

SUCCESS HOLDING GROUP CORP, USA

d/b/a

US CLEAN WATER TECHNOLOGY, INC.

605 Sandy Plains Road, Suite 240
Marietta, GA 30066

770-777-6795

No Website

wbosso1@comcast.net

Quarterly Report

For the period ending June 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

21,114,126 as of June 30, 2024

21,114,126 as of December 31, 2023

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 Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "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.

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

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.

Prior to September 20, 2021, Success Holding Group Corp. USA (the "Company" or "Success") was a Colorado company. Effective September 20, 2021, Success reincorporated and is now an Oklahoma company ("Oklahoma"). Prior to January 2013, Success's name was Nanometer Storage Corporation. Prior to April 2008, Nanometer Storage Corporation's name was Istran Technologies, Inc. Prior to July 2004, Istran Technologies, Inc's name was Andar Enterprises, Inc, as incorporated in the State of Colorado.

On September 20, 2021 (the "Share Exchange Date") Success acquired all of the common shares of US Clean Water, Inc. ("Wyoming") under a certain Share Exchange Agreement. Since the shareholders of Wyoming obtained voting and board control of Success immediately after the acquisition, the exchange transaction was treated as a reverse recapitalization of Wyoming.

On October 4th, 2021, Oklahoma, by corporate action, amended its Certificate of Incorporation, changing the name of the Company to US Clean Water Technology, Inc. As a result of a rejected FINRA application, effective December 28, 2023, Oklahoma, by corporate action, amended its Certificate of Incorporation, changing the name back to Success Holding Group Corp. USA. The Company is doing business as ("d/b/a") US Clean Water Technology, Inc. and upon an approval from FINRA, will file a final amended Certificate of Incorporation for Oklahoma to change the name to US Clean Water Technology, Inc.

Current State and Date of Incorporation or Registration:

Success is an Oklahoma domiciled company – effective September 20, 2021 and its wholly owned subsidiary, US Clean Water, Inc., is a Wyoming domiciled company – effective June 22, 2021.

Standing in this jurisdiction: (e.g. active, default, inactive): Active in both Oklahoma and Wyoming.

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

Success was a State of Colorado company prior to September 20, 2021 when it reincorporated as Oklahoma.

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:

None

Address of the issuer's principal executive office:

3605 Sandy Plains, Road, Suite 240, Marietta, GA 30066

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: Globex Transfer, LLC
Phone: 813-344-4490
Email: er@globextransfer.com
Address: 780 Deltona Blvd., Suite 202, Deltona, FL 32725

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>SHGR</u>
Exact title and class of securities outstanding:	<u>COMMON</u>
CUSIP:	<u>864583 109</u>
Par or stated value:	<u>\$0.00001</u>
Total shares authorized:	<u>2,000,000,000 as of date: June 30, 2024</u>
Total shares outstanding:	<u>21,114,126 as of date: June 30, 2024</u>
Total number of shareholders of record:	<u>51 as of date: 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.

Trading symbol:	<u>NONE</u>
Exact title and class of securities outstanding:	<u>PREFERRED A</u>
CUSIP:	<u>NONE</u>
Par or stated value:	<u>\$0.00001</u>
Total shares authorized:	<u>10 as of date: June 30, 2024</u>
Total shares outstanding:	<u>0 as of date: June 30, 2024</u>
Total number of shareholders of record:	<u>0 as of date: June 30, 2024</u>

Trading symbol:	<u>NONE</u>
Exact title and class of securities outstanding:	<u>PREFERRED B</u>
CUSIP:	<u>NONE</u>
Par or stated value:	<u>\$0.00001</u>
Total shares authorized (DESIGNATED)	<u>49,999,990 as of date: June 30, 2024</u>
Total shares outstanding:	<u>100,000 as of date: June 30, 2024</u>
Total number of shareholders of record:	<u>1 as of date: June 30, 2024</u>

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

NONE

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.

Voting rights and dividends as declared and approved by the Board of Directors.

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

The Class A and Class B Preferred Stock shall, with respect to rights on liquidation, winding up and dissolution, rank pari passu to the Common Stock. The holders of shares of Class A and Class B preferred stock have no dividend rights except as may be declared by the Board in its sole and absolute discretion, out of funds legally available for that purpose. In the event of any dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, the holders of Class A and Class B preferred stock shall be entitled to participate in any distribution out of the assets of the Corporation on an equal basis per share with the holders of the common stock. The holders of Class A and Class B preferred stock shall have no conversion rights.

If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to 2 times the sum of:

- i) the total number of shares of common stock which are issued and outstanding at the time of voting, plus
- ii) the total number of shares of any Preferred Stocks which are issued and outstanding at the time of voting.

The holders of Class B preferred stock shall have the right to cast fifty (50) votes for each share held of record on all matters submitted to a vote of holders of the Company's common stock, including the election of directors, and all other matters as required by law. There is no right to cumulative voting in the election of directors. The holders of Class B preferred stock shall vote together with all other classes and series of common stock of the Company as a single class on all actions to be taken by the common stockholders of the Company except to the extent that voting as a separate class or series is required by law.

A. 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>1/1/2022</u> Common: <u>21,114,126</u> Preferred: <u>100,000</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.
Shares Outstanding on Date of This Report: Date <u>06/30/2024</u> <u>Ending Balance</u> : Date <u>06/30/2024</u> Common: <u>21,114,126</u> Preferred: <u>100,000</u>									

Example: A company with a fiscal year end of December 31st 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 December 31, 2023 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:

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)

*****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:

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.

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

The Company currently has no operations.

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

The Company is an Oklahoma domiciled company with its wholly owned subsidiary, US Clean Water, Inc., a Wyoming domiciled company.

C. Describe the issuers' principal products or services.

The primary objective of the Company is to possess exclusive licenses to proprietary technology that treats and cleans water; processes leachate; services oil fields; and can be used for tire reclamation projects. Through acquisitions and partnerships, the Company intends to deploy the licensed water cleaning & treating technology and systems throughout the United States.

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.

