FORM 10KSB

Annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405]

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FILER

PORTALTOCHINA COM

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SIC: **7373** Computer integrated systems design

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

FORM 10-KSB

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended May 31, 2008

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ________ to ________
Commission file # 333-111652

PORTALTOCHINA.COM, INC.
(Exact Name of Registrant as Specified in its Charter)

NEVADA
(State or other jurisdiction of incorporation or organization)

98-0449083
(I.R.S. Employer Identification number)

18/F SHANGHAI ORIENTAL CENTRE
699 NANJING WEST ROAD
200041 SHANGHAI
(Address of principal executive offices)

Issuer's telephone number: 86 21 61413717

Securities registered under Section 12(b) of the Act: NONE

Securities registered pursuant to Section 12(g) of the Act:
COMMON STOCK, $0.0001 PAR VALUE

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 Issuer 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 Issuer's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [ ]

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

The Issuer had no revenue for the fiscal year ended May 31, 2008.

As of May 31, 2008, the Issuer had 8,000,000 shares of Common Stock outstanding.

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

FORWARD LOOKING STATEMENTS

Certain statements made in this Annual Report are "forward-looking statements" (within the meaning of the Private Securities Litigation Reform Act of 1995) regarding the plans and objectives of management for future operations. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements made in this Report are based on current expectations that involve numerous risks and uncertainties. The Company's plans and objectives are based, in part, on assumptions involving the growth and expansion of business. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Company. Although the

Company believes that its assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the forward-looking statements made in this Report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements made in this Report, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved.

As used in this annual report, the terms "we", "us", "our", "Company", "PTC" and "PortaltoChina" means PortaltoChina.com, Inc., unless otherwise indicated.

PART I

ITEM 1. DESCRIPTION OF BUSINESS

RISK FACTORS

AN INVESTMENT IN OUR COMMON STOCK INVOLVES A HIGH DEGREE OF RISK. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER THE RISKS DESCRIBED BELOW AND THE OTHER INFORMATION IN THIS PROSPECTUS BEFORE INVESTING IN OUR COMMON STOCK. IF ANY OF THE FOLLOWING RISKS OCCUR, OUR BUSINESS, OPERATING RESULTS AND FINANCIAL CONDITION COULD BE SERIOUSLY HARMED, AND OUR INVESTORS COULD LOSE THEIR ENTIRE INVESTMENT.

(1) WE ARE A DEVELOPMENT STAGE COMPANY WITH NO OPERATING HISTORY, SO IT WILL BE DIFFICULT FOR POTENTIAL INVESTORS TO JUDGE OUR PROSPECTS FOR SUCCESS.

We were incorporated on March 18, 2003. Our internet portal, which is our sole source of revenue, began operating on April 15, 2005. We have earned $77 in revenue since inception. Our lack of operating history makes an evaluation of our business and prospects very difficult. Our prospects must be considered speculative, considering the risks, expenses, and difficulties frequently encountered in the establishment of a new business. We cannot be certain that our business will be successful or that we will generate significant revenues.

(2) IN THEIR REPORT TO OUR FINANCIAL STATEMENTS, OUR AUDITORS HAVE EXPRESSED SUBSTANTIAL DOUBT ABOUT OUR ABILITY TO CONTINUE OPERATIONS AS A "GOING CONCERN". INVESTORS MAY LOSE ALL OF THEIR INVESTMENT IF WE ARE UNABLE TO CONTINUE OPERATIONS.

Since inception, we have suffered recurring losses and net cash outflows from operations. We expect to continue to incur substantial losses in the future. Since inception, we have funded operations through common stock issuances and related party loans in order to meet our strategic objectives. We have not established any other source of equity or debt financing. There can be no assurance that we will be able to obtain sufficient funds to continue our operations. As a result of the foregoing, our auditors have expressed substantial doubt about our ability to continue as a going concern. If we cannot continue as a going concern, then investors may lose all of their investment.

(3) IF WE ARE UNABLE TO CONTINUE AS A GOING CONCERN, WE MAY BE REQUIRED TO SUBSTANTIALLY REVISE OUR BUSINESS PLAN OR CEASE OPERATIONS.

Our Internet portal is our sole source of revenue. Our revenue is limited to advertising fees. Since inception, we have earned nominal revenue from our portal. We have not yet established any relationships with advertisers. We are working on establishing advertising relationships, but we can give no assurance that our Internet portal will ever generate meaningful revenue from advertising or otherwise. In the meantime, we expect to suffer recurring losses and net cash outflows from operations. If we do not earn sufficient revenue from our portal to pay for operations, we may be required to substantially revise our portal and services or enter into commercial relationships with established businesses as resellers of their services. We do not have any plans to make any such revisions or establish such relationships for the next 12 months of operations. If we are unable to earn sufficient revenue from our Internet portal to pay for operations despite such revisions and relationships then we may cease operations and investors may lose all or substantially all of their investment.

(4) SINCE WE HAVE NOT DETERMINED IF THERE IS A POTENTIAL MARKET FOR OUR SERVICES OR WHETHER SUCH A MARKET WILL BE SUSTAINABLE, SUCH A MARKET MAY NOT EXIST AND OUR BUSINESS PLAN MAY FAIL, RESULTING IN THE LOSS OF YOUR ENTIRE INVESTMENT.

We have not conducted any market studies to confirm the commercial demand for our internet portal. Therefore we have not determined whether a potential market exists for our services or whether such a market would be sustainable given the potential cost of our services. We do not intend to conduct such basic marketing studies prior to beginning operations. If our internet portal fails to attract a sufficient number of users or subscribers, then we may be unable to earn sufficient revenue to achieve profitability and investors may lose all or substantially all of their investment

(5) IF WE RAISE ADDITIONAL CAPITAL THE VALUE OF YOUR INVESTMENT MAY DECREASE.

If we need to raise additional capital to implement or continue operations, we will likely issue additional equity or convertible debt securities. If we issue equity or convertible debt securities, the net tangible book value per share may decrease, the percentage ownership of our current stockholders may be diluted and investors may lose all or substantially all of their investment.

(5) WE FACE INTENSE COMPETITION; INVESTORS MAY LOSE ALL OF THEIR INVESTMENT IF WE ARE UNABLE TO SUCCESSFULLY COMPETE.

We plan to receive a significant portion of our revenue from selling advertising space on our portal and allowing third parties to provide sponsored services and placements on our portal under sponsorship agreements with us. There is intense competition based on price in the sale of advertising on the Internet, which makes it difficult to project future advertising revenue.

The market for Internet advertising and Internet search and retrieval services is intensely competitive. We believe that the principal competitive factors in these markets are name recognition, volume of user traffic, pricing, performance, ease of use, and functionality. Our primary competitors are Internet search and retrieval companies such as Infoseek Corporation, Lycos, Inc., and Yahoo!, Inc. and specific search and retrieval services and products offered by other companies, including Digital Equipment Corporation's Alta Vista, HotWired Venture's and Inktomi's HotBot, and OpenText. In the future, we may encounter competition from internet service providers, Operator Service Providers (such as AOL, CompuServe, MSN and Prodigy), website operators, providers of Internet browser software (such as Netscape or Microsoft) and other Internet services and products that incorporate search and retrieval features into their offerings, whether through internal development or by acquisition of one or more of our direct competitors. In addition, we also compete with internet service providers and operator service providers, Internet browsers and other Internet content providers for the sale of advertisements. Accordingly, we may face increased pricing pressure for the sale of advertisements, which would adversely affect our ability to earn revenue and could prevent us from achieving profitability.

