

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

New Infinity Holdings, Ltd.
A Nevada Corporation

2964 Lincoln Highway
Sadsburyville, PA 19369

Company Telephone: 917-387-4599

Company Website: N/A

Company Email: newinfinityholdings@yahoo.com

SIC Code: 3572

Annual Report

For the period ending December 31, 2022 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

107,905,277 as of December 31, 2022

107,905,277 as of December 31, 2021

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 over this reporting period:

Yes: ☐ No: ☒

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

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.

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

From February 23, 1999 to September 10, 2001 – Quick & Easy Software, Inc.

From September 10, 2001 to December 1, 2006 – Star E Media Corp.

From May 11, 2007 to April 25, 2008 – China Gold Resource Inc.

From April 25, 2008 to January 29, 2015 – Wisemobi, Inc.

From January 29, 2015 to present – New Infinity Holdings, Ltd.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The issuer has been incorporated in the State of Nevada for the past five years and is active.

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

N/A

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

N/A

The address(es) of the issuer's principal executive office:

2964 Lincoln Highway
Sadsburyville, PA 19369

The address(es) 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: Transfer Online, Inc.
Phone: (503) 227-2950
Email: info@transferonline.com
Address: 512 SE Salmon Street
Portland, OR 97214

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: NIHL
Exact title and class of securities outstanding: Common Stock

CUSIP:	<u>645670100</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>200,000,000</u>	as of date: <u>December 31, 2022</u>
Total shares outstanding:	<u>107,905,277</u>	as of date: <u>December 31, 2022</u>
Number of shares in the Public Float ² :	<u>16,109</u>	as of date: <u>December 31, 2022</u>
Total number of shareholders of record:	<u>511</u>	as of date: <u>December 31, 2022</u>

All additional class(es) of publicly quoted or traded securities (if any):

Trading symbol:	_____	
Exact title and class of securities outstanding:	_____	
CUSIP:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____
Total number of shareholders of record:	_____	as of date: _____

Trading symbol:	_____	
Exact title and class of securities outstanding:	_____	
CUSIP:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____
Total number of shareholders of record:	_____	as of date: _____

Other classes of authorized or outstanding equity securities:

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). 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:	_____	
CUSIP (if applicable):	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding (if applicable):	_____	as of date: _____
Total number of shareholders of record (if applicable):	_____	as of date: _____

Exact title and class of the security:	_____	
CUSIP (if applicable):	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding (if applicable):	_____	as of date: _____
Total number of shareholders of record (if applicable):	_____	as of date: _____

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

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.

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

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

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.

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

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 as of Second Most Recent Fiscal Year End: <div>Opening Balance</div> <div>Date 12.31.20 Common: 107,905,277 Preferred: _____</div>			*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	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.

					issuance? (Yes/No)				
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:									
Ending _____ Balance _____									
Ending Balance: _____									
Date <u>12.31.22</u> Common: <u>107,905,277</u>									
Preferred: _____									

Example: A company with a fiscal year end of December 31st, 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, 2021 through December 31, 2022 pursuant to the tabular format above.

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)

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.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcm Markets.com).

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

Blackjack Limited T/A House 000 Bistro. House 000 Bistro provides western style bistro food for the local Hong Kong market. House 000 Bistro plans to open more franchises in the upcoming year.

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

N/A

C. Describe the issuers' principal products or services.

Western style bistro food

5) Issuer's Facilities

The goal of this section is to provide a potential investor 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, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Issuer currently occupies space located at 2964 Lincoln Highway Sadsburyville, PA 19369. The space is provided to the Issuer by an executive officer free of charge and is shared office space.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

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 an investor 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 shareholders.

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
Siu Hung (Camel) Lau	CEO, President, CFO and Director	Sadsburyville, PA	0	N/A	N/A	
Robert Chin	Secretary	Sadsburyville, PA	0	N/A	N/A	
Kin Lap Lei	More than 5%	Downington, PA	5,005,000	Common	78.8%	Mr. Kin Lap Lei holds 5,005,000 shares directly and 80,000,000 shares through New Infinity Holding Ltd. a Hong Kong corporation of which he is the controlling shareholder

New Infinity Holding Ltd. a Hong Kong corporation	More than 5%	Downington, PA	80,000,000	Common	78.8%	Mr. Kin Lap Lei
_____	_____	_____	_____	_____	_____	_____

7)

Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. 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, or banking activities;

None

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

None

4. The entry 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

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 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.

