



Health Sciences Group, Inc.
A FLORIDA CORPORATION

CUSIP: 42223A100 **CIK:** 0001127696 **REPORT:** INITIAL DISCLOSURE STATEMENT **DATE:** DEC. 31, 2012 **MARKET TIER:** PINK

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TABLE OF CONTENTS

PART A	<u>GENERAL COMPANY INFORMATION</u>
ITEM I	EXACT NAME OF THE ISSUER & ITS PREDECESSORS
ITEM II	ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES
ITEM III	JURISDICTION(S) & DATE OF THE ISSUER'S INCORPORATION OR ORGANIZATION
PART B	<u>SHARE STRUCTURE</u>
ITEM IV	EXACT TITLE AND CLASS OF SECURITIES OUTSTANDING
ITEM V	PAR OR STATED VALUE & DESCRIPTION OF THE SECURITY
ITEM VI	NUMBER OF SHARES OR TOTAL AMOUNT OF THE SECURITIES OUTSTANDING
ITEM VII	TRANSFER AGENT INFORMATION
PART C	<u>BUSINESS INFORMATION</u>
ITEM VIII	NATURE OF THE ISSUER'S BUSINESS
ITEM IX	NATURE OF PRODUCTS OR SERVICES OFFERED
ITEM X	NATURE AND EXTENT OF THE ISSUER'S FACILITIES
PART D	<u>MANAGEMENT STRUCTURE & FINANCIAL INFORMATION</u>
ITEM XI	NAMES OF ISSUER'S OFFICER'S & BOARD OF DIRECTORS'
ITEM XII	FINANCIAL STATEMENTS
ITEM XIII	FINANCIAL STATEMENTS REPRESENTING THE PREVIOUS TWO FISCAL YEARS
ITEM XIV	BENEFICIAL OWNERS
ITEM XV	OUTSIDE SERVICE PROVIDER(S) INFORMATION
ITEM XVI	MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION
PART E	<u>ISSUANCE HISTORY</u>
ITEM XVII	ISSUANCES FOR SERVICES RENDERED & OFFERINGS REPRESENTING PREVIOUS TWO FISCAL YEARS
PART F	<u>EXHIBITS</u>
ITEM XVIII	MATERIAL CONTRACTS
ITEM XIX	ARTICLES OF INCORPORATION & BYLAWS
ITEM XX	EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASER

PART A – GENERAL COMPANY INFORMATION

ITEM I – EXACT NAME OF THE ISSUER & ITS PREDECESSORS

Health Sciences Group, Inc.

Formerly Known As:

HSG Merger, Inc. until 7-14-2005

iGoHealthy.com, Inc. until 9-01

ITEM II – ADDRESS OF THE ISSUER’S PRINCIPAL EXECUTIVE OFFICES

Address:	Health Sciences Group, Inc. 14331 Euclid Street, Suite 207 Garden Grove, CA 92843	Telephone:	1-(800)-549-3067
		E-mail:	info@hesciencesgroup.com
		Website:	

Health Sciences Group, Inc.
123 Binh Tay Street,
1st Floor District 6,
Ho Chi Minh City, Vietnam
(84) 935 186 369

ITEM III – JURISDICTION(S) & DATE OF THE ISSUER’S INCORPORATION

Domicile: Florida

Date Filed: February 9, 2009

PART B – SHARE STRUCTURE

ITEM IV – EXACT TITLE AND CLASS OF SECURITIES OUTSTANDING

Common Stock:	Classification	-	Common
	CUSIP Identifier	-	42223A100
	Trading Symbol	-	HESG
	Market Tier	-	OTC Pink Sheets
Preferred Stock:	Classification	-	Series A Convertible Preferred
	CUSIP Identifier	-	N/A
	Trading Symbol	-	N/A
	Market Tier	-	N/A
Preferred Stock:	Classification	-	Series B Convertible Preferred
	CUSIP Identifier	-	N/A
	Trading Symbol	-	N/A
	Market Tier	-	N/A

Preferred Stock:	Classification	-	Series C Convertible Preferred
	CUSIP Identifier	-	N/A
	Trading Symbol	-	N/A
	Market Tier	-	N/A

ITEM V – PAR OR STATED VALUE & DESCRIPTION OF THE SECURITY

Classes of Stock

The Company's Articles of Incorporation, as amended per June 20, 2005 shareholder vote, authorize the issuance of up to 100,000,000 shares of stock, consisting of 20,000,000 shares of Convertible Preferred Voting and Non-voting Equity stock and 80,000,000 shares of common stock, which have a par value of \$0.001 per share. Articles of Incorporation filed in the State of Florida on February 9, 2009 authorized 1,000,000,000 common shares @\$0.0001 par value. In February 3, 2010, the Company filed Articles of Amendment increasing the authorized common stock to 20,000,000,000 @ \$0.0001 par value.

