

## **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.

Zalemark Holding Company, Inc. is the current name of the corporation. In 2009, Zalemark merged with Charis Industries Inc., becoming Zalemark Holding Company, Inc.

### **2) Address of the issuer's principal executive offices**

#### Company Headquarters

Address: 550 Highway 7 E unit 316  
Richmond Hill, ONT L4B3Z4  
Canada  
Phone: 416-428-0963  
Email: [info@zalemark.com](mailto:info@zalemark.com)  
Website(s): <http://zalemark.com>

#### Investor Relations Contact

Address: 550 Highway 7 E unit 316  
Richmond Hill, ONT L4B3Z4  
Canada  
Phone: 416-428-0963  
Email: [info@zalemark.com](mailto:info@zalemark.com)  
Website(s): <http://zalemark.com>

### **3) Security Information**

Trading Symbol: ZMRK  
Exact title and class of securities outstanding: Common  
CUSIP: 98869103  
Par or Stated Value: .000100  
Total shares authorized: 400,000,000 as of: 12/31/2018  
Total shares outstanding : 268,695,707 as of: 12/31/2018  
Total Free Trading Stock: 122,049,779 as of: 12/31/2018  
Total Stockholders: 197 as of: 12/31/2018

#### Transfer Agent

Name: Krista Riley  
Address: Interwest Transfer Co. Inc., 1981 Murray Holladay Road, Suite 100, Salt Lake City, UT 84117  
Phone: 801-272-9294

Is the Transfer Agent registered under the Exchange Act?\* Yes: X 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.

NONE

The list shall indicate:

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.

Management's Discussion and Analysis of Financial Condition and Results of Operations.

#### **Forward looking statements**

The following discussion of our results of operations should be read together with our financial statements posted on the OTC Disclosure and News Service and the information included in this quarterly report. This report contains forward looking statements relating to present or future trends or factors that are subject to risks and uncertainties. The risks include, but are not limited to, the impact of competitive products and pricing, product demand, and market acceptance, the Company's ability to continue with new product development, the continuation and development of key customer and supplier relationships, ability to control costs, general economic conditions, fluctuations and changes in currency exchange rates, ability to obtain financing and maintain compliance with the terms of such financing, and other risks detailed from time to time. The Company's future financial performance could differ greatly from the expectations of management. Our actual results may differ materially from those discussed in the forward-looking statements. The Company undertakes no obligation to release revisions to these forward looking statements after the date of this report.

#### **Results of Operations for Year Ended December 31, 2018**

The consolidated net revenues decreased for the fiscal year ending December 31, 2018 this was due to minimal recordable sales for the same period in 2017. The company's net income for the fiscal quarter ending December 31, 2018 and 2017 was (\$59,046) and \$183,259 due to AP write offs respectively.

The net result of these transactions reflects a total asset value of \$82,794 and liability balance of \$1,308,794 at the end of 2018 compared to an asset value of \$132,748 and liability balance of \$1,302,066 at the end of 2017.

## Off Balance Sheet Arrangements

### The Company has an off-balance sheet arraignment

Corporate officer / stockholder, directly remitted payments to vendors during the 4th quarter of 2013. Zalemark Holding Company, Inc. has not received any accounting nor supporting documents regarding these payments. The estimated amount of these payments was \$50,000. The enclosed liability section of the Balance Sheet and the enclosed Expense section of Income statement are understated by this estimated amount, \$50,000.

Attachments:

A. Balance Sheet

Attachment A: ZMRK Balance Sheet: As of December 31, 2018

B. Statement of Income

Attachment B: ZMRK Profit and Loss: Jan. 1 through December 31, 2018  
ZMRK Profit and Loss: Jan. 1 through December 31, 2017

C. Statement of Cash Flows

Attachment D: ZMRK Statement of Cash Flows: Jan. 1 through December 31, 2018  
ZMRK Statement of Cash Flows: Jan. 1 through December 31, 2017

D. Financials Notes

Attachment E: Statement of Shareholder Equity

Attachment F: Financial Notes

E. Audit Letter

None

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. Description of the issuer's business operations;

Zalemark Holding Company, Inc. (Zalemark or the Company) is an award winning product design and product development agency. Zalemark is lead by an executive management team who, individually, earned the finest reputations and name recognition due to years as major players in each of their respective industries. Zalemark's unique strengths, derived from the exponential synergy created by bringing together industry leaders in: jewelry design; brand development; and television production, is the ability to capture a brand and articulate it through design while remaining on the leading edge of fashion This is the key and one of Zalemark's greatest assets.

As a team of successful experts, there is tremendous focus and attention to every detail of every project and every client relationship. To insure success, Zalemark's resource pool allows them to offer product placement on entertainment properties and access to entertainment industry talent and stylists, all developed through alliances with licensed partners and strategic distribution partnerships. These insider relationships and access to air space and talent ensure that Zalemark is able to maintain a huge edge over the competition and remain a leader in the emerging industry.