Securities Counsel (must include Counsel preparing Attorney Letters).

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

Accountant or Auditor

Name: _____
Firm: _____

Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

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) Financial Statements

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

- ☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)³:

Name: Caren Currier
Title: Consultant
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements: 25 years accounting experience

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

³ 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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

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, Siu Huang (Camel) Lau certify that:

1. I have reviewed this Disclosure Statement for NEW INFINITY HOLDINGS, LTD.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 21, 2023 [Date]

/s/ Siu Huang (Camel) Lau [CEO's Signature]

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

Principal Financial Officer:

I, Siu Huang (Camel) Lau certify that:

1. I have reviewed this Disclosure Statement for NEW INFINITY HOLDINGS, LTD.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 21, 2023 [Date]

/s/ Siu Huang (Camel) Lau [CFO's Signature]

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

NEW INFINITY HOLDINGS, LTD.

CONDENSED FINANCIAL STATEMENTS

For the Twelve Months Ended December 31,
2022, and 2021 (Unaudited)

Prepared by Management

(Stated in US Dollars)

Index to Financial Statements

**For the Twelve Months
Ended December 31, 2022
and 2021**

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New Infinity Holdings, Ltd.
Condensed Balance Sheets
(Stated in U.S. Dollars)
(Unaudited)

	December 31, 2022	December 31, 2021
ASSETS		
Current Assets		
Cash	\$ 1,865	98
Total Current Assets	<u>1,865</u>	\$ <u>98</u>
Total Assets	<u>\$ 1,865</u>	<u>98</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued expenses	\$ 5,740	\$ 2,670
Shareholder advances, related party	<u>87,286</u>	<u>73,677</u>
Total Current Liabilities	<u>93,026</u>	<u>76,347</u>
Stockholders' Deficit		
Common Stock - authorized 200,000,000 shares, \$0.001 par value, 107,905,277 shares of common stock issued and outstanding	107,905	107,905
Additional paid in capital	46,732	43,363
Accumulated deficit	<u>(245,798)</u>	<u>(227,517)</u>
Total Stockholders' Equity (Deficit)	<u>(91,161)</u>	<u>(76,249)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 1,865</u>	<u>\$ 98</u>

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

NEW INFINITY HOLDINGS, LTD.
Condensed Statements of Operations
(Stated in U.S. Dollars)
(Unaudited)

	For the three months ended December 31,		For the twelve months ended December 31,	
	2022	2021	2022	2021
Revenues	\$ 39,007	\$ -	\$ 39,007	\$ -
Operating expenses:				
Professional Fees	41,277	1,425	45,750	7,775
General and administrative expenses	<u>689</u>	<u>956</u>	<u>11,537</u>	<u>10,789</u>
Operating expenses:	<u>41,966</u>	<u>2,381</u>	<u>57,287</u>	<u>18,564</u>
Net income (loss) for the period	\$ <u>(2,959)</u>	\$ <u>(2,381)</u>	\$ <u>(18,280)</u>	\$ <u>(18,564)</u>
Net loss per common share, basic and diluted	\$ <u>(0.00)</u>	\$ <u>(0.00)</u>	\$ <u>(0.00)</u>	\$ <u>(0.00)</u>
Weighted average number of common shares – basic and diluted	<u>107,905,277</u>	<u>107,905,277</u>	<u>107,905,277</u>	<u>107,905,277</u>

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

New Infinity Holdings, Ltd.
Condensed Statements of Stockholders' Deficiency
(Stated in U.S. Dollars)
(Unaudited)

Common Stock	Common Stock		Additional Paid-In		Accumulated		Total
	Issued	Amount	Capital		Deficit		
BALANCE, DECEMBER 31, 2021	107,905,277	\$ 107,905	\$ 43,363	\$	-227,518	\$	-76,250
Net loss					-6,361		-6,361
BALANCE, March 30, 2022	107,905,277	\$ 107,905	\$ 43,363	\$	-233,879	\$	-82,611
Net Loss					-3,309		-3,309
BALANCE, June 30, 2022	107,905,277	\$ 107,905	\$ 43,363	\$	-237,188	\$	-85,920
Net Loss					-5,650		-5,650
BALANCE, September 30, 2022	107,905,277	\$ 107,905	\$ 43,363	\$	-242,838	\$	-91,570
Net Loss			3,369		-2,959		410
BALANCE, September 30, 2022	107,905,277	\$ 107,905	\$ 46,732	\$	-245,798	\$	-91,160

