

Inception Growth Acquisition Limited

Amendment to Management Certification for 12/31/2024 originally published through the OTC Disclosure & News Service on [06/03/2025](#)

Explanatory Note:

Have been revised pursuant to comments given by OTC.

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Management Certification

The undersigned, on behalf of Inception Growth Acquisition Limited ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company publishes disclosure pursuant to the following obligation (select one):

SEC REPORTING OBLIGATION:

- The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- The Company has a reporting obligation under Regulation A (Tier 2)
- The Company has a reporting obligation under Regulation Crowdfunding (CF)
- Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATION:

- The Company is exempt from SEC registration and has a reporting obligation to a U.S. Bank Regulator
- The Company is exempt from SEC Registration and is reporting under the Alternative Reporting Standard

The Company is current in its reporting obligation as indicated above.

2. Indicate below 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:

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: No:

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.¹

Transfer Agent: Continental Stock Transfer & Trust Company
Address: 1 State Street 30th Floor, New York, NY 10004-1571

¹ OTCQX and OTCQB companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program.

9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Loeb & Loeb LLP

10. The Company's Officers, Directors and 5% Control Persons are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): June 5, 2025

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)
Soul Venture Partners LLC ⁽¹⁾	5% Shareholder	Delaware	1,195,990	Common Stock	42.5%
Cheuk Hang Chow	CEO, Director	Hong Kong, China	20,000	Common Stock	0.7%
Felix Yun Pun Wong	CFO, Director	Hong Kong, China	30,000	Common Stock	1.1%
Michael Lawrence Coyne	Independent Director	Eastham, Massachusetts	20,000	Common Stock	0.7%
Albert Chang	Independent Director	Hong Kong, China	25,000	Common Stock	0.9%
Yan Xu	Independent Director	Tianjin, China	12,500	Common Stock	0.4%
Feis Equities LLC/Lawrence M. Feis ⁽²⁾	5% Shareholder	Chicago, IL	371,324	Common Stock	13.2%
Wolverine Asset Management, LLC ⁽³⁾	5% Shareholder	Chicago, IL	264,247	Common Stock	9.4%
AQR Capital Management, LLC/AQR Capital Management Holdings, LLC/AQR Arbitrage, LLC ⁽⁴⁾	5% Shareholder	Greenwich, CT	339,000	Common Stock	12.0%
Soul Venture Partners LLC ⁽¹⁾	5% Shareholder	Delaware	4,721,250	Warrants	47.7%

Notes:

- (1) Soul Venture Partners LLC is the record holder of the securities reported herein and is the sponsor of the Company. Mr. Cheuk Hang Chow, by virtue of his control over the entity as manager, may be deemed to beneficially own the securities held by the entity.
- (2) Information is based solely on a report on an amended Schedule 13G filed by Feis Equities LLC (“Feis”) and Lawrence M. Feis (“Lawrence”) on March 24, 2022. The principal business office of Feis and Lawrence is located at 20 North Wacker Drive, Suite 2115, Chicago, Illinois 60606. Feis and Lawrence possess the sole voting power and sole dispositive power with respect to the shares of common stock reported herein.
- (3) Information is based solely on a report on Schedule 13G/A filed by Wolverine Asset Management, LLC (“WAM”), on April 11, 2024. The principal business office of WAM is c/o Wolverine Asset Management, LLC, 175 West Jackson Boulevard, Suite 340, Chicago, IL 60604. WAM is an investment manager and has voting and dispositive power over 264,247 shares of the common stock. The sole member and manager of WAM is Wolverine Holdings, L.P. (“Wolverine Holdings”). Robert R. Bellick and Christopher L. Gust may be deemed to control Wolverine Trading Partners, Inc. (“WTP”), the general partner of Wolverine Holdings. Each of Wolverine Holdings, Mr. Bellick, Mr. Gust, and WTP have voting and disposition power over 264,578 shares of common stock.
- (4) Information is based solely on a report on Schedule 13G filed by AQR Capital Management, LLC, AQR Capital Management Holdings, LLC and AQR Arbitrage, LLC on February 14, 2024. The principal business office is at One Greenwich Plaza, Greenwich, CT 06830. The reporting persons have shared voting power and shared dispositive power with respect to the shares of common stock of the Company beneficially owned by them.

Any additional material details, including conversion terms of any class of the issuer’s equity securities, are below:

Each whole Warrant entitles the holder thereof to purchase one share of common stock for \$11.50 per share, exercisable upon the later of one year after the closing of Inception Growth’s IPO or closing of its initial business combination.

11. The Company has Convertible Debt as detailed below:

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 ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
Nov 17, 2023	200,000	200,000	Upon closing of business	Pursuant to the Loan Conversion Agreement dated October 22, 2024, all these	-	An aggregate of 240,000 PubCo	Soul Venture Partners LLC (Cheuk Hang Chow as manager)	Loan
Jan 24, 2024	420,000	420,000			-			

² 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.

Mar 12, 2024	400,000	400,000	combina tion	five notes, together with certain fees for administrative services provided to the Company, shall automatically convert into an aggregate of 240,000 PubCo Ordinary shares upon consummation of the Company's business combination	-	Ordinary shares		
Apr 26, 2024	100,000	100,000			-			
Sept 30, 2024	420,000	420,000			-			
Total Outstanding Balance:				Total Shares:	≡	240,000		

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

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Cheuk Hang Chow

Title: Chief Executive Officer

Date: June 5, 2025

Signature: /s/ Cheuk Hang Chow

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