UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

____

Amendment No. 1
to
FORM 10-K

(MARK ONE)

[X] ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the annual period ended December 31, 2007

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _________ to _________

COMMISSION FILE NO. 000-15303

NT HOLDING CORP.
(Now known as HST Global, Inc.)
(Name of Small Business Issuer in Its Charter)

NEVADA	65-1129912
(State or other jurisdiction of Incorporation or organization)	(I.R.S. Employer Identification No.)

1325 Airmotive #175
Reno, NV, 89502
(Address of principal executive offices)

(775) 262-0128
(Issuer's telephone number, including area code)
Securities Registered Pursuant to Section 12(b) of the Act: None.
Securities Registered Pursuant to Section 12(g) of the Act: None.

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes [ ] No [X]

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company:

Large accelerated filer [ ]	Accelerated filed [ ]
Non-accelerated filer [ ]	Smaller reporting company [X]

The issuer's revenues for the fiscal year ended December 31, 2007 were $0

The aggregate market value of the registrant's common stock held by non-affiliates as of March 31, 2008 was $320,308/.15.

State the number of shares outstanding of each of the issuer's classes of equity securities, as of the latest practicable date:

Title of Each Class of Equity Securities	Number of Shares Outstanding as of March 31, 2008
Common Stock, $0.001 par value	25,839,203

Documents incorporated by reference: Form 10-K for the Year Ended December 31, 2007.

Transitional Small Business Disclosure Format (check one): Yes [ ] No [X]

TABLE OF CONTENTS

This annual report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These include statements about our expectations, beliefs, intentions or strategies for the future, which we indicate by words or phrases such as “anticipate,” “expect,” “intend,” “plan,” “will,” “we believe,” “our company believes,” “management believes” and similar language. These forward-looking statements are based on our current expectations and are subject to certain risks, uncertainties and assumptions, including those set forth in the discussion under Item 1. Description of Business”, and Item 6. “Management’s Discussion and Analysis”, including under the heading “– Risk Factors” under Item 6. Our actual results may differ materially from results anticipated in these forward-looking statements. We base our forward-looking statements on information currently available to us, and we assume no obligation to update them. In addition, our historical financial performance is not necessarily indicative of the results that may be expected in the future and we believe that such comparisons cannot be relied upon as indicators of future performance.

PART I

ITEM 1. DESCRIPTION OF BUSINESS

SUMMARY

NT Holding Corp., (the "Company", "we", "our", "us" or "NTHH") through its subsidiaries, invests in and operates companies in Asia that engage in the energy and natural resources businesses. Our headquarters are in Nevada However, we will not restrict our search to energy and natural resources businesses in any particular geographic location. We have invested in and currently operate one subsidiary: PT Borneo Mineral Projects ("PT Borneo"), an Indonesia company owns a right of concession on coal mines in Indonesia through Eastbay Management Limited ("Eastbay")

HISTORY AND RECENT DEVELOPMENTS

We were incorporated on April 11, 1984 under the laws of the State of Delaware as CMS Advertising. On September 25, 1989 we changed our name to Unico, Inc., and on April 25, 2002, we again changed our name to ABSS, Corp.

On November 1, 2005, pursuant to the terms of an Agreement for Share Exchange (the "Tagalder Share Exchange Agreement") entered into by and among us, Alan Lew, Tagalder C3 Holdings Inc., a British Virgin Islands corporation ("Tagalder"), and the Shareholders of Tagalder (collectively the "Shareholders"), we acquired all of the issued and outstanding common stock of Tagalder from the Shareholders in exchange for a total of 19,946,000 shares of our common stock (the "Tagalder Exchange Shares"). Following the issuance of the Tagalder Exchange Shares, we had a total of 23,782,665 shares of common stock issued and outstanding. Pursuant to the terms of the Tagalder Share Exchange Agreement, additional consideration of $150,000 shall be paid to PNC upon the earlier to occur of (a) successfully raising at least $150,000 from third party investors, or (b) November 1, 2006. As of December 31, 2006, we paid $140,000 to PNC.

On April 7, 2006, we entered into a material definitive agreement with Grand Canal Entertainment, Inc., a Delaware corporation ("Grand Canal") wherein Grand Canal has agreed to purchase from us all of the outstanding ownership of Tagalder. On October 31, 2006, we entered into a Rescission Agreement (the “Rescission Agreement”) with Grand Canal rescinding all previous agreements between the parties. The parties had previously entered into two agreements: (i) an agreement on June 17, 2006 wherein the parties agreed that Grand Canal would return the interest in Tagalder C3 Holdings to us and that us will be obligated to provide Grand Canal with substitute consideration agreeable to Grand Canal within 60 days of the date of the Substitution Agreement; and (ii) an agreement on April 7, 2006, wherein we sold all of our interest in Tagalder C3 Holdings to Grand Canal in exchange for 39,702,080 shares of Grand Canal. Due to certain subsequent events, the parties mutually determined that it was in the best interest of each of the parties to execute the Rescission Agreement, rescind both of these agreements and unwinding the deal altogether.

