

**Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

**China Yanyuan Yuhui National Education Group, Inc.**

A Nevada Corporation

Soubao Business Center Building 2,  
Suite 1109, 16 S 3<sup>rd</sup> Ring Rd, W  
Fengtai District, Beijing, PRC 10068

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SIC – 2834

**Annual Report**

**For the Period Ending: December 31, 2019**  
(the “Reporting Period”)

As of December 31, 2019, the number of shares outstanding of our Common Stock was:

75,498,595

As of December 31, 2018, the number of shares outstanding of our Common Stock was:

22,498,595

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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: ☒

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes: ☒ No: ☐

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

China Yanyuan Yuhui National Education Group, Inc. herein referred to as “YYYH” or the “Company”, formerly known as MediaShift, Inc. and JMG Exploration, Inc.

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

Yes: ☒ No: ☐

On January 24, 2017, the Company filed a for Chapter 7 bankruptcy, with the Southern District of California. On February 23, 2017 the court approved the bankruptcy petition and the case was closed.

**2) Security Information**

Trading symbol:	<u>YYYH</u>	
Exact title and class of securities outstanding:	<u>Common Stock (“Common Stock”)</u>	
CUSIP:	<u>16955D102</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>100,000,000</u>	as of date: <u>April 1, 2020</u>
Total shares outstanding:	<u>75,498,595</u>	as of date: <u>April 1, 2020</u>
Number of shares in the public float:	<u>6,569,249</u>	as of date: <u>April 1, 2020</u>
Total number of shareholders of record:	<u>181</u>	as of date: <u>April 1, 2020</u>

*Additional class of securities (if any):*

Trading symbol:	<u>YYYH</u>	
Exact title and class of securities outstanding:	<u>Series A Preferred Stock (“Series A Preferred”)</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>April 1, 2020</u>
Total shares outstanding:	<u>1,306,500</u>	as of date: <u>April 1, 2020</u>

Transfer Agent

Name: Corporate Stock Transfer, Inc.  
Address: 3200 Cherry Creek Dr. South, Suite 430  
Address 2: Denver, CO 80209  
Phone: +1 (303) 282-4800  
Email: mtampubolon@corporatetocktransfer.com

Is the Transfer Agent registered under the Exchange Act?

Yes: ☒ No: ☐

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

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

### Item 3. Issuance History

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of <u>12/31/2017</u>	<u>Opening Balance:</u> Common: 22,498,595 Preferred: 0		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
05/24/2019	New Issuance	53,000,000	Common Stock	\$0.001	No	David Lazar/Custodian Ventures	Cash	Restricted	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
05/24/2019	New Issuance	1,306,500	Series A Preferred Stock	\$0.001	No	David Lazar/Custodian Ventures	Cash	Restricted	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
Shares Outstanding on <u>12/31/2019:</u>	<u>Ending Balance:</u> Common: 75,498,595 Preferred: 1,306,500								

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

[illegible]

**4) Financial Statements**

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

- ☒ U.S. GAAP  
☐ IFRS

**B. The financial statements for this reporting period were prepared by (name of firm):**

Name: UltraCPA LLP  
Title: Outside CPAs, October 14, 2019 to present  
Relationship to Issuer: Independent, no relationship

The unaudited financial statements as of December 31, 2019 and December 31, 2018 and for the fiscal year ended December 31, 2019 and 2018, are included at the end of this report.

**5) Issuer's Business, Products and Services**

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

China Yanyuan Yuhui National Education Group, Inc. currently has no operations.

**B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference. N/A**

Subsidiary Name	Domicile	Address	Officer/Director	% Owned	Owned By
N/A					

**C. Describe the issuers' principal products or services, and their markets**

N/A.

**6) Issuers facilities**

China Yanyuan Yuhui National Education Group, Inc. currently has no operating facility.

## Item 7. Officers Directors and Control Persons

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Xiangyu Wang	Owner of more than 5%	Shenzhen Guangdong Province, PRC	53,000,000	Common Stock	70.20%	
Xiangyu Wang	Owner of more than 5%	Shenzhen Guangdong Province, PRC	1,306,500	Series A Preferred Stock	100%	
Xiaojun Qin	CEO/President/Chairman	Wuqing District, Tianjin, PRC	N/A			
Xu Chen	Treasurer/ CFO	Chaoyang District, Beijing, PRC	N/A			
Xiyue Zhang	Secretary	Fangshan District, Beijing, PRC	N/A			
Binsan Wu	Director	Jinan, Shangdong Province, PRC	N/A			
Jun Zheng	Director	Hefei, Anhui Province, PRC	N/A			
Yuping Zheng	Director	Wuhu, Anhui Province, PRC	N/A			

## 8) Legal/Disciplinary History

### A. Criminal and legal proceedings of Officers, Directors and Control Persons.

Neither of the persons 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);
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;
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

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.