Common Stock	Common Stock		Additional Paid-In		Accumulated		Total
	Issued	Amount	Capital		Deficit		
BALANCE, DECEMBER 31, 2020	107,905,277	\$ 107,905	\$ 43,363	\$	-227,518	\$	-57,686
Net loss					-8,381		-8,381
BALANCE, March 30, 2021	107,905,277	\$ 107,905	\$ 43,363	\$	-217,355	\$	-66,067
Net Loss					-2,210		-2,210
BALANCE, June 30, 2021	107,905,277	\$ 107,905	\$ 43,363	\$	-219,545	\$	-68,277
Net Loss					-5,591		-5,591
BALANCE, September 30, 2021	107,905,277	\$ 107,905	\$ 43,363	\$	-225,136	\$	-73,868
Net Loss					-2,382		-2,382
BALANCE, December 31, 2021	107,905,277	\$ 107,905	\$ 43,363	\$	-227,518	\$	-76,250

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

New Infinity Holdings, Ltd.
Condensed Statements of Cash Flows
(Stated in U.S. Dollars)
(Unaudited)

	For the Twelve Months Ended December 31,	
	<u>2022</u>	<u>2021</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (18,280)	\$ (18,564)
Adjustments to reconcile net (loss) to net cash used in operating activities:		
Changes in operating assets and liabilities		
Accounts payable and accrued expenses	<u>3,069</u>	<u>(1,823)</u>
Cash used in operating activities	<u>(15,211)</u>	<u>(20,387)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from advances payable – related parties	<u>16,978</u>	<u>20,370</u>
Cash provided by financing activities	<u>16,978</u>	<u>20,370</u>
INCREASE (DECREASE) IN CASH	1,767	18
CASH AT BEGINNING OF YEAR	<u>98</u>	<u>116</u>
CASH AT END OF PERIOD	\$ <u><u>1,865</u></u>	\$ <u><u>98</u></u>

NEW INFINITY HOLDINGS, LTD.
NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS
For the Twelve Months Ended December 31, 2022, and 2021

NOTE 1 - NATURE OF OPERATIONS

Description of Business:

Historical Information:

New Infinity Holdings, Ltd. (the "Company") was originally incorporated as Quick & Easy Software, Inc., on February 23, 1999 under the laws of the State of Nevada. On incorporation the Company had authorized common stock of 25,000,000 shares at \$0.001 par value.

On August 15, 2001, Quick & Easy Software, Inc. merged with Star E Media, a company involved in the development and production of children's educational products in a multi-lingual format, focusing on CD technology. At the time of the merger, Quick & Easy Software, Inc. had no operations, 2,400,000 shares of common stock outstanding and could be considered a "shell" company. Quick & Easy issued an additional 10,000,000 shares of common stock in exchange for all of Star E Media's common stock outstanding, which was also 10,000,000. The surviving legal entity was Quick & Easy which then changed its name to Star E Media Corporation on September 10, 2001. This merger was accounted for as a reverse acquisition.

On September 10, 2001, the Company increased its authorized common stock to 100,000,000 shares at \$0.001 par value.

On May 28, 2002, the Company authorized 20,000,000 Preferred Shares, \$0.001 par value.

On April 30, 2003, we entered into a Reorganization and Stock Purchase Agreement with ESP International Ltd., a Nevada corporation, specializing in educational/entertainment software and marketing. ("ESP Nevada") and its shareholders.

On October 5, 2004, the registered agent for the Company resigned and the Company was struck by the Nevada Secretary of State.

Effective June 16, 2005, the Second Judicial District Court of Nevada, in and for the County of Washoe, on a filed petition appointed Mark Smith as Custodian of the Corporation effectively giving him control of the Corporation. Mr. Smith appointed himself as President and Chief Executive Officer, Secretary, Treasurer and Chief Financial Officer, and also as the sole Director of the Corporation.

On May 3, 2006, the Company filed a Certification and Notice of Termination of Registration Under Section 12(g) of the Securities Exchange Act of 1934 on Form 15 terminating the registration of its shares of Common Stock under the Securities Exchange Act of 1934.

