

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Winchester Holding Group

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Quarterly Report
For the Period Ending: June 30, 2022
(the "Reporting Period")

As of June 30, 2022, the number of shares outstanding of our Common Stock was:

106,164,123

As of March 31, 2022, the number of shares outstanding of our Common Stock was:

106,164,123

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

106,164,123

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:

Yes: ☐ No: ☒

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;
- (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.

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

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

Winchester Holding Group

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 – incorporated as Winchester Holding Group on September 14, 2011

The Company's status is active with the state of Nevada.

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:

8F Linkchart Centre
2 Tai Yip Street Kwun Tong
Hong Kong

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?

Yes: ☒ No: ☐

On February 7, 2019, Joseph Arcaro filed an Application for Appointment of Custodian Pursuant to NRS 78.347(1)(b) (the "Application") with the District Court in Clark County, Nevada (the "Court"). On March 21, 2019, the Court appointed Mr. Arcaro as custodian of the Company. On March 28, 2019, Mr. Arcaro, as custodian, appointed himself to serve as the sole officer and director of the Company. On July 18, 2019, Mr. Joseph Arcaro resigned as the Company's sole director and officer.

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

N/A

2) Security Information

Trading symbol:	<u>WCHS</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>972770101</u>
Par or stated value:	<u>\$0.001</u>

Total shares authorized: 500,000,000 as of date: June 30, 2022
Total shares outstanding: 106,164,123 as of date: June 30, 2022
Number of shares in the Public Float²: 550,700 as of date: June 30, 2022
Total number of shareholders of record: 71 as of date: June 30, 2022

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

Trading symbol: None – Not Applicable
Exact title and class of securities outstanding: Preferred stock
CUSIP: Not applicable
Par or stated value: \$0.001
Total shares authorized: 10,000,000 as of date: June 30, 2022
Total shares outstanding: 0 as of date: June 30, 2022

Transfer Agent

Name: Globex Transfer, LLC
Phone: 813-344-4490
Email: mt@globextransfer.com
Address: 780 Deltona Blvd., Suite 202, Deltona, FL 32725

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>December 31, 2019</u> Common: <u>77,420,700</u> Preferred: <u>0</u>			*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>12/17/2020</u>	<u>New issuance</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Chan Yui Hang</u>	<u>For acquisition of Equity investment</u>	<u>Restricted</u>	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
<u>01/07/2021</u>	<u>New issuance⁽¹⁾</u>	<u>1,120,000</u>	<u>Common</u>	<u>\$2.40</u>	<u>Yes</u>	<u>Cocoon Holdings Limited (control person – Carman Wing Yan Chan and Ming Gai Wu)</u>	<u>For consulting services⁽¹⁾</u>	<u>Restricted</u>	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
<u>01/07/2021</u>	<u>New issuance⁽¹⁾</u>	<u>1,880,000</u>	<u>Common</u>	<u>\$2.40</u>	<u>Yes</u>	<u>KCBC Capital Limited (control person – Kei Yin Chan)</u>	<u>For consulting services⁽¹⁾</u>	<u>Restricted</u>	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
<u>04/14/2021</u>	<u>New issuance⁽²⁾</u>	<u>1,729,716</u>	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	<u>Ng Shuk King</u>	<u>For consulting services⁽²⁾</u>	<u>Restricted</u>	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
<u>04/14/2021</u>	<u>New issuance⁽²⁾</u>	<u>567,686</u>	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	<u>Wu Wai Yi</u>	<u>For consulting services⁽²⁾</u>	<u>Restricted</u>	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
<u>04/14/2021</u>	<u>New issuance⁽²⁾</u>	<u>565,954</u>	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	<u>Wong Oi Lai</u>	<u>For consulting services⁽²⁾</u>	<u>Restricted</u>	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
<u>04/14/2021</u>	<u>New issuance⁽²⁾</u>	<u>41,344</u>	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	<u>Lau Lai Kuen</u>	<u>For consulting services⁽²⁾</u>	<u>Restricted</u>	<u>Exemption: Section 4(a)(2) of the Securities Act</u>

