

Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â FORM 10-
QÂ (Mark One)Â~"QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934Â For the quarterly period ended: September 30, 2024Â orÂ~"TRANSITION REPORT PURSUANT TO SECTION
13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934Â For the transition period from _____ to _____

NET INCREASE (DECREASE) IN CASHÂ 69,085,572Â (70,863,167) CASH, BEGINNING OF PERIODÂ 32,370Â 138,813,673Â Â Â Â Â CASH, END OF PERIODÂ \$69,117,942Â \$67,950,506Â Â Â Â Supplemental cash flow data:Â Â Â Â Income tax paidÂ \$26,590Â \$94,126Â Interest paidÂ \$-Â \$-Â Â Â Â Â Supplemental disclosure of non-cash financing activitiesÂ Â Â Â Right-of-use assets obtained in exchange for operating lease liabilitiesÂ \$182,884Â \$-Â Conversion of notes into common sharesÂ \$550,000Â \$950,000Â The accompanying notes are an integral part of these consolidated financial statementsÂ 4 Â SMARTPOWER CORP. AND SUBSIDIARIESNOTESTO CONSOLIDATED FINANCIAL STATEMENTSSEPTEMBER30, 2024 (UNAUDITED) AND DECEMBER 31, 2023Â 1.ORGANIZATION AND DESCRIPTION OF BUSINESSÂ SmartPower Corp. (the â€œCompanyâ€ or â€œSPCâ€) was incorporated in Nevada, and was formerly known as China Recycling Energy Corporation. The Company, through its subsidiaries, provides energy saving solutions and services, including selling and leasing energysaving systems and equipment to customers, and project investment in the Peoples Republic of China (â€œPRCâ€). The Companyâ€™s organizational chart as of September 30, 2024 is as follows:Â Â ErdosTCH â€“ Joint VentureÂ On April 14, 2009, the Company formed a joint venture (the â€œJVâ€) with Erdos Metallurgy Co., Ltd. (â€œErdosâ€) to recyclewaste heat from Erdosâ€™ metal refining plants to generate power and steam to be sold back to Erdos. The name of the JV was InnerMongolia Erdos TCH Energy Saving Development Co., Ltd. (â€œErdos TCHâ€) with a term ofÂ 20Â years. Erdos contributedÂ 7% of the total investment of the project, and Xiâ€™ an TCH Energy Technology Co., Ltd. (â€œXiâ€™ an TCHâ€) contributedÂ 93%. On June 15, 2013, Xiâ€™ an TCH and Erdos entered into a share transfer agreement, pursuant to which Erdos sold itsÂ 7% ownershipinterest in the JV to Xiâ€™ an TCH for \$1.29Â million (RMBÂ 8Â million), plus certain accumulated profits. Xiâ€™ an TCH paid the \$1.29Â million in July 2013 and, as a result, became the sole stockholder of the JV. Erdos TCH currently has two powergeneration systems in Phase I with a total 18 MW power capacity, and three power generation systems in Phase II with a total 27 MW powercapacity. On April 28, 2016, Erdos TCH and Erdos entered into a supplemental agreement, effective May 1, 2016, whereby Erdos TCH cancelledmonthly minimum lease payments from Erdos, and started to charge Erdos based on actual electricity sold at RMBÂ 0.30Â / KWH. The selling price of each KWH is determined annually based on prevailing market conditions. In May 2019, Erdos TCH ceased operationsdue to renovations and furnace safety upgrades of Erdos, and the Company initially expected the resumption of operations in July 2020, but the resumption of operations was further delayed due to the governmentâ€™s mandate for Erdos to significantly lower its energyconsumption per unit of GDP by implementing a comprehensive technical upgrade of its ferrosilicon production line to meet the Cityâ€™ senergy-saving targets.Â Erdos is currently researching the technical rectification scheme. Once the scheme is determined, ErdosTCH will carry out technical transformation for its waste heat power station project.Â During this period, Erdos will compensateErdos TCH RMBÂ 1Â million (\$145,524) per month, until operations resume.Â The Company has not recognized any income due tothe uncertainty of collection. In addition, Erdos TCH hasÂ 30% ownership in DaTangShiDai (BinZhou) Energy Savings Technology Co.,Ltd. (â€œBinZhou Energy Savingsâ€),Â 30% ownership in DaTangShiDai DaTong Recycling Energy Technology Co., Ltd. (â€œDaTongRecycling Energyâ€), andÂ 40% ownership in DaTang ShiDai TianYu XuZhou Recycling Energy Technology Co, Ltd. (â€œTianYu XuZhouRecycling Energyâ€). These companies were incorporated in 2012 but had no operations since then nor has any registered capital contributionbeen made.Â Â Â 5 Â Formationof ZhongxunÂ On March 24, 2014, Xiâ€™ an TCH incorporated a subsidiary, Zhongxun Energy Investment (Beijing) Co., Ltd. (â€œZhongxunâ€) withregistered capital of \$5,695,502Â (RMBÂ 35,000,000), which must be contributed before October 1, 2028. Zhongxun isÂ 100%owned by Xiâ€™ an TCH and will be mainly engaged in project investment, investment management, economic information consulting, andtechnical services. Zhongxun has not commenced operations nor has any capital contribution been made as of the date of this report.Â Formationof YinghuaÂ On February 11, 2015, the Company incorporated a subsidiary, Shanghai Yinghua Financial Leasing Co., Ltd.Â (â€œYinghuaâ€) withregistered capital of \$30,000,000, to be paid withinÂ 10Â yearsÂ from the date the business license is issued. Yinghua isÂ 100%owned by the Company and will be mainly engaged in financial leasing, purchase of financial leasing assets, disposal and repair of financialleasing assets, consulting and ensuring of financial leasing transactions, and related factoring business. Yinghua has not commencedoperations nor has any capital contribution been made as of the date of this report.Â 2.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIESÂ Basisof PresentationÂ The accompanying consolidated financial statements (â€œCFSâ€) are prepared in conformity with U.S. Generally Accepted AccountingPrinciples (â€œUS GAAPâ€). The functional currency of the Companyâ€™s operating entities is Chinese Renminbi (â€œRMBâ€). The accompanying consolidated financial statements are translated from RMB and presented in U.S. dollars (â€œUSDâ€).Â Principleof ConsolidationÂ TheCFS include the accounts of SPC and its subsidiaries, Shanghai Yinghua Financial Leasing Co., Ltd.Â (â€œYinghuaâ€) and SifangHoldings; Sifang Holdingsâ€™ wholly owned subsidiaries, Huahong New Energy Technology Co., Ltd. (â€œHuahongâ€) and ShanghaiTCH Energy Tech Co., Ltd. (â€œShanghai TCHâ€); Shanghai TCHâ€™s wholly-owned subsidiary, Xiâ€™ an TCH Energy Tech Co.,Ltd. (â€œXiâ€™ an TCHâ€); and Xiâ€™ an TCHâ€™s subsidiaries, 1) Erdos TCH Energy Saving Development Co., Ltd (â€œErdosTCHâ€),Â 100% owned by Xiâ€™ an TCH, 2) Zhonghong,Â 90% owned by Xiâ€™ an TCH andÂ 10% owned by Shanghai TCH, and 3) Zhongxun,Â 100% owned by Xiâ€™ an TCH. Substantially all the Companyâ€™s revenues are derived from the operations ofShanghai TCH and its subsidiaries, which represent substantially all the Companyâ€™s consolidated assets and liabilities as of September30, 2024. However, there was no revenue for the Company for the nine and three months ended September 30, 2024 or 2023. All significantinter-company accounts and transactions were eliminated in consolidation.Â 6 Â A subsidiary is an entity in which (i) the Company directly or indirectly controls more thanÂ 50% of the voting power; or (ii) theCompany has the power to appoint or remove the majority of the members of the board of directors or to cast a majority of votes at themeetings of the board of directors or to govern the financial and operating policies of the investee pursuant to a statute or under anagreement among the shareholders or equity holders.Â Usesand Sources of LiquidityÂ Forthe nine months ended September 30, 2024 and 2023, the Company had a net loss of \$952,285Â and \$518,069, respectively. For the three months ended September 30, 2024 and 2023, the Company had a net loss of \$262,731Â and \$180,723, respectively. The Company had anaccumulated deficit of \$61.45Â million as of September 30, 2024. The Company disposed all of its systems and currently holds fivepower generating systems through Erdos TCH, the five power generating systems are currently not producing any electricity. The Companyis in the process of transforming and expanding into an energy storage integrated solution provider business. The Company plans to pursuedisciplined and targeted expansion strategies for market areas the Company currently does not serve. The Company actively seeks and exploresopportunities to apply energy storage technologies to new industries or segments with high growth potential, including industrial andcommercial complexes, large scale photovoltaic (PV) and wind power stations.Â remote islands

without electricity, and smartenergy cities with multi-energy supplies. The Company's cash flow forecast indicates it will have sufficient cash to fund its operations for the next 12 months from the date of issuance of these CFS. Use of Estimates In preparing these CFS in accordance with US GAAP, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheets as well as revenues and expenses during the period reported. Actual results may differ from these estimates. On an on-going basis, management evaluates its estimates, including those allowances for bad debt, impairment loss on fixed assets and construction in progress, income taxes, and contingencies and litigation. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other resources. Revenue Recognition A) Sales-type Leasing and Related Revenue Recognition The Company follows Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 842. The Company's sales type lease contracts for revenue recognition fall under ASC 842. During the nine and three months ended September 30, 2024 and 2023, the Company did not sell any new power generating projects. The Company constructs and leases waste energy recycling power generating projects to its customers. The Company typically transfers legal ownership of the waste energy recycling power generating projects to its customers at the end of the lease. The Company finances construction of waste energy recycling power generating projects. The sales and cost of sales are recognized at the inception of the lease, which is when control is transferred to the lessee. The Company accounts for the transfer of control as a sales-type lease in accordance with ASC 842-10-25-2. The underlying asset is derecognized, and revenue is recorded when collection of payments is probable. This is in accordance with the revenue recognition principle in ASC 606 - Revenue from contracts with customers. The investment in sales-type leases consists of the sum of the minimum lease payments receivable less unearned interest income and estimated executory cost. Minimum lease payments are part of the lease agreement between the Company (as the lessor) and the customer (as the lessee). The discount rate implicit in the lease is used to calculate the present value of minimum lease payments. The minimum lease payments consist of the gross lease payments net of executory costs and contingent rentals, if any. Unearned interest is amortized to income over the lease term to produce a constant periodic rate of return on net investment in the lease. While revenue is recognized at the inception of the lease, the cash flow from the sales-type lease occurs over the course of the lease, which results in interest income and reduction of receivables. Revenue is recognized net of value-added tax. 7 A) B) Contingent Rental Income The Company records income from actual electricity generated of each project in the period the income is earned, which is when the electricity is generated. Contingent rent is not part of minimum lease payments. Operating Leases The Company determines if an arrangement is a lease or contains a lease at inception. Operating lease liabilities are recognized based on the present value of the remaining lease payments, discounted using the discount rate for the lease at the commencement date. As the rate implicit in the lease is not readily determinable for an operating lease, the Company generally uses an incremental borrowing rate based on information available at the commencement date to determine the present value of future lease payments. Operating lease right-of-use ("ROU assets") assets represent the Company's right to control the use of an identified asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets are generally recognized based on the amount of the initial measurement of the lease liability. Lease expense is recognized on a straight-line basis over the lease term. ROU assets are reviewed for impairment when indicators of impairment are present. ROU assets from operating and finance leases are subject to the impairment guidance in ASC 360, Plant, and Equipment, as ROU assets are long-lived nonfinancial assets. ROU assets are tested for impairment individually or as part of an asset group if the cash flows related to the ROU asset are not independent from the cash flows of other assets and liabilities. An asset group is the unit of accounting for long-lived assets to be held and used, which represents the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities. The Company recognized no impairment of ROU assets as of September 30, 2024 and December 31, 2023. Operating leases are included in operating lease ROU and operating lease liabilities (current and non-current), on the consolidated balance sheets. Cash Cash includes cash on hand, demand deposits placed with banks or other financial institutions and all highly liquid investments with an original maturity of three months or less as of the purchase date. Credit Losses On January 1, 2023, the Company adopted Accounting Standards Update 2016-13 "Financial Instruments" A) Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments, which replaces the incurred loss methodology with expected loss methodology that is referred to as the current expected credit loss ("CECL") methodology. The adoption of the credit loss accounting standard has no material impact on the Company's consolidated financial statements as of January 1, 2023. The Company's other receivables in the balance sheet are within the scope of ASC Topic 326. As the Company has limited customers and debtors, the Company uses the loss-rate method to evaluate the expected credit losses on an individual basis. When establishing the loss rate, the Company makes the assessment on various factors, including historical experience, creditworthiness of customers and debtors, current economic conditions, reasonable and supportable forecasts of future economic conditions, and other factors that may affect its ability to collect from the customers and debtors. The Company also provides specific provisions for allowance when facts and circumstances indicate that the receivable is unlikely to be collected. 8 A) Expected credit losses are recorded as allowance for credit losses on the consolidated statements of operations. After all attempts to collect a receivable have failed, the receivable is written off against the allowance. In the event the Company recovers an amount that is previously reserved for, the Company will reduce the specific allowance for credit losses. Accounts Receivable The Company's policy is to maintain an allowance for potential credit losses on accounts receivable. Management reviews the composition of accounts receivable and analyzes historical bad debts, customer concentrations, customer creditworthiness, current economic trends and changes in customer payment patterns to evaluate the adequacy of these reserves. As of September 30, 2024 and December 31, 2023, the Company had no accounts receivable. A) Value added tax ("VAT") The Company is subject to VAT and related surcharges on revenue generated from sales and services. The Company records revenue net of VAT. This VAT may be offset by qualified input VAT paid by the Company to suppliers. Net VAT balance between input VAT and output VAT is recorded in the line item of VAT receivable on the unaudited consolidated balance sheets. The VAT rate is 13% for taxpayers selling consumer products and 6% for providing technology services. Entities that are VAT general taxpayers are allowed to offset qualified input VAT, paid to suppliers against their output VAT liabilities. As of September 30, 2024 and December 31, 2023, the Company had \$172,528 and \$170,694 VAT receivable, respectively. Advances to suppliers Advances to suppliers consist of balances paid to suppliers for materials that have not been received. The Company reviews its advances to suppliers on a periodic basis and makes general and

specific allowances when there is doubt as to the ability of a supplier to provide supplies to the Company or refund an advance.Â Shortterm loan receivablesÂ The Company provided loans to certain third parties for the purpose of making use of its cash.Â The Company monitors all loans receivable for delinquency and provides for estimated losses for specific receivables that are not likely to be collected. Management periodically assesses the collectability of these loans receivable. Delinquent account balances are written-off against the allowance for doubtful accounts after management has determined that the likelihood of collection is not probable. As of September 30, 2024, the Company did not have any outstanding short term loan receivables; at December 31, 2023, the Company had \$68.77Â millions short term loan receivables and did not accrue allowance against short term loan receivables.Â Concentration of Credit

RiskÂ Cash includes cash on hand and demand deposits in accounts maintained within China.Â Balances at financial institutions and state-owned banks withinÂ the PRC are covered by insurance up to RMBÂ 500,000Â (\$71,792) per bank. Any balance over RMBÂ 500,000Â (\$71,792) per bank in PRC is not covered. The Company has not experienced any losses in such accounts.Â Certain other financial instruments, which subject the Company to concentration of credit risk, consist of accounts and other receivables. The Company does not require collateral or other security to support these receivables. The Company conducts periodic reviews of its customers' financial condition and customer payment practices to minimize collection risk on accounts receivable.Â The operations of the Company are in the PRC.

