

**Sky Constant Century, Inc.**

Wordshop A2 25th FL TML Tower No. 3 Hoi Shing Road Tseun Wan,  
New Territories, Hong Kong

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## Quarterly Report

**For the period ending June 30, 2024 (the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

120,105,533 as of June 30, 2024

120,105,533 as of March 31, 2024

### **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 Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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

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<sup>4</sup> “Change in Control” shall mean any events resulting in:

- (i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

The current name of the issuer is Sky Constant Century, Inc. (the "Company"). On April 18, 2023, the Company filed a Certificate of Amendment with the Delaware Secretary of State changing the name of the Company from "e-Bullion, Inc". to "Sky Constant Century, Inc."

Current State and Date of Incorporation or Registration: Delaware January 28, 2013  
Standing in this jurisdiction: (e.g. active, default, inactive): active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

The issuer was incorporated in 2013 in the state of Delaware under the name "e-Bullion, Inc". On April 18, 2023, the Company filed a Certificate of Amendment with the Delaware Secretary of State changing the name of the Company from "e-Bullion, Inc". to "Sky Constant Century, Inc."

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

None

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

On April 18, 2023, the Company filed a Certificate of Amendment with the Delaware Secretary of State to effect a 1-for-5,000 reverse stock split.

Address of the issuer's principal executive office:

Wordshop A2 25th FL TML Tower, Number 3 Hoi Shing Road, Tseun Wan, New Territories, Hong Kong

Address of the issuer's principal place of business:

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

N/A

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:

N/A

## **2) Security Information**

### **Transfer Agent**

Name: Nevada Agency and Transfer Company  
Phone: (775) 322-0626  
Email: info@natco.com  
Address: 50 West Liberty Street, #880, Reno, Nevada

**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>SKYC</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>278736301</u>
Par or stated value:	<u>0.0001</u>
Total shares authorized:	<u>1,000,000,000</u> as of date: <u>June 30, 2024</u>
Total shares outstanding:	<u>120,105,533</u> as of date: <u>June 30, 2024</u>
Total number of shareholders of record:	<u>40</u> as of date: <u>June 30, 2024</u>

*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.*

None

**Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

*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 that do not have a trading symbol). 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 Preferred Stock</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>1</u> as of date: <u>June 30, 2024</u>
Total shares outstanding:	<u>1</u> as of date: <u>June 30, 2024</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>June 30, 2024</u>

*Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.*

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**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.**

Each share of Common Stock is entitled to one vote, which shares do not have pre-emptive rights.  
Dividends, if any, are declared at the discretion of the Board of Directors.

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

## Series A Preferred Stock

### Voting

Except as set forth below, each holder of Series A preferred stock has the same rights as holders of common stock and shall be entitled to notice of any shareholders' meeting. They shall also be entitled to vote with the holders of common stock, and not as a separate class, except as may otherwise be required by law. Except as set forth below, each shareholder shall be entitled to one (1) vote for each share of stock outstanding. Except as set forth below or otherwise provided by the law of the State of Delaware, any corporate action to be taken shall be authorized by a majority of the votes cast by the shareholders. There are no cumulative rights to voting.

Each share of Series A preferred stock is entitled to the number of votes equal to 110% of the number of votes of the common stock issued and outstanding.

Additionally, for as long as any shares of Series A preferred stock are outstanding, the holders of Series A preferred stock shall be entitled to elect one director, or the Series A Director.

### Protective Provisions

For as long as any shares of Series A preferred stock are outstanding, we must obtain the approval of at least a majority of the holders of the outstanding shares of preferred stock, voting as a separate class, to:

- Amend our articles of incorporation or, unless approved by our board of directors, including by the Series A Director, amend our bylaws;
- Change or modify the rights, preferences or other terms of the Series A preferred stock, or increase or decrease the number of authorized shares of Series A preferred stock;
- Reclassify or recapitalize any outstanding equity securities, or, unless approved by our board of directors, including by the Series A Director, authorize or issue, or undertake an obligation to authorize or issue, any equity securities or any debt securities convertible into or exercisable for any equity securities (other than the issuance of stock-options or securities under any employee option or benefit plan);
- Authorize or effect any transaction constituting a Deemed Liquidation (as defined in this subparagraph), or any other merger or consolidation of the Company, where a Deemed Liquidation shall mean: (1) the closing of the sale, transfer or other disposition of all or substantially all of the Company's assets (including an irrevocable or exclusive license with respect to all or substantially all of the Company's intellectual property); (2) the consummation of a merger, share exchange or consolidation with or into any other corporation, limited liability company or other entity (except one in which the holders of capital stock of the Company as constituted immediately prior to such merger, share exchange or consolidation continue to hold at least 50% of the voting power of the capital

stock of the Company or the surviving or acquiring entity (or its parent entity)), (3) authorizing or effecting any transaction liquidation, dissolution or winding up of the Company, either voluntary or involuntary; provided, however, that none of the following shall be considered a Deemed Liquidation: (A) a merger effected exclusively for the purpose of changing the domicile of the Company, or (B) a transaction or other event deemed to be exempt from the definition of a Deemed Liquidation by the holders of at least a majority of the then outstanding Series A preferred stock.

