



**WORLD MOBILE HOLDINGS INC.**

**INFORMATION AND DISCLOSURE STATEMENT**

March 31, 2012

**Information statement with the following items:**

**PART A: GENERAL COMPANY INFORMATION**

**Item 1: The exact name of the issuer and its predecessor (if any);**

World Mobile Holdings, Inc. - F/K/A Microscint, Inc. name changed on November 3, 2009.

**Item 2: The address of its principal executive offices;**

World Mobile Holdings, Inc.  
80 Wall Street, Suite 212  
New York, NY 10005  
(646)-383-0883; (917)675-3188  
[www.WorldMobileHoldings.com](http://www.WorldMobileHoldings.com)

Samantha Jen, Executive VP  
[SamanthaJen@WorldMobileHoldings.com](mailto:SamanthaJen@WorldMobileHoldings.com)

**Item 3: The state and date of incorporation, if it is a corporation;**

Nevada, May 5, 2006

**PART B SHARE STRUCTURE**

**Item 4: The exact title and class of the security;**

Common stock  
CUSIP 98149c109  
SYMBOL "MCSC"  
(SIC) Code 3661

**Item 5: Par or stated value and description of the security**

Common Stock, par value \$0.001 per share

**Item 6: The number of shares or total amount of the securities outstanding as of the end of the issuer's most recent fiscal year;**

- (i) March 31, 2012
- (ii) 450,000,000 of shares of common stock authorized
- (iii) 19,009,751 shares outstanding
- (iv) 807,270 of shares free trading
- (v) 12,060,139 of eligible floating shares
- (vi) 243 shareholders of record

**Item 7: The name and address of the transfer agent;**

Integrity Stock Transfer (SEC registered)  
3265E. Warm Springs Road  
Las Vegas, NV 89120  
Tel: (702) 317-7757 Fax: (702) 796-5650

**PART C BUSINESS INFORMATION**

**Item 8: The nature of the issuer's business;**

A. Business Development

1. World Mobile Holdings, Inc. (the "Company"), formerly Microscint, Inc., was incorporated in the State of Nevada on May 5, 2006. On November 3, 2009, Microscint Inc., a publicly traded company, which at the time held non-exclusive licenses of certain patents, and was in development of crystal production technologies for gamma ray sensing applications, ultra pure materials, and other high tech products, changed its name to World Mobile Holdings, Inc., by a shareholder approval, and issued shares to a number of shareholders at \$0.001 per share and also appointed new directors as follows: Chuan-Chen (Jason) Hu, Haining (Harry) Zhang, Hsiu-Pin (Sharon) Hsu, Jane Liang, Yong-Jin Lee, Hsiang-Kung Kuo and Jun-Ying (John) Chen. In May 2011, the newly appointed officers are as follows: Chuan-Chen (Jason) Hu as President & CEO & Treasurer, Yuying (Samantha) Jen as Secretary and Executive Vice President, Fu-Shan (Jimmy) Shen as Executive Vice President & CTO, Yuneng (Mike) Ho as Executive Vice President of China Market, Jun-Ying (John) Chen and Tseng-Chien (Daniel) Huang as Board Directors. On December 1, 2009, World Mobile Holdings, Inc. entered into a purchase agreement to acquire Aglow Communication Corp Limited ("Aglow"), a company incorporated in Hong Kong on March 31, 2008, from Arise Technologies Inc. ("ATI"), under the laws of the state of Nevada. Aglow became a wholly owned subsidiary of World Mobile Holdings Inc. on December 1, 2009. On March 22, 2012 the Company received approval from Financial Industry Regulatory Authority "FINRA" to be quoted on the OTC Markets under the symbol "MCSC"

The Company's website is [www.worldmobileholdings.com](http://www.worldmobileholdings.com), and our US office is located at 80 Wall Street Suite 212, New York, NY 10005; Our Sales and Marketing office is at 5<sup>th</sup> Floor, SangDa Technology Building, Science and Technology Road Hi-tech Industrial Park, Nanshan

DST, Shenzhen 518057, China. Our Taiwan Liaison Office is at 13F, No. 207, Tun-Hua North Road, Taipei City 105, Taiwan (R.O.C.).

2. The company's fiscal year end date:

Our fiscal year ends on December 31.

3. Whether the Company has been in bankruptcy, receivership or any similar proceeding:

The company has never been in bankruptcy, receivership or any similar proceeding.

