Origin Agritech LTD
Form 20-F
January 23, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 20-F

(Mark One)

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

OR

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

For the fiscal year ended September 30, 2013

OR

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

OR

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

Commission file number: 000-51576

Origin Agritech Limited
(Exact name of Registrant as specified in its charter)

Not Applicable
(Translation of Registrant's name into English)

British Virgin Islands
(Jurisdiction of incorporation or organization)

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(Address of principal executive offices)

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(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	Name of each exchange on which registered
Ordinary Shares	**The NASDAQ Global Select Market**

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)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period (September 30, 2013) covered by the annual report: 22,905,926 ordinary shares.

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

¨Yes xNo

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 xNo

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.

xYes ¨No

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

xYes ¨No

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

¨Large accelerated filer ¨Accelerated filer xNon-accelerated filer

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

U.S. GAAP x	International Financial Reporting Standard as Issued by the International Accounting Standards	Other ¨

Board ¨

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 xNo

ORIGIN AGRITECH LIMITED

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INTRODUCTION

Except where the context otherwise requires and for purposes of this Annual Report only:

- "we," "us," "our company," "our," the "Company" and "Origin" refer to Origin Agritech Limited and, in the context of describing our operations, also include State Harvest Holdings Limited and the following, which are collectively described in this Annual Report as "our PRC Operating Companies": Beijing Origin State Harvest Biotechnology Limited, or Origin Biotechnology ("BioTech") and its subsidiary Shandong Kunfeng or Origin Kunfeng, Beijing Origin Seed Limited, or Beijing Origin, and its five subsidiaries, Changchun Origin Seed Technology Development Limited, or Changchun Origin, Henan Origin Cotton Technology Development Limited, or Henan Origin, Denong Zhengcheng Seed Limited, or Denong, Linze Origin Seed Limited, or Linze Origin, Xinjiang Originbo Seed Limited, or Xinjiang Origin.

- "last year," "fiscal year 2013," "the year ended September 30, 2013" and "the fiscal year ended September 30, 2013" refer to the twelve months ended September 30, 2013, which is the period covered by this Annual Report;

- all references to "Renminbi," "RMB" or "yuan" are to the legal currency of China; all references to "U.S. dollars," "dollars," "$" or "US$" are to the legal currency of the United States. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding. The translation of Renminbi amounts into United States dollar amounts has been made for the convenience of the reader. Such translation amounts should not be construed as representations that the Renminbi amounts could be readily converted into United States dollar amounts at that rate or any other rate;

- "China" or "PRC" refers to the People's Republic of China, excluding Taiwan, Hong Kong, and Macau;

- "Hong Kong" refers to the Hong Kong Special Administrative Region of the People's Republic of China; and

- "shares" and "ordinary shares" refer to our ordinary shares, "preferred shares" refers to our preferred shares

FORWARD-LOOKING INFORMATION

This Annual Report on Form 20-F contains forward-looking statements that are based on our current expectations, assumptions, estimates, and projections about our company and industry. All statements other than statements of historical fact in this Annual Report are forward-looking statements. These forward-looking statements can be identified by words or phrases such as "may," "will," "expect," "anticipate," "estimate," "plan," "believe," "is/are likely to" or similar expressions. The forward-looking statements included in this Annual Report relate to, among others:

- our goals and strategies, including how we implement our goals and strategies;

- our expectations for our future business and product development, business prospects, results of business operations or any seed production operations, and current financial condition;

- expected changes in our margins and certain costs or expenditures, inclusive of changes in our product costs;

- our future pricing strategies or pricing policies;

- our ability to successfully anticipate market demand for crop seeds in our market and plan our volume and product mix accordingly;

- our ability to integrate acquisitions into our growth strategies and to generate sufficient value to justify their acquisition and development cost;

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- our plans for development of seed or technology internally, including our ability to successfully develop and produce seeds, and receive regulatory approval for and distribute proprietary seed products;
- our expectations regarding our need to produce seeds and other biotechnology under licenses from third parties, and production results of our contracted farming production base;
- future development of agricultural biotechnology as a whole and the impact of genetically modified crop seeds in our industry;
- address the scope and impact of the governing and regulatory policies and laws regarding genetically modified seed products in China, and our ability to apply for and receive necessary approvals and to develop, produce, market and distribute genetically modified crop seeds;
- compliance with government registration and regulation;
- our plans to license or co-develop any seed product or technology;
- our plans regarding any future business combination or business acquisition;
- PRC and other international government policies and regulations relating to the crop seed industry;
- our plans to expand our business-level or corporate-level operations and product offerings;
- likelihood of recurrence of accounting charges or impairments;
- expected changes in our sources of revenues and income base from our business operations or other sources;
- competition in the crop seed industry in China and other international markets;
- future development of the crop seed industry in China and other international markets;
- our plans for current staffing requirements, research and development and regional business focus;
- our ability to successfully raise capital to accommodate company needs which are under acceptable terms, at an acceptable share price and at a reasonable cost; and
- adequacy of our facilities or seed production for our future operations.

We believe it is important to communicate our expectations to our shareholders. However, there may be certain events in the future that we are not able to predict with accuracy or over which we have no control. The risk factors and cautionary language discussed in this Annual Report provide examples of risks, uncertainties and events that may cause actual results to differ materially from the expectations in these forward-looking statements, including among other things:

- changing interpretations of Generally Accepted Accounting Principles and the adoption or use of International Accounting Standards in the future;
- outcomes of PRC and international government reviews, inquiries, investigations and related litigations;
- continued compliance with government regulations of PRC and other governments;

- legislative and regulatory environments, requirements or changes adversely affecting the businesses in which we and our PRC operating companies are engaged;

- fluctuations in our customer demand;

- management of the growth of our business and introduction of genetically modified products;

- timing of approval, production, and market acceptance of new products, inclusive of our genetically modified products;

- general economic conditions in the PRC and worldwide; and

- geopolitical events and regulatory changes.

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The forward-looking statements in this Annual Report involve various risks, assumptions, and uncertainties. Although we believe that our expectations expressed in these forward-looking statements are reasonable, we cannot be certain that our expectations will materialize. Our actual results could be materially different from our expectations. Important risks and factors that could cause our actual results to be materially different from our expectations are generally set forth in the risk factors included in this Annual Report.

This Annual Report also contains information relating to the crop seed market, which is based on various assumptions. The crop seed market may not grow at the rates we project, or at all. The failure of the markets in which we operate to grow at the projected rates may have a material adverse effect on our business and the market price of our shares. In addition, the relatively new and rapidly changing nature of the genetically modified crop seed industry subjects any projections or estimates relating to the growth prospects or future condition of our markets to significant uncertainties. Furthermore, if any one or more of the assumptions underlying the market data turns out to be incorrect, actual results may differ based on these assumptions.

The forward-looking statements made in this Annual Report relate only to events or information as of the date of the statements. Readers should read these statements in conjunction with the risk factors disclosed in this Annual Report.

All forward-looking statements included herein attributable to us or other parties or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable laws and regulations, we undertake no obligations to update these forward-looking statements to reflect events or circumstances after the date of this Annual Report or to reflect the occurrence of unanticipated events.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

Not Applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not Applicable.

ITEM 3. KEY INFORMATION

A. Selected financial data.

The following selected consolidated financial information was derived from our fiscal year end consolidated financial statements. The following information should be read in conjunction with those statements and Item 5, "Operating and Financial Review and Prospects." Our summary consolidated statements of operations and comprehensive income data for the fiscal years ended September 30, 2011, 2012 and 2013 and our summary consolidated balance sheet data as of September 30, 2012 and 2013, as set forth below, are derived from, and are qualified in their entirety by reference to, our audited consolidated financial statements, including the notes thereto, which are included in this Annual Report. The summary statement of operations and comprehensive income data for the fiscal years ended September 30, 2009 and 2010 and the summary balance sheet data as of September 30, 2009, 2010 and 2011, set forth below are derived from our audited consolidated financial statements which are not included herein.

Our consolidated financial statements are prepared and presented in accordance with accounting principles generally accepted in the United States, or U.S. GAAP.

	For the year ended September 30, (in thousands, except share data)					
	2009	2010	2011	2012	2013	
	RMB	RMB	RMB	RMB	RMB	USD(1)
Consolidated statement of income and comprehensive income data:						
Net revenues	592,492	584,860	567,434	552,111	481,694	77,297
Cost of revenues	(392,842)	(353,587)	(371,591)	(387,783)	(315,082)	(50,561)
Gross profit	199,650	231,273	195,843	164,328	166,612	26,736
Selling and marketing	(55,648)	(52,227)	(56,831)	(56,437)	(55,375)	(8,886)
General and administrative	(64,833)	(78,708)	(86,748)	(77,585)	(66,153)	(10,615)
Research and development	(33,473)	(38,356)	(44,771)	(37,629)	(42,162)	(6,766)
Other income, net	1,991	2,340	5,120	3,852	15,241	2,446
Total operating expenses	(151,963)	(166,951)	(183,230)	(167,799)	(148,449)	(23,821)
Income (loss) from operations	47,687	64,322	12,613	(3,471)	18,163	2,915
Interest income	2,036	1,634	1,771	2,547	1,776	285
Interest expenses	(16,784)	(8,539)	(1,469)	(4,029)	(11,326)	(1,818)
Loss on repurchase of convertible notes	(51,101)	-	-	-	-	-

Equity in earnings / Gain on disposal of associated company	4,669	18,253	1,616	4,030	5,161	828
Loss on liquidation of subsidiary	-	-	(13,582)	-	-	-
Changes in the fair value of embedded derivatives	3,300	-	-	-	-	-
Income (loss) before income taxes	(10,193)	75,670	949	(923)	13,774	2,210
Income tax expense	(11,732)	(9,319)	(13,730)	(1,862)	(4,462)	(716)
Net income (loss) before non-controlling interests	(21,925)	66,351	(12,781)	(2,785)	9,312	1,494
Non-controlling interests	18,892	17,298	10,298	(1,351)	1,818	292
Net income (loss) attributable to Origin Agritech Limited	(40,817)	49,053	(23,079)	(1,434)	7,494	1,202
Net income (loss) per share:						
Basic	(1.77)	2.12	(1.00)	(0.06)	0.32	0.05
Diluted	(1.77)	2.10	(1.00)	(0.06)	0.32	0.05
Shares used in computation:						
Basic	23,013,692	23,189,464	23,351,615	23,382,812	23,259,127	23,259,127
Diluted	23,013,692	23,337,265	23,351,615	23,382,812	23,278,443	23,278,443

	Sept 30 2009	Sept 30 2010	Sept 30 2011 (in thousands)	Sept 30 2012	Sept 30 2013	
	RMB	RMB	RMB	RMB	RMB	USD(1)
Consolidated balance sheet data:						
Cash and cash equivalents	121,255	299,672	129,942	152,789	131,978	21,467
Current working capital (2)	(33,533)	67,650	(21,753)	(46,153)	(67,436)	(10,969)
Total assets	824,544	935,011	818,382	975,437	1,158,072	188,366
Deferred revenues	18,280	23,111	19,812	23,243	22,069	3,590
Total current liabilities	546,822	596,611	532,571	605,195	751,978	122,314
Total liabilities	546,822	606,037	532,571	662,005	837,827	136,277
Non-controlling interests	51,389	57,089	26,774	52,385	54,203	8,816
Total Origin Agritech Limited shareholders’ equity	226,333	271,885	259,037	261,047	266,042	43,273

(1) Translation of Renminbi amounts into United States dollar amounts has been made for the convenience of the reader for the year ended September 30, 2013 and has been made at the exchange rate quoted by the closing rate by the State Administration of Foreign Exchange in China on September 30, 2013 of RMB6.1480 to US$1.00. Such translation amounts should not be construed as representations that the Renminbi amounts could be readily converted into United States dollar amounts at that rate or any other rate.

(2) Current working capital is the difference between total current assets and total current liabilities.

Exchange Rate Information

The conversion of Renminbi into U.S. dollars in this Annual Report is based on the statistics of the State Administration of Foreign Exchange with respect to our historical financial statements. The consolidated financial statements are presented in Renminbi as the reporting currency. The translation of Renminbi amounts into United States dollar amounts has been made for the convenience of the reader and has been made at the exchange rate quoted by the closing rate by the State Administration of Foreign Exchange in China on September 30, 2013 of RMB6.1480 to US$1.00. Such translation amounts should not be construed as representations that the Renminbi amounts could be readily converted into United States dollar amounts at that rate or any other rate. Unless otherwise noted, for the years ended September 30, 2009, 2010, 2011, 2012 and 2013, all translations from Renminbi to U.S. dollars in this Annual Report were made at RMB6.8290, RMB6.7011, RMB6.3549, RMB6.3410 and RMB 6.1480 per US $1.00, respectively, which were the prevailing year or period end closing rates for those periods. We make no representation that any Renminbi or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or Renminbi, as the case may be, at any particular rate, the rates stated below, or at all. The PRC government imposes controls over its foreign currency reserves in part through direct regulation of the conversion of Renminbi into foreign exchange and through restrictions on foreign trade.

The following table sets forth information concerning exchange rates between the Renminbi and the U.S. dollar for the periods indicated. These rates are provided solely for your convenience and are not necessarily the exchange rates that we used in this Annual Report or will use in the preparation of our periodic reports or any other information to be provided to you.. The source of the rates is the State Administration of Foreign Exchange in China. At September 30, 2013 the closing exchange rate was RMB 6.1480 for one U.S. dollar.

	Average (1)	High	Low	Period-end
2009	6.8328	6.8527	6.8201	6.8262
2010	6.8120	6.8287	6.6936	6.7011
2011	6.4576	6.6349	6.3165	6.3549
2012	6.3189	6.3482	6.2787	6.3410
2013	6.2318	6.3449	6.1475	6.1480
April 2013	6.2471	6.2674	6.2208	6.2208
May 2013	6.1970	6.2152	6.1796	6.1796
June 2013	6.1718	6.1807	6.1598	6.1787
July 2013	6.1725	6.1807	6.1599	6.1788
August 2013	6.1708	6.1817	6.1666	6.1709
September 2013	6.1588	6.1729	6.1477	6.1480
October 2013	6.1393	6.1458	6.1330	6.1425
November 2013	6.1372	6.1482	6.1305	6.1325
December 2013	6.1160	6.1352	6.0969	6.0969
January 2014	6.1047	6.1109	6.0990	6.1008

(1) Annual averages are calculated from month-end rates. Monthly averages are calculated using the average of the daily rates during the month.

B.<u>Capitalization and indebtedness</u>.

Not Applicable

C.<u>Reasons for the offer and use of proceeds</u>.

Not Applicable.

D.<u>Risk factors</u>.

Risks relating to our business

If we do not manage our ongoing growth successfully, our growth and chances for profitability may be hindered or impeded.

We continue to be a growth orientated company, with our primary focus on researching and developing our corn seeds and biotechnology, increasing distribution penetration, winning market share and expanding into new markets. Expansion is expected to create significant demands on our corporate administrative, operational, and financial personnel and other human resources and on our cash flow needs and the requirement for additional working capital. Our current resources may not be adequate to support our planned operations and expansion. These demands and ongoing industry factors, such as overproduction or government policy changes, may hinder our cash flow as our profit margins and sales may be adversely affected.

We require short-term financing to fund our working capital, especially due to the seasonal nature of our business.

The nature of the agricultural seed production industry involves expenses and revenues cycles that are seasonal in nature. In the third to fourth quarters of our fiscal year, we may face costs that are in excess of our cash flow sources. The advance payments we make to our seed producing farmers may exceed the amount of deposits we receive from our customers, the seed distributors and end users. The exact timing of these deposit payments is dependent on the Chinese lunar calendar, which varies from one calendar year to the next. As a result, we have customarily relied upon short term bridge loans to cover our expenses pending receipt of cash payment from farmers at the time of seed purchases. Although historically we have had access to sufficient financing to manage our cash flow cycles, we cannot be certain that we will be able to obtain sufficient debt financing on terms that are satisfactory to us to maintain consistent operating results given changing credit conditions worldwide and internal PRC policies. Downgrades in our credit rating, tightening of related credit facilities or financial markets or other limitations on our ability to access short-term financing would increase our interest costs and adversely affect our operating results and operations.

Because of the nature of our business, which has seasonal variation, it is likely that our future financial performance will fluctuate from period to period.

Our operating results likely will fluctuate due to a number of factors, many of which are beyond our control. Our quarterly and annual revenues and costs and expenses as a percentage of our revenues may be significantly different from their historical levels. Our operating results in future quarters may fall below expectations. The industry in which we operate is seasonal in nature. The sales season of corn and rice seeds lasts from October to June; the sales season of canola seeds lasts from July to September. We generally do not have significant sales revenues from July to September, which results in cyclical changes of our cash flow and operating activities. As a result, if we are unable to generate sufficient working capital from cash flow from operations and working capital facilities, we may encounter liquidity difficulties from the period of July through September, which may harm our operations. The seasonal nature of our business causes our operating results to fluctuate from quarter to quarter. Any unexpected seasonal or other fluctuations could cause the price of our common shares to fall. As a result, you may not rely on comparisons of our quarterly operating results as an indication of our future performance.

In addition, the future achievement and growth of our profits depends on our ability to secure sufficient orders from customers and sufficient seed production from the seed production farms. An adverse change in the seed market conditions may have material adverse effects on our operating results if we cannot adjust our operating and marketing strategy to respond to such changes. The results of our operations may be adversely affected by reduced orders and profit margins in the event of a slowdown in market demand, constraint on the market supply, an increase in business competition, a decrease in government subsidies to farmers, increased costs, or for other reasons. As such, there is a risk that we will not be able to achieve or maintain profitability or our historical results.

Aged inventory may result in an increase of our expenses and cause operating losses.

Due to the nature of the seed industry and our competition, we normally produce seeds according to our annualized production estimate that is developed at least one year before delivery to our customers. If our production plan is too aggressive, we could produce more seeds than the market demands, resulting in larger amounts of inventory that remain unsold, aged seeds. We may decide not to sell the aged seeds as crop seed products, taking into account factors, such as the quality of the seeds and commodity pricing. In that case, the aged inventory may be sold as common feed products at greatly reduced prices. Aged inventory could result in asset impairment risk, in which case we would suffer a loss and incur an increase in our cost of revenues and a decrease in gross profit.

If we are unable to match our production to customer demand, our business, financial condition and results of operations may be adversely affected.

We normally produce seeds according to an annualized production plan based on estimated customer demand, our assessment of industry wide inventory, and growing capacities that is developed before we sell and deliver crop seeds to distributors. Chinese farmers, the end users of our crop seeds, generally decide to purchase our products based on market prices, economic and weather conditions and other factors that we and our distributors may not be able to fully or accurately anticipate in advance. If we fail to accurately estimate the volume and types of products sought by farmers and otherwise adequately manage production amounts, which may also be adversely affected by weather conditions, we may produce more seeds than we are able to sell, resulting in excess inventory and aged seeds. On the other hand, if we underestimate demand, we may not be able to satisfy demand for our crop seeds, and thus damage our customer relations and end-user loyalty. Our failure to estimate farmers' future needs and to match our production to the demand, overall industry inventory and competition may adversely affect our business, financial condition and results of operations. In addition, inadequate distributor liquidity could affect distributors' ability to pay for our products and, therefore, affect our sales or our ability to collect on our receivables.

The successful development and commercialization of our biotech pipeline of products will be important for our growth.

We conduct our own research and development efforts for genetically modified seeds, referred to as GM, and we have entered into agreements with the Chinese Academy of Science and the China Agricultural Academy of Science in the PRC working on genetic modifications and other biotechnologies that give us the right to market the seeds and technologies they develop. We are also seeking other development and marketing arrangements with other entities in China and elsewhere. There can be no assurance that these efforts will produce improved seed varieties. Commercial success frequently depends on being the first company to enter a particular market. The length of time and the risk associated with breeding and biotech pipelines are similar and interlinked because both are required as a package for commercial success in markets where biotech traits are approved for growers. Regulatory requirements affect the development of our biotech products, including the GM crop testing of seeds containing the biotech traits, which could harm our business and results of operations if regulations are not satisfied. The testing procedures can be lengthy and costly, with no guarantee of success. It could have an adverse effect on our operations if our genetically modified products are unable to pass the safety evaluation of genetically modified agricultural organisms.

There has been a worldwide increase in the development and application of genetically modified agricultural products to enhance crop seed quality and increase crop yields. The production and commercial sales of genetically modified corn and rice seeds have not been allowed in China until only recently. Therefore, we continue to rely primarily upon traditional methods of creating crop seed hybrids to develop new seed products. As government policies change to allow more genetically modified seeds and demand develops for these products, we expect that we will produce more genetically modified products to meet customer demand to the extent we are able. There is a risk that our current steps to respond to the potential competitive threat posed by genetically modified agricultural products, including our research and development activities with respect to genetically modified crop seeds, may not enable us to compete successfully.

The potential uncertainty in the government regulation of genetic technology and genetically modified, or GM, agricultural products could have an adverse effect on our business.

We continue to undertake a transition from a conventional hybrid seed company to an agricultural biotechnology company. However, genetically modified seed products are controversial, and genetic modification has not yet been widely accepted in many countries in the world, including in China. Since the Chinese government approved the commercial planting of GM cotton in 1997, the government has only recently begun to approve GM crops for commercial cultivation. The relative novelty and the potential uncertainty in the government regulation of genetic technology could have an adverse effect on our business development strategy and hinder our ability to develop new seeds that we believe may provide us with better margins.

The government may never approve the commercialization of genetically modified corn, or it may ban commercialization and/or research of genetically modified corn, any of which would have an adverse impact on the future of the company.