									<u>Securities Act</u>
<u>04/14/2021</u>	<u>New issuance</u> ⁽²⁾	970,000	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	Wong Pak Huen	<u>For consulting services</u> ⁽²⁾	<u>Restricted</u>	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
<u>04/14/2021</u>	<u>New issuance</u> ⁽²⁾	559,457	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	Shung Yiim Sheung	<u>For consulting services</u> ⁽²⁾	<u>Restricted</u>	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
<u>04/14/2021</u>	<u>New issuance</u> ⁽²⁾	461,237	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	Yip Siu Chun	<u>For consulting services</u> ⁽²⁾	<u>Restricted</u>	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
<u>04/14/2021</u>	<u>New issuance</u> ⁽²⁾	674,097	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	Fung Kwok Lai	<u>For consulting services</u> ⁽²⁾	<u>Restricted</u>	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
<u>04/14/2021</u>	<u>New issuance</u> ⁽²⁾	173,932	<u>Common</u>	<u>\$0.50</u>	<u>Yes</u>	Wu Wai Sum Winni	<u>For consulting services</u> ⁽²⁾	<u>Restricted</u>	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date: <u>June 30, 2022</u>									
Common: <u>106,164,123</u>									
Preferred: <u>0</u>									

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

1. The common shares issued to Cocoon Holdings Limited and KCBC Capital Limited are held by the company to be released upon payment of cash at \$2.40 per share. The Company originally recorded a subscription receivable in the equity statement of \$7,200,000. The terms are for the funds to be paid once the company is current with the OTC Markets' alternative reporting standards. The shares were to be returned to the Company and cancelled if payment is not received. During the year ended December 31, 2021, the Company expensed the subscription receivable to consulting expenses for \$7,200,000.

2. The common shares issued to 9 investors are held by the company to be released upon payment of cash at \$0.50 per share. The Company has recorded a subscription receivable in the equity statement of \$2,871,712. The terms are for the funds to be paid once the company is current with the OTCMarkets' alternative reporting standards. The shares were to be returned to the Company and cancelled for payments not received. During the year ended December 31, 2021, the Company expensed the subscription receivable to consulting expenses of \$2,871,712.

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.)
01/19/2021	100,000	100,000	150,000	05/20/2022	70% of the fair market value of the common stock, based on the average closing price of the Common Stock for the prior ten (10) trading days before the date of conversion.	Lai Kui Shing, Andy	Services

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

1. Interest on the note is payable with 50,000 shares of common stock. Interest is calculated at 50,000 shares by \$3 market price at date of note. The interest is amortized over the life of the note. Additionally, the note requires payment of 50,000 shares, the company recognized a discount to the note for \$100,000 and this is amortized over the life of the note to interest expense (see convertible note disclosure in the included financial statements). As of June 30, 2022, the Company has recorded a stock payable in equity, for the recognition of these 100,000 shares of common stock not yet issued.

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: Wan Wah Kitty Ching
Title: CFO
Relationship to Issuer: Principal Financial Officer

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.

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.

The unaudited quarterly financial statements as at June 30, 2022 and for the six months ended June 30, 2022 and 2021, are included at the end of this report.

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").

On June 30, 2022, the Company entered into a share sale and purchase agreement ("Agreement") regarding the acquisition of 100% of ordinary shares of Zenos Cars Limited, which is owned by the Company's CEO. We have agreed to pay a total of HK\$100,000 (US\$12,900) for 10% interest in the Company.

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

None.

- C. Describe the issuers' principal products or services.

None.

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 (1)	Note
<u>Simon Wu</u>	<u>President / Chief Executive Officer / Director</u>	<u>Hong Kong</u>	<u>0</u>	<u>Common</u>	<u>14.41%</u>	<u>Mr. Wu controls Rodney Engineering Company Limited. The 14.41% represents the shares owned by Rodney Engineering Company Limited.</u>
<u>Yui Hang "Michael" Chan</u>	<u>Chief Operating Officer / Director</u>	<u>Hong Kong</u>	<u>35,300,000</u>	<u>Common</u>	<u>33.25%</u>	<u>=</u>
<u>Wan Wah Kitty Ching</u>	<u>Chief Financial Officer / Treasurer / Secretary / Director</u>	<u>Hong Kong</u>	<u>15,300,000</u>	<u>Common</u>	<u>14.41%</u>	<u>=</u>
<u>Rodney Engineering Company Limited</u>	<u>Company controlled by Simon Wu, our Chief Executive Officer</u>	<u>Hong Kong</u>	<u>15,300,000</u>	<u>Common</u>	<u>14.41%</u>	<u>=</u>
<u>Thomas O'Connor</u>	<u>Owner of more than 5%</u>	<u>Chicago, IL</u>	<u>25,100,000</u>	<u>Common</u>	<u>23.64%</u>	<u>=</u>

(1) Based on 106,164,123 shares outstanding at June 30, 2022.