4. Whether the Company has made a material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business:

On December 1, 2009, World Mobile Holdings, Inc. entered into a purchase agreement to acquire Aglow Communication Corp Limited ("Aglow"), a company incorporated in Hong Kong on March 31, 2008, from Arise Technologies Inc. ("ATI"), under the laws of the state of Nevada. Aglow became a wholly owned subsidiary of World Mobile Holdings Inc. on December 1, 2009. Aglow Communication Corp. Limited, the subsidiary of the company, has established a subsidiary at Shenzhen, China. The official registration of Aglow Communication (Shenzhen) Corp. Limited is approved by February 24, 2012.

5. Has the Company had any default of any terms of any note, loan, lease or other indebtedness or financing arrangement requiring the Company to make payments:

None.

6. Has the Company had any change of control:

World Mobile Holdings, Inc. (the "Company"), formerly Microscint, Inc., was incorporated in the State of Nevada on May 5, 2006. On November 3, 2009, Microscint Inc., a publicly traded company, which at the time held non-exclusive licenses of certain patents, and was in development of crystal production technologies for gamma ray sensing applications, ultra pure materials, and other high tech products, changed its name to World Mobile Holdings, Inc., by a shareholder approval, and issued shares to a number of shareholders at \$0.001 per share and also appointed new directors as follows: Chuan-Chen (Jason) Hu, Haining (Harry) Zhang, Hsiu-Pin (Sharon) Hsu, Jane Liang, Yong-Jin Lee, Hsiang-Kung Kuo and Jun-Ying Chen. In May 2011, Tseng-Chien (Daniel) Huang and Yuying (Samantha) Jen joined the Board and Yong-Jin Lee and Hsiang-Kung Kuo left the Board. Haining (Harry) Zhang and Hsiu-Pin (Sharon) Hsu changed to be Consultant to the Board. The newly appointed officers are as follows: Chuan-Chen (Jason) Hu as President & CEO & Treasurer, Yu-Ying (Samantha) Jen as Secretary and Executive Vice President, Fu-Shan (Jimmy) Shen as Executive Vice President & CTO, Yuneng (Mike) Ho as Vice President, China Market.

7. Whether the Company has been de-listed by any securities exchange or NASDAQ:

No.

8. Are there any current, past, pending or threatened legal proceedings or administrative actions either by or against the Company that could have a material effect on the Company's business, financial condition or operations:

No.

B. Business of the Issuer

World Mobile Holdings Inc. provides effective processed system, and customized systems integration, such as, integration of Surveillance Systems & Multimedia Signage, integration of Lithium-Iron Battery UPS Systems, and systems for nursing & medical centers.

- Cooperating with world leading wireless operators:  
World Mobile has valuable assets to establish its B to B business model with worldwide major wireless operators to fulfill their needs of 3.5G and 4G / 5G wireless information services in order to satisfy their customers.
  
- Cooperating with electric power industry, financial enterprises, among others :  
WMHI provides various types of systems integration, for instance, integration of Surveillance Systems & Multimedia Signage, integration of Lithium-Iron Battery UPS Systems, and systems for nursing & medical centers.

World Mobile Holdings, Inc. is a US holding company. By acquiring Aglow, we are able to support the production, sales and marketing control over the image transmission and to deal with manufacturers that we outsource to. Aglow could provide field application services if a customer has a technical issue that needs to be solved.

World Mobile is in the business of selling and providing effective processed system, and integrating Image Transmission Devices and Image Receiving Devices in order to meet the needs of 3.5G wireless information services of the world's leading wireless operators and their customers.

1. Please indicate the Company's primary and secondary SIC Codes:

3661

2. If the Company has never conducted operations, is in the development stage or is currently conducting operations:

The Company is currently conducting operations.

3. Whether the Issuer is or has at any time been a "shell company"

The issuer is not nor has it at any time been a shell company.

4. Number of total employees and number of full time employees:

The company currently has 9 full time and five part time employees.

