000 shares of Common Stock and 12,500 shares of Common Stock underlying the Warrants issued (118) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 900 Third Avenue, Suite 1401, New York, NY 10022. Jason Wild, as (119) managing member of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 4,000 shares of Common Stock and 2,000 shares of Common Stock underlying the Warrants issued to (120) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(121) The address of this security holder is 4014 Inverness Drive, Houston, TX 77019.

Includes 8,000 shares of Common Stock and 4,000 shares of Common Stock underlying the Warrants issued to (122) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 767 Third Avenue, 16th Fl., New York, NY 10017. Richard J. Keim, as (123) general partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 125,000 shares of Common Stock and 62,500 shares of Common Stock underlying the Warrants issued (124) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(125) The address of this security holder is 2000 S Ocean Blvd., Boca Raton, FL 33432.

Includes 25,000 shares of Common Stock and 12,500 shares of Common Stock underlying the Warrants issued (126) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 2101 Cedar Springs Road, Suite 1230, Dallas, TX 75201. Richard D. (127) Squires, as president of the general partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 35,000 shares of Common Stock and 17,500 shares of Common Stock underlying the Warrants issued (128) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(129) The address of this security holder is 205 Vesta Drive, Toronto, ON M5P 3A1, Canada.

(130) Includes 12,500 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(131) The address of this security holder is 315 Rosemary Road, Toronto, Ontario M5P 3E4.

(132) Includes 12,334 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is c/o Ardsley Partners, 262 Harbor Drive, 4th Floor, Stamford, CT 06902.  
(133) Philip J. Hempleman, as general manager of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(134) Includes 3,440 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 1116 Pheasant Lane, Collegeville, PA 19426. Maj Soueidan, as general  
(135) partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 7,500 shares of Common Stock and 3,750 shares of Common Stock underlying the Warrants issued to  
(136) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(137) The address of this security holder is 3164 NE 31st Ave., Lighthouse Point, FL 33064.

Includes 50,000 shares of Common Stock issued to this selling security holder in the Financing, all of which we  
(138) are registering for resale pursuant to the Securities Purchase Agreement.

(139) The address of this security holder is 150 Signet Drive, Toronto ON M9L 1T9.

Includes 3,000 shares of Common Stock and 1,500 shares of Common Stock underlying the Warrants issued to  
(140) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 301 Mission Ave Ste 209, Oceanside, CA 92054. David Mickelson, as  
(141) managing member of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(142) Includes 42,000 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 57-63 Line Wall Road, PO Box 199, Gibraltar, Israel. Albert Flores,  
(143) Desmond Reoch, Brenda Avellano and Lesley Nuttall, as directors of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 40,000 shares of Common Stock and 20,000 shares of Common Stock underlying the Warrants issued  
(144) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is c/o EagleRock Capital Management- 24 West 40th Street, 10th Floor, New  
(145) York, NY 10018. Nader Tavakoli, as managing member of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(146)

Includes 30,000 shares of Common Stock and 15,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(147) The address of this security holder is 180 Crestview Drive, Deerfield, IL 60015. Stewart Flink, as manager of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(148) Includes 150,000 shares of Common Stock and 75,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(149) The address of this security holder is 155 West 68th St, # 27E, New York, NY 10023. Steven Hart, as general partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(150) Includes 40,000 shares of Common Stock and 20,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(151) The address of this security holder is 15750 IH-10 West, San Antonio, TX 78249. Jeffrey Dabbs, as managing member of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(152) Includes 10,000 shares of Common Stock and 5,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(153) The address of this security holder is 339 Sheridan Road, Winnetka, IL 60093. Daniel Warsh, as authorized representative of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(154) Includes 15,833 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is Canons Court, 22 Victoria St., Hamilton, HM 11, Bermuda. Christopher (155) Kuchanny, as chairman of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 983,333 shares of Common Stock and 491,667 shares of Common Stock underlying the Warrants (156) issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 288 Lancaster Ave, Bldg 1, Ste 3, Frazer, PA 19355. Michael Markowski, (157) as president of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 7,500 shares of Common Stock and 3,750 shares of Common Stock underlying the Warrants issued to (158) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 110 East 59th Street, 29th Floor, New York, NY 10022. Alan P. (159) Donenfeld, as general partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 82,500 shares of Common Stock and 41,250 shares of Common Stock underlying the Warrants issued (160) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(161) The address of this security holder is 9243 N. Emerald Lake Cove, Cedar Hills, Utah 84062.

Includes 17,500 shares of Common Stock and 8,750 shares of Common Stock underlying the Warrants issued to (162) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(163) The address of this security holder is 51 Loro's Hwy East, Weston, CT 06883.

Includes 10,000 shares of Common Stock and 5,000 shares of Common Stock underlying the Warrants issued to (164) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is c/o Maxim Group, 405 Lexington Avenue, 2nd Floor, New York, NY (165) 10174. Ronald Lazar and Anthony Polak, as managing members of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 50,000 shares of Common Stock and 25,000 shares of Common Stock underlying the Warrants issued (166) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(167) The address of this security holder is 200 Winston Drive # 3109 Cliffside Park, NJ 07010-3234.

Includes 5,000 shares of Common Stock and 2,500 shares of Common Stock underlying the Warrants issued to (168) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 600 Travis St #5800, Houston, TX 77002. Don Weir, as trustee of this (169) security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 8,000 shares of Common Stock and 4,000 shares of Common Stock underlying the Warrants issued to (170) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 600 Travis St #5800, Houston, TX 77002. Don Weir, as vice president of (171) this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 38,150 shares of Common Stock and 19,075 shares of Common Stock underlying the Warrants issued (172) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 600 Travis St #5800, Houston, TX 77002. Don Weir, as vice president of (173) this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 11,850 shares of Common Stock and 5,925 shares of Common Stock underlying the Warrants issued to (174) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.



The address of this security holder is c/o SDS Management LLC, 53 Forest Avenue, 2nd Floor, Old Greenwich, (175) CT 06870. Steve Derby, as managing member of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 17,500 shares of Common Stock and 8,750 shares of Common Stock underlying the Warrants issued to (176) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 71 S. Wacker Drive, Suite 1900, Chicago, IL 60606. Montgomery Cornell, (177) as assistant secretary of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 30,000 shares of Common Stock and 15,000 shares of Common Stock underlying the Warrants issued (178) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(179) The address of this security holder is 66 Glenbrook Road, Suite 2121, Stamford, CT 06902.

Includes 15,000 shares of Common Stock and 7,500 shares of Common Stock underlying the Warrants issued to (180) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(181) The address of this security holder is 157 Old Yonge Street, Toronto, ONT M2P 1R1.

(182) Includes 12,500 shares of Common Stock issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 1325 6th Avenue, Floor 27, New York, NY 10019. Thomas Sauve and (183) Mark Jensen have, as managing members of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 8,333 shares of Common Stock and 4,167 shares of Common Stock underlying the Warrants issued to (184) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 1325 6th Avenue, Floor 27, New York, NY 10019. Thomas Sauve and (185) Mark Jensen have, as managing members of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 41,667 shares of Common Stock and 20,834 shares of Common Stock underlying the Warrants issued (186) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 714 South Dearborn Street, 2nd Floor, Chicago, IL 60605. Steve Taylor, as (187) chairman of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 40,000 shares of Common Stock and 20,000 shares of Common Stock underlying the Warrants issued (188) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 5100 Poplar Ave, Ste 3119 Memphis, TN 38137. Stephen L. Parr, as (189) manager of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 25,000 shares of Common Stock and 12,500 shares of Common Stock underlying the Warrants issued (190) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 1000, 888-3rd, St S.W., Calgary, AB, T2P 5C5, Canada. Corey Mitchell, as (191) president of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 25,000 shares of Common Stock and 12,500 shares of Common Stock underlying the Warrants issued (192) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 1000 Woodbury Road, Suite 207, Woodbury, NY 11797. Kenneth Orr, as (193) chief executive officer of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 4,000 shares of Common Stock and 2,000 shares of Common Stock underlying the Warrants issued to (194) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(195) The address of this security holder is 6089 S. Oswego St., Greenwood Village, CO 80111.

Includes 4,000 shares of Common Stock and 2,000 shares of Common Stock underlying the Warrants issued to (196) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 95 Revere Drive, Suite A, Northbrook, IL 60062. Daniel Warsh, as (197) member of Warberg Asset Management LLC, which is general partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 27,667 shares of Common Stock and 13,834 shares of Common Stock underlying the Warrants issued (198) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 4965 Preston Park Blvd #220, Plano, Texas 75093. Patrick J. Brosnahan, as (199) general partner of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 25,000 shares of Common Stock and 12,500 shares of Common Stock underlying the Warrants issued (200) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 1393 N. Bennett Circle, Farmington, Utah 84025. Bryant D. Cragun, as (201) president of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 80,000 shares of Common Stock and 40,000 shares of Common Stock underlying the Warrants issued (202) to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(203) The address of this security holder is 94 Jianshe Rd., Building 19, Unit 5, Rm 202, Huiyuan District, Luohe, Henan Province, People's Republic of China

Includes 318,000 shares of Common Stock and 159,000 shares of Common Stock underlying the Warrants (204) issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(205) The address of this security holder is 22 Gongren Village, Rm 22, Gaozhuang Town, Shilong District, Pingdingshan, Henan Province, People's Republic of China.

