Recon Technology, Ltd
Form 10-K
September 27, 2013

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-K

x Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended June 30, 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	**Not Applicable**
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification number)

1902 Building C, King Long International Mansion
9 Fulin Road, Beijing 100107
People's Republic of China
(Address of principal executive offices and zip code)
+86 (10) 8494 5799
(Registrant's telephone number, including area code)

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

Ordinary Shares, $0.0185 par value per share	**NASDAQ Capital Market**
Title of each class	Name of each exchange on which registered

Securities registered under Section 12(g) of the Exchange Act: None.

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 x 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 x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K or any amendment to this Form 10-K. ¨

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

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

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

The aggregate market value of the ordinary shares, $0.0185 par value per share (“Shares”), of the registrant held by non-affiliates on December 31, 2012 was approximately $2,630,051, based on the closing sales price of $1.40 per share, as reported on the Nasdaq Capital Market, multiplied by the number of outstanding Shares held by non-affiliates on that date (1,878,608).

The Company is authorized to issue 25,000,000 Shares. As of the date of this report, the Company has issued and outstanding 3,951,811 Shares.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

We have made statements in this annual report that constitute forward-looking statements. Forward-looking statements involve risks and uncertainties, such as statements about our plans, objectives, expectations, assumptions or future events. In some cases, you can identify forward-looking statements by terminology such as “anticipate,” “estimate,” “plan,” “project,” “continuing,” “ongoing,” “expect,” “we believe,” “we intend,” “may,” “should,” “could” and sim expressions. These statements involve estimates, assumptions, known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from any future results, performances or achievements expressed or implied by the forward-looking statements.

Examples of forward-looking statements include:

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

The ultimate correctness of these forward-looking statements depends upon a number of known and unknown risks and events. Many factors could cause our actual results to differ materially from those expressed or implied in our forward-looking statements. Consequently, you should not place undue reliance on these forward-looking statements.

The forward-looking statements speak only as of the date on which they are made, and, except as required by law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events.

In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

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

PART I

Item 1. Business.

General

We are a provider of hardware, software, and on-site services to companies in the petroleum mining and extraction industry in China ("PRC"). We provide services designed to automate and enhance the extraction of petroleum. To date, we control by contract the PRC companies of Beijing BHD Petroleum Technology Co., Ltd. ("BHD") and Nanjing Recon Technology Co., Ltd. ("Nanjing Recon"). We refer to BHD and Nanjing Recon collectively as the "Domestic Companies" in this report.

We are the center of strategic management, financial control and human resources allocation for the Domestic Companies. Through our contractual relationships with the Domestic Companies, we provide equipment, tools and other hardware related to oilfield production and management, and develop and sell our own specialized industrial automation control and information solutions. However, we do not engage in the production of petroleum or petroleum products.

We believe that one of the most important advancements in China's petroleum industry has been the automation of significant segments of the exploration and extraction process. The Domestic Companies' and our automation products and services allow petroleum mining and extraction companies to reduce their labor requirements and improve the productivity of oilfields. The Domestic Companies' and our solutions allow our customers to locate productive oilfields more easily and accurately, improve control over the extraction process, increase oil yield efficiency in tertiary stage oil recovery, and improve the transportation of crude oil.

For the most recent few years, our capacity to provide integrated services has been a significant factor for long-term development. We treat simulation measures around fracturing as our entry point for our integrated service model. To date, we have formed new business modules through our own R&D, investment in service-team building and developed an integrated services solution for stimulation.

On June 27, 2013, we acquired a 32.22% equity interest in Avalon Oil and Gas Inc. ("Avalon"), a U.S. oil and natural gas company for approximately ¥1.5 million ($250,000). This strategic investment marks an important step in expanding our business in the U.S. market.

Market Background

China is the world's second-largest consumer of petroleum products, third-largest importer of petroleum and sixth-largest producer of petroleum. In the last twenty years, China's demand for oil has more than tripled, while its production of oil has only modestly increased. China became a net importer of petroleum in 1983, and, as a result, oil production in China has been aimed at meeting domestic requirements. The oil industry in China is dominated by three state-owned holding companies: China National Petroleum Corporation (CNPC), China Petroleum and Chemical Corporation (Sinopec) and China National Offshore Oil Corporation (CNOOC). Foreign companies have also recently become involved in China's petroleum industry; however, according to Chinese law, China's national oil companies may take a majority (or minority) stake in any commercial discovery. As a result, the number of major foreign companies involved in the industry is relatively limited: and includes the following companies Agip, Apache, BP, ChevronTexaco, ConocoPhillips, Eni, ExxonMobil, Husky Energy, Kerr-McGee, Mitsubishi, Royal Dutch Shell, Saudi Aramco, and Total.

In the past, China's petroleum companies mined for petroleum by leveraging its abundance of inexpensive labor, rather than focusing on new technologies. For example, a typical, traditional oilfield with an annual capacity of 1,000,000 tons would require between 10,000 and 20,000 laborers. By contrast, when Baker CAC products were employed to explore and automate Cainan Oil Field, a desert oilfield in Xinjiang, annual capacity for the field reached 1,500,000 tons, with only 400 employees needed to manage the oilfield. After the introduction of Baker CAC's products into China's petroleum industry, Chinese companies have also sought to provide automation solutions.

In the primary oil recovery stage, oil pressure in an oil reservoir may be high enough to force oil to the surface. Approximately 20% of oil may be harvested at this stage. The secondary oil recovery stage accounts for another 5% to 15% of oil recovery and involves such efforts as pumps to extract petroleum and the injection of water, natural gas, carbon dioxide or other gasses into the oil reservoir to force oil to the surface. Most oilfields in China have now entered into the tertiary stage of oil recovery, at which oil extraction becomes increasingly difficult and inefficient. Tertiary recovery generally focuses on decreasing oil viscosity to make extraction easier and accounts for between 5% and 15% of oil recovery. Our efforts in tertiary recovery focus on reducing water content in crude oil in order to make extraction more efficient.

Our Products

We currently provide products and services to oil and gas field companies, which focus on the development and production of oil and natural gas. Our products and services described below correlate to the numbered stages of the oilfield production system graphical expression shown below.

Our products and services include:

Equipment for Oil and Gas Production and Transportation

- *High-Efficiency Heating Furnaces (as shown above by process "6"). Crude petroleum contains certain impurities that must be removed before the petroleum 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 (as shown above by process "5"). 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 Development Tools and Equipment

- *Packers of Fracturing. This utility model is used concertedly with the security joint, hydraulic anchor, and slide bushing 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 uptake which makes the deblocking processes easier to realize. The back flushing is sand-stick proof.*

- *Production Packer. According to different withdraw points, the production packer separates different oil layers, and protects the oil pipe from sand and permeability, so as to promote the recovery ratio.*

- *Water Injection Packer. The water injection packer injects water into different layers rather than injecting on a large scale; this can reduce cost and promote effectiveness.*

Oil and Gas Production Increasing Techniques

- *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.*

- *Sand Prevention in Oil and Water Well. This technique processes additives that are resistant to elevated temperatures into "resin sand" which will be transported to the bottom of the well via carrying fluid. The "resin sand" goes through the borehole, piling up and compacting at the borehole and oil vacancy layer. Then an artificial borehole wall is 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.*

- *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 the low permeable zones.*

- *Electronic Broken-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 environment friendly. It can increase the production of oilfields that are in the middle and later periods.*

Automation System and Service

- *Pumping Unit Controller. Refers to process "1" above. Functions as a monitor to the pumping unit, and also collects data for load, pressure, voltage, startup and shutdown control.*

- *RTU Used to Monitor Natural Gas Wells. Collects gas well pressure data.*

- *Wireless Dynamometer and Wireless Pressure Gauge. Refers to process "1" above. These products replace wired technology with cordless displacement sensor technology. They are easy to install and significantly reduce the working load associated with cable laying.*

- *Electric Multi-Way Valve for Oilfield Metering Station Flow Control. Refers to process "2" above. 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. Flow computer system used in natural gas stations and gas distribution stations to measure flow.*

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- *Recon SCADA Oilfield Monitor and Data Acquisition System. 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. A service technique for pipeline monitoring and data acquisition after crude oil transmission.*

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

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

- *Technique Service for "Digital Oilfield" Transformation. Includes engineering technique services such as oil and gas SCADA system, video surveillance and control system and communication systems.*

ISO9000 Certification

We have received ISO9000 certifications for several of our processes. The International Organization for Standardization consists of a worldwide federation of national standards bodies for approximately 130 countries, and the ISO9000 certification represents an international consensus of these standards bodies, with the aim of creating global standards of product and service quality. We have received ISO9000 certification for the following:

- Nanjing Recon has received certification for the development and service of RSCADA.

- BHD has received certification for high efficiency heating furnaces, import burners, and manometer surrogate rendition and service.

Customers

We operate our business by cooperating with oil companies and their subsidiaries, petroleum administration bureau and local service companies. Most actual control of our direct and indirect clients can be traced to Sinopec and CNPC, the two major Chinese state-owned companies responsible for on-shore petroleum mining and extraction. We have conducted automation projects for plants in three of China's four highest producing oilfields, Daqing, Shengli and Xinjiang. We have undertaken the automation projects at the following locations, among others:

Sinopec

- Jiangsu Oil Field

- Shengli Oil Field

- The Northwest Division

- The Southwest Division

- Zhongyuan Oil Field

- Sichuan Oil Field

- Jianghan Oil Field

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We provide products and services to Sinopec under a series of agreements, each of which is terminable without notice. We first began to provide services to Sinopec in 1998. Sinopec accounted for approximately 45.99% and 24.07% of our revenues for the fiscal years ended June 30, 2013 and 2012, respectively, and any termination of our business relationships with Sinopec would materially harm our operations.

CNPC

- Qinghai Oil Field
- Tuha Oil Field
- Daqing Oil Field
- Jidong Oil Field
- Sichuan Oil Field
- Xinjiang Oil Field
- Huabei Oil Field
- Jilin Oil Field

We provide products and services to CNPC under a series of agreements, each of which is terminable without notice. We first began to provide services to CNPC in 2000. CNPC accounted for approximately 27.88% and 16.49% of our revenues in the fiscal years ended June 30, 2013 and 2012, respectively, and any termination of our business relationships with CNPC would materially harm our operations.

Our Strengths

- *Safety of products. The automation projects we have conducted have demonstrated that our products are reliable, safe and effective at automating the petroleum extraction process.*

- *Efficiency of technology. We believe our technology increases efficiency and profitability for petroleum companies by enabling them to monitor, manage and control petroleum extraction; increase the amount of petroleum extracted and reduce impurities in extracted petroleum.*

- *Ability to leverage our knowledge of Chinese business culture. Many of our competitors are based outside of China. As the Domestic Companies are based in China, we are in a unique position to emphasize Chinese culture and business knowledge to obtain new customers and new agreements with existing customers. We believe that many Chinese businesses, including state-owned companies like Sinopec and CNPC, would prefer to hire a Chinese company to assist in their business operations if a Chinese company exists with the ability to fulfill their needs on a timely and cost-efficient basis. In addition, our knowledge of Chinese culture allows us to anticipate and adapt to Chinese oilfield management methods. We provide our software solutions in Mandarin for the benefit of our Chinese customers, and all of our customer support is available from fluent personnel.*

- *Experienced, successful executive management team. Our executive management team has significant experience and success in the petroleum automation industry. They will be able to draw on their knowledge of the industry and their relationships in the industry.*

- *Ability to leverage China's cost structure. As a Chinese company, we believe we can operate our business more cost-effectively because all of our employees, operations and assets are located in China, resulting in lower labor, development, manufacturing and rent costs than we believe we would incur if we also maintained operations abroad. We expect these costs savings will be reflected in lower costs to our customers for comparable products.*

- *Ownership of our intellectual property. Because we own our intellectual property, we are able to avoid licensing fees or contravening licensing agreements.*

Our Strategies

Our goal is to help our customers improve their efficiency and profitability by providing them with software and hardware solutions and services to improve their ability to locate productive oil reservoirs, manage the oil extraction process, reduce extraction costs, and enhance recovery from extraction activities. Key elements of our strategies include:

- *Increase our market share in China. We believe that as the Chinese economy and oil industry continue to develop, Chinese petroleum extraction automation companies will compete with international businesses at an increasing rate. Consequently, we believe we will have opportunities to take market share from foreign companies by developing positive business relationships in China's petroleum mining and extraction industry. We will also use strategic advertisements, predominantly in China's northeast and northwest, where China's major oilfields are located, to increase our brand awareness and market penetration. We will continue to develop new technologies designed to improve petroleum mining and extraction efficiency and profitability for our customers.*

- *Develop our own branded products and services and shift focus away from trading business. Our management believes in the importance of our own branded products and our services, in light of their higher profit margins and their long-term significance in establishing the status of our Company in the oil and gas industry. Moreover, the trading business relies on the major clients' procurement policies toward agencies, any significant change of which could jeopardize our operating results. Our management therefore believes that in the long run we will need to focus our growth strategy in developing professional services for the oil and gas industry in China.*

- *Focus on higher-profit subsection of market. While we plan to continue to provide services to all of our clients, we believe that we may improve our profit margins by focusing a higher portion of our advertising and promotions at those sub-divisions of our industry that have traditionally held the highest profit margins.*

- *Offer services to foreign oilfields contracted by Chinese petroleum companies. As Sinopec and CNPC continue to invest in oilfields in other countries, we will focus on offering our services in these new locations based on our success in working with the companies in China.*

- *Seek opportunities with foreign companies in China. Even where oilfields in China are partially operated by foreign companies, a significant number of employees will be Chinese and will benefit from our Chinese-language services. We believe our hardware and software solutions would be beneficial to any petroleum company doing business in China and will continue to market to foreign companies entering the Chinese market.*

- *Provide services that generate high customer satisfaction levels. Chinese companies in our market are strongly influenced by formal and informal referrals. We believe that we have the opportunity to expand market share by providing high levels of customer satisfaction with our current customers, thereby fostering strong customer referrals to support sales activities.*

- *Expand business in the U.S. market. In June 2013, we acquired a 32% interest in a U.S. oil and natural gas company, Avalon Oil and Gas Inc. This strategic investment marks an important step in expanding our business in the U.S. market.*

Competition

We face competition from a variety of foreign and domestic companies involved in the petroleum mining automation industry. While we believe we effectively compete in our market, our competitors hold a substantial market share.

A few of our existing competitors, as well as a number of potential new competitors, have significantly greater financial, technical, marketing and other resources than we do, which could provide them with a significant competitive advantage over us. We cannot guarantee that we will be able to compete successfully against our current or future competitors in our industry or that competition will not have a material adverse effect on our business, operating results and financial condition.

Our primary domestic competitors include the following:

- *Beijing Echo Technologies Development Co., Ltd. ("BET"). BET provides a combination of software and hardware products for industrial automatic control systems in the petroleum industry. BET currently engages in research and development of software and hardware applied to industrial automatic control systems, manufacturing and installation of industrial automation instruments and integration of automatic control products.*

- *Beijing Golden-Time Petroleum Measurement Technology Co., Ltd. ("BGT"). BGT develops analysis software used in oilfields but does not yet, to our knowledge, produce a substantial amount of hardware products.*

- *Anton Oilfield Services Group (HKEx stock code: 3337) is a leading independent oilfield services provider offering one-stop oil and gas field technical development services to oil companies. Its services and solutions span across the drilling technology, well completion, down-hole operation, and oil production phases in the development cycle. Its fast growth benefits from the accelerated development of natural gas in China and the Group's increased presence in the overseas markets.*

Research and Development

We focus our research and development efforts on improving our development efficiency and the quality of our products and services. As of June 30, 2013, our research and development team consisted of 36 experienced engineers, developers and programmers. In addition, some of our support employees regularly participate in our research and development programs.

In the fiscal years ended June 30, 2013 and 2012, we spent approximately ¥8.5 million ($1.4 million) and ¥6.5 million, respectively, on research and development activities. These expenditures focused primarily on research into furnaces and improvement of services we provide.

Intellectual Property

Our success and competitive position is dependent in part upon our ability to develop and maintain the proprietary aspect of our technology. The reverse engineering, unauthorized copying, or other misappropriation of our technology could enable third parties to benefit from our technology without paying for it. We rely on a combination of trademark, trade secret, copyright law and contractual restrictions to protect the proprietary aspects of the Domestic Companies' and our technology. We seek to protect the source code to the Domestic Companies' and our software, documentation and other written materials under trade secret and copyright laws. While we actively take steps to protect the Domestic Companies' and our proprietary rights, such steps may not be adequate to prevent the infringement or misappropriation of the Domestic Companies' and our intellectual property. This is particularly the case in China where the laws may not protect our proprietary rights as fully as in the United States.

