

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

**FORM 10-Q**

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

For the quarterly period ended **September 30, 2013**

OR

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

Commission file number: **001-34246**

**SMARTHEAT INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

\_\_\_\_\_  
(State or other jurisdiction of incorporation  
or organization)

**98-0514768**

\_\_\_\_\_  
(IRS Employer Identification No.)

**A-1, 10, Street 7  
Shenyang Economic and Technological Development  
Zone  
Shenyang, China**

\_\_\_\_\_  
(Address of principal executive offices)

**110141**

\_\_\_\_\_  
(Zip Code)

**+86 (24) 2519-7699**

\_\_\_\_\_  
(Registrant's telephone number, including area code)

Indicate by checkmark 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 last 90 days.

YES  NO

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

YES  NO

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(do not check if a smaller reporting company)

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

YES  NO

As of November 25, 2013, there were 6,033,399 shares of common stock outstanding.

**SmartHeat Inc.**

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## NOTE ABOUT FORWARD-LOOKING STATEMENTS AND OTHER INFORMATION

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, which include, but are not limited to, statements concerning our projected revenues, expenses, gross profit and income, mix of revenue, demand for our products, the benefits and potential applications for our products, the need for additional capital, our ability to obtain and successfully perform additional new contract awards and the related funding and profitability of such awards, the competitive nature of our business and markets and product qualification requirements of our customers. These forward-looking statements are based on our current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by us. Words such as "anticipates," "expects," "intends," "plans," "predicts," "potential," "believes," "seeks," "hopes," "estimates," "should," "may," "will," "with a view to" and variations of these words or similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict. Therefore, our actual results could differ materially and adversely from those expressed in any forward-looking statements as a result of various factors. Such factors include, but are not limited to the following:

- our goals and strategies;
- our expansion plans;
- our future business development, financial conditions and results of operations;
- the expected growth of the market for PHE products, heat meters and heat pumps in our target markets;
- our expectations regarding demand for our products;
- our expectations regarding keeping and strengthening our relationships with key customers;
- our ability to stay abreast of market trends and technological advances;
- our ability to protect our intellectual property rights effectively and not infringe on the intellectual property rights of others;
- our ability to attract and retain quality employees;
- our ability to pursue strategic acquisitions and alliances;
- competition in our industry in China;
- general economic and business conditions in the regions in which we sell our products;
- relevant government policies and regulations relating to our industry; and
- market acceptance of our products.

Additionally, this report contains statistical data that we obtained from various publicly available government publications and industry-specific third party reports. Statistical data in these publications also include projections based on a number of assumptions. The markets for PHEs, PHE Units, heat meters and heat pumps may not grow at the rates projected by market data, or at all. The failure of these markets to grow at the projected rates may have a material adverse effect on our business and the market price of our common stock. In addition, the changing nature of our customers' industries results in uncertainties in any projections or estimates relating to the growth prospects or future condition of our markets. Furthermore, if any one or more of the assumptions underlying the market data is later found to be incorrect, actual results may differ from the projections based on these assumptions.

Unless otherwise indicated, information in this report concerning economic conditions and our industry is based on information from independent industry analysts and publications, as well as our estimates. Except where otherwise noted, our estimates are derived from publicly available information released by third party sources, as well as data from our internal research, and are based on such data and our knowledge of our industry, which we believe to be reasonable. None of the market data from independent industry publications cited in this report was prepared on our or our affiliates' behalf.

Additional information on the various risks and uncertainties potentially affecting our operating results are discussed in this report and other documents we file with the Securities and Exchange Commission, or the SEC, or available upon written request to our corporate secretary at: A-1, 10, Street 7, Shenyang Economic and Technological Development Zone, Shenyang, China 110141. We undertake no obligation to revise or update publicly any forward-looking statements for any reason, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on these forward-looking statements.

As used in this report, “SmartHeat,” “Company,” “we,” “our” and similar terms refer to SmartHeat Inc. and its subsidiaries, unless the context indicates otherwise.

Our functional currency is the U.S. Dollar, or USD, while the functional currency of our subsidiaries in China are denominated in Chinese Yuan Renminbi, or RMB, the national currency of the People’s Republic of China, which we refer to as the PRC or China, and the functional currency of our subsidiary in Germany is denominated in Euros, or EUR. The functional currencies of our foreign operations are translated into USD for balance sheet accounts using the current exchange rates in effect as of the balance sheet date and for revenue and expense accounts using the average exchange rate during the fiscal year. See Note 2 of the consolidated financial statements included herein.

Effective February 7, 2012, we implemented a one-for-ten reverse stock split of our common stock. Unless otherwise indicated, all share amounts and per share prices in this report were retroactively adjusted to reflect the effect of this reverse stock split. See Note 1 of the consolidated financial statements included herein.

**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**SMARTHEAT INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS**

[Insert from spreadsheets]

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

**SMARHEAT INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
**(UNAUDITED)**

[Insert from spreadsheets]

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

**SMARHEAT INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

[Insert from spreadsheets]

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



**SMARTHEAT INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2013 AND DECEMBER 31, 2012**

**1. ORGANIZATION AND DESCRIPTION OF BUSINESS**

SmartHeat Inc., formerly known as Pacific Goldrim Resources, Inc. (the “Company” or “SmartHeat”), was incorporated on August 4, 2006, in the State of Nevada. The Company, through its operating subsidiaries in China and Germany, designs, manufactures, sells and services plate heat exchangers (“PHEs”), PHE Units, which combine PHEs with various pumps, temperature sensors, valves and automated control systems, heat meters and heat pumps for use in commercial and residential buildings.

Effective February 7, 2012, the Company implemented a one-for-ten reverse split of its common stock as approved by the Board of Directors on January 19, 2012. All share amounts and per share prices were retroactively adjusted to reflect the effect of this reverse split.

On August 23 2013, the Company formed two new wholly-owned subsidiaries in the State of Nevada, Heat HP Inc., and HEAT PHE Inc. On August 23, 2013, SmartHeat Inc., the Company’s United States parent company entered into Assignment Agreements with Heat HP Inc. and Heat PHE Inc., respectively. Under the Assignment Agreements, the Company agreed to transfer 100% of its right, title and interest in certain subsidiaries to Heat HP Inc. and Heat PHE Inc. The reorganization was performed so the Company’s subsidiaries would be organized along their respective operating segments with Heat HP holding those subsidiaries that operated in the heat pumps and related products segment and Heat PHE holding those subsidiaries that operated in the plate heating equipment, meters and related products segment.

After the assignment, Heat HP Inc. will own 100% of SmartHeat Investment, SmartHeat Trading, SmartHeat Jinhui, 98.8% of SmartHeat (Shenyang) Heat Pump and SmartHeat Germany.

After the assignment, Heat PHE Inc. will own 100% of Taiyu, SanDeke, SmartHeat Siping, Hohot Ruicheng and SmartHeat Shenyang Energy.

On August 23, 2013, the Company entered into a Stock Pledge Agreement with Northtech Holdings Inc. The Company agreed to deliver shares certificates to Northtech representing 55% of Heat HP Inc. and Heat PHE Inc. to perfect the security interest in each of the Company’s directly and wholly-owned subsidiaries granted to Northtech as collateral security for all of the obligations of the Company owed to Northtech.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The consolidated financial statements were prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”).

The consolidated interim financial information as of September 30, 2013, and for the nine and three months ended September 30, 2013 and 2012, were prepared without audit, pursuant to the rules and regulations of the SEC (“Security and Exchange Commission”). Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with U.S. GAAP are not included. The interim consolidated financial information should be read in conjunction with the financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012, previously filed with the SEC.

In the opinion of management, all adjustments (which include normal recurring adjustments) necessary to present a fair statement of the Company’s consolidated financial position as of September 30, 2013, its consolidated results of operations and cash flows for the nine and three months ended September 30, 2013 and 2012, as applicable, were made. The interim results of operations are not necessarily indicative of the operating results for the full fiscal year

or any future periods.

### Principles of Consolidation

The accompanying consolidated financial statements include the accounts of SmartHeat's U.S. parent, its subsidiaries Heat HP and Heat PHE, and their subsidiaries Taiyu, SanDeKe, SmartHeat Siping, Jinhui, SmartHeat Investment, SmartHeat Shenyang Energy, SmartHeat Trading, Ruicheng, SmartHeat Germany and SmartHeat Shenyang Heat Pump, which are collectively referred to as the "Company." All significant intercompany accounts and transactions were eliminated in consolidation.

### Equity Method Investee

In April 2012, the Company invested \$722,700 to establish XinRui. The Company owns 46% of XinRui and accounts for this investment under the equity method of accounting (ASC 323-30). The Company recorded its investment at original cost. This investment will increase with income and decrease for dividends and losses that accrue to the Company.

### Use of Estimates

In preparing the financial statements in conformity with U.S. GAAP, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Significant estimates, required by management, include the recoverability of long-lived assets, allowance for doubtful accounts and the reserve for obsolete and slow-moving inventories. Actual results could differ from those estimates.

### Cash and Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. As of September 30, 2013, and December 31, 2012, the Company maintained restricted cash deposit in several bank accounts for the purposes described below.

|  | 2013           | 2012           |
|--|----------------|----------------|
|  | (In millions)  |                |
| Support of performance guarantee       | \$ 1.04        | \$ 0.62        |
| Support of bank acceptance             | 0.83           | 0.37           |
| Support of letter of credit            | 0.09           | -              |
| <b>Total restricted cash - current</b> | <b>\$ 1.96</b> | <b>\$ 0.99</b> |
| Performance guarantee -- noncurrent    | \$ 0.14        | \$ 0.04        |

The following table presents in U.S. dollars ("USD") the amount of cash and equivalents held by the Company as of September 30, 2013 and December 31, 2012, based on the jurisdiction of deposit. The Company's U.S. parent holds cash and equivalents in U.S. bank accounts denominated in USD.

|                           | United States | China         | Germany      | Total         |
|---------------------------|---------------|---------------|--------------|---------------|
| <b>September 30, 2013</b> | \$ 27,390     | \$ 6,889,015  | \$ 2,135,972 | \$ 9,052,377  |
| <b>December 31, 2012</b>  | \$ 82,479     | \$ 15,311,830 | \$ 2,941,854 | \$ 18,336,163 |

### Accounts and Retentions Receivable

The Company maintains reserves for potential credit losses on accounts receivable. Management reviews the composition of accounts receivable and analyzes historical bad debts, customer concentrations, customer credit worthiness, current economic trends and changes in customer payment patterns to evaluate the adequacy of these reserves. Based on historical collection activity, the Company had allowances of \$44.7 million and \$28.2 million at

September 30, 2013 and December 31, 2012, respectively.

At September 30, 2013, and December 31, 2012, the Company had retentions receivable from customers for product quality assurance of \$4.07 and \$4.23 million, respectively. The retention rate varies from 5% to 20% of the sales price with variable terms from 3 to 24 months depending on the shipping date, and for PHE Units, the customer acceptance date, of the products and the number of heating seasons that the warranty period covers.

Accounts receivable is net of unearned interest of \$12,812 and \$12,532 at September 30, 2013, and December 31, 2012, respectively. Unearned interest is imputed interest on accounts receivable with due dates over 1 year from the invoice date discounted at the Company's borrowing rate of 6.15% at December 31, 2012.

### **Bad Debt Allowance**

The Company records approximately 50% of accounts receivable aged over 180 days from the payment due date and 100% accounts receivable aged over 360 days from the payment due date as bad debt allowance. Management of the Company's subsidiaries further analyzes each individual customer for which it was taken a bad debt allowance to further assess the likelihood of collectability. Customers which are either state-owned or have a history of support from the state, or larger companies with long operating histories, that management of the Company's subsidiaries believe the chance of non-payment will be remote, are excluded for the purpose of calculating bad debt allowance.

### **Advance to Suppliers**

The Company makes advances to certain vendors to purchase raw material and equipment for production. The advances are interest-free and unsecured.

### **Inventories**

Inventories are valued at the lower of cost or market, with cost determined on a moving weighted-average basis. The difference is recorded as a cost of goods sold, if the current market value is lower than their historical cost. In addition, the Company makes an inventory impairment provision analysis at each period end for inventory held over 360 days. Cost of work in progress and finished goods comprises direct material, direct labor and an allocated portion of production overheads.

Certain raw materials, such as stainless steel products, plates, shims, gaskets, and pump valves, require longer than normal procurement periods, or "lead times," with some procurement periods running longer than six months. To guarantee availability of raw materials for production and sales, the Company's subsidiaries, based on historical sale patterns, estimate and purchase material for the upcoming period.

### **Property and Equipment**

Property and equipment are stated at cost, net of accumulated depreciation. Expenditures for maintenance and repairs are expensed as incurred; additions, renewals and betterments are capitalized. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts and any gain or loss is included in operations. Depreciation of property and equipment is provided using the straight-line method with a 10% salvage value and estimated lives as follows:

|                      |            |
|----------------------|------------|
| Buildings            | 20 years   |
| Vehicles             | 5 years    |
| Office equipment     | 5 years    |
| Production equipment | 5-10 years |

### **Land Use Rights**

Right to use land is stated at cost less accumulated amortization. Amortization is provided using the straight-line

method over 50 years.

## Warranties

The Company offers to all customers standard warranties on its products for one or two heating seasons depending on the terms negotiated. The Company accrues for warranty costs based on estimates of the costs that may be incurred under its warranty obligations. The warranty expense and related accrual is included in the Company's selling expenses and other payables respectively, and is recorded when revenue is recognized. Factors that affect the Company's warranty liability include the number of units sold, its estimates of anticipated rates of warranty claims, costs per claim and estimated support labor costs and the associated overhead. The Company periodically assesses the adequacy of its recorded warranty liabilities and adjusts the amounts as necessary.

Activity in the Company's warranty reserve from January 1, 2012, to September 30, 2013, is as follows:

|   | <b>2013</b> | <b>2012</b> |
|---|-------------|-------------|
| Beginning balance                               | \$ 517,076  | \$ 515,812  |
| Provisions                                      | 199,704     | 377,583     |
| Actual costs incurred                           | (230,892)   | (377,583)   |
| Exchange rate                                   | -           | 1,264       |
| Ending balance in current liabilities (Note 13) | \$ 485,888  | \$ 517,076  |

## Research and Development Costs

Research and development ("R&D") costs are expensed as incurred and included in general and administrative expenses. These costs primarily consist of cost of materials used, salaries paid for the Company's development department and fees paid to third parties. R&D costs for the nine months ended September 30, 2013 and 2012, were \$322,648 and \$269,900, respectively. R&D costs for the three months ended September 30, 2013 and 2012, were \$84,595 and \$155,000, respectively.

## Revenue Recognition

The Company's revenue recognition policies comply with SEC Staff Accounting Bulletin ("SAB") 104 (codified in FASB ASC Topic 605). Sales revenue is recognized when PHEs, heat meters and heat pumps are delivered, and for PHE Units when customer acceptance occurs, the price is fixed or determinable, no other significant obligations of the Company exist and collectability is reasonably assured. Payments received before all of the relevant criteria for revenue recognition met are recorded as unearned revenue under "Advance from customers."

The Company's sales generally provide for 30% of the purchase price on placement of an order, 30% on delivery, 30% upon installation and acceptance of the equipment after customer testing and 10% no later than the termination of the standard warranty period, which ranges from 3 to 24 months from the acceptance date.

