

**New Infinity Holdings, Ltd**

2964 Lincoln Highway  
Sadsburyville, PA 19369

---

+1 917-387-4599  
zhongshan882016@yeah.net

## **Annual Report**

**For the period ending March 31, 2025 (the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

107,905,277 as of March 31, 2025

107,905,277 as of December 31, 2024

### **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: ☒

---

<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.

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

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

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

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

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

Current State and Date of Incorporation or Registration: Nevada – February 23, 1999

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

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

None

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:

2964 Lincoln Highway, Sadsburyville, PA 19369

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:

N/A

**2) Security Information**

**Transfer Agent**

Name: Transfer online

Phone: 503-227-2950

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

Address: 512 SE Salmon Street, Portland OR 97214

**Publicly Quoted or Traded Securities:**

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	<u>NIHL</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>645670100</u>
Par or stated value:	<u>0.001</u>
Total shares authorized:	<u>500,000,000</u> as of date: <u>March 31, 2025</u>
Total shares outstanding:	<u>493,905,277</u> as of date: <u>March 31, 2025</u>
Total number of shareholders of record:	<u>511</u> as of date: <u>March 31, 2025</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> Date <u>Dec 31, 2022</u> Common: <u>107,905,277</u> Preferred: <u>0</u>			*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.  ***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>09/09/2024</u>	<u>New issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>0.001</u>	<u>Yes</u>	<u>Dan Sun</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg S
<u>09/09/2024</u>	<u>New issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>0.001</u>	<u>Yes</u>	<u>Jianing Yang</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg S
<u>11/18/2024</u>	<u>New issuance</u>	<u>380,000,000</u>	<u>Common</u>	<u>0.001</u>	<u>Yes</u>	<u>Unitego International Group Limited</u>	<u>Consulting Services</u>	<u>Restricted</u>	Reg S

						(Controlled by Yanling Zhao)			
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>Mar 31, 2025</u>			Common: <u>493,905,277</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 March 31, 2025 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")

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

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

N/A

C. Describe the issuers' principal products or services.

Western style bistro food

## 5) Issuer's Facilities

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

## 6) 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>Yanling Zhao</u>	<u>President, Treasurer, and Director,</u>	<u>Guangdong, China</u>	<u>460,000,000</u>	<u>Common</u>	<u>93.1%</u>	<u>Unitego International Goup Limited (Director Yanling Zhao)</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: Caren Currier  
Firm: \_\_\_\_\_  
Address 1: 2313 Hollyhill Lane  
Address 2: Denton, TX 76205  
Phone: 626.429.2780  
Email: carenlarsen@hotmail.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: **Yanlin Zhao**



Title: CEO  
Relationship to Issuer: CEO

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: Yanlin Zhao  
Title: CEO  
Relationship to Issuer: CEO

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

**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, Yanling Zhao certify that:

1. I have reviewed this Disclosure Statement for New Infinity Holdings, Ltd.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under

---

<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.

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.

May 12, 2025 [Date]

/s/ Yanling Zhao [CEO's Signature]

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

*Principal Financial Officer:*

I, Yanling Zhao certify that:

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

May 12, 2025 [Date]

/s/ Yanling Zhao [CFO's Signature]

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

**NEW INFINITY HOLDINGS LTD.**  
**CONDENSED BALANCE SHEETS**  
**AS OF MARCH 31, 2025 (UNAUDITED) AND DECEMBER 31, 2024 (UNAUDITED)**  
**(CURRENCY EXPRESSED IN UNITED STATES DOLLARS ("US\$"), EXCEPT FOR NUMBER OF SHARES)**

