

NP LIFE SCIENCES HEALTH INDUSTRY GROUP INC.

A Nevada Corporation
120 S. 6th Street, Suite 100
Minneapolis, MN 55402
(612) 460-4700

<https://www.adx.tech>
info@adx.tech

SIC Code 8200

Quarterly Report

For the period ending September 30, 2024

Outstanding Shares

The number of shares outstanding of our Common Stock was:

42,959,574 as of September 30, 2024

42,959,574 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 Control¹ of the company has occurred during this reporting period:

Yes: No:

Subsequent to the reporting period, a Change in Control occurred on November 5, 2024.

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

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

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.

NP Life Sciences Health Industry Group Inc.

Formerly: GJ Culture Group US, Inc. until December 20, 2018

The Company was formed as a Nevada corporation on December 20, 2018. The Company is currently active in Nevada. Describe any trading suspension orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

There have been no suspension orders from the Securities and Exchange Commission nor has any recognized regulatory body imposed additional restrictions on the transfer.

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

There has been no stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months.

Address of the issuer's principal executive office:

120 S. 6th Street, Suite 100, Minneapolis, MN 55402

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: VStock Transfer LLC

Phone: 212-828-8436

Email: action@vstocktransfer.com

Address: 18 Lafayette Place, Woodmere, NY 11598

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>NPLS</u> |
| Exact title and class of securities outstanding: | <u>Common</u> |
| CUSIP: | <u>36253J205</u> |
| Par or stated value: | <u>\$.0001</u> |
| Total shares authorized: | <u>320,000,000</u> <u>September 30, 2024</u> |
| Total shares outstanding: | <u>42,959,574</u> <u>September 30, 2024</u> |
| Total number of shareholders of record: | <u>52</u> <u>September 30, 2024</u> |

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

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>Preferred</u> |
| Par or stated value: | <u>\$0.0001</u> |
| Total shares authorized: | <u>30,000,000</u> <u>September 30, 2024</u> |
| Total shares outstanding: | <u>None</u> <u>September 30, 2024</u> |
| Total number of shareholders of record: | <u>N/A</u> <u>September 30, 2024</u> |

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.

Common Stock

The Company has 320,000,000 shares of Common Stock authorized at par value \$0.0001 per share

Dividends. Each share of our common stock is entitled to receive an equal dividend, if one is declared. We cannot provide any assurance that we will declare or pay cash dividends on our common stock in the future. Any future determination to declare cash dividends will be made at the discretion of our board of directors, subject to applicable laws, and will depend on our financial condition, results of operations, capital requirements, general business conditions and other factors that our board of directors may deem relevant. Our board of directors may determine it to be necessary to retain future earnings (if any) to finance our growth.

Liquidation. If our company is liquidated, then assets that remain (if any) after the creditors are paid and the owners of preferred stock receive liquidation preferences (as applicable) will be distributed to the owners of our common stock *pro rata*.

Voting Rights. Each share of our common stock entitles the owner to one vote. All matters are decided by majority vote other than as required by law and the election of directors. For example, under Nevada law, two-thirds of the voting power of our issued and outstanding stock is required to remove a director, and 60% of the voting power of disinterested shareholders may be required in certain circumstances to approve certain interested transactions. A plurality of votes is sufficient to elect a director at a meeting; election by written consent to fill a vacancy, however, requires a majority vote. There is no cumulative voting.

Preemptive Rights. Owners of our common stock have no preemptive rights. We may sell shares of our common stock to third parties without first offering such shares to current stockholders.

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

Preferred Stock

Our articles of incorporation authorize our board of directors to issue "blank check" preferred stock. The board of directors may divide this preferred stock into series and establish the rights, preferences, and privileges thereof. The board of directors may, without prior stockholder approval, issue any or all of the shares of this preferred stock with dividend, liquidation, conversion, voting or other rights that could adversely affect the relative voting power or other rights of our common stock. Preferred stock could be used as a method of discouraging, delaying or preventing a takeover or other change in control of our company. Issuances of preferred stock in the future could have a dilutive effect on our common stock.