Includes 2,000 shares of Common Stock and 1,000 shares of Common Stock underlying the Warrants issued to (206) this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(207) The address of this security holder is 80 N. Guangming Rd., Building 2, Rm 4, Xinhua District, Pingdingshan, Henan Province, People's Republic of China.

(208) Includes 120,000 shares of Common Stock and 60,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(209) The address of this security holder is 13 W. Tiyu Rd., Building 2, Rm 8, Xinhua District, Pingdingshan, Henan Province, People's Republic of China.

(210) Includes 1,000 shares of Common Stock and 500 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(211) The address of this security holder is Xingfu St., Rm 202, Xinhua District, Pingdingshan, Henan Province, People's Republic of China.

(212) Includes 3,000 shares of Common Stock and 1,500 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(213) The address of this security holder is Linping Village, Group 4, Rm 26, Shuanghe Town, Zhongxiang, Hebei Province, People's Republic of China.

(214) Includes 2,000 shares of Common Stock and 1,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(215) The address of this security holder is Beijing St., Rm#1-1, Xigang District, Dalian, Liaoning Province, People's Republic of China.

(216) Includes 104,190 shares of Common Stock and 52,095 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(217) The address of this security holder is Baozhuang Village, Liangwa Town, Lushan County, Henan Province, People's Republic of China.

(218) Includes 30,000 shares of Common Stock and 15,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(219) The address of this security holder is 25 N. Xisanhuan Rd., Economics Department 2005, Haidian District, Beijing, People's Republic of China.

(220) Includes 41,982 shares of Common Stock and 20,991 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(221) The address of this security holder is 100 Central Jianshe Rd., Building 4, Rm 61, Xinhua District, Pingdingshan, Henan Province, People's Republic of China.

(222) Includes 163,982 shares of Common Stock and 81,991 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(223) The address of this security holder is 166 Fuxing Rd., Chengguan Town, Jia County, Henan Province, People's Republic of China.

(224) Includes 30,746 shares of Common Stock and 15,373 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(225) The address of this security holder is East Guangcheng Rd., Rm 22, Ruzhou, Henan Province, People's Republic of China.

(226) Includes 2,000 shares of Common Stock and 1,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(227) The address of this security holder is Jizhuang Village, Rm 6, Xuezhuan Town, Xinhua District, Pingdingshan, Henan Province, People's Republic of China.

(228) Includes 2,000 shares of Common Stock and 1,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(229) The address of this security holder is 8 Shanshuidong Rd., No. 40, Hongqiao Garden, Binghu District, Wuxi, Jiangsu Province, People's Republic of China.

(230) Includes 245,098 shares of Common Stock and 122,549 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the

Securities Purchase Agreement.

(231) The address of this security holder is 26 E. Nanhuan Rd., Rm 9, Zhanhe District, Pingdingshan, Henan Province, People's Republic of China.

(232) Includes 1,000 shares of Common Stock and 500 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(233) The address of this security holder is 14 Fuxing Rd., Building 4, Rm 322, Haidian District, Beijing, People's Republic of China.

(234) Includes 2,000 shares of Common Stock and 1,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(235) The address of this security holder is 270 W. Jianshe Rd., Building 1, Rm 14, Xinhua District, Pingdingshan, Henan Province, People's Republic of China.

(236) Includes 1,000 shares of Common Stock and 500 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(237) The address of this security holder is Yuanding Rd., Academy of Education, Pingdingshan, Henan Province, People's Republic of China.

(238) Includes 2,000 shares of Common Stock and 1,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(239) The address of this security holder is 2 E. Yongan St., Rm3, Erqi District, Zhengzhou, Henan Province, People's Republic of China.

(240) Includes 2,000 shares of Common Stock and 1,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(241) The address of this security holder is 1 S. East Jianshe Rd., Building 5, Unit 3, Rm 8, Weidong District, Pingdingshan, Henan Province, People's Republic of China.

(242) Includes 380,000 shares of Common Stock and 190,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(243) The address of this security holder is 2 Street, Rm 9, Shuangpaifang Village, Suiyang District, Shangqiu, Henan Province, People's Republic of China.

(244) Includes 60,000 shares of Common Stock and 30,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(245) The address of this security holder is No. F11, Dushuyizhi, Daxing District, Beijing, People's Republic of China.

(246) Includes 290,000 shares of Common Stock and 145,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(247) The address of this security holder is Fanrong St, Building 22-55, Weidong District, Pingdingshan, Henan Province, People's Republic of China.

(248) Includes 20,000 shares of Common Stock and 10,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(249) The address of this security holder is 3 E. Kaiyuan Rd., Building 9, Rm 28, Weidong District, Pingdingshan, Henan Province, People's Republic of China.

(250) Includes 500 shares of Common Stock and 250 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(251) The address of this security holder is Qingshanyi Village, Building 41, Rm 602, Meilie District, Sanming, Fujian Province, People's Republic of China.

(252) Includes 4,000 shares of Common Stock and 2,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

Purchase Agreement.

(253) The address of this security holder is 118 Diba St., Rm 1, Economic and Technical Development District, Zhengzhou, Henan Province, People's Republic of China.

(254) Includes 2,000 shares of Common Stock and 1,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(255) The address of this security holder is 100 N. Central Jianshe Rd., Building 4, Rm 61, Xinhua District, Pingdingshan, Henan Province, People's Republic of China.

(256) Includes 10,000 shares of Common Stock and 5,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(257) The address of this security holder is 100 N. Central Jianshe Rd., Building 4, Rm 61, Xinhua District, Pingdingshan, Henan Province, People's Republic of China.

(258) Includes 10,000 shares of Common Stock and 5,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(259) The address of this security holder is Qingshanyi Village, Building 37, Rm 206, Meilie District, Sanming, Fujian Province, People's Republic of China.

(260) Includes 6,000 shares of Common Stock and 3,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(261) The address of this security holder is 28 Tiyu Rd., Building 11, Rm 41, Xinhua District, Pingdingshan, Henan Province, People's Republic of China.



(262) Includes 1,000 shares of Common Stock and 500 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(263) The address of this security holder is Beilijia, Liulitun, Building 9, Rm 404, Chaoyang District, Beijing, People's Republic of China.

(264) Includes 2,000 shares of Common Stock and 1,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(265) The address of this security holder is Gebei St., Rm 56, Xunhua District, Zhangjiakou, Hebei Province, People's Republic of China.

(266) Includes 1,200 shares of Common Stock and 600 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(267) The address of this security holder is 48 Dongsheng St., Rm 13, Mianjiang District, Chengdu, Sichuan Province, People's Republic of China.

(268) Includes 1,000 shares of Common Stock and 500 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(269) The address of this security holder is Dajiangbiantun, Wujiang Village, Rm 53, Pingnan Town, Pingnan County, Guangxi Province, People's Republic of China.

(270) Includes 120,000 shares of Common Stock and 60,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(271) The address of this security holder is 25 N. Xisanhuan Rd., Economics Department 2005, Haidian District, Beijing, People's Republic of China.

(272) Includes 243,482 shares of Common Stock and 121,741 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(273) The address of this security holder is Shangdong Village, Rm 62, Shangdian Town, Wugang, Henan Province, People's Republic of China.

Includes  
2,000 shares  
of Common  
Stock and  
1,000 shares  
of Common  
Stock  
underlying  
the  
Warrants  
issued to  
this selling  
(274) security  
holder in  
the  
Financing,  
all of which  
we are  
registering  
for resale  
pursuant to  
the  
Securities  
Purchase  
Agreement.

The address  
of this  
security  
holder is 60  
S. Xueyuan  
Rd.,  
(275) Building 2,  
Rm 9,  
Haidian  
District,  
Beijing,  
People's  
Republic of  
China.

(276) Includes  
65,886  
shares of  
Common  
Stock and  
32,943  
shares of  
Common

Stock  
underlying  
the  
Warrants  
issued to  
this selling  
security  
holder in  
the  
Financing,  
all of which  
we are  
registering  
for resale  
pursuant to  
the  
Securities  
Purchase  
Agreement.

The address  
of this  
security  
holder is  
Zhongxin  
St, Building  
3, Unit 1,  
(277) Rm 201,  
Tiedong  
District,  
Zaozhuang,  
Shandong  
Province,  
People's  
Republic of  
China.

(278) Includes 3,000 shares of Common Stock and 1,500 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(279) The address of this security holder is 21 S. Kaiyuan Rd., Unit 2, Rm 22, Zhanhe District, Pingdingshan, Henan Province, People's Republic of China.

