

Landson Emission Technologies A/S

Kuopiovej 13, 5700 Svendborg


CVR no. 38 00 80 48

Annual report

for the period 14 September 2016 - 31 December 2017

Approved at the Company's annual general meeting on 28 May 2018

Chairman:



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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Landson Emission Technologies A/S for the financial year 14 September 2016 - 31 December 2017.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2017 and of the results of the Company's operations for the financial year 14 September 2016 - 31 December 2017.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Svendborg, 28 May 2018
Executive Board.



Johnny Marcher

Board of Directors:

Guang Hu
Chairman

Wen Jiang



Johnny Marcher

Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Landson Emission Technologies A/S for the financial year 14 September 2016 - 31 December 2017.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2017 and of the results of the Company's operations for the financial year 14 September 2016 - 31 December 2017.

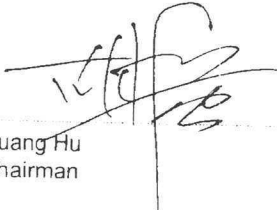
Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Svendborg, 28 May 2018
Executive Board:

Johnny Marcher


Board of Directors:



Guang Hu
Chairman



Wen Jiang



Johnny Marcher

Independent auditor's report

To the shareholders of Landson Emission Technologies A/S

Opinion

We have audited the financial statements of Landson Emission Technologies A/S for the financial year 14 September 2016 - 31 December 2017, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2017 and of the results of the Company's operations for the financial year 14 September 2016 - 31 December 2017 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

Independent auditor's report

- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- ▶ Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Svendborg, 28 May 2018

ERNST & YOUNG

Godkendt Revisionspartnerselskab

CVR no. 30 70 02 28



Torben Ahle Pedersen
State Authorised Public Accountant
MNE no.: mne16611



Andy Phillip Gøttig
State Authorised Public Accountant
MNE no.: mne36186



Management's review

Company details

Name	Landson Emission Technologies A/S
Address, Postal code, City	Kuopiovej 13, 5700 Svendborg
CVR no.	38 00 80 48
Established	14 September 2016
Registered office	Svendborg
Financial year	14 September 2016 - 31 December 2017
Board of Directors	Guang Hu, Chairman Wen Jiang Johnny Marcher
Executive Board	Johnny Marcher
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Fåborgvej 44, 5700 Svendborg, Denmark

Management's review

Business review

The object of the Company is research and development, manufacture and sales within cleantech and other business related hereto.

Financial review

The income statement for 2016/17 shows a loss of DKK 6,707,598, and the balance sheet at 31 December 2017 shows equity of DKK 20,842,402.

This year's result is affected by the fact that it is a start-up year. This has resulted in a large number of non-recurring costs.

2017 was a year where the company focused on the development of new products and processes in order to meet the ever increasing demand for especially Diesel particulate filters (DPF) for the retrofit market.

Along with the development of DPF the company also put a lot of efforts into developing catalytic coatings to accommodate safe and durable regeneration of the DPF.

Further the company have initiated the development of products to be used within automotive OEM. Lastly some efforts has been put into the development of ceramic membranes for water treatment.

Events after the balance sheet date

After the balance sheet date, we have finalized a number of the products, which we have also received VERT certification of. No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Outlook

The Company expects significant additional growth in 2018, 2019 and 2020.

Liquidity for working capital and investments is expected to be secured through an increase in bank loan and financing from the parent company

Financial statements 14 September 2016 - 31 December 2017

Income statement

Note	DKK	2016/17 16 months
	Gross margin	-2,569,422
2	Staff costs	-2,288,449
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-639,720
	Profit/loss before net financials	-5,497,591
3	Financial expenses	-3,092,032
	Profit/loss before tax	-8,589,623
4	Tax for the year	1,882,025
	Profit/loss for the year	-6,707,598
	Recommended appropriation of profit/loss	
	Reserve for development costs	11,645,891
	Retained earnings/accumulated loss	-18,353,489
		-6,707,598

