

OTC Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 ("Exchange Act") as well as Rule 144 of the Securities Act of 1933 ("Securities Act"), and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created these OTC Pink Basic Disclosure Guidelines. We use the basic disclosure information provided by OTC Pink companies under these guidelines to designate the appropriate tier in the OTC Pink marketplace: Current, Limited or No Information. OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for OTC Pink Current Information tier.

Qualifications for the OTC Pink - Current Information Tier

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) qualify for the Current Information Tier.

Initial Qualification:

1. Subscribe to the [OTC Disclosure & News Service](#) on www.OTCIQ.com to publish your financial reports and material news.
2. Create the following documents, save them in PDF format and upload them via www.OTCIQ.com:
 - Annual Financial statements (Document must include: Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements) for the previous two fiscal years. If these reports are audited, please attach the audit letter from the [PCAOB](#) registered audit firm. Each year's Annual Financial statements should be posted separately under the report type "Annual Report" in OTCIQ.
 - Any subsequent Quarterly Reports since the most recent Annual Report.
 - The most recent fiscal period end report should also include information in accordance with these OTC Pink Basic Disclosure Guidelines; use the fillable form beginning on page 3.
 - Financial reports must be prepared according to U.S. GAAP, but are not required to be audited to qualify for OTC Pink Current Information tier.
3. If financial reports are not audited by a [PCAOB](#) registered audit firm:
 - Submit a signed Attorney Letter Agreement (first two pages of the [Attorney Letter Guidelines](#)).
 - After following the appropriate procedures with a qualified attorney, upload an Attorney Letter complying with [Attorney Letter Guidelines](#) through your otciq.com account.

Ongoing Qualification:

1. **For each Fiscal Quarter End**, upload a Quarterly Report via www.OTCIQ.com within **45 days** of the quarter end. (A separate quarterly report is not required for the 4th quarter.) The Quarterly Report should include:
 - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
 - Quarterly financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements). Financial reports must be prepared according to U.S. GAAP, but are not required to be audited.
 - No Audit Letter or Attorney Letter is required.
2. **For each Fiscal Year End**, upload an Annual Report within **90 days** of the fiscal year end. The Annual Report should include:
 - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
 - Annual financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements, and Audit Letter, if the financial statements are audited). Financial reports must be prepared according to U.S. GAAP, but are not required to be audited.
3. If financial reports are not audited by a PCAOB registered audit firm, upload an Attorney Letter via www.OTCIQ.com complying with the [Attorney Letter Guidelines](#) within **120 days** of the fiscal year end.

Qualifications for the OTC Pink - Limited Information Tier

Companies that make the information described below publicly available within the prior 6 months qualify for the Limited Information Tier.

1. Subscribe to the [OTC Disclosure & News Service](http://www.OTCIQ.com) on www.OTCIQ.com to publish your financial reports and material news.
2. Create a Quarterly Report or Annual Report for a fiscal period ended within the previous 6 months, save it in PDF format and upload it via www.OTCIQ.com. The Quarterly Report or Annual Report includes:
 - Balance Sheet, Income Statement, and Total Number of Issued and Outstanding Shares. Financial statements must be prepared in accordance with US GAAP, but are not required to be audited. (Please note that Cash Flow Statements are not required to qualify for the Limited Information tier; however, unless the financial statements include a Cash Flow Statement, no financial data will be included in the OTC Financials Data Service, which distributes company financial data to online investor portals and makes the data available on your company's Financials tab on www.otcm Markets.com)
 - A company in the Limited Information tier, may, but is not required to, include information in accordance with these OTC Pink Basic Disclosure Guidelines using the fillable form beginning on page 3.

Current Reporting of Material Corporate Events

OTC Markets Group encourages companies to make public disclosure available regarding corporate events that may be material to the issuer and its securities. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence, and posting such news release through the OTC Disclosure & News Service.