Effective July 15, 2021, the Company executed an exclusive license agreement with US Clean Water Technology, LLC, a related party ("LICENSOR") for its Environmental Treatment Technologies and Environmental Apparatus whereby the Company would use the intellectual property worldwide in the design, development, and sale of the licensed applications and products pursuant to the terms and conditions hereinafter provided. These include:

1. Intellectual Property - The inventions, systems, methods, apparatuses, techniques, and know-how embodied in the Environmental Treatment Technologies and Environmental Treatment Apparatus being:

a. the Environmental Treatment Technology.

b. all future Environmental Treatment Technology developed by the LICENSOR utilizing the underlying proprietary technology and or trade secrets that are currently owned by LICENSOR.

2. Licensed Products:

a. The Pyrolysis system for the LICENSORS Water cleaning & treating technology with anticipated immediate uses to treat leachate; service oil field water contamination issues; and tire reclamation projects.

b. All other applications of all current and future Environmental Treatment

The Company shall have Right of First Refusal to license any other applications, either currently known or unknown, under terms similar to those contained herein. This shall include, but not be limited to any additional applications that LICENSOR may develop, such as the "FOG" application as generated by municipal wastewater treatment systems and agricultural applications. This term of the agreement is five (5) years and shall be automatically renewable for five (5) year extension periods provided the LICENSOR has met the Exclusive Licensing Agreement milestones.

As consideration for the license agreement, the Company agreed to pay a one-time license payment of \$1,500,000. Additionally, the Licensee purchased 10,500,000 shares of the Company's \$0.00001 par value common stock as a founding shareholder

The \$1,500,000 cash payment is due as follows, by virtue of a signed mutual extension:

- Six Hundred Thousand (\$600,000) Dollars due on the earlier of the payment from the first sale of a water treatment unit or March 31, 2025; and
- Six Hundred Thousand (\$600,000) Dollars due on the earlier of the payment from the second sale of a water treatment unit or June 30, 2025; and
- Three Hundred Thousand (\$300,000) Dollars due on the earlier of the payment from the third sale of a water treatment unit or September 30, 2025.

To maintain its exclusivity, the Company must meet the following performance guarantees for the end of each fiscal year ended December 31:

- 1) 2024: Minimum sale of Four Units or \$100,000 cash with payment made on or before 3/31/2025.
- 2) 2025: Minimum sale of Five Units or \$150,000 cash with payment made on or before 3/31/2026.
- 3) 2026: Minimum sale of Five Units or \$150,000 cash with payment made on or before 3/31/2027.
- 4) 2027 Minimum sale of Five Units or \$150,000 cash with payment made on or before 3/31/2028.

In the event that the Company does not meet the performance guarantees, the terms of the license agreement will become non-exclusive.

The Company will provide LICENSOR with the following: including but not limited to

- 1) Back Office Management
- 2) Five percent (5%) royalty to LICENSOR for all sales of products that are derivative of the License.
- 3) Reimbursement to LICENSOR of reasonable and preapproved expenses.

On the effective date of the license agreement, the Company determined that since the license agreement was with a related party who is also a significant shareholder, in accordance with Staff Accounting Bulletin 5 (G), "Transfers of Nonmonetary Assets by Promoters or Shareholders", recorded the \$1,500,000 license fee as a component of additional paid in capital.

As a result of the cash consideration not being paid as of June 30, 2024, \$1,200,000 of the fee has been recorded as accrued license fee – current and \$300,000 recorded as accrued license fee - long-term. At December 31, 2023, all \$1,500,000 of the fee was recorded as accrued license fee – long-term.

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 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>US Clean Water Technology, LLC</u>	<u>Owner of more than 5%</u>	<u>Austin, Texas</u>	<u>10,500,000</u>	<u>Common</u>	<u>49.97%</u>	<u>Kurt Swogger</u>
<u>Madbrook Holdings, LLC</u>	<u>Owner of more than 5%</u>	<u>Marietta, Georgia</u>	<u>3,000,000</u>	<u>Common</u>	<u>14.28%</u>	<u>Rose Bosso</u>
<u>Success International Holding Group, Inc.</u>	<u>Owner of more than 5%</u>	<u>Taipei City, Taiwan</u>	<u>1,378,197</u>	<u>Common</u>	<u>6.53%</u>	<u>Steve Chen</u>
<u>William Bosso</u>	<u>CEO and Director</u>	<u>Marietta, Georgia</u>	<u>0</u>	<u>N/A</u>	<u>0%</u>	<u>N/A</u>
<u>Kurt Swogger</u>	<u>President and Director</u>	<u>Austin, Texas</u>	<u>0</u>	<u>N/A</u>	<u>0%</u>	<u>N/A</u>
<u>Kurt Swogger</u>	<u>President and Director</u>	<u>Austin, Texas</u>	<u>100,000</u>	<u>Preferred – Class B (A)</u>	<u>100%</u>	<u>N/A</u>
<u>Swogger Family Trust DTD 11/1/2008</u>	<u>Chairman of the Board</u>	<u>Austin, Texas</u>	<u>1,000,000</u>	<u>Common</u>	<u>4.74%</u>	<u>Kurt Swogger</u>
<u>Bruce Hall</u>	<u>CFO and Director</u>	<u>Coppell, Texas</u>	<u>0</u>	<u>N/A</u>	<u>0%</u>	<u>N/A</u>
<u>John Graves</u>	<u>Vice President</u>	<u>Clifton, Texas</u>	<u>1,000,000</u>	<u>Common</u>	<u>4.74%</u>	<u>N/A</u>
<u>James Aslaksen</u>	<u>Vice President and Director</u>	<u>Seattle, Washington</u>	<u>500,000</u>	<u>Common</u>	<u>2.37%</u>	<u>N/A</u>

- (A) The holders of Class B preferred stock shall have the right to cast fifty (50) votes for each share held of record on all matters submitted to a vote of holders of the Company's common stock, including the election of directors, and all other matters as required by law. There is no right to cumulative voting in the election of directors. The holders of Class B preferred stock shall vote together with all other classes and series of common stock of the Company as a single class on all actions to be taken by the common stockholders of the Company except to the extent that voting as a separate class or series is required by law.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to 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);

Bruce Hall, the CFO and a director of the Company was subject to an indictment on November 03,2022 in Collin County, Texas. However, the case was dismissed by the State with prejudice on September 25,2023 for interest of justice. Additionally, effective May 30, 2024, Mr. Hall received a full expunction of his record from the Collin County, Texas court and as such, the indictment is permanently erased and the law treats an expunged record as if the indictment never happened, and the person can legally say they have never been convicted of a crime.

