

NF Energy Saving Corp  
Form 10-K  
March 30, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K**

**x Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the fiscal year ended: December 31, 2017**

**.. Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

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

**Commission File Number 000-50155**

**NF ENERGY SAVING CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State of Incorporation)

**02-0563302**  
(I.R.S. Employer ID Number)

**3106, Tower C, 390 Qingnian Avenue, Heping District  
Shenyang, P. R. China**  
(Address of Principal Executive Offices)

**110015**  
(Zip Code)

**(8624) 2560-9775**

(Issuer's Telephone Number, Including Area Code)

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

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which Registered</b>
Common stock, \$0.001 par value	The NASDAQ Stock Market

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

None

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

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

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

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information

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statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

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

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>
	Emerging growth company <input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 June 30, 2017, the aggregate market value of the common equity held by non-affiliates of the registrant was \$6,436,693 based on the price of \$0.91 per share which the registrant’s common stock was last sold.

As of March 22, 2018, there were 7,573,289 shares of the registrant’s common stock outstanding.

NF ENERGY SAVING CORPORATION

FORM 10-K

TABLE OF CONTENTS

	<b>Page No.</b>
<b><u>PART I</u></b>	
<u>Item 1</u> <u>Business</u>	<u>3</u>
<u>Item 1A</u> <u>Risk Factors</u>	<u>11</u>
<u>Item 1B</u> <u>Unresolved Staff Comments</u>	<u>22</u>
<u>Item 2</u> <u>Properties</u>	<u>22</u>
<u>Item 3</u> <u>Legal Proceedings</u>	<u>22</u>
<u>Item 4</u> <u>Mine Safety Disclosure</u>	<u>22</u>
<b><u>PART II</u></b>	
<u>Item 5</u> <u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>23</u>
<u>Item 6</u> <u>Selected Financial Data</u>	<u>24</u>
<u>Item 7</u> <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>24</u>
<u>Item 7A</u> <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>34</u>
<u>Item 8</u> <u>Financial Statements and supplementary data</u>	<u>F-1</u>
<u>Item 9</u> <u>Changes In and Disagreements With Accountants on Accounting and Financial Disclosure</u>	<u>35</u>
<u>Item 9A</u> <u>Controls and Procedures</u>	<u>35</u>
<u>Item 9B</u> <u>Other Information</u>	<u>36</u>
<b><u>PART III</u></b>	
<u>Item 10</u> <u>Directors, Executive Officers and Corporate Governance</u>	<u>37</u>
<u>Item 11</u> <u>Executive Compensation</u>	<u>40</u>
<u>Item 12</u> <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>41</u>
<u>Item 13</u> <u>Certain Relationships and Related Transactions, and Director Independence</u>	<u>43</u>
<u>Item 14</u> <u>Principal Accounting Fees and Services</u>	<u>43</u>
<b><u>PART IV</u></b>	
<u>Item 15</u> <u>Exhibits and Financial Statement Schedules</u>	<u>44</u>

## **PART I**

### **ITEM 1. BUSINESS**

#### *The Company*

As used herein the terms “we”, “us”, “our,” “NFEC” and the “Company” means, NF Energy Saving Corporation, a Delaware corporation, formerly known as NF Energy Saving Corporation of America, Diagnostic Corporation of America, Global Broadcast Group, Inc., and Galli Process, Inc. These terms also include our subsidiaries, Liaoning Nengfa Weiye Energy Technology Company Ltd., a corporation organized and existing under the laws of the Peoples’ Republic of China (“PRC”), and Liaoning Nengfa Tiefa Import & Export Co., Ltd., a limited liability corporation organized and existing under the laws of the PRC.

NF Energy Saving Corporation was incorporated under the laws of the State of Delaware under the name of Galli Process, Inc. on October 31, 2000 for the purpose of seeking and consummating a merger or acquisition with a business entity organized as a private corporation, partnership, or sole proprietorship. On December 31, 2001, Galli Process, Inc. became a majority owned subsidiary of City View TV, Inc., a Florida corporation (“City View”). On February 7, 2002, Galli Process, Inc. changed its name to Global Broadcast Group, Inc. On March 1, 2002, City View merged into Global Broadcast Group, Inc., which was the surviving entity. On November 12, 2004, the Company changed its name to Diagnostic Corporation of America. On March 15, 2007, we changed our name to NF Energy Saving Corporation of America, and on August 24, 2009, the Company further changed its name to NF Energy Saving Corporation, in both instances to more accurately reflect our business after the Plan of Exchange (see below). Our principal place of business is 3106, Tower C, 390 Qingnian Avenue, Heping District, Shenyang, P. R. China 110015. Our telephone number is (8624) 2560-9775.

On November 15, 2006, we executed a Plan of Exchange (“Plan of Exchange”), among the Company, Liaoning Nengfa Weiye Pipe Network Construction and Operation Co. Ltd. (“Nengfa”), the shareholders of Nengfa (the “Nengfa Shareholders”) and Gang Li, our Chairman and Chief Executive Officer (“Mr. Li”). At the closing of the Plan of Exchange, which occurred on November 30, 2006, we issued to the Nengfa Shareholders 12,000,000 shares of our common stock, or 89.4% of our then outstanding common stock, in exchange for all of the shares of capital stock of Nengfa owned by the Nengfa Shareholders. Immediately upon the closing, Nengfa became our 100% owned subsidiary, and the Company adopted and implemented the business plan of Nengfa.

On January 31, 2008, to better reflect our energy technology business, we changed the name of Nengfa to Liaoning Nengfa Weiye Energy Technology Company Ltd. (“Nengfa Energy”). Nengfa Energy’s area of business includes

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research and development, processing, manufacturing, marketing and distribution of energy saving flow control equipment; manufacturing, marketing and distribution of energy equipment, wind power equipment and fittings; energy saving technical reconstruction; and energy saving technology consulting services.

On August 26, 2009, the Company completed a 3 to 1 reverse share split of its common stock. As a result, the total number of shares of outstanding common stock changed from 39,872,704 pre-split to 13,291,387 post-split shares.

On September 15, 2010 the Company completed a 2.5 to 1 reverse share split of its common stock, the total number of shares of outstanding common stock changed from 13,315,486 pre-split to 5,326,501 post-split shares.

On October 4, 2010 our common stock commenced trading on the Nasdaq Global Market. On March 7, 2012, and upon approval by NASDAQ, our common stock transferred from the Nasdaq Global Market to the Nasdaq Capital Market, Our common stock trades on the Nasdaq Stock Market under the ticker symbol “NFEC”.

On November 26, 2015 , a new company devoting to intelligent products was set up which is named by “Liaoning Nengfa Weiye Smart Valve Technology Co. Ltd”. (“Nengfa Smart Valve”). On March 8, 2017, “Liaoning Nengfa Weiye Smart Valve Technology Co. Ltd was named by “Liaoning Nengfa Tiefa Import and Export Co., Ltd.” in order to make further business activities. Liaoning Nengfa Weiye Energy Technology Co., Ltd. Owns approximately 57% of the shares in this Company.

The structure of our corporate organization is as follows:

### ***Business Description***

NFEC is dedicated to energy efficiency enhancement in two fields: (1) manufacturing large diameter energy efficient intelligent flow control systems for thermal and nuclear power generation plants, major national and regional water supply projects and municipal water, gas and heat supply pipeline networks; and (2) energy saving technology consulting, optimization design services, energy saving reconstruction of pipeline networks and contractual energy management services for China’s electric power, petrochemical, coal, metallurgy, construction, and municipal infrastructure industries.

NFEC has received many awards and honors from China's regulators, professional associations and renowned international organizations, including the ISO 9001:2008 certification from Det Norske Veritas Management System, the Liaoning Provincial Government's Award of Innovative Enterprise with Best Investment Return Potentials, the Special Industrial Contribution Award of the ESCO Committee of China Energy Conservation Association, and the “Contract-abiding and credit enterprise” Award by the Liaoning State Local administrative bureau for industry and commerce. NFEC was awarded of “Hi-tech enterprise” by Liaoning Technology bureau in 2013.





NFEC enjoys a reputation as a leader and dedicated energy saving company in China for over 15 years. Its professional capacity as a provider of energy services is officially certified by China's National Development and Reform Commission (NDRC). It has been a corporate member on the Board of the ESCO Committee of China Energy Conservation Association and a founding member of China Standardization and Technical Consortium for Energy Conservation and Emission.

As a certified energy service provider, NFEC is entitled to various tax breaks and energy saving awards created by Chinese governments at national, provincial and local levels. The major tax incentives by the central government include a two-year corporate income tax exemption plus a three-year reduction of corporation income tax for all energy performance based, profit sharing energy service projects. The government policy also incentivizes NFEC's clients with tax refunds on goods and properties of the energy saving projects when NFEC transfers to them at the end of the energy service contracts.

The current principal development focus of NFEC is to improve the products, such as large intelligent flow control facility and to provide our Company with more advanced technology to supply high grade energy efficient and safety reliant products for high end markets.

Our corporate goal is to maintain our established position as a leading provider of energy efficiency flow control systems, a cutting edge innovator with clean energy and energy efficiency technologies, and a total energy efficiency solution and service provider dedicated to maximum returns to our investors, partners, clients and environment.

## **Products and Services**

At present, our products and services include:

1. Provide the large-diameter smart flow control device for China's electric power generation, water supply, heating supply and gas supply industries.
2. Provide the equipment related to desulfurization, denitration and dust removal for China's electric power generation, metallurgy, petrochemical, steel, cement and heating supply industries.

3. Provide consulting services, such as energy efficiency optimization design, energy consuming equipment retrofit and engineering, equipment maintenance and services, energy management based on Energy Performance Contracts for China's industrial enterprises.

Some landmark contracts the Company has completed include:

In 2012, the Company received contracts from Beijing South to North Water Diversion Operation and Management Center, Shanxi Kegong Longsheng Technology Ltd, Huaihu Coal Ltd, Chongqing Water-Turbine Ltd, Shenergy Company Limited, Shanghai Qingcaosha City-Environment Project (South Branch Project), Luanhe Power Station of China Guodian Corporation ,Qianguai Power Ltd , Guizhou Province, Guihang Nenghuan Refrigeration Engineering Ltd, Shanghai City , Electric Power Construction Corporation (Zambia's project) , Shandong Province; Lu Electric International Trading corporation, and Shandong Province ( Philippines project).

In 2013, the Company received contracts from Zheneng Zhenhai Gas Thermal Power Co. Ltd; Chongqing Water Turbine Factory Ltd; Chongqing Wanliu Power Co., Ltd; Dalian Petrochemical Company of SenoPech; China National Electric Power Engineering Co. Ltd ; Xinyu Iron and Steel Ltd; Shandong Electric Power Corporation; Jiajie Gas-fired Cogeneration Branch of Shanxi New Energy Industry Group; and the Amedyan Power Co Ltd of the State Grid Company.

In 2014, the Company received contracts from LXB Water Supply Co., Ltd. Shandong Luneng Huaneng Power International Trade Company of Taiyuan Dongshan Gas Turbine Thermal Power Co., Ltd., Beijing Sea of Inner Mongolia Coal Gangue Power Co., Ltd. and other companies. , At the same time, the Company has also completed the installation of desulfurization, denitration and dust removal systems at the 660T/h boiler room of the Chinese Aviation Company.

In 2015, the Company received contracts from Gansu Coal Group Co. Ltd, Nanning Tiefa Valve Co., Ltd, Weinan Dongnan Bureau , Shanxi Ruiguang power Co., Ltd and Harbin Binhe Technology Co., Ltd.,Chifeng Jianxi Shangrao water diversion project, Inner Mongolia Caisen hydropower station, Chifeng Xincheng thermal power co., Ltd , Sinkiangr conservancy hub project and Italian Tecnedil International SRL, etc

In 2016, the Company received contracts from the 2\*660MW project of a subsidiary of State Grid, Shanxin, a 2\*660MW low calorific coal power generation project and the Hubei Huanggang cogeneration project, Jiangsu Guohua Chenjia Gang power co., Ltd, Shandong electric power construction co., Ltd , 2\*350 MW cogeneration project of Shandong Junan Liyuan Thermal Power Co.,Ltd., 2\*1000 MW circulating water system project of Guangdong Datang International Leizhou Power Plant , 2\*1000 MW of coal-fired power generating project of Shanxin Shentou Power Co.Ltd, 2\*660 MW generator project of North China Power Engineering (Beijing) Co.,Ltd and Liaoning Dahufang reservoir water diversion project etc.

In 2017, the Company received contracts from JATIGATE hydroelectric station, Indonesia, Sinkiang Production and Construction Group and Siehuan Dongfa Electric Co.Ltd, China Nuclear Qiqihar environmental protection technology Co. Ltd., for the first phase of an oxidation pond deep processing project; Chongqing water turbine Co., Ltd., for the huangshan dragon hydropower station renovation project in Vietnam; and Chongqing new century electrical Co. Ltd., for the NHESANJEN hydropower station renovation project in Nepal, Zhejiang Zhenhai power plant coal-fired units move renovation project, Wanhua chemical (Ningbo) electric co., Ltd. Valve supply water system project, Chongqing New Century electrical co., Ltd power projects in Pakistan , China Nuclear Qiqihar environmental protection technology Co. Ltd., for the first phase of an oxidation pond deep processing project, Chongqing water turbine Co., Ltd., for the huangshan dragon hydropower station renovation project in Vietnam, Chongqing new century electrical Co. Ltd., for the NHESANJEN hydropower station renovation project in Nepal etc.

## **Production and Sales of Energy Saving Flow Control Equipment**

The Company's current principal business is the production and sales of energy-saving flow control equipment, and intelligent flow control equipment. This business accounts for the majority of the Company's revenues.

Pipeline transport is one of the basic modes of transportation together with rail transport, road transport, air transport and water transport. Water, gas, oil, and heat rely on various kinds of pipelines and pipe networks to be transported to end users. In the case of water pipelines, such systems are also used for public health and safety, and waste and flood control.

The key to the efficiency and energy conservation of the pipeline transportation process is the valve and the flow control equipment. Having unique technology in this field, the Company has obtained four patents and holds fourteen utilization model patents in China for flow control devices, especially in the area of the bidirectional seal zero revelation installation system with its special characteristics. Using valves of this type can result in reduced energy consumption by 20% for customers compared to traditional valves. The reduced energy consumption thereby increases the efficiency of the pipeline system. It is widely used in the fields of electric power, hydro power, petroleum, and natural gas. The Company's super intelligent flow-control device was awarded "Number One Energy Saving Valve of China" by the Chinese Energy Conservation Association. Our products are exported to the United States, Russia, Turkey, Italy, Bulgaria, South Korea, Vietnam, India, Thailand, South Africa, Iraq, and Afghanistan.

After the new manufacturing facility was completed, the new large numerical control machine tool improved the manufactured quality of the Company's products. The "M type high torque flow control device" providing for LXB project, the maximum output torque is 1.7 million N.m , 90 degrees of rotation and total ratio is 175:1. It not only improves the quality of product , but also reduces the cost such that has reached international advanced level.

Another main business is the energy saving technology engineering and service, the Company will continue to develop comprehensive energy conservation and energy reduction equipment and services, and to pursue research development and improved manufacturing of flow control and clean energy related equipment.

## **Patents and Technology**

Nengfa Energy currently has been issued four invention patents and has applied for fourteen utility model patents in the PRC.

In addition to the patent protection that we seek, we also rely on the confidentiality of our operations, proprietary know-how and business secrets. Although we do not have formal agreements with our employees, we do consider our employees' work to be proprietary and owned by the Company. Where necessary, we will take steps to protect our intellectual property interests under the laws of the PRC. There can be no assurance that we will be able to enforce our rights if they are improperly taken by our employees or adopted by our competitors outside of sanctioned use and royalty agreements with the Company.

Certain of our service offerings will not be patentable or otherwise be capable of being registered as intellectual property. Therefore, the Company will rely solely on such services being proprietary. As such the Company will have to rely on the services being more advanced or better than its competitors' offerings or rely on trade secret laws and protections. Such protections in the PRC are considered rather weak and are difficult if not impossible to enforce. Consequently, it may be possible for our competitors to obtain our information and to copy, adopt or adapt our methods, services and technical aspects to their own business with no assurance that we will be able to prevent them from using the intellectual property in competition with us.

The Company does not have any significant trademarks in use at this time. As our business develops, we will consider the advantage of developing specific trademarks for our products and services and have registered those marks with the PRC government authorities for trademark protection.

## **Markets and Customers**

The transport of water and fluid energy, such as oil, gas, steam and hot water depends on pipelines. The intelligent flow control device supplied by NF Energy is an important part in the fluid energy transportation systems. According to “one belt and road initiative”, China plans to invest 4 trillion yuan in the next 5 to 10 years into water conservancy projects, the average annual investment is 400 billion yuan, the investment relating to valves is approximately 40 billion yuan per year. Since it was founded in 2006, the Company has supplied its products to many projects of this national water works, including the middle and northern Guangxi Xijiang River Water Diversion Project, Shenzhen Water Supply Project, Shanghai Water Diversion Project, and the 7 urban water supply projects in Liaoning Province, three curved water diversion projects in Dandong, and other major domestic water diversion projects. We have the best industry performance in water supply projects so as to be awarded as “king of butterfly valve” in water diversion industry. At the same time, we also provide flow control devices and equipment for supercritical thermal power plants and ultra-supercritical coal-fired power plants as well as domestic hydro power generation market which are dominated by China's state-owned five big power groups. More than 80% of the Company's annual revenues come from these markets and customers.

