

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

INVECH HOLDINGS, INC.

A Nevada Corporation
PO Box 26496
Scottsdale, AZ 85255
Company Telephone: 602 793 8058
Company Email: rhonda@smallcapcompliance.com
SIC Code: 2834

Quarterly Report

For the Period Ending: 13/31/2023

(the "Reporting Period")

March 22, 2024 Outstanding Shares: 10,521,335

As of December 31, 2023, the number of shares outstanding of our Common Stock was: 10,521,335

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 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)

The current name of the issuer is Invech Holdings, Inc., listed below are the dates of any predecessor entities and their names:

July 19, 2018 to Present	Invech Holdings, Inc.
February 21, 2018 to July 18, 2018	MegaWin Investments, Inc.
March 22, 2007 to February 20, 2017	Golden Tech Group, Ltd.
January 6, 2005 to March 22, 2007	Amersin Life Sciences Corporation
March 18, 2003 to January 6, 2005	Hubei Pharmaceutical Group, Ltd.

¹

(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.

May 17, 2002 to March 18, 2003 Pan Asia Communications Corp.
December 17, 1998 to May 17, 2002 Explore Technologies, Inc.

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 Company was incorporated in the State of Nevada on December 17, 1998. The Company, as of date of this filing, 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:

On January 21, 2023, 300,000 shares of Convertible Series A Preferred Stock was acquired by Small Cap Compliance, LLC. These shares represent the majority control. The company also implemented a new business plan, regulatory compliance consulting for public companies.

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

7339 E. Williams Drive
Unit 26496
Scottsdale, AZ 85255

The address(es) of the issuer's principal place of business:

Check box 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?

Yes: No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer
Phone: 702.361.3033
Email: daniellec@pacificstocktransfer.com
Address: 725 Via Austi Pkwy, Suite 300
Las Vegas, Nevada 89119

Is the Transfer Agent registered under the Exchange Act?² Yes: No:

Publicly Quoted or Traded Securities

Trading symbol: IVHI

² To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Exact title and class of securities outstanding: Common Stock
CUSIP: 46124F209
Par or stated value: \$0.001

Total shares authorized: 500,000,000 as of date: 12/31/2023
Total shares outstanding: 10,521,335 as of date: 12/31/2023
Number of shares in the Public Float³: 44,094 as of date: 12/31/2023
Total number of shareholders of record: 292 as of date: 12/31/2023

Other classes of authorized or outstanding equity securities:

Trading symbol: IVHI
Exact title and class of securities outstanding: Series A Convertible Preferred Stock
CUSIP:
Par or stated value: \$0.001
Total shares authorized: 5,000,000 as of date: 12/31/2023
Total shares outstanding: 300,000 as of date: 12/31/2023
Total number of shareholders of record: 1 as of date: 12/31/2023

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.

The Company's Common Stock has a par value of \$.001 and to the fullest extent permitted by the laws of the State of Nevada, as now exists or may hereafter, be amended or supplemented. The Board of Directors may fix and determine the designations, rights, preferences or other variations of each class or series within each class of capital stock of the Company.

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

The Company has shares designated Series A Convertible Preferred Stock. Each share of Convertible Series A Preferred Stock is convertible into 1,000 shares of common stock. In addition, the Convertible Series A Preferred Stock has voting privileges of 1,000 votes per one share of Series A. The Convertible Series A Preferred Stock is not entitled to There are 300,000 shares of Series A Convertible Preferred Stock outstanding as of September 30, 2023.

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

The following are material rights as stated in the Company's by-laws:

Section 13 Super Majority Votes: Motions on the following issues shall require the vote of at least sixty-five percent (65%) of the Stockholders to carry:

- A. Amending these By-Laws;
- B. Capital Contributions;
- C. Removal of the Director or any Officer;
- D. Issuing New Shares of stock;

³ "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.

- E. Issuing New Classes of Shares;
- F. Terminating or rejecting the defense or indemnity of any Director, Officer, agent, or employee; and
- G. Terminating, Dissolving, or winding down the business affairs of the Corporation or liquidating more than half of the assets and property of the Corporation.