The holders of Common Stock are entitled to equal dividends and distributions, with respect to the Common Stock when, as, and if declared by the Board of Directors from funds legally available for such dividends. No holder of Common Stock has any pre-emptive right to subscribe for any Company stock nor are any shares subject to redemption. Upon our liquidation, dissolution or winding up, and after payment of creditors and any amounts payable to senior securities, the assets will be divided pro rata on a share-for-share basis among the holders of the shares of Common Stock. All shares of Common Stock now outstanding are, fully paid, validly issued and non-assessable.

Convertible Preferred Stock

Convertible Preferred Voting and Non-voting Equity stock will have par terms, preferences and conversion features as determined by the Board of Directors at the time of the issuance of any such shares. In July 2003, the Board of Directors executed and filed a Certificate of Designation, Preferences and Rights of Series A Convertible Preferred Stock with the State of Colorado, which authorized the issuance of 5,000,000 shares of Series A convertible preferred stock. In April 2004, the Board of Directors executed and filed a Certificate of Designation, Preferences and Rights of Series B Convertible Preferred Stock with the State of Colorado, which authorized the issuance of 130 units of Series B convertible preferred stock. Each unit is convertible into 29,412 shares of common stock. In March 2005, the Board of Directors executed and filed a Certificate of Designation, Preferences and Rights of Series C Convertible Preferred Stock with the State of Colorado, which authorized the issuance of 5,000 units of Series C convertible preferred stock. Each unit is convertible into 909 shares of common stock.

Section 1. Number of Authorized Shares . The total number of shares of stock which the Corporation shall have the authority to issue shall be One Hundred Million (100,000,000) shares. The Corporation shall be authorized to issue two classes of shares of stock, designated, "Common Stock" and "Preferred Stock." The Corporation shall be authorized to issue Eighty Million (80,000,000) shares of Common Stock, each share to have a par value of \$.001 per share, and Twenty Million (20,000,000) shares of Preferred Stock, each share to have a par value of \$.001 per share. The Preferred Stock may be issued from time to time in one or more series. The first series shall be designated "Series A Preferred Stock" and shall consist of 2,352,948 shares, the second series shall be designated "Series B Preferred Stock" and shall consisted of 130 shares, and the third series shall be designated "Series C Preferred Stock" and shall consist of 7500 shares. The rights, preferences, qualifications and privileges of the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock are set forth in ARTICLES VI, VII and VIII, respectively.

ITEM VI – NUMBER OF SHARES OR TOTAL AMOUNT OF THE SECURITIES OUTSTANDING

Common Stock: (i) As of September 18, 2012
(ii) Number of shares authorized – 20,000,000,000
(iii) Total number of shares issued & outstanding – 18,709,356,099
(iv) Total number of beneficial shareholders – 278
(v) Total number of shareholders of record – 278

Preferred Stock: Convertible Series A Preferred
(i) As of September 18, 2012
(ii) Number of shares authorized – 10,000,000
(iii) Total number of shares issued and outstanding – 1,267,816
(iv) Est. Public Float (Free Trading shares) – None
(v) Shareholders of Record – 47

Preferred Stock: Convertible Series B Preferred
(i) As of September 18, 2012
(ii) Number of shares authorized – 5,000,000
(iii) Total number of shares issued and outstanding – 26
(iv) Est. Public Float (Free Trading shares) – None
(v) Shareholders of Record – 2

Preferred Stock: Convertible Series C Preferred
(i) As of September 18, 2012
(ii) Number of shares authorized – 5,000,000,
(iii) Total number of shares issued and outstanding – 3,066
(iv) Est. Public Float (Free Trading shares) – None
(v) Shareholders of Record – 24

ITEM VII – TRANSFER AGENT INFORMATION

As of Jan 2013

Pacific Stock Transfer
4045 South Spencer Street
Suite 403
Las Vegas, NV 89119
Tel: (702) 361-3033
Fax: (702) 433-1979
Email: info@pacificstocktransfer.com

