

**UNIVERSAL NEW ENERGY HOLDING GROUP, INC.**  
**A Nevada Corporation**  
**7771 Alder Forest St.**  
**Las Vegas, NV 89113**  
**702-824-3432**  
[www.unehq.com](http://www.unehq.com)

## Quarterly Report

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

16,237,473 as of May 9, 2025 (Current Reporting Period Date or More Recent Date)

15,922,670 as of December 31, 2024 (Most Recent Completed Fiscal Year End)

### **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: ☒

On March 7, 2024, a change of control of the Company occurred. Hangzhou Yingchu New Energy Co., Ltd (“Hangzhou Yingchu”) obtained control by the purchase of 79,966,961 shares of the Company common stock from the former majority shareholder, Mr. Rasmus Refer.

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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.

Universal New Energy Holding Group, Inc. from June 19, 2024, to present

Fastbase Inc. from May 28, 2019, to September 29, 2024.

Current State and Date of Incorporation or Registration: Nevada; July 15, 2005

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

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

Guinness Exploration, Inc. from July 15, 2005, to May 28, 2019.

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

None.

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

On October 30, 2024, the Company effected a 1 for 15 reverse stock split. As a result of the reverse split, every fifteen shares of the Company's issued and outstanding common stock will be automatically combined and converted into one issued and outstanding share of common stock, par value \$0.001 per share.

**Watix Technology LLC**

On September 19, 2024, the Company entered into an Acquisition Agreement with Watix Technology LLC, a Nevada limited liability company ("Watix"), and Robert Huang, the sole member of Watix ("Member") and the CEO of the Company, to acquire 100% of the issued and outstanding membership interests of Watix valued at \$400,000 in exchange for 40,000,000 shares of the Company's common stock.

Watix was formed on February 8, 2022, and has a wholly owned subsidiary in Hong Kong named United Energy Holding Group Limited ("United Energy"). United Energy was incorporated on July 18, 2024, and primarily operates as a holding company. United Energy wholly owns Zhejiang Lingyi New Energy Technology Co., Ltd ("Zhejiang Lingyi"), a Wholly Foreign Owned Enterprise (WFOE) located in Zhejiang, Hangzhou, China, incorporated on August 1, 2024. Zhejiang Lingyi serves as a holding company and also supports battery-related business operations in China, particularly by purchasing and renting out battery production equipment.

**Trustfeed Corp. (fka HealthMed Services, Ltd.)**

On December 27, 2023, the Company closed on a stock purchase agreement entered into with CWR 1, LLC, a limited liability company ("CWR"), along with an escrow agreement, pursuant to which the company sold 90,437,591 shares of common stock and 500,000 shares of preferred stock (the "Share Purchase") in Trustfeed Corp. in exchange for \$350,000 (the "Purchase Price"), a portion of which was paid to the escrow agent and a consultant retained by the Company that assisted with the transaction. As a result, the Company sold all of its interest in Trustfeed Corp.

Address of the issuer's principal executive office:

7771 Alder Forest St.  
Las Vegas, NV 89113

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

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

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

Yes: ☒

No: ☐

On May 3, 2018, the District Court of Clark County, Nevada, Case No. A-18-767704-P, signed an order granting the application for Custodial Management, LLC (the "Custodian") to act as custodian of the Company. On January 23, 2019, the Custodian appointed Lillian Montero to serve as sole officer and director. On February 12, 2019, the Custodian filed documents to revive the Company with the State of Nevada. On April 29, 2019, the Company held a meeting of the shareholders and passed resolutions to convert \$9,743.16 in convertible debt into 867,675,000 shares of common stock, issue to Ms. Montero 3,000,000 shares of common stock for services rendered, and to conduct a 1 for 300 reverse split of the Company's outstanding shares of common stock. The Custodian was discharged by the court on November 15, 2019.

## 2) Security Information

### **Transfer Agent**

Empire Stock Transfer, Inc.  
1859 Whitney Mesa Dr.  
Henderson, NV 89014  
Phone: (702) 818-5898  
Web: www.empirestock.com

### **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: UNEH

Exact title and class of securities outstanding: Common Stock

CUSIP: 31189L 101

Par or Stated Value: \$0.001

Total shares authorized: 1,000,000,000 as of March 31, 2025

Total shares outstanding: 16,237,473 as of March 31, 2025

Total number of shareholders of record: 539 as of March 31, 2025

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: preferred stock

Par or stated value: \$0.001

Total shares authorized: 5,000,000 shares as of date: March 31, 2025

Total shares outstanding: 1,000,000 shares of Series A Preferred Stock as of date: March 31, 2025

Total number of shareholders of record: 1 as of date: March 31, 2025

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

None.

**Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

**1. For common equity, describe any dividend, voting and preemption rights.**

The common stock votes one vote per share on all matters brought before the company's shareholders, including the election of directors. Shareholders are entitled to dividends if and when declared by the company's board of directors. The company's common stock does not have preemption rights.

