

**Qilun Group Inc.**

Room 2201, Modern International Building, No. 3038,  
Jintian Road, Gangxia Community, Futian Street, Futian District,  
Shenzhen, Guangdong, China

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+86-755-83985414  
cww006@hotmail.com

**Quarterly Report**

**For the period ending September 30, 2024 (the “Reporting Period”)**

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

116,550,000 as of September 30, 2024

116,550,000 as of December 31, 2023

**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 Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>4</sup> “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.

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

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

Qilun Group Inc. (the "Company") was incorporated under the laws of the Cayman Islands on May 24, 2022.

Current State and Date of Incorporation or Registration: Cayman Islands on May 24, 2022.

Standing in this jurisdiction: (e.g. active, default, inactive): active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

Qilun Group Inc. (the "Company") was incorporated under the laws of the Cayman Islands on May 24, 2022

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

None

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

None

Address of the issuer's principal executive office:

Room 2201, Modern International Building, No. 3038, Jintian Road, Gangxia Community, Futian Street, Futian District, Shenzhen, Guangdong, China

Address of the issuer's principal place of business:

*Check if principal executive office and principal place of business are the same address:*

N/A

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: Equity Stock Transfer

Phone: 212-575-5757

Email: [info@equitystock.com](mailto:info@equitystock.com)

Address: 237 W 37th St Suite 602, New York, NY 10018

**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:	<u>QLUNF</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>N/A</u>
Par or stated value:	<u>0.0001</u>
Total shares authorized:	<u>500,000,000</u> as of date: <u>September 30, 2024</u>
Total shares outstanding:	<u>116,550,000</u> as of date: <u>September 30, 2024</u>
Total number of shareholders of record:	<u>137</u> as of date: <u>September 30, 2024</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

None

**Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

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 that do not have a trading symbol). 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:	_____
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: _____

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

\_\_\_\_\_

**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.**

Each share of Common Stock is entitled to one vote, which shares do not have pre-emptive rights. Dividends, if any, are declared at the discretion of the Board of Directors.

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

None

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

None

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 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 for the two most recently completed fiscal years and any subsequent period.

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 <u>Opening Balance:</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>Dec 31, 2021</u>	Common: <u>100,000,000</u>	Preferred: <u>0</u>							
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.  ***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.
<u>09/22/2022</u>	<u>New issuance</u>	<u>16,550,000</u>	<u>Common</u>	<u>0.2</u>	<u>No</u>	<u>129 shareholders registered under Form F-1 registration statement</u>	<u>Form F-1</u>	<u>Unrestricted</u>	<u>Form F-1</u>
Shares Outstanding on Date of This Report:									
Date <u>Sep 30, 2024</u>	Common: <u>116,550,000</u>	Preferred: <u>0</u>							

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, 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, 2022 through September 30, 2024 pursuant to the tabular format above.

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

None

## 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.)
_____	_____	_____	_____	_____	_____	_____	_____

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

None

## 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

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

Qilun through its operating subsidiaries, which have headquarters in Shenzhen, Guangdong of China, we produce and distribute cultural products, including calligraphy, paintings, art house decorations, artwork home goods, books, and cultural and creative products, and provide related services such as design, planning, exhibition installation, video recording and production.

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

Qilun's subsidiaries are as follows:

- Qilun Group Limited ("Qilun Group (HK)"), which was established on June 14, 2022 under the laws of Hong Kong. Qilun controlled 100% of the ownership of Qilun Group (HK) since establishment.
- Qilun Holding (Shenzhen) Co., Limited ("Qilun Holding (Shenzhen)"), a privately held limited company registered in Guangdong, China on August 29, 2022. Qilun Group (HK) controlled 100% of the ownership of Qilun Holding (Shenzhen) since establishment.