Section 15 Stock Transfer Restrictions. A Stockholder contemplating a sale or transfer of any shares of Stock in the Corporation to any third party shall first provide written Notice of Intent to Sell Stock to the Board and all the other Stockholders which shall include the name of the proposed purchaser and the full terms and conditions of the proposed sale. The other Stockholders shall have thirty (30) days from Notice of Intent To Sell Stock to give written Notice of Intent to Purchase Stock on the same terms and conditions as set forth in the Notice of Intent to Sell Stock.

If no Stockholder gives Notice of Intent to Purchase Stock within thirty (30) days, then the Stockholder may sell as set forth in the Notice of Intent to Sell Stock provided that a majority of the remaining Stockholders approve the sale or transfer to the proposed third-party purchaser.

Any purported sale or transfer of shares of Stock in the Corporation undertaken without compliance with all the provisions of Section 15 shall be void and without effect.

Any potential purchaser of shares of Stock in the Corporation Buyer shall be advised of the restrictions imposed by these By-Laws and Nevada law, including but not limited to Chapters 78, 78A, and 90 of the Nevada Revised Statutes.

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.

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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:12/31 Opening Balance Date 01/01/2021 Common: 9.421,335	*Right-click the rows below and select “Insert” to add rows as needed.
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Preferred: 110,000									
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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
12/01/2021	Cancelled	50,000	Common Shares	\$.001	No	Zhang Hua Huang	Cash	Restricted	144
02/05/2021	New Issuance	50,000	Common Shares	\$.001	No	Chun Qing Liu	Cash	Restricted	144
01/25/2023	New Issuance	300,000	Preferred A Shares	\$.001	No	Small Cap Compliance, LLC/Rhonda Keaveney, sole owner	Cash	Restricted	144
03/23/2023	Cancelled	110,000	Preferred A Shares	\$.001	No	ETAO Logistic Inc./Zhilian Wu, control person		Restricted	144
09/12/2023	New Issuance	1,000,000	Common Shares	\$.001	No	Small Cap Compliance, LLC/Rhonda Keaveney sole owner	Services Provided and Debt Paid	Restricted	144
Shares Outstanding on Date of This Report: Ending Balance Date 12/31/2023 Common: 10,521,335 Preferred: 300,000									

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.

B. Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities.

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

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 (entities must have individual with voting / investment control disclosed).	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. In answering this item, please include the following:

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

On October 16, 2017, the District Court for Clark County, Nevada, entered an order appointing a custodian for GTGR. On January 18, 2018, the Custodian appointed a new interim officer and a sole director, Robert Chin. On January 19, 2018, the Custodian filed a Certificate of Designation with the Nevada Secretary of State to authorize 5,000,000 shares of Preferred Stock and 1,000,000 of those shares were designated as Convertible Preferred Series A Stock.

At that time the Custodian issued 120,000 shares of the Convertible Preferred Series A Stock to Queen Investment (HK) Ltd., in accordance with the court order. These shares represent a majority of the voting power of the Company, each share of Preferred A Stock is convertible into 1,000, shares of Common Stock and has voting privileges of 1,000 votes of for every 1 share of Common Stock.

The Company filed a Certificate of Amendment with the Nevada Secretary of State on February 22, 2018 and changed its name to Mega Win Investments, Inc. The Company filed a Certificate of Amendment with the Nevada Secretary of State on July 19, 2018 and changed its name to Invech Holdings, Inc. The authorized capital of the Company is 500,000,000 shares of Common Stock, par value \$0.001, and 5,000,000 shares of Preferred Stock, par value \$0.001.

On November 26, 2018, FINRA approved a 1 for 10 reverse stock split. IVHI's business model was consulting and investing in undervalued companies with long term capital growth potential. On March 21, 2019, the Company issued a total of 6,700,000 shares of common stock to six individuals as partial

consideration for the acquisition of a 100% interest in New Silver Capital Group LLC (hereinafter referred to as "New Silver Capital"), a company incorporated in Delaware and based in Manhattan, NY. Upon completion of the acquisition, the Company expects to commence operations in the Gaming industry. Of the shares issued, each of Mr. Tao Liu and Mr. Ying Chun Yeung, directors of New Silver Capital, received 3,000,000 shares. The remaining shares were issued to consultants of New Silver in respect to services provided. The merger was abandoned and the shares cancelled on January 9, 2020.

