Kandi Technologies Group, Inc.
Form 10-Q
August 14, 2013

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

FORM 10-Q

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

For the quarterly period ended June 30, 2013 or

[_] **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 001-52186

KANDI TECHNOLOGIES GROUP, INC.
(Exact name of registrant as specified in charter)

Delaware	90-0363723
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Jinhua City Industrial Zone
Jinhua, Zhejiang Province
People s Republic of China
Post Code 321016
(Address of principal executive offices)

(86 - 579) 82239856
(Registrant s telephone number, including area code)

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

Yes [X] No [_]

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

Yes [X] No [_]

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

Large accelerated filer [_]	Accelerated filer [_]
Non-accelerated filer [_]	Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [_] No [X]

As of August 1, 2013 the registrant had issued and outstanding 36,968,476 shares of common stock, par value $.001 per share.

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PART I-- FINANCIAL INFORMATION

Item 1. Financial Statements. (Unaudited)

KANDI TECHNOLOGIES GROUP, INC.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS

	June 30, 2013 (Unaudited)	December 31, 2012
CURRENT ASSETS		
Cash and cash equivalents	$ 10,082,212	$ 12,135,096
Restricted cash	11,316,337	15,835,364
Accounts receivable	25,089,825	33,557,534
Inventories (net of reserve for slow moving inventory of $0 and $56,248 as of June 30, 2013 and December 31, 2012 respectively)	17,705,983	7,630,715
Notes receivable	11,743,310	9,562,429
Other receivables	498,551	501,448
Prepayments and prepaid expenses	1,180,276	563,861
Due from employees	45,716	40,936
Advances to suppliers	31,638,766	4,769,825
Deferred tax	3,819	-
Deposit for acquisition	39,227,885	24,397,967
Total Current Assets	148,532,680	108,995,175
LONG-TERM ASSETS		
Plant and equipment, net	32,451,615	35,725,740
Land use rights, net	14,456,958	14,337,691
Construction in progress	53,657	-
Deferred taxes	-	695
Investment in Joint Venture Company	80,788,464	-
Investment in associated companies	135,019	161,507
Goodwill	322,591	322,591
Intangible assets	700,543	741,591
Total Long-Term Assets	128,908,847	51,289,815
TOTAL ASSETS	$ 277,441,527	$ 160,284,990

See accompanying notes to condensed consolidated financial statements

KANDI TECHNOLOGIES GROUP, INC.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS EQUITY

	June 30, 2013 (Unaudited)	December 31, 2012
CURRENT LIABILITIES		
Accounts payable	$ 10,651,912	$ 8,668,478
Other payables and accrued expenses	3,628,659	3,092,045
Short-term bank loans	33,289,163	32,615,063
Customer deposits	49,065	292,389
Notes payable, net of discount of $0 and $0 as of June 30, 2013 and December 31, 2012 respectively	68,842,313	25,332,088
Deposit for disposal of subsidiary	60,599,205	
Income tax payable	348,140	680,253
Due to employees	19,716	7,132
Due to related party	4,881,198	841,251
Deferred taxes	-	55,166
Financial derivate - liability	928,477	1,513,013
Total Current Liabilities	183,237,848	73,096,878
LONG-TERM LIABILITIES		
Bond payable	12,927,830	12,666,044
Deferred tax	385,397	-
Total Long-Term Liabilities	13,313,227	12,666,044
TOTAL LIABILITIES	196,551,075	85,762,922
STOCKHOLDERS EQUITY		
Common stock, $0.001 par value; 100,000,000 shares authorized; 32,592,440 and 31,696,794 shares issued and outstanding at June 30, 2013 and December 31, 2012, respectively	32,592	31,697
Additional paid-in capital	47,593,789	43,728,218
Retained earnings (the restricted portion is $2,831,005 and $2,831,005 at June 30, 2013 and December 31, 2012, respectively)	26,452,382	25,259,809
Accumulated other comprehensive income	6,811,689	5,502,344
TOTAL STOCKHOLDERS EQUITY	80,890,452	74,522,068
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 277,441,527	$ 160,284,990

See accompanying notes to condensed consolidated financial statements

KANDI TECHNOLOGIES GROUP, INC.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

(UNAUDITED)

	Three Months Ended		Six Months Ended	
	June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012
REVENUES, NET	$ 12,157,827	$ 11,060,976	$ 26,820,348	$ 25,416,517
COST OF GOODS SOLD	(9,350,206)	(9,272,719)	(20,640,696)	(20,287,410)
GROSS PROFIT	2,807,621	1,788,257	6,179,652	5,129,107
Research and development	(672,491)	(620,090)	(1,362,156)	(1,376,186)
Selling and marketing	(71,420)	(79,201)	(161,034)	(173,036)
General and administrative	(1,332,279)	(896,050)	(2,025,243)	(1,579,670)
INCOME FROM CONTINUING OPERATIONS	731,431	192,916	2,631,219	2,000,215
Interest income (expense), net	(617,601)	(188,542)	(1,287,810)	(56,940)
Change in fair value of financial instruments	(1,082,735)	1,018,576	(92,339)	1,961,526
Government grants	49,807	25,308	49,807	25,308
Investment (loss) income	(25,893)	(14,010)	(39,916)	(27,411)
Other income, net	54,148	12,134	176,513	46,602
INCOME (LOSS) BEFORE INCOME TAXES	(890,843)	1,046,382	1,437,474	3,949,300
INCOME TAX EXPENSE	(153,457)	(141,154)	(244,901)	(661,120)
NET INCOME	(1,044,300)	905,228	1,192,573	3,288,180
OTHER COMPREHENSIVE INCOME				
Foreign currency translation	724,430	2,434,039	1,309,345	2,829,455
COMPREHENSIVE INCOME (LOSS)	$ (319,870)	$ 3,339,267	$ 2,501,918	$ 6,117,635

WEIGHTED AVERAGE SHARES OUTSTANDING BASIC		32,546,877		29,845,122		32,427,538		28,647,746
WEIGHTED AVERAGE SHARES OUTSTANDING DILUTED		32,546,877		31,166,260		32,676,702		29,990,967
NET (LOSS) INCOME PER SHARE, BASIC	$	(0.03)	$	0.03	$	0.04	$	0.11
NET (LOSS) INCOME PER SHARE, DILUTED	$	(0.03)	$	0.03	$	0.04	$	0.11

See accompanying notes to condensed consolidated financial statements

KANDI TECHNOLOGIES GROUP, INC.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Six Months Ended June 30	
	2013	**2012**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ 1,192,573	$ 3,288,180
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
Depreciation and amortization	4,245,026	2,470,911
Deferred taxes	337,149	(24,219)
Option expense	-	19,053
Change of derivative instrument s fair value	92,339	(1,961,526)
Loss in investment in JV and associated company	39,916	27,411
Changes in operating assets and liabilities:		
(Increase) Decrease In:		
Accounts receivable	9,073,693	(11,844,213)
Inventories	(9,822,727)	(6,826,372)
Other receivables and prepaid expenses	13,044	1,701,831
Due from employees	8,421	185,624
Prepayments and prepaid expenses	(27,114,014)	30,204
Increase (Decrease) In:		
Accounts payable	1,787,019	3,484,295
Other payables and accrued liabilities	475,451	(1,990,887)
Customer deposits	(246,983)	(988,344)
Due to related party	4,001,319	-
Income tax payable	(342,863)	(26,411)
Net cash (used in) provided by operating activities	$ (16,260,637)	$ (12,454,463)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash acquired in acquisition	-	112,551
Purchases of plant and equipment	(54,451)	(452,393)
Purchase of construction in progress	(53,144)	(2,091,168)
Issuance of notes receivable	(1,964,278)	-
Repayments of notes receivable	-	23,123,103
Investment in Joint Venture Company	(80,026,377)	-
Deposit for disposal of subsidiary	60,019,783	-
Deposit for acquisition	(14,188,677)	-
Net cash provided by (used in) investing activities	$ (36,267,144)	$ 20,692,093

See accompanying notes to condensed consolidated financial statements

KANDI TECHNOLOGIES GROUP, INC.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Six Months Ended June 30	
	2013	**2012**
CASH FLOWS FROM FINANCING ACTIVITIES:		
Restricted cash	$ 4,799,980	$ (20,103,142)
Proceeds from short-term bank loans	22,407,385	14,749,822
Repayments of short-term bank loans	(22,407,385)	(14,781,440)
Proceeds from notes payable	68,184,073	15,160,857
Repayments of notes payable	(25,608,441)	(5,883,855)
Stock market financing	-	-
Warrant exercise	3,848,134	-
Option exercise & other financing	38,100	67,403
Common stock issued for acquisition, net of Cost of Capital	-	3,740,423
Net cash provided by (used in) financing activities	51,261,846	(7,049,932)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,265,935)	1,187,698
Effect of exchange rate changes on cash	(786,949)	497,098
Cash and cash equivalents at beginning of period	12,135,096	2,294,352
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 10,082,212	$ 3,979,148
SUPPLEMENTARY CASH FLOW INFORMATION		
Income taxes paid	$ 587,765	$ 687,530
Interest paid	$ 1,964,649	$ 1,316,591
Issuance of Common Stock for Acquisition	-	8,616,416

See accompanying notes to condensed consolidated financial statements

KANDI TECHNOLOGIES GROUP, INC.
AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 (UNAUDITED)

NOTE 1 - ORGANIZATION AND PRINCIPAL ACTIVITIES

When we use the terms we, us, our and the Company, we mean Kandi Technologies Group, Inc., a Delaw corporation. The Company was incorporated under the laws of the State of Delaware on March 31, 2004. On August 13, 2007, the Company changed its name from Stone Mountain Resources, Inc. to Kandi Technologies, Corp. On December 21, 2012, the Company changed its name to Kandi Technologies Group, Inc. Headquartered in the Zhejiang Province, we are one of China s leading producers and manufacturers of electric vehicles, all-terrain vehicles, go-karts and a variety of other specialty vehicles, including all-terrain vehicles and specialized utility vehicles for the PRC and global markets.

On June 29, 2007, the Company (Stone Mountain Resources, Inc.) executed an exchange agreement to acquire 100% of Continental Development Limited, a Hong Kong corporation (Continental) and its wholly owned subsidiary Zhejiang Kandi Vehicles Co., Ltd. (Kandi Vehicles). Upon consummation of the exchange agreement, Continental became a wholly owned subsidiary of the Company, and the Company began conducting its primary business operations through Kandi Vehicles.

On December 31, 2010, in connection with forming the first Chinese electric vehicle battery replacement service provider, Jinhua Three Parties New Energy Vehicles Service Co., ltd. (Jinhua Service) was formed as a joint venture, by and among our wholly owned subsidiary, Kandi Vehicles, the State Grid Power Corporation and Tianneng Power International. The Company, indirectly through Kandi Vehicles, has a 30% ownership interest in Jinhua Service.

In 2011, Jinhua Kandi New Energy Vehicles Co., Ltd. (Kandi New Energy) was formed by Kandi Vehicles and Mr. Xiaoming Hu, our Chairman and CEO. Kandi Vehicles has a 50% ownership interest in, and controls the Board of Directors of, Kandi New Energy. Pursuant to a Share Escrow and Trust Agreement, Loan Agreement, Contractor Agreement, Kandi Vehicles is entitled to 100% of the economic benefits, voting rights and residual interests (100% profits and loss absorption rate) of Kandi New Energy.

On April 25 2012, pursuant to a Share Exchange Agreement, the Company completed an acquisition of Yongkang Scrou Electric Co. (Yongkang Scrou), which is a manufacturer mainly engaged in manufacturing of air-conditioning systems and controllers of electric vehicles and auto generators. Yongkang Scrou became a wholly owned subsidiary of the Company.

On March 1, 2013, the Company's wholly owned subsidiary, Kandi Vehicles formed Kandi Electric Vehicles (Changxing) Co., Ltd. (Kandi Changxing) in the Changxing (National) Economic and Technological Development Zone. Kandi Changxing, a wholly owned subsidiary of Kandi Vehicles, specializes in the production of electric vehicles (EVs).

On March 22, 2013, Kandi Vehicles entered into the Joint Venture Agreement (the JV Agreement) of Establishment of Zhejiang Kandi Electric Vehicles Co., Ltd. with Shanghai Maple Guorun Automobile Co., Ltd., a 99% owned subsidiary of Geely Automobile Holdings Ltd. (the Geely), an entity listed on the Hong Kong Exchanges and Clearing Limited. On April 19, 2013, Zhejiang Kandi Electric Vehicles Co., Ltd. (the JV Company) was officially approved by the necessary local government agency and established by Kandi Vehicles and Shanghai Maple Guorun Automobile Co., Ltd., a 99% owned subsidiary of Geely. Each party has a 50% ownership interest in the JV Company. The business scope of JV Company is to develop, manufacture and sell EVs and related auto parts.

On April 22, 2013, Kandi Electric Vehicles (Wanning) Co., Ltd. (Kandi Wanning) was incorporated and capitalized by Kandi Vehicles. The establishment of Kandi Wanning has been approved by the necessary local government agency and located in Wanning City of Hainan Province. Kandi Vehicles has a 90% ownership in Kandi Wanning, and Kandi New Energy has the remaining 10%. Kandi Vehicles is entitled to 100% of the economic benefits, voting rights and residual interests (100% profits and loss absorption rate) of Kandi New Energy; therefore, Kandi Vehicles is entitled to 100% of the economic benefits, voting rights and residual interests (100% profits and loss absorption rate) of Kandi Wanning.

