

## **Ossen Innovation Co. Ltd. (OSN)**

### **20-F**

Annual and transition report of foreign private issuers pursuant to sections 13 or 15(d)

Filed on 04/29/2013

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 20-F**

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

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

**For the fiscal year ended December 31, 2012**

**OR**

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

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

**OR**

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

Date of event requiring this shell company report:

Commission file number: 001-34999

**Ossen Innovation Co., Ltd.**

(Exact name of Registrant as Specified in its Charter)

**British Virgin Islands**

(Jurisdiction of Incorporation or Organization)

**518 Shangcheng Road, Floor 17, Shanghai, 200120, People's Republic of China**

(Address of Principal Executive Offices)

**Feng Peng**

Tel: +86 (21) 6888-8886 Fax: +86 (21) 6888-8666

**518 Shangcheng Road, Floor 17, Shanghai, 200120, People's Republic of China**

(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
**Ordinary shares, par value US\$0.01 per share \***

Name of Each Exchange On Which Registered  
**Nasdaq Global Market**

\* Ordinary shares are not traded in the United States; rather they are deposited with JP Morgan Chase Bank, N.A., as Depository. Each American Depository Share represents one (1) ordinary share.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None  
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None  
(Title of Class)

The number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2012 was: 19,901,959 ordinary shares, par value \$0.01 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:  
Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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**OSSEN INNOVATION CO., LTD.**  
**FORM 20-F ANNUAL REPORT**

**TABLE OF CONTENTS**

		Page
<b>PART I</b>		
Item 1.	Identity of Directors, Senior Management and Advisers	1
Item 2.	Offer Statistics and Expected Timetable	1
Item 3.	Key Information	1
Item 4.	Information On The Company	15
Item 4A.	Unresolved Staff Comments	34
Item 5.	Operating And Financial Review And Prospects	34
Item 6.	Directors, Senior Management And Employees	52
Item 7.	Major Shareholders And Related Party Transactions	56
Item 8.	Financial Information	58
Item 9.	The Offer And Listing	58
Item 10.	Additional Information	59
Item 11.	Quantitative And Qualitative Disclosures About Market Risk	69
Item 12.	Description Of Securities Other Than Equity Securities	70
<b>PART II</b>		
Item 13.	Defaults, Dividend Arrearages And Delinquencies	71
Item 14.	Material Modifications To The Rights Of Security Holders And Use Of Proceeds	71
Item 15.	Controls And Procedures	72
Item 16.	[Reserved]	73
Item 16A.	Audit Committee Financial Expert	73
Item 16B.	Code Of Ethics	73
Item 16C.	Principal Accountant Fees and Services	74
Item 16D.	Exemptions From The Listing Standards For Audit Committees	74
Item 16E.	Purchases Of Equity Securities By The Issuer And Affiliated Purchasers	74
Item 16F.	Change In Registrant's Certifying Accountant	74
Item 16G.	Corporate Governance	74
<b>PART III</b>		
Item 17.	Financial Statements	74
Item 18.	Financial Statements	74
Item 19.	Exhibits	75

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**PART I**  
**CERTAIN INFORMATION**

In this annual report on Form 20-F, unless otherwise indicated, “we,” “us,” “our,” the “Company” and “Ossen” refer to Ossen Innovation Co., Ltd., a company organized in the British Virgin Islands, its predecessor entities and its subsidiaries.

Unless the context indicates otherwise, all references to “China” and the “PRC” refer to the People’s Republic of China. All references to “Renminbi” or “RMB” are to the legal currency of the People’s Republic of China, all references to “U.S. dollars,” “dollars” and “\$” are to the legal currency of the United States and all references to “ADSs” refer to our American Depositary Shares, each of which represents one ordinary share. This annual report contains translations of Renminbi amounts into U.S. dollars at specified rates solely for the convenience of the reader. We make no representation that the Renminbi or U.S. dollar amounts referred to in this report could have been or could be converted into U.S. dollars or Renminbi, as the case may be, at any particular rate or at all. On March 30, 2013, the cash buying rate announced by the People’s Bank of China was RMB6.148 to \$1.00.

**FORWARD-LOOKING STATEMENTS**

This report contains “forward-looking statements” for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 that represent our beliefs, projections and predictions about future events. All statements other than statements of historical fact are “forward-looking statements,” including any projections of earnings, revenue or other financial items, any statements of the plans, strategies and objectives of management for future operations, any statements concerning proposed new projects or other developments, any statements regarding future economic conditions or performance, any statements of management’s beliefs, goals, strategies, intentions and objectives, and any statements of assumptions underlying any of the foregoing. Words such as “may,” “will,” “should,” “could,” “would,” “predicts,” “potential,” “continue,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates” and similar expressions, as well as statements in the future tense, identify forward-looking statements.

These statements are necessarily subjective and involve known and unknown risks, uncertainties and other important factors that could cause our actual results, performance or achievements, or industry results, to differ materially from any future results, performance or achievements described in or implied by such statements. Actual results may differ materially from expected results described in our forward-looking statements, including with respect to correct measurement and identification of factors affecting our business or the extent of their likely impact, and the accuracy and completeness of the publicly available information with respect to the factors upon which our business strategy is based or the success of our business.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of whether, or the times by which, our performance or results may be achieved. Forward-looking statements are based on information available at the time those statements are made and management’s belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include, but are not limited to, those factors discussed under the headings “Risk Factors,” “Operating and Financial Review and Prospects,” and elsewhere in this report.

**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not Applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not Applicable.

**ITEM 3. KEY INFORMATION**

**3.A. Selected Financial Data**

The following selected financial information should be read in connection with, and is qualified by reference to, our consolidated financial statements and their related notes and the section entitled “Operating and Financial Review and Prospects” included elsewhere in this annual report. The consolidated statements of income data for the fiscal years ended December 31, 2010, 2011 and 2012 and the balance sheet data as of December 31, 2011 and 2012 are derived from audited consolidated financial statements included elsewhere in this annual report. The consolidated statements of income data for the fiscal years ended December 31, 2008 and 2009 and the balance sheet data as of December 31, 2008, 2009 and 2010 are not included in this annual report. Our historical results for any prior period are not necessarily indicative of results to be expected in any future period.

	Year Ended December 31,				
	2012	2011	2010	2009	2008
Revenues	\$ 122,397,886	\$ 118,616,971	\$ 117,453,024	\$ 101,087,796	\$ 82,742,310
Cost of goods sold	111,611,457	96,588,173	92,298,319	86,559,925	70,532,733
Gross profit	<u>10,786,429</u>	<u>22,028,799</u>	<u>25,154,705</u>	<u>14,527,871</u>	<u>12,209,577</u>
Selling and distribution expenses	917,074	1,216,504	660,934	503,724	4,326,491
General and administrative expenses	3,950,934	2,747,514	1,796,995	2,243,672	1,316,606
Total Operating Expenses	<u>4,868,008</u>	<u>3,964,018</u>	<u>2,457,929</u>	<u>2,747,396</u>	<u>5,643,097</u>
Income from operations	<u>5,918,421</u>	<u>18,064,781</u>	<u>22,696,776</u>	<u>11,780,475</u>	<u>6,566,480</u>
Interest expenses, net	(3,556,045)	(3,480,766)	(2,437,426)	(1,496,712)	(1,891,671)
Other income, net	911,430	609,666	151,757	183,495	380,766
Income before income taxes	<u>3,273,806</u>	<u>15,193,681</u>	<u>20,411,107</u>	<u>10,467,258</u>	<u>5,055,575</u>
Income taxes	(575,428)	(2,139,029)	(2,865,372)	(740,053)	(291,520)
Net income	<u>2,716,378</u>	<u>13,054,652</u>	<u>17,545,735</u>	<u>9,727,205</u>	<u>4,764,055</u>
Less: Net Income attributable to non-controlling interest	<u>335,099</u>	<u>1,506,947</u>	<u>2,897,397</u>	<u>1,714,670</u>	<u>809,437</u>
Net income attributable to controlling interest	<u>2,381,279</u>	<u>11,547,704</u>	<u>14,648,338</u>	<u>8,012,535</u>	<u>3,954,618</u>
Other comprehensive income					
Foreign currency translation gain	703,573	3,102,645	1,649,960	31,146	420,883
Total other comprehensive income	<u>703,573</u>	<u>3,102,645</u>	<u>1,649,960</u>	<u>31,146</u>	<u>420,883</u>
Comprehensive Income	<u>\$ 3,084,852</u>	<u>\$ 14,650,349</u>	<u>\$ 16,298,298</u>	<u>\$ 8,043,681</u>	<u>\$ 4,375,501</u>
Weighted average shares outstanding	19,942,333	20,000,000	15,150,685	15,000,000	15,000,000
Earnings per share*	0.12	0.58	0.97	0.53	0.26

\* Calculation is based on Net income attributable to controlling interest and the weighted average shares outstanding

### 3.B. Capitalization and Indebtedness

Not Applicable.

### 3.C. Reasons For The Offer And Use Of Proceeds

Not Applicable.

### 3.D. Risk Factors

*An investment in our ADSs involves a high degree of risk. You should carefully consider the risks and uncertainties described below together with all other information contained in this annual report, including the matters discussed under the headings "Forward-Looking Statements" and "Operating and Financial Review and Prospects" before you decide to invest in our ADSs. We are a holding company with substantial operations in China and are subject to a legal and regulatory environment that in many respects differs from the United States. If any of the following risks, or any other risks and uncertainties that are not presently foreseeable to us, actually occur, our business, financial condition, results of operations, liquidity and our future growth prospects could be materially and adversely affected.*

#### Risks Related to Our Business and Our Industry

***Our revenues are highly dependent on a limited number of customers and the loss of any one of our major customers could materially and adversely affect our growth and our revenues.***

During the years ended December 31, 2012, 2011 and 2010, our six largest customers contributed 78.1%, 64.2% and 74.4% of our total sales, respectively. As a result of our reliance on a limited number of customers, we may face pricing and other competitive pressures, which may have a material adverse effect on our profits and our revenues. The volume of products sold for specific customers varies from year to year, especially since we are not the exclusive provider for any customers. In addition, there are a number of factors, other than our performance, that could cause the loss of a customer or a substantial reduction in the products that we provide to any customer and that may not be predictable. For example, our customers may decide to reduce spending on our products or a customer may no longer need our products following the completion of a project. The loss of any one of our major customers, a decrease in the volume of sales to these customers or a decrease in the price at which we sell our products to them could materially adversely affect our profits and our revenues.

In addition, this customer concentration may subject us to perceived or actual leverage that our customers may have in negotiations with us, given their relative size and importance to us. If our customers seek to negotiate their agreements on terms less favorable to us and we accept such unfavorable terms, such unfavorable terms may have a material adverse effect on our business, financial condition and results of operations. Accordingly, unless and until we diversify and expand our customer base, our future success will significantly depend upon the timing and volume of business from our largest customers and the financial and operational success of these customers.

***We have ceased doing business with some of our international customers because of anti-dumping duties imposed by foreign governments on our products.***

In 2008, we sold approximately 32% of our products to customers in the United States and Europe. The Crispin Company, a US company, and Ibercordones Pretensados S.L., a Spanish company, were two of our top three customers in 2008.

However, in May 2009, the Council of the European Union imposed an anti-dumping duty on imports of certain prestressed wires and wire strands originating in China. Dumping occurs when a foreign company sells a product at a price that is considered less than fair value in the country into which the product is imported. Following an anti-dumping investigation initiated in February 2008, the Council concluded that imports of these products originating in China caused material injury to the European industry. The rate of the anti-dumping duty applicable to us has been set at 31.1% and the duty applicable to our competitors generally has been set at 46.2%.

On May 17, 2010, the U.S. Department of Commerce announced an affirmative final decision, imposing an anti-dumping rate of 193.55% for imports of certain prestressed concrete steel wire strands including the plain surface materials we had been selling to our U.S. customers, exported from China to the U.S. The U.S. Customs and Border Protection have been instructed to collect a cash deposit or bond based on this rate. As of the date of this filing, these anti-dumping measures remained in place.

In anticipation of these rulings, we discontinued sales to these regions at the end of 2008 and turned to domestic PRC customers and international customers in the Asia Pacific region. In 2012, 2011 and 2010, we sold 8.6%, 6.3% and 3.0%, respectively, of our products to international customers. Until these anti-dumping measures are discontinued, we will be unable to sell our products to customers in the United States and Europe and as a result, these measures will continue to have a negative impact on our business and results of operations.

***We have recently experienced, and expect to continue to experience, increased needs to finance our working capital requirements, which may materially and adversely affect our financial position and results of operations.***

Historically, we sold a significant portion of our products to international customers. In 2008, we collected approximately half of the revenues generated by international sales by letter of credit, enabling us to convert our accounts receivable into cash more quickly, prepay our suppliers and reduce the amount of funds that we needed to finance our working capital requirements. However, at the end of 2008, as a result of the global economic crisis and in anticipation of the anti-dumping measures ultimately imposed by the U.S. and the European Union, we had to exit some of these international markets entirely and turn to the domestic PRC customers, which generally pay approximately 90 days after receiving the materials at the construction site. If the Chinese central bank tightens credit policy, which happened from time to time in the past, such payment terms can be extended to an even longer period. These longer payment terms have negatively impacted our short-term liquidity. Although we have been able to maintain adequate working capital primarily through short-term borrowings, any failure by our customers to settle outstanding accounts receivable in the future could materially and adversely affect our cash flow, financial condition and results of operations.

***Some of the terms of the agreements between Ossen and its affiliates may be less favorable to us than similar agreements negotiated between unaffiliated third parties.***

Historically, we purchased a significant amount of our raw materials from Shanghai Zhengfangxing Steel Co., Ltd., or Shanghai ZFX, an affiliate of ours. Specifically, we acquired 3.2%, 0% and 5.1% of our raw materials from Shanghai ZFX in the years ended December 31, 2012, 2011 and 2010, respectively. In addition, we have sold a significant amount of our products to Shanghai Zhaoyang New Metal Material Co., Ltd., an entity that owns a 30% interest in Shanghai Ossen Investment Holding (Group) Co., Ltd., of which Dr. Tang, our chairman, is president, and Shanghai Pujiang Cable Co., Ltd., which was acquired by Ossen Group in September 2010. In the years ended December 31, 2012, 2011 and 2010 we generated 5.8%, 6.6% and 13% of our total revenue from Shanghai Zhaoyang. In the years ended December 31, 2012 and 2011 we generated 0.4% and 11.0% of our total revenue from Shanghai Pujiang and its subsidiary, Zhejiang Pujiang.

While we believe we benefit from these agreements, due to our relationship with these entities such agreements may not reflect the terms that would have been reached by two unaffiliated parties negotiating at arm's length. The transactions may be less favorable to us than would be the case if they were negotiated with unaffiliated third parties. Conversely, to the extent that transactions with Shanghai ZFX or Shanghai Zhaoyang are more favorable to us than arm's length transactions, the significant decrease in purchases from Shanghai ZFX or sales to Shanghai Zhaoyang could harm our business.

***As we expand our operations, we may need to establish a more diverse supplier network for our raw materials. The failure to secure a more diverse and reliable supplier network could have an adverse effect on our financial condition.***

We currently purchase almost all of our raw materials from a small number of suppliers. Purchases from our five largest suppliers amounted to 97.6%, 100% and 99.9% of our raw material purchases in the years ended December 31, 2012, 2011 and 2010, respectively. As we increase the scale of our production, we may need to establish a more diverse supplier network, while attempting to continue to leverage our purchasing power to obtain favorable pricing and delivery terms. However, in the event that we need to diversify our supplier network, we may not be able to procure a sufficient supply of raw materials at a competitive price, which could have an adverse effect on our results of operations, financial condition and cash flows.

Furthermore, despite our efforts to control our supply of raw materials and maintain good relationships with our existing suppliers, we could lose one or more of our existing suppliers at any time. The loss of one or more key suppliers could increase our reliance on higher cost or lower quality supplies, which could negatively affect our profitability. Any interruptions to, or decline in, the amount or quality of our raw materials supply could materially disrupt our production and adversely affect our business, financial condition and financial prospects.

***Volatile steel prices can cause significant fluctuations in our operating results. Our revenues and operating income could decrease if steel prices decline or if we are unable to pass price increases on to our customers.***

Our principal raw material is high carbon steel wire rods that we typically purchase from multiple primary steel producers. The steel industry as a whole is cyclical and, at times, pricing and availability of steel can be volatile due to numerous factors beyond our control, including general domestic and international economic conditions, labor costs, sales levels, competition, levels of inventory held by us and other steel service centers, consolidation of steel producers, higher raw material costs for steel producers, import duties and tariffs and currency exchange rates. This volatility can significantly affect the availability and cost of raw materials for us.

We, like many other steel manufacturers, maintain substantial inventories of steel to accommodate the short lead times and just-in-time delivery requirements of our customers. Accordingly, we purchase steel in an effort to maintain our inventory at levels that we believe to be appropriate to satisfy the anticipated needs of our customers based upon historic buying practices, supply agreements with customers and market conditions. Our commitments to purchase steel are generally at prevailing market prices in effect at the time we place our orders. We have no long-term, fixed-price steel purchase contracts. When steel prices increase competitive conditions will influence how much of the price increase we can pass on to our customers. To the extent we are unable to pass on future price increases in our raw materials to our customers, the revenues and profitability of our business could be adversely affected.

When steel prices decline customer demands for lower prices and our competitors' responses to those demands could result in lower sale prices, lower margins and inventory valued at the lower of cost or market adjustments as we use existing steel inventory. Significant or rapid declines in steel prices or reductions in sales volumes could result in us incurring inventory or goodwill impairment charges. Therefore, changing steel prices could significantly impact our revenues, gross margins, operating income and net income.

***We are subject to various risks and uncertainties that might affect our ability to procure quality raw materials.***

Our performance depends on our ability to procure low cost, high quality raw materials on a timely basis from our suppliers. Our suppliers are subject to certain risks, including availability of raw materials, labor disputes, inclement weather, natural disasters, and general economic and political conditions, which might limit the ability of our suppliers to provide us with low cost, high quality merchandise on a timely basis. Furthermore, for these or other reasons, one or more of our suppliers might not adhere to our quality control standards, and we might not identify the deficiency. Our suppliers' failure to supply quality materials at a reasonable cost on a timely basis could reduce our net sales, damage our reputation and have an adverse effect on our financial condition.

***Our operations are cash intensive, and our business could be adversely affected if we fail to maintain sufficient levels of liquidity and working capital.***

Historically, we have spent a significant amount of cash on our operational activities, principally to procure raw materials for our products. We have financed our operations mainly through short-term bank loans and proceeds from bank acceptance notes in recent years. In addition, in December 2010, we conducted an initial public offering, the proceeds of which are being used to fuel our expansion. If we fail to continue to generate sufficient cash flow from these sources, we may not have sufficient liquidity to fund our operating costs and growth, and our business could be adversely affected.

Our short-term loans are from Chinese banks and are generally secured by our fixed assets, receivables and/or guarantees by related parties. The term of almost all such loans is one year or less. Historically, we have rolled over such loans on an annual basis. However, we may not have sufficient funds available to pay all of our borrowings upon maturity in the future. Failure to roll over our short-term borrowings at maturity or to service our debt could result in the imposition of penalties, including increases in interest rates, legal actions against us by our creditors, or even insolvency.



Our ability to borrow from Chinese banks and the ability of our customers to borrow from Chinese banks are affected by the monetary policy implemented by Chinese government from time to time. If credit policy is tightened in China, we and our customers may have difficulty to obtain or renew loans from Chinese banks. As a result, our liquidity level may be adversely impacted by issues such as longer receivable days from customers and reduced credit lines from Chinese banks.

***We may issue debt and equity securities that are senior to our ordinary shares as to distributions and in liquidation, which could negatively affect the value of our ordinary shares.***

If available liquidity is not sufficient to meet our operating and loan obligations as they come due, our plans include considering pursuing alternative financing arrangements, reducing expenditures as necessary, or limiting our plans for expansion to meet our cash requirements. However, there is no assurance that, if required, we will be able to raise additional capital, reduce discretionary spending or efficiently limit our expansion to provide the required liquidity. Currently, the capital markets for small capitalization companies are extremely difficult and banking institutions have become stringent in their lending requirements. Accordingly, we cannot be sure of the availability or terms of any third party financing. If we are unable to raise additional financing, we may be unable to implement our long-term business plan, develop or enhance our products, take advantage of future opportunities or respond to competitive pressures on a timely basis.

In the alternative, if we raise capital by issuing equity or convertible debt securities, such issuances could result in substantial dilution to our shareholders. In addition, such issuances could include issuances of senior notes, subordinated notes, preferred shares or common shares. In the event of our liquidation, our lenders and holders of its debt or preferred securities would receive a distribution of our available assets before distributions to the holders of our ADSs. Our decision to incur debt and issue securities in future offerings will depend on market conditions and other factors beyond our control. We cannot predict or estimate the amount, timing or nature of future offerings and debt financings. Future offerings could reduce the value of shares of our ADSs and dilute your investment.

***Our inability to manage our growth may have a material adverse effect on our business, results of operations and financial condition.***

We have experienced significant growth since we began operations in 2004. Our revenues have grown from approximately \$17.2 million in 2005 to approximately \$122.4 million in 2012.

We expect our growth to continue to place significant demands on both our management and our resources. This requires us to continuously evolve and improve our operational, financial and internal controls across our organization. In particular, continued expansion increases the challenges we face in:

- recruiting, training and retaining sufficient skilled sales and management personnel;
- adhering to our high quality and process execution standards;
- maintaining high levels of customer satisfaction;
- creating and managing economies of scale;
- maintaining and managing costs to correspond with timeliness of revenue recognition; and
- developing and improving our internal administrative infrastructure, including our financial, operational and communication systems, processes and controls.

Any inability to manage our growth may have a material adverse effect on our business, results of operations and financial condition.

***We face intense competition, and if we are unable to compete effectively we may not be able to maintain profitability.***

We compete with many other companies located in the PRC and internationally that manufacture materials similar to ours. Many of our competitors are larger companies with greater financial resources than us. In addition, we expect that as demand in the PRC and in other foreign countries for high quality, prestressed materials continues to grow, new competitors will enter the market. Increased competition may adversely affect our future financial performance or reputation. Moreover, increased competition may result in potential or actual litigation between us and our competitors relating to such activities as competitive sales practices, relationships with key suppliers and customers or other matters.

In 2012, we generated revenue of approximately \$81.9 million, or 67.0% of our total revenue, from sales of our rare earth coated PC wires and PC strands. We believe that we are the only prestressed steel material manufacturer in the PRC that currently manufactures rare earth coated prestressed steel materials for bridge construction. While we believe that our rare earth coating capabilities provide us with a competitive advantage among our competitors, it is likely that our competitors will seek to develop similar competing products in the near future. We intend to continue to expend research and development efforts to advance our rare earth coating applications even further. However, there can be no assurance that our initial competitive advantage will be retained and that one or more competitors will not develop products that are equal or superior to ours in quality or are better priced than our rare earth coated products.

***We may lose our competitive advantage, and our operations may suffer, if we fail to prevent the loss or misappropriation of, or disputes over, our intellectual property.***

We rely on a combination of patents, trademarks, trade secrets and confidentiality agreements to protect our intellectual property rights. While we are not currently aware of any infringement on our intellectual property rights, our ability to compete successfully and to achieve future revenue growth will depend, in significant part, on our ability to protect our proprietary technology. Despite many laws and regulations promulgated, and other efforts made, by China over the past several years in an attempt to protect intellectual property rights, intellectual property rights are not as certain in China as they would be in many Western countries, including the United States. Furthermore, enforcement of such laws and regulations in China has not been fully developed. Neither the administrative agencies nor the court systems in China are as equipped as their counterparts in developed countries to deal with violations or handle the nuances and complexities between compliant technological innovation and non-compliant infringement.

Our rare earth coating technology is protected through a combination of patents, trade secrets, confidentiality agreements and other methods. However, our competitors may independently develop proprietary methodologies similar to ours or duplicate our products, which could have a material adverse effect on our business, results of operations and financial condition. The misappropriation or duplication of our intellectual property could disrupt our ongoing business, distract our management and employees, reduce our revenues and increase our expenses. We may need to litigate to enforce our intellectual property rights. Any such litigation could be time consuming and costly and the outcome of any such litigation cannot be guaranteed.

***Our revenues, expenses and profits are difficult to predict and can vary significantly from quarter to quarter. This could cause the trading price of our ordinary shares to decline.***

Our operating results may vary significantly from quarter to quarter. Therefore, we believe that period-to-period comparisons of our results of operations are not necessarily meaningful and should not be relied upon as an indication of our future performance. It is possible that in the future some of our quarterly results of operations may be below the expectations of market analysts and our investors, which could lead to a significant decline in the trading price of our ordinary shares. Factors which affect the fluctuation of our revenues, expenses and profits include:

- delays or cancellations of railway projects in China due to unexpected accidents or to financial or other issues confronting the Ministry of Railways;
- changes in prices of our raw materials, with higher prices leading to reduced operating income;
- variations, expected or unexpected, in the duration, size, timing and scope of purchase orders;
- changes in our pricing policies or those of our competitors;
- changes in compensation, which may reduce our gross profit for the quarter in which they are effected;
- our inability to manage costs, including those related to our raw materials, personnel, infrastructure and facilities;
- exchange rate fluctuations; and
- general economic conditions.

A portion of our expenses, particularly those related to personnel and facilities are generally fixed in advance of any particular quarter. As a result, unanticipated variations in the number and timing of our purchase orders or prices of our raw materials may cause significant variations in our operating results in any particular quarter.

***We may undertake strategic acquisitions, joint ventures and alliances, which may prove to be difficult to integrate and manage or may not be successful, and may result in increased expenses or write-offs.***

We may over time pursue strategic acquisitions, joint ventures and alliances to enhance our capabilities and expand our industry expertise and geographic coverage. It is possible that we may not identify suitable acquisition candidates, alliances or joint venture partners, or if we do identify suitable candidates or partners, we may not complete those transactions on terms commercially acceptable to us or at all. The inability to identify suitable acquisition targets, joint ventures or alliances, or our inability to complete such transactions on terms commercially acceptable to us or at all, may adversely affect our ability to compete and grow.

These types of transactions involve numerous risks, including:

- difficulties in integrating operations, systems, technologies, accounting methods and personnel;
- difficulties in supporting and transitioning clients of our acquired companies or strategic partners;
- disruption of our ongoing business;
- diversion of financial and management resources from existing operations;
- risks of entering new markets;
- potential loss of key employees; and
- inability to generate sufficient revenue to offset transaction costs and expenses.

Furthermore, any such transaction that we attempt, whether or not completed, or any media reports or rumors with respect to any such transactions, may materially and adversely affect the value of our ordinary shares.

We may finance future transactions through debt financing or the issuance of our equity securities or a combination of the foregoing. Acquisitions financed with the issuance of our equity securities or convertible debt securities could be dilutive, which could affect the market price of our ADSs. Acquisitions financed with debt could require us to dedicate a substantial portion of our cash flow to principal and interest payments and could subject us to restrictive covenants. Acquisitions also frequently result in the recording of goodwill and other intangible assets that are subject to potential impairments in the future that could harm our financial results. Moreover, if we fail to properly evaluate acquisitions, alliances or investments, we may not achieve the anticipated benefits of those transactions, and we may incur costs in excess of what we had anticipated.

***Our success depends in large part upon our senior management and key personnel. Our inability to attract and retain these individuals could materially and adversely affect our business, results of operations and financial condition.***

We are highly dependent on our senior management and other key employees, including our Chairman, Dr. Tang and our CEO, Mr. Hua. Our future performance will be dependent upon the continued service of members of our senior management and key employees. We do not maintain key man life insurance for any of the members of our management team or other key personnel. Competition for senior management in our industry is intense, and we may not be able to retain our senior management and key personnel or attract and retain new senior management and key personnel in the future, which could materially and adversely affect our business, results of operations and financial condition.

***We have limited insurance coverage and may incur losses resulting from product liability claims, business interruption or natural disasters.***

We are exposed to risks associated with product liability claims in the event that the use of our products results in property damage or personal injury. Since our products are ultimately incorporated into bridges, buildings, railways and other large structures, it is possible that users of these structures or people installing our products could be injured or killed by such structures, whether as a result of defects, improper installation or other causes. Because we continue to expand our customer base, we are unable to predict whether product liability claims will be brought against us in the future or to predict the impact of any resulting adverse publicity on our business. The successful assertion of product liability claims against us could result in potentially significant monetary damages and require us to make significant payments. We do not carry product liability insurance and may not have adequate resources to satisfy a judgment in the event of a successful claim against us. As the insurance industry in China is still in its early stages of development, even the insurance that we currently carry offers limited coverage compared with that offered in many other countries. Any business interruption or natural disaster could result in substantial losses and diversion of our resources and materially and adversely affect our business, financial condition and results of operations.

***Our chairman owns a large percentage of our outstanding stock and could significantly influence the outcome of our corporate matters.***

Dr. Tang owns approximately 59.7% of our outstanding ordinary shares, reflecting a majority equity interest in our company. As our majority shareholder, Dr. Tang is able to elect our board of directors, approve, and determine the outcome of all matters requiring the approval of the holders of a majority of our outstanding shares. This concentration of ownership in our shares by Dr. Tang limits your ability to influence corporate matters and may have the effect of delaying or preventing a third party from acquiring control over us. In addition, sales of significant amounts of ordinary shares held by Dr. Tang, or the prospect of these sales, could adversely affect the market price of our ordinary shares.

***If we are unable to maintain appropriate internal financial reporting controls and procedures, it could cause us to fail to meet our reporting obligations, result in the restatement of our financial statements, harm our operating results, subject us to regulatory scrutiny and sanction, and cause investors to lose confidence in our reported financial information.***

Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. As a public company, we have significant requirements for enhanced financial reporting and internal controls. We are required to document and test our internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, which requires annual management assessments of the effectiveness of our internal controls over financial reporting and, for many companies, a report by the independent registered public accounting firm addressing these assessments. The process of designing and implementing effective internal controls is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to expend significant resources to maintain a system of internal controls that is adequate to satisfy our reporting obligations as a public company. In 2012, the SEC requested that we review our analysis of Rule 5-04(c) of Regulation S-X and as a result, we amended our annual report for the year ended December 31, 2011 and filed a financial statement schedule with the amended annual report. In response to the SEC's comment, we instituted corrective measures and evaluated the effectiveness of our disclosure controls and procedures, as defined under Exchange Act Rule 13a-15(e), including Rule 5-04(c) of Regulation S-X and have included the financial statement schedule as required in this annual report.

We cannot assure you that we will not in the future identify areas requiring improvement in our internal control over financial reporting. In addition, we cannot assure you that the measures we will take to remediate any areas in need of improvement will be successful or that we will implement and maintain adequate controls over our financial processes and reporting in the future as we continue our growth. If we are unable to establish appropriate internal financial reporting controls and procedures, it could cause us to fail to comply with Sarbanes-Oxley and meet our reporting obligations, result in the restatement of our financial statements, harm our operating results, subject us to regulatory scrutiny and sanction, and cause investors to lose confidence in our reported financial information.

***We incur increased costs as a result of being a public company.***

As a public company, we incur significant legal, accounting and other expenses that we did not incur as a private company. The rules and regulations to which public companies are subject, including the Sarbanes-Oxley Act of 2002, have increased our legal, accounting and financial compliance costs since we went public in December 2010, and make certain corporate activities more time-consuming and costly. In addition, we now incur additional costs associated with our public company reporting requirements.

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

***Changes in China's political or economic situation could harm us and our operating results.***

Economic reforms adopted by the Chinese government have had a positive effect on the economic development of the country, but the government could change these economic reforms or any of the legal systems at any time. This could either benefit or damage our operations and profitability. Some of the things that could have this effect are:

- Level of government involvement in the economy;
- Control of foreign exchange;
- Methods of allocating resources;
- Balance of payments position;
- International trade restrictions; and
- International conflict.

The Chinese economy differs from the economies of most countries belonging to the Organization for Economic Cooperation and Development, or OECD, in many ways. For example, state-owned enterprises still constitute a large portion of the Chinese economy, and weak corporate governance and the lack of a flexible currency exchange policy still prevail in China. As a result of these differences, we may not develop in the same way or at the same rate as might be expected if the Chinese economy were similar to those of the OECD member countries.

***Future inflation in China may inhibit our ability to conduct business in China.***

In recent years, the Chinese economy has experienced periods of rapid expansion and highly fluctuating rates of inflation. According to the National Bureau of Statistics of China, consumer price inflation in China was 2.6%, 5.4% and 3.3% in 2012, 2011 and 2010, respectively. These factors have led to the adoption by the Chinese government, from time to time, of various corrective measures designed to restrict the availability of credit or regulate growth and contain inflation. High inflation may in the future cause the Chinese government to impose additional controls on credit or prices, or to take other action, which could inhibit economic activity in China, and thereby harm the market for our products and our company. Higher inflation in future could result in higher raw materials prices and higher labor cost. If labor costs or the prices of the steel materials that we purchase increase and we are unable to pass along the increased raw material or labor cost to our customers, our margins will decrease and negatively impact our profitability. In addition, if the Chinese government decides to impose controls on credit and increases in interest rates, such measures would increase our borrowing cost and may affect our ability to obtain new credit lines from banks.

***The PRC government exerts substantial influence over the infrastructure sector and the manner in which we must conduct our business activities.***

The PRC government has exercised, and continues to exercise, substantial control over virtually every sector of the Chinese economy through regulation and state ownership, including the infrastructure sector where we have been doing our business. Any government decisions or actions to postpone, change or halt the construction of certain types of infrastructure projects for any reason, such as the high speed railway accident in July 2011 in South China, could adversely impact our business and results of operations.

In addition, our ability to operate in China may be harmed by changes in its laws and regulations, including those relating to taxation, import and export tariffs, environmental regulations, land use rights, property, and other matters. We believe that our operations in China are in material compliance with all applicable legal and regulatory requirements. However, the central or local governments of the jurisdictions in which we operate may impose new, stricter regulations or interpretations of existing regulations that would require additional expenditures and efforts on our part to ensure our compliance with such regulations or interpretations. Accordingly, government actions in the future, including any decision not to continue to support recent economic reforms and to return to a more centrally planned economy or regional or local variations in the implementation of economic policies, could have a significant effect on economic conditions in China or particular regions thereof.

***You may have difficulty enforcing judgments against us.***

Our assets are located, and our operations are conducted, in the PRC. In addition, substantially all of our directors and officers are nationals and residents of the PRC and a substantial portion of their assets is located outside the United States. As a result, it may be difficult to effect service of process within the United States upon these persons. In addition, there is uncertainty as to whether the courts of the PRC would recognize or enforce judgments of U.S. courts because China does not have any treaties or other arrangements that provide for the reciprocal recognition and enforcement of foreign judgments with the United States. In addition, according to the PRC Civil Procedures Law, courts in the PRC will not enforce a foreign judgment against us or our directors and officers if they decide that the judgment violates basic principles of PRC law or national sovereignty, security, or the public interest.

***Most of our revenues are denominated in Renminbi, which is not freely convertible for capital account transactions and may be subject to exchange rate volatility.***

We are exposed to the risks associated with foreign exchange controls and restrictions in China, as our revenues are primarily denominated in Renminbi, which is currently not freely exchangeable. The PRC government imposes control over the convertibility between Renminbi and foreign currencies. Under the PRC foreign exchange regulations, payments for “current account” transactions, including remittance of foreign currencies for payment of dividends, profit distributions, interest and operation-related expenditures, may be made without prior approval but are subject to procedural requirements. Strict foreign exchange control continues to apply to “capital account” transactions, such as direct foreign investment and foreign currency loans. These capital account transactions must be approved by, or registered with, the PRC State Administration of Foreign Exchange, or SAFE. Further, capital contribution by an offshore shareholder to its PRC subsidiaries may require approval by the Ministry of Commerce in China or its local counterparts. We cannot assure you that we are able to meet all of our foreign currency obligations to remit profits out of China or to fund operations in China.

On August 29, 2008, SAFE promulgated the Circular on the Relevant Operating Issues concerning the Improvement of the Administration of Payment and Settlement of Foreign Currency Capital of Foreign-Invested Enterprises, or Circular 142, to regulate the conversion by foreign invested enterprises, or FIEs, of foreign currency into Renminbi by restricting how the converted Renminbi may be used. Circular 142 requires that Renminbi converted from the foreign currency-dominated capital of a FIE may be used only for purposes within the business scope approved by the applicable government authority and may not be used for equity investments within the PRC unless specifically provided. In addition, SAFE strengthened its oversight over the flow and use of Renminbi funds converted from the foreign currency-dominated capital of a FIE. The use of such Renminbi may not be changed without approval from SAFE, and may not be used to repay Renminbi loans if the proceeds of such loans have not yet been used. Compliance with Circular 142 may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business.

***Fluctuation in the value of the Renminbi and of the U.S. dollar may have a material adverse effect on investments in our ADSs.***

A significant portion of our revenues are denominated in Renminbi. Any significant revaluation of the Renminbi may have a material adverse effect on the U.S. dollar equivalent amount of our revenues and financial condition as well as on the value of, and any dividends payable on, our ordinary shares in foreign currency terms. For instance, a decrease in the value of Renminbi against the U.S. dollar could reduce the U.S. dollar equivalent amounts of our financial results, the value of your investment in our ordinary shares and the dividends we may pay in the future, if any, all of which may have a material adverse effect on the prices of our ADSs.

Prior to 1994, the Renminbi experienced a significant net devaluation against most major currencies, and there was significant volatility in the exchange rate during certain periods. Upon the execution of the unitary managed floating rate system in 1994, the Renminbi was devalued by 50% against the U.S. dollar. Since 1994, the Renminbi to U.S. dollar exchange rate has largely stabilized. On July 21, 2005, the People's Bank of China announced that the exchange rate of U.S. dollar to Renminbi would be adjusted from \$1 to RMB8.27 to \$1 to RMB8.11, and it ceased to peg the Renminbi to the U.S. dollar. Instead, the Renminbi would be pegged to a basket of currencies, whose components would be adjusted based on changes in market supply and demand under a set of systematic principles. On September 23, 2005, the PRC government widened the daily trading band for Renminbi against non-U.S. dollar currencies from 1.5% to 3.0% to improve the flexibility of the new foreign exchange system. Since the adoption of these measures, the value of Renminbi against the U.S. dollar has fluctuated on a daily basis within narrow ranges, but overall has further strengthened against the U.S. dollar. In June 2010, the People's Bank of China announced its intention to increase the flexibility of the Renminbi's exchange rate. There remains significant international pressure on the PRC government to further liberalize its currency policy, which could result in a further and more significant appreciation in the value of the Renminbi against the U.S. dollar. The Renminbi may be revalued further against the U.S. dollar or other currencies, or may be permitted to enter into a full or limited free float, which may result in an appreciation or depreciation in the value of the Renminbi against the U.S. dollar or other currencies.

***China's legal system is different from those in some other countries.***

China is a civil law jurisdiction. Under the civil law system, prior court decisions may be cited as persuasive authority but do not have binding precedential effect. Although progress has been made in the promulgation of laws and regulations dealing with economic matters, such as corporate organization and governance, foreign investment, commerce, taxation and trade, China's legal system remains less developed than the legal systems in many other countries. Furthermore, because many laws, regulations and legal requirements have been recently adopted, their interpretation and enforcement by the courts and administrative agencies may involve uncertainties. Sometimes, different government departments may have different interpretations. Licenses and permits issued or granted by one government authority may be revoked by a higher government authority at a later time. Government authorities may decline to take action against unlicensed operators which may work to the disadvantage of licensed operators, including us. The PRC legal system is based in part on government policies and internal rules that may have a retroactive effect. We may not be aware of our violation of these policies and rules until sometime after the violation. Changes in China's legal and regulatory framework, the promulgation of new laws and possible conflicts between national and provincial regulations could adversely affect our financial condition and results of operations. In addition, any litigation in China may result in substantial costs and diversion of resources and management attention.

***Our business and financial performance may be materially adversely affected if the PRC regulatory authorities determine that our acquisition of Ossen Materials constitutes a round-trip investment without MOFCOM approval.***

On August 8, 2006, six PRC regulatory agencies promulgated the Regulation on Mergers and Acquisitions of Domestic Companies by Foreign Investors, or the 2006 M&A Rule, which became effective on September 8, 2006. According to the 2006 M&A Rule which was amended by the Ministry of Commerce on June 22, 2009, a "round-trip investment" is defined as having taken place when a PRC business that is owned by PRC individuals is sold to a non-PRC entity that is established or controlled, directly or indirectly, by those same PRC individuals. Under the 2006 M&A Rules which was amended by the Ministry of Commerce on June 22, 2009, any round-trip investment must be approved by MOFCOM, and any indirect arrangement or series of arrangements which achieves the same end result without the approval of MOFCOM is a violation of PRC law.

However, the PRC regulatory authorities may take the view that the acquisition of shares in our PRC operating subsidiaries and the share exchange between our predecessor, Ultra Glory, and our subsidiary, Ossen Materials Group, are part of an overall series of arrangements which constitute a round-trip investment. If the PRC regulatory authorities take this view, we cannot assure you we may be able to obtain the approval required from MOFCOM. It is also possible that the PRC regulatory authorities could invalidate our acquisition and ownership of our Chinese subsidiaries, and that these transactions require the prior approval of the China Securities Regulatory Commission, or CSRC, before MOFCOM approval is obtained.

If these regulatory actions occur, we cannot assure you that we will be able to re-establish control of our Chinese subsidiaries' business operations, that any such contractual arrangements will be protected by PRC law, or that we would receive as complete or effective an economic benefit and control of our Chinese subsidiaries' business as if we had direct ownership of our Chinese subsidiaries.

***All employee participants in our share incentive plans who are PRC citizens may be required to register with the SAFE. We may also face regulatory uncertainties that could restrict our ability to adopt additional option plans for our directors and employees under PRC law.***

In December 2006, the People's Bank of China promulgated the Administrative Measures for Individual Foreign Exchange, which set forth the respective requirements for foreign exchange transactions by PRC individuals under either current account or the capital account. In January 2007, the SAFE issued the Implementation Rules of the Administrative Measures for Individual Foreign Exchange, which, among other things, specified approval requirements for certain capital account transactions such as a PRC citizen's participation in the employee stock ownership plans or stock option plans of an overseas publicly-listed company. On March 28, 2007, the SAFE promulgated the Processing Guidance on Foreign Exchange Administration for Domestic Individuals Participating in Employee Stock Ownership Plans or Stock Option Plans of Overseas-Listed Companies, or the Stock Option Rule. Under the Stock Option Rule, PRC citizens who are granted stock options by an overseas publicly-listed company are required, through a qualified PRC domestic agent or PRC subsidiary of such overseas publicly-listed company, to register with the SAFE and complete certain other procedures.

We and our PRC citizen employees participating in our stock incentive plan are subject to the Stock Option Rule. Failure to comply with the Stock Option Rule and other relevant rules will subject us or our PRC citizen employees participating in our stock incentive plan to fines and other legal or administrative sanctions and impose restrictions on our execution of option plans, including the grant of options under such plans to our employees, which could adversely affect our business operations.

***Under the New Enterprise Income Tax Law, we may be classified as a "resident enterprise" of China. Such classification will likely result in unfavorable tax consequences to us and our non-PRC shareholders.***

China passed a New Enterprise Income Tax Law, or the New EIT Law, which became effective on January 1, 2008. Under the New EIT Law, an enterprise established outside of China with de facto management bodies within China is considered a resident enterprise, meaning that it can be treated in a manner similar to a Chinese enterprise for enterprise income tax purposes. The implementing rules of the New EIT Law define de facto management as "substantial and overall management and control over the production and operations, personnel, accounting, and properties" of the enterprise. In addition, a circular issued by the State Administration of Taxation on April 22, 2009 clarified that dividends and other income paid by such resident enterprises will be considered to be PRC source income, subject to PRC withholding tax, currently at a rate of 10%, when recognized by non-PRC enterprise shareholders. This recent circular also subjects such resident enterprises to various reporting requirements with the PRC tax authorities.

Although substantially all of our management is currently located in the PRC, it remains unclear whether the PRC tax authorities would require or permit our overseas registered entities to be treated as PRC resident enterprises. We do not currently consider our company to be a PRC resident enterprise. However, if the PRC tax authorities determine that we are a resident enterprise for PRC enterprise income tax purposes, a number of unfavorable PRC tax consequences could follow. First, we may be subject to the enterprise income tax at a rate of 25% on our worldwide taxable income as well as PRC enterprise income tax reporting obligations. In our case, this would mean that income such as interest on offering proceeds and non-China source income would be subject to PRC enterprise income tax at a rate of 25%. Second, although under the New EIT Law and its implementing rules dividends paid to us from our PRC subsidiaries would qualify as tax-exempt income, we cannot guarantee that such dividends will not be subject to a 10% withholding tax, as the PRC foreign exchange control authorities, which enforce the withholding tax, have not yet issued guidance with respect to the processing of outbound remittances to entities that are treated as resident enterprises for PRC enterprise income tax purposes. Finally, it is possible that future guidance issued with respect to the new resident enterprise classification could result in a situation in which a 10% withholding tax is imposed on dividends we pay to our non-PRC shareholders and with respect to gains derived by our non-PRC shareholders from transferring our shares.

***Any outbreak of the Bird Flu (H7N9), or another widespread public health problem in the PRC could adversely affect our operations.***

Recently, there have been reported cases of H7N9 Bird Flu in certain regions of China, where all of our manufacturing facilities are located. Our business is dependent upon our ability to continue to manufacture and distribute our products, and an outbreak of the Bird Flu, or another widespread public health problem in China, could have a negative effect on our operations. Any such outbreak could have an impact on our operations as a result of:

- quarantines or closures of our manufacturing facilities, which would severely disrupt our operations;
- the sickness or death of our key officers and employees; and
- a general slowdown in the Chinese economy.

Any of the foregoing events or other unforeseen consequences of public health problems could adversely affect our operations.

