

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2014

or

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

For the transition period from _____ to _____

Commission File Number: 001-35192

PINGTAN MARINE ENTERPRISE LTD.

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of
incorporation or organization)

N/A

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

**18/F, Zhongshan Building A,
No. 154 Hudong Road
Fuzhou, P.R.C. 350001**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **86-591-8727-1266**

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

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

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

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

Large Accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

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

As of May 7, 2014, the outstanding number of shares of the registrant's common stock, par value \$0.001 per share, was 79,055,053.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this report, and the information incorporated by reference herein, which reflect our current views with respect to future events and financial performance, and any other statements of a future or forward-looking nature, constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements give current expectations or forecasts of future events. Our forward-looking statements include, but are not limited to, statements regarding our expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intends,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements contained or incorporated by reference in this report are based on our current expectations and beliefs concerning future developments and their potential effects on us and speak only as of the date of such statement. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described under the heading “Risk Factors.” Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

References in this report to “we,” “us” or “our company” refer to Pingtan Marine Enterprise Ltd.

PINGTAN MARINE ENTERPRISE LTD.

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PART I — FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

**PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(IN U.S. DOLLARS)**

	<u>March 31, 2014</u> (Unaudited)	<u>December 31, 2013</u> (A)
Assets		
Current assets		
Cash	\$ 26,039,273	\$ 8,156,599
Accounts receivable	16,601,060	9,133,130
Inventories	11,790,469	9,095,736
Prepaid expenses and deposits	719,383	2,380,874
Other receivables	1,874	11,665
Total current assets	<u>55,152,059</u>	<u>28,778,004</u>
Other assets		
Other receivables	1,181,681	1,213,440
Long-term investment	3,378,161	3,468,953
Prepaid fixed asset deposits	-	1,928,700
Prepaid operating license rights	213,220,339	215,381,356
Property, plant and equipment, net	104,451,702	107,178,269
Total other assets	<u>322,231,883</u>	<u>329,170,718</u>
Total assets	<u>\$ 377,383,942</u>	<u>\$ 357,948,722</u>
Liabilities and equity		
Current liabilities		
Accounts payable - third parties	\$ 2,489,257	\$ 2,184,964
- related parties	9,051,769	13,807,605
Receipt in advance	-	297,034
Short-term loans	10,808,850	9,085,353
Long-term loans - current portion	24,535,905	20,252,077
Accrued liabilities and other payables	3,542,520	3,851,047
Advance from a director	650,000	-
Deferred income	1,688,115	1,733,485
Total current liabilities	<u>52,766,416</u>	<u>51,211,565</u>
Other liabilities		
Long-term loans, net of current portion	51,959,333	54,499,727
Total other liabilities	<u>51,959,333</u>	<u>54,499,727</u>
Total liabilities	<u>104,725,749</u>	<u>105,711,292</u>

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (.../CONT'D)
(IN U.S. DOLLARS)

	<u>March 31, 2014</u>	<u>December 31, 2013</u>
	(Unaudited)	(A)
Shareholders' equity		
Ordinary shares, 225,000,000 shares authorized with \$0.001 per share; 79,055,053 shares issued and outstanding as of March 31, 2014 and December 31, 2013	79,055	79,055
Statutory reserves	22,410,773	22,410,773
Retained earnings	221,022,364	199,341,512
Accumulated other comprehensive income	<u>29,146,001</u>	<u>30,406,090</u>
Total shareholders' equity	<u>272,658,193</u>	<u>252,237,430</u>
Total liabilities and shareholders' equity	<u>\$ 377,383,942</u>	<u>\$ 357,948,722</u>

(A) Represents the consolidation retrospectively restated as if Pingtan Marine Enterprise Ltd. (formerly known as China Growth Equity Investment Ltd.) completed its merger with China Dredging Group Co., Ltd. and the share purchase of Merchant Supreme Co., Ltd. on January 1, 2013 rather than on February 25, 2013.

See accompanying notes to unaudited consolidated financial statements.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)
(IN U.S. DOLLARS)

	For the Three Months Ended	
	March 31,	
	2014	2013 (A)
Revenue	\$ 65,582,952	\$ 19,669,476
Cost of revenue	(41,541,994)	(14,292,134)
Gross profit	24,040,958	5,377,342
Selling and marketing expenses	(670,951)	(194,688)
General and administrative expenses	(620,915)	(301,342)
Operating income	22,749,092	4,881,312
Other income/(expense)		
Interest income	3,424	1,096
Interest expenses	(1,372,941)	(685,377)
Subsidy income	524,421	35,387
Sundry income	89	2,003
(Loss)/Gain on foreign exchange, net	(223,233)	207,984
Total other expense	(1,068,240)	(438,907)
Income from continuing operations before income taxes	21,680,852	4,442,405
Income tax expense	-	-
Net income from continuing operations	21,680,852	4,442,405
Net income from discontinued operations, net of income tax expense	-	9,340,136
Consolidated net income	\$ 21,680,852	\$ 13,782,541
Basic and diluted earnings per share		
From continuing operations	\$ 0.27	\$ 0.06
From discontinued operations	-	0.11
Net income	\$ 0.27	\$ 0.17
Weighted average number of ordinary shares outstanding		
- Basic and diluted	79,055,053	79,055,053

(A) Represents the consolidation retrospectively restated as if Pingtan Marine Enterprise Ltd. (formerly known as China Growth Equity Investment Ltd.) completed its merger with China Dredging Group Co., Ltd. and the share purchase of Merchant Supreme Co., Ltd. on January 1, 2013 rather than on February 25, 2013.

See accompanying notes to unaudited consolidated financial statements.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
(IN U.S. DOLLARS)

	For the Three Months Ended	
	March 31,	
	2014	2013 (A)
Net income	\$ 21,680,852	\$ 13,782,541
Other comprehensive income		
Foreign currency translation (loss) /gain	(1,260,089)	1,552,499
Total comprehensive income	<u>\$ 20,420,763</u>	<u>\$ 15,335,040</u>

(A) Represents the consolidation retrospectively restated as if Pingtan Marine Enterprise Ltd. (formerly known as China Growth Equity Investment Ltd.) completed its merger with China Dredging Group Co., Ltd. and the share purchase of Merchant Supreme Co., Ltd. on January 1, 2013 rather than on February 25, 2013.

See accompanying notes to unaudited consolidated financial statements.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)
(IN U.S. DOLLARS)

	Ordinary Shares, with Par Value of \$0.001 per share		Statutory reserves	Retained earnings	Accumulated	Total shareholders' equity
	Number of Shares	Amount			other	
					comprehensive income	
Balance as of January 1, 2014	79,055,053	\$ 79,055	\$ 22,410,773	\$ 199,341,512	\$ 30,406,090	\$ 252,237,430
Net income	-	-	-	21,680,852	-	21,680,852
Foreign currency translation loss	-	-	-	-	(1,260,089)	(1,260,089)
Balance as of March 31, 2014	79,055,053	\$ 79,055	\$ 22,410,773	\$ 221,022,364	\$ 29,146,001	\$ 272,658,193

See accompanying notes to unaudited consolidated financial statements.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(IN U.S. DOLLARS)

	For the Three Months Ended	
	March 31,	
	2014	2013 (A)
Cash flows from operating activities		
Net income	\$ 21,680,852	\$ 13,782,541
Discontinued operations, net of tax	-	(9,340,136)
Income from continuing operations	21,680,852	4,442,405
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation of property, plant and equipment	1,004,698	760,401
Amortization of operating license rights	2,161,017	-
Changes in operating assets and liabilities		
Accounts receivable	(7,802,740)	9,300,852
Inventories	(2,969,237)	(527,208)
Prepaid expenses and deposits	1,619,089	392,674
Other receivables	9,603	(7,587,081)
Accounts payable - third parties	365,972	2,250,318
- related parties	(4,449,061)	5,280,689
Receipt in advance - third parties	(292,855)	417,066
- related parties	-	(7,964,540)
Accrued liabilities and other payables	(999,575)	641,562
Net cash provided by operating activities from continuing operations	10,327,763	7,407,138
Cash flows from investing activities		
Proceeds from deferred income	-	9,401,148
Purchase of property, plant and equipment	(299,428)	(12,868,150)
Refunds from fixed assets deposits	1,901,560	-
Advance to related parties	-	(9,125,403)
Net cash provided by/(used in) investing activities from continuing operations	1,602,132	(12,592,405)
Cash flows from financing activities		
Proceeds from short-term loans	8,707,682	9,727,422
Repayment of short-term loans	(6,722,024)	(23,259,126)
Proceeds from long-term loans	3,745,867	-
Advance from a director	650,000	-
Advance from related parties	-	17,609,551
Net cash provided by financing activities from continuing operations	6,381,525	4,077,847

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) (.../CONT'D)
(IN U.S. DOLLARS)

	For the Three Months Ended	
	March 31,	
	2014	2013 (A)
Cash flow from discontinued operations		
Net cash provided by operating activities from discontinued operations	-	24,068,420
Net cash provided by investing activities from discontinued operations	-	2,405,595
Net cash provided by financing activities from discontinued operations	-	5,017,690
Net cash provided by discontinued operations	-	31,491,705
Net increase in cash	18,311,420	30,384,285
Effect of exchange rate	(428,746)	235,221
Cash at the beginning of period ⁽¹⁾	8,156,599	175,488,715
Cash at the end of period ⁽²⁾	\$ 26,039,273	\$ 206,108,221
Supplemental disclosure of cash flow information:		
Cash paid:		
Interest paid	\$ 1,641,419	\$ 685,377
Supplemental disclosure of non-cash transaction eliminated in above:		
Payable for purchase of ship equipment	\$ 784,825	\$ -
Proceeds from deferred income	\$ -	\$ 7,550,451
Deposit on setting up Joint Venture netted of accounts payable - related party	\$ -	\$ 6,090,302

(1) Includes cash and cash equivalents of discontinued operations of \$nil and \$168,627,930 at the beginning of the year in 2014 and 2013, respectively.

(2) Includes cash and cash equivalents of discontinued operations of \$nil and \$200,247,921 as of March 31, 2014 and 2013, respectively.

(A) Represents the consolidation retrospectively restated as if Pingtan Marine Enterprise Ltd. (formerly known as China Growth Equity Investment Limited) completed its merger with China Dredging Group Co., Ltd. and the share purchase of Merchant Supreme Co., Ltd. on January 1, 2013 rather than on February 25, 2013.

See accompanying notes to unaudited consolidated financial statements.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(IN U.S. DOLLARS)

1. DESCRIPTION OF BUSINESS AND ORGANIZATION

China Equity Growth Investment Ltd. ("CGEI") incorporated in the Cayman Islands as an exempted limited liability company, was incorporated as a blank check company on January 18, 2010 with the purpose of directly or indirectly acquiring, through a merger, share exchange, asset acquisition, plan of arrangement, recapitalization, reorganization or similar business combination, an operating business, or control of such operating business through contractual arrangements, that has its principal business and/or material operations located in the PRC. In connection with its initial business combination, CGEI changed its name to Pingtan Marine Enterprise Ltd. ("the Company" or "PME") in February 2013.

CGEI and China Dredging Group Co., Ltd. ("CDGC") entered into the Merger Agreement dated October 24, 2012, providing for the combination of CGEI and CDGC. Pursuant to the Merger Agreement, CDGC continued as the surviving company and a wholly-owned subsidiary of CGEI. CGEI also acquired all of the outstanding capital shares and other equity interests of Merchant Supreme Co., Ltd ("Merchant Supreme") as per Share Purchase Agreement dated October 24, 2012. Following the completion of the business combination held on February 25, 2013, CDGC and Merchant Supreme became the wholly-owned subsidiaries of the Company.

On December 4, 2013, the Company completed the sale of CDGC and its subsidiaries. 25-year operating license rights to the 20 new fishing vessels were assigned from Fuzhou Honglong Ocean Fishery Co., Ltd. ("Hong Long") to the Company as part of the sale consideration on the disposal of CDGC and its subsidiaries. The license operating rights fair market value was estimated at \$216.1 million. The value of license rights are recorded in the prepaid operating license rights.

Merchant Supreme is limited liability company incorporated on June 25, 2012, in British Virgin Island ("BVI"). Merchant Supreme, through its PRC Variable Interest Entity ("VIE"), Fujian Provincial Pingtan County Ocean Fishing Group Co., Ltd. ("Pingtan Fishing") engages in ocean fishery with its owned and licensed vessels within Indian EEZ and Arafura Sea of Indonesia. Pingtan Fishing is ranked highly as one of the leading private (not state-owned) supplier and trader of oceanic aquatic products in PRC.