Material corporate events include:

- Entry or Termination of a Material Definitive Agreement
- Completion of Acquisition or Disposition of Assets, Including but not Limited to mergers
- Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer
- Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement
- Costs Associated with Exit or Disposal Activities
- Material Impairments
- Sales of Equity Securities
- Material Modification to Rights of Security Holders
- Changes in Issuer's Certifying Accountant
- Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review
- Changes in Control of Issuer
- Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers
- Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year
- Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics
- Other events the issuer considers to be of importance

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.

T-Bay Holdings, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 3 Raffles Place

Address 2: #07-01 Bharat Building

Address 3: Singapore 048617

Phone: 66 87 26 777 06

Email: issaree@heffcap.com

Website(s): www.xirxi.com

IR Contact

Address 1: _____

Address 2: _____

Address 3: _____

Phone: _____

Email: _____

Website(s): _____

3) Security Information

Trading Symbol: TBYH

Exact title and class of securities outstanding: Common

CUSIP: 872237-20-1

Par or Stated Value: .001

Total shares authorized: 300,000,000

as of: 02/20/13

Total shares outstanding: 120,058,094

as of: 03/31/13

Transfer Agent

Name: OTC Stock Transfer, Inc.

Address 1: 6364 South Highland Drive

Address 2: Suite 201

Address 3: Salt Lake City, Utah 84121

Phone: (801) 272-7272

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:

N/A

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

N/A

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.);

No public or private offerings occurred during the past two fiscal years.

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

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.

The attached Financial Statements were prepared in accordance with US GAAP by the Company's Treasurer and CFO, Issaree Suwunnavid, an accounting professional with sufficient financial skills.

The Financial Statements now reflect the Company's operations from April 1, 2011 through March 31, 2013. Following the Company's last 10-K filing with the SEC on March 31, 2011, the Company ceased operations until the Share Exchange with Xirxi, which accounts for the amount of activity from April 1, 2011 through April 1, 2012, during which time the Company carried out no operations other than the research of viable acquisition/merger candidates, and during which time no revenue was earned by the Company.

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;

Overview and Early History of Restructuring and Splits

The Company was incorporated under the laws of the State of Utah on August 8, 1984 with the name of "Sharus Corporation" with authorized common stock of 50,000,000 shares with par value of US\$0.001 per share. On June 13, 1989, the domicile of the Company was changed to the state of Nevada in connection with a name change to "Golden Quest, Inc."

On January 7, 2002, the name was changed to "T-Bay Holdings, Inc." as part of a reverse stock split of 400 shares of outstanding stock for one share. On January 17, 2005, the Company carried out a reverse stock split of 20 shares of outstanding stock for one share. After the reverse split, the Company had authorized common stock of 100,000,000 shares common stock and 10,000,000 shares of preferred stock both with par value of US\$0.001.

On August 1, 2005, the Company entered into an Agreement and Plan of Reorganization (the "Agreement") between Wise Target International Limited, ("Wise Target"), Amber Link International Limited ("Amber Link"), Ms. Meilian Li and Mr. Xiaofeng Li. Pursuant to the terms of the Agreement, following due diligence, the Company acquired all of the outstanding stock of Wise Target and Amber Link, making them wholly owned subsidiaries of the Company. Wise Target and Amber Link together owned and controlled 95% of Shanghai Sunplus Communication Technology Co., Ltd., ("Sunplus"), a Sino-foreign joint venture. The Agreement required the Company to issue 18,550,000 shares of restricted common stock in exchange for all of the issued and outstanding shares of Wise Target and Amber Link. This transaction was subsequently completed on August 16, 2005.

Corporate Structure From 2005 to 2009

Upon completion of the transaction, Wise Target owned a 75% interest and Amber Link owned a 20% interest in Sunplus. The remaining 5% interest of Sunplus was owned by Shanghai Fanna Industrial Product Design Co., Ltd. ("Shanghai Fanna"). Wise Target and Amber Link were investment holding companies incorporated in the British Virgin Islands whereas Shanghai Fanna was a privately-owned company established in China in 2001. In March 2009, Wise Target transferred all its holdings (75%) in Sunplus to Amber Link for US\$2,885,000 (HK\$22,500,000). As a result of this transaction, Amber Link directly owned 95% of Sunplus and this transaction had no impact on the Company's effective holdings of Sunplus. Shanghai Fanna Industrial Design Co., Ltd. continued to own the remaining 5% interest in Sunplus. On November 25, 2009, the Company transferred all its holdings (100%) in Amber Link to Wise Target for US\$2,600. As a result of the transaction, the Company indirectly held Amber Link and this transaction had no impact on the Company's effective holdings of Amber Link and Sunplus.