“Deemed Liquidation” shall mean: (1) the closing of the sale, transfer or other disposition of all or substantially all of the Corporation’s assets (including an irrevocable or exclusive license with respect to all or substantially all of the Corporation’s intellectual property); (2) the consummation of a merger, share exchange or consolidation with or into any other corporation, limited liability company or other entity (except one in which the holders of capital stock of the Corporation as constituted immediately prior to such merger, share exchange or consolidation continue to hold at least 50% of the voting power of the capital stock of the Corporation or the surviving or acquiring entity (or its parent entity)), (3) authorizing or effecting any transaction liquidation, dissolution or winding up of the Company, either voluntary or involuntary, provided, however, that none of the following shall be considered a Deemed Liquidation: (A) a merger effected exclusively for the purpose of changing the domicile of the Corporation, or (B) a transaction or other event deemed to be exempt from the definition of a Deemed Liquidation by the holders of at least a majority of the then outstanding Series A Preferred Stock.

- Increase or decrease the size of our board of directors as provided in our bylaws or remove the Series A Director (unless approved by our board of directors, including the Series A Director);
- Declare or pay any dividends or make any other distribution with respect to any class or series of capital stock (unless approved by our board of directors, including the Series A Director);
- Redeem, repurchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any outstanding shares of capital stock (other than the repurchase of shares of common stock from employees, consultants or other service providers pursuant to agreements approved by our board of directors under which the Company has the option to repurchase such shares at no greater than original cost upon the occurrence of certain events, such as the termination of employment) (unless approved by our board of directors, including the Series A Director);
- Create or amend any stock option plan of the Company, if any (other than amendments that do not require approval of the shareholders under the terms of the plan or applicable law) or approve any new equity incentive plan;
- Replace the President and/or Chief Executive Officer of the Company (unless approved by our board of directors, including the Series A Director);
- Transfer assets to any subsidiary or other affiliated entity (unless approved by our board of directors, including the Series A Director);
- Issue, or cause any subsidiary of the Company to issue, any indebtedness or debt security, other than trade accounts payable and/or letters of credit, performance bonds or other similar credit support incurred in the ordinary course of business, or amend, renew, increase or otherwise alter in any material respect the terms of any indebtedness previously approved or required to be approved by the holders of the Series A preferred stock (unless approved by our board of directors, including the Series A Director);
- Modify or change the nature of the Company’s business;
- Acquire, or cause a subsidiary of the Company to acquire, in any transaction or series of related transactions, the stock or any material assets of another person, or enter into any joint venture with any other person (unless approved by our board of directors, including the Series A Director); or

- Sell, transfer, license, lease or otherwise dispose of, in any transaction or series of related transactions, any material assets of the Company or any subsidiary outside the ordinary course of business (unless approved by our board of directors, including the Series A Director).

#### Dividends

Subject to the rights of the preferred shareholders set forth in “Protective Provisions”, our board of directors shall have full power and discretion, to determine out of legally available funds what, if any, dividends or distributions shall be declared and paid. Dividends may be paid in cash, in property, or in shares of common stock. Shares of common stock and Series A preferred stock are treated equally and ratably, on a per share basis, with respect to any dividend or distribution from us. If a dividend is paid in the form of shares of common stock or rights to acquire common stock, the holders of common stock and Series A preferred stock shall both receive common stock or rights to acquire common stock. No dividends shall be declared or payable in the form of Series A preferred stock.

#### Liquidation Rights

If there is a liquidation, dissolution or winding up of the Company, holders of our common stock and Series A preferred stock would be entitled to share in our assets remaining after the payment of liabilities equally and ratably, on a per share basis.

#### Conversion

Voluntary Conversion: Each share of Series A preferred stock shall be convertible into one fully paid and nonassessable share of common stock at the option of the holder.

#### Other Provisions

Holders of our common stock and Series A preferred stock have no preemptive or conversion rights or other subscription rights, and there are no redemption or sinking fund provisions applicable to the common stock or Series A preferred stock.

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 for the two most recently completed fiscal years and any subsequent period.**

