

**Management Discussion To Shareholders Of  
SinoFresh Healthcare, Inc On  
Corporate Events and Progress As of Year End 2008 and Q1/2009  
and Q2/2009, and Through August 31<sup>st</sup> 2009.  
Compiled as of 9.09.09 By Charles Fust, CEO**

**To the Common and Preferred Shareholders of Sinofresh Healthcare, Inc.: (SFSH.PK)**

Through the 4<sup>th</sup> Quarter 2008 and by year end December 31, 2008, SFSH had come to a point where further operations of any kind into 2009 appeared to be unlikely. In spite of significant and continued attempts to secure financing for operations and inventory, SFSH had been unable to secure such financing. The Board of Directors had been fully appraised of the dire circumstances facing SFSH as of Year End, 2008, but no solutions by Board Members or other groups supporting SFSH were forthcoming.

In mid December, SFSH was approached by a financial consulting group, “Universal Administration Corp.” (UAC), to discuss strategic alternatives. UAC began onsite due-diligence and a detailed analysis of SFSH, its predicament, the potential for revitalization and the SinoFresh product(s). By mid January, during UAC’s ongoing analysis, SFSH had one of its remaining Accounts Payable garnished by an unsecured creditor and a few days later SFSH’s primary bank account was also garnished by another unsecured creditor, effectively bringing all remaining operations to a halt. SFSH had no resources to defend against the garnishments and faced imminent operational shutdown and possible bankruptcy.

In the face of these circumstances, UAC took emergency action at the request of Company Management to help SFSH by securing and paying for legal counsel, who developed a defense and successfully quashed (removed) the bank garnishment. The second Accounts Payable garnishment was also successfully satisfied through the shipment of additional inventory by SFSH, which had also been financed by UAC. Further, during this same period, SFSH’s largest remaining retailer chain threatened to terminate the SFSH account due to an unresolved account debit. With further financial and negotiating support from UAC, SFSH was able to retain the account which included over 1000 retail outlets.

At the beginning of 2009, UAC advised SFSH Management to move as quickly as possible to file an SEC Form 15 to effectively delist SFSH from the OTC Bulletin Board. This action alone would save SFSH from over \$200,000 in annual expenses required to maintain a fully reporting listing status in compliance with the Sarbanes-Oxley Act.

Subsequent listing of SFSH on the OTC Pink Sheets would allow SFSH to preserve its limited cash and be subject to less stringent reporting requirements until and if SFSH would submit audited registration forms to the SEC to again become a fully reporting Company.

The Board of Directors met on February 5, 2009 and voted to authorize Management to file the SEC Form 15 and granted omnibus authority to the CEO to take whatever actions were necessary to devise and implement a plan for the potential survival of SFSH. The Board agreed that any plan or actions that did not result in the significant sale or disposition of Company assets was within the authority granted the CEO.

In late February, UAC made a proposal to SFSH CEO. UAC would form a new company, which would have no direct ownership in or by SFHC, and which would contract for the manufacturing, marketing and distribution of the SinoFresh product line on a global basis in return for a percentage interest back to SFHC in product sales revenues on a formulated basis. Management negotiated and SFSH entered into a Manufacturing and Distribution Agreement with “Sinofresh Healthcare Products, Inc. “, (SFHP), an unrelated party, on March 9, 2009 to implement this proposal pursuant to the authority granted by the Board. Further, SFSH entered into a Consulting Agreement with “SF Universal Management Corp” in order to continue to receive current and long term consulting advice on the revitalization of SFSH. SF Universal Management Corporation is operated by the Principals of UAC, which in turn also manages the ongoing operational activities of SFHP by way of a related Management Agreement.