We license the Domestic Companies' and our software products under signed license agreements that impose restrictions on the licensee's ability to utilize the software and do not permit the re-sale, sublicense or other transfer of the software. Finally, we seek to avoid disclosure of the Domestic Companies' and our intellectual property by requiring employees and independent consultants to execute confidentiality agreements.

Although the Domestic Companies and we develop our software products, each is based upon middleware developed by third parties. We integrate this technology, licensed by our customers from third parties in our software products. If our customers are unable to continue to license any of this third party software, or if the third party licensors do not adequately maintain or update their products, we would face delays in the releases of our software until equivalent technology can be identified, licensed or developed, and integrated into our software products. These delays, if they occur, could harm our business, operating results and financial condition.

There has been a substantial amount of litigation in the software industry regarding intellectual property rights. It is possible that in the future third parties may claim that our current or potential future software solutions infringe their intellectual property. We expect that software product developers will increasingly be subject to infringement claims as the number of products and competitors in our industry segment grows and the functionality of products in different industry segments overlap. In addition, we may find it necessary to initiate claims or litigation against third parties for infringement of our proprietary rights or to protect our trade secrets. Although the Domestic Companies and we may disclaim certain intellectual property representations to our customers, these disclaimers may not be sufficient to fully protect us against such claims. Any claims, with or without merit, could be time consuming, result in costly litigation, cause product shipment delays or require the Domestic Companies and us to enter into royalty or license agreements. Royalty or licensing agreements, if required, may not be available on terms acceptable to us or at all, which could have a material adverse effect on our business, operating results and financial condition.

Our standard software license agreements contain an infringement indemnity clause under which we agree to indemnify and hold harmless our customers and business partners against liability and damages arising from claims of various copyright or other intellectual property infringement by the Domestic Companies' and our products. We have never lost an infringement claim, and our costs to defend such lawsuits have been insignificant. Although it is possible that in the future third parties may claim that our current or potential future software solutions or we infringe on their intellectual property, we do not currently expect a significant impact on our business, operating results, or financial condition.

We market our products under the following trademarks which are registered with the PRC Trademark Bureau under the State Administration for Industry and Commerce. We currently own or have applied for the following trademarks:

1. Trademark of "Senior" valid from May 14, 2005 through May 13, 2015;

2. Trademark of "BHD" valid from November 7, 2003 through November 6, 2013;

3. Trademark of "Recon" of the 7th classification valid from October 21, 2011 through October 20, 2021;

4. Trademark of "Recon" of the 9th classification valid from April 21, 2011 through April 20, 2021; and

5. Trademark of "Recon" of the 42nd classification valid from September 7, 2011 through September 6, 2021.

We currently own or have applied for the following 22 patents registered with the State Intellectual Property Office which are applied on our automated services products for the petroleum extraction industry:

1. Patent of heavy oil tubing-casing used for extraction valid until June 17, 2015;

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2. Patent of fracturing packer valid until August 5, 2018;

3. Patent of pressure phase transition furnace valid until August 5, 2018;

4. Patent of vacuum furnace phase transition heater valid until August 5, 2018;

5.Patent of high pressure natural gas water heater valid until June 30, 2019;

6. Patent of negative pressure heater valid until June 30, 2019;

7. Patent of water jacket furnace valid until June 30, 2019;

8. Patent of tube heating furnace valid until June 30, 2019;

9. Patent of automatically adjusting negative pressure burner valid until August 5, 2019;

10. Patent of wireless data instrument diagram valid until December 10, 2018;

11. Patent of hot water furnace valid until April 8, 2021;

12. Patent of multifunctional heating furnace valid until April 8, 2021;

13. Patent of efficient gas-liquid separator valid until August 15, 2021;

14. Patent of efficient oil-gas-water separator valid until October 24, 2021;

15. Patent of room pressure pipeline heater valid until October 24, 2021;

16. Patent of pneumatic control system valid until February 9, 2022;

17. Patent of firebox indirect heating furnace valid until December 14, 2022;

18. Patent of cylindrical-tubular furnace valid until December 14, 2022;

19. Patent of horizontal type furnace valid until December 14, 2022;

20. Patent of vertical type furnace valid until December 13, 2022;

21. Patent of vacuum furnace valid until December 14, 2022; and

22. We have submitted one more patent application (fission phase change heating furnace).

We have registered the following software products with the State Intellectual Property Office:

1. Recon automated monitoring system version 1 was published on July 30, 2011;

2. Recon automated maintenance and production-management system version 1 was published on July 10, 2011;

3.

Recon SCADA field monitoring and data acquisition system software version 4 was published on January 28, 2011;

4. Recon flow control computer monitoring system software was registered and published on February 8, 2008;

5. Recon SCADA field monitoring and data acquisition system software version 2 was published on August 18, 2003, and version 3 was registered and published on April 5, 2008;

6. Recon wireless field monitoring and data acquisition system software version 2 was published on January 8, 2011, and version 1 was registered and published on September 15, 2010;

7. Recon RCNAMT version 1 was published on April 27, 2012; and

8. Recon Process Auto version 1 was published on August 25, 2012.

Environmental Matters

We have not incurred material expenses in connection with compliance with Chinese environmental laws and regulations. We do not anticipate expending any material amounts for such compliance purposes for the remainder of our current or succeeding fiscal year.

China's Intellectual Property Rights Enforcement System

In 1998, China established the State Intellectual Property Office ("SIPO") to coordinate China's intellectual property enforcement efforts. SIPO is responsible for granting and enforcing patents, as well as coordinating intellectual property rights related to copyrights and trademarks. Protection of intellectual property in China follows a two-track system. The first track is administrative in nature, whereby a holder of intellectual property rights files a complaint at a local administrative office. Determining which intellectual property agency can be confusing, as jurisdiction of intellectual property matters is diffused throughout a number of government agencies and offices, with each typically responsible for the protection afforded by one statute or one specific area of intellectual property-related law. The second track is a judicial track, whereby complaints are filed through the Chinese court system. Since 1993, China has maintained various intellectual property tribunals. The total volume of intellectual property related litigation, however, remains small.

Although there are differences in intellectual property rights between the United States and China, of most significance to the Company is the inexperience of China in connection with the development and protection of intellectual property rights. Similar to the United States, China has chosen to protect software under copyright law rather than trade secrets, patent or contract law. As such, we will attempt to protect our most significant intellectual property pursuant to Chinese laws that have only recently been adopted. Unlike the United States, which has lengthy case law related to the interpretation and applicability of intellectual property law, China has a less developed body of relevant intellectual property case law.

Regulation on Software Products

On March 1, 2009, the Ministry of Industry and Information Technology of China issued the Administrative Measures on Software Products, or the Software Measures, which became effective as of April 10, 2009, to strengthen the regulation of software products and to encourage the development of the Chinese software industry. Under the Software Measures, a software developer must have all software products imported into or sold in China tested by a testing organization supervised by the Ministry of Industry and Information Technology. The software industry authorities in provinces, autonomous regions, municipalities and cities with independent planning are in charge of the registration, report and management of software products. Software products can be registered for five years, and the registration is renewable upon expiration. Although some of Nanjing Recon's current software products were registered in 2008, there can be no guarantee that the registration will be renewed in 2013 or that the Domestic

Companies' and our future products will be registered.

Regulation of Intellectual Property Rights

China has adopted legislation governing intellectual property rights, including trademarks and copyrights. China is a signatory to the main international conventions on intellectual property rights and became a member of the Agreement on Trade Related Aspects of Intellectual Property Rights upon its accession to the WTO in December 2001.

Copyright. China adopted its first copyright law in 1990. The Standing Committee of the National People's Congress amended the Copyright Law in 2001 to widen the scope of works and rights that are eligible for copyright protection. The amended Copyright Law extends copyright protection to software products, among others. In addition, there is a voluntary registration system administered by the China Copyright Protection Center. Unlike patent and trademark registration, copyrighted works do not require registration for protection. Protection is granted to individuals from countries belonging to the copyright international conventions or bilateral agreements of which China is a member. Nanjing Recon has ten copyrights for software programs.

Trademark. The Chinese Trademark Law, adopted in 1982 and revised in 1993, 2001 and 2013, protects registered trademarks. The Trademark Office under the Chinese State Administration for Industry and Commerce handles trademark registrations and grants a term of ten years to registered trademarks. Trademark license agreements must be filed with the Trademark Office for record. China has a "first-to-register" system that requires no evidence of prior use or ownership. The Domestic Companies and we have registered a number of product names with the Trademark Office.

Regulations on Foreign Exchange

Foreign Currency Exchange. The principal regulations governing foreign currency exchange in China are the Foreign Exchange Administration Regulations (1996), as amended, and the Administration Rules of the Settlement, Sale and Payment of Foreign Exchange (1996). Under these regulations, Renminbi are freely convertible for current account items, including the distribution of dividends, interest payments, trade and service-related foreign exchange transactions, but not for most capital account items, such as direct investment, loan, repatriation of investment and investment in securities outside China, unless the prior approval of SAFE or its local counterparts is obtained. In addition, any loans to an operating subsidiary in China that is a foreign invested enterprise, cannot, in the aggregate, exceed the difference between its respective approved total investment amount and its respective approved registered capital amount. Furthermore, any foreign loan must be registered with SAFE or its local counterparts for the loan to be effective. Any increase in the amount of the total investment and registered capital must be approved by the PRC Ministry of Commerce or its local counterpart. We may not be able to obtain these government approvals or registrations on a timely basis, if at all, which could result in a delay in the process of making these loans.

The dividends paid by the subsidiary to its shareholder are deemed shareholder income and are taxable in China. Pursuant to the Administration Rules of the Settlement, Sale and Payment of Foreign Exchange (1996), foreign-invested enterprises in China may purchase or remit foreign exchange, subject to a cap approved by SAFE, for settlement of current account transactions without the approval of SAFE. Foreign exchange transactions under the capital account are still subject to limitations and require approvals from, or registration with, SAFE and other relevant PRC governmental authorities.

Regulation of Dividend Distribution. The principal regulations governing the distribution of dividends by foreign holding companies include the Foreign Investment Enterprise Law (1986), as amended, and the Administrative Rules under the Foreign Investment Enterprise Law (2001).

Under these regulations, foreign investment enterprises in China may pay dividends only out of their retained profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, foreign investment enterprises in China are required to allocate at least 10% of their respective retained profits each year, if any, to fund certain reserve funds unless these reserves have reached 50% of the registered capital of the enterprises. These reserves are not distributable as cash dividends.

Notice 75. On October 21, 2005, SAFE issued Notice 75, which became effective as of November 1, 2005. According to Notice 75, prior registration with the local SAFE branch is required for PRC residents to establish or to control an offshore company for the purposes of financing that offshore company with assets or equity interests in an onshore enterprise located in the PRC. An amendment to registration or filing with the local SAFE branch by such PRC resident is also required for the injection of equity interests or assets of an onshore enterprise in the offshore company or overseas funds raised by such offshore company, or any other material change involving a change in the capital of the offshore company.

Moreover, Notice 75 applies retroactively. As a result, PRC residents who have established or acquired control of offshore companies that have made onshore investments in the PRC in the past are required to complete the relevant registration procedures with the local SAFE branch. Under the relevant rules, failure to comply with the registration procedures set forth in Notice 75 may result in restrictions being imposed on the foreign exchange activities of the relevant onshore company, including the increase of its registered capital, the payment of dividends and other distributions to its offshore parent or affiliate and capital inflow from the offshore entity, and may also subject relevant PRC residents to penalties under PRC foreign exchange administration regulations.

PRC residents who control the Company are required to register with SAFE in connection with their investments in us. Such individuals completed this registration in 2007, and 2008, as amended. If we use our equity interest to purchase the assets or equity interest of a PRC company owned by PRC residents in the future, such PRC residents will be subject to the registration procedures described in Notice 75.

Regulations on Foreign Investment in Automation Service Industry and Oil Exploration and Extraction Industry in PRC. In accordance with the Catalogue of Industries for Guiding Foreign Investment (Revised 2007), the oil and gas automation service industries are in the catalogue of permitted industries, and thus there are no restrictions on foreign investment in such industry. In addition the following industries are encouraged for foreign investment in China:

- Manufacturing of equipment for oil prospecting, well drilling, and centralized transportation: floating well drilling system and floating production system operating at a water depth over 500m, seabed oil extraction & centralized transportation equipment operating at a water depth over 600m, deep-water oil driller with winch power over 3000KW, top driving power over 850KW and drilling pump power over, land-based oil driller & desert-based oil driller for drilling wells deeper than 9000m, 80 ton or bigger reciprocating piston compressor for use in oil refineries with a capacity of 10 million tons/year, CNC oil well measuring instrument, and oil drilling mud-hole equipment.

- **Exploration and exploitation of oil and natural gas with venture capital (limited to equity joint ventures and cooperative joint ventures);**

- Development and application of new technologies that increase the recovery ratio of crude oil (limited to equity joint ventures and cooperative joint ventures);

- Development and application of new oil exploration and exploitation technologies such as geophysical exploration, drilling, well logging, and downhole operation, etc. (limited to cooperative joint ventures); and

- Exploration and development of unconventional oil resources such as oil shale, oil sands, heavy oil, and excess oil (limited to cooperative joint ventures).

Employees

As of June 30, 2013, we had 82 employees, all of whom were based in China. Of the total, 11 were in management, 36 were in technical support and research and development, 13 were engaged in sales and marketing, 10 were in financial affairs, and 12 were in administration and procurement. We believe that our relations with our employees are good. We have never had a work stoppage, and our employees are not subject to a collective bargaining agreement.

Insurance

We do not have any business interruption, litigation or natural disaster insurance coverage for our operations in China. Insurance companies in China offer limited business insurance products. While business interruption insurance is available to a limited extent in China, we have determined that the risks of interruption, cost of such insurance and the difficulties associated with acquiring such insurance on commercially reasonable terms make it impractical for us to have such insurance. Therefore, we are subject to business and product liability exposure. Business or product liability claims or potential regulatory actions could materially and adversely affect our business and financial condition.

We do, however, pay certain required insurance amounts in connection with our employees' wages. The amount and types of insurance we must provide under Chinese and local requirements vary by the location of each of the Domestic Companies. The following table summarizes the types of insurance paid for each of the Domestic Companies:

Nanjing Recon
Housing Fund
Pension
Unemployment Insurance
Medical Insurance
Occupational Injury Insurance
Maternity Insurance

BHD
Pension
Unemployment Insurance
Medical Insurance
Occupational Injury Insurance

Item 1A. Risk Factors.

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

Item 1B. Unresolved Staff Comments.

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

Item 2. Properties.

We currently operate in three facilities throughout China. Our headquarters are located in Beijing.

Office	Address	Rental Term	Space
Headquarters	Room 1902, Building C King Long International Mansion, Chaoyang District Beijing, PRC	July 1, 2013 to June 30, 2014	220 square meters
	Room 4C408-1, No. 4 West building, Entrepreneurship Centre, Jining City, PRC	July 30, 2012 to December 31, 2013	40 square meters
Nanjing Recon	Yongfeng Mansion, 14th Floor No. 123 Jiqing Road Nanjing City, PRC	July 10, 2012 to July 9, 2014	440 square meters
	Room 119, Software Road, Yuhuatai District, Nanjing City, PRC	May 10, 2013 to May 9, 2014	294 square Meters
BHD	18th Floor, Building C King Long International Mansion, Chaoyang District Beijing, PRC	January 1, 2012 to December 31, 2013	450 square meters
	West building, Zhengfu Street, Huo ying, Changping District, PRC	January 1, 2012 to December 31, 2013	900 square meters

Item 3. Legal Proceedings.

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

Item 4. Mine Safety Disclosures.

This item is inapplicable to the Company.

PART II

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

(a) Market for Our Ordinary Shares

We completed our initial public offering on July 29, 2009. The following table sets forth the quarterly high and low sale prices for our ordinary shares as reported on the NASDAQ Capital Market.

	High	Low
Year Ended June 30, 2014	$ 2.15	$ 1.38
Quarter Ended September 30, 2013 (through September 26, 2013)	$ 2.15	$ 1.38
Year Ended June 30, 2013	$ 3.44	$ 0.95
Quarter Ended September 30, 2012	$ 2.14	$ 1.38
Quarter Ended December 31, 2012	$ 3.44	$ 0.95
Quarter Ended March 31, 2013	$ 3.17	$ 1.40
Quarter Ended June 30, 2013	$ 2.65	$ 1.55
Year Ended June 30, 2012	$ 4.58	$ 0.71
Quarter Ended September 30, 2011	$ 2.65	$ 0.71
Quarter Ended December 31, 2011	$ 1.08	$ 0.27
Quarter Ended March 31, 2012	$ 4.58	$ 0.30
Quarter Ended June 30, 2012	$ 3.29	$ 1.45

As of June 30, 2013, there were approximately six holders of record of our ordinary shares. This excludes our ordinary shares owned by shareholders holding ordinary shares under nominee security position listings. On June 28, 2013, the last sales price of our ordinary shares as reported on the NASDAQ Capital Market was $1.88 per ordinary share.