**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.**

None.

**9) Third Party Providers**

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Yue Cao,  
Firm: Law Office of Yue & Associates, P.C.  
Address 1: 7700 Irvine Center Drive, Suite 800  
Address 2: Irvine, CA 92618  
Phone: +1(617)-312-1708  
Email: ycao@yueuslaw.com

Accountant:

Name: UltraCPA LLP  
Address 1: 475 El Camino Real, Suite 208  
Address 2: Millbrae, CA 94030  
Phone: 650-732-3008

Investor Relations Consultant: N/A

Other Service Providers: N/A

## 10) Issuer Certification

*Principal Executive Officer:*

I, Mr. Xiaojun Qin certify that:

1. I have reviewed this annual statement of China Yanyuan Yuhui National Education 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.

Date: April 4, 2020

Signature: /s/ Xiaojun Qin  
Name: Mr. Xiaojun Qin  
Title: President and CEO

*Principal Financial Officer:*

I, Mr. Xu Chen certify that:

1. I have reviewed this annual statement of China Yanyuan Yuhui National Education 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.

Date: April 4, 2020

Signature: /s/ Xu Chen  
Name: Mr. Xu Chen  
Title: Treasurer and CFO



**CHINA YANYUAN YUHUI NATIONAL EDUCATION GROUP, INC.**  
**BALANCE SHEETS**  
**AS OF DECEMBER 31, 2019 AND 2018**  
**(Unaudited)**

	<i>As of</i> <i>December 31,</i> <i>2019</i>	<i>As of</i> <i>December 31,</i> <i>2018</i>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Liabilities</b>		
Current liabilities		
Related party payable	\$ 9,677	\$ -
Total current liabilities	9,677	-
Total Liabilities	<u>\$ 9,677</u>	<u>\$ -</u>
<b>Stockholders' Equity</b>		
Series A preferred stock (par value \$0.001 per share; 10,000,000 shares authorized; 1,306,500 and nil shares issued and outstanding as of December 31, 2019 and 2018 respectively)	\$ 1,306	\$ -
Common stock (par value \$0.001 per share; 100,000,000 shares authorized; 75,498,595 and 22,498,595 shares issued and outstanding as of December 31, 2019 and 2018 respectively)	75,499	22,499
Additional paid-in-capital	28,296,419	28,296,419
Accumulated deficit	<u>(28,382,901)</u>	<u>(28,318,918)</u>
Total stockholders' equity	(9,677)	-
<b>Total Liabilities and Stockholders' Equity</b>	<u>\$ -</u>	<u>\$ -</u>

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

**CHINA YANYUAN YUHUI NATIONAL EDUCATION GROUP, INC.**  
**STATEMENTS OF OPERATIONS**  
**FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**  
(Unaudited)

	<i>Year Ended December 31, 2019</i>	<i>Year Ended December 31, 2018</i>
Operating expenses		
Registration fees	\$ 8,012	\$ -
Legal fees	14,975	-
Accounting fees	2,250	-
Transfer agent fees	1,735	-
Compensation expense	37,011	-
Total operating expenses	<u>63,983</u>	<u>-</u>
Loss from operations	<u>(63,983)</u>	<u>-</u>
Other income (expense)	-	-
Income (Loss) before income taxes	<u>(63,983)</u>	<u>-</u>
Income tax expense	-	-
Net Loss	<u>\$ (63,983)</u>	<u>\$ -</u>
Net loss per common share – basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average common shares outstanding – basic and diluted	50,232,842	22,498,595

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

**CHINA YANYUAN YUHUI NATIONAL EDUCATION GROUP, INC.**  
**STATEMENTS OF STOCKHOLDERS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**  
**(Unaudited)**

	Common Stock: Shares	Common Stock: Amount	Preferred Stock: Shares	Preferred Stock: Amount	Additional Paid in Capital	Accumulated Deficit	Totals
<b>Balance - January 1, 2018</b>	22,498,595	\$ 22,499	-	\$ -	\$ 28,296,419	\$ (28,318,918)	\$ -
Net loss	-	-	-	-	-	-	-
<b>Balance – December 31, 2018</b>	<u>22,498,595</u>	<u>\$ 22,499</u>	<u>-</u>	<u>\$ -</u>	<u>\$ 28,296,419</u>	<u>\$ (28,318,918)</u>	<u>\$ -</u>