There are no shares of our preferred stock outstanding.

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

Redemption Rights. We do not have the right to buy back shares of our common stock except in extraordinary transactions, such as mergers and court approved bankruptcy reorganizations. Owners of our common stock do not ordinarily have the right to require us to buy their common stock. We do not have a sinking fund to provide assets for any buy back.

Conversion Rights. Shares of our common stock cannot be converted into any other kind of stock except in extraordinary transactions, such as mergers and court approved bankruptcy reorganizations.

Nonassessability. All outstanding shares of our common stock are fully paid and nonassessable.

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.

There have been no material modifications to rights of holders of the company’s securities that have occurred over the reporting period covered by this report.

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)

| Opening Balance: | | *Right-click the rows below and select “Insert” to add rows as needed. | | | | | | | |
|---------------------|--|--|---------------------|---|--|---|--|---|---------------------------------|
| Shares Outstanding | Date | | | | | | | | |
| Common | | | | | | | | | |
| Preferred | | | | | | | | | |
| 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: _____ Common: _____ Preferred: _____ Ending Balance: _____

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:

Effective November 5, 2024, the beneficial owner of NP Life Sciences Health Industry Group Inc. is Matthew Renner. Richard Cant is the new Director, President, Secretary and Treasurer of NPLS.

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:

A loan from London Financial Group, Ltd. that was outstanding as of September 30, 2024 was paid in full on November 5, 2024. The outstanding principal amount as of September 30, 2024 was \$22,362.

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”)

No operations.

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

On November 8, 2022, we formed our wholly-owned subsidiary GW Health Consulting Management Inc. (“GW”), a California corporation. GW’s business was limited to providing online career planning experience sharing and guidance consulting services.

On March 8, 2023, GW established a wholly owned subsidiary, NLPL Health Industry Group Co., Limited, a Hong Kong based company, which had no business transactions in the reporting period.

On August 16, 2023, the Company established a subsidiary named NP Life Sciences Health (Singapore) Pte. Ltd., a Singapore based company, in which the Company holds 90% of the shares and an individual holds 10% of the shares. The subsidiary had no business transactions in the reporting period.

In conjunction with the sale to ADX Technology Inc. by Guidong Wang and Huaying Zhu of 33,883,504 and 3,750,045 shares of common stock, respectively, on November 5, 2024, constituting an aggregate of 87.6% of the Company's issued and outstanding shares, the Company transferred all of its shares of GW and NP Life Sciences Health (Singapore) Pte. Ltd. to Mr. Wang.

ADX Technology Inc. became the parent company of the Company on November 5, 2024.

C. Describe the issuers' principal products or services.

No operations.

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.

Our company does not own any real property.

NPLS leased a section of the office space rented by BEEC, Inc. located at 4125 Blackhawk Plaza Circle Suite 166, Danville, California. The term of the sublease was one year, beginning on December 15th, 2018, and ending on December 31, 2019, subject to automatic annual renewal unless terminated by either party upon advance written notice. The lease between NPLS and BEEC Inc. was terminated on November 5, 2024.

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 |
|---|---|--|------------------------|------------------|---|--|
| ADX Technology, Inc. | | 120 S. 6 th Street Suite 1000 Minneapolis, MN 55402 | 37,633,459 | Common | 87% | Matthew Renner & Richard Cant |
| Richard Cant | Director, President, Secretary, Treasurer | 120 S. 6 th Street Suite 1000 Minneapolis, MN 55402 | 0 | | | |

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);

NONE

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

Our company is not a party to any legal proceedings.

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: Steven W. Schuster
Firm: McLaughlin & Stern, LLP
Nature of Services: Counsel

Address 1: 260 Madison Avenue
Address 2: New York, NY 10016
Phone: (212) 448-6216
Email: sschuster@mclaughlinstern.com

Accountant or Auditor

Firm:
Address 1:
Address 2:
Phone:
Email:

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: Steven W. Schuster
Title: Partner at McLaughlin & Stern, LLP
Relationship to Issuer: Counsel

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: Xian Fang Xue
Title: N/A
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements²: Professional financial consultant

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:

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, Richard Cant certify that:

-
1. I have reviewed this Disclosure Statement for NP Life Sciences Health Industry Group 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.

