

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

EMERGING HOLDINGS, INC.

13061 Rosedale Hwy, Ste G – 514, Bakersfield, CA 93314

(573)230-2169

www.emrhinc.com

emrhinc@outlook.com

SIC Code: 8731

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:

122,582,567

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

122,582,567

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

231,000,000

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 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 as Emerging Holdings, Inc., on July 1, 2004.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The company is currently in good standing in 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:

13061 Rosedale Hwy, Ste G – 514, Bakersfield, CA 93314

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:

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

Not Applicable.

2) Security Information

Trading symbol: EMRH
Exact title and class of securities outstanding: Common
CUSIP: 29100M109
Par or stated value: 0.0001

Total shares authorized: 500,000,000 as of date: December 31, 2021
Total shares outstanding: 122,582,567 as of date: December 31, 2021

Number of shares in the Public Float²: 2,582,567 as of date: December 31, 2021
Total number of shareholders of record: 473 as of date: December 31, 2021

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

Trading symbol: N/A
Exact title and class of securities outstanding: Series L Preferred Stock
CUSIP: EMERGINGPL
Par or stated value: 0.0001
Total shares authorized: 1000 as of date: December 31, 2021
Total shares outstanding: 1000 as of date: December 31, 2021

Transfer Agent

Name: ClearTrust, LLC
Phone: (813)235-4490
Email: inbox@cleartrusttransfer.com
Address: 16540 Pointe Village Dr., Ste 205, Lutz, FL 33558

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>January 1, 2019</u> Common: <u>231,000,000</u> Preferred: <u>0</u>	*Right-click the rows below and select "Insert" to add rows as needed.
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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.

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.
05/05/2021	New issuance	1000	Preferred L	0.0001	No	Junhua Guo	Consulting Services	Restricted	Section 4a2
08/11/2021	Cancellation	(101,000,000)	Common Stock	—	—	Mohamad Motazedj	Court Order	—	—
08/11/2021	Cancellation	(7,417,433)	Common Stock	—	—	Stephen Luscko	Court Order	—	—
Shares Outstanding on Date of This Report: Ending Balance Date <u>December 31, 2021</u> Ending Balance: Common: <u>122,582,567</u> Preferred: <u>1,000</u>									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 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: **Junhua Guo**
 Title: **President**
 Relationship to Issuer: **President**

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.

Emerging Holding, Inc.
Financial Statements
For the Year Ended December 31, 2021

EMERGING HOLDINGS, INC.
BALANCE SHEET
(unaudited)

	December 31, 2021	December 31, 2020
ASSETS		
Current Assets:		
Cash	\$ —	\$ —
Total Current Assets	—	—
TOTAL ASSETS	\$ —	\$ —
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Current Liabilities:		
Accounts payable	\$ —	\$ —
Due to related party	37,075	—
Accrued interest		
Note payable		
Total Current Liabilities	37,075	—
STOCKHOLDERS' DEFICIT		
Common stock, \$.0001 par value; 500,000,000 shares authorized, 122,582,567 shares issued and outstanding at December 31, 2021	122,583	231,000
Series L Preferred Stock, \$0.0001 par value, 1,000 shares authorized, 1,000 shares issued or outstanding as of December 31, 2021	0.1	—
Additional paid-in capital	90,000	90,000
Accumulated deficit	(249,658)	(321,000)
Total Stockholders' Deficit	(37,075)	—
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	—	—

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

EMERGING HOLDINGS, INC.
STATEMENT OF OPERATIONS
(unaudited)

	December 31, 2021	December 31, 2020
Revenues	\$ —	\$ —
Expenses	(37,075)	—
Professional fees		
Legal fees		
Interest Expense		
Total Operating Expenses	(37,075)	—
Operating Loss	—	—
Net Loss	\$ (37,075)	\$ —
Basic and Diluted earnings per share	\$ (0.00)	\$ (0.00)
Weighted Average Common Shares		
Basic and Diluted	122,582,567	231,000,000

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

EMERGING HOLDINGS, INC.
STATEMENT OF CASH FLOWS
(unaudited)

	December 31, 2021	December 31, 2020
Cash Flows from Operating Activities:		
Net loss for the Year	\$ (37,075)	\$ —
Adjustments to reconcile net loss to net cash used in operating activities		
Decrease in account payable		
Increase in accrued interest		
Net Cash Used in Operating Activities	(37,075)	—
Cash Flows from Financing Activities:		
Proceeds from related party debt	37,075	—
Account payable converted to note payable		
Net Cash Provided by Financing Activities	37,075	—
Net Decrease in Cash		
Cash and cash equivalent at the beginning of year	\$ —	\$ —
Cash and cash equivalent at the end of year	—	—
Supplemental Disclosure of Interest and Income Taxes Paid:		
Interest paid during the year	\$ —	\$ —
Income taxes paid during the year	—	—

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

EMERGING HOLDINGS, INC.
STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY
(unaudited)