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 <u>Opening Balance</u> : Date <u>Mar 31, 2022</u> Common: <u>105,533</u> Preferred: <u>0</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.
03/07/2022	New issuance	1	Series A Preferred Stock	\$0.000 1	N/A	Lai Keung Chan	Services performed	Restricted	SEC Rule 903(b)(3)
03/21/2024	New issuance	61,000,000	common stock	\$0.000 1	Yes	Lai Keung Chan	Cash	Restricted	SEC Rule 903(b)(3)
03/32/2024	New issuance	6,000,000	common stock	\$0.000 1	Yes	Tin Fai Chan	Cash	Restricted	SEC Rule 903(b)(3)
03/21/2024	New issuance	6,000,000	common stock	\$0.000 1	Yes	Hiu Yee Chan	Cash	Restricted	SEC Rule 903(b)(3)
03/21/2024	New issuance	6,000,000	common stock	\$0.000 1	Yes	Ching Yee Chan	Cash	Restricted	SEC Rule 903(b)(3)
03/21/2024	New issuance	6,000,000	common stock	\$0.000 1	Yes	Hoi Ki Lui	Cash	Restricted	SEC Rule 903(b)(3)
03/21/2024	New issuance	6,000,000	common stock	\$0.000 1	Yes	Xiaojie Wang	Cash	Restricted	SEC Rule 903(b)(3)
03/21/2024	New issuance	6,000,000	common stock	\$0.000 1	Yes	Ka Ling Tang	Cash	Restricted	SEC Rule 903(b)(3)
03/21/2024	New issuance	6,000,000	common stock	\$0.000 1	Yes	Meizhen Chen	Cash	Restricted	SEC Rule 903(b)(3)
03/21/2024	New issuance	6,000,000	common stock	\$0.000 1	Yes	Qiaoling Yuan	Cash	Restricted	SEC Rule 903(b)(3)

03/21/2024	New issuance	6,000,000	common stock	\$0.000 1	Yes	Xihun Wu	Cash	Restricted	SEC Rule 903(b)(3)
03/21/2024	New issuance	5,000,000	common stock	\$0.000 1	Yes	Anna Jin Xia Chen	Cash	Restricted	SEC Rule 903(b)(3)
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>Jun 30, 2024</u> Common: <u>120,105,533</u>									
Preferred: <u>1</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, 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, 2022 through June 30, 2024 pursuant to the tabular format above.

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

None

## 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.)
_____	_____	_____	_____	_____	_____	_____	_____

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

None

## 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

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

Sky Constant Century, Inc. was initially formed to develop software for use in on-line trading of Gold and Silver contracts. Since April 3, 2013, through our subsidiary Man Loong Bullion Company Limited, a Hong Kong limited liability company ("Man Loong"), we have been an electronic trading member of the Chinese Gold and Silver Exchange Society ("CGSE"), a self-regulatory organization registered in Hong Kong which acts as an exchange for the trading of gold and silver. Man Loong holds a Type AA License with the CGSE, which it uses to provide an electronic trading platform which customers of its agents can use to place trades in a CGSE price contract for Kilo Gold and Loco London Gold and Silver via the electronic trading platform or a telephonic transaction system. The agents' customers can access their account to check their gain/loss on their trading position 24 hours a day 7 days a week through Man Loong's electronic trading platform. Man Loong contracts with

independent agents, each with their own customers that seek to place trades for gold and silver price contracts with the CGSE using Man Loong's electronic trading platform, which is linked to the CGSE's electronic trading platform by reason of Man Loong's membership in the CGSE. All transactions and technologies used to execute trades are consummated and located at Man Loong's principal offices in Hong Kong. The various independent sales agents who use Man Loong's services, together with the agents' customer base, are located in Hong Kong and in the People's Republic of China. Neither we, nor Man Loong, conducts business in the United States or has agents, or any agreements with agents, or facilitate trades with any customers of agents that reside in the United States.

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

Man Loong Bullion Company Limited.  
Shenzhen Qian Hai Man Loong Bullion Company.

C. Describe the issuers' principal products or services.

The electronic trading platform, which is located in Hong Kong, is licensed by Man Loong from True Technology Company Limited ("True Technology"), a company organized under the laws of Hong Kong, and owned by Mr. Kee Yuen Choi, our Chief Executive Officer and 49.5% stockholder and Mr. Hak Yim Wong, one of our directors and stockholders. The electronic trading platform provides the various independent sales agents and their customers with CGSE price quotations on gold and silver price contracts, on a Loco London basis, as well as information updates on the gold and silver market, based on an evaluation of third-party market pricing sources such as Reuters or Bloomberg. The electronic trading platform also provides an agent's customers with up-to-date market data, trade reports and gain/ loss reports to assist them in evaluating their portfolio and effecting trades. In addition, the electronic trading platform communicates and confirms all of the trades that are placed by Man Loong agents and their customers with the CGSE and provides the agents and their customers with confirmation codes which confirm execution of the trades.

Man Loong's membership in the CGSE allows it to provide its electronic trading platform to facilitate trades on behalf of the agents' customers and/or the agents themselves, who can purchase trading positions in gold and/or silver on the CGSE, without Man Loong being required to become a counterparty to the trade or having to purchase or sell, as principal, any of the gold or silver subject to the price contract being traded. Man Loong merely operates an electronic trading platform which it licenses from True Technology that allows agents' customers to directly place trades and become the actual counterparty to the trade for a price contract, which is a product created by the CGSE for electronic trading that does not involve the physical transfer or delivery of any actual gold or silver.

All of Man Loong's revenue is derived from the commissions it receives on each trade for which it processes through the electronic trading platform it licenses from True Technology. Man Loong has 3 agents in Hong Kong which cover three main geographic areas, including Hong Kong Island, Kowloon and the New Territories. In mainland China, we have 10 agents located in Shanghai and Guangdong and Fujian provinces. Each of our agents in Hong Kong have between 100 – 150 customers and our agents in China each have between 100 and 600 customers.

