

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **SANTE TECHNOLOGY HOLDINGS INC.**

2875 Queens Way,  
Thousand Oaks, California 91362

Company Telephone: +1 (805) 410 1211  
Company website: www.santeholding.com  
Company email: sante2020@126.com  
SIC Code: 8742

## **Amended Quarterly Report**

**For the period ending September 30, 2023 (the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

238,865,918 as of September 30, 2023

228,865,918 as of June 30, 2023

218,865,918 as of March 31, 2023

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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: ☐

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

<sup>1</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Yes: ☐ No: ☒

### **1) Name and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Codine (x) International Holdings Inc.- December 22, 2005 to October 6, 2008 PEI Worldwide Holdings Inc. - October 6, 2008 to March 3, 2020.  
Sante Technology Holdings Inc - March 3, 2020 to Present.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please

also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):  
The state of incorporation of the issuer during the past five years was Nevada. The issuer is currently active.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception: N/A

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On February 14, 2022, 6,591,538 shares, 5,571,538 with the price of USD 0.65 per share for a fund raising and 1,020,000 was issued to the consultant services with the price of USD 0.0001 per share.

The address(es) of the issuer's principal executive office:

2875 Queens Way, Thousand Oaks, CA 91

The address(es) of the issuer's principal place of business:

☒ *Check if principal executive office and principal place of business are the same address:*

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

## 2) Security Information

### **Transfer Agent**

Name: Issuer Direct Corporation  
Phone: 1-801-272-9294  
Email: Julie.felix@issuerdirect.com  
Address: 1981 Murray Holladay Road, Suite 100, Salt Lake City, UT 84117

### **Publicly Quoted or Traded Securities:**

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	SNTE	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	69393v103	
Par or stated value:	\$0.00001	
Total shares authorized:	500,000,000	<u>as of date: September 30, 2023</u>
Total shares outstanding:	238,865,918	<u>as of date: September 30, 2023</u>
Number of shares in Public Float2 :	130,082	<u>as of date: September 30, 2023</u>
Total number of shareholders of record	367	<u>as of date: September 30, 2023</u>

*All additional class(es) of publicly quoted or traded securities (if any):*

None – Not Applicable

**Other classes of authorized or outstanding equity securities:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	<u>Preferred stock</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$0.00001</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>September 30, 2023</u>
Total shares outstanding (if applicable):	<u>10,000,000</u>	as of date: <u>September 30, 2023</u>
Total number of shareholders of record	<u>1</u>	as of date: <u>September 30, 2023</u>

**Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

**1. For common equity, describe any dividend, voting and preemption rights.**

The holders of our common stock:

- have equal ratable rights to dividends from funds legally available for payment of dividends when, as and if declared by the board of the directors;
- are entitled to share ratably in all of the assets available for distribution to holders of common stock (after any distributions due the holders of our preferred stock) upon liquidation, dissolution or winding up our affairs;
- do not have preemptive, subscription or conversion rights, or redemption rights or access to any sinking fund; and
- are entitled to one non-cumulative vote per share on all matters submitted to shareholders for a vote at any meeting of shareholders.

**2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

The holders of our class A preferred stock:

- have no dividend rights except as may be declared by the Board in its sole and absolute discretion, out of funds legally available for that purpose;
- -are entitled to participate in any distribution out of the assets of the corporation on an equal basis per share in the event of any dissolution, liquidation or winding up of the corporation whether voluntary or involuntary; A sale of all or substantially all of the corporation's assets or an acquisition of the corporation by another entity by means of any transaction or series of related transactions (including, without limitation, a reorganization, consolidated or merger) that results in the transfer of fifty percent (50%) or more of the outstanding voting power of the corporation, shall not be deemed to be a liquidation for purposes of this designation;
- have the right to cast one thousand (1,000) votes for each share held of record on all matters submitted to a vote of holders of the corporation's common stock, including the election of directors, and all other matters as required by law. There is no right to cumulative voting in the election of directors. The holders of Series A Preferred Stock shall vote together with all other classes and series of common stock of the corporation as a single class on all actions to be taken by the common stock holders of the corporation except to the extent that voting as a separate class or series is required by law;
- each share of Series A Preferred Stock shall be convertible at the option of the holder thereof and without the payment of additional consideration by the holder thereof, at any time, into shares of common stock on the optional conversion date (as defined in certificate of designation) at a conversion rate of one thousand (1,000) share of common stock for every one (1) share of Series A Preferred Stock, subject to adjustment as provided in certificate of designation.

