

NOVAGANT CORP

FORM 10-Q (Quarterly Report)

Filed 02/14/24 for the Period Ending 12/31/23

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Symbol	NVGT
SIC Code	4700 - Transportation services
Fiscal Year	03/31

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

Mark One

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2023

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

COMMISSION FILE NO. 0-26675

NOVAGANT CORP.

(Exact name of registrant as specified in its charter)

<u>Nevada</u>	<u>33-0038621</u>	<u>19801</u>
(State or Other Jurisdiction of Incorporation or Organization)	IRS Employer Identification Number	Primary Standard Industrial Classification Code Number

NOVAGANT CORP.
Suite 2006, AIA Kowloon Tower, Landmark East, 100 How Ming Street, KT,
Hong Kong
Tel. 852-94079401

(Address and telephone number of principal executive offices)

Indicate by checkmark whether the issuer: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☒

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the most practicable date:

Class	Outstanding as of February 12, 2024
Common Stock, \$0.001	493,639,025

Unless otherwise mentioned or unless the context requires otherwise, when used in this Form 10-Q, the terms “Company,” “we,” “us,” “our,” “EFL” and “NVGT” refer to Novagant Corp. and/or its wholly-owned subsidiary, Ever Full Logistics Limited.

NVGT is a holding company, incorporated in Nevada. Our operations are conducted through our wholly-owned subsidiary organized in Hong Kong, EFL. EFL’s operations are based in Hong Kong. We have no business operations in China. This structure presents unique risks as our investors may never directly hold equity interests in our Hong Kong subsidiary and will be dependent upon contributions from our subsidiaries to finance our cash flow needs. We may also become subject to foreign exchange regulations that might limit our ability to transfer cash between entities, across borders, to U.S. investors, to convert foreign currency into Renminbi, acquire other PRC companies or establish VIEs in the PRC. There are risks relating to PRC laws and regulations with respect to foreign exchange, for example, the Opinions emphasized the need to strengthen the administration over illegal securities activities, and the need to strengthen the supervision over overseas listings by Chinese companies. Effective measures, such as promoting the construction of relevant regulatory systems will be taken to deal with the risks and incidents of China-concept overseas listed companies, and cybersecurity and data privacy protection requirements and similar matters. The Opinions and any related implementing rules to be enacted may subject us to compliance requirement in the future. Given the current regulatory environment in the PRC, we are still subject to the uncertainty of interpretation and enforcement of the rules and regulations in the PRC, which can change quickly with little advance notice, and any future actions of the PRC authorities. Any restrictions and limitations on foreign exchange and the ability of our subsidiary to make payments to us, to transfer cash between entities, across borders, and to U.S. investors could have a material adverse effect on our ability to conduct business. We do not anticipate paying dividends in the foreseeable future; you should not buy our stock if you expect dividends. Please see ***“Risk Factors - Our ability to pay dividends is limited because of our holding company structure creates restrictions on the payment of dividends.”***

Our holding company NVGT and Hong Kong subsidiary EFL are currently not required to obtain permission or approval from the Chinese authorities including the China Securities Regulatory Commission, or CSRC, or the Cyberspace Administration of China, or CAC, to operate or to issue securities to foreign investors. While this currently does not present any operational risks, interference from the government of the People’s Republic of China (“PRC”) could cause a material change in our operations and the value of the Company’s common stock. Recent statements by the government of the PRC, while not currently applicable to EFL, could limit the Company’s use of variable interest entities, effect the Company’s data security, and hinder our ability to operate as planned. Further overreach by the Chinese government into Hong Kong could limit the Company’s ability to accept foreign investments or be quoted in the U.S. In light of China’s extension of its authority into Hong Kong, the Chinese government can change Hong Kong’s rules and regulations including its enforcement and interpretation at any time with little to no advance notice and can intervene at any time with little to no advance notice. We have not been denied from any Chinese authorities with permissions or approvals to operate our business or to offer our securities so far. However, if our subsidiary or the holding company were required to obtain permission or approval in the future, or we erroneously conclude that permissions or approvals were not required, or we were denied permission or approval from Chinese authorities to operate or to list on U.S. exchanges, we will not be able to continue listing on a U.S. exchange and the value of our common stock would likely significantly decline or become worthless, which would materially affect the interest of the investors. There is a risk that the Chinese government may intervene or influence our operations at any time, or may exert more control over offerings conducted overseas and/or foreign investment in Hong Kong-based issuers, which could result in a material change in our operations and/or the value of our securities. Further, any actions by the Chinese government to exert more oversight and control over offerings that are conducted overseas and/or foreign investment in China-based issuers and Hong Kong based issuers, would likely significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or be worthless. Please see ***Risk Factors - We face the risk that changes in the policies of the PRC government could have a significant impact upon the business we may be able to conduct in the Hong Kong and the profitability of such business. Substantial uncertainties and risks arising from the legal system in China, regarding the enforcement of laws and that rules and regulations in China can change quickly with respect to the political and economic policies of the PRC government and PRC laws and regulations could have a significant impact upon the business that we may be able to conduct in Hong Kong and accordingly on the results of our operations and financial condition. Adverse changes in economic and political policies of the PRC government could have a material and adverse effect on overall economic growth in China and Hong Kong, which could materially and adversely affect our business. General macroeconomic conditions may materially and adversely affect our business, prospects, results of operations and financial position. Occupation protest, demonstration or rioting causing mass disruption to business in Hong Kong may impose adverse impact on the economy of Hong Kong, which in turn may affect our business performance. The PRC government’s control over foreign currency conversion may adversely affect our business and results of operations and our ability to remit dividends. PRC regulations of loans to and direct investments in PRC entities by offshore holding companies may delay or prevent us from making loans or additional capital contributions to our operating subsidiary in Hong Kong, which could materially and adversely affect our liquidity and our ability to fund and expand business. The M&A Rules and certain other PRC regulations may make it more difficult for us to pursue growth through acquisitions. Under the Enterprise Income Tax Law, we may be classified as a “Resident Enterprise” of China. Such classification will likely result in unfavorable tax consequences to us and our non-PRC shareholders and have a material adverse effect on our results of operations and the value of your investment. We face uncertainties with respect to indirect transfers of equity interests in PRC resident enterprises by their non-PRC holding companies.***