The process for effectuating trades on Man Loong's platform are as follows: (i) orders are placed by the agents' customers on the trading platform; (ii) the platform, which has a direct connection with the GCSE, communicates the order to the CGSE; (iii) the GCSE matches the trade with a counterparty in the market, which counterparty is unknown to Man Loong, its agents' and their customers; (iv) the CGSE then confirms the trade and returns an official confirmation number to the customer through Man Loong's trading platform. The customer can use the confirmation code to verify on the CGSE website the completion of its trade. The trading position represented by the gold or silver price contract remains open until the customer places a trade order using the same procedures set forth in the preceding sentence, to close the open position. Man Loong, through its platform helps facilitate the trade as an official member of the CGSE and earns a commission for its services. Moreover, the gold or silver price contracts do not involve the physical transfer or delivery of any actual gold or silver as there is no physical asset securing the price contract.

Man Loong enters into an agency agreement with each agent for which it processes trades pursuant to which the agent agrees to pay a commission to Man Loong for each trade that Man Loong processes and the agent acknowledges that Man Loong has no responsibility for any trading losses suffered by it or its customers for the trades executed on their behalf. Man Loong does not accept customers directly without an agent representative and does not enter into agreements directly with customers for the placement of trades. Although the agent remains directly responsible to Man Loong for any trading losses, to help ensure that the respective agent's customers understand: (i) their assumption of trading risk; (ii) their obligations to their respective agents and (iii) that Man Loong does not have any responsibility for any of their trading losses, Man Loong requires that each agent representative's client for whom Man Loong is requested to process a trade to complete and sign a form acknowledging these risks and obligations prior to commencing trading activity. Any customer that seeks to open a trading account directly with Man Loong is assigned to an agent and is required to execute an agreement with an agent prior to placing a trade. Man Loong receives a commission from the agents ranging from \$20 to \$40 per trade processed by it regardless of the purchase price paid or received for the gold or silver contract and the agent assumes the sole responsibility to Man Loong and the CGSE for payment of the purchase price of the gold or silver contract traded by it or its customers and for any loss recognized on those trades.

Man Loong's agents require that all of its customers maintain accounts with the agent or Man Loong with a deposit a minimum of \$1,289 USD in a bank account, which ensures that agents can fund their customer's trading losses, if any, on contracts that are executed on Man Loong's trading platform. Each of the agent's customers enter into an agreement with the agent that directs the agent to either deposit funds into an account maintained by the agent or Man Loong's segregated bank account and authorizes the agent to withdraw money from such accounts as needed to cover losses and pay associated fees. Often the customers of the agents prefer to maintain accounts with Man Loong due to its independent nature and affiliation with the CGSE and Man Loong will maintain and monitor such bank accounts in a segregated bank account as an accommodation to its agents. If a customer does not maintain an initial margin deposit with Man Loong, the customer will make their initial margin deposit payment directly to their agent's account and prior to processing any trades on behalf of such customer, Man Loong requires confirmation of such deposit from the agent. For those customers that maintain initial margin deposits with their agent's, trade processing fees are billed by Man Loong to the agent at the end of the month.

As an accommodation to its agents, Man Loong also monitors the customer's total net trading position regardless of whether or not the deposit is placed with its bank. At any time that a price contract is open, and the agent's customer's unrealized trading losses are 80% or more of the deposit balance, Man Loong's system alerts Man Loong to request an increase in the customer's deposit balance. Typically, the agent's customer's trading account is frozen until the deposit balance is increased. In the event the unrealized trading losses equals the deposit balance, the agent's customer's trading account is immediately frozen and closed, the system then closes the trading positions with the CGSE and the deposit balance is paid to the agent so that the agent can fund the trading losses with the CGSE. With respect to bank accounts held by the agent's bank as opposed to the bank accounts which Man Loong's maintains, the agent provides Man Loong with the customer's deposit balance so that Man Loong can alert the agent and customer when unrealized trading losses are 80% of the customer's account balance; and Man Loong freezes the customer's trading account until the agent confirms that the deposit balance has been increased. Although Man Loong monitors customer accounts, Man Loong's agreements with its agents provide that the agent is responsible for all losses of customers and therefore, the agent and not Man Loong bears the risk that the customer's net trading position is closed when losses exceed the customer's deposit balance.

The agents often use Man Loong's offices and conference rooms as a physical place to meet with existing and potential customers, and Man Loong provides a dedicated investment center where agents and their customers can access the electronic trading platform to place and process price contract orders for gold, and silver and obtain up-to-date market data, trade reports and gain/ loss reports to assist them in evaluating their portfolio and effecting trades. The CGSE acts as a central clearing agency for all gold and silver price contracts traded in Hong Kong. The CGSE locates matching counterparties for all trades in precious metals submitted to it and then confirms the trades through a member firm, like Man Loong, with the actual parties to the price contract. Man Loong is registered with and licensed by the CGSE, a registered self-regulatory society in Hong Kong which also acts as an exchange for gold and silver.