Details of the Company's subsidiaries and VIEs which are included in these consolidated financial statements as of March 31, 2014 are as follows:

<u>Name of subsidiaries</u>	<u>Place and date of incorporation</u>	<u>Percentage of ownership</u>	<u>Principal activities</u>
Merchant Supreme Co., Ltd. ("Merchant Supreme")	BVI, June 25, 2012	100% held by PME	Intermediate holding company
Prime Cheer Corporation Ltd. ("Prime Cheer")	Hong Kong, May 3, 2012	100% held by Merchant Supreme	Intermediate holding company
Pingtang Guansheng Ocean Fishing Co., Ltd. ("Pingtan Guansheng")	PRC, October 12, 2012	100% held by Prime Cheer	Intermediate holding company

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(IN U.S. DOLLARS)

1. DESCRIPTION OF BUSINESS AND ORGANIZATION (.../Cont'd)

The following wholly owned or majority owned VIE's are consolidated into financial statements.

Name of VIEs

Fujian Provincial Pingtan County Fishing Group Co., Ltd. ("Pingtan Fishing")
Pingtan Dingxin Fishing Information Consulting Co., Ltd. ("Pingtan Dingxin")
Pingtan Duoying Fishing Information Consulting Co., Ltd. ("Pingtan Duoying")
Pingtan Ruiying Fishing Information Consulting Co., Ltd. ("Pingtan Ruiying")

2. DISCONTINUED OPERATIONS

In order to place increased focus on fishing business and pursue more effective growth opportunities, the Company decided to exit and sell the specialized dredging services operated by CDGC to its affiliate, Hong Long, and the sale was completed on December 4, 2013 with payment in kind consideration of \$543.8 million. Pursuant to ASC Topic 205-20, Presentation of Financial Statements-Discontinued Operations, the business of CDGC is considered as a discontinued operation because: (a) the operations and cash flows of CDGC were eliminated from the Company's operations; and (b) the Company would not have ability to influence the operation or financial policies of CDGC subsequent to the sale.

The payment consideration for the sale consisted of the following items:

- (a) offset the Company's current \$155.2 million promissory note which matures on June 19, 2015 and bears an interest rate of 4%;
- (b) the transfer to the Company of the 25-year license operating rights for 20 new fishing vessels, with such rights appraised at \$216.1 million at the fair market value; and
- (c) offset of current accounts of \$172.5 million made between the Company and CDGC.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(IN U.S. DOLLARS)

2. DISCONTINUED OPERATIONS (.../Cont'd)

The results of operation of CDGC and its subsidiaries have been presented as discontinued operations for the three months ended March 31, 2013. The following table provides the financial results included in net income from discontinued operations during the period presented:

	January 1 to March 31, 2013
Revenue	<u>\$ 26,739,071</u>
Income from discontinued operations before income tax	<u>\$ 11,543,387</u>
Income tax	<u>\$ (2,203,251)</u>
Net income from discontinued operations	<u>\$ 9,340,136</u>

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(IN U.S. DOLLARS)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of presentation

These interim consolidated financial statements of the Company and its subsidiaries and variable interest entities (each, a “VIE”, and together with the Company and its subsidiaries, the “Group”) are unaudited. In the opinion of management, all adjustments (consisting of normal recurring accruals) and disclosures necessary for a fair presentation of these interim consolidated financial statements have been included. The results reported in the consolidated financial statements for any interim periods are not necessarily indicative of the results that may be reported for the entire year. The accompanying consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission and do not include all information and footnotes necessary for a complete presentation of financial statements in conformity with accounting principles generally accepted in the United States (“U.S. GAAP”).

The unaudited consolidated financial statements include the accounts of the Company, its wholly-owned subsidiaries and VIEs in which the Company is the primary beneficiary. All significant intercompany balances and transactions have been eliminated. The consolidated financial statements of the Company have been prepared as if the existing corporate structure had been in existence throughout the periods presented and as if the reorganization had occurred as of the beginning of the earliest period presented.

Certain information and footnote disclosures normally included in the annual consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. These unaudited financial statements should be read in conjunction with the Company’s audited consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013 filed with the Securities and Exchange Commission on March 10, 2014.

Reclassifications

Certain prior period information has been reclassified to be comparable with the current period presentation. This reclassification has no effect on previously reported net income.

(b) Consolidation of VIE

The Company has no direct or indirect legal or equity ownership interest in Pingtan Fishing. Moreover, another set of VIE agreements have been entered between Pingtan Guansheng and the shareholders of Pingtan Fishing. The shareholders of Pingtan Fishing also have assigned all their rights as shareholders, including voting rights and disposition rights of their equity interest in Pingtan Fishing to Pingtan Guansheng, our direct, wholly-owned subsidiary. Accordingly, by virtue of the VIE Agreements, Pingtan Guansheng is the primary beneficiary of Pingtan Fishing as defined by ASC 810 “Consolidation of Variable Interest Entities”. Therefore, Pingtan Fishing is consolidated as VIE.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(IN U.S. DOLLARS)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (.../Cont'd)

(b) Consolidation of VIE (.../Cont'd)

In accordance with ASC 810-10-15-14, Pingtan Fishing and its subsidiaries; namely Pingtan Dingxin, Pingtan Duoying and Pingtan Ruiying are deemed VIEs for two reasons. First, the equity stockholders of Pingtan Fishing do not significantly enjoy the benefits of income or suffer the consequences of losses. Second, the equity stockholders of Pingtan Fishing do not possess the direct or indirect ability through voting or similar rights to make decisions regarding their activities that have a significant effect on the success of Pingtan Fishing. Therefore, in accordance with ASC 810-10-25-38A, the Company is deemed to be the primary beneficiary of Pingtan Fishing and the financial statements of Pingtan Fishing are consolidated in the Company's consolidated financial statements.

The following tables show the assets and liabilities of the Company's VIEs after eliminating the intercompany balances as of March 31, 2014 and December 31, 2013. The VIEs include Pingtan Fishing Group which comprises of Pingtan Fishing itself and its three subsidiaries; namely Pingtan Dingxin, Pingtan Duoying and Pingtan Ruiying. The creditors of Pingtan Fishing Group do not have recourse against the general creditors of their primary beneficiaries or other Group members.

	<u>March 31, 2014</u>	<u>December 31, 2013</u>
	<u>(Unaudited)</u>	
ASSETS		
Cash	\$ 25,413,874	\$ 7,736,308
Accounts receivable	16,601,060	9,133,130
Other receivables	1,183,524	1,225,073
Inventories	11,790,469	9,095,736
Prepaid expenses and deposits	719,383	2,378,054
Long-term investment	3,378,161	3,468,953
Prepaid fixed asset deposits	-	1,928,700
Property, plant and equipment, net	<u>104,451,702</u>	<u>107,178,269</u>
TOTAL ASSETS	<u>\$ 163,538,173</u>	<u>\$ 142,144,223</u>

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(IN U.S. DOLLARS)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (.../Cont'd)

(b) Consolidation of VIE (.../Cont'd)

	<u>March 31, 2014</u>	<u>December 31, 2013</u>
	<u>(Unaudited)</u>	
LIABILITIES		
Accounts payable - third parties	\$ 2,489,257	\$ 2,184,964
- related parties	9,051,769	13,807,605
Receipt in advance	-	297,034
Short-term loans	10,808,850	9,085,353
Accrued liabilities and other payables	3,433,292	3,631,622
Long-term loans	76,495,238	74,751,804
Deferred income	1,688,115	1,733,485
TOTAL LIABILITIES	<u>\$ 103,966,521</u>	<u>\$ 105,491,867</u>

The following tables show the revenue and cost of revenue, and net income of the Company's VIEs after eliminating the intercompany balances for the three months ended March 31, 2014 and 2013.

	For the Three Months Ended	
	March 31,	
	<u>2014</u>	<u>2013</u>
	<u>(Unaudited)</u>	<u>(Unaudited)</u>
Revenue	<u>\$ 65,582,952</u>	<u>\$ 19,669,476</u>
Cost of revenue	<u>\$ (39,380,977)</u>	<u>\$ (14,292,134)</u>
Net income attributable to the Company	<u>\$ 24,183,457</u>	<u>\$ 4,506,292</u>

(c) Use of estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management of the Company to make a number of estimates and assumptions relating to 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 years. Significant items subject to such estimates and assumptions include the recoverability of the carrying amount and the estimated useful lives of long-lived assets; valuation allowances for receivables, and realizable values for inventories. Accordingly, actual results could differ from those estimates.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (.../Cont'd)

(d) Foreign currency translation

The Company uses United States dollars (“U.S. Dollar” or “US\$” or “\$”) for financial reporting purposes. The subsidiaries within the Company maintain their books and records in their respective functional currency, Chinese Renminbi (“RMB”) and Hong Kong dollars (“HKD”), being the lawful currency in the PRC and Hong Kong, respectively. Assets and liabilities of foreign subsidiaries are translated at the rate of exchange in effect on the balance sheet date; income and expenses are translated at the average rate of exchange prevailing during the period. The related transaction adjustments are reflected in “Accumulated other comprehensive income” in the equity section of the Company’s consolidated balance sheet. A summary of exchange rate is as follows:

	<u>March 31, 2014</u>	<u>December 31, 2013</u>
Balance sheet items, except for equity accounts	RMB6.2164=\$1 HKD7.7567=\$1	RMB6.0537=\$1 HKD7.7539=\$1
	For the Three Months Ended	
	March 31,	
	<u>2014</u>	<u>2013</u>
Items in statements of income and cash flows	RMB6.1401=\$1 HKD7.7606=\$1	RMB6.2169=\$1 HKD7.7578=\$1

(e) Cash

Cash consists of cash on hand and at banks.

(f) Accounts receivable

The Company only grants credit terms to established customers who are deemed to be financially responsible. Credit periods to customers are within 60 days after customers received the purchased goods.

The Company maintains allowances for doubtful accounts for estimated losses. The Company reviews customer credit worthiness, past transaction history, and changes in payment terms when determining the adequacy of these allowances. Accounts are written off against the allowance when it becomes evident collection will not occur.

No allowance for doubtful accounts has been provided for accounts receivable from third party customers for the three months ended March 31, 2014 and 2013, respectively. The company collected a majority of receivable balances from third party customers as of March 31, 2014 and December 31, 2013 within 60 days subsequent to respective balance sheet dates, and historically has not experienced uncollectible accounts from customers granted with credit sales.

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (.../Cont'd)

(g) Revenue recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the price to the customer is fixed or determinable, and collection of the resulting receivable is reasonably assured.

With respects to the sale of frozen fish and other marine catches to third party customers, most of which are sole proprietor regional wholesalers in China, the Company recognizes revenue when customers pick up purchased goods at the Company's cold storage warehouse, after payment is received by the Company or credit sale is approved by the Company for recurring customers who have history of financial responsibility. The Company does not offer promotional payments, customer coupons, rebates or other cash redemption offers to its customers. The Company does not accept returns from customers. Deposits or advance payments from customers prior to delivery of goods are recorded as receipt in advance.

(h) Government grant

Government grants are recognized at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognized as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is credited to the cost of the asset and is released to the income statement over the expected useful life in a consistent manner with the depreciation method for the relevant asset.

(i) Deferred income

Deferred income represents income collected but not earned as of the report date. This is primarily composed of receipts of the government grants to construct new fishing vessels. Upon the completion of the construction of the fishing vessels, the grant is deducted from the cost of the fishing vessels.

(j) Fishing licenses

Each of the Company's fishing vessels requires an approval from Ministry of Agriculture of the People's Republic of China to carry out ocean fishing projects in foreign territories. These approvals are valid for a period from three to twelve months, and are awarded to the Company at no cost. The Company applies for the renewal of the approval prior to expiration to avoid interruptions of fishing vessels' operations.

Each of the Company's fishing vessels operated in Indonesia water requires a fishing license granted by the authority in Indonesia. Indonesia fishing licenses remain effective for a period of twelve months and the Company applies for renewal prior to expiration. The Company records cost of Indonesia fishing licenses in prepaid expenses and amortizes over the effective period of the licenses.

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (.../Cont'd)

(k) Inventories

Inventories are stated at the lower of cost or market. Cost comprises of fuel, depreciation, amortization, direct labor, shipping, consumables, and government levied charges and taxes. Consumables include fishing nets and metal containers used by fishing vessels. The Company's fishing fleets in India and Indonesia waters operate around the year, although the May to July period demonstrates lower catch quantities compared to the October to January peak season. Cost of frozen fish and other marine catches at period-ends is calculated using the weighted average method. There was no inventory valuation reserve provided as at March 31, 2014 and December 31, 2013.

(l) Prepaid operating license rights

Prepaid operating license rights is recorded at the lower of the net present value of the minimum license payments or the fair value of the licenses at the inception of the agreement. No interest element of the finance cost is charged to the comprehensive income over the license period as the license payment is fully satisfied. Amortization expense is computed using the straight-line method over the term of the license.

(m) Property, plant and equipment

Property, plant and equipment are recorded at cost less accumulated depreciation. Expenditures for major additions and betterments are capitalized. Depreciation of property, plant and equipment is computed by the straight-line method over the assets estimated useful lives.

Upon sale or retirement of property, plant and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in operations.

The estimated useful lives of the assets are as follows:

	<u>Estimated lives</u>
Fishing vessel	10-20
Major improvement on fishing vessel	4-20
Motor vehicle	3-5
Ship and office equipments	3-5

Expenditures for repairs and maintenance, which do not extend the useful life of the assets, are expensed as incurred.