KANDI TECHNOLOGIES GROUP, INC.
AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 (UNAUDITED)

The Company s organization chart as of this reporting date is as follows:

The Company's primary business operations are the design, development, manufacturing, and commercialization of EVs, all-terrain vehicles (ATVs), go-karts, and other related specialized automobiles for the PRC and global markets. In connection with our strategic objective of becoming a world leader in electric vehicles manufacturing and related services, we have increased our focus on fuel efficient vehicles with a particular focus on expanding our domestic market share in China.

KANDI TECHNOLOGIES GROUP, INC.
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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 (UNAUDITED)

NOTE 2 LIQUIDITY

As of June 30, 2013, the Company s working capital deficit was ($34,705,168).

As of June 30, 2013, the Company had credit lines from commercial banks of $54,620,083, of which $33,289,163 was used as of June 30, 2013.

Historically, the Company has financed itself through short-term commercial bank loans obtained from PRC banks. The term of these loans are typically for one year; upon our payment of all outstanding principal and interest in a respective loan, the PRC banks have typically rolled over such loans for an additional one-year term, subject to interest rate adjustments to reflect prevailing market rates. The Company believes these lending arrangements have not changed and that short-term bank loans will continue to be available on customary terms and conditions.

The Company believes that its cash flows generated internally may not be sufficient to support growth of future operations and repay short term bank loans for the next twelve months (if required). However, the Company believes that its access to existing financing sources, as well as its established relationships with PRC banks, will enable it to meet its obligations and fund its ongoing operations.

On June 26, 2013, the Company entered into a Securities Purchase Agreement with certain institutional investors (the "Investors") that closed on July 1, 2013 pursuant to which the Company sold to the Investors, in a registered direct offering, an aggregate of 4,376,036 shares of our common stock at a negotiated purchase price of $6.03 per share, for aggregate gross proceeds of approximately $ 26,387,500, before deducting fees to the placement agent and other estimated offering expenses payable by the Company. As part of the transaction, the Investors also received Series A warrants for the purchase of up to 1,750,415 shares of our Common Stock at an exercise price of $7.24 per share and an option to make an additional investment in the form of Series B warrants and Series C warrants: Series B warrants to purchase a maximum aggregate of 728,936 shares of our common stock at an exercise price of $7.24 per share and the Series C warrants to purchase a maximum aggregate of 291,574 shares of our common stock at an exercise price of $8.69.

NOTE 3 - BASIS OF PRESENTATION

The Company maintains its general ledger and journals in accordance with the accrual method of accounting for financial reporting purposes. Presented financial statements and notes are representations of our management. Adopted accounting policies conform to generally accepted accounting principles in the United States of America and have been consistently applied in the presentation of our financial statements.

The financial information included herein for the six month periods ended June 30, 2013 and 2012 is unaudited; however, such information reflects all adjustments, consisting of normal recurring adjustments, that are, in the opinion of management, necessary for a fair presentation of the Company's condensed consolidated financial statements for these interim periods**.**

The results of operations for the six month period ended June 30, 2013 are not necessarily indicative of the results expected for the entire fiscal year ending December 31, 2013.

KANDI TECHNOLOGIES GROUP, INC.
AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 (UNAUDITED)

NOTE 4 PRINCIPLES OF CONSOLIDATION

The consolidated financial statements reflect the accounts of the Company and its ownership interest in following subsidiaries:

(i) Continental Development, Ltd. (Continental) (a wholly-owned subsidiary of the Company)
(ii) Zhejiang Kandi Vehicles Co., Ltd. (Kandi Vehicles) (a wholly-owned subsidiary of Continental)
(iii) Jinhua Three Parties New Energy Vehicles Service Co., Ltd. (Jinhua Service) (a 30% owned subsidiary of Kandi Vehicles)
(iv) Jinhua Kandi New Energy Vehicles Co., Ltd. (Kandi New Energy) (a 50% owned subsidiary of Kandi Vehicles with 100% profits and loss absorption due to contractual agreement)
(v) Yongkang Scrou Electric. Co., Ltd (Yongkang Scrou) (a wholly-owned subsidiary of Kandi Vehicles)
(vi) Kandi Electric Vehicles (Changxing) Co., Ltd. (Kandi Changxing) (a wholly-owned subsidiary of Kandi Vehicles)
(vii) Zhejiang Kandi Electric Vehicles Co.,Ltd. (JV Company) (a 50% owned subsidiary of Kandi Vehicles)
(viii) Kandi Electric Vehicles (Wanning) Co., Ltd. (Kandi Wanning) (a subsidiary 10% owned by Kandi New Energy and 90% owned by Kandi Vehicles, with 100% profits and loss absorption by Kandi Vehicles)

Inter-company accounts and transactions have been eliminated in consolidation.

Pursuant to the JV Agreement (see note 1) and according to US GAAP, the Company will not consolidate the financial statements of the JV Company into the Company s financial statements, but will include the operating results of the JV Company and the Company s 50% ownership interest in the JV Company by reflecting the Company s 50% share in the JV Company s net operating income in the Company s equity account for this investment.

NOTE 5 USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. Management makes these estimates using the best information available at the time the estimates are made; however actual results when ultimately realized could differ from those estimates.

NOTE 6 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Economic and Political Risks

The Company s operations are conducted in the PRC. Accordingly, the Company s business, financial condition and results of operations may be influenced by the political, economic and legal environments in the PRC, and by the general state of the PRC economy.

Our operations are conducted mainly in the PRC. As such, our earnings are subject to movements in foreign currency exchange rates when transactions are denominated in Renminbi (RMB), which is our functional currency. Accordingly, our operation results are affected by changes in the exchange rate between the U.S. dollar and those currencies.

The Company s operations in the PRC are subject to special considerations and significant risks not typically associated with companies in North America and Western Europe. These include risks associated with, among others, the political, economic and legal environment and foreign currency exchange. The Company s performance may be adversely affected by changes in the political and social conditions in the PRC, and by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion, remittances abroad, and rates and methods of taxation, among other things.

KANDI TECHNOLOGIES GROUP, INC.
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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 (UNAUDITED)

NOTE 6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Fair Value of Financial Instruments

ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

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

As of June 30, 2013, our assets, measured at fair value, on a recurring basis, subject to the disclosure requirements of ASC 820, were as follows:

	Fair Value Measurements at Reporting Date Using Quoted Prices in			
	Carrying value as of June 30, 2013	Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	$ 10,082,212	$ 10,082,212	-	-
Restricted cash	11,316,337	11,316,337	-	-
Warrants	928,477	-	928,477	-

Cash and cash equivalents consist primarily of highly rated money market funds at a variety of well-known institutions with original maturities of three months or less. Restricted cash represents time deposits on account, some of which is used to secure short-term bank loans and notes payable. The original cost of these assets approximates fair value due to their short term maturity.

Warrants which are accounted as liabilities, are treated as derivative instruments, which will be measured at each reporting date for their fair value using Level 2 inputs. Also see Note 6 section (s).

(c) Cash and Cash Equivalents

The Company considers highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Restricted cash, as of June 30, 2013 and December 31, 2012, represents time deposits on account, some of which are used to secure short-term bank loans and notes payable. As of June 30, 2013, our restricted cash was as follows:

Purpose		Amount
Used to secure note payable (also see Note 15)	$	11,313,468
Used to secure short-term bank loans (also see Note 14)		-
Pure time deposits		2,869
Total		11,316,337

KANDI TECHNOLOGIES GROUP, INC.
AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 (UNAUDITED)

NOTE 6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Inventories

Inventories are stated at the lower of cost or net realizable value (market value). The cost of raw materials is determined on a weighted average basis. The cost of finished goods is also determined on a weighted average basis and includes direct materials, direct labor and an appropriate proportion of overhead.

Net realizable value is based on estimated selling prices, less any further costs expected to be incurred and related completion and selling expenses.

(e) Accounts Receivable

Accounts receivable are recognized and carried at net realizable value. An allowance for doubtful accounts is recorded in periods where we determine a loss is probable, based on our assessment of specific factors such as troubled collection, historical experience, accounts aging, ongoing business relation and other factors. Accounts are written off after an exhaustive collection effort. If accounts receivable are to be provided for, or written off, they are recognized in the consolidated statement of operations within operating expenses line item. As of June 30, 2013 and December 31, 2012, the Company recorded no allowance for doubtful accounts. This determination was made per our management's judgment, which was based on their best knowledge.

As of June 30, 2013 and December 31, 2012, the longest credit term used, in connection with certain selected customers, was 90 days.

(f) Note receivable

Notes receivable represents short-term loans to third parties with the maximum term of one year. Interest income is recognized, on an accrual basis, in accordance with each agreement between a borrower and the Company. If notes receivable are provided for, or written off, such notes are recognized in the relevant year that the loan default is probable (management is reasonably certain and losses can be reasonably estimated). The Company recognizes income if the written-off loan is recovered at a future date. In case of foreclosure procedures or legal actions, the Company provides accrual for related foreclosure and litigation expenses.

(g) Prepayments

Prepayments represent cash paid in advance to suppliers. As of June 30, 2013, prepayments included cash paid advances to raw material suppliers, and prepaid expenses, such as water and electricity fees.

(h) Plant and Equipment

Plant and equipment are carried at cost less accumulated depreciation. Depreciation is provided over their estimated useful lives, using the straight-line method. Leasehold improvements are amortized over the life of the asset or the term of the lease, whichever is shorter. Estimated useful lives are as follows:

Buildings	30 years
Machinery and equipment	10 years

Office equipment	5 years
Motor vehicles	5 years
Molds	5 years

The cost and related accumulated depreciation of assets sold or otherwise retired are eliminated from the accounts and any gain or loss is included in the statement of income. The cost of maintenance and repairs is charged to expense as incurred, whereas significant renewals and betterments are capitalized.

KANDI TECHNOLOGIES GROUP, INC.
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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 (UNAUDITED)

NOTE 6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Construction in Progress

Construction in progress represents the direct costs of construction, the acquisition cost of buildings, or machinery and design fees. Capitalization of these costs ceases, and the construction in progress is transferred to plant and equipment, when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided until the assets are completed and ready for their intended use.

(j) Land Use Rights

According Chinese laws, land in the PRC is owned by the government and land ownership rights cannot be sold to an individual or to a private company. However, the government grants the user a land use right to use the land. The land use rights granted to the Company are being amortized using the straight-line method over the lease term of fifty years.

(k) Accounting for the Impairment of Long-Lived Assets

The Company periodically evaluates the carrying value of long-lived assets to be held and used, including intangible assets subject to amortization, when events and circumstances warrant such a review, pursuant to the guidelines established in Statement of Financial Accounting Standards (SFAS) No. 144 (now known as "ASC 360"). The carrying value of a long-lived asset is considered impaired when the anticipated undiscounted cash flow from such asset is separately identifiable and is less than its carrying value. In that event, a loss is recognized based on the amount by which the carrying value exceeds the fair market value of the long-lived asset. Fair market value is determined primarily using the anticipated cash flows discounted at a rate commensurate with the risk involved. Losses on long-lived assets to be disposed of are determined in a similar manner, except that fair market values are reduced for the cost to dispose.

During the reporting period, no impairment loss was recognized.

(l) Revenue Recognition

Revenue represents the invoiced value of goods sold. Revenue is recognized when we ship the goods to our customers. Revenue is recognized when all of the following criteria are met:

- Persuasive evidence of an arrangement exists;
- Delivery has occurred or services have been rendered;
- The seller s price to the buyer is fixed or determinable; and
- Collectability is reasonably assured.

(m) Research and Development

Expenditures relating to the development of new products and processes, including significant improvement to existing products, are expensed as incurred. Research and development expenses were $1,362,156 and $1,376,186 for the six months ended June 30, 2013 and 2012, respectively.

(n) Government Grant

Grants received from the PRC Government for assisting in the Company s technical research and development efforts are recognized when the proceeds are received or collectible.

For the six months ended June 30, 2013 and 2012, $49,807 and $25,308, respectively, was received from the PRC government.

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NOTE 6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Income Taxes

The Company accounts for income tax using an asset and liability approach, which allows for the recognition of deferred tax benefits in future years. Under the asset and liability approach, deferred taxes are provided for the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The accounting for deferred tax calculation represents the management s best estimate on the most likely future tax consequences of events that have been recognized in our financial statements or tax returns and related future anticipation. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future realization is uncertain.

(p) Foreign Currency Translation

The accompanying consolidated financial statements are presented in United States dollars. The functional currency of the Company is the Renminbi (RMB). Capital accounts of the consolidated financial statements are translated into United States dollars from RMB at their historical exchange rates when the capital transactions occurred.

Assets and liabilities are translated at the exchange rates as of balance sheet date. Income and expenditures are translated at the average exchange rate of the year, which was obtained from website: http://www.oanda.com

	June 30, 2013	December 31, 2012	June 30, 2012
Period end RMB : USD exchange rate	6.1882	6.3161	6.3197
Average RMB : USD exchange rate	6.2479	6.3198	6.3255

(q) Comprehensive Income

Comprehensive income is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. Among other disclosures, all items that are required to be recognized under current accounting standards as components of comprehensive income are required to be reported in a financial statement that is presented with the same prominence as other financial statements. Comprehensive income includes net income and the foreign currency translation changes.

(r) Stock Option Cost

The Company s stock option cost is recorded in accordance with ASC 718 and ASC 505.