Many of our existing competitors, as well as a number of potential new competitors, have longer operating histories in the Internet market, greater name recognition, larger customer bases and databases and significantly greater financial, technical and marketing resources than we do. Such competitors may be able to undertake more extensive marketing campaigns, adopt more aggressive pricing policies and make more attractive offers to potential employees, distribution partners, advertisers and content providers. There can be no assurance that our competitors will not develop Internet search and retrieval services that are equal or superior to ours, or that achieve greater market acceptance than our offerings in the area of name recognition, performance, ease of use and functionality. There can also be no assurance that internet service providers, operator service providers, Internet browsers and other Internet content providers will not be perceived by advertisers as having more desirable websites for placement of advertisements. Furthermore, there can be no assurance that we will be able to compete successfully against our current or future competitors or that we will be able to achieve profitability in the face of such competition. The Internet, in general, and our portal, specifically, also must compete with traditional advertising media such as print, radio and television for a share of advertisers' total advertising budgets. To the extent that the Internet is not an effective advertising medium, advertisers may be reluctant to devote a significant portion of their advertising budget to the Internet.

(6) IF THE INTERNET DOES NOT GROW AND CONTINUE AS A COMMERCIALLY VIABLE MEDIUM, THEN OUR BUSINESS MAY FAIL AND INVESTORS MAY LOSE THEIR ENTIRE INVESTMENT.

The success of our Internet portal is dependent on, among other things, the continued expansion of the Internet and its network infrastructure. We cannot give any assurance that the infrastructure or complementary products necessary to make the Internet a viable commercial network will continue to be developed. In particular, we cannot give any assurance that the Internet will retain its current pricing structure with regard to volume, distance (the physical location of any user) and the lack of varying rates for different times of day. Moreover, critical issues concerning the commercial use of the Internet (including security, reliability, cost, ease of use and access and quality of service) remain unresolved and may affect the growth of Internet use. We cannot give any assurance that the Internet will be able to meet additional demands or its users' evolving requirements on a timely basis, at a commercially reasonable cost, or at all. While we anticipate the continued evolution of the Internet and related infrastructure, any failure to develop accordingly could prevent us from achieving profitability and result in the loss of your entire investment.

Our portal will be vulnerable to computer viruses or similar disruptive problems. Computer viruses or problems caused by third parties could lead to interruptions, delays or termination of service. Furthermore, inappropriate use of the Internet by third parties could potentially jeopardize the security of confidential information, which may deter certain potential customers from using our portal. Until more comprehensive security technologies are developed, the security and privacy concerns of existing and potential users may inhibit the growth of the Internet industry in general and the use of our portal in particular.

(7) THE COST OF ADAPTING TO TECHNOLOGICAL CHANGE AND DEVELOPING NEW PRODUCTS COULD PREVENT US FROM BEING PROFITABLE AND RESULT IN THE LOSS OF YOUR INVESTMENT.

To be competitive, we must enhance and improve the functionality, features and content of our Internet portal. There can be no assurance that we will be able to successfully develop or implement new features and functions that will involve the development of increasingly complex technologies. If we are unable to develop or implement new features or functions, then we may not be competitive, and our ability to earn revenue could be substantially impaired.

The cost of developing new features and functions for our Internet portal could be significant. We expect that personalized information services, such as an Internet-based e-mail service, will require significantly greater expenses associated with, among other things, increased server capacity and equipment and requirements for additional customer support personnel and systems. To the extent such additional expenses are not offset by additional revenue from the personalized services, our financial results will be adversely affected.

(8) ANY IMPOSITION OF LIABILITY AGAINST US FOR INFORMATION RETRIEVED FROM THE INTERNET COULD RESULT IN SUBSTANTIAL LOSSES AND SUBSTANTIALLY HARM OUR BUSINESS, RESULTING IN THE LOSS OF YOUR INVESTMENT.

Because material may be downloaded by the online or Internet services operated or facilitated by us or any Internet access providers with which we have relationships, and be subsequently distributed to others, it is possible that claims will be made against us on the basis of defamation, negligence, copyright or trademark infringement or other theories based on the nature and content of such materials. These claims could be based on us providing access to obscene, lascivious or indecent information. We do not carry general liability insurance, so any imposition of liability against us could impair our business or cause us to cease operations, and investors may lose all or substantially all of their investment.

(9) WE MAY BECOME INVOLVED IN INTELLECTUAL PROPERTY LITIGATION THAT COULD IMPAIR OUR ABILITY TO CONDUCT OUR BUSINESS AND MAY RESULT IN THE LOSS OF YOUR INVESTMENT.

There has been substantial litigation in the computer industry regarding intellectual property rights. We may become involved in claims and counterclaims with third parties regarding infringement with respect to current or future products or trademarks or other proprietary rights. Any infringement or other claims or counterclaims could impair our business because they could be time-consuming; result in costly litigation; divert management's attention; cause product release delays; and require us to redesign our portal or require us to enter into royalty or licensing agreements which may not be available on terms acceptable to us, or at all. A successful claim or counterclaim against us for infringement of intellectual property rights could impair our business or cause us to cease operations and result in investors losing all or substantially all of their investment.

(10) OUR SOLE OFFICER AND DIRECTOR MAY NOT DEVOTE SUFFICIENT TIME TO OUR AFFAIRS, WHICH MAY AFFECT OUR ABILITY TO CONDUCT MARKETING ACTIVITIES AND GENERATE REVENUES.

The person serving as our sole officer and director haas existing responsibilities and may have additional responsibilities to provide management and services to other entities. As a result, conflicts of interest between us and the other activities of those entities may occur from time to time, in that our sole officer and director shall have conflicts of interest in allocating time, services, and functions between the other business ventures in which she may be or become involved and our affairs. Ms. Rechia devotes 25 hours per week to our business.

(11) WE ARE DEPENDENT ON KEY PERSONNEL; IF WE DO NOT ATTRACT AND RETAIN QUALIFIED MANAGEMENT AND EMPLOYEES WE WILL LIKELY NOT EARN SIGNIFICANT REVENUE.

Our future success depends in part on our ability to attract and retain highly qualified technical and managerial personnel. Competition for such personnel is intense and there can be no assurance that we will be able to retain our key managerial and technical employees or that we will be able to attract and retain additional highly qualified technical and managerial personnel in the future. If we are unable to attract and retain the necessary technical and managerial personnel then we may be unable to develop and expand our website, which could prevent us from successfully competing and achieving profitability.

(12) OUR SOLE OFFICER AND DIRECTOR IS NOT LOCATED IN THE UNITED STATES; IF INVESTORS WISH TO EFFECT LEGAL SERVICE AGAINST OUR SOLE OFFICER OR DIRECTOR THEY WILL HAVE DIFFICULTY DOING SO, AND THIS MAY MAKE IT DIFFICULT FOR INVESTORS TO STRICTLY ENFORCE THEIR LEGAL RIGHTS.

