

10-Q 1 f10q0314\_skypeoplefruitjuice.htm QUARTERLY REPORT

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

**FORM 10-Q**

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

For the quarterly period ended March 31, 2014

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

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

Commission file number: 001-34502

**SKYPEOPLE FRUIT JUICE, INC.**  
(Exact name of registrant as specified in its charter)

**Florida**

(State or other jurisdiction of  
incorporation or organization)

**98-0222013**

(I.R.S. Employer  
Identification No.)

**16F, China Development Bank  
Tower, No. 2, Gaoxin 1st Road,  
Xi'an, PRC  
710075**

(Address of principal executive  
offices including zip code)

86-29-88377161

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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

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

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

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

**Class**

Common Stock, \$0.001 par value per share

**Outstanding at May 15, 2014**

26,661,499

**TABLE OF CONTENTS**

PART I.	FINANCIAL INFORMATION	1
Item 1.	Financial Statements	1
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations.	14
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	24
Item 4.	Controls and Procedures	24
PART II.	OTHER INFORMATION	25
Item 1.	Legal Proceedings	25
Item 1A.	Risk Factors	26
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	26
Item 3.	Defaults upon Senior Securities	26
Item 4.	Mine Safety Disclosure	26
Item 5.	Other Information	26
Item 6.	Exhibits	26
	SIGNATURES	28

---

**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****SKYPEOPLE FRUIT JUICE, INC.  
CONSOLIDATED BALANCE SHEETS**

	<b>March 31, 2014</b>	December 31, 2013
	<b>(Unaudited)</b>	
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 76,035,402	\$ 66,888,954
Restricted cash	7,639,668	7,216,782
Accounts receivables, net of allowance of \$209,146 and \$211,039 as of March 31, 2014 and December 31, 2013, respectively	20,606,619	34,179,426
Other receivables	566,819	575,040
Inventories	4,965,574	4,381,900
Deferred tax assets	851,863	535,713
Advances to suppliers and other current assets	861,740	1,298,201
<b>TOTAL CURRENT ASSETS</b>	<b>111,527,685</b>	<b>115,076,016</b>
<b>PROPERTY, PLANT AND EQUIPMENT, NET</b>	<b>65,210,720</b>	61,907,175
<b>LAND USE RIGHT, NET</b>	<b>6,417,224</b>	6,522,152
<b>DEPOSIT-CAPITAL LEASE</b>	<b>1,572,634</b>	-
<b>OTHER ASSETS</b>	<b>47,896,839</b>	49,614,200
<b>TOTAL ASSETS</b>	<b>\$ 232,625,102</b>	<b>\$ 233,119,543</b>
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 4,918,804	\$ 3,572,968
Accrued expenses	2,962,570	4,008,715
Income tax payable	456,003	1,749,138
Advances from customers	308,143	355,968
Notes payable -bank	11,215,682	10,825,173
Short-term loan - related party	-	24,970
Short-term bank loans	23,876,397	22,626,679
<b>TOTAL CURRENT LIABILITIES</b>	<b>43,737,599</b>	<b>43,163,611</b>
<b>NON-CURRENT LIABILITIES</b>		
Long-term loan - related party	8,000,000	8,000,000
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>8,000,000</b>	<b>8,000,000</b>
<b>TOTAL LIABILITIES</b>	<b>51,737,599</b>	<b>51,163,611</b>
<b>STOCKHOLDER' EQUITY</b>		
SkyPeople Fruit Juice, Inc, Stockholders' equity		
Series B Preferred stock, \$0.001 par value; 10,000,000 shares authorized; none issued and outstanding as of March 31, 2014 and December 31, 2013, respectively	-	-
Common stock, \$0.001 par value; 66,666,666 shares authorized; 26,661,499 shares issued and outstanding as of March 31, 2014 and December 31, 2013, respectively	26,661	26,661
Additional paid-in capital	59,189,860	59,189,860
Retained earnings	95,465,971	94,962,299
Accumulated other comprehensive income	17,803,467	19,354,599
<b>Total SkyPeople Fruit Juice, Inc. stockholders' equity</b>	<b>172,485,959</b>	<b>173,533,419</b>

Non-controlling interests	<b>8,401,544</b>	8,422,513
TOTAL STOCKHOLDERS' EQUITY	<b><u>180,887,503</u></b>	<u>181,955,932</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<b><u>\$ 232,625,102</u></b>	<u>\$ 233,119,543</u>

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

**SKYPEOPLE FRUIT JUICE, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**(Unaudited)**

	<b>For the three months Ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
<b>Revenue</b>	<b>\$ 11,783,167</b>	<b>\$ 18,611,456</b>
Cost of goods sold	<b>8,111,932</b>	<b>10,970,558</b>
Gross profit	<b><u>3,671,235</u></b>	<b><u>7,640,898</u></b>
<b>Operating Expenses</b>		
General and administrative expenses	<b>1,193,121</b>	<b>1,305,914</b>
Selling expenses	<b>864,498</b>	<b>741,166</b>
Research and development expenses	<b>-</b>	<b>98,622</b>
Total operating expenses	<b><u>2,057,619</u></b>	<b><u>2,145,702</u></b>
Income from operations	<b><u>1,613,616</u></b>	<b><u>5,495,196</u></b>
<b>Other income (expenses)</b>		
Interest income	<b>73,661</b>	<b>71,579</b>
Subsidy income	<b>433,597</b>	<b>350,974</b>
Interest expenses	<b>(812,421)</b>	<b>(277,023)</b>
Consulting fee related to capital lease	<b>(442,792)</b>	<b>-</b>
Total other income (expenses)	<b><u>(747,955)</u></b>	<b><u>145,530</u></b>
<b>Income before income tax</b>	<b><u>865,661</u></b>	<b><u>5,640,726</u></b>
Income tax provision	<b><u>228,602</u></b>	<b><u>1,483,865</u></b>
<b>Net income</b>	<b><u>637,059</u></b>	<b><u>4,156,861</u></b>
Less: Net income attributable to non-controlling interests	<b><u>133,387</u></b>	<b><u>338,713</u></b>
<b>Net income attributable to SkyPeople Fruit Juice, Inc.</b>	<b>\$ 503,672</b>	<b>\$ 3,818,148</b>
<b>Other comprehensive income (loss)</b>		
Foreign currency translation adjustment	<b><u>(1,705,488)</u></b>	<b><u>411,231</u></b>
<b>Comprehensive income (loss)</b>	<b><u>(1,201,816)</u></b>	<b><u>4,229,379</u></b>
Other comprehensive income (loss) attributable to non-controlling interests	<b><u>(154,356)</u></b>	<b><u>37,219</u></b>
<b>COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO SKYPEOPLE FRUIT JUICE, INC.</b>	<b><u><u>\$ (1,047,460)</u></u></b>	<b><u><u>\$ 4,192,160</u></u></b>
Earnings per share:		
Basic and diluted earnings per share	<b>\$ 0.02</b>	<b>\$ 0.14</b>
<b>Weighted average number of shares outstanding</b>		
Basic and diluted	<b>26,661,499</b>	<b>26,661,499</b>

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

**SKYPEOPLE FRUIT JUICE, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	<b>For the three months ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 637,059	\$ 4,156,861
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	942,144	863,343
Deferred income tax assets	(316,150)	(56,550)
Amortization of consulting fee	442,792	-
Changes in operating assets and liabilities		
Accounts receivable	13,340,071	18,455,170
Other receivable	3,170	(263,398)
Advances to suppliers and other current assets	1,038,662	(69,496)
Inventories	(256,290)	107,472
Accounts payable	1,385,574	(7,298,251)
Accrued expenses	(1,020,245)	(513,157)
Income tax payable	(1,284,561)	(1,785,680)
Advances from customers	(44,880)	(403,363)
Net cash provided by operating activities	<u>14,867,346</u>	<u>13,192,951</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Additions to property, plant and equipment	(3,851,844)	(428,692)
Prepayment for other assets	(15,038)	(9,600)
Net cash used in investing activities	<u>(3,866,882)</u>	<u>(438,292)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Increased in restricted cash	(490,356)	-
Short-term notes payable	490,356	-
Proceeds from related party loan	-	4,000,000
Proceeds from short-term bank loans	2,025,169	-
Repayment of short-term bank loans	(564,334)	(3,185,474)
Payment for capital lease	(2,635,665)	-
Repayment of related party loans	(24,970)	-
Net cash provided by (used in) financing activities	<u>(1,199,800)</u>	<u>814,526</u>
Effect of change in exchange rate	(654,216)	191,340
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>9,146,448</b>	<b>13,760,525</b>
Cash and cash equivalents, beginning of period	<u>66,888,954</u>	<u>77,560,278</u>
Cash and cash equivalents, end of period	<u>\$ 76,035,402</u>	<u>\$ 91,320,803</u>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>		
Cash paid for interest	<u>\$ 753,875</u>	<u>\$ 250,722</u>
Cash paid for income taxes	<u>\$ 1,829,313</u>	<u>\$ 3,326,095</u>
<b>SUPPLEMENTARY DISCLOSURE OF SIGNIFICANT NON-CASH TRANSACTION</b>		
Transferred from other assets to property, plant and equipment and construction in process	<u>\$ 1,294,323</u>	<u>\$ 315,394</u>