The Chinese government exerts substantial influence over, and can intervene at any time with little to no advance notice in the manner in which we must conduct our business activities. However, to the extent that the Chinese government exerts more control over offerings conducted overseas and/or foreign investment in Hong Kong based issuers over time and if our subsidiary or the holding company were required to obtain approval in the future and were denied permission from Chinese authorities to list on U.S. exchanges, we will not be able to continue listing on a U.S. exchange and the value of our common stock may significantly decline or become worthless, which would materially affect the interest of the investors in future. Please see ***Risk Factors - The Chinese government exerts substantial influence over the manner in which we must conduct our business activities. We are currently not required to obtain permission or approval from Chinese authorities to list on U.S. exchanges. However, to the extent that the Chinese government exerts more control over offerings conducted overseas and/or foreign investment in China-based issuers and Hong Kong based issuers over time and if our PRC subsidiaries or the holding company were required to obtain permission or approval in the future and were denied permission from Chinese authorities to list on U.S. exchanges, we will not be able to continue listing on U.S. exchange and the value of our common stock may significantly decline or become worthless, which would materially affect the interest of the investors.***

U.S. shareholders may face difficulties in effecting service of process against the Company and our officers and directors, as they are all based in Hong Kong. Even with proper service of process, the enforcement of judgments obtained in U.S. courts or foreign courts based on the civil liability provisions of the U.S. federal securities laws would be extremely difficult. Furthermore, there would be added costs and issues with bringing an original action in foreign courts to enforce liabilities based on the U.S. federal securities laws against the Company or any of the officers or directors, and they still may be fruitless. The holding company and the subsidiary are not required to obtain any permission or approval for our operations from the Chinese government, including those required from the CSRC, CAC or any other entity at present. However, in light of the recent statements and regulatory actions by the PRC government, such as those related to Hong Kong's national security, the promulgation of regulations prohibiting foreign ownership of Chinese companies operating in certain industries, which are constantly evolving, and anti-monopoly concerns, we may be subject to the risks of uncertainty of any future actions of the PRC government in this regard including the risk that we inadvertently conclude that such permissions or approvals are not required, that applicable laws, regulations or interpretations change such that we are required to obtain permission or approval in the future, or that the PRC government could disallow our holding company structure, which would likely result in a material change in our operations, including our ability to continue our existing holding company structure, carry on our current business, accept foreign investments, and offer or continue to offer securities to our investors. These adverse actions would likely cause the value of our common stock to significantly decline or become worthless. We may also be subject to penalties and sanctions imposed by the PRC regulatory agencies, including the Chinese Securities Regulatory Commission, if we fail to comply with such rules and regulations, which would likely adversely affect the ability of the Company's securities to continue to trade on the Over-the-Counter market, which would likely cause the value of our securities to significantly decline or become worthless.

Furthermore, there may be some prominent risks associated with our operations based in Hong Kong. For example, as a U.S.-listed Hong Kong public company, we may face heightened scrutiny, criticism and negative publicity, which could result in a material change in our operations and the value of our common stock. It could also significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or be worthless. Additionally, changes in Chinese internal regulatory mandates, such as the M&A rules, Anti-Monopoly Law, and the soon to be effective Data Security Law, may target the Company's corporate structure and impact our ability to conduct business in Hong Kong, accept foreign investments, or list on an U.S. or other foreign exchange. Recently, the PRC government initiated a series of regulatory actions and statements to regulate business operations in China with little advance notice, including cracking down on illegal activities in the securities market, enhancing supervision over China-based companies and Hong Kong-based companies listed overseas using variable interest entity structure, adopting new measures to extend the scope of cybersecurity reviews, and expanding the efforts in anti-monopoly enforcement. On January 4, 2022, the CAC, in conjunction with 12 other government departments, issued the New Measures for Cybersecurity Review (the "**New Measures**"). The New Measures amends the Draft Measures released on July 10, 2021 and became effective on February 15, 2022. For a detailed description regarding Measures for Cybersecurity Review, please also see ***Risk Factors - The Chinese government exerts substantial influence over the manner in which we must conduct our business activities. We are currently not required to obtain permission or approval from Chinese authorities to list on U.S. exchanges. However, to the extent that the Chinese government exerts more control over offerings conducted overseas and/or foreign investment in China-based issuers and Hong Kong based issuers over time and if our PRC subsidiaries or the holding company were required to obtain permission or approval in the future and were denied permission from Chinese authorities to list on U.S. exchanges, we will not be able to continue listing on U.S. exchange and the value of our common stock may significantly decline or become worthless, which would materially affect the interest of the investors.***

The business of NVGT and EFLI until now are not subject to cybersecurity review with the Cyberspace Administration of China, or CAC, given that: (i) we do not have one million individual online users of our products and services in Hong Kong; (ii) we do not possess a large amount of personal information in our business operations. In addition, we are not subject to merger control review by China's anti-monopoly enforcement agency due to the level of our revenues which provided from us and audited by our auditor and the fact that we currently do not expect to propose or implement any acquisition of control of, or decisive influence over, any company with revenues within China of more than RMB400 million. Currently, these statements and regulatory actions have had no impact on our daily business operation, the ability

to accept foreign investments and list our securities on an U.S. or other foreign exchange. However, since these statements and regulatory actions are the latest, it is highly uncertain how soon legislative or administrative regulation making bodies will respond and what existing or new laws or regulations or detailed implementations and interpretations will be modified or promulgated, if any, and the potential impact such modified or new laws and regulations will have on our daily business operation, the ability to accept foreign investments and list our securities on an U.S. or other foreign exchange. For a detailed description of the legal and operational risks facing the Company and the offering associated with our operations in Hong Kong, please refer to the “Risk Factors — Risks Of The Corporate Structure Based In Hong Kong”.