- Qilun Culture (Shenzhen) Group Co., Ltd. (“Qilun Culture (Shenzhen)”), a privately held limited company registered in Guangdong, China on February 26, 2021. On October 14, 2022, Qilun Holding (Shenzhen) acquired 100% of the ownership of Qilun Culture (Shenzhen) from the original shareholders of Qilun Culture (Shenzhen).
- Qilun Culture (HK) Co., Ltd. (“Qilun Culture (HK)”), which was established on November 12, 2021 under the laws of Hong Kong. Qilun Culture (Shenzhen) controlled 100% of the ownership of Qilun Culture (HK) since establishment. On August 24, 2022, Qilun Culture (Shenzhen) transferred 100% of the ownership of Qilun Culture (HK) to Qilun.
- Oriental Dream and Strategic Research Institute Limited (“OD&SR Institute”), which was established on October 31, 2022 under the laws of Hong Kong. Qilun Culture (HK) controlled 100% of the ownership of OD&SR Institute since establishment.
- Qilun Enterprise Management Consultant (Shenzhen) Co., Ltd. (“Qilun Enterprise Management Consultant”), a privately held limited company registered in Guangdong, China. On December 7, 2021. Qilun Culture (Shenzhen) controlled 100% of the ownership of Qilun Enterprise Management Consultant since establishment.
- Shenzhen Houhaitang Culture Communication Co., Ltd. (“Shenzhen Houhaitang”), a privately held limited company registered in Guangdong, China on March 31, 2014. On December 31, 2021, Qilun Culture (Shenzhen) acquired 100% of the ownership of Shenzhen Houhaitang from the original shareholders of Shenzhen Houhaitang.

C. Describe the issuers’ principal products or services.

Qilun through its operating subsidiaries, which have headquarters in Shenzhen, Guangdong of China, we produce and distribute cultural products, including calligraphy, paintings, art house decorations, artwork home goods, books, and cultural and creative products, and provide related services such as design, planning, exhibition installation, video recording and production.

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## 5) Issuer’s Facilities

*The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The issuer rents an office at Room 2201, Modern International Building, No. 3038, Jintian Road, Gangxia Community, Futian Street, Futian District, Shenzhen, Guangdong, China for its staff on a month to month basis.

## 6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer’s securities.

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. 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 investors 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 owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	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
<u>Jingxia Yang</u>	<u>Director, CEO, President, Secretary, Treasurer</u>	<u>Shenzhen, China</u>	<u>-0-</u>	<u>N/A</u>	<u>-0-</u>	<u>N/A</u>
<u>Ruowen Li</u>	<u>Owner of 5% or more</u>	<u>Shenzhen, China</u>	<u>11,000,000</u>	<u>Common</u>	<u>9.44%</u>	<u>Sancai Holdings Limited (controlled by Ruowen Li)</u>
<u>Guangyi Sui</u>	<u>Owner of 5% or more</u>	<u>Shenzhen, China</u>	<u>61,000,000</u>	<u>Common</u>	<u>52.34%</u>	<u>UNIMOS Holdings Limited (controlled by Guangyi Sui)</u>
<u>Wenzhi Liang</u>	<u>Owner of 5% or more</u>	<u>Shenzhen, China</u>	<u>8,000,000</u>	<u>Common</u>	<u>6.86%</u>	<u>Wuxing Holdings Limited (controlled by Wenzhi Liang)</u>

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

No

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

No

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

No

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

No

5. Been the subject 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.

No

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.

No

- 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 to 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.

No

### 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.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jeffrey 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: David Natan  
Firm: Natan & Associates, LLC  
Address 1: 6720 NW 74th Court  
Address 2: Parkland, Florida 33067  
Phone: 786-412-6085  
Email: dn474747@aol.com

Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

X (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) Disclosure & Financial Information**

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

Name: **Danny Pan**  
Title: **Consultant**  
Relationship to Issuer: **Consultant**

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: **Danny Pan**  
Title: **Consultant**  
Relationship to Issuer: **Consultant**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> **Bachelor's degree**

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

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<sup>5</sup> 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.