On September 27, 2006, we entered into a material definitive agreement with Shanxi Linfen Lingu Coal Mine Limited ("Lingu"), a coal mining company located in Shanxi, China. We purchased 62.5% of the equity ownership of Lingu through Grand Canal. The total consideration to be issued by us will be 9,023,200 shares of the common stock of Grand Canal that is owned by us in exchange for 62.5% of the equity ownership of Lingu. The closing of the Agreement is subject to the successful completion of due diligence by us and approval by our Board of Directors. As of December 31, 2006 and as of the date of this report, our board of directors was not satisfied with the due diligence results of Lingu and the acquisition of Lingu was not closed. Our board of directors determined that we will not acquire the equity interest of Lingu.

On June 2, 2006, we completed an acquisition signed on May 10, 2006, which through its wholly owned subsidiary Eastbay Management Limited, a British Virgin Islands company ("Eastbay"), entered into a material definitive agreement by and among Chris Flanagan and Michael Alsop, the major shareholders of PT Borneo Mineral Projects and PT Borneo Mineral Projects ("PT Borneo"). PT Borneo was formed in September 2005 in Indonesia and is in the business of coal mining and export. It owns a right of concession on coal mines on a total area of 19,191 hectares in the territory of East Kalimantan of the Republic of Indonesia. Pursuant to the terms of the agreement, the current shareholders of PT Borneo will own 30% of the equity and Eastbay will acquire the remaining 70%. The transaction was completed on June 2, 2006.

On June 19, 2006, we entered into a Purchase and Sale Agreement with System Wealth Limited ("System Wealth") wherein we agreed to transfer all of its interests in Tagalder to System Wealth in exchange for $800,000 to be paid in installments over a six month period. The loss from the operations of Tagalder was recorded as loss from discontinued operations in the statements of operations for both the current period and for the period ended September 30, 2005.

On June 30, 2006, through AAMI, we closed an acquisition to acquired 58% of the equity of Jinhai in exchange for $2,000,000, payable on or before March 15, 2007. Jinhai is a Chinese corporation that engages in coking coal and steel production and is located in Shanxi Province in China. Jinhai currently employs approximately 500 employees and its production facilities occupy a landmass of approximately 2 million square feet. The current production capability of Jinhai reached an annual output of approximately 180,000 tons of coking coal and 200,000 tons of steel. As of May 17, 2007 we have not made the $2,000,000 payment to the shareholder of Jinhai.

On June 6, 2007, two of the our majority shareholders, Fugu Enterprises, Inc. ("Fugu") and TG Wanasports Management Limited "("TG Wanasports"), entered into separate agreements with Liu Xiu Lun ("Liu"). Under the agreements, Fugu transferred 7,941,408 shares of common stock of the Company to Liu for a consideration of $130,320, while TG Wanasports transferred 10,338,200 shares of common stock of the Company to Liu for a consideration of $169,680. The transaction was completed on June 7, 2007 and resulted in a change in control of the Company.

On June 8, 2007, we entered into and completed a Stock Purchase Agreement with Liang Yan Qiong to sell all of the stock in Perfect Growth Venture Corp. ("Perfect Growth"), a British Virgin Islands company wholly-owned by the Company that holds the ownership of Jinhai and AAMI. As consideration, Mr. Liang assumed certain liabilities and certain assets of the Company including (i) $2 million in liabilities associated with Perfect Growth owed to the former owners of Jinhai, and (ii) $502,156 accounts receivable (as of June 30, 2007) from System Wealth (from sales of Shanxi Fujia).

On June 19, 2007, Liu entered into and closed a Stock Purchase Agreement with PNC Labs, Inc. ("PNC") to transfer 18,279,608 shares of common stock in the Company to PNC at a consideration of $350,000 through a payment schedule beginning June 19, 2007 and ending July 31, 2008. A change of control of the Company occurred upon closing.

On June 26, 2007, Mr. Chun Ka Tsun resigned as the Company's Chief Executive Officer and as a member of the Company's Board of Directors. Also on June 26, 2007, Mr. Woo Chi Wai resigned as a member of the Company's Board of Directors.

Also on June 26, 2007, Mr. Alan Lew was appointed as the new Chief Executive Officer of the Company, and as a member of the Company's Board of Directors.

