## EXPLANATORY NOTE

**The unaudited consolidated financial statements for the three month periods ended March 31, 2016 and 2015 attached hereto restate and replace in their entirety the unaudited, management prepared financial statements for the three month periods ended March 31, 2016 and 2015 as originally filed on OTC PINK Market as of May 24, 2016.**

**The Unaudited Consolidated Financial Statements attached hereto have been reviewed by the Company's Registered Independent Public Accounting Firm and contain certain minor amendments to the Balance Sheets and Statements of Operations to correct footing and typographical errors thereon.**

**Other than the aforementioned corrections, the Company's financial statements remain as presented in our original filings.**

**AGORA HOLDINGS INC.**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**
**FOR THE THREE MONTHS ENDED**
**MARCH 31, 2016 AND 2015**
**(Unaudited)**

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## AGORA HOLDINGS INC.

## CONSOLIDATED BALANCE SHEETS
**(Unaudited)**

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| **ASSETS** | | |
| Current | | |
| Cash | $ 115 | $ - |
| Accounts receivable | 17,569 | 9,902 |
| Total Current Assets | 17,684 | 9,902 |
| Total Assets | $ 17,684 | $ 9,902 |
| **LIABILITIES** | | |
| Current | | |
| Accounts payable and accrued liabilities | $ 43,832 | $ 63,124 |
| Other payables | 5,498 | 4,177 |
| Due to related party | 26,431 | 22,594 |
| Convertible notes - related party | 46,029 | 324,267 |
| Total Current Liabilities | 121,790 | 414,162 |
| Commitment and contingency | 150,000 | 150,000 |
| Total Liabilities | 271,790 | 564,162 |
| **STOCKHOLDERS' DEFICIT** | | |
| Preferred Stock, $0.10 par value; authorized: 100,000,000, no shares issued and outstanding as of December 31, 2015 and 2014 | - | - |
| Common Stock, $0.001par value; authorized: 500,000,000 shares, 121,186,693 and 120,036,702 shares issued and outstanding as of March 31, 2016 and December 31, 2015, respectively | 121,187 | 120,037 |
| Additional Paid-in Capital | 182,253 | (161,595) |
| Accumulated other comprehensive income (loss) | 866 | 2,843 |
| Accumulated income (deficit) | (558,412) | (515,545) |
| Total Stockholders' Deficit | (254,106) | (554,260) |
| Total Liabilities and Stockholders' Deficit | $ 17,684 | $ 9,902 |

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

**AGORA HOLDINGS INC.**

**CONSOLIDATED STATEMENTS OF OPERATIONS**
**AND OTHER COMPREHENSIVE INCOME**
**(Unaudited)**

| | Three Months ended March 31, 2016 | Three Months ended March 31, 2015 |
|---|---|---|
| Gross Revenue | $ 5,922 | $ 5,660 |
| Costs of Goods Sold | 2,167 | 2,082 |
| Gross profit | 3,755 | 3,578 |
| Operating Expenses | | |
| Management fees | 18,000 | 18,000 |
| Professional fees | 3,250 | 77 |
| Consulting fees | 19,800 | 19,800 |
| General and administrative expenses | 3,985 | 11,624 |
| Total operating expenses | 45,035 | 49,501 |
| Income (loss) from operations | (41,280) | (45,923) |
| Interest expenses | (1,587) | (41,315) |
| Net (loss) | $ (42,867) | $ (87,238) |
| Net loss per share – basic and diluted | $ (0.00) | $ (0.00) |
| Weighted average shares outstanding – basic and diluted | 120,946,585 | 120,036,702 |
| Comprehensive Income (Loss): | | |
| Net income (loss) | $ (42,867) | $ (87,238) |
| Effect of foreign currency translation | (1,977) | 233 |
| Comprehensive Loss | $ (44,844) | $ (87,005) |