Transfer agent is registered under the Exchange Act

PART C – BUSINESS INFORMATION

ITEM XIII – NATURE OF THE ISSUER’S BUSINESS

1. **Form of Organization.** The issuer is a corporation organized under the laws of State of Florida
2. **Year of Organization.** The issuer was initially incorporated on June 13, 1996.
3. **Fiscal year end date.** The issuer’s fiscal year end date is December 31
4. **Bankruptcy, Receivership.** The issuer has never been in bankruptcy, receivership or other similar proceeding.
5. **Material reclassification, merger, consolidation or purchase, sale of assets.**
 - incorporated in the state of Colorado on June 13, 1996 as Centurion Properties Development Corporation.
 - remained dormant until October 16, 2000 when name was changed to iGoHealthy.com, Inc.
 - Sept 10, 2001, the Company changed its name to Health Sciences Group, Inc.
 - In June 2005, the Company reincorporated in the state of Delaware.
 - In February 2009, the Company was reincorporated in the State of Florida
6. **Any Defaults of the terms of any note, loan, lease or other indebtedness.** None.
7. **Change in Control.** None.
8. **Increase of 10% or more of same class of outstanding equity securities.** None.
9. **Past, pending, or anticipated stock split, dividend, recapitalization, merger, acquisition, spin off, or reorganization.** None.
10. **Any delisting of the issuer’s securities by any securities exchange or NASDAQ or deletion from the OTC Bulletin Board.** None.
11. **Current, past, pending or threatened legal or administrative proceedings.** None.
12. **The Issuer’s primary and secondary SIC Codes.** The Issuer’s primary SIC Code is 4899 Communications Services.
13. **Issuer never conducted operations, is a development stage company, or is currently conducting operations.** The issuer is currently conducting operations.
14. **If the issuer is considered a “shell company” pursuant to Securities Act Rule 405.** Issuer has sufficient assets such that it does not fall under the definition of a shell company within the meaning of SEC Rule 405.
15. **The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement.**

The Company signed a letter of intent in December of 2012 to acquire 100% of the stock and assets of MedixApps. (“MedixApps Acquisition”). As of December 31, 2012, the MedixApps Acquisition closed and the financial statements at December 31, 2012 reflect a consolidation of the Company’s and MedixApps’ operations.

16. The effect of existing or probable governmental regulations on the business. There does not appear to be any effect of existing or probable governmental regulations on the business.

17. An estimate of the amount spent during each of the last two fiscal years on research and development activities. None.

18. Costs and effects of compliance with environmental laws. None.

19. The number of total employees and number of full time employees. There are 5 employees.

20. Business Development.

Health Sciences Group, Inc. (the “Company”) was incorporated in the state of Colorado on June 13, 1996 as Centurion Properties Development Corporation. The Company remained dormant until October 16, 2000 when its name was changed to iGoHealthy.com, Inc. On September 10, 2001, the Company changed its name to Health Sciences Group, Inc. Health Sciences Group, Inc. is an integrated provider of innovative, science-based products and ingredients to customers in the nutrition, skin care, and food and beverage industries. In June 2005, the Company reincorporated in the state of Delaware and in February 2009, the company reincorporated in the State of Florida.

Effective December 14, 2001, the Company acquired 100% of the outstanding stock of XCEL Medical Pharmacy, Inc., a California corporation (“XCEL”) and the outstanding shares of BioSelect Innovations, Inc., a Nevada corporation (“BioSelect”) for approximately \$4.4 million.

On February 25, 2003, effective January 1, 2003, the Company completed its acquisition of Quality Botanical Ingredients, Inc. (“QBI”) pursuant to an Asset Purchase Agreement for approximately \$1.5 million. QBI was a manufacturer and contract processor of bulk botanical materials and nutritional ingredients supplied to buyers in various industries including pharmaceutical, nutraceutical and cosmetics. On October 20, 2004, the Board of Directors of the Company elected to discontinue operations of its wholly owned subsidiary, QBI (see Note 4). The Company, through the secured lender, engaged professional service firms to facilitate the liquidation of QBI’s inventory and fixed assets and to collect QBI’s outstanding accounts receivable. Proceeds from the sale of such assets will be used to repay QBI’s creditors for outstanding obligations. The Company is a co-guarantor of the obligations of QBI pursuant to a Continuing Unconditional Corporate Guaranty dated as of February 21, 2003. Management believes the Company’s continuing operations will not be adversely affected by this action.

In May 2005, management determined that its pharmaceutical operations, XCEL, were inconsistent with the Company’s revised strategic direction of identifying, developing and commercializing nutritional products and functional food ingredients and therefore elected to discontinue operations .

In December 2004, the Company, through its newly formed subsidiary Swiss Research, a Delaware corporation, ("Swiss Research"), initiated an agreement to acquire the assets of Swiss Research, a California corporation, for cash and performance based warrants. Swiss Research is a diet and nutrition products company which markets and sells Shugr, a zero-calorie and diabetic safe sugar substitute with the look, taste and baking qualities of cane sugar. The agreement was executed in August 2005.

