

CHINA RECYCLING ENERGY CORP  
Form DEF 14A  
April 30, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_)

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**China Recycling Energy Corporation**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**CHINA RECYCLING ENERGY CORPORATION**

**12/F, Tower A**

**Chang An International Building**

**No. 88 Nan Guan Zheng Jie**

**Xi'an City, Shaanxi Province**

**China 710068**

**April 30, 2013**

Dear Stockholder:

You are cordially invited to attend the 2013 Annual Meeting of Stockholders of China Recycling Energy Corporation, a Nevada corporation, to be held at our principal executive offices, located at 12/F, Tower A, Chang An International Building, No. 88 Nan Guan Zheng Jie, Xi'an City, Shaanxi Province, 710068 China on June 19, 2013, at 10:00 a.m. local time.

The attached Notice of Annual Meeting of Stockholders and Proxy Statement describe the formal business to be transacted at the annual meeting. Our directors, officers, and representatives of our independent registered public accounting firm will be present to respond to appropriate questions from stockholders.

Please mark, date, sign and return your proxy card in the enclosed envelope by following the instructions on the proxy card at your earliest convenience. This will ensure that your shares will be represented and voted at the meeting, even if you do not attend. If you attend the meeting, you may revoke your proxy and personally cast your vote. Attendance at the meeting does not of itself revoke your proxy.

Sincerely,

/s/ Guohua Ku

Guohua Ku

Chief Executive Officer and

Chairman of the Board of Directors



**CHINA RECYCLING ENERGY CORPORATION**

**12/F, Tower A**

**Chang An International Building**

**No. 88 Nan Guan Zheng Jie**

**Xi'an City, Shaanxi Province**

**China 710068**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held June 19, 2013**

NOTICE HEREBY IS GIVEN that the 2013 Annual Meeting of Stockholders of China Recycling Energy Corporation, a Nevada corporation, will be held at our principal executive offices, located at 12/F, Tower A, Chang An International Building, No. 88 Nan Guan Zheng Jie, Xi'an City, Shaanxi Province, 710068 China on June 19, 2013, at 10:00 a.m. local time, to consider and act upon the following:

1. To elect seven directors, each to serve until the 2014 Annual Meeting of Stockholders;
2. To ratify the appointment of Goldman Kurland Mohidin, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013;
3. To conduct an advisory vote on the compensation of our named executive officers;
4. To conduct an advisory vote on the frequency of future advisory votes on the compensation of our named executive officers; and

To transact such other business as properly may come before the annual meeting or any adjournments thereof. The Board of Directors is not aware of any other business to be presented to a vote of the stockholders at the annual meeting.

Information relating to the above matters is set forth in the attached Proxy Statement. Stockholders of record at the close of business on May 10, 2013 are entitled to receive notice of and to vote at the 2013 Annual Meeting and any adjournments thereof.

By Order of the Board of Directors.

/s/ David Chong  
David Chong  
Chief Financial Officer and Secretary

Xi'an City, Shaanxi Province, China

April 30, 2013

**Important Notice Regarding the Availability of Proxy Materials for the  
Annual Meeting of Stockholders to be held on June 19, 2013:**

**Whether or not you plan to attend OUR 2013 annual meeting of STOCKHOLDERS, your vote is important. PLEASE READ THE ATTACHED PROXY STATEMENT AND PROMPTLY COMPLETE, EXECUTE AND RETURN THE ENCLOSED PROXY CARD IN THE ACCOMPANYING POSTAGE-PAID ENVELOPE BY FOLLOWING THE INSTRUCTIONS ON THE ENCLOSED PROXY CARD. IF YOU ATTEND OUR 2013 ANNUAL MEETING of STOCKHOLDERS, YOU MAY REVOKE YOUR PROXY AND VOTE IN PERSON IF YOU SO DESIRE.**

**CHINA RECYCLING ENERGY CORPORATION**

**12/F, Tower A**

**Chang An International Building**

**No. 88 Nan Guan Zheng Jie**

**Xi'an City, Shaanxi Province**

**China 710068**

**PROXY STATEMENT**

**FOR THE ANNUAL MEETING OF STOCKHOLDERS**

To Be Held June 19, 2013

We are furnishing this Proxy Statement to the stockholders of China Recycling Energy Corporation in connection with the solicitation, by the Board of Directors of China Recycling Energy Corporation (the "Board"), of proxies to be voted at our 2013 Annual Meeting of Stockholders to be held at our principal executive offices, located at 12/F, Tower A, Chang An International Building, No. 88 Nan Guan Zheng Jie, Xi'an City, Shaanxi Province, 710068 China, on June 19, 2013, at 10:00 a.m. local time, and at any adjournments or postponements of the meeting.

When used in this Proxy Statement, the terms "we," "us," "our," the "Company" and "CREG" refer to China Recycling Energy Corporation, a Nevada corporation, and its wholly-owned subsidiary, Sifang Holdings Co., Ltd., and Sifang Holdings Co., Ltd.'s wholly-owned subsidiary, Shanghai TCH Energy Technology Co., Ltd. and Shanghai TCH Energy Technology Co., Ltd.'s wholly-owned subsidiary, Xi'an TCH Energy Technology Co., Ltd. "China" and the "PRC" refer to the People's Republic of China, excluding, for the purposes of this Proxy Statement, Hong Kong, Macau and Taiwan.

The date on which we are first sending this Proxy Statement and form of proxy card to our stockholders is on or about May 13, 2013.

This Proxy Statement, our Annual Report on Form 10-K, for fiscal year ended December 31, 2012, and other proxy materials, including the Proxy Card and the Notice of Annual Meeting, are available online at <http://www.sec.gov/edgar.shtml>. Directions to our 2013 Annual Meeting of Stockholders are available by calling



+86-29-8769-1097.

## ABOUT THE 2013 Annual Meeting

### **General: Date, Time and Place**

We are providing this Proxy Statement to you in connection with the solicitation, on behalf of our Board, of proxies to be voted at our 2013 Annual Meeting of Stockholders (the “2013 Annual Meeting”) or any postponement or adjournment of that meeting. The 2013 Annual Meeting will held on June 19, 2013, at 10:00 a.m. local time at our principal executive offices, located at 12/F, Tower A, Chang An International Building, No. 88 Nan Guan Zheng Jie, Xi’an City, Shaanxi Province, 710068 China.

### **Matters to be Considered and Voted Upon**

At the 2013 Annual Meeting, stockholders will be asked to consider and vote (i) to elect the nominees named herein as directors, (ii) to ratify the selection of our independent registered public accounting firm, (iii) to conduct an advisory vote on the compensation of our named executive officers, and (iv) to conduct an advisory vote on the frequency of named executive officer compensation advisory votes. The Board does not know of any matters to be brought before the meeting other than as set forth in the notice of meeting. If any other matters properly come before the meeting, the persons named in the enclosed form of proxy or their substitutes will vote in accordance with their best judgment on such matters.

### **Record Date; Stock Outstanding and Entitled to Vote**

Our Board has established May 10, 2013 as the record date. Only holders of shares of the Company's common stock, par value \$.001 per share, as of the record date are entitled to notice of, and to vote at, the 2013 Annual Meeting. Each share of common stock entitles the holder thereof to one vote per share on each matter presented to our stockholders for approval at the 2013 Annual Meeting. At the close of business on April 29, 2013, we had 50,224,350 shares of common stock outstanding. We expect the same number of shares to be outstanding as of the record date.

### **Quorum; Required Vote**

A quorum of stockholders is required for the transaction of business at the 2013 Annual Meeting. The presence of at least one-third of all of our shares of common stock issued and outstanding and entitled to vote at the meeting, present in person or represented by proxy, will constitute a quorum at the meeting. Votes cast by proxy or in person at the 2013 Annual Meeting will be tabulated by an election inspector appointed for the meeting and will be taken into account in determining whether or not a quorum is present. Abstentions and broker non-votes, which occur when a broker has not received customer instructions and indicates that it does not have the discretionary authority to vote on a particular matter on the proxy card, will be included in determining the presence of a quorum at the 2013 Annual Meeting.

Assuming that a quorum is present, our stockholders may take action at the annual meeting with the votes described below.

*Election of Directors.* Under Nevada law and the Fourth Amended and Restated Bylaws of the Company ("Bylaws"), the affirmative vote of a plurality of the votes cast by the holders of our shares of common stock is required to elect each director. Consequently, only shares that are voted in favor of a particular nominee will be counted toward such nominee's achievement of a plurality. Stockholders do not have any rights to cumulate their votes in the election of directors. Abstentions and broker non-votes will not be counted toward a nominee's total.

*Ratification of the selection of Goldman Kurland Mohidin LLP as our independent registered public accounting firm.* The affirmative vote of the holders of a majority of the outstanding shares of our common stock entitled to vote at the annual meeting is required to ratify the selection of Goldman Kurland Mohidin, LLP as our independent registered public accounting firm. Abstentions and broker non-votes will have the effect of a vote "against" the ratification of the appointment of Goldman Kurland Mohidin, LLP as our independent registered public accounting firm.

*Non-binding advisory vote regarding the compensation of our named executive officers.* The affirmative vote of the holders of a majority of the outstanding shares of our common stock entitled to vote at the annual meeting is required to approve the compensation of our named executive officers. Abstentions and broker non-votes will not be counted as votes approving the compensation of our named executive officers.

*Non-binding advisory vote regarding the frequency of future advisory votes on the compensation of our named executive officer.* A stockholder may (i) vote one year, (ii) vote two years, (iii) vote three years or (iv) abstain from voting. The frequency that receives the greatest number of votes will be deemed the choice of the stockholders, even if those votes are less than a majority of shares present and entitled to vote. Abstentions and broker non-votes will not be counted as votes in favor of any frequency alternative (one year, two years, or three years).