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

**SKYPEOPLE FRUIT JUICE, INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. Basis of Presentation**

The unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and the rules and regulations of the Securities and Exchange Commission. In the opinion of management, the unaudited financial statements have been prepared on the same basis as the annual financial statements and reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the financial position as of March 31, 2014 and the results of operations and cash flows for the periods ended March 31, 2014 and 2013. The financial data and other information disclosed in these notes to the interim financial statements related to these periods are unaudited. The results for the three months ended March 31, 2014 are not necessarily indicative of the results to be expected for any subsequent periods or for the entire year ending December 31, 2014. The balance sheet at December 31, 2013 has been derived from the audited financial statements at that date.

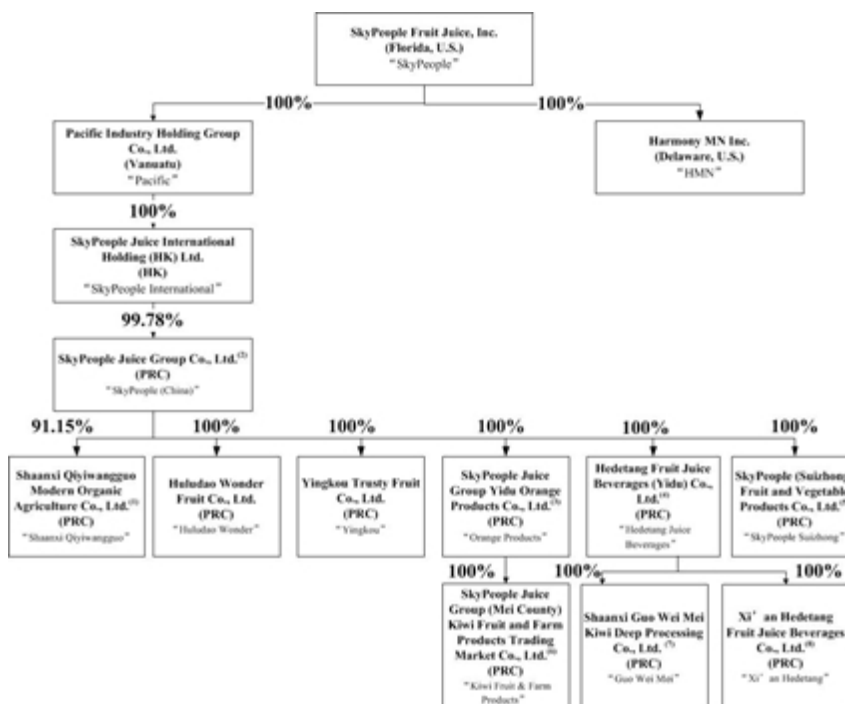
Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to the Securities and Exchange Commission’s rules and regulations. These unaudited financial statements should be read in conjunction with our audited financial statements and notes thereto for the year ended December 31, 2013 as included in our Annual Report on Form 10-K.

**2. Business Description and Significant Accounting Policies**

The principal activities of the Company consist of production and sales of fruit juice concentrates, fruit juice beverages, and other fruit-related products in the PRC and overseas markets. All activities of the Company are principally conducted by subsidiaries operating in the PRC.

**Organizational Structure**

Current organizational structure is set forth in the diagram below:



**SKYPEOPLE FRUIT JUICE, INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

---

- (1) Xi'an Qinmei Food Co., Ltd., an entity not affiliated with the Company, owns the other 8.85% of the equity interest in Shaanxi Qiyiwangguo.
- (2) Formerly known as Shaanxi Tianren Organic Food Co. Ltd.
- (3) SkyPeople Juice Group Yidu Orange Products Co., Ltd. was established on March 13, 2012. Its scope of business includes deep processing and sales of oranges.
- (4) Hedetang Fruit Juice Beverages (Yidu) Co., Ltd. was established on March 13, 2012. Its scope of business includes production and sales of fruit juice beverages.
- (5) SkyPeople (Suizhong) Fruit and Vegetable Products Co., Ltd. was established on April 26, 2012. Its scope of business includes initial processing, quick-frozen and sales of agricultural products and related by-products.
- (6) SkyPeople Juice Group (Mei County) Kiwi Fruit and Farm Products Trading Market Co., Ltd. ("Kiwi Fruit & Farm Products") was established on April 19, 2013. Its scope of business includes preliminary processing of agricultural and subsidiary products; establishment of trading market, etc.
- (7) Shaanxi Guo Wei Mei Kiwi Deep Processing Co., Ltd. was established on April 19, 2013. Its scope of business includes producing kiwi fruit juice, kiwi puree and cider beverages, etc.
- (8) Xi'an Hedetang Fruit Juice Beverages Co., Ltd. was established on March 31, 2014. Its scope of business includes production and sales of fruit juice beverages.

**Principles of Consolidation**

Our consolidated financial statements include the accounts of the Company and its subsidiaries. All material intercompany accounts and transactions have been eliminated in consolidation.

The consolidated financial statements are prepared in accordance with U.S. GAAP. This basis differs from that used in the statutory accounts of SkyPeople (China), Shaanxi Qiyiwangguo, Huludao Wonder, Yingkou, Hedetang Juice Beverages, Orange Products, SkyPeople Suizhong, Kiwi Fruit & Farm Products, Guo Wei Mei and Xi'an Hedetang, which were prepared in accordance with the accounting principles and relevant financial regulations applicable to enterprises in the PRC. All necessary adjustments have been made to present the financial statements in accordance with U.S. GAAP.

**Uses of estimates in the preparation of financial statements**

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and this requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenue and expenses during the reporting period. The significant areas requiring the use of management estimates include, but not limited to, the allowance for doubtful accounts receivable, estimated useful life and residual value of property, plant and equipment, provision for staff benefit, valuation of change in fair value of warrant liability, recognition and measurement of deferred income taxes and valuation allowance for deferred tax assets. Although these estimates are based on management's knowledge of current events and actions management may undertake in the future, actual results may ultimately differ from those estimates.

**Impairment of long-lived assets**

In accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 360-10, Accounting for the Impairment or Disposal of Long-Lived Assets, long-lived assets, such as property, plant and equipment and purchased intangibles subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable, or it is reasonably possible that these assets could become impaired as a result of technological or other industrial changes. The determination of recoverability of assets to be held and used is made by comparing the carrying amount of an asset to future undiscounted cash flows to be generated by the assets.



**SKYPEOPLE FRUIT JUICE, INC**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

---

If such assets are considered to be impaired, the impairment to be recognized is measured as the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less cost to sell. During the reporting periods there was no impairment loss of long-lived assets recognized.

**Inventories**

Inventories consist of raw materials, packaging materials (which include ingredients and supplies) and finished goods (which include finished juice in the bottling and canning operations). Inventories are valued at the lower of cost or market. We determine cost on the basis of the weighted average method. The Company periodically reviews inventories for obsolescence and any inventories identified as obsolete are reserved or written off.

**Revenue Recognition**

The Company recognizes revenue in accordance with ASC 605, Revenue Recognition. Revenue from sales of products is recognized upon shipment or delivery to customers, provided that persuasive evidence of sales arrangements exist, title and risk of loss have been transferred to the customers, the sales amounts are fixed and determinable and collection of the revenue is reasonably assured. Customers have no contractual right to return products. Historically, the Company has not had any returned products. Accordingly, no provision has been made for returnable goods. The Company is not required to rebate or credit a portion of the original fee if it subsequently reduces the price of its product and the distributor still has rights with respect to that product.

**Shipping and Handling Costs**

Shipping and handling amounts billed to customers in related sales transactions are included in sales revenues and shipping expenses incurred by the Company are reported as a component of selling expenses. The shipping and handling expenses of \$356,394 and \$306,149 for three months ended March 31, 2014 and 2013, respectively, are reported in the Consolidated Statements of Comprehensive Income as a component of selling expenses.