***Restrictions under PRC law on our PRC subsidiaries' ability to pay dividends and make other distributions could materially and adversely affect our ability to grow, make investments or acquisitions that could benefit our business, pay dividends to you, and otherwise fund and conduct our business.***

Our revenues are generated by our PRC subsidiaries. However, PRC regulations restrict the ability of our PRC subsidiaries to pay dividends and make other payments to their offshore parent company. PRC legal restrictions permit payments of dividends by our PRC subsidiaries only out of their accumulated after-tax profits, if any, determined in accordance with PRC accounting standards and regulations. Our PRC subsidiaries are also required under PRC laws and regulations to allocate at least 10% of their annual after-tax profits determined in accordance with PRC GAAP to a statutory general reserve fund until the amounts in said fund reaches 50% of their registered capital. Allocations to these statutory reserve funds can be used only for specific purposes and are not transferable to us in the form of loans, advances, or cash dividends. Any limitations on the ability of our PRC subsidiaries to transfer funds to us could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our business, pay dividends and otherwise fund and conduct our business.

***Any failure to comply with PRC environmental laws may require us to incur significant costs.***

We carry on our business in an industry that is subject to PRC environmental protection laws and regulations. These laws and regulations require enterprises engaged in manufacturing and construction that may cause environmental waste to adopt effective measures to control such waste. In addition, such enterprises are required to pay fines, or to cease operations entirely under extreme circumstances, should they discharge waste substances. The Chinese government may also change the existing laws or regulations or impose additional or stricter laws or regulations, compliance with which may cause us to incur significant capital expenditures, which we may be unable to pass on to our customers through higher prices for our products.

***We must comply with the Foreign Corrupt Practices Act.***

We are required to comply with the United States Foreign Corrupt Practices Act, which prohibits U.S. companies from making prohibited payments to foreign officials for the purpose of obtaining or retaining business. Corruption, extortion, bribery, pay-offs, theft and other fraudulent practices occur from time to time in mainland China. If any of our non-U.S. listed competitors that are not subject to the Foreign Corrupt Practices Act engage in these practices, they may receive preferential treatment and secure business from government officials in a way that is unavailable to us. Furthermore, although we inform our personnel that such practices are illegal, we cannot assure you that our employees or other agents will not engage in illegal conduct for which we might be held responsible under U.S. law. If our employees or other agents are found to have engaged in such practices, we could suffer severe penalties.

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

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

***If relations between the United States and China worsen, investors may be unwilling to hold or buy our ordinary shares and our share price may decrease.***

At various times during recent years, the United States and China have had significant disagreements over political and economic issues. Controversies may arise in the future between these two countries. Any political or trade controversies between the United States and China, whether or not directly related to our business, could reduce the price of our ordinary shares.

***If we become directly subject to the recent scrutiny, criticism and negative publicity involving U.S.-listed Chinese companies, we may have to expend significant resources to investigate and resolve the matter which could harm our business operations, stock price and reputation and could result in a loss of your investment in our stock, especially if such matter cannot be addressed and resolved favorably.***

Recently, U.S. public companies that have substantially all of their operations in China, particularly companies that have completed reverse merger transactions, have been the subject of intense scrutiny, criticism and negative publicity by investors, financial commentators and regulatory agencies, such as the United States Securities and Exchange Commission. Much of the scrutiny, criticism and negative publicity has centered around financial and accounting irregularities and mistakes, a lack of effective internal controls over financial accounting, inadequate corporate governance policies or a lack of adherence thereto and, in many cases, allegations of fraud. As a result of the scrutiny, criticism and negative publicity, the publicly traded stock of many U.S. listed Chinese companies has sharply decreased in value and, in some cases, has become virtually worthless. Many of these companies are now subject to shareholder lawsuits, SEC enforcement actions and are conducting internal and external investigations into the allegations. It is not clear what effect this sector-wide scrutiny, criticism and negative publicity will have on our Company, our business and our stock price. If we become the subject of any unfavorable allegations, whether such allegations are proven to be true or untrue, we will have to expend significant resources to investigate such allegations and/or defend our Company. This situation will be costly and time consuming and distract our management from growing our Company. If such allegations are not proven to be groundless, our Company and business operations will be severely impacted and your investment in our stock could be rendered worthless.



***Our auditor, like other independent registered public accounting firms operating in China, is not permitted to be subject to inspection by Public Company Accounting Oversight Board, and as such, investors may be deprived of the benefits of such inspection.***

Our independent registered public accounting firm that issues the audit reports included in our annual reports filed with the SEC, as an auditor of companies that are traded publicly in the United States and a firm registered with the Public Company Accounting Oversight Board (United States), or PCAOB, is required by the laws of the United States to undergo regular inspections by PCAOB to assess its compliance with the laws of the United States and professional standards. Because our auditor is located in China, a jurisdiction where PCAOB is currently unable to conduct inspections without the approval of the PRC authorities, our auditor, like other independent registered public accounting firms operating in China, is currently not inspected by PCAOB.

Inspections of other firms that PCAOB has conducted outside of China have identified deficiencies in those firms' audit procedures and quality control procedures, which may be addressed as part of the inspection process to improve future audit quality. The inability of PCAOB to conduct inspections of independent registered public accounting firms operating in China makes it more difficult to evaluate the effectiveness of our auditor's audit procedures or quality control procedures. As a result, investors may be deprived of the benefits of PCAOB inspections.

***The disclosures in our reports and other filings with the SEC and our other public pronouncements are not subject to the scrutiny of any regulatory bodies in the PRC. Accordingly, our public disclosure should be reviewed in light of the fact that no governmental agency that is located in China where substantially all of our operations and business are located have conducted any due diligence on our operations or reviewed or cleared any of our disclosures.***

We are regulated by the SEC and our reports and other filings with the SEC are subject to SEC review in accordance with the rules and regulations promulgated by the SEC under the Securities Act and the Exchange Act. Unlike public reporting companies whose operations are located primarily in the United States, however, substantially all of our operations are located in China. Since substantially all of our operations and business take place in China, it may be more difficult for the Staff of the SEC to overcome the geographic and cultural obstacles that are present when reviewing our disclosures. These same obstacles are not present for similar companies whose operations or business take place entirely or primarily in the United States. Furthermore, our SEC reports and other disclosures and public pronouncements are not subject to the review or scrutiny of any PRC regulatory authority. For example, the disclosure in our SEC reports and other filings are not subject to the review of China Securities Regulatory Commission, a PRC regulator that is tasked with oversight of the capital markets in China. Accordingly, you should review our SEC reports, filings and our other public pronouncements with the understanding that no local regulator has done any due diligence on our Company and with the understanding that none of our SEC reports, other filings or any of our other public pronouncements has been reviewed or otherwise been scrutinized by any local regulator.

## **Risks Related to Our ADSs**

***The market price for our ADSs may be volatile.***

The market price for our ADSs is highly volatile and subject to wide fluctuations in response to various factors, including the following:

- actual or anticipated fluctuations in our quarterly operating results and revisions to our expected results;
- changes in financial estimates by securities research analysts;
- conditions in the markets for our products;
- changes in the economic performance or market valuations of companies specializing in our industry or our customers or their industries;
- changes in market valuations of U.S. listed companies headquartered in China, and in particular small capitalization companies;
- announcements by us or our competitors of new products, acquisitions, strategic relationships, joint ventures or capital commitments;
- addition or departure of our senior management and key personnel;

- fluctuations of exchange rates between the Renminbi and the U.S. dollar;
- litigation related to our intellectual property;
- release or expiry of transfer restrictions on our outstanding ordinary shares; and
- sales or perceived potential sales of our ADSs.

In addition, the securities market has from time to time, and to an even greater degree since the last quarter of 2007, experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also have a material adverse effect on the market price of our ADSs. In the event that market price of our ADSs is below \$1 for more than 30 consecutive business days we will fail to meet the requirements of NASDAQ listing rules. Furthermore, in the past, following periods of volatility in the market price of a public company's securities, shareholders have frequently instituted securities class action litigation against that company. Litigation of this kind could result in substantial costs and a diversion of our management's attention and resources.

***We may not be able to sustain the trading market of our ADSs.***

Our ADSs are listed for trading on the NASDAQ Global Market. On January 30, 2013, we received a letter from the NASDAQ Stock Market stating that for the previous 30 consecutive business days, the closing bid price of our ADSs was below the minimum bid price of \$1.00 per share for continued listing on the NASDAQ Global Market (the "Minimum Bid Price Rule"). In accordance with NASDAQ Marketplace Rule 5810(c)(3)(A), the Company has been provided with a period of 180 calendar days, or until July 29, 2013, to regain compliance with the Minimum Bid Price Rule. If we are unable to regain compliance with the Minimum Bid Price Rule, we will apply for the transfer of our listing to the NASDAQ Capital Market, and if the transfer is approved, we will be granted an additional 180-day period in which to regain compliance with the Minimum Bid Price Rule. However, we cannot be sure that the price of our ADSs will comply with this requirement for continued listing on the NASDAQ Capital Market in the future. If we were not able to do so, our ADSs would be subject to delisting and would likely trade on the over-the-counter market. If our ADSs were to trade on the over-the-counter market, selling our ADSs could be more difficult because smaller quantities of our ADSs would likely be bought and sold, transactions could be delayed, and security analysts' coverage of us may be reduced. In addition, broker-dealers have certain regulatory burdens imposed upon them, which may discourage broker-dealers from effecting transactions in our ADSs, further limiting the liquidity of our ADSs. As a result, the market price of our ADSs may be depressed, and you may find it more difficult to sell our ADSs. Such delisting from the NASDAQ Capital Market and continued or further declines in our ADS price could also greatly impair our ability to raise additional necessary capital through equity or debt financing.

***We may be precluded from paying any dividends on our ADSs.***

Under British Virgin Islands law, we may pay dividends if the directors declare that the company is able to satisfy the provisions of Section 57 of the BVI Act. Pursuant to this provision, the company, immediately after the distribution, must satisfy the solvency test, in so far as its assets exceeds its liabilities, and the company must be able to pay its debts as they become due. Our ability to pay dividends will therefore depend on our ability to generate sufficient profits. Even if we are able to pay dividends, we cannot give any assurance that we will declare dividends of any amounts, at any rate or at all in the future. We have not paid any dividends in the past. Future dividends, if any, will be at the discretion of our board of directors, subject to the approval of our shareholders, and will depend upon our results of operations, our cash flows, our financial condition, the payment of our subsidiaries of cash dividends to us, our capital needs, future prospects and other factors that our directors may deem appropriate. We currently intend to retain most, if not all, of our available funds and any future earnings to operate and expand our business.

***You may not have the same voting rights as the holders of our ordinary shares and may not receive voting materials in time to be able to exercise your right to vote.***

Holders of our ADSs may not be able to exercise voting rights attaching to the shares represented by our ADSs on an individual basis. Holders of our ADSs appoint the depositary or its nominee as their representative to exercise the voting rights attached to the ordinary shares represented by the ADSs. You may not receive voting materials in time to instruct the depositary to vote, and it is possible that you, or persons who hold their ADSs through brokers, dealers or other third parties, will not have the opportunity to exercise your right to vote.

***Your right to participate in any rights offering may be limited, which may cause dilution to your holdings, and you may not receive cash dividends if it is impractical to make them available to you.***

We may from time to time distribute rights to our shareholders, including rights to acquire our securities. However, we cannot make rights available to you in the United States unless we register the rights, and the securities to which the rights relate, under the Securities Act, or unless an exemption from registration is available. Under the deposit agreement, the depositary will not make rights available to you unless both the rights and the underlying securities to be distributed to ADS holders are either registered under the Securities Act or exempt from registration. We are under no obligation to file a registration statement with respect to any such rights or securities or to endeavor to cause such a registration statement to be declared effective and we may not be able to establish a necessary exemption from registration under the Securities Act. Accordingly, you may be unable to participate in our rights offerings and may experience dilution in your holdings as a result.

The depository of our ADSs has agreed to pay to you the cash dividends or other distributions it or the custodian receives on our ordinary shares or other deposited securities after deducting its fees and expenses. You will receive these distributions in proportion to the number of ordinary shares your ADSs represent. However, the depository may, at its discretion, decide that it is inequitable or impractical to make a distribution available to holders of ADSs. For example, the depository may determine that it is not practicable to distribute certain property through the mail, or that the value of certain distributions may be less than the cost of mailing them. In these cases, the depository may decide not to distribute such property to you.

***You may be subject to limitations on transfer of your ADSs.***

Your ADSs are transferable on the books of the depository. However, the depository may close its transfer books at any time or from time to time when it deems expedient in connection with the performance of its duties. In addition, the depository may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depository are closed, or at any time if we or the depository deems it advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

***If we are classified as a passive foreign investment company, our U.S. shareholders may suffer adverse tax consequences.***

Generally, if for any taxable year, after applying certain look-through rules, 75% or more of our gross income is passive income, or at least 50% of our assets (generally based on average value determined on a quarterly basis) are held for the production of, or produce, passive income, we may be characterized as a passive foreign investment company, or PFIC, for U.S. federal income tax purposes. This characterization could result in adverse U.S. tax consequences to our U.S. shareholders, including gain realized on the disposition of our ADSs or ordinary shares being treated as ordinary income rather than capital gain and in punitive interest charges being applied to such sales proceeds. Rules similar to those applicable to dispositions apply to amounts treated as “excess distributions.”

We do not believe that we were a PFIC for our 2012 taxable year. However, because the determination of our PFIC status is based on such factual matters as the composition of our income and assets, the valuation of our assets, and our market capitalization, there is no assurance that the United States Internal Revenue Service (“IRS”) will agree with our position. In addition, there can be no assurance that we will not become a PFIC for the current taxable year ending December 31, 2013 or in future taxable years. U.S. shareholders should consult with their own U.S. tax advisors with respect to the U.S. tax consequences of investing in our ADSs or ordinary shares if we were to become a PFIC. See “Taxation — United States Federal Income Taxation — Tax Consequences if We Are a Passive Foreign Investment Company.”

***If equity research analysts do not publish research or reports about our company or if they issue unfavorable commentary or downgrade our ADSs, the price of our ADSs could decline.***

The trading market for our ADSs relies in part on the research and reports that equity research analysts publish about us and our company. We do not control these analysts. The price of our ADSs could decline if one or more equity analysts downgrade our ordinary shares or if they issue other unfavorable commentary, or cease publishing reports, about us or our company.

#### **ITEM 4. INFORMATION ON THE COMPANY**

##### **4A. History and Development of the Company**

We were incorporated under the laws of the British Virgin Islands as Ultra Glory International Ltd., or Ultra Glory, in 2010. We operate under the BVI Business Companies Act, 2004, or the BVI Act. Our registered office is located at Akara Bldg., 24 De Castro Street, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands. The telephone number of the registered office is +86 (21) 51192951. Our World Wide Web address is <http://www.osseninnovation.com>. Information contained on our website does not constitute a part of this annual report.

Our agent for service of process in the United States is CT Corporation System, 111 Eighth Avenue, New York, New York 10011. The telephone number of our agent for service is (212) 894-8940.

## ***Business Combination***

On July 7, 2010, Ultra Glory and its sole shareholder entered into a share exchange agreement with Ossen Innovation Group, a British Virgin Islands limited liability company organized on April 30, 2010 under the BVI Act and the shareholders of Ossen Innovation Group. Pursuant to the share exchange agreement, Ultra Glory acquired from the shareholders of Ossen Innovation Group all of the issued and outstanding shares of Ossen Innovation Group, in exchange for an aggregate of 10,000,000 newly issued ordinary shares issued by Ultra Glory to the shareholders of Ossen Innovation Group. In addition, the sole shareholder of Ultra Glory sold all of the 5,000,000 ordinary shares of Ultra Glory that were issued and outstanding prior to the business combination, to the shareholders of Ossen Innovation Group for cash, at a price of \$0.03 per share. As a result, the individuals and entities that owned shares of Ossen Innovation Group prior to the business combination acquired 100% of the equity of Ultra Glory, and Ultra Glory acquired 100% of the equity of Ossen Innovation Group. Ossen Innovation Group is now a wholly owned subsidiary of Ultra Glory. In conjunction with the business combination, Ultra Glory filed an amended charter, pursuant to which Ultra Glory changed its name to Ossen Innovation Co., Ltd., changed its fiscal year end to December 31, changed the par value of its ordinary shares to \$0.01 per share and increased its authorized shares to 100,000,000. Upon the consummation of the business combination, we ceased to be a shell company.

## ***Capital Expenditures***

We incurred capital expenditures of approximately \$32,982, \$0.2 million and \$7.6 million for the years ended December 31, 2012, 2011 and 2010, respectively, primarily in connection with purchase of plant and equipment and land use rights. The capital expenditures of \$7.6 million in the year ended December 31, 2010 consist primarily of prepayments for the purchase of manufacturing equipment from Europe for our expansion plan. These capital expenditures were financed by proceeds from our initial public offering and from bank financing.

Our capacity expansion to add 30,000 tons of annual production capacity for rare earth coated products was delayed due to unfavorable business climate in China in 2011 and 2012. However, we will continue our expansion plan and expect to complete the installation and start operation of our new production lines in the first half of 2014, pending our ability to expand our business and the general business environment in China at that time. We expect that our capital expenditures in fiscal year 2013 will be incurred primarily in connection with purchase of manufacturing equipment for the construction of our new facility as well as the expansion of existing factory buildings to accommodate new production lines.

## **4B. Business Overview**

### **Overview**

We manufacture and sell an array of plain surface prestressed steel materials and rare earth coated and zinc coated prestressed steel materials, which we believe is the most comprehensive array among our competitors in China. Our materials are used in the construction of bridges, highways and other infrastructure projects in the PRC and internationally. Our facilities are located in Maanshan City, Anhui Province and in Jiujiang City, Jiangxi Province, in the People's Republic of China. Historically, we and our customers have had a greater than 90% success rate with respect to winning projects on which either we or our customers have bid. Based on our extensive experience in the industry, we believe that Ossen is one of the leading enterprises in the PRC in the design, engineering, manufacture and sale of customized prestressed steel materials used in the construction of bridges, highways, and other infrastructure projects in China.

During the year ended December 31, 2012, we generated revenue of approximately \$81.9 million, or 67% of our total revenue, from sales of our rare earth coated PC wires and PC strands. We believe that we are the only prestressed steel material manufacturer in the PRC that currently manufactures rare earth coated materials for bridge construction. Revenues generated by sales of coated products (including rare earth coated and zinc coated products in the aggregate) for the year ended December 31, 2012 comprised approximately 75.7% of our total revenue. 88.5% of our revenues generated by coated product sales in the year ended December 31, 2012 were generated by sales of rare earth coated products and the remaining 11.5% were generated by sales of zinc coated products. Our plan is to continue to increase sales of our rare earth coated products to manufacturers of steel cables for bridges and other infrastructure projects, both in the PRC and internationally, in order to increase our revenues and profits.

While we believe that our rare earth coating capabilities provide us with a competitive advantage among our competitors, it is likely that our competitors will seek to develop similar competing products in the near future. We intend to continue to expend research and development efforts to advance our rare earth coating applications even further. However, there can be no assurance that our initial competitive advantage will be retained and that one or more competitors will not develop products that are equal or superior to ours in quality or are better priced than our rare earth coated products.

The primary characteristics of these newly designed rare earth coated products, which are used primarily in the construction of new bridges and the renovation of older bridges in need of repair, are as follows:

- Superior corrosion resistance;
- Superior toughness and plasticity;
- Endurance against extreme heat;

- Smooth and appealing coating; and
- Easily coated.

According to a report issued by the Institute of Quantitative and Technical Economics, Chinese Academy of Social Sciences, or the CASS report, dated October 8, 2010, bridge and other infrastructure construction experienced significant growth in China through 2010, which trend is expected to continue until 2020. Under existing PRC governmental policies, significant investments are expected to be made during the next decade to construct more than 200 new bridges over dozens of Chinese rivers, including the Yangtze River, Yellow River, Songhua River, Jiangxi River, Xiang River, Han River, Minjiang River and Pearl River. In addition, approximately 400 old bridges will need to be reinforced or expanded during that period. In addition, over the next decade, China is expected to build four cross-sea bridges and tunnels, including the Bohai Bay Cross-Sea Bridge, the Hong Kong-Zhuhai-Macao Cross-Sea Bridge, the Qiongzhou Strait Bridge and the Taiwan Strait Tunnel.

Our management's core strategy for the near future is to expand the production capacity for our rare earth PC strands and PC wires, which generate higher margins than our other products, in order to continue to take advantage of current trends in the bridge and infrastructure industries in the PRC and other international markets, including in Southeast Asia and Australia, in the development and renovation of bridges and other infrastructure projects. Our products are marketed under the "Ossen" brand name both domestically and internationally. We handle all aspects of market research, product design, engineering, manufacturing, sales and marketing. We conduct our manufacturing operations in our ISO 9001 manufacturing facilities in Maanshan City and Jiujiang City, in the PRC.

We are in the process of increasing our annual production capacity by 30,000 tons for our coated PC strands and PC wires. The expansion was delayed as a result of unfavorable business climate in China in 2011 and 2012, primarily driven by tightened credit environment, the funding difficulties faced by Ministry of Railways of China and the high speed railway accident in South China in July 2011. A portion of the proceeds from our initial public offering was used as down payment to purchase manufacturing equipment. We currently expect to complete the installation and start operation of our new production lines in the first half of 2014, pending our ability to expand business and the general business environment in China at that time.

Ossen Materials, our operating subsidiary, was founded in 2004. In 2005, we expanded our manufacturing capabilities by acquiring a facility in Jiujiang City in the PRC and forming Ossen Jiujiang. The founders of Ossen were among the first in China to introduce and promote the use of prestressed steel materials in construction projects. The founders of Ossen have been involved in producing prestressed materials since 1994 and have accumulated more than 18 years of experience in the prestressed materials industry.

We are affiliated with the Ossen Group, which is a Chinese conglomerate controlled by our Chairman, Dr. Tang. The Ossen Group's core businesses include steel manufacturing, real estate and other investments. There is no active business relationship between our company and any of the other entities that comprise the Ossen Group other than what we have disclosed in Item 7.B below.

## **Our Growth Strategy**

We intend to expand our industry position while maximizing shareholder value and pursuing a growth strategy that includes increasing our production capacity and strengthening our relationships with key customers, diversifying our customer base and pursuing strategic relationships and acquisition opportunities.

### ***Increasing our production capacity for our newly developed higher margin rare earth coated prestressed materials.***

We intend to expand our existing factory building in our Maanshan facility and to install new production lines which will be used for the production of approximately 30,000 tons annually of higher margin, rare earth coated prestressed materials, including rare earth coated PC wires and PC strands. We expect it to be completed in the first half of 2014, pending our ability to expand our business and the general business environment in China at that time.

We believe that the expansion of our production capacity will enable us to benefit from the continued growth in overall demand for prestressed steel materials in China, especially with respect to our rare earth coated materials, which are generally used in the construction of bridges with a long life span, which is an industry currently experiencing tremendous growth in the PRC. Growth in this industry is expected to continue through the next decade. During the years ended December 31, 2012 and December 31, 2011, approximately 67% and 43%, respectively, of our revenue was generated from sales of our rare earth coated materials. The demand for these materials is high in the PRC due to the suitability of these durable, high quality products in major infrastructure projects. We intend to sell the added products to new and existing customers in China, Southeast Asia and Australia.

### ***Strengthening our relationships with key customers and diversifying our customer base.***

We intend to strengthen our relationships with key customers while further expanding our customer base. We plan to continue providing high-quality and cost-competitive products to our existing customers and to use our existing customer network and strong industry reputation to expand into new regions within the PRC, beyond the 24 provinces and municipalities in which we currently sell our products, and internationally. We intend to continue to use customer feedback to improve the quality of our products and technical after-sales services and to strengthen our long-term base of domestic and international customers.

### *Pursuing strategic relationships and acquisition opportunities*

We intend to evaluate and pursue acquisition opportunities and strategic partner relationships which could enhance our product offerings, customer base or geographic reach, or which could allow us to achieve economies of scale and operating efficiencies. We currently have no plans, agreements or commitments with respect to any material acquisitions or strategic relationships.

### **Competitive Advantages**

Our management believes that the following competitive strengths differentiate us from other domestic and international competitors and are the key factors to our success:

#### *We are taking advantage of industry trend in the bridge infrastructure sectors in the PRC and other international markets*

Due to the demand for prestressed materials in infrastructure construction in the domestic PRC market, and in particular the construction and restoration of bridges in the PRC that would benefit from the quality and durability of our newly developed rare earth coated prestressed materials, we believe that our industry will grow significantly for at least the next ten years. Specifically, we expect the market for premium rare earth coated products, including rare earth coated prestressed PC strands and PC wires, which are used primarily in the construction of bridges, to grow in the PRC during this period.

Many reports indicate that our industry will experience significant growth in the coming years. For example, based on the 11th five-year plan for highway and waterway transportation by the Ministry of Transportation of the PRC, the government plans to invest \$730 billion in the national highway network from 2009 to 2013, which drives huge demand for prestressed materials. Similarly, the Railway Network Plan issued by the Ministry of Railways of the PRC has indicated that \$290 billion will be invested in railway construction from 2009 to 2013, which further drives the demands for prestressed materials. In February 2012, after many railway projects had been temporarily halted as a result of the July 2011 high speed railway accident in South China and the funding difficulties faced by Ministry of Railways, Chinese Premier Wen reassured the public about the government's plan on railway network construction in China, when he announced that the government will help raise the funds necessary to construct railways. Funding solutions will include funds directly from government, bond issuances guaranteed by the government and introduction of private capital into the sector. In the second half of 2012, China's National Development and Reform Commission accelerated the approval of investment projects and most of these projects are railways, highways, airports and other major infrastructure projects.

On March 10, 2013, China's State Council announced its plan to restructure the Ministry of Railways (MOR) to separate the administrative and supervision function from the commercial arm. The responsibility for planning and policy-making for railway development is to move to the Ministry of Transport (MOT). A newly created National Railways Bureau (NRB) under the MOT will be responsible for setting technical standards of railways and supervising the safety of operations, quality of transport services and quality of railway projects. The MOR's enterprise/commercial responsibilities will be incorporated into China National Railway Co.(CNRC), which was established on March 14, 2013 with registered capital of RMB1.04 trillion (USD \$166.8 billion) and will be administrated by the central government. CNRC is to be responsible for transport operations and railway development. CNRC will take over all of MOR's loans and bonds with the current favorable policies for the debt to continue. CRNC will continue to enjoy favorable tax and preferential policies formerly granted to the MOR. Bonds issued for railway construction will continue to be supported by the government and China's 2011-2015 railway construction programs will continue as planned. Therefore, we would expect the restructuring to have no impact on existing loans and bonds and banks to continue to lend and invest in CNRC bonds in future until further restructuring of CNRC to occur at which time the supporting policies, such as zero-risk weighting and tax-free status may be a subject for discussion. It is expected the reform of the MOR will bring more private investment and much needed efficiencies to the railway industry. In the long term, we expect the profitability and cash flow of the MOR's suppliers, including Ossen Innovation, would benefit from this reform as the one-buyer market is broken up and there is an increase of sources of funding.

From now until 2020, we believe that 200 new bridges will be built on dozens of rivers in the PRC, including the Yangtze River, Yellow River, Songhua River, Jiangxi River, Xiangjiang River, Han River, Minjiang River and Pearl River. These bridge projects, combined with projects to reinforce or extend existing bridges in China, will require approximately 6 million tons of coated prestressed materials in the aggregate. The China National Nuclear Industry Group has estimated that the PRC government will invest approximately \$60 billion by 2020 for nuclear power construction, which would require approximately two million tons of prestressed materials. Further, the ongoing building of a large number of rural roads, highways and buildings should continue to generate significant demands for prestressed materials.

### ***Leading provider of customized prestressed steel materials***

Based on our extensive experience in the industry, we believe that Ossen is one of the leading enterprises in the PRC in the design, engineering, manufacture and sale of customized prestressed steel materials used in the construction of bridges, highways, and other infrastructure projects in China. We manufacture and sell an array of plain surface prestressed steel materials and rare earth coated and zinc coated prestressed steel materials, which we believe is the most comprehensive array among our competitors in China and which are used in the construction of bridges, highways and other infrastructure projects in the PRC and internationally. Our facilities are located in Maanshan City, Anhui Province and in Jiujiang City, Jiangxi Province, in the People's Republic of China.

### ***Strong in-house research and development capabilities***

Our research and development team consists of members recognized as industry experts in China, and our management team has sixteen years of industry experience on average. We have built a recognized brand name in the industry by introducing innovative solutions to the prestressed materials industry, and particularly coated prestressed materials, in China and internationally. Our engineering team works closely with our customers in order to understand their requirements. We have been able to introduce new equipment to enhance cost saving and time reduction in the construction of bridges, highways, railways and buildings, as well as numerous other projects.

### ***Efficient proprietary production technology***

We continually pursue technological improvements to our manufacturing processes via our strong in-house development teams. We have been granted twenty patents by the State Intellectual Property Office of the PRC, including three invention patent and seventeen utility model patents. In addition, we have applied for nine invention and utility model patents, which are currently pending. These patents and patent applications are intended to protect our technologies, including production processes of various wire ropes, pickling methods for steel wire materials and devices designed for the production of steel wire. Our research and development efforts have generated technological improvements that have been instrumental in controlling our production costs and increasing our operational efficiency, most notably with respect to the development of our rare earth coated materials.

### ***Strong recognition from domestic and international customers for supplying materials for infrastructure projects***

The solid reputation that our management team has developed over the past 18 years in the prestressed material industry in China and in other countries such as Canada, the United States, South Korea, Bangladesh, South Africa, Italy and Spain, including an established track record for consistently providing quality products at competitive prices, has enabled us to develop a strong customer base and to be involved in major building projects. Some of our recent projects are listed below under the heading "Recent Projects."

We generated approximately 8.6% of our revenue during the year ended December 31, 2012 from sales to customers in international markets (including primarily Australia, Bangladesh, Philippines, South Africa, Indonesia, Vietnam and South Korea), primarily for use in the construction of bridges. Due to increased demand for our products in the PRC market and these other markets, we do not intend to reestablish a presence in the United States or the European Union at the levels we experienced in 2008 in the near future. However, if opportunities arise in the U.S. or EU markets or in other international markets for us to win bids on projects or to reengage with former customers or establish relationships with new customers, we would pursue such opportunities.

### ***Rigorous quality control standards***

Consistent with our continuing commitment to quality, we impose rigorous quality control standards at various stages of our production process. We strictly comply with various national and international quality standards with respect to the manufacture of prestressed materials. Our certifications and accreditations include the United Kingdom Accreditation Service (UKAS), the British Standards Institution (BSI) certification, the Korean Standards Association (KS) certification from South Korea, the Market Access certification from the Spanish Ministry of Industry and an ISO 9001 certification. We believe that these certifications, together with the numerous national awards that we have been awarded demonstrate our commitment to producing high-quality products as well as providing us with a competitive advantage over some of our competitors in certain international markets and in China.

### ***Experienced management and operational teams with domestic PRC international market knowledge***

Our senior management team and key operating personnel have extensive management skills, relevant operating experience and industry knowledge. In particular, Dr. Tang, our Chairman, is a Doctor of Economics, Senior Engineer and Professor of Finance and Statistics at the School of East China Normal University, and has extensive experience managing and operating companies in the prestressed steel industry. We believe our management team's experience and in depth knowledge of the market in China and internationally will enable us to continue to successfully execute our expansion strategies. In addition, we believe our management team's strong track record will enable us to continue to take advantage of market opportunities that may arise.

## **Our Products**

Our prestressed steel materials are categorized as plain surface products and coated products.

### ***Plain Surface Products***

Our plain surface products, which term refers to our uncoated plain surfaced and stabilized products, are characterized as follows:

- Plain surface prestressed concrete, or PC, strands. These products consist of PC wires that are twisted into a bundle and used as precast concrete plates on the riding surface of bridges. These products are categorized based on size, strength and structure. Sizes range from 9.3mm to 17.8mm. Strength level ranges from 1570MPa (megapascal) to 2000MPa. The number of strands in the products varies between 3 and 7.
- Unbonded plain surface PC strands. These products consist of plain surface PC strands that are coated with grease and extruded with high-density polyethylene. These products are used primarily in the construction of bridges and buildings.
- PC wires, also referred to as stabilized materials. These products are further divided among the following three categories:
  - Plain surface PC wires. This product consists of an individual round wire used in the construction of buildings.
  - Indented PC wires. This product consists of an individual round wire that contains an indentation used in the construction of buildings.
  - Helical (spiral) rib PC wires. This product consists of an individual round wire whose surface is pulled out into a helical rib pattern used in the construction of railway ties, or sleepers, and buildings.

PC wires are categorized based on size, strength and structure. Sizes range from 4.0mm to 9.0mm. Strength level ranges from 1570MPa to 2000MPa. The number of strands in the products varies between 3 and 7.

### ***Coated Prestressed Products***

Our coated prestressed products included zinc coated PC products and rare earth coated PC products. Rare earth coated products are plain surface materials that are zinc coated with a rare earth zinc-plating protective layer so as to produce materials that are more corrosion-resistant and long-lasting. The purpose of galvanizing is to generate a surface layer to protect the materials from erosion, abrasion and oxidization, without changing the elements of the basic materials or weakening the basic material's strength or other functionality through any techniques that utilize physical chemistry or electrochemistry. The coating process can cause loss of strength in regular steel materials, but the loss of strength in rare earth coated prestressed products is reduced.

For steel wires and strands, coating can provide a protective layer to improve the product's corrosion-resistant level and increase its life span. Traditional technology uses zinc as the coating material and such products are called zinc coated PC wires and PC strands. The introduction of rare earth coating technology adds more benefits to the final products. When rare earth is added into the coating material and form a new alloy with zinc, it increases further the life span of the product. More importantly, it reduces the loss of strength compared to traditional zinc coating process.

The coating process happens in an environment with very high temperature. Because of the high temperature, there will be some loss of product strength during the coating process. For example, if the steel wires to be used as raw material have a strength level of 2000 MPa (mega pascal), its strength level will lose about 300 MPa after going through the traditional coating process. When zinc forms a new alloy with rare earth and is used as a coating layer, the requirement of high temperature for processing could be lowered. Processing with lower temperature results in less loss of product strength during the coating process. Therefore, the same raw material, if using rare earth coating, could deliver higher strength final product. Compared with better corrosion-resistant level, longer life span, higher strength level may be the most important benefit rare earth coated products bring to customers, as compared to zinc coated products. Higher strength means less steel is needed to build the bridge. The bridge cables could be slimmer, quantity of steel required for construction could be less and overall construction cost could be reduced.

Applications of zinc coated PC wires and PC strands are similar to those of rare earth coated PC wires and PC strands, primarily in the construction of bridges. The rare earth coated products could be considered as "upgraded version" of zinc coated products. Margin is affected by market conditions. In general, gross margin of rare earth coated products is 1%-5% higher than similar zinc coated products.

The application of rare earth coating technology enables our product to meet the higher standards of bridge project. We are and will continue to allocate more resource on rare earth coated PC products.



Our rare earth coated products are characterized as the following:

Rare earth coated PC wires. These products are further divided as follows:

- $\Phi$ 5.0 Series, used for suspension bridges.
- $\Phi$ 7.0 Series, used for cable-stayed bridges.

Rare earth coated PC strands, used for bridges and buildings.

Customers that purchase our prestressed materials also purchase other supporting products, such as anchorage devices and ripple tubes, to complement our materials. These supplementary products are produced by anchorage manufacturing factories that are unaffiliated with us.

## **Competition**

China is one of the world's largest producers and markets for prestressed steel materials. In 2011 and 2012, our sales were predominantly to customers located in the PRC, and as a result, our primary competitors were PRC domestic companies.

We believe that being located in China provides us with a number of competitive factors within our industry, including the following:

- *Pricing.* Flexibility to control pricing of products and the ability to use economies of scale to secure competitive pricing advantages;
- *Technology.* Ability to manufacture products efficiently, utilize low-cost raw materials, and to achieve better production quality; and
- *Barriers to entry.* Technical knowledge, access to raw materials, local market knowledge and established relationships with suppliers and customers to support the development of commercially viable production facilities and products.

Competition among manufacturers of plain surface steel products in China can be characterized as fragmented, with many large and small companies competing with each other. Our primary competitors for these products are Baosteel Group Shanghai Ergang Co. Ltd., Jiangyin Fasten Steel Products Co., Ltd., Jiangyin Walsin Steel Cable Co. Ltd and Shuangyou Eaststeel.

Competition among PRC manufacturers of zinc coated prestressed products in China is limited to only four companies. Our main competitors for these products are Baosteel Group Shanghai Ergang Co. Ltd., Shuangyou Eaststeel and Jiangyin Walsin Steel Cable Co. Ltd. Furthermore, we believe that we are the only Chinese rare earth coated prestressed material manufacturer. While we believe that our rare earth coating capabilities provide us with a competitive advantage among our competitors, it is likely that our competitors will seek to develop similar competing products in the near future. We intend to continue to expend research and development efforts to advance our rare earth coating applications even further. However, there can be no assurance that our initial competitive advantage will be retained and that one or more competitors will not develop products that are equal or superior to ours in quality or are better priced than our rare earth coated products.

We believe that we differentiate ourselves because we have built a recognized brand name in the industry and because we offer superior product quality, timely delivery and high value. We believe that we have the following advantages over many of our competitors:

- the performance and cost effectiveness of our products;
- our ability to manufacture and deliver products in required volumes, on a timely basis, and at competitive prices;
- superior quality and reliability of our products;
- our after-sale support capabilities, from both an engineering and an operational perspective;
- effectiveness of customer service and our ability to send experienced operators and engineers as well as a seasoned sales force to assist our customers; and
- overall management capability.

## **Seasonality**

Demand for our products remains fairly consistent throughout the year.

## **Our Raw Materials and Supply**

### ***Raw Materials***

High carbon steel wire rods are the primary raw material required to manufacture prestressed steel materials. The quality and cost of the rods we purchase differ between our plain surface products and our rare earth and zinc coated products. Rare earth and zinc coated products require higher-priced rods that are higher in purity and durability. The price for certain rods needed for coated products is approximately \$200 per ton higher than rods needed for plain surface products.

### ***Our Supply Sources***

We select our suppliers by assessing criteria such as the quality of materials supplied, the duration of the supplier's business relationship with us, pricing, delivery reliability and response time to orders placed by us. To minimize purchasing costs, we use a limited number of suppliers. Because we purchase substantial quantities from these suppliers, we are often able to procure these products at competitive prices. We usually enter into a one-year purchase agreement with each supplier and then order on a spot basis for each delivery. We negotiate pricing with our suppliers on an arm's length basis prior to the delivery of these supplies to us, based upon the prevailing market prices at such time. As we increase the scale of our production, we may need to establish a more diverse supplier network while attempting to continue to leverage our purchasing power to obtain favorable pricing and delivery and payment terms.

Historically, we purchased a significant percentage of our raw materials from an affiliated entity, Shanghai Z.F.X. Steel Co., Ltd., or Shanghai ZFX, a supplier of steel wire rods, which is controlled by our chairman, Dr. Tang. In fiscal years 2012, 2011 and 2010 we purchased approximately 3.2%, 0% and 5.1% of our raw materials from Shanghai ZFX, respectively. As we expand our rare earth business, we anticipate that our purchases from Shanghai ZFX will remain at a minimal level and we will continue to purchase the bulk of our supplies from unaffiliated suppliers in the future, as we did in 2011 and 2012.

The suppliers that are unaffiliated with us that supplied us with a significant percentage of our raw materials for the past three years were Zhangjiagang Free Trade Zone, Jiangsu Shagang Group Co., Ltd. and Jiangyin Runde Logistics Co., Ltd., and all are based in China.

Purchases from our five largest suppliers amounted to 97.6%, 100% and 99.9% of our raw material purchases in 2012, 2011 and 2010, respectively.

We are not dependent on any one of our suppliers, as we are able to source raw materials from alternative vendors should the need arise. We have not experienced significant production disruptions due to a supply shortage from our suppliers, nor have we had any major dispute with a material supplier.

### ***Volatility of Price of Raw Materials***

We have no long-term, fixed-price steel purchase contracts. When steel prices increase, as they have done since the third quarter of 2010, competitive conditions will influence how much of the price increase we can pass on to our customers. When steel prices decline, as they did in the past from time to time, customer demands for lower prices and our competitors' responses to those demands could result in lower sale prices, lower margins and inventory valued at lower of cost or market adjustments as we use existing steel inventory. In 2010 and 2011, the impact of steel price fluctuation on our results of operations was immaterial. In 2012, our average raw material price decreased because China's steel price decreased as a result of the soft demand in domestic market and high inventory of the industry and we manufactured and sold products which required lower grade and lower price raw materials compared to 2011.

We anticipate moderate growth in the demand for steel in 2013 due to the gradual increase in home sales since June 2012, infrastructure construction remaining stable and expected growth of machinery and automotive industries. As a result, we expect both steel price and average selling prices of our products will increase slightly, which is not expected to significantly impact our profitability in 2013.

## **Manufacturing Process**

### ***Equipment***

Our production facilities use innovative equipment and machinery imported from France and Italy and is of the highest quality in metal wire drawing, wire stranding, zinc plating and finishing. Our production lines produce prestressed steel materials that meet quality standards mandated by numerous countries, including Spain, the United Kingdom and South Korea.

We own cutting edge technologies in over 20 high-tech fields, including oil-immersion preservation technology, new coating production technology, skin pass coating technology, coating stabilization technology, rare earth alloy plating technology, new high-temperature phosphorization heating technology, new material traction technology, rare earth alloy technology, new fixed scoring technology, new high-temperature low-speed thread stripping technology, and double coating stabilization, among others. We believe that we are the leading company in our industry with respect to the implementation of innovative technologies in the manufacture of prestressed steel materials.

### ***Production Process***

The production of our products involves various steps, including inspection, pickling, washing, rinsing, phosphatizing, boronizing, surface treatment, plating, baking, coating, cooling, polishing, inspection and packaging. The technology and procedures used in the above processes vary among the different products that we manufacture and depend upon the product specifications prescribed by a particular customer.

Generally, the manufacturing process involves the following:

- Cleaning steel wire rods or other similar raw materials by chemical pickling, mechanical de-scaling or a similar process. The materials are then cold drawn and reduced until the desired diameter and resistance characteristics are achieved. This process is what provides the material with its strength.
- In the production of strands, the individual wires (either 3 or 7 wires) are braided together to form a strand.
- The final step is to subject the steel material to a thermo-chemical process which endows the material with mechanical properties, such as low relaxation, which enable the material to last over time.

### ***Production Lines***

We currently have 18 production lines, consisting of the following:

- Two surface treatment production lines, one located in our Maanshan facility and one in our Jiujiang facility, each composed of an acid pickling bath, rinsing bath, high pressure water rinsing bath, phosphating bath, saponification (boronizing) bath and cleaning bath.
- Seven wire drawing production lines, four located in our Maanshan facility and three in our Jiujiang facility, each composed of a pay-off machine, drawn can and take-up machine. Each of our half-finished products is processed on a wire drawing production line.
- Three PC strand stabilization treatment production lines, two located in our Maanshan facility and one in our Jiujiang facility, each composed of stranding machines, straightening wheels, jockey wheels, medium frequency furnace, cooling tank, take-up and pay-off machines, a wire arraying machine and a layer winding machine. The PC strand stabilization product lines in our Jiujiang facility produce plain surface PC strands and zinc coated PC strands of various specifications.
- One zinc galvanization production line, located in our Jiujiang facility, composed of a pay-off machine, degreasing furnace, acid rinsing pickling tank, assistant plating tank, drying furnace, galvanizing furnace, drawing tower and take-up machine. Half-finished products needed for different series of zinc coated PC wires and strands are produced on this line.
- Two surface finishing production lines, both located in our Jiujiang facility, each composed of a pay-off machine, a finishing machine and a take-up machine. These production lines are used to produce half-finished products of zinc coated PC wires and strands.
- Two PC wire stabilization treatment production lines, both located in our Jiujiang facility, each composed of a pay-off machine, jockey wheel, straightening machine, indent marking machine, medium frequency furnace, cooling tank, towing machine, shearing machine and take-up machine. Zinc coated PC wires, round PC wires, indented PC wires and helical rib PC wires are produced on these production lines.
- One unbonded PC strand production line, located in our Jiujiang facility, composed of a pay-off machine, oiling machine, high-density polyethylene plastic injection machine, water tank, towing machine and take-up machine. This production line is used to produce different series of unbonded plain surface PC strands and unbonded zinc coated PC strands.

## ***Quality Control***

Consistent with our continuing commitment to quality, we impose rigorous quality control standards at various stages in the production process. In addition, our facilities are equipped with first-class testing equipment, such as a tensile strength tester and a relaxation tester, which guarantee the high quality and safety of our products.

We strictly comply with various national and international quality standards with respect to the manufacture of pre-stressed materials. Our certifications and accreditations include the United Kingdom Accreditation Service (UKAS), the British Standards Institution (BSI) certification, the Korean Standards Association (KS) certification from South Korea, Market Access certification from the Spanish Ministry of Industry and an ISO 9001 certification.

Our procedure when discovering any product quality problem in the production process includes immediate shut down for inspection. Once the problem is solved, we continue with production. If a problem occurs with a product, the product inspector stamps a nonconformity seal and hangs a nonconformity label on the problematical product. The nonconforming product is moved to a separate area and is not transferred to the next procedure. We do not deliver nonconforming products to users.

## **Sales, Marketing and Distribution**

### ***Sales and Marketing***

We have been successful to date in maintaining long-term relationships with numerous customers by satisfying their commercial needs. In addition, our marketing team monitors the market and responds accordingly in order to increase our customer base. We have a dedicated marketing and sales team of 12 employees that proactively follows up on new sales leads.

Our marketing team develops strategies for the short-term and long-term by obtaining first-hand information about our products' market positioning, monitoring national macro-economic policies, inquiring about current and future markets needs, following the progress of existing projects and the satisfaction of existing customers. In addition, our technicians and marketing specialists regularly visit governmental departments, construction development companies, design institutes, supervision institutions, national construction quality inspection institutions and builders to promote new products. We have also joined the PRC national bridge exhibition for marketing purposes.