### **Abstentions and Broker Non-Votes**

Under applicable regulations, if a broker holds shares on your behalf, and you do not instruct your broker how to vote those shares on a matter considered “routine,” the broker may generally vote your shares for you. A “broker non-vote” occurs when a broker has not received voting instructions from you on a “non-routine” matter, in which case the broker does not have authority to vote your shares with respect to such matter. Rules that govern how brokers vote your shares have recently changed. Unless you provide voting instructions to a broker holding shares on your behalf, your broker may no longer use discretionary authority to vote your shares on any of the matters to be considered at the 2013 Annual Meeting other than the ratification of our independent registered public accounting firm. Please vote your proxy so your vote can be counted.

## **Voting Procedure; Voting of Proxies; Revocation of Proxies**

If your shares are registered directly in your name with our transfer agent, Securities Transfer Corporation, you are considered the “stockholder of record” with respect to those shares. As the stockholder of record, you may vote in person at the 2013 Annual Meeting, or vote by proxy using the accompanying proxy card, which also is available at [www.shareholdervote.info/](http://www.shareholdervote.info/). Whether or not you plan to attend the annual meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the 2013 Annual Meeting and vote in person even if you have already voted by proxy. Please note that the notice letter you received directing you to the website at which the proxy materials are available is not the proxy card and should not be used to submit your vote.

I. To vote in person, come to the 2013 Annual Meeting and we will give you a ballot when you arrive.

J. To vote using the proxy card, simply print the proxy card, complete, sign and date it and return it promptly to Mr. Zhigang Wu, our Vice President of Finance, at 12/F, Tower A, Chang An International Building, No. 88 Nan Guan Zheng Jie, Xi’an City, Shaanxi Province, 710068 China. Our Board has selected each of Guohua Ku and Zhigang Wu to serve as proxies.

If you do not return a signed proxy card and do not attend the meeting and vote in person, your shares will not be voted. Shares of our common stock represented by properly executed proxies that are received by us and are not revoked will be voted at the 2013 Annual Meeting in accordance with the instructions contained therein. If you return a signed and dated proxy card and instructions are not given, such proxies will be voted **FOR** election of each nominee for director named herein, **FOR** ratification of the selection of Goldman Kurland Mohidin, LLP as our independent registered public accounting firm, **FOR** approval of the compensation of our named executive officers described in this Proxy Statement and **FOR** the one-year option as to the frequency of the advisory vote on the compensation of our named executive officers. In addition, we reserve the right to exercise discretionary authority to vote proxies, in the manner determined by us, in our sole discretion, on any matters brought before the 2013 Annual Meeting for which we did not receive adequate notice under the proxy rules promulgated by the Securities and Exchange Commission (“SEC”).

If you hold your shares in “street name” through a stockbroker, bank or other nominee rather than directly in your own name, you are considered the “beneficial owner” of such shares. Because a beneficial owner is not a stockholder of record, you may not vote these shares in person at the 2013 Annual Meeting unless you obtain a “legal proxy” from the broker, bank or nominee that holds your shares, giving you the right to vote those shares at the meeting. If you wish to attend the 2013 Annual Meeting and vote in person, you will need to contact your broker, bank or nominee to obtain a legal proxy.

Your proxy is revocable at any time before it is voted at the 2013 Annual Meeting in any of the following three ways:

1. You may submit another properly completed proxy bearing a later date.
2. You may send a written notice that you are revoking your proxy to Mr. Zhigang Wu, our Vice President of Finance, at 12/F, Tower A, Chang An International Building, No. 88 Nan Guan Zheng Jie, Xi'an City, Shaanxi Province, 710068 China.
3. You may attend the annual meeting and vote in person. However, simply attending the annual meeting will not, by itself, revoke your proxy.

#### **Dissenters' Right of Appraisal**

Stockholders are not entitled to any appraisal or similar rights of dissenters with respect to any of the proposals to be acted upon at the 2013 Annual Meeting.

## **Proxy Solicitation**

We will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

## **Householding**

SEC rules permit us to deliver a single proxy statement and annual report to one address shared by two or more of our stockholders. This delivery method is referred to as “householding” and can result in significant cost savings. To take advantage of this opportunity, we have delivered only one proxy statement and annual report to multiple stockholders who share an address, unless we received contrary instructions from the impacted stockholders prior to the mailing date. We agree to deliver promptly, upon written or oral request, a separate copy of this Proxy Statement and annual report to any stockholder at the shared address to which a single copy of those documents were delivered. If you prefer to receive separate copies of the proxy statement and annual report, contact Mr. Zhigang Wu, our Vice President of Finance, at 12/F, Tower A, Chang An International Building, No. 88 Nan Guan Zheng Jie, Xi'an City, Shaanxi Province, 710068 China.

## **Stockholder List**

For at least ten days prior to the meeting, a list of stockholders entitled to vote at the 2013 Annual Meeting, arranged in alphabetical order, showing the address of and number of shares registered in the name of each stockholder, will be open for examination by any stockholder, for any purpose related to the 2013 Annual Meeting, during ordinary business hours at our principal executive offices. The list will also be available for examination at the 2013 Annual Meeting.

## **Other Business**

The Board is not aware of any other matters to be presented at the 2013 Annual Meeting other than those mentioned in this Proxy Statement and our accompanying Notice of Annual Meeting of Stockholders. If, however, any other matters properly come before the 2013 Annual Meeting, the persons named in the accompanying proxy will vote in accordance with their best judgment.

### **Proposals of Stockholders for 2014 Annual Meeting**

Stockholder proposals will be considered for inclusion in the proxy statement for the 2014 Annual Meeting in accordance with Rule 14a-8 under Securities Exchange Act of 1934, as amended (the "Exchange Act"), if they are received by the Company, on or before January 12, 2014.

Stockholders who intend to present a proposal at our 2014 Annual Meeting without inclusion of such proposal in our proxy materials for the 2014 Annual Meeting are required to provide notice in a timely manner and in accordance with rules and regulations promulgated under our Bylaws and the Exchange Act, which require that advance notice of a stockholder's proposal be delivered not less than ninety (90) days nor more than one hundred twenty (120) days prior to the one-year anniversary of the preceding year's annual meeting; provided, however, that if the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after such anniversary date, notice by the stockholder to be timely must be so delivered, or mailed and received, not earlier than the one hundred and twentieth (120th) day prior to such annual meeting, and not later than the ninetieth (90th) day prior to such meeting or tenth (10th) day following the day on which public disclosure of the date of such annual meeting was first made. Therefore, stockholder proposals must be received by us no earlier than February 18, 2014, but no later than March 21, 2014, and must otherwise comply with the notice requirements set forth under our Bylaws and all applicable Exchange Act and SEC rules. The chairman of our 2014 Annual Meeting may refuse to allow the transaction of any business or acknowledge the nomination of any person not made in compliance with the procedures set forth for such matters in our Bylaws.

Stockholder notice shall set forth as to each matter the stockholder proposes to bring before the annual meeting: (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and address, as they appear on our books, of the stockholder proposing such business, (iii) the class and number of shares of CREG, which are beneficially owned by the stockholder, (iv) any material interest of the stockholder in such business and (v) any other information that is required to be provided by the stockholder pursuant to Regulation 14A under the Exchange Act, in his capacity as a proponent to a stockholder proposal.

A stockholder's notice relating to nomination for directors shall set forth as to each person, if any, whom the stockholder proposes to nominate for election or re-election as a director: (i) the name, age, business address and residence address of such person, (ii) the principal occupation or employment of such person, (iii) the class and number of shares of CREG, which are beneficially owned by such person, (iv) a description of all arrangements or understandings between the stockholder and each nominee and any other person(s) (naming such person(s)) pursuant to which the nominations are to be made by the stockholder and (v) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act (including without limitation such person's written consent to being named in our Proxy Statement, if any, as a nominee and to serving as a director if elected).

Proposals and notices of intention to present proposals at the 2014 Annual Meeting should be addressed to our Secretary, David Chong, at our principal executive offices, located at 12/F, Tower A, Chang An International Building, No. 88 Nan Guan Zheng Jie, Xi'an City, Shaanxi Province, 710068 China.

A copy of the full text of the provisions of our Bylaws, as amended, dealing with stockholder proposals is available to stockholders from our Secretary upon written request and an electronic copy of is available at the SEC's website located at [www.sec.gov](http://www.sec.gov).

### **Voting Results of 2013 Annual Meeting**

Voting results will be published in a Current Report on Form 8-K issued by us within four (4) business days following the annual meeting.

### **PROPOSAL 1— ELECTION OF DIRECTORS**

#### **Nominees**



Our Bylaws provide that the Board shall consist of not less than three (3) nor more than eleven (11) directors. Our Board has fixed the number of directors to be elected at the 2013 Annual Meeting at seven (7). Vacancies on the Board may be filled only by persons elected by a majority of the remaining directors. A director elected by the Board to fill a vacancy (including a vacancy created by an increase in the Board of Directors) will serve for the remainder of one year term in which the vacancy occurred and until the director's successor is elected and qualified.

Our Board currently consists of seven members. All of the nominees were previously elected by our stockholders. Each of our current directors will stand for re-election at the 2013 Annual Meeting.

If elected as a director at the 2013 Annual Meeting, each of the nominees would serve a one-year term expiring at the 2014 Annual Meeting of Stockholders and until his successor has been duly elected and qualified. Biographical information regarding each of the nominees is set forth below. No family relationships exist among any of our director nominees or executive officers. Other than as follows, there were no arrangements or understandings between any of our directors and any other person pursuant to which any director was to be selected as a director or selected as a nominee. Each of Mr. Ma and Mr. Shi was nominated and elected as a director in accordance with the terms of an Amended and Restated Shareholders Agreement among the Company, Carlyle Asia Growth Partners III, L.P, CAGP III Co-Investment, L.P , China Cinda (HK) Asset Management Co., Ltd. and Mr. Guohua Ku, dated August 18, 2010.

Each of the nominees has consented to serve as a director if elected. If any nominee should be unavailable to serve for any reason (which is not anticipated), the Board may designate a substitute nominee or nominees (in which event the persons named on the enclosed proxy card will vote the shares represented by all valid proxy cards for the election of such substitute nominee or nominees), allow the vacancies to remain open until a suitable candidate or candidates are located, or by resolution provide for a lesser number of directors.