In connection with its work on the water diversion project and some of the power plant projects, the Company has a preferred provider agreement with Nengfa Weiye Tieling Valve Joint Stock Co., Ltd. (“Tieling Valve”) under which Nengfa Energy is the preferred provider of the valves and other related flow control equipment that Tieling Valve requires in its own work on the water diversion project. The agreement is in the manner of a right of first refusal whereby Tieling Valve is obliged to offer supply opportunities to Nengfa Energy within its scope of product offerings and expertise, but Tieling Valve is not prohibited from developing other supply arrangements. Tieling Valve and Nengfa Energy have agreed to cooperate to develop and market their respective technologies, equipment, products and services for their respective and mutual benefit, and will work together to examine and expand their respective businesses. Under the agreement, each party retains full right to their respective intellectual property. The agreement terminates in 2021, but by its terms will automatically extend for additional one year terms unless notice of termination is given by one party to the other at least six months prior to the then termination date.

The Company will focus its marketing to the wind power generation and the boiler/furnace industry through participation in and addressing government organizations and industry associations related to energy conservation and emission reduction. Marketing will also focus on equipment suppliers and end-users such as the larger and medium sized high energy consumption enterprises that provide or use the kinds of products and services that the Company currently offers or plans to offer. The focus will not only be to sell the products and services, but also to learn of the customer's needs so that the Company can develop and adapt its products and services to the needs of its customer base. Another important aspect of the marketing strategy will be to participate directly in the consulting and

reconstruction services of energy conservation projects organized by government agencies. Nevertheless, the Company plans to continue to participate in the bidding process for government projects, in an effort to enhance its market position.



The Company's marketing and sales strategy also relies on the use of exclusive agents throughout China who act as marketing agents and after sale service providers. The Company currently has 23 exclusive distributing agents national wide. At certain times each year, the Company provides and organizes training sessions for these agents and their personnel. These sessions provide the Company with a valuable opportunity to gather feedback and to foster an exchange of technical ideas. These agents have agreements with the Company to sell NF flow control equipment and systems. The Company evaluates the performance of these exclusive agents annually, based on how well they achieve the annual sales target established by the Company. The Company typically will terminate its agreement with those agents that miss the sales targets for two consecutive years without good reasons.

### **Raw Materials**

The major raw materials for our production are stainless steel, steel and copper, rubber parts. We source our materials locally in China. Nengfa Energy is located in Liaoning Province which is China's largest production base for iron and steel. We have stable long term supply arrangements for our principal raw material suppliers based on long standing business relationships. Since we are located close to the supplies of many of our essential raw materials, we enjoy price and transportation cost advantages over our competitors and competing users. Through our advanced technology and our management of raw materials, we are able to manage and improve our consumption rates of the raw materials we use in production, which results in lower operating expense and extension of our inventories.

### **Regulatory Compliance**

The Company's products are subject to regulatory standards and enforcement codes which typically require that these products meet stringent performance criteria. Standards are established by industry testing and certification organizations such as the Ministry of Industry and Information Technology of China, the American Society of Mechanical Engineers (A.S.M.E.), the Canadian Standards Association (C.S.A.), the Japanese Standards Association (J.S.A.), the International Association of Plumbing and Mechanical Officials (I.A.P.M.O.), Factory Mutual (F.M.), and Underwriters Laboratory (U.L.). These standards are incorporated into state and municipal plumbing and heating, building and fire protection codes in China.

We maintain stringent quality control and testing procedures at our manufacturing facility in order to manufacture products in compliance with code requirements. Our production management is certified to conform to the ISO 9001 standards by the Det Norske Veritas Management System.

### **Competition**

The Company holds a leading position in the super diameter energy efficient flow control system market in China. The Company has an extensive competitive advantage over Chinese domestic manufactures in this field. Other manufactures that are focusing on the development of different and smaller valve products may enter this field. Our major potential competitor in this field is China Valve Technology.

In the other areas of the Company's business, there are many different competitors with differing focuses and strengths. To some extent, boilers and furnaces are specialized to particular industries and output requirements. This specialization engenders specialization in the design, manufacture and installation of new equipment and retrofit solutions. Therefore, there are many engineering and manufacturing companies that focus on certain types of boilers and furnaces resulting in a relatively fragmented market for these services. The same is true for the retrofit and reconstruction of other industrial systems for improved energy efficiency, as well as for the localized projects for energy conservation and biomass utilization, and similar projects. Therefore, the competition that the Company faces tends to be localized companies with no dominant players at this time.

The utilization of gasified biomass energy is matured in China. Although the technology is widely used in China, it is still at a stage of individual household build gas digesters, rather with a large scale piped gas supply system. The county-city level gas supply project the Company concentrates on will generate a local area monopoly business operation. There is no direct competition in short term.

We plan to compete based on our ability to address a wide spectrum of solutions in our various market areas. We believe our competitive advantages result from our patented technologies, our strategic relationships with engineering companies, our marketing and our business relationships. We plan to continue to expand these aspects of our business to further grow our core businesses and provide solutions for the energy savings and green energy projects. We intend to participate actively in the government sponsored projects and government contracting.

## **Research and Development**

The research and development expenses are to develop new products or new production technologies. The research and development expenses include the materials and labor costs, application fees for patents and significant improvements to existing products. We incurred \$73,238 and \$96,572 of research and development expenses in 2017 and 2016, respectively.

## **Employees**

As of December 31, 2017, there were 220 employees including 31 technical staff working in our subsidiaries located in China. We believe we have a good relationship with our employees.

## **Others**

Our internet website address is <http://www.nfenergy.com>. Through our website, we make available, free of charge, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports, proxy statement and registration statements, and all of our insider Section 16 reports, as soon as reasonably practicable after such material is electronically filed with, or furnished to, the Securities and Exchange Commission, or SEC. These SEC reports can be accessed through the “Investors” section of our website.



## ITEM 1A. RISK FACTORS

Investors should carefully consider the following risk factors, in addition to other information included in this annual report, in evaluating NF Energy Saving Corporation and our business. If any of the following risks occur, our business, financial condition and operating results could be materially adversely affected.

### Risks Related to Our Business

*We have incurred a net loss in each of the past two years and there are no assurances that such losses may not continue.*

We incurred a net loss of \$1,578,415 for 2017 and \$1,817,579 for 2016. Our ability to generate net income is dependent upon generating sufficient revenues. If we are unable to generate sufficient revenues, our results of operations and financial condition may be adversely affected.

*We are subject to the risks of any growing enterprise, any one of which could limit our growth and our product and market development.*

Our operating history makes it difficult to predict how our businesses will develop and where the Company will find success. This is especially true in respect of our expansion into areas other than flow valve technology and their design, sales and installation. Accordingly, we face all of the risks and uncertainties encountered by companies in similar stages of development, such as: (i) uncertain and continued market acceptance for our product extensions and our services; (ii) the evolving nature of the wind energy equipment industry in the PRC, where significant consolidation may occur, leading to the formation of companies which may be better able to compete with us than is currently the case; (iii) the fragmented nature of the boiler and furnace business which may limit our ability to penetrate the market and provide comprehensive solutions on a sufficiently wide basis to make the business profitable; (iv) changing competitive conditions, technological advances or customer preferences could adversely affect the sales of our products or services; (v) maintaining our competitive position in the PRC and competing with Chinese and international companies, many of which have longer operating histories and greater financial resources than us; (vi) continuing to offer commercially successful products to attract and retain a larger base of direct customers and ultimate users; (vii) maintaining effective control of our costs and expenses; and (viii) retaining our management and skilled technical staff and recruiting additional key employees.

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

***We may be unable to generate sufficient cash flow from operations or obtain financing in the future to support our operations and expansion.***

Having access to sufficient operating funds and capital funds for expansion will affect our ability to execute our business plan. We finance our business mainly through internally generated funds, short-term bank loans and, from time to time, selling equity securities to raise additional capital. There is no guarantee that we will always have internal funds available for our future development or that we will be able to raise capital from investor financing and loans granted by investors and financial institutions in the future. In addition, there may be delays in the process of selling our securities, which may require us to cut back on our operations or expansion activities. Our access to debt or equity financing depends on the investors' and banks' willingness to lend to and invest in us, our financial condition and on general conditions in the capital markets. We may not be able to secure additional sources of financing on commercially acceptable terms, if at all. Any shortfall in our cash flow and capital needs may result in our having to curtail our business plans or have an adverse effect on our financial condition.

***We believe that we need to raise additional capital for the expansionary elements of our business plan, which financing may not be available or available on terms favorable to us.***

During the next phase of our business development, as we complete Phase II of our new manufacturing facility and continue our planned expansion into manufacture of energy-saving equipment and other aspects of the energy savings industry, including steam energy, we believe that we will need to raise additional capital from outside sources during the next year or two. We cannot be certain that we will be able to obtain additional financing on favorable terms, if at all. One possible impediment to raising capital is the tightening credit policies of the Chinese banks and the continued effects of tightening in the global credit markets. If we cannot raise additional capital on acceptable terms, we may not be able to develop or enhance our products or services, take advantage of future opportunities or respond to competitive pressures or unanticipated requirements. We cannot be sure that we will be able to secure all the financing we will require, or that it will be available on favorable terms. If we are unable to obtain any necessary additional financing, we will be required to substantially curtail our approach to implementing our business objectives. Additional financing may be debt, equity or a combination of debt and equity. If equity is used, it could result in significant dilution to our shareholders.

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

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





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

***For aspects of our business we rely on strategic relationships, and there is no assurance that we will be able to renew these arrangements.***

We have several strategic relationships which provide us with access to technology and provide us with a competitive advantage. These include the relationships with Shanghai Electric Co., LTD., Sichuan Eastern Electric Co., LTD, Harbin Electric Co., LTD, China Datang Corporation, China Huadian Group, China Huaneng Group and China Guodian Group. There is no guarantee that any of these agreements and arrangements will provide the benefits that we hope will result or that the relationships will be renewed on substantially similar terms or at all. Moreover, there is no assurance that any steps we have already taken or might take in the future will ensure the successful renewal of any or all our rights or the granting of further new rights or that the terms of any renewals would not be significantly less favorable to us than the terms of our current agreements. The loss of such arrangements or diminution of the rights may have an adverse impact on our business development, including product offerings, research and development and competitive position.

***We derive a substantial part of our revenues from several major customers, therefore if we lose any of these customers or they reduce the amount of business they do with us in the future, our revenues may be affected***

Our largest customer, Nengfa Weiye Tieling Valve Joint Stock Co. Ltd, accounted for 48% of our revenues for the year ended December 31, 2017. These customers may not maintain the same volume of business with us in the future. If we lose any of these customers or they reduce the amount of business they do with us, our revenues may be materially and adversely affected. Although we have a strategic partnership with our largest customer and a preferred provider agreement with our first largest customer until 2021, there can be no assurance that these customers will continue to provide the current level of demand or will not seek to modify or terminate their respective agreements.

***Our technology may not satisfy the changing needs of our customers.***

With any technology, including the technology of our current and proposed products, there are risks that the technology may not successfully address our customers' needs. Certain of our product offerings in relation to the wind energy equipment will be new for the Company. While we have already established successful relationships with our customers, their needs may change or vary. This may affect the ability of our present or proposed products to address

all of our customers' ultimate technology needs in an economically feasible manner.

*We may not be able to keep pace with rapid technological changes and competition in our industry.*

While we believe that we have hired or engaged personnel and outside consultants who have the experience and ability necessary to keep pace with advances in technology, and while we continue to seek out and develop "next generation" technology through our research and development efforts, there is no guarantee that we will be able to keep pace with technological developments and market demands in this evolving industry and market. In addition, our industry is competitive in various aspects. Although we believe that we have developed strategic relationships to best penetrate the Chinese market, we face competition from other manufacturers of products similar to our products and services. Some of these companies have significant advantages over us with respect to their products, marketing and services, and their financial resources and customer relationships.

***We may experience high accounts receivable balances from time to time, which may have an adverse effect on our operating profitability and cash flow and financing needs.***

Although we generally have a 90 to 270 day accounts receivable period, if our customers extend the period in which they pay, we will experience a reduced cash flow, which could have an adverse effect on our ability to fund our operations and growth. One result may be that we will have to obtain outside financing and our operating expenses will increase. Extension of the accounts receivable period may also result in reduced collections, which will adversely affect our operations and profitability.

***To the extent that we depend on government projects, our business is dependent on government policy and, to some extent, government funding and government contracts.***

Although we do not characterize our business as a government contractor, some aspects of our business are indirectly dependent on government policy, government funding, and government contracts. For example, the South to North Water Diversion Project is largely a government funded project, and our customers are contractors with the government. Similarly, our energy-saving projects and adjustments of our products and services are dependent on the policies issued by the government. As a consequence, it is possible that our requirements based on the products and services to be provided will be diminished resulting in a decrease in our revenue. Much of the pollution control and green industries are dependent on government policy to implement societal improvements. Our business has a number of aspects that are dependent on the government and our products, services and revenues are dependent on policies that can change if the government officials determine to redirect attention and investment to other aspects of society and industrial development.

Additionally, as a number of our customers are dependent on the government for their revenues through the provision of products and services on government contracts or government funded projects, there may be delays in our receiving payment for our products and services.

***Fluctuation in the availability and cost of our raw materials may have an adverse effect on our operations and results of operations.***

A portion of the inventory of raw materials and parts may be affected by fluctuations in the availability of the items and the price. Such things may include steel, electronic components, power systems, paints and welding rods. We do not generally have long term supply contracts with our suppliers, but rely on long standing relationships. To the extent that we are not able to obtain the required materials and parts necessary to enable us to fabricate our products, or we are required to pay more for such items, then there could be an adverse effect on our operations and our results of

operations.

***We may be unable to effectively manage our growth.***

As we expand our business into several different areas of energy savings and green industry, we will need to manage our growth effectively, which may entail devising and effectively implementing business plans, training and managing our growing workforce, managing our costs, and implementing adequate control in our reporting systems in a timely manner. We may not be able to successfully manage our growth. Our failure to do so could affect our success in executing our business plan and adversely affect our revenues, profitability and results of operations.

***If we fail to successfully manage our planned expansion of operations, our growth prospects will be diminished and our operating expenses could exceed budgeted amounts.***

Our ability to offer our products and services in an evolving market and in different markets requires effective planning and management process. This rapid growth places significant demand on our managerial and operational resources and our internal training capabilities. In addition, we plan to increase our total work force. This growth will place a substantial burden on our management team. To manage growth effectively, we must implement and improve our operational, financial and other systems, procedures and controls on a timely basis and expand, train and manage our workforce, particularly our sales and marketing and support organizations. We cannot be certain that our systems, procedures and controls will be adequate to support our current or future operations or that our management will be able to handle such expansion and still achieve the execution necessary to meet our growth expectations. Failure to manage our growth effectively could diminish our growth prospects and could result in lost opportunities as well as operating expenses exceeding the amount budgeted.

***If we fail to establish and maintain an effective system of internal control, we may not be able to report our financial results accurately or to prevent fraud. Any inability to report and file our financial results accurately and timely could harm our business and adversely impact the trading price of our common stock.***

We are required to establish and maintain internal controls over financial reporting, disclosure controls, and to comply with other requirements of the Sarbanes-Oxley Act and the rules promulgated by the SEC thereunder. Our management, including our Chief Executive Officer and Chief Financial Officer, cannot guarantee that our internal controls and disclosure controls will prevent all possible errors or all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. In addition, the design of a control system must reflect the fact that there are resource constraints and the benefit of controls must be relative to their costs. Because of the inherent limitations in all control systems, no system of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Further, controls can be circumvented by individual acts of some persons, by collusion of two or more persons, or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, a control may become inadequate because of changes in conditions or the degree of compliance with policies or procedures may deteriorate. Because of inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

***Our operations are vulnerable to natural disasters or other events.***

Our operating income may be reduced by natural disasters, in locations where we own and/or operate significant manufacturing facilities or are working on significant projects. Some types of losses, such as from earthquake, severe winter storms and environmental hazards, may be either uninsurable or too expensive to justify insuring against. Should an uninsured loss or a loss in excess of insured limits occur, we could lose all or a portion of the capital we have invested in any particular property, as well as any anticipated future revenue from such property.

***Our products may contain defects, which could adversely affect our reputation and cause us to incur significant costs.***

Despite numerous testing and quality controls, defects may be found in existing or new products. Any such defects could cause us to incur significant return and exchange costs, re-engineering costs, divert the attention of our engineering personnel from product development efforts, and cause significant customer relations and business reputation problems. Any such defects could force us to undertake a product recall program, which could cause us to incur significant expenses and could harm our reputation and that of our products. If we deliver products with defects, our credibility and the market acceptance and sales of our products could be harmed.

***Our business could be subject to environmental liabilities.***

We use certain hazardous substances in our operations. Currently we do not anticipate any material adverse effect on our business, revenues or results of operations, as a result of compliance with Chinese environmental laws and regulations. However, the risk of environmental liability and charges associated with maintaining compliance with environmental laws is inherent in the nature of our business, and there is no assurance that material environmental liabilities and compliance charges will not arise in the future.

***We have limited business insurance coverage in China***

The insurance industry in China is still at an early stage of development. Insurance companies in China offer limited business insurance products. As a result, we do not have any business liability or disruption insurance coverage for our operations in China. Any business disruption, litigation or natural disaster might result in substantial costs and diversion of resources.