On December 1, 2006, the Company changed its name to Demobag Brands Inc. Effective January 1, 2007, the Company (then "Star E Media Corp.") entered into a Reorganization and Stock Purchase Agreement to acquire 100% of the outstanding equity of Global Strategies, Inc. in exchange for a majority interest in the Company. As part of the transaction, the Company was renamed Demobag Brands, Inc. In contemplation of the transaction, on November 30, 2006, the Company completed a 1 for 375 reverse split. On April 10, 2007, the transaction was cancelled effective at its inception when Global Strategies defaulted on the agreement and the shares of the Company they acquired in the transaction were cancelled.

Effective April 26, 2007, the Company entered into a Reorganization and Stock Purchase Agreement to acquire 100% of the outstanding equity of Tian Yuan Mining Company, a Chinese Company, in exchange for a majority interest in the Company. As part of the transaction, the Company was renamed China Gold Resource, Inc. Effective May 10, 2007, the Company completed a 1 for 10 reverse split of its common stock as part of the Reorganization and Stock Purchase Agreement between the Company, Tian Yuan Mining Company and R Capital. On January 25, 2008, the transaction was cancelled effective at its

inception when Tian Yuan, R Capital Partners, Inc., and certain shareholders of the Company entered into a Termination Agreement to terminate the Reorganization and Stock Purchase Agreement. Pursuant to the Termination Agreement, the shareholders agreed to return and cancel shares of the Company.

Effective April 16, 2008, the Company entered into a Reorganization and Stock Purchase Agreement to acquire 100% of the outstanding equity of WiseMobi, Inc., a Canadian Corporation (“WiseMobi Canada”), in exchange for a majority interest in the Company. As part of the transaction, the Company instructed its transfer agent to issue a stock dividend of one and one half (1 ½) shares for every currently outstanding share of common stock. On May 12, 2008, the Company was renamed Wisemobi, Inc.

On March 8, 2012, the registered agent for the Company resigned and the Company was struck by the Nevada Secretary of State.

Current Information:

On December 9, 2014, the District Court for Clark County, Nevada, entered an order appointing Small Cap Compliance, Inc, as Custodian for the Company. The Custodian appointed, Robert Chin as officer and a sole director.

On December 21, 2014, the Company filed a certificate of designation to designate 800,000 shares of the Company’s authorized preferred stock as Convertible Preferred Series A stock. The Series A stock was convertible into common stock on the basis of 100 shares of common stock for each share of Series A preferred stock and had voting rights of 100 votes per share on any and all matters voted upon by the holders of the Company’s common stock.

On January 15, 2015, the Company issued a total of 800,000 shares of Convertible Series A Preferred stock to New Infinity Holdings Limited, a company incorporated pursuant to the laws of Hong Kong (New Infinity HK), whose beneficial owner is Kenny Kin Lap Lei, and New Infinity HK became the controlling shareholder of the Company.

On January 28, 2015, the Company increased its authorized common stock to 200,000,000 common shares at \$0.001 par value.

On January 28, 2015, the Company filed articles of amendment with the State of Nevada changing its name to New Infinity Holdings Ltd. and authorizing a reverse split of the Company’s common stock on the basis of 1 share for every 1000 shares held.

On March 5, 2015, the District Court for Clark County entered an order discharging the Custodianship of the Company.

On April 6, 2016, the Company’s registered agent resigned and the Company was struck by the Nevada Secretary of State.

On March 16, 2017, the Company was reinstated.

On October 25, 2015, Robert Chin resigned as the Company’s President, Secretary and Treasurer and Director and Siu Hung Lau was appointed the Company’s sole officer and director.

On November 18, 2022, New Infinity Holdings Ltd. acquired Blackjack Limited T/A House 000 Bistro. House 000 Bistro provides western style bistro food for the local Hong Kong market. House 000 Bistro plans to open more franchises in the upcoming year.

All share and per share information presented herein for the periods as at the date of filing have been restated to give effect to the stock splits as if the splits occurred at the date of inception.

NOTE 2 – GOING CONCERN

These financial statements are presented on the basis that the Company is a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business over a reasonable length of time. As of December 31, 2022, the Company had \$1,865 (December 31, 2021 - \$98) in cash, a working capital deficit of \$91,161 and accumulated net losses of \$245,798 (December 31, 2021 - \$227,518). The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The ability of the Company to continue as a going

concern is dependent upon its ability to obtain additional financing as may be required, to find and finance a viable business opportunity, and ultimately to establish profitable operations.

