

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

TELE GROUP CORP

530 5th Ave, 9th Floor, New York NY 10036

212-999-7916

www.tele-group.com

info@tele-group.com

SIC-4899

Annual Report

For the period ending December 31, 2022 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

12,403,026 as of December 31, 2022

12,403,026 as of December 31, 2022

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☒ No: ☐

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Yes: ☐ No: ☒

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Tele Group Corp. (October 1, 2020, to present)
NEXPLORE Corporation (before October 11, 2020)

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Nevada-Active

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

N/A

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

N/A

The address(es) of the issuer's principal executive office:

530 5th Ave, 9th Floor, New York, NY 10036

The address(es) of the issuer's principal place of business:

☒ *Check if principal executive office and principal place of business are the same address:*

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Signature Stock Transfer, Inc
Phone: 972-612-4120
Email: jason@signaturestocktransfer.com
Address: 16801 Addison Road, Suite 247, Addison TX 75001

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>TMLL</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>87925H 101</u>
Par or stated value:	<u>\$0.00001</u>
Total shares authorized:	<u>945,000,000</u> as of date: <u>December 31, 2022</u>
Total shares outstanding:	<u>12,403,026</u> as of date: <u>December 31, 2022</u>
Total number of shareholders of record:	<u>229</u> as of date: <u>December 31, 2022</u>

All additional class(es) of publicly quoted or traded securities (if any):

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Series A-1 Preferred</u>
CUSIP (if applicable):	<u>N/A</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>500,000</u> as of date: <u>December 31, 2022</u>
Total shares outstanding (if applicable):	<u>250,000</u> as of date: <u>December 31, 2022</u>
Total number of shareholders of record (if applicable):	<u>1</u> as of date: <u>December 31, 2022</u>

Exact title and class of the security:	_____
CUSIP (if applicable):	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding (if applicable):	_____ as of date: _____
Total number of shareholders of record (if applicable):	_____ as of date: _____

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Shares of common stock carry one vote per share, have pari passu dividend rights, and have no preemption rights.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Shares of series A-1 preferred stocks issued and outstanding have 70% of cumulative voting rights. With a conversion of 200, each series A-1 preferred share can convert into 200 common shares. The shares have a liquidation and dividend preference.

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2020</u> Common: <u>10,403,026</u> Preferred: <u>250,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>12/23/2022</u>	<u>New issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>Par value \$0.00001</u>	<u>Yes</u>	<u>Ivan Peng</u>	<u>Acquisition of Aegis</u>	<u>Restricted</u>	<u>4(a)(2)</u>
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report: <u>Ending Balance</u> <u>Ending Balance:</u> Date <u>12/31/2022</u> Common: <u>12,403,026</u> Preferred: <u>250,000</u>									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

N/A

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☒ Yes: ☐ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

N/A

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcm Markets.com).

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Tele Group Corp's business is currently a full-service insurance brokerage firm, operating through its wholly-owned subsidiary, Aegis Service Corp. Since 2001 we've been representing over 100 premiere insurance products across the United States, allowing us the capability to help protect the people and things you value most. Our wide range of products includes personal insurance, commercial insurance, construction insurance, and even pet insurance.

- B. List any subsidiaries, parent company, or affiliated companies.

Aegis Service Corp is a subsidiary company that is 100% owned by Tele Group Corp.

- C. Describe the issuers' principal products or services.

Technology empowered insurance brokerage service platform.

5) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

N/A

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuer's securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Zhilong Liao</u>	<u>CEO</u>	<u>New York</u>	<u>10,000,000</u>	<u>Common Stock</u>	<u>80.6%</u>	<u>N/A</u>
<u>Ivan Peng</u>	<u>Owner of more than 5%</u>	<u>New York</u>	<u>2,000,000</u>	<u>Common Stock</u>	<u>16.1%</u>	<u>N/A</u>
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

NO

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

NO

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

NO

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

NO

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

N/A

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Matthew McMurdo
Address 1: 185 Avenue of the Americas, 3rd Floor
Address 2: New York, NY 10036
Phone: 917-318-2865
Email: matt@nannaronelaw.com

Accountant or Auditor

Name: James Pai, CPA
Firm: James Pai CPA, PLLC
Address 1: 139 Centre St, Ste 304
Address 2: New York NY 10013
Phone: 212-925-0022
Email: james@jamespaicpa.com

Investor Relations

N/A

All other means of Investor Communication:

N/A

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

N/A

9) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)²:

Name: James Pai
Title: Outside Accounting Consulting
Relationship to Issuer: Independent, no relationship
Describe the qualifications of the person or persons who prepared the financial statements: Certified Public Accountant

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

10) Issuer Certification

Principal Executive Officer:


The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Zhilong Liao certify that:

1. I have reviewed this Disclosure Statement for Tele Group Corp;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

3/22/2023 [Date]

/s/ Zhilong Liao [CEO's Signature] 

² The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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

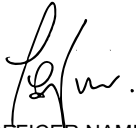
Principal Financial Officer:

I, Zhilong Liao certify that:

1. I have reviewed this Disclosure Statement for Tele Group Corp;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

3/22/2023 [Date]

/s/ Zhilong Liao [CFO's Signature]



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

TELE GROUP CORP.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	<u>December 31, 2022</u>	<u>December 31, 2021</u>
ASSETS		
CURRENT ASSETS:		
Cash	\$ 359,506	\$ 2,889
Other Current Assets	\$ 345,668	
Total Current Assets	<u>\$ 705,174</u>	<u>\$ -</u>
FIXED ASSETS:	\$ 5,541	
OTHER ASSETS:	\$ 8,600	
TOTAL ASSETS	<u>\$ 719,316</u>	<u>\$ 2,889</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Loan payable related party	\$ 11,685	
Other current liability	\$ 2,114	
Total current liabilities	<u>\$ 18,799</u>	<u>\$ -</u>
Commitments and Contingencies		
STOCKHOLDERS' EQUITY		
Series A-1 Preferred Stock, \$0.00001 par value; 5,000,000 shares authorized; 250,000 shares issued and outstanding as of December 31, 2022	\$ 250	\$ 250
Common stock, par value \$0.00001 per share; 945,000,000 shares authorized; 12,403,026 and 10,403,026 shares issued and outstanding as of December 31, 2022 and 2021, respectively	\$ 124	\$ 104
Additional Paid-in Capital / Capital Surplus	\$ 133,076	\$ 112,646
Retained earnings / Accumulated Deficit	\$ 567,067	\$ (110,111)
Total stockholders' equity	<u>\$ 700,517</u>	<u>\$ 2,889</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 719,316</u>	<u>\$ 2,889</u>

The accompanying notes are an integral part of these financial statements.

TELE GROUP CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Year Ending on December 31,	
	2022	2021
Revenue	\$ 127,032	\$ -
Cost of revenues	\$ 97,110	\$ -
Gross Profit	<u>\$ 29,921</u>	<u>\$ -</u>
Operating expenses		
Sales, General and Admin	\$ 38,101	\$ 69
Non-recurring Items		\$ 110,000
Total operating expense	<u>\$ 38,101</u>	<u>\$ 110,069</u>
Income (Loss) from operations	<u>\$ (8,180)</u>	<u>\$ (110,069)</u>
Other income	\$ 30	\$ 15
Total other income	\$ 30	
Other expense		
NYS TAX	\$ 34	\$ 32
NYC TAX	\$ 26	\$ 25
Total other expense	\$ 60	\$ 57
Net income (loss)	<u>\$ (8,210)</u>	<u>\$ (110,111)</u>
Net loss per common share – basic and diluted	\$ (0)	\$ (0)
Weighted average common shares outstanding – basic and diluted	10,903,026	10,403,026

The accompanying notes are an integral part of these financial statements.

TELE GROUP CORP.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

	*Common Stock: Shares	Common Stock: Value	*Preferred Stock: Shares	Preferred Stock: Value	Additional Paid- in Capital	Accumulated Deficit	Total
Balance – December 31, 2020	10,401,039	\$ 104	250,000	\$ 250	\$ 111,896	\$ (112,000)	\$ 250
Shares issued					\$ (250)		\$ (250)
Net income (Loss)						\$ 1,889	\$ 1,889
Capital contribution					\$ 1,000		\$ 1,000
Balance – December 31, 2021	10,403,026	\$ 104	250,000	\$ 250	\$ 112,646	\$ (110,111)	\$ 2,889
	*Common Stock: Shares	Common Stock: Value	*Preferred Stock: Shares	Preferred Stock: Value	Additional Paid- in Capital	Accumulated Deficit	Total
Balance – December 31, 2021	10,403,026	\$ 104	250,000	\$ 250	\$ 112,646	\$ (110,111)	\$ 2,889
Shares issued	2,000,000	\$ 20			\$ (20)		\$ -
Net income (Loss)						\$ 677,178	\$ 677,178
Capital contribution					\$ 20,450		\$ 20,450
Balance – December 31, 2022	12,403,026	\$ 124	250,000	\$ 250	\$ 133,076	\$ 567,067	\$700,517

The accompanying notes are an integral part of these financial statements.