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

11/14/2024 [Date]

/s/Richard Cant [Signature]

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

Principal Financial Officer:

I, Richard Cant certify that:

1. I have reviewed this Disclosure Statement for NP Life Sciences Health Industry Group 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.

11/14/2024 [Date]

/s/ Richard Cant [Signature]

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

NP Life Sciences Health Industry Group Inc.

Quarterly Period Ended September 30, 2024

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Condensed Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023

Condensed Consolidated Statement of Operations and Comprehensive Loss for the nine-months periods ended September 30, 2024 and 2023

Condensed Consolidated Statement of Changes in Stockholders' Equity for the nine-months periods ended September 30, 2024 and 2023

Condensed Consolidated Statement of Cash Flows for the nine-months periods ended September 30, 2024 and 2023

Notes to Consolidated Financial Statements

NP Life Sciences Health Industry Group Inc.
Condensed Consolidated Balance Sheets
As of September 30, 2024 and December 31, 2023

| | As Of | |
|---|----------------------|---------------------|
| | September 30 2024 | December 31 2023 |
| | (Unaudited) | (Audited) |
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | \$ 4,119 | \$ 70,614 |
| Prepaid Expenses | - | 6,250 |
| Total assets | \$ 4,119 | \$ 76,864 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities | | |
| Accounts payables | \$ 5,000 | \$ 6,130 |
| Accrued liabilities | 1,321 | 25,097 |
| Other payables | 6,894 | 6,894 |
| Loan from a related party | 22,362 | - |
| Total current liabilities | \$ 35,577 | \$ 38,121 |
| Non-current liabilities | | |
| Loan from a related party | \$ - | \$ 22,362 |
| Total non-current liabilities | \$ - | \$ 22,362 |
| Total liabilities | \$ 35,577 | \$ 60,483 |
| Commitments and Contingencies | | - |
| Stockholders' Equity | | |
| Preferred stock, \$0.0001 par value, 30,000,000 shares authorized, no shares issued and outstanding as of September 30, 2024, and December 31, 2023 | \$ - | - |
| Common stock, \$0.0001 par value, 320,000,000 shares authorized, 42,959,574 shares issued and outstanding as of September 30, 2024, and December 31, 2023 | 4,296 | 4,296 |
| Additional Paid in Capital | 360,330 | 360,330 |
| Accumulated deficit | (396,084) | (348,245) |
| Total stockholders' deficit | \$ (31,458) | 16,381 |
| Total liabilities and stockholders' deficit | \$ 4,119 | 76,864 |

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

NP Life Sciences Health Industry Group Inc.
Condensed Statement of Operations and Comprehensive Loss
For the nine-months ended September 30, 2024 and 2023
(Unaudited)

| | For the nine months ended September 30 | | For the three months ended September 30 | |
|---|---|------------------|--|--------------------|
| | 2024 | 2023 | 2024 | 2023 |
| Revenue | \$ - | \$ 154,614 | \$ - | \$ 17,515 |
| General and administrative expenses | 47,163 | 119,442 | 871 | 54,960 |
| Profit/(Loss) from operation | <u>(47,163)</u> | <u>35,172</u> | <u>(871)</u> | <u>(37,445)</u> |
| Profit/(Loss) before provision for income taxes | (47,163) | 35,172 | (871) | (37,445) |
| Interest income/(expense) | (676) | (419) | (676) | (225) |
| Total other income/(expenses) | (676) | (419) | (676) | (225) |
| Provision for income taxes | - | 22,333 | - | - |
| Net profit / (loss) | <u>\$ (47,839)</u> | <u>\$ 12,420</u> | <u>\$ (1,547)</u> | <u>\$ (37,670)</u> |
| Comprehensive profit/(loss) | <u>\$ (47,839)</u> | <u>\$ 12,420</u> | <u>\$ (1,547)</u> | <u>\$ (37,670)</u> |
| Basic and diluted loss per common share | \$ - | \$ - | \$ - | \$ - |
| Weighted average number of common shares used in per share calculations – basic and diluted | 42,959,574 | 42,959,574 | 42,959,574 | 42,959,574 |