3. Describe any other material rights of common or preferred stockholders.

n/a

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

n/a

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of the Fiscal Year End: Ending Balance: Date: June 30, 2023 Common: 211,874,234									
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?	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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
2/17/2022	New Issuance	36,923	Common	\$0.65	Yes	Gao Ye	Share Purchase Agreement	Restricted	Reg S
2/17/2022	New Issuance	204,615	Common	\$0.65	Yes	Ping Lei	Share Purchase Agreement	Restricted	Reg S
2/17/2022	New Issuance	346,154	Common	\$0.65	Yes	Jingbi Zhou	Share Purchase Agreement	Restricted	Reg S
2/17/2022	New Issuance	96,923	Common	\$0.65	Yes	Hui Wang	Share Purchase Agreement	Restricted	Reg S

2/17/2022	New Issuance	176,923	Common	\$0.65	Yes	Hongwu Ye	Share Purchase Agreement	Restricted	Reg S
2/17/2022	New Issuance	24,615	Common	\$0.65	Yes	Yilong Song	Share Purchase Agreement	Restricted	Reg S
2/17/2022	New Issuance	65,385	Common	\$0.65	Yes	Jinlong Chen	Share Purchase Agreement	Restricted	Reg S
2/17/2022	New Issuance	38,462	Common	\$0.65	Yes	Xuesheng Liu	Share Purchase Agreement	Restricted	Reg S
2/17/2022	New Issuance	846,154	Common	\$0.65	Yes	Kexin Ren	Share Purchase Agreement	Restricted	Reg S
2/17/2022	New Issuance	12,308	Common	\$0.65	Yes	Gailan Dong	Share Purchase Agreement	Restricted	Reg S
2/17/2022	New Issuance	815,385	Common	\$0.65	Yes	Li Zheng	Share Purchase Agreement	Restricted	Reg S
2/17/2022	New Issuance	2,423,077	Common	\$0.65	Yes	Guigang Hua	Share Purchase Agreement	Restricted	Reg S
2/17/2022	New Issuance	484,615	Common	\$0.65	Yes	Zheng Su	Share Purchase Agreement	Restricted	Reg S
2/17/2022	New Issuance	20,000	Common	\$0.0001	Yes	Yaqiong Zhong	Under Agreement	Restricted	Reg S
2/17/2022	New Issuance	1,000,000	Common	\$0.0001	Yes	Ming Jin	Under Agreement	Restricted	Reg S
6/26/2023	New Issuance	10,000,000	Common	\$0.0001	Yes	Nova Intia RVOC Trust	Debt Conversion	Restricted	Reg S
7/11/2023	New Issuance	10,000,000	Common	\$0.0001	Yes	Yin CHEUNG	Debt Conversion	Restricted	Reg S
Shares Outstanding as of the Fiscal Year End: Ending Balance: Date: September 30, 2023 Common: 238,865,918									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on September 1, 2021 through September 30, 2023 pursuant to the tabular format above.

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

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☒ Yes: ☐ (If yes, you must complete the table below)

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.  *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)

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

## 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.  
(Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarkets.com](http://www.otcmarkets.com)).

### A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Company was organized as a Nevada corporation on December 22, 2005. The Company specializes in assisting Asian entrepreneurs and high value startups access US capital market through services like RTO and public listings as well as serving as a "Company Doctor" to clients already listed on OTC and NASDAQ markets. The Company is no longer a shell and ceased to be a shell on July 27, 2023 when the Company entered a service agreement with EOS Inc (OTC Pink: EOSS) to assist them to restructure their listed vehicle in order to mitigate the damages made by a rogue consultant in Shanghai, China. Up to today, the Company received cash compensation totaled approximately \$100,000 for this client and the Company will record these sales amounts in the Company's 2023 Annual Financial Statements in due course.

### B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference.

The merger for Sante Zhongfa (Beijing) Technology Ltd. ("SNTE BJ") in Beijing, China was not successful in November, 2021. Currently, It withdrew from SNTE on August 23, 2023.

## 5) 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 and the extent in which the facilities are utilized.

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.

SNTE NV USA rents office provided by the association for USD 30.00 per month. The location is 2875 Queens Way, Thousand Oaks, California 91362.

The issuer's subsidiaries also occupy a number of facilities which are under subsidiaries of the issuer. All of the facilities occurred are in good condition.