Transfers of Cash to and from Our Subsidiary

NVGT is permitted under the Nevada laws to provide funding to our subsidiary in Hong Kong through loans or capital contributions without restrictions on the amount of the funds, subject to satisfaction of applicable government registration, approval and filing requirements. Likewise, EFLL is permitted under the laws of Hong Kong to provide funding to NVGT through earnings distribution without restrictions on the amount of the funds. As of the date of this prospectus, there have been no dividends or distributions among the holding company or the subsidiary and no transfers of cash between the holding company and the subsidiary. We currently intend to retain all available funds and future earnings, if any, for the operation and expansion of our business and do not anticipate declaring or paying any dividends in the foreseeable future. We have not paid any dividends in the past. Subject to the Nevada Revised Statutes and our bylaws, our board of directors may authorize and declare a dividend to shareholders at such time and of such an amount as they think fit if they are satisfied, on reasonable grounds, that immediately following the dividend the value of our assets will exceed our liabilities and we will be able to pay our debts as they become due. There is no further Nevada statutory restriction on the amount of funds which may be distributed by us by dividend.

Under the current practice of the Inland Revenue Department of Hong Kong, no tax is payable in Hong Kong in respect of dividends paid by us. The laws and regulations of the PRC do not currently have any material impact on transfers of cash from NVGT to EFLL or from EFLL to NVGT. There are no restrictions or limitation under the laws of Hong Kong imposed on the conversion of HK dollar into foreign currencies and the remittance of currencies out of Hong Kong or across borders and to U.S. investors.

Current PRC regulations permit PRC subsidiaries to pay dividends to Hong Kong subsidiaries only out of their accumulated profits, if any, determined in accordance with Chinese accounting standards and regulations. In addition, each of our subsidiaries in China is required to set aside at least 10% of its after-tax profits each year, if any, to fund a statutory reserve until such reserve reaches 50% of its registered capital. We currently do not have any PRC subsidiaries. The PRC government also imposes controls on the conversion of RMB into foreign currencies and the remittance of currencies out of the PRC. Therefore, we may experience difficulties in completing the administrative procedures necessary to obtain and remit foreign currency for the payment of dividends from our profits, if any. Furthermore, if our subsidiaries in the PRC incur debt on their own in the future, the instruments governing the debt may restrict their ability to pay dividends or make other payments. If we or our subsidiaries are unable to receive all of the revenues from our operations, we may be unable to pay dividends on our common stock. As of the date of this prospectus, we do not have any PRC subsidiaries.

Cash dividends, if any, on our common stock will be paid in U.S. dollars. If we are considered a PRC tax resident enterprise for tax purposes, any dividends we pay to our overseas shareholders may be regarded as China-sourced income and as a result may be subject to PRC withholding tax at a rate of up to 10.0%. Pursuant to the Arrangement between Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and Tax Evasion on Income, or the Double Tax Avoidance Arrangement, the 10% withholding tax rate may be lowered to 5% if a Hong Kong resident enterprise owns no less than 25% of a PRC entity. However, the 5% withholding tax rate does not automatically apply and certain requirements must be satisfied, including, without limitation, that (a) the Hong Kong entity must be the beneficial owner of the relevant dividends; and (b) the Hong Kong entity must directly hold no less than 25% share ownership in the PRC entity during the 12 consecutive months preceding its receipt of the dividends. In current practice, a Hong Kong entity must obtain a tax resident certificate from the Hong Kong tax authority to apply for the 5% lower PRC withholding tax rate. As the Hong Kong tax authority will issue such a tax resident certificate on a case-by-case basis, we cannot assure you that we will be able to obtain the tax resident certificate from the relevant Hong Kong tax authority and enjoy the preferential withholding tax rate of 5% under the Double Taxation Arrangement with respect to dividends to be paid by a PRC subsidiary to its immediate holding company. As of the date of this prospectus, we do not have any PRC subsidiaries. In the event that we acquire or form a PRC subsidiary in the future and such PRC subsidiary desires to declare and pay dividends to our Hong Kong subsidiary, our Hong Kong subsidiary will be required to apply for the tax resident certificate from the relevant Hong Kong tax authority. In that case, we will update our investors by SEC filing of disclosure, e.g. a current report on Form 8-K, prior to such actions.

All our cash is paid directly to our Hong Kong company, EFLL. \$0 has passed from EFLL to the parent company. EFLL has made no distributions to the holding company. There have been no transfers of cash between the holding company and the subsidiary. The recent joint statement by the SEC and PCAOB, and the Holding Foreign Companies Accountable Act all call for additional and more stringent criteria to be applied to emerging market companies upon assessing the qualification of their auditors, especially the non-U.S. auditors who are not inspected by the PCAOB. Trading in our securities may be prohibited under the Holding Foreign Companies Accountable Act as the PCAOB has determined that it is unable to inspect or investigate completely our auditor Zhen Hui Certified Public Accountants (“ZHCPA”). On July

14, 2022, pursuant to the HFCAA, the SEC provisionally identified NVGT that we are added to the list of Commission-Identified Issuers under the HFCAA subsequent to the filing of our annual report, and this could materially affect the trading price of our common stock, cause our common stock to be prohibited from trading and that as a result, the exchange may determine to delist our securities. On August 5, 2022, that provisional identification became conclusive and we are now subject to the requirements under the HFCAA, including the prohibition on the trading of such issuer's securities on a national securities exchange or through any other method is within the SEC's jurisdiction to regulate, including "over-the-counter" trading. In future, if we do not engage an auditor that is subject to regular inspection by the PCAOB, the Company's common stock may be delisted under the HFCAA. Please see Risk Factors – ***The audit report included in this Amendment is prepared by an auditor who is not inspected by the Public Company Accounting Oversight Board and as such, our investors are deprived of the benefits of such inspection. The Company could be delisted if it is unable to timely meet the PCAOB inspection requirements established by the Holding Foreign Companies Accountable Act.***

