

Recon Technology, Ltd  
Form 10-Q  
February 13, 2014

U. S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended December 31, 2013

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

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

Commission File Number 001-34409

**RECON TECHNOLOGY, LTD**

(Exact name of registrant as specified in its charter)

**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**  
(I.R.S. employer  
identification number)

**1902 Building C, King Long International Mansion  
No. 9 Fulin Road  
Beijing 100107 China**

(Address of principal executive offices and zip code)

**+86 (10) 8494-5799**

(Registrant's telephone number, including area code)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

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

Edgar Filing: Recon Technology, Ltd - Form 10-Q

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

Indicate the number of shares outstanding of each of the issuer's classes of ordinary shares, as of the latest practicable date. The Company is authorized to issue 25,000,000 ordinary shares. As of the date of this report, the Company has issued and outstanding 4,528,311 shares.

**RECON TECHNOLOGY, LTD**  
**FORM 10-Q**  
**INDEX**

Special Note Regarding Forward-Looking Statements	ii
Part I Financial Information	3
Item 1. Financial Statements (Unaudited)	3
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	3
Item 3. Quantitative and Qualitative Disclosures about Market Risk	19
Item 4. Controls and Procedures	20
Part II Other Information	20
Item 1. Legal Proceedings	20
Item 1A. Risk Factors	20
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	20
Item 3. Defaults upon Senior Securities	21
Item 4. Mine Safety Disclosures	21
Item 5. Other Information	21
Item 6. Exhibits	21
Signatures	24

## Special Note Regarding Forward-Looking Statements

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

- the timing of the development of future products;
- projections of revenue, earnings, capital structure and other financial items;
- statements of our plans and objectives;
- statements regarding the capabilities of our business operations;
- statements of expected future economic performance;
- statements regarding competition in our market; and
- assumptions underlying statements regarding us or our business.

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

## Part I Financial Information

### Item 1. Financial Statements.

See the unaudited condensed consolidated financial statements following the signature page of this report, which are incorporated herein by reference.

### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

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

#### Overview

We are a company with limited liability incorporated in 2007 under the laws of the Cayman Islands. Headquartered in Beijing, we provide products and services to oil and gas companies and their affiliates through Nanjing Recon Technology Co., Ltd. ("Nanjing Recon") and Beijing BHD Petroleum Technology Co., Ltd. ("BHD" and together with Nanjing Recon, our "Domestic Companies"). As the company contractually controlling the Domestic Companies, we are the center of strategic management, financial control and human resources allocation.

Our business is mainly focused on the upstream sectors of the oil and gas industry. We derive our revenues from the sales and provision of (1) hardware products, (2) software products, and (3) services. Our products and services involve most of the key procedures of the extraction and production of oil and gas, and include automation systems, equipment, tools and on-site technical services.

Our VIEs provide the oil and gas industry with equipment, production technologies, automation and services.

**Nanjing Recon:** Nanjing Recon is a high-tech company that specializes in automation services for oilfield companies. It mainly focuses on providing automation solutions to the oil exploration industry, including monitoring wells, automatic metering to the joint station production, process monitor, and a variety of oilfield equipment and control systems.

**BHD:** BHD is a high-tech company that specializes in transportation equipment and stimulation productions and services. Possessing proprietary patents and substantial industry experience, BHD has built up stable and strong working relationships with the major oilfields in China.

#### *Recent events*

On November 25, 2013 (as amended on November 29, 2013), the Company entered into a securities purchase agreement with certain institutional investors for the sale of 546,500 ordinary shares in a registered direct offering at the price of \$4.81 per ordinary share (amended to \$4.30 per ordinary share on November 29, 2013). The net cash proceeds received from the stock offering, after deducting placement agency fees and other associated fees, were

¥12,132,882 (approximately \$2.0 million). Please see details in Note 14 - Stockholders' equity.

## ***Products and Services***

We provide the following three types of integrated products and services for our customers.

### *Equipment for Oil and Gas Production and Transportation*

**High-Efficiency Heating Furnaces.** Crude petroleum contains certain impurities that must be removed before it can be sold, including water and natural gas. To remove the impurities and to prevent solidification and blockage in transport pipes, companies employ heating furnaces. BHD researched, developed and implemented a new oilfield furnace that is advanced, highly automated, reliable, easily operable, safe and highly heat-efficient (90% efficiency).

**Burner.** We serve as an agent for the Unigas Burner, which is designed and manufactured by UNIGAS, a European burning equipment production company. The burner we provide has the following characteristics: high degree of automation, energy conservation, high turn-down ratio, high security and environmental safety.

### *Oil and Gas Production Improvement Techniques*

**Packers of Fracturing.** This utility model is used in concert with the security joint, hydraulic anchor, and slide brushing of sand spray in the well. It is used for easy seat sealing and sand uptake prevention. The utility model reduces desilting volume and prevents sand-up, which makes the deblocking processes easier to realize. The back flushing is sand-stick proof.

**Production Packer.** At varying withdrawal points, the production packer separates different oil layers and protects the oil pipe from sand and permeation, promoting the recovery ratio.

**Sand Prevention in Oil and Water Well.** This technique processes additives that are resistant to elevated temperatures into “resin sand” which is transported to the bottom of the well via carrying fluid. The “resin sand” goes through the borehole, pilling up and compacting at the borehole and oil vacancy layer. An artificial borehole wall is then formed, functioning as a means of sand prevention. This sand prevention technique has been adapted to more than 100 wells, including heavy oil wells, light oil wells, water wells and gas wells, with a 100% success rate and a 98% effective rate.

**Water Locating and Plugging Technique.** High water cut affects the normal production of oilfields. Previously, there was no sophisticated method for water locating and tubular column plugging in China. The mechanical water locating and tubular column plugging technique we have developed resolves the problem of high water cut wells. This technique conducts a self-sealing test during multi-stage usage and is reliable to separate different production sets effectively. The water location switch forms a complete set by which the water locating and plugging can be finished in one trip. The tubular column is adaptable to several oil drilling methods and is available for water locating and plugging in second and third class layers.

**Fissure Shaper.** This is our proprietary product that is used along with a perforating gun to effectively increase perforation depth by between 46% and 80%, shape stratum fissures, improve stratum diversion capability and, as a result, improve our ability to locate oilfields and increase the output of oil wells.

**Fracture Acidizing.** We inject acid to layers under pressure, which can form or expand fissures. The treatment process of the acid is defined as fracture acidizing. The technique is mainly adapted to oil and gas wells that are blocked up relatively deeply, or the ones in low permeability zones.

**Electronic Break-Down Service.** This service resolves block-up and freezing problems by generating heat from the electric resistivity of the drive pipe and utilizing a loop tank composed of an oil pipe and a drive pipe. This technique

saves energy and is environmentally friendly. It can increase the production of oilfields that are in the middle and later periods.



### *Automation System and Services*

**Pumping Unit Controller.** This controller functions as a monitor to the pumping unit and also collects data for load, pressure, voltage, and startup and shutdown control.

**RTU Monitor.** This monitor collects gas well pressure data.

**Wireless Dynamometer and Wireless Pressure Gauge.** These products replace wired technology with cordless displacement sensor technology. They are easy to install and significantly reduce the work load associated with cable laying.

**Electric Multi-way Valve for Oilfield Metering Station Flow Control.** This multi-way valve is used before the test separator to replace the existing three valve manifolds. It facilitates the electronic control of the connection of the oil lead pipeline with the separator.

**Natural Gas Flow Computer System.** The flow computer system is used in natural gas stations and gas distribution stations to measure flow.

**Recon Supervisory Control and Data Acquisition System (“SCADA”).** Recon SCADA is a system which applies to the oil well, measurement station, and the union station for supervision and data collection.

**EPC Service of Pipeline SCADA System.** This service technique is used for pipeline monitoring and data acquisition after crude oil transmission.

**EPC Service of Oil and Gas Wells SCADA System.** This service technique is used for monitoring and data acquisition of oil wells and natural gas wells.

**EPC Service of Oilfield Video Surveillance and Control System.** This video surveillance technique is used for controlling the oil and gas wellhead area and the measurement station area.

**Technique Service for “Digital oilfield” Transformation.** This service includes engineering technique services such as oil and gas SCADA system, video surveillance and control system and communication systems.

### ***Factors Affecting Our Business***

#### *Business Outlook*

The oilfield engineering and technical service industry is generally divided into five sections: (1) exploration, (2) drilling and completion, (3) testing and logging, (4) production, and (5) oilfield construction. Thus far our businesses have been involved in completion, production and construction processes. Our management still believe we need to expand our core business, move into new markets, and develop new businesses quickly for the coming years. Management anticipates great opportunities both in new markets and our existing markets. We believe that many existing wells and oilfields need to improve or renew their equipment and service to maintain production and techniques and services like ours will be needed as new oil and gas fields are developed. In the next three years, we will focus on:

***Measuring Equipment and Service.*** “Digital oil field” and the management of oil companies are highly regarded. We believe our oilfield SCADA and related technical support services will address the needs of the oil well automation system market, for which we forecast strong needs in the short term. For the coming year, we will also expand our automation business market in China’s biggest oilfield, the Da Qing oilfield. In addition, through early cooperation

with CNPC in Turkmenistan, we have developed our experience in this market. Although bidding has not yet commenced, we will continue pursuing overseas business projects in the coming second phase construction, which we expect to occur in 2014.

**Gathering and Transferring Equipment.** With more new wells developed, our management anticipates that demand for our furnaces and burners will grow more compared to last year, especially in the Jilin Oilfield and Zhongyuan oilfield.

**Fracturing service.** We believe we cooperated well with Zhongyuan Oilfield in fiscal year 2013 and expect to continue growing revenue from fracturing and related stimulation services for fiscal year 2014, from Zhongyuan oilfield and also some other oilfields clients.

**New product line.** Design and development of down-hole tools has always been an important technique for oilfield companies. Recently, this market has developed very rapidly. After a year test project for our customers, we have developed experience with this technology and our customers have accepted our products and services. We expect revenue from this business in fiscal year 2014.

#### *Growth Strategy*

As a smaller domestic company, it is our basic strategy to focus on developing our onshore oilfield business, that is, the upstream of the industry. Due to the remote location and difficult environments of China's oil and gas fields, foreign competitors rarely enter those areas.

Large domestic oil companies have historically focused on their exploration and development businesses to earn higher margins and keep their competitive advantage. With regard to private oilfield service companies, we estimate that approximately 90% specialize in the manufacture of drilling and production equipment. Thus, the market for technical support and project service is still in its early stage. Our management believes that insists on providing high quality products and service in the oilfield where we have a geographical advantage. This will allow us to avoid conflicts of interest with bigger suppliers of drilling equipment and protect our position within the market segment. Our mission is to increase the automation and safety levels of industrial petroleum production in China and improve the underdeveloped working process and management mode by using advanced technologies. At the same time, we are always looking to improve our business and to increase our earning capability.

#### *Industry and Recent Developments*

Despite uncertainty in the energy industry related to such matters as fluctuating prices and future opportunities for oil companies, our management believes there are still many factors to support our long-term development:

The opening of the Chinese oil industry to participation by non-state owned service providers and vendors played an increasingly important role in the high-end oilfield service segment to allow competition based on efficiency and price. As oil and gas fields are depleted, it becomes more challenging to find and convert reserves into usable energy sources. As the industry has permitted competition by private companies and oil companies have formed separate service companies, high-tech service has gradually opened up to private companies.

Overseas assets of Chinese oilfield companies increased gradually, and they will provide more opportunity for domestic service companies to participate in foreign projects.

Management is focused on these factors and will seek to extend our business on the industrial chain, like providing more integrated services and incremental measures and growing our business from a predominantly up-ground business to include some down-hole services as well.

#### *Factors Affecting Our Results of Operations*

Edgar Filing: Recon Technology, Ltd - Form 10-Q

Our operating results in any period are subject to general conditions typically affecting the Chinese oilfield service industry including:

- the amount of spending by our customers, primarily those in the oil and gas industry;

growing demand from large corporations for improved management and software designed to achieve such corporate performance;

6

the procurement processes of our customers, especially those in the oil and gas industry; competition and related pricing pressure from other oilfield service solution providers, especially those targeting the Chinese oil and gas industry;

the ongoing development of the oilfield service market in China; and  
inflation and other macroeconomic factors.

Unfavorable changes in any of these general conditions could negatively affect the number and size of the projects we undertake, the number of products we sell, the amount of services we provide, the price of our products and services, and otherwise affect our results of operations.

Our operating results in any period are more directly affected by company-specific factors including:

our revenue growth, in terms of the proportion of our business dedicated to large companies and our ability to successfully develop, introduce and market new solutions and services;

our ability to increase our revenues from both old and new customers in the oil and gas industry in China;

our ability to effectively manage our operating costs and expenses; and

our ability to effectively implement any targeted acquisitions and/or strategic alliances so as to provide efficient access to markets and industries in the oil and gas industry in China.

### **Critical Accounting Policies and Estimates**

#### ***Estimates and Assumptions***

We prepare our unaudited condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP), which require us to make judgments, estimates and assumptions. We continually evaluate these estimates and assumptions based on the most recently available information, our own historical experience and various other assumptions that we believe to be reasonable under the circumstances. Since the use of estimates is an integral component of the financial reporting process, actual results could differ from those estimates. An accounting policy is considered critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time such estimate is made, and if different accounting estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact the consolidated financial statements. We believe that the following policies involve a higher degree of judgment and complexity in their application and require us to make significant accounting estimates. The following descriptions of critical accounting policies, judgments and estimates should be read in conjunction with our consolidated financial statements and other disclosures included in this quarterly report. Significant accounting estimates reflected in our Company's consolidated financial statements include revenue recognition, allowance for doubtful accounts, and useful lives of property and equipment.

#### ***Consolidation of VIEs***

We recognize an entity as a VIE if it either (i) has insufficient equity to permit the entity to finance its activities without additional subordinated financial support or (ii) has equity investors who lack the characteristics of a controlling financial interest. We consolidate a VIE as its primary beneficiary when we have both the power to direct the activities that most significantly impact the entity's economic performance and the obligation to absorb losses or the right to receive benefits from the entity that could potentially be significant to the VIE. We perform ongoing assessments to determine whether an entity should be considered a VIE and whether an entity previously identified as a VIE continues to be a VIE and whether we continue to be the primary beneficiary.