(n) Capitalized interest

Interest associated with the construction of a fishing vessel is capitalized and included in the cost of the fishing vessels. When no debt is incurred specifically for the construction of a fishing vessel, interest is capitalized on amounts expended on the construction using weighted-average cost of the Company's outstanding borrowings. Capitalization of interest ceases when the construction is substantially complete or the construction activity is suspended for more than a brief period. The Company capitalized interest of \$297,176 and \$nil for the three months ended March 31, 2014 and 2013, respectively in the fishing vessels under construction.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (.../Cont'd)&

(o) Impairment of long-lived assets

In accordance with FASB ASC Topic 360, "Property, Plant and Equipment", the Company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life. Recoverability is assessed based on the carrying amount of the asset and its fair value which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value. If long-lived assets are to be disposed, depreciation is discontinued, if applicable, and the assets are reclassified as held for sale at the lower of their carrying amounts or fair values less costs to sell.

(p) Income taxes

Under the current laws of the Cayman Islands and British Virgin Islands, the Company and Merchant Supreme are not subject to any income or capital gains tax, and dividend payments that the Company may make are not subject to any withholding tax in the Cayman Islands or British Virgin Islands. Under the current laws of Hong Kong, Prime Cheer is not subject to any capital gains tax and dividend payments and are not subject to any withholding tax in Hong Kong.

The Company is not incorporated nor does it engage in any trade or business in the United States and is not subject to United States federal income taxes. The Company did not derive any significant amount of income subject to such taxes after completion of the Share Exchange and accordingly, no relevant tax provision is made in the consolidated statements of operations.

Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be effective when the differences are expected to reverse.

Deferred tax assets are reduced by a valuation allowance to the extent that management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the consolidated statements of income in the period that includes the enactment date.

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (.../Cont'd)

(p) Income taxes (.../Cont'd)

The Company has not recorded deferred income taxes applicable to undistributed earnings of the subsidiary and VIEs located in the PRC because it is the present intention of management to reinvest the undistributed earnings indefinitely in PRC. Undistributed earnings amounted to approximately \$106.9 million and \$82.7 million as of March 31, 2014 and December 31, 2013, respectively. If the earnings of such foreign subsidiaries were not definitely reinvested, a deferred tax liability of approximately \$5.3 million and \$4.1 million would have been required at March 31, 2014 and December 31, 2013, respectively. Generally, such earnings become subject to the PRC tax upon the remittance of dividends and under certain other circumstances. It is not practicable to estimate the amount of deferred tax liability on such undistributed earnings.

The Company prescribes a more-likely-than-not threshold for financial statement recognition and measurement of a tax position taken in the tax return. This interpretation also provides guidance on de-recognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, accounting for income taxes in interim periods and income tax disclosures. As of March 31, 2014 and December 31, 2013, there were no amounts that had been accrued with respect to uncertain tax positions.

The Company's VIE, Pingtan Fishing, is a qualified ocean fishing enterprise certified by the Ministry of Agriculture of the PRC. The qualification is renewed on April 1 each year. Pingtan Fishing is exempt from income tax derived from its ocean fishing operations in the periods it processes a valid Ocean Fishing Enterprise Qualification Certificate issued by the Ministry of Agriculture of the PRC.

In addition, Pingtan Fishing is not subject to foreign income taxes for its operations in India and Indonesia Exclusive Economic Zones.

(q) Fair value measurements

In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update "ASU 2010-06" "Fair Value Measurements and Disclosures". The new guidance clarifies two existing disclosure requirements and requires two new disclosures as follows: (1) a "gross" presentation of activities (purchases, sales, and settlements) within the Level 3 rollforward reconciliation, which will replace the "net" presentation format; and (2) detailed disclosures about the transfers in and out of Level 1 and 2 measurements. This guidance is effective for the first interim or annual reporting period beginning after December 15, 2009, except for the gross presentation of the Level 3 rollforward information, which is required for annual reporting periods beginning after December 15, 2010, and for interim reporting periods thereafter. The Company adopted the amended fair value disclosures guidance on January 1, 2012.

As of March 31, 2014 and December 31, 2013, none of the Company's financial assets or liabilities were measured at fair value on a recurring basis. As of March 31, 2014 and December 31, 2013, none of the Company's non-financial assets or liabilities was measured at fair value on a nonrecurring basis.

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NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (.../Cont'd)

(q) Fair value measurements (.../Cont'd)

The carrying values of the Company's financial assets and liabilities, including accounts receivable, other receivables, other current assets, short-term loans, accounts payable, and accrued liabilities and other payables, are a reasonable estimate of fair value because of the short period of time between the origination of such instruments and their expected realization and if applicable, their stated interest rate approximates current rates available. It is not practicable to estimate the fair values of advance to and advance from related parties because of the related party nature of such advances.

(r) Commitments and contingencies

In the normal course of business, the Company is subject to contingencies, including legal proceedings and environmental claims arising out of the normal course of businesses that relate to a wide range of matters, including among others, contracts breach liability. The Company records accruals for such contingencies based upon the assessment of the probability of occurrence and, where determinable, an estimate of the liability. Management may consider many factors in making these assessments including past history, scientific evidence and the specifics of each matter.

The Company's management has evaluated all such proceedings and claims that existed as of March 31, 2014 and December 31, 2013. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's financial position, liquidity or results of operations.

(s) 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 operation in the PRC is 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, among other things.

According to the share purchase agreement signed on December 4, 2013, the Company does not own 20 fishing vessels but has the license operating rights to operate these vessels which are owned by Hong Long and the Company is entitled to 100% of net profit (loss) of the vessels. The Company has latitude in establishing price and discretion in supplier selection. There are no economic risks associated with the license operating rights but the Company may need to bear the operation risks and credit risks as aforementioned.

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (.../Cont'd)

(t) Pension and employee benefits

Cost for pension and employee benefits was \$13,204 and \$nil for the three months ended March 31, 2014 and 2013, respectively.

(u) Segment information

ASC 280 "Segment reporting" establishes standards for reporting information on operating segments in interim and annual financial statements. The Company currently has only one segment, all of the Company's operations and customers are in the PRC and all income is derived from ocean fishery.

(v) Earnings per ordinary share

Earnings per ordinary share (basic and diluted) is based on the net income attributable to ordinary shareholders divided by the weighted average number of ordinary shares outstanding during each period. Ordinary share equivalents are not included in the calculation of diluted earnings per ordinary share if their effect would be anti-dilutive. Retroactive treatment as required by FASB ASC paragraph 260-10-55-12 has been applied in computing earnings per share to reflect the business combination held on February 25, 2013.

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

	For the Three Months Ended	
	March 31,	
	2014	2013
	(Unaudited)	(Unaudited)
Net income		
From continuing operations	\$ 21,680,852	\$ 4,442,405
From discontinued operations	-	9,340,136
	<u>\$ 21,680,852</u>	<u>\$ 13,782,541</u>
Weighted average number of ordinary shares outstanding (Basic and diluted)	<u>79,055,053</u>	<u>79,055,053</u>
Earnings per ordinary share (Basic and diluted)		
From continuing operations	\$ 0.27	\$ 0.06
From discontinued operations	-	0.11
Net income	<u>\$ 0.27</u>	<u>\$ 0.17</u>

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (.../Cont'd)

(v) Earnings per ordinary share (.../Cont'd)

For the three months ended March 31, 2014 and 2013, the number of securities convertible into ordinary shares not included in diluted EPS because the effect would have been anti-dilutive consists of the following:

	For the Three Months Ended	
	March 31,	
	2014	2013
	(Unaudited)	(Unaudited)
Warrants to purchase ordinary share	<u>8,966,667</u>	<u>8,966,667</u>

(w) Recently issued accounting standards

There are no new significant accounting standards applicable to the Company that have been issued but not yet adopted by the Company as of March 31, 2014.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
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4. CASH

Cash is classified by geographical areas is set out as follows:

	<u>March 31, 2014</u> <u>(Unaudited)</u>	<u>December 31, 2013</u>
Hong Kong	\$ 467,997	\$ 269,299
The PRC	25,571,276	7,887,300
	<u>\$ 26,039,273</u>	<u>\$ 8,156,599</u>
Maximum exposure to credit risk	<u>\$ 26,039,273</u>	<u>\$ 8,156,599</u>

Cash is denominated in the following currencies:

	<u>March 31, 2014</u> <u>(Unaudited)</u>	<u>December 31, 2013</u>
USD	\$ 585,998	\$ 381,516
RMB	25,421,177	7,752,468
HKD	32,098	22,615
	<u>\$ 26,039,273</u>	<u>\$ 8,156,599</u>

In the PRC and Hong Kong, there are currently no rules or regulations mandating obligatory insurance of bank accounts. Management believes these financial institutions are of high credit quality.

Renminbi is not a freely convertible currency and the remittance of funds out of the PRC is subject to the exchange restrictions imposed by the PRC government.

5. ACCOUNTS RECEIVABLE

	<u>March 31, 2014</u> <u>(Unaudited)</u>	<u>December 31, 2013</u>
Accounts receivable from independent third parties	<u>\$ 16,601,060</u>	<u>\$ 9,133,130</u>

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
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6. INVENTORIES

Inventories as of March 31, 2014 and December 31, 2013 consisted of the following:

	<u>March 31, 2014</u> (Unaudited)	<u>December 31, 2013</u>
Frozen fish and marine catches in warehouse	\$ 11,790,469	\$ 9,095,736

7. PREPAID EXPENSES AND DEPOSITS

As of March 31, 2014 and December 31, 2013, prepaid expenses and deposits comprised following items:

	<u>March 31, 2014</u> (Unaudited)	<u>December 31, 2013</u>
Prepaid fishing licenses	\$ 475,375	\$ 668,589
Prepaid fuel, consumables and equipment	80,545	1,709,383
Deposit of tax exemption application for import of ship equipment	163,117	-
Others	346	2,902
	<u>719,383</u>	<u>\$ 2,380,874</u>

8. OTHER RECEIVABLES – NON-CURRENT PORTION

Other receivables as of March 31, 2014 and December 31, 2013 consisted of the following:

	<u>March 31, 2014</u> (Unaudited)	<u>December 31, 2013</u>
Grants receivable from the PRC Government	\$ 1,181,681	\$ 1,213,440

Other receivables represented grant receivables for construction of new fishing vessels.

9. LONG-TERM INVESTMENT

Long-term investment represents the Company's VIE, Pingtan Fishing's interest in Fujian Pingtan Rural-Commercial Bank Joint-Stock Co., Ltd. ("Pingtan Rural-Commercial Bank"), a private financial institution. Pingtan Fishing completed its registration as a shareholder on October 17, 2012 and paid RMB 21 million, or approximately \$3.4 million to subscribe 5% of the common stock of Pingtan Rural-Commercial Bank. Pingtan Fishing held 15,113,250 shares in the bank as of March 31, 2014 and December 31, 2013. These shares were as collateral for the Company's long term loan amounting to \$2.3 million as of March 31, 2014 and December 31, 2013.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
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9. LONG TERM INVESTMENTS (.../Cont'd)

Pingtan Fishing used the cost method of accounting to record its investment since Pingtan Fishing does not have the ability to exercise significant influence over the operating and financing activities of Pingtan Rural-Commercial Bank. The Company determined that there was no impairment on this investment as of March 31, 2014 and December 31, 2013.

Long-term investment for which there are no quoted market prices, a reasonable estimate of fair value could not be made without incurring excessive costs.

10. PREPAID OPERATING LICENSE RIGHTS

On December 4, 2013, 25-year operating license rights to the 20 new fishing vessels were assigned from Hong Long to the Company. Subsequent to the licensing of the operating rights, the Company is entitled to 100% of the operations and net profits (losses) from the vessels. The Company has latitude in establishing price and discretion in supplier selection. The cost of the operating license rights is included in the consolidated balance sheets under other assets and was \$213,220,339 (\$2,881,356 net of accumulated amortization) and \$215,381,356 (\$720,339 net of accumulated amortization) as of March 31, 2014 and December 31, 2013. Amortization expense in the amount of \$2,161,017 and \$nil is included in the cost of revenue for the three months ended March 31, 2014 and 2013.

The future minimum amounts of the operating license rights will be charged to earnings in future years as of March 31, 2014, are as follows:

For the years ended December 31,

2014	\$ 6,483,051
2015	8,644,068
2016	8,644,068
2017	8,644,068
2018	8,644,068
Thereafter	172,161,016
	<u>\$ 213,220,339</u>

The 25-year exclusive operating rights are fully satisfied and there are no further commitments and obligations.

11. PROPERTY, PLANT AND EQUIPMENT, NET

	<u>March 31, 2014</u> (Unaudited)	<u>December 31, 2013</u>
Fishing vessels	\$ 60,914,466	\$ 62,551,611
Office and other equipment	146,248	147,894
Fishing vessels under construction	<u>49,025,619</u>	<u>49,245,794</u>
	110,086,333	111,945,299
Less: Accumulated depreciation	<u>(5,634,631)</u>	<u>(4,767,030)</u>
	<u>\$ 104,451,702</u>	<u>\$ 107,178,269</u>

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11. PROPERTY, PLANT AND EQUIPMENT, NET (.../Cont'd)

Depreciation expenses were \$1,004,698 and \$760,401 for three months ended March 31, 2014 and 2013, respectively. Depreciation of \$997,498 and \$753,909 was charged to cost of revenue for the three months ended March 31, 2014 and 2013, respectively. Depreciation of \$7,200 and \$6,492 was charged to general and administrative expenses for the three months ended March 31, 2014 and 2013, respectively.