Due to the slowdown of the Chinese economy and tightened monetary policy, and to attract and retain customers, the Company's subsidiaries adjusted their contract and payment terms to permit more flexible and longer payment terms.

Sales revenue is the invoiced value of goods, net of value-added tax ("VAT"). All of the Company's products sold in the PRC are subject to a VAT of 17% of gross sales price. This VAT may be offset by the VAT paid by the Company on raw materials and other materials purchased in China and included in the cost of producing the Company's finished product. The Company recorded VAT payable and VAT receivable net of payments in the financial statements. The VAT tax return is filed offsetting the payables against the receivables. SmartHeat Germany, the Company's German subsidiary, is subject to 19% VAT.

Sales and purchases are recorded net of VAT collected and paid as the Company acts as an agent for the government. VAT taxes are not affected by the income tax holiday.

Sales returns and allowances were \$0 for nine and three months ended September 30, 2013 and 2012. The Company does not provide a right of return, price protection or any other concessions to its customers.

The Company provides a standard warranty to all customers, which is not considered an additional service; rather, an integral part of the product's sale. The Company believes the existence of its standard product warranty in a sales contract does not constitute a deliverable in the arrangement and thus there is no need to apply the EITF 00-21 (codified in FASB ASC Topic 605-25) separation and allocation model for a multiple deliverable arrangement. SFAS 5 (codified in FASB ASC Topic 450) specifically addresses the accounting for standard warranties and neither SAB 104 nor EITF 00-21 supersedes SFAS 5. The Company believes that accounting for its standard warranty pursuant to SFAS 5 does not impact revenue recognition because the cost of honoring the warranty can be reliably estimated.

The Company charges for after-sales services provided after the expiration of the warranty period, with after-sales services mainly consisting of cleaning PHEs and repairing and exchanging parts. The Company recognizes such revenue when the service is provided. For the nine months ended September 30, 2013 and 2012, revenue from after-sales services after the expiration of the warranty period was \$199,242 and \$281,144, respectively. For the three months ended September 30, 2013 and 2012, revenue from after-sales services after the expiration of the warranty period was \$69,836 and \$170,472, respectively, which was recorded in other income.

### **Cost of Goods Sold**

Cost of goods sold ("COGS") consists primarily of material costs and direct labor and manufacturing overhead that are directly attributable to the products. Write-down of inventories to the lower of cost or market is also recorded in COGS. Company also records inventory reserve for inventories aging over 360 days to COGS.

### **Advance from Customers**

The Company records payments received from customers in advance of their orders to advance account. These orders normally are delivered within a reasonable period of time based upon contract terms and customer demand.

### **Statement of Cash Flows**

In accordance with SFAS No. 95, "Statement of Cash Flows," codified in FASB ASC Topic 230, cash flows from the Company's operations are calculated based upon the local currencies. As a result, amounts shown on the statement of cash flows may not necessarily agree with changes in the corresponding asset and liability on the balance sheet.

### **Basic and Diluted Earnings (Loss) per Share (EPS)**

Basic EPS is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted EPS is computed similarly, except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Diluted EPS are based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to have been exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period.

Basic and diluted shares outstanding are the same for the nine and three months ended September 30, 2013, and for the nine and three months ended September 30, 2012, because the common stock equivalent of the convertible securities outstanding, consisting of unexercised warrants issued to investors and options issued to the Company's directors and an officer, are anti-dilutive and, accordingly, were excluded from the computation of diluted earnings (loss) per share. At September 30, 2013 and December 31, 2012, options to purchase 2,500 and 3,500 shares of common stock were outstanding and exercisable, respectively.

### **Foreign Currency Translation and Comprehensive Income (Loss)**

The accounts of the U.S. parent company are maintained in USD. The functional currency of the Company's China subsidiaries is the Chinese Yuan Renminbi ("RMB") and the functional currency of SmartHeat Germany, the Company's subsidiary in Germany, is the Euro ("EUR"). The accounts of the China subsidiaries and German subsidiary were translated into USD in accordance with SFAS No. 52, "Foreign Currency Translation" (codified in FASB ASC Topic 830). According to SFAS No. 52, all assets and liabilities were translated at the exchange rate on the balance sheet date, stockholders' equity was translated at the historical rates and statement of operations items were translated at the average exchange rate for the period. The resulting translation adjustments are reported under other comprehensive income in accordance with SFAS No. 130, "Reporting Comprehensive Income" (codified in FASB ASC Topic 220).

The RMB to USD exchange rates and EUR to USD exchange rates in effect as of September 30, 2013 and December 31, 2012, and the average exchange rates for the nine months ended September 30, 2013 and 2012 are as following. The exchange rates used in translation from RMB to USD were published by State Administration of Foreign Exchange of the People's Republic of China ("SAFE"). The exchange rates used in translation from EUR to USD were published by OANDA Rates.

|           | Average Exchange Rate<br>For the Nine Months Ended |          | Balance Sheet Date<br>Exchange Rate |          |
|-----------|--|----------|-------------------------------------|----------|
|           | 09/30/13   | 09/30/12 | 09/30/13                            | 12/31/12 |
| RMB - USD | 6.2146   | 6.3170   | 6.1480                              | 6.2855   |
| EUR - USD | 0.7594   | 0.7800   | 0.7396                              | 0.7777   |

### Segment Reporting

FASB ASC Topic 280, Disclosures about Segments of an Enterprise and Related Information, requires use of the "management approach" model for segment reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. Reportable segments are based on products and services, geography, legal structure, management structure, or any other manner in which management disaggregates a company.

The Company has two operating segments: 1) plate heating equipment, meters and related products; and 2) heat pumps and related products. These operating segments were determined based on the nature of the products offered. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision-maker in deciding how to allocate resources and in assessing performance. The Company's chief executive officer and acting chief accountant were identified as the chief operating decision makers. The Company's chief operating decision makers direct the allocation of resources to operating segments based on the profitability, cash flows, and other measurement factors of each respective segment. Historically they were not segmented because the heat pump business was relatively small compared to the plate heating business and both businesses reported to the same executives; however, the Company's Board and senior management determined that it is useful and efficient to analyze and manage these businesses separately starting from 2013.

The Company evaluates performance based on several factors, of which the primary financial measure is business segment income before taxes. The following table shows the operations of the Company's reportable segments for the nine months ended September 30, 2013 and 2012, and as of September 30, 2013 and December 31, 2012, respectively.

|                                     | Nine Months Ended<br>September 30, |               |
|-------------------------------------|------------------------------------|---------------|
|                                     | 2013                               | 2012          |
| Revenue from unaffiliated customers |                                    |               |
| Plate heating, meters and related   | \$ 23,229,109                      | \$ 21,493,776 |

|  |                        |                        |
|--|------------------------|------------------------|
| Heat pumps and related   | 3,830,515              | 3,874,328              |
| <b>Consolidated</b>  | <b>\$ 27,059,624</b>   | <b>\$ 25,368,104</b>   |
| Operating loss:  |                        |                        |
| Plate heating, meters and related                                    | \$ (28,559,045)        | \$ (13,591,468)        |
| Heat pumps and related   | (2,471,242)            | (3,418,930)            |
| Corporation  | (954,487)              | (1,170,857)            |
| <b>Consolidated</b>  | <b>\$ (31,984,774)</b> | <b>\$ (18,181,255)</b> |
| Net loss from continuing operations before non-controlling interest: |                        |                        |
| Plate heating, meters and related                                    | \$ (29,302,851)        | \$ (13,441,126)        |
| Heat pumps and related   | (1,986,554)            | (2,850,128)            |
| Corporation  | (1,056,563)            | (1,106,888)            |
| <b>Consolidated</b>  | <b>\$ (32,345,968)</b> | <b>\$ (17,398,142)</b> |
| Depreciation and amortization:                                       |                        |                        |
| Plate heating, meters and related                                    | \$ 1,157,620           | \$ 1,151,464           |
| Heat pumps and related   | 343,184                | 257,977                |
| Corporation  | 93,250                 | -                      |
| <b>Consolidated</b>  | <b>\$ 1,594,054</b>    | <b>\$ 1,409,441</b>    |
| Total assets:  |                        |                        |
| Plate heating, meters and related                                    | \$ 128,517,016         | \$ 152,830,853         |
| Heat pumps and related   | 15,425,861             | 14,340,054             |
| Corporation  | 3,961,104              | 4,031,567              |
| <b>Inter-company elimination</b>                                     | <b>(16,066,250)</b>    | <b>(14,732,187)</b>    |
| <b>Consolidated</b>  | <b>\$ 131,837,731</b>  | <b>\$ 156,470,287</b>  |

The following table shows the operations of the Company's reportable segments for the three months ended September 30, 2013 and 2012, respectively.

|   | <b>Three Months Ended</b> |                       |
|---|---------------------------|-----------------------|
|   | <b>September 30,</b>      |                       |
|   | <b>2013</b>               | <b>2012</b>           |
| Revenue from unaffiliated customers                         |                           |                       |
| Plate heating, meters and related                           | \$ 11,420,235             | \$ 11,695,687         |
| Heat pumps and related                                      | 1,747,966                 | 1,943,571             |
| <b>Consolidated</b>   | <b>\$ 13,168,201</b>      | <b>\$ 13,639,258</b>  |
| Operating loss:   |                           |                       |
| Plate heating, meters and related                           | \$ (8,616,171)            | \$ 166,492            |
| Heat pumps and related                                      | (604,254)                 | (894,629)             |
| Corporation   | (511,800)                 | (715,445)             |
| <b>Consolidated</b>   | <b>\$ (9,732,225)</b>     | <b>\$ (1,443,582)</b> |
| Net loss from continuing operations before non-controlling: |                           |                       |
| Plate heating, meters and related                           | \$ (8,896,386)            | \$ (115,780)          |
| Heat pumps and related                                      | (552,980)                 | (384,614)             |
| Corporation   | (572,204)                 | (597,650)             |
| <b>Consolidated</b>   | <b>\$ (10,021,570)</b>    | <b>\$ (1,098,044)</b> |
| Depreciation and amortization:                              |                           |                       |
| Plate heating, meters and related                           | \$ 385,986                | \$ 390,062            |
| Heat pumps and related                                      | 108,752                   | 77,110                |
| Corporation   | 27,869                    | -                     |
| <b>Consolidated</b>   | <b>\$ 522,607</b>         | <b>\$ 467,172</b>     |

### Reclassification

Certain prior year amounts were reclassified to conform to the manner of presentation in the current year, including the reclassification of note payable of \$83,537 from current other payable to long-term note payable. The reclassification had no effect on previously reported income.

### **New Accounting Pronouncements**

In February 2013, the FASB issued ASU 2013-2, Comprehensive Income (ASC Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income, the new ASU requires entities to disclose in a single location (either on the face of the financial statement that reports net income or in the notes) the effects of reclassifications out of accumulated other comprehensive income (AOCI). For items reclassified out of AOCI and into net income in their entirety, entities must disclose the effect of the reclassification on each affected net income item. For AOCI reclassification items that are not reclassified in their entirety into net income, entities must provide a cross-reference to other required U.S. GAAP disclosures. There is no change in the requirement to present the components of net income and other comprehensive income in either a single continuous statement or two separate consecutive statements. The ASU does not change the items currently reported in other comprehensive income.

For public entities, the new disclosure requirements are effective for annual reporting periods beginning after December 15, 2012, and interim periods within those years (i.e., the first quarter of 2013 for entities with calendar year-ends). The ASU applies prospectively, and early adoption is permitted. The adoption of this ASU did not have a material impact on the Company's consolidated financial statements.

As of September 30, 2013, there is no recently issued accounting standards not yet adopted that would have a material effect on the Company's consolidated financial statements.

### **3. INVENTORIES**

Inventories at September 30, 2013 and December 31, 2012, were as follows:

|                     | <b>2013</b>   | <b>2012</b>   |
|---------------------|---------------|---------------|
| Raw materials       | \$ 48,518,719 | \$ 38,829,405 |
| Work in process     | 7,941,091     | 9,831,235     |
| Finished goods      | 10,151,647    | 15,070,801    |
| Total               | 66,611,457    | 63,731,441    |
| Inventory allowance | (9,994,603)   | (5,433,879)   |
| Inventories, net    | \$ 56,616,854 | \$ 58,297,562 |

### **4. NOTES RECEIVABLE – BANK ACCEPTANCES**

The Company sold goods to its customers and received commercial notes (bank acceptance) from them in lieu of payments for accounts receivable. The Company discounted the commercial notes with the bank or endorsed the commercial notes to vendors for payment of their own obligations or to get cash from third parties. Most of the commercial notes have a maturity of less than six months.

### **5. PROPERTY AND EQUIPMENT, NET**

Property and equipment consisted of the following at September 30, 2013 and December 31, 2012:

|                      | <b>2013</b>  | <b>2012</b>  |
|----------------------|--------------|--------------|
| Buildings            | \$ 4,938,790 | \$ 4,830,751 |
| Production equipment | 8,752,257    | 8,160,111    |
| Office equipment     | 953,821      | 1,120,799    |
| Vehicles             | 1,143,580    | 937,364      |
| Total                | 15,788,448   | 15,049,025   |



|                                |               |               |
|--------------------------------|---------------|---------------|
| Less: accumulated depreciation | (5,159,316)   | (4,101,545)   |
| Property & equipment, net      | \$ 10,629,132 | \$ 10,947,480 |

Depreciation for the nine months ended September 30, 2013 and 2012, was \$1,060,300 and \$1,059,700, respectively. Depreciation for the three months ended September 30, 2013 and 2012, was \$352,400 and \$433,000, respectively.

## 6. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

Other receivables, prepayments and deposits consisted of the following at September 30, 2013 and December 31, 2012, respectively:

|   | 2013         | 2012         |
|---|--------------|--------------|
| Advance to third parties  | \$ 7,884,706 | \$ 4,813,659 |
| Deposit for public bids of sales contracts  | 2,608,393    | 1,397,375    |
| Prepayment for freight, related, insurance, advertisement and consulting expenses | 144,362      | 332,415      |
| Other deposits  | 46,247       | 93,816       |
| Advance to employees  | 1,167,033    | 729,422      |
| Others  | 506,164      | 376,738      |
| Total   | 12,356,905   | 7,743,425    |
| Less: bad debt allowance  | (7,231,074)  | (1,276,145)  |
| Other receivables (net), prepayments & deposits                                   | \$ 5,125,831 | \$ 6,467,280 |

Advance to third parties were short-term advances to unrelated parties with payment usually due within a year and includes an advance to Siping Beifang of RMB 22.13 million (\$3.60 million) that is non-interest bearing and with due date extended to the end of 2013, and an advance to unrelated company of RMB 24.0 million (\$3.90 million) that is non-interest bearing and will be collected by the end of 2013. Deposits for public bidding represented the deposits for bidding on expected contracts, which will be returned to the Company after the bidding process is completed, usually within three to four months from the payment date. Prepayment for freight, related insurance expenses and advertisement represented prepaid shipping and freight insurance expenses for customers and is generally repaid upon customer receipt of products and prepaid advertising expense. Other deposits mainly consisted of deposits for rents, payroll expense and utilities. Advance to employees represented short-term loans to employees and advances for business trips and related expenses. Other receivables (consisting of advance to third parties and employees, deposit for public bids and others), prepayments and deposits are reimbursed or settled within 12 months.

