



Nanhua USA LLC
(d/b/a Nanhua USA Futures LLC)

Financial Statements and
Independent Auditor's Report

December 31, 2018

Nanhua USA LLC
(d/b/a Nanhua USA Futures LLC)

TABLE OF CONTENTS

	Page
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	1
FINANCIAL STATEMENTS	
Statement of Financial Condition	2
Notes to the Financial Statement	3-11

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Members of
Nanhua USA LLC

Opinion on the Financial Statement

We have audited the accompanying statement of financial condition of Nanhua USA LLC d/b/a Nanhua USA Futures LLC (the “Company”) as of December 31, 2018, and the related notes (collectively referred to as the “financial statement”). In our opinion, the financial statement presents fairly, in all material respects, the financial position of the Company as of December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

This financial statement is the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statement based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statement, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statement. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statement. We believe that our audit provides a reasonable basis for our opinion.

FGMK, LLC

We have served as the Company’s auditor since 2016.

Chicago, Illinois
January 29, 2019

Nanhua USA LLC
(d/b/a Nanhua USA Futures LLC)

Statement of Financial Condition

As of December 31, 2018

ASSETS

Cash	\$	1,065,253
Cash restricted		94,000
Cash segregated under federal and other regulations		33,817,998
Deposits with exchange clearing organizations		4,578,373
Intangible assets		3,191,644
Due from brokers		1,158,857
Property and equipment, net		104,143
Related party receivable		5,276
Other assets		212,006
TOTAL ASSETS	\$	44,227,550

LIABILITIES AND EQUITY

Liabilities		
Payables		
Customers and non-customers	\$	23,651,346
Accounts payable, accrued expenses and other liabilities		313,248
		<u>23,964,594</u>
MEMBER'S EQUITY		<u>20,262,956</u>
TOTAL LIABILITIES AND EQUITY	\$	44,227,550

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

Nanhua USA LLC
(d/b/a Nanhua USA Futures LLC)

Notes to Financial Statement

December 31, 2018

1. COMPANY BACKGROUND INFORMATION

Nanhua USA LLC (d/b/a Nanhua USA Futures LLC) (the “Company”) was organized on August 5, 2013 in the State of Delaware. Nanhua USA LLC is a single member limited liability company wholly-owned by Nanhua USA Holding LLC (f/k/a HGNH Financial LLC) (the “Parent”). Nanhua USA Holding LLC is controlled and a majority-owned subsidiary of HGNH International. The Company’s principal business activity is clearing exchange traded futures and options contracts for an affiliate. The Company is a member of the National Futures Association (“NFA”) and registered as a futures commission merchant (“FCM”) with the Commodity Futures Trading Commission (“CFTC”). The Company is a clearing member of the Chicago Mercantile Exchange, the Dubai Mercantile Exchange and ICE Futures U.S. Exchange.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

(1) Basis of Presentation: The accompanying financial statements are presented in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and are presented in U.S. dollars and reflect all adjustments which are, in the opinion of management, necessary consistent reporting of the financial position, results of operations and cash flows for the periods presented.

(2) Use of Estimates: The preparation of the financial statements in conformity with U.S. GAAP, requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

(3) Cash and Cash Equivalents: The Company considers marketable securities with original maturities of ninety days or less to be cash equivalents. Cash equivalents include cash funds segregated or in separate accounts as required by the Securities Exchange Act of 1934 and the Commodity Exchange Act (“CEAct”).

(4) Restricted Cash: Restricted cash represents \$94,000 the company has restricted to the extent

that it serves as collateral for a letter of credit required by the company's office lease agreement.

(5) Revenue Recognition: Futures and options transactions and the related commission revenue and expenses are recognized on trade date. Dividend income and expenses are recognized on the ex-dividend date. Interest income and expenses are recognized on an accrual basis.