**Executive Officers and Directors**

The following table sets forth certain information regarding our executive officers and director nominees as of April 29, 2013:

| <b>Name</b>                  | <b>Age</b> | <b>Position</b>   |
|------------------------------|------------|---|
| Guohua Ku                    | 51         | Chief Executive Officer and Chairman of the Board                             |
| Lanwei Li                    | 31         | Chief Operating Officer, Vice President and Director of Business and Director |
| David Chong                  | 50         | Chief Financial Officer and Secretary   |
| Zhigang Wu                   | 41         | Vice President, Finance   |
| Xiaogang Zhu                 | 59         | Vice President, Accounting  |
| Timothy Driscoll (1),(2),(3) | 69         | Director (Independent)  |
| Julian Ha (1),(2),(3)        | 44         | Director (Independent)  |
| Chungui Shi (2)              | 73         | Director (Independent)  |
| Yilin Ma                     | 49         | Director  |
| Albert McLelland (1),(3)     | 54         | Director (Independent)  |

(1) Member of Audit Committee

(2) Member of Compensation Committee

(3) Member of Corporate Governance and Nominating Committee

Guohua Ku was appointed as a director and Chief Executive Officer as of December 10, 2008. He was elected Chairman of the Board as of April 1, 2009. Prior to joining the Company, Mr. Ku served as a Senior Engineer for Yingfeng Technology from 2003 to 2007. From 1979 to 2003, Mr. Ku served in multiple capacities for Shaanxi Blast Air Blower (Group) Co., Ltd., with his last position serving as a Senior Engineer. Mr. Ku's experience as our Chief Executive Officer, as well as Chairman of the Board, and extensive scientific and operational knowledge and expertise qualifies him to serve as Chairman of the Board and led the Board to conclude that he should be nominated to serve another term as a director.

Lanwei Li was appointed as a director on April 1, 2009. He has worked for the Company and its predecessors since March 2005 and currently works as Chief Operating Officer and the Vice President and Director of Business, supervising the departments of Business Development, Investment Management and Strategy Development. He has a higher education background in investment economy management. Mr. Li's experience as our Chief Operating Officer, Vice President and Director of Business and knowledge of current corporate finance techniques and market activities qualifies him to serve on our Board and led the Board to conclude that he should be nominated to serve another term as a director.

David Chong, a citizen of Singapore, was appointed as Chief Financial Officer and Secretary of the Company on December 30, 2010; prior to Mr. Chong's appointment as Chief Financial Officer and Secretary of the Company, he served as a consultant with the Company since June 2010. Prior to joining the Company, Mr. Chong served as CFO for Guangdong Yan Zhi Hong Shoes Manufacturing Co., Ltd ("YZH") from January, 2007 to December, 2010. From 1991 to 2007, Mr. Chong served as the Financial Controller for Amtek Engineering Limited, where he managed the financial operations of six plants in China with annual revenues in excess of \$250 million. Mr. Chong holds the qualification in Professional Accountancy Studies from ACCA (the Association of Chartered Certified Accountants) and is fluent in both English and Mandarin. Mr. Chong's experience working with large manufacturing companies, his familiarity navigating China, US, Europe, Singapore and other capital markets and his expertise in international financial management and operations, auditing, funding, business development, internal control maintenance, corporate governance and investor relations were leading factors in his appointment as Chief Financial Officer and Secretary of the Company.

Zhigang Wu was appointed as Vice President, Finance starting in October 2007 and is responsible for the securities and financing activities of the Company. Before joining the Company, Mr. Wu worked for over a decade in the securities and investment industries with Guotai-Junan Securities and Zhongzheng Investment. Mr. Wu received a bachelor degree from Inner-Mongolia Finance & Economy University in 1998, with a major in international finance.

Xiaogang Zhu joined China Recycling Energy Corporation as Accounting Manager in December 2007. In April 2010, Mr. Zhu was appointed Vice President, Accounting. From 2005 to joining us in 2007, Mr. Zhu was the Chief Financial Officer of China Natural Gas, Inc. From 2000 through 2005, Mr. Zhu was the Vice President of Xian Dapeng Biotechnology Company. While with Xian Dapeng Biotechnology Company, Mr. Zhu served in various management roles, including time as head of accounting in which he established the accounting management and internal control systems. Mr. Zhu received his bachelor degree in Accounting from Shaanxi Finance and Accounting Institute (now Xian Jiaotong University Management School).

Timothy Driscoll was appointed as a director of the Company on October 30, 2009, by the Board. Mr. Driscoll currently serves as president of MTD Ventures, and president and chief of executive officer of Driscoll Management Services. Mr. Driscoll also serves as a director of American Oil and Supply International. From 1994 through 1999, Mr. Driscoll was the president and chief executive officer of Agrevo Environmental Health and was the president and chief executive officer of Rouossel UCLAF Environmental Health from 1991 to 1994. Mr. Driscoll received his MBA in Finance from Xavier University and B.S. in Economics from Villanova University. Mr. Driscoll brings extensive financial structuring and managerial and operational expertise to the Board. These skills, along with his knowledge of and deep genuine interest in our Company and his performance as a Board member of the Company, qualifies him to serve on our Board and led the Board to conclude that he should be nominated to serve another term as a director.

Julian Ha was appointed a director of the Company on October 30, 2009, by the Board. Since 2006, Mr. Ha has been a member of the Private Equity, Financial Officers and Legal practice groups of Heidrick & Struggles International, Inc. From 2005 through 2006, Mr. Ha was a Director in the Corporate Finance group of Evolution Securities China Limited. From 2001 to 2005, Mr. Ha was a Director of European Business Development for CapitalKey Advisors and Capital IQ. Mr. Ha was an Executive Vice President with DDL from 2000 to 2001, where he was responsible for portfolio management. Mr. Ha trained as a corporate lawyer and has practiced in New York, Washington, D.C., London, Singapore and Shanghai. Mr. Ha received his BA from Cornell University, his Masters degrees from the London School of Economics and Harvard University and his JD from the NYU School of Law. Mr. Ha's legal and financial expertise, as well as his management experience, qualifies him to serve on our Board and led the Board to conclude that he should be nominated to serve another term as a director.

Chungui Shi was appointed as a director of the Company on October 7, 2010, in accordance with the terms of the Shareholders Agreement. Since May 2007, Mr. Shi has served, and continues to serve, as a non-executive director of Aluminum Corporation of China Limited, a China based aluminum exploitation, development, production, processing, sale, research and development company traded on NYSE under trading symbol of ACH, Hong Kong Stock Exchanges under stock code of 2600 and Shanghai Stock Exchange under stock code of 601600. Since April 2008, Mr. Shi has served, and continues to serve, as an independent director of Intime Department Store (Group) Company Ltd., a Hong Kong based company in department store business listed on Hong Kong Stock Exchange under stock code of 1833. In addition, Mr. Shi serves, and has since December 2009, as an independent director of China National Materials Company Ltd., a China based company mainly in cement equipment and engineering services, glass fiber, cement and high-tech materials business listed on Hong Kong Stock Exchanges under stock code of 1893. Additionally, Mr. Shi serves as an independent director of Xi'an City Commercial Bank, a commercial bank in Xi'an city, China, and has served as such since August 2010. Mr. Shi previously served as Vice Chairman of the Board of

Directors, Tianjin Steel Pipe (Group) Corporation from June 2001 to September 2003, Vice President, China Cinda Asset Management Co. Ltd from April 1999 to June 2001, Vice President of the Investment Association of China from September 1995 to September 2000, and Deputy Governor of China Construction Bank from December 1993 to April 1999. Mr. Shi received his Bachelor in Finance degree from Dongbei University of Finance and Economics in 1964 and is a senior economist in China. Mr. Shi's leadership skills and extensive management experience, as well as his extensive financial structuring and operational expertise, qualifies him to serve on our board and led the Board to conclude that he should be nominated to serve another term as a director.

Yilin Ma was appointed as a director of the Company on October 7, 2010, in accordance with the terms of the Shareholders Agreement. Since October 2008, Mr. Ma has served, and continues to serve, as an executive director of China Cinda (HK) Asset Management Co., Ltd. and since December 2007, Mr. Ma has served, and continues to serve as a non-executive director of Jiangsu Lianyungang Port, Co., Ltd., a China based port company listed on Shanghai Stock Exchange under stock code 601008. Mr. Ma previously served as Chief Investment Officer of Well Kent International Holding from October 2006 to October 2008, General Manager of Zhejiang Province Construction and Real Property Development Company from January 2005 to October 2006, and manager of general administration office of Well Kent from January 2001 to January 2005. Mr. Ma received his bachelor in engineering from College of International Politics in 1988 in China and his master in law degree from China University of Political Science and Law in 1995. Mr. Ma's leadership skills and extensive management experience, as well as his legal and engineering expertise, qualifies him to serve on our board and led the Board to conclude that he should be nominated to serve another term as a director.

Albert McLelland was elected as a director at the 2011 Annual Meeting. Presently, he is a Senior Managing Director for AmPac Strategic Capital, LLC, a boutique merchant bank focusing on originating and executing cross border transactions with China, which he founded in 2001. Through AmPac, he established many strong relationships with various leading financial institutions in China to support advisory practices such as the State Development and Investment Corporation (SDIC) and China International Trust and Investment Company (CITIC). Prior to founding AmPac, Albert was a Director of Financial Advisory Services at PricewaterhouseCoopers' (PwC) and member of the Chairman's Key Account Management (KAM) team, responsible for the daily operations of their cross border transactions group operating during the Asian Financial Crisis from 1999 – 2001. Mr. McLelland, from 1993 – 1998, founded and became the Managing Director of Pearl Delta Capital Corporation in Taipei, Taiwan, a specialty investment bank that focused on raising funds and executing cross border transactions from direct investments to mergers and acquisitions for or with Greater China-based venture capital firms. He ran corporate finance at CEF Taiwan Limited, the Taiwan branch of a large regional merchant bank that was a joint venture between Canadian Imperial Bank and Cheung Kong (a leading Hong Kong conglomerate) and began his investment banking career at Shearson Lehman underwriting bond issues. He currently serves as the Audit Chair China Housing and Land Development, Inc. (CHLN) and also served as the Chairman of the Special Committee for the sale of China Fire & Security Group (CFSG). He is an Adjunct Professor teaching “Venturing in China” at the Caruth Institute for Entrepreneurship at the Cox School of Business at Southern Methodist University as well as serving as a Guest Lecturer at the Fudan University School of Management in Shanghai. Mr. McLelland received his MBA from the University of Chicago and a Master of International Affairs from Columbia University. He did his undergraduate studies at the University of South Florida and also studied Mandarin at the National Normal University in Taiwan. In nominating Mr. McLelland for election as a director, our Board focused on his expertise in financing, auditing, cross border transactions, investment banking, mergers and acquisitions and strategic alliances within Greater China. Mr. McLelland's extensive experience, as well as his financial and operational expertise, qualifies him to serve on our Board and led the Board to conclude that he should be nominated to serve another term as a director.