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

**AGORA HOLDINGS INC.**
**CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(Unaudited)**

| | Three Months ended March 31, 2016 | 2015 |
|---|---|---|
| Cash flows from Operating Activities | | |
| Net income (loss) | $ (42,867) | $ (87,238) |
| Adjustments to reconcile net loss to net cash used in operations: | | |
| Amortization of debt discount | - | 37,800 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (6,978) | (5,984) |
| Accounts payable | 2,329 | 5,098 |
| Due to related party | 1,463 | 10,790 |
| Net cash used in operating activities | (46,053) | (39,534) |
| Cash flows from Investing Activities | | |
| Net cash provided by investing activities | - | - |
| Cash flows from Financing Activities | | |
| Proceeds from convertible notes | 46,029 | 37,800 |
| Net cash provided by financing activities | 46,029 | 37,800 |
| Effects of exchange rates on cash | 139 | (1,734) |
| Increase (decrease) in cash during the period | 115 | (123) |
| Cash, beginning of period | - | 1,976 |
| Cash, end of period | $ 115 | $ 119 |
| Supplemental disclosure of cash flow information: | | |
| Cash paid for: | | |
| Interest | $ - | $ - |
| Income taxes | $ - | $ - |
| Supplemental disclosure of non-cash flow in financing activities: | | |
| Debt principal converted to shares | $ 324,267 | $ - |
| Accrued interest converted to shares | $ 18,406 | $ - |

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

**AGORA HOLDINGS INC.**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**
**(Unaudited)**

**Note 1 – Description of business and basis of presentation**

*Organization and nature of business*

Agora Holdings Inc. (the "Company" or "Agora") is a Utah corporation incorporated on February 1, 1983 as Pleistocene, Inc. On May 1, 1998 we changed our name to Agora Holdings, Inc. The Company is presently pursuing various business opportunities is in the business of software development, specializing in web, media and lpTV applications as well as operating support billing software for VOIP telephony, through its wholly owned subsidiary, Geegle Media Inc. Presently our primary operational office is located in Canada, with software development work outsourced to Bulgaria.

On May 19, 2014 the Company filed amended articles with the State of Utah in order to effect a reverse split on the basis of 1,000 to 1, to increase the Company's authorized common shares to 500,000,000 and to increase the Company's authorized preferred shares to 100,000,000 which became effective on July 22, 2014. The effect of this reverse split has been retroactively applied to the common stock balances as at December 31, 2013 and reflected in all common stock activity presented in these financial statements.

On May 29, 2014, the Company entered into a share exchange agreement (the "Share Exchange Agreement") with Sandra Gale Morgan, owner of all of the issued and outstanding membership interests of 677770BC LTD, a British Columbia corporation doing business as Sunbeam Central ("SBC") where the Company will acquire all of the issued and outstanding shares of capital stock of SBC with the purpose of owning and operating SBC as the Company's wholly-owned subsidiary and will deliver a total of 250,000,000 shares of the Company's common stock and 50,000,000 shares of the Company's preferred stock. The Company was unable to close the transaction and on September 20, 2014 the Company, Sandra Gale Morgan and SBC entered into a termination agreement where under all issued preferred shares and common shares of Agora held in escrow pending closing of the transaction were canceled and returned to treasury and all membership interests of SBC were returned from escrow to Sandra Gale Morgan.

On September 30, 2014, the Company entered into and completed a share exchange agreement with Danail Terziev, an individual residing in the Province of Ontario ("Owner"), who is the 100% holder of the issued and outstanding shares of Geegle Media Ltd. ("Geegle"), an Ontario corporation ('GML"). Under such agreement, the Owner will deliver all of the outstanding capital stock of GML to the Company in exchange for a total of 70,000,000 shares of the Company's common stock and $150,000 cash payment, payable within 90 days of the Company becoming current in its filings on OTC Markets. The Owner and the Company are in negotiation to extend the date for the cash payment by a further 180 days.

Concurrent with the aforementioned share exchange agreement, Mr. Danail Terziev, was appointed to the Company's board of directors and became the Chief Executive Officer of Agora. Mr. Terziev also became the controlling shareholder of the Company concurrent with the completion of the transaction.

As a result of the aforementioned transaction, Geegle became a wholly owned subsidiary of the Company.

The business combination was accounted for as a reverse acquisition and recapitalization using accounting principles applicable to reverse acquisitions whereby the financial statements subsequent to the date of the transaction are presented as a continuation of GML. Under reverse acquisition accounting GML (subsidiary) is treated as the accounting parent (acquirer) and the Company (parent) is treated as the accounting subsidiary (acquiree). All outstanding shares have been restated to reflect the effect of the business combination.

Geegle Media Ltd. is in the business of software development, specializing in web, media and lpTV applications as well as operating support billing software for VOIP telephony.

**AGORA HOLDINGS INC.**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**
**(Unaudited)**

**Note 1 – Description of business and basis of presentation (continued)**

*Financial Statements Presented*

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are of a normal recurring nature. Operating results for the three months ended March 31, 2016, are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2016. For further information, refer to the financial statements and footnotes thereto included in the Company's Annual Report for the fiscal year ended December 31, 2015.