On December 16, 2021, our auditor Zhen Hui Certified Public Accountants ("ZHCPA") is subject to the determinations announced by the PCAOB. Consequently, the PCAOB is unable to inspect or investigate completely ZHCPA headquartered in Hong Kong, the lack of access to the PCAOB inspection in China prevents the PCAOB from fully evaluating audits and quality control procedures of the auditors based in China, as a result, the investors may be deprived of the benefits of such PCAOB inspections. The inability of the PCAOB to conduct inspections of auditors in China makes it more difficult to evaluate the effectiveness of these accounting firms' audit procedures or quality control procedures as compared to auditors outside of China that are subject to the PCAOB inspections. On December 15, 2022, the PCAOB announced that it "was able to secure complete access to inspect and investigate audit firms in the People's Republic of China (PRC) for the first time in history, in 2022. Therefore, the PCAOB Board voted to vacate previous determinations to the contrary." Notwithstanding the foregoing, uncertainties exist with respect to the implementation of these provisions and there is no assurance that the PCAOB will be able to execute, in a timely manner, its future inspections and investigations in a manner that satisfies the Statement of Protocol. On December 29, 2022, the Consolidated Appropriations Act, 2023, was signed into law, which amended the HFCAA (i) to reduce the number of consecutive years that would trigger delisting from three years to two years, and (ii) so that any foreign jurisdiction could be the reason why the PCAOB does not to have complete access to inspect or investigate a company's auditors. As it was originally enacted, the HFCAA applied only if the PCAOB's inability to inspect or investigate because of a position taken by an authority in the foreign jurisdiction where the relevant public accounting firm is located. As a result of the Consolidated Appropriations Act, 2023, the HFCAA now also applies if the PCAOB's inability to inspect or investigate the relevant accounting firm is due to a position taken by an authority in any foreign jurisdiction. The denying jurisdiction does not need to be where the accounting firm is located. In future, if we do not engage an auditor that is subject to regular inspection by the PCAOB, the Company's common stock may be delisted. Also, such as the potential for such determination would materially affect the trading price of our common stock, and the potential that such determination could cause our common stock to be prohibited from trading.

Furthermore, due to the recent developments in connection with the implementation of the Holding Foreign Companies Accountable Act, we cannot assure you whether the SEC or other regulatory authorities would apply additional and more stringent criteria to us after considering the effectiveness of our auditor's audit procedures and quality control procedures, adequacy of personnel and training, or sufficiency of resources, geographic reach or experience as it relates to the audit of our financial statements. The requirement in the HFCA Act that the PCAOB is unable to inspect the issuer's public accounting firm within two or three years, may result in the delisting of our securities from applicable trading markets in the U.S. Please see ***Risk Factors - The Holding Foreign Companies Accountable Act requires the Public Company Accounting Oversight Board (PCAOB) to be permitted to inspect the issuer's public accounting firm within three years. There are uncertainties under the PRC Securities Law relating to the procedures and requisite timing for the U.S. securities regulatory agencies to conduct investigations and collect evidence within the territory of the PRC. If the U.S. securities regulatory agencies are unable to conduct such investigations, they may suspend or de-register our registration with the SEC and delist our securities from applicable trading market within the U.S.***

For detailed discussions on such risks, please see the section captioned "Risk Factors" in our Annual Report on Form 10-K (the "Annual Report" or "Form 10-K"), filed with the SEC on June 29, 2023.

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PART I. FINANCIAL INFORMATION

This Quarterly Report includes forward-looking statements within the meaning of the Securities Exchange Act of 1934 (the “Exchange Act”). These statements are based on management’s beliefs and assumptions, and on information currently available to management. Forward-looking statements include the information concerning our possible or assumed future results of operations set forth under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Forward-looking statements also include statements in which words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “estimate,” “consider” or similar expressions are used.

ITEM 1. FINANCIAL STATEMENTS

Condensed Consolidated Balance Sheets

	December 31, 2023 US\$ (unaudited)	March 31, 2023 US\$ (audited)
ASSETS		
Non-Current Assets		
Plant and equipment	1,609	2,049
Right-of-use assets	3,578	8,940
Total Non-Current Assets	5,187	10,989
Current Assets		
Deposits	1,603	1,603
Accounts receivables	2,954	876
Cash and cash equivalents	22,859	38,476
Total Current Assets	27,416	40,955
TOTAL ASSETS	32,603	51,944
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Creditors, other payables and accrual	354,558	316,752
Lease liabilities	3,646	7,195
Total Current Liabilities	358,204	323,947
Non-Current Liabilities		
Lease liabilities	-	1,831
Total Liabilities	358,204	325,778
Shareholders' Equity		
Preferred stock, 20,000,000 shares authorized		
Series A Preferred stock, \$0.001 par value, 200,000 shares issued	200	200
Series B Preferred stock, \$0.0001 par value, 500,000 shares issued	50	50
Common stock, \$0.001 par value, 1,000,000,000 shares authorized, 493,639,025 shares issued	493,639	493,639
Additional paid-in capital	2,940,714	2,940,714
Accumulated deficit	(3,760,204)	(3,708,437)
Total Shareholders' Equity	(325,601)	(273,834)
TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY	32,603	51,944

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Operations
(unaudited)

	Three months		Nine months	
	Ended December 31,		Ended December 31,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Revenue – air/ocean freight service income	14,133	29,360	31,414	140,256
Cost of services – air/ocean freight service direct cost	(7,137)	(15,164)	(15,369)	(87,331)
	6,996	14,196	16,045	52,925
Operating expenses:				
General and administrative expenses	25,611	29,067	67,688	66,654
Finance costs	30	164	124	167
Total expenses	25,641	29,231	67,812	66,821
Loss before provision for income taxes	(18,645)	(15,035)	(51,767)	(13,896)
Provision for income taxes	-	-	-	-
Net loss for the period	(18,645)	(15,035)	(51,767)	(13,896)