BUSINESS OVERVIEW

Through our wholly owned subsidiary Eastbay, we owned 70% of PT Borneo that owns a right of concession on coal mines on a total area of 19,191 hectares in the territory of East Kalimantan of the Republic of Indonesia.

PRODUCTION FACILITIES

Through PT Borneo we own a right of concession on coal mines on a total area of 19,191 hectares in the territory of East Kalimantan of the Republic of Indonesia. The construction of the production facilities of PT Borneo was not completed and as of December 31, 2006 and as of the date of this report, PT Borneo does not commence into mining operations in Indonesia.

OUR PRODUCTS

Since PT Borneo did not commence any operations as of December 31, 2007 and as of the date of this report, we did not offer any products to our customers through PT Borneo.

TARGET MARKETS

As of December 31, 2007 and as of the date of this report, PT Borneo did not commence into any operations. However, should PT Borneo commence mining operations, coal produced by PT Borneo will be exported from Indonesia to South East Asia and southern China.

COMPETITION

The competitive environment in Indonesia for coal mining is spread between large major coal exporters such as BP and Royal Tinto and many smaller locally owned enterprises. BP and Royal Tinto are well capitalized to build out their operations. The smaller coal minors are constantly looking for funding to expand operations. Add Indonesia

PRINCIPAL OFFICE

Our headquarters is located at 1325 Airmotive #175, Reno, NV, 89502.

EMPLOYEES AND ORGANIZATION

Currently we have a total of 3 employees as follows:

Company		Position	Number
NT Holding Corp		President	1
PT Borneo	:	General Manager	1
		Business Manager	1
		TOTAL	3

The President of NTHH received no compensation from us during 2006 and 2007. We currently have an agreement for compensation of our chief executive, and have no stock option plan or other equity compensation plan for our directors and officers.

Also, the General Manager and the Business Manger of PT Borneo received no compensation from PT Borneo and NTHH.

PATENTS AND INTELLECTUAL PROPERTIES

Through PT Borneo, we own a right of concession on coal mines on a total area of 19,191 hectares in the territory of East Kalimantan of the Republic of Indonesia. However, this is neither a patent nor an intellectual property and no monetary value was attached to this mining right in our balance sheets as of December 31, 2007.

GOVERNMENT REGULATIONS

Since PT Borneo did not commence operations as of December 31, 2007, we are not subject to any Indonesia government regulations in the year of 2007.

BUSINESS DEVELOPMENT

In 2008 we will continue with our construction on the production facilities of PT Borneo.

ITEM 2 DESCRIPTION OF PROPERTIES

Through PT Borneo we own a right of concession on coal mines in a total area of 19,191 hectares in the territory of East Kalimantan of the Republic of Indonesia.

ITEM 3 LEGAL PROCEEDINGS

We are currently not involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our Company's or our Company's subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter was submitted to the security holders for a vote during the period covered by this report.

PART II

ITEM 5 MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Our common stock was quoted on the Over-the-Counter Bulletin Board (“OTCBB”) under the symbol “NTHH.”

The aggregate market value of the voting and non-voting common equity held by non-affiliates of NTHH, based upon the average bid and asked price of such common equity on March 31, 2008 as reported by the OTC BB, was approximately $__. This number excludes shares of common stock held by each officer and director of our Company and by each person who owns 5% or more of the outstanding common stock, as these persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

Trading in our common stock has been limited and sporadic. The following table shows the range of high and low bid quotations reported by the OTCBB in each fiscal quarter from January 1, 2006 to March 31, 2008, and the subsequent interim period. The OTCBB quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission, and may not represent actual transactions. As of March 31, 2008, there were approximately 480 holders of record of our common stock. This number does not include an indeterminate number of shareholders whose shares are held by brokers in street name.

BID PRICES FOR THE REPORTING PERIOD

Year	Period	High	Low
2005	First Quarter	0.60	0.60
	Second Quarter	1.30	0.25
	Third Quarter	0.88	0.20
	Fourth Quarter	0.75	0.26

2006	First Quarter	1.19	0.21
	Second Quarter	2.10	1.05
	Third Quarter	2.42	0.45
	Fourth Quarter	0.74	0.19
2007	First Quarter	0.40	0.13
	Second Quarter	0.07	0.04
	Third Quarter	0.15	0.04
	Fourth Quarter	0.07	0.03

DIVIDENDS

We presently intend to retain future earnings, if any, to provide funds for use in the operation and expansion of our business. Accordingly, we have not declared or paid any dividends to our common shareholders and do not presently intend to do so. Any future decision whether to pay dividends will depend on our financial condition and any other factors that our Board of Directors deems relevant.