With the successful approval for commercial use of genetically modified phytase corn, we continue to pursue the commercialization of phytase corn and the development of other seed biotechnology products. Even though we believe biotechnology is important in agricultural applications, we cannot predict whether or when the government will approve the full commercialization of genetically modified corn. The government may never approve the full commercialization of GM corn, and it may even ban any commercialization and/or research relating to genetically modified corn. Any of these actions would have an adverse impact on our future development, and we would not be able to recover our research and development costs spent in developing biotechnology products.

The degree of public acceptance or perceived public acceptance of our biotechnology products can affect our operations.

Although all of the genetically modified products must go through rigorous testing, some opponents of the technology consistently attempt to raise public concern about the potential for adverse effects of genetically modified seed products on human or animal health, other plants and the environment. The potential for the adventitious presence of commercial biotechnology traits in conventional seed, or in the grain or products produced from conventional or organic crops, is another factor that could affect the public's acceptance of these traits. Public concern can affect the timing of, and whether we are able to obtain, government approvals. Even after approvals are granted, public concern may lead to increased regulation or legislation, which could affect our business and operations, and may adversely affect sales of our products to farmers, due to their concerns about available markets for the sale of crops or other products derived from biotechnology.

The global competition in biotechnology will affect our business.

We believe we are a leader in biotechnology in China since we have been conducting our proprietary biotechnology research program for many years and have built the first internal biotech research center among domestic Chinese crop seed companies. However, if and when multinational corporations engaged in the crop seed business expand into the agricultural market in China, they may have a greater portfolio of seed products and more advanced technologies than us. Major multinational competitors have a long history in the research and commercialization of their products, sophisticated marketing capabilities and strong intellectual property estates, all of which may give them competitive advantage over us. Any of these competitive advantages could cause our existing or future products to become less competitive or outdated, and adversely affect our product acceptance in the market place and our results of operations.

We are currently dependent on licensed seed products for the majority of our revenues. If we lose the right to produce and sell licensed seeds, we will lose substantial revenues and suffer substantial losses.

A substantial portion of our revenues are derived from licensed hybrid seeds instead our internally developed proprietary hybrid seeds. The majority of the licensed hybrid seeds that we sell have been developed and produced under our license agreements with the Corn Research Institute in Li County, Hebei Province (currently known as Shijiazhuang Liyu Technology Development Co., Ltd., and referred to as Liyu herein) and the Henan Agricultural University. If we are not able to develop and produce the licensed seed products, if the current license agreements are terminated, or if we are unable to renew some of these license agreements on commercially reasonable terms or at all, we will suffer a substantial loss of our product offerings and, consequently, our revenues will be substantially limited and our financial condition and results of operations may be adversely affected.

We have a relatively short operating history and are subject to the risks of any growing enterprise, any one of which could limit our growth and our product and market development.

As an expanding company and one that does not have a long operating history, it is difficult to predict how our business will develop over the long term. Accordingly, we are still facing all of the risks and uncertainties encountered by companies in the earlier stages of development and expansion, such as:

- uncertain and continued market acceptance for our product extensions and our services;
- evolving nature of the crop seed industry in the PRC, where significant consolidation may occur, leading to the formation of companies which may be better able to compete with us than is currently the case;

- changing competitive conditions, technological advances or customer preferences could harm sales of our products or services;
- maintaining our competitive position in the PRC and competing with Chinese and international companies, many of which have longer operating histories and greater resources than us;
- maintaining our current licensing arrangements and entering into new ones to expand our product offerings;
- continuing to offer commercially successful products to attract and retain a larger base of direct customers and ultimate users;
- retaining access to the farmland we currently use for production of our products and obtaining access to additional farmland for expansion;
- continuing our existing arrangements with production farms that grow our seed products and entering into new arrangements with additional production farms;
- maintaining effective control of our costs and expenses; and
- retaining our management and skilled technical staff and recruiting additional key employees.

If we are not able to meet the challenges of building our businesses and managing our growth, the likely result will be slowed growth, lower margins, additional operational costs and lower income.

Our success depends to a large extent upon the continued service of an executive officer and key employee and recruiting other skilled persons.

The loss of the services of Dr. Gengchen Han, our Chairman of the Board, Chief Executive Officer and President, would have an adverse effect on us and our PRC operating subsidiaries. The loss of the services of Dr. Han would be disruptive to our business plans and our overall operations. We believe that our overall future success depends upon our ability to attract and retain highly skilled managerial and marketing personnel and research and development persons. There is no assurance that we will be successful in attracting and retaining such personnel on terms acceptable to them. Inadequate personnel will limit our growth, and will be seen as a detriment to our prospects, leading potentially to a loss in value for investors.

Any diversion of management attention to matters related to acquisitions or any delays or difficulties encountered in connection with integrating acquired operations may have an adverse effect on our core business, results of operations, and/or financial condition.

We made several acquisitions involving seed and other related companies in the past and may complete other acquisitions in the future. We must integrate any acquired operations into our growth strategies to generate sufficient value to justify their cost. Acquisitions also present other challenges, including geographical coordination, personnel integration and retention of key management personnel, system integration and the unification of corporate culture. These efforts could divert management attention from our core business, cause a temporary interruption of or loss of momentum in our business and the loss of key personnel from the acquired companies. In addition, proposed acquisitions which are not consummated will cause us to incur substantial costs, none of which are generally recoverable.

From time to time we must evaluate whether or not to discontinue a line of business, which if discontinued could have an adverse impact on our financial position.

From time to time we evaluate whether or not to continue a particular line of business and during 2012 we implemented a restructuring program to eliminate our activities in agricultural chemicals and cotton seed development and distribution. Whenever a company undertakes to discontinue a line of business, there are expenses associated with the sale or closing of those related operations, which are reflected in the accounting for discontinued operations. The actual and accounting costs for discontinued operations may have an adverse effect on the financial position of the company in the period of discontinuance, which may result in an adverse market reaction and decline in our stock price.

We or our licensors may be subject to intellectual property infringement claims, which may force us to incur substantial legal expenses and, if determined adversely against us or our licensors, may materially disrupt our business.

We cannot be certain that our licensed or self-developed proprietary seed products do not or will not infringe the intellectual property rights held by third parties. We, or any of our licensors, may be subject to legal proceedings and claims from time to time related to the intellectual property of others. If we, or any of our licensors, are found to have violated the intellectual property rights of others, we may be required to pay damages and be enjoined from using such intellectual property, and we may incur new or additional licensing fees if we wish to continue using the infringing products, or be forced to develop or license alternative products. In addition, we may incur substantial expenses in defending against these third party infringement claims, regardless of their merit.

Efforts to protect our intellectual property rights and to defend against claims can increase our costs and may not always succeed. Any failures could adversely affect our sales and results of operations or restrict our ability to conduct our business.

Intellectual property rights are important to our business. We endeavor to obtain and protect our intellectual property rights where our products are produced. However, we may be unable to obtain protection for our intellectual property. Even if protection is obtained, competitors, growers or others in the chain of commerce may raise legal challenges to our rights or illegally infringe our rights, including through means that may be difficult to prevent, detect or defend. In addition, because of the rapid pace of technological change and the confidentiality of patent applications in some jurisdictions, competitors may be issued patents from applications that were unknown to us prior to issuance. These patents could reduce the value of our commercial or pipeline products or, to the extent they cover key technologies on which we have unknowingly relied, require that we obtain licenses at a financial cost to us or cease using the technology, no matter how valuable the patents may be to our business. We cannot assure you that we would be able to obtain such licenses on acceptable terms. Also, litigation may be necessary to enforce our intellectual property rights, protect our trade secrets or determine the validity and scope of the proprietary rights of others. There is a risk that the outcome of such potential litigation may not be in our favor. Such litigation may be costly and may divert management attention as well as consume other resources which could otherwise be devoted to our business. An adverse determination in any such litigation will impair our intellectual property rights and may harm our business, prospects and reputation. In addition, we have no insurance coverage against litigation costs due to lack of this kind of insurance being available in China, and we would have to bear all costs arising from such litigation to the extent we are unable to recover such costs from other parties. The occurrence of any of the foregoing may harm our business, results of operations and financial condition.

Finally, implementation of PRC intellectual property-related laws has historically been lacking, primarily because of the ambiguities in the PRC laws and the difficulties in enforcement. Accordingly, intellectual property rights and confidentiality protections in China may not be as effective as they are in the United States or other countries, which increases the risk that we may not be able to adequately protect our intellectual property.

Our business may not be profitable if we do not continue to identify and market products considered valuable by our customers.

To be profitable, our crop seed depends on recurring and sustained reorders by farmers in China. Reorder rates are inherently uncertain due to several factors, many of which are outside our control. These factors include changing customer preferences, competitive price pressures, our failure to develop acceptable new products, development of higher quality products by competitors, weather conditions and general economic conditions.

Our business focus on crop seed development and production does not permit us to spread our business risks among different businesses and, thus, a disruption in our seed production or the industry would harm us more

immediately and directly.

Our crop seed business is the principal business activity of the Company. Therefore, our business opportunities, revenues and income could be more immediately and directly affected by disruptions from factors including drought and other natural disasters, epidemics, or widespread problems affecting the crop seed industry, such as limited farmer credit, payment disruptions or customer rejection of genetically modified crop seeds, among other things. If there is a disruption as described above, our revenues and income will be reduced, and our business operations may have to be scaled back.

We are dependent on revenues from our corn seed products and, therefore, our operating results could be disproportionately and negatively impacted if we are unable to sell a sufficient amount of corn seed at satisfactory margins.

Corn seed represents the principal source of revenues for the Company. For the fiscal year ended September 30, 2013, sales of our corn seed products comprised approximately of 80.40% our revenues, as compared to 75.48% for the fiscal year ended September 30, 2012. Our dependence on corn seed makes us particularly vulnerable to any negative market changes that might occur in this product line. In particular, if the demand for our corn seed products generally decreases or if the supply exceeds demand, then corn prices will be driven downwards and our margins will be negatively impacted, which would have an adverse effect on our business, results of operations and financial condition.

Failure to develop and market new products could impact the Company's competitive position and have an adverse effect on the Company's financial results.

The Company's operating results are largely dependent on its ability to renew its pipeline of new seed products and services and to bring those products and services to the market. This ability could be adversely affected by difficulties or delays in product development such as the inability to identify viable new products, greater than anticipated development costs, technical difficulties, regulatory obstacles, competition, lack of demand, insufficient intellectual property protection, or lack of market acceptance of new products and services. Due to the lengthy development process, technological challenges and intense competition, there can be no assurance that any of the products the Company is currently developing, or could begin to develop in the future, will achieve substantial commercial success. Consequently, if we are not able to fund extensive research and development activities and deliver new products to the markets we serve on a timely basis, our growth and operations will be harmed. In addition, sales of the Company's new products could cannibalize sales of some of its current products, offsetting the benefit of even a successful product introduction.

If we fail to introduce and commercialize new crop seed, we will not be able to recover research, development and cover our other costs.

We cannot guarantee the development and performance of new crop seed varieties, whether licensed or proprietary, or that they will meet our customers' expectations. Farmers generally need time to learn about new seed varieties and how to plant and tend them. Their traditional planting experience may make it difficult for them to adapt to the new varieties. The process and timing for new seed products to gain market recognition and acceptance is long and uncertainties. If we fail to introduce and commercialize a new seed variety that meets the demand of farmers in China and to provide the proper education about the seeds to distributors, farmers and the public, we may not be able to generate sufficient sales to cover our costs or generate a financial return on our investment.

One or more of our distributors could engage in activities that are harmful to our brand and to our business.

Our crop seed products are sold primarily through distributors. The distributors are responsible for ensuring that our products have the appropriate licenses to be sold to farmers in the PRC provinces. If the distributors do not apply for and receive the appropriate licenses, their sales of our products in those provinces may be illegal, and we may be subject to government sanctions, including confiscation of illegal revenues and a fine of between two and three times the amount of such illegal revenues. Unlicensed sales in a province may also cause a delay for our other distributors in receiving a license from the authorities for that province, which could further adversely impact our sales in that province. In addition, distributors may sell our products under another brand that is licensed in a particular province if our product is not licensed there. If our products are sold under another brand, the purchasers will not be aware of our brand name, and we will be unable to cross-market other crop seed varieties or other products as effectively to these purchasers. Moreover, our ability to provide appropriate customer service to these purchasers will be negatively affected, and we may be unable to develop our local knowledge of the needs of these purchasers and their environment. If any of our distributors sell inferior crop seeds produced by other companies under our brand name, our brand and reputation could be harmed, which could make marketing of our branded crop seeds more difficult.

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We may be exposed to product quality claims, which may cause us to incur substantial legal expenses and, if determined adversely against us, may cause us to pay significant damage awards.

The performance of our seeds depends on climate, geographical areas, cultivation method, farmers' degree of knowledge and other factors in addition to genetic traits and the quality of our seeds. Natural disasters may also affect the performance of our seeds, particularly when farmers are not able to timely and effectively respond to those disasters. Furthermore, the cultivability of some farmland is deteriorating because of toxic and hazardous materials resulting from farmers' overuse of chemical herbicides and pesticides and the fall-out from other sources of environmental pollution. These factors generally cause underproduction, but farmers may attribute underproduction to seed quality. We may be subject to legal proceedings and claims from time to time relating to our seed quality. The defense of these proceedings and claims can be both costly and time consuming and may significantly divert efforts and resources of our management personnel. An adverse determination in any such proceeding could subject us to significant liability and damage our market reputation and prevent us from achieving increased sales and market share. Protracted litigation could also result in our customers or potential customers deferring or limiting their purchase of our products.

Our revenues depend on the ability of a large number of small farmers to buy seed for cash because financing for purchases of this size and type is not available; therefore, if a substantial number of our customers become unable to pay for seed, our sales, revenues and operating results will decline.

We have a large and diversified customer base, with no single customer representing more than 1.5% of our revenues. The large customer base provides some protection to us against a loss of revenues due to the inability of a significant number of our customers to pay for seed that has been previously ordered. The unavailability of credit for farmers in the PRC, however, reduces the ability of those farmers to withstand the effects of difficult economic times. The lack of credit could prevent farmers from fulfilling their purchasing commitments to us with the result that we may suffer a lower amount of recognized revenues or our revenues and results of operations may be reduced.

Fluctuations in commodity prices can increase our costs and decrease our sales.

We purchase the crop seed that we sell from our production growers at market prices and retain the seed in inventory until it is sold. These purchases constitute a significant portion of the manufacturing costs for our seeds. We use hedging strategies to mitigate the risk of short-term changes in these prices, but we are unable to avoid the risk of medium and long-term changes in the market and overall availability of our seeds due to weather and production vagaries associated with growing plants. Additionally, we cannot predict with certainty the overall national inventory of competing crop seeds held by our competitors, which amount of seeds will have an impact on market prices and alternative product for farmers to choose from. Accordingly, increases in commodity prices may negatively affect our cost of goods sold or cause us to increase seed prices, which could adversely affect our sales. Farmers' incomes are also affected by commodity prices; as a result, commodity prices could have a negative effect on their ability to purchase our products.

Price increases for energy costs and raw materials could have a significant impact on our ability to sustain and grow earnings.

Our production and distribution processes consume significant amounts of energy and raw materials, especially in connection with the transportation of our products where the costs are subject to worldwide supply and demand and other factors beyond the control of the Company. Significant variations in the cost of energy, which primarily reflect market prices for oil and raw materials, may affect the Company's operating results from period to period though this has not been a factor in the past. When possible, the Company purchases raw materials through negotiated long-term contracts to minimize the impact of price fluctuations. The Company has taken actions to offset the effects of higher energy and raw material costs through selling price increases, productivity improvements and cost reduction programs. Success in offsetting higher raw material costs with price increases is largely influenced by competitive and economic conditions and could vary significantly depending on the market served. If the Company is not able to fully offset the effects of higher energy and raw material costs, it could have a significant impact on the Company's financial results.

There are difficulties in managing our storage system, which may result in damage to our seeds in storage and, thus, operating losses.

Seed storage entails significant risks, including difficulties in managing the temperature and humidity of storage condition, any failure of which may result in damage to our seeds in storage and, thus, an impairment of our inventory and possible operating losses.

We have limited business insurance coverage in China.

PRC insurance companies do not offer extensive business insurance products. As a result, we have very limited business liability insurance, business disruption insurance, or product liability coverage for our operations in China. We have determined that the difficulties associated with acquiring such insurance on commercially acceptable terms make it impractical for us to obtain such coverage. Most likely we would bear the effects of any business disruption, litigation or natural disaster resulting in our incurring substantial costs and the diversion of our resources, and could adversely affect our operations and financial condition.

We rely on producing farmers for the production of our crop seed products of which the vast majority has been operating with us for a long period of time. Although our relationship with those farmers has been stable in the past, there are no assurances that those relationships will remain stable in the future. Instability of this kind could limit the amount of seed products available to us for sale to customers and threaten customer loyalty.

We believe we maintain a favorable relationship with the farmers in our seed production network. In addition, the fact that we rely on a large number of farmers to produce crop seeds means that not one or even several farmers can, acting independently, adversely affect our business. However, events such as a shift in pricing caused by an increase in the value of commodity food crops other than seed crops, increase in land prices or competition could disrupt our chain of supply. Any of these disruptions could limit the supply of seeds that we obtain in any given year, adversely affecting supply and thereby lowering revenues in the subsequent marketing season. Such disruption could also damage our distributor relationships and farmer loyalty to us if we cannot supply the quantity of seed expected by them.

We rely on license and technical service agreements for some of our seed products, and there is no assurance that we will be able to renew these agreements to retain access to these products.

We have multiple license agreements for designated seed products in relation to exclusive production and marketing within China. Some of the seeds we market under these arrangements have been and may in the future represent significant products for our business. Therefore, if we are not able to continue our current agreements or enter into new agreements in the future, our product offerings may be limited and our revenues adversely impacted.

Agreements between our subsidiaries may not reflect terms that would have resulted from arm's length negotiations among unaffiliated third parties.

Agreements between our subsidiaries that have been entered into, including the technical services agreements, by and among Beijing Origin, Changchun Origin, Henan Origin and Origin Biotechnology, may not reflect terms that would have resulted from arm's-length negotiations among unaffiliated third parties. These agreements relate to, among other things, the transfer of intellectual property rights and the provision of technical research, production and distribution services.

If our rights to lease land from farmers were subject to a dispute, or if their legality or validity were challenged, our operations could be disrupted.

PRC law provides for the registration of land ownership and land-use rights and for the issuance of certificates evidencing land ownership or the right to use land. The administrative system for registration of land ownership and land-use rights, however, is not well-developed in rural areas where most of our crop seed production bases are located. As a result, we generally are not able to verify through the land registry system the ownership or land-use rights of the parties from whom we have leased land. Despite our efforts to obtain representations from the farmers that they own the land, possess land-use rights or have the right to sub-contract the land-use right on behalf of the holder of such rights, there is nevertheless a risk that they have not legally and validly granted the right to use the land to us. Moreover, there is a risk that farmers may, in breach of the terms of the applicable leases, enter into leases with other third parties in respect of land-use rights which they have previously granted to us, or that they have not entered into leases with third parties before entering into leases with us.

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There is a risk that the legality or validity of our leases will be subject to dispute or challenge in the future. If our leases become subject to a dispute or challenge, our operations on such land, especially our research and development on crop breeding, could be suspended and we could lose our rights to use such land which could adversely affect our business, financial condition and results of operations.

The introduction of other animal feeds in the future may dramatically reduce the consumption of corn, which may affect our corn seed sales.

Currently, an important use of our corn seed product is as animal feed sold to farmers. The corn is either used as delivered or is mixed with other feed products and additives. Thus far, there has not been an animal feed product that can be substituted for corn, which provides the same benefits. However, in the event that other animal feed capable of supplying the same nutrients at similar or lower prices is introduced to the market, farmers may be incentivized to switch to that product partially or completely depending on the efficacy and economics. In that event, our corn seed sales may be adversely impacted, and given the predominant position of corn seed as a percentage of our total sales, our sales and financial positions could be adversely affected.

Normal operation of the Company may be disrupted due to improper handling of safety procedures in various facilities.

We engage in operating and processing activities with machinery equipment that can result in serious accidents. If our procedures are not effective, or if an accident occurs, we could be subject to liabilities arising out of personal injury or death, our operations could be interrupted and we might have to shut down or abandon affected facilities. In particular, our new Xinjiang processing facilities have commenced formal operation only recently. Workers may not be as familiar with the operation of the equipment and technicians may not be able to respond to emergencies as effectively and expeditiously as those in other established facilities, therefore increasing the likelihood of serious accidents occurring. Accidents could cause us to expend significant amounts of remediate safety issues or to repair damaged facilities.

Risks relating to our industry

The Chinese agricultural market is highly competitive and our growth and results of operations may be adversely affected if we are unable to compete effectively.

The agricultural market in China is highly fragmented, largely regional and competitive, and we expect competition to increase and intensify over time within the sector. We face significant competition in our crop seed business. Our competitors may have greater financial, research and development resources than us. Competition may also result from consolidation or other market forces within the crop seed industry in China, the privatized crop seed producers that were operated by the local governments in China, large state-owned seed companies, and potential participation of large state owned companies in the seed industry. Our competitors may be better able to take advantage of industry consolidation and acquisition opportunities than us. The reform and restructuring of the previously state-owned seed enterprises will likely lead to the reallocation of market share in the seed industry, and our competitors may increase their market share by participating in the restructuring of the state-owned seed companies. Privatization will likely mean that these producers will need to develop more efficient and commercially viable business models in order to survive. In addition, the PRC government currently restricts foreign ownership of any domestic seed development and production business to no more than 49%. When and if such restrictions are lifted, multinational corporations engaged in the seed business may expand into the agricultural market in China. These companies have significantly greater financial, technological and other resources than us and may become our major competitors in China. With the changing industry dynamics, we could face increasing competition from existing and new seed suppliers, and from time to time, market changes could alter the supply/demand balance significantly for each selling season. If competition intensifies, our margins may be compressed by more competitive pricing in the short term and may also be compressed in the long term, and we may lose our market share and experience a negative impact on our margins, revenues and results of operations.