In the 4th quarter of 2012, the Company made a change in management and refocused its operations as an independent investment, management, and holding company focusing on healthcare media and digital content, delivery and monetization of multi-dimensional Online Customer Communities through the integrated use of online; interactive, real-time networks; participatory mobile applications; proprietary search capabilities and intuitive advertising platforms. The Company will operate as a central hub, utilizing our strengths in M&A, capital and resource management and will proactively minimize risk by teaming with experienced technologies operators, leveraging their experience and knowledge.

As of the date of this filing, the Company is not in any disorderly default with regards to long- term liabilities.

The Company does not currently have any pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations nor any current, past or pending trading suspensions or deletions by a securities regulator or exchange.

Since the Company's inception it has been determined to have conducted operations, and has a long-standing record of operations. Management believes the Company has never been a "Shell Company" as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB.

The Company has a total of 5 employees and/or contractors and minimal capital and time has been dedicated to research and development, while much of the time has been in negotiations and due-diligence.

The Company is not affected by any specific compliance of Federal, State, or Local environmental laws.

On December 31, 2012, the Company closed its acquisition of MedixApps.

ITEM IX – NATURE OF PRODUCTS OR SERVICES OFFERED

A. Principal products or services, and their markets:

Health Sciences Group, Inc (the Company) is an investment technology portfolio company that acquires nascent health sciences technology and related innovations, inventions and IP assets to enhance their growth and development. The company builds revenues and asset value through a model of continuous growth, income from or sale of its portfolio holdings, and technology licensing or distribution agreements.

Healthcare science is the applied science dealing with the application of science, technology, engineering, or mathematics, to the delivery of healthcare. Healthcare scientists directly involved in delivering the diagnosis, treatment, care, and support of patients in healthcare systems, rather than those individuals whose primary focus is with academic research. Healthcare science stretches across a wide range of scientific specialisms, encompassing biology, genetics, physiology, physics and bioengineering.

The cornerstone of our investment approach is to work closely with existing technology and health sciences entrepreneurs, inventors or management teams to build value together. We seek to leverage our technological expertise, operating experience, industry knowledge, network of contacts, and internal resources to assist our portfolio companies in developing and executing their business strategies. Because the Partnership process typically requires both engineering and marketing expertise, cross-functional teams are a common way of organizing projects. The team is responsible for all aspects of the project, from initial idea generation to final commercialization. Development research is typically expensive, and product life cycles are relatively short, strategic alliances among several organizations helps to spread the costs, provide access to a wider skill set, and speeds the overall process.

The Company also invests in innovative and promising health science companies and/or technologies that have reached the stage in the critical Technology Development & Demonstration phase of the Innovative Cycle, which includes Prototype, Demonstration and Market Analysis.

This critical stage in commercializing innovative technologies, processes and/or products requires both engineering and marketing expertise. The Company has assembled experienced cross-functional teams to guide each innovation acquisition, technological adaptation and system integration through the required steps to successful commercialization.

The company encourages collaboration with public, private and institutional partners in all phase of the development cycle.

Our clients and potential acquisitions require strategies to help them embrace greater innovation capabilities. We apply innovation insights and build those strategies with supporting infrastructure, processes & mechanisms, creating a culture primed for repeatable innovation success. We help organizations create and realize new, breakthrough growth strategies, create and execute non-

incremental new growth platforms and opportunities, and develop the capability for ongoing creation and execution of those growth platforms and concepts.

We provide strategic innovation consulting services to enable clients to become more efficient by finding new avenues to growth, fighting commoditization, improving return on investment, transforming the organization, and removing barriers to innovation. Business value is delivered to our clients through working with a team of seasoned and experienced professionals capable of unlocking an organization's capacity by offering the following services:

Health Sciences can be viewed as a lucrative industry with potentially high rewards due to an ever increasing worldwide demand. However, during the process of product and market development from the initial idea to commercialization there are significant market failures that limit and in some cases prohibit success.

The Company acts as a holding company for companies in which it has a controlling interest. Through the addition of MedixApps to the Company's portfolio holdings, which will operate as a 100% wholly-owned subsidiary, the Company will work in healthcare media and digital content, delivery and monetization of multi-dimensional Online Customer Communities through the integrated use of online; interactive, real-time networks; participatory mobile applications

B. Distribution methods of the products or services:

The Company will deliver its services through the integrated use of online; interactive, real-time; participatory mobile applications; proprietary search capabilities; and intuitive advertising platforms.

Our business development and marketing efforts are aimed to develop relationships and build strong awareness and brand reputation with the key economic buyers and influences, specifically; innovation leaders, business and business unit leaders, research and consumer insights professionals, R&D leaders, product marketers, brand managers, licensing professionals, industry analysts, academic institutions, legal firms, and others. We believe strong relationships and a client-driven approach to service are critical to building and maintaining our business and brand reputation. We emphasize high quality client service to all stakeholders.