All directors hold office until the next annual meeting of stockholders and until their successors have been duly elected and qualified. Pursuant to the Shareholders Agreement, (i) Carlyle Asia Growth Partners III, L.P and CAGP III Co-Investment, L.P., collectively, have the right to designate up to two members of the Board for so long as they remain investors in the Company; and (ii) China Cinda (HK) Asset Management Co., Ltd. has the right to designate up to two members of the Board, one of which must qualify as an independent director pursuant to the listing rules of NASDAQ, for so long as they remain investors in the Company.

There are no other arrangements or understandings pursuant to which our directors are selected or nominated.

**The Board recommends that the stockholders vote “FOR” the election of each of the director nominees named in this proxy statement.**

## **CORPORATE GOVERNANCE**

### **Leadership Structure and Role in Risk Oversight**

The Company’s current board leadership structure separates the board chair and principal executive officer roles into two positions. Mr. Ku has served as both Chairman of the Board and CEO of the Company since April 1, 2009. Our Board continues to believe there are important advantages to Mr. Ku serving in both roles at this time. Mr. Ku is the director most familiar with our business and industry and is best situated to propose Board agendas and lead Board discussions on important matters. Mr. Ku provides a strong link between management and the Board, which promotes clear communication and enhances strategic planning and implementation of corporate strategies. Another advantage is the clarity of leadership provided by one person representing us to employees, stockholders and other stakeholders. The Board has not named a lead independent director.

Our Board is responsible for oversight of the Company's risk management practices while management is responsible for the day-to-day risk management processes. In the Board's opinion, this division of responsibilities is the most effective approach for addressing the risks facing the Company. The Board receives periodic reports from management regarding the most significant risks facing the Company. In addition, the Audit Committee assists the Board in its oversight of our risk assessment and risk management policies. Our Audit Committee is empowered to appoint and oversee our independent registered public accounting firm, monitor the integrity of our financial reporting processes and systems of internal controls and provide an avenue of communication among our independent auditors, management, our internal auditing department and our Board.

### **Diversity**

The Board does not have a formal policy with respect to Board nominee diversity. In recommending proposed nominees to the full Board, the Corporate Governance and Nominating Committee is charged with building and maintaining a board that has an ideal mix of talent and experience to achieve our business objectives in the current environment. In particular, the Corporate Governance and Nominating Committee is focused on relevant subject matter expertise, depth of knowledge in key areas that are important to us, and diversity of thought, background, perspective and experience so as to facilitate robust debate and broad thinking on strategies and tactics pursued by us.

### **Director Independence**

Timothy Driscoll, Julian Ha, Yilin Ma, Albert McLelland and Chungui Shi are our only non-employee directors, and our Board has determined that, with the exception of Mr. Ma, each of them is independent pursuant to the listing rules of NASDAQ. All of the members of each of the Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee are independent as defined in NASDAQ Rule 5605(a)(2). As required under applicable NASDAQ listing standards, in the 2012 fiscal year, our independent directors met 8 times in regularly scheduled executive sessions at which only our independent directors were present.

### **Board Meetings and Committee Meeting; Annual Meeting Attendance**

During the year ended December 31, 2012, the Board held 2 meetings and acted through unanimous consent on 2 different occasions. In addition, the Audit Committee held 9 meetings; the Corporate Governance and Nominating Committee held 6 meetings; and the Compensation Committee held 2 meetings. During the year ended December 31, 2012, each of the directors attended, in person or by telephone, more than 75% of the meetings of the Board and the committees on which he or she served. We encourage our Board members to attend our Annual Meetings, but we do not have a formal policy requiring attendance. All of our then sitting Board members attended the 2012 Annual Meeting.



## **Corporate Governance and Nominating Committee**

The Corporate Governance and Nominating Committee currently consists of Timothy Driscoll, Julian Ha and Albert McLelland. Mr. Driscoll is the chairman of our Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee oversees all aspects of the Company's corporate governance functions on behalf of the Board, including identifying individuals qualified to become directors, recommending to the Board the selection of director nominees for each meeting of the stockholders at which directors are elected and overseeing the monitoring and evaluation of the Company's corporate governance practices. The Corporate Governance and Nominating Committee reviewed the performance of all of the current members of the Board and determined and recommended to the Board that all of the current directors should be nominated for re-election. No other candidates were recommended or evaluated. The Corporate Governance and Nominating Committee operates under a written charter, which is available on our website at [www.creg-cn.com](http://www.creg-cn.com) under the links "Investor Relations – Corporate Governance."

### *Selection of Board Nominees*

Our Corporate Governance and Nominating Committee is responsible for identifying, selecting and evaluating Board candidates. From a general perspective, candidates are reviewed in the context of the existing Board members, our operating requirements and the long-term interests of our stockholders. In selecting candidates for appointment or re-election to the Board, the Corporate Governance and Nominating Committee of the Board considers the following criteria: (i) personal and professional ethics and integrity, including a reputation for integrity and honesty in the business community; (ii) experience as an executive officer of companies or as a senior leader of complex organizations, including scientific, government, financial or technological organizations; (iii) financial knowledge, including an understanding of finance, accounting, the financial reporting process, and company measures for operating and strategic performance; (iv) ability to critically and independently evaluate business issues, contributing a diverse perspectives or viewpoints, and making practical and mature judgments; (v) a genuine interest in the Company, and the ability to spend the time required to make substantial contributions as a director; and (vi) no conflict of interest or legal impediment that would interfere with the duty of loyalty to the Company and its stockholders. In addition, the Corporate Governance and Nominating Committee reviews the qualifications of the directors to be appointed to serve as members of the Audit Committee to ensure that they meet the financial literacy and sophistication requirements under the NASDAQ rules and that at least one of them qualifies as an “audit committee financial expert” under the rules of the SEC.

### **Audit Committee**

The Audit Committee currently consists of Timothy Driscoll, Julian Ha and Albert McLelland, each of whom is independent under NASDAQ listing standards. Mr. McLelland serves as chairman of our Audit Committee. The Board determined that Mr. McLelland qualifies as an “audit committee financial expert,” as defined by NASDAQ Rule 5605(a)(2) and Item 407 of Regulation S-K. In reaching this determination, the Board made a qualitative assessment of Mr. McLelland’s level of knowledge and experience based on a number of objective and subjective factors, including formal education, financial and accounting acumen, and business experience. The Audit Committee is responsible for assisting the Board in fulfilling its oversight responsibilities with respect to: (i) the financial reports and other financial information provided by us to the public or any governmental body; (ii) our compliance with legal and regulatory requirements; (iii) our systems of internal controls regarding finance, accounting and legal compliance that have been established by management and the Board; (iv) the qualifications and independence of our independent registered public accounting firm; (v) the performance of our internal audit function and the independent registered public accounting firm; and (vi) our auditing, accounting and financial reporting processes generally. The Audit Committee has been established in accordance with Section 3(a)(58)(A) of the Exchange Act. In connection with its responsibilities, the Board has delegated to the Audit Committee the authority to select and hire our independent registered public accounting firm and determine their fees and retention terms. The Audit Committee’s policy is to pre-approve all audit and non-audit services by category, including audit-related services, tax services, and other permitted non-audit services. In accordance with the policy, the Audit Committee regularly reviews and receives updates on specific services provided by our independent registered public accounting firm. All services rendered by Goldman Kurland Mohidin, LLP to the Company are permissible under applicable laws and regulations. During fiscal year 2012, all services requiring pre-approval and performed by Goldman Kurland Mohidin, LLP were approved in advance by the Audit Committee in accordance with the pre-approval policy. The Audit Committee operates under a

written charter, which is available on our website at [www.creg-cn.com](http://www.creg-cn.com) under the links “Investor Relations – Corporate Governance.”

### **Compensation Committee**

The Compensation Committee currently consists of Timothy Driscoll, Chungui Shi and Julian Ha. Mr. Ha is the chairman of our Compensation Committee. The Compensation Committee’s purpose is (i) to oversee the Company’s efforts to attract, retain and motivate members of the Company’s senior management team, (ii) to carry out the Board’s overall responsibility relating to the determination of compensation for all executive officers, (iii) to oversee all other aspects of the Company’s compensation policies, and (iv) to oversee the Company’s management resources, succession planning and management development activities. The Compensation Committee has the authority to engage independent advisors to assist it in carrying out its duties. During fiscal year 2012, the Compensation Committee did not engage the services of any independent advisors, experts or other third parties. We believe that the functioning of our Compensation Committee complies with any applicable requirements of NASDAQ and SEC rules and regulations. The Compensation Committee operates under a written charter, which is available on our website at [www.creg-cn.com](http://www.creg-cn.com) under the links “Investor Relations – Corporate Governance.”

### **Compensation Committee Interlocks and Insider Participation in Compensation Decisions**

All members of the Compensation Committee are independent directors. No member of our Compensation Committee is a current or former officer or employee of the Company or any of its subsidiaries, and no director or executive officer of the Company is a director or executive officer of any other corporation that has a director or executive officer who is also a director of the Company.

### **Stockholder Communication with the Board of Directors**

Stockholders may communicate with the Board by writing to the attention of Mr. Zhigang Wu, our Vice President of Finance, at 12/F, Tower A, Chang An International Building, No. 88 Nan Guan Zheng Jie, Xi'an City, Shaanxi Province, 710068 China.