Dividend Policy

We have never declared or paid any cash dividends on our ordinary shares. We anticipate that we will retain any earnings to support operations and to finance the growth and development of our business. Therefore, we do not expect to pay cash dividends in the foreseeable future. Any future determination relating to our dividend policy will be made at the discretion of our Board of Directors and will depend on a number of factors, including future earnings, capital requirements, financial conditions and future prospects and other factors the Board of Directors may deem relevant.

Because we are a holding company with no operations of our own and all of our operations are conducted through our Chinese subsidiary, our ability to pay dividends and to finance any debt that we may incur is dependent upon dividends and other distributions paid. In addition, Chinese legal restrictions permit payment of dividends to us by our Chinese subsidiary only out of its accumulated net profit, if any, determined in accordance with Chinese accounting standards and regulations. Under Chinese law, our subsidiary is required to set aside a portion (at least 10%) of its 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 subsidiaries' registered capital. These funds may be distributed to shareholders at the time of its wind up. See "Management's Discussion and Analysis of Financial Condition and Results of Operations Holding Company Structure."

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Payments of dividends by our subsidiary in China to the Company are also subject to restrictions including primarily the restriction that foreign invested enterprises may only buy, sell and/or remit foreign currencies at those banks authorized to conduct foreign exchange business after providing valid commercial documents. There are no such similar foreign exchange restrictions in the Cayman Islands.

(b) We are not required to provide any disclosure under this item, as we have applied all of the net proceeds from our initial public offering, as disclosed in our annual report on Form 10-K for the year ended June 30, 2011. While we have filed a shelf registration statement on Form S-3 (SEC no. 333-190387, declared effective August 14, 2013), we have not sold any securities or received any proceeds under such registration statement.

(c) None.

Item 6. Selected Financial Data.

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

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation.

The following discussion and analysis of our company's financial condition and results of operations should be read in conjunction with our 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 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) oilfield dedicated products and accessories, (2) stimulation technology and 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 to enhance our customers' efficiency.

- 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.

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. Our businesses have mainly focused on production processes. As of this year, we are also expanding our business to well completion and horizontal well down-hole service process. We still believe that many existing oil wells and oilfields are in need of renewal and improvement on their current equipment to maintain production. We also believe that as many new wells are developed, our gathering and transferring equipment will be in great need. Accordingly, in the next year, we will focus on the following areas.

Measuring Equipment and Service. "Digital oil field" and the management of oil companies are highly regarded. We believe our oilfield Supervisory Control and Data Acquisition ("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. Through early cooperation with CNPC on 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.

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 Xinjiang oilfield.

Fracturing business. We believe we cooperated well with Zhongyuan Oilfield in 2013 and expect to continue growing revenue from fracturing and related stimulation services in the coming year.

New business. 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 client, we have developed experience with this technology and our products and servers have been accepted by our client.
We received modest revenue this year and expect more revenue from this business in the coming year.

Recent Industry 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:

(1) 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.

(2) Speeding up the development of unconventional hydrocarbon resources such as shale gas and coal bed methane will bring more requirements of related technic and service. China is rich in unconventional hydrocarbon resources, but new exploration and development technology breakthroughs are urgently needed; and

(3) 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.

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Growth Strategy

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

Large domestic oil companies prefer to focus on their exploration and development businesses to earn higher margins and keep their competitive advantage. With regard to private oilfield service companies, 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 focuses on providing high quality products and service at oilfields where we have a geographical advantage. Such strategy allows us to avoid conflicts of interest with bigger suppliers of drilling equipment and keep our leading position within the market segment. Our mission is to increase the automation and safety levels of industrial petroleum production in China, and improve its efficiency and effectiveness through advanced technologies. At the same time, we are always looking to improve our business and to increase our earning capability.

On June 27, 2013, the Company acquired 32.22% of a U.S. oil and natural gas company's outstanding shares for approximately ¥1.5 million ($250,000). This strategic investment marks an important step in expanding our business in the U.S. market.

Factors Affecting Our Results of Operations

Our operating results in any period are subject to the 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 enhance corporate performance;
- 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 oil and gas industry in China;
- the ongoing development of the oilfield service market in China; and
- inflation and other 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 or otherwise affect our results of operations.

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

- our continued ability to lead and to control all affiliated entities;
- our revenue growth;
- the proportion of our business dedicated to large companies;

- our ability to successfully develop, introduce and market new solutions and services;
- our ability to increase our revenues from customers both old and new 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 the markets in the oil and gas industry.

Critical Accounting Policies and Estimates

Estimates and Assumptions

We prepare our 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 will continue to make ongoing assessment whether our VIEs still continue to be VIEs 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.

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 client and the client has signed a completion and acceptance report, risk of loss has transferred to the client, client acceptance provisions have lapsed, or the Company has objective evidence that the criteria specified in client 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.

Software

The Company sells self-developed software. For software sales, the Company recognizes revenues in accordance with the provisions of Accounting Standards Codification, Topic 985-605, "Software Revenue Recognition," and related interpretations. 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.

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.

Cost of Revenues

When the criteria for revenue recognition have been met, costs incurred are recognized as cost of revenue. Cost of revenues includes wages, materials, handling charges, the cost of purchased equipment and pipes, and other expenses associated with manufactured products and services provided to customers. We expect cost of revenues to grow as our revenues grow. It is possible that we could incur development costs with little revenue recognition, but based upon our past history, we expect our revenues to grow.

Fair Values of Financial Instruments

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 other receivables approximate fair value because the interest rate approximates the market rate. Long-term investment is carried at less than fair value, with fair value determined using level 1 inputs.

Allowance for Doubtful Accounts

Trade receivables and other receivable accounts are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less a provision made for impairment of these receivables. Provisions are applied to trade and other 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.

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.

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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 software 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 the acceptance of our software 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.

New Accounting Pronouncements

Recently issued accounting pronouncements- In February 2013 the FASB issued an accounting standards update ("ASU") No. 2013-02 "Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income," requiring new disclosures for items reclassified out of accumulated other comprehensive income ("AOCI"), including (1) changes in AOCI balances by component and (2) significant items reclassified out of AOCI. The guidance does not amend any existing requirements for reporting net income or OCI in the financial statements. The standards update was effective for reporting periods beginning after December 15, 2012, to be applied prospectively. The Company is currently evaluating the impact of adopting this standard on its consolidated financial statements. As this guidance only requires expanded disclosures, the adoption of this guidance is not expected to have a significant impact on the Company's consolidated financial statements.

In March 2013, the FASB issued an accounting standards update (“ASU”) No. 2013-05 “Foreign Currency Matters (Topic 830): Parent’s Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity,’ requiring the release of the cumulative translation adjustment into net income when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business within a foreign entity. The standards update is effective prospectively for fiscal years and interim reporting periods within those years beginning after December 15, 2013. Early adoption is permitted. The Company does not expect the adoption of this guidance will have a significant impact on the Company's consolidated financial statements.

In July 2013, the FASB issued ASU 2013-11, Income Taxes (Topic 740): Presentation of Unrecognized Tax Benefit When a Net Operating Loss Carryforward, A Similar Tax Loss, or a Tax Credit Carryforward Exists (A Consensus the FASB Emerging Issues Task Force). ASU 2013-11 provides guidance on financial statement presentation of unrecognized tax benefit when a net operating loss carrforward, a similar tax loss, or a tax credit carryforward exists. The FASB’s objective in issuing this ASU is to eliminate diversity in practice resulting from a lack of guidance on this topic in current U.S. GAAP. This ASU applies to all entities with unrecognized tax benefits that also have tax loss or tax credit carryforwards in the same tax jurisdiction as of the reporting date. This amendment is effective for public entities for fiscal years beginning after December 15, 2013 and interim periods within those years. The company does not expect the adoption of this standard to have a material impact on the Company’s unaudited condensed consolidated financial position and results of operations

Results of Operations

The following consolidated results of operations include the results of operations of the Company and its variable interest entities (“VIEs”), BHD and Nanjing Recon.

Our historical reporting results are not necessarily indicative of the results to be expected for any future period.

Revenue

	For the Years Ended June 30,							
	2012		2013		Increase / (Decrease)		Percentage Change	
Hardware - non-related parties	¥	49,693,929	¥	35,873,924	¥	(13,820,005)	(27.8)	%
Hardware - related parties		7,909,994		5,479,021		(2,430,973)	(30.7)	%
Service		13,985,465		25,464,003		11,478,538	82.1	%
Software - related parties		-		4,234,188		4,234,188	100	%
Software		3,952,991		5,534,593		1,581,602	40.0	%
Total revenues	¥	75,542,379	¥	76,585,729	¥	1,043,350	1.4	%

Our total revenues for the year ended June 30, 2013 were approximately ¥76.6 million ($12.4 million), an increase of approximately ¥1.0 million or 1.4% from ¥75.5 million for the year ended June 30, 2012. This was mainly caused by:

1. Hardware business. During the year ended June 30, 2013, hardware revenues decreased mainly because we recorded significant revenue from our Turkmenistan project in 2012, while there is no such revenue in 2013.

2. Hardware related parties. Sales of hardware to related-parties decreased because 1) one entity ceased to be a related party in 2013. In 2012, we generated revenues from two related parties. In 2013, we sold to the same two parties, but one was no longer a related party, and as a result, revenues from that party were included in hardware non-related parties revenue for the years ended June 30, 2012 and 2013; and 2) some revenue was allocated to software revenue-related parties.

3. Service business. Most of our increased revenue during the year ended June 30, 2013 was from our fracturing service business. During the year ended June 30, 2013, Recon BHD signed several fracturing service contracts with an aggregate contract value of RMB 30 million with Sinopec Zhongyuan oilfield. As of June 30, 2013, we have completed all those contracts and recognized the corresponding revenues from the contracts. We continue to perform fracturing work beyond those contracts.

4. Software business. The software sales increased approximately ¥1.6 million ($0.3 million). We record revenue as software sales when (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. This revenue was from Ji Dong oilfield, which is considered related party revenue because we have done business with this oilfield through Beijing Yabei Nuoda, a company of which our chief executive officer is legal representative. As mentioned above, we recorded revenue as software sales only when it satisfies specific criteria. Revenue from software related parties should be considered together with hardware sales from related parties. This increase only reflected separately recorded software revenue increase, while our automation business with Ji Dong oilfield developed well.

Cost and Margin

	For the Years Ended June 30,								
	2012			2013			Increase / (Decrease)		Percentage Change	
Total revenues	¥	75,542,379		¥	76,585,729		¥	1,043,350		1.4	%
Cost of revenues		51,269,950			51,531,759			261,809		0.5	%
Gross profit	¥	24,272,429		¥	25,053,970		¥	781,541		3.2	%
Margin %		32.1	%		32.7	%		0.6	%		

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 under contracts. 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 the price fluctuation of metal and oil. Additionally, the prices of some imported accessories mandated by our clients can also impact our cost. Our cost of revenues increased from approximately ¥51.3 million in the year ended June 30, 2012 to approximately ¥51.5 million ($8.3 million) for the year ended June 30, 2013, an increase of approximately ¥0.3 million ($42,000) or 0.5%. As a percentage of revenues, our cost of revenues decreased from 67.9% in 2012 to 67.3% in 2013.

Gross Profit. Our gross profit increased to approximately ¥25.1 million ($4 million) for the year ended June 30, 2013 from approximately ¥24.3 million for the year ended June 30, 2012. Our gross profit as a percentage of revenue increased to 32.7% for the year ended June 30, 2013 from 32.1% for the same period in 2012.

In more detail:

	For the Years Ended June 30,			
	2012	2013	Increase / (Decrease)	Percentage Change
Total revenues-hardware and software- non related parties	¥ 53,646,920	¥ 41,408,517	¥ (12,238,403)	(22.8) %
Cost of revenues -hardware and software- non related parties	37,740,629	26,617,786	(11,122,843)	(29.5) %
Gross profit	¥ 15,906,291	¥ 14,790,731	¥ (1,115,560)	(7.0) %
Margin %	29.6 %	35.7 %	6.1 %	

Cost of revenue from hardware and software-related parties decreased, causing gross profit from non-related parties increased, was mainly because revenue from software business, which usually enjoying a higher margin, occupied larger proportion of our revenue.

	For the Years Ended June 30,			
	2012	2013	Increase / (Decrease)	Percentage Change
Total revenues-hardware and software-related parties	¥ 7,909,994	¥ 9,713,209	¥ 1,803,215	22.8 %
Cost of revenues -hardware and software- related parties	4,584,221	6,346,850	1,762,629	38.4 %
Gross profit	¥ 3,325,773	¥ 3,366,359	¥ 40,586	1.2 %
Margin %	42.0 %	34.7 %	(7.4) %	

Cost of revenue from hardware and software-related parties increased as revenue increased. While gross margin decreased was mainly because software revenue accounted for larger proportion last year.

	For the Years Ended June 30,			
	2012	2013	Increase / (Decrease)	Percentage Change
Total revenues- service	¥ 13,985,465	¥ 25,464,003	¥ 11,478,538	82.1 %
Cost of revenues service	8,945,100	18,567,123	9,622,023	107.6 %
Gross profit	¥ 5,040,365	¥ 6,896,880	¥ 1,856,515	36.8 %
Margin %	36.0 %	27.1 %	(9.0) %	

Cost of revenue and gross margin from service business both increased as fracturing business increased dramatically. While as more popularization and completion in this aspect, general margin decreased. So did our business. So far, our management are trying to ease this negative situation through import substitution and training our own service team to save cost, thus to maintain a reasonable margin level.

Expenses

	For the Years Ended June 30,							
	2012		2013		Increase / (Decrease)		Percentage Change	
Selling and distribution expenses	5,054,219		6,126,095		1,071,876		21.2	%
% of revenue	6.7	%	8.0	%	1.3	%		
General and administrative expenses	16,484,972		10,978,942		(5,506,030)		(33.4)	%
% of revenue	21.8	%	14.3	%	(7.5)	%		
Research and development expenses	6,270,919		8,513,680		2,242,761		35.8	%
% of revenue	8.3	%	11.1	%	2.8	%		
Operating expenses	¥ 27,810,110		¥ 25,618,717		¥ (2,191,393)		(7.9)	%

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 and distribution expenses increased by 21.2%, from approximately ¥5.1 million for the year ended June 30, 2012 to approximately ¥6.1 million ($1 million) for the same period of 2013. This increase was primarily due to the increased expenses related to shipping charges, traveling expenses and maintenance expenses. Selling and distribution expenses were 6.7% of total revenues in the year ended June 30, 2012 and 8% of total revenues in the same period of 2013. The percentage increase was a result of the above-mentioned expenses.

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 decreased by 33.4%, or approximately ¥5.6 million ($0.9 million), from approximately ¥16.5 million in the year ended June 30, 2012 to approximately ¥11.0 million ($1.8 million) in the same period of 2013. General and administrative expenses were 21.8% of total revenues in 2012 and 14.3% of total revenues in 2013. The decrease in general and administrative expenses was mainly caused by lower allowance for doubtful accounts, audit fees, consulting and legal fees, offset by increased in salaries and entertainment 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 increased by 35.8%, from approximately ¥6.3 million for the year ended June 30, 2012 to approximately ¥8.5 million ($1.4 million) for the same period of 2013. This increase was primarily due to the increase in R&D expenditure on our furnaces and fracturing services required to update our products and services.

Net Income

	For the Years Ended June 30,			
	2012	2013	Increase / (Decrease)	Percentage Change
Loss from operations	¥ (3,537,681)	¥ (564,747)	¥ 2,972,934	(84.0) %
Interest and other income (loss)	(196,851)	1,471,159	1,668,010	(847.3) %
Income (loss) before income taxes	(3,734,532)	906,412	4,640,944	(124.3) %

Provision (benefit) for income taxes		(220,050)		286,871		506,921	(230.4)	%
Net income (loss)		(3,514,482)		619,541		4,134,023	(117.6)	%
Less: Net income attributable to non-controlling interest		305,653		579,843		274,190	89.7	%
Net income (loss) attributable to ordinary shareholders	¥	(3,820,135)	¥	39,698	¥	3,859,833	(101.0)	%

Loss from operations. Loss from operations was approximately ¥0.6 million ($0.1 million) for the year ended June 30, 2013, compared to a loss of approximately ¥3.5 million for the same period of 2012. This decrease in loss from operations is attributed primarily to the increased revenue and decrease in general and administrative expenses.

Interest and other income (loss). Interest and other income was approximately ¥1.5 million ($0.2 million) for the year ended June 30, 2013, compared to interest and other loss of ¥0.2 million for the same period of 2012. The approximately ¥1.7 million ($0.3 million) increase in interest and other income was primarily due to increases in subsidy income, interest income, gain from foreign currency transactions and other income, offset by increase in interest expenses.