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

(a) Series A Preferred Stock. The Board of Directors designated a series of preferred stock titled Series A Preferred Stock consisting of 1,000,000 shares, par value of \$0.001 per share. There is currently no market for Series A Preferred Stock shares; the shares can convert into common stock at any time on a one-for-one share basis. The shares vote with the common shares and have super-voting rights of 200.000 common shares for every share of Series A. The Preferred Series A does not contain any rights to dividends and has a liquidation preference that entitles the preferred stockholders to participate in any distribution out of the assets of the Corporation on an equal basis per share with the holders of the Common Stock. There are no redemption or sinking fund provisions.

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

None.

**4. Describe any material modifications to the 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)

<p>Shares Outstanding Opening Balance:  Date <u>December 31, 2022</u>  After a 1 for 15 reverse stock split-  Common: 7,104,200  Preferred: -0-  Calculated for a 1 for-15 reverse stock split  on October 30, 2024.</p>									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or canceled)	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?
4/5/22	<u>New Issuance</u>	<u>217</u>	<u>Common</u>	<u>\$2.00</u>	<u>Y</u>	(1)	<u>Cash Subscription</u>	<u>restricted</u>	<u>4(a)(2)</u>
4/19/22	<u>New Issuance</u>	<u>434</u>	<u>Common</u>	<u>\$2.30</u>	<u>Y</u>	Ted Zaleski; Gianluca de Arcangelis	<u>Cash Subscription</u>	<u>restricted</u>	<u>4(a)(2)</u>
5/27/22	<u>New Issuance</u>	<u>2,300</u>	<u>Common</u>	<u>\$1.97</u>	<u>Y</u>	(2)	<u>Cash Subscription</u>	<u>restricted</u>	<u>4(a)(2)</u>
6/10/22	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$1.97</u>	<u>N</u>	Paul Quintal	<u>Service Agreement</u>	<u>restricted</u>	<u>4(a)(2)</u>
6/10/22	<u>New Issuance</u>	<u>43</u>	<u>Common</u>	<u>\$1.97</u>	<u>Y</u>	Charles Trado	<u>Cash Subscription</u>	<u>restricted</u>	<u>4(a)(2)</u>
7/12/22	<u>New Issuance</u>	<u>43</u>	<u>Common</u>	<u>\$0.97</u>	<u>N</u>	Francisco Piuizzi	<u>Service Agreement</u>	<u>restricted</u>	<u>4(a)(2)</u>
9/1/22	<u>New Issuance</u>	<u>9,000</u>	<u>Common</u>	<u>\$0.76</u>	<u>N</u>	Homescape LLC (Nicolas Coriano)	<u>Service Agreement</u>	<u>restricted</u>	<u>4(a)(2)</u>
5/19/23	<u>New Issuance</u>	<u>3,334</u>	<u>Common</u>	<u>\$0.12</u>	<u>N</u>	Søren Mehl Knudsen	<u>Cash Subscription</u>	<u>restricted</u>	<u>4(a)(2)</u>
5/19/23	<u>New Issuance</u>	<u>1,333</u>	<u>Common</u>	<u>\$0.12</u>	<u>N</u>	Mike Parham	<u>Cash Subscription</u>	<u>restricted</u>	<u>4(a)(2)</u>
8/11/23	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.79</u>	<u>N</u>	Rene Lauritsen	<u>Service Agreement</u>	<u>restricted</u>	
1/31/2024	<u>New Issuance</u>	<u>3,667</u>	<u>Common</u>		<u>N</u>	Rasmus Refer	<u>Severance Pay</u>	<u>restricted</u>	
10/21/24	<u>New Issue</u>	<u>400,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Y</u>	Liu Zhong Zheng	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
10/21/24/	<u>New Issue</u>	<u>333,333</u>	<u>Common</u>	<u>\$0.01</u>	<u>Y</u>	Ren Sha	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
10/21/24	<u>New Issue</u>	<u>400,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Y</u>	Xu Boxiong	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>

10/21/24	<u>New Issue</u>	<u>333,333</u>	<u>Common</u>	<u>\$0.01</u>	<u>Y</u>	Ye Yanyou	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
10/21/24	<u>New Issue</u>	<u>333,333</u>	<u>Common</u>	<u>\$0.01</u>	<u>Y</u>	Yu Zhanpeng	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
10/21/24	<u>New Issue</u>	<u>400,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Y</u>	Yu Zhijia	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
10/25/24	<u>New Issue</u>	<u>1,000,000</u>	<u>Series A Preferred</u>	<u>\$0.001</u>	<u>N</u>	Robert Huang	<u>Services Rendered</u>	<u>restricted</u>	<u>Reg. S</u>
10/25/24	<u>New Issue</u>	<u>2,666,667</u>	<u>Common</u>	<u>\$0.15</u>	<u>Y</u>	Robert Huang	<u>Acquisition of Watix, Inc.</u>	<u>restricted</u>	<u>Reg. S</u>
12/11/24	<u>New Issue</u>	<u>600,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Y</u>	Wu Tianwen	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
12/11/24	<u>New Issue</u>	<u>600,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Y</u>	Pan Guilling	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
12/11/24	<u>New Issue</u>	<u>600,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Y</u>	Zheng Fenjun	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
12/11/24	<u>New Issue</u>	<u>600,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Y</u>	Yu Jinfeng	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
12/30/24	<u>New Issue</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Y</u>	Li Zhenjun	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
12/30/24	<u>New Issue</u>	<u>647,510</u>	<u>Common</u>	<u>\$0.10</u>	<u>Y</u>	Wang Zhong	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
12/31/24	<u>New Issue</u>	<u>720,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Y</u>	Xu ShengRong	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
1/13/2025	<u>New Issue</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Y</u>	Wang Fengyan	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
1/17/2025	<u>New Issue</u>	<u>117,690</u>	<u>Common</u>	<u>\$0.35</u>	<u>Y</u>	Xu BaiZhu	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
1/27/2025	<u>New Issue</u>	<u>68,653</u>	<u>Common</u>	<u>\$0.35</u>	<u>Y</u>	Weng WenQing	<u>Cash Subscription</u>	<u>Restricted</u>	<u>Reg. S</u>
1/27/2025	<u>New Issue</u>	<u>39,230</u>	<u>Common</u>	<u>\$0.70</u>	<u>Y</u>	Jiang QingHua	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
1/27/2025	<u>New Issue</u>	<u>39,230</u>	<u>Common</u>	<u>\$0.70</u>	<u>Y</u>	Fu Ma	<u>Cash Subscription</u>	<u>restricted</u>	<u>Reg. S</u>
Shares Outstanding on March 31, 2025	Ending Balance: Common: 16,237,473 Preferred: 1,000,000								