Accordingly, the Company's business, financial condition and results of operations may be influenced by the political, economic and legal environments in the PRC.Â 9 Â Plant and EquipmentÂ Plant and equipment are stated at cost, net of accumulated depreciation. Expenditures for maintenance and repairs are expensed as incurred; additions, renewals and betterments are capitalized. When plant and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations.Â Depreciation of plant and equipment is provided using the straight-line method over the estimated lives as follows:Â VehiclesÂ 2Â â€"Â 5Â yearsÂ Office and Other EquipmentÂ 2Â â€"Â 5Â yearsÂ Â Impairment of Long-lived AssetsÂ In accordance with FASB ASC Topic 360,Â "Plant, and Equipment," the Company reviews its long-lived assets, including plant and equipment, for impairment whenever events or changes in circumstances indicate that the carrying amounts of the assets may not be fully recoverable. If the total expected undiscounted future net cash flows are less than the carrying amount of the asset, a loss is recognized for the difference between the fair value ("FV") and carrying amount of the asset.Â The Company did not record any impairment for the nine and three months ended September 30, 2024 and 2023.Â Â Accounts and other payablesÂ Accounts and other payables represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.Â Accounts and other payables are initially recognized as fair value, and subsequently carried at amortized cost using the effective interest method.Â BorrowingsÂ Borrowings are presented as current liabilities unless the Company has an unconditional right to defer settlement for at least 12 months after the financial year end date, in which case they are presented as non-current liabilities.Â Borrowings are initially recognized at fair value (net of transaction costs) and subsequently carried at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognized in profit or loss over the period of the borrowings using an effective interest method.Â Borrowing costs are recognized in profit or loss using the effective interest method.Â Cost of SalesÂ Cost of sales consists primarily of the direct material of the power generating system and expenses incurred directly for project construction for sales-type leasing and sales tax and additions for contingent rental income.Â Â Income TaxesÂ Income taxes are accounted for using an asset and liability method. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates, applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.Â The Company follows FASB ASC Topic 740, which prescribes a more-likely-than-not threshold for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740 also provides guidance on 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.Â 10 Â Under FASB ASC Topic 740, when tax returns are filed, it is likely that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained.

The benefit of a tax position is recognized in the CFS in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more thanÂ 50% likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheets along with any associated interest and penalties that would be payable to the taxing authorities upon examination. Interest associated with unrecognized tax benefits is classified as interest expense and penalties are classified in selling, general and administrative expenses in the statement of income.Â At September 30, 2024 and December 31, 2023, the Company did not take any uncertain positions that would necessitate recording a tax related liability.Â Â Statement of Cash FlowsÂ In accordance with FASB ASC Topic 230,Â "Statement of Cash Flows," cash flows from the Company's operations are calculated based upon the local currencies. As a result, amounts related to assets and liabilities reported on the statement of cash flows may not necessarily agree with changes in the corresponding balances on the balance sheet.Â Fair Value of Financial InstrumentsÂ For certain of the Company's financial instruments, including cash and equivalents, restricted cash, accounts receivable, other receivables, accounts payable, accrued liabilities and short-term debts, the carrying amounts approximate their FVs due to their short maturities. Receivables on sales-type leases are based on interest rates implicit in the lease.Â FASB ASC Topic 820,Â "Fair Value Measurements and Disclosures," requires disclosure of the FV of financial instruments held by the Company. FASB ASC Topic 825,Â "Financial Instruments," defines FV, and establishes a three-level valuation hierarchy for disclosures of FV measurement that enhances disclosure requirements for FV measures. The carrying amounts reported in the consolidated balance sheets for receivables and current liabilities each qualify as financial instruments and are a reasonable estimate of their FV because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The three levels of valuation hierarchy are defined

as follows: Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets. Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument. Level 3 inputs to the valuation methodology are unobservable and significant to FV measurement. The Company analyzes all financial instruments with features of both liabilities and equity under FASB ASC 480, *Distinguishing Liabilities from Equity*, and ASC 815, *Derivatives and Hedging*. As of September 30, 2024 and December 31, 2023, the Company did not have any long-term debt, and the Company did not identify any assets or liabilities that are required to be presented on the balance sheet at FV. Stock-Based Compensation The Company accounts for share-based compensation awards to employees in accordance with FASB ASC Topic 718, *Compensation*, which requires that share-based payment transactions with employees be measured based on the grant-date FV of the equity instrument issued and recognized as compensation expense over the requisite service period. The Company accounts for share-based compensation awards to non-employees in accordance with FASB ASC Topic 718 and FASB ASC Subtopic 505-50, *Equity-Based Payments to Non-employees*. Share-based compensation associated with the issuance of equity instruments to non-employees is measured at the FV of the equity instrument issued or committed to be issued, as this is more reliable than the FV of the services received. The FV is measured at the date that the commitment for performance by the counterparty has been reached or the counterparty's performance is complete. The Company follows ASU 2018-07, *Compensation*, which expands the scope of ASC 718 to include share-based payment transactions for acquiring goods and services from non-employees. An entity should apply the requirements of ASC 718 to non-employee awards except for specific guidance on inputs to an option pricing model and the attribution of cost. ASC 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantor's own operations by issuing share-based payment awards. Basic and Diluted Earnings per Share The Company presents net income (loss) per share (EPS) in accordance with FASB ASC Topic 260, *Earning Per Share*. Accordingly, basic income (loss) per share is computed by dividing income (loss) available to common stockholders by the weighted average number of shares outstanding, without consideration for common stock equivalents. Diluted EPS is computed by dividing the net income by the weighted-average number of common shares outstanding as well as common share equivalents outstanding for the period determined using the treasury-stock method for stock options and warrants and the if-converted method for convertible notes. The Company made an accounting policy election to use the if-converted method for convertible securities that are eligible to receive common stock dividends, if declared. Diluted EPS reflects the potential dilution that could occur based on the exercise of stock options or warrants or conversion of convertible securities using the if-converted method. For the nine and three months ended September 30, 2024 and 2023, the basic and diluted income (loss) per share were the same due to the anti-dilutive features of the warrants and options. For the nine and three months ended September 30, 2024 and 2023, 17,015 shares and 30,911 shares purchasable under warrants and options were excluded from the EPS calculation as these were not dilutive due to the exercise price was more than the stock market price. Foreign Currency Translation and Comprehensive Income (Loss) The Company's functional currency is the Renminbi (RMB). For financial reporting purposes, RMB were translated into U.S. Dollars (USD) or \$ as the reporting currency. Assets and liabilities are translated at the exchange rate in effect at the balance sheet date. Revenues and expenses are translated at the average rate of exchange prevailing during the reporting period. Translation adjustments arising from the use of different exchange rates from period to period are included as a component of stockholders' equity as *Accumulated other comprehensive income*. Gains and losses resulting from foreign currency transactions are included in income. The Company follows FASB ASC Topic 220, *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. Segment Reporting FASB ASC Topic 280, *Segment Reporting*, requires use of the management approach model for segment reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. Reportable segments are based on products and services, geography, legal structure, management structure, or any other manner in which management disaggregates a company. FASB ASC Topic 280 has no effect on the Company's CFS as substantially all of the Company's operations are conducted in one industry segment. All of the Company's assets are located in the PRC. In November 2023, the FASB issued ASU No. 2023-07, *Segment Reporting* (Topic 280): Improvements to Reportable Segment Disclosures (ASU 2023-07). The amendments in ASU 2023-07 improve reportable segment disclosure requirements through enhanced disclosures about significant segment expenses that are regularly provided to the chief operating decision maker (CODM). In addition, the amendments enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit or loss, provide new segment disclosure requirements for entities with a single reportable segment, and contain other disclosure requirements. ASU 2023-07 will be effective for annual reporting periods beginning after December 15, 2023, and interim periods within annual reporting periods beginning after December 15, 2024. Early adoption is permitted. The adoption of ASU 2023-01 did not have a material impact on the Company's consolidated financial statement presentation or disclosures. In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes* (Topic 740): Improvements to Income Tax Disclosures (ASU 2023-09), which requires disclosures of incremental income tax information within the rate reconciliation and expanded disclosures of income taxes paid, among other disclosure requirements. This ASU will be effective for annual reporting periods beginning after December 15, 2024. Early adoption is permitted. ASU 2023-09 will be applied on a prospective basis with the option to apply the standard retrospectively. The Company's management does not believe that the adoption of ASU 2023-09 will have a material impact on the Company's consolidated financial statement presentation or disclosures. The Company's management does not believe that any other recently issued, but not yet effective, authoritative guidance, if currently adopted, will have a material impact on the Company's financial statement presentation or disclosures. In 3. SHORT-TERM LOAN RECEIVABLE As of September 30, 2024 and December 31, 2023, the Company had nil and \$68,773,208 (RMB 486.1 million) short term loan to Jinan Youkai Engineering Consulting Co., Ltd (Youkai), respectively, an unrelated party of the Company. The short-term loan was for five days with a capital utilization fee of \$14,119 (RMB 100,000) per day for a total of \$70,595 (RMB 500,000). To ensure the safety of the funds, before money was transferred to Youkai, Youkai handed over the official seal, financial seal and bank account UK

to the Company for custody and management until repayment of the loan. The Company received the repayment of \$68.7 million full plus capital utilization fee in January 2024. **4. ADVANCE TO SUPPLIERS** On June 19, 2023, the Company entered a purchase agreement with Hubei Bangyu New Energy Technology Co., Ltd. (â€œBangyuâ€). The total contract amount was \$82.3 million (RMB 595.0 million) for purchasing the energy storage battery systems. As of September 30, 2024 and December 31, 2023, the Company made a prepayment to Bangyu of \$68.17 million (RMB 476.0 million) and \$67.4 million (RMB 476.0 million). The Company is in the process of transforming and expanding into energy storage integrated solution provider business. The Company actively seeks and explores opportunities to apply energy storage technologies to new industries or segments with high growth potential, including industrial and commercial complexes, large scale photovoltaic (PV) and wind power stations, remote islands without electricity, and smart energy cities with multi-energy supplies. **A** On August 2, 2021, the Company entered a Research and Development (â€œR&Dâ€) Cooperation Agreement with a software development company to design, establish, upgrade and maintenance of Smart Energy Management Cloud Platform for energy storage and remote-site monitoring; upon completion, the Company will provide such platform to its customers at a fee. Total contracted R&D cost is \$1,000,000, as of December 31, 2022, the Company paid \$200,000 as R&D expense, and was committed to pay remaining \$800,000 after trial operation. During the year ended December 31, 2022, the Company expensed \$200,000 in R&D. **B** On August 23, 2021, the Company entered a Market Research and Project Development Service Agreement with a consulting company in Xiâ€™ an for a service period of 12 months. The consulting company will perform market research for new energy industry including photovoltaic and energy storage, develop potential new customers and due diligence check, assisting the Company for business cooperation negotiation and relevant agreements preparation. Total contract amount is \$1,150,000, and the Company paid \$650,000 at commencement of the service and recorded as R&D expense during the year ended December 31, 2022; the Company prepaid \$200,000 during the year 2023 and as of September 30, 2024 and December 31, 2023, the Company will pay the remaining of \$300,000 upon completion all the services. **C** **5. ACCRUED LIABILITIES AND OTHER**