Financial statements 14 September 2016 - 31 December 2017

Balance sheet

Note	DKK	<u>2016/17</u>
	ASSETS	
	Fixed assets	
5	Intangible assets	
	Completed development projects	12,024,420
	Acquired intangible assets	64,167
	Development projects in progress	<u>2,906,210</u>
		<u>14,994,797</u>
6	Property, plant and equipment	
	Land and buildings	14,569,266
	Fixtures and fittings, other plant and equipment	<u>13,390,739</u>
		<u>27,960,005</u>
	Total fixed assets	<u>42,954,802</u>
	Non-fixed assets	
	Inventories	
	Raw materials and consumables	1,078,500
	Work in progress	1,312,290
	Finished goods and goods for resale	<u>426,854</u>
		<u>2,817,644</u>
	Receivables	
	Trade receivables	1,468,759
7	Deferred tax assets	1,882,025
	Other receivables	819,287
	Prepayments	<u>272,297</u>
		<u>4,442,368</u>
	Total non-fixed assets	<u>7,260,012</u>
	TOTAL ASSETS	<u><u>50,214,814</u></u>

Financial statements 14 September 2016 - 31 December 2017

Balance sheet

Note	DKK	<u>2016/17</u>
	EQUITY AND LIABILITIES	
	Equity	
8	Share capital	5,000,000
	Reserve for development costs	11,645,891
	Retained earnings	<u>4,196,511</u>
	Total equity	<u>20,842,402</u>
	Liabilities other than provisions	
9	Non-current liabilities other than provisions	
	Payables to group entities	<u>19,279,205</u>
		<u>19,279,205</u>
	Current liabilities other than provisions	
	Other credit institutions	1,956,276
	Trade payables	4,125,522
	Payables to group enterprises	2,924,322
	Other payables	<u>1,087,087</u>
		<u>10,093,207</u>
	Total liabilities other than provisions	<u>29,372,412</u>
	TOTAL EQUITY AND LIABILITIES	<u><u>50,214,814</u></u>

- 1 Accounting policies
- 10 Collateral
- 11 Related parties

Financial statements 14 September 2016 - 31 December 2017

Statement of changes in equity

DKK	Share capital	Reserve for development costs	Retained earnings	Total
Equity at 14 September 2016	0	0	0	0
Capital increase	4,500,000	0	22,500,000	27,000,000
Transfer through appropriation of loss	0	11,645,891	-18,353,489	-6,707,598
Cash payments concerning formation of enterprise	500,000	0	50,000	550,000
Equity at 31 December 2017	5,000,000	11,645,891	4,196,511	20,842,402

Financial statements 14 September 2016 - 31 December 2017

Notes to the financial statements

1 Accounting policies

The annual report of Landson Emission Technologies A/S for 2016/17 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

Income statement

Revenue

Income from the sale of finished goods, is recognised in revenue when the most significant rewards and risks have been transferred to the buyer and provided the income can be measured reliably and payment is expected to be received. The date of the transfer of the most significant rewards and risks is based on standardised terms of delivery based on Incoterms® 2010.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Gross margin

The items revenue, cost of sales and external expenses have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

Raw materials and consumables, etc.

Raw materials and consumables include expenses relating to raw materials and consumables used in generating the year's revenue.

The item includes research and development costs that do not qualify for capitalisation.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Depreciation and impairment

The item comprises depreciation and impairment of property, plant and equipment.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Land and buildings	25 years
Fixtures and fittings, other plant and equipment	3-20 years
Installations	25 years
Acquired intangible assets	3 years
Development projects	5-10 years

Financial statements 14 September 2016 - 31 December 2017

Notes to the financial statements

1 Accounting policies (continued)

Financial expenses

Financial expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

Balance sheet

Intangible assets

Other intangible assets include development projects and other acquired intangible rights, including software licences, distribution rights and development projects.

Other intangible assets are measured at cost less accumulated amortisation and impairment losses.

Development costs comprise expenses, salaries and amortisation directly or indirectly attributable to development activities.

Development projects that are clearly defined and identifiable, where the technical feasibility, sufficient resources and a potential future market or development opportunities are identifiable and where the Company intends to produce, market or use the project, are recognised as intangible assets provided that the cost can be measured reliably and that there is sufficient assurance that future earnings can cover production costs, selling costs and administrative expenses and development costs. Other development costs are recognised in the income statement as incurred.

