

WINHA INTERNATIONAL GROUP LTD

FORM 8-K (Current report filing)

Filed 07/11/16 for the Period Ending 05/24/16

Telephone	8676088963655
CIK	0001584057
Symbol	WINH
SIC Code	5961 - Catalog and Mail-Order Houses
Industry	Retail (Catalog & Mail Order)
Sector	Services
Fiscal Year	03/31

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

COMMISSION FILE NO.: 333-191063

Date of Report: May 24, 2016

WINHA INTERNATIONAL GROUP LIMITED

Nevada

(State of other jurisdiction of
incorporation or organization)

47-2450462

(IRS Employer
Identification No.)

**3rd Floor, No. 19 Changyi Road, Changmingshui Village
Wuguishan Town, Zhongshan City, P.R. China**

(Address of principal executive offices)

528458

(Zip Code)

86-760-8896-3655

(Registrant's telephone number including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01 Completion of Disposition of Assets.

In May 2015, C&V International Holding Company, Ltd. ("C&V"), a wholly-owned subsidiary of Winha International Group Limited (the "Registrant"), organized as its subsidiary, under Australian law, Australia Winha Multimedia Commerce and Trade Co., Ltd. ("Australian Winha"). In February 2016 the Registrant acquired Sanmei International Investment Co., Ltd. ("Sanmei"), a shell company organized under Anguillan law. In March 2015 the Registrant contributed to Sanmei all of its ownership interest in C&V. In March 2015 C&V distributed, for no consideration, 40% of the capital stock of Australian Winha: 7% was transferred to Zhuowei Zhong (Chairman of our operating subsidiary, Zhongshan Winha); 5% was transferred to Xinxi Zhong (daughter of Zhuowei Zhong); 4% was transferred to Zhifei Huang (CEO of Zhongshan Winha), 3% was transferred to Chung Yan Winnie Lam (the Registrant's CEO), 1% was transferred to each of eleven of Zhongshan Winha's suppliers; the remaining 10% was transferred to two unaffiliated entities.

Pursuant to a contract made in March, 2016, on May 24, 2016 C&V distributed to Sanmei its 60% ownership of Australian Winha. Subsequently, Sanmei contributed to the capital of Australian Winha all of the outstanding capital stock of C&V. Because C&V, through two subsidiaries, owns all of the equity in our operating company, Zhongshan Winha, the result of these transactions was to reduce the Registrant's interest in its operating company, Zhongshan Winha, by 40%, as the Registrant's corporate structure is now:



The reduction in the Registrant's equity interest in its operating company will result in the Registrant recognizing a transaction loss of approximately \$21.8 million during the year ended March 31, 2016.

The purpose of the reorganization is to facilitate a public offering of the capital stock of Australian Winha in Australia. The successful completion of an offering in Australia will further dilute the Registrant's ownership of Australian Winha.

Item 9.01 Financial Statements and Exhibits

Financial Statements

Pro forma financial statements of Winha International Group Limited - to be filed by amendment.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

July 8, 2016

Winha International Group Limited

By: /s/ Chung Yan Winnie Lam

Chung Yan Winnie Lam, President