In January 2007, Sunplus established Zhangzhou JiaXun Communication Facility Co., Ltd. ("JiaXun"), a 100% owned subsidiary in Zhangzhou in Fujian province. In March 2007, JiaXun and Sunplus, respectively acquired 20% and 80% interest in Fujian QiaoXing Industry Co., Ltd. ("Fujian QiaoXing") for the construction of a technology park for long term development in the mobile telecommunication industry. Fujian QiaoXing was established on February 13, 2004, with a registered capital of RMB20,000,000 (US\$2,590,000).

In December, 2008, Shanghai Sunplus, the Company's 95%-owned Chinese subsidiary entered an agreement with Huizhou Liyin Electronics Co., Ltd. ("Huizhou Liyin") to sell 100% of Sunplus' interest in its wholly-owned subsidiary JiaXun for RMB5,000,000 and Eighty Percent (80%) of Sunplus' interest in its subsidiary Fujian QiaoXing Industry for RMB84,000,000.

In March 2009, Sunplus terminated the agreement with Huizhou Liyin relating to sale of its interest in JiaXun and Fujian QiaoXing and entered into another agreement to sell those interests to QiaoXing Telecommunication Industry Company Limited to sell 100% of Sunplus' interest in its wholly-owned subsidiary JiaXun for RMB5,000,000 and eighty percent (80%) of Sunplus' interest in its subsidiary Fujian QiaoXing for RMB84,000,000. The transfers of Jia Xun and Fujian QiaoXing were completed on April 9 and March 20, 2009, respectively.

Business Development From March 2009 to March 31, 2011

While the Company was winding down its phone design services, as well as the sales of mobile phone components, T-Bay continued to operate the administrative side of the business which was customer service, warranty claims, and the collection of receivables. The Company also continued to assess the mobile phone market for possibilities of transitioning its operations to a different segment(s) of the mobile phone industry, as well as exploring various acquisition opportunities. These activities occupied the Company's three full-time employees. The Company hoped to complete the transition to a different segment of the mobile phone industry, or make an acquisition not later than December 31, 2011. As of March 31, 2011, the Company had 3 full-time employees which constituted its administrative staff in China.

Company's Activities Post March 31, 2011

Following the filing of the Company's 10-K for the period ending March 31, 2011, the Company had no income for nearly ten (10) months while it its Board continued to seek opportunities. It closed its bank accounts and had a net loss of US\$1,309,000, which was reflected on its financial statement included in that 10-K. That loss was reflected in a Convertible Note Agreement between the Company and Global Pacific Strategies, Ltd., which was signed shortly after the filing of the Company's March 31, 2011 Annual Report.

Acquisition and Share Exchange Agreement with Xirxi

Shortly thereafter, the Board of Directors approved the acquisition of 100 percent of the shares of Xirxi Co., Ltd., a British Virgin Islands corporation with offices in Bangkok and Singapore in exchange for 90 percent of the issued and outstanding common shares of T-Bay as described in a Share Exchange Agreement signed by the two companies on May 20, 2012. As part of that corporate restructuring, the previous Board of Directors and Officers stepped down and were replaced by newly elected Directors and Officers who continue to serve today, as reflected on the Company's FINRA filing.

Xirxi's (and now T-Bay's) Current Business Model

1.0 EXECUTIVE SUMMARY

Headquartered in Singapore, Xirxi Inc. is a leading business-to-consumer, and business-to-business, ecommerce company in Asia. Since its inception, Xirxi has focused on delivering useful multilingual technology. With a loyal and rapidly growing customer base established, the Company has expanded into select general merchandise categories in the retail and wholesale sectors. Xirxi believes it will be the only real competitor to Alibaba in Asia and also that its Retail section is more accessible locally than Amazon and more far reaching than Dang Dang.