SNTE HK shared offices provided by the Company shareholder's association for free of charge. The location is on Room 7B, One Capital Place 18, Luard Road, Wan Chai, HongKong.

During fiscal 2021, SNTE SZ, the holding company in Southern China, had an operating lease for located Nanshan District, Shenzhen, Guangdong Province, China. The lease term was set under obligation to pay with certain shares for a period of 24 months effective on January 1st, 2022 to September 30, 2023. Under the lease obligation, the monthly lease payment was \$2,906.98 (CNY20,000, @ 6.88).

## 6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders 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 (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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 or beneficial shareholders.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of More than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/classes	Ownership Percentage of Class Outstanding	Note
Zongjiang HE	Chief Executive Officer / Director	Shenzhen, China	0	N/A	N/A	
Yiyu Peng	Secretary / Director / 5% Owner	Shenzhen, China	10,000,000	Series A Preferred	100%	
IT Star Limited (Po Kwan YU owning more than 10% beneficial ownership of the ultimate Hong Kong listed holding company)	5% Owner	Tortola, BVI	56,000,000	Common	23.44%	
SZ Zhongtong Hancheng Capital Management Ltd	5% Owner	Shenzhen, China	88,450,000	Common	37.02%	Un settled deal
Wei Xie	5% Owner	Hong Kong SAR	12,000,000	Common	5.02%	

**7) Legal/Disciplinary History**

A. Identify whether any of the persons or entities 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.

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

None.

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.

**8) Third Party Service Providers**

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:

Firm:

Address 1:

Address 2:

Phone:

Email:

Accountant or Auditor

Name:

Firm:

Address 1:

Address 2:

Phone:

Email:



## Investor Relations

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

*All other means of Investor Communication:*

Twitter:  
Discord:  
LinkedIn  
Facebook:  
[Other ]

## Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

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

## Financial Statements

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

- ☐ IFRS  
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)<sup>2</sup> :

Name: Jingxing LI  
Title: Technical Director  
Relationship to Issuer: Consultant and Independent Contractor to the Company, not a member of the Board of Directors  
Describe the qualifications of the person or persons who prepared the financial statements:  
39 years of accounting experience and 25 years of experience in preparing financial statements for several listed companies in the US, HK and China; Bachelor's Degree in Accounting from Shanghai Maritime University and MBA from Canisius College.

The unaudited financial statements as of September 30, 2023 are included at the end of this report.

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) . Please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

**9) Issuer Certification**

Principal Executive and Principal Financial Officer:

I, Zongjiang He certify that:

1. I have reviewed this Quarterly Report for the period ended September 30, 2023 of Sante Technology 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.

February 27, 2024

/s/ Zongjiang He

Principal Executive Officer

**SANTE TECHNOLOGY HOLDINGS INC.**  
**CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**Unaudited**

**For the Six Months ended September 30, 2023 and 2022**

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**Sante Technology Holdings Inc.**  
**Condensed Consolidated Balance Sheets**  
**(Unaudited)**

ASSETS	September 30, 2023	September 30, 2022
<b>CURRENT ASSETS:</b>		
Cash	\$ 30.76	\$ 52.96
Accounts receivable, net of allowance	39,961.25	40,411.51
Prepaid expenses and other assets		
Inventory		
Other accounts receivable		
Total current assets	39,992.01	40,464.47
Long term investment	34,818.94	35,211.27
Intangible assets		
Total other assets	34,818.94	35,211.27
<b>TOTAL ASSETS</b>	<b>\$ 74,810.95</b>	<b>\$ 75,675.74</b>
 <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable and accrued liabilities	\$ 49,201.67	\$ 35,907.29
Advances		
Other accounts payable	121,782.31	119,351.55
Total current liabilities	170,983.98	155,258.85
<b>TOTAL LIABILITIES</b>	<b>170,983.98</b>	<b>155,258.85</b>
 <b>STOCKHOLDERS' (DEFICIT)</b>		
Series A Preferred stock 10,000,000	\$ 100.00	\$ 100.00
Common stock, par value \$0.00001; 500,000,000 shares authorized. 238,865,918 and 218,465,772 shares are issued and outstanding as of September 30, 2023 and September 30, 2022, respectively.		102.00
Paid-in capital		
Additional paid-in capital		
Undistributed benefit		
Accumulated comprehensive gain (loss)		
Accumulated other comprehensive gain (loss)	2,388.00	2,119.00
Noncontrolling interests		
Total STOCKHOLDERS' (DEFICIT)	(42,220.09)	(28,609.77)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>(56,440.94)</b>	<b>(53,294.34)</b>
	<b>(96,173.03)</b>	<b>(79,583.11)</b>
	<b>\$ 74,810.95</b>	<b>\$ 75,675.74</b>