PAYABLES Accrued liabilities and other payables consisted of the following as of September 30, 2024 and December 31, 2023: **A** **2024** **2023** Education and union fund and social insurance payable \$234,285 \$181,394 Accrued payroll and welfare 238,891 263,472 Accrued litigation 2,362,658 2,124,087 Other 17,590 95,508 Total \$2,853,424 \$2,664,461 Accrued litigation was mainly for court enforcement fee, fee to lawyer, penalty and other fees (see Note 14). **B** **6. TAXES PAYABLE** Taxes payable consisted of the following as of September 30, 2024 and December 31, 2023: **A** **2024** **2023** Income tax \$7,627,748 \$7,627,529 Other 308 187 Total 7,628,056 7,627,716 Current 4,277,431 4,277,091 Noncurrent \$3,350,625 \$3,350,625 As of September 30, 2024, income tax payable included \$7.61 million from recording the estimated one-time transition tax on post-1986 foreign unremitting earnings under the Tax Cut and Jobs Act signed on December 22, 2017 (\$4.28 million included in current tax payable and \$3.35 million noncurrent). **C** An election was available for the U.S. shareholders of a foreign company to pay the tax liability in installments over a period of eight years (until year 2026) with 8% of net tax liability in each of the first five years, 15% in the sixth year, 20% in the seventh year, and 25% in the eighth year. The Company made such an election. **D** **7. DEFERRED TAX, NET** Deferred tax assets resulted from asset impairment loss which was temporarily non-tax deductible for tax purposes but expensed in accordance with US GAAP; interest income in sales-type leases which was recognized as income for tax purposes but not for book purpose as it did not meet revenue recognition in accordance with US GAAP; accrued employee social insurance that can be deducted for tax purposes in the future, and the difference between tax and accounting basis of cost of fixed assets which was capitalized for tax purposes and expensed as part of cost of systems in accordance with US GAAP. Deferred tax liability arose from the difference between tax and accounting basis of net investment in sales-type leases. **E** **14** **As of September 30, 2024 and December 31, 2023, deferred tax assets consisted of the following:** **A** **2024** **2023** Accrued expenses \$621,948 \$615,336 Write-off Erdos TCH net investment in sales-type leases * 4,106,926 4,063,263 Impairment loss of Xiâ€™ an TCHâ€™ s investment into the HYREF fund 2,675,743 2,647,296 US net operating loss 1,270,461 1,086,706 PRC net operating loss 1,031,456 8,355,472 Total deferred tax assets 9,706,534 16,768,073 Less: valuation allowance for deferred tax assets (9,706,534) (16,768,073) Deferred tax assets, net \$-\$ * This represents the tax basis of Erdos TCH investment in sales type leases, which was written off under US GAAP upon modification of lease terms, which made the lease payments contingent upon generation of electricity. **F** **8. ENTRUSTED LOAN PAYABLE** Entrusted Loan Payable (HYREF Loan) The HYREF Fund was established in July 2013 with a total fund of RMB 460 million (\$77 million) invested in Xiâ€™ an Zhonghong for Zhonghongâ€™ s three new CDQ WHPG projects. The HYREF Fund invested RMB 3 million (\$0.5 million) as an equity investment and RMB 457 million (\$74.5 million) as a debt investment in Xiâ€™ an Zhonghong; in return for such investments, the HYREF Fund was to receive interest from Zhonghong for the HYREF Fundâ€™ s debt investment. The loan was collateralized by the accounts receivable and the fixed assets of Shengli Phase I and II power generation systems; the accounts receivable and fixed assets of Zhonghongâ€™ s three CDQ WHPG systems; and a 27 million RMB (\$4.39 million) capital contribution made by Xiâ€™ an TCH in Zhonghong. Repayment of the loan (principal and interest) was also jointly and severally guaranteed by Xiâ€™ an TCH and the Chairman and CEO of the Company. In the fourth quarter of 2015, three power stations of Erdos TCH were pledged to Industrial Bank as an additional guarantee for the loan to Zhonghongâ€™ s three CDQ WHPG systems. In 2016, two additional power stations of Erdos TCH and Pucheng Phase I and II systems were pledged to Industrial Bank as an additional guarantee along with Xiâ€™ an TCHâ€™ s equity in Zhonghong. **G** The term of this loan was for 60 months from July 31, 2013 to July 30, 2018, with interest of 12.5%. The Company paid RMB 50 million (\$7.54 million) of the RMB 280 million (\$42.22 million), and on August 5, 2016, the Company entered into a supplemental agreement with the lender to extend the due date of the remaining RMB 230 million (\$34.68 million) of the original RMB 280 million (\$45.54 million) to August 6, 2017. During the year ended December 31, 2017, the Company negotiated with the lender again to further extend the remaining loan balance of RMB 230 million (\$34.68 million), RMB 100 million (\$16.27 million), and RMB 77 million (\$12.08 million). The lender had tentatively agreed to extend the remaining loan balance until August 2019 with interest of 9%, subject to the final approval from its headquarters. The headquarters did not approve the extension proposal with interest of 9%; however, on December 29, 2018, the Company and the lender agreed to an alternative repayment proposal as described below. **H** **I** Repayment of HYREF loan. **J** Transfer of Chengli project as partial repayment. On December 29, 2018, Xiâ€™ an Zhonghong, Xiâ€™ an TCH, HYREF, Guohua Ku, and Chonggong Bai entered into a CDQ WHPG Station Fixed Assets Transfer Agreement, pursuant to which Xiâ€™ an Zhonghong transferred Chengli CDQ WHPG station as the repayment for the loan of

RMB¥ 188,639,400¥ (\$27.54¥ million) to HYREF, the transfer of which was completed on January 22, 2019. Xiâ€™ anTCH is a secondary limited partner of HYREF. The FV of the CDQ WHPG station applied in the transfer was determined by the parties basedupon the appraisal report issued by Zhonglian Assets Appraisal Group (Shaanxi) Co., Ltd. as of August 15, 2018. However, per the discussionbelow, Xiâ€™ an Zhonghong, Xiâ€™ an TCH, Guohua Ku and Chonggong Bai (the â€œBuyersâ€) entered into a Buy Back Agreement,also agreed to buy back the Station when conditions under the Buy Back Agreement are met. Due to the Buy Back agreement, the loan wasnot deemed repaid, and therefore the Company recognized Chengli project as assets subject to buyback and kept the loan payable remainedrecognized under ASC 405-20-40-1 as of December 31, 2020. The Buy Back agreement was terminated in April 2021. 15 Å 2.Å BuyBack AgreementÅ OnDecember 29, 2018, Xiâ€™ an TCH, Xiâ€™ an Zhonghong, HYREF, Guohua Ku, Chonggong Bai and Xiâ€™ an Hanneng Enterprises ManagementConsulting Co. Ltd. (â€œXiâ€™ an Hannengâ€) entered into a Buy Back Agreement.Å Å Å Pursuantto the Buy Back Agreement, the Buyers jointly and severally agreed to buy back all outstanding capital equity of Xiâ€™ an Hannengwhich was transferred to HYREF by Chonggong Bai (see 3 below), and a CDQ WHPG station in Boxing County which was transferred to HYREFby Xiâ€™ an Zhonghong. The buy-back price for the Xiâ€™ an Hannengâ€™ s equity was based on the higher of (i) the market priceof the equity shares at the time of buy-back; or (ii) the original transfer price of the equity shares plus bank interest. The buy-backprice for the Station was based on the higher of (i) the FV of the Station on the date transferred; or (ii) the loanÅ Balance asofÅ the date of the transfer plus interest accrued through that date. HYREF could request that the Buyers buy back the equity sharesof Xiâ€™ an Hanneng and/or the CDQ WHPG station if one of the following conditions is met: (i) HYREF holds the equity shares of Xiâ€™ an Hanneng until December 31, 2021; (ii) Xiâ€™ an Huaxin New Energy Co., Ltd., is delisted from The National Equities Exchange And QuotationsCo., Ltd., a Chinese over-the-counter trading system (the â€œNEEQâ€); (iii) Xiâ€™ an Huaxin New Energy, or any of the Buyersor its affiliates has a credit problem, including not being able to issue an auditor report or standard auditor report or any controlperson or executive of the Buyers is involved in crimes and is under prosecution or has other material credit problems, to HYREFâ€™ sreasonable belief; (iv) if Xiâ€™ an Zhonghong fails to timely make repayment on principal or interest of the loan agreement, its supplementalagreement or extension agreement; (v) the Buyers or any party to the Debt Repayment Agreement materially breaches the Debt RepaymentAgreement or its related transaction documents, including but not limited to the Share Transfer Agreement, the Pledged Assets TransferAgreement, the Entrusted Loan Agreement and their guarantee agreements and supplemental agreements.Å Due to halted trading of Huaxinstock by NEEQ for not filing its 2018 annual report, on December 19, 2019, Xiâ€™ an TCH, Xiâ€™ an Zhonghong, Guohua Ku and ChonggongBai jointly and severally agreed to buy back all outstanding capital equity of Xiâ€™ an Hanneng which was transferred to HYREF byChonggong Bai earlier. The total buy back price was RMB¥ 261,727,506¥ (\$37.52¥ million) including accrued interest of RMB¥ 14,661,506¥ (\$2.10¥ million),and was paid in full by Xiâ€™ an TCH on December 20, 2019.Å OnApril 9, 2021, Xiâ€™ an TCH, Xiâ€™ an Zhonghong, Guohua Ku, Chonggong Bai and HYREF entered a Termination of Fulfillment Agreement(termination agreement). Under the termination agreement, the original buyback agreement entered on December 19, 2019 was terminatedupon signingÅ of the termination agreement. HYREF will not execute the buy-back option and will not ask for any additional paymentfrom the buyers other than keeping the CDQ WHPG station from Chengli project. The Company recorded a gain of approximately \$3.1¥ millionfrom transferring the CDP WHPG station to HYREF as partial repayment of the entrusted loan and accrued interest of RMB¥ 188,639,400¥ (\$27.54¥ million)to HYREF resulting from the termination of the buy-back

agreement.Å Å 3.Transfer of Xuzhou Huayu Project and Shenqiu Phase IÅ & II project to Mr. Bai for partial repayment of HYREF loanÅ OnJanuary 4, 2019, Xiâ€™ an Zhonghong, Xiâ€™ an TCH, and Mr. Chonggong Bai entered into a Projects Transfer Agreement, pursuant towhich Xiâ€™ an Zhonghong transferred a CDQ WHPG station (under construction) located in Xuzhou City for Xuzhou Huayu Coking Co., Ltd.(â€œXuzhou Huayu Projectâ€) to Mr. Bai for RMB¥ 120,000,000¥ (\$17.52¥ million) and Xiâ€™ an TCH transferred twoBiomass Power Generation Projects in Shenqiu (â€œShenqiu Phase I and II Projectsâ€) to Mr. Bai for RMB¥ 127,066,000¥ (\$18.55¥ million).Mr. Bai agreed to transfer all the equity shares of his wholly owned company, Xiâ€™ an Hanneng, to HYREF as repayment for the RMB¥ 247,066,000¥ (\$36.07¥ million)loan made by Xiâ€™ an Zhonghong to HYREF as consideration for the transfer of the Xuzhou Huayu Project and Shenqiu Phase I and IIProjects.Å Å Å OnFebruary 15, 2019, Xiâ€™ an Zhonghong completed the transfer of the Xuzhou Huayu Project and Xiâ€™ an TCH completed the transferof Shenqiu Phase I and II Projects to Mr. Bai, and on January 10, 2019, Mr. Bai transferred all the equity shares of his wholly ownedcompany, Xiâ€™ an Hanneng, to HYREF as repayment of Xiâ€™ an Zhonghongâ€™ s loan to HYREF as consideration for the transferof the Xuzhou Huayu Project and Shenqiu Phase I and II Projects.Å 16 Å Xiâ€™ anHanneng is a holding company and was supposed to ownÅ 47,150,000Å shares of Xiâ€™ an Huaxin New Energy Co., Ltd. (â€œHuaxinâ€),so that HYREF will indirectly receive and own such shares of Xiâ€™ an Huaxin as the repayment for the loan of Zhonghong. Xiâ€™ anHanneng already ownedÅ 29,948,000Å shares of Huaxin; however, Xiâ€™ an Hanneng was not able to obtain the remainingÅ 17,202,000Å sharesdue to halted trading of Huaxin stock by NEEQ for not filing its 2018 annual report.Å OnDecember 19, 2019, Xiâ€™ an TCH, Xiâ€™ an Zhonghong, Guohua Ku and Chonggong Bai jointly and severally agreed to buy back all outstandingcapital equity of Xiâ€™ an Hanneng which was transferred to HYREF by Chonggong Bai earlier. The total buy back price was RMB¥ 261,727,506¥ (\$37.52¥ million)including accrued interest of RMB¥ 14,661,506¥ (\$2.10¥ million), and was paid in full by Xiâ€™ an TCH on December 20,2019.Å On December 20, 2019,Å Mr. Bai, Xiâ€™ an TCH and Xiâ€™ an Zhonghong agreed to have Mr. Bai repay the Company incash for the transfer price of Xuzhou Huayu and Shenqiu in five installment payments. The 1stÅ payment of RMB¥ 50¥ million(\$7.17¥ million) was due January 5, 2020, the 2ndÅ payment of RMB¥ 50¥ million (\$7.17¥ million) was dueFebruary 5, 2020, the 3rdÅ payment of RMB¥ 50¥ million (\$7.17¥ million) was due April 5, 2020, the 4thÅ paymentof RMB¥ 50¥ million (\$7.17¥ million) was due on June 30, 2020, and the final payment of RMB¥ 47,066,000¥ (\$6.75¥ million)was due September 30, 2020. As of December 31, 2020, the Company received the full payment of RMB¥ 247¥ million (\$36.28¥ million)from Mr. Bai.Å 4.The lender agreed to extend the repayment of RMB¥ 77.00¥ million (\$11.06¥ million) to July 8, 2023. However, per courtâ€™ sjudgement on June 28, 2021, the Company should repay principal \$11.06¥ million and accrued interest of RMB¥ 2,418,229¥ (\$0.35¥ million)within 10 days from the judgment date to Beijing Hongyuan Recycling Energy Investment Center (Limited Partnership). In the end of 2022,Beijing No.4 Intermediate Peopleâ€™ s Court of Beijing entered into the judgment enforcement procedure, which, in addition to theloan principal with interest amount, Xiâ€™ an Zhonghong Technology Co., Ltd. was to pay judgment enforcement fee, late fee and otherfees of RMB¥ 80,288,184¥ (\$11.53¥ million) in total, the Company recorded these additional fees in 2022. The Company hasnot paid it yet as of this report date.Å Xiâ€™ anTCH had investment RMB¥ 75.00¥ million (\$11.63¥ million) into the HYREF fund as a secondary limited partner, and the