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

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

***We substantially depend on a few key personnel who, if not retained, could cause declines in productivity and operational results and loss of our strategic guidance, all of which would diminish our business prospects and value to investors.***

Our success depends to a large extent upon the continued service of a few executive officers and key employees, including, Mr. Gang Li, our Chairman, Chief Executive Officer and President. The loss of the services of one or more of our key employees would have an adverse effect on us and our PRC operating subsidiaries, as these individuals play a significant role in developing and executing our overall business plan and maintaining customer relationships and proprietary technology systems. While none of our key personnel is irreplaceable, the loss of the services of any of these individuals would be disruptive to our business. We believe that our overall future success depends in large part upon our ability to attract and retain highly skilled managerial and marketing personnel. There is no assurance that we will be successful in attracting and retaining such personnel on terms acceptable to the Company or the employee. Inadequate personnel will limit our growth, and will be seen as a detriment to our prospects, leading potentially to a loss in value for investors.



***We are controlled by a small group of our existing stockholders, whose interests may differ from other stockholders.***

Our Chairman, Chief Executive Officer and President, Mr. Gang Li, beneficially owns approximately 38.16% of the outstanding shares of our common stock and is our largest single stockholder. Together with, Ms. Lihua Wang, who is our Chief Financial Officer, they own 47.70% of the outstanding shares of our common stock. Accordingly these stockholders acting together will have significant influence in determining the outcome of any corporate transaction or other matter submitted to the stockholders for approval, including mergers, consolidations, the sale of all or substantially all of our assets, election of directors and other significant corporate actions. They will also have significant influence in preventing or causing a change in control. In addition, without the consent of these stockholders, we may be prevented from entering into certain transactions which may be beneficial to our other stockholders. The interests of these stockholders may differ from the interests of the other stockholders.

***We are responsible for the indemnification of our officers and directors.***

Delaware law and our Bylaws provide for the indemnification of our directors, officers, employees, and agents, under certain circumstances, against costs and expenses incurred by them in any litigation to which they become a party arising from their association with or activities on our behalf. Consequently, we may be required to expend substantial funds to satisfy these indemnity obligations. Any payment in respect of these indemnification rights could have an adverse effect on our cash flow and our results of operations.

***If we fail to implement effective internal controls required by the Sarbanes-Oxley Act of 2002, or remedy any material weaknesses in our internal controls that we may identify, such failure could result in material misstatements in our financial statements, cause investors to lose confidence in our reported financial information and have a negative effect on the trading price of our common stock.***

Section 404 of the Sarbanes-Oxley Act of 2002 requires management of public companies to develop and implement internal controls over financial reporting and evaluate the effectiveness thereof. A material weakness is a deficiency or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual interim financial statement will not be prevented or detected on a timely basis. Due to the Company's limited resources, the Company does not have accounting personnel with extensive experience in maintaining books and records and preparing financial statements in accordance with US GAAP which could lead to untimely identification and resolution of accounting matters inherent in the Company's financial transactions in accordance with US GAAP.

Any failure to complete our assessment of our internal controls over financial reporting, to remediate any material weaknesses that we may identify, including the one identified above, or to implement new or improved controls, could harm our operating results, cause us to fail to meet our reporting obligations or result in material misstatements in our financial statements. Inadequate disclosure controls and procedures and internal controls over financial reporting could also cause investors to lose confidence in our public disclosures and reported financial information, which could have a negative effect on the trading price of our common stock.

*The inability to inspect may prevent the PCAOB from regularly evaluating our auditor's audits and its quality control procedures since our auditors come from Hong Kong rather than United States.*

Public company auditors are required by law to undergo regular Public Company Accounting Oversight Board, or PCAOB, inspections to assess their compliance with U.S. law and professional standards in connection with their audits of public company financial statements filed with the SEC. Due to the position taken by the authorities in China, the PCAOB was prevented from conducting inspections of certain registered firms in Hong Kong to the extent that their audit clients had operations in China.

The inability of the PCAOB to conduct inspections of auditors in the PRC makes it more difficult to evaluate the effectiveness of our independent registered public accounting firm's audit procedures or quality control procedures as compared to auditors outside of the PRC that are subject to PCAOB inspections, which could cause investors and potential investors in our stock to lose confidence in our audit procedures and reported financial information and the quality of our financial statements.

The Company's auditor HKCMCPA Company Limited, Certified Public Accountants is subject to PCAOB inspection. The auditor was inspected in 2008 and the corresponding inspection report was issued under the name of Zhong Yi (Hong Kong) Company Limited. The most recent inspection report has been issued in 2014.

Because our auditor is located in Hong Kong and we have operations in China, in the event that PCAOB becomes unable to inspect the audit work and practices of our auditor, our investors in U.S. markets who rely on audit reports from our auditor will be unable to factor the publicly reported findings of regular recurring PCAOB inspections of audit firms and their quality control practices into their decision making processes.

### **Risks Related to Our Company's Common Stock**

*Trading volume of our common stock has fluctuated from time to time, which may make it difficult for investors to sell their shares at times and prices that investors feel are appropriate.*

To date, the trading volume of our common stock has fluctuated. Generally, lower trading volumes adversely effects the liquidity of our common stock, not only in terms of the number of shares that can be bought and sold at a given price, but also through delays in the timing of transactions and reduction in security analysts' and the media's coverage of us. This may result in lower prices for our common stock than might otherwise be obtained and could also result in

a larger spread between the bid and asked prices for our common stock.

***The Nasdaq Capital Market imposes listing standards on our common stock that we may not be able to fulfill, thereby leading to a possible delisting of our common stock.***

As a listed Nasdaq Capital Market company, we are subject to rules covering, among other things, certain major corporate transactions, the composition of our Board of Directors and committees thereof, minimum bid price of our common stock and minimum stockholders equity. The failure to meet the Nasdaq Capital Market requirements may result in the de-listing of our common stock from the Nasdaq Capital Market, which could adversely affect the liquidity and market price thereof.

If our common stock were to be de-listed, selling our common stock could be more difficult because smaller quantities of shares would likely be bought and sold, transactions could be delayed, and security analysts' coverage of us may be reduced. In addition, in the event our common stock is de-listed, broker-dealers have certain regulatory requirements imposed upon them, which may discourage broker-dealers from effecting transactions in our common stock, further limiting the liquidity thereof. These factors could result in lower prices for shares of our common stock and/or limit an investor's ability to execute a transaction. In addition delisting from Nasdaq could also greatly impair our ability to raise additional necessary capital through equity or debt financing, and could lead to significant dilution to our stockholders caused by our issuing equity in financing or other transactions at a price per share significantly below the then market price.

*We believe that period-to-period comparisons of our financial results will not necessarily be indicative of our future performance.*

The price for our common stock may fluctuate in response to a number of events and factors, such as quarterly variations in operating results, announcements of technological innovations or new products and media reports by us or our competitors, changes in financial estimates and recommendations by securities analysts, the operating and stock price performance of other companies that investors may deem comparable to us, and news reports relating to trends in our markets or general economic conditions. The volatile price of our stock makes it difficult for investors to predict the value of our investment, to sell shares at a profit at any given time, or to plan purchases and sales in advance.

In addition, the stock market in general has experienced extreme price and volume fluctuations that may have been unrelated and disproportionate to the operating performance of individual companies. These broad market and industry factors may seriously harm the market price of our common stock, regardless of our operating performance.

*Because we have not paid dividends, investors will not realize any income from an investment in our common stock unless and until investors sell their shares at profit.*

We have not paid dividends on our common stock in 2017 or 2016, and we do not anticipate paying any dividends in the near future. Investors will only realize income on an investment in our stock in the event they sell or otherwise dispose of their shares at a price higher than the price they paid for their shares. Such a gain would result only from an increase in the market price of our common stock, which is uncertain and unpredictable.

The payment of any future dividends will be at the discretion of the Board of Directors and will depend upon a number of factors, including future earnings, the success of our business activities, general financial condition, future prospects, general business conditions and such other factors as our Board of Directors may deem relevant.

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

*Adverse changes in economic and political policies of the PRC government could have a material adverse effect on the overall economic growth of China, which could adversely affect our business.*

All of our business operations are currently conducted in the PRC, under the jurisdiction of the PRC government. Accordingly, our results of operations, financial condition and prospects are subject to a significant degree to economic, political and legal developments in China. China's economy differs from the economies of most developed countries in many respects, including with respect to the amount of government involvement, level of development, growth rate, and control of foreign exchange and allocation of resources. While the PRC economy has experienced significant growth in the past 20 years, growth has been uneven across different regions and among various economic sectors of China. The PRC government has implemented various measures to encourage economic development and guide the allocation of resources. Some of these measures benefit the overall PRC economy, but may also have a negative effect on us. For example, our financial condition and results of operations may be adversely affected by government control over capital investments or changes in tax regulations that are applicable to us.

***Unprecedented rapid economic growth in China may increase our costs of doing business, and may negatively impact our profit margins and/or profitability.***

Our business depends in part upon the availability of relatively low-cost labor and materials. Rising wages in China may increase our overall costs of production. In addition, rising raw material costs, due to strong demand and greater scarcity, may increase our overall costs of production. If we are not able to pass these costs on to our customers in the form of higher prices, our profit margins and/or profitability could decline

***We may suffer currency exchange losses if the RMB depreciates relative to the US Dollar.***

Our reporting currency is the US Dollar. However, substantially all of our revenues are denominated in RMB. In July 2005, China changed its exchange rate regime by establishing a managed floating exchange rate regime based on market supply and demand with reference to a basket of currencies. The RMB is no longer officially pegged to the US dollar, and the exchange rate will have some flexibility. Despite fluctuations in the exchange rate in 2015, the floating exchange rate regime is stable. If the RMB depreciates relative to the US Dollar, our revenues as expressed in our US Dollar financial statements will decline in value and if the RMB appreciates relative to the US Dollar, our revenues as expressed in our US Dollar financial statements will increase in value. There are very limited hedging transactions available in China to reduce our exposure to exchange rate fluctuations. While we may decide to enter into hedging transactions in the future, the availability and effectiveness of these hedges may be limited and we may not be able to successfully hedge our exposure, if at all. In addition, our currency exchange losses may be magnified by PRC exchange control regulations that restrict our ability to convert RMB into US Dollars.

***Labor laws in the PRC may adversely affect our results of operations.***

On January 1, 2008, the PRC government promulgated the Labor Contract Law of the PRC, or the New Labor Contract Law. The New Labor Contract Law imposes greater liabilities on employers and significantly impacts the cost of an employer's decision to reduce its workforce. Further, it requires certain terminations to be based upon seniority and not merit. In the event we decide to significantly change or decrease our workforce, the New Labor Contract Law could adversely affect our ability to enact such changes in a manner that is most advantageous to our business or in a timely and cost effective manner, thus materially and adversely affecting our financial condition and results of operations.

***Changes in PRC Corporate Income Tax Law may affect our effective tax.***

In March 2007, the Chinese government enacted the Corporate Income Tax Law, and promulgated related regulations, which were effective January 1, 2008. The Corporate Income Tax Law, among other things, imposes a unified income tax rate of 25% for both domestic and foreign invested enterprises. At present, the income tax rate of 25% is in effect for all subsidiaries of Nengfa Energy.



***Governmental control of currency conversion may affect the value of your investment***

The PRC government imposes controls on the convertibility of the RMB into foreign currencies and, in certain cases, the remittance of currency out of China. We receive all our revenues in RMB. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and expenditures from trade related transactions, can be made in foreign currencies without prior approval from the SAFE by complying with certain procedural requirements. However, approval from the SAFE or its local branch is required where RMB is to be converted into foreign currency and can be remitted out of China to pay capital expenses such as the repayment of loans denominated in foreign currencies. The PRC government may also at its discretion restrict access in the future to foreign currencies for current account transactions.

***The PRC legal system embodies uncertainties which could limit the legal protections available to us and you, or could lead to penalties on us.***

The PRC legal system is a civil law system based on written statutes. Unlike common law systems, it is a system in which decided legal cases have little precedential value. In 1979, the PRC Government began to promulgate a comprehensive system of laws and regulations governing economic matters in general. The overall effect of legislation over the past 25 years has significantly enhanced the protections afforded to various forms of foreign investment in mainland China. Our PRC operating subsidiary, Nengfa Energy, a wholly foreign-owned enterprises (“WFOEs”), is subject to laws and regulations applicable to foreign investment in the PRC in general and laws and regulations applicable to WFOEs in particular.

***It may be difficult to enforce any civil judgments against us or our board of directors or officers, because most of our operating and/or fixed assets are located outside of the United States.***

Although we are incorporated in the State of Delaware, all of our operating and fixed assets are located in the PRC. As a result, it may be difficult for investors to enforce judgments outside the United States obtained in actions brought against us in the United States, including actions predicated upon the civil liability provisions of the federal securities laws of the United States or of the securities laws of any state of the United States. In addition, our directors and officers (principally based in the PRC) and all or a substantial portion of their assets are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon those directors and officers, or to enforce against them or us judgments obtained in United States courts, including judgments predicated upon the civil liability provisions of the federal securities laws of the United States or of the securities laws of any state of the United States. We have been advised by our PRC counsel that, in their opinion, there is doubt as to the enforceability in the PRC, in original actions or in actions for enforcement of judgments of United States courts, of civil liabilities predicated solely upon the federal securities laws of the United States or the securities laws of any state of the United States.

***Because our assets are located overseas, shareholders may not receive distributions that they would otherwise be entitled to if we were declared bankrupt or insolvent.***

Because all of our assets are located in the PRC, they may be outside of the jurisdiction of U.S. courts to administer if we are the subject of an insolvency or bankruptcy proceeding. As a result, if we declared bankruptcy or insolvency, our shareholders may not receive the distributions on liquidation that they would otherwise be entitled to if our assets were to be located within the U.S., under U.S. Bankruptcy law.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

In 2008, the Company was approved by the local government to construct a new manufacturing facility for energy-saving products and equipment in Yinzhou District Industrial Park, Tieling City, Liaoning Province, the PRC. Total estimated construction cost of a new manufacturing facility will be approximately \$24 million. It covers an area of 81,561 sq. m acres.

The first phase of construction project was completed and began its operations in December 2012. The second phase of construction project was completed in 2013 and received the approval of fire security by the local authority in March 2014. The property ownership certificate relating to the completed construction was approved at the end of November, 2015. The cost of construction has been transferred to property, plant and equipment by the end of 2016 upon the granting of property ownership certificate from the local authority.

**ITEM 3. LEGAL PROCEEDINGS**

None.

**ITEM 4. MINE SAFETY DISCLOSURE**

Not applicable.

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES***Market Information*

Our common stock, \$0.001 par value, began trading on the OTC Bulletin Board ("OTCBB") on December 4, 2004 under the symbol "DGNA.OB". The symbol after the Company's name change to NF Energy Saving Corporation of America was "NFES.OB". On August 26, 2009, the Company further changed its name to NF Energy Saving Corporation, and the symbol was changed to "NFEC.OB". On October 4, 2010, the Company commenced trading on the Nasdaq Global Market, under the symbol "NFEC". On March 7, 2012, the trading for the common stock was changed to the Nasdaq Capital Market. The following table sets forth the high and low bid prices for our common stock for the years ended December 31, 2017 and 2016 and for the periods indicated. The quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission, and may not represent actual transactions. On March 16, 2018, the closing price was \$1.02 per share.

	<b>Common Stock (Adjusted Stock Price)</b>	
	<b>High</b>	<b>Low</b>
Fiscal year ends at December 31, 2017		
First quarter	\$ 1.16	\$ 0.98
Second quarter	\$ 1.24	\$ 0.83
Third quarter	\$ 1.15	\$ 0.76
Fourth quarter	\$ 1.18	\$ 0.83
Fiscal year ends at December 31, 2016		
First quarter	\$ 1.04	\$ 0.60
Second quarter	\$ 0.91	\$ 0.66
Third quarter	\$ 1.75	\$ 0.68
Fourth quarter	\$ 1.36	\$ 0.75

*Record Holders*

As of December 31, 2017, we had 1,348 common shareholders of record.

***Dividends***

Since inception of NFEC, we have not paid cash dividends on our common stock. It is our present policy not to pay cash dividends and to retain future earnings to support our growth. Any payments of cash dividends in the future will be dependent upon, among other things, the amount of funds available therefore, our earnings, financial condition, capital requirements, and other factors which the Board of Directors deems relevant.

***Securities Authorized for Issuance Under Equity Compensation Plans***

As of the date of this Form 10-K, we have not authorized any equity compensation plan, nor has our Board of Directors authorized the reservation or issuance of any securities under any equity compensation plan.

*Transfer Agent*

Our transfer agent is Corporate Stock Transfer, Inc., located at 3200 Cherry Creek Drive South, Suite 430, Denver, Colorado, 80209.

**ITEM 6. SELECTED FINANCIAL DATA**

**Not Applicable.**

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion should be read in conjunction with our consolidated financial statements and the notes thereto included elsewhere in this Report on Form 10-K. The discussion in this section of this Report on Form 10-K contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those discussed herein. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this section, those discussed in "Risk Factors" and those discussed elsewhere in this Report on Form 10-K.