Assets recognized as a result of consolidating VIEs do not represent additional assets that could be used to satisfy claims against our general assets. Conversely, liabilities recognized as a result of consolidating these VIEs do not

represent additional claims on our general assets; rather, they represent claims against the specific assets of the consolidated VIEs.

7

### ***Revenue Recognition***

We recognize revenue when the following four criteria are met: (1) persuasive evidence of an arrangement exists, (2) delivery has occurred or services have been provided, (3) the sales price is fixed or determinable, and (4) collectability is reasonably assured. Delivery does not occur until products have been shipped or services have been provided to the customers and the customers have signed a completion and acceptance report, risk of loss has transferred to the customers, customers acceptance provisions have lapsed, or the Company has objective evidence that the criteria specified in customers' acceptance provisions have been satisfied. The sales price is not considered to be fixed or determinable until all contingencies related to the sale have been resolved.

### ***Hardware***

Revenue from hardware sales is generally recognized when the product is shipped to the customer and when there are no unfulfilled company obligations that affect the customer's final acceptance of the arrangement.

### ***Services***

The Company provides services to improve software functions and system requirements on separated fixed-price contracts. Revenue is recognized when services are completed and acceptance is determined by a completion report signed by the customer.

Deferred income represents unearned amounts billed to customers related to sales contracts.

### ***Fair Values of Financial Instruments***

The US GAAP accounting standards regarding fair value of financial instruments and related fair value measurements define fair value, establish a three-level valuation hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The three levels of inputs are defined as follows:

Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 inputs to the valuation methodology are unobservable.

The carrying amounts reported in the consolidated balance sheets for trade accounts receivable, other receivables, advances to suppliers, trade accounts payable, accrued liabilities, advances from customers and notes payable approximate fair value because of the immediate or short-term maturity of these financial instruments. Long-term receivables and borrowings approximate fair value because their interest rates charged approximate the market rates for financial instruments with similar terms. The fair value of the warrants liability was determined using the Black-Scholes Model, as Level 2 inputs (See Note 13). Any changes in the assumptions that are used in the Black-Scholes Model may increase or decrease the warrants liability from quarter to quarter. Any change in adjustment would be charged to operations.

### ***Receivables***

Trade receivables are carried at original invoiced amount less a provision for any potential uncollectible amounts. Provisions are applied to trade receivables where events or changes in circumstances indicate that the balance may not be collectible. The identification of doubtful accounts requires the use of judgment and estimates of management. Our management must make estimates of the collectability of our accounts receivable. Management specifically analyzes accounts receivable, historical bad debts, customer creditworthiness, current economic trends and changes in our customer payment terms when evaluating the adequacy of the allowance for doubtful accounts. We believe based on the current economic condition and our history of collections on accounts and notes receivable, our allowance for doubtful accounts was adequate at December 31, 2013.



**Valuation of Long-Lived Assets**

We review the carrying values of our long-lived assets for impairment whenever events or changes in circumstances indicate that they may not be recoverable. When such an event occurs, we project undiscounted cash flows to be generated from the use of the asset and its eventual disposition over the remaining life of the asset. If projections indicate that the carrying value of the long-lived asset will not be recovered, we reduce the carrying value of the long-lived asset by the estimated excess of the carrying value over the projected discounted cash flows. In the past, we have not had to make significant adjustments to the carrying values of our long-lived assets, and we do not anticipate a need to do so in the future. However, circumstances could cause us to have to reduce the value of our capitalized assets more rapidly than we have in the past if our revenues were to significantly decline. Estimated cash flows from the use of the long-lived assets are highly uncertain and therefore the estimation of the need to impair these assets is reasonably likely to change in the future. Should the economy or acceptance of our assets change in the future, it is likely that our estimate of the future cash flows from the use of these assets will change by a material amount. There were no impairments at June 30, 2013 and December 31, 2013.

**Share-Based Compensation**

The Company accounts for share-based compensation in accordance with ASC Topic 718, Share-Based Payment. Under the fair value recognition provisions of this topic, share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense with graded vesting on a straight line basis over the requisite service period for the entire award. The Company has elected to recognize compensation expenses mainly using the Black-Scholes valuation model estimated at the grant date based on the award's fair value.

**Results of Operations****Three Months Ended December 31, 2013 Compared to Three Months Ended December 31, 2012****Revenues**

	For the Three Months Ended December 31,		Increase / (Decrease)	Percentage Change	
	2012	2013			
Hardware -non-related parties	¥ 18,082,903	¥ 40,691,269	¥ 22,608,366	125.03	%
Hardware - related parties	712,847	558,312	(154,535)	(21.68)	%
Service	20,504,959	397,589	(20,107,370)	(98.1)	%
Software - non-related parties	5,192,712	3,550,780	(1,641,932)	(31.6)	%
Software - related parties	1,487,179	1,068,376	(418,803)	(28.2)	%
Total revenues	¥ 45,980,600	¥ 46,266,326	¥ 285,726	0.6	%

**Revenues.** Our total revenues increased by 0.6%, or ¥ 285,726 (\$46,761), from approximately ¥46.0 million for the three months ended December 31, 2012 to ¥46.3 million (\$7.6 million) for the same period of 2013. The changes in our revenues for the three-month period were due to the following factors:

- (1) Hardware business. During the three-month ended December 31, 2013, the increase in hardware revenue was mainly caused by higher sales of automation business from Jidong Oilfield and Southwest branch of Sinopec and sales of furnaces from Qinghai Oilfield, Huabei oilfield and Jiling Oilfield. Overall, our newly developed customers contributed most of our increasing business.



(2) Service business. Service revenue for three months ended December 31, 2013 consisted mainly of minor maintenance services, which were provided upon request by customers. The decrease was mainly because we completed some major fracturing contracts during the quarter ended December 31, 2012 while no such major services was completed this quarter. Our fracturing business is still proceeding, and we also obtained new contracts in this business. In addition, we successfully achieved access certification of additional oilfield branches, which means we can provide fracturing service to a broader solid customer base.

(3) Hardware related parties. Sales of hardware from related parties decreased because we used to develop business on Ji Dong oilfield through a local agent company, of which our Chief Executive Officer was the legal representative through December 2013. After we achieved business entrance certification in the name of Recon and could cooperate with oilfield customers directly two years ago, revenue from related-parties decreased, while the local agency might still purchase automation products from Recon, there would be always revenue from related parties and the revenue of both hardware and software from related parties might fluctuate from period to period.

(4) Software business. The software sales to non related parties decreased approximately ¥1.6 million (\$0.3 million). We record revenue as software sales if (1) the customer signs a separate software contract with us, or (2) the customer accepts VAT invoices for software. The amount of our revenues categorized as software sales may fluctuate because certain software may be sold with hardware at times as a whole product and not separately priced.

(5) Software business related parties. During the quarter ended December 31, 2013, we recorded software revenue of ¥1.1 million (\$0.2 million) to a related party. As mentioned above, we used to develop business on Ji Dong oilfield through a local agent. Since we achieved business entrance certification by ourselves, revenue through the related party decreased overall, so software revenue from this related party also decreased this period.

#### Cost and Margin

	For the Three Months Ended December 31,		Increase / (Decrease)	Percentage Change	
	2012	2013			
Total revenues	¥ 45,980,600	¥ 46,266,326	¥ 285,726	0.6	%
Cost of revenues	31,960,827	29,741,914	(2,218,913)	(6.9)	%
Gross profit	¥ 14,019,773	¥ 16,524,412	¥ 2,504,639	17.9	%
Margin %	30.5	35.7	5.2		%

**Cost of revenues.** Our cost of revenues includes raw materials and costs related to design, implementation, delivery and maintenance of products and services. All materials and components we need can be purchased or manufactured by subcontracts. Usually the prices of electronic components do not fluctuate dramatically due to market competition and will not significantly affect our cost of revenues. However, specialized equipment and incentive chemical products may be directly influenced by metal and oil price fluctuations. Additionally, the prices of some imported accessories mandated by our customers can also impact our cost.

Our cost of revenues decreased from approximately ¥31.9 million in the three months ended December 31, 2012 to approximately ¥29.7 million (\$4.9 million) for the same period of 2013, a decrease of approximately ¥2.2 million (\$0.4 million), or 6.9%. As a percentage of revenues, our cost of revenues decreased from 69.5% in 2012 to 64.3% in 2013. This decrease was mainly caused by lower service costs because the Company didn't have any fracturing business for the three months ended December 31, 2013.



**Gross profit.** Our gross profit increased to approximately ¥16.5 million (\$2.7 million) for the three months ended December 31, 2013 from approximately ¥14.0 million for the same period in 2012. Our gross profit as a percentage of revenue increased to 35.7% for the three months ended December 31, 2013 from 30.5% for the same period in 2012. This was mainly due to hardware revenue increased with higher gross profit margin during the three months ended December 31, 2013 compared to the same period last year.

In more detail:

	For the Three Months Ended December 31,		Increase / (Decrease)	Percentage Change	
	2012	2013			
Total revenues - hardware and software - non-related parties	¥ 23,275,615	¥ 44,242,049	¥ 20,966,434	90.1	%
Cost of revenues - hardware and software non-related parties	14,739,526	29,480,982	14,741,456	100.0	%
Gross profit	¥ 8,536,089	¥ 14,761,067	¥ 6,224,978	72.9	%
Margin %	36.7 %	33.4 %	(3.3) %		

The revenue from hardware and software to non-related parties increased ¥20.9 million, mainly due to the increase from furnace sales and automation business in the three months ended December 31, 2013. The gross profit from the hardware and software sales to non-related parties increased ¥6.2 million (\$1.0 million) compared to the same period of last year.

	For the Three Months Ended December 31,		Increase / (Decrease)	Percentage Change	
	2012	2013			
Total revenues - hardware and software - related parties	¥ 2,200,026	¥ 1,626,688	¥ (573,338)	(26.1)	%
Cost of revenues - hardware and software - related parties	1,519,307	225,986	(1,293,321)	(85.1)	%
Gross profit	¥ 680,719	¥ 1,400,702	¥ 719,983	105.8	%
Margin %	30.9 %	86.1 %	55.2 %		

Cost of revenue from hardware and software-related parties decreased as revenue decreased. While gross profit decreased was mainly because revenue decreased as we developed business directly with oilfield, rather than cooperation with some parties. As software business with higher margin accounted for a larger percentage this period, gross profit margin increased.

	For the Three Months Ended December 31,				Increase / (Decrease)	Percentage Change	
	2012		2013				
Total revenues - service	¥ 20,504,959		¥ 397,589		¥ (20,107,370)	(98.1)	%
Cost of revenues - service	15,701,994		34,946		(15,667,048)	(99.8)	%
Gross profit	¥ 4,802,965		¥ 362,643		¥ (4,440,332)	(92.4)	%
Margin %	23.4	%	91.2	%	67.8	%	

¥20.5 million service revenue in the quarter ended December 31, 2012 was mainly due to several fracturing service contracts signed with Sinopec Zhongyuan oilfield. We generated 23.4% gross profit margin from these service contracts. There was no such project completed for this period, so no revenue from fracturing service was recorded. Our margin in 2013 was 91.2% because the revenues recognized in this quarter was largely due to final project acceptance by our client and corresponding project costs were largely recognized in prior periods.

#### *Operating Expenses*

	For the Three Months Ended December 31,				Increase / (Decrease)	Percentage Change	
	2012		2013				
Selling and distribution expenses	¥ 1,634,196		¥ 2,250,518		¥ 616,322	37.7	%
% of revenue	3.6	%	4.9	%	1.3	%	
General and administrative expenses	2,502,646		3,715,640		1,212,994	48.5	%
% of revenue	5.4	%	8.0	%	2.6	%	
Research and development expenses	4,198,861		2,661,397		(1,537,464)	(36.6)	%
% of revenue	9.1	%	5.8	%	(3.3)	%	
Operating expenses	¥ 8,335,703		¥ 8,627,555		¥ 291,852	3.5	%

**Selling and distribution expenses.** Selling and distribution expenses consist primarily of salaries and related expenditures of our sales and marketing organization, sales commissions, costs of our marketing programs including advertising and trade shows, and an allocation of our facilities and depreciation expenses. Selling expenses increased by 37.7%, from approximately ¥1.6 million for the three months ended December 31, 2012 to approximately ¥2.3 million (\$0.4 million) for the same period of 2013. This increase was primarily from the increased shipping charges and service charges. Selling expenses were 3.6% of total revenues in the three months ended December 31, 2012 and 4.9% of total revenues in the same period of 2013.

**General and administrative expenses.** General and administrative expenses consist primarily of costs in human resources, facilities costs, depreciation expenses, professional advisor fees, audit fees, option expenses and other expenses incurred in connection with general operations. General and administrative expenses increased by 48.5%, or ¥1.2 million (\$0.2 million), from approximately ¥2.5 million in the three months ended December 31, 2012 to approximately ¥3.7 million (\$0.6 million) in the same period of 2013. General and administrative expenses were 5.4% of total revenues in 2012 and 8.0% of total revenues in 2013. The increase in general and administrative expenses was

mainly due to an increase in fees related to IR service, salary, allowance for doubtful accounts and traveling expenses.

Research and development (“R&D”) expenses. Research and development expenses consist primarily of salaries and related expenditures of our research and development projects. Research and development expenses decreased by 36.6%, from approximately ¥4.2 million for the three months ended December 31, 2012 to approximately ¥2.7 million (\$0.4 million) for the same period of 2013. This decrease was primarily due to less input of materials and equipment of R&D on our furnaces.