In May 2014, the FASB issued new guidance on revenue from contracts with customers. The new revenue recognition standard provides a five-step analysis of transactions to determine when and how revenue is recognized. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new revenue guidance is effective for annual reporting periods beginning after December 15, 2017, with early adoption being permitted for annual periods beginning after December 15, 2016. The Company adopted the new revenue guidance effective January 1, 2018. The adoption of this guidance did not impact the Company's financial position or results of operations. The Company applied the modified retrospective method for adoption which did not result in a cumulative adjustment to member's equity.

Significant Judgments

Revenue from contracts with customers includes commission income. The recognition and measurement of revenue is based on the assessment of individual contract terms. Significant judgment is required to determine whether performance obligations are satisfied at a point in time or over time; how to allocate transaction prices where multiple performance obligations are identified; when to recognize revenue based on the appropriate measure of the Company's progress under the contract; and whether constraints on variable consideration should be applied due to uncertain future events.

Commissions

Brokerage commissions. The Company buys and sells securities on behalf of its customers. Each time a customer enters into a buy or sell transaction, the Company charges a commission. Commissions and related clearing expenses are recorded on the trade date (the date that the Company fills the trade order by finding and contracting with a counterparty and confirms the trade with the customer). The Company believes that the performance obligation is satisfied on the trade date because that is when the underlying financial instrument or purchaser is identified, the pricing is agreed upon and the risks and rewards of ownership have been transferred to/from the customer.

(6) Translation of Foreign Currencies: Assets and liabilities denominated in foreign currencies

are translated to U.S dollars at year-end exchange rates, while income and expense items are translated at average rates of exchange for the year. The Company does not isolate the portion of the results of operations resulting from changes in foreign exchange rates in investments from fluctuations in market prices of any securities held.

(7) Depreciation: Furniture and equipment are depreciated over the estimated useful lives of the assets using straight-line methods. Leasehold improvements are amortized over the term of the associated lease.

(8) Intangible assets: Consists of memberships in exchanges which include trading rights and shares of exchange stock required to be held for membership and clearing privileges. The exchange common stock and trading rights are carried at cost and are evaluated periodically for impairment.

(9) Receivable from and Payable to Customers: Receivable from and payable to customers arise primarily from futures and options on futures transactions and include gains and losses on open trades. Securities, primarily U.S. Government obligations, owned by customers and held by the Company as collateral or as margin and the fair value of customers' options positions are not reflected in the statement of financial condition.

(10) Due to/from brokers: Receivables from and payables to clearing organizations consist of cash accounts or amounts borrowed under short-term financing arrangements.

(11) Income Taxes: The Company is a single member LLC which has elected to be taxed as a corporation. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to difference between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred income tax expense represents the change during the period in the deferred tax assets and deferred tax liabilities. Valuation allowances are recorded to reduce deferred tax assets when it is more likely than not that a tax benefit, or portion thereof will not be realized. As of December 31, 2018, there are no material deferred tax assets or liabilities.

The Company recognizes and measures its unrecognized tax benefits or liabilities in accordance with Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") 740, Income Taxes. Under this guidance the Company estimates the likelihood, based on their technical merit, that tax positions will be sustained upon examination based on the facts, circumstances, and information available at the end of each period. The level of unrecognized tax benefits or liabilities is adjusted when there is more information available, or when an event occurs that requires a change. The Company applied this accounting policy to the tax positions for all open years. The Company did not have any unrecognized tax positions as of December 31, 2018.

As of December 31, 2018, the Company had federal net operating loss carryforwards available to offset future taxable income of \$490,000. These net operating loss carryforwards will expire in varying amounts beginning in 2036. The Company's net deferred income tax asset, related primarily to those losses, was approximately \$490,000. Due to the uncertainty surrounding realization of the deferred income tax assets in future periods, the Company has recorded a 100% valuation allowance against its net deferred income tax assets. If it is determined in the future that it is more likely than not that the deferred income tax assets are realizable, the valuation allowance will be reduced. As a result of the Company's net operating losses and deferred tax valuation allowance, there was no provision for income taxes for the year ended December 31, 2018.