**Leases**

Leases are reviewed and classified as capital or operating at their inception in accordance with ASC Topic 840, Accounting for Leases. For leases that contain rent escalations, the Company records monthly rent expense equal to the total amount of the payments due in the reporting period over the lease term. The difference between rent expense recorded and the amount paid is credited or charged to deferred rent account

In January 2014, the Company entered into a five-year equipment leasing agreement with Xinda Financial Leasing Co., Ltd. (“Xinda”). The total cost of equipment under this lease agreement is RMB129 million (approximately \$21 million). Estimated lease payment will be approximately RMB 8 million per quarter (approximately \$1.3 million). The Company has the right to purchase the equipment for \$161 at the end of the lease. The Company will start to make lease payment once the equipments were received. The Company will classify the leases as capital leases in accordance with ASC 840 “Leases”. The Company also agreed to pay consulting fees of \$831,100 (RMB 5,160,000) for consulting services and \$414,492 (RMB 2,580,000) services fees to Xinda, which will be amortized over service period. Security deposit of RMB 9,675,000 (approximately \$1.57 million) was also paid during the quarter ended March 31, 2014.

**SKYPEOPLE FRUIT JUICE, INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

---

**Foreign Currency and Other Comprehensive Income**

The financial statements of the Company's foreign subsidiaries are measured using the local currency as the functional currency; however, the functional currency and the reporting currency of the Company are the United States dollar ("USD"). Assets and liabilities of the Company's foreign subsidiaries have been translated into USD using the exchange rate at the balance sheet date while equity accounts are translated using the historical exchange rate. The average exchange rate for the period has been used to translate revenues and expenses. Translation adjustments are reported separately and accumulated in a separate component of equity (cumulative translation adjustment).

Other comprehensive income for three months ended March 31, 2014 and 2013 represented foreign currency translation adjustments and were included in the consolidated statements of income and comprehensive income.

**Income Taxes**

We use the asset and liability method of accounting for income taxes in accordance with ASC Topic 740, "Income Taxes." Under this method, income tax expense is recognized for the amount of: (i) taxes payable or refundable for the current year and (ii) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity's financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if based on the weight of the available positive and negative evidence, it is more likely than not some portion or all of the deferred tax assets will not be realized.

ASC Topic 740.10.30 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740.10.40 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We have no material uncertain tax positions for any of the reporting periods presented.

**Earnings per share**

Under ASC 260-10, Earnings Per Share, basic EPS excludes dilution for Common Stock equivalents and is calculated by dividing net income available to common stockholders by the weighted-average number of Common Stock outstanding for the period. Our Series B Convertible Preferred Stock is a participating security. Consequently, the two-class method of income allocation is used in determining net income available to common stockholders.

Diluted EPS is calculated by using the treasury stock method, assuming conversion of all potentially dilutive securities, such as stock options and warrants. Under this method, (i) exercise of options and warrants is assumed at the beginning of the period and shares of Common Stock are assumed to be issued, (ii) the proceeds from exercise are assumed to be used to purchase Common Stock at the average market price during the period, and (iii) the incremental shares (the difference between the number of shares assumed issued and the number of shares assumed purchased) are included in the denominator of the diluted EPS computation.

**SKYPEOPLE FRUIT JUICE, INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited)

The diluted earnings per share calculation for the three months ended March 31, 2014 and 2013 did not include the warrants to purchase up to 175,000 shares of common stock, because their effect was anti-dilutive.

### 3. Inventories

Inventories by major categories are summarized as follows:

	<b>March 31, 2014</b>	December 31, 2013
<b>Raw materials and packaging</b>	<b>\$ 2,784,932</b>	\$ 1,030,866
<b>Finished goods</b>	<b>2,180,642</b>	3,351,034
<b>Inventories</b>	<b>\$ 4,965,574</b>	\$ 4,381,900

### 4. Short-term Bank Loans

Short-term bank loans consist of the following loans collateralized by assets of the Company:

	<b>March 31, 2014</b>	December 31, 2013
Loan payable to Huludao Bank, Suizhong branch due on June 10, 2014, bearing interest at 9.225% per annum, collateralized by the buildings, machinery and land usage rights of Huludao Wonder.	\$ 5,412,786	\$ 5,461,792
Loan payable to China Construction Bank due on May 19, 2014, bearing interest at 6% per annum, collateralized by the buildings of SkyPeople (China)	2,129,354	2,148,633
Loan payable to China Construction Bank due on November 3, 2014, bearing interest at 6% per annum, collateralized by the buildings and land use rights of Yingkou.	2,291,900	2,312,651
Loan payable to Bank of Xi'an due on June 17, 2014, bearing interest at 7.8% per annum, guaranteed by a third party Shaanxi Bo Ai Medical Science & Technology Development Co., Ltd and CEO, Hongke Xue.	1,625,461	1,640,178
Loan payable to Shanghai Pudong Development Bank due on April 6, 2014, bearing interest at 6.6% per annum, collateralized by the buildings of SkyPeople (China). This loan was paid off in April 2014.	4,876,384	4,920,533
Loan payable to Bank of Beijing due on July 1, 2014, bearing interest at 7.8% per annum, collateralized by the buildings of a third party, Shaanxi Bo Ai Medical Science & Technology Development Co., Ltd.	4,876,384	4,920,534
Loan payable to China Merchants Bank due on October 30, 2014, bearing interest at 8.4% per annum, guaranteed by a third party, Shaanxi BoAi Medical Science & Technology Development Co., Ltd. and CEO, Hongke Xue.	650,184	656,071
Loan payable to China Construction Bank due on March 19, 2014, bearing interest rate at 3.2% per annum, collateralized by certain accounts receivable of SkyPeople (China). This loan was paid off in March 2014.	-	291,693
Loan payable to China Construction Bank due on March 24, 2014, bearing interest rate at 3.2% per annum, collateralized by certain accounts receivable of SkyPeople (China). This loan was paid off in March 2014.	-	274,594
Loan payable to China Construction Bank due on April 16, 2014, bearing interest at 3.2% per annum, collateralized by certain accounts receivable of SkyPeople (China). This loan was paid off in April 2014.	388,483	-

Loan payable to China Merchants Bank due on February 24, 2015, bearing interest at 8.4% per annum, guaranteed by a third party, Shaanxi Culture Industry Financing Guarantee Co., Ltd.

1,625,461

-

\$ 23,876,397\$ 22,626,679

**SKYPEOPLE FRUIT JUICE, INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited)

---

**5. Notes Payable - Bank**

Notes payable - bank consists of a series of bank notes from various banks. Bank notes are collateralized by restricted cash and assets of the Company. The following table sets forth the outstanding bank notes as of March 31, 2014:

	March 31, 2014	Restricted Cash	Due date
Bank of Xi'an	\$ 1,625,460	\$ 812,730	September 4, 2014
Shanghai Pudong Development Bank (1)	3,576,015	3,576,015	April 9, 2014
China Merchants Bank (2)	650,185	325,093	May 8, 2014
China Merchants Bank	487,638	487,638	August 27, 2014
Bank of Ningxia	4,876,384	2,438,192	June 12, 2014
	<u>\$ 11,215,682</u>	<u>\$ 7,639,668</u>	

(1) Bank notes has been paid off on April 9, 2014

(2) Bank notes has been paid off on May 8, 2014

**SKYPEOPLE FRUIT JUICE, INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

---

## **6. Related Party Transaction**

### **Sales to related party**

The company's subsidiary sold fruit beverages to a related entity, Shaanxi Fullmart Convenient Chain Supermarket Co., Ltd. ("Fullmart") for approximately \$612,000 and \$481,000 for the three months ended March 31, 2014 and 2013, respectively. The accounts receivable balances were approximately \$1,078,000 and \$731,000 as of March 31, 2014 and December 31, 2013, respectively. Fullmart is a company indirectly owned by our Chairman, Mr. Yongke Xue.

### **Short-term loan – related party**

The Company borrowed \$24,970 from Skypeople International Holdings Group Limited during the year ended December 31, 2013. The loan is non-interest bearing and due on demand. This balance was paid in full in January 2014.

### **Long-term loan – related party**

On February 18, 2013, SkyPeople (China) entered into a loan agreement with SkyPeople International Holdings Group Limited (the "Lender"). The Lender indirectly holds 50.2% interest in the Company. Mr. Yongke Xue ("Y. K. Xue"), the Chairman of the board of directors of the Company (the "Board"), and Mr. Hongke Xue, the Chief Executive Officer of the Company and director of the Board, indirectly and beneficially own 80.0% and 9.4% of equity interest in the Lender, respectively. Pursuant to the Agreement, the Lender agrees to extend to the Company a one-year unsecured term loan with a principal amount of \$8.0 million at an interest rate of 6% per annum. During 2013, the Company received \$8.0 million from the Lender. In February 2014, both parties extended this loan for another two years.