*Net Income*

	For the Three Months Ended December 31,		Increase / (Decrease)	Percentage Change	
	2012	2013			
Income from operations	¥ 5,684,070	¥ 7,896,857	¥ 2,212,787	38.9	%
Interest and other income (expense)	626,805	(65,253)	(692,058)	(110.4)	%
Income before income tax	6,310,875	7,831,604	1,520,729	24.1	%
Provision for income tax	423,308	1,251,862	828,554	195.7	%
Net Income	5,887,567	6,579,742	692,175	11.8	%
Less: Net income attributable to non-controlling interest	599,206	765,071	165,865	27.7	%
Net income attributable to ordinary shareholders	¥ 5,288,361	¥ 5,814,671	¥ 526,310	10.0	%

**Income from operations.** Income from operations was approximately ¥7.9 million (\$1.3 million) for the three months ended December 31, 2013, compared to income of ¥5.7 million for the same period of 2012. This increase in income from operations can be attributed primarily to the increased revenue, gross margins and decreases in research and development expenses.

**Interest and other income (expense).** Interest and other expense was approximately ¥0.1 million (\$10,679) for the three months ended December 31, 2013, compared to interest and other income of ¥0.6 million for the same period of 2012. The ¥0.7 million (\$0.1 million) decrease in interest and other income was primarily due to increase in loss from investment and decrease in subsidy income, interest expense and foreign currency exchange loss.

**Investment loss.** The Company held approximately 25.0% interest of Avalon at December 31, 2013. Since Avalon's operating results for three months ended December 31, 2013 will not be available as of the filing date, the Company used Avalon's last quarter's operating results as the best estimate for the three months ended December 31, 2013, which was a loss of approximately ¥0.4 million (\$0.06 million).

**Provision for income tax.** Provision for income tax for the three months ended December, 2012 was approximately ¥0.4 million and ¥1.3 million (\$0.2 million) for the three months ended December 31, 2013. This increase of provision for income tax was mainly due to the income from operations for the three months ended December 31, 2013.

**Net income.** As a result of the factors described above, net income was approximately ¥6.6 million (\$1.1 million) for the three months ended December 31, 2013, an increase of approximately ¥0.7 million (\$0.1 million) from net income of ¥5.9 million for the same period of 2012.

**Net income attributable to ordinary shareholders.** As a result of the factors described above, net income attributable to ordinary shareholders was approximately ¥5.8 million (\$0.9 million) for the three months ended December 31, 2013, an increase of approximately ¥0.5 million (\$0.1 million) from net income attributable to ordinary shareholders of ¥5.3 million for same period of 2012.





**Six Months Ended December 31, 2013 Compared to Six Months Ended December 31, 2012***Revenues*

	For the Six Months Ended December 31,		Increase / (Decrease)	Percentage Change	
	2012	2013			
Hardware - non-related parties	¥ 26,605,044	¥ 49,865,284	¥ 23,260,240	87.4	%
Hardware - related parties	1,244,898	674,785	(570,113)	(45.8)	%
Service	20,504,959	397,589	(20,107,370)	(98.1)	%
Software - non-related parties	5,192,712	5,473,857	281,145	5.4	%
Software - related parties	1,487,179	1,367,521	(119,658)	(8.0)	%
Total revenues	¥ 55,034,792	¥ 57,779,036	¥ 2,744,244	5.0	%

**Revenues.** Our total revenues increased by 5.0%, or approximately ¥2.7 million (\$0.4 million), from ¥55.0 million for the six months ended December 31, 2012 to ¥57.8 million (\$9.5 million) for the same period of 2013. The changes in our revenues for the six-month period were due to the following factors:

- (1) **Hardware business.** During the six-month ended December 31, 2013, the increase in hardware revenue was mainly due to higher sales of furnaces and automation products.

- (2) **Service business.** Service revenue for six months ended December 31, 2013 consisted mainly of minor maintenance services, which were provided upon request by customers. Our fracturing business is still proceeding, and we also obtained new contracts of this business. In addition, we successfully achieved access certification of other oilfield branches, which means we can provide fracturing service with broad solid customer base. The ¥20.5 million service revenue in the six months ended December 31, 2012 was mainly due to several fracturing service contracts signed with Sinopec Zhongyuan oilfield.

- (3) **Hardware related parties.** Sales of hardware from related parties decreased because we used to develop business on Ji Dong oilfield through some local agent companies. After we achieved business entrance certification in the name of Recon and could cooperate with oilfield customers directly two years ago, revenue from related-parties decreased, while the local agency might still purchase automation products from Recon, there would be always revenue from related parties and the revenue of both hardware and software from related parties might be fluctuated from year to year.

- (4) **Software business.** The software sales increased approximately ¥0.3 million (\$46,011). We record revenue as software sales if (1) the customer signs a separate software contract with us, or (2) the customer accepts VAT invoices for software. The amount of our revenues categorized as software sales may fluctuate because certain software may be sold with hardware at times as a whole product and not separately priced

- (5) **Software business related parties.** In the six months ended December 31, 2013, we recorded software revenue of ¥1.4 million (\$0.2 million) to a related party.

*Cost and Margin*

	For the Six Months Ended December 31,		Increase / (Decrease)	Percentage Change
	2012	2013		

Edgar Filing: Recon Technology, Ltd - Form 10-Q

Total revenues	¥	55,034,792	¥	57,779,036	¥	2,744,244	5.0	%
Cost of revenues		38,569,594		35,963,524		(2,606,070)	(6.8)	%
Gross profit	¥	16,465,198	¥	21,815,512	¥	5,350,314	32.5	%
Margin %		29.9%		37.8%		7.9%		

**Cost of revenues.** Our cost of revenues includes raw materials and costs related to design, implementation, delivery and maintenance of products and services. All materials and components we need can be purchased or manufactured by subcontracts. Usually the prices of electronic components do not fluctuate dramatically due to market competition and will not significantly affect our cost of revenues. However, specialized equipment and incentive chemical products may be directly influenced by metal and oil price fluctuations. Additionally, the prices of some imported accessories mandated by our customers can also impact our cost.

Our cost of revenues decreased from approximately ¥38.6 million in the six months ended December 31, 2012 to approximately ¥36.0 million (\$5.9 million) for the same period of 2013, a decrease of approximately ¥2.6 million (\$0.4 million), or 6.8%. As a percentage of revenues, our cost of revenues decreased from 70.1% in 2012 to 62.2% in 2013. This decrease was mainly caused by lower service costs.

**Gross profit.** Our gross profit increased to approximately ¥21.8 million (\$3.6 million) for the six months ended December 31, 2013 from approximately ¥16.5 million for the same period in 2012. Our gross profit as a percentage of revenue increased to 37.8% for the six months ended December 31, 2013 from 29.9% for the same period in 2012. This was mainly due to fracturing service with lower margins, which accounted for a major part of our revenue during the six months ended December 31, 2012. As to our automation business and furnaces business, our margins were both improved because our products and services were well accepted by our clients, especially our newly developed clients.

In more detail:

	For the Six Months Ended December 31,		Increase / (Decrease)	Percentage Change	
	2012	2013			
Total revenues - hardware and software non-related parties	¥ 31,797,756	¥ 55,339,141	¥ 23,541,385	74.0	%
Cost of revenues - hardware and software non-related parties	20,506,088	35,599,656	15,093,568	73.6	%
Gross profit	¥ 11,291,668	¥ 19,739,485	¥ 8,447,817	74.8	%
Margin %	35.5	% 35.7	0.2	%	

Revenue from hardware and software to non related parties increased ¥23.5 million, mainly due to the hardware revenue increase from the furnaces sales and automation products in the six months ended December 31, 2013. The gross profit from the hardware and software sales to non-related parties increased ¥8.4 million (\$1.4 million) compared to the same period of last year.

	For the Six Months Ended December 31,		Increase / (Decrease)	Percentage Change	
	2012	2013			
Total revenues - hardware and software - related parties	¥ 2,732,077	¥ 2,042,306	¥ (689,771)	(25.2)	%
Cost of revenues - hardware and software - related parties	2,340,892	328,922	(2,011,970)	(85.9)	%

Edgar Filing: Recon Technology, Ltd - Form 10-Q

Gross profit	¥	391,185		¥	1,713,384		¥	1,322,199		338	%
Margin %		14.3	%		83.9	%		69.6	%		

15

Edgar Filing: Recon Technology, Ltd - Form 10-Q

Cost of revenue from hardware and software-related parties decreased as corresponding revenue decreased. Gross margin increased, primarily because higher margin software business accounted for a larger percentage this period.

	For the Six Months Ended December 31,		Increase / (Decrease)	Percentage Change	
	2012	2013			
Total revenues-service	¥ 20,504,959	¥ 397,589	¥ (20,107,370)	(98.1)	%
Cost of revenues -service	15,722,614	34,946	(15,687,668)	(99.8)	%
Gross profit	¥ 4,782,345	¥ 362,643	¥ (4,419,702)	(92.4)	%
Margin %	23.3 %	91.2 %	67.9 %		

The ¥20.5 million service revenue for the six months ended December 31, 2012 was mainly due to several fracturing service contracts signed with Sinopec Zhongyuan oilfield. We generated 23.3% gross profit margin from these service contracts. Our margin in 2013 was 91.2% because the revenues recognized in this period was largely due to final project acceptance by our client and corresponding project costs were largely recognized in prior periods.

*Operating Expenses*

	For the Six Months Ended December 31,		Increase / (Decrease)	Percentage Change	
	2012	2013			
Selling and distribution expenses	¥ 2,902,994	¥ 3,604,440	¥ 701,446	24.2	%
% of revenue	5.3 %	6.2 %	0.9 %		
General and administrative expenses	4,485,758	6,457,563	1,971,805	44.0	%
% of revenue	8.2 %	11.2 %	3.0 %		
Research and development expenses	5,732,189	3,353,997	(2,378,192)	(41.5)	%
% of revenue	10.4 %	5.8 %	(4.6) %		
Operating expenses	¥ 13,120,941	¥ 13,416,000	¥ 295,059	2.2	%

**Selling and distribution expenses.** Selling and distribution expenses consist primarily of salaries and related expenditures of our sales and marketing organization, sales commissions, costs of our marketing programs including advertising and trade shows, and an allocation of our facilities and depreciation expenses. Selling expenses increased by 24.2%, from approximately ¥2.9 million for the six months ended December 31, 2012 to approximately ¥3.6 million (\$0.6 million) for the same period of 2013. This increase was primarily from the increased shipping charge and service charge. Selling expenses were 5.3% of total revenues in the six months ended December 31, 2012 and 6.2% of total revenues in the same period of 2013.

**General and administrative expenses.** General and administrative expenses consist primarily of costs in human resources, facilities costs, depreciation expenses, professional advisor fees, audit fees, option expenses and other expenses incurred in connection with general operations. General and administrative expenses increased by 44.0%, or ¥2.0 million (\$0.3 million), from approximately ¥4.5 million in the six months ended December 31, 2012 to approximately ¥6.5 million (\$1.1 million) in the same period of 2013. General and administrative expenses were 8.2% of total revenues in 2012 and 11.2% of total revenues in 2013. The increase in general and administrative expenses

was mainly due to increase in consulting fee related to IR services, salary, allowance for doubtful accounts and traveling expenses.

Research and development (“R&D”) expenses. Research and development expenses consist primarily of salaries and related expenditures of our research and development projects. Research and development expenses decreased by 41.5%, from approximately ¥5.7 million for the six months ended December 31, 2012 to approximately ¥3.4 million (\$0.5 million) for the same period of 2013. This decrease was primarily due to the less input of materials and equipment of R&D on our furnaces and fracturing services in 2013.

*Net Income*

	For the Six Months Ended December 31,		Increase / (Decrease)	Percentage Change	
	2012	2013			
Income from operations	¥ 3,344,257	¥ 8,399,512	¥ 5,055,255	151.2	%
Interest and other income (expense)	659,958	(154,227)	(814,185)	(123.4)	%
Income before income taxes	4,004,215	8,245,285	4,241,070	105.9	%
Provision for income taxes	454,932	1,459,189	1,004,257	220.7	%
Net income	3,549,283	6,786,096	3,236,813	91.2	%
Less: Net income attributable to non-controlling interest	605,088	924,981	319,893	52.9	%
Net income attributable to ordinary shareholders	¥ 2,944,195	¥ 5,861,115	¥ 2,916,920	99.1	%

**Income from operations.** Income from operations was approximately ¥8.4 million (\$1.4 million) for the six months ended December 31, 2013, compared to income of ¥3.3 million for the same period of 2012. This increase in income from operations can be attributed primarily to increased revenue, gross margins and decreases in research and development expenses.

**Investment loss.** Investment loss was ¥0.7 million (\$0.1 million) for the six months ended December 31, 2013. The Company held approximately 25.0% interest of Avalon at December 31, 2013. Since Avalon's operating results for three months ended December 31, 2013 will not be available as of the filing date, the Company used Avalon's last quarter's operating results as the best estimate for this period.

**Interest and other income (expense).** Interest and other expense was approximately ¥0.2 million (\$25,240) for the six months ended December 31, 2013, compared to interest and other income of ¥0.7 million for the same period of 2012. The ¥0.8 million (\$0.1 million) decrease in interest and other income was primarily due to increase in loss from investment and decrease in interest income and foreign currency exchange gain, increase in loss from investment and offset by increase in subsidy income and decrease in interest expense.

**Provision for income tax.** Provision for income tax for the six months ended December, 2012 was approximately ¥0.5 million and ¥1.5 million (\$0.2 million) for the six months ended December 31, 2013. This increase of provision for income tax was mainly due to the income from operations for the six months ended December 31, 2013.

**Net income.** As a result of the factors described above, net income was approximately ¥6.8 million (\$1.1 million) for the six months ended December 31, 2013, an increase of approximately ¥3.3 million (\$0.5 million) from net income of ¥3.5 million for the same period of 2012.

**Net income attributable to ordinary shareholders.** As a result of the factors described above, net income attributable to ordinary shareholders was approximately ¥5.9 million (\$1.0 million) for the six months ended December 31, 2013, an increase of approximately ¥2.9 million (\$0.5 million) from net income attributable to ordinary shareholders of ¥2.9 million for same period of 2012.



*Adjusted EBITDA*

**Adjusted EBITDA.** We define adjusted EBITDA as net income (loss) adjusted for income tax expense, interest expense, loss from investment, non-cash stock compensation expense, depreciation and amortization. We think it is useful to an equity investor in evaluating our operating performance because: (1) it is widely used by investors in our industry to measure a company's operating performance without regard to items such as interest expense, depreciation and amortization, which can vary substantially from company to company depending upon accounting methods and book value of assets, capital structure and the method by which the assets were acquired; and (2) it helps investors more meaningfully evaluate and compare the results of our operations from period to period by removing the impact of our capital structure and asset base from our operating results.

