

CHINA HGS REAL ESTATE INC.  
Form 10-Q  
August 11, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended June 30, 2017

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-34864

**CHINA HGS REAL ESTATE, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Florida**

(State or Other Jurisdiction of Incorporation)

**33-0961490**

(I.R.S. Employer Identification Number)

**6 Xinghan Road, 19th Floor, Hanzhong City**

**Shaanxi Province, PRC 723000**

(Address of Principal Executive Offices, Zip Code)

**+(86) 091 - 62622612**

(Registrant's Telephone Number, including Area Code)

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

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

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

Large accelerated filer "

Non-accelerated filer " (Do not check if a smaller reporting company)

Accelerated filer "

Smaller reporting company x

Emerging growth company "

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

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

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The number of shares outstanding of each of the issuer's classes of common equity, as of August 7, 2017 is as follows:

| Class of Securities             | Shares Outstanding |
|---------------------------------|--------------------|
| Common Stock, \$0.001 par value | 45,050,000         |

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**PART I: FINANCIAL INFORMATION**

**ITEM 1. INTERIM FINANCIAL STATEMENTS**

**CHINA HGS REAL ESTATE, INC.**

**CONDENSED CONSOLIDATED BALANCE SHEETS**

**(Unaudited)**

|                                                                          | June 30<br>2017 | September 30<br>2016 |
|--------------------------------------------------------------------------|-----------------|----------------------|
| <b>ASSETS</b>                                                            |                 |                      |
| Current assets:                                                          |                 |                      |
| Cash                                                                     | \$3,294,128     | \$6,401,237          |
| Restricted cash                                                          | 1,206,637       | 1,493,537            |
| Cost and earnings in excess of billings                                  | 12,663,464      | 11,891,230           |
| Real estate property development completed                               | 89,509,976      | 113,185,929          |
| Real estate property under development                                   | 87,796,734      | -                    |
| Other current assets                                                     | 2,070,244       | 2,722,036            |
| Total current assets                                                     | 196,541,183     | 135,693,969          |
| Property, plant and equipment, net                                       | 831,638         | 792,650              |
| Real estate property development completed, net of current portion       | 1,630,388       | 1,657,055            |
| Security deposits for land use right                                     | 7,812,355       | 7,940,137            |
| Real estate property under development, net of current portion           | 158,848,636     | 207,384,015          |
| Due from local government for real estate property development completed | 2,873,982       | 2,920,990            |
| Total Assets                                                             | \$368,538,182   | \$356,388,816        |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                              |                 |                      |
| Current liabilities:                                                     |                 |                      |
| Other loans                                                              | \$25,064,535    | \$6,125,753          |
| Accounts payable                                                         | 24,295,058      | 30,574,497           |
| Other payables                                                           | 3,912,671       | 5,200,807            |
| Construction deposits                                                    | 1,459,073       | 1,911,158            |
| Billings in excess of cost and earnings                                  | 3,305,671       | 2,110,808            |
| Customer deposits                                                        | 26,038,232      | 16,790,208           |
| Shareholder loan                                                         | 1,810,000       | 2,709,523            |
| Accrued expenses                                                         | 2,097,351       | 3,205,099            |

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|                                                                                                                                               |               |               |
|-----------------------------------------------------------------------------------------------------------------------------------------------|---------------|---------------|
| Taxes payable                                                                                                                                 | 16,182,003    | 15,843,815    |
| Total current liabilities                                                                                                                     | 104,164,594   | 84,471,668    |
| Deferred tax liabilities                                                                                                                      | 5,113,166     | 5,107,887     |
| Customer deposits, net of current portion                                                                                                     | 2,389,627     | 10,687,272    |
| Other loans, less current portion                                                                                                             | 99,911,356    | 99,843,228    |
| Construction deposits, net of current portion                                                                                                 | 1,296,561     | 1,329,820     |
| Total liabilities                                                                                                                             | 212,875,304   | 201,439,875   |
| Commitments and Contingencies                                                                                                                 |               |               |
| Stockholders' equity                                                                                                                          |               |               |
| Common stock, \$0.001 par value, 100,000,000 shares authorized, 45,050,000 shares issued and outstanding June 30, 2017 and September 30, 2016 | 45,050        | 45,050        |
| Additional paid-in capital                                                                                                                    | 129,838,272   | 129,793,572   |
| Statutory surplus                                                                                                                             | 8,495,631     | 8,495,631     |
| Retained earnings                                                                                                                             | 23,821,202    | 20,661,184    |
| Accumulated other comprehensive income                                                                                                        | (6,537,277 )  | (4,046,496 )  |
| Total stockholders' equity                                                                                                                    | 155,662,878   | 154,948,941   |
| Total Liabilities and Stockholders' Equity                                                                                                    | \$368,538,182 | \$356,388,816 |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

**CHINA HGS REAL ESTATE, INC.****CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME (LOSS)****(Unaudited)**

|                                            | Three months ended June 30, |                 | Nine months ended June 30, |                 |
|--------------------------------------------|-----------------------------|-----------------|----------------------------|-----------------|
|                                            | 2017                        | 2016            | 2017                       | 2016            |
| Real estate sales                          | \$ 15,715,091               | \$ 12,497,413   | \$ 35,726,739              | \$ 25,205,879   |
| Less: Sales tax                            | (213,183 )                  | (847,938 )      | (679,221 )                 | (1,741,251 )    |
| Cost of real estate sales                  | (12,696,093 )               | (8,183,462 )    | (28,011,749 )              | (15,520,371 )   |
| Gross profit                               | 2,805,815                   | 3,466,013       | 7,035,769                  | 7,944,257       |
| Operating expenses                         |                             |                 |                            |                 |
| Selling and distribution expenses          | 147,082                     | 71,959          | 425,167                    | 288,138         |
| General and administrative expenses        | 651,773                     | 609,428         | 2,275,336                  | 1,668,790       |
| Total operating expenses                   | 798,855                     | 681,387         | 2,700,503                  | 1,956,928       |
| Operating income                           | 2,006,960                   | 2,784,626       | 4,335,266                  | 5,987,329       |
| Interest expense                           | (125,750 )                  | (29,917 )       | (370,320 )                 | (203,057 )      |
| Income before income taxes                 | 1,881,210                   | 2,754,709       | 3,964,946                  | 5,784,272       |
| Provision for income taxes                 | 306,406                     | 310,548         | 804,928                    | 612,846         |
| Net income                                 | 1,574,804                   | 2,444,161       | 3,160,018                  | 5,171,426       |
| Other comprehensive income (loss)          |                             |                 |                            |                 |
| Foreign currency translation adjustment    | 2,377,825                   | (4,745,409 )    | (2,490,781 )               | (7,029,987 )    |
| Comprehensive income (loss)                | \$ 3,952,629                | \$ (2,301,248 ) | \$ 669,237                 | \$ (1,858,561 ) |
| Basic and diluted income per common share  |                             |                 |                            |                 |
| Basic and diluted                          | \$ 0.03                     | \$ 0.05         | \$ 0.07                    | \$ 0.11         |
| Weighted average common shares outstanding |                             |                 |                            |                 |
| Basic and diluted                          | 45,050,000                  | 45,050,000      | 45,050,000                 | 45,050,000      |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

**CHINA HGS REAL ESTATE, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

|                                                                               | Nine months ended June 30, |              |
|-------------------------------------------------------------------------------|----------------------------|--------------|
|                                                                               | 2017                       | 2016         |
| Cash flows from operating activities                                          |                            |              |
| Net income                                                                    | \$3,160,018                | \$5,171,426  |
| Adjustments to reconcile net income to net cash used in operating activities: |                            |              |
| Deferred tax provision                                                        | 86,471                     | 383,850      |
| Stock based compensation                                                      | 44,700                     | 44,700       |
| Depreciation                                                                  | 38,433                     | 59,658       |
| Changes in assets and liabilities:                                            |                            |              |
| Cost and earnings in excess of billings                                       | (952,473 )                 | 681,609      |
| Real estate property development completed                                    | 21,602,071                 | 6,811,151    |
| Real estate property under development                                        | (42,106,890)               | (42,105,175) |
| Other current assets                                                          | 600,966                    | (5,418,847 ) |
| Accounts payables                                                             | (5,720,568 )               | (15,187,183) |
| Other payables                                                                | (1,190,529 )               | (2,373,223 ) |
| Billings in excess of cost and earnings                                       | 1,214,641                  | (1,526,997 ) |
| Customer deposits                                                             | 1,376,497                  | 5,257,341    |
| Construction deposits                                                         | (428,185 )                 | (1,236,962 ) |
| Accrued expenses                                                              | (1,049,391 )               | (1,248,883 ) |
| Taxes payable                                                                 | 586,314                    | 310,218      |
| Net cash used in operating activities                                         | (22,737,925)               | (50,377,317) |
| Cash flows from investing activities                                          |                            |              |
| Purchases of fixed assets                                                     | (89,579 )                  | (8,010 )     |
| Net cash used in investing activities                                         | (89,579 )                  | (8,010 )     |
| Cash flow from financing activities                                           |                            |              |
| Restricted cash                                                               | 259,829                    | 145,758      |
| Proceeds from shareholder loan                                                | 4,067,944                  | 840,077      |
| Repayments of shareholder loan                                                | (4,942,772 )               | (840,077 )   |
| Repayments of bank loans                                                      | -                          | (6,165,703 ) |
| Proceeds from other loans                                                     | 26,470,159                 | 62,793,918   |
| Repayments of other loans                                                     | (5,997,059 )               | (5,559,922 ) |
| Net cash provided by financing activities                                     | 19,858,101                 | 51,214,051   |
| Effect of changes of foreign exchange rate on cash                            | (137,706 )                 | (77,278 )    |
| Net increase(decrease) in cash                                                | (3,107,109 )               | 751,446      |
| Cash, beginning of period                                                     | 6,401,237                  | 1,333,919    |
| Cash, end of period                                                           | \$3,294,128                | \$2,085,365  |

Supplemental disclosures of cash flow information:

|                   |             |             |
|-------------------|-------------|-------------|
| Interest paid     | \$4,243,756 | \$2,843,145 |
| Income taxes paid | \$681,772   | \$369,885   |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

**CHINA HGS REAL ESTATE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 1. ORGANIZATION AND BASIS OF PRESENTATION**

China HGS Real Estate, Inc. (“China HGS” or the “Company” or “we”, “us”, “our”), through its subsidiaries and variable interest entity (“VIE”), engages in real estate development, and the construction and sales of residential apartments, parking space and commercial properties in Tier 3 and Tier 4 cities and counties in China.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the U.S. generally accepted accounting principles (“GAAP”) for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended June 30, 2017 and 2016 are not necessarily indicative of the results that may be expected for the full year. The information included in this Form 10-Q should be read in conjunction with Management’s Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended September 30, 2016 filed with the SEC on December 21, 2016.

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Principles of consolidation**

The unaudited condensed consolidated financial statements include the financial statements of China HGS Real Estate Inc. (the “Company” or “China HGS”), China HGS Investment Inc. (“HGS Investment”), Shaanxi HGS Management and Consulting Co., Ltd. (“Shaanxi HGS”) and its variable interest entity (“VIE”), Shaanxi Guangsha Investment and Development Group Co., Ltd. (“Guangsha”). All inter-company transactions and balances between the Company and its subsidiaries have been eliminated upon consolidation.

**Use of estimates**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes, and disclosure of contingent liabilities at the date of the consolidated financial statements. Estimates are used for, but not limited to, the assumptions and estimates used by management in recognizing development revenue under the percentage of completion method, the selection of the useful lives of property and equipment, provision necessary for contingent liabilities, revenue recognition, taxes, budgeted costs, share-based compensation and other similar charges. Management believes that the estimates utilized in preparing its consolidated financial statements are reasonable and prudent. Actual results could differ from these estimates.

**CHINA HGS REAL ESTATE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Fair value of financial instruments**

The Company follows the provisions of Accounting Standards Codification (“ASC”) 820, Fair Value Measurements and Disclosures. It clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

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

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

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

The carrying amounts reported in the accompanying condensed consolidated balance sheets for cash, restricted cash and all other current assets, security deposits for land use rights, loans and all current liabilities approximate their fair value based on the short-term maturity of these instruments. The fair value of the long term customer, construction and security deposits approximate their carrying amounts because the deposits are received in cash. It was impractical to estimate the fair value of the amount due from the local government and the long term other loans payable.

**Revenue recognition**

Real estate sales for the long term real estate projects are recognized under percentage completion method in accordance with the provisions of ASC 360-20-40D “Sale of Condominium Units”. Revenue and profit from the sales of long term development properties is recognized under the percentage of completion method on the sale of individual units when all the following criteria are met:

- a. Construction is beyond a preliminary stage.
- b. The buyer is committed to the extent of being unable to require a refund except for non-delivery of the unit or interest.
- c. Sufficient units have already been sold to assure that the entire property will not revert to rental property.
- d. Sales prices are collectible.
- e. Aggregate sales proceeds and costs can be reasonably estimated.

If any of the above criteria is not met, proceeds shall be accounted for as deposits until the criteria are met.

**CHINA HGS REAL ESTATE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Revenue recognition - continued**

***Percentage of Completion method***

Under the percentage of completion method, revenues from condominium units sold and related costs are recognized over the course of the construction period, based on the completion progress of a project. In relation to any project, revenue is determined by calculating the ratio of incurred costs, including land use rights costs and construction costs, to total estimated costs and applying that ratio to the contracted sales amounts. Cost of sales is recognized by determining the ratio of contracted sales during the period to total estimated sales value, and applying that ratio to the incurred costs. Current period amounts are calculated based on the difference between the life-to-date project totals and the previously recognized amounts.

Any changes in significant judgments and/or estimates used in determining construction and development revenue could significantly change the timing or amount of construction and development revenue recognized. Changes in total estimated project costs or losses, if any, are recognized in the period in which they are determined.

***Full accrual method***

Revenue from the sales of short term development properties, where the construction period is expected to be 18 months or less is recognized by the full accrual method at the time of the closing of an individual unit sale. This occurs when title to or possession of the property is transferred to the buyer. A sale is not considered consummated until (a) the parties are bound by the terms of a contract, (b) all consideration has been exchanged, (c) any permanent financing for which the seller is responsible has been arranged, (d) all conditions precedent to closing have been performed, (e) the seller does not have substantial continuing involvement with the property, and (f) the usual risks and rewards of ownership have been transferred to the buyer. Further, the buyer's initial and continuing investment is adequate to demonstrate a commitment to pay for the property.