As of March 31, 2014 and December 31, 2013, the Company had 16 fishing vessels which were fully depreciated with estimated useful lives of 10 years. These fishing vessels were contributed by registered equity owners in exchange for Pingtan Fishing's paid-in capital and were recorded at the equity owners' historical cost of \$nil at the time of contribution.

As of March 31, 2014 and December 31, 2013, the Company had 38 fishing vessels with net carrying amount of \$31,788,129 and \$33,117,389 respectively pledge as collateral for its term loans and term loan of a related party. The term loans of the related party were in the amount of approximately \$20.2 million and \$20.7 million as of March 31, 2014 and December 31, 2013, respectively (Note 13 (c)).

As of March 31, 2014 and December 31, 2013, the Company pledged \$19,142,912 and \$19,657,400 of fishing vessels under construction as collateral for its term loans.

12. ACCOUNTS PAYABLE - RELATED PARTIES

Accounts payable to related parties as of March 31, 2014 and December 31, 2013 consisted of the following:

	<u>March 31, 2014</u>	<u>December 31, 2013</u>
	<u>(Unaudited)</u>	
PT. Avona Mina Lestari	\$ 3,329,370	\$ 1,967,151
Fuzhou Honglong Ocean Fishery Co., Ltd. ("Hong Long")	880,821	6,214,491
Hai Yi Shipping Limited	584,118	251,341
Haifeng Dafu Enterprise Company Limited	-	377,216
Hong Fa Shipping Limited	4,257,460	4,996,031
Zhiyan Lin	-	1,375
	<u>\$ 9,051,769</u>	<u>\$ 13,807,605</u>

Accounts payable to related parties are not collateralized, carry no interest, and do not have specific repayment terms.

See Note 15(a) for the relationship of related parties.

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13. TERM LOANS

As of March 31, 2014 and December 31, 2013, The Company's short and long-term loans consisted of the following items:

(a) Short-term loans

	<u>March 31, 2014</u>	<u>December 31, 2013</u>
	<u>(Unaudited)</u>	
Classified by financial institutions:		
Industrial and Commercial Bank of China	\$ 6,787,230	\$ -
Fujian Haixia Bank	<u>4,021,620</u>	<u>9,085,353</u>
	<u>\$ 10,808,850</u>	<u>\$ 9,085,353</u>
Additional information:		
Maximum balance outstanding during period/year	\$ 16,025,329	\$ 25,169,260
Interest expense for the three months ended March 31, 2014 and 2013	\$ 389,466	\$ 283,423
Weighted average interest rate for the three months ended		
March 31, 2014 and 2013	2.2%	0.6%

The principal payments for the outstanding short-term loans are as follows:

Name of Banks	Principal amount	Current annualized interest rate	Terms of loans	Collateral	Outstanding amount as of March 31, 2014
Industrial & Commercial Bank of China, Fuzhou Dongjiakou Branch	USD 1,717,040	Fixed rate at 3.339% per annum	Due on April 15, 2014	N/A	\$ 1,717,040
Industrial & Commercial Bank of China, Fuzhou Dongjiakou Branch	USD 3,501,660	Fixed rate at 3.336% per annum	Due on April 20, 2014	N/A	3,501,660
Industrial & Commercial Bank of China, Fuzhou Dongjiakou Branch	USD 1,568,530	Fixed rate at 4.034% per annum	Due on June 24, 2014	N/A	1,568,530
Fujian Haixia Bank, Fuzhou Hualin Branch	RMB 10,000,000	Fixed rate at 9.000% per annum	Due on May 9, 2014	Guaranteed by Xinrong Zhuo	1,608,648
Fujian Haixia Bank, Fuzhou Hualin Branch	RMB 15,000,000	Fixed rate at 9.000% per annum	Due on April 23, 2014	Guaranteed by Xinrong Zhuo	2,412,972
					<u>\$ 10,808,850</u>

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13. TERM LOANS (.../Cont'd)

(b) Long-term loans

	<u>March 31, 2014</u> (Unaudited)	<u>December 31, 2013</u>
China Minsheng Banking Corporation Limited, Fuzhou Branch	\$ 14,441,638	\$ 14,829,774
Fujian Haixia Bank, Fuzhou Hualin Branch	3,217,296	3,303,764
The Export-Import Bank of China, Fujian Branch	45,484,525	46,706,972
China Development Bank, Fujian Branch	13,351,779	9,911,294
	<u>\$ 76,495,238</u>	<u>\$ 74,751,804</u>
Less : Current portion within twelve months	<u>(24,535,905)</u>	<u>(20,252,077)</u>
	<u>\$ 51,959,333</u>	<u>\$ 54,499,727</u>

Additional information:

Weighted average interest rate for the three months ended March 31, 2014 and 2013	1.7%	1.6%
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Interest expenses of long-term loans for the three months ended March 31, 2014 and 2013 amounted to \$983,475 and \$401,954, respectively. Interest expenses of \$297,176 and \$nil are capitalized to construction in progress for the three months ended March 31, 2014 and 2013, respectively.

As of March 31, 2014 and December 31, 2013, a related company, Fujian International Trading and Transportation Company collateralized its 0.3% investment in total equity interest of Xiamen International bank and 1% of its investment in total equity interest of Fujian Pingtan Rural-Commercial bank Joint-Stocked Co., Ltd to guarantee Pingtan Fishing's term loans of \$ 3.7 million (2013: \$3.8 million) and \$0.5 million (2013: \$0.5 million) respectively.

As of March 31, 2014 and December 31, 2013, Hong Long collateralized its 2.86% investment in total equity interest of Fujian Fuqing Rural-Commercial Bank, 1.75% investment in total equity interest of Xiamen International Bank and 2.7 % investment in total equity interest of Fujian Pingtan Rural-Commercial bank Joint-Stocked Co., Ltd to guarantee Pingtan Fishing's term loans of \$0.7 million (2013: \$0.7 million), \$19.1 million (2013: \$19.6 million) and \$1.2 million (2013: \$1.3 million) respectively.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
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13. TERM LOANS (.../Cont'd)

(b) Long-term loans (.../Cont'd)

A summary of the principal payments for the outstanding term loans during the following ten fiscal years is as follows:

Name of bank	Collateral	Term of loans	Principal payment due during					Total outstanding loan amount
			2014	2015	2016	2017	2018-2023	
China Minsheng Banking Corporation Limited, Fuzhou Branch	Pingtang Fishing's and Hong Long's fishing vessels and guaranteed by Xinrong Zhuo	May 4, 2012 to March 16, 2015	\$ 5,935,911	\$ 2,967,956	\$ -	\$ -	\$ -	8,903,867
China Minsheng Banking Corporation Limited, Fuzhou Branch	Pingtang Fishing's and Hong Long's fishing vessels and guaranteed by Xinrong Zhuo	June 15, 2012 to March 16, 2015	1,447,783	723,892	-	-	-	2,171,675
China Minsheng Banking Corporation Limited, Fuzhou Branch	Pingtang Fishing's and Hong Long's fishing vessels and guaranteed by Xinrong Zhuo	June 29, 2012 to March 16, 2015	2,244,064	1,122,032	-	-	-	3,366,096
Fujian Haixia Bank, Fuzhou Hualin Branch	Guaranteed by Xinrong Zhuo	April 25, 2012 to March 22, 2015	1,608,648	1,608,648	-	-	-	3,217,296
The Export-Import Bank of China	Hong Long's investment in equity interest of a PRC local bank	July 5, 2013 to December 10, 2017	3,297,729	4,600,734	5,276,366	5,951,997	-	19,126,826
The Export-Import Bank of China	Hong Long's investment in equity interest of a PRC local bank	July 5, 2013 to December 10, 2017	120,649	176,951	193,038	209,124	-	699,762
The Export-Import Bank of China	Fujian International Trading and Transportation Company Ltd.'s investment in equity interest of a PRC local bank	July 5, 2013 to December 10, 2017	643,459	900,843	997,362	1,142,140	-	3,683,804
The Export-Import Bank of China	Guaranteed by Hong Long	July 5, 2013 to December 10, 2017	3,185,123	4,472,042	5,083,328	2,702,529	-	15,443,022
The Export-Import Bank of China	Fujian International Trading and Transportation Company Ltd.'s investment in equity interest of a PRC local bank	September 29, 2013 to December 10, 2017	80,432	96,519	128,692	144,778	-	450,421

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13. TERM LOANS (.../Cont'd)

(b) Long-term loans (.../Cont'd)

Name of bank	Collateral	Term of loans	2014	Principal payment due during				2018-2023	Total outstanding loan amount
				2015	2016	2017			
The Export-Import Bank of China	Hong Long's investment in equity interest of a PRC local bank	September 29, 2013 to December 10, 2017	209,124	289,557	353,903	369,989	-	1,222,573	
The Export-Import Bank of China	Hong Long's investment in equity interest of a PRC local bank	September 29, 2013 to December 10, 2017	-	-	-	2,589,923	-	2,589,923	
The Export-Import Bank of China	Pingtan Fishing's investment in equity interest of a PRC local bank	September 29, 2013 to December 10, 2017	386,076	546,940	643,459	691,719	-	2,268,194	
China Development Bank , Fujian Branch	Guaranteed by Xinrong Zhuo, Honghong Zhuo, Mrs. and Mr. Zhiyan Lin and 14 fishing vessels under construction	November 28, 2013 to November 27, 2023	563,027	1,126,054	1,206,486	1,367,351	9,088,861	13,351,779	
			<u>\$ 19,722,025</u>	<u>\$ 18,632,168</u>	<u>\$ 13,882,634</u>	<u>\$ 15,169,550</u>	<u>\$ 9,088,861</u>	<u>\$ 76,495,238</u>	

(c) Guarantees and collaterals provided to related parties

In October 2012, Pingtan Fishing entered into two pledge contracts with China Minsheng Banking Corp., Ltd. Pursuant to the terms of the pledge contracts, Pingtan Fishing assigned 10 fishing vessels, as collateral to secure Hong Long's long-term loans from the financial institution in amount of approximately \$10.8 million, which are due on April 18, 2015. In addition to the collateral provided to Hong Long, Pingtan Fishing also guaranteed the repayment of \$46.3 million for Hong Long's long-term loans.

In August and September 2013, Pingtan Fishing entered into two pledge contracts with China Minsheng Banking Corp., Ltd. Pursuant to the terms of the pledge contracts, Pingtan Fishing assigned 12 fishing vessels, as collateral to provide maximum guarantees of \$9.9 million to Hong Long's term loans, which are due on December 26, 2013. Hong Long has rights to renew the loans within six months from the due date December 26, 2013 and the guarantee and pledges of Pingtan Fishing are still effective up to June 25, 2014.

In December 2013, Pingtan Fishing entered into a guarantee agreement with Ping An Bank Co., Ltd. Pursuant to the terms of the guarantee agreement, Pingtan Fishing provide maximum guarantees of approximately \$8.3 million for Hong Long's credit line in amount of \$16.5 million, which is due on December 23, 2014.

As of the issuance date of these financial statements, Pingtan Fishing had not received any demand from the lender that collateralized properties are intended to be disposed of or to make any payments under the guarantees.

Pursuant Accounting Standards Codification ("ASC") 460-10-25-2, the guarantor is obligated in two aspects in every guarantee or indemnification—a noncontingent liability and a contingent liability. The noncontingent liability represents the guarantor's obligation to stand ready to perform under the terms of the guarantee in the event that the specified triggering events or conditions occur. The contingent liability represents the guarantor's obligation to make future payments if those triggering events or conditions occur and based on the probability that the guaranteed party will not perform under the contractual terms of the guaranty agreement.

We have assessed the contingent liabilities arising from the above-described guarantees and have concluded that no liabilities in respect of the guarantees were required to be recognized as of March 31, 2014 and December 31, 2013.