Provision (benefit) for income tax. Provision for income tax is based upon the liability method of accounting pursuant to US GAAP. Under this approach, deferred income taxes are recorded to reflect the tax consequences on future years of differences between the tax basis of assets and liabilities and their financial reporting amounts. A valuation allowance is recorded against deferred tax assets if it is not likely that the asset will be realized. We have not been subject to any income taxes in the United States or the Cayman Islands. Enterprises doing business in the PRC are generally subject to federal (state) enterprise income tax at a rate of 25%; however, Nanjing Recon and BHD were granted the certification of High Technology Enterprise and are taxed at a rate of 15% for taxable income generated.

Benefit for income tax for the year ended June 30, 2012 was ¥220,050, while the provision for income tax for the year ended June 30, 2013 was ¥286,871 ($46,358). Income taxes were higher in the 2013 period notwithstanding net losses because the VIEs had higher pre-consolidation taxable income, which could not be offset by losses of the consolidated entity.

Net income (loss) attributable to ordinary shareholders. As a result of the factors described above, net income attributable to ordinary shareholders was ¥39,698 ($6,415) for the year ended June 30, 2013, an improvement of approximately ¥4 million ($0.6 million) from net loss attributable to ordinary shareholders of approximately ¥3.8 million for same period of 2012.

Adjusted EBITDA. We define adjusted EBITDA as net income (loss) before income tax expense, interest expense, non-cash stock compensation expense, and depreciation and amortization expense. We believe 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, the book value of assets, the 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.

Reconciliation of Adjusted EBITDA to Net Income (Loss)	For the Years Ended June 30, 2012 RMB	2013 RMB	Increase / (Decrease)	Percentage Change	2013 USD
Net income (loss)	¥ (3,514,482)	¥ 619,541	¥ 4,134,023	117.6 %	$ 100,116
Provision (benefit) for income taxes	(220,050)	286,871	506,921	230.4 %	46,358
Interest expense and foreign currency adjustment	1,009,127	1,323,726	314,599	31.2 %	213,911
Stock compensation expense	1,239,788	1,852,656	612,868	49.4 %	299,385
Depreciation and amortization	361,790	618,552	256,762	71.0 %	99,957
Adjusted EBITDA	¥ (1,123,827)	¥ 4,701,346	¥ 5,825,173	518.3 %	$ 759,727

Adjusted EBITDA improved by approximately ¥5.8 million ($1 million) to approximately ¥4.7 million ($0.8 million) for the year ended June 30, 2013 compared to loss of approximately ¥1.1 million for the same period in 2012 as a result of increased revenues and lower operating expenses. Compared to net income attributable to ordinary shareholders, we believe EBITDA more accurately reflects our 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 June 30, 2013, we had cash and cash equivalents in the amount of approximately ¥12.4 million ($2 million).

Indebtedness. As of June 30, 2013, we had approximately ¥0.6 ($0.1 million) of short-term borrowings from third parties, approximately ¥5.5 million ($0.9 million) of short-term borrowings from related parties, and ¥10 million ($1.6 million) in commercial loans from two local banks. Other than these amounts, 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 their 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 and short-term borrowings. As of June 30, 2013, we had total assets of approximately ¥135.5 million ($21.9 million), which includes cash amounting to approximately ¥12.4 million ($2 million), net accounts receivable from third parties amounting to approximately ¥38.6 million ($6.2 million), and net accounts receivable from related parties amounting to approximately ¥18.7 million ($3 million). Working capital amounted to approximately ¥82.0 million ($13.2 million), and shareholders' equity amounted to approximately ¥81.5 million ($13.2 million). Our management believes, as most of our accounting receivables can be collected in one year, our working capital will be sufficient to satisfy our liquidity requirement of current operations for the next 12 months.

Cash from Operating Activities. Net cash provided by operating activities was approximately ¥24.8 million ($4 million) for the year ended June 30, 2013. This was an increase of approximately ¥46.5 million ($7.5 million) compared to net cash used in operating activities of approximately ¥21.7 million for year ended June 30, 2012. This increase was mainly due to the fact that we earned net profit in fiscal 2013 while we experienced net losses in fiscal 2012. In more detail:

1. Collection of trade accounts receivable from third parties and related parties increased approximately ¥25.8 million ($4.2 million);
2. Inventory decreased approximately ¥11.0 million ($1.8 million) due to increasing sales activities;
3. Other accounts payable increased approximately ¥2.8 million ($0.5 million) mainly due to an increase in other accounts payable to one related party;
4. Trade accounts payable, including payables to related parties, decreased approximately ¥5.9 million ($0.9 million) because of some purchases due on suppliers' demand, which were mainly to our supplier of furnaces; and
5. Payment of VAT, which caused a decrease of approximately ¥2.9 million ($0.5 million) in taxes payable, which was offset by tax recoverable.

Cash from Investing Activities. Net cash used in investing activities was approximately ¥2.1 million ($0.3 million) for the year ended June 30, 2013, an increase of ¥1.3 million ($0.2 million) from ¥0.8 million for the same period of 2012. The increase in net cash used in investing activities was mainly due to an approximately ¥1.5 million increase in long-term investment for a 32.2% equity investment in a U.S. oil and natural gas company offset by ¥0.2 million increase in proceeds from disposal of fixed assets and a decrease of approximately ¥86,000 in purchase of property and equipment.

Cash from Financing Activities. Net cash used in financing activities amounted to approximately ¥14.2 million ($2.3 million) for the year ended June 30, 2013, compared to cash flows provided by financing activities of approximately ¥22.7 million for the year ended June 30, 2012. During the year ended June 30, 2013, we repaid ¥23 million ($3.7 million) in commercial bank loans and received ¥10 million ($1.6 million) in loans from two banks, which were guaranteed by one of our shareholders, Mr. Chen Guangqiang, who is also an officer and director of our company.

Working Capital. Total working capital as of June 30, 2013 amounted to approximately ¥82 million ($13.2 million), compared to approximately ¥74.2 million as of June 30, 2012. Total current assets as of June 30, 2013 amounted to approximately ¥128.7 million ($20.8 million), a decrease of approximately ¥11.4 million ($1.6 million) compared to approximately ¥140.1 million at June 30, 2012. The decrease in total current assets at June 30, 2013 compared to June 30, 2012 was mainly due to decrease of trade accounts receivable and inventory.

Current liabilities amounted to approximately ¥46.7 million ($7.6 million) at June 30, 2013, in comparison to approximately ¥65.9 million at June 30, 2012, a decrease of approximately ¥19.2 million ($3.1 million). This reduction of liabilities was attributable mainly to payment of trade accounts payable and taxes and repayment of short-term bank loans and short-term borrowings of non-related parties.

Recently Enacted Accounting Standards

None.

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

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

Item 8. Financial Statements and Supplementary Data.

The Company's financial statements and the related notes, together with the report of Friedman LLP for the years ended June 30, 2013 and 2012 are set forth following the signature pages of this report.

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

None.

Item 9A. Controls and Procedures.

Disclosure Controls and Procedures

As of June 30, 2013, our company carried out an evaluation, under the supervision of and with the participation of management, including our Company's chief executive officer and chief financial officer, of the effectiveness of the design and operation of our Company's disclosure controls and procedures. Included in this Annual Report on Form 10-K, 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 U.S. Securities and Exchange Commission (the "Commission") filings.

Changes in Internal Control over Financial Reporting

Management continues to focus on internal control over financial reporting. As of June 30, 2013, the Company has completed certain 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 our continuous management assessments of internal control effectiveness; and
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.

Management's Annual Report on Internal Control over Financial Reporting

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

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that the Company's receipts and expenditures are being made only in accordance with the authorization of its management and directors; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

The Company's management assessed the effectiveness of its internal control over financial reporting as of June 30, 2013. In making this assessment, management used the 1992 framework set forth in the report entitled *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. The COSO framework(old) summarizes each of the components of a company's internal control system, including (i) the control environment, (ii) risk assessment, (iii) control activities, (iv) information and communication, and (v) monitoring. Based on this assessment, the Company's management believes that, as of June 30, 2013, its internal control over financing reporting is not effective based on those criteria.

The specific material weaknesses identified by the Company's management as of June 30, 2013 are described as follows:

We did not have sufficient skilled accounting personnel who are either qualified as Certified Public Accountants in the U.S. or who have received education from U.S. institutions or other educational programs that would provide enough relevant education relating to U.S. GAAP. The Company's CFO and Controller have limited experience with U.S. GAAP and are not U.S. Certified Public Accountants. Further, our operating subsidiaries are based in China, and in accordance with PRC laws and regulations, are required to comply with PRC GAAP, rather than U.S. GAAP. Thus, the accounting skills and understanding necessary to fulfill the requirements of U.S. GAAP-based reporting, including the preparation of consolidated financial statements, are inadequate, and determined to be a material weakness.

We recently completed our designs of our internal controls and assessments for all of our financial reporting cycles during fiscal year 2013, and we are unable to declare effectiveness of our controls due to lack of sufficient time to obtain evidence of operating effectiveness as of June 30, 2013 due to lack of monitoring of our internal controls (lack of self-testing of internal controls). Therefore, we determined that the lack of time to evaluate our design and operating effectiveness is a material weakness. It should be noted, however, that (a) many actions had been undertaken to enhance the control environment during the year; and (b) there are other remedial activities that are scheduled to be take place in fiscal 2014.

As a result, the Company has developed remedial actions to strengthen its accounting and financial reporting functions as well as the related disclosure controls and procedures. Such plan will require the hiring of additional resources and the deployment of other corporate resources for the accounting department in relation to the financial reporting process. Such additional resources will include the establishment of a work force dedicated to the task of correcting past financial irregularities and maintaining correct financial reporting on an on-going basis. To strengthen the Company’s internal control over financial reporting, the Company engaged outside consultants that are skilled in SEC reporting and Section 404 compliance to assist in the implementation of the following remedial actions, which have been completed as of the date of this report:

• Development and formalization of key accounting and financial reporting policies and procedures;

• Identification and documentation of key controls by business process;

• Enhancement of existing disclosures policies and procedures;

• Formalization of periodic communication between management and the audit committee; and

• Implementation of policies and procedures intended to enhance management monitoring and oversight by the Audit Committee.

In addition to the foregoing efforts, the Company expects to implement the following remedial actions during fiscal year 2014:

• Formalization of a periodic staff training program to enhance their awareness of the key internal control activities.

• Develop a comprehensive training and development plan, for our finance, accounting and internal audit personnel, including our Chief Financial Officer, Controller, and others, in the principles and rules of U.S. GAAP, SEC reporting requirements and the application thereof.

• Hire a full-time employee who possesses the requisite U.S. GAAP experience and education

• Monitoring of internal controls by performing self-testing of various key controls.

Despite the material weaknesses and deficiencies reported above, our management believes that our consolidated financial statements included in this report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented and that this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Regulation S-K Item 401:

Executive Officers and Directors

The following table sets forth our executive officers and directors, their ages and the positions held by them:

Name	Age	Position Held
Mr. Yin Shenping	44	Chief Executive Officer and Director
Ms. Liu Jia	30	Chief Financial Officer
Mr. Chen Guangqiang	50	Chief Technology Officer and Director
Mr. Zhao Shudong	67	Independent Director
Mr. Nelson N.S. Wong	51	Independent Director (Audit Committee Chair)
Mr. Hu Jijun	48	Independent Director

Yin Shenping. Mr. Yin is our Chief Executive Officer. In 2003, Mr. Yin founded Nanjing Recon, a Chinese company that provides services to automate and enhance the extraction of petroleum in China, and has been the Chief Executive Officer since that time. Prior to founding Nanjing Recon, Mr. Yin served as a sales manager for Fujian Haitian Network Company from 1992 through 1994. Mr. Yin has founded and operated a number of companies: Xiamen Hengda Haitian Computer Network Co., Ltd. (1994), Baotou Hengda Haitian Computer Network Co., Ltd. (1997) and Beijing Jingke Haitian Electronic Technology Development Co., Ltd. (1999), and Jingsu Huasheng Information Technology Co., Ltd. (2000). In 2000, Mr. Yin merged the former Nanjing Kingsley Software Engineering Co., Ltd. into Nanjing Recon. Mr. Yin received his bachelor’s degree in 1991 from Nanjing Agricultural University in information systems. Mr. Yin has been chosen as a director because he is one of the founders of the Company and we believe his knowledge of the Company and years of experience in our industry give him the ability to guide the Company as a director.

Liu Jia. Ms. Liu has served as our Chief Financial Officer since 2008. In 2008 Ms. Liu assisted Heilongjiang Province Jintian Group with financial due diligence, field surveys and data analysis. While in college Ms. Liu served internships in Xinghua Certified Public Accountants, Ltd., Beijing Zhongweihuahao Accountants Affairs Office, Tiantong Securities Co., Ltd. and Industrial and Commercial Bank of China, which internships focused on auditing, accounting and data analysis. Ms. Liu received her bachelor’s degree in 2006 from Beijing University of Chemical Technology, School of Economics and Management and her master’s degree in industrial economics in 2009 from Beijing Wuzi University.

Chen Guangqiang. Mr. Chen has served as our Chief Technology Officer since 2003. Mr. Chen was a geological engineer for the Fourth Oil Extraction Plant of Huabei Oil Field from 1985 through 1993. From 1993 through 1999, Mr. Chen was a chief engineer for Xinda Company, CNPC Development Bureau. From 1999 through 2003, Mr. Chen served as the general manager of Beijing Adar. Mr. Chen received his bachelor’s degree in 1985 from Southwest Petroleum Institute. Mr. Chen has been chosen as a director because he is one of the founders of the Company and we believe we can benefit from his years of engineering experience and management experience in the oil extraction industry.

Nelson N.S. Wong. Mr. Wong joined our Board of Directors in 2008. In 1990 Mr. Wong joined the Vigers Group, a real estate company that provides services in valuation, corporate property services, investment advisory services, general practice surveying, building surveying, commercial, retail and industrial agency, and property and facilities management. Mr. Wong became the Vice Chairman and CEO of the Vigers Group in 1993. In 1995 Mr. Wong established the ACN Group, a business consulting firm, where he has worked continuously and continues to serve as the Chairman and Managing Partner. Mr. Wong received a bachelor's degree in arts from the PLA Institute of International Relations in Nanjing in 1983. Mr. Wong has been chosen as a director because we believe we can benefit from his leadership skills and management experience.

Hu Jijun. Mr. Hu joined our Board of Directors in 2008. From 1988 to 2003, Mr. Hu served in a variety of positions at our No. 2 test-drill plant, including technician of installation, assets equipment work, electrical installation, control room production dispatcher, Deputy Chief Engineer of the Technology Battalion, and Deputy Director of Production. From 2003 to 2005 he served as Head of the Integrated Battalion and he is currently the Head of the Transport Battalion, Senior Electric Engineer. Mr. Hu graduated as an automated professional from the China University of Petroleum in 1988. Mr. Hu has been chosen as a director because we believe his years of experience and knowledge gained while working at our No. 2 test-drill plant will prove beneficial to the guidance of the Company.

Zhao Shudong. Before retiring in 2006, Mr. Zhao spent over 30 years working in the oilfield industry. From 1970 to 1976, Mr. Zhao worked as a technician in the Daqing oilfield. From 1976 to 1982, Mr. Zhao served as the vice director of the Hubei Oilfield Generalized Geologic Technical Research Institute. Mr. Zhao then spent 11 years as a director and section chief at the Scientific and Technological Development Department of the Huabei Petroleum Administrative Bureau. He was subsequently appointed Chief Geologist of the bureau, a position he held from 1993 to 1999. From 1999 to 2006, Mr. Zhao served as the General Manager of the Huabei Oilfield Company of CNPC. Mr. Zhao studied at the Northeast Petroleum Institute from 1965 to 1970. Mr. Zhao has been chosen as a director nominee because of his extensive experience in the oilfield industry.

Employment Agreements

We have employment agreements with each of our Chief Executive Officer, Chief Technology Officer and Chief Financial Officer. With the exception of the employment agreement with our Chief Financial Officer, each of these employment agreements provides for an indefinite term. Such employment agreements may be terminated (1) if the employee gives written notice of his or her intention to resign, (2) the employee is absent from three consecutive meetings of the Board of Directors, without special leave of absence from the other members of the Board of Directors, and the Board of Directors passes a resolution that such employee has vacated his office, or (3) the death, bankruptcy or mental incapacity of the employee. The employment agreement for our Chief Financial Officer provides for a one-year term, currently expiring on March 12, 2014. Such employment agreement may be terminated if the employee gives thirty days' written notice of her intention to resign, or if the Board of Directors determines she can no longer perform her duties as Chief Financial Officer and provides her with thirty days' written notice of termination.

Under Chinese law, we may only terminate employment agreements without cause and without penalty by providing notice of non-renewal one month prior to the date on which the employment agreement is scheduled to expire. If we fail to provide this notice or if we wish to terminate an employment agreement in the absence of cause, then we are obligated to pay the employee one month's salary for each year we have employed the employee. We are, however, permitted to terminate an employee for cause without penalty to the Company, where the employee has committed a crime or the employee's actions or inactions have resulted in a material adverse effect to us.