## 5) Issuer's Facilities

*The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The issuer rents an office at Wordshop A2 25th FL TML Tower No. 3 Hoi Shing Road Tseun Wan, New Territories, Hong Kong for its staff on a month to month basis.

## 6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. 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 investors 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 owners.*

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	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
Lai Keung Chan	President, Chief Executive Officer, Secretary, Treasurer and director	c/o Sky Constant Century, Inc., Wordshop A2 25th FL TML Tower, Number 3 Hoi Shing Road, Hong Kong, PRC	61,007,620	common stock	50.8%	Disclaims beneficial ownership of shares held by Chui Yi Chan.
Lai Keung Chan	President, Chief Executive Officer, Secretary,	c/o Sky Constant Century, Inc., Wordshop A2 25th FL	1	Series A Preferred Stock	100%	

	Treasurer and director	TML Tower, Number 3 Hoi Shing Road, Hong Kong, PRC				
Tin Fai Chan	Holder of 5% of shares of common stock	Flat 04 18/F Wong Wui House Queen's Hill Estate Fanling, New Territories Hong Kong	6,000,000	common stock	5.0%	
Hiu Yee Chan	Holder of 5% of shares of common stock	Rm 1203 Wing Ka Hse Fuk Loi Estate Tsuen Wan, Nt Hong Kong	6,000,000	common stock	5.0%	
Ching Yee Chan	Holder of 5% of shares of common stock	Rm 1203 Wing Ka Hse Fuk Loi Estate Tsuen Wan, Nt Hong Kong	6,000,000	common stock	5.0%	
Hoi Ki Lui	Holder of 5% of shares of common stock	63d Luna Sky The Cullinan 1 Austin Road Tsim Sha Tsui, Kowloon Hong Kong	6,000,000	common stock	5.0%	
Xiaojie Wang	Holder of 5% of shares of common stock	Rm 1106 11/F Haleson Building 1 Jubilee Street Central Hong Kong	6,000,000	common stock	5.0%	
Ka Ling Tang	Holder of 5% of shares of common stock	Flat G 63/F Tower 5 Vision City 1 Yueng Uk Rd Tsuen Wan, Nt Hong Kong	6,000,000	common stock	5.0%	
Meizhen Chen	Holder of 5% of shares of common stock	Rm 1106 11/F Haleson Building 1 Jubilee Street Central Hong Kong	6,000,000	common stock	5.0%	
Qiaoling Yuan	Holder of 5% of shares of common stock	Rm 1106 11/F Haleson Building 1 Jubilee Street Central Hong Kong	6,000,000	common stock	5.0%	
Xihun Wu	Holder of 5% of shares of common stock	Workshop A2 25/F Tml Tower 3 Hoi Shing Road Tsuen Wan, Nt Hong Kong	6,000,000	common stock	5.0%	

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

No

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

No

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

No

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

No

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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.

No

## 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.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jeffrey Turner  
Address 1: 897 W. Baxter Dr  
Address 2: South Jordan, UT 84095  
Phone: 801.810.4465  
Email: jeff@jdt-legal.com

### Accountant or Auditor

Name: Caren Currier  
Firm: \_\_\_\_\_  
Address 1: 2313 Hollyhill Lane  
Address 2: Denton, TX 76205  
Phone: 626.429.2780  
Email: carenlarsen@hotmail.com

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### *All other means of Investor Communication:*

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

### 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.

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Danny Pan  
Title: Consultant  
Relationship to Issuer: Consultant

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

- IFRS  
 U.S. GAAP

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

Name: Danny Pan  
Title: Consultant  
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> Bachelor's degree

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

### **Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

## 10) Issuer Certification

*Principal Executive Officer:*

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<sup>5</sup> 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.

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, Lai Keung Chan certify that:

1. I have reviewed this Disclosure Statement for ACC Aviation Holdings Ltd;
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.

August 11, 2024 [Date]

/s/ Lai Keung Chan [CEO's Signature]

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

*Principal Financial Officer:*

I, Lai Keung Chan certify that:

1. I have reviewed this Disclosure Statement for ACC Aviation Holdings Ltd;
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.