The Company provides “mortgage loan guarantees” only with respect to buyers who make down-payments of 20%-50% of the total purchase price of the property. The period of the mortgage loan guarantee begins on the date the bank approves the buyer’s mortgage and we receive the loan proceeds in our bank account and ends on the date the “Certificate of Ownership” evidencing that title to the property has been transferred to the buyer. The procedures to obtain the Certificate of Ownership take six to twelve months (the “Mortgage Loan Guarantee Period”). If, after investigation of the buyer’s income and other relevant factors, the bank decides not to grant the mortgage loan, our mortgage-loan based sales contract terminates and there will be no guarantee obligation. If, during the Mortgage Loan Guarantee Period, the buyer defaults on his or her monthly mortgage payment for three consecutive months, we are required to return the loan proceeds back to the bank, although we have the right to keep the customer's deposit and resell the property to a third party. Once the Certificate of Property has been issued by the relevant government authority, our loan guarantee terminates. If the buyer then defaults on his or her mortgage loan, the bank has the right to take the property back and sell it and use the proceeds to pay off the loan. The Company is not liable for any shortfall that the bank may incur in this event. To date, no buyer has defaulted on his or her mortgage payments during the Mortgage Loan Guarantee Period and the Company has not returned any loan proceeds pursuant to its mortgage loan guarantees.

**CHINA HGS REAL ESTATE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Revenue recognition - continued**

***Full accrual method- continued***

For municipal road construction projects, fees are generally recognized under the full accrual method at the time the projects are completed.

**Foreign currency translation**

The Company's financial information is presented in U.S. dollars. The functional currency of the Company's operating subsidiaries is Renminbi ("RMB"), the currency of the PRC. The financial statements of the Company have been translated into U.S. dollars in accordance with ASC 830-30 "Translation of Financial Statements". The financial information is first prepared in RMB and then is translated into U.S. dollars at year-end exchange rates as to assets and liabilities and average exchange rates as to revenue and expenses. Stockholders' equity accounts are translated at their historical exchange rates when the capital transactions occurred. The effects of foreign currency translation adjustments are included as a component of accumulated other comprehensive income in stockholders' equity.

|                                             | <b>For nine months<br/>ended June 30,</b> |             | <b>September 30,</b> |
|---------------------------------------------|-------------------------------------------|-------------|----------------------|
|                                             | <b>2017</b>                               | <b>2016</b> | <b>2016</b>          |
| Period end RMB : USD exchange rate          | 6.7793                                    | 6.6443      | 6.6702               |
| Nine months average RMB : USD exchange rate | 6.8585                                    | 6.4875      | 6.5326               |

The RMB is not freely convertible into foreign currency and all foreign exchange transactions must take place through authorized institutions. No representation is made that the RMB amounts could have been, or could be, converted into

U.S. dollars at the rates used in translation.

## **Cash**

Cash includes cash on hand and demand deposits in accounts maintained with commercial banks within the PRC. The Company considers all highly liquid investments with original maturities of three months or less when purchased to be cash equivalents. The Company maintains bank accounts in the PRC. Cash balances in bank accounts in PRC are not insured by the Federal Deposit Insurance Corporation or other programs.

## **Restricted Cash**

The restricted cash is required by the banks as collateral for mortgage loans given to the home buyers before obtaining the certificates of ownership of the properties as collateral. In order to provide the banks with the certificates of ownership, the Company is required to complete certain procedures with the Chinese government, which normally takes six to twelve months. Because the banks provide the loan proceeds to the Company without obtaining certificates of ownership as loan collateral during this six to twelve months' period, the mortgage banks require the Company to maintain, as restricted cash, 5% to 10% of the mortgage proceeds as security for the Company's obligations under such guarantees. The restricted cash is released by the banks once they receive the certificates of ownership. These deposits are not covered by insurance. The Company has not experienced any losses in such accounts.

**CHINA HGS REAL ESTATE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Advances to vendors**

Advances to vendors consist of balances paid to contractors and vendors for services and materials that have not been provided or received and generally relate to the development and construction of residential and commercial units in the PRC. Advances to vendors are reviewed periodically to determine whether their carrying value has become impaired. Historically, the Company has not experienced any losses as a result of these advances.

**Security deposits for land use rights**

Security deposits for land use rights consist of the deposits held by the PRC government for the purchase of land use rights and other deposit held by an unrelated party to transfer its land use rights to the Company. The deposits will be reclassified to real estate property under development upon the transfer of legal title.

**Real estate property development completed and under development**

Real estate property consists of finished residential unit sites, commercial offices and residential unit sites under development. The Company leases the land for the residential unit sites under land use right leases with various terms from the PRC government. The cost of land use rights is included in the development cost and allocated to each project. Real estate property development completed and real estate property under development are stated at the lower of cost or fair value.

Expenditures for land development, including cost of land use rights, deed tax, pre-development costs, and engineering costs, exclusive of depreciation, are capitalized and allocated to development projects by the specific identification method. Costs are allocated to specific units within a project based on the ratio of the sales area of units to the estimated total sales area of the project (or phase of the project) multiplied by the total cost of the project (or

phase of the project).

Cost of amenities transferred to buyers is allocated to specific units as a component of total construction cost. The amenity cost includes landscaping, road paving, etc. Once the projects are completed, the amenities are under control of the property management companies.

Real estate property development completed and real estate property under development are reclassified on the balance sheet into current and non-current portions based on the estimated date of construction completion and sales. The real estate property development completed classification is based on the estimated date that each property is expected to be sold within the Company's normal operating cycle of the business and the Company's sales plan. Real estate property development completed is classified as a current asset if the property is expected to be sold within the normal operating cycle of the business. Otherwise, it is classified as a non-current asset. Real estate property under development is classified as a current asset, if the property is reasonably expected to be completed within the Company's normal operating cycle of the business. Otherwise, it is classified as a non-current asset. The majority of real estate projects the Company has completed in the past were multi-layer or sub-high-rise real estate projects. The Company considers its normal operating cycle is 12 months.

**CHINA HGS REAL ESTATE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Real estate property development completed and under development (continued)**

In accordance with ASC 360, "Property, Plant and Equipment" ("ASC 360"), real estate property development completed and under development are subject to valuation adjustments when the carrying amount exceeds fair value. An impairment loss is recognized only if the carrying amount of the assets is not recoverable and exceeds fair value. The carrying amount is not recoverable if it exceeds the sum of the undiscounted cash flows expected to be generated by the assets. The Company reviewed all of its real estate projects for future losses and impairment by comparing the estimated future undiscounted cash flows for each project to the carrying value of such project. For the three and nine months ended June 30, 2017 and 2016, the Company did not recognize any impairment for real estate property under development and completed.

**Capitalization of Interest**

Interest incurred during and directly related to real estate development projects is capitalized to the related real estate property under development during the active development period, which generally commences when borrowings are used to acquire real estate assets and ends when the properties are substantially complete or the property becomes inactive. Interest is capitalized based on the interest rate applicable to specific borrowings or the weighted average of the rates applicable to other borrowings during the period. Interest capitalized to real estate property under development is expensed as a component of cost of real estate sales when related units are sold. All other interest is expensed as incurred. For the three and nine months ended June 30, 2017, the total interest capitalized in the real estate property development was \$1,355,697 and \$3,958,242, respectively. For the three and nine months ended June 30, 2016, the total interest capitalized in the real estate property under development was \$746,851 and \$1,639,256.

**Impairment of long-lived assets**

In accordance with ASC 360, "Accounting for the Impairment or Disposal of Long-Lived Assets", the Company is required to review its long-lived assets for impairment whenever events or changes in circumstances indicate that the

carrying amount of an asset may not be recoverable through the estimated undiscounted cash flows expected to result from the use and eventual disposition of the assets. Whenever any such impairment exists, an impairment loss will be recognized for the amount by which the carrying value exceeds the fair value.

Assets are grouped and evaluated at the lowest level for their identifiable cash flows that are largely independent of the cash flows of other groups of assets. The Company considers historical performance and future estimated results in its evaluation of potential impairment and then compares the carrying amount of the asset to the future estimated cash flows expected to result from the use of the asset. If the carrying amount of the asset exceeds estimated expected undiscounted future cash flows, the Company measures the amount of impairment by comparing the carrying amount of the asset to its fair value. The estimation of fair value is generally determined by using the asset's expected future discounted cash flows or market value. The Company estimates fair value of the assets based on certain assumptions such as budgets, internal projections, and other available information as considered necessary. There is no impairment of long-lived assets during the three and nine months ended June 30, 2017 and 2016.

**CHINA HGS REAL ESTATE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Customer deposits**

Customer deposits consist of amounts received from customers relating to the sale of residential units in the PRC. In the PRC, customers will generally obtain permanent financing for the purchase of their residential unit prior to the completion of the project. The lending institution will provide the funding to the Company upon the completion of the financing rather than the completion of the project. The Company receives these funds and recognizes them as a liability until the revenue can be recognized.

**Property warranty**

The Company provides its customers with warranties which cover major defects of building structure and certain fittings and facilities of properties sold. The warranty period varies from two years to five years, depending on different property components the warranty covers. The Company continually estimates potential costs for materials and labor with regard to warranty-type claims expected to be incurred subsequent to the delivery of a property. Reserves are determined based on historical data and trends with respect to similar property types and geographical areas. The Company continually monitors the warranty reserve and makes adjustments to its pre-existing warranties, if any, in order to reflect changes in trends and historical data as information becomes available. The Company may seek further recourse against its contractors or any related third parties if it can be proved that the faults are caused by them. In addition, the Company also withholds up to 2% of the contract cost from sub-contractors for periods of two to five years. These amounts are included in construction deposits, and are only paid to the extent that there has been no warranty claim against the Company relating to the work performed or materials supplied by the subcontractors. For the three and nine months periods ended June 30, 2017 and 2016, the Company had not recognized any warranty costs in excess of the amount retained from subcontractors and therefore, no warranty reserve is considered necessary at the balance sheet dates.

**Construction Deposits**

Construction deposits are the warranty deposits the real estate contractors provide to the Company upon signing the construction contracts. The Company can use such deposits to reimburse customers in the event of customer claims due to construction defects. The remaining balance of the deposits are returned to the contractors when the terms of the after-sale property warranty expires, which normally occurs within two to five years after the date of the deposit.

### **Share-based compensation**

Share-based payment transactions are measured based on the grant-date fair value of the equity instrument issued and recognized as compensation expense over the requisite service period, or vesting period.

Forfeitures are estimated at the time of grant and revised, if necessary, in the subsequent period if actual forfeitures differ from initial estimates. Forfeiture rate is estimated based on historical and future expectation of employee turnover rate and are adjusted to reflect future change in circumstances and facts, if any. Share-based compensation expense is recorded net of estimated forfeitures such that expense was recorded only for those stock options and common stock awards that are expected to vest.

**CHINA HGS REAL ESTATE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Income taxes**

Deferred tax assets and liabilities are for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

ASC 740-10-25 prescribes a more-likely-than-not threshold for consolidated financial statement recognition and measurement of a tax position taken (or expected to be taken) in a tax return. It also provides guidance on the recognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, years open for tax examination, accounting for income taxes in interim periods and income tax disclosures. There are no material uncertain tax positions as of June 30, 2017 and September 30, 2016.

The Company is a corporation organized under the laws of the State of Florida. However, all of the Company's operations are conducted solely by its subsidiaries in the PRC. No income is earned in the United States and the management does not repatriate any earnings outside the PRC. As a result, the Company did not generate any U.S. taxable income for the three and nine months ended June 30, 2017 and 2016, respectively.

As of June 30, 2017, the tax years ended September 30, 2008 through December 31, 2016 for the Company's PRC entities remain open for statutory examination by PRC tax authorities. The parent Company China HGS Real Estate Inc.'s tax years ended September 30, 2012 through December 31, 2016 remains open for statutory examination by U.S. tax authorities.

**Land appreciation tax ("LAT")**

In accordance with the relevant taxation laws in the PRC, the Company is subject to LAT based on progressive rates ranging from 30% to 60% on the appreciation of land value, which is calculated as the proceeds of sales of properties less deductible expenditures including borrowing costs and all property development expenditures. LAT is exempted if the appreciation values do not exceed certain thresholds specified in the relevant tax laws.

The whole project must be completed before the LAT obligation can be assessed. Accordingly, the Company should record the liability and the total related expense at the completion of a project unless the tax authorities impose an assessment at an earlier date. The methods to implement this tax law vary among different geographic areas. Hanzhong, where the project Mingzhu Garden, Nandajie and Central Plaza are located, implements this tax rule by requiring real estate companies prepay the LAT based upon customer deposits received. The tax rate in Hanzhong is 1%. Yang County, where the project Yangzhou Pearl Garden and Yangzhou Palace are located, requires a tax rate of 0.5%.

**CHINA HGS REAL ESTATE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Comprehensive income (loss)**

Comprehensive income (loss) is defined as all changes in equity except those resulting from investments by owners and distributions to owners. The Company's only components of comprehensive income (loss) during the three and nine months ended June 30, 2017 and 2016 were net income and foreign currency translation adjustments.

**Basic and diluted earnings per share**

The Company computes earnings per share ("EPS") in accordance with the ASC 260, "Earnings per share", which requires companies to present basic and diluted EPS. Basic EPS is measured as net income divided by the weighted average common shares outstanding for the period. Diluted EPS is similar to basic EPS but presents the dilutive effect on a per share basis of potential common shares (e.g., convertible securities, options and warrants) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

**Advertising expenses**

Advertising costs are expensed as incurred. For the three and nine months ended June 30, 2017, the Company recorded advertising expenses of \$32,286 and \$138,055, respectively (2016 - \$10,465 and \$53,881).

**Concentration risk**

The Company's operations are carried out in the PRC. Accordingly, the Company's business, financial condition and results of operations may be influenced by the political, economic and legal environment in the PRC, and by the general state of the PRC's economy. The Company's operations in the PRC are subject to specific considerations and significant risks not typically associated with companies in North America. The Company's results may be adversely affected by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation, among other things. Financial instruments which potentially subject the Company to concentrations of credit risk consist principally of cash and trade accounts receivable. All of the Company's cash is maintained with state-owned banks within the People's Republic of China of which no deposits are covered by insurance. The Company has not experienced any losses in such accounts and believes it is not exposed to any risks on its cash in bank accounts.

The Company is dependent on third-party sub-contractors, manufacturers, and distributors for all construction services and supply of construction materials. For the three months ended June 30, 2017, five suppliers accounted for over 20%, 15%, 13%, 12% and 10% of the Company's total project expenditures, respectively. For the three months ended June 30, 2016, two suppliers accounted for over 39% and 14% of the Company's total project expenditures, respectively. For the nine months ended June 30, 2017, two suppliers accounted for 23% and 10% of the Company's the project expenditures. For the nine Months Ended June 30, 2016, two suppliers accounted for 46% and 13% of the Company's the project expenditures.