	For the Six Months Ended			Increase / (Decrease)	Percentage Change	
	December 31, 2012 RMB	2013 RMB	2013 USD			
Reconciliation of Adjusted EBITDA to Net Income (Loss)						
Net income (loss)	¥ 3,549,283	¥ 6,786,096	\$ 1,110,581	¥ 3,236,813	91.2	%
Provision for income taxes	454,932	1,459,189	238,804	1,004,257	220.7	%
Interest expense and foreign currency adjustment	536,353	599,040	98,036	62,687	11.7	%
Change in fair value of warrants liability	-	556	91	556	100	%
Loss from investment	-	735,080	120,300	735,080	100	%
Stock compensation expense	907,153	895,509	146,555	(11,644)	(1.3)	%
Depreciation and amortization	315,157	301,341	49,316	(13,816)	(4.4)	%
Adjusted EBITDA	¥ 5,762,878	¥ 10,776,811	\$ 1,763,683	¥ 5,013,933	87.0	%

Adjusted EBITDA improved by approximately ¥5.0 million (\$0.8 million) to approximately ¥10.8 million (\$1.8 million) for the six months ended December 31, 2013 compared to approximately ¥5.8 million income for the same period in 2012. This was due to improved operations.

### Liquidity and Capital Resources

**Cash and Cash Equivalents.** Cash and cash equivalents are comprised of cash on hand, demand deposits and highly liquid short-term debt investments with stated maturities of no more than six months. As of December 31 2013, we had cash and cash equivalents in the amount of approximately ¥21.7 million (\$3.6 million).

Indebtedness. As of December 31, 2013, except for approximately ¥0.5 million (\$0.1 million) of short-term borrowings from third parties, approximately ¥0.2 million (\$33,000) of short-term borrowings from related parties, and ¥19.36 million (\$3.2 million) in commercial loans from local banks, we did not have any finance leases or purchase commitments, guarantees or other material contingent liabilities.

Holding Company Structure. We are a holding company with no operations of our own. All of our operations are conducted through our Domestic Companies. As a result, our ability to pay dividends and to finance any debt that we may incur is dependent upon the receipt of dividends and other distributions from the Domestic Companies. In addition, Chinese legal restrictions permit payment of dividends to us by our Domestic Companies only out of its accumulated net profit, if any, determined in accordance with Chinese accounting standards and regulations. Under Chinese law, our Domestic Companies are required to set aside a portion (at least 10%) of their after-tax net income (after discharging all cumulated loss), if any, each year for compulsory statutory reserve until the amount of the reserve reaches 50% of our Domestic Companies' registered capital. These funds may be distributed to shareholders at the time of each Domestic Company's wind up.

Off-Balance Sheet Arrangements. We have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. In addition, we have not entered into any derivative contracts that are indexed to our own shares and classified as shareholders' equity, or that are not reflected in our 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. Moreover, we do not have any variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

**Capital Resources.** To date we have financed our operations primarily through cash flows from operations, bank loans, short-term borrowings and stock offerings. As of December 31, 2013, we had total assets of approximately ¥172.8 million (\$28.3 million), which includes cash of approximately ¥21.7 million (\$3.6 million), net accounts receivable from third parties of approximately ¥66.7 million (\$10.9 million), and net accounts receivable from related parties of approximately ¥17.8 million (\$2.9 million). Working capital amounted to approximately ¥95.1 million (\$15.6 million), and shareholders' equity amounted to approximately ¥104.0 million (\$17.0 million).

**Cash from Operating Activities.** Net cash used in operating activities was approximately ¥6.8 million (\$1.1 million) for the six months ended December 31, 2013. This was a decrease of approximately ¥12.0 million (\$2.0 million) compared to net cash provided by operating activities of approximately ¥5.2 million for the six months ended December 31, 2012. In more detail:

Net cash used in operating activities totaled approximately ¥6.8 million for the six months ended December 31, 2013, are primarily attributable to net income adjusted to reconcile to net cash provided by operating activities of ¥2.7 million, which primarily included adjustment for a ¥0.3 million of depreciation, a ¥0.4 million of provision for doubtful accounts, a ¥0.9 million of share based compensation, a \$0.4 million of restricted shares issued to consulting firm and a ¥0.7 million of loss from investment. Net cash used in changes in operating assets and liabilities resulted in a net cash use of ¥16.2 million, which mainly due to a ¥22.7 million change in accounts receivable, notes receivable and other receivable, a ¥8.8 million change in inventory, a ¥1.3 million change in other payable, a ¥1.6 million change in accrued payroll and employees' welfare, offset by a ¥10.4 million change in accounts payable and other payable, a ¥3.3 million change in taxes payable and a ¥1.2 million change in prepaid expense. Our net cash used in operating activities were primarily for purchase of inventories for projects in the upcoming quarters. In addition, accounts receivable increased due to our operating seasonality. Most of our projects were finished by end of calendar year, and we believe these receivables will be recovered based on contractual payment schedules.

**Cash from Investing Activities.** Net cash used in investing activities was ¥36,495 (\$5,973) for the six months ended December 31, 2013, a decrease of ¥359,495 (\$58,883) from ¥395,990 for the same period of 2012. The decrease was due to a decrease in the purchase of property and equipment.

**Cash from Financing Activities.** Net cash provided by financing activities amounted to approximately ¥16.1 million (\$2.6 million) for the six months ended December 31, 2013, compared to cash flows used in financing activities of approximately ¥6.6 million for the six months ended December 31, 2012. During the six-month period ended December 31, 2013, we received net proceeds of ¥12.1 million (\$2.0 million) from a sale of 546,500 ordinary shares and warrants to institutional investors in November 2013. In addition, we repaid approximately ¥5.3 million (\$0.9 million) short term borrowings to related parties and received ¥9.36 million (\$1.5 million) of net loan proceeds from a commercial bank, which was guaranteed by one of our shareholders.

**Working Capital.** Total working capital as of December 31, 2013 amounted to approximately ¥95.1 million (\$15.6 million), compared to approximately ¥82 million as of June 30, 2013. Total current assets as of December 31, 2013 amounted to approximately ¥163.9 million (\$26.8 million), an increase of approximately ¥35.2 million (\$5.8 million) compared to approximately ¥128.7 million at June 30, 2013. The increase in total current assets at December 31, 2013 compared to June 30, 2013 was mainly due to increase of cash and cash equivalents, trade accounts receivable and inventory.

Current liabilities amounted to approximately ¥68.7 million (\$11.2 million) at December 31, 2013, in comparison to approximately ¥46.7 million at June 30, 2013. This increase of liabilities was attributable mainly to increase in short-term bank loans, trade accounts payable, taxes payable and warrant liability.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

Not applicable.

19

## **Item 4. Controls and Procedures.**

### **Disclosure Controls and Procedures**

As of December 31, 2013, the company carried out an evaluation, under the supervision of and with the participation of management, including our Company's chief executive officer and chief financial officer, of the effectiveness of the design and operation of our Company's disclosure controls and procedures. Based on the foregoing, the chief executive officer and chief financial officer concluded that our Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) were ineffective in timely alerting them to information required to be included in the Company's periodic Securities and Exchange Commission filings.

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

The Company, with the assistance of an independent internal controls consultant, has developed a specific plan to address our control deficiencies. As of December 31, 2013, the Company has completed the necessary documentation of our internal controls and implemented the following remedial initiatives:

- Improved the design and documentation related to multiple levels of review over financial statements included in our SEC filings;
- Expanded the design and assessment test work over the monitoring function of entity level controls;
- Enhanced documentation retention policies over test work related to continuous management assessments of internal control effectiveness;
- Expanded documentation practices and policies related to various key controls to provide support and audit trails for both internal management assessment as well as external auditor testing; and
- Enhanced internal control policy implementation by hiring experienced reporting consultant and strengthening training financial staffs of US GAAP.

There were no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) of the Securities Exchange Act of 1934) during the three months ended December 31, 2013 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting, except as disclosed above.

## **Part II Other Information**

### **Item 1. Legal Proceedings.**

None.

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

Not applicable.

## **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

(a) None

20

- (b) On November 29, 2013, we completed an offering of 546,500 ordinary shares and warrants to purchase 163,950 ordinary shares. Net proceeds from the offering were approximately \$2.0 million. As previously disclosed, we intend to use the net proceeds from the offering for working capital and other general corporate purposes. As of the date of this filing, our use of proceeds is as follows:

Offering Amount	\$ 2.0	million
Purchase of Inventory	\$ 0.3	million
Working Capital and General Corporate Purposes	\$ 0.4	million
Remaining Offering Proceeds	\$ 1.3	million

- (c) None

### Item 3. Defaults upon Senior Securities.

None.

### Item 4. Mine Safety Disclosures.

Not applicable.

### Item 5. Other Information.

None.

### Item 6. Exhibits.

The following exhibits are filed herewith:

Exhibit Number	Document
3.1	Amended and Restated Articles of Association of the Registrant <sup>(1)</sup>
3.2	Amended and Restated Memorandum of Association of the Registrant <sup>(1)</sup>
4.1	Specimen Share Certificate <sup>(1)</sup>
10.1	Translation of Exclusive Technical Consulting Service Agreement between Recon Technology (Jining) Co., Ltd. and Beijing BHD Petroleum Technology Co., Ltd. <sup>(1)</sup>
10.2	Translation of Power of Attorney for rights of Chen Guangqiang in Beijing BHD Petroleum Technology Co., Ltd. <sup>(1)</sup>
10.3	Translation of Power of Attorney for rights of Yin Shenping in Beijing BHD Petroleum Technology Co., Ltd. <sup>(1)</sup>
10.4	Translation of Exclusive Equity Interest Purchase Agreement between Recon Technology (Jining) Co. Ltd., Chen Guangqiang and Beijing BHD Petroleum Technology Co., Ltd. <sup>(1)</sup>

Edgar Filing: Recon Technology, Ltd - Form 10-Q

10.5 Translation of Exclusive Equity Interest Purchase Agreement between Recon Technology (Jining) Co. Ltd., Yin Shenping and Beijing BHD Petroleum Technology Co., Ltd. <sup>(1)</sup>

10.6 Translation of Equity Interest Pledge Agreement between Recon Technology (Jining) Co., Ltd., Chen Guangqiang and Beijing BHD Petroleum Technology Co., Ltd. <sup>(1)</sup>

21



Edgar Filing: Recon Technology, Ltd - Form 10-Q

- 10.7 Translation of Equity Interest Pledge Agreement between Recon Technology (Jining) Co., Ltd., Yin Shenping and Beijing BHD Petroleum Technology Co., Ltd. <sup>(1)</sup>
- 10.8 Translation of Exclusive Technical Consulting Service Agreement between Recon Technology (Jining) Co., Ltd. and Nanjing Recon Technology Co., Ltd. <sup>(1)</sup>
- 10.9 Translation of Power of Attorney for rights of Chen Guangqiang in Nanjing Recon Technology Co., Ltd. <sup>(1)</sup>
- 10.10 Translation of Power of Attorney for rights of Yin Shenping in Nanjing Recon Technology Co., Ltd. <sup>(1)</sup>
- 10.11 Translation of Exclusive Equity Interest Purchase Agreement between Recon Technology (Jining) Co. Ltd., Chen Guangqiang and Nanjing Recon Technology Co., Ltd. <sup>(1)</sup>
- 10.12 Translation of Exclusive Equity Interest Purchase Agreement between Recon Technology (Jining) Co. Ltd., Yin Shenping and Nanjing Recon Technology Co., Ltd. <sup>(1)</sup>
- 10.13 Translation of Equity Interest Pledge Agreement between Recon Technology (Jining) Co., Ltd., Chen Guangqiang and Nanjing Recon Technology Co., Ltd. <sup>(1)</sup>
- 10.14 Translation of Equity Interest Pledge Agreement between Recon Technology (Jining) Co., Ltd., Yin Shenping and Nanjing Recon Technology Co., Ltd. <sup>(1)</sup>
- 10.15 Employment Agreement between Recon Technology (Jining) Co., Ltd. and Mr. Yin Shenping <sup>(1)</sup>
- 10.16 Employment Agreement between Recon Technology (Jining) Co., Ltd. and Mr. Chen Guangqiang <sup>(1)</sup>
- 10.17 Operating Agreement among Recon Technology (Jining) Co. Ltd., Nanjing Recon Technology Co., Ltd. and Mr. Yin Shenping, Mr. Chen Guangqiang and Mr. Li Hongqi <sup>(1)</sup>
- 10.18 Operating Agreement among Recon Technology (Jining) Co. Ltd., Beijing BHD and Mr. Yin Shenping, Mr. Chen Guangqiang and Mr. Li Hongqi <sup>(1)</sup>
- 21.1 Subsidiaries of the Registrant <sup>(2)</sup>
- 99.1 Stock Option Plan <sup>(1)</sup>
- 99.2 Code of Business Conduct and Ethics <sup>(1)</sup>
- 99.3 Recon Technology Reports Second Quarter 2014 Financial Results
- 31.1 Certifications pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. <sup>(3)</sup>
- 31.2 Certifications pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. <sup>(3)</sup>
- 32.1 Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. <sup>(3)</sup>

Edgar Filing: Recon Technology, Ltd - Form 10-Q

- 32.1 Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. <sup>(3)</sup>
- 101.INS XBRL Instance Document <sup>(4)</sup>
- 101.SCH XBRL Taxonomy Extension Schema Document <sup>(4)</sup>

22

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document <sup>(4)</sup>

101.LAB XBRL Taxonomy Extension Label Linkbase Document <sup>(4)</sup>

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document <sup>(4)</sup>

101.DEF XBRL Taxonomy Extension Definition Linkbase Document <sup>(4)</sup>

- (1) Incorporated by reference to the Company's Registration Statement on Form S-1, Registration No. 333-152964.
- (2) Incorporated by reference to the Company's Quarterly Report on Form 10-Q/A, filed on January 31, 2012.
- (3) Filed herewith.
- (4) Furnished herewith. In accordance with Rule 406T of Regulation S-T, the information in these exhibits shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**SIGNATURES**