## 7. INTANGIBLE ASSETS

Intangible assets consisted mainly of land use rights, trademarks, computer software, know-how technology, customer lists and covenants not to compete. All land in the PRC is government-owned and cannot be sold to any individual or company. However, the government grants the user a "land use right" to use the land. The Company acquired land use rights during 2005 for RMB 3,549,682 (\$0.44 million). In June 2009, the Company acquired land use rights for \$3.1 million from Siping Beifang. In November 2010, the Company's subsidiary, SmartHeat Energy, acquired land use rights for \$10.10 million. The Company has the right to use the land for 50 years and is amortizing such rights on a straight-line basis for 50 years.

Intangible assets consisted of the following at September 30, 2013 and December 31, 2012, respectively:

|                     | Estimated Useful Life (In years) | 2013          | 2012          |
|---------------------|----------------------------------|---------------|---------------|
| Land use rights     | 50                               | \$ 15,041,485 | \$ 14,712,441 |
| Know-how technology | 5 – 10                           | 903,848       | 884,076       |

|                                |   |               |               |
|--------------------------------|---|---------------|---------------|
| Customer lists                 | 5 | 213,055       | 208,395       |
| Covenants not to compete       | 5 | 115,901       | 113,366       |
| Software                       | 5 | 616,456       | 590,344       |
| Trademarks                     | 7 | 296,068       | 289,591       |
| Total                          |   | 17,186,814    | 16,798,213    |
| Less: accumulated amortization |   | (2,359,049)   | (1,877,610)   |
| Intangible assets, net         |   | \$ 14,827,765 | \$ 14,920,603 |

Amortization of intangible assets for the nine months ended September 30, 2013 and 2012, was \$440,500 and \$452,300, respectively. Amortization of intangible assets for the three months ended September 30, 2013 and 2012, was \$142,300 and \$136,700, respectively. Annual amortization for the next five years from September 30, 2013, is expected to be \$492,279, \$467,789, \$439,561, \$439,009 and \$392,839, and \$12,596,288 thereafter.

## 8. CONSTRUCTION IN PROGRESS

The Company had construction in progress of \$1.33 million at September 30, 2013, consisting of three ongoing projects.

1) SmartHeat Energy is building a factory for a total estimated cost of \$9.00 million, of which the Company paid \$0.46 million as of September 30, 2013 and December 31, 2012. The Company temporarily halted construction on this factory because of the current economic and market conditions in China.

2) SmartHeat Siping has a construction project of \$34,000 for the laying of a foundation for its machinery installation. This foundation project will be completed by the end of 2013.

3) Taiyu paid \$0.82 million for equipment and installation, this project was completed in July 2013 and is in the stage of final inspection by the authority. The Company expects to complete the inspection by the end of 2013.

## 9. LONG TERM INVESTMENT

In April 2012, the Company invested \$722,700 to establish XinRui. The Company owns 46% of XinRui and accounted for this investment under the equity method. The investment income from XinRui was \$17,687 during the nine months ended September 30, 2013.

The unaudited condensed Statement of Income of XinRui for the nine months ended September 30, 2013 is below:

|                        |    |          |
|------------------------|----|----------|
| Net Revenue            | \$ | 159,443  |
| Cost of Revenue        |    | (66,015) |
| Gross Profit           |    | 93,428   |
| Operating expenses     |    | 19,153   |
| Income from operations |    | 74,275   |
| Non-operating income   |    | (22,547) |
| Income tax expense     |    | (13,279) |
| Net Income             | \$ | 38,449   |

## 10. MAJOR CUSTOMERS AND VENDORS

Below is the table indicating the Company's customer that accounts for over 10% of the Company's total sales. At September 30, 2013, the total accounts receivable balance due from these customers was \$7,196,741. At December 31, 2012, the accounts receivable balance due from these customers was \$5,957,687.

| Nine months ended<br>September 30, |      | Three months ended<br>September 30, |      |
|------------------------------------|------|-------------------------------------|------|
| 2013                               | 2012 | 2013                                | 2012 |

|   |     |     |    |     |
|---|-----|-----|----|-----|
| China Precision Optical Machinery Imports & Exports Co., Ltd. | 12% | 17% | 6% | 15% |
|---|-----|-----|----|-----|

For the nine and three months ended September 30, 2013 and 2012, no vendors accounted for over 10% of the Company's total purchases.

#### 11. TAXES RECEIVABLE

Taxes receivable consisted of the following at September 30, 2013:

|             | <b>2013</b>  |
|-------------|--------------|
| Income      | \$ 187,937   |
| Value-added | 984,402      |
| Other       | 2,240        |
| Total       | \$ 1,174,579 |

#### 12. TAXES PAYABLE

Taxes payable consisted of the following at September 30, 2013 and December 31, 2012:

|             | <b>2013</b> | <b>2012</b> |
|-------------|-------------|-------------|
| Income      | \$ -        | \$ 505,643  |
| Value-added | 67,686      | 101,195     |
| Other       | 53,114      | 162,329     |
| Total       | \$ 120,800  | \$ 769,167  |

#### 13. ACCRUED LIABILITIES AND OTHER PAYABLES

Accrued liabilities and other payables consisted of the following at September 30, 2013 and December 31, 2012:

|                                | <b>2013</b>  | <b>2012</b>  |
|--------------------------------|--------------|--------------|
| Advance from third parties     | \$ 95,720    | \$ 68,068    |
| Payable to Siping Beifang      | 2,252,866    | 1,947,808    |
| Payable for equipment purchase | 319,616      | 312,624      |
| Payable to employees           | -            | 219,977      |
| Other payables                 | 3,060,292    | 1,248,877    |
| Warranty reserve (See Note 2)  | 485,888      | 517,076      |
| Accrued expenses               | 895,201      | 691,697      |
| Total                          | \$ 7,109,583 | \$ 5,006,127 |

Advance from third parties were short-term, non-interest-bearing advances from third parties due on demand. Other payables consisted of \$1.6 million (RMB 10 million) received as subsidy against land use right at our SmartHeat Shengyang Energy subsidiary (which is subject to certain restrictions) and payables for the Company's certain construction and installation projects, and miscellaneous expenses including postage, business insurance, employee benefits, and bidding fee. Accrued expenses mainly consisted of accrued payroll, interest and utility.

#### 14. NOTES PAYABLE – BANK ACCEPTANCES

Notes payable represented the conversion of accounts payable into notes payable, which were issued by a bank. The Company deposited a portion of the acceptance amount into the bank as collateral. The terms of the notes range from 3-6 months and bear no interest. At September 30, 2013 and December 31, 2012, the Company deposited \$0.83 million and \$0.37 million with the bank as restricted cash for the bank issuing the notes (See note 2). The restricted cash is refundable when the notes are repaid.

## 15. LOANS PAYABLE

### Short-Term Bank Loans

The Company was obligated for the following short-term loans as of September 30, 2013 and December 31, 2012:

|  | 2013      | 2012         | Subsidiary obligated |
|--|-----------|--------------|----------------------|
| From a commercial bank in the PRC for RMB 50,000,000 entered into on February 17, 2012. The loan bore interest at 7.872% with maturity on January 16, 2013. The loan was repaid at maturity.   | \$ -      | \$ 7,954,817 | Taiyu                |
| From a commercial bank in the PRC for RMB 10,000,000 entered into on July 12, 2012. The loan bore interest at 7.87% with maturity on July 11, 2013. The loan was repaid at maturity.   | -         | 1,590,963    | Siping               |
| From a commercial bank in the PRC for RMB 10,000,000 entered into on August 23, 2012. The loan bore interest at 6.30% with maturity on August 22, 2013. The loan was guaranteed by a third party. The loan was repaid at maturity.                 | -         | 1,590,963    | Taiyu                |
| From a commercial bank in the PRC for RMB 9,000,000 entered into on September 7, 2012. The loan bore interest at 6.3% with maturity on September 6, 2013. The loan was guaranteed by a third party. The loan was repaid at maturity.               | -         | 1,431,867    | Taiyu                |
| From a commercial bank in the PRC for RMB 8,000,000 entered into on September 13, 2012. The loan bore interest at 6.3% with maturity on September 12, 2013. The loan was guaranteed by a third party. The loan was repaid at maturity.             | -         | 1,272,771    | Taiyu                |
| From a commercial bank in the PRC for RMB 30,000,000 entered into on August 21, 2012. The loan bore interest at 6.6% with maturity on August 20, 2013. The loan was repaid at maturity.  | -         | 4,772,890    | Taiyu                |
| From a commercial bank in the PRC for RMB 9,600,000 entered into on September 13, 2012. The loan bore interest at 6.6% with maturity on March 3, 2013. This loan was guaranteed by accounts receivable. The loan was repaid at maturity.           | -         | 1,527,325    | Taiyu                |
| From a commercial bank in the PRC for RMB 13,344,190 entered into on June 26, 2012. The loan bore interest at 6.16% with maturity on January 18, 2014.   | 2,170,493 | 2,354,626    | Taiyu                |
| From a commercial bank in the PRC for RMB 10,000,000 entered into on November 30, 2012. The loan bore interest at 7.87% with maturity on November 29, 2013.  | 1,626,545 | 1,590,963    | Siping               |
| From a commercial bank in the PRC for RMB 13,000,000 entered into on December 12, 2011. The loan bore interest at 6.65% with maturity on October 26, 2013. This loan was pledged with Taiyu's building and land. This loan was repaid at maturity. | 2,114,509 | 2,068,252    | Taiyu                |
| From a commercial bank in the PRC for RMB 40,000,000 entered into on March 11, 2013. The loan bore interest at 6.60% with maturity on March 10, 2014.  | 6,506,181 | -            | Taiyu                |
| From a commercial bank in the PRC for RMB 8,550,000 entered into on January 9, 2013. The loan bore interest at 6.00% with maturity on December 10, 2013.   | 1,390,696 | -            | Taiyu                |
| From a commercial bank in the PRC for RMB 10,000,000 entered into on May 21, 2013. The loan bore interest at 6.60% with maturity on May 20, 2014.  | 1,626,545 | -            | Taiyu                |
| From a commercial bank in the PRC for RMB 10,570,234 entered into on June 3, 2013. The loan bore interest at 6.16% with maturity on December 30, 2013.   | 1,719,296 | -            | Taiyu                |

|   |                     |                     |        |
|---|---------------------|---------------------|--------|
| From a commercial bank in the PRC for RMB 5,000,000 entered into on August 29, 2013. The loan bore interest at 7.20% with maturity on August 29, 2014. The loan was guaranteed by Taiyu.                          | 813,272             |                     | Siping |
| From a commercial bank in the PRC for RMB 5,000,000 entered into on September 4, 2013. The loan bore interest at 7.20% with maturity on September 4, 2014. The loan was guaranteed by Taiyu.                      | 813,273             |                     | Siping |
| From a commercial bank in the PRC for RMB 30,000,000 entered into on August 8, 2013. The loan bore interest at 6.90% with maturity on August 7, 2014.   | 4,879,636           | -                   | Taiyu  |
| From a commercial bank in the PRC for RMB 9,900,000 entered into on September 18, 2013. The loan bore interest at 6.0% with maturity on September 17, 2014. This loan was pledged by Taiyu's accounts receivable. | 1,610,280           | -                   | Taiyu  |
| From a commercial bank in the PRC for RMB 15,411,200 entered into on July 10, 2013. The loan bore interest at 6.0% with maturity on January 9, 2014.  | 2,506,702           | -                   | Taiyu  |
| <b>TOTAL</b>  | <b>\$27,777,428</b> | <b>\$26,155,437</b> |        |

Of the loans listed above that are guaranteed by a third party, the guarantees were provided by Liaoning Wugang Metal Trading Co., Ltd. ("Liaoning Wugang"), with a maximum guarantee of RMB 46 million (\$7.32 million). The guarantee is for the loans entered from February 20, 2012 to August 16, 2013, with the guarantee length equal to the loan term; the guarantee service was extended for the loans entered or will be entered from September 18, 2013 to September 12, 2014 with the guarantee length equal to the loan term, the maximum guarantee amount was revised to RMB 44 million (\$7.05 million). The Company was not required to pay any guarantee fees. However, the Company has contracted to provide similar guarantees for up to RMB 20 million (\$3.18 million) to Liaoning Guorui Commercial Trading Co., Ltd. ("Guorui"). The guarantee is for the loans entered from January 12, 2012 to January 11, 2013 with the guarantee length equal to the loan term, the Company does not require Guorui to pay any guarantee fees. The Company did not extend the guarantee term for Guorui after January 11, 2013. These arrangements are common to the banking industry in China, and there are no other relationships between the Company and Liaoning Wugang or Guorui, both of whom were referred to the Company by the lending bank.

#### Holding Company Credit Agreement – Credit Line Payable

On July 27, 2012, the Company, entered into a secured, revolving credit facility under the terms of a Secured Credit Agreement (the "Credit Facility" or the "Credit Agreement") with Northtech Holdings Inc., a British Virgin Islands business corporation ("Northtech"), owned by certain members of the Company's former management, James Wang, Rhett Wang and Wen Sha. Jane Ai, the Company's Corporate Secretary is also a part owner of Northtech. As amended, the Credit Facility provides for borrowings of up to \$2.5 million.

Borrowings under the Credit Facility are secured by the Company's deposit accounts located in the United States, its trademarks in the PRC and 55% of its equity in each of its wholly-, directly owned subsidiaries. An origination fee of 4% of the Committed Amount was accrued to Northtech upon the signing of the Credit Agreement. As amended, Borrowings bear interest of 10% annually, payable quarterly, and the Credit Facility matured on April 30, 2013. At the Company's option, the maturity date of the Credit Facility may be extended for up to four successive 9-month periods for an extension fee of 4% of the Committed Amount for each extension. Generally, borrowings may be prepaid at any time without premium or penalty, provided however that if the Company prepays any amount due under the Credit Facility from the proceeds of another instrument or agreement of indebtedness, the Company shall pay a 10% prepayment fee. All amounts due under the Credit Facility may, at the Company's option, be paid in either cash or restricted shares of the Company's common stock.

On December 21, 2012, the Company entered into an amendment to the credit and security agreement, which (1) redefined the "average share price" to state that in no event would the average share price be lower than \$0.50 or higher than \$3.50; (2) raised the maximum credit line to \$2.5 million; (3) changed the initial maturity date to April 30, 2014; (4) redefined the calculation of the Restricted Shares of common stock if repaid by Restricted Shares; (5)

redefined the purpose of the proceeds of the credit line; (6) raised the security interest from 35% to 55% of the Company's equity interests in each of its wholly, directly owned subsidiaries.

On June 25, 2013, the Board approved second amendment to the credit and security agreement and on August 23, 2013, the Company entered into second amendment to the credit and security agreement with Northtech, which redefined the "base rate", and adjusted the base rate to 10% annually, compounded quarterly, effective January 1, 2013. The Company delivered to Northtech 100,000 restricted shares of the Company's common stock as an Amendment Fee (see Note 19), issued in September 2013, and pledged shares representing 55% security interest in each of its wholly-, directly-owned subsidiaries.