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

**Sante Technology Holdings Inc.**

**Condensed Consolidated Statements of Operations  
And Other Comprehensive Income  
(Unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenue	\$	\$	\$	\$
Cost of revenue				
Gross profit				
Operating expenses				
Development and Professional fees				
Selling, general and administrative expenses	42,220.09	28,742.78	117,143.69	85,006.28
Impairment of goodwill				
Total operating expenses	42,220.09	28,742.78	117,143.69	85,006.28
Other income		133.02		133.02
Other comprehensive Income/loss:				
Loss				
Foreign currency translation adjustment	42,220.09	(28,609.77)	(117,143.69)	(84,873.26)
Total comprehensive Income	42,220.09	(28,609.77)	(117,143.69)	(84,873.26)
Income Tax	42,220.09	(28,609.77)	(117,143.69)	(84,873.26)
Net Income after Tax	\$	\$	\$	\$
Basic and diluted net loss per share	\$	\$	\$	\$
Basic and diluted weighted average common shares outstanding				
	<u>218,465,772</u>	<u>218,465,772</u>	<u>218,465,772</u>	<u>218,465,772</u>

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

**Sante Technology Holdings Inc.**

**Unaudited Condensed Consolidated Statements of Changes in Stockholders' Deficit**  
**(Stated in U.S. Dollars)**

	Preferred Stock		Common Stock		Additional paid-in		Total	Noncontrol	Total
	Shares	Amount	Shares	Amount	Capital	Income (loss)	(Deficit)	ling Interest	Shareholders' Deficit
Balance, December 31, 2022	10,000,000	100	218,465,772	2,221	0	(56,440)	(31,756)	0	85,875
Shares issued on Jan. 1, 2023									
Total									
Adjustments							(5,864)		
Income for the period									
Balance, March 31, 2023	10,000,000	100	218,465,772	2,221	0	(56,440)	(37,620)	0	91,740
Shares issued on Apr. 1, 2023									
Shares issued on Apr. 1, 2023									
Total									
Adjustments							317		
Income for the period									
Balance, Jun 30, 2023	10,000,000	100	218,465,772	2,221	0	(56,440)	(37,303)	0	91,423
Total									
Adjustments									
Income for the period							( 4,917)		
Balance, Sep 30, 2023	10,000,000	100	218,465,772	2,221	0	(56,440)	(42,220)	0	96,340

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



**Sante Technology Holdings Inc.**

**Condensed Consolidated Statements of Cash Flows**  
(Unaudited)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>				
Income attributed to SNTE	(4,280.32)	1,463.29	(13,040)	9,808.68
Net income attributable to Noncontrolling interest				
Income/Loss	(4,280.32)	1,463.29	(13,040)	9,808.68
Adjustments to reconcile net loss to net cash used in operating activities:				
Impairment of goodwill				
Changes in operating assets and liabilities:				
Prepaid expenses and other assets				
Accounts receivable				
Inventories				
Other accounts receivable				
Intangible assets				
Accounts payable and accrued liabilities	10,027.86	518.25	20,160.31	1,911.56
Other accounts payable and accrued liabilities	3,022.28	915.74	6,250.97	6,926.95
Advance received				
Loan payable - related party				
Net cash used in operating activities	13,050.14	1,433.98	26,450.88	8,838.51
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>				
Cash received from merger and business combination				
Net cash (used in) provided by investing activities				
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>				
Shares issued for investment				
Advances, related party				
Net cash provided by financing activities				
Net increase (decrease) in cash	13,050.14	1,433.98	26,450.88	8,838.51
Effects of exchange rates on cash				
Cash at beginning of period	20.63	39.36	21.56	15.11
Cash at the end of the period	30.76	52.96	30.76	52.96

The accompanying notes are an integral part of these unaudited condensed consolidated financial statement



Sante Technology Holdings Inc.  
Notes to Unaudited Condensed Consolidated Financial Statements  
Three and Nine months ended September 30, 2023 and 2022

**Note 1 - Organization and Description of Business**

**Organizational History**

Sante Technology Holdings Inc. (fka PEI Worldwide Holdings, Inc.) ("SNTE" or the "Company") was incorporated in Nevada on December 22, 2005 as Codine(x) International Holdings, Inc. and with authorized capital of 305,000,000 shares, par value \$0.001 per share, of which 300,000,000 shares were common stock ("Common Stock") and 5,000,000 shares were blank check preferred stock ("Preferred Stock").