The fair value of stock options is estimated using the Black-Scholes-Merton model. The Company s expected volatility assumption is based on the historical volatility of the Company s stock. The expected life assumption is primarily based on the expiration date of the option. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

Stock option expense recognized is based on awards expected to vest, and there were no estimated forfeitures. ASC standards requires forfeitures to be estimated at the time of grant and revised in subsequent periods, if necessary, if actual forfeitures differ from those estimates.

The stock based compensation expense for the period ended June 30, 2013 was $0. See Note 18.

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NOTE 6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Warrant Cost

The Company s warrant costs are recorded in liabilities and equities respectively in accordance with ASC 480, ASC 505 and ASC 815.

The fair value of a warrant, which is classified as a liability, is estimated using the Black-Scholes-Merton model. The Company s expected volatility assumption is based on the historical volatility of the Company s stock. The expected life assumption is primarily based on the expiration date of the warrant. The risk-free interest rate for the expected term of the warrant is based on the U.S. Treasury yield curve in effect at the time of measurement. The warrants, which are freestanding derivatives and are classified as liabilities on the balance sheet, will be measured at fair value on each reporting date, with decreases in fair value recognized in earnings and increases in fair values were recognized in expenses.

The Company determined that the fair value of equity based warrants, which are not considered derivatives under ASC 815, is estimated using the Black-Scholes-Merton model. The Company s expected volatility assumption is based on the historical volatility of the Company s stock. The expected life assumption is primarily based on the expiration date of the warrant. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

(t) Goodwill

We allocate goodwill to reporting units based on the reporting unit expected to benefit from the business combination. We evaluate our reporting units on an annual basis and, if necessary, reassign goodwill using a relative fair value allocation approach. Goodwill is tested for impairment at the reporting unit level on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition, or sale or disposition of a significant portion of a reporting unit.

Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. We first assess qualitative factors to determine whether it is more likely than not that goodwill is impaired. If the more likely than not threshold is met, we perform a quantitative impairment test. At June 30, 2013, the Company determined that goodwill was not impaired.

(u) Intangible assets

Intangible assets consist of tradename and customer relations associated with the purchase price allocation of Yongkang Scrou Electric Co.. Such assets are being amortized over their estimated useful lives of 9.7 years. Intangible assets are amortized as of June 30, 2013.

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NOTE 7 NEW ACCOUNTING PRONOUNCEMENTS

Recent Accounting Pronouncements

In January 2013, FASB has issued Accounting Standards Update (ASU) No. 2013-01, Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities. This ASU clarifies that ordinary trade receivables and receivables are not in the scope of ASU No. 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities. Specifically, ASU 2011-11 applies only to derivatives, repurchase agreements and reverse purchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with specific criteria contained in the FASB Accounting Standards Codification (Codification) or subject to a master netting arrangement or similar agreement. The FASB undertook this clarification project in response to concerns expressed by U.S. stakeholders about the standard s broad definition of financial instruments. After the standard was finalized, companies realized that many contracts have standard commercial provisions that would equate to a master netting arrangement, significantly increasing the cost of compliance at minimal value to financial statement users. An entity is required to apply the amendments in ASU 2013-01 for fiscal years beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the required disclosures retrospectively for all comparative periods presented. The effective date is the same as the effective date of ASU 2011-11. The adoption of 2013-01 did not have a material effect on our operating results or financial position.

In February 2013, FASB has issued Accounting Standards Update (ASU) No. 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. This ASU improves the transparency of reporting these reclassifications. Other comprehensive income includes gains and losses that are initially excluded from net income for an accounting period. Those gains and losses are later reclassified out of accumulated other comprehensive income into net income. The amendments in this ASU do not change the current requirements for reporting net income or other comprehensive income in financial statements. All of the information that this ASU requires is presently required under U.S. GAAP to be disclosed elsewhere in the financial statements.

The new amendments will require an organization to:

- Present (either on the face of the statement where net income is presented or in the notes) the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income - but only if the item reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period.

- Cross-reference to other disclosures currently required under U.S. GAAP for other reclassification items (that are not required under U.S. GAAP) to be reclassified directly to net income in their entirety in the same reporting period. This would be the case when a portion of the amount reclassified out of accumulated other comprehensive income is initially transferred to a balance sheet account (e.g., inventory for pension-related amounts) instead of directly to income or expense.

The amendments apply to all public and private companies that report items of other comprehensive income. Public companies are required to comply with these amendments for all reporting periods (interim and annual). A private company is required to meet the reporting requirements of the amended paragraphs about the roll forward of accumulated other comprehensive income for both interim and annual reporting periods. However, private companies are only required to provide the information about the effect of reclassifications on line items of net income for annual reporting periods, not for interim reporting periods. The amendments are effective for reporting periods beginning after December 15, 2012, for public companies and are effective for reporting periods beginning after December 15, 2013, for private companies. Early adoption is permitted. The adoption of 2013-02 did not have a material effect on our operating results or financial position.

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NOTE 7 NEW ACCOUNTING PRONOUNCEMENTS (CONTINUED)

Recent Accounting Pronouncements (Continued)

In February 2013, FASB has issued Accounting Standards Update (ASU) No. 2013-04, Liabilities (Topic 405): Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date. This ASU provides guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this ASU is fixed at the reporting date, except for obligations addressed within existing guidance in U.S. GAAP. The guidance requires an entity to measure those obligations as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. The guidance in this ASU also requires an entity to disclose the nature and amount of the obligation as well as other information about those obligations. The amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. For nonpublic entities, the amendments are effective for fiscal years ending after December 15, 2014, and interim periods and annual periods thereafter. The amendments in this ASU should be applied retrospectively to all prior periods presented for those obligations resulting from joint and several liability arrangements within the ASU s scope that exist at the beginning of an entity s fiscal year of adoption. An entity may elect to use hindsight for the comparative periods (if it changed its accounting as a result of adopting the amendments in this ASU) and should disclose that fact. Early adoption is permitted. The Company does not expect the adoption of 2013-04 to have a material effect on its operating results or financial position.

In March 2013, FASB has issued Accounting Standards Update (ASU) No. 2013-05, Foreign Currency Matters (Topic 830). This ASU resolve the diversity in practice about whether Subtopic 810-10, Consolidation Overall, or Subtopic 830-30, Foreign Currency Matters Translation of Financial Statements, applies to the release of the cumulative translation adjustment into net income when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business (other than a sale of in substance real estate or conveyance of oil and gas mineral rights)within a foreign entity. In addition, the amendments in this Update resolve the diversity in practice for the treatment of business combinations achieved in stages (sometimes also referred to as step acquisitions) involving a foreign entity. This ASU is the final version of Proposed Accounting Standards Update EITF11Ar Foreign Currency Matters (Topic 830), which has been deleted. The amendments in this Update are effective prospectively for fiscal years (and interim reporting periods within those years) beginning after December 15, 2013. For nonpublic entities the amendments in this Update are effective prospectively for the first annual period beginning after December 15, 2014, and interim and annual periods thereafter. The amendments should be applied prospectively to derecognition events occurring after the effective date. Prior periods should not be adjusted. Early adoption is permitted. If an entity elects to early adopt the amendments, it should apply them as of the beginning of the entity s fiscal year of adoption. The Company does not expect the adoption of 2013-05 to have a material effect on its operating results or financial position.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the Company s financial statements upon adoption.

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NOTE 8 CONCENTRATIONS

(a) Customers

For the period ended June 30, 2013, the Company s major customers accounted for the following percentages of its total sales and accounts receivable:

	Sales		Accounts Receivable	
Major Customers	**Six Months Ended June 30, 2013**	**Six Months Ended June 30, 2012**	**June 30, 2013**	**December 31, 2012**
Company A	45%	55%	11%	21%
Company B	19%	11%	25%	8%
Company C	19%	-	34%	8%
Company D	11%	-	10%	8%
Company E	4%	26%	9%	7%

(b) Suppliers

For the six months ended June 30, 2013, the Company s major suppliers accounted for the following percentages of total purchases and accounts payable:

	Purchases		Accounts Payable	
Major Suppliers	**Six Months Ended June 30, 2013**	**Six Months Ended June 30, 2012**	**June 30, 2013**	**December 31, 2012**
Company F	43%	48%	-	4%
Company G	26%	25%	30%	-
Company H	3%	-	-	1%
Company I	2%	2%	1%	1%
Company J	2%	-	2%	-

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NOTE 9 INCOME (LOSS) PER SHARE

The Company calculates earnings per share in accordance with ASC 260, Earnings Per Share, which requires a dual presentation of basic and diluted earnings per share. Basic earnings per share are computed using the weighted average number of shares outstanding during the reporting period. Diluted earnings per share represents basic earnings per share adjusted to include the potentially dilutive effect of outstanding stock options, warrants and convertible note (using the if-converted method). For the six months ended June 30, 2013, there were 249,164 potentially dilutive common shares.

The following table sets forth the computation of basic and diluted net income per common share:

Six months Ended June 30,		2013		2012
Net income (loss)	$	1,192,573	$	3,288,180
Weighted average shares of common stock outstanding				
Basic		32,427,538		28,647,746
Dilutive shares		249,164		1,343,221
Diluted		32,676,702		29,990,967
Basic income per share	$	0.04	$	0.11
Diluted income per share	$	0.04	$	0.11

Also see Note 18.

NOTE 10 - INVENTORIES

Inventories are summarized as follows:

		June 30, 2013 (Unaudited)		December 31, 2012
Raw material	$	3,247,240	$	2,278,096
Work-in-progress		11,138,468		3,649,414
Finished goods		3,320,275		1,759,453
		17,705,983		7,686,963
Less: reserve for slow moving inventories		-		(56,248)
Inventories, net	$	17,705,983	$	7,630,715

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NOTE 11 - NOTES RECEIVABLE

Notes receivable are summarized as follows:

	June 30, 2013 (Unaudited)	December 31, 2012
Notes receivable from unrelated companies:		
Due September 30, 2013, interest at 9.6% per annum [1]	$ 11,743,310	$ 9,562,429
	11,743,310	9,562,429
Bank acceptance notes:		
Bank acceptance notes	-	-
Notes receivable	$ 11,743,310	$ 9,562,429

Details of Notes receivable from unrelated parties as of December 31, 2012

Index	Amount ($)	Counter party	Relationship	Purpose of Loan	Manner of settlement
1	9,562,429	Yongkang HuiFeng Guarantee Co., Ltd	No relationship beyond loan	Receive interest income	Not Due

Details of Notes receivable from unrelated parties as of June 30, 2013

Index	Amount ($)	Counter party	Relationship	Purpose of Loan	Manner of settlement
1	11,743,310	Yongkang HuiFeng Guarantee Co., Ltd	No relationship beyond loan	Receive interest income	Not due

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NOTE 12 LAND USE RIGHTS

Land use rights consist of the following:

	June 30, 2013 (Unaudited)	December 31, 2012
Cost of land use rights	$ 16,021,566	$ 15,697,132
Less: Accumulated amortization	(1,564,608)	(1,359,441)
Land use rights, net	$ 14,456,958	$ 14,337,691

As of June 30, 2013 and December 31, 2012, the net book value of land use rights pledged as collateral for the Company s bank loans was $7,374,010 and $7,313,642, respectively. Also see Note 14.

As of June 30, 2013 and December 31, 2012, the net book value of land use rights pledged as collateral for bank loans borrowed by Zhejiang Mengdeli Electronic Co., Ltd. (ZMEC), an unrelated party of the Company, was $3,529,204 and $3,500,426. Also see Notes 21.

It is a common business practice among Chinese companies located in Kandi's geographic region to exchange guarantees related to bank debt without receiving consideration. It is considered a favor for favor business practice, and it is commonly required by lending banks, as in the instances described herein. In return, ZMEC has guaranteed certain bank loans received by the Company. As of June 30, 2013, ZMEC had guaranteed bank loans of the Company totaling $15,836,592. In exchange, the Company provided guarantees for ZMEC's bank and allowed ZMEC to pledge certain assets owned by the Company to secure the repayment of ZMEC s bank loans. Also see Note 14 and Note 21.

The amortization expense for the six months ended June 30, 2013 and 2012 was $175,376 and $173,226 respectively.

Amortization expense for the next five years and thereafter is as follows:

2013 (nine months)	$ 175,376
2014	350,752
2015	350,752
2016	350,752
2017	350,752
Thereafter	12,878,574
Total	$ 14,456,958

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NOTE 13 PLANT AND EQUIPMENT

Plant and equipment consist of the following:

	June 30, 2013 (Unaudited)	December 31, 2012
At cost:		
Buildings	$ 14,498,286	$ 14,204,698
Machinery and equipment	10,652,175	10,396,243
Office equipment	243,056	230,073
Motor vehicles	266,571	255,648
Moulds	34,649,391	33,947,746
	60,309,479	59,034,408
Less : Accumulated depreciation		
Buildings	$ (2,734,786)	$ (2,439,546)
Machinery and equipment	(9,885,592)	(9,154,890)
Office equipment	(180,654)	(163,833)
Motor vehicles	(216,237)	(200,741)
Moulds	(14,840,595)	(11,349,658)
	(27,857,864)	(23,308,668)
Plant and equipment, net	$ 32,451,615	$ 35,725,740

As of June 30, 2013 and December 31, 2012, the net book value of plant and equipment pledged as collateral for bank loans was $8,708,379 and $8,711,583, respectively.