Company recorded an impairment loss of \$11.63 million for such investment during the year ended December 31, 2021 due to uncertainty of the collection of the investment. This was impaired as Hongyuan does not have the ability to pay back (see Note 14 " Litigation").⁹ NOTE PAYABLE, NET¹⁰ Promissory Notes in April 2021¹¹ On April 2, 2021, the Company entered into a Note Purchase Agreement with an institutional investor, pursuant to which the Company issued to the Purchaser a Promissory Note of \$5,250,000. The Purchaser purchased the Note with an OID of \$250,000, which was recognized as a debt discount is amortized using the interest method over the life of the note. The Note bears interest at 8% and has a term of 24 months. All outstanding principal and accrued interest on the Note was due and payable on April 1, 2023. However, as of this report date, the Company did not repay the loan, and no further action from the lender. The Company's obligations under the Note may be prepaid at any time, provided that in such circumstance the Company would pay 125% of any amounts outstanding under the Note and being prepaid. Beginning on the date that is six months from the issue date of the Note, Purchaser shall have the right to redeem any amount of this Note up to \$825,000 per calendar month by providing written notice to the Company. Upon receipt of the redemption notice from the lender, the Company shall pay the applicable redemption amount in cash to lender within three trading days of receipt of such redemption notice; if the Company fails to pay, then the outstanding balance will automatically be increased by 25%. On October 28, 2021, the lender made an adjustment of \$1,370,897 to increase the outstanding principal of the notes as a result of the Company's failure to pay the redemption amount in cash to lender on time, the Company recorded \$1,370,897 principal adjustment as interest expense in 2021.¹² The lender made an adjustment of \$229,015 to increase the outstanding principal of the notes based on a forbearance agreement entered on September 14, 2022 resulting from the Company's default event of being delinquent on SEC filings, the Company recorded the \$229,015 principal adjustment as interest expense. During the nine months ended September 30, 2024, the Company amortized OID of \$0 and recorded \$303,789 interest expense on this Note; and the Company and Lender exchanged these Partitioned Notes of \$550,000 in total for the delivery of 673,648 shares of the Company's common stock.¹³ The Company recorded \$23,238 loss on conversion of these notes in 2024. During the three months ended September 30, 2024, the Company amortized OID of \$0 and recorded \$99,510 interest expense on this Note; and the Company and Lender exchanged these Partitioned Notes of \$250,000 for the delivery of 249,500 shares of the Company's common stock. During the nine months ended September 30, 2023, the Company amortized OID of \$31,250 and recorded \$327,990 interest expense on this Note; and the Company and Lender exchanged these Partitioned Notes of \$950,000 for the delivery of 571,448 shares of the Company's common stock. During the three months ended September 30, 2023, the Company recorded \$109,918 interest expense on this Note; and the Company and Lender exchanged these Partitioned Notes of \$200,000 for the delivery of 175,438 shares of the Company's common stock. The Company recorded \$1,415 loss on conversion of these notes in 2023. As of September 30, 2024, the outstanding principal balance of this note was \$4,904,647 with accrued interest of \$74,174. The Note was classified as a current liability in accordance with ASC 470-10-45 Other Presentation Matters "¹⁴ General Due on Demand Loan Arrangements.¹⁵ 17 ¹⁶ 10. STOCKHOLDERS¹⁷ EQUITY¹⁸ Shares Issued for Stock compensation¹⁹ On June 12, 2024, the Company issued 128,765 shares of its common stock for investment banking services fee, the fair value of 128,765 shares was \$139,066.²⁰ Warrants²¹ Following is a summary of the activities of warrants that were issued from equity financing for the nine months ended September 30, 2024:²² Number of Warrants²³ Average Exercise Price²⁴ Weighted Average Remaining Contractual Term in Years²⁵ Outstanding as of January 1, 2024²⁶ 16,515²⁷ \$10.0²⁸ 0.54²⁹ Exercisable as of January 1, 2024³⁰ 16,515³¹ \$10.0³² 0.54³³ Granted³⁴ -³⁵ -³⁶ -³⁷ Exchanged³⁸ -³⁹ -⁴⁰ -⁴¹ Forfeited⁴² -⁴³ -⁴⁴ -⁴⁵ Expired⁴⁶ -⁴⁷ -⁴⁸ -⁴⁹ Outstanding as of September 30, 2024⁵⁰ 16,515⁵¹ \$10.0⁵² 0.54⁵³ Exercisable as of September 30, 2024⁵⁴ 16,515⁵⁵ \$10.0⁵⁶ 0.54⁵⁷ 11. STOCK-BASED COMPENSATION PLAN⁵⁸ Options to Employees and Directors⁵⁹ On June 19, 2015, the stockholders of the Company approved the China Recycling Energy Corporation Omnibus Equity Plan (the "Plan") at its annual meeting. The total shares of Common Stock authorized for issuance during the term of the Plan is 124,626. The Plan was effective immediately upon its adoption by the Board of Directors on April 24, 2015, subject to stockholder approval, and will terminate on the earliest to occur of (i) the 10th anniversary of the Plan's effective date, or (ii) the date on which all shares available for issuance under the Plan shall have been issued as fully-vested shares. The stockholders approved the Plan at their annual meeting on June 19, 2015.⁶⁰ The following table summarizes option activity with respect to employees and independent directors for the nine months ended September 30, 2024:⁶¹ Number of Shares⁶² Average Exercise Price per Share⁶³ Weighted Average Remaining Contractual Term in Years⁶⁴ Outstanding as of January 1, 2024⁶⁵ 500⁶⁶ \$16.1⁶⁷ 3.32⁶⁸ Exercisable as of January 1, 2024⁶⁹ 500⁷⁰ \$16.1⁷¹ 3.32⁷² Granted⁷³ -⁷⁴ -⁷⁵ -⁷⁶ Exercised⁷⁷ -⁷⁸ -⁷⁹ -⁸⁰ Forfeited⁸¹ -⁸² -⁸³ -⁸⁴ Outstanding as of September 30, 2024⁸⁵ 500⁸⁶ \$16.1⁸⁷ 2.57⁸⁸ Exercisable as of September 30, 2024⁸⁹ 500⁹⁰ \$16.1⁹¹ 2.57⁹² 12. INCOME TAX⁹³ The Company's Chinese subsidiaries are governed by the Income Tax Law of the PRC concerning privately-run enterprises, which are generally subject to tax at 25% on income reported in the statutory financial statements after appropriate tax adjustments. Under Chinese tax law, the tax treatment of finance and sales-type leases is similar to US GAAP. However, the local tax bureau continues to treat the Company's sales-type leases as operating leases. Accordingly, the Company recorded deferred income taxes.⁹⁴ The Company's subsidiaries generate all of their income from their PRC operations. All of the Company's Chinese subsidiaries' effective income tax rate for 2024 and 2023 was 25%. Yinghua, Shanghai TCH, Xi'an TCH, Huahong, Zhonghong and Erdos TCH file separate income tax returns.⁹⁵ There is no income tax for companies domiciled in the Cayman Islands. Accordingly, the Company's CFS do not present any income tax provisions related to Cayman Islands tax jurisdiction, where Sifang Holding is domiciled.⁹⁶ The US parent company, SPC is taxed in the US and, as of June 30, 2024, had net operating loss ("NOL") carry forwards for income taxes of \$5.81 million; for federal income tax purposes, the NOL arising in tax years beginning after 2017 may only reduce 80% of a taxpayer's taxable income, and may be carried forward indefinitely. However, the coronavirus Aid, Relief and Economic Security Act ("CARES Act") issued in March 2020, provides tax relief to both corporate and noncorporate taxpayers by adding a five-year carryback period and temporarily repealing the 80% limitation for NOLs arising in 2018, 2019 and 2020. Management believes the realization of benefits from these losses is uncertain due to the US parent company's continuing operating losses. Accordingly, a 100% deferred tax asset valuation allowance was provided.⁹⁷ As of September 30, 2024, the Company's PRC subsidiaries had \$4.13 million NOL that can be carried forward to offset future taxable income for five years from the year the loss is incurred. The NOL was mostly from Erdos TCH and Zhonghong. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. After consideration of all the

information available, management believes that significant uncertainty exists with respect to futurerealization of the deferred tax assets due to the recurring losses from operations of these entities, accordingly, the Company recorded a 100% deferred tax valuation allowance for the PRC NOL. The following table reconciles the U.S. statutory rates to the Company's effective tax rate for the nine months ended September 30, 2024 and 2023: 2024 2023 U.S. statutory rates benefit (21.0%) (21.0%) Tax rate difference current provision (0.2%) 3.5% Permanent differences 0.5% 1.6% Change in valuation allowance 22.2% 38.9% Tax expense per financial statements 1.5% 23.1% 19 The provision for income tax expense (benefit) for the nine months ended September 30, 2024 and 2023 consisted of the following: 2024 2023 Income tax expense current \$14,168 \$97,140 Total income tax expense \$14,168 \$97,140 The following table reconciles the U.S. statutory rates to the Company's effective tax rate for the three months ended September 30, 2024 and 2023: 2024 2023 U.S. statutory rates benefit (21.0%) (21.0%) Tax rate difference current provision (0.4%) 2.4% Permanent differences 0.2% 1.0% Change in valuation allowance 21.2% 41.3% Tax expense per financial statements -% 23.7% The provision for income tax expense (benefit) for the three months ended September 30, 2024 and 2023 consisted of the following: 2024 2023 Income tax expense current \$34,648 Total income tax expense \$34,648 13. STATUTORY RESERVES Pursuant to the corporate law of the PRC effective January 1, 2006, the Company is only required to maintain one statutory reserve by appropriating from its after-tax profit before declaration or payment of dividends. The statutory reserve represents restricted retained earnings. Surplus Reserve Fund The Company's Chinese subsidiaries are required to transfer 10% of their net income, as determined under PRC accounting rules and regulations, to a statutory surplus reserve fund until such reserve balance reaches 50% of the Company's registered capital. The surplus reserve fund is non-distributable other than during liquidation and can be used to fund previous years' losses, if any, and may be utilized for business expansion or converted into share capital by issuing new shares to existing shareholders in proportion to their shareholding or by increasing the par value of the shares currently held by them, provided that the remaining reserve balance after such issue is not less than 25% of the registered capital. 20 The maximum statutory reserve amount has not been reached for any subsidiary. The table below discloses the statutory reserve amount in the currency type registered for each Chinese subsidiary as of September 30, 2024 and December 31, 2023: Name of Chinese Subsidiaries Registered Capital Maximum Statutory Reserve Amount Statutory reserve at September 30, 2024 Statutory reserve at December 31, 2023 Shanghai TCH \$29,800,000 \$14,900,000 ¥6,564,303 (\$1,003,859) ¥6,564,303 (\$1,003,859) Shanghai TCH ¥202,000,000 ¥101,000,000 ¥73,947,819 (\$11,272,917) ¥73,947,603 (\$11,272,917) Erdos TCH ¥120,000,000 ¥60,000,000 ¥19,035,814 (\$2,914,869) ¥19,035,814 (\$2,914,869) Xi'an TCH ¥30,000,000 ¥15,000,000 Did not accrue yet due to accumulated deficit Did not accrue yet due to accumulated deficit ¥2,500,300 ¥1,250,150 Shaanxi Huahong ¥35,000,000 ¥17,500,000 Did not accrue yet due to accumulated deficit ¥30,000,000 Did not accrue yet due to accumulated deficit ¥261 million (\$37.58 million) principal and interest to Hongyuan as an out-of-court settlement. On April 11, 2022, Xi'an Zhonghong New Energy Technology Co., Ltd., filed an application for retrial and provided relevant evidence to the Beijing High People's Court on the Civil Judgment No. 264, awaiting trial. On August 10, 2022, Beijing No. 1 Intermediate People's Court of Beijing issued a Certificate of Active Performance, proving that Xi'an Zhonghong New Energy Technology Co., Ltd. had fulfilled its buyback obligations as disclosed in Note 9 that, on April 9, 2021, Xi'an Zhonghong, Guohua Ku, Chonggong Bai and HYREF entered a Termination of Fulfillment Agreement (termination agreement). Under the termination agreement, the original buyback agreement entered on December 19, 2019 was terminated upon signing of the termination agreement. HYREF will not execute the buy-back option and will not ask for any additional payment from the buyers other than keeping the CDQ WHPG station. As of this report date, Xi'an Zhonghong is waiting for the court's decision on retrial petition that was submitted in April 2022. During this waiting period, BIPC entered the execution procedure, and there is a balance of RMB 14,204,317 (\$2.20 million) between the amount executed by the court and the liability recognized by Xi'an TCH, which was mainly the enforcement fee, legal and penalty fee for the original judgement, and was automatically generated by the toll collection system of the People's court. The Company accrued \$2.10 million litigation expense as of September 30, 2024. 2) On June 28, 2021, Beijing No. 4 Intermediate People's Court of Beijing entered into a judgement that Xi'an Zhonghong Technology Co., Ltd. should pay the loan principal of RMB 77 million (\$11.06 million) with loan interest of