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Changes in Stockholders' Equity
(unaudited)

	Series A Preferred stock:		Series B Preferred stock:		Common stock:		Additional paid-in capital	Accumulated deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount			
	\$		\$		\$		\$	\$	\$
Balances at March 31, 2022	200,000	200	500,000	50	493,639,025	493,639	2,940,714	(3,657,524)	(222,921)
Net loss for the period	-	-	-	-	-	-	-	(13,896)	(13,896)
Balances at December 31, 2022	200,000	200	500,000	50	493,639,025	493,639	2,940,714	(3,671,420)	(236,817)
Balances at March 31, 2023	200,000	200	500,000	50	493,639,025	493,639	2,940,714	(3,708,437)	(273,834)
Net loss for the period	-	-	-	-	-	-	-	(51,767)	(51,767)
Balances at December 31 2023	200,000	200	500,000	50	493,639,025	493,639	2,940,714	(3,760,204)	(325,601)

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Cash Flows
(Unaudited)

Nine months ended December 31,

	2023	2022
	\$	\$
Cashflow from Operating Activities		
Loss for the period	(51,767)	(13,896)
Adjustments for:		
Finance costs	124	167
Depreciation	5,802	5,075
Operating cash flows before working capital change	(45,841)	(8,654)
Changes in Working Capital:		
Accounts receivables	(2,078)	569
Deposit	-	(262)
Creditors, Accruals and Other Payables	37,806	10,848
Total	35,728	11,155
Cash (used in) generated from Operating Activities	(10,113)	2,501
Cashflow from Financing Activities		
Repayment of lease liabilities	(5,380)	(4,593)
Interest paid	(124)	(167)
Total	(5,504)	(4,760)
Net change in cash and cash equivalents	(15,617)	(2,259)
Cash & Cash equivalents at the beginning of the period	38,476	40,087
Cash & Cash equivalents at the end of the period	22,859	37,828

The accompanying notes are an integral part of these consolidated financial statements.

Notes to the Financial Statements
For the nine months ended December 31, 2023 and 2022

Note 1 - Nature of Operations and Basis of Presentation

Legal Status and Nature of Operations

This summary of significant accounting policies of Novagant Inc. (the “Company”) and Ever Full Logistics Limited (“EFL”) (together with the Company collectively referred to as the “Group”) is presented to assist in understanding the Group’s unaudited consolidated financial statements for the nine months ended December 31, 2023. The consolidated financial statements and notes are representations of the Company’s management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

The Company was initially incorporated as Kendrex Systems, Inc in Nevada. on February 23, 1987. Kendrex Systems, Inc. changed to HLHKWorld Group, Inc. on November 18, 1996. HLHK World Group, Inc. changed to Trimfast Group, Inc. in Nevada on September 4, 1998. On December 21, 1998, the Company completed a 1 for 10 reverse stock split. In 2001 the Company filed for protection under Chapter 7 of the United States Bankruptcy Code and ceased all activities. On October 21, 2002, the Company completed a 1 for 200 reverse stock split. During the period 2002 thru 2006, the Company was known as TrimFast Group, Inc. On November 9, 2004, the Company completed a 1 for 9 reverse stock split. On November 21, 2006, in conjunction with a 1 for 30 reverse stock split, the Company changed its’ name to EDollars, Inc. On September 18, 2007, the Company changed its’ name to Forex, Inc. and completed a 1 for 20 reverse stock split. On March 26, 2008, the Company changed its’ name to Petrogulf, Inc. On April 23, 2012, the Company acquired 100% of Neeksom, Inc., a Nevada Corporation. On November 26, 2013 the Company changed its’ name to Novagant, Inc. During 2014, the Company exited its business products business and returned the Neeksom, Inc. subsidiary to its prior owners. On January 1, 2014, the Company changed its symbol from PTRF to NVGT. In 2015, the Company ceased operations and reporting. On December 9, 2019, in Case No. A-19-804454-B, Eight Judicial District Court, Clark County, Nevada, GrassRoots Advisory, LLC (“GrassRoots”) was granted custodianship of the Company. On January 8, 2020, GrassRoots agreed to assist Alexander M. Woods-Leo in acquiring control block of a custodian PubCo OTC: NVGT (Novagant Corp). Doug DiSanti agrees to give 500,000 Preferred B. Shares to Alexander M Woods-Leo in exchange for the amount of \$15,000 which was paid. The Preferred B shares will be convertible and equal to 1,000 common votes per 1 Preferred share. A total of 500,000,000 common votes will be given to Alexnader M. Woods-Leo. GrassRoots sold the controlling interest in the Company to Alexander M. Woods-Leo. As of April 21, 2021, Pacific Corporate Advisory Services Limited who represents, Mr. WeiQun Chen, purchased the Preferred B Control block from Mr. Alexander M. Woods-Leo. As per escrow agreement, Mr. Alexander M. Woods- Leo had submitted the proper stock power with respect to the change of control to escrow. On May 6, 2021, Mr. Alexander M. Woods-Leo resigned as an officer and director and appointed Mr. WeiQun Chen as Chairman, CEO, CFO, President and Director, Mr. HongZhen Xu as Secretary, Treasurer and Director, and Haiyan Zeng as a Director.

EFL is a limited company incorporated in Hong Kong. The address of its registered office and principal place of business are Unit A, Room V28, 5/F., Victory Industrial Building, 151-157 Wo Yi Hop Road, Kwai Chung, New Territories. The principal activity of the Company during the year was provision of logistics services.

