

OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

KS International Holdings Corporation
Kaching Kaching, Inc. (4/22/2010 to 11/6/2013)
Duke Mining Company, Inc. (5/22/2009 to 4/21/2010)
Boxwoods, Inc. (10/4/2006 to 5/21/2009)
Somebox, Inc. (6/21/2006 to 10/3/2006)
Somebox, LLC (4/28/2003 to 6/20/2006)

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: Room 408 B, Lippo Sun Plaza
Address 2: 28 Canton Road
Address 3: Kowloon
Phone: (852) 3568 0549
Email: _____
Website(s): _____

IR Contact

Address 1: _____
Address 2: _____
Address 3: _____
Phone: _____
Email: _____
Website(s): _____

3) Security Information

Trading Symbol: KSIH
Exact title and class of securities outstanding: Common Stock
CUSIP: 482682 101
Par or Stated Value: .0001
Total shares authorized: 525,000,000 as of: 12/5/13
Total shares outstanding: 367,266,671 as of: 12/5/13

Transfer Agent

Name: Action Stock Transfer
Address 1: 2469 E. Fort Union Blvd
Address 2: Suite 214
Address 3: Salt Lake City, UT 84121
Phone: (801) 274-1088

Is the Transfer Agent registered under the Exchange Act?* Yes: No:

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

None

B. Any jurisdictions where the offering was registered or qualified;

None

C. The number of shares offered;

None

D. The number of shares sold;

None

E. The price at which the shares were offered, and the amount actually paid to the issuer;

None

F. The trading status of the shares; and

None

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

None

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the issuer's business operations;

KS International Holdings Corporation is a company that invests in various cloud-based Internet Technologies. The Company is a development stage company that invests in various cloud-based Internet Technologies. The Company strives to own and operate providers of value-added services for corporate customers and other service providers via cloud-based Internet technologies. Additionally, the Company plans to offer support services for the design, engineering, and maintenance of Ethernet and wireless networks, and cloud hosting enterprises.

KS International Holdings also plans to capitalize on the growing software-as-a-service sector by building an asset base of interests in cloud service providers in industries such as shipping, marketing/advertising, financial services, healthcare, media, and entertainment.

- B. Date and State (or Jurisdiction) of Incorporation:

Date of incorporation: April 28, 2003, State of incorporation: Nevada

- C. the issuer's primary and secondary SIC Codes;

8999

- D. the issuer's fiscal year end date;

November 30, 2013

- E. principal products or services, and their markets;

Internet technologies, mainly focused on ownership of cloud-based service providers.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

None.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Director: Pun Mo Chung

Chief Executive Officer: Pun Mo Chung

Chief Financial Officer: Mak Chi Ho

Chief Operating Officer: Chow Pui Tung Mable

Control Person: Dynamic Wealth Holdings Limited

Control Person: Gemberry Investment Holdings Group Limited

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

- C. **Beneficial Shareholders.** Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Dynamic Wealth Holdings Limited / Palm Grove House, P.O. Box 438, Road Town, Tortola, British Virgin Islands / 54%, controlled by PUN Mo Chung / Room 408 B, Lippo Sun Plaza / 28 Canton Road / Kowloon, Hong Kong

Gemberry Investment Holdings Group Limited / Unit 1609, Tower 2, Silvercord, 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong / 9.9% / controlled by NG Sung Kiu / Unit 1609, Tower 2, Silvercord, 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Joseph Pittera

Firm: Law Offices of Joseph L. Pittera

Address 1: 2214 Torrance Boulevard, Suite 101

Address 2: Torrance, California 90501

Phone: (310) 328-3588

Email: jpitteralaw@gmail.com

Accountant or Auditor

Name: _____

Firm: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

Investor Relations Consultant

Name: _____

Firm: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: _____

Firm: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Pun Mo Chung certify that:

1. I have reviewed this Annual Disclosure Statement of KS International Holdings Limited;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

December 5, 2013 [Date]

/s/ Pun Mo Chung [Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Chief Executive Officer [Title]

Financial Statements

KS INTERNATIONAL HOLDINGS CORPORATION INDEX

Annual Financial Statements

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KS INTERNATIONAL HOLDINGS CORPORATION
CONSOLIDATED BALANCE SHEET
For the years ended November 30, 2012 and 2013
(Unaudited)

	Year End	Year End
Assets:	30-Nov-12	30-Nov-13
Current Assets:		
Cash	\$	\$
Accounts Receivable	\$	\$
Other current assets	\$	\$
Total current assets	\$	\$
Other assets		
Goodwill	\$	\$ 100,000.00
Total assets	\$ 0.00	\$ 100,000.00
Liabilities and shareholders equity:		
Current liabilities:		
Accounts payable, trade	\$	\$
Other current liabilities	\$	\$
Total current liabilities	\$	\$
Notes payable	\$	\$ 48,794.96
Total liabilities	\$ 0.00	\$ 48,794.96
Stockholders' equity:		
Common Stock, \$.0001 par, 500,000,000 shares authorized, 65,266,671 issued and outstanding as of Nov 30, 2012	\$ 6,526.67	\$ 6,526.67
Series B Preferred Stock, \$.0001 par, 25,000,000 shares authorized, 10,000 issued and outstanding as of Nov 30, 2012	\$ 1.00	\$ 1.00
Retained Earnings	\$	\$
Paid-in capital	\$ -6,527.67	\$ 44,677.37
Distributions		
Accumulated deficit	\$	\$ -
Total Stockholders' Equity (Deficiency)	\$ -	\$ 51,205.04
Total Liabilities and Stockholders' Equity:	\$ 0.00	\$ 100,000.00