(280) Includes 10,000 shares of Common Stock and 5,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(281) The address of this security holder is South Aiqun Lane, Building 6, Rm 4, Yangzhuang Town, Baofeng County, Henan Province, People's Republic of China.

(282) Includes 3,000 shares of Common Stock and 1,500 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(283) The address of this security holder is 1 W. Hanghai Rd., Building 11, Unit 2, Rm 31, Zhongyuan District, Zhengzhou, Henan Province, People's Republic of China.

(284) Includes 2,000 shares of Common Stock and 1,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(285) The address of this security holder is 1 Renming Rd., Building 1, Unit 3, Rm 301, Chengguan Town, Baofeng County, Henan Province, People's Republic of China.

(286) Includes 1,200 shares of Common Stock and 600 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(287) The address of this security holder is 5 W. Chang'an St., Xicheng District, Beijing, People's Republic of China.

(288) Includes 24,402 shares of Common Stock and 12,201 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(289) The address of this security holder is 10 E. Yanhe Rd., Building 2, Rm 15, Weidong District, Pingdingshan, Henan Province, People's Republic of China.

(290) Includes 2,000 shares of Common Stock and 1,000 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(291) The address of this security holder is 2 Shanghai Rd., Building 1, Unit 2, Rm 301, Economic and Technical Development District, Urumqi, People's Republic of China.

(292) Includes 3,600 shares of Common Stock and 1,800 shares of Common Stock underlying the Warrants issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(293) The address of this security holder is 527 Madison Avenue, 14th & 15th Floors, New York, NY 10022. William Sprague, as chairman of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(294) Includes 52,000 shares of Common Stock underlying the Warrants at an exercise price of \$6.00 per share for a period of 60 months issued to this selling security holder in the first and second round of Financing respectively, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(295) The address of this security holder is 1251 Avenue of the Americas, 20th Floor, New York, NY 10020. David Horin, as chief financial officer of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(296) Includes 54,000 shares of Common Stock underlying the Warrants at an exercise price of \$6.00 per share for a period of 60 months issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(297) The address of this security holder is 527 Madison Avenue, 14th & 15th Floors, New York, NY 10022. William Sprague, as chairman of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

(298) Includes 78,000 shares of Common Stock underlying the Warrants at an exercise price of \$6.00 per share for a period of 60 months issued to this selling security holder in the first and second round of Financing respectively, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(299) The address of this security holder is Aegis Capital Corp., 810 7th Avenue, 11th Floor, New York, NY 10019

(300) Includes 20,870 shares of Common Stock underlying the Warrants at an exercise price of \$6.00 per share for a period of 60 months issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(301) Reserved.

(302) Includes 5,227 shares of Common Stock underlying the Warrants at an exercise price of \$6.00 per share for a period of 60 months issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(303) Reserved.

(304) Includes 2,402 shares of Common Stock underlying the Warrants at an exercise price of \$6.00 per share for a period of 60 months issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(305) The address of this security holder is c/o Rodman & Renshaw LLC, 1251 Avenue of the Americas, 20th Floor, New York, NY 10020.

(306) Includes 2,000 shares of Common Stock underlying the Warrants at an exercise price of \$6.00 per share for a period of 60 months issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(307) The address of this security holder is 211 W. 56th St., New York, NY 10019.

(308) Includes 9,741 shares of Common Stock underlying the Warrants at an exercise price of \$6.00 per share for a period of 60 months issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(309) The address of this security holder is 162-17 13th Ave., Whitestone, NY 11357.

(310) Includes 12,828 shares of Common Stock underlying the Warrants at an exercise price of \$6.00 per share for a period of 60 months issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(311) Reserved.

(312) Includes 5,273 shares of Common Stock underlying the Warrants at an exercise price of \$6.00 per share for a period of 60 months issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(313) The address of this security holder is 301 Overlook Road, New Rochelle, NY 10804.

(314) Includes 3,303 shares of Common Stock underlying the Warrants at an exercise price of \$6.00 per share for a period of 60 months issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(315) The address of this security holder is 1 Lillian Terrace, Darien, CT 06820.

(316) Includes 4,356 shares of Common Stock underlying the Warrants at an exercise price of \$6.00 per share for a period of 60 months issued to this selling security holder in the Financing, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

(317) Under common control and are deemed affiliates of one another.

(318) Under common control and are deemed affiliates of one another.

(319) Under common control and are deemed affiliates of one another.

(320) Under common control and are deemed affiliates of one another.

(321) Under common control and are deemed affiliates of one another.

(322) Under common control and are deemed affiliates of one another.

(323) Reserved.

(324) Under common control and are deemed affiliates of one another.

(325) Under common control and are deemed affiliates of one another.

(326) Under common control and are deemed affiliates of one another.

(327) We are registering the ordinary shares underlying the placement agent warrants issuable to Madison Williams and Company LLC, as lead placement agent in the Financing of which a portion has been assigned to MW Equity Pool, LLC, to purchase up to an aggregate of 130,000 shares at \$6.00 per share. These placement agent warrants were issued in conjunction with our private placements completed on February 5, 2010 and March 11, 2010. Madison Williams and Company LLC is a registered broker-dealer. Madison Williams and Company LLC earned these securities as compensation for investment banking services.

(328) We are registering the ordinary shares underlying the placement agent warrants issuable to Rodman & Renshaw, LLC, the co-placement agent in the Financing, to purchase up to an aggregate of 120,000 shares at \$6.00 per share. These placement agent warrants were issued in conjunction with our private placement completed on March 11, 2010. Rodman & Renshaw, LLC is a registered broker-dealer. Rodman & Renshaw, LLC earned these securities as compensation for investment banking services. A portion of these placement agent warrants have been assigned to principals and employees of Rodman & Renshaw, LLC.

(329) The address of this security holder is 1 Manhattanville Road, Purchase, NY 10577. Ira M. Leventhal, as senior managing director of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.





Includes 272,164 shares of Common Stock underlying the Warrants at an exercise price of \$12.00 per share for a (330) period of 60 months issued to this selling security holder in the first and second round of Financing respectively, all of which we are registering for resale pursuant to the Securities Purchase Agreement.

The address of this security holder is 3400 N. Lake Shore Drive, 2nd Floor, Chicago, IL 60657. John Ziegelman, (331) as president and chief executive officer of this security holder, has dispositive and voting power over these securities and may be deemed to be the beneficial owner of these securities.

Includes 10,000 shares of Common Stock underlying the Warrants owned by this selling security holder in (332) connection with the Financing, all of which are registered for resale pursuant to the Securities Purchase Agreement.

## **PLAN OF DISTRIBUTION**

Each selling security holder (each, a “Selling Shareholder” and collectively, the “Selling Shareholders”) of the common stock and any of their pledgees, assignees and successors-in-interest may, from time to time, sell any or all of their shares of common stock on the NASDAQ Capital Market or any other stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. A Selling Shareholder may use any one or more of the following methods when selling shares:

ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;

block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

an exchange distribution in accordance with the rules of the applicable exchange;

privately negotiated transactions;

settlement of short sales entered into after the effective date of the registration statement of which this prospectus is a part;

broker-dealers may agree with the Selling Shareholders to sell a specified number of such shares at a stipulated price per share;

through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;

a combination of any such methods of sale; or

any other method permitted pursuant to applicable law.

The Selling Shareholders may also sell shares under Rule 144 under the Securities Act of 1933, as amended (the "Securities Act"), if available, rather than under this prospectus.

Broker-dealers engaged by the Selling Shareholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the Selling Shareholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated, but, except as set forth in a supplement to this prospectus, in the case of an agency transaction not in excess of a customary brokerage commission in compliance with FINRA NASD Rule 2440; and in the case of a principal transaction a markup or markdown in compliance with NASD IM-2440.

The following Selling Shareholders are registered broker-dealers, agents or affiliates of broker-dealers that are deemed to be "underwriters" within the meaning of the Securities Act in connection with their sales: Anthony G. Polak, Anthony Polak "S", Ben T. Morris, Burt Stangarone, Don Weir & Julie E. Weir JTTIC, Don A. Sanders, Katherine U. Sanders, Jamie Polak, Paul Hickey, Sanders Opportunity Fund (Inst), LP, RL Capital Partners, Ronald Lazar, Sanders 2003 Children's Trust, Sanders Opportunity Fund (Inst), LP, Sanders Opportunity Fund LP, Shira Capital LLC, Madison Williams and Company LLC, and Rodman & Renshaw LLC, MW Equity Pool LLC, OTA, LLC, Ramnarain Jaigobind, Eric Lord, Kevin Mangan, KaiKai Dong, Chirag Choudhary, Harry Ionnnou, George Anagnostou, Jonah Raskas, and Philip Riggio. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. Each Selling Shareholder has informed the Company that it does not have any written or oral agreement or understanding, directly or indirectly, with any person to distribute the Common Stock.