Share Option Pool

In connection with our initial public offering, we established a pool for share options for the Domestic Companies' and our employees. This pool contains options to purchase up to 790,362 of our ordinary shares. The options will vest at a rate of 20% per year for five years and have an exercise price of the market price of our shares on the date the options are granted. To date, we issued 608,000 options out of our employee share option pool. We initially granted 293,000 options in 2009. We held a shareholder meeting in December 2010 and announced the resignation of three directors, and as a result, 100,000 options were forfeited and went back to the pool. In 2012, we granted an additional 415,000 options. Currently, we have 608,000 options outstanding.

Board of Directors and Board Committees

Our board of directors currently consists of five (5) members. There are no family relationships between any of our executive officers and directors.

The directors are divided into three classes, as nearly equal in number as the then total number of directors permits. Class I directors shall face re-election at our annual general meeting of shareholders in 2014 and every three years thereafter. Class II directors shall face re-election at our annual general meeting of shareholders in 2015 and every three years thereafter. Class III directors shall face re-election at our annual general meeting of shareholders in 2016 and every three years thereafter.

If the number of directors changes, any increase or decrease will be apportioned among the classes so as to maintain the number of directors in each class as nearly as possible. Any additional directors of a class elected to fill a vacancy resulting from an increase in such class will hold office for a term that coincides with the remaining term of that class. Decreases in the number of directors will not shorten the term of any incumbent director. These board provisions could make it more difficult for third parties to gain control of the Company by making it difficult to replace members of our Board of Directors.

A director may vote in respect of any contract or transaction in which he is interested, provided, however, that the nature of the interest of any director in any such contract or transaction shall be disclosed by him at or prior to its consideration and any vote on that matter. A general notice or disclosure to the directors or otherwise contained in the minutes of a meeting or a written resolution of the directors or any committee thereof that a director is a shareholder of any specified firm or company and is to be regarded as interested in any transaction with such firm or company shall be sufficient disclosure and after such general notice it shall not be necessary to give special notice relating to any particular transaction.

There are no membership qualifications for directors. Further, there are no share ownership qualifications for directors unless so fixed by us in a general meeting.

The Board of Directors maintains a majority of independent directors who are deemed to be independent under the definition of independence provided by NASDAQ Stock Market Rule 4200(a)(15). Mr. Zhao, Mr. Wong, and Mr. Hu are our independent directors.

Mr. Yin Shenping currently holds both the positions of Chief Executive Officer and Chairman of the Board. These two positions have not been consolidated into one position; Mr. Yin simply holds both positions at this time. We do not have a lead independent director because of the foregoing reason and also because we believe our independent directors are encouraged to freely voice their opinions on a relatively small company board. We believe this leadership structure is appropriate because we are a smaller reporting company that recently became listed on a public exchange; as such we deem it appropriate to be able to benefit from the guidance of Mr. Yin as both our principal executive officer and Chairman of the Board.

Our Board of Directors plays a significant role in our risk oversight. The Board of Directors makes all relevant Company decisions. As such, it is important for us to have our Chief Executive Officer serve on the Board as he plays a key role in the risk oversight of the Company. As a smaller reporting company with a small board of directors, we believe it is appropriate to have the involvement and input of all of our directors in risk oversight matters.

Currently, three committees have been established under the board: the audit committee, the compensation committee and the nominating committee. All of these committees consist solely of independent directors.

The audit committee is responsible for overseeing the accounting and financial reporting processes of the Company and audits of the financial statements of the Company, including the appointment, compensation and oversight of the work of our independent auditors. Mr. Wong qualifies as the audit committee financial expert and serves as the chair of the audit committee.

The compensation committee of the board of directors reviews and makes recommendations to the board regarding our compensation policies for our officers and all forms of compensation, and also administers our incentive compensation plans and equity-based plans (but our board retains the authority to interpret those plans). Mr. Hu serves as the chair of the compensation committee.

The nominating committee of the board of directors is responsible for the assessment of the performance of the board, considering and making recommendations to the board with respect to the nominations or elections of directors and other governance issues. The nominating committee considers diversity of opinion and experience when nominating directors. Mr. Zhao serves as the chair of the nominating committee.

There are no other arrangements or understandings pursuant to which our directors are selected or nominated.

Duties of Directors

Under Cayman Islands law, our directors have a fiduciary duty to the Company to act in good faith in their dealings with or on behalf of the Company and exercise their powers and fulfill the duties of their office honestly. This duty has four essential elements:

- a duty to act in good faith in the best interests of the Company;
- a duty not to personally profit from opportunities that arise from the office of director;
- a duty to avoid conflicts of interest; and
- a duty to exercise powers for the purpose for which such powers were intended.

In general, Cayman Islands law imposes various duties on directors of a company with respect to certain matters of management and administration of the Company. In addition to the remedies available under general law, the Companies Law imposes fines on directors who fail to satisfy some of these requirements. However, in many circumstances, an individual is only liable if he is knowingly guilty of the default or knowingly and willfully authorizes or permits the default. In comparison, under Delaware law, the business and affairs of a corporation are managed by or under the direction of its board of directors. In exercising their powers, directors are charged with a fiduciary duty of care to protect the interests of the corporation and a fiduciary duty of loyalty to act in the best interests of its shareholders. In addition, under Delaware law, a party challenging the propriety of a decision of the directors bears the burden of rebutting the applicability of the presumptions afforded to directors by the "business judgment rule." If the presumption is not rebutted, the business judgment rule protects the directors and their decisions, and their business judgments will not be second guessed. If the presumption is rebutted, the directors bear the burden of demonstrating the entire fairness of the relevant transaction. Notwithstanding the foregoing, Delaware courts subject directors' conduct to enhanced scrutiny in respect of defensive actions taken in response to a threat to corporate control and approval of a transaction resulting in a sale of control of the corporation.

Limitation of Director and Officer Liability

Pursuant to our Memorandum and Articles of Association, every director or officer and the personal representatives of the same shall be indemnified and held harmless out of our assets and funds against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by him or her in or about the conduct of our business or affairs or in the execution or discharge of his or her duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by him in defending (whether successfully or otherwise) any civil proceedings concerning us or our affairs in any court whether in the Cayman Islands or elsewhere. No such director or officer will be liable for: (a) the acts, receipts, neglects, defaults or omissions of any other such Director or officer or agent; or (b) any loss on account of defect of title to any of our properties; or (c) account of the insufficiency of any security in or upon which any of our money shall be invested; or (d) any loss incurred through any bank, broker or other similar person; or (e) any loss occasioned by any negligence, default, breach of duty, breach of trust, error of judgment or oversight on his or her part; or (f) any loss, damage or misfortune whatsoever which may happen in or arise from the execution or discharge of the duties, powers authorities, or discretions of his or her office or in relation thereto, unless the same shall happen through his or her own dishonesty, gross negligence or willful default.

Involvement in Certain Legal Proceedings

To the best of our knowledge, none of our directors or executive officers has been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, or has been a party to any judicial or administrative proceeding during the past ten years that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities or commodities laws, any laws respecting financial institutions or insurance companies, any law or regulation prohibiting mail or wire fraud in connection with any business entity or been subject to any disciplinary sanctions or orders imposed by a stock, commodities or derivatives exchange or other self-regulatory organization, except for matters that were dismissed without sanction or settlement.

Regulation S-K Item 405:

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

Regulation S-K Item 406:

The Company has adopted a Code of Ethics and has filed a copy of the Code of Ethics with the Commission.

Regulation S-K Item 407(c)(3):

None.

Regulation S-K Item 407(d)(4) and (5):

The Board of Directors maintains a majority of independent directors who are deemed to be independent under the definition of independence provided by NASDAQ Stock Market Rule 4200(a)(15). The Company has an audit committee, consisting solely of independent directors of the Company, Mr. Zhao Shudong, Mr. Nelson N.S. Wong, and Mr. Hu Jijun. Mr. Wong qualifies as the audit committee financial expert. The Company's audit committee charter has been filed as Exhibit 99.1 to the Company's annual report on Form 10-K for the year ended June 30, 2009 and is available on the Company's website (www.recon.cn).

Item 11. Executive Compensation.

The following table shows the annual compensation paid by us to Mr. Yin Shenping, our Chief Executive Officer, for the years ended June 30, 2013 and 2012. No other employee or officer received more than $100,000 in total compensation in 2013 or 2012.

Summary Executive Compensation Table

Name and principal position	Year	Salary		Bonus	Option Awards		All Other Compensation	Total
Yin Shenping, Principal Executive	2013	$ 85,437	(1)	$	$	(2)	$	$ 85,437

Officer														
	2012	$	81,359	(1)	$		$	119,200	(2)	$	0	$	200,559
Chen Guangqiang, Chief Technology Officer	2013	$	71,942	(3)	$	12,945	$		(4)	$		$	84,887
	2012	$	71,003	(3)	$	7,911	$	74,500	(4)	$		$	153,414

(1) Mr. Yin Shenping has earned this salary and we have accrued for it; however, we have not yet paid these amounts to Mr. Yin. During fiscal 2013 and 2012, Mr. Yin did not receive any salary payment.

(2) On July 30, 2009, 60,000 share options were awarded to Yin Shenping, which options vest over a period of five years, 20% of which vest on July 30 each year beginning in 2010. The grant date fair value of such options was $4.42 per share, and the total amount of option awards was recognized in the year of grant.
On March 26, 2012, 80,000 share options were awarded to Yin Shenping, which options vest over a period of five years, 20% of which vest on March 26 of each year beginning in 2013. The grant date fair value of such options was $1.59 per share, and the total amount of option awards was recognized in the year of grant.

(3) Mr. Chen Guangqiang has earned this salary and we have accrued for it; however, we have not yet paid these amounts to Mr. Chen. During fiscal 2013 and 2012, Mr. Chen did not receive any salary payment but did receive the bonus payments for such years.
On July 30, 2009, 50,000 share options were awarded to Chen Guangqiang, which options vest over a period of five years, 20% of which vest on July 30 of each year beginning in 2010. The grant date fair value of such options was $4.42 per share, and the total amount of option awards was recognized in the year of grant.
On March 26, 2012, 50,000 share options were awarded to Chen Guangqiang, which options vest over a period of five years, 20% of which vest on March 26 of each year beginning in 2013. The grant date fair value of such options was $1.59 per share, and the total amount of option awards was recognized in the year of grant.

Director Compensation

All directors hold office until the expiration of their respective terms and until their successors have been duly elected and qualified. There are no family relationships among our directors or executive officers. Officers are elected by and serve at the discretion of the Board of Directors. Employee directors and non-voting observers do not receive any compensation for their services. Non-employee directors are entitled to receive $2,000 per Board of Directors meeting attended. In addition, non-employee directors are entitled to receive compensation for their actual travel expenses for each Board of Directors meeting attended.

Summary Director Compensation Table

Name(1)	Fees earned or paid in cash	Option Awards	Total(2)
Nelson N.S. Wong	$ 10,000	$	$ 10,000
Hu Jijun	$ 4,000	$	$ 4,000
Zhao Shudong	$ 4,000	$	$ 4,000

(1) Compensation for our directors Yin Shenping and Chen Guangqiang, who also serve as executive officers, is fully disclosed in the executive compensation table.
(2) None of the directors received any ordinary share awards, nonqualified deferred compensation earnings or non-equity incentive plan compensation in fiscal year 2012.

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

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	608,000	$ 3.925	182,362

List of Option Holders

The following is a list of individuals who hold options to purchase ordinary shares of our company as of the date of this filing. All options with an exercise price of $6.00 per share were granted on July 29, 2009, while all options with an exercise price of $2.96 per share were granted on March 26, 2012. All options vest over a period of 5 years, at a rate of 20% per year beginning on the first anniversary of grant, and are exercisable for ten years from the date of grant.

Name	Options	Exercise Price
Chen Guangqiang	50000	$6.00
	50000	$2.96
Dong Zhibao	5,000	$2.96
Fu Huifang	2,000	$2.96
Hu Jijun	15,000	$6.00
Huang Huiyan	40,000	$2.96
Jiang Zhiyan	2,000	$2.96
Li Donglin	50,000	$2.96
Liu Jia	50,000	$6.00
Liu Jinachang	5,000	$2.96
Lv Jing	5,000	$2.96
Nelson Wong	18,000	$6.00
Qi Jianming	4,000	$2.96
Shen Yuan	30,000	$2.96
Song Zhaoxia	2,000	$2.96
Tang Fuqi	30,000	$2.96
Tang Xiaolin	6,000	$2.96
Wang Ning	1,000	$2.96
Wang Pan	5,000	$2.96
Wang Shubiao	2,000	$2.96
Wang Youhong	40,000	$2.96
Wu Yingfu	4,000	$2.96
Xie Longxiao	3,000	$2.96
Xu Qing	5,000	$2.96
Yan Yingwu	20,000	$2.96
Yin Shenping	60,000	$6.00
	80,000	$2.96
Yu Wen	5,000	$2.96
Zhang Pei	4,000	$2.96
Zhao Shudong	15,000	$2.96

PRINCIPAL SHAREHOLDERS

The following table sets forth information with respect to beneficial ownership of our ordinary shares as of the date of this report, for each person known by us to beneficially own 5% or more of our ordinary shares, and all of our executive officers and directors individually and as a group. Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the securities. Except as indicated below, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all ordinary shares shown as beneficially owned by them. Percentage of beneficial ownership is based on 4,029,011 Shares, which consists of 3,951,811 Shares outstanding as of September 28, 2012 and 115,800 shares subject to options that were exercisable within 60 days after September 28, 2012. Such shares subject to options are deemed to be outstanding for the purposes of computing the percentage ownership of the individual holding such shares, but are not deemed outstanding for purposes of computing the percentage of any other person shown in the table. Our major shareholders do not possess voting rights that differ from our other shareholders. The address of each of the below shareholders is c/o Recon Technology Ltd, Room 1902, Building C, King Long International Mansion, 9 Fulin Road, Beijing 100107 China.

	Amount of Beneficial Ownership	Percentage Ownership	
Yin Shenping (1)	683,761	17.03	%
Chen Guangqiang (2)	669,761	16.74	%
Hu Jijun (3)	12,000	*	%
Nelson Wong (4)	14,400	*	%
Zhao Shudong(5)	3,000	*	%
Liu Hui (6)	833,681	21.10	%
Chen Yiquan (6)	833,681	21.10	%
Total	2,130,403	55.60	%
Directors and Executive Officers as a Group (seven members)	1,283,522	34.50	%

(1) Includes 64,000 options to purchase ordinary shares that were exercisable within 60 days after September 25, 2013. Does not include 76,000 options that were not exercisable within 60 days after September 25, 2013.

(2) Includes 50,000 options to purchase ordinary shares that were exercisable within 60 days after September 25, 2013. Does not include 50,000 options that were not exercisable within 60 days after September 25, 2013.

(3) Includes 12,000 options to purchase ordinary shares that were exercisable within 60 days after September 25, 2013. Does not include 3,000 options that were not exercisable within 60 days after September 25, 2013.

(4) Includes 14,400 options to purchase ordinary shares that were exercisable within 60 days after September 25, 2013. Does not include 3,600 options that were not exercisable within 60 days after September 25, 2013.

(5) Includes 3,000 options to purchase ordinary shares that were exercisable within 60 days after September 25, 2013. Does not include 12,000 options that were not exercisable within 60 days after September 25, 2013.

(6) Includes 458,525 Shares held by Chen Yiquan and 375,156 Shares held by Liu Hui. According to a jointly filed Schedule 13D dated December 27, 2010 (Accession No. 0001144204-10-068264), Chen Yiquan and Liu Hui share beneficial ownership of and have joint voting and dispositive power over the aggregate 833,681 Shares.

* Less than 1%.

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

Transactions with Related Persons

Because we do not have access certification to Jidong Oilfield, Nanjing Recon, one of our Domestic Companies, conducted transactions with Jidong Oilfield through Beijing Yabeinuoda Technology Development Co. Ltd. ("Yabeinuoda"), which has access certification to the oilfield and wherein Mr. Yin is the legal representative. Mr. Yin does not have any equity interest in this company currently. In the year ended June 30, 2013, Nanjing Recon sold ¥8,815,773 ($1,424,610) of goods and services to Yabeinuoda. During the same period, Nanjing Recon has accounts receivables from Yabeinuoda in the amount of ¥19,722,574 ($3,187,126) as of June 30, 2013, and ¥1,250,000 was received as of September 28, 2013. Below is a summary of trade accounts receivable with related parties as of June 30, 2012 and 2013, respectively.