**CHINA HGS REAL ESTATE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Recent Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606)” (“ASU 2014-09”). ASU 2014-09 requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in U.S. Generally Accepted Accounting Principles when it becomes effective and permits the use of either the retrospective or cumulative effect transition method. The guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. In August 2015, the FASB issued ASU No. 2015-14, “Deferral of the Effective Date” (“ASU 2015-14”), which defers the effective date for ASU 2014-09 by one year. For public entities, the guidance in ASU 2014-09 will be effective for annual reporting periods beginning after December 15, 2017 (including interim reporting periods within those periods), which means it will be effective for the Company’s fiscal year beginning October 1, 2018. In March 2016, the FASB issued ASU No. 2016-08, “Principal versus Agent Considerations (Reporting Revenue versus Net)” (“ASU 2016-08”), which clarifies the implementation guidance on principal versus agent considerations in the new revenue recognition standard. In April 2016, the FASB issued ASU No. 2016-10, “Identifying Performance Obligations and Licensing” (“ASU 2016-10”), which reduces the complexity when applying the guidance for identifying performance obligations and improves the operability and understandability of the license implementation guidance. In May 2016, the FASB issued ASU No. 2016-12 “Narrow-Scope Improvements and Practical Expedients” (“ASU 2016-12”), which amends the guidance on transition, collectability, noncash consideration and the presentation of sales and other similar taxes. In December 2016, the FASB further issued ASU 2016-20, “Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers” (“ASU 2016-20”), which makes minor corrections or minor improvements to the Codification that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. The amendments are intended to address implementation and provide additional practical expedients to reduce the cost and complexity of applying the new revenue standard. These amendments have the same effective date as the new revenue standard. Preliminarily, we plan to adopt Topic 606 in the first quarter of our fiscal 2019 using the retrospective transition method, and are continuing to evaluate the impact our pending adoption of Topic 606 will have on our unaudited condensed consolidated financial statements. The Company’s current revenue recognition policies are generally consistent with the new revenue recognition standards set forth in ASU 2014-09. Potential adjustments to input measures are not expected to be pervasive to the majority of the Company’s contracts. While no significant impact is expected upon adoption of the new guidance, the Company will not be able to make that determination until the time of adoption based upon outstanding contracts at that time.

In January 2017, the FASB issued ASU No. 2017-01, "Business Combinations (Topic 805): Clarifying the Definition of a Business". The amendments in this ASU clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. Basically these amendments provide a screen to determine when a set is not a business. If the screen is not met, the amendments in this ASU first, require that to be considered a business, a set must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output and second, remove the evaluation of whether a market participant could replace missing elements. These amendments take effect for public businesses for fiscal years beginning after December 15, 2017 and interim periods within those periods. The Company does not expect that the adoption of this guidance will have a material impact on its unaudited condensed consolidated financial statements.

In May 2017, the Financial Accounting Standards Board (the "FASB") issued ASU No. 2017-09 ("ASU 2017-09") to provide guidance to clarify when to account for a change to the terms or conditions of a share-based payment award as a modification. Under the new guidance, modification accounting is required only if the fair value, the vesting conditions, or the classification of the award (as equity or liability) changes as a result of the changes in terms or conditions. ASU 2017-09 is effective for all entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted and application is prospective. The Company is in the process of evaluating the impact of this new guidance on its unaudited condensed consolidated financial statements.

**CHINA HGS REAL ESTATE, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****NOTE 3. REAL ESTATE PROPERTY DEVELOPMENT COMPLETED AND UNDER DEVELOPMENT**

The following summarizes the components of real estate property development completed and under development as of June 30, 2017 and September 30, 2016:

|                                                       | Balance as of    |                          |
|-------------------------------------------------------|------------------|--------------------------|
|                                                       | June 30,<br>2017 | September<br>30,<br>2016 |
| Development completed:                                |                  |                          |
| Hanzhong City Mingzhu Garden Phase I                  | \$936,744        | \$952,066                |
| Hanzhong City Mingzhu Garden Phase II                 | 43,886,243       | 54,933,680               |
| Hanzhong City Nan Dajie (Mingzhu Xijiu)               | 1,349,559        | 1,371,633                |
| Hanzhong City Oriental Pearl Garden (a)               | 38,289,585       | 50,643,258               |
| Yang County Yangzhou Pearl Garden Phase I             | 2,357,854        | 2,396,420                |
| Yang County Yangzhou Pearl Garden Phase II            | 4,320,379        | 4,545,927                |
| Real estate property development completed            | 91,140,364       | 114,842,984              |
| Less: Real estate property completed – short-term     | 89,509,976       | 113,185,929              |
| Real estate property completed – long-term            | \$1,630,388      | \$1,657,055              |
| Under development:                                    |                  |                          |
| Yang County Yangzhou Palace                           | \$87,796,734     | \$76,618,856             |
| Hanzhong City Shijin Project                          | 7,144,946        | 7,261,811                |
| Hanzhong City Liangzhou Road and related projects (b) | 126,245,591      | 117,226,429              |
| Hanzhong City Hanfeng Beiyuan East (c)                | 700,317          | 657,706                  |
| Hanzhong City Beidajie (e)                            | 22,405,623       | 3,228,580                |
| Yang County East 2 <sup>nd</sup> Ring Road (d)        | 2,352,159        | 2,390,633                |
| Real estate property under development                | 246,645,370      | 207,384,015              |
| Less: Short-term portion                              | 87,796,734       | -                        |
| Real estate property under development –long-term     | \$158,848,636    | \$207,384,015            |

(a) The Company recognized \$Nil of development cost in cost of real estate sales under the percentage of completion method for the three and nine months ended June 30, 2017 (2016 - \$5,789,026 and \$8,709,207).

(b) In September 2013, the Company entered into an agreement (“Liangzhou Agreement”) with the Hanzhong local government on the Liangzhou Road reformation and expansion project (Liangzhou Road Project”). Pursuant to the

agreement, the Company is contracted to reform and expand the Liangzhou Road, a commercial street in downtown Hanzhong City, with a total length of 2,080 meters and width of 30 meters and to resettle the existing residences in the Liangzhou road area. The government's original road construction budget was approximately \$33 million in accordance with the Liangzhou Agreement. The Company, in return, is being compensated by the local government to have an exclusive right on acquiring at least 394.5 Mu land use rights in a specified location of Hanzhong City. The Liangzhou Road Project's road construction started at the end of 2013. In 2014, the original scope and budget on the Liangzhou road reformation and expansion project was extended, because the local government included more area and resettlement residences into the project, which resulted in additional investments from the Company. In return, the Company is authorized by the local government to develop and manage the commercial and residential properties surrounding the Liangzhou Road project. As of June 30, 2017, the main Liangzhou road construction is substantially completed and is expected to be approved by the local government in December 2017.

**CHINA HGS REAL ESTATE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 3. REAL ESTATE PROPERTY DEVELOPMENT COMPLETED AND UNDER DEVELOPMENT**

The Company's development cost incurred on Liangzhou Road Project is treated as the Company's deposit on purchasing the related land use rights, as agreed by the local government. As of June 30, 2017, the actual costs incurred by the Company were \$126,245,591 (September 30, 2016 - \$117,226,429) and the incremental cost related to residence resettlement approved by the local government. The Company determined that the Company's Investment in Liangzhou Road Project in exchange for interests in future land use rights is a barter transaction with commercial substance. For the three and nine months ended June 30, 2017 and 2016, the Company did not receive government's subsidies for its Shanty Area Reform Project surrounding Liang Zhou Road located in Hantai District, Hanzhong City, respectively and the Company recorded the subsidies to offset against the development cost of Liangzhou Road Project.

(c) In September 2012, the Company was approved by the Hanzhong local government to construct four municipal roads with a total length of approximately 1,192 meters. The project was deferred and then restarted during the year ended September 30, 2014. As of June 30, 2017, the local government was still in the process of assessing the budget for these projects.

(d) The Company was engaged by the Yang County local government to construct the East 2nd Ring Road with a total length of 2.15 km and a budgeted price of approximately \$24.8 million (or RMB 168 million), which was approved by the local Yang County government in March 2014. The local government is required to repay the Company's project investment costs within 3 years with interest at the interest rate based on the commercial borrowing rate with the similar term published by China construction bank (June 30, 2017 – 4.75% and September 30, 2016 – 4.75%). The local government has approved a refund to the Company by reducing local surcharges or taxes otherwise required in the real estate development. The road construction is expected to be completed by 2017.

(e) For the three and nine months ended June 30, 2017, the Company has not received government's subsidies related to its Shanty Area Reform Project surrounding Beidajie Project located in Hantai District, Hanzhong City. For the three and nine months ended June 30, 2016, the Company received government's subsidies in the amount of \$Nil and \$3,160,604 for its Shanty Area Reform Project surrounding Beidajie Project located in Hantai District, Hanzhong City, respectively. Since the Company has not met the performance requirement, the Company recorded the subsidies to offset against the development cost of Beidajie project.

As of June 30, 2017 and September 30, 2016, land use rights included in real estate property under development totaled \$18,251,000 and \$19,568,460, respectively.

**NOTE 4. OTHER LOANS**

|                                         | June 30, 2017 | September 30, 2016 |
|-----------------------------------------|---------------|--------------------|
| Loan A (i)                              | \$95,661,778  | \$ 93,975,338      |
| Loan B (ii)                             | 11,800,628    | 11,993,643         |
| Loan C (iii)                            | 17,513,485    | -                  |
|                                         | 124,975,891   | 105,968,981        |
| Less: current maturities of other loans | 25,064,535    | 6,125,753          |
| Other loans – long-term portion         | \$99,911,356  | \$ 99,843,228      |

**CHINA HGS REAL ESTATE, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****NOTE 4. OTHER LOANS (continued)**

On June 26, 2015 and March 10, 2016, the Company signed phase I and Phase II agreements with Hanzhong Urban Construction Investment Development Co., Ltd, a state-owned Company, to borrow up to \$114,318,586 (RMB 775,000,000) for a long-term loan at 4.245% interest per year to develop Liang Zhou Road Project. During the quarter ended June 30, 2017, the Company repaid \$6,027,171 (RMB 40,860,000). As of June 30, 2017 and September 30, 2016, the Company borrowed \$95,661,778 and \$93,975,338 under this credit line, respectively. The loan is guaranteed by Hanzhong City Hantai District Municipal Government and pledged by the Company's (i) Yangzhou Palace project with carrying value of \$87,796,734 as of June 30, 2017 (September 30, 2016 - \$76,618,856). In addition, the Company was required to provide a security deposit for the loan received. As of June 30, 2017 and September 30, 2016, the deposit balances were \$5,370,009 and \$4,941,726, respectively, and included in the security deposits. Interest of \$1,224,244 and \$652,422 for the three months ended June 30, 2017 and 2016, and interest of \$3,537,430 and \$1,305,307 for the nine months ended June 30, 2017 and 2016, respectively, were capitalized in to the development cost of Liangzhou road project. The combined loan repayment schedule assuming total loan proceeds are borrowed are listed below:

|                  | <b>Repayment in USD</b> | <b>Repayment in RMB</b> |
|------------------|-------------------------|-------------------------|
| 20-November-2017 | 6,027,171               | 40,860,000              |
| 20-April -2018   | 12,905,462              | 87,490,000              |
| 20-May-2018      | 6,131,902               | 41,570,000              |
| 20-November-2018 | 6,131,902               | 41,570,000              |
| 20-April-2019    | 12,905,462              | 87,490,000              |
| 20-May-2019      | 6,279,409               | 42,570,000              |
| 20-October-2019  | 12,905,462              | 87,490,000              |
| 29-November-2019 | 6,279,409               | 42,570,000              |
| 20-April-2020    | 12,909,887              | 87,520,000              |
| 20-October-2020  | 12,905,462              | 87,490,000              |
| 20-October-2021  | 12,909,887              | 87,520,000              |
| Total            | 108,291,415             | 734,140,000             |

(ii) On January 8, 2016, the Company signed a loan agreement with Hanzhong Municipal Housing Provident Fund Management Center ("Housing Fund") to borrow up to approximately \$11,800,628 (RMB 80,000,000) related to Oriental Garden related projects. The loan carries interest at 3.575% per year and is due in January 2019. The Company's major shareholder Mr. Xiaojun Zhu pledged his personal assets as collateral for the loan. As of June 30, 2017, the Company received all the proceeds from Housing Fund. The progress repayment is required based on certain sales milestones or a fixed repayment schedule starting in July 2018. The Housing Fund has rights to monitor the project's future cash flow. For the three months ended June 30, 2017 and 2016, total interest was

\$106,564 and \$112,429, respectively. For the nine months ended June 30, 2017 and 2016, total interest was \$316,226 and \$180,013, respectively. As of September 30, 2016, these projects were completed and the related interest was charged to expense. The full amount of loan has following repayment schedule:

|                                                | <b>Repayment in USD</b> | <b>Repayment in RMB</b> |
|------------------------------------------------|-------------------------|-------------------------|
| Earlier of July 2018 or 60% sales completed    | 2,950,156               | 20,000,000              |
| Earlier of October 2018 or 70% sales completed | 4,425,236               | 30,000,000              |
| Earlier of January 2019 or 75% sales completed | 4,425,236               | 30,000,000              |
| Total                                          | 11,800,628              | 80,000,000              |

**CHINA HGS REAL ESTATE, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****NOTE 4. OTHER LOANS (continued)**

In December 2016, the Company signed a loan agreement with Hantai District Urban Construction Investment Development Co., Ltd, a state owned Company, to borrow up to \$17,553,434 (RMB 119,000,000) for the development of Hanzhong City Liangzhou Road project. As of June 30, 2017, the Company received all the proceeds and repaid unused fund of \$39,949 (RMB 270,829) in current quarter. The loan carries interest at a fixed (iii) interest of 1.2% and is due on June 30, 2021. The Company pledged the assets of Liangzhou Road and related projects with carrying value of \$126,245,840 as collateral for the loan. Total financing costs of \$131,454 and \$Nil for the three months ended June 30, 2017 and 2016, and \$390,100 and \$Nil for the nine months ended June 30, 2017 and 2016, respectively, were capitalized in to the development cost of Hanzhong City Liangzhou Road project.

**NOTE 5. CUSTOMER DEPOSITS**

|                                                      | June 30,<br>2017 | September 30,<br>2016 |
|------------------------------------------------------|------------------|-----------------------|
| Customer deposits by real estate projects            |                  |                       |
| Mingzhu Garden (Mingzhu Nanyuan and Mingzhu Beiyuan) | \$ 10,111,095    | \$ 9,150,119          |
| Oriental Pearl Garden                                | 5,939,698        | 5,582,158             |
| Liangzhou road and related projects                  | 2,389,627        | 2,593,625             |
| Yangzhou Pearl Garden                                | 1,997,059        | 2,057,931             |
| Yangzhou Palace                                      | 7,990,380        | 8,093,647             |
| Total                                                | 28,427,859       | 27,477,480            |
| Less: Customer deposits - short-term                 | 26,038,232       | 16,790,208            |
| Customer deposits - long-term                        | \$ 2,389,627     | \$ 10,687,272         |

Customer deposits are typically 10%-20% of the unit price for those customers who purchase properties in cash and 30%-50% of the unit price for those customers who purchase properties with mortgages. Buyers with mortgage loans pay customer deposits. The banks provide the balance of the funding to the Company upon consummation of the sales. The banks hold the properties as collateral for customers' mortgage loans. If the customers default, the bank will repossess the collateral properties. Except during the Mortgage Loan Guarantee Period of approximately six to twelve months, the banks have no recourse to the Company for customers' defaults. As of June 30, 2017 and September 30, 2016, approximately \$1.2 million and \$1.5 million were guaranteed by the Company, respectively.

