

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 September 30, 2018

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 of organization)

**N/A**

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

**18/F, Zhongshan Building A,  
No. 154 Hudong Road  
Fuzhou, China 350001**  
(Address of principal executive offices)

**(86) 591-8727-1266**

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted 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 such files). Yes  No

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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

As of November 8, 2018, the outstanding number of the registrant's ordinary shares, par value \$0.001 per share, was 79,055,053.

PINGTAN MARINE ENTERPRISE LTD.

FORM 10-Q  
September 30, 2018

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## FORWARD LOOKING STATEMENTS

This report contains forward-looking statements regarding our business, financial condition, results of operations and prospects. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates” and similar expressions or variations of such words are intended to identify forward-looking statements, but are not deemed to represent an all-inclusive means of identifying forward-looking statements as denoted in this report. Additionally, statements concerning future matters are forward-looking statements.

Although forward-looking statements in this report reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by us. Consequently, forward-looking statements are inherently subject to risks and uncertainties and actual results and outcomes may differ materially from the results and outcomes discussed in or anticipated by the forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those specifically addressed under the headings “Risks Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our annual report on Form 10-K, in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this Form 10-Q and information contained in other reports that we file with the SEC. You are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this report.

We file reports with the SEC. The SEC maintains a website ([www.sec.gov](http://www.sec.gov)) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including us. You can also read and copy any materials we file with the SEC at the SEC’s Public Reference Room at 100 F Street, NE, Washington, DC 20549. You can obtain additional information about the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

We undertake no obligation to revise or update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this report, except as required by law. Readers are urged to carefully review and consider the various disclosures made throughout the entirety of this quarterly report, which are designed to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations and prospects.

Unless otherwise indicated, references in this report to “we,” “us” or the “Company” refer to Pingtan Marine Enterprise Ltd. and its subsidiaries.

**PART 1 - FINANCIAL INFORMATION**

Item 1. Financial Statements.

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

	September 30, 2018	December 31, 2017
	<u>(Unaudited)</u>	<u></u>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash	\$ 9,520,325	\$ 2,005,540
Restricted cash	-	1,821,187
Accounts receivable, net of allowance for doubtful accounts	5,876,688	13,012,671
Inventories, net of reserve for inventories	8,758,299	3,560,261
Prepaid expenses	2,928,564	110,536
Other receivables	676,228	273,151
	<u>27,760,104</u>	<u>20,783,346</u>
<b>OTHER ASSETS:</b>		
Cost method investment	3,052,681	3,213,859
Equity method investment	28,875,594	30,521,466
Prepayment for long-term assets	-	11,577,057
Property, plant and equipment, net	186,682,836	135,042,467
	<u>218,611,111</u>	<u>180,354,849</u>
<b>Total Assets</b>	<u><b>\$ 246,371,215</b></u>	<u><b>\$201,138,195</b></u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 40,233,469	\$ 4,301,146
Accounts payable - related parties	2,355,353	1,803,698
Short-term bank loans	-	14,600,978
Long-term bank loans - current portion	7,486,336	5,968,596
Accrued liabilities and other payables	4,195,792	5,354,616
Due to related parties	11,165,392	4,386,901
	<u>65,436,342</u>	<u>36,415,935</u>
<b>Total Current Liabilities</b>	<u><b>65,436,342</b></u>	<u><b>36,415,935</b></u>
<b>OTHER LIABILITIES:</b>		
Long-term bank loans - non-current portion	26,093,150	17,217,104
	<u>26,093,150</u>	<u>17,217,104</u>
<b>Total Liabilities</b>	<u><b>91,529,492</b></u>	<u><b>53,633,039</b></u>
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>SHAREHOLDERS' EQUITY:</b>		
Equity attributable to owners of the company:		
Ordinary shares (\$0.001 par value; 225,000,000 shares authorized; 79,055,053 shares issued and outstanding at September 30, 2018 and December 31, 2017)	79,055	79,055
Additional paid-in capital	81,682,599	81,682,599
Retained earnings	54,398,379	40,349,189
Statutory reserve	12,978,343	12,978,343
Accumulated other comprehensive loss	(13,412,643)	(5,731,889)
Total equity attributable to owners of the company	135,725,733	129,357,297
Non-controlling interest	19,115,990	18,147,859
	<u>154,841,723</u>	<u>147,505,156</u>
<b>Total Shareholders' Equity</b>	<u><b>154,841,723</b></u>	<u><b>147,505,156</b></u>
<b>Total Liabilities and Shareholders' Equity</b>	<u><b>\$ 246,371,215</b></u>	<u><b>\$201,138,195</b></u>

See condensed notes to unaudited consolidated financial statements

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
REVENUE	\$ 14,685,465	\$ 5,462,792	\$ 39,175,903	\$ 46,819,813
COST OF REVENUE	<u>5,300,829</u>	<u>5,549,796</u>	<u>17,235,179</u>	<u>33,360,356</u>
GROSS PROFIT (LOSS)	<u>9,384,636</u>	<u>(87,004)</u>	<u>21,940,724</u>	<u>13,459,457</u>
OPERATING EXPENSES:				
Selling	319,919	194,202	1,181,720	761,495
General and administrative	774,693	977,603	3,855,961	3,325,268
General and administrative - depreciation	1,378,056	1,219,006	4,423,289	3,582,549
Grant income	(7,477,736)	(9,274,101)	(8,529,848)	(22,023,741)
(Gain) loss on fixed assets disposal	<u>(49,626)</u>	<u>190,162</u>	<u>2,129,124</u>	<u>187,709</u>
Total Operating Expenses	<u>(5,054,694)</u>	<u>(6,693,128)</u>	<u>3,060,246</u>	<u>(14,166,720)</u>
INCOME FROM OPERATIONS	<u>14,439,330</u>	<u>6,606,124</u>	<u>18,880,478</u>	<u>27,626,177</u>
OTHER INCOME (EXPENSE):				
Interest income	4,552	20,617	39,084	172,043
Interest expense	(261,974)	(490,383)	(919,542)	(1,841,792)
Foreign currency transaction (loss) gain	(373,237)	396,852	(207,022)	941,734
(Loss) gain from cost method investment	(9,052)	318,125	388,368	318,125
Loss on equity method investment	(60,422)	(322,151)	(121,537)	(27,500)
Other expense	<u>(2,312)</u>	<u>(66)</u>	<u>(2,997)</u>	<u>(6,331)</u>
Total Other Expense, net	<u>(702,445)</u>	<u>(77,006)</u>	<u>(823,646)</u>	<u>(443,721)</u>
INCOME BEFORE INCOME TAXES	13,736,885	6,529,118	18,056,832	27,182,456
INCOME TAXES	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
NET INCOME	<u>\$ 13,736,885</u>	<u>\$ 6,529,118</u>	<u>\$ 18,056,832</u>	<u>\$ 27,182,456</u>
LESS: NET INCOME ATTRIBUTABLE TO THE NON- CONTROLLING INTEREST	<u>1,133,820</u>	<u>576,194</u>	<u>1,635,990</u>	<u>2,351,967</u>
NET INCOME ATTRIBUTABLE TO OWNERS OF THE COMPANY	<u>\$ 12,603,065</u>	<u>\$ 5,952,924</u>	<u>\$ 16,420,842</u>	<u>\$ 24,830,489</u>
COMPREHENSIVE INCOME:				
NET INCOME	13,736,885	6,529,118	18,056,832	27,182,456
OTHER COMPREHENSIVE (LOSS) INCOME				
Unrealized foreign currency translation (loss) gain	(6,297,631)	2,138,127	(8,348,613)	4,821,019
COMPREHENSIVE INCOME	<u>\$ 7,439,254</u>	<u>\$ 8,667,245</u>	<u>\$ 9,708,219</u>	<u>\$ 32,003,475</u>
LESS: COMPREHENSIVE INCOME ATTRIBUTABLE TO THE NON-CONTROLLING INTEREST	630,060	744,763	968,131	2,732,334
COMPREHENSIVE INCOME ATTRIBUTABLE TO OWNERS OF THE COMPANY	<u>\$ 6,809,194</u>	<u>\$ 7,922,482</u>	<u>\$ 8,740,088</u>	<u>\$ 29,271,141</u>
NET INCOME PER ORDINARY SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Basic and diluted	<u>\$ 0.16</u>	<u>\$ 0.08</u>	<u>\$ 0.21</u>	<u>\$ 0.31</u>
WEIGHTED AVERAGE ORDINARY SHARES OUTSTANDING:				
Basic and diluted	<u>79,055,053</u>	<u>79,055,053</u>	<u>79,055,053</u>	<u>79,055,053</u>

See condensed notes to unaudited consolidated financial statements



PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES  
 UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
 FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018  
 (IN U.S. DOLLARS)

	Equity Attributable To Owners of The Company							Total Shareholders' Equity
	Ordinary Shares		Additional Paid-in Capital	Retained Earnings	Statutory Reserve	Accumulated Other Comprehensive Loss	Non- controlling Interest	
	Number of Shares	Amount						
Balance, December 31, 2017	79,055,053	\$ 79,055	\$81,682,599	\$40,349,189	\$12,978,343	\$ (5,731,889)	\$18,147,859	\$147,505,156
Acquisition of fishing vessels from related party								
Net Income	-	-	-	16,420,842	-	-	1,635,990	18,056,832
Dividend declared	-	-	-	(2,371,652)	-	-	-	(2,371,652)
Foreign currency translation adjustment	-	-	-	-	-	(7,680,754)	(667,859)	(8,348,613)
Balance, September 30, 2018 (Unaudited)	<u>79,055,053</u>	<u>\$ 79,055</u>	<u>\$81,682,599</u>	<u>\$54,398,379</u>	<u>\$12,978,343</u>	<u>\$ (13,412,643)</u>	<u>\$19,115,990</u>	<u>\$154,841,723</u>

See condensed notes to unaudited consolidated financial statements

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

	For the Nine Months Ended September 30,	
	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 18,056,832	\$ 27,182,456
Adjustments to reconcile net income from operations to net cash provided by operating activities:		
Depreciation	6,933,572	6,454,155
(Decrease) increase in allowance for doubtful accounts	(36,814)	221,209
Increase in reserve for inventories	38,614	2,639,816
Loss on equity method investment	121,537	27,500
Loss on disposal of fixed assets	2,129,124	194,039
Changes in operating assets and liabilities:		
Accounts receivable	6,877,799	5,928,573
Inventories	(5,711,759)	3,421,517
Advances to suppliers	-	3,133,470
Prepaid expenses	(5,729,266)	8,311
Prepaid expenses - related parties	-	(225,434)
Other receivables	(435,794)	32,217,955
Other receivables - related party	-	1,180,928
Accounts payable	(530,936)	954,719
Accounts payable - related parties	677,529	2,024,366
Accrued liabilities and other payables	(939,878)	854,714
Accrued liabilities and other payables - related party	-	(9,886,677)
Due to related parties	2,529,409	14,854
	<u>23,979,969</u>	<u>76,346,471</u>
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>		
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of property, plant and equipment	(21,915,319)	(45,292,877)
Proceeds from government grants for fishing vessels construction	5,302,166	2,941,912
Payments for equity method investment	-	(294,191)
	<u>(16,613,153)</u>	<u>(42,645,156)</u>
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from short-term bank loans	15,184,981	12,912,868
Repayments of short-term bank loans	(14,633,675)	(18,701,191)
Repayments of long-term bank loans	(2,990,981)	(8,722,769)
Advances from related parties	3,712,957	2,982,394
Payments made for dividend	(2,371,652)	(2,371,652)
	<u>(1,098,370)</u>	<u>(13,900,350)</u>
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		
EFFECT OF EXCHANGE RATE ON CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(574,848)	1,038,979
NET INCREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	5,693,598	20,839,944
CASH, CASH EQUIVALENTS AND RESTRICTED CASH - beginning of period	3,826,727	3,732,318
CASH, CASH EQUIVALENTS AND RESTRICTED - end of period	<u>\$ 9,520,325</u>	<u>\$ 24,572,262</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Cash paid for:		
Interest	\$ 1,331,128	\$ 1,945,560
Income taxes	\$ -	\$ -
<b>RECONCILIATION TO AMOUNTS ON CONSOLIDATED BALANCE SHEETS:</b>		
Cash and cash equivalents	9,520,325	22,251,902
Restricted cash	-	2,320,360
TOTAL CASH, CASH EQUIVALENTS AND RESTRICTED CASH	<u>\$ 9,520,325</u>	<u>\$ 24,572,262</u>

NON-CASH INVESTING AND FINANCING ACTIVITIES:

Acquisition of property and equipment by decreasing prepayment for long-term assets	\$ 11,602,983	\$ 1,029,669
Property and equipment acquired on credit as payable	\$ 38,672,775	4,818,866

See condensed notes to unaudited consolidated financial statements

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES  
CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
(IN U.S. DOLLARS)  
SEPTEMBER 30, 2018

NOTE 1 – DESCRIPTION OF BUSINESS AND ORGANIZATION

Pingtan Marine Enterprise Ltd. (the “Company” or “PME”), formerly China Growth Equity Investment Limited (“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 People’s Republic of China (“PRC”). In connection with its initial business combination, in February 2013, CGEI changed its name to Pingtan Marine Enterprise Ltd.