## FORWARD LOOKING STATEMENTS

Certain statements in this report, including statements of our expectations, intentions, plans and beliefs, including those contained in or implied by "Management's Discussion and Analysis" and the Notes to Consolidated Financial Statements, are "forward-looking statements", within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are subject to certain events, risks and uncertainties that may be outside our control. The words "believe", "expect", "anticipate", "optimistic", "intend", "will", and similar expressions identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. The Company undertakes no obligation to update or revise any forward-looking statements. These forward-looking statements include statements of management's plans and objectives for our future operations and statements of future economic performance, information regarding our expansion and possible results from expansion, our expected growth, our capital budget and future capital requirements, the availability of funds and our ability to meet future capital needs, the realization of our deferred tax assets, and the assumptions described in this report underlying such forward-looking statements. Actual results and developments could differ materially from those expressed in or implied by such statements due to a number of factors, including, without limitation, those described in the context of such forward-looking statements, our expansion and acquisition strategy, our ability to achieve operating efficiencies, industry pricing and technology trends, evolving industry standards, regulatory matters, general economic and business conditions, the strength and financial resources of our competitors, our ability to find and retain skilled personnel, the political and economic climate in which we conduct operations and the risk factors described from time to time in our other documents and reports filed with the Securities and Exchange Commission (the "Commission"). Additional factors that could cause actual results to differ materially from the forward-looking statements include, but are not limited to: 1) our ability to successfully develop, manufacture and deliver our products on a timely basis and in the prescribed condition; 2) our ability to compete effectively with other companies in the same industry; 3) our ability to raise sufficient capital in order to effectuate our business plan; and 4) our ability to retain our key executives.

## Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. On an on-going basis, we evaluate our estimates and judgments, including those related to revenue, receivable, inventory, and accrued expenses. We base our estimates on historical experience, known trends and events and various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Changes in estimates are recorded in the period in which they become known.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.



## Revenue recognition

In accordance with the ASC Topic 605, "Revenue Recognition", the Company recognizes revenue when persuasive evidence of an arrangement exists, transfer of title has occurred or services have been rendered, the selling price is fixed or determinable and collectability is reasonably assured.

The Company's revenue is principally derived from two primary sources: sales of energy saving flow control equipment and provision of energy project management and sub-contracting services.

### (a) Sale of products

The Company derives a majority of its revenues from the sale of energy saving flow control equipment. Generally, the energy saving flow control equipment is manufactured and configured to customer requirements. The Company typically produces the energy saving flow control equipment for customers during a period from one to six months. When the Company completes the production in accordance with the customer's specification, the customer is required to inspect the finished products for quality and suitability, to its full satisfaction, then the Company makes delivery to the customer

The Company recognizes revenue from the sale of such finished products upon delivery to the customers, when the title and risk of loss are fully transferred to the customers. The Company records its revenues, net of value added taxes ("VAT"). The Company is subject to VAT which is levied on the majority of the products at the rate of 17% on the invoiced value of sales. As of December 31, 2017 and 2016, there were no refunds regarding our products.

### (b) Service revenue

Service revenue is derived from energy-saving technical services, project management or sub-contracting services that are not an element of the arrangement for the sale of products. These services are generally billed on a time-cost plus basis, for the period of service which is generally from two to three months.

Revenue is recognized, net of business taxes when the service is rendered and accepted by the customers.

(c) Interest income

Interest income is recognized on a time apportionment basis, taking into account the principal amounts outstanding and the interest rates applicable.

**Accounts receivable and allowance for doubtful accounts**

Accounts receivable are recorded at the invoiced amount, do not bear interest and are due within the contractual payment terms, generally 90 to 180 days from shipment. Credit is extended based on evaluation of a customer's financial condition, the customer's credit-worthiness and their payment history. Accounts receivable outstanding longer than the contractual payment terms are considered past due. Past due balances over 180 days and those over a specified amount are reviewed individually for collectability. At the end of each period, the Company specifically evaluates each individual customer's financial condition, credit history, and the current economic conditions to monitor the progress of the collection of accounts receivable. The Company will consider an allowance for doubtful accounts for any estimated losses resulting from the inability of its customers to make required payments. For the receivables that are past due or not being paid according to payment terms, the appropriate actions are taken to exhaust all means of collection, including seeking legal resolution in a court of law.

The payment terms for our accounts receivable from each source of revenue is set forth below:

Revenue items General payment terms:

1. Sales of products
  - (a) 10% of the contract value will be paid by the customer upon signing the contract.
  - (b) 50% of the contract value will be paid by the customer after the physical inspection (with a credit term from 90 to 180 days).
  - (c) 30% to 35% of the contract value will be paid upon the delivery to the customer (with a credit term from 90 to 180 days).
  - (d) 5% to 10% of the contract value will be paid within 12 to 24 months (from the delivery date) as warranty retention for the product.
  
2. Services
  - (a) 10% to 15 % of the contract value will be paid by the customer upon signing the contract.
  - (b) The remaining contract value will be paid by the customer upon the completion of the service (with a credit term from 30 to 90 days).

In general, accounts receivable with aging within 90 days, between 91 and 180 days, and between 181 and 360 days represent approximately 30-40%, 50-60%, and 5%-15%, respectively, of the total accounts receivable. The Company is highly aware of the risk of default, and as a result, we actively monitor accounts receivable with aging above 1 year and those accounting for at least 1% of the total accounts receivable.

For most of our contracts, our customers are generally large or state-owned construction contractors or developers mainly engaged in government-sponsored infrastructure projects such as large hydraulic/aqua-engineering projects, power plants and urban sewage network projects in the PRC. Usually, these infrastructure projects are undertaken in a number of phases over a certain period of time. Our flow control equipment components are generally considered as major or significant components in the development phase of these infrastructure projects. In our industry practice, we are paid by these construction contractors and/or developers when they have been paid by the local government or state-owned enterprises after the full inspection of each milestone during the construction phase. Given that the construction of these infrastructure projects are complex, very large in size and require a high of quality in completion, the inspection process may take a considerable amount of time. Therefore, we may not collect the accounts receivable on a timely manner or only after a period longer than our agreed payment terms.

We have a high level of assurance on the recoverability of these accounts receivable, based on our ongoing assessment of the customer's credit-worthiness and their payment history. These customers are usually large state-owned corporations with good credit ratings. At the end of each period, we specifically evaluate the structure and collectability of accounts receivable and for receivables that are past due or not being paid according to the payment terms, and we take appropriate actions to exhaust all means of collection, including seeking legal resolution in a court of law. For customers with a large accounts receivable balance, we may take other steps, such as limiting sales and changing payment terms and requesting forms of security. We will consider an adjustment to the allowance for

doubtful accounts for any estimated losses resulting from the inability of our customers to make required payments.

Account balances are charged off against the allowance for doubtful accounts after all means of collection have been exhausted and the potential for recovery is considered remote. The Company does not have any off-balance sheet credit exposure related to its customers.

## Inventories

Inventories are stated at the lower of cost or market value (net realizable value), cost being determined on a weighted average method. Costs include material, labor and manufacturing overhead costs. The Company reviews historical sales activity quarterly to determine excess, slow moving items and potentially obsolete items and also evaluates the impact of any anticipated changes in future demand. The Company provides inventory allowances based on excess and obsolete inventories determined principally by customer demand.

## Property, Plant and Equipment

Plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated on the straight-line basis over the following expected useful lives from the date on which the asset becomes fully operational and after taking into account its estimated residual values:

	<b>Expected useful life</b>	<b>Residual value</b>	
Building	30-50 years	5	%
Plant and machinery	10-20 years	5	%
Furniture, fixture and equipment	5-8 years	5	%

Expenditure for repairs and maintenance are expensed as incurred. When assets have been retired or sold, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the results of operations.

## Land use right

All land in the PRC is owned by the PRC government. The government in the PRC, according to the relevant PRC law, may sell the right to use the land for a specified period of time. Thus, the Company's land purchase in the PRC is considered to be leasehold land and is stated at cost less accumulated amortization and any recognized impairment loss. Amortization is provided over the term of the land use right agreement on a straight-line basis, which is 50 years and will expire in 2059.

**Stock based compensation**

The Company adopts ASC Topic 718, "Stock Compensation", ("ASC 718") using the fair value method. Under ASC 718, stock-based compensation is measured using the Black-Scholes Option-Pricing model on the date of grant. For non-employee stock based compensation, the Company adopts ASC Topic 505-50, "Equity-Based Payments to Non-Employees", stock based compensation related to non-employees is accounted for based on the fair value of the related stock or options or the fair value of the services on the grant date, whichever is more readily determinable in accordance with ASC 718.

## **Income taxes**

Income taxes are determined in accordance with the provisions of ASC Topic 740, "Income Taxes" ("ASC 740"). Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Any effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

ASC 740 prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return. Under ASC 740, tax positions must initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

As at December 31, 2017 and 2016, the Company had no benefit or penalties regarding its income taxes. As of December 31, 2017, there are also no any significant uncertain tax items.

The main operations of the company are located in the PRC and have jurisdiction under the local tax law. As a result of these operations, the company's tax returns are subject to examination by a foreign tax authority. As of December 31, 2017, the Company filed and cleared the tax returns of 2017 with the appropriate local PRC tax authority.

## **Foreign currencies translation**

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at the balance sheet dates. The resulting exchange differences are recorded in the statement of operations. The reporting currency of the Company is the United States Dollar ("US\$"). The Company's subsidiaries in the PRC maintain their books and records in their local currency, the Renminbi Yuan ("RMB"), which is the functional currency as being the primary currency of the economic environment in which these entities operate.

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In general, for consolidation purposes, assets and liabilities of its subsidiaries whose functional currency is not the US\$ are translated into US\$, in accordance with ASC Topic 830-30, "Translation of Financial Statement", using the exchange rate on the balance sheet date. Revenues and expenses are translated at average rates prevailing during the period. The gains and losses resulting from translation of financial statements of foreign subsidiaries are recorded as a separate component of accumulated other comprehensive income within the statement of stockholders' equity.

Translation of amounts from RMB into US\$ has been made at the following exchange rates for the respective year:

	<b>2017</b>	<b>2016</b>
Year-end RMB:US\$ exchange rate	6.5064	6.9437
Annual average RMB:US\$ exchange rate	6.7570	6.6430



## RESULTS OF OPERATIONS

### Year Ended December 31, 2017 compared to Year Ended December 31, 2016

The following discussion should be read in conjunction with the financial statements included in this report and is qualified in its entirety by the foregoing.

## REVENUES

Total revenues were \$8,508,173 and \$6,041,261 for the years ended December 31, 2017 and 2016, respectively. Total revenues increased by \$2,466,912, or 40.83%, for the year ended December 31, 2017 compared to total revenues for the year ended December 31, 2016. The increase in total revenue was due to the delivered goods that have been confirmed as revenue, which resulted in an increase in total revenue.

### *Product Revenues*

Product revenues are derived principally from the sale of self-manufactured products and energy saving flow control equipment. Product revenues were \$8,267,174 and \$5,961,098 for the years ended December 31, 2017 and 2016, respectively. Product revenues for the year ended December 31, 2017 increased by \$2,306,076 or 38.68%, compared to the product revenue for the year ended December 31, 2016. The increase in product revenue was due to the delivered goods that have been confirmed as revenue which, resulted in an increase in total revenue.

### *Service Revenues*

Service revenues are derived principally from energy-saving technical services and product collaboration processing services. The energy-saving technical services include providing energy saving auditing, conservation plans, and/or related service reports. The product re-processing services are generally billed on a time-cost plus basis. Service revenues were \$240,999 and \$80,163 for the years ended December 31, 2017 and 2016, respectively, an increase of \$160,836 or 200.63%. The increase in service revenue was primarily due to the increase in orders relating to product

collaboration processing services, which led to an increase the service revenues.

## **COSTS AND EXPENSES**

### ***Cost of Revenues***

Cost of revenues consists primarily of material costs, direct labor, depreciation and manufacturing overhead, which are directly attributable to the manufacture of products and the rendering of services. Total cost of revenues was \$7,591,659 and \$5,892,492 for the years ended December 31, 2017 and 2016, respectively. The total cost of revenues increased by \$1,699,167 or 28.83% for the year ended December 31, 2017 compared to the total cost of revenues for the year ended December 31, 2016. The increase in cost of revenues was primarily due to the increase in total revenues.

The overall gross profit for the Company was \$916,514 and \$148,769, or 10.77% and 2.46%, of total revenues, for the years ended December 31, 2017 and 2016, respectively.

### ***Cost of Products***

Total cost of product revenues was \$7,378,113 and \$5,827,978 for the years ended December 31, 2017 and 2016, respectively. The cost of products increased by \$1,550,135 or 26.59% for the year ended December 31, 2017 compared to the cost of products for the year ended December 31, 2016. The increase in cost of products was primarily due to the increase in total revenues

The gross profit for products was \$889,061 and \$133,120, and the gross profit margin was 10.75% and 2.20% for the years ended December 31, 2017 and 2016, respectively.

### ***Cost of Service***

Total cost of service revenues was \$213,546 and \$64,514 for the years ended December 31, 2017 and 2016, respectively. The cost of service revenues increased by \$149,032 or 231% for the year ended December 31, 2017 compared to the cost of revenues for the year ended December 31, 2016. The increase was primarily due to the increase in service revenue. The gross margin for services was \$27,453 and \$15,649, or 11.39% and 19.52%, for the years ended December 31, 2017 and 2016, respectively.

### ***Operating Expenses***

The total operating expenses were \$2,111,585 and \$1,628,819 or 24.81% and 26.96% of operating income, for the years ended December 31, 2017 and 2016, respectively. The total operating expenses increased by \$482,766 or 29.63% for the year ended December 31, 2017 compared to the year ended December 31, 2016. The increase of operating expenses is mainly due to increases in property taxes and operating expenses of our subsidiaries.

### ***Sales and marketing expenses***

The total sales and marketing expenses were \$63,451 and \$35,820, or 0.75% and 0.59%, of total revenues, for the years ended December 31, 2017 and 2016, respectively. The increase is primarily due to increased consulting expenses of our subsidiaries.

***General and administrative expenses***

General and administrative expenses were \$2,048,134 and \$1,592,999, or 24.07% and 26.37%, of total revenue, for the year ended December 31, 2017 and 2016, respectively. General and administrative expenses increased by \$455,135 or 28.57%. The increase of general and administrative expenses is primarily due to the increases in property taxes and operating expenses of our subsidiaries. Property taxes increased by \$55,322 (or 62.43%) as compared to last year.

**Loss from Operations**

As a result of the foregoing, our loss from operations was \$1,195,071 and \$1,480,050 for the year ended December 31, 2017 and 2016, respectively. The decrease of loss from operations was \$284,979 or 19%. This decrease in loss from operations is primarily due to the increase in total revenues, partially offset by the increase in operating expenses.

### **Other Expenses**

For the year ended December 31, 2017, other expense was \$380,600 as compared to \$337,283 for the year ended December 31, 2016, which increased by \$43,317 or 12.84%. The increase in other expenses was due to the decrease of the interest revenue and the increase of financial service charges.

### **Income Tax Expenses**

For the years ended December 31, 2017 and 2016, income tax expenses were \$2,744 and \$246, respectively. The increase of the income tax expenses was \$2,498 or 1015.44%.

As of December 31, 2017, the Company's operations in the United States of America incurred \$3,922,063 of cumulative net operating losses, which can be carried forward to offset future taxable income. The net operating loss carry forwards begin to expire in 2037, if unutilized. The Company has provided for a full valuation allowance against the deferred tax assets of \$823,633 on the expected future tax benefits from the net operating loss carry forwards as the management believes it is more likely than not that these assets will not be realized in the future.

### **Net loss**

As a result of the foregoing, we recorded a net loss of \$1,578,415, a 18.55% loss margin on revenue for the year ended December 31, 2017, as compared to net loss of \$1,817,579, a 30.08% loss margin on revenues, for the year ended December 31, 2016. The net loss for the year ended December 31, 2017 decreased by \$239,164 or 13.15%, as compared to the year ended December 31, 2016. The decrease of net loss is primarily due to the increase of both product revenues and the gross profit, partially offset by the increase in operating expenses.

## **LIQUIDITY AND CAPITAL RESOURCES**

### **Operating activities**

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For the year ended December 31, 2017, net cash used in operating activities was \$908,229. This was attributable primarily to net loss of \$1,578,415, adjusted by non-cash items of depreciation and amortization of \$944,012 an increase in accounts and retention receivable by \$4,814,628, a decrease in inventories by \$2,746,175, an increase in prepayment and other receivable by \$316,621, an increase in the accounts payable by \$330,012 and an increase in other payable and accrued liabilities by \$1,388,543.

We have followed ASC 230-10-45-28 and choose to provide information about major classes of cash flow items by the indirect method. In the statement of cash flows, we have reported the same amount for net cash flow from operating activities indirectly by adjusting net income to reconcile it to net cash flow from operating activities. The reconciliation has separately reported all major classes of reconciling items, for example, changes during the period in accounts receivables pertaining to operating activities, in inventory, and in payables pertaining to operating activities.

As of December 31, 2017, the decrease of the inventories was mainly due to the delivered goods which has been confirmed as the revenue.

As of December 31, 2017, accounts and retention receivable was \$13,523,894, 99.92% and 0.08% of the product revenue and project revenue, respectively.

