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

# **Tianrong Medical Group, Inc.**

Chenghua District, Fuging Road, Second P Kai Long Fortune Building Chengdu, China Phone: (718) 569-8815 Website: https://www.huanmedia.com Email: info@tianrongmedicalgroup.com

SIC Code: 737

**Annual Report** For the Period Ending: December 31, 2021

(the "Reporting Period")
As of December 31, 2021, the number of shares outstanding of our Common Stock was:
500,000,000
As of September 30, 2021, the number of shares outstanding of our Common Stock was:
500,000,000
As of December 31, 2020, the number of shares outstanding of our Common Stock was:
35,916,969
ndicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):
∕es: □ No: ⊠
ndicate by check mark whether the company's shell status has changed since the previous reporting period:
/es: □ No: ⊠
ndicate by check mark whether a Change in Control <sup>1</sup> of the company has occurred over this reporting period:
"Change in Control" shall mean any events resulting in:
) 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), irectly 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 ecurities;

<sup>(</sup>ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

<sup>(</sup>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

<sup>(</sup>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

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.
The Company was incorporated under the laws of the State of Nevada on February 7, 2000 as Tianrong Medical Group, Inc.
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):
Colorado Active and in Good Standing. Formerly a Nevada corporation. Converted on March 10, 2020.
Describe any trading suspension orders issued by the SEC 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:
On December 28, 2020, the Company signed a definitive agreement to acquire 100% of HuanMedia Company Limited, parent company of China based Sichuan HuanMedia Co. Ltd., in an all-stock transaction.
On February 1, 2021, the Company completed its acquisition of HuanMedia Company Limited. The purchase price was 449,000,000 restricted shares of TNMD common stock.
On October 1, 2021, the Company signed a definitive agreement to acquire an 80% stake in China based financial service company, Chengdu Shidaihongrui Technology Co., Ltd. (SDHR) The purchase price is 8,000,000 restricted shares of TNMD common stock and a cash payment to be determined following SDHR's upcoming audited financial statements.
The address(es) of the issuer's principal executive office:
Chenghua District, Fuqing Road, Second P, Kai Long Fortune Building, Chengdu, China
The address(es) of the issuer's principal place of business:  Check box 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?

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

# 2) Security Information

Trading symbol: <u>TNMD</u>

Exact title and class of securities outstanding: Common Stock
CUSIP: 88630G107
Par or stated value: \$0.001

Total shares authorized: 1,000,000,000 as of date: December 31, 2021
Total shares outstanding: 500,000,000 as of date: December 31, 2021
Number of shares in the Public Float<sup>2</sup>: 6,657,924 as of date: December 31, 2021
Total number of shareholders of record: 2,273 as of date: December 31, 2021

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

Trading symbol: None
Exact title and class of securities outstanding: Preferred
CUSIP: None
Par or stated value: \$0.00001

Total shares authorized: 500,000 as of date: December 31, 2021 as of date: December 31, 2021 as of date: December 31, 2021

#### Transfer Agent

Name: Signature Stock Transfer Inc.

Phone: (972) 612-4120

Email: jason@signaturestocktransfer.com Address: 14673 Midway Road, Suite #220

Addison, Texas 75001

Is the Transfer Agent registered under the Exchange Act? $^3$  Yes:  $\boxtimes$  No:  $\square$ 

#### 3) Issuance History

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

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

#### A. Changes to the Number of Outstanding Shares

<sup>&</sup>lt;sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>&</sup>lt;sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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

Shares Outstandin Fiscal Year End: Date: January 1, 20 Common: 35,916,9 Preferred: 0	019	Most Recent	*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
May 13, 2021	New Issuance	James A. Tilton	Commo n Stock	\$0.001	Yes	5,311,918	Consulting Services	Restricte d	4 (2) Exemptio n
May 13, 2021	New Issuance	Ajay Athwal	Commo n Stock	<u>\$0.001</u>	Yes	54,597	Consulting Services	Restricte d	4 (2) Exemptio n
May 13, 2021	New Issuance	Edward S. Stone	Commo n Stock	\$0.001	Yes	100,000	Consulting Services	Restricte d	4 (2) Exemptio n
May 13, 2021	New Issuance	Yancy Rincon	Commo n Stock	\$0.001	Yes	25,000	Consulting Services	Restricte d	4 (2) Exemptio n
May 13, 2021	New Issuance	Aziz Latrache	Commo n Stock	<u>\$0.001</u>	Yes	100,000	Consulting Services	Restricte d	4 (2) Exemptio n
May 13, 2021	New Issuance	Sal Kadri	Commo n Stock	\$0.001	Yes	50,000	Consulting Services	Restricte d	4 (2) Exemptio n
May 13, 2021	New Issuance	Hossam Arafat	Commo n Stock	\$0.001	Yes	50,000	Consulting Services	Restricte d	4 (2) Exemption
May 13, 2021	New Issuance	Arafat Arafat	Commo n Stock	\$0.001	Yes	100,000	Consulting Services	Restricte d	4 (2) Exemptio n