As of June 30, 2013 and December 31, 2012, the net book value of plant and equipment pledged as collateral for bank loans borrowed by Zhejiang Mengdeli Electronic Co., Ltd. (ZMEC), a supplier but unrelated party, was $2,838,741 and $2,834,569. Also see Note 21.

Depreciation expense for six months ended June 30, 2013 and 2012 was $4,028,603 and $2,300,379 respectively.

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NOTE 14 SHORT TERM BANK LOANS

Short-term loans are summarized as follows:

	June 30, 2013 (Unaudited)	December 31, 2012
Loans from China Communication Bank-Jinhua Branch		
Monthly interest only payments at 7.50% per annum, due December 24, 2013	$ 484,794	$ 474,977
Loans from Commercial Bank-Jiangnan Branch		
Monthly interest only payments at 6.89% per annum, due January 5, 2013, guaranteed by Zhejiang Kangli Metal Manufacturing Company, Mr. Hu Xiaoming, Ms. Ling Jiajia, and Ms. Ling Yueping. and pledged by the assets of Jingdezheng De er Investment Industrial Co., Ltd.	-	3,166,511
Monthly interest only payments at 6.30% per annum, due October 10, 2013, guaranteed by Mr. Hu Xiaoming, and Ms. Ling Yueping, and pledged by the assets of the Company.	1,615,978	1,583,256
Monthly interest only payments at 6.30% per annum, due November 25, 2013, guaranteed by Mr. Hu Xiaoming, and Ms. Ling Yueping, and pledged by the assets of the Company.	807,989	791,628
Monthly interest only payments at 6.30% per annum, due January 6, 2014, guaranteed by Zhejiang Kangli Metal Manufacturing Company, Mr. Hu Xiaoming, Ms. Ling Yueping. and pledged by the assets of Jingdezheng De er Investment Industrial Co., Ltd.	3,231,958	-
Loans from China Ever-bright Bank		
Monthly interest only payments at 6.94% per annum, due January 25, 2013, secured by the assets of the Company, guaranteed by Mr. Hu Xiaoming, Nanlong Group Co., Ltd. and Zhejiang Mengdeli Electric Co., Ltd.	-	4,749,766
Monthly interest only payments at 6.94% per annum, due February 13, 2013, secured by the assets of the Company, guaranteed by Mr. Hu Xiaoming, Nanlong Group Co., Ltd. and Zhejiang Mengdeli Electric Co., Ltd.	-	4,749,766
Monthly interest only payments at 7.08% per annum, due December 3, 2013, secured by the assets of the Company, guaranteed by Mr. Hu Xiaoming, Mr. Hu Wangyuan, Nanlong Group Co., Ltd. and Zhejiang Mengdeli Electric Co., Ltd. Also see Note 12 and Note 13.	4,847,936	-

Monthly interest only payments at 7.08% per annum, due December 3, 2013, secured by the assets of the Company, guaranteed by Mr. Hu Xiaoming, Mr. Hu Wangyuan, Nanlong Group Co., Ltd. and Zhejiang Mengdeli Electric Co., Ltd. Also see Note 12 and Note 13.	4,847,936	-
Monthly interest only payments at 7.08% per annum, due December 4, 2013, secured by the assets of the Company, guaranteed by Mr. Hu Xiaoming, Mr. Hu Wangyuan, Nanlong Group Co., Ltd. and Zhejiang Mengdeli Electric Co., Ltd. Also see Note 12 and Note 13.	2,908,762	2,849,860

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NOTE 14 - SHORT TERM BANK LOANS (CONTINUED)

	June 30, 2013 (Unaudited)	December 31, 2012
Loans from Shanghai Pudong Development Bank		
Monthly interest only payments at 6.94% per annum, due June 27, 2013, secured by the property of Ms. Ling Yueping, guaranteed by Yongkang KangBang auto parts Co., Ltd. and Mr. Hu Xiaoming	-	3,166,511
Monthly interest only payments at 6.60% per annum, due July 18, 2013, secured by the property of Ms. Ling Yueping, guaranteed by Yongkang KangBang auto parts Co., Ltd. and Mr. Hu Xiaoming	-	3,166,511
Monthly interest only payments at 6.60% per annum, due December 25, 2013, secured by the property of Ms. Ling Yueping, guaranteed by Yongkang KangBang auto parts Co., Ltd. and Mr. Hu Xiaoming	3,231,958	-
Monthly interest only payments at 6.60% per annum, due December 25, 2013, secured by the property of Ms. Ling Yueping, guaranteed by Yongkang KangBang auto parts Co., Ltd. and Mr. Hu Xiaoming	3,231,958	-
Loans from Bank of Shanghai		
Monthly interest only payments at 6.60% per annum, due December 26, 2013, guaranteed by Mr. Hu Xiaoming, Ms. Ling Yueping, Zhejiang Kangli Metal Manufacturing Company and Nanlong Group Co., Ltd.	4,847,936	4,749,766
Loans from China Ever-growing Bank		
Monthly interest only payments at 7.57% per annum, due April 24, 2013, guaranteed by Mr. Hu Xiaoming, Ms. Ling Yueping, Zhejiang Shuguang industrial Co., Ltd. and Zhejiang Mengdeli Electric Company.	-	3,166,511
Monthly interest only payments at 7.20% per annum, due April 22, 2014, guaranteed by Mr. Hu Xiaoming, Ms. Ling Yueping, Zhejiang Shuguang industrial Co., Ltd. and Zhejiang Mengdeli Electric Company.	3,231,958	-
Total	$ 33,289,163	32,615,063

Interest expense for the six month ended June 30, 2013 and 2012 was $1,125,792, and $1,313,868, respectively.

As of June 30, 2013, the aggregate amount of short-term loans that are guaranteed by various third parties is $32,804,369,

- $15,836,592 is guaranteed by Zhejiang Mengdeli Electric Co Ltd (ZMEC), whose bank loans of $5,138,813 are secured by a pledge, or by the Company s plant and equipment and the land use right for which net book values are

$2,838,741, and $3,529,204, respectively. Also see Note 21.

- $8,079,894 is guaranteed by Zhejiang Kangli Metal Manufacturing Company, whose bank loans of $4,847,936 is guaranteed by the Company. Also see Note 21.

- $3,231,958 is guaranteed by Zhejiang Shuguang industrial Co., Ltd., whose bank loans of $4,847,936 are guaranteed by the Company. Also see Note 21.

- $17,452,570 is guaranteed by Nanlong Group Co., Ltd. whose bank loans of $9,695,873 is also guaranteed by the Company. Also see Note 21.

- $6,463,916 is guaranteed by Yongkang KangBang auto parts Co., Ltd.

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- $3,231,958 is secured by the assets of Jingdezheng De er Investment Industrial Co., Ltd.

It is a common business practice among companies in the region of China where Kandi is located to exchange guarantees for bank debt with no consideration given. It is considered a favor for favor business practice and is commonly required by Chinese lending banks, as in these cases.

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NOTE 15 NOTES PAYABLE

By issuing bank note payables rather than paying cash to suppliers, the Company can defer the payments until the date the bank note payable is due. Simultaneously, the Company needs to deposit restricted cash in banks to back up the bank note payable, while the restricted cash deposited in banks will generate interest income.

Notes payable are summarized as follows:

	June 30,2013 (Unaudited)	December 31, 2012
Bank acceptance notes:		
Due March 26, 2013	$ -	$ 1,583,255
Due March 26, 2013	-	1,583,255
Due June 24, 2013	-	3,166,511
Due June 24, 2013	-	6,333,023
Due June 25, 2013	-	2,533,209
Due June 25, 2013	-	10,132,835
Due October 11, 2013	1,615,979	-
Due December 6, 2013	6,059,920	-
Due December 19, 2013	7,407,647	-
Due December 19, 2013	10,773,731	-
Due March 18, 2014	1,939,175	-
Subtotal	$ 27,796,452	$ 25,332,088
Notes payable to unrelated companies:		
Due August 31 , 2013	41,045,861	-
Subtotal	$ 41,045,861	$ -
Total	$ 68,842,313	$ 25,332,088

All the bank acceptance notes do not bear interest, but are subject to bank charges of 0.05% of the principal as commission on each transaction. Bank charges for notes payable were $13,765 for the six months ended June 30, 2013.

Restricted cash of $11,313,468 is held as collateral for the following notes payable as of June 30, 2013:

Due October 11, 2013	1,615,979
Due December 6, 2013	6,059,920
Due December 19, 2013	7,407,647
Due December 19, 2013	10,773,731
Total	$ 25,857,277

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NOTE 16 BOND PAYABLE

Due Date	Face Value	Coupon rate	Interest record date	Interest pay date
December 27, 2015	12,927,830	12%	27 December	27 December
Total face value	12,927,830			

On December 27, 2012, we borrowed RMB 80,000,000 ($12,927,830) from China Ever-bright Securities Co. Ltd. pursuant to a bond issued to them by us. The maturity date is December 27, 2015 and no principal payments are required prior to maturity. The interest rate is 12% and interest is payable on December 27 in each of 2013, 2014 and 2015. The obligation is secured by an unrelated third party.

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NOTE 17 TAX

(a) Corporation Income Tax (CIT)

On March 16, 2007, the National People s Congress of the PRC adopted a new corporate income tax law (the new CIT law) in its fifth plenary session. The new corporate income tax law took effect on January 1, 2008. In accordance with the relevant tax laws and regulations of the PRC, the applicable corporate income tax (CIT) rate of Kandi is 25%. However, likewise to fiscal year ended 2012, in fiscal year 2013, the Company, as a result of qualifying as a high technology company in China, is both entitled to pay a reduced income tax rate of 15% and entitled to a research and development tax credit of 25% of 50% actual spending, with effective rate of 36.5% and 34.6% savings, resulting in a total tax benefit of 51.5% and 60.7% .

Kandi New Energy is a subsidiary of the Company and its applicable corporate income tax rate is 25%.

Yongkang Scrou Electric. Co., Ltd is a subsidiary of the Company and its applicable corporate income tax rate is 25%

Kandi Electric Vehicles (Changxing) Co., Ltd. is a subsidiary of the Company and its applicable corporate income tax rate is 25%.

Kandi Electric Vehicles (Wanning) Co., Ltd. is a subsidiary of the Company and its applicable corporate income tax rate is 25%.

Zhejiang Kandi Electric Vehicles Co., Ltd is a joint venture company, a 50% owned subsidiary of the Company and its applicable corporate income tax is 25%.

According to the PRC CIT reporting system, the CIT sales cut-off base is concurrent with the value added tax (VAT) which will be reported to the State Administration of Taxation (SAT) on a quarterly basis. Since the VAT and CIT are accounted for on a VAT tax basis that recorded all sales on a State provided official invoices reporting system, the Company is reporting the CIT according to the SAT prescribed tax reporting rules. Under the VAT tax reporting system, sales cut-off did not take the accrual basis but rather on a VAT taxable reporting basis. Therefore, when the company adopted US GAAP on accrual basis, the sales cut-off CIT timing difference which is derived from the VAT reporting system and will create a temporary sales cut-off timing difference; this difference is reflected in the deferred tax assets or liabilities calculations on the income tax estimate reported in the Form 10-K..

Effective January 1, 2007, the Company adopted ASC 740, Income Taxes. The interpretation addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements.

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Under ASC 740, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. ASC 740 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. As of June 30, 2013, the Company does not have a liability for unrecognized tax benefits. The Company files income tax returns to the Internal Revenue Services (IRS) and states where the Company has operation. The Company is subject to U.S. federal or state income tax examinations by IRS and relevant state tax authorities for years after 2006. During the periods open to examination, the Company has net operating loss carry forwards (NOLs) for U.S. federal and state tax purposes that have attributes from closed periods. Since these NOLs may be utilized in future periods, they remain subject to examination. The Company also files certain tax returns in China. As of June 30, 2013 the Company was not aware of any pending income tax examinations by China tax authorities. The Company's policy is to record interest and penalties on uncertain tax provisions as income tax expense. [As of June 30, 2013, the Company has no accrued interest or penalties related to uncertain tax positions. The Company has not recorded a provision for U.S federal income tax for the reporting period ended June 30, 2013 due to the net operating loss position and having net operating loss carry forward in the United States.

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NOTE 17 TAX (CONTINUED)

Income tax expense (benefit) for the six months ended June 30, 2013 and 2012 is summarized as follows:

	For the Six Months Ended June 30, (Unaudited)			
	2013		2012	
Current:				
Provision for CIT	$	244,901	$	661,120
Provision for Federal Income Tax				
Deferred:				-
Provision for CIT				
Income tax expense (benefit)	$	244,901	$	661,120

The Company s income tax expense (benefit) differs from the expected tax expense for the six months ended June 30, 2013 and 2012 (computed by applying the U.S. Federal Income Tax rate of 34% and PRC Corporation Income Tax rate of 25%, respectively to income before income taxes) as follows:

	For the Six Months Ended June 30, (Unaudited)			
	2013		2012	
Computed "expected" expense	$	270,920	$	608,465
Favorable tax rate		(294,960)		(600,060)
Permanent differences		31,346		650,463
Valuation allowance		237,595		2,252
Income tax expense (benefit)	$	244,901	$	661,120

The tax effects of temporary differences that give rise to the Company s net deferred tax assets and liabilities as of June 30, 2013 and December 31, 2012 are summarized as follows:

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NOTE 17 TAX (CONTINUED)

	June 30, 2013 (Unaudited)	December 31, 2012
Current portion:		
Deferred tax assets (liabilities):		
Expense	$ (10,288)	$ (193,777)
Subtotal	(10,288)	(193,777)
Deferred tax assets (liabilities):		
Sales cut-off (CIT tax reporting on VAT tax system)	10,190	138,611
Other	3,917	-
Subtotal	14,107	138,611
Total deferred tax assets (liabilities) current portion	3,819	(55,166)
Non-current portion:		
Deferred tax assets:		
Depreciation	210,735	223,409
Loss carried forward	237,595	1,172,097
Valuation allowance	(237,595)	(1,172,097)
Subtotal	210,735	223,409
Deferred tax liabilities:		
Accumulated other comprehensive gain	(596,132)	(222,714)
Subtotal	(596,132)	(222,714)
Total deferred tax assets non-current portion	(385,397)	695
Net deferred tax assets (liabilities)	$ (381,578)	$ (54,471)

(b) Tax Benefit (Holiday) Effect

For the six months ended June 30, 2013 and 2012 the PRC corporate income tax rate was 25%. Certain subsidiaries of the Company are entitled to tax benefit (holidays) for the six months ended June 30, 2013 and 2012.