Xirxi has over a decade of experience in e-commerce market and has developed best-in-class supply chain management expertise and strong and, in some cases, exclusive relationships with suppliers throughout Asia, which enable the Company to offer a wide selection of quality products at competitive prices. The Company's Region wide fulfillment and delivery network, consisting of 12 logistic centers locating in strategic locations, allows it to offer expeditious product delivery that is an important element of online shopping experience.

AFTA and CAFTA have changed the way Asians will conduct online business. ASEAN Free Trade Area (AFTA) is a trade bloc agreement by the Association of Southeast Asian Nations supporting local manufacturing in all ASEAN countries. The AFTA agreement was signed on 28 January 1992 in Singapore. When the AFTA agreement was originally signed, ASEAN had six members, namely, Brunei, Indonesia, Malaysia, Philippines, Singapore and Thailand. Vietnam joined in 1995, Laos and Myanmar in 1997 and Cambodia in 1999. AFTA now comprises ten countries of ASEAN. All the four latecomers were required to sign the AFTA agreement in order to join ASEAN, but were given longer time frames in which to meet AFTA's tariff reduction obligations. CAFTA is the same trading bloc that now includes China.

Nowhere in the world is online shopping exploding as quickly as in Asia Pacific. This region now includes more than 40% of the global online population, and with the growing percentage of online shoppers and increasing per-capita online spending, the aggregate online retail markets of Asia Pacific are growing faster than their counterparts in North America or Europe.

There are widely different dynamics and growth rates across Asia Pacific, however, ranging from the robust but relatively mature online retail market in Japan to the large-and-skyrocketing market in China. A look at online retail sales in five of the largest Asia Pacific markets reveals countries at very different stages of the global eCommerce adoption cycle.

China's e-commerce industry is expected to grow quickly in the next five years and its transactions are expected to quadruple last year's figure by 2015. The sales volume of China's e-commerce is expected to annually grow at least 32 percent year-on-year from 2011 to 2015. The Company estimates a transaction volume of 18 trillion Yuan (\$2.8 trillion) in 2015. The amount in 2010 was 4.5 trillion Yuan.

Asia's online population surpassed 825 million users in 2010 and new research from shows another 700 million more will be added by 2015. Xirxi is taking a smarter approach to the online medium. Xirxi is using location-based tools and the web to sell goods and services including B2B Import/Export products. Some 65% of Asia Pacific consumers use online services to locate nearby products and brands, while 35% of Asia Pacific consumers say that more than 10% of their monthly shopping expenditure is done online. Online music sales jumped 28% year-on-year in the region to US\$7 billion, with the travel sector recording US\$15.4 billion in revenue in China alone and US\$4 billion in India. E-commerce sales (excluding travel) hit US\$156.9 billion in the region in 2010, and are expected to grow to more than US\$250 billion in 2012.

2.0 COMPANY SUMMARY

Xirxi is a Retail and Wholesale company for three primary customer bases: consumers, sellers and enterprises. In addition, the Company generates revenue through other marketing and promotional services, such as online advertising, IT Services.

The Company operates in two segments: South East Asia and International. The Company serves consumers through its retail Websites, and focus on selection, price, and convenience, the logistics of online retail and International wholesale in South East Asia offer challenges that large companies like Amazon, etc. cannot manage. Xirxi designs its Websites to enable products to be sold by it and by third parties across dozens of

product categories. Xirxi also manufactures and sells unique products that will develop an International Market. It fulfills customer orders in a range of innovative ways, including international fulfillment centers and warehouses that it operates in Laem Chabang, Thailand's Tax Free Zone, through co-sourced and outsourced arrangements in certain countries, and through digital delivery. It operates customer service centers in South East Asia, which are supplemented by co-sourced arrangements.

The Company offers programs that enable sellers to sell their products on its Websites and their own branded Websites and to fulfill orders through it. It earns fixed fees, revenue share fees, per-unit activity fees, or some combination thereof from these transactions. The Company serves developers and enterprises of all sizes through Xirxi IT Services (XITS), which provides access to technology infrastructure that enables any type of business.

