

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



TRHF Company Limited, Inc.

TRHF COMPANY LIMITED, INC.

A Nevada Corporation

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SIC Code: 2844

Amended Annual Report

For the Year Ending: December 31, 2019

(the “Reporting Period”)

Explanatory Note: TRHF COMPANY LIMITED, INC. is filing this Amendment to its Annual Report for the year ended December 31, 2019, which was originally filed with the OTC Markets on March 23, 2020, in order to comply with the effective December 19, 2019 updated Pink Basic Disclosure Guidelines of the OTC Markets.

As of December 31, 2019, the number of shares outstanding of our Common Stock was:

600,000,000

As of September 30, 2019, the number of shares outstanding of our Common Stock was:

600,000,000

As of December 31, 2018, the number of shares outstanding of our Common Stock was:

600,000,000

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes: No:

ITEM 1 NAME OF ISSUER AND ITS PREDECESSORS (if any):

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

Corporate name history:

TRHF Limited Company, Inc. 6/16/2015 to present

Lagoon Group Corp. 9/24/2013 (date of incorporation) to 6/16/2015

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable):

September 24, 2013 (as Lagoon Group Corp) - Nevada

Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive): **Active**

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

N/A

ITEM 2 SECURITY INFORMATION:

Trading symbol: **TRHF**

Exact title and class of securities outstanding: **Common stock**

CUSIP: **87266B101**

Par or stated value: **\$0.001**

Total shares authorized: **1,499,999,000 shares** as of date: **December 31, 2019**

Total shares outstanding: **600,000,000 shares** as of **December 31, 2019**

Number of shares in the Public Float: **2,580,000** as of **December 31, 2019**

Additional Classes:

Total shares authorized: **1,000 shares** as of date: **December 31, 2019**

Total shares outstanding: **0 shares** as of **December 31, 2019**

Number of shares in the Public Float: **N/A**

Transfer Agent:

Name: **Globex Transfer, LLC**

Phone: **813-344-4490**

Email: **mt@globextransfer.com**

Is the Transfer Agent registered under the Exchange Act? Yes: No:

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors: **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.**

ITEM 3 ISSUANCE HISTORY

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of 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. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Number of Shares outstanding as of December 31, 2017		<u>Opening Balance:</u> Common: 600,000,000							
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on December 31, 2019		<u>Ending Balance:</u> Common: 600,000,000							

Use the space below to provide any additional details, including footnotes to the table above:

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____

ITEM 4 FINANCIAL STATEMENTS

A. The following financial statements were prepared in accordance with:

- U.S. GAAP
- IFRS

B. The financial statements for this reporting period were prepared by (name of individual):

Name: Joseph Arcaro
 Title: Treasurer (Principal Financial Officer)
 Relationship to Issuer: Treasurer (Principal Financial Officer)

TRHF Company Limited, Inc.
Financial Statements
For the Year Ended December 31, 2019
(Unaudited)

TRHF COMPANY LIMITED, INC.
BALANCE SHEET
(Unaudited)

	December 31, 2019
ASSETS	
Current Assets:	
Cash	\$ —
Total Current Assets	—
TOTAL ASSETS	\$ —
LIABILITIES AND STOCKHOLDERS' EQUITY	
LIABILITIES	
Current Liabilities:	
Due to related party	\$ 10,748
Total Current Liabilities	10,748
Total Liabilities	10,748
STOCKHOLDERS' DEFICIT	
Preferred stock, \$.001 par value; 1,000 shares authorized; 0 issued and outstanding at December 31, 2019	—
Common stock, \$.001 par value; 1,499,999,000 shares authorized; 600,000,000 shares issued and outstanding at December 31, 2019	600,000
Additional paid-in capital	305,106,962
Accumulated deficit	(305,717,710)
Total Stockholders' Deficit	(10,748)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	—

The accompanying notes are an integral part of these unaudited financial statements.

TRHF COMPANY LIMITED, INC.
STATEMENT OF OPERATIONS
(Unaudited)

	For the Year Ended December 31, 2019
Revenues	\$ —
Expenses	
Professional fees	7,498
Total Operating Expenses	<u>7,498</u>
Operating Loss	<u>(7,498)</u>
Net Loss	<u>\$ (7,498)</u>
Basic and Diluted earnings per share	\$ —
Weighted Average Common Shares	
Basic and Diluted	<u>600,000,000</u>

The accompanying notes are an integral part of these unaudited financial statements.

TRHF COMPANY LIMITED, INC.
 STATEMENTS OF STOCKHOLDER'S' DEFICIT
 (Unaudited)

	<u>Common Stock</u> <u>Shares</u>	<u>Amount</u>	<u>Additional</u> <u>Paid in</u> <u>Capital</u>	<u>Accumulated</u> <u>Deficit</u>	<u>Total</u>
Balance at December 31, 2017	600,000,000	600,000	305,106,962	(305,709,012)	(2,050)
Net loss for the year ended December 31, 2018	—	—	—	(1,200)	(1,200)
Balance at December 31, 2018	600,000,000	600,000	305,106,962	(305,710,212)	(3,250)
Net loss for the year ended December 31, 2019	—	—	—	(7,498)	(7,498)
Balance at December 31, 2019	<u>600,000,000</u>	<u>600,000</u>	<u>305,106,962</u>	<u>(305,717,710)</u>	<u>(10,748)</u>

The accompanying notes are an integral part of these financial statements.