	Common Stock: Shares	Common Stock: Amount	Preferred Stock: Shares	Preferred Stock: Amount	Additional Paid in Capital	Accumulated Deficit	Totals
<b>Balance - January 1, 2019</b>	22,498,595	\$ 22,499	-	\$ -	\$ 28,296,419	\$ (28,318,918)	\$ -
Issuance of common stock	53,000,000	53,000	-	-	-	-	53,000
Issuance of preferred stock	-	-	1,306,500	1,306	-	-	1,306
Net loss	-	-	-	-	-	(63,983)	(63,983)
<b>Balance - December 31, 2019</b>	<u>75,498,595</u>	<u>\$ 75,499</u>	<u>1,306,500</u>	<u>\$ 1,306</u>	<u>\$ 28,296,419</u>	<u>\$ (28,382,901)</u>	<u>\$ (9,677)</u>

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

**CHINA YANYUAN YUHUI NATIONAL EDUCATION GROUP, INC.**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**  
(Unaudited)

	<i>Year Ended December 31, 2019</i>	<i>Year Ended December 31, 2018</i>
Cash flows from operating activities		
Net Loss	\$ (63,983)	\$ -
Adjustments to reconcile net loss to net cash used in cash activities		
Compensation expense for change of control	37,011	
Changes in operating assets and liabilities:		
Note receivable	(39,750)	
Related party payable	12,416	
Net cash used in operating activities	<u>(54,306)</u>	<u>-</u>
Cash flows from financing activities		
Issuance of common stock	53,000	-
Issuance of preferred stock	1,306	-
Net cash provided by financing activities	<u>54,306</u>	<u>-</u>
Net change in cash and cash equivalents	-	-
Cash and cash equivalents, beginning	-	-
Cash and cash equivalents, end	<u>\$ -</u>	<u>\$ -</u>

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

**CHINA YANYUAN YUHUI NATIONAL EDUCATION GROUP, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2019 AND 2018**  
**(Unaudited)**

**Note 1 – Organization and Basis of Accounting**

*Basis of Presentation and Organization*

This summary of significant accounting policies of CHINA YANYUAN YUHUI NATIONAL EDUCATION GROUP, INC. (a development stage company) (“the Company”) is presented to assist in understanding the Company's financial statements. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the accompanying financial statements. The Company has realized minimal revenues from its planned principal business purpose and, accordingly, is considered to be in its development stage in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic No. 915 (SFAS No. 7). The Company has elected a fiscal year end of December 31.

*Business Description*

China Yanyuan Yuhui National Education Group, Inc. originally incorporated under the laws of the state of Nevada in July 2004 as JMG Exploration, Inc. (“JMG”). At a Special Meeting of Shareholders (the “Meeting”) of JMG Exploration, Inc. held on March 4, 2013, JMG shareholders approved the following:

- An increase in the authorized number of shares of common stock from 25,000,000 to 100,000,000 (the “Authorized Share Increase”);
- A change in the name from JMG Exploration, Inc. to MediaShift, Inc. (the “Name Change”); and
- A reverse stock split of common stock of one share for every two (1-for-2) shares outstanding.

All share and per share information, including earnings per share, in this Form 10-Q have been retroactively adjusted to reflect this reverse stock split and certain items in prior period financial statements have been revised to conform to the current presentation.

All continuing operations are being conducted by MediaShift’s wholly owned subsidiaries, Ad-Vantage Networks, Inc. (“AdVantage”) and Travora Networks, Inc. (“TNI”). AdVantage provides digital advertising software and service solutions that enable access providers and network operators to generate advertising revenues on their free and fee-based networks. TNI operates a leading digital advertising network, where it engages in the marketing and selling of online advertiser ads to travel service providers through a proprietary network of web publishers.

TNI was formed on January 14, 2013 as a Delaware Corporation. TNI acquired assets from Travora Media, Inc. related to Travora Media’s ad network business in an Asset Purchase Agreement which was effective on February 1, 2013 and which closed February 6, 2013 and therefore the financial information presented as December 31, 2013 represents only eleven months of TNI operations.

On January 24, 2017, the Company filed for Chapter 7 bankruptcy, with the Southern District of California. On February 23, 2017 the court approved the bankruptcy petition and the case was closed.

On April 23, 2019, the eight judicial District Court of Nevada appointed Custodian Ventures, LLC as custodian for MediaShift, Inc., proper notice having been given to the officers and directors of MediaShift, Inc. There was no opposition.

On April 29, 2019, the Company filed a certificate of revival with the state of Nevada, appointing David Lazar as, President, Secretary, Treasurer and Director.

The accompanying financial statements are prepared on the basis of accounting principles generally accepted in the United States of America (“GAAP”). The Company is a development stage enterprise devoting substantial efforts to establishing a new business, financial planning, raising capital, and research into products which may become part of the Company’s product portfolio. The Company has not realized significant sales through since inception. A development stage company is defined as one in which all efforts are devoted substantially to establishing a new business and, even if planned principal operations have commenced, revenues are insignificant.