**Item 9: The nature of products or services offered;**

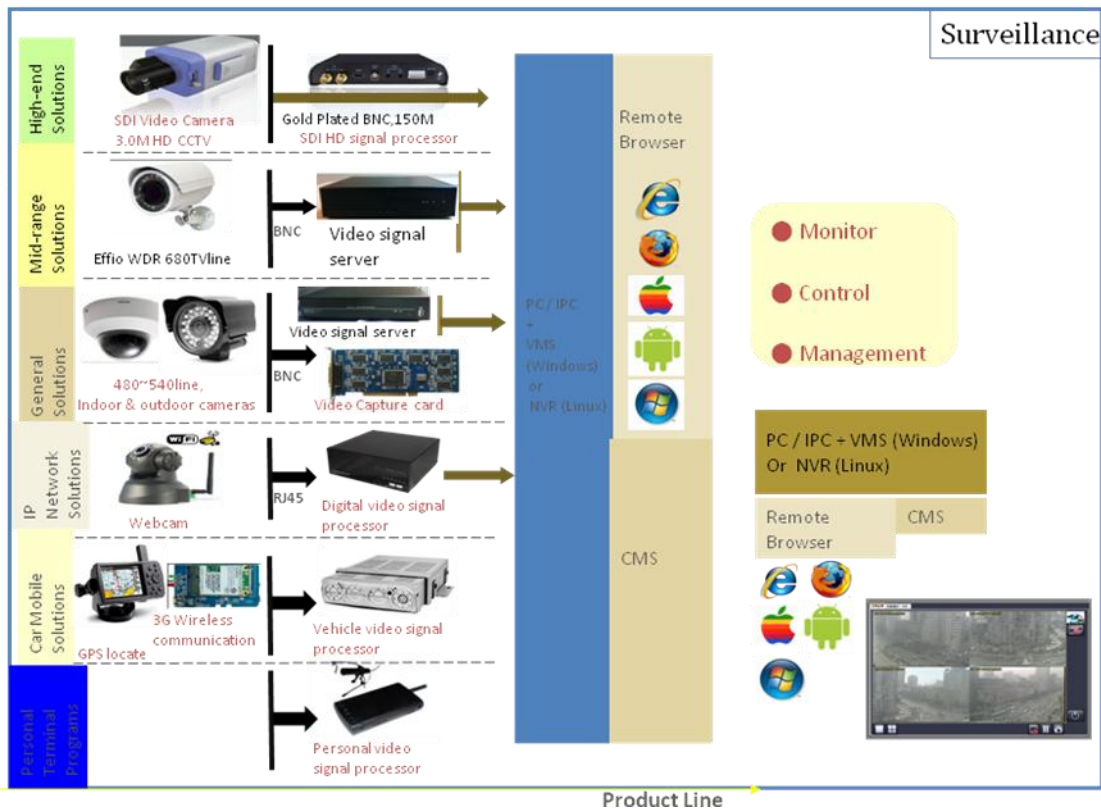
World Mobile Holdings Inc. provides effective processed system, and customized systems integration, such as, integration of Surveillance Systems & Multimedia Signage, integration of Lithium-Iron Battery UPS Systems, and systems for nursing & medical centers.

- Cooperating with world leading wireless operators:  
World Mobile has valuable assets to establish its B to B business model with worldwide major wireless operators to fulfill their needs of 3.5G and 4G / 5G wireless information services in order to satisfy their customers.
- Cooperating with electric power industry, financial enterprises, among others :  
WMHI provides various types of systems integration, for instance, integration of Surveillance Systems & Multimedia Signage, integration of Lithium-Iron Battery UPS Systems, and systems for nursing & medical centers.

The Company's current solutions and applications are:

- Image Transmission: Surveillance System;  
Multi-Media Signage System.
- Lithium-Iron Battery UPS System.
- System for nursing & medical center.
- Smart Grid.

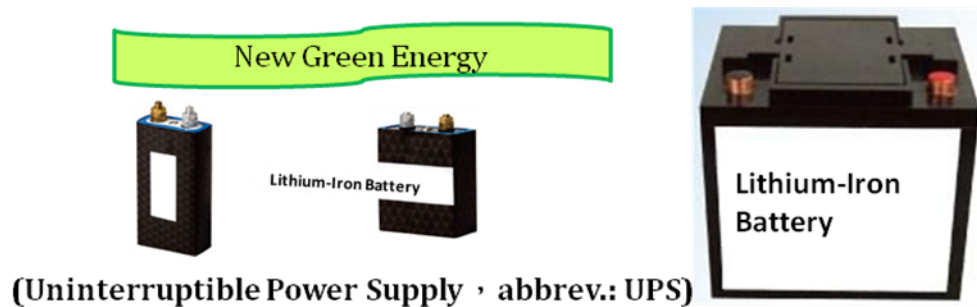
1. Surveillance Systems:



## 2. Multi-Media Signage Systems:

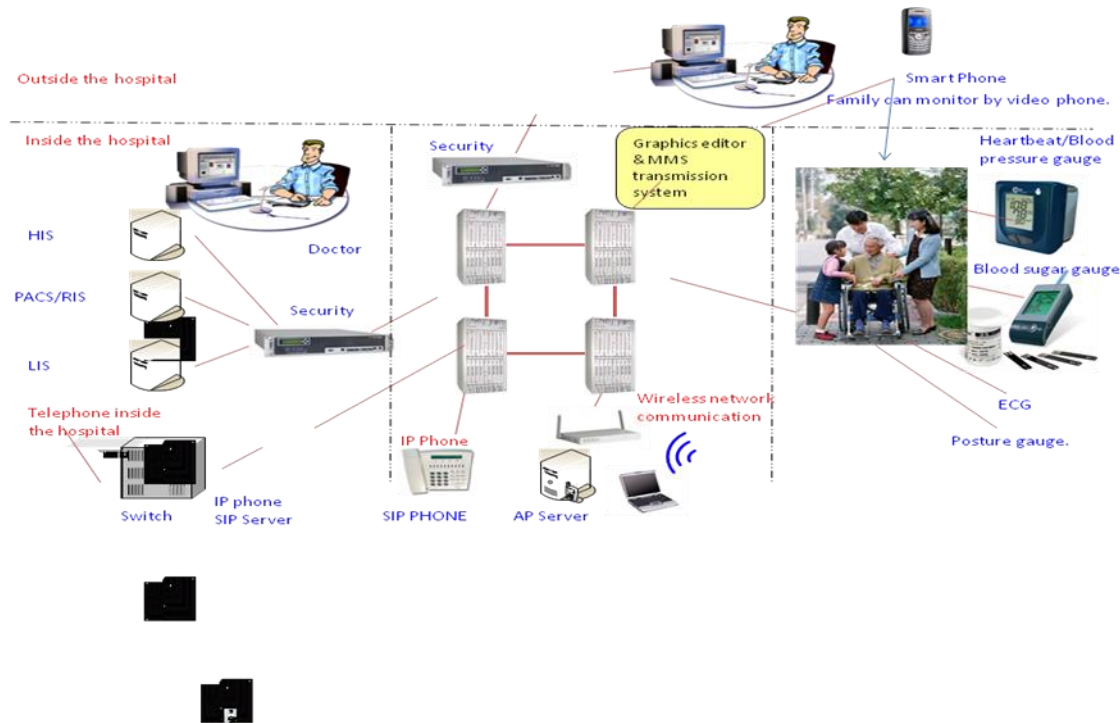


## 3. Lithium-Iron Battery UPS Systems:



1. When a power outage, UPS is an electrical apparatus that provides emergency power to a load when the power fails. A UPS differs from an emergency power system in that it will provide near-instantaneous protection from input power interruptions, by supplying energy stored in batteries.
2. UPS is not only an emergency power when power outage happens, but also helps enterprises to solve many ailments, such as, **voltage surges, sharp waves, noise, voltage sag, high (low) voltage transients, and other power quality problems** that might affect the normal operation of the apparatus or equipment, or cause some serious damage; therefore, **the UPS will provide a stable power by filter out the problem.**

#### 4. Systems for Nursing and Medical Center:



#### 5. Smart Grid:

New Green Energy

#### How we develop this market?

The integration of Lithium-Iron Battery UPS System opens up more various applications in green energy market. We have the opportunities to introduce Smart Grid to our customers.

#### What is Smart Grid?

Smart Grid is an intelligent electrical power grid that gathers, distributes, and acts on information about the behavior of suppliers & consumers in order to improve the efficiency, reliability, and sustainability of electricity services.

#### What is the advantage of using Smart Grid?

Using the technologies of Smart Grid, its advanced control called power system automation enables precise solutions to specific power disruptions or outages.

The company has been cooperated with Zhenshen local SI (Kingstar IT) to launch Signage Media Player Project and Surveillance System with Gansu Mobile. The Media Player project is divided into three periods within 2 years with total revenue about \$3M. The project has officially started in September 2011. The surveillance system will be launched by Q4 2012, the estimated revenue will be US\$7.7M.

**Item 10: The nature and extent of the issuer's facilities;**

The Company does not own real estate. The Company has no plans to acquire any property in the immediate future. The Company's US office is located at 80 Wall Street Suite 212, New York, NY 10005; Our Sales and Marketing office is located at 5<sup>th</sup> Floor, SangDa Technology Building, Science And Technology Road Hi-tech Industrial Park, Nanshan DST, Shenzhen 518057, China; and a Taiwan Liaison Office at 13F., No. 207, Tun-Hua North Road, Taipei City 105, Taiwan (R.O.C.).

**PART D MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION**

**Item 11: The name of the chief executive officer and members of the board of directors and control persons;**

**A.** The names and ages of the directors and officers of the Company are set forth below and the business address for all key personnel is: 80 Wall Street, Suite 212, New York, NY 10005.