On December 21, 2012, the Company's Board of Director ("BOD") approved the issuance of 1,300,000 Restricted Shares of Common Stock to Northtech in cancellation of \$1,301,300 of indebtedness under the Credit Facility. The balance owing to Northtech under the Credit Agreement as of September 30, 2013 and December 31, 2012 was \$822,262 and \$83,537, respectively, and was recorded as a noncurrent obligation under ASC 470-10-45-12 through ASC 470-10-45-14 due to the Note being secured by 55% of the equity interest in each of HEAT PHE Inc. and HEAT HP Inc., and the Company's option to repay the note by issuance of the Company's shares. The Company amortized \$55,040 of the \$100,000 extension fee during the nine months ended September 30, 2013, \$42,742 will be amortized in one year, the unamortized extension fee was recorded as prepaid expense. The Company amortized \$9,323 of the \$60,000 amendment fee during the nine months ended September 30, 2013, \$50,677 will be amortized in one year, the unamortized amendment fee was recorded as prepaid expense.

The Company had 100,000 payable to a consulting firm that was paid by a third party on behalf of the Company during 2012, this payable to the third party was assumed by Northtech on August 23, 2013, in exchange for 200,000 shares of the Company's common stock issued in September 2013, and payable for a credit line balance from Northtech. The stock price was \$0.60 on August 23, 2013, the Company recognized \$20,000 loss for the settlement of this payable by shares with Northtech.

## 16. DEFERRED TAX ASSET (LIABILITY)

Deferred tax asset (liability) represented differences between the tax bases and book bases of property and equipment and intangible assets arising from the acquisition of SanDeKe and SmartHeat Pump, and bad debt allowance and provision of inventory impairment booked by the Company which was not allowed per tax purpose. As of September 30, 2013 and December 31, 2012, deferred tax asset (liability) consisted of the following:

|  | 2013         | 2012         |
|--|--------------|--------------|
| Deferred tax asset - current (bad debt allowance)                  | \$ 7,109,416 | \$ 5,147,303 |
| Deferred tax asset - current (inventory allowance)                 | 2,157,900    | 959,388      |
| Deferred tax asset – current (allowance to other receivable)       | 1,486,836    | -            |
| Deferred tax asset – current (allowance for advance to supplier)   | 925,686      | -            |
| Deferred tax asset – current (reserve for warranty)                | 117,253      | -            |
| Less: valuation allowance  | (11,797,091) | (6,106,691)  |
| Deferred tax assets, net   | \$-          | \$ -         |
| Deferred tax liability - noncurrent (depreciation of fixed assets) | \$ (32,511)  | \$ (93,054)  |

## 17. INCOME TAXES

The Company is subject to income taxes by entity on income arising in or derived from the tax jurisdiction in which each entity is domiciled.

SmartHeat, the parent company, was incorporated in the U.S. and has net operating losses ("NOL") for income tax purposes, which can be carried forward for up to 20 years from the year the loss is incurred. SmartHeat has NOL

carry forwards for income taxes of approximately \$5.76 million at September 30, 2013, which may be available to reduce future years' taxable income. Management believes the realization of benefits from these losses remains uncertain due to SmartHeat's limited operating history and continuing losses. Accordingly, a 100% deferred tax asset valuation allowance was provided.

Taiyu and SanDeKe are governed by the Income Tax Law of the PRC concerning privately-run enterprises, which are generally subject to tax at 25% on income reported in the statutory financial statements after appropriate tax adjustments. Under the Income Tax Law that became effective January 1, 2008, new high-tech enterprises given special support by the PRC government are subject to an income tax rate of 15%. Taiyu has been classified as a high-tech enterprise since 2009 and eligible for an income tax rate of 15% through 2013. The local PRC government reviews the high-tech status of such enterprises annually. The income tax rate for SanDeKe is 13% for 2012, because of its foreign-invested enterprise status, and its income tax rate increased to 24% in 2013.

SmartHeat Siping, Jinhui, SmartHeat Investment, SmartHeat Energy, SmartHeat Pump, Ruicheng and SmartHeat Trading are subject to the regular 25% PRC income tax rate. SmartHeat Germany is subject to a 15% corporate income tax in Germany.

The following table reconciles the U.S. statutory rates to the Company's effective tax (benefit) rate for the nine months ended September 30, 2013 and 2012:

|                                      | <b>2013</b> | <b>2012</b> |
|--------------------------------------|-------------|-------------|
| U.S. statutory tax (benefit) rates   | (34.0)%     | (34.0)%     |
| Tax rate difference                  | 8.8%        | 8.5%        |
| Effect of tax holiday                | 4.6%        | 6.9%        |
| Valuation allowance                  | 20.4%       | 18.2%       |
| Tax benefit per financial statements | (0.2)%      | (0.4)%      |

The following table reconciles the U.S. statutory rates to the Company's effective tax (benefit) rate for the three months ended September 30, 2013 and 2012:

|                                      | <b>2013</b> | <b>2012</b> |
|--------------------------------------|-------------|-------------|
| U.S. statutory tax (benefit) rates   | (34.0)%     | (34.0)%     |
| Tax rate difference                  | 8.5%        | 4.2%        |
| Effect of tax holiday                | 8.4%        | 0.0%        |
| Valuation allowance                  | 16.9%       | 27.6%       |
| Tax benefit per financial statements | (0.1)%      | (2.2)%      |

The income tax (benefit) for the nine months ended September 30, 2013 and 2012, consisted of the following:

|                               | <b>2013</b> | <b>2012</b> |
|-------------------------------|-------------|-------------|
| Income tax expense - current  | \$ 11,560   | \$ 5,341    |
| Income tax benefit - deferred | (61,953)    | (74,143)    |
| Total income tax benefit, net | \$ (50,393) | \$ (68,802) |

The income tax (benefit) for the three months ended September 30, 2013 and 2012, consisted of the following:

|                               | <b>2013</b> | <b>2012</b> |
|-------------------------------|-------------|-------------|
| Income tax expense - current  | \$ 13,109   | \$ 4,578    |
| Income tax benefit - deferred | (18,502)    | (28,886)    |
| Total income tax benefit, net | \$ (5,393)  | \$ (24,308) |

## **18. STATUTORY RESERVES AND RESTRICTED NET ASSETS**

The Company's ability to pay dividends primarily depends on the Company receiving funds from its subsidiaries.

Relevant PRC statutory laws and regulations permit payments of dividends by the Company's PRC subsidiaries only out of the subsidiary's retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. The results of operations reflected in the financial statements prepared in accordance with U.S. GAAP differ from those reflected in the statutory financial statements of the Company's PRC subsidiaries.

In accordance with the PRC Regulations on Enterprises with Foreign Investment and their articles of association, a foreign-invested enterprise ("FIE") established in the PRC is required to provide certain statutory reserves, which are appropriated from net profit as reported in the FIE's PRC statutory accounts. An FIE is required to allocate at least 10% of its annual after-tax profit to the surplus reserve until such reserve has reached 50% of its respective registered capital based on the FIE's PRC statutory accounts. Appropriations to other funds are at the discretion of the board of directors for all FIEs. The aforementioned reserves can only be used for specific purposes and are not distributable as cash dividends. Additionally, shareholders of an FIE are required to contribute capital to satisfy the registered capital requirement of the FIE. Until such contribution of capital is satisfied, the FIE is not allowed to repatriate profits to its shareholders, unless otherwise approved by the State Administration of Foreign Exchange. Taiyu, SanDeKe, SmartHeat Siping, Jinhui, SmartHeat Investment and Ruicheng were established as FIEs and therefore are subject to the above-mandated restrictions on distributable profits. As of September 30, 2013, the Company met all registered capital requirements for its FIEs except for SmartHeat Investment, for which the Company is committed to contribute an additional \$40.00 million in registered capital by April 2015.

Additionally, in accordance with the Company Law of the PRC, a domestic enterprise is required to provide surplus reserve at least 10% of its annual after-tax profit until such reserve has reached 50% of its respective registered capital based on the enterprise's PRC statutory accounts. A domestic enterprise is also required to provide discretionary surplus reserve, at the discretion of the board of directors, from the profits determined in accordance with the enterprise's PRC statutory accounts. The aforementioned reserves can only be used for specific purposes and are not distributable as cash dividends. SmartHeat Energy, SmartHeat Trading and SmartHeat Pump were established as domestic enterprises and therefore are subject to the above-mentioned restrictions on distributable profits.

As a result of these PRC laws and regulations that require annual appropriations of 10% of after-tax income to be set aside prior to payment of dividends as general reserve fund, the Company's PRC subsidiaries are restricted in their ability to transfer a portion of their net assets to the Company as a dividend.

## **19. STOCKHOLDERS' EQUITY**

### Stock Options to Independent Directors and Officer

On July 17, 2008, the Company granted non-statutory stock options to each of its two independent U.S. directors. The terms of each option are 1,000 shares at an exercise price per share of \$46.00, with a life of five years and vesting over three years as follows: 333 shares vested on July 17, 2009; 333 shares vested on July 17, 2010; and 334 shares vested on July 17, 2011, subject in each case to the director continuing to be associated with the Company as a director. The options were valued using a volatility of 15%, risk-free interest rate of 2.76%, and dividend yield of 0%. No estimate of forfeitures was made as the Company has a short history of granting options. On July 31, 2009, one of the Company's independent U.S. directors voluntarily retired. As such, he forfeited his right to his unvested options to purchase 667 shares. Upon his termination as director, any vested portion of the grant remained exercisable for 90 days following termination under the terms of the option grant. Accordingly, the 333 vested options expired unexercised as of October 29, 2009. The remaining 1,000 options were expired unexercised on July 16, 2013.

On February 1, 2010, the Company issued stock options to an officer. The terms of the options were 5,000 shares at an exercise price per share of \$118.50, with a life of five years and vesting over two years as follows: 2,500 shares vested on June 30, 2011, and 2,500 shares vested on June 29, 2012. The options were valued using a volatility of 74%, risk free interest rate of 2.76%, and dividend yield of 0%. The grant-date FV of the options was \$367,107. On May 25, 2012, the officer resigned from his position as VP of Strategy and Development of the Company, and was not entitled to the remaining unvested options. The remaining obligations of the Company to the officer were released pursuant to a severance agreement and mutual release.



Based on the FV method under SFAS No. 123 (Revised), “Share Based Payment” (“SFAS 123(R)”) (codified in FASB ASC Financial Instruments, Topic 718 & 505), the FV of each stock option granted is estimated on the date of the grant using the Black-Scholes option-pricing model. The Black-Scholes option-pricing model has assumptions for risk-free interest rates, dividends, stock volatility and expected life of an option grant. The risk-free interest rate is based upon market yields for U.S. Treasury debt securities at a maturity near the term remaining on the option. Dividend rates are based on the Company’s dividend history. The stock volatility factor is based on the historical volatility of the Company’s stock price. The expected life of an option grant is based on management’s estimate. The FV of each option grant to independent directors is calculated by the Black-Scholes method and is recognized as compensation expense over the vesting period of each stock option award.

Following is a summary of the option activity:

|                                   | Number of<br>Shares | Average<br>Exercise<br>Price per<br>Share | Weighted<br>Average<br>Remaining<br>Contractual<br>Term in<br>Years |
|-----------------------------------|---------------------|---|---|
| Outstanding at January 1, 2013    | 3,500               | \$ 97.80                                  | 1.65  |
| Exercisable at January 1, 2013    | 3,500               | \$ 97.80                                  | 1.65  |
| Granted                           | -                   | -   | -   |
| Exercised                         | -                   | -   | -   |
| Forfeited                         | 1,000               | 46.00                                     | -   |
| Outstanding at September 30, 2013 | 2,500               | \$ 118.5                                  | 1.34  |
| Exercisable at September 30, 2013 | 2,500               | \$ 118.5                                  | 1.34  |

There were no options exercised during the nine months ended September 30, 2013 and 2012. The Company recorded \$0 and \$37,919 as compensation expense for stock options during the nine months ended September 30, 2013 and 2012, respectively. There were no options exercised during the three months ended September 30, 2013 and 2012. The Company recorded \$0 and \$19,215 as compensation expense for stock options during the three months ended September 30, 2013 and 2012, respectively.

#### Common Stock Issued

On October 10, 2012, the BOD approved the issuance of 300,000 shares of stock to a consulting firm at \$0.05 per share in accordance with the restructuring agreement with the consulting firm (see “Restructuring Agreement with a Consulting Firm” below). The FV of the shares issued was \$15,000 at the issuance date. The Company and the consulting firm mutually agreed in good faith that \$0.05 per share was the FV of such restricted stock. The determination of FV was based on the market price of the Company’s common stock, the volatility of the market price, the irregularity of trading in the Company’s common stock, the absence of a stable trading market, the market’s concern of NASDAQ and SEC view toward “reverse merger companies,” the Company’s financial condition, the Company’s negative cash flow, the Company’s limited control over the management or operations of its subsidiaries, the Company’s commitment to fund substantial registered capital commitments to its subsidiaries, the transfer and sale restrictions applicable to the restricted stock, the restrictions on voting rights of such restricted stock, and limitations on the right to distributions on, and capital appreciation of, the restricted stock as the share could be bought back by the Company.

On December 11, 2012, at the Company’s shareholders’ annual meeting, the Company’s shareholders approved the issuance of 100,000 restricted shares of common stock to the Executive Olive Bialowons for \$5,000 in accordance with the Executive Agreement. The FV of the shares issued was \$5,000 at the issuance date. The FV of \$0.05 per share was determined in accordance with the factors referenced above.

On December 18, 2012, the Company issued 77,625 restricted shares of common stock at \$1.00 per share to subsidiary executive Xudong Wang to repay the outstanding principal and interest on promissory note of \$77,625 (principal of \$75,000 and accrued interest of \$2,625), as approved by the BOD on December 14, 2012. The

Company recorded \$44,945 gain on settlement of debt and was included in other income. The stock price at the stock issuance date was \$0.42; accordingly, the FV of the shares issued was \$32,603 on such date.

The Company had \$100,000 payable to a consulting firm that was paid by a third party on behalf of the Company during 2012, this payable to the third party was assumed by Northtech on August 23, 2013, for 200,000 shares of the Company's common stock issued in September 2013, and payable for a credit line balance from Northtech. The stock price was \$0.60 on August 23, 2013, the Company recognized \$20,000 loss for the settlement of this payable by shares with Northtech (see Note 15).

On June 25, 2013, the Board approved second amendment to the credit and security agreement and on August 23, 2013, the Company entered into second amendment to the credit and security agreement with Northtech, which redefined the "base rate", and adjusted the base rate to 10% annually, compounded quarterly, effective January 1, 2013. The Company delivered Northtech 100,000 restricted shares of the Company's common stock as an Amendment Fee. The FV of the stocks issued for the Amendment fee is \$60,000.

On September 17, 2013, the Company's BOD approved the issuance of 100,000 restricted shares of common stock to Northtech for their consent to the Company to enter into an Equity Interest Purchase Agreement as contemplated by the stalking horse proposal and approved by the Company's Board. Under the terms of the Equity Interest Purchase Agreement, the buyers agreed to purchase 40% of the Company's equity interests in the following PHE segment subsidiaries: SmartHeat Taiyu (Shenyang) Energy; SmartHeat Siping Beifang Energy Technology Co., Ltd.; SmartHeat (Shenyang Energy Equipment) Co. Ltd.; Hohot Ruicheng Technology Co., Ltd.; and Urumchi XinRui Technology Limited Liability Company (collectively, the "Target Companies"). The purchase price is RMB 5,000,000 (\$801,000), to be paid on or before December 31, 2013 (See Note 23).