For the Year Ended December 31, 2021

	<u>Common Stock</u>		<u>Preferred Stock</u>		<u>Additional</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Shares</u>	<u>Par Value</u>	<u>Shares</u>	<u>Par Value</u>	<u>Paid in</u>	<u>Deficit</u>	<u>Stockholder's</u>
					<u>Capital</u>		<u>Equity</u>
Balance – December 31, 2018	231,000,000	\$ 231,000	—	—	\$ 90,000	\$ (321,000)	—
Net Profit (Loss)						—	—
Balance – December 31, 2019	231,000,000	\$ 231,000	—	—	\$ 90,000	\$ (321,000)	—
Net Profit (Loss)						—	—
Balance – December 31, 2020	231,000,000	\$ 231,000	—	—	\$ 90,000	\$ (321,000)	—
Net Profit (Loss)						\$ (23,222)	\$ (23,222)
Balance – March 31, 2021	231,000,000	\$ 231,000	—	—	\$ 90,000	\$ (344,222)	\$ (23,222)
Net Profit (Loss)						\$ (5,799)	\$ (5,799)
Balance – June 30, 2021	231,000,000	\$ 231,000	1,000	\$ 0.1	\$ 90,000	\$ (350,021)	\$ (29,021)
Net Profit (Loss)						\$ (7,316)	\$ (7,316)
Balance – September 30, 2021	122,582,567	\$ 122,583	1,000	\$ 0.1	\$ 90,000	\$ (248,920)	\$ (36,337)
Net Profit (Loss)						\$ (737.87)	\$ (737.87)
Balance – December 31, 2021	122,582,567	\$ 122,583	1,000	\$ 0.1	\$ 90,000	\$ (249,658)	\$ (37,075)

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

EMERGING HOLDINGS, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2021
(Unaudited)

NOTE 1 - ORGANIZATION AND OPERATIONS

Emerging Holdings, Inc. (the "Company") was organized as a Nevada corporation on July 1, 2004 to develop and distribute technology-related products and services. Specifically, Emerging Holdings, Inc. had been exploring investment opportunities in the People's Republic of China and Dubai as it was just established. In March, 2021, new management team took control of Emerging Holdings, Inc. Now our business focuses on biological green-technology research and service. Currently our main operation is revolving around germplasm innovation of major crops. In coming 3-5 years, we are aiming to build an industrial hemp breeding company dominating the American and Asian markets, and new market-leading varieties will be cultivated to supply the global hemp market.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company's 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.

Income Taxes

The Company follows FASB ASC Subtopic 740, Income Taxes, for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled.

Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

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.

Basic Loss Per Share

FASB ASC Subtopic 260, Earnings Per Share, provides for the calculation of "Basic" and "Diluted" earnings per share. Basic earnings per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding for the period. All potentially dilutive securities have been excluded from the computations since they would be antidilutive. However, these dilutive securities could potentially dilute earnings per share in the future.

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 December 31, 2021, cash equivalents amounted to \$0.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates 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 December 31, 2021 of \$249,658 and its liabilities exceeded its assets. 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/quarter ended December 31, 2021, the Company designated and issued 1000 Series L Preferred Restricted Stock shares to its President Junhua Guo on May 5, 2021. Per Court Order, Company Management cancelled 101,000,000 Common Stock shares of Mohamad Motazedi and 7,417,433 Common Stock shares of Stephen Luscko.

Authorized Capital Stock

Common Stock

The Company is authorized to issue 500,000,000 shares of common stock with a par value of \$0.0001 per share. As December 31, 2021, 122,582,567 shares were issued and outstanding.

Preferred Stock

The Company designated and issued 1000 Series L Preferred Restricted Stock shares with a par value of \$0.0001 to its President Junhua Guo on May 6, 2021. As of December 31, 2021, 1000 shares were issued and outstanding.

NOTE 5 – SUBSEQUENT EVENTS

None.

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")

Emerging Holdings, Inc. (the "Company") was organized as a Nevada corporation on July 1, 2004 to develop and distribute technology-related products and services. Specifically, Emerging Holdings, Inc. had been exploring investment opportunities in the People's Republic of China and Dubai as it was just established. In March, 2021, new management team took control of Emerging Holdings, Inc. Now our business focuses on biological green-technology research and service. Currently our main operation is revolving around germplasm innovation of major crops. In coming 3-5 years, we are aiming to build an industrial hemp breeding company servicing U.S. and Asian markets. New market-leading varieties will be cultivated to supply the global hemp market.

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

None.

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

Develop and distribute biological technology-related hemp products and services.

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 has no facilities to list.

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
<u>Junhua Guo</u>	<u>President</u>	<u>Bakersfield, CA</u>	<u>100</u>	<u>Common</u>	<u><0.1%</u>	<u>_____</u>
<u>Junhua Guo</u>	<u>President</u>	<u>Bakersfield, CA</u>	<u>1000</u>	<u>Series L Preferred</u>	<u>100%</u>	<u>Entitled with 1,000,000 votes for every share</u>
<u>Xiaojun Ren</u>	<u>Secretary and Treasurer</u>	<u>Bakersfield, CA</u>	<u>None</u>	<u>Common</u>	<u>0%</u>	<u>_____</u>
<u>Wei Zhou</u>	<u>Director</u>	<u>Albany, OR</u>	<u>None</u>	<u>Common</u>	<u>0%</u>	<u>_____</u>
<u>Joseph Bartel</u>	<u>Owner of more than 5%</u>	<u>Sarasota, FL</u>	<u>120,000,000</u>	<u>Common</u>	<u>97.89%</u>	<u>_____</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: Vic Devlaeminck
Firm: Vic Devlaeminck PC
Address 1: 10013 N.E. Hazel Dell Ave., Suite 137
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: _____
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

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, Junhua Guo certify that:

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

February 9, 2022

/s/ Junhua Guo

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

Junhua Guo
President
(Principal Executive Officer and Principal Financial Officer)