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

**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, Jingxia Yang certify that:

1. I have reviewed this Disclosure Statement for Qilun 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.

November 14, 2024 [Date]

/s/ Jingxia Yang [CEO's Signature]

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

*Principal Financial Officer:*

I, Jingxia Yang certify that:

1. I have reviewed this Disclosure Statement for Qilun 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.

November 14, 2024 [Date]

/s/ Jingxia Yang [CFO's Signature]

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

**Qilun Group Inc.**  
**Condensed Consolidated Balance Sheets**  
**(unaudited)**

	<b>Sep 30, 2024</b>	<b>Dec 31, 2023</b>
<b>Assets</b>		
Current assets		
Cash	26,898	265
Accounts Receivable	5,206,609	10,161,403
Prepaid expense	4,638,167	2,073,148
Inventories	660,034	690,505
Fixed Assets, net	1,184,935	1,422,905
<b>Total assets</b>	<b>11,716,644</b>	<b>14,348,226</b>
<b>Liabilities and Stockholders' Deficit</b>		
Current Liabilities		
Accounts payable and accrued liabilities	7,003,568	4,317,574
Related party notes payable	4,508	266,212
<b>Total current liabilities</b>	<b>7,008,076</b>	<b>4,583,786</b>
Total non-current liabilities	-	2,739,576
<b>Total liabilities</b>	<b>7,008,076</b>	<b>7,323,362</b>
Stockholders' Deficit		
Common stock; \$0.0001 par value, 500,000,000 shares authorized; 116,550,000 and 116,550,000 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively	11,655	11,655
Additional paid in capital	5,177,220	5,177,220
Accumulated deficit	718,862	2,723,870
Other comprehensive income	(1,199,169)	(887,881)
<b>Total stockholders' deficit</b>	<b>4,708,568</b>	<b>7,024,864</b>
<b>Total liabilities and stockholders' deficit</b>	<b>\$ 11,716,644</b>	<b>\$ 14,348,226</b>

The accompanying notes are an integral part of these financial statements

**Qilun Group Inc.**  
**Condensed Consolidated Statements of Operations**  
**(unaudited)**

	<b>Year ended Sep 30, 2024</b>	<b>Year ended Sep 30, 2023</b>
<b>Revenue</b>	1,169,944	7,753,000
Cost of revenue	(198,412)	(1,643,382)
<b>Gross profit</b>	971,533	6,109,618
<b>Operating expenses</b>		
General and administrative expenses	(1,032,542)	(2,872,596)
Sales and marketing	(244,249)	(1,021,229)
Depreciation	(363,042)	(136,005)
Professional fees	(655,521)	(465,232)
Total operating expenses	(2,295,353)	(4,495,062)
Income (loss) from Operations	(1,323,821)	1,614,556
<b>Other income (expense)</b>		
Interest income	(13,111)	99,966
Total other income	(13,111)	99,966
<b>Net income (loss) before income taxes</b>	\$ (1,336,932)	\$ 1,714,522
Income tax expenses	\$ (549,556)	\$ (502,293)
<b>Net (loss) income attributable to ordinary shareholders</b>	\$ (1,886,488)	\$ 1,212,229
<b>Earnings per share</b>		
Net loss per common share – basic and diluted	\$ (0.01)	\$ 0.01
<b>Weighted average number of ordinary shares</b>		
Basic and diluted	116,550,000	116,550,000

The accompanying notes are an integral part of these financial statements

**Qilun Group Inc.**  
**Condensed Consolidated Statements of Changes in Stockholders' Equity (Deficit)**  
**(unaudited)**