On October 24, 2012, CGEI and China Dredging Group Co., Ltd (“CDGC” or “China Dredging”) entered into a Merger Agreement providing for the combination of CGEI and CDGC and on October 24, 2012, CGEI also acquired all of the outstanding capital shares and other equity interests of Merchant Supreme Co., Ltd. (“Merchant Supreme”), a company incorporated on June 25, 2012, in British Virgin Island (“BVI”), as per a Share Purchase Agreement. On February 25, 2013, the merger between the Company, CDGC and Merchant Supreme became effective and was accounted for as a “reverse merger” and recapitalization since the common shareholders of CDGC and Merchant Supreme (i) owned a majority of the outstanding ordinary shares of the Company immediately following the completion of the transaction, and (ii) have significant influence and the ability to elect or appoint or to remove a majority of the members of the governing body of the combined entity. In accordance with the provision of Financial Accounting Standards Board Accounting Standards Codification (“ASC”) 805-40, CDGC and Merchant Supreme are deemed the accounting acquirers and the Company is the legal acquirer in the transaction and, consequently, the transaction is treated as a recapitalization of the Company. The Company’s assets, liabilities and results of operations were consolidated with the assets, liabilities and results of operations of CDGC, Merchant Supreme and their subsidiaries subsequent to the acquisition date of February 25, 2013. Following the completion of the business combination which became effective on February 25, 2013, CDGC and Merchant Supreme became the wholly-owned subsidiaries of the Company. The ordinary shares, par value \$0.001 per share are listed on The NASDAQ Capital Market under the symbol “PME”.

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 China Dredging; the Company completed the sale of CDGC and its subsidiaries on December 4, 2013.

On February 9, 2015, the Company terminated its existing Variable Interest Entity (“VIE”) agreements, pursuant to an Agreement of Termination dated February 9, 2015, entered into by and among Ms. Honghong Zhuo, Mr. Zhiyan Lin (each a shareholder of Fujian Provincial Pingtan County Ocean Fishing Group Co., Ltd (“Pingtan Fishing”), together the “Pingtan Fishing’s Shareholders”), Pingtan Fishing and Pingtan Guansheng Ocean Fishing Co., Ltd. (“Pingtan Guansheng”). On February 9, 2015, the Pingtan Fishing’s Shareholders transferred 100% of their equity interest in Pingtan Fishing to Fujian Heyue Marine Fishing Development Co., Ltd. (“Fujian Heyue”), pursuant to an Equity Transfer Agreement dated February 9, 2015, entered into by and among the Pingtan Fishing’s Shareholders, Pingtan Fishing and Fujian Heyue. On February 15, 2015, China Agriculture Industry Development Fund Co., Ltd. (“China Agriculture”) invested RMB 400 million (approximately \$65 million) into Pingtan Fishing for an 8% equity interest in Pingtan Fishing. After the restructuring transactions described above, Pingtan Fishing and its entities became the 92% equity-owned subsidiaries of the Company and was no longer a VIE.

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES  
CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
(IN U.S. DOLLARS)  
SEPTEMBER 30, 2018

NOTE 1 – DESCRIPTION OF BUSINESS AND ORGANIZATION (continued)

Details of the Company’s subsidiaries which are included in these consolidated financial statements as of September 30, 2018 are as follows:

Name of subsidiaries	Place and date of incorporation	Percentage of ownership	Principal activities
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. ("Pingtang Guansheng")	PRC, October 12, 2012	100% held by Prime Cheer	Intermediate holding company
Fujian Heyue Marine Fishing Development Co., Ltd. ("Fujian Heyue")	PRC, January 27, 2015	100% held by Pingtang Guansheng	Intermediate holding company
Fujian Provincial Pingtang County Fishing Group Co., Ltd. ("Pingtang Fishing")	PRC, February 27, 1998	92% held by Fujian Heyue	Oceanic fishing
Pingtang Dingxin Fishing Information Consulting Co., Ltd. ("Pingtang Dingxin")	PRC, October 23, 2012	100% held by Pingtang Fishing	Dormant
Pingtang Duoying Fishing Information Consulting Co., Ltd. ("Pingtang Duoying")	PRC, October 23, 2012	100% held by Pingtang Fishing	Dormant
Pingtang Ruiying Fishing Information Consulting Co., Ltd. ("Pingtang Ruiying")	PRC, October 23, 2012	100% held by Pingtang Fishing	Dormant
Pingtang Yikang Global Fishery Co., Ltd. ("Yikang Fishery")	PRC, September 14, 2017	100% held by Pingtang Fishing	Dormant
Pingtang Shinsilkroad Fishery Co., Ltd. ("Shinsilkroad Fishery")	PRC, September 14, 2017	100% held by Pingtang Fishing	Dormant
Fuzhou Howcious Investment Co., Ltd ("Howcious Investment")	PRC, September 5, 2017	100% held by Pingtang Fishing	Dormant
Fuzhou Howcious Restaurant Management Co., Ltd ("Howcious Management")	PRC, August 16, 2017	100% held by Pingtang Fishing	Dormant
Pingtang Ocean Fishery Co., Ltd ("Ocean Fishery")	PRC, July 21, 2017	100% held by Pingtang Fishing	Dormant

PINGTAN MARINE ENTERPRISE LTD. AND SUBSIDIARIES  
CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
(IN U.S. DOLLARS)  
SEPTEMBER 30, 2018

NOTE 1 – DESCRIPTION OF BUSINESS AND ORGANIZATION (continued)

Fujian Heyue, through its PRC subsidiary, Pingtan Fishing, engages in ocean fishing with its owned and controlled vessels within the Indian Exclusive Economic Zone, Arafura Sea of Indonesia and the international waters of Atlantic and Pacific Oceans.

The Company meets its day-to-day working capital requirements through cash flow provided by operations, bank loans and related parties' advances. The Indonesian government's moratorium on fishing licenses renewals creates uncertainty over fishing operations in Indonesian waters. The Company's forecasts and projections, taking into account operations in Indian waters and international waters and consideration of opportunities in new fishing territories, shows that the Company has adequate resources to continue in operational existence for the foreseeable future.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These interim consolidated financial statements of the Company and its subsidiaries 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 unaudited consolidated financial statements for any interim periods are not necessarily indicative of the results that may be reported for the entire year. The accompanying unaudited 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 Company's unaudited consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

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, 2017 filed with the Securities and Exchange Commission on March 14, 2018.

Use of estimates

The preparation of the unaudited consolidated financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and the related disclosures at the date of the financial statements and during the reporting period. Actual results could materially differ from these estimates. Significant estimates in the three and nine months ended September 30, 2018 and 2017 include allowance for doubtful accounts, reserve for inventories, the useful life of property, plant and equipment, assumptions used in assessing impairment of long-term assets and valuation of deferred tax assets and accruals for taxes due.

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NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash

Cash consists of cash on hand and cash in banks. The Company maintains cash with various financial institutions in the PRC and Hong Kong and none of these deposits are covered by insurance. At September 30, 2018 and December 31, 2017, cash balances in the PRC were \$9,281,572 and \$1,995,465, respectively, and cash balances in Hong Kong were \$238,753 and \$10,075, respectively, and are uninsured. The Company has not experienced any losses in bank accounts and believes it is not exposed to any risks on its cash in bank accounts.

Restricted cash

Restricted cash consists of cash deposits held by China Development Bank to secure short term bank loans from China Development Bank. At September 30, 2018 and December 31, 2017, restricted cash amounted \$0 and \$1,821,187, respectively.

Fair value of financial instruments

The Company adopted the guidance of ASC Topic 820 for fair value measurements which clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1-Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2-Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3-Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The carrying amounts reported in the consolidated balance sheets for cash, restricted cash, accounts receivable, inventories, advances to suppliers, prepaid expenses, prepaid expenses – related party, other receivables, other receivables – related party, accounts payable, accounts payable – related parties, bank loans, accrued liabilities and other payables, accrued liabilities and other payables – related party, and due to related parties approximate their fair market value based on the short-term maturity of these instruments. As of September 30, 2018, the Company does not have any assets or liabilities that are measured on a recurring basis at fair value. The Company's short-term bank borrowings that are considered Level 2 financial instruments measured at fair value on a non-recurring basis as of September 30, 2018. As of September 30, 2018, the Company does not have any level 3 financial instruments.

ASC Topic 825-10 "Financial Instruments" allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value (fair value option). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable, unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. The Company did not elect to apply the fair value option to any outstanding instruments.

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NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounts receivable

Accounts receivable are presented net of an allowance for doubtful accounts. The Company maintains an allowance for doubtful accounts for estimated losses. The Company reviews the accounts receivable on a periodic basis and makes general and specific allowance when there is doubt as to the collectability of individual balances. In evaluating the collectability of individual receivable balance, the Company considers many factors, including the age of the balance, a customer's historical payment history, its current credit-worthiness and current economic trends. Accounts are written off after exhaustive efforts at collection. The Company only grants credit terms to established customers who are deemed to be financially responsible. Credit periods to customers are within 180 days after customers received the purchased goods. At September 30, 2018 and December 31, 2017, the Company established, based on a review of its outstanding balances, an allowance for doubtful accounts in the amounts of \$29,110 and \$67,379, respectively.

Inventories

Inventories, consisting of frozen fish and marine catches, are stated at the lower of cost or market utilizing the weighted average method. The cost of inventories is primarily comprised of fuel, freight, depreciation, direct labor, consumables, government levied charges and taxes. Consumables include fishing nets and metal containers used by fishing vessels. The Company's fishing fleets in Indian and Indonesian waters and Western and Central Pacific Ocean of the international waters operate throughout the year, although the May to July period demonstrates lower catch quantities compared to the October to January period, which is the peak season.

An allowance is established when management determines that certain inventories may not be saleable. If inventory costs exceed expected market value due to obsolescence or quantities in excess of expected demand, the Company will record reserve for the difference between the cost and the market value. These reserves are recorded based on estimates. At September 30, 2018 and December 31, 2017, the Company recorded a reserve for inventories in the amount of \$36,596 and \$0, respectively.

When recorded, inventory reserves are intended to reduce the carrying value of inventories to their net realizable value. The Company regularly evaluates the ability to realize the value of inventories based on a combination of factors including the following: forecasted sales, estimated current and future market value.

Prepaid expenses

Prepaid expenses represent the cash paid in advance for the purchase of raw material from suppliers. The advance payments are intended to ensure preferential pricing and delivery. The amounts advanced under such arrangements totaled \$2,928,564 and \$110,536 at September 30, 2018 and December 31, 2017, respectively.

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, and to the extent required, license in local fishing territories where the vessels operate. 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 our fishing vessels operating in Indonesian waters requires a fishing license granted by the authority in Indonesia.

Investment in unconsolidated company – Global Deep Ocean

The Company uses the equity method of accounting for its investment in, and earning or loss of, companies that it does not control but over which it does exert significant influence. The Company considers whether the fair value of its equity method investment has declined below its carrying value whenever adverse events or changes in circumstances indicate that recorded value may not be recoverable. If the Company considers any decline to be other than temporary (based on various factors, including historical financial results and the overall health of the investee), then a write-down would be recorded to estimated fair value. See Note 7 for discussion of equity method investment.

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NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment

Property, plant and equipment are carried at cost and are depreciated on a straight-line basis over the estimated useful lives of the assets. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in income in the year of disposition. The Company examines the possibility of decreases in the value of fixed assets when events or changes in circumstances reflect the fact that their recorded value may not be recoverable.

The estimated useful lives of the assets are as follows:

	<u>Estimated useful life</u>
Fishing vessels	10 - 20 Years
Vehicles	5 Years
Office and other equipment	3 - 5 Years

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

Capitalized interest

Interest associated with the construction of fishing vessels 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 \$367,917 and \$129,847 for the three months ended September 30, 2018 and 2017, respectively, in the fishing vessels under construction. The Company capitalized interest of \$568,790 and \$192,268 for the nine months ended September 30, 2018 and 2017, respectively, in the fishing vessels under construction.

Impairment of long-lived assets

In accordance with ASC Topic 360, the Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable, or at least annually. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The amount of impairment is measured as the difference between the asset's estimated fair value and its book value. The Company did not record any impairment charge for the three and nine months ended September 30, 2018 and 2017.

Revenue recognition

Pursuant to the guidance of ASC Topic 606, the Company recognizes revenue when a sales arrangement with a customer exists (e.g., contract, purchase orders, others), transaction price is fixed or determinable and the Company has satisfied its performance obligation per the sales arrangement. Company sales arrangements have standard payment terms that do not exceed a year. The majority of Company revenue originates from contracts with a single performance obligation to deliver products. The Company's performance obligations are satisfied when control of the product is transferred to the customer per the arranged shipping terms.

The Company records a contract asset when it has a right to payment from a customer that is conditioned on events other than the passage of time. The Company also records a contract liability when customers prepay but the Company has not yet satisfied its performance obligation. The Company did not have any material unsatisfied performance obligations, contract assets or liabilities as of September 30, 2018 and December 31, 2017.

With respect 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 a 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.