The Company is highly aware the risk of default, and as a result, we actively monitor accounts receivable with aging above 1 year and those that account for about 17% of the total accounts receivable, thus we believe there is no significant credit risk. The Company will consider an allowance for doubtful accounts for any estimated losses resulting from the inability of its customers to make required payments. The Company's accounts and retention receivable aging was as follows:

<b>Items</b>	<b>Total</b>	<b>1-90 days</b>	<b>91-180 days</b>	<b>181-365 days</b>	<b>Above 365 days</b>
Product	13,513,181	5,306,583	578,140	2,903,719	4,724,739
Service					
Project	10,713	9,176	-	-	1,537
<b>Total</b>	<b>13,523,894</b>	<b>5,315,759</b>	<b>578,140</b>	<b>2,903,719</b>	<b>4,726,276</b>
Less: retention receivable	545,940	24,375	36,537	114,611	370,417
Less: allowance for doubtful accounts	760,164	-	-	-	760,164
<b>Accounts receivable, net</b>	<b>12,217,790</b>	<b>5,291,384</b>	<b>541,603</b>	<b>2,789,108</b>	<b>3,595,695</b>

Most of our customers make payments in accordance with the agreed payment terms in a timely manner. In rare cases, we may offer extended payment terms to certain customers for equipment sales. These customers are usually large state-owned corporations with good credit ratings. At the end of each period, we evaluate the structure and collectability of accounts receivable and for those receivables that are past due or not being paid according to the payment terms. We take appropriate actions to exhaust all means of collection, including seeking legal resolution in a court of law, for our collection efforts. Meanwhile, the Company also adopted strict sales policies according to the signed contracts. The Company evaluated the existing customers and potential customers; as well as reducing their credit in the sales and raising the quality of contracts and controls on the doubtful accounts.

As of 31 December, 2017, the accounts receivable of two customers with aging above 365 days are expected to be collected between April and June, 2018 . The Collecting time indicated below:

<b>Customer</b>	<b>AR with aging above 365 days</b>	<b>Collected amount by end of</b>		
		<b>June 2018</b>	<b>September 2018</b>	<b>December 2018</b>

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Customer "A"	4,522,932	1,356,879	1,659,839	1,506,210
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We offer a free 12 months of product warranty on a case-by-case basis, depending upon the type of customers, nature and size of the infrastructure projects. Under such arrangements, a portion of the project contract balance (usually 5-10% of contract value) is withheld by a customer from 12 to 24 months, until the product warranty has expired.



### **Investing activities**

As of 31 December, 2017, net cash used in investing activities was \$0.

### **Financing activities**

In March 2017, the Company obtained a Short term bank loan of \$6,147,814 (Equivalent to RMB 40,000,000) from SPD Bank, due March 19, 2018, monthly payable, which is guaranteed by its vendor.

### **Inflation**

We believe that the relatively moderate rate of inflation over the past few years has not had a significant impact on our results of operations. At present we are able to increase our prices due to the rising prices of raw materials.

### **OFF-BALANCE SHEET ARRANGEMENTS**

We do not have any material off-balance sheet arrangements.

### **IMPACT OF RECENTLY ISSUED NEW ACCOUNTING STANDARDS**

We do not expect adoption of recently issued accounting pronouncements to have a significant impact on our results of operations, financial position or cash flow.

### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**Not applicable.**

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**NF ENERGY SAVING CORPORATION**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

	<b>Page</b>
<u>Report of Independent Registered Public Accounting Firm</u>	<u>F-2</u>
<u>Consolidated Balance Sheets</u>	<u>F-3</u>
<u>Consolidated Statements of Operations</u>	<u>F-4</u>
<u>Consolidated Statements of Comprehensive Income (Loss)</u>	<u>F-5</u>
<u>Consolidated Statements of Cash Flows</u>	<u>F-6</u>
<u>Consolidated Statements of Changes in Stockholders' Equity</u>	<u>F-7</u>
<u>Notes to Consolidated Financial Statements</u>	<u>F-8 – F-23</u>

F-1

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders of

**NF Energy Saving Corporation**

*Opinion on the Financial Statements*

We have audited the accompanying consolidated balance sheets of NF Energy Saving Corporation and its subsidiaries (the “Company”) as of December 31, 2017 and 2016, and the related consolidated statements of operation, comprehensive income (loss), cash flows, and changes in stockholders’ equity for each of the years in the two-year period ended December 31, 2017, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

*Basis for Opinion*

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe our audits provide a reasonable basis for our opinion.

/s/ HKCMCPA Company Limited

We have served as the Company's auditor since 2006.

Hong Kong, China

March 30, 2018

F-2

**NF ENERGY SAVING CORPORATION****CONSOLIDATED BALANCE SHEETS****AS OF DECEMBER 31, 2017 AND 2016****(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

	<b>As of December 31,</b>	
	<b>2017</b>	<b>2016</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$282,154	\$124,637
Accounts receivable, net	12,217,790	6,644,994
Retention receivable	545,940	629,680
Inventories	2,064,231	4,606,564
Prepayments and other receivables	3,645,652	3,109,069
Total current assets	18,755,767	15,114,944
Non-current assets:		
Property, plant and equipment, net	19,987,116	17,128,235
Land use right, net	2,664,054	2,555,704
Construction in progress	26,128	2,520,234
<b>TOTAL ASSETS</b>	<b>\$41,433,065</b>	<b>\$37,319,117</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable, trade	\$3,976,334	\$3,404,760
Short-term bank borrowings	7,223,681	5,760,618
Amount due to a related party	431,682	431,682
Other payables and accrued liabilities	2,504,556	1,014,999
Total current liabilities	14,136,253	10,612,059
<b>TOTAL LIABILITIES</b>	<b>14,136,253</b>	<b>10,612,059</b>
Commitments and contingencies		
Stockholders' equity:		
Common stock, \$0.001 par value; 50,000,000 shares authorized; 7,073,289 and 7,073,289 shares issued and outstanding as of December 31, 2017 and 2016, respectively	7,073	7,073
Additional paid-in capital	12,055,825	12,055,825
Deferred compensation	-	(355,200 )

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Statutory reserve	2,227,634	2,227,634
Accumulated other comprehensive income	2,613,829	858,502
Retained earnings	10,343,407	11,913,224
Total NFEC stockholders' equity	27,247,768	26,707,058
Non-controlling interest	49,044	-
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>27,296,812</b>	<b>26,707,058</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$41,433,065</b>	<b>\$37,319,117</b>

See accompanying notes to consolidated financial statements.

## NF ENERGY SAVING CORPORATION

## CONSOLIDATED STATEMENTS OF OPERATIONS

## FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

(Currency expressed in United States Dollars (“US\$”), except for number of shares)

	<b>Years ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
REVENUES, NET		
Products	\$ 8,267,174	\$ 5,961,098
Services	240,999	80,163
Total revenues, net	8,508,173	6,041,261
COST OF REVENUES		
Cost of products	7,378,113	5,827,978
Cost of services	213,546	64,514
Total cost of revenues	7,591,659	5,892,492
GROSS PROFIT	916,514	148,769
OPERATING EXPENSES		
Sales and marketing	63,451	35,820
General and administrative	2,048,134	1,592,999
Total operating expenses	2,111,585	1,628,819
LOSS FROM OPERATIONS	(1,195,071 )	(1,480,050 )
Other (expense) income:		
Other (expense) income	(26,863 )	2,893
Interest income	8	14,246
Interest expense	(353,745 )	(354,422 )
Total other expense	(380,600 )	(337,283 )
LOSS BEFORE INCOME TAXES	(1,575,671 )	(1,817,333 )
Income tax expense	(2,744 )	(246 )
NET LOSS	(1,578,415 )	(1,817,579 )
Less: net loss attributable to non-controlling interest	(8,598 )	-
NET LOSS ATTRIBUTABLE TO NF ENERGY SAVING CORPORATION	\$ (1,569,817 )	\$ (1,817,579 )



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Net loss per share:			
– Basic	\$ (0.22	)	\$ (0.28 )
– Diluted	\$ (0.22	)	\$ (0.28 )
Weighted average common shares outstanding:			
– Basic	7,073,289		6,575,857
– Diluted	7,073,289		6,575,857

See accompanying notes to consolidated financial statements.

F-4

**NF ENERGY SAVING CORPORATION**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

	<b>Years ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
NET LOSS	\$(1,578,415 )	\$(1,817,579 )
Other comprehensive income (loss):		
– Foreign currency adjustment gain (loss)	1,756,765	(1,948,838 )
Total other comprehensive income (loss)	1,756,765	(1,948,838 )
COMPREHENSIVE INCOME (LOSS)	178,350	(3,766,417 )
Less: Comprehensive (loss) attributable to non-controlling interests	(7,160 )	-
Comprehensive income (loss) attributable to NF Energy Saving Corporation	\$ 185,510	\$(3,766,417 )

F-5

**NF ENERGY SAVING CORPORATION****CONSOLIDATED STATEMENTS OF CASH FLOWS****FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016****(Currency expressed in United States Dollars (“US\$”))**

	<b>Years ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
Cash flows from operating activities:		
Net loss	\$(1,578,415 )	\$(1,817,579 )
Adjustments to reconcile net loss to net cash (used in) provided by operating activities		
Depreciation and amortization	944,012	998,189
Stock based compensation	355,200	96,000
Write off of plant and equipment	37,493	-
Change in operating assets and liabilities:		
Accounts and retention receivable	(4,814,628 )	473,085
Inventories	2,746,175	2,074,453
Prepayments and other receivables	(316,621 )	(909,360 )
Accounts payable, trade	330,012	(1,212,244 )
Other payables and accrued liabilities	1,388,543	457,288
Net cash (used in) provided by operating activities	(908,229 )	159,832
Cash flows from investing activities:		
Purchase of property, plant and equipment	-	(191,375 )
Payments on construction in progress	-	(216,130 )
Net cash used in investing activities	-	(407,505 )
Cash flows from financing activities:		
Change in restricted cash	-	1,806,410
Advance from non-controlling interest	16,503	-
Proceeds from short-term bank borrowings	6,955,736	6,021,367
Repayment on short-term bank borrowings	(5,919,775 )	(7,872,937 )
Net cash provided by (used in) financing activities	1,052,464	(45,160 )
Effect on exchange rate change on cash and cash equivalents	13,282	(17,101 )
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>157,517</b>	<b>(309,934 )</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</b>	<b>124,637</b>	<b>434,571</b>
<b>CASH AND CASH EQUIVALENTS, END OF YEAR</b>	<b>\$ 282,154</b>	<b>\$ 124,637</b>

**SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:**

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Cash paid for income taxes	\$2,744	\$246
Cash paid for interest	\$353,745	\$354,422

See accompanying notes to consolidated financial statements.

F-6

## NF ENERGY SAVING CORPORATION

## CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

## FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

(Currency expressed in United States Dollars ("US\$"), except for number of shares)

	Common stock No. of shares	Common stock Amount	Additional paid-in capital	Deferred compensation	Statutory reserve	Accumulated other comprehensive income	Retained earnings	Total NFEC stockholders' equity	No. of stockholders' common int
Balance as of January 1, 2016	6,553,289	\$6,553	\$11,605,145	\$-	\$2,227,634	\$2,807,340	\$13,730,803	\$30,377,475	\$-
Share issued for services rendered	520,000	520	450,680	(451,200)	-	-	-	-	-
Amortization of deferred compensation	-	-	-	96,000	-	-	-	96,000	-
Foreign currency translation adjustment	-	-	-	-	-	(1,948,838)	-	(1,948,838)	-
Net loss for the year	-	-	-	-	-	-	(1,817,579)	(1,817,579)	-
Balance as of December 31, 2016	7,073,289	\$7,073	\$12,055,825	\$(355,200)	\$2,227,634	\$858,502	\$11,913,224	\$26,707,058	\$-
Balance as of January 1, 2017	7,073,289	\$7,073	\$12,055,825	\$(355,200)	\$2,227,634	\$858,502	\$11,913,224	\$26,707,058	-
Contribution from non-controlling interest	-	-	-	-	-	-	-	-	50
Amortization of deferred compensation	-	-	-	355,200	-	-	-	355,200	-
Foreign currency	-	-	-	-	-	1,755,327	-	1,755,327	1,

translation adjustment										
Net loss for the year	-	-	-	-	-	-	(1,569,817)	(1,569,817)	(8	
Balance as of December 31, 2017	7,073,289	\$7,073	\$12,055,825	\$-	\$2,227,634	\$2,613,829	\$10,343,407	\$27,247,768	\$4	

See accompanying notes to consolidated financial statements.

F-7

**NF ENERGY SAVING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

(Currency expressed in United States Dollars (“US\$”), except for number of shares)

**1. ORGANIZATION AND BUSINESS BACKGROUND**

NF Energy Saving Corporation (the “Company” or “NFEC”) was incorporated in the State of Delaware in the name of Galli Process, Inc. on October 31, 2000. On February 7, 2002, the Company changed its name to “Global Broadcast Group, Inc.” On November 12, 2004, the Company changed its name to “Diagnostic Corporation of America.” On March 15, 2007, the Company changed its name to “NF Energy Saving Corporation of America.” On August 24, 2009, the Company further changed its current name to “NF Energy Saving Corporation.” On October 1, 2010, the Company’s common stock was traded on Nasdaq global market. On March 7, 2012, and upon approval by NASDAQ, the common stock transferred from the Nasdaq Global Market to the Nasdaq Capital Market.

The Company, through its subsidiaries, mainly operates in the energy technology business in the People’s of Republic of China (the “PRC”). The Company specializes in the provision of energy saving technology consulting, optimization design services, energy saving reconstruction of pipeline networks and contractual energy management services to China’s electric power, petrochemical, coal, metallurgy, construction, and municipal infrastructure development industries. The Company also engages in the manufacturing and sales of the energy-saving flow control equipment. All the customers are located in PRC.

Description of subsidiaries

<b>Name</b>	<b>Place of incorporation and kind of legal entity</b>	<b>Principal activities and place of operation</b>	<b>Particulars of issued/ registered share capital</b>	<b>Effective interest held</b>
Liaoning Nengfa Weiye Energy Technology Co. Ltd (“Nengfa Energy”)	The PRC, a limited liability company	Production of a variety of industrial valve components which are widely used in water supply and sewage system, coal and gas fields, power generation stations, petroleum and chemical industries in the PRC	US\$5,000,000	100%

Liaoning Nengfa Tiefu Import & Export Co.Ltd (“Nengfa Tiefu Import & Export”)	The PRC, a limited liability company	Development and production of hi-tech and automatic-intelligence valve products	RMB877,192	57%
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NFEC and its subsidiaries are hereinafter referred to as (the “Company”).

F-8



**NF ENERGY SAVING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

·Basis of presentation

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

·Use of estimates

In preparing these consolidated financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenues and expenses during the years reported. Actual results may differ from these estimates.

·Basis of consolidation

The consolidated financial statements include the financial statements of NFEC and its subsidiaries. All significant inter-company balances and transactions within the Company have been eliminated upon consolidation.

·Cash and cash equivalents

Cash and cash equivalents consist primarily of cash in readily available checking and saving accounts. Cash equivalents consist of highly liquid investments that are readily convertible to cash and that mature within three months or less from the date of purchase. The carrying amounts approximate fair value due to the short maturities of these instruments.

·Accounts receivable and allowance for doubtful accounts

Accounts receivable are recorded at the invoiced amount and do not bear interest, which are due within contractual payment terms, generally 30 to 90 days from shipment. Credit is extended based on evaluation of a customer's financial condition, the customer credit-worthiness and their payment history. Accounts receivable outstanding longer than the contractual payment terms are considered past due. Past due balances over 90 days and over a specified amount are reviewed individually for collectability. At the end of each period, the Company specifically evaluates individual customer's financial condition, credit history, and the current economic conditions to monitor the progress of the collection of accounts receivables. The Company will consider the allowance for doubtful accounts for any estimated losses resulting from the inability of its customers to make required payments. For the receivables that are past due or not being paid according to payment terms, the appropriate actions are taken to exhaust all means of collection, including seeking legal resolution in a court of law. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company does not have any off-balance-sheet credit exposure related to its customers. As of December 31, 2017 and 2016, the allowance for doubtful accounts was \$760,164 and \$712,288, respectively.

·Retention receivable

Retention receivable is the amount withheld by a customer based upon 5-10% of the contract value, until a product warranty is expired. The warranty period is usually 12 months.

**NF ENERGY SAVING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016****(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

## ·Inventories

Inventories are stated at the lower of cost or market value (net realizable value), cost being determined on a weighted average method. Costs include material, labor and manufacturing overhead costs. The Company reviews historical sales activity quarterly to determine excess, slow moving items and potentially obsolete items and also evaluates the impact of any anticipated changes in future demand. The Company provides inventory allowances based on excess and obsolete inventories determined principally by customer demand. As of December 31, 2017 and 2016, the Company did not record an allowance for obsolete inventories, nor have there been any write-offs.

## ·Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated on the straight-line basis over the following expected useful lives from the date on which they become fully operational and after taking into account their estimated residual values:

	<b>Expected useful lives</b>	<b>Residual value</b>	
Building	30-50 years	5	%
Plant and machinery	10 – 20 years	5	%
Furniture, fixture and equipment	5 – 8 years	5	%

Expenditures for repairs and maintenance are expensed as incurred. When assets have been retired or sold, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the results of operations.

## ·Land use right

All lands in the PRC are owned by the PRC government. The government in the PRC, according to the relevant PRC law, may sell the right to use the land for a specified period of time. Thus, the Company’s land purchases in the PRC is considered to be leasehold land and is stated at cost less accumulated amortization and any recognized impairment loss. Amortization is provided over the term of the land use right agreement on a straight-line basis, which is 50 years and will expire in 2059.