### ***Bidding Process***

Many of the projects in our industry are awarded through a competitive bidding process among qualified bidders. The evaluation of proposals is undertaken objectively, consistently and without bias towards particular bidders. Qualified bidders are evaluated against a predetermined set of criteria, and contracts are almost never awarded on the basis of price alone. A contract is awarded to the bidder or bidders that provide what is considered a proposal that offers the best value to the purchaser, as determined by the predetermined criteria set by the purchaser. The criteria vary depending on the type of contract. Examples of criteria include price, technical merit, flexibility to future changes to requirements, speed of product delivery, sustainability and quality. During the bid evaluation process, our marketing team and members of our management respond to various inquiries and our company undergoes various assessments, including compliance, technical, commercial bid and qualification assessments.

### ***Distribution***

Both of our manufacturing plants are equipped with facilities for cargo lifting, shipment and distribution. Products for domestic customers are distributed to the destination designated by our customers. Products for international customers are delivered either to carriers at various ports of exit in China or delivered to a designated destination overseas.

### **Technical After-Sales Services**

Our team of experienced engineers and technicians provides after-sales services to our customers. After the delivery of our materials, our engineers train our customers to install and identify and address safety and maintenance concerns. After a sale of our product, we introduce and advertise the company brand position, distribute a guide application method process, issue regulation manuals, and explain and solve general and difficult problems.

### **Our Customers**

We sell the majority of our products domestically in China. Since our inception, we have also exported our products to foreign countries, including the United States, Canada, Spain, South Korea, Taiwan, Australia, South Africa and Saudi Arabia, among others. Our customers are diverse in nature, as we sell our products directly to end users, to other manufacturers and to distributors, in each case depending on the nature of the product and the utilization of the product.

The customers whose purchases comprised a significant percentage of our sales in 2012, 2011 or 2010 were Shanghai Zhaoyang New Metal Material (China), Jianguyin Jingchen Logistics Distribution Exchange Co., Ltd. (China), and Zhangjiagang Ruifeng Iron and Steel Co. (China). Shanghai Zhaoyang New Metal Material (China) owns a 30% interest in Shanghai Ossen Investment Holding (Group) Co., Ltd., of which Dr. Tang, our chairman, is president. Shanghai Pujiang was acquired in September 2010 by one of our affiliates, Ossen Shanghai.

While we value our relationship with each of our customers, we believe that generally the loss of any particular customer, including our largest customers, would not materially impact our business in the long-term. Many of our customer contracts relate to designated infrastructure projects which are performed during a defined period of time, and are not necessarily long-term in nature. Accordingly, if any of our customers were to discontinue purchasing our products, we would actively seek new customers, which we have been successful doing in the past.

In 2012, 2011 and 2010, sales to our six largest customers, in the aggregate, accounted for approximately 78.1%, 64.2% and 74.4% of our total sales, respectively. The following table provides the name of each customer that contributed to 10% of our revenues in each of 2010, 2011 and 2012 and the revenues generated from such customer during these periods.

Name of Customer	2012 Revenues (%)	2011 Revenues (%)	2010 Revenues (%)
Shanghai Zhaoyang New Metal Material Co., Ltd.	*	*	13
Zhangjiagang Ruifeng Iron and Steel Co., Ltd.	39	25	32
Jianguyin Jingchen Logistics Distribution Exchange Co., Ltd.	21	15	18

\* Less than 10% of our annual revenues.

The following table describes the breakdown of our sales in 2012, 2011 and 2010 between our domestic and international customers.

	Year Ended December 31,		
	2012	2011	2010
Domestic Sales	\$ 111,925,870	\$ 111,130,918	\$ 113,873,505
International Sales	10,472,016	7,486,053	3,579,519
Total Sales	\$ 122,397,886	\$ 118,616,971	\$ 117,453,024

#### Recent Projects

The following list is a sample of some of the recent projects in which our prestressed steel materials were used in both the domestic and the international markets:

Jing-Bao Expressway, PRC	Guizhou Qingshuijiang Bridge, PRC	Anhui Wuyan Expressway, PRC	Maanshan Yangtze River Bridge, PRC
Shennongjia Airport Expressway Bridge, PRC	Anhui Huangshan Wenfeng Bridge, PRC	Beijing-Fuzhou Railway Project Jiangxi Section, PRC	Ningbo-Hangzhou High Speed Railway, PRC
Baekseok Bridge, South Korea	Binh Loi Bridge, Vietnam	Anhui Xuming Expressway, PRC	Hunan Changxiang Expressway, PRC
Jiangxi Congren Bridge, PRC	Hunan Tongping Expressway, PRC	Nantong Dingbaohe Bridge, PRC	China-Burma Gas Pipeline Project
Anhui 205 State Road, PRC	Hunan Hengshan Grand Bridge, PRC	Fujian Ningwu Expressway, PRC	Anhui Jiuhua River Grand Bridge, PRC

## Research and Development

Our research and development efforts are focused on three objectives:

- Superior product safety and quality;
- Reduction of operating costs; and
- Sustaining growth through the development of new products.

We have a research and development team at each of our facilities. In total, nineteen employees are dedicated to research and development. We spent \$1.1 million, \$0.8 million and \$0.6 million in 2012, 2011 and 2010 respectively, on our research and development activities. The nature of our research and development activities needed for our product development is generally not cash intensive. In addition, a portion of the work is conducted by organizations and universities with which we have a collaborative relationship.

We regularly train the members of our research and development department in order to consistently enhance our research and development capabilities in the field of coating technology. We have developed a business model that involves a very close interrelationship between our research and development department and our product development and marketing departments. As a result, we focus our research and development activities on projects that would enable us to branch out our products into new desired markets. In addition, we conduct research and development activities that enable us to increase our market share in existing markets in the PRC and internationally. We also focus certain of our research and development activities on higher margin products that can be sold to customers in international markets.

Specifically, we have entered into cooperation agreements with Jiujiang Institute pursuant to which the institute assists us in our efforts to improve the comprehensive function and manufacturing technique of our high strength, anti-erosion zinc coated prestressed strands. These high strength products, which have high endurance against erosion, are sold domestically and internationally. In addition, we are cooperating with other steel manufacturers in research efforts regarding zinc coated PC wires, which serve as raw materials for our zinc coated PC strands, indented PC wires and helical rib PC wires with high performance and are designed for our international customers.

We entered into an agreement with the Shanghai Machinery Manufacturing Technology Research Institute in 2000 and pursuant to this agreement, we established a joint laboratory to design high strength, indented PC wire and zinc coated PC wire according to our specifications or requirements of our customers. These customized products designed by our joint laboratory can reduce customer costs by improving the efficiency of the use of raw materials. This cooperation is a mutually beneficial and there is no fee for the research and laboratory results.

We believe that our research and development activities and production technology for rare-earth zinc coated materials have contributed significantly to our growth. By using rare earth zinc-plating technology, we are able to lower the temperature for the stabilizing treatment during the production process and thereby minimize the loss of strength during the stabilizing process. As a result, this technology reduces the level of strength required of our raw materials under circumstances of unvaried finished product strength requirement and enables us to produce materials with greater strength under circumstances in which the strength of raw materials remains firm. We believe that we are the only enterprise which can produce rare-earth zinc coated pre-stressing materials of 1,860 megapascal strength level and 15.20 mm diameter in the world, as a result of our rare earth zinc-plating technology. We will continue our research and development efforts to improve the strength and stability of such product.

We plan to continue our research and development efforts to strengthen our leading position in our industry. For example, we are developing rare earth coated prestressed materials that are larger (up to 15.24 mm and 1,860 mPa) and can withstand greater levels of pressure as well as new greased prestressed materials of 12.7 mm and 1,860 mPa. Currently, we are in the stage of testing these products and collecting experimental data. We also own or lease various technologies that improve the quality of our products and reduce our operating costs, including coating polished technology, stabilizing treatment technology for dual tension gear zinc coated prestressing material, warning technology for missing plating of coating production line, stranded wire greasing technology, water cut-off technology by strander infrared temperature detection and other core technologies.

We will continue to focus on developing fundamental coating technology and applications for the following technologies in the future:

- Rare earth coating technology;
- Surface finishing/ polishing technology;
- Dual tension gear wire stabilizing treatment process;
- Connector production technology without shutdown;
- New technology on constant high temperature constant tension stabilizing treatment; and

- High speed stabilizing treatment technology.

## Intellectual Property

We rely on a combination of patents, trademarks, domain names and confidentiality agreements to protect our intellectual property. Our manufacturing processes are based on technology developed primarily in-house by our research and development and engineering personnel.

With respect to proprietary know-how that is not patentable and processes for which patents are difficult to enforce, we rely on, among other things, trade secret protection and confidentiality agreements to safeguard our interests. All of our research and development personnel have entered into confidentiality and proprietary information agreements with us. These agreements address intellectual property protection issues and require our associates to assign to us all of the inventions, designs and technologies they develop during the course of employment with us. We are not aware of any material infringement of our intellectual property rights.

### Patents

As of December 31, 2012, we had twenty patents registered with the State Intellectual Property Office of the PRC, including three invention patents and seventeen utility model patents, compared to twenty-four patents with two invention patents and twenty-two utility model patents on December 31, 2011. In addition, we have applied for an additional nine invention and utility model patents as of March 31, 2013.

During 2012, six pending patents were approved including one invention patent and five utility model patents, and five pending patent applications were rejected by the State Intellectual Property Office. In addition, we gave up ten utility model patents because the annual patent fee increases and we selectively gave up outdated patents and decided to maintain a certain amount of new patent applications every year.

Actual examination times for patent applications in China vary, but examinations of similar patent applications have taken approximately one year. These patents and patent applications are intended to protect the production processes of various wire ropes, pickling methods of materials of steel wire and devices designed for the steel wire production. The term of all of the utility model patents is ten years from the filing of the application and the term of all of the invention patents is twenty years from the filing of the application. We currently do not have any patents registered or pending in any jurisdiction outside of the PRC.

The following table provides the name, the application number or patent number, the name of the applicant or patent holder and the status of our registered invention patents and each of our invention patent applications, and the expiration date of our registered invention patent:

Name	Application No. /Patent No.	Applicant /Patent Holder	Status	Expiration Date
Stabilizing Process of Indented Wire	2007101571490	Ossen Jiujiang	Registered	11/22/2027
Method to Change the Length of Waste of Stranded Wire Joint	200910144241.2	Ossen Materials	Registered	8/9/2031
Production Process of Zinc Coated Steel Wire	2010101051799	Ossen Jiujiang	Registered	-


The following table provides the name, the application number or patent number, the name of the applicant or patent holder and the status of each of our registered utility model patents and utility model patent applications, and the expiration dates of our registered utility model patents:

Name	Application No. /Patent No.	Applicant /Patent Holder	Status	Expiration Date
Hanging Box Used in Phosphate Bath of Stranded Wire	ZL200820185077.0	Ossen Materials	Registered	08/21/2018
Oiling Device for PC Strand	ZL200820185079. x	Ossen Materials	Registered	08/21/2018
Water Cut-off Device to Test Infrared Temperature of Stranding Machine	ZL200820185080.2	Ossen Materials	Registered	08/21/2018

<b>Name</b>	<b>Application No. /Patent No.</b>	<b>Applicant /Patent Holder</b>	<b>Status</b>	<b>Expiration Date</b>
Infrared Safety Control Device for Lift Truck	ZL200820185081.7	Ossen Materials	Registered	08/21/2018
Device Designed to Control Smoke by Temperature	ZL200820185082.1	Ossen Materials	Registered	08/21/2018
Device Designed to Control Water Temperature When Phosphatizing the PC Strand	200920233724.5	Ossen Materials	Registered	07/29/2019
Device for Testing Center Steel Wire Broken for Stranded Wire	200920233725.x	Ossen Materials	Registered	07/29/2019
Device Designed to Test Temperature of Steel Wire When Drawing the Stranded Wire	200920233726.4	Ossen Materials	Registered	07/29/2019
Steel Wire Joint Machine with Pressure Detecting Function	200920233728.3	Ossen Materials	Registered	07/29/2019
Automatic Paper Rolling Device of Asphalt Paper	200920233729.8	Ossen Materials	Registered	07/29/2019
Aerial Overhaul Platform for Forklift	200920233730.0	Ossen Materials	Registered	07/29/2019
Skid Used When Packing PC Strand	200920233731.5	Ossen Materials	Registered	07/29/2019
Inductive Water Saving Device	201120218155.4	Ossen Materials	Registered	06/25/2021
Anti-Impact Gear	201120217756.3	Ossen Materials	Registered	06/23/2021
Lock Device for PC Strand Production Wheel	201120218156.9	Ossen Materials	Registered	06/25/2021
New Dies for Wire Drawing	201220723167.7	Ossen Materials	Registered	-
Energy-saving Device for Acid Mist Drainage	201220722838.8	Ossen Materials	Registered	-

### **Trademarks**

We have been granted a total of five trademarks, three of which are registered trademarks in the PRC and two of which are registered with the World Intellectual Property Organization (WIPO) in accordance with Madrid Agreement. The five trademarks which are described in the table below were transferred by Shanghai Ossen Investment Co., Ltd. to Ossen Materials in 2008 and 2009.

<b>Name of Trademark</b>	<b>Application No. /Trademark No.</b>	<b>Applicant /Trademark Holder</b>	<b>Status</b>
A Figurative Trademark (Registered under Madrid Agreement )	0973552	Ossen Innovation Materials	Registered
“OSSEN” (Registered under Madrid Agreement )	0945308	Ossen Innovation Materials	Registered
A Figurative Trademark (PRC Domestic Registered)	4396898	Ossen Innovation Materials	Registered
“OSSEN” (PRC Domestic Registered)	4396895	Ossen Innovation Materials	Registered
“  ” (Domestic Registered)	4396896	Ossen Innovation Materials	Registered



## **Environmental Matters**

The Environmental Protection Law, promulgated by the National People's Congress on December 26, 1989, is the primary law for environmental protection in China. The law establishes basic principles for coordinated advancement of economic growth, social progress and environmental protection, and defines the rights and duties of governments at all levels. Local environmental protection bureaus may set stricter local standards than the national standards and enterprises are required to comply with the stricter of the two sets of standards. Due to the nature of our business, we produce certain amounts of waste water, gas and solid waste materials during the course of our production. We believe that we are in compliance in all material respects with applicable PRC laws and regulations. All of our products meet the relevant environmental requirements under PRC laws and during the three years ended December 31, 2012, 2011 and 2010, we were not subject to any fines or legal action involving non-compliance with any relevant environmental regulation, nor are we aware of any threatened or pending action, including by any environmental regulatory authority.

## **Governmental Regulations**

### ***Business license***

Any company that conducts business in the PRC must have a business license that covers a particular type of work. Our business license covers our present business of manufacturing, processing, procuring and selling metallic materials, metallic products, new alloy materials, rare earth application products, building materials, general machinery and related products. Prior to expanding our business beyond that of our business license, we are required to apply and receive approval from the PRC government.

### ***Employment laws***

We are subject to laws and regulations governing our relationship with our employees, including: wage and hour requirements, working and safety conditions, citizenship requirements, work permits and travel restrictions. These include local labor laws and regulations, which may require substantial resources for compliance. China's National Labor Law, which became effective on January 1, 1995, and China's National Labor Contract Law, which became effective on January 1, 2008, permit workers in both state and private enterprises in China to bargain collectively. The National Labor Law and the National Labor Contract Law provide for collective contracts to be developed through collaboration between the labor union (or worker representatives in the absence of a union) and management that specify such matters as working conditions, wage scales, and hours of work. The laws also permit workers and employers in all types of enterprises to sign individual contracts, which are to be drawn up in accordance with the collective contract.

### ***Patent protection in China***

The PRC has domestic laws for the protection of copyrights, patents, trademarks and trade secrets. The PRC is also signatory to some of the world's major intellectual property conventions, including:

- Convention establishing the World Intellectual Property Organization (WIPO Convention) (June 4, 1980);
- Paris Convention for the Protection of Industrial Property (March 19, 1985);
- Patent Cooperation Treaty (January 1, 1994); and
- The Agreement on Trade-Related Aspects of Intellectual Property Rights (TRIPs) (November 11, 2001).

Patents in the PRC are governed by the China Patent Law and its Implementing Regulations, each of which went into effect in 1985. Amended versions of the China Patent Law and its Implementing Regulations came into effect in 2001 and 2003, respectively.

The PRC is signatory to the Paris Convention for the Protection of Industrial Property, in accordance with which any person who has duly filed an application for a patent in one signatory country shall enjoy, for the purposes of filing in the other countries, a right of priority during the period fixed in the convention (12 months for inventions and utility models, and 6 months for industrial designs).

The Patent Law covers three kinds of patents - patents for inventions, utility models and designs. The Chinese patent system adopts the principle of first to file, which means that a patent may be granted only to the person who first files an application. Consistent with international practice, the PRC allows the patenting of inventions or utility models that possess the characteristics of novelty, inventiveness and practical applicability only. For a design to be patentable it cannot be identical with, or similar to, any design which, before the date of filing, has been publicly disclosed in publications in the country or abroad or has been publicly used in the country, and should not be in conflict with any prior right of another.

#### **Value added tax**

Pursuant to the Provisional Regulation of China on Value Added Tax and their implementing rules, all entities and individuals that are engaged in the sale of goods, the provision of repairs and replacement services and the importation of goods in China are generally required to pay VAT at a rate of 17.0% of the gross sales proceeds received, less any deductible VAT already paid or borne by the taxpayer. Furthermore, when exporting goods, the exporter is entitled to a portion, or in some instances all, of the VAT refund that the exporter previously paid.

#### **Foreign currency exchange**

Under the PRC foreign currency exchange regulations applicable to us, the Renminbi is convertible for current account items, including the distribution of dividends, interest payments, and trade and service-related foreign exchange transactions. Conversion of Renminbi for capital account items, such as direct investment, loan, security investment and repatriation of investment, however, is still subject to the approval of the PRC State Administration of Foreign Exchange, or SAFE. Foreign-invested enterprises may buy, sell and/or remit foreign currencies only at those banks authorized to conduct foreign exchange business, after providing valid commercial documents and, in the case of capital account item transactions, obtaining approval from SAFE. Capital investments by foreign-invested enterprises outside of China are also subject to limitations, which include approvals by the Ministry of Commerce, SAFE and the State Reform and Development Commission.

#### **Mandatory statutory reserve and dividend distributions**

Under applicable PRC regulations, foreign-invested enterprises in China may pay dividends out of their accumulated profits only, if any, as determined in accordance with PRC accounting standards and regulations. In addition, a foreign-invested enterprise in China is required to set aside at least 10% of its after-tax profit based on PRC accounting standards each year for its general reserve until the cumulative amount of such reserve reaches 50% of its registered capital. These reserves are not distributable as cash dividends. The board of directors of a foreign-invested enterprise has the discretion to allocate a portion of its after-tax profits to staff welfare and bonus funds, which may not be distributed to equity owners except in the event of liquidation.

#### **Employees**

As of December 31, 2012, 2011 and 2010 we had 235, 238 and 238 full-time employees. As of March 30, 2013 we had 233 full-time employees. The overall number of employees decreased significantly after December 31, 2009 because of improvements in our production management. The number of manufacturing employees decreased from 250 to 127, from December 31, 2009 to December 31, 2010 as a result. There was no change in the number of employees in 2011 as compared to 2010. The number of manufacturing employees increased from 127 to 128, from December 31, 2011 to December 31, 2012.

The following table shows the breakdown in numbers and percentages of employees by department as of December 31, 2012:

Functions	Number of employees	% of total
Manufacturing	128	54%
Technology	25	11%
Research & Development	19	8%
Quality Control	10	4%
General Administration, Purchasing, Sales and Marketing	53	23%
Total	235	100%

We have not experienced any significant labor disputes and consider our relationship with our employees to be good. Our employees are not covered by any collective bargaining agreement.

We have established an employee welfare plan in accordance with the relevant PRC laws and regulations. Our total expenses for this plan were approximately \$111,690, \$92,139 and \$71,224 in 2012, 2011 and 2010, respectively.

As we continue to expand our business, we believe it is critical to hire and retain top talent, especially in the areas of marketing, metal surface treatment, materials science, and technology engineering. We believe we have the ability to attract and retain high quality engineering talent in China based on our competitive salaries, annual performance-based bonus system, and equity incentive program for senior employees and executives. In addition, we have a training program for entry-level engineers that allows them to work closely with an experienced mentor to gain valuable hands-on experience and provide other professional development opportunities, including seminars where experienced engineers give lectures on specific engineering topics and new methods that can be applied to various projects.

#### **Legal Proceedings**

From time to time, we may be involved in various claims and legal proceedings arising in the ordinary course of business. We are not currently a party to any such claims or proceedings which, if decided adversely to us, would either, individually or in the aggregate, have a material adverse effect on our business, financial condition, results of operations or cash flows.

#### **4C. Organizational Structure**

We are affiliated with the Ossen Group, which is a Chinese conglomerate controlled by our Chairman, Dr. Tang. The Ossen Group's core businesses include steel manufacturing, real estate and other investments.

##### ***Our Shareholders***

Dr. Tang, our chairman, owns 100% of the shares of Effectual Strength Enterprises Ltd., a British Virgin Islands company, which currently owns approximately 59.7% of our outstanding ordinary shares. The spouse of our chief executive officer, Wei Hua, owns 100% of the shares of Fascinating Acme Development Ltd., which owns 3.0% of our outstanding ordinary shares. The spouse of the chief executive officer of Shanghai ZFX, which is an affiliated company of ours that supplies us with raw materials, owns 100% of the shares of Gross Inspiration Development Ltd., which owns approximately 3.0% of our outstanding ordinary shares. In December 2010, 5 million shares were issued in our initial public offering. On November 30, 2011, we announced a share repurchase program and as of December 31, 2012, a total of 98,041 shares of our ADS's have been purchased. As a result, currently we have 24.6% of our ordinary shares, or 4,901,959 shares, trading on NASDAQ in the form of ADS's. The holders of the remaining approximately 9.7% of our shares are investors that are residents of the PRC and are unaffiliated with Ossen.

On November 30, 2011, we announced a share repurchase program for up to a total of 500,000 shares of our ADS's through May 2012 in accordance with applicable requirements of Rule 10b5-1 and/or Rule 10b-18 under the U.S. Securities Exchange Act of 1934, as amended. In May 2012 the share repurchase program was further extended for another 12 months. In December 2012, we did a review of the share repurchase program and decided to suspend the program to conserve capital. As of December 31, 2012, a total of 98,041 shares of our ADS's have been purchased under the repurchase program.

##### ***Our Subsidiaries***

###### ***British Virgin Islands Companies***

Ossen Innovation Group, our wholly owned subsidiary, is the sole shareholder of two holding companies organized in the British Virgin Islands: Ossen Group (Asia) Co., Ltd., or Ossen Asia, and Topchina Development Group Ltd., or Topchina. All of the equity of Ossen Asia and Topchina had been held by Dr. Tang, our Chairman, since inception. In May 2010, Dr. Tang transferred these shares to Ossen Innovation Group in anticipation of the public listing of our company's shares in the United States.

Ossen Asia is a British Virgin Islands limited liability company organized on February 7, 2002. Ossen Asia has one direct operating subsidiary in China, Ossen Innovation Materials Co. Ltd., or Ossen Materials. Ossen Asia owns 81% of the equity of Ossen Materials.

Topchina is a British Virgin Islands limited liability company organized on November 3, 2004. Ossen Materials and Topchina directly own an operating subsidiary in China, Ossen (Jiujiang) Steel Wire & Cable Co., Ltd., or Ossen Jiujiang. As of December 31, 2011, Ossen Materials owns 20.5% of the equity of Ossen Jiujiang and Topchina owns 79.5%.

###### ***Ossen Materials***

Ossen Materials was formed in China on October 27, 2004 as a Sino-foreign joint venture limited liability company under the name Ossen (Ma'anshan) Steel Wire and Cable Co., Ltd. On May 8, 2008, Ossen Materials was restructured from a Sino-foreign joint venture limited liability company to a corporation. The name of the entity was changed at that time to Ossen Innovation Materials Co., Ltd.

Ossen Asia owns 81% of the equity of Ossen Materials. The remaining 19% is held in the aggregate by four Chinese entities, two of which are controlled by Chinese governmental entities, one of which is controlled by Zhonglu Co. Ltd., a company whose shares are listed on the Shanghai Stock Exchange, and one of which is controlled by Chinese citizens.

Through Ossen Materials, we have manufactured and sold plain surface PC strands, zinc coated PC steel wires and PC wires in our Maanshan City facility since 2004. The primary markets for the products manufactured at our Maanshan facility are Anhui Province, Jiangsu Province, Zhejiang Province and Shanghai City, each in the PRC.

#### *Ossen Jiujiang*

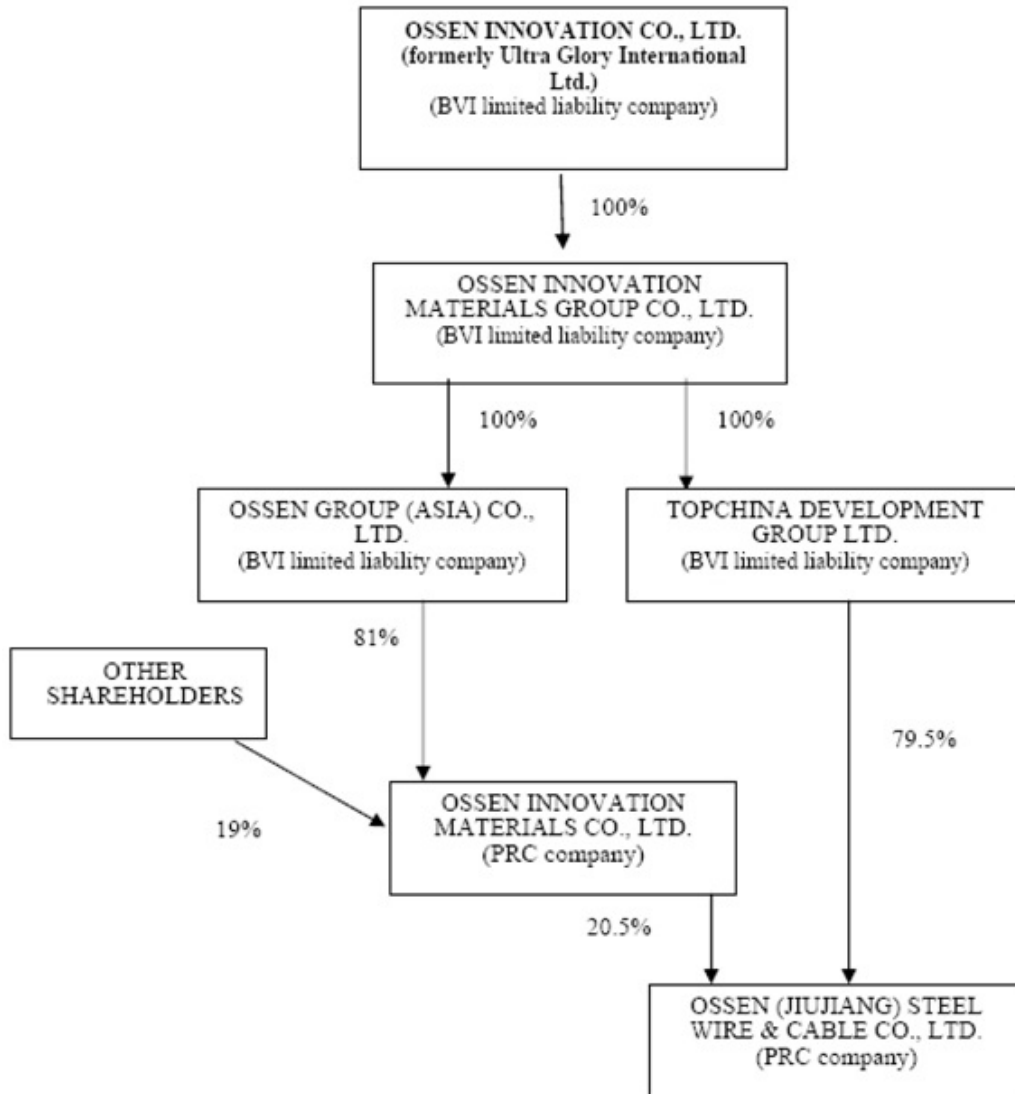
On April 6, 2005, Shanghai Ossen Investment Holdings (Group) Co., Ltd., or Ossen Shanghai, acquired a portion of the bankruptcy assets of Jiujiang Steel & Iron Company, including equipment, land use rights and inventory, for approximately RMB 20,000,000 (approximately \$2.9 million). Ossen Jiujiang was formed by Ossen Shanghai in the PRC as a Sino-foreign joint venture limited liability company on April 13, 2005. Ossen Shanghai then transferred the newly acquired assets to Ossen Jiujiang. At its inception, Ossen Jiujiang was owned by two entities: 33.3% of its equity was held by Ossen Asia and 66.7% by Ossen Shanghai. In June 2005, Ossen Shanghai transferred its entire interest in Ossen Jiujiang to Topchina in exchange for approximately \$2.9 million. In October 2007, Topchina transferred 41.7% of the equity in Ossen Jiujiang to Ossen Asia for no consideration. On December 17, 2007, Ossen Asia transferred all of its shares in Ossen Jiujiang to Ossen Materials.

On November 19, 2010, the Department of Commerce of Jiujiang City approved an increase in the registered capital of Ossen Jiujiang by approximately \$29.2 million, which capital must be paid in full by November 2012. As of December 31, 2011, Topchina paid approximately \$20 million of the increased registered capital to Ossen Jiujiang. As a result, 79.5% of Ossen Jiujiang is currently held by Topchina and 20.5% by Ossen Materials. Once the increased registered capital is fully paid, Topchina will own 85% of Ossen Jiujiang and Ossen Materials will own 15%.

Through Ossen Jiujiang, we manufacture zinc or rare earth coated PC wires and strands, plain surface PC strands, unbonded PC strands, helical rib PC wires, sleeper PC wires and indented PC wires. The primary markets for the PC strands manufactured in our Jiujiang facility are Jiangxi Province, Hubei Province, Hunan Province, Fujian Province and Sichuan Province, each in the PRC.

## Organizational Structure Chart

The following chart reflects our organizational structure:



#### **4D. Property, Plants and Equipment**

Under PRC law, land is owned by the state. “Land use rights” are granted to an individual or entity after payment of a land use right fee is made to the applicable state or rural collective economic organization. Land use rights allow the holder the right to use the land for a specified long-term period.

We have land-use rights for facilities at two locations in the PRC, one in Maanshan City, Anhui Province and one in Jiujiang City, Jiangxi Province, which are utilized for production, research and development and employee living quarters. We have paid all amounts relating to these properties. The land-use rights for our Maanshan facility expires in 2058 and the rights for our Jiujiang facilities expire at different intervals, ranging from 2055 to 2057. Our facilities cover an aggregate of approximately 106,136 square meters.

As of December 31, 2012, our production facility in Maanshan City had a total gross floor area of approximately 47,356 square meters and we employed 61 production personnel at that facility. Our Maanshan facility contained seven production lines with an annual production of approximately 82,777 tons in 2012. As of December 31, 2012, our production facility in Jiujiang City had a total gross floor area of approximately 58,780 square meters and we employed 67 production personnel at that facility. Our Jiujiang facility contained eleven production lines with an annual production of approximately 55,444 tons in 2012. Historically, we have not experienced any form of disruption in our production facilities.

We believe that our current property rights are sufficient for our current operations. However, to continue growth, we are expanding our Maanshan facility.

Our growth strategy is to increase our production capacity from 140,000 tons annually to 170,000 tons annually following the expansion of our Maanshan facility and the installation of new coated products production lines. Our plan is to expand the existing building and to install new production lines which will be used for the production of approximately 30,000 tons annually of higher margin rare earth coated prestressed materials, including rare earth coated PC wires and PC strands. A portion of the proceeds from our initial public offering was used as down payment to purchase manufacturing equipment. We currently expect to complete the installation and start operation of our new production lines in the first half of 2014, pending our ability to expand our business and the general business environment in China at that time.

#### **ITEM 4A. UNRESOLVED STAFF COMMENTS**

Not Applicable

#### **ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

*The following discussion and analysis should be read in conjunction with our consolidated financial statements, the notes to those financial statements and other financial data that appear elsewhere in this annual report. In addition to historical information, the following discussion contains forward-looking statements based on current expectations that involve risks and uncertainties. Actual results and the timing of certain events may differ significantly from those projected in such forward-looking statements due to a number of factors, including those set forth in “Risk Factors” and elsewhere in this report. Our consolidated financial statements are prepared in conformity with U.S. GAAP.*

#### **5A. Operating Results**

##### **Overview**

##### **General**

We manufacture and sell an array of plain surface prestressed steel materials and rare earth coated and zinc coated prestressed steel materials, which we believe is the most comprehensive array among our competitors in China. Our materials are used in the construction of bridges, highways and other infrastructure projects in the PRC and internationally. Our facilities are located in Maanshan City, Anhui Province and in Jiujiang City, Jiangxi Province, in the People’s Republic of China. Historically, we and our customers have had a greater than 90% success rate with respect to winning projects on which either we or our customers have bid. Based on our extensive experience in the industry, we believe that Ossen is one of the leading enterprises in the PRC in the design, engineering, manufacture and sale of customized prestressed steel materials used in the construction of bridges, highways, and other infrastructure projects in China.

On July 7, 2010, Ultra Glory and its sole shareholder entered into a share exchange agreement with Ossen Innovation Group, a British Virgin Islands limited liability company organized on April 30, 2010 under the BVI Act and the shareholders of Ossen Innovation Group. Pursuant to the share exchange agreement, Ultra Glory acquired from the shareholders of Ossen Innovation Group all of the issued and outstanding shares of Ossen Innovation Group, in exchange for an aggregate of 10,000,000 newly issued ordinary shares issued by Ultra Glory to the shareholders of Ossen Innovation Group. In addition, the sole shareholder of Ultra Glory sold all of the 5,000,000 ordinary shares of Ultra Glory that were issued and outstanding prior to the business combination, to the shareholders of Ossen Innovation Group for cash, at a price of \$0.03 per share. As a result, the individuals and entities that owned shares of Ossen Innovation Group prior to the business combination acquired 100% of the equity of Ultra Glory, and Ultra Glory acquired 100% of the equity of Ossen Innovation Group. Ossen Innovation Group is now a wholly owned subsidiary of Ultra Glory. In conjunction with the business combination, Ultra Glory filed an amended charter, pursuant to which Ultra Glory changed its name to Ossen Innovation Co., Ltd., changed its fiscal year end to December 31, changed the par value of its ordinary shares to \$0.01 per share and increased its authorized shares to 100,000,000. Upon the consummation of the business combination, we ceased to be a shell company.

### ***Important Factors Affecting our Results of Operations and Existing Trends***

#### ***International and Domestic Markets***

Our results of operations depend in part on the proportion of international sales to domestic sales that we attain during a particular financial reporting period. Sales to international customers have historically generated profit margins that are approximately 2% to 5% higher than sales to domestic customers. In addition, we have historically collected a significant percentage of revenues generated by international sales by letter of credit, which enables us to convert accounts receivable into cash more quickly. Our domestic customers generally pay approximately 90 days after receiving the materials at the construction site. The payment terms, however, could be extended longer if the Chinese central bank tightens credit policy. In 2008, we sold 37.6% of our products to international customers. However, in 2012, 2011 and 2010, we sold only 8.6%, 6.3% and 3.0%, respectively, of our products to international customers, as a result of the global economic and financial crisis and the imposition of anti-dumping duties by the U.S. and the European Union.

According to the CASS report, bridge and other infrastructure construction is currently experiencing significant growth in China, which trend is expected to continue until 2020. Under existing PRC governmental policies, significant investments are expected to be made during the next decade to construct more than 200 new bridges over dozens of Chinese rivers, including the Yangtze River, Yellow River, Songhua River, Jiangxi River, Xiang River, Han River, Minjiang River and Pearl River. In addition, approximately 400 old bridges will need to be reinforced or expanded during that period. In addition, over the next decade, China is expected to build four cross-sea bridges and tunnels, including the Bohai Bay Cross-Sea Bridge, the Hong Kong-Zhuhai-Macao Cross-Sea Bridge, the Qiongzhou Strait Bridge and the Taiwan Strait Tunnel.

The Railway Network Plan issued by the Ministry of Railways of the PRC has indicated that \$290 billion will be invested in railway construction from 2009 to 2013, which will drive the domestic demand for prestressed materials. As a result of the July 2011 high speed railway accident in South China, many railway projects were temporarily halted and the Ministry of Railways faced funding difficulties. In February 2012, Chinese Premier Wen reassured the public about the government's plan on railway network construction in China when he announced that the government will help raise the funds necessary to construct railways. Funding solutions will include funds directly from the government, bond issuances guaranteed by the government and introduction of private capital into the sector. On March 10, 2013, China's State Council announced its plan to restructure the Ministry of Railways (MOR), to separate the administrative and supervision function from the commercial arm. The responsibility for planning and policy-making for railway development is to move to the Ministry of Transport (MOT). A newly created National Railways Bureau (NRB) under the MOT will be responsible for setting technical standards of railways and supervising the safety of operations, quality of transport services and quality of railway projects. The MOR's enterprise/commercial responsibilities will be incorporated into China National Railway Co. ("CNRC"), which was established on March 14, 2013. CNRC will continue to enjoy favorable tax and other preferential policies formerly granted to the MOR. Bonds issued for railway construction will continue to be supported by the government and China's 2011-2015 railway construction programs will go-ahead as planned. It is expected the reform of the MOR will bring more private investment and much needed efficiencies to the railway industry. We expect the profitability and cash flow of the MOR's suppliers, including Ossen Innovation, would improve as the one-buyer market is broken up and there is an increase of sources of funding.

We generated approximately 6.0% and 8.4% of our revenue in 2011 and 2012 from sales to customers in the Asia Pacific region, including primarily Vietnam, Bangladesh, Philippines, Indonesia, South Korea and Australia, primarily for use in the construction of bridges. Due to increased demand for our products in the PRC market and these other markets, we do not intend to reestablish a presence in the United States or the European Union at the levels we experienced in 2008 in the near future. However, if opportunities arise in the U.S. or EU markets or in other international markets for us to win bids on projects or to reengage with former customers or establish relationships with new customers, we would pursue such opportunities.

## ***Product Mix and Industry Trends***

Our results of operations also depend on the product mix that we attain during a particular financial reporting period. We produce and sell products according to customer orders. The sales prices of our rare earth coated products are generally higher than the prices of our plain surface, stabilized and zinc coated products. Since the increase in our expenses in developing and selling rare earth coated materials is less than the increased sales prices, these products generate higher revenues.

Between 2009 and 2011, in general the average gross margin of our plain surface and stabilized products has been approximately 10-15% and the average gross margin of our coated products (including rare earth coated and zinc coated products) has been approximately 20-30%. In 2012, the average gross margin of plain surface products was approximately 7% and the average gross margin of our coated products, including rare earth coated and zinc coated products, was approximately 11%. Although sales volume of our products increased in 2012 compared to 2011, the market was still in recovery stage and the demand for our higher margin, higher strength coated products were still low. We sold lower margin products to meet market demand and customer orders to generate more revenue as compared to 2011, which consequently impacted our profitability in 2012.

We expect that gross margin on our coated products will gradually recover in 2013 as market conditions improve and continue to expand as a result of the large overall demand in the Chinese market. In the second half of 2012, China's National Development and Reform Commission accelerated the approval of investment projects and most of these projects are railways, highways, airports and other major infrastructure projects. Most of these projects will require higher strength PC wires and PC strands and we expect the sales of our higher strength rare earth coated PC wires and PC strands with higher gross margin will benefit from these approved projects. In addition, gross margins for our rare earth coated products are generally higher than zinc coated products because rare earth coating technology enables us to produce base on lower grade raw materials, which increases gross margin. However, there is also possibility for the gross margin on our coated products, including rare earth, to decrease in the future in the event that more competitors that successfully develop products of the same quality as our coated products at a lower cost penetrate our market or if demand for our coated product weakens because the PRC government scales back spending on infrastructure projects or for other reasons.

As an overall percentage of sales, sales of our coated products increased from 4% in 2008 to 51.7% in 2010, 48% in 2011 and 75.7% in 2012. 89.9% and 88.5% of our coated product sales in the years ended December 31, 2011 and December 31, 2012 were sales of rare earth coated products and the remaining 10.1% and 11.5%, respectively, were zinc coated products. Our plan is to continue to increase sales of our rare earth coated products to manufacturers of steel cables for bridges and other infrastructure projects, both in the PRC and internationally, in order to increase our revenues and profits.

One of our affiliates, Ossen Shanghai, acquired Shanghai Pujiang Cable Co., Ltd. in September 2010 and its subsidiary Zhejiang Pujiang Cable Co., Ltd., or Shanghai Pujiang, a downstream manufacturer of cables for use in bridge construction in the PRC. In the bridge construction industry, cable manufacturers are asked to bid on new projects. Manufacturers of prestressed materials, such as us, who provide the raw materials for the bridge cables, either participate indirectly in the bidding process through the cable manufacturers or participate directly. Since we are now affiliated with one of the leading cable manufacturers in the PRC, we anticipate that we will have more opportunities to participate in bids for bridge projects. We expect sales of our rare earth coated products and our profits to increase as a result of this acquisition. In 2012, Zhejiang Pujiang, a subsidiary of Shanghai Pujiang, contributed approximately 0.4% of our total revenue. See "Business – Our Growth Strategy – Strengthening our relationships with key customers, and diversifying our customer base" below.

### ***Favorable price and terms for supply of principal raw materials***

Our principal raw material is high carbon steel wire rods that we typically purchase from multiple primary steel producers. The steel industry as a whole is cyclical and, at times, pricing and availability of steel can be volatile due to numerous factors beyond our control, including general domestic and international economic conditions, labor costs, sales levels, competition, levels of inventory held by us and other steel service centers, consolidation of steel producers, higher raw material costs for steel producers, import duties and tariffs and currency exchange rates. This volatility can significantly affect the availability and cost of raw materials for us.

We, like many other steel service centers, maintain substantial inventories of steel to accommodate the short lead times and just-in-time delivery requirements of our customers. Accordingly, we purchase steel in an effort to maintain our inventory at levels that we believe to be appropriate to satisfy the anticipated needs of our customers based upon historic buying practices, supply agreements with customers and market conditions. Our key suppliers usually dedicate portions of their inventories as reserves to meet our manufacturing requirements. These key suppliers are generally provided a prepayment and in return, they give us a discount of approximately \$40 per ton on average. When market condition and our profitability improve, we expect to gradually reduce prepayment and purchase at prevailing market prices in effect at the time we place our orders to improve our cash position and liquidity.

We have no long-term, fixed-price steel purchase contracts. When steel prices increase, competitive conditions will influence how much of the price increase we can pass on to our customers. To the extent we are unable to pass on future price increases in our raw materials to our customers, the net sales and profitability of our business could be adversely affected.



When steel prices decline, customer demands for lower prices and our competitors' responses to those demands could result in lower sale prices and, consequently, lower margins. Significant or rapid declines in steel prices or reductions in sales volumes could result in us incurring inventory or goodwill impairment charges. Changing steel prices therefore could significantly impact our net sales, gross margins, operating income and net income. In 2010 and 2011, the impact of steel price fluctuation on our results of operations was immaterial. In 2012, our average raw material price decreased because China's steel price decreased as a result of the soft demand in domestic market and high inventory of the industry and we manufactured and sold products which required lower grade and lower price raw materials compared to 2011.

We currently purchase almost all of our new materials from a very small number of suppliers. Purchases from our five largest suppliers amounted to 97.6%, 100% and 99.9% of our total raw material purchases in 2012, 2011 and 2010, respectively. To date, we have been able to obtain favorable pricing and delivery terms from these suppliers. However, as we continue to increase the scale of our production, we may need to further diversify our supplier network and, as a result, may not be able to obtain favorable pricing and delivery terms from new suppliers.

We acquired 3.2%, 0% and 5.1% of our raw materials from Shanghai ZFX in the years ended December 31, 2012, 2011 and 2010, respectively. Shanghai ZFX procures materials from the limited number of high quality manufacturers and suppliers of our raw materials in the PRC. However, since the introduction in 2009 of our rare earth coated materials, which undergo a coating process that reduces the loss in strength and performance that prestressed materials otherwise undergo during our manufacturing processes, we have lowered the standards for strength and performance requirements for our raw materials. As a result, we have been able to expand our supplier base to include suppliers of products with lower levels of strength and performance and have not relied as heavily on supplies from Shanghai ZFX. As sales of our rare earth coated materials increase, we expect that the percentage of purchases from Shanghai ZFX will remain at minimal level in the near future.

### ***Production capacity***

In order to capture additional market share for our products, we have expanded over the past several years, and plan to continue to expand, our production capacity. Increased capacity has had, and could continue to have, a significant effect on our results of operations, by allowing us to produce and sell more products to generate higher revenues and profits. Our net proceeds from the December 2010 initial public offering were used to increase our production capacity. To date, we have spent \$7.9 million as prepayments for the purchase of manufacturing equipment. Our growth strategy is to increase our production capacity from 140,000 tons annually to 170,000 tons annually following the expansion of our Maanshan facility and the installation of new coated products production lines. Our plan is to expand the existing building and to install new production lines which will be used for the production of approximately 30,000 tons annually of higher margin rare earth coated prestressed materials, including rare earth coated PC wires and PC strands. As of December 31, 2012, we had production capacity of 140,000 tons annually, which was same as December 31, 2011.

For 2012, most of our production capacity was utilized and approximately 91% of coated products sold in 2012 were rare earth coated products. Based on existing and anticipated trends in our industry, we believe that utilization in 2013 will reflect 2012 utilization rates, and we anticipate adding 30,000 tons of annual production capacity for rare earth coated products in the first half of 2014 as a result of our capacity expansion plan, pending our ability to expand our business and the general business environment in China at that time.