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NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Government grant

Government grants are recognized when 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, it 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.

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 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 accompanying unaudited consolidated statements of operations and comprehensive income.

The Company's subsidiary, 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.

The new China's Enterprise Income Tax Law ("EIT Law") also provides that an enterprise established under the laws of foreign countries or regions but whose "de facto management body" is located in the PRC be treated as a resident enterprise for PRC tax purposes and consequently be subject to the PRC income tax at the rate of 25% for its worldwide income. The Implementing Rules of the new EIT Law merely defines the location of the "de facto management body" as "the place where the exercising, in substance, of the overall management and control of the production and business operation, personnel, accounting, properties, etc., of a non-PRC company is located." On April 22, 2009, the PRC State Administration of Taxation further issued a notice entitled "Notice Regarding Recognizing Offshore-Established Enterprises Controlled by PRC Shareholders as Resident Enterprises Based on Their Place of Effective Management." Under this notice, a foreign company controlled by a PRC company or a group of PRC companies shall be deemed as a PRC resident enterprise if (i) the senior management and the core management departments in charge of its daily operations mainly function in the PRC; (ii) its financial decisions and human resource decisions are subject to decisions or approvals of persons or institutions in the PRC; (iii) its major assets, accounting books, company seals, minutes and files of board meetings and shareholders' meetings are located or kept in the PRC; and (iv) more than half of the directors or senior management personnel with voting rights reside in the PRC. Based on a review of surrounding facts and circumstances, the company does not believe that it is likely that its operations outside of the PRC should be considered a resident enterprise for PRC tax purposes. However, due to limited guidance and implementation history of the new EIT Law, should the Company be treated as a resident enterprise for PRC tax purposes, the Company will be subject to PRC tax on worldwide income at a uniform tax rate of 25% retroactive to May 3, 2012.

In addition, Pingtan Fishing is not subject to foreign income taxes for its operations in either India and Indonesia Exclusive Economic Zones or the Western and Central Pacific Fisheries Commission areas.

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.

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NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes (continued)

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 operations and comprehensive income in the period that includes the enactment date.

The Company has not recorded deferred income taxes applicable to undistributed earnings of the subsidiaries located in the PRC because it is the present intention of management to reinvest the undistributed earnings indefinitely in PRC. The cumulative undistributed earnings from PRC subsidiaries amounted to approximately \$226.3 million and \$207.5 million as of September 30, 2018 and December 31, 2017, respectively, which are included in consolidated retained earnings. 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 September 30, 2018 and December 31, 2017, there were no amounts that had been accrued with respect to uncertain tax positions.

Shipping and handling costs

Shipping and handling costs are included in selling expense and totaled \$75,049 and \$21,981 for the three months ended September 30, 2018 and 2017, respectively. Shipping and handling costs are totaled \$365,881 and \$221,843 for the nine months ended September 30, 2018 and 2017, respectively.

Employee benefits

The Company makes mandatory contributions to the PRC government's health, retirement benefit and unemployment funds in accordance with the relevant Chinese social security laws. The costs of these payments are charged to the same accounts as the related salary costs in the same period as the related salary costs incurred. Employee benefit costs totaled \$74,135 and \$123,925 for the three months ended September 30, 2018 and 2017, respectively. Employee benefit costs totaled \$329,112 and \$307,376 for the nine months ended September 30, 2018 and 2017, respectively.

Advertising

Advertising is expensed as incurred and is included in selling expense on the accompanying consolidated statements of operations and comprehensive income and totaled \$0 and \$21,058 for the three months ended September 30, 2018 and 2017, respectively. Advertising totaled \$20,453 and \$50,171 for the nine months ended September 30, 2018 and 2017, respectively.

Research and development

Research and development costs are expensed as incurred and are included in general and administrative expense. The Company did not incur any research and development costs during the three and nine months ended September 30, 2018 and 2017.

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NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currency translation

The reporting currency of the Company is the U.S. dollar. The functional currency of the parent company and subsidiaries of Merchant Supreme and Prime Cheer is the U.S. dollar and the functional currency of the Company's subsidiaries of Pingtan Guansheng, Fujian Heyue and Pingtan Fishing is the Chinese Renminbi ("RMB"). For the subsidiaries of Pingtan Guansheng, Fujian Heyue and Pingtan Fishing, whose functional currencies are the RMB, results of operations and cash flows are translated at average exchange rates during the period, assets and liabilities are translated at the unified exchange rate at the end of the period, and equity is translated at historical exchange rates. As a result, amounts relating to assets and liabilities reported on the statements of cash flows may not necessarily agree with the changes in the corresponding balances on the balance sheets. Translation adjustments resulting from the process of translating the local currency financial statements into U.S. dollars are included in determining comprehensive income. The cumulative translation adjustment and effect of exchange rate changes on cash for the nine months ended September 30, 2018 and 2017 was \$(574,848) and \$1,038,979, respectively. Transactions denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing on the transaction dates. Assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing at the balance sheet date with any transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are included in the results of operations as incurred.

All of the Company's revenue transactions are transacted in the functional currency of the operating subsidiaries. The Company does not enter into any material transaction in foreign currencies. Transaction gains or losses have not had, and are not expected to have, a material effect on the results of operations of the Company.

Asset and liability accounts at September 30, 2018 and December 31, 2017 were translated at 6.8792 RMB to \$1.00 and at 6.5342 RMB to \$1.00, respectively, which were the exchange rates on the balance sheet dates. Equity accounts were stated at their historical rate. The average translation rates applied to the statements of operations for the nine months ended September 30, 2018 and 2017 were 6.5196 RMB and 6.7983 RMB to \$1.00, respectively. Cash flows from the Company's operations are calculated based upon the local currencies using the average translation rate.

Earnings per share

ASC Topic 260 "Earnings per Share," requires presentation of both basic and diluted earnings per share ("EPS") with a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. Basic EPS excludes dilution. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity.

Basic net income per share are computed by dividing net income available to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period. Diluted net income per share is computed by dividing net income by the weighted average number of ordinary shares, ordinary share equivalents and potentially dilutive securities outstanding during each period. Potentially dilutive ordinary shares consist of the ordinary shares issuable upon the exercise of ordinary share warrants (using the treasury stock method). Ordinary share equivalents are not included in the calculation of diluted earnings per share if their effect would be anti-dilutive. In a period in which the Company has a net loss, all potentially dilutive securities are excluded from the computation of diluted shares outstanding as they would have had an anti-dilutive impact. The following table presents a reconciliation of basic and diluted net income per share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income available to owners of the company for basic and diluted net income per share of ordinary stock	\$ 12,603,065	\$ 5,952,924	\$ 16,420,842	\$ 24,830,489
Weighted average ordinary stock outstanding - basic and diluted	79,055,053	79,055,053	79,055,053	79,055,053
Net income per ordinary share attributable to owners of the Company - basic and diluted	<u>\$ 0.16</u>	<u>\$ 0.08</u>	<u>\$ 0.21</u>	<u>\$ 0.31</u>

For the three and nine months ended September 30, 2018 and 2017, warrants to purchase 8,966,667 ordinary shares have not been included in the calculation of diluted earnings per share in order to avoid any anti-dilutive effect. The warrants had expired as of September 30, 2018.

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NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Non-controlling interest

On February 15, 2015, China Agriculture invested RMB 400 million (approximately \$65 million) into Pingtan Fishing and acquired an 8% equity interest in Pingtan Fishing. As of September 30, 2018, China Agriculture owned 8% of the equity interest of Pingtan Fishing, which was not under the Company's control.

Related parties

Parties are considered to be related to the Company if the parties, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal with if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all significant related party transactions.

Comprehensive income

Comprehensive income is comprised of net income and all changes to the statements of stockholders' equity, except those due to investments by stockholders, changes in paid-in capital and distributions to stockholders. For the Company, comprehensive income for the three and nine months ended September 30, 2018 and 2017 included net income and unrealized gain from foreign currency translation adjustments.

Segment information

ASC 280 "Segment reporting" establishes standards for reporting information on operating segments in interim and annual financial statements. All of the Company's operations are considered by the chief operating decision maker to be aggregated in one reportable operating segment. All of the Company's customers are in the PRC and all income is derived from ocean fishery.

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 September 30, 2018 and December 31, 2017. 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.

Concentrations of credit, economic and political risks

The Company's operations are carried out 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's 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.

Financial instruments which potentially subject the Company to concentrations of credit risk consist principally of cash and trade accounts receivable. All of the Company's cash is maintained with state-owned banks within the PRC and Hong Kong, and none of these deposits are covered by insurance. The Company has not experienced any losses in such accounts and believes it is not exposed to any risks on its cash in bank accounts. A portion of the Company's sales are credit sales which are primarily to customers whose abilities to pay are dependent upon the industry economics prevailing in these areas; however, concentrations of credit risk with respect to trade accounts receivables is limited due to generally short payment terms. The Company also performs ongoing credit evaluations of its customers to help further reduce credit risk.

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NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Concentrations of credit, economic and political risks (continued)

According to the sale agreement signed on December 4, 2013, the Company does not own 20 fishing vessels but has the leased operating rights to operate these vessels which are owned by a related company, Fuzhou Honglong Ocean Fishery Co., Ltd (“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 were no economic risks associated with the leased operating rights but the Company may need to bear the operation risks and credit risks as aforementioned.

As the Company has historically derived the majority of its revenue from Indonesian waters, the suspension of fishing operation in this area has had and will continue to have a significant negative impact on the Company.

Recent accounting pronouncements

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Subtopic 842).” The new guidance requires lessees to recognize assets and liabilities arising from leases as well as extensive quantitative and qualitative disclosures. A lessee will need to recognize on its balance sheet a right-of-use asset and a lease liability for the majority of its leases (other than leases that meet the definition of a short-term lease). The lease liabilities will be equal to the present value of lease payments. The right-of-use asset will be measured at the lease liability amount, adjusted for lease prepayment, lease incentives received and the lessee’s initial direct costs. The standard is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted. ASU 2016-02 is required to be applied using the modified retrospective approach for all leases existing as of the effective date and provides for certain practical expedients. The Company is currently evaluating the impact on its consolidated financial position and results of operations upon adopting these amendments. Based on its preliminary evaluation, the Company expects to start recognizing lease assets and lease liabilities for its operating leases on its statements of financial position as of the end of its first fiscal quarter of 2019 and its comparative period presented.

In January 2017, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business, in an effort to clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The amendments of this ASU are effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The adoption of this guidance is not expected to have a material impact on the Company’s consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, “Intangibles—Goodwill and Other (Topic 350): simplifying the test for goodwill impairment”, the guidance removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. Goodwill impairment will now be the amount by which a reporting unit’s carrying value exceeds its fair value, not the difference between the fair value and carrying amount of good will which was the step 2 test before. The ASU should be adopted on a prospective basis for the annual or any interim goodwill impairment tests beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company is currently evaluating the impact of adopting this standard on its consolidated financial statements.

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NOTE 3 – ACCOUNTS RECEIVABLE

At September 30, 2018 and December 31, 2017, accounts receivable consisted of the following:

	September 30, 2018	December 31, 2017
Accounts receivable	\$ 5,905,798	\$ 13,080,050
Less: allowance for doubtful accounts	(29,110)	(67,379)
	<u>\$ 5,876,688</u>	<u>\$ 13,012,671</u>

The Company reviews the accounts receivable on a periodic basis and makes general and specific allowance when there is doubt as to the collectability of individual balance.

NOTE 4 – INVENTORIES

At September 30, 2018 and December 31, 2017, inventories consisted of the following:

	September 30, 2018	December 31, 2017
Frozen fish and marine catches in warehouse	\$ 5,579,293	\$ 1,571,622
Frozen fish and marine catches-WIP	3,211,298	-
Frozen fish and marine catches in transit	4,304	1,988,639
	8,794,895	3,560,261
Less: reserve for inventories	(36,596)	-
	<u>\$ 8,758,299</u>	<u>\$ 3,560,261</u>

An allowance is established when management determines that certain inventories may not be saleable. If inventory costs exceed expected market value due to obsolescence or quantities in excess of expected demand, the Company will record reserve for the difference between the cost and the market value. These reserves are recorded based on estimates.

NOTE 5 – OTHER RECEIVABLES

At September 30, 2018 and December 31, 2017, other receivables consisted of the following:

	September 30, 2018	December 31, 2017
Security deposit	\$ 75,000	\$ 75,000
Other	601,228	198,151
	<u>\$ 676,228</u>	<u>\$ 273,151</u>

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**NOTE 6 – COST METHOD INVESTMENT**

At September 30, 2018 and December 31, 2017, cost method investment amounted to \$3,052,681 and \$3,213,859, respectively. The investment represents the Company’s subsidiary, Pingtan Fishing’s minority 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 (approximately \$3.2 million) to subscribe 5% of the common stock of Pingtan Rural-Commercial Bank. Pingtan Fishing held 15,113,250 shares and accounted for 4.8% investment in the total equity investment of the bank as of September 30, 2018 and December 31, 2017.

In according to ASC 325, the Company uses 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. 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. The Company monitors its investment in the non-marketable security and will recognize, if ever existing, a loss in value which is deemed to be other than temporary. The Company determined that there was no impairment on this investment as of September 30, 2018 and December 31, 2017.