Xirxi develops vertical search engines that satisfy particular search intent of end-users of your portal or intranet. Traditional search engines try to be everything to everybody and offer very broad searches on every topic. However, online search needs have evolved beyond this "jack of all trades" approach. People have a need to search for information on sites that specialize in a particular subject. Without a vertical search engine, this would either mean manually searching a multitude of sites that specialize in a particular subject, or settling for the first few results from a general search. Xirxi Web Search Technology can deliver vertical search results to satisfy a broad range of user communities. With topics ranging from health and travel to business profile searches and skip tracing, our search engine provides results that are pertinent to the end- user query for that particular topic.

3.0 MARKET ANALYSIS SUMMARY

Nowhere in the world is online shopping exploding as quickly as in Asia Pacific. This region now includes more than 40% of the global online population, and with the growing percentage of online shoppers and increasing per-capita online spending, the aggregate online retail markets of Asia Pacific are growing faster than their counterparts in North America or Europe.

There are widely different dynamics and growth rates across Asia Pacific, however, ranging from the robust but relatively mature online retail market in Japan to the large-and-skyrocketing market in China. By contrast, India's online shopping market remains extremely small in comparison to its northeastern neighbors in Asia. A look at online retail sales in five of the largest Asia Pacific markets reveals countries at very different stages of the global eCommerce adoption cycle. Singapore-based customers, spent nearly S\$690 million (US\$531 million) online last year, 15 times more than they did a decade ago. In Taiwan, sales in online marketplace are expected to jump to NT\$358 billion (\$12.1 billion) this year from NT\$134 billion (\$4.5 billion) in 2006. And in South Korea, online market is expected to grow by more than 20 per cent to 33.5 billion won (\$29.8 million) this year. One of the reasons why many Asians are turning to online stores is convenience. As far as which Asian nation has the most Internet users, China leads, slowly coming up on half a billion. The next best is India with about 100 million, though most of those connections are low quality. Just behind is Japan at about 99 million users. But how about Internet penetration? South Korea tops the list at 81 percent. Then surprisingly we have Brunei popping in with 79 percent, though it only has a population of about 400,000. Getting back to the big economies, Japan and Singapore are right up there with 78 and 77 percent penetration respectively.

4.0 STRATEGY AND IMPLEMENTATION

SUMMARY

The Company's competitive edge comes from the advantage of having established relationships across Asia with distributors, brokers and wholesalers. Xirxi has received affirmation of the demand for their product in the form of requests from importers for larger product shipments. Management feels that the Company has a superior product offering because of the larger variety of its agricultural and minerals line, and because it purchases product direct from the original suppliers, who have traditionally had no open market access. In addition, prompt preparation and shipment provides importers with a product that is at port of departure on time. Our company's competitive edge exists because we address the needs of our specialty retailers, and their customers' appetites for goods. Our retail items encourage our customers to give us a second look. .

MARKETING STRATEGY

Our marketing strategy will include the use of targeted online and print media advertising and direct selling to direct customers and retailers in Asia. We will position ourselves as a differentiated provider of quality ecommerce products, based in Asia. The primary goal of all marketing efforts will be to communicate this to existing and potential customers. The key to our marketing strategy is focusing on high demand, logistically difficult items where Amazon cannot compete.

SALES STRATEGY

Our sales strategy focuses on meeting the increased demand of specialty items in Asia, and international companies with whom we have established relationships for larger orders. We will focus on developing volume and awareness regionally while working on our international marketing. For now, our products are seen through our website, where our e-commerce lets us sell our products direct at full retail price B2C and Wholesale B2B. We will also gear sales towards the specialty shops with our Xirxi Merchant line. Through these specialty retail shops, we will further increase our sales. Visibility will be very important, and we will gain valuable exposure by sponsoring events and being active in the communities we service. We will target our advertising through the major, TV, Magazines and Internet Services.