***China's commitments to the World Trade Organization may intensify competition*.**

In connection with its accession to the World Trade Organization, China made various commitments including opening its markets to foreign products, allowing foreign companies to conduct distribution businesses within China, and reducing customs duties. Although the impact of these commitments in our business segment has not been significant to date, foreign companies may begin to produce competing seeds, both non-genetically modified and genetically modified and ship their products or establish manufacturing facilities in China. Competition from foreign companies may reduce our current profit margins, and hence our business results may suffer.

Natural or man-made disasters could damage seed production, which would cause us to suffer production losses and material reduction of revenues.

We produce our seeds using a network of producing farmers who plant the crops and harvest the seeds for use as crop seeds for the next growing season. As a result, the source of supply for our seeds is subject to all of the risks associated with any agricultural enterprise, including natural disasters such as widespread drought, flood, snowstorm, pestilence and plant diseases, and man-made disasters such as environmental contamination. Other man-made incidents may damage our products, such as arson or other acts that may adversely affect our crop seed inventory in the winter storage season. Furthermore, natural or man-made disasters may cause farmers to migrate from the farmland, which would decrease the number of end users of our products. While our use of a large number of farmers provides some protection against a widespread failure of any particular crop, the majority of our seed production farmers are located in Gansu, Sichuan, Hunan, and Xinjiang provinces, making them subject to risks that are somewhat local in nature.

We primarily rely on arrangements with farmers to produce our crop seed products. If we were unable to continue these arrangements or enter into new arrangements with other farmers, our total land acreage devoted to crop seed production would decrease and our growth would be inhibited.

We have access to over 7,000 hectares of farmland in several provinces mainly through contractual arrangements with farmers for seed production. These production agreements to produce crop seeds are typically one year in duration, covering one growing season. In the event that prices for other crops increase, these farmers may decide to farm other crops in breach of our seed production agreements with them. If we were unable to find new village collectives willing to produce crop seeds for us, our business and results of operations would be materially and adversely affected. Any of these disruptions could materially and adversely affect our supply of crop seeds and our revenues. Such disruptions could also damage distributor relationships and farmer loyalty if we cannot supply them with the quantities and varieties of seeds that they expect.

Crop seed prices and sales volumes may decrease in any given year with a corresponding reduction in sales and margins and results of operations.

Although we follow a branded product strategy to differentiate our products from our competitors, the crop seed market continues to behave largely as a commodity market in China. There could be periods of instability in the future during which commodity prices and sales volumes may fluctuate greatly. Commodity prices can be affected by general economic conditions, weather, disease and aspects of demand such as financing, competition and trade restrictions. As a result, the price that we are able to demand for our seeds is somewhat dependent on the size of the supply of our seeds in relation to total market supply and demand. The amount of revenues that we receive in any given year is subject to change. Because production decisions are made prior to the time when order volume or market price is known, it is possible that we will have too much or not enough products available, each with the attendant impact on revenues, margins and results of operations.

Prices of crop seed products in China may fluctuate due to changes in supply and demand.

The profitability of our operations is affected directly by the selling prices of our products. We benchmark the prices of our crop seed products against the prevailing domestic market prices of crop seed products of similar quality and attributes. The price of crop seed products in China may fluctuate greatly depending on the market in any giving year. If the general prices for crop seed products were to decline at a faster rate than our cost of sales or to increase at a slower rate than our cost of sales, our profit margins will decrease and our ability to generate operating results at historical levels will be adversely affected.

Risks relating to our business organization and structure

Three of our PRC operating subsidiaries are controlled subsidiaries through stock consignment agreements rather than by direct ownership of shares, the terms of which may have to be enforced, which would require us to incur extra costs, create uncertainty as to ownership of the operating businesses involved and risk the possible loss of rights.

Under PRC law, foreign entities are not currently permitted to own more than 49% of a seed production company. In order to address those restrictions, Origin, a non-Chinese entity that cannot directly own the shares of our PRC operating subsidiaries, namely, Beijing Origin, Changchun Origin, and Henan Origin will instead hold the right to control such shares in all respects, including voting, dividends, nomination of directors, and corporate management, through stock consignment agreements executed by the owners of the stock of these companies. In addition, if we engage in the research, production and sale of genetically modified seed products, then foreign entities are not currently permitted to own any portion of the seed production company, therefore we have to carefully structure our company.

There is the risk, however, that a consigning shareholder will not fulfill its obligations under the stock consignment agreement. In that event, we may need to resort to the PRC courts to have our rights under the applicable agreement enforced. Such enforcement will cause us to incur legal expenses. In addition, while a case is pending there will be uncertainty regarding our rights as to the three PRC operating subsidiaries involved. A PRC court may decide not to enforce the agreements in whole or in part. To the extent these agreements are neither observed nor enforced as intended, the PRC operating subsidiaries will not be controlled by us as intended, which will affect our enterprise value and restrict our ability to obtain the income and other rights of ownership associated with the consigned stock. It may also prevent the consolidation of our financial statements with the PRC operating subsidiaries, which would reduce the reported earnings of the consolidated companies. The uncertainty of ownership may also adversely affect the market value of our ordinary shares.

Whether or not a stock consignment agreement is terminated depends on the consensus of our Board and the consignees. Any such termination could result in a possible loss of certain rights or assets held by us without receiving fair value in return.

The stock consignment agreements relating to our control of the stock of our PRC operating subsidiaries (not including Origin Biotechnology) may be terminated after three years upon mutual agreement between us and the consignees. Three of the PRC consignees, Messrs. Han, Yuan and Yang, also serve or have served, as our officers and/or directors. These three persons own, in the aggregate, 8,488,122 shares of our ordinary stock. Holding this amount of stock will allow these officers to control or greatly influence the selection of directors and matters submitted to a vote of our shareholders, including voting to terminate the stock consignment agreements.

There are corporate protections in place designed to protect our interests, such as an independent Board of Directors, an audit committee comprised of independent directors that must approve insider transactions, a code of conduct requiring fair dealing with the Company, and the British Virgin Islands statutory provision that a disposition of more than 50% of the assets of a company must be approved by a majority of the shareholders. Moreover, if consigned stock is transferred to us as provided in the stock consignment agreements when the restrictions under PRC law are lifted, that stock will no longer be subject to the stock consignment agreements, and the termination of the stock consignment agreements would then have no effect on the ownership of that stock. However, if the stock consignment agreements are terminated, then we would lose our rights with respect to the consigned stock and the profits from the issuing corporation. Such a loss would impair the value of the Company and would reduce our ability to generate revenues.

Our senior executive officer has entered into an employment agreement with us which provides that he may be entitled to certain rights upon a change of control.

Dr. Gengchan Han, our Chairman of the Board, Chief Executive Officer and President has entered into an employment agreement which provides that he may terminate his employment with us as a result of a change of control. A change of control includes if any person other than us and/or any of our officers or directors as of the date of the employment agreement acquires our securities other than from the executive or his affiliates (in one or more transactions), having 51% or more of the total voting power of all of our securities then outstanding. If the executive terminates his employment agreement due to a change of control, we must continue to pay the executive all his compensation and benefits pursuant to the terms of his employment agreement upon the earlier of two years from the date of termination or through the term of the employment agreement. The employment agreement has a term of three years commencing on January 1, 2012.

Risks relating to doing business in China

If we do not comply with PRC regulations, we may not be able to operate our business or we may be fined, both of which would adversely affect our business, operations and revenues.

The PRC has many regulations relating to the seed business, including obtaining and maintaining operating licenses and permits. Seed products must be licensed and undergo a stringent review process before they may be sold in the PRC. Environmental regulation in the future may be potentially concerned with the development, growing and use of GM seed products. We believe we currently have all the necessary licenses for our business, and that we are in compliance with applicable laws and regulations. If we are not in compliance, we may be fined or lose the ability to sell a particular seed or operate our business altogether. If the fines are substantial or if our ability to sell or operate is withdrawn, this will result in additional costs or the loss of revenues and could prevent us from continuing as an operating business.

If we do not comply with applicable government regulations, we may be prohibited from continuing some or all of our operations, resulting in a reduction of growth and ultimately market share due to loss of competitive position.

Continuation of our business revenues depends on receiving approval from the PRC government to market new seed hybrids that we are developing and will develop. In addition, there may be circumstances under which the governmental approvals granted are subject to change without substantial advance notice, and it is possible that we could fail to obtain the approvals needed to expand our business. The failure to obtain or to maintain such approvals would limit the number and quality of products that we would be able to offer. This reduction in product offerings would cause a reduction in the growth previously experienced and over time would result in the loss of market share from the competitive pressures of seeds developed by others that would likely be better than our products.

The technical services agreements between Origin Biotechnology and the other operating subsidiaries may be subject to scrutiny by the PRC tax authorities for transfer pricing adjustments.

We could face adverse tax consequences if the PRC tax authorities determine that our technical service agreements between Origin Biotechnology and the other PRC operating subsidiaries, namely, Beijing Origin, Changchun Origin, and Henan Origin, were not entered into based on arm's length negotiations. If the PRC tax authorities determine that these agreements were not entered into on an arm's length basis, they may adjust our income and expenses for PRC tax purposes in the form of a transfer pricing adjustment. A transfer pricing adjustment could result in a reduction, for PRC tax purposes, of deductions recorded by the three PRC operating subsidiaries, which could adversely affect us by:

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increasing the PRC operating subsidiaries' tax liability without reducing Origin Biotechnology's tax liability, which could further result in late payment fees and other penalties to our PRC operating subsidiaries for under-paid taxes; or

- limiting Origin Biotechnology's ability to maintain preferential tax treatment and government financial incentives, which, if the transfer pricing adjustment is significant, could result in Origin Biotechnology failing to qualify for those preferential tax treatments and government financial incentives.

As a result, any transfer pricing adjustment could have an adverse impact on our financial condition.

Deficient railway transportation capacity in China, particularly in the Northwestern area, may result in the increase of our transportation-related costs and thus adversely affect our business

Our seed products are transported throughout China each year by railway, which we believe is currently the most cost-efficient method. Much of our production is in the Northwest region of China. We believe the Chinese rails system, and in particular the Northwest railway, may not be able to provide sufficient capacity over time, at reasonable rates. As our volume of freight increases year by year, the seed products may have to be transported by other means if the railway cannot guarantee to carry the increasingly larger volume of freight. We have in the past and may in the future experience higher rail rates or the higher transportation costs of trucking our products. In such event, the production costs will increase correspondingly with the increase in transportation costs, which may adversely affect our business.

Our business benefits from certain PRC government subsidies for the agricultural sector. Expiration of, or changes to, these incentives could have a material adverse effect on our operating results.

The PRC government has in recent years reduced taxes and increased subsidies and other support across the agricultural industry. For instance, the government subsidizes farmers for their seed purchases, and has increased spending on rural infrastructure. Sales of agricultural products from producers to intermediaries or to farmers are exempt from PRC Value-Added Tax (“VAT”). The discontinuance of preferential treatments granted by the Chinese government to the seed industry and farmers could adversely affect our earnings.

In addition, subsidy policies may have an adverse effect on our ability to market our products. Farmers can buy crop seeds designated as “high-quality” at subsidized prices, however, the designation of seeds as “high-quality” is at the discretion of the local government. It is possible that this policy could result in preferential treatment for local seed producers, with locally produced seeds being designated as “high-quality” while ours are not designated as such. If such preferential treatment were to occur, the price for our seeds to farmers in those provinces would be higher than the subsidized local seeds, and our sales in that province could suffer, which could adversely affect our results of operations.

The discontinuation of any of the preferential tax treatments currently available to our PRC subsidiaries could materially increase our tax liabilities.

Prior to January 1, 2008, under applicable PRC tax laws, companies established in China were generally subject to a state and local enterprise income tax, or EIT, at rates of 30% and 3%, respectively. In addition, an enterprise qualified as a “high and new technology enterprise,” including agricultural companies, located in certain specified high-tech zones was entitled to a preferential state EIT rate of 15% and could enjoy an exemption from the state EIT for the first three years since its establishment and a 50% reduction of the state EIT for the succeeding three years. The qualification of a “high and new technology enterprise” was subject to an annual or biennial evaluation by the relevant government authority in China. Beijing Origin is entitled to a preferential tax rate of 15% as a new technology company. Additionally, Beijing Origin has recently received the “breed-produce-distribute” integrated crop seed license and is currently applying for more favorable tax rate.

In 2007, the National People’s Congress, enacted the Enterprise Income Tax Law, or the New EIT Law, and in December 2007, the State Council promulgated the implementing rules of the EIT Law, both of which became effective on January 1, 2008. The EIT Law significantly curtails tax incentives granted to foreign-invested enterprises under the previous tax law. The EIT Law, however, (i) reduces the top rate of enterprise income tax to 25%, (ii) permits companies to continue to enjoy their existing tax incentives, subject to certain transitional phase-out rules, and (iii) introduces new tax incentives, subject to various qualification criteria. Under the phase-out rules, enterprises established before the promulgation date of the EIT Law and which were granted preferential EIT treatment under the then effective tax laws or regulations may continue to enjoy their tax holidays until their expiration and will gradually transition to the uniform 25% EIT rate over a five-year transition period. In addition, the new technology enterprise qualification of our PRC subsidiaries is subject to a biennial re-assessment by the relevant PRC government authority. In the event the preferential tax treatment for our PRC subsidiaries is discontinued, the affected entity will become subject to the standard PRC enterprise income tax rate. There is no assurance that the local tax authorities will not, in the future, change their position and discontinue any of our preferential tax treatments, potentially with retroactive effect. The discontinuation of any of our preferential tax treatments could materially increase our tax obligations, and our application for more favorable tax rate based on our “breed-produce-distribute” integrated crop seed license may not be approved.

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

Under the current Enterprise Income Tax Law, or 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 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. However, it is unclear how tax authorities will determine tax residency based on the facts of each case. If the PRC tax authorities determine that our British Virgin Islands holding company is a "resident enterprise" for PRC enterprise income tax purposes, a number of unfavorable PRC tax consequences could follow. First, we may be subject to enterprise income tax at a rate of 25% on our worldwide taxable income as well as PRC enterprise income tax reporting obligations. Second, under the EIT Law and its implementing rules dividends paid to holding companies outside of China which are "resident enterprises will be subject to a 10% withholding tax. It is possible that future guidance issued with respect to the new "resident enterprise" classification could be applied to our British Virgin Islands sub-holding company with similar consequences. Therefore, any dividends paid by our PRC subsidiaries may be subject to a 10% withholding obligation.

In addition to the uncertainty in how the new "resident enterprise" classification could apply, it is also possible that the rules may change in the future, possibly with retroactive effect.

Adverse changes in political and economic policies of the PRC, including its policy of reforming its economic system, could have an adverse effect on the growth of private businesses in the PRC such as ours.

Since the late 1970's, the PRC has been reforming its economic system and changing from a planned economy based on governmental dictates and priorities to one that uses market forces to influence deployment of economic resources, labor and capital and to determine business endeavors. We cannot predict whether or not the government will continue to encourage economic liberalization and further loosens its control over the economy and encourage private enterprise. We also cannot predict the timing or extent of future economic reforms that may be proposed. Any re-imposition of planned economy regulation or similar kinds of restrictions could reduce the freedom of private businesses to operate in a profitable manner, restrict inflows of capital or stifle investor willingness to participate in the PRC economy. To the extent we need additional capital; any restrictions on foreign ownership, foreign investment and repatriation of profits will hamper our ability to find capital outside of the PRC.

A return to profit repatriation controls may limit our ability to pay dividends and expand our business, and may reduce the attractiveness of investing in PRC business opportunities.

PRC law allows enterprises owned by foreign investors to remit to other countries their current account items, such as profits, dividends and bonuses earned in the PRC, and the remittance does not require prior approval by the State Administration of Foreign Exchange, or SAFE, upon the proper production of qualified commercial vouchers or legal documents as required by the regulations. However, dividend payments are subject to prior satisfaction of corporate and withholding tax obligations, corporate reserve requirements and board determined social benefit allocations. SAFE regulations generally require extensive documentation and reporting about other kinds of payments to be transmitted outside of China, some of which is burdensome and slows payments. If there is a return to payment restrictions and reporting, the ability of a PRC company to attract investors will be reduced.

Also, our investors may not be able to obtain the benefits of the profits of the business generated in the PRC for other reasons. Relevant PRC laws and regulations permit payment of dividends only from accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. Each of our subsidiaries and our affiliated entities in China is required to set aside at least 10% of its after-tax profits each year, if any, to fund a statutory reserve until such reserve reaches 50% of its registered capital, and to further set aside a portion of its after-tax profits to fund the employee welfare fund at the discretion of the shareholders' meeting or the board. These reserves are not distributable as cash dividends. In addition, the PRC tax authorities may require us to adjust our taxable income under the contractual arrangements we currently have in place in a manner that would materially and adversely affect our subsidiary's ability to pay dividends and other distributions to us. Any limitation on the ability of our subsidiary and our affiliated entity to distribute dividends or other payments to us could materially limit our ability to grow, make investments or acquisitions that could be beneficial to our businesses or otherwise fund and conduct our business.

Pursuant to PRC enterprise income tax law, dividends payable by a foreign-invested enterprise, or FIE, including Origin Biotechnology, from sources in the PRC to its foreign investors are subject to a 10% withholding tax, unless any such foreign investor's jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. No such treaty currently exists with the British Virgin Islands. Prior to 2008, dividend payments to foreign investors made by FIEs were exempt from PRC withholding tax.

Any fluctuations in exchange rates may adversely affect your investment.

The value of the Renminbi against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in political and economic conditions. Because our earnings and cash from operations are denominated in Renminbi, as the reporting currency, fluctuations in exchange rates between U.S. dollars and Renminbi will affect our balance sheet and earnings per share when stated in U.S. dollars. The translation of Renminbi amounts into United States dollar amounts has been made for the convenience of the reader. Such translation amounts should not be construed as representations that the Renminbi amounts could be readily converted into United States dollar amounts at that rate or any other rate. The appreciation or depreciation in the value of the Renminbi relative to the U.S. dollar would affect our financial results when reported in U.S. dollar terms without giving effect to any underlying change in our business or results of operations. Fluctuations in the exchange rate will affect the relative value of any dividend we issue which will be exchanged into U.S. dollars, the value of any U.S. dollar denominated investments we make in the future and any earnings on such investments.

There are government regulations that limit or prohibit foreign investment in the PRC, which may restrict our growth.

Notwithstanding the general restriction on foreign investment in the seed industry in the PRC, our corporate structure currently enables us to receive foreign investment. Our continued ability to receive foreign investment may be important to our ability to continue to expand our business rapidly and to manage that expansion effectively. We cannot be certain that a change in the regulations allowing us to receive foreign investment will not occur. In the event of such a change, our plan to expand our business could be disrupted.

PRC regulations relating to offshore investment activities by PRC residents may increase the administrative burden we face and create regulatory uncertainties that could restrict our overseas and cross-border investment activity. Failure by our shareholders who are PRC residents to make any required applications and filings pursuant to such regulations may prevent us from being able to distribute profits, if any, and could expose us and our PRC resident shareholders to liability under PRC law.

SAFE promulgated regulations that require registration with local SAFE offices in connection with direct or indirect offshore investment by PRC residents, including PRC individual residents and PRC corporate entities. These regulations apply to our shareholders who are PRC residents and also apply to our prior and future offshore acquisitions. In particular, the SAFE regulations require PRC residents to file with competent SAFE offices information about offshore companies in which they have directly or indirectly invested and to make follow-up filings in connection with certain material transactions involving such offshore companies, such as increases or decreases in investment amount, transfers or exchanges of shares, mergers or divisions, long-term equity or debt investments, or external guarantees or other material events that do not involve return investment.
The SAFE regulations required prior registration of direct or indirect investments previously made by PRC residents in offshore companies. If a PRC resident with a direct or indirect stake in an offshore parent company fails to make the required SAFE registration, the PRC subsidiaries of such offshore parent company may be prohibited from making distributions of profit to the offshore parent and from paying the offshore parent proceeds from any reduction in capital, share transfer or liquidation in respect of the PRC subsidiaries. Further, failure to comply with various SAFE registration requirements described above could result in liability under PRC law for foreign exchange evasion.

We believe our major shareholders who are PRC residents, or whose shares are beneficially owned by PRC residents, have completed foreign exchange registration with the local foreign exchange bureau according to these SAFE regulations. However, with these regulations there is uncertainty concerning the reconciliation of the new regulations with other approval requirements, it is unclear how the regulations, and any future legislation concerning offshore or cross-border transactions, will be interpreted, amended and implemented by the relevant government authorities. We cannot assure you that all of our shareholders who are PRC residents will comply with our request to make or obtain any applicable registrations or approvals required by the regulations or other related legislation. The failure or inability of our PRC resident shareholders to receive any required approvals or make any required registrations may subject us to fines and legal sanctions, restrict our overseas or cross-border investment activities, limit our PRC subsidiary to make distributions or pay dividends or affect our ownership structure. As a result, our business operations and our ability to distribute a dividend to you could be adversely affected.

The PRC legal system has inherent uncertainties that could limit the legal protections available to you.

Nearly all of our assets and all of our operations are in the PRC. The PRC legal system is based on written statutes. Prior court decisions may be cited for reference but are not binding on subsequent cases and have limited precedential value. Since 1979, the PRC legislative bodies have promulgated laws and regulations dealing with such economic matters as foreign investment, corporate organization and governance, commerce, taxation and trade. However, because these laws and regulations are relatively new, and because of the limited volume of published decisions and their non-binding nature, the interpretation and enforcement of these laws and regulations involve uncertainties. The laws in the PRC differ from the laws in the United States and may afford less protection to our non-PRC shareholders.