IVHI is moving in a new direction. We specialize in drafting regulatory documents and consulting for public companies. Our services include FINRA corporate filings, drafting incorporation and corporate documents, drafting OTC Markets Disclosure Statements, and general public company compliance. IVHI acts as an outside consulting firm for these services.

Small Cap Compliance, LLC purchased 300,000 Preferred A shares on January 25, 2023, becoming the majority shareholder. Former management resigned and I was appointed sole officer and director on January 21, 2023.

On March 3, 2023, 110,000 shares of Preferred A shares in the name of ETAO Logistic Inc were cancelled as part of the change of control agreement.

On September 12, 2023, Small Cap Compliance, LLC was issued 1,000,000 restricted common shares of the Company's common stock for services rendered and debt paid on behalf of the company.

On September 13, 2023, the Company executed a contract with Invech Consulting Corporation whereby Invech Consulting Corporation will market compliance services to prospective clients and draft regulatory forms such as Form 10, S1, Super 8K, OTC Markets Disclosure Statements, FINRA Corporate Actions and other compliance documents related to public companies.

The Company will issue 1,000,000 shares of restricted common stock to Invech Consulting Corporation in March of 2024 for services rendered between October 1, 2023 and March 31, 2024.

Rhonda Keaveney is the sole owner/officer of Small Cap Compliance, LLC and Invech Consulting Corporation.

B. Please list any subsidiaries, parents, or affiliated companies.

Small Cap Compliance, LLC
Invech Consulting Corporation

Describe the issuers' principal products or services.

We specialize in drafting regulatory documents and consulting for public companies. Our services include FINRA corporate filings, drafting incorporation and corporate documents, drafting OTC Markets Disclosure Statements, and general public company compliance. IVHI and its related company, Invech Consulting Corporation act as an outside consulting firms for these services.

5) Issuer's Facilities

The company is currently looking for office space.

6) Company Insiders (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 that 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.

Name of Officer/Director or Control Person	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	Control Person
Small Cap Compliance, LLC/owner Rhonda Keaveney Rhonda Keaveney is the Officer and Director of IVHI	More than 5% shareholder, Officer and Director	Scottsdale, AZ	300,000 1,000,000	Preferred A Common Shares	100% 9.50%	Rhonda Keaveney
Kenny Lau	5%	Kowloon, Hong Kong	740,000	Common Shares	7.77%	

7) Legal/Disciplinary History

A. Please 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);

N/A

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;

N/A

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

N/A

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

N/A

5. 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.

N/A

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

N/A

- 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.

N/A

8) Third Party Providers

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

Securities Counsel

Name: None
Firm:
Address 1:
Address 2:
Phone:
Email:

Accountant or Auditor

Firm: BFBorgers CPA PC
Address 1: 5400 Cedar Ave.
Address 2: Lakewood, CO 80226
Phone: 303.953.1454
Email: ben@bfbcpa.us

Investor Relations

Name: None
Firm:
Address 1:
Address 2:

Phone:
Email:

All other means of Investor Communication:

X (Twitter): None
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) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: None
Firm:
Nature of Services:
Address 1:
Address 2:
Phone:
Email:

9) **Financial Statements**

A. This Disclosure Statement was prepared by (name of individual):

Name: Rhonda Keaveney
Title: CEO
Relationship to Issuer: Sole officer and director, majority shareholder

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

IFRS
 U.S. GAAP

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

Name: Rachel Boulds, CPA
Title: CPA
Relationship to Issuer: Accountant
Describe the qualifications of the person or persons who prepared the financial statements: CPA

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.

- 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

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Invech Holdings, Inc.:

Opinion on the Financial Statements

We have audited the accompanying balance sheets of Invech Holdings, Inc. (the "Company") as of December 31, 2023 and 2022 and the related statements of operations, shareholders' equity, and cash flows for the two years in the period ended December 31, 2023, and the related notes and schedules (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for the two years in the period ended December 31, 2023 and 2022, in conformity with accounting principles generally accepted in the United States of America.