*Chuan-Chen (Jason) Hu, 53 years old, President, Board Chairman and CEO*

From November 2009 to present, Mr. Hu is the Board Chairman and CEO of World Mobile Holdings Inc. From 2004 up to present, Mr. Hu is the Board Chairman & CEO of EDEN Investment & Development Inc. of Taiwan. From 2000 – 2003, Mr. Hu was Executive Board Director of Systems & Technology Corp. of Taiwan and Senior Advisor for Concourse Security Co., Ltd. of Taiwan. From 1996 to 2000, Mr. Hu was CEO of the Taiwan Branch of E.On Energy AG of Germany. From 1990 to 1996, Mr. Hu was Regional Managing Director at the Far Eastern Office in Hong Kong of Trafalgar House PLC of U.K. From 1985 to 1990, Mr. Hu was Regional Director of the Taiwan Branch of the Corporation for Economic Development of South Africa. Mr. Hu received his Bachelor degree in Economics from Soochow University in Taiwan & MBA from the University of Texas Austin in the United States.

*Yuying (Samantha) Jen, 40 years old, Executive Vice President*

From July 2010 up to present, Ms. Jen is the Executive Vice President of World Mobile Holdings Inc. From July 2010 up to present, Ms. Jen is the Vice President, Investment Banking & IPO Services Division of Eden International Investment & Development Inc. From 2009 to June 2010, Ms. Jen was the Special Assistant to Board Chairman of World Mobile Holdings Inc. From 2008 to June 2010, Ms. Jen was the Special Assistant to Board Chairman of Eden International Investment & Development Inc. From 1999 to 2001, Ms. Jen was the Associate Financial Analyst of Harman Music Group, Utah, U. S. A. From 1992 to 1996, Ms. Jen worked for General Electric International Inc. Taiwan in Aerospace and Lighting Departments. Ms. Jen received B.S. in Accounting from University of Utah, U.S.A.

*Fu-Shan (Jimmy) Shen, 53 years old, Chief Technology Officer*

Mr. Shen joined the company from April 2011 to present. Prior join the company, Mr. Shen was the Senior Vice President of Miktam Technology Inc. From December 2007 to January 2010, Mr. Shen was the General Manager China Division of Alltek Technology Corp. From March 2001 to October 2010, Mr. Shen was the COO and Vice President in Sales and Marketing of AITECH International Corp. Taiwan Branch. From February 1999 to March 2010, Mr. Shen was Senior Sales Manager Communications Department for Leadtek Research Inc. From January 1995 to January 1999, Mr. Shen was the Vice President of ZyKom Technology Corp. From April 1989 to January 1999, Mr. Shen was the Manager of Sales Division for Syslogic Inc. From May 1983 to April 1989, Mr. Shen was the Manager of Sales & Market Division of Information Group Co., (TECO Group). Mr. Shen received his B.S. from National Taipei Industrial Technical College (Major Chemical Engineering)

***Yuneng (Mike) Ho, 36 years old, Executive Vice President – China Market***

From June 2010 up to present, Mr. Ho is the Executive Vice President, China Market of World Mobile Holdings Inc. From 2009 to May 2010, Mr. Ho was the Sales Manager, China Market of World Mobile Holdings Inc. From 2008 to 2009, Mr. Ho was the Marketing Manager, China Market of Ared Technology Co., Ltd.

From 2007 to 2008, Mr. Ho was the Sales Manager, Cell Phone Department of Ya Hsin Industrial Co., Ltd Dong Guan Branch From 2004 to 2007; Mr. Ho was the President of Wei Ao Hsin Technology Co., Ltd., Shen Zhen. From 2001 to 2004, Mr. Ho was the Sales Manager, Overseas Market of Lan De Er Technology Co., Shen Zhen From 1999 to 2000; Mr. Ho was the Marketing Manager of Shanghai Hong Sheng Technology Co., Ltd. From 1995 to 1999, Mr. Ho was the Sales of Hwa Ming Industrial Co., Shen Zhen. Mr. Ho was graduated in Industrial Economy and Financial Accounting from Hangzhou Institute of Technology.

***Chun-Ying (John) Chen, 56 years old, Board Director***

From 2005 up to present, Mr. Chen is the Executive Advisor and President of Zebex Industries, Inc. From 2008 up to 2010, Mr. Chen was the Director of Componus. From 2001-2005, Mr. Chen was the President and a special assistant to the CEO of Palit Group and FIC Group. From 1985-2001, Mr. Chen was the Marketing Director for ACER Group. Mr. Chen was graduated with Doctor of Philosophy in Business Administration from Pacific Coast University of Baton Rouge of Louisiana in the United States.

