

SGD HOLDINGS, LTD

17890 Castleton Ave, Suite 203-205
City of Industry CA 91748
Phone: (832) 983-0398
Email: kingdomnova@qq.com

Quarterly Report
For the period ending June 30, 2024
(the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

As of June 30, 2024, the number of shares outstanding of our Common Stock was:

Common: **156,883,518**

As of December 31, 2023, the number of shares outstanding of our Common Stock was:

Common: **156,883,518**

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 Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ “Change in Control” shall mean any events resulting in:

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.

Name of Issuer:

SGD Holdings, Ltd. Name effective on April 20, 1998

Predecessors:

Transun International Airways, Inc. --- Name effective on May 22, 1996

Current State and Date of Incorporation: Delaware, May 22, 1996.

Standing in this Jurisdiction: Active.

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception: 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: With the change of control (described below), new management is contemplating completing a stock split of the Issuer's common stock. The exact ratio of such stock split has not been determined.

Address of the issuer's principal executive office: 17890 Castleton Ave, Suite 203-205, City of Industry CA 91748.

Address 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:

- (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.

2) Security Information

Transfer Agent

Name: Issuer Direct Corporation
Phone: 801-272-9294
Email: julia@issuerdirectcorporation.com
Address: 1981 Murray-Holiday Rd., Suite 100
Salt Lake City, Utah 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: SGDH
Exact title and class of securities outstanding: Common Stock
CUSIP: 784179202
Par or stated value: \$0.0001
Total shares authorized: 250,000,000 as of date: June 30, 2024
Total shares outstanding: 156,883,518 as of date: June 30, 2024
Total number of shareholders of record: 247 as of date: June 30, 2024

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

Exact title and class of the security: Preferred Stock
Par or stated value: \$0.0001
Total shares authorized: 50,000 as of date: June 30, 2024
Total shares outstanding: 0 as of date: June 30, 2024
Total number of shareholders of record: 0 as of date: June 30, 2024

Security Description:

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

Dividend Rights: The Holders are entitled to receive dividends as determined by the Board of Directors and pursuant to Delaware statutes.

Voting Rights; The Holders are entitled to vote equal to one (1) share.

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

Dividend Rights: The Holders are entitled to receive dividends as determined by the Board of Directors and pursuant to Delaware statutes.

Voting Rights: The Holders are entitled to vote as to be determined by the Board of Directors and pursuant to Delaware statute.

Conversion Rights: The Holders are entitled to conversion rights as to be determined by the Board of Directors and pursuant to Delaware statutes.

Liquidation Rights: The Holders are entitled to liquidation rights equal to the par value (\$.01) of each one (1) share of Preferred series and any dividends accumulated.

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

None

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.

None

3) Issuance History

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 Opening Balance: Date: <u>12/31/22</u> Common: <u>156,883,434</u> Preferred: <u>0</u>	
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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. ***You must disclose the control person(s) for any entities listed.	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.
4/14/2024	New issuance	44,000,000	Common Stock	\$0.0039	No	Brent Crouch	Conversion of debt	Restricted with legend	Section 4(2)
4/14/2024	New issuance	44,000,000	Common Stock	\$0.0039	No	Delmar Janovec	Conversion of debt	Restricted with legend	Section 4(2)
4/17/2024	New issuance	3,000,000	Common Stock	\$0.001	No	DHX Holdings LLC	Services rendered	Restricted with legend	Section 4(2)
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date June 30, 2024 Common: 247,883,518 Preferred: 0									

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.)

4) Issuer's Business, Products and Services

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

The Company entered into the Medical & Recreational Cannabis industry during the 2nd Quarter of 2017 in the State of Colorado. The Company locates properties and opportunities that can be utilized by businesses in the cannabis sector for retail or other cannabis related uses with the intent to sublease such properties to such businesses. In addition, the Company has assembled a group of passionate cannabis experts with expertise devoted to providing consulting services for property management, license procurement, facility design and construction, systems engineering, equipment, and materials sourcing, management, and compliance.

Effective June 3, 2024 the Company acquired all of the outstanding equity of WeLife International Corporation ("WeLife") making WeLife a wholly owned subsidiary of the Company. WeLife, established in 2019, is a biotechnology and human health product development and marketing company. WeLife is headquartered in Arizona, USA, with more than 30 years of experience in biotechnology research and development. Currently, there are offices or strategic alliances in Los Angeles, New York, Toronto, Taipei, Hong Kong, Tokyo, Seoul, Sydney, and Paris.