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);

Not applicable

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;

Not applicable

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

Not applicable

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.

Not applicable

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: Sharon D. Mitchell
Firm: SD Mitchell & Associates. PLC
Address 1: 829 Harcourt Rd.
Address 2: Grosse Pointe Park, MI 48230
Phone: 248-515-6035
Email: sharondmac2013@gmail.com

Accountant or Auditor

Name: None

Investor Relations

Name: None

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: Nanuk Warman
Firm: Nanuk Warman, CPA Inc.
Nature of Services: Accounting consultant
Address 1: 610 – 475 W Georgia St
Address 2: Vancouver, BC Canada V6M 4B
Phone: 305-396-1415
Email: help@warmanco.com

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, Simon Wu certify that:

1. I have reviewed this quarterly disclosure statement of Winchester Holding Group;
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.

August 15, 2022 [Date]

/s/ Simon Wu [CEO's Signature]

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

Principal Financial Officer:

I, Wan Wah Kitty Ching certify that:

1. I have reviewed this quarterly disclosure statement of Winchester Holding Group;
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.

August 15, 2022 [Date]

/s/ Wan Wah Kitty Ching [CFO's Signature]

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

WINCHESTER HOLDING GROUP
Interim Financial Statements
For the Six months Ended June 30, 2022

(Unaudited – Prepared by Management)

Balance Sheets at June 30, 2022 and December 31, 2021	Page F-2
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WINCHESTER HOLDING GROUP
Balance Sheets
(Unaudited)

	June 30,	December 31,
	2022	2021
ASSETS		
Current Assets		
Cash	\$ 1,387	\$ -
Accounts receivable	516,000	-
Prepaid expense	-	2,333
Total Current Assets	517,387	2,333
Intangible asset	774,000	-
TOTAL ASSETS	\$ 1,291,387	\$ 2,333
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 35,675	\$ -
Convertible notes payable	100,000	68,750
Stock payable - accrued interest	150,000	103,125
Bank loan - current portion	84,303	
Due to a related party	177,795	61,228
Total Current Liabilities	547,773	233,103
Bank loan	687,600	
TOTAL LIABILITIES	1,235,373	233,103
Stockholders' Deficit		
Preferred stock: 10,000,000 authorized; \$0.001 par value		
No shares issued and outstanding	-	-
Common stock: 500,000,000 authorized; \$0.001 par value		
106,164,123 shares issued and outstanding, respectively	106,164	106,164
Additional paid in capital	10,913,550	10,534,218
Common stock payable	100,000	100,000
Accumulated deficit	(11,063,700)	(10,971,152)
Total Stockholders' Deficit	56,014	(230,770)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 1,291,387	\$ 2,333

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

WINCHESTER HOLDING GROUP
Statement of Operations
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Operating Expenses				
Professional fees	\$ 4,948	\$ -	\$ 14,198	\$ 118,559
General and administrative expenses	50	-	225	50
Total Operating Expenses	<u>4,998</u>	<u>-</u>	<u>14,423</u>	<u>118,609</u>
Net loss from operations	(4,998)	-	(14,423)	(118,609)
Other Income (Expense)				
Interest expense	<u>(31,250)</u>	<u>-</u>	<u>(78,125)</u>	<u>(78,125)</u>
Total other expense	<u>(31,250)</u>	<u>-</u>	<u>(78,125)</u>	<u>(78,125)</u>
Net loss before taxes	(36,248)	-	(92,548)	(196,734)
Income tax benefit	-	-	-	-
Net loss	<u>\$ (36,248)</u>	<u>\$ -</u>	<u>\$ (92,548)</u>	<u>\$ (196,734)</u>
Basic and dilutive loss per common share	<u>\$ (0.00)</u>	<u>\$ -</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average number of common shares outstanding	<u>106,164,123</u>	<u>105,343,634</u>	<u>106,164,123</u>	<u>102,796,319</u>

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

WINCHESTER HOLDING GROUP
Statement of Change in Stockholders' Deficit
Three and Six months ended June 30, 2022 and 2021
(Unaudited)