The accompanying notes are an integral part of these financial statements

NP Life Sciences Health Industry Group Inc.
Condensed Statement of Changes in Stockholders' Equity
For the nine months ended September 30, 2024 and 2023
(Unaudited)

| | Number of Shares Outstanding | Preferred Stock | Number of Shares Outstanding | Common Stock | Additional Paid in Capital | Accumulated Deficit | Total Stockholders' Equity |
|-------------------------------------|------------------------------------|--------------------|------------------------------------|-----------------|----------------------------------|------------------------|----------------------------------|
| Balance – January 1, 2023 | - | \$ - | 42,959,574 | \$ 4,296 | \$ 360,330 | \$ (345,310) | \$ 19,316 |
| Net loss | | \$ - | - | \$ - | \$ - | \$ 12,420 | \$ 12,420 |
| Balance – September 30, 2023 | - | \$ - | 42,959,574 | \$ 4,296 | \$ 360,330 | \$ (332,890) | \$ 31,736 |
| Balance – January 1, 2024 | | | | | | | |
| Net loss | | \$ - | - | \$ - | \$ - | \$ (47,839) | \$ (47,839) |
| Balance – September 30, 2024 | - | \$ - | 42,959,574 | \$ 4,296 | \$ 360,330 | \$ (396,084) | \$ (31,458) |

The accompanying notes are an integral part of these financial statements

NP Life Sciences Health Industry Group Inc.
Condensed Statement of Cash Flows
For the nine months ended September 30, 2024 and 2023
(Unaudited)

| | For the nine-months ended September 30, | |
|--|---|-----------------|
| | 2024 | 2023 |
| Cash flows from operating activities: | | |
| Net profit/(loss) | \$ (47,839) | \$ 12,420 |
| (Increase)/Decrease in prepaid expenses | 6,250 | (4,845) |
| Decrease in Accounts payable | (1,130) | (105) |
| Decrease in Customer advances | | (89,592) |
| Increase/(Decrease) in Accrued Liabilities | (23,776) | 919 |
| Increase/(Decrease) in Other Payables | - | - |
| Increase/(Decrease) in Tax payable | | 21,533 |
| Net cash provided by (used in) operating activities | (66,495) | (59,670) |
| Cash flows from financing activities | | |
| Long-term loan from related parties | - | 22,362 |
| Net cash provided by financing activities | - | 22,362 |
| Change in cash and cash equivalents | (66,495) | (37,308) |
| Cash and cash equivalents – Beginning of period | 70,614 | 121,859 |
| Cash and cash equivalents – End of period | \$ 4,119 | \$ 84,551 |
| Interest paid | \$ - | \$ - |
| Income tax paid | \$ - | \$ - |

The accompanying notes are an integral part of these financial statements

NP Life Sciences Health Industry Group Inc.
Notes to Financial Statements

1. NATURE OF OPERATIONS

NP Life Sciences Health Industry Group Inc. (the “Company”) is a for profit corporation established under the corporation laws in the State of Nevada, United States on December 20, 2018. The Company was originally incorporated as “Guojiang Cultural Industry US, Inc.” and amended the name to “GJ Culture Group US, Inc.” on February 20, 2019. On September 8, 2022, the Company filed a Certificate of Amendment to its Articles of Incorporation with the State of Nevada to reflect its corporate name change from “GJ Culture Group US, Inc.” to “NP Life Sciences Health Industry Group Inc.”. Unless the context otherwise requires, all references to “NP Life Sciences Health Industry Group Inc.,” “GJ Culture Group US, Inc.,” “we,” “us,” “our” or the “Company” are to NP Life Sciences Health Industry Group Inc.