***Tseng-Chien (Daniel) Huang, Board Director***

Mr. Daniel Huang was graduated from Tarlac State University in Philippines, then, obtained his MBA from Royal Roads University in Canada. Mr. Daniel Huang is the Senior Advisor of EDEN Investment & Development Inc. of Taiwan. From 2007 up to present, Mr. Huang is Executive Director of Chung Hwa Economic, Finance R&D Association. In the meantime, he also occupies Deputy Secretary of The Cross-Strait Hakka Cultural and Economic Exchange Association. From 2006 up to present, Mr. Huang is the President of Triple Rich Wealth Management Consulting Ltd. Executive Director – United Daily News. General Manager and Founder–Taiwan Foundation for the Blinds. Financial Lecturer – Nan Shan Life Insurance, ING, Prudential, MetLife, Georgia Life Insurance, Taiwan Life, China Life, etc.

**B. Legal/Disciplinary History**

None of our officers, directors or board members, within the last 5 years, has 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);
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;
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
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.

**Item 12: Financial Information for the issuer's most recent fiscal period;**

Please see attached "2012 First Quarter financial statements" which include financial statement information Balance Sheet, Income Statement, Statement of Changes in Shareholders' Equity prepared in accordance with US GAAP along with all requisite notes that is less than six months old, as required pursuant to Subsection (a)(5).

**Item 13: Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

Please see attached "2010 financial statement and 2011 financial statement" which includes Financial statement information Balance Sheet, Income Statement, Statement of Changes in Shareholders' Equity, prepared in accordance with US GAAP along with all requisite notes for the previous two fiscal years, as required pursuant to Subsection (a)(5).

**Item 14: Beneficial Owners.**

The following table sets forth information regarding the beneficial ownership of outstanding common stock as of the date of this Memorandum by (i) each of our directors and executive officers, (ii) all directors and executive officers as a group, and (iii) each owner of more than 5% of our common stock (5% owners).

| <u>Name of Beneficial Owners</u> | <u>Number of Shares Beneficially Owned</u> |
|----------------------------------|--|
| Gideon Holding Inc.              | 2,300,000                                  |
| Yu-Hsiang Chin                   | 1,105,000                                  |
| Jane Liang                       | 1,025,000                                  |
| Blue Oak Inc.                    | 1,450,000                                  |

All Directors and executive Officers)

|  |           |
|--|-----------|
| Chuan-Chen (Jason) Hu<br>& his family                          | 633,212   |
| Gideon Holding Inc.<br>(owned by Chuan-Chen Jason Hu's spouse) | 2,300,000 |

|  |         |
|--|---------|
| Yu-Ying (Samantha) Jen                                     | 575,000 |
| Yuneng (Mike) Ho   | 300,000 |
| Fu-Shan (Jimmy) Shen                                       | 145,000 |
| Chun-Ying John Chen  | 600,000 |
| Admire Sight Group Limited<br>(owned by Tseng-Chien Huang) | 521,600 |

Gideon Holding Inc. and Blue Oak are offshore companies that made an investment in the company. The principle of Gideon Holding is Chih-Mi Yu, spouse of Board Chairman and CEO Chuan-Chen (Jason) Hu. The principal of Blue Oak is Yinzhi Li, a private investor in China. Yu-Hsiang Chin and Jane Liang are individual investors to the company.

Chuan-Chen (Jason Hu) is the Board Chairman and CEO, he and his family (Mina Hu, Mini Hu, Mifi Hu and Chih-Mi Yu) own total 633,212. Yu-Ying (Samantha) Jen is the VP and Secretary of the company; Yuneng (Mike) Ho is the VP of China Market; Fu-Shan (Jimmy) Shen is the VP and CTO of the company; Chun-Ying (John) Chen and Tseng-Chien (Daniel) Huang are the directors of the company.

(1) As used herein, the term beneficial ownership with respect to a security is defined by Rule 13d-3 under the Securities Exchange Act of 1934, as amended, as consisting of sole or shared voting power (including the power to vote or direct the vote) and/or sole or shared investment power (including the power to dispose or direct the disposition of) with respect to the security through any contract, arrangement, understanding, relationship or otherwise, including a right to acquire such power(s) during the next 60 days. Unless otherwise noted, beneficial ownership consists of sole ownership, voting and investment rights.

(2) Except as set forth in the footnotes to this table, the business address of each director and executive officer listed is c/o 80 Wall Street, Suite 212, New York, NY 10005.