RMB¥ 2,418,449¥ (\$0.35¥ million) to Beijing Hongyuan Recycling Energy Investment Center (Limited Partnership). In the end of 2022, Beijing No.4 Intermediate People's Court of Beijing entered into the judgment enforcement procedure, which, in addition to the loan principal with interest amount, Xi'anZhonghong Technology Co., Ltd. was to pay judgment enforcement fee, late fee and other fees of RMB¥ 80,288,184¥ (\$11.53¥ million) in total, the Company recorded these additional fees in 2022. There was no update for this case as of this report date. A LEASE On November 20, 2017, Xi'an TCH entered into a lease for its office from December 1, 2017 through November 30, 2020. The monthly rent was RMB¥ 36,536¥ (\$5,600) with quarterly payment in advance. This lease expired in November 2020. The Company entered a new lease for the same location from January 1, 2021 through December 31, 2023 with monthly rent of RMB¥ 36,536¥ (\$5,600), to be paid every half year in advance. Upon expiration of the lease, the Company entered a new lease agreement for the same location from January 1, 2024 through December 31, 2026 with monthly rent of RMB¥ 36,536¥ (\$5,600), to be paid every half year in advance. The Company's operating ROU assets and lease liabilities were as follows: September 30, 2024 December 31, 2023 Right-of-use assets, net \$139,604¥ \$61,394¥ Non-current operating lease liabilities \$62,568¥ Total lease liabilities \$123,962¥ The components of lease costs, lease term and discount rate with respect of the office lease with an initial term of more than 12 months are as follows: September 30, 2024 Operating lease cost interest expense on lease liability \$974¥ Weighted Average Remaining Lease Term - Operating leases 2.25 Weighted Average Discount Rate - Operating leases 5% Nine Months Ended September 30, 2023 Operating lease cost interest expense on lease liability \$769¥ Weighted Average Remaining Lease Term - Operating leases 0.25 Weighted Average Discount Rate - Operating leases 5% 22 Three Months Ended September 30, 2024 Operating lease cost interest expense on lease liability \$288¥ Three Months Ended September 30, 2023 Operating lease cost interest expense on lease liability \$15,244¥ Weighted Average Remaining Lease Term - Operating leases 16. SUBSEQUENT EVENTS The Company follows the guidance in FASB ASC 855-10 for the disclosure of subsequent events. The Company evaluated subsequent events through the date the unaudited financial statements were issued and determined the Company had the no subsequent event need to be disclosed. ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS This report on Form 10-Q and other reports filed by the Company from time to time with the SEC (collectively the "Filings") contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, Company's management as well as estimates and assumptions made by Company's management. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. When used in the filings, the words "may", "will", "should", "would", "anticipate", "believe", "estimate", "expect", "future", "intend", "plan", or the negative of these terms and similar expressions as they relate to Company or Company's management identify forward-looking statements. Such statements reflect the current view of Company with respect to future events and are subject to risks, uncertainties, assumptions, and other factors (including the statements in the section "Results of operations" below), and any businesses that Company may acquire. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned. Although the Company believes the expectations reflected in the forward-looking statements are based on reasonable assumptions, the Company cannot guarantee future results, levels of activity, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results. Readers are urged to carefully review and consider the various disclosures made throughout the entirety of annual report, which attempts to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations, and prospects. Our financial statements are prepared in US Dollars and in accordance with accounting principles generally accepted in the United States. See "Foreign Currency Translation and Comprehensive Income (Loss)" below for information concerning the exchange rates at which Renminbi ("RMB") were translated into US Dollars ("USD") at various pertinent dates and for pertinent periods. A OVERVIEW The Company was incorporated on May 8, 1980 as Boulder Brewing Company under the laws of the State of Colorado. On September 6, 2001, the Company changed its state of incorporation to the State of Nevada. In 2004, the Company changed its name from Boulder Brewing Company to China Digital Wireless, Inc. and on March 8, 2007, again changed its name from China Digital Wireless, Inc. to its current name, China Recycling Energy Corporation. On March 3, 2022, the Company changed its name to Smart Power Corp. The Company, through its subsidiaries, provides energy saving solutions and services, including selling and leasing energy saving systems and equipment to customers, project investment, investment management, economic information consulting, technical services, financial leasing, purchase of financial leasing assets, disposal and repair of financial leasing assets, consulting and ensuring of financial leasing transactions in the People's Republic of China ("PRC"). The Company is in the process of transforming and expanding into an energy storage integrated solution provider business. We plan to pursue disciplined and targeted expansion strategies for market areas we currently do not serve. We actively seek and explore opportunities to apply energy storage technologies to new industries or segments with high growth potential, including industrial and commercial complexes, large scale photovoltaic ("PV") and wind power stations, remote

islands without electricity, and cities with multi-energy supplies. For the nine months ended September 30, 2024 and 2023, the Company had net loss of \$952,285 and \$518,069, respectively. For the three months ended September 30, 2024 and 2023, the Company had a net loss of \$262,731 and \$180,723, respectively. The Company had an accumulated deficit of \$61.45 million as of September 30, 2024. The Company disposed all of its systems and currently holds five power generating systems through Erdos TCH, the five power generating systems are currently not producing any electricity. The Company is in the process of transforming and expanding into an energy storage integrated solution provider business. The Company plans to pursue disciplined and targeted expansion strategies for market areas the Company currently does not serve. The Company actively seeks and explores opportunities to apply energy storage technologies to new industries or segments with high growth potential, including industrial and commercial complexes, large scale photovoltaic (PV) and wind power stations, remote islands without electricity, and smart energy cities with multi-energy supplies. The Company's cash flow forecast indicates it will have sufficient cash to fund its operations for the next 12 months from the date of issuance of these CFS. Management also intends to raise additional funds by way of a private or public offering, or by obtaining loans from banks or others. While the Company believes in the viability of its strategy to generate sufficient revenue and in its ability to raise additional funds on reasonable terms and conditions, there can be no assurances to that effect. The ability of the Company to continue as a going concern depends upon the Company's ability to further implement its business plan and generate sufficient revenue and its ability to raise additional funds by way of a public or private offering, or debt financing including bank loans.

Our Subsidiaries and Projects Our business is primarily conducted through our wholly-owned subsidiaries, Yinghua and Sifang, Sifang's wholly-owned subsidiaries, Huahong and Shanghai TCH, Shanghai TCH's wholly-owned subsidiaries, Xi'an TCH, Xi'an TCH's wholly-owned subsidiary Erdos TCH and Xi'an TCH's 90% owned and Shanghai TCH's 10% owned subsidiary Xi'an Zhonghong New Energy Technology Co., Ltd., and Zhongxun. Shanghai TCH was established as a foreign investment enterprise in Shanghai under the laws of the PRC on May 25, 2004, and currently has registered capital of \$29.80 million. Xi'an TCH was incorporated in Xi'an, Shaanxi Province under the laws of the PRC in November 2007. Erdos TCH was incorporated in April 2009. Huahong was incorporated in February 2009. Xi'an Zhonghong New Energy Technology Co., Ltd. was incorporated in July 2013. Xi'an TCH owns 90% and Shanghai TCH owns 10% of Zhonghong. Zhonghong provides energy saving solutions and services, including constructing, selling and leasing energy saving systems and equipment to customers. Zhongxun was incorporated in March 2014 and is a wholly owned subsidiary of Xi'an TCH. Zhongxun will be mainly engaged in project investment, investment management, economic information consulting, and technical services. Zhongxun has not yet commenced operations nor has any capital contribution been made as of the date of this report. Yinghua was incorporated on February 11, 2015 by the U.S. parent company. Yinghua will be mainly engaged in financial leasing, purchase of financial leasing assets, disposal and repair of financial leasing assets, consulting and ensuring of financial leasing transactions, and related factoring business. Yinghua has not yet commenced operations nor has any capital contribution been made as of the date of this report.

The Company's organizational chart as of September 30, 2024 is as follows:

Joint Venture On April 14, 2009, the Company formed a joint venture (the JV) with Erdos Metallurgy Co., Ltd. (Erdos) to recycle waste heat from Erdos' metal refining plants to generate power and steam to be sold back to Erdos. The name of the JV was Inner Mongolia Erdos TCH Energy Saving Development Co., Ltd. (Erdos TCH) with a term of 20 years. Erdos contributed 7% of the total investment of the project, and Xi'an TCH Energy Technology Co., Ltd. (Xi'an TCH) contributed 93%. On June 15, 2013, Xi'an TCH and Erdos entered into a share transfer agreement, pursuant to which Erdos sold its 7% ownership interest in the JV to Xi'an TCH for \$1.29 million (RMB 8 million), plus certain accumulated profits. Xi'an TCH paid \$1.29 million in July 2013 and, as a result, became the sole stockholder of the JV. Erdos TCH currently has two power generation systems in Phase I with a total of 18 MW power capacity, and three power generation systems in Phase II with a total of 27 MW power capacity. On April 28, 2016, Erdos TCH and Erdos entered into a supplemental agreement, effective May 1, 2016, whereby Erdos TCH cancelled monthly minimum lease payments from Erdos, and started to charge Erdos based on actual electricity sold at RMB 0.30 / kWh. The selling price of each kWh is determined annually based on prevailing market conditions. In May 2019, Erdos TCH ceased its operations due to renovations and furnace safety upgrades of Erdos, and the Company initially expected the resumption of operations in July 2020, but the resumption of operations was further delayed due to government's mandate for Erdos to significantly lower its energy consumption per unit of GDP by implementing a comprehensive technical upgrade of its ferrosilicon production line to meet the City's energy-saving targets. Erdos is currently researching the technical rectification scheme. Once the scheme is determined, Erdos TCH will carry out supporting technical transformation for its waste heat power station project. During this period, Erdos will compensate Erdos TCH RMB 1 million (\$145,460) per month, until operations resume. The Company has not recognized any income due to the uncertainty of collection. In addition, Erdos TCH has 30% ownership in DaTangShiDai (BinZhou) Energy Savings Technology Co., Ltd. (BinZhou Energy Savings), 30% ownership in DaTangShiDai DaTong Recycling Energy Technology Co., Ltd. (DaTong Recycling Energy), and 40% ownership in DaTang ShiDai TianYu XuZhou Recycling Energy Technology Co., Ltd. (TianYu XuZhou Recycling Energy). These companies were incorporated in 2012 but have not had any operations since then nor has any registered capital contribution been made.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our management's discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements (CFS), which were prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP). The preparation of these CFS requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported net sales and expenses during the reporting periods. On an ongoing basis, we evaluate our estimates and assumptions. We base our estimates on historical experience and various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. While our significant accounting policies are more fully described in Note 2 to our CFS, we believe the following accounting policies are the most critical to assist you in fully understanding and evaluating this management discussion and analysis.

Basis of Presentation These accompanying CFS were prepared in accordance with US GAAP and pursuant to the rules and regulations of the SEC for financial statements. Principle of Consolidation The CFS include the accounts of CREG and, its subsidiary, Sifang Holdings and Yinghua; Sifang Holdings' wholly-owned subsidiaries, Huahong and Shanghai TCH; Shanghai TCH's wholly-owned subsidiary

Xiâ€™an TCH; and Xiâ€™an TCHâ€™s subsidiaries, ErdosTCH, Zhonghong, and Zhongxun. Substantially all of the Companyâ€™s revenues are derived from the operations of Shanghai TCH and its subsidiaries, which represent substantially all of the Companyâ€™s consolidated assets and liabilities as of September 30, 2024. All significant inter-company accounts and transactions were eliminated in consolidation.Â Use of EstimatesÂ In preparing the CFS, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balancesheets as well as revenues and expenses during the year reported. Actual results may differ from these estimates.Â Concentration of Credit RiskÂ Cash includes cash on hand and demand deposits in accounts maintained within China. Balances at financial institutions within China are not covered by insurance. The Company has not experienced any losses in such accounts.Â Certain other financial instruments, which subject the Company to concentration of credit risk, consist of accounts and other receivables. The Company does not require collateral or other security to support these receivables. The Company conducts periodic reviews of its customersâ€™ financial condition and customer payment practices to minimize collection risk on accounts receivable.Â The operations of the Company are located in the PRC. Accordingly, the Companyâ€™s business, financial condition and results of operations may be influenced by the political, economic and legal environments in the PRC.Â 27 Â Revenue RecognitionÂ Sales-type Leasing and Related Revenue RecognitionÂ The Company follows Financial Accounting Standards Board (â€œFASBâ€) Accounting Standards Codification (â€œASCâ€) Topic 842 (See Operating lease below as relates to the Company as a lessee). The Companyâ€™s sales type lease contracts for revenue recognition fall under ASC 842.Â The Company constructs and leases waste energy recycling power generating projects to its customers. The Company typically transfers ownership of the waste energy recycling power generating projects to its customers at the end of the lease.Â The Company finances construction of waste energy recycling power generating projects. The sales and cost of sales are recognized at the inception of the lease, which is when the control is transferred to the lessee. The Company accounts for the transfer of control as a sales type lease in accordance with ASC 842-10-25-2. The underlying asset is derecognized, and revenue is recorded when collection of payments is probable. This is in accordance with the revenue recognition principle in ASC 606 -Revenue from contracts with customers. The investment in sales-type leases consists of the sum of the minimum lease payments receivable less unearned interest income and estimated executory cost. Minimum lease payments are part of the lease agreement between the Company (as the lessor) and the customer (as the lessee). The discount rate implicit in the lease is used to calculate the present value of minimum lease payments. The minimum lease payments consist of the gross lease payments net of executory costs and contingent rentals, if any. Unearned interest is amortized to income over the lease term to produce a constant periodic rate of return on net investment in the lease. While revenue is recognized at the inception of the lease, the cash flow from the sales-type lease occurs over the course of the lease, which results in interest income and reduction of receivables. Revenue is recognized net of value-added tax.Â Contingent Rental IncomeÂ The Company records income from actual electricity generated of each project in the period the income is earned, which is when the electricity is generated. Contingent rent is not part of minimum lease payments.Â Foreign Currency Translation and Comprehensive Income (Loss)Â The Companyâ€™s functional currency is RMB. For financial reporting purposes, RMB figures were translated into USD as the reporting currency. Assets and liabilities are translated at the exchange rate in effect on the balance sheet date. Revenues and expenses are translated at the average rate of exchange prevailing during the reporting period. Translation adjustments arising from the use of different exchange rates from period to period are included as a component of stockholdersâ€™ equity as â€œAccumulated other comprehensive income.â€ Gains and losses from foreign currency transactions are included in income. There has been no significant fluctuation in exchange rate for the conversion of RMB to USD after the balance sheet date.Â The Company uses â€œReporting Comprehensive Incomeâ€ (codified in FASB ASC Topic 220). Comprehensive income is comprised of net income and all changes to the statements of stockholdersâ€™ equity, except those due to investments by stockholders, changes in paid-in capital and distributions to stockholders.Â RESULTS OF OPERATIONSÂ Comparison of Results of Operations for the nine months ended September 30, 2024 and 2023Â The following table sets forth the results of our operations for the periods indicated as a percentage of net sales. Certain columns may not add due to rounding.Â 2024Â % of SalesÂ 2023Â % of SalesÂ SalesÂ \$-Â %Â Cost of salesÂ -Â %Â Gross profitÂ -Â %Â -%Â Interest income on sales-type leasesÂ -Â %Â Total operating expensesÂ 747,540Â -%Â 606,105Â -%Â Loss from operationsÂ (747,540)Â -%Â (606,105)Â -%Â Total non-operating income (expenses), netÂ (190,577)Â -%Â 185,176Â -%Â Loss before income taxÂ (938,117)Â -%Â (420,929)Â -%Â Income tax expenseÂ 14,168Â -%Â 97,140Â -%Â Net lossÂ \$(952,285)Â -%Â \$(518,069)Â -%Â 28Â SALES.Â Total sales for the nine months ended September 30, 2024 and 2023 were \$0.Â COST OF SALES.Â Cost of sales (â€œCOSâ€) for the nine months ended September 30, 2024 and 2023 were \$0.Â GROSS PROFIT. Gross profit for the nine months ended September 30, 2024 and 2023 were nil with gross margin of nil.Â OPERATING EXPENSES.Â Operating expenses consisted of general and administrative expenses (â€œG&Aâ€) totaling \$747,540 for the nine months ended September 30, 2024, compared to \$606,105 for the nine months ended September 30, 2023, an increase of \$141,435 or 23.34%. The increase in operating expenses was mainly due to increased stock compensation expense by \$139,066 and increased legal expense by \$58,025, which was partly offset by decreased professional fee by \$46,047.Â NET NON-OPERATING INCOME (EXPENSES).Â Net non-operating expenses consisted of gain or loss on note conversion, interest income, interest expenses, and miscellaneous expenses. For the nine months ended September 30, 2024, net non-operating expenses was \$190,577 compared to non-operating income of \$185,176 for the nine months ended September 30, 2023. For the nine months ended September 30, 2024, we had \$108,497 interest income, and \$28,015 other income, which was partly offset by \$23,238 loss on note conversion and \$303,851 interest expense. For the nine months ended September 30, 2023, we had \$218,242 interest income, and other income of \$296,549, which was offset by \$328,200 interest expense on note payable and loss on note conversion of \$1,415.Â INCOME TAX EXPENSE.Â Income tax expense was \$14,168 for the nine months ended September 30, 2024, compared with \$97,140 for the nine months ended September 30, 2023. The consolidated effective income tax rate for the nine months ended September 30, 2024 and 2023 were 1.5% and 23.1%, respectively.Â NET LOSS. Net loss for the nine months ended September 30, 2024 was \$952,285 compared to \$518,069 for the nine months ended September 30, 2023, an increase of net loss of \$434,216. This increase in net loss was mainly due to increased operating expenses by \$141,435, increased loss on note conversion by \$21,823, decreased other income by \$268,534, and decreased interest income by \$109,745, which was partly offset by decreased interest expense by \$24,349 and decreased income tax expense by \$82,972 as described above.Â Comparison of Results of Operations for the three months ended September 30, 2024 and 2023Â The following table sets forth the results of our operations for the periods indicated as a percentage of net sales. Certain columns may not add due to rounding.Â 2024Â % of SalesÂ 2023Â % of