## **20. OTHER INCOME**

The Company had net other income, of \$1,020,770 and \$1,689,390 for the nine months ended September 30, 2013 and 2012, respectively. The net other income for the nine months ended September 30, 2013 consisted of income (net) from sales of raw material of \$528,559; income (net) from after-sales services of \$72,213, government subsidy of \$173,784 and other non-operating income of \$246,214. The net other income for the nine months ended September 30, 2012 consisted of income (net) from sales of raw material of \$636,832; income from providing technical service of \$450,369; income (net) from after-sales service of \$99,878; income from government subsidy of \$279,036, and other income of \$223,275.

## **21. COMMITMENTS**

### Executive Agreements

On July 10, 2012, SmartHeat entered into an agreement with Mr. Oliver Bialowons, the Company's President, effective as of May 25, 2012 for a one-year term, and continued on a month-to-month basis thereafter, subject to termination by either party at any time. Mr. Bialowons was compensated at \$20,000 per quarter during 2012. On December 11, 2012, the Company issued 100,000 restricted shares of common stock at \$0.05 per share to the Oliver Bialowons in accordance with the Executive Agreement after the issuance was approved by the Company's stockholders and Mr. Bialowons paid consideration of \$0.05 per share.

The shares are restricted from being sold or transferred to more than 10 persons or entities, until June 30, 2017. The Company has the option to repurchase the shares for \$0.20 per share until January 31, 2013, \$0.40 per share until September 30, 2013, \$0.60 per share until June 30, 2014, and \$0.80 per share until January 31, 2016.

### Lease Agreements

The Company leased offices for its sales representative in several different cities under various one-year, non-cancellable and renewable operating lease agreements. Rental expense for the nine months ended September 30, 2013 and 2012, was \$342,000 and \$269,100, respectively. Rental expense for the three months ended September 30, 2013 and 2012, was \$91,100 and \$90,400, respectively.

### Capital Contribution

The Company formed SmartHeat Investment on April 7, 2010, as an investment holding company with registered capital of \$70 million to enable its establishment and investment in new businesses in China. Under PRC company law, registered capital must be used in the operations of the domestic company within its approved business scope. SmartHeat Investment was established as a separate subsidiary of the Company to allow allocation of capital to new businesses in China separate from its existing subsidiaries and operations. As a PRC investment holding company, the \$70 million in approved registered capital of SmartHeat Investment is deemed a planned investment amount for the entity, not a traditional registered capital requirement under PRC corporate law. The Company contributed \$30 million in capital to SmartHeat Investment on April 15, 2010, from proceeds of its public offering that closed on September 22, 2009. On April 12, 2010, SmartHeat Investment formed SmartHeat Energy, a wholly owned subsidiary in Shenyang with registered capital of \$30 million, subsequently satisfied out of the registered capital of SmartHeat Investment, for the research, development, manufacturing and sale of energy products. As of September 30, 2013, the Company is committed to contributing the remaining \$40 million in registered capital to SmartHeat Investment by April 2015. The Company may satisfy this contribution through cash flow provided by operations, sales of assets, such as physical assets, financial assets, or interests in its subsidiaries, and funds raised through offerings of its securities, if and when the Company determines such offerings are required, and at such time that the Company identifies a new acquisition, investment or business opportunity to be financed through SmartHeat Investment, although no specific investment candidate has been identified to date. On October 10, 2013, SmartHeat Inc. entered in an Equity Interest Purchase Agreement. Under the terms of the Equity Interest Purchase Agreement, the buyers have agreed to purchase 40% of the Company's equity interests in certain subsidiaries for RMB 5 million (See Note 23).

### Restructuring Agreement with a Consulting Firm

On April 23, 2012, the Company entered into an agreement ("Agreement") with Nimbus Restructuring Manager LLC ("Nimbus"), for advice on raising capital and restructuring the Company to maximize value for the benefit of all of the stockholders of the Company. The agreement ran to January 23, 2013.

Upon execution of the Agreement, the Company paid \$200,000 as a deposit and a \$50,000 advance for future expenses incurred by Nimbus. Additionally, the Company paid \$70,000 per month for 6 months. An additional \$600,000 is to be paid upon the completion of the Company's restructuring to the satisfaction of the Board.

The Company also issued and sold to Nimbus 300,000 shares of the Company's restricted common stock for \$15,000, or \$0.05 per share, the Company has the right to repurchase such shares for \$0.20 per share until January 31, 2013, \$0.40 per share until September 30, 2013, \$0.60 per share until June 30, 2014, \$0.80 per share until March 31, 2015 and \$1.00 per share until January 31, 2016. On October 12, 2012, the Company issued 300,000 shares of stock to an affiliate of Nimbus at \$0.05 per share in accordance with the restructuring agreement.

The Company shall reimburse Nimbus and its affiliates for all reasonable and appropriate out-of-pocket expenses actually incurred in performance of the services specified in the Agreement.

On May 9, 2013, the Company entered a Restated Restructuring Agreement with Nimbus, which was intended to be a legally binding restatement of the Restructuring Agreement entered on April 23, 2012. Pursuant to the Restated Restructuring Agreement, the term was extended for an additional 12 monthly periods until January 22, 2014. A monthly service fee of \$30,000 is to be paid on the first day of each month for 10 months through November 2013. In addition, a \$300,000 termination fee will be paid on the earlier of the expiration of the stated term or the termination by the Company.

On September 18, 2013, the Company entered Amendment #1 to the Restated Restructuring Agreement with Nimbus, pursuant to the Amendment, the service term was revised after the initial expiration date of January 23, 2013, for an extension of 10 additional month until November 2013, and thereafter extended for 4 additional months until March 2014. The termination fee of \$300,000 will be paid in 4 equal monthly payments of \$75,000 each commencing in December 2013 and running through March 2014 or on the earlier of the expiration of the Stated Term or the earlier termination by the Company.

## 22. CONTINGENCIES

Certain of the Company's bank loans were guaranteed for repayment by a third party. The guarantee term is same as the loan term and the Company is not required to pay for this guarantee service as the Company provides the same guarantee service to loans of the third party. As of September 30, 2013 and December 31, 2012, the Company has signed a contract to provide guarantees of up to RMB 20 million (\$3.18 million) in loans for the third party, respectively. (See Note 15 – Loans Payable).

The Company's operations in the PRC are subject to specific 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 environments in China and foreign currency exchange. The Company's results may be adversely affected by changes in PRC government policies with respect to laws and regulations, anti-inflationary measures, currency conversion and remittance abroad and rates and methods of taxation, among other things.

The Company's sales, purchases and expense transactions in China are denominated in RMB and all of the Company's assets and liabilities in China are also denominated in RMB. The RMB is not freely convertible into foreign currencies under the current PRC law. In China, foreign exchange transactions are required by law to be transacted only by authorized financial institutions. Remittances in currencies other than RMB may require certain supporting documentation in order to affect the remittance.

### Legal Proceedings

On August 31, 2012, a putative class action lawsuit, *Steven Leshinsky v. James Wang, et. al.*, which purported to allege federal securities law claims against the Company and certain of its former officers and directors, was filed in the United States District Court for the Southern District of New York. Thereafter, two plaintiffs filed competing motions to be appointed lead plaintiff in the proceeding. A lead plaintiff was appointed and an amended complaint was filed on January 28, 2013, by the Rosen Law Firm. The amended complaint included Oliver Bialowons, our President, and Michael Wilhelm, our former Chief Financial Officer, as defendants in the proceeding though they were not officers of the Company during the alleged class period. A second amended complaint was filed on April 8, 2013, under the caption *Stream Sicav, Dharanendra Rai et al. v. James Jun Wang, SmartHeat, Inc. et al.*, removing Messrs. Wilhelm and Bialowons as defendants. The second amended complaint alleges two counts against the Company, both for violations of the federal securities laws arising from alleged insider sales or management sales of securities and alleged false disclosures relating to those sales. On May 8, 2013, we filed a motion to dismiss the second amended complaint on the grounds that, among other things, the plaintiffs did not, in fact, allege that a member of our senior management team had sold their shares. The motion to dismiss was subsequently denied and the court set a discovery and class briefing schedule.

## 23. SUBSEQUENT EVENTS

On October 10, 2013, SmartHeat Inc. entered in an Equity Interest Purchase Agreement (the "Equity Interest Purchase Agreement") as contemplated by a stalking horse proposal approved by the Company's Board. Under the terms of the Equity Interest Purchase Agreement, the buyers have agreed to purchase 40% of the Company's equity interests in the following PHE segment subsidiaries: SmartHeat Taiyu (Shenyang) Energy; SmartHeat Siping Beifang Energy Technology Co., Ltd.; SmartHeat (Shenyang Energy Equipment) Co. Ltd.; Hohot Ruicheng Technology Co., Ltd.; and Urumchi XinRui Technology Limited Liability Company (collectively, the "Target Companies"). The purchase price is RMB 5,000,000 (\$813,000), to be paid on or before December 31, 2013. The Company retains an option to repurchase the equity interests of the Target Companies from the buyers at a purchase price of RMB 5,600,000 (\$910,000) which terminates on February 28, 2014. In the event the Company does not exercise its option to repurchase the equity interest, the buyers shall have the option to purchase an additional 40% equity interest in the Target Companies for an additional purchase price of RMB 6,000,000 (\$975,000). In the event the buyers exercise their option to purchase the additional 40% equity interest, the Company will seek the approval of its shareholders prior to completing the sale. In the event such approval is not obtained, the buyers may terminate the Equity Interest Purchase Agreement. Should the buyers exercise their option to purchase the additional 40% equity interest, and the Company's shareholders approve the sale, the Company has the option to require the Buyers to purchase the remaining 20% equity interest for a purchase price of RMB 2,500,000 (\$406,000).

The buyers consist of a group of 25 natural persons, all of whom are P.R.C. citizens, including Wen Sha, Jun Wang and Xudong Wang, managers of the Company's subsidiaries engaged in the PHE segment of its business, and Huajuan Ai and Yingkai Wang, the Company's Corporate Secretary and Acting Chief Accountant, respectively. Huajuan Ai, Wen Sha, Jun Wang and Xudong Wang are also principals in Northtech Holdings Inc.

The Company may terminate the Equity Interest Purchase Agreement at any time for a break-up fee of RMB 600,000 (\$97,000). The Company presently intends to seek competing bids to the Equity Purchase Agreement with the plan of having a definitive restructuring completed no later than the end of the first quarter of 2014. There is no assurance that any competing bid may be found or that a definitive agreement will be negotiated with such party.

## CAUTIONARY STATEMENT FOR FORWARD-LOOKING STATEMENTS

*The comments made throughout this Quarterly Report should be read in conjunction with our Financial Statements and the Notes thereto, and other financial information appearing elsewhere in this document. In addition to historical information, the following discussion and other parts of this document contain certain forward-looking information. When used in this discussion, the words, “believes,” “anticipates,” “expects” and similar expressions are intended to identify forward-looking statements. Such statements are subject to certain risks and uncertainties, which could cause actual results to differ materially from projected results, due to a number of factors beyond our control. We do not undertake to publicly update or revise any of our forward-looking statements, even if experience or future changes show that the indicated results or events will not be realized. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Readers are also urged to carefully review and consider our discussions regarding the various factors that affect our business, which are described in this section and elsewhere in this report, and those listed in our other SEC filings.*

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

#### **Overview**

Through our subsidiaries we design, manufacture and sell clean technology plate heat exchangers (“PHE”), heat pumps (“HPs”) and related systems marketed principally in the People’s Republic of China (“PRC”). Our subsidiaries’ products are used in the industrial, residential and commercial markets to improve energy utilization and efficiencies, and to reduce pollution by reducing the need for coal-fired boilers. Our subsidiaries design, manufacture, sell and service PHEs, PHE Units, which combine PHEs with various pumps, temperature sensors, valves and automated control systems in systems custom designed by our in-house engineers, heat meters and heat pumps for use in commercial and residential buildings. Our subsidiaries also design, manufacture and sell spiral heat exchangers and tube heat exchangers. Our subsidiaries’ products and systems are an increasingly important element in providing a clean technology, mission-critical solution to energy consumption and air pollution problems in China and are commonly used in a wide variety of industrial processes where heat transfer is required. Common applications include energy conversion for heating, ventilation and air conditioning, or HVAC, and industrial use in petroleum refining, petrochemicals, metallurgy, food and beverage and chemical processing. Our subsidiaries sell their products under the SmartHeat and Taiyu brand names and also sell PHEs under the Sondex brand name as an authorized dealer of Sondex PHEs in China.

In addition, we offer HPs in China and in Germany under the Gustrower brand name. Our subsidiaries design and build HPs specific to customer specifications and particular operating conditions and are known for their high quality and efficiency. Our subsidiaries produce HPs in sizes that have applications in both the industrial and residential settings. We believe our subsidiaries’ HPs reduce the cost of heating and cooling by using recycled air as a heat source thereby reducing heat loss promoting energy saving and efficiency.

We are a U.S. holding company with no material assets other than the ownership interests of our subsidiaries through which we design, manufacture and sell our clean technology PHEs, HPs and related systems. We were incorporated in the State of Nevada on August 4, 2006, under the name Pacific Goldrim Resources, Inc., as an exploration stage corporation with minimal operations to engage in the exploration for silver, lead and zinc. On April 14, 2008, we changed our name to SmartHeat Inc. and entered into a Share Exchange Agreement to acquire Shenyang Taiyu Machinery & Electronic Equipment Co., Ltd., subsequently renamed SmartHeat Taiyu (Shenyang) Energy Technology Co., Ltd., or Taiyu, a privately held Sino-foreign joint venture (“JV”) company formed under the laws of the PRC on July 24, 2002, and engaged in the design, manufacture, sale and servicing of plate heat exchange products in China. The Share Exchange Agreement was entered into by SmartHeat, Taiyu and the shareholders of Taiyu. We received PRC government approval on May 28, 2008, of our subscription for 71.6% of the registered capital of Taiyu, and approval on June 3, 2009, of the transfer of the remaining 28.4% ownership of Taiyu from the original JV shareholders who received shares of our common stock in the Share Exchange. As a result of the Share Exchange Agreement and subsequent transactions contemplated thereby, and receipt of the above PRC government approvals, Taiyu became our wholly foreign-owned enterprise, or WFOE.

As an expansion of our business following our acquisition of Taiyu, we acquired and established subsidiaries in China and Germany.