On August 28, 2019, a change of control occurred with respect to the Company. In connection with the change of control transaction, the Company has ceased its operations and is now a “shell company”.

On October 1, 2019, by written consent in lieu of a special meeting of the shareholders of Mediashift, Inc., the majority of the shareholders approved to change the company name from MediaShift, Inc. to China Yanyuan Yuhui National Education Group, Inc.

## **Note 2 – Summary of Significant Accounting Policies**

### *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.

### *Estimates*

The financial statements are prepared on the basis of accounting principles generally accepted in the United States of America. 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 as of December 31, 2019 and 2018, and expenses for the years then ended, and cumulative from inception. Actual results could differ from those estimates made by management.

### *Basic and Diluted Earnings (Loss) Per Share*

Basic earnings or loss per share is computed by dividing net income or loss available to common shareholders by the weighted average number of outstanding common shares during the period. Diluted earnings or loss per share gives effect to all dilutive potential common shares outstanding during the period. Dilutive earnings or loss per share excludes all potential common shares if their effect is anti-dilutive.

### *Subsequent Event*

The Company evaluated subsequent events through the date when financial statements are issued for disclosure consideration.

### *Adoption of 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.

### *Recent Accounting Pronouncements*

In February 2016, the FASB issued an accounting standards update for leases. The ASU introduces a lessee model that brings most leases on the balance sheet. The new standard also aligns many of the underlying principles of the new lessor model with those in the current accounting guidance as well as the FASB's new revenue recognition standard. However, the ASU eliminates the use of bright-line tests in determining lease classification as required in the current guidance. The ASU also requires additional qualitative disclosures along with specific quantitative disclosures to better enable users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. The pronouncement is effective for annual reporting periods beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020, for nonpublic entities using a modified retrospective approach. Early adoption is permitted. The Company is still evaluating the impact that the new accounting guidance will have on its financial statements and related disclosures and has not yet determined the method by which it will adopt the standard.

## **Note 3- Going Concern**

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. Management of the Company is making efforts to raise additional funding until a registration statement relating to an equity funding facility is in effect. While management of the Company believes that it will be successful in its capital formation and planned operating activities, there can be no assurance that the Company will be able to raise additional equity capital or be successful in the development and commercialization of the products it develops or initiates collaboration agreements thereon. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

## **Note 4 – Discontinued Operations**

The Company has fully impaired all assets since the shutdown of its operations in 2014 and has recorded the effects of this impairment as part of its discontinued operations. With the absence of a substantial amount of the old records and the passage of the statute of limitations, the

company has recorded a discontinued operations expense in 2014, the most current year since operations shutdown based on the accumulated records obtained to date through December 31, 2019.

#### **Note 5 – Related Party Transactions**

As of March 31, 2019, Custodian Ventures, LLC, the Company's custodian, advanced a total of \$17,295 for payment of company related expenses such as legal, state registration fees, transfer agent, accounting and OTC Markets application fees.

On May 24, 2019, the Company issued 53,000,000 shares of common stock to Custodian Ventures, LLC at par for shares valued at \$53,000 in exchange for settlement of a portion of the related party loan in the amount of \$13,250. The remaining \$39,750 was recorded as a note receivable on the balance sheets.

On May 24, 2019, the Company issued 1,306,500 shares of Series A Preferred Stock to Custodian Ventures, LLC at par for shares valued at \$1,306 in exchange for settlement of a portion of the related party loan in the amount of \$1,306.

On July 1, 2019, the Company eliminated \$2,739 note receivable due from Custodian Ventures, LLC by the outstanding related party loan due to the same party. The remaining \$37,011 note receivable was forgiving in exchange for services provided to the Company.

On August 28, 2019, Custodian Ventures, LLC sold the 1,306,500 shares of Series A Preferred Stock and 53,000,000 shares of common stock to Xiangyu Wang for an aggregate purchase price of \$300,000. At this point there was a change of control of the Company and David Lazar resigned as President, Secretary, Treasurer and Director on October 1, 2019.

On October 1, 2019 and November 22, 2019, Xiangyu Wang advanced \$202 and \$9,475 respectively for payment of company transfer agent and legal expenses. As of December 31, 2019, the Company recorded \$9,677 related party loan due to Xiangyu Wang.

#### **Note 6 – Capitalization**

As of December 31, 2019, total 100,000,000 shares of common stock with par value \$0.001 were authorized. A total of 75,498,595 shares were issued and outstanding. Total 10,000,000 shares of Series A preferred stock with par value \$0.001 were authorized. 1,306,500 shares were issued and outstanding.

#### **Note 7 – Subsequent Event**

On February 24, 2020, FINRA approved the Company's action to change the name from MediaShift, Inc. to China Yanyuan Yuhui National Education Group, Inc.