We generate new business opportunities through relationships with individuals, through direct sales, cross selling, trade show and conference participation and sponsorship, direct marketing outreach, and our extensive network of contacts. We have thought leadership programs in action to generate awareness and build brand associations of expertise.

C. Status of any publicly announced new product or service:

MedixApps is a provider of health and wellness services to consumers, physicians and other healthcare professionals through its social media sites and mobile applications. The Company operates in three segments: Online Services, Technology Developments and Other Services.

D. Competitive Business conditions, the issuer's competitive position in the industry, and methods of competition:

The Company believes that the content of its products and services will distinguish it from other companies in the same industry. MedixApps has assembled a solution that focuses on three digital segments. These areas of focus drive new revenue opportunities for mid to large private/public companies that want to engage their consumers by enhancing digital offerings through transactions, repurposing key assets for digital distribution, and through digital distribution strategies that not only deepen brand awareness but also drive revenue.

We believe the primary factors affecting competition in our market include firm and consultant reputations, client relationships and experiences, a legacy of successes, referrals and referral sources, the ability to attract and retain top talent, the ability to manage client engagements effectively, responsiveness, and the ability to listen and provide high quality services. There is competition on price, especially during this last economic downturn. However, given the critical nature of many of the issues that our services address, we are not typically competing on price alone. Many of our competitors have greater mindshare in the market, more high profile personnel and greater financial and marketing resources than we do. We believe that our experience, our heritage, our reputation (collectively and as previously independent businesses), our focus on innovation, and our comprehensive approach to our clients' innovation challenges enable us to compete favorably and effectively in this marketplace.

The digital solutions business provides MedixApps' customers with repurposing assets to allow digital distribution, digital distribution services, customized web and mobile solutions, social media strategies, marketing, branding, and integration. Through anticipated strategic partnerships, MedixApps can dig deeper for its customers to ensure they are getting top notch social media strategies and digital distribution opportunities that drive revenue.

E. Sources and availability of raw materials and the names of principal suppliers: None.

F. Dependence on one or a few major customers: None.

F. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration:

The Company has a number of unregistered trademarks that it relies on in its business and possesses proprietary software and systems relating to MedixApps' products and services.

G. Need for any government approval or principal products or services and the status of any requested government approvals: None.

ITEM X – NATURE AND EXTENT OF THE ISSUER'S FACILITIES

The Company maintains a 1,000 square foot leased office located at 14331 Euclid Street, Suite 207 Garden Grove, CA 92843. The current lease is for one (1) year with options to renew at the Company's option.

The Company maintains a 1,000 square foot leased office located at Health Sciences Group Inc. 123 Binh Tay Street, 1st Floor, District 6, Ho Chi Minh City, Vietnam (84) 935 186 369. The current lease is for one (1) year with options to renew at the Company's option.

MedixApps.com also leases an office located in Ho Chi Minh City, Vietnam.

ITEM XI – NAMES OF ISSUER’S OFFICER’S & BOARD OF DIRECTORS’

As part of the Company’s new business model and announced corporate changes:

(a) On December 14, 2012 Nhue “Nick” Le was appointed the Sole Director and Officer of the Company.

A. Officers and Directors:

BIO and Background

NHUE LE – CEO (39YRS OLD)

EDUCATION:

From 1992 – 1996 : Studying in Viet Nam National University – Ho Chi Minh City.

From 1981 -1992 : Studying in Primary school, Secondary school, High school in Binh Dinh Province, Viet Nam.

Other professional short term courses 2002-2011:

- Trade Finance and Factoring (presented by Bank SinoPac)
- Trade Finance and special kinds of L/C (presented by CitiBank)
- Cheque Payment System (presented by Deutsche Bank Group)
- USD, EUR payment system and other services (presented by American Express Bank)
- Transferred L/C (presented by Bank of NovaScotia)
- Intermediate Trade Finance Training Course (presented by Inwent – December 2006)
- UCP600 & USD/EUR payment system (presented by American Express Bank in Beijing - Mar 2007).
- Anti Money Laundering and Terrorist Financing Combating – coordinated and hosted by United Nations Office on Drugs and Crime (Vietnam Representative) and the State Bank of Viet Nam in May 2011.

PROFESSIONAL EXPERIENCE:

MEDIXAPPS.COM

July 2012 – Present

CEO/Managing Director

As a small Information Technology consulting boutique, we assist small social media networking clients with Web 2.0, mobile apps programming and development. Our main focus is in medical, biotechnology, healthcare-related clients and services.