The following chart displays our subsidiaries according to which operating segment they operate in:

| <b>Plate Heat Exchangers (PHE)</b>   | <b>Heat Pumps (HP)</b>  |
|--|---|
| SmartHeat Taiyu (Shenyang) Energy Technology Co., Ltd.<br>SanDeKe Co., Ltd.  | SmartHeat (China) Investment Co., Ltd.<br>SmartHeat (Shenyang) Heat Pump Technology Co., Ltd. |
| SmartHeat (Shenyang) Energy Equipment Co., Ltd.<br>SmartHeat Siping Beifang Energy Technology Co., Ltd.                                    | SmartHeat Deutschland GmbH<br>SmartHeat (Shanghai) Trading Co., Ltd.                          |
| Hohhot Ruicheng Technology Co., Ltd.<br>Urumchi XinRui Technology Limited Liability Company<br>SmartHeat Heat Exchange Equipment Co., Ltd. | Beijing SmartHeat Jinhui Energy Technology Co., Ltd.  |

### **Principal Factors Affecting Our Financial Performance**

Our revenues are subject to fluctuations due to the timing of sales of high-value products, the impact of seasonal spending patterns, the timing and size of projects our customers perform, changes in overall spending levels in the industry, changes in PRC government fiscal policies, inflation in China and other unpredictable factors that may affect customer ordering patterns. Our revenues may fluctuate due to the seasonal nature of central heating services in the PRC because the equipment used in residential buildings must be delivered prior to the beginning of the heating season in late fall, which occurs during the third and fourth calendar quarters in China. We also anticipate decreased sales volume in the first calendar quarter compared to other quarters, as our customers generally install and test our products during this period, and are in the process of budgeting their new projects. Additionally, any significant delays in the commercial launch or any lack or delay of commercial acceptance of new products, unfavorable sales trends in existing product lines or impacts from the other factors mentioned above, could adversely affect our revenue growth or cause a decline in quarterly revenue.

In response to inflationary concerns, the PRC government tightened fiscal policies beginning in 2011 that contributed to a slowdown in many sectors of China's economy and restricted bank lending practices. China's economy grew at its slowest pace in three years during 2012 according to the National Bureau of Statistics of China. This slow growth continued into the first quarter of 2013. Historically, approximately 40% of our customers, representing the majority of our total sales, consist of state-owned enterprises in China. Many of these customers, the majority of which are real estate developers, encountered difficulties in 2011 and 2012 in obtaining grants from the PRC government and faced an extended bank loan application process, both of which typically are used to finance the purchase of our products. These conditions continued into 2013. Accordingly, the continued deflationary policy of the PRC government affected the number of new sales of our PHEs and PHE Units as certain state-owned enterprises deferred bidding for new projects because of their working capital difficulties or abandoned existing projects. The decline in new projects among state-owned enterprises and increased peer competition contributed to a decline in sales of our PHEs and PHE Units in 2011, 2012 and the first quarter of 2013. We also canceled contracts in 2011 with certain of these state-owned customers that were unable to make payments or that had requested adjustments to their payment terms in response to their financial difficulties. Although these events caused a decrease in our sales in 2011, 2012 and into 2013, a portion of the canceled PHE and PHE Unit orders were reinstated in 2012, and additional orders and contracts that were canceled or partially delayed are performed in 2013, which reduced the impact of the drop in our sales over the long term. Furthermore, the PRC government remains committed to the construction of affordable housing projects and emission-reduction and energy-saving policies, which we believe will continue to drive demand for our clean technology heat transfer products.

Our revenues also may fluctuate significantly due to material costs, which normally account for approximately 69-72% of our cost of sales. We experienced and anticipate continued fluctuation in raw material costs as a result of world economic conditions, such as the price of stainless steel used to produce plates, our PHEs and PHE Units. We monitor the commodities markets for pricing trends and changes, but do not engage in hedging to protect against raw material fluctuations. Instead, we attempt to mitigate the short-term risks of price swings by purchasing raw materials in advance based on production needs and projected sales. We typically experience stronger sales during the second half of the year, which is the start of fall and winter in China, during which we historically generate the majority of our revenue. Accordingly, we increased our inventory and advances to suppliers during the first three quarters of each year in anticipation of our historical high season for production. Management believes our current levels of increased inventory resulting from the unexpected abandonment of projects and cancellation of orders by certain customers in 2011 and 2012 will be consumed gradually in 2013 and the following years as we fulfill new orders and delayed and reinstated contracts. Although we currently are able to obtain adequate supplies of raw materials, it is impossible to predict future availability or cost. Unfavorable fluctuations in the price, quality or availability of required raw materials could negatively affect our cash flows and ability to meet the demands of our customers, which could result in the loss of future sales.

Our profitability depends upon the margin between the cost to us of goods used in the manufacturing process, such as plates, pumps, water tanks, sensors, control systems and other raw materials, as well as our fabrication costs associated with converting such goods and raw materials compared to the selling price of our products, and the overall supply of raw materials. We intend to base the selling prices of our products upon the associated raw materials costs to us, which typically make up 69-72% of total cost. We may not be able to pass all increases in raw material costs and ancillary acquisition costs associated with taking possession of raw materials through to our customers, however, and there may be a time lag as we bid on new projects and renegotiate pricing with our existing customers. Furthermore, to ease inflationary pressure on our costs, we implemented new controls over our purchasing process and raw material pricing by adopting a new budgetary control system to monitor our fixed costs and continued improvements to our manufacturing process to decrease labor cost and improve manufacturing efficiency.

The economic conditions our subsidiaries faced in 2011, 2012 and in the first three quarters of 2013, made it impossible for our subsidiaries to pay dividends to our U.S. parent company, which is dependent upon such dividends to meet its financial obligations. Relevant PRC statutory laws and regulations permit payments of dividends by the Company's PRC subsidiaries only out of the subsidiary's retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. Further, the Company's PRC subsidiaries are required to take certain reserves as detailed in Note 18 to our financial statements. As a result, we sought alternative sources of capital for our U.S. parent company. On July 27, 2012, we entered into a secured, revolving credit facility with Northtech Holdings Inc., a British Virgin Islands business corporation owned by certain members of our former management, James Wang, Rhett Wang and Wen Sha. Jane Ai, our Corporate Secretary, is also a part owner of Northtech. As amended on December 21, 2012, the Credit Agreement provides for borrowings of up to \$2,500,000 with any amounts borrowed maturing on April 30, 2014. Borrowings under the Credit Agreement are secured by 55% of the equity interest in each of our wholly, directly-owned subsidiaries and are repayable, at our option, in shares of our common stock. On December 21, 2012, we repaid \$1,300,000 of the \$1,384,455 outstanding under the Credit Agreement with 1,300,000 restricted shares of our common stock, approximately 22.67% of our total issued and outstanding shares of Common Stock, as authorized by the Credit Agreement and approved by our shareholders. As of June 30, 2013, the balance including accrued interest owing to Northtech under the Credit Agreement was \$652,763. On June 25, 2013, the Board approved second amendment to the credit and security agreement and on August 23, 2013, the Company entered into the second amendment to the credit and security agreement with Northtech as disclosed in note 15 to the financial statements.

On June 25, 2013, the Board of Directors of the Company authorized the Company to commence a market canvass for additional sources of financing aside from the Credit Agreement. Pursuant to Board authorization, the Company solicited stalking horse proposals for purchase of all or part of, or joint venture investment in or with, the Company or one or more of its directly or indirectly owned subsidiaries. All proposals were evaluated by the Board of Directors in September and a stalking horse proposal was chosen and executed as disclosed in the Company's current report on Form 8K filed on September 30, 2013. A definitive agreement related to the proposal was negotiated and executed (the "Equity Interest Purchase Agreement") and is being submitted to the shareholders of the Company, along with the Company's other restructuring actions, for approval at the Company's Annual Meeting



to be held on December 10, 2013. A Form 8K was filed along with the complete Equity Interest Purchase Agreement on October 15, 2013.

### **Significant Accounting Policies**

*While our significant accounting policies are more fully described in Note 2 to our consolidated financial statements, we believe the following accounting policies are the most critical to aid you in fully understanding and evaluating this management discussion and analysis.*

#### ***Basis of Presentation***

Our financial statements are prepared in accordance with generally accepted accounting principles in the U.S., or U.S. GAAP.

#### ***Principles of Consolidation***

The accompanying consolidated financial statements include the accounts of SmartHeat's U.S. parent and its subsidiaries, Taiyu, SanDeKe, SmartHeat Siping, Jinhui, SmartHeat Investment, SmartHeat Energy, SmartHeat Trading, Ruicheng, SmartHeat Germany and SmartHeat Pump. All significant inter-company accounts and transactions were eliminated in consolidation.

In preparing the financial statements in conformity with U.S. GAAP, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Significant estimates, required by management, include the recoverability of long-lived assets, allowance for doubtful accounts, and the reserve for obsolete and slow-moving inventories. Actual results could differ from those estimates.

#### ***Accounts Receivable***

We maintain reserves for potential credit losses on accounts receivable. Management reviews the composition of accounts receivable and analyzes historical bad debts, customer concentrations, customer credit worthiness, current economic trends and changes in customer payment patterns to evaluate the adequacy of these reserves. Accounts receivable are net of unearned interest. Unearned interest represents imputed interest on accounts receivable with due dates over one year from the invoice date discounted at our borrowing rate for the year. Based on historical collection activity, we had bad debt allowances of \$44.7 million and \$28.2 million at September 30, 2013 and December 31, 2012, respectively.

#### ***Impairment of Long-Lived Assets***

As of September 30, 2013 and December 31, 2012, there were no significant impairments of our other long-lived assets.

#### ***Revenue Recognition***

Our revenue recognition policies are in compliance with SEC Staff Accounting Bulletin ("SAB") 104 (codified in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 605). Sales revenue is recognized when PHEs, heat meters and HPs are delivered, and for PHE Units when customer acceptance occurs, the price is fixed or determinable, no other significant obligations of ours exist and collectability is reasonably assured. Payments received before all of the relevant criteria for revenue recognition are recorded as unearned revenue under "Advance from customers."

Our agreements with our customers generally provide that 30% of the purchase price is due upon placement of an order, 30% upon delivery and 30% upon installation and acceptance of the equipment after customer testing. As a common practice in the heating manufacturing business in China, payment of the final 10% of the purchase price is due no later than the termination date of the standard warranty period, which ranges from 3 to 24 months from the

acceptance date. Due to the slowdown of the Chinese economy and tightened monetary policy, and in order to attract and retain customers, the Company's subsidiaries have adjusted their contract and payment terms on a case-by-case basis to permit for more flexible and longer payment terms.

Our standard warranty is provided to all customers and is not considered an additional service; rather, it is an integral part of the product sale. We believe the existence of the standard warranty in a sales contract does not constitute a deliverable in the arrangement and thus there is no need to apply the EITF 00-21 (codified in FASB ASC Topic 605-25) separation and allocation model for a multiple deliverable arrangement. SFAS 5 (codified in FASB ASC Topic 450) specifically addresses the accounting for standard warranties and neither SAB 104 nor EITF 00-21 supersedes SFAS 5. We believe accounting for our standard warranty pursuant to SFAS 5 does not impact revenue recognition because the cost of honoring the warranty can be reliably estimated.

We charge for after-sales services provided after the expiration of the warranty period, with after-sales services mainly consisting of cleaning PHEs and repairing and exchanging parts. We recognize such revenue when service is provided. The revenue earned from these services was not material during the nine and three months ended September 30, 2013 and 2012.

## Results of Operations

### *Nine months ended September 30, 2013, Compared to the Nine months ended September 30, 2012*

The following table sets forth the results of our operations for the periods indicated as a percentage of net sales, certain columns may not add due to rounding.

|                                      | 2013                   |                   | 2012                   |                   |
|--------------------------------------|------------------------|-------------------|------------------------|-------------------|
|                                      | <u>\$</u>              | <u>% of Sales</u> | <u>\$</u>              | <u>% of Sales</u> |
| Sales                                | \$ 27,059,624          |                   | \$ 25,368,104          |                   |
| Cost of sales                        | 24,213,253             | 89%               | 19,393,990             | 76%               |
| Gross profit                         | 2,846,371              | 11%               | 5,974,114              | 24%               |
| Operating expenses                   | 34,831,145             | 129%              | 24,155,369             | 96%               |
| Loss from operations                 | (31,984,774)           | (118)%            | (18,181,255)           | (72)%             |
| Non-operating income (expenses), net | (411,587)              | (2)%              | 714,311                | 3%                |
| Income tax benefit                   | (50,393)               | (0.2)%            | (68,802)               | (0.3)%            |
| Noncontrolling interest              | (53,296)               | (0.2)%            | (141,619)              | (1)%              |
| Net Loss to SmartHeat Inc.           | <u>\$ (32,292,672)</u> | (119)%            | <u>\$ (17,256,523)</u> | (68)%             |

*Sales.* Net sales in the nine months ended September 30, 2013, were \$27.06 million, consisting of \$8.27 million for PHEs, \$13.98 million for PHE Units, \$0.97 million for heat meters and \$3.83 million for HPs, while net sales in the nine months ended September 30, 2012, were \$25.37 million, consisting of \$9.24 million for PHEs, \$10.22 million for PHE Units, \$2.04 million for heat meters and \$3.87 million for HPs, an overall increase of \$1.69 million or 7%. The 7% increase in total revenue was due primarily to the increase in sales volume of PHE Units in the nine months ended September 30, 2013, compared to 2012. Sales volume of PHE Units, increased 34% in the nine months ended September 30, 2013 compared to 2012. The increase in sales volume in the nine months ended September 30, 2013 compared to 2012 resulted from a gradually improving economy in the third quarter of 2013 which resulted in the commencement of the new projects and the resumption of previously cancelled orders, as well as our enhanced product competitiveness.

We have a review process for approving each sales contract, including sales price. Sales price is determined under each contract in proportion to our estimated cost in order to ensure our gross profit. Our sales price varies according to each sale depending primarily on each customer's specific requirements and our negotiation of the contract amount and term.

*Cost of Sales.* Cost of sales ("COS") was \$24.21 million in the nine months ended September 30, 2013, compared to \$19.39 million in 2012, an increase of \$4.82 million or 25%. The increase in our COS is attributable to an increased inventory impairment provision. We reserved \$4.39 million for inventory impairment provision for PHEs and PHE

Units during the nine months ended September 30, 2013, compared with \$0.68 million for the same period in 2012. COS mainly consisted of the cost of materials, factory overhead and labor. Materials cost was 72% of total cost, while factory overhead cost was 24% and labor was 4% during the nine months ended September 30, 2013, as compared to 63%, 31% and 6%, respectively, for the same period of 2012. Our materials cost as a percentage of total costs increased to 72% from the typical 63% as a result of increased production and sales volume. Combined with a significant increase in inventory impairment provision, the COS as a percentage of sales was 89% in the nine months ended September 30, 2013 compared with 76% for the same period of 2012.

We performed an inventory impairment assessment as of September 30, 2013, and December 31, 2012, for the write-down of raw materials and finished goods in inventory. We stock inventory, consisting of raw materials and finished goods, according to projected sales and customer orders, with steel plates and components for our products generally ordered two to three months in advance of anticipated production needs. As part of our impairment analysis, we performed an evaluation of raw materials stored over one year and not anticipated to be consumed, and an evaluation of potential impairment to the quality of these raw materials. If management anticipates that obsolete raw materials in inventory can be utilized and will be consumed within the next few months through new customer orders or substitute orders, no impairment is recorded. We collected information about delayed and canceled contracts and met with affected customers to discuss their financing situation and their projections of future orders. Finished goods manufactured for delayed and canceled contracts that we do not expect to be reinstated and contracts for which we have been unable to find substitute customers become impaired. We performed an evaluation of these finished goods stored over one year and recorded an impairment accordingly. A portion of the canceled orders from 2011 for PHEs and PHE Units were reinstated, and we believe that additional orders and contracts that were canceled or partially delayed to be performed in late 2012 and 2013 will result in our gradual consumption of finished goods which otherwise requiring impairment as we fulfill these delayed and reinstated contracts along with new orders. We also analyzed whether to take a reserve for conversion costs of finished goods in inventory for resale to substitute customers. Following the completion of our impairment analysis, we had inventory impairment provision of \$9,994,602 and \$5,433,879 as of September 30, 2013 and December 31, 2012, respectively.