You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing original actions in the PRC based on United States judgments against us, our subsidiaries, officers and directors.

We are incorporated in the British Virgin Islands and our PRC operating subsidiaries are formed under PRC law. Substantially all of our assets are located in the PRC. In addition, most of our directors and executive officers reside within the PRC, and substantially all of the assets of these persons are located within the PRC. It may not be possible to affect service of process within the United States or elsewhere outside the PRC upon our directors, or executive officers and experts, including effecting service of process with respect to matters arising under United States federal securities laws or applicable state securities laws. The PRC does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts with the United States and many other countries. As a result, recognition and enforcement in the PRC of judgments of a court in the United States or many other jurisdictions in relation to any matter, including securities laws, may be difficult or impossible. Furthermore, an original action may be brought in the PRC against our assets and our subsidiaries, our directors and executive officers and experts only if the actions are not required to be arbitrated by PRC law and only if the facts alleged in the complaint give rise to a cause of action under PRC law. In connection with any such original action, a PRC court may award civil liability, including monetary damages.

A reversion in the Chinese government’s policy of favoring state owned enterprise including seed companies at the expanse of privately owned companies may disadvantage our competitive position in the industry.

In China, state owned enterprises including state owned seed companies typically enjoy preferential policy treatments such as more favorable access to capital, tax breaks and subsidies at various levels of governments. These treatments have created barrier of entry protecting state companies at the expense of private ones, both domestic and international. Despite the reform of the Chinese seed industry in 2008 and the anticipated market-driven industry consolidation going forward, any reversion in the Chinese government’s policy to protect state owned seed companies may again pose competitive challenges to non-state owned companies such as Origin.

We may be subject to contingent tax liabilities.

On December 20, 2004, Chardan China Acquisition Corp., or Chardan, entered into a stock purchase agreement with State Harvest, and all the shareholders of State Harvest for Chardan's acquisition of State Harvest. In connection with the acquisition, Chardan formed its wholly-owned subsidiary, Origin Agritech. On November 8, 2005, Chardan merged with and into Origin Agritech for the purpose of re-domestication out of the United States. The re-domestication merger was achieved by a one-for-one exchange of all the outstanding common stock of Chardan for ordinary common shares of Origin Agritech, and the assumption of all the rights and obligations of Chardan by Origin Agritech. Immediately after the re-domestication merger, Origin Agritech acquired all the common equity of State Harvest by the issuance of shares and payments of cash consideration to the shareholders of State Harvest or their designee. We may be subject to contingent tax liabilities in connection with the above share exchange transaction. As of September 30, 2013, such contingent tax liabilities could be within the range of RMB39.06 million to RMB64.22 million. We do not expect to incur tax liabilities at the high end of the range based on the annual assessment.

In 2009, we reviewed the contingent tax position. On September 23, 2010, the Company filed a revised 2005 tax return to the United States Internal Revenue Service, or IRS, to modify and supplement the previously filed tax return regarding this tax liability. The IRS has not responded to the tax filing as of the date of the filing of this report. While the timeline for the IRS to question on the tax return is generally three years, this matter may take a prolonged period of time to resolve depending on the return time for IRS and the necessity, if any, of future appeals or re-evaluation.

We may become a passive foreign investment company, which could result in adverse U.S. tax consequences to U.S. holders.

Depending upon the value of our shares and the composition of our assets and income over time, we could be classified as a passive foreign investment company, or PFIC, by the IRS, for U.S. federal income tax purposes. If we were classified as a PFIC in any taxable year in which you hold our shares and you are a U.S. investor, you would generally be taxed at higher ordinary income rates, rather than lower capital gain rates, when we dispose of those shares at a gain in a later year, even if we are not a PFIC in that year. In addition, a portion of the tax imposed on your gain would be increased by an interest charge. Moreover, if we were classified as a PFIC in any taxable year, you would not be able to benefit from any preferential tax rate with respect to any dividend distribution that you may receive from us in that year or any later year. Finally, you would also be subject to special U.S. tax reporting requirements.

Based on our understanding and current assessment, we believe that we were not a PFIC for the taxable year 2013. However, there can be no assurance that we will not be a PFIC for the taxable year and/or later taxable years, as PFIC status is re-tested each year and depends on the facts in such year. For example, we would be a PFIC for the taxable year 2013 if the sum of our average market capitalization, which is our share price multiplied by the total number of our outstanding shares, and our liabilities over that taxable year is not more than twice the value of our cash, cash equivalents, and other assets that produce, or are held for the production of, passive income. We could also be a PFIC for any taxable year if the gross income that we and our subsidiaries earn from passive investments is substantial in comparison with the gross income from our business operations. While we will continue to examine our PFIC status, we cannot assure you that we will not be a PFIC for any future taxable year.

Risks relating to our shares

Voting concentration by executive officers, directors and other of our affiliates may limit investors' ability to influence the outcome of director elections and other matters requiring shareholder approval.

Two of our executive officer and/or directors, Messrs. Han and Yang, together own 5,620,807 our issued and outstanding ordinary shares. These two major shareholders may maintain significant control over the outcome of some corporate transactions or other matters submitted to our shareholders for approval, including the election of directors and the approval of other business transactions. This level of ownership could have the effect of delaying or preventing a change in our control or discouraging a potential acquirer from attempting to obtain control of us, which in turn could have an adverse effect on the market price of our ordinary shares or prevent shareholders from realizing a premium over the market price for their ordinary shares. In addition, if these major shareholders choose to dispose of a material portion of our ordinary shares they hold, the prevailing market price of our securities may decline.

Certain provisions in our organizational documents may discourage our acquisition by a third party, which could limit your opportunity to sell your shares at a premium.

Our memorandum and articles of association include provisions that could limit the ability of others to acquire control of us. Under those provisions, our board of directors has the power to issue preferred shares with such rights attaching to them as they decide and this power could be used in a manner that would delay, defer or prevent a change of control of us. These provisions could have the effect of depriving you of the opportunity to sell your shares at a premium over prevailing market prices by discouraging third parties from seeking to acquire control of us in a tender offer or similar transactions.

We qualify as a foreign private issuer and, as a result, are subject to reduced requirements with respect to the reporting of financial statements and other material events to our shareholders and the SEC.

As a foreign private issuer, we are obligated to file an Annual Report with audited financial statements and Form 6-K reports with the United States Securities and Exchange Commission, or the SEC, at such times as we release information to the public either voluntarily or pursuant to the laws of the British Virgin Islands or the PRC. Therefore, the regularity of financial and other information will be less than would be applicable to a domestic United States registered company under the rules and regulations of the SEC. Investors may not receive information on a timely basis, which could increase their risk of investment in us.

Because we are a foreign private issuer, we have elected to follow British Virgin Islands law in connection with compliance under the NASDAQ Marketplace Rules, which restrict the application of the NASDAQ corporate governance requirements.

The NASDAQ Marketplace Rules permit foreign private issuers to elect not to be governed by all the corporate governance rules. We have elected to avail ourselves of the exemption provided by NASDAQ, and we have elected to be governed by only the British Virgin Island laws and the terms of our memorandum and articles, which for example do not require us to hold an annual meeting each year. Consequently, investors may not have the ability to express their opinion on our business and the actions of directors through the voting process for directors. In other respects, we do follow the NASDAQ Marketplace Rules, such as having a nominations and compensation committee, but these are voluntary and may be eliminated at any time.

Leverage and debt service obligations may adversely affect our cash flows.

We currently have short-term borrowings of approximately RMB 222 million (US$36.02million) and long-term borrowings of RMB65 million (US$10.54 million). The degree to which we are leveraged could, among other things:

- require us to dedicate a portion of our near term cash flows from operations and other capital resources to debt service;
- make it difficult for us to obtain necessary financing in the future for working capital, acquisitions or other purposes on favorable terms, if at all;
- make us more vulnerable to industry downturns and competitive pressures; and
- limit our flexibility in planning for, or reacting to changes in, our business.

Our ability to meet our debt service obligations will depend upon our future performance, which will be subject to financial, business and other factors affecting our operations, many of which are beyond our control.

Future sales by us or our existing shareholders could depress the market price of our ordinary shares.

If we or our existing shareholders sell a large number of shares of our ordinary stock, or if we sell additional securities that are convertible into ordinary stock, the market price of our ordinary stock could decline significantly. Further, even the perception in the public market that we or our existing shareholders might sell shares of ordinary stock could depress the market price of our ordinary stock.

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.

The 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.

On May 24, 2013, the PCAOB announced that it has entered into a Memorandum of Understanding ("MOU") on Enforcement Cooperation with the China Securities Regulatory Commission (the "CSRC") and the Ministry of Finance (the "MOF"). The MOU establishes a cooperative framework between the parties for the production and exchange of audit documents relevant to investigations in both countries' respective jurisdictions. More specifically, it provides a mechanism for the parties to request and receive from each other assistance in obtaining documents and information in furtherance of their investigative duties. In addition to developing an enforcement MOU, the PCAOB has been engaged in continuing discussions with the CSRC and MOF to permit joint inspections in China of audit firms that are registered with the PCAOB and audit Chinese companies that trade on U.S. exchanges.

ITEM 4. INFORMATION ON THE COMPANY

A.History and development of the Company.

Origin was first incorporated in the British Virgin Islands on February 10, 2005, and is governed by the BVI Business Companies Act, 2004, or BCA, by re-registration on July 10, 2006.

Chardan China Acquisition Corp., the predecessor of Origin, was a blank check company organized as a corporation under the laws of the State of Delaware on December 5, 2003. Chardan was formed for the purpose of effecting a business combination with companies having operations based in China and significant growth potential. Initially, Chardan's efforts were limited to organizational activities, completion of its initial public offering and the evaluation of possible business combination opportunities.

On December 20, 2004, Chardan entered into a stock purchase agreement, referred to as the Stock Purchase Agreement, with State Harvest, a company incorporated in the British Virgin Islands on October 6, 2004, and all the shareholders of State Harvest. On February 10, 2005, Chardan formed a wholly-owned subsidiary under the laws of the British Virgin Islands, under the name "Origin Agritech Limited" to effect a stock acquisition of State Harvest. Pursuant to the terms and conditions of the Stock Purchase Agreement, Chardan merged into Origin for the purpose of re-domestication out of the United States, and immediately thereafter, Origin acquired all of the issued and outstanding stock of State Harvest, which acquisition included three controlled affiliated operating companies, namely, Beijing Origin, Changchun Origin, and Henan Origin. These three controlled operating companies are organized under the laws of the PRC.

On December 5, 2005, Origin commenced redemption of outstanding callable warrants that had been assumed in the transaction with Chardan. The warrants were exercisable into ordinary shares of Origin at $5.00 per warrant. Approximately 8,043,752 of the 8,050,000 warrants were exercised through the redemption date of January 9, 2006, and the balance of the outstanding warrants was paid $0.01 per warrant and all the warrants were extinguished. The gross proceeds received upon exercise of the warrants were approximately $40 million, of which $15 million was used to satisfy the outstanding obligations of Origin to the shareholders of State Harvest under the Stock Purchase Agreement, and the remainder used as working capital and for other corporate purposes. After the redemption of the warrants, Origin had approximately 23,472,910 ordinary shares issued.

On June 26, 2007, our common shares began trading on the NASDAQ Global Select Market, where they continue to be traded. Prior to trading on that market, our common shares had been listed on the Nasdaq Global Market from November 8, 2005 to June 25, 2007.

As part of our efforts to expand our operations, we have made the following investments and acquisitions:

- In January 2006, Beijing Origin and Jilin Jinong Hi-tech Limited jointly established Jilin Changrong, with Beijing Origin holding 34.77% of Jilin Changrong. In April 2007, Beijing Origin acquired an additional 9.18% equity interest in Jilin Changrong for RMB22.04 million. In December 2009, Beijing Origin acquired an additional 10% stake in Jilin Changrong for RMB24.00 million bringing Beijing Origin's total direct ownership to 53.95% and our combined direct and indirect ownership to 61.66%. Jilin Changrong engages in the research, development, production, sale and distribution of hybrid corn in the northeast region of China; On July 4, 2011, Jilin Changrong was liquidated and now no longer exists as an entity. Origin will continue to hold 17.94% of the Jinong Hi-tech.
- In January 2006, Beijing Origin acquired a 52.21% controlling interest in Denong. In October 2006, Beijing Origin acquired an additional 42.42% equity interest in Denong, and together with a 2.99% equity interest acquired in December 2006, with a 0.25% equity interest acquired in January 2010, with a 0.71% equity interest acquired in July 2012, Beijing Origin now has a total ownership of approximately 98.58%, for which it paid total consideration of approximately RMB94.76 million. Denong is a developer, producer and marketer of hybrid rice, corn and canola, principally in the southwest region of China.
- In October 2006, Beijing Origin acquired a 19% interest in Biocentury, a company engaged in GM cotton research, seed production, and marketing in China, for RMB16.7 million. After acquiring a 7% interest in 2004 and an 8% interest in 2005, Beijing Origin held 34% of Biocentury. In May 2010, Beijing Origin divested its 34% interest in Biocentury, for RMB60.0 million.
- In June 2010, Origin Biotechnology acquired an 80% interest in Shandong Kunfeng, a company engaged in agricultural chemical production and marketing in China, for RMB14.96 million. In April 2012, Shandong Kunfeng completed its restructuring and terminated its chemical production and marketing business and became a wholly owned subsidiary.
- In July 2011, Xinjiang Origin was established by Beijing Origin and Xinjiang Jinbo Seed ("Jinbo"), which is affiliated with the Fifth Agricultural Construction Division of the Xinjiang Production and Construction Corps ("XPCC 5th Division"). Beijing Origin holds a 51% ownership stake of the RMB100 million registered capital investment as of September 30, 2013. In September 2013, the 49% ownership of Xinjiang Origin was transferred from Jinbo to the State-owned Asset Management Company of XPCC 5th Division. Xinjiang Origin mainly engages in producing, processing, packaging, and selling high-quality seed products in China.

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Our principal executive offices are located at No. 21 Sheng Ming Yuan Road, Changping District, Beijing 102206, China, and our telephone number is (86-10) 5890-7588.

From 2011 to date, our capital expenditures consisted primarily of construction and purchase of plant and equipment, which are located in the PRC and financed mainly by bank borrowing. The table below sets forth the amount of our capital expenditures for the periods shown:

For the year ended September 30, 2011	For the year ended September 30, 2012	For the year ended September 30, 2013	For the year ended September 30, 2013
RMB	RMB	RMB	USD
56.33 million	104.21 million	78.85 million	12.83 million

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B.Business overview.

Overview

Origin Agritech Limited, along with its subsidiaries, is a leading agricultural biotechnology company serving China. We specialize in crop seed breeding, genetic improvement, and the production, processing, distribution of seeds as well as related technical services. Staffed by 607 employees (excluding Xinjiang Origin) as of September 30, 2013, Origin operates 10 breeding stations, 5 production and processing centers, and 4 marketing centers nationwide with sales centers located in key crop-planting regions.

We built China’s first in-house agricultural biotechnology research center in 2005 and have been leading the development of biotechnology among crop seed companies in China since then. In 2009, the Company’s phytase corn was the first transgenic corn to receive the Bio-Safety Certificate from China’s Ministry of Agriculture. Over many years of proprietary development and collaboration with leading research institutes, Origin has established a robust seed product and germplasm pipeline, including products with glyphosate tolerance and pest resistance (Bt) traits.

The Company’s main products include hybrid varieties of corn, rice and canola seeds, which represented 100% of our sales in fiscal year 2013. Hybrid corn seeds remain our strongest product line, generating 80% of our sales in fiscal year 2013, compared with 75% and 74% in fiscal year 2012 and 2011, respectively. In 2012 we completed corporate restructuring to discontinue our cotton seed and agricultural chemicals businesses. Our focus remains on the production of high-quality seed products, whether proprietary or licensed.

We employ 172 production personnel and maintain seed conditioning plants in 5 production centers nationwide. Our main production facilities are located in Gansu province and Xinjiang province. Our Xinjiang Origin facility started trial production in September 2012 and has successfully produced approximately 8,000 metric tons of corn seed from 20,000 mu (unit of area equivalent to 0.164 of an acre) cornfield during the 2013 harvest season.

We believe that we are the leading, technology-focused crop seed company serving China. We have sought to broaden our usage and penetration of our latest plant breeding techniques, modern biotechnology, and innovative information and research management to develop and deliver high-yield seeds to the Chinese farming customer base. Our goal is to lead the industry by providing farmers with unique enabling technology and services, producing and protecting higher crop yields. Our activities include the specialization in the research and development, production, and sales and marketing of crop seeds (corn, rice, and canola) throughout the PRC. We have pursued genetically modified research. In November 2009, our genetically modified phytase corn received notification of the Bio-Safety Certificate from PRC’s Ministry of Agriculture. This was the world’s first genetically modified phytase corn and also the first genetically modified corn seed product in China. We are also actively pursuing the approval of other GM seed products including glyphosate resistant corn and bacillus thuringiensis, or BT, Corn. Our focus remains in the production of high-quality seed products, whether proprietary or licensed..

During the last several years, we have continued to develop our established plant genetic engineering technology platforms, including transforming herbicide tolerance, insect resistance, nitrogen efficiency, and drought stress tolerance traits into corn inbred lines. Of note, we made significant strides in developing our exclusive insect resistance and phytase products, respectively. In November 2009, our genetically modified phytase corn received the Bio-Safety Certificate from PRC’S Ministry of Agriculture. We seek to utilize modern biotechnology in China more effectively and hope to further expand our product distribution beyond China in the future.

We plan to use China’s emerging technology base to take advantage of operations within China. In particular, from time to time we enter and further develop cooperative agreements with publicly funded research institutes in China. In exchange for providing funding to these institutes, we receive rights, which are frequently exclusive rights, to market any seeds developed by these institutes. When a seed is ready to be marketed, we negotiate with the institute to establish an arrangement by which we are permitted to sell the newly developed seeds in exchange for the payment of certain fees to the institute. We believe that these cooperative ventures allow us to access new products without expending substantial costs for our own research and development.

Our business model draws from existing and new technologies by utilizing both conventional breeding and advances in biotechnology. We aim to build upon our current hybrid base where we have accumulated parental seeds with advantageous traits optimized to local soil conditions. We have over 100 total products, both licensed and proprietary in the market. We began to develop our own proprietary hybrid seed varieties in 1998, and, as of September 2013, we had 35 proprietary corn seed products, 14 proprietary rice seed products and 5 proprietary canola seed products that are in commercial production and distribution.

The following table illustrates the change in the number of seed varieties for corn, rice and canola seeds we sold over the past five years.

Varieties of Seed Products:

Year	Varieties of Seed Products			
	Corn	Rice	Canola	Total
2009	46	53	7	106
2010	45	55	7	107
2011	45	57	11	113
2012	47	59	13	119
2013	57	36	12	105

The following table illustrates the total revenues for each of our seed varieties:

Year	Revenues*		
	Corn	Rice	Canola
	RMB	RMB	RMB
Year ended September 30, 2009	414,625,462	125,134,572	42,747,377
Year ended September 30, 2010	428,863,503	84,211,605	38,515,030
Year ended September 30, 2011	419,467,551	91,778,481	16,833,211
Year ended September 30, 2012	416,728,491	88,138,728	19,935,031
Year ended September 30, 2013	387,220,403	72,706,629	21,766,774

* Substantially all of our revenues are derived from sales in China.

Research and Development

Developments in the science of genetics have allowed seed producers to create entirely new species of plants, rather than merely new varieties of existing species. Compared with conventional varieties, the obvious advantages of these new species, known as GM varieties, are higher yield, better quality and increased disease-resistance and herbicide tolerance. Farmers plant GM varieties to save time and cost, while also reducing field labor. GM corn, soybean and cotton have been widely used in the United States and many other countries to guard against insect damage and to increase yield. Since receiving the Chinese government approval in 1997, cotton that has been genetically modified to guard against damage from borer insects is now widely planted and accepted in China. The Chinese market has widely accepted GM cotton and the PRC Ministry of Agriculture has approved GM corn and rice traits. We believe that GM food crop seeds will be approved by the PRC government for production and sale and will be accepted in the Chinese market over time.

Utilizing our existing hybrid seed product line, we seek to further increase crop yield and produce higher quality seeds with the addition of GM traits. We commenced our own biotechnology research program in 2000 with a goal of having technology in place to produce GM products when demand for these products is sufficiently high. In 2005, we built an internal research and development center in China for GM crop seeds, which we believe was the first such facility to be utilized by a Chinese crop seed company. Our key focus remains on biotechnology for GM varieties of corn, which has accelerated significantly. We currently employ people who are primarily engaged in genetic transformation, molecular biomarker testing and genetic mapping activities. Our development efforts go beyond our internal biotechnology center, as this unit serves as a central hub to connect with other research facilities throughout China. We are collaborating with the Chinese Academy of Sciences, Peking University and China Academy of Agriculture Science in the field of biotechnology. These co-operations help enhance our research capabilities and will help enable us to develop and commercialize our products. We have established several plant genetic engineering technology platforms, which incorporate increased herbicide tolerance, insect resistance, nitrogen efficiency, and drought stress tolerance traits into corn inbred lines. The GM traits and products we are working on now include increased herbicide tolerance, insect resistance, nitrogen efficiency, and drought stress tolerance in corn. We developed phytase GM corn, the first genetically modified corn seed product in China. Notwithstanding our obtaining the Bio-Safety Certificate from the Chinese government, there can be no assurance that GM products generally will be approved in China, and we expect that the introduction and acceptance of GM products will be cautious.