We are incorporated in the State of Nevada and have an agent for service in Carson City, Nevada. Our agent for service will accept on our behalf, the service of any legal process and any demand or notice authorized by law to be served upon a corporation. Our agent for service will not, however, accept service on behalf of any of our officers or directors. Our sole director and officer is a resident of Canada and does not have an agent for service in the United States. Therefore, it may be difficult for a resident of a country other than Canada to serve Ms. Rechia with legal process or a demand or notice.

GENERAL

We are a development stage operator of an Internet portal located on the World Wide Web at www.portaltochina.com. We were incorporated on March 18, 2003 under the laws of the State of Nevada. Since inception, our operations have been primarily limited to developing our business plan, building our portal, and marketing. Our principal office is located at 18/F Shanghai Oriental Centre, 699 Nanjing West Road, 200041 Shanghai, telephone: 86 21 614 13717, facsimile: 86 21 521 10177.

OUR BUSINESS

Our Internet portal commenced operations on April 15, 2005. We operate within what is commonly referred to as the "business-to-business" (B2B) segment of the Internet, in which products and services are offered principally to businesses as compared to the "business-to-consumer" segment in which products and services are offered principally to consumers.

Our Internet portal is intended to enable those with Chinese commercial interests to reference Chinese trade and business information, access a database of products and services, engage in B2B commerce, and interact with others having similar interests.

INTERNET PORTAL

There are two working levels to our Internet portal. The first level allows free public access to general and business-related information about China. The second level, our B2B Exchange, is available only on a paid monthly subscription basis. Our Internet portal has been our sole source of revenue, in the form of advertising fees and fees charged for access to and use of the B2B Exchange. To date, we have not earned any meaningful revenue from our website. We are presently re-evaluating our business model with a view to developing alternative sources of revenue.

All visitors to our Internet portal are able to locate our freely accessible content through a topical selection menu, choosing from documents in hypertext markup language or Adobe file format, streamed news headlines, and hyperlinks to other websites.

In addition to the foregoing, the general public has access to the following information and services:

Search Engine - Our Internet portal features a navigation tool in the form of a search feature. Searching is available throughout the portal from a permanent position residing at the top of every page. Visitors are able to search our portal or the Internet at large in English. There is also an "advanced search" link that takes users to a dedicated search page that allows for more advanced search options such as searching a particular section of the portal.

Chinese Stock Quotes. Free online stock quotes are available for the Shanghai, Shenzhen and Honk Kong stock exchanges.

Cities. Real-time current weather information is displayed for various principal Chinese cites, such as Beijing, Canton, Hong Kong, and Shanghai. By clicking on the respective displays, users are able to access basic information for each city.

E-mail. Users are able to utilize our branded email service, free of charge. Users must register by supplying a valid email address to take advantage of this feature.

Our B2B Exchange has been completed and operating since February 29, 2008. The B2B Exchange provides subscription-based information and services for a monthly fee of $10. Each subscriber has access to the following:

Insider's Guide - Expanding on the tips for doing business in China available in our publicly accessible information, our Insider's Guide will be designed as an "insider's perspective" on doing business in China. It contains practical insights such as common stumbling blocks and how to avoid them, reports and advice from experienced sources. Editorials and guest expert columns will focus on overcoming cultural and regulatory barriers, both systemic and practical. Comments and suggestions from other subscribers will also be featured.

Marketplace - The Marketplace is an online trading platform that facilitates B2B transactions with Chinese businesses. Our Marketplace is be a fully automated, searchable, topically arranged and easy-to-use online service that is available 24-hours a day, seven days a week, enabling sellers to list items for sale in a fixed price format, buyers to purchase items of interest, and all portal users to browse through selected items from any place in the world at any time.

We have had difficulty finding a suitable third party payments platform that will handle all financial transactions. Chinese residents are not able to utilize Paypal, our current payment platform. If we are unable to find an alternative payment platform, our Marketplace will not be successful. We are presently re-evaluating the effectiveness and potential of our B2B Platform.

Business Database. Our Internet portal features a database of businesses, both Chinese and non-Chinese, that are interested in B2B commerce. Businesses are able to submit product and enterprise information directly to our staff by e-mail or by fax, free of charge. The database is organized by products and services, either being sought or offered for sale. Each entry contains a brief overview of the business and its products or services, plus its name, address, telephone and fax numbers, e-mail address, and website. The database is intended to enable Chinese businesses to promote themselves and access the global B2B market, while giving non-Chinese businesses leads and contacts for reaching the Chinese market. But inasmuch as the database is linked to the Marketplace, we have been unsuccessful in generating submissions.

Blog. The B2B Exchange features a web log that allows users to discuss a variety of topics related to Chinese business issues. Users must register by supplying a valid email address to take advantage of this feature.

ADVERTISING

We offer banner and button advertisements, and sponsorships or co-branded advertising to businesses that want to integrate their advertisements or products with selected content on our portal. We also offer custom-designed promotional arrangements that link advertising to businesses offering products or services through our Marketplace.

Advertisers may place their advertisements on our portal for a fee based on the number of click through impressions. Our list price for advertising ranges from $10 to $20 for each 1,000 impressions generated. Advertisement rates are often negotiated on a case-by-case basis and depend upon a variety of factors, including the duration of the advertising contract, the number of impressions purchased, whether the advertisements are targeted to a particular audience or are displayed in rotation with other ads on particular websites.

We have been unable to earn any meaningful revenue from advertising. We are presently re-assessing our business plan and revenue model, including advertising services and pricing.

MARKETING

Our marketing efforts have not been successful. We are presently re-evaluating our business model and our marketing plan with a view to expanding our services and market. Until we have completed our evaluation, we will not be engaging in any marketing activities.

COMPETITION

The market for Internet advertising, e-commerce and Internet-based information services is relatively new, intensely competitive, rapidly evolving and subject to rapid technological change. We expect competition to persist, intensify and increase in the future. There are several Internet sites that promote Chinese trade and products that may compete with us for Internet advertising and e-commerce customers, including Netease, Sina Corporation, Tom.com and Yahoo! China. We will also compete indirectly for advertisers and e-commerce customers with a large number of other Internet sites, including sites that cater to the Chinese market and sites that promote international trade, and with traditional advertising and media agencies and formats.

There are relatively low barriers to entering the markets in which we compete. We have no patented technology to preclude competitors from entering our markets; instead, as an information provider we rely on the skill of our personnel. We expect that our portal will compare favorably with our competitors at the outset in terms of portal design and our publicly accessible information. We believe that after the first year of operation, our accumulated information content and B2B Exchange will also compare favorably with content on competing portals. Our prices will also be competitive. However, many of our competitors offer comprehensive Internet technology solutions, including internet service provider hosting services, and have longer operating histories, larger installed customer bases; longer relationships with clients, and significantly greater financial, technical and public relations resources than we do. There can be no assurance that we will be able to successfully compete with existing competitors or with new competitors that may enter one or more of our markets.