Related Party	June 30, 2012 RMB		June 30, 2013 RMB		June 30, 2013 U.S. Dollars	
Beijing Yabei Nuoda Science and Technology Co. Ltd.	¥	21,757,039	¥	19,722,574	$	3,187,126
Allowance for doubtful accounts		(1,362,290)		(978,210)		(158,077)
Total - related-parties, net	¥	20,394,749	¥	18,744,364	$	3,029,049

Below is a summary of purchase advances to related parties as of June 30, 2012 and 2013, respectively

Related Party	June 30, 2012 RMB		June 30, 2013 RMB		June 30, 2013 U.S. Dollars	
Xiamen Huangsheng Hitek Computer Network Co. Ltd.	¥	1,093,534	¥	394,034	$	63,675

In addition, included in the Company's other receivables as of June 30, 2013 were amounts "due from ENI" 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 determined payment schedule, and interest is accrued during the period at an annual rate of 4%. In accordance with the payment schedule, the principal plus accrued interest will be repaid over three years on a quarterly basis. The first four payments are set at 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, installment for each quarter would be ¥1,777,653. The Company has received the payment on time in March and June 2013. The payments required after 1 year are RMB 3,502,680 ($566,026).

Accordingly, the current and non-current portion of the amount due from ENI at June 30, 2013 is determined to be RMB 6,799,669 ($1,098,812) and RMB 3,502,680 ($566,026) , respectively.

The Company also had short-term borrowings from related parties. Below is a summary of the Company's short-term borrowings due to related parties as of June 30, 2012 and 2013, respectively.

Short-term borrowings due to related parties:	June 30, 2012 RMB		June 30, 2013 RMB		June 30, 2013 U.S. Dollars	
Due-on-demand borrowings from Founders, no interest	¥	46,377	¥	6,377	$	1,031
Due-on-demand borrowings from Founder's family member, no interest		-		-		-
Short-term borrowing from a Founder's family member, 6% annual interest, due and paid on March 20, 2013		272,895		-		-
Short-term borrowing from a Founder's family member, 6% annual interest, due and paid on October 21, 2012		3,000,000		-		-
Short-term borrowing from a Founder's family member, 6% annual interest, due and paid on March 27, 2013		200,000		-		-
Short-term borrowing from a Founder's family member, 6% annual interest, due on December 21, 2013		-		3,653,906		590,463

Short-term borrowing from a Founder's family member, 6% annual interest, matures on November 29, 2013		-		1,610,000		260,173
Short-term borrowings from Xiamen Huasheng Haitian Computer Network Co. Ltd., no interest, due on November 14, 2013		200,000		200,000		32,320
Short-term borrowings from management, 6% annual interest, due on December 7, 2013		404,034		32,996		5,333
Total short-term borrowings due to related parties	¥	4,123,306	¥	5,503,279	$	889,318

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Other than as described herein, no transactions required to be disclosed under Item 404 of Regulation S-K have occurred since the beginning of the Company's last fiscal year.

Director Independence

The Board of Directors maintains a majority of independent directors who are deemed to be independent under the definition of independence provided by NASDAQ Stock Market Rule 4200(a)(15). Mr. Wong, Mr. Hu and Mr. Zhao are our independent directors.

Item 14. Principal Accountant Fees and Services.

Friedman LLP was appointed by the Company to serve as its independent registered public accounting firm for fiscal 2012 and 2013.

Fees Paid To Independent Registered Public Accounting Firm

Audit Fees

During fiscal years 2012 and 2013, Friedman LLP's audit fees were $142,000 and $180,000, respectively.

Audit-Related Fees

The Company has not paid Friedman LLP for audit-related services in fiscal years 2013 and 2012.

Tax Fees

The Company has not paid Friedman LLP for tax services in fiscal years 2012 and 2013.

All Other Fees

The Company has not paid Friedman LLP for any other services in fiscal years 2012 and 2013.

Audit Committee Pre-Approval Policies

Before Friedman LLP was engaged by the Company to render audit or non-audit services, the engagement was approved by the Company's audit committee. All services rendered by Friedman LLP have been so approved.

Item 15. Exhibits, Financial Statement Schedules.

The following documents are filed herewith:

Number	Exhibit
3.1	Amended and Restated Articles of Association of the Registrant (1)
3.2	Amended and Restated Memorandum of Association of the Registrant (1)
4.1	Specimen Share Certificate (1)
10.1	Translation of Exclusive Technical Consulting Service Agreement between Recon Technology (Jining) Co., Ltd. and Beijing BHD Petroleum Technology Co., Ltd. (1)
10.2	Translation of Power of Attorney for rights of Chen Guangqiang in Beijing BHD Petroleum Technology Co., Ltd. (1)
10.3	Translation of Power of Attorney for rights of Yin Shenping in Beijing BHD Petroleum Technology Co., Ltd. (1)
10.4	Translation of Power of Attorney for rights of Li Hongqi in Beijing BHD Petroleum Technology Co., Ltd. (1)
10.5	Translation of Exclusive Equity Interest Purchase Agreement between Recon Technology (Jining) Co. Ltd., Chen Guangqiang and Beijing BHD Petroleum Technology Co., Ltd. (1)
10.6	Translation of Exclusive Equity Interest Purchase Agreement between Recon Technology (Jining) Co. Ltd., Yin Shenping and Beijing BHD Petroleum Technology Co., Ltd. (1)
10.7	Translation of Exclusive Equity Interest Purchase Agreement between Recon Technology (Jining) Co. Ltd., Li Hongqi and Beijing BHD Petroleum Technology Co., Ltd. (1)
10.8	Translation of Equity Interest Pledge Agreement between Recon Technology (Jining) Co., Ltd., Chen Guangqiang and Beijing BHD Petroleum Technology Co., Ltd. (1)
10.9	Translation of Equity Interest Pledge Agreement between Recon Technology (Jining) Co., Ltd., Yin Shenping and Beijing BHD Petroleum Technology Co., Ltd. (1)
10.10	Translation of Equity Interest Pledge Agreement between Recon Technology (Jining) Co., Ltd., Li Hongqi and Beijing BHD Petroleum Technology Co., Ltd. (1)
10.11	Translation of Exclusive Technical Consulting Service Agreement between Recon Technology (Jining) Co., Ltd. and Jining ENI Energy Technology Co., Ltd. (1)
10.12	Translation of Power of Attorney for rights of Chen Guangqiang in Jining ENI Energy Technology Co., Ltd. (1)
10.13	

	Translation of Power of Attorney for rights of Yin Shenping in Jining ENI Energy Technology Co., Ltd. (1)
10.14	Translation of Power of Attorney for rights of Li Hongqi in Jining ENI Energy Technology Co., Ltd. (1)
10.15	Translation of Exclusive Equity Interest Purchase Agreement between Recon Technology (Jining) Co. Ltd., Chen Guangqiang and Jining ENI Energy Technology Co., Ltd. (1)
10.16	Translation of Exclusive Equity Interest Purchase Agreement between Recon Technology (Jining) Co. Ltd., Yin Shenping and Jining ENI Energy Technology Co., Ltd. (1)
10.17	Translation of Exclusive Equity Interest Purchase Agreement between Recon Technology (Jining) Co. Ltd., Li Hongqi and Jining ENI Energy Technology Co., Ltd. (1)

10.18	Translation of Equity Interest Pledge Agreement between Recon Technology (Jining) Co., Ltd., Chen Guangqiang and Jining ENI Energy Technology Co., Ltd. (1)
10.19	Translation of Equity Interest Pledge Agreement between Recon Technology (Jining) Co., Ltd., Yin Shenping and Jining ENI Energy Technology Co., Ltd. (1)
10.20	Translation of Equity Interest Pledge Agreement between Recon Technology (Jining) Co., Ltd., Li Hongqi and Jining ENI Energy Technology Co., Ltd. (1)
10.21	Translation of Exclusive Technical Consulting Service Agreement between Recon Technology (Jining) Co., Ltd. and Nanjing Recon Technology Co., Ltd. (1)
10.22	Translation of Power of Attorney for rights of Chen Guangqiang in Nanjing Recon Technology Co., Ltd. (1)
10.23	Translation of Power of Attorney for rights of Yin Shenping in Nanjing Recon Technology Co., Ltd. (1)
10.24	Translation of Power of Attorney for rights of Li Hongqi in Nanjing Recon Technology Co., Ltd. (1)
10.25	Translation of Exclusive Equity Interest Purchase Agreement between Recon Technology (Jining) Co. Ltd., Chen Guangqiang and Nanjing Recon Technology Co., Ltd. (1)
10.26	Translation of Exclusive Equity Interest Purchase Agreement between Recon Technology (Jining) Co. Ltd., Yin Shenping and Nanjing Recon Technology Co., Ltd. (1)
10.27	Translation of Exclusive Equity Interest Purchase Agreement between Recon Technology (Jining) Co. Ltd., Li Hongqi and Nanjing Recon Technology Co., Ltd. (1)
10.28	Translation of Equity Interest Pledge Agreement between Recon Technology (Jining) Co., Ltd., Chen Guangqiang and Nanjing Recon Technology Co., Ltd. (1)
10.29	Translation of Equity Interest Pledge Agreement between Recon Technology (Jining) Co., Ltd., Yin Shenping and Nanjing Recon Technology Co., Ltd. (1)
10.30	Translation of Equity Interest Pledge Agreement between Recon Technology (Jining) Co., Ltd., Li Hongqi and Nanjing Recon Technology Co., Ltd. (1)
14.1	Code of Ethics of the Company. (2)
21.1	List of subsidiaries of the Company. (3)
31.1	Certifications pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (4)
31.2	Certifications pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (4)
32.1	Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (4)

32.2	Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. [4]
99.1	Audit Committee Charter [2]
99.2	Press release dated September 27, 2013 titled “Recon Reports Fiscal Year 2013 Financial Results”[4].

(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 Annual Report of Form 10-K for the fiscal year ended June 30, 2009, filed with the SEC on September 28, 2009.
(3) Incorporated by reference to the Company’s Quarterly Report on Form 10-Q/A, filed on January 31, 2012.
(4) Filed herewith.

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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

September 27, 2013	By:	/s/ Liu Jia Liu Jia Chief Financial Officer (Principal Financial and Accounting Officer)

Pursuant to the requirements of the Exchange Act, this report has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Yin Shenping Yin Shenping	Chief Executive Officer and Director (Principal Executive Officer)	September 27, 2013
/s/ Chen Guangqiang Chen Guangqiang	Chief Technology Officer and Director	September 27, 2013
/s/ Zhao Shudong Zhao Shudong	Director	September 27, 2013
/s/ Nelson N.S. Wong Nelson N.S. Wong	Director	September 27, 2013
/s/ Hu Jijun Hu Jijun	Director	September 27, 2013

RECON TECHNOLOGY, LTD

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
Recon Technology, Ltd.

We have audited the accompanying consolidated balance sheets of Recon Technology, Ltd. as of June 30, 2013 and 2012, and the related consolidated statements of operations and comprehensive income (loss), changes in equity and cash flows for the years then ended. Recon Technology, Ltd.'s management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Recon Technology, Ltd. as of June 30, 2013 and 2012, and the consolidated results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ Friedman LLP

New York, New York
September 27, 2013

RECON TECHNOLOGY, LTD
Consolidated Balance Sheets

		As of June 30, 2012 RMB		As of June 30, 2013 RMB		As of June 30, 2013 U.S. Dollars
ASSETS						
Current assets						
Cash and cash equivalents	¥	3,533,283	¥	12,350,392	$	1,995,797
Notes receivable		-		2,578,855		416,738
Trade accounts receivable, net		61,993,942		38,648,780		6,245,561
Trade accounts receivable- related parties, net		20,394,749		18,744,364		3,029,049
Inventories, net		24,281,300		13,271,070		2,144,577
Other receivables, net		8,074,096		19,131,503		3,091,610
Other receivables- related parties		17,729		742,528		119,991
Purchase advances, net		16,250,616		18,412,507		2,975,422
Purchase advances- related parties		1,093,534		394,034		63,675
Tax recoverable		2,790,722		575,650		93,024
Prepaid expenses		535,336		2,853,956		461,192
Deferred tax asset		1,106,801		1,006,721		162,684
Total current assets		140,072,108		128,710,360		20,799,320
Property and equipment, net		1,774,820		1,709,846		276,307
Long-term investment		-		1,549,450		250,388
Long-term other receivable		10,302,349		3,502,680		566,026
Total Assets	¥	152,149,277	¥	135,472,336	$	21,892,041
LIABILITIES AND EQUITY						
Current liabilities						
Short-term bank loans	¥	23,000,000	¥	10,000,000	$	1,615,979
Trade accounts payable		11,905,560		7,384,165		1,193,265
Trade accounts payable- related parties		5,339,231		3,994,718		645,538
Other payables		2,341,826		1,964,691		317,490
Other payable- related parties		1,099,259		4,239,675		685,122
Deferred revenue		3,291,073		3,381,382		546,424
Advances from customers		936,124		470,700		76,064
Accrued payroll and employees' welfare		949,579		1,992,783		322,030
Accrued expenses		476,416		488,730		78,978
Taxes payable		9,681,620		6,754,428		1,091,501
Short-term borrowings- related parties		4,123,306		5,503,279		889,318
Short-term borrowings- other		2,767,066		570,375		92,171
Total current liabilities		65,911,060		46,744,926		7,553,880
Long-term borrowings-related party		-		-		-
Total Liabilities		65,911,060		46,744,926		7,553,880
Commitments and Contingency						
Equity						
		529,979		529,979		85,641

Common stock, ($ 0.0185 U.S. dollar par value, 25,000,000 shares authorized; 3,951,811 shares issued and outstanding as of June 30, 2012 and June 30, 2013)						
Additional paid-in capital		67,643,791		69,516,447		11,233,710
Appropriated retained earnings		2,378,961		3,023,231		488,548
Unappropriated retained earnings		9,354,535		8,749,963		1,413,975
Accumulated other comprehensive loss		(290,496)		(293,201)		(47,378)
Total controlling shareholders’ equity		79,616,770		81,526,419		13,174,496
Non-controlling interest		6,621,447		7,200,991		1,163,665
Total equity		86,238,217		88,727,410		14,338,161
Total Liabilities and Equity	¥	152,149,277	¥	135,472,336	$	21,892,041

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

RECON TECHNOLOGY, LTD
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

	For the years ended June 30, 2012 RMB		2013 RMB		2013 USD	
Revenues						
Hardware and software	¥	53,646,920	¥	41,408,517	$	6,691,529
Service		13,985,465		25,464,003		4,114,929
Hardware and software - related parties		7,909,994		9,713,209		1,569,634
Total revenues		75,542,379		76,585,729		12,376,092
Cost of revenues						
Hardware and software	¥	37,740,629	¥	26,617,786	$	4,301,378
Service		8,945,100		18,567,123		3,000,408
Hardware and software - related parties		4,584,221		6,346,850		1,025,637
Total cost of revenues		51,269,950		51,531,759		8,327,423
Gross profit		24,272,429		25,053,970		4,048,669
Selling and distribution expenses		5,054,219		6,126,095		989,964
General and administrative expenses		16,484,972		10,978,942		1,774,174
Research and development expenses		6,270,919		8,513,680		1,375,793
Operating expenses		27,810,110		25,618,717		4,139,931
Loss from operations		(3,537,681)		(564,747)		(91,262)
Other income (expenses)						
Subsidy income		554,856		2,257,344		364,782
Interest income		335,517		570,442		92,182
Interest expense		(962,824)		(1,557,204)		(251,641)
Gain from foreign currency exchange		(46,303)		233,478		37,730
Other income (expense)		(78,097)		(32,901)		(5,317)
Income (loss) before income tax		(3,734,532)		906,412		146,474
Provision (benefit) for income tax		(220,050)		286,871		46,358
Net Income (loss)		(3,514,482)		619,541		100,116
Less: Net income attributable to non-controlling interest		305,653		579,843		93,701
Net Income (loss) attributable to Recon Technology, Ltd	¥	(3,820,135)	¥	39,698	$	6,415
Comprehensive income (loss)						
Net income (loss)		(3,514,482)		619,541		100,116
Foreign currency translation adjustment		(1,599)		(3,004)		(487)
Comprehensive income (loss)		(3,516,081)		616,537		99,629
Less: Comprehensive income attributable to non-controlling interest		305,830		579,543		93,653
	¥	(3,821,911)	¥	36,994	$	5,976

Comprehensive income (loss) attributable to Recon Technology, Ltd						
Earnings (loss) per common share - basic	¥	(0.97)	¥	0.01	$	0.00
Earnings per common share - diluted	¥	(0.97)	¥	0.01	$	0.00
Weighted - average shares -basic		3,951,811		3,951,811		3,951,811
Weighted - average shares -diluted		3,951,811		3,951,811		3,951,811