August 11, 2024 [Date]

/s/ Lai Keung Chan [CFO's Signature]

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

**Sky Constant Century, Inc.**  
**Condensed Consolidated Balance Sheets**  
(unaudited)

	<b>June 30,</b> <b>2024</b>	<b>Mach 31,</b> <b>2024</b>
<b>Assets</b>		
Current assets		
Cash	393,069	416,223
Accounts Receivable	11,125	1,125
Prepaid expense		
Amount due from a director	473,366	473,366
Fixed Assets, net	2,601	2,837
<b>Total assets</b>	<b>880,161</b>	<b>893,551</b>
<b>Liabilities and Stockholders' Deficit</b>		
Current Liabilities		
Accounts payable and accrued liabilities	30,586	42,951
Related party notes payable		
<b>Total current liabilities</b>	<b>30,586</b>	<b>42,951</b>
<b>Total liabilities</b>	<b>30,586</b>	<b>42,951</b>
Stockholders' Deficit		
Preferred stock, \$0.0001 par value, 15,000,000 shares authorized; 1 and 1 share of Series A issued and outstanding at June 30, 2024 and December 31, 2023, respectively		
Common stock, \$0.0001 par value, 1,000,000,000 authorized; 120,105,533 and 102,520 shares issued and outstanding as of June 30, 2024 and March 31, 2024, respectively	12,010	12,010
Additional paid in capital	1,528,654	1,528,654
Accumulated deficit	(775,505)	(773,824)
Other comprehensive income	84,416	83,760
<b>Total stockholders' deficit</b>	<b>849,575</b>	<b>850,600</b>
<b>Total liabilities and stockholders' deficit</b>	<b>\$ 880,161</b>	<b>\$ 893,551</b>

The accompanying notes are an integral part of these financial statements

**Sky Constant Century, Inc.**  
**Condensed Consolidated Statements of Operations**  
**(unaudited)**

	<b>Three months ended June 30, 2024</b>	<b>Three months ended June 30, 2023</b>
<b>Revenue</b>	\$ 10,000	\$ 30,616
<b>Operating expenses</b>		
General and administrative expenses	\$ 12,236	\$ 13,815
Sales and marketing		
Total operating expenses	\$ 12,236	\$ 13,815
Income (loss) from Operations	\$ -2,236	\$ 16,801
<b>Other income (expense)</b>		
Total other income	555	685
<b>Net income (loss) before income taxes</b>	<b>\$ (1,681)</b>	<b>\$ 17,486</b>
Income tax expenses	\$ -	\$ 1,237
<b>Net (loss) income attributable to ordinary shareholders</b>	<b>\$ (1,681)</b>	<b>\$ 16,249</b>
<b>Earnings per share</b>		
Net loss per common share – basic and diluted	\$ -0.00	\$ 0.17
<b>Weighted average number of ordinary shares</b>		
Basic and diluted	\$ 120,105,533	102,520

The accompanying notes are an integral part of these financial statements

**Sky Constant Century, Inc.**  
**Condensed Consolidated Statements of Changes in Stockholders' Equity (Deficit)**  
**(unaudited)**

	<u>Ordinary Shares</u>		Additional paid in capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total
	Shares	Amount				
Balance, June 30, 2023	102,520	\$ 10	\$ 1,528,654	\$ (782,372)	\$ 81,734	\$ 828,026
Fractional shares from Reverse Stock Split 3,013	3,013					\$ -
Foreign currency translation adjustments					\$ (423)	\$ (423)
Net income (loss)				\$ (39,737)		\$ (39,737)
Balance, September 30, 2023	105,533	\$ 10	\$ 1,528,654	\$ (822,109)	\$ 81,311	\$ 787,866
Foreign currency translation adjustments					\$ 8,134	\$ 8,134
Net income (loss)				\$ (11,431)		\$ (11,431)
Balance, December 31, 2024	105,533	\$ 10	\$ 1,528,654	\$ (833,540)	\$ 89,445	\$ 784,569
Share issuance	120,000,000	\$ 12,000				\$ 12,000
Foreign currency translation adjustments					\$ (5,685)	(5,685)
Net income (loss)				\$ 59,716		59,716
Balance, March 31, 2024	120,105,533	\$ 12,010	\$ 1,528,654	\$ (773,824)	\$ 83,760	\$ 850,600
Foreign currency translation adjustments					\$ 656	\$ 656
Net income (loss)				\$ (1,681)		\$ (1,681)
Balance, June 30, 2024	120,105,533	\$ 12,010	\$ 1,528,654	\$ (775,505)	\$ 84,416	\$ 849,575

The accompanying notes are an integral part of these financial statements

**Sky Constant Century, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
**(unaudited)**

	Year ended June 30,	
	2024	2023
<b>Cash Flows From Operating Activities:</b>		
Net income (loss)	\$ (1,681)	\$ 16,249
Adjustments to reconcile net loss to net cash used in operating activities:		
Accounts receivable	(10,000)	126,392
Depreciation	236	236
Prepayments	-	
Accounts payable	(12,365)	(5,535)
Amounts due to a related party	-	-
Net cash used in operating activities	<u>(23,810)</u>	<u>137,342</u>
<b>Cash Flows From Investing Activities:</b>		
Deconsolidation - cash held for sale		
Purchase fixed assets		(17,208)
Net cash provided by investing activities	<u>-</u>	<u>(17,208)</u>
<b>Cash Flows From Financing Activities:</b>		
Proceeds from related party loans		46,242
Net cash provided by financing activities	<u>-</u>	<u>46,242</u>
Effect of exchange rate changes on cash, cash equivalents	656	(8,207)
Net change in cash	(23,154)	158,169
<b>Cash, beginning of period</b>	416,223	529,787
<b>Cash, end of period</b>	<u>\$ 393,069</u>	<u>\$ 687,956</u>

The accompanying notes are an integral part of these financial statements

**ACC AVIATION HOLDINGS, LTD.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(Unaudited)**

**Note 1 – Organization and basis of accounting.**

***Business Description***

Sky Constant Century, Inc. (“SKYC” or “the Company”) was incorporated in Delaware on January 28, 2013. The Company provides trading services for gold and silver trading positions on Man Loong’s proprietary, 24-hour electronic trading platform, and its telephone transaction system located in Hong Kong, and licenses of access to its trading platform.

