

# **SGD Holdings, Ltd.**

## **DISCLOSURE STATEMENT**

For the Fiscal year ended July 31, 2009

1860 Eastman Ave., Suite 101  
Ventura, CA 93003  
Telephone: 805-644-4462  
Facsimile: 805-456-3894

**Federal I.D. No.**

13-3986493

**CUSIP No.**

784 179 202

**ISSUER'S EQUITY AND SECURITIES**

**COMMON STOCK**

Par Value \$0.0001

200,000,000 Common Shares Authorized  
57,650,176 Shares Issued and Outstanding

**PREFERRED STOCK**

Par Value \$0.01

50,000 Preferred Shares Authorized  
No Shares Issued and Outstanding

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF SGD HOLDINGS, LTD. (THE "ISSUER") IN ACCORDANCE WITH THE PINKSHEETS GUIDELINES FOR PROVIDING ADEQUATE DISCLOSURE INFORMATION AND PURSUANT TO RULE 15c2-11 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE ISSUER. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE ISSUER.

The undersigned hereby certifies that the information herein is true and correction to the best of their knowledge and belief.

February 22, 2010

By: /s/ Harry Johansing  
Name: Harry Johansing  
Title: President

COPIES OF THIS INFORMATION AND DISCLOSURE STATEMENT ARE AVAILABLE FROM THE ISSUER UPON REQUEST.

**TRANSFER AGENT**

Olde Monmouth Stock Transfer Company, Inc.  
200 Memorial Parkway  
Atlantic Highlands, New Jersey 07716  
Telephone: 732-872-2727  
Facsimile: 732-872-2728

# SGD Holdings, Ltd.

## INFORMATION AND DISCLOSURE STATEMENT

\*THIS STATEMENT HAS NOT BEEN FILED WITH FINRA OR ANY OTHER  
REGULATORY AGENCY

### **Part A**      **General Company Information**

**Item I**      **The exact name of the issuer and its predecessor (if any).**

The name of the Issuer is: SGD Holdings, Ltd.

The name of predecessor of the Issuer was Goldonline International, Inc., and its predecessor was Transun International Airways, Inc.

**Item II**      **The address of the issuer's principal executive offices.**

SGD Holdings, Ltd.

1860 Eastman Ave., Suite 101

Ventura, CA 93003

Telephone: 805-644-4462

Facsimile: 805-456-3894

Investor Relations Contact:

Paul Westenberger

Telephone: 302-200-SGDH

**Item III**      **The jurisdiction(s) and date of the issuer's incorporation or organization.**

The issuer was organized under the laws of the State of Delaware was incorporated on May 22, 1996 as Transun International Airways, Inc. On June 10, 1999 Transun International Airways, Inc. filed an Amendment to its Articles of Incorporation to change its name to Goldonline International, Inc. On February 17, 2001 Goldonline International, Inc. filed an Amendment to its Articles of Incorporation to change its name to SGD Holdings, Ltd.

### **Part B**      **Share Structure**

**Item IV**      **The exact title and class of securities outstanding.**

Security Symbol:      SGDH

CUSIP Number:      784179 20 2

Common Stock:      200,000,000 Common Stock authorized;

Preferred Stock:      NONE OUTSTANDING

**Item V**      **Par or stated value and description of the security.**

A.      *Par or Stated Value.*

Common Stock; Par Value: \$0.0001 par value

B.      *Common or Preferred Stock.*

1.      Dividend, voting and pre-emption rights for common equity.

The holders of the common stock have equal ratable rights to dividends from funds legally available therefore, when, as and if declared by the Board of Directors of the issuer.

Holders of the issuer's common stock are entitled to one (1) vote per share on all matters on which shareholders may vote at all meetings of shareholders.

There are no conversion rights, subscription rights, preemptive rights, cumulative voting rights, or redemptive rights with respect to the common stock.

All shares of common stock now outstanding are fully paid and non-assessable.

2. Dividend, voting, conversion and liquidation rights, redemption or sinking fund provisions for preferred stock.

None.