### ***Growth of the Chinese economy***

We operate our manufacturing facilities in China and derive the majority of our revenues from sales to customers in China. As such, economic conditions in China affect virtually all aspects of our operations, including the demand for our products, the availability and prices of our raw materials and our other expenses. Domestic demand for, and consumption of, prestressed steel products has increased substantially as a result of this growth. We anticipate that the demand for our materials in China will continue to increase as the Chinese government carries out its stimulus plan and other plans to further develop the transportation infrastructure in the PRC. However, any adverse changes in economic conditions or regulatory environment in China may have a material adverse effect on our future performances.

### ***Level of income tax and preferential tax treatment***

Our net income is affected by the income tax that we pay and any preferential tax treatment that we are able to receive. Our operating subsidiaries are subject to the PRC enterprise income tax, or EIT. According to the relevant laws and regulations in the PRC, foreign invested enterprises established prior to January 1, 2008 are entitled to full exemption from income tax for two years beginning with the first year in which such enterprise is profitable and a 50% income tax reduction for the subsequent three years. Ossen Materials was entitled to an EIT exemption during the two years ended December 31, 2006 and was subject to a 50% income tax reduction during the three years ended December 31, 2009. Ossen Jiujiang was entitled to the EIT exemption during the two years ended December 31, 2008, and a 50% income tax reduction during the three years ended December 31, 2011.

Ossen Materials was subject to a 15% tax rate through 2012 as the result of its being designated a high-tech enterprise. In 2012, Ossen Materials renewed its status of high-tech enterprise, and will be subject to a 15% tax rate through 2015. Ossen Jiujiang was subject to a 15% tax rate through 2011 as the result of its being designated a high-tech enterprise. Starting from January 1, 2012, Ossen Jiujiang enjoys a tax rate of 15% as it is considered as a high-tech enterprise. As our income tax obligations increase over time, our net income will be affected.

### ***Costs of being a public company***

Prior to our initial public offering, Ossen did not operate as a public company. Compliance with our obligations as a public company will require significant management time and continued increases in general administrative expenses, including insurance, legal and financial compliance costs.

### ***Foreign currency translation***

Our financial statements are expressed in U.S. dollars but the functional currency of our operating subsidiaries is RMB. Our results of operations are translated at average exchange rates during the relevant financial reporting periods, assets and liabilities are translated at the unified exchange rate at the end of these periods and equity is translated at historical exchange rates. Adjustments resulting from the process of translating the local currency financial statements into U.S. dollars are included in determining comprehensive income.

### ***Description of Selected Income Statement Items***

*Revenues* . We generate revenue from sales of our prestressed steel products, including plain surface products and rare earth coated products. We also derive an insignificant amount of revenue from providing services to select customers. Service revenues account for less than 2% of total revenues for all periods presented and is recognized upon delivery and acceptance of the finished products by the customer, or when pick up occurs.

*Cost of goods sold* . Cost of goods sold includes direct and indirect production costs, as well as freight and handling costs for products sold.

*Selling expenses*. Selling expenses consist of sales commissions, payroll, traveling expenses, transportation expenses and advertising expenses. For example, we typically pay our international distribution customers a commission ranging from 0.6% to 1.4% of invoiced amounts (including VAT) actually paid to us.

*General and administrative expenses*. General and administrative expenses consist primarily of employee remuneration, payroll taxes and benefits, general office expenses and depreciation. We expect administrative expenses to continue to increase as we incur additional expenses related to costs of compliance with securities laws and other regulations, including increased audit and legal fees and investor relations expenses.

*Financial expenses*. Financial expenses consist of interest expense on bank loans, interest income and other bank charges

*Other Income* . Our other income consisted of government grants and revenue from sales of scrap materials in 2012, 2011 and 2010

*Income Taxes* . Ossen Materials and Ossen Jiujiang have been recognized by their respective local government agencies as high-tech enterprises. As a result, both subsidiaries were subject to an income tax rate of 15% under relevant PRC income tax laws in 2012.

As our income tax obligations increase over time, our net income will be affected.

## Results of Operations

The following table sets forth the key components of our results of operations for the periods indicated, in dollars and as a percentage of revenue.

(All amounts in U.S. dollars, except for percentages)  
For Year Ended December 31,

	2012		2011		2010	
		% of Revenue		% of Revenue		% of Revenue
Revenues	\$ 122,397,886	100.0%	\$ 118,616,971	100.0%	\$ 117,453,024	100.0%
Cost of Goods Sold	111,611,457	91.2%	96,588,172	81.4%	92,298,319	78.6%
Gross profit	10,786,429	8.8%	22,028,799	18.6%	25,154,705	21.4%
Selling expenses	917,074	0.7%	1,216,504	1.0%	660,934	0.6%
General and administrative expenses	3,950,934	3.2%	2,747,514	2.3%	1,796,995	1.5%
Total operating expenses	4,868,008	4.0%	3,964,018	3.3%	2,457,929	2.1%
Income from operation	5,918,421	4.8%	18,064,781	15.2%	22,696,776	19.3%
Interest expenses, net	(3,556,045)	-2.9%	(3,480,766)	-2.9%	(2,437,426)	-2.1%
Other income, net	911,430	0.7%	609,666	0.5%	151,757	0.1%
Income before income taxes	3,273,806	2.7%	15,193,681	12.8%	20,411,107	17.4%
Income Taxes	(575,428)	-0.5%	(2,139,029)	-1.8%	(2,865,372)	-2.4%
Net Income	2,716,378	2.2%	13,054,652	11.0%	17,545,735	14.9%
Less: net income attributable to non-controlling interest	335,099	0.3%	1,506,947	1.3%	2,897,397	2.5%
Net income attributable to controlling interest	2,381,279	1.9%	11,547,705	9.7%	14,648,338	12.5%
Other comprehensive income- Foreign currency translation gain	703,573	0.6%	3,102,645	2.6%	1,649,960	1.4%
Total other comprehensive income	703,573	0.6%	3,102,645	2.6%	1,649,960	1.4%
Comprehensive Income	\$ 3,084,852	2.5%	\$ 14,650,350	12.4%	\$ 16,298,298	13.9%

### Year Ended December 31, 2012 Compared to Year Ended December 31, 2011

**Revenues** . During the year ended December 31, 2012, we had revenues of approximately \$122.4 million as compared to revenues of approximately \$118.6 million during year ended December 31, 2011, an increase of approximately \$3.8 million, or 3.2%. The growth in our revenues during the year ended December 31, 2012 was attributable to increase in sales of zinc coated PC wires and PC strands and rare earth coated PC wires and PC strands, and other sales income, as partially offset by decrease in sales of plain surface PC strands and no sales of stabilized PC wires.

The following table provides a breakdown of our revenues during the years ended December 31, 2012 and 2011, respectively:

	Year ended December 31,				Change from 2011 to 2012
	2012		2011		
	Revenue (\$)	% of Total Revenue	Revenue (\$)	% of Total Revenue	
<b>Products:</b>					
Plain surface PC strands	19,565,010	16.0%	30,203,244	25%	-35.2%
Zinc coated PC wires and PC strands	10,683,590	8.7%	5,702,423	5%	87.4%
Stabilized PC wires	0	0%	26,547,790	22%	-100%
Rare earth coated PC wires and PC strands	81,948,454	67.0%	50,845,973	43%	61.2%
Others	10,200,832	8.3%	5,317,541	4.5%	91.8%
<b>Total</b>	<b>122,397,886</b>	<b>100%</b>	<b>118,616,971</b>	<b>100%</b>	<b>3.2%</b>

The reasons for the change in our product mix from 2011 to 2012 were as follows:

Stabilized PC wires, including plain surface PC wires, indented PC wires and Helical (spiral) rib PC wires, are lower margin products compared to rare earth coated or zinc coated products. They are used in the construction of buildings, railway ties, and sleepers. It is our plan to decrease stabilized PC wires in our product mix. However, we do not plan to phase out completely the manufacturing and sale of stabilized PC wires in favor of higher margin rare earth coated products. Stabilized PC wires are products developed during the middle stages of our production process prior to coating. They serve as the raw materials for our coated products. Therefore, we need to manufacture stabilized PC wires in order to manufacture our coated products, including rare earth coated products. Stabilized PC wires have wide applications, as middle stage products or finished products, and therefore are in great demand in the market. From time to time in order to optimize the utilization of our manufacturing facilities we produce stabilized PC wires for sale. We do not intend to phase out the sale of this product category in the future.

For steel wires and strands, coating can provide a protective layer to improve the product's corrosion-resistant level and increase its life span. Traditional technology uses zinc as the coating material and such products are called zinc coated PC wires and PC strands. The introduction of rare earth coating technology adds more benefits to the final products. When rare earth is added into the coating material and form a new alloy with zinc, it increases further the life span of the product. More importantly, it improves the product strength.

The coating process happens in an environment with very high temperature. Because of the high temperature, there will be some loss of product strength during the coating process. For example, if the steel wires to be used as raw material have a strength level of 2000 MPa (mega pascal), its strength level will lose about 300 MPa after going through the traditional coating process. When zinc forms a new alloy with rare earth and is used as a coating layer, the requirement of high temperature for processing could be lowered. Processing with lower temperature results in less loss of product strength. Therefore, the same raw material, if using rare earth coating, could deliver higher strength final product. Compared with better corrosion-resistant level, longer life span, higher strength level may be the most important benefit rare earth coated products bring to customers, as compared to zinc coated products. Higher strength means less steel is needed to build the bridge. The bridge cables could be slimmer, quantity of steel required for construction could be less and overall construction cost could be reduced.

Applications of zinc coated PC wires and PC strands are similar to those of rare earth coated PC wires and PC strands, primarily in the construction of bridges. The rare earth coated products could be considered as "upgraded version" of zinc coated products. Margin is affected by market conditions. In general, gross margin of rare earth coated products is 1%-5% higher than similar zinc coated products.

In 2012, China continued its prudent monetary policy and many infrastructure projects were still suspended for construction due to funding difficulties. The demand for our higher strength and higher margin rare earth coated products was still low in 2012. The demand for lower strength coated materials was at a higher level and we decided to utilize our capacity to produce lower strength rare earth coated products to meet market demand and customer orders and generate more revenue in 2012. With our rare earth coating technology, we were able to produce these products with lower grade raw materials compared to traditional technology. As a result, we sold these products at a more competitive price than our competitors due to lower cost of raw materials.

During 2012, we generated approximately 67% of our revenue from sales of our rare earth coated products, increased 61.2% to \$81.9 million from \$50.8 million in 2011. With the improvement of market condition in 2013, we expect demand for our higher strength rare earth coated products will gradually recover in the near future due to their anti-corrosion and other beneficial properties, including their long life span. In addition, because of the higher strength of the individual rare earth coated PC strands and wires, fewer wires and strands are required for these projects, thereby decreasing the overall cost to our customers. As a result, we expect that revenue generated by sales of our rare earth coated products will increase on a year over year basis in the near future.

Sales of zinc coated products increased 87.4% from \$5.7 million in 2011 to \$10.7 million in 2012. As a percentage of total revenue, revenue contribution from zinc coated PC wires and PC strands increased slightly from 5% in 2011 to 8.7% in 2012. The increase of sales generated by zinc coated products in 2012 was primarily due to overall higher demand in the market.

Sales of plain surface PC strands contributed approximately 16.0% of total revenue, decreased 35.2% from \$30.2 million to \$19.6 million due to our strategy to focus on rare earth coated and zinc coated products. In addition, we sold no stabilized PC wires in 2012.

The \$10.2 million "Others" revenue in 2012 was generated by sales of spare raw materials which increased 91.8% compared to 2011 when some infrastructure projects that use our coated products were resumed. As a result, we purchased more spare raw materials in anticipation of more production of coated products and sold some of the raw materials to the market.

*Cost of Goods Sold.* Cost of goods sold was approximately \$111.6 million during the year ended December 31, 2012, as compared to approximately \$96.6 million during the year ended December 31, 2011, representing an increase of 15.6%, or approximately \$15.0 million. As a percentage of revenues, cost of goods sold increased from 81.4 % to 91.2 % during the year ended December 31, 2012. This increase primarily resulted from approximately 22% increase in sales volume, partially offset by the decrease in the average price of raw materials in 2012. In addition, the percentage of increase in sales volume was higher than the increase in total sales because the unit price decreased in 2012 compared to 2011.

*Gross Profit and Gross Margin.* Our gross profit is equal to the difference between our revenues and our cost of goods sold. Our gross profit decreased 51.0% to approximately \$10.8 million during the year ended December 31, 2012, from approximately \$22.0 million for the same period in 2011. For the years ended December 31, 2012 and 2011, our gross margin was 8.8% and 18.6%, respectively. The decrease of gross margin was primarily due to the change in our product mix and we produced lower margin products to generate more revenue.

*Selling Expenses .* Selling expenses totaled \$0.9 million for the year ended December 31, 2012, as compared to \$1.2 million for the year ended December 31, 2011, a decrease of 24.6%. This decrease was attributable primarily to a decrease in commissions of sales agency during 2012.

*General and Administrative Expenses.* G&A expenses totaled \$4.0 million for the year ended December 31, 2012, as compared to \$2.7 million for the year ended December 31, 2011, an increase of 43.8%. In 2011, we received a one-time refund of approximately \$0.8 million related to our IPO in 2010 from our ADR bank and underwriter, which partially offset our general and administrative expenses in 2011. Excluding this reason, this increase in 2012 was primarily due to approximately \$0.4 million increase in cost associated with research and development compared to 2011.

*Operating Income.* As a result of the foregoing, operating income for the year ended December 31, 2012 was approximately \$5.9 million, a decrease of 67.2% as compared to approximately \$18.1 million for the same period in 2011. This was primarily due to lower overall gross margin in 2012 compared to 2011. As a percentage of net sales, operating income decreased from 15.2% to 4.8% during the year ended December 31, 2012.

*Income Taxes.* We incurred income tax expenses of \$0.6 million and \$2.1 million in fiscal years ended December 31, 2012 and 2011, respectively. Ossen Materials was subject to a 15% tax rate through 2012 as the result of its being designated a high-tech enterprise. In 2012, Ossen Materials renewed its status of high-tech enterprise, and will be subject to a 15% tax rate through 2015. Starting from January 1, 2012, Ossen Jiujiang enjoys a tax rate of 15% as it is considered as a high-tech enterprise by the PRC government.

*Net Income.* As a result of the foregoing, our net income totaled approximately \$2.7 million for the year ended December 31, 2012, as compared to approximately \$13.1 million for the year ended December 31, 2011, a decrease of 79.2%.

*Net Income Attributable to Non-controlling Interest.* We own 81% of Ossen Materials and 96.1% of Ossen Jiujiang in the aggregate. Net income attributable to non-controlling interest represents the net income attributable to the holders of the remaining shares.

*Foreign Currency Translation.* Our financial statements are expressed in U.S. dollars but the functional currency of our operating subsidiary is RMB. Our results of operations are translated at average exchange rates during the relevant financial reporting periods, assets and liabilities are translated at the unified exchange rate at the end of these periods and equity is translated at historical exchange rates. Adjustments resulting from the process of translating the local currency financial statements into U.S. dollars are included in determining comprehensive income.

#### **Year Ended December 31, 2011 Compared to Year Ended December 31, 2010**

*Revenues.* During the year ended December 31, 2011, we had revenues of approximately \$118.6 million as compared to revenues of approximately \$117.5 million during year ended December 31, 2010, an increase of approximately \$1.2 million, or 1.0%. The growth in our revenues during the year ended December 31, 2011 was attributable to increase in sales of zinc coated products, stabilized PC wires and other sales income, as partially offset by decrease in sales of plain surface PC products and rare earth coated PC products. The decrease in our sales of plain surface and rare earth coated PC products was mainly due to the suspension of railway related projects nationwide in China in the 2nd half of 2011 as a result of the high speed railway accident in South China in July 2011 and the resulting funding difficulties faced by the Ministry of Railway of China.

The following table provides a breakdown of our revenues during the years ended December 31, 2011 and 2010, respectively:

	Year ended December 31,		Year ended December 31,		Change from 2010 to 2011
	2011		2010		
	Revenue (\$)	% of Total Revenue	Revenue (\$)	% of Total Revenue	
<b>Products:</b>					
Plain surface PC strands	30,203,244	25%	40,247,880	34%	-25%
Zinc coated PC wires and PC strands	5,702,423	5%	2,964,414	3%	92%
Stabilized PC wires	26,547,790	22%	16,322,560	14%	63%
Rare earth coated PC wires and PC strands	50,845,973	43%	57,729,470	49%	-12%
Others	5,317,541	4.5%	188,701	0.2%	2718%
<b>Total</b>	<b>118,616,971</b>	<b>100%</b>	<b>117,453,024</b>	<b>100%</b>	<b>1.0%</b>

The reasons for the change in our product mix from 2010 to 2011, with sales of stabilized PC wires increasing significantly and sales of plain surface and rare earth coated PC wires and PC strands decreasing significantly were as follows:

Sales of stabilized PC wires in 2011 was \$26.5 million, an increase of \$10.2 million, or 63%, from the same period a year ago. As a percentage of total revenue, stabilized PC wires contributed 22% of total revenue in 2011 compared to 14% in 2010. Our stabilized PC wires, which are products that are developed during the middle stages of our production process prior to coating, generally contribute significantly lower levels of revenue from sales. Stabilized PC wires are lower margin products compared to rare earth coated or zinc coated products. During the second half of 2011, especially after the high speed railway accident in South China in July, the Ministry of Railways of China suspended virtually all railway related projects across the country as a result of nationwide railway safety check as well as the funding difficulties it faced. Such suspension, accompanied by tightened credit environment in China during the same period of time, has materially and adversely impacted our business. Our sales of rare earth coated PC products, which are used to construct bridges, and our plain surface PC products, which are used to construct highways, railways and approaching bridges, decreased significantly in 2011 as compared to 2010.

As a result, our demand for stabilized PC wires to manufacture rare earth coated products decreased as well. Accordingly we sold more stabilized PC wires to other parties and generated more revenue from such sales as compared to 2010.

Although lower percentage of revenue attributable to stabilized PC wires was the trend of the Company's business development, we do not plan to phase out completely the manufacturing and sale of stabilized PC wires in favor of higher margin rare earth coated products. Stabilized PC wires are products developed during the middle stages of our production process prior to coating. They serve as the raw materials for our coated products. Therefore, we need to manufacture stabilized PC wires in order to manufacture our coated products, including rare earth coated products. Stabilized PC wires have wide applications, as middle stage products or finished products, and therefore are in great demand in the market. From time to time in order to optimize the utilization of our manufacturing facilities we produce stabilized PC wires for sale. We do not intend to phase out sale of this product category in future.

We believe the negative impact from the incidents in 2011 to our business is temporary. We expect that revenue generated by sales of our rare earth coated products will continue to increase, especially after we install new rare earth coated material production lines in our facility. We plan to fill more orders for rare earth coated materials from the PRC and international markets, where demand for use of these products in the construction and restoration of bridges is expected to continue to grow in the future.

During 2011 we generated approximately 43% of our revenue from sales of our rare earth coated products. Demand for our rare earth coated PC wires and PC strands, which are new products that we began selling in the second half of 2009, has been very high in the PRC, and we expect this trend will resume and continue in the near future. Our customers that are in the bridge construction and restoration industry in the PRC and overseas have reported that they prefer rare earth coated products to zinc coated products because of the anti-corrosion and other beneficial properties of the rare earth coated products, including their long life span. In addition, because of the high strength of the individual rare earth coated PC strands and wires, fewer wires and strands are required for these projects, thereby decreasing the overall cost to our customers.

The \$5.3 million "Others" revenue in 2011 consisted of \$2.1 million revenue from coating services performed for third parties and \$3.2 million revenue from sales of spare raw materials. Coating services performed for third parties is not considered to be a recurring item in future. Sales of spare raw materials increased dramatically in the second half of 2011 when market conditions deteriorated and many infrastructure projects that use our coated products were halted. As a result of the shrinking demand, we had to sell some of the raw materials in anticipation of less production of coated products.

*Cost of Goods Sold* . Cost of goods sold was approximately \$96.6 million during the year ended December 31, 2011, as compared to approximately \$92.3 million during the year ended December 31, 2010, representing an increase of 4.6%, or approximately \$4.3 million. As a percentage of revenues, cost of goods sold increased from 78.6% to 81.4% during the year ended December 31, 2011. This increase resulted from the decrease in sales of higher margin rare earth coated products and increase in sales of lower margin stabilized PC wires products in 2011 .

*Gross Profit and Gross Margin*. Our gross profit is equal to the difference between our revenues and our cost of goods sold. Our gross profit decreased 12.4% to approximately \$22.0 million during the year ended December 31, 2011, from approximately \$25.2 million for the same period in 2010. The decrease was primarily attributable to decreased sales volume of our higher margin products and decrease in our sales price in order to fulfill the sales order in an adverse market environment during the second half of 2011.

For the years ended December 31, 2011 and 2010, our gross margin was 18.6% and 21.4%, respectively. The reason for this decrease in gross margin is that we decreased our sales of higher margin rare earth coated PC products in 2011 as compared with 2010 and decreased our sales price in order to fulfill sales orders during the adverse market environment during second half of 2011.

*Selling Expenses* . Selling expenses totaled \$1.2 million for the year ended December 31, 2011, as compared to \$0.7 million for the year ended December 31, 2010, an increase of 84.1%. This increase was attributable primarily to our increased sales efforts and expanded sales channels during 2011.

*General and Administrative Expenses* . G&A expenses totaled \$2.7 million for the year ended December 31, 2011, as compared to \$1.8 million for the year ended December 31, 2010, an increase of 52.9%. This increase was primarily due to our increased cost associated with research and development.

*Operating Income*. As a result of the foregoing, operating income for the year ended December 31, 2011 was approximately \$18.1 million, a decrease of 20.4% as compared to approximately \$22.7 million for the same period in 2010. As a percentage of net sales, operating income decreased from 19.3% to 15.2% during the year ended December 31, 2011.

*Income Taxes* . We incurred income tax expenses of \$2.1 million and \$2.9 million in fiscal years ended December 31, 2011 and 2010, respectively. The 50% income tax reduction for Ossen Materials ended December 31, 2010. Ossen Jiujiang is still subject to 50% income tax reduction, which will end on December 31, 2011. Ossen Materials is subject to a 15% tax rate through 2011 as the result of its being designated a high-tech enterprise, and Ossen Jiujiang will be subject to a 15% tax rate through 2012 as a result of its being designated a high-tech enterprise as well.

*Net Income* . As a result of the foregoing, our net income totaled approximately \$13.1 million for the year ended December 31, 2011, as compared to approximately \$17.5 million for the year ended December 31, 2010, a decrease of 25.6%.

*Net Income Attributable to Non-controlling Interest* . We own 81% of Ossen Materials and 96.1% of Ossen Jiujiang in the aggregate. Net income attributable to non-controlling interest represents the net income attributable to the holders of the remaining shares.

*Foreign Currency Translation* . Our financial statements are expressed in U.S. dollars but the functional currency of our operating subsidiary is RMB. Our results of operations are translated at average exchange rates during the relevant financial reporting periods, assets and liabilities are translated at the unified exchange rate at the end of these periods and equity is translated at historical exchange rates. Adjustments resulting from the process of translating the local currency financial statements into U.S. dollars are included in determining comprehensive income.

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

Our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. Our financial statements reflect the selection and application of accounting policies, which require management to make significant estimates and judgments. See Note 2 to our consolidated financial statements, "Summary of Significant Accounting Policies." We believe that the following paragraphs reflect the most critical accounting policies that currently affect our financial condition and results of operations.

#### Use of Estimates

The preparation of the consolidated and combined financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Management makes these estimates using the best information available at the time the estimates are made. Actual results could differ from those estimates.

#### Revenue Recognition

In accordance with the ASC Topic 605, "Revenue Recognition", the Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the seller's price to the buyer is fixed or determinable, and collectability is reasonable assured.

The Company derives revenues from the processing, distribution and sale of own products. The Company recognizes its revenues net of value-added taxes ("VAT"). The Company is subject to VAT which is levied on the rate of 17% on the invoiced value of sales. Output VAT is borne by customers in addition to the invoiced value of sales and input VAT is borne by the Company in addition to the invoiced value of purchases to the extent not refunded for export sales.

The Company will recognize revenue for domestic sales based on the terms defined in the contract as long as risk of loss has transferred to the customers and each of the criteria under ASC 605 have been met. Contracts terms may require the Company to deliver the finished goods to the customers' location or the customer may pick up the finished goods at the Company's factory. International sales are recognized when shipment clears customs and leaves the port.

The Company also derives an insignificant amount of revenue from providing services to select customers. Service revenues account for less than 2% of total revenues for all periods presented and is recognized upon delivery and acceptance of the finished products by the customer, or when pick up occurs.

Contracts with distributors do not offer any chargeback or price protection. The Company experienced no product returns and recorded no reserve for sales returns for the years ended December 31, 2012, 2011, 2010 and 2009.

### Research and Development

Research and development costs are expensed as incurred and totaled approximately \$1,132,224, \$755,746 and \$595,477 for the years ended December 31, 2012, 2011 and 2010, respectively. Research and development costs are included in G&A in the accompanying statements of operations. Research and development costs are incurred on a project specific basis.

### Income Taxes

The Company accounts for income taxes following the liability method pursuant to FASB ASC 740 "Income Taxes". Under this method, deferred tax assets and liabilities are determined based on the difference between the financial reporting and tax bases of assets and liabilities using enacted tax rates that will be in effect in the period in which the differences are expected to reverse. The Company records a valuation allowance to offset deferred tax assets if, based on the weight of available evidence, it is more-likely-than-not that some portion, or all, of the deferred tax assets will not be realized. The effect on deferred taxes of a change in tax rate is recognized in income in the period that includes the enactment date.

The Company also follows FASB ASC 740, which addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. 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 should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. ASC 740 also provides guidance on recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. As of December 31, 2012, the Company did not have a liability for unrecognized tax benefits.

The Company has not provided for income taxes on accumulated earnings amounting \$38,296,269 that are subject to the PRC dividend withholding tax as of December 31, 2012, since these earnings are intended to be permanently reinvested.

### Fair Value of Financial Instruments

FASB ASC 820 (formerly SFAS No. 157 Fair Value Measurements) establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market

These tiers include:

- Level 1—defined as observable inputs such as quoted prices in active markets;
- Level 2—defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3—defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The company's financial instruments primarily consist of cash and cash equivalents, accounts receivable, notes receivable, accounts payable, notes payable, other payables, short-term bank loans.

Cash and cash equivalents include money market securities and commercial paper that are considered to be highly liquid and easily tradable. These securities are valued using inputs observable in active markets for identical securities and are therefore classified as Level 1 within the fair value hierarchy.

As of the balance sheet dates, the estimated fair values of financial instruments were not materially different from their carrying value as presented due to the short maturities of these instruments and that the interest rates on the borrowing approximate those that would have been available for loans of similar remaining maturity and risk profile.

### Accounts Receivable

Accounts receivable are carried at net realizable value. The Company reviews its accounts receivables on a periodic basis and makes general and specific allowances when there is doubt as to the collectability of individual balances. In evaluating the collectability of individual receivable balances, the Company considers many factors, including the age of the balance, customer's historical payment history, its current credit-worthiness and current economic trends. Accounts are written off after exhaustive efforts at collection. If accounts receivable are to be provided for, or written off, they would be recognized in the consolidated statement of operations within operating expenses. Balance of allowance of doubtful accounts was \$1,277,091 and \$384,311 at December 31, 2012 and 2011, respectively. In 2012, the company revised the percentage used to estimate bad debts. The change provides a better indication of collection experience. The effect of the change was to decrease 2012 net income by \$0.2 million, or \$0.009 per share.



### Inventories

Inventories are stated at the lower of cost or net realizable value, which is based on estimated selling prices less any further costs expected to be incurred for completion and disposal. Cost of raw materials is calculated using the weighted average method and is based on purchase cost. Work-in-progress and finished goods costs are determined using the weighted average method and comprise direct materials, direct labor and an appropriate proportion of overhead. The Company considers a provision for excess, obsolete, or slow-moving inventory based on changes in customer demand, technology developments or other economic factors. At December 31, 2012 and 2011, the Company has no reserve for inventories.

### Advance to Suppliers

Advance to Suppliers represents interest-free cash paid in advance to suppliers for purchases of raw materials. The balance of advance to suppliers was \$77,948,496 and \$41,391,174 at December 31, 2012 and 2011, respectively. Among the balance of \$77,948,496, the aging of \$65,373,551 was within 60 days, \$7,084,338 was between 60-90 days and \$5,490,597 was over 90 days. No allowance was provided for the prepayments balance at December 31, 2012.

In 2012, steel industry was in a process of reducing inventory and our management forecasted steel price will gradually rise in next few years. To take advantage of this situation, we negotiated with our key suppliers and locked a discount rate with the prepayments. Our average raw material price locked by the agreement will be approximately \$40 per ton lower than prevailing market price. We expect to gradually reduce our balance of advance to supplier in 2013 as steel price recovers and market conditions improve.

### Property, Plant, and Equipment

Property, plant, and equipment are stated at cost less accumulated depreciation, and include expenditure that substantially increases the useful lives of existing assets.

Depreciation is provided over their estimated useful lives, using the straight-line method. Estimated useful lives are as follows:

Plant, buildings and improvements	5 ~ 20 years
Machinery and equipment	5 ~ 20 years
Motor vehicles	5 years
Office Equipment	5 ~ 10 years

When assets are sold or retired, their costs and accumulated depreciation are eliminated from the consolidated financial statements and any gain or loss resulting from their disposal is recognized in the period of disposition as an element of other income. The cost of maintenance and repairs is charged to income as incurred, whereas significant renewals and betterments are capitalized.

### Land Use Rights

According to the PRC laws, the government owns all the land in the PRC. Companies or individuals are authorized to possess and use the land only through land use rights granted by the Chinese government. The land use rights granted to the Company are being amortized using the straight-line method over the lease term of fifty years.

### Impairment of Long-Lived Assets

Long-lived assets, are evaluated for impairment periodically whenever events or changes in circumstances indicate that their related carrying amounts may not be recoverable in accordance with FASB ASC 360, "Property, Plant and Equipment".

In evaluating long-lived assets for recoverability, the Company uses its best estimate of future cash flows expected to result from the use of the asset and eventual disposition in accordance with FASB ASC 360-10-15. To the extent that estimated future, undiscounted cash inflows attributable to the asset, less estimated future, undiscounted cash outflows, are less than the carrying amount, an impairment loss is recognized in an amount equal to the difference between the carrying value of such asset and its fair value. Assets to be disposed of and for which there is a committed plan of disposal, whether through sale or abandonment, are reported at the lower of carrying value or fair value less costs to sell.

No impairment loss is subsequently reversed even if facts and circumstances indicate recovery. There was no impairment loss recognized for the years ended December 31, 2012, 2011 and 2010.

## Related Party

In general, related parties exist when there is a relationship that offers the potential for transactions at less than arm's-length, favorable treatment, or the ability to influence the outcome of events different from that which might result in the absence of that relationship. A related party may be any of the followings: a) affiliate, a party that directly or indirectly controls, is controlled by, or is under common control with another party; b) principle owner, the owner of record or known beneficial owner of more than 10% of the voting interest of an entity; c) management, persons having responsibility for achieving objectives of the entity and requisite authority to make decision; d) immediate family of management or principal owners; e) a parent company and its subsidiaries; d) other parties that has ability to significant influence the management or operating policies of the entity.

FASB issued authoritative guidance that clarifies considerations relating to the consolidation of certain entities. The guidance requires identification of the Company's participation in variable interest entities ("VIE"), which are defined as entities with a level of invested equity that is not sufficient to fund future activities to permit them to operation on a standalone basis, or whose equity holders lack certain characteristics of a controlling financial interest. That, for entities identified as a VIE, the guidance sets forth a model to evaluate potential consolidation based on an assessment of which party to a VIE, if any, bears a majority of the exposure to expected losses, or stand to gain from majority of its expected returns. The guidance also sets forth certain disclosure regarding interests in a VIE that are deemed significant even if consolidation is not required. This item is discussed in further detail in Note 10 – Related Party Transactions.

## Recently Issued Accounting Pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.

In February 2013, the Financial Accounting Standards Board issued ASU 2013-02, Comprehensive Income: Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income ("ASU 2013-02"). ASU 2013-02 does not change the current requirements for reporting net income or other comprehensive income in financial statements. However, it requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. ASU 2013-02 is effective prospectively for reporting periods beginning after December 15, 2012 for public entities. Early adoption is permitted. The Company does not expect that the adoption of ASU 2013-02 will have a material impact on its consolidated financial statements.

In December 2011, the FASB issued Accounting Standards Update ("ASU") 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities, which required entities to disclose both gross and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting agreement. The objective of the disclosure is to facilitate comparison between those entities that prepare their financial statements on the basis of U.S. GAAP and those entities that prepare their financial statements on the basis of International Financial Reporting Standards ("IFRS"). This ASU is effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013. Retrospective presentation for all comparative periods presented is required. The adoption of ASU 2011-11 is not expected to have material impact on the Company's consolidated financial statements.

In July 2012, the FASB issued ASU 2012-02, Testing Indefinite-Lived Intangible Assets for Impairment, which allows companies to perform a qualitative assessment to determine whether further impairment testing of indefinite-lived intangible assets is necessary, similar in approach to the goodwill impairment test. The new guidance allows an entity the option to first assess qualitatively whether it is more likely than not (that is, a likelihood of more than 50 percent) that an indefinite-lived intangible asset is impaired, thus necessitating that it perform the quantitative impairment test. An entity is not required to calculate the fair value of an indefinite-lived intangible asset and perform the quantitative impairment test unless the entity determines that it is more likely than not that the asset is impaired. The new guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted for annual and interim impairment tests performed as of a date before July 27, 2012, if the financial statements for the most recent annual or interim period have not yet been issued. The Company believes that its adoption of ASU 2012-02 will not have any material impact on its consolidated financial statements.

In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements, which made certain technical corrections and "conforming fair value amendments" to the FASB Accounting Standards Codification. The amendments affect various codification topics and apply to all reporting entities within the scope of those topics. These provisions of the amendment are effective upon issuance, except for amendments that are subject to transition guidance, which will be effective for fiscal periods beginning after December 15, 2012. The Company believes that its adoption of ASU 2012-04 will not have any material impact on its consolidated financial statements.

In January 2013, the FASB issued ASU 2013-01, Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities, which clarified that the scope of ASU 2011-11, Disclosures about Offsetting Assets and Liabilities, would apply to derivatives including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with Section 210-20-45 or Section 815-10-45 or are subject to a master netting arrangement or similar agreement. This ASU is effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013. Retrospective presentation for all comparative periods presented is required. The adoption of ASU 2013-01 is not expected to have material impact on the Company's consolidated financial statements.

## 5B. Liquidity and Capital Resources

The major sources of our liquidity for fiscal years 2012, 2011 and 2010 were bank borrowings, including loans from banks and bank acceptance notes. In addition, in December 2010, we issued 5 million shares in the form of American Depositary Receipts for net proceeds of approximately \$20.3 million, which proceeds are being used to fund the capacity expansion of our coated PC products. We expect to finance our operations and working capital needs in the near future from cash generated from operations and short-term borrowings.

Our cash and cash equivalents, which are denominated in RMB, were approximately \$2.0 million at December 31, 2012, as compared to \$1.6 million at December 31, 2011 and \$12.3 million at December 31, 2010. We believe that our cash reserves, together with expected cash flow from operations and short-term loans, are sufficient to allow us to continue to operate for the next 12 months. For details of our bank loans and notes payables please see "Bank Loans and Bank Acceptance Notes" below.

In December 2010, we issued 5 million shares in the form of American Depositary Receipts. The \$20.3 million of net proceeds from this offering are being used to fund the capacity expansion of our rare earth coated PC products. The capacity expansion was delayed due to among other reasons, the inability of our European supplier to fulfill the contract but we will continue our expansion plan and expect to complete the installation and start operation of our new production lines around the end of 2013. We currently estimate that the entire cost of this expansion will be approximately \$22 million. We intend to fund any excess construction costs, as well as any unanticipated costs that may arise in relation to our expansion, from short-term bank loans or cash from operations.

### **Accounts Receivable**

Our domestic customers generally pay approximately 90 days after receiving the materials at their construction site. As a result, our accounts receivable increased significantly in 2011 and 2010. In 2012, we increased efforts to collect and monitor accounts receivable and as a result, our accounts receivable decreased to \$45.7 million at December 31, 2012 from \$48.0 million at December 31, 2011. We have collected 34.6% of the \$45.7 million of accounts receivable outstanding as of December 31, 2012 in cash as of the date of this filing. See note 2 to our audited financial statements for a schedule of our valuation account. We do not expect our accounts receivable to decrease to 2008 levels until we significantly increase our international sales, which is not currently our business plan for the near future. During 2012, our international customers were located primarily in Asia and Australia, but not in Europe or the United States. We expect that trend to continue in the near future since demand for our higher margin rare earth coated products is high in the PRC and is expected to continue to grow. However, if opportunities arise in the U.S. or EU markets or in other international markets for us to win bids on projects or to reengage with former customers or establish relationships with new customers, we would pursue such opportunities.

The average Days Sales Outstanding (“DSO”) of 2012 is 140 days. The DSO as of December 31, 2012 was 136 days. This was primarily related to the difficult market conditions as a result of the funding problems faced by the Ministry of Railways in China. After 2011 high speed train incident, China’s high speed railway construction scaled back dramatically and approximately 70% projects were suspended. In addition, due to the rapid development of high speed railway in recent years, total debt of the Ministry of Railway (MOR) was approximately RMB2.6 trillion at the end of 2012, which significantly hindered its funding ability. Consequently, MOR delayed payment to its suppliers and significantly increased their account receivables balance and time to collect revenue after sales.

As of Date	Account Receivables Balance (in US Dollars)				
	<60 days	60-90 days	90-180 days	>180 days	
Dec. 31, 2012	45,734,381	23,701,867	4,173,095	211,229	17,648,190

Approximately 45.2%, or \$8.0 million of \$17.6 million of accounts receivable aged over 180 days as of December 31, 2012 were from the Ministry of Railway. As of March 31, 2013, we have collected approximately \$15.8 million or 34.6% of the \$45.7 million of accounts receivable outstanding as of December 31, 2012 in cash.

### **Major Customers**

During the years ended December 31, 2012, 2011 and 2010, our six largest customers contributed 78.1%, 64.2% and 74.4% of our total sales, respectively. See “Business—Our Customers” above. As a result of our reliance on a limited number of customers, we may face pricing and other competitive pressures, which may have a material adverse effect on our profits and our revenues. The volume of products sold for specific customers varies from year to year, especially since we are not the exclusive provider for any customers. In addition, there are a number of factors, other than our performance, that could cause the loss of a customer or a substantial reduction in the products that we provide to any customer and that may not be predictable. For example, our customers may decide to reduce spending on our products due to insufficient funding or delay of the project, or a customer may no longer need our products following the completion of a project. The loss of any one of our major customers, a decrease in the volume of sales to these customers or a decrease in the price at which we sell our products to them could materially adversely affect our profits and our revenues.

In addition, this customer concentration may subject us to perceived or actual leverage that our customers may have in negotiations with us, given their relative size and importance to us. If our customers seek to negotiate their agreements on terms less favorable to us and we accept such unfavorable terms, such unfavorable terms may have a material adverse effect on our business, financial condition and results of operations. Accordingly, unless and until we diversify and expand our customer base, our future success will significantly depend upon the timing and volume of business from our largest customers and the financial and operational success of these customers.

### ***Bank Loans and Bank Acceptance Notes***

At December 31, 2012, we had approximately \$50.7 million of short-term bank loans and \$36.9 million of bank acceptance notes outstanding, as compared to \$48.0 million and \$24.8 million at December 31, 2011 and \$38.3 million and \$26.0 million at December 31, 2010, respectively. The increased balance in 2010, 2011 and 2012 was due to expanded operations and increased needs to support working capital.

As our domestic sales in China, as percentage of total sales, increased significantly in 2010, 2011 and 2012, our use of bank acceptance notes as a settlement vehicle also increased. Our notes payable of \$36.9 million at December 31, 2012 represented the amount of bank acceptance notes our suppliers received from us for our purchases of raw materials. These notes are issued by financial institutions, typically by banks, that entitle our suppliers to receive the full face amount from the bank or financial institution at maturity. Our notes payable are interest-free and range from six months to one year from the date of issuance. These notes are subject to bank charges of 0.05% of the principal amount as commission on each issuance and in total are secured by \$25.4 million restricted cash as of December 31, 2012. Bank acceptance notes are commonly used in domestic China due to their enhanced credibility and the liquidity it provides to the bearer. The bearer always has the option to cash the bank acceptance notes before maturity at its issuing bank and receive a discounted amount in cash. We expect that bank acceptance notes will continue to account for a material portion of our total receivables and payables in the near future.

Short-term bank loans are obtained from local banks in China. All short-term bank loans are repayable within one year and are secured by property, plant and equipment and land use rights owned by us, or guaranteed by related parties. None of our short-term bank loans have financial covenants. However, each loan contains a covenant restricting our use of the funds received to either purchases of raw materials or working capital.

The weighted average annual interest rate of our short-term bank loans was 6.75%, 7.54% and 5.6% as of December 31, 2012, 2011 and 2010, respectively. Interest expense was \$3.7million, \$2.9 million and \$1.9 million for the years ended December 31, 2012, 2011 and 2010 respectively.

We have not experienced any difficulties in the acquisition and rollover of the short-term bank loans that we use to fund our daily operations. We anticipate rollovers of all current facilities that are set to mature in 2012 and do not anticipate a reduction in the availability of short-term bank loans to fund our operations and meet our growth objectives. Three of our affiliates, namely Shanghai Zhaoyang, Shanghai ZFX and Shanghai Ossen, have provided guarantees for certain of our short-term bank loans for no consideration. There can be no assurance that Shanghai Zhaoyang, Shanghai ZFX and Shanghai Ossen will be willing or able to continue to provide similar guarantees on this basis with respect to future borrowings.

### ***Working Capital***

Our working capital was approximately \$70.8 million at December 31, 2012, as compared to \$70.8 million at December 31, 2011 and \$48.8 million at December 31, 2010.

The working capital was flat in 2012 as compared with 2011 was due primarily to a \$5.6 million increase in restricted cash and a \$36.5 million increase in prepayments, offset by a \$10.5 million decrease in note receivable, a \$7.4 million decrease in inventories a \$4.6 million decrease in other current assets, and a \$12.1 million increase in notes payable.

### ***Inventories***

We, like many other steel manufacturers, maintain substantial inventories of steel to accommodate the short lead times and just-in-time delivery requirements of our customers. Accordingly, we purchase steel in an effort to maintain our inventory at levels that we believe to be appropriate to satisfy the anticipated needs of our customers based upon historic buying practices, supply agreements with customers and market conditions.

### ***Cash Flows***

Our revenue increased only 3.2% in 2012 compared to 2011 and 1.0% in 2011 compared to 2010 because of unfavorable market condition and China's slowing economy growth in last two years. We have needed to raise or borrow capital from outside sources to fund our working capital and revenue growth. As a result, our cash flow from operations has generally been negative. However, with increased earnings ability and improvement of market conditions, we expect that our cash position should improve in the coming years.

**Years Ended December 31, 2012 and 2011**

The following table sets forth a summary of our net cash flow information for the periods indicated:

(All amounts in U.S. dollars)

	<b>Year Ended December 31,</b>	
	<b>2012</b>	<b>2011</b>
	(Audited)	(Audited)
Net cash used in operating activities	\$ (8,767,390)	\$ (20,143,383)
Net cash used in investing activities	(32,982)	(162,229)
Net cash provided by financing activities	8,159,102	7,668,492

**Operating Activities**

Net cash used in operating activities was approximately \$8.8 million in 2012, as compared to \$20.1 million in 2011. This decrease in cash used in operating activities was the result of slightly improved market condition allowing our customers to pay down our accounts receivable. Our accounts receivable decreased \$2.3 million in 2012, compared to a \$34.7 million increase in accounts receivable in 2011. This was partially offset by increase in advance to suppliers of \$36.7 million in 2012, compared to \$16.3 million increase in advance to suppliers in 2011.

**Investing Activities**

Net cash used in investing activities was \$32,982 in 2012, as compared to \$0.2 million in 2011. The decrease in cash used in investing activities was the result of our further postponing the capacity expansion to 2013.

**Financing Activities**

Net cash provided by financing activities in 2012 was approximately \$8.2 million, as compared to approximately \$7.7 million in 2010. The slight increase in cash provided by financing activities was the result of increase in proceeds of notes payable to pay for advances to suppliers.

**Years Ended December 31, 2011 and 2010**

The following table sets forth a summary of our net cash flow information for the periods indicated:

(All amounts in U.S. dollars)

	<b>Year Ended December 31,</b>	
	<b>2011</b>	<b>2010</b>
	(Audited)	(Audited)
Net cash used in operating activities	\$ (20,143,383)	\$ (25,011,255)
Net cash used in investing activities	(162,229)	(7,635,703)
Net cash provided by financing activities	7,668,492	35,614,404

**Operating Activities**

Net cash used in operating activities was approximately \$20.1 million in 2011, as compared to \$25.0 million in 2010. This decrease in cash used in operating activities was primarily attributable to a \$10.7 million decrease in inventories in 2011 as compared to a \$17.7 million increase in inventories in 2010 and a \$9.8 million decrease in notes receivable in 2011 as compared to \$17.5 million increase in notes receivable in 2010. Such decrease reflected the difficult market environment in the second half of 2011 as construction of many infrastructure projects in China was halted due to funding difficulties and the high speed railway accident.

### **Investing Activities**

Net cash used in investing activities was approximately \$0.2 million in 2011, as compared to \$7.6 million in 2010. The decrease in cash used in investing activities was the result of our postponing the capacity expansion to 2012.

### **Financing Activities**

Net cash provided by financing activities for the year ended December 31, 2011 was approximately \$7.7 million, as compared to approximately \$35.6 million in 2010. The decrease in cash provided by financing activities in 2011 as compared to 2010 was primarily due to the IPO proceeds received in 2010.

### **Governmental Regulations**

See the discussion under the heading “Governmental Regulations” in Item 4 above for a discussion of governmental policies or factors that could materially affect our business.