	<u>As of</u> <u>March 31, 2025</u> <u>(Unaudited)</u>	<u>As of</u> <u>December 31, 2024</u> <u>(Unaudited)</u>
<b><u>ASSETS</u></b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 19,097	\$ 485
Accounts receivable	12,451	8,500
Prepayment and deposit	1,500	2,500
Total current assets	33,048	11,485
<b>Non - current asset</b>		
Plant and equipment, net	\$ 4,388	\$ -
Total non - current asset	4,388	-
<b>TOTAL ASSETS</b>	<b>\$ 37,436</b>	<b>\$ 11,485</b>
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>		
<b>Current liabilities</b>		
Accrued liabilities	\$ 29,764	\$ 11,758
Amounts due to related parties	-	-
Total current liabilities	29,764	11,758
<b>Total liabilities</b>	<b>\$ 29,764</b>	<b>\$ 11,758</b>
<b><u>Stockholders' equity</u></b>		
Common stock – Par value \$ 0.001; Authorized: 200,000,000 shares; Issued and outstanding: 107,905,277 and 107,905,277 shares as of March 31, 2025 and December 31, 2024, respectively	\$ 113,905	\$ 113,905
Additional paid in capital	130,202	130,202
Accumulated deficit	(236,435)	(244,380)
Total stockholders' equity	\$ 7,672	\$ (273)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 37,436</b>	<b>\$ 11,485</b>

The accompanying notes are an integral part of these financial statements

**NEW INFINITY HOLDINGS LTD.**  
**CONDENSED STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2025 AND 2024**  
**(UNAUDITED)**

(CURRENCY EXPRESSED IN UNITED STATES DOLLARS (“US\$”), EXCEPT FOR NUMBER OF SHARES)

	Three months ended	
	March 31, 2025	March 31, 2024
<b>Revenue</b>	\$ 46,750	\$ 35,952
<b>Operating expenses</b>		
General and administrative expenses	38,756	40,990
Depreciation	49	
<b>Total operating expenses</b>	38,805	40,990
<b>Net income (loss) from operations</b>	7,945	(5,038)
<b>Other income</b>	-	
<b>Net Income (loss)</b>	7,945	(5,038)
<b>Earnings per share</b>		
Net income (loss) per common share – basic and diluted	0	(0)
<b>Weighted average number of ordinary shares</b>		
Basic and diluted	113,905,277	107,905,277

The accompanying notes are an integral part of these financial statements

**NEW INFINITY HOLDINGS LTD.**  
**CONDENSED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2025 AND 2024**  
**(UNAUDITED)**

(CURRENCY EXPRESSED IN UNITED STATES DOLLARS ("US\$"), EXCEPT FOR NUMBER OF SHARES)

	<b>Common Stock</b>		<b>Additional paid in capital</b>	<b>Accumulated Deficit</b>	<b>Total</b>
	<b>Shares</b>	<b>Amount</b>			
Balance as of March 31, 2024	107,905,277	\$107,905	\$ 46,732	\$ (246,667)	\$ (95,398)
Net income (loss)				\$ 2,477	2,477
Balance as of June 30, 2024	107,905,277	\$107,905	\$ 46,732	\$ (244,190)	\$ (92,921)
Share issuance	6,000,000	\$ 6,000			6,000
Net income (loss)				\$ 1,060	1,060
Related Party Loan Waiver			\$ 83,470		83,470
Balance as of September 30, 2024	113,905,277	\$113,905	\$ 130,202	\$ (243,130)	\$ (2,391)
Net income (loss)				\$ (1,250)	(1,250)
Balance as of December 31, 2024	113,905,277	\$113,905	\$ 130,202	\$ (244,380)	\$ (3,641)
Net income (loss)				\$ 7,945	7,945
Balance as of March 31, 2025	113,905,277	\$113,905	\$ 130,202	\$ (236,435)	\$ 4,304

The accompanying notes are an integral part of these financial statements

**NEW INFINITY HOLDINGS LTD.**  
**CONDENSED STATEMENT OF CASH FLOWS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2025 AND 2024**  
**(UNAUDITED)**