INTELLECTUAL PROPERTY AND PROPRIETARY RIGHTS

We regard copyrights, service marks, trademarks, trade secrets and other intellectual property as critical to our success. While we do not presently hold any copyrights, service marks or trademarks, we expect to rely on trademark and copyright law, trade secret protection and confidentiality and/or license agreements with employees, customers, partners and others to protect intellectual property rights. Despite such precautions, it may be possible for third parties to obtain and use intellectual property without authorization. Furthermore, the validity, enforceability and scope of protection of intellectual property in Internet-related industries is uncertain and still evolving. The laws of some foreign countries do not protect intellectual property to the same extent as do the laws of the United States.

We may pursue the registration of our trade name in the United States and internationally in China and other Asian countries. We may not, however, be able to secure adequate protection for our trade name in the United States or other countries. Effective trade name protection may not be available in all the countries in which we conduct business. Policing unauthorized use of trade names is also difficult and expensive. In addition, it is possible that competitors will adopt product or service names similar to our own, thereby impeding our ability to build brand identity and possibly leading to customer confusion.

Many businesses are actively developing chat, home page, search and related Internet technologies. Developers of such technologies can be expected to take steps to protect these technologies, including seeking patent protection. There may be patents issued or pending that are held by others and that cover significant parts of our technology, business methods or services. Disputes over rights to these technologies may arise in the future. We cannot be certain that our products and services do not or will not infringe valid patents, copyrights or other intellectual property rights held by third parties. We may be subject to legal proceedings and claims from time to time relating to the intellectual property of others in the ordinary course of our business. In the event that we determine that licensing this intellectual property is appropriate, we may not be able to obtain a license on reasonable terms or at all. We may also incur substantial expenses in defending against third-party infringement claims, regardless of the merit of these claims. Successful infringement claims against us may result in substantial monetary liability or may prevent us from conducting all or a part of our business.

We may license technology from third parties, including web-server and encryption technology. The market is evolving and we may need to license additional technologies to remain competitive. We may not be able to license these technologies on commercially reasonable terms or at all. In addition, it is possible that licensed technologies may not be successfully integrated into our services. The inability to obtain any of these licenses could delay product and service development until alternative technologies can be identified, licensed and integrated.

EMPLOYEES

We do not presently have any employees. We do not intend to hire any employees until we have re-evaluated our business plan and prospects. In the meantime, we will utilize independent contractors as needed and as our resources permit.

ITEM 2. DESCRIPTION OF PROPERTY

We are presently renting 200 square feet of office space in Shanghai, China.

ITEM 3. LEGAL PROCEEDINGS

Neither PortaltoChina.com, Inc., nor any of its officers or directors is a party to any material legal proceeding or litigation and such persons know of no material legal proceeding or contemplated or threatened litigation. There are no judgments against PortaltoChina.com, Inc. or its officers or directors. None of our officers or directors have been convicted of a felony or misdemeanor relating to securities or performance in corporate office.

PART II

ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND SMALL BUSINESS ISSUERS PURCHASES OF EQUITY SECURITIES

Our stock is presently traded on the NASD over-the-counter bulletin board, under the trading symbol "PCHN". As of August 25, 2008, there were 63 owners of record of our common stock.

DIVIDEND POLICY

Our Board of Directors may declare and pay dividends on outstanding shares of common stock out of funds legally available there for in our sole discretion; however, to date no dividends have been paid on common stock and we do not anticipate the payment of dividends in the foreseeable future.

USE OF PROCEEDS FROM REGISTERED SECURITIES

On November 1, 2005, the Securities and Exchange Commission declared our Form SB-2 Registration Statement (Commission File No. 333-111652) effective. Our offering commenced on November 1, 2005, and terminated on March 31, 2006. We sold 2,500,000 shares through the offering at a price of $0.10 per share, for gross proceeds of $250,000.

The following table sets out the calculation of the use of net proceeds from our public offering:

	AMOUNT ($)
Gross offering proceeds as of March 31, 2006	250,000
Offering expenses (1)	6,989
Net offering proceeds	243,011
Debt repayment	21,821
Portal development (2)	72,019
Professional fees (3)	17,086
Technical staff	40,800
Working capital	5,923

Net offering proceeds as of May 31, 2008	85,362

(1) Offering expenses of $6,989 were significantly less than the forecasted amount of $20,000 due to offering expenses being financed by loans from our directors before effectiveness of our registration statement. Unallocated funds of $13,011 were used to pay for professional fees and office expenses.

(2) Portal development includes $2,019 for website maintenance.

(3) We have allocated a surplus of $8,523 from unused offering expenses to pay for unbudgeted professional fees.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES.

We were incorporated for the purpose of developing and operating an Internet portal located on the World Wide Web at www.portaltochina.com. Our capital has been obtained via issuance of common stock and shareholder loans. We are presently re-evaluating our business model and prospects in light of our inability to earn any meaningful revenue since inception and with a view to developing revenue producing services.

On November 1, 2005, the Securities and Exchange Commission declared our Form SB-2 Registration Statement (Commission File No. 333-111652) effective. Our offering commenced on November 1, 2005, and terminated on March 31, 2006. We sold 2,500,000 shares through the offering at a price of $0.10 per share, for gross proceeds of $250,000.

As of May 31, 2008, we had total assets of $85,944, comprised of $85,362 in cash and prepaid expenses of $582. This is a decrease from $169,962 in total assets as of May 31, 2007. The decrease was attributable to write off of website development costs, less professional fees and administrative expenses.

As of May 31, 2008, our total liabilities decreased to $50 from $14,840 as of May 31, 2007. This decrease resulted from the repayment of a promissory note for $14,000 and the payment of trade debt.

As of May 31, 2008, we had working capital of $85,894 compared with a working capital of 144,914 as of May 31, 2007.

We have not generated revenue since the date of inception. We presently have sufficient working capital to satisfy our cash requirements for the next 12 months of operations.

We do not expect to purchase or sell any significant equipment during the next twelve months.

We will not hire any employees until we have re-evaluated our business plan and prospects, if at all. Therefore, we do not know if we will hire any employees over the next twelve months of operations.

RESULTS OF OPERATIONS

We posted an operating loss of $69,228 for the fiscal year ending May 31, 2008, due primarily to operating costs, asset depreciation and write off and office expenses. This was an increase from the operating loss of $52,428 for the previous fiscal year.