	Common Stock		Additional Paid in Capital		Common Stock payable		Accumulated Deficit		Total Stockholders' Equity (Deficit)
	Number of Shares	Amount							
Balance - December 31, 2021	106,164,123	\$ 106,164	\$ 10,534,218	\$ 100,000	\$ (10,971,152)	\$ (230,770)			
Net loss	-	-	-	-	(56,300)	(56,300)			
Balance - March 31, 2022	106,164,123	\$ 106,164	\$ 10,534,218	\$ 100,000	\$ (11,027,452)	\$ (287,070)			
Acquisition of subsidiary – related party	-	-	379,332	-	-	379,332			
Net loss	-	-	-	-	(36,248)	(36,248)			
Balance - June 30, 2022	106,164,123	\$ 106,164	\$ 10,913,550	\$ 100,000	\$ (11,063,700)	\$ 56,014			

	Common Stock		Additional Paid in		Common stock		Common		Total	
	Number of Shares	Amount	Capital	Subscription	Receivable	Stock payable	Accumulated Deficit	Equity (Deficit)		
Balance - December 31, 2020	97,420,700	\$ 97,421	\$ 471,249	\$ (98,039)	\$ -	\$ (498,461)	\$ (27,830)			
Common stock subscription receivable	3,000,000	3,000	7,197,000	(7,200,000)	-	-	-			
Common stock payable	-	-	-	-	100,000	-	100,000			
Net loss	-	-	-	-	-	(132,568)	(132,568)			
Balance - March 31, 2021	100,420,700	\$ 100,421	\$ 7,668,249	\$ (7,298,039)	\$ 100,000	\$ (631,029)	\$ (60,398)			
Common stock subscription receivable	5,743,423	5,743	2,865,969	(2,871,712)	-	-	-			
Net loss	-	-	-	-	-	(64,166)	(64,166)			
Balance - June 30, 2021	106,164,123	\$ 106,164	\$ 10,534,218	\$ (10,169,751)	\$ 100,000	\$ (695,195)	\$ (124,564)			

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

WINCHESTER HOLDING GROUP
Statements of Cash Flows
(Unaudited)

	Six Months Ended	
	June 30,	
	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (92,548)	\$ (196,734)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of debt discount	31,250	31,250
Expenses paid by convertible note	-	100,000
Changes in operating assets and liabilities:		
Prepaid expenses	2,333	-
Accounts payable	200	403
Stock payable - interest expense	46,875	46,875
Net Cash used in Operating Activities	<u>(11,890)</u>	<u>(18,206)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of property and equipment	<u>(11,513)</u>	<u>-</u>
Net Cash used in Investing Activities	<u>(11,513)</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from related party	<u>24,790</u>	<u>18,206</u>
Net Cash provided by Financing Activities	<u>24,790</u>	<u>18,206</u>
Net change in cash	1,387	-
Cash, beginning of period	<u>-</u>	<u>-</u>
Cash, end of period	<u>\$ 1,387</u>	<u>\$ -</u>
Supplemental cash flow information		
Cash paid for interest	\$ <u>-</u>	\$ <u>-</u>
Cash paid for taxes	\$ <u>-</u>	\$ <u>-</u>
Non-cash transactions:		
Common stock payable in conjunction with convertible note	\$ <u>-</u>	\$ <u>100,000</u>
Common stock subscription receivable	\$ <u>-</u>	\$ <u>10,071,712</u>

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

WINCHESTER HOLDING GROUP
Notes to Unaudited Financial Statements
June 30, 2022
(Prepared by Management)

NOTE 1 - ORGANIZATION AND GOING CONCERN

Winchester Holding Group (the "Company") was formed in the State of Nevada on September 14, 2011. The Company was organized for the purpose of property acquisitions. Initial operations have included organization and incorporation, target market identification, marketing plans, capital formation and property acquisitions. A substantial portion of the Company's activities have involved developing a business plan and establishing contacts and visibility in the marketplace. The Company's fiscal year end is December 31.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As of June 30, 2022, the Company has not generated any revenues from operations and has a stockholders' deficit of \$11,063,700. These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period of time. The Company's continuation as a going concern is dependent upon the Company's ability to begin operations and to achieve a level of profitability. The Company intends on financing its future development activities and its working capital needs largely from the sale of public equity securities with some additional funding from other traditional financing sources, including term notes until such time that funds provided by operations are sufficient to fund working capital requirements. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of the Company is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America ("GAAP") and have been consistently applied in the preparation of the financial statements.

Basis of Presentation

The financial statements and related disclosures have been prepared by management and are unaudited. The unaudited financial statements have been prepared using the accrual basis of accounting in accordance with GAAP.