The Company recorded interest expense of \$116,452 and \$26,301 for the three months ended March 31, 2014 and 2013, respectively.

## **7. Commitments and Contingencies**

On April 20, 2011, plaintiff Paul Kubala (on behalf of his minor child N.K.) filed a securities fraud class action lawsuit in the United States District Court, Southern District of New York against the Company, certain of its individual officers and/or directors, and Rodman & Renshaw, LLC, the underwriter of the Company's follow-on public offering consummated in August 2010, alleging violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder. On June 20, 2011, plaintiff Benjamin Padnos filed a securities fraud class action lawsuit in the United States District Court, Southern District of New York against the Company, certain of its current and former officers and/or directors, the Company's former independent auditors Child Van Wagner & Bradshaw, PLLC and BDO Limited, and Rodman & Renshaw, LLC, the underwriter of the Company's follow-on public offering consummated in August 2010, alleging violations of Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder. On August 30, 2011, the Court consolidated the foregoing two actions and appointed Zachary Lewy as lead plaintiff. On September 30, 2011, pursuant to the Court's order, Lead Plaintiff filed a consolidated complaint, which names the Company, Rodman & Renshaw, LLC, BDO Limited, Child Van Wagoner & Bradshaw PLLC and certain of the Company's current and former directors and/or officers and majority shareholders as defendants, and alleges violations of Sections 11, 12 and 15 of the Securities Act of 1933 and Sections 10(b) and 20(a) of the Exchange Act, and the rules promulgated thereunder. The Consolidated Complaint seeks, among other things, compensatory damages, and reasonable costs and expenses incurred in the action. On December 21, 2011, the Company and certain of the individual defendants filed a motion to dismiss the Consolidated Complaint. On May 3, 2012, Lead Plaintiff voluntarily dismissed the claims against BDO Limited and Child Van Wagoner & Bradshaw PLLC. On September 10, 2012, the Court granted in part and denied in part the Company's motion to dismiss the Consolidated Complaint. On January 11, 2013, defendant Rodman & Renshaw LLC filed for Chapter 11 bankruptcy protection, and, on January 18, 2013 the court imposed an automatic stay on Plaintiffs claims against Rodman pursuant to Section 326(a) of the Bankruptcy Code. The parties settled this matter by the Company agreeing to contribute \$2,200,000 into a settlement fund to pay class members (the "Settlement"). On January 27, 2014, the Court entered an order approving the Settlement, certifying the class for settlement purposes and dismissing the suit with prejudice.

**SKYPEOPLE FRUIT JUICE, INC**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

---

On August 5, 2011, we received a shareholder demand letter from counsel for a purported shareholder. The letter was addressed to the Company's Board of Directors and requested the Board of Directors to take a number of actions in order to repair the alleged "harm" caused to the Company by certain of its directors and officers, as well as its current and former auditors. No formal shareholder derivative complaint has been filed to date on behalf of the Company. The parties executed a settlement agreement on April 17, 2014. The settlement involves the Company paying \$100,000 to plaintiff's counsel, which is covered by the Company's insurance, and the adoption by the Company of certain corporate governance measures.

Other than the above, from time to time we may be a party to various litigation proceedings arising in the ordinary course of our business, none of which, in the opinion of management, is likely to have a material adverse effect on our financial condition or results of operations.

## **8. Concentrations**

### **(1) Concentration of customers**

Sales to five largest customers accounted for approximately 24% and 22% of our net sales during the three months ended March 31, 2014 and 2013, respectively. There was no single customer represented over 10% of total sales for the three months ended March 31, 2014 and 2013.

### **(2) Concentration of suppliers**

One supplier accounted for 11.3% of our purchase for three months ended March 31, 2014, no other single supplier accounted for over 10% of our purchase. Our top two suppliers accounted for 18.4% and 10.8% of our purchases for the three months ended March 31, 2013, no other single supplier accounted for over 10% of our purchase.

## **9. Segment Reporting**

The Company operates in six segments: concentrated apple juice and apple aroma, concentrated kiwifruit juice and kiwifruit puree, concentrated pear juice, fruit juice beverages and fresh fruits and vegetables and other. Our concentrated apple juice and apple aroma is primarily produced by the Company's Huludao Wonder factory; concentrated pear juice is primarily produced by the Company's Jiayang factory. However, as the Company use the same production line to manufacture concentrated apple juice and concentrated pear juice. In addition, both Shaanxi Province, where the factory of Jiayang factory is located, and Liaoning Province, where the factory of Huludao Wonder is located, are rich in fresh apple and pear supplies, Jinagyang factory also produces concentrated apple juice and Huludao Wonder factory also produces concentrated pear juice when necessary. Concentrated kiwifruit juice and kiwifruit puree is primarily produced by the Company's Qiyiwangguo factory, and fruit juice beverages is primarily produced by the Company's Qiyiwangguo factory. The Company's other products include fructose, concentrated turnjube juice, and other by products, such as kiwifruit seeds.

**SKYPEOPLE FRUIT JUICE, INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited)

Concentrated fruit juice is used as a basic ingredient for manufacturing juice drinks and as an additive to fruit wine and fruit jam, cosmetics and medicines. The Company sells its concentrated fruit juice to domestic customers and exported directly or via distributors. The Company believes that its main export markets are the United States, the European Union, South Korea, Russia and the Middle East. The Company sells its Hedetang branded bottled fruit beverages domestically primarily to supermarkets in the PRC. The Company sells its fresh fruit and vegetables to supermarkets and whole sellers in the PRC.

Some of these product segments might never individually meet the quantitative thresholds for determining reportable segments and we determine the reportable segments based on the discrete financial information provided to the chief operating decision maker. The chief operating decision maker evaluates the results of each segment in assessing performance and allocating resources among the segments. Since there is an overlap of services provided and products manufactured between different subsidiaries of the Company, the Company does not allocate operating expenses and assets based on the product segments. Therefore, operating expenses and assets information by segment are not presented. Segment profit represents the gross profit of each reportable segment.

For the Three Months Ended March 31, 2014	Concentrated apple juice and apple aroma	Concentrated kiwifruit juice and kiwifruit puree	Concentrated pear juice	Fruit juice beverages	Fresh fruits and vegetables	Others	Total
Reportable segment revenue	\$ 762	\$ 1,856	\$ 2,235	\$ 7,488	\$ 5	\$ 63	\$ 12,409
Inter-segment revenue	(488)	(22)	(22)	(48)	(1)	(45)	(626)
Revenue from external customers	274	1,834	2,213	7,440	4	18	11,783
Segment gross profit	<u>\$ (72)</u>	<u>\$ 753</u>	<u>\$ 576</u>	<u>\$ 2,416</u>	<u>\$ 4</u>	<u>\$ (6)</u>	<u>\$ 3,671</u>

For the Three Months Ended March 31, 2013	Concentrated apple juice and apple aroma	Concentrated kiwifruit juice and kiwifruit puree	Concentrated pear juice	Fruit juice beverages	Fresh fruits and vegetables	Others	Total
Reportable segment revenue	\$ 733	\$ 3,473	\$ 5,184	\$ 8,647	\$ 798	\$ -	\$ 18,835
Inter-segment revenue	(97)	(54)	(11)	(62)	-	-	(224)
Revenue from external customers	636	3,419	5,173	8,585	798	-	18,611
Segment gross profit	<u>\$ 31</u>	<u>\$ 2,114</u>	<u>\$ 1,599</u>	<u>\$ 3,512</u>	<u>\$ 385</u>	<u>\$ -</u>	<u>\$ 7,641</u>



**SKYPEOPLE FRUIT JUICE, INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited)

---

The following table reconciles reportable segment profit to the Company's condensed consolidated income before income tax provision for the three months ended March 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
<b>Segment profit</b>	<b>\$ 3,671,235</b>	<b>\$ 7,640,898</b>
<b>Unallocated amounts:</b>		
<b>Operating expenses</b>	<b>(2,057,619)</b>	<b>(2,145,702)</b>
<b>Other income/(expenses)</b>	<b>(747,955)</b>	<b>145,530</b>
<b>Income before tax provision</b>	<b><u>\$ 865,661</u></b>	<b><u>\$ 5,640,726</u></b>

#### 10. Subsequent Events

In accordance with ASC 855, "Subsequent Events," the Company has evaluated subsequent events that have occurred after the date of the balance sheet through the date of issuance of these financial statements and has determined that there was no material event need to be disclosed, other than discussed above.