**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 December 31, 2023 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.**

Any additional material details, including footnotes to the table, are below:

- (1) Randall Jackson; Leszynski Group; Jamie Sharratt
- (2) Randall Jackson, Antonio Rosica, Einar Scholte Claus Bo Nielsen and Kaj Allan Thomsen

## Subsequent Sales of Securities

None

### B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year-end and the date of this Certification.

☒ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

Any additional material details, including footnotes to the table are below:

## 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).

- Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")
- Please list any subsidiaries, parents, or affiliated companies
- Describe the issuers' principal products or services.

### Overview

Through February 29, 2024, the Company offered customers powerful tools to identify website visitors, provide insights and intelligence about their online behaviors, interactions and interests, and equips companies with online marketing and leads generation market services.

On March 7, 2024, a change of control of the Company occurred. Hangzhou Yingchu New Energy Co., Ltd ("Hangzhou Yingchu") obtained control by the purchase of 79,966,961 shares of the Company common stock from the former majority shareholder, Mr. Rasmus Refer. In connection with the change of

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

control, on February 29, 2024, the Company sold to an entity controlled by Rasmus Refer (“acquiring entity”), all of its assets in exchange for the acquiring entity to take over all liabilities or for \$7,956 whichever is larger. Going forward, the Company’s operations will be determined and structured by the new management. As such, the Company accounted for all of its assets, liabilities and results of operations up to March 1, 2024, as discontinued operations.

The new management is committed to the research and development, production, sales, and technical services of new energy materials, battery cells, battery systems, waste battery recycling, and material repair products. Its aim is to provide accurate and reliable solutions for new energy transportation vehicles, new energy storage, and other fields.

The new management has professional, high-quality, and experienced industrialization R&D and operation teams. The new management team has previously established a green and recyclable industrial chain ecosystem from materials to battery cells, battery systems, waste battery recycling, and material repair, providing customized battery cell and battery system solutions with high performance-price ratio, excellent safety, ultra-low temperature performance, ultra-fast charging capacity, and long cycle life for global customers.

## **Subsidiaries**

### **Watix Technology LLC**

On September 19, 2024, the Company entered into an Acquisition Agreement with Watix Technology LLC, a Nevada limited liability company (“Watix.”), and Robert Huang, the sole member of Watix (“Member”) and the CEO of the Company, to acquire 100% of the issued and outstanding membership interests of Watix valued at \$400,000 in exchange for 40,000,000 shares of the Company’s common stock.

Watix was formed on February 8, 2022, and has a wholly owned subsidiary in Hong Kong named United Energy Holding Group Limited (“United Energy”). United Energy was incorporated on July 18, 2024, and primarily operates as a holding company. United Energy wholly owns Zhejiang Lingyi New Energy Technology Co., Ltd (“Zhejiang Lingyi”), a Wholly Foreign Owned Enterprise (WFOE) located in Zhejiang, Hangzhou, China, incorporated on August 1, 2024. Zhejiang Lingyi is a holding company that supports battery-related business operations in China, mainly by purchasing and renting out battery production equipment.

### **Fastbase Inc.**

Fastbase Inc., a Delaware corporation (“Fastbase DE”), was a wholly owned subsidiary of the Company. On February 29, 2024, Fastbase DE and all of the Company’s assets and liabilities were transferred to the acquiring entity controlled by the former majority shareholder, Rasmus Refer.

### **Trustfeed Corp. (f/k/a HealthMed Services, Ltd.)**

On December 27, 2023, the Company closed on a stock purchase agreement entered into with CWR 1, LLC, a limited liability company (“CWR”), along with an escrow agreement, pursuant to which the Company sold 90,437,591 shares of common stock and 500,000 shares of preferred stock (the “Share Purchase”) in Trustfeed Corp. in exchange for \$350,000 (the “Purchase Price”), a portion of which was paid to the escrow agent and a consultant retained by the Company that assisted with the transaction. As a result, the Company sold all of its interest in Trustfeed Corp.