**NOTE 7 – EQUITY METHOD INVESTMENT**

At September 30, 2018 and December 31, 2017, equity method investment amounted to \$28,875,594 and \$30,521,466, respectively. The investment represents the Company’s subsidiary, Pingtan Fishing’s interest in Global Deep Ocean. On June 12, 2014, Pingtan Fishing incorporated Global Deep Ocean with other two unrelated companies in PRC. In April 2017, these two companies sold their shares to another unrelated party, Zhen Lin. As of September 30, 2018, Pingtan Fishing and Zhen Lin accounted for 20% and 80% of the total ownership, respectively.

Global Deep Ocean will process, cold storage, and transport deep ocean fishing products. Total registered capital of Global Deep Ocean is RMB 1 billion (approximately \$145.4 million) and as of September 30, 2018, Pingtan Fishing had contributed its share of registered capital of RMB 200 million (approximately \$29.1 million).

The Company treats the equity investment in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Company’s share of the incorporated-date fair values of the investee’s identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post incorporation change in the Company’s share of the investee’s net assets and any impairment loss relating to the investment. For the three months ended September 30, 2018 and 2017, the Company’s share of Global Deep Ocean’s net loss was \$60,423 and \$7,333, respectively, which was included in loss on equity method investment in the accompanying consolidated statements of operations and comprehensive income. For the nine months ended September 30, 2018 and 2017, the Company’s share of Global Deep Ocean’s net loss was \$121,537 and \$27,500, respectively, which was included in loss on equity method investment in the accompanying consolidated statements of operations and comprehensive income.

The tables below present the summarized financial information, as provided to the Company by the investee, for the unconsolidated company:

	September 30, 2018	December 31, 2017
Current assets	\$ 67,697,329	\$ 49,372,645
Noncurrent assets	10,211,580	6,974,590
Current liabilities	2,534	151,312
Noncurrent liabilities	25,104,663	-
Equity	52,801,712	56,195,923

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NOTE 7 – EQUITY METHOD INVESTMENT (continued)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net revenue	\$ -	\$ -	\$ -	\$ -
Gross profit	-	-	-	-
Loss from operation	302,113	36,666	607,686	137,398
Net loss	302,113	36,667	607,686	137,501

NOTE 8 – PREPAYMENT FOR LONG-TERM ASSETS

At September 30, 2018 and December 31, 2017, prepayment for long-term assets consisted of prepayment for fishing vessels' construction. The Company reclassifies the prepayment for fishing vessels' construction to construction-in-progress using the percentage of completion method.

For the nine months ended September 30, 2018, a summary of activities in prepayment for long-term assets was as follows:

	Prepayment for fishing vessels' construction
Balance - December 31, 2017	\$ 11,577,057
Reclassification to construction-in-progress	(10,996,454)
Foreign currency fluctuation	(580,603)
Balance – September 30, 2018	\$ -

NOTE 9 – PROPERTY, PLANT AND EQUIPMENT

At September 30, 2018 and December 31, 2017, property, plant and equipment consisted of the following:

	Useful life	September 30, 2018	December 31, 2017
Fishing vessels	10 - 20 Years	\$ 147,803,075	\$ 164,748,753
Office and other equipment	3 – 5 Years	141,110	453,927
Vehicles		22,134	-
Construction-in-progress	-	71,001,465	-
		218,967,784	165,202,680
Less: accumulated depreciation		(32,284,948)	(30,160,213)
		<u>\$ 186,682,836</u>	<u>\$ 135,042,467</u>

For the three months ended September 30, 2018 and 2017, depreciation expense amounted to \$2,170,841 and \$2,161,787, respectively, of which \$634,089 and \$962,686, respectively, was included in cost of revenue and inventories, and the remainder was included in general and administrative expense, respectively. For the nine months ended September 30, 2018 and 2017, depreciation expense amounted to \$6,933,572 and \$6,454,155, respectively, of which \$2,253,662 and \$2,625,602, respectively, was included in cost of revenue and inventories, and the remainder was included in general and administrative expense, respectively.

At September 30, 2018 and December 31, 2017, the Company had 19 and 36 fishing vessels with net carrying amount of approximately \$35.6 million and \$30.3 million, respectively, pledged as collateral for its bank loans.

Included in construction-in-progress are fishing vessels under construction which includes the costs of construction and any interest charges arising from borrowings used to finance these assets during the period of construction of the assets. No provision for depreciation is made on fishing vessels under construction until such time as the relevant assets are completed and ready for their intended use.

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NOTE 10 – RELATED PARTIES TRANSACTIONS

Accounts payable - related parties

At September 30, 2018 and December 31, 2017, accounts payable - related parties consisted of the following:

Name of related party	September 30, 2018	December 31, 2017
Hong Fa Shipping Limited (1)	\$ 1,231,692	\$ 1,231,692
Hong Long (2)	1,070,305	572,006
Huna Lin	46,547	-
Zhiyan Lin	6,809	-
	<u>\$ 2,355,353</u>	<u>\$ 1,803,698</u>

(1) An entity controlled by the Company's CEO.

(2) Hong Long is an affiliate company majority owned by an immediate family member of the Company's CEO.

These accounts payable – related parties' amounts are short-term in nature, non-interest bearing, unsecured and payable on demand.

Due to related parties

At September 30, 2018 and December 31, 2017, the due to related parties amount consisted of the following:

	September 30, 2018	December 31, 2017
Accrued compensation for Roy Yu, Chief Financial Officer	\$ 20,000	\$ 20,000
Accrued compensation for Xinrong Zhuo	3,320	3,328
Advance from Xinrong Zhuo, Chief Executive Officer	9,312,405	4,325,365
Due to related party-Hai Yi	-	38,208
Due to related party-Honglong	1,829,667	-
	<u>\$ 11,165,392</u>	<u>\$ 4,386,901</u>

The advance from Xinrong Zhuo, the Company's Chief Executive Officer, is for working capital purposes and short-term in nature, non-interest bearing, unsecured and payable on demand.

Due to related party- Hai Yi is rent due to Hai Yi Shipping Limited.

Due to related party - Hong Long is short-term in nature, non-interest bearing, unsecured and payable on demand.

Operating lease

On July 31, 2012, the Company entered into a lease for office space with Ping Lin, spouse of the Company's CEO, (the "Office Lease"). The Company renewed the Office Lease. Pursuant to the renewed Office Lease, the annual rent is RMB 84,000 (approximately \$12,900) and the renewed Office Lease expires on July 31, 2019.

For the three months ended September 30, 2018 and 2017, rent expense related to the Office Lease amounted \$3,071 and \$3,153, respectively. For the nine months ended September 30, 2018 and 2017, rent expense related to the Office Lease amounted \$9,663 and \$9,267, respectively. Future minimum rental payment required under the Office Lease is as follows:

Twelve-month period Ending September 30:	Amount
2019	<u>\$ 10,700</u>

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NOTE 10 – RELATED PARTIES TRANSACTIONS (continued)

Rental and related administrative service agreement

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 provided related administrative service (the “Service Agreement”). The Company renewed the Service Agreement. Pursuant to the renewed Service Agreement, the monthly payments are HK\$298,500 (approximately \$38,000) and the renewed Service Agreement expired on December 31, 2017. On January 1, 2018, the Services Agreement was renewed to February 28, 2018 under the same conditions. On March 1, 2018, the Company entered into a lease agreement with the landlord directly under the same conditions.

For the three months ended September 30, 2018 and 2017, rent expense and corresponding administrative service charge related to the Service Agreement amounted to \$114,177 and \$114,624, respectively. For the nine months ended September 30, 2018 and 2017, rent expense and corresponding administrative service charge related to the Service Agreement amounted to \$342,768 and \$344,768, respectively.

Twelve-month period Ending September 30:	Amount
2019	<u>\$ 456,800</u>

Purchases from related parties

During the three and nine months ended September 30, 2018 and 2017 purchases from related parties were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Purchase of fuel, fishing nets and other on board consumables				
from Hong Fa Shipping Limited	\$ -	\$ 92,756	\$ -	\$ 6,528,578
from PT. Avona Mina Lestari	-	12,671	-	837,668
from Hai Yi Shipping Ltd.	-	23,187	-	2,230,887
From Zhiyan Lin	33,524	-	35,497	-
from Fuzhou Honglong Ocean Fishery Co., Ltd.	733,327	83,201	1,310,976	5,975,579
	<u>766,851</u>	<u>211,815</u>	<u>1,346,473</u>	<u>15,572,712</u>
Purchase of leasing				
From Ping Lin	3,071	-	9,663	-
	<u>3,071</u>	<u>-</u>	<u>9,663</u>	<u>-</u>
Purchase of vessel maintenance service				
From Huna Lin	49,114	-	49,114	-
from PT. Avona Mina Lestari	-	29,105	-	63,842
	<u>49,114</u>	<u>29,105</u>	<u>49,114</u>	<u>63,842</u>
Purchase of transportation service				
from Fuzhou Honglong Ocean Fishery Co., Ltd.	365,878	186,297	365,878	608,117
from Hong Fa Shipping Limited	-	2,892	-	278,251
	<u>\$ 365,878</u>	<u>\$ 189,189</u>	<u>\$ 365,878</u>	<u>\$ 886,368</u>

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NOTE 11 – BANK LOANS

Short-term bank loans

Short-term bank loans represent the amounts due to various banks that are due within one year. These loans can be renewed with the banks upon maturities. At September 30, 2018 and December 31, 2017, short-term bank loans consisted of the following:

	September 30, 2018	December 31, 2017
Loan from Fujian Haixia Bank, due on September 14, 2018 with annual interest rate of 7.178% at December 31, 2017, collateralized by Pingtan Fishing's 17 fishing vessels	\$ -	\$ 3,826,023
Loan from Fujian Haixia Bank, due on September 30, 2018 with annual interest rate of 7.178% at December 31, 2017, collateralized by Pingtan Fishing's 17 fishing vessels	-	765,205
Loan from China Development Bank, due on March 8, 2018 with variable annual interest rate based on LIBOR <sup>(1)</sup> plus 230 basis points (3.721% at December 31, 2017), secured by the Company's restricted cash which is a deposit with the lender of approximately \$1 million (RMB 6.9 million) and collateralized by seven vessels	-	5,000,000
Loan from China Development Bank, due on April 24, 2018 with variable annual interest rate based on LIBOR <sup>(1)</sup> plus 230 basis points (3.721% December 31, 2017), secured by the Company's restricted cash which is a deposit with the lender of approximately \$0.7 million (RMB 4.6 million) and collateralized by four vessels	-	3,500,000
Loan from Fujian Haixia Bank, due on September 11, 2018 with annual interest rate of 2.990% at December 31, 2017, collateralized by Pingtan Fishing's 17 fishing vessels	-	1,509,750
	<u>\$ -</u>	<u>\$ 14,600,978</u>

(1) Represents six-month LIBOR rate on the loan commencement date.

Long-term bank loans

Long-term bank loans represent the amounts due to various banks lasting over one year. Usually, the long-term bank loans cannot be renewed with these banks upon maturities. At September 30, 2018 and December 31, 2017, long-term bank loans consisted of the following:

	September 30, 2018	December 31, 2017
Loan from The Export-Import Bank of China, due on various dates until January 30, 2023 with annual interest rate of 4.900% at September 30, 2018 and December 31, 2017, guaranteed by Xinrong Zhuo and Ping Lin and collateralized by 2 fishing vessels and collateralized by two related parties' investments in equity interest of one PRC local banks	\$ 11,629,259	\$ 14,538,888
Loan from China Development Bank, due on various dates until November 27, 2023 with annual interest rate of 5.145% at September 30, 2018 and December 31, 2017, guaranteed by Xinrong Zhuo, Honghong Zhuo, Mr. and Mrs. Zhiyan Lin and 6 fishing vessels	7,559,018	8,646,812
Loan from China Development Bank, due on various dates until July 30, 2026 with annual interest rate of 5.390% at September 30, 2018, guaranteed by Xinrong Zhuo, 11 fishing vessels and 6 Honglong's fishing vessels, real estate of Mingguang Wanhao Property co., LTD., totaled area 22,123.50 □	14,391,209	-
Total long-term bank loans	\$ 33,579,486	\$ 23,185,700
Less: current portion	(7,486,336)	(5,968,596)
Long-term bank loans, non-current portion	<u>\$ 26,093,150</u>	<u>\$ 17,217,104</u>

The future maturities of long-term bank loans are as follows:

Due in twelve-month periods ending September 30,	Principal
2019	\$ 7,486,336
2020	7,631,701
2021	3,997,558
2022	3,416,095
2023	4,869,752
Thereafter	6,178,044
	<u>\$ 33,579,486</u>
Less: current portion	(7,486,336)
Long-term liability	<u>\$ 26,093,150</u>



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NOTE 11 – BANK LOANS (continued)

Long-term bank loans (continued)

The weighted average interest rate for short-term bank loans was approximately 5.4% and 4.3% for the nine months ended September 30, 2018 and 2017, respectively.

The weighted average interest rate for long-term bank loans was approximately 5.1% and 5.0% for the nine months ended September 30, 2018 and 2017, respectively.