RECENT SALES OF UNREGISTERED SECURITIES

There have been no sales of unregistered securities during the period covered by this report.

ITEM 6 MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.

This report contains forward-looking statements within the meaning of the federal securities laws. These include statements about our expectations, beliefs, intentions or strategies for the future, which we indicate by words or phrases such as "anticipate," "expect," "intend," "plan," "will," "we believe," "NTHH believes," "management believes" and similar language. The forward-looking statements are based on the current expectations of NTHH and are subject to certain risks, uncertainties and assumptions, including those set forth in the discussion under "Description of Business" and "Management's Discussion and Analysis or Plan of Operation". The actual results may differ materially from results anticipated in these forward-looking statements. We base the forward-looking statements on information currently available to us, and we assume no obligation to update them.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

NTHH's financial statements and related public financial information are based on the application of accounting principles generally accepted in the United States ("US GAAP"). US GAAP requires the use of estimates; assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenues and expenses amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

Our significant accounting policies are summarized in Note 1 to our financial statements. While all these significant accounting policies impact its financial condition and results of operations, NTHH views certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on NTHH's consolidated financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates. Our management believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause an adverse effect on our consolidated results of operations, financial position or liquidity for the periods presented in this report.

Revenues and cost of sales

Our revenue decreased from $9,891,094 for the year ended December 31, 2006 to $0 for the year ended December 31, 2007. The decrease is attributable to sale of Perfect Growth Venture Corp. to a third party as described more fully in Note 15 to these financial statements. Cost of sales decreased also from $11,018,284 for year ended December 31, 2006 to $0 for the year ended December 31, 2007.

During 2007 we incurred a gross loss of $267,585 from our operations.

Operating expenses

For the year ended December 31, 2007 we did not incur any selling and distribution expenses to support our operations. Compared to the year ended December 31, 2006, our selling and distribution expenses decreased by $18,434 or 100%. Such decrease is attributable to sale of Perfect Growth Venture Corp. to a third party as described more fully in Note 15 to these financial statements.

We incurred a total of $267,585 general and administrative expenses for the year ended December 31, 2007 as compared to $705,910 for the year ended December 31, 2006. The general and administrative expenses of 2006 were mainly attributable to new administrative overhead as a result of Jinhai acquisition during 2006 and the Company did not have those expenses in 2007.

LOSS BEFORE MINORITY INTEREST

In 2007 we reported a net income of $132,432, as compared to a net loss of $641,843 for the year ended December 31, 2006.

DISCONTINUED OPERATIONS

For the year ended December 31, 2007 we recorded an income from discontinued operations in the amount of $400,017. This included a loss from discontinued operations of $204,813 and a gain on disposal of discontinued operations amounted to $604,830.

COMPREHENSIVE GAIN

In 2007 we incurred a comprehensive gain of $132,432, a reduction of a loss of $450,652 from 2006. Our reduction in comprehensive loss in 2007 against 2006 is mainly due to:

LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2007 our cash balance amounted to $0

From time to time we may require extra funding through financing activities and investments to expand the operations of PT Borneo. Funding is required for construction of facilities for PT Borneo. Also, from time to time, we may come up with new expansion opportunities of which our management may consider seeking external funding and financing. As of December 31, 2007 and date of this report, we did not have any plan for additional funding.

NEW ACCOUNTING PRONOUNCEMENTS

The implementations of the above pronouncements are not expected to have a significant effect on our consolidated financial statement presentation or disclosure.

INFLATION

Inflation has not had a material impact on our business.

RISK FACTORS

Our business, financial condition, operating results and prospects are subject to the following risks. Additional risks and uncertainties not presently foreseeable to us may also impair our business operations. If any of the following risks actually occurs, our business, financial condition or operating results could be materially adversely affected. In such case, the trading price of our common stock could decline, and our stockholders may lose all or part of their investment in the shares of our common stock.

Risks Relating to Our Company

We cannot assure you that our growth strategy will be successful.

One of our growth strategies in PT Borneo's operations is to grow through proving out the coal reserves of PT Borneo. However, many obstacles to entering such new markets exist, including, but not limited to, international trade and tariff barriers, shipping and delivery costs, costs associated with marketing efforts abroad and maintaining attractive foreign exchange ratios. We cannot, therefore, assure you that we will be able to successfully overcome such obstacles and establish our products in any additional markets. Our inability to implement this organic growth strategy successfully may have a negative impact on our ability to grow and on our future financial condition, results of operations or cash flows.

We cannot assure you that our acquisition growth strategy will be successful.