We are required to pay certain fees and expenses incurred by us incident to the registration of the shares. We have agreed to indemnify the Selling Shareholders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act.

Since Selling Shareholders may be deemed to be “underwriters” within the meaning of the Securities Act, they will be subject to the prospectus delivery requirements of the Securities Act including Rule 172 thereunder. In addition, any securities covered by this prospectus which qualify for sale pursuant to Rule 144 under the Securities Act may be sold under Rule 144 rather than under this prospectus. There is no underwriter or single coordinating broker acting in connection with the proposed sale of the resale shares by the Selling Shareholders.

We agreed to keep this prospectus and the registration statement which this prospectus forms a part effective until the earlier of (i) the date on which the shares may be resold by the Selling Shareholders without registration and without regard to any volume or manner-of-sale limitations by reason of Rule 144, without the requirement for the Company to be in compliance with the current public information under Rule 144 under the Securities Act or any other rule of similar effect or (ii) all of the shares have been sold pursuant to this prospectus or Rule 144 under the Securities Act or any other rule of similar effect. The resale shares will be sold only through registered or licensed brokers or dealers if required under applicable state securities laws. In addition, in certain states, the resale shares may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

Under applicable rules and regulations under the Exchange Act, any person engaged in the distribution of the resale shares may not simultaneously engage in market making activities with respect to the common stock for the applicable restricted period, as defined in Regulation M, prior to the commencement of the distribution. In addition, the Selling Shareholders will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including Regulation M, which may limit the timing of purchases and sales of shares of the common stock by the Selling Shareholders or any other person. We will make copies of this prospectus available to the Selling Shareholders and have informed them of the need to deliver a copy of this prospectus to each purchaser at or prior to the time of the sale (including by compliance with Rule 172 under the Securities Act).

## **LEGAL MATTERS**

The validity of the shares issued by us in our financing on March 11, 2010, to be resold under this prospectus, has been passed upon by Richardson & Patel LLP in Los Angeles, California.

## **EXPERTS**

The consolidated financial statements of SinoCoking and its subsidiaries as of June 30, 2011 and June 30, 2012 and for the years ended June 30, 2011 and June 30, 2012 appearing in this prospectus and registration statement have been audited by Friedman LLP, an independent registered public accounting firm, as set forth in their report appearing herein, and are included in reliance upon such report given on the authority of such firm as experts in auditing and

accounting.

## DESCRIPTION OF PROPERTY

The following table lists certain information our current facilities.

Location	Approximate Floor Area (Square Meters)	Ownership Status	Principal Uses
Kuanggong Road and Tiyu Road, 10/F, Xinhua District, Pingdingshan, Henan Province, China	600	Leased	Corporate principal executive office (1)
1235-1237/12 F Beichen Century Center, East Beichen Street, Chaoyang District, Beijing, China	303	Leased	Office (2)
1601-16/F, SPD International Finance Center, Jinshui Road, Jinshui District, Zhengzhou, Henan Province, China	455	Leased	Zhonghong's office (3)
Zhaozhuang Village, Daying Town, Baofeng, Pingdingshan, Henan Province, China	95,013	Owned	Coking plant, operational office, rail track, coal washing, power generation
Zhaozhuang Village, Daying Town, Baofeng, Pingdingshan, Henan Province, China	371,628	Owned	New coking plant (4)
Zhaozhuang Village, Daying Town, Baofeng, Pingdingshan, Henan Province, China	310,000	Owned (5)	Hongchang coal mine
Liping Village, Daying Town, Baofeng, Pingdingshan, Henan Province, China	470,000	Owned (5)	Shuangrui coal mine
Southwest Zhaozhuang Village, Daying Town, Baofeng, Pingdingshan, Henan Province, China	190,000	60% Owned (5)	Xingsheng coal mine
West Zhaozhuang Village, Daying Town, Baofeng, Pingdingshan, Henan Province, China	80,000	Owned (5)	Shunli coal mine

(1) Our principal executive office is in downtown Pingdingshan, approximately 60 kilometers from our current plant, which houses our executive and administrative staff and oversees our operations. We entered into a lease for the premises with the Pingdingshan Rural Cooperative Bank from October 1, 2010 to September 30, 2011, for monthly rent of \$2,108 (RMB 13,520). The lease was renewed from October 1, 2011 to September 30, 2012, for monthly rent of \$2,550 (RMB 16,220). We currently plan to renew this lease for an additional one-year term after its expiration.

(2) In April 2010, we entered into a lease agreement to lease three office units in Beijing from June 15, 2010 to June 14, 2013 with monthly lease payment of \$22,688 (RMB 145,529) and monthly management fee of \$4,003 (RMB 25,681). On August 12, 2010, we entered into another lease agreement to lease three different office units in the same building to replace the above lease. The new lease is from September 15, 2011 to June 14, 2013, with monthly rent of \$7,258 (RMB 46,565) and monthly management fee of \$1,281 (RMB 8,184). The prior lease agreement was terminated on September 14, 2011.

(3) Zhonghong is leasing an office unit in Zhengzhou from February 25, 2011 to August 24, 2013 with monthly lease payments of \$5,780 (RMB 37,075).

(4) As of June 30, 2012, we prepaid (through Hongli) a total of approximately \$9.0 million (RMB 58.05 million) to acquire the land use rights to approximately 371,628 square meters of residential land adjacent to our current plant, as the site for our new coking plant. Such prepayments were paid to the land's former occupants and are not refundable. We expect to acquire the land use rights by June 30, 2013 at an estimated total cost of \$11.5 million (RMB 73.05 million). We also anticipate paying an additional \$1.9 million (RMB 12.45 million) for administrative fees related to reconfiguring the land for industrial use. As of the date of this prospectus, plant construction has not been completed.

(5) We do not own the mines (as all mineral resources are state-owned), but we control the mining permits to extract coal from these mines through our ownership of the operators of these mines.

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

*The following discussion and analysis of the results of our operations and financial condition for the fiscal years ended June 30, 2011 and 2012 should be read in conjunction with our financial statements, and the notes to those financial statements that are included elsewhere in this prospectus. All monetary figures are presented in U.S. dollars, unless otherwise indicated.*

### **Forward-Looking Statements**

The statements in this discussion that are not historical facts are “forward-looking statements.” The words “may,” “will,” “expect,” “believe,” “anticipate,” “intend,” “could,” “estimate,” “continue”, the negative forms thereof, or similar expressions, intended to identify forward-looking statements, although not all forward-looking statements are identified by those words or expressions. Forward-looking statements by their nature involve substantial risks and uncertainties, certain of which are beyond our control. Actual results, performance or achievements may differ materially from those expressed or implied by forward-looking statements depending on a variety of important factors, including, but not limited to, weather, local, regional, national and global coke and coal price fluctuations, levels of coal and coke production in the region, the demand for raw materials such as iron and steel which require coke to produce, availability of financing and interest rates, competition, changes in, or failure to comply with, government regulations, costs, uncertainties and other effects of legal and other administrative proceedings, and other risks and uncertainties. We are not undertaking to update or revise any forward-looking statement, whether as a result of new information, future events or circumstances or otherwise.

### **Overview**

We are a vertically-integrated coal and coke producer based in Henan Province, China. We use coal that we extract and buy to produce basic and value-added coal products including raw (unprocessed) coal, washed coal, medium coal and coal slurries (by-products of the coal-washing process), and coke products including chemical and metallurgical coke and coal tar (a by-product of the coke manufacturing process).

Our business operations are conducted through Henan Province Pingdingshan Hongli Coal & Coke Co., Ltd. (“Hongli”), a PRC company that we control by a series of contractual arrangements between Hongli and Pingdingshan Hongyuan Energy Science and Technology Development Co., Ltd. (“Hongyuan”). Hongyuan is a PRC company wholly-owned by Top Favour Limited, a British Virgin Island company and our wholly-owned subsidiary.

As of June 30, 2012, our coke related activities are carried out by Hongli’s branch operation, Baofeng Coking Factory (“Baofeng Coking”), coal related activities by four of Hongli’s subsidiaries, namely Baofeng Hongchang Coal Co., Ltd. (“Hongchang Coal”), Baofeng Shuangrui Coal Mining Co., Ltd. (“Shuangrui Coal”), Baofeng Xingsheng Coal Mining Co., Ltd. (“Xingsheng Coal”) and Baofeng Shunli Coal Mining Co., Ltd. (“Shunli Coal”), and electricity generation by another Hongli subsidiary, Baofeng Hongguang Environment Protection Electricity Generating Co., Ltd. (“Hongguang Power”). In July 2012, we dissolved Shunli Coal and are in the process of transferring its mine assets to, and consolidating them under, Hongchang Coal.