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

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RECON TECHNOLOGY, LTD
CONSOLIDATED STATEMENTS OF EQUITY

	Ordinary Shares		Additional Paid-in Capital	Statutory Reserves	Retained Earnings	Accumulated Other Comprehensive loss	Controlling Shareholders' Equity	Non-controlling Interest	Total Equity
	Number of Shares	Amount (RMB)	(RMB)	(RMB)	(RMB)	(RMB)	(RMB)	(RMB)	(RMB)
Balance, July 1, 2011	3,951,811	¥529,979	¥65,877,686	¥2,058,429	¥13,495,199	¥(288,897)	¥81,672,396	¥6,315,971	¥87,988,
Capital contribution in VIE			500,000				500,000		500,00
Stock based payment			1,266,105				1,266,105		1,266,1
Net income (loss) for the year					(3,820,132)		(3,820,132)	305,653	(3,514,
Appropriation of statutory reserves				320,532	(320,532)		-		-
Foreign currency translation adjustment						(1,599)	(1,599)	(177)	(1,776)
Balance,June 30, 2012	3,951,811	¥529,979	¥67,643,791	¥2,378,961	¥9,354,535	¥(290,496)	¥79,616,770	¥6,621,447	¥86,238,
Capital contribution in VIE			20,000				20,000		20,000
Stock based payment			1,852,656				1,852,656		1,852,6
Net income (loss) for the year					39,698		39,698	579,843	619,541
Appropriation of statutory reserves				644,270	(644,270)		-		-
Foreign currency translation adjustment						(2,705)	(2,705)	(299)	(3,004)
Balance,June 30, 2013	3,951,811	¥529,979	¥69,516,447	¥3,023,231	¥8,749,963	¥(293,201)	¥81,526,419	¥7,200,991	¥88,727,

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

RECON TECHNOLOGY, LTD
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the years ended June 30, 2012 RMB	2013 RMB	2013 U.S. Dollars
Cash flows from operating activities:			
Net income (loss)	¥ (3,514,482)	¥ 619,541	$ 100,116
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation	361,790	618,552	99,957
Loss from disposal of equipment	8,056	38,006	6,142
Provision/(recovery of) for doubtful accounts	3,919,052	(749,121)	(121,056)
Stock based compensation	1,239,788	1,852,656	299,385
Deferred tax (benifit)/provision	(648,668)	100,080	16,173
Changes in operating assets and liabilities:			
Trade accounts receivable	(42,916,527)	25,107,519	4,057,322
Trade accounts receivable-related parties	5,588,423	672,175	108,622
Notes receivable	1,276,574	(2,578,855)	(416,738)
Other receivable, net	447,706	(4,263,858)	(689,031)
Other receivables related parties, net	4,365,271	(724,799)	(117,126)
Purchase advance, net	(4,488,357)	(2,190,796)	(354,028)
Purchase advance-related party, net	(103,706)	699,500	113,038
Tax recoverable	(2,790,722)	2,215,072	357,951
Prepaid expense	480,963	(2,318,620)	(374,684)
Inventories	(1,705,206)	11,010,230	1,779,230
Trade accounts payable	5,585,072	(4,521,395)	(730,648)
Trade accounts payable-related parties	5,339,231	(1,344,513)	(217,270)
Other payables	380,902	(377,135)	(60,944)
Other payables-related parties	1,037,782	3,140,416	507,485
Deferred income	870,576	90,309	14,594
Advances from customers	153,179	(465,424)	(75,212)
Accrued payroll and employees' welfare	791,755	1,043,204	168,580
Accrued expenses	131,401	12,314	1,990
Taxes payable	2,489,497	(2,927,192)	(473,028)
Net cash provided by (used in) operating activities	(21,700,650)	24,757,866	4,000,820
Cash flows from investing activities:			
Purchase of property and equipment	(1,031,028)	(753,583)	(121,777)
Long-term investment	-	(1,549,450)	(250,388)
Proceeds from disposal of equipment	18,787	162,000	26,179
Net cash used in investing activities	(1,012,241)	(2,141,033)	(345,986)
Cash flows from financing activities:			
Proceeds from short-term bank loans	23,000,000	10,000,000	1,615,979
Repayments of short-term bank loans	(5,000,000)	(23,000,000)	(3,716,751)
Proceeds from short-term borrowings	2,153,780	579,073	93,577
Proceeds from borrowings-related parties	4,991,907	1,962,450	317,128
Repayment of short-term borrowings	(1,130,000)	(2,775,764)	(448,558)

Repayment of short-term borrowings-related parties		(1,780,000)		(582,477)		(94,127)
Capital contribution in VIE		500,000		20,000		3,232
Net cash provided by (used in) financing activities		22,735,687		(13,796,718)		(2,229,520)
Effect of exchange rate fluctuation on cash and cash equivalents		24,543		(3,006)		(488)
Net increase in cash and cash equivalents		47,339		8,817,109		1,424,826
Cash and cash equivalents at beginning of year		3,485,944		3,533,283		570,971
Cash and cash equivalents at end of year	¥	3,533,283	¥	12,350,392	$	1,995,797
Supplemental cash flow information						
Cash paid during the period for interest	¥	442,719	¥	1,356,581	$	219,221
Cash paid during the period for taxes	¥	494,087	¥	832,028	$	134,454

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

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RECON TECHNOLOGY, LTD
NOtes to the 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 by Mr. Yin Shenping, Mr. Chen Guangqiang and Mr. Li Hongqi (the "Founders") 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 conducted 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").

Chinese laws and regulations currently do not prohibit or restrict foreign ownership in petroleum businesses. However, Chinese laws and regulations do prevent direct foreign investment in certain industries. On January 1, 2008, to protect the Company's shareholders from possible future foreign ownership restrictions, the Founders, who also held the controlling interest of BHD and Nanjing Recon, reorganized the corporate and shareholding structure of these entities by entering into certain exclusive agreements with Recon-JN, which entitles Recon-JN to receive a majority of the residual returns. On May 29, 2009 Recon-JN and BHD and Nanjing Recon entered into an operating agreement to provide full guarantee for the performance of such contracts, agreements or transactions entered into by BHD and Nanjing Recon. As a result of the new agreement, Recon-JN absorbs 100% of the expected losses and receives 90% of the expected gains of BHD and Nanjing Recon, which resulted in Recon-JN being the primary beneficiary of these Companies.

Recon-JN also entered into Share Pledge Agreements with the Founders, who pledged all their equity interest in these entities to Recon-JN. The Share Pledge Agreements, which were entered into by each Founder, pledged each of the Founders' equity interest in BHD and Nanjing Recon as a guarantee for the service payment under the Service Agreement.

The Service Agreement, entered into on January 1, 2008, between Recon-JN and BHD and Nanjing Recon, states that Recon-JN will provide technical consulting services to BHD and Nanjing Recon in exchange for 90% of their annual net profits as a service fee, which is to be paid quarterly.

In addition, Recon-HK entered into Option Agreements to allow Recon-HK to acquire the Founders' interest in these entities if or when permitted by the PRC laws.

Based on these exclusive agreements, the Company consolidated BHD and Nanjing Recon as VIEs as required by Accounting Standards Codification ("ASC") Topic 810, *Consolidation* because the Company was the primary beneficiary of the VIEs. Management makes ongoing reassessment of whether Recon-JN is the primary beneficiary of BHD and Nanjing Recon.

On August 28, 2000, a Founder of the Company purchased a controlling interest in BHD which was organized under the laws of the PRC on June 29, 1999. Through December 15, 2010, the Founders held 67.5% ownership in BHD.

From December 16, 2010 to June 30, 2012, Messers. Yin Shenping and Chen Guangqiang held 86.24% ownership interest of BHD. BHD is combined with the Company through the date of the exclusive agreements, and is consolidated following January 1, 2008, the date of the agreements based on ASC Topic 810. The Company allocates profits and losses 90% and 100%, respectively, based upon the control agreements. Profits allocated to the minority interest are the remaining amount (10%).

RECON TECHNOLOGY, LTD
NOtes to the consolidated financial statements

On July 4, 2003, Nanjing Recon was organized under the laws of the PRC. On August 27, 2007, the Founders of the Company purchased a majority ownership of Nanjing Recon from a related party who was a majority owner of Nanjing Recon. Through December 15, 2010, the Founders held 80% ownership interest in Nanjing Recon. From December 16, 2010 to June 30, 2012, Messers. Yin Shenping and Chen Guangqiang held 80% ownership interest of Nanjing Recon. Nanjing Recon is combined with the Company through the date of the exclusive agreements, and is consolidated following January 1, 2008, the date of the agreements based on ASC Topic 810. The Company allocates profits and losses 90% and 100%, respectively, based upon the control agreements. Profits allocated to the non-controlling interest are the remaining amount (10%).

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

Basis of presentation - The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and have been consistently applied.

Principles of Consolidation - The consolidated financial statements include the accounts of the Company, all the subsidiaries and VIEs of the Company. All transactions and balances between the Company and its subsidiaries and VIEs have been eliminated upon consolidation.

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. The Company performs 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 the Company continues to be the primary beneficiary.

RECON TECHNOLOGY, LTD
NOtes to the consolidated financial statements

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 consolidated financial statements as of and for the year ended June 30, 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 ¥6.1882 = US$1.00, the approximate exchange rate prevailing on June 30, 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 accounting estimates reflected in the Company's consolidated financial statements 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 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 other receivables approximate fair value because the interest rate approximates the market rate. Long-term investment is carried at less than fair value, with fair value determined using level 1 inputs.

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.

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. 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 P.R.C. amounting to ¥2,790,722 and ¥575,650 ($93,024) at June 30, 2012 and 2013. These amounts 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

RECON TECHNOLOGY, LTD
NOtes to the consolidated financial statements

Items	Useful life
Motor vehicles	5-10 years
Office equipment	2-5 years
Leasehold improvement	5 years

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.

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 client and the client has signed a completion and acceptance report, risk of loss has transferred to the client, client acceptance provisions have lapsed, or the Company has objective evidence that the criteria specified in client 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.

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 by the government to support local software companies' operation and research and development. 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.

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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 using the Binomial Lattice 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 year prior to 2008 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 and warrants (using the treasury stock method). However, the effect from options and warrants would have been anti-dilutive due to the fact that the weighted average exercise price per share of options and warrants is higher than the weighted average market price per ordinary share during the years ended June 30, 2012 and 2013.

New Accounting Pronouncements

Recently issued accounting pronouncements- In February 2013 the FASB issued an accounting standards update ("ASU") No. 2013-02 "Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income," requiring new disclosures for items reclassified out of accumulated other comprehensive income ("AOCI"), including (1) changes in AOCI balances by component and (2) significant items reclassified out of AOCI. The guidance does not amend any existing requirements for reporting net income or OCI in the financial statements. The standards update was effective for reporting periods beginning after December 15, 2012, to be applied prospectively. The Company is currently evaluating the impact of adopting this standard on its consolidated financial statements. As this guidance only requires expanded disclosures, the adoption of this guidance is not expected to have a significant impact on the Company's consolidated financial statements.

In March 2013, the FASB issued an accounting standards update ("ASU") No. 2013-05 "Foreign Currency Matters (Topic 830): Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity,' requiring the release of the cumulative translation adjustment into net income when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business within a foreign entity. The standards update is effective prospectively for fiscal years and interim reporting periods within those years beginning after December 15, 2013. Early adoption is permitted. The Company does not expect the adoption of this guidance will have a significant impact on the Company's consolidated financial statements.

In July 2013, the FASB issued ASU 2013-11, Income Taxes (Topic 740): Presentation of Unrecognized Tax Benefit When a Net Operating Loss Carryforward, A Similar Tax Loss, or a Tax Credit Carryforward Exists (A Consensus the FASB Emerging Issues Task Force). ASU 2013-11 provides guidance on financial statement presentation of unrecognized tax benefit when a net operating loss carrforward, a similar tax loss, or a tax credit carryforward exists. The FASB's objective in issuing this ASU is to eliminate diversity in practice resulting from a lack of guidance on this topic in current U.S. GAAP. This ASU applies to all entities with unrecognized tax benefits that also have tax loss or tax credit carryforwards in the same tax jurisdiction as of the reporting date. This amendment is effective for public entities for fiscal years beginning after December 15, 2013 and interim periods within those years. The company does not expect the adoption of this standard to have a material impact on the Company's unaudited condensed consolidated financial position and results of operations.

NOTE 3. TRADE ACCOUNTS RECEIVABLE, NET

Accounts receivable consisted of the following:

Third Party	June 30, 2012 RMB	June 30, 2013 RMB	June 30, 2013 U.S. Dollars
Trade accounts receivable	¥66,738,526	¥42,993,298	$6,947,626
Allowance for doubtful accounts	(4,744,584)	(4,344,518)	(702,065)
Total - third- party, net	¥61,993,942	¥38,648,780	$6,245,561

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Related Party	June 30, 2012 RMB	June 30, 2013 RMB	June 30, 2013 U.S. Dollars
Beijing Yabei Nuoda Science and Technology Co. Ltd.	¥21,757,039	¥19,722,574	$3,187,126
Allowance for doubtful accounts	(1,362,290)	(978,210)	(158,077)
Total - related-parties, net	¥20,394,749	¥18,744,364	$3,029,049

One of the Founders, Mr. Yin Shen ping, 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:

Third Party Current Portion	June 30, 2012 RMB	June 30, 2013 RMB	June 30, 2013 U.S. Dollars
Due from ENI (A)	¥5,396,143	¥6,799,669	$1,098,812
Loans to third parties (B)	1,485,610	8,440,639	1,363,989
Business advance to staff (C)	1,139,796	2,977,176	481,105
Deposits for projects	146,903	185,669	30,004
Others	381,404	1,210,230	195,571
Allowance for doubtful accounts	(475,760)	(481,880)	(77,871)
Total	¥8,074,096	¥19,131,503	$3,091,610

Third Party Non-Current Portion	June 30, 2012 RMB	June 30, 2013 RMB	June 30, 2013 U.S. Dollars
Due from ENI (A)	¥10,302,349	¥3,502,680	$566,026
Total	¥10,302,349	¥3,502,680	$566,026

(A) After ENI ceased to be a VIE of the Company, ENI in January 2012 agreed to repay the loan on a payment schedule, with interest accrued 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 are RMB 1.2 million each. In March, June, September and December of 2012, the Company received RMB 4.8 million. Starting March 2013, the installment for each quarter would be ¥1,777,653. The Company received the payments on time in March and June, 2013.The payments after one year are RMB3,502,680.

(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.

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(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, 2012	June 30, 2013	June 30, 2013
Name of Related Party	RMB	RMB	RMB
Beijing Yabei Nuoda Science and Technology Co. Ltd. (A)	¥-	¥500,000	$80,799
Other-travel advances (B)	17,729	292,528	39,192
Total	¥17,729	¥742,528	$119,991

(A) Non-interest bearing loan for working capital purpose.
(B) Other Travel advances were paid to the Company’s management. These advances are short term and will be offset against travel and business expenses.

NOTE 5. PURCHASE ADVANCES

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 at June 30, 2012 and 2013:

Third Party	June 30, 2012 RMB		June 30, 2013 RMB		June 30, 2013 U.S. Dollars	
Prepayment for inventory purchase	¥	17,046,653	¥	19,237,449	$	3,108,731
Allowance for doubtful accounts		(796,037)		(824,942)		(133,309)
Total	¥	16,250,616	¥	18,412,507	$	2,975,422

Below is a summary of purchase advances to related party.

Related Party	June 30, 2012 RMB		June 30, 2013 RMB		June 30, 2013 U.S. Dollars	
Xiamen Huangsheng Hitek Computer Network Co. Ltd.	¥	1,093,534	¥	394,034	$	63,675
Total	¥	1,093,534	¥	394,034	$	63,675

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

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NOTE 6. INVENTORIES

Inventories consisted of the following:

	June 30, 2012 RMB		June 30, 2013 RMB		June 30, 2013 U.S. Dollars	
Small component parts	¥	43,107	¥	45,314	$	7,323
Purchased goods and raw materials		398,596		-		-
Work in process		1,256,273		1,356,755		219,249
Finished goods		22,583,324		11,869,001		1,918,005
Total inventories	¥	24,281,300	¥	13,271,070	$	2,144,577

There was not inventory obsolesce reserve at June 30, 2012 and 2013.

NOTE 7. PROPERTY AND EQUIPMENT, NET

Property and equipment consisted of the following:

	June 30, 2012 RMB		June 30, 2013 RMB		June 30, 2013 U.S. Dollars	
Motor vehicles	¥	2,620,560	¥	2,683,250	$	433,608
Office equipment and fixtures		467,784		593,654		95,933
Total property and equipment		3,088,344		3,276,904		529,541
Less: Accumulated depreciation		(1,313,524)		(1,567,058)		(253,234)
Property and equipment, net	¥	1,774,820	¥	1,709,846	$	276,307

Depreciation expense was ¥361,790 and ¥618,552 ($99,957) for the years ended June 30, 2012 and 2013, respectively.