For the three months ended September 30, 2018 and 2017, interest expense related to bank loans amounted to \$629,890 and \$427,962, respectively, of which, \$367,917 and \$129,847 was capitalized to construction-in-progress, respectively. For the nine months ended September 30, 2018 and 2017, interest expense related to bank loans amounted to \$1,488,332 and \$1,841,792, respectively, of which, \$568,790 and \$192,268 was capitalized to construction-in-progress, respectively.

NOTE 12 – ACCRUED LIABILITIES AND OTHER PAYABLES

At September 30, 2018 and December 31, 2017, accrued liabilities and other payables consisted of the following:

	September 30, 2018	December 31, 2017
Accrued salaries and related benefits	\$ 3,961,393	\$ 4,667,352
Accrued interest due	48,179	64,731
Other	186,220	622,533
	<u>\$ 4,195,792</u>	<u>\$ 5,354,616</u>

NOTE 13 – SHAREHOLDERS' EQUITY

Warrants

An aggregate of 30,329,883 ordinary shares and 3,966,667 warrants 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 consisted of one ordinary share, \$0.001 par value, of the Company and one purchase warrant. Each warrant will entitle the holder to purchase from the Company one ordinary share at an exercise price of \$12.00 per share 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") entitled 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 were identical to the Public Warrants except that the Sponsor Warrants were exercisable for cash or on a cashless basis, at the holder's option, and were not redeemable by the Company, in each case so long as they were still held by these purchases or their transferees.

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

The warrants expired on February 26, 2018.

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NOTE 13 – SHAREHOLDERS' EQUITY (continued)

Statutory reserve

Pingtan Guansheng, Fujian Heyue, Pingtan Fishing, Pingtan Dingxin, Pingtan Duoying and Pingtan Ruiying, which 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 December 31, 2015, the Company appropriated the required 50% of its registered capital to statutory reserve for Heyue. Accordingly, no additional statutory reserve for Heyue is required for the nine months ended September 30, 2018. The Company will make appropriation to statutory reserve for Pingtan Fishing by the end of year 2018.

Pingtan Guansheng, Pingtan Dingxin, Pingtan Duoying, Pingtan Ruiying, Pingtan Ocean, Fuzhou Howcious Management, Fuzhou Howcious Investment, Pingtan Shinsilkroad and Pingtan Yikang had sustained losses since their establishments. No appropriation to statutory reserves for them was required as they incurred recurring net losses.

NOTE 14 – CERTAIN RISKS AND CONCENTRATIONS

Credit risk

At September 30, 2018 and December 31, 2017, the Company's cash included bank deposits in accounts maintained within the PRC and Hong Kong where there are currently no rules or regulations in place for obligatory insurance to cover bank deposits in event of bank failure. However, the Company does not experience any losses in such accounts and believes it is not exposed to any significant risks on its cash in bank accounts.

Major customers

The following table sets forth information as to each customer that accounted for 10% or more of the Company's sales for the three and nine months ended September 30, 2018 and 2017.

Customer	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
A	33%	*	21%	10%
B	15%	*	19%	*
C	12%	20%	13%	11%

\* less than 10%

Six and two customers accounted for 10% or more of the Company's total outstanding accounts receivable at September 30, 2018 and December 31, 2017, respectively.

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NOTE 14 – CERTAIN RISKS AND CONCENTRATIONS (continued)

Major suppliers

The following table sets forth information as to each supplier that accounted for 10% or more of the Company's purchases for the three and nine months ended September 30, 2018 and 2017.

Supplier	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
A	31%	*	27%	*
B	21%	64%	19%	*
C (Hong Long, a related party)	14%	13%	*	29%
D	12%	*	12%	*
E (Hong Fa Shipping Limited, a related party)	*	*	*	30%
F (Hai Yi Shipping Limited, a related party)	*	*	*	10%

\* less than 10%

Three suppliers, whose outstanding accounts payable accounted for 10% or more of the Company's total outstanding accounts payable and accounts payable – related parties at September 30, 2018, accounted for 84.2% of the Company's total outstanding accounts payable and accounts payable – related parties at September 30, 2018.

Three suppliers, whose outstanding accounts payable accounted for 10% or more of the Company's total outstanding accounts payable and accounts payable – related parties at December 31, 2017, accounted for 70.7% of the Company's total outstanding accounts payable and accounts payable – related parties at December 31, 2017.

NOTE 15 – COMMITMENTS AND CONTINGENCIES

Severance payments

The Company has employment agreements with certain employees that provided severance payments upon termination of employment under certain circumstances, as defined in the applicable agreements. The Company has estimated its possible severance payments of approximately \$10,000 as of September 30, 2018 and December 31, 2017, which have not been reflected in its consolidated financial statements.

Operating lease

See note 10 for related party operating lease commitment.

Rental payment and related administrative service charge

See note 10 for related party rental and related administrative service agreement commitment.

NOTE 16 – SUBSEQUENT EVENTS

In October 2018, the Company announced that it will soon complete the modification and rebuilding project for its 27 new fishing vessels, and the first batch of 4 vessels have completed all inspections and the modification and rebuilding project. The new fishing vessels are expected to be put in operation in batches starting November 2018.

In November 2018, the first batch of 4 vessels that have completed the modification and rebuilding project just departed the port from Fuzhou on November 7 EST and will sail to the international waters of the Indian Ocean for operation.

On November 6, 2018, the Company received a loan of \$4.34 million from Fujian Haixia Bank. The loan is due on November 4, 2019 with annual interest rate of 6.96%.

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

The following discussion and analysis of the results of operations and financial condition of Pingtan Marine Enterprise Ltd. for the three and nine months ended September 30, 2018 and 2017 should be read in conjunction with the Pingtan Marine Enterprise Ltd. unaudited financial statements and the notes thereto contained elsewhere in this report. Our discussion includes forward-looking statements based upon current expectations that involve risks and uncertainties, such as our plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including those set forth under the Risk Factors, Special Note Regarding Forward-Looking Statements and Business sections in our Form 10-K as filed with the Securities and Exchange Commission on March 14, 2018. We use words such as "anticipate," "estimate," "plan," "project," "continuing," "ongoing," "expect," "believe," "intend," "may," "will," "should," "could," and similar expressions to identify forward-looking statements.

Unless otherwise indicated, references to the "Company," "us" or "we" refer to Pingtan Marine Enterprise Ltd. and its subsidiaries. All amounts expressed below are in US dollars.

### Overview

We are a marine enterprise group primarily engaging in ocean fishing through our operating subsidiary, Fujian Provincial Pingtan County Ocean Fishing Group Co., Ltd., or Pingtan Fishing, which is organized in the People's Republic of China ("PRC"). We harvest a variety of fish species with many of our owned vessels or licensed vessels for which we have exclusive operating license rights. These vessels are located within the Indian Exclusive Economic Zone ("EEZ"), Indo-Pacific waters, the Arafura Sea of Indonesia and international waters of Atlantic and Pacific Oceans. We provide high quality seafood to a diverse group of customers including distributors, restaurant owners and exporters in the PRC.

In June 2013, we expanded our fleet from 40 to 86 vessels through a purchase of 46 fishing trawlers. We began operating these vessels in the third quarter of 2013 and have been entitled to net profits from their operation. 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 of fish.

In September 2013, we further increased our fleet to 106 vessels with the acquisition of 20 newly-built fishing trawlers. These vessels have a run-in period of 3 - 6 months, during which each is placed into the sea for testing prior to full operation. At full operation, each vessel is capable of harvesting 900 to 1,000 tons of fish.

Subsequent to our fleet expansions, in September 2013, the Bureau of Fisheries of 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.

On December 4, 2013, in connection with the sale of China Dredging Group Co., Ltd ("CDGC" or "China Dredging") to Fuzhou Honglong Ocean Fishery Co., Ltd ("Hong Long"), an affiliate company majority owned by an immediate family member of the Company's CEO, we acquired 20-year operating license rights in connection with the lease of 20 fishing drifters for the appraised fair market value of approximately \$216.1 million, whereby we are entitled to 100% of the operations and net profits (losses) from the vessels for the term of the lease.

In September 2014, we further expanded our fleet to 129 vessels with the addition of 3 newly-built light luring seine vessels. At full operation, each vessel is capable of harvesting 2,000 tons of fish.

In June 2015, we purchased 4 longline fishing vessels and 2 squid jigging vessels for the appraised fair market value of approximately \$56.2 million from Hong Long and Fuzhou Yishun Deep-Sea Fishing Co., Ltd. ("Yishun"), which is an affiliate company majority owned by an immediate family member of the Company's CEO. These vessels are primarily focused on catching tuna and squid.

In March 2017, we purchased from Hong Long 1 refrigerated transport vessel and 4 squid jigging vessels for the appraised fair market value of approximately \$38.5 million. Of those vessels, 2 finished renovation in October 2017, the Company obtained the ownership certificates of those 2 vessels and deployed them to international waters. At present, the Company has not obtained the ownership of the remaining 3 vessels but is entitled to 100% of the operations and net profits (losses) from the vessels.

In October 2016, we deployed 13 vessels, which were granted fishing licenses by the Ministry of Agriculture and Fisheries of the Democratic Republic of Timor-Leste (“MAF”), to operate in the Indo-Pacific waters of the country. These fishing licenses were valid for one year. The vessels were purchased from Hong Long in June 2013. In September 2017, we were informed that the fishing licenses of the 13 vessels were suspended and the vessels were docked in the port by the MAF. The MAF alleged and investigated whether false statements were made during the licensing process and the vessels were simultaneously registered in Indonesia. We disputed these allegations and the government of Timor-Leste eventually agreed to release these vessels as no evidence was presented to support such allegations. The 13 vessels have returned to China for regular maintenance.

In December 2017, we deployed 2 squid jigging vessels to the international waters of the South-West Atlantic Ocean.

On April 2, 2018, 27 vessels received approval from the MOA to operate in the international waters of the Indian Ocean. These 27 vessels are in the modification and rebuilding project that started on April 5, 2018.

As of September 30, 2018, we own 66 trawlers, 13 drifters, 6 squid jigging vessels, 4 longline fishing vessels, 3 light luring seine vessels, 1 transport vessel, have exclusive operating license rights to 20 drifters, and we also have 7 light luring seine fishing vessels and 20 squid jigging vessels which are in the modification and rebuilding project. We are the second largest China-based fishery company operating its vessels outside of China waters and our fleet has an average remaining useful life of approximately 13.7 years. All of our vessels are approved by the MOA and, to the extent required, licensed by foreign fishing territories where they operate, subject to any foreign government’s moratorium or any suspensions or revocations that apply to the vessels or local entities, as described below.

Among the 140 vessels, 12 are located in the Bay of Bengal in India; 11 are located in international waters; and 13 have returned to China from the Democratic Republic of Timor-Leste due to the reason described above; and 27 vessels are in the modification and rebuilding project. The remaining 77 vessels were licensed by the MOA to operate in the Arafura Sea in Indonesia. The vessels in Indonesian waters, however, are not in operation because the licenses are currently inactive due to either the moratorium discussed below, the revocation of the fishery business license of the local entity through which the vessels operate, or, with respect to four vessels, the revocation of the local fishing licenses.

We catch nearly 50 different species of fish including ribbon fish, croaker fish, Peru squid, Argentina squid, sailfish and chub mackerel. All of our catch is shipped back to China. Our fishing vessels transport frozen catch to a cold storage warehouse nearby onshore fishing bases. We then arrange chartered transportation ships to deliver frozen stocks to cold storage warehouses located in one of China’s largest seafood trading centers, Mawei Seafood Market in Fujian Province.

In October 2018, 4 vessels have completed modification and inspection project and are just departed to international waters of Indian Ocean in November; remaining 23 vessels are still in the modification and rebuilding project.

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. Most of our customers have long-term, cooperative relationships with us. Our existing customers also introduce new customers to us from time to time. In July 2017, we entered into an exclusive strategic cooperation agreement to sell our fish products directly to consumers online. Our operating results are subject to seasonal variations. Harvest volume is the highest in the fourth quarter of the year while harvest volumes in the second and third quarters are relatively low due to the spawn season of certain fish species, including ribbon fish, cuttlefish, pomfret, and squid. Based on past experiences, demand for seafood products is the highest from December to January, during Chinese New Year. We believe that our profitability and growth are dependent on the termination of the Indonesian moratorium discussed below or the redeployment of our vessels from Indonesian waters to other locations, our ability, and those with which we conduct business, to maintain effective licenses with local departments of fisheries, such as Indonesia and Timor-Leste, and our ability to expand our customer base.

## Significant factors affecting our results of operations

- *The Indonesian government's moratorium on fishing licenses renewals:* In early December 2014, the Indonesian government introduced a six-month moratorium on issuing new fishing licenses and renewals so that the country's Ministry of Maritime Affairs and Fisheries ("MMAF") could combat illegal fishing and rectify ocean fishing order. In February 2015, we ceased all fishing operations in Indonesia. During the moratorium, PME was informed that fishing licenses of four vessels operated through PT. Avona, one of the local companies through which PME conducts business in Indonesia, and the fishery business license of PT. Dwikarya, the other local company through which PME conducts business in Indonesia, were revoked. As a result and because license renewal was prohibited due to the general moratorium, all local fishing licenses of PME's vessels in Indonesia are presently inactive.

