

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## Yangtze River Port and Logistics Limited

South of Hanshi Road, Yangluo Economic Development Zone, Wuhan, Hubei Province, China

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jcoleman@yerr.com.cn

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### Quarterly Report

**For the Period Ending: March 31, 2021**

(the "Reporting Period")

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

179,528,638

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

179,528,638

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

179,528,638

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 Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

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<sup>1</sup> "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 of the issuer and its predecessors (if any)**

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

Yangtze River Port and Logistics Limited (02/08/2018) / Yangtze River Development Limited (01/13/2016) / Kirin International Holding (03/14/2011) / Cigarette, Inc. (12/23/2009)

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

12/23/2009 NV Active

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: YRIV  
Exact title and class of securities outstanding: Common Stock  
CUSIP: 98475Y105  
Par or stated value: par value \$0.0001 per share  
  
Total shares authorized: 500,000,000 as of date: 03/31/2021  
Total shares outstanding: 179,528,638 as of date: 03/31/2021  
Number of shares in the Public Float<sup>2</sup>: 85,350,378 as of date: 03/31/2021  
Total number of shareholders of record: 105 as of date: 03/31/2021

*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: VStock Transfer  
Phone: (212) 828-8436  
Email: [info@vstocktransfer.com](mailto:info@vstocktransfer.com)

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes:  No:

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

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

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

\_\_\_\_\_

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

\_\_\_\_\_

### 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>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>12/31/2019</u> Common: <u>172,532,638</u> Preferred: <u>0</u>									
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.
Shares Outstanding on Date of This Report: <u>Ending Balance</u>									
Date <u>03/31/2021</u> Common: <u>179,528,638</u> Preferred: <u>0</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 pursuant to the tabular format above.

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

There were no changes in the number of outstanding shares of the Company between December 31, 2019 and March 31, 2021.

#### 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.)
<u>12/19/2015</u>	<u>106,668,490</u>	<u>75,000,000</u>	<u>31,668,490</u> (By <u>03/31/2021</u> )	<u>extended Indefinitely(1)</u>	<u>\$10.00</u>	<u>Xiangyao Liu/Jasper Lake Holdings Limited</u>	<u>Loan</u>
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

Pursuant to the agreement between the parties dated as of December 19, 2018, the maturity date of the Note was extended indefinitely.

#### 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)<sup>4</sup>:

Name: Tsz-Kit Chan  
 Title: CFO  
 Relationship to Issuer: CFO

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 Changes in Shareholders' Equity
- G. Financial notes; and
- H. Audit letter, if audited

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

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 financial statement has been submitted through OTCIQ.

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")

Yangtze River Port and Logistics Limited is a Nevada holding corporation. We operate through our wholly-owned subsidiary, Energetic Mind Limited ("Energetic Mind"), a British Virgin Islands corporation, which in turn operates through its wholly-owned subsidiary, Ricofeliz Capital (HK) Limited ("Ricofeliz Capital"), a Hong Kong corporation. Ricofeliz Capital which operates through its wholly-owned subsidiary, Wuhan Yangtze River Newport Logistics Co., Ltd ("Wuhan Newport"), a wholly foreign-owned enterprise incorporated in the People's Republic of China that primarily engages in the business of real estate and infrastructural development and operating a port logistics center ("Logistics Center") located in Wuhan, Hubei Province in the People's Republic of China ("PRC").

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

Energetic Mind Limited ("Energetic Mind"), a British Virgin Islands corporation, which in turn operates through its wholly-owned subsidiary, Ricofeliz Capital (HK) Limited ("Ricofeliz Capital"), a Hong Kong corporation. Ricofeliz Capital which operates through its wholly-owned subsidiary, Wuhan Yangtze River Newport Logistics Co., Ltd ("Wuhan Newport"), a wholly foreign-owned enterprise incorporated in the People's Republic of China

- C. Describe the issuers' principal products or services, and their markets

Transportation and Logistics Services, Cold Chain Logistics Services, Information Platform, Portside Service, Logistics Financing - small and medium sized companies.

