

## **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.

SC Holdings Corporation

Evolution Fuels, Inc. (1/31/2013 to 6/20/2014)

Strong Captain, Inc. (10/18/2012 to 1/31/2013)

Evolution Fuels, Inc. (5/1/2009 to 10/18/2012)

Evolution Energy, Inc. (4/15/2009 to 5/1/2009)

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

Company Headquarters

Address 1: 1609 Tower II, Silvercord Plaza

Address 2: 30 Canton Road

Address 3: TST, Hong Kong

Phone: 852-2375-5100

Email: info@ctlpe.com

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

IR Contact

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Address 3: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

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

### **3) Security Information**

Trading Symbol: SCNG

Exact title and class of securities outstanding: Common Stock

CUSIP: 78409C 106

Par or Stated Value: .00001

Total shares authorized: 18,000,000,000

as of: 06/30/16

Total shares outstanding: 74,927,750

as of: 06/30/16

Transfer Agent

Name: Issuer Direct Corporation

Address 1: 500 Perimeter Park Dr

Address 2: Suite D

Address 3: Morrisville NC 27560

Phone: 919.481.4000

Is the Transfer Agent registered under the Exchange Act?\*

Yes: ☒ XXXXX ☐

\*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 otcicq.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;

SC Holdings Corporation is a company that invests in various oil and gas properties and opportunities with a focus on developing such opportunities utilizing new technologies for optimizing under developed properties.

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

Date of incorporation: July 15, 2002, State of incorporation: Nevada, change of domicile to Delaware on September 21, 2005, change of domicile to Colorado on October 18, 2012.

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

8999

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

December 31.

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

Oil and natural gas production.

## **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.

Directors: Pun Mo Chung, Tan Yuen Hing, Wei Kai Li

Chief Executive Officer: Tan Yuen Hing

Chief Financial Officer: Wei Kai Li

- 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.

Gemberry Investment Holdings Group Limited / Unit 1609, Tower 2, Silvercord, 30 Canton Road /. The control person is Derek Ng / Unit 1609, Tower 2, Silvercord, 30 Canton Road

Wei Kai Li -7F/BLK D- No 25-29 –Han Kow Road, 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: Ashmit Patel

Firm: Brimstone & Co.

Address 1: 1629 K Street /Suite 300

Address 2: Washington DC 20006

Phone: (202) 470-6841

Email: [apatel@brimstoneandcompany.com](mailto:apatel@brimstoneandcompany.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: Lowell Holden

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

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone: 612-961-5656

Email: ltholden@comcast.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, Tan Yuen Hing certify that:

1. I have reviewed this Annual Disclosure Statement of SC Holdings Corporation;

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.

Date: July 20, 2016

/s/ Tan Yuen Hing CEO

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

/s/ Wei Kai Li

CFO

# Financial Statements

---

## SC HOLDINGS CORPORATION, INC.

### INDEX (Unaudited)

Consolidated Balance Sheets as of June 30, 2016 and December 31, 2015 (Unaudited)	F-2
Consolidated Statements of Operations for the Three and Six months Ended June 30, 2016 and 2015 (Unaudited)	F-3
Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2016 and 2015(Unaudited)	F-4
Notes to Consolidated Financial Statements ( Unaudited)	F-5

---

**SC HOLDINGS CORPORATION, INC.**  
**CONSOLIDATED BALANCE SHEET**  
(Unaudited)

	<b>June 30, 2016</b>	<b>December 31, 2015</b>
<b>ASSETS</b>		
Current assets:		
Goodwill	\$ 108,000	\$ 108,000
Other assets	10,000	10,000
Total assets	<u>\$ 118,000</u>	<u>\$ 118,000</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities:		
Accounts payable	\$ 16,256	\$ 16,256
Advances – related party	41,315	32,440
Total current liabilities	<u>57,571</u>	<u>48,696</u>
Total liabilities	57,571	48,696
Stockholders' Equity:		
Preferred stock, \$0.001 par value 200,000,000 authorized:		
Series A convertible preferred stock, 20,000,000 shares authorized, 3,937,500 shares issued and outstanding	123	123
Series B convertible preferred stock, 20,000,000 shares authorized, none issued and outstanding	18	18
Common stock, \$0.00001 par value 18,000,000,000 authorized 74,927,750 and 11,565,448 issued and outstanding, respectively	750	750
Additional paid in capital	9,870,702	9,870,702
Deferred stock compensation	(7,145,482)	(7,989,439)
Accumulated deficit	<u>(2,665,682)</u>	<u>(1,812,850)</u>
Total stockholders' equity	60,428	69,304
Total liabilities and stockholders' equity	<u>\$ 118,000</u>	<u>\$ 118,000</u>