## **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.*

Our principal executive offices are located at 7771 Alder Forest St., Las Vegas, NV 89113.

## 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 who 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.*

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)	Names of control person(s) if a corporate entity
Robert Huang	CEO, CFO, Secretary, Director	7771 Alder Forest St., Las Vegas, NV 89113	1,000,000*	Series A Preferred	100%	
Zilan Tang	Director	Beidaxiaojahe Community, Malianwa, Haidian District, Beijing, China	**			
Robert Huang	CEO, CFO, Secretary, Director	7771 Alder Forest St. Las Vegas, NV 89113	2,666,667	Common	16.4%	
Hangzhou Yingchu Energy Co., LTD	Owner of more than 5%	Hangzhou, Zhejiang, China	5,331,131	Common	33.5%	Robert Huang** Zilan Tang**

\* Each share of Series A Preferred Stock is entitled to have two hundred (200) votes with respect to all matters presented to the stockholders for their action or consideration

\*\* Mr. Huang and Ms. Tang own 60% and 40% of Hangzhou Yingchu Energy Co., LTD, respectively.

## Term of Office

Our directors are appointed for a one-year term holding office until the next annual general meeting of our shareholders or until removed from the office in accordance with our bylaws. Our officers are appointed by our board of directors and hold offices until they are removed by the board, subject to their respective employment agreements.

## Significant Employees

We have no significant employees other than our officers and directors.

## Family Relationships

No family relationships exist between or among the directors, executive officers, or persons nominated or chosen by us to become directors or executive officers.

## 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);

None

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.

None

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;

None

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

None

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.

None

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.

None

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.

None

## 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

Name: William B. Barnett  
Firm: Barnett & Linn  
Address 1: 60 Kavenish Drive  
Address 2: Rancho Mirage, CA 92270  
Phone: (818) 436-6410  
Email: [wbarnett@wbarnettlaw.com](mailto:wbarnett@wbarnettlaw.com)

### Accountant or Auditor

Name: Elaine Zhao  
Firm: ELZ Accountancy Corp.  
Address 1: 1930 S. Brea Canyon Rd., Ste. 150  
Diamond Bar, CA 91765  
Address 2:  
Phone:  
Email:

### Investor Relations

Name: N/A  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email:

### *All other means of Investor Communication:*

Twitter: none  
Discord: none  
LinkedIn: none  
Facebook: none  
[Other ] N/A

### Other Service Providers

Provide the name of any other service provider(s) 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.

None

## 9. Disclosure & Financial Information

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

Name: Elaine Zhao

Title: Outside Accountant  
Relationship to Issuer: Independent

Name: Robert Huang  
Title: Officer & Director  
Relationship to Issuer: Officer & Director

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: Elaine Zhao  
Title: Outside Accountant  
Relationship to Issuer: Independent

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> CPA

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.

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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.

**UNIVERSAL NEW ENERGY HOLDING GROUP, INC.**  
**Consolidated Balance Sheets**

	<b>March 31, 2025</b>	<b>December 31, 2024</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 806,293	\$ 658,847
Accounts receivable, net	231,651	-
Prepaid expenses and other receivables	3,649	-
Other current assets	5,839	7,039
Subscription receivable	5,000	63,045
Total Current Assets	1,052,432	728,931
Property and equipment, net	118,549	122,328
Right of use assets	38,437	41,439
<b>TOTAL ASSETS</b>	<b>\$ 1,209,418</b>	<b>\$ 892,698</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 247,918	\$ 25,187
Operating lease liabilities - Current	13,310	13,051
Tax payable	20,706	20,686
Due to related party	100	100
Total Current Liabilities	282,034	59,024
Operating lease liabilities - Noncurrent	21,406	28,388
<b>TOTAL LIABILITIES</b>	<b>303,440</b>	<b>87,412</b>
Commitments and contingencies	-	-
Stockholders' Equity		
Undesignated preferred stock, 4,000,000 shares authorized, \$0.001 par value		
None issued and outstanding	-	-
Series A preferred stock: 1,000,000 authorized; \$0.001 par value		
1,000,000 issued and outstanding	1,000	1,000
Common stock: 1,000,000,000 shares authorized; \$0.001 par value		
16,237,473 and 15,922,670 shares issued and outstanding as of March 31, 2025, and December 31, 2024, respectively	16,237	15,923
Additional Paid-in Capital	814,058	665,201
Retained earnings	84,309	135,192
Accumulated other comprehensive income	(9,626)	(12,030)
Total Stockholders' Equity	905,978	805,286

<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 1,209,418</u>	<u>\$ 892,698</u>
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The accompanying notes are an integral part of these financial statements.  
No assurance provided