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14. ACCRUED LIABILITIES AND OTHER PAYABLES

Accrued liabilities and other payables as of March 31, 2014 and December 31, 2013 consisted of the following:

	<u>March 31, 2014</u> <u>(Unaudited)</u>	<u>December 31, 2013</u>
Accrued salaries and wages	\$ 2,206,327	\$ 3,278,245
Accrued expenses	76,929	152,000
Ship equipment payable	775,192	-
Other payables	484,072	420,802
	<u>\$ 3,542,520</u>	<u>\$ 3,851,047</u>

As of March 31, 2014, the estimated social insurance and housing fund payments not provided were approximately \$254,000 and \$30,000 respectively. No accruals have been provided for the Group's PRC social insurance and housing fund payments for the Group's PRC employees.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
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15. ADVANCES FROM RELATED PARTIES

Advances from related parties as of March 31, 2014 and December 31, 2013 consisted of the following:

(a) Name and relationship of related parties

<u>Name of related party</u>	<u>Relationship</u>
Xinrong Zhuo	CEO, Director and major shareholder of the Company
Panxing Zhuo	Father of Xinrong Zhuo, a Family Member
Honghong Zhuo	Daughter of Xinrong Zhuo
Qing Lin	Brother-in-law of Xinrong Zhuo, a Family Member
Longfei Zhuo	Cousin of Xinrong Zhuo, a Family Member
Sunqiang Zhou	Brother-in-law of Xinrong Zhuo, a Family Member
Cheng Chen	Cousin of Xinrong Zhuo, a Family Member and shareholder of Hong Long
Xiaojie Wu	Brother-in-law of Xinrong Zhuo, a Family Member
Xiaoqin Xu	An employee of an affiliate company
Xiaomei Yang	An employee of the Company and niece of Xinrong Zhuo
Xiaofang Zhuo	Cousin of Xinrong Zhuo, a Family Member
Longhua Zhuo	Sister of Xinrong Zhuo, a Family Member
Zhiyan Lin	Shareholder of Pingtan Fishing
Fujian Yihai Investment Co., Ltd.	An affiliate company majority owned by Longjie Zhuo, sibling of Xinrong Zhuo
Fuzhou Haifeng Dafu Ocean Fishing Co., Ltd.	An affiliate company owned by Longfei Zhuo and Honghong Zhuo
Fujian Lutong Highway Engineering	An affiliate company majority owned by Xiaojie Wu, brother-in-law of Xinrong Zhuo
Fujian Haiyi International Shipping Agency Co., Ltd.	An affiliate company to which the Company acted as a trustee equity owner. Haiyi International is ultimately majority owned and controlled by Sunqiang Zhou, brother-in-law of Xinrong Zhuo and a Family Member
Fujian Xinnong Ocean Fisheries Development Co., Ltd.	An affiliate company to which the Company acted as a trustee equity owner. Xinnong is ultimately owned and controlled by Xiaojie Wu
Fuzhou Haoyouli Fisheries Development Co., Ltd.	An affiliate company to which the Company acted as trustee equity owner. Haoyouli is ultimately owned and controlled by Sunqiang Zhou
Fuzhou Honglong Ocean Fishery Co., Ltd.	An affiliate company majority owned and controlled by Ping Lin, spouse of Xinrong Zhuo and a Family Member
PT. Avona Mina Lestari	An affiliate company controlled by Xinrong Zhuo family domiciled in Indonesia, engaged in fishing base management and fishing vessel service
PT. Dwikarya Reksa Abadi	An affiliate company controlled by Xinrong Zhuo family domiciled in Indonesia, engaged in fishing base management and fishing vessel service
Haifeng Dafu Enterprise Company Limited	An affiliate company ultimately owned by Xinrong Zhuo and domiciled in the Hong Kong Special Administrative Region of the PRC ("Hong Kong")

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
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15. ADVANCES FROM RELATED PARTIES (.../Cont'd)

(a) Name and relationship of related parties (.../Cont'd)

<u>Name of related party</u>	<u>Relationship</u>
Hai Yi Shipping Limited	An affiliate company ultimately owned by Xinrong Zhuo and domiciled in Hong Kong Administrative Region of the PRC ("Hong Kong")
Fuzhou Wanhao Real Estate Property Investment Co., Ltd.	An affiliate company majority-owned and controlled by Qing Lin
China Communication Materials Central and South Co., Ltd.	An affiliate company majority-owned by Lutong Highway
Fujian Gangjun Construction Co., Ltd.	An affiliate company ultimately controlled by Xinrong Zhuo
Fujian International Trading and Transportation Co., Ltd.	An affiliate company owned by Yihai Investment and Longhao Zhuo, sibling of Xinrong Zhuo and a Family Member
Fuzhou Dongxing Longju Real Estate Co., Ltd.	An affiliate company owned by Xinrong Zhuo
Shenzhen Western Coast Fisherman Pier Co., Ltd.	An affiliate company owned by Xinrong Zhuo
Pingtang Heshun Fuel Co., Ltd.	An affiliate company under Xinrong Zhuo's common control
Fuzhou Hairong Trading Co., Ltd.	An affiliate company under Xinrong Zhuo's common control
Hong Fa Shipping Limited	An affiliate company ultimately owned by Xinrong Zhuo and domiciled in Hong Kong Administrative Region of the PRC ("Hong Kong")

(b) Advance from a director

	<u>March 31, 2014</u>	<u>December 31, 2013</u>
	<u>(Unaudited)</u>	
Xinrong Zhuo	\$ 650,000	\$ -

The advance from a director is not collateralized, carries no interest, and does not have specific repayment terms.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
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16. CAPITAL

(a) Share Capital

On February 25, 2013, CGEI completed its merger with CDGC and the various transactions contemplated by the Agreement and Plan of Merger (the "Merger Agreement"), dated as of October 24, 2012 among CGEI, CDGC, and China Dredging Sub Ltd. and the share purchase of Merchant Supreme contemplated by the Share Purchase Agreement, dated as of October 24, 2012 (the "Share Purchase Agreement"), among CGEI and Merchant Supreme (collectively, the "Business Combination"). Upon the consummation of the Business Combination, the ordinary shares, \$0.001 par value per share of the Company were listed on The NASDAQ Capital Market under the symbol "PME". Pursuant to the terms of the Merger Agreement, upon completion of the Merger, each share of then-issued outstanding ordinary shares and Class A preferred shares of CDGC was automatically cancelled and converted into the right to receive 0.82947 Company Ordinary Shares. Pursuant to the terms of the Share Purchase Agreement, all of the issued and outstanding shares of Merchant Supreme capital shares were purchased by the Company for an aggregate of 25,000,000 Company Ordinary Shares. On February 26, 2013, the Company announced that it had completed the Business Combination.

An aggregate of 30,329,883 ordinary shares and 3,966,667 warrants that were originally issued by CGEI, to Chum Capital Group Limited, in connection with a private placement prior to CGEI's initial public offering, and that became exercisable for the Company's ordinary shares beginning on March 27, 2013 (the "Sponsor Warrants"). The Sponsor Warrants have been registered for resale by the selling security-holders under Form S-3 filed on June 17, 2013 and declared effective on June 19, 2013. On June 2, 2011, the Company sold 5,000,000 units, at an offering price of \$10.00 per unit, generating gross proceeds of \$50,000,000. Each unit consists of one ordinary share, \$0.001 par value, of the Company and one redeemable purchase warrant. Each warrant will entitle the holder to purchase from the Company one ordinary share at an exercise price of \$12.00 commencing upon the completion of a business combination and expiring five years from the consummation of a business combination. The Company also registered an aggregate of 8,966,667 ordinary shares that are issuable by the Company upon exercise of the 3,966,667 Sponsor Warrants and 5,000,000 warrants that were issued in the CGEI's initial public offering (the "Public Warrants") and that became exercisable upon the consummation of the transactions contemplated by that certain Agreement and Plan of Merger, dated as of October 24, 2012, between CGEI, CDGC, China Growth Dredging Sub Ltd. and Xinrong Zhuo and by that certain Share Purchase Agreement, dated as of October 24, 2012, between CGEI and Merchant Supreme.

Each Public Warrants and Sponsor Warrant (the "Warrants") entitles the registered holder thereof to purchase one of the Company's ordinary shares upon payment of the exercise price of \$12.00 per share.

The Sponsor Warrants are identical to the Public Warrants except that the Sponsor Warrants will be exercisable for cash or on a cashless basis, at the holder's option, and will not be redeemable by the Company, in each case so long as they are still held by these purchases or their transferees.

In accordance with GAAP, the Company accounted for the Warrants as equity instruments.

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NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
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16. CAPITAL (.../Cont'd)

(a) Share Capital (.../Cont'd)

A summary of all Warrants outstanding as of March 31, 2014 is presented below:

	<u>Number of</u> <u>Warrants</u>	<u>Exercise Price</u>	<u>Terms</u>
Exercisable as of March 31, 2014	<u>8,966,667</u>	\$ 12	3.9 years

During the three months ended March 31, 2014, no warrant was granted, exercised or expired.

(b) Retained earnings and statutory reserves

Pingtan Guansheng and Pingtan Fishing Group operate in the PRC, are required to reserve 10% of their net profits after income tax, as determined in accordance with the PRC accounting rules and regulations. Appropriation to the statutory reserve by the Company is based on profit arrived at under PRC accounting standards for business enterprises for each year. The statutory reserves of the Company represent the statutory reserves of the above-mentioned companies as required under the PRC law.

The profit arrived at must be set off against any accumulated losses sustained by the Company in prior years, before allocation is made to the statutory reserve. Appropriation to the statutory reserve must be made before distribution of dividends to shareholders. The appropriation is required until the statutory reserve reaches 50% of the registered capital. This statutory reserve is not distributable in the form of cash dividends.

As of March 31, 2014, statutory surplus reserves of Pingtan Fishing reached 50% of the registered capital. No appropriation required in accordance with the PRC accounting rules and regulations. The registered capital of Pingtan Fishing is RMB 80 million in statutory record including RMB 29.5 million of capital injection by fishing vessels from related parties. According to SAB Topic 5G, this SAB requires that the assets be recorded at predecessor's cost and the registered capital of Pingtan Fishing per audit is \$6,254,178 (RMB50.5 million). Pingtan Guansheng, Pingtan Dingxin, Pingtan Duoying and Pingtan Ruiying had sustained losses since its establishment; therefore no appropriation of net profits to the statutory reserves was required.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
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17. RELATED PARTY TRANSACTIONS

	For the Three Months Ended March 31,	
	2014 (Unaudited)	2013 (Unaudited)
Service fee		
Hai Yi Shipping Limited (5)	\$ 115,391	\$ -
Sale of frozen fish and other marine catches		
Shenzhen Western Coast Fisherman Pier Co., Ltd.	\$ -	\$ 7,964,540
Purchase of fuel, fishing nets and other on board consumables (1) PT. Avona Mina Lestari	\$ -	\$ 7,213,950
Purchase of fuel, fishing nets and other on board consumables paid on behalf		
Fuzhou Honglong Ocean Fishery Co., Ltd.	-	598,422
Hong Fa Shipping Limited	16,239,640	-
	<u>16,239,640</u>	<u>598,422</u>
Purchase of vessel maintenance service (2)		
PT. Avona Mina Lestari	1,087,289	604,666
PT. Dwikarya Reksa Adadi	1,210,408	-
	<u>2,297,697</u>	<u>604,666</u>
Purchase of transportation service (2)		
Fuzhou Honglong Ocean Fishery Co., Ltd.	889,692	-
Haifeng Dafu Enterprise Company Limited	1,377,052	475,550
Hai Yi Shipping Limited	590,223	472,153
Hong Fa Shipping Limited	2,220,898	565,774
PT. Avona Mina Lestari	-	35,149
	<u>5,077,865</u>	<u>1,548,626</u>
Office rental		
Ping Lin (4)	3,420	3,378
Cold storage warehouse paid on behalf		
Fuzhou Honglong Ocean Fishery Co., Ltd.	180,896	-
Indonesia fleet vessel agency fee payable (3)		
PT. Avona Mina Lestari	373,032	172,442
PT. Dwikarya Reksa Abadi	328,262	-
	<u>701,294</u>	<u>172,442</u>
Crewmen compensation paid on behalf		
PT. Avona Mina Lestari	864,000	-
Indonesia fishing licenses paid on behalf		
PT. Avona Mina Lestari	424,944	292,848
PT. Dwikarya Reksa Abadi	482,581	-
	<u>907,525</u>	<u>292,848</u>
Total purchases and expenses	<u>\$ 26,272,337</u>	<u>\$ 10,434,332</u>

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
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17. RELATED PARTY TRANSACTIONS (.../Cont'd)

- (1) Fuel, fishing nets and other consumables were sold to Pingtan Fishing.
- (2) Vessel maintenance and transportation services were charged to Pingtan Fishing at prices mutually agreed by the related parties and Pingtan Fishing.
- (3) Pursuant to a Fishery Cooperative Agreement dated December 31, 2012 with one-year term, entered into between Pingtan Fishing and Avona, Pingtan Fishing is payable to Avona an annual agency fee, calculated at a mutually agreed amount of \$20,000, for the period from January 1, 2013 to December 31, 2013. Avona acts as an agent for each of Pingtan Fishing's fishing vessels. The agreement continues to executed without disagreement from both parties.
- (4) Pingtan Fishing entered into a three-year term office rental lease with Ping Lin on July 31, 2012. The annual lease is \$13,680.
- (5) On July 1, 2013, the Company entered into a service agreement with Hai Yi Shipping Limited that provided the Company a portion of use of premises located in Hong Kong as office, and clerical and administrative support and consultation services. The agreement will expire on December 31, 2014.