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

The following discussion should be read in conjunction with the Financial Statements and Notes thereto appearing elsewhere in this Form 10-Q.

**DISCLAIMER REGARDING FORWARD-LOOKING STATEMENTS**

The following discussion and analysis of the condensed consolidated financial condition and results of operations should be read in conjunction with the condensed consolidated financial statements and notes in Item I above and with the audited consolidated financial statements and notes, and with the information under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our most recent Annual Report on Form 10-K. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results could differ materially from the results described in or implied by these forward-looking statements as a result of various factors, including those discussed in this report and under the heading "Risk Factors" in our most recent Annual Report on Form 10-K.

**Overview of Our Business**

We are engaged in the production and sales of fruit juice concentrates (including fruit purees, concentrated fruit purees and concentrated fruit juices), fruit beverages (including fruit juice beverages and fruit cider beverages), and other fruit related products (including organic and non-organic fresh fruits) in and from the PRC. Our fruit juice concentrates, which include apple, pear and kiwifruit concentrates, are sold to domestic customers and exported directly or via distributors. We sell our Hedetang branded bottled fruit beverages domestically primarily to supermarkets in the PRC. For the three months ended March 31, 2014, sales of our fruit concentrates, fruit beverages, fresh fruits and other fruit related products represented 37%, 63% and 0% of our revenue, respectively, compared to 51%, 44% and 5%, respectively, for the same period of 2013.

We export our products as well as sell them domestically. We sell our products either through distributors with good credit or to end users directly. We believe that our main export markets are the Asia, North America, Europe, Russia and the Middle East. We sell our other fruit related products to domestic customers.

During the first quarter of 2014, we exported our Hedetang-branded fruit juice beverages to Mongolia and Canada. We currently market our Hedetang brand fruit beverages in only certain regions of the PRC. We plan to expand the market presence of Hedetang over a broader geographic area in the PRC. In particular, we plan to expand our glass bottle production line to produce higher margin portable fruit juice beverages targeting consumers in more populated Chinese cities. Currently we produce six flavors of fruit beverages in 280 ml glass bottles, 418 ml glass and 500 ml glass bottles and BIB package, including apple juice, pear juice, kiwifruit juice, mulberry juice, kiwifruit cider and mulberry cider. We currently sell our fruit beverages to over 100 distributors and more than 20,000 retail stores in approximately 20 provinces. Our products are sold through distributors in stores such as Hualian Supermarket in Beijing, RT-Mart in Shenyang, Carrefour in Chongqing and Shenyang and Lianhua Supermarket in Shanghai, etc.

We plan to continue to focus on creating new products with high margins to supplement our current product offering.

We believe that continuous investment in research and development is a key component to being a leader in fruit juice concentrate and fruit beverage quality. As of March 31, 2014, we are in the process of building up an internal research and development team, we will use external experts and research institutions for additional consultation when necessary. In three months ended March 31, 2014 and 2013, our research and development expenses were \$nil and \$98,622, respectively.

Our business is highly seasonal and can be greatly affected by weather because of the seasonal nature in the growing and harvesting of fruits and vegetables. Our core products are apple, pear and kiwifruit juice concentrates, which are produced from July or August to April of the following year. The squeezing season for (i) apples is from August to January or February; (ii) pears is from July or August until April of next year; and (iii) kiwifruit is from September through December. Typically, a substantial portion of our revenues is earned during our first and fourth quarters. To minimize the seasonality of our business, we make continued efforts in identifying new products with harvesting seasons complementary to our current product mix. Our goal is to lengthen our squeezing season, thus increasing our annual production of fruit juice concentrates and fruit beverages. In the first quarter of 2009, we introduced mulberry and kiwifruit cider beverages in the Chinese market. Unlike fruit juice concentrates, which can only be produced during the squeezing season, such fruit beverages are made out of fruit juice concentrates and can be produced and sold in all seasons. With continuous efforts in marketing of our beverages in domestic market, we believe that our seasonality will be reduced.

Fresh fruits are the primary raw materials needed for the production of our products. Our raw materials mainly consist of apples, pears and kiwifruits. Other raw materials used in our business include pectic enzyme, amylase, auxiliary power fuels and other power sources such as coal, electricity and water.

We purchase raw materials from local markets and fruit growers that deliver directly to our plants. We have implemented a fruit-purchasing program in areas surrounding our factories. In addition, we organize purchasing centers in rich fruit production areas, helping farmers deliver fruit to our purchasing agents easily and in a timely manner. We are then able to deliver the fruit directly to our factory for production. We have assisted local farmers in their development of kiwifruit fields to help ensure a high quality product throughout the production channel. Our raw material supply chain is highly fragmented and raw fruit prices are highly volatile in China. Fruit concentrate and fruit juice beverage companies generally do not enter into purchasing agreements. In addition to raw materials, we purchase various ingredients and packaging materials such as sweeteners, glass and plastic bottles, cans and packing barrels. We generally purchase our materials or supplies from multiple suppliers. We are not dependent on any one supplier or group of suppliers.

Shaanxi and Liaoning Provinces, where our manufacturing facilities are located, are large fruit producing provinces. We own and operate four manufacturing facilities in the PRC, all of which are strategically located near fruit growing centers so that we can better preserve the freshness of the fruits and lower our transportation costs. To take advantage of economies of scale and to enhance our production efficiency, generally, each of our manufacturing facilities has a focus on products made from one particular fruit according to the proximity of such manufacturing to the sources of supply for that fruit. Our kiwifruit processing facilities are located in Zhouzhi County of Shaanxi Province, which has the largest planting area of apples and kiwifruit in the PRC. Our pear processing facilities are located in Shaanxi Province, which is the main pear-producing province in the PRC. Our apple processing facilities are located in Liaoning Province, a region that abounds with high acidity apples. As we use the same production line for concentrated apple juice and concentrated pear juice and both Shaanxi Province and Liaoning Province are rich in fresh apple and pear production, our Liaoning facilities also produced concentrated apple juice and our Shaanxi Province facilities also produced concentrated apple juice based on customer need. We believe that these regions provide adequate supply of raw materials for our production needs in the foreseeable future.

On August 30, 2010, we closed the public offering of 5,181,285 shares of our Common Stock at a price of \$5.00 per share for approximately \$25.9 million. We received an aggregate of approximately \$24 million as net proceeds after deducting underwriting discounts and commissions and offering expenses. As of March 31, 2014, we had spent approximately \$11 million on various capital projects in Huludao Wonder as described in projects (4) and (5) below. The following table presents the capital projects on which we currently plan to use the proceeds from this offering. We review these projects and capital expenditures on a quarterly basis based on the market conditions and associated costs of these projects.

**Capital Wonder Projects**

<b>Subsidiary</b>	<b>No.</b>	<b>Priority Projects</b>	<b>Progress</b>	<b>Estimated capital expenditure (in Millions)</b>
<b>SkyPeople Suizhong</b>	(1)	Construction of a refrigeration storage unit for the storage of concentrated fruit juices and fresh fruits and vegetables	The design of the facility has been completed. Construction has started during the third quarter of 2012. The Company suspended the construction of the refrigeration storage unit to apply land use right certificate from local government. It is expected that the certificate of land use right will be granted to the Company in 2014.	\$ 2.7
<b>Huludao Wonder</b>	(2)	Construction of concentrated fruit juice mixing center	The design of the facility has been completed. The first stage of construction has started. During the fourth quarter of 2012, the civil work has been completed. The project was completed in 2013.	1.9
<b>Huludao Wonder</b>	(3)	Construction of a 30 ton/hour comprehensive fruits and vegetables processing line	The construction of this 30 ton/hour comprehensive fruits and vegetables processing line was delayed. The installation and adjustment of machinery has been completed during the fourth quarter of 2012. The project was completed in 2013.	3
<b>Huludao Wonder</b>	(4)	Construction of a fruit juice beverage production line of 6,000 bottles/hour	The construction of the production line was completed and the production line commenced operation in the second quarter of 2012.	3
<b>Huludao Wonder</b>	(5)	Environmental project (waste water treatment facility for concentrated apple juice production line)	The construction of the environmental project was completed in the third quarter of 2012.	8
<b>Total Capital Expenditure</b>				<u>\$ 18.6</u>