	<u>Common Stock</u>		<u>Additional paid in capital</u>	<u>Accumulated Deficit</u>	<u>Accumulated Other Comprehensive Income</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>				
Balance, December 31, 2023	116,550,000	\$ 11,655	\$ 5,177,220	\$ 2,723,870	\$ (887,881)	\$ 7,024,864
Net income (loss)				\$ (1,058,156)		(1,058,156)
Foreign currency translation adjustments					\$ (109,107)	(109,107)
Balance, March 31, 2024	116,550,000	\$ 11,655	\$ 5,177,220	\$ 1,665,714	\$ (996,988)	\$ 5,857,601
Net income (loss)				\$ (118,520)		(118,520)
Foreign currency translation adjustments					\$ (102,094)	(102,094)
Balance, June 30, 2024	116,550,000	\$ 11,655	\$ 5,177,220	\$ 1,547,194	\$ (1,099,082)	\$ 5,636,987
Net income (loss)				\$ (828,331)		(828,331)
Foreign currency translation adjustments					\$ (100,087)	(100,087)
Balance, September 30, 2024	116,550,000	\$ 11,655	\$ 5,177,220	\$ 718,862	\$ (1,199,169)	\$ 4,708,568

The accompanying notes are an integral part of these financial statements

**Qilun Group Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
**(unaudited)**

	Year ended Sep 30,	
	2024	2023
<b>Cash Flows From Operating Activities:</b>		
Net income (loss)	\$ (1,886,488)	\$ 1,212,229
Adjustments to reconcile net loss to net cash used in operating activities:		
Accounts receivable	1,939,490	(4,180,866)
Depreciation	363,042	90,670
Prepayments	(2,565,020)	(4,302,591)
Inventories	30,471	7,179
Accounts payable	2,685,994	402,449
Amounts due to a related party	(261,705)	245,556
Net cash used in operating activities	305,786	(6,525,374)
<b>Cash Flows From Investing Activities:</b>		
Deconsolidation - cash held for sale		
Purchase fixed assets	(172,827)	(623,975)
Net cash provided by investing activities	(172,827)	(623,975)
<b>Cash Flows From Financing Activities:</b>		
Proceeds from related party loans	(6,238)	(103,568)
Net cash provided by financing activities	(6,238)	(103,568)
Effect of exchange rate changes on cash, cash equivalents	(100,087)	(246,276)
Net change in cash	26,634	(7,499,193)
<b>Cash, beginning of period</b>	265	11,948,756
<b>Cash, end of period</b>	\$ 26,898	\$ 4,449,563
<b>Supplemental disclosure of cash flow information:</b>		
Income taxes paid	\$ (549,556)	(494,428)
<b>Non-cash investing and financing activities:</b>		

The accompanying notes are an integral part of these financial statements

**QILUN GROUP INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(Unaudited)**

**Note 1 – Organization and basis of accounting.**

***Business Description***

Qilun Group Inc. (“Qilun”, together as a group with Qilun’s subsidiaries was referred to the “Company” or “we”) was incorporated in Cayman Islands on May 24, 2022. The Company provides cultural products, including calligraphy, painting, book, magazine, cultural and creative products, and related services provide, such as design, planning, exhibition installation, video recording and production when sells products.

Qilun’s subsidiaries include:

- Qilun Group Limited (“Qilun Group (HK)”), which was established on June 14, 2022 under the laws of Hong Kong. Qilun controlled 100% of the ownership of Qilun Group (HK) since establishment.
- Qilun Holding (Shenzhen) Company Limited (“Qilun Holding (Shenzhen)”), a privately held Limited Company registered in Guangdong, China on August 29, 2022. Qilun Group (HK) controlled 100% of the ownership of Qilun Holding (Shenzhen) since establishment.
- Qilun Culture (Shenzhen) Group Co., Ltd. (“Qilun Culture (Shenzhen)”), a privately held Limited Company registered in Guangdong, China on February 26, 2021. On October 14, 2022, Qilun Holding (Shenzhen) acquired 100% of the ownership of Qilun Culture (Shenzhen) from the original shareholders of Qilun Culture (Shenzhen).
- Qilun Culture (HK) Co., Ltd. (“Qilun Culture (HK)”), which was established on November 12, 2021 under the laws of Hong Kong. Qilun Culture (Shenzhen) controlled 100% of the ownership of Qilun Culture (HK) since establishment. On August 24, 2022, Qilun Culture (Shenzhen) transferred 100% of the ownership of Qilun Culture (HK) to Qilun.
- Oriental Dream and Strategic Research Institute Limited (“OD&SR Institute”), which was established on October 31, 2022 under the laws of Hong Kong. Qilun Culture (HK) controlled 100% of the ownership of OD&SR Institute since establishment.
- Qilun Enterprise Management Consultant (Shenzhen) Co., Ltd. (“Qilun Enterprise Management Consultant”), a privately held Limited Company registered in Guangdong, China. On December 7, 2021. Qilun Culture (Shenzhen) controlled 100% of the ownership of Qilun Enterprise Management Consultant since establishment.
- Shenzhen Houhaitang Culture Communication Co., Ltd. (“Shenzhen Houhaitang”), a privately held Limited Company registered in Guangdong, China on March 31, 2014. On December 31, 2021, Qilun Culture (Shenzhen) acquired 100% of the ownership of Shenzhen Houhaitang from the original shareholders of Shenzhen Houhaitang.