**NOTE 6. RELATED PARTY LOANS**

|                                 | As of<br>June 30,<br>2017 | September 30,<br>2016 |
|---------------------------------|---------------------------|-----------------------|
| Shareholder loan – USD loan (a) | \$1,810,000               | \$ 1,810,000          |
| Shareholder loan – RMB loan (b) | -                         | 899,523               |
| Total                           | \$1,810,000               | \$ 2,709,523          |

**CHINA HGS REAL ESTATE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 6. RELATED PARTY LOANS (continued)**

The Company has a one year loan agreement (“USD Loan Agreement”) with Mr. Xiaojun Zhu, the Chairman, CEO and major shareholder, pursuant to which the Company borrowed \$1,810,000 to make a capital injection into Shaanxi HGS, the Company’s subsidiary. The interest rate for the loan is 4% per annum and the loan matured on a. July 19, 2014. The Company entered into the amendments to the USD Loan Agreement to extend the term until July 31, 2018. The Company recorded interest of \$18,100 and \$54,300 for the three and nine months ended June 30, 2017 (2016 - \$18,100 and \$54,300). The accrued interest payable was \$145,205 and \$416,300 as of June 30, 2017 and September 30, 2016.

On December 31, 2013, Shaanxi Guangsha Investment and Development Group Co., Ltd. (the “Guangsha”) entered into a loan agreement with the Chairman (the “Shareholder RMB Loan Agreement”), pursuant to which Guangsha is able to borrow from Mr. Zhu on as needed basis in order to support the Company’s Liang Shan Road construction project development and the Company’s working capital needs. The Loan Agreement has a one-year term, and has b. been renewed upon maturity, with at an interest rate of 4.35% per year. The Company made net repayment of \$876,827 during the nine months ended June 30, 2017. The RMB loan balance as of June 30, 2017 and September 30, 2016 was \$Nil and \$899,523, respectively. The Company recorded interest of \$Nil and \$30,712 for the three and nine months ended June 30, 2017 (2016 - \$Nil and \$22,510), respectively, which is capitalized in the development cost of Liangzhou road project.

**NOTE 7. STOCK OPTIONS**

On August 22, 2015, the Company’s Board of Directors granted stock options to two new independent directors to repurchase up to an aggregate of 120,000 shares of the Company’s common stock (“2015 Stock Options”). The shares underlying the options become excisable during the following 36 months period at the end of each quarter. The exercise price of the options is \$1.89 per share. As of June 30, 2017 and September 30, 2016, 61.1% and 36.1% of the option awards have vested, respectively. The assumptions used in calculating the fair value of options granted using the Black-Scholes option pricing model are as follows:

**The assumptions used in calculating the fair value of options granted using the Black-Scholes option pricing model are as follows:**

**Options  
granted in  
August  
2015**

|                              |            |   |
|------------------------------|------------|---|
| Risk-free interest rate      | 0.95       | % |
| Expected life of the options | 3 year     |   |
| Expected volatility          | 143        | % |
| Expected dividend yield      | 0          | % |
| Fair value                   | \$ 178,800 |   |

The Company uses the Black-Scholes option-pricing model, which incorporates various assumptions including volatility, expected life and interest rates to determine fair value. The Company's expected volatility assumption is based on the historical volatility of Company's stock. The expected life assumption is primarily based on the simplified method due to the Company's limited option exercise behavior. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The following table summarizes the stock option activities of the Company:

**CHINA HGS REAL ESTATE, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****NOTE 7. STOCK OPTIONS (continued)**

|                                 | <b>Number of<br/>options</b> | <b>Weighted<br/>Average<br/>Exercise<br/>Price</b> | <b>Weighted<br/>Average<br/>Remaining<br/>Life in<br/>Years</b> | <b>Grant Date<br/>Fair Value</b> |
|---------------------------------|------------------------------|----------------------------------------------------|-----------------------------------------------------------------|----------------------------------|
| Outstanding, September 30, 2016 | 120,000                      | \$ 1.89                                            | 1.89                                                            | \$ 178,800                       |
| Granted                         | -                            | -                                                  | -                                                               | -                                |
| Forfeited                       | -                            | -                                                  | -                                                               | -                                |
| Exercised                       | -                            | -                                                  | -                                                               | -                                |
| Outstanding, June 30, 2017      | 120,000                      | \$ 1.89                                            | 1.14                                                            | \$ 178,800                       |
| Exercisable, June 30, 2017      | 73,333                       | \$ 1.89                                            | 1.14                                                            | \$ 109,267                       |

The Company recorded \$14,900 and \$44,700 stock-based compensation expense for the three and nine months ended June 30, 2017 (2016 - \$14,900 and \$44,700), respectively. Since the average share price for the three and nine months ended June 30, 2017 was below the exercise price of the above options, these options were anti-dilutive at June 30, 2017 and therefore would not be included in the diluted shares calculation.

**NOTE 8. TAXES****(A) Business sales tax**

The Company is subject to a 5% business sales tax on revenue. It is the Company's continuing practice to recognize the 5% business sales tax based on revenue as a cost of sales as the revenue is recognized. As of June 30, 2017, the Company had business sales tax payable of \$13,651,827 (September 30, 2016 - \$13,453,236), which is expected to be paid when the projects are completed and assessed by the local tax authority. In May of 2016, the Business Tax has been incorporated into Value Added Tax in China, which means there will be no more Business Tax and accordingly some business operations previously taxed in the name of Business Tax will be taxed in the manner of VAT thereafter. The Company is subject to 5% of VAT for its entire exiting real estate project based on the local tax authority's practice.

**(B) Corporate income taxes (“CIT”)**

The Company’s PRC subsidiaries and VIE are governed by the Income Tax Law of the People’s Republic of China concerning the privately run enterprises, which are generally subject to income tax at a statutory rate of 25% on income reported in the statutory financial statements after appropriate tax adjustments.

However, as approved by the local tax authority of Hanzhong City, the Company’s CIT was assessed annually at a pre-determined fixed rate as an incentive to stimulate the local economy and encourage entrepreneurship. The local income tax rate in Hanzhong is 2.5% and in Yang County is 1.25% on revenue. For the three and nine months ended June 30, 2017 the Company’s income taxes were \$306,406 and \$804,928 (2016 - \$310,548 and \$612,846), respectively.

Although the possibility exists for reinterpretation of the application of the tax regulations by higher tax authorities in the PRC, potentially overturning the decision made by the local tax authority, the Company has not experienced any reevaluation of the income taxes for prior years. The PRC tax rules are different from the local tax rules and the Company is required to comply with local tax rules. The difference between the two tax rules will not be a liability of the Company. There will be no further tax payments for the difference.

**CHINA HGS REAL ESTATE, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****NOTE 8. TAXES (continued)**

Income tax expense for the three and nine months ended June 30, 2017 and 2016 is summarized as follows:

|                        | Three months ended<br>June 30, |           | Nine months ended<br>June 30, |           |
|------------------------|--------------------------------|-----------|-------------------------------|-----------|
|                        | 2017                           | 2016      | 2017                          | 2016      |
| Current tax provision  | \$219,935                      | \$81,316  | \$718,457                     | \$228,996 |
| Deferred tax provision | 86,471                         | 229,232   | 86,471                        | 383,850   |
| Income tax provision   | \$306,406                      | \$310,548 | \$804,928                     | \$612,846 |

The parent Company China HGS Real Estate Inc. is incorporated in the United States. Net operating loss carry forwards for United States income tax purposes approximated to \$632,160 and \$533,160 as of June 30, 2017 and September 30, 2016, respectively, which are available to reduce future years' taxable income. These carry forwards will expire in 2035. Management doesn't expect to remit any of its net income back to the United States in the foreseeable future. Accordingly, the Company recorded a full valuation allowance as of June 30, 2017 and September 30, 2016. The components of deferred taxes as of June 30, 2017 and September 30, 2016 consist of the following:

|                                                                              | June 30,<br>2017 | September 30,<br>2016 |
|------------------------------------------------------------------------------|------------------|-----------------------|
| Deferred tax assets:                                                         |                  |                       |
| Deferred tax asset from net operating loss carry-forwards for parent company | \$214,934        | \$ 181,274            |
| Valuation allowance                                                          | (214,934 )       | (181,274 )            |
| Deferred tax asset - net                                                     | \$-              | \$ -                  |
| Deferred tax liability:                                                      |                  |                       |
| Revenue recognized based on percentage of completion                         | \$5,113,166      | \$ 5,107,087          |
| Deferred tax liability – long term                                           | \$5,113,166      | \$ 5,107,087          |

**Movement of valuation allowance:**

|                          | June 30,<br>2017 | September 30,<br>2016 |
|--------------------------|------------------|-----------------------|
| Beginning Balance        | \$181,274        | \$ 136,394            |
| Current period additions | 33,660           | 44,880                |
| Ending Balance           | \$214,934        | \$ 181,274            |

The valuation allowance increased \$11,220 and \$33,660 for the three and nine months ended June 30, 2017 (2016 -\$11,220 and \$33,660), respectively.

**CHINA HGS REAL ESTATE, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****NOTE 8. TAXES (continued)****(C) Land Appreciation Tax (“LAT”)**

Since January 1, 1994, LAT has been applicable at progressive tax rates ranging from 30% to 60% on the appreciation of land values, with an exemption provided for the sales of ordinary residential properties if the appreciation values do not exceed certain thresholds specified in the relevant tax laws. However, the Company’s local tax authority in Hanzhong City has not imposed the regulation on real estate companies in its area of administration. Instead, the local tax authority has levied the LAT at the rate of 0.5% in Yang County and 1.0% in Hanzhong against total cash receipts from sales of real estate properties, rather than according to the progressive rates. As at June 30, 2017, the outstanding LAT payable was \$1,337,328 with respect to completed real estate properties sold up to June 30, 2017. As at September 30, 2016, the outstanding LAT payable balance was \$1,049,401 with respect to completed real estate properties sold up to September 30, 2016.

**(D) Taxes payable consisted of the following:**

|                      | June 30,<br>2017 | September<br>30,<br>2016 |
|----------------------|------------------|--------------------------|
| CIT                  | \$703,941        | \$677,734                |
| Business tax         | 13,651,827       | 13,453,236               |
| Other taxes and fees | 1,826,235        | 1,712,845                |
| Total taxes payable  | \$16,182,003     | \$15,843,815             |

**NOTE 9. COMMITMENTS AND CONTINGENCY**

From time to time, the Company is a party to various legal actions arising in the ordinary course of business. The Company accrues costs associated with these matters when they become probable and the amount can be reasonably

estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred. The Company's management does not expect any liability from the disposition of such claims and litigation individually or in the aggregate would have a material adverse impact on the Company's consolidated financial position, results of operations and cash flows.

As an industry practice, the Company provides guarantees to PRC banks with respect to loans procured by the purchasers of the Company's real estate properties for the total mortgage loan amount until the completion of obtaining the "Certificate of Ownership" of the properties from the government, which generally takes six to twelve months. Because the banks provide loan proceeds without getting the "Certificate of Ownership" as loan collateral during this six to twelve months' period, the mortgage banks require the Company to maintain, as restricted cash, 5% to 10% of the mortgage proceeds as security for the Company's obligations under such guarantees. If a purchaser defaults on its payment obligations, the mortgage bank may deduct the delinquent mortgage payment from the security deposit and require the Company to pay the excess amount if the delinquent mortgage payments exceed the security deposit. The Company has made necessary reserves in its restricted cash account to cover any potential mortgage defaults as required by the mortgage lenders. The Company has not experienced any losses related to this guarantee and believes that such reserves are sufficient. As of June 30, 2017 and September 30, 2016, the amount of security deposit provided for these guarantees was approximately \$1.2 million and \$1.5 million respectively.

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

*The following discussion and analysis of financial condition and results of operations relates to the operations and financial condition reported in the unaudited condensed consolidated financial statements of China HGS Real Estate, Inc. for the three and nine months ended June 30, 2017 and 2016 and should be read in conjunction with such financial statements and related notes included in this report.*

*As used in this report, the terms "Company," "we," "our," "us" and "HGS" refer to China HGS Real Estate, Inc. and its subsidiaries.*

### *Preliminary Note Regarding Forward-Looking Statements.*

*We make forward-looking statements in Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report based on the beliefs and assumptions of our management and on information currently available to us. Forward-looking statements include information about our possible or assumed future results of operations which follow under the headings "Business Overview," "Liquidity and Capital Resources," and other statements throughout this report preceded by, followed by or that include the words "believes," "expects," "anticipates," "intends," "plans," "estimates" or similar expressions.*

*Forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from those expressed in these forward-looking statements, including the risks and uncertainties described below and other factors we describe from time to time in our periodic filings with the U.S. Securities and Exchange Commission (the "SEC"). We therefore caution you not to rely unduly on any forward-looking statements. The forward-looking statements in this report speak only as of the date of this report, and we undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise. These forward-looking statements include, among other things, statements relating to:*

- our ability to sustain our project development
- our ability to obtain additional land use rights at favorable prices;
- the market for real estate in Tier 3 and 4 cities and counties;

our ability to obtain additional capital in future years to fund our planned expansion; or

economic, political, regulatory, legal and foreign exchange risks associated with our operations.

## **Business Overview**

We conduct substantially all of our business through Shaanxi Guangsha Investment and Development Group Co., Ltd, in Hanzhong, Shaanxi Province. Since the initiation of our business, we have been focused on expanding our business in certain Tier 3 and Tier 4 cities and counties in China.

For the first nine months ended June 30, 2017, our sales, gross profit and net income were \$35,726,739, \$7,035,769 and \$3,160,018, respectively, representing an approximate 41.7% increase in sales but 11.4% and 38.9% decrease in gross profit and net income as compared to nine months ended June 30, 2016, respectively. The increase in sales was mainly resulted from more gross floor area (“GFA”) sold during the nine months ended June 30, 2017. The decrease in gross profit and net income was mainly resulted from lower margin residential units sold during the nine months ended June 30, 2017.

The Company uses the percentage of completion method to account for real estate sales residential projects with construction periods from 18 to 24 months. For the nine months ended June 30, 2017, we started to recognize revenue under the percentage of completion method for Yangzhou Palace real estate Project because the real estate project under development have met the criteria for revenue recognition under the percentage of completion method as June 30, 2017. Total revenue recognized under the percentage of completion method for the nine months ended June 30, 2017 was \$6,917,686 (2016- \$15,353,987), representing 19.4% (2016 – 60.9%) of total revenue for the period, with related costs of these real estate sales was \$6,395,242 (2016 - \$8,709,207), representing 22.8% (2016 – 56.1%) of the real estate costs in the period. The gross profit before sales tax from the percentage of completion method was \$522,444 (2016 - \$6,644,780), representing 6.8 % (2016 – 68.6%) of the total gross profit for the period.