### **5C. Research and Development, Patents and Licenses, etc.**

See the discussion under the headings “Research and Development”, “Intellectual Property” and “Patents” in Item 4 above.

### **5D. Trend Information**

See discussion in Parts A and B of this item.

### **5.E. Off-Balance Sheet Arrangements**

As of December 31, 2012 we guarantee \$15.9 million of short term debt and \$12.9 million of notes payable of Shanghai Pujiang. We do not have any other off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to our investors.

### **5.F. Tabular Disclosure of Contractual Obligations**

Our contractual obligations consist of short-term debt obligations and capital commitments. The following table sets forth a breakdown of our contractual obligations as of December 31, 2012:

CONTRACTUAL OBLIGATIONS	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Short-term debt obligations <sup>(1)</sup>	\$ 87,612,736	\$ 87,612,736		-	-
Interest Commitments – Short term bank loans	1,582,097	1,582,097			
Long-term debt obligations <sup>(2)</sup>	\$ 4,438,386	4,438,386	\$	-	-
Interest Commitments – Long term bank loans	168,890	168,890			
Capital Commitments <sup>(3)</sup>	\$ 7,925,689	\$ 3,994,547	\$ 1,331,516	-	-
Total	\$ 101,727,798	\$ 97,796,656	\$ 1,331,516	-	-

(1) Attributable to short-term bank loans and bank acceptance notes.

(2) Attributable to long-term bank loans.

(3) Attributable to the purchase of new production lines.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### 6.A. Directors, Executive Officers and Key Employees

The following table sets forth the name, age, positions and a brief description of the business experience of each of our directors, executive officers and key employees as of the date hereof.

<u>Name</u>	<u>Position(s)</u>	<u>Age</u>
Liang Tang	Chairman of Board	45
Wei Hua	Chief Executive Officer and Director	50
Feng Peng	Chief Financial Officer	39
Junhong Li	Director	46
Xiaobing Liu	Director	53
Yingli Pan	Director	58
Zhongcai Wu	Director	63

There are no family relationships among our directors and officers. There are no arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which any person referred to above was selected as a director or member of senior management, except as disclosed in Note 10 in the “accompanying consolidated financial statements”. The address of each of our directors and executive officers is c/o Ossen Innovation Co., Ltd., 518 Shangcheng Road, Floor 17, Shanghai, 200120, People’s Republic of China.

#### *Executive Officers and Directors*

*Dr. Liang Tang* was appointed as our Chairman following our business combination. Dr. Tang has been the Chairman and President of Ossen Materials, our subsidiary, since 2008. Dr. Tang has also been President of Shanghai Ossen Investment Holding (Group) Co., Ltd. since 2001. He has more than 20 years of experience in the steel industry. Prior to joining our Company in 2004, from 1994 until 1998, Dr. Tang was the President of Zhongmin Group of PRC Ministry of Civil Affairs. From 1988 until 1994, Dr. Tang was Head of Enterprise Administrative Division of the Shanghai Municipal Metallurgical Industry Bureau. Prior to that date, Dr. Tang was the Deputy Director of Enterprise Management at Baosteel Group Shanghai Ergang Co., Ltd., a competitor of ours. Dr. Tang is involved in many charity affairs and social organizations including China Committee of Corporate Citizenship and China Chamber of Metallurgy Industry. Dr. Tang has received the title of Shanghai Leader by the Shanghai Municipal Government, Outstanding Innovation Entrepreneur by the Symposium on Chinese Enterprise Innovation and the Royal Knight Medal of Spain by the King of Spain. Dr. Tang received a bachelor’s degree from Shanghai University, a Masters degree in International Finance from Peking University and an MBA from Fordham University. Dr. Tang also received a doctoral degree in world economics from East China Normal University.

*Mr. Wei Hua* was appointed as a director of ours following our business combination. Mr. Hua has served as Chairman of the Board of Directors of Ossen Jiujiang since 2007. Since 2000, he has been the Assistant Chief Executive Officer for the Steel Department of Ossen Group. Before joining Ossen Group in 2000, from 1988 until 2000, Mr. Hua was a vice supervisor of the department of technology and quality supervision at Baosteel Group Shanghai Ergang Co., Ltd. From 1985 until 1988, Mr. Hua worked at Shanghai No. 5 steel factory. He graduated from Shanghai University with a degree in Business Management.

*Mr. Feng Peng* was appointed as our Chief Financial Officer in March 2013. Mr. Peng served as Senior Vice President at MZ Group from August 2007 until September 2012. He has 6 years experience with U.S. listed Chinese companies. He has conducted extensive financial and industry due diligence, performed analysis on companies’ financial statements, and provided management teams of client companies with extensive coaching, including detailed intelligence on investor expectations, perceptions and concerns, industry analysis, compliance, and reporting and disclosure requirements. Prior to working at MZ Group, he served in various capacities at Thomson Financial and Citigroup. Mr. Peng has been trained in both Finance and Accounting. Mr. Peng graduated from New Jersey Institute of Technology in Computer Science, earning a Master of Science degree. Mr. Peng earned a bachelor’s degree in Automation Control from Shanghai Jiao Tong University in Shanghai, China in 1995. Mr. Peng is fluent in English and Mandarin.



*Mr. Junhong Li* has been one of our directors since July 2010. Mr. Li has been the Senior Partner and Deputy Chief Accountant at Continental Certified Public Accountants since 2008. Prior to joining Continental Certified Public Accountants in 2008, from 2007 until 2008, Mr. Li was the Executive Director and Chief Financial Officer of ZMAY Holdings Limited. From 2004 until 2007, Mr. Li was Chief Financial Officer of Zhongmin On Line Technology Co. Ltd. Mr. Li has more than 20 years of experience in mergers and acquisitions, reorganizations and management consulting. Mr. Li received a bachelor's degree from Central University of Finance and Economics and he is qualified as a certified public accountant.

*Mr. Xiaobing Liu* has been one of our directors since July 2010. Mr. Liu has served as Chairman of the Board of Huachen Trust since 2009. From 2005 until 2009, Mr. Liu was Chairman of the Board of Directors of Shanghai Dingfeng Technology Co., Ltd. Since 2002, he has also been an independent director of Southern Building Material Co., Ltd. Mr. Liu graduated from the University of Shanghai for Science and Technology with a bachelor's degree in optical instruments.

*Ms. Yingli Pan* has been one of our directors since July 2010. Professor Pan has been a professor in the Department of Finance at Antai College of Economics & Management of Shanghai since 2005. Prior to being appointed professor at Antai College of Economics & Management of Shanghai in 2005, from 1994 until 2005, Professor Pan was a professor in the Finance Department at East China Normal University. Professor Pan received a bachelor's degree in economics from East China Normal University, a master's degree in economics from Shanghai University of Finance and Economics and a doctoral degree in economics from East China Normal University.

*Mr. Zhongcai Wu* has been one of our directors since July 2010. Mr. Wu has been Chief Engineer in the Communications Department of Yunnan Province since 2002. Mr. Wu received a bachelor's degree in road and bridge engineering from Hunan University.

Each of our directors will serve as a director until our next annual general meeting and until their successors are duly elected and qualified.

## **6.B. Compensation**

For the year ended December 31, 2012, the aggregate cash compensation that we paid to our executive officers and directors was approximately \$ 125,000. For the year ended December 31, 2011, the aggregate cash compensation that we paid to our executive officers and directors was approximately \$130,000. There are no service contracts between us and any of our directors, except for those directors who are also our executive officers. Pursuant to PRC law, 25% of our executive officers' salaries have been set aside for pension and retirement.

## **Employment Agreements**

We have entered into an employment agreement with Dr. Liang Tang. Dr. Tang is employed as Chairman of the Board of our Company. The term of his agreement expires on December 31, 2013. We compensate Mr. Tang at an annual rate of approximately \$14,106. We may terminate the employment agreement for cause as specified in the agreement. Mr. Tang may terminate the employment agreement with thirty days written notice. The employment agreement may be renewed upon the mutual agreement of the parties.

We have entered into an employment agreement with Mr. Feng Peng. Mr. Peng is employed as Chief Financial Officer of our Company. The term of his agreement is from March 1, 2013 until March 1, 2014 and the agreement may be automatically renewed for one year terms thereafter. We compensate Mr. Peng at an annual rate of approximately \$69,000. We may terminate the agreement for cause as specified in the agreement.

Each executive officer has agreed to hold in confidence any confidential information that he has obtained about the Company.

## **6.C. Board Practices**

### **Terms of Directors and Officers**

#### *Expiration of Term of Directors*

Pursuant to our memorandum and articles of association, the business of our company is managed by our board of directors. Commencing with the first annual meeting of the shareholders, directors are elected for a term of office to expire at the next succeeding annual meeting of the shareholders after their election. Each director will hold office until the expiration of his or her term of office and until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal by the shareholders or a resolution passed by the majority of the remaining directors.

In the interim between annual meetings of shareholders, or special meetings of shareholders called for the election of directors, any vacancy on the board of directors may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining director. A director elected to fill a vacancy resulting from death, resignation or removal of a director will serve for the remainder of the full term of the director whose death, resignation or removal will have caused such vacancy and until his successor will have been elected and qualified.

### *Director Remuneration Upon Termination*

The directors may receive such remuneration as our board of directors may determine from time to time. The compensation committee will assist the directors in reviewing and approving the compensation structure for the directors. Currently, our directors are not entitled to receive any remuneration upon termination of employment.

### *Audit Committee*

Our audit committee consists of Junhong Li, Yingli Pan and Xiaobing Liu, each of whom satisfies the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, and Rule 5605 of the Nasdaq rules. The audit committee oversees our accounting and financial reporting processes and audits of the financial statements of our company. The audit committee is responsible for, among other things:

- selecting our independent auditors and pre-approving all audit and non-audit services permitted to be performed by our independent auditors;
- reviewing with our independent auditors any audit problems or difficulties and management's response;
- reviewing and approving all proposed related party transactions, as defined in Item 404 of Regulation S-K;
- discussing our annual audited financial statements with management and our independent auditors;
- reviewing major issues as to the adequacy of our internal controls and any special audit steps adopted in light of material control deficiencies; and
- meeting separately and periodically with management and our independent auditors.

### *Compensation Committee*

Our compensation committee consists of Xiaobing Liu, Yingli Pan and Junhong Li, each of whom satisfies the independence requirements of Rule 5605 of the Nasdaq rules. The compensation committee assists the Board in reviewing and approving the compensation structure, including all forms of compensation relating to our directors and executive officers. Our Chief Executive Officer may not be present at any committee meeting during which his compensation is deliberated. The compensation committee is responsible for, among other things:

- reviewing and approving the total compensation package for our senior executives; and
- reviewing periodically, and approving, any long-term incentive compensation or equity plans, programs or similar arrangements, annual bonuses, employee pension and welfare benefit plans.

### *Corporate Governance and Nominating Committee*

Our corporate governance and nominating committee consists of Yingli Pan, Zhongcai Wu and Xiaobing Liu, each of whom satisfies the independence requirements of Rule 5605 of the Nasdaq rules. The corporate governance and nominating committee assists the board in selecting individuals qualified to become members of our board and in determining the composition of the board and its committees. The corporate governance and nominating committee is responsible for, among other things:

- identifying and recommending to the board qualified candidates to be nominated for the election or re-election to the board of directors and committees of the board of directors, or for appointment to fill any vacancy;
- reviewing annually with the board of directors the current composition of the board of directors with regards to characteristics such as independence, age, skills, experience and availability of service to us; and
- advising the board of directors periodically with regard to significant developments in the law and practice of corporate governance as well as our compliance with these laws and practices, and making recommendations to the board of directors on all matters of corporate governance and on any remedial actions to be taken, if needed.

## 6.D. Employees

See the section entitled “Employees” in Item 4.B above.

## 6.E. Share Ownership

As of March 30, 2013, 19,901,959 of our ordinary shares were outstanding. Holders of our ordinary shares are entitled to vote together as a single class on all matters submitted to shareholders for approval. No holder of ordinary shares has different voting rights from any other holders of ordinary shares. We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company. Approximately 6,061,459 of our ordinary shares represented by American Depositary Receipts are held by an aggregate of 1 record holder in the United States.

Beneficial ownership is determined in accordance with the rules and regulations of the SEC. The percentages of shares beneficially owned in the table below are based on 19,901,959 ordinary shares outstanding as of March 30, 2013.

The following table sets forth information with respect to the beneficial ownership of our common shares as of March 30, 2013 by:

- each of our directors and executive officers; and
- each person known to us to beneficially own more than 5% of our outstanding ordinary shares.

Unless otherwise noted below, the address for each listed shareholder, director or executive officer is 518 Shangcheng Road, Floor 17, Shanghai, 200120, People’s Republic of China.

<u>Name</u>	<u>Number</u>	<u>Percent</u>
<b>Directors, Executive Officers and 5% Shareholders <sup>(1)</sup> :</b>		
Liang Tang	11,889,500	59.7%
Wei Hua <sup>(2)</sup>	600,000	3.0%
Feng Peng	-	-
Junhong Li	-	-
Xiaobing Liu	-	-
Yingli Pan	-	-
Zhongcai Wu	-	-

\* Less than 1%

(1) Beneficial ownership is determined in accordance with the rules and regulations of the SEC. Percentage of beneficial ownership of each listed person is based on ordinary shares outstanding as of the date of this filing, including ordinary shares convertible from all outstanding preferred shares, and the ordinary shares underlying any options and warrants exercisable by such person within 60 days of the date of this filing. Percentage of beneficial ownership of each listed person is based on ordinary shares outstanding as of March 30, 2013 and the ordinary shares underlying any options and warrants exercisable by such person within 60 days of the date of this filing.

(2) The spouse of our chief executive officer, Wei Hua, owns 100% of the shares of Fascinating Acme Development Ltd., which owned 4% of the shares of Ossen Innovation Group prior to the business combination, and owns 4% of our shares since the business combination. Mr. Hua may be deemed to beneficially own these shares under SEC rules and regulations.

## Stock Option Plan

On July 26, 2010, our board of directors adopted the Ossen Innovation Co., Ltd. 2010 Stock Option Plan, or the 2010 Plan. To date, an option to acquire 150,000 ordinary shares was issued to our former chief financial officer, Yilun Jin, under the 2010 Plan. The 2010 Plan allows us to grant stock options to our officers, directors, and executive, managerial, professional or administrative employees of ours or our subsidiaries or joint ventures, and to our consultants. We refer to these individuals collectively as key persons. Up to ten percent of our outstanding ordinary shares may be issued under the 2010 Plan. The purpose of the 2010 Plan is to provide certain key persons, on whose initiative and efforts the successful conduct of our business depends, with incentives to: (a) enter into and remain in our service, (b) acquire a proprietary interest in our success, (c) maximize their performance and (d) enhance our long-term performance (whether directly or indirectly through enhancing the long-term performance of a subsidiary, joint venture or consultant.

The administrator of the 2010 Plan is the compensation committee of our board of directors, or may be any other committee appointed by the board of directors for that purpose. The administrator has full power and authority to administer, construe and interpret the 2010 Plan. Grants under the 2010 Plan will be governed by individualized grant agreements and may be subject to either time-based or performance-based vesting provisions.

The administrator establishes the terms of stock options, subject to certain parameters set forth in the 2010 Plan. The following are the general terms of stock options:

- The exercise price must be at least equal to the par value of shares.
- The term of a stock option may not exceed ten years from the date of grant.
- Unless the administrator determines otherwise, if an option holder terminates employment, his or her unvested options expire immediately and vested options may be exercised during the three-month period following termination, after which they will expire. If the employee terminates employment due to death or disability, the three month period is extended to one year.
- Stock options generally may not be transferred, except to immediate family members.

The 2010 Plan will automatically terminate on the fifth anniversary of the 2010 Plan's adoption. However, outstanding stock options will continue to be effective after the 2010 Plan's termination.

Our board of directors has the authority to amend, alter, suspend or terminate the 2010 Plan or any outstanding stock option. The consent of an option holder is necessary for any amendment that would adversely affect an outstanding option.

## ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### 7.A. Major Shareholders

See Item 6.E., "Share Ownership," for a description of our major shareholders.

### 7.B. Related Party Transactions

#### *Transfers of Shares Between Related Parties*

Several of our subsidiaries and affiliates which are, or at one time were, controlled by our chairman, transferred shares with other entities controlled by Mr. Tang. See the discussion under Item 4.C above for a description of these transactions.

#### *Issuance of Shares to Related Parties*

The spouse of our chief executive officer, Wei Hua, owns 100% of the shares of Fascinating Acme Development Ltd., which owns 3% of our outstanding ordinary shares. The spouse of the chief executive officer of Shanghai ZFX, which is an affiliated company of ours that supplies us with raw materials, owns 100% of the shares of Gross Inspiration Development Ltd., which owns 3% of our outstanding ordinary shares.

#### *Purchases from a Related Party*

Historically, we have purchased a significant percentage of our raw materials from an affiliated entity, Shanghai Zhengfangxing Steel Co., Ltd., or Shanghai ZFX, an agent that supplies steel wire rods to prestressed concrete manufacturers in China such as our company. Shanghai ZFX is controlled by our chairman, Dr. Tang. Shanghai ZFX is a member of the Ossen Group, whose relationship to us is described above under the heading "Business – Overview."

Shanghai ZFX procures materials from the limited number of high quality manufacturers and suppliers of our raw materials in the PRC. However, since the introduction in 2009 of our rare earth coated materials, which undergo a coating process that reduces the loss in strength and performance that prestressed materials otherwise undergo during our manufacturing processes, we have lowered the standards for strength and performance requirements for our raw materials. As a result, we have been able to expand our supplier base to include suppliers of products with lower levels of strength and performance and have not relied as heavily on supplies from Shanghai ZFX.

We acquired 3.2%, 0% and 5.1% of our raw materials from Shanghai ZFX in the years ended December 31, 2012, 2011 and 2010, respectively. We expect that we will continue to purchase the bulk of our supplies from unaffiliated suppliers in the future, as we did in 2012. Specifically, as we expand our rare earth business, we anticipate that our purchases from Shanghai ZFX will remain at or near their levels in 2012.

The contracts between us and Shanghai ZFX are typically for one year and generally specify the name of the products, specifications, price and quantity. Pursuant to the contracts, we must take delivery of the materials within a specified number of days. If we disagree with the quality of the materials received, we must notify Shanghai ZFX in writing within thirty days of receipt of the materials. The materials may be paid for by cash or bank acceptance notes. If we determine a change is necessary to the method of taking delivery, product ordered, steel or product specifications or quantity, we must notify Shanghai ZFX in writing at least thirty days in advance. We or Shanghai ZFX may rescind the contract/purchase order, which must be negotiated to the mutual agreement of both parties.

Management believes the transactions referenced above were on terms at least as favorable to us as we could have obtained from unaffiliated parties.

#### *Sales to a Related Party*

We have sold a certain amount of our products to Shanghai Zhaoyang New Metal Material Co., Ltd., an entity that owns a 30% interest in Shanghai Ossen Investment Holding (Group) Co., Ltd., of which Dr. Tang, our chairman, is president. In 2012, 2011 and 2010, we generated approximately 5.8%, 6.6% and 13% of our revenues from sales to Shanghai Zhaoyang New Metal Material Co., Ltd.

In 2012 we also generated approximately 0.4% of our revenue from sales to Zhejiang Pujiang, a subsidiary Shanghai Ossen acquired in September 2010.

#### *Accounts Receivable*

As of December 31, 2012, we did not have accounts receivable from related parties.

#### *Guarantees*

During the years ended December 31, 2012, 2011 and 2010, Shanghai Zhaoyang, an affiliate of ours, Shanghai Ossen, an affiliate of ours, and Shanghai ZFX, an affiliate of ours, provided guarantees for certain of our short-term and long-term bank loans. The term of each of the short-term loans is within one year. The term of the long-term loans is within three years. The purpose of these loans is to fund our working capital needs. Local banks have required guaranties pursuant to their standard regulations. Shanghai Ossen Investment Co., Ltd. is a member of the Ossen Group, whose relationship to us is described above under the heading "Business – Overview."

Shanghai Ossen guaranteed loans in the amount of \$7.9 million in 2012, \$18.7 million in 2011 and \$11.6 million in 2010. Shanghai ZFX guaranteed loans in the amount of \$30.6 million, \$32.4 million and \$26.3 million in 2012, 2011 and 2010, respectively. Shanghai ZFX guaranteed notes payable in the amount of \$26.2 million and \$12.8 million in 2012 and 2011. Shanghai Zhaoyang guaranteed loans in the amount of \$4.8 million in 2012. Shanghai Zhaoyang guaranteed notes payable in the amount of \$3.2 million in 2012. These guarantees were provided for no consideration. In addition, in 2012 we guaranteed loans in the amount of \$15.9 million and notes payable in the amount of \$12.9 million for Shanghai Pujiang.

There can be no assurance that Shanghai Zhaoyang, Shanghai ZFX and Shanghai Ossen will be willing or able to continue to provide similar guarantees on this basis with respect to future borrowings. The loans that have come due have been repaid by us in full.

The terms of the loan guarantees between the guarantor and the bank provide for the following: if the borrower does not repay its loan, the bank may seek the principal and interest of the loan from the guarantor; the guarantee period is typically one or two years from the date the guaranteed loan is due, as determined by the lending bank; the bank may change the terms of the loan with the borrower without receiving the consent of the guarantor; the guarantor indemnifies the bank for actual damage or loss because of any fraudulent misrepresentations made by the guarantor and if the guarantor causes the contract to become invalid, the guarantor indemnifies the bank for damages and losses.

## 7.C. Interests of Experts and Counsel

Not applicable.

## ITEM 8. FINANCIAL INFORMATION

### Consolidated Statements and Other Financial Information

The financial statements required by this item may be found at the end of this report on 20-F, beginning on page F-1.

### Legal Proceedings

We are not currently, and have not recently been, a party to any material legal or administrative proceedings. We are not aware of any material legal or administrative proceedings threatened against us. From time to time, we are subject to various legal or administrative proceedings arising in the ordinary course of our business.

### Dividends

We have never declared or paid any dividend on our ordinary shares and we do not anticipate paying any dividends on our ordinary shares in the future. We currently intend to retain all future earnings to finance our operations and to expand our business.

### No Significant Changes

No significant changes to our financial condition have occurred since the date of the annual financial statements contained herein.

## ITEM 9. THE OFFER AND LISTING

### 9.A. Offer and Listing Details

Our ADS's are listed for trading on the Nasdaq Global Market under the symbol "OSN." The shares began trading at \$4.50 per ADS on December 21, 2010. The trading price for the ADSs was \$0.85 on March 27, 2013.

The table below sets forth for the quarterly periods indicated the high and low closing market prices of our ordinary shares as reported on the Nasdaq Global Market:

	High	Low
<b>2010</b>		
Fourth Quarter (beginning December 21, 2010)	\$ 5.00	\$ 4.21
<b>2011</b>		
First Quarter	\$ 4.98	\$ 3.36
Second Quarter	\$ 3.87	\$ 2.21
Third Quarter	\$ 3.94	\$ 1.38
Fourth Quarter	\$ 1.64	\$ 0.75
<b>2012</b>		
First Quarter	\$ 1.30	\$ 0.82
Second Quarter	\$ 1.37	\$ 0.81
Third Quarter	\$ 1.05	\$ 0.88
Fourth Quarter	\$ 1.02	\$ 0.75

The table below sets forth the high and low closing market prices for our shares on Nasdaq during the most recent six-month period:

	<b>High</b>	<b>Low</b>
<b>2012</b>		
October	\$ 1.01	\$ 0.90
November	\$ 0.96	\$ 0.75
December	\$ 1.02	\$ 0.81
<b>2013</b>		
January	\$ 0.99	\$ 0.80
February	\$ 0.97	\$ 0.86
March	\$ 0.91	\$ 0.80

#### **9.B. Plan of Distribution**

Not Applicable.

#### **9.C. Markets**

Our ordinary shares are currently traded on the Nasdaq Global Market.

#### **9.D. Selling Shareholders**

Not Applicable.

#### **9.E. Dilution**

Not Applicable.

#### **9.F. Expenses of the Issuer**

Not Applicable.

### **ITEM 10. ADDITIONAL INFORMATION**

#### **10.A. Share Capital**

Not Applicable.

#### **10.B. Memorandum and Articles of Association**

We are a British Virgin Islands exempted company with limited liability and our affairs are governed by our memorandum and articles of association and the BVI Business Companies Act, 2004 (as amended from time to time) which is referred to as the BVI Act below. The following description of certain provisions of our memorandum and articles of association does not propose to be complete and is qualified in its entirety by our memorandum and articles of association.

### *Ordinary Shares*

Certificates representing our ordinary shares are issued in registered form. Our shareholders who are nonresidents of the British Virgin Islands may freely hold and vote their shares. We are currently authorized to issue 100,000,000 ordinary shares. We do not have the power to issue bearer shares.

### *Charter*

Our charter documents consist of our amended and restated memorandum of association and our amended and restated articles of association, or the memorandum and articles of association. We may amend our memorandum and articles of association generally by a special resolution of our shareholders.

### *Corporate Powers*

Ultra Glory was incorporated under the BVI Act on January 21, 2010. Pursuant to our memorandum of association, the objects for which we were established are unrestricted and we have full power and authority to carry out any objects not prohibited by the BVI Act, as the same may be revised from time to time, or any other law of the British Virgin Islands, except that we have no power to carry on banking or trust business, business as an insurance or reinsurance company, insurance agent or insurance broker, the business of company management, the business of providing the registered office or the registered agent for companies incorporated in the British Virgin Islands, or business as a mutual fund, mutual fund management or mutual fund administrator, unless we obtain certain licenses under the laws of the British Virgin Islands.

### *Board Composition*

Pursuant to our memorandum and articles of association, the business of our company is managed by our board of directors. Commencing with the first annual meeting of the shareholders, directors are elected for a term of office to expire at the next succeeding annual meeting of the shareholders after their election. Each director will hold office until the expiration of his or her term of office and until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal by the shareholders or a resolution passed by the majority of the remaining directors.

In the interim between annual meetings of shareholders, or special meetings of shareholders called for the election of directors, any vacancy on the board of directors may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining director. A director elected to fill a vacancy resulting from death, resignation or removal of a director will serve for the remainder of the full term of the director whose death, resignation or removal will have caused such vacancy and until his successor will have been elected and qualified.

There is no cumulative voting by shareholders for the election of directors. We do not have any age-based retirement requirement and we do not require our directors to own any number of shares to qualify as a director.

### *Board Meetings*

Board meetings may be held at the discretion of the directors at such times and in such manner as the directors may determine upon not less than three days notice having been given to all directors. Decisions made by the directors at meetings shall be made by a majority of the directors. There must be at least a majority of the directors (with a minimum of two) at each meeting.

### *Directors Interested in a Transaction*

A director must, immediately after becoming aware of the fact that he is interested in a transaction entered into or to be entered into by us, disclose such interest to the board of directors. A director who is interested in a transaction entered into, or to be entered into, by the company, may vote on a matter related to the transaction, attend a meeting of directors at which a matter relating to the transaction arises and be included among the directors present at the meeting for the purposes of a quorum and sign a document on behalf of the company, or do any other thing in his capacity as a director, that relates to the transaction. A director is not required to disclose his interest in a transaction or a proposed transaction to our board of directors if the transaction or proposed transaction is between the director and us, or the transaction or proposed transaction is or is to be entered into the ordinary course of our business and on usual terms and conditions.

The directors may exercise all powers of our company to borrow money, mortgage or charge our undertakings and property, issue debentures, debenture shares and other securities whenever money is borrowed or as security for any debt, liability or obligation of the company or of any third party.

Our directors may, by resolution, fix the compensation of directors in respect of services rendered or to be rendered in any capacity to us.



A director may attend and speak at any meeting of the shareholders and at any separate meeting of the holders of any class of our shares.

#### *Rights of Shares*

We are currently authorized to issue 100,000,000 ordinary shares. The shares are made up of one class and one series, namely ordinary shares with a par value of \$0.01 per share. The ordinary shares have one vote each and have the same rights with regard to dividends paid by the company and distributions of the surplus assets of the company.

We may purchase, redeem or acquire our shares, provided that we obtain the consent of the member whose shares are being purchased, redeemed or otherwise acquired.

#### *Issuance of Shares; Variation of Rights of Shares*

Our articles of association provide that directors may, without limiting or affecting any right of holders of existing shares, offer, allot, grant options over or otherwise dispose of our unissued shares to such persons at such times and for such consideration and upon such terms and conditions as the directors may determine.

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, we may issue shares, with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting or otherwise, as the directors from time to time may determine.

If we issue shares of more than one class, we will further amend and restate our Memorandum and Articles of Association to reflect the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) as may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class and the holders of not less than three-fourths of the issued shares of any other class of shares which may be affected by such variation. The rights conferred upon the holders of the shares of any class issued with preferred or other rights will not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

#### *Shareholders Meetings*

Under our memorandum and articles of association, we are required to hold an annual meeting of shareholders each year at such date and time determined by our directors. Meetings of shareholders may be called pursuant to board resolution or the written request of shareholders holding more than 30% of the votes of our outstanding voting shares. Written notice of meetings of shareholders must be given to each shareholder entitled to vote at a meeting not fewer than 10 days prior to the date of the meeting, with certain limited exceptions. The written notice will state the place, time and business to be conducted at the meeting. The shareholders listed in our share register on the date prior to the date the notice is given shall be entitled to vote at the meeting, unless the notice provides a different date for determining the shareholders who are entitled to vote.

A meeting of shareholders held without proper notice will be valid if shareholders holding 90% majority of the total number of shares entitled to vote on all matters to be considered at the meeting, or 90% of the votes of each class or series of shares where shareholders are entitled to vote thereon as a class or series, together with an absolute majority of the remaining votes, have waived notice of the meeting and, for this purpose, presence of a shareholder at the meeting is deemed to constitute a waiver. The inadvertent failure of the directors to give notice of a meeting to a shareholder, or the fact that a shareholder has not received notice, will not invalidate a meeting.

Shareholders may vote in person or by proxy. No business may be transacted at any meeting unless a quorum of shareholders is present. A quorum consists of the presence in person or by proxy of holders entitled to exercise at least 50% of the voting rights of the shares of each class or series of shares entitled to vote as a class or series thereon and the same proportion of the votes of the remaining shares entitled to vote thereon.

#### *Changes in the Maximum Number of Shares the Company is Authorized to Issue*

Subject to the provisions of the BVI Act, we may, by a resolution of shareholders, amend our memorandum and articles of association to increase or decrease the number of shares authorized to be issued. Our directors may, by resolution, authorize a distribution by us at a time, of an amount, and to any shareholders they think fit if they are satisfied, on reasonable grounds, that we will, immediately after the distribution, satisfy the solvency test as set forth in the BVI Act, which requires that the value of a company's assets exceeds its liabilities, and the company is able to pay its debts as they fall due.

### *Indemnification*

Subject to the provisions of the BVI Act, we may indemnify any person who (a) is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director of our company; or (b) is or was, at our request, serving as a director of, or in any other capacity is or was acting for, another company or a partnership, joint venture, trust or other enterprise, against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings.

### **Material Differences Between U.S. Corporate Law and British Virgin Islands Corporate Law**

The BVI Act differs from laws applicable to U.S. corporations and their shareholders. Set forth below is a summary of the material differences between the provisions of the BVI Act applicable to us and the laws applicable to companies incorporated in the United States and their shareholders.

#### *Differences in Corporate Law*

We were incorporated under, and are governed by, the laws of the British Virgin Islands. The corporate statutes of the State of Delaware and the British Virgin Islands are similar, and the flexibility available under British Virgin Islands law has enabled us to adopt memorandum of association and articles of association that will provide shareholders with rights that do not vary in any material respect from those they would enjoy if we were incorporated under the Delaware General Corporation Law, or Delaware corporate law. Set forth below is a summary of some of the differences between provisions of the BVI Act applicable to us and the laws applicable to companies incorporated in Delaware and their shareholders.

#### *Director's Fiduciary Duties*

Under Delaware corporate law, a director of a Delaware corporation has a fiduciary duty to the corporation and its stockholders. This duty has two components: the duty of care and the duty of loyalty. The duty of care requires that a director act in good faith, with the care that an ordinarily prudent person would exercise under similar circumstances. Under this duty, a director must inform himself of, and disclose to stockholders, all material information reasonably available regarding a significant transaction. The duty of loyalty requires that a director act in a manner he reasonably believes to be in the best interests of the corporation. He must not use his corporate position for personal gain or advantage. This duty prohibits self-dealing by a director and mandates that the best interest of the corporation and its stockholders take precedence over any interest possessed by a director, officer or controlling stockholder and not shared by the stockholders generally. In general, actions of a director are presumed to have been made on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the corporation. However, this presumption may be rebutted by evidence of a breach of one of the fiduciary duties. Should such evidence be presented concerning a transaction by a director, a director must prove the procedural fairness of the transaction, and that the transaction was of fair value to the corporation.

British Virgin Islands law provides that every director of a British Virgin Islands company, in exercising his powers or performing his duties, shall act honestly and in good faith and in what the director believes to be in the best interests of the company. Additionally, the director shall exercise the care, diligence, and skill that a reasonable director would exercise in the same circumstances taking into account, but without limitation, the nature of the company, the nature of the decision, the position of the director and the nature of his responsibilities. In addition, British Virgin Islands law provides that a director shall exercise his powers as a director for a proper purpose and shall not act, or agree to the company acting, in a manner that contravenes British Virgin Islands law or the memorandum association or articles of association of the company.

#### *Amendment of Governing Documents*

Under Delaware corporate law, with very limited exceptions, a vote of the stockholders is required to amend the certificate of incorporation. Under British Virgin Islands law, no article or regulation shall be amended, rescinded or altered, and no new article shall be made, without the approval of the members pursuant to a special resolution, unless the memorandum of association and articles of association provide otherwise.

#### *Written Consent of Directors*

Under Delaware corporate law, directors may act by written consent only on the basis of a unanimous vote. Under British Virgin Islands law, directors' consents need only a majority of directors signing to take effect.

#### *Written Consent of Shareholders*

Under Delaware corporate law, unless otherwise provided in the certificate of incorporation, any action to be taken at any annual or special meeting of stockholders of a corporation, may be taken by written consent of the holders of outstanding stock having not less than the minimum number of votes that would be necessary to take such action at a meeting. As permitted by British Virgin Islands law, shareholders' consents need only a majority of shareholders signing to take effect. Our memorandum of association and articles of association provide that, other than changes to our memorandum of association and articles of association, shareholders may approve corporate matters by way of a resolution consented to at a meeting of shareholders or in writing by a majority of shareholders entitled to vote thereon. Changes to our memorandum of association and articles of association require the approval of 66 2/3% of the votes of shareholders.

### *Shareholder Proposals*

Under Delaware corporate law, a shareholder has the right to put any proposal before the annual meeting of shareholders, provided it complies with the notice provisions in the governing documents. A special meeting may be called by the board of directors or any other person authorized to do so in the governing documents, but shareholders may be precluded from calling special meetings. British Virgin Islands law and our memorandum of association and articles of association provide that our directors shall call a meeting of the shareholders if requested in writing to do so by shareholders entitled to exercise at least 30% of the voting rights in respect of the matter for which the meeting is requested.

### *Sale of Assets*

Under Delaware corporate law, a vote of the stockholders is required to approve the sale of assets only when all or substantially all assets are being sold. In the British Virgin Islands, shareholder approval is required when more than 50% of the company's total assets by value are being disposed of or sold.

### *Dissolution; Winding Up*

Under Delaware corporate law, unless the board of directors approves the proposal to dissolve, dissolution must be approved by shareholders holding 100% of the total voting power of the corporation. Only if the dissolution is initiated by the board of directors may it be approved by a simple majority of the corporation's outstanding shares. Delaware corporate law allows a Delaware corporation to include in its certificate of incorporation a supermajority voting requirement in connection with dissolutions initiated by the board. As permitted by British Virgin Islands law and our memorandum of association and articles of association, we may be voluntarily liquidated under Part XII of the BVI Act by resolution of directors and resolution of shareholders if we have no liabilities and we are able to pay our debts as they fall due.

### *Redemption of Shares*

Under Delaware corporate law, any stock may be made subject to redemption by the corporation at its option or at the option of the holders of such stock provided there remains outstanding shares with full voting power. Such stock may be made redeemable for cash, property or rights, as specified in the certificate of incorporation or in the resolution of the board of directors providing for the issue of such stock. As permitted by British Virgin Islands law, and our memorandum of association and articles of association, shares may be repurchased, redeemed or otherwise acquired by us. Our directors must determine that immediately following the redemption or repurchase we will be able to satisfy our debts as they fall due and the value of our assets exceeds our liabilities.

### *Variation of Rights of Shares*

Under Delaware corporate law, a corporation may vary the rights of a class of shares with the approval of a majority of the outstanding shares of such class, unless the certificate of incorporation provides otherwise. As permitted by British Virgin Islands law, and our memorandum of association and articles of association, if our share capital is divided into more than one class of shares, we may vary the rights attached to any class only with the consent in writing of holders of not less than three-fourths of the issued shares of that class and holders of not less than three-fourths of the issued shares of any other class of shares which may be affected by the variation.

### *Removal of Directors*

Under Delaware corporate law, a director of a corporation with a classified board may be removed only for cause with the approval of a majority of the outstanding shares entitled to vote, unless the certificate provides otherwise. As permitted by British Virgin Islands law and our memorandum of association and articles of association, directors may be removed by resolution of directors or resolution of shareholders, with or without cause.

### *Mergers*

Under the BVI Act, two or more companies may merge or consolidate in accordance with the statutory provisions. A merger means the merging of two or more constituent companies into one of the constituent companies, and a consolidation means the uniting of two or more constituent companies into a new company. In order to merge or consolidate, the directors of each constituent company must approve a written plan of merger or consolidation which must be authorized by a resolution of shareholders.

Shareholders not otherwise entitled to vote on the merger or consolidation may still acquire the right to vote if the plan of merger or consolidation contains any provision which, if proposed as an amendment to the memorandum association or articles of association, would entitle them to vote as a class or series on the proposed amendment. In any event, all shareholders must be given a copy of the plan of merger or consolidation irrespective of whether they are entitled to vote at the meeting or consent to the written resolution to approve the plan of merger or consolidation.

### *Inspection of Books and Records*

Under Delaware corporate law, any shareholder of a corporation may for any proper purpose inspect or make copies of the corporation's stock ledger, list of shareholders and other books and records. Under the BVI Act, members, upon giving written notice to us, are entitled to inspect the register of members, the register of directors and minutes of resolutions of members, and to make copies of these documents and records.

### *Conflict of Interest*

The BVI Act provides that a director shall forthwith, after becoming aware that he is interested in a transaction entered into or to be entered into by the company, disclose that interest to the board of directors of the company. The failure of a director to disclose that interest does not affect the validity of a transaction entered into by the director or the company. A transaction entered into by us, in respect of which a director is interested, is voidable by us unless the director's interest was disclosed to the board prior to the company's entry into the transaction or was not required to be disclosed. A transaction is not voidable if the material facts of the director's interest are known by the members entitled to vote or if the transaction is approved or ratified by a resolution of members. As permitted by British Virgin Islands law and our memorandum of association and articles of association, a director interested in a particular transaction may vote on it, attend meetings at which it is considered, and sign documents on our behalf which relate to the transaction.

### *Transactions with Interested Shareholders*

Delaware corporate law contains a business combination statute applicable to Delaware public corporations whereby, unless the corporation has specifically elected not to be governed by such statute by amendment to its certificate of incorporation, it is prohibited from engaging in certain business combinations with an "interested shareholder" for three years following the date that such person becomes an interested shareholder. An interested shareholder generally is a person or group who or that owns or owned 15% or more of the target's outstanding voting stock within the past three years. This has the effect of limiting the ability of a potential acquirer to make a two-tiered bid for the target in which all shareholders would not be treated equally. The statute does not apply if, among other things, prior to the date on which such shareholder becomes an interested shareholder, the board of directors approves either the business combination or the transaction that resulted in the person becoming an interested shareholder. This encourages any potential acquirer of a Delaware public corporation to negotiate the terms of any acquisition transaction with the target's board of directors.

British Virgin Islands law has no comparable provision.

### *Independent Directors*

There are no provisions under Delaware corporate law or under the BVI Act that require a majority of our directors to be independent.

### *Cumulative Voting*

Under Delaware corporate law, cumulative voting for elections of directors is not permitted unless the company's certificate of incorporation specifically provides for it. Cumulative voting potentially facilitates the representation of minority shareholders on a board of directors since it permits the minority shareholder to cast all the votes to which the shareholder is entitled on a single director, which increases the shareholder's voting power with respect to electing such director. There are no prohibitions to cumulative voting under the laws of the British Virgin Islands, but our memorandum of association and articles of association do not provide for cumulative voting.

### *Anti-takeover Provisions in Our Memorandum of Association and Articles of Association*

Some provisions of our memorandum of association and articles of association may discourage, delay or prevent a change in control of our company or management that shareholders may consider favorable, including provisions that authorize our board of directors to issue preference shares in one or more series and to designate the price, rights, preferences, privileges and restrictions of such preference shares.

## **10.C. Material Contracts**

We have not entered into any material contracts other than in the ordinary course of business and other than those described in this annual report.

## 10.D. Exchange Controls

### *British Virgin Islands*

There are currently no exchange control regulations in the British Virgin Islands applicable to us or our shareholders.

### *The PRC*

China regulates foreign currency exchanges primarily through the following rules and regulations:

- Foreign Currency Administration Rules of 1996, as amended; and
- Administrative Rules of the Settlement, Sale and Payment of Foreign Exchange of 1996.

As we disclosed in the risk factors above, Renminbi is not a freely convertible currency at present. Under the current PRC regulations, conversion of Renminbi is permitted in China for routine current-account foreign exchange transactions, including trade and service related foreign exchange transactions, payment of dividends and service of foreign debts. Conversion of Renminbi for most capital-account items, such as direct investments, investments in PRC securities markets and repatriation of investments, however, is still subject to the approval of SAFE.

Pursuant to the above-mentioned administrative rules, foreign-invested enterprises may buy, sell and/or remit foreign currencies for current account transactions at banks in China with authority to conduct foreign exchange business by complying with certain procedural requirements, such as presentation of valid commercial documents. For capital-account transactions involving foreign direct investment, foreign debts and outbound investment in securities and derivatives, approval from SAFE is a pre-condition. Capital investments by foreign-invested enterprises outside China are subject to limitations and requirements in China, such as prior approvals from the PRC Ministry of Commerce or SAFE.

## 10.E. Taxation

The following summary of the material British Virgin Islands, PRC and U.S. tax consequences of an investment in our ADSs or ordinary shares is based upon laws and relevant interpretations thereof in effect as of the date hereof, all of which are subject to change, possibly with retroactive effect. This summary is not intended to be, nor should it be construed as, legal or tax advice and is not exhaustive of all possible tax considerations. This summary also does not deal with all possible tax consequences relating to an investment in our ADSs or ordinary shares, such as the tax consequences under state, local, non-U.S., non-PRC, and non-British Virgin Islands tax laws. Investors should consult their own tax advisors with respect to the tax consequences of the acquisition, ownership and disposition of our ADSs or ordinary shares.

### *British Virgin Islands Taxation*

All dividends, interests, rents, royalties, compensations and other amounts paid by us are exempt from all forms of taxation in the British Virgin Islands and any capital gains realized with respect to any of our shares, debt obligations, or other securities are not subject to any form of taxation in the British Virgin Islands. No estate, inheritance, succession or gift tax, rate, duty, levy or other charge is payable under BVI law by persons who are not persons resident in the British Virgin Islands with respect to any of our shares, debt obligation or other securities. There are currently no withholding taxes or exchange control regulations in the British Virgin Islands applicable to us or our shareholders. Currently, there is no income tax treaty, convention or reciprocal tax treaty regarding withholdings currently in effect between the United States and the British Virgin Islands. We will only be liable to pay payroll tax with respect to employees employed and working in the British Virgin Islands. We do not currently have, and do not intend to have in the near future, any employees in the British Virgin Islands.

### *People's Republic of China Taxation*

Under the former Income Tax Law for Enterprises with Foreign Investment and Foreign Enterprises, any dividends payable by foreign-invested enterprises to non-PRC investors were exempt from PRC withholding tax. In addition, any dividends payable, or distributions made, by us to holders or beneficial owners of our shares would not be subject to any PRC tax, provided that such holders or beneficial owners, including individuals and enterprises, were not deemed to be PRC residents under the PRC tax law and were not otherwise subject to PRC tax.

On March 16, 2007, the PRC National People's Congress approved and promulgated a new PRC Enterprise Income Tax Law, which took effect as of January 1, 2008. Under the new tax law, enterprises established under the laws of non-PRC jurisdictions but whose "de facto management body" are located in China are considered "resident enterprises" for PRC tax purposes. Under the implementation regulations issued by the State Council relating to the new tax law, "de facto management body" is defined as the body that has material and overall management control over the business, personnel, accounts and properties of an enterprise. In April 2009, the PRC State Administration of Taxation promulgated a circular to clarify the definition of "de facto management body" for enterprises incorporated overseas with controlling shareholders being PRC enterprises. It remains unclear how the tax authorities will treat an overseas enterprise invested or controlled by another overseas enterprise and ultimately controlled by PRC individual residents as is in our case. We are currently not treated as a PRC resident enterprise by the relevant tax authorities. Since substantially all of our management is currently based in China and may remain in China in the future, we may be treated as a "resident enterprise" for the PRC tax purposes, in which case, we will be subject to PRC income tax as to our worldwide income at a uniform income tax rate of 25%. In addition, the new tax law provides that dividend income between qualified "resident enterprises" is exempt from income tax.



Moreover, the new tax law provides that an income tax rate of 10% is normally applicable to dividends payable for earnings derived since January 1, 2008 to non-PRC investors who are “non-resident enterprises,” to the extent such dividends are derived from sources within China. We are a British Virgin Islands holding company and substantially all of our income is derived from dividends, if any, we receive from our operating subsidiaries located in China. Thus, dividends payable to us by our subsidiaries in China may be subject to the 10% withholding tax if we are considered as a “non-resident enterprise” under the new tax law.