In addition to our organic growth strategy for PT Borneo, we also expect to grow through strategic acquisitions. We intend to pursue opportunities to acquire businesses that are complementary or related to energy and natural resources. We may not be able to locate suitable acquisition candidates at prices that we consider appropriate or to finance acquisitions on terms that are satisfactory to us. If we do identify an appropriate acquisition candidate, we may not be able to negotiate successfully the terms of an acquisition, finance the acquisition or, if the acquisition occurs, integrate the acquired business into our existing business. Acquisitions of businesses or other material operations may require debt financing or additional equity financing, resulting in leverage or dilution of ownership. We also may not be able to maintain key employees or customers of an acquired business or realize cost efficiencies or synergies or other benefits we anticipated when selecting our acquisition candidates. In addition, we may need to record write-downs from future impairments of intangible assets, which could reduce our future reported earnings. At times, acquisition candidates may have liabilities or adverse operating issues that we fail to discover through due diligence prior to the acquisition.

If we are not able to implement our strategies in achieving our business objectives, our business operations and financial performance may be adversely affected.

Our business plan is based on circumstances currently prevailing and the bases and assumptions that certain circumstances will or will not occur, as well as the inherent risks and uncertainties involved in various stages of development. However, there is no assurance that we will be successful in implementing our strategies or that our strategies, even if implemented, will lead to the successful achievement of our objectives. If we are not able to successfully implement our strategies, our business operations and financial performance may be adversely affected.

The type of business that may be acquired is not identified

Our investors and stockholders have to rely on our management to determine which target business to pursue. There are no controlling parameters of the business to be acquired. Thus, ultimately an investment will depend on the target business and therefore investors in us will be subject to all the risks that would be associated with that selected business. Our management may have the right to approve and authorize a reverse merger transaction with a target company without obtaining the vote of the majority of our stockholders.

Intense competition from existing and new entities may adversely affect our revenues and profitability.

Our subsidiary, PT Borneo, competes with other companies, many of whom are developing or can be expected to develop products similar to ours. Although our market is a large market with limited competitors, many of our competitors are more established than we are, and have significantly greater financial, technical, marketing and other resources than we presently possess. Some of our competitors have greater name recognition and a larger customer base. These competitors may be able to respond more quickly to new or changing opportunities and customer requirements and may be able to undertake more extensive promotional activities, offer more attractive terms to customers, and adopt more aggressive pricing policies. We cannot assure you that we will be able to compete effectively with current or future competitors or that the competitive pressures we face will not harm our business.

The products and the processes we use could expose us to substantial liability.

In our PT Borneo subsidiary, once we commence into operations, we face an inherent business risk of exposure to drilling, exploration and processing of coal and related products. To date, we have not experienced any accidents, claims and liabilities arisen from drilling, exploration and processing of coal and related products. However, that does not mean that we will not have any such accidents, claims and liabilities in the future.

We may never pay any dividends to our shareholders.

We did not declare any dividends for the year ended December 31, 2007. Our board of directors does not intend to distribute dividends in the near future. The declaration, payment and amount of any future dividends will be made at the discretion of the board of directors, and will depend upon, among other things, the results of our operations, cash flows and financial condition, operating and capital requirements, and other factors that the board of directors considers relevant. There is no assurance that future dividends will be paid, and if dividends are paid, there is no assurance with respect to the amount of any such dividend.

Our operations require us to comply with a number of U.S. and international regulations.

We need to comply with a number of international regulations in countries outside of the United States. In addition, we must comply with the Foreign Corrupt Practices Act, or FCPA, which prohibits U.S. companies or their agents and employees from providing anything of value to a foreign official for the purposes of influencing any act or decision of these individuals in their official capacity to help obtain or retain business, direct business to any person or corporate entity or obtain any unfair advantage. Any failure by us to adopt appropriate compliance procedures and ensure that our employees and agents comply with the FCPA and applicable laws and regulations in foreign jurisdictions could result in substantial penalties and/or restrictions in our ability to conduct business in certain foreign jurisdictions. The U.S. Department of The Treasury's Office of Foreign Asset Control, or OFAC, administers and enforces economic and trade sanctions against targeted foreign countries, entities and individuals based on U.S. foreign policy and national security goals. As a result, we are restricted from entering into transactions with certain targeted foreign countries, entities and individuals except as permitted by OFAC, which may reduce our future growth.

We may incur significant costs to ensure compliance with U.S. corporate governance and accounting requirements.

We may incur significant costs associated with our public company reporting requirements, costs associated with newly applicable corporate governance requirements, including requirements under the Sarbanes-Oxley Act of 2002 and other rules implemented by the Securities and Exchange Commission and the American Stock Exchange. We expect all of these applicable rules and regulations to increase our legal and financial compliance costs and to make some activities more time-consuming and costly. We also expect that these applicable rules and regulations may make it more difficult and more expensive for us to obtain director and officer liability insurance and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our board of directors or as executive officers. We are currently evaluating and monitoring developments with respect to these newly applicable rules, and we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs.