3. Other material rights of common or preferred stockholders.

The holders of the common stock are entitled to share ratably in all of the assets of the issuer available for distribution to holders of common stock upon liquidation, dissolution, or winding up of the affairs of the issuer.

4. Provisions in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

None.

**Item VI      The number of shares or total amount of the securities outstanding for each class of securities authorized.**

- (i) Period end date:              February 22, 2010
- (ii) Number of shares authorized:  
Common stock:              200,000,000 shares at \$0.0001 par value  
Preferred Stock:              50,000 shares at \$0.01par value
- (iii) Number of shares outstanding:  
Common stock:              57,650,176 shares.  
Preferred stock:              none
- (iv) Freely tradable shares (public float):  
Approximately 16,127,318 common shares.

- (v) Total number of beneficial shareholders:  
Approximately 247 shareholders.
- (vi) Total number of shareholders of record:  
Approximately 247 shareholders.

**Part C Business Information**

**Item VII The name and address of the transfer agent.**

Olde Monmouth Stock Transfer Company, Inc.  
200 Memorial Parkway  
Atlantic Highlands, New Jersey 07716  
Telephone: 732-872-2727  
Facsimile: 732-872-2728

The transfer agent is registered under the Exchange Act and is regulated by the Securities and Exchange Commission.

**Item VIII The nature of the issuer's business.**

SGD Holdings, Ltd. owns 100% of EcoPaper, Inc., its wholly owned subsidiary.

EcoPaper, Inc. is the first company in the history of the paper industry to create and market treeless paper of a superior quality. Every page of EcoPaper is smooth, acid-free, durable, chemical-free, and made in Costa Rica. EcoPaper, Inc. has developed an innovative and economically feasible option for the potential removal of 230,000 tons of agro-industrial waste that are dumped yearly in Costa Rica alone. The company's challenge is to invent new processes and create paper from exotic tropical fibers from waste materials in new textures and tones for consumers. The results of processing these exotic tropical fibers are items that both appeal to the consumer and positively impact the environment.

**A. Business Development.**

1. The form of organization of the issuer.

Issuer is a Delaware corporation.

2. The year that the issuer (or any predecessor) was organized.

Issuer was organized by the filing of the Articles of Incorporation with the Secretary of State of Delaware on May 22, 1996.

3. Issuer's fiscal year end date.

The Company's fiscal year ends on July 31.

4. Whether the issuer (or and predecessor) has been in bankruptcy, receivership or any similar proceeding. The issuer and/or any predecessors have never filed or been in the process of filing

bankruptcy, receivership or any similar proceeding.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets.

None.

6. Any default of the terms of any note, loan, lease or other indebtedness or financing arrangement requiring the issuer to make payments.

None.

7. Any change of control.

Yes, as a result of the acquisition of EcoPaper, Inc. the company issued 31,000,000 shares of its restricted common stock.

8. Any increase of 10% or more of the same class of outstanding equity securities.

Yes, on July 10, 2009 SGD Holdings acquires 100% of EcoPaper, Inc. for 31,000,000 shares of its restricted common stock.

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

None.

10. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board.

Issuer's securities have not been de-listed and are not in the process of being de-listed by the Securities and Exchange Commission or FINRA.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

None

**B. Business of Issuer.**

1. The issuer's primary and secondary SIC codes.

Primary SIC Code: 2611

Secondary SIC Code: 5093

2. Whether the issuer has never conducted operations, is in the development stage, or is currently conducting operations?

The issuer is in developmental stage, moving into production and distribution stage.

3. Whether the issuer is or has at any time been a “shell company,” pursuant to Securities Act Rule 405. The issuer is not a “shell company”.

The issuer is not a “shell company”.

4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement.

EcoPaper, Inc., a California corporation, is a wholly owned subsidiary of SGD Holdings, Ltd.

5. The effect of existing or probable governmental regulations on the business.

None

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and if applicable, the extent to which the cost of such activities are borne directly by customers.

None

7. Costs and effects of compliance with environmental laws (federal, state and local).

None.