The coal-related activities for the periods discussed below are those of Hongchang Coal only, although its mining operations halted in September 2011. Our other three coal mine companies have halted operations since the provincial-wide mining moratorium was imposed in June 2010. It is our intention to transfer all coal related activities to the joint-venture established with Henan Province Coal Seam Gas Development and Utilization Co., Ltd. (“Henan Coal Seam Gas”), a state-owned enterprise and qualified provincial-level coal mine consolidator. The joint-venture, Henan Hongyuan Coal Seam Gas Engineering Technology Co., Ltd. (“Hongyuan CSG”), has been established, although our planned transfer of coal related activities to Hongyuan CSG has not been carried out as of the date of this prospectus.

Our interests in Hongyuan CSG are held by Henan Zhonghong Energy Investment Co., Ltd. (“Zhonghong”), a company established in December 2010 and which equity interests are presently held on Hongli’s behalf and for its benefits by three nominees pursuant to share entrustment agreements.

## **Results of Operations**

*General.* Our revenue in fiscal 2012 increased approximately 6.23% from a year ago. Such increase was mainly contributed by increased sales of coke and washed coal. Because of persistent softening demand for coke, we slowed down construction of our new coking facility, and sold some of the washed coal originally set aside for its operations. Had we gone ahead with completing the facility and commencing its operations during such market conditions, we believe that we would have unnecessarily increased our odds of operating at a loss with any slight decrease in coke price (or slight increase in raw or washed coal price). Our increased revenue was offset by decreased sales of raw coal (in light of the ongoing mining moratorium) and coal tar (from lower production). Such factors affecting our revenue are reflected in the breakdown of our revenue by product type, with 51% of total revenue in fiscal 2012 from coke products, as compared to 53% in fiscal 2011, and 49% from coal products in fiscal 2012, as compared to 47% in fiscal 2011.



On a macro level, management has observed the following trends, which may have a direct impact on our operations in the near future: (1) the economic slowdown and the tightening real estate and land developments in China are negatively impacting upstream industries such as steel and raw materials; (2) state-mandated coal mine consolidations in Henan and elsewhere are tempering the negative impact of the slowing economy on coal price; and (3) the Chinese government's policy to improve mining safety will increase the overall operating cost for the mining industry.

### *Comparison of Years ended June 30, 2012 and 2011*

*Revenue.* Revenue for fiscal 2012 increased by \$4,624,777 or 6.23% as compared to fiscal 2011. Such increase resulted from increased sales of coke and washed coal, offset in part by decrease in coal tar and raw coal sales. Revenue and quantity sold by product type for fiscal 2011 and 2010 are as follows:

	Revenues		
	Coke Products	Coal Products	Total
<b>Revenue</b>			
Fiscal Year 2011	\$39,329,446	\$34,958,547	\$74,287,993
Fiscal Year 2012	\$40,602,951	\$38,309,820	\$78,912,771
Increase (decrease) in \$	\$1,273,504	\$3,351,273	\$4,624,777
% increase (decrease) in \$	3.24	% 9.59	% 6.23
<b>Quantity Sold (metric tons)</b>			
Fiscal Year 2011	168,363	318,516	486,879
Fiscal Year 2012	174,021	257,893	431,914
Increase (decrease)	5,658	(60,623 )	(54,965 )
% increase (decrease)	3.36	% (19.03 )%	(11.29 )%

Coke products include finished coke, a key raw material for producing steel, and coal tar, a byproduct of the coke manufacturing process which has various industrial applications. Coal products include both washed and raw coal, which is used by customers primarily for electricity generation and heating applications. As used in this discussion and analysis, "raw coal" includes both thermal and metallurgical coal that is unwashed and relatively unprocessed, in addition to coal washing byproducts such as coal slurry.

Average selling prices per metric ton for our four principal products during fiscal 2012 and 2011 are as follows:

Average Selling Prices	Coke	Coal Tar	Raw Coal	Washed Coal
Fiscal Year 2011	\$233	243	73	179
Fiscal Year 2012	232	254	74	179

Increase (decrease) in \$	(1 )	11		1		0	
% Increase (decrease) in \$	(0.43)%	4.53	%	1.37	%	0.00	%

Generally, our selling prices are driven by a number of factors, including the particular composition and quality of the coal or coke we sell, their prevailing market prices locally and throughout China, as well as in the global marketplace, timing of sales, delivery terms, and our relationships with our customers and our negotiations of their purchase orders. Although our average selling prices for coke, raw coal and washed coal changed slightly as compared to our last fiscal year, they nevertheless reflect a declining trend in fiscal 2012 due to China's economic slowdown. Our higher price for coal tar was achieved through better-quality coal tar we are able to produce from upgrading our existing coking facility.

We generally sell our raw coal inventory and other coal products when prices are stable at seasonally high levels, or at levels that are considered above historical norms. The average price of the raw coal was calculated based on the weighted average price of unprocessed coal, coal byproducts and mixed thermal coal. We note that the average selling prices for coal products are also influenced by changes in the coal mixtures (with different grades and heat content) that we sold to our customers.

Revenue and quantity sold of each coke product for fiscal 2012 and 2011 are as follows:

	Coke Products			
	Coke	Coal Tar	Total	
Revenue				
Fiscal 2011	\$35,970,933	\$3,358,513	\$39,329,446	
Fiscal 2012	\$38,656,637	\$1,946,314	\$40,602,951	
Increase (decrease) in \$	\$2,685,704	\$(1,412,199)	\$1,273,504	
% increase (decrease) in \$	7.47	% (42.05)	% 3.24	%
Quantity Sold (metric tons)				
Fiscal 2011	154,553	13,810	168,363	
Fiscal 2012	166,373	7,648	174,021	
Increase (decrease)	11,820	(6,162)	5,658	
% increase (decrease)	7.65	% (44.62)	% 3.36	%

The higher coke revenue for fiscal 2012 resulted from the additional 11,820 metric tons of coke we sold as compared to a year ago. The lower coal tar revenue for fiscal 2012 resulted from less sales volume due to decreased production, offset by an \$11 increase in average selling price, as compared to a year ago. We upgraded our current coking facility in March 2011 to better control the quality of our coke and coal tar. But it sacrificed our production volume of coal tar.

Revenue and quantity sold of each coal product for fiscal 2012 and 2011 are as follows:

	Coal Products		
	Raw Coal	Washed Coal	Total
<b>Revenue</b>			
Fiscal 2011	\$15,073,052	\$19,885,495	\$34,958,547
Fiscal 2012	\$5,441,981	\$32,867,839	\$38,309,820
Increase (decrease) in \$	\$(9,631,071 )	\$12,982,344	\$3,351,273
% increase (decrease) in \$	(63.90 )%	65.29	% 9.59
<b>Quantity Sold (metric tons)</b>			
Fiscal 2011	207,272	111,244	318,516
Fiscal 2012	73,990	183,903	257,893
Increase (decrease)	(133,282 )	72,659	(60,623 )
% increase (decrease)	(64.30 )%	65.31	% (19.03 )%

The lower raw coal revenue for fiscal 2012 resulted from our inability to produce coal due to the ongoing mining moratorium, despite of a 1.37% average price increase as compared to a year ago. We currently anticipate that the mining moratorium will end sometime in the first half of calendar 2013, although there cannot be any assurance as to the exact timing.

The higher washed coal revenue for fiscal 2012 resulted from a significantly higher sales volume as compared to a year ago. Since we slowed down the construction of our new coking plant in light of a weak coke market, we did not need to stockpile washed coal for the new plant as originally anticipated and instead sold most of our washed coal inventory.

*Cost of Revenue.* Cost of revenue increased to \$63,745,461 for fiscal 2012 from \$47,267,309 a year ago. This was mainly driven by two factors: (1) increased coke and washed coal sales volumes, offset by decreased raw coal sales volume, and (2) the mining moratorium, which drove up our overall production cost for raw coal processing and coking as we were largely unable to obtain raw coal from our own mines.

*Gross Profit.* Gross profit for fiscal 2012 was \$15,167,309, a decrease of \$11,853,375 or 43.87% from \$27,020,684 for fiscal 2011, reflecting our increased cost of revenue discussed above. As a result, gross profit margin for fiscal 2012 decreased by approximately 17% from approximately 36% for the prior fiscal year.

*Operating Expenses.* Operating expenses, which consist of selling expenses and general and administrative expenses, was \$3,204,148 for fiscal 2012, a decrease of \$319,338 or 9.06% from a year ago. Selling expenses decreased by \$106,095 or 33.50%, to \$210,568, due to decreased raw coal sales. General and administrative expenses decreased by \$213,243 or 6.65%, to \$2,993,580, due to lower rental expense of \$208,909 and travel expense of \$403,294, offset by higher professional expenses (including legal, accounting and internal control consulting) in the amount of \$432,294, and a \$498,166 write off of bad debt.

*Other Income and Expense.* Other income and expense includes finance expense (which consists of interest and other finance expenses, net of interest income), income and expense not related to our principal operations, and change in fair value of warrants.

