

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): December 3, 2024

Alpha One Inc.

(Exact Name of Registrant as Specified in its Charter)

Wyoming	N/A	27-1310226
(State of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
No. 203, F2.62A, 2F, Tianzhan Building, No. 4 Tanran 5th Road, Tian'an Community, Shatou Street, Futian District, Shenzhen, Guangdong Province, People's Republic of China		518000
(Address of principal executive offices)		(Zip Code)

(86) 18665899854

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Securities registered under Section 12(g) of the Exchange Act: None

Securities registered pursuant to Section 12(b) of the Act: None

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	AOAO	N/A

Item 5. Other Events.

On December 3, 2024, Alpha One Inc’s stockholders approved an amendment to its Certificate of Incorporation effecting a seven-for-one reverse split of Alpha One Inc’s common stock. The amendment was approved by the holders of 97% of the issued and outstanding shares of Alpha One Inc’s common stock. The reverse split is still in process, effective date is to be determined. After the reverse stock split, every seven shares of Alpha One Inc’s old common stock will be converted into one share of Alpha One Inc’s new common stock. Fractional shares resulting from the reverse stock split will be settled by rounding up.

Alpha One Inc’s new common stock began trading on the OTC markeekts. Alpha One Inc’s new common stock continues to be traded under the symbol AOAO. A new CUSIP number has been issued for Alpha One Inc’s new common stock (“02077K208”) to distinguish stock certificates issued after the effective date of the reverse stock split. Alpha One Inc’s old CUSIP number was 02077K109.

All stockholders holding physical stock certificates are required to surrender their old stock certificates in exchange for new stock certificates. Alpha One Inc’s stockholders should not send their stock certificates to the Company. Stockholders will be notified by Alpha One Inc’s transfer agent, American Stock Transfer and Trust Company, regarding the process for exchanging existing stock certificates representing pre-split shares. Options to purchase Alpha One Inc’s common stock will be adjusted in accordance with their terms to reflect the reverse stock split.

Financial Statements and Exhibits.

DIRECTOR RESOLUTIONS, dated December 3rd, 2024.

RESOLUTIONS OF SHAREHOLDERS MEETING, dated December 3rd, 2024.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Alpha One Inc
(Registrant)

By: /s/ Shuhua Liu
Shuhua Liu
CEO

Date: December 12, 2024

ALPHA ONE INC.

**CORPORATE RESOLUTION OF THE BOARD OF DIRECTORS
APPROVING PROPOSED AMENDMENTS TO ARTICLE XI OF THE
COMPANY'S ARTICLE OF INCORPORATION AND
APPROVING A 7 FOR 1 REVERSE STOCK SPLIT**

December 3rd, 2024

In conformity with the applicable laws of the State of Wyoming, the undersigned, being the sole director of ALPHA ONE INC., a Wyoming corporation (the "**Company**"), acting by a meeting of all board of directors, do hereby consent to and adopt the following resolutions, said actions to have the same force and effect as if duly adopted and taken at a meeting of the Board of the Directors of the Company (the "**Board**") duly called and held for such purpose on the date first set forth above, with a full quorum present and acting throughout:

WHEREAS, it resolved to implement a stock split as follows. In order to create an environment conducive to investment and to expand the investor base by reducing the amount of the Company's stock per investment unit.

The board of directors proposes that the board of directors meeting resolves on a share split 7:1, whereby seven shares is merged into one share, and that § 11 in the company's articles of association is amended so that the number of common shares shall reflect the stock split. Following completion of the share split, the number of shares will change from 76,809,533 shares to 10,972,790 shares.

RESOLVED, the board of directors is authorized to determine the record date for the split of the company's shares.

RESOLVED, that the filing of the Article of Amendment with the Secretary of State of the State of Wyoming be, and it hereby is, authorized and approved.

RESOLVED, that the undersigned directors for the Company, acting singly or as a group, be, and each hereby is, authorized and directed to make all arrangements, to pay all such fees and expenses, to do and perform all such acts and things and to execute and deliver or file, in the name and on behalf of the Company, all such instruments, reports, notices, consents, waivers, certificates and other documents, as such officer may deem necessary or appropriate to effectuate the foregoing resolutions or otherwise in connection with the transactions described in or contemplated herein (such determination to be conclusively, but not exclusively, evidenced by the taking of such actions or by the execution of such instruments, reports and documents);

RESOLVED, that any action taken by any director, officer, employee, or agent of the Company on or prior to the date hereof in furtherance of any of the foregoing matters be, and each such action hereby is, approved, ratified and confirmed in all respects as the action and deed of the Company; and

IN WITNESS WHEREOF, the undersigned have executed this Action by as of the
3rd day of December, 2024.