- (1) Our initial plan was to construct both the refrigeration storage (see Project (1) above) and fruit juice mixing center (see Project (2) above) in Huludao, Liaoning Province, for which the original estimated total capital expenditure was \$4.4 million. We initially planned to start the construction of the refrigeration storage unit and a concentrated fruit juice-mixing center in the fourth quarter of 2011. However, the construction of the refrigeration storage unit has been delayed due to a change of plan. Management concluded that it is in the best interest of the Company to build the refrigeration storage unit in Suizhong, Liaoning Province, which is in close geographic proximity of Huludao Wonder in Liaoning Province. The total estimated capital expenditure for Projects (1) and (2) based on the changed plan is expected to be \$4.6 million. The Company is now in the process of evaluating the new plan and in negotiation with the local government to acquire land use right for approximately 7.8 acres for consideration of approximately \$290,000 per acre. In April 2012, the Company paid partial consideration of approximately \$1,200,000. As of the date of this report, the certificate of land use right has not been granted to the Company. The Company suspended the construction of the refrigeration storage unit to apply land use right certificate from local government. It is expected that the certificate of land use right will be granted to the Company in the second quarter of 2014.
- (2) The fruit juice-mixing center will be built in Huludao Wonder. The design of the fruit juice-mixing center has been completed. During the fourth quarter of 2012, the civil work has been completed. The project was completed in 2013.
- (3) Our initial plan was to construct a 50 ton/hour concentrated apple juice production line in Huludao Wonder. We later decided to cancel the plan due to certain amendment to the Catalogue of Industry Structure Adjustment effective in June 2011, which classified concentrated apple juice business in the category of Restricted Industry. To avoid exposure to potential government restrictions on the expansion of this industry by, among other things, putting limitations on the increase in production capacity, increasing the product quality standard, reducing government financial support, we decided to change our existing 30 ton/hour concentrated apple juice line into a 30 ton/hour comprehensive fruits and vegetables processing line by adding additional equipment and machinery. The 30 ton/hour comprehensive fruits and vegetables processing line is expected to process a variety of fruits and vegetables (including apple, pear, and other fruits and vegetables) into juices. The estimated investment for this project is \$3.0 million. We believe that this project could provide us more flexibility. The project was completed in 2013.
- (4) We started the construction of infrastructure for the fruit juice beverage production line on September 28, 2010. The construction of a fruit juice beverage production line with a maximum production capacity of 6,000 bottles per hour has been completed. On April 25, 2012, Huludao Wonder was granted a beverage production license (including fruit juice and vegetable juice) by Liaoning Bureau of Quality and Technical Supervision. Huludao Wonder commenced operation of the new production line on April 28, 2012.
- (5) The environmental project mainly consists of a wastewater processing facility that is required in our production of fruit and vegetable juice concentrates. The construction of the environmental project (waste water treatment facility for concentrated apple juice production line) has been completed in the third quarter of 2012.

### **Shaanxi Qiyiwangguo Projects**

We previously identified several projects for our Shaanxi Qiyiwangguo factory, which we expected to finance by using our operating cash flow. These projects included a 24,000 PET bottle/hour fruit juice beverage aseptic cold-filling line, and a PET bottle blowing machine system. Based on the current market conditions and other potential opportunities, management has decided to delay these projects to a future date when appropriate.

### **Other Projects**

#### **Investment/Service Agreement with Yidu Municipal People's Government**

On October 29, 2012, SkyPeople (China) entered into an investment/service agreement (the "Investment Agreement") with Yidu Municipal People's Government in Hubei Province of China.

Under the Investment Agreement, the parties agree to invest and establish an orange comprehensive deep processing zone in Yidu.

The Company will be responsible for the establishment, construction and financing of the project with a total investment of RMB 300 million (approximately \$48 million), in fixed assets and the purchase of land use rights, while Yidu government agrees to provide a parcel of land for the project that is approximately 280 mu in size located at Gaobazhou Town of Yidu for a fee payable by the Company. The consideration for transferring the land use right for the project land shall be RMB 0.3 million per mu.

The main scope of the Yidu project includes the establishment of:

1. one modern orange distribution and sales center (the "distribution center");
2. one orange comprehensive utilization deep processing zone (the "deep processing zone"), including:
  - a) one 45 ton/hour concentrated orange juice and byproduct deep processing production line;
  - b) one bottled juice drink production line with a capacity to produce 6,000 glass bottles per hour;
  - c) one storage freezer facility with a capacity to store 20,000 tons of concentrated orange juice; and
  - d) general purpose facilities within the zone, office space, general research and development facilities, service area, living quarters and other ancillary support areas
3. one research and development center for orange varietal improvement and engineering technology (the "R&D center"); and
4. one standardized orange plantation (the "orange plantation").

The total amount of RMB 300 million (approximately \$48 million) will mainly be used to establish the distribution center and the deep processing zone on the project land of approximately 280 mu. SkyPeople and Yidu Municipal People's Government agreed to discuss the investment amount and location for establishing the R&D center and the orange plantation in the future.

Yidu Municipal People's Government is in the process of demolishing buildings on project land. The Company is actively working with various bodies of local government making preparations for the start of the project.

### **Investment/Service Agreement with Mei County National Kiwi Fruit Wholesale Trading Center**

On April 3, 2013, SkyPeople (China) entered into an Investment Agreement (the "Agreement") with the Managing Committee of Mei County National Kiwi Fruit Wholesale Trading Center (the "Committee"). The Committee has been authorized by the People's Government of Mei County to be in charge of the construction and administration of the Mei County National Kiwi Fruit Wholesale Trading Center (the "Trading Center").

Under the Agreement, the parties agreed to invest and establish a kiwi fruit comprehensive deep processing zone and kiwi fruit and fruit-related materials trading zone in Yangjia Village, Changxing Town of Mei County with a total planned area of total planned area of 286 mu (approximately 47 acres) (the "Project").

Pursuant to the Agreement, the Company will be responsible for the construction and financing of the Project with a total investment of RMB 445.6 million (approximately \$ 71.9 million) in buildings and equipment. In addition, the Company agreed to pay for the land use rights for the Project land a fee of RMB 0.3 million per mu. The Committee is responsible for financing and constructing the basic infrastructure surrounding the Project, such as the main water supply, main water drainage, natural gas, electricity, sewage, access roads to the Project, natural gas and communications networks.

As of the date of this report, the Company is in the process of building up facilities and purchasing equipment, it is expected that the trial production will be started by the end of June.

### **Suizhong Project**

On July 15, 2011, SkyPeople entered into a Letter of Intent with the People's Government of Suizhong County, Liaoning Province, to establish a fruit and vegetable industry chain and further processing demonstration zone in Suizhong County, Liaoning Province (the "Suizhong project").

The Suizhong project may include one or more of the following: the construction and operation of fruit juice production lines, vegetable and fruit flash freeze facility, refrigeration storage facility and warehouse, a world class food safety testing center, fruit and vegetable modern supply chain and e-commerce platform, fruit and vegetable finished products processing center and exhibition center, etc. The implementation of the project is subject to government approval of the project.

During first quarter of 2014, the Company finished the feasibility study and submitted detailed project proposal to the local government. Both parties decided to continue the project. The Company has made partial payment to acquire land use right from the local government, purchase equipment and build facilities.

## Results of Operations

### Comparison of Three Months ended March 31, 2014 and 2013:

#### Revenue

The following table presents our consolidated revenues for each of our main products for the three months ended March 31, 2014 and 2013, respectively (in thousands):

	Three month ended March 31,		Change	
	2014	2013	Amount	%
Concentrated apple juice and apple aroma	274	636	(362)	(57%)
Concentrated kiwifruit juice and kiwifruit puree	1,834	3,419	(1,585)	(46%)
Concentrated pear juice	2,213	5,173	(2,960)	(57%)
Fruit juice beverages	7,440	8,585	(1,145)	(13%)
Fresh fruits and vegetables	4	798	(794)	(99%)
Others	18	-	18	100%
<b>Total</b>	<b>11,783</b>	<b>18,611</b>	<b>(6,828)</b>	<b>(37%)</b>

Our gross revenue for the three months ended March 31, 2014 was \$11.8 million, a decrease of \$6.8 million, or 37%, from \$18.6 million for the same period of 2013. This decrease was primarily due to decrease of sales in all of our product lines except for the other products.

Sales from apple related products decreased by \$0.37 million, or 57%, to \$0.27 million for the three months ended March 31, 2014, from \$0.64 million for the same period of 2013. During the first quarter of 2014, the Company sold approximately 211 tons of concentrated apple juice decreased from approximately 461 tons of concentrated apple juice sold in the same period of 2013. Such decrease was coupled with a decrease in unit price of concentrated apple juice. During the first quarter of 2014, due to reduced market demand the selling price of apple related products were lower than that of the same period of previous year. Thus the amount of apple related products sold and selling price both decreased.