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;

NONE

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;

NONE

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

NONE

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.

NONE

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.

NONE

- 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.

NONE

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. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	<u>John Heskett</u>
Firm	<u>Heskett & Heskett</u>
Address 1:	<u>2401 Nowata Place, Suite A</u>
Address 2:	<u>Bartlesville, Oklahoma 74006</u>
Phone:	<u>(918) 336-1773</u>
Email:	<u>jheskett@hesklaw.com</u>

Accountant or Auditor

Name: Scott Salberg
Firm: Salberg & Company, PC
Address 1: 2295 NW Corporate Blvd., Suite 240
Address 2: Boca Raton, Florida 33431
Phone: (561) 995-8270
Email: scottsalberg@sabergco.com

Investor Relations NONE

All other means of Investor Communication:

X (Twitter): NONE
Discord: NONE
LinkedIn: NONE
Facebook: NONE
[Other] NONE

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.

NONE

9) Disclosure & Financial Information

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

Name: Bruce Hall
Title: CFO
Relationship to Issuer: CFO

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: Bruce Hall
Title: CFO
Relationship to Issuer: CFO

Describe the qualifications of the person or persons who prepared the financial statements:⁵ **Certified Public Accountant (State of Texas) and Certified Management Accountant (Institute of Management Accountants)**

Provide the following qualifying financial statements:

- Audit letter, if audited;

⁵ 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.

- 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:

I, William Bosso certify that:

1. I have reviewed this Disclosure Statement for Success Holding Group Corp, USA d/b/a US Clean Water Technology, Inc.;
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.

July 31, 2024

/s/ William Bosso

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

Principal Financial Officer:

I, Bruce Hall certify that:

1. I have reviewed this Disclosure Statement for Success Holding Group Corp, USA d/b/a US Clean Water Technology, Inc.;
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.

July 31, 2024

/S/ Bruce Hall

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

Success Holding Group Corp, USA
d/b/a US Clean Water Technology, Inc.
Consolidated Financial Statements
For the three and six months ended June 30, 2024 and 2023
(UNAUDITED)

Success Holdings Group Corp, USA
d/b/a US Clean Water Technology, Inc.
Consolidated Statements of Financial Position
(Unaudited)

	<u>June 30, 2024</u>	<u>December 31, 2023</u>
Assets		
Current assets:		
Cash	\$ 1,675	\$ 5,535
Other receivable	2,200	2,200
Prepaid expenses	2,502	5,586
Total current assets	6,377	13,321
Total assets	\$ 6,377	\$ 13,321
Liabilities and Stockholder's Deficit		
Current liabilities:		
Accounts payable to related parties	3,197	3,197
Accounts payable	700	720
Accrued interest to related parties - current	9,663	-
Accrued license fee – current	1,200,000	-
Promissory note to related parties - current	146,806	38,500
Total current liabilities	1,360,366	42,417
Accrued interest to related parties - long-term	-	7,804
Promissory note to related parties - long-term	-	108,306
Accrued license fee - long-term	300,000	1,500,000
Total long-term liabilities	300,000	1,616,110
Total liabilities	1,660,366	1,658,527
Commitments and Contingencies (Note 8)		
Stockholder's Deficit:		
Preferred stock, \$0.0001 par value, 50,000,000 shares authorized		
Series B, 100,000 shares authorized, 100,000 issued and outstanding at June 30, 2024 and December 31, 2023	1	1
Common stock, \$0.0001 par value, 2,000,000,000 shares authorized 21,114,126 shares issued and outstanding at June 30, 2024 and December 31, 2023	211	211
Additional paid in capital	(1,498,392)	(1,498,392)
Accumulated deficit	(155,809)	(147,026)
Total Stockholder's Deficit	(1,653,989)	(1,645,206)
Total Liabilities and Stockholder's Deficit	\$ 6,377	\$ 13,321

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

Success Holdings Group Corp, USA
d/b/a US Clean Water Technology, Inc.
Consolidated Statements of Operations
(Unaudited)

	For the Three Months Ended		For the Six Months Ended	
	<u>June 30, 2024</u>	<u>June 30, 2023</u>	<u>June 30, 2024</u>	<u>June 30, 2023</u>
Operating Expenses				
Professional fees	\$ 4,093	\$ 3,659	\$ 6,775	\$ 5,284
General and administrative	224	115	557	319
Total Operating Expenses	<u>4,317</u>	<u>3,774</u>	<u>7,332</u>	<u>5,603</u>
Other Expense (Income)				
Miscellaneous	-	-	(408)	-
Interest expense	850	846	1,859	2,681
Total Other Expense (Income)	<u>850</u>	<u>846</u>	<u>1,451</u>	<u>2,681</u>
Net loss	<u>\$ 5,167</u>	<u>\$ 4,620</u>	<u>\$ 8,783</u>	<u>\$ 8,284</u>
Basic and Diluted Net Loss Per Share	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>
Weighted Average Shares - Basic and Diluted	<u>21,114,126</u>	<u>21,114,126</u>	<u>21,114,126</u>	<u>21,114,126</u>

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

US Clean Water Technology, Inc.

Consolidated Statements of Stockholder's Deficit

(Unaudited)

	Series B Preferred Stock		Common Stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholder's Deficit
	Shares	Amount	Shares	Amount			
Three Months Ended June 30, 2024							
Balance at March 31, 2024	100,000	\$ 1	21,114,126	\$ 211	\$ (1,498,392)	\$ (150,642)	\$ (1,648,822)
Net loss	-	-	-	-		(5,167)	(5,167)
Balance at June 30, 2024	100,000	\$ 1	21,114,126	211	(1,498,392)	(155,809)	(1,653,989)

	Series B Preferred Stock		Common Stock		Subscription Receivable	Additional Paid in Capital	Accumulated Deficit	Total Stockholder's Deficit
	Shares	Amount	Shares	Amount				
Three Months Ended June 30, 2023								
Balance at March 31, 2023	100,000	\$ 1	21,114,126	\$ 211	\$ (10)	\$ (1,498,392)	\$ (88,768)	\$ (1,586,958)
Net loss							(4,620)	(4,620)
Balance at June 30, 2023	100,000	\$ 1	21,114,126	211	(10)	(1,498,392)	(93,388)	(1,591,578)

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

US Clean Water Technology, Inc.