**Reorganization**

On October 14, 2022, the Company completed a corporate reorganization to combine several controlled entities (now referred to as the “subsidiaries”) into Qilun. The specific transactions related to this reorganization are as follows:

The reorganization involved the incorporation of Qilun, and its wholly-owned subsidiaries, Qilun Group (HK), Qilun Culture (HK) and Qilun Holding (Shenzhen); and the transfer of all equity ownership of Qilun Culture (Shenzhen).

On May 24, 2022, Qilun Group Inc. issued 61,000,000 (61%) common shares to UNIMOS Holdings Limited, a wholly owned holding company of Guangyi Sui.

On June 14, 2022 and August 29, 2022, Qilun established its wholly-owned subsidiaries, Qilun Group (HK) and Qilun Holding (Shenzhen).

On October 14, 2022, the original shareholders of Qilun Culture (Shenzhen) signed Equity Transfer Agreements with Qilun Holding (Shenzhen), whereby shareholders of Qilun Culture (Shenzhen) transferred 100% of the controlling interest in Qilun Culture (Shenzhen) to Qilun Holding (Shenzhen).

As a result of the transaction, Guangyi Sui hold 61% of the Company's outstanding shares through his wholly owned holding company UNIMOS Holdings Limited. Prior to the transaction, Guangyi Sui controlled Qilun Culture (Shenzhen). Therefore, the transaction was accounted for as a business combination of entities under common control in accordance to ASC 805-50-30-5. Accordingly, the assets and liabilities of the Company and its subsidiaries are presented at the their carrying values at the date of the transaction; the Company's historical stockholders' equity was retroactively restated to the first period presented, as the established and acquisition of Qilun Group (HK), Qilun Holding (Shenzhen), Qilun Culture (Shenzhen) and its wholly-owned subsidiaries Qilun Culture HK and Qilun Enterprise Management Consultant was treated as a business combination of entities under common control. Since the Company and its subsidiaries are effectively controlled by the same group of the shareholders before and after the reorganization, they are considered under common control. The above-mentioned transactions were accounted for as a recapitalization. The consolidation of the Company and its subsidiaries has been accounted for at historical cost and prepared on the basis as if the aforementioned transactions had become effective as of the beginning of the first period presented in the consolidated financial statements.

On December 31, 2021, Qilun Culture (Shenzhen) acquired 100% of the ownership of Shenzhen Houhaitang from the original shareholders of Shenzhen Houhaitang, the total consideration for the acquisition is \$15,720 (RMB 100,000).

### ***Basis of Presentation and Organization***

This summary of significant accounting policies of Qilun Group Inc. ("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. While the Company has commenced generating revenues from its principal business purpose during the most recently completed quarter ended September 30, 2024, we remain in the 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.

The accompanying financial statements are prepared on the basis of accounting principles generally accepted in the United States of America ("GAAP"). The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern.