February 2013: TBYH Brings Its Nevada Corporate Filings Current and is Reinstated as a Corporation in Good Standing

Within the past month, TBYH has been in close communication with the Nevada Secretary of State in order to bring current its corporate filings in that state. During this reinstatement process, TBYH filed its Annual List of Current Officers and Directors ("List") on February 4, 2013, which cited the names, addresses, and titles of those same individuals shown on the instant FINRA filing to which this cover letter is attached. This List was a necessary requirement in order to reinstate the corporation, which had failed to pay its annual filing fees and to file the List since 2011. At the same time, the corporation elected to hire a new resident agent, Nevada Business Services, and this filing became effective in Nevada on February 4, 2013.

February 2013: TBYH Files To Reverse Split Its Common Stock 1:100

Once the corporation was once again active and in good standing, the Board of Directors authorized the submission of a Certificate of Change/Amendment to the Nevada Secretary of State in which TBYH sought to affect a reverse split of its common stock at the rate of 1 for 100 for the purpose of increasing the per share price for TBYH stock in an effort to attract future investors who might otherwise shy away from a good company because of its sub-penny stock price. This filing was submitted by Nevada Business Services, the corporation's resident agent. Because that filing inadvertently omitted a future "effective date" for the reverse, the next day, on February 8, 2013, Nevada Business Services submitted a Certificate of Correction, which showed the effective date of February 19, 2013, more than ten days after the company filed for the reverse. FINRA subsequently approved the reverse split on March 4, 2013 and it became effective on March 6, 2013.

TBYH Files SEC Form 15 In Order to Voluntarily Cease Reporting and to Transition to the OTC Markets Disclosure and News Service

On February 5, 2013, the corporation instructed its Edgar Filing Agent to file SEC Form 15, in which TBYH's CFO certified that the corporation would henceforth cease filing with the Securities and Exchange Commission. This decision reflected the Board of Directors' opinion that the annual and ongoing administrative costs and time involved with filing 10-Q and 10-K reporting over the past few years had proven burdensome, especially since the company's operations and management are located in Asia.

The Board of Directors believed the company and its investors would be better served by transitioning to the OTC Markets Disclosure and News Service where it could upload substantially the same financial and factual information and updates without the added expense of Edgar filing, and PCAOB audited financial statements.

February 2013: TBYH Files to Increase its Authorized Common Stock to 300,000,000

Following the filing of its reverse split, the Board of Directors recommended and instructed that an Amendment be filed in Nevada in order to authorize a total of 300,000,000 shares of the Company's post-reverse common stock, and such Amendment was filed by the Company's resident agent with an effective date of February 20, 2013. As FINRA

declared the reverse split to be effective on March 6, 2013, the increase in authorized common stock was implemented following the reverse split, also on March 6, 2013.

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

Nevada

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

4813

D. the issuer's fiscal year end date;

March 31st

E. principal products or services, and their markets;

The Company offers programs that enable sellers to sell their products on its Websites and their own branded Websites and to fulfill orders through it. It earns fixed fees, revenue share fees, per-unit activity fees, or some combination thereof from these transactions. The Company serves developers and enterprises of all sizes through Xirxi IT Services (XITS), which provides access to technology infrastructure that enables any type of business.

Xirxi develops vertical search engines that satisfy particular search intent of end-users of your portal or intranet. Traditional search engines try to be everything to everybody and offer very broad searches on every topic. However, online search needs have evolved beyond this "jack of all trades" approach. People have a need to search for information on sites that specialize in a particular subject. Without a vertical search engine, this would either mean manually searching a multitude of sites that specialize in a particular subject, or settling for the first few results from a general search. Xirxi Web Search Technology can deliver vertical search results to satisfy a broad range of user communities. With topics ranging from health and travel to business profile searches and skip tracing, our search engine provides results that are pertinent to the end-user query for that particular topic.

Card Tech International, a Company registered in the Netherlands exclusively licenses the innovative biometrics security technology from Card Tech srl. Card Tech srl is a company based in Udine, Italy, which is involved in the study and development of innovative mobile devices that is set to revolutionise the identification, security and payments markets by using detection technologies such as fingerprint scanning.