·Construction in progress

Construction in progress is stated at cost, which includes acquisition of land use rights, cost of construction, purchases of plant and equipment and other direct costs attributable to the construction of a manufacturing facility in Yinzhou District Industrial Park, Tieling City, Liaoning Province, the PRC. Construction in progress is not depreciated until such time as the assets are completed and put into operational use. No capitalized interest is incurred during the period of construction.

·Impairment of long-lived assets

In accordance with the provisions of ASC Topic 360, “*Impairment or Disposal of Long-Lived Assets*”, all long-lived assets such as property, plant and equipment held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is evaluated by a comparison of the carrying amount of an asset to its estimated future undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amounts of the assets exceed the fair value of the assets. There has been no impairment charge for the years presented.

F-10

**NF ENERGY SAVING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

· Revenue recognition

The Company offers the following products and service to its customers:

- (a) Energy saving flow control equipment; and
- (b) Energy project management and sub-contracting service.

In accordance with the ASC Topic 605, “*Revenue Recognition*”, the Company recognizes revenue when persuasive evidence of an arrangement exists, transfer of title has occurred or services have been rendered, the selling price is fixed or determinable and collectability is reasonably assured.

- (a) Sale of products

The Company derives a majority of its revenues from the sale of energy saving flow control equipment. Generally, these products are manufactured and configured to customer requirements. The Company typically produces and builds the energy saving flow control equipment for customers in a period from 1 to 6 months. When the Company completes the production in accordance with the customer’s specification, the customer is required to inspect the finished products for quality and product conditions, to its full satisfaction, then the Company makes delivery to the customer.

The Company recognizes revenue from the sale of such finished products upon delivery to the customer, whereas the title and risk of loss are fully transferred to the customers. The Company records its revenues, net of value added taxes (“VAT”). The Company is subject to VAT which is levied on the majority of the products at the rate of 17% on the invoiced value of sales. The Company experienced no product returns and recorded no reserve for sales returns for the years ended December 31, 2017 and 2016.

- (b) Service revenue

Service revenue is primarily derived from energy-saving technical services or project management or sub-contracting services that are not an element of an arrangement for the sale of products. These services are generally billed on a time-cost plus basis, for a period of service time from 2 to 3 months. Revenue is recognized, net of business taxes when the service is rendered and accepted by the customer.

(c)Interest income

Interest income is recognized on a time apportionment basis, taking into account the principal amounts outstanding and the interest rates applicable.

·Cost of revenue

Cost of revenue consists primarily of material costs, direct labor, depreciation and manufacturing overhead, which are directly attributable to the manufacture of products and the rendering of services or projects. Shipping and handling costs, associated with the distribution of finished products to customers, are borne by the customers.

·Research and development

Research and development costs are expensed when incurred in the development of new products or processes including significant improvements and refinements of existing products. Such costs mainly relate to labor and material cost. The Company incurred \$73,238 and \$96,572 of such costs for the years ended December 31, 2017 and 2016.

**NF ENERGY SAVING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

·Comprehensive income

ASC Topic 220, “*Comprehensive Income*”, establishes standards for reporting and display of comprehensive income, its components and accumulated balances. Comprehensive income as defined includes all changes in equity during a period from non-owner sources. Accumulated other comprehensive income, as presented in the accompanying condensed consolidated statement of stockholders’ equity, consists of changes in unrealized gains and losses on foreign currency translation. This comprehensive income is not included in the computation of income tax expense or benefit.

·Income taxes

Income taxes are determined in accordance with the provisions of ASC Topic 740, “*Income Taxes*” (“ASC 740”). Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Any effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

ASC 740 prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return. Under ASC 740, tax positions must initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

For the years ended December 31, 2017 and 2016, the Company did not have any interest and penalties associated with tax positions. As of December 31, 2017 and 2016, the Company did not have any significant unrecognized uncertain tax positions.

The Company conducts the majority of its businesses in the PRC and is subject to tax in this jurisdiction. As a result of its business activities, the Company files tax returns that are subject to examination by a foreign tax authority. For

the year ended December 31, 2017, the Company filed and cleared 2016 tax return with its local tax authority.

·Product warranty

Under the terms of the contracts, the Company offers its customers with a free product warranty on a case-by-case basis, depending upon the type of customers, nature and size of the infrastructure projects. Under such arrangements, a portion of the project contract balance (usually 5-10% of contract value) is withheld by a customer from 12 to 24 months, until the product warranty has expired. The Company has not experienced any material returns or claims where it was under obligation to honor this standard warranty provision. As such, no reserve for product warranty has been provided in the result of operations for the years ended December 31, 2017 and 2016.

·Net loss per share

The Company calculates net loss per share in accordance with ASC Topic 260, "*Earnings per Share*." Basic income per share is computed by dividing the net income by the weighted-average number of common shares outstanding during the period. Diluted income per share is computed similar to basic income per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common stock equivalents had been issued and if the additional common shares were dilutive.



**NF ENERGY SAVING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

·Foreign currencies translation

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at the balance sheet dates. The resulting exchange differences are recorded in the statement of operations.

The reporting currency of the Company is the United States Dollar ("US\$"). The Company's subsidiaries in the PRC maintain their books and records in their local currency, the Renminbi Yuan ("RMB"), which is the functional currency as being the primary currency of the economic environment in which these entities operate.

In general, for consolidation purposes, assets and liabilities of its subsidiaries whose functional currency is not the US\$ are translated into US\$, in accordance with ASC Topic 830-30, “*Translation of Financial Statement*”, using the exchange rate on the balance sheet date. Revenues and expenses are translated at average rates prevailing during the period. The gains and losses resulting from translation of financial statements of foreign subsidiaries are recorded as a separate component of accumulated other comprehensive income within the statement of stockholders’ equity.

Translation of amounts from RMB into US\$ has been made at the following exchange rates for the respective year:

	<b>2017</b>	<b>2016</b>
Year-end RMB:US\$1 exchange rate	6.5064	6.9437
Annual average RMB:US\$1 exchange rate	6.7570	6.6430

·Stock based compensation

The Company accounts for employee and non-employee stock awards under ASC Topic 718, whereby equity instruments issued to employees for services are recorded based on the fair value of the instrument issued and those issued to non-employees are recorded based on the fair value of the consideration received or the fair value of the equity instrument, whichever is more reliably measurable.

·Retirement plan costs

Contributions to retirement plans (which are defined contribution plans) are charged to general and administrative expenses in the accompanying consolidated statements of operation as the related employee service is provided.

·Related parties

Parties, which can be a corporation or individual, are considered to be related if the Company has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operational decisions. Companies are also considered to be related if they are subject to common control or common significant influence.

·Segment reporting

ASC Topic 280, “*Segment Reporting*” establishes standards for reporting information about operating segments on a basis consistent with the Company’s internal organization structure as well as information about geographical areas, business segments and major customers in financial statements. For the years ended December 31, 2017 and 2016, the Company operates in one reportable operating segment in the PRC.

**NF ENERGY SAVING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

·Fair value of financial instruments

The carrying value of the Company’s financial instruments (excluding short-term bank borrowing): cash and cash equivalents, accounts and retention receivable, prepayments and other receivables, accounts payable, income tax payable, amount due to a related party, other payables and accrued liabilities approximate at their fair values because of the short-term nature of these financial instruments.

Management believes, based on the current market prices or interest rates for similar debt instruments, the fair value of its obligation under finance lease and short-term bank borrowing approximate the carrying amount. The fair value of convertible promissory notes is disclosed in Note 10.

The Company also follows the guidance of the ASC Topic 820-10, “*Fair Value Measurements and Disclosures*” (“ASC 820-10”), with respect to financial assets and liabilities that are measured at fair value. ASC 820-10 establishes a three-tier fair value hierarchy that prioritizes the inputs used in measuring fair value as follows:

·*Level 1* : Inputs are based upon unadjusted quoted prices for identical instruments traded in active markets;

*Level 2* : Inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques (e.g. Black-Scholes Option-Pricing model) for which all significant inputs are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Where applicable, these models project future cash flows and discount the future amounts to a present value using market-based observable inputs; and

·*Level 3* : Inputs are generally unobservable and typically reflect management’s estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques, including option pricing models and discounted cash flow models.

Fair value estimates are made at a specific point in time based on relevant market information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

·Recent accounting pronouncements

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, *Revenue from Contracts with Customers* . The standard provides companies with a single model for accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance, including industry-specific revenue guidance. The core principle of the model is to recognize revenue when control of the goods or services transfers to the customer, as opposed to recognizing revenue when the risks and rewards transfer to the customer under the existing revenue guidance. The guidance permits companies to either apply the requirements retrospectively to all prior periods presented, or apply the requirements in the year of adoption, through a cumulative adjustment. In August 2015, the FASB issued ASU 2015-14, *Deferral of the Effective Date* , which defers the required adoption date of ASU 2014-09 by one year. As a result of the deferred effective date, ASU 2014-09 will be effective for the Company in its first quarter of fiscal 2018. Early adoption is permitted but not before the original effective date of the new standard of the first quarter of fiscal 2017. The following ASUs were subsequently issued by the FASB to clarify the implementation guidance in some areas and add practical expedients: In March 2016, ASU 2016-08, *Revenue from Contracts with Customers: Principal versus Agent Considerations*; in April 2016, ASU 2016-10, *Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing*; in May 2016, ASU 2016-12, *Revenue from Contracts with Customers: Narrow Scope Improvements and Practical Expedients*; and in December 2016, ASU 2016-20, *Technical Corrections and Improvements to Revenue from Contracts with Customers* . The Company’s is currently finalizing its evaluation of standard product sales arrangements and has identified an adoption impact related to revenue from certain distributor agreements which was deferred until the period in which the distributor sells through the inventory to the end customer. In connection with the adoption of ASU 2014-09, the Company will change the recognition of sales to these distributors whereby revenue will be estimated and recognized in the period in which the Company transfers control of the product to the distributor; the adoption impact is not expected to be material. Other than this impact, the Company has not identified any expected impact on the timing and measurement of revenue for standard product sales arrangements from the adoption of the standard and the Company is currently formalizing its final conclusions. The Company is also formalizing its evaluation of the impact of adoption on non-product sales arrangements, which represent less than five percent of revenue.

**NF ENERGY SAVING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

In February 2016, the FASB issued ASU No. 2016-02, *Leases*. The standard requires that a lessee recognize the assets and liabilities that arise from operating leases. A lessee should recognize in its balance sheet a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. In transition, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The guidance in ASU 2016-02 is effective for annual and interim reporting periods beginning after December 15, 2018. The Company’s initial evaluation of its current leases does not indicate that the adoption of this standard will have a material impact on its consolidated statements of operations.

In March 2016, the FASB issued ASU No. 2016-09, *Improvements to Employee Share-Based Payment Accounting*, which changes the accounting for employee share-based payments, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. Under the new guidance, excess tax benefits associated with share-based payment awards will be recognized in the income statement when the awards vest or settle, rather than in stockholders’ equity. In addition, it will increase the number of shares an employer can withhold to cover income taxes on share-based payment awards and still qualify for the exemption to liability classification. The guidance was effective for the Company in the first quarter of 2017.

In November 2016, the FASB issued ASU No. 2016-18, *Statement of Cash Flows - Restricted Cash*, which requires entities to show the changes in the total of cash, cash equivalents, restricted cash and restricted cash equivalents in the statement of cash flows. The guidance will be effective for the Company in its first quarter of fiscal 2018. Early adoption is permitted, including adoption in an interim period, but any adjustments must be reflected as of the beginning of the fiscal year that includes that interim period. The new standard must be adopted retrospectively.

In January 2017, the FASB issued ASU No. 2017-04, *Intangibles - Goodwill and Other*, which eliminates step two of the quantitative goodwill impairment test. Step two required determination of the implied fair value of a reporting unit, and then a comparison of this implied fair value with the carrying amount of goodwill for the reporting unit, in order to determine any goodwill impairment. Under the new guidance, an entity is only required to complete a one-step quantitative test, by comparing the fair value of a reporting unit with its carrying amount, and any goodwill impairment charge is determined by the amount by which the carrying amount exceeds the reporting unit’s fair value. However, the loss should not exceed the total amount of goodwill allocated to the reporting unit. The standard is effective for the Company in the first quarter of 2020, with early adoption permitted as of January 1, 2017, and is to be applied on a prospective basis.

In March 2017, the FASB issued ASU No. 2017-07, *Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*, which changes how employers that sponsor defined benefit pension or other postretirement benefit plans present the net periodic benefit cost in the statement of operations. The new guidance requires entities to report the service cost component in the same line item or items as other compensation costs. The other components of net benefit cost are required to be presented in the statement of operations separately from the service cost component and outside the subtotal of loss from operations. ASU 2017-07 also provides that only the service cost component is eligible for capitalization. The standard is effective for the Company in the first quarter of 2018, with adoption to be applied on a retrospective basis.

In May 2017, the FASB issued ASU No. 2017-09, *Compensation-Stock Compensation: Scope of Modification Accounting*, which provides clarification on when modification accounting should be used for changes to the terms or conditions of a share-based payment award. This ASU does not change the accounting for modifications but clarifies that modification accounting guidance should only be applied if there is a change to the value, vesting conditions or award classification and would not be required if the changes are considered non-substantive. The amendments of this ASU are effective for the Company in the first quarter of 2018, with early adoption permitted. The adoption of ASU 2017-09 is not expected to have an impact on the Company's consolidated financial statements.

**NF ENERGY SAVING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

In August 2017, the FASB issued ASU No. 2017-12, *Derivatives and Hedging - Targeted Improvements to Accounting for Hedging Activities*, which modifies the presentation and disclosure of hedging results. Further, it provides partial relief on the timing of certain aspects of hedge documentation and eliminates the requirement to recognize hedge ineffectiveness separately in income. The amendments in this ASU are effective for the Company in the first quarter of 2019.

In November 2017, the FASB has issued ASU No. 2017-14, *Income Statement—Reporting Comprehensive Income* (Topic 220), *Revenue Recognition* (Topic 605), and *Revenue from Contracts with Customers* (Topic 606). ASU 2017-14 includes amendments to certain SEC paragraphs within the FASB Accounting Standards Codification (Codification). ASU 2017-14 amends the Codification to incorporate the following previously issued guidance from the SEC. ‘The amendments in ASU No. 2017-14 amends the Codification to incorporate SEC Staff Accounting Bulletin (SAB) No. 116 and SEC Interpretive Release on Vaccines for Federal Government Stockpiles (SEC Release No. 33-10403) that bring existing SEC staff guidance into conformity with the FASB’s adoption of and amendments to ASC Topic 606, Revenue from Contracts with Customers.

In September 2017, the FASB has issued ASU No. 2017-13, *Revenue Recognition* (Topic 605), *Revenue from Contracts with Customers* (Topic 606), *Leases* (Topic 840), and *Leases* (Topic 842): Amendments to SEC Paragraphs Pursuant to the Staff Announcement at the July 20, 2017 EITF Meeting and Rescission of Prior SEC Staff Announcements and Observer Comments.’’ The amendments in ASU No. 2017-13 amends the early adoption date option for certain companies related to the adoption of ASU No. 2014-09 and ASU No. 2016-02. Both of the below entities may still adopt using the public company adoption guidance in the related ASUs, as amended. The effective date is the same as the effective date and transition requirements for the amendments for ASU 2014-09 and ASU 2016-02.

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

**3. ACCOUNTS AND RETENTION RECEIVABLE**

The majority of the Company’s sales are on open credit terms and in accordance with terms specified in the contracts governing the relevant transactions. The Company evaluates the need of an allowance for doubtful accounts based on

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specifically identified amounts that management believes to be uncollectible. If actual collections experience changes, revisions to the allowance may be required. Based upon the aforementioned criteria, the Company has not provided the allowance for the years ended December 31, 2017 and 2016.

	<b>As of December 31,</b>	
	<b>2017</b>	<b>2016</b>
Accounts receivable, cost	\$12,977,954	\$7,357,282
Retention receivable, cost	545,940	629,680
	13,523,894	7,986,962
Less: allowance for doubtful accounts	(760,164 )	(712,288 )
Accounts and retention receivable, net	\$12,763,730	\$7,274,674

Up to March 20, 2018, the Company has subsequently recovered from approximately 11% of accounts and retention receivable as of December 31, 2017.



**NF ENERGY SAVING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

**4. INVENTORIES**

Inventories consisted of the following:

	<b>As of December 31,</b>	
	<b>2017</b>	<b>2016</b>
Raw materials	\$499,213	\$519,500
Work-in-process	555,694	402,425
Finished goods	1,009,324	3,684,639
	\$2,064,231	\$4,606,564

For the years ended December 31, 2017 and 2016, no allowance for obsolete inventories was recorded by the Company.

Finished goods are expected to be delivered to the customer in the next twelve months.

**5. PREPAYMENTS AND OTHER RECEIVABLES**

Prepayments and other receivables consisted of the following:

	<b>As of December 31,</b>	
	<b>2017</b>	<b>2016</b>
Prepayment to vendors for raw materials	\$3,395,923	\$2,725,969
Prepaid operating expenses	186,507	281,881
Advance to employees	63,222	101,219
	\$3,645,652	\$3,109,069

The Company generally makes prepayments to vendors for raw materials in the normal course of business. Prepayments to vendors are recorded when payment is made by the Company and relieved against inventory when goods are received, which include provisions that set the purchase price and delivery date of raw materials.