May 13, 2021	New Issuance	750,000	Commo n Stock	<u>\$0.001</u>	Yes	Stephen J. Posner	Consulting Services	Restricte d	4 (2) Exemptio n
May 13, 2021	New Issuance	250,000	Commo n Stock	<u>\$0.001</u>	Yes	Stephen J. Posner	Consulting Services	Restricte d	4 (2) Exemptio n
May 13, 2021	New Issuance	750,000	Commo n Stock	\$0.001	Yes	Vic Devlaeminck P.C. Vic Devlaeminck	Legal Services	Restricte d	4 (2) Exemptio n
May 13, 2021	New Issuance	2,000,00 0	Commo n Stock	<u>\$0.001</u>	Yes	Alan David Valdes	Consulting Services	Restricte d	4 (2) Exemptio n
April 30, 2021	New Issuance	2,262,45 5	Commo n Stock	\$0.001	Yes	Readen Holding Corp.	Consulting Services	Restricte d	4 (2) Exemptio n
April 30, 2021	New Issuance	3,279,06 1	Commo n Stock	\$0.001	Yes	Cho Wing Lam.	Consulting Services	Restricte d	4 (2) Exemptio n
February 1, 2021	New Issuance	449,000, 000	Commo m Stock	\$0.194	<u>No</u>	HuanMedia Company Limited He Zhizhou, President	Acquisition	Restricte d	4 (2) Exemptio n
January 16, 2021	New Issuance	500,000	Preferre d	\$0.000 01	N.A.	SILVERBEA R CAPITAL INC. Yeung Tze Ling. Director	Merger and Acquisition Services	Restricte d	4 (2) Exemptio n
Shares Outstand Date: D									

Ending Balance: Common: 500,000,000 Preferred: 500,000

Example: A company with a fiscal year end of December 31st, in addressing this item for its guarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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

The holders of the issued and outstanding shares of the Preferred Stock shall be entitled to 4,000 votes for each share held by them.

## B. Debt Securities, Including Promissory and Convertible Notes

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

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

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

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

#### **Financial Statements** 4)

Α.	The follow	ing financia	I statements were	prepared in a	ccordance with:

⋈ U.S. GAAP

☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: **Lowell Holden** Title: Consultant

Relationship to Issuer: None

<sup>&</sup>lt;sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Provide the financial statements described below 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.

- C. Balance sheet;
- D. Statement of income:
- E. Statement of cash flows:
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

<u>Please see Annual Financial Report for the year ending December 31, 2021, posted on April 14, 2022 and incorporated herein by reference.</u>

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

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

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

<u>Tianrong Medical Group's vision is the establishment of a fully integrated technology company, which provides turnkey technological solutions to the transportation industry. Over time, the Company plans, through both acquisition and development, to provide a wide range of services including without limitation: software solutions, e-commerce, financial services, advisory services, patents & trademarks, and information technology.</u>

The Company owns 100% of HuanMedia Company Limited, parent company of China based Sichuan HuanMedia Co. Ltd.

HuanMedia owns exclusive operation rights and provides free Wi-Fi services and entertainment platforms to several railway lines and in over hundreds of railway stations and trains across China. HuanMedia is growing at a rapid pace, aiming at providing services to over 1 billion of annual railway passenger flow in 2021.

HuanMedia guarantees fully secured, uninterrupted service, even when the external 3G and 4G signals are weak or unavailable. Its unmatched platforms provide unique and exclusive services to passengers, including online ticketing, train schedule information, VIP services, onboard online shopping, travel, and hotel bookings. It also provides passengers with rich entertainment content; recent movies, hit music and mobile games. This exclusive platform is an effective advertisement and product promotion channel for location centric products to globally recognized brands.