### **Code of Ethics**

We have adopted a “code of ethics” as defined by regulations promulgated under the Securities Act of 1933, as amended, and the Exchange Act that applies to all of our directors and employees worldwide, including our principal executive officer, principal financial officer and principal accounting officer. A current copy of our Code of Business Conduct and Ethics is available on our website at [www.creg-cn.com](http://www.creg-cn.com) under the links “Investor Relations—Corporate Governance.” We intend to disclose any amendments to the Code of Business Conduct and Ethics, as well as any waivers for executive officers or directors, on our website.

### **SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information provided to us by each of the following as of April 16, 2013 (unless otherwise indicated) regarding their beneficial ownership of our common stock:

- each person known by us to be the beneficial owner of more than 5% of our common stock;
- each of our directors and named executive officers;
- each of our officers and directors that served in such capacity during 2012, but no longer served in that capacity at the end of the fiscal year; and
- all of our directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and investment power with respect to the securities. Except as indicated by footnote, and subject to applicable community property laws, the persons and entities named in the table below have sole voting and sole investment power with respect to the shares set forth opposite each person's or entity's name.

| Beneficial Owner  | Common Stock<br>Beneficially Owned |                     |   |
|---|------------------------------------|---------------------|---|
|   | Number of<br>Shares                | Percent of<br>Class |   |
| Carlyle Asia Growth Partners III, L.P.<br>c/o The Carlyle Group<br>1001 Pennsylvania Avenue, NW, Suite 220 South<br>Washington, DC 20004-2505<br>Great Essential Investment, Ltd.<br>12/F, Tower A<br>Chang An International Building<br>No. 88 Nan Guan Zheng Jie<br>Xi An City, Shaan Xi Province<br>China 710068<br>China Cinda Asset Management Co., Ltd.<br>c/o Room 1101, 11/F<br>Tower 1 Admiralty Centre<br>18 Harcourt Rd, Hong Kong | 12,465,938 <sup>(1)</sup>          | 24.82               | % |
| Guohua Ku<br>Lanwei Li<br>Chungui Shi<br>Xiaogang Zhu<br>Zhigang Wu<br>David Chong<br>Dr. Robert Chanson<br>Timothy Driscoll<br>Julian Ha<br>Yilin Ma<br>Nicholas Shao<br>Albert McLelland  | 3,915,441 <sup>(2)</sup>           | 7.80                | % |
| All executive officers and directors as a group (12 persons)  | 1,610,554 <sup>(3)</sup>           | 3.21                | % |
|   | 18,756,943 <sup>(4)</sup>          | 37.35               | % |
|   | 300,000 <sup>(5)</sup>             | *                   |   |
|   | 40,000 <sup>(6)</sup>              | *                   |   |
|   | 120,000 <sup>(7)</sup>             | *                   |   |
|   | 170,000 <sup>(8)</sup>             | *                   |   |
|   | 100,000                            | *                   |   |
|   | 40,000 <sup>(9)</sup>              | *                   |   |
|   | 40,000 <sup>(10)</sup>             | *                   |   |
|   | 40,000 <sup>(11)</sup>             | *                   |   |
|   | —                                  | *                   |   |
|   | —                                  | *                   |   |
|   | —                                  | *                   |   |
|   | 19,606,943 <sup>(12)</sup>         | 37.04               | % |

\*Less than one percent (1%) of outstanding shares.

(1) The amount shown and the following information are derived from Amendment No. 3 to the Schedule 13D filed with the SEC on September 11, 2012 jointly by (i) Carlyle Group Management L.L.C., a Delaware limited liability company, (ii) The Carlyle Group, L.P., a Delaware limited partnership, (iii) Carlyle Holdings II GP L.L.C., a Delaware limited liability company, (iv) Carlyle Holdings II L.P., a Quebec société en commandite, (v) TC Group Cayman Investment Holdings, L.P., a Cayman Islands entity, (vi) TC Group Cayman Investment Holdings Sub, L.P., a Cayman Islands entity, (vii) CAGP Ltd., a Cayman Islands exempt company, (viii) CAGP General Partner, L.P., a Cayman Islands exempt limited partnership, (ix) Carlyle Asia Growth Partners III, L.P., a Cayman Islands exempt limited partnership (“Asia Growth”), (x) DBD Cayman Holdings, Ltd., a Cayman Islands entity, (xi) DBD Cayman, Ltd., a Cayman Islands entity, and (xiii) TCG Holdings Cayman II, L.P., a Cayman Islands entity, reporting beneficial ownership as of September 7, 2012. According to the amended Schedule 13D,

Asia Growth and Co-Investment are the record owners of 11,935,014 and 530,924 shares of our common stock, respectively, and have shared voting and dispositive power over such shares. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the sole shareholder of CAGP, Ltd., which is the general partner of CAGP General Partner, L.P., which is the general partner of each of Carlyle Asia Growth Partners III, L.P. and CAGP III Co-Investment, L.P. Accordingly, each of Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., CAGP, Ltd. and CAGP General Partner, L.P. may be deemed to share beneficial ownership of the shares of the common stock owned of record by each of Asia Growth and Co-Investment. Following an internal reorganization on May 2, 2012, TCG Holdings Cayman II, L.P. is no longer the general partner of TC Group Cayman Investment Holdings, L.P. Accordingly, TCG Holdings Cayman II, L.P. and its general partner, DBD Cayman, Ltd. and its sole shareholder, DBD Cayman Holdings, Ltd., may no longer be deemed to beneficially own any shares of our Common Stock.

The amount shown and the following information are derived from the Schedule 13G filed with the SEC on November 9, 2012 by Great Essential Investment, Ltd., a British Virgin Islands entity (“Great Essential”) reporting beneficial ownership as of September 17, 2012. According to the Schedule 13G, Great Essential reported

- (2) beneficial ownership of 3,915,441 shares of our common stock, with sole voting and dispositive power as to all of the shares. Great Essential disclaims beneficial ownership of the shares, which may be deemed to be beneficially owned by Mr. Jinghe Dong, the sole shareholder of Great Essential, who has the power to direct the voting and disposition of the shares.

The amount shown and the following information are derived from Amendment No. 1 to the Schedule 13D filed with the SEC on January 12, 2012 jointly by China Cinda Asset Management Co., Ltd. (“Cinda”) and its subsidiary, China Cinda (HK) Asset Management Co., Ltd. (“Cinda HK”), reporting beneficial ownership as of December 30, 2011. According to the amended Schedule 13D, Cinda and Cinda HK have shared voting and dispositive power over 1,610,554 shares of our common stock, which is the maximum number of shares of our common stock (excluding interest convertible into common stock) into which the remaining outstanding principal amount of a secured convertible note, dated December 28, 2010 (the “Note”), between the Company and Cinda HK may be converted, after giving effect to the redemption of the U.S. dollar equivalent of RMB 25 million principal amount of the Note pursuant to a Notes Supplemental Agreement dated as of December 9, 2011 between the Company and Cinda HK. Pursuant to the Shareholders Agreement, Cinda HK has the right to designate up to two members of the Board, one of which must qualify as an independent director pursuant to the listing rules of NASDAQ, for so long as Cinda HK remains an investor in the Company.

- (3) Includes 6,000,000 shares pledged to secure the Company’s obligations to China Cinda Asset Management Co., Ltd.
- (4) Includes 300,000 shares issuable upon the exercise of options.
- (5) Includes 40,000 shares issuable upon the exercise of options
- (6) Includes 120,000 shares issuable upon the exercise of options.
- (7) Includes 170,000 shares issuable upon the exercise of options.
- (8) Includes 40,000 shares issuable upon the exercise of options.
- (9) Includes 40,000 shares issuable upon the exercise of options.
- (10) Includes 40,000 shares issuable upon the exercise of options.
- (11) Includes 40,000 shares issuable upon the exercise of options.
- (12) Includes 18,756,943 shares held directly, 100,000 shares held indirectly, and 750,000 shares issuable upon the exercise of options.

## EXECUTIVE COMPENSATION

**Summary Compensation Table**

The following table summarizes the compensation earned during the years ended December 31, 2012 and 2011, by those individuals who served as our Chief Executive Officer, or Chief Financial Officer during any part of fiscal year 2012 or any other executive officer with total compensation in excess of \$100,000 during fiscal year 2012. The individuals listed in the table below are referred to as the “named executive officers.”

| Name and Principal Position   | Year | Salary<br>(\$) | Stock Options |                |                   | Non-Equity<br>Incentive<br>Plan<br>Compensation<br>(\$) | Nonqualified<br>Deferred<br>Compensation<br>Earnings<br>(\$) | All<br>Other<br>Compensation<br>(\$) | Total<br>Compensation<br>(\$) |
|---|------|----------------|---------------|----------------|-------------------|---|--|--------------------------------------|-------------------------------|
|   |      |                | Bonus<br>(\$) | Awards<br>(\$) | Awards<br>(\$)(3) |   |  |                                      |                               |
| Guohua Ku (1)<br>Chief Executive Officer and Chairman<br>of the Board | 2012 | 17,876         | —             | —              | Nil               | —   | —  | —                                    | 34,285                        |
|   | 2011 | 17,876         | —             | —              | \$1,499,870       | —   | —  | —                                    | \$1,517,748                   |
| David Chong (2)<br>Chief Financial Officer and Secretary              | 2012 | 90,900         | —             | —              | Nil               | —   | —  | —                                    | 90,900                        |
|   | 2011 | \$90,900       | —             | —              | Nil               | —   | —  | —                                    | \$90,900                      |

(1) Guohua Ku was appointed as Chief Executive Officer of the Company on December 10, 2008.

(2) David Chong was appointed as Chief Financial Officer and Secretary of the Company on December 30, 2010.

(3) The amounts in this column were calculated based on the grant date fair value of our common stock, in accordance with FASB ASC Topic 718. Award to Mr. Ku was granted by our Board on August 13, 2010.