Consolidated Statements of Stockholder's Deficit

(Unaudited)

	Series B Preferred Stock		Common Stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholder's Deficit
	Shares	Amount	Shares	Amount			
Six Months Ended June 30, 2024							
Balance at December 31, 2023	100,000	\$ 1	21,114,126	\$ 211	\$ (1,498,392)	\$ (147,026)	\$ (1,645,206)
Net loss	-	-	-	-		(8,783)	(8,783)
Balance at March 31, 2024	100,000	\$ 1	21,114,126	211	(1,498,392)	(155,809)	(1,653,989)

	Series B Preferred Stock		Common Stock		Subscription Receivable	Additional Paid in Capital	Accumulated Deficit	Total Stockholder's Deficit
	Shares	Amount	Shares	Amount				
Six Months Ended June 30, 2023								
Balance at December 31, 2022	100,000	\$ 1	21,114,126	\$ 211	\$ (10)	\$ (1,498,392)	\$ (85,104)	\$ (1,583,294)
Net loss							(8,284)	(8,284)
Balance at June 30, 2023	100,000	\$ 1	21,114,126	211	(10)	(1,498,392)	(93,388)	(1,591,578)

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

Success Holdings Group Corp, USA
d/b/a US Clean Water Technology, Inc.
Consolidated Statement of Cash Flows
(Unaudited)

For the Six Months Ended

June 30, 2024 **June 30, 2023**

CASH FLOWS FROM OPERATING ACTIVITIES

Net loss	\$	(8,783)	\$	(8,284)
Adjustments to reconcile net loss to net cash used in operating activities:				
Changes in operating assets and liabilities:				
Prepaid expenses		3,084		(9,040)
Accounts payable		(20)		2,034
Accrued interest to related parties		1,859		2,681
Net cash used in operating activities		<u>(3,860)</u>		<u>(12,609)</u>

CASH FLOWS FROM FINANCING ACTIVITIES

Proceeds from promissory note with related parties		-		10,000
Net cash provided by financing activities		<u>-</u>		<u>10,000</u>

NET DECREASE IN CASH		(3,860)		(2,609)
CASH - BEGINNING OF PERIOD		5,535		4,288
CASH - END OF PERIOD	\$	<u>1,675</u>	\$	<u>1,679</u>

SUPPLEMENTAL DISCLOSURE OF CASH FLOWS

CASH PAID FOR INTEREST	\$	-	\$	-
CASH PAID FOR INCOME TAXES	\$	-	\$	-

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

SUCCESS HOLDING GROUP CORP, USA
d/b/a US CLEAN WATER TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

History and Nature of Business

Success Holding Group Corp, USA – DBA US Clean Water Technology, Inc. (the “Company” or “Success”) is an Oklahoma domiciled publicly traded company with its wholly owned subsidiary, US Clean Water, Inc., (“Wyoming”) a Wyoming domiciled company incorporated on June 22, 2021. The Company operates out of an office located in Marietta, Georgia. The primary objective of the Company is to possess exclusive licenses to proprietary technology that treats and cleans water; processes leachate; services oil fields; and can be used for tire reclamation projects. Through acquisitions and partnerships, the Company intends to deploy the licensed water cleaning & treating technology and systems throughout the United States. The fiscal year end for the Company is December 31.

On September 20, 2021 (the “Share Exchange Date”), Success acquired all of the common shares of US Clean Water, Inc. (“Wyoming”) under a certain Share Exchange Agreement. Since the shareholders of Wyoming obtained voting and board control of Success immediately after the acquisition, the exchange transaction was treated as a reverse recapitalization of Wyoming. Accordingly, the results of operations of the Company include the historical operations of Wyoming and the results of Success from the Share Exchange Date. The reverse recapitalization is reflected retrospectively for all periods presented.

On October 4th, 2021, Oklahoma, by corporate action, amended its Certificate of Incorporation, changing the name of the Company to US Clean Water Technology, Inc. As a result of a rejected FINRA application, effective December 28, 2023, Oklahoma, by corporate action, amended its Certificate of Incorporation, changing the name back to Success Holding Group Corp, USA. The Company is doing business as (“d/b/a”) US Clean Water Technology, Inc. and upon an approval from FINRA, will file a final amended Certificate of Incorporation for Oklahoma to change the name to US Clean Water Technology, Inc.

Going Concern

The accompanying unaudited consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As reflected in the accompanying unaudited consolidated financial statements, the Company had a net loss of \$8,783 and \$8,284 and had net cash used in operating activities of \$3,860 and \$12,609 for the six months ended June 30, 2024 and 2023, respectively. At June 30, 2024, the Company had a working capital deficit of \$1,353,989, a stockholder’s deficit of \$1,653,989 and an accumulated deficit of \$155,809, which could have a material impact on the Company’s financial condition and operations.

These matters raise substantial doubt about the Company’s ability to continue as a going concern for a period of twelve months from the issue date of this report. The Company is working with groups to deploy its licensed water cleaning & treating technology and systems throughout the United States to provide working capital over the next twelve months. The unaudited consolidated financial statements do not include any adjustments relating to the recoverability or classification of recorded assets and liabilities that might result should the Company be unable to continue as a going concern.

Impact of Inflation

Inflation has increased during the period covered by these unaudited consolidated financial statements and is expected to continue to remain at elevated levels or even increase for the near future. Inflation affects us by increasing our operating expenses, especially related to professional fees for services provided. We do not believe inflation has had a material effect on our results of operations during the six months ended June 30, 2024 and 2023, respectively.

SUCCESS HOLDING GROUP CORP, USA
d/b/a US CLEAN WATER TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited consolidated financial statements are presented in conformity with accounting principles generally accepted in the United States of America ("US GAAP").