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In addition to biotechnology, our internal research and development also invests considerable effort in the conventional breeding of hybrid crop seed and we currently have 10 breeding stations across the country. For our total research and development activities, we employed 126 full time research personnel in this area as of September 30, 2013. In order to maintain our position as a quality producer of advanced products and develop new seed products through our biotechnology programs, we have targeted to invest approximate 8% of our revenue into research and development activities. The table below shows the amount and percentage of sales we have spent on research and development for the following periods.

For the year ended September 30, 2010			For the year ended September 30, 2011			For the year ended September 30, 2012			For the year ended September 30 2013		
RMB'000	38,355		RMB'000	44,771		RMB'000	37,629		RMB'000	42,162	
(US$'000	5,724)		(US$'000	7,045)		(US$'000	5,934)		(US$'000	6,766)	
% sales	6.56	%		7.89	%		6.82	%		8.75	%

The company has received government funding for research and development activities. Such funding was received in the fiscal years of 2011, 2012 and 2013 in the amounts of RMB nil, RMB 1.55 million and RMB 16.11 million respectively.

Seasonality

Because we are an agricultural seed production company, we experience several aspects of seasonality in our operations and revenues. The seasonal nature of our business causes our operating results to fluctuate from quarter to quarter.

The sales season of corn and rice seeds lasts from October to June; the sales season of canola seeds lasts from July to September. Historically, in the third to fourth quarters of our fiscal year, we face costs that are in excess of our cash flow sources. The advance payments we make to our seed producing farmers may exceed the amount of deposits we receive from our customers, the seed distributors and end users. The exact timing of these deposit payments is dependent on the Chinese lunar calendar, which varies from one calendar year to the next. To mitigate the impact on cash flow, we customarily have relied upon short term bridge loans to cover our expenses pending receipt of the cash payments from farmers at the time of their seed purchases.

Commercial Production

We produce most of our hybrid seeds by contracting with local farmers in China to whom we provide parental seeds and technical support. Currently, we have 172 production personnel (excludes Xinjiang Origin) and seed conditioning plants located in Gansu, Jilin, Henan, Sichuan as well as Beijing, with our main production facilities in Gansu province. We also started seed production in the new plant of Xinjiang Origin in Xinjiang province, which will mainly produce, process, package, and sell high-quality hybrid corn seeds. The facilities of Xinjiang Origin, along with the seed production land of the Fifth Agricultural Construction Division, deploy modern technologies and full mechanization throughout the entire production process from land preparation and seeding to product packaging. The processing facility employs advanced corn husker system, which is one of the largest corn husker systems in the world. The production base uses modern drip irrigation systems and advanced farming equipment for corn seed production. These production centers work to supply these parental seeds to our producer-farmers, who plant, grow and harvest the hybrid to produce seeds for us. This network of local farmers who produce our seeds is an important element of our strategy to produce an increasing number of products with consistent quality. We are the first Chinese seed company to obtain the ISO9001-2000 certification by the China Certification Center for Quality Mark. With a strict seed quality control system, we have sufficient processing capability and advanced equipment to allow us to operate efficiently and maintain a high quality of seed products. By employing these practices, we have achieved product quality on par with that of our foreign competitors and that is consistently well received by our customers.

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According to the sales plan we develop for each year, before the growing season, we choose the planting area according to the trait of the seed variety, and enter into a seed booking production agreements with the local farmers. Under the agreement, we provide the producer-farmers with the parental seed, as well as the technical support in the course of farming. After the growing season, we purchase the seeds that meet our quality specifications from the farmers.

National Marketing and Distribution

We have our own sales organization consisting of 170 employees who oversee all aspects of our distribution and retail sale network and promote our sales within the distribution chain. In addition, these individuals provide high-level technical service to our end customers.

We have established a nationwide distribution network consisting of over 2,800 first-level direct distributors and over 80,000 second-level distributors and retailers, who receive our products through first level dealers. The retailers sell them to farmers who are our end consumers. This distribution network covers almost all the provinces and regions of the PRC and allows us to effectively distribute to approximately 200 million farms throughout China..

The terms of our distributor agreements provide for territorial exclusivity for a distributor on a designated product, usually on a county-wide basis. To enforce exclusivity and monitor product locations, we assign a code to each distributor and mark all packaging sent to the distributor with this code. Careful monitoring of territorial integrity and enforcement of contractual penalties, which may include termination of distribution rights and cancellation of discounts on prices, provides stability and profitability within the distribution network and aims to provide quality services and product availability. We enjoy a positive reputation with our distributors for our implementation and enforcement of this exclusive distribution system. Distributors buy our seeds at a wholesale price established by us and are required to make payments to us prior to delivery.

Distributors that place orders and make deposits on orders for sales to be made the following year at least two months prior to delivery are generally offered a discount. At the end of the annual sales season, we set a discounted final sales price. The discounted final sales price results from the fact that the PRC government sets the price for agricultural commodities after we have sold our seeds to distributors. Seed prices fluctuate with agricultural commodity prices. This correlation is particularly strong for seeds that can be consumed as food and grown as seeds, such as corn. For example, if the price for corn for consumption increases, the price for corn seeds will increase as well. Once the PRC government has set the price for agricultural commodities, we negotiate with distributors the final price for our seeds which reflects the price the distributors sold our seeds to farmers and includes any season discount we may offer to such distributors. If the final price is lower than the preliminary price previously offered by us, we will return the difference to our distributors. Although the final price could technically be higher than the preliminary price, we have never experienced such a result. As a result of our discount policy, we cannot set the final price of our seeds to distributors prior to the end of their selling season to farmers. Selling seasons vary among distributors from region to region and from year to year, and generally start in October and end in June of the following year for most of our products. We deliver our products and receive payments on a relatively predictable schedule. First, we request and generally receive a cash deposit, followed by a further pre-payment of the expected sales price. Then, we deliver products to our customers and receive confirmation of delivery. Finally, we set the final sales price of our delivered products to a customer based on the total volume of product delivered to that customer.

The specific terms of the distributor agreements vary depending on negotiations and the nature of the distributor and its prospective territory. There usually is an initial payment made by the distributors to the Company for the distribution right which is applied in whole or in part to future orders, depending upon compliance with the terms of the agreement. The agreement also delineates pricing adherence requirements and permissible discounting sales, territory, ordering and supply obligations, returns, market support and other regular business terms and dispute resolution provisions. No one distributor accounts for more than 1.5% of our sales.

On an annual basis, our sales team assists distributors in writing monthly sales plans. These sales plans are then submitted to us 30 days prior to the required seed delivery dates. Every year during the harvest season, we invite farmers and others in the seed distribution chain to attend production demonstrations in cooperation with local villages and seed distributors. At these demonstrations, our teams show their hybrid seeds, explain planting techniques, discuss industry best practices and disseminate promotional materials. These marketing and production demonstrations help create new demand, not only in each village where demonstrations are held, but also in nearby villages, for both the current season and for succeeding years.

Our technical service department has a 24-hour toll-free telephone number available for our producer-farmers and distributors, through which they can obtain solutions to specific technical problems. In addition, customers can report issues of seed piracy. If on-site help is required, we generally dispatch a technical assistant to arrive on location within 48 hours of a call. We also enlist the help of our distributors to provide help and advice to farmers. We believe that our focus on customer service and technical support have helped us to build brand identity and loyalty and have contributed to our total sales volume.

We publish a seasonal newspaper, “Technology and Service,” reaching up to thirty million farmers, which addresses technical issues, shares success stories and further promotes the Origin brand. Origin maintains a database of over 15,000,000 farmers to track buying habits and contact information.

Product and technical service brochures are provided throughout the distribution network and have proved to be a valuable tool in promoting the sale of our crop seed products and the recognition of the Origin brand. Our slogan, “When buying seed, quality is paramount trust Origin,” appears on all promotional material, helping to build the brand in all the local markets.

Six years ago, three of our rice hybrids were approved to be sold in Vietnam. The approval process in Vietnam takes two years. We began exporting products across the border at the end of year 2007 in small quantities. As Vietnam shares a border with China, we are able to use standard transportation, such as trucks, and deliver our products to selected distributors though an agent. We are also currently exploring sales channels to other countries in Southeast Asia and the Middle East and we will continue to expand the market in Vietnam.

Intellectual Property

Our intellectual property includes trademarks and patents relating to our seed products. All of the intellectual property has been registered for IP protection in China (or is the subject of a pending application), and is used in connection with our seed products packaging, production and distribution. Although we do not require our distributors to pay any license fee for the seed products, the value of the intellectual property has been reflected in selling price directly. Our intellectual property is crucial to our business, and bears directly on our ability to generate revenues.

We currently have four Chinese patents registered with the State Intellectual Property Office (“SIPO”) of China. One of the patents relating to the method of producing hybrid corn seed is jointly owned by Henan Agriculture University and Beijing Origin. Also, we have applied for six additional patents, and the applications have been accepted and are now being reviewed by SIPO.

In addition, we currently have thirty two Chinese trademarks registered with the Trademark Office of China's State Administration for Industry and Commerce ("SAIC"), including one trademark owned by Origin Kunfeng. Also, we have applied for fifteen additional trademarks, and the applications have been accepted and are now being reviewed by the Trademark Office of China's SAIC.

As of September 2013, we had 35 proprietary corn seed products, 14 proprietary rice seed products and 5 proprietary canola seed product that are in commercial production and distribution.

Licensed Seed Products

In addition to the development of our own proprietary seeds, we have licenses to distribute seeds developed by independent research and development institutions which have no commercialization ability or distribution channels of their own. Currently, we have licenses to distribute twenty two varieties of corn seed, twenty two varieties of rice seed and seven varieties of canola seed.

Under a typical license agreement, one of our PRC Operating Companies will obtain a license for a designated product for exclusive production and marketing within China. The license fees vary in their method of determination, but generally they are either a percentage of revenues from the sale of the variety or a flat fee arrangement. None of our license agreements results in a payment in excess of 1.5% of our revenues. Beijing Origin has these types of agreements with China Academy of Sciences Microbiology Institute, Shijiazhuang Liyu Technology Development Co., Ltd.(Liyu) in Hebei Province, Henan Puyang Agricultural Academy, Tieling Agricultural Academy, Liaoning Benxi Agricultural Academy, Sichuang Agricultural Academy, Corn Research Institution of Beijing Agricultural Forestry Academy, Huafeng Seed Limited, Liaocheng Huafeng Corn Breeding Research Institution, Food Corn Research Institution of Yunnan Agricultural Academy, Henan Agriculture University, Hubei Province Shiyan Agricultural Sciences Institute, China Rice Research Institution, among others. These agreements generally have no fixed term or termination date. The agreements may be terminated for breach by either party. We may terminate the agreements at any time, in effect, by not producing seeds there under, without penalty.

We have joint development agreements with Liyu under which we and Liyu are coordinating to develop several varieties of corn seeds. Under these development agreements, we have developed and produced seven varieties of corn seeds, which together have represented a substantial amount of sales in each fiscal year since 2005 as illustrated in the following chart for the three fiscal years ended September 30, 2011, 2012 and 2013:

Varieties of Corn Seeds	2011 Sales		2012 Sales		2013 Sales	
LinAo1	4.41	%	3.71	%	3.31	%
AoYu 17	0.90	%	0.64	%	0.71	%
Liyu 16	16.81	%	22.07	%	29.81	%
Liyu 26	0.38	%	0.26	%	0.06	%
Liyu 35	12.81	%	17.15	%	13.07	%
Liyu 37	0.38	%	4.23	%	4.14	%
Total	35.69	%	48.06	%	50.10	%

We have exclusive rights to produce and market the seeds developed under the agreements until the agreements are terminated. Liyu has agreed that it will not develop any derivative hybrids from these seeds. Moreover, Liyu will pay the government fees to protect our exclusive rights. The agreement has no termination date, hence it continues until both parties jointly agree to terminate or either party breaches the agreement.

In addition to the exclusive license agreements set forth above, we also have non-exclusive license agreements. The non-exclusive license fees tend to be lower than the typical exclusive license fees. Those licensors that lack production ability or distribution channels of their own grant us the right to produce, distribute and propagate the covered variety of seeds, provide us with technical materials and instructions, supervise seed quality and evaluate growing areas. We are responsible for undertaking all the propagation costs and maintaining quality standards. So far, Beijing Origin has entered into these types of agreements with Henan Agriculture University for YuYu 22 and now Shijiazhuang Liyu Technology Development Co., Ltd. for Li Yu 37. The agreements may be terminated for breach by either party. We may terminate the agreements at any time by not producing seeds there under, without penalty.

With regards to the licensed GM varieties, we have entered into a strategic cooperation agreement with the China Academy of Agriculture Science, or CAAS, to work on biotechnology research and development. That agreement gives us the right to produce and sell the GM crop varieties that are developed in connection with this arrangement, subject to our obligation to reimburse certain of CAAS' expenses.

Except what was discussed immediately above, no other licensed seed product represented more than 10% of our sales in the fiscal years ended September 30, 2011, 2012, and 2013. In addition, except as disclosed above, no one licensor is responsible for a seed product or group of seed products that represents more than 1.5% of our revenues during the same periods.

The Chinese Crop Seed Market

The Chinese agricultural sector is primarily made up of small, family-oriented farms. Increasingly, corn is becoming an important crop in China because it has a number of uses, including the use as livestock feed, source of industrial products and a source of fuel in the form of ethanol. In addition, rice is an important human food crop and canola is used to produce cooking oil.

The Chinese agricultural seed industry is fragmented, with the corn seed market in particular being served by approximately 5,000 small, local seed suppliers. Most of these seed companies were established in the 1960s and 1970s by local county governments to address Chinese central government agricultural initiatives. They were designed at the time to provide service and support to local farmers. These local seed providers usually sell varieties of agricultural seeds that have been grown in their respective locales for years.

Improved seed products have been generally available in China through large multinational suppliers, the largest being Pioneer Hi-Bred International, Inc., or Pioneer, Monsanto Company, or Monsanto, and Syngenta AG, or Syngenta, each of which established operations in China more than a decade ago. Their products, however, are limited to those developed through traditional plant and seed selection.

Our business strategy focuses on meeting the needs of small Chinese farmers and includes the following elements:

(i) producing and distributing high-quality seed products, initially under third-party licenses and, over time, increasingly internally developed proprietary seeds, to deliver superior value to our distributor-customers and their farmer-customers;

(ii) devising a process for obtaining regulatory approvals for new crop seeds (a Chinese legal requirement) that is efficient and effective;

(iii) establishing a broad network of producer-farmers in several regions to participate in the seed development process and to produce approved crop seeds for commercial distribution;

(iv) creating an effective distribution system using a relatively small network of primary distributors, only one in each county with exclusive territories, with which we can deal directly and efficiently which, in turn, develop their own secondary distribution network to reach out directly to the consumer- farmers. This distribution network is not only a means for securing and fulfilling orders, but acts as a conduit for our marketing and technical support activities;

(v) relying on a number of marketing activities to retain existing customers and attract new ones. These marketing activities include:

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a demonstration program that provides technical assistance to customers regarding the correct seed choice and proper cultivation methods;

- a database of over 15 million customers that we use to keep repeat sales at a high level, an important component of revenue growth; and

(vi) delivering service and technical support to customers throughout the growing season for its products. End-user customers can contact us through a dedicated call center that handles up to 1,000 calls per day. Field service representatives are dispatched within 48 hours of a customer's request for help.

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The average lifespan of a typical product in our industry is five to seven years. After this period, the product begins to lose potency and develops material genetic weaknesses that make the product significantly less attractive in the marketplace. New hybrids are approved every year and the speed at which technology changes is partially driven by the amount of high quality hybrids produced in the local region for the local seed type. One product may dominate a particular region for a three to five year time period, and then the dominance may shift depending on the available seeds for the local soil types.

Competition

We face competition at three primary levels, including large Chinese companies, small local seed companies, and large multinational hybrid and GM seed producers. Currently, we believe that we can compete effectively with each of these competitors and that we can continue to do so in the future. Each of these groups of competitors is discussed in turn below.

Larger Domestic Seed Companies.

While there are six seed companies that control approximately 25% of the corn seed market of China, we believe we may possess the most competitive technology base, including the capability to develop and commercialize genetically modified seeds. However, there is little public information in this regard, and as a result other companies' internal research pipelines remain unclear. Much of the genetically-modified product research remains at the academic level. The majority of the largest crop seed companies have been in existence for considerably longer periods of time than we have, and though they have sophisticated breeding techniques, are somewhat entrenched in their ways. Some of these larger entities are evolved state owned enterprises and some stayed as state-owned entities. We compete within this group on the basis of our consistent product quality, brand identity, customer and technical support, enforcement of our intellectual property rights and a pipeline of proprietary products.

Smaller Local Seed Companies.

The local seed companies in China are the legacy of the centrally planned agricultural economy that was predominant in China until recently. Most of these were affiliated with county governments, which played a role in determining what crops would be grown and by whom. As was often the case with planned economies, these extensions of the bureaucracy had no profit motive, and no incentive to improve efficiencies, increase sales or innovate with new products. Market expansion was limited by the tight geographic boundaries within which they were designed to operate.

The majority of these local companies lack the scale and the resources to compete with us in a number of ways. They lack access to the improved, proprietary hybrids. For the most part they do not have effective marketing, advertising, technical support or customer service operations. The majority of our recent growth has come from acquiring customers from these operations. We believe that the existing trend will continue, and that eventually some of these smaller, local distributors can be integrated into our distribution network.

Multinational Seed Companies.

At the opposite end of the competitive spectrum from the local seed companies are the large multinational companies, including Pioneer, Monsanto and Syngenta. These companies present a formidable competitive threat because of their financial resources, the high quality of their seed products, and biotechnological capabilities. However, the unique aspects of the Chinese crop seed market, which distinguish it from the market in Western countries, have proven a significant hurdle for market success for these very large companies, even though they have come to the market through joint ventures formed with existing Chinese seed companies.

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The principal difference between the Chinese and Western seed markets is that in China a large number of low volume sales are made to local farmers, while in the West, relatively few sales of very large volumes make up the majority of product sales. As a result, success in the Chinese seed market depends on marketing and distributing effectively to a very large number of small customers. Relatively few Chinese companies have achieved any degree of success in doing so, and the international competitors only have limited success after many years of trying and heavy investment.

These multinationals rely heavily on GM seed products in oversea markets. Our market research indicates that most of the superior products that the multinationals have to offer are genetically modified. GM seed products have only begun to be accepted in China, and the extent of this acceptance is not yet determinable. To date, phytase corn and Bt Rice are the only genetically modified major food crop seed products that have received approval for sale in China. The limited GM seed approval therefore currently limits their competitive advantage.
Should GM seed products become approved by the government on a larger scale and begin to gain broader acceptance in the market, as we expect they will in the future, the large biotech companies would become more serious competitors. However, they will also continue to face numerous obstacles in competing with us, including the significant lead time associated with obtaining approval of a new seed (usually at least six years) and the need to establish effective sales, marketing and distribution networks to manage the large volume of small purchases that is characteristic of the Chinese market.

Government Regulation

We operate our business mainly in China under a legal regime that consists, at the national level, of the State Council, which is the highest authority of the executive branch of the PRC central government, and several ministries and agencies under its leadership, including:

- Ministry of Agriculture and its local authorities;
- Ministry of Commerce and its local authorities;
- State Administration of Foreign Exchange and its local authorities;
- State Administration of Industry and Commence and its local authorities;
- State Environmental Protection Administration; and
- State Administration of Taxation, and the Local Taxation Bureau.

The following sets forth a summary of the significant regulations or requirements that affect our business activities in China and our shareholders' right to receive dividends and other distributions from us.

Seed Law and Other Relevant Regulations

Participation in the crop seed business is a highly regulated activity in the PRC. In July 2000, China enacted its Seed Law, which became effective on December 1, 2000. The Seed Law was revised in August 2004. The Seed Law sets forth provisions concerning the development, government approval, production, and distribution of crop seeds. Various provinces have enacted regulations to implement the Seed Law. In September 2011, the Ministry of Agriculture published and implemented the Administrative Measures on Production and Business Operation Permission of Crop Seeds.

Under the Seed Law and the new adopted administrative measures, for a company to engage in the seed business, it must obtain two licenses. One is the production license, which is issued at the provincial level, entitling the holder to engage in seed production in that province. The production license specifies the types of seeds that may be produced, the location of the production of the seeds, and the term of the production license. The second is a license to distribute seeds. Generally, a distribution license is issued by the government at the county level or above. A seed company must obtain a provincial-level license to distribute major crop seeds in that province. In addition, a national level license is necessary for a seed company to distribute seeds nationwide. Among other standards, the amount of the licensee's registered capital determines if the distribution license is issued at the national or local level and the new adopted administrative measures have increased the registered capital requirements significantly.

- to obtain a national distribution license, the licensee must have a registered capital of at least RMB100 million. More importantly, the new adopted administrative measures now requires the licensee to meet various qualitative and quantitative measures to prove the capability of vertically integrated operations of crop seed breeding, established seed production base, and well-organized distribution and service system.
- to obtain a provincial license to distribute hybrid seed varieties, the licensee must have a registered capital of at least RMB30 million; and
- to obtain a provincial license to distribute non-hybrid seed varieties, the licensee must have a registered capital of at least RMB5 million.

A separate license is required to import and export seeds. To obtain this license, the applicant must have a minimum registered capital of RMB30 million.

In September 2012, the MOA issued the first group of Breed-Produce-Distribute Vertically-Integrated Crop Seed Distribution Licenses (BPDVI License) based on the new administrative measures. Beijing Origin was included as a licensee among the first 32 crop seed companies that received the BPDVI License.

In addition to the license(s) needed to engage in the seed production and distribution business, each seed must undergo a stringent regulatory review before it may be sold in China. A seed production company cannot receive a license to engage in seed production, regardless of the level of its registered capital, until it has secured rights to an approved seed product.

