

CHINA RECYCLING ENERGY CORP

Form 8-K

December 17, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):**

**December 12, 2013**

**CHINA RECYCLING ENERGY CORPORATION  
(Exact name of registrant as specified in its charter)**

**Nevada**

(State or other jurisdiction of incorporation)

**000-12536**

(Commission File Number)

**90-0093373**

(IRS Employer Identification No.)

12/F, Tower A

Chang An International Building

No. 88 Nan Guan Zheng Jie

Xi An City, Shaanxi Province

China 710068

**(Address of principal executive offices, including zip code)**

(86-29) 8769-1097

**(Registrant's telephone number, including area code)**

Not Applicable

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On December 12, 2013, Xi'an TCH Energy Technology Co., Ltd ("Xi'an TCH"), a wholly owned subsidiary of China Recycling Energy Corporation (the "Company") entered into a Coke Dry Quenching ("CDQ") Power Generation Energy Management Cooperative Agreement (the "Agreement") with Tangshan Rongfeng Iron & Steel Co., Ltd. ("Rongfeng"), a limited liability company incorporated in Hebei Province, China.

Pursuant to the Agreement, Xi'an TCH will design, build and maintain a CDQ system and a CDQ waste heat power generation system and sell the power to Rongfeng. (the "Project") The construction period of the Project is expected to be 18 months after the Agreement takes effect and from the date when conditions are ready for construction to begin.

Rongfeng will start to pay an energy saving service fee from the date when the waste heat power generation station passes the required 72 hour test run. The term of payment is for 20 years. For the first 10 years of the term, Rongfeng shall pay an energy saving service fee at RMB 0.582 (approximately \$0.095) per kilowatt hour (including tax) for the power generated from the system. For the second 10 years of the term, Rongfeng shall pay an energy saving service fee at RMB 0.432 (approximately \$0.071) per kilowatt hour (including tax). During the term of the contract the energy saving service fee shall be adjusted at the same percentage as the change of local grid electricity price. Rongfeng and its parent company will provide guarantees to ensure Rongfeng will fulfill its obligations under the Agreement. Upon the completion of the term, Xi'an TCH will transfer the systems to Rongfeng at RMB 1.

Rongfeng shall provide waste heat to the systems for no less than 8,000 hours per year with a temperature no less than 950°C. If these requirements are not met, the term of the Agreement will be extended accordingly.

If Rongfeng wants to terminate the Agreement early, it shall provide Xi'an TCH a 60 day notice and pay the termination fee and compensation for the damages to Xi'an TCH according to the following formula: 1) if it is less than 5 years (including 5 years) into the term when Rongfeng requests termination, Rongfeng shall pay: Xi'an TCH's total investment amount plus Xi'an TCH's average annual investment return times (5 years minus the years of which the system has already operated); 2) if it is more than 5 years into the term when Rongfeng requests the termination, Rongfeng shall pay: Xi'an TCH's total investment amount minus total amortization cost (the amortization period is 10 year).

The description contained herein of the terms of the Agreement does not purport to be complete and is qualified in its entirety by reference to the Agreement, a copy of which is attached hereto as Exhibit 10.1 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(d) The following exhibits are filed with this report.

**Exhibits**

<b>Number</b>	<b>Description</b>
10.1	CDQ Power Generation Energy Management Cooperative Agreement with Rongfeng

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

China Recycling Energy Corporation

Date: December 17, 2013 /s/ David Chong  
David Chong, Chief Financial Officer