To date, the operations of the Company have been funded by shareholder advances and the sale of securities. Management's plans for the continuation of the Company as a going concern include financing the Company's operations through issuance of its common stock, conducting revenue-generating operations or expanding the Company's existing business operations to acquire projects which generate revenue. If the Company is unable to complete its financing requirements or achieve revenue as projected, it will then modify its expenditures and plan of operations to coincide with the actual financing completed and actual operating revenues, if any. Presently the Company does not generate any revenue. There are no assurances the Company will succeed in implementing its plans. Unless otherwise indicated, amounts provided in these notes to the financial statements pertaining to continuing operations.

COVID-19

As the Company is not currently involved in an active business operation, the COVID-19 pandemic is not expected to have an adverse impact on the Company going forward. While COVID-19 has caused significant disruptions to the global financial markets and may have severely impacted the ability of various corporations to raise additional capital and to pursue certain planned business activities, the Company currently relies on its shareholders for financing and has not been negatively impacted. The full impact of the COVID-19 outbreak continues to evolve as of the date of this report and is highly uncertain and subject to change. Management is actively monitoring the situation but given the daily evolution of the COVID-19 outbreak, the Company is not able to estimate the possible effects of the COVID-19 outbreak in the next 12 months.

NOTE 3 - USE OF ESTIMATES IN THE PREPARATION OF FINANCIAL STATEMENTS

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) 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 these financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles (US GAAP). 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.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Impairment of Long-Lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable through the estimated undiscounted cash flows expected to result from the use and eventual disposition of the assets. Whenever any such impairment exists, an impairment loss will be recognized for the amount by which the carrying value exceeds the fair value. During the fiscal year ended December 31, 2022, there was no impairment of long-lived assets.

Intangible assets

Identifiable intangible assets are recognized when the Company controls the assets, it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured. The economic or useful life of an intangible asset is based on an estimate made by management and is subject to change under certain market conditions.

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 approximate 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.

Basic and Diluted Loss Per Share

The Company computed basic and diluted loss per share amounts pursuant to the ASC 260 “Earnings per Share.” There are no potentially dilutive shares outstanding and, accordingly, dilutive per share amounts have not been presented in the accompanying statements of operations.

Income Taxes

Income taxes are recognized in accordance with ASC 740, “Income Taxes”, whereby deferred income tax liabilities or assets at the end of each period are determined using the tax rate expected to be in effect when the taxes are actually paid or recovered. A valuation allowance is recognized on deferred tax assets when it is more likely than not that some or all of these deferred tax assets will not be realized.

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 5 – RELATED PARTY TRANSACTIONS

New Infinity Holdings Limited and Kenny Kin Lap Lei:

The Company issued a total of 800,000 of Series A Convertible Preferred stock, par value \$0.001 on January 15, 2015 to New Infinity Holdings Limited (“New Infinity HK”), a company incorporated in Hong Kong whose controlling stockholder is Kenny Kin Lap Lei for consideration of \$800. New Infinity HK converted 800,000 shares of Series A Convertible Preferred stock for 80,000,000 shares of Common stock during the fiscal year ended December 31, 2015. Concurrently, New Infinity HK became the controlling shareholder of the Company.

During the fiscal year ended December 31, 2021, the Company received advances from New Infinity HK, in the amount of \$20,369 leaving an amount due and payable to New Infinity HK of \$73,677

During the twelve months ended December 31, 2022, the Company received advances from New Infinity HK, in the amount of \$13,609

As at December 31, 2022, \$87,286 (December 31, 2021 - \$73,677) was due and payable to New Infinity HK and is reflected on the Company’s balance sheet as Shareholder Advances – related party.

NOTE 6– COMMON STOCK AND PREFERRED STOCK:

Common stock:

As at December 31, 2022 and December 31, 2021, the Company had authorized a total of 200,000,000 shares of common stock, par value \$0.001 per share.

As at December 31, 2022 and December 31, 2021, a total of 107,905,277 shares of common stock were issued and outstanding.

Preferred stock:

There are no shares of Preferred stock issued and outstanding.

NOTE 7 – 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 subsequent events to disclose.