Moreover, non-resident individual investors may be required to pay PRC individual income tax at a rate of 20% on interests or dividends payable to the investors or any capital gains realized from the transfer of ADSs or ordinary shares if such gains are deemed income derived from sources within the PRC. Under the Individual Income Tax Law or the IIT Law, non-resident individual refers to an individual who has no domicile in China and does not stay in the territory of China or who has no domicile in China and has stayed in the territory of China for less than one year. Pursuant to the IIT Law and its implementation rules, for purposes of the PRC capital gains tax, the taxable income will be the balance of the total income obtained from the transfer of the ADSs or ordinary shares minus all the costs and expenses that are permitted under PRC tax laws to be deducted from the income. Therefore, if we are considered as a PRC “resident enterprise” and dividends we pay with respect to our ADSs or ordinary shares and the gains realized from the transfer of our ADSs or ordinary shares are considered income derived from sources within the PRC by relevant competent PRC tax authorities, such gains earned by non-resident individuals may also be subject to PRC withholding tax at a rate of 20%.

Under the currently available guidance of the new tax law, dividends payable by us to our shareholders should not be deemed to be derived from sources within China and therefore should not be subject to withholding tax at 10%, or a lower rate if reduced by a tax treaty or agreement. However, what will constitute income derived from sources within China is currently unclear. In addition, gains on the disposition of our shares should not be subject to PRC withholding tax. However, these conclusions are not entirely free from doubt. In addition, it is possible that these rules may change in the future, possibly with retroactive effect.

#### *United States Federal Income Taxation*

The following is a discussion of the material U.S. federal income tax considerations that may apply to an investor with respect to the acquisition, ownership and disposition of our ADSs or ordinary shares. This discussion does not purport to address all of the tax consequences of owning our ADSs or ordinary shares with respect to all categories of investors that acquire our ADSs or ordinary shares, some of which (such as financial institutions, regulated investment companies, real estate investment trusts, tax-exempt organizations, insurance companies, persons holding our ADSs or ordinary shares as part of a hedging, integrated, conversion, straddle or constructive sale transaction, traders in securities that have elected the mark-to-market method of accounting for their securities, persons liable for alternative minimum tax, persons who are investors in pass-through entities, grantor trusts, persons who own, directly or indirectly under applicable constructive ownership rules, 10% or more (by voting power) of our ADSs or ordinary shares, persons who received our ADSs or ordinary shares pursuant to the exercise of an option or otherwise as compensation, certain former citizens and long-term residents of the United States, dealers in securities or currencies and investors whose functional currency is not the U.S. dollar) may be subject to special rules. This discussion addresses only holders who purchase our ADSs or ordinary shares and hold such ADSs or ordinary shares as a capital asset (i.e., generally for investment). Moreover, this discussion is based on the Internal Revenue Code of 1986, as amended (or the Code), existing and proposed Treasury regulations promulgated under the Code, published rulings, and administrative and judicial interpretations of the Code, all as currently in effect as of the date of hereof, all of which are subject to change, possibly with retroactive effect. Investors should consult their own tax advisors regarding the tax consequences arising in their own particular situation under U.S. federal, state, local or foreign law or the United States – PRC income tax treaty with respect to the acquisition, ownership or disposition of our ADSs or ordinary shares.

For purposes of this discussion, the term “U.S. Holder” means (except as described in the preceding paragraph) a beneficial owner of our ADSs or ordinary shares that is, for United States federal income tax purposes, (i) an individual U.S. citizen or resident, (ii) a corporation (or other entity taxable as a corporation) created or organized under the laws of the United States or any political subdivision thereof, or the District of Columbia, (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source or (iv) a trust if either (x) a court within the United States is able to exercise primary jurisdiction over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (y) the trust has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person. A beneficial owner of our ADSs or ordinary shares (other than a partnership) that is not a U.S. Holder is referred to below as a “Non-U.S. Holder.”

If a partnership, or an entity treated for U.S. federal income tax purposes as a partnership, such as a limited liability company, holds our ADSs or ordinary shares, the tax treatment of a partner in such partnership will depend on the status of the partner and upon the activities of the partnership. A partner in such a partnership holding our ADSs or ordinary shares, you should consult its tax advisor.

#### *United States Federal Income Taxation of U.S. Holders*

##### *Distributions*

Subject to the discussion of Passive Foreign Investment Companies, or PFICs, below, distributions made by us with respect to our ADSs or ordinary shares to a U.S. Holder will constitute dividends to the extent of our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Distributions in excess of our earnings and profits will be treated first as a nontaxable return of capital to the extent of the U.S. Holder's tax basis in our ADSs or ordinary shares, and thereafter as capital gain. Because we are not a U.S. corporation, U.S. Holders that are corporations will generally not be entitled to claim a dividends-received deduction with respect to any distributions they receive from us.

Subject to the discussion of PFICs below, dividends paid on our ADSs or ordinary shares that are received by U.S. Holders that are individuals, estates or trusts will be taxed at the rate applicable to long-term capital gains (a maximum rate of 15% for taxable years beginning on or before December 31, 2012), provided that such dividends meet the requirements of "qualified dividend income." For this purpose, qualified dividend income includes dividends paid by a non-U.S. corporation if certain holding period and other requirements are met, and the stock of the non-U.S. corporation with respect to which dividends are paid is readily tradable on an established securities market in the U.S. (such as the Nasdaq Global Market). Dividends that fail to meet such requirements, and dividends received by corporate U.S. Holders, are taxed at ordinary income rates. No dividend received by a U.S. Holder will be a qualified dividend (i) if the U.S. Holder held the ordinary share with respect to which the dividend was paid for less than 61 days during the 121-day period beginning on the date that is 60 days before the ex-dividend date with respect to such dividend, excluding for this purpose, under the rules of Code Section 246(c), any period during which the U.S. Holder has an option to sell, is under a contractual obligation to sell, has made and not closed a short sale of, is the grantor of a deep-in-the-money or otherwise nonqualified option to buy, or has otherwise diminished its risk of loss by holding other positions with respect to, such ordinary share (or substantially identical securities); or (ii) to the extent that the U.S. Holder is under an obligation (pursuant to a short sale or otherwise) to make related payments with respect to positions in property substantially similar or related to the ADS or ordinary share with respect to which the dividend is paid. If we were to be a "passive foreign investment company" (as such term is defined in the Code) for any taxable year, dividends paid on our ADSs or ordinary shares in such year or in the following taxable year would not be qualified dividends. In addition, a non-corporate U.S. Holder will be able to take a qualified dividend into account in determining its deductible investment interest (which is generally limited to its net investment income) only if it elects to do so; in such case the dividend will be taxed at ordinary income rates.

##### *Sale, Exchange or Other Disposition of ADSs or ordinary shares*

Subject to the discussion of PFICs below, a U.S. Holder will recognize taxable gain or loss upon a sale, exchange or other taxable disposition of our ADSs or ordinary shares in an amount equal to the difference between the amount realized by the U.S. Holder from such disposition and the U.S. Holder's tax basis in such stock. Such gain or loss will be treated as long-term capital gain or loss if the U.S. Holder's holding period is greater than one year at the time of the disposition. Long-term capital gains of non-corporate U.S. Holders may be eligible for reduced rates of taxation. A U.S. Holder's ability to deduct capital losses is subject to certain limitations.

##### *Tax Consequences If We Are A Passive Foreign Investment Company*

We will be a passive foreign investment company (a "PFIC") if, after applying certain pass-through rules, either: (i) 75% or more of our gross income in any taxable year consists of "passive income" (including dividends, interest, gains from the sale or exchange of investment property and certain rents and royalties); or (ii) at least 50% of our assets in any taxable year (averaged over the year and generally determined on a quarterly basis) produce or are held for the production of passive income.

We do not believe that we were a PFIC for our 2012 taxable year. However, because the determination of our PFIC status is based on such factual matters as the composition of our income and assets the valuation of our assets, and our market capitalization, there is no assurance that the United States Internal Revenue Service ("IRS") will agree with our position for the 2012 taxable year or any prior taxable year. In addition, there can be no assurance that we will not become a PFIC for the current taxable year ending December 31, 2013 or in future taxable years.

If we were to be treated as a PFIC for any taxable year during the period in which a U.S. Holder owns our ADSs or ordinary shares (and regardless of whether we remain a PFIC for subsequent taxable years), each U.S. Holder who is treated as owning our stock for purposes of the PFIC rules would be liable to pay U.S. federal income tax at the highest applicable income tax rates on ordinary income upon the receipt of "excess distributions" (i.e., the portion of any distributions received by the U.S. Holder on our ADSs or ordinary shares in a taxable year in excess of 125 percent of the average annual distributions received by the U.S. Holder in the three preceding taxable years, or, if shorter, the U.S. Holder's holding period for the ADSs or ordinary shares) and on any gain from the disposition of our ADSs or ordinary shares, plus interest on a portion of such amounts, as if such excess distributions or gain had been recognized ratably over the U.S. Holder's holding period of our ADSs or ordinary shares.



The above rules relating to the taxation of excess distributions and dispositions will not apply to a U.S. Holder who has made a timely “qualified electing fund” (“QEF”) election for all taxable years that the holder has held our ADSs or ordinary shares and if we comply with certain reporting requirements. Instead, each U.S. Holder who has made a timely QEF election is required for each taxable year that we are a PFIC to include in income a pro rata share of our ordinary earnings as ordinary income and a pro rata share of our net capital gain as long term capital gain, regardless of whether we have made any distributions of the earnings or gain. The U.S. Holder’s basis in our ADSs or ordinary shares will be increased to reflect taxed but undistributed income. Distributions of income that had been previously taxed will result in a corresponding reduction in the basis of the ADSs or ordinary shares and will not be taxed again once distributed. A U.S. Holder making a QEF election will generally recognize capital gain or loss on the sale, exchange or other taxable disposition of our ADSs or ordinary shares. If we determine that we are a PFIC for any taxable year, we may provide each U.S. Holder with all necessary information in order to make the QEF election described above.

Alternatively, if we were to be treated as a PFIC for any taxable year and provided that our ADSs or ordinary shares are treated as “marketable stock” (e.g., “regularly traded” on the Nasdaq Global Market) a U.S. Holder may make a mark-to-market election. Under a “mark-to-market” election, in any taxable year that we are a PFIC, any excess of the fair market value of the ADSs or ordinary shares at the close of any taxable year over the U.S. Holder’s adjusted tax basis in the ADSs or ordinary shares is included in the U.S. Holder’s income as ordinary income. In addition, the excess, if any, of the U.S. Holder’s adjusted tax basis at the close of any taxable year over the fair market value of the ADSs or ordinary shares is deductible in an amount equal to the lesser of the amount of the excess or the amount of the net mark-to-market gains that the U.S. Holder included in income in prior years. A U.S. Holder’s tax basis in its ADSs or ordinary shares would be adjusted to reflect any such income or loss. For any taxable year that we are a PFIC, gain realized on the sale, exchange or other disposition of our ADSs or ordinary shares would be treated as ordinary income, and any loss realized on the sale, exchange or other disposition of the ADSs or ordinary shares would be treated as ordinary loss to the extent that such loss does not exceed the net mark-to-market gains previously included by the U.S. Holder. There can be no assurances that there will be sufficient trading volume with respect to the ADSs or ordinary shares for the ADSs or ordinary shares to be considered “regularly traded,” or that our ADSs or ordinary shares will continue to trade on the Nasdaq Global Market. Accordingly, there are no assurances that our ADSs or ordinary shares will be marketable stock for these purposes.

A U.S. Holder who holds our ADSs or ordinary shares during a period when we are a PFIC will be subject to the foregoing rules for that taxable year and all subsequent taxable years with respect to that U.S. Holder’s holding of our ADSs or ordinary shares, even if we cease to be a PFIC, subject to certain exceptions for U.S. Holders who made a timely mark-to-market or QEF election. U.S. Holders are urged to consult their tax advisors regarding the PFIC rules in the event that we are a PFIC, including as to the advisability and consequences of making a QEF or mark-to-market election.

#### *U.S. Federal Income Taxation of Non-U.S. Holders*

Except as described in “Backup Withholding and Information Reporting” below, non-U.S. Holders will generally not be subject to U.S. federal income tax or withholding tax on the payment of dividends on, and the proceeds from the disposition of, our ADSs or ordinary shares unless, in the case of U.S. federal income taxes, the income is effectively connected with the conduct by the Non-U.S. Holder of a trade or business in the United States (“effectively connected income”) (and, if an income tax treaty applies, the income is attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States or, in the case of an individual, the income is attributable to a fixed place of business).

Non-U.S. Holders will generally not be subject to U.S. federal income tax or withholding tax on any gain realized upon the sale, exchange or other disposition of our ADSs or ordinary shares, unless either:

- the gain is effectively connected income (or, if a treaty applies, the gain is attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States or, in the case of an individual, the income is attributable to a fixed place of business); or
- the Non-U.S. Holder is an individual who is present in the United States for 183 days or more during the taxable year of disposition and certain other conditions are met.

Effectively connected income may be subject to regular U.S. federal income tax in the same manner as discussed in the section above relating to the taxation of U.S. Holders, unless exempt under an applicable income tax treaty. In addition, effectively connected income of a corporate Non-U.S. Holder may be subject to an additional branch profits tax at a rate of 30%, or at a lower rate as may be specified by an applicable income tax treaty.

Non-U.S. Holders may be subject to tax in jurisdictions other than the United States on dividends received from us on our ADSs or ordinary shares and on any gain realized upon the sale, exchange or other disposition of our ADSs or ordinary shares. Non-U.S. Holders should consult with their own tax advisors regarding such other jurisdictions.

*Backup Withholding and Information Reporting*

U.S. Holders (other than certain exempt recipients) may be subject to information reporting requirements with respect to the payment of dividends on, or proceeds from the disposition of, our ADSs or ordinary shares. In addition, a U.S. Holder may be subject, under certain circumstances, to backup withholding at a rate of up to 28% with respect to dividends paid on, or proceeds from the disposition of, our ADSs or ordinary shares unless the U.S. Holder provides proof of an applicable exemption or correct taxpayer identification number and otherwise complies with applicable requirements of the backup withholding rules. A U.S. Holder of our ADSs or ordinary shares who provides an incorrect taxpayer identification number may be subject to penalties imposed by the IRS.

Non-U.S. Holders are generally not subject to information reporting or backup withholding with respect to dividends paid on, or proceeds from the disposition of, our ADSs or ordinary shares, provided that the Non-U.S. Holder provides its taxpayer identification number, certifies to its foreign status, or establishes another exemption to the information reporting or back-up withholding requirements.

**10.F. Dividends and Paying Agents**

Not Applicable.

**10.G. Statement by Experts**

Not Applicable.

**10.H. Documents on Display**

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and will file reports, registration statements and other information with the SEC. The Company's reports, registration statements and other information can be inspected on the SEC's website at [www.sec.gov](http://www.sec.gov) and such information can also be inspected and copies ordered at the public reference facilities maintained by the SEC at the following location: 100 F Street NE, Washington, D.C. 20549. You may also visit us on the world wide web at <http://www.ossennnovation.com>. However, information contained on our website does not constitute a part of this annual report.

**10.I. Subsidiary Information**

Not Applicable.

**ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Financial instruments that expose us to concentrations of credit risk primarily consist of cash and accounts receivables. The maximum amount of loss due to credit risk in the event of other parties failing to perform their obligations is represented by the carrying amount of each financial asset as stated in our consolidated balance sheets.

As of December 31, 2012, 2011 and 2010, substantially all of our cash included bank deposits in accounts maintained within the PRC where there is currently no rule or regulation in place for obligatory insurance to cover bank deposits in the event of bank failure. However, we have not experienced any losses in such accounts and we believe we are not exposed to any significant risks on our cash in bank accounts.

We are exposed to various types of market risks, including changes in foreign exchange rates, commodity prices and inflation in the normal course of business.

*Interest rate risk*

We are subject to risks resulting from fluctuations in interest rates on our bank balances. A substantial portion of our cash is held in China in interest bearing bank deposits and denominated in RMB. To the extent that we may need to raise debt financing in the future, upward fluctuations in interest rates would increase the cost of new debt. We do not currently use any derivative instruments to manage our interest rate risk.

### *Commodity price risk*

Certain raw materials used by us are subject to price volatility caused by supply conditions, political and economic variables and other unpredictable factors. The primary purpose of our commodity price management activities is to manage the volatility associated with purchases of commodities in the normal course of business. We do not speculate on commodity prices.

### *Foreign exchange risk*

The RMB is not a freely convertible currency. The PRC government may take actions that could cause future exchange rates to vary significantly from current or historical exchange rates. Fluctuations in exchange rates may adversely affect the value of any dividends we declare.

Very limited hedging transactions are available in China to reduce our exposure to exchange rate fluctuations. To date, we have not entered into any hedging transactions in an effort to reduce our exposure to foreign currency exchange risk. While we may enter into hedging transactions in the future, the availability and effectiveness of these transactions may be limited, and we may not be able to successfully hedge our exposure at all. In addition, our foreign currency exchange losses may be magnified by PRC exchange control regulations that restrict our ability to convert RMB into foreign currencies.

### *Inflation risk*

Inflationary factors such as increases in the cost of our products and overhead costs may adversely affect our operating results. A high rate of inflation may have an adverse effect on our ability to maintain current levels of gross margin and selling, general and administrative expenses as a percentage of net revenues if the selling prices of our products do not increase proportionately with these increased costs.

## **ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

The depositary may charge each person to whom ADSs are issued, including, without limitation, issuances against deposits of shares, issuances in respect of share distributions, rights and other distributions, issuances pursuant to a stock dividend or stock split declared by us or issuances pursuant to a merger, exchange of securities or any other transaction or event affecting the ADSs or deposited securities, and each person surrendering ADSs for withdrawal of deposited securities or whose ADRs are cancelled or reduced for any other reason, \$5.00 for each 100 ADSs (or any portion thereof) issued, delivered, reduced, cancelled or surrendered, as the case may be. The depositary may sell (by public or private sale) sufficient securities and property received in respect of a share distribution, rights and/or other distribution prior to such deposit to pay such charge.

The following additional charges shall be incurred by the ADR holders, by any party depositing or withdrawing shares or by any party surrendering ADSs or to whom ADSs are issued (including, without limitation, issuance pursuant to a stock dividend or stock split declared by us or an exchange of stock regarding the ADRs or the deposited securities or a distribution of ADSs), whichever is applicable:

- a fee of US\$1.50 per ADR or ADRs for transfers of certificated or direct registration ADRs;
- a fee of up to US\$0.05 per ADS for any cash distribution made pursuant to the deposit agreement;
- a fee of up to US\$0.05 per ADS per calendar year (or portion thereof) for services performed by the depositary in administering the ADRs (which fee may be charged on a periodic basis during each calendar year and shall be assessed against holders of ADRs as of the record date or record dates set by the depositary during each calendar year and shall be payable in the manner described in the next succeeding provision);
- reimbursement of such fees, charges and expenses as are incurred by the depositary and/or any of the depositary's agents (including, without limitation, the custodian and expenses incurred on behalf of holders in connection with compliance with foreign exchange control regulations or any law or regulation relating to foreign investment) in connection with the servicing of the shares or other deposited securities, the delivery of deposited securities or otherwise in connection with the depositary's or its custodian's compliance with applicable law, rule or regulation (which charge shall be assessed on a proportionate basis against holders as of the record date or dates set by the depositary and shall be payable at the sole discretion of the depositary by billing such holders or by deducting such charge from one or more cash dividends or other cash distributions);
- stock transfer or other taxes and other governmental charges;
- cable, telex and facsimile transmission and delivery charges incurred at your request in connection with the deposit or delivery of shares;
- transfer or registration fees for the registration of transfer of deposited securities on any applicable register in connection with the deposit or withdrawal of deposited securities; and

- expenses of the depositary in connection with the conversion of foreign currency into U.S. dollars.

We will pay all other charges and expenses of the depositary and any agent of the depositary (except the custodian) pursuant to agreements from time to time between us and the depositary. The charges described above may be amended from time to time by agreement between us and the depositary.

Our depositary has agreed to reimburse us for certain expenses we incur that are related to establishment and maintenance of the ADR program, including investor relations expenses and exchange application and listing fees. Neither the depositary nor we can determine the exact amount to be made available to us because (i) the number of ADSs that will be issued and outstanding, (ii) the level of fees to be charged to holders of ADSs and (iii) our reimbursable expenses related to the ADR program are not known at this time. The depositary collects its fees for issuance and cancellation of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deduction from cash distributions, or by directly billing investors, or by charging the book-entry system accounts of participants acting for them. The depositary will generally set off the amounts owing from distributions made to holders of ADSs. If, however, no distribution exists and payment owing is not timely received by the depositary, the depositary may refuse to provide any further services to holders that have not paid those fees and expenses owing until such fees and expenses have been paid.

At the discretion of the depositary, all fees and charges owing under the deposit agreement are due in advance and/or when declared owing by the depositary.

## PART II

### ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

Not Applicable.

### ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

#### Use of Proceeds

We completed our initial public offering of 5,000,000 ordinary shares, in the form of ADSs, at \$4.50 per ADS in December 2010, after our ordinary shares and ADRs were registered under the Securities Act. The aggregate price of the offering amount registered and sold was \$22.5 million, of which we received \$20.3 million. The effective date of our registration statement on Form F-1 (File number: 333-168496) was December 20, 2010. Global Hunter Securities, LLC and Knight Capital Markets LLC acted as joint book-runners of our initial public offering.

The amount of expenses incurred by us in connection with the issuance and distribution of the registered securities in our initial public offering totaled \$2.155 million, including \$1.575 million for underwriting discounts and commissions and approximately \$0.58 million for other expenses. None of the payments were direct or indirect payments to our directors, officers, general partners of our associates, persons owning 10% or more of any class of our shares, or any of our affiliates.

We received net proceeds of \$20.3 million from our initial public offering. Our intention was to use the proceeds to increase our production capacity for rare earth coated products. To date, we have spent \$7.9 million as prepayments for the purchase of manufacturing equipment. The expansion was postponed as a result of unfavorable business climate in China in 2011 and 2012, primarily driven by tightened credit environment, the funding difficulties faced by Ministry of Railways of China and the high speed railway accident in South China in July 2011. Our current plan is to complete installation of the new production lines in the first half of 2014, pending our ability to expand our business and the general business environment in China at that time.

We intend to use cash generated from operations and bank borrowings to fund any remaining costs related to the expansion of our facilities.

## ITEM 15. CONTROLS AND PROCEDURES

### (a) *Disclosure Controls and Procedures*

Under the supervision and with the participation of our management, including our principal executive officer and our principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended. In 2012, the SEC requested that we review our analysis of Rule 5-04(c) of Regulation S-X and as a result, we amended our annual report for the year ended December 31, 2011 and filed a financial statement schedule with the amended annual report. In response to the SEC's comment, we instituted corrective measures and will evaluate the effectiveness of our disclosure controls and procedures, as defined under Exchange Act Rule 13a-15(e), including Rule 5-04(c) of Regulation S-X and have included the financial statement schedule as required in this annual report. Although we believe the financial statement schedule does not change or impact our consolidated financial statements, due to omission of filing of the financial statement schedule, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this annual report.

### (b) *Management's Report on Internal Control Over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such item is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, for our company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements in accordance with U.S. GAAP and 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 a company's assets, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that a company's receipts and expenditures are being made only in accordance with authorizations of a company's management and directors, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of a company's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management has conducted an assessment, including testing of the design and the effectiveness of our internal control over financial reporting as of December 31, 2012. In making its assessment, management used the criteria in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

The Company identified deficiencies related to corporate governance, management's application of disclosure requirements for SEC reporting and documentation of our financial statement reporting process. Such deficiencies are common for companies of our size who are new to the U.S. capital market. Our current internal accounting department responsible for financial reporting of the Company, on a consolidated basis, is relatively new to U.S. GAAP and the related internal control procedures required of U.S. public companies. Although our accounting staffs are professional and experienced in accounting requirements and procedures generally accepted in the PRC, management has determined that they require additional training and assistance in U.S. GAAP methods and SEC reporting. In addition, the SEC requested that we review our analysis of Rule 5-04(c) of Regulation S-X and as a result, we amended our year ended December 31, 2011 annual report and have filed a financial statement schedule with this annual report. Although we believe the financial statement schedule does not change or impact our consolidated financial statements, due to omission of filing of the financial statement schedule, our principal executive officer and principal financial officer determined that our disclosure controls and procedures were not effective as of December 31, 2011. The Company has instituted corrective measures and will evaluate the effectiveness of our disclosure controls and procedures, as defined under Exchange Act Rule 13a-15(e), including Rule 5-04(c) of Regulation S-X and will file the financial statement schedule as required.

Based on this assessment, management concluded that our internal controls over financial reporting were not effective as of December 31, 2012 due to the material weakness in the Company's internal controls over financial reporting.

### (c) *Attestation Report of Independent Registered Public Accounting Firm*

We are a non-accelerated filer under the rules of the Securities and Exchange Commission. Accordingly, we are not required to include in this annual report an attestation report of our independent registered public accounting firm.

### (d) *Changes in Internal Control over Financial Reporting*

There were no changes in our internal controls over financial reporting during our fiscal year ended December 31, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

(e) Remediation Initiatives

As a result of the foregoing material weaknesses, as of December 31, 2012, the Company's audit committee of its Board of Directors has undertaken to further review internal controls along with management and in cooperation with outside consultants in order to remediate all existing material weaknesses and internal control deficiencies.

Management intends to take the following further specific actions to address the deficiencies that are identified during the fiscal year 2012 and strengthen our internal control over financial reporting:

- to review documented policies, procedures and controls related to the key processes we use to identify material information, prepare regulatory filings and other public documents, and communicate information to external parties to ensure they are complete and effective;
- to review documented controls and procedures to ensure they are properly implemented and effective to enhance the overall completeness, accuracy, consistency and timeliness of our disclosures;
- to identify and assess key risks that may impact our ability to disclose material information and prepare regulatory filings that are complete, accurate, consistent and timely;
- to enhance open and candid communication between all parties involved in operations, governance and financial and regulatory reporting, and a strong control and governance environment;
- to create positions and allocate sufficient resources to achieve an effective disclosure controls and procedures; and
- to establish direct reporting procedures from the Chief Accounting Officer to the Chief Financial Officer to ensure a better overview of the Company's financial reporting system by the CFO.

Our management, including our Chief Executive Officer and our Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent or detect 100% of all errors and fraud that may occur. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. And management believes that the steps we are taking are necessary for remediation of the material weaknesses identified above, and we will continue to monitor the effectiveness of these steps and to make any changes that our management deems appropriate.

**ITEM 16. RESERVED**

**ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our audit committee consists of Junhong Li, Yingli Pan and Xiaobing Liu. Our board of directors has determined that Junhong Li, Yingli Pan and Xiaobing Liu are "independent directors" within the meaning of Nasdaq Stock Market Rule 5605(a)(2) and meet the criteria for independence set forth in Rule 10A-3(b) of the Exchange Act. Junhong Li meets the criteria of an audit committee financial expert as set forth under the applicable rules of the SEC.

**ITEM 16B. CODE OF ETHICS**

Our board of directors has adopted a code of business conduct and ethics. The purpose of the code is to promote ethical conduct and deter wrongdoing. The policies outlined in the Code are designed to ensure that our directors, executive officers and employees act in accordance with not only the letter but also the spirit of the laws and regulations that apply to our business. We expect our directors, executive officers and employees to exercise good judgment, to uphold these standards in their day-to-day activities, and to comply with all applicable policies and procedures in the course of their relationship with the company. Any amendment to or waivers of the Code for members of our board of directors and our executive officers that are required to be disclosed by the rules of the SEC or Nasdaq will be disclosed on our website at <http://www.osseninovation.com> within four business days following the amendment or waiver. During fiscal year 2012, no amendments to or waivers from the Code were made or given for any of our executive officers.

Our code of business conduct and ethics are publicly available on our website at <http://www.osseninnovation.com>.

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

	<b>Year Ended December 31, 2012</b>	<b>Year Ended December 31, 2011</b>
Audit fees*	\$ 285,000	\$ 510,000

\*Audit Fees – This category includes the audit of our annual financial statements, review of financial statements included in our quarterly reports and services that are normally provided by the independent registered public accounting firm in connection with engagements for those years and services that are normally provided by our independent registered public accounting firm in connection with statutory audits and Securities and Exchange Commission regulatory filings or engagements.

The policy of our audit committee and our board of directors is to pre-approve all audit and non-audit services provided by our principal auditors, including audit services, audit-related services, and other services as described above, other than those for de minimis services which are approved by the audit committee or our board of directors prior to the completion of the services.

**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not Applicable.

**ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

Not Applicable.

**ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT**

Not Applicable.

**ITEM 16G. CORPORATE GOVERNANCE**

Our ADSs are listed on the Nasdaq Global Market, or Nasdaq. As such, we are subject to corporate governance requirements imposed by Nasdaq. Under Nasdaq rules, listed non-US companies such as ourselves may, in general, follow their home country corporate governance practices in lieu of some of the Nasdaq corporate governance requirements. A Nasdaq-listed non-US company is required to provide a general summary of the significant differences to its US investors either on the company website or in its annual report distributed to its US investors. We are committed to a high standard of corporate governance. As such, we endeavor to comply with the Nasdaq corporate governance practices and there is no significant difference between our corporate governance practices and what the Nasdaq requires of domestic U.S. companies.

**PART III**

**ITEM 17. FINANCIAL STATEMENTS**

Not applicable.

**ITEM 18. FINANCIAL STATEMENTS**

The consolidated financial statements and related notes required by this item are contained on pages F-1 through F-41.

**ITEM 19. EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Documents</b>
1.1	Amended and Restated Memorandum of Association <sup>(1)</sup>
1.2	Amended and Restated Articles of Association <sup>(1)</sup>
2.1	Form of American Depositary Receipt (included in Exhibit 2.3)
2.2	Form of Ordinary Share Certificate <sup>(1)</sup>
2.3	Form of Deposit Agreement <sup>(3)</sup>
4.1	Share Exchange Agreement between Ultra Glory International Ltd., the shareholder of Ultra Glory International Ltd., Ossen Innovation Materials Group Co., Ltd. and the Shareholders of Ossen Innovation Materials Group Co., Ltd., dated July 7, 2010 <sup>(2)</sup>
4.2	Form of Sales Contract between Ossen Innovation Materials Co. Ltd. and Shanghai Zhaoyang New Metal Material Co., Ltd. <sup>(2)</sup>
4.5	Form of Sales Contract between Ossen Innovation Materials Co., Ltd. and Zhangjiagang Ruifeng Iron and Steel Co., Ltd. <sup>(2)</sup>
4.6	Form of Coating Processing Agreement between Ossen Innovation Materials Co., Ltd. and Zhangjiagang Ruifeng Iron and Steel Co., Ltd. <sup>(2)</sup>
4.7	Form of Purchase Contract between Ossen Innovation Materials Co., Ltd. and Zhangjiagang Free Trade Zone B.M. International Trading Co., Ltd. <sup>(2)</sup>
4.8	Form of Sales Contract between Shanghai Z.F.X. Steel Co., Ltd. and Ossen Innovation Materials Co. Ltd. <sup>(2)</sup>
4.9	Form of Purchase Contract between Ossen Innovation Materials Co., Ltd. and Zhangjiagang Free Trade Zone JinDe Trading Co., Ltd. <sup>(2)</sup>
4.10	Form of Purchase Contract between Ossen Innovation Materials Co., Ltd. and Jiangsu Shagang Group Co., Ltd. <sup>(2)</sup>
4.11	Employment Contract by and between Ossen Innovation Co., Ltd. and Liang Tang, dated November 24, 2010 <sup>(2)</sup>
4.12	Form of Stabilization Processing Agreement between Shanghai Zhaoyang New Metal Material Co., Ltd. and Ossen Innovation Materials Co., Ltd. <sup>(2)</sup>
4.13	Form of Loan Contract between Ossen Innovation Materials Co., Ltd. and Feicuiyuan Branch, Huishang Bank <sup>(2)</sup>
4.14	Form of Loan Guarantee Contract between Shanghai Ossen Investment Co., Ltd. and Feicuiyuan Branch, Huishang Bank <sup>(2)</sup>
4.15	Form of Loan Guarantee Contract between Shanghai Z.F.X. Steel Co., Ltd. and Feicuiyuan Branch, Huishang Bank <sup>(2)</sup>
4.16	Cooperation Agreement between Ossen (Jiujiang) Steel Wire & Cable Co., Ltd., Shanghai Machinery Manufacturing Technology Research Institute, Organization Department of Jiujiang Committee of CPC and Jiujiang Bureau of Science and Technology, dated January 2008 <sup>(2)</sup>
4.17	Employment Agreement, dated March 1, 2013, entered into by the Company and Feng Peng. *
8.1	Subsidiaries of the Registrant <sup>(2)</sup>
12.1	CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 *
12.2	CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 *
13.1	CEO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *
13.2	CFO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *



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\* Attached as an exhibit hereto.

- (1) Incorporated by reference to our Registration Statement on Form F-1/A, filed on September 29, 2010.
- (2) Incorporated by reference to our Shell Company Report on Form 20-F, filed on July 12, 2010.
- (3) Incorporated by reference to our Registration Statement on Form F-6, filed on December 3, 2010.

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

**OSSEN INNOVATION CO., LTD.**

/s/ Wei Hua

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Name: Wei Hua  
Title: Chief Executive Officer

Date: April 29, 2013

**OSSEN INNOVATION CO., LTD.**  
**AND SUBSIDIARIES**  
**CONSOLIDATED FINANCIAL STATEMENTS**

OSSEN INNOVATION CO., LTD. AND SUBSIDIARIES

CONTENTS

<b>PAGE</b>	<b>F-1</b>	<b>REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDED DECEMBER 31, 2012 AND 2011</b>
<b>PAGE</b>	<b>F-3-F-4</b>	<b>CONSOLIDATED BALANCE SHEETS AS OF DECEMBER 31, 2012 AND 2011</b>
<b>PAGE</b>	<b>F-5</b>	<b>CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010</b>
<b>PAGE</b>	<b>F-6</b>	<b>CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010</b>
<b>PAGE</b>	<b>F-7-F-8</b>	<b>CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010</b>
<b>PAGE</b>	<b>F-9 –F-51</b>	<b>NOTES TO CONSOLIDATED FINANCIAL STATEMENTS</b>

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders  
Ossen Innovation Co., Ltd.  
Shanghai, China

We have audited the accompanying consolidated balance sheets of Ossen Innovation Co., Ltd. as of December 31, 2012 and 2011 and the related consolidated statements of operations and other comprehensive income, shareholders' equity, and cash flows for the three years then ended. In connection with our audits of the financial statement, we have also audited the financial statement schedules listed in the accompanying index. These consolidated financial statements and schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and schedules based on our audit.

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 audit 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 financial position of Ossen Innovation Co., Ltd. as of December 31, 2012 and 2011 and the results of its operations and its cash flows for the three years then ended in conformity with accounting principles generally accepted in the United States of America.

Also, in our opinion, the financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

**/s/ BDO China Dahua CPA Co., Ltd.**

Shenzhen, People's Republic of China  
April 29, 2013

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Shareholders  
Ossen Innovation Co. Ltd.  
Shanghai, China

The audits referred to in our report dated April 29, 2013 relating to the consolidated financial statements of Ossen Innovation Co., Ltd., which is contained in Item 18 of this Form 20-F also included the audit of the financial statement schedules listed in the accompanying index. These financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statement schedules based on our audits.

In our opinion such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

**/s/ BDO China Dahua CPA Co., Ltd.**

Shenzhen, People's Republic of China  
April 29, 2013

**OSSEN INNOVATION CO., LTD AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS AS OF DECEMBER 31, 2012 AND 2011**

	December,31	
	2012	2011
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 1,996,764	\$ 1,568,261
Restricted cash	25,407,499	19,764,900
Note receivable-bank acceptance note	394,079	10,851,616
Accounts receivable, net of allowance for doubtful accounts of \$1,277,091 and \$384,311 as of December 31, 2012 and 2011, respectively	45,734,381	48,049,722
Inventories	9,807,044	17,222,664
Advance to suppliers	77,948,496	41,391,174
Other current assets	1,904,626	6,495,241
Notes receivable from related party – bank acceptance notes	1,830,208	-
Accounts receivable from related party	-	20,799
<b>Total current assets</b>	<b>165,023,097</b>	<b>145,364,377</b>
Property, plant and equipment, net	9,707,587	11,022,916
Land use rights, net	4,317,669	4,380,708
Prepayment for plant and equipment	7,933,361	7,869,529
<b>TOTAL ASSETS</b>	<b>\$ 186,981,714</b>	<b>\$ 168,637,530</b>

See accompanying notes to the consolidated financial statements

OSSEN INNOVATION CO., LTD AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS AS OF DECEMBER 31, 2012 AND 2011 (Continued)

	December,31	
	2012	2011
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Notes payable-bank acceptance notes	\$ 36,933,710	\$ 24,848,628
Short-term bank loans	50,679,026	47,966,209
Long term bank loans – current portion	4,438,386	-
Accounts payables	572,305	948,475
Customer deposits	384,602	459,915
Taxes payable	391,353	4,792
Other payables and accrued liabilities	805,196	324,423
<b>Total current liabilities</b>	<b>94,204,578</b>	<b>74,552,442</b>
Long term bank loans	-	4,718,094
<b>TOTAL LIABILITIES</b>	<b>94,204,578</b>	<b>79,270,536</b>
<b>EQUITY</b>		
<b>Shareholders' Equity</b>		
Ordinary shares, \$0.01 par value: 100,000,000 shares authorized; 20,000,000 shares issued; and 19,901,959 and 20,000,000 shares outstanding as of December 31, 2012 and 2011, respectively	200,000	200,000
Additional paid-in capital	33,971,455	33,884,656
Statutory reserve	4,179,027	3,884,808
Retained earnings	38,311,527	36,224,467
Treasury stock, at cost: 98,041 and 0 shares as of as of December 31, 2012 and 2011, respectively	(96,608)	-
Accumulated other comprehensive income	5,999,214	5,295,641
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>82,564,615</b>	<b>79,489,572</b>
Non-controlling interest	10,212,521	9,877,422
<b>TOTAL EQUITY</b>	<b>92,777,136</b>	<b>89,366,994</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 186,981,714</b>	<b>\$ 168,637,530</b>

See accompanying notes to the consolidated financial statements



OSSEN INNOVATION CO., LTD AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME  
FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010

	Year Ended December 31,		
	2012	2011	2010
<b>REVENUES</b>	\$ 122,397,886	\$ 118,616,971	\$ 117,453,024
<b>COST OF GOODS SOLD</b>	111,611,457	96,588,172	92,298,319
<b>GROSS PROFIT</b>	<b>10,786,429</b>	<b>22,028,799</b>	<b>25,154,705</b>
Selling expenses	917,074	1,216,504	660,934
General and administrative expenses	3,950,934	2,747,514	1,796,995
<b>Total Operating Expenses</b>	<b>4,868,008</b>	<b>3,964,018</b>	<b>2,457,929</b>
<b>INCOME FROM OPERATIONS</b>	<b>5,918,421</b>	<b>18,064,781</b>	<b>22,696,776</b>
Financial expenses, net	(3,556,045)	(3,480,766)	(2,437,426)
Other income, net	911,430	609,666	151,757
<b>INCOME BEFORE INCOME TAX</b>	<b>3,273,806</b>	<b>15,193,681</b>	<b>20,411,107</b>
<b>INCOME TAX</b>	<b>(557,428)</b>	<b>(2,139,029)</b>	<b>(2,865,372)</b>
<b>NET INCOME</b>	<b>2,716,378</b>	<b>13,054,652</b>	<b>17,545,735</b>
<b>LESS: NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTEREST</b>	<b>335,099</b>	<b>1,506,947</b>	<b>2,897,397</b>
<b>NET INCOME ATTRIBUTABLE TO OSSEN INNOVATION CO.,LTD AND SUBSIDIARIES</b>	<b>2,381,279</b>	<b>11,547,705</b>	<b>14,648,338</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
Foreign currency translation gain	703,573	3,102,645	1,649,960
<b>TOTAL OTHER COMPREHENSIVE INCOME</b>	<b>703,573</b>	<b>3,102,645</b>	<b>1,649,960</b>
<b>COMPREHENSIVE INCOME</b>	<b>\$ 3,084,852</b>	<b>\$ 14,650,350</b>	<b>\$ 16,298,298</b>
<b>EARNINGS PER ORDINARY SHARE</b>			
Basic and diluted	\$ 0.12	\$ 0.58	\$ 0.97
<b>WEIGHTED AVERAGE ORDINARY SHARES OUTSTANDING</b>			
Basic and diluted	19,942,333	20,000,000	15,150,685

See accompanying notes to the consolidated financial statements

**OSSEN INNOVATION CO., LTD AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDER'S EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2012, 2011 AND 2010**

Total Ossen Innovation Co., Ltd. Shareholders' Equity										
	Ordinary Shares \$0.01 Par Value		Additional Paid-in Capital	Treasury stock		Accumulated Other Comprehensive Income	Statutory Reserve	Retained Earnings	Non Controlling Interest	Total
	Shares	Amount		Shares	Amount					
<b>Balance at January 1, 2010</b>	<b>15,000,000</b>	<b>\$ 150,000</b>	<b>\$ 100,000</b>	-	\$ -	\$ 543,036	\$ 1,093,331	\$ 12,819,901	\$ 5,473,078	\$ 20,179,346
Net income	-	-	-	-	-	-	-	14,648,338	2,897,397	17,545,735
Transfer to statutory reserve	-	-	-	-	-	-	1,581,126	(1,581,126)	-	-
Issuance of ordinary shares	5,000,000	50,000	20,295,000	-	-	-	-	-	-	20,345,000
Share-based compensation to employee	-	-	19,096	-	-	-	-	-	-	19,096
IPO expense compensation	-	-	12,924,000	-	-	-	-	-	-	12,924,000
Foreign currency translation adjustment	-	-	-	-	-	1,649,960	-	-	-	1,649,960
<b>Balance at December 31, 2010</b>	<b>20,000,000</b>	<b>200,000</b>	<b>33,338,096</b>	-	-	<b>2,192,996</b>	<b>2,674,457</b>	<b>25,887,113</b>	<b>8,370,475</b>	<b>72,663,137</b>
Net income	-	-	-	-	-	-	-	11,547,705	1,506,947	13,054,652
Transfer to statutory reserve	-	-	-	-	-	-	1,210,351	(1,210,351)	-	-
Share-based compensation to employee	-	-	105,605	-	-	-	-	-	-	105,605
IPO expense compensation	-	-	440,955	-	-	-	-	-	-	440,955
Foreign currency translation adjustment	-	-	-	-	-	3,102,645	-	-	-	3,102,645
<b>Balance at December 31, 2011</b>	<b>20,000,000</b>	<b>200,000</b>	<b>33,884,656</b>	-	-	<b>5,295,641</b>	<b>3,884,808</b>	<b>36,224,467</b>	<b>9,877,422</b>	<b>89,366,994</b>
Net income	-	-	-	-	-	-	-	2,381,279	335,099	2,716,378
Transfer to statutory reserve	-	-	-	-	-	-	294,219	(294,219)	-	-
Common shares repurchase	-	-	-	(98,041)	(96,608)	-	-	-	-	(96,608)
Share-based compensation to employee	-	-	86,799	-	-	-	-	-	-	86,799
Foreign currency translation adjustment	-	-	-	-	-	703,573	-	-	-	703,573
<b>Balance at December 31, 2012</b>	<b>20,000,000</b>	<b>\$ 200,000</b>	<b>\$ 33,971,455</b>	<b>(98,041)</b>	<b>\$ (96,608)</b>	<b>\$ 5,999,214</b>	<b>\$ 4,179,027</b>	<b>\$ 38,311,527</b>	<b>\$ 10,212,521</b>	<b>\$ 92,777,136</b>

See accompanying notes to the consolidated financial statements

OSSEN INNOVATION CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2012	2011	2010
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 2,716,378	\$ 13,054,652	\$ 17,545,735
Adjustments to reconcile net income to net cash provided by/ (used in) operating activities:			
Depreciation and amortization	1,601,197	2,007,263	1,838,794
Share-based compensation expense	86,799	105,605	19,096
<b>Changes in operating assets and liabilities:</b>			
<b>(Increase) Decrease In:</b>			
Accounts receivable	2,315,342	(34,717,230)	1,824,595
Inventories	7,415,620	10,727,118	(17,742,920)
Advance to suppliers	(36,557,323)	(16,318,824)	(5,238,789)
Other current assets	4,590,616	3,151,939	(2,378,426)
Notes receivable - bank acceptance notes	10,457,537	6,785,312	(17,486,720)
Notes receivable from related party - bank acceptance notes	(1,830,208)	3,024,895	(1,196,661)
Account receivable from related party	20,799	686,688	(707,487)
<b>Increase (Decrease) In:</b>			
Accounts payable	(376,169)	(1,545,190)	2,253,390
Customer deposits	(75,312)	(373,853)	(4,355,991)
Income tax payable	386,561	(657,793)	552,092
Other payables and accrued expenses	480,773	229,913	62,037
<b>Net cash used in operating activities</b>	<b>(8,767,390)</b>	<b>(20,143,383)</b>	<b>(25,011,255)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchases of plant and equipment	(32,856)	(156,288)	(73,466)
Prepayment for purchases of plant and equipment	(1,584)	(5,941)	(7,562,237)
Disposal of property, plant and equipment	1,458	-	-
<b>Net cash used in investing activities</b>	<b>(32,982)</b>	<b>(162,229)</b>	<b>(7,635,703)</b>

See accompanying notes to the consolidated financial statements

OSSEN INNOVATION CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

	Year Ended December 31,		
	2012	2011	2010
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Increase in restricted cash	(5,642,598)	(5,965,883)	(1,974,804)
Proceeds from short-term bank loans	68,716,602	75,184,567	57,578,620
Repayments of short-term bank loans	(66,384,299)	(65,543,772)	(46,603,583)
Proceeds from long-term bank loans	-	4,718,094	-
Repayments of long-term bank loans	(316,877)	-	-
Proceeds from notes payable-bank acceptance notes	76,842,639	50,433,168	50,216,280
Repayment of notes payable-bank acceptance notes	(64,959,757)	(51,598,637)	(43,947,109)
Repurchase of common share	(96,608)	-	-
Proceeds from issuance of ordinary shares to public, net of issuance cost	-	-	20,345,000
IPO compensation	-	440,955	-
<b>Net cash provided by financing activities</b>	<b>8,159,102</b>	<b>7,668,492</b>	<b>35,614,404</b>
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>			
	<b>(641,270)</b>	<b>(12,637,120)</b>	<b>2,967,446</b>
Effect of exchange rate changes on cash	1,069,773	1,882,399	946,069
Cash and cash equivalents at beginning of period	1,568,261	12,322,982	8,409,467
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ 1,996,764</b>	<b>\$ 1,568,261</b>	<b>\$ 12,322,982</b>
<b>SUPPLEMENTARY CASH FLOW INFORMATION</b>			
<b>Cash paid during the periods:</b>			
Income taxes paid	\$ 310,355	\$ 2,863,026	\$ 2,355,451
Interest paid	\$ 3,676,992	\$ 2,998,929	\$ 1,949,982
<b>Non-cash transactions:</b>			
Appropriation to statutory reserve	\$ 294,219	\$ 1,210,351	\$ 1,581,126
Debt forgiven by shareholder	\$ -	\$ -	\$ 12,924,000

See accompanying notes to the consolidated financial statements

## **NOTE 1 – ORGANIZATION AND PRINCIPAL ACTIVITIES**

Ossen Innovation Co., Ltd., (“Ossen Innovation” or the “Company”) formerly known as Ultra Glory International, Ltd., or Ultra Glory, is a British Virgin Islands limited liability company organized on January 21, 2010 under the BVI Business Companies Act, 2004 (the “BVI Act”). Ultra Glory was a blank check company formed for the purpose of acquiring, through a share exchange, asset acquisition or other similar business combination, an operating business.