TRHF COMPANY LIMITED, INC.
STATEMENT OF CASH FLOWS
(Unaudited)

	For the Year Ended December 31, 2019
Cash Flows from Operating Activities:	
Net loss for the year	\$ (7,498)
Adjustments to reconcile net loss to net cash used in operating activities:	
Increase (Decrease) in accounts payable	(3,250)
Net Cash Used in Operating Activities	(10,748)
Cash Flows from Financing Activities:	
Proceeds from related party debt	10,748
Net Cash Provided by Financing Activities	—
Net decrease in Cash	
Cash and cash equivalents at beginning of year	—
Cash and cash equivalents at end of year	<u>\$ —</u>
Supplemental Disclosure of Interest and Income Taxes Paid:	
Interest paid during the year	\$ —
Income taxes paid during the year	<u>\$ —</u>

The accompanying notes are an integral part of these unaudited financial statements.

TRHF COMPANY LIMITED, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019
(Unaudited)

NOTE 1 - ORGANIZATION AND OPERATIONS

TRHF Company Limited, Inc. (the “Company”) was formed in the State of Nevada on September 24, 2013 as Lagoon Group Corp. On June 16, 2015, the Company amended its Articles of Incorporation with the State of Nevada in order to change its name to TRHF Company Limited, Inc., its current name. The Company is a developmental stage company that is a unique and innovative mobile internet that integrates work, life and travel.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company’s financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). 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 and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Income Taxes

The Company follows FASB ASC Subtopic 740, Income Taxes, for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled.

Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

Stock-based Compensation

The Company follows FASB ASC Subtopic 718, Stock Compensation, for accounting for stock-based compensation. The guidance requires that new, modified and unvested share-based payment transactions with employees, such as grants of stock options and restricted stock, be recognized in the consolidated financial statements based on their fair value at the grant date and recognized as compensation expense over their vesting periods. The Company also follows the guidance for equity instruments issued to consultants.

Basic Loss Per Share

FASB ASC Subtopic 260, Earnings Per Share, provides for the calculation of “Basic” and “Diluted” earnings per share. Basic earnings per share is computed by dividing net loss available to common shareholders by the weighted average

number of common shares outstanding for the period. All potentially dilutive securities have been excluded from the computations since they would be antidilutive. However, these dilutive securities could potentially dilute earnings per share in the future.

Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with maturities of three months or less when purchased. Cash and cash equivalents are on deposit with financial institutions without any restrictions. At December 31, 2019, cash equivalents amounted to \$0.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the accompanying financial statements, the Company had an accumulated deficit at December 31, 2019 of \$305,717,710. This factor among others raise substantial doubt about the Company's ability to continue as a going concern.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 – RELATED PARTY TRANSACTIONS

During the year ended December 31, 2019, Joseph Arcaro, the Company's Chief Executive Officer, paid expenses on behalf of the company totaling \$10,748. These were expenses to revive the Company's operations.

NOTE 5 – STOCKHOLDERS' DEFICIT

Capital Stock Issued

During the year ended December 31, 2019, the Company issued no shares of capital stock.

Authorized Capital Stock

Common Stock

The Company is authorized to issue 1,499,999,000 shares of common stock with a par value of \$0.001 per share. As of December 31, 2019, 600,000,000 shares were issued and outstanding.

Preferred Stock

The Company is authorized to issue 1,000 shares of common stock with a par value of \$0.001 per share. As of December 31, 2019, no shares were issued and outstanding.

NOTE 6 – SUBSEQUENT EVENTS

Subsequent to year ended December 31, 2019, the Company issued 700,000,000 shares of common stock and 1,000 shares of Series A Preferred Stock to Joseph Arcaro for repayment of the related party debt totaling \$15,350 and consulting services of \$54,651.

ITEM 5 ISSUER'S BUSINESS, PRODUCTS AND SERVICES

A. Summarize the issuer's business operations:

The Company is a developmental stage company that is a unique and innovative mobile internet that integrates work, life and travel.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference: None.

C. Describe the issuers' principal products or services, and their markets: The Company is a developmental stage company that is a unique and innovative mobile internet that integrates work, life and travel.

ITEM 6 ISSUER'S FACILITIES

The Company has no facilities to list.

ITEM 7 OFFICER, DIRECTORS AND CONTROL PERSONS

Full Name: Joseph Arcaro

Title: Chief Executive Officer, President, Treasurer, Secretary and Chairman of the Board of Directors

Business Address: 3651 Lindell Road, Unit D891, Las Vegas, NV 89103

Compensation: None

Biography – Mr. Arcaro is an experience entrepreneur. He has over 15 years of experience in the brokerage and venture capital business.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Joseph Arcaro	Chief Executive Officer, President, Treasurer, Secretary and Chairman of the Board of Directors	Malibu, CA	None	N/A	N/A	N/A
Wang Bo	Over 5% holder	Shenzhen City, China	310,000,000	Common	51.67%	N/A

1) Calculated on the basis of 600,000,000 shares of common stock outstanding as of December 31, 2019.

ITEM 8 LEGAL/DISCIPLINARY HISTORY

A. Please identify whether any of the persons listed above have, in the past 10 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.

3. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities. **None.**

ITEM 9 THIRD PARTY PROVIDERS:

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Morgan Scudi
Firm: Scudi & Ayers, LLC
Address 1: 5440 Morehouse Dr., Suite 4400
Address 2: San Diego, CA 92121
Phone: 858-558-1001
Email: mscudi@scudilaw.com

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations Consultant

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

ITEM 10 ISSUER CERTIFICATION

I, Joseph Arcaro, certify that:

1. I have reviewed this Annual Report of TRHF Company Limited, 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.

Date: March 24, 2020

/s/ Joseph Arcaro

Joseph Arcaro

President and Treasurer

(Principal Executive Officer and Principal Financial Officer)