As a consideration for the global Licensing Agreement granted to Sinofresh Healthcare Products, Inc., by SFSH, Sinofresh Healthcare Products, Inc. issued a Variable Payment Note in the face amount of USD \$2,500,000 to SFSH. The Note has a Balloon Payment of remaining Principal and Interest due March 10, 2014. Payments to SFSH on the Note are tied to the calculation on a quarterly basis of 40% the Net Pre-Tax income of SFHP. **Note: As a result, SFSH will not begin to receive payments under the payment formula until such time as SFHP begins to generate a quarterly Net Pre-Tax profit.**

As SFHP works to rebuild SinoFresh product marketing and develop a revenue stream to SFSH, SFSH streamlined its operations and dramatically reduced its operating overhead. SFSH is now focused on strengthening its intellectual property portfolio, assessing how best to resolve its debt from its balance sheet and is also preparing for further product research and development. SFHP has requested that SFSH plan a near term study on the efficacy of the SinoFresh Homeopathic Antiseptic Nasal Spray in the management of the H1N1 Virus in live mammalian noses, as well as additional studies to continue to collect data to support the use of SinoFresh Homeopathic Antiseptic Nasal Spray as a preventative solution to the Medical Institutional issues relating to the continuing problems in dealing with MRSA.

Management believes that the ability of SFHP to market the SinoFresh line of products on a global basis, coupled with a cost containment and revenue strategy that will allow SFSH to ultimately reduce and pay off debt, while building a solid Research and Development focus is the best, and realistically only, potential path to long term health and profitability for SFSH.

Over the years, the SinoFresh product line has achieved a very loyal core customer base, and Management believes that with effective utilization by SFHP of the existing core distribution base, Internet Marketing, and International Distribution, there is some reason to believe the new strategy has potential to succeed.

We would also inform our shareholders that Director, David Otto resigned from the Board of Directors effectively on July 30, 2009. The remaining Directors are Charles Fust (Chairman), Thomas Fitzgerald (Director) and Razek Azizi. (Director)

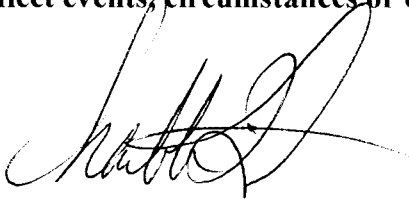
**It is important to note, that while Management is optimistic, especially in light of SFSH's bleak position at the end of 2008, there is no guarantee that the overall plan now being implemented will achieve long term success. Until such time as meaningful revenues are generated under the existing agreements with SFSH, and/or SFSH can attract significant additional third party funding, SFSH's overall financial condition remains very weak. While SFHP is also committed to the long term success of both its marketing endeavors as well as the revitalization of SFSH, and will continue to make reasonable efforts to help fund critical operational needs of SFSH, there can be no guarantee that the funds and revenues received from SFHP will be sufficient or timely to assure the ultimate success of SFSH.**

**Management is committed to continue to provide periodic operational and financial updates to its shareholders on a quarterly basis during the coming months as the operations and plans of SFSH continue to progress.**

**This Management Report contains forward-looking statements that are based on management's expectations, estimates, projections and assumptions. Words such as "expects," "anticipates," "plans," "believes," "scheduled," "estimates" and variations of these words and similar expressions are intended to identify forward-looking statements, which include but are not limited to projections of revenues, earnings, and cash flows. Forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. These statements are not guarantees of future performance and involve certain risks and uncertainties, which are difficult to predict. Therefore, actual future results and trends may differ materially from what is forecast in forward-looking statements due to a variety of factors, including, without limitation:**

- **General U.S. and international political and economic conditions;**
- **Differences in anticipated and actual Company performance;**
- **The status or outcome of any potential legal and/or regulatory proceedings.**

**All forward-looking statements speak only as of the date of this report or, in the case of any document incorporated by reference, the date of that document. All subsequent written and oral forward-looking statements attributable to SFSH or any person acting on SFSH's behalf are qualified by the cautionary statements in this section. SFSH does not undertake any obligation to update or publicly release any revisions to forward-looking statements to reflect events, circumstances or changes in expectations after the date of this report.**

A handwritten signature in black ink, appearing to read 'Charles Fust', written in a cursive style.

**Charles Fust – CEO**

**September 9, 2009**