For the nine months ended June 30, 2017, the average selling price (“ASP”) for our real estate projects (excluding sales of parking spaces) located in Yang County was approximately \$441.8 per square meter, an increase of 28.0% from the ASP of \$345.1 per square meter for the nine months ended June 30, 2016. The increase in ASP was mainly due to the fact that we started to sell Yangzhou Palace project during the nine months ended June 30, 2017 and average ASP for Yangzhou Palace project is generally 28-30% higher than the average ASP of Yangzhou Mingzhu Project. The ASP of our Hanzhong completed real estate projects (excluding sales of parking spaces) was approximately \$553.0 per square meter, consistently from the ASP of \$568.7 per square meter for the nine months ended June 30, 2016.

## Market Outlook

Based on recent market condition, we anticipate that the macro-economic backdrop will continue to be uncertain in 2017 with unrelenting downside pressure, while the overall inventory level of properties will remain high. The central government will continue to adopt policies aimed to ensure stability, economic growth and improved employment. The details of implementation by local government will vary among different PRC cities.

In 2017, the Company expects to launch the Liangzhou Road related projects. The new projects will comprise of residential for end-users and upgraders, shopping malls as well as serviced apartments and offices to satisfy different market demands. Our customers continue to experience growth of their disposable income. With a lower housing price to family disposable income ratio and an increasing urbanization level, there is a growing demand for high quality residential housing. From this perspective, the Company is positive about the outlook for the local real estate market in a long term. In the meantime, the Company is diversifying its revenue and developing more commercial and municipal projects.

We intend to remain focused on our existing construction projects in Hanzhong City and Yang County, deepening our institutional sales network, enhancing our cost and operational synergies and improving cash flows and strengthening our balance sheet. In this respect, we began the construction of the following large high rise residential projects in Hanzhong City and Yang County:

***Liangzhou road and related projects***

In September 2013, the Company entered into an agreement (“Liangzhou Agreement”) with the Hanzhong local government on the Liangzhou Road reformation and expansion project (Liangzhou Road Project”). Pursuant to the agreement, the Company is contracted to reform and expand the Liangzhou Road, a commercial street in downtown Hanzhong City, with a total length of 2,080 meters and width of 30 meters and to resettle the existing residences in the Liangzhou road area. The government’s original road construction budget was approximately \$33 million in accordance with the Liangzhou Agreement. The Company, in return, is being compensated by the local government to have an exclusive right on acquiring at least 394.5 Mu land use rights in a specified location of Hanzhong City. The Liangzhou Road Project’s road construction started at the end of 2013. In 2014, the original scope and budget on the Liangzhou road reformation and expansion project was extended, because the local government included more area and resettlement residences into the project, which resulted in additional investments from the Company. In return, the Company is authorized by the local government to develop and manage the commercial and residential properties surrounding the Liangzhou Road project. As of June 30, 2017, the main Liangzhou road construction is substantially completed and is expected to be approved by the local government in December 2017. The Company’s development cost incurred on Liangzhou Road Project is treated as the Company’s deposit on purchasing the related land use rights, as agreed by the local government.

As of June 30, 2017, the actual costs incurred by the Company was \$126,245,591 (September 30, 2016 - \$117,226,429) and the incremental cost related to residence resettlement was approved by the local government. The Company determined that the Company's Investment in Liangzhou Road Project in exchange for interests in future land use rights is a barter transaction with commercial substance.

The Liangzhou road related projects mainly consists Oriental Garden Phase II, Liangzhou Mansion and Pearl Commercial Plaza surrounding the Liangzhou road area. The Company plans to start these three real estate projects in second half of 2017 when the local government expects to complete the reallocation of the existing residence in the Liangzhou road area

### ***Oriental Pearl Garden Phase II***

Oriental Garden Phase II project is planned to consist of 8 high-rise residential buildings and 6 commercial buildings with total planned GFA of 370,298 square meters. The project will also include a farmer's market.

### ***Liangzhou Mansion***

Liangzhou Mansion project is planned to consist of 7 high-rise building and commercial shops on the first floor with total planned GFA of 160,000 square meters.

### ***Pearl Commercial Plaza***

Pearl Commercial Plaza is planned to consist one office building, one service apartment (or hotel), classical architecture style of Chinese traditional houses and shopping malls with total planned GFA of 124,191 square meters

### ***Other projects***

### ***Yangzhou Palace***

The Company is currently constructing 9 high-rise residential buildings and 16 sub-high-rise residential and multi-layer residential buildings with total GFA of 297,450 square meters in Yangzhou Palace located in Yang County. The construction started in the fourth quarter of fiscal 2013 and is expected to be completed by the end of 2017. The Company has obtained pre-sale license in September 2016. During the quarter ended June 30, 2017, the Company already started to sell Yangzhou Palace to customers and recognized \$6,917,686 revenue under the percentage of completion method.

### ***Road Construction***

Other road construction projects mainly included a Yangzhou East 2nd Ring Road construction project. The Company was engaged by Yang County local government to construct East 2nd Ring Road with total length of 2.15 km and budgeted price approximately of \$24.8 million (or RMB 168 million) approved by local Yang County government in March 2014. The local government is required to repay the Company's project investment within 3-4 years with interest based on the commercial borrowing rate with the similar term published by China Construction Bank. The local government also was allowed to refund the Company by reducing local surcharges or taxes otherwise required in the real estate development. As of June 30, 2017 and September 30, 2016, the actual costs incurred by the Company were \$2,352,159 and \$2,390,633, respectively, which was included in real estate property under development on the unaudited condensed consolidated balance sheets. The local government is in the process of acceptance and assessment process. The Company is expected to deliver these two road construction projects to local government in December 2017.

In September 2012, the Company was approved by the Hanzhong local government to construct four municipal roads with a total length of approximately 1,192 meters. The project was deferred and then restarted during the quarter ended March 31, 2014. As of June 30, 2017, the local government was still in the process of planning and assessing the scope and budget for these projects. We expect these initiatives will help us during this difficult period and better position us to capitalize on opportunities from a future market upturn.

### Summary of real estate projects completion status

|                                                                  | <b>Actual (estimated)<br/>Completion time of<br/>construction</b>                                              | <b>Estimated time to sell<br/>of<br/>the property</b> |
|------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|
| <b>Development completed</b>                                     |                                                                                                                |                                                       |
| Hanzhong City Mingzhu Garden (Mingzhu Nanyuan & Mingzhu Beiyuan) | Majority was completed during the third quarter of fiscal 2012                                                 | 2017                                                  |
| Hanzhong City Nan Dajie (Mingzhu Xinju)                          | Phase one completed in 2010 and Phase two completed in 2011                                                    | 2017                                                  |
| Hanzhong City Mingzhu Garden Phase II                            | Completed by Fiscal 2015                                                                                       | 2017                                                  |
| Hanzhong City Oriental Pearl Garden                              | Completed by Fiscal 2016                                                                                       | 2017                                                  |
| Yang County Yangzhou Pearl Garden Phase II                       | Completed by Fiscal 2015                                                                                       | 2017                                                  |
| Yang County Yangzhou Pearl Garden                                | Majority completed in 2011 and 2012                                                                            | 2017                                                  |
| <b>Under development:</b>                                        |                                                                                                                |                                                       |
| Yang County Yangzhou Palace                                      | <b>Estimated Completion time of construction</b>                                                               |                                                       |
| Hanzhong City Shijin Project                                     | To be completed in 2017                                                                                        |                                                       |
| Hanzhong City Hanfeng Beiyuan East Road                          | Under planning stage                                                                                           |                                                       |
| Hanzhong City Liangzhou Road and related projects                | To deliver the road to government in 2017                                                                      |                                                       |
| Hanzhong City Beidajie project                                   | The road construction to be completed in 2017, the related projects will be completed in 2018 and later years. |                                                       |
| Yangzhou East 2 <sup>nd</sup> Ring Road                          | Under planning stage                                                                                           |                                                       |
|                                                                  | To be completed in 2017                                                                                        |                                                       |

We expect these initiatives will help us during this difficult period and better position us to capitalize on opportunities from a future market upturn.

### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these condensed consolidated financial statements requires us to make estimates and judgments that affect our reported assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We evaluate our estimates on an on-going basis and use them on historical experience and various other assumptions that are believed to be reasonable under the circumstances as the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates because of different assumptions or conditions.

We believe the following critical accounting policies affect our significant estimates and judgments used in the preparation of our condensed consolidated financial statements. These policies should be read in conjunction with Note 2 of the notes to unaudited condensed consolidated financial statements.

### **Revenue recognition**

#### **Percentage of Completion method**

Real estate sales for the long term real estate projects are recognized under percentage completion method in accordance with the provisions of ASC 360-20-40D “Sale of Condominium Units”. Revenue and profit from the sales of long term development properties is recognized by the percentage of completion method on the sale of individual units when all the following criteria are met:

- a. Construction is beyond a preliminary stage.
- b. The buyer is committed to the extent of being unable to require a refund except for non-delivery of the unit or interest.
- c. Sufficient units have already been sold to assure that the entire property will not revert to rental property.
- d. Sales prices are collectible.
- e. Aggregate sales proceeds and costs can be reasonably estimated.

If any of the above criteria is not met, proceeds shall be accounted for as deposits until the criteria are met.

Under the percentage of completion method, revenues from condominium units sold and related costs are recognized over the course of the construction period, based on the completion progress of a project. In relation to any project, revenue is determined by calculating the ratio of incurred costs, including land use rights costs and construction costs, to total estimated costs and applying that ratio to the contracted sales amounts. Cost of sales is recognized by determining the ratio of contracted sales during the period to total estimated sales value, and applying that ratio to the incurred costs. Current period amounts are calculated based on the difference between the life-to-date project totals and the previously recognized amounts.

Revenue recognized to date in excess of amounts received from customers is classified as current assets under cost and earnings in excess of billings. Amounts received from customers in excess of revenue recognized to date are classified as current liabilities under billings in excess of cost and earnings.

Any changes in significant judgments and/or estimates used in determining construction and development revenue could significantly change the timing or amount of construction and development revenue recognized. Changes in total estimated project costs or losses, if any, are recognized in the period in which they are determined.

#### **Full accrual method**

Revenue from the sales of short term development properties, where the construction period is expected to 18 months or less is recognized by the full accrual method at the time of the closing of an individual unit sale. This occurs when title to or possession of the property is transferred to the buyer. A sale is not considered consummated until (a) the parties are bound by the terms of a contract, (b) all consideration has been exchanged, (c) any permanent financing for which the seller is responsible has been arranged, (d) all conditions precedent to closing have been performed, (e) the seller does not have substantial continuing involvement with the property, and (f) the usual risks and rewards of ownership have been transferred to the buyer. Further, the buyer's initial and continuing investment is adequate to demonstrate a commitment to pay for the property.

The Company provides “mortgage loan guarantees” only with respect to buyers who make down-payments of 30%-50% of the total purchase price of the property. The period of the mortgage loan guarantee begins on the date the bank approves the buyer’s mortgage and we receives the loan proceeds in our bank account and ends on the date the “Certificate of Ownership” evidencing that title to the property has been transferred to the buyer. The procedures to obtain the Certificate of Ownership take six to twelve months (the “Mortgage Loan Guarantee Period”). If, after investigation of the buyer’s income and other relevant factors, the bank decides not to grant the mortgage loan, our mortgage-loan based sales contract terminates and there will be no guarantee obligation. If, during the Mortgage Loan Guarantee Period, the buyer defaults on his or her monthly mortgage payment for three consecutive months, we are required to return the loan proceeds back to the bank, although we have the right to keep the customer's deposit and resell the property to a third party. Once the Certificate of Property has been issued by the relevant government authority, our loan guarantee terminates. If the buyer then defaults on his or her mortgage loan, the bank has the right to take the property back and sell it and use the proceeds to pay off the loan. The Company is not liable for any shortfall that the bank may incur in this event. To date, no buyer has defaulted on his or her mortgage payments during the Mortgage Loan Guarantee Period and the Company has not returned any loan proceeds pursuant to its mortgage loan guarantees.

For municipal road construction projects, fees are generally recognized by the full accrual method at the time of the projects are completed.

### **Use of estimates**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes, and disclosure of contingent liabilities at the date of the consolidated financial statements. Estimates are used for, but not limited to, the assumptions and estimates used by management in recognizing development revenue under the percentage of completion method, the useful lives of property and equipment, provision necessary for contingent liabilities, fair values, revenue recognition, income taxes, budgeted costs, share-based compensation and other similar charges. Management believes that the estimates utilized in preparing its consolidated financial statements are reasonable and prudent. Actual results could differ from these estimates.

### **Real estate property development completed and under development**

Real estate property consists of finished residential unit sites, commercial offices and residential unit sites under development. The Company leases the land for the residential unit sites under land use right leases with various terms from the PRC government. The cost of land use rights is included in the development cost and allocated to each project. Real estate property development completed and real estate property under development are stated at the lower of cost or fair value.

Expenditures for land development, including cost of land use rights, deed tax, pre-development costs, and engineering costs, exclusive of depreciation, are capitalized and allocated to development projects by the specific identification method. Costs are allocated to specific units within a project based on the ratio of the sales area of units to the estimated total sales area of the project (or phase of the project) multiplied by the total cost of the project (or phase of the project).

Cost of amenities transferred to buyers is allocated to specific units as a component of total construction cost. The amenity cost includes landscaping, road paving, etc. Once the projects are completed, the amenities are under control of the property management companies.

Real estate property development completed and real estate property under development are reclassified on the balance sheet into current and non-current portions based on the estimated date of construction completion and sales. The real estate property development completed classification is based on the estimated date that each property is expected to be sold within the Company's normal operating cycle of the business and the Company's sales plan. Real estate property development completed is classified as a current asset if the property is expected to be sold within the normal operating cycle of the business. Otherwise, it is classified as a non-current asset. Real estate property under

development is classified as a current asset, if the property is reasonably expected to be completed within the Company's normal operating cycle of the business. Otherwise, it is classified as a non-current asset. The majority of real estate projects the Company has completed in the past were multi-layer or sub-high-rise real estate projects. The Company considers its normal operating cycle is 12 months.

In accordance with ASC 360, "Property, Plant and Equipment" ("ASC 360"), real estate property development completed and under development are subject to valuation adjustments when the carrying amount exceeds fair value. An impairment loss is recognized only if the carrying amount of the assets is not recoverable and exceeds fair value. The carrying amount is not recoverable if it exceeds the sum of the undiscounted cash flows expected to be generated by the assets.