On September 21, 2021, the Company entered into a Share Exchange Agreement (the “Exchange Agreement”) with Ever Full Logistics Limited (“EFL”), registered and incorporated as a private limited liability company in Hong Kong. The Company received 100% of the issued and outstanding shares of EFL in exchange for newly issued 300,000,000 shares of common stock of the Company, thus causing EFL to become a direct wholly-owned subsidiary of the Company. This transaction resulted in the owner of EFL obtaining a majority voting interest in the Company. The merger of EFL into the Company results in EFL having control of the combined entity.

For financial reporting purposes, the transaction represents a "reverse merger" rather than a business combination and the Company is deemed to be the accounting acquiree in the transaction. The transaction is being accounted for as a reverse merger and recapitalization. The Company is the legal acquirer but accounting acquiree for financial reporting purposes and EFL is the acquired company but accounting acquirer. Consequently, the assets and liabilities and the operations that will be reflected in the historical financial statements prior to the transaction will be those of EFL and will be recorded at the historical cost basis of EFL, and no goodwill will be recognized in this transaction. The consolidated financial statements after completion of the transaction will include the assets and liabilities of EFL and the Company, and the historical operations of the Company and the combined operations of EFL from the initial closing date of the transaction.

Notes to the Financial Statements
For the nine months ended December 31, 2023 and 2022

Note 1 - Nature of Operations and Basis of Presentation – continued

Basis of Presentation

The consolidated financial statements include all of the assets, liabilities, revenues, expenses and cash flows of entities in which the Company has a controlling interest (“subsidiaries”). Intercompany accounts and transactions between consolidated companies have been eliminated in consolidation.

Consolidated financial statements prepared following a reverse acquisition are issued under the name of the legal parent (accounting acquiree) but as a continuation of the financial statements of the legal subsidiary (accounting acquirer), with one adjustment, which is to retroactively adjust the accounting acquirer’s legal capital to reflect the legal capital of the accounting acquiree. That adjustment is required to reflect the capital of the legal parent (the accounting acquiree). Therefore the consolidated financial statements are those of EFLL as of and for the nine months ended December 31, 2023 and 2022. On the other hand, the comparative information on shareholders’ equity presented in those consolidated financial statements is retroactively adjusted to reflect the legal capital of the legal parent (accounting acquiree).

The consolidated financial statements include the accounts of Novagant Corp. and Ever Full Logistics Limited, a wholly-owned subsidiary of the Company incorporated in Hong Kong as a private company on June 3, 2020.

All significant inter-company balances and transactions within the Company have been eliminated upon consolidation.

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”), and include the financial statements of the Company and EFLL. All material intercompany transactions and balances have been eliminated in the consolidation.

These consolidated financial statements have been prepared under the historical cost convention and all transactions have been accounted for on accrual basis.

Going concern

As at December 31, 2023, the Company and EFLL (collectively referred to as the “Group”) had net current liabilities and net liabilities of \$330,788 and \$325,601, respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group’s ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the financial support from the shareholders at a level sufficient to finance the working capital requirements of the Group. The shareholders have agreed to provide adequate funds for the Group to meet its liabilities as they fall due for the foreseeable future. The directors of the Company is therefore of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis. Should the Group be unable to continue as going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group’s assets to their recoverable amounts, to reclassify non-current assets as current assets and to provide for any further liabilities which might arise. The effect of these adjustments has not been reflected in the consolidated financial statements.

Note 2 - Summary of Significant Accounting and Reporting Policy

Use of judgment and estimates

The preparation of the consolidated financial statements is in conformity with approved accounting standards which requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and related assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. The estimates and related assumptions are reviewed on an ongoing basis. Accounting estimates are revised in the period in which such revisions are made and in any future periods affected.

Significant management estimates in these consolidated financial statements relate to the useful life of plant and equipment, provisions and doubtful receivables. However, the management believes that the change in outcome of estimates would not have a material effect on the amounts disclosed in the consolidated financial statements.

Note 2 - Summary of Significant Accounting and Reporting Policy - continued

Judgment made by management in the application of approved standards that have significant effect on the consolidated financial statements and estimates with a risk of material adjustment in subsequent year are as follows:

Depreciation method, rates and useful lives of plant and equipment

The management of the Company reassesses useful lives, depreciation method, and rates for each item of plan and equipment annual by considering expected pattern of economic benefits that the Group expects to derive from those items.

Provisions

Provisions are based on best estimate of the expenditure required to settle the present obligation at the reporting date, that is, the amount that the Group would rationally pay to settle the obligation at the reporting date or to transfer it to a third party.

Impairment

The carrying amounts of the Group's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment loss. If any such indication exists, recoverable amount is estimated in order to determine the extent of the impairment loss, if any. Impairment loss is recorded on judgmental basis, for which provision may differ in the future years based on the actual expense.

Basis of consolidation

The consolidated financial statements include the accounts of the Company and EFL. All significant inter-company balances and transactions within the Company have been eliminated upon consolidation.

Cash and cash equivalents

The Group considers all highly liquid investments with a maturity of three months or less at the date of acquisition to be cash equivalents.

Revenue recognition

ASU No. 2014-09, Revenue from Contracts with Customers ("Topic 606"), became effective for the Company on April 1, 2018 and were adopted using the modified retrospective method. The adoption of the new revenue standards as of April 1, 2018 did not change the Group's revenue recognition as there were no revenues during the period.

Under the new revenue standards, the Group recognizes revenues when its customer obtains control of promised goods or services, in an amount that reflects the consideration which it expects to receive in exchange for those goods. The Company recognizes revenues following the five step model prescribed under ASU No. 2014-09: (i) identify contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenues when (or as) we satisfy the performance obligation.

The Group's revenue is derived from provision of air or ocean freight services to the customers located in Hong Kong, and are recognized when the services are performed in accordance with the agreed terms.

Accounts receivable

The Group reviews accounts receivable periodically for collectability and establishes an allowance for doubtful accounts and records bad debt expense when deemed necessary. The allowance for doubtful accounts is maintained to provide for losses arising from customers' inability to make required payments. If there is deterioration of our customers' credit worthiness and/or there is an increase in the length of time that the receivables are past due greater than the historical assumptions used, additional allowances may be required. The management of the Company considered as of December 31, 2023, and March 31, 2023, no allowance for doubtful accounts is necessary.