**Narrative to Summary Compensation Table**

In fiscal year 2012, the primary components of our executive compensation programs were base salary and equity compensation. We use base salary to fairly and competitively compensate our executives, including the named executive officers, for the jobs we ask them to perform. We view base salary as the most stable component of our executive compensation program, as this amount is not at risk. We believe that the base salaries of our executives should be targeted at or above the median of base salaries for executives in similar positions with similar



responsibilities at comparable companies, consistent with our compensation philosophy. Because of our emphasis on performance-based compensation for executives, base salary adjustments are generally made only when we believe there is a significant deviation from the market or an increase in responsibility. Our Compensation Committee reviews the base salary levels of our executives each year to determine whether an adjustment is warranted or necessary.

### **Employment Contracts**

Mr. Guohua Ku entered into an employment agreement with the Company to serve as its CEO on December 10, 2008. The agreement had a two-year term, starting December 10, 2008, that included a one-month probationary period. In accordance with the terms and conditions of Mr. Ku's employment agreement, on December 10, 2010, and, more recently, on December 10, 2012, the Company and Mr. Ku agreed to renew Mr. Ku's employment agreement for an additional two-year term. Mr. Ku receives a salary of \$17,876 annually for his service as CEO. The Company may terminate the employment agreement at any time without any prior notice to the employee if Mr. Ku engages in certain conduct, including, but not limited to (i) the violation of the rules and procedures of the Company or breaches the terms of the employment agreement; (ii) neglecting his duties or engages in malpractice for personal gain that damages the Company; (iii) entering into an employment relationship with any other employer during his employment with the Company; or (iv) the commission of a crime. The Company also may terminate the employment agreement upon 30 days written notice to Mr. Ku under certain other conditions, including but not limited to (i) inability to continue position due to non-work-related sickness or injury; (ii) incompetence; and (iii) the need for mass layoffs or other restructuring. Mr. Ku has the right to resign at any time upon a 30 days written notice to the Company.

Mr. David Chong, our current CFO and Secretary, entered into an employment agreement with the Company on January 1, 2011. The employment agreement, effective January 1, 2011, had a two-year term. In accordance with the terms and conditions of Mr. Chong's employment agreement, on January 1, 2013, the Company and Mr. Chong agreed to renew Mr. Chong's employment agreement for an additional two-year term. Mr. Chong receives a base salary of \$7,575 per month and is entitled to receive customary employee benefits available to all full time employees of the Company. The Company may terminate the employment agreement, at any time, without any prior notice, if Mr. Chong engages in certain conduct, including, but not limited to (i) the violation of the rules and procedures of the Company or breaches the terms of the employment agreement; (ii) neglecting his duties or engages in malpractice for personal gain that damages the Company; (iii) entering into an employment relationship with any other employer during his employment with the Company; or (iv) the commission of a crime. The Company also may terminate the employment agreement upon 30 days written notice to Mr. Chong under certain other conditions, including but not limited to (i) inability to continue position due to non-work-related sickness or injury; (ii) incompetence; or (iii) the need for mass layoffs or other restructuring. Mr. Chong has the right to resign at any time upon a 30 days written notice to the Company.

#### **Nonstatutory Stock Option Plan – Equity Compensation**

At our 2010 Annual Meeting of Stockholders, our stockholders approved the adoption of the China Recycling Energy Corporation Amended and Restated 2007 Nonstatutory Stock Option Plan (the "2007 Plan"), increasing the number of shares available for issuance from 3,000,000 to 5,200,000 (an increase of 2,200,000). The 2007 Plan is intended to further our growth and financial success by providing incentives, in the form of nonqualified stock options to acquire our common stock, to selected employees, officers, directors, and consultants of the Company or its subsidiaries so that their interests are aligned with the best interests of our stockholders. To date, we have achieved our business objectives, which we attribute, in part, to the 2007 Plan. The Board has delegated the administration of the 2007 Plan to the Compensation Committee of the Board. Among other powers and duties, the Compensation Committee determines the persons who will be eligible to receive awards and establishes the terms and conditions of all awards. The 2007 Plan provides for the issuance of nonqualified stock options.

The vesting terms of options granted under the 2007 Plan are subject to Non-Statutory Stock Option Agreements. The exercise price of each option granted under the 2007 Plan is at least 100% of the fair market value of a share of our common stock on the date of grant. For purposes of option awards, fair market value of a share of our common stock means the closing sale price of a share of our common stock on the relevant date on the principal exchange on which the common stock is then listed or admitted to trading. If no reported sale of common stock takes place on the relevant date on the principal exchange, then the reported closing asked price of a share of our common stock on such date on the principal exchange shall be the fair market value. If our common stock is not at the time listed or admitted to trading on a stock exchange, the fair market value of a share of our common stock means between the lowest reported bid price and highest reported asked price of a share of our common stock on the relevant date in the over-the-counter market, as such prices are reported in a publication of general circulation selected by the Board or the Compensation Committee and regularly reporting the market price of a share of our common stock. If our common stock is not listed or admitted to trading on any stock exchange or traded in the over-the-counter market, the Board shall determine the fair market value in good faith. The maximum term of any option is 5 years from the date of grant.



**Outstanding Equity Awards at 2012 Fiscal Year-End**

The following table sets forth information regarding all outstanding equity awards held, as of December 31, 2012, by those individuals who served as our named executive officers during any part of fiscal year 2012.

| Name             | Option Awards   |   |   |                            |                        | Stock Awards  |  |  |  |  |
|------------------|---|---|---|----------------------------|------------------------|---|--|--|--|--|
|                  | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable | Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock That Have Vested | Market Value of Shares or Units of Stock That Have Not Vested (\$) | Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#) | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) |  |
| Guohua Ku<br>(1) | 486,667   | 973,333   | 0   | 3.05                       | 08/12/2015             | —   | —  | —  | —  |  |
| David Chong      | —   | —   | Nil   | Nil                        | Nil                    | —   | —  | —  | —  |  |

(1) Award was granted on August 13, 2010 with a three year vesting period; however, vesting of the stock options is dependent upon the Company at least meeting minimum revenue and earnings thresholds for fiscal years 2010, 2011 and 2012. Because the Company did not meet its financial goals for 2012 and 2011, two thirds of these options were forfeited.

(2) There were no stock option exercises by our named executive officers during 2012.

**Potential Payments Upon Termination or Change of Control***Employment Agreements*

Certain of our executive officers, including our CEO, have an employment agreement with the Company. Under Chinese law, we may only terminate employment agreements without cause and without penalty by providing notice of non-renewal one month prior to the date on which the employment agreement is scheduled to expire. If we fail to provide this notice or if we wish to terminate an employment agreement in the absence of cause, as defined in the agreement, then we are obligated to pay the employee one month's salary for each year we have employed the

employee. We are, however, permitted to terminate an employee for cause without penalty pursuant to the employment agreement.

#### *2007 Plan*

On August 13, 2010, the Company granted 2,200,000 options to acquire the Company's common stock at \$3.05 per share to thirty six (36) managerial and non-managerial employees as new equity awards pursuant to the 2007 Plan, which increased the number of shares available under the plan from 3 million to 5.2 million. According to the vesting terms, the options granted were divided into three tranches, (i) 1/3 (one third) of the total number of shares subject to the options shall vest and become exercisable if the Company meets its minimum revenue and earnings goals in the Company's guidance for 2010 as delivered in its earnings releases and/or conference calls in the first quarter of 2010, such vesting to occur immediately upon completion of the annual audit confirming the financial results for 2010; and (ii) an additional 1/3 (one third) of the total number of shares subject to the options shall vest and become exercisable if the Company meets certain financial goals of 2011 which will be set out and decided by the Compensation Committee, such vesting to occur immediately upon the Compensation Committee's determination that the Company has met such goals for 2011; and (iii) the remaining 1/3 (one third) of the total number of shares subject to the options shall vest and become exercisable if the Company meets certain financial goals of 2012 which are set out and decided by the Compensation Committee, such vesting is to occur immediately upon the Compensation Committee's determination that the Company has met such goals for 2012. The options may only be exercised to the extent that the options have become vested and exercisable.

The Company did not meet its financial goals for fiscal years ended December 31, 2012 and December 31, 2011; accordingly, the second and third tranche, two thirds of the total number of 2,200,000 options, equivalent to 1,466,6688 options, were forfeited.

## NON-EMPLOYEE DIRECTOR COMPENSATION

## Non-Employee Director Compensation

The following table sets forth certain information regarding the compensation earned by or awarded during the 2012 fiscal year to each of our non-executive directors:

| Name                   | Fees Earned | Stock  | Option | Non-Equity     | Nonqualified | All Other    | Total  |
|------------------------|-------------|--------|--------|----------------|--------------|--------------|--------|
|                        | or Paid in  | Awards | Awards | Incentive Plan | Deferred     | Compensation |        |
|                        | Cash (\$)   | (\$)   | (\$)   | Compensation   | Compensation | (\$)         | (\$)   |
|                        |             |        | (1)(2) | (\$)           | Earnings     |              |        |
| Nicholas Shao (3)      | \$ 12,000   | —      | 0      | —              | —            | —            | 12,000 |
| Dr. Robert Chanson (3) | \$ 12,000   | —      | 0      | —              | —            | —            | 12,000 |
| Timothy Driscoll       | \$ 24,000   | —      | 0      | —              | —            | —            | 24,000 |
| Julian Ha              | \$ 24,000   | —      | 0      | —              | —            | —            | 24,000 |
| Yilin Ma               | \$ 0        | —      | 0      | —              | —            | —            | 0      |
| Chungui Shi            | \$ 24,000   | —      | 0      | —              | —            | —            | 24,000 |
| Albert McLelland       | \$ 50,000   | —      | 0      | —              | —            | —            | 50,000 |

(1) The amounts in these columns reflect the full grant date fair value of option awards for the year ended December 31, 2012, in accordance with ASC Topic 718. Assumptions used in the calculation of these amounts are described in Note 16 to our audited financial statements for the fiscal year ended December 31, 2012 included in our Annual Report on Form 10-K filed with the SEC on April 1, 2013.