**(CURRENCY EXPRESSED IN UNITED STATES DOLLARS (“US\$”), EXCEPT FOR NUMBER OF SHARES)**

	<b>For the Years Ended March 31</b>	
	<b>2025</b>	<b>2024</b>
<b>Cash Flows From Operating Activities:</b>		
Net loss	\$ 7,945	\$ (5,038)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	49	-
Impairment of accounts receivable		
Gain on foreign exchange - unrealised	-	
Changes in operating assets and liabilities:		
Accounts receivable	(3,951)	-
Prepayment	1,000	
Accrued liabilities	18,006	628
Amounts due to related parties	-	-
Net cash provided by/(used in) operating activities	23,049	(4,410)
<b>Cash Flows From Investing Activity:</b>		
Net cash provided by investing activity	(4,437)	
<b>Cash Flows From Financing Activity:</b>		
Net cash provided by financing activity	-	2,600
<b>Influence of exchange rates for cash and cash equivalents</b>		
Net change in cash and cash equivalents	18,612	(1,810)
<b>Cash and cash equivalents, beginning of period</b>	485	5,146
<b>Cash and cash equivalents, end of period</b>	\$ 19,097	\$ 3,336
<b>Supplemental cash flows information</b>		
Income taxes paid	\$ -	\$ -
Interest paid	\$ -	\$ -

The accompanying notes are an integral part of these financial statements

**NEW INFINITY HOLDINGS, LTD.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(Unaudited)**

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

***Business Description***

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

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

On September 10, 2001, the Company increased its authorized common stock to 100,000,000 shares at \$0.001 par value. On May 28, 2002, the Company authorized 20,000,000 Preferred Shares, \$0.001 par value.

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

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

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

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

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

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

Termination Agreement, the shareholders agreed to return and cancel shares of the Company.

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

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

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

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

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

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

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

On March 5, 2015, the District Court for Clark County entered an order discharging the Custodianship of the Company. On April 6, 2016, the Company's registered agent resigned and the Company was struck by the Nevada Secretary of State. On March 16, 2017, the Company was reinstated.

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

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

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

On July 17, 2024, pursuant to that certain Stock Purchase Agreement, dated as of the date thereof, with New Infinity Holdings Limited, a Hong Kong corporation (the "Seller") sold to Unitego International Goup Limited, a British Virgin Islands corporation (the "Buyer") 80,000,000 restricted shares of common stock, par value \$0.001 per share (the "Shares"), of New Infinity Holdings, Ltd. (the "Company"), representing seventy four (74%) percent of the outstanding shares of common stock of the Company on a fully diluted basis, resulting in the acquisition of the controlling interest in the Company (the "Acquisition of the Controlling Interest").



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

This summary of significant accounting policies of New Infinity Holdings, Ltd (“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 year ended March 31, 2025, 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. To continue as a going concern, the Company is actively pursuing additional funding and strategic partners to enable it to implement its business plan. In addition, the Company is also working to devote more efforts to improve its operation and generate more profits. Management believes that these actions will allow the Company to continue its operations through the next fiscal year.

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

### **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 Quarterly 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 Quarterly 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 March 31, 2025 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.

## 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 – Going Concern**

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. As reflected in the accompanying consolidated financial statements, the Company had a negative retained earnings or accumulated deficit as of March 31, 2025. This raised doubt about its ability to continue as a going concern. In view of the matters described above, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheet is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to raise additional capital, obtain financing and succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

To continue as a going concern, the Company is actively pursuing additional funding and strategic partners to enable it to implement its business plan. In addition, the Company is also working to devote more efforts to improve its operation and generate more profits. Management believes that these actions will allow the Company to continue its operations through the next fiscal year.

### **Note 4 – Related Party Transactions**

The total amount remains due and payable is \$0 as at March 31, 2025.

### **Note 6 – Equity**

As of March 31, 2025, the Company is authorized to issue 500,000,000 shares of common stock with a par value of \$0.001. 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 March 31, 2025 and December 31, 2024, was 493,905,277 and 493,905,277 shares, respectively.