8. The number of total employees and number of full-time employees.

The Company currently has a total of 18 employees offering their services in the areas of executive management, channel development and marketing.

**Item IX The nature of the products or services offered.**

- A. Principal products or services, and their markets.

SGD Holdings, Ltd., through its wholly owned subsidiary EcoPaper, Inc., is the first company in the history of the paper industry to create and market treeless paper of a superior quality. Every page of EcoPaper is smooth, acid-free, durable, chemical-free, and made in Costa Rica. EcoPaper, Inc. has developed an innovative and economically feasible option for the potential removal of 230,000 tons of agro-industrial waste that are dumped yearly in Costa Rica alone. The company's challenge is to invent new processes and create paper from exotic tropical fibers from

waste materials in new textures and tones for consumers. The results of processing these exotic tropical fibers are items that both appeal to the consumer and positively impact the environment.

B. Distribution methods of the products or services.

EcoPaper, Inc. currently has three channels of distribution

1. Internet;

Our website, [ecopaper.com](http://ecopaper.com), is an e-commerce website that distributes directly to the consumer. We also wholesale directly to other websites who also sell our products.

2. Wholesale;

Our wholesalers include websites, smaller retail stores, and print shops. Most are single store entities or don't have a brick and mortar store.

3. Retail Chains;

Whole foods, Starbucks, and more are retailers who have featured EcoPaper, Inc. diverse natural product offerings in their store.

C. Status of any publicly announced new product or service.

None.

D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition.

EcoPaper plans on serving the paper products market as a niche, Paper Company focusing on the conservation of trees used for paper. The company has already developed a reputation as one of the longest running tree-free paper companies in existence in the United States. EcoPaper has been positioned in the top 5 tree-free paper companies, but the market for tree-free paper has not reached the levels of distribution represented by the largest 20 paper companies due to the lack of capital needed to withstand the inventory and control the distribution to allow for comparable availability of EcoPaper products. EcoPaper plans on increasing and locking-in the entire supply chain for the production of paper and the inventory levels, which will allow the company to accept multi-million dollar orders that are conditional upon delivery time constraints.

The risks associated with the company include inventory risk, pricing risk, and customer's willingness to change preferences to tree-free paper. The first risk factor involves inventory risk. In order to fulfill large distribution orders, large distribution companies require a large amount of inventory be available for immediate delivery. The risk of carrying the inventory of paper products necessary to fulfill the availability needed is high due to

the fact that only 30% recycled paper has met critical mass support and distribution up until this point in time.

A second risk factor involves pricing risk. Currently, tree **pulp** based paper has become commoditized and prices have reached a floor very close to manufacturing costs. Large conglomerate paper companies could attempt to subsidize losses in order to retain large customers. EcoPaper realizes that pricing is very competitive for regular paper, but the company also believes in the value added through offering an alternative that conserves the amount of deforestation within the United States. EcoPaper plans to offset pricing risk with the quality of paper and environmental impact of using alternative materials to create paper products.

The third area of risk that EcoPaper must pay close attention to is the customer's willingness to change from traditional paper materials and companies to EcoPaper. Over the last century, the cultural norm has been an acceptance of using tree based pulp as a raw material in the paper making process. Marketing will be a crucial part of persuading consumers to consider EcoPaper products over the traditional brands for the environmental benefits.

- E. Sources and availability of raw materials and the names of principal suppliers.

The company has an abundant source of raw materials and these sources are propriety.

- F. Dependence on one or a few major customers.

None

- G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration.

Proprietary manufacturing technologies and innovative use of durable acid and chemical-free agro-industrial waste by-products.

- H. The need for any government approval of principal products or services and the status of any requested government approvals.

All of the Issuer's products have already been sold to the U.S. government without the need of approval.

**Item X The nature and extent of the issuer's facilities.**

Our executive offices are located at 1860 Eastman Ave., Suite 101, Ventura, CA 93003.