Basis of Consolidation

The financial statements have been prepared on a consolidated basis, with the Company's wholly-owned subsidiary, Zenos Cars Limited. All intercompany transactions and balances have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with GAAP 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. The estimates and judgments will also affect the reported amounts for certain expenses during the reporting period. Actual results could differ from these good faith estimates and judgments.

Fair Value of Financial Instruments

The Company's financial instruments consist primarily of accounts payable and due to related party. The carrying

amounts of such financial instruments approximate their respective estimated fair value due to the short-term maturities and approximate market interest rates of these instruments.

Stock-based Compensation

ASC 718, "*Compensation – Stock Compensation*," prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period).

The Company has recently adopted the guidance included under ASU 2018-07, stock-based compensation issued to non-employees and consultants. Equity-based payments to non-employees are measured at grant-date fair value of the equity instruments that the Company is obligated to issue when the service has been rendered and any other conditions necessary to earn the right to benefit from the instruments have been satisfied. Equity-classified nonemployee share based payment awards are measured at the grant date

Related parties

The Company follows ASC 850 for the identification of related parties and disclosure of related party transactions.

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. At June 30, 2022 and December 31, 2021, the Company had no cash and cash equivalents.

Income Taxes

Income taxes are determined in accordance with the provisions of ASC 740, "Income Taxes". Under this method, 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 basis. Deferred tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Any 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.

ASC 740 prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return. Under ASC 740, tax positions must initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

As of June 30, 2022, the Company did not have any amounts recorded pertaining to uncertain tax positions.

Earnings (Loss) per Share Calculations

The Company computes earnings per share ("EPS") in accordance with ASC 260, "Earnings per share". Basic EPS is measured as the income or loss available to common shareholders divided by the weighted average common shares outstanding for the period. Diluted EPS is similar to basic EPS but presents the dilutive effect on a per share basis of potential common shares (e.g., convertible securities, options, and warrants) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common shares that have an anti-dilutive effect (i.e. those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

There were no potentially dilutive shares of common stock outstanding for the six months ended June 30, 2022 and 2021.

NOTE 3 – CONVERTIBLE NOTE

On January 19, 2021, the Company entered into a convertible note agreement in the principal amount of \$100,000 to mature on May 20, 2022 with the interest of which will be satisfied by issuance of 50,000 shares of common stock. The Company evaluated the value of 50,000 shares at \$150,000 and shall record interest expense over the term of the note. In addition, 50,000 shares of common stock shall be issued in conjunction with convertible note and the Company recorded stock payable of \$100,000 as a debt discount. During the six months ended June 30, 2022, the Company recorded interest expense of \$46,875 as stock payable and amortization of debt discount of \$31,250.

NOTE 4 – STOCKHOLDERS' DEFICIT

Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of \$0.001 per share. As of June 30, 2022, no shares were issued and outstanding.

Common Stock

As of June 30, 2022, the Company is authorized to issue 500,000,000 shares of common stock with a par value of \$0.001 per share.

As of June 30, 2022 and 2021, 106,164,123 shares of common stock were issued and outstanding, respectively.

Stock payable

As of June 30, 2022, the Company recorded 50,000 shares of common stock payable, valued at \$100,000.

NOTE 5 – DUE TO RELATED PARTY

During the six months ended June 30, 2022 and 2021, the Company's officer, paid expenses on behalf of the Company totaling \$24,790, including consideration of acquisition of subsidiary of \$12,900, and \$269, respectively.

As of June 30, 2022 and December 31, 2021, the Company was obligated to the officer, for an unsecured, non-interest-bearing demand loan with a balance of \$177,795 and \$61,228, respectively.

NOTE 6 – ACQUISITION

On June 30, 2022, the Company entered into a share sale and purchase agreement ("Agreement") regarding the acquisition of 100% of ordinary shares of Zenos Cars Limited, which is owned by the Company's CEO. We have agreed to pay a total of HK\$100,000 (US\$12,900) for the 10% interest in the Company. Due to a related party transaction, the Company recorded bargain purchase of \$379,333 as additional paid in capital.

Total purchase price	\$	12,900
Cash		1,387
Accounts receivable, net		516,000
Intangible asset		774,000
Total identifiable assets		1,291,387
Accrued expense		(35,475)
Bank loan		(771,902)
Due to a related party		(91,777)

Total liabilities assumed	(899,154)
Net assets	392,233
	\$ (379,333)

NOTE 7 – SUBSEQUENT EVENT

Management has evaluated subsequent events through the date these financial statements were available to be issued. Based on our evaluation no material events have occurred that require disclosure.