

Zhang Mao  
Form 3  
February 05, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |   |   |  |   |
|--|---|---|--|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Zhang Mao</p> <p>(Last) (First) (Middle)</p> <p>60 EAST REN-MIN ROAD,Â DA-CHAI-DAN TOWN</p> <p>(Street)</p> <p>XAIXI COUNTY,QING HAI PROVINCE,Â F4Â 813300</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/04/2019</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SMARTHEAT INC. [HEAT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> |
|  |   |   | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p>  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)                                    | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$.001 per share <sup>(1)</sup><br><u>(3)</u> | 32,441,543   | I   | Voting Proxy   |
| Common Stock, par value \$.001 per share <sup>(2)</sup><br><u>(4)</u> | 83,836,959   | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Zhang Mao - Form 3

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br><small>(Month/Day/Year)</small> | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|---|
|   | Date<br>Exercisable   | Expiration<br>Date   |  |  |   |
|   |   |  | Title  | Amount or<br>Number of<br>Shares   |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Zhang Mao<br>60 EAST REN-MIN ROAD<br>DA-CHAI-DAN TOWN<br>XAIXI COUNTY, QING HAI PROVINCE, F4 813300 | X             | X         |         |       |

## Signatures

/s/ Mao Zheng by /s/ Robert Newman Attorney in Fact for Mao Zhang

02/05/2019

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Proxy terminates upon issuance of 80,625,099 shares to Mr. Zhang by the company.
- (2) Shares will be issued after increase of authorized shares of the company to 500,000,000.
- (3) Includes 1,230,427 shares held by Mr. Zhang's spouse.
- (4) Includes 3,211,860 shares held by Mr. Zhang's spouse.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.