The Company is licensed through the Chinese Gold and Silver Exchange Society (“CGSE”) a self- regulatory organization located in Hong Kong which acts as an exchange for the trading of Kilo gold and Loco London gold and silver price indices quoted on the London Metals Exchange. The Company is not a counter party for trades entered through its trading platform and telephone transaction system, and instead, contracts with agents who pay Man Loong a fixed commission on each trade that the Company executes for its agents and their customers.

In April 2016, Man Loong received a license from the CGSE to trade gold contracts in the new Qian Hai trade zone in Shenzhen, China. Man Loong formed a new subsidiary, Shenzhen Qian Hai Man Loong Bullion Company Ltd. (“Shenzhen Qian Hai”) organized as a Wholly Foreign Owned Enterprise under PRC law. The new license will allow Man Loong to provide its trading platform and supporting services to its existing and new customers who are citizens of the PRC to trade gold contracts through Shenzhen Qian Hai. The Shenzhen Qian Hai office is located in CGSE office center in Shenzhen, China. The CGSE office center in Shenzhen provides office space and accounting services to Shenzhen Qian Hai Man Loong Bullion Company Ltd. As of March 31, 2024, Shenzhen Qian Hai was discontinued the operation and de-registered with local government authority.

On April 18, 2023, the Company filed a Certificate of Amendment with the Delaware Secretary of State changing the name of the Company from “e-Bullion, Inc”. to “Sky Constant Century, Inc.” On August 3, 2023, Financial Industry Regulatory Authority (“FINRA”) approved the name change.

Concurrently, the Company filed for a reverse split of the Company’s common stock, at the ratio of 1 for 5000 (the “Reverse Stock Split”), which was declared effective by Financial Industry Regulatory Authority (“FINRA”) effective August 3, 2023. All fractional shares resulting from the Reverse Stock Split were rounded up to the nearest whole share. All share and per-share data and amounts have been retroactively adjusted as of the earliest period presented in the unaudited consolidated financial statements to reflect the Reverse Stock Split.

***Basis of Presentation and Organization***

This summary of significant accounting policies of Sky Constant Century, Inc. (“the Company”) is presented to assist in understanding the Company’s financial statements. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the accompanying financial statements. While the Company has commenced generating revenues from its principal business purpose during the most recently completed year ended March 31, 2024, we remain in the development stage in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic No. 915 (SFAS No. 7). The Company has elected a fiscal year end of December 31.

The accompanying financial statements are prepared on the basis of accounting principles generally accepted in the United States of America (“GAAP”). The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. To continue as a going concern, the Company is actively pursuing additional funding and

strategic partners to enable it to implement its business plan. In addition, the Company is also working to devote more efforts to improve its operation and generate more profits. Management believes that these actions will allow the Company to continue its operations through the next fiscal year.

## **Note 2 – Summary of significant accounting policies**

### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the 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. Significant items subject to estimates and assumptions include timing of recognition of commission revenue on insurance policy renewals and expenses related thereto, along with costs associated with policy acquisition and our allowance for doubtful accounts. Actual results could differ from those estimates.

### **Cash and Cash Equivalents**

For purposes of reporting within the statement of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

### **Share-based compensation**

We account for stock-based compensation in accordance with ASC 718, *Compensation – Stock Compensation*. Under the fair value recognition provision of this guidance, share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the requisite service period and reduced for actual forfeitures in the period they occur. Stock-based compensation is included as consulting expenses in our consolidated statements of operations.

### **Acquisition**

The Company accounts for business combinations in accordance with Accounting Standards Codification (“ASC”) 805, Business Combinations. The results of businesses acquired in a business combination are included in the Company’s consolidated financial statements from the date of the acquisition. Purchase accounting results in assets and liabilities of an acquired business generally being recorded at their estimated fair values on the acquisition date. Any excess consideration over the fair value of assets acquired and liabilities assumed is recognized as goodwill. Transaction costs associated with business combinations are expensed as incurred and are included in general and administrative related costs in the consolidated statements of operations. The Company performs valuations of assets acquired and liabilities assumed and allocates the purchase price to its respective assets and liabilities. Determining the fair value of assets acquired and liabilities assumed requires management to use significant judgment and estimates.