## 6. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consisted of the following:

	<b>As of December 31,</b>	
	<b>2017</b>	<b>2016</b>
Building	\$20,050,074	\$17,862,863
Plant and machinery	6,172,396	5,832,393
Furniture, fixture and equipment	66,000	66,000
Foreign translation difference	816,833	(822,343 )
	27,105,303	22,938,913
Less: accumulated depreciation	(7,053,055 )	(6,170,120 )
Less: foreign translation difference	(65,132 )	359,442
Property, plant and equipment, net	\$19,987,116	\$17,128,235

Depreciation expense for the years ended December 31, 2017 and 2016 were \$882,935 and \$936,064, of which \$783,192 and \$556,016 were included in cost of revenue, respectively.

**NF ENERGY SAVING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

(Currency expressed in United States Dollars (“US\$”), except for number of shares)

**7.LAND USE RIGHT**

Land use right consisted of the following:

	<b>As of December 31,</b>	
	<b>2017</b>	<b>2016</b>
Land use right, at cost	\$3,044,062	\$3,044,062
Less: accumulated amortization	(520,269 )	(459,192 )
	2,523,793	2,584,870
Add: foreign translation difference	140,261	(29,166 )
Land use right, net	\$2,664,054	\$2,555,704

Amortization expense for the years ended December 31, 2017 and 2016 were \$61,077 and \$62,125, respectively.

The estimated amortization expense on the land use right in the next five years and thereafter is as follows:

Year ending December 31:	
2018	\$63,430
2019	63,430
2020	63,430
2021	63,430
2022	63,430
Thereafter	2,346,904
Total:	\$2,664,054

**8.SHORT-TERM BANK BORROWINGS**

Short-term bank borrowings consist of the following:

	<b>As of December 31,</b>	
	<b>2017</b>	<b>2016</b>
Payable to financial institutions in the PRC:		
Demand bank notes:		
Equivalent to RMB7,000,000, due on March 19, 2018, which is guaranteed by its vendor	\$1,075,867	\$-
Equivalent to RMB40,000,000 with interest rate at 1.28 times of the Bank of China Benchmark Lending Rate, monthly payable, due on March 19, 2018, which is guaranteed by its vendor	6,147,814	5,760,618
Total short-term bank borrowings	\$7,223,681	\$5,760,618

The effective Bank of China Benchmark Lending rate was 4.35% and 4.35% per annum for the years ended December 31, 2017 and 2016.

**NF ENERGY SAVING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

(Currency expressed in United States Dollars (“US\$”), except for number of shares)

**9. AMOUNT DUE TO A RELATED PARTY**

As of December 31, 2017 and 2016, the amount due to a related party represented temporary advances made by the Company’s major stockholder, Pelaris International Ltd, which is controlled by Ms. Li Hua Wang (the Company’s CFO) and Mr. Gang Li (the Company’s CEO), which was unsecured, interest-free with no fixed repayment term. Imputed interest on this amount is considered insignificant.

**10. OTHER PAYABLES AND ACCRUED LIABILITIES**

Other payables and accrued liabilities consisted of the following:

	<b>As of December 31,</b>	
	<b>2017</b>	<b>2016</b>
Customer deposits	\$513,382	\$487,175
Value-added tax payable	627,290	89,471
Accrued operating expenses	506,944	387,981
Other payable	856,940	50,372
	<b>\$2,504,556</b>	<b>\$1,014,999</b>

**11. STOCKHOLDERS’ EQUITY**

In July 2016, the Company issued 100,000 shares of its common stock to an IR Firm for investor relations services to be rendered for a service period of five months, at a market value of \$0.96 per share, or a total value of \$96,000 which was fully amortized during the year end December 31, 2016.

In December 2016, the Company issued 120,000 shares of its common stock to an IR Firm for investor relations services to be rendered for a service period of six months, at a market value of \$0.81 per share, or a total value of \$97,200 which was fully amortized during the year end December 31, 2017.

In December 2016, the Company issued 300,000 shares of its common stock to an IR Firm for investor relations services to be rendered for a service period of twelve months, at a market value of \$0.86 per share, or a total value of \$258,000 which was fully amortized during the year end December 31, 2017.

As of December 31, 2017 and 2016, the Company had deferred compensation of \$0 and \$355,220, respectively, which was charged against of the stockholder's equity.

As of December 31, 2017 and 2016, the Company had a total of 7,073,289 and 7,073,289 shares of its common stock issued and outstanding, respectively.

## 12. INCOME TAXES

For the years ended December 31, 2017 and 2016, the local ("United States of America") and foreign components of loss before income taxes were comprised of the following:

	<b>Years ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
Tax jurisdiction from:		
- Local	\$(560,363 )	\$(202,525 )
- Foreign	(1,015,308 )	(1,614,808 )
Loss before income taxes	\$(1,575,671 )	\$(1,817,333 )

**NF ENERGY SAVING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016****(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

The provision for income taxes consisted of the following:

	<b>Years ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
Current:		
- Local	\$ -	\$ -
- Foreign	2,744	246
Deferred:		
- Local	-	-
- Foreign	-	-
Income tax expense	\$ 2,744	\$ 246

The effective tax rate in the years presented is the result of the mix of income earned in various tax jurisdictions that apply a broad range of income tax rate. The Company operates in various countries: United States of America and the PRC that are subject to taxes in the jurisdictions in which they operate, as follows:

*United States of America*

NFEC is registered in the State of Delaware and is subject to the tax laws of United States of America.

On December 22, 2017, the United States Congress enacted the Tax Cuts and Jobs Act (the “Act”) resulting in significant modifications to existing law. The Company has completed the accounting for the effects of the Act during the quarter ended December 31, 2017. The Company’s financial statements for the year ended December 31, 2017 reflect certain effects of the Act which includes a reduction in the corporate tax rate from 34% to 21% as well as other changes.

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As of December 31, 2017, the operations in the United States of America incurred \$3,922,063 of cumulative net operating losses which can be carried forward to offset future taxable income. The net operating loss carryforwards begin to expire in 2037, if unutilized. The Company has provided for a full valuation allowance against the deferred tax assets of \$823,633 on the expected future tax benefits from the net operating loss carryforwards as the management believes it is more likely than not that these assets will not be realized in the future.

*The PRC*

The Company's subsidiaries operating in the PRC are subject to the Corporate Income Tax Law of the People's Republic of China at a unified income tax rate of 25%. The reconciliation of income tax rate to the effective income tax rate for the years ended December 31, 2017 and 2016 is as follows:

	<b>Years ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
Loss before income taxes from PRC operation	\$(1,015,308 )	\$(1,614,808 )
Statutory income tax rate	25 %	25 %
Income tax expense at statutory rate	(253,827 )	(403,702 )
Tax effect of non-deductible items	256,571	403,948
Income tax expense	\$2,744	\$246



**NF ENERGY SAVING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

(Currency expressed in United States Dollars (“US\$”), except for number of shares)

The following table sets forth the significant components of the aggregate deferred tax assets of the Company as of December 31, 2017 and 2016:

	<b>As of December 31,</b>	
	<b>2017</b>	<b>2016</b>
Deferred tax assets:		
Net operating loss carryforwards		
United States – current rate	\$1,333,501	\$1,123,394
United States – effect of change in statutory rate	(509,868 )	-
Less: valuation allowance	(823,633 )	(1,123,394)
Deferred tax assets	\$-	\$-

Management believes that it is more likely than not that the deferred tax assets will not be fully realizable in the future. Accordingly, the Company provided for a full valuation allowance against its deferred tax assets of \$823,633 as of December 31, 2017. In 2017, the valuation allowance decreased by \$299,761, primarily relating to new tax cuts in the local tax regime.

**13. NET LOSS PER SHARE**

Basic net loss per share is computed using the weighted average number of common shares outstanding during the year. The dilutive effect of potential common shares outstanding is included in diluted net loss per share. The following table sets forth the computation of basic and diluted net loss per share for the years ended December 31, 2017 and 2016:

	<b>Years ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
Net loss attributable to common shareholders	\$(1,578,415 )	\$(1,817,579 )
Weighted average common shares outstanding – Basic and diluted	7,073,289	6,593,016
Net loss per share – Basic and diluted	\$(0.22 )	\$(0.28 )

#### **14. CHINA CONTRIBUTION PLAN**

Under the PRC Law, full-time employees of its subsidiaries of the Company in the PRC are entitled to staff welfare benefits including medical care, welfare subsidies, unemployment insurance and pension benefits through a China government-mandated multi-employer defined contribution plan. These benefits are required to accrue for, based on certain percentages of the employees' salaries. The total contributions made for such employee benefits were \$167,640 and \$173,699 for the years ended December 31, 2017 and 2016, respectively.

#### **15. STATUTORY RESERVES**

Under the PRC Law the Company's subsidiaries are required to make appropriations to the statutory reserve based on after-tax net earnings and determined in accordance with generally accepted accounting principles of the People's Republic of China (the "PRC GAAP"). Appropriation to the statutory reserve should be at least 10% of the after-tax net income until the reserve is equal to 50% of the registered capital. The statutory reserve is established for the purpose of providing employee facilities and other collective benefits to the employees and is non-distributable other than in liquidation.

F-21

**NF ENERGY SAVING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

**16. CONCENTRATIONS OF RISK**

The Company is exposed to the following concentrations of risk:

(a) Major customers

For the year ended December 31, 2017, one customer represented more than 10% of the Company’s revenues. This customer accounted for 48% of the Company’s revenues amounting to \$3,807,773 with \$8,523,860 of accounts receivable.

For the year ended December 31, 2016 one customer represented more than 10% of the Company’s revenues. This customer accounted for 98% of the Company’s revenues amounting to \$6,050,695 with \$6,856,520 of accounts receivable.

All major customers are located in the PRC.

(b) Major vendors

For the year ended December 31, 2017, no vendor was accounted for 10% or more of the Company’s purchases.

For the year ended December 31, 2016, the vendors who accounted for 10% or more of the Company’s purchases and its outstanding accounts payable balances as at year-end dates, are presented as follows:

**Year ended December 31, 2016**

**December 31, 2016**

<b>Vendor</b>	<b>Purchases</b>	<b>Percentage of purchases</b>	<b>Accounts payable</b>
Vendor A	\$ 188,777	18	% \$ -
Vendor C	216,060	21	% -
Vendor D	234,019	22	% 228,767
Total:	\$ 638,856	61	% 228,767

All vendors are located in the PRC.

(c) Credit risk

Financial instruments that are potentially subject to credit risk consist principally of trade receivables. The Company believes the concentration of credit risk in its trade receivables is substantially mitigated by its ongoing credit evaluation process and relatively short collection terms. The Company does not generally require collateral from customers. The Company evaluates the need for an allowance for doubtful accounts based upon factors surrounding the credit risk of specific customers, historical trends and other information.

(d) Interest rate risk

As the Company has no significant interest-bearing assets, the Company's income and operating cash flows are substantially independent of changes in market interest rates.

The Company's interest-rate risk arises from short-term bank borrowings. The Company manages interest rate risk by varying the issuance and maturity dates variable rate debt, limiting the amount of variable rate debt, and continually monitoring the effects of market changes in interest rates. As of December 31, 2017, short-term bank borrowings were at fixed rates.

**NF ENERGY SAVING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

(e) Exchange rate risk

The reporting currency of the Company is US\$, to date the majority of the revenues and costs are denominated in RMB and a significant portion of the assets and liabilities are denominated in RMB. As a result, the Company is exposed to foreign exchange risk as its revenues and results of operations may be affected by fluctuations in the exchange rate between US\$ and RMB. If RMB depreciates against US\$, the value of RMB revenues and assets as expressed in US\$ financial statements will decline. The Company does not hold any derivative or other financial instruments that expose to substantial market risk.

(f) Economic and political risks

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

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

**17. COMMITMENTS AND CONTINGENCIES**

As of December 31, 2017 and 2016, there were no commitments and contingencies involved.

**18. SUBSEQUENT EVENTS**

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In accordance with ASC Topic 855, “*Subsequent Events*”, which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued, the Company has evaluated all events or transactions that occurred after December 31, 2017, up through the date was the Company issued the audited consolidated financial statements. During the period, the Company did not have any material recognizable subsequent events.

On March 12, 2018, the Company issued 500,000 shares of its Common Stock, at the price of \$1.00 per share for aggregate consideration of \$500,000, to an independent third party.

F-23

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

**(a) *Evaluation of Disclosure Controls and Procedures*** .

Our chief executive officer and chief financial officer evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2017. The term “disclosure controls and procedures,” as defined in Rule 13a-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, to allow timely decisions regarding required disclosure. Based on the evaluation of our disclosure controls and procedures as of December 31, 2017, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were not effective, based on the material weaknesses defined below.

**(b) *Management’s Annual Report on Internal Control Over Financial Reporting***

**Management’s Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) under the Exchange Act as a process designed by, or under the supervision of, the company’s principal executive officer and principal financial officer and effected by the Company’s Board of Directors, management and other personnel, 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 and includes those policies and procedures that:

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Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with management authorization; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2017. In making this assessment, the Company's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework.

Based on this assessment, our management concluded that, as of December 31, 2017, our internal control over financial reporting is not effective.

In connection with the assessment described above, management identified the following control deficiencies that represent material weaknesses at December 31, 2017:

Due to the Company's limited resources, the Company does not have accounting personnel with extensive experience in maintaining books and records and preparing financial statements in accordance with US GAAP which could lead to untimely identification and resolution of accounting matters inherent in the Company's financial transactions in accordance with US GAAP.

#### **MANAGEMENT'S REMEDIATION PLAN**

While management believes that the Company's financial statements previously filed in the Company's SEC reports have been properly recorded and disclosed in accordance with US GAAP, based on the control deficiencies identified above, we have designed and plan to implement, or in some cases have already implemented, the specific remediation initiatives described below:

The Company is currently looking for an outside consultant with considerable public company reporting experience and breadth of knowledge of US GAAP to provide more training in connection with the preparation and review of its financial statements to the employees.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to the exemption provided to issuers that are neither "large accelerated filers" nor "accelerated filers" under the Dodd-Frank Wall Street Reform and Consumer Protection Act.

#### **(c) *Changes in Internal Controls***

No change in our internal control over financial reporting occurred during the last fiscal quarter ended December 31, 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None.

36

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

*Directors and Executive Officers*

The persons listed below are the current officers and directors of the Company as of the filing date of this report. Our directors are elected at the annual meeting of shareholders, or may be appointed by the Board to fill an existing vacancy, and hold office for one year and until their successors are elected and qualified. Our officers are appointed by the Board of Directors and serve at the pleasure of the Board. We have not entered into any employment agreements with our executive officers.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Gang, Li	65	Chairman and Chief Executive Officer and President
Lihua, Wang	58	Director, CFO
Mia Kuang, Ching	52	Independent Director, Chair of Audit Committee
Jason, Wang	65	Independent Director, Chair of Nomination Committee
Zhuting Liu	73	Independent Director, Chair of Compensation Committee

**Gang Li — President and Chief Executive Officer**

Mr. Gang Li became the Chairman and Chief Executive Officer and President of the Company in November 2006. Mr. Li was born in 1953. He graduated from Tianjin University with a bachelor degree in science and a master degree in law.

Mr. Li was the director of Technology Innovation Department under the Liaoning Province Planning and Economy Commission as well as the Director of the Economic Operation Department under Liaoning Province Economic and Trade Commission. From April 1984 to July 1998, he participated in and helped to prepare the Eighth and the Ninth Five-Year Plan regarding the technological improvement in eight industries including energy, transportation, and other various metallurgical industries. Mr. Li has also helped to organize and implement several projects in connection with technological improvements spanning across over 500 key products, 100 major projects, 100 enterprises and 8 industries, including the famous “115 engineering project”. Due to Mr. Li’s leadership on the “115 engineering project” and as a result of the above-mentioned technological improvements, he was awarded the Enterprise Technology Advancement Award by China’s National Technology Improvement Commission.

Mr. Li is also an accomplished author and with several published papers and books discussing various industry topics. His book “An Introduction to Technological Improvement” was published by the prestigious Xinhua Publishing House. In addition, the Liaoning Provincial Government awarded his paper titled “Macro-indicator Review Systems in Enterprise Technology Improvement” with the National Major Outcome prize and a second-place award in the category of Technological Advancement.

Between 1998 and 2006, Mr. Li was the General Manager of Liaoning project company, one of the three pilot and demonstration companies of the GEF/WB/NDRC China Energy Conservation Promotion Project. Mr. Li led the team working on “Energy Management Contract” model of energy saving projects, completed 256 energy saving projects for 216 customers. The accumulated total investment for the projects was 0.452 billion RMB, with an accumulated savings of 1.67 million tons of standard coal, which resulted in a reduction of CO2 emissions by 1.52 million tons. These achievements have been highly awarded by the World Bank and National Development and Reform Commission (NDRC). In 2006, after the promotion projects were completed, Mr. Li established Liaoning Nengfa Weiye Energy Technology Corporation Ltd. Mr. Li also serves as the Deputy Director of the Liaoning Provincial Resource Saving and Comprehensive Application Association. He also holds the offices of Deputy Director for the China Energy Conservation Association and Deputy Director for the Energy Conservation Committee under the China Energy Research Association. We believe Mr. Li’s qualifications to serve on our Board of Directors include his relationships with various government officials at local and provincial levels, and his experience in consolidating resources and ability to obtaining capital financing.

#### **Lihua Wang —Chief Financial Officer**

Ms. Lihua Wang was born in 1960. Ms. Wang has been a Director and the Chief Financial Officer of the Company since November 2006. She is also the general manager of the 100% owned subsidiary Liaoning Nengfa Weiye Energy Technology Company Ltd. in China. She graduated with a master degree in accounting from the Graduate School of the Ministry of Finance in the People’s Republic of China.

