



Management Certification

The undersigned, on behalf of Network CN Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

SEC Reporting Obligations

- ☒ 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 (please describe)

Other Reporting Obligations

- ☐ The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- ☐ The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard
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: Pacific Stock Transfer

Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, Nevada 89119

¹ OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

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.

Firm Name: KLINE LAW GROUP PC
Address: 15615 Alton Parkway, Suite 450, Irvine, CA 92618
Email: scott@klinelg.com
Phone Number: (949) 271-6355
Contact Name: SCOTT KLINE

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): May 6, 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)
Earnest Leung Chi Wah	CEO, 5% Control person	Hong Kong	13,329,510	Common	49.207%
Frederick Wong Ching Wan	Director	Hong Kong	Nil	-	-
Sino Portfolio International Ltd (Ms. Angela Chan, its sole director, and Mrs. Chen Yang Foo Oi, its shareholder)	5% Control person	Hong Kong	1,835,753	Common	6.777%
Li Jie	5% Control person	China	2,123,383	Common	7.839%
Keywin Holdings Ltd (Mr. Earnest Leung Chi Wah & Mrs. Tang Pui Chu)	CEO & Director	BVI	44,707	Common	0.165%

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

- 1) Earnest Leung Chi Wah has 86,838 shares granted but not yet issued.
- 2) Frederick Wong Ching Wan has 28,333 shares granted but not yet issued.

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.)
January 14, 2020	645,000	-	January 13, 2025	A conversion price per share of Common Stock equal to US\$1.00	Nil	645,000	Leong Wai Leng	Canceled
January 18, 2022	2,500,000	-	January 19, 2027	A conversion price per share of Common Stock equal to US\$1.25	Nil	2,000,000	Wong Yuk Chor	Canceled
May 13, 2024	645,000	-	January 13, 2025	A conversion price per share of Common Stock equal to US\$0.5	Nil	322,500	Leong Wai Leng	Re-signed, conversion price changed
May 13, 2024	2,500,000	2,584,178	January 19, 2027	A conversion price per share of Common Stock equal to US\$0.5	Nil	1,250,000	Wong Yuk Chor	Re-signed, conversion price changed

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.

January 14, 2025	645,000	679,706	January 13, 2026	A conversion price per share of Common Stock equal to US\$0.5	Nil	322,500	Leong Wai Leng	Extended for 1 year
Total Outstanding Balance:		3,263,884	Total Shares:		Nil	1,572,500		

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

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Earnest Leung Chi Wah

Title: CEO

Date: _____

Signature: _____

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