The Company is dedicated to providing educational services based on classical Chinese studies and culture. The Company’s goal is to serve as cultural and educational meeting point between China and the U.S. The Company intends to pursue its business objective by providing education and training courses based on classical Chinese studies, organizing China-U.S. international study tour activities for participants of all ages, as well as organizing and promoting China-U.S. cultural events, art fairs, exhibitions, and other activities promoting Chinese culture.

On November 8, 2022, the Company established a wholly owned subsidiary, GW Health Consulting Management Inc. (herein after referred to as “GW”), a California Corporation. GW’s current business is limited to providing online career planning experience sharing and guidance related consulting services.

On March 8, 2023, GW established a wholly owned subsidiary, NLPL Health Industry Group Co., Limited, a Hong Kong based company, which had no business transactions in the reporting period.

On August 16, 2023, the Company established a subsidiary named NP Life Sciences Health (Singapore) Pte. Ltd., a Singapore based company in which the Company holds 90% of the shares and an individual holds 10% of the shares; there was no business transaction in the reporting period by this subsidiary.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Consolidated Financial Statements and related disclosures have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). The Financial Statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States (“GAAP”) and presented in US dollars.

Basis of Consolidation

The Consolidated Financial Statements includes the accounts of the Company and its current owned subsidiary, GW Health Consulting Management Inc (100%), NLPL Health Industry Group Co., Limited (100%), and NP Life Sciences Health (Singapore) Pte. Ltd. (90% of the shares). All significant intercompany transactions and accounts have been eliminated in consolidation.

The accompanying interim financial statements have been prepared in accordance with GAAP for interim financial information in accordance with Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the Company’s opinion, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine months ended September 30, 2024, are not necessarily indicative of the results for the full year. While management of the Company believes that the disclosures presented herein are adequate and not misleading, these interim financial statements should be read in conjunction with the audited financial statements and the footnotes thereto for the year ended December 31, 2023, contained in the Company’s Form 10-K filed on April 16, 2024.

Going Concern

The accompanying consolidated financial statements and notes have been prepared assuming that the Company will continue as a going concern. As of September 30, 2024, there was an accumulated deficit of \$396,084. The circumstances give rise to substantial doubt to the Company’s ability to continue as a going concern within one year after the date that the financial statements are issued, and in order to remain solvent that the Company is dependent upon its ability to generate sufficient revenues to operate profitably or raise additional capital through debt financing and/or through sales of common stock.

Management plans to fund operations of the Company through the proceeds from an offering pursuant to a Registration Statement on Form S-1, private placements of restricted securities, or the issuance of stock in lieu of cash for payment of services until such a time as profitable operations are achieved. If the Company do not raise all of the money it needs from public offerings or private placements of equity, the Company will need alternative sources, such as loans or advances from our officers, directors or others. Such additional financing may not become available on acceptable terms and there can be no assurance that any additional financing that the Company does obtain will be sufficient to meet its needs in the long term. There are no written agreements in place for such funding or issuance of securities and there can be no assurance that such will be available in the future. The failure to achieve the necessary levels of profitability or obtain the additional funding would be detrimental to the Company.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to reflect the possible future effect on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the outcome of these uncertainties. Management believes that the actions presently being taken to obtain additional funding and implement its strategic plan provides an opportunity for the Company to continue as a going concern.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Due to the limited level of operations, the Company has not needed to make material assumptions or estimates other than the assumption that the Company is a going concern.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. The Company has two bank accounts in Bank of America. Since the balance of each bank account is less than \$250,000, thus the amount is insured by Federal Deposit Insurance Corporation

Fair Value of Financial Instruments

ASC 825, "Disclosures about Fair Value of Financial Instruments", requires disclosure of fair value information about financial instruments. ASC 820, "Fair Value Measurements" defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management at the time of this report. A fair value hierarchy was established, which prioritizes the inputs used in measuring fair value into three broad levels as follows:

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

Level 2—Inputs, other than the quoted prices in active markets, are observable either directly or indirectly.