The offices comprise 1,200sq. feet and are subject to a lease



**Part D Management Structure and Financial Information**

**Item XI The name of the chief executive officer, members of the board of directors, as well as control persons.**

A. Officers and Directors.

1. Full Name of Control Person:  
Harry Johansing, President and CEO, Sole Officer and Director.

2. Board Memberships and other affiliations:

None

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.

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. Disclosure of Family Relationships.

There are no relationships existing among and between the issuer's officers, directors and shareholders. There are affiliations among and between the shareholders and the issuer, its predecessors, its present and prior officers and directors, and other shareholders.

D. Disclosure of Related Party Transactions.

None.

E. Disclosure of Conflicts of Interest.

None.

**Item XII Financial information for the issuer's most recent fiscal period.**

1. Balance Sheet
2. Statement of Income
3. Statement of Cash Flows
4. Statement of changes in Stockholders' Equity
5. Financial Notes
6. Audit letter, if audited

Separately filed on the Pink Sheets web site.

The company intends to post financial reports on the Pink Sheets website each quarter to disclose the financial condition of the company and any changes that have occurred since this statement.

**Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

Separately filed on the Pink Sheets web site.

**Item XIV Beneficial ownership of common stock.**

Exhibit "A" sets forth as of February 22, 2010, certain information (name, address and shareholdings) regarding the ownership of our common stock by (i) each person known by us to be the **beneficial owner of more than 5%** of the outstanding shares of common stock, (ii) each of our directors, (iii) each of our executive officers, and (iv) all of our executive officers and directors as a group.

**Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure.**

1. Investment Banker: None
2. Promoters: None
3. Counsel:

The Law Offices of Gary L. Blum  
3278 Wilshire Blvd, Suite 603  
Los Angeles, California 90010-1431

Telephone: 213-381-7450  
Facsimile: 213-384-1035

4. Accountant or Auditor

Ross and Associates  
7633 E. 63<sup>rd</sup> Place  
Tulsa, Oklahoma 74133

Telephone: 918-461-1667

5. Public Relations Consultant(s)

None

6. Investor Relations Consultant

None

7. Other advisor(s)

None

**Item XVI Management's Discussion and Analysis or Plan of Operation.**

**A. Plan of Operation.**

1. Describe the issuer's plan of operation for the next twelve months, including:
  - i. How long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months.
  - ii. A summary of any product research and development that the issuer will perform for the term of the plan.
  - iii. Any expected purchase or sale of plant and significant equipment.
  - iv. Any expected significant changes in the number of employees.

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

1. *Full fiscal years.* Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. Discuss the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. Address those key variable and other qualitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

Any known trends, events or uncertainties, that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity.

- i. Internal and external sources of liquidity.
  - iii Any material commitments for capital expenditures and the expected sources of funds for such expenditures.
  - iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations.
  - v. Any significant elements of income or loss that do not arise from the issuer's continuing operations.
  - vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements
  - vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.
2. *Interim Periods.* Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

#### **C. Off-Balance Sheet Arrangements.**

1. Discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item XVI to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.
  - i. The nature and business purpose to the issuer of such off-balance sheet arrangements.
  - ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits.
  - iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness

incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and

- iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.
2. As used in paragraph C of this Item XVI, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:
    - i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation.
    - ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets
    - iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or
    - iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support

to, or engages in leasing, hedging or research and development services with, the issuer.

**Part E**      **Issuance History**

**Item XVII**    **List of securities offerings and shares issued for services in the past two years.**

None.

**Part F**      **Exhibits**

The following exhibits must be either described in or attached to the disclosure statement.

**Item XVIII**    **Material Contracts**

Separately attached if applicable.

**Item XIX**      **Articles of Incorporation and Bylaws**

Separately attached.

**Item XX**        **Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

None.

**Item XXI**      **Issuer's Certifications.**

I, Harry Johansing, certify that:

1. I have reviewed this Information and Disclosure statement and exhibits, of SGD Holdings, Ltd;
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:

February 22, 2010

/s/ Harry Johansing  
Harry Johansing

President

## EXHIBIT "A"

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>PERCENTAGE</u>
Harry Johansing	31,000,000	54%