TELE GROUP CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

For the Year Ended December 31,

	2022	2021
OPERATING ACTIVITIES:		
Net Income (loss)	\$ (8,210)	\$ (110,111)
Adjustments to reconcile net loss to net cash (used in) operating activities:	\$ (39,992)	
Loss from discontinued operations		
Shares issued for services		
Stock-based compensation		\$ 24
Write down of Equipment		
CHANGES IN ASSETS AND LIABILITIES		
Other payable	\$ 5,000	
NET CASH USED IN OPERATING ACTIVITIES	\$ (43,202)	\$ (110,087)
INVESTING ACTIVITIES:		
Acquisition, net of cash acquired	\$ 388,122	\$ -
NET CASH PROVIDED BY INVESTMENT ACTIVITIES	\$ 388,122	\$ -
FINANCING ACTIVITIES:		
Proceeds from related party debt	\$ 11,685	\$ 112,976
Capital contributions from shareholders	\$ 12	
NET CASH PROVIDED BY FINANCING ACTIVITIES	\$ 11,697	\$ 112,976
EFFECT OF EXCHANGE RATE CHANGES		
NET INCREASE IN CASH	\$ 356,617	\$ 2,889
CASH – BEGINNING OF PERIOD	\$ 2,889	\$ -
CASH – END OF PERIOD	\$ 359,506	\$ 2,889
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:		
Cash paid during the periods for:		
Interest		-

TELE GROUP CORP.

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

Note 1 – Organization and basis of accounting

Organization

Organization The accompanying financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and include the accounts of the Company. On October 6, 2020, Zhilong Liao, the president of Produce Capital Corp. ("Buyer") bought NXPC stock from Custodian Ventures LLC, a Wyoming limited liability company ("Seller"). Zhilong Liao changed the company's name from NEXPLORE Corporation to Tele Group Corp.

Note 2 – Summary of significant accounting policies

Basis of presentation

The accompanying unaudited quarterly financial statements have been prepared in accordance with generally accepted accounting principles for financial information and with the instructions to OTC Markets Alternative Reporting Standard.

Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles 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 amount of revenues and expenses during the reporting period. The management makes its best estimate of the outcome for these items based on information available when the financial statements are prepared. Actual results could.

Accounting Method Change

The fiscal year end of the Company was previously 6/30, from approximately 2008 when it was incorporated until June 30, 2022, and the most recent year of annual disclosure was submitted for the period ending on 6/30/2022. The Company's fiscal year end has been changed and the effective date of change is January 1, 2023.

Material Corporate Event

On December 23, 2022, pursuant to a Definitive Share Exchange Agreement, dated December 17, 2022, by and among the Company, Aegis Service Corp. ("Aegis"), and Ivan Peng, the sole shareholder of Aegis., Mr. Peng acquired 2,000,000 shares of common stock of the Company in exchange for all of the issued and outstanding equity of Aegis, resulting in Aegis becoming a wholly owned subsidiary of the Company. As such, the Company recognized the revenue, assets and liabilities of Aegis acquired in the reorganization, at their historical carrying amounts.

Subsequent Event

The Company evaluated subsequent events through the date when financial statements are issued for disclosure consideration.

Adoption of Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Recent Accounting Pronouncements

In July 2018, the FASB issued accounting standard update ("ASU") No. 2017-02, "Leases (Topic 842)", ("ASU 2017-02") and ASU 2018-10, "Leases (Topic 842)", ("ASU 2018-10"), respectively. These ASU's require that an entity should recognize assets and liabilities for leases with a maximum possible term of more than 12 months. A lessee would recognize a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the leased asset (the underlying asset) for the lease term. This guidance also provides accounting updates with respect to lessor accounting under a lease arrangement. This new lease guidance is effective for fiscal years beginning after December 15, 2018. Entities have the option of using either a full retrospective or a modified approach (cumulative effect adjustment in period of adoption) to adopt the new guidance. Early adoption is permitted for all entities. The Company currently leases no equipment or property, and therefore, the adoption on October 1, 2019, of the new standard has no effect on the Company's financial statements.

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Accounting standards-setting organizations frequently issue new or revised accounting rules. We regularly review all new pronouncements to determine their impact, if any, on our financial statements.

Note 3- Going Concern

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

Management anticipates that the Company will be dependent, for the near future, on borrowings from related party to fund operating expenses. In light of management's efforts, there are no assurances that the Company will be successful in any of its endeavors or become financially viable and continue as a going concern. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might result from this uncertainty.

Note 4 – Common stock

As of December 31, 2022, a total of 12,403,026 shares of common stock with par value \$0.00001 remain outstanding.

Note 5 – Subsequent Events

In accordance with FASB ASC 855-10, *Subsequent Events*, the Company has analyzed its operations subsequent to December 31, 2022 date these consolidated financial statements were issued, and has determined that it does not have any material subsequent events to disclose in these financial statements