The testing of seeds for approval can be conducted at the provincial level or the national level. However, seeds that have been approved at the provincial level can only be distributed in the province in which the approval was issued. An approval at the national level means the approved seed can be distributed nationwide.

The procedure for provincial examination and approval requires the applicant to:

- submit the application to the provincial variety authorization committee;
- undergo two growing seasons of monitored growth in at least five different locations in the province. Seeds submitted for testing are planted together with control seeds, which is typically the most popular seed with farmers in the testing locations. Only seeds that have an increased yield of 8% or higher versus the control seeds and that rank in the top six among all seeds then being tested are cleared to proceed to the second year of testing, during which the results of the initial test season must be confirmed; and
- go through one successful growing season of trial production, also in at least five different locations. If successful, a provincial examination certificate is granted and a public announcement is made.

The procedure for national examination and approval requires the applicant to:

- submit the application to the national variety authorization committee;
- complete two growing seasons of monitored production in at least five different locations. Only seeds that have 8% or higher yield compared to control seeds and that also rank in the top six among all seeds being tested in that cycle can proceed to the second year of testing; and
- complete one successful growing season of trial production in at least five different locations.

Seeds developed outside of China must also follow the above procedures before they can be distributed in China.

The ability to process an application for approval is an important element of success, especially in view of the long timeframe associated with obtaining approval after the seed has been developed. Failures and delays in getting the approvals on a timely basis can seriously disrupt the planning that is critical to successful commercial production. A minimum of six years - three to obtain approval and three to develop the first crop of seed for commercial distribution - is required to bring a seed to the market after it has been developed. Because of our extensive network of seed-producing farmers, we have consistently been able to bring new products to the market within a short period of time. Other seed companies often take an additional season or more to bring an approved product to the market. This loss of an entire growing season can be a significant disadvantage for other companies.

Genetically Modified Organisms Safety Regulations

GM products continue to be controversial in China, and, to date, very few GM products have been approved. There are public concerns regarding the potential for adverse effects of GM products on human health. In May 2001, the State Council of China enacted the Agricultural Genetically Modified Organisms Safety Regulation. The Ministry of Agriculture enacted the Agricultural Genetically Modified Organisms Safety Assessment Approach which became effective in July 1996 and was revised in March 2002. These enactments set forth provisions concerning the classification, testing, safety evaluation and identification of GM crop seeds.
Considering the degree of risk faced by humans, animals, plants, micro-organisms and the ecological environment, agricultural genetically modified organisms are divided into the following four levels:

Safety level I: no danger;
Safety level II: low danger;
Safety level III: moderately dangerous;
Safety level IV: highly dangerous.

Agricultural genetically modified organisms testing generally goes through three stages including an intermediate test, environmental release and production test. When finished with the production test, a company can apply for the Safety Certificate of agricultural genetically modified organisms.

Due to the fact that we are engaged in the GM seed business in China, we must comply with the Seed Law as well as the GM regulations described above.

Foreign Ownership Restrictions

Currently, China restricts foreign ownership of businesses in the seed industry. A foreign invested enterprises, or FIE that is engaged in the breeding of new varieties, development, production, marketing, distribution and sale of food crop seeds is limited to 49% foreign ownership pursuant to the Regulation on the Approval and Registration of Foreign Investment Enterprises in Agricultural Seed Industry (effective on September 8, 1997) and the Foreign Investment Industrial Guidance Catalogue (effective on December 1, 2007).

In addition to restrictions in the conventional seed business, China forbids FIEs from engaging in the development production and distribution of genetically modified corn seeds pursuant to the Foreign Investment Industrial Guidance Catalogue distributed by the Ministry of Commence of China in 2007. Furthermore, FIEs need to obtain government approvals to engage in the breeding of GM research and testing pursuant to the Agricultural Genetically Modified Organisms Safety Regulation.

Tax

Origin and State Harvest are both tax-exempted companies organized in the British Virgin Islands.

Our PRC Operating Company Subsidiaries are organized in the PRC and governed by PRC laws. PRC enterprise income tax, or EIT, is calculated based on taxable income determined under PRC accounting principles. Under the New EIT law, effective January 1, 2008, FIEs and domestic companies are now subject to a uniform EIT rate of 25% and the tax exemption, reduction and preferential treatments which were applicable only to FIEs were ended. However, any enterprises established before the promulgation of the New EIT law in 2008 that were entitled to preferential tax treatments for a fixed period continued to be entitled to such preferential tax treatment until the expiration of those periods.

The applicable tax rate of the PRC New EIT to Beijing Origin is 15% since January 1, 2008, because Beijing Origin has been approved as new technology enterprises and enjoys the reduced New EIT rate of 15% while our other operating companies are subject to the New EIT at a uniform rate of 25%. The preferential treatments in EIT to Xinjiang Origin is 2 years of exemption and 3 years of half reduction (counting from the year the Company makes a profits, it can exempted from EIT in first two years and it should only pay for half of EIT from the third to fifth years). Xinjiang Origin recorded a profit in 2012 so entitled for the treatment.

Pursuant to the Provisional Regulation of China on Value Added Tax, or VAT, 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% of the gross sales proceeds received, less any deductible VAT already paid or borne by the taxpayer. Pursuant to the Notice of the Ministry of Finance and the State Taxation Administration on Exempting the Value Added Tax for Agricultural Material, self-produced agricultural products sold by agricultural producers shall be exempt from VAT. Pursuant to an approval document received from Beijing Haidian District State Tax Bureau, Beijing Origin has been entitled to exemption from VAT since August 1, 2001. Denong has also been exempted from VAT since January 1, 2006.

Dividend Distribution

Under PRC law, FIEs in China, including Origin Agritech may pay dividends only out of their accumulated profits, if any, determined in accordance with PRC accounting principles. In addition, FIEs in China are required to set aside at least 10% of their after-tax profit based on PRC accounting standards each year for their general reserves until the accumulative amount of such reserves reaches 50% of registered capital. These reserves are not distributable as cash dividends. The Board of Directors of a FIE has the discretion to allocate a portion of its after-tax profits to staff welfare and bonus funds, and expansion (development) funds which may not be distributed to equity owners except in the event of liquidation. The amount set aside as of September 30, 2012 and 2013 were RMB24,789 and RMB24,789 respectively. We are currently in compliance with all applicable PRC laws and regulations relating to our business.

C.<u>Organizational structure</u>.

Origin Agritech is a holding company with no operations of its own. We conduct our operations in China primarily through our PRC Operating Companies. The following diagram illustrates our current organizational structure:

(1) We do not have any ownership interest in Beijing Origin, Henan Origin, Changchun Origin, Denong, Linze Origin and Xinjiang Origin. Through State Harvest, we have entered into a series of stock consignment agreements with their respective shareholders. Gengchen Han (our Chairman and Chief Executive Officer), Liang Yuan, and Yasheng Yang (Vice Chairman of the Board), currently own 34.4%, 25.8%, and 28.68% of Beijing Origin, respectively.

The table below lists each of our group companies, their place of incorporation and their percentage of ownership interest:

Name	Place of incorporation (or establishment)/operation	Percentage of ownership
State Harvest	British Virgin Islands	100% owned by Origin
Origin Biotechnology	Haidian District, Beijing, PRC	100% owned by State Harvest
Beijing Origin	Haidian District, Beijing, PRC	97.96% controlled by State Harvest
Henan Origin	Zhengzhou, Henan Province, PRC	92.04% owned by Beijing Origin
Changchun Origin	Changchun, Jilin Province, PRC	99.83% owned by Beijing Origin
Denong	Chengdu, Sichuan Province, PRC	98.58% owned by Beijing Origin
Linze Origin	Linze, Gansu Province, PRC	100% owned by Beijing Origin
Shandong Kunfeng	Jinan, Shandong Province, PRC	100% owned by Beijing Biotechnology
Xinjiang Origin	Jinbo City, Xinjiang Province, PRC	51% owned by Beijing Origin

Stock Consignment Agreements

As discussed above in "Foreign Ownership Restrictions," under Chinese law, foreign ownership of businesses engaged in the breeding of new varieties, development, production, marketing, distribution and sale of hybrid food crop seeds is limited to 49% pursuant to the Regulation on the Approval and Registration of Foreign Investment Enterprises in Agricultural Seed Industry and The Foreign Investment Industrial Guidance Catalogue. State Harvest, as a non-Chinese corporation, may not directly own more than 49% of any of the PRC Operating Companies. However, Chinese law does not forbid the owner of stock to consign rights associated with the stock, as long as the owner does not transfer title to the stock. Moreover, if we engage in the research and development of genetically modified seed products, then foreign entities are not currently permitted to own any of the seed production company.

To gain control over the PRC Operating Companies (other than Origin Biotechnology, which is not subject to the 49% ownership restriction and which State Harvest entirely owns), State Harvest entered into a series of stock consignment agreements with shareholders of those companies or, in the case of Denong and Xinjiang Origin, with Beijing Origin, the parent of those entities. These agreements consign to State Harvest or Beijing Origin all of the rights of ownership of the shares involved other than legal title, effectively transferring the control of the shares subject to the agreements to State Harvest. Those rights include the right to manage in all respects the shares held in title by the shareholders that are parties to them, including all shareholder rights to call meetings of shareholders, to submit shareholder proposals, to elect directors, to vote the shares on all matters and to exercise all other rights of a shareholder in respect of the shares consigned. More specifically, the consignment agreements include giving the right to select, replace and increase the number of the directors and supervisors, recommend new directors and supervisory personnel and to exercise management rights, controlling rights and decision-making power over the shares of the subject company. Additionally, the shares of the PRC operating companies are pledged.

Each title holder of these shares has agreed not to interfere with State Harvest's or Beijing Origin's exercise of its rights and to cooperate fully and promptly to permit them to exercise its authority over the consigned shares. This includes all limitations on the ability of the consignee to transfer or dispose of the shares to someone other than to the consignee, give guarantees using the shares, consign the shares to another, alter the ownership proportion in any way, dispose of any rights in the ownership of the shares, and agree to any debt or restructuring of the shares. The consignee has the right to take all action in respect of the consigned shares to avoid any damage or infringement of its rights, including in the event of the consigning shareholder's bankruptcy. The consignee, under the agreements, has virtually all of the property rights of the consigned shares, including the profits, interests, dividends, bonuses and residual assets, except for legal title. If in the future any stock subject to the consignment agreements can be legally transferred to State Harvest then, without further action by the consignee, it shall be transferred to the consignee in whole or in part for no additional consideration to the consigning shareholder.

The stock consignment agreements also provide that if and when the restriction on foreign ownership of food production companies to 49% is removed or the allowed ownership percentage is increased, the consigned shares will then be transferred to the consignee. If not, the consignment agreements continue in full force and govern the consignee’s rights over the shares.

The agreements are subject to force majeure limitations. The term of the agreements is initially three years, but they are automatically renewed indefinitely until both the consignee and the consignor agree to terminate. There is no unilateral right of termination except in the event of a breach, in which event the non-breaching party may cancel the consignment agreement after notice and a reasonable cure period has passed and the breach continues. The consigning shareholders have warranted their authority to enter into the agreements and that the consignee has the exclusive right to control the shares that are subject to the consignment agreements. The agreements are binding on the successors, assignors and heirs of the respective consigning shareholders.

The importance of the stock consignment agreements is that, under U.S. GAAP, the consignee corporation may consolidate the financial reporting of those PRC Operating Companies whose shares are subject to stock consignment agreements in the manner of wholly and majority owned subsidiaries and enjoy the economic benefits of such subsidiaries. Each stock consignment agreement is subject to enforceability and other limitations of the laws and rules of PRC. The consignee may not transfer the consignment agreement, except as permitted by PRC law. However, we may transfer our interest in the intermediate consignee corporation without limitation. If there is non-performance by the shareholder or some or all of an agreement is unenforceable, we and the consignee may lose the benefits of the agreements and suffer severe economic loss as a result. No assurance can be given that the consignee will be able to enforce its rights vis-à-vis the consigning shareholders in the courts of the PRC, and we are not aware of any cases where these types of stock consignment agreements have been interpreted by PRC courts.

We believe that these agreements are enforceable under current PRC law. However, none of these kinds of agreements have yet been subject to judicial review or interpretation. The consignment agreements provide that if there is any interpretation of the terms by a PRC court, the agreements should be construed in such a way as to give the consignee as much of the full and actual ownership and full beneficial rights and benefits of the consigned stock as is possible, so as to approximate full ownership under all applicable law.

In the event that the consignment agreement is not enforced or is terminated because of a breach by the consignee that is not cured, the right to the underlying stock would be lost and the economic rights would be terminated. However, such a termination would not terminate the separate agreements entered into by Beijing Origin, Henan Origin and Changchun Origin to transfer technology from those companies to Origin Biotechnology, so even in the event of a termination of a consignment agreement, the consignee would continue to own the applicable PRC entity’s technology and intellectual property through Origin Biotechnology, its wholly owned subsidiary (see “Technical Service Agreements” below). Also, the termination of one shareholder’s consignment agreement does not cause the termination of any of the other consignment agreements, so it would only result in a reduction in consigned shares under the consignee’s control.

The following is a table of the parties to the consignment agreements:

PRC Operating Company	Consigning Owner	% of Shares Consigned	
Beijing Origin	Gengchen Han	34.4	%
	Yasheng Yang	28.68	%
	Liang Yuan	25.8	%
	Yuping Zhao	3.99	%
	Weidong Zhang	3.13	%
	Weicheng Chen	1.96	%

		97.96	%
Changchun Origin	Beijing Origin	99.0	%
	Gengchen Han	1.0	%
		100.0	%
Henan Origin	Beijing Origin	90.0	%
	Yingli Zhang	4.08	%
	Yasheng Yang	3.88	%
		97.96	%

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Technical Service Agreements

All of the intellectual property rights of Beijing Origin, Changchun Origin and Henan Origin have been transferred to Origin Biotechnology pursuant to technical service agreements with each of these respective entities dated December 25, 2004. The purpose of this arrangement was to permit better management and licensing of the intellectual property that the three assignors have developed. Under the technical service agreements, Origin Biotechnology will provide technical research and production and distribution services to Beijing Origin, Changchun Origin, and Henan Origin. These services include support in the research and development of agricultural seeds, analysis of breeding technologies, environment and feasibility suggestions, technical tutorials and breeding field supervision, market analysis and seed promotion, insect prevention and technical education to distributors and farmers. The fees payable under the agreements are variable, depending on differing formulae for different categories of seeds, and are to be charged on the sales of certain seed products in each fiscal year. These agreements are considered intra-company transactions.

D. Property, plant and equipment.

Our principal executive offices are located in the Changping District in Beijing where we own approximately 10,320 square meters of office space, and the right to use approximately 19,250 square meters of land. The land uses right, and the property, plant, and equipment of our headquarters in Beijing currently secures a loan of RMB 65 million. This loan was extended by China Construction Bank.

We own or lease manufacturing facilities, laboratories, seed production and other agricultural facilities, office space, warehouses, research stations and breeding centers in Gansu, Henan, Liaoning, Jilin, Inner Mongolia, Yunnan, Jiangsu, Shanxi, Sichuan, Hainan, Hubei, Anhui, Hunan, Jiangxi and Xinjiang provinces, and in the Tongzhou District of Beijing. These facilities include approximately 457,000 square meters of land, including additional 200,000 square meters of land in Bole, Xinjiang Province, and approximately 22,500 square meters of office. The leased facilities are rented at regular commercial rates, and management believes other facilities are available at competitive rates should it be required to change locations or add facilities.

We believe that our existing facilities are adequate to conduct our current and foreseeable future business operations.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not Applicable

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion of our financial results of operations and condition is based upon and should be read in conjunction with our consolidated financial statements and their related notes included in this Annual Report on Form 20-F. This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including, without limitation, statements regarding our expectations, beliefs, intentions or future strategies that are signified by the words "expect," "anticipate," "intend," "believe," or similar language. All forward-looking statements included in this Annual Report are based on information available to us on the date hereof, and we assume no obligation to update any such forward-looking statements. Actual results could differ materially from those projected in these forward-looking statements. In evaluating our business, you should carefully consider the information provided under the caption "Risk Factors" in this Annual Report on Form 20-F. We caution you that our businesses and financial performance are subject to substantial risks and uncertainties.

A. Operating Results.

Performance Overview

Fiscal year 2013 was the first year after the corporate-wide restructuring program carried out during fiscal year 2012, and as a result the Company's financial performance has turned around significantly despite headwinds we faced in the seed industry and the impact of unfavorable weather in the Northeastern China region. Operating profit for fiscal year 2013 was RMB18.16 million (US$2.92 million), representing a significant turnaround from the operating loss of RMB3.47 million for fiscal year 2012. The turnaround of the operating profit was despite the fact that revenues declined 13% from RMB 552.11 million in the fiscal year 2012 to RMB481.69 million (US$77.30 million) in the fiscal year 2013.

Year-over-Year Comparison of Operating Performance

	2013 (RMB million)	2012 (RMB million)	Year-over-Year Growth	
Revenues	481.69	552.11	(13)	%
Gross Profit	166.61	164.33	1	%
Operating Expense	148.45	167.80	(12)	%
Operating Profit (loss)	18.16	(3.47)	n/a	

Revenue decline was mainly due to the discontinued cotton and agricultural chemical businesses and lower sales for the Company's corn and rice seed businesses. Excluding the cotton and agricultural chemical businesses, revenues decreased by 8% from RMB 524.80 million to RMB 481.69 million (US$77.30 million), mainly due to a 5% lower of sales volume and 3% price decline. Increasing competition in the seed markets and unfavorable weather for our Northeast operations were among the headwinds we faced during fiscal year 2013. Industry competition increased as the inventory in the seed market in China has reached historically high levels before the 2013 planting season.

Overall Analysis

Total revenues for the fiscal year ended September 30, 2013 were RMB481.69 million (US$77.30 million), a decrease of 13% from RMB552.11 million during the fiscal year ended September 30, 2012. Overall, the year-over-year decrease in revenues was mainly due to the divestment of the cotton and pesticide businesses, and the drop in sales volume of corn and rice as a result of increasing competition in the crop seed market and unfavorable weather for our Northeast operations in fiscal year 2013.

Corn seed products remained our strongest product line, accounting for 80% of our overall sales. Total revenues from corn seeds were RMB387.60 million (US$62.20 million) in fiscal year 2013, compared with RMB416.73 million in the fiscal year ended September 2012. Revenues from rice product line for the year ended September 30, 2013 decreased by approximately 18% to RMB72.71 million (US$11.66 million) from RMB88.14 million in the fiscal year ended September 30, 2012. Sales of canola seeds increased by 9% to RMB21.77 million (US$3.49 million) in fiscal year 2013 compared to RMB19.94 million in fiscal year 2012. With the divestment of the cotton and pesticide businesses in fiscal year 2012, the revenue from those businesses was nil for the fiscal year 2013 from RMB27.09 million in the year ended September 2012.

Operating expenses for the fiscal year ended September 30, 2013 were RMB148.45 million (US$ 23.82 million), representing a decrease of 12% from RMB167.80 million in the fiscal year 2012, which was mainly because our expense control efforts helped to lower the operating expenses despite the increase in doubtful receivables allowance and shipping expenses.

Operating income for the fiscal year ended September 30, 2013 was RMB18.16 million (US$2.92 million), compared to the operating loss of RMB3.47 million for the fiscal year ended September 30, 2012. The increase in operating results was mainly due to our improvement in gross profit and expenses control effort.

Net income for the fiscal year ended September 30, 2013 was RMB7.49 million (US$1.20 million), representing a significant improvement from the net loss of RMB1.43 million for the fiscal year ended September 30, 2012. The year-over-year improvement was mainly due to the improvement in operating performance of the core businesses and rigorous expense management.

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Net income per share was RMB0.32 or US$0.05 for the fiscal year 2013, compared with net loss of RMB(0.06) in fiscal year 2012.

As of September 30, 2012 and 2013, we had approximately RMB152.79 million and RMB131.98 million (US$21.47 million), respectively, in cash and cash equivalents. Total borrowings as of September 30, 2012 and 2013 were RMB 74 million and RMB 286.32 million (US$46.57 million), respectively. During fiscal year 2013, Net cash used in operating activities was RMB 146.11 million (US$23.77 million), down from cash inflow of RMB82.71 million for the fiscal year ended September 30, 2012, as inventory balance increased significantly year-over-year. Net cash used in investing activities was RMB68.28 million (US$11.10 million) for the fiscal year ended September 30, 2013 compared with RMB143.38 million for the fiscal year ended September 30, 2012. Net cash provided by financing activities was RMB191.69 million (US$31.18 million) for the fiscal year ended September 30, 2013 compared with RMB83.40 million for the fiscal year ended September 30, 2012. The increase in borrowing was mainly related to the operations of Beijing and Linze Origin, which had RMB205.00 million (US$33.34 million) bank loan for settlement of seed purchases and RMB69.02 (US$11.22 million) for new corn seed processing plant construction in Xinjiang.

Research and Development Activities

Origin was built on its strong R&D platform and we strongly believe a commitment to R&D is essential to the growth of the Company. During fiscal year 2013, we continue to make significant progress both in our conventional hybrid crop seed development programs and biotechnology R&D activities.

<u>Key developments for Origin's GM corn seeds</u>:

Phytase: Four commercial hybrids with phytase traits have completed the variety production test and are pending the variety approval from the Chinese government.

Glyphosate Tolerance: One GM glyphosate tolerance event (the unique DNA recombination event that took place in one plant cell) passed Phase 4 Production Test and is waiting for the Phase 5 Safety Certificate. Two more glyphosate tolerance events are being submitted for Phase 3 - Environment Release Test. In addition, more than one thousand events are undergoing Phase 1 - Laboratory Research;

Bacillus Thuringiensis (Bt): Two insect tolerant events are going through Phase 2 - Intermediate Test. Over two hundred events are undergoing Phase 1 - Laboratory Research;

Glyphosate + Bacillus Thuringiensis (Bt): Three events of the Company's glyphosate and insect tolerant traits have advanced into Phase 3 Environment Release Test. More than 4,500 events of the stacked traits (inserting more than one gene in a seed via biotechnology) are being screened in Phase 1 - Laboratory Research.