The combined effects of the income tax expense exemptions and reductions available to the Company for the six months ended June 30, 2013 and 2012 are as follows:

	For the Six Months Ended June 30 (Unaudited) 2013	2012
Tax benefit (holiday) credit	$ 294,960	$ 600,060
Basic net income per share effect	$ 0.01	$ 0.02

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NOTE 18 - STOCK OPTIONS, WARRANTS AND CONVERTIBLE NOTES

(a) Stock Options

On February 11, 2009, the Compensation Committee of the Board of Directors of the Company approved the grant of stock options for 2,600,000 shares of common stock to ten of the Company's employees and directors. The stock options vest ratably over three years and expire in ten years from the grant date. The Company valued the stock options at $2,062,964 and amortizes the stock compensation expense using the straight-line method over the service period from February 11, 2009 through February 11, 2012. The value of the options was estimated using the Black Scholes Model with an expected volatility of 164%, expected life of 10 years, risk-free interest rate of 2.76% and expected dividend yield of 0.00% . As of June 30, 2013, options for 2,366,672 shares have been exercised and 6,668 options have been forfeited.

On October 6, 2009, the Company executed an agreement (Cooperation Agreement) with Wang Rui and Li Qiwen, third-party consultants, whereby Mr. Wang and Mr. Li are to provide business development services in China to the Company in exchange for options to purchase 350,000 shares of the Company s common stock at an exercise price of $1.50 per share. Per the agreement, 250,000 of these options vested and became exercisable on March 6, 2011, and 100,000 will vest and become exercisable on June 6, 2011. The options will expire after ten years. The options are issued under and subject to the terms of the Company s 2008 Omnibus Long-Term Incentive Plan. No required dates of service are specified on the consulting agreement. No repurchase features or cash settlement provisions are specified in the terms and conditions of the Notice of Grant of Stock Option.

The following is a summary of the stock option activities of the Company:

	Activity	Weighted Average Exercise Price
Outstanding as of January 1, 2013	326,660	$ 1.01
Granted	-	-
Exercised	-	-
Cancelled	-	-
Outstanding as of June 30, 2013	326,660	1.01

The following table summarizes information about stock options outstanding as of June 30, 2013:

Options Outstanding			Options Exercisable	
Number of shares	Exercise Price	Remaining Contractual life (in years)	Number of shares	Exercise Price
226,660	$ 0.80	5.75	226,660	$ 0.80
100,000	1.50	6.25	100,000	1.50

The fair value per share of the 2,600,000 options issued to the employees and directors is $0.7934 per share. The fair value per share of the unexercised 100,000 options issued to Wang Rui and Li Qiwen, which became exercisable on June 6, 2010, is $3.44.

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NOTE 18 - STOCK OPTIONS, WARRANTS AND CONVERTIBLE NOTES (CONTINUED) (b) Warrants and Convertible Notes

On September 21, 2009, the Company executed an agreement (Consulting Agreement) with a third-party consultant, whereby the consultant is to provide management consulting and advisory services for a period of 12 months, beginning on September 22, 2009, and ending on September 22, 2010. As compensation for the services provided, the Company agreed to issue 200,000 warrants to purchase the Company s common stock, with 100,000 of these warrants issued at an exercise price of $2.00 per share and 100,000 of these warrants issued at an exercise price of $2.50 per share. All of the warrants have a five year contractual term and were granted on October 22, 2009. The warrants vested in full and became exercisable on January 21, 2010, upon the closing of an initial round of financing. The fair value per share of the 100,000 warrants issued under the Consulting Agreement with an exercise price of $2.00 is $4.56, and the fair value per share of the 100,000 warrants issued under the Consulting Agreement with an exercise price of $2.50 is $4.48. As of June 30, 2013, the consultant had cashless exercised all the 200,000 warrants.

Under a Securities Purchase Agreement, dated as of January 21, 2010, by and among the Company and certain investors thereto, the Company issued a total of $10 million of senior secured convertible notes (the Convertible Notes) and warrants exercisable for an aggregate of 800,000 shares of the Company s Common Stock (the Investor Warrants), for gross proceeds of $10 million. As of January 21, 2010, at the price of $6.25 per share, the Convertible Notes were convertible into 1,600,000 shares of Common Stock. The Investor Warrants expired on January 21, 2013.

Pursuant to the terms of the Convertible Notes and the Investor Warrants, on May 18, 2010, the conversion price of the Convertible Notes was adjusted to $3.5924 per share and the exercise price of the presently expired Investor Warrants and placement agent warrants was adjusted to $4.3907 per share. On August 19, 2010, the conversion price of the Convertible Notes was adjusted to $3.1146 per share and the exercise price of the presently expired Investor Warrants and placement agent warrants was adjusted to $3.8067 per share. As a result, the number of Investor Warrants and warrants issued to the placement agent were adjusted to 1,379,148 and 137,915 respectively. As of June 30, 2013, the investors had converted all $10,000,000 principal amount and $159,522 of accrued interest of the Convertible Notes into an aggregate of 3,121,121 shares of Common Stock.

As of June 30, 2013, 1,162,073 Investor Warrants and 124,123 warrants issued to the placement agent have been exercised. The remaining 217,075 Investor Warrants and 13,792 placement agent warrants were forfeited.

On December 21, 2010, the Company agreed to sell to certain institutional investors up to 3,027,272 shares of the Company s common stock and warrants to purchase up to 1,210,912 shares of the Company s common stock in fixed combination, with each combination consisting of one share of common stock and a warrant to purchase 0.40 shares of common stock in a registered direct public offering (Second Round Warrants). The warrants became exercisable immediately following the closing date of the offering and remain exercisable for three years thereafter at an exercise price of $6.30 per share. As of June 30, 2013, the fair value of Second Round Warrants is $0.94 per share, and 218,181 Second Round Warrants have been exercised. The exercise price of the Second Round Warrants is subject to a presently undetermined exercise price adjustment as a result of the registered direct offering that closed on July 1, 2013.

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NOTE 19 STOCK AWARD

In connection with his appointment to the Board of Directors, and as compensation for serving, the Board of Directors has authorized the Company to provide Mr. Henry Yu with 5,000 shares of Company s restricted common stock every six months, par value $0.001 from July 2011.

As compensation for his services, the Board of Directors has authorized the Company to provide Mr. Jerry Lewin with 5,000 shares of Company s restricted common stock every six months, par value $0.001 from August 2011.

The fair value of awarded stock is determined by the closing price of our common stock on the date of stock award, or estimated by the closing price of our common stock on the reporting date if stock has not yet been awarded.

NOTE 20 INTANGIBLE ASSETS

The following table provides the gross carrying value and accumulated amortization for each major class of intangible assets other than goodwill:

	Remaining useful life as of June 30, 2013		June 30, 2013 (Unaudited)	December 31, 2012
Gross carrying amount:				
Tradename	8.5 years	$	492,235	492,235
Customer relations	8.5 years		304,086	304,086
			796,321	796,321
Less : Accumulated amortization				
Tradename		$	(59,204)	(33,831)
Customer relations			(36,574)	(20,899)
			(95,778)	(54,730)
Intangible assets, net		$	700,543	741,591

The aggregate amortization expense for those intangible assets that continue to be amortized is reflected in amortization of intangible assets in the Consolidated Statements of Income and comprehensive Income was $41,048 and $13,682 for the six months ended June 30, 2013 and 2012, respectively.

Amortization expense for the next five years and thereafter is as follows:

2013 (six months)	$	41,047
2014		82,095
2015		82,095
2016		82,095
2017		82,095
Thereafter		331,116
Total	$	700,543

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NOTE 21 COMMITMENTS AND CONTINGENCIES

(a) Guarantees and Pledged collateral for third party bank loans

As of June 30, 2013, the Company provided guarantees for the following third parties:

(1) Guarantees for bank loans

Guarantee provided to		Amount
Zhejiang Kangli Metal Manufacturing Company.	$	4,847,936
Zhejiang Shuguang industrial Co., Ltd.		4,847,936
Yongkang Angtai Trade Co., Ltd.		807,989
Nanlong Group Co., Ltd.		9,695,873
Total	$	20,199,734

On December 26, 2012, the Company entered into a guarantee contract to serve as the guarantor for the bank loan borrowed from Shanghai Bank Hangzhou branch in the amount of $4,847,936 by Zhejiang Kangli Metal Manufacturing Company. (ZKMMC) for the period from December 26, 2012 to December 26, 2013. ZKMMC is not related to the Company. Under this guarantee contract, the Company shall perform all obligations of ZKMMC under the loan contract if ZKMMC fails to perform its obligations as set forth in the loan contract.

On October 9, 2012, the Company entered into a guarantee contract to serve as the guarantor for the bank loan borrowed from PingAn Bank Hangzhou branch in the amount of $4,847,936 by Zhejiang Shuguang industrial Co., Ltd. (ZSICL) for the period from October 9, 2012 to October 9, 2013. ZSICL is not related to the Company. Under these guarantee contracts, the Company shall perform all obligations of ZSICL under the loan contracts if ZSICL fails to perform its obligations as set forth in the loan contracts.

On January 6, 2013, the Company entered into a guarantee contract to serve as the guarantor for the bank loans borrowed from China Communication Bank Jinhua Branch in the amount of $807,989 by Yongkang Angtai Trade Co., Ltd. (YATCL) for the period from January 6, 2013 to January 6, 2014. YATCL is not related to the Company. Under these guarantee contracts, the Company shall perform all obligations of YATCL under the loan contracts if YATCL fails to perform its obligations as set forth in the loan contracts.

On March 15, 2013 and December 26, 2012, the Company entered into two guarantee contracts to serve as the guarantor for the bank loans borrowed from Shanghai Pudong Development Bank Jinhua Branch and Shanghai Bank Hangzhou branch in the amount of $3,231,958 and $6,463,915 respectively by Nanlong Group Co., Ltd. (NGCL) for the period from March 15, 2013 to March 15, 2016, and December 26, 2012 to December 26, 2013 respectively. NGCL is not related to the Company. Under this guarantee contract, the Company shall perform all obligations of NGCL under the loan contract if NGCL fails to perform its obligations as set forth in the loan contract.

(2) Pledged collateral for a third party s bank loans

As of June 30, 2013, the Company provided the land use rights and plant and equipment pledged as collateral for the following third party:

Zhejiang Mengdeli Electric Co., Ltd.:		
Land use rights net book value	$	3,529,204

Plant and equipment net book value	$	2,838,741

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It is a common business practice among the Chinese companies located in Kandi's geographic region to exchange guarantees for bank debt with no consideration given. It is considered a favor for favor business practice and is commonly required by the lending banks as in the instances above. These companies provided guarantees for the Company s bank loans as well. The banks involved in these guarantee transactions typically allow a maximum loan amount based on a 30% to 70% discount on the net book value of the pledged collateral. Also see Note 14.

(b) Pending litigation

As of June 30, 2013, two lawsuits were pending in Ripley County, Missouri against the Company and its subsidiary Zhejiang Kandi Vehicles Co., Ltd.(Kandi Vehicles) as well as other parties, Kandi Investment Group and SunL, related to two persons who died in an accident on March 3, 2006 while operating a go-cart allegedly manufactured by Kandi Vehicles. Kandi Investment Group was a major shareholder of Kandi Vehicles but it transferred all its equity in Kandi Vehicles to Continental Development Limited in November 2006. Since then, Kandi Investment Group has been unrelated to the Company or its affiliates. The cases were filed in 2009 and were known as Elder vs. SunL Group and Griffen vs. SunL Group.

On July 29, 2013, Judge Michael M. Pritchett of the Circuit Court of Ripley County of the State of Missouri (the "Court") entered final orders and judgments in favor of the Company and Kandi Vehicles and against plaintiffs GRIFFIN and ELDER, respectively, pursuant to the jury verdicts rendered in two cases of GRIFFIN v. SUNL GROUP, et al., and ELDER v. SUNL GROUP, et al. on July 17, 2013. The costs of defendants Kandi Vehicles and Kandi Technologies are to be taxed to the plaintiffs.

(c) Asset purchase

On February 27, 2013, Kandi Vehicles entered into an Assets Purchase Agreement (the Purchase Agreement) with Zhejiang New Energy Vehicle System Co., Ltd., a limited liability company in China (New Energy). Pursuant to the terms and conditions of the Purchase Agreement the Company agreed to purchase EV assembly lines and related facilities for a total price of RMB 0.28 billion. The Company currently expects that all of the purchased assets will be transferred by the end of August 2013.