(2) In setting director compensation, we consider the significant amount of time that directors expend in fulfilling their duties to the Company, as well as the skill level required to serve as a director and manage the affairs of the Company. With the exception of Yilin Ma and Albert McLelland, each director receives a monthly Board fee of \$2,000. Mr. Ma does not receive a monthly fee for his services on the Board. Mr. McLelland receives compensation in the amount of \$50,000 per year for his services to the Board and Board Committees. Non

–employee directors do not receive additional fees for attendance at Board or Board committee meetings or for serving on Board Committees. No grants of stock options were made to non-employee directors in 2012, pursuant to the Board’s authority to grant such awards. The option awards outstanding for Mr. Chungui Shi were awarded in fiscal year 2010. The option awards outstanding for Mr. Julian Ha and Mr. Timothy Driscoll were each awarded in fiscal year 2009. The option award granted to each non-employee director vests six months from the date of grant and expires on the fifth anniversary of the grant date. There were no stock option exercises by non-employee directors in fiscal year 2012. The aggregate number of option awards outstanding, as of December 31, 2012, for each of the directors was as follows:

| Name               | Options |
|--------------------|---------|
| Nicholas Shao      | 0       |
| Dr. Robert Chanson | 40,000  |
| Julian Ha          | 40,000  |
| Timothy Driscoll   | 40,000  |
| Yilin Ma           | 0       |
| Chungui Shi        | 40,000  |
| Albert McLelland   | 0       |

(3) As a result of Mr. Shao and Dr. Chanson’s respective decision not to stand for re-election at the 2012 Annual Meeting, each only received six months of compensation for his service in 2012.

## EQUITY COMPENSATION PLAN INFORMATION

The table below sets forth information with respect to shares of our common stock that may be issues under the 2007 Plan, as of December 31, 2012:

| Plan Category  | Number of securities to be issued upon exercise of outstanding options | Weighted-average exercise price of outstanding options | Number of securities remaining available for future issuance under equity compensation plans |
|--|--|--|--|
| Equity compensation plans approved by security holders     | 3,733,333  | \$ 1.36  | 0  |
| Equity compensation plans not approved by security holders | —  | —  | —  |
| Total  | 3,733,333  | \$ 1.36  | 0  |

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Company has not implemented a written policy concerning the review of related party transactions; however, the Company's policy is that the Board must approve all related party transactions. Further, all material related party transactions will be made or entered into on terms that are no less favorable to us than can be obtained from unaffiliated third parties.

A "related party transaction" is a transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships in which the Company (including any of our subsidiaries) was, is or will be a participant, the amount involved exceeds \$120,000, and in which any related person had, has or will have a direct or indirect interest.

For fiscal year ended December 31, 2012, the Company was involved in two related party transactions.



As of December 31, 2012, advances to related parties totaled \$440,987, including \$481,863 to Erdos Metallurgy Co., Ltd. (the minority shareholder of Erdos TCH), as a receivable for maintenance fee and tax expense, and net of a \$40,876 advance from the Company's management, which bore no interest, and is payable on demand. As of December 31, 2011, advances from related parties totaled \$2,981,977, including \$2,941,043 from Erdos Metallurgy Co., Ltd., as an advance for the capital needs of Erdos TCH, and \$40,934 advance from the Company's management, respectively, which bore no interest, payable on demand.

Erdos TCH sold all power generation stations through sales type leases to Erdos Metallurgy Co., Ltd., the non-controlling interest holder. Total sales and interest income for this non-controlling interest was \$0.78 million (contingent rental income) and \$7.37 million for the year ended December 31, 2012, and \$11.88 million and \$6.94 million for the year ended December 31, 2011, respectively.

On September 27, 2011, David Chong, the Company's Chief Financial Officer and Secretary, in a private transaction exempt from registration under the Securities Act, became the sole stockholder of Sino Way Limited, an entity that previously directly owned 100,000 shares of our Common Stock. The 100,000 shares of our Common Stock currently owned by Mr. Chong directly were included in the resale Form S-3 Registration Statement, as amended, initially filed by the Company with the SEC on February 22, 2012 and amended on April 12, 2012 and May 7, 2012. The resale Form S-3 Registration Statement was declared effective by the SEC on May 18, 2012.

## REPORT OF THE AUDIT COMMITTEE

The Audit Committee has furnished the following report on its activities during the fiscal year ended December 31, 2012. The report is not deemed to be “soliciting material” or “filed” with the SEC or subject to the SEC’s proxy rules or to the liabilities of Section 18 of the Exchange Act, and the report shall not be deemed to be incorporated by reference into any prior or subsequent filing under the Securities Act or the Exchange Act except to the extent that the Company specifically incorporates it by reference into any such filing.

The primary function of the Audit Committee is to assist the Board in its oversight and monitoring of our financial reporting and auditing process. The Audit Committee charter sets forth the responsibilities of the Audit Committee. A copy of the Audit Committee charter is available on our website at [www.creg-cn.com](http://www.creg-cn.com) under the links “Investor Relations—Corporate Governance.” For fiscal year 2012, the Audit Committee was comprised of Albert McLelland (Chairman), Timothy Driscoll and Julian Ha, each of whom is independent under applicable SEC and NASDAQ listing standards.

Management has primary responsibility for our financial statements and the overall reporting process, including maintaining effective internal control over financial reporting and assessing the effectiveness of our system of internal controls. The independent registered public accounting firm audits the annual financial statements prepared by management, expresses an opinion as to whether those financial statements fairly present our financial position, results of operations and cash flows in conformity with U.S. generally accepted accounting principles, and discusses with the Audit Committee any issues they believe should be raised with the Audit Committee. These discussions include a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements. The Audit Committee monitors our processes, relying, without independent verification, on the information provided to it and on the representations made by management and the independent registered public accounting firm.

In 2012, the Audit Committee held 9 meetings. Representatives of Goldman Kurland Mohidin, LLP, our independent registered public accounting firm, attended each meeting of the Audit Committee that involved the discussion of financial statements. The Audit Committee reviewed and discussed with management and Goldman Kurland Mohidin, LLP our audited financial statements for the year ended December 31, 2012 and discussed Goldman Kurland Mohidin, LLP’s judgments as to the quality, not just the acceptability, of our accounting principles and such other matters as are required to be discussed with the Audit Committee by Statement on Auditing Standards No. 114 (which superseded Statement on Auditing Standards No. 61), other standards of the Public Company Accounting Oversight Board (United States), rules of the SEC, and other applicable regulations.

The Audit Committee also received the written disclosures and the letter from Goldman Kurland Mohidin, LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the firm’s independence from our management and has discussed with Goldman Kurland Mohidin, LLP its independence. The

members of Audit Committee considered whether the services provided by Goldman Kurland Mohidin, LLP, for the year ended December 31, 2012, are compatible with maintaining their independence. The Board has delegated to the Audit Committee the authority to approve the engagement of our independent registered public accounting firm.

Based upon its review of the audited financial statements and the discussions noted above, the Audit Committee recommended that the Board include the audited financial statements in our Annual Report on Form 10-K for the year ended December 31, 2012 for filing with the SEC.

Audit Committee:  
Albert McLelland (Chairman)  
Timothy Driscoll  
Julian Ha

PROPOSAL No. 2 – RATIFICATION OF APPOINTMENT OF INDEPENDENT registered public accounting firm

The Audit Committee, in accordance with its charter and authority delegated to it by the Board, has appointed the firm of Goldman Kurland Mohidin, LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2013, and the Board has directed that such appointment be submitted to our stockholders for ratification at the 2013 Annual Meeting. Goldman Kurland Mohidin, LLP has served as our independent registered public accounting firm since March 12, 2008 and is considered by our Audit Committee to be well qualified. If the stockholders do not ratify the appointment of Goldman Kurland Mohidin, LLP, the Audit Committee will reconsider the appointment.

Representatives of Goldman Kurland Mohidin, LLP will be present at the 2013 Annual Meeting and will have an opportunity to make a statement if they desire to do so. They also will be available to respond to appropriate questions from stockholders.

**The Board, upon the recommendation of the Audit Committee, recommends that the stockholders vote “FOR” THE APPROVAL AND RATIFICATION of Goldman Kurland Mohidin, LLP as our independent registered public accounting firm FOR FISCAL YEAR ENDING DECEMBER 31, 2013.**

principal accountant fees and services

**Audit and Non-Audit Fees**

Aggregate fees and expenses for professional services rendered for us by Goldman Kurland Mohidin, LLP for the fiscal years ended December 31, 2012 and 2011 are set forth below. The aggregate fees and expenses included in the Audit category are fees and expenses billed for the fiscal years for the integrated audit of our annual financial statements and review of our interim financial statements and statutory and regulatory filings. The aggregate fees and expenses included in each of the other categories are fees and expenses billed in the fiscal years.

|                    | Fiscal Year 2012 | Fiscal Year 2011 |
|--------------------|------------------|------------------|
| Audit Fees         | \$ 319,954       | \$ 268,304       |
| Audit-Related Fees | 5,000            | 6,050            |
| Tax Fees           | 0                | 0                |
| All Other Fees     | 0                | 0                |

|       |            |            |
|-------|------------|------------|
| Total | \$ 324,954 | \$ 274,354 |
|-------|------------|------------|

*Audit Fees* for the fiscal years ended December 31, 2012 and 2011 were for professional services rendered for the audit of our annual financial statements and of our internal control over financial reporting and quarterly review of the financial statements included in our Quarterly Reports on Form 10-Q.

*Audit-Related Fees* as of the fiscal years ended December 31, 2012 and 2011 were for services associated with the restatement of our financial statements.

*Tax Fees* as of the fiscal years ended December 31, 2012 and 2011 were for services related to tax compliance and preparation of international tax returns.

*All Other Fees.* There were no fees in this category for the fiscal years ended December 31, 2012 and 2011.

The Audit Committee of the Board of Directors has determined that the provision of these services is compatible with the maintenance of the independence of Goldman Kurland Mohidin, LLP.