<u>Hybrid Corn Seed Development Program:</u>

In addition to GM crop seeds, Origin has a large R&D program developing conventional hybrid crop seeds. In China, new hybrid seed varieties need to go through an official approval process prior to sales. This approval process typically involves three to four years of registration trials and normally proceeds according to the following sequential steps:

Pre-Registration > Registration Trial 1 > Registration Trial 2 > Field Demo > Approval

Each step leading up to Approval takes approximately one year unless it needs to be repeated. In some localities Registration Trial 2 and Field Demo are treated as one and the same step.

During fiscal year 2013, we have more than 45 tests going through different stages of the approval process. As the results of multiyear testing, we received registration approval for seven of our new varieties.

Research and Development Outlook

With the continued growth of the Chinese economy, demand for higher levels of food production and agricultural products have increased substantially. This demand is being driven by consumer demand for high-quality food products, increasing usage of agricultural products as bio-fuels, and dwindling arable land. The Chinese central government has taken a series of measures to deal with these issues. One of the approaches has been the approval of GM plant varieties. Compared with conventional varieties, the advantages of GM varieties include higher yield, higher quality and increased disease and weed resistance. Farmers plant GM varieties to save time and cost, while reducing the amount of field work. GM corn, soybean, and cotton have been widely used in the United States and in many other developed countries to guard against insect damage and to increase crop yields. A 10% to 15% increase in crop yields with the successful application of biotechnology has been routinely reported by Monsanto and Syngenta. According to the U.S. Department of Agriculture, the planted area for GM corn increased from 160,000 hectares in 1996 to almost 20 million hectares in 2006 in the United States. Since receiving approval from the Chinese government, cotton has been genetically modified to guard against damage from insects, such as the borer, and these varieties are now widely planted throughout China. GM cotton is widely accepted in the Chinese market. The Chinese authorities have taken preliminary steps in approving GM crop seed research and commercialization to meet the increasing demand for agricultural food products, as evidenced by the approval of our phytase corn and BT rice seed. We expect the Chinese authorities to continue in this direction, albeit with caution.

In the past several years, our focus on biotechnology research has continued to accelerate significantly. We initially were approved for the first GM corn seed crop in China. Our glyphosate-tolerant gene has been approved to advance to the next phase of development. We seek to become the leader in biotechnology and GM product commercialization in China. We expect that GM crop seeds will eventually gain wide acceptance in China and for this reason we have begun biotechnology seed development and invested in genetic modification programs that focus on improving yields, product quality, and insect resistance and disease tolerance for corn seeds and other crop seeds. The development of these biotechnology attributes remains a cornerstone of our business strategy. As a result, a significant proportion of our management resources are dedicated to building these capabilities across the firm for the introduction into the PRC domestic crop seed market.

During the past few years, we have established several plant genetic engineering technology platforms. These include introducing traits such as herbicide tolerance, insect resistance, nitrogen efficiency, and drought stress tolerance into inbred corn lines. We seek to efficiently utilize modern biotechnology in China and aim to expand beyond China in the future.

Currently, we possess exclusive rights to five genetic traits in various stages of testing and development. We have continued to build our technology platform based upon cooperative relationships with top universities and research institutes in China. These cooperative arrangements allow us to limit our own risk exposure and fixed cost structure and maximize our flexibility in developing applicable technology.

Under government regulations, a registrant company must follow the following procedures prior to registration and marketing GM crops in China. Each step (except laboratory research) has an associated reporting and approval process established by the Ministry of Agriculture, the clearance of which is necessary in order to proceed:

1. Laboratory Research: defined by genetic manipulations and research work conducted under a control system within laboratory
2. Intermediate Testing Phase: a small-scale test conducted under a regulated control system
3. Environmental Release Test: a medium-scale test conducted under natural condition by taking relatively secure measures
4. Production Test: a relatively large-scale test before production and application
5. Obtaining the safety certificate on genetically modified organisms

Since we are considered a domestic company, we can proceed through all five phases of the GM approval in China, while international entities are restricted to only phrase one, and currently forbidden to proceed to phases two through five. We have already had several of our products submitted to testing in phases two through four, and one product has completed the five-step process. We are the first company to obtain approval to produce and sell GM corn seeds in China.

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If GM seed products were to be approved by the government on a broader scale and begin to gain widespread acceptance in the market, which we expect will occur in the future, large international biotech companies could likely become more serious competitors. However, they may continue to face numerous obstacles in competing with us in China. Foreign companies are currently prohibited from developing or producing genetically modified plant seeds, breeding livestock and poultry, or producing aquatic seed according to *Catalog Guiding Foreign Investment Industries* (distributed by Ministry of Commence of China). As a result, we believe we will continue to be in a strong competitive position in the genetically modified segment of the seed market when it becomes meaningful and legally permissible to do so.

As part of our internal efforts, we developed genetic markers to enhance the selection of disease resistance corn lines to accelerate the breeding process. In addition, we continued to utilize our previously implemented data mining infrastructure to search for stable and high-yielding hybrids. Our business model draws from existing and new technologies using both conventional breeding and advancement in biotechnology. We aim to build upon our current hybrid base where we have accumulated parental seeds with advantageous traits optimized to local soil conditions. We have a total of approximately 125 products in the market, including both licensed and proprietary products. We began to develop our own proprietary hybrid seed varieties in 1998. As of September 2013, we had 35 proprietary corn seed products, 14 proprietary rice seed products and 5 proprietary canola seed product that were in commercial production and distribution.

Our accomplishments with hybrid crop seeds provide a foundation to launch into a range of GM products. Our agronomists and technical support provide a platform for us to educate farmers on the benefits of GM products. Our accumulated germplasm from conventional breeding techniques forms a basis to transform our genetic traits. Our high-end processing, production, and quality control will continue to ensure high-quality seed production. Our nationwide footprint and comprehensive data mining infrastructure allow for the matching of products with their most appropriate locations throughout China.

Key factors affecting our growth, operating results and financial condition

We expect our future growth, operating results and financial condition to be driven and affected by a number of factors and trends including but not limited to:

- our ability to strategically manage our growth and expansion, organically or through mergers and acquisitions. If we do not manage our growth effectively, our growth may slow down and we may not be able to achieve or maintain profitability;

- our ability to fit acquisitions into our growth strategies to generate sufficient value to justify their cost;

- our ability to develop new products through research and development;

- our ability to evaluate our business lines and take action to discontinue aspects of our business as well as to take cost savings measures for the future growth of the company;

- our ability to partner or joint venture for the creation of more advanced bio-technology products;

- market fluctuations in the demand for and supply of crop seeds in China and our ability to anticipate market demand and adjust our volume and product mix to maximize revenues and maintain sufficiently high margins to achieve and maintain profitability;

- our ability to continue to license or acquire crop seeds from third party developers and our ability to develop proprietary crop seeds;

- our ability to continue to effectively market and distribute our core products through active agronomic assistance;

- future consolidations in the crop seed industry in China that may give rise to new or strengthened competitors;

- the possibility that the crop seed industry in China may favor genetically modified seeds over hybrid seeds, and our ability to develop, produce, market, and sell such products;

- the possibility of major natural disasters in China, which may have an adverse impact on our business and results of operation, as there is currently no agriculture insurance available in China against natural disasters;

- the Chinese government's continuing support for the growth and development of the agriculture sector;

- the impact of regulation affecting our industry;

- our benefits from certain government incentives including tax incentives, the expiration of which, or changes to which, could have an adverse effect on our operating results;

- the possibility that excess supply of one or more of our products in our markets may drive down prices and reduce our margins, especially if we are unable to sufficiently differentiate our products from those of our competitors thereby enabling us to charge higher prices; and

- our ability to correctly estimate growers' future needs, and match our product varieties and production levels to meet those needs.

Revenues

The most significant factor that affects our sale of crop seeds in China is the demand for and supply of crop seeds in China. As a result, the price we are able to set for our seeds is mainly dependent on the aggregate supply of crop seeds from us and our competitors in relation to crop seed demand in any growing season. Any potential fluctuation in the demand and supply of seeds in China may cause significant volatility in the pricing of crop seeds in China and, as a consequence, in our operating results and financial condition. In addition, because decisions relating to our production volume are made before we know the volume of seed orders and the market price for such orders, we face the risk of either over-supplying the market or under-supplying the market, which could materially and adversely affect our revenues, operating results and ability to achieve or maintain profitability.

Deferred revenues

Because of our revenues recognition policy, we sometimes carry sizeable deferred revenues on our balance sheet. These deferred revenues reflect the value of our canola seeds delivered after evidence of a sale arrangement is confirmed, delivery to the customer is made and full pre-payment from the customer is received, but before the final sales price is fixed and determined. This aspect of our revenues recognition policy does not have a significant effect when deferred revenues in the periods being compared maintain approximately the same proportion to overall sales. However, when the proportion of our sales classified as deferred revenues varies significantly from year to year, as sometimes occurs, our revenues and earnings as reported in our financial statements may not accurately reflect our operating activities.

Cost of revenues

Our cost of revenues consists of expenses directly related to our crop seed sales. These expenses are primarily made up of the purchase prices for seeds, depreciation and amortization, shipping and handling costs, salary and compensation, license fees, supplies, and write-down of inventories.

Purchase price for seeds. The purchase price for seeds consists of the price we pay to farmers for the seeds they grow for us. The purchase price for seeds is the largest component of our cost of revenues and is likely to be the most variable element of our cost of revenues.

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Depreciation and amortization. Depreciation consists of depreciation of property, plant and equipment. Amortization consists of amortization of our seed license fees.

Shipping and handling. Shipping and handling costs include costs associated with product delivery and handling costs related to transportation of goods from suppliers to factories and from factories to factories.

Salary and compensation. Salary and compensation expenses include wages, bonuses and other benefits, including welfare benefits. Salary and compensation included in our cost of revenues related to our production personnel. We expect that our salary and compensation expenses will increase in the future in conjunction with our intended growth.

License fees. License fees consist of royalty fees paid to independent research and development institutions.

Supplies. Supplies consist of items needed for production and packing costs for the seeds we produce.

Write-down of Inventories. Any excess of the cost over the net realizable value of the inventories is recognized as a provision for diminution in the value of inventories. Net realizable value is the estimated selling price in the normal course of business less the estimated costs to completion and the estimated expenses and related taxes necessary to make the sale.

Operating expenses, net

Our operating expenses, net consist of general and administrative expenses, research and development expenses, selling and marketing expenses and other income, net. Our operating expenses, net declined for the fiscal year ended September 30, 2013 compared to fiscal year 2012, mainly due to the cost control efforts and the divestment of the cotton and pesticide businesses.

General and administrative expenses. General and administrative expenses primarily consist of salary and compensation, depreciation and amortization, legal fees, professional expenses and other expenses, including travel and other general business expenses and office supplies.

Research and development expenses. Our research and development expenses primarily consist of salary and compensation expenses of personnel engaged in the research and development of our proprietary crop seeds and genetically modified products, travelling expenses, depreciation of plant and equipments, rent and development efforts and the expenses paid to certain research institutes to carrying research projects on behalf of Origin during the period.

Selling and marketing expenses. Our selling and marketing expenses primarily consist of salary and compensation for our sales and marketing personnel, advertisement and promotion expenses, transportation expenses and related marketing expenses.

Equity award plans and award agreements

Our equity based awards are granted under the 2005 and 2009 Performance Equity Plans. We adopted the 2005 Plan in November 2005, under which we may issue equity based awards for up to 1,500,000 ordinary shares to our directors, officers, employees, individual consultants and advisors. On April 22, 2010, our company adopted the 2009 Performance Equity Plan, under which we may issue equity based awards for up to 1,500,000 ordinary shares to our directors, officers, employees, individual consultants and advisors. There are equity awards currently outstanding for 120,000 ordinary shares under the 2005 Plan and for 840,000 ordinary shares under the 2009 Plan.

On December 28, 2012 and March 22, 2013, the compensation committee of the Board of Directors approved the substitution of restricted stock for outstanding grants under Tranche 3 and Tranche 4 that no longer offer the kind of incentive opportunity originally sought for valued employees (total 21 employees) given the fall in the market price of the ordinary shares of the Company during the recent years. The revised terms of the stock options were accounted for as a modification in accordance with ASC 718-20. For the purpose of determining the amount of any incremental share-based compensation cost that may have resulted from the modification of the exercise prices, the Company compared the fair value of modified awards and that of the original awards, both estimated at the date of the modification and determined that none of the modifications required the recognition of additional share-based payment expense.

As of September 30, 2013, all option based awards had an exercise price within the range of $1.44 to $12.23, and the awards expire 5 years from the date of grant and either vest immediately or vest over a period of 1 to 5 years, depending on the award. We recorded a total stock-based compensation expense of RMB4,637,507 for the fiscal year ended September 30, 2011, and RMB3,327,622 for the fiscal year ended September 30, 2012, and RMB1,892,595 (US$307,839) for the fiscal year ended September 30, 2013.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of those financial statements requires us to make estimates and judgments that affect the reported amount of assets and liabilities, revenues and expenses and related disclosure of contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates under different assumptions or conditions.

Critical accounting policies are those that reflect significant judgments or uncertainties, and potentially result in materially different results under different assumptions and conditions. We have described below what we believe are our most critical accounting policies that involve a high degree of judgment and the methods of their application. For a description of all of our significant accounting policies, see Note 2 to our consolidated financial statements.

Revenues

We derive revenues primarily from the sale of various crop seeds, including corn, rice and canola seeds in China. We recognize revenues when pervasive evidence of a sales arrangement exists, products have been delivered, the price is fixed and determinable, collectability is reasonably assured, and the right of return has expired. Accordingly, we defer revenues recognition until all sale return privileges lapse, which generally occurs in May or June, and until the selling price has been finalized by our management and confirmation has been issued to the customer, which generally occurs at the end of our selling season. We sometimes carry a sizeable deferred revenues that reflects the value of our crop seeds delivered after evidence of a sales arrangement is confirmed, delivery to the customer is made and pre-payments from the customer are received, but before the final sales price is fixed and determined at the end of the selling season. This aspect of our revenues recognition policy does not have a significant effect when deferred revenues in the periods being compared remain approximately the same proportion to overall sales. However, when the proportion of our sales classified as deferred revenues varies significantly from year to year, as sometimes occurs, our revenues and earnings as reported in our financial statements may not exactly reflect our operating activities.

Impairment of long-lived assets

We incurred net losses for two of the last three fiscal years. However, losses incurred in fiscal year 2011 were mainly due to Loss on liquidation of Jilin Changrong of RMB 13.6 million. At the group level, these losses incurred on a non-recurring basis. All major operating entities in the Company have made operating profits in the last three years.

We perform the Goodwill Impairment Test on an annual basis. This process is conducted at the reporting unit level, defined as the lowest level of the Company, i.e., business units, subsidiaries, operating units, divisions, etc. As of September 30, 2013, the remaining goodwill on the books was exclusively arising from the acquisition of Denong. We conducted the annual Goodwill Impairment Test for the year ended September 30, 2013. Specifically, the profits forecast in next five years were our key assumption for fair value evaluation. Assuming the revenues would maintain 5%-10% growth rate, the gross profit margin is consistently above 20% for each year, and net income would also be positive for next five years, the fair value of Denong is positive and exceeds its carrying value by 17%. Therefore, goodwill was not considered to be impaired as of September 30, 2013.

Since we are an expanding company with a short operating history, accordingly, we face some potential events and uncertainties encountered by companies in the earlier stages of development and expansion, such as: (1) continuing market acceptance for our product extensions and our services; (2) changing competitive conditions, technological advances or customer preferences that could harm sales of our products or services; (3) maintaining effective control of our costs and expenses. If we are not able to meet the challenge of building our businesses and managing our growth, the likely result would be slowed growth, lower margins, additional operational costs and lower income, and a risk of goodwill impairment charge in future filings.

Write-down of Inventories

Our inventories are stated at the lower of cost or market value. Any excess of the cost over the net realizable value of the inventories is recognized as a provision for reduction in the value of inventories.

We assess the write-downs of inventories using three criteria: 1) the quality of seeds according to standards promulgated by the PRC government on the germination percentage and purity level of seeds; 2) a comparison of the inventory unit cost with the market selling price and subsequent write-down of those inventories where the unit cost exceeds its expected net selling price; and 3) evaluation of the unsold balance of the existing inventory that cannot be sold in the coming three years, based on sales forecasts and marketing plan.

We have assessed the product quality, unsold quantity and the amount unit cost exceed the selling price performed by our quality inspectors and sales staff on an annual basis, and accordingly, determined the inventory write-downs based on the assessment results. We believe that the current methodologies on impairment assessment are adequate to address the risks of inventory write-downs. For fiscal year 2013, we had a write down of RMB38.56 million (US$6.27 million) compared to fiscal year 2012, and RMB12.98 million for fiscal year 2011.

Due to the nature of the seed industry, we normally produce seeds according to our annualized production that is developed at least one year before delivery to our customers. If our production plan is too aggressive, we could produce more seeds than the market demands, resulting in aged seeds. We may decide not to sell the aged seeds as crop seed products, taking into account factors such as the quality of the seeds and commodity pricing. In that case, the aged inventory may be sold as common feed products at greatly reduced prices. Aged inventory could result in asset impairment risk, in which case we would suffer a risk of additional inventory write-downs.

Income taxes

We record a valuation allowance to reduce our deferred tax assets to the amount that we believe to be more likely than not to be realized. In the event that we were to determine that we would be able to realize our deferred tax assets in the future, in excess of their recorded amount, an adjustment to our deferred tax assets would increase income in the period such determination was made. Likewise, should we determine that we would not be able to realize all or part of our net deferred tax assets in the future, an adjustment to our deferred tax assets would be charged to income in the period such determination was made.

The Company adopted FASB Accounting Standard Codification (“ASC”) 740. The Company’s policy on classification of all interest and penalties related to unrecognized tax benefits, if any, as a component of income tax provisions.

Stock-based compensation

We adopted FASB ASC 718-10, to measure our issued share options based on the grant-date fair value of the options and recognized as compensation expense over the requisite service period, with a corresponding addition to equity. We adopt the Black-Scholes Model to value the fair value of the share options.

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Results of Operations

Fiscal Year Ended September 30, 2013 Compared To Fiscal Year Ended September 30, 2012

Revenues and Gross Margin

Our revenues for the fiscal year 2013 were RMB481.69 million (US$77.30 million), a decline of 12.75% compared with RMB552.11 million in fiscal year 2012. Overall, the year-over-year decrease in revenues was mainly due to the divestiture of the cotton and pesticide businesses in last year and the sales drop of corn and rice as a result of increasing competition in the crop seed market and unfavorable weather conditions in Northeastern China.

The table below lists the change in both revenues and gross margins exclusive scrap sales, between fiscal year 2013 and fiscal year 2012

Items	Revenues Year ended September 30, 2013 RMB'000	Year ended September 30, 2012 RMB'000	Change		Gross Margin Year ended September 30, 2013		Year ended September 30, 2012		Change in percentage point	
Hybrid Corn seeds	381,820	406,839	(6.1)	%	38.6	%	35.6	%	3.0	%
Hybrid Rice seeds	72,707	86,542	(16.0)	%	24.9	%	29.5	%	(4.6)	%
Hybrid Canola seeds	21,766	19,935	9.2	%	52.7	%	52.0	%	0.7	%
Hybrid Cotton seeds	-	7,086	n/a				122.5	%	n/a	
Pesticides	-	19,832	n/a				(11.9)	%	n/a	
Other	-	215	n/a				n/a		n/a	
Total normal sales	476,293	540,449	(11.9)	%	37.2	%	34.7	%	2.5	%

Exclusive of scrap sales, revenues from our hybrid corn seeds decreased by 6.1% to RMB381.82 million (US$61.27 million) in fiscal year 2013 from RMB406.84 million in fiscal year 2012, this year-over-year decrease was mainly a result of increasing competition in the corn seed market and unfavorable weather for our Northeast operations. Gross margin of our corn products increased by 3.0% in fiscal year 2013 compared with fiscal year 2012, which was mainly due to the decline in average unit purchase cost of seed as a result of higher seed production yield for one of our key production centers in this year.

Non-scrap revenues from our hybrid rice seeds decreased by 16.0% to RMB72.71 million (US$11.67 million) in fiscal year 2013 from RMB86.54 million in fiscal year 2012, which was mainly due to lower sales volume for one product as a result of increasing competition in the rice seed market. Gross margin of our rice products decreased by 4.60% in fiscal year 2013 compared with fiscal year 2012 was as a result of an increase in raw material cost caused by lower seed production yield in this year. Non-scrap revenues from our canola seeds increased by 9.20% to RMB21.77 million (US$3.49 million) in fiscal year 2013 compared with RMB19.94 million in fiscal year 2012.

Cost of Revenues

Our cost of revenues for fiscal year 2013 was RMB 315.08 million (US$50.56 million), a decrease of 18.75% compared with RMB387.78 million in fiscal year 2012. This decrease was mainly due to the decline in average unit purchase cost of seed as a result of higher seed production yield in this year.

Gross margin

Our gross margin was 34.59% in fiscal year 2013 compared with 29.76% in fiscal year 2012. This increase was mainly due to the decline in average unit purchase cost of seed as a result of higher seed production yield.

Operating expenses

Our operating expenses for fiscal year 2013 decreased to RMB148.45 million (US$23.82 million) from RMB167.80 million in fiscal year 2012. Lower operating expense for fiscal year 2013 was mainly due to a decrease in costs previously associated with the pesticide and cotton business, which are no longer applicable after the divestiture. Corporate restructuring and expenses control efforts also helped to lower the operating expenses despite the increase in doubtful receivable allowance and higher shipping expenses.