NOTE 22 SUBSEQUENT EVENTS

On June 26, 2013, the Company entered into a Securities Purchase Agreement with certain institutional investors (the "Investors") that closed on July 1, 2013 pursuant to which the Company sold to the Investors, in a registered direct offering, an aggregate of 4,376,036 shares of our common stock at a negotiated purchase price of $6.03 per share, for aggregate gross proceeds of approximately $ 26,387,500, before deducting fees to the placement agent and other estimated offering expenses payable by the Company. As part of the transaction, the Investors also received Series A warrants for the purchase of up to 1,750,415 shares of our Common Stock at an exercise price of $7.24 per share and an option to make an additional investment in the form of Series B warrants and Series C warrants: Series B warrants to purchase a maximum aggregate of 728,936 shares of our common stock at an exercise price of $7.24 per share and the Series C warrants to purchase a maximum aggregate of 291,574 shares of our common stock at an exercise price of $8.69.

On July 11, 2013, Zhejiang ZuoZhongYou Electric Vehicle Service Co., Ltd. ("ZZY EV Service Company") was incorporated and capitalized by Jiaxing Jiale Investment Partnership Enterprise, Jiaxing Jiazheng Investment Partnership Enterprise and Zhejiang Kandi Electric Vehicles Co., Ltd.(the JV Company). The JV Company has a 19%

ownership interest in ZZY EV Service Company. The Company, indirectly through Kandi Vehicles, has a 9.5% ownership interest in ZZY EV Service Company.

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

This report contains forward-looking statements within the meaning of the federal securities laws that relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology, such as "may," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "project," "predict," "intend," "potential" or "continue" or the negative of such terms or other comparable terminology, although not all forward-looking statements contain such terms.

In addition, these forward-looking statements include, but are not limited to, statements regarding implementing our business strategy; development and marketing of our products; our estimates of future revenue and profitability; our expectations regarding future expenses, including research and development, sales and marketing, manufacturing and general and administrative expenses; difficulty or inability to raise additional financing, if needed, on terms acceptable to us; our estimates regarding our capital requirements and our needs for additional financing; attracting and retaining customers and employees; sources of revenue and anticipated revenue; and competition in our market.

Forward-looking statements are only predictions. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. All of our forward-looking information is subject to risks and uncertainties that could cause actual results to differ materially from the results expected. Although it is not possible to identify all factors, these risks and uncertainties include the risk factors and the timing of any of those risk factors described in the Company s Form 10-K for the year ended December 31, 2012 and those set forth from time to time in our filings with the Securities and Exchange Commission (SEC). These documents are available on the SEC s Electronic Data Gathering and Analysis Retrieval System athttp://www.sec.gov.

Critical Accounting Policies and Estimates

Policy affecting options, and warrants

The Company s stock option cost is recorded in accordance with ASC 718 and ASC 505.

The fair value of stock options is estimated using the Black-Scholes-Merton model. The Company s expected volatility assumption is based on the historical volatility of the Company s stock. The expected life assumption is primarily based on the expiration date of the option. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant. Stock option expense recognized is based on awards expected to vest, and there were no estimated forfeitures. ASC standards requires forfeitures to be estimated at the time of grant and revised in subsequent periods, if necessary, if actual forfeitures differ from those estimates.

Warrant costs are recorded in liabilities and equities, respectively, in accordance with ASC 480, ASC 505 and ASC 815.

The fair value of a warrant, which is classified as a liability, is estimated using a Black-Scholes-Merton model. The Company s expected volatility assumption is based on the historical volatility of the Company s stock. The expected life assumption is primarily based on the expiration date of the warrant. The risk-free interest rate for the expected term of the warrant is based on the U.S. Treasury yield curve in effect at the time of measurement. The warrants, which are freestanding derivatives and are classified as liabilities on the balance sheet, will be measured at fair value on each reporting date, with decreases in fair value recognized in earnings and increases in fair values recognized in expenses.

The Company determined that the fair value of equity based warrants, which are not considered derivatives under ASC 815, should be estimated using the Black-Scholes-Merton model. The Company s expected volatility assumption is based on the historical volatility of the Company s stock. The expected life assumption is primarily based on the expiration date of the warrant. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

Estimates affecting accounts receivable and inventories

The preparation of our consolidated financial statements requires management to make estimates and assumptions that affect our reporting of assets and liabilities (and contingent assets and liabilities). These estimates are particularly significant where they affect the reported net realizable value of the Company s accounts receivable and inventories.

Accounts receivable are recognized and carried at net realizable value. An allowance for doubtful accounts is recorded in periods where we determine a loss is probable, based on our assessment of specific factors such as troubled collection, historical experience, accounts aging, ongoing business relation and other factors. Accounts are written off after an exhaustive collection effort. If accounts receivable are to be provided for, or written off, they are recognized in the consolidated statement of operations within operating expenses line item. As of June 30, 2013 and December 31, 2012, the Company recorded no allowance for doubtful accounts. This determination was made per our management's judgment, which was based on their best knowledge.

Inventories are stated at the lower of cost, determined on a weighted average basis, or net realizable value. Net realizable value is the estimated sales price, in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale. When inventories are sold, their carrying amount is charged to expense in the year in which the revenue is recognized. Write-downs for declines in net realizable value or for losses of inventories are recognized as an expense in the year the impairment or loss occurs. There were no declines in net realizable value of inventory for the six months ended June 30, 2013.

While the Company currently believes that there is little likelihood that actual results will differ materially from these current estimates, if customer demand for our products decreases significantly in the near future, or if the financial condition of our customers deteriorates in the near future, the Company could realize significant write downs for slow-moving inventories or uncollectible accounts receivable.

Revenue Recognition

Revenues represent the invoiced value of goods sold, recognized upon the shipment of goods to customers. Revenues are recognized when all of the following criteria are met:

- Persuasive evidence of an arrangement exists;
- Delivery has occurred or services have been rendered;
- The seller s price to the buyer is fixed or determinable; and
- Collectability is reasonably assured.

Results of Operations

Comparison of Six Months Ended June 30, 2013 and 2012

The following table sets forth the amounts and percentage relationship to revenue of certain items in our condensed consolidated statements of income and comprehensive income

	For Six Months Ended June 30, 2013	% Of Revenue	For Six Months Ended June 30, 2012	% Of Revenue	Change In Amount	Change In %
REVENUES, NET	$ 26,820,348	100%	$ 25,416,517	100%	$ 1,403,831	5.5%
COST OF GOODS SOLD	(20,640,696)	(77.0%)	(20,287,410)	(79.8%)	(353,286)	1.7%
GROSS PROFIT	6,179,652	23.0%	5,129,107	20.2%	1,050,545	20.5%
Research and development	(1,362,156)	(5.1%)	(1,376,186)	(5.4%)	14,030	(1.0%)
Selling and distribution expenses	(161,034)	(0.6%)	(173,036)	(0.7%)	12,002	(6.9%)
General and administrative expenses	(2,025,243)	(7.6%)	(1,579,670)	(6.2%)	(445,573)	28.2%
INCOME FROM OPERATIONS	2,631,219	9.8%	2,000,215	7.9%	631,004	31.5%
Interest income (expense), net	(1,287,810)	(4.8%)	(56,940)	(0.2%)	(1,230,870)	2,161.7%
Change in fair value of financial instruments	(92,339)	(0.3%)	1,961,526	7.7%	(2,053,865)	(104.7%)
Government grants	49,807	0.2%	25,308	0.1%	24,499	96.8%
Investment (loss) income	(39,916)	(0.1%)	(27,411)	(0.1%)	(12,505)	45.6%
Other income, net	176,513	0.7%	46,602	0.2%	129,911	278.8%
(LOSS) INCOME FROM OPERATIONS BEFORE INCOME TAXES	1,437,474	5.4%	3,949,300	15.5%	(2,511,826)	(63.6%)
INCOME TAX (EXPENSE)	(244,901)	(0.9%)	(661,120)	(2.6%)	416,219	(63.0%)
NET (LOSS) INCOME	1,192,573	4.4%	3,288,180	12.9%	(2,095,607)	(63.7%)

(a) Revenue

For the six months ended June 30, 2013, our revenue increased by 5.5% from $25,416,517 to $26,820,348 as compared to the six months ended June 30, 2012.

The following table lists the number of vehicles sold, categorized by vehicle types, within the six months ended June 30, 2013 and 2012:

	Six Months Ended June 30			
	2013		2012	
	Unit	Sales	Unit	Sales
ATV	8,480	4,272,289	7,078	2,961,947
EV	632	3,758,907	639	2,636,852
Go-Kart	18,411	15,628,994	16,982	15,733,057
Utility vehicles (UTVs)	340	863,818	35	133,382
Three wheeled motorcycle	179	234,012	498	683,966
Refitted car	33	878,801	64	1,734,629
Auto generator	35,724	1,183,527	28,298	1,532,684
Total	63,799	26,820,348	53,594	25,416,517

Off-Road Vehicles

During the six months ended June 30, 2013, revenues from our ATVs experienced a significant increase of $1,310,342, or 44.2% compared to the six months ended June 30, 2012. This was attributable to 20.4% increase in the average unit price and an increase in overall unit sales of 19.8% . In the first six months of 2013, sales our ATV continued to increase; in comparison to six months ended June 30, 2012, we sold more higher end and middle end ATVs during this reporting period.

During the six months ended June 30, 2013, we experienced a slight decrease in revenue realized from Go-Kart sales of $104,063 or 0.7% compared to the same period last year. This was mainly attributable to a 8.4% decrease in average unit price compared to the six months ended June 30, 2012, because the Go-Karts sold in the second quarter of 2013 were primarily low price models. The decrease average unit price was somewhat offset by the fact that the Company sold more Go-Kart units in this six months of 2013, especially during the second quarter of 2013, resulting in a 8.4% increase from 16,982 units in the six months of 2012 to 18,411 units during the same period in 2013.

We experienced a significant decrease in revenue generated from sales of our three-wheeled motorcycle (TT). TT sales revenue decreased from $683,966 in the six months ended June 30, 2012 to $234,012 during the first six months of 2013. This 65.8% decrease in revenue was primarily attributable to a 64.1% decrease in unit sales. In addition, the average unit price decreased 4.8% during the six months ended June 30, 2013, compared to the same period of last year. This change was primarily attributable to the fact that the TTs we sold during the three months ended March 31, 2013 were mainly price-competitive gas-electric hybrid TTs in the Chinese markets; however, during the three months ended June 30, 2013, 90% of the TTs sold were higher price models, resulting in a total overall unit price decrease of only 4.8% .

UTVs experienced a significant increase in revenues from $133,382 to $863,818. This 547.6% increase was mainly due to a 871.4% increase in unit sales, from 35 in the six months ended June 30, 2012 to 340 units during the six months ended June 30, 2013. This significant increase is primarily attributable to two large UTV orders received by the Company during the six months ended June 30, 2013. However, the UTVs purchased in these orders were cheaper models in comparison to other UTV products offered by the Company.

EV

For the six months ended June 30, 2013, revenues from EV sales increased by $1,122,055, or 42.6%, compared to the same period in 2012. This increase was primarily attributable to an increase in the average unit sales price of 44.1% over the comparable period of last year; however, we experienced a slight 1.1% decrease in unit sales. This significant average unit price increase was primarily due to sales of a higher price model during the six months ended June 30, 2013, compared to the same period of 2012. However, in comparison to the fourth quarter of fiscal year 2012, sales of EVs decreased in the first and second quarter of 2013. This decrease is likely attributable to the discontinuation of a government subsidy at the end of fiscal year ended 2012. However, the Company believes that the Chinese government will either extend the previous financial subsidy to consumers or introduce a comparable subsidy in the near future.

Refitted car

For the six months ended June 30, 2013, revenues generated from sales of our refitted cars decreased by $855,828, or 49.3% compared to the same period of last year. This decrease in revenue was primarily attributable to a 48.4% decrease in unit sales, from 64 units during the six months ended June 30, 2012 to 33 units during the six months ended June 30, 2013. In addition to sales of our refitted cars, the Company generated revenue by refitting other companies vehicles to meet special requirements for certain customers. As this business has not been a large-scale business, the Company plans to end the business during the 3rd quarter of 2013 and focus on expanding its electric vehicles market in Hangzhou.

Auto generator

On April 25, 2012, the Company acquired Yongkang Scrou, a manufacturer of various auto generators. For the six months ended June 30, 2013, a total of 35,724 sets of auto generators were sold with sales totaling $1,183,527. Compared to the same period of last year, in the first six months of 2013, the revenue created by our auto generator business decreased 22.8%, which is mainly attributable to a 38.8% decrease in unit price. However, the decrease in unit price caused our unit sales to increase 26.2% . The significant decrease in unit price is because a portion of the auto generators sold during the six months ended June 30, 2013 were simplified products specialized for a customer.

The following table shows the breakdown of our revenues from its customers by geographical markets based on the location of the customer during the six months ended June 30, 2013 and 2012:

	Six Months Ended June 30			
	2013		2012	
	Sales	Percentage	Sales	Percentage
North America	$ 2,723,533	10%	$ 3,195,806	13%
China	23,479,387	88%	21,675,976	85%
Europe & other region	617,428	2%	544,735	2%
Total	$ 26,820,348	100%	$ 25,416,517	100%

For the six months ended June 30, 2013, about 70% of sales in China were to Chinese export agents, who resell the company s products to markets around the world.