Although, in November 2015, the Indonesian government announced that the moratorium had concluded, the MMAF has not implemented new fishing policies and resumed the license renewal process. We do not know when exactly licensing and renewal will start. We have been paying close attention to any new trends in fishing policy and have been actively exploring other business operations and redeploying vessels to other locations. Since we derived a majority of our revenue from this area, this ban has caused a significant drop in our production and our financial results will continue to be adversely affected.

- *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 government agencies. Our inability to obtain, or loss or denial of extensions to, any of our applicable licenses or permits could hamper our ability to generate revenue from our operations.
- *Resource & environmental factors:* Our fishing expeditions are based in the Indian Exclusive Economic Zone, international waters of Atlantic and Pacific Oceans, Indo-Pacific waters, and the Arafura Sea of 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 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 the business in the Bay of Bengal in India, international waters of Atlantic and Pacific Oceans, Indo-Pacific waters, and the Arafura Sea of Indonesian. Competition within our dedicated fishing areas is not currently significant as the region is not overfished or regulated by government limits on the number of vessels that are allowed to fish in the territories; however, there is no guarantee that competition will not become more intense. Competition in the consumer market in China, however, is keen. We compete with other fishing companies which offer similar and varied products. There is significant demand for fish in the Chinese market. We believe our catch appeals to a wide segment of consumers because of the low price points of our products.
- *Fishing licenses:* Each of our fishing vessels requires 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 granted annually and normally valid for a period of twelve months; when the inspection certificate of a vessel is valid for less than 12 months, the approval will be granted with the validity period equal to that indicated on the inspection certificate and will be extended to full validity period when new inspection certificate is issued. Different countries may have different policies for foreign cooperation in fisheries. Some countries require fishing licenses issued by the accessed country; some others may require establishment of a joint venture or sole proprietorship to obtain local licenses. During the Indonesian moratorium, we were informed that fishing licenses of four vessels operated through PT Avona, one of the local companies through which we conduct business in Indonesia, and the fishery business license of PT Dwikarya, the other local company through which we conduct business in Indonesia, were revoked. In September 2017, we were informed that the fishing licenses of the 13 vessels operating in the Indo-Pacific waters of Timor-Leste were suspended. These vessels have returned to China for regular maintenance.

## RESULTS OF OPERATIONS

### *Comparison of results of operations for the three and nine months ended September 30, 2018 and 2017*

#### **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 the PRC, 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 advances from customers.

For the three months ended September 30, 2018 and 2017, our revenue by species of fish was as follows (dollars in thousands, except for average price):

	Three Months Ended September 30, 2018			
	Revenue	Volume (KG)	Average price	Percentage of revenue
Argentina squid (whole)	\$ 3,172	820,087	\$ 3.87	21.6%
Croaker fish	2,717	1,458,817	1.86	18.5%
Ribbon fish	2,648	1,145,468	2.31	18.0%
Cuttle fish	730	169,785	4.30	5.0%
Pomfret	683	43,150	15.82	4.7%
Puffer fish	594	129,452	4.59	4.0%
Others	4,141	2,060,796	2.01	28.2%
Total	<u>\$ 14,685</u>	<u>5,827,555</u>	<u>\$ 2.52</u>	<u>100.0%</u>

	Three Months Ended September 30, 2017			
	Revenue	Volume (KG)	Average price	Percentage of revenue
Squid	\$ 2,357	599,051	\$ 3.93	43.1%
Croaker fish	1,743	523,901	3.33	31.9%
Ribbon fish	524	116,796	4.49	9.6%
Shrimp	140	9,840	14.23	2.6%
Conger eel	78	23,238	3.36	1.4%
Reefcod	58	7,596	7.64	1.1%
Others	563	255,947	2.20	10.3%
Total	<u>\$ 5,463</u>	<u>1,536,369</u>	<u>\$ 3.56</u>	<u>100.0%</u>

For the nine months ended September 30, 2018 and 2017, our revenue by species of fish was as follows (dollars in thousands, except for average price):

	Nine Months Ended September 30, 2018			
	Revenue	Volume (KG)	Average price	Percentage of revenue
Croaker fish	\$ 10,369	4,423,675	\$ 2.34	26.4%
Ribbon fish	9,497	3,269,353	2.90	24.2%
Argentina squid(whole)	3,172	820,087	3.87	8.1%
Chub mackerel	2,398	2,605,640	0.92	6.1%
Peru squid(whole)	1,434	819,658	1.75	3.7%
Peru squid(cleaned)	1,190	435,043	2.73	3.0%
Others	11,116	3,520,248	3.16	28.5%
Total	\$ 39,176	15,893,704	\$ 2.46	100.0%

	Nine Months Ended September 30, 2017			
	Revenue	Volume (KG)	Average price	Percentage of revenue
Croaker fish	\$ 22,979	6,417,927	\$ 3.58	49.1%
Ribbon fish	9,175	2,421,100	3.79	19.6%
Squid	8,836	2,119,801	4.17	18.9%
Reefcod	1,817	499,468	3.64	3.9%
Shrimp	1,317	111,240	11.84	2.8%
Conger eel	1,278	449,521	2.84	2.7%
Others	1,418	547,170	2.59	3.0%
Total	\$ 46,820	12,566,227	\$ 3.73	100.0%

For the three months ended September 30, 2018, we had revenue of \$14,685,465, as compared to revenue of \$5,462,792 for the three months ended September 30, 2017, an increase of \$9,222,673, or 168.8%. The increase was mainly attributable to an increase in sales of activities from recovery of production capacity. Sales volumes in the three months ended September 30, 2018 increased by 279.3% to 5,827,555 kg from 1,536,369 kg in the three months ended September 30, 2017. Due to sufficient market supplies of fish products, however, the average unit sale price decreased 29.2% in the three months ended September 30, 2018 as compared to the three months ended September 30, 2017.

For the nine months ended September 30, 2018, we had revenue of \$39,175,903, as compared to revenue of \$46,819,813 for the nine months ended September 30, 2017, a decrease of \$7,643,910, or 16.3%. Sales volumes in the nine months ended September 30, 2018 increased 26.5% to 15,893,704 kg from 12,566,227 kg in the nine months ended September 30, 2017. Average unit sale price decreased 34.0% in the nine months ended September 30, 2018 as compared to the nine months ended September 30, 2017. The decrease was due to the same reasons described above.

### Cost of revenue

Our cost of revenue primarily consists of fuel cost, depreciation, direct labor cost, fishing vessels maintenance fee, other overhead costs, and reserve for inventories. Fuel cost, depreciation, and labor cost generally accounted for the majority of our cost of revenue. The following table sets forth our cost of revenue information, both in amounts and as a percentage of revenue for the three months ended September 30, 2018 and 2017 (dollars in thousands):

	Three Months Ended September 30,					
	2018			2017		
	Amount	% of cost of revenue	% of revenue	Amount	% of cost of revenue	% of revenue
Fuel cost	\$ 3,493	65.8%	23.8%	\$ 1,725	31.1%	31.6%
Freight	731	13.8%	5.0%	147	2.6%	2.7%
Labor cost	465	8.8%	3.2%	678	12.2%	12.4%
Depreciation	439	8.3%	3.0%	226	4.1%	4.1%
Spare parts	98	1.8%	0.7%	114	2.1%	2.1%
Maintenance fee	94	1.8%	0.6%	19	0.3%	0.3%
Reserve for inventories	(23)	(0.4)%	(0.2)%	2,640	47.6%	48.3%
Fishing license and agent fee	-	-	-	1	0.0%	0.0%
Other *	4	0.1%	0.0%	-	-	-
Total cost of revenue	<u>\$ 5,301</u>	<u>100.0%</u>	<u>36.1%</u>	<u>\$ 5,550</u>	<u>100.0%</u>	<u>101.6%</u>

\* Represents the cost of stamp duty generated from our sales contract.

The following table sets forth our cost of revenue information, both in amounts and as a percentage of revenue for the nine months ended September 30, 2018 and 2017 (dollars in thousands):

	Nine Months Ended September 30,					
	2018			2017		
	Amount	% of cost of revenue	% of revenue	Amount	% of cost of revenue	% of revenue
Fuel cost	\$ 11,533	67.0%	29.4%	\$ 22,672	68.0%	48.4%
Labor cost	2,045	11.9%	5.2%	2,671	8.0%	5.7%
Depreciation	1,881	10.9%	4.8%	2,731	8.2%	5.8%
Freight	1,407	8.2%	3.6%	920	2.8%	2.0%
Spare parts	213	1.2%	0.5%	1,307	3.9%	2.8%
Maintenance fee	109	0.6%	0.3%	402	1.2%	0.9%
Reserve for inventories	39	0.2%	0.1%	2,640	7.9%	5.7%
Fishing license and agent fee	-	-	-	17	0.0%	0.0%
Other *	8	0.0%	0.0%	-	-	-
Total cost of revenue	<u>\$ 17,235</u>	<u>100.0%</u>	<u>43.9%</u>	<u>\$ 33,360</u>	<u>100.0%</u>	<u>71.3%</u>

\* Represents the cost of stamp duty generated from our sales contract.

Cost of revenue for the three months ended September 30, 2018 was \$5,300,829, representing a decrease of \$248,967 or 4.5% as compared to \$5,549,796 for the three months ended September 30, 2017. Cost of revenue for the nine months ended September 30, 2018 was \$17,235,179, representing a decrease of \$16,125,177 or 48.3% as compared to \$33,360,356 for the nine months ended September 30, 2017. The decrease was primarily attributable to the decrease in our unit production cost.

### **Gross profit (loss)**

Our gross profit is affected primarily by changes in production costs. Fuel cost, depreciation, and labor cost together account for about 82.9% and 47.4% of cost of revenue for the three months ended September 30, 2018 and 2017, respectively. Fuel cost, depreciation, and labor cost together account for about 89.8% and 85.8% of cost of revenue for the nine months ended September 30, 2018 and 2017, respectively. The fluctuation of fuel price, and change in labor cost may significantly affect our cost level and gross profit.

The following table sets forth information as to our revenue, cost of revenue, gross profit and gross margin for the three and nine months ended September 30, 2018 and 2017.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenue	\$ 14,685,465	\$ 5,462,792	\$ 39,175,903	\$ 46,819,813
Cost of revenue	\$ 5,300,829	\$ 5,549,796	\$ 17,235,179	\$ 33,360,356
Gross profit	\$ 9,384,636	\$ (87,004)	\$ 21,940,724	\$ 13,459,457
Gross margin	63.9%	(1.6)%	56.0%	28.7%

Gross profit for the three months ended September 30, 2018 was \$9,384,636, representing an increase of \$9,471,640, or 10,886.4%, as compared to gross loss of \$87,004 for the three months ended September 30, 2017. Gross profit for the nine months ended September 30, 2018 was \$21,940,724, representing an increase of \$8,481,267, or 63.0%, as compared to gross profit of \$13,459,457 for the nine months ended September 30, 2017. The significant increase was primarily attributable to an increased number of deliveries into warehouse that averaged down selling cost and lowered the unit production cost of fish.

Gross margin increased to 63.9% for the three months ended September 30, 2018 from (1.6)% for the three months ended September 30, 2017. Gross margin increased to 56.0% for the nine months ended September 30, 2018 from 28.7% for the nine months ended September 30, 2017. The increase was primarily due to the same reasons described above.

### **Selling expense**

Our selling expense mainly includes shipping and handling fees, insurance, customs service charge, storage fees and advertising expenses. Our sales activities are conducted through direct selling 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. As a result, our selling expense has been relatively small as a percentage of our revenue.

Selling expense totaled \$319,919 for the three months ended September 30, 2018, as compared to \$194,202 for the three months ended September 30, 2017, an increase of \$125,717 or 64.7%. Selling expense totaled \$1,181,720 for the nine months ended September 30, 2018, as compared to \$761,495 for the nine months ended September 30, 2017, an increase of \$420,225 or 55.2%. Selling expense as a percentage of revenue for the three months ended September 30, 2018 decreased to 2.2% from 3.6% for comparable period in 2017, which was mainly attributable to the increase in sales revenue. Selling expense as a percentage of revenue for the nine months ended September 30, 2018 increased to 3.0% from 1.6% for corresponding period in 2017, which was mainly attributable to the decrease in sales revenue. Selling expense for the three and nine months ended September 30, 2018 and 2017 consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Storage fees	\$ 188,849	\$ 65,902	\$ 416,307	\$ 193,681
Shipping and handling fees	75,049	21,981	365,881	221,843
Insurance	33,498	78,691	175,339	203,462
Customs service charge	19,448	5,526	133,905	84,270
Advertising	-	21,058	20,453	50,171
Other	3,075	1,044	69,835	8,068
	<u>\$ 319,919</u>	<u>\$ 194,202</u>	<u>\$ 1,181,720</u>	<u>\$ 761,495</u>

- For the three months ended September 30, 2018, storage fees increased by \$122,947, or 186.6%, as compared to the three months ended September 30, 2017. For the nine months ended September 30, 2018, storage fees increased by \$222,626, or 114.9%, as compared to the nine months ended September 30, 2017. The increase was mainly attributable to larger warehouses were rented as more fish were delivered for inventory.
- For the three months ended September 30, 2018, shipping and handling fees increased by \$53,068, or 241.4%, as compared to the three months ended September 30, 2017. For the nine months ended September 30, 2018, shipping and handling fees increased by \$144,038, or 64.9%, as compared to the nine months ended September 30, 2017. The change was mainly attributable to the number of delivery from Customs to the warehouse.