The Group's ability to continue as a going concern is dependent upon its ability to obtain additional financing and to generate revenue and cash flow to meet its obligations on a timely basis. The Company expects to finance its operations primarily through cash flow from revenue and continuing financial support from a shareholder. In the event that we require additional funding to finance the growth of the Company's current and expected future operations as well as to achieve our strategic objectives, the shareholder has indicated the intent and ability to provide additional financing. The Group will focus on the following activities: (1) improve operational efficiency, and enhance marketing function; (2) seek to raise additional funding through debt or equity financing. Based on cash flows projection from operating and financing activities and existing balance of cash and cash equivalents, management concludes that the Company has sufficient funds for sustainable operations and it will be able to meet its payment obligations from operations and debt related commitments for the next twelve months from the issuance of the consolidated financial statements.

Based on the above considerations, the accompanying financial statements have been prepared in accordance with U.S. GAAP, on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The financial statements do not include any adjustments relating to the recoverability and classification of asset and amounts and classification of liabilities that may be necessary should the Company be unable to continue as a going concern.

## **Note 2 – Summary of significant accounting policies**

### **Principals of Consolidation**

The unaudited condensed consolidated financial statements include the accounts of the Company and its 100% controlled subsidiaries: Wahoo Holdings Ltd., a British Virgin Islands corporation, and Shanghai Jieshi Management Consulting Co., Ltd. a Chinese corporation. All significant intercompany balances and transactions have been eliminated.

### **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. Significant items subject to estimates and assumptions include timing of recognition of commission revenue on insurance policy renewals and expenses related thereto, along with costs associated with policy acquisition and our allowance for doubtful accounts. Actual results could differ from those estimates.

### **Cash and Cash Equivalents**

For purposes of reporting within the statement 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.

### **Share-based compensation**

We account for stock-based compensation in accordance with ASC 718, *Compensation – Stock Compensation*. Under the fair value recognition provision of this guidance, share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the requisite service period and reduced for actual forfeitures in the period they occur. Stock-based compensation is included as consulting expenses in our consolidated statements of operations.

### **Acquisition**

The Company accounts for business combinations in accordance with Accounting Standards Codification (“ASC”) 805, Business Combinations. The results of businesses acquired in a business combination are included in the Company’s consolidated financial statements from the date of the acquisition. Purchase accounting results in assets and liabilities of an acquired business generally being recorded at their estimated fair values on the acquisition date. Any excess consideration over the fair value of assets acquired and liabilities assumed is recognized as goodwill. Transaction costs associated with business combinations are expensed as incurred and are included in general and administrative related costs in the consolidated statements of operations. The Company performs valuations of assets acquired and liabilities assumed and allocates the purchase price to its respective assets and liabilities. Determining the fair value of assets acquired and liabilities assumed requires management to use significant judgment and estimates.

### **Accounts Receivable**

The Company’s accounts receivables arise from provision of services to customers and reimbursements for our of pocket costs invoiced to customers. In general the Company invoices for services rendered at the time the service is provided or the cost incurred. In the event the Company does have accounts receivable, the Company will evaluate each reporting period to provide a reserve against accounts receivable for estimated losses that may result from a customer’s inability to pay based on customer-specific analysis and general matters such as current assessments of past due balances, economic conditions and forecasts, and historical credit loss activity. Amounts determined to be uncollectible will be charged or written-off.

## Revenue Recognition

The Company has adopted ASC 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from service related agreements and contracts by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied. Customers are billed for services in installments as they are performed either based on agreed contract terms or on a monthly basis for those clients to whom we provide recurring monthly services.

## Property and Equipment, Net

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation of property and equipment is computed using the straight-line method over their estimated useful lives of five to seven years for furniture and equipment and three to five years for computer hardware and software. Leasehold improvements are amortized on a straight-line basis over the lesser of their useful life or the term of the lease. Upon retirement or sale, the cost and related accumulated depreciation or amortization are removed from the Condensed Consolidated Balance Sheets and the resulting gain or loss is reflected in the Condensed Consolidated Statements of Operations. Repairs and maintenance are expensed as incurred.

