

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



Winha International Group Ltd.

Winha International Group Ltd.

13935 Lynmar Blvd, Tampa FL 33626

813-240-4086

info@winhitl.com

SIC Code - 5961

Quarterly Report

For the Period Ending: September 30, 2021
(the "Reporting Period")

As of September 30, 2021, the number of shares outstanding of our Common Stock was:

149,989,500

As of June 30, 2021, the number of shares outstanding of our Common Stock was:

149,989,500

As of March 31, 2021, the number of shares outstanding of our Common Stock was:

149,989,500

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

¹ "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;

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.

Winha International Group Ltd.

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):

Nevada - Active

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:

None

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

13935 Lynmar Blvd. Tampa, FL 33626

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:

13935 Lynmar Blvd. Tampa, FL 33626

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

Yes: ☐ No: ☒

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

2) Security Information

Trading symbol:

WINH

Exact title and class of securities outstanding:

Common Stock

CUSIP:

92938L107

(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.

Par or stated value: \$0.001

Total shares authorized: 200,000,000 as of date: September 30, 2021
Total shares outstanding: 149,989,500 as of date: September 30, 2021
Number of shares in the Public Float²: 2,719,500 as of date: September 30, 2021
Total number of shareholders of record: 443 as of date: September 30, 2021

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

Trading symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding: _____ as of date: _____

Transfer Agent

Name: Olde Monmouth Stock Transfer, Inc.
Phone: 732-872-2727
Email: matt@oldemonmouth.com
Address: 200 Memorial Pkwy, Atlantic Highlands, NJ 07716

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>March 31, 2019</u> Common: <u>49,989,500</u> Preferred: _____			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount to market	Individual/ Entity Shares were issued to (entities must have individual	Reason for share issuance (e.g. for cash or debt conversion) -OR-	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

² "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.

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

	returned to treasury)			share) at Issuance	price at the time of issuance? (Yes/No)	with voting / investment control disclosed).	Nature of Services Provided		
<u>9/22/2020</u>	<u>New Issuance</u>	<u>100,000,000</u>	<u>Common</u>	<u>\$000003</u>	<u>Yes</u>	<u>Barbara McIntyre Bauman</u>	<u>Debt</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u> <u>Ending Balance:</u>									
Date <u>September 30, 2021</u>									
Common: <u>149,989,500</u>									
Preferred: _____									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter 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:

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 details, including footnotes to the table above:

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

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

Name: Rachel Boulds
Title: CPA
Relationship to Issuer: Service Provider

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.

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")

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

The Company was incorporated in the State of Nevada on April 15, 2013, under the name Winha International Group Ltd. its current name. The Company is a developmental stage company.

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

None

C. Describe the issuers' principal products or services.

Winha International Group Ltd. is a developmental stage company.

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.

None

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% or 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
<u>Saeb Jannoun</u>	<u>President, Treasurer, Secretary and Chairman of the Board of Directors</u>	<u>Tampa, FL</u>	<u>100,000,000</u>	<u>Common</u>	<u>66.67 %</u>	<u>Shares owned by Thirty 05, LLC, which is controlled by Saeb Jannoun</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

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

9) Third Party Providers

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

Securities Counsel

Name: Mark Pena
Firm: Law Office of Mark E. Pena
Address 1: 4230 S MacDill Ave suite I
Address 2: Tampa, FL 33611
Phone: 813- 251-1289
Email: _____

Accountant or Auditor

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

Investor Relations

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

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

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, Saeb Jannoun certify that:

1. I have reviewed this quarterly disclosure statement of Winha International Group 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.

November 17, 2021 [Date]

/s/ Saeb Jannoun [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Saeb Jannoun certify that:

1. I have reviewed this quarterly disclosure statement of Winha International Group 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.

November 17, 2021 [Date]

/s/ Saeb Jannoun [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

WINHA INTERNATIONAL GROUP LTD.
BALANCE SHEETS
(Unaudited)

	September 30, 2021	March 31, 2021
<u>ASSETS</u>		
Current Assets:		
Accounts receivable	\$ 18,000	\$ 15,000
Total Assets	<u>\$ 18,000</u>	<u>\$ 15,000</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY DEFICIT</u>		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 1,200	\$ 200
Due to related parties	33,068	9,373
Total Liabilities	<u>34,268</u>	<u>9,573</u>
Stockholders' Equity (Deficit):		
Common stock, par value \$0.001, 200,000,000 shares authorized, 149,989,500 and 149,989,500 shares issued and outstanding at September 30, 2021 and March 31, 2021, respectively	149,990	149,990
Additional paid-in capital	15,926,874	15,926,874
Accumulated deficit	<u>(16,093,132)</u>	<u>(16,071,437)</u>
Total Stockholders' Equity (Deficit)	<u>(16,268)</u>	<u>5,427</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 18,000</u>	<u>\$ 15,000</u>