2012 – Now: Manager of Payment Center and FI department - Nam A Commercial JS Bank, Viet Nam, responsible for huge domestic and overseas payment channels, covering Financial Institutions (FIs) relation, smoothing the operation inside and outside the current organization, meeting and greeting FIs from other countries, handling the queries and fulfilling requirements to maintain good relationship with them as external partners.

From July 2009 – 2011: working in Nam A Commercial JS Bank as a supervisor and a team leader in the International Banking Department of Nam A Commercial Bank. Especially, Export-Import payment services as issuance a letter of credit, D/P, D/A, TTR services, Trade finance...Moreover, also responsible for correspondent relationships in the bank as an FI manager.

From 2008 – June 2009: living and studying in England.

From 2003 – 2007: earning 5-year experience in the Credit and Trade Finance Department (serving individual and corporate customers) of Dong A Commercial Bank.

From 1996 – 2002: working in Suoi Tien Co. Ltd., a beverage retailer, an exclusive agent in Vietnam of Lipovitan Energy Drink (Japan), in charge as a cashier, store manager, and assistant to the General Director.

NGUYEN Q. HUNG (JOSEPH NGUYEN) - CTO (34YRS OLD)

Dec 2010 – Present

Outsourcing consultant for Zenetek, VNESOFT, Logic Inc.

Project Manager responsible for project planning and team development including managing projects, monitoring team work, system analyzing, processing and customers interface.

Nov 2007 – Dec 2010

Horizon Securities Corp (Division of Horizon Capital Corp) - IT MANAGER

Managed entire IT solutions from back end to front end users. Integrated new technologies as well as strategized for developing applications, open systems. Contacted with vendors and suppliers.

Managed IT staff for implementing applications on Windows, Linux. Lead contractor and coordinator for projects outsourced, including stock trading modules, accounting modules, human resource modules, back office modules. Developed Web applications, online trading system. Managed Windows and Linux system administration and responsible for the planning and development of FTP, DHCP, DNS, SMTP, POP, IMAP and HTTP servers, network security, telephony, VOIP, backup and restore, wireless. Strategized plans for IT staff including budget for hardware, software solutions and strategy for the next 12 months.

Jul 2005 – Oct 2007

Freelance IT Advisor

Managed ERP (Enterprise Resource Planning) software systems for Hung Phuoc Thuan Thanh Manufacturer (Song Than Industry - Binh Duong Province). Provided IT solutions, network administration, designed and implemented modules.

Jun 2003 – Jun 2005

FPT Corp., FSOFT - IT PROJECTMANAGER

Developed ERP (Enterprise Resource Planning) software systems, HR, Payroll, Banking, Financial software. Managed database system, designed and developed packages, modules for customers. Designed and implemented solutions for several manufactures. Managed two teams and supported several teams. Developed web applications and mobile applications. Clients supported: Vietsov Petro, Bibica, Savimex.,

Feb 2000 – May 2003

CNC – Aptech - TEAM LEADER

Developed ERP (Enterprise Resource Planning) software systems, Accounting System Management, Human Resource Management, Warehouse Management, Product Management...Analyzed business and system, database and process. Lead team by implementing and customizing modules for customers. Set up and managed servers and network.

Clients supported: Trường Thịnh Manufacturer, Trưng Vương Hospital, Comeco Company.

Apr 1998 – Jan 2000

Global Key Corp - PROGRAMMER

Developed and tested software code for accounting tasks within the corporation including: cost estimating, salary computation, purchased supplies, sale management, human resource management.

ACADEMIC BACKGROUND

1996 – 2000

HUFLIT University – HCMC

Bachelor of Science in Information Technology

B. Legal/Disciplinary History:

1. Mr. Nhue Le has not been convicted as a criminal in the last 5 years and there are no pending criminal proceedings.
2. Mr. Nhue Le has not been the subject 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 his involvement in any type of business, securities, commodities, or banking activities.
3. Mr. Nhue Le has not been the subject of a finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated.
4. Mr. Nhue Le has not been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited his involvement in any type of business or securities activities.

C. Disclosure of Family Relationships:

Mr. Nhue Le does not have any family members among the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

D. Disclosure of Related Party Transactions:

In the last two (2) full fiscal years, and the current fiscal year, Mr. Nhue Le has not participated in any current or proposed financial transactions with the Issuer, except the MedixApps acquisition, in which Mr. Nhue Le was the majority stockholder.

E. Disclosures of Conflicts of Interest:

Mr. Nhue Le does not have any conflicts of interest with the Issuer.