On January 12, 2006, IPMC-MEXICO, CORP., a Florida corporation, merged into the Company.

On June 3, 2008, the Company's board of directors (the "Board") and stockholders approved a 1-for-500 reverse stock split of the Common Stock.

On June 19, 2008, the Company amended its Articles of Incorporation to decrease the authorized stock to consist of 200,000,000 shares of Common Stock, par value \$0.00001 per share, eliminating the blank check preferred stock.

On October 6, 2008, the Company amended its Articles of Incorporation to change the name of the Company to PEI Worldwide Holdings, Inc.

On October 5, 2018, Custodian Ventures, LLC (the "Custodian") filed an Application for the Appointment of Custodian (the "Application") of the Company with the District Court of Clark County, Nevada (the "Court"). On November 21, 2018, the Court issued an Order Granting Application for the Appointment of Custodian Ventures, LLC as Custodian of the Company (the "Order"). In the Order, the Court performed the following relevant actions:

1. Appointed Custodian Ventures, LLC custodian of the Company;
2. Authorized the Custodian to appoint directors and officers of the Company;
3. Directed the Custodian to hold a shareholders meeting within a reasonable time following the Order, and to submit a report to the Court detailing the meeting; and
4. Directed the Custodian to submit periodic reports regarding the custodianship.

On November 28, 2018, the Custodian (i) filed an Amendment by Custodian, a Certificate of Change of Registered Agent, and an Annual List; and (ii) obtained a business license for the Company. On December 5, 2018, the Custodian appointed David Lazar as the sole director and officer of the Company.

On December 6, 2018, the Company issued 122,228,000 shares of Common Stock to the Custodian.

On January 8, 2019, the Custodian held a stockholders meeting where the stockholders approved the appointment of David Lazar as sole director of the Company.

On March 6, 2019, the Court entered an Order Discharging the Custodian.

On December 12, 2019, the Company filed Amended and Restated Articles of Incorporation in which the Company authorized 500,000,000 shares of Common Stock and 10,000,000 shares of blank check Preferred Stock, each with a par value of \$0.00001 per share. On December 14, 2019, the Company filed a Certificate of Designation to designate 10,000,000 shares as Series A Preferred Stock (the "Series A Preferred"), par value \$0.00001 per share with voting rights of 1,000 votes per share held on matters brought before the stockholders of the Company.

#### Organizational History (continued)

On December 13, 2019, the Company issued 10,000,000 shares of Series A Preferred to the Custodian.

On December 16, 2019, the Custodian entered into a Stock Purchase and Sale Agreement (the "Agreement") in which it agreed to sell and transfer 122,228,000 shares of Common Stock and 10,000,000 shares of Series A Preferred Stock to Mr. Jianxing Li for total cash consideration of US\$120,000 (the "Transfer"). The Transfer closed on December 24, 2019.

#### Current Organization

On December 24, 2019, Mr. Lazar resigned as the Company's sole director and officer and appointed Mr. Jianxing Li to serve as President, CEO, Secretary and Board member of the Company, and Ms. Peng Yiyu to serve as Treasurer, CFO and Board member of the Company.

On February 10, 2020, the Board appointed Mr. Zhou Mo to serve as Treasurer and CFO of the Company, and Ms. Peng Yiyu to serve as Secretary of the Company.

On February 10, 2020, the Board and the stockholders of the Company approved a one-for-one hundred (1-for-100) reverse split of the Common Stock and a corporate name change to Sante Technology Holdings Inc. On May 26, 2020, FINRA completed its review and the Reverse Split was declared effective. The Reverse Stock Split has been shown on a retroactive basis within all periods presented. The par values of the Common Stock were not adjusted as a result of the reverse stock split.

On March 3, 2020, the Company amended its Articles of Incorporation to change the name of the Company to Sante Technology Holdings Inc. In connection with its name change, the Company will engage in the manufacturing and sales of UVC-LED end products.