Notes to the Financial Statements
For the nine months ended December 31, 2023 and 2022

Note 2 - Summary of Significant Accounting and Reporting Policy – continued

Foreign currency translation

The functional currency of the Company is United States Dollars (“US\$”). The functional currency of EFLL is Hong Kong dollars (“HK\$”). The Group maintains its consolidated financial statements in US\$. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency at rates of exchange prevailing at the balance sheet dates. Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchanges rates prevailing at the dates of the transaction. During the nine months ended December 31, 2023, the exchange rate being use to translate amount in HK\$ is fixed at 7.8 to US\$1 for the purpose of preparing the consolidated financial statements which is derived from October 17, 1983 monetary policy from Hong Kong Monetary Authority where the Hong Kong dollar was pegged at a rate of 7.8 HK\$ = 1 US\$, through the currency board system with a limited floating range from 7.85 to 7.75. Exchange gains or losses arising from foreign currency transactions are included in the determination of net income for the respective periods.

For financial reporting purposes, the financial statements of the Group which are prepared using the functional currency have been translated into US\$. Assets and liabilities are translated at the exchange rates at the balance sheet dates and revenue and expenses are translated at the average exchange rates and stockholders’ equity is translated at historical exchange rates. Any translation adjustments resulting are not included in determining net income but are included in foreign exchange adjustment to other comprehensive income, a component of stockholders’ equity.

Income taxes

The Group provides for income taxes under Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes. SFAS No. 109 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse. SFAS No. 109 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The provision for income taxes includes income taxes currently payable and those deferred as a result of temporary differences between the financial statements and the income tax basis of assets and liabilities. Deferred income tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in income tax rates on deferred income tax assets and liabilities is recognized in income or loss in the period that includes the enactment date. A valuation allowance is provided to reduce deferred tax assets to the amount of future tax benefit when it is more likely than not that some portion or all of the deferred tax assets will not be realized. Projected future taxable income and ongoing tax planning strategies are considered and evaluated when assessing the need for a valuation allowance. Any increase or decrease in a valuation allowance could have a material adverse or beneficial impact on the Group’s income tax provision and net income or loss in the period the determination is made.

The Company has approximately \$32,533,000 in net operating loss carryovers as of December 31, 2023, which begin to expire in 2026. Due to changes in the majority ownership of the Company, the benefit of net operating loss carry forwards for federal income tax reporting purposes are significantly limited.

Fair Value Measurements

ASC 820, *Fair Value Measurement and Disclosures*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. This topic also establishes a fair value hierarchy which requires classification based on observable and unobservable inputs when measuring fair value. There are three levels of inputs that may be used to measure fair value:

Level 1: Observable inputs such as quoted prices (unadjusted) in an active market for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Notes to the Financial Statements
For the nine months ended December 31, 2023 and 2022

Note 2 - Summary of Significant Accounting and Reporting Policy - continued

Level 3: Unobservable inputs that are supported by little or no market activity; therefore, the inputs are developed by the Group using estimates and assumptions that the Group expects a market participant would use, including pricing models, discounted cash flow methodologies, or similar techniques.

The carrying value of the Group's financial instruments, including cash and cash equivalents, loan receivables, loan interest receivables, deposit paid, accounts payable and accrued expenses and due to a related party approximate to their fair value because of the short-term maturity of these financial instruments.

Pension Plans

During the nine months ended December 31, 2023, the Group participates in a defined contribution pension scheme under the Mandatory Provident Fund Schemes Ordinance ("MPF Scheme") for all its eligible employees in Hong Kong.

The MPF Scheme is available to all employees aged 18 to 64 with at least 60 days of service in the employment in Hong Kong. Contributions are made by the Group's subsidiary operating in Hong Kong at 5% of the participants' relevant income with a ceiling of HK\$30,000. The participants are entitled to 100% of the Group's contributions together with accrued returns irrespective of their length of service with the Group, but the benefits are required by law to be preserved until the retirement age of 65. The only obligation of the Group with respect to MPF Scheme is to make the required contributions under the plan.

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under GAAP ASC 842 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received; and
- any initial direct costs incurred by the Group.

Notes to the Financial Statements
For the nine months ended December 31, 2023 and 2022

Note 2 - Summary of Significant Accounting and Reporting Policy - continued

Leases - continued

The Group as a lessee - continued

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets that do not meet the definition of investment property as a separate line item on the statement of financial position.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments less any lease incentives receivable;
- variable lease payments that depend on an index or a rate; and
- amounts expected to be payable by the Group under residual value guarantees;

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Lease modifications - continued

The Group accounts for the remeasurement of lease liabilities and lease incentives from lessor by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Notes to the Financial Statements
For the nine months ended December 31, 2023 and 2022

Note 2 - Summary of Significant Accounting and Reporting Policy - continued

Plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses, if any. Expenditures for maintenance and repairs are charged to earnings as incurred. Major additions are capitalized. When assets 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 plant and equipment is provided using the straight-line method for substantially all assets with estimated lives as follows:

	Estimated Useful Life
Office equipment	5 years

Impairment of long-lived assets

The Group evaluates long lived assets, including equipment, for impairment at least once per year and whenever events or changes in circumstances indicate that the carrying value may not be recoverable from its estimated future cash flows. Based on the existence of one or more indicators of impairment, the Group measures any impairment of long-lived assets by comparing the asset's estimated fair value with its carrying value, based on cash flow methodology. If the net book value of the asset exceeds the related undiscounted cash flows, the asset is considered impaired and an impairment loss equal to an amount by which the carrying value exceeds the fair value of the asset is recognized.