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

WINHA INTERNATIONAL GROUP LTD.
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2021	2020	2021	2020
Revenue	\$ 1,000	\$ -	\$ 3,000	\$ -
Operating Expenses:				
General and administrative	23,000	2,550	24,695	2,850
Total operating expenses	23,000	2,550	24,695	2,850
Loss from operations	(22,000)	(2,550)	(21,695)	(2,850)
Loss before income taxes	(22,000)	(2,550)	(21,695)	(2,850)
Provision for income taxes	-	-	-	-
Net loss	\$ (22,000)	\$ (2,550)	\$ (21,695)	\$ (2,850)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Basic and diluted weighted average shares	149,989,500	59,772,109	149,989,500	54,907,533

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

WINHA INTERNATIONAL GROUP LTD.
STATEMENTS OF STOCKHOLDERS' DEFICIT
FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2020 and 2021
(Unaudited)

	Common Stock Shares	Amount	Additional Paid in Capital	Accumulated Deficit	Total
Balance at March 31, 2020	49,989,500	\$ 49,990	\$ 16,021,164	\$ (16,076,364)	\$ (5,210)
Net loss	-	-	-	(300)	(300)
Balance at June 30, 2020	49,989,500	49,990	16,021,164	(16,076,664)	(5,510)
Shares issued for the settlement of debt	100,000,000	100,000	(97,145)	-	2,855
Contributed capital	-	-	2,855	-	2,855
Net loss	-	-	-	(2,550)	(2,550)
Balance at September 30, 2020	149,989,500	\$ 149,990	\$ 15,926,874	\$ (16,079,214)	\$ (2,350)

	Common Stock Shares	Amount	Additional Paid in Capital	Accumulated Deficit	Total
Balance at March 31, 2021	149,989,500	\$ 149,990	\$ 15,926,874	\$ (16,071,437)	\$ 5,427
Net income	-	-	-	305	305
Balance at June 30, 2021	149,989,500	149,990	15,926,874	(16,071,132)	5,732
Net loss	-	-	-	(22,000)	(22,000)
Balance at September 30, 2021	149,989,500	\$ 149,990	\$ 15,926,874	\$ (16,093,132)	\$ (16,268)

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

WINHA INTERNATIONAL GROUP LTD.
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Six Months Ended September 30,	
	2021	2020
Cash flows from operating activities:		
Net (loss	\$ (21,695)	\$ (2,850)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Changes in assets and liabilities:		
Accounts receivable	(3,000)	-
Accounts payable	1,000	(5,110)
Net cash used in operating activities	(23,695)	(7,960)
Cash flows from investing activities:	-	-
Cash flows from financing activities:		
Contributed capital		2,855
Proceeds from a related party	23,695	5,105
Net cash provided by financing activities	23,695	7,960
Net increase (decrease) in cash	-	-
Cash, beginning of period	-	-
Cash, end of period	\$ -	\$ -
Supplemental Disclosure of Interest and Income Taxes Paid:		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -

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

WINHA INTERNATIONAL GROUP LTD.
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2021
(Unaudited)

NOTE 1 - ORGANIZATION AND OPERATIONS

Winha International Group Ltd. (the “Company”) was incorporated in the State of Nevada on April 15, 2013. On August 18th, 2020, the Company was the subject of a Custodianship action & order in the Clark County District Court of Nevada. On December 26, 2020, said Custodianship was terminated by the same court. On February 23, 2021, controlling interest in the Company was transferred to Thirty 05, LLC.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company’s unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

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

Stock-based Compensation

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

Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with maturities of three months or less when purchased. Cash and cash equivalents are on deposit with financial institutions without any restrictions. There are no cash equivalents as of September 30, 2021 and March 31, 2021.

NOTE 3 – GOING CONCERN

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

As reflected in the accompanying financial statements, the Company had an accumulated deficit at September 30, 2021 and minimal revenue. These factors among others raise substantial doubt about the Company’s ability to continue as a going concern.

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

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

NOTE 4 – STOCKHOLDERS' DEFICIT

Capital Stock Issued

During the year ended March 31, 2021, the Company issued 100,000,000 shares of common stock to Barbara McIntyre Bauman for repayment of related party debt totaling \$2,855.

NOTE 5 – RELATED PARTY TRANSACTIONS

During the year ended March 31, 2021, Barbara McIntyre Bauman, the Company's President, Secretary and Treasurer, paid expenses on behalf of the Company totaling \$12,428 to revive the Company's operations. During the year ended March 31, 2021, the Company issued 100,000,000 shares of common stock to Barbara McIntyre Bauman for repayment of related party debt totaling \$2,855. As of September 30, 2021, the Company owed \$11,068.

During the six months ended September 30, 2021, Thirty 05, LLC, loaned the Company, through the payment of expenses on behalf of the Company, \$22,000. The loan is non-interest bearing and due on demand.

NOTE 6 – SUBSEQUENT EVENTS

Management has evaluated all other activity of the Company through the issue date of the accompanying unaudited financial statements and concluded that no subsequent events have occurred that would require recognition in the accompanying financial statements.