See accompanying notes to unaudited financial statements



**SC HOLDINGS CORPORATION, INC**  
**CONSOLIDATED STATEMENT OF OPERATIONS**  
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Operating expenses:				
General and administrative expense	\$ 284,319	\$ 295,119	\$ 846,957	\$578,202
Loss from operations	(284,319)	(295,119)	(846,957)	(578,202)
Net income (loss)	\$ (284,319)	\$ (295,119)	(846,957)	(578,202)
Net loss per share, basic and diluted	\$ (0.02)	\$ (0.1	\$ (0.00)	\$ (0.00)
Weighted average number of shares outstanding	74,927,750	20,942,770	74,927,750	20,479,037

See accompanying notes to unaudited financial statements

**SC HOLDINGS CORPORATION, INC**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the Six Months Ended June 30,**

	<b>2016</b>	<b>2015</b>
<b>Cash flows from operating activities:</b>		
Net loss	\$ (852,832)	\$ (283,083)
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Stock based compensation	843,957	278,983
Changes in operating assets and liabilities:		
<b>Net cash used in operating activities</b>	<b>(8,875)</b>	<b>(4,100)</b>
 Cash flows from financing activities		
Advances – related parties	8,875	4,100
<b>Net cash provided by financing activities</b>	<b>8,875</b>	<b>4,100</b>
 Net increase in cash	--	--
Cash – beginning of year	--	--
Cash – end of year	<u>\$ --</u>	<u>--</u>
 <b>SUPPLEMENT DISCLOSURES:</b>		
Interest paid	--	--
Income taxes paid	--	--

See accompanying notes to unaudited financial statements

**SC HOLDINGS CORPORATION, INC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**NOTE 1 — ORGANIZATION AND MANAGEMENT’S PLANS**

***Organization***

SC Holdings Corporation (“SC Holdings” or the “Company”) was incorporated in the state of Nevada on July 15, 2002, under the name, Meadows Springs, Inc. Effective November 14, 2005; the domicile of the issuer was moved to Delaware by means of a merger. Effective April 15, 2009, the issuer changed its name to Evolution Fuels, Inc.

Effective October 16, 2012 the domicile of the issuer was moved to Colorado by means of a merger. The name was changed to SC Holdings Corporation on September 20, 2014.

On September 28, 2012 the Company entered into a share exchange agreement with Gemberry Investment Holding Group, LTD (“Gemberry”), whereby the Company issued 5,000,000,000 shares of its common stock to Gemberry in exchange for 100% of the issued and outstanding membership units of SC Holdings, LLC, a Texas limited liability corporation. Consequently, the Company changed officers and its business focus, and there was a change of control of the Company. Effective October 16, 2012 the domicile of the issuer was moved to Colorado by means of a merger.

**NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation***

The accompanying consolidated financial statements and related notes have been prepared in accordance with accounting principles that are generally accepted in the United States of America (“US GAAP”). The consolidated financial statements include the accounts of the Company at September 30, 2015.

***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 establishing the manufacturing process, business and operations for its planned products.

***Principles of Consolidation***

SC Holdings’ consolidated financial statements include the accounts of SC Holdings and its wholly and majority owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

***Stock-Based Compensation***

The Company accounts for stock-based compensation to employees and consultants in accordance with FASB ASC 718. Stock-based compensation to employees is measured at the grant date, based on the fair value of the award, and is recognized as expense over the requisite employee service period. The Company accounts for stock-based compensation to other than employees in accordance with FASB ASC 505-50. Equity instruments issued to other than employees are valued at the earlier of a commitment date or upon completion of the services, based on the fair value of the equity instruments and is recognized as expense over the service period.

***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 elected December 31 as its fiscal year ending date.

*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.

*Basic and Diluted Net Loss per Share*

Basic and diluted net loss per share calculations are calculated on the basis of the weighted average number of common shares outstanding during the year. Diluted loss per share calculations includes the dilutive effect of common stock. Basic and diluted net loss per share is the same due to the absence of common stock equivalents.

**NOTE 3 — RELATED PARTY ADVANCES**

As of June 30, 2016 a related party advanced the Company \$41,315. The advance is non-interest bearing and is due on demand

**NOTE 4 - EQUITY**

On January 9, 2015 the Company issued 9,377,300 shares of common stock for service with a value of \$1,125,276. The value is for a one year consulting contract and is being amortized over one year.