Level 3—Unobservable inputs based on the Company's assumptions.

The respective carrying values of certain on-balance-sheet financial instruments approximate their fair values. These financial instruments include cash, accounts and other payable, accrued liabilities, and related party payable. Fair values were assumed to approximate carrying values for these financial instruments since they are short term in nature and their carrying amounts approximate fair value.

Revenue Recognition

The Company will recognize revenue in accordance with Accounting Standards Codification No. 606, "Revenue from Contracts with Customers" ("ASC-606"). ASC-606 requires that the criteria must be met before revenue can be recognized:

- executed contract(s) with customers that the Company believes is legally enforceable;
- identification of performance obligation in the respective contract;
- determination of the transaction price for each performance obligation in the respective contract;
- allocation of the transaction price to each performance obligation;
- recognition of revenue only when the Company satisfies each performance obligation.

Basic and Diluted Net Loss Per Share

Our computation of earnings per share (“EPS”) includes basic and diluted EPS. Basic EPS is measured as the income (loss) available to common stockholders divided by the weighted average common shares outstanding for the period. Diluted income (loss) per share reflects the potential dilution, using the treasury stock method, that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the income (loss) of the Company as if they had been converted at the beginning of the periods presented, or issuance date, if later. In computing diluted income (loss) per share, the treasury stock method assumes that outstanding options and warrants are exercised and the proceeds are used to purchase common stock at the average market price during the period. Options and warrants may have a dilutive effect under the treasury stock method only when the average market price of the common stock during the period exceeds the exercise price of the options and warrants. Potential common shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

Income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the respective periods. Basic and diluted (loss) per common share is the same for periods in which the company reported an operating loss because all warrants and stock options outstanding are anti-dilutive. There were no adjustments to net loss required for purposes of computing diluted earnings per share.

| | For the nine months ended September 30 | |
|--|---|------------|
| | 2024 | 2023 |
| Loss per share: | | |
| Numerator: | | |
| Net profit/(loss) used in computing earnings per share | \$ (47,839) | \$ 12,420 |
| Denominator: | | |
| Weighted average common shares outstanding | 42,959,574 | 42,959,574 |
| Basic and diluted income/loss per share | \$ (0.00) | \$ 0.00 |

The Company has no potentially dilutive securities, such as options or warrants, currently issued and outstanding.

Comprehensive income (loss)

The Company follows the provisions of the Financial Accounting Standards Board (the “FASB”) ASC 220 *Reporting Comprehensive Income* and establishes standards for the reporting and display of comprehensive income, its components and accumulated balances in a full set of general purpose financial statements. The Company’s comprehensive loss consists of net loss and foreign currency translation adjustments.

Recently Issued Accounting Pronouncements

In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments – Credit Losses”, which will require the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Further, the FASB issued ASU No. 2019-04, ASU 2019-05, ASU 2019-10, ASU 2019-11 and ASU 2020-02 to provide additional guidance on the credit losses standard. The amendments for ASU 2016-13 are effective for fiscal years beginning after December 15, 2022. ASU 2016-13 will be effective for the Company beginning January 1, 2023. The Company is in the process of evaluating the effect of the adoption of this ASU.

In February 2018, the FASB issued Accounting Standards Update No. 2018-02 *Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income* (ASU 2018-02). The standard provides financial statement preparers with an option to reclassify stranded tax effects within Accumulated Other Comprehensive Income (AOCI) to retained earnings in each period in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act (or portion thereof) is recorded. ASU 2018-02 is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted. We adopted this ASU in the 2019 and it did not have a material impact on our consolidated financial statements.

In December 2018, the FASB issued Accounting Standards Update No. 2018-05, Income Taxes (Topic 740), Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118 (ASU 2018-05). The ASU adds various Securities and Exchange Commission (“SEC”) paragraphs pursuant to the issuance of the December 2017 SEC Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act (“SAB 118”), which was effective immediately. The SEC issued SAB 118 to address concerns about reporting entities’ ability to timely comply with the accounting requirements to recognize all of the effects of the Tax Cuts and Jobs Act in the period of enactment. SAB 118 allows disclosure that timely determination of some or all of the income tax effects from the Tax Cuts and Jobs Act are incomplete by the due date of the financial statements and if possible, to provide a reasonable estimate. We adopted this ASU in the 2018 and it did not have a material impact on our consolidated financial statements.