**UNIVERSAL NEW ENERGY HOLDING GROUP, INC.**  
**Consolidated Statements of Operations**  
(Unaudited)

	Three Months Ended	
	March 31,	
	2025	2024
Revenue	\$ 204,547	\$ 1,000
Cost of revenue	(195,259)	-
<b>Gross Profit</b>	9,288	1,000
<b>Operating Expenses</b>		
General and administrative	30,802	15
Professional fees	16,398	-
Research and development	13,655	-
<b>Total Operating Expenses</b>	60,855	15
Operating loss from continuing operations before income taxes	(51,567)	985
<b>Other Income and Expense</b>		
Interest income	684	-
Total other income (expense)	684	-
<b>Income before provision for income taxes</b>	(50,883)	985
Provision for income taxes	-	-
<b>Net loss</b>	<u><u>\$ (50,883)</u></u>	<u><u>\$ 985</u></u>
Other comprehensive income	2,404	-
<b>Comprehensive Loss</b>	<u><u>\$ (48,479)</u></u>	<u><u>\$ 985</u></u>
Basic and diluted net income (loss) per share	<u><u>\$ (0.00)</u></u>	<u><u>N/A</u></u>
Weighted average number of common shares outstanding - basic and diluted	<u><u>16,167,384</u></u>	<u><u>N/A</u></u>

The accompanying notes are an integral part of these financial statements.  
No assurance provided.

**UNIVERSAL NEW ENERGY HOLDING GROUP, INC.**  
**Consolidated Statements of Stockholders' Equity**  
(Unaudited)

	Series A Preferred Stock Shares	Amount	Common Stock Shares	Amount	Additional Paid-in Capital	Stock Payable	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
<b>Balance December 31, 2024</b>	<b>1,000,000</b>	<b>\$ 1,000</b>	<b>15,922,670</b>	<b>\$ 15,923</b>	<b>\$ 665,201</b>	<b>\$ -</b>	<b>\$ 135,192</b>	<b>\$ (12,030)</b>	<b>\$ 805,286</b>
Stocks issued for cash	-	-	314,803	314	143,857	-	-	-	144,171
Subscription receivable	-	-	-	-	5,000	-	-	-	5,000
Net Income	-	-	-	-	-	-	(50,883)	-	(50,883)
Accumulated other comprehensive income	-	-	-	-	-	-	-	2,404	2,404
<b>Balance March 31, 2025</b>	<b>1,000,000</b>	<b>\$ 1,000</b>	<b>16,237,473</b>	<b>\$ 16,237</b>	<b>\$ 814,058</b>	<b>\$ -</b>	<b>\$ 84,309</b>	<b>\$ (9,626)</b>	<b>\$ 905,978</b>
<b>Balance December 31, 2023 as recast</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(400,000)</b>	<b>\$ 400,000</b>	<b>\$ -</b>	<b>-</b>	<b>-</b>
Net income	-	-	-	-	-	-	985	-	985
<b>Balance March 31, 2024</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(400,000)</b>	<b>\$ 400,000</b>	<b>\$ 985</b>	<b>-</b>	<b>\$ 985</b>

The accompanying notes are an integral part of these financial statements.  
No assurance Provided.



**UNIVERSAL NEW ENERGY HOLDING GROUP, INC.**

**Consolidated Statements of Cash Flows**

(Unaudited)

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2025</b>	<b>2024</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net (loss) income	\$ (50,883)	\$ 985
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation expense	4,487	-
Lease expense	3,712	-
Changes in operating assets and liabilities:		
Accounts receivable	(231,138)	-
Prepaid expense and Other Receivables	(7,047)	-
Other current assets	932	-
Accounts payable and accrued liabilities	222,034	-
Operating lease payment	(3,712)	-
Tax payable	20	-
Net Cash Provided by (used in) Operating Activities	<u>(61,595)</u>	<u>985</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	-	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of common stock	207,216	-
Capital contribution from shareholder	-	200
Net Cash Provided by Financing Activities	<u>207,216</u>	<u>200</u>
<b>EFFECT OF EXCHANGE RATE CHANGE ON CASH &amp; CASH EQUIVALENTS</b>	<u>1,825</u>	<u>-</u>
Net change in cash and cash equivalents	147,446	1,185
Cash and cash equivalents, beginning of period	<u>658,847</u>	<u>-</u>
Cash and cash equivalents, end of period	\$ <u><u>806,293</u></u>	\$ <u><u>1,185</u></u>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Cash paid for income taxes	\$ <u><u>-</u></u>	\$ <u><u>-</u></u>
Cash paid for interest	\$ <u><u>-</u></u>	\$ <u><u>-</u></u>

The accompanying notes are an integral part of these financial statements.  
No assurance provided

**UNIVERSAL NEW ENERGY HOLDING GROUP, INC.**  
**NOTES TO UNAUDITED FINANCIAL STATEMENTS**  
**March 31, 2025**

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Organization

The Company was incorporated in July 2015 under the laws of the State of Nevada, as Guinness Explorations Inc. On May 29, 2019, the Company amended its articles of incorporation and changed its name to Fastbase Inc. On June 19, 2024, the Company amended its articles of incorporation and changed its name to Universal New Energy Holding Group, Inc. (the "Company")

On October 1, 2019, the Company entered into a reverse merger agreement with Fastbase Inc, a Delaware corporation (Fastbase DE). Pursuant to the Agreement, the Company acquired Fastbase DE and became Fastbase Inc.