**RESULTS OF OPERATIONS****Three Months Ended June 30, 2017 compared to Three Months Ended June 30, 2016****Revenues**

The following is a breakdown of revenue:

|                                                          | <b>For Three Months Ended<br/>June 30,</b> |               |
|----------------------------------------------------------|--------------------------------------------|---------------|
|                                                          | <b>2017</b>                                | <b>2016</b>   |
| Revenue recognized under full accrual method             | \$ 8,797,405                               | \$ 3,328,150  |
| Revenue recognized under percentage of completion method | 6,917,686                                  | 9,169,263     |
| Total                                                    | \$ 15,715,091                              | \$ 12,497,413 |

**Revenues recognized from completed projects**

The following table summarizes our revenue generated by different projects:

|                                                                   | <b>For Three Months Ended June 30,</b> |          |                |          | <b>Variance</b> |          |
|-------------------------------------------------------------------|----------------------------------------|----------|----------------|----------|-----------------|----------|
|                                                                   | <b>2017</b>                            |          | <b>2016</b>    |          | <b>Amount</b>   |          |
|                                                                   | <b>Revenue</b>                         | <b>%</b> | <b>Revenue</b> | <b>%</b> |                 | <b>%</b> |
| Mingzhu Garden (Mingzhu Nanyuan & Mingzhu Beiyuan) Phase I and II | \$ 5,074,950                           | 57.7 %   | \$ 3,177,130   | 95.5 %   | \$ 1,897,820    | 59.7 %   |
| Oriental Pearl Garden                                             | 3,722,455                              | 42.3 %   | -              | -        | 3,722,455       | 100.0 %  |
| Yangzhou Pearl Garden Phase I and II                              | -                                      | - %      | 151,020        | 4.5 %    | (151,020 )      | (100.0)% |
| Total Real Estate Sales before Sales Tax                          | 8,797,405                              | 100 %    | 3,328,150      | 100 %    | 5,469,255       | 164.3 %  |
| Sales Tax                                                         | (213,183 )                             |          | (232,370 )     |          | 19,187          | (8.3 )%  |
| Revenue net of sales tax                                          | \$ 8,584,222                           |          | \$ 3,095,780   |          | \$ 5,488,442    |          |

Our revenues are derived from the sale of residential buildings, commercial front-stores and parking space in projects that we have developed. Our Mingzhu Garden Phase I and Phase II, Yangzhou Pearl Garden Phase I and Phase II and Oriental Garden Phase I have all been completed in prior years, the related revenues have been included in revenue recognized from completed projects, which resulted in higher revenue reported for the three months ended June 30, 2017 as compared to the same comparative period of 2016. For the completed real estate properties, only limited models are available for customer selection. In order to promote the sales of the remaining units, we lowered our selling price during the quarter ended June 30, 2017, which led to more GFA sold during the quarter than in the same period of 2016.

Revenues before sales tax increased by 164.3% to approximately \$8.8 million for the three months ended June 30, 2017 from approximately \$3.3 million for the same period last year. The total GFA sold during the three months ended June 30, 2017 was 16,648 square meters, representing a 146.7% increase from 6,749 square meters completed and sold for the same period of last year.

Sales tax for the three months ended June 30, 2017 consisted of a business tax, 5% of the revenue, an urban construction tax, 7% of business tax, an education surcharge tax, 3% of business tax, and land appreciation tax. Land appreciation tax for the three months ended June 30, 2017 and 2016 was assessed at the rate of 0.5% of the customer deposits in Yang County and 1% of the customer deposits in Hanzhong. In May of 2016, the Business Tax has been incorporated into Value Added Tax in China, which means there will be no more Business Tax and accordingly some business operations previously taxed in the name of Business Tax will be taxed in the manner of VAT thereafter. The Company is subject to 5% of VAT for its entire exiting real estate project based on the local tax authority's practice. As our revenue is reported net of VAT, the Company does not expect the overall gross margin for the existing real estate properties will be reduced by the change from business tax to VAT. The sales tax for the three months ended June 30, 2017 decreased by 8.3% from the same period last year as a result of transformation to VAT policy.

#### Revenue recognized from projects under development

|                                                                 | For the three months ended June 30, 2017 |                                                                          |                                                   |                                                               |              |
|-----------------------------------------------------------------|------------------------------------------|--------------------------------------------------------------------------|---------------------------------------------------|---------------------------------------------------------------|--------------|
|                                                                 | Total GFA                                | Qualified Average Contract Sales Percentage of Completion <sup>(1)</sup> | Revenue Recognized under Percentage of Completion | Accumulated Revenue recognized under Percentage of completion |              |
| Real estate properties under development located in Yang County |                                          |                                                                          |                                                   |                                                               |              |
| Yangzhou Palace                                                 | 297,450                                  | 80 %                                                                     | \$ 12,409,226                                     | \$ 6,917,686                                                  | \$ 6,917,686 |

During the quarter ended June 30, 2017, we started to recognize revenue under the percentage of completion method for Yangzhou Palace real estate property. For Yangzhou Palace real estate property under development, total contract sales as of June 30, 2017 were \$12,670,466 (September 30, 2016 - \$Nil). Total GFA sold under contract sales as of June 30, 2017 was 27,202 square meters (September 30, 2016 - 0). The average unit price under contract sales was \$463.1 per square meters (September 30, 2016 - \$Nil). For the purpose of percentage of completion calculation, the qualified contract sales amount was approximately \$12,409,226 for the three months ended June 30, 2017 (September 30, 2016 - \$Nil).

| Total GFA | For the three months ended June 30, 2016                                       |                                                          |                                                           |
|-----------|--------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------|
|           | <b>Qualified Average Contract Sales Percentage of Completion<sup>(1)</sup></b> | <b>Revenue Recognized under Percentage of Completion</b> | <b>Accumulated Revenue recognized under Percentage of</b> |

|                                                     |         |      |              |              |               | completion |
|-----------------------------------------------------|---------|------|--------------|--------------|---------------|------------|
| Real estate properties under development located in |         |      |              |              |               |            |
| Hanzhong                                            |         |      |              |              |               |            |
| Oriental Garden                                     | 273,787 | 91 % | \$97,546,861 | \$ 9,169,263 | \$ 94,135,830 |            |

Percentage of completion is calculated by dividing total costs incurred by total estimated costs for the relevant (1) buildings in the each real estate building , estimated as of the time of preparation of our financial statements as of and for the year indicated.

(2) Qualified contract sales only include all contract sales with customer deposits balance as of June 30, 2017 and 2016 equal or greater than 30% of contract sales amount and related individual of buildings were sold over 20%.

(3) Qualified contract sales only include all contract sales with customer deposits balance as of June 30, 2017 and 2016 equal or greater than 30% of contract sales amount and related individual of buildings were sold over 20%.

For Oriental Garden real estate property under development, total contract sales as of June 30, 2016 were \$98,100,268. Total GFA sold under contract sales as of June 30, 2016 was 132,989 square meters. The average unit price under contract sales was \$733.5 per square meters. For the purpose of percentage of completion calculation, the qualified contract sales amount was approximately \$97,546,861 for the three months ended June 30, 2016.

### *Cost of Sales*

The following table sets forth a breakdown of our cost of sales:

|                   | For Three Months Ended June 30, |        |             |        |             |        |
|-------------------|---------------------------------|--------|-------------|--------|-------------|--------|
|                   | 2017                            |        | 2016        |        | Variance    |        |
|                   | Cost                            | %      | Cost        | %      | Amount      | %      |
| Land use rights   | \$1,089,876                     | 8.6 %  | \$688,081   | 8.4 %  | \$401,795   | 58.4 % |
| Construction cost | 11,606,217                      | 91.4 % | 7,495,381   | 91.6 % | 4,110,836   | 54.8 % |
| Total cost        | \$12,696,093                    | 100 %  | \$8,183,462 | 100 %  | \$4,512,631 | 55.1 % |

Our cost of sales consists of costs associated with land use rights and construction costs. Cost of sales are capitalized and allocated to development projects using the specific identification method. Costs are allocated to specific units within a project based on the ratio of the sales area of units to the estimated total sales area of the project (or phase of the project) times the total cost of the project (or phase of the project).

Cost of sales was approximately \$12.7 million for the three months ended June 30, 2017 compared to \$8.2 million for the three months ended June 30, 2016. The \$4.5 million increase in cost of sales was mainly attributable to the increase in total GFA sold during the quarter ended June 30, 2017 which led to increased revenue and cost of sales during this quarter.

*Land use rights cost:* The cost of land use rights includes the land premium we pay to acquire land use rights for our property development sites, plus taxes. Our land use rights cost varies for different projects according to the size and location of the site and the minimum land premium set for the site, all of which are influenced by government policies, as well as prevailing market conditions. Costs for land use rights for the three months ended June 30, 2017 were \$1.1 million, as compared to \$0.7 million for the three months ended June 30, 2016, representing an increase of \$0.4 million from the same quarter last year. The increase was consistent with the fact that total GFA sold in this quarter was higher than the same period of last year.

*Construction cost:* We outsource the construction of all of our projects to third party contractors, whom we select through a competitive tender process. Our construction contracts provide a fixed payment which covers substantially all labor, materials and equipment costs, subject to adjustments for some types of excess, such as design changes during construction or changes in government-suggested steel prices. Our construction costs consist primarily of the payments to our third-party contractors, which are paid over the construction period based on specified milestones. In addition, we purchase and supply a limited range of fittings and equipment, including elevators, window frames and door frames. Our construction costs for the three months ending June 30, 2017 were approximately \$11.6 million as compared to approximately \$7.5 million for the three months ended June 30, 2016, representing an increase of \$4.1 million. The increase in construction cost was due to increase in units sold during the quarter ended June 30, 2017.

The total cost of sales as a percentage of real estate sales before sales tax for the three months ended June 30, 2017 increased to 80.8% from 65.5% for the three months ended June 30, 2016, which was mainly attributable to more residential units with lower margin sold in current quarter.

**Gross Profit**

Gross profit was approximately \$2.8 million for the three months ended June 30, 2017 as compared to approximately \$3.5 million for the three months ended June 30, 2016, representing a decrease of \$0.7 million. The overall gross profit as a percentage of real estate sales before sales tax decreased to 17.9% during the three months ended June 30, 2017 from 27.7% for the same quarter last year, mainly due to more lower margin residential properties in Yangzhou real estate projects were sold during the three months ended June 30, 2017, instead of higher margin real estate project in Oriental Pearl Garden sold during the three months ended June 30, 2016. Since we just started to sell Yangzhou Palace project in the three months ended June 30, 2017, we lower selling price with limited margin of 7.6% to promote the sales in the rest of 2017.

The following table sets forth the gross margin of each of our projects:

|                                                                      | For Three Months Ended June 30,<br>2017 |                          | 2016          |                          |   |
|----------------------------------------------------------------------|-----------------------------------------|--------------------------|---------------|--------------------------|---|
|                                                                      | Gross Profit                            | Percentage<br>of Revenue | Gross Profit  | Percentage<br>of Revenue |   |
| Mingzhu Garden (Mingzhu Nanyuan & Mingzhu Beiyuan)<br>Phase I and II | \$ 1,480,235                            | 29.2                     | % \$ 907,188  | 28.6                     | % |
| Oriental Garden                                                      | 1,016,319                               | 27.3                     | % 3,380,237   | 36.9                     | % |
| Yangzhou Pearl Garden Phase I and II                                 | -                                       | -                        | 26,526        | 17.6                     | % |
| Yangzhou Palace                                                      | 522,444                                 | 7.6                      | % -           |                          |   |
| Sales Tax                                                            | (213,183 )                              |                          | (847,938 )    |                          |   |
| Total Gross Profit                                                   | 2,805,815                               | 17.9                     | % 3,466,013   | 27.7                     | % |
| Total Real Estate Sales before Sales Tax                             | \$ 15,715,091                           |                          | \$ 12,497,413 |                          |   |

**Operating Expenses**

Total operating expenses increased by 17.2% to \$0.8 million for the three months ended June 30, 2017 from \$0.7 million for the three months ended June 30, 2016 as a result of an increase in selling expense of \$0.08 million primarily attributed to more sales commission paid to the sales representatives to promote the sales of our residential units. Our general and administrative expense maintained at the same level of \$0.65 million and \$ 0.61 million for three months ended June 30, 2017 and 2016, respectively. Our total operating expenses accounted for 5.1% and 5.5% of our real estate sales before sales taxes for the three months ended June 30, 2017 and 2016, respectively.

**For Three Months Ended  
June 30,  
2017                      2016**

|                                                  |            |   |            |   |
|--------------------------------------------------|------------|---|------------|---|
| Selling expenses                                 | \$ 147,082 |   | \$ 71,959  |   |
| General and administrative expenses              | 651,773    |   | 609,428    |   |
| Total operating expenses                         | \$ 789,855 |   | \$ 681,387 |   |
| Percentage of Real Estate Sales before Sales Tax | 5.1        | % | 5.5        | % |

***Income Taxes***

***U.S. Taxes***

China HGS is a Florida corporation. However, all of our operations are conducted solely by our subsidiaries in the PRC. No income is earned in the United States and we do not repatriate any earnings outside the PRC. As a result, we did not generate any U.S. taxable income for the three months ended June 30, 2017 and 2016.

### ***PRC Taxes***

The Company is governed by the Income Tax Law of the People's Republic of China concerning private-run enterprises, which are generally subject to tax at a statutory rate of 25% on income reported in the statutory financial statements after appropriate tax adjustments.

However, the local tax authority of Hanzhong City has the power to assess corporate taxes annually on local enterprises at a pre-determined fixed rate as an incentive to stimulate the local economy and encourage entrepreneurship. The tax authority assessed us for income taxes at the rate of 1.25% on revenue in Yang County and 2.5% on our revenue in Hanzhong City, instead of statutory rate of 25% on the income before income tax. Income tax provision for the three months ended June 30, 2017 were \$306,406 compared to \$310,548 for the three months ended June 30, 2016.

Although the possibility exists for reinterpretation of the application of the tax regulations by higher tax authorities in the PRC, potentially overturning the decision made by the local tax authority, the Company has not experienced any reevaluation of the income taxes for prior years. Management believes that the possibility of any reevaluation of income taxes is remote based on the fact that the Company has obtained the written tax clearance from the local tax authority. Thus, no additional taxes payable has been recorded for the difference between the taxes due based on taxable income calculated according to statutory taxable income method and the taxes due based on the fixed rate method. It is the Company's policy that if such reevaluation of income taxes becomes probable and the amount of additional taxes due can be reasonably estimated, additional taxes shall be recorded in the period in which the amount can be reasonably estimated and shall not be charged retroactively to an earlier period.

### ***Net Income***

We reported net income of \$1,574,804 for the three months ended June 30, 2017, as compared to net income of \$2,444,161 for the three months ended June 30, 2016. The decrease of approximately \$0.9 million in our net income was primarily due to higher costs of sales, lower gross profit and increased selling and general and administrative expense as discussed above under Revenues and Gross Profit.

### ***Other Comprehensive Income (loss) ("OCI")***

We operate primarily in the PRC and the functional currency of our operating subsidiary is the Chinese Renminbi (“RMB”). RMB is not freely convertible into foreign currency and all foreign exchange transactions must take place through authorized institutions. No representation is made that RMB amounts could have been, or could be, converted into USD at the rates used in translation.