## **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.

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.

we have completed the construction of seven commercial buildings since 2010, providing 92,755.8 square meters of and covering a land area of 79,178.94 square meters , including our sales and welcome center.

The following chart illustrates the properties we currently have the land use rights to in Wuhan, Hubei Province, China. We do not have ownership over such properties.

<b>Certification Number of Land Use Right</b>	<b>Location</b>	<b>Purpose of Use</b>	<b>Area (m<sup>2</sup>)</b>	<b>Termination Date</b>
Wu Xin Guo Yong (2008) Di Zhuan No. 029	South of Han Shi Road, Wuhan Yangluo Economic Development Zone, Hubei Province, PRC	Commercial	9,802.67	August 30, 2048
Wu Xin Guo Yong (2008) Di Zhuan No. 030	South of Han Shi Road, Wuhan Yangluo Economic Development Zone, Hubei Province, PRC	Commercial	59,308.09	August 30, 2048
Wu Xin Guo Yong (2008) Di Zhuan No. 031	South of Han Shi Road, Wuhan Yangluo Economic Development Zone, Hubei Province, PRC	Commercial	79,178.94	August 30, 2048
Wu Xin Guo Yong (2008) Di Zhuan No. 032	South of Han Shi Road, Wuhan Yangluo Economic Development Zone, Hubei Province, PRC	Commercial	87,108.30	August 30, 2048
Wu Xin Guo Yong (2009) Di Zhuan No. 005	South of Han Shi Road, Wuhan Yangluo Economic Development Zone, Hubei Province, PRC	Commercial	176,853.70	August 30, 2048
Wu Xin Guo Yong (2009) Di Zhuan No. 006	South of Han Shi Road, Wuhan Yangluo Economic Development Zone, Hubei Province, PRC	Commercial	103,304.49	August 30, 2048

## 7) 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, regardless of the number of shares they own. **If any 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 of an individual representing the corporation or entity in the note section.**

<b>Name of Officer/Director or Control Person</b>	<b>Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)</b>	<b>Residential Address (City / State Only)</b>	<b>Number of shares owned</b>	<b>Share type/class</b>	<b>Ownership Percentage of Class Outstanding</b>	<b>Note</b>
<u>Xiangyao Liu</u>	<u>CEO, President, Secretary and Chairman of the Board</u>	<u>Flat D 33/F Blk 13, South Horizons AP Lei Chau, Hong Kong</u>	<u>91,862,260</u>	<u>Common stock</u>	<u>51.17%</u>	_____
<u>Tsz-Kit Chan</u>	<u>CFO</u>	<u>FLT A 46/F BLK 2 The Orchards 3 Grieg Rd Quarry Bay, Hong Kong</u>	<u>0</u>	_____	<u>0</u>	_____

<u>James Stuart Coleman</u>	<u>Executive Director</u>	<u>99 Oakdale Rd, Roslyn Heights, NY 11577</u>	<u>2,316,000</u>	<u>Common Stock</u>	<u>1.29%</u>	_____
<u>Tongmin Wang</u>	<u>Independent Director</u>	<u>Room 109-4, Yujiahu, Wuchang District, Wuhan City, China 430000</u>	<u>0</u>	_____	_____	_____
<u>Zhihong Su</u>	<u>Independent Director</u>	<u>2E7C Chaotinggongyu, 8 Wangjingfurong Street, Chaoyang District, Beijing, China 100102</u>	<u>0</u>	_____	_____	_____
<u>Zhimin Chen</u>	<u>Beneficial owner of 5% or more</u>	<u>Room 101, Unit 3, Building No.2, Qingqingjiayuan, Qiaoxi District, City of Xingtai, Hebei, China 054000</u>	<u>12,181,813</u>	<u>Common Stock</u>	<u>6.79%</u>	

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons 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);

\_\_\_\_\_

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;

\_\_\_\_\_

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

\_\_\_\_\_

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.

\_\_\_\_\_

- 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.