We may be required to raise additional financing by issuing new securities with terms or rights superior to those of our shares of common stock, which could adversely affect the market price of our shares of common stock.

We may require additional financing to fund future operations, including expansion in current and new markets as well as acquisition. Because of the early stage of development of our operations and exposure to market risks associated with economies in emerging markets, we may not be able to obtain financing on favorable terms or at all. If we raise additional funds by issuing equity securities, the percentage ownership of our current shareholders will be reduced, and the holders of the new equity securities may have rights superior to those of the holders of shares of common stock, which could adversely affect the market price and the voting power of shares of our common stock. If we raise additional funds by issuing debt securities, the holders of these debt securities would similarly have some rights senior to those of the holders of shares of common stock, and the terms of these debt securities could impose restrictions on operations and create a significant interest expense for us.

We may have difficulty raising necessary capital to fund operations as a result of market price volatility for our shares of common stock.

In recent years, the securities markets in the United States have experienced a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations that have not necessarily been related to the operations, performances, underlying asset values or prospects of such companies. For these reasons, our shares of common stock can also be expected to be subject to volatility resulting from purely market forces over which we will have no control. If our business development plans are successful, we may require additional financing to continue to develop and exploit existing and new technologies and to expand into new markets. The exploitation of our technologies may, therefore, be dependent upon our ability to obtain financing through debt and equity or other means.

Impracticability of Exhaustive Investigation

We have limited funds and lack full-time management, which will likely make it impracticable to conduct a complete and exhaustive investigation and analysis of a business opportunity before we commit our limited capital and other resources to acquire a target business. Management decisions, therefore, likely will be made without detailed feasibility studies, independent analysis, market surveys, and the like which, if we had more funds available to us, would be desirable. We will be particularly dependent in making decisions upon information provided by owner or finders associated with the business opportunity seeking to be acquired by us.

Lack of Diversification

Because of our limited financial resources, it is unlikely that we will be able to diversify our acquisitions or operations. The inability to diversify our activities into more than one area will subject our investors and stockholders to economic fluctuations within a particular business or industry and therefore increase the risks associated with the investment.

Possible Reliance upon Unaudited Financial Statements

We will require audited financial statements from target companies that we propose to acquire. No assurance can be given, however, that audited financials will be available at the closing of the any acquisition transaction. In cases where audited financials are unavailable, we will have to rely upon unaudited information received from target companies' management that has not been verified by outside auditors.

We might need to comply with other regulations during for business expansion through acquisitions.

Any acquisition made by us may be of a business that is subject to regulation or licensing by federal, state, or local authorities. Foreign companies may also be considered, and be subject to similar business regulations as are applicable in the United States and also may be subject to limitations on ownership by foreign persons and entities. Compliance with such regulations and licensing can be expected to be a time-consuming, expensive process and may limit our other investment opportunities. We intend to pursue potential business opportunities in foreign countries, including China, and as such, such opportunities will be subject to foreign country laws and regulations affecting foreign investment, business operations, currency exchange, repatriation of profits, and taxation, which will increase the risk of your investment.

Thinly-traded Public Market

Our securities will be very thinly traded, and the price if traded may not reflect the value of our Company. There can be no assurance that there will be an active market for our shares. The market liquidity will be dependant on the perception of the operating business and any steps that its management might take to bring the Company to the awareness of investors. There can be no assurance given that there will be any awareness generated. Consequently investors may not be able to liquidate their investment or liquidate it at a price that reflects the value of the business. If a more active market should develop, the price may be highly volatile. Because there may be a low price for our securities, many brokerage firms may not be willing to effect transactions in the securities. Even if an investor finds a broker willing to effect a transaction in the securities, the combination of brokerage commissions, transfer fees, taxes, if any, and any other selling costs may exceed the selling price. Further, many lending institutions will not permit the use of such securities as collateral for any loans.

ITEM 7 FINANCIAL STATEMENTS.

The following financial statements required by this item are filed herewith following the signature page to this report:

* Filed with the Company's Annual Report on Form 10-K for the Year Ended December 31, 2007, and incorporated herein by this reference.

ITEM 8 CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

As approved by our Board of Directors, on March 19, 2007, the accounting firm of Madsen & Associates CPAs, Inc. was retained by the Company; and the Company's previous auditor, Child, Van Wagoner & Bradshaw, PLLC, was dismissed on that same date. Child, Van Wagoner & Bradshaw, P.L.L.C. had been appointed on February 24, 2006 as our independent auditor.