## Goodwill and Other Long-Lived Assets

Goodwill represents the excess of the cost of an acquired business over the fair value of the identifiable tangible and intangible assets acquired and liabilities assumed in a business combination.

In accordance with guidance within FASB ASC 350 “Intangibles - Goodwill and Other,” goodwill and identifiable intangible assets with indefinite lives are not subject to amortization but must be evaluated for impairment.

We evaluate long-lived assets, including finite-lived intangible assets, for impairment by comparison of the carrying amounts to future net undiscounted cash flows expected to be generated by such assets when events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Should an impairment exist, the impairment loss would be measured based on the excess carrying value of the asset over the asset’s fair value or estimates of future discounted cash flows.

For goodwill and indefinite-lived intangible assets, in-process research and development, we review for impairment annually and upon the occurrence of certain events as required by ASC Topic 350, “Intangibles — Goodwill and Other.” Goodwill and indefinite-lived intangible assets are tested at least annually for impairment and more frequently if events or changes in circumstances indicate that the asset might be impaired. We review goodwill for impairment by first assessing qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. If we are able to determine that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, we would conclude that goodwill is not impaired. If the carrying amount of a reporting unit is zero or negative, the second step of the impairment test is performed to measure the amount of impairment loss, if any, when it is more likely than not that a goodwill impairment exists.

## Basic and Diluted Net Income (Loss) Per Share

The Company computes net income (loss) per share in accordance with ASC 260, *Earning per Share*. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be

purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. At September 30, 2024 there were no potentially dilutive shares.

### **Fair Value of Financial Instruments**

FASB ASC 820, Fair Value Measurements and Disclosures, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. FASB ASC 820 describes three levels of inputs that may be used to measure fair value:

*Level 1* – Quoted prices in active markets for identical assets or liabilities.

*Level 2* – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

*Level 3* – Unobservable inputs that are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level of input that is significant to the fair value measurement of the instrument.

### **Foreign Currency**

Translation and Remeasurement Items included in the condensed consolidated financial statements of the Company and its subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The Company's reporting currency is the U.S. dollar. The functional currency of subsidiaries based in China is the RMB. Companies based in the British Virgin Islands operate in US Dollars. All transactions initiated in RMB are translated into U.S. dollars in accordance with Accounting Standards Codification ("ASC") 830-30, "Translation of Financial Statements," as follows: monetary assets and liabilities are translated into U.S. dollars at exchange rates as of the balance sheet date and non-monetary assets, liabilities and equity are translated at historical rates. Sales and expenses are translated using a weighted average exchange rate for the period. All resulting exchange differences are recognized as other comprehensive income, a separate component of equity.

### **Income taxes**

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and net operating loss and credit carryforwards. Deferred tax assets and liabilities are measured at rates expected to apply to taxable income in the years in which those temporary differences and carryforwards 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 statement of operations in the period that includes the enactment date. A valuation allowance is recorded when it is not more likely than not that all or a portion of the net deferred tax assets will be realized.

### **Recently issued accounting pronouncements**

The Company has reviewed other recently issued accounting pronouncements and plans to adopt those that are applicable to it. The Company does not expect the adoption of any other pronouncements to have an impact on its results of operations or financial position.

### **Note 3 – Related Party Transactions**

As at September 30, 2024, only the loan in the amount of \$12,221 remained outstanding.

### **Note 4 – Equity**

As of September 30, 2024, the Company is authorized to issue 500,000,000 shares of common stock with a par value of \$0.0001. All shares have equal voting rights, are non-assessable, and have one vote per share. The total number of shares of Company common stock issued and outstanding as of September 30, 2024 and December 31, 2023, was 116,550,000 and 116,550,000 shares, respectively.

### **Note 5 - Subsequent Event**

Management has evaluated subsequent events through the date of this filing. All subsequent events requiring recognition as of September 30, 2024 have been incorporated into these financial statements and there are no subsequent events that require disclosure in accordance with FASB ASC Topic 855, "Subsequent Events".