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

**RECON TECHNOLOGY, LTD**

February 13, 2014

By:

/s/ Liu Jia

Liu Jia

Chief Financial Officer

(Principal Financial and Accounting Officer)

**SIGNATURES**

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

**RECON TECHNOLOGY, LTD**

February 13, 2014

By: /s/ Yin Shen ping  
Yin Shen ping  
Chief Executive Officer

**RECON TECHNOLOGY, LTD**

INDEX TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	PAGE
Unaudited Condensed Consolidated Balance Sheets as of June 30, 2013 and December 31, 2013	F-2
Unaudited Condensed Consolidated Statements of Income and Comprehensive Income for the six and three months ended December 31, 2012 and 2013	F-3
Unaudited Condensed Consolidated Statements of Cash Flows for the six months ended December 31, 2012 and 2013	F-4
Notes to Unaudited Condensed Consolidated Financial Statements	F-5
F-1	

**RECON TECHNOLOGY, LTD**  
**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**

	As of June 30, 2013 RMB	As of December 31, 2013 RMB	As of December 31, 2013 U.S. Dollars
<b>ASSETS</b>			
Current assets			
Cash and cash equivalents	¥ 12,350,392	¥ 21,733,565	\$ 3,556,815
Notes receivable	2,578,855	-	-
Trade accounts receivable, net	38,648,780	66,732,266	10,921,096
Trade accounts receivable- related parties, net	18,744,364	17,798,136	2,912,761
Inventories, net	13,271,070	22,070,728	3,611,994
Other receivables, net	19,131,503	14,191,630	2,322,537
Other receivables- related parties	742,528	595,304	97,425
Purchase advances, net	18,412,507	17,680,032	2,893,433
Purchase advances- related parties	394,034	394,034	64,486
Tax recoverable	575,650	-	-
Prepaid expenses	2,853,956	1,630,388	266,821
Deferred tax asset	1,006,721	1,038,932	170,027
Total current assets	128,710,360	163,865,015	26,817,395
Property and equipment, net	1,709,846	1,445,001	236,482
Long-term investment	1,549,450	816,310	133,594
Long-term other receivable	3,502,680	6,627,046	1,084,552
Total Assets	¥ 135,472,336	¥ 172,753,372	\$ 28,272,023
<b>LIABILITIES AND EQUITY</b>			
Current liabilities			
Short-term bank loans	¥ 10,000,000	¥ 19,360,000	\$ 3,168,369
Trade accounts payable	7,384,165	23,101,652	3,780,710
Trade accounts payable- related parties	3,994,718	-	-
Other payables	1,964,691	1,408,449	230,500
Other payable- related parties	4,239,675	3,516,222	575,449
Deferred revenue	3,381,382	3,926,136	642,533
Advances from customers	470,700	554,162	90,692
Accrued payroll and employees' welfare	1,992,783	353,382	57,833
Accrued expenses	488,730	758,000	124,052
Taxes payable	6,754,428	10,047,404	1,644,312
Short-term borrowings- related parties	5,503,279	200,000	32,731
Short-term borrowings- other	570,375	460,000	75,281
Warrants liability	-	5,044,722	825,596
Total current liabilities	46,744,926	68,730,129	11,248,058
Commitments and Contingency			
Equity			
Common stock, (\$ 0.0185 U.S. dollar par value, 25,000,000 shares authorized; 3,951,811 and	529,979	595,335	97,428

Exhibits.

Edgar Filing: Recon Technology, Ltd - Form 10-Q

4,528,311 shares issued and outstanding as of June 30, 2013 and December 31, 2013, respectively)

Additional paid-in capital	69,516,447	77,883,568	12,746,067
Appropriated retained earnings	3,023,231	4,655,550	761,906
Unappropriated retained earnings	8,749,963	12,978,762	2,124,045
Accumulated other comprehensive loss	(293,201)	(231,698)	(37,918)
Total controlling shareholders' equity	81,526,419	95,881,517	15,691,528
Non-controlling interest	7,200,991	8,141,726	1,332,437
Total equity	88,727,410	104,023,243	17,023,965
Total Liabilities and Equity	¥ 135,472,336	¥ 172,753,372	\$ 28,272,023

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

F-2



**RECON TECHNOLOGY, LTD**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND**  
**COMPREHENSIVE INCOME**

	For the six months ended			For the three months ended		
	December 31,			December 31,		
	2012	2013	2013	2012	2013	2013
	RMB	RMB	USD	RMB	RMB	USD
Revenues						
Hardware and software	¥ 31,797,756	¥ 55,339,141	\$ 9,056,550	¥ 23,275,615	¥ 44,242,049	\$ 7,240,451
Service	20,504,959	397,589	65,068	20,504,959	397,589	65,068
Hardware and software - related parties	2,732,077	2,042,306	334,234	2,200,026	1,626,688	266,216
Total revenues	55,034,792	57,779,036	9,455,852	45,980,600	46,266,326	7,571,735
Cost of revenues						
Hardware and software	¥ 20,506,088	¥ 35,599,656	\$ 5,826,076	¥ 14,739,526	¥ 29,480,982	\$ 4,824,722
Service	15,722,614	34,946	5,719	15,701,994	34,946	5,719
Hardware and software - related parties	2,340,892	328,922	53,830	1,519,307	225,986	36,984
Total cost of revenues	38,569,594	35,963,524	5,885,625	31,960,827	29,741,914	4,867,425
Gross profit	16,465,198	21,815,512	3,570,227	14,019,773	16,524,412	2,704,310
Selling and distribution expenses	2,902,994	3,604,440	589,886	1,634,196	2,250,518	368,309
General and administrative expenses	4,485,758	6,457,563	1,056,815	2,502,647	3,715,640	608,085
Research and development expenses	5,732,189	3,353,997	548,900	4,198,860	2,661,397	435,552
Operating expenses	13,120,941	13,416,000	2,195,601	8,335,703	8,627,555	1,411,946
Income from operations	3,344,257	8,399,512	1,374,626	5,684,070	7,896,857	1,292,364
Other income (expenses)						
Subsidy income	800,000	1,018,313	166,652	800,000	684,601	112,039
Interest income	305,588	204,970	33,544	304,278	101,769	16,655
Interest expense	(876,414)	(479,648)	(78,497)	(546,658)	(258,389)	(42,287)
Loss from investment	-	(735,080)	(120,300)	-	(360,466)	(58,992)

Edgar Filing: Recon Technology, Ltd - Form 10-Q

Change in fair value of warrants liability	-	556	91	-	556	91
Gain (loss) from foreign currency exchange	340,061	(119,392)	(19,539)	73,601	(213,692)	(34,972)
Other income (expense)	90,723	(43,946)	(7,192)	(4,416)	(19,632)	(3,213)
Income before income tax	4,004,215	8,245,285	1,349,385	6,310,875	7,831,604	1,281,685
Provision for income tax	454,932	1,459,189	238,804	423,308	1,251,862	204,874
Net Income	3,549,283	6,786,096	1,110,581	5,887,567	6,579,742	1,076,811
Less: Net income attributable to non-controlling interest	605,088	924,981	151,378	599,206	765,071	125,208
Net Income attributable to Recon Technology, Ltd	¥ 2,944,195	¥ 5,861,115	\$ 959,203	¥ 5,288,361	¥ 5,814,671	\$ 951,603
Comprehensive income						
Net income	3,549,283	6,786,096	1,110,581	5,887,567	6,579,742	1,076,811
Foreign currency translation adjustment	(16,172)	77,277	12,647	(210)	82,881	13,564
Comprehensive income	3,533,111	6,863,373	1,123,228	5,887,357	6,662,623	1,090,375
Less: Comprehensive income attributable to non-controlling interest	603,291	932,709	152,643	595,635	773,360	126,565
Comprehensive income attributable to Recon Technology, Ltd	¥ 2,929,820	¥ 5,930,664	\$ 970,585	¥ 5,291,722	¥ 5,889,263	\$ 963,810
Earnings per common share - basic	¥ 0.75	¥ 1.44	\$ 0.24	¥ 1.34	¥ 1.40	\$ 0.23
Earnings per common share - diluted	¥ 0.75	¥ 1.44	\$ 0.24	¥ 1.34	¥ 1.38	\$ 0.23
Weighted - average shares -basic	3,951,811	4,056,963	4,056,963	3,951,811	4,162,115	4,162,115

Edgar Filing: Recon Technology, Ltd - Form 10-Q

Weighted - average shares -diluted	3,951,811	4,056,963	4,056,963	3,951,811	4,224,560	4,224,560
---------------------------------------	-----------	-----------	-----------	-----------	-----------	-----------

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

F-3

**RECON TECHNOLOGY, LTD**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For the six months ended December 31,		
	2012	2013	2013
	RMB	RMB	U.S. Dollars
Cash flows from operating activities:			
Net income	¥ 3,549,283	¥ 6,786,096	\$ 1,110,581
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation	315,157	301,341	49,316
Gain from disposal of equipment	(68,339)	-	-
Provision/(recovery of) for doubtful accounts	(251,451)	378,584	61,957
Share based compensation	907,153	895,509	146,555
Loss from investment	-	735,080	120,300
Deferred tax provision/(benefit)	6,024	(32,211)	(5,272)
Change in fair value of warrants liability	-	(556)	(91)
Restricted shares issued to consulting firm	-	407,972	66,767
Changes in operating assets and liabilities:			
Trade accounts receivable	(20,620,729)	(27,881,579)	(4,562,971)
Trade accounts receivable-related parties	4,145,640	610,501	99,912
Notes receivable	-	2,578,855	422,044
Other receivable, net	(793,654)	1,830,372	299,549
Other receivables related parties, net	(517,022)	147,224	24,094
Purchase advance, net	(1,435,147)	472,846	77,384
Purchase advance-related party, net	699,500	-	-
Tax recoverable	2,790,722	575,650	94,208
Prepaid expense	424,771	1,223,568	200,244
Inventories	11,056,578	(8,799,658)	(1,440,112)
Trade accounts payable	(2,698,700)	15,717,487	2,572,252
Trade accounts payable-related parties	3,421,001	(3,994,718)	(653,757)
Other payables	(958,746)	(556,242)	(91,032)
Other payables-related parties	4,898,274	(723,453)	(118,397)
Deferred income	(258,569)	544,754	89,152
Advances from customers	475,295	83,462	13,659
Accrued payroll and employees' welfare	272,755	(1,639,401)	(268,297)
Accrued expenses	(203,646)	269,270	44,067
Taxes payable	54,589	3,292,976	538,913
Net cash provided by (used in) operating activities	5,210,739	(6,776,271)	(1,108,975)
Cash flows from investing activities:			
Purchase of property and equipment	(490,144)	(36,495)	(5,973)
Proceeds from disposal of equipment	94,154	-	-
Net cash used in investing activities	(395,990)	(36,495)	(5,973)
Cash flows from financing activities:			
Proceeds from short-term bank loans	5,000,000	15,400,000	2,520,293
Repayments of short-term bank loans	(12,000,000)	(6,040,000)	(988,479)
Proceeds from borrowings-related parties	1,610,000	-	-

Edgar Filing: Recon Technology, Ltd - Form 10-Q

Repayment of short-term borrowings	(949,183)	(110,375)	(18,063)
Repayment of short-term borrowings-related parties	(242,434)	(5,303,279)	(867,910)
Proceeds from sale of common stock, net of issuance costs	-	12,132,882	1,985,612
Capital contribution in VIE	20,000	-	-
Net cash provided by (used in) financing activities	(6,561,617)	16,079,228	2,631,453
Effect of exchange rate fluctuation on cash and cash equivalents	282,730	116,711	19,102
Net increase (decrease) in cash and cash equivalents	(1,464,138)	9,383,173	1,535,607
Cash and cash equivalents at beginning of period	3,533,283	12,350,392	2,021,208
Cash and cash equivalents at end of period	¥ 2,069,145	¥ 21,733,565	\$ 3,556,815
Supplemental cash flow information			
Cash paid during the period for interest	¥ 943,986	¥ 689,828	\$ 112,894
Cash paid during the period for taxes	¥ -	¥ -	\$ -

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

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. ORGANIZATION AND NATURE OF OPERATIONS**

**Organization** Recon Technology, Ltd (the “Company”) was incorporated under the laws of the Cayman Islands on August 21, 2007 as a company with limited liability. The Company provides oilfield specialized equipment, automation systems, tools, chemicals and field services to petroleum companies in the People’s Republic of China (the “PRC”). Its wholly owned subsidiary, Recon Technology Co., Limited (“Recon-HK”) was incorporated on September 6, 2007 in Hong Kong. Other than the equity interest in Recon-HK, the Company does not own any assets or conduct any operations. On November 15, 2007, Recon-HK established one wholly owned subsidiary, Jining Recon Technology Ltd. (“Recon-JN”) under the laws of the PRC. Other than the equity interest in Recon-JN, Recon-HK does not own any assets or conduct any operations.

The Company conducts its business through the following PRC legal entities that were consolidated as variable interest entities (“VIEs”) and operate in the Chinese oilfield equipment & service industry:

1. Beijing BHD Petroleum Technology Co., Ltd. (“BHD”), and
2. Nanjing Recon Technology Co., Ltd. (“Nanjing Recon”).

**Nature of Operations** The Company engaged in (1) providing equipment, tools and other hardware related to oilfield production and management, including simple installations in connection with some projects; (2) service to improve production and efficiency of exploited oil wells, and (3) developing and selling its own specialized industrial automation control and information solutions. The products and services provided by the Company include:

*High-Efficiency Heating Furnaces* - High-Efficiency Heating Furnaces are designed to remove the impurities and to prevent solidification blockage in transport pipes carrying crude petroleum. Crude petroleum contains certain impurities including water and natural gas, which must be removed before the petroleum can be sold.

*Multi-Purpose Fissure Shaper* - Multipurpose fissure shapers improve the extractors’ ability to test for and extract petroleum which requires perforation into the earth before any petroleum extractor can test for the presence of oil.