Sales from concentrated kiwifruit juice and kiwifruit puree were \$1.8 million for the first quarter of 2014, a decrease of \$1.6 million, or 46%, from \$3.4 million in the same quarter of 2013, primarily due to decrease in both amount sold and unit price. During the three months ended March 31, 2014 and 2013, the Company sold approximately 1,513 and 2,800 tons of kiwi-related products, respectively. The Company has less amount of inventory of concentrated kiwifruit juice and kiwifruit puree during the current quarter than the year ago quarter. Therefore, the Company sold less amount of concentrated kiwifruit juice and kiwifruit puree during the current period than the same period of 2013.

Sales of concentrated pear juice decreased to \$2.2 million in the first quarter of 2014, a decrease of \$3.0 million, or 57%, from \$5.2 million in the same quarter of 2013. During the first quarter of 2014, the unit selling price of concentrated pear juice decreased, which was coupled by a decrease of the amount of pear juice sold. During the first quarter of 2014 and 2013, the Company sold 1,519 and 3,400 tons of concentrated pear juice, respectively. The Company has less amount of inventory of concentrated pear juice during the current quarter than the year ago quarter. As a result, the Company sold less amount of concentrated pear juice during the current period than the same period of 2013.

Revenue from our fruit juice beverages in the PRC decreased to \$7.4 million, a decrease of \$1.2 million or 13%, from \$8.6 million for the same period of 2013, primarily due to holidays in the first quarter of 2014, when the market demand was lower than the same period of previous year.



Revenue from our fresh fruits and vegetables in the PRC were \$0.004 million and \$0.8 million for the first quarter of 2014 and 2013, respectively.

Revenue from other products were \$0.018 million and \$nil for the three months ended March 31, 2014 and 2013, respectively. The amount of sales of other products is expected to be unstable and is generally not indicative of our future sales of other products.

#### Gross Margin

The following table presents the consolidated gross profit of each of our main products and the consolidated gross profit margin, which is gross profit as a percentage of the related revenues, for the three months ended March 31, 2014 and 2013, respectively (in thousands for the gross profit):

	<b>Three months ended March 31,</b>			
	2014		2013	
	Gross profit	Gross margin	Gross profit	Gross margin
<b>Concentrated apple juice and apple aroma</b>	\$ (72)	(26%)	\$ 31	5%
<b>Concentrated kiwifruit juice and kiwifruit puree</b>	753	41%	2,114	62%
<b>Concentrated pear juice</b>	576	26%	1,599	31%
<b>Fruit juice beverages</b>	2,416	32%	3,512	41%
<b>Fresh fruits and vegetables</b>	4	100%	385	48%
<b>Others</b>	(6)	(33%)	-	-
<b>Total/Overall (for gross margin)</b>	<u>\$ 3,671</u>	<u>31%</u>	<u>\$ 7,641</u>	<u>41%</u>

The consolidated gross profit for the three months ended March 31, 2014 was \$3.7 million, a decrease of \$3.9 million, or 51%, from \$7.6 million for the same period of 2013, primarily due to decrease of profit margin of all of our products.

The Company sold 57% less concentrated apple juice during first quarter of 2014 as compare to same period of 2013. The gross profit margin of concentrated apple juice for the first quarter of 2014 and 2013 were negative 26% and 5%, respectively, primarily due to significantly lower selling price of concentrated apple juice, which was caused by reduced market demand of concentrated apple juice.

The gross profit margin of the concentrated kiwifruit juice and kiwifruit puree decreased from 62% for the three months ended March 31, 2013 to 41% for the same period of 2014, primarily due to higher cost of fresh kiwi purchased in the last squeezing season, which caused higher cost of concentrated kiwifruit juice and kiwifruit puree sold during the current period as compared to the cost of concentrated kiwifruit juice and kiwifruit puree sold in the same period of 2013.

The gross profit margin of the concentrated pear juice decreased from 31% to 26% for first quarter of 2014 to 2013, primarily due to higher cost of pear purchased in the last quarter of 2013 as compared to the same period of 2012 and lower selling price of concentrated pear juice.

The gross profit margin of our fruit juice beverages decreased from 41% for the three months ended March 31, 2013, to 32% for the same period of 2014. The decrease of gross margin of fruit juice beverages was primarily due to higher cost of raw materials purchased in the first quarter of 2014 as compared to same period of 2013.

Gross profit margin for the fruits and vegetables was almost 100% and 48% for the first quarter of 2014 and 2013, respectively.

Gross loss margin for other products was 33% for the three months ended March 31, 2014. There was no revenue generated from this product segment during the same period of 2013.

#### Operating Expenses

The following table presents our consolidated operating expenses and operating expenses as a percentage of revenue for the three months ended March 31, 2014 and 2013, respectively:

	First quarter of 2014		First quarter of 2013	
	Amount	% of revenue	Amount	% of revenue
General and administrative	\$ 1,193,121	10%	\$ 1,305,914	7%
Selling expenses	864,498	7%	741,166	4%
Research and development	-	-	98,622	1%
Total operating expenses	<u>\$ 2,057,619</u>	<u>17%</u>	<u>\$ 2,145,702</u>	<u>12%</u>

Our operating expenses consist of general and administrative expenses, selling expenses and research and development expenses. Operating expenses decreased slightly for the three months ended March 31, 2014 compared to the corresponding period in 2013.

General and administrative expenses decreased by \$112,793, or 9%, to \$1,193,121 for the three months ended March 31, 2014, from \$1,305,914 for the same period of 2013. The decrease in general and administrative expenses was mainly due to decreased amount of legal fees related to our pending litigation, payroll and related expenses.

Selling expenses increased by \$123,332, or 17%, to \$864,498 for the three months ended March 31, 2014 from \$741,166 for the same period of 2013, mainly due to an increase in the payroll and related expenses as a result of an increase in our headcount to the handle the increased sales work.

The Company did not incur research and development expense for the current period, comparably, research and development expenses was \$98,622, for the three months ended March 31, 2013. The Company is in the process of building up its own research and development team.

#### Income from Operations

Income from operations decreased to \$1,613,616, a decrease of \$3,881,580 or 71% from \$5,495,196 for the three months ended March 31, 2013. The decrease in the income from operations was mainly due to a decrease in both revenue as well as gross profit margin and increase in the operating expenses.

## Other Income (Expense), Net

Other income, net was \$145,530 for the three months ended March 31, 2013, comparably during the same period of 2014, the Company incurred other expense of \$747,955. Interest expense increased to \$812,421, representing an increase of \$535,398 or 193% during the current period as compared to interest expense of \$277,023 for the same period of 2013. The increase of interest expense was mainly due to increased amount of borrowings from local financial institutions and related parties. Meanwhile, during the three months ended March 31, 2014, the Company incurred consulting fees related to capital lease of \$442,792; there was no transaction in similar nature during same period of previous year. In January 2014, the SkyPeople (China), Xinda Financial Leasing Co., Ltd. ("Xinda") entered into equipment leasing agreements with three suppliers, pursuant to which consideration of machinery and equipment will be paid by Xinda, SkyPeople (China) will lease these machinery and equipment from Xinda for five years. The Company has the right to purchase the equipment at \$161 the end of the lease. The total cost of equipment under this lease agreement is RMB129 million (approximately \$21 million). Estimated lease payments will be approximately RMB 8 million per quarter (approximately \$1.3 million). The Company will classify the leases as capital leases in accordance with ASC 840 "Leases"

## Income Tax

Our provision for income taxes was \$228,602 and \$1,483,865 for the three months ended March 31, 2014 and 2013, respectively, a decrease of \$1,255,263, or 85%. The decrease in tax provision was due to less income before taxes in the first quarter of 2014. Our consolidated income tax rates were 26% for the three months ended March 31, 2014 and 2013, respectively.

## Net Income

Net income was \$637,059 for the three months ended March 31, 2014, comparably, during the same period of 2013, the Company generated net income of \$4,156,861, primarily due to the 52% decrease in gross profit, coupled with 4% decrease in total operating expenses, 614% decrease from other income to other expense, as previously discussed.

## Noncontrolling Interests

As of March 31, 2014, SkyPeople (China) held a 91.15% interest in Shaanxi Qiyiwangguo and Pacific held a 99.78% interest in SkyPeople (China). Net income attributable to noncontrolling interests, which is deducted from our net income, was \$133,387 and \$338,713 for the three months ended March 31, 2014 and 2013, respectively. The decrease in the net income attributable to noncontrolling interests was mainly due to the decrease in the net income generated from SkyPeople (China).