- For the three months ended September 30, 2018, insurance decreased by \$45,193, or 57.4%, as compared to the three months ended September 30, 2017. The change was mainly attributable to the different insured fishing vessels mix. For the nine months ended September 30, 2018, insurance decreased by \$28,123, or 13.8%, as compared to the nine months ended September 30, 2017. The change was mainly attributable to the different insured fishing vessels mix and China Fishery Mutual Insurance Association returned the insurance premium related to vessels located in Indonesia that are not currently under operation as a result of the Indonesian government's moratorium.
- For the three months ended September 30, 2018, customs service charge increased by \$13,922, or 251.9%, as compared to the three months ended September 30, 2017. For the nine months ended September 30, 2018, customs service charge increased by \$49,635, or 58.9%, as compared to the nine months ended September 30, 2017. The change was mainly attributable to the amounts of customs declaration.
- For the three months ended September 30, 2018, advertising expenses decreased \$21,058, or 100%, as compared to the three months ended September 30, 2017. The change was mainly due to no advertising activities occurred. For the nine months ended September 30, 2018, advertising expenses decreased slightly by \$29,718, or 59.2%, as compared to the nine months ended September 30, 2017.
- Other miscellaneous selling expense for the three months ended September 30, 2018 increased by \$2,031, or 194.5%, as compared to the three months ended September 30, 2017. Other miscellaneous selling expense for the nine months ended September 30, 2018 increased by \$61,767, or 765.6%, as compared to the nine months ended September 30, 2017.

### **General and administrative expense**

General and administrative expense totaled \$2,152,749 for the three months ended September 30, 2018, as compared to \$2,196,609 for the three months ended September 30, 2017, a decrease of \$43,860 or 2.0%. General and administrative expense totaled \$8,279,250 for the nine months ended September 30, 2018, as compared to \$6,907,817 for the nine months ended September 30, 2017, an increase of \$1,371,433 or 19.9%. General and administrative expense for the three and nine months ended September 30, 2018 and 2017 consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Depreciation	\$ 1,378,056	\$ 1,219,006	\$ 4,423,289	\$ 3,582,549
Compensation and related benefits	215,054	258,954	1,292,879	797,386
Professional fees	151,587	499,575	1,278,018	1,233,089
Rent and related administrative service charge	117,248	117,777	352,431	354,035
Travel and entertainment	18,377	41,792	56,893	174,505
Bad debt (recovery) expense	4,284	18,532	(36,814)	221,208
Other	268,143	40,973	912,554	545,045
	<u>\$ 2,152,749</u>	<u>\$ 2,196,609</u>	<u>\$ 8,279,250</u>	<u>\$ 6,907,817</u>

- We recorded the depreciation in relation to vessels located in Indonesian and Indo-Pacific waters that are not operating as operation expense rather than cost of revenue. For the three months ended September 30, 2018, depreciation increased by \$159,050, or 13.0%, as compared to the three months ended September 30, 2017. For the nine months ended September 30, 2018, depreciation increased by \$840,740, or 23.5%, as compared to the nine months ended September 30, 2017
- Compensation and related benefits decreased by \$43,900, or 17.0%, for the three months ended September 30, 2018 as compared to the three months ended September 30, 2017. For the nine months ended September 30, 2018, compensation and related benefits increased by \$495,493, or 62.1%. The increase was mainly attributable to booking the salaries of the crews that are not in operation in East Timor and Indonesia into G&A expenses of approximately \$459,000 and an increase in benefits for our management staff of approximately \$28,000.
- Professional fees, which primarily consist of legal fees, accounting fees, investor relation service charges, valuation service fees and other fees associated with being a public company, for the three months ended September 30, 2018 decreased by \$347,988, or 69.7%, as compared to the three months ended September 30, 2017. The decrease in the three months ended September 30, 2018 was primarily attributable to a decrease in accounting fees of approximately \$36,000, a decrease in consulting fees of approximately \$2,000, and other fees decreased by approximately \$310,000. For the nine months ended September 30, 2018, professional fees increased by \$44,929, or 3.6%, as compared to the nine months ended September 30, 2017. The increase in the nine months ended September 30, 2018 was primarily attributable to an increase in consulting fees of approximately \$112,000, offset by a decrease in accounting fees of approximately \$37,000 and a decrease in other fees of approximately \$30,000.

- Rent and related administrative service charge remained consistent for the three and nine months ended September 30, 2018 as compared to the three and nine months ended September 30, 2017.
- For the three months ended September 30, 2018, we recorded bad debt expense of \$4,284 as compared to bad debt expense of \$18,532 for the three months ended September 30, 2017. For the nine months ended September 30, 2018, we recorded bad debt recovery of \$36,814 as compared to bad debt expense of \$221,208 for the nine months ended September 30, 2017. Based on our periodic review of accounts receivable balances, we adjusted the allowance for doubtful accounts after considering management's evaluation of the collectability of individual receivable balances, including the analysis of subsequent collections, and customers' collection history, and recent economic events.
- For the three months ended September 30, 2018, travel and entertainment expense decreased by \$23,415, or 56.0% as compared to the three months ended September 30, 2017. For the nine months ended September 30, 2018, travel and entertainment expense decreased by \$117,612, or 67.4% as compared to the nine months ended September 30, 2017. The decrease was mainly attributable to a decrease in travel expense of approximately \$52,000 and a decrease in entertainment expense of approximately \$65,000.
- Other general and administrative expense, which primarily consist of communication fees, office supplies, miscellaneous taxes, bank service charge, insurance and NASDAQ listing fee. For the three months ended September 30, 2018, other general and administrative expense increased by \$227,170, or 554.4%, as compared to the three months ended September 30, 2017. The increase was primarily attributable to an increase in registration fee of approximately \$77,000, and an increase in bank service charge of approximately \$124,000. For the nine months ended September 30, 2018, other general and administrative expense increased by \$367,509, or 67.4%, as compared to the nine months ended September 30, 2017. The increase was mainly attributable to an increase in insurance of approximately \$127,000, an increase in registration fee of approximately \$30,000, and an increase in bank service charge of approximately \$126,000.

#### ***Grant Income***

The grant income mainly consists of an incentive granted by the Chinese government to encourage the development of ocean fishing industry in order to satisfy the demand of natural seafood in China and other small miscellaneous grant income from the Chinese government. For the three months ended September 30, 2018, grant income decreased by \$1,796,365, or 19.4% as compared to the three months ended September 30, 2017. For the nine months ended September 30, 2018, grant income decreased by \$13,493,893, or 61.3% as compared to the nine months ended September 30, 2017. The decrease was mainly due to the receipt in the first quarter of 2017 of grant income for reimbursement of our fuel expenditure related to 2015 as a result of the delay in the government approval process.

#### ***Gain or Loss on fixed assets disposal***

Gain or Loss on fixed assets disposal represents the gain or loss on the disposal of fixed assets we recorded as it incurred. For the three months ended September 30, 2018 and 2017, the loss and gain on fixed assets disposal was \$(49,626) and \$190,162, respectively. For the nine months ended September 30, 2018 and 2017, the gain on fixed assets disposal was \$2,129,124 and \$187,709. This was mainly due to the dismantling of 27 fishing vessels for modification and rebuilding.

#### ***Income from operations***

As a result of the factors described above, for the three months ended September 30, 2018, income from operations amounted to \$14,439,330, as compared to income from operations of \$6,606,124 for the three months ended September 30, 2017, an increase of \$7,833,206, or 118.6%. For the nine months ended September 30, 2018, income from operations amounted to \$18,880,478, as compared to income from operations of \$27,626,177 for the nine months ended September 30, 2017, a change of \$8,745,699, or 31.7%.

### ***Other income/expense***

Other income/expense mainly include interest income from bank deposits, interest expense generated from short-term and long-term bank borrowings, foreign currency transaction gain, gain from cost method investment and loss on equity method investment.

For the three months ended September 30, 2018, other expense, net, amounted to \$702,445 as compared to other expense, net, of \$77,006 for the three months ended September 30, 2017, a change of \$625,439, or 812.2%, which was primarily attributable to an increase in foreign currency transaction loss of approximately \$770,000, a decrease in gain from cost method investment of approximately \$327,000, and a decrease in interest income of approximately \$16,000, offset by a decrease in interest expenses of approximately \$228,000 as a result of decrease in bank loans, and a decrease in loss on equity method investment of approximately \$262,000.

For the nine months ended September 30, 2018, other expense, net, amounted to \$823,646 as compared to other expense, net, of \$443,721 for the nine months ended September 30, 2017, a change of \$379,925, or 85.6%, which was primarily attributable to an increase in foreign currency transaction loss of approximately \$1,149,000, an increase in loss on equity method investment of approximately \$94,000, and a decrease in interest income of approximately \$133,000, offset by a decrease in interest expense of approximately \$922,000 as a result of decrease in bank loans, and an increase in gain from cost method investment of approximately \$70,000.

### ***Income taxes***

We are exempted from income taxes for income generated from our ocean fishing operations in China for the three and nine months ended September 30, 2018 and 2017.

### ***Net income***

As a result of the factors described above, our net income was \$13,736,885 for the three months ended September 30, 2018, as compared with net income of \$6,529,118 for the three months ended September 30, 2017, an increase of \$7,207,767 or 110.4%. Our net income was \$18,056,832 for the nine months ended September 30, 2018, as compared with net income of \$27,182,456 for the nine months ended September 30, 2017, a change of \$9,125,624 or 33.6%.

### ***Net income attributable to owners of the Company***

The net income attributable to owners of the Company was \$12,603,065, or \$0.16 per ordinary share (basic and diluted) for the three months ended September 30, 2018, as compared with net income attributable to owners of the Company of \$5,952,924, or \$0.08 per ordinary share (basic and diluted) for the three months ended September 30, 2017, an increase of \$6,650,141 or 111.7%.

The net income attributable to owners of the Company was \$16,420,842, or \$0.21 per ordinary share (basic and diluted) for the nine months ended September 30, 2018, as compared with net income attributable to owners of the Company of \$24,830,489, or \$0.31 per ordinary share (basic and diluted) for the nine months ended September 30, 2017, a change of \$8,409,647 or 33.9%.

### ***Foreign currency translation adjustment***

Our reporting currency is the U.S. dollar. The functional currency of our parent company and subsidiaries of Merchant Supreme and Prime Cheer is the U.S. dollar and the functional currency of the Company's subsidiaries which are incorporated in China is the Chinese Renminbi ("RMB"). The financial statements of our subsidiaries which are incorporated in China are translated to U.S. dollars using period end rates of exchange for assets and liabilities, and average rates of exchange (for the period) for revenue, costs, and expenses. Net gains and losses resulting from foreign exchange transactions are included in the consolidated statements of operations and comprehensive income. As a result of foreign currency translations, which are a non-cash adjustment, we reported a foreign currency translation loss of \$6,297,631 for the three months ended September 30, 2018, as compared to foreign currency translation gain of \$2,138,127 for the three months ended September 30, 2017. We reported a foreign currency translation loss of \$8,348,613 for the nine months ended September 30, 2018, as compared to foreign currency translation gain of \$4,821,019 for the nine months ended September 30, 2017. This non-cash loss had the effect of increasing/decreasing our reported comprehensive loss/gain and this non-cash gain had the effect of decreasing/increasing our reported comprehensive loss/gain.

## Comprehensive income

As a result of our foreign currency translation adjustment, we had comprehensive income for the three months ended September 30, 2018 of \$7,439,254, compared to comprehensive income of \$8,667,245 for the three months ended September 30, 2017. We had comprehensive income for the nine months ended September 30, 2018 of \$9,708,219, compared to comprehensive gain of \$32,003,475 for the nine months ended September 30, 2017.

## LIQUIDITY AND CAPITAL RESOURCES

Liquidity is the ability of a company to generate funds to support its current and future operations, satisfy its obligations and otherwise operate on an ongoing basis. Our principal liquidity demands are based on the capital needs of Pingtan Fishing related to the acquisition or construction of new fishing vessels and continuously upgrading and renovating existing vessels, and our general corporate purposes. We historically relied on cash flow provided by operations and bank loans to supplement our working capital. We also receive government grants as the government incentive for encouraging development of ocean fishing industry. At September 30, 2018 and December 31, 2017, we had cash balances of approximately \$9,520,325 and \$2,005,540, respectively. The significant portion of these funds are located in financial institutions located in the PRC and will continue to be indefinitely reinvested in our operations in the PRC.