A handwritten signature in black ink, appearing to be 'Shuhua LIU', is written over a horizontal line. The signature is stylized and includes a vertical stroke extending downwards from the line.

Name: Shuhua LIU
Title: Director

ACKNOWLEDGEMENT BY ATTORNEY

STATE OF NEW YORK

I HEREBY CERTIFY, that on this 3rd day of Dec., 2024
before me, a New York licensed attorney, personally appeared Shuhua Liu, and
acknowledged the foregoing Officer's Certificate to be the Shuhua Liu's duly
authorized act.

AS WITNESS,

Li Weng.

Li Weng, Esq.
Licensed in NY. DC. US District Court for the District of Maryland
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Baltimore MD 21208
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wenglidk@foxmail.com

Date
☐

12.03.2024

RESOLUTIONS OF SHAREHOLDERS' MEETING

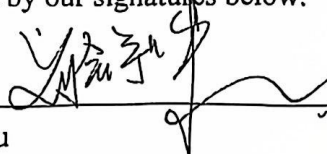
RESOLUTIONS OF A MEETING OF SHAREHOLDERS (the "Shareholders") of ALPHA ONE, INC (the "Corporation") held at No. 203, F2.62A, 2F, Tianzhan Building, No.4 Tanran 5th Road, Tian'an Community, Shatou Street, Futian District, Shenzhen, Guangdong Province, China on 3rd day of December, 2024.

The following Shareholders were present, constituting 97.75% of Shareholders of the Corporation:

- Shuhua Liu
- Goldcrown International (HK) Limited
- Zhongyun Global International Group Limited
- Sun Horn Limited


97.75% of the Shareholders of the Corporation being present, formal notice calling the meeting was dispensed with, and the meeting declared to be regularly called.

The following memorandum was then read and ordered to be inserted in these RESOLUTIONS: "We, the Shareholders of the Corporation consent to this meeting being held at the above time and place and do waive notice and publication of this meeting and consent to the transaction of such business as may have come before it, as testified by our signatures below."


Shuhua Liu


Goldcrown International (HK) Limited


Zhongyun Global International Group Limited


Sun Horn Limited

UPON A MOTION DULY MADE, seconded and unanimously carried, Shuhua Liu acted as Chairperson of the meeting and Yangxiong Wei as Secretary of the meeting.

The Chairperson presented to the meeting and the following resolutions were offered, seconded and unanimously adopted.

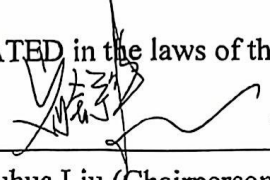
BACKGROUND:

1. The Corporation is a corporation organized and operating in accordance with the laws of the State of Wyoming.
2. The Shareholders desire to make certain resolutions.

IT WAS RESOLVED THAT:

1. RESOLVED on a share split 7:1, whereby seven shares is merged into one share, and that § 11 in the company's articles of association is amended so that the number of common shares shall reflect the stock split. Following completion of the share split, the number of shares will change from 76,809,533 shares to 10,972,790 shares.
2. RESOLVED, that the filing of the Article of Amendment with the Secretary of State of the State of Wyoming be, and it hereby is, authorized and approved.
3. RESOLVED, that registration of common shares with SEC and FINRA, and will do a stock incentive plan.
4. There being no further business to come before the meeting, the meeting was adjourned.

DATED in the laws of the State of Wyoming, this 3rd day of December, 2024.



Shuhua Liu (Chairperson)

ACKNOWLEDGEMENT BY ATTORNEY

STATE OF NEW YORK

I HEREBY CERTIFY, that on this 3rd day of December, 2024

before me, a New York licensed attorney, personally appeared Shuhua Liu, and Wei Chen, and acknowledged the foregoing Officer's Certificate to be the Hongyan Li's and Wei Chen's duly authorized act.

AS WITNESS,

Li Weng

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wenglidk@foxmail.com

Date 12.03.2024