On July 10, 2020, the company entered into an agreement to purchase all outstanding shares of LeadScoreApp IVS, a Danish company, in exchange for 300,000 shares of the company's common stock. The shares were fair valued at \$1,950,000, which was the fair value of the share on the agreement date and recorded as a Deposit on Acquisition as of December 31, 2020. On June 16, 2021, the Company amended the agreement with LeadScore APP IVS to instead only purchase certain assets in exchange for the 300,000 shares of the Company's common stock and \$25,820 cash. The assets were comprised of various software and a customer list. The software was made up of IP Identification, Leadtracking, Leadscoreing, Triggermails, Automations, Customer Relationship Management (CRM), and Source codes and Database built I SQL

On April 16, 2021, the Company entered into an agreement to purchase 4,850,000 shares of HealthMed Services Ltd Series A Convertible Preferred Stock from HealthMed Services Ltd for \$108,200. As part of the agreement, 100,000 shares of the purchased HealthMed Services Ltd Series A Convertible Preferred Stock were distributed to SCI Inc., a Company commonly controlled by a board member of the Company.

On December 27, 2023, the Company closed on a stock purchase agreement entered into with CWR 1, LLC, a limited liability company ("CWR"), along with an escrow agreement, pursuant to which the company sold 90,437,591 shares of common stock and 500,000 shares of preferred stock (the "Share Purchase") in Trustfeed Corp. (fka HealthMed Services, Ltd.) in exchange for \$350,000 (the "Purchase Price"), a portion of which was paid to the escrow agent and a consultant retained by the Company that assisted with the transaction. As a result, the Company sold all of its interest in Trustfeed Corp. and recorded a gain from disposal of subsidiary of \$160,979 in the discontinued operations.

On March 7, 2024, a change of control of the Company occurred. Hangzhou Yingchu New Energy Co., Ltd ("Hangzhou Yingchu") obtained the control by the purchase of 79,966,961 shares of the Company common stock from the former majority shareholder, Mr. Rasmus Refer. In connection with the change of control, on February 29, 2024, the Company sold to an entity controlled by Rasmus Refer ("acquiring entity), all of its assets in exchange for the acquiring entity to take over all liabilities or for \$7,956 whichever is larger.

Through February 29, 2024, the Company's primary business activity was developing software that generated comprehensive lead reports for online marketing and leads generation market services. Going forward, the Company's operations will be determined and structured by the new management. As such, the Company accounted for all of its assets, liabilities and results of operations up to March 1, 2024 as discontinued operations.

On September 19, 2024, the Company enter into an Acquisition Agreement with Watix Technology LLC, a Nevada limited liability company ("Watix."), and Robert Huang, the sole member of Watix ("Member")

and CEO of the Company, to acquire 100% of the issued and outstanding membership interests of Watix in exchange for 40,000,000 shares of the Company's common stock valued at \$400,000.

Watix was formed on February 8, 2022 and has a wholly owned subsidiary in Hong Kong named United Energy Holding Group Limited ("United Energy"). United Energy was incorporated on July 18, 2024, and primarily operates as a holding company. United Energy wholly owns Zhejiang Lingyi New Energy Technology Co. Ltd ("Zhejiang Lingyi"), a Wholly Foreign Owned Enterprise (WFOE) located in Zhejiang, Hangzhou, China, incorporated on August 1, 2024. Zhejiang Lingyi serves as a holding company and also supports battery-related business operations in China, particularly by purchasing and renting out battery production equipment. On December 9, 2024, Jiangsu Lingyi New Energy Technology Co. Ltd ("Jiangsu Lingyi") located in Jiangsu, Suzhou, China, was formed as a subsidiary of Zhejiang Lingyi.

For accounting purposes, the acquisition of Watix was accounted for as a reverse acquisition and treated as a recapitalization of the Company effected by a share exchange, with Watix as the accounting acquirer. The historical consolidated financial statements of Watix are now the historical consolidated financial statements of the Company. The assets and liabilities of Watix were brought forward at their book value and no goodwill was recognized.

The Company, through its directly and indirectly owned subsidiaries, intends to focus on the research, development, production, and technical services for battery materials, cells, systems, and recycling. It aims to provide next-generation battery solutions for electric vehicles and energy storage applications. It also aims to foster expertise in lithium and sodium-ion batteries and pursue advancements in fast-charging, all-weather, and solid-state battery technologies.

#### Basis of presentation and consolidation

The accompanying unaudited interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the period presented have been reflected herein. Certain amounts in prior years have been reclassified to conform to the current period presentation.

The functional currency of Zhejiang Lingyi and Jiangsu Lingyi is the Chinese Renminbi ("RMB"). The accompanying consolidated financial statements are translated from RMB and presented in U.S. dollars ("USD").

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Watix, Zhejiang Lingyi, and Jiangsu Lingyi. Intercompany transactions and accounts were eliminated in consolidation.

#### Use of estimates

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

#### Cash and cash equivalents

For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. The carrying value of these investments approximates fair value.

#### Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Major repairs and betterments that significantly extend original useful lives or improve productivity are capitalized and depreciated over

the period benefited. Maintenance and repairs are expensed as incurred. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations. Depreciation of property and equipment is provided using the straight-line method for substantially all assets with estimated lives as follows:

Machinery & equipment	10 years
Automobile	4 years
Other equipment	5 years

#### Lease

ASC Topic 842, “*Leases*” requires recognition of leases on the balance sheets as right-of-use (“ROU”) assets and lease liabilities. ROU assets represent the Company’s right to use underlying assets for the lease terms and lease liabilities represent the Company’s obligation to make lease payments arising from the leases. Operating lease ROU assets and operating lease liabilities are recognized based on the present value and future minimum lease payments over the lease term at commencement date. The Company’s future minimum lease payments used to determine the Company’s lease liabilities mainly include minimum lease rent payments. Leases with a lease term of 12 months or less at inception are not recorded on the Company’s balance sheet and are expensed on a straight-line basis over the lease term in the Company’s statement of operations. As most of the Company’s leases do not provide an implicit rate, the Company uses its estimated incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The Company’s incremental borrowing rate is a hypothetical rate based on its understanding of what its credit rating would be.

#### Stock-based compensation

The Company follows ASC 718-10, “Stock Compensation”, which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 is a revision to SFAS No. 123, “Accounting for Stock-Based Compensation,” and supersedes Accounting Principles Board (“APB”) Opinion No. 25, “Accounting for Stock Issued to Employees,” and its related implementation guidance. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized.

#### Earnings per share

The Company follows ASC Topic 260 to account for the earnings per share. Basic earnings per common share (“EPS”) calculations are determined by dividing net income by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive, they are not considered in the computation. For the three months ended March 31, 2025, there were no potentially dilutive securities.

#### Related parties

The Company follows ASC 850, “Related Party Disclosures” for reporting activities with related parties. A party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence management or operating policies of the transacting parties or if it has an ownership interest in one of the transacting parties and can

significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party.

#### Revenue recognition

We recognize revenue in accordance with generally accepted accounting principles as outlined in the Financial Accounting Standard Board's ("FASB") Accounting Standards Codification ("ASC") 606, Revenue From Contracts with Customers, which requires that five basic criteria be met before revenue can be recognized: (i) identify the contract with the customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price; and (v) recognize revenue when or as the entity satisfied a performance obligation.

#### Income Taxes

The Company's calculation of its tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations in various taxing jurisdictions. The Company recognizes tax liabilities for uncertain tax positions based on management's estimate of whether it is more likely than not that additional taxes will be required. The Company had no uncertain tax positions as of March 31, 2025 and December 31, 2024.

Deferred income taxes are recognized in the consolidated financial statements for the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts based on enacted tax laws and statutory tax rates. Temporary differences arise from net operating losses, differences in depreciation methods of archived images, and property and equipment, stock-based and other compensation, and other accrued expenses. A valuation allowance is established when it is determined that it is more likely than not that some or all of the deferred tax assets will not be realized.

The application of tax laws and regulations is subject to legal and factual interpretation, judgment and uncertainty. Tax laws and regulations themselves are subject to change as a result of changes in fiscal policy, changes in legislation, the evolution of regulations and court rulings. Therefore, the actual liability for U.S., or the various state jurisdictions, may be materially different from management's estimates, which could result in the need to record additional tax liabilities or potentially reverse previously recorded tax liabilities. Interest and penalties are included in tax expense.

The Company includes interest and penalties arising from the underpayment of income taxes in the statements of operation. As of March 31, 2025 and December 31, 2024, the Company had no accrued interest or penalties related to uncertain tax positions.

#### Fair value of financial instruments

The Company measures fair value in accordance with Accounting Standards Codification ("ASC") 820 – Fair Value Measurements. ASC 820 defines fair value and establishes a three-level valuation hierarchy for disclosures of fair value measurements. ASC 820 establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, ASC 820 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by ASC 820 are:

Level 1 — Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 — Inputs (other than quoted market prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life.

Level 3 — Inputs reflect management’s best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model. Valuation of instruments includes unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

As defined by ASC 820, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale, which was further clarified as the price that would be received to sell an asset or paid to transfer a liability (“an exit price”) in an orderly transaction between market participants at the measurement date.

The reported fair values for financial instruments that use Level 2 and Level 3 inputs to determine fair value are based on a variety of factors and assumptions. Accordingly, certain fair values may not represent actual values of the Company’s financial instruments that could have been realized as of March 31, 2025 or that will be recognized in the future, and do not include expenses that could be incurred in an actual settlement. The carrying amounts of the Company’s financial assets and liabilities, such as cash, accounts receivable, receivables from related parties, prepaid expenses and other, accounts payable, accrued liabilities, and related party and third party notes payables approximate fair value due to their relatively short maturities. The Company’s due to related parties approximates the fair value of such instrument based upon management’s best estimate of terms that would be available to the Company for similar financial arrangements at March 31, 2025 and December 31, 2024.

#### Foreign Currency

The Company’s reporting currency is the U.S. dollar (“\$”). The Company’s operation in the PRC uses Chinese Yuan Renminbi (“RMB”) as its functional currency. The financial statements of the subsidiaries are translated into U.S. dollars, all assets and liabilities were translated at the current exchange rate, stockholders’ equity are translated at the historical rates and income statement items are translated at the average exchange rate for the period. The resulting translation adjustments are reported under other comprehensive income. Foreign exchange transaction gains and losses are reflected in the statement of operations.