Consolidation

The accompanying unaudited consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, US Clean Water, Inc. All intercompany accounts and transactions have been eliminated in consolidation.

Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying disclosures. Although these estimates are based on management's best knowledge of current events and actions the Company may undertake in the future, actual results could differ from the estimates. Significant estimates in the accompanying unaudited consolidated financial statements include the valuation allowance on deferred tax assets.

Cash and Cash Equivalents

For the unaudited consolidated statements of cash flows, the Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. There were no cash equivalents at June 30, 2024 and December 31, 2023, respectively.

Concentrations

Certain financial instruments potentially subject the Company to concentrations of credit risk and consist primarily of cash. The Company maintains principally all cash with one financial institution, which, at times, may exceed the amount insured by the Federal Deposit Insurance Corporation. The exposure to the Company is solely dependent upon daily bank balances and the respective strength of the financial institution. The Company has not incurred any losses on these accounts. At June 30, 2024 and December 31, 2023, the Company did not have deposits with a financial institution that exceeded the FDIC deposit insurance coverage, respectively.

Fair Value of Financial Instruments

ASC 820, Fair Value Measurements and Disclosures requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels to be used to measure fair value:

SUCCESS HOLDING GROUP CORP, USA
d/b/a US CLEAN WATER TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Level 1

Level 1 applies to assets or liabilities with quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, receivables acquired from an exchange agreement, receivables – direct funding, accounts payable, and promissory note – related party. Pursuant to ASC 820, Fair Value Measurements and Disclosures and ASC 825, Financial Instruments, the Company believes that the recorded values of the other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

There were no assets and liabilities that would be measured at fair value on a recurring/non-recurring basis at June 30, 2024 and December 31, 2023, respectively.

Leases

In February 2016, the Financial Accounting Standards Board issued Accounting Standards Update No. 2016-02: "Lease (Topic 842)" whereby lessees need to recognize leases on their balance sheet as a right of use asset and a corresponding lease liability. The Company adopted this standard as of May 1, 2019 using the effective date method. As a part of our policy, we have chosen to exclude leases with a lease term of one year or less. Accordingly, we have no leases over one year and thus the adoption of this standard did not have any effect on the accompanying unaudited consolidated financial statements.

Revenue Recognition

The Company's business plan is to deploy the exclusive license to proprietary technology that treats and cleans water; processes leachate; services oil fields; and can be used for tire reclamation projects throughout the United States. The Company will obtain orders for the manufacturing of equipment that will utilize the exclusive licensed technology. The Company will recognize revenue in accordance with the five-step method prescribed by ASC 606 "Revenues from Contracts with Customers". In accordance with this, it is anticipated that customers will provide advance deposits based upon milestones that will be recorded initially as deferred revenue, a contract liability by the Company. The funds will be utilized to acquire certain components as inventory for equipment to be sold. Upon achieving approved milestones with customers, the Company will recognize revenue and the related cost of goods sold.

The Company adopted ASC 606 "Revenues from Contracts with Customers" on June 22, 2021. There was no cumulative effect upon this adoption.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

Deferred income tax assets and liabilities arise from temporary differences associated with differences between the financial statements and tax basis of assets and liabilities, as measured by the enacted tax rates, which are expected to be in effect when these differences reverse. Deferred tax assets and liabilities are classified as current or non-current, depending upon the classification of the asset or liabilities to which they relate. Deferred tax assets and liabilities not related to an asset or liability are classified as current or noncurrent depending on the periods in which the temporary differences are expected to reverse. Valuation allowances are established when necessary to reduce the deferred tax assets to the amount expected to be realized.

The Company follows the provisions of FASB ASC 740-10 “Uncertainty in Income Taxes” (ASC 740-10). Certain recognition thresholds must be met before a tax position is recognized in the financial statements. An entity may only recognize or continue to recognize tax positions that meet a “more-likely-than-not” threshold. At June 30, 2024 and December 31, 2023, the Company does not believe it has any uncertain tax positions that would require either recognition or disclosure in the accompanying unaudited consolidated financial statements.

Net Loss per Share of Common Stock

The Company computes net earnings (loss) per share in accordance with ASC 260-10, “Earnings per Share.”, which 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 stockholders by the weighted average number of common shares outstanding during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period and diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

Contingencies

Certain conditions may exist as of the date the financial statements are issued which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. Company management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates that it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, then the estimated liability would be accrued in the Company's unaudited consolidated financial statements.

If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be reasonably estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable would be disclosed. The Company does not include legal costs in its estimates of amounts to accrue.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
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NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related Parties

Parties are related to the Company if the parties, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal with if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all related party transactions. All transactions are recorded at fair value of the goods or services exchanged.

New Accounting Pronouncements

The Company has evaluated recent accounting pronouncements and their adoption, and has not had, and is not expected to have, a material impact on the Company's financial position or results of operations. Other new pronouncements issued but not yet effective until after June 30, 2024 are not expected to have a significant effect on the Company's financial position or results of operations.

NOTE 2 – LICENSE AGREEMENT

On September 22, 2021, the Company executed an exclusive license agreement with US Clean Water Technology, LLC, a related party ("LICENSOR") for its Environmental Treatment Technologies and Environmental Apparatus whereby the Company would use the intellectual property worldwide in the design, development, and sale of the licensed applications and products pursuant to the terms and conditions hereinafter provided. These include:

1. Intellectual Property - The inventions, systems, methods, apparatuses, techniques, and know-how embodied in the Environmental Treatment Technologies and Environmental Treatment Apparatus being:
 - a. the Environmental Treatment Technology.
 - b. all future Environmental Treatment Technology developed by the LICENSOR utilizing the underlying proprietary technology and or trade secrets that are currently owned by LICENSOR.
2. Licensed Products:
 - a. The Pyrolysis system for the LICENSORS Water cleaning & treating technology with anticipated immediate uses to treat leachate; service oil field water contamination issues; and tire reclamation projects.
 - b. All other applications of all current and future Environmental Treatment

The Company shall have Right of First Refusal to license any other applications, either currently known or unknown, under terms similar to those contained herein. This shall include, but not be limited to any additional applications that LICENSOR may develop, such as the "FOG" application as generated by municipal wastewater treatment systems and agricultural applications. This term of the agreement is five (5) years and shall be automatically renewable for five (5) year extension periods provided the LICENSOR has met the Exclusive Licensing Agreement milestones.