18. CERTAIN RISKS AND CONCENTRATIONS

(a) Credit risk

As of March 31, 2014 and December 31, 2013, a substantial portion part of the Company's cash included bank deposits in accounts maintained within the PRC where there is currently no rule or regulation in place for obligatory insurance to cover bank deposits in the event of bank failure. However, the Company does not experienced any losses in such accounts and believes it is not exposed to any significant risks on its cash in bank accounts.

(b) Major customers

During the three months ended March 31, 2014, related company Shenzhen Western Coast Fisherman Pier Co., Ltd. accounted for 0% (2013 : 40%) of the Company's revenue. No customers accounted for over 10% of the Company's revenues for the three months ended March 31, 2014.

(c) Major suppliers

During the three months ended March 31, 2014, two suppliers accounted for 63% (2013:14%) the Company's purchases.

During the three months ended March 31, 2014, related company PT. Avona Mina Lestari accounted for 6% (2013: 54%) of the Company's purchases.

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19. COMMITMENTS AND CONTINGENCIES

The Company has employment agreements with certain employees that provides severance payments upon termination of employment under certain circumstances, as defined in the applicable agreements. As of March 31, 2014 and December 31, 2013, the Company's potential minimum cash obligation to these employees was approximately \$10,056 and \$10,059, respectively.

The Company entered into a service agreement with Hai Yi Shipping Limited that provided use of a portion of its premises, and to provide clerical, administrative support and consultation services under the agreement expires on December 31, 2014. As of March 31, 2014 and December 31, 2013, the Company's potential minimum cash obligation to this agreement was approximately \$346,346 and \$461,961, respectively.

Pursuant to the Shares Purchase Agreement dated December 4, 2013, ("the Share Purchase Agreement") where the Company exited and sold CDGC to Hong Long ("the buyer"), the Company is required to indemnify the buyer and the same indemnification responsibility applies to the buyer for events arising out of any breach of the Share Purchase Agreement or the memorandum of agreement in relation to the sale, purchase and delivery of the vessels for two years until December 3, 2015. The indemnifying party will be liable for the full amount of damages that exceed \$1,000,000. The amount of damages shall be the amount finally determined by a court of competent jurisdiction or appropriate governmental administrative agency, or the amount agreed to upon settlement in accordance with the terms of the Share Purchase Agreement.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
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20. OPERATING LEASE COMMITMENT

On July 1, 2013, the Company entered into a service agreement with Hai Yi Shipping Limited that provided for the use of a portion of its premises, and to provide clerical, administrative support and consultation services. The service fee is approximately \$115,000 for the three months ended March 31, 2014.

Pingtan Fishing leases office from Ping Lin. Pursuant to a rental agreement entered into on July 31, 2012 with three-year term, the annual lease is \$13,680. The total future minimum lease payments under non-cancellable operating leases with respect to service fee, cold storage warehouse and office as of March 31, 2014 were as follows:

	<u>Service fee</u>	<u>Cold storage Warehouse</u>	<u>Office rental</u>	<u>Total</u>
For the years ended December 31,				
2014	\$ 346,346	\$ 91,461	\$ 10,134	\$ 447,941
2015	-	-	7,882	7,882
	<u>\$ 346,346</u>	<u>\$ 91,461</u>	<u>\$ 18,016</u>	<u>\$ 455,823</u>

The operating lease commitments below include both related parties commitments and non-related parties commitments. The total future lease payments as of March 31, 2014 are summarized as follows:

	<u>Service fee</u>	<u>Cold storage Warehouse</u>	<u>Office rental</u>	<u>Total</u>
Related parties commitments	\$ 346,346	\$ -	\$ 18,016	\$ 364,362
Non-related parties commitments	-	91,461	-	91,461
	<u>\$ 346,346</u>	<u>\$ 91,461</u>	<u>\$ 18,016</u>	<u>\$ 455,823</u>

Rental expenses and service fee under operating leases for the three months ended March 31, 2014 and 2013 was \$396,605 and \$75,153 respectively, of which \$118,811 and \$3,378, respectively, are paid to the related parties (Note 17).

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
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21. CONDENSED PARENT COMPANY FINANCIAL INFORMATION

For the purpose of preparing these supplemental condensed parent company (unconsolidated) financial statements, the Company records its investment in subsidiaries under the equity method of accounting as prescribed in ASC Topic 323, "Investments - Equity Method and Joint Ventures". Such investment and long-term loans to subsidiaries are presented on the balance sheet as "Investments in subsidiaries" and the income of the subsidiaries is presented as "Equity in income of subsidiaries" on the statements of income.

These supplemental condensed parent company (unconsolidated) financial statements should be read in conjunction with the notes to the Company's consolidated financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted.

As of March 31, 2014 and December 31, 2013, there were no material contingencies, significant provisions for long-term obligations, or guarantees of the Company, except as separately disclosed in the Company's consolidated financial statements, if any.

CONDENSED BALANCE SHEETS

	<u>March 31, 2014</u>	<u>December 31, 2013</u>
	(Unaudited)	
Assets		
Cash	\$ 457,586	\$ 246,684
Prepaid expenses	-	2,820
Investments in subsidiaries	59,729,620	36,808,242
Total assets	<u>60,187,206</u>	<u>37,057,746</u>
Other assets		
Prepaid operating license rights	213,220,339	215,381,356
Total assets	<u>\$ 273,407,545</u>	<u>\$ 252,439,102</u>
Liabilities and equity		
Current liabilities		
Accrued liabilities and other payables	\$ 99,352	\$ 201,672
Advance from a director	650,000	-
Total current liabilities	<u>749,352</u>	<u>201,672</u>
Shareholders' equity		
Total shareholders' equity	272,658,193	252,237,430
Total liabilities and equity	<u>\$ 273,407,545</u>	<u>\$ 252,439,102</u>

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES
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21. CONDENSED PARENT COMPANY FINANCIAL INFORMATION (.../Cont'd)

CONDENSED STATEMENTS OF INCOME

	For the Three Months Ended	
	March 31,	
	2014	2013
	(Unaudited)	(Unaudited)
Cost of revenue	\$ (2,161,017)	\$ -
General and administrative expenses	(318,400)	(10,041)
Other expenses	(166)	-
Equity in income of subsidiaries	24,160,435	4,452,446
Net income	\$ 21,680,852	\$ 4,442,405

CONDENSED STATEMENTS OF CASH FLOWS

	For the Three Months Ended	
	March 31,	
	2014	2013
	(Unaudited)	(Unaudited)
Net cash used in operating activities	\$ (418,066)	\$ -
Net cash used in investing activities	(21,032)	-
Net cash provided by financing activities	650,000	-
Net increase in cash	210,902	-
Cash at the beginning of the period	246,684	-
Cash at the end of the period	\$ 457,586	\$ -

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

References to the "Company," "us" or "we" refer to Pingtan Marine Enterprise Ltd. The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the condensed financial statements and the notes thereto contained elsewhere in this report. Certain information contained in the discussion and analysis set forth below includes forward-looking statements that involve risks and uncertainties.

Special Note Regarding Forward-Looking Statements

All statements other than statements of historical fact included in this Form 10-Q including, without limitation, statements under "Management's Discussion and Analysis of Financial Condition and Results of Operations" regarding the Company's financial position, business strategy and the plans and objectives of management for future operations, are forward-looking statements. When used in this Form 10-Q, words such as "anticipate," "believe," "estimate," "expect," "intend" and similar expressions, as they relate to us or the Company's management, identify forward-looking statements. Such forward-looking statements are based on the beliefs of management, as well as assumptions made by, and information currently available to, the Company's management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors detailed in our filings with the SEC. All subsequent written or oral forward-looking statements attributable to us or persons acting on the Company's behalf are qualified in their entirety by this paragraph.

Overview

We are a marine enterprises group primarily engaging in ocean fishing through our wholly-owned PRC operating subsidiary or VIE, Fujian Provincial Pingtan County Ocean Fishing Group Co., Ltd., or Pingtan Fishing. We harvest a variety of fish species with many of our owned or licensed vessels operating within the Indian Exclusive Economic Zone and the Arafura Sea of Indonesia. We provide high quality seafood to a diverse group of customers including distributors, restaurant owners and exporters in the PRC.

We currently operate 126 fishing vessels and is the second largest China based fishery company operating its vessels outside of Chinese waters.

In June 2013, we expanded our fleet from 40 to 86 through a purchase of 46 fishing trawlers from a related party for a total consideration of \$410.1 million. The transaction is subject to the receipt of government approvals; however we began operating the vessels in the third quarter of 2013 and since then we have been entitled to their net profits from their operation. These vessels are fully licensed to fish in Indonesian waters. Each vessel carries a crew of 10 to 15 persons. These vessels have resulted in additional carrying capacity of approximately 45,000 to 50,000 tons for us.

In September 2013, we further increased our fleet to 106 vessels with the addition of 20 newly-built fishing trawlers, which were initially ordered in September 2012. These vessels have an expected run-in period of 3 - 6 months, during which each is placed into the sea for testing prior to full operation. These vessels became fully operational in the first quarter of 2014. The vessels are fully licensed to fish in Indian and Indonesian waters. At full operation, each vessel is capable of harvesting 900 to 1,000 tons of fish. We expect that the expansions of our fleet will greatly increase our fish harvest volume and revenue.

Subsequent to our fleet expansions, in September 2013, the Ministry of Agriculture of the People's Republic of China ("MOA") issued a notification that it would suspend accepting shipbuilding applications for tuna harvesting vessels, squid harvesting vessels, Pacific saury harvesting vessels, trawlers operating on international waters, seine on international waters, and trawlers operating on the Arafura Sea, Indonesia. We believe the announcement is a positive indicator for long-term stability and balance in China's fishing industry. We believe that this has helped to ensure our fishing productivity in international waters, while also serving as a major barrier to entry for competitors in our industry and strengthening our competitive position in the markets.

In December 2013, we further expanded our fleet to 126 vessels with the addition of the 25-year exclusive operating rights for 20 new fishing drifters from a related party.

In January 2014, we entered into a strategic cooperation framework agreement with China Co-op (Hainan) Industry Development Co., Ltd. As part of this agreement, the two companies will jointly construct a fish processing plant and our fishing products will then be sold to China Co-op's numerous supermarket locations across China. We believe this partnership will accelerate our progress to becoming a vertically integrated seafood provider and also enhances our market competitiveness as our products would reach to both inland and remote areas through China Co-op's massive sales network.

As of March 31, 2014, we own 104 trawlers and 2 drifters and have operating license rights to 20 drifters. Our fleet has an average useful life of approximately 17 years. These vessels are fully licensed to fish in Indonesian or Indian waters. Among the 126 fishing vessels, 114 vessels are operating in the Arafura Sea in Indonesia, and the remaining 12 vessels are operating in the Bay of Bengal in India.

Currently we catch nearly 30 different species of fish including ribbon fish, Indian white shrimp, croaker fish, pomfret, Spanish mackerel, conger eel, squid and red snapper. All of our catch is shipped back to China. Our fishing vessels transport frozen catch to a cold storage warehouse at nearby onshore fishing bases. We then arrange periodic chartered transportation ships to deliver frozen stocks to its eight cold storage warehouses located in one of China's largest seafood trading centers, Mawei Seafood Market in Fujian Province.

We derive our revenue primarily from the sale of frozen seafood products. We sell our products directly to customers including distributors, restaurant owners and exporters, and most of our customers have long-term and trustworthy cooperative relationship with us. Our existing customers also introduce new customers to us from time to time. Our operating results are subject to seasonal variations. Harvest volume is the highest in the fourth quarter of the year and harvest volumes in the second and third quarters are relatively low due to the spawn season of certain fish species, including ribbon fish, cuttlefish, butterfish, and calamari. Based on past experiences, demand for seafood products is the highest from December to January during the Chinese New Year. We believe that our profitability and growth are dependent on our ability to expand the customer base. With the expansions of operating capacity and expected increases in harvest volume in the coming years, we will continue to develop new customers from existing and new territories in China.

Discontinued operations

In December 2013, we completed the sale of the China Dredging Group ("CDGC") business, which has been reported as discontinued operations for 2013, to Hong Long, a related party owned by the wife of our Chairman and CEO, Mr. Xinrong Zhuo.

In July 2013, we received an offer from Mr. Zhuo to acquire the business and operating assets of our wholly-owned dredging subsidiary, CDGC and its PRC operating subsidiaries in exchange for (i) offset of our current \$155.2 million 4% promissory note due to Hong Long matures on June 19, 2015; (ii) the assignment of the 25-year exclusive operating license rights for 20 new fishing vessels to us, with a fair market value of \$216.1 million; and (iii) offset of PME's current accounts due to CDGC with an amount of \$172.5 million. The value of the operating license rights of \$216.1 million is being amortized over the license term of 25 years. These 20 fishing vessels received subsidies from China's central government budget in 2012, and a recent notification from the Government prohibits the sale or transfer of ownership for a period of 10 years for fishing vessels that have received such subsidies.

On December 3, 2013, the Board, excluding Mr. Zhuo and Mr. Lin approved moving forward with the sale and executed and closed the transaction. The total consideration for the transaction is approximately \$543.8 million and a gain on sale of \$134.7 million was recorded as an adjustment to our equity as it was sold to a related party under common control.