**Item 15: 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:**

Investment Banker:

Network 1 Financial Securities, Inc.  
The Galleria, Penthouse  
2 Bridge Avenue, Building 2  
Red Bank, New Jersey 07701  
Phone: (732) 758-9001 Toll Free: (800) 886-7007  
Fax: (732) 758-6671  
info@Network1Financial.com  
[www.Network1Financial.com](http://www.Network1Financial.com)

Counsel: Arutunian & Chu, P.C.  
304 Park Avenue South, Eleventh Floor  
New York, NY 10010  
Tel: 917.310.1878  
Fax: 917.456.0349

Accountant: Hsiu-Pin Hsu, CPA  
13F-4, No. 207, Tun-Hua, N. Rd.,

Taipei, Taiwan  
 Tel: +886-2-2719-1900  
 Fax: +886-2-2719-1600

**Item 16: Management’s Discussion and Analysis or Plan of Operation;**

The markets in which we operate are highly competitive and many of our competitors have significantly greater resources than we do. Many of the Company’s competitors have far greater name recognition and greater financial, technological and marketing resources than our Company. This may allow them to respond more quickly to new or emerging technologies and changes in customer requirements. It may also allow them to devote greater resources to the research, development, promotion, sale and support of their products than the Company.

In addition, the Company also faces competition from a number of smaller manufacturers that have developed similar products. The relatively low barrier to entry into the “no brand” mobile industry permits new competitors to enter the industry easily.

We believe that the Company's continued operations, revenue growth and future profitability will depend on its ability to attract sufficient capital. We have and are currently taking steps to raise sufficient capital to fund our operations which include funding a joint venture with Hunan Telecom and Hunan Unicom.

The company has been cooperated with Zhenshen local SI (Kingstar IT) to launch Signage Media Player Project and Surveillance System with Gansu China Mobile. The Media Player project is divided into three periods within 2 years with total revenue about \$3M. The project has officially started in November 2011. The surveillance system will be launched by Q4 2012, the estimated revenue will be US\$7.7M.

The major market of the company is in China where the policies and social changes made by the Chinese government can be unpredictable. To remain competitive, the Company must continue to enhance and improve the responsiveness, functionality and features of its main products. The Company’s performance is substantially dependent on the performance of our executive officers and key employees and on our ability to retain and motivate the Company’s personnel, especially our Sales and Marketing teams. The Company’s future success also depends on our continuing ability to identify, hire, train and retain other highly qualified sales and managerial personnel.

Attached: Order received 2011 and estimate from 2012 to 2013:

**2011 Total Order Amount in USD: \$7M. Estimated to complete all projects by 2012 ◦**

| Project  | Schedule   | Partner               | Client                      | Revenue (USD) |
|--|--|-----------------------|-----------------------------|---------------|
| Gansu Mobile Multimedia Signage Player System I Part I:<br>For LCD/LED             | September 2011 won the tender; December 2011 started the project.        | Kingstar IT Co., Ltd. | China Mobile Gansu Province | \$230,000     |
| Gansu Mobile Multimedia Signage Player System I Part II:<br>For auto-clerk kiosks. | September 2011 won the tender; Estimate to start the project by 2012 Q2. | Kingstar IT Co., Ltd. | China Mobile Gansu Province | \$400,000     |

|   |   |                       |                             |        |
|---|---|-----------------------|-----------------------------|--------|
| Gansu Mobile Multimedia Signage Player System II ;<br>For 1,000 stores  | Estimate to start the project by 2012 Q2. | Kingstar IT Co., Ltd. | China Mobile Gansu Province | \$0.8M |
| Gansu Mobile Multimedia Signage Player System III ;<br>For 1,000 stores | Estimate to start the project by 2012 Q3. | Kingstar IT Co., Ltd. | China Mobile Gansu Province | \$0.8M |
| Gansu Mobile Surveillance Project                                       | Estimate to start the project by 2012 Q3. | Kingstar IT Co., Ltd. | China Mobile Gansu Province | \$4.8M |