SUCCESS HOLDING GROUP CORP, USA
d/b/a US CLEAN WATER TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023

NOTE 2 – LICENSE AGREEMENT (Continued)

As consideration for the license agreement, the Company agreed to pay a one-time license payment of \$1,500,000. Additionally, the Licensee purchased 10,500,000 shares of the Company's \$0.0001 par value common stock as a founding shareholder, which is included as part of the 18,200,000 founder shares discussed in Note 6.

The \$1,500,000 cash payment is due as follows, by virtue of a signed mutual extension:

- Six Hundred Thousand (\$600,000) Dollars due on the earlier of the payment from the first sale of a water treatment unit or March 31, 2025; and
- Six Hundred Thousand (\$600,000) Dollars due on the earlier of the payment from the second sale of a water treatment unit or June 30, 2025; and
- Three Hundred Thousand (\$300,000) Dollars due on the earlier of the payment from the third sale of a water treatment unit or September 30, 2025.

To maintain its exclusivity, the Company must meet the following performance guarantees for the end of each fiscal year ended December 31:

- 1) 2024: Minimum sale of Four Units or \$100,000 cash with payment made on or before 3/31/2025.
- 2) 2025: Minimum sale of Five Units or \$150,000 cash with payment made on or before 3/31/2026.
- 3) 2026: Minimum sale of Five Units or \$150,000 cash with payment made on or before 3/31/2027.
- 4) 2027 Minimum sale of Five Units or \$150,000 cash with payment made on or before 3/31/2028.

In the event that the Company does not meet the performance guarantees, the terms of the license agreement will become non-exclusive.

The Company will provide LICENSOR with the following: including but not limited to

- 1) Back Office Management
- 2) Five percent (5%) royalty to LICENSOR for all sales of products that are derivative of the License.
- 3) Reimbursement to LICENSOR of reasonable and preapproved expenses.

As a result of the cash consideration not being paid as of June 30, 2024, \$1,200,000 of the fee has been recorded as accrued license fee – current and \$300,000 recorded as accrued license fee - long-term. At December 31, 2023, all \$1,500,000 of the fee was recorded as accrued license fee – long-term. See Note 6 – Related Party Transactions and Note 7 – Commitments and Contingencies.

NOTE 3 – OTHER RECEIVABLE

In fiscal 2022 and 2023, the Company advanced the LICENSOR \$750 (2023) and \$1,450 (2022) and recorded as other receivable in the amount of \$2,200 at June 30, 2024 and December 31, 2023, respectively. See Note 6 – Related Party Transactions.

SUCCESS HOLDING GROUP CORP, USA
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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023

NOTE 4 – DEBT

	June 30, 2024	December 31, 2023
Promissory Note, Related Party:		
Sep. 8, 2021. Interest at 8% and principal due Mar. 31, 2025	\$ -	\$ 35,596
Sep. 23, 2021. Interest at 8% and principal due Mar.31, 2025	-	11,000
Sep. 6, 2022. Principal due Mar. 31, 2025	-	49,610
Mar. 27, 2023. Principal due Mar. 31, 2025	-	12,100
Total Promissory Note – Related Part – Long-Term	\$ -	\$ 108,306
Sep. 8, 2021. Interest at 8% and principal due Mar. 31, 2025	\$ 35,596	\$ -
Sep. 23, 2021. Interest at 8% and principal due Mar. 31, 2025	11,000	-
Sep. 6, 2022. Principal due Mar. 31, 2025	49,610	-
Jul. 24, 2023. Principal due Jul. 24, 2024	25,000	25,000
Nov. 13, 2023. Principal due Nov. 13, 2024	11,000	11,000
Dec. 1, 2023. Principal due Dec. 1, 2024	2,500	2,500
Total Promissory Note – Related Party – Current	\$ 146,806	\$ 38,500
Total Promissory Note – Related Party	\$ 146,806	\$ 146,806

On September 8, 2021, the Company signed a \$32,360 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on March 31, 2025, as the result of an executed extension of the promissory note. Effective with an extension dated December 31, 2023, a one-time \$3,236 interest amount representing ten percent (10%) of the outstanding promissory note was provided and as a result, the promissory note balance is \$35,596 at June 30, 2024 and December 31, 2023, respectively. At June 30, 2024, the promissory note was classified as current as compared to being long-term at December 31, 2023. For the six months ended June 30, 2024 and 2023, the Company recorded \$1,420 and \$1,284 of interest expense in the accompanying unaudited consolidated Statements of Operations, respectively. At June 30, 2024 and December 31, 2023, the Company has recorded \$7,407 and \$5,987 of accrued interest, related party – current (2024) and accrued interest – long-term (2023) in the accompanying unaudited consolidated Balance Sheets, respectively. See Note 6 – Related Party Transactions.

On September 23, 2021, the Company signed a \$10,000 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on March 31, 2025, as the result of an executed extension of the promissory note. Effective with an extension dated December 31, 2023, a one-time \$1,000 interest amount representing ten percent (10%) of the outstanding promissory note was provided and as a result, the promissory note balance is \$11,000 at June 30, 2024 and December 31, 2023, respectively. At June 30, 2024, the promissory note is classified as current compared to being long-term at December 31, 2023. For the six months ended June 30, 2024 and 2023, the Company recorded \$439 and \$397 of interest expense in the accompanying unaudited consolidated Statements of Operations, respectively. At June 30, 2024 and December 31, 2023, the Company has recorded \$2,336 and 1,817of accrued interest, related party – current (2024) and accrued interest – long-term (2023) in the accompanying unaudited consolidated Balance Sheets, respectively. See Note 6 – Related Party Transactions.