A. Officers and Directors:

1. Joseph Nguyen, age 34, is an experienced businessman who has spent the last 8+ years acting as a private Information Technology consultant, and operations planning specialist for marketing, advertising, and media industry.
2. 62/7/15 Nguyen Dinh Chinh Street, Ward 15, Phu Nhuan District, Saigon, Vietnam
3. No compensation agreement has been entered into between the Issuer and Mr. Joseph Nguyen.
4. No shares have been issued to Mr. Joseph Nguyen.

1. Mr. Joseph Nguyen has not been convicted as a criminal in the last 5 years and there are no pending criminal proceedings.
2. Mr. Joseph Nguyen has not been the subject 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 his involvement in any type of business, securities, commodities, or banking activities.
3. Mr. Joseph Nguyen has not been the subject of a finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated.
4. Mr. Joseph Nguyen has not been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited his involvement in any type of business or securities activities.

C. Disclosure of Family Relationships:

Mr. Joseph Nguyen does not have any family members among the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

D. Disclosure of Related Party Transactions:

In the last two full fiscal years, and the current fiscal year, Mr. Joseph Nguyen has not participated in any current or proposed financial transactions with the Issuer.

E. Disclosures of Conflicts of Interest:

Mr. Joseph Nguyen does not have any conflicts of interest with the Issuer.

ITEM XII – FINANCIAL STATEMENTS

See Financial Statements filed separately and incorporated herein by this reference.

ITEM XIII – FINANCIAL STATEMENTS REPRESENTING THE PREVIOUS TWO FISCAL YEARS

See Item XII. The Issuer has posted its financial statements through the OTC Disclosure and News Service as a separate report under the name of "Annual Report" for the applicable fiscal year end. Such financial statements are incorporated by reference in the separate filing.

ITEM XIV - BENEFICIAL OWNERS

Persons beneficially owning more than 5% of the common shares: None

ITEM XV – OUTSIDE SERVICE PROVIDERS

1. **Investment Banker:** None.
2. **Promoters:** None.
3. **Counsel:** Law Offices of Joseph L. Pittera
2214 Torrance Boulevard, Suite 101
Torrance, California 90501
Office: 310-328-3588
Email: evlam2000@aol.com
4. **Accountant:** To Be Appointed.
5. **Public Relations Consultants:** None.
6. **Investor Relations Consultant:** None.

ITEM XVI - MANAGEMENT’S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Health Sciences Group, Inc (the Company) is an investment technology portfolio company that acquires nascent health sciences technology and related innovations, inventions and IP assets to enhance their growth and development. The company builds revenues and asset value through a model of continuous growth, income from or sale of its portfolio holdings, and technology licensing or distribution agreements.

Healthcare science is the applied science dealing with the application of science, technology, engineering, or mathematics, to the delivery of healthcare. Healthcare scientists directly involved in delivering the diagnosis, treatment, care, and support of patients in healthcare systems, rather than those individuals whose primary focus is with academic research. Healthcare science stretches across a wide range of scientific specialisms, encompassing biology, genetics, physiology, physics and bioengineering.

The cornerstone of our investment approach is to work closely with existing technology and health sciences entrepreneurs, inventors or management teams to build value together. We seek to leverage our technological expertise, operating experience, industry knowledge, network of contacts, and internal resources to assist our portfolio companies in developing and executing their business strategies. Because the ID2 Partnership process typically requires both engineering and marketing expertise, cross-functional teams are a common way of organizing projects. The team is responsible for all aspects of the project, from initial idea generation to final commercialization. Development research is typically expensive, and product life cycles are relatively short, strategic alliances among several organizations helps to spread the costs, provide access to a wider skill set, and speeds the overall process.

The Company also invests in innovative and promising health science companies and/or technologies that have reached the stage in the critical Technology Development & Demonstration phase of the Innovative Cycle, which includes Prototype, Demonstration and Market Analysis.

This critical stage in commercializing innovative technologies, processes and/or products requires both engineering and marketing expertise. The Company has assembled experienced cross-functional teams to

guide each innovation acquisition, technological adaptation and system integration through the required steps to successful commercialization.

The company encourages collaboration with public, private and institutional partners in all phase of the development cycle.

Our clients and potential acquisitions require strategies to help them embrace greater innovation capabilities. We apply innovation insights and build those strategies with supporting infrastructure, processes & mechanisms, creating a culture primed for repeatable innovation success. We help organizations create and realize new, breakthrough growth strategies, create and execute non-incremental new growth platforms and opportunities, and develop the capability for ongoing creation and execution of those growth platforms and concepts.