Going Concern Matter

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has suffered recurring losses from operations that raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provide a reasonable basis for our opinion.

Critical Audit Matter

Critical audit matters are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments.

We determined that there are no critical audit matters.

/S BF Borgers CPA PC

BF Borgers CPA PC (PCAOB ID 5041)

We have served as the Company's auditor since 2023

Lakewood, CO

May 22, 2024

INVECH HOLDINGS, INC.
BALANCE SHEETS
(Audited)

	December 31, 2023	December 31, 2022
ASSETS		
Current Assets:		
Cash	\$ 7,000	\$ —
Total Assets	<u>\$ 7,000</u>	<u>\$ —</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities:		
Due to a related party	\$ 30,641	\$ —
Total Liabilities	<u>30,641</u>	<u>—</u>
Stockholders' Equity (Deficit):		
Preferred stock, \$0.001 par value; 5,000,000 shares authorized	—	—
Series A Preferred stock, \$0.001 par value; 1,000,000 shares designated; 300,000 and 110,000 shares issued and outstanding, respectively	300	110
Common stock, \$0.001 par value; 500,000,000 shares authorized, 10,521,335 and 9,521,335 shares issued and outstanding, respectively	2,195	1,195
Additional paid-in capital	215,063	175,253
Accumulated deficit	<u>(241,199)</u>	<u>(176,558)</u>
Total Stockholders' Equity (Deficit)	<u>(23,641)</u>	<u>—</u>
Total Liabilities and Stockholders' Equity	<u>\$ 7,000</u>	<u>\$ —</u>

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

INVECH HOLDINGS, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Years Ended December 31,	
	2023	2022
Operating Expenses:		
General & administrative expenses	\$ 64,641	\$ —
Total operating expenses	<u>64,641</u>	<u>—</u>
Loss from operations	<u>(64,641)</u>	<u>—</u>
Net Loss	<u>\$ (64,641)</u>	<u>\$ —</u>
Loss per share— basic and diluted	<u>\$ (0.01)</u>	<u>\$ —</u>
Weighted average shares – basic and diluted	<u>9,776,130</u>	<u>9,521,335</u>

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

INVECH HOLDINGS, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(Unaudited)

	Series A Preferred Stock		Common Stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount			
Balance at December 31, 2021	110,000	\$ 110	9,521,335	\$ 1,195	\$ 175,253	\$ (176,558)	\$ —
Net loss	—	—	—	—	—	—	—
Balance at December 31, 2022	110,000	110	9,521,335	1,195	175,253	(176,558)	—
Preferred shares cancelled	(110,000)	(110)	—	—	110	—	—
Preferred shares sold for cash – related party	300,000	300	—	—	39,700	—	40,000
Common stock issued for consulting – related party	—	—	1,000,000	1,000	—	—	1,000
Net loss	—	—	—	—	—	(64,641)	(64,641)
Balance at December 31, 2023	<u>300,000</u>	<u>\$ 300</u>	<u>10,521,335</u>	<u>\$ 2,195</u>	<u>\$ 215,063</u>	<u>\$ (241,199)</u>	<u>\$ (23,641)</u>

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

INVECH HOLDINGS, INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Years Ended December 31,	
	2023	2022
Cash flows from operating activities:		
Net loss	\$ (64,641)	\$ —
Adjustments to reconcile net loss to net cash used in operating activities:		
Common stock issued for services – related party	1,000	—
Changes in assets and liabilities:	—	—
Net cash used in operating activities	<u>(63,641)</u>	<u>—</u>
Cash flows from investing activities:	<u>—</u>	<u>—</u>
Cash flows from financing activities:		
Cash advances – related party	30,641	
Preferred stock sold for cash – related party	40,000	—
Net cash provided by financing activities	<u>70,641</u>	<u>—</u>
Net change in cash	7,000	—
Cash, beginning of year	<u>—</u>	<u>—</u>
Cash, end of year	<u>\$ 7,000</u>	<u>\$ —</u>

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

INVECH HOLDINGS, INC.
Notes to the Financial Statements
December 31, 2023
(Unaudited)

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Invech Holdings, Inc. (OTC “IVHI”) was incorporated under the laws of the State of Nevada on December 17, 1998, as Explore Technologies, Inc. On July 19, 2018, the name of the Company was changed to Invech Holdings, Inc.