*Gross Profit.* Gross profit (loss) was \$2.85 million in the nine months ended September 30, 2013, compared to \$5.97 million in 2012. Profit margin was 11% and 24% for the nine months ended September 30, 2013 and 2012 respectively. The decrease in profit margin in the nine months ended September 30, 2013 was primarily due to increased inventory impairment provision which was recorded in COS.

*Operating Expenses.* Operating expenses consisting of selling, general and administrative expenses totaled \$34.83 million in nine months ended September 30, 2013, compared to \$24.16 million in 2012, an increase of \$10.68 million or 44%. Operating expenses as a percentage of sales were 129% in the nine months ended September 30, 2013, compared to 96% in 2012. The increase in operating expenses mainly resulted from: bad debt allowance for accounts and other receivables and allowance for advances to suppliers in the aggregate amount of \$23.09 million for the nine months ended September 30, 2013 compared with \$6.77 million for the same period of 2012.

We recorded a bad debt allowance of \$15.66 million (consisting of \$15.47 million for PHEs and related products and \$0.18 million for HPs and related products), \$5.86 million (consisting of \$5.84 million for PHEs and related products and \$23,493 for HPs and related products), and \$1.57 million (consisting of \$1.47 million for PHEs related and \$98,374 for HPs related), for accounts receivable, other receivables and advances to suppliers, respectively, for the nine months ended September 30, 2013, compared with \$6.42 million for bad debt allowance for accounts receivable, \$0.35 million for bad debt allowance for other receivables, and \$0 for allowance for advance to suppliers for the same period of 2012. The increased bad debt allowance for accounts and other receivables was primarily attributable to payment delays caused by the working capital difficulties of many of our state-owned customers. Due to the deflationary fiscal policy of the PRC government in 2012 that continued into 2013, some of our state-owned customers encountered difficulties in obtaining grants from the government and loans from state-owned banks, both of which typically are used to finance the purchase of our products, which resulted in unexpected delays in the payment of our accounts receivable in a timely manner. Generally, we reserve for 50% of accounts receivable with aging over 180 days and 100% of accounts receivable with aging over 360 days as bad debt allowance. We do not expect a significant risk with respect to the overdue accounts receivable for which we took the bad debt allowance and continue to work to collect all amounts due. We believe the stringent fiscal policy impacting our customers in China will be temporary and the expansion and training of our marketing team and other employees will increase sales and improve the efficiency of our operations.

*Non-operating income (expenses), net.* Our net non-operating expenses for the nine months ended September 30, 2013 was \$411,587 compared to net non-operating income of \$714,311 million for 2012, an increase of expenses of \$1.13 million or 158%. The increase was due mainly to increased interest expense of \$1,288,091 for the nine months ended September 30, 2013, compared with \$1,028,605 for the same period of 2012, and decreased net other income of \$1,020,770 for the nine months ended September 30, 2013, compared with \$1,689,390 for the same period of 2012. The net other income of \$1,020,770 for the nine months ended September 30, 2013 mainly consisted of income (net), from selling of raw material of \$528,559; income (net) from after-sales services of \$72,213, government subsidy of \$173,784 and other non-operating income of \$246,214. The net other income of \$1,689,390 for the nine months ended September 30, 2012, mainly consisted of income (net), from selling of raw material of \$636,832; income from providing technical service of \$450,369; income (net) from after-sales service of \$99,878, income from government subsidy of \$279,036, and other non-operating income of \$223,275.

*Income tax expense (benefit).* We had income tax benefit of \$50,393 for the nine months ended September 30, 2013, compared to \$68,802 for 2012. The effective income tax rate to taxable loss for the nine months ended September 30, 2013, was 0.2% compared to 0.4% for 2012.

*Net Loss.* Our net loss for the nine months ended September 30, 2013, was \$32.29 million compared to net loss of \$17.26 million for the same period of 2012, an increase of \$15.03 million or 87%. Net loss as a percentage of sales was 119% in the nine months ended September 30, 2013, and net loss as a percentage of sales was 68% in 2012. This increase in net loss was attributable to increased inventory impairment provision, and increased operating expenses, including increased provision for bad debts and advance to suppliers.

### ***Three months ended September 30, 2013, Compared to the Three months ended September 30, 2012***

The following table sets forth the results of our operations for the periods indicated as a percentage of net sales, certain columns may not add due to rounding.

|                                      | 2013            |            | 2012           |            |
|--------------------------------------|-----------------|------------|----------------|------------|
|                                      | \$              | % of Sales | \$             | % of Sales |
| Sales                                | \$ 13,168,201   |            | \$ 13,639,258  |            |
| Cost of sales                        | 9,948,025       | 76%        | 9,657,574      | 71%        |
| Gross profit                         | 3,220,176       | 24%        | 3,981,684      | 29%        |
| Operating expenses                   | 12,952,401      | 98%        | 5,425,266      | 40%        |
| Loss from operations                 | (9,732,225)     | (74)%      | (1,443,582)    | (11)%      |
| Non-operating income (expenses), net | (294,738)       | (2)%       | 321,230        | 3%         |
| Income tax benefit                   | (5,393)         | (0.04)%    | (24,308)       | (0.2)%     |
| Noncontrolling interest              | (5,999)         | (0.05)%    | (26,684)       | (0.1)%     |
| Net Loss to SmartHeat Inc.           | \$ (10,015,571) | (76)%      | \$ (1,071,360) | (7.8)%     |

*Sales.* Net sales in the three months ended September 30, 2013, were \$13.17 million, consisting of \$3.78 million for PHEs, \$7.05 million for PHE Units, \$0.58 million for heat meters and \$1.75 million for HPs, while net sales in the three months ended September 30, 2012, were \$13.64 million, consisting of \$5.69 million for PHEs, \$5.72 million for PHE Units, \$0.29 million for heat meters and \$1.94 million for HPs, an overall decrease of \$0.47 million or 3%. The 3% decrease in total revenue was due to the decrease in sales volume of Heat Pump of 40% in the three months ended September 30, 2013, compared to the same period of 2012. Sales volume of Heat Pump, decreased 40% in the three months ended September 30, 2013 compared to the same period of 2012. However, we had an increase in sales volume of PHE units and Heat meters in the three months ended September 30, 2013 compared to 2012 resulting from gradually improved economy which brought us increased new orders and the reinstatement of previously cancelled orders.

*Cost of Sales.* Cost of sales ("COS") was \$9.95 million in the three months ended September 30, 2013, compared to \$9.66 million in 2012, an increase of \$0.29 million or 3%. The increase in our COS is attributable to increased inventory provision. COS mainly consisted of the cost of materials, factory overhead and labor. Materials cost was 69% of total cost, while factory overhead cost was 26% and labor was 5% during the three months ended September

30, 2013 compared to 58%, 38% and 4%, respectively, for the same period of 2012. Our materials cost as a percentage of total costs increased to 75% from the typical 58% as a result of increased production volume while the overhead rate decreased as the result of economies of scale. Combined with a significant increase in inventory impairment provision, the COS as a percentage of sales was 76% in the three months ended September 30, 2013 compared with 71% for the same period of 2012.

We performed an inventory impairment assessment as of September 30, 2013, and December 31, 2012, for the write-down of raw materials and finished goods in inventory. We reserved \$236,196 and \$0 for inventory impairment provision during the three months ended September 30, 2013 and 2012, respectively.

*Gross Profit.* Gross profit was \$3.22 million in the three months ended September 30, 2013, compared to \$3.98 million in 2012. Profit margin was 24% and 29% for the three months ended September 30, 2013 and 2012 respectively. The decrease in gross profit margin in the three months ended September 30, 2013 was primarily due to decreased sales and increased inventory provision in the third quarter of 2013.

*Operating Expenses.* Operating expenses consisting of selling, general and administrative expenses totaled \$12.95 million in three months ended September 30, 2013, compared to \$5.43 million in 2012, an increase of \$7.53 million or 138%. Operating expenses as a percentage of sales were 98% in the three months ended September 30, 2013, compared to 40% in 2012. The increase in operating expenses mainly resulted from: bad debt allowance for accounts and other receivables and allowance for advances to suppliers in the aggregate amount of \$9.28 million for the three months ended September 30, 2013 compared with \$0.54 million for the same period of 2012.

We recorded a bad debt allowance of \$9.22 million (consisting of \$9.21 million for PHEs and related products and \$10,000 for HPs and related products), \$0.02 million (consisting of \$0.03 million for PHEs and related products and \$(4,400) for HPs and related products), and \$0.04 million (consisting of \$0.02 million for PHEs related and \$15,000 for HPs related), for accounts receivable, other receivables and advances to suppliers, respectively, for the three months ended September 30, 2013, compared with \$0.54 million for bad debt allowance for accounts receivable, \$0 for bad debt allowance for other receivables, and \$0 for allowance for advance to suppliers for the same period of 2012. The increased bad debt allowance for accounts and other receivables was primarily attributable to payment delays caused by the working capital difficulties of many of our state-owned customers. Due to the deflationary fiscal policy of the PRC government in 2012 that continued into 2013, some of our state-owned customers encountered difficulties in obtaining grants from the government and loans from state-owned banks, both of which typically are used to finance the purchase of our products, which resulted in unexpected delays in the payment of our accounts receivable in a timely manner. Generally, we reserve for 50% of accounts receivable with aging over 180 days and 100% of accounts receivable with aging over 360 days as bad debt allowance. We do not expect a significant risk with respect to the overdue accounts receivable for which we took the bad debt allowance and continue to work to collect all amounts due. We believe the stringent fiscal policy impacting our customers in China will be temporary and the expansion and training of our marketing team and other employees will increase sales and improve the efficiency of our operations.

*Non-operating income (expenses), net.* Our net non-operating expenses for the three months ended September 30, 2013 was \$294,738 compared to net non-operating income of \$321,230 for 2012, a decrease of income of \$615,968 million or 192%. The decrease was due mainly to increased interest expense by \$115,293, and decreased net other income of \$0.29 million in the three months ended September 30, 2013 compared with \$0.72 million in the same period of 2012.

*Income tax expense (benefit).* We had income tax benefit of \$5,393 for the three months ended September 30, 2013, compared to \$24,308 for 2012. The effective income tax rate to taxable loss for the three months ended September 30, 2013 and 2012 was 0.1% and 2.2%, respectively.

*Net Loss.* Our net loss for the three months ended September 30, 2013, was \$10.02 million compared to net loss of \$1.07 million for the same period of 2012, an increase of \$8.95 million or 835%. Net loss as a percentage of sales was 76% in the three months ended September 30, 2013, and net loss as a percentage of sales was 8% in 2012. This significant increase in net loss was attributable to increased operating expenses as a percentage of sales, including increased provision for bad debts and advance to suppliers.

## Liquidity and Capital Resources

As of September 30, 2013, we had cash and equivalents of \$9.05 million. Working capital was \$52.54 million at September 30, 2013. The ratio of current assets to current liabilities was 2.02:1 at September 30, 2013.

Presently, the Company's U.S. parent company is experiencing difficulty up streaming cash. As a consequence, the Company obtained a revolving line of credit providing for borrowings of up to \$2.5 million, to address the cash needs of the Company's U.S. parent. As of September 30, 2013, the Company issued 1,500,000 Restricted Shares of Common Stock in cancellation of \$1,401,300 of indebtedness under the Credit Facility. The remaining balance under the Credit Agreement as of September 30, 2013 was \$822,262.

The following is a summary of cash provided by or used in each of the indicated types of activities during the nine months ended September 30, 2013 and 2012:

|                             | <u>2013</u>     | <u>2012</u>    |
|-----------------------------|-----------------|----------------|
| Cash provided by (used in): |                 |                |
| Operating activities        | \$ (11,845,772) | \$ (6,720,669) |
| Investing activities        | \$ 420,087      | \$ (837,112)   |
| Financing activities        | \$ 1,848,173    | \$ 8,952,310   |

Net cash flow used in operating activities was \$11.85 million in the nine months ended September 30, 2013, compared to net cash flow used by operating activities of \$6.72 million in 2012. The increase in net cash outflow in operating activities was due mainly to significant decreased net income, cash outflow of \$2.97 million from advance to suppliers, whereas we had cash inflow of \$8.77 million in the comparable period of 2012; less cash collected from accounts receivable, and increased payment for other receivables and deposits, despite add-back of noncash charge of \$27.49 million from provision for bad debts, inventory impairment and advance to suppliers in the nine months ended September 30, 2013, compared with \$7.45 million in 2012.

Net cash flow provided by investing activities was \$420,087 in the nine months ended September 30, 2013, compared to net cash used in investing activities of \$837,112 million in 2012. In the nine months ended September 30, 2013, we had \$2.0 million cash inflow from note receivable, offset with \$1.04 million cash outflows for restricted cash, and \$0.52 million for purchase of fixed assets; while in 2012, we paid \$0.77 million for construction in progress and \$1.28 million for equipment, \$0.72 million for purchasing 46% of XinRui, despite \$1.07 million cash inflow from notes receivable and \$0.89 million inflow from change in restricted cash.

Net cash flow provided by financing activities was \$1.85 million in the nine months ended September 30, 2013, compared to net cash provided by financing activities of \$8.95 million in 2012. The cash inflow in 2013 consisted primarily of proceeds from a credit line of \$0.82 million and proceeds from short-term loans of \$13.27 million, but offset by repayment on short-term loans of \$12.24 million. In the nine months ended September 30, 2012, we had \$0.66 million from a credit line and \$20.04 million in proceeds from short-term loans, but partially offset with \$2.72 million cash outflow for payment of notes payable, and \$9.02 million cash outflow for payment of short-term loans.

Our agreements with our customers generally provide that 30% of the purchase price is due upon the placement of an order, 30% upon delivery and 30% upon installation and acceptance of the equipment after customer testing. As a common practice in the heating manufacturing business in China, payment of the final 10% of the purchase price is due no later than the termination date of the standard warranty period, which ranges from 3 to 24 months from the acceptance date, or up to 2 heating seasons. Our receipts from sales of our products depend on the complexity of the equipment ordered, which impacts manufacturing, delivery, installation, testing times and warranty periods. For example, PHEs and HPs are less complex than PHE Units and therefore have a shorter manufacturing, acceptance, warranty and payment schedule. We experience payment delays from time to time, which historically have been from 1 to 3 months from the due date, but given the temporary financial difficulties in 2013 and 2012 of some of our state-owned customers resulting from tightened fiscal policies in China, we have experienced longer payment delays from these customers. Our accounts receivable and inventory turnover are relatively low and days sales outstanding ratio relatively high. Consequently, collection on our sales is slow and capital is tied up in inventories, which may result in pressure on cash flows. The low accounts receivable turnover and high days outstanding in the nine months ended September 30, 2013, was due primarily to the temporary financial difficulties of some of our state-owned

customers that resulted in delays in payment. The low inventory turnover rate in the nine months ended September 30, 2013, was due to overall less purchase orders received from our state-owned customers in China who are having temporary financial difficulties, despite our production and sales volumes have been gradually picking up in 2013 as compared to the same period of 2012 or as compared to the first quarter of 2013, we had sales of \$13.17 million for the third quarter of 2013, and \$7.72 million for the second quarter of 2013.