SUCCESS HOLDING GROUP CORP, USA
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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 4 – DEBT (Continued)

Effective September 6, 2022, an existing related party noteholder funded the Company \$25,000 for working capital. Through August 4, 2022, the related party noteholder had also funded the Company \$16,000 for working capital that was recorded as related party advances since there was no formal agreement. As a result, the Company executed a new promissory note with the related party noteholder dated September 6, 2022, in the amount of \$45,100. This represented \$25,000 of new funding, \$16,000 of previous advances and a one-time \$4,100 interest amount expensed representing ten percent (10%) of the new funding and the advances. Effective with an extension dated December 31, 2023, a one-time \$4,510 interest amount representing ten percent (10%) of the outstanding promissory note was provided and as a result, the promissory note balance is \$49,610 at June 30, 2024 and December 31, 2023, respectively. At June 30, 2024, the promissory note is classified as current compared to being long-term at December 31, 2023. Besides the one-time interest amounts, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or March 31, 2025, as a result of the extension of the promissory note. See Note 6 – Related Party Transactions.

Effective March 27, 2023, an existing related party noteholder funded the Company \$10,000 for working capital and the Company executed a new promissory note with the related party noteholder in the amount of \$11,000. This represents \$10,000 of new funding and a one-time \$1,000 interest amount representing ten percent (10%) of the new funding. Effective with an extension dated December 31, 2023, a one-time \$1,100 interest amount representing ten percent (10%) of the outstanding promissory note was provided and as a result, the promissory note balance is \$12,100 at June 30, 2024 and December 31, 2023, respectively. At June 30, 2024, the promissory note is classified as current compared to being long-term at December 31, 2023. Besides the one-time interest amounts, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or March 31, 2025, as a result of the extension of the promissory note. See Note 6 – Related Party Transactions.

Effective July 24, 2023, an existing related party noteholder funded the Company \$15,000 for working capital and the Company executed a new promissory note with the related party noteholder in the amount of \$25,000. This represents \$15,000 of new funding and a one-time \$10,000 interest amount. As a result, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or July 24, 2024. See Note 6 – Related Party Transactions.

Effective November 13, 2023, an existing related party noteholder funded the Company \$10,000 for working capital and the Company executed a new promissory note with the related party noteholder in the amount of \$11,000. This represents \$10,000 of new funding and a one-time \$1,000 interest amount representing ten percent (10%) of the new funding. As a result, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or November 13, 2024. See Note 6 – Related Party Transactions.

Effective December 1, 2023, a founder and officer funded the Company \$2,000 for working capital and the Company executed a new promissory note with the related party in the amount of \$2,500. This represents \$2,000 of new funding and a one-time \$500 interest amount. As a result, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or December 1, 2024. See Note 6 – Related Party Transactions.

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NOTE 5 – STOCKHOLDER’S EQUITY

As a result of Share Exchange Agreement, on September 20, 2021, the Company acquired all of the common shares of Wyoming at par value of \$0.00001 per share as compared to Wyoming’s \$0.0001 par value per share. All amounts were retroactively adjusted from June 22, 2021 (Inception) with an offset to additional paid in capital.

Preferred Stock

The Company is authorized to issue up to 50,000,000 shares of preferred stock at \$0.00001 par value per share. The Company has designated 10 shares of the preferred stock as Class A preferred stock and 100,000 shares of the preferred stock as Class B preferred stock. The Class A and Class B Preferred Stock shall, with respect to rights on liquidation, winding up and dissolution, rank pari passu to the common stock. The holders of shares of Class A and Class B preferred stock have no dividend rights except as may be declared by the Board in its sole and absolute discretion, out of funds legally available for that purpose. In the event of any dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, the holders of Class A and Class B preferred stock shall be entitled to participate in any distribution out of the assets of the Corporation on an equal basis per share with the holders of the common stock. The holders of Class A and Class B preferred stock shall have no conversion rights.

If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to 2 times the sum of:

- i) the total number of shares of common stock which are issued and outstanding at the time of voting, plus
- ii) the total number of shares of any Preferred Stocks which are issued and outstanding at the time of voting.

The holders of Class B preferred stock shall have the right to cast fifty (50) votes for each share held of record on all matters submitted to a vote of holders of the Company's common stock, including the election of directors, and all other matters as required by law. There is no right to cumulative voting in the election of directors. The holders of Class B preferred stock shall vote together with all other classes and series of common stock of the Company as a single class on all actions to be taken by the common stockholders of the Company except to the extent that voting as a separate class or series is required by law.

Preferred Stock

At June 30, 2024 and December 31, 2023, there are 100,000 shares of Series B convertible preferred stock issued and outstanding, respectively.

Common Stock

The Company is authorized to issue up to 2,000,000,000 shares of \$0.00001 par value common stock. At June 30, 2024 and December 31, 2023, there are 21,114,026 shares issued and outstanding.

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NOTE 6 – RELATED PARTY TRANSACTIONS

On September 8, 2021, the Company signed a \$32,360 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on March 31, 2025, as the result of an executed extension of the promissory note. Effective with an extension dated December 31, 2023, a one-time \$3,236 interest amount representing ten percent (10%) of the outstanding promissory note was provided and as a result, the promissory note balance is \$35,596 at June 30, 2024 and December 31, 2023, respectively. At June 30, 2024, the promissory note was classified as current as compared to being long-term at December 31, 2023. For the six months ended June 30, 2024 and 2023, the Company recorded \$1,420 and \$1,284 of interest expense in the accompanying unaudited consolidated Statements of Operations, respectively. At June 30, 2024 and December 31, 2023, the Company has recorded \$7,407 and \$5,987 of accrued interest, related party – current (2024) and accrued interest – long-term (2023) in the accompanying unaudited consolidated Balance Sheets, respectively. See Note 3 – Debt.

On September 23, 2021, the Company signed a \$10,000 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on March 31, 2025, as the result of an executed extension of the promissory note. Effective with an extension dated December 31, 2023, a one-time \$1,000 interest amount representing ten percent (10%) of the outstanding promissory note was provided and as a result, the promissory note balance is \$11,000 at June 30, 2024 and December 31, 2023, respectively. At June 30, 2024, the promissory note is classified as current compared to being long-term at December 31, 2023. For the six months ended June 30, 2024 and 2023, the Company recorded \$439 and \$397 of interest expense in the accompanying unaudited consolidated Statements of Operations, respectively. At June 30, 2024 and December 31, 2023, the Company has recorded \$2,336 and 1,817 of accrued interest, related party – current (2024) and accrued interest – long-term (2023) in the accompanying unaudited consolidated Balance Sheets, respectively. See Note 3 – Debt.