See accompanying notes to consolidated financial statements

KS INTERNATIONAL HOLDINGS CORPORATION
STATEMENT OF OPERATIONS
For the years ended November 30, 2012 and 2013
(Unaudited)

		Year End		Year End
		30-Nov-12		30-Nov-13
Revenues:				
Sales	\$		\$	
Other revenue				
Total revenues	\$	-	\$	-
Cost of Revenues:				
Purchases	\$		\$	
Other costs	\$	-	\$	-
Total cost of revenues	\$	-	\$	-
Gross Profit	\$	-	\$	-
Total expenses	\$		\$	
Net operating income	\$	-	\$	-
Other income/expense	\$		\$	
Net income (loss)	\$	-	\$	-

See accompanying notes to consolidated financial statements

KS INTERNATIONAL HOLDINGS CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended November 30, 2012 and 2013
(Unaudited)

		Year End	
		November 30, 2012	November 30, 2013
Operating activities:			
Net gain/(loss)		\$ -	\$ -
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
	Accounts Receivable	\$ -	\$ -
	Accounts Payable	-	-
	Loans Payable	(41,824.25)	(48,794.96)
Net cash provided by (used in) operations		(41,824.25)	(48,794.96)
Investing activities:			
	Investments	\$ -	\$ -
Net cash used in investment activities		-	-
Financing activities:			
	Loans	\$ -	\$ 48,794.96
Net cash provided by financing activities		-	48,794.96
Net increase in cash		\$ (41,824.25)	\$ -
Cash, beginning of period		-	-
Cash, end of period		\$ (41,824.25)	\$ -

See accompanying notes to consolidated financial statements

KS INTERNATIONAL HOLDINGS CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the years ended November 30, 2012 and 2013
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulate d Earnings	Total
	Shares	Amount	Shares	Amount			
Balance at November 30, 2012	10,000	\$ 1	65,266,671	\$ 6,526.67	\$ -	\$ -	\$ 6,527.67
Balance at November 30, 2013	10,000	\$ 1	65,266,671	\$ 6,526.67	\$ -	\$ -	\$ 6,527.67

See accompanying notes to consolidated financial statements

KS INTERNATIONAL HOLDINGS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 — ORGANIZATION AND MANAGEMENT’S PLANS

Organization

KS INTERNATIONAL HOLDINGS CORPORATION (the “Company”) was originally incorporated on April 28, 2003. It is domiciled in the State of Nevada. On December 3, 2013 the Company merged with KS International Holdings Corporation, which became the surviving entity. KS International Holdings Corporation is a development stage company that invests in various cloud-based Internet Technologies. The Company strives to own and operate providers of value-added services for corporate customers and other service providers via cloud-based Internet technologies. Additionally, the Company plans to offer support services for the design, engineering, and maintenance of Ethernet and wireless networks, and cloud hosting enterprises.

KS International Holdings also plans to capitalize on the growing software-as-a-service sector by building an asset base of interests in cloud service providers in industries such as shipping, marketing/advertising, financial services, healthcare, media, and entertainment.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements and related notes have been prepared by the principals of KS International Holdings Corporation, which the Company merged into on December 3, 2013, creating a change of control. The financials of the parent company reflect negligible activity over the periods covered by the financial statements and therefore, except for the capital structure, the financials of the Company represent all of the activity during the periods.

Development Stage Company

The Company is a development stage company as defined by the FASB Accounting Standards Code (“ASC”) 915-10 “Development Stage Entities”. The Company is now devoting substantially all of its efforts on implementing its plan to invest in and/or operate cloud-based technologies.

Principles of Consolidation

KS International Holdings Corporation’s consolidated financial statements include any and all wholly and majority owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make 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 as well as the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Fiscal year end

The Company has November 30 as its fiscal year ending date.

Revenue recognition

The Company will follow ASC 605-10 “Revenue Recognition” to recognize revenue on an accrued basis as operations permit itself as a manufacturer in the pharmaceuticals industry. The Company shall recognize revenue when it is earned and/or when it is assured collection of receivables are when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped and/or the services have been rendered, assured payment for its inventory held for sale is sold.

Income taxes

The Company accounts for income taxes pursuant to the asset and liability method under SFAS No. 109, Accounting for Income Taxes, which requires deferred income tax assets and liabilities to be computed annually for temporary differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted laws and rates applicable to the periods in which the temporary differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized.

NOTE 3 — PROMISSORY NOTES

As of December 6, 2013 the Company has a convertible promissory note payable in the total amount of \$48,794.96.

NOTE 4 — RELATED PARTY ADVANCES

None.

NOTE 5 — COMMITMENTS AND CONTINGENCIES

None.

NOTE 6 — STOCKHOLDERS' DEFICIT

Common Stock

As of December 3, 2013 the Company executed a merger agreement that resulted in the merger into KS International Holdings Corporation. The Company issued a total of 200,000,000 shares of restricted common stock to the owners of KS International Holdings Corporation in conjunction with the merger. The transaction resulted in a business combination and a change of control within the Company.

Preferred Stock

The Company has a Series B stock that is convertible into common stock one year after issuance up to five years after issuance at the option of the holder, at a conversion price of the market price of the Company's common stock at the time of conversion. The holders of the series B preferred stock vote 100,000 votes for every share held. The face value of the series A preferred stock is \$10.00 per share. 10,000 shares of series B preferred stock were issued to the owners of KS International Holdings Corporation in conjunction with the merger.

NOTE 7 — SUBSEQUENT EVENTS

On December 3, 2013 the Company merged with KS International Holdings Corporation, which became the surviving entity. The transaction resulted in a business combination, and a change of control within its business purpose.