*Horizontal Multistage Fracturing related Service* - The Company mainly uses Baker Hughes FracPoint system and provides related service to oilfield companies. The Baker Hughes FracPoint system provided a completion method using packers to isolate sections of the wellbore (stages) and frac sleeves to direct the frac treatment to the desired stage. The use of this type of completion eliminated the need for cementing the liner, coiled tubing operations, and wireline operations, while significantly reducing overall pumping time.

*Supervisory Control and Data Acquisition System (“SCADA”)* - SCADA is an industrial computerized process control system for monitoring, managing and controlling petroleum extraction. SCADA integrates underground and aboveground activities of the petroleum extraction industry. This system can help to manage the oil extraction process in real-time to reduce the costs associated with extraction.

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES**

**Reclassification** The Company made some reclassification of revenue from software - related parties for the three and six months ended December 31, 2012.

**Basis of Presentation** - The accompanying unaudited condensed consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The

accompanying unaudited condensed consolidated financial statements include the accounts of the Company, its subsidiaries, and VIEs for which the Company is the primary beneficiary. All inter-company transactions and balances between the Company, its subsidiaries and VIEs are eliminated upon consolidation. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, consisting only of normal recurring entries, which are necessary for a fair presentation of the results for the interim periods presented. These financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's Form 10-K for the fiscal year ended June 30, 2013. The results of operations for the interim periods presented may not be indicative of the operating results to be expected for the Company's fiscal year ending June 30, 2014.

F-5

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**Variable Interest Entities** - A VIE is an entity that either (i) has insufficient equity to permit the entity to finance its activities without additional subordinated financial support or (ii) has equity investors who lack the characteristics of a controlling financial interest. A VIE is consolidated by its primary beneficiary. The primary beneficiary has both the power to direct the activities that most significantly impact the entity's economic performance and the obligation to absorb losses or the right to receive benefits from the entity that could potentially be significant to the VIE. We perform ongoing assessments to determine whether an entity should be considered a VIE and whether an entity previously identified as a VIE continues to be a VIE and whether we continue to be the primary beneficiary.

Assets recognized as a result of consolidating VIEs do not represent additional assets that could be used to satisfy claims against the Company's general assets. Conversely, liabilities recognized as a result of consolidating these VIEs do not represent additional claims on the Company's general assets; rather, they represent claims against the specific assets of the consolidated VIEs.

**Currency Translation** - The Company's functional currency is the Chinese Yuan ("RMB") and the accompanying consolidated financial statements have been expressed in Chinese Yuan. The statements as of and for the three months period ended December 31, 2013 have been translated into United States dollars ("U.S. dollars") solely for the convenience of the readers. The translation has been made at the rate of ¥6.1104 = US\$1.00, the approximate exchange rate prevailing on December 31, 2013. These translated U.S. dollar amounts should not be construed as representing Chinese Yuan amounts or that the Chinese Yuan amounts have been or could be converted into U.S. dollars.

**Estimates and assumptions**- The preparation of the consolidated financial statements in conformity with U.S. GAAP requires that management make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Estimates are adjusted to reflect actual experience when necessary. Significant estimates include revenue recognition, allowance for doubtful accounts, the useful lives of property and equipment and the fair value of stock based payments. Since the use of estimates is an integral component of the financial reporting process, actual results could differ from those estimates.

**Fair Values of Financial Instruments** - The US GAAP accounting standards regarding fair value of financial instruments and related fair value measurements define fair value, establish a three-level valuation hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The three levels of inputs are defined as follows:

Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 inputs to the valuation methodology are unobservable.

The carrying amounts reported in the consolidated balance sheets for trade accounts receivable, other receivables, purchase advances, trade accounts payable, accrued liabilities, advances from customers, short-term bank loan and



short-term borrowings approximate fair value because of the immediate or short-term maturity of these financial instruments. Long-term borrowings approximate fair value because the interest rate charged approximates the market rate. Long-term other receivables approximate fair value because interest rate approximates the market rate. Long-term investment is carried at less than fair value, with fair value determined using level 1 inputs. (See Note 8.)

The fair value of the warrants liability was determined using the Black-Scholes Model, as Level 2 inputs (See Note 13).

***Cash and Cash Equivalents*** - Cash and cash equivalents are comprised of cash on hand, demand deposits and highly liquid short-term debt investments with stated original maturities of no more than three months. Since a majority of the bank accounts are located in the PRC, those bank balances are uninsured.

F-6

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**Trade Accounts and Other Receivables** - Accounts receivable are carried at original invoiced amount less a provision for any potential uncollectible amounts. Accounts are considered past due when the related receivables are more than a year old. Provision is made against trade accounts and other receivables to the extent they are considered to be doubtful. Accounts are written off after extensive efforts at collection. Other receivables arise from transactions with non-trade customers.

**Purchase Advances** - Purchase advances are the amounts prepaid to suppliers for purchases of inventory and are recognized as inventory when the final amount is paid to the suppliers and the inventory is delivered.

**Inventories** - Inventories are stated at the lower of cost or market value, on a weighted average basis for BHD. Inventories are stated at the lower of cost or market value, on a first-in-first-out basis for Nanjing Recon and ENI. The methods of determining inventory costs are used consistently from year to year. Allowance for inventory obsolescence is provided when the market value of certain inventory items are lower than the cost.

**Tax Recoverable** Tax recoverable represented amounts paid for value added tax (“VAT”) on purchases in the PRC amounting to ¥575,650 at June 30, 2013 and none at December 31, 2013. The amount can be used to offset VAT payable on sales made by the Company.

**Property and Equipment** - Property and equipment are stated at cost. Depreciation on motor vehicles and office equipment is computed using the straight-line method over the estimated useful lives of the assets, which range from two to ten years. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the assets.

**Long-term investment** Long-term investment in equity over which the Company has the ability to exercise significant influence but not control, and that, in general, are 20-50 percent owned, are stated at cost plus equity in undistributed net income (loss) of the investee. These investments are evaluated for impairment, in which an impairment loss would be recorded whenever a decline in the value of an equity investment below its carrying amount is determined to be “other than temporary.” In judging “other than temporary,” the Company would consider the length of time and extent to which the fair value of the investment has been less than the carrying amount of the investment, the near-term and longer-term operating and financial prospects of the investee, and the Company’s longer-term intent of retaining the investment in the investee.

**Long-Lived Assets** - The Company applies the ASC Topic 360 “Property, plant and equipment.” ASC Topic 360 requires that long-lived assets, such as property and equipment be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated undiscounted future cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds the fair value of the asset. Fair value is determined based on the estimated discounted future cash flows expected to be generated by the asset. There were no impairments at June 30, 2013 and December 31, 2013.

**Revenue Recognition** - The Company recognizes revenue when the following four criteria are met: (1) persuasive evidence of an arrangement, (2) delivery has occurred or services have been provided, (3) the sales price is fixed or determinable, and (4) collectability is reasonably assured. Delivery does not occur until products have been shipped or services have been provided to the customers and the customers have signed a completion and acceptance report, risk of loss has transferred to the customers, customers acceptance provisions have lapsed, or the Company has objective

evidence that the criteria specified in customers' acceptance provisions have been satisfied. The sales price is not considered to be fixed or determinable until all contingencies related to the sale have been resolved.

Hardware:

Revenue from hardware sales is generally recognized when the product is shipped to the customer and when there are no unfulfilled company obligations that affect the customer's final acceptance of the arrangement.

F-7

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**Software:**

The Company sells self-developed software. For software sales, the Company recognizes revenues in accordance with ASC Topic 985 - 605 "Software Revenue Recognition". Revenue from software is recognized according to project contracts. Contract costs are accumulated during the periods of installation and testing or commissioning. Usually this is short term. Revenue is not recognized until completion of the contracts and receipt of acceptance statements.

**Service:**

The Company provides services to improve software function and system operation on separated fixed-price contracts. Revenue is recognized on the completed contract method when acceptance is determined by a completion report signed by the customer.

Deferred revenue represents unearned amounts billed to customers related to sales contracts.

**Subsidy Income** - Grants are given 1) by the government to support local software companies' operation and research and development and 2) by some local government to support development of selected middle and small-sized enterprises. Grants related to research and development projects are recognized as subsidy income in the unaudited condensed consolidated statements of operations when received. Grants in the form of value-added-tax refund for software products are recognized when received.

**Share-Based Compensation** - The Company accounts for share-based compensation in accordance with ASC Topic 718, *Share-Based Payment*. Under the fair value recognition provisions of this topic, share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense with graded vesting on a straight line basis over the requisite service period for the entire award. The Company has elected to recognize compensation expenses mainly using the Black-Scholes valuation model estimated at the grant date based on the award's fair value.

**Income Taxes** - Income taxes are provided based upon the liability method of accounting pursuant to ASC Topic 740, *Accounting for Income Taxes*. Provisions for income taxes are based on taxes payable or refundable for the current year and deferred taxes. Deferred taxes are provided on differences between the tax bases of assets and liabilities and their reported amounts in the financial statements, and tax carry forwards. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. The Company has not been subject to any income taxes in the United States or the Cayman Islands.

Under ASC Topic 740, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position would be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. Income tax returns for the years prior to 2009 are no longer subject to examination by tax authorities.

**Earnings (loss) per Share ("EPS")** - Basic EPS is computed by dividing net income (loss) attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding. Diluted EPS are computed by dividing net income (loss) attributable to ordinary shareholders by the weighted-average number of ordinary shares and dilutive potential ordinary share equivalents outstanding.

Basic net income per share is computed by dividing net income available to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period. Diluted income per share is computed by dividing net income by the weighted average number of shares of ordinary shares, ordinary shares equivalents and potentially dilutive securities outstanding during each period. Potentially dilutive ordinary shares consist of ordinary shares issuable upon the conversion of ordinary stock options, restricted shares and warrants (using the treasury stock method). However, the effect from options, restricted shares and warrants would have been anti-dilutive due to the fact that the weighted average exercise price per share of options, restricted shares and warrants is higher than the weighted average market price per ordinary share during the six months ended December 31, 2012 and 2013. For the three months ended December 31, 2013, there were 62,445 restricted shares included in the weighted average dilutive shares calculation.

F-8

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 3. TRADE ACCOUNTS RECEIVABLE, NET**

Accounts receivable consisted of the following:

	June 30, 2013	December 31, 2013	December 31, 2013
Third Party	RMB	RMB	U.S. Dollars
Trade accounts receivable	¥ 42,993,298	¥ 70,874,876	\$ 11,599,057
Allowance for doubtful accounts	(4,344,518)	(4,142,610)	(677,961)
Total - third- party, net	¥ 38,648,780	¥ 66,732,266	\$ 10,921,096
	June 30, 2013	December 31, 2013	December 31, 2013
Related Party	RMB	RMB	U.S. Dollars
Beijing Yabei Nuoda Science and Technology Co. Ltd.	¥ 19,722,574	¥ 19,112,072	\$ 3,127,794
Allowance for doubtful accounts	(978,210)	(1,313,936)	(215,033)
Total - related-parties, net	¥ 18,744,364	¥ 17,798,136	\$ 2,912,761

One of the Founders, Mr. Yin Shenping, is the legal representative of Beijing Yabei Nuoda Science and Technology Co. Ltd (“Yabei Nuoda”). The founder does not have any equity interest in this company currently. The receivable from Yabei Nuoda was generated primarily from the sale of automation system and services based on written contracts.

**NOTE 4. OTHER RECEIVABLES, NET**

Other receivables consisted of the following:

	June 30, 2013	December 31, 2013	December 31, 2013
Third Party	RMB	RMB	U.S. Dollars
Current Portion			
Due from ENI (A)	¥ 6,799,669	¥ 2,474,147	\$ 404,908
Loans to third parties (B)	8,440,639	7,462,126	1,221,217
Business advance to staff (C)	2,977,176	4,113,633	673,218
Deposits for projects	185,669	276,314	45,220
Others	1,210,230	332,424	54,403

Edgar Filing: Recon Technology, Ltd - Form 10-Q

Allowance for doubtful accounts	(481,880)	(467,014)	(76,429)
Total	¥ 19,131,503	¥ 14,191,630	\$ 2,322,537

F-9

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

Third Party	June 30, 2013	December 31, 2013	December 31, 2013
Non-Current Portion	RMB	RMB	U.S. Dollars
Due from ENI (A)	¥ 3,502,680	¥ 6,627,046	\$ 1,084,552
Total	¥ 3,502,680	¥ 6,627,046	\$ 1,084,552

- Due from ENI represents a working capital loan to the Company's former VIE. The loan balance had been an intercompany balance and was eliminated in the Company's consolidated financial statements before the deconsolidation of ENI. It was reclassified to other receivables after ENI ceased to be a VIE of the Company on December 16, 2010. In January 2012, ENI agreed to repay the loan on a payment schedule, and interest is accruing during the period at an annual rate of 4%. In accordance with the payment schedule, the principal plus accrued interest is required to be repaid over approximately three years on a quarterly basis beginning March 2012. The first four payments were RMB 1.2 million each. In March, June, September and December of 2012, the Company received an aggregate of RMB 4.8 million. Starting March 2013, installments for each quarter would be ¥1,777,653. The Company has received the payments timely in March and June of 2013. On September 30, 2013, ENI proposed to extend the payment period and resigned an agreement with the Company. According to the new agreement, the remaining balance of this loan would be repaid over four years with installments of ¥699,147 each quarter including interest. The payments required after 1 year are RMB 6,627,046 (\$1,084,552).
- (A)
- (B) Loans to third parties are mainly used for short-term funding to support cooperative companies. These loans are due on demand bearing no interest.
- (C) Business advance to staff represents advances for business travel and sundry expenses related to oilfield or on-site installation and inspection of products through customer approval and acceptance.

Other receivables - related parties represent loans to related parties for working capital advances to related entities. Such advances are due-on-demand and non-interest bearing.

Below is a summary of other receivables - related parties which consisted of the following:

Related Party	June 30, 2013	December 31, 2013	December 31, 2013
Name of Related Party	RMB	RMB	U.S. Dollars
Beijing Yabei Nuoda Science and Technology Co. Ltd.	¥ 500,000	¥ 500,000	\$ 81,828
Other-travel advances (A)	242,528	95,304	15,597
Total	¥ 742,528	¥ 595,304	\$ 97,425

- (A) Other travel advances were paid to the Company's management.