Effective September 6, 2022, an existing related party noteholder funded the Company \$25,000 for working capital. Through August 4, 2022, the related party noteholder had also funded the Company \$16,000 for working capital that was recorded as related party advances since there was no formal agreement. As a result, the Company executed a new promissory note with the related party noteholder dated September 6, 2022, in the amount of \$45,100. This represented \$25,000 of new funding, \$16,000 of previous advances and a one-time \$4,100 interest amount expensed representing ten percent (10%) of the new funding and the advances. Effective with an extension dated December 31, 2023, a one-time \$4,510 interest amount representing ten percent (10%) of the outstanding promissory note was provided and as a result, the promissory note balance is \$49,610 at June 30, 2024 and December 31, 2023, respectively. At March 31, 2024, the promissory note is classified as current compared to being long-term at December 31, 2023. Besides the one-time interest amounts, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or March 31, 2025, because of the extension of the promissory note. See Note 3 – Debt.

Effective March 27, 2023, an existing related party noteholder funded the Company \$10,000 for working capital and the Company executed a new promissory note with the related party noteholder in the amount of \$11,000. This represents \$10,000 of new funding and a one-time \$1,000 interest amount representing ten percent (10%) of the new funding. Effective with an extension dated December 31, 2023, a one-time \$1,100 interest amount representing ten percent (10%) of the outstanding promissory note was provided and as a result, the promissory note balance is \$12,100 at June 30, 2024 and December 31, 2023, respectively. At March 31, 2024, the promissory note is classified as current compared to being long-term at December 31, 2023. Besides the one-time interest amounts, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or March 31, 2025, because of the extension of the promissory note. See Note 3 – Debt.

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NOTE 6 – RELATED PARTY TRANSACTIONS (Continued)

Effective July 24, 2023, an existing related party noteholder funded the Company \$15,000 for working capital and the Company executed a new promissory note with the related party noteholder in the amount of \$25,000. This represents \$15,000 of new funding and a one-time \$10,000 interest amount. As a result, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or July 24, 2024. See Note 3 – Debt.

Effective November 13, 2023, an existing related party noteholder funded the Company \$10,000 for working capital and the Company executed a new promissory note with the related party noteholder in the amount of \$11,000. This represents \$10,000 of new funding and a one-time \$1,000 interest amount representing ten percent (10%) of the new funding. As a result, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or November 13, 2024. See Note 3 – Debt.

Effective December 1, 2023, a founder and officer funded the Company \$2,000 for working capital and the Company executed a new promissory note with the related party in the amount of \$2,500. This represents \$2,000 of new funding and a one-time \$500 interest amount. As a result, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or December 1, 2024. See Note 3 – Debt.

On September 20, 2021, the Company executed an exclusive license agreement with LICENSOR for its Environmental Treatment Technologies and Environmental Apparatus whereby the Company would use the intellectual property worldwide in the design, development, and sale of the licensed applications and products pursuant to the terms and conditions hereinafter provided.

As consideration for the license agreement, the Company agreed to pay a one-time license payment of \$1,500,000. The \$1,500,000 cash payment is due as follows, by virtue of a signed mutual extension:

- Six Hundred Thousand (\$600,000) Dollars due on the earlier of the payment from the first sale of a water treatment unit or March 31, 2025; and
- Six Hundred Thousand (\$600,000) Dollars due on the earlier of the payment from the second sale of a water treatment unit or June 30, 2025; and
- Three Hundred Thousand (\$300,000) Dollars due on the earlier of the payment from the third sale of a water treatment unit or September 30, 2025.

To maintain its exclusivity, the Company must meet the following performance guarantees for the end of each fiscal year ended December 31:

- 1) 2024: Minimum sale of Four Units or \$100,000 cash with payment made on or before 3/31/2025.
- 2) 2025: Minimum sale of Five Units or \$150,000 cash with payment made on or before 3/31/2026.
- 3) 2026: Minimum sale of Five Units or \$150,000 cash with payment made on or before 3/31/2027.
- 4) 2027 Minimum sale of Five Units or \$150,000 cash with payment made on or before 3/31/2028.

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NOTE 6 – RELATED PARTY TRANSACTIONS (Continued)

As a result of the cash consideration not being paid as of June 30, 2024, \$1,200,000 of the fee has been recorded as accrued license fee – current and \$300,000 recorded as accrued license fee - long-term. At December 31, 2023, all \$1,500,000 of the fee was recorded as accrued license fee – long-term. See Note 2 – License Fee and Note 7 – Commitments and Contingencies.

NOTE 7 – COMMITMENTS AND CONTINGENCIES

The Company has an exclusive license agreement with a related party “LICENSOR”), who is controlled by a founding principal stockholder (See Note 2 – License Fee and Note 7 – Related Party Transactions). As consideration for the license agreement, the Company agreed to pay a one-time license payment of \$1,500,000 and is payable as follows, by virtue of a signed mutual extension:

- Six Hundred Thousand (\$600,000) Dollars due on the earlier of the payment from the first sale of a water treatment unit or March 31, 2025; and
- Six Hundred Thousand (\$600,000) Dollars due on the earlier of the payment from the second sale of a water treatment unit or June 30, 2025; and
- Three Hundred Thousand (\$300,000) Dollars due on the earlier of the payment from the third sale of a water treatment unit or September 30, 2025.

If the Company is unable to make the payments described above, the LICENSOR would have all rights and remedies available under the License Agreement and the Company’s business plan, which is based on the License Agreement, would be materially impacted. In addition, to maintain its license exclusivity, the Company must meet certain performance guarantees which are sales that result in royalty payments to the licensor. In the event the performance guarantees are not made, the license agreement will become non-exclusive.

NOTE 9 – SUBSEQUENT EVENTS

In preparing these consolidated financial statements, the Company evaluated events that occurred after the consolidated balance sheet through July 31, 2024, which is the date the consolidated financial statements were available to be issued.