ITEM 7. FINANCIAL STATEMENTS

PORTALTOCHINA.COM, INC.
(A development stage company)

Financial Statements
(EXPRESSED IN U.S. DOLLARS)

May 31, 2008 and 2007

INDEX

CHANG LEE LLP
CHARTERED ACCOUNTANTS *
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

TO THE BOARD OF DIRECTORS AND STOCKHOLDERS OF

PORTALTOCHINA.COM, INC.
(A development stage company)

We have audited the balance sheets of Portaltochina.com, Inc. ("the Company") (a development stage company) as at May 31, 2008 and 2007 and the related statements of stockholders' equity, operations and cash flows for the years then ended and for the period cumulative from inception March 18, 2003 (inception) to May 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as at May 31, 2007 and 2006 and the results of its operations and its cash flows for the years then ended and for the period cumulative from inception on March 18, 2003 to May 31, 2008 in conformity with generally accepted accounting principles in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has losses from operations since its inception and has not yet generated any revenue. These factors raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

VANCOUVER, CANADA
August 19, 2008

CHANG LEE LLP
Chartered Accountants

<TABLE>
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PORTALTOCHINA.COM, INC.
(A development stage company)

Balance Sheets
May 31, 2008 and 2007
(EXPRESSED IN U.S. DOLLARS)

<S>	May 31, 2008 <C>	May 31, 2007 <C>
ASSETS		
CURRENT		
Cash and cash equivalents	$ 85,362	$ 159,524
Prepaid expenses	582	230
TOTAL CURRENT ASSETS	85,944	159,754
WEBSITE DEVELOPMENT COSTS	-	10,208
TOTAL ASSETS	$ 85,944	$ 169,962
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	$ 50	$ 840
Promissory note - related parties (Note 3)	-	14,000
TOTAL CURRENT LIABILITIES	50	14,840
STOCKHOLDERS' EQUITY		
SHARE CAPITAL		
Authorized:		
100,000,000 common shares with a par value of $0.0001 per share		
Issued and outstanding: 8,000,000 common shares (2007: 8,000,000)	800	800
ADDITIONAL PAID-IN CAPITAL	249,750	249,750
(DEFICIT) ACCUMULATED DURING THE DEVELOPMENT STAGE	(164,656)	(95,428)
TOTAL STOCKHOLDERS' EQUITY	85,894	155,122
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 85,944	$ 169,962

</TABLE>
THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

<TABLE>
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PORTALTOCHINA.COM, INC.
(A development stage company)

Statements of Stockholders' Equity
For the period from March 18, 2003 (inception) to May 31, 2008
(EXPRESSED IN U.S. DOLLARS)

	Common stock Shares	Common stock Amount	Additional paid-in capital	(Deficit) accumulated during development stage	Total stockholders' equity (deficiency)
Issuance of common stock for cash March 18, 2003, $0.0001 per share	5,500,000	$ 550	$ -	$ -	$ 550
Comprehensive income (loss) Loss and comprehensive loss for the period	-	-	-	(1,743)	(1,743)
BALANCE, May 31, 2003	5,500,000	$ 550	$ -	$ (1,743)	$ (1,193)
Comprehensive income (loss) Loss and comprehensive loss for the year	-	-	-	(6,922)	(6,922)
BALANCE, May 31, 2004	5,500,000	$ 550	$ -	$ (8,665)	$ (8,115)
Comprehensive income (loss) Loss and comprehensive loss for the year	-	-	-	(5,603)	(5,603)
BALANCE, May 31, 2005	5,500,000	$ 550	$ -	$ (14,268)	$ (13,718)
Issuance of common stock for cash March 1 to March 24, 2006, $0.10 per share	2,500,000	250	249,750	-	250,000
Comprehensive income (loss) Loss and comprehensive loss for the year	-	-	-	(28,732)	(28,732)
BALANCE, May 31, 2006	8,000,000	$ 800	$ 249,750	$ (43,000)	$ 207,550
Comprehensive income (loss) Loss and comprehensive loss for the year	-	-	-	(52,428)	(52,428)
BALANCE, May 31, 2007	8,000,000	$ 800	$ 249,750	$ (95,428)	$ 155,122
Comprehensive income (loss) Loss and comprehensive loss for the year	-	-	-	(69,228)	(69,228)
BALANCE, May 31, 2008	8,000,000	$ 800	$ 249,750	$(164,656)	$ 85,894

</TABLE>
THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

<TABLE>
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PORTALTOCHINA.COM, INC.
(A development stage company)

Statements of Operations
(EXPRESSED IN U.S. DOLLARS)

	Cumulative March 18, 2003 (inception) to May 31, 2008	Year Ended May 31, 2008	Year Ended May 31, 2007
REVENUE	$ 77	$ -	$ -
GENERAL AND ADMINISTRATIVE EXPENSES			

Accounting	$ 27,551	$ 8,563	$ 7,653
Incorporation	1,728	-	-
Interest and bank charges	2,763	403	487
Legal	8,871	-	-
Office expenses	5,400	3,922	391
Consulting	40,800	10,200	30,600
Transfer agent	5,601	550	(7)
Website maintenance	2,019	382	1,637
WRITE OFF OF WEBSITE DEVELOPMENT COSTS	32,083	32,083	-
AMORTIZATION OF WEBSITE DEVELOPMENT COSTS	37,917	13,125	11,667
TOTAL EXPENSES	164,733	69,228	52,428
(LOSS) FOR THE PERIOD	$ (164,656)	$ (69,228)	$ (52,428)
(LOSS) PER SHARE - basic and diluted		$ (0.01)	$ (0.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING - basic and diluted		8,000,000	8,000,000

</TABLE>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

<TABLE>
<CAPTION>

PORTALTOCHINA.COM, INC.
(A development stage company)

Statements of Cash Flows
(EXPRESSED IN U.S. DOLLARS)

<S>	Cumulative Amounts March 18, 2003 (inception) to May 31, 2008 <C>	Year Ended May 31, 2008 <C>	Year Ended May 31, 2007 <C>
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES			
(Loss) for the period	$ (164,656)	$ (69,228)	$ (52,428)
Adjustment to reconcile (loss) to net cash used in operating activities:			
- amortization of website development costs	37,917	13,125	11,667
- write off of website development costs	32,083	32,083	-
Changes in assets and liabilities:			
- (increase) prepaid expenses	(582)	(352)	(230)
- increase (decrease) in accounts payable and accrued liabilities	50	(790)	(36,771)
Net cash from (used in) operating activities	(95,188)	(25,162)	(77,762)
CASH FLOWS (USED IN) INVESTING ACTIVITIES			
Website development costs	(70,000)	(35,000)	-
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES			
Repayment of promissory note	-	(14,000)	-
Proceeds from issuance of common stock	250,550	-	-
Net cash provided by financing activities	250,550	(14,000)	-
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	85,362	(74,162)	(77,762)
CASH AND CASH EQUIVALENTS, beginning of period	-	159,524	237,286

CASH AND CASH EQUIVALENTS, end of period	$ 85,362	$ 85,362	$ 159,524
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION			
Interest paid	$ 1,821	$ 1,195	$ -
Income taxes paid	$ -	$ -	$ -

</TABLE>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

1. INCORPORATION AND CONTINUANCE OF OPERATIONS

The Company was formed on March 18, 2003 under the laws of the State of Nevada. The Company is in the business of operating an internet portal featuring Chinese business. The Company is considered a development stage company as defined in SFAS No. 7.

These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred operating losses and requires additional funds to maintain its operations. Management's plans in this regard are to raise equity financing as required. Further, the Company has experienced difficulty in launching its business through its B2B Platform due to the foreign currency administration policies in China and the Company was unable to earn any meaningful revenue from advertising. Therefore, the Company is currently re-assessing its business plan and revenue model.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from this uncertainty.

The Company has generated nominal operating revenues to date.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Cash and Cash Equivalents

Cash equivalents comprise certain highly liquid instruments with a maturity of three months or less when purchased. As at May 31, 2008 and 2007, there were no cash equivalents.

(b) Accounting Estimates

The preparation of financial statements in conformity with generally accepted accounting principles of 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 and assumptions.