SalesÂ \$-Â Â Â Â Â Â Â Â -%Â \$-Â Â Â Â Â Â Â -%Â Cost of salesÂ Â -Â Â Â -%Â Â -Â Â Â -% Gross profitÂ Â -Â Â Â -%Â Â -Â Â Â -% Interest income on sales-type leasesÂ Â -Â Â Â -%Â Â -Â Â Â -% Total operating expensesÂ Â 188,295Â Â Â -%Â Â 146,870Â Â Â -% Loss from operationsÂ Â (188,295)Â Â -%Â Â (146,870)Â Â -% Total non-operating income (expenses), netÂ Â (74,436)Â Â -%Â Â 795Â Â Â -% Loss before income taxÂ Â (262,731)Â Â -%Â Â (146,075)Â Â -% Income tax expenseÂ Â -Â Â Â -%Â Â 34,648Â Â Â -% Net lossÂ Â \$(262,731)Â Â -%Â Â \$(180,723)Â Â -%Â Â SALES.Â Totalsales for the three months ended September 30, 2024 and 2023 were \$0.Â Â Â COSTOF SALES.Â Cost of sales (â€œCOSâ€) for the three months ended September 30, 2024 and 2023 were \$0.Â Â GROSSPROFIT. Gross profit for the three months ended September 30, 2024 and 2023 were \$0 with gross margin of 0%.Â Â OPERATINGEXPENSES.Â Operating expenses consisted of general and administrative expenses (â€œG&Aâ€) totaling \$188,295 forthe three months ended September 30, 2024, compared to \$146,870 for the three months ended September 30, 2023, an increase of \$41,425or 28.21%. The increase in operating expenses was mainly due to increased legal expense by a\$45,000 which was partly offset by decreasedother G&A expenses by \$3,575.Â Â NETNON-OPERATING INCOME (EXPENSES).Â Net non-operating expenses consisted of gain or loss on note conversion, interest income, interestexpenses, and miscellaneous expenses. For the three months ended September 30, 2024, net non-operating expenses was \$74,436 comparedto non-operating income of \$795 for the three months ended September 30, 2023. For the three months ended September 30, 2024, we had\$27,216 interest income, which was partly offset by \$99,520 interest expense on note payable and \$1,995 loss on note conversion. Forthe three months ended September 30, 2023, we had \$47,801 interest income and other income of \$67,931, but the amount was offset by \$107,920interest expense on note payable and loss on note conversion of \$7,017.Â Â INCOMETAX EXPENSE.Â Income tax expense was nil for the three months ended September 30, 2024, compared with \$34,648 for the three monthsended September 30, 2023. The consolidated effective income tax rate for the three months ended September 30, 2024 and 2023 were niland 23.7%, respectively.Â Â NETLOSS. Net loss for the three months ended September 30, 2024 was \$262,731 compared to \$180,723 for the three months ended September30, 2023, an increase of net loss of \$82,008. This increase in net loss was mainly due to decreased other income by \$68,068, decreasedinterest income by \$20,585, and increased operating expenses by \$41,425, which was partly offset by decreased loss on note conversionby \$5,022, decreased interest expense by \$8,400, and decreased income tax expense by \$34,648 as described above.Â Â LIQUIDITYAND CAPITAL RESOURCESÂ Comparisonof Nine Months Ended September 30, 2024 and 2023Â Â Asof September 30, 2024, the Company had cash and equivalents of \$69.12 million, other current assets (excluding cash and equivalents)of \$68.39 million, current liabilities of \$24.00 million, working capital of \$113.51 million, a current ratio of 5.73:1 and a liability-to-equityratio of 0.25:1.Â Â Thefollowing is a summary of cash provided by or used in each of the indicated types of activities during the nine months ended September30, 2024 and 2023:Â Â 2024Â Â 2023Â Cash provided by (used in):Â Â Â Â Â Â Operating ActivitiesÂ \$(330,673)Â \$(68,264,743) Investing activityÂ Â 68,502,372Â Â â€“Â Financing activitiesÂ Â â€“Â Â â€“Â Netcash used in operating activities was \$330,673 during the nine months ended September 30, 2024, compared to \$68,264,743 for the ninemonths ended September 30, 2023. The decrease in net cash outflow for the nine months ended September 30, 2024 was mainly due to noncashadjustment from net loss to net cash used in operating activities for stock compensation expense by \$139,066, decreased cash outflowon advance to supplier by \$68.06 million, and increased cash inflow on accrued liabilities and other payables by \$167,479, which waspartly offset by increased net loss by \$434,216.Â Â 30 Â Â On June 19, 2023, the Company entered a purchaseagreement with Hubei Bangyu New Energy Technology Co., Ltd. (â€œBangyuâ€). The total contract amount was \$82.3 million (RMB 595.0million) for purchasing the energy storage battery systems. In 2023, the Company made a prepayment to Bangyu of \$66.8 million (RMB 476.0million). The Company is in the process of transforming and expanding into energy storage integrated solution provider business. The Companyactively seeks and explores opportunities to apply energy storage technologies to new industries or segments with high growth potential,including industrial and commercial complexes, large scale photovoltaic (PV) and wind power stations,Â remote islands without electricity,Â andsmart energy cities with multi-energy supplies.Â Â Â Netcash provided by investing activities was \$68,502,372 for the nine months ended September 30, 2024, compare with net cash used in investingactivities of nil for the nine months ended September 30, 2023, respectively. For the nine months ended September 30, 2024, investingactivities mainly consisted of repayment received for short-term loan receivable of \$68,502,372. For the nine months ended June 30, 2023,there was no cash provided by or used in investing activities.Â Â Â Asof December 31, 2023, the Company had \$68,730,851Â (RMBÂ 486.1Â million) short term loan to Jinan Youkai Engineering ConsultingCo., Ltd (â€œYoukaiâ€), an unrelated party of the Company. The short-term loan was for five days with a capital utilizationfee of \$14,119Â (RMBÂ 100,000) per day for total of \$70,595Â (RMBÂ 500,000). To ensure the safety of the funds, beforemoney was transferred to Youkai, Youkai handed over the official seal, financial seal and bank account UK to the Company for custodyand management until repayment of the loan. The Company received the repayment of \$68.7Â million in full plus capital utilizationfee in January 2024.Â Â Therewas no cash provided by or use in financing activities during the nine months ended September 30, 2024 and 2023.Â Â Wedo not believe inflation has had or will have a significant negative impact on our results of operations in 2024.Â Â Transfersof Cash to and from Our SubsidiariesÂ Â ThePRC has currency and capital transfer regulations that require us to comply with certain requirements for the movement of capital. TheCompany is able to transfer cash (USD) to its PRC subsidiaries through: (i) an investment (by increasing the Companyâ€™s registeredcapital in a PRC subsidiary), or (ii) a stockholder loan. The Companyâ€™s subsidiaries in the PRC have not transferred any earningsor cash to the Company to date. The Companyâ€™s business is primarily conducted through its subsidiaries. The Company is a holdingcompany and its material assets consist solely of the ownership interests held in its PRC subsidiaries. The Company relies on dividendspaid by its subsidiaries for its working capital and cash needs, including the funds necessary: (i) to pay dividends or cash distributionsto its stockholders, (ii) to service any debt obligations and (iii) to pay operating expenses. As a result of PRC laws and regulations(noted below) that require annual appropriations of 10% of after-tax income to be set aside in a general reserve fund prior to paymentof dividends, the Companyâ€™s PRC subsidiaries are restricted in that respect, as well as in others respects noted below, in theirability to transfer a portion of their net assets to the Company as a dividend.Â Â Withrespect to transferring cash from the Company to its subsidiaries, increasing the Companyâ€™s registered capital in a PRC subsidiaryrequires the filing of the local commerce department, while a stockholder loan requires a filing with the state administration of foreignexchange or its local bureau.Â Â Withrespect to the payment of dividends, we note the following:Â Â 1. PRC regulations currently permit the payment of dividends only out of accumulated profits, as determined in accordance with accounting standards and PRC regulations (an in-depth description of the PRC regulations is set forth below); Â 31 Â Â Â 2. Our PRC subsidiaries are required to set

aside, at a minimum, 10% of their net income after taxes, based on PRC accounting standards, each year as statutory surplus reserves until the cumulative amount of such reserves reaches 50% of their registered capital; 3. Such reserves may not be distributed as cash dividends; 4. Our PRC subsidiaries may also allocate a portion of their after-tax profits to fund their staff welfare and bonus funds; except in the event of a liquidation, these funds may also not be distributed to stockholders; the Company does not participate in a Common Welfare Fund; 5. The incurrence of debt, specifically the instruments governing such debt, may restrict a subsidiary's ability to pay stockholder dividends or make other cash distributions; and 6. The Company is subject to covenants and consent requirements. If, for the reasons noted above, our subsidiaries are unable to pay stockholder dividends and/or make other cash payments to the Company when needed, the Company's ability to conduct operations, make investments, engage in acquisitions, or undertake other activities requiring working capital may be materially and adversely affected. However, our operations and business, including investment and/or acquisitions by our subsidiaries within China, will not be affected as long as the capital is not transferred in or out of the

PRC. In accordance with PRC regulations on Enterprises with Foreign Investment and their articles of association, a foreign-invested enterprise (FIE) established in the PRC is required to provide statutory reserves, which are appropriated from net profit, as reported in the FIE's PRC statutory accounts. A FIE is required to allocate at least 10% of its annual after-tax profit to the surplus reserve until such reserve has reached 50% of its respective registered capital (based on the FIE's PRC statutory accounts). The aforementioned reserves may only be used for specific purposes and may not be distributed as cash dividends. Until such contribution of capital is satisfied, the FIE is not allowed to repatriate profits to its stockholders, unless approved by the State Administration of Foreign Exchange. After satisfaction of this requirement, the remaining funds may be appropriated at the discretion of the FIE's board of directors. Our subsidiary, Shanghai TCH, qualifies as a FIE and is therefore subject to the above-mandated regulations on distributable profits. Additionally, in accordance with PRC corporate law, a domestic enterprise is required to maintain a surplus reserve of at least 10% of its annual after-tax profit until such reserve has reached 50% of its respective registered capital based on the enterprise's PRC statutory accounts. The aforementioned reserves can only be used for specific purposes and may not be distributed as cash dividends. Xia'an TCH, Huahong, Zhonghong and Erdos TCH were established as domestic enterprises; therefore, each is subject to the above-mentioned restrictions on distributable profits. As a result of PRC laws and regulations that require annual appropriations of 10% of after-tax income to be set aside, prior to payment of dividends, in a general reserve fund, the Company's PRC subsidiaries are restricted in their ability to transfer a portion of their net assets to the Company as a dividend or otherwise. Chart of the Company's Statutory Reserve Pursuant to PRC corporate law, effective January 1, 2006, the Company is required to maintain a statutory reserve by appropriating from its after-tax profit before declaration or payment of dividends. The statutory reserve is restricted retained earnings. Our restricted and unrestricted retained earnings under US GAAP are set forth below: As of September 30, 2024 December 31, 2023 Unrestricted accumulated deficit \$(61,449,656) \$(60,497,371) Restricted retained earnings (surplus reserve fund) 15,191,645 15,191,645 Total accumulated deficit \$(46,258,011) \$(45,305,726)