**NOTE 5. PURCHASE ADVANCES**



Edgar Filing: Recon Technology, Ltd - Form 10-Q

The Company purchased products and services from a third-party and a related party during the normal course of business. Purchase advances consisted of the following:

Third Party	June 30, 2013 RMB	December 31, 2013 RMB	December 31, 2013 U.S. Dollars
Prepayment for inventory purchase	¥ 19,237,449	¥ 18,764,603	\$ 3,070,929
Allowance for doubtful accounts	(824,942)	(1,084,571)	(177,496)
Total	¥ 18,412,507	¥ 17,680,032	\$ 2,893,433

F-10

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

Below is a summary of purchase advances to related party.

	June 30, 2013 RMB	December 31, 2013 RMB	December 31, 2013 U.S. Dollars
Related Party Xiamen Huangsheng Hitek Computer Network Co. Ltd.	¥ 394,034	¥ 394,034	\$ 64,486
Total	¥ 394,034	¥ 394,034	\$ 64,486

One of the Founders and a family member collectively own 57% of Xiamen Huasheng Haitian Computer Network Co. Ltd.

**NOTE 6. INVENTORIES**

Inventories consisted of the following:

	June 30, 2013 RMB	December 31, 2013 RMB	December 31, 2013 U.S. Dollars
Small component parts	¥ 45,314	¥ 52,922	\$ 8,661
Work in process	1,356,755	1,820,448	297,926
Finished goods	11,869,001	20,197,358	3,305,407
Total inventories	¥ 13,271,070	¥ 22,070,728	\$ 3,611,994

There was no inventory obsolescence reserve at June 30, 2013 and December 31, 2013.

**NOTE 7. PROPERTY AND EQUIPMENT, NET**

Property and equipment consisted of the following:

	June 30, 2013 RMB	December 31, 2013 RMB	December 31, 2013 U.S. Dollars
Motor vehicles	¥ 2,683,250	¥ 2,683,250	\$ 439,128
Office equipment and fixtures	593,654	630,150	103,127
Total property and equipment	3,276,904	3,313,400	542,255
Less: Accumulated depreciation	(1,567,058)	(1,868,399)	(305,773)

Exhibits.

Edgar Filing: Recon Technology, Ltd - Form 10-Q

Property and equipment, net	¥	1,709,846	¥	1,445,001	\$	236,482
-----------------------------	---	-----------	---	-----------	----	---------

Depreciation expense was ¥242,778 and ¥150,973 (\$24,708) for the three months ended December 31, 2012 and 2013, respectively.

Depreciation expense was ¥315,157 and ¥301,341 (\$49,316) for the six months ended December 31, 2012 and 2013, respectively.

F-11

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 8. Long-term investment**

On June 28, 2013, the Company purchased 2,800,000 restricted shares of Avalon Oil and Gas, Inc. ("Avalon") for \$0.089 per share, or approximately ¥1.5 million (\$250,000). Since the restriction for the shares is for two years, the Company was able to acquire the shares at 50% of the market value. As a result, Recon owns 32.22% of Avalon's outstanding shares. The investment was accounted for using the equity method and no gain or loss from equity investment was recorded for the year ended June 30, 2013 due to immateriality. As of December 31, 2013, Recon owned 24.98% of Avalon's outstanding shares due to Avalon issuing more shares. Avalon is an independent US domestic oil and natural gas producer listed on the OTCBB under the ticker symbol AOGN. Avalon is building a portfolio of oil and gas producing properties to generate asset growth. Since Avalon's operating results for six months ended December 31, 2013 were not available as of the filing date, the Company used Avalon's operating results from July to September as the best estimate to calculate its investment loss. For the three and six months ended December 31, 2013, Avalon had revenue of approximately \$40,000 and \$80,000 (estimated), net loss of \$0.2 million and \$0.4 million (estimated), respectively. The Company recorded unrealized loss from investment of ¥360,466 (\$58,992) and ¥735,080 (\$120,300) for the three and six months ended December 31, 2013.

**NOTE 9. OTHER PAYABLES**

Other payables consisted of the following:

	June 30, 2013 RMB	December 31, 2013 RMB	December 31, 2013 U.S. Dollars
Third Party			
Consulting services	¥ 1,199,716	¥ 307,048	\$ 50,250
Due to ENI (A)	148,000	-	-
Distributors and employees	580,648	1,080,418	176,816
Others	36,327	20,983	3,434
Total	¥ 1,964,691	¥ 1,408,449	\$ 230,500

(A) A former VIE of the Company, which ceased to be a VIE on December 16, 2010.

	June 30, 2013 RMB	December 31, 2013 RMB	December 31, 2013 U.S. Dollars
Related Party			
Due to related parties (1)	¥ 2,860,824	2,560,638	\$ 419,063
Expenses paid by the major shareholders	467,499	527,098	86,262
Due to family member of one owner on behalf on Recon	716,000	250,000	40,914

Exhibits.

Edgar Filing: Recon Technology, Ltd - Form 10-Q

Due to management staff on behalf of Recon	195,352	178,486	29,210
Total	¥ 4,239,675	¥ 3,516,222	\$ 575,449

Includes an advance from Yabei Nuoda for RMB 61,291 and an advance from Xiamen Henda Haitek for RMB (1) 2,499,347 to supplement the Company's working capital. The advances are payable on demand and non-interest bearing.

F-12

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 10. TAXES PAYABLE**

Taxes payable consisted of the following:

	June 30, 2013 RMB	December 31, 2013 RMB	December 31, 2013 U.S. Dollars
VAT payable	¥ 2,802,890	¥ 4,549,933	\$ 744,621
Business tax payable	75,865	75,865	12,416
Enterprise income tax payable	3,850,288	5,329,188	872,150
Other taxes payable	25,385	92,418	15,125
Total taxes payable	¥ 6,754,428	¥ 10,047,404	\$ 1,644,312

**NOTE 11. SHORT-TERM BANK LOANS**

Short-term bank loans consisted of the following:

	June 30, 2013 RMB	December 31, 2013 RMB	December 31, 2013 U.S. Dollars
Communication Bank, 6.6% annual interest, due on November 15, 2014	¥ 3,090,000	¥ 3,090,000	¥ 505,695
Communication Bank, 6.6% annual interest, due on November 15, 2014	1,910,000	1,910,000	312,582
Beijing Bank, 5.75% annual interest, due on February 25, 2014	1,200,000	840,000	137,471
Beijing Bank, 5.75 % annual interest, due on February 27, 2014	600,000	420,000	68,735
Beijing Bank, 5.75 % annual interest, due on April 9, 2014	1,200,000	1,200,000	196,386
Beijing Bank, 5.75 % annual interest, due on April 16, 2014	900,000	900,000	147,290
Beijing Bank, 5.75 % annual interest, due on March 11, 2014	1,100,000	1,100,000	180,021
Industrial and commercial bank, floating interest rate at 6.3%, due on July 28, 2014	-	3,060,000	500,786

Exhibits.

Edgar Filing: Recon Technology, Ltd - Form 10-Q

Industrial and commercial bank, floating interest rate at 6.3%, due on August 8, 2014	-	1,000,000	163,655
Industrial and commercial bank, floating interest rate at 6.3%, due on February 24, 2014	-	3,000,000	490,966
Industrial and commercial bank, floating interest rate at 6.3%, due on June 12, 2014	-	2,840,000	464,782
Total short-term bank loans	¥ 10,000,000	¥ 19,360,000	\$ 3,168,369

Interest expense for short-term bank loans was ¥272,284 and ¥257,085 (\$42,073) for the three months ended December 31, 2012 and 2013, respectively.

Interest expense for short-term bank loans was ¥746,409 and ¥476,757 (\$78,024) for the six months ended December 31, 2012 and 2013, respectively.

**NOTE 12. SHORT-TERM BORROWINGS**

Short-term borrowings are generally extended upon maturity and consisted of the following:

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

	June 30, 2013	December 31, 2013	December 31, 2013
	RMB	RMB	U.S. Dollars
Short-term borrowings due to non-related parties:			
Short-term borrowing, 6% annual interest, due on November 9, 2013	¥ 70,375	¥ -	\$ -
Short-term borrowings with no interest, beginning April 22, 2013, due on April 21, 2014	500,000	460,000	75,281
Total short-term borrowings due to non-related parties	¥ 570,375	¥ 460,000	\$ 75,281

Interest expense for short-term borrowings due to non-related parties was ¥28,606 and ¥469 (\$77) for the three months ended December 31, 2012 and 2013, respectively.

Interest expense for short-term borrowings due to non-related parties was ¥67,634 and ¥1,525 (\$250) for the six months ended December 31, 2012 and 2013, respectively.

	June 30, 2013	December 31, 2013	December 31, 2013
	RMB	RMB	U.S. Dollars
Short-term borrowings due to related parties:			
Due-on-demand borrowings from Founders, no interest	¥ 6,377	¥ -	\$ -
Short-term borrowing from a Founder's family member, 6% annual interest, matures and paid off by December 21, 2013	3,653,906	-	-
Short-term borrowing from a Founder's family member, 6% annual interest, matures and paid off by November 29, 2013	1,610,000	-	-
Short-term borrowings from Xiamen Huasheng Haitian Computer Network Co. Ltd., no interest, due on November 14, 2014	200,000	200,000	32,731
Short-term borrowings from management, 6% annual interest, matures and paid off by December 7, 2013	32,996	-	-
Total short-term borrowings due to related parties	¥ 5,503,279	¥ 200,000	\$ 32,731

Interest expense for short-term borrowings due to related parties was ¥58,790 and ¥910 (\$149) for the three months ended December 31, 2012 and 2013, respectively.

Interest expense for short-term borrowings due to related parties was ¥113,907 and ¥1,441 (\$236) for the six months ended December 31, 2012 and 2013, respectively.

**Note 13 Warrants liability**

In connection with the stock offering in November 2013, the Company issued warrants to certain institutional investors and placement agent to purchase 218,600 ordinary shares (see details in Note 14).



According to ASC 815-40, if the strike price of the warrants is denominated in a currency other than the Company's functional currency, the warrants are not considered indexed to the entity's own stock. The Company's functional currency is RMB and the strike price of the warrants is denominated in USD, as a result, the warrants are classified as liabilities with all future changes in the fair value of these warrants recognized in earnings until such time as the warrants are exercised or expired.

F-14

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

These common stock purchase warrants do not trade in an active securities market, and as such, their fair value is estimated by using the Cox-Ross-Rubinstein (CRR) Binomial Model using the following assumptions:

	December 31, 2013	November 29, 2013		
Annual dividend yield	-	-		
Exercised price	5.38	5.38		
Underlying price at grant date	3.86	3.86		
Expected life (years)	3	3		
Risk-free interest rate	0.78	%	0.56	%
Expected volatility	272	%	272	%

Expected volatility is based on the historical volatility of the Company's common stock. The Company has no reason to believe future volatility over the expected remaining life of these warrants is likely to differ materially from historical volatility. The expected life is based on the remaining term of the warrants. The risk-free interest rate is based on U.S. Treasury securities according to the remaining term of the warrants. The expected dividend yield was based on the Company's current and expected dividend policy.

The following table sets forth by level within the fair value hierarchy the warrants liability that was accounted at fair value on a recurring basis.

	Fair Value Measurement at December 31, 2013			Carrying Value at December 31, 2013	Carrying Value at December 31, 2013
	Level 1	Level 2	Level 3	RMB	USD
Warrants liability	¥ -	¥ 5,044,722	¥ -	¥ 5,044,722	\$ 825,596

The following is a reconciliation of the beginning and ending balance of the assets and liabilities measured at fair value on a recurring basis for six months ended December 31, 2013:

For the six months ended December 31, 2013:

	Changes in warrants liability RMB	USD
Beginning balance - June 30, 2013	¥ -	\$ -
Initial measurement of warrants liability on November 29, 2013	5,045,278	825,687
Change in warrants liability from November 29, 2013 to December 31, 2013	(556)	(91)

Edgar Filing: Recon Technology, Ltd - Form 10-Q

Ending balance - December 31, 2013	¥	5,044,722	\$	825,596
------------------------------------	---	-----------	----	---------

F-15

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 14. SHAREHOLDERS' EQUITY**

**Stock offering** On November 25, 2013, the Company entered into a securities purchase agreement (“Purchase Agreement”) with certain institutional investors for the sale of 546,500 ordinary shares in a registered direct offering at the price of \$4.81 per ordinary share (amended to \$4.30 per ordinary share on November 29, 2013). The net cash proceeds received from the stock offering, after deducting placement agency fees and other associated fees, were ¥12,132,882 (approximately \$2.0 million). In addition, warrants to purchase 163,950 ordinary shares in the aggregate were issued to the investors. The warrants will be exercisable immediately as of the date of issuance at an exercise price of \$6.01 per ordinary share (amended to \$5.38 per ordinary share on November 29, 2013) and expire three years from the date of issuance. The Company also issued warrants to purchase 54,650 ordinary shares to the placement agent (“Placement Agent Warrant”). The Placement Agent Warrants are on substantially the same terms as the warrants issued pursuant to the Purchase Agreement, except that these warrants are not exercisable for a period of six months and will expire three years from the initial exercise date.

In addition to the above warrants issued to the placement agent, the Company granted 170,000 shares of warrants on connection with its IPO offering, and none of these warrants was exercised during this period.

**Appropriated Retained Earnings** - According to the Memorandum and Articles of Association, the Company is required to transfer a certain portion of its net profit, as determined under PRC accounting regulations, from current net income to the statutory reserve fund. In accordance with the PRC Company Law, companies are required to transfer 10% of their profit after tax, as determined in accordance with PRC accounting standards and regulations, to the statutory reserves until such reserves reach 50% of the registered capital or paid-in capital of the companies. As of June 30, 2013 and December 31, 2013, the balance of total statutory reserves was ¥3,023,231 and ¥4,655,550 (\$761,906), respectively.