Translation adjustments resulting from this process amounted to an increase in OCI of \$2.38 million for the three months ended June 30, 2017 and a deduction of OCI of \$4.75 million for the three months ended March 31, 2016, respectively, due to the significant depreciation of RMB. The balance sheet amounts with the exception of equity at June 30, 2017 were translated at 6.7793 RMB to 1.00 USD as compared to 6.6702 RMB to 1.00 USD at September 30, 2016, RMB has depreciated 1.6% against the U.S. dollar from September 30, 2016 to June 30, 2017. The equity accounts were stated at their historical rate. The average translation rates applied to the income statements accounts for the periods ended June 30, 2017 and 2016 were 6.8585 RMB and 6.4875 RMB, respectively. RMB has depreciated 5.7% against the U.S. dollar from June 30, 2016 to June 30, 2017. As a result, our financial statements reported more translation gain in 2017.

**Nine Months Ended June 30, 2017 compared to Nine Months Ended June 30, 2016****Revenues**

The following is a breakdown of revenue:

|                                                          | <b>For Nine Months Ended<br/>June 30,</b> |              |
|----------------------------------------------------------|-------------------------------------------|--------------|
|                                                          | <b>2017</b>                               | <b>2016</b>  |
| Revenue recognized under full accrual method             | \$28,809,053                              | \$9,851,892  |
| Revenue recognized under percentage of completion method | 6,917,686                                 | 15,353,987   |
| Total                                                    | \$35,726,739                              | \$25,205,879 |

**Revenues recognized under full accrual method**

The following table summarizes our revenue generated by different projects:

|                                                                         | <b>For Nine Months Ended June 30,</b> |          |                |          | <b>Variance</b> |          |
|-------------------------------------------------------------------------|---------------------------------------|----------|----------------|----------|-----------------|----------|
|                                                                         | <b>2017</b>                           |          | <b>2016</b>    |          | <b>Amount</b>   |          |
|                                                                         | <b>Revenue</b>                        | <b>%</b> | <b>Revenue</b> | <b>%</b> |                 | <b>%</b> |
| Mingzhu Garden (Mingzhu Nanyuan & Mingzhu Beiyuan) Phase I and Phase II | \$13,434,333                          | 46.6 %   | \$8,467,820    | 86.0 %   | \$4,966,513     | 58.7 %   |
| Yangzhou Pearl Garden Phase I and Phase II                              | 141,545                               | 0.5 %    | 1,384,072      | 14.0 %   | (1,242,527 )    | (89.8 )% |
| Oriental Garden                                                         | 15,233,175                            | 52.9 %   | -              | -        | 15,233,175      | 100.0 %  |
| Total Real Estate Sales before Sales Tax                                | 28,809,053                            | 100 %    | 9,851,892      | 100 %    | 18,957,161      | 192.4 %  |
| Sales Tax                                                               | (679,221 )                            |          | (615,889 )     |          | (63,332 )       | 10.3 %   |
| Revenue net of sales tax                                                | \$28,129,832                          |          | \$9,236,003    |          | \$18,893,829    |          |

Our revenues are derived from the sale of residential buildings, commercial front-stores and parking space in projects that we have developed. Our Mingzhu Garden Phase I and Phase II, Yangzhou Pearl Garden Phase I and Phase II and Oriental Garden Phase I have all been completed in prior years, the related revenues have been included in revenue recognized from completed projects, which resulted in higher revenue reported for the nine months ended June 30,

2017 as compared to the same comparative period of 2016. Our sales of completed real estate projects increased by approximately \$18.9 million or 192.4% from the sales of \$9.9 million in the same period of last year to approximately \$28.8 million for the nine months ended June 30, 2017. The total GFA sold during the nine months ended June 30, 2017 was 56,212 square meters. The total GFA sold during the nine months ended June 30, 2016 was 19,324 square meters. For the completed real estate properties, we only limited models are available for customer selection. In order to promote the sales of the remaining units, we lowered our selling price during the nine months ended June 30, 2017, which led to more GFA sold during the nine months ended June 30, 2017 than in the same period of 2016.

Sales tax for the nine months ended June 30, 2017 and 2016 consisted of a business tax, 5% of the revenue, an urban construction tax, 7% of business tax, an education surcharge tax, 3% of business tax, and land appreciation tax. Land appreciation tax for the six months ended June 30, 2017 and 2016 was assessed at the rate of 0.5% of the customer deposits in Yang County and 1% of the customer deposits in Hanzhong. The sales tax for the nine months ended June 30, 2017 slightly increased by 10.3% from the same period of last year due the transformation to VAT policy.

**Revenue recognized under percentage completion method**

For the nine months ended June 30, 2017

|                                                                        | Total GFA | Average<br>Percentage of<br>Completion | Qualified<br>Contract<br>Sales <sup>(1)</sup> | Revenue<br>Recognized<br>under<br>Percentage of<br>Completion | Accumulated<br>Revenue<br>recognized<br>under<br>Percentage of<br>completion |
|------------------------------------------------------------------------|-----------|----------------------------------------|-----------------------------------------------|---------------------------------------------------------------|------------------------------------------------------------------------------|
| <b>Real estate properties under development located in Yang County</b> |           |                                        |                                               |                                                               |                                                                              |
| Yangzhou Palace                                                        | 297,450   | 80%                                    | \$12,409,226                                  | \$ 6,917,686                                                  | \$ 6,917,686                                                                 |

For the nine months ended June 30, 2016

|                                                                     | Total<br>GFA | Average<br>Percentage of<br>Completion | Qualified<br>Contract<br>Sales <sup>(1)</sup> | Revenue<br>Recognized<br>under<br>Percentage of<br>Completion | Accumulated<br>Revenue<br>recognized<br>under<br>Percentage of<br>completion |
|---------------------------------------------------------------------|--------------|----------------------------------------|-----------------------------------------------|---------------------------------------------------------------|------------------------------------------------------------------------------|
| <b>Real estate properties under development located in Hanzhong</b> |              |                                        |                                               |                                                               |                                                                              |
| Oriental Garden                                                     | 273,787      | 91%                                    | \$97,546,861                                  | \$ 15,353,987                                                 | \$ 94,135,830                                                                |

Percentage of Completion is calculated by dividing total costs incurred by total estimated costs for the relevant (1) buildings in the each real estate building, estimated as of the time of preparation of our financial statements as of and for the year indicated.

(2) Qualified contract sales only include all contract sales with customer deposits balance as of June 30, 2017 and 2016 equal or greater than 30% of contract sales amount and related individual of buildings were sold over 20%.

During the quarter ended June 30, 2017, we started to recognize revenue under the percentage of completion method for Yangzhou Palace real estate property. For Yangzhou Palace real estate property under development, total contract sales as of June 30, 2017 were \$12,670,466 (September 30, 2016 - \$Nil). Total GFA sold under contract sales as of June 30, 2017 was 27,202 square meters (September 30, 2016 - Nil). The average unit price under contract sales was \$463.1 per square meters (September 30, 2016 - \$Nil). For the purpose of percentage of completion calculation, the qualified contract sales amount was approximately \$12,409,226 for the nine months ended June 30, 2017 (September 30, 2016 - \$Nil).

For nine months ended June 30, 2016, our revenue recognized under the percentage of completion method amounted to \$15,353,987. For Oriental Garden real estate property under development, total contract sales as of June 30, 2016 were \$98,100,268. Total GFA sold under contract sales as of June 30, 2016 was 132,989 square meters. The average unit price under contract sales was \$733.5 per square meters. For the purpose of percentage of completion calculation, the qualified contract sales amount was approximately \$97,546,861 for the nine months ended June 30, 2016.

*Cost of Sales*

The following table sets forth a breakdown of our cost of sales:

|                   | For Nine Months Ended June 30, |        |              |        |              |        |
|-------------------|--------------------------------|--------|--------------|--------|--------------|--------|
|                   | 2017                           |        | 2016         |        | Variance     |        |
|                   | Cost                           | %      | Cost         | %      | Amount       | %      |
| Land use rights   | \$2,082,648                    | 7.4 %  | \$1,213,547  | 7.8 %  | \$869,101    | 71.6 % |
| Construction cost | 25,929,101                     | 92.6 % | 14,306,824   | 92.2 % | 11,622,277   | 81.2 % |
| Total cost        | \$28,011,749                   | 100 %  | \$15,520,371 | 100 %  | \$12,491,378 | 80.5 % |

Our cost of sales consists of costs associated with land use rights and construction costs. Cost of sales are capitalized and allocated to development projects using the specific identification method. Costs are allocated to specific units within a project based on the ratio of the sales area of units to the estimated total sales area of the project (or phase of the project) times the total cost of the project (or phase of the project).

Cost of sales was approximately \$28.0 million for the nine months ended June 30, 2017 compared to \$15.5 million for the nine months ended June 30, 2016. The \$12.5 million increase in cost of sales was mainly attributable to the increase in total GFA sold during the nine months ended June 30, 2017, which led to increased revenue and cost of sales during this period.

*Land use rights cost:* The cost of land use rights includes the land premium we pay to acquire land use rights for our property development sites, plus taxes. Our land use rights cost varies for different projects according to the size and location of the site and the minimum land premium set for the site, all of which are influenced by government policies, as well as prevailing market conditions. Costs for land use rights for the nine months ended June 30, 2017 were approximately \$2.1 million, as compared to \$1.2 million for the nine months ended June 30, 2016, representing an increase of \$0.9 million from the same period last year. The increase was consistent with the fact that total GFA sold for the nine months ended June 30, 2017 was higher than the same period of 2016.

*Construction cost:* We outsource the construction of all of our projects to third party contractors, whom we select through a competitive tender process. Our construction contracts provide a fixed payment which covers substantially all labor, materials and equipment costs, subject to adjustments for some types of excess, such as design changes during construction or changes in government-suggested steel prices. Our construction costs consist primarily of the payments to our third-party contractors, which are paid over the construction period based on specified milestones. In addition, we purchase and supply a limited range of fittings and equipment, including elevators, window frames and

door frames. Our construction costs for the nine months ending June 30, 2017 were approximately \$25.9 million as compared to approximately \$14.3 million for the nine months ended June 30, 2016, representing an increase of \$11.6 million. The increase in construction cost was due to increase in units sold during the nine months ended June 30, 2017.

The total cost of sales as a percentage of real estate sales before sales tax for the nine months ended June 30, 2017 slightly increased to 78.4% from 61.6% for the nine months ended June 30, 2016, which was mainly attributable to the fact the Company sold more residential units with lower margin in 2017 as compared to more commercial units and parking lots were sold with higher margin in the same period of last year.

### ***Gross Profit***

Gross profit was approximately \$7.0 million for the nine months ended June 30, 2017 as compared to approximately \$7.9 million for the nine months ended June 30, 2016, representing a decrease of \$0.9 million, which was attributable to more lower margin residential units in Yangzhou Palace project were sold in nine months ended June 30, 2017 and less high margin commercial property sold during the nine months ended June 30, 2017. The overall gross profit as a percentage of real estate sales before sales tax decreased to 19.7% during the nine months ended June 30, 2017 from 31.5% for the same period last year, mainly due to the Company sold more parking space and certain commercial units with higher margin in the same period of last year. During the nine months ended June 30, 2017, all the revenue was from sales of residential properties, while 14.9% of revenue were from sales of commercial properties and parking lots in the same period of last year. Generally, the gross margins for sales of commercial properties ranged from 60% to 85% and the gross margins for sales of residential properties ranged from 30% to 35%. In addition, the Company just started to sell Yangzhou Palace project in April 2017, the Company adopted a lower selling price on the residential units with low margin of 7.6% in the Yangzhou Palace project to promote the sales in the rest of 2017. The overall decrease in gross profit margin for the nine months ended June 30, 2017 reflected the above factors.

The following table sets forth the gross margin of each of our projects:

|                                                    | For Nine Months Ended June 30,<br>2017 |                             |    | 2016         |                             |   |
|----------------------------------------------------|----------------------------------------|-----------------------------|----|--------------|-----------------------------|---|
|                                                    | Gross Profit                           | Percentage<br>of<br>Revenue |    | Gross Profit | Percentage<br>of<br>Revenue |   |
| Mingzhu Garden (Mingzhu Nanyuan & Mingzhu Beiyuan) | \$3,388,313                            | 25.2                        | %  | \$2,687,781  | 31.7                        | % |
| Oriental Garden                                    | 3,810,968                              | 25.0                        | %  | 6,644,780    | 43.3                        | % |
| Yangzhou Pearl Garden                              | (6,735 )                               | (4.8                        | )% | 352,947      | 25.5                        | % |
| Yangzhou Palace                                    | 522,444                                | 7.6                         | %  | -            | -                           |   |
| Sales Tax                                          | (679,221 )                             |                             |    | (1,741,251 ) |                             |   |
| Total Gross Profit                                 | 7,035,769                              | 19.7                        | %  | 7,944,257    | 31.5                        | % |
| Total Real Estate Sales before Sales Tax           | \$35,726,739                           |                             |    | \$25,205,879 |                             |   |

### *Operating Expenses*

Total operating expenses increased by 38.0% or \$743,575 to \$2,700,503 for the nine months ended June 30, 2017 from \$1,956,928 for the nine months ended June 30, 2016 as a result of an increase in selling expense of \$137,029 and a 36.3% increase in general and administration expenses of \$606,546.

The increase of \$0.1 million in selling expenses for nine months ended June 30, 2017 was primarily attributed to increase of fees paid for salesforce and marketing activities. The increase of \$0.6 million in general administration expense for the nine months ended June 30, 2017 was attributed to the Company incurred more repairing and maintenance expense on the completed projects.

|                                                  | For Nine Months Ended<br>June 30, |             |     |   |
|--------------------------------------------------|-----------------------------------|-------------|-----|---|
|                                                  | 2017                              | 2016        |     |   |
| Selling expenses                                 | \$425,167                         | \$288,138   |     |   |
| General and administrative expenses              | 2,275,336                         | 1,668,790   |     |   |
| Total operating expenses                         | \$2,700,503                       | \$1,956,928 |     |   |
| Percentage of Real Estate Sales before Sales Tax | 7.6                               | %           | 7.8 | % |

### *Income Taxes*

***U.S. Taxes***

China HGS is a Florida corporation. However, all of our operations are conducted solely by our subsidiaries in the PRC. No income is earned in the United States and we do not repatriate any earnings outside the PRC. As a result, we did not generate any U.S. taxable income for the nine months ended June 30, 2017 and 2016.

### ***PRC Taxes***

Our Company is governed by the Income Tax Law of the People's Republic of China concerning private-run enterprises, which are generally subject to tax at a statutory rate of 25% on income reported in the statutory financial statements after appropriate tax adjustments.