Significant Factors Affecting Our Results of Operations

- *Governmental Policies:* Fishing is a highly regulated industry and our operations require licenses and permits. Our ability to obtain, sustain or renew such licenses and permits on acceptable terms is subject to changes in regulations and policies and is at the discretion of the applicable governments. Our inability to obtain, or loss or denial of extensions, to any of its applicable licenses or permits could hamper our ability to generate revenues from its operations.
- *Resource & Environmental Factors:* Our fishing expeditions are based in India and Indonesia. Any earthquake, tsunami, adverse weather or oceanic conditions or other calamities in such areas may result in disruption to our operations and could adversely affect our sales. Adverse weather conditions such as storms, cyclones and typhoons or cataclysmic events may also decrease the volume of fish catches or may even hamper our operations. Our fishing volumes may also be adversely affected by major climatic disruptions such as El Nino, which in the past has caused significant decreases in seafood catch worldwide. Besides weather patterns, other unpredictable factors, such as fish migration, may also have impact our harvest volume.
- *Fluctuation on Fuel Prices:* Our operations may be adversely affected by fluctuations in fuel prices. Changes in fuel prices may ultimately result in increases in the selling prices of our products, and may, in turn, adversely affect our sales volume, revenue and operating profit.

- *Competition:* We engage in fishing business in the Arafura Sea in Indonesia and the Bay of Bengal in India. Competition within our dedicated fishing areas is not significant as the region is not overfished and regulated by the government, which limits the number of vessels that are allowed to fish in the territories. Competition in the market in China is high. We compete with other fishing companies which offer similar and varied products. There is significant demand for fish in the Chinese market. Our catch appeals to a wide segment of consumers because of the low price points of our products. We have been able to sell our catch at market prices and such market prices have been increasing significantly since 2012.
- *Fishing Licenses:* Each of our fishing vessels requires an approval from the Ministry of Agriculture of the People's Republic of China to carry out ocean fishing projects in foreign territories. These approvals are valid for a period of three to twelve months, and are awarded to us at no cost. We apply for the renewal of the approval prior to expiration to avoid interruptions of our fishing vessels' operations. Each of our fishing vessels operating in Indonesian waters requires a fishing license granted by the authority in Indonesia. Indonesian fishing licenses remain effective for a period of twelve months and we apply for renewal upon expiration. We record cost of Indonesian fishing licenses in prepaid expenses and amortize the cost over the effective period of the licenses.

PRINCIPAL INCOME STATEMENT COMPONENTS

Revenue

We recognize revenue from sales of frozen fish and other marine catches when persuasive evidence of an arrangement exists, delivery has occurred, the price to the customer is fixed or determinable, and collection of the resulting receivable is reasonably assured.

With respect to the sales to third party customers the majority of whom are sole proprietor regional wholesalers in China, we recognize revenue when customers receive purchased goods at our cold storage warehouse, after payment is received or credit sale is approved for recurring customers with excellent payment histories.

We do not offer promotional payments, customer coupons, rebates or other cash redemption offers to customers. We do not accept returns from customers. Deposits or advance payments from customers prior to delivery of goods are recorded as receipt in advance.

Cost of Sales

Our cost of sales primarily consists of fuel costs, freight, direct labor costs, depreciation and amortization, maintenance fees and other overhead costs. Fuel costs generally accounted for the majority of our cost of sales.

Gross Profit

Our gross profit is affected primarily by changes in production cost. Fuel, freight and labor costs together account for about 80% of cost of sales for the quarter ended March 31, 2014. The fluctuation of fuel price, freight price and exchange rates may significantly affect our cost level and gross profit.

Sales, General and Administrative Expenses

Our sales, general and administrative expenses include salaries and staff welfare, professional service fees, traveling expenses for our sales personnel, insurance and other miscellaneous expenses related to our administrative corporate activities.

Our sales activities are conducted through direct sales by our internal sales staff. Because of the strong demand for our products and services, we do not have to aggressively market and distribute our products, thus our sales expenses have been relatively small as a percentage of our revenue.

We anticipate that our sales, general and administrative expenses will increase with the anticipated growth of our business and continued upgrades to our information technology infrastructure. We expect that our sales, general and administrative expenses will also increase as a result of compliance, investor-relations and other expenses associated with being a publicly listed company.

Other Income and Expenses

Other income and expenses mainly include interest income from bank deposits, interest expenses of short term and long term borrowings, foreign exchange differences and subsidy income.

Income Tax

Under the current laws of the Cayman Islands and British Virgin Islands, we are not subject to any income or capital gains tax, and dividend payments we make are not subject to any withholding tax in the Cayman Islands or British Virgin Islands. Under the current laws of Hong Kong, we are not subject to any income or capital gains tax and dividend payments and are not subject to any withholding tax in Hong Kong.

Our VIE, Pingtan Fishing, is a qualified ocean fishing enterprise certified by the Ministry of Agriculture of the PRC. The qualification is renewed on April 1 each year. Pingtan Fishing is exempt from income tax derived from its ocean fishing operations in the periods it processes a valid Ocean Fishing Enterprise Qualification Certificate issued by the Ministry of Agriculture of the PRC.

In addition, Pingtan Fishing is not subject to foreign income taxes for its operations in India and Indonesia Exclusive Economic Zones.

Other Comprehensive Income

Our comprehensive income consists of net income and foreign currency translation adjustments. We translate our assets and liabilities of foreign operations at the rate of exchange in effect on the balance sheet date. We translate income and expenses at the average rate of exchange prevailing during the period. The period-end rate as of March 31, 2014 for RMB into one U.S. dollar was 6.2164. Average rates for the quarter ended March 31, 2014 and 2013 were 6.1401 and 6.2169, respectively. The related translation adjustments are reflected in "Accumulated other comprehensive income" in the equity section of our consolidated balance sheets. Foreign currency gains and losses resulting from transactions are included in earnings. As of March 31, 2014 and December 31, 2013, the accumulated foreign currency translation gain was approximately \$29.1 million and \$30.4 million, respectively.

Earnings per Ordinary Share

Earnings per ordinary share (basic and diluted) is based on the net income divided by the weighted average number of ordinary shares outstanding during each period. Ordinary share equivalents are not included in the calculation of diluted earnings per ordinary share if their effect would be anti-dilutive.

RESULTS OF CONTINUING OPERATIONS

THREE MONTHS ENDED MARCH 31, 2014 COMPARED TO THREE MONTHS ENDED MARCH 31, 2013

Revenue

Revenue is derived from sales of aquatic products. Our top 6 species of fish sold including ribbon fish, pomfret, Indian white shrimp, croaker fish, threadfin and conger eel together accounted for about 81% of revenue for the three months ended March 31, 2014. The table below sets forth more detail regarding the revenue breakdown by different species of fish:

(Amounts in thousands, except for percentage and per unit data)

Three Months Ended March 31,

	2014				2013			
	Revenue	Volume (KG)	Average price	% of revenue	Revenue	Volume (KG)	Average price	% of revenue
<i>Ribbon fish</i>	\$ 17,462	6,861,449	2.54	26.6%	\$ 7,797	4,501,244	1.73	39.6%
<i>Pomfret</i>	11,320	4,734,886	2.39	17.3%	1,504	785,005	1.92	7.6%
<i>India white shrimp</i>	11,159	1,280,570	8.71	17.0%	2,679	525,322	5.10	13.6%
<i>Croaker fish</i>	8,179	3,069,061	2.66	12.5%	3,808	2,274,969	1.67	19.4%
<i>Threadfin</i>	2,488	787,173	3.16	3.8%	287	110,756	2.59	1.5%
<i>Conger eel</i>	2,408	953,072	2.53	3.7%	240	77,400	3.10	1.2%
<i>Others</i>	12,567	5,160,233	2.44	19.1%	3,354	1,253,068	2.68	17.1%
Total	<u>\$ 65,583</u>	<u>22,846,444</u>	2.87	<u>100.0%</u>	<u>\$ 19,669</u>	<u>9,527,764</u>	2.06	<u>100.0%</u>

Revenue in the three months ended March 31, 2014 increased by 233.4% to \$65.6 million from \$19.7 million in the three months ended March 31, 2013, primarily due to increase in sales volume as a result of the addition of 66 fishing vessels in June and September 2013, most of which were operating at full capacity in the first quarter of 2014; and the addition of the operating license rights of 20 new fishing vessels in December 2013, which began operating in the current period. Sales volumes in the first quarter of 2014 rose by 139.8% to 22,846 tons from 9,528 tons in the same period of 2013. Average unit selling prices also increased by 39.3% in the first quarter of 2014 compared to the same period of 2013, which was driven by the higher demand for natural seafood in China.

Cost of Sales and Gross Margin

The following tables set forth our cost of sales and gross profit, both in amounts and as a percentage of revenue for the three months ended March 31, 2014 and 2013:

(Amounts in thousands, except for percentage)

	Three Months Ended March 31,					
	2014			2013		
	US\$	% of COS	% of Revenue	US\$	% of COS	% of Revenue
Fuel cost	\$ 24,607	59.2%	37.5%	\$ 8,966	62.7%	45.6%
Freight	4,799	11.6%	7.3%	1,946	13.6%	9.9%
Labor cost	3,347	8.1%	5.1%	1,007	7.1%	5.1%
Depreciation and amortization	3,089	7.4%	4.7%	742	5.2%	3.8%
Maintenance fee	2,168	5.2%	3.3%	593	4.1%	3.0%
Spare parts	2,036	4.9%	3.1%	592	4.1%	3.0%
License fee and agency fee	1,496	3.6%	2.3%	446	3.2%	2.3%
Total cost of sales	<u>\$ 41,542</u>	<u>100.0%</u>	<u>63.3%</u>	<u>\$ 14,292</u>	<u>100.0%</u>	<u>72.7%</u>

Cost of sales for the three months ended March 31, 2014 was \$41.5 million, representing an increase of 190.7% as compared to \$14.3 million in the same period of 2013. The increase was principally due to the increase in fuel cost for our fishing vessels of \$15.6 million as a result of the fleet expansion. Depreciation and amortization increased by \$2.3 million due to amortization of operating license rights of the 20 new fishing vessels added in December 2013. Freight, labor cost and maintenance fee also increased, which was in line with the increase in revenue.

	Three Months Ended March 31,				Percentage Change
	2014		2013		
	US\$	% of revenue	US\$	% of revenue	%
Revenue	\$ 65,583	100.0%	\$ 19,669	100.0%	233.4%
Cost of revenue	\$ 41,542	63.3%	\$ 14,292	72.7%	190.7%
Gross profit	\$ 24,041	36.7%	\$ 5,377	27.3%	347.1%

Gross margin increased to 36.7% in the first quarter of 2014 from 27.3% in the same period of 2013, primarily due to an increase of 39.3% in average unit sales price, change in product mix and a tighter control on cost of revenue. Gross profit for the first quarter of 2014 was \$24.0 million, representing an increase of 347.1% as compared to \$5.4 million in the same period of 2013 as a result of business expansion.

Sales, General and Administrative Expenses

The following table sets forth sales, general and administrative (SG&A) expenses and income from operations both in amounts and as a percentage of revenue for the three months ended March 31, 2014 and 2013:

(Amounts in thousands, except for percentage)

	Three Months Ended March 31,				Percentage Change
	2014		2013		
	US\$	% of Revenue	US\$	% of Revenue	%
Gross profit	\$ 24,041	36.7%	\$ 5,377	27.3%	347.1%
Operating Expenses:					
<i>Selling and marketing expenses</i>	(671)	(1.0)%	(195)	(1.0)%	244.1%
<i>General & administrative expenses</i>					
<i>Legal and professional fees</i>	(112)	(0.2)%	(214)	(1.1)%	(47.7)%
<i>Salaries and staff welfare</i>	(210)	(0.3)%	(25)	(0.1)%	740.0%
<i>Service fee</i>	(115)	(0.2)%	-	-	100.0%
<i>Others</i>	(184)	(0.3)%	(62)	(0.3)%	196.8%
<i>Total G&A expenses</i>	(621)	(1.0)%	(301)	(1.5)%	106.3%
Total SG&A expenses	(1,292)	(2.0)%	(496)	(2.5)%	160.5%
Income from operations	\$ 22,749	34.7%	\$ 4,881	24.8%	366.1%

Total SG&A expenses increased by 160.5% to \$1.3 million in the three months ended March 31, 2014 from \$0.5 million in the same period of 2013. The increase in SG&A expenses was primarily attributable to higher sales expenses including storage and transportation fees, and salaries and staff welfare as a result of our expanded scale of operations, as well as higher administrative costs associated with the company being a publicly listed company. As a percentage of revenue, SG&A expenses remained constant with 2.0% and 2.5% in the first quarter of 2014 and 2013.

Other Income and Expenses

Net other expenses increased by 143.3% to \$1.1 million in the three months ended March 31, 2014 from \$0.4 million in the same period of 2013. The increase was primarily driven by an increase in interest expenses of \$0.7 million and an increase in foreign currency exchange loss of \$0.4 million, being partially offset by an increase in subsidy income of \$0.5 million.