Certain reclassifications have been made to the prior period's financial statements to conform to the current period's presentation.

**Note 2 – Going Concern**

For the three months ended March 31, 2016, the Company reported net losses of $42,867. In addition, the Company had a working capital deficit as of March 31, 2016. The Company believes that its existing capital resources may not be adequate to enable it to execute its business plan. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. The Company estimates that it will require additional cash resources during 2016 based on its current operating plan and condition. The Company expects cash flows from operating activities to improve, primarily as a result of an increase in revenue and a decrease in certain operating expenses, although there can be no assurance thereof. The accompanying consolidated financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern. If we fail to generate positive cash flow or obtain additional financing, when required, we may have to modify, delay, or abandon some or all of our business and expansion plans.

**Note 3 - Summary of Significant Accounting Policies**

*Principal of Consolidation*

These consolidated financial statements include the accounts of Agora Holdings Inc. and its wholly-owned subsidiary, Geegle Media Ltd. All intercompany balances and transactions have been eliminated in consolidation.

*Estimates*

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the statements of financial condition, and revenues and expenses for the years then ended. Actual results may differ significantly from those estimates. Significant estimates made by management include, but are not limited to, the assumptions used to calculate stock-based compensation, derivative liabilities, debt discounts and common stock issued for assets, services or in settlement of obligations.

**Note 3 - Summary of Significant Accounting Policies (continued)**

*Cash and Cash Equivalents*

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

*Property and Equipment*

Property and equipment are recorded at cost. Depreciation and amortization on property and equipment are determined using the straight-line method over the three to five year estimated useful lives of the assets.

*Revenue Recognition*

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) products are installed and/or the contracted services have been rendered to the customer, (iii) the sales price is fixed or determinable and (iv) collectability is reasonably assured.

All product installations and system configuration services are sold on a payment per order basis. All development services are invoiced when completed. Revenues are recognized at the point of sale, which occurs when the service is completed and/or installation services are complete.

*Costs of Goods Sold*

Cost of goods sold include all direct costs of handling and purchasing installed items, direct labor relative to services provided for installation and/or monitoring, and costs incurred in software development and implementation.

*Foreign Currencies*

*Functional and presentation currency* - Items included in the consolidated financial statements of each of the Company and its subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the ‘functional currency’). The consolidated financial statements are presented in US Dollars, which is the Company’s presentation currency.

*Transactions and balances* - Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at quarter end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of operations.

*Subsidiaries* - The results and financial position of all subsidiaries that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

i) assets and liabilities are translated at the closing rate at the date of the balance sheet;
ii) income and expenses are translated at average exchange rates;
iii) all resulting exchange differences are recognized as other comprehensive income, a separate component of equity.

**AGORA HOLDINGS INC.**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**
**(Unaudited)**

**Note 3 - Summary of Significant Accounting Policies (continued)**

*Fair Value of Financial Instruments*

The Company's financial instruments consist of cash, receivables, payables, and due to related party. The carrying amount of cash, receivables and payables approximates fair value because of the short-term nature of these items. The carrying amount of the notes payable approximates fair value as the individual borrowings bear interest at market interest rates.

*Income Taxes*

The Company accounts for income taxes in accordance with Accounting Standards Codification ("ASC") Topic 740, Income Taxes, which requires that the Company recognize deferred tax liabilities and assets based on the differences between the financial statement carrying amounts and the tax bases of assets and liabilities, using enacted tax rates in effect in the years the differences are expected to reverse. Deferred income tax benefit (expense) results from the change in net deferred tax assets or deferred tax liabilities. A valuation allowance is recorded when it is more likely than not that some or all deferred tax assets will not be realized.

*Loss per Common Share*

In accordance with ASC Topic 280 – "Earnings Per Share", the basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive.

*Recent Accounting Pronouncements*

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

**Note 4 – Going Concern**

At March 31, 2016 and 2015, the Company reported a net loss of $42,867 and $87,238 respectively. The Company believes that its existing capital resources may not be adequate to enable it to execute its business plan. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. The Company estimates that it will require additional cash resources during 2016 and beyond based on its current operating plan and condition. The Company expects cash flows from operating activities to improve, primarily as a result of an increase in revenue and a decrease in certain operating expenses, although there can be no assurance thereof. The accompanying consolidated financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern. If we fail to generate positive cash flow or obtain additional financing, when required, we may have to modify, delay, or abandon some or all of our business and expansion plans.