The Company's effective income tax rate was approximately 30% for the year ended December 31, 2018. The Company's effective income tax rate generally varies from the statutory tax rate due to certain expenses which are nondeductible in the calculation of taxable income, statutory alternative minimum tax requirements, and differences in estimates from actual expenses used to calculate the tax provision within a specific year.

3. RECENT ACCOUNTING PRONOUNCEMENT

In February 2016, FASB issued ASU 2016-2, Leases (Topic 842). FASB issued ASU 2016-02 to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. Certain qualitative and quantitative disclosures are required, as well as a retrospective recognition and measurement of impacted lease. The new guidance is effective for fiscal years and interim periods within those years beginning after December 15, 2018, with early adoption permitted. Management is currently evaluating this standard.

4. SEGREGATION REQUIREMENTS

Pursuant to requirements of the CEAct, funds deposited by customers relating to futures contracts in regulated commodities must be carried in separate bank accounts which are designated as segregated customers' accounts. Funds deposited by customers and other assets which have been segregated as of December 31, 2018, are shown as follows:

Cash	\$ 5,044,879
Deposits with exchange clearing	28,347,097
Payable to exchange clearing organization	(437,299)
Net equities with other FCMs	1,158,857
Total	<u><u>\$34,113,534</u></u>

Reconciliation of SEG fund with clearing organizations:

Customer SEG Fund with clearing organizations and banks	
Deposited in segregated funds bank accounts	\$5,044,879
Margins on deposit with clearing organizations - Cash	28,347,097
Net settlement from (to) clearing organizations	(437,299)
	<u>\$32,954,677</u>
Non-Customer SEG fund with clearing organizations	863,321
Cash segregated under federal and other regulations	<u>\$33,817,998</u>

5. DEPOSITS WITH EXCHANGE CLEARING ORGANIZATIONS

The statement of financial condition as of December 31, 2018, includes deposits with exchange clearing organization that represent cash guarantee deposits.

6. GUARANTEES AND INDEMNIFICATIONS

FASB ASC 460, Guarantees, requires the Company to disclose its obligations under certain guarantee arrangements. FASB ASC 460 defines guarantees as contracts and indemnification agreements that contingently require a guarantor to make payments to the guaranteed party based on changes in an underlying (such as an interest or foreign exchange rate, security or commodity price, an index or the occurrence or nonoccurrence of a specified event) related to an asset, liability or equity security of a guaranteed party. This guidance also defines guarantees as contracts that contingently require the guarantor to make payments to the guaranteed party based on another entity's failure to perform under an agreement as well as indirect guarantees of the indebtedness

of others.

The Company is a member of exchanges that trade and clear futures contracts. Associated with its memberships, the Company may be required to pay a proportionate share of the financial obligations of another member who may default on its obligations to the exchange. Although the rules governing different exchange memberships vary, in general the Company's guarantee obligations would arise only if the exchange had previously exhausted its resources. In addition, any such guarantee obligation would be apportioned among the other non-defaulting members of the exchange. Any potential contingent liability under these membership agreements cannot be estimated. The Company has not recorded any contingent liability in the financial statements for these agreements and management believes that any potential requirement to make payments under these agreements is remote.

7. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at December 31, 2018:

Electronic equipment	\$ 47,614
Furniture	81,477
Leasehold improvements	59,162
	<hr/>
	188,253
Accumulated depreciation and amortization	(84,110)
	<hr/>
Property and equipment	<u><u>\$ 104,143</u></u>

8. NET CAPITAL REQUIREMENT

As a registered futures commission merchant, Nanhua USA LLC is subject to the net capital requirements under the NFA and CFTC Regulation 1.17 and is required to maintain adjusted net capital equivalent to the greater of \$1,000,000 or the sum of 8% of customer and 8% of non-customer risk maintenance margin requirement on all positions, as these terms are defined. As of December 31, 2018, the Company was required to maintain minimum net capital, as defined, of \$1,000,000. At December 31, 2018, the Company had adjusted net capital and excess net capital of \$16,717,630 and \$15,717,630, respectively. The minimum requirements may effectively restrict the payment of equity withdrawals.