B. List any subsidiaries, parent company, or affiliated companies.

WeLife International Corporation

(For Additional information regarding subsidiary or affiliates, please see the Annual Report for December 31, 2019 and December 31, 2018 under Note L. Other Matters filed with the OTC Markets at: <http://www.otcmkts.com>.)

C. Describe the issuers' principal products or services.

The Company entered into the Medical & Recreational Cannabis industry during the 2nd Quarter of 2017 in the State of Colorado. We seek out and provide potential opportunities to businesses in the Cannabis Industry with the goal of enhancing shareholder value. The Company is currently providing consulting services, property manager and a lessor to businesses in the cannabis industry. **The Company does not and will not, until such time as the Federal law allows, to grow, harvest, distribute or sell marijuana or any substance that violate the laws of the United States of America.**

With its acquisition of WeLife the issuer has entered into the naturopathic supplement business.

5) Issuer's Facilities

The Issuer's office is located at 17890 Castleton Ave, Suite 203-205, City of Industry CA 91748. The premises consist of approximately 200 square feet and is on a month-to-month term.

6) **All Officers, Directors, and Control Persons**

Name of Officers, Directors or Control Persons	Affiliation with Company (e.g., Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Sue Xu	Chairwoman	Walnut, CA	143,742,269*	Common Stock	58%	
Zhigong Lin	CEO, Director	Sugar Land, TX	0			
Andy Chung Yin Lo	CFO, Director	Chino Hills, CA	0			
Kingdomnova Corp.	Owner of more than 5%	Walnut, CA	143,742,269*	Common Stock	58%	Sue Xu

7) **Legal/Disciplinary History**

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a “yes” answer to part 3 above; or

5. Been the subject 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.

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

- 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 to 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.

8) Third Party Service Providers

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: JMS Law Group, PLLC
Address 1: 998C Old Country Road, #233
Address 2: Plainview, NY 11803
Phone: (516) 422-6285
Email: jstein@jmslg.com

Accountant or Auditor

Name: Daniel Wang
Firm: H & Y Accounting Company
Address 1: 3218 E Holt Ave 208
Address 2: West Covina, CA 91791
Phone: (626) 558-1062
Email: hyacctcompany@gmail.com

Investor Relations N/A

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 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. NONE

Name: _____

Firm: _____

Nature of Services: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Jeffrey M. Stein, Esq.

Title: Outside Securities Counsel

Relationship to Issuer: Outside Securities Counsel

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

IFRS

U.S. GAAP

C. The following financial statements were prepared by (name of individual)²:

Name: Daniel Wang

Title: H&Y Accounting Company

².

Relationship to Issuer: Outside Accountant

Describe the qualifications of the person or persons who prepared the financial statements:

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;
- f. Financial Notes.

SGD Holdings LTD. financial statements and accompanying financial notes follow this report.

10) Issuer Certification

Principal Executive Officer:

I, Zhigong Lin, certify that:

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

Date: _____

Signature: _____

Principal Financial Officer:

I, Andy Chung Yin Lo certify that:

1. I have reviewed this Disclosure Statement for SGD Holdings LTD.

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

Date: _____

Signature: _____

SGD Holdings, LTD.
Consolidated Balance Sheet
For the period end 6/30/24

Assets

Cash	\$	1,149.59
Inventory	\$	20,882.54
Total Current Assets	\$	<u>22,032.13</u>
Total Assets	\$	<u>22,032.13</u>

Liabilities and Shareholders' Equity

Liabilities		
Accounts Payable	\$	346.00
Total Liabilities	\$	<u>346.00</u>
Equity		
Retained Earnings	\$	21,686.13
Total Equity	\$	<u>21,686.13</u>
Total Liabilities and Equity	\$	<u>22,032.13</u>

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

SGD Holdings, Ltd
CONSOLIDATED STATEMENT OF LOSS
(unaudited)

June 30,	June 30,
2024	2023
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SGD Holdings, Ltd
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
From December 31, 2020 to June 30, 2024
(unaudited)

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

SGD Holdings, Ltd
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

Three Months Ended	
June 30,	June 30,
2024	2023

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

SGD HOLDINGS, LTD.
(Unaudited)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(For additional information, please see the December 31, 2022 and December 31, 2021 year-end reports filed with the OTC Markets at: <https://www.otcmarkets.com>).