(c) Advertising Expenses

The Company expenses advertising costs as incurred. There was no advertising expenses incurred by the Company for the years ended May 31, 2008 and 2007.

(d) Loss Per Share

Loss per share is computed using the weighted average number of shares outstanding during the period. The Company has adopted SFAS No. 128, "Earnings Per Share". Diluted loss per share is equivalent to basic loss per share.

(e) Concentration of Credit Risk

The Company places its cash and cash equivalents with high credit quality financial institutions. As of May 31, 2008, the Company had $Nil in a bank beyond insured limits (2007: $66,362).

(f) Foreign Currency Transactions

The Company is located and operating outside of the United States of America. It maintains its accounting records in U.S. Dollars, as follows:

At the transaction date, each asset, liability, revenue and expense is translated into U.S. dollars by the use of the exchange rate in effect at that date. At the period end, monetary assets and liabilities are remeasured by using the exchange rate in effect at that date. The resulting foreign exchange gains and losses are included in operations.

(g) Fair Value of Financial Instruments

The respective carrying value of certain on-balance-sheet financial instruments approximated their fair value. These financial instruments include cash and cash equivalents, accounts payable and accrued liabilities and promissory note. Fair values were assumed to approximate carrying values for these financial instruments, except where noted. Management is of the opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The Company is operating outside the United States of America and has significant exposure to foreign currency risk due to the fluctuation of currency in which the Company operates and U.S. dollar.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Income Taxes

The Company has adopted Statement of Financial Accounting Standards No. 109 (SFAS 109), Accounting for Income Taxes, which requires the Company to recognize deferred tax liabilities and assets for the expected future tax consequences of events that have been recognized in the Company's financial statements or tax returns using the liability method. Under this method, deferred tax liabilities and assets are determined based on the temporary differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse.

(i) Long-Lived Assets

Long-lived assets and certain identifiable intangibles to be held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company continuously evaluates the recoverability of its long-lived assets based on estimated future cash flows and the estimated liquidation value of such long-lived assets, and provides for impairment if such undiscounted cash flows are insufficient to recover the carrying amount of the long-lived assets. If impairment exists, an adjustment is made to write the asset down to its fair value and a loss is recorded as the difference between the carrying value and fair value. Fair values are determined based on quoted market value, discounted cash flows, or internal and external appraisals, as applicable. Assets to be disposed of, when applicable, are carried at the lower of carrying value or estimated net realizable value.

(j) Stock-Based Compensation

During the year, the Company adopted SFAS No. 123(revised), "Share-Based Payment", to account for its stock options and similar equity instruments issued. Accordingly, compensation costs attributable to stock options or similar equity instruments granted are measured at the fair value at the grant date, and expensed over the expected vesting period. SFAS No. 123(revised) requires excess tax benefits be reported as a financing cash inflow rather than as a reduction of taxes paid.

The Company did not grant any stock options during the years ended May 31, 2008 and 2007.

(k) Comprehensive Income

The Company adopted Statement of Financial Accounting Standards No. 130 (SFAS 130), Reporting Comprehensive Income, which establishes standards for reporting and display of comprehensive income, its components and accumulated balances. The Company is disclosing this information on its Statement of Stockholders' Equity. Comprehensive income comprises equity except those resulting from investments by owners and distributions to owners. The Company has no elements of "other comprehensive income" for the years ended May 31, 2008 and 2007.

(l) Revenue Recognition

The Company has recognized revenue in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 104, Revenue Recognition. The Company recognizes advertising revenue in the period in which the advertisement is displayed, provided that evidence of an arrangement exists, the fees are fixed or determinable and collection of the resulting receivable is reasonably assured. If fixed-fee advertising is displayed over a term greater than one month, revenue is recognized ratably over the period. The Company recognizes revenue for fixed-fee advertising arrangements ratably over the term of the insertion order. If, at the end of a quarterly reporting period the term of an insertion order is not complete, the Company recognizes revenue for the period by pro-rating the total arrangement fee to revenue and deferred revenue based on a measure of proportionate performance of the obligation under the insertion order. The Company measures proportionate performance by the number of placements delivered and undelivered as of the reporting date. The Company uses prices stated on our internal rate card for measuring the value of delivered and undelivered placements. Fees for variable-fee advertising arrangements are recognized based on the number of impressions displayed or clicks delivered during the period.

Under these policies, no revenue is recognized unless persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collection is reasonably assured.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Website Development Costs

Website development costs are for the development of the Company's Internet website. These costs have been capitalized when acquired and installed, and are being amortized over its estimated useful life of three years on a straight line basis. The Company accounts for these costs in accordance with EITF 00-2, "Accounting for Website Development Costs," which specifies the appropriate accounting for costs incurred in connection with the development and maintenance of websites. Amortization expense is total of $13,125 for the year ended May 31, 2008 (2007: $11,667).

During the fiscal year 2008, the Company was unable to launch its business in China with the foreign currency administration policies in China. Therefore, the future realization of the website development costs is in question and the Company wrote off its website development costs of $32,083.

(n) New Accounting Pronouncements

In March 2008, the FASB issued FASB Statement No. 161 ("SFAS 161"), "Disclosures about Derivative Instruments and Hedging Activities". SFAS 161 requires companies with derivative instruments to disclose information that should enable financial-statement users to understand how and why a company uses derivative instruments, how derivative instruments and related hedged items are accounted for under FASB Statement No. 133 "Accounting for Derivative Instruments and Hedging Activities" and how derivative instruments and related hedged items affect a company's financial position, financial performance and cash flows. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The adoption of this statement is not expected to have a material effect on the Company's future financial position or results of operations.

In December 2007, the Financial Accounting Standards Board ("FASB") issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements - An amendment of ARB No. 51". SFAS 160 requires companies with noncontrolling interests to disclose such interests clearly as a portion of equity but separate from the parent's equity. The noncontrolling interest's portion of net income must also be clearly presented on the Income Statement. SFAS 160 is effective for financial statements issued for fiscal years beginning after December 15, 2008. The adoption of this statement is not expected to have a material effect on the Company's future financial position or results of operations.

In December 2007, the Financial Accounting Standards Board ("FASB") issued SFAS No. 141(revised 2007), "Business Combinations". SFAS 141 (R) applies the acquisition method of accounting for business combinations established in SFAS 141 to all acquisitions where the acquirer gains a controlling interest, regardless of whether consideration was exchanged. Consistent with SFAS 141, SFAS 141 (R) requires the acquirer to fair value the assets and liabilities of the acquiree and record goodwill on bargain purchases, with main difference the application to all acquisitions where control is achieved. SFAS 141 (R) is effective for financial statements issued for fiscal years beginning after December 15, 2008. The adoption of this statement is not expected to have a material effect on the Company's future financial position or results of operations.

3. PROMISSORY NOTE AND RELATED PARTY TRANSACTIONS

During the year ended May 31, 2008, the Company repaid a promissory note and accrued interest thereon owing to a director of the Company. The note, in the principal amount of $14,000 was issued on May 30, 2005 and bore interest at the rate of 3% per annum until its due date on May 31, 2007. Thereafter, the principal plus accrued interest under the note as of the due date, accrued interest at the rate of 5% per annum. As at the date of payment, total accrued interest of $1,195 was paid along with the principal amount.