Finance expense was \$1,167,401 for fiscal 2012, a decrease of \$339,505 or 22.53% from fiscal 2011. This is largely due to interest income of approximately \$1 million from our loans to an unrelated party, as well as an approximately \$0.9 million decrease in interest expense of our \$54.9 million (RMB 360 million) loan from Bairui Trust Co., Ltd. (“Bairui Trust”) in April 2011, and an approximately \$0.2 million decrease of other finance expense.

We had income not related to our principal operations of \$241,635. We received approximate \$190,000 of income from our investment in Pingdingshan Rural Cooperative Bank (“PRCB”) – Xinhua District Branch. In addition, we had approximately \$0.6 million of other income. We had expense not related to our principal operations of \$152,879 in fiscal 2011, incurred in connection with our loan from Bairui Trust. We also recorded gains in fair value of warrants of \$4,852,399 for fiscal 2012, as compared to \$23,135,827 for fiscal 2011.

As a result of the foregoing, we had other income of \$3,926,633 for fiscal 2012, as compared to \$21,476,042 for fiscal 2011.

*Provision for Income Taxes.* Provision for income taxes for fiscal 2012 decreased by \$1,670,143 from fiscal 2011, due to lower operational income before tax of \$15,889,794 as compared to \$44,973,240 a year ago.

*Net income.* Net income, including the change in fair value of warrants, was \$12,494,557 for fiscal 2012, as compared to \$39,907,860 for fiscal year 2011.

We use non-GAAP adjusted net income to measure the performance of our business internally by excluding non-cash charges related to warrants, and believe that the non-GAAP adjusted financial measure allows us to focus on managing business operating performance because the measure reflects the Company’s essential operating activities

and provides a consistent method of comparison to historical periods. We believe that providing this non-GAAP measure that we use internally is useful to investors for a number of reasons. The non-GAAP measure provides a consistent basis for investors to understand our financial performance in comparison to historical periods without variation of non-recurring items and non-operating related charges. In addition, it allows investors to evaluate our performance using the same methodology and information as that used by our management. Non-GAAP measures are subject to inherent limitations because they do not include all of the expenses included under GAAP and because they involve the exercise of judgment regarding which charges are excluded from the non-GAAP financial measure. However, we compensate for these limitations by providing the relevant disclosure of the items excluded.

The following table provides the non-GAAP financial measure and a reconciliation of such non-GAAP measure to the GAAP net income:

	Fiscal	
	2011	2012
Net income	\$39,907,860	\$12,494,557
Change in fair value of warrant liabilities	(23,135,827)	(4,852,399)
Adjusted net income	\$16,772,033	\$7,642,158
Earnings per share- basic	\$1.90	\$0.59
Earnings per share- diluted	\$1.90	\$0.59
Adjusted earnings per share – basic	\$0.80	\$0.36
Adjusted earnings per share – diluted	\$0.80	\$0.36
Weighted average number of common shares – basic	20,962,091	21,093,525
Weighted average number of common shares – diluted	21,021,255	21,093,525

Excluding non-cash gains, adjusted net income for fiscal 2011 and 2012 is approximately \$17 million and \$8 million, respectively, which resulted in basic earnings of \$0.80 and \$0.36 per share, respectively, and diluted earnings of \$0.80 and \$0.36 per share, respectively.

**Liquidity and Capital Resources**

In summary, our cash flows are as follows:

	Year Ended June 30,	
	2012	2011
Net cash provided by (used in) operating activities	\$(12,232,756)	\$15,755,153
Net cash used in investing activities	(15,856,609)	(65,181,932)
Net cash provided by financing activities	3,755,806	57,492,473

*Net Cash Provided by (Used in) Operating Activities*

Net cash used in operating activities for fiscal 2012 was approximately \$12.2 million, as compared to net cash provided by operating activities approximately \$15.8 million for fiscal 2011. The cash position in operation for fiscal 2012 was due to the combination of the following factors: (a) we received bank guaranteed notes from our customers rather than cash, which increased our note receivables by approximately \$14.1 million while reducing our cash inflow; (b) accounts receivable increased by approximately \$3.30 million from a decrease in the average accounts receivable turnover ratio, from 10.8 in fiscal 2011 to 7.7; (c) advances to suppliers increased by approximately \$3.17 million from coal purchases; (d) other receivable increased by approximately \$0.99 million from money borrowed by unrelated parties, although such loans were repaid in August 2012; and (e) tax payables decreased by \$1.39 million from lower taxable income.

Net cash provided by operating activities for fiscal 2011 resulted largely from a decrease in notes receivable of approximately \$1.07 million from redemption of un-matured notes from our customers, and an increase in tax payables of approximately \$1.53 million from increased revenue. On the other hand, an increase in accounts receivable of approximately \$2.85 million and an increase in advance to suppliers of approximately \$4.23 million reduced our operating cash position for fiscal 2011. In light of the central government's monetary tightening measures, we extended credit to our customers that increased our accounts receivable. Our increased advances to suppliers resulted from our efforts to secure coking coal in Shanxi and Qinghai provinces, given the supply shortage created by the mining moratorium in Henan.



*Net Cash Used in Investing Activities*

Net cash used in investing activities for fiscal 2012 included: (1) approximately \$32.05 million for the construction of our new coking plant, (2) approximately \$2.85 million borrowed by two unrelated parties at interest rates of 6% and 3.5%, respectively, and (3) approximately \$1.90 million for the land use rights to the land underlying our new coking plant. On the other hand, we received approximately \$9.89 million from loan receivable repayments and approximately \$11.06 million in refund of prepayments for mine acquisitions that were cancelled.

Net cash used in investing activities for fiscal 2011 included: (1) approximately \$34.9 million for acquisition of coal companies, (2) approximately \$3.6 million for the land use rights to the land underlying our new coking plant, (3) approximately \$15.5 million toward equipment and machinery purchases for the new coking plant, (4) approximately \$1.2 million long term investment in a local bank, (5) approximately \$1.5 million to capitalize Zhonghong for the formation of our joint-venture with Hongyuan CSG, (6) approximately \$6.6 million in secured loans to two unrelated third parties with interest rate of 10.08% (of which \$4.5 million was repaid in August 2011), and (7) \$13 million loaned to an unrelated third party with interest rate of 9.45%. On the other hand, we received a refund of approximately \$5.5 million in prepayments made on equipment and machinery purchases that we cancelled, as well as a loan repayment of approximately \$5.6 million.

*Net Cash Provided by Financing Activities*

Net cash provided by financing activities for fiscal 2012 largely resulted from activities related to short-term borrowings, including our proceeds from, and our repayments of, such borrowings. On September 14, 2011, we repaid approximately \$5.04 million (RMB 32 million) in short-term loan from Shanghai Pudong Development Bank (“SPDB”) and we renewed the loan for another year with SPDB to borrow approximately \$5.04 million (RMB 32 million) with annual interest rate of 6.71%. On March 15, 2012, the loan was repaid and we entered into a new loan and borrowed approximately \$5.67 million (RMB 36,000,000) for one year with annual interest rate of 7.22%. Top Favour deposited \$6.5 million with SPDB with an annual interest rate of 1.3% as collateral, and the new loan is also guaranteed by our CEO. On December 22, 2011, we deposited approximately \$1.57 million (RMB 10 million) with SPDB as restricted cash, and issued approximately \$3.14 million of guaranteed bank notes. Such notes matured and were repaid on June 21, 2012, and the related restricted cash was returned to us accordingly. On March 19, 2012, we entered into an agreement with SPDB and issued approximately \$1.57 million (RMB 10 million) of bank guaranteed notes by depositing the same amount as restricted cash with the bank. On April 25, 2012, we entered into another agreement with SPDB, and issued approximately \$3.14 million (RMB 20 million) of bank guaranteed notes, and deposited approximately \$1.57 million (RMB 10 million) as restricted cash for such notes. We also repaid our CEO approximately \$0.31 million that he loaned us for working capital.

Net cash provided by financing activities for fiscal 2011 also mainly resulted from activities related to short-term borrowings. We deposited approximately \$6.9 million with PRCB as restricted cash to obtain \$14 million credit to issue bank guaranteed notes, and we issued an aggregate of approximately \$19 million in bank guaranteed notes in fiscal 2011. In April 2011, we repaid our approximately \$15 million (RMB 100 million) loan from SPDB, which released approximately \$17 million that was deposited as restricted cash to secure the loan. In May 2011, we also deposited approximately \$6.2 million as restricted cash with SPDB to obtain a loan of approximately \$4.8 million (RMB 32 million). We paid approximately \$22.6 million to PRCB to settle our matured bank guaranteed note payables, which released \$10.7 million of restricted cash that was deposited as security on such note payables. We also repaid \$528,150 in full to Hongfeng Coal Processing and Coking Co., Ltd. We obtained approximately \$1.3 million from the exercise of warrants to purchase 219,756 shares of our common stock. In April 2011, we borrowed approximately \$54.9 million (RMB 360 million) from Bairui Trust. We also borrowed approximately \$400,000 from our CEO for working capital, and received approximately \$420,000 from one of our directors (who is also a management member of Hongli) that we previously advanced to him for business development activities.