As of September 30, 2013, we had gross accounts receivable of \$67,383,828, of which \$4,043,874 was with aging within 30 days, \$7,552,912 with aging between 31 and 90 days, \$6,757,551 with aging between 91 and 180 days, \$29,821,004 with aging between 181 and 360 days, and \$19,208,487 with aging over 360 days. At September 30, 2013, net accounts receivable was \$18,633,221, or gross accounts receivable of \$67,383,828 less bad debt allowance of \$44,663,143, unearned interest of \$12,812 and total retention receivables of \$4,074,652.

Our accounts receivable typically remain outstanding for a significant period of time based on the standard payment terms with our customers described above. The increase in amount of accounts receivable outstanding for more than 180 days in 2013 and 2012 was due mainly to payment delays from certain state-owned customers that experienced working capital difficulties because of the current deflationary fiscal policy of the PRC government. Bad debt allowance was reserved in accordance with the Company's accounting policy, though the Company continues to work to collect all funds due.

We recognize the final 5-10% of the purchase price as retention receivable, which is due no later than the termination of our warranty period. The deferral of the final payment is a common practice in the heating manufacturing business in China. Sometimes our customers are required to deposit 5-10% of the sales price on high value products, like an assembled heat exchanger unit or the main part of a PHE, into designated bank accounts as restricted cash for securing the payment after such period expires. Based on our historical experience, there have been no defaults on such deferrals. Therefore, we believe the potential risks and uncertainty associated with defaults on such receivables are not material. As of September 30, 2013, the Company collected 36% of the accounts receivable that were outstanding as of December 31, 2012.

### ***Dividend Distribution***

We are a U.S. holding company that conducts substantially all of our business through our wholly owned and other consolidated operating entities in China and Germany. We rely in part on dividends paid by our subsidiaries in China for our cash needs, including the funds necessary to pay dividends and other cash distributions to our shareholders, to service any debt we may incur and to pay our operating expenses. The payment of dividends by entities organized in China is subject to limitations. In particular, PRC regulations currently permit payment of dividends only out of accumulated profits as determined in accordance with accounting standards and regulations in China. Our PRC subsidiaries also are required to set aside at least 10% of their after-tax profit based on PRC accounting standards each year to a statutory surplus reserve fund until the accumulative amount of such reserve reaches 50% of registered capital. These reserves are not distributable as cash dividends. In addition, our PRC subsidiaries, at their discretion, may allocate a portion of their after-tax profit to their staff welfare and bonus fund, which may not be distributed to equity owners except in the event of liquidation. Moreover, if any of our subsidiaries incur debt on its own behalf in the future, the instruments governing the debt may restrict such subsidiary's ability to pay dividends or make other distributions to us. Any limitation on the ability of one of our subsidiaries to distribute dividends and other distributions to us could materially and adversely limit our ability to make investments or acquisitions that could be beneficial to our businesses, pay dividends or otherwise fund and conduct our business.

### **Off-Balance Sheet Arrangements**

We have not entered into any other financial guarantees or other commitments to guarantee the payment obligations of any third parties other than as described following under "Contractual Obligations." We have not entered into any derivative contracts that are indexed to our shares and classified as stockholders' equity or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

## Contractual Obligations

The Company was obligated for the following short-term loans as of September 30, 2013 and December 31, 2012:

|  | 2013      | 2012         | Subsidiary obligated |
|--|-----------|--------------|----------------------|
| From a commercial bank in the PRC for RMB 50,000,000 entered into on February 17, 2012. The loan bore interest at 7.872% with maturity on January 16, 2013. The loan was repaid at maturity.   | \$ -      | \$ 7,954,817 | Taiyu                |
| From a commercial bank in the PRC for RMB 10,000,000 entered into on July 12, 2012. The loan bore interest at 7.87% with maturity on July 11, 2013. The loan was repaid at maturity.   | -         | 1,590,963    | Siping               |
| From a commercial bank in the PRC for RMB 10,000,000 entered into on August 23, 2012. The loan bore interest at 6.30% with maturity on August 22, 2013. The loan was guaranteed by a third party. The loan was repaid at maturity.                 | -         | 1,590,963    | Taiyu                |
| From a commercial bank in the PRC for RMB 9,000,000 entered into on September 7, 2012. The loan bore interest at 6.3% with maturity on September 6, 2013. The loan was guaranteed by a third party. The loan was repaid at maturity.               | -         | 1,431,867    | Taiyu                |
| From a commercial bank in the PRC for RMB 8,000,000 entered into on September 13, 2012. The loan bore interest at 6.3% with maturity on September 12, 2013. The loan was guaranteed by a third party. The loan was repaid at maturity.             | -         | 1,272,771    | Taiyu                |
| From a commercial bank in the PRC for RMB 30,000,000 entered into on August 21, 2012. The loan bore interest at 6.6% with maturity on August 20, 2013. The loan was repaid at maturity.  | -         | 4,772,890    | Taiyu                |
| From a commercial bank in the PRC for RMB 9,600,000 entered into on September 13, 2012. The loan bore interest at 6.6% with maturity on March 3, 2013. This loan was guaranteed by accounts receivable. The loan was repaid at maturity.           | -         | 1,527,325    | Taiyu                |
| From a commercial bank in the PRC for RMB 13,344,190 entered into on June 26, 2012. The loan bears interest at 6.16% with maturity on January 18, 2014.  | 2,170,493 | 2,354,626    | Taiyu                |
| From a commercial bank in the PRC for RMB 10,000,000 entered into on November 30, 2012. The loan bears interest at 7.87% with maturity on November 29, 2013.   | 1,626,545 | 1,590,963    | Siping               |
| From a commercial bank in the PRC for RMB 13,000,000 entered into on December 12, 2011. The loan bore interest at 6.65% with maturity on October 26, 2013. This loan was pledged with Taiyu's building and land. This loan was repaid at maturity. | 2,114,509 | 2,068,252    | Taiyu                |
| From a commercial bank in the PRC for RMB 40,000,000 entered into on March 11, 2013. The loan bears interest at 6.60% with maturity on March 10, 2014.   | 6,506,181 | -            | Taiyu                |
| From a commercial bank in the PRC for RMB 8,550,000 entered into on January 9, 2013. The loan bears interest at 6.00% with maturity on December 10, 2013.  | 1,390,696 | -            | Taiyu                |
| From a commercial bank in the PRC for RMB 10,000,000 entered into on May 21, 2013. The loan bears interest at 6.60% with maturity on May 20, 2014.   | 1,626,545 | -            | Taiyu                |
| From a commercial bank in the PRC for RMB 10,570,234 entered into on June 3, 2013. The loan bears interest at 6.16% with maturity on December 30, 2013.  | 1,719,296 | -            | Taiyu                |
| From a commercial bank in the PRC for RMB 5,000,000 entered  | 813,272   | -            | Siping               |



|   |                     |                     |        |
|---|---------------------|---------------------|--------|
| into on August 29, 2013. The loan bears interest at 7.20% with maturity on August 29, 2014. The loan was guaranteed by Taiyu. From a commercial bank in the PRC for RMB 5,000,000 entered into on September 4, 2013. The loan bears interest at 7.20% with maturity on September 4, 2014. The loan was guaranteed by Taiyu. | 813,273             |                     | Siping |
| From a commercial bank in the PRC for RMB 30,000,000 entered into on August 8, 2013. The loan bears interest at 6.90% with maturity on August 7, 2014.  | 4,879,636           | -                   | Taiyu  |
| From a commercial bank in the PRC for RMB 9,900,000 entered into on September 18, 2013. The loan bears interest at 6.0% with maturity on September 17, 2014. This loan was pledged by Taiyu's accounts receivable.  | 1,610,280           | -                   | Taiyu  |
| From a commercial bank in the PRC for RMB 15,411,200 entered into on July 10, 2013. The loan bears interest at 6.0% with maturity on January 9, 2014.   | 2,506,702           | -                   | Taiyu  |
|   | <u>\$27,777,428</u> | <u>\$26,155,437</u> |        |

Of the loans listed above that are guaranteed by a third party, the guarantees were provided by Liaoning Wugang Metal Trading Co., Ltd. ("Liaoning Wugang"), with a maximum guarantee amount of RMB 46 million (\$7.32 million). The guarantee is for the loans entered or will be entered from February 20, 2012 to August 16, 2013 with the guarantee length equal to the loan term; the guarantee service was extended for the loans entered or will be entered from September 18, 2013 to September 12, 2014 with the guarantee length equal to the loan term, the maximum guarantee amount was revised to RMB 44 million (\$7.05 million). The Company was not required to pay any guarantee fees; however, the Company contracted to provide similar guarantees for up to RMB 20 million (\$3.18 million) to Liaoning Guorui Commercial Trading Co., Ltd. ("Guorui"). The guarantee is for the loans entered from January 12, 2012 to January 11, 2013 with the guarantee length equal to the loan term, the Company does not require Guorui to pay any guarantee fees. The Company did not extend the guarantee term for Guorui after January 11, 2013. These arrangements are common to the banking industry in China, and there are no other relationships between the Company and Liaoning Wugang or Guorui, both of whom were referred to the Company by the lending bank.

### Contingencies

On August 31, 2012, a putative class action lawsuit, Steven Leshinsky v. James Wang, et. al., which purported to allege federal securities law claims against the Company and certain of its former officers and directors, was filed in the United States District Court for the Southern District of New York. Thereafter, two plaintiffs filed competing motions to be appointed lead plaintiff in the proceeding. A lead plaintiff was appointed and an amended complaint was filed on January 28, 2013, by the Rosen Law Firm. The amended complaint included Oliver Bialowons, our President, and Michael Wilhelm, our former Chief Financial Officer, as defendants in the proceeding though they were not officers of the Company during the alleged class period. A second amended complaint was filed on April 8, 2013, under the caption *Stream Sicav, Dharanendra Rai et al. v. James Jun Wang, Smartheat, Inc. et al.*, removing Messrs. Wilhelm and Bialowons as defendants. The second amended complaint alleges two counts against the Company, both for violations of the federal securities laws arising from alleged insider sales or management sales of securities and alleged false disclosures relating to those sales. On May 8, 2013, we filed a motion to dismiss the second amended complaint on the grounds that, among other things, the plaintiffs did not, in fact, allege that a member of our senior management team had sold their shares. The motion to dismiss was subsequently denied and the court set a discovery and class briefing schedule.

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

Not applicable.

### Item 4. Controls and Procedures

## **Disclosure Controls and Procedures**

Our management, with the participation of our President and Acting Chief Accountant, our principal executive officer and principal financial officer, respectively, evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of the end of the period covered by this report. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our President and Acting Chief Accountant, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, our President and Acting Chief Accountant concluded that, as of September 30, 2013, our disclosure controls and procedures were not effective as of such date because of a material weakness identified in our internal control over financial reporting related to our internal level of U.S. GAAP expertise. We lack sufficient personnel with the appropriate level of knowledge, experience and training in U.S. GAAP for the preparation of financial statements in accordance with U.S. GAAP. None of our internal accounting staff, including our Acting Chief Accountant, that are primarily responsible for the preparation of our books and records and financial statements in compliance with U.S. GAAP holds a license such as Certified Public Accountant in the U.S., nor have any attended U.S. institutions or extended educational programs that would provide enough of the relevant education relating to U.S. GAAP.

## **Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the quarter ended September 30, 2013, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

We may become involved in various lawsuits and legal proceedings arising in the ordinary course of business. Litigation is subject to inherent uncertainties and an adverse result in these or other matters may arise from time to time that may have an adverse effect on our business, financial conditions or operating results. Other than the proceedings we have disclosed below, we are currently not aware of any such legal proceedings or claims that will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results.

On August 31, 2012, a putative class action lawsuit, *Steven Leshinsky v. James Wang, et. al.*, which purported to allege federal securities law claims against the Company and certain of its former officers and directors, was filed in the United States District Court for the Southern District of New York. Thereafter, two plaintiffs filed competing motions to be appointed lead plaintiff in the proceeding. A lead plaintiff was appointed and an amended complaint was filed on January 28, 2013, by the Rosen Law Firm. The amended complaint included Oliver Bialowons, our President, and Michael Wilhelm, our former Chief Financial Officer, as defendants in the proceeding though they were not officers of the Company during the alleged class period. A second amended complaint was filed on April 8, 2013, under the caption *Stream Sicav, Dharanendra Rai et al. v. James Jun Wang, Smarthead, Inc. et al.*, removing Messrs. Wilhelm and Bialowons as defendants. The second amended complaint alleges two counts against the Company, both for violations of the federal securities laws arising from alleged insider sales or management sales of securities and alleged false disclosures relating to those sales. On May 8, 2013, we filed a motion to dismiss the second amended complaint on the grounds that, among other things, the plaintiffs did not, in fact, allege that a member of our senior management team had sold their shares. The motion to dismiss was subsequently denied and the court set a discovery and class briefing schedule.

**Item 1A. Risk Factors**

You should consider carefully the factors discussed in the “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2012, which could materially affect our business.

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

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

See the Exhibit Index following the signature page to this Quarterly Report on Form 10-Q for a list of exhibits filed or furnished with this report, which Exhibit Index is incorporated herein by reference.

**SIGNATURES**

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

**SMARTHEAT INC.**

\_\_\_\_\_  
(Registrant)

Date: November 26, 2013

By: /s/ Oliver Bialowons

Oliver Bialowons

President

(Principal Executive Officer and Duly Authorized Signatory)

## EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Document Description</b>   |
|--------------------|---|
| 31.1 †             | Certification of President pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002               |
| 31.2 †             | Certification of Acting Chief Accountant pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 ‡             | Certifications of President and Acting Chief Accountant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002      |
| 101.INS†           | XBRL Instance Document  |
| 101.SCH†           | XBRL Schema Document  |
| 101.CAL†           | XBRL Calculation Linkbase Document  |
| 101.DEF†           | XBRL Definition Linkbase Document   |
| 101.LAB†           | XBRL Label Linkbase Document  |
| 101.PRE†           | XBRL Presentation Linkbase Document   |

† Filed herewith

‡ Furnished herewith

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO SECTION 302(a)  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Oliver Bialowons, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended September 30, 2013, of SmartHeat Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 26, 2013

By: /s/ Oliver Bialowons  
Oliver Bialowons  
President  
(Principal Executive Officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO SECTION 302(a)  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Yingkai Wang, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended September 30, 2013, of SmartHeat Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 26, 2013

By: /s/ Yingkai Wang  
Yingkai Wang  
Acting Chief Accountant  
(Principal Financial Officer)

**CERTIFICATIONS OF PRESIDENT AND CHIEF FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Oliver Bialowons, hereby certify that, to the best of my knowledge, the Quarterly Report on Form 10-Q of SmartHeat Inc. for the quarterly period ended September 30, 2013, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of SmartHeat Inc.

Date: November 26, 2013

By: /s/ Oliver Bialowons  
Oliver Bialowons  
President

I, Yingkai Wang, hereby certify that, to the best of my knowledge, the Quarterly Report on Form 10-Q of SmartHeat Inc. for the quarterly period ended September 30, 2013, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of SmartHeat Inc.

Date: November 26, 2013

By: /s/ Yingkai Wang  
Yingkai Wang  
Acting Chief Accountant

*The foregoing certifications are not deemed filed with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and are not to be incorporated by reference into any filing of SmartHeat Inc. under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.*