

SUPPLEMENTAL DISCLOSURE – CHANGE IN SHELL STATUS

New Infinity Holdings Ltd.

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SIC 3572

The goal of this disclosure is to provide information with respect to the company's Change of Shell Status. The Company was previously deemed to be a Shell Company and is changing its status as the Company has determined that it no longer meets the definition of a Shell Company. The Effective Date of the change in Shell Company Status is November 18, 2022.

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.

With this acquisition, NIHL was no longer considered a "shell company" as it now had both assets and operations. From the date of acquisition through December 31, 2022, NIHL, through the acquired House 000 Bistro company had revenue of approximately US\$39,007.

The definition of a shell company as defined in Rule 405 under the Securities Act of 1933 as well as Release 33-8587, is whether the entity has no or nominal operations and no or nominal assets. Neither the release nor the Act requires that a company meet both requirements of Rule 405 so as not to be considered a shell. The Rule states:

The term **shell** company means a registrant . . . that has:

1. No or nominal operations; **and**
2. Either:
 - i. No or nominal assets;
 - ii. Assets consisting solely of cash and cash equivalents; or
 - iii. Assets consisting of any amount of cash and cash equivalents and nominal other assets.

Additionally, the Securities and Exchange Commission has made itself clear within footnote 172 of Release No. 33-8869 "indicating that Rule 144 (i)(1)(i) is not intended to capture a 'startup company,' or, in other words, a company with limited operating history, in the definition of a reporting or non-reporting shell company" because the company does not meet the conditions of having "no or nominal operations.

MGUY has significant operations and is therefore not a "shell company" as defined in Rule 405.

I, Siu Hung Lau, being the CEO of New Infinity Holdings Limited certify that:

I have read the forgoing and it is true and correct.

March 15, 2023

/s/ Siu Hung Lau
Siu Hung Lau, CEO