On May 2, 2006, the Company paid in full another promissory note that was payable to a director of the Company. The note, in the principal amount of $6,000 bore interest from the date of issuance on May 30, 2003 until its due date on May 31, 2005 at the rate of 3% per annum. Thereafter, the principal plus accrued interest under the note as of the due date, accrue interest at the rate of 5% per annum. As of the date of repayment, accrued interest payable on the promissory note was $626.

4. INCOME TAXES

As at May 31, 2008, the Company has estimated net operating losses carryforward for tax purposes of $165,000 (2007: $105,600). This amount may be applied against future federal taxable income and expired 2023 through 2028. The Company evaluates its valuation allowance requirements on an annual basis based on projected future operations. When circumstances change and this causes a change in management's judgement about the realizability of deferred tax assets, the impact of the change on the valuation allowance is generally reflected in current income.

The tax effects of temporary difference that give rise to the Company's deferred tax asset (liability) are as follows:

	2008	2007
Tax loss carry forwards	$ 57,600	$ 33,400
Valuation allowance	(57,600)	(33,400)
	$ -	$ -

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

There have been no other changes in or disagreements with our independent accountants since our inception as required to be disclosed pursuant to Item 304 of Regulation S-B.

ITEM 8A. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

As of May 31, 2008, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer (who are one and the same person), of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended. Based solely on the material weaknesses described below, our Chief Executive Officer and Chief Financial Officer concluded that, as of May 31, 2008, the Company's disclosure controls and procedures were not effective:

1. The Company presently has only one officer, who is also the sole director, and no employees. Inasmuch as there is no segregation of duties within the Company, there is no management oversight, no one to review control documentation and no control documentation is being produced.

CHANGES IN DISCLOSURE CONTROLS AND PROCEDURES

Except as described below, there were no changes in disclosure controls and procedures that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially effect, our disclosure controls and procedures.

We will implemented the following measures to address the identified material weaknesses in our disclosure controls and procedures:

1. We will appoint accounting personnel who are able to implement applicable accounting requirements, policies and procedures applicable to our reporting obligations.

We will not be implementing any further changes to our disclosure controls and procedures until there is a significant change in our operations or capital resources.

LIMITATIONS ON THE EFFECTIVENESS OF CONTROLS

Our management, including our CEO and CFO (who are one and the same person), does not expect that our disclosure controls and internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management or board override of the control.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Our internal control over financial reporting is a process designed to provide reasonable assurance to our management and board of directors regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. All internal control systems, no matter how well designed, have inherent limitations, including the possibility of human error and the circumvention of overriding controls. Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting as of May 31, 2008. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based solely on the material weaknesses described below, our management has concluded that, as of May 31, 2008, the Company's internal control over financial reporting was not effective. Management has identified the following deficiencies that, when aggregated, may possibly be viewed as a material weakness in our internal control over financial reporting as of May 31, 2008:

1. We do not have an Audit Committee - While not being legally obligated to have an audit committee, it is our management's view that such a committee, including a financial expert member, is an utmost important entity level control over our financial statements. To date we have not established an audit committee.

2. Insufficient documentation of financial statement preparation and review procedures - We employ policies and procedures in reconciliation of the financial statements and the financial information based on which the financial statements are prepared. Notwithstanding, the controls and policies we employ are not sufficiently documented.

3. We did not maintain proper segregation of duties for the preparation of our financial statements - As of May 31, 2008 the majority of the preparation of financial statements was carried out by one person. Additionally, we currently only have one officer/director having oversight on all transactions. This has resulted in several deficiencies including:

a. Significant, non-standard journal entries were prepared and approved by the same person, without being checked or approved by any other personnel.

b. Lack of control over preparation of financial statements, and proper application of accounting policies.

4. We lack sufficient information technology controls and procedures - As of May 31, 2008, we lacked a proper data back up procedure, and while backup did take place in actuality, we believe that it was not regulated by methodical and consistent activities and monitoring.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

We have also established and evaluated our internal control over financial reporting, and there have been no significant changes in our internal controls or in other factors that could significantly affect those controls subsequent to the date of their last evaluation. Nor have there have been any changes in our internal control over financial reporting during the last fiscal quarter. Except as set out below, we do not intend to implement any changes to our internal control over financial reporting until there is a significant change in our level of operations and capital resources:

1. We will engage additional personnel to assist with the preparation of our financial statements; which will allow for proper segregation of duties, as well as additional manpower for proper documentation.

2. We will engage in a thorough review and restatement of our information technology control procedures, in addition to procurement of all hardware and software that will enable us to maintain proper backups, access, control etc.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. We are not required to provide an attestation report by our registered public accounting firm pursuant to the rules of the Securities and Exchange Commission.

PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

DIRECTORS AND EXECUTIVE OFFICERS

The following sets forth our directors, executive officers, promoters and control persons, their ages, and all offices and positions held. Directors are elected for a period of one year and thereafter serve until their successor is duly elected by the shareholders. Officers and other employees serve at the will of the Board of Directors.

NAME	POSITION	AGE	PERIOD SERVED AS DIRECTOR/OFFICER
Caroline Rechia	President, Treasurer, Secretary, Director	38	03/30/03 to present

CAROLINE RECHIA

Ms. Rechia serves as our President and Secretary. Since 2005, Ms. Rechia has been an independent web-designer. From 2001 to 2005, Ms. Rechia was employed as a systems analyst by Chalk Media Corp., a privately held company based in Canada, that creates custom learning and marketing campaigns for corporations through rich media content, strategic design and targeted delivery. From 2000 to 2001, Ms. Rechia provided usability testing services to THINQ Learning Solutions, Inc., a privately held company headquartered in Baltimore, with operations in the United States, Canada and the U.K. that provides enterprise learning management tools to corporations and government agencies. From 1997 to 2000, Ms. Rechia was employed as a communications specialist for Canadian Tire Corporation, Ltd. Ms. Rechia received a Bachelor of Arts from the University of Toronto in 1994. She presently devotes approximately 25 hours a week to our business.

All directors serve for terms of one year each, and are subject to re-election at our regular Annual Meeting of Shareholders, unless they earlier resign.

There are no material proceedings to which any of our directors, officers or affiliates, any owner of record or beneficially of more than five percent of any class of our voting securities, or any associate of any such director, officer, affiliate, or security holder is a party adverse to us or any of our subsidiaries or has a material interest adverse to us or any of our subsidiaries.

We have attempted and will continue to attempt to insure that any transactions between us and our officers, directors, principal shareholders, or other affiliates have been and will be on terms no less favorable to us than could be obtained from unaffiliated third parties on an arm's-length basis.

INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS

Except as noted herein or below, during the last five-(5) years none of our directors or officers have:

(1) had any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

(2) been convicted in a criminal proceeding or subject to a pending criminal proceeding;

(3) been subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or

(4) been found by a court of competent jurisdiction in a civil action, the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

Under the Securities Laws of the United States, the Company's Directors, our Executive (and certain other) Officers, and any persons holding more than ten percent of the Company's common stock are required to report their ownership of the Company's common stock and any changes in that ownership to the Securities and Exchange Commission. Specific due dates for these reports have been established and the Company is required to report in this report any failure to file by these dates.