NOTE 8. Long-term investment

On June 27, 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. 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. For the year ended March 31, 2013, Avalon had revenue of approximately $0.3 million and net loss of $0.7 million.

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NOTE 9. OTHER PAYABLES

Other payables consisted of the following:

Third Party	June 30, 2012 RMB		June 30, 2013 RMB		June 30, 2013 U.S. Dollars	
Consulting services	¥	1,770,811	¥	1,199,716	$	193,872
Due to ENI (A)		148,000		148,000		23,916
Expenses paid by third-parties		416,165		580,648		93,831
Others		6,850		36,327		5,871
Total	¥	2,341,826	¥	1,964,691	$	317,490

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

Related Party	June 30, 2012 RMB		June 30, 2013 RMB		June 30, 2013 U.S. Dollars	
Due to related parties (1)	¥	61,477		2,860,824	$	462,304
Expenses paid by the major shareholders		308,316		467,499		75,547
Due to family member of an owner of Recon		525,000		716,000		115,704
Due to management staff on behalf of Recon		204,466		195,352		31,567
Total	¥	1,099,259	¥	4,239,675	$	685,122

(1) Primarily includes an advance from Yabei Nuoda for RMB 60,000 and an advance from Xiamen Henda Haitek for RMB 2,799,347 to supplement the Company's working capital. The advance is payable on demand and non-interest bearing.

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NOTE 10. TAXES PAYABLE

Taxes payable consisted of the following:

	June 30, 2012 RMB	June 30, 2013 RMB	June 30, 2013 U.S. Dollars
VAT payable	¥4,704,738	¥2,802,890	$452,941
Business tax payable	430,106	75,865	12,260
Enterprise income tax payable	4,352,802	3,850,288	622,198
Other taxes payable	193,974	25,385	4,102
Total taxes payable	¥9,681,620	¥6,754,428	$1,091,501

NOTE 11. SHORT-TERM BANK LOAN

Short-term bank loans consisted of the following:

	June 30, 2012 RMB	June 30, 2013 RMB	June 30, 2013 U.S. Dollars
CCB bank,6.44% annual interest, paid off on December 11, 2012	¥ 12,000,000	¥ -	$ -
Beijing Bank,7.87 % annual interest, paid off on February 28, 2013	6,000,000	-	-
Beijing Bank, 7.11 % annual interest,paid off on March 8, 2013	1,500,000	-	-
Beijing Bank, 6.56 % annual interest, paid off on March 29, 2013	1,500,000	-	-
Beijing Bank, 6.56% annual interest, paid off on April 5, 2013	500,000	-	-
Beijing Bank, 6.560 % annual interest, paid off on May 7, 2013	1,500,000	-	-
	-	3,090,000	499,338

Communication Bank, 6.6% annual interest, due on October 25, 2013						
Communication Bank, 6.6% annual interest, due on November 15, 2013		-		1,910,000		308,652
Beijing Bank,5.75% annual interest, due on February 25, 2014		-		1,200,000		193,917
Beijing Bank, 5.75 % annual interest, due on February 27, 2014		-		600,000		96,959
Beijing Bank, 5.75 % annual interest, due on April 9, 2014		-		1,200,000		193,917
Beijing Bank, 5.75 % annual interest, due on April 16, 2014		-		900,000		145,438
Beijing Bank,5.75 % annual interest, due on March 11, 2014		-		1,100,000		177,758
Total short-term bank loans	¥	23,000,000	¥	10,000,000	$	1,615,979

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Interest expense for the short-term bank loan was ¥416,651 and ¥1,243,914 ($201,014) for the years ended June 30, 2012 and 2013.

NOTE 12. SHORT-TERM BORROWINGS

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

Short-term borrowings due to non-related parties:	June 30, 2012 RMB		June 30, 2013 RMB		June 30, 2013 U.S. Dollars	
Short-term borrowing, 6% annual interest, due on November 9, 2013 (Originally due on November 9, 2012)	¥	1,078,656	¥	70,375	$	11,372
Short-term borrowing, 6% annual interest, paid in full in March 2013		239,227		-		-
Short-term borrowing with no interest, paid in full in August 2012		949,183		-		-
Short-term borrowings with no interest, beginning April 22,2013, due on April 21, 2014		500,000		500,000		80,799
Total short-term borrowings due to non-related parties	¥	2,767,066	¥	570,375	$	92,171

Interest expense for short-term borrowings due to non-related parties was ¥115,921and ¥47,360 ($7,653) for the year ended June 30, 2012 and 2013, respectively.

Short-term borrowings due to related parties:	June 30, 2012 RMB		June 30, 2013 RMB		June 30, 2013 U.S. Dollars	
Due-on-demand borrowings from Founders, no interest	¥	46,377	¥	6,377	$	1,031
Due-on-demand borrowings from Founder's family member, no interest		-		-		-
Short-term borrowing from a Founder's family member, 6% annual interest, due and paid on March 20, 2013		272,895		-		-
Short-term borrowing from a Founder's family member, 6% annual interest, due and paid on October 21, 2012		3,000,000		-		-
Short-term borrowing from a Founder's family member, 6% annual interest, due and paid on March 27, 2013		200,000		-		-
Short-term borrowing from a Founder's family member, 6% annual interest, due on December 21, 2013		-		3,653,906		590,463
Short-term borrowing from a Founder's family member, 6% annual interest, matures on November 29, 2013		-		1,610,000		260,173
Short-term borrowings fromXiamen Huasheng Haitian Computer Network Co. Ltd., no interest, due on November 14, 2013		200,000		200,000		32,320
Short-term borrowings from management, 6% annual interest, due on December 7, 2013		404,034		32,996		5,333
Total short-term borrowings due to related parties	¥	4,123,306	¥	5,503,279	$	889,318

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Interest expense for short-term borrowings due to related parties was ¥163,519 and ¥217,884 ($35,210) for the years ended June 30, 2012 and 2013, respectively.

NOTE 13. SHAREHOLDERS' EQUITY

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, 2012 and 2013, the balance of total statutory reserves was ¥2,378,961 and ¥3,023,231 ($488,548), respectively.

Stock-Based Awards Plan - In June 2009, the Board of Directors and the shareholders of the Company adopted the 2009 Stock Incentive Plan (the "2009 Plan"). The 2009 Plan provides for the grant of stock options and restricted ordinary shares to employees, non-employee directors and consultants of the Company. Options granted under the 2009 Plan may be Incentive Stock Options or Non-statutory Stock Options. Non-employee directors and Consultants are not eligible to receive the award of an Incentive Stock Option. The Compensation Committee of the Board of Director is entitled to establish the term, vesting conditions and exercise price of the options as well as the vesting conditions and transferability of restricted shares. Under the 2009 Plan, 790,362 unissued ordinary shares have been reserved for issuance. The Company granted options to purchase 293,000 of ordinary shares to its employees and non-employee directors on July 29, 2009 and 170,000 warrants to the placement agent.

On December 31, 2010, the Company held the annual board meeting and accepted the resignation of certain directors. Based on the Company's stock incentive plan, no options may be exercised more than 3 months after termination of employment. Since those directors left at the time of the annual meeting in December 2010, their options had expired as of February 29, 2011. Thus, 100,000 options were forfeited and reallocated back into the Company's option pool.

On March 26, 2012, the Company held the annual board meeting and determined to grant key employees stock options. Under this plan, the Company granted key employees and a non-employee director options to purchase 415,000 of ordinary shares at an exercise price of $2.96 per share.

NOTE 14. STOCK-BASED COMPENSATION

Stock-based Payments

2009 Options Plan - The Company granted options to purchase 293,000 ordinary shares under the 2009 Plan to its employees and non-employee directors on July 29, 2009. The options have an excise 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.

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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.As of June 30, 2013, 100,000 options were forfeited and reallocated to the incentive pool; options to purchase 193,000 of ordinary shares were outstanding, of which 154,400 shares are vested under the 2009 Plan and no options have been exercised.

Placement Agent Warrants - In connection with its IPO in 2009, the Company sold the placement agent warrants to purchase 170,000 ordinary shares at $7.20 per share for a nominal amount. These warrants are exercisable for a period of five years.

The Company had 170,000 of agent warrants outstanding as of June 30, 2013 and no warrants were exercised during this year.

2012 Option Plan The Company granted options to purchase 415,000 ordinary shares to its employees and a non-employee director on March 26, 2012. The options have an excise price of $2.96, 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, 2012. The fair value was estimated on March 26, 2012 using the Binomial Lattice valuation model, with the following weighted-average assumptions:

Stock price at grant date	$2.96	
Exercise price (per share)	$2.96	
Risk free rate of interest	1.56	%
Dividend yield	0	%
Expected volatility	46	%
Expected life (in years)	7.5	

* Volatility is projected using the performance of PHLX Oil Service Sector index over past five years.
** The life of options represents the period the option is expected to be outstanding.
*** The risk-free interest rate is based on the U.S. government bond, 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 ¥10.06 ($1.59) per share. Compensation expense was ¥1,239,788 and ¥1,852,656 ($299,385) for the years ended June 30, 2012 and 2013, respectively. As of June 30, 2013, 83,000 options are vested under the 2012 Plan and no options have been exercised.

The following is a summary of the stock option activity:

Stock Options	Shares	Weighted Average Exercise Price Per Share
Outstanding as of July 1, 2011	193,000	$6.00
Granted	415,000	2.96
Forfeited	-	-
Exercised	-	-
Outstanding as of June 30, 2012	608,000	$3.93

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Stock Options	Shares	Weighted Average Exercise Price Per Share
Outstanding as of July 1, 2012	608,000	$3.93
Granted	-	-
Forfeited	-	-
Exercised	-	-
Outstanding as of June 30, 2013	608,000	$3.93

The following is a summary of the status of options outstanding and exercisable at June 30, 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	1.08	$	6.00	154,400	1.08
$	2.96	415,000	3.75	$	2.96	83,000	3.75

NOTE 15. 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. The Company follows Implementing Rules for the Enterprise Income Tax Law ("Implementing Rules"), which took effect on January 1, 2008 and unified the income tax rate for domestic-invested and foreign-invested enterprises at 25%.

The Company reapplied for high-technology enterprise approval and has passed all relevant reviews. Thus, 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 asset is comprised of the following:

	June 30, 2012 RMB		June 30, 2013 RMB		June 30, 2013 U.S. Dollars	
Allowance for doubtful accounts	¥	1,106,801	¥	1,006,721	$	162,684
Total deferred income tax assets	¥	1,106,801	¥	1,006,721	$	162,684

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Following is a reconciliation of income tax at the effective rate to income tax at the calculated statutory rates:

	For the year ended June 30, 2012 RMB	For the year ended June 30, 2013 RMB	For the year ended June 30, 2013 U.S. Dollars
Income tax calculated at statutory rates	¥901,687	¥1,685,434	$272,362
Nondeductible expenses (non-taxable income)	905,429	(187,280)	(30,264)
Benefit of favorable rate for high-technology companies	(245,205)	(116,335)	(18,799)
Benefit of revenue exempted from enterprise income tax	(1,194,103)	(1,207,316)	(195,100)
Deferred income taxes provision	-	12,288	1,986
Deferred income tax (benefit)	(587,858)	100,080	16,173
Provision for income tax	¥(220,050)	¥286,871	$46,358

	For the years ended June 30,		
	2012 RMB	2013 RMB	2013 U.S. Dollars
Current income tax provision	¥ 367,808	¥ 186,791	$ 30,185
Deferred income taxes (benefit)/provision	(587,858)	100,080	16,173
Provision for income tax	¥ (220,050)	¥ 286,871	$ 46,358

NOTE 16. NON-CONTROLLING INTEREST

Non-controlling interest consisted of the following:

	As of June 30, 2012			
	BHD RMB	Nanjing Recon RMB	Total RMB	Total U.S. Dollars
Paid-in capital	¥ 1,651,000	¥ 200,000	¥ 1,851,000	$ 292,894
Unappropriated retained earnings	2,439,197	2,363,527	4,802,724	759,961
Accumulated other comprehensive loss	(18,641)	(13,636)	(32,277)	(5,107)
Total non-controlling interest	¥ 4,071,556	¥ 2,549,891	¥ 6,621,447	$ 1,047,748

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	As of June 30, 2013			
	BHD RMB	Nanjing Recon RMB	Total RMB	Total 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

NOTE 17. CONCENTRATIONS

For the years ended June 30, 2012 and 2013, the two largest customers, China National Petroleum Corporation (“CNPC”) and China Petroleum & Chemical Corporation Limited (“SINOPEC”), represented approximately 16.49%, 24.07% and 27.88%, 45.99% of the Company’s revenue, respectively.

For the year ended June 30, 2012, the top three suppliers, Emerson Process, Ltd, Baker Hughes and Hebei Huanghua Xiangtong Technical Co. Ltd, accounted for 61.42% of its total purchases. For the year ended June 30, 2013, one supplier, Hebei Huanghua Xiangtong Technical Co. Ltd, accounted for 21.17% of the company’s total purchases.

NOTE 18. COMMITMENTS AND CONTINGENCY

(a) Office Leases

The Company leases three offices in Beijing (two for BHD; one for Recon-JN) and one office in Nanjing for Nanjing Recon. Future payments under such leases are as follows as of June 30, 2013:

	Twelve months ended June 30, Office lease payment	
	RMB	U.S. Dollars
2014	¥ 950,800	$ 153,647
2015	265,000	42,823
Total	¥ 1,215,800	$ 196,471

(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 June 30, 2013, the Company estimated its severance payments of approximately ¥1 million ($0.2 million) which has not been reflected in its consolidated financial statements, because management cannot predict what the actual payment, if any will be in the future.

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NOTE 19. RELATED PARTY TRANSACTIONS AND BALANCES

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

	For the years ended June 30,					
	2012		2013		2013	
	RMB		RMB		U.S. Dollars	
Beijing Yabei Nuoda Science and Technology Co. Ltd.	¥	7,909,994	¥	8,815,773	$	1,424,610
Xiamen Henda Haitian computer network Inc		-		897,436		145,024
Revenues from related parties	¥	7,909,994	¥	9,713,209	$	1,569,634

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

	For the years ended June 30,					
	2012		2013		2013	
	RMB		RMB		U.S. Dollars	
Huanghua Xiang Tong Manufacture	¥	5,339,231	¥	9,247,580	$	1,494,389
Beijing Yabei Nuoda Science and Technology Co. Ltd.		205,128		-		-
Xiamen Huangsheng Hitek Computer Network Co. Ltd.		-		512,393		82,802
Nanjing Youkong Information Technology Co., Ltd		1,178,800		-		-
Purchase from related parties	¥	6,723,159	¥	9,759,973	$	1,577,191

***Leases from related parties* -** The Company entered into 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 lease the property for one or two years at a monthly rent of ¥84,333 with annual rental expense at ¥1,012,000 ($163,537).

Short-term borrowings from related parties - The Company borrowed ¥4,123,306 and ¥5,503,279 ($889,318) from the Founders, their family members and senior officers as of June 30, 2012 and 2013, respectively. For the specific terms and interest rates of the borrowings, see Note 10.

***Trade accounts payable to related parties* -** The Company owed ¥3,994,718 ($645,538) to one related party. As of June 30, 2013, BHD held 6.8% equity interest of this company.

***Expenses paid by the owner on behalf of Recon* -** One owner of Nanjing Recon, Mr. Yin, paid ¥292,419 ($47,254) on behalf of Recon for operating purposes as of June 30, 2012 and 2013.

NOTE 20. Variable Interest Entities

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

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Summary information regarding consolidated VIEs is as follows:

	June 30, 2012 RMB		June 30, 2013 RMB		June 30, 2013 U.S. Dollars	
ASSETS						
Current Assets						
Cash and cash equivalents	¥	2,182,179	¥	10,341,778	$	1,671,209
Trade accounts receivable, net		82,388,691		57,393,144		9,274,610
Notes receivable		-		2,578,855		416,738
Purchase advances		17,319,150		17,862,507		2,886,543
Other assets		31,322,790		29,974,454		4,843,808
Total current assets	¥	133,212,810	¥	118,150,738	$	19,092,908
Non-current assets		1,768,588		1,705,940		275,676
Total Assets	¥	134,981,398	¥	119,856,678	$	19,368,584
LIABILITIES						
Trade accounts payable	¥	17,244,791	¥	11,378,883	$	1,838,803
Taxes payable		9,681,620		6,754,428		1,091,501
Other liabilities		35,613,109		24,770,161		4,002,806
Total current liabilities		62,539,520		42,903,472		6,933,110
Total Liabilities	¥	62,539,520	¥	42,903,472	$	6,933,110

The financial performance of VIEs reported in the consolidated statement of operations and comprehensive income for the year ended June 30, 2013 includes revenues of ¥76,585,729 ($12,376,091), operating expenses of ¥19,259,234 ($3,112,251), other expenses of ¥132,040 ($21,337) and net profit of ¥6,442,702 ($1,041,127).