### *Capital Resources*

Funding for our business activities has historically been provided by cash flow from operations, short-term bank loan financing, and loans from our CEO.

We also have arrangements with certain banks pursuant to which we are able to issue short-term notes to pay our vendors, secured against our deposits with the banks of 50% or 100% of the face value of the notes as well as guarantees from our CEO, Hongli and/or an unrelated third party. We currently have such arrangements with SPDB. Under our arrangements with SPDB, we are subject to a diligence review for each note issued, and SPDB charges us a processing fee based on 0.05% of the face value of each note.

On April 2, 2011, Hongli entered into a loan agreement with Bairui Trust, pursuant to which Bairui Trust agreed to loan Hongli RMB 360 million (approximately \$57.0 million), of which RMB 180 million is due on April 2, 2013, and RMB 180 million on April 2, 2014, with annual interest rate of 6.3%. Bairui Trust made the loan to Hongli on April 3, 2011. On November 30, 2011, Hongli entered into a supplemental agreement with Bairui Trust to amend the terms such that RMB 30 million (approximately \$4.8 million) will now be due on October 2, 2012, RMB 100 million (approximately \$15.8 million) will now be due on April 2, 2013, RMB 50 million (approximately \$7.9 million) will now be due on October 2, 2013, and RMB 180 million (approximately \$28.5 million) will now be due on April 2, 2014.

Our business plan involves growing our business through: (1) expanding and modernizing of our production facilities and achieving greater energy efficiency while also lessening any environmental impact; (2) recapturing more coking by-products for refinement into useful industrial chemicals, and producing of more high value-added chemical products; (3) acquiring of other coal mines to source raw materials; and (4) looking for opportunities to build up long term strategic business relations with quality mining companies to expand our coal trading business .

Of the foregoing, the following is expected to require capital resources:

*New Coking Facility.* On March 3, 2010, we announced that we began construction of our new coking facility to be located beside our current facilities in Pingdingshan City. Because the new facility will share the electricity, water and heating systems of our existing facilities, we have revised our previously estimated cost for the new facility from approximately \$70 million to approximately \$60 million. We intend to use the line of credit from PRCB to complete the construction of our new coking facility, although we have slowed down construction in light of the weak coke market.

*Coal Mine Safety Improvement Projects.* We are required by the Henan government to upgrade safety-related systems at our coal mines in order to be approved to resume our mining operations. The total estimated cost for such upgrades is approximately \$31.5 million. We will be responsible for approximately 70% of the total estimated cost, approximately \$22.0 million, under the structure of our joint-venture with Henan Coal Seam Gas. We also intend to use our line of credit from PRCB to complete these projects. As of the date of this prospectus, we have paid approximately \$18.2 million for these projects. We currently expect to complete these projects sometime during calendar 2013.

During the year ended June 30, 2012, we had capital expenditures of approximately \$29.6 million. Such expenditures were for equipment and machinery purchases and site expansion for our new coking plant.

Our management presently anticipates that the proceeds from our prior equity issuance, access to credit and cash flow from operations will provide sufficient capital resources to pursue and complete the construction of our new coking facility and the upgrades to our coal mine safety systems. We intend to utilize existing cash, cash flow from operations and bank loans to complete our new coking plant and mine safety upgrades. Any future facility expansion, improvement projects and acquisitions will require additional financing and/or equity capital and will be dependent upon the availability of financing arrangements and capital at the time.

We have not experienced any material losses since inception relating to accidents or other similar events. See “*Risk Factors - We may suffer losses resulting from industry-related accidents and lack of insurance.*”

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

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

### **Critical Accounting Policies**

Our management's discussion and analysis of our financial condition and results of operations are based on our financial statements that have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported net sales and expenses during the reporting periods. On an ongoing basis, we evaluate our estimates and assumptions. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

While our significant accounting policies are described in Note 2 to our financial statements elsewhere in this prospectus, we believe that the following accounting policies are the most critical to aid you in fully understanding and evaluating this management discussion and analysis:

#### *Revenue Recognition*

We recognize revenue from the sale of coal and coke, our principal products, at the date of shipment to customers when a formal arrangement exists, the price is fixed or determinable, the delivery is completed, no other significant obligations on our part exist and collectability is reasonably assured. This generally occurs when coal or coke is loaded onto trains or trucks at one of our loading facilities or at third-party facilities. Accordingly, management is required to apply its own judgment regarding collectability based on its experience and knowledge of its current customers, and thus exercise a certain degree of discretion.

Most, if not all, of the electricity generated by Hongguang Power is typically used internally by Baofeng Coking. Supply of surplus electricity generated by Hongguang Power to the national power grid is mandated by the local utilities board. The value of the surplus electricity supplied, if it exists, is calculated based on actual kilowatt-hours produced and transmitted and at a fixed rate determined under contract.

Coal and coke sales represent the invoiced value of goods, net of a value-added tax (“VAT”), sales discounts and actual returns at the time when product is sold to the customer.

#### *Accounts receivables, trade, net*

During the normal course of business, we extend unsecured credit not exceeding three months to our customers. Management regularly reviews aging of receivables and changes in payment trends by its customers, and records allowance when management believes collection of amounts due are at risk. Accounts receivables are considered past due after three months from the date credit was granted. Accounts considered uncollectible after exhaustive efforts to collect are written off. We regularly review the credit worthiness of our customers and, based on the results of such credit review, determine whether extended payment terms can be granted to or, in some cases, partial prepayment is required from certain customers. No allowance for doubtful accounts is considered necessary at the balance sheets dates.

#### *Intangible assets - mining rights, net*

Mining rights are capitalized at fair value when acquired, including amounts associated with any value beyond proven and probable reserves, and amortized to operations as depletion expense using the units-of-production method over the estimated proven and probable recoverable tons. Our coal reserves are controlled through direct ownership by our VIEs which generally last until the recoverable reserves are depleted.

#### *Impairment of long-lived assets*

We evaluate long-lived tangible and intangible assets for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable from its estimated future cash flows, in accordance with the accounting guidance regarding “Disposal of Long-Lived Assets.” Recoverability is measured by comparing an asset’s carrying value to the related projected undiscounted cash flows generated by the long-lived asset or asset group, considering a number of factors including past operating results, budgets, economic projections, market trends and product development cycles. When the carrying value of the asset exceeds the related undiscounted cash flows, the asset is considered impaired, and a second test is performed to measure the amount of impairment loss to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and/or third party independent appraisals. As of June 30, 2012

and 2011, there was no impairment of long-lived assets.

## **Quantitative and Qualitative Disclosures about Market Risk**

### **General**

We do not use derivative financial instruments and have no foreign exchange contracts. Our financial instruments consist of cash and cash equivalents, trade accounts receivable, accounts payable and long-term obligations. We generally consider investments in highly liquid instruments purchased with a remaining maturity of 90 days or less at the date of purchase to be cash equivalents.

### **Currency Fluctuations and Foreign Currency Risk**

Substantially all of our operations are conducted in China. All of our sales and purchases are conducted within China in RMB, which is the official currency of China. As a result, the effect of the fluctuations of exchange rates is considered minimal to our business operations.

Substantially all of our revenues and expenses are denominated in RMB. However, we use the United States dollar for financial reporting purposes. Conversion of RMB into foreign currencies is regulated by the People's Bank of China through a unified floating exchange rate system. Although the PRC government has stated its intention to support the value of RMB, there can be no assurance that such exchange rate will not again become volatile or that RMB will not devalue significantly against the U.S. dollar. Exchange rate fluctuations may adversely affect the value, in U.S. dollar terms, of our net assets and income derived from our operations in China.

### **Interest Rate Risk**

Our exposure to market risk for changes in interest rates relates primarily to our short-term and long-term obligations. Accordingly, fluctuations in applicable interest rates would not have a material impact on the fair value of these securities. At June 30, 2012, we had approximately \$12 million in cash. A hypothetical 2% increase or decrease in applicable interest rates would not have a material impact on our earnings or loss, or the fair market value or cash flows of these instruments.

### **Commodity Price Risk**



We are a coal and coke producer, and as discussed elsewhere in this prospectus, our business is affected by prevailing market prices for coal and coke. However, we do not currently engage in any hedging activities, such as futures, forwards, or options contracts, with respect to any of our inputs or products.

### **Credit Risk**

We are exposed to credit risk from our cash at bank and fixed deposits and accounts receivable. The credit risk on cash at bank and fixed deposits is limited because the counterparties are recognized financial institutions. Accounts receivable are subjected to credit evaluations. An allowance has been made for estimated irrecoverable amounts which have been determined by reference to past default experience and the current economic environment.