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

CONTRACTUAL OBLIGATIONS The Company's contractual obligations as of September 30, 2024 are as follows: 1 year More than See Note Contractual Obligation or less 1 year (for details) Notes payable including accrued interest of \$74,174 \$4,978,821 \$-\$ Entrusted loan including interest payable of \$345,128 \$11,333,512 \$-\$ Operating lease liability \$61,394 \$62,568 15 Total \$16,373,727 \$62,568 The Company believes it has sufficient cash as of September 30, 2024, and a sufficient channel to commercial institutions to obtain any loans that may be necessary to meet its working capital needs. Historically, we have been able to obtain loans or otherwise achieve our financing objectives due to the Chinese government's support for energy-saving businesses with stable cash inflows, good credit ratings and history. Item 3. Quantitative and Qualitative Disclosures About Market Risk. Exchange Rate Risk Our operations are conducted mainly in the PRC. As such, our earnings are subject to movements in foreign currency exchange rates when transactions are denominated in RMB, which is our functional currency. Accordingly, our operating results are affected by changes in the exchange rate between the U.S. dollar and those currencies. Item 4. Controls and Procedures. Disclosure Controls and Procedures The Company maintains disclosure controls and procedures which are designed to provide reasonable assurance that information required to be disclosed in the Company's periodic SEC reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. The Company's management, with the participation of the Company's Chief Executive Officer (CEO) and Chief Financial Officer (CFO), has evaluated the effectiveness of the Company's disclosure controls and procedures, as such term is defined in Rules 13a - 15(e) and 15d - 15(e) of the Securities Exchange Act of 1934 (Exchange Act) at the end of the period covered by the report. Based upon that evaluation, our CEO and CFO concluded that, as of September 30, 2024, the Company's disclosure controls and procedures were effective. Changes in Internal Control Over Financial Reporting With the participation of the Company's management, including its CEO and CFO, the Company also conducted an evaluation of the Company's internal control over financial reporting to determine whether any changes occurred during the Company's fiscal quarter ended as of September 30, 2024, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Based on such evaluation, management concluded that, as of the end of the period covered by this report, there have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Inherent Limitations on Effectiveness of Controls Our management, including the CEO and CFO, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute,

assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of the effectiveness of controls for future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Item 1. Legal

Proceedings. From time to time, we may be subject to legal proceedings and claims in the ordinary course of business. We are not currently a party to any material legal proceedings, and to our knowledge none is threatened. There can be no assurance that future legal proceedings arising in the ordinary course of business or otherwise will not have a material adverse effect on our financial position, results of operations or cash flows. In November 2019, Beijing Hongyuan Recycling Energy Investment Center (the "BIPC"), or Hongyuan, filed a lawsuit with the Beijing Intermediate People's Court against Xiamen TCH to compel Xiamen TCH to repurchase certain stock pursuant to a stock repurchase option agreement. On April 9, 2021, the court rendered a judgment in favor of Hongyuan. Xiamen TCH filed a motion for retrial to the High People's Court of Beijing on April 13, 2022, because Xiamen TCH paid RMB 261 million (\$37.58 million) principal and interest to Hongyuan as an out-of-court settlement. On April 11, 2022, Xiamen TCH and Zhonghong New Energy Technology Co. Ltd., filed an application for retrial and provided relevant evidence to the Beijing High People's Court on the Civil Judgment No. 264, awaiting trial. On August 10, 2022, Beijing No. 1 Intermediate People's Court of Beijing issued a Certificate of Active Performance, proving that Xiamen TCH and Zhonghong New Energy Technology Co., Ltd. had fulfilled its buyback obligations as disclosed in Note 9 that, on April 9, 2021, Xiamen TCH, Xiamen Zhonghong, Guohua Ku, Chonggong Bai and HYREF entered a Termination of Fulfillment Agreement (termination agreement). Under the termination agreement, the original buyback agreement entered on December 19, 2019 was terminated upon signing of the termination agreement. HYREF will not execute the buy-back option and will not ask for any additional payment from the buyer other than keeping the CDQ WHPG station. As of the date of this report, Xiamen TCH is waiting for Court's decision on retrial petition that was submitted in April 2022. During this waiting period, BIPC entered the execution procedure, and there is a balance of RMB 14,204,317 (\$2.20 million) between the amount executed by the court and the liability recognized by Xiamen TCH, which was mainly the enforcement fee, legal and penalty fee for the original judgement, and was automatically generated by the toll collection system of the People's court. The Company accrued \$2.10 million litigation expense as of September 30, 2024. On June 28, 2021, Beijing No. 4 Intermediate People's Court of Beijing entered into a judgement that Xiamen Zhonghong Technology Co., Ltd. should pay the loan principal of RMB 77 million (\$11.06 million) with loan interest of RMB 2,418,449 (\$0.35 million) to Beijing Hongyuan Recycling Energy Investment Center (Limited Partnership). In the end of 2022, Beijing No. 4 Intermediate People's Court of Beijing entered into the judgment enforcement procedure, which, in addition to the loan principal with interest amount, Xiamen Zhonghong Technology Co., Ltd. was to pay judgment enforcement fee, late fee and other fees of RMB 80,288,184 (\$11.53 million) in total, the Company recorded these additional fees in 2022. There was no update for this case as of the date of this report. On October 17, 2022, United States District Court for the District of Nevada (the "Court") entered into a default judgment against us and our transfer agent, Securities Transfer Corporation that the plaintiff, Newbridge Securities Corporation (the "Plaintiff") was entitled to payment in the amount of \$139,066.0. On May 15, 2024, Securities Transfer Corporation entered into a stipulation with the Plaintiff. Pursuant to this stipulation, the Court ordered the issuance of 128,765 shares of CREG to the Plaintiff and its assignees. The abovementioned shares were issued to the Plaintiff and its assignees as of August 14, 2024. Item 1A. Risk Factors. There have been no material changes in our risk factors from those disclosed in Part I, Item 1A, of our Annual Report on Form 10-K as of and for the year ended December 31, 2023. An investment in our common stock involves various risks. When considering an investment in our company, you should consider carefully all of the risk factors described in our most recent Form 10-K and the registration statements referenced above. If any of those risks, incorporated by reference in this Form 10-Q, occur, the market price of our shares of common stock could decline and investors could lose all or part of their investment. These risks and uncertainties are not the only ones facing us and there may be additional matters that we are unaware of or that we currently consider immaterial. All of these could adversely affect our business, financial condition, results of operations and cash flows and, thus, the value of an investment in our company. Item 2. Unregistered Sales of Equity Securities and Use of Proceeds. None. Item 3. Defaults Upon Senior Securities. None. Item 4. Mine Safety Disclosures. Not Applicable. Item 5. Other Information. Item 34. Item 6. EXHIBITS. Exhibit No. 1. Description 3.1. Articles of Incorporation (filed as Exhibit 3.05 to the Company's Form 10-KSB for the fiscal year ended December 31, 2001). Item 3.2. Fifth Amended and Restated Bylaws (filed as Exhibit 3.2 to the Company's Current Report on Form 8-K dated March 9, 2022). Item 3.3. Certificate of Change (filed as Exhibit 3.6 to the Company's Current Report on Form 8-K dated May 24, 2016). Item 3.4. Certificate of Amendment (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated March 9, 2022). Item 4.1. Common Stock Specimen (filed as Exhibit 4.1 to the Company's Registration Statement on Form SB-2 dated November 12, 2004; 1934 Act File No. 333-120431). Item 10.1. Supplementary Agreement by and between Inner Mongolia Erdos TCH Energy Saving Development Co., Ltd. and Inner Mongolia Erdos Metallurgy Co., Ltd., dated December 1, 2009 (filed as Exhibit 10.27 to the Company's Form 10-K for the year ended December 31, 2009). Item 10.2. Joint Operation Agreement by and between Xiamen TCH Energy Technology Co., Ltd., a wholly owned subsidiary of the Company, and Inner Mongolia Erdos Metallurgy Co., Ltd., dated January 20, 2009 (filed as Exhibit 10.1 to the Company's Form 10-Q for the quarterly period ended June 30, 2009). Item 10.3. Form of Independent Director Agreement (filed as Exhibit 10.28 on the Company's Registration Statement on Form 10, filed on February 5, 2010). Item 10.4. English Translation of Employment Agreement between the Company and Guohua Ku, dated December 10, 2020 (filed as Exhibit 10.4 to the Company's Current Report on Form 10-K dated December 31, 2021). Item 10.5. English Translation of Employment Agreement between the Company and Yongjiang Shi, dated December 16, 2021 (filed as Exhibit 10.5 to the Company's Current Report on Form 10-K dated December 31, 2021). Item 10.6. Biomass Power Generation Asset Transfer Agreement (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated September 16, 2013). Item 10.7. Biomass Power Generation Project Lease Agreement (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated September 16, 2013). Item 10.8. Partnership Agreement of Beijing Hongyuan Recycling Energy Investment Center, LLP, dated July 18, 2013

(filed as Exhibit 10.1 to the Company's Form 10-Q for the quarterly period ended September 30, 2013). A 10.9 A EPC Contract for Boxing CDQ Waste Heat Power Generation Project, dated July 22, 2013, by and between Xi'an Zhonghong New Energy Technology Co., Ltd and Xi'an Huaxin New Energy Co., Ltd (filed as Exhibit 10.3 to the Company's Form 10-Q for the quarterly period ended September 30, 2013). A 10.10 A EPC Contract for CDQ Power Generation Project of Xuzhou Tianyu Group, dated July 22, 2013, by and between Xi'an Zhonghong New Energy Technology Co., Ltd and Xi'an H201uaxin New Energy Co., Ltd. (filed as Exhibit 10.4 to the Company's Form 10-Q for the quarterly period ended September 30, 2013). A 10.11 A Cooperation Agreement, dated July 22, 2013, by and between Xi'an Zhonghong New Energy Technology Co., Ltd. and Jiangsu Tianyu Energy and Chemical Group Co., Ltd (filed as Exhibit 10.5 to the Company's Form 10-Q for the quarterly period ended September 30, 2013). A 10.12 A Waste Heat Power Generation Energy Management Cooperative Agreement with Zhongtai (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated December 6, 2013). A 10.13 A CDQ Power Generation Energy Management Cooperative Agreement with Rongfeng (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated December 17, 2013). A 10.14 A China Recycling Energy Corporation Omnibus Equity Plan (Incorporated by reference from Appendix A to the Company's Definitive Schedule 14A filed on April 30, 2015). A 10.15 A Transfer Agreement of CDQ & Waste Heat Power Generation, dated November 16, 2015, by and between Xi'an TCH Energy Technology Co., Ltd and Tangshan Rongfeng Iron & Steel Co., Ltd. and Xi'an Huaxin New Energy Co., Ltd. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated November 20, 2015). A 10.16 A Xuzhou Zhongtai CDQ and Waste Heat Power Generation System Transfer Agreement, dated March 14, 2016, by Xi'an TCH Energy Technology Co., Ltd, Xuzhou Zhongtai Energy Technology Co., Ltd. and Xi'an Huaxin New Energy Co., Ltd. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated March 18, 2016). A 10.17 A Repurchase Agreement for Coking Coal Gas Power Generation Project, dated June 22, 2016, by and between Xi'an TCH Energy Technology Co., Ltd., and Qitaihe City Boli Yida Coal Selection Co., Ltd. (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q dated August 15, 2016). A 10.18 A Securities Purchase Agreement by and between China Recycling Energy Corporation and Iliad Research and Trading, L.P., dated July 11, 2018 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated July 17, 2018). A 10.19 A Convertible Promissory Note, issued by China Recycling Energy Corporation to Iliad Research and Trading, L.P., dated July 11, 2018 (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated July 17, 2018). A 10.20 A Equity Purchase Agreement by and between Shanghai TCH Energy Technology Co., Ltd. and Jinhua Wang, dated September 30, 2018 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated September 30, 2018). A 10.21 A Agreement of Supplementary and Amendment by and between Shanghai TCH Energy Technology Co., Ltd. and Jinhua Wang, dated November 21, 2018 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated November 26, 2018). A 10.22 A CDQ WHPG Station Fixed Assets Transfer Agreement, dated December 29, 2018, by and among Xi'an Zhonghong, Xi'an TCH, the HYREF, Guohua Ku and Chonggong Bai (filed as Exhibit 10.21 to the Company's Annual Report on Form 10-K dated for the year ended December 31, 2018 filed on April 16, 2019). A 10.23 A Buy-Back Agreement, dated December 29, 2018, by and among HYREF, Xi'an Zhonghong, Xi'an TCH, Guohua Ku, Chonggong Bai and Xi'an Hanneng (filed as Exhibit 10.22 to the Company's Annual Report on Form 10-K dated for the year ended December 31, 2018 filed on April 16, 2019). A 10.24 A Equity Transfer Agreement, dated December 29, 2018, by and between Xi'an TCH and Hongyuan Huifu. (filed as Exhibit 10.23 to the Company's Annual Report on Form 10-K dated for the year ended December 31, 2018 filed on April 16, 2019) A 10.25 A Equity Transfer Agreement, dated December 29, 2018, by and between Shanghai TCH and HYREF. (filed as Exhibit 10.24 to the Company's Annual Report on Form 10-K dated for the year ended December 31, 2018 filed on April 16, 2019) A 10.26 A Supplementary Agreement of Equity Transfer Agreement, dated December 29, 2018, by and among Xi'an TCH, Hongyuan Huifu, and the Fund Management Company. (filed as Exhibit 10.25 to the Company's Annual Report on Form 10-K dated for the year ended December 31, 2018 filed on April 16, 2019) A 10.27 A Projects Transfer Agreement by and among Xi'an Zhonghong, Xi'an TCH, and Mr. Chonggong Bai, dated January 4, 2019 (filed as Exhibit 10.26 to the Company's Annual Report on Form 10-K dated for the year ended December 31, 2018 filed on April 16, 2019). A 10.28 A Securities Purchase Agreement by and between China Recycling Energy Corporation and Great Essential Investment, Ltd, dated February 13, 2019 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated February 19, 2019). A 10.29 A Termination of Equity Purchase Agreement and Supplementary Amendment Agreement by and between Shanghai TCH and Mr. Jihua Wang, dated March 29, 2019 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated March 29, 2019). A 10.30 A Forebearance Agreement by and between China Recycling Energy Corporation and Iliad Research and Trading, L.P. dated September 11, 2019 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated September 11, 2019). A 10.31 A Exchange Agreement by and between China Recycling Energy Corporation and Iliad Research and Trading, L.P. dated September 19, 2019 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated September 19, 2019). A 10.32 A Termination Agreement of Lease Agreement of Biomass Power Generation Project by and between Xi'an TCH Energy Technology Co., Ltd. and Pucheng Xin Heng Yuan Biomass Power Generation Co., Ltd. dated September 29, 2019 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated September 29, 2019). A 10.33 A Exchange Agreement by and between China Recycling Energy Corporation and Iliad Research and Trading, L.P. dated October 16, 2019 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated October 16, 2019). A 10.34 A Exchange Agreement by and between China Recycling Energy Corporation and Iliad Research and Trading, L.P. dated October 16, 2019 (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated October 16, 2019). A 10.35 A Amendment to Forebearance Agreement by and between China Recycling Energy Corporation and Iliad Research and Trading, L.P. dated December 16, 2019 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated December 16, 2019). A 10.36 A Exchange Agreement by and between China Recycling Energy Corporation and Iliad Research and Trading, L.P. dated January 3, 2020 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated January 3, 2020). A 10.37 A Exchange Agreement by and between China Recycling Energy Corporation and Iliad Research and Trading, L.P. dated January 13, 2020 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated January 13, 2020). A 10.38 A Exchange Agreement by and between China Recycling Energy Corporation and Iliad Research and Trading, L.P. dated April 30, 2020 (filed as Exhibit 10.30 to the Company's Current Report on Form 8-K, dated May 4, 2020). A 10.39 A Employment Agreement by and between China Recycling Energy Corporation and Yongjiang (Jackie) Shi, dated May 8, 2020 (as Exhibit 10.38 to the Company's Annual Report on Form 10-K dated for the year ended December 31, 2020 filed on April 15, 2021). A 10.40 A