#### Pre-approval Policies and Procedures

The Audit Committee has adopted a policy to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm. The pre-approval policy is detailed as to the particular service or category of services and is subject to a specific budget. The services include the engagement of the independent registered public accounting firm for audit services, audit-related services, and tax services.

If we need to engage the independent registered public accounting firm for other services, which are not considered subject to the general pre-approval as described above, then the Audit Committee must approve such specific engagement as well as the projected fees. If the timing of the project requires an expedited decision, then the Audit Committee has delegated to the Chairman of the Committee the authority to pre-approve such engagement, subject to fee limitations. The Chairman must report all such pre-approvals to the entire Audit Committee for ratification at the next Audit Committee meeting.

### **PROPOSAL NO. 3 – ADVISORY VOTE ON EXECUTIVE COMPENSATION**

The recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) requires that we provide our stockholders a non-binding, advisory vote to approve the compensation of our named executive officers. This vote is sometimes referred to as a “say-on-pay vote.” Although this advisory vote is nonbinding, the Compensation Committee of our Board will review and consider the voting results when making future decisions regarding our named executive officer compensation and related executive compensation programs.

As described in more detail above, our executive compensation program is comprised principally of salary, equity and performance-based cash compensation, designed to: (i) attract, motivate and retain key executives who are critical to our success, (ii) align the interests of our executives with stockholder value and our financial performance and (iii) achieve a balanced package that would attract and retain highly qualified senior officers and appropriately reflect each such officer’s individual performance and contributions. In addition, the Company regularly reviews its compensation program and the overall compensation package paid to each of its senior executives to assess risk and to ensure that the program is structured appropriately in order to obtain our strategic goals.

Before you vote on the resolution below, please read the entire “Executive Compensation” section, including the tables, together with the related narrative disclosure and footnotes, beginning on page 13 of this Proxy Statement. Note, as a “smaller reporting company,” we are obligated to provide compensation disclosures pursuant to Item 402 (m) through (q) of Regulation S-K promulgated under the Security Exchange Act of 1934 (“Regulation S-K”). Even though, as a smaller reporting company, we are exempt from compensation discussion and analysis by the executive compensation requirements of Item 402(b) of Regulation S-K, we continue to elect to provide information regarding our objectives and practices regarding executive compensation in order to give our stockholders transparency into our compensation philosophy and practices.

For the reasons provided, the Board is asking stockholders to cast a non-binding, advisory vote FOR the following resolution:

“RESOLVED, that stockholders approve the compensation paid to our named executive officers as disclosed this Proxy Statement pursuant to Item 402 (m) through (q) of Regulation S-K (which includes the compensation tables and related narrative discussion).”

**The Board recommends that the stockholders vote “FOR” THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS as described in this proxy statement.**

**PROPOSAL NO. 4 – ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

We are providing our stockholders with the opportunity to vote, on a non-binding, advisory basis, for their preference on the frequency of future advisory votes to approve the compensation of our named executive officers as reflected in Proposal 3 above. Stockholders may indicate whether they prefer that we conduct future advisory votes to approve the compensation of our named executive officers every one, two or three years. Shareholders also may abstain from casting a vote on this proposal.

The Board has determined that holding an advisory vote on the compensation of our named executive officers every year is the most appropriate policy at this time, and recommends that future advisory votes to approve the compensation of our named executive officers occur once every year. We believe that holding this advisory vote annually will provide us with timely and appropriate feedback on compensation decisions for our named executive officers.

Stockholders will be able to specify one of four choices for this proposal on the proxy card: one year, two years, three years, or abstain. Although this advisory vote on the frequency of future advisory votes on the compensation of our named executive officers is non-binding, the Board and the Compensation Committee will carefully review the voting results when determining the frequency of future advisory votes on the compensation of our named executive officers.

The Board is asking stockholders to cast a non-binding, advisory vote for the ONE-YEAR option on the following resolution:

“RESOLVED, that the stockholders of the Company recommend, in a non-binding vote, whether an advisory vote to approve the compensation of our named executive officers should occur every one, two or three years.”

The Board of Directors believes that say-on-pay votes should be conducted every year so that stockholders may annually express their views on our executive compensation program. This vote, like the say-on-pay vote itself, is non-binding.

**The Board recommends that the stockholders vote FOR THE “ONE-YEAR” option as TO the frequency of the advisory vote on THE COMPENSATION OF OUR named executive officers.**

#### SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our executive officers, directors and holders of more than 10% of our common stock to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. Based solely on our review of the copies of these reports and on information provided by the reporting persons, we believe that during the fiscal year ended December 31, 2012, all filing requirements for reporting persons were met.

#### STOCKHOLDER PROPOSALS

Stockholders may present proper proposals for inclusion in the proxy statement and form of proxy for our 2014 Annual Meeting by submitting their proposals to us in a timely manner and in accordance with rules and regulations promulgated under our Bylaws and the Exchange Act. Advance notice of a stockholder’s proposal must be delivered to our Secretary, David Chong, at our principal executive offices, located at 12/F, Tower A, Chang An International



Building, No. 88 Nan Guan Zheng Jie, Xi'an City, Shaanxi Province, 710068 China, on or before January 12, 2014. A proposal which is received after that date or which otherwise fails to meet the requirements for shareholder proposals established by our Bylaws, the Exchange Act and the SEC will not be included. The submission of a shareholder proposal does not guarantee that it will be included in the proxy statement.

## **ANNUAL REPORT**

A copy of the Company's Annual Report on Form 10-K for the year ended December 31, 2012, which has been filed with the SEC pursuant to the Exchange Act, is being mailed to you along with this Proxy Statement. Additional copies of this Proxy Statement and/or the Annual Report, as well as copies of any Quarterly Report may be obtained without charge upon written request to Mr. Zhigang Wu, our Vice President of Finance, at 12/F, Tower A, Chang An International Building, No. 88 Nan Guan Zheng Jie, Xi'an City, Shaanxi Province, 710068 China, or on the SEC's internet website at [www.sec.gov](http://www.sec.gov).

## **OTHER MATTERS THAT MAY COME BEFORE THE ANNUAL MEETING**

Our Board knows of no matters other than those referred to in this Proxy Statement and in the accompanying Notice of Annual Meeting of Stockholders. However, if any other matter should be properly presented for consideration and voting at the 2013 Annual Meeting, it is the intention of the persons named as proxies on the enclosed form of proxy card to vote the shares represented by all valid proxy cards in accordance with their judgment of what is in our best interest.

**YOUR VOTE IS IMPORTANT**

**You are cordially invited to attend the 2013 Annual Meeting. However, to ensure that your shares are represented at the meeting, please submit your proxy or voting instructions by mail. Please see the instructions on the proxy and voting instruction card. Submitting a proxy or voting instructions will not prevent you from attending the 2013 Annual Meeting and voting in person, if you so desire, but will help the Company secure a quorum and reduce the expense of additional proxy solicitation.**

By Order of the Board of Directors.

/s/ Guohua Ku

Guohua Ku  
Chief Executive Officer and  
Chairman of the Board of Directors

Xi'an City, Shaanxi Province, China

April 30, 2013

**FORM OF PROXY – CHINA RECYCLING ENERGY CORPORATION**

**Proxy Solicited on Behalf of the Board of Directors for the 2013 Annual Meeting of Stockholders to be held on June 19, 2013**

The undersigned hereby appoints Guohua Ku and Zhigang Wu, and each of them, as proxies, with full power of substitution, to represent and to vote, as designated herein, all shares of Common Stock of China Recycling Energy Corporation (the “Company”), at its 2013 Annual Meeting of Stockholders to be held at the principal executive offices, located at 12/F, Tower A, Chang An International Building, No. 88 Nan Guan Zheng Jie, Xi’an City, Shaanxi Province, 710068 China, and at all adjournments thereof, which the undersigned could vote, if personally present, in such manner as the proxies may determine on any matters which may properly come before the meeting and to vote on the items as specified on the reverse side.

You are encouraged to specify your choices by marking the appropriate boxes on the reverse side but you need not mark any boxes if you wish to vote in accordance with the Board of Directors’ recommendation.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES FOR DIRECTOR AND FOR RATIFICATION AND APPOINTMENT OF GOLDMAN KURLAND MOHIDIN AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. THE PROXIES, IN THEIR DISCRETION, ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.**

**Address change/comments:**

(If you noted any Address Changes and/or Comments above, please mark corresponding box on the reverse side.)

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on June 19, 2013:**

**The Proxy Statement and our Annual Report on Form 10-K for the year ended December 31, 2012 are available at [www.sec.gov](http://www.sec.gov).**

**Continued and to be signed on reverse side**

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**The Board of Directors recommends that you vote FOR the following:**

To withhold authority to vote for any individual nominee(s), mark “For All Except” and write the number(s) of the nominee(s) on the line below.

**For Withhold For All**  
**All All Except**

1. Election of Directors:    ..    ..    ..

**Nominees**

01 – Guohua Ku02 – Timothy Driscoll03 – Albert McLelland04 – Lanwei Li  
 05 – Julian Ha 06 – Yilin Ma                    07 – Chungui Shi

The Board of Directors recommends you vote FOR the following proposal:

|   |                          |                          |                      |                      |
|---|--------------------------|--------------------------|----------------------|----------------------|
| 2. Ratification of appointment of Goldman Kurland Mohidin LLP as independent registered public accounting firm.       | <b>For</b><br>..         | <b>Against</b><br>..     | <b>Abstain</b><br>.. |                      |
| 3. By non-binding vote, approval of the compensation of the Company’s named executive officers.                       | <b>For</b><br>..         | <b>Against</b><br>..     | <b>Abstain</b><br>.. |                      |
| 4. By non-binding vote, approval of the frequency of holding future advisory votes to approve executive compensation. | <b>3<br/>Years</b><br>.. | <b>2<br/>Years</b><br>.. | <b>1 Year</b><br>..  | <b>Abstain</b><br>.. |

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

For address change/comments, mark here.    ..

(see reverse for instructions)

YesNo

Please indicate if you plan to attend this meeting. " "

Please sign exactly as name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Signature (PLEASE SIGN WITHIN BOX) Date Signature (Joint Owners) Date