All of these filing requirements were satisfied by the Company's Officers, Directors, and ten-percent holders.

In making these statements, we have relied on the written representation of our Directors and Officers or copies of the reports that they have filed with the Commission.

CODE OF ETHICS

The Company has adopted a Code of Ethics for Senior Financial Officers that is applicable to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A copy of our Code of Ethics for Senior Financial Officers is filed as an exhibit to this annual report on Form 10-KSB.

ITEM 10. EXECUTIVE COMPENSATION

The following tables and discussion set forth information with respect to all plan and non-plan compensation awarded to, earned by or paid to our Chief Executive Officer ("CEO") for all services rendered in all capacities to us and our subsidiaries for each of our last three fiscal years.

SUMMARY COMPENSATION TABLE
<TABLE>
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		ANNUAL COMPENSATION			LONG TERM COMPENSATION			
					AWARDS		PAYOUTS	
NAME AND PRINCIPAL POSITION (1)	YEAR	SALARY	BONUS	OTHER ANNUAL COMPENSATION	RESTRICTED STOCK AWARDS	OPTIONS/SARS	LTIP PAYOUTS	ALL OTHER COMPENSATION
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Paul Fong	2006	nil	nil	nil	nil	nil	nil	nil
	2007	nil	nil	nil	nil	nil	nil	nil
Caroline Rechia	2008	nil	nil	nil	nil	nil	nil	nil

<FN>

(1) No executive officer received greater than $100,000 in salary during the fiscal period ending May 31, 2005, or the subsequent fiscal years ending May 31, 2007 and 2008. Furthermore, no executive officer received perquisites and other personal benefits, which, in the aggregate, exceeded the lesser of either $50,000 or 10% of the total of annual salary and bonus paid during the respective fiscal years.
</TABLE>

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDERS MATTERS

As of May 31, 2008 the following table sets forth information known by our management regarding beneficial ownership of our common stock by each person known by us to own, directly or beneficially, more than 5% of our common stock; each of our executive officers and directors; and, all of our officers and directors as a group.

Except as otherwise indicated, our management believes that the beneficial owners of the common stock listed below, based on information furnished by the owners, own the shares directly and have sole investment and voting power over the shares.

NAME	NUMBER OF SHARES	%
Caroline Rechia	2,000,000	31%
Directors and officers as a group (one person)	2,000,000	31%
Gisela Mills	3,500,000	38%
Total other 5% owners (one person)	3,500,000	38%
Total issued and outstanding	5,500,000	100%

The address for all officers, directors and principal shareholders is 18/F Shanghai Oriental Centre, 699 Nanjing West Road, 200041 Shanghai.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We have issued common stock to the following officers, directors, promoters and beneficial owners of more than 5% of our outstanding securities.

NAME	POSITION WITH COMPANY	SHARES	CONSIDERATION	DATE
Caroline Rechia	President, Treasurer, Secretary	2,500,000	$ 250	March 10, 2003
Gisela Mills	5% owner	3,000,000	$ 300	March 10, 2003

ITEM 13. EXHIBITS

EXHIBIT TITLE

3.1 Articles of Incorporation, PortaltoChina.com, Inc., incorporated by reference from the Form 10-KSB filed August 22, 2006

3.2 Amended and Restated Bylaws, PortaltoChina.com, Inc., incorporated by reference from the Form 10-KSB filed August 22, 2006

4.1 Form of Stock certificate, PortaltoChina.com, Inc., incorporated by reference from the Form 10-KSB filed August 22, 2006

14.1 Code of Ethics for Senior Financial Officers, PortaltoChina.com, Inc., incorporated by reference from the Form 10-KSB filed August 22, 2006

31.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 17CFR 240.13a-14(a) or 17CFR 240.15d-14(a)

32.1 Certifications pursuant to 18 U.S.C. Section 1350

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

AUDIT FEES

The aggregate fees billed by Chang Lee LLP (formerly Vellmer & Chang) for professional services rendered for the audit of our annual financial statements included in our annual report on Form 10KSB for the fiscal year ended May 31, 2007 was $5,506.70.

The aggregate fees billed by Chang Lee LLP (formerly Vellmer & Chang) for professional services rendered for the audit of our annual financial statements included in this Annual Report on Form 10-KSB for the fiscal year ended May 31, 2008 will be approximately $5,500.

AUDIT RELATED FEES

For the fiscal years ended May 31, 2008 and 2007, the aggregate fees billed for assurance and related services by Chang Lee LLP (formerly Vellmer & Chang) relating to our quarterly financial statements which are not reported under the caption "Audit Fees" above, were $3,056 and $3,867 respectively.

TAX FEES

For the fiscal years ended May 31, 2008 and 2007, the aggregate fees billed for tax compliance, by Chang Lee LLP (formerly Vellmer & Chang) were nil.

ALL OTHER FEES

For the fiscal years ended May 31, 2008 and 2007, the aggregate fees billed by Chang Lee LLP (formerly Vellmer & Chang) for other non-audit professional services, other than those services listed above, totaled nil.

Effective May 6, 2003, the Securities and Exchange Commission adopted rules that require that before Chang Lee LLP (formerly Vellmer & Chang) is engaged by us or our subsidiaries to render any auditing or permitted non-audit related service, the engagement be:

-approved by our audit committee; or

-entered into pursuant to pre-approval policies and procedures established by the audit committee, provided the policies and procedures are detailed as to the particular service, the audit committee is informed of each service, and such policies and procedures do not include delegation of the audit committee's responsibilities to management.

We do not have an audit committee. Our entire board of directors pre-approves all services provided by our independent auditors. The pre-approval process has just been implemented in response to the new rules. Therefore, our board of directors does not have records of what percentage of the above fees were pre-approved. However, all of the above services and fees were reviewed and approved by the entire board of directors either before or after the respective services were rendered.

SIGNATURES

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

PORTALTOCHINA.COM, INC.

Date: August 29, 2008

By:/s/ Caroline Rechia
Caroline Rechia
Chief Executive Officer, President,
Chief Financial Officer and
Principal Accounting Officer

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

SIGNATURE	TITLE	DATE
/s/ Caroline Rechia Caroline Rechia	Chief Executive Officer, President, Chief Financial Officer, Principal Accounting Officer & a director	August 29, 2008

CERTIFICATION

I, Caroline Rechia, certify that:

1. I have reviewed this annual report on Form 10-KSB of Portaltochina.com, Inc.;

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. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. I am 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 small business issuer and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the small business issuer, 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 my 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 small business issuer's disclosure controls and procedures and presented in this report my 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 small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the small

business issuer's board of directors:

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 small business issuer'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 small business issuer's internal control over financial reporting.

August 29, 2008

By /s/ Caroline Rechia
Caroline Rechia
President, Chief Executive Officer,
Chief Financial Officer, and
Principal Accounting Officer

CERTIFICATIONS PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of PortaltoChina.com, Inc. on Form 10-KSB for the year ended May 31, 2007 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Caroline Rechia, President, Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 29, 2008

By /s/ Caroline Rechia
Caroline Rechia
Chief Executive Officer, President,
Chief Financial Officer and
Principal Accounting Officer