However, the local tax authority of Hanzhong City has the power to assess corporate taxes annually on local enterprises at a pre-determined fixed rate as an incentive to stimulate the local economy and encourage entrepreneurship. The tax authority assessed us for income taxes at the rate of 1.25% on revenue in Yang County and 2.5% on our revenue in Hanzhong, instead of statutory rate of 25% on the income before income tax. Income tax provision for the nine months ended June 30, 2017 were \$804,928 compared to \$612,846 for the nine months ended June 30, 2016 as a result of the increase in our revenue.

Although the possibility exists for reinterpretation of the application of the tax regulations by higher tax authorities in the PRC, potentially overturning the decision made by the local tax authority, the Company has not experienced any reevaluation of the income taxes for prior years. Management believes that the possibility of any reevaluation of income taxes is remote based on the fact that the Company has obtained the written tax clearance from the local tax authority. Thus, no additional taxes payable have been recorded for the difference between the taxes due based on taxable income calculated according to statutory taxable income method and the taxes due based on the fixed rate method. It is the Company's policy that if such reevaluation of income taxes becomes probable and the amount of additional taxes due can be reasonably estimated, additional taxes shall be recorded in the period in which the amount can be reasonably estimated and shall not be charged retroactively to an earlier period.

### ***Net Income***

We reported net income of approximately \$3.2 million for the nine months ended June 30, 2017, as compared to net income of approximately \$5.2 million for the nine months ended June 30, 2016. The decrease of \$2.0 million in our net income was primarily due to higher costs of sales, lower gross profit and increased selling and general and administrative expense as discussed above under Revenues and Gross Profit.

### ***Other Comprehensive Income***

We operate primarily in the PRC and the functional currency of our operating subsidiary is the Chinese Renminbi ("RMB"). RMB is not freely convertible into foreign currency and all foreign exchange transactions must take place through authorized institutions. No representation is made that RMB amounts could have been, or could be, converted into USD at the rates used in translation.

Translation adjustments resulting from this process amounted to negative \$2,490,781 and \$7,029,987 for the nine months ended June 30, 2017 and 2016, respectively. The balance sheet amounts with the exception of equity at June 30, 2017 were translated at 6.7793 RMB to 1.00 USD as compared to 6.6702 RMB to 1.00 USD at September 30, 2016, RMB has depreciated 1.6% against the U.S. dollar from September 30, 2016 to June 30, 2017. The equity accounts were stated at their historical rate. The average translation rates applied to the income statements accounts for the periods ended June 30, 2017 and 2016 were 6.8585 RMB and 6.4875 RMB, respectively. RMB has depreciated 5.7% against the U.S. dollar from June 30, 2016 to June 30, 2017. As a result, our financial statements reported more translation gain in 2017.

### ***Liquidity and Capital Resources***

#### ***Current Assets and Liabilities***

Our principal need for liquidity and capital resources is to maintain working capital sufficient to support our operations and to make capital expenditures to finance the growth of our business. Historically we mainly financed our operations primarily through cash flows from operations and borrowings from our principal shareholder.

As of June 30, 2017, the Company had approximately \$92.4 million in working capital, an increase of \$41.2 million as compared to \$51.2 million as of September 30, 2016 primarily due to the fact that the short term real estate project under development of \$87.8 million are expected to be completed in next 12 months therefore classified as current asset. Our total cash and restricted cash balance were approximately \$4.5 million and \$7.9 million as of June 30, 2017 and September 30, 2016, respectively. Since most of our current real estate development is completed, we are expecting to collect the full purchase price from our existing customers in the coming months. We expect our cash collection will improve during remaining half of our fiscal 2017. In addition, on June 26, 2015 and March 10, 2016, the Company signed phase I and Phase II agreements with Hanzhong Urban Construction Investment Development Co., Ltd, a state owned Company, to borrow up to \$114,318,586 (RMB 775,000,000) long term loan at 4.245% interest to develop Liangzhou Road Project. As of June 30, 2017, the Company borrowed \$95,661,776 (September 30, 2016 - \$93,975,338) from this credit line. The loan is guaranteed by Hanzhong City Hantai District Municipal Government and pledged by the Company's Yangzhou Palace project with carrying value of \$87,796,734 as of June 30, 2017 (September 30, 2016 - \$76,618,856). On January 8, 2016, the Company signed a loan agreement with Hanzhong Municipal Housing Provident Fund Management Center to borrow up to \$11,800,628 (RMB 80,000,000) related to Oriental Garden project. The loan carries interest at is 3.575% and is due in January 2019. The repayment is required based on certain sales milestones or a fixed repayment schedule starting in July 2018. Our major shareholder pledged their assets for the loan. The Housing Fund has rights to monitor the project's future cash flow. In addition, In December 2016, the Company signed a loan agreement with Hantai District Urban Construction Investment Development Co., Ltd, a state owned Company, to borrow up to \$17,553,434 (RMB 119,000,000) for the development of Hanzhong City Liangzhou Road project. As of June 30, 2017, the Company received all the proceeds and repaid unused fund of \$39,949 (RMB 270,829) in current quarter. The loan carries interest at a fixed interest of 1.2% and is due on June 30, 2021. The Company pledged the assets of Liangzhou Road and related projects with carrying value of \$126,245,840 as collateral for the loan.

In order to fully implement our business plan and sustain continued growth, we may also need to raise capital from outside investors. Our expectation, therefore, is that we will seek to access the capital markets in both the U.S. and China to obtain the funds as needed. At the present time, however, we do not have commitments of funds from any third party.

### ***Cash Flow***

Comparison of cash flows results is summarized as follows:

|                                           | <b>Nine months ended</b> |                |
|-------------------------------------------|--------------------------|----------------|
|                                           | <b>June 30,</b>          |                |
|                                           | <b>2017</b>              | <b>2016</b>    |
| Net cash used in operating activities     | \$(22,737,925)           | \$(50,377,317) |
| Net cash used in investing activities     | (89,579)                 | (8,010)        |
| Net cash provided by financing activities | 19,858,101               | 51,214,051     |

|                                                   |              |             |
|---------------------------------------------------|--------------|-------------|
| Effect of change of foreign exchange rate on cash | (137,706 )   | (77,278 )   |
| Net cash increase (decrease) in cash              | (3,107,109 ) | 751,446     |
| Cash, beginning of period                         | 6,401,237    | 1,333,919   |
| Cash, end of period                               | \$3,294,128  | \$2,085,365 |

***Operating Activities***

Net cash used in operating activities during the nine months ended June 30, 2017 was \$22.7 million, consisting of net income of approximately \$3.2 million, noncash adjustments of \$0.2 million and net changes in our operating assets and liabilities, which mainly included the increase in spending on real estate property under development of \$42.1 million, paying off the accounts payable of \$5.7 million, a decrease of other payables of \$1.2 million and decrease in accrued expense of \$1.0 million because we made the payment to settle such payables well as an increase in cost and earnings in excess of billing of \$1.0 million related to YangZhou Palace project , offset by a decrease in real estate property development completed by \$21.6 million due to current sales and an increase in customer deposit of \$1.4 million due to sales of YangZhou Palace project.

Net cash used in operating activities during the nine months ended June 30, 2016 was \$50.4 million, consisting of net income of \$5.2 million, noncash adjustments of \$0.49 million and net changes in our operating assets and liabilities, which mainly included the increase in spending on real estate property under development of \$42.1 million, paying off the accounts payable of \$15.2 million, an increase of other current asset of \$5.4 million and decrease of billing in excess of cost and earnings of \$1.5 million, a decrease in real estate property development completed by \$6.8 million due to current sales, a net increase of customer deposits received of \$5.3 million, a decrease of cost and earnings in excess of billings of \$0.7 million a decrease of other payable of \$2.4 million.

### ***Investing Activities***

The Company spent \$89,579 and \$8,010 for purchases of fixed assets during the nine months ended June 30, 2017 and 2016, respectively.

### ***Financing Activities***

Net cash flows provided by financing activities amounted to approximately \$19.9 million for the nine months ended June 30, 2017, which mainly included an increase of \$26.5 million new loans from banks or financial institutions, repayment loans of approximately \$6 million to financial institutions upon maturity, net decrease of shareholder loan of \$0.9 million and an increase in restricted cash of \$0.3 million.

Net cash flows provided by financing activities amounted to approximately \$51.2 million for the nine months ended June 30, 2016, which mainly included an increase of \$62.8 million new loans from banks or financial institutions, repayment of bank loans of \$6.2 million, repayment of loans to other financial institutes of \$5.6 million and an increase in restricted cash of \$0.1 million

### **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements.

### ***Inflation***

Inflation has not had a material impact on our business and we do not expect inflation to have a material impact on our business in the near future.

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

### **Foreign Exchange Risk**

All of our net sales, and a majority of our costs and expenses are denominated in RMB. Although the conversion of RMB is highly regulated in China, the value of RMB against the value of the U.S. dollar or any other currency nonetheless may fluctuate and be affected by, among other things, changes in China's political and economic conditions. Under current policy, the value of RMB is permitted to fluctuate within a narrow band against a basket of certain foreign currencies. China is currently under significant international pressures to liberalize this government currency policy, and if such liberalization were to occur, the value of RMB could appreciate or depreciate against the U.S. dollar.

Because substantially all of our earnings and majority of our cash assets are denominated in RMB, other than certain cash deposits we keep in a bank in Hong Kong and the U.S., appreciation or depreciation in the value of RMB relative to the U.S. dollar would affect our financial results reported in U.S. dollar terms without giving effect to any underlying change in our business or results of operations. Fluctuations in the exchange rate will also affect the relative value of any dividends we may issue in future that will be exchanged into U.S. dollars and earnings from, and the value of, any U.S. dollar-denominated investments we make in the future.

Very limited hedging transactions are available in China to reduce our exposure to exchange rate fluctuations. To date, we have not entered into any hedging transactions in an effort to reduce our exposure to foreign currency exchange risk. While we may decide to enter into hedging transactions in the future, the availability and effectiveness of these hedging transactions may be limited and we may not be able to successfully hedge our exposure at all. In addition, our currency exchange losses may be magnified by the PRC exchange control regulations that restrict our ability to convert RMB into foreign currency.

### **Interest Rate Risk**

We have not been, nor do we anticipate being exposed to material risks due to changes in interest rates. Our risk exposure to changes in interest rates relates primarily to the interest income generated by cash deposited in interest-bearing savings accounts and interest expense on variable rate bank loan. We have not used, and do not expect to use in the future any derivative financial instruments to hedge our interest risk exposure. However, fluctuations in interest rates can lead to significant changes in our interest income and interest expense.

### **Credit Risk**

We are exposed to credit risk from our cash in banks, accounts receivable and due from local government for real estate property development completed. The credit risk on cash in bank and fixed deposits is limited because the counterparties are recognized financial institutions. Accounts receivable are subjected to credit evaluations. An allowance would be made, if necessary, for estimated unrecoverable amounts by reference to past default experience, if any, and by reference to the current economic environment.

### **Inflation**

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

### **Our Company's Operations are Substantially in Foreign Countries**

Substantially all of our operations are conducted in China and are subject to various political, economic, and other risks and uncertainties inherent in conducting business in China. Among other risks, our Company and our subsidiaries' operations are subject to the risks of restrictions on transfer of funds; export duties, quotas, and embargoes; domestic and international customs and tariffs; changing taxation policies; foreign exchange restrictions; and political conditions and governmental regulations.

## ITEM 4. CONTROLS AND PROCEDURES

### *Evaluation of Disclosure Controls and Procedures*

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this Quarterly Report on Form 10-Q (the “Evaluation Date”). The evaluation of our disclosure controls and procedures included a review of our processes and the effect on the information generated for use in this Quarterly Report on Form 10-Q. In the course of this evaluation, we sought to identify any material weaknesses in our disclosure controls and procedures and to confirm that any necessary corrective action, including process improvements, was taken. The purpose of this evaluation is to determine if, as of the Evaluation Date, our disclosure controls and procedures were operating effectively such that the information, required to be disclosed in our SEC reports (i) was recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) was accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management conducted its evaluation of disclosure controls and procedures under the supervision of our chief executive officer and our chief financial officer. Based upon this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective as of June 30, 2017. Management is committed to improving the internal controls over financial reporting and will undertake the consistent improvements or enhancements on an ongoing basis. To remediate the material weakness and significant deficiencies and to prevent similar deficiencies in the future, we are currently evaluating additional controls and procedures, which may include:

Engaging a third party IT consulting firm to help formalize the Company's policies and procedures on information technology, analyzing the capability and reliability of existing systems, and establish an integrated information technology development plan.

Providing more U.S. GAAP knowledge and SEC reporting requirement training for the internal audit department and establishing formal policies and procedures in internal audit function

Implementing an ongoing initiative and training in the Company to ensure the importance of internal controls and compliance to ensure that established policies and procedures are fully understood throughout the organization and plan to provide continuous U.S. GAAP knowledge training to relevant employees involved to ensure the performance of and compliance with those procedures and policies

The remedial measures being undertaken may not be fully effectuated or may be insufficient to address the significant deficiencies we identified, and there can be no assurance that significant deficiencies or material weaknesses in our internal control over financial reporting will not be identified or occur in the future. If additional significant deficiencies (or if material weaknesses) in our internal controls are discovered or occur in the future, among other similar or related effects: (i) the Company may fail to meet future reporting obligations on a timely basis, (ii) the Company's consolidated financial statements may contain material misstatements, and (iii) the Company's business and operating results may be harmed.

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

Except for the matters described above to improve our internal controls over financial reporting, there were no changes in our internal control over financial reporting for the nine months ended June 30, 2017 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, however, the Company is in the process of designing and planning to change as described above.

## **PART II: OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

We may be subject to, from time to time, various legal proceedings relating to claims arising out of our operations in the ordinary course of our business. We are not currently a party to any legal proceedings, the adverse outcome of which, individually or in the aggregate, would have a material adverse effect on the business, financial condition, or results of operations of the Company.

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

None.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

### **ITEM 4. MINE SAFETY DISCLOSURES**

None.

### **ITEM 5. OTHER INFORMATION**

None.

## ITEM 6. EXHIBITS

### (a) Exhibits

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>                                                     |
|-----------------------|-----------------------------------------------------------------------------------|
| 31.1*                 | Rule 13a-14(a) Certification of Chief Executive Officer                           |
| 31.2*                 | Rule 13a-14(a) Certification of Chief Financial Officer                           |
| 32.1*                 | Section 1350 Certification of Chief Executive Officer and Chief Financial Officer |
| 101.INS*              | XBRL Instance                                                                     |
| 101.SCH*              | XBRL Taxonomy Extension Schema                                                    |
| 101.CAL*              | XBRL Taxonomy Extension Calculation                                               |
| 101.DEF*              | XBRL Taxonomy Extension Definition                                                |
| 101.LAB*              | XBRL Taxonomy Extension Labels                                                    |
| 101.PRE*              | XBRL Taxonomy Extension Presentation                                              |

\* Furnished electronically herewith

## **SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

China HGS Real Estate,  
Inc.

August 11, 2017 By: /s/ Xiaojun Zhu  
Xiaojun Zhu  
Chief Executive Officer