(b) Cost of goods sold

Cost of goods sold during the six months ended June 30, 2013 was $20,640,696, representing an increase of $353,286, or 1.7% compared to six months ended June 30, 2012, which corresponded to the increase in our revenue.

(c) Gross profit

Gross profit for the first six months of 2013 increased 20.5% to $6,179,652, compared to $5,129,107 for the same period last year. This was mainly attributable to our increase in revenue. Simultaneously, our gross margin increased to 23.0% compared to 20.2% for the same period of 2012. This increase was primarily due to Yongkang Scrou s adjustment to its product structure and disposal of its old products in the second quarter of 2012, which decreased our gross margin in the six months of 2012.

(d) Selling and distribution expenses

Selling and distribution expenses were $161,034 for the six months ended June 30, 2013, compared to $173,036 for the same period in 2012, representing a 6.9% decrease. This decrease is primarily attributable to a decrease in our advertising related fees during this reporting period.

(e) General and administrative expenses

General and administrative expenses were $2,025,243 for the six months ended June 30, 2013, compared to $1,579,670 for the same period in 2012, a 28.2% increase. For the six months ended June 30, 2013, general and administrative expenses did not include any stock-based compensation costs which amounted to $19,053 for the same period in 2012. However, general and administrative expenses included $53,042 in expenses for common stock awards to employees and consultants for financing and investor relations services, compared to $27,808 for the same period in 2012. Excluding stock based compensation costs and stock award costs, our net general and administrative expenses for the six months ended June 30, 2013 were $1,972,201, an increase of 28.7% for the same period of 2012 $1,532,809. This increase was primarily attributable to higher depreciation and amortization costs.

(f) Research and development

Research and development expenses were $1,362,156 for the six months ended June 30, 2013, compared to $1,376,186 from the same period in 2012, a 1.0% decrease. This decrease was primarily because of research and development for our present models was nearly finished in year 2012, although we conducted additional research on our UTV product in the quarter ended June 30, 2013 as described below.

(g) Government grants

Government grants totaled $49,807 for the six months ended June 30, 2013, an increase of 96.8% from $25,308 in the corresponding period in 2012. Among the $49,807 government grants, $560 was for technology innovation and patent application, $16,005 was for subsidies to supporting companies that have competitive advantages, and $33,242 was related to export subsidies.

(h) Net interest (expense) income

Net interest expense was ($1,287,810) for the six months ended June 30, 2013, compared to net interest expense of ($56,940) for the same period last year, representing a significant increase. For the six months ended June 30, 2013, the interest expenses related to convertible notes was $0, and the interest incurred by the a debt discount amortization, was $0, since all remaining convertible notes were converted during the first fiscal quarter of 2012. In comparison to the same period last year, our interest expense for convertible notes was $2, and the interest incurred by a debt discount amortization was $43. Excluding the effects aforementioned, net interest expenses for this reporting period was ($1,287,810), a 2,163.5% increase compared to a net interest expense of ($56,895) for the same period in 2012. This increase was primarily attributable to: (i) a decrease of interest income earned on note receivables issued to third parties; and (ii) bond interest expenses incurred by the Company.

(i) Change in fair value of financial instruments

For the six months ended June 30, 2013, interest expense, caused by changes in the fair value of warrants issued to investors and placement agents, was ($92,339), while, for the same period of last year, interest income was $1,961,526. The main reason for this change is because the price of the Company s common stock was $5.62 as of June 30, 2013, much higher compared to the stock price as of June 30, 2012, although the remaining life of the warrants is shorter.

(j) Other Income, Net

Net other income was $176,513 for the six months ended June 30, 2013, compared to $46,602 for the same period of last year, a significant increase of $129,911 or 278.8% . This increase is primarily attributable to lease income the Company received during this reporting period.

(k) Investment (loss) income

Investment losses were ($39,916) for the first six months ended June 30, 2013, compared to a loss of ($27,411) for the corresponding period in 2012. For the six months ended June 30, 2013, ($29,540), investment losses were attributable to our 30% equity interest investment in Jinhua Service, and ($10,376) investment loss was attributable to our 50% equity investment in the JV Company. While for the same period of 2012, investment losses were primarily attributable to our 30% equity interest investment in Jinhua Service.

(l) Net income

The operating performance of the Company for the six months ended June 30, 2013 reflected a net income of $1,192,573, a decrease of $2,095,607 or 63.7% from a net income of $3,288,180 for the same period of last year. This decrease was primarily attributable to the effects resulting from a change in the fair value of warrants.

Excluding the effects of option related expenses, which was $0 and $19,053 for the six months ended June 30, 2013 and 2012 respectively; the stock award expense, which was $53,042 and $27,808 for the six months ended June 30, 2013 and 2012 respectively; convertible note interest expenses, which were $0 and $2 for the six months ended June 30, 2013 and 2012 respectively; the effect caused by amortization of discount on convertible notes, which was $0 and $43 for the six months ended June 30, 2013 and 2012 respectively; and the change in the fair value of financial derivatives, which was ($92,339) and $1,961,526 for the six months ended June 30, 2013 and 2012 respectively, for the six months ended June 30, 2013, the Company s net income was $1,337,954, a decrease 2.6%, compared to a net income of $1,373,560 for the same period of 2012, excluding the same effects. This decrease is primarily attributable to an increase in net interest expense during this reporting period.

Comparison of Three Months Ended June 30, 2013 and 2012

The following table sets forth the amounts and percentage relationship to revenue of certain items in our condensed consolidated statements of income and comprehensive income

	For Three Months Ended June 30, 2013	% Of Revenue	For Three Months Ended June 30, 2012	% Of Revenue	Change In Amount	Change In %
REVENUES, NET	$ 12,157,827	100%	$ 11,060,976	100%	$ 1,096,851	9.9%
COST OF GOODS SOLD	(9,350,206)	(76.9%)	(9,272,719)	(83.8%)	(77,487)	0.8%
GROSS PROFIT	2,807,621	23.1%	1,788,257	16.2%	1,019,364	57.0%
Research and development	(672,491)	(5.5%)	(620,090)	(5.6%)	(52,401)	8.5%
Selling and distribution expenses	(71,420)	(0.6%)	(79,201)	(0.7%)	7,781	(9.8%)
General and administrative expenses	(1,332,279)	(11.0%)	(896,050)	(8.1%)	(436,229)	48.7%
INCOME FROM OPERATIONS	731,431	6.0%	192,916	1.7%	538,515	279.1%
Interest income (expense), net	(617,601)	(5.1%)	(188,542)	(1.7%)	(429,059)	227.6%
Change in fair value of financial instruments	(1,082,735)	(8.9%)	1,018,576	9.2%	(2,101,311)	(206.3%)
Government grants	49,807	0.4%	25,308	0.2%	24,499	96.8%
Investment (loss) income	(25,893)	(0.2%)	(14,010)	(0.1%)	(11,883)	84.8%
Other income, net	54,148	0.4%	12,134	0.1%	42,014	346.3%
(LOSS) INCOME FROM OPERATIONS BEFORE INCOME TAXES	(890,843)	(7.3%)	1,046,382	9.5%	(1,937,225)	(185.1%)
INCOME TAX (EXPENSE)	(153,457)	(1.3%)	(141,154)	(1.3%)	(12,303)	8.7%
NET (LOSS) INCOME	(1,044,300)	(8.6%)	905,228	8.2%	(1,949,528)	(215.4%)

(a) Revenue

For the three months ended June 30, 2013, our revenue increased by 9.9% from $11,060,976 to $12,157,827 as compared to the three months ended June 30, 2012, mainly because sales of ATV's and Go-Kart's increased in the three months ended June 30, 2013 compared to the same period of last year. For the three months ended June 30, 2013, our EV business recorded a 40% increase in revenue, primarily because the Company sold more higher price models during the three months ended June 30, 2013, compared to the same period of 2012

The following table lists the number of vehicles sold, categorized by vehicle types, within the three months ended June 30, 2013 and 2012:

	Three Months Ended June 30			
	2013		2012	
	Unit	Sales	Unit	Sales
ATV	3,546	1,722,779	1,954	961,647
EV	330	2,031,873	343	1,450,935
Go-Kart	8,500	7,105,600	4,001	6,093,381
Utility vehicles (UTVs)	100	285,145	15	58,949
Three wheeled motorcycle	81	166,349	250	181,611
Refitted car	11	296,490	29	781,769
Auto generator	16,385	549,591	28,298	1,532,684
Total	28,953	12,157,827	34,890	11,060,976

The following table shows the breakdown of our revenues from its customers by geographical markets based on the location of the customer during the 3 months ended June 30, 2013 and 2012:

	Three Months Ended June 30			
	2013		2012	
	Sales	Percentage	Sales	Percentage
North America	$ 1,095,453	9%	$ 1,556,430	14%
China	10,855,663	89%	9,223,045	83%
Europe & other region	206,711	2%	281,501	3%
Total	$ 12,157,827	100%	$ 11,060,976	100%

For the three months ended June 30, 2013, about 70% of sales in China are sales to Chinese export agents, who resell the company s products to markets around the world.

(b) Cost of goods sold

Cost of goods sold during the three months ended June 30, 2013 was $9,350,206, representing an increase of $77,487, or 0.8% compared to three months ended June 30, 2012, which corresponded to an increase in our revenues.

(c) Gross profit

Gross profit for the second quarter of 2013 increased 57.0% to $2,807,621, compared to $1,788,257 for the same period last year. This was attributable to our increase in revenue. Simultaneously, our gross margin increased to 23.1% compared to 16.2% for the same period of 2012. This increase was primarily due to Yongkang Scrou s adjustment to its product structure and disposal of its old products in the second quarter of 2012, which decreased our gross margin in the second quarter of 2012.

(d) Selling and distribution expenses

Selling and distribution expenses were $71,420 for the three months ended June 30, 2013, compared to $79,201 for the same period in 2012, a 9.8% decrease. This decrease is primarily attributable to a decrease in our exporting related fees and custom inspection fee during this reporting period.

(e) General and administrative expenses

General and administrative expenses were $1,332,279 for the three months ended June 30, 2013, compared to $896,050 for the same period in 2012, a 48.7% increase. For the three months ended June 30, 2013, general and administrative expenses included $35,350 in expenses for common stock awards to employees and consultants for financing and investor relations services, compared to $14,075 for the same period in 2012. Excluding stock award costs, our net general and administrative expenses for the three months ended June 30, 2013 were $1,296,929 an increase of 47% from $881,975for the same period of 2012. This increase was primarily attributable to higher depreciation and amortization costs.

(f) Research and development

Research and development expenses were $672,491 for the three months ended June 30, 2013, compared to $620,090 from the same period in 2012, an 8.5% increase. This increase was primarily because during the 2nd quarter of 2013 we spent additional money on research and development for our UTV products, which are our traditional products. The Company expects this additional expense to result in our UTV products will gaining better performance.

(g) Government grants

Government grants totaled $49,807 for the three months ended June 30, 2013, an increase of 96.8% from $25,308 in the corresponding period in 2012.

(h) Net interest (expense) income

Net interest expense was ($617,601) for the three months ended June 30, 2013, compared to interest expense of ($188,542) for the same period last year, representing a 227.6% increase. For the three months ended June 30, 2013 and June 30,2012, the interest expenses related to convertible notes, and the interest incurred by the a debt discount amortization, were all $0, since all remaining convertible notes were converted during the first fiscal quarter of 2012. Therefore, the net interest expenses, after excluding the effects aforementioned, for the three months ended June 30, 2013 and June 30, 2012 have not changed. This increase was primarily attributable to: (i) a decrease of interest income earned on note receivables issued to third parties; and (ii) bond interest expenses incurred by the Company.

(i) Change in fair value of financial instruments

For the three months ended June 30, 2013, interest expense, caused by an increase in the fair value of warrants issued to investors and placement agents, was ($1,082,735), while, for the same period of last year, interest income, caused by a decrease in the fair value of warrants, was $1,018,576. This significant change was primarily because the Company s common stock price increased significantly in the second quarter of 2013.

(j) Other Income, Net

Net other income was $54,148 for the three months ended June 30, 2013, compared to $12,134 for the same period of last year, a significant increase of $42,014 or 346.3% . This increase is primarily attributable to the sales of old and useless materials, such as packing boxes used for materials purchased by the Company, during this reporting period.

(k) Investment (loss) income

Investment losses were ($25,893) for the three months ended June 30, 2013, compared to a loss of ($14,010) for the corresponding period in 2012. For the three months ended June 30, 2013, ($15,517) in investment losses were attributable to our 30% equity interest investment in Jinhua Service, and ($10,376) in investment losses was attributable to our 50% equity investment in JV Company, while for the three months ended June 30, 2012, investment losses were purely attributable to our 30% equity interest investment in Jinhua Service.

(l) Net income

The operating performance of the Company for the three months ended June 30, 2013 reflected a net loss of ($1,044,300), a decrease of $1,949,528 or 215.4% from a net income of $905,228 for the same period of last year. This decrease was primarily attributable to the change in the fair value of warrants.

Excluding the effects of stock award expense, which was $35,350 and $14,075 for the three months ended June 30, 2013 and 2012 respectively, and the change of the fair value of financial derivatives, which was ($1,082,735) and $1,018,576 for the three months ended June 30, 2013 and 2012 respectively, for the three months ended June 30, 2013, the Company s net income was $73,785, significantly changed from a net loss of ($99,273) for the same period of 2012, excluding the same effects. This change is primarily attributable to the increase of gross profit, although offset by the increase of general and administrative expense and net interest expense in this reporting period.