Since May 1996, Ms. Wang has been involved in the building of Liaoning Energy Management Contract (EMC) Project Company, which is one of the three pilot and demonstration companies of the GEF/WB/NDRC China Energy Conservation Promotion Project. Ms. Wang is the chief financial officer of Liaoning EMC. In August 2003, the World Bank recommended her as the premier expert to the Chinese EMC Association. We believe Ms. Wang’s qualifications to serve on our Board of Directors include her knowledge of PRC tax policies, her ability to manage corporate risk, and her experience in project assessments.

#### **Mia Kuang Ching — Independent Director, Chairman of Audit Committee**

Mr. Mia Kuang Ching is currently a private consultant on merger and acquisition projects. Up until December 2, 2011 he was the managing partner of SBA Stone Forest Corporate Advisory (Shanghai) Co., Ltd. From 1992 to 1994 he was Regional Accountant (South Europe) of Singapore Airlines. From 1994 to 1997, he was the Group Financial Controller of Fullmark Pte. Ltd., and responsible for operating in China, Hong Kong, Malaysia and Vietnam. He was in-charge of strategic investment, group financing and mergers and acquisitions. From 1997 to 2000, he was the Chief Accountant of Dalian Container Terminal, a joint venture formed by PSA Corporation of Singapore and the Port of Dalian Authority.

Mr. Ching became an Independent Director of the Company in August 2009 and is Chairman of the Audit Committee. We believe Mr. Ching's qualifications to serve on our Board of Directors include his years of business experience and his familiarity with financial accounting matters.

**Jianxin Wang — Independent Director, Chairman of Nomination Committee**

Mr. Jianxin Wang, Independent Director of NFEC, is a senior corporate executive with over 15 years of experience in promoting industrial energy efficiency, and strong leadership skills in corporate strategy development, business management and equity investment, as well as in depth knowledge on Chinese government policies and regulations on clean technology, renewable energy and energy efficiency. Mr. Wang has been the Vice President of International Fund for China's Environment, a Washington DC based NGO since December 2013. Between September 2011 and December 2013, Mr. Wang was the General Manager of Gaoping Ronggao PV Solar Development Co. Ltd, a privately owned Chinese wafer and PV cell company. From January 2008 until December 2010, Mr. Wang was the Managing Director of China Carbon Corporation (CCC), an international company engaged in carbon trading, and the Managing Director of Cosmos International Corp. a Canadian investment consulting firm in Beijing. Previously, Mr. Wang served as the President of Sparkles International Development Corp. a Virginia based energy efficiency consulting and trading firm from 1993 to December 2007, and a senior consultant for Chicago Climate Exchange in 2006 and a research assistant at the World Bank in 1991. Mr. Wang is the Deputy Director of the Enterprise Energy Saving Committee and the Deputy Secretary General of the Energy Efficiency Investment and Assessment Committee of China Energy Research Society and he is an energy expert for the State Development Bank of China.

Mr. Wang became an Independent Director of the Company in August 2009 and is Chairman of the Nominating Committee. We believe Mr. Wang's qualifications to serve on our Board of Directors include his experience in the areas of climate change and carbon trade and energy efficiency.

**Zhuting Liu- Independent Director-Chairman of Compensation Committee**

Mr. Zhuting Liu, became an Independent Director of the Company on August 19, 2014. Mr. Liu is currently retired. Prior to his retirement, Mr. Liu was the former director of the Coal Association, the standing director of the Energy Research Institute of Liaoning Province, the executive director of the Association of Mineral Resources in Liaoning Province and a director of the Energy Department of Liaoning Province Planning and Economy Commission. From 1981-1991, he was one of the vice directors of Liaoning Province Planning and Economy Commission. He was also an editor of an energy-saving magazine and presided over drafting regulations on the energy saving in Liaoning Province. We believe Mr. Liu's qualifications to serve on our Board of Directors include his contributions in the development of energy saving industry in Liaoning Province as well as his influence in the field of energy industry.

***Family Relationships***

None.

*Audit Committee*

The current members of our audit committee are Mia Kuang Ching (Chairman), Jason Wang and Zhuting Liu, each of whom we believe satisfies the independence requirements of the Securities and Exchange Commission. We believe Mr. Ching is qualified as an audit committee financial expert under the regulations of the SEC by reason of his work experience. Our audit committee assists our Board of Directors in its oversight of:

•The integrity of our financial statements;

•Our independent registered public accounting firm's qualifications and independence; and

•The performance of our independent auditors.



***Code of Ethics***

The Company has adopted a code of ethics (the "Code of Ethics") that applies to the Company's principal chief executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A copy of the Code of Ethics is attached as Exhibit 14.1 hereto. The Code of Ethics is designed with the intent to deter wrongdoing, and to promote the following:

Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

Full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the SEC and in other public communication made by the Company;

Compliance with applicable governmental laws, rules and regulations;

The prompt internal reporting of violations of the code to an appropriate person or persons identified in the code; and

Accountability for adherence to the Code.

***Section 16(a) Beneficial Ownership Reporting Compliance***

Under Section 16(a) of the Exchange Act, all executive officers, directors, and each person who is the beneficial owner of more than 10% of the common stock of a company that files reports pursuant to Section 12 of the Exchange Act, are required to report the ownership of such common stock, options, and stock appreciation rights (other than certain cash-only rights) and any changes in that ownership with the SEC. Specific due dates for these reports have been established, and the Company is required to report, in this Form 10-K, any failure to comply therewith during the fiscal year ended December 31, 2017. The Company believes that all of these filing requirements were satisfied by its executive officers, directors and by the beneficial owners of more than 10% of the Company's common stock. In making this statement, the Company has relied solely on copies of any reporting forms received by it, and upon any written representations received from reporting persons that no Form 5 (Annual Statement of Changes in Beneficial Ownership) was required to be filed under applicable rules of the SEC.

**ITEM 11. EXECUTIVE COMPENSATION**

*Compensation of Executive Officers*

We did not provide any compensation to our executive officers for the years ended December 31, 2017 or 2016.

*Compensation of Directors*

As at December 31, 2017, we had three non-employee directors, to whom we provided a total amount of \$52,000 in compensation, as set forth in the table below. As employees of the Company and/or its subsidiaries, Gang Li and Lihua Wang received no additional compensation for their services as directors.

**NON-EMPLOYEE DIRECTOR COMPENSATION TABLE FOR YEAR ENDED DECEMBER 31, 2017**

Name	Fees Earned or Paid in Cash (\$)	All Other Compensation (\$)	Total (\$)
Mia Kuang Ching	24,000	N/A	24,000
Jianxin (Jason) Wang	24,000	N/A	24,000
Zhuting Liu	4,000	N/A	4,000

***Outstanding equity awards at fiscal year-end***

We have not implemented a stock option plan at this time and since inception, have issued no stock options, SARs or other equity awards. We may decide, at a later date, and reserve the right to, initiate such a plan as deemed necessary by the Board.

***Pension benefits***

We have not entered into any pension benefit agreements with our executive officers or directors. We contribute to the social insurance for our employees each month, which includes pension, medical insurance, unemployment insurance, occupational injuries insurance and housing provision funds in accordance with PRC regulations.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following table sets forth certain information concerning the ownership of NF Energy Saving Corporation's Common Stock as of March 11, 2017, with respect to: (i) each person known to us to be the beneficial owner of more than five percent of NF Energy Saving Corporation's Common Stock, (ii) each director and executive officer; and (iii) all directors and named executive officer of the Company as a group. The notes accompanying the information in the table below are necessary for a complete understanding of the figures provided below. As of March 16, 2018, there were 7,073,289 shares of common stock outstanding. As of March 16, 2018, there were no preferred shares outstanding.



Name and Address of Beneficial Owner(s)	Amount and Nature of Beneficial Owner(s) <sup>(1) (2)</sup>	Percentage of Beneficial Ownership
Pelaria <sup>(3)</sup> P.O. Box 957 Offshore Incorporations Centre Road Town, Tortola	2,540,119	35.91 %
Cloverbay P.O. Box 957 Offshore Incorporations Centre Road Town, Tortola	834,142	11.79 %
Gang, Li <sup>(4)</sup> Chairman, CEO and President	2,699,409	38.16 %
Lihua Wang <sup>(5)</sup> Director and CFO	674,852	9.54 %
Mia Kuang Ching Independent Director Chair of Audit Committee	0	0 %
Jianxin (Jason) Wang Independent Director Chair of Nomination Committee	0	0 %
Zhuting LIU Independent Director Chair of Compensation Committee	0	0 %
All officers and directors as a group (five persons)	3,374,261	47.7 %

(1) Pursuant to Rule 13-d-3 under the Securities Exchange Act of 1934, as amended, beneficial ownership of a security consists of sole or shared voting power (including the power to vote or direct the voting) and/or sole or shared investment power (including the power to dispose or direct the disposition) with respect to a security whether through a contract, arrangement, understanding, relationship or otherwise. Unless otherwise indicated, each person indicated above has sole power to vote, or dispose or direct the disposition of all shares beneficially owned. We are unaware of any shareholders whose voting rights would be affected by community property laws. Unless as otherwise set forth in the table, the address of each beneficial owner is 3106, Tower C, 390 Qingnian Avenue, Heping District, Shenyang City, Liaoning Province, P. R. China 110015.

(2) This table is based upon information obtained from our stock records. Unless otherwise indicated in the footnotes to the above tables and subject to community property laws where applicable, we believe that each shareholder named in the above table has sole or shared voting and investment power with respect to the shares indicated as beneficially owned.

(3) Pelaria International Ltd. (“Pelaria”) is the record owner of the stated number of shares. Pelaria is a wholly-owned subsidiary of Liaoning Nengfa Weiye New Energy Application Co., Ltd. (“Weiye Energy”). Weiye Energy is 80% owned by Gang Li and 20% owned by Lihua Wang. Mr. Li and Ms. Wang are two of the three directors of Weiye Energy, and therefore, effectively share the voting and dispositive authority over the shares.

(4) Represents the 80% beneficial ownership of the shares of Weiye Energy, described in footnote 3 above.

(5) Represents the 20% beneficial ownership of the shares of Weiye Energy, described in footnote 3 above.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

#### *Transactions with related persons, promoters and certain control persons*

As of December 31, 2017 and 2016, the amount due to a related party represented temporary advances made by the Company's major stockholder, Pelaris International Ltd, which is controlled by Ms. Li Hua Wang (the Company's CFO) and Mr. Gang Li (the Company's CEO), which was unsecured, interest-free with no fixed repayment term. Imputed interest on this amount is considered insignificant.

#### *Director Independence*

We undertook a review of the independence of our directors and, using the definitions and independence standards for directors provided in the rules of The NASDAQ Stock Market, considered whether any director has a material relationship with us that could interfere with his or her ability to exercise independent judgment in carrying out their responsibilities. As a result of this review, we determined that Mia Kuang Ching, Jianxin (Jason) Wang and Zhuting Liu were "independent directors" as defined under the rules of The NASDAQ Stock Market.

### ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

#### **Fees Billed For Audit and Non-Audit Services**

The following table represents the aggregate fees billed for professional audit services rendered by our independent auditor, HKCMCPA Company Limited ("HKCMCPA") for their audit of our annual financial statements during the years ended December 31, 2017 and 2016. Audit fees and other fees of auditors are listed as follows:

Year Ended December 31	2017	2016
Audit Fees	\$74,500	\$74,500
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
Total Accounting Fees and Services	\$74,500	\$74,500

*Audit Fees.* These are fees for professional services for the audit of the Company's annual financial statements, and for the review of the financial statements included in the Company's filings on Form 10-Q, and for services that are normally provided in connection with statutory and regulatory filings or engagements. The amounts \$74,500 shown for HKCMCPA in 2017 related to (i) the audit of the Company's annual financial statements for the fiscal year ended December 31, 2017, and (ii) the review of the financial statements included in the Company's filings on Form 10-Q for the first, second and third quarters of 2017. The amounts \$74,500 shown for HKCMCPA in 2016 related to (i) the audit of the Company's annual financial statements for the fiscal year ended December 31, 2016, and (ii) the review of the financial statements included in the Company's filings on Form 10-Q for the first, second and third quarters of 2016.



**Audit-Related Fees.** These are fees for the assurance and related services reasonably related to the performance of the audit or the review of the Company's financial statements. There were no audit-related fees billed during the years ended December 31, 2017 or 2016.

**Tax Fees.** These are fees for professional services with respect to tax compliance, tax advice, and tax planning. There were no tax fees billed during the years ended December 31, 2017 or 2016.

**All Other Fees.** These are fees for permissible work that does not fall within any of the other fee categories, i.e. Audit Fees, Audit-Related Fees, Tax Fees and allowable working costs. There were no other fees billed during the years ended December 31, 2017 or 2016.

#### **Pre-Approval Policy and Procedures for Audit and Non-Audit Services**

The audit committee has the sole and direct responsibility for appointing, evaluating and retaining our independent registered public accounting firm and overseeing their work. All audit services to be provided to us and all non-audit services, other than de minimis non-audit services, to be provided to us by our independent auditors must be approved in advance by our audit committee.

#### **PART IV**

#### **ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a)(1) Financial Statements.

For a list of the financial information included herein, see "Index to Financial Statements" on page 49.

(a)(2) Financial Statement Schedules.

All schedules are omitted because they are not applicable or the required information is shown in the Financial Statements or Notes thereto.

(a)(3) Exhibits. The list of Exhibits filed as a part of this Form 10-K are set forth on the Exhibit Index immediately preceding such Exhibits and is incorporated herein by this reference.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned.

**NF ENERGY SAVING  
CORPORATION**  
(Registrant)

Date: March 30, 2018 By: /s/ Gang Li  
Gang Li  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1934, this report has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Gang Li Gang Li	President, Chief Executive Officer and Chairman (principal executive officer)	March 30, 2018
/s/ Lihua Wang Lihua Wang	Chief Financial Officer and Director (principal financial officer and principal accounting officer)	March 30, 2018
/s/ Mia Kuang Ching Mia Kuang Ching	Independent Director	March 30, 2018
/s/ Jianxin Wang Jianxin Wang	<i>Independent Director</i>	March 30, 2018
/s/ Zhuting Liu Zhuting Liu	<i>Independent Director</i>	March 30, 2018

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>	<b>Incorporated by Reference to</b>
<u>3.1</u>	<u>Certificate of Incorporation</u>	<u>Exhibits with the corresponding numbers filed with our registration statement on Form 10-SB filed January 17, 2003.(File No. 000-50155).</u>
<u>3.2</u>	<u>Certificate of Amendment</u>	<u>Exhibits submitted with our registration statement on Form 10-SB filed January 17, 2003.(File No. 000-50155)</u>
<u>3.3</u>	<u>Certificate of Amendment to Certificate of Incorporation</u>	<u>Incorporated by reference from the Company's Definitive Information Statement on Schedule 14C, filed July 23, 2009</u>
<u>3.4</u>	<u>Certificate of Amendment to Certificate of Incorporation</u>	<u>Incorporated by reference from the Company's Current Report on Form 8-K, filed on September 16, 2010</u>
<u>3.5</u>	<u>Bylaws</u>	<u>Exhibits submitted with our registration statement on Form 10-SB filed January 17, 2003. (File No. 000-50155)</u>
<u>10.1</u>	<u>Form of Securities Purchase Agreement among NF Energy Saving Corporation of America, South World Ltd. (investor), Oriental United Resources Ltd. (investor), Mr. Gang Li (guarantor), Ms. Lihua Wang (guarantor), Pelaria International Ltd. (guarantor), and Cloverbay International Ltd. (guarantor)</u>	<u>Exhibits submitted with our Current Report on Form 8-K/A filed April 30, 2008. (File No. 000-50155)</u>
<u>10.2</u>	<u>Form of Director Retainer Agreement with Mr. Mia Kuang Ching, including Proprietary Information and Inventions Agreement and Indemnity Agreement</u>	<u>Incorporated by reference from the Company's Current Report on Form 8-K, filed August 12, 2009</u>
<u>10.3</u>	<u>Form of Director Retainer Agreement with Mr. Jianxin Wang, including Proprietary Information and Inventions Agreement and Indemnity Agreement</u>	<u>Incorporated by reference from the Company's Current Report on Form 8-K, filed August 12, 2009</u>

- 10.5 Form of Director Retainer Agreement with Mr. Jiuding Yan, including Proprietary Information and Inventions Agreement and Indemnity Agreement Incorporated by reference from the Company's Current Report on Form 8-K, filed September 14, 2009
- 10.7 Form of Securities Purchase Agreement (including form of Convertible Promissory Note and Form of Warrant Incorporated by reference from the Company's Current Report on Form 8-K, filed on March 3, 2010
- 10.8 Preferred Provider and Services Agreement between LiaoNing Nengfa Weiye Energy Technology Co. LTD. and Nengfa Weiye Tieling Valve Joint-Sock Co. Ltd. Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, filed on November 12, 2010
- 14.1 Code of ethics of NF Energy Saving Corporation
- 21.1 Subsidiaries of Registrant
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002
- 101 The following materials from the Company's Annual Report on Form 10-K for the quarter ended December 31, 2017 formatted in Extensible Business Reporting Language (XBRL): (i) the Balance Sheets, (ii) the Statements of Operations, (iii) the Statements of Stockholders' Equity (iv) the Statements of Cash Flows, and (v) the Notes to Financial Statements