**NOTE 15. STOCK-BASED COMPENSATION****Stock-Based Awards Plan**

**2009 Options Plan** - The Company granted options to purchase 293,000 ordinary shares under the Stock Incentive 2009 Plan to its employees and non-employee directors on July 29, 2009. The options have an exercise price of \$6.00, equal to the IPO price of the Company’s ordinary shares, and will vest over a period of five years, with the first 20% vesting on July 29, 2010. The options expire ten years after the date of grant, on July 29, 2019. The fair value was estimated on July 29, 2009 using the Binomial Lattice valuation model, with the following weighted-average assumptions:

Stock price at grant date	\$ 6.00	
Exercise price (per share)	\$ 6.00	
Risk free rate of interest***	4.6118	%
Dividend yield	0.0	%
Life of option (years)**	10	
Volatility*	78	%
Forfeiture rate****	0	%

\* Volatility is projected using the performance of PHLX Oil Service Sector index.

\*\* The life of options represents the period the option is expected to be outstanding.

\*\*\* The risk-free interest rate is based on the Chinese international bond denominated in U.S. dollar, with a maturity that approximates the life of the option.

\*\*\*\* Forfeiture rate is the estimated percentage of options forfeited by employees by leaving or being terminated before vesting.

The Company recognizes compensation cost for awards with graded vesting on a straight-line basis over the requisite service period for the entire award. The grant date fair value of the options was ¥30.17 (\$4.42) per share.

F-16

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

*2012 Options Plan* The Company granted options to purchase 415,000 ordinary shares to its employees and non-employee director on March 26, 2012. The options have an exercise price of \$2.96, which was equal to the share price of the Company's ordinary shares at March 26, 2012, and will vest over a period of five years, with the first 20% vesting on March 26, 2013. The options expire ten years after the date of grant, on March 26, 2022.

The Company recognizes compensation cost for awards with graded vesting on a straight-line basis over the requisite service period for the entire award. The grant date fair value of the options was ¥10.06 (\$1.49) per share.

The following is a summary of the stock options activity:

Stock Options	Shares	Weighted Average Exercise Price Per Share	
Outstanding as of July 1, 2013	608,000	\$	3.93
Granted	-		-
Forfeited	(44,000)		(3.93)
Exercised	-		-
Outstanding as of December 31, 2013	564,000	\$	3.93

The following is a summary of the status of options outstanding and exercisable at December 31, 2013:

Outstanding Options			Exercisable Options		
Average Exercise Price	Number	Average Remaining Contractual life (Years)	Average Exercise Price	Number	Average Remaining Contractual life (Years)
\$ 6.00	193,000	5.58	\$ 6.00	154,400	5.58
\$ 2.96	371,000	8.24	\$ 2.96	74,200	8.24

For the six months ended December 31, 2013, the Company has granted restricted shares of common stock to senior management and consultants as follow:

On October 31, 2013, the Company issued 30,000 restricted shares to a consulting firm for consulting services. The total value amounted to ¥407,972 (\$66,420), based on the stock closing price of \$2.21 at September 30, 2013.

On December 13, 2013, the Company granted 95,181 restricted shares to Mr. Yin Shenping and 135,181 restricted shares to Mr. Chen Guangqiang at an aggregate value of ¥4,207,496 (\$688,782), based on the stock closing price of \$2.99 at December 13, 2013. These restricted shares will be vested over three years with one third of the shares vesting every year from the grant date. Share-based compensation expense recorded for restricted shares granted were ¥66,229(\$10,842) for the three and six months ended December 31, 2013. Total unrecognized share-based compensation expense for these shares as of December 31, 2013 was approximately ¥4.1 million (\$0.7 million), which are expected to be recognized over a weighted average period of approximately 2.95 years.

The Share-based compensation expense recorded for stock options granted were ¥452,348 and ¥414,326 (\$67,767) for the three months ended December 31, 2012 and 2013, respectively. The total share-based compensation expense recorded for stock options granted were ¥907,153 and ¥895,509 (\$146,555) for the six months ended December 31, 2012 and 2013, respectively. The total unrecognized share-based compensation expense for stock options as of December 31, 2013 was approximately ¥3.1 million (\$0.5 million), which is expected to be recognized over a weighted average period of approximately 2.73 years.

F-17

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

Following is a summary of the restricted stock grants:

Restricted stock grants	Shares
Nonvested as of June 30, 2013	-
Granted	260,362
Forfeited	-
Vested	(30,000)
Nonvested as of December 31, 2013	230,362

**NOTE 16. INCOME TAX**

The Company is not subject to any income taxes in the United States or the Cayman Islands and had minimal operations in jurisdictions other than the PRC. BHD and Nanjing Recon are subject to PRC's income taxes as PRC domestic companies. For the calendar years 2012 and 2013, Nanjing Recon is subject to an income tax rate of 15%.

As approved by the domestic tax authority in the PRC, BHD was recognized as a government-certified high technology company on November 25, 2009 and is subject to an income tax rate of 15% through November 2015.

Deferred tax assets are comprised of the following:

	June 30, 2013 RMB	December 31, 2013 RMB	December 31, 2013 U.S. Dollars
Allowance for doubtful receivables	¥ 1,006,721	¥ 1,038,932	\$ 170,027
Total deferred income tax assets	¥ 1,006,721	¥ 1,038,932	\$ 170,027

The Company's tax provision (benefit) is comprised of the following:

	For the three months ended December 31,		
	2012 RMB	2013 RMB	2013 U.S. Dollars
Current income tax provision	¥ 448,908	¥ 1,295,941	\$ 212,088
Deferred income taxes benefit	(25,600)	(44,079)	(7,214)
Provision for income tax	¥ 423,308	¥ 1,251,862	\$ 204,874



F-18

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

	For the six months ended December 31,		
	2012	2013	2013
	RMB	RMB	U.S. Dollars
Current income taxes	¥ 448,908	¥ 1,491,400	\$ 244,076
Deferred income taxes provision (benefit)	6,024	(32,211)	(5,272)
Provision for income tax	¥ 454,932	¥ 1,459,189	\$ 238,804

**NOTE 17. NON-CONTROLLING INTEREST**

Non-controlling interest consisted of the following:

	As of June 30, 2013			
	BHD	Nanjing Recon	Total	Total
	RMB	RMB	RMB	U.S. Dollars
Paid-in capital	¥ 1,651,000	¥ 200,000	¥ 1,851,000	\$ 299,118
Unappropriated retained earnings	2,717,231	2,665,337	5,382,568	869,812
Accumulated other comprehensive loss	(18,793)	(13,784)	(32,577)	(5,265)
Total non-controlling interest	¥ 4,349,438	¥ 2,851,553	¥ 7,200,991	\$ 1,163,665

  

	As of December 31, 2013			
	BHD	Nanjing Recon	Total	Total
	RMB	RMB	RMB	U.S. Dollars
Paid-in capital	¥ 1,651,000	¥ 200,000	¥ 1,851,000	\$ 302,926
Unappropriated retained earnings	3,170,480	3,137,068	6,307,548	1,032,264
Accumulated other comprehensive loss	(10,856)	(5,965)	(16,822)	(2,753)
Total non-controlling interest	¥ 4,810,624	¥ 3,331,103	¥ 8,141,726	\$ 1,332,437

**NOTE 18. CONCENTRATIONS**

For the three months ended December 31, 2012 and 2013, the two largest customers, China National Petroleum Corporation (“CNPC”) and China Petroleum & Chemical Corporation Limited (“SINOPEC”), represented 22.6%, 58.6% and 50.7%, 14.0% of the Company’s revenue, respectively.

For the six months ended December 31, 2012 and 2013, the two largest customers, China National Petroleum Corporation (“CNPC”) and China Petroleum & Chemical Corporation Limited (“SINOPEC”), represented 28.2%, 51.1% and 48.04%, 18.01% of the Company’s revenue, respectively.

For the three and six months ended December 31, 2012, one supplier, Hebei Huanghua Xiangtong Technical Co. Ltd, accounted for 23% and 27% of the company’s total purchases. For the three and six months ended December 31, 2013, four major suppliers accounted for 52.7% and 48.8% of the company’s total purchases

F-19

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 19. COMMITMENTS AND CONTINGENCY****(a) Office Leases**

The Company leased three offices in Beijing (two for BHD; one for Recon-JN), one office in Jining for Recon-JN and one office in Nanjing for Nanjing Recon. Future payments under such leases are as follows as of December 31, 2013:

	Twelve months ending December 31, Office lease payment	
	RMB	U.S. Dollars
2014	¥ 1,282,400	\$ 209,872
2015	100,000	16,366
Total	¥ 1,382,400	\$ 226,237

**(b) Contingency**

The Labor Contract Law of the PRC requires employers to assure the liability of severance payments if employees are terminated and have been working for the employers for at least two years prior to January 1, 2008. The employers will be liable for one month of severance pay for each year of the service provided by the employees. As of December 31, 2013, the Company estimated its severance payments of approximately ¥1.2 million (\$0.2 million) which has not been reflected in its unaudited condensed consolidated financial statements because the Company has determined that the likelihood to make these payments is remote.

**NOTE 20. RELATED PARTY TRANSACTIONS AND BALANCES**

*Sales to related parties* sales to related parties consisted of the following:

	For the three months ended December 31,		
	2012 RMB	2013 RMB	2013 U.S. Dollars
Beijing Yabei Nuoda Science and Technology Co. Ltd.	¥ 1,644,470	¥ 1,242,073	\$ 203,272
Xiamen Henda Haitian computer network Inc	555,556	384,615	62,944
Revenues from related parties	¥ 2,200,026	¥ 1,626,688	\$ 266,216
	For the six months ended December 31,		
	2012 RMB	2013 RMB	2013 U.S. Dollars
Beijing Yabei Nuoda Science and Technology Co. Ltd.	¥ 2,176,521	¥ 1,358,546	\$ 222,333
Beijing Adaer Oil Technology Co., Ltd.	-	-	-

Edgar Filing: Recon Technology, Ltd - Form 10-Q

Xiamen Henda Haitian computer network Inc	555,556	683,760	111,901
Revenues from related parties	¥ 2,732,077	¥ 2,042,306	\$ 334,234

*Purchases from related parties* purchases from related parties consisted of the following:

F-20

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

	For the three months ended December 31,		
	2012 RMB	2013 RMB	2013 U.S. Dollars
Huanghua Xiang Tong Manufacture Xiamen Huangsheng Hitek Computer Network Co. Ltd.	¥ 4,836,207 597,863	¥ - -	\$ - -
Purchase from related parties	¥ 5,434,070	¥ -	\$ -
	For the six months ended December 31,		
	2012 RMB	2013 RMB	2013 U.S. Dollars
Huanghua Xiang Tong Manufacture Xiamen Huangsheng Hitek Computer Network Co. Ltd.	¥ 7,331,353 597,863	¥ - -	\$ - -
Purchase from related parties	¥ 7,929,216	¥ -	\$ -

***Leases from related parties*** - The Company has various agreements for the lease of office space owned by the Founders and their family members. The terms of the agreement state that the Company will continue to lease the property for two years at a monthly rent of ¥93,333 with the annual rental expense at approximately ¥1.1 million (\$0.2 million).

***Short-term borrowings from related parties*** - The Company borrowed ¥5,503,279 and ¥200,000 (\$32,731) from the Founders, their family members and senior officers as of June 30, 2013 and December 31, 2013, respectively. For the specific terms and interest rates of the borrowings, please see Note 12.

***Trade accounts payable to related parties*** - The Company owed ¥3,994,718 and ¥0 to one related party as of June 30, 2013 and December 31, 2013. As of December 31, 2013, BHD was no longer a related party to this supplier.

***Expenses paid by the owner on behalf of Recon*** - One owner of Nanjing Recon, Mr. Yin and the major owner of BHD, Mr. Chen paid certain operating expense for the Company. As of June 30, 2013 and December 31, 2013, ¥467,499 and ¥527,098(\$86,262) was due to them, respectively.

**NOTE 21. Variable Interest Entities**

The Company reports its VIEs' portion of consolidated net income and stockholders' equity as non-controlling interests in the condensed consolidated financial statements.

**RECON TECHNOLOGY, LTD**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

Summary information regarding consolidated VIEs is as follows:

	June 30, 2013 RMB	December 31, 2013 RMB	December 31, 2013 U.S. Dollars
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents	¥ 10,341,778	¥ 8,934,932	\$ 1,462,250
Trade accounts receivable, net	57,393,144	84,530,402	13,833,857
Notes receivable	2,578,855	-	-
Purchase advances	17,862,507	17,524,066	2,867,908
Other assets	29,974,454	36,230,550	5,929,325
<b>Total current assets</b>	<b>¥ 118,150,738</b>	<b>¥ 147,219,950</b>	<b>\$ 24,093,340</b>
Non-current assets	1,705,940	1,441,876	235,971
<b>Total Assets</b>	<b>¥ 119,856,678</b>	<b>¥ 148,661,826</b>	<b>\$ 24,329,311</b>
<b>LIABILITIES</b>			
Trade accounts payable	¥ 11,378,883	¥ 23,101,652	\$ 3,780,710
Taxes payable	6,754,428	10,047,403	1,644,312
Other liabilities	24,770,161	29,139,023	4,768,759
<b>Total current liabilities</b>	<b>42,903,472</b>	<b>62,288,078</b>	<b>10,193,781</b>
<b>Total Liabilities</b>	<b>¥ 42,903,472</b>	<b>¥ 62,288,078</b>	<b>\$ 10,193,781</b>

The financial performance of VIEs reported in the condensed consolidated statement of income and comprehensive income for the three months ended December 31, 2013 includes revenues of ¥46,266,327 (\$7,571,735), gross profit of ¥16,524,423 (\$2,704,309), operating expenses of ¥6,487,564 (\$1,061,725), other income of ¥210,386 (\$34,431) and a net income of ¥8,995,372(\$1,472,141).

The financial performance of VIEs reported in the condensed consolidated statement of income and comprehensive income for the six months ended December 31, 2013 includes revenues of ¥57,779,037 (\$9,455,852), gross profit of ¥21,815,513 (\$3,570,227), operating expenses of ¥9,875,573 (\$1,616,191), other income of ¥401,376 (\$65,687) and a net income of ¥10,882,127(\$1,780,919).

F-22