We provide strategic innovation consulting services to enable clients to become more efficient by finding new avenues to growth, fighting commoditization, improving return on investment, transforming the organization, and removing barriers to innovation. Business value is delivered to our clients through working with a team of seasoned and experienced professionals capable of unlocking an organization's capacity by offering the following services:

Health Sciences innovations can offer competitive returns for investors and customers while providing solutions to global challenges. They represents a diverse range of products, services, and processes, all designed to provide performance at lower costs, while greatly reducing or eliminating negative ecological impact, at the same time as improving the productive and responsible use of natural resources.

Health Sciences can be viewed as a lucrative industry with potentially high rewards due to an ever increasing worldwide demand. However, during the process of product and market development from the initial idea to commercialization there are significant market failures that limit and in some cases prohibit success.

The Company acts as a holding company for companies in which it has a controlling interest.

Through the addition of MedixApps to the Company's portfolio holdings, which will operate as a 100% wholly-owned subsidiary, the Company will work in

Health Sciences Group, Inc. is a provider of health and wellness services to consumers, physicians and other healthcare professionals through its social media sites and mobile applications. The Company operates in three segments: Online Services, Technology Developments and Other Services.

In the last quarter of 2012, the Company made a change in management and refocused its operations as an independent investment, management, and holding company focusing on new media and digital content, delivery and monetization of multi-dimensional online customer communities through the integrated use of online; interactive, real-time; participatory mobile applications; proprietary search capabilities; and intuitive advertising platforms. The Company will operate as a central hub, utilizing our strengths in M&A, capital and resource management and will proactively minimize risk by teaming with experienced technologies operators, leveraging their experience and knowledge.

As part of this business plan, the Company began aggressively seeking acquisition prospects to fulfill the Company's new purpose and in December of 2012, the Company signed a Letter of Intent to acquire MedixApps, a company engaged in mobile health-related products and services including eCommerce products and mobile applications. The acquisition of MedixApps closed on December 31, 2012, and MedixApps.com is a 100% wholly-owned subsidiary of the Company.

MedixApps.com is a provider of health and wellness services to consumers, physicians and other healthcare professionals through its social media sites and mobile applications. The Company operates in three segments: Online Services, Technology Developments and Other Services.

A. Plan of Operation.

As of the Quarter ended December, 2012, the Company had revenue producing activities and limited cash on hand and an incurred consolidated loss of \$39,544. The Company had incurred a net loss of \$66,358 for the period ended December 31, 2011 and \$99,464 for the period ended December 31, 2010. These factors raise substantial doubt as to the Company's ability to continue as a going concern. The Company plans to improve its financial condition through additional equity financings and eventual commercialization of its products under development. However, there is no assurance that the Company will accomplish these objectives. The financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

As of the Quarter ended December, 2012, the Company had revenue producing activities and limited cash on hand and an incurred consolidated loss of \$39,544. The Company had incurred a net loss of \$66,358 for the period ended December 31, 2011 and \$99,464 for the period ended December 31, 2010. On December 31, 2012, the Company acquired all of the capital shares, assets and operations of MedixApps.com and has begun a rollout of the MedixApps products and services.

We began current operations and business plan in 2009, and have not yet attained a level of revenue to allow us to meet our current overhead. We do not contemplate attaining profitable operations until 2014, nor is there any assurance that such an operating level can ever be achieved. We will be dependent upon obtaining additional financing in order to adequately fund working capital, infrastructure, manufacturing expenses and significant marketing/investor related expenditures to gain market recognition, so that we can achieve a level of revenue adequate to support our cost structure, none of which can be assured. While we have funded our initial operations with private placements of equity and bridge loans, there can be no assurance that adequate financing will continue to be available to us and, if available, on terms that are favorable to us.

C. Off-Balance Sheet Arrangements. None.

ITEM XVI – ISSUANCES FOR SERVICES RENDERED & OFFERINGS REPRESENTING THE PREVIOUS TWO FISCAL YEARS

While no equity offerings (504, 506, S1) have occurred for either services rendered or capital, certain

convertible promissory notes have been entered into based on Company needs. Some of the promissory notes contain convertibility features.

EXHIBITS

ITEM XVII – MATERIAL CONTRACTS

None

ITEM XIX – ARTICLES OF INCORPORATION & BYLAWS

Articles of Incorporation and Bylaws filed separately with OTC Markets and incorporated herein by reference.

ITEM XX – EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASER

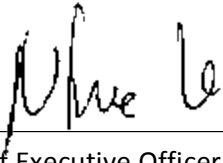
None

ITEM XXI – ISSUER’S CERTIFICATIONS

I, Nhue Le, Chief Executive Officer, certify that:

1. I have reviewed this Annual Disclosure Statement of Health Sciences 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 period presented in this disclosure statement.

Date: February 18,, 2013



Chief Executive Officer