#### NOTE 2 – GOING CONCERN

The accompanying unaudited condensed consolidated financial statements have been prepared on the assumption that we will continue as a going concern. As reflected in the accompanying condensed consolidated financial statements, we had a loss of \$42,220.09 and we have no cash. Our expenses to date have been paid by Ms. Peng Yiyu advances and owned Ms. Peng Yiyu \$121,949.31 so far. There can be no assurance this will continue. We had a total deficit of \$96,340.03 and an accumulated

deficit of \$56,440.94 even we made the divestiture for all the subsidiaries. These factors raise substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent on our ability to change the business direction for AI related technology for increase sales and obtain external funding for our new projects under development. The financial statements do not include any adjustments that may result from the outcome of this uncertainty.

#### NOTE 3 – SUMMARY OF ACCOUNTING POLICIES

##### Principals of Consolidation

The unaudited condensed consolidated financial statements include the accounts of Sante Technology Holdings, Inc. ("SNTE") and Sante (Shenzhen) Holdings Limited ("SNTE SZ"), but other subsidiaries accounts. All significant intercompany balances and transactions other than SNTE and SNTE SZ have been eliminated.

Sante Technology Holdings Inc.  
Notes to Unaudited Condensed Consolidated Financial Statements  
Three and Six months ended June 30, 2023 and 2022

NOTE 3 – SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP") and are presented in U.S. dollars.

Fiscal Year End

The Company has selected June 30 as its fiscal year-end.

Use of Estimates

The preparation of unaudited consolidated financial statements in conformity with generally accepted accounting principles 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 revenue and expenses during the reporting period. Actual results when ultimately realized could differ from these estimates.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits in banks with maturities of three months or less, and all highly liquid investments which are unrestricted as to withdrawal or use, and which have original maturities of three months or less.

Foreign Currency Translation and Re-measurement

Items included in the unaudited condensed consolidated financial statements of each of the Company and its subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The Company's reporting currency is the U.S. dollar. The functional currency of subsidiaries based in Hong Kong is Hong Kong Dollars ("HKD") and in China is Chinese Yuan ("CNY"). Under ASC Topic 830-30, all assets and liabilities are translated into United States Dollars ("USD") using the current exchange rate at the end of each fiscal period. Revenues and expenses are translated using the average exchange rates prevailing throughout the period. Translation adjustments are included in other comprehensive income (loss).

Fair Value of Financial Instruments

The Company's financial instruments consist of cash, payables, and amounts due to related parties. The carrying amount of cash, receivables and payables approximates fair value because of the short-term nature of these items. The carrying amount of the notes payable approximate fair value as the individual borrowings bear interest at market interest rates.

Related parties

For the purposes of these unaudited consolidated financial statements, parties are considered to be related if one party has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or viceversa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Comprehensive Income

FASB ASC 220, "Comprehensive Income", establishes standards for reporting and display of comprehensive income, its components and accumulated balances. Comprehensive income, as defined, includes all changes in equity during a period, exclusive of shareholder transactions. Accordingly, comprehensive income (loss) may include certain changes in shareholders' equity (deficit) that are excluded from net income (loss).

Sante Technology Holdings Inc.  
Notes to Unaudited Condensed Consolidated Financial Statements  
Three and Six months ended June 30, 2023 and 2022

NOTE 3 – SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Basic and Diluted Loss per Share

The Company reports earnings per share in accordance with FASBASC 260, "Earnings Per Share." FASBASC 260 requires presentation of basic and diluted earnings per share in conjunction with the disclosure of the methodology used in computing such earnings per share. Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive.

Income Taxes

The Company accounts for income taxes in accordance with FASBASC 740, "Income Taxes", which requires the asset and liability approach for financial accounting and reporting for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance related to deferred tax assets is recorded when it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company has a retained deficit from operations. Because there is no certainty that we will realize taxable income in the future, the Company did not record any deferred tax benefit as a result of these losses and recorded a valuation allowance offsetting the entire potential tax benefit.

Recently Issued Financial Accounting Standards

Management has considered all recent accounting pronouncements issued. The Company's management believes that these recent pronouncements will not have a material effect on the Company's financial statements.

NOTE 4 – DIVESTMENT

The Company determined to divest all its subsidiaries in the beginning of January, 2022.

NOTE 5 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events from the balance sheet date through the date that the financial statements were issued and determined that there are no subsequent events to disclose.