Selling and marketing

Selling and marketing expenses for fiscal year 2013 were RMB55.38 million (US$8.89 million), which was in line with RMB56.44 million in fiscal year 2012. Lower expenses were due to lower performance based bonus largely offset the higher shipping costs caused with the production of Xinjiang Origin.

General and administrative

General and administrative expenses (“G&A”) decreased to RMB 66.15 million (US$10.62 million) in fiscal year 2013 from RMB77.59 million in fiscal year 2012, which was due to the lower in share based compensation, entertainment and the divesture of pesticide and cotton business in last year.

Research and development

Research and development expenses (“R&D”) increased to RMB42.16 million (US$6.77 million) in fiscal year 2013 from RMB37.63 million in fiscal year 2012. The increase was mainly due to higher staff compensation and land rental for research.

Other income

Other income increased to RMB15.24 million (US$2.45 million) in fiscal year 2013 from RMB3.85 million in fiscal year 2012. The increase was mainly due to both the rental income and disposal of house amounted to approximately RMB 10 million (US$1.63 million) in this year.

Income from operations

As a result of the impact of the components described above, income from operations were RMB 18.16 million (US$2.92 million) in fiscal year 2013 compared with operating loss RMB3.47 million in fiscal year 2012. The increase in operating results was mainly due to improvement in gross profit and expenses control measures adopted since last year.

Interest expense

Interest expense increased by RMB7.30 million (US$1.19 million) to RMB11.33 million (US$1.82 million) for the fiscal year 2013 from RMB4.03 million a year ago. This increase was mainly due to higher bank loans from the Beijing, Linze and Xinjiang entities in this year.

Share of net income of equity investments

This represents investment income from the 30% equity investment, Shijiazhuang Liyu Technology Development Co., Ltd.

Income taxes

Income taxes for fiscal year 2013 were RMB4.46 million (US$0.72 million) compared with RMB 1.86 million for fiscal year 2012. We incurred a deferred tax expense of RMB1.76 million (US$0.28 million), mainly due to utilization of the tax losses of Denong this year. The deferred tax asset is composed primarily of net operating loss carried forwards. The valuation allowance was based upon management's conclusions, among other considerations and estimates of future earnings based on information currently available. It was more likely than not that the future tax benefits would be realized.

The standard enterprise income tax rate was 25% for 2013 and 2012. However, our PRC Operating Company, Beijing Origin is entitled to a preferential tax rate of 15%. For fiscal years ended September 30, 2012 and 2013, its effect of the preferential tax treatment was 10%. The preferential treatments in EIT to Xinjiang Origin is 2 years of exemption and 3 years of half reduction (counting from the year the Company makes a profits, it can exempted from EIT in first two years and it should only pay for half of EIT from the third to fifth years). Xinjiang Origin recorded a profit in 2012, so it started to enjoy the EIT exemption in 2012.

Net income

Net income for the fiscal year ended September 30, 2013 were RMB 7.49 million (US$1.21 million), representing a significant improvement from the net loss of RMB1.43 million during the fiscal year ended September 30, 2012. The year-over-year improvement was mainly due to the improvement in operating performance of core businesses.

Fiscal Year Ended September 30, 2012 Compared to Fiscal Year Ended September 30, 2011

Revenues and Gross Margin

Our revenues for the fiscal year 2012 were RMB 552.11 million (US$87.07 million), a slight decline of 2.70% compared with RMB567.43 million in fiscal year 2011. Overall, the slight year-over-year decrease in revenues was mainly due to the liquidation of Jilin Changrong and the divestiture of the cotton and pesticide businesses in 2011; while revenues in the core businesses increased year-over-year.

The table below lists the change in the revenues and gross margins exclusive scrap sales, between fiscal year 2012 and fiscal year 2011:

Items	Revenues				Gross Margin					
	Year ended September 30, 2012 RMB'000	Year ended September 30, 2011 RMB'000	Change		Year ended September 30, 2012		Year ended September 30, 2011		Change in Percentage point	
Hybrid Corn seeds	406,839	409,134	(0.56)	%	35.53	%	40.26	%	(4.73)	%
Hybrid Rice seeds	86,542	90,309	(4.17)	%	29.47	%	32.41	%	(2.94)	%
Hybrid Canola seeds	19,935	16,833	18.43	%	52.01	%	58.67	%	(6.66)	%
Hybrid Cotton seeds	7,086	18,920	(62.55)	%	122.45	%	11.23	%	111.25	%
Pesticides	19,832	20,615	(3.80)	%	(11.88)	%	19.69	%	(31.57)	%
Other	215	2,572	(91.64)	%	n/a		n/a		n/a	
Total normal sales	540,449	558,383	(3.21)	%	34.74	%	38.08	%	(3.34)	%

Exclusive of scrap sales, revenues from our hybrid corn seeds decreased by 0.56% to RMB406.84 million (US$64.16 million) in fiscal year 2012 from RMB409.13 million in fiscal year 2011. Gross margin of our corn products decreased by 4.73% in fiscal year 2012 compared with fiscal year 2011, mainly due to the increase in inventory provision and higher seed purchasing price this year. Excluding inventory provision of RMB22.07 million, the gross margin for corn products was 38.87% for fiscal year 2012, compared to 40.52% for fiscal year 2011. Higher seed purchasing prices were mainly a result of lower seed production yield for one of our key products. We believe this lower yield problem was at least partially fixed and yield has returned to a historical level during the 2012 production season. Hence, seed purchasing prices are expected to decline for the fiscal year 2013 sales season.

Non-scrap revenues from our hybrid rice seeds decreased by 4.17% to RMB86.54 million (US$13.65 million) in fiscal year 2012 from RMB90.31 million in fiscal year 2011. Gross margin of our rice products decreased by 2.94% in fiscal year 2012 compared with fiscal year 2011 as a result of an increase in raw material cost. Non-scrap revenues from our canola seeds increased by 18.43% to RMB19.94 million (US$3.14 million) in fiscal year 2012 compared with RMB16.83 million in fiscal year 2011. Since canola seeds are sold during the off season, a substantial amount of the canola seed sales still presented as deferred revenues on our balance sheet. Non-scrap revenues from cotton seeds decreased by 62.55% to RMB7.09 million (US$1.12 million) in fiscal year 2012 from RMB18.92 million in fiscal year 2011, due to the divestment of Biocentury Transgene earlier in 2010. The Company has begun to focus less on cotton sales and more on other main crop seeds, and selling a higher portion of our seed inventories at higher prices.

Cost of Revenues

Our cost of revenues for fiscal year 2012 was RMB 387.78 million (US$61.16 million), an increase of 4.36% compared with RMB371.59 million in fiscal year 2011. This increase was mainly due to the rise in inventory provisions and higher seed purchasing prices.

Gross margin

Our gross margin was 29.76% in fiscal year 2012 compared with 34.51% in fiscal year 2011. This decline was mainly due to an increase in inventory provisions and increase in seed purchase prices. Excluding inventory provisions, the gross margin was 35.90% in fiscal year 2012 compared with 37.93% in fiscal year 2011. Higher selling prices were not able to offset rising seed purchase prices. Higher seed purchasing prices were mainly a result of lower seed production yield for one of our key products.

Operating expenses

Our operating expenses for fiscal year 2012 decreased to RMB167.80 million (US$26.46 million) from RMB183.23 million in fiscal year 2011. Lower operating expense for fiscal year 2012 was mainly due to a decrease in costs previously associated with Jilin Changrong, which are no longer applicable after the divestiture. Corporate restructuring and cost control efforts also helped to lower the operating expenses despite the increase in severance payments, higher doubtful receivable allowance, higher marketing expenses and shipping expenses.

Selling and marketing

Selling and marketing expenses for fiscal year 2012 were RMB56.44 million (US$8.90 million), which was in line with RMB56.83 million in fiscal year 2011. Lower expenses due to Jilin Changrong's divestiture largely offset the higher advertising and shipping costs.

General and administrative

General and administrative expenses ("G&A") decreased to RMB77.59 million (US$12.24 million) in fiscal year 2012 from RMB86.75 million in fiscal year 2011. Divestiture of Jilin Changrong was the main reason for lower G&A expenses. Excluding the costs associated with Jilin Changrong in fiscal year 2011 and Changchun Origin in fiscal year 2012, G&A expenses increased by 7.7% from RMB68.26 million in fiscal year 2011 to RMB 73.54 million (US$11.60 million) in fiscal year 2012. The increase was mainly due to higher stuff compensation and severance payments.

Research and development

Research and development expenses ("R&D") decreased to RMB37.63 million (US$5.93 million) in fiscal year 2012 from RMB44.77 million in fiscal year 2011. Divestiture of Jilin Changrong was the main reason for the lower R&D expenses. Excluding the costs associated with Jilin Changrong in fiscal year 2011 and Changchun Origin in fiscal year 2012, the R&D expenses increased by 17% to RMB 37.63 million (US$ 5.93 million) in fiscal year 2012 from RMB 32.18 million in fiscal year 2011. The increase was mainly due to higher stuff compensation and addition of research personnel.

Income from operations

As a result of the impact of the components described above, loss from operations were RMB 3.47 million (US$0.55 million) in fiscal year 2012 compared with operating profit RMB12.61 million in fiscal year 2011. The decrease in operating results was mainly due to lower contribution from the Changchun Origin subsidiary in fiscal year 2012, compared to the contribution from Jilin Changrong in fiscal year 2011. The impact of Jilin Changrong liquidation and contribution of Changchun Origin to the operation profits and net profits attributable to Origin have already been discussed above.

Interest expense

Interest expense increased by RMB2.56 million (US$0.41 million) to RMB4.03 million (US$0.64 million) in fiscal year 2012 from RMB1.47 million a year ago. This increase was mainly due to higher bank loans from the Linze and Xinjinag entities this year.

Share of net income of equity investments

This represents investment income from the 30% equity investment, Shijiazhuang Liyu Technology Development Co., Ltd.

Loss on liquidation of a subsidiary

The represented the loss of RMB13.58 million (US$2.14 million) from the disposal of our subsidiary Jilin Changrong in fiscal year 2011.

Income taxes

Income taxes for fiscal year 2012 were RMB1.86 million (US$0.29 million) compared with RMB 13.73 million for fiscal year 2011. We incurred a deferred tax expense of RMB1.27 million (US$0.20 million), mainly due to the tax losses of Denong used this year. The deferred tax asset is composed primarily of net operating loss carried forwards. The valuation allowance was based upon management’s conclusions, among other considerations and estimates of future earnings based on information currently available. It was more likely than not that the future tax benefits would be realized.

The standard enterprise income tax rate was 25% for 2012 and 2011. However, our PRC Operating Company, Beijing Origin is entitled to a preferential tax rate of 15%. For fiscal years ended September 30, 2011 and 2012, the effect of the preferential tax treatment was 10%.

Net Loss

Net loss for the fiscal year ended September 30, 2012 were RMB1.43 million (US$0.23 million), representing a significant improvement from the net loss of RMB23.08 million during the fiscal year ended September 30, 2011. The year-over-year improvement was mainly due to the improvement in operating performance of core businesses.

B. Liquidity and Capital Resources.

As of September 30, 2011, 2012 and 2013, we had approximately RMB 129.94 million , RMB 152.79million and RMB131.98 million (US$21.47 million), respectively, in cash and cash equivalents. Our cash and cash equivalents primarily consisted of cash on hand and short term liquid investments with maturities of three months or less deposited with banks and other financial institutions. We believe our working capital is sufficient to meet our present requirements.

We financed our operations through cash generated from operating activities and bank borrowings. As of September 30, 2013, we had a total short-term borrowings of RMB221.50 million and long-term borrowings of RMB64.82 million. The weighted average interest rate was 6.56%, 7.04% and 6.26% for fiscal year 2011, 2012 and 2013, respectively. Please see Note 13 to our consolidated financial statement for the details of bank borrowing.

The following table shows our cash flows with respect to operating activities, investing activities and financing activities for the 12 months ended September 30, 2009, 2010, 2011, 2012 and September 30, 2013.

Item (In thousands)	September 30					
	2009 RMB	2010 RMB	2011 RMB	2012 RMB	2013 RMB	2013 US$
Net cash provided by (used in) operating activities	208,883	298,604	37,457	82,713	(146,109)	(23,769)
Net cash provided by (used in) investing activities	(15,891)	15,105	(154,390)	(143,383)	(68,279)	(11,097)
Net cash provided by (used in) financing activities	(175,933)	(136,359)	(55,736)	83,400	191,687	31,178
Net (decrease) increase in cash and cash equivalents	16,969	177,350	(172,669)	22,730	(22,701)	(3,688)
Cash and cash equivalents, beginning of year	102,263	121,255	299,672	129,942	152,789	24,852
Effect of exchange rate changes on cash and cash equivalents	1,933	1,067	2,939	117	1,890	303
Cash and cash equivalents, end of year	121,255	299,672	129,942	152,789	131,978	21,467

Operating activities:
Net cash used in operating activities was RMB146.11 million (US$23.77 million) for the fiscal year ended September 30, 2013, compared with net cash provided by RMB82.71 million for the fiscal year ended September 30, 2012. This decrease was primarily because the inventory increased by RMB226.83 million (US$36.90 million) and the decrease in advance from customers by RMB 63.47 million (US$ 10.32 million).

Net cash provided by operating activities was RMB82.71 million (US$13.04 million) for the fiscal year ended September 30, 2012, compared with RMB37.46 million for the fiscal year ended September 30, 2011. This increase was primarily due to the decrease in net loss to RMB1.43 million (US$0.23 million), the decrease in other current assets by RMB 48.65 million (US$ 7.67 million), and the increase in advances from customers by RMB37.11 million (US$5.85 million).

Investing activities:
Net cash used in investing activities was RMB68.28 million (US$11.10 million) for the fiscal year ended September 30, 2013, compared with RMB143.38 million for the fiscal year ended September 30, 2012. The decrease was mainly because most purchase related to the buildings and plants in Xinjiang and Linze was completed in fiscal year 2012.

Net cash used in investing activities was RMB143.38 million (US$22.61 million) for the fiscal year ended September 30, 2012. Net cash used in investing activities was RMB154.39 million for the fiscal year ended September 30, 2011.The investment in Linze subsidiary and liquidation of the Jilin Changrong of RMB 154.98 million; and the investment in Xinjiang Origin of RMB 146.70 million represented the major investment for fiscal year 2011 and 2012, respectively.

Financing activities:
Net cash provided by financing activities was RMB191.69 million (US$31.18 million) for the fiscal year ended September 30, 2013. Net cash provided by financing activities was RMB83.40 million for the fiscal year ended September 30, 2012. This increase was mainly due to the net proceeds from borrowing of RMB 212.32 million (US$34.54 million).

Net cash provided by financing activities was RMB83.40 million (US$13.15 million) for the fiscal year ended September 30, 2012. Net cash used in financing activities was RMB55.74 million for the fiscal year ended September 30, 2011. This was mainly due to the net proceeds from borrowing of RMB54 million (US$8.52 million) and a capital injection for a newly established subsidiary from non-controlling interests of RMB29.40 million (US$4.64 million).

Due to the cyclical nature of cash flow inherent in our business, the majority of cash flow from operations is received during the second half of the calendar year, which corresponds to the fourth quarter and the subsequent first quarter of our fiscal year. We use bank credit facilities to cover cash outflow related to operating expenses during the portion of the year when sales receipts are low revenues. We believe we can generate sufficient cash flows from operating activities and can access sufficient borrowing capacity from local banks to satisfy our seasonal liquidity needs.

The nature of our business involves cycles in expenses and revenues that are not always in phase. Most often in the third to fourth quarters of our fiscal year, we may face costs that are in excess of our cash flow sources during that period. Whether that occurs, and to what extent it occurs, depends on the amount of deposits received from customers compared with the advanced payments made by us to our seed producing farmers and the final payment for seed procurement. The exact timing of these payments is determined by the Chinese lunar calendar, which varies from one calendar year to the next. As a result, in some years our working capital needs are greater than in others. This aspect of the business is the reason we have customarily relied upon short term bridge loans to cover our expenses pending receipt of cash payment from farmers at the time of seed purchases. We, on a consolidated basis, have had access to sufficient financing in the past to manage these cash flow cycles. We have consistently repaid our short-term borrowings at or before maturity.

Relevant PRC laws and regulations permit payments of dividends by our PRC operating companies only out of their retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. In addition, the statutory general reserve fund requires that annual appropriations of 10% of net after-tax income be set aside prior to payment of any dividends. As a result of these and other restrictions under PRC laws and regulations, our PRC Operating Companies are restricted in their ability to transfer a portion of their net assets to us either in the form of dividends, loans or advances.

Even though we currently do not require any such dividends, loans or advances from our PRC Operating Companies, we may in the future require additional cash resources from our PRC Operating Companies due to changes in business conditions, to fund future acquisitions or developments, or merely to declare and pay dividends or distributions to our shareholders, although we currently have no intention to do so.

C. Research and Development, Patents and Licenses, etc.

We focus our research and development efforts on agro-biotechnology, crop breeding and the development of new crop seeds. In November 2001, we established a seed research and development center in Tongzhou, Beijing, which conducts research and development of commercial crop breeding. In September 2005, we established the "Origin Life Science Research Center" in Zhong Guan Cun, Beijing, the principal activities of which include crop gene engineering, molecular marker-assisted breeding, and molecular identification. We also have ten breeding stations located in different regions with seven being used for corn, three for rice and canola.

We have established technological cooperative relationships with five universities and sixteen research institutes in China, including Beijing University, China Agricultural University, Chinese Academy of Sciences, and Henan Agriculture University. We employ 126 full-time research personnel.

Our research and development expenditures were RMB 33.47 million, RMB 38.36 million, RMB 44.77 million, RMB37.63 million, and RMB42.16 million for fiscal years ended September 30, 2009, 2010, 2011, 2012 and 2013, respectively. Our continued increase in research and development spending is a result of our further efforts in the research and development of self-developed seed varieties and biotechnology traits both through joint development and in-house efforts.

The company has received government funding for research and development activities. Such funding was received in the fiscal years 2011, 2012 and 2013 in the amounts of RMB nil, RMB 1.55 million and RMB 16.11 million, respectively.

D. Trend Information.

Other than as disclosed elsewhere in this Annual Report, we are not aware of any trends, uncertainties, demands, commitments or events in the period from October 1, 2012 to September 30, 2013 that were reasonably likely to have a material effect on our net revenues, income, profitability, liquidity or capital resources, or that caused the disclosed financial information to be not necessarily indicative of future operating results or financial conditions, or that had the trends relating to the current-year increases in expenses and reduction in revenues and profits.

E. Off-balance Sheet Arrangements.

We do not have any off-balance sheet guarantees, interest rate swap transactions or foreign currency forward contracts or outstanding derivative financial instruments. We do not engage in trading activities involving non-exchange traded contracts.

F. Tabular Disclosure of Commitments and Contingencies.

We have various contractual obligations that will affect our liquidity. The following table sets forth our contractual obligations as of September 30, 2013.

	Payments due by period				
Contractual Obligations	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Capital Commitment (1)	29,573	29,573	-	-	-
Short term Debt Obligations (2)	221,500	221,500	-	-	-
Long term Debt Obligations (2)	64,819	-	57,796	7,023	-
Interest on Debt Obligations	20,060	10,869	6,730	2,461	-
Purchase Obligations	-	-	-	-	-
Capital (Finance) Lease Obligations	-	-	-	-	-
Operating Lease Obligations	14,890	2,533	3,155	2,126	7,076
Other Long-Term Liabilities Reflected on the Company's Balance Sheet under the GAAP of the primary financial statements	-	-	-	-	-
Total	350,842	264,475	67,681	11,610	7,076

(1) Includes capital commitments for purchase of plant, building construction, equipment and technology use rights.

(2) Represents bank loans from China Merchants Bank Beijing Branch, China Construction Bank Beijing Branch, Agricultural Development Bank of China Linze Branch, Agricultural Bank of China Linze Branch and Xinjiang Branch as well as China Construction Bank (Asia).

We identified the existence of potential contingent tax liabilities arising from our reverse merger in November 2005. We determined that these contingent tax liabilities were more likely than not to occur. As of December 31, 2005, we estimated such contingent tax liabilities to be in the range of RMB39.06 million (US$4.84 million) to RMB64.22 million (US$7.96 million). Consequently, RMB39.06 million (US$4.84 million) was included in income tax payable on our balance sheet and was charged to equity because such liabilities were part of the recapitalization in connection with our reverse merger. We did not expect to incur tax liabilities at the higher end of the range based on our annual assessment.

In 2009, we reviewed the contingent tax position. On September 23, 2010, the Company filed a revised 2005 tax return to the United States Internal Revenue Service, or IRS, to modify and supplement the previously filed tax return regarding this tax liability. The IRS has not responded to the tax filing as of the date of the filing of this report. While the timeline for the IRS to question on the tax return is generally three years, this matter may take a prolonged period of time to resolve depending on the return time for IRS and the necessity, if any, of future appeals or re-evaluation.

G. Safe Harbor.

Except for historical facts and financial data, the information included in Items 5.A through 5.D and 5.F is deemed to be a “forward looking statement” as that term is defined in the statutory safe harbors. The safe harbor provided in Section 27A of the Securities Act and Section 21E of the Exchange Act shall apply to all forward-looking information provided in this Item 5.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management.

The following table sets forth certain information regarding our directors and executive officers as of September 30, 2013.

Name	Age	Position
Gengchen Han	58	Chairman of the Board, President and Chief Executive Officer
Yasheng Yang	51	Vice Chairman of the Board
James Kang	54	Independent Director
Min Tang		