In December 2023, the FASB issued Accounting Standards Update No. 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures” (“ASU 2023-09”), which modifies the rules on income tax disclosures to require entities to disclose (1) specific categories in the rate reconciliation, (2) the income or loss from continuing operations before income tax expense or benefit (separated between domestic and foreign) and (3) income tax expense or benefit from continuing operations (separated by federal, state and foreign). ASU 2023-09 also requires entities to disclose their income tax payments to international, federal, state and local jurisdictions, among other changes. The guidance is effective for annual periods beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. ASU 2023-09 should be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the potential impact of adopting this new guidance on its consolidated financial statements and related disclosures.

As of September 30, 2024, except for the above, there are no recently issued accounting standards not yet adopted that would have a material effect on the Company’s financial statements.

3. INCOME TAX

The Company was established in the State of Nevada in United States and is subject to Nevada State and US Federal tax laws. The Company has not recognized an income tax benefit for its operating losses based on uncertainties concerning its ability to generate taxable income in future periods. The tax benefit for the periods presented is offset by a valuation allowance established against deferred tax assets arising from the net operating losses and other temporary differences, the realization of which could not be considered more likely than not. Further, the benefit from utilization of NOL (“net operating loss”) carry forwards could be subject to limitations due to material ownership changes that could occur in the Company as it continues to raise additional capital. Based on such limitations, the Company has significant NOLs for which realization of tax benefits is uncertain. In future periods, tax benefits and related deferred tax assets will be recognized when management considers realization of such amounts to be more likely than not.

As of September 30, 2024, and December 31, 2023, the Company has accumulated net operating losses of \$396,084 and \$348,245. The Company has elected to not recognize deferred tax assets resulting from the NOLs, as Management is not yet able to reliably estimate when the Company will generate profits that would enable the Company to make use of such potential future tax benefits. Management continually assesses its future earnings potential and related tax impacts. If circumstances change in the future that will enable Management to accurately forecast future profits, the Company may elect to recognize such tax assets.

4. SUBSEQUENT EVENTS

Subsequent to the balance sheet date of September 30, 2024, two shareholders of the Company sold a significant number of shares to ADX Technology, Inc., a Wyoming corporation (“ADX”). While this event occurred after the balance sheet date, it did not impact the financial position or results of operations as of the balance sheet date.

On November 5, 2024, Guidong Wang, an individual holding 33,883,504 share of the Company’s common stock (“Wang”) and Huaying Zhu, an individual holding 3,750,045 shares of the Company’s common stock (“Zhu”), entered into a stock purchase agreement with ADX, pursuant to which Wang and Zhu sold their right, title, and interest in and to all their 37,633,459 shares of common stock of the Company to ADX for good and valuable consideration (the “Stock Purchase Agreement”). As a result of the Stock Purchase Agreement, ADX acquired approximately 87% of the outstanding shares in the Company as of November 5, 2024. In connection with the Stock Purchase Agreement, the Company relinquished all of its shares of capital stock in its subsidiaries, GW Health Consulting Management, Inc., a California corporation, and NP Life Sciences Health Pte. Ltd., a Singapore corporation, to Wang.

Wang and Zhu resigned from their roles with the Company. Jonathan Ginsberg also resigned as a director. Richard Cant was named a director of the Company. The Company has named Richard Cant as its chief executive officer, treasurer and secretary. With an extensive business background and significant operational, legal and accounting experience, Richard Cant is well-equipped to lead the Company, recruit additional directors and officers, and deliver value to shareholders.

This transaction may impact the future direction of the Company, including potential strategic partnerships or other corporate actions. The specific impact of this transaction on the Company's future operations, however, remains uncertain at this time.