Our board approved to reengage Madsen to take over the audit responsibilities from Child, Van Wagoner & Bradshaw, P.L.L.C. and Child, Van Wagoner & Bradshaw, P.L.L.C. was dismissed on that same date. Since the engagement of Child, Van Wagoner & Bradshaw, P.L.L.C. on February 24, 2006, we have not consulted with Madsen, or any other auditor, regarding any accounting or audit concerns, to include, but not by way of limitation, those stated in Item 304(a)(2) of Regulation S-B.

During our two most recent fiscal years and the subsequent interim period through the date of dismissal, we have not had any disagreements with our former or current accountants, whether resolved or not resolved, on any matter of accounting principals or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to said accountants' satisfaction, would have caused it to make reference to the subject matter of the disagreements(s) in connection with its report.

Item 8(A)T. Controls and Procedures.

Under the supervision and with the participation of our management, including our chief executive officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of the end of the period covered by this report. Based upon that evaluation, our chief executive officer concluded that our disclosure controls and procedures as of the end of the period covered by this report were not effective such that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our Chief Executive Officer, as appropriate to allow timely decisions regarding disclosure. A discussion of the material weaknesses in our controls and procedures is described below.

Management's Annual Report on Internal Control over Financial Reporting.

Our management, which consists primarily of Alan Lew, president and chief accounting officer, who is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes of accounting principles generally accepted in the United States.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives.

Our management, including our sole executive and accounting officer, evaluated the effectiveness of the Company's internal control over financial reporting as of December 31, 2007. In making this assessment, our management used the COSO framework, an integrated framework for the evaluation of internal controls issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on its evaluation, our management concluded that there are multiple material weaknesses in our internal control over financial reporting. A material weakness is a deficiency, or combination of control deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

The material weaknesses identified are primarily due to insufficient personnel in the finance department which results in an inability to provide effective oversight and review of financial transactions with regard to accumulating and compiling financial data in the preparation of financial statements. The lack of sufficient personnel also results in a lack of segregation of duties and the accounting technical expertise necessary for an effective system of internal control.

We have begun to take steps to mitigate this material weakness to the fullest extent possible. As soon as our finances allow, we plan on hiring additional finance staff and, where necessary, utilizing competent outside consultants to provide a layer of review and technical expertise that is currently lacking in our internal controls over financial reporting.

Based on our evaluation under the frameworks described above, our management has concluded that our internal control over financial reporting was not effective as of December 31, 2007.

This annual report does not include an attestation report of the company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management's report in this annual report.

Changes in Internal Control over Financial Reporting.

During the most recent quarter ended December 31, 2007, there was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act)) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

CHANGES IN INTERNAL CONTROLS

Our Certifying Officers have indicated that there were no significant changes in our internal controls or other factors that could significantly affect such controls subsequent to the date of their evaluation, and there were no such control actions with regard to significant deficiencies and material weaknesses.

SARBANES – OXLEY ACT 404 COMPLIANCE

The Company anticipates that it will be fully compliant with section 404 of the Sarbanes-Oxley Act of 2002 by the required date for non-accelerated filers and it is in the process of reviewing its internal control systems in order to be compliant with Section 404 of the Sarbanes Oxley Act. However, at this time the Company makes no representation that its systems of internal control comply with Section 404 of the Sarbanes-Oxley Act.

PART III

ITEM 9 DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The table below sets forth the names and ages of our current directors and executive officers, their principal offices and positions and the date each such person became a director or executive officer of our Company. Our executive officers are appointed annually by the Board of Directors. Our directors serve one year terms until their successors are elected. The executive officers serve terms of one year or until their death, resignation or removal by the Board of Directors. There are no family relationships between any of the directors and executive officers. In addition, there were no arrangements or understanding between any executive officer and any other person pursuant to which any person was selected as an executive officer. Currently, directors are not compensated for serving on the Board of Directors. We have not established compensation or executive committees. Currently, our entire board of directors serves as our audit committee. Because of the small size of the Company and the risk attendant to a small public company, we are currently unable to attract an audit committee financial expert to our Board of Directors.

RESIGNATION AND APPOINTMENT OF DIRECTOR

On June 26, 2007, Mr. Chun Ka Tsun resigned as the Company's Chief Executive Officer and as a member of the Company's Board of Directors. Also on June 26, 2007, Mr. Woo Chi Wai resigned as a member of the Company's Board of Directors. That same day, Mr. Alan Lew was appointed as the new Chief Executive Officer of the Company, and as a member of the Company's Board of Directors.

