

**AITG Annual Report April 30, 2016**

**Amended OTC Pink Basic Disclosure Guidelines**

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

Air Transport Group Holdings, Inc. formerly Azure International, Inc. until November 2008

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

Company Headquarters

Address 1: 2724 Otter Creek Ct #101

Address 2: Las Vegas

Address 3: Nevada 89117

Phone: 702 660-2259

Email: shawnaitg@gmail.com

Website(s): \_\_\_\_\_

IR Contact

Address 1: N/A

Address 2: N/A

Address 3: N/A

Phone: N/A

Email: N/A

Website(s): N/A

**3) Security Information**

Trading Symbol: AITG

Exact title and class of securities outstanding: Common

CUSIP: 00922N104

Par or Stated Value: \$.001

Total shares authorized: 75,000,000

as of: April 30, 2015

Total shares outstanding: 57,620,000

as of: April 30, 2015

Additional class of securities (if necessary):

Trading Symbol: \_\_\_\_\_

Exact title and class of securities outstanding: \_\_\_\_\_

CUSIP: \_\_\_\_\_

Par or Stated Value: \_\_\_\_\_

Total shares authorized: \_\_\_\_\_

as of: \_\_\_\_\_

Total shares outstanding: \_\_\_\_\_

as of: \_\_\_\_\_

Transfer Agent

Name: Island Stock Transfer

Address 1: 5500 Roosevelt Blvd.

Address 2: Suite 301

Address 3: Clearwater, FL 33760

Phone: 727.289.0010

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

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within 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 equity securities, including debt convertible into equity 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.);

N/A

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

N/A

C. The number of shares offered;

N/A

D. The number of shares sold;

N/A

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

N/A

F. The trading status of the shares; and

N/A

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.

N/A

#### **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.

**Annual Report for the Period ended April 30, 2015 filed March 4, 2017 are incorporated by reference.**

## **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;

Air Transport Group Holdings, Inc ("the Company") was incorporated under the laws of the State of Nevada, U.S. on November 26, 2007 under the name Azure International, Inc. On October 30, 2008, and effective as of the same date, the Company filed Articles of Merger ("Articles") with the Secretary of State of the State of Nevada, to effect a merger by and between Air Transport Group Holdings, Inc., a Nevada corporation and Azure International, Inc. As a result of the merger, the Company changed its name to Air Transport Group Holdings, Inc.

Air Transport Group Holdings is in the business of acquiring aviation, travel, and leisure companies. By acquiring multiple small to mid size companies, the Company plans to increase its efficiencies by consolidate management expenses, negotiate preferred rates with vendors, and increase it's asset base.

By combining separate companies under one corporate umbrella, it is management's intention to improve the revenue and earnings growth outlook to levels that would be unattainable if that company were left on its own. Moreover, the currently restrained credit environment has left a number of otherwise promising small / medium sized businesses stranded with growth prospects materially constrained due to an absence of credit.

The Company seeks to fill this void by improving upon expense and overhead management, providing additional credit and by generating better sales growth, given that the existing business unit's management will be unfettered by such delays or distractions.

New management took over on 22 August 2016.

Shawn Balaghi, Director, President, secretary and Treasurer

Shawn Balaghi has been in the management consulting and administrative management in both the private and public sectors for the past ten years. Has been involved in all aspects of corporate formation and corporate financing.

Under Shawn's management, the Company continues to pursue the same business objectives.

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

October 16, 2008 Nevada

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

4581

D. the issuer's fiscal year end date;

April 30

E. principal products or services, and their markets;

Air Transport Group Holdings is in the business of acquiring aviation, travel, and leisure companies. By acquiring multiple small to mid size companies the Company plans to increase its efficiencies by consolidate management expenses, negotiate preferred rates with vendors, and increase it's asset base.

## **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.

Company offices are being provided for by its sole director and officer at no charge to the Company.

## **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.

Shawn Balaghi, Director, President Secretary and Treasurer

Arnold Leonora, 7453 WOODRUFF WAY STONE MOUNTAIN GA 30087 is the holder of 30,000,000 shares or 52.065%

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);

N/A

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;

N/A

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

N/A

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.

N/A

- 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.

Arnold Leonora, 7453 WOODRUFF WAY STONE MOUNTAIN GA 30087 is the holder of 30,000,000 shares or 52.065%

## **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: N/A

Firm: N/A

Address 1: N/A

Address 2: N/A

Phone: N/A

Email: N/A

### Accountant or Auditor

Name:

Firm: KMA Chartered Professional Accountants Ltd

Address 1: Unit C - 5107 Somerset Drive

Address 2: Nanaimo, BC V9T 2K5

Phone: 250-758-5557

Email: [info@kmacpa.ca](mailto:info@kmacpa.ca)Annual

### Investor Relations Consultant

Name: N/A

Firm: N/A

Address 1: N/A

Address 2: N/A

Phone: N/A

Email: N/A

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

Name: Ron McIntyre

Firm: \_\_\_\_\_

Address 1: 3765 Dollarton Hwy

Address 2: North Vancouver BC V7G 1A1

Phone: 604 726-0640

Email: rsm1636@telus.net

## **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, Shawn Balaghi certify that:

1. I have reviewed this annual report for the period ended April 30, 2016 of Air Transport Group Holdings, 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.

March 24, 2017

/s/Shawn Balaghi

CEO