In addition, Zalemark has, on board, successful executives overseeing supply-chain management, quality control and customer service. The Company realizes it is as important to insure operational success and score high customer service marks as it is to create and develop unique and award winning jewelry designs as well as build the marketing and distribution systems on which to sell them.

Zalemark Holding Company Inc. is a public company trading under the symbol ZMRK and was organized and incorporated in Delaware, March 23, 1999. Zalemark Inc entered into a merger with Charis Industries Inc.in 2008, emerging as Zalemark Holding Company, Inc.. Zalemark has a fiscal year end date of 12/31/2018. The Company has never been involved in any manner of bankruptcy, receivership or any, consolidation nor the purchase or sale of a significant amount of assets. Zalemark has never defaulted on the terms of any note, loan, lease or other indebtedness or financing arrangement of any kind.

The Company has never experienced a change of control or any increase of 10% or more of the same class of outstanding equity securities and has never had any past, pending or anticipated stock split, stock dividend, recapitalization, spin-off or reorganization. It has never experienced a delisting of securities by any securities exchange or deletion from the OTC Bulletin Board including no current, past, pending or threatened legal proceedings or administrative actions either by or against the Company that could have material effect on the business, financial condition or operations of any current, past or pending trading suspensions by a securities regulator.

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

March 23,1999: Delaware

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

Jewelry Retail 5944 (Primary) Television Home Shopping 5919920 (Secondary)

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

December 31<sup>st</sup>, 2018

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

Jewelry and Agriculture

**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.

### **Assets**

Web Platform (\$1K)

## **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.

### **Officers / Directors**

Meihua Xu - President / CEO

David Xu – CFO

Zhao Amanda - VP, Fin.

Peng Liangjian - VP, Ops.

Jinfu Zheng - Business Development

### **General Partners**

None

### **Control Persons**

Eugene Kyun Kim – 8.82%

- 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

- B. 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.

None

## 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: Ken S. August, Esq.  
Firm: August Law Group, P.C.  
Address: 19200 Van Karman Ave, Suite 223, Irvine, CA 92612  
Phone: 949-752-7772, x 180  
Email: [kaugust@augustlawgroup.com](mailto:kaugust@augustlawgroup.com)

Name: Claudia McDowell  
Firm: Poole & Shaffery  
Address: 25350 Magic Mountain Pkwy, Santa Clarita, CA 91355  
Phone: 661-290-2991  
Email: [cmcdowell@pooleshaffey.com](mailto:cmcdowell@pooleshaffey.com)

### Accountant or Auditor

Name: Phil Tesler, CPA  
Firm: Phil Tesler, CPA Tax  
Address 1: 15300 Ventura Blvd, Suite 223, Sherman Oaks, CA 91403  
Phone: 818-981-8280  
Email: [philipptesler@mqci.com](mailto:philipptesler@mqci.com)

### Investor Relations

Address: 550 Highway 7 E unit 316  
Richmond Hill, ONT L4B3Z4  
Canada  
Phone: 416-428-0963  
Email: [info@zalemark.com](mailto:info@zalemark.com)  
Website(s): <http://zalemark.com>

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

None

## 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, Meihua Xu certify that:

1. I have reviewed this Annual Report of Zalemark Holding Company, Inc.
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.



6.4.19

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Date

## ATTACHMENT “F”

Zalemark Holding Company, Inc.  
Footnotes and Ratios  
For the period ending December 31, 2018

### **CURRENT RATIO:**

The current ratio measures whether an entity has sufficient resources to pay its debts over the next 12 months. It compares an entity's current assets to its current liabilities.

If the current liabilities exceed current assets (the current ratio is below 1), as in the case of ZMRK, then ZMRK may have challenges in meeting its short-term or current obligations.

Low values; however, do not indicate a critical issue.

### **ACID-TEST RATIO**

The acid-test or quick ratio measures the ability of a company to use its near cash or quick assets to extinguish or retire its current liabilities immediately. Quick assets include those current assets that can quickly be converted to cash. A company with a Quick Ratio of less than 1 cannot currently pay back its current liabilities.

The scenario similar to ZMRK's current ratio is valid here as well.

It should be noted that inventory is excluded from the sum of the assets in the Quick Ratio, but included in the current ratio.

Ratio are tests of viability for business entities but do not give a complete picture of the business' health. In contract, if the business has negotiated fast payment or cash from customers, and long term from suppliers, it may have a very low Quick Ratio and yet be very healthy.

### **AUDIT NOTES:**

(1) Zalemark has recently been acquired and is under new management. At this time, Steven Zale has been replaced and the new management has purchased all Steven Zales shares. The new management is taking Zalemark in a new direction commencing 2019.