Mr. Alan Lew, age 33, is currently the President and Secretary of PNC Labs, Inc., which was previously a subsidiary of the Company during which time Mr. Lew served as President of the Company and as a member of the Company's Board of Directors. PNC Labs researches, develops and markets nutraceutical products. Mr. Lew has vast experience and contacts in the biotechnology industry. He was most recently a clinical site manage for Pfizer, Inc., where his responsibilities included monitoring and locating new physicians for investigative trials. Mr. Lew has also worked for Sloan-Kettering Hospital in New York City, and for Acorda Therapeutics.

FAMILY RELATIONSHIPS

There are no family relationships between any of directors or executive officers or any other director or executive officer.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The articles of incorporation of the Company limit the liability of directors to the maximum extent permitted by Nevada law. This limitation of liability is subject to exceptions including intentional misconduct, obtaining an improper personal benefit and abdication or reckless disregard of director duties. The articles of incorporation and bylaws of the Company provide that we may indemnify its directors, officer, employees and other agents to the fullest extent permitted by law. The bylaws also permit us to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in such capacity, regardless of whether the bylaws would permit indemnification. We currently do not have such an insurance policy.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted for our directors, officers and controlling 1934 persons pursuant to the foregoing provisions, or otherwise, The Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

CODE OF ETHICS

The Company has adopted a code of ethics, which is incorporated by reference.

ITEM 10 EXECUTIVE COMPENSATION

Our executive and director received no compensation from the Company for the years ended December 31, 2006 and December 31, 2007. We currently have an agreement for compensation of our President, and have no stock option plan or other equity compensation plan for our employees.

ITEM 11 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND ANAGEMENT

Mr. Alan Lew, age 33, is currently the President and Secretary of NT Holding Corp. Mr.Lew is also President of PNC Labs, Inc., our majority shareholder. Mr. Lew has vast experience and contacts in the biotechnology industry. Mr. Lew has worked for Sloan-Kettering Hospital in New York City, Pfizer, and other biotech companies.

The following table sets forth certain information regarding beneficial ownership of common stock as of March 31, 2008 by each person known to us to own beneficially more than 5% of our common stock, each of our directors, each of our named executive officers; and all executive officers and directors as a group.

Name	Position Held	Shares Owned	% Owned
Alan Lew	President	134,079	less than 1%
PNC LABS, INC.		19,433,040	75.21%

ITEM 12 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

NIL

ITEM 13 EXHIBITS

The following exhibits are included as part of this report:

14. Code of Ethics (1)
31.1 Sarbanes Oxley Section 302 Certification of Chief Executive Officer
31.2 Sarbanes Oxley Section 302 Certification of Chief Financial Officer
32.1 Sarbanes Oxley Section 906 Certification of Chief Executive Officer (2)
32.2 Sarbanes Oxley Section 906 Certification of Chief Financial Officer (2)

____

(1) incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2005.
(2) incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

ITEM 14 PRINCIPAL ACCOUNTANT FEES AND SERVICES

AUDIT FEES

For the year ended December 31, 2007 We paid our fees for our audit for the year ended December 31, 2007 in 2008.

We do not currently have an audit committee of the Board of Directors and the full Board of Directors did not pass on whether any non-audit services impacted our auditor's independence. We currently do not have any policy for approval of audit and permitted non-audit services by our independent auditor. We plan to appoint an audit committee of our Board of Directors and adopt procedures for approval of audit and non-audit services.

ALL OTHER FEES

None

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: October 6, 2008

NT HOLDING CORP.

By: *_/s/ Alan Lew_*
Alan Lew
Former Chief Executive Officer and Chairman

By: *_/s/ Alan Lew_*
Alan Lew
Former Chief Financial Officer

In accordance with the Exchange Act, this report has been signed below by the following person on behalf of the registrant and in the capacities and on the dates indicated.

Date: October 6, 2008

*_/s/ Alan Lew_*
Alan Lew
Former Director

Exhibit 31.1

CERTIFICATION PURSUANT TO RULE 13A-14 OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Alan Lew, Chief Executive Officer of NT Holding Corp. (the "registrant") during the year ended December 31, 2007 certify that:

1. I have reviewed the registrant's Amendment No. 2 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2007 (this "report");

2. Based on my knowledge, this report 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 report;

3. [Omitted as there are no financial statements included in this report];

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 6, 2008

By: /s/Alan Lew
Alan Lew, former Chief Executive Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO RULE 13A-14 OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Alan Lew, Chief Financial Officer of NT Holding Corp. (the "registrant") during the year ended December 31, 2007 certify that:

1. I have reviewed the registrant's Amendment No. 2 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2007 (this "report");

2. Based on my knowledge, this report 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 report;

3. [Omitted as there are no financial statements included in this report];

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 6, 2008

By: /s/Alan Lew
Alan Lew, former Chief Financial Officer