The business idea was the result of fraud (credit card cloning) which the founder and current president of Card Tech fell victim to. During the preliminary market analysis, the fact that there is an increasingly pressing need in many sectors to identify people for reasons of security and fraud protection was noticed. In particular, government agencies and banks are the main driver of innovation and spread of these technologies.

A second key element is the defence of personal information, with particular reference to bank details, whose dissemination on the Web has grown exponentially, due to the spread of online purchases.

So a year after the group of Card Tech researchers participated in the 2005 edition of Start Cup, a business plan competition sponsored by the University of Udine and the Techno Seed project, a business incubator operated by the Scientific and Technological Park of Udine. The first prototypes were produced in 2007 in collaboration with national and international companies and as a result of the support of the regional law 4/2005 of Friuli Venezia Giulia and the Techno Seed project.

In 2008 the research and testing activities continued with the creation of a new operating system dedicated to security. In the meantime, a fruitful period in terms of partnership has begun: in addition to the run-in relationship with the University of Udine, Card Tech then set up relationships with first class national entities such as Friuli Innovation, the Autonomous Region of Friuli Venezia Giulia, Area Science Park Trieste and the Pordenone Technological Pole.

A year later, with the aim of optimising work flows, a research and development group dedicated to each and every product family was created. In the months that followed, Card Tech continued to strengthen its technical and commercial staff; during this period, the start-up was the subject of great curiosity from the scientificentrepreneurial world, with numerous publications and articles related to the projects.

In the last 2 years, the company has found and analysed the market data and potential demand, tested the specific technologies, designed the various projects and produced the prototypes in collaboration with selected industrial and commercial partners. Resources were also invested in multi-channel communication, both to

institutional and commercial advertising (websites, trade fairs, press).

The path came from the business idea and continued in the subsequent research, patent protection, prototyping and definition of the technical specifications phases. In November 2011 the company submitted a demo of the smart card biometric technology at the most important trade fair of the sector, Cartes & Identification in Paris, experiencing a lot of interest and receiving several requests on the new product from international operators in the sector. Today Card Tech is ready for the consequent industrialisation phase about to hit the relevant markets.

Value proposition

The security, electronic money and identity markets are constantly expanding. Banks are spending millions of euros every year to insure themselves against fraud and the cloning of credit and ATM cards. Governments are employing enormous resources for identity management (digital and not) and to prevent theft. The push toward the use of electronic money is also strong, in order to allow greater traceability of transactions. In the contexts in which security is a priority, it can no longer be entrusted to a vulnerable PIN or password. Card Tech has created PinKey Smart, a smart card with a fingerprint sensor. User authentication is done by comparing the fingerprint with that saved when the card is handed over (the template). No more PIN or password, just pass your finger over the card to activate it. The check, called matching, takes place inside the card, to guarantee maximum privacy. The process is patented by Card Tech and will render biometric readers and related databases with user data, easily subjected to hacking, identity theft and fraud, obsolete. PinKey Smart: the smart card evolves and becomes safe

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.

The Company leases a small space in a Singapore office building.

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.

Issaree Suwunnavid, Treasurer, CEO
Imad El Kurdi CEO Card Tech Division

- 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.

N/A

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: Matheau Stout

Firm: _____

Address 1: 400 E. Pratt St.

Address 2: Baltimore, MD, 21202, USA

Phone: _____

Email: _____

Accountant or Auditor

Name: _____

Firm: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

Investor Relations Consultant

Name: _____

Firm: _____

Address 1: _____

Address 2: _____

TS

Phone: _____
Email: _____

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

Name: Mr. Shayne Heffernan & Ms. Sandra Dierstein
Firm: Heffernan Capital Management & Auriga Investment
Address 1: 40 Wall Street, Suite 2849
Address 2: New York, NY 10005, USA
Phone: +1-646-512-5679
Email: info@heffcap.com

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, Issaree Suwunnavid certify that:

1. I have reviewed this Initial Disclosure Statement of T-Bay 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.

05/22/13 [Date]

/s/ Issaree Suwunnavid Issaree S. [Signature]
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

CEO [Title]