### **Accounts Receivable**

The Company’s accounts receivables arise from provision of services to customers and reimbursements for our of pocket costs invoiced to customers. In general the Company invoices for services rendered at the time the service is provided or the cost incurred. In the event the Company does have accounts receivable, the Company will evaluate each reporting period to provide a reserve against accounts receivable for estimated losses that may result from a customer’s inability to pay based on customer-specific analysis and general matters such as current assessments of past due balances, economic conditions and forecasts, and historical credit loss activity. Amounts determined to be uncollectible will be charged or written-off.

### **Revenue Recognition**

The Company has adopted ASC 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from service related agreements and contracts by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied. Customers are billed for services in installments as they are performed either based on agreed contract terms or on a monthly basis for those clients to whom we provide recurring monthly services.

### **Property and Equipment, Net**

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation of property and equipment is computed using the straight-line method over their estimated useful lives of five to seven years for furniture and equipment and three to five years for computer hardware and software. Leasehold improvements are amortized on a straight-line basis over the lesser of their useful life or the term of the lease. Upon retirement or sale, the cost and related accumulated depreciation or amortization are removed from the Condensed Consolidated Balance Sheets and the resulting gain or loss is reflected in the Condensed Consolidated Statements of Operations. Repairs and maintenance are expensed as incurred

### **Goodwill and Other Long-Lived Assets**

Goodwill represents the excess of the cost of an acquired business over the fair value of the identifiable tangible and intangible assets acquired and liabilities assumed in a business combination.

In accordance with guidance within FASB ASC 350 “Intangibles - Goodwill and Other,” goodwill and identifiable intangible assets with indefinite lives are not subject to amortization but must be evaluated for impairment.

We evaluate long-lived assets, including finite-lived intangible assets, for impairment by comparison of the carrying amounts to future net undiscounted cash flows expected to be generated by such assets when events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Should an impairment exist, the impairment loss would be measured based on the excess carrying value of the asset over the asset’s fair value or estimates of future discounted cash flows.

For goodwill and indefinite-lived intangible assets, in-process research and development, we review for impairment Quarterly and upon the occurrence of certain events as required by ASC Topic 350, “Intangibles — Goodwill and Other.” Goodwill and indefinite-lived intangible assets are tested at least Quarterly for impairment and more frequently if events or changes in circumstances indicate that the asset might be impaired. We review goodwill for impairment by first assessing qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. If we are able to determine that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, we would conclude that goodwill is not impaired. If the carrying amount of a reporting unit is zero or negative, the second step of the impairment test is performed to measure the amount of impairment loss, if any, when it is more likely than not that a goodwill impairment exists.

### **Basic and Diluted Net Income (Loss) Per Share**

The Company computes net income (loss) per share in accordance with ASC 260, *Earning per Share*. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. At June 30, 2024 there were no potentially dilutive shares.

## **Fair Value of Financial Instruments**

FASB ASC 820, Fair Value Measurements and Disclosures, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. FASB ASC 820 describes three levels of inputs that may be used to measure fair value:

*Level 1* – Quoted prices in active markets for identical assets or liabilities.

*Level 2* – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

*Level 3* – Unobservable inputs that are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level of input that is significant to the fair value measurement of the instrument.

## **Foreign Currency**

Translation and Remeasurement Items included in the condensed consolidated financial statements of the Company and its subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The Company's reporting currency is the U.S. dollar.

## **Income taxes**

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and net operating loss and credit carryforwards. Deferred tax assets and liabilities are measured at rates expected to apply to taxable income in the years in which those temporary differences and carryforwards are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statement of operations in the period that includes the enactment date. A valuation allowance is recorded when it is not more likely than not that all or a portion of the net deferred tax assets will be realized.

## **Recently issued accounting pronouncements**

The Company has reviewed other recently issued accounting pronouncements and plans to adopt those that are applicable to it. The Company does not expect the adoption of any other pronouncements to have an impact on its results of operations or financial position.

## **Note 3 – Going Concern**

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. As reflected in the accompanying consolidated financial statements, the Company had a negative retained earnings or accumulated deficit as of June 30, 2024. This raised doubt about its ability to continue as a going concern. In view of the matters described above, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheet is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to raise additional capital, obtain financing and succeed in its future operations. The 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 be necessary should the Company be unable to continue as a going concern.

To continue as a going concern, the Company is actively pursuing additional funding and strategic partners to enable it to implement its business plan. In addition, the Company is also working to devote more efforts to improve its operation and generate more profits. Management believes that these actions will allow the Company to continue its operations through the next fiscal year.

#### **Note 4 – Equity.**

##### *Common Stock*

As of June 30, 2024, the Company is authorized to issue 1,000,000,000 shares of common stock with a par value of \$0.0001. All shares have equal voting rights, are non-assessable, and have one vote per share. The total number of shares of Company common stock issued and outstanding as of June 30, 2024 and March 31, 2024, was 120,105,533 and 120,105,533 shares, respectively.

##### *Preferred Stock*

The Company is authorized to issue 10 share of Series A preferred stock with a par value of \$0.0001 per share. As of June 30, 2024, 1 share of Series A preferred stock was issued and outstanding.