9. FINANCIAL INSTRUMENTS

Accounting Standards Codification Topic 815 (ASC 815), Derivatives and Hedging, requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of gains and losses on derivative instruments, and disclosures about credit risk related contingent features in derivative agreements. The disclosure requirements of ASC 815 distinguish between derivatives, which are accounted for as “hedges” and those that do not qualify for such accounting. The Company reflects derivatives at fair value and recognizes changes in fair value through the statement of operations, and such do not qualify for ASC 815 hedge accounting treatment. The Company does not engage in the proprietary trading of derivatives.

The Company engages in futures clearing activities in which counterparties will primarily include clearing organizations, other futures commission merchants, and other brokers. In the event counterparties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the creditworthiness of the counterparty. It is the Company’s policy to review, as necessary, the credit standing of each counterparty.

Concentration of Credit Risk: As of December 31, 2018, a significant credit concentration consisted of cash deposited in two banks. The balance in the customer segregated funds account exceeded the Federal Deposit Insurance Corporation’s (FDIC) limit of \$250,000 by \$4,794,879. The balance in the non-segregated account exceeded the FDIC limit by \$909,251. The Company attempts to mitigate this risk by maintaining deposits with high quality financial institutions. In the event of the insolvency of the financial institution, the recovery of the Company’s funds may be limited to its pro-rata share of funds available. Management believes the Company does not have significant exposure to any credit risk on cash.

Customer Activities: The Company executes and clears customer transactions in the purchase and sale of commodity futures contracts (including options on futures contracts), substantially all of which are transacted on a margin basis subject to individual exchange regulations. Such transactions expose the Company to significant off-balance-sheet risk in the event the margin requirements are not sufficient to fully cover losses that customers may incur. In the event the customer fails to satisfy its obligations, the Company may be required to purchase or sell futures contracts at prevailing market prices in order to fulfill the customer’s obligations. The Company controls this risk by monitoring margin collateral levels on a daily basis, on an account by account basis, for compliance with regulatory and internal guidelines and requires additional collateral when necessary. The Company requires a customer to deposit additional margin collateral, or reduce positions, if it is determined that customer’s activities may be subject to above normal

market risks.

10. RELATED PARTY TRANSACTIONS

Nanhua has agreed to pay income tax return preparation fee of \$1,750 on behalf of the Parent for the year ended December 31, 2018. As of the date of these financial statements, it is the Company's intention not to seek reimbursement for the costs incurred.

Nanhua and CII are respectively responsible for and bear two-thirds and one-third of the business costs of the office space, including rent, utilities, office equipment and supplies, office devices, Internet and communication service, postage and printing, and other expenses the CEO approves in advance. As of December 31, 2018, an amount of \$5,276 was receivable from CII.

CII provided training services for Nanhua Futures (Chinese parent company). As of December 31, 2018, an amount of \$74,660 was receivable from Nanhua Futures.

11. COMMITMENTS

Office Rental: The Company conducts its operations in leased office facilities under noncancelable leases that expire at various dates through November 30, 2026. The leases are subject to escalation clauses based on the operating expenses of the lessors. The minimum annual rental commitments under noncancelable operating leases are as follows:

<u>Year Ending December 31,</u>	<u>Amount</u>
2019	\$105,695
2020	108,338
2021	111,046
2022	113,822
2023	116,668
Thereafter	<u>357,241</u>
Total	<u>\$912,810</u>

The Company has a letter of credit in the amount of \$94,000, which has been delivered in connection with an office lease. The letter of credit expires March 31, 2027. The letter of accredit is collateralized by the restricted cash.

12. SUBSEQUENT EVENTS

The Company's management evaluated events and transactions from December 31, 2018 through the date of this report and did not note any material events requiring disclosure in the Company's financial statements.