### ***Business Combination***

On July 7, 2010, Ultra Glory and its sole shareholder entered into a share exchange agreement with Ossen Innovation Materials Group, Co., Ltd, or Ossen Innovation Group, a British Virgin Islands limited liability company organized on April 30, 2010 under the BVI Act and the shareholders of Ossen Innovation Group. Pursuant to the share exchange agreement, Ultra Glory acquired from the shareholders of Ossen Innovation Group all of the issued and outstanding shares of Ossen Innovation Group, in exchange for an aggregate of 10,000,000 newly issued ordinary shares issued by Ultra Glory to the shareholders of Ossen Innovation Group. In addition, the sole shareholder of Ultra Glory sold all of the 5,000,000 ordinary shares of Ultra Glory that were issued and outstanding prior to the business combination, to the shareholders of Ossen Innovation Group for cash, at a price of \$0.03 per share. As a result, the individuals and entities that owned shares of Ossen Innovation Group prior to the business combination acquired 100% of the equity of Ultra Glory, and Ultra Glory acquired 100% of the equity of Ossen Innovation Group. Ossen Innovation Group is now a wholly owned subsidiary of Ultra Glory. In conjunction with the business combination, Ultra Glory filed an amended charter, pursuant to which Ultra Glory changed its name to Ossen Innovation Co., Ltd., changed its fiscal year end to December 31 and increased its authorized shares to 100,000,000. Upon the consummation of the business combination, the company ceased to be a shell company. Ossen Innovation, together with its subsidiaries, is referred to as the “Company,” unless specific reference is made to a company or entity.

The effect of the share exchange and the share sale is such that effectively a reorganization of the entities has occurred for accounting purposes and is deemed to be a reverse acquisition. Subsequent to the share exchange the financial statements presented are those of a combined Ossen Innovation Group and its subsidiaries, as if the share exchange had been in effect retroactively for all periods presented.

## **NOTE 1 – ORGANIZATION AND PRINCIPAL ACTIVITIES (CONTINUED)**

The share exchange acquisition is accounted for as a “reverse acquisition” since, immediately following completion of the transaction, the shareholders of Ossen Innovation Group have had effective control of Ultra Glory. For accounting purposes, Ossen Innovation Group is deemed to be the accounting acquirer in the transaction and, consequently, the transaction is treated as a recapitalization of Ultra Glory, i.e., a capital transaction involving the issuance of shares by Ultra Glory for the shares of Ossen Innovation Group. Accordingly, the combined assets, liabilities and results of operations of Ossen Innovation Group and its subsidiaries, became the historical financial statements of Ultra Glory at the closing of the share exchange, and Ultra Glory’s assets (primarily cash and cash equivalents), liabilities and results of operations is consolidated with those of Ossen Innovation Group beginning on the share exchange date. No step-up in basis or intangible assets or goodwill is recorded in this transaction. As this transaction is being accounted for as a reverse acquisition, all direct costs of the transaction is charged to additional paid-in capital. All professional fees and other costs associated with transaction were expensed. The 15,000,000 shares of Ultra Glory, subsequent to the July 7, 2010 share exchange, are presented as if they are outstanding for all periods presented, as these are held 100% by the equity owners of Ossen Innovation Group as of the share exchange and the share sale.

### ***The Company’s Shareholders***

Dr. Tang, the Company’s chairman, owns 100% of the shares of Effectual Strength Enterprises Ltd., a British Virgin Islands company, which currently owns 59.7% of the Company’s outstanding ordinary shares. The spouse of the Company’s chief executive officer, Wei Hua, owns 100% of the shares of Fascinating Acme Development Ltd., which owns 3.0% of the Company’s outstanding ordinary shares. The spouse of the chief executive officer of Shanghai ZFX, which is an affiliated company of the Company that supplies the Company with raw materials, owns 100% of the shares of Gross Inspiration Development Ltd., which owns 3.0% of the Company’s outstanding ordinary shares. Another 25% of the Company’s ordinary shares, or 5 million shares, were issued in the Company’s initial public offering in December 2010 and 4,901,959 of those shares are currently trading on NASDAQ in the form of ADS’s. The holders of the remaining 9.7% of the Company’s shares are investors that are residents of the People’s Republic of China (“PRC”) and are unaffiliated with Ossen.

## NOTE 1 – ORGANIZATION AND PRINCIPAL ACTIVITIES (CONTINUED)

### *The Company's Subsidiaries*

#### *British Virgin Islands Companies*

Ossen Innovation Group, the Company's wholly owned subsidiary, is the sole shareholder of two holding companies organized in the British Virgin Islands: Ossen Group (Asia) Co., Ltd., or Ossen Asia, and Topchina Development Group Ltd., or Topchina. All of the equity of Ossen Asia and Topchina had been held by Dr. Tang since inception. In May 2010, Dr. Tang transferred these shares to Ossen Innovation Group in anticipation of the public listing of our Company's shares in the United States.

Ossen Asia is a British Virgin Islands limited liability company organized on February 7, 2002. Ossen Asia has one direct operating subsidiary in China, Ossen Innovation Materials Co. Ltd., or Ossen Materials. Ossen Asia owns 81% of the equity of Ossen Materials.

Topchina is a British Virgin Islands limited liability company organized on November 3, 2004. Ossen Materials and Topchina directly own an operating subsidiary in China, Ossen (Jiujiang) Steel Wire & Cable Co., Ltd., or Ossen Jiujiang. Ossen Materials owns 20.46% of the equity of Ossen Jiujiang and Topchina owns 79.54%.

#### *Ossen Materials*

Ossen Materials was formed in China on October 27, 2004 as a Sino-foreign joint venture limited liability company under the name Ossen (Ma'anshan) Steel Wire and Cable Co., Ltd. On May 8, 2008, Ossen Materials was restructured from a Sino-foreign joint venture limited liability company to a corporation. The name of the entity was changed at that time to Ossen Innovation Materials Co., Ltd.

Ossen Asia owns 81% of the equity of Ossen Materials. The remaining 19% is held in the aggregate by four Chinese entities, two of which are controlled by Chinese governmental entities, one of which is controlled by Zhonglu Co. Ltd., a company whose shares are listed on the Shanghai Stock Exchange, and one of which is controlled by Chinese citizens.

Through Ossen Materials, the Company has manufactured and sold plain surface PC strands, galvanized PC steel wires and PC wires in the Company's Maanshan City, PRC, facility since 2004. The primary products manufactured in this facility are the Company's plain surface PC strands. The primary markets for the products manufactured at the Company's Maanshan facility are Anhui Province, Jiangsu Province, Zhejiang Province and Shanghai City, each in the PRC.

## NOTE 1 – ORGANIZATION AND PRINCIPAL ACTIVITIES (CONTINUED)

### *Ossen Jiujiang*

On April 6, 2005, Shanghai Ossen Investment Holdings (Group) Co., Ltd., or Ossen Shanghai, acquired a portion of the bankruptcy assets of Jiujiang Tianlong Galvanized Prestressing Steel Strand LLC, including equipment, land use rights and inventory for approximately \$2.9 million. Ossen Jiujiang was formed by Ossen Shanghai in the PRC as a Sino-foreign joint venture limited liability company on April 13, 2005. Ossen Shanghai then transferred the newly acquired assets to Ossen Jiujiang. At its inception, Ossen Jiujiang was owned by two entities: 33.3% of its equity was held by Ossen Asia and 66.7% by Ossen Shanghai. In June 2005, Ossen Shanghai transferred its entire interest in Ossen Jiujiang to Topchina in exchange for approximately \$2.9 million. In October 2007, Topchina transferred 41.7% of the equity in Ossen Jiujiang to Ossen Asia for no consideration. On December 17, 2007, Ossen Asia transferred all of its shares in Ossen Jiujiang to Ossen Materials for no consideration. On December 27, 2010, the paid-in capital of Ossen Jiujiang increased from approximately \$6,048,509 (RMB 50,000,000) to approximately \$26,048,509 (RMB 183,271,074) and was injected by cash of approximately \$20,000,000 (RMB 133,271,074) from its shareholder Topchina. Since then, 20.46% of the equity interest of Ossen Jiujiang has been held by Ossen Materials and 79.54% by Topchina.

Through Ossen Jiujiang, the company manufactures galvanized PC wires, plain surface PC strands, galvanized PC strands, unbonded PC strands, helical rib PC wires, sleeper PC wires and indented PC wires. The primary products manufactured in this facility are the company's galvanized PC wires. The primary markets for the PC strands manufactured in the company's Jiujiang facility are Jiangxi Province, Wuhan Province, Hunan Province, Fujian Province and Sichuan Province, each in the PRC.



**NOTE 1 – ORGANIZATION AND PRINCIPAL ACTIVITIES (CONTINUED)**

At December 31, 2012, the subsidiaries of Ossen Innovation Co., Ltd were as follows:

<u>Name</u>	<u>Domicile and Date of Incorporation</u>	<u>Paid-in Capital</u>		<u>Percentage of Effective Ownership</u>	<u>Principal Activities</u>
Ossen Innovation Materials Group, Co., Ltd. ("Ossen Innovation Group")	BVI April 30, 2010	USD	-	100%	Investments holdings
Ossen Group (Asia) Co., Ltd. ("Ossen Asia")	BVI February 7, 2002	USD	-	100%	Investments holdings
Topchina Development Group Ltd. ("Topchina")	BVI November 3, 2004	USD	-	100%	Investments holdings
Ossen Innovation Materials Co., Ltd. ("Ossen Materials")	The PRC October 27, 2004	RMB	75,000,000	81%	Design, engineering, manufacture and sale of customized prestressed steel materials
Ossen (Jiujiang) Steel Wire & Cable Co., Ltd. ("Ossen Jiujiang")	The PRC April 13, 2005	RMB	183,271,074	96.11%	Design, engineering, manufacture and sale of customized prestressed steel materials

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Principles of Consolidation**

The consolidated financial statements include the accounts of Ossen Innovation Co., Ltd. and its subsidiaries and have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). Intercompany accounts and transactions have been eliminated upon consolidation.

### **Use of Estimates**

The preparation of the consolidated and combined financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Management makes these estimates using the best information available at the time the estimates are made. Actual results could differ from those estimates.

### **Non-controlling Interest**

Non-controlling interests in the Company's subsidiaries are recorded in accordance with the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification 810 Consolidation ("ASC 810") and are reported as a component of equity, separate from the parent's equity. Purchase or sale of equity interests that do not result in a change of control are accounted for as equity transactions. Results of operations attributable to the non-controlling interest are included in our consolidated results of operations and, upon loss of control, the interest sold, as well as interest retained, if any, will be reported at fair value with any gain or loss recognized in earnings.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Foreign Currency Translation

The accompanying consolidated financial statements are presented in United States dollars (“US\$” or “\$”). The functional currency of the Company is Renminbi (“RMB”). The consolidated financial statements are translated into United States dollars from RMB at year-end exchange rates as to assets and liabilities and average exchange rates as to revenues and expenses. Capital accounts are translated at their historical exchange rates when the capital transactions occurred. The resulting transaction adjustments are recorded as a component of shareholders’ equity. Gains and losses from foreign currency transactions are included in net income.

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Year end RMB: US\$ exchange rate	6.3086	6.3585	6.6118
Average yearly RMB: US\$ exchange rate	6.3116	6.4640	6.7788

The RMB is not freely convertible into foreign currency and all foreign exchange transactions must take place through authorized institutions. No representation is made that the RMB amounts could have been, or could be, converted into US\$ at the rates used in translation.

### Revenue Recognition

In accordance with the ASC Topic 605, “Revenue Recognition”, the Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the seller’s price to the buyer is fixed or determinable, and collectability is reasonable assured.

The Company derives revenues from the processing, distribution and sale of own products. The Company recognizes its revenues net of value-added taxes (“VAT”). The Company is subject to VAT which is levied on the rate of 17% on the invoiced value of sales. Output VAT is borne by customers in addition to the invoiced value of sales and input VAT is borne by the Company in addition to the invoiced value of purchases to the extent not refunded for export sales.

The Company will recognize revenue for domestic sales based on the terms defined in the contract as long as risk of loss has transferred to the customers and each of the criteria under ASC 605 have been met. Contracts terms may require the Company to deliver the finished goods to the customers’ location or the customer may pick up the finished goods at the Company’s factory. International sales are recognized when shipment clears customs and leaves the port.

The Company also derives an insignificant amount of revenue from providing services to select customers. Service revenues account for less than 2% of total revenues for all periods presented and is recognized upon delivery and acceptance of the finished products by the customer, or when pick up occurs. Contracts with distributors do not offer any chargeback or price protection. The Company experienced no product returns and recorded no reserve for sales returns for the years ended December 31, 2012, 2011 and 2010.

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

### **Cost of Sales**

Cost of revenue includes direct and indirect production costs, as well as freight in and handling costs for products sold.

### **Research and Development**

Research and development costs are expensed as incurred and totaled approximately \$1,132,256, \$755,746 and \$595,477 for the years ended December 31, 2012, 2011 and 2010, respectively. Research and development costs are included in G&A in the accompanying statements of operations. Research and development costs are incurred on a project specific basis.

### **Retirement Benefits**

Retirement benefits in the form of contributions under defined contribution retirement plans to the relevant authorities are charged to operations as incurred. Retirement benefits of \$213,617, \$112,960 and \$144,418 were charged to operations for the years ended December 31, 2012, 2011 and 2010, respectively.

### **Stock-Based Compensation**

Stock-based compensation includes 1) stock options and common stock awards granted to employees and directors for services, and are accounted for under FASB ASC 718 “Compensation - Stock Compensation”, and 2) common stock awards granted to consultants which are accounted for under FASB ASC 505-50 “Equity - Equity-Based Payments to Non-Employees”.

Common stock awards are granted to directors for services provided. All grants of common stock awards and stock options to employees and directors are recognized in the financial statements based on their grant date fair values. The Company has elected to recognize compensation expense using the straight-line method for all common stock awards and stock options granted with service conditions that have a graded vesting schedule, with a corresponding charge to additional paid-in capital.

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

Common stock awards issued to consultants represent common stock granted to non-employees in exchange for services at fair value. The measurement dates for such awards are set at dates that the contracts are entered into as the awards are non-forfeitable and vest immediately. The measurement date fair value is then recognized over the service period as if the Company has paid cash for such service. The Company does not have significant grants to consultants for any of the period presented.

The Company estimates fair value of common stock awards based on the number of shares granted and the quoted price of the Company's common stock on the date of grant.

The fair value of stock options is estimated using the Black-Scholes model. The Company's expected volatility assumption is based on the historical volatility of the Company's stock. The expected life assumption is presumed to be the mid-point between the vesting date and the end of the contractual term, as is permitted for "plain vanilla" employee stock options. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

FASB ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in the subsequent period if actual forfeitures differ from initial estimates. Forfeiture rate is estimated based on historical and future expectation of employee turnover rate and are adjusted to reflect future change in circumstances and facts, if any. Share-based compensation expense is recorded net of estimated forfeitures such that expense was recorded only for those stock options and common stock awards that are expected to vest.

### **Income Taxes**

The Company accounts for income taxes following the liability method pursuant to FASB ASC 740 "Income Taxes". Under this method, deferred tax assets and liabilities are determined based on the difference between the financial reporting and tax bases of assets and liabilities using enacted tax rates that will be in effect in the period in which the differences are expected to reverse. The Company records a valuation allowance to offset deferred tax assets if, based on the weight of available evidence, it is more-likely-than-not that some portion, or all, of the deferred tax assets will not be realized. The effect on deferred taxes of a change in tax rate is recognized in income in the period that includes the enactment date.

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

The Company also follows FASB ASC 740, which addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. 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 should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. ASC 740 also provides guidance on recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. As of December 31, 2012, the Company did not have a liability for unrecognized tax benefits.

The Company has not provided for income taxes on accumulated earnings amounting \$38,296,269 that are subject to the PRC dividend withholding tax as of December 31, 2012, since these earnings are intended to be permanently reinvested.

### **Value-Added Tax (“VAT”)**

Enterprises or individuals, who sell commodities, engage in repair and maintenance or import or export goods in the PRC are subject to a value added tax in accordance with Chinese Laws. The VAT standard rate is 17% of the gross sale price. A credit is available whereby VAT paid on the purchases of semi-finished products or raw materials used in the production of the Company’s finished products can be used to offset the VAT due on the sales of the finished products.

### **Statutory Reserve**

In accordance with the PRC Regulations on Enterprises with Foreign Investment, an enterprise established in the PRC with foreign investment is required to provide for certain statutory reserves, namely (i) General Reserve Fund, (ii) Enterprise Expansion Fund and (iii) Staff Welfare and Bonus Fund, which are appropriated from net profit as reported in the enterprise’s PRC statutory accounts. A wholly-owned foreign enterprise (“WFOE”) is required to allocate at least 10% of its annual after-tax profit to the General Reserve Fund until the balance of such fund has reached 50% of its respective registered capital. A non-wholly-owned foreign invested enterprise is permitted to provide for the above allocation at the discretion of its board of directors. Appropriations to the Enterprise Expansion Fund and Staff Welfare and Bonus Fund are at the discretion of the board of directors for all foreign invested enterprises. The aforementioned reserves can only be used for specific purposes and are not distributable as cash dividends.

As a result, \$294,219, \$1,210,351 and \$1,581,126 have been appropriated to the accumulated statutory reserves by the Company’s PRC subsidiaries for the years ended December 31, 2012, 2011 and 2010, respectively.

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

### **Comprehensive Income**

Comprehensive income is defined as the change in equity during the year from transactions and other events, excluding the changes resulting from investments by owners and distributions to owners, and is not included in the computation of income tax expense or benefit. Accumulated comprehensive income consists of foreign currency translation. The Company presents comprehensive income (loss) in accordance with ASC Topic 220, “Comprehensive Income”. ASC Topic 220 states that all items that are required to be recognized under accounting standards as components of comprehensive income (loss) be reported in the consolidated financial statements and the components of net income and other comprehensive income presented in one continuous statement.

### **Cash and Cash Equivalents**

For financial reporting purposes, the Company considers all highly liquid investments purchased with original maturity of three months or less to be cash equivalents. The Company maintains no bank account in the United States of America. The Company maintains its bank accounts in Mainland China and Hong Kong. Balances at financial institutions or state-owned banks within the Mainland China are not covered by insurance. However, the Company has not experienced any losses in such accounts and believes it is not exposed to any significant risks on its cash in bank accounts. According to the rules of Hong Kong Deposit Protection Board, in case a member bank of Deposit Protection Scheme (“DPS”) fails, the DPS will pay compensation up to a maximum of HK\$500,000 to each depositor of the failed Scheme member.

### **Restricted Cash**

Restricted cash represents amounts held by a bank as security for bank acceptance notes and therefore is not available for the Company’s use until such time as the bank acceptance notes have been fulfilled or expired, normally within twelve month period.

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

### **Fair Value of Financial Instruments**

FASB ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market

These tiers include:

- Level 1—defined as observable inputs such as quoted prices in active markets;
- Level 2—defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3—defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The company's financial instruments primarily consist of cash and cash equivalents, accounts receivable, notes receivable, accounts payable, notes payable, other payables, short-term bank loans.

Cash and cash equivalents include money market securities and commercial paper that are considered to be highly liquid and easily tradable. These securities are valued using inputs observable in active markets for identical securities and are therefore classified as Level 1 within the fair value hierarchy.

As of the balance sheet dates, the estimated fair values of financial instruments were not materially different from their carrying value as presented due to the short maturities of these instruments and that the interest rates on the borrowing approximate those that would have been available for loans of similar remaining maturity and risk profile.

### **Earnings per share**

The Company calculates earnings per share in accordance with ASC Topic 260, "Earnings per Share." Basic earnings per share is computed by dividing the net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common stock equivalents had been issued and if the additional common shares were dilutive.



## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

### **Accounts Receivable**

Accounts receivable are carried at net realizable value. The Company reviews its accounts receivables on a periodic basis and makes general and specific allowances when there is doubt as to the collectability of individual balances. In evaluating the collectability of individual receivable balances, the Company considers many factors, including the age of the balance, customer's historical payment history, its current credit-worthiness and current economic trends. Accounts are written off after exhaustive efforts at collection. If accounts receivable are to be provided for, or written off, they would be recognized in the consolidated statement of operations within operating expenses. The allowance of doubtful accounts was \$1,277,091 and \$384,311 at December 31, 2012 and 2011, respectively. In 2012, the company revised the percentage used to estimate bad debts. The change provides a better indication of collection experience. The effect of the change was to decrease 2012 net income by \$0.2 million, or \$0.009 per share.

### **Inventories**

Inventories are stated at the lower of cost or net realizable value, which is based on estimated selling prices less any further costs expected to be incurred for completion and disposal. Cost of raw materials is calculated using the weighted average method and is based on purchase cost. Work-in-progress and finished goods costs are determined using the weighted average method and comprise direct materials, direct labor and an appropriate proportion of overhead. At December 31, 2012 and 2011, the Company has no reserve for inventories.

### **Advance to Suppliers**

Advance to Suppliers represents interest-free cash paid in advance to suppliers for purchases of raw materials. The balance of advance to suppliers was \$77,948,496 and \$41,391,174 at December 31, 2012 and 2011, respectively. Among the balance of \$77,948,496, the aging of \$65,373,551 was within 60 days, \$7,084,338 was between 60-90 days and \$5,490,597 was over 90 days. No allowance was provided for the prepayments balance at December 31, 2012.

### **Customer Deposits**

Customer deposits consist of amounts paid to the Company in advance for the sale of products in the PRC. The Company receives these amounts and recognizes them as a current liability until the revenue can be recognized when the goods are delivered. The balance of customer deposits was \$384,602 and \$459,915 at December 31, 2012 and 2011, respectively.

### **Prepayment for Property, Plant, and Equipment**

Prepayment for property, plant, and equipment represents cash paid in advance to suppliers for purchases of property, plant, and equipment for capacity expansion. The balance of prepayment for property, plant and equipment was \$7,933,361 and \$7,869,529 at December 31, 2012 and 2011, respectively.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Property, Plant, and Equipment

Property, plant, and equipment are stated at cost less accumulated depreciation, and include expenditure that substantially increases the useful lives of existing assets.

Depreciation is provided over their estimated useful lives, using the straight-line method. Estimated useful lives are as follows:

Plant, buildings and improvements	5 ~ 20 years
Machinery and equipment	5 ~ 20 years
Motor vehicles	5 years
Office Equipment	5 ~ 10 years

When assets are sold or retired, their costs and accumulated depreciation are eliminated from the consolidated financial statements and any gain or loss resulting from their disposal is recognized in the period of disposition as an element of other income. The cost of maintenance and repairs is charged to income as incurred, whereas significant renewals and betterments are capitalized.

### Land Use Rights

According to the PRC laws, the government owns all the land in the PRC. Companies or individuals are authorized to possess and use the land only through land use rights granted by the Chinese government. The land use rights granted to the Company are being amortized using the straight-line method over the lease term of fifty years.

### Impairment of Long-Lived Assets

Long-lived assets, are evaluated for impairment periodically whenever events or changes in circumstances indicate that their related carrying amounts may not be recoverable in accordance with FASB ASC 360, “Property, Plant and Equipment”.

In evaluating long-lived assets for recoverability, the Company uses its best estimate of future cash flows expected to result from the use of the asset and eventual disposition in accordance with FASB ASC 360-10-15. To the extent that estimated future, undiscounted cash inflows attributable to the asset, less estimated future, undiscounted cash outflows, are less than the carrying amount, an impairment loss is recognized in an amount equal to the difference between the carrying value of such asset and its fair value. Assets to be disposed of and for which there is a committed plan of disposal, whether through sale or abandonment, are reported at the lower of carrying value or fair value less costs to sell. There was no impairment loss recognized for the years ended December 31, 2012, 2011 and 2010.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Related Party

In general, related parties exist when there is a relationship that offers the potential for transactions at less than arm's-length, favorable treatment, or the ability to influence the outcome of events different from that which might result in the absence of that relationship. A related party may be any of the followings: a) affiliate, a party that directly or indirectly controls, is controlled by, or is under common control with another party; b) principle owner, the owner of record or known beneficial owner of more than 10% of the voting interest of an entity; c) management, persons having responsibility for achieving objectives of the entity and requisite authority to make decision; d) immediate family of management or principal owners; e) a parent company and its subsidiaries; d) other parties that has ability to significant influence the management or operating policies of the entity.

FASB issued authoritative guidance that clarifies considerations relating to the consolidation of certain entities. The guidance requires identification of the Company's participation in variable interest entities ("VIE"), which are defined as entities with a level of invested equity that is not sufficient to fund future activities to permit them to operation on a standalone basis, or whose equity holders lack certain characteristics of a controlling financial interest. That, for entities identified as a VIE, the guidance sets forth a model to evaluate potential consolidation based on a assessment of which party to a VIE, if any, bears a majority of the exposure to expected losses, or stand to gain from majority of its expected returns. The guidance also sets forth certain disclosure regarding interests in a VIE that are deemed significant even if consolidation is not required. This item is discussed in further detail in Note 10 – Related Party Transactions.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Recently Issued Accounting Pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.

In February 2013, the Financial Accounting Standards Board issued ASU 2013-02, Comprehensive Income: Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income (“ASU 2013-02”). ASU 2013-02 does not change the current requirements for reporting net income or other comprehensive income in financial statements. However, it requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. ASU 2013-02 is effective prospectively for reporting periods beginning after December 15, 2012 for public entities. Early adoption is permitted. The Company does not expect that the adoption of ASU 2013-02 will have a material impact on its consolidated financial statements.

In December 2011, the FASB issued Accounting Standards Update (“ASU”) 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities, which required entities to disclose both gross and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting agreement. The objective of the disclosure is to facilitate comparison between those entities that prepare their financial statements on the basis of U.S. GAAP and those entities that prepare their financial statements on the basis of International Financial Reporting Standards (“IFRS”). This ASU is effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013. Retrospective presentation for all comparative periods presented is required. The adoption of ASU 2011-11 is not expected to have material impact on the Company’s consolidated financial statements.

In July 2012, the FASB issued ASU 2012-02, Testing Indefinite-Lived Intangible Assets for Impairment, which allows companies to perform a qualitative assessment to determine whether further impairment testing of indefinite-lived intangible assets is necessary, similar in approach to the goodwill impairment test. The new guidance allows an entity the option to first assess qualitatively whether it is more likely than not (that is, a likelihood of more than 50 percent) that an indefinite-lived intangible asset is impaired, thus necessitating that it perform the quantitative impairment test. An entity is not required to calculate the fair value of an indefinite-lived intangible asset and perform the quantitative impairment test unless the entity determines that it is more likely than not that the asset is impaired. The new guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted for annual and interim impairment tests performed as of a date before July 27, 2012, if the financial statements for the most recent annual or interim period have not yet been issued. The Company believes that its adoption of ASU 2012-02 will not have any material impact on its consolidated financial statements.

In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements, which made certain technical corrections and “conforming fair value amendments” to the FASB Accounting Standards Codification. The amendments affect various codification topics and apply to all reporting entities within the scope of those topics. These provisions of the amendment are effective upon issuance, except for amendments that are subject to transition guidance, which will be effective for fiscal periods beginning after December 15, 2012. The Company believes that its adoption of ASU 2012-04 will not have any material impact on its consolidated financial statements.

In January 2013, the FASB issued ASU 2013-01, Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities, which clarified that the scope of ASU 2011-11, Disclosures about Offsetting Assets and Liabilities, would apply to derivatives including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with Section 210-20-45 or Section 815-10-45 or are subject to a master netting arrangement or similar agreement. This ASU is effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013. Retrospective presentation for all comparative periods presented is required. The adoption of ASU 2013-01 is not expected to have material impact on the Company’s consolidated financial statements.

**NOTE 3 – CONCENTRATION**

Concentration of major customers and suppliers:

	Year ended December 31,					
	2012		2011		2010	
Major customers with revenues of more than 10% of the Company's sales						
Company A (3 <sup>rd</sup> Party)	\$ 47,193,174	39%	\$ 29,905,914	25%	\$ 37,685,302	32%
Company B (3 <sup>rd</sup> Party)	25,522,442	21%	18,024,885	15%	21,213,241	18%
Company C (Related Party)	-	-	-	-	14,701,440	13%
Total Revenues	<u>\$ 72,715,616</u>	<u>60%</u>	<u>\$ 47,930,799</u>	<u>40%</u>	<u>\$ 73,599,982</u>	<u>63%</u>

	Year ended December 31,					
	2012		2011		2010	
Major suppliers with purchases of more than 10% of the Company's purchases						
Company X (3 <sup>rd</sup> Party)	\$ 39,484,102	44%	\$ 11,261,250	17%	\$ 50,156,639	49%
Company Y (3 <sup>rd</sup> Party)	-	-	15,225,509	22%	25,665,687	25%
Company Z (3 <sup>rd</sup> Party)	30,028,975	33%	27,622,232	41%	15,397,496	15%
Company U (3 <sup>rd</sup> Party)	11,010,434	12%	9,045,436	13%	-	-
Total Purchase	<u>\$ 80,523,511</u>	<u>89%</u>	<u>\$ 63,154,427</u>	<u>93%</u>	<u>\$ 91,219,822</u>	<u>89%</u>

Accounts receivable related to the Company's major customers comprised 56% and 45% of all accounts receivable as of December 31, 2012 and 2011, respectively.

Accounts payable related to the Company's major suppliers comprised nil of all accounts payable as both of December 31, 2012 and 2011.

**NOTE 4 – ACCOUNTS RECEIVABLE**

Accounts receivable is net of allowance for doubtful accounts.

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
Accounts receivable	\$ 47,011,472	\$ 48,434,033
Less: allowance for doubtful accounts	(1,277,091)	(384,311)
<b>Accounts receivable, net</b>	<b>\$ 45,734,381</b>	<b>\$ 48,049,722</b>

Changes in the allowance for doubtful accounts are as follows:

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
Beginning balance	\$ 384,311	\$ 37,347
Provision for doubtful accounts	892,780	346,964
<b>Ending balance</b>	<b>\$ 1,277,091</b>	<b>\$ 384,311</b>

**NOTE 5 – INVENTORIES**

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
Raw materials	\$ 2,739,029	\$ 10,339,201
Work-in-progress	72,228	231,746
Finished goods	6,995,787	6,651,717
<b>Inventories</b>	<b>\$ 9,807,044</b>	<b>\$ 17,222,664</b>



**NOTE 6 – NOTES RECEIVABLE**

Bank acceptance notes:

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
Due January 7, 2013, subsequently settled on due date	\$ 394,079	\$ -
Due June 5, 2012, subsequently settled on due date	-	1,572,698
Due June 5, 2012, subsequently settled on due date	-	1,572,698
Due June 5, 2012, subsequently settled on due date	-	2,359,047
Due June 5, 2012, subsequently settled on due date	-	786,349
Due May 23, 2012, subsequently settled on due date	-	1,572,698
Due May 20, 2012, subsequently settled on due date	-	786,349
Due February 20, 2012, subsequently settled on due date	-	1,258,158
Due February 20, 2012, subsequently settled on due date	-	943,619
<b>Total</b>	<b>\$ 394,079</b>	<b>\$ 10,851,616</b>

Notes receivable are received from customers for the purchase of the Company's products and are issued by financial institutions that entitle the Company to receive the full face mount from the financial institution at maturity, which bears no interest and generally ranges from three to six months from the date of issuance.

**NOTE 7 – OTHER CURRENT ASSETS**

Other current assets consist of the following:

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
Refundable deposits with suppliers	\$ 1,585,138	\$ 6,290,792
Deposits for open project bids	120,838	125,816
Other receivables	198,650	78,633
	<b>\$ 1,904,626</b>	<b>\$ 6,495,241</b>

**NOTE 8 – PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment consist of the following:

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>At Cost:</b>		
Plant and buildings	\$ 4,236,885	\$ 4,197,345
Machinery and equipment	15,160,917	15,038,443
Motor vehicles	317,512	292,675
Office equipment	113,381	112,007
	<b>19,828,695</b>	<b>19,640,470</b>
<b>Less: Accumulated depreciation</b>		
Buildings	(1,577,757)	(1,298,556)
Machinery and equipment	(8,178,929)	(6,981,542)
Motor vehicles	(260,263)	(237,728)
Office equipment	(104,159)	(99,728)
	<b>(10,121,108)</b>	<b>(8,617,554)</b>
<b>Property, plant and equipment, net</b>	<b>\$ 9,707,587</b>	<b>\$ 11,022,916</b>

Depreciation expense for the years ended December 31, 2012, 2011 and 2010 was \$1,503,554, \$1,911,923 and \$1,747,880, respectively. As of December 31, 2012 and 2011, a net book value of \$1,518,706 and \$4,131,509, respectively, of property were used as collateral for the Company's short-term and long-term bank loans.

**NOTE 9 – LAND USE RIGHTS**

Land use rights consist of the following:

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
Cost of land use rights	\$ 4,884,596	\$ 4,846,263
Less: Accumulated amortization	(566,927)	(465,555)
<b>Land use rights, net</b>	<b>\$ 4,317,669</b>	<b>\$ 4,380,708</b>

Amortization expense for the years ended December 31, 2012, 2011 and 2010 was \$97,643, \$95,341 and \$90,914, respectively. As of December 31, 2012 and 2011, a net book value of \$2,747,396 and \$2,786,405, respectively, were used as collateral for the Company's short-term bank loans.

Amortization expense for the next five years and thereafter is as follows:

2013	\$ 97,692
2014	97,692
2015	97,692
2016	97,692
2017	97,692
Thereafter	3,829,209
<b>Total</b>	<b>\$ 4,317,669</b>

## NOTE 10 – RELATED PARTY TRANSACTIONS

### (a) Names and Relationship of Related Parties:

	<u>Existing Relationship with the Company</u>
Dr. Tang	Chairman and controlling shareholder of the Company
Shanghai Zhengfangxing Steel Co., Ltd. (“ZFX”)	Under common control of Dr. Tang
Shanghai Ossen Investment Co., Ltd. (“SOI”)	Under common control of Dr. Tang
Shanghai Ossen Investment Holdings (Group) Co., Ltd. (“Ossen Shanghai”)	Dr. Tang is the President
Shanghai Zhaoyang New Metal Material Co., Ltd. (“Zhaoyang”)	Zhaoyang owns a 30% interest in Ossen Shanghai
Shanghai Pujiang Cable Co., Ltd. (“Shanghai Pujiang”)	Subsidiary of Ossen Shanghai since September 2010
Zhejiang Pujiang Cable Co., Ltd. (“Zhejiang Pujiang”)	Subsidiary of Shanghai Pujiang since December 2010

**NOTE 10 – RELATED PARTY TRANSACTIONS (CONTINUED)****(b) Summary of Balances with Related Party:**

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
Notes receivable from related party:		
Zhejiang Pujiang, due January 7, 2013, subsequently settled on due date	\$ 1,830,208	\$ -
	<b>\$ 1,830,208</b>	<b>\$ -</b>

The interest-free, unsecured notes were provided to a related party to assist with their working capital need.

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
Accounts receivable from related party:		
Shanghai Pujiang	\$ -	\$ 10,369
Zhejiang Pujiang	-	10,430
	<b>\$ -</b>	<b>\$ 20,799</b>

Shanghai Pujiang and Zhejiang Pujiang are customers of the Company. The balance of account receivable from related party arises from the sales of our products to Shanghai Pujiang and Zhejiang Pujiang. The balance of accounts receivable from related party was all collected subsequently.

**NOTE 10 – RELATED PARTY TRANSACTIONS (CONTINUED)**

**(c) Summary of Related Party Transactions:**

		<b>December 31,</b>		
		<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>ZFX</b>	ZFX provided guarantee for the bank loans borrowed by the Company	\$ 9,985,370	\$ 26,105,707	\$ 26,316,581
	ZFX provided guarantee together with SOI for the short-term bank loans borrowed by the Company	\$ 4,755,413	\$ 4,718,094	\$ -
	ZFX provided guarantee together with Zhaoyang for the short-term bank loans borrowed by the Company	\$ 4,755,413	\$ -	\$ -
	ZFX provided guarantee together with Dr. Tang and his wife, for the short-term bank loans borrowed by the Company	\$ 11,095,964	\$ 1,572,698	\$ -
	ZFX provided guarantee for the notes payable issued by the bank	\$ 22,984,497	\$ 3,145,396	\$ -
	ZFX provided guarantee together with Zhaoyang for the notes payable issued by the bank	\$ 3,170,275	\$ 9,672,092	\$ -
	The Company provided guarantee for the short-term bank loans borrowed by ZFX	\$ -	\$ 2,395,047	\$ -
	ZFX sold raw materials to the Company	\$ 2,999,097	\$ -	\$ 5,199,891
<b>SOI</b>	SOI provided guarantee for the short-term bank loans borrowed by the Company	\$ 3,170,275	\$ 12,376,238	\$ 11,645,845
	SOI provided guarantee together with ZFX for the short-term bank loans borrowed by the Company	\$ 4,755,413	\$ 4,718,094	\$ -
	SOI provided guarantee together with Dr. Tang and his wife, for the short-term bank loans borrowed by the Company	\$ -	\$ 1,572,698	\$ -

(d) Summary of Related Party Transactions (Continued):

<b>Zhaoyang</b>	Zhaoyang provided guarantee for the notes payable issued by the bank	\$	-	\$	7,784,855	\$	-
	Zhaoyang provided guarantee together with ZFX for the short-term bank loans borrowed by the Company	\$	4,755,413	\$	-	\$	-
	Zhaoyang provided guarantee together with ZFX for the notes payable issued by the bank	\$	3,170,275	\$	9,672,092	\$	-
	Zhaoyang purchased products from the Company	\$	7,136,843	\$	7,775,696	\$	14,701,440
<b>Shanghai Pujiang</b>	Shanghai Pujiang purchased products from the Company	\$	-	\$	12,931,551	\$	2,292,532
	The Company provided guarantee for the short-term bank loans borrowed by Shanghai Pujiang	\$	15,851,377	\$	13,367,933	\$	-
	The Company provided guarantee for the notes payable issued by Shanghai Pujiang	\$	12,866,563	\$	-	\$	-
<b>Zhejiang Pujiang</b>	Zhejiang Pujiang purchased products from the Company	\$	440,107	\$	102,622	\$	-

In accordance with ASC 810-10, "Consolidation", the Company first evaluated that none of the related parties met the scope exceptions as outlined in the guidance. The Company then had to determine if it hold any variable interest in the related parties. The Company determined to have a variable interest in Shanghai Pujiang because the Company guarantees \$15,851,377 of the outstanding short term debt and \$12,866,563 of notes payable of Shanghai Pujiang. In addition, the Company sold \$440,107 of materials to Zhejiang Pujiang during the year ended December 31, 2012. Next, the Company evaluated if Shanghai Pujiang or Zhejiang Pujiang are variable interest entities. Using both qualitative and quantitative analysis, the Company determined Shanghai Pujiang and Zhejiang Pujiang were not variable interest entity as defined in ASC 810. The Company determined Dr. Tang to be the primary beneficiary Shanghai Pujiang and Zhejiang Pujiang because Dr. Tang is most closely associated with the Shanghai Pujiang and Zhejiang Pujiang. Dr. Tang had the power to direct the activities of Shanghai Pujiang and Zhejiang Pujiang that most significantly impact it's economic performance and has the obligation to absorb losses of Shanghai Pujiang and Zhejiang Pujiang that could potentially be significant or the right to receive benefits from the related parties that could potentially be significant.

The Company also evaluated the remaining related parties and affiliated entities under ASC 810 and because the Company does not guarantee the debt, the holders of the equity were at risk and therefore determined to be the primary beneficiary.



**NOTE 11 – OTHER PAYABLES AND ACCRUED EXPENSES**

Other payables and accrued expenses consist of the following:

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
Other taxes payable	\$ 775,995	\$ 304,988
Accrued payroll & welfare	14,587	9,491
Others	14,614	9,944
	<b>\$ 805,196</b>	<b>\$ 324,423</b>

**NOTE 12 – NOTES PAYABLE**

Bank acceptance notes:

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
Due Jun 17, 2013,	\$ 792,569	\$ -
Due Jun 17, 2013,	1,585,138	-
Due Jun 6, 2013,	792,569	-
Due Jun 6, 2013,	792,569	-
Due May 19, 2013	396,284	-
Due May 19, 2013	396,284	-
Due May 19, 2013	792,569	-
Due May 19, 2013	1,585,138	-
Due May 16, 2013	792,569	-
Due May 6, 2013	396,284	-
Due May 6, 2013	792,569	-
Due May 6, 2013	1,585,138	-
Due May 6, 2013	396,284	-
Due April 23, 2013, subsequently repaid on due date	1,585,138	-
Due April 23, 2013, subsequently repaid on due date	1,585,138	-
Due March 28, 2013, subsequently repaid on due date	792,569	-
Due March 28, 2013, subsequently repaid on due date	1,585,138	-
Due March 24, 2013, subsequently repaid on due date	3,170,275	-
Due March 21, 2013, subsequently repaid on due date	1,585,138	-
Due March 12, 2013, subsequently repaid on due date	1,585,138	-
Due March 11, 2013, subsequently repaid on due date	1,585,138	-
Due March 10, 2013, subsequently repaid on due date	1,585,138	-
Due March 6, 2013, subsequently repaid on due date	1,585,138	-
Due March 6, 2013, subsequently repaid on due date	1,585,138	-
Due February 3, 2013, subsequently repaid on due date	1,268,110	-
Due February 3, 2013, subsequently repaid on due date	1,268,110	-
Due January 19, 2013, subsequently repaid on due date	1,268,110	-
Due January 19, 2013, subsequently repaid on due date	1,268,110	-
Due January 12, 2013, subsequently repaid on due date	1,268,110	-
Due January 12, 2013, subsequently repaid on due date	1,268,110	-

**NOTE 12 – NOTES PAYABLE (CONTINUED)**

Bank acceptance notes:

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
Due June 21, 2012, subsequently repaid on due date	-	786,349
Due June 21, 2012, subsequently repaid on due date	-	786,349
Due June 19, 2012, subsequently repaid on due date	-	786,349
Due June 19, 2012, subsequently repaid on due date	-	786,349
Due June 19, 2012, subsequently repaid on due date	-	1,572,698
Due May 25, 2012, subsequently repaid on due date	-	1,572,698
Due May 1, 2012, subsequently repaid on due date	-	1,572,698
Due May 1, 2012, subsequently repaid on due date	-	786,349
Due April 30, 2012, subsequently repaid on due date	-	6,133,523
Due April 28, 2012, subsequently repaid on due date	-	786,349
Due April 28, 2012, subsequently repaid on due date	-	629,079
Due March 23, 2012, subsequently repaid on due date	-	786,349
Due March 23, 2012, subsequently repaid on due date	-	786,349
Due February 24, 2012, subsequently repaid on due date	-	786,349
Due February 24, 2012, subsequently repaid on due date	-	786,349
Due February 4, 2012, subsequently repaid on due date	-	786,349
Due January 28, 2012, subsequently repaid on due date	-	629,079
Due January 28, 2012, subsequently repaid on due date	-	629,079
Due January 20, 2012, subsequently repaid on due date	-	786,349
Due January 20, 2012, subsequently repaid on due date	-	786,349
Due January 8, 2012, subsequently repaid on due date	-	629,079
Due January 8, 2012, subsequently repaid on due date	-	629,079
Due January 5, 2012, subsequently repaid on due date	-	629,079
<b>Total</b>	<b><u>\$ 36,933,710</u></b>	<b><u>\$ 24,848,628</u></b>

The interest-free notes payable, ranging from six months to one year from the date of issuance, are secured by \$25,407,499 and \$19,764,900 restricted cash as of December 31, 2012 and 2011, respectively. The related party guarantees the notes payable as Note 10.

All the notes payable are subject to bank charges of 0.05% of the principal amount as commission on each loan transaction. Bank charges for notes payable, included in financial expenses under the statements of operations, were \$38,421, \$25,217 and \$24,488 for the years ended December 31, 2012, 2011 and 2010, respectively.