Development costs that are recognised in the balance sheet are measured at cost less accumulated amortisation and impairment losses.

On completion of a development project, development costs are amortised on a straight-line basis over the estimated useful life. The amortisation period cannot exceed 10 years.

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Gains or losses are calculated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses from the disposal of property, plant and equipment are recognised in the income statement as other operating income or other operating expenses.

Financial statements 14 September 2016 - 31 December 2017

Notes to the financial statements

1 Accounting policies (continued)

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value. The net realisable value of inventories is calculated as the sales amount less costs of completion and expenses required to effect the sale and is determined taking into account marketability, obsolescence and development in the expected selling price.

The cost of raw materials and consumables comprises the cost of acquisition plus delivery costs.

The cost of finished goods and work in progress includes the cost of raw materials, consumables, direct labour and indirect production overheads.

Indirect production overheads include the indirect cost of material and labour as well as maintenance and depreciation of production machinery, buildings and equipment and expenses relating to plant administration and management. Borrowing costs are not recognised in the sales price.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Liabilities

Other liabilities are measured at net realisable value.

Financial statements 14 September 2016 - 31 December 2017

Notes to the financial statements

		2016/17 16 months			
DKK					
2	Staff costs				
	Wages/salaries	7,824,676			
	Pensions	662,605			
	Other social security costs	55,989			
	Other staff costs	139,355			
	Staff costs transferred to inventory and development projects	-6,394,176			
		<u>2,288,449</u>			
	Average number of full-time employees	<u>13</u>			
3	Financial expenses				
	Interest expenses, group entities	3,433,681			
	Other financial expenses	-341,649			
		<u>3,092,032</u>			
4	Tax for the year				
	Deferred tax adjustments in the year	-1,882,025			
		<u>-1,882,025</u>			
5	Intangible assets				
		Completed development projects	Acquired intangible assets	Development projects in progress	Total
	DKK				
	Additions	12,024,420	110,000	2,906,210	15,040,630
	Cost at 31 December 2017	12,024,420	110,000	2,906,210	15,040,630
	Amortisation for the year	0	45,833	0	45,833
	Impairment losses and amortisation at 31 December 2017	0	45,833	0	45,833
	Carrying amount at 31 December 2017	<u>12,024,420</u>	<u>64,167</u>	<u>2,906,210</u>	<u>14,994,797</u>

Completed development projects and development projects in progress

Development projects includes newly developed products. The valuation is based on sales budgets for the individual projects for the coming years, as well as the total budget and estimates for the Company.

Completed development projects are completed in december 2017. Amortisation will start in january 2018.

Financial statements 14 September 2016 - 31 December 2017

Notes to the financial statements

6 Property, plant and equipment

DKK	Land and buildings	Fixtures and fittings, other plant and equipment	Total
Additions	15,308,435	14,890,658	30,199,093
Cost at 31 December 2017	15,308,435	14,890,658	30,199,093
Depreciation	739,169	1,499,919	2,239,088
Impairment losses and depreciation at 31 December 2017	739,169	1,499,919	2,239,088
Carrying amount at 31 December 2017	14,569,266	13,390,739	27,960,005

Note 10 provides more details on security for loans, etc. as regards property, plant and equipment.

Of the depreciations in 2017, DKK 1,645,200 have been transferred to additions of development costs.

7 Deferred tax assets

Based on the Company's budget for 2018, forecast for 2019 and 2020 the deferred tax asset is expected to be fully utilized within 2-3 years.

8 Share capital

Changes in the share capital in the past year:

DKK	2016/17
Capital increase	4,500,000
	<u>4,500,000</u>

9 Non-current liabilities other than provisions

Of the long-term liabilities, DKK 0 falls due for payment after more than 5 years after the balance sheet date.

10 Collateral

As security for the Company's debt to banks, the Company has provided security in its property for a total amount of DKK 2,500. The total carrying amount of these assets is DKK 14,569.

11 Related parties

Ownership

The following shareholders are registered in the Company's register of shareholders as holding minimum 5% of the votes or minimum 5% of the share capital:

Name	Domicile
CleanTech International Co., Ltd.	China