### **Inflation**

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

### **Company's Operations are Substantially in Foreign Countries**

Substantially all of our operations are conducted in China and are subject to various political, economic, and other risks and uncertainties inherent in conducting business in China. Among other risks, our operations are subject to the risks of restrictions on transfer of funds; export duties, quotas, and embargoes; domestic and international customs and tariffs; changing taxation policies; foreign exchange restrictions; and political conditions and governmental regulations. Additional information regarding such risks can be found under the heading "Risk Factors" in this prospectus.

## LEGAL PROCEEDINGS

We know of no material, existing or pending legal proceedings against us, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial stockholder, is an adverse party or has a material interest adverse to our company.

## MANAGEMENT

Our current directors and executive officers, their ages, their respective offices and positions, and their respective dates of election or appointment are as follows:

Name	Age	Position Held	Officer/Director since
Jianhua Lv	44	President, Chief Executive Officer and Chairman of the Board	February 5, 2010
Zan Wu	35	Chief Financial Officer	February 5, 2010
Hui Zheng	40	Vice President of Operations and Director	February 5, 2010
Yushan Jiang	58	Independent Director	February 5, 2010
Hui Huang	44	Independent Director	February 5, 2010
Haoyi Zhang	38	Independent Director	February 5, 2010

## Business Experience

The following is a summary of the educational background and business experience during the past five years of each of our directors and executive officers. The following information includes the person's principal occupation during the period, and the name and principal business of the organization by which he or she was employed.

**Jianhua Lv** has been the executive director and chairman of Hongli since 1996, when he founded the company. Prior to this, from 1989 to 1996 Mr. Lv held a number of positions at the Henan Province Pingdingshan Coal Group, where he developed many years of experience in the coal and coking industries. In early 2007, Mr. Lv was appointed as a standing committee member of the Chinese People's Political Consultative Conference of Baofeng, Henan Province, and as a standing committee member of the National People's Congress of Baofeng, Henan Province. Mr. Lv has been honored as an outstanding entrepreneur of the year in 2003 and 2004. Mr. Lv holds a bachelor's degree from Henan University in Chinese, a master's degree in economics from Henan University, and a master of law degree from the Central Party School. Mr. Lv's experience as our Chief Executive Officer and Chairman, and his extensive knowledge of the coal and coking industries qualifies him to serve on our Board.

**Zan Wu** has served as the chief financial officer of Hongli since July 2009. Prior to this, Mr. Wu worked as an auditor at the Zhong Rui Hui Accounting Firm from 2000 to 2001. Mr. Wu was a financial analyst at VIR Consultancy Ltd. from 2003 to 2004. From 2004 through 2006, Mr. Wu held the positions of assistant manager and financial manager at Domino Scientific Equipment Ltd. Mr. Wu was the chief representative of Global American, Inc. (China Representative Office) from 2006 – 2009. Except for Hongli, our VIE, none of these companies is related to or affiliated with the Company. Mr. Wu holds a bachelor's degree in accounting from the Capital University of Economics and Business and a master's degree in financial management and control from Aston Business School.

**Hui Zheng** has served as vice manager of Human Resources at Hongli since 2006. Prior to this Mr. Zheng worked at SinoCoking as a statistician, secretary and vice-dean from 1998 until 2006. Mr. Zheng has worked in the materials industry since 1996. Mr. Zheng holds a degree from Zhengzhou University. Mr. Zheng's in-depth working experience as vice manager at Hongli and operating business in the PRC, his knowledge and his lengthy working experience in the Chinese coal and materials industries qualify him to serve on our Board.

**Yushan Jiang** has served as the chief executive officer of the Pingdingshan Coal Group Shoushan Coking Co., Ltd. since February 2007. Prior to this, from 2001 to 2007, he was chief engineer at the Henan Tianhong Coking Company. Prior to this Mr. Jiang developed extensive experience in the coking industry as an employee, director, and head of research and development for various coking operations since 1972. None of these operations is related to or affiliated with the Company. Mr. Jiang is also currently a vice-director and member of the Coking Committee of the Henan Province Metals Association, and vice-secretary of the Henan Province Institute of Coal & Coke. Mr. Jiang holds a Bachelor's degree in Coal and Chemistry from the Wuhan College of Iron & Steel. Mr. Jiang's extensive working and leadership experience in the coking industry and his educational background qualify him to serve on our Board.

**Hui Huang** is the chairman and chief executive officer of Wuhan Pingdingshan Coal and Wuhan Steel Unification Coking Company ("WPCWSUCC"). Mr. Huang has also served as director of sales and administration of the same company from 1985 to 1996. He then served as director of the Economics and Technology Cooperation Center of the Pingdingshan Coal Group (now known as the Wuhan Pingdingshan Coal and Wuhan Steel Unification Coking Company) from 1996 to 2008, of which he is now chairman of the board. None of these companies is related to or affiliated with the Company. Mr. Huang is also a director of the China Association of Comprehensive Resource Utilization, a vice-director of the Henan Institute of Coal (a branch of the China Association of Comprehensive Resource Utilization), and vice-secretary of the Pingdingshan Youth Union. Mr. Huang holds a bachelor's degree in Economic Management and an MBA from the University of Mining and Technology. Mr. Huang's vast experience in the coal and coking industry in management and as an executive officer and director of WPCWSUCC and as a leader in various coal industry related associations qualify him to serve on our Board.

**Haoyi Zhang** serves as the chief financial officer of Henan Pinggao Electricity Ltd., one of the major A-Share public companies traded on the Shanghai Stock Exchange, a position he has held since January 2005. From January 2005 to March 2009, he served as the chief accountant of Henan Pinggao DongZhi Gao Ya Kaiguan Ltd., a Sino-Japanese Joint-venture with Toshiba, concurrently with his position as the chief financial officer at Henan Pinggao Electricity Ltd. From April to December 2004, he served as the chief accountant of Henan Pinggao DongZhi Gao Ya Kaiguan Ltd. Mr. Zhang held numerous positions from July 1995 to March 2004 as the deputy director, the director, the deputy chief accountant, the assistant general manager and the chief accountant at China Beifang Industry Company, Xiamen Branch. None of these companies is related to or affiliated with the Company. Mr. Zhang holds a Bachelor's degree in Accounting from Xiamen University and an EMBA degree from Xian Jiaotong University. Mr. Zhang's extensive financial and accounting experience at numerous Chinese companies and his educational background qualify him to serve on our Board.

There are no family relationships among our current directors or executive officers.

During the past ten years none of our current directors or executive officers was involved in any legal proceedings described in subparagraph (f) of Item 401 of Regulations S-K.

Mr. Lv was appointed to his director and officer positions, and Mr. Wu was appointed to his officer position, because they had held similar positions at Hongli, and upon the closing of the Share Exchange on February 5, 2010, they assumed these respective positions. Messrs. Huang and Jiang were selected to serve as independent directors on the board because of their deep and substantial experience in the coal and coking industry. Mr. Haoyi Zhang was selected to serve on as an independent director because of his expertise in public company matters, with particular expertise in accounting, auditing, controls and procedures and financial matters.

## **Board of Directors**

Our board of directors is currently composed of five members. All members of our board of directors serve in this capacity until their terms expire or until their successors are duly elected and qualified. Our bylaws provide that the authorized number of directors will be not less than one and not more than seven. There have been no material changes to the procedures by which security holders may recommend nominees to our board of directors.

During the fiscal year ended June 30, 2012, our board of directors and its committees held the following number of meetings and took the following number of actions by unanimous written consent:

	Meetings	Unanimous written consents
Board of directors	1	1
Audit committee	0	2
Compensation committee	0	1
Nominating committee	0	1

### **Director Independence and Board Committees**

Based upon information submitted to the Company, the board of directors has determined that Messrs. Yushan Jiang, Hui Huang and Haoyi Zhang are each “independent” under the listing standards of the NASDAQ Stock Market.

The board of directors has an audit committee that was established in accordance with section 3(a)(58)(A) of the Securities Exchange Act of 1934. The audit committee members include Mr. Haoyi Zhang (chairman), Mr. Hui Huang and Mr. Yushan Jiang. Mr. Zhang is the audit committee financial expert who is independent, as independence for audit committee members is defined in the listing standards of the NASDAQ Stock Market. The audit committee operates under a written charter adopted by the board of directors on February 16, 2010.

The board of directors established a compensation committee on February 16, 2010. The compensation committee consists of Mr. Yushan Jiang (chairman), Mr. Haoyi Zhang, and Mr. Hui Huang, each of whom is an independent director. Our compensation committee oversees and, as appropriate, makes recommendations to the board of directors regarding the annual salaries and other compensation of our executive officers, and other related policies, and provides assistance and recommendations with respect to our compensation policies and practices. The compensation committee operates under a written charter adopted by the board of directors on February 16, 2010.

The board of directors established a nominating committee on February 16, 2010. The nominating committee consists of Mr. Hui Huang (chairman), Mr. Haoyi Zhang and Mr. Yushan Jiang, each of whom