**NOTE 13 – SHORT TERM BANK LOANS**

Short-term loans are summarized as follows:

	Bank Name	Interest Rate per Annum	December 31,	
			2012	2011
Due December 13,2013, guaranteed by ZFX and Zhaoyang	Agricultural Bank of China (“ABC”) Jiu Long Branch	6.45%	\$ 4,755,413	\$ -
Due November 7,2013	Anhui Commercial Bank (“ACB”) Fei Cui Branch	6.80%	1,585,138	-
Due October 24,2013, collateral by LUR	Anhui Rural Commercial Bank (“ARCB”) Ma An Shan Branch	7.20%	3,170,275	-
Due October 17,2013, guaranteed by SOI	ARCB Ma An Shan Branch	7.20%	3,170,275	-
Due September 25,2013, guaranteed by ZFX and SOI	ACB Fei Cui Branch	6.80%	1,585,138	-
Due September 20,2013 guaranteed by ZFX and Dr Tang	China Everbright Bank (“CEB”) Ma An Shan Branch	7.54%	792,569	-
Due August 19,2013	Industrial and Commercial Bank of China (“ICBC”) Ma An Shan Branch	6.60%	1,585,138	-
Due July 23,2013,	ICBC Jiu Jiang Ba Li Hu Branch	6.31%	1,743,652	-
Due June 15,2013, guaranteed by ZFX	Bank of China (“BOC”) Jiu Jiang Branch	5.88%	1,268,096	-
Due June 4,2013, guaranteed by ZFX and Dr Tang	CEB Ma An Shan Branch	7.54%	4,755,413	-
Due May 29, 2013	CEB Ma An Shan Branch	6.56%	1,505,881	-
Due May 8,2013	BOC Ma An Shan Branch	7.82%	5,662,112	-
Due May 7,2013, guaranteed by ZFX and SOI	BOC Ma An Shan Branch	7.82%	1,585,138	-
Due April 28,2013,	ICBC Jiu Jiang Ba Li Hu Branch	6.31%	1,426,624	-
Due April 1,2013, guaranteed by ZFX and SOI subsequently repaid on due date	BOC Ma An Shan Branch	7.82%	1,585,138	-
Due March 31,2013, guaranteed by ZFX and Dr Tang subsequently repaid on due date	China Construction Bank (“CCB”) Ma An Shan Branch	5.44%	2,377,707	-
Due March 9 ,2013, guaranteed by ZFX subsequently repaid on due date	BOC Jiu Jiang Branch	5.88%	1,108,612	-

**NOTE 13 – SHORT TERM BANK LOANS (CONTINUED)**

	Bank Name	Interest Rate per Annum	December 31,	
			2012	2011
Due March 1, 2013, subsequently repaid on due date	CEB Ma An Shan Branch	6.56%	\$ 1,505,881	\$ -
Due February 18, 2013, guaranteed by ZFX and Dr Tang subsequently repaid on due date	CCB Ma An Shan Branch	5.44%	1,585,138	-
Due February 5, 2013, guaranteed by ZFX, subsequently repaid on due date	BOC Ma An Shan Branch	6.60%	3,170,275	-
Due January 13, 2013, guaranteed by ZFX and Dr Tang subsequently repaid on due date	China Merchants Bank (“CMB”) Ma An Shan Branch	7.20%	1,585,138	-
Due January 9, 2013, subsequently repaid on due date	ICBC Ma An Shan Branch	6.60%	3,170,275	-
Due December 16, 2012, guaranteed by ZFX and Zhaoyang subsequently repaid on due date	ABC Jiu Long Branch	7.32%	-	4,718,094
Due October 20, 2012, guaranteed by SOI and Zhaoyang subsequently repaid on due date	ARCB Ma An Shan Branch	7.87%	-	3,145,396
Due October 17, 2012, guaranteed by SOI and Zhaoyang subsequently repaid on due date	ARCB Ma An Shan Branch	7.87%	-	3,145,396
Due October 12, 2012, subsequently repaid on due date	ACB Fei Cui Branch	7.22%	-	1,572,698
Due September 30, 2012, guaranteed by SOI and ZFX subsequently repaid on due date	ACB Fei Cui Branch	6.56%	-	1,572,698
Due September 29, 2012, guaranteed by ZFX subsequently repaid on due date	CEB Ma An Shan Branch	8.53%	-	786,349
Due September 28, 2012, guaranteed by ZFX subsequently repaid on due date	CEB Ma An Shan Branch	8.53%	-	786,349
Due September 22, 2012, guaranteed by ZFX subsequently repaid on due date	CEB Ma An Shan Branch	7.87%	-	1,572,698
Due July 25, 2012, subsequently repaid on due date	ICBC Jiu Jiang Ba Li Hu Branch	8.65%	-	1,415,428
Due June 6, 2012, guaranteed by ZFX subsequently repaid on due date	CEB Ma An Shan Branch	7.26%	-	4,718,094
Due June 6, 2012, subsequently repaid on due date	CCB Ma An Shan Branch	10.00%	-	2,988,126

**NOTE 13 – SHORT TERM BANK LOANS (CONTINUED)**

	Bank Name	Interest Rate per Annum	December 31,	
			2012	2011
Due May 22, 2012, guaranteed by SOI and ZFX subsequently repaid on due date	BOC Ma An Shan Branch	7.22%	\$ -	\$ 1,572,698
Due May 17, 2012, guaranteed by SOI and ZFX subsequently repaid on due date	BOC Ma An Shan Branch	7.54%	-	1,572,698
Due April 18, 2012, subsequently repaid on due date	CCB Ma An Shan Branch	6.10%	-	1,572,698
Due April 4, 2012, subsequently repaid on due date	ICBC Ma An Shan Branch	6.94%	-	3,145,396
Due March 27, 2012, guaranteed by ZFX subsequently repaid on due date	BOC Jiu Jiang Branch	7.32%	-	786,316
Due March 10, 2012, guaranteed by ZFX subsequently repaid on due date	CCB Ma An Shan Branch	5.45%	-	3,302,666
Due March 10, 2012 subsequently repaid on due date	ICBC Jiu Jiang Ba Li Hu Branch	8.31%	-	1,729,968
Due March 5, 2012, guaranteed by ZFX subsequently repaid on due date	BOC Jiu Jiang Branch	7.32%	-	314,525
Due February 17, 2012 subsequently repaid on due date	ICBC Ma An Shan Branch	6.94%	-	1,572,698
Due February 11, 2012 guaranteed by SOI and ZFX, subsequently repaid on due date	BOC Ma An Shan Branch	7.54%	-	1,572,698
Due February 6, 2012, guaranteed by ZFX, subsequently repaid on due date	BOC Ma An Shan Branch	7.87%	-	3,145,396
Due January 15, 2012, guaranteed by ZFX subsequently repaid on due date	BOC Jiu Jiang Branch	7.32%	-	1,257,126
<b>Total</b>			<b>\$ 50,679,026</b>	<b>\$ 47,966,209</b>

All short term bank loans are obtained from local banks in China and are repayable within one year.

The weighted average annual interest rate of the short-term bank loans was 6.75% and 7.54% as of December 31, 2012 and 2011, respectively. Interest expense, included in the financial expenses in the statement of operations, was \$3,335,158, \$2,998,929 and \$1,949,982 for the years ended December 31, 2012, 2011 and 2010, respectively. The Company was in compliance of their financial covenants at December 31, 2012 and 2011, respectively.

**NOTE 14 – LONG TERM BANK LOANS**

	Bank Name	Interest Rate per Annum	December 31,	
			2012	2011
Due August 8, 2013, guaranteed by ZFX, collateral by Fixes assets	CCB Jiu Jiang Branch	7.31%	4,438,386	4,718,094
<b>Total long-term bank loans</b>			<b>4,438,386</b>	<b>4,718,094</b>
Less: current portion			4,438,386	-
<b>Long-term bank loans, less current portion</b>			<b>\$ -</b>	<b>\$ 4,718,094</b>

Interest expense, included in the financial expenses in the statement of operations, was \$341,834, \$133,938 and nil for the years ended December 31, 2012, 2011 and 2010, respectively.

## **NOTE 15 – STOCK-BASED COMPENSATION**

On July 26, 2010, the Company's Board of Directors adopted the 2010 Stock Option Plan, or the 2010 Plan. To date, other than the option to acquire 150,000 ordinary shares issued to our former chief financial officer ("CFO"), no shares have been issued under the 2010 Plan. The 2010 Plan will automatically terminate on the fifth anniversary of the 2010 Plan's adoption. However, outstanding stock options will continue to be effective after the 2010 Plan's termination. The Company's board of directors has the authority to amend, alter, suspend or terminate the 2010 Plan or any outstanding stock option. The consent of an option holder is necessary for any amendment that would adversely affect an outstanding option.

### *Stock options issued to employees*

The Company's former CFO was granted a stock option to purchase up to 150,000 ordinary shares pursuant to the Company's 2010 Plan. 150,000 shares were outstanding and exercisable as of December 31, 2012.



**NOTE 15 – STOCK-BASED COMPENSATION (CONTINUED)**

The Company calculated the estimated fair value of the options of the grant date using the Black-Scholes Option Pricing Model with the following assumptions:

Grant Date	<b>October 26, 2010</b>
Risk-free interest rate	1.93%
Expected term	5.0
Expected volatility	40.98%
Expected dividend yield	0.00%
Fair value of share option	1.41

The model requires the input of subjective assumptions including the expected stock price volatility and the expected dividend yield. The Company uses historical experience of employee turnover and future expectation to estimate forfeiture rate. For expected volatilities, the Company has made reference to historical volatilities of the Company's stock. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury Bills yield in effect at the time of grant.

The total fair value of the options granted to the former CFO at the respective grant date was \$211,500. The Company recorded \$86,799, \$105,605 and \$19,096 compensation cost for years ended December 31, 2012, 2011 and 2010, with corresponding credits to additional paid-in capital. Compensation cost of all stock option awards are recorded in general and administrative expenses.

The expected forfeiture rate of the stock options granted as of December 31, 2012 is 0%. The former CFO's options will be forfeited on May 31, 2013, three months after the termination date of the CFO on February 28, 2013. The Company's unamortized stock option expense as of December 31, 2012 is nil.

The following table summarizes the stock option activities of the Company:

	<u>Activity</u>	<u>Weighted Average Exercise Price</u>
Outstanding as of January 1, 2011	150,000-	\$ 5.00
Exercised	-	\$ -
Cancelled/Forfeited	-	\$ -
Outstanding as of December 31, 2011	150,000	\$ 5.00
Exercised	-	\$ -
Cancelled/Forfeited	-	\$ -
Vested and expected to vest as of December 31, 2012	<b>150,000</b>	<b>\$ 5.00</b>

**NOTE 16 – EARNINGS PER SHARES**

Basic earnings per share are computed by dividing income attributable to holders of ordinary shares by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per ordinary share reflects the potential dilution that could occur if securities or other contracts to issue ordinary shares were exercised or converted into ordinary shares.

The following table sets forth the computation of basic and diluted earnings per share for the periods indicated:

	<b>December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
Net income attribute to the Company	\$ 2,381,279	\$ 11,547,705	\$ 14,648,338
Weighted average ordinary shares outstanding - basic and diluted	19,942,333	20,000,000	15,150,685
Basic and diluted earnings per share	\$ 0.12	\$ 0.58	\$ 0.97

For the year ended December 31, 2012, 150,000 stock option issued to CFO are excluded because such option would be of anti-dilutive.

**NOTE 17 – STOCK REPURCHASE PROGRAM**

In November 2011, the Company's Board of Directors approved a share repurchase program for up to a total of 500,000 shares of the Company's American Depositary Receipts ("ADSs") through May 2012. Shares may be repurchased in the open market at prevailing market prices and/or in negotiated transactions off the market from time to time as market conditions warrant in accordance with applicable requirements of Rule 10b5-1 and/or Rule 10b-18 under the U.S. Securities Exchange Act of 1934, as amended. During the year ended December 31, 2012, the Company repurchased 98,041 shares of common stock from the secondary market. In connection with the transaction, the Company paid approximately \$96,608.

## NOTE 18 – INCOME TAX

### *BVI*

Ossen Innovation Co., Ltd, Ossen Innovation Group, Ossen Asia and Topchina are registered in the British Virgin Island and are exempt from income tax.

### *The PRC*

Starting from January 1, 2010, Ossen Materials enjoys a tax rate of 15% as it is considered as a High and New Technology Enterprise by the PRC government. Ossen Jiujiang was entitled to the CIT exemption during the two years ended December 31, 2008, was subject to a 50% income tax reduction during the three years ended December 31, 2011. Starting from January 1, 2012, Ossen Jiujiang enjoys a tax rate of 15% as it is considered as a High and New Technology Enterprise by the PRC government.

Enterprises established under the laws of foreign countries or regions and whose “place of effective management” is located within the PRC territory are considered PRC resident enterprises and subject to the PRC income tax at the rate of 25% on worldwide income. The definition of “place of effective management” refers to an establishment that exercises, in substance, overall management and control over the production and business, personnel, accounting, properties, etc. of an enterprise. As of December 31, 2012, no detailed interpretation or guidance has been issued to define “place of effective management”. Furthermore, as of December 31, 2012, the administrative practice associated with interpreting and applying the concept of “place of effective management” is unclear. If the Company’s non-PRC incorporated entities are deemed PRC tax residents, such entities would be subject to PRC tax. The Company has analyzed the applicability of this law, as of December 31, 2012, and the Company has not accrued for PRC tax on such basis. The Company will continue to monitor changes in the interpretation or guidance of this law.

PRC tax law also imposes a 10% withholding income tax, subject to reduction based on tax treaty where applicable, for dividends distributed by a foreign invested enterprise to its immediate holding company outside China. Such dividends were exempted from PRC tax under the previous income tax law and regulations. The foreign invested enterprise is subject to the withholding tax starting from January 1, 2008. There were no dividends distributed in the years ended December 31, 2012 and 2011.

**NOTE 18 – INCOME TAX-(CONTINUED)**

Income tax expenses consist of the following:

	<b>Year Ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
Current	\$ 696,694	\$ 2,190,005	\$ 2,865,372
Deferred	(139,266)	(50,976)	-
<b>Income tax expenses</b>	<b>\$ 557,428</b>	<b>\$ 2,139,029</b>	<b>\$ 2,865,372</b>

Reconciliation from the expected income tax expenses calculated with reference to the statutory tax rate in the PRC of 25% is as follows:

	<b>Year Ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
Computed "expected" income tax expenses	\$ 818,452	\$ 3,798,420	\$ 5,102,777
Effect on tax incentive / holiday	(383,472)	(1,740,969)	(2,310,384)
Non-deductable expense	122,448	81,578	72,979
<b>Income tax expenses</b>	<b>\$ 557,428</b>	<b>\$ 2,139,029</b>	<b>\$ 2,865,372</b>

Components of net deferred tax assets are as follows:

	<b>December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
Provision of doubtful accounts	\$ 191,564	\$ 51,821	\$ -

The deferred tax assets balance of \$191,564, \$51,821 and \$ nil at December 31, 2012, 2011 and 2010 respectively are included in Other Current Assets in the accompanying consolidated balance sheets.

**NOTE 19 – GEOGRAPHICAL SALES AND SEGMENTS**

Information for the Company's sales by geographical area for the years ended December 31, 2012, 2011 and 2010 are as follows:

	<b>Year Ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
Domestic Sales	\$ 111,925,870	\$ 111,130,918	\$ 113,873,505
International Sales	10,472,016	7,486,053	3,579,519
	<b>\$ 122,397,886</b>	<b>\$ 118,616,971</b>	<b>\$ 117,453,024</b>

The Company operates one business segment for the years ended December 31, 2012, 2011 and 2010.

**NOTE 20 – SUBSEQUENT EVENTS**

We have evaluated all events or transactions that occurred after December 31, 2012 up through the date we issued the consolidated financial statements.

**OSSEN INNOVATION CO., LTD.**

**SCHEDULE 1  
CONDENSED FINANCIAL STATEMENTS  
FOR YEARS ENDED DECEMBER 31, 2012 AND 2011**

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**OSSEN INNOVATION CO., LTD**  
**CONDENSED BALANCE SHEETS AS OF DECEMBER 31, 2012 AND 2011**

	December 31,	
	2012	2011
<b><u>ASSETS</u></b>		
<b>Current Assets</b>		
Cash	\$ 46,368	\$ 616,654
Accounts receivable from related party	20,000,000	20,000,000
<b>Total Current Assets</b>	<b>20,046,368</b>	<b>20,616,654</b>
Long term investment in subsidiaries	46,523,676	43,238,081
<b>TOTAL ASSETS</b>	<b>\$ 66,570,044</b>	<b>\$ 63,854,735</b>
<b><u>LIABILITIES AND SHAREHOLDERS' EQUITY</u></b>		
<b>TOTAL LIABILITIES</b>	<b>0</b>	<b>0</b>
<b>EQUITY</b>		
<b>Shareholders' Equity</b>		
Share Capital	50,000	50,000
Additional paid-in capital	20,735,955	20,735,955
Statutory reserve	0	0
Retained earnings	45,875,656	43,065,332
Accumulated other comprehensive income	5,042	3,448
Treasury stock	(96,609)	0
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>66,570,044</b>	<b>63,854,735</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 66,570,044</b>	<b>\$ 63,854,735</b>

**OSSEN INNOVATION CO., LTD CONDENSED STATEMENTS  
OF OPERATIONS FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

	<b>Year Ended December 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>REVENUES</b>	\$ 0	\$ 0
<b>COST OF GOODS SOLD</b>	0	0
<b>GROSS PROFIT</b>	<b>0</b>	<b>0</b>
Selling expenses	0	0
General and administrative expenses	(473,060)	(169,516)
<b>Total Operating Expenses</b>	<b>(473,060)</b>	<b>(169,516)</b>
<b>LOSS FROM OPERATIONS</b>	<b>(473,060)</b>	<b>(169,516)</b>
Financial expenses, net	(619)	(413)
Investment in subsidiaries	2,942,190	11,823,627
<b>INCOME BEFORE INCOME TAX</b>	<b>2,468,511</b>	<b>11,653,698</b>
<b>INCOME TAX</b>	0	0
<b>NET INCOME</b>	<b>2,468,511</b>	<b>11,653,698</b>

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**OSSEN INNOVATION CO., LTD CONDENSED STATEMENTS  
OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2012 AND 2011**

	Year Ended December 31, 2012	Year Ended December 31, 2011
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 2,468,511	\$ 11,653,698
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Equity in earnings of subsidiaries	(2,942,190)	(11,382,044)
Net cash used in operating activities	<u>(473,679)</u>	<u>271,654</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Net cash used in investing activities	<u>0</u>	<u>0</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
IPO expense compensation		0
Treasury stock purchased	(96,609)	0
Net cash provided by financing activities	<u>(96,609)</u>	<u>0</u>
<b>INCREASE IN CASH</b>	<b>(570,288)</b>	<b>271,654</b>
Effect of exchange rate changes on cash	2	0
Cash at beginning of period	<u>616,654</u>	<u>345,000</u>
<b><u>CASH AT END OF PERIOD</u></b>	<b><u>\$ 46,368</u></b>	<b><u>616,654</u></b>

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## EMPLOYMENT AGREEMENT

THIS EMPLOYMENT AGREEMENT (the "Agreement") is effective as of March 1, 2013 (the "Effective Date"), between Ossen Innovation Co., Ltd., a British Virgin Islands company with its principal place of business located at 518 Shangcheng Road, Floor 17, Shanghai, 200120, People's Republic of China (the "Company"), and Feng Peng (the "Executive").

WHEREAS, the Company desires to employ the Executive as its Chief Financial Officer, and Executive desires to accept such employment on terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter set forth, the Company and the Executive agree as follows:

1. **TERM.** The Company offers to employ the Executive, and the Executive agrees to be employed by the Company, in accordance with the terms and subject to the conditions of this Agreement commencing on the Effective Date and terminating on the first anniversary of the Effective Date (the "Term"), unless terminated prior thereto in accordance with the provisions of Section 10 herein. The Term shall be automatically renewed for successive one (1) year terms, unless either party gives the other party written notice of its intention not to renew the Agreement no later than 90 days prior to the expiration of the then current term. A determination by the Company not to renew this Agreement without "Cause" shall be deemed a termination of employment for purposes of Section 10(d) herein and the terms thereof shall apply.

2. **POSITION AND DUTIES.** Executive agrees to be employed by the Company during the Term upon the terms and subject to the conditions set forth in this Agreement. Executive shall serve as the Chief Financial Officer of the Company and shall report to the Board of Directors of the Company (the "Board of Directors"). Throughout the Term, Executive shall faithfully and diligently perform Executive's duties in conformity with the directions of the Company and serve the Company to the best of Executive's ability. Executive shall devote his full business time and best efforts to the business and affairs of the Company. In his capacity as the Chief Financial Officer of the Company, Executive shall have such duties and responsibilities as may be prescribed by the Board of Directors.

3. **BUSINESS OPPORTUNITIES.** The Executive covenants and agrees that for so long as he is employed by the Company, the Executive shall inform the Company of each and every business opportunity related to the business of the Company of which the Executive becomes aware, and that the Executive will not, directly or indirectly, exploit any such opportunity for the Executive's own account, nor will the Executive render any services to any other person or business, acquire any interest of any type in any other business or engage in any activities that conflict with the Company's best interests or which is in competition with the Company. The Executive affirms that no obligation exists between the Executive and any other entity which would prevent or impede the Executive's immediate and full performance of every obligation of this Agreement.

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4. HOURS OF WORK. The Executive's normal days and hours of work shall coincide with the Company's regular business hours. The nature of the Executive's employment with the Company requires flexibility in the days and hours that the Executive must work, and may necessitate that the Executive work on other or additional days and hours. The Company reserves the right to require the Executive, and the Executive agrees, to work during other or further days or hours than the Company's normal business hours.

5. LOCATION. The location of the Executive's employment with Company shall be Shanghai and New York.

6. BASE SALARY; BONUS.

a. In consideration of the Executive's services under this Agreement, the Company shall pay or cause to pay, and the Executive agrees to accept, during the one year period following the Effective Date (the "First Year"), a monthly base salary of RMB35,834 (approximately USD 5,750), less all applicable taxes and other appropriate deductions, paid on the last day of each calendar month. Following the First Year, the Executive's base salary shall be reviewed annually by the Board of Directors of the Company. The decision to increase or decrease the Executive's base salary and the amount of any such increase or decrease are within the sole discretion of the Company's Compensation Committee and the Board of Directors.

b. At the end of each year, the Compensation Committee and the Board of Directors shall evaluate the Executive's performance for the prior year and determine whether or not to grant the Executive an annual cash bonus. The decision whether or not to grant the Executive's annual cash bonus, and the amount of any such bonus, are within the sole discretion of the Company's Compensation Committee and the Board of Directors.

7. REIMBURSEMENT OF EXPENSES; VACATION; INSURANCE.

a. During the Term, in accordance with the Company's expense reimbursement policy, the Executive shall be entitled to reimbursement for reasonable expenses (including, without limitation, reasonable travel expenses) paid or incurred by him, in connection with and related to the performance of his duties and responsibilities hereunder for the Company. All requests by Executive for reimbursement for such expenses must be supported by appropriate invoices, vouchers, receipts or such other supporting documentation in such form and containing such information as the Company may from time to time require, evidencing that the Executive, in fact, incurred or paid said expenses.

b. The Executive shall be entitled to an annual paid vacation for 4 weeks per calendar year (as prorated for partial years), such vacations to be taken at such time or times as mutually agreed upon by the Company and the Executive. The carry-over of vacation days shall be in accordance with the Company's policy applicable to senior executives from time to time in effect.

c. During his employment pursuant to this Agreement, the Executive shall be entitled to participate in all employee benefit plans and programs to the same extent generally available to similarly situated employees of the Company, in accordance with the terms of such plans and programs, including but not limited to, pension, unemployment and health benefits, and other benefits as required by local laws and regulations of the People's Republic of China.

8. TERMINATION.

a. DEATH OR RESIGNATION. If the Executive dies or resigns during the Term, this Agreement shall automatically terminate on the date of the Executive's death or resignation and, following the date of the Executive's death or resignation, the Company shall have no further obligations or liability to the Executive or his heirs, administrators or executors with respect to compensation and benefits specified in Sections 6, 7 and 8 herein thereafter, except for the obligation to pay the Executive (i) any earned but unpaid base salary and other benefits through the Executive's date of death or resignation, (ii) for any unused accrued and unforfeited vacation, and (iii) subject to Section 8 herein, for any unreimbursed business expenses incurred by the Executive prior to his death or resignation.

b. DISABILITY. At any time during the Term, the Company may terminate this Agreement and the Executive's employment with the Company because of the Executive's "Disability," by written notice to the Executive. For purposes of this Agreement, "Disability" shall mean, if at the end of any calendar month during the Term, the Executive, as a result of mental or physical illness or injury, is or has been unable to perform his duties under this Agreement, with or without reasonable accommodation, for a period of 90 consecutive days. If this Agreement is terminated because of the Executive's "Disability," the Company shall have no further obligations or liability to the Executive or his heirs, administrators or Executors with respect to compensation and benefits specified in Sections 6, 7 and 8 herein thereafter, except for the obligation to pay the Executive (i) any earned but unpaid base salary through the date of termination for "Disability," at the rate then in effect, and other benefits (ii) for any unused accrued and unforfeited vacation, and (iii) subject to Section 8 herein, for any unreimbursed business expenses incurred by the Executive prior to his last date of employment with the Company. The Company shall deduct, from all payments made hereunder, all applicable taxes and other appropriate deductions.

c. TERMINATION FOR "CAUSE." At any time during the Term, the Company may terminate this Agreement and the Executive's employment with the Company, at any time, for "Cause." For purposes of this Agreement, "Cause" shall mean any of the following: (i) the neglect or failure or refusal of Executive to perform Executive's duties hereunder (other than as a result of total or partial incapacity due to physical or mental illness), as determined by the Board of Directors or the Compensation Committee in their sole discretion; (ii) the engaging by Executive in gross negligence or misconduct which is injurious to the Company or any of its affiliates, monetarily or otherwise; (iii) perpetration of an intentional and knowing fraud against or affecting the Company or any of its affiliates or any customer, client, agent, or employee thereof; (iv) any willful or intentional act that could reasonably be expected to injure the reputation, business, or business relationships of the Company or any of its affiliates or Executive's reputation or business relationships; (v) Executive's material failure to comply with, and/or a material violation by Executive of, the internal policies of the Company or any of its affiliates and/or procedures or any laws or regulations applicable to Executive's conduct as an employee of the Company; (vi) Executive's conviction (including conviction on a nolo contendere plea) of a felony or any crime involving fraud, dishonesty or moral turpitude; (vii) the breach of a covenant set forth in Sections 10, 11 or 12 herein; or (viii) any other material breach by Executive of this Agreement; provided, however, that, if susceptible of cure, a termination by the Company under Sections 9(c)(i), 10(c)(v) or 10(c)(viii) herein shall be effective only if, within 14 days following delivery of a written notice by the Company to Executive that the Company is terminating his employment for Cause, Executive has failed to cure the circumstances giving rise to Cause. If this Agreement and the Executive's employment is terminated for "Cause," following the Executive's last date of employment with the Company, the Company shall have no further obligations or liability to the Executive or his heirs, administrators or Executors with respect to compensation and benefits thereafter, except for the obligation to pay the Executive (i) any earned but unpaid base salary through the Executive's last date of employment, at the rate then in effect, (ii) for any unused accrued and unforfeited vacation, and (iii) subject to Section 8 herein, for any unreimbursed business expenses incurred by the Executive prior to the last date of employment with the Company. The Company shall deduct, from all payments made hereunder, all applicable taxes and other appropriate deductions.

d. TERMINATION WITHOUT CAUSE. The Company may terminate Executive's employment hereunder at any time for any reason or no reason by giving Executive ninety (90) days prior written notice of the termination, provided that in the event that the Company terminates Executive's employment without "Cause," the Executive shall not be subject to the covenants listed in Section 13 herein. Following any such notice, the Company may reduce or remove any and all of Executive's duties, positions and titles with the Company. If this Agreement and the Executive's employment with the Company is terminated without "Cause," following the Executive's last date of employment with the Company, the Company shall have no further obligations or liability to the Executive or his heirs, administrators or executors with respect to compensation and benefits thereafter, except for the obligation to pay the Executive (i) any earned but unpaid base salary through the Executive's last date of employment, at the rate then in effect, (ii) for any unused accrued and unforfeited vacation, and (iii) subject to Section 8 herein, for any unreimbursed business expenses incurred by the Executive prior to his last date of employment with the Company. The Company shall deduct, from all payments made hereunder, all applicable taxes and other appropriate deductions.

9. PROPRIETARY INFORMATION.

a. Executive acknowledges that during the course of his employment with the Company he will necessarily have access to and make use of proprietary information and confidential records of the Company and its affiliates. Executive covenants that he shall not during the Term or at any time thereafter, directly or indirectly, use for his own purpose or for the benefit of any person or entity other than the Company, nor otherwise disclose, any proprietary information to any individual or entity, unless such disclosure has been authorized in writing by the Company or is otherwise required by law. Executive acknowledges and understands that the term "proprietary information" includes, but is not limited to: (a) the software products, programs, applications, and processes utilized by the Company or any of its affiliates; (b) the name and/or address of any customer or vendor of the Company or any of its affiliates or any information concerning the transactions or relations of any customer or vendor of the Company or any of its affiliates with the Company or such affiliate or any of its or their partners, principals, directors, officers or agents; (c) any information concerning any product, technology, or procedure employed by the Company or any of its affiliates but not generally known to its or their customers, vendors or competitors, or under development by or being tested by the Company or any of its affiliates but not at the time offered generally to customers or vendors; (d) any information relating to the computer software, computer systems, pricing or marketing methods, sales margins, cost of goods, cost of material, capital structure, operating results, borrowing arrangements or business plans of the Company or any of its affiliates; (e) any information which is generally regarded as confidential or proprietary in any line of business engaged in by the Company or any of its affiliates; (f) any business plans, budgets, advertising or marketing plans; (g) any information contained in any of the written or oral policies and procedures or manuals of the Company or any of its affiliates; (h) any information belonging to customers or vendors of the Company or any of its affiliates or any other person or entity which the Company or any of its affiliates has agreed to hold in confidence; (i) any Inventions (as defined in Section 11 herein) covered by this Agreement; and (j) all written, graphic and other material relating to any of the foregoing. Executive acknowledges and understands that information that is not novel or copyrighted or patented may nonetheless be proprietary information. The term "proprietary information" shall not include information generally available to and known by the public or information that is or becomes available to Executive on a non-confidential basis from a source other than the Company, any of its affiliates, or the directors, officers, employees, partners, principals or agents of the Company or any of its affiliates (other than as a result of a breach of any obligation of confidentiality).

b. Executive shall not during the Term or at any time thereafter (irrespective of the circumstances under which Executive's employment by the Company terminates), except as required by law, directly or indirectly publish, make known or in any fashion disclose any confidential records to, or permit any inspection or copying of confidential records by, any individual or entity other than in the course of such individual's or entity's employment or retention by the Company. Upon termination of employment for any reason or upon request by the Company, Executive shall deliver promptly to the Company all property and records of the Company or any of its affiliates, including, without limitation, all confidential records. For purposes hereof, "confidential records" means all correspondence, reports, memoranda, files, manuals, books, lists, financial, operating or marketing records, magnetic tape, or electronic or other media or equipment of any kind which may be in Executive's possession or under his control or accessible to him which contain any proprietary information. All property and records of the Company and any of its affiliates (including, without limitation, all confidential records) shall be and remain the sole property of the Company or such affiliate during the Term and thereafter.

c. The Executive affirms that he did not and does not possess, and has not relied and will not rely upon the protected trade secrets or confidential or proprietary information of the Executive's prior employer(s) in providing services to the Company.

10. OWNERSHIP AND ASSIGNMENT OF INVENTIONS.

a. The Executive acknowledges that, in connection with his duties and responsibilities relating to his employment with the Company, the Executive and/or other employees of the Company working with the Executive, without the Executive or under the Executive's supervision, may have created, conceived of, made, prepared, worked on or contributed to, and/or may create, conceive of, make, prepare, work on or contribute to, the creation of, or may have been or may be asked by the Company and/or its affiliates or customers to create, conceive of, make, prepare, work on or contribute to the creation of, without limitation, lists, business diaries, business address books, documentation, ideas, concepts, inventions, designs, works of authorship, computer programs, audio/visual works, developments, proposals, works for hire or other materials ("Inventions"). To the extent that any such Inventions related or relate to any actual or reasonably anticipated business of the Company or any of its affiliates or customers, or falls within, is suggested by or results from any tasks assigned to the Executive for or on behalf of the Company or any of its affiliates or customers, the Executive expressly acknowledges that all of his activities and efforts relating to any Inventions, whether or not performed during the Executive's or the Company's regular business hours, are within the scope of the Executive's employment with the Company and that the Company owns all right, title and interest in and to all Inventions, including, to the extent that they exist, all intellectual property rights thereto, including, without limitation, copyrights, patents and trademarks in and to all Inventions. The Executive also acknowledges and agrees that the Company owns and is entitled to sole ownership of all rights and proceeds to all Inventions.



b. The Executive expressly acknowledges and agrees to assign to the Company, and hereby assigns to the Company, all of the Executive's right, title and interest in and to all Inventions, including, to the extent they exist, all intellectual property rights thereto, including, without limitation, copyrights, patents and trademarks in and to all Inventions.

c. In connection with all Inventions, the Executive agrees to disclose any Invention promptly to the Company and to no other person or entity. The Executive further agrees to execute promptly, at the Company's request, specific written assignments of the Executive's right, title and interest in any Inventions, and do anything else reasonably necessary to enable the Company to secure or obtain a copyright, patent, trademark or other form of protection in or for any Invention in the United States or other countries. The Executive further agrees that the Company is not required to designate the Executive as an author of or contributor to any Invention or to secure the Executive's permission to change or otherwise alter any Invention.

d. The Executive acknowledges that all rights, waivers, releases and/or assignments granted herein and made by the Executive are freely assignable by the Company and are made for the benefit of the Company and its affiliates, subsidiaries, licensees, successors and assigns.

e. The Executive agrees to waive, and hereby does waive, for the benefit of all persons, any and all right, title and interest in the nature of "moral rights" or "droit moral" granted to the Executive in any country in the world.

11. NON-COMPETITION AND NON-SOLICITATION. Because of the nature of the Company's business, and because, as a result of his employment with the Company, the Executive has been and will continue to be exposed to proprietary information, the Executive acknowledges that the Company would sustain grievous harm in the event that he were to disclose proprietary information, engage in business activities that compete with the Business, appropriate or divert business or customers of the Company or its affiliates and/or induce employees or consultants of the Company or its affiliates to leave the employment of the Company or its affiliates. The Executive acknowledges that the Company has a legitimate business interest in protecting itself from the aforementioned harm and in the protection and maintenance of the proprietary information and of the good will and customer relationships of the Company and its affiliates. Therefore, the Executive hereby agrees and covenants to be bound by the non-competition and non-solicitation restrictions set forth herein below, which restrictions the Executive agrees and acknowledges are reasonable and necessary and do not impose undue hardship or burdens on the Executive.

a. The Executive agrees that, during his employment with the Company and for a period of six (6) months following the termination of his employment with the Company, he and his affiliates shall not directly or indirectly own, manage, operate, control, be employed by, consult for, be an officer of, participate in, contract with or be connected in any capacity or any manner with any person or entity whose business activities directly or indirectly (whether through related persons, entities or otherwise) compete with the Company anywhere, including but not limited to, the People's Republic of China and the United States, in which the Company or its affiliates conducts its business; provided, however, that the Executive shall not be prevented from owning an interest in a publicly traded company so long as the fair market value of such interest at the date of acquisition is less than US\$1,000,000.

b. The Executive agrees that during the period of his employment with the Company and for a period of six (6) months following the termination of his employment with the Company, for any reason, he will not, anywhere, including but not limited to, the People's Republic of China and the United States, in which the Company or its affiliates conducts its business, directly or indirectly recruit, induce, divert, supervise, employ, manage, hire or entice, or cause to be recruited, induced, diverted, supervised, employed, managed, hired or enticed, any employee, consultant or independent contractor of the Company or its affiliates to leave or terminate the employment or other relationship thereof, for any reason.

c. The Executive agrees that during the period of his employment with the Company and for a period of six (6) months following the termination of his employment with the Company, he will not, anywhere, including but not limited to, the People's Republic of China and the United States, in which the Company or its affiliates conducts its business, directly or indirectly appropriate, call on, induce, divert or solicit, or assist another to appropriate, call on, induce, divert or solicit any actual or potential business or customer away from the Company or its affiliates, or attempt to do any of the foregoing, or otherwise induce or attempt to induce any actual or potential business or customer of the Company or its affiliates, to terminate or adversely modify its relationship with the Company or its affiliates, or to enter into a relationship with or conduct business with the Company or its affiliates, which actual or potential business or customer the Executive was involved with or had a relationship with or whose identity became known to the Executive in connection with the Executive's employment with the Company.

d. If any of the restrictive covenants set forth in Sections 12(a), (b) and (c) herein is held to be invalid, illegal or unenforceable (in whole or in part), such restrictive covenant shall be deemed modified to the extent, but only to the extent, of such invalidity, illegality or unenforceability, and a court of competent jurisdiction shall have the power to modify, any such restrictive covenant to the extent necessary to render such provision enforceable, and the remaining restrictive covenant shall not be affected thereby.

e. In the event of a violation of any of the restrictive covenants set forth in Sections 12(a), (b) and (c) herein, if the Executive is prevented by a court, arbitrator or other judicial body from committing any further violation, whether by a temporary restraining order, injunction or otherwise, the time periods set forth in Sections 12(a), (b) and (c) herein shall be computed by commencing the periods on the date of the order of such court, arbitrator or other judicial body and continuing from that date for the full period provided.

f. The Executive shall have the right to request a waiver of all or part of the restrictive covenants contained in Sections 12(a), (b) and (c) herein by providing the Board of Directors or the Compensation Committee with a written request for such waiver that contains all relevant details. The Board of Directors or the Compensation Committee may, in its sole discretion, waive all or part of the restrictive covenants contained in Sections 12(a), (b) and (c) herein on such terms and conditions, and to such extent, as it, in its sole discretion, deems appropriate. Such waiver must be in writing.

g. The parties acknowledge that this Agreement would not have been entered into, that the benefits described in Sections 6, 7 and 8 herein would not have been promised to the Executive by the Company, in the absence of the Executive's covenants and promises set forth in Sections 12(a), (b) and (c) herein.

12. DISPUTE RESOLUTION. The Executive and the Company agree that any dispute or claim, whether based on contract, tort, discrimination, retaliation, or otherwise, relating to, arising from, or connected in any manner with this Agreement or with the Executive's employment with Company shall be resolved exclusively through final and binding arbitration under the auspices of the Hong Kong Chamber of Commerce ("HKCC") in accordance with the commercial arbitration rules and supplementary procedures for international commercial arbitration of the HKCC. The arbitration shall be held in Hong Kong. There shall be three arbitrators: one arbitrator shall be chosen by each party to the dispute and those two arbitrators shall choose the third arbitrator. Each party shall cooperate with the other in making full disclosure of and providing complete access to all information and documents requested by the other party in connection with the arbitration proceedings. Arbitration shall be the sole, binding, exclusive and final remedy for resolving any dispute between the parties. The arbitrators shall have jurisdiction to determine any claim, including the arbitrability of any claim, submitted to them. The arbitrators may grant any relief authorized by law for any properly established claim. The interpretation and enforceability of this Section 14 shall be governed and construed in accordance with the United States Federal Arbitration Act, 9 U.S.C. §§1, et seq. More specifically, the parties agree to submit to binding arbitration any claims for unpaid wages or benefits, or for alleged discrimination, harassment, or retaliation, arising under Title VII of the Civil Rights Act of 1964, the Equal Pay Act, the National Labor Relations Act, the Age Discrimination in Employment Act, the Americans With Disabilities Act, the Executive Retirement Income Security Act, the Civil Rights of 1991, the Family and Medical Leave Act, the Fair Labor Standards Act, Sections 1981 through 1988 of Title 42 of the United States Code, COBRA, and any other federal, state, or local law, regulation, or ordinance, and any common law claims, claims for breach of contract, or claims for declaratory relief. The Executive acknowledges that the purpose and effect of this Section 13 is solely to elect private arbitration in lieu of any judicial proceeding he might otherwise have available to him in the event of an employment-related dispute between him and the Company. Therefore, the Executive hereby waives his right to have any such employment-related dispute heard by a court or jury, as the case may be, and agrees that his exclusive procedure to redress any employment-related claims will be arbitration.

13. MISCELLANEOUS.

a. Telephones, stationery, postage, e-mail, the internet and other resources made available to the Executive by the Company, are solely for the furtherance of the Company's business.

b. All issues concerning, relating to or arising out of this Agreement and from the Executive's employment by the Company, including, without limitation, the construction and interpretation of this Agreement, shall be governed by and construed in accordance with the internal laws of the State of New York, without giving effect to that State's principles of conflicts of law.

c. The Executive and the Company agree that any provision of this Agreement deemed unenforceable or invalid may be reformed to permit enforcement of the objectionable provision to the fullest permissible extent. Any provision of this Agreement deemed unenforceable after modification shall be deemed stricken from this Agreement, with the remainder of the Agreement being given its full force and effect.

d. The Company shall be entitled to equitable relief, including injunctive relief and specific performance as against the Executive, for the Executive's threatened or actual breach of Sections 10, 11 or 12 herein, as money damages for a breach thereof would be incapable of precise estimation, uncertain, and an insufficient remedy for an actual or threatened breach of Sections 10, 11 or 12 herein. The Executive and the Company agree that any pursuit of equitable relief in respect of Sections 10, 11 or 12 herein shall have no effect whatsoever regarding the continued viability and enforceability of Section 13 herein.

e. Any waiver or inaction by the Company for any breach of this Agreement shall not be deemed a waiver of any subsequent breach of this Agreement.

f. The Executive and the Company independently have made all inquiries regarding the qualifications and business affairs of the other which either party deems necessary. The Executive affirms that he fully understands this Agreement's meaning and legally binding effect. Each party has participated fully and equally in the negotiation and drafting of this Agreement. Each party assumes the risk of any misrepresentation or mistaken understanding or belief relied upon by his or it in entering into this Agreement.

g. The Company and the Executive agree that the Executive's obligations to the Company during the Executive's employment with the Company, as well as any other obligation of the Executive under this Agreement, may be assigned to any successor in interest to the Company or any division or affiliate of the Company in its sole discretion and without additional consideration or prior notice to the Executive, but that nothing requires the Company to do so. The Executive's obligations under this Agreement are personal in nature and may not be assigned by the Executive to any other person or entity.

h. The Company and the Executive acknowledge and agree that future alterations to the Executive's work hours, working title, management or supervisory responsibilities, number of subordinate employees, sales or promotional budgets, reporting relationships within the Company or with businesses affiliated with the Company, management responsibilities or duties, or similar changes or alterations may occur periodically during the Executive's employment with the Company. The Company and the Executive agree that the Company, in its sole discretion, may implement such alterations or adjustments for any or no reason and that any such action shall not constitute a breach of this Agreement so long as the Company continues to perform its remaining obligations as provided by this Agreement.

i. This instrument constitutes the entire Agreement between the parties regarding its subject matter. When signed by all parties, this Agreement supersedes and nullifies all prior or contemporaneous conversations, negotiations, or agreements, oral and written, regarding the subject matter of this Agreement. In any future construction of this Agreement, this Agreement should be given its plain meaning. This Agreement may be amended only by a writing signed by the Company and the Executive.

j. Notwithstanding the termination of this Agreement and of the Executive's employment with the Company for any reason, Sections 10, 11 or 12 herein shall continue in full force and effect in accordance with their terms following such termination.

k. This Agreement may be executed in counterparts, a counterpart transmitted via facsimile, and all executed counterparts, when taken together, shall constitute sufficient proof of the parties' entry into this Agreement. The parties agree to execute any further or future documents which may be necessary to allow the full performance of this Agreement. This Agreement contains headings for ease of reference. The headings have no independent meaning.

THE EXECUTIVE STATES THAT HE HAS FREELY AND VOLUNTARILY ENTERED INTO THIS AGREEMENT AND THAT HE HAS READ AND UNDERSTOOD EACH AND EVERY PROVISION THEREOF. THIS AGREEMENT IS EFFECTIVE UPON THE EXECUTION OF THIS AGREEMENT BY BOTH PARTIES.

[Signature page follows]

IN WITNESS WHEREOF, the Company has caused this Agreement to be duly executed on its behalf by an individual thereunto duly authorized and Executive has duly executed this Agreement, each as of the date and year first written above.

OSSEN INNOVATION CO., LTD.

Name: Feng Peng

By: \_\_\_\_\_  
Name: Wei Hua  
Title: Chief Executive Officer

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO  
EXCHANGE ACT RULE 13A-14(A)/15D-14(A)  
AS ADOPTED PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Wei Hua, certify that:

1. I have reviewed this annual report on Form 20-F of Ossen Innovation Co., Ltd.;
2. Based on my knowledge, 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;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2013

/s/ Wei Hua

Wei Hua

Chief Executive Officer

(Principal Executive Officer)

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**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO  
EXCHANGE ACT RULE 13A-14(A)/15D-14(A)  
AS ADOPTED PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Feng Peng, certify that:

1. I have reviewed this annual report on Form 20-F of Ossen Innovation Co., Ltd.;
2. Based on my knowledge, 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;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2013

/s/ Feng Peng  
Feng Peng  
Chief Financial Officer  
(Principal Financial Officer)

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**CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Ossen Innovation Co., Ltd. (the "Registrant") on Form 20-F for the year ended December 31, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned certifies pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: April 29, 2013

/s/ Wei Hua

Wei Hua

*(Principal Executive Officer)*

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**CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Ossen Innovation Co. Ltd. (the "Registrant") on Form 20-F for the year ended December 31, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned certifies pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: April 29, 2013

/s/ Feng Peng

Feng Peng

*(Principal Financial Officer)*

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