Income Tax

We are exempted from income tax derived from our ocean fishing operations.

Net Income

(Amounts in thousands, except for percentage)

Three Months Ended March 31,					
2014			2013		
Revenue	Net income	Net margin	Revenue	Net income	Net margin
\$ 65,583	\$ 21,681	33.1%	\$ 19,669	\$ 4,442	22.6%

Net income for the three months ended March 31, 2014 was \$21.7 million, or 33.1% of revenue, compared to \$4.4 million, or 22.6% of revenue, in the same period of 2013.

Foreign Currency Translation Gain

During the three months ended March 31, 2014, we recognized a foreign currency translation loss of \$1.3 million, as a result of Renminbi depreciation.

LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 2014, we had total cash of \$26.0 million, an increase of \$17.9 million from \$8.1 million at December 31, 2013. Approximately \$25.6 million was held by our Chinese subsidiaries and VIEs. Our intent is to permanently reinvest these funds in the PRC and we have no plans to repatriate these funds.

Our current assets totaled \$55.2 million as of March 31, 2014 while our current liabilities totaled \$52.8 million. We have financed our activities to date primarily through cash generated from operating activities and loans from banks. We believe that our sources of funding will be sufficient to satisfy our currently anticipated cash requirements through at least the next 12 months.

The following table summarizes our cash flows for continuing operations for each of the periods indicated:

(Amounts in thousands)

	Three Months Ended March 31,	
	2014	2013
Net cash provided by operating activities	\$ 10,328	\$ 7,407
Net cash provided by/(used in) investing activities	1,602	(12,592)
Net cash provided by financing activities	6,381	4,078
Effect of exchange rate	(429)	107
Cash and cash equivalents at beginning of period	8,157	6,860
Cash and cash equivalents at end of period	\$ 26,039	\$ 5,860

Operating activities

For the three months ended March 31, 2014, cash provided by operating activities totaled \$10.3 million compared to \$7.4 million in the same period of 2013. This increase was primarily attributable to i) \$21.7 million of earnings in the first quarter of 2014; ii) a \$7.8 million increase in accounts receivable due to the expansion of our fleet and growth of operations; iii) a \$3.0 million increase in inventories to support the increased sales volume; and iv) a \$4.1 million decrease in accounts payable due to earlier settlement of purchase.

Investing activities

For the three months ended March 31, 2014, we had a net cash inflow of \$1.6 million from investing activities. This was primarily attributable to: i) \$1.9 million refunds of fixed assets deposits previously paid; and ii) \$0.3 million purchases of property, plant and equipment in the period.

Financing activities

For the three months ended March 31, 2014, we had a net cash inflow of \$6.4 million from financing activities which was primarily driven by: i) \$12.5 million proceeds from term loans and ii) \$6.7 million outflow for the repayments of loans.

Off-Balance Sheet Arrangements

Guarantees and collateral provided to related parties

In October 2012, Pingtan Fishing entered into two pledge contracts with China Minsheng Banking Corp., Ltd. Pursuant to the terms of the pledge contracts, Pingtan Fishing assigned 10 fishing vessels, as collateral to secure Hong Long's long-term loans from the financial institution in amount of approximately \$10.8 million, which are due on April 18, 2015. In addition to the collateral provided to Hong Long, Pingtan Fishing also guaranteed the repayment of \$46.3 million for Hong Long's long-term loans.

In August and September 2013, Pingtan Fishing entered into two pledge contracts with China Minsheng Banking Corp., Ltd. Pursuant to the terms of the pledge contracts, Pingtan Fishing assigned 12 fishing vessels, as collateral to provide maximum guarantees of \$9.9 million to Hong Long's term loans, which are due on December 26, 2013. Hong Long has rights to renew the loans within six months from the due date December 26, 2013 and the guarantee and pledges of Pingtan Fishing are still effective up to June 25, 2014.

In December 2013, Pingtan Fishing entered into a guarantee agreement with Ping An Bank Co., Ltd. Pursuant to the terms of the guarantee agreement, Pingtan Fishing provides maximum guarantees of approximately of \$8.3 million to Hong Long's credit line in amount of \$16.5 million, which is due on December 23, 2014.

As of the date of this Form 10-Q, Pingtan Fishing has not received any demands from the lender that the collateralized properties are intended to be disposed of or to make any payments under the guarantee.

Other arrangements

Pursuant to the Shares Purchase Agreement ("the Agreement") dated December 4, 2013, under which the Company exited and sold CDGC and its subsidiaries to Hong Long ("the buyer"), the Company is required to indemnify the buyer and the same indemnification responsibility applies to Hong Long for the events arising out of any breach of the Agreement or the memorandum of agreement in relation to the sale, purchase and delivery of the vessels for two years until December 3, 2015. The indemnifying party will be liable for the full amount of damages that exceed \$1 million. The amount of damage shall be the amount finally determined by a court of competent jurisdiction or appropriate governmental administrative agency, or the amount agreed to upon settlement in accordance with the terms of the Agreement.

Contractual Obligations

The Company has the following obligations as of March 31, 2014.

Contractual Obligations	Payments due by period				
	Total	< 1 year	1 – 3 years	3 – 5 years	> 5 years
Operating lease obligations					
- related party transactions	\$ 364,362	\$ 356,480	\$ 7,882	\$ -	\$ -
- non-related party transactions	91,461	91,461	-	-	-
Term Loans					
- related party transactions	-	-	-	-	-
- non-related party transactions	87,304,088	30,530,875	47,684,352	2,976,000	6,112,861
Total	<u>\$ 87,759,911</u>	<u>\$ 30,978,816</u>	<u>\$ 47,692,234</u>	<u>\$ 2,976,000</u>	<u>\$ 6,112,861</u>

Operating lease obligations

We have entered into various non-cancelable operating lease agreements for our cold storage warehouses and office premises, and for administrative support and consultation services with lease periods expiring primarily between 2014 and 2015. We recognize the relevant expenses under such leases on a straight-line basis over the terms of the leases.

Term loans

Term loan liabilities represent cash obligations recorded on our consolidated balance sheet. The amounts represent principal payments to be made over the lives of the debts.

Recent accounting pronouncements

Management does not believe that any recently issued, but not effective, accounting standards, if currently adopted, would have a material effect on the Company's financial statements.

RESULTS OF DISCONTINUED OPERATIONS

THREE MONTHS ENDED MARCH 31, 2013

During the year ended December 31, 2013, we decided to exit our dredging businesses (see *Note 2 — Discontinued Operations*) in order to increase the focus on the Company's core operations and to improve overall profitability. In addition, we established certain targets in the areas of internal control in order to enhance the Company's profitability profile. As a result of this business exit, we believe the Company is better positioned to achieve improved future financial results. The sale of our wholly owned subsidiary of CDGC is reflected as discontinued operations. Our operating results for the three months ended March 31, 2013 have been adjusted to properly reflect discontinued operation. The transaction involved no cash but the Company's \$155.2 million, 4% promissory note due on June 19, 2015 was forgiven. We do not foresee any material impact on our liquidity and financial condition as a result of this disposal. We also do not anticipate any contingencies which would be required to accrue and include in our 2013 financials.

Revenue is derived from contract revenue of our dredging services. The table below sets forth more detail regarding the results of discontinued operations:

(Amounts in thousands, except for percentage)

	For the Three Months Ended March 31, 2013	
	US\$	% of Revenue
Revenue	\$ 26,739	100.0%
Cost of revenue	(16,023)	(59.9)%
Gross profit	10,716	40.1%
Operating expenses		
Total general and administrative expenses	(1,106)	(4.2)%
Operating income	9,610	35.9%
Income before income taxes	11,543	43.2%
Income taxes	(2,203)	(8.3)%
Net income	\$ 9,340	34.9%

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in reports filed or submitted under the Securities Exchange Act of 1934, as amended (“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 under the Exchange Act is accumulated and communicated to management, including the principal executive and financial officers, as appropriate to allow timely decisions regarding required disclosure. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

In connection with the preparation of the quarterly report on Form 10-Q for the quarter ended March 31, 2014, our management, including our principal executive officer and principal financial officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures, which are defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Based on this evaluation, management concluded that our internal control over financial reporting was not effective as of March 31, 2014, due to the identification of a material weakness. The material weakness we identified was we did not properly identify disclosures required related to discontinued operations required for the prior period as a result of the fact that none of our employees had any formal training in U.S. GAAP and SEC rules and regulations.

Notwithstanding management’s assessment that our disclosure controls and procedures were ineffective as of March 31, 2014 due to the material weaknesses described above, we believe that the financial statements included in this Quarterly Report on Form 10-Q present fairly our financial condition, results of operations and cash flows for the periods covered thereby in all material respects.

We have undertaken significant steps to remediate the material weakness described above and to improve our internal control over financial reporting. On April 18, 2013, we appointed Mr. Roy Yu as Chief Financial Officer of the Company. Mr. Yu has over 8 years’ experience in senior management roles in U.S. listed companies and served as Chief Financial Officer or senior financial executive for three companies. Prior to joining the Company, Mr. Yu served as the Chief Financial Officer of Lihua International, Inc. (NASDAQ: LIWA). Mr. Yu attended London Southbank University from 2001 to 2004, where he holds a degree in accounting and finance. In 2005, Mr. Yu was trained in Sarbanes-Oxley Act compliance. On May 6, 2013, the Company appointed Mr. Lam Man Fung as Financial Controller of the Company. Prior to joining the Company, Mr. Lam served as Financial Controller of Shouguang Dili Agri-products Group Company Limited. From 2005 to 2009, Mr. Lam was a senior auditor of Ernst & Young. Management believes Mr. Yu and Mr. Lam will bring to the Company necessary professional knowledge and will lead the Company in taking remediation steps necessary to address the material weakness described above, regarding that none of the Company’s employees had any formal training in U.S. GAAP and SEC rules and regulations. On May 16, 2013, the Company appointed an independent compliance consultant of the Company to review and advise on the Company’s system of internal control over financing reporting pursuant to the Section 404 requirements of the Sarbanes-Oxley. We have taken further steps to improve our internal control over financial reporting. We have engaged a PCAOB registered and inspected public accounting firm in the United States to provide consulting services to us in matters involving U.S. GAAP and SEC rules and regulations. We have also trained our accounting, internal audit and finance staff with these functions, and implemented additional financial and management controls, reporting systems and procedures.

We believe that our remediation measures and our continuing plan have significantly remediated the material weakness.

However, if we fail to timely achieve and maintain the adequacy of our internal controls, we may not be able to conclude that we have effective internal control over financial reporting. As a result, our failure to achieve and maintain effective internal control over financial reporting could result in the loss of investor confidence in the reliability of our financial statements, which in turn could harm our business and negatively impact the value of our securities.

Changes in Internal Control over Financial Reporting

Except as otherwise discussed herein, there have been no changes in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

Factors that could cause our actual results to differ materially from those in this report are any of the risks described in Annual Report on Form 10-K for the fiscal year ended December 31, 2013 filed with the SEC. Any of these factors could result in a significant or material adverse effect on our results of operations or financial condition. Additional risk factors not presently known to us or that we currently deem immaterial may also impair our business or results of operations. As of the date of this Report, there have been no material changes to the risk factors disclosed in Annual Report on Form 10-K for the fiscal year ended December 31, 2013, except we may disclose changes to such factors or disclose additional factors from time to time in our future filings with the SEC.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The following exhibits are filed as part of, or incorporated by reference into, this Quarterly Report on Form 10-Q.

Exhibit

31.1*	Certification of the Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a).
31.2*	Certification of the Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a).
32*	Certification of the Chief Executive Officer and Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. 1350.
101.INS**	XBRL INSTANCE DOCUMENT
101.SCH**	XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT
101.CAL**	XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT
101.DEF**	XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT
101.LAB**	XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT
101.PRE**	XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT

* Filed herewith

** Furnished herewith

** Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

SIGNATURES

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

PINGTAN MARINE ENTERPRISE LTD.

(Registrant)

Date: May 7, 2014

By: /s/ Xinrong Zhuo
Xinrong Zhuo
Chairman and Chief Executive Officer

Date: May 7, 2014

By: /s/ Roy Yu
Roy Yu
Chief Financial Officer

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Xinrong Zhuo, certify that:

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

Date: May 7, 2014

By: /s/ Xinrong Zhuo
Xinrong Zhuo
Chairman and Chief Executive Officer

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Roy Yu, certify that:

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

Date: May 7, 2014

By: /s/ Roy Yu
Roy Yu
Chief Financial Officer

Certifications Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350

Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350

The undersigned, Xinrong Zhuo and Roy Yu, in their capacities as Chief Executive Officer and Chief Financial Officer, respectively, of Pingtan Marine Enterprise Ltd. (the "Registrant") do each hereby certify with respect to the Quarterly Report on Form 10-Q of the Registrant for the period ended March 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant as of, and for, the periods presented in this Report.

Date: May 7, 2014

/s/ Xinrong Zhuo

Xinrong Zhuo

Chairman and Chief Executive Officer

Date: May 7, 2014

/s/ Roy Yu

Roy Yu

Chief Financial Officer