**2012 Market Planning (in USD): \$10M**

**30% is expected to start at the end of 2012; the rest 70% is expected to be completed by 2013.**

| Project  | Schedule   | Partner  | Client                                       | Est. Revenue (USD) |
|--|--|--|--|--------------------|
| Improvement Project for 100 set of auto-clerk kiosks                                     | Estimate to sign the contract by Q2                                  | Kingstar IT Co., Ltd.  | China Unicom Shaanxi Province                | \$32,000           |
| Improvement Project for 200 set of auto-clerk kiosks                                     | Estimate to sign the contract by Q2                                  | Kingstar IT Co., Ltd.  | China Unicom Gansu Province                  | \$80,000           |
| Multimedia Signage Player Project with 42" LCD Panels                                    | Estimate to sign the contract by Q2                                  | Kingstar IT Co., Ltd./ Fortunate Land IT Co., Ltd.             | China Mobile Shaanxi Province                | \$0.8M             |
| Multimedia Network for office: two set of 16 "broadcast TV wall" project                 | Estimate to sign the contract by Q2                                  | Kingstar IT Co., Ltd.  | China Mobile Gansu Province Baiying City     | \$65,000           |
| Surveillance Project for banking system<br>Initial project: 3 branches                   | Estimate to sign the contract by 2012 Q2.                            | Fortunate Land IT Co., Ltd.                                    | Existing bank clients                        | \$1M               |
| Uninterrupted Power System:<br>For telecom, banking and power supplier businesses        | Launched UPS by 2012 Q1.<br>Estimate to sign the contract by 2012 Q3 | Digital China;<br>Fortunate Land IT Co., Ltd.<br>Hunan JV Co., | Existing clients                             | \$8M               |
| Mobile Surveillance Systems for Bus: 500 units   | Estimated to sign the contract by 2012 Q3                            |  | Shenzhen Guangming express transport company | \$0.5M             |
| 2 in 1 Surveillance and Signage systems for telecom; banking and power supplier business | Launch by 2012 Q2  | Digital China;<br>Fortunate Land IT Co., Ltd.<br>Hunan JV Co., | Existing clients                             | TBD.               |

PART E ISSUANCE HISTORY

**Item 17: List of securities offerings and shares issued for services in the past two years:**

**2009**

On October 26, 2009, the company effected a one for 100 reverse split of its common stock and cancelled its outstanding of preferred stock.

On October 26, 2009, The Company issued 2.5 million shares at par value to Haining Zhang for certain pre-paid expenses and consulting efforts.

On Nov. 20, 2009: we issued 2,297,780 shares for investment of \$2,298 at \$0.001 per share.

On November 20, 2009 the Company issued 15,499,329 shares in exchange for certain IP and management and marketing skills and resources in 3G mobile phone systems.

**2010**

On August 20, 2010 the issuer entered into a private placement agreement with Network 1 Financial Securities, Inc. to sell up to 1,250,000 shares at \$0.20 per share to accredited investors pursuant to Rule 506 of Regulation D on a best effort basis.

On December 31, 2010 the Company issued 850,000 shares having accepted subscriptions totaling \$170,000. The Company also issued 85,000 shares to Network 1 Financial Securities as compensation for services rendered in the offering.

**2011**

On January 20, 2011 5,389,938 shares were cancelled and returned to treasury due to undelivered services.

In March, 300,000 shares were issued to Network 1 Financial Securities as compensation for services rendered in the offering. 25,000 shares were issued to accepted subscription totaling of \$5,000.

On June 29, 2011, 24,400 shares were issued under Reg. S; 100,000 shares were issued to Gerald Hansen as the compensation for financial consulting services; and 300,000 shares were issued to Yuying Jen as the compensation for her services provided to the company.

On July 19, 16,600 shares of common stock, on September 17, 26,600 shares of common stock, and September 27, 2,200 shares of common stock were issued under Reg. S.

In Q4 2011, 63,600 shares of common stock were issued under Reg. S, and 70,000 shares of common stock were issued to Fu-Shan Shen as the compensation for his services provided to the company.

In January 2012, 300,000 shares were cancelled and returned to treasury due to undelivered services. On March 28 2012, 269,800 shares of common stock were issued under Reg. S., 12,000 shares of common stock were issued to company employee for 2011 year-end bonus.

**PART F EXHIBITS**

**Item 18: Material Contracts**

The company has been cooperated with Zhenshen local SI (Kingstar IT) to launch Signage Media Player Project and Surveillance System with Gansu Mobile. The Media Player project is divided into three periods within 2 years with total revenue about \$3M. The project has officially started in November 2011. The surveillance system will be launched by Q4 2012, the estimated revenue will be US\$7.7M.

Please see “Item 16: Management’s Discussion and Analysis or Plan of Operation”.

**Item 19: Articles of Incorporation and Bylaws;**

Please see attached “Articles of Incorporation and Bylaws”

**Item 20: Purchase of Equity Securities by the Issuer and Affiliated Purchasers.**

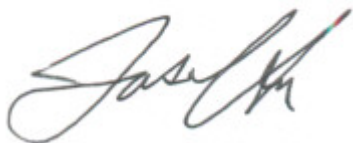
There have been no purchases of our equity securities by us or any affiliated persons.

**Item 21: Issuer’s Certifications;**

**I, Jason Hu, certify that:**

- 1. I have reviewed this annual disclosure statement of World Mobile Holdings, Inc.;**
- 2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and**
- 3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.**

**March 31, 2011**



**Jason Hu  
CEO, Board Chairman**