## Net Income Attributable to SkyPeople Fruit Juice, Inc.

Net income attributable to SkyPeople Fruit Juice, Inc. was \$503,672, for the first quarter of 2014, net income attributable to the Company was \$3,818,148 for the same period of 2013, representing \$3,314,476 or 87% decrease for the reasons described above.

## Liquidity and Capital Resources

As of March 31, 2014, we had cash, cash equivalents and restricted cash of \$76,035,402, an increase of \$9,146,448, or 14%, from \$66,888,954 as of December 31, 2013. We expect the projected cash flows from operation, anticipated cash receipts, cash on hand, and trade credit to provide necessary capital to meet our projected operating cash requirements at least for the next 12 months, which does not take into account any potential expenditures related to the potential expansion of our current production capacity.

Our working capital has historically been generated from our operating cash flows, advances from our customers and loans from bank facilities. Our working capital was \$67,790,086 as of March 31, 2014, a decrease of \$4,122,319, from working capital of \$71,912,405 as of December 31, 2013. During the first quarter of 2014, our operating activities generated net cash inflow of \$14,867,346, an increase of \$1,674,395 or 13% from \$13,192,951, net cash inflow from operating activities of same period of 2013.

During the three months ended March 31, 2014, our investing activities used net cash of \$3,866,882, including \$3,851,844 of additions to property, plant and equipment, as compare to \$428,692 for the same period of 2013.

During the three months ended March 31, 2014, our financing activities used net cash of \$1,199,800, in the same period of 2013, our financing activities generated net cash inflow of \$814,526.

On February 18, 2013, SkyPeople (China) entered into a loan agreement with SkyPeople International Holdings Group Limited (the "Lender"). The Lender indirectly holds 50.2% interest in the Company. Mr. Yongke Xue ("Y. K. Xue"), the Chairman of the board of directors of the Company (the "Board"), and Mr. Hongke Xue, the newly elected Chief Executive Officer of the Company and director of the Board, indirectly and beneficially own 80.0% and 9.4% of equity interest in the Lender, respectively. Pursuant to the Agreement, the Lender agrees to extend to the Company a one-year unsecured term loan with a principal amount of \$8.0 million at an interest rate of 6% per annum. During first quarter of 2013, the Company received \$4.0 million from the Lender.

During the first quarter of 2013, the Company repaid \$3,185,474 bank loans; comparably, during the same period of 2014, the Company borrowed \$2,025,169 and repaid \$564,334 bank loans. During first quarter of 2014, the Company paid \$2,635,665 as prepayment of capital lease.

## Off-balance sheet

As of March 31, 2014, we did not have any off-balance sheet arrangements.

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

Not applicable.

## Item 4. Controls and Procedures

### Disclosure Controls and Procedures

An evaluation was carried out by the Company's Chief Executive Officer and Chief Financial Officer of the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of March 31, 2014, the end of the period covered by this Quarterly Report on Form 10-Q. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that as of March 31, 2014, and as of the date that the evaluation of the effectiveness of our disclosure controls and procedures were completed, our disclosure controls and procedures were effective in providing reasonable assurance of achieving their objectives for the three months ended March 31, 2014.

### Changes in Internal Controls Over Financial Reporting

There have been no changes to the Company's internal control over financial reporting during the three months ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART OTHER INFORMATION****II.****Item 1. Legal Proceedings**

On April 20, 2011, plaintiff Paul Kubala (on behalf of his minor child N.K.) filed a securities fraud class action lawsuit in the United States District Court, Southern District of New York against the Company, certain of its individual officers and/or directors, and Rodman & Renshaw, LLC, the underwriter of the Company's follow-on public offering consummated in August 2010, alleging violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder. On June 20, 2011, plaintiff Benjamin Padnos filed a securities fraud class action lawsuit in the United States District Court, Southern District of New York against the Company, certain of its current and former officers and/or directors, the Company's former independent auditors Child Van Wagner & Bradshaw, PLLC and BDO Limited, and Rodman & Renshaw, LLC, the underwriter of the Company's follow-on public offering consummated in August 2010, alleging violations of Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder. On August 30, 2011, the Court consolidated the foregoing two actions and appointed Zachary Lewy as lead plaintiff. On September 30, 2011, pursuant to the Court's order, Lead Plaintiff filed a consolidated complaint, which names the Company, Rodman & Renshaw, LLC, BDO Limited, Child Van Wagoner & Bradshaw PLLC and certain of the Company's current and former directors and/or officers and majority shareholders as defendants, and alleges violations of Sections 11, 12 and 15 of the Securities Act of 1933 and Sections 10(b) and 20(a) of the Exchange Act, and the rules promulgated thereunder. The Consolidated Complaint seeks, among other things, compensatory damages, and reasonable costs and expenses incurred in the action. On December 21, 2011, the Company and certain of the individual defendants filed a motion to dismiss the Consolidated Complaint. On May 3, 2012, Lead Plaintiff voluntarily dismissed the claims against BDO Limited and Child Van Wagoner & Bradshaw PLLC. On September 10, 2012, the Court granted in part and denied in part the Company's motion to dismiss the Consolidated Complaint. On January 11, 2013, defendant Rodman & Renshaw LLC filed for Chapter 11 bankruptcy protection, and, on January 18, 2013 the court imposed an automatic stay on Plaintiffs claims against Rodman pursuant to Section 326(a) of the Bankruptcy Code. The parties settled this matter by the Company agreeing to contribute \$2,200,000 into a settlement fund to pay class members (the "Settlement"). On January 27, 2014, the Court entered an order approving the Settlement, certifying the class for settlement purposes and dismissing the suit with prejudice.

On August 5, 2011, we received a shareholder demand letter from counsel for a purported shareholder. The letter was addressed to the Company's Board of Directors and requested the Board of Directors to take a number of actions in order to repair the alleged "harm" caused to the Company by certain of its directors and officers, as well as its current and former auditors. No formal shareholder derivative complaint has been filed to date on behalf of the Company. The parties executed a settlement agreement on April 17, 2014. The settlement involves the Company paying \$100,000 to plaintiff's counsel, which is covered by the Company's insurance, and the adoption by the Company of certain corporate governance measures.

On July 8, 2011, the Company brought suit against Absaroka Capital Management, LLC (“Absaroka”) and its principal Kevin Barnes in the U.S. District Court of Wyoming under the caption SkyPeople, Inc. v. Absaroka Capital Management, LLC, et al., No. 11-cv-238. Absaroka is a purported independent investment analyst who, while holding a short position in our stock, issued a so-called research report (the “Report”) asserting, inter alia, that the Company had inflated revenues. We brought suit alleging three causes of action for libel per se, libel per quod and intentional interference with a prospective business relationship. In or around November, 2011, Absaroka and Barnes brought counter claims against us for defamation per se, defamation per quod and abuse of process. On June 22, 2012, the Company and Absaroka reached an out-of-court settlement of litigation in the U.S. District Court for the District of Wyoming. The settlement includes a dismissal of all claims and counterclaims filed by the Parties, with neither party admitting any wrongdoing or liability. As part of the settlement agreement, Absaroka has agreed to remove the Report from its website, undertake best efforts to remove the Report from third-party sites, and refrain from issuing any further articles, public statements, or research reports concerning the Company.

Other than the above, from time to time we may be a party to various litigation proceedings arising in the ordinary course of our business, none of which, in the opinion of management, is likely to have a material adverse effect on our financial condition or results of operations.

**Item 1A. Risk Factors**

Not applicable.

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

None.

**Item 3. Defaults upon Senior Securities**

None.

**Item 4. Mine Safety Disclosure**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended*
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended*
32.1	Certification of Principal Executive Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
32.2	Certification of Principal Financial Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101.INS	XBRL Instance Document*+
101.SCH	XBRL Schema Document*+
101.CAL	XBRL Calculation Linkbase Document*+
101.DEF	XBRL Definition Linkbase Document*+
101.LAB	XBRL Label Linkbase Document*+
101.PRE	XBRL Presentation Linkbase Document*+

\* filed herewith

+ As provided in Rule 406T of Regulation S-T, this information shall not be deemed “filed” for purposes of Section 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934 or otherwise subject to liability under those sections, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**SKYPEOPLE FRUIT JUICE, INC.**

By: /s/ **HONGKE XUE**

\_\_\_\_\_  
Hongke Xue  
Chief Executive Officer  
(Principal Executive Officer)  
May 15, 2014

By: /s/ **XIN MA**

\_\_\_\_\_  
Xin Ma  
Chief Financial Officer  
(Principal Financial and Accounting  
Officer)  
May 15, 2014