HuanMedia was established in 2013. As China's number one railway transportation Wi-Fi operator and a leader in China's rail transportation information service, it focuses on the construction and operation of mobile internet in the field of public transportation, internet product development and distribution, big data analysis and scene-based precision marketing services. The company is headquartered in Chengdu, Sichuan Province, China.

B. Please list any subsidiaries, parents, or affiliated companies.

The Company owns 100% of HuanMedia Company Limited, parent company of China based Sichuan HuanMedia Co. Ltd.

Mr. He Zhizhou, President and Director

C. Describe the issuers' principal products or services.

Wi-Fi services, entertainment platforms, information Technology and software Solutions for the transportation, medical and financial services industries.

The primary markets for our products and services are the U.S.A., Europe and P.R. China.

## 6) 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.

The Company maintains an office at 26 Grosvenor Street, Mayfair, London, United Kingdom W1K 4QW. There is no rent/mortgage paid for this space. The Company has no ownership of the property.

#### 7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer's securities, as well as any officer, and any director of the company, 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.

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/class	Ownership Percentage of Class Outstanding	Note
James A. Tilton	Officer and Director	New York, N.Y.	<u>5,311,918</u>	Common Stock	<u>1%</u>	
Jane Zheng	<u>Officer</u>	New York, N.Y.	<u>None</u>	N.A.	<u>0%</u>	
Silverbear Capital, Inc.	Beneficial Shareholder	Beijing, China	500,000	Preferred	<u>100%</u>	Yeung Tze Ling, Director
MORSONWELL HOLDING LIMITED	Beneficial Shareholder	Mahe, Seychelles	105,034,433	Common Stock	21%	Liu Lulu, Director
EXPERT CAPITALINVESTMENTS LIMITED	<u>Beneficial</u> <u>Shareholder</u>	Apia, Samoa	56,270,000	Common Stock	11.25%	Yeung Tze Ling, Director
ACREL HOLDING LIMITED	Beneficial Shareholder	<u>Mahe,</u> Seychelles	<u>58,588,438</u>	Common Stock	<u>11.72%</u>	<u>Liu Lulu,</u> <u>Director</u>
ZHAOHUI INVESTMENT HOLDING LIMITED	Beneficial Shareholder	<u>Mahe.</u> Seychelles	31,412,309	Common Stock	6.28%	Wei Maodong. <u>Director</u>
COTECH HOLDING LIMITED	Beneficial Shareholder	<u>Mahe,</u> <u>Seychelles</u>	65,343,390	Common Stock	13.07%	<u>Li Zheng,</u> <u>Director</u>
CORAL BAY HOLDING LIMITED	Beneficial Shareholder	<u>Mahe,</u> <u>Seychelles</u>	28,863,417	Common Stock	<u>5.77%</u>	<u>Li Zheng,</u> <u>Director</u>

# 8) Legal/Disciplinary History

- A. Please 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.

 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.

### 9) Third Party Providers

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

#### Securities Counsel

Name:	Vic Devlaeminck
Firm:	Vic Devlaeminck PC
Address 1:	10013 N.E. Hazel Dell Avenue, Suite 317
Address 2:	Vancouver, WA 98685
Phone:	(503) 806-3533
Email:	vic@vicdevlaeminck.com

#### Accountant or Auditor

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

# **Investor Relations**

Name: N.A.

Firm: SBC Investor Relations, Inc.

Address 1: Oliaji Trade Centre, 1st Floor Victoria

Address 2: Mahe, Seychelles Phone: (844) 568-1377

Email: info@sbcfinancialgroup.com

# 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) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: Lowell Holden

Firm:

Nature of Services: Financial Consulting

Address 1: Address 2:

Phone: 612-961-5656 Email: ltholden@comcast.net

### 10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

- I, <u>James A. Tilton</u>, certify that:
  - 1. I have reviewed this annual disclosure statement of Tianrong Medical Group 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.

# April 15, 2022

/s/ James A. Tilton, Chief Executive Officer

Principal Financial Officer:

- I, James A. Tilton certify that:
  - 1. I have reviewed this annual disclosure statement of Tianrong Medical Group, 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.

#### April 15, 2022

/s/ James A. Tilton, Chief Financial Officer