The following table sets forth a summary of changes in our working capital from December 31, 2017 to September 30, 2018:

	September 30, 2018	December 31, 2017	December 31, 2017 to September 30, 2018	
			Change	Percentage Change
<b>Working capital deficit:</b>				
Total current assets	\$ 27,760,104	\$ 20,783,346	\$ 6,976,758	33.6%
Total current liabilities	65,436,342	36,415,935	29,020,407	79.7%
Working capital deficit:	<u>\$ (37,676,238)</u>	<u>\$ (15,632,589)</u>	<u>\$ (22,043,649)</u>	<u>141.0%</u>

Our working capital deficit increased \$22,043,649 to working capital deficit of \$37,676,238 at September 30, 2018 from working capital deficit of \$15,632,589 at December 31, 2017. This increase in working capital deficit is primarily attributable to a decrease in restricted cash of approximately \$1,821,000 due to the decrease in short term bank loan, a decrease in accounts receivable, net of allowance for doubtful accounts, of approximately \$7,136,000, a significant increase in accounts payable of approximately \$35,932,000 as 27 vessels are in the modification and rebuilding project, an increase in long-term bank loans-current portion of approximately \$1,518,000, an increase in due to related parties of approximately \$6,778,000 due to the increase in the advance from Xinrong Zhuo for working capital purposes, an increase in accounts payable-related parties of approximately \$552,000, offset by an increase in inventories, net of reserve for inventories, of approximately \$5,198,000, an increase in prepaid expenses of approximately \$2,818,000, a decrease in short-term bank loans of approximately \$14,601,000 due to the repayments of the short-term bank loans, a decrease in accrued liabilities and other payables of approximately \$1,159,000.

In order to mitigate our liquidity risk, we plan to rely on the proceeds from loans from banks and/or financial institutions to increase working capital in order to meet capital demands. We also receive government grants from local and central government for modifying and rebuilding vessel projects.

Because the exchange rate conversion is different for consolidated balance sheets and consolidated statements of cash flows, the changes in assets and liabilities reflected on consolidated statements of cash flows are not necessarily identical with the comparable changes reflected on consolidated balance sheets.

## Cash flows for the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017

The following summarizes the key components of our cash flows for the nine months ended September 30, 2018 and 2017:

	Nine Months Ended September 30,	
	2018	2017
Net cash provided by operating activities	\$ 23,979,969	\$ 76,346,471
Net cash used in investing activities	(16,613,153)	(42,645,156)
Net cash used in financing activities	(1,098,370)	(13,900,350)
Effect of exchange rate on cash	(574,848)	1,038,979
Net increase in cash	<u>\$ 5,693,598</u>	<u>\$ 20,839,944</u>

Net cash flow provided by operating activities was \$23,979,969 for the nine months ended September 30, 2018 as compared to \$76,346,471 for the nine months ended September 30, 2017, a change of \$52,366,502.

- Net cash flow provided by operating activities for the nine months ended September 30, 2018 primarily reflected our net income of approximately \$18,057,000, and the add-back of non-cash items, mainly consisting of depreciation of approximately \$6,934,000, decrease in allowance for doubtful accounts of approximately \$37,000, an increase in reserve for inventories of approximately \$39,000, loss on disposal of fixed assets of approximately \$2,129,000 and loss on equity method investment of approximately \$122,000, and changes in operating assets and liabilities primarily consisting of a decrease in accounts receivable of approximately \$6,878,000, an increase in accounts payable- related parties of approximately \$678,000, and an increase in due to related parties of approximately \$2,529,000, offset by an increase in inventories of approximately \$5,712,000, an increase in prepaid expenses of approximately \$5,729,000, an increase in other receivables of approximately \$436,000, a decrease in accounts payable of approximately \$531,000 and a decrease in accrued liabilities and other payables of approximately \$940,000.
- Net cash flow provided by operating activities for the nine months ended September 30, 2017 primarily reflected our net income of approximately \$27,182,000, and the add-back of non-cash items, mainly consisting of depreciation of approximately \$6,454,000, increase in allowance for doubtful accounts of approximately \$221,000, increase in reserve for inventories of approximately \$2,640,000, loss on disposal of fixed assets of approximately \$194,000 and loss on equity method investment of approximately \$28,000, and changes in operating assets and liabilities primarily consisting of a decrease in accounts receivable of approximately \$5,929,000 was mainly due to the recovery of outstanding accounts, a decrease in inventories of approximately \$3,422,000 was mainly due to a decrease in harvest volumes as the second and third quarters is the off season for fishing industry, a decrease in advances to suppliers of approximately \$3,133,000 because we have received a partial of fishing nets and other on-board consumables which we paid in advance to suppliers in 2016, a significant decrease in other receivables of approximately \$32,218,000 mainly due to the refund of prepayment made for fish goods of approximately \$30 million received from a third party in January and February 2017 (see note 5), a decrease in other receivables – related party of approximately \$1,181,000, an increase in accounts payable – related parties of approximately \$2,024,000 due to an increase in fuel demand as a result of the growth in our production, and an increase in accrued liabilities and other payables of approximately \$855,000, offset by an increase in prepaid expenses – related party of approximately \$225,000, and a significant decrease in accrued liabilities and other payables – related party of approximately \$9,887,000 due to repayments made to our related party.

Net cash flow used in investing activities was \$16,613,153 for the nine months ended September 30, 2018 as compared to \$42,645,156 for the nine months ended September 30, 2017. During the nine months ended September 30, 2018, we made payments for purchase of property, plant and equipment of approximately \$21,915,000, offset by proceeds received from government grants for fishing vessel construction of approximately \$5,302,000. During the nine months ended September 30, 2017, we made payments for purchase of property, plant and equipment of approximately \$45,293,000, and made payments for equity method investment of approximately \$294,000, offset by proceeds received from government grants for fishing vessel construction of approximately \$2,942,000.

Net cash flow used in financing activities was \$1,098,370 for the nine months ended September 30, 2018 as compared to net cash flow used in financing activities of \$13,900,350 for the nine months ended September 30, 2017. During the nine months ended September 30, 2018, we received advances from related parties of approximately \$3,713,000 and proceeds from short-term bank loan of approximately \$15,185,000, offset by the repayments of short-term bank loans of approximately \$14,634,000, the repayment of long-term bank loans of approximately \$2,991,000 and cash made for dividend payments of approximately \$2,372,000. During the nine months ended September 30, 2017, we received proceeds from short-term bank loans of approximately \$12,913,000, and received advances from related parties of approximately \$2,982,000, offset by the repayments of short-term bank loans of approximately \$18,701,000, the repayments of long-term bank loans of approximately \$8,723,000, and dividend payments of approximately \$2,372,000.

## Contractual Obligations and Off-Balance Sheet Arrangements

### Contractual obligations

We have certain fixed contractual obligations and commitments that include future estimated payments. Changes in our business needs, cancellation provisions, changing interest rates, and other factors may result in actual payments differing from the estimates. We cannot provide certainty regarding the timing and amounts of payments. We have presented below a summary of the most significant assumptions used in our determination of amounts presented in the tables, in order to assist in the review of this information within the context of our consolidated financial position, results of operations, and cash flows.

The following tables summarize our contractual obligations as of September 30, 2018 (dollars in thousands), and the effect these obligations are expected to have on our liquidity and cash flows in future periods.

Contractual obligations:	Payments Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	5+ years
Related party office lease obligation	\$ 11	\$ 11	\$ -	\$ -	\$ -
Rental and related administrative service charge obligation	457	457	-	-	-
Long-term bank loans	33,579	7,486	11,629	8,286	6,178
27 fishing vessels construction obligation	36,651	36,651	-	-	-
<b>Total</b>	<b>\$ 70,698</b>	<b>\$ 44,605</b>	<b>\$ 11,629</b>	<b>\$ 8,286</b>	<b>\$ 6,178</b>

### Off-balance sheet arrangements

None.

### Recent accounting pronouncements

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Subtopic 842)." The new guidance requires lessees to recognize assets and liabilities arising from leases as well as extensive quantitative and qualitative disclosures. A lessee will need to recognize on its balance sheet a right-of-use asset and a lease liability for the majority of its leases (other than leases that meet the definition of a short-term lease). The lease liabilities will be equal to the present value of lease payments. The right-of-use asset will be measured at the lease liability amount, adjusted for lease prepayment, lease incentives received and the lessee's initial direct costs. The standard is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted. ASU 2016-02 is required to be applied using the modified retrospective approach for all leases existing as of the effective date and provides for certain practical expedients. The Company is currently evaluating the impact on its consolidated financial position and results of operations upon adopting these amendments. Based on its preliminary evaluation, the Company expects to start recognizing lease assets and lease liabilities for its operating leases on its statements of financial position as of the end of its first fiscal quarter of 2019 and its comparative period presented.

In January 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business, in an effort to clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The amendments of this ASU are effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, "Intangibles—Goodwill and Other (Topic 350): simplifying the test for goodwill impairment", the guidance removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. Goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not the difference between the fair value and carrying amount of good will which was the step 2 test before. The ASU should be adopted on a prospective basis for the annual or any interim goodwill impairment tests beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company is currently evaluating the impact of adopting this standard on its consolidated financial statements.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

#### **Commodity price risk**

Oil cost accounts for approximately 65.8% and 67.0% of our total cost of revenue for the three and nine months ended September 30, 2018, respectively. We are primarily exposed to oil price volatility caused by supply conditions, political and economic variables and other unpredictable factors. We purchase oil used by our vessels at prevailing market prices. We do not have formal long-term purchase contracts with our suppliers and, therefore, we are exposed to the risk of fluctuating oil prices.

We did not have any commodity price derivatives or hedging arrangements outstanding at September 30, 2018 and did not employ any commodity price derivatives in the nine months ended September 30, 2018.

#### **Foreign currency exchange rate risk**

While our reporting currency is the USD, all of our consolidated revenue and consolidated cost of revenue and a significant portion of our consolidated expenses are denominated in RMB. Furthermore, a significant portion of our assets are denominated in RMB. As a result, we are exposed to foreign exchange risk as our revenue and result of operations may be affected by fluctuations in the exchange rate between USD and RMB.

The value of the RMB against the USD and other currencies is affected by, among other things, changes in the PRC's political and economic conditions. Since July 2005, the RMB has not been pegged to the USD. Although the People's Bank of China regularly intervenes in the foreign exchange market to prevent significant short-term fluctuations in the exchange rate, the RMB may appreciate or depreciate significantly in value against the USD in the medium to long term. Moreover, it is possible that in the future, PRC authorities may lift restrictions on fluctuations in the RMB exchange rate and lessen intervention in the foreign exchange market.

If the RMB depreciates against the USD, the value of our RMB revenue, earnings and assets as expressed in our USD financial statements will decline. A 1% average appreciation (depreciation) of the RMB against the USD would increase (decrease) our comprehensive income by \$97,000 for the nine months ended September 30, 2018 based on our revenue, costs and expenses, and assets and liabilities denominated in RMB as of September 30, 2018. To date, we have not entered into any hedging transactions to reduce our exposure to foreign currency exchange risk. While we may decide to enter into hedging transactions in the future, the availability and effectiveness of these hedging transactions may be limited and we may not be able to successfully hedge our exposure at all.

#### **Interest rate risk**

We are exposed to interest rate risk arising from short-term and long-term variable rate borrowings from time to time. Our future interest expense will fluctuate in line with any change in our borrowing rates. Our bank borrowings amounted to \$33.6 million at September 30, 2018. Based on the variable nature of the underlying interest rate, the bank borrowings approximated fair value at that date.

A hypothetical 100 basis point change in interest rates would impact our interest on our borrowings by approximately \$13,000. The potential change in interest amount is calculated based on the change in the interest amount over a one year period due to an immediate 100 basis point change in interest rates.

#### **Inflation risk**

Inflationary factors such as increases in the cost of our product and overhead costs may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, a high rate of inflation in the future may have an adverse effect on our ability to maintain current levels of gross margin and selling and general and administrative expenses as a percentage of total revenue if the selling prices of our products do not increase with these increased costs.

## **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 September 30, 2018, 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 Exchange 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 disclosure controls and procedures were effective as of September 30, 2018.

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

There were no changes (including corrective actions with regard to material weakness) in our internal controls over financial reporting that occurred during the period covered by this report 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**

For a description of legal proceedings, refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on March 14, 2018.

### **ITEM 1A. RISK FACTORS**

Factors that could cause our actual results to differ materially from those in this report are described in Annual Report on Form 10-K for the fiscal year ended December 31, 2017 filed with the SEC on March 14, 2018.

### **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

## 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: November 8, 2018

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

Date: November 8, 2018

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: November 8, 2018

By: /s/ Xinrong Zhuo

Xinrong Zhuo  
Chairman of the Board and Chief Executive  
Officer (Principal Executive Officer)

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**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: November 8, 2018

By: /s/ Roy Yu  
Roy Yu  
Chief Financial Officer (Principal Financial and  
Accounting Officer)

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**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 September 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), that, to the best of their 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: November 8, 2018

/s/ Xinrong Zhuo  
Xinrong Zhuo  
Chairman of the Board and Chief Executive Officer  
(Principal Executive Officer)

Date: November 8, 2018

/s/ Roy Yu  
Roy Yu  
Chief Financial Officer (Principal Financial and  
Accounting Officer)

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