Exchange Agreement dated as of May 15, 2020 by and between China Recycling Energy Corporation and Lliad Research and Trading, L.P. (filed as Exhibit 10.39 to the Company's Current Report on Form 8-K, dated May 21, 2020). A 10.41 A Forbearance Agreement dated as of May 15, 2020 by and between China Recycling Energy Corporation and Lliad Research and Trading, L.P. (filed as Exhibit 10.40 to the Company's Current Report on Form 8-K, dated May 21, 2020). A 10.42 A Exchange Agreement dated as of May 29, 2020 by and between China Recycling Energy Corporation and Lliad Research and Trading, L.P. (filed as Exhibit 10.41 to the Company's Current Report on Form 8-K, dated June 4, 2020). A 10.43 A Equity Acquisition Agreement dated as of December 22, 2020 by and between China Recycling Energy Corporation and Shanghai TCH Energy Technology Co., Ltd., Zheng Feng, Yinhua Zhang, Weidong Xu and Xi'an Taiying Energy Saving Technology Co., Ltd. (filed as Exhibit 10.43 to the Company's Current Report on Form 8-K, dated December 29, 2020). A 10.44 A Promissory Note dated as of December 4, 2020 by and between China Recycling Energy Corporation and Streeterville Capital, LLC. (filed as Exhibit 10.43 to the Company's Form S-1/A dated October 6, 2021) A 10.45 A Exchange Agreements dated as of August 24, 2021 by and between China Recycling Energy Corporation and Streeterville Capital, LLC. (filed as Exhibit 10.44 to the Company's Form S-1/A dated October 6, 2021) A 10.46 A Exchange Agreements dated as of August 31, 2021 by and between China Recycling Energy Corporation and Streeterville Capital, LLC. (filed as Exhibit 10.45 to the Company's Form S-1/A dated October 6, 2021) A 10.47 A Exchange Agreements dated as of September 1, 2021 by and between China Recycling Energy Corporation and Streeterville Capital, LLC. (filed as Exhibit 10.1 to the Company's quarterly report on Form 10-Q dated November 12, 2021) A 10.48 A Exchange Agreements dated as of October 8, 2021 by and between China Recycling Energy Corporation and Streeterville Capital, LLC. (filed as Exhibit 10.2 to the Company's quarterly report on Form 10-Q dated November 12, 2021) A 10.49 A Exchange Agreements dated as of October 21, 2021 by and between China Recycling Energy Corporation and Streeterville Capital, LLC. (filed as Exhibit 10.3 to the Company's quarterly report on Form 10-Q dated November 12, 2021) A 10.50 A Exchange Agreements dated as of October 25, 2021 by and between China Recycling Energy Corporation and Streeterville Capital, LLC. (filed as Exhibit 10.4 to the Company's quarterly report on Form 10-Q dated November 12, 2021) A 10.51 A Exchange Agreements dated as of November 9, 2021 by and between China Recycling Energy Corporation and Streeterville Capital, LLC. (filed as Exhibit 10.5 to the Company's quarterly report on Form 10-Q dated November 12, 2021) A 10.52 A Exchange Agreements dated as of November 30, 2021 by and between China Recycling Energy Corporation and Streeterville Capital, LLC. (filed as Exhibit to the Company's Amendment to Registration Statement on Form S1/A dated December 3, 2021) A 10.53 A Exchange Agreements dated as of November 7, 2022 by and between China Recycling Energy Corporation and Bucktown Capital, LLC. (filed as Exhibit 10.53 to the Company's Form 10-K for the year ended December 31, 2022). A 10.54 A Exchange Agreements dated as of January 6, 2023 by and between China Recycling Energy Corporation and Bucktown Capital, LLC. (filed as Exhibit 10.54 to the Company's Form 10-K for the year ended December 31, 2022). A 10.55 A Exchange Agreements dated as of January 18, 2023 by and between China Recycling Energy Corporation and Bucktown Capital, LLC. (filed as Exhibit 10.55 to the Company's Form 10-K for the year ended December 31, 2022). A 10.56 A Exchange Agreements dated as of February 13, 2023 by and between China Recycling Energy Corporation and Bucktown Capital, LLC. (filed as Exhibit 10.56 to the Company's Form 10-K for the year ended December 31, 2022). A 10.57 A Exchange Agreements dated as of May 11, 2023 by and between China Recycling Energy Corporation and Bucktown Capital, LLC. (filed as Exhibit 10.57 to the Company's quarterly report on Form 10-Q dated June 21, 2023). A 10.58 A Exchange Agreements dated as of August 11, 2023 by and between China Recycling Energy Corporation and Bucktown Capital, LLC. (filed as Exhibit 10.58 to the Company's quarterly report on Form 10-Q dated November 13, 2023). A 10.59 A Exchange Agreements dated as of December 29, 2023 by and between China Recycling Energy Corporation and Bucktown Capital, LLC. (filed as Exhibit 10.57 to the Company's Form 10-K for the year ended December 31, 2023). A 10.60 A Exchange Agreement dated as of July 23, 2024 by and between China Recycling Energy Corporation and Bucktown Capital, LLC. (filed as Exhibit 10.60 to the Company's Form 10-Q dated August 14, 2024) A 14.1 A Code of Ethics (filed as Exhibit 14.1 to the Company's Current Report on Form 8-K dated December 2, 2009). A 19.1 A Insider Trading Policy, dated November 25, 2009. (filed as Exhibit 19.1 to the Company's annual report on Form 10-K dated May 8, 2023) A 21.1 A Subsidiaries (filed as Exhibit 21.1 to the Company's Annual Report on Form 10-K dated May 14, 2020). A 31.1* A Rule 13a-14(a)/15d-14(a) certification of the Chief Executive Officer. A 31.2* A Rule 13a-14(a)/15d-14(a) certification of the Chief Financial Officer. A 32.1* A Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350. A 32.2* A Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350. A 97 A Compensation Recovery Policy (filed as Exhibit 97 to the Company's Form 10-K for the year ended December 31, 2023). A 101.INS* A Inline XBRL Instance Document A 101.CAL* A Inline XBRL Taxonomy Extension Calculation Linkbase Document A 101.SCH* A Inline XBRL Taxonomy Extension Schema Document. A 101.DEF* A Inline XBRL Taxonomy Extension Definition Linkbase Document A 101.LAB* A Inline XBRL Taxonomy Extension Labels Linkbase Document A 101.PRE* A Inline XBRL Taxonomy Extension Presentation Linkbase Document A 104* A Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101). A * Filed herewith A 39 A SIGNATURES A Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. A SMART POWER CORP. A Date: November 8, 2024 By: /s/ Guohua Ku A Guohua Ku A Chairman of the Board and Chief Executive Officer (Principal Executive Officer) A Date: November 8, 2024 By: /s/ Yongjiang Shi A Yongjiang Shi A Chief Financial Officer (Principal Financial and Accounting Officer) A 40 A false --12-31 Q3 0000721693 0000721693 2024-01-01 2024-09-30 0000721693 2024-11-08 0000721693 2024-09-30 0000721693 2023-12-31 0000721693 creg:ZhonghongMember 2024-09-30 0000721693 creg:ZhonghongMember 2023-12-31 0000721693 2023-01-01 2023-09-30 0000721693 2024-07-01 2024-09-30 0000721693 2023-07-01 2023-09-30 0000721693 us-gaap:CommonStockMember 2023-12-31 0000721693 us-gaap:AdditionalPaidInCapitalMember 2023-12-31 0000721693 us-gaap:RetainedEarningsAppropriatedMember 2023-12-31 0000721693 us-gaap:RetainedEarningsMember 2023-12-31 0000721693 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-12-31 0000721693 us-gaap:CommonStockMember 2024-01-01 2024-03-31 0000721693 us-gaap:RetainedEarningsAppropriatedMember 2024-01-01 2024-03-31 0000721693 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-01-01 2024-03-31 0000721693 us-gaap:RetainedEarningsMember 2024-01-01 2024-03-31 0000721693 2024-01-01 2024-03-31 0000721693 us-gaap:CommonStockMember 2024-03-31 0000721693 us-gaap:AdditionalPaidInCapitalMember 2024-03-31 0000721693

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31.1 Certification by the Principal Executive Officer Pursuant to Section 302 of the Sarbanes-OxleyAct of 2002 I, Guohua Ku, Chief Executive Officer of Smart Powerr Corp. (theâ€œCompanyâ€),certify that:Â 1.I have reviewed this quarterly report on Form 10-Q of the Company;Â 2.Based on my knowledge, this report does not contain any untruestatement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances underwhich such statements were made, not misleading with respect to the period covered by this report;Â 3.Based on my knowledge, the financial statements, and other financialinformation included in this report, fairly present in all material respects the financial condition, results of operations and cashflows of the Company as of, and for, the periods presented in this report;Â 4.The Companyâ€™s other certifying officer and I are responsiblefor establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internalcontrol over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the Company and have:Â a.designed such disclosure controls and procedures, or causedsuch disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company,including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in whichthis report is being prepared;Â 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 regardingthe reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generallyaccepted accounting principles;Â c.evaluated the effectiveness of the Companyâ€™s disclosurecontrols 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; andÂ d.disclosed in this report any change in the Companyâ€™s internal control over financial reporting that occurred during the period covered by the quarterly report that has materially affected,or is reasonably likely to materially affect, the Companyâ€™s internal control over financial reporting; andÂ 5.The Companyâ€™s other certifying officer and I have disclosed,based on our most recent evaluation of internal control over financial reporting, to the Companyâ€™s auditors and the audit committeeof the Companyâ€™s board of directors (or persons performing the equivalent functions):Â a.all significant deficiencies and material weaknesses in thedesign or operation of internal control over financial reporting which are reasonably likely to adversely affect the Companyâ€™s ability to record, process, summarize and report financial information; andÂ b.any fraud, whether or not material, that involves managementor other employees who have a significant role in the Companyâ€™s internal control over financial reporting.Â Date: November 8, 2024 Â Â Â By:
/s/ Guohua Ku Â Name:Â Â Guohua Ku Â Title: Chief Executive Officer Â Exhibit 31.2Â Certification by the Principal Financial Officer Pursuant to Section 302 of the Sarbanes-OxleyAct of 2002Â I, Yongjiang Shi, Chief Financial Officer of Smart Powerr Corp. (theâ€œCompanyâ€), certify that:Â 1.I have reviewed this quarterly report on Form 10-Q of the Company;Â 2.Based on my knowledge, this report does not contain any untruestatement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances underwhich such statements were made, not misleading with respect to the period covered by this report;Â 3.Based on my knowledge, the financial statements, and other financialinformation included in this report, fairly present in all material respects the financial condition, results of operations and cashflows of the Company as of, and for, the periods presented in this report;Â 4.The Companyâ€™s other certifying officer and I are responsiblefor establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internalcontrol over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the Company and have:Â a.designed such disclosure controls and procedures, or causedsuch disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company,including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in whichthis report is being prepared;Â 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; **A** c.evaluated the effectiveness of the Companyâ€™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 **A** d.disclosed in this report any change in the Companyâ€™s internal control over financial reporting that occurred during the period covered by the quarterly report that has materially affected, or is reasonably likely to materially affect, the Companyâ€™s internal control over financial reporting; and **A** 5.The Companyâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Companyâ€™s auditors and the audit committee of the Companyâ€™s board of directors (or persons performing the equivalent functions): **A** a.all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Companyâ€™s ability to record, process, summarize and report financial information; and **A** b.any fraud, whether or not material, that involves management or other employees who have a significant role in the Companyâ€™s internal control over financial reporting. **A** Date: November 8, 2024 **A** **A** **A** By: /s/ Yongjiang Shi **A** Name: **A** Yongjiang Shi **A** Title: Chief Financial Officer **A** Exhibit 32.1 **A** Certification by the Principal Executive Officer **A** Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 **A** I, Guohua Ku, Chief Executive Officer of SmartPower Corp. (the â€œCompanyâ€), hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge: **A** a.the Companyâ€™s quarterly report on Form 10-Q for the quarterly period ended September 30, 2024 (the â€œReportâ€) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and **A** b.the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein **A** Date: November 8, 2024 **A** **A** **A** By: /s/ Guohua Ku **A** Name: **A** Guohua Ku **A** Title: Chief Executive Officer **A** Exhibit 32.2 **A** Certification by the Principal Financial Officer **A** Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 **A** I, Yongjiang Shi, Chief Financial Officer of SmartPower Corp. (the â€œCompanyâ€), hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge: **A** a.the Companyâ€™s quarterly report on Form 10-Q for the quarterly period ended September 30, 2024 (the â€œReportâ€) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and **A** b.the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein **A** Date: November 8, 2024 **A** **A** **A** By: /s/ Yongjiang Shi **A** Name: **A** Yongjiang Shi **A** Title: Chief Financial Officer **A**