**Note 5 - Convertible Notes**

The following table summarizes information in respect to the convertible notes:

| | Principal Amount ($) | Debt Discount ($) | Carrying Value ($) | Accrued interest payable ($) |
|---|---|---|---|---|
| December 31, 2014 | 147,513 | - | 147,513 | 2,324 |
| Additions | 176,754 | (176,754) | - | - |
| Amortization of debt discount | - | 176,754 | 176,754 | - |
| Interest expenses | - | - | - | 18,406 |
| December 31, 2015 | 324,267 | - | 324,267 | 20,730 |
| Additions | 46,029 | - | 46,029 | - |
| Interest expenses | - | - | - | 1,587 |
| Issuance of shares to settle debt | (324,267) | - | - | (18,406) |
| March 31, 2016 | 46,029 | - | 46,029 | 1,587 |

During the year ended December 31, 2015 the Company entered into various convertible loan agreements for total gross proceeds of $38,635 with corporations controlled by a shareholder of the Company. The loans bear interest at a rate of 8% per annum and are convertible at any time at the option of the lender into shares of common stock of the Company at a conversion price of $0.002 per share. ($147,513 – December 31, 2014). On the transaction date, the Company recognized the intrinsic value of the embedded beneficial conversion feature of $38,635 as additional paid-in capital and the debt discount in full was recorded as interest expense.

During the year ended December 31, 2015 the Company entered into various convertible loan agreements for total gross proceeds of $138,119 with one of the Company’s major shareholders. The loans bear interest at a rate of 8% per annum and are convertible at any time at the option of the lender into shares of common stock of the Company at a conversion price of $0.002 per share. On the transaction dates, the Company recognized the intrinsic value of the embedded beneficial conversion feature of $138,119 as additional paid-in capital and the debt discount in full was recorded as interest expense.

The Company renegotiated the terms of the aforementioned convertible notes to reprice the conversion terms to $0.30 from $0.002 per share. Concurrently the Company entered into various debt conversion agreements with a major shareholder and a corporation controlled by this major shareholder to settle a total of $344,997 in convertible loans payable as well as accrued interest up to the conversion date in exchange for 1,149,991 shares of the Company’s common stock effective January 19, 2016.

During the three months ended March 31, 2016 the Company entered into a convertible loan agreement for total gross proceeds of $46,029 with one of the Company’s major shareholders. The loan bears interest at a rate of 8% per annum and are convertible at any time at the option of the lender into shares of common stock of the Company at a conversion price of $0.30 per share. On the transaction date, the Company did not recognize the intrinsic value of the embedded beneficial conversion feature since the fair market value on the date of the note, $0.23, was lower than the conversion price.

**Note 6- Equity**

The Company's authorized common stock consists of 500,000,000 common shares with par value of $0.001 and 100,000,000 shares of preferred stock with par value of $0.10 per share.

On January 19, 2016, the Company agreed to issue 1,149,991 shares of common stock to a shareholder of the Company and a company controlled by a shareholder of the Company in order to retire certain convertible notes payable and accrued interest thereon. (Ref Note 4 – Convertible notes).

As of March 31, 2016 and December 31, 2015, the Company has 121,186,693 and 120,036,702 shares of common stock and nil shares of preferred stock issued and outstanding.

**Note 7 - Related Party Transactions**

On January 19, 2016 a shareholder of the Company and a company controlled by this shareholder agreed to convert a total of $344,997 in convertible loans payable as well as accrued interest up to the conversion date in exchange for 1,149,991 shares of the Company's common stock.

During the three months ended March 31, 2016 and 2015 the Company paid $18,000 in management fees to Mr. Ruben Yakubov, the Company's President and a member of the Board of Directors.

During the three months ended March 31, 2016, the Company received advances in the amount of $1,463, from a company controlled by our CEO. The Company didn't make any cash payments, leaving $26,431 in the balance sheets as advances from related party.

During the three months ended March 31, 2016 the Company entered into a convertible loan agreement for total gross proceeds of $46,029 with one of the Company's major shareholders. The loan bears interest at a rate of 8% per annum and is convertible at any time at the option of the lender into shares of common stock of the Company at a conversion price of $0.30 per share.

**Note 8- Subsequent Events**

The Company has evaluated subsequent events from the balance sheet date through the date that the financial statements were issued and determined that there are no additional subsequent events to disclose.