Financial Condition

Working Capital, Liquidity and Capital Resources

The Company had a working capital deficit of ($34,705,168) as of June 30, 2013, compared to a working capital surplus of $23,371,747 as of June 30, 2012.

As of June 30, 2013, the Company had credit lines from commercial banks of $54,620,083, of which $33,289,163 was used as of June 30, 2013. The Company believes that its cash flows generated internally may not be sufficient to support growth of future operations and repay short term bank loans for the next twelve months if needed. However, the Company believes its access to existing financing sources and established relationships with PRC banks will enable it to meet its obligations and fund its ongoing operations.

Historically, the Company has financed itself through short-term commercial bank loans obtained from PRC banks. The term of these loans are typically for one year; upon our payment of all outstanding principal and interest in a respective loan, the PRC banks have typically rolled over such loans for an additional one-year term, subject to interest rate adjustments to reflect prevailing market rates. The Company believes these lending arrangements have not changed and that short-term bank loans will continue to be available on customary terms and conditions.

Capital Requirements and Capital Provided

Capital requirements and capital provided for the six months ended June 30, 2013 are as follows:

Capital requirements		**Six Months Ended June 30, 2013 (In thousands)**
Purchase of plant and equipment	$	54
Purchase of Construction in progress		53
Issuance of notes receivable		1,964
Repayments of short-term bank loans		22,407
Repayments of notes payable		25,608
Increase in deposit for acquisition		14,189
Investment in Joint Venture Company		80,026
Internal cash used in operations		16,261
Total capital requirements	$	160,562
Capital provided		
Decrease in cash		2,053
Decrease in restricted cash		4,800
Proceeds from short-term bank loan		22,407
Proceeds from notes payable		68,184
Repayments of notes receivable		-
Deposit for disposal of subsidiary		60,020
Warrant exercise		3,848
Other financing activities		38
Total capital provided	$	161,350

Further information, see the Statement of Cash Flows.

The difference between capital provided and capital requirement is the effect of exchange rate changes over the past six months.

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Cash Flow

Net cash flow used in operating activities was ($16,260,637) for the six months ended June 30, 2013, compared to net cash flow used in operating activities of ($12,454,463) for the same period in 2012. This increase was mainly attributable to changes in our cash flow caused by prepayments and prepaid expenses. The account has changed to a cash outflow of ($27,114,014) for the six months ended June 30, 2013, compared to a cash inflow of $30,204 for the same period last year. This significant change was mainly attributable to the fact that the Company was preparing for significantly increased production of the EV in the rest of year 2013.

Net cash flow used in investing activities was ($36,267,144) for the six months ended June 30, 2013, compared to $20,692,093 for the same reporting period in 2012. This significant change was mainly attributable to (i) the Company providing a ($14,188,677) cash deposit for the acquisition of certain assets of Zhejiang New Energy Vehicle System Co., Ltd. during the six months ended June 30, 2013; and (ii) for the six months ended June 30, 2013, the Company contributed ($80,026,377) to Zhejiang Kandi Electric Vehicles Co.,Ltd. (JV Company), although the Company also received $60,019,783 in cash deposits from JV Company for acquiring the Company s 100% subsidiary Kandi Changxin during this reporting period.

Net cash flow provided by financing activities was $51,261,846 for the six months ended June 30, 2013, compared to net cash flow used in financing activities of ($7,049,932) for the six months ended June 30, 2012. Cash flow provided by financing activities for the six months ended June 30, 2013 was primarily attributable to (i) a net cash inflow of $42,575,632 from note payables, (ii)a decrease in restricted cash for the 2nd quarter of 2013 compared to the end of 2012, which caused a cash inflow of $4,799,980, and (iii) warrant exercises, which caused a cash inflow of $3,848,134, while for the same period of last year, the Company recorded a net cash outflow of ($20,103,142) for restricted cash, which was partially offset by a net cash inflow of $9,277,002 from note payables.

Off-Balance Sheet Arrangements:

Please see Financial Footnotes 14 and 21 for additional information relating to the following of off-balance sheet arrangements.

(a) Guarantees and Pledged collateral for third party bank loans

As of June 30, 2013, the Company provided guarantees for the following third parties:

(1) Guarantees for bank loans

Guarantee provided to		Amount
Zhejiang Kangli Metal Manufacturing Company.	$	4,847,936
Zhejiang Shuguang industrial Co., Ltd.		4,847,936
Yongkang Angtai Trade Co., Ltd.		807,989
Nanlong Group Co., Ltd.		9,695,873
Total	$	20,199,734

On December 26, 2012, the Company entered into a guarantee contract to serve as the guarantor for the bank loan borrowed from Shanghai Bank Hangzhou branch in the amount of $4,847,936 by Zhejiang Kangli Metal Manufacturing Company. (ZKMMC) for the period from December 26, 2012 to December 26, 2013. ZKMMC is not related to the Company. Under this guarantee contract, the Company shall perform all obligations of ZKMMC under the loan contract if ZKMMC fails to perform its obligations as set forth in the loan contract.

On October 9, 2012, the Company entered into a guarantee contract to serve as the guarantor for the bank loan borrowed from PingAn Bank Hangzhou branch in the amount of $4,847,936 by Zhejiang Shuguang industrial Co., Ltd. (ZSICL) for the period from October 9, 2012 to October 9, 2013. ZSICL is not related to the Company. Under these guarantee contracts, the Company shall perform all obligations of ZSICL under the loan contracts if ZSICL fails to perform its obligations as set forth in the loan contracts.

On January 6, 2013, the Company entered into a guarantee contract to serve as the guarantor for the bank loans borrowed from China Communication Bank Jinhua Branch in the amount of $807,989 by Yongkang Angtai Trade Co., Ltd. (YATCL) for the period from January 6, 2013 to January 6, 2014. YATCL is not related to the Company. Under these guarantee contracts, the Company shall perform all obligations of YATCL under the loan contracts if YATCL fails to perform its obligations as set forth in the loan contracts.

On March 15, 2013 and December 26, 2012, the Company entered into two guarantee contracts to serve as the guarantor for the bank loans borrowed from Shanghai Pudong Development Bank Jinhua Branch and Shanghai Bank Hangzhou branch in the amount of $3,231,958 and $6,463,915 respectively by Nanlong Group Co., Ltd. (NGCL) for the period from March 15, 2013 to March 15, 2016, and December 26, 2012 to December 26, 2013 respectively. NGCL is not related to the Company. Under this guarantee contract, the Company shall perform all obligations of NGCL under the loan contract if NGCL fails to perform its obligations as set forth in the loan contract.

(2) Pledged collateral for a third party s bank loans

As of June 30, 2013, the Company provided the land use rights and plant and equipment pledged as collateral for the following third party:

Zhejiang Mengdeli Electric Co., Ltd.:

Land use rights net book value	$	3,529,204
Plant and equipment net book value	$	2,838,741

It is a common business practice among the Chinese companies located in Kandi's geographic region to exchange guarantees for bank debt with no consideration given. It is considered a favor for favor business practice and is commonly required by the lending banks as in the instances above. These companies provided guarantees for the Company s bank loans as well. The banks involved in these guarantee transactions typically allow a maximum loan amount based on a 30% to 70% discount on the net book value of the pledged collateral.

Recent Development Activities:

On July 11, 2013, Zhejiang ZuoZhongYou Electric Vehicle Service Co., Ltd. ("ZZY EV Service Company") was incorporated and capitalized by Jiaxing Jiale Investment Partnership Enterprise, Jiaxing Jiazheng Investment Partnership Enterprise and Zhejiang Kandi Electric Vehicles Co., Ltd.(the JV Company). The JV Company has a 19% ownership interest in ZZY EV Service Company. The Company, indirectly through Kandi Vehicles, has a 9.5% ownership interest in ZZY EV Service Company.

On August 4, 2013, Mr. Li Shufu, the Chairman and Mr. Hu Xiaoming, the President of the JV Company meet in Hangzhou with Zhang Hongming, the new mayor of Hangzhou. During the meeting, Chairman Li Shufu and President Hu Xiaoming gave a detailed introduction to Mayor Zhang of the JV Company's mini public transportation project of pure electric vehicles in Hangzhou. Mayor Zhang expressed that he believes that the project is good and will benefit the country and its people, and, in addition, the project will: help enhance Hangzhou s internationalization, improve the urban environment and help expand transportation benefits to a larger mass of people. In addition, Mayor Zhang expressed that full support will be offered to this project.

On August 9, 2013, Mr. Liu Jinliang, the Vice President of the JV Company and Mr. Yu Xueliang, the Senior Vice President of Geely Auto Holding Group were invited to Chengdu City, Sichuan Province to negotiate with the government leadership of Chengdu City the promotion of the JV Company's mini public transportation project of pure electric vehicles in Chengdu.

On August 12, 2013, leaders and experts from Economic and Information Commission of Shanghai and New Energy Promoting Office paid a visit to the JV Company to inspect the progress, in Hangzhou, of the mini public transportation project of pure electric vehicles and probe into the feasibility of implementing the mini public transportation project in Shanghai.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Exchange Rate Risk

Our operations are conducted mainly in the PRC. As such, our earnings are subject to movements in foreign currency exchange rates when transactions are denominated in RMB, which is our functional currency. Accordingly, our operating results are affected by changes in the exchange rate between the U.S. dollar and those currencies.

Economic and Political Risks

The Company s operations in the PRC are subject to special considerations and significant risks not typically associated with companies in North America and Western Europe. These include risks associated with, among others, the political, economic and legal environment and foreign currency exchange. The Company s performance may be adversely affected by changes in the political and social conditions in the PRC, and by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion, remittances abroad, and rates and methods of taxation, among other things.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

The Company maintains a system of disclosure controls and procedures that is designed to ensure that information required to be disclosed by the Company in this Form 10-Q, and in other reports required to be filed under the Securities Exchange Act of 1934 (the Exchange Act), is recorded, processed, summarized and reported within the time periods specified in the rules and forms for such filings. Management of the Company, under the direction of the

Company's Chief Executive Officer and Chief Financial Officer, reviewed and performed an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15a(e) and 15d-15(e) under the Exchange Act) as of June 30, 2013. Based on that review and evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes to our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures will prevent or detect all errors and all fraud. Disclosure controls and procedures, no matter how well designed, operated and managed, can provide only reasonable assurance that the objectives of the disclosure controls and procedures are met. Because of the inherent limitations of disclosure controls and procedures, no evaluation of such disclosure controls and procedures can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

PART II OTHER INFORMATION

Item 1. Legal Proceeding.

As of June 30, 2013, two lawsuits were pending in Ripley County, Missouri against the Company and its subsidiary Zhejiang Kandi Vehicles Co., Ltd.(Kandi Vehicles) as well as other parties, Kandi Investment Group and SunL, related to two persons who died in an accident on March 3, 2006 while operating a go-cart allegedly manufactured by Kandi Vehicles. Kandi Investment Group was a major shareholder of Kandi Vehicles but it transferred all its equity in Kandi Vehicles to Continental Development Limited in November 2006. Since then, Kandi Investment Group has been unrelated to the Company or its affiliates. The cases were filed in 2009 and were known as Elder vs. SunL Group and Griffen vs. SunL Group.

On July 29, 2013, Judge Michael M. Pritchett of the Circuit Court of Ripley County of the State of Missouri (the "Court") entered final orders and judgments in favor of the Company and Kandi Vehicles and against plaintiffs GRIFFIN and ELDER, respectively, pursuant to the jury verdicts rendered in two cases of GRIFFIN v. SUNL GROUP, et al., and ELDER v. SUNL GROUP, et al. on July 17, 2013. The costs of defendants Kandi Vehicles and Kandi Technologies are to be taxed to the plaintiffs.

Item 1A. Risk Factors.

Other than as set forth below, as of the date of this filing, there have been no material changes from the risk factors previously disclosed in our Risk Factors section in our Form 10-K for the period ended December 31, 2012 and supplemented by our Form 10-Q for the period ended March 31, 2013. An investment in our common stock involves various risks. When considering an investment in our company, you should consider carefully all of the risk factors described in our periodic reports. These risks and uncertainties are not the only ones facing us and there may be additional matters that we are unaware of or that we currently consider immaterial. All of these could adversely affect our business, financial condition, results of operations and cash flows and, thus, the value of an investment in our company.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None

Item 5. Other Information.

None.

Item 6. Exhibits

Exhibit Number	Description
31.1	Certification pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934*
31.2	Certification pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934*
32.1	Certification of CEO and CFO pursuant to 18 U.S.C. § 1350, as Adopted Pursuant to § 906 of the Sarbanes-Oxley Act of 2002**
Exhibit 101.INS	XBRL Instance Document.**
Exhibit 101.SCH	XBRL Taxonomy Extension Schema Document.**
Exhibit 101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.**
Exhibit 101.LAB	XBRL Taxonomy Extension Label Linkbase Document.**
Exhibit 101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.**
Exhibit 101.DEF	XBRL Taxonomy Definitions Linkbase Document.**

*Filed herewith

**Furnished with the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2013

SIGNATURES

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

Kandi Technologies Group, Inc.

Date: August 14, 2013	By:	/s/ Hu Xiaoming Hu Xiaoming President and Chief Executive Officer (Principal Executive Officer)
Date: August 14, 2013	By:	/s/ Zhu Xiaoying Zhu Xiaoying Chief Financial Officer (Principal Financial and Accounting Officer)