## **NOTE 2 - PROPERTY AND EQUIPMENT**

Property and equipment consist of:

	March 31, 2025	December 31, 2024
Machinery & equipment	\$ 79,770	\$ 79,304
Automobile	42,682	42,433
Other equipment	1,439	1,431
Total	123,891	123,168
Less: accumulated depreciation	(5,342)	(840)
Property and equipment, net	<u>\$ 118,549</u>	<u>\$ 122,328</u>

## **NOTE 3 – LEASES**

On December 9, 2024, Jiangsu Lingyi entered into an operating lease agreement to rent an office. The lease has an original term of 3 years expiring December 31, 2027.

Balance sheet information related to the Company's leases is presented below:

	<b>March 31 2025</b>
<b>Operating Leases</b>	
Operating lease right-of-use assets	\$ 38,437
Operating lease liabilities - current	13,310
Operating lease liability – non-current	21,406
Total operating lease liabilities	<u>\$ 34,716</u>

The following provides details of the Company's lease expenses:

	<b>Three Months Ended March 31,</b>	
	<u>2025</u>	<u>2024</u>
Operating lease expense	\$ 3,712	\$ -

Other information related to leases is presented below:

	<b>Three Months Ended March 31, 2025</b>
<b>Cash Paid For Amounts Included In Measurement of Liabilities:</b>	
Operating cash flows from operating leases	\$ 3,712
<b>Weighted Average Remaining Lease Term:</b>	
Operating leases	2.75 years
<b>Weighted Average Discount Rate:</b>	
Operating leases	5.6%

Maturities of lease liabilities were as follows:

For the 12 months ending December 31:	
2025 (9 months remaining)	\$ 7,441
2026	14,883
2027	14,883
Total lease payments	<u>37,207</u>
Less: imputed interest	<u>(2,491)</u>
Total lease liabilities	34,716
Less: current portion	(13,310)
Lease liabilities – non-current portion	<u>\$ 21,406</u>

#### **NOTE 4 - RELATED PARTY**

##### *Due to related party*

As of March 31, 2025, the Company owed Robert Huang, CEO of the company, \$100.

### Acquisition of Watix

On September 19, 2024, the Company acquired Watix pursuant to the terms of the Acquisition Agreements and acquired all of the issued and outstanding equity interests in Watix.

Pursuant to the Acquisition Agreements, the Company acquired from Robert Huang ("Member"), CEO of the Company, all of the issued and outstanding equity interests of Watix valued at \$400,000 in exchange for 40,000,000 shares of the Company's common stock.

The acquisition was accounted for as a reverse recapitalization, with no goodwill or other intangible assets recorded, in accordance with U.S. GAAP. This determination was primarily based on post acquisition relative voting rights, management and intent of the acquisition. Under this method of accounting, the Company was treated as the acquired company for financial reporting purposes. Accordingly, for accounting purposes, the acquisition was accounted for as the equivalent of Watix issuing stock for the net assets of the Company, accompanied by a recapitalization. The net assets of the Company were stated at historical cost, with no goodwill or other intangible assets recorded. Reported amounts from operations included herein prior to the acquisition are those of Watix.

### **NOTE 5 - INCOME TAXES**

The Company is subject to taxation in the United States (USA) and its subsidiaries were incorporated in China and are governed by the Income Tax Law of China. As a result of the change of control, net operating loss carry forward may be limited as to use in future years.

#### Uncertain Tax Positions

Interest associated with unrecognized tax benefits are classified as income tax, and penalties are classified in selling, general and administrative expenses in the statements of operations. For the periods ended March 31, 2025 and 2024, the Company had no unrecognized tax benefits and related interest and penalties expenses. Currently, the Company is not subject to examination by major tax jurisdictions.

### **NOTE 6 - STOCKHOLDERS' EQUITY**

The Company is authorized to issue 1,000,000,000 shares of \$0.001 par value common stock. On October 30, 2024, the Company effected a 1 for 15 reverse stock split. After the effect of reverse stock split, the Company had approximately 12,105,160 shares of outstanding common stock. As of March 31, 2025, there were 16,237,473 shares outstanding.

#### Private Placements of Common Stock

During the period from January 1, 2025 to March 31, 2025, the company raised an aggregate of \$149,171 in new equity from the sale of 314,803 shares of its common stock to five investors. At March 31, 2025, there was \$5,000 subscription receivable.

#### Series A Convertible Preferred Stock

On September 19, 2024, the board of the directors of the Company approved to issue 1,000,000 shares of its series A convertible preferred stock ("Series A Preferred Stock") to CEO of the Company for services valued at \$10,000.

Each share of Series A Preferred Stock shall be entitled to have two hundred (200) votes with respect to all matters presented to the stockholders for their action or consideration. Each share of Series A Preferred Stock shall be convertible at the option of the holder at the conversion rate of one (1) share of common stock for every one (1) share of Series A Preferred Stock.



## NOTE 7 - SUBSEQUENT EVENTS

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

### 10) Issuer Certification

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Robert Huang, certify that:

1. I have reviewed this Disclosure Statement for Universal New Energy Holding 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.

May 13, 2025 [Date]

/s/ Robert Huang [CEO's Signature]

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

*Principal Financial Officer:*

I, Robert Huang, certify that:

1. I have reviewed this Disclosure Statement for Universal New Energy Holding 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.

May 13, 2025 [Date]

/s/ Robert Huang [CFO's Signature]

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