On January 21, 2023, 300,000 shares of Convertible Series A Preferred Stock was sold to Small Cap Compliance, LLC for \$40,000. These shares represent a change of control.

With the change of control, the Company is moving in a new direction, specializing in drafting regulatory documents and consulting for public companies. Services include FINRA corporate filings, drafting incorporation and corporate documents, drafting OTC Markets Disclosure Statements, and general public company compliance. The Company will act as an outside consulting firm for these services.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company’s unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Use of Estimates

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

Concentration of credit risk

Financial instruments which potentially subject the Company to concentration of credit risk consist of cash deposits and customer receivables. The Company maintains cash with various major financial institutions. The Company performs periodic evaluations of the relative credit standing of these institutions. To reduce risk, the Company performs credit evaluations of its customers and maintains reserves when necessary for potential credit losses.

Cash and cash equivalents

We consider all highly liquid securities with original maturities of three months or less when acquired to be cash equivalents. There were no cash equivalents as of December 31, 2023 and 2022.

Income Taxes

We follow ASC 740-10-30, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Income in the period that includes the enactment date.

We adopted ASC 740-10-25 (“ASC 740-10-25”) with regard to uncertainty income taxes. ASC 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under ASC 740-10-25, we may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. ASC 740-10-25 also provides guidance on derecognition, classification, interest and penalties on income taxes, and accounting in interim periods and requires increased disclosures. We had no material adjustments to our liabilities for unrecognized income tax benefits according to the provisions of ASC 740-10-25.

Net Income (Loss) Per Common Share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented. As of December 31, 2023 and 2022, the Company’s diluted loss per share is the same as the basic loss per share, as the inclusion of any potential shares would have had an anti-dilutive effect due to the Company generating a loss.

Recent Accounting Pronouncements

The Company has implemented all applicable accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company 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 3 - GOING CONCERN

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has no revenue and has an accumulated deficit as of December 31, 2023. The Company requires capital for its contemplated operational and marketing activities. The Company’s ability to raise additional capital through the future issuances of common stock is unknown. The obtainment of additional financing, the successful development of the Company’s contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company’s ability to continue as a going concern. The unaudited financial statements of the Company do not include any adjustments that may result from the outcome of these uncertainties.

NOTE 4 – PREFERRED STOCK

The Company has authorized 5,000,000 shares of Preferred Stock. 1,000,000 of those shares are designated as Series A Convertible Preferred Stock (“Series A”). Each share of Convertible Series A Preferred Stock is convertible into 1,000 shares of common stock. In addition, the Convertible Series A Preferred Stock has voting privileges of 1,000 votes per one share of Series A. The Convertible Series A Preferred Stock is not entitled to dividend.

On January 21, 2023, 300,000 shares of Series A was sold to Small Cap Compliance, LLC (“SCC”) for \$40,000. These shares represent a change of control. With the change of control, the Company has implemented a new business plan of regulatory compliance consulting for public companies.

On March 3, 2023, the Company cancelled the 110,000 Series A that were issued and outstanding as of December 31, 2022.

NOTE 5 – RELATED PARTY TRANSACTIONS

During the year ended December 31, 2023, SCC advanced the Company \$30,641 to pay for general operating expenses. The advance is non-interest bearing and due on demand.

During the year ended December 31, 2023, the Company granted 1,000,000 shares of common stock to SCC for consulting services.

NOTE 6 – SUBSEQUENT EVENTS

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the unaudited financial statements were issued and has determined that it does not have any material subsequent events to disclose in these unaudited financial statements.

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, Rhonda Keaveney, certify that:

1. I have reviewed this 2023 annual report of IVHI Holdings, 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.

March 22, 2024

/s/ Rhonda Keaveney

Principal Financial Officer:

I, Rhonda Keaveney, certify that:

1. I have reviewed this 2023 annual report of IVHI Holdings, 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.

March 22, 2024

/s/ Rhonda Keaveney