On January 2, 2019, a class action complaint was filed with the United States District Court, Eastern District of New York on behalf of Michael Behrendsen against the Company, Xiangyao Liu, Xin Zheng and Tsz-Kit Chan (Civil Action Number 1:19-cv-00024-DLI-LB) (the "Complaint"). The two-count Complaint alleges violations of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder, and Section 20(a) of the Exchange Act. The Court entered an Order approving of lead counsel and lead plaintiff. On June 3, 2019, counsel for the lead plaintiff filed an Amended Complaint, asserting the same two causes of action, albeit with greater verbosity. The Amended Complaint alleges the defendants made materially false and/or misleading statements and/or failed to disclose that: (1) the Company's purported lease of the Wuhan Yangtze River Newport Logistics Center, the Company's main asset, was a fabrication; (2) the Company's only operating subsidiary, Wuhan Newport, was declared insolvent in China due to a number of default judgments against it; and (3) as a result, the defendants' statements about its business, operations, and prospects, were materially false and misleading and/or lacked a reasonable basis at all relevant times. The class action seeks to recover damages against the defendants' actions. On July 17, 2019, the Company filed a Motion to Dismiss the Amended Complaint for failure to state a claim. Due to to circumstances related to COVID-19, including closures and resulting in significant delay of processing of cases in New York City, this motion is still pending, and as of the date of this report, no class has yet to be certified. Management believes that the Company will prevail this lawsuit, and any resolution will not have a material adverse effect on the financial condition or results of operations of the Company.

On October 24, 2018, Stenergy, LLC filed a lawsuit against the Company in the New York State Supreme Court, New York County. The two-count complaint alleges that the Company breached a contract with Stenergy, LLC and seeks damages arising from the breach, and further seeks recovery under a quantum meruit theory to obtain the reasonable value of its services performed. The Company answered the Complaint with affirmative defenses on December 4, 2018. The parties are currently engaged in the discovery phase of the matter. Management believes that the Company will prevail this lawsuit, and any resolution will not have a material adverse effect on the financial condition or results of operations of the Company.

On January 23, 2019, the Company filed a defamation lawsuit in the New York Supreme Court, New York County, against Hindenburg Research, Nathan Anderson, ClaritySpring Securities, LLC and ClaritySpring Inc. (collectively, "Defendants") in response to their coordinated and orchestrated market manipulation scheme to disseminate false, misleading and defamatory content to the marketplace regarding the Company for the purpose of inflicting substantial reputational harm on the Company for Defendants' own financial gain. On February 25, 2019, the Court dismissed the complaint.

On October 17, 2019, the Nasdaq Listing and Hearing Review Council informed the Company of its decision to affirm the prior decision of the Nasdaq Hearings Panel, dated August 16, 2019, to delist the Company's securities from NASDAQ. The suspension of trading in the shares became effective at the open of business on August 20, 2019.

Other than the above, the Company is not currently a party to any legal proceeding, investigation or claim which, in the opinion of the management, is likely to have a material adverse effect on the business, financial condition or results of operations.

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## 9) Third Party Providers

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

### Securities Counsel

Name: \_\_\_\_\_  
Firm: King & Wood Mallesons LLP  
Address 1: 500 Fifth Avenue, 50th Floor, New York, NY 10110, USA  
Address 2: \_\_\_\_\_  
Phone: 212-319-4755  
Email: \_\_\_\_\_

Accountant or Auditor

Name: \_\_\_\_\_  
Firm: Centurion ZD CPA & Co.  
Address 1: Unit 1304, 13/F, Two Harbourfront, 22 Tak Fung Street, Hunghom, Hong Kong  
Address 2: \_\_\_\_\_  
Phone: (852) 2126 2388  
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, 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: \_\_\_\_\_

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).

The certifications shall follow the format below:

I, Xiangyao Liu, certify that:

1. I have reviewed this quarterly disclosure statement of Yangtze River Port and Logistics Limited;
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.

05/04/2021 [Date]

/s/Xiangyao Liu [CEO's Signature]

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

*Principal Financial Officer:*

I, Tsz-Kit Chan, certify that:

1. I have reviewed this quarterly disclosure statement of Yangtze River Port and Logistics Limited;
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.

05/04/2021 [Date]

/s/ Tsz-Kit Chan [CFO's Signature]

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