Comprehensive income

U.S. GAAP generally requires that recognized revenue, expenses, gains and losses be included in net income or loss. Although certain changes in assets and liabilities are reported as separate components of the equity section of the consolidated balance sheet, such items, along with net income, are components of comprehensive income or loss.

Recent Accounting Pronouncements

In August 2021, the FASB issued ASU No. 2021-06, "Presentation of Financial Statements (Topic 205), Financial Services—Depository and Lending (Topic 942), and Financial Services—Investment Companies (Topic 946)." The ASU includes Release No.33-10786, Amendments to Financial Disclosures about Acquired and Disposed Businesses. This update amends certain SEC disclosure guidance that is included in the accounting standards codification to reflect the SEC's recent issuance of rules intended to modernize and streamline disclosure requirements, including updates to business acquisition and disposition significance tests used, the significance thresholds for proforma statement disclosures, the number of preceding years of financial statements required for disclosure, and other provisions in the SEC releases. The guidance is effective upon its addition to the FASB codification. The Company is assessing the impact of ASU No. 2021-06 but does not expect that it will have a material impact on its consolidated financial statements and related disclosures.

In October 2021, the FASB issued ASU No. 2021-08, "Business Combinations (Topic 805), Accounting for Contract Assets and Contract Liabilities from Contracts with Customers." The ASU addresses diversity and inconsistency related to the recognition and measurement of contract assets and contract liabilities acquired in a business combination and require that an acquirer recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with Topic 606, Revenue from Contracts with Customers. This standard is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years, and should be applied prospectively to business combinations occurring on or after the effective date of the amendments. Early adoption of the standard is permitted, including adoption in an interim period. The adoption of this standard update is not expected to have a material impact on the Company's consolidated financial statements and related disclosures.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the Company's consolidated financial statements upon adoption.

Notes to the Financial Statements
For the nine months ended December 31, 2023 and 2022

Note 2 - Summary of Significant Accounting and Reporting Policy - continued

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision, is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Segment Reporting

The Group uses the “management approach” in determining reportable operating segments. The management approach considers the internal organization and reporting used by the Company’s chief operating decision maker for making operating decisions and assessing performance as the source for determining the Group’s reportable segments. Management, including the chief operating decision maker, reviews operating results solely by monthly revenue from air/ocean freight services (but not by sub-services/product type or geographic area) and operating results of the Group and, as such, the Group has determined that the Group has one operating segment as defined by ASC Topic 280 “Segment Reporting”.

Note 3 – Revenue

	Three months ended December 31,		Nine months ended December 31,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Air/ocean freight services income	14,133	29,360	31,414	140,256

Notes to the Financial Statements
For the nine months ended December 31, 2023 and 2022

Note 4 – General and Administrative Expenses

	Three months ended December 31,		Nine months ended December 31,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Courier	115	162	346	326
Depreciation	1,934	1,886	5,802	5,075
Electricity and water	91	89	287	265
Entertainment	98	749	335	1,092
Insurance	-	-	247	247
Medical	262	-	586	613
MPF contributions	346	500	1,107	1,577
Printing and stationery		-	-	56
Professional fee	9,500	10,000	28,500	20,897
Rental expenses	-	-	-	545
Salaries and wages	12,358	14,628	27,585	31,637
Staff welfare	20	185	129	618
Telecommunication and IT	834	564	1,990	2,267
Sundry expenses	-	46	263	207
Transportation expenses	53	258	511	1,232
	25,611	29,067	67,688	66,654

Note 5 – Plant and Equipment

	December 31,	March 31,
	2023	2023
	\$	\$
Office equipment	2,928	2,928
Less: accumulated depreciation	(1,319)	(879)
	1,609	2,049

Notes to the Financial Statements
For the nine months ended December 31, 2023 and 2022

Note 5 – Plant and Equipment - continued

Depreciation expense for the nine months ended December 31, 2023 and 2022 amounted to \$440 and \$439, respectively. For the nine months ended December 31, 2023 and 2022, no interest expense was capitalized into plant and equipment.

Note 6 – Right-of-use Assets

	December 31, 2023 \$	March 31, 2023 \$
Leased property	3,578	8,940

The Group lease an office property for its operations. Lease contract is entered into for fixed term of within 2 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Note 7 – Creditors, accruals and other payables

	December 31, 2023 \$	March 31, 2023 \$
Creditors	2,415	3,493
Accruals	29,487	52,038
Notes payable	82,676	82,676
Due to a related party	83,597	71,662
Shareholders' loan payable	156,383	106,883
	354,558	316,752

Notes to the Financial Statements
For the nine months ended December 31, 2023 and 2022

Note 8 – Income Taxes

Income is subject to tax in the various countries in which the company operates.

The Company is subject to United States tax at a tax rate of 21%. No provision for income taxes in the United States has been made as the Company had no income taxable in the United States.

The Company's Hong Kong subsidiaries are subject to Hong Kong Profits Tax. Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million. The Income Tax Laws in Hong Kong exempts income tax for dividends distributed to its shareholders. Accordingly, no deferred tax liability was recognized for the undistributed earnings of the Company and its Hong Kong subsidiaries.

Deferred taxes are determined based on the temporary differences between the financial statement and income tax bases of assets and liabilities as measured by the enacted tax rates which will be in effect when these differences reverse. As at December 31, 2023, the Company's Hong Kong subsidiary has unused tax losses of \$68,423 (March 31, 2023: \$45,596). No deferred tax assets have been recognised in respect of the unused tax losses due to the unpredictability of future profit streams of the Company's Hong Kong subsidiaries. The tax losses can be carried forward indefinitely.

Note 9 – Stockholders' equity

Preferred Stock

The Company has 20,000,000 shares of Preferred Stock authorized at \$0.001 par value or below, and 700,000 shares were outstanding in December 31, 2023 and March 31, 2023. This stock may be voting or have other rights and preferences as determined from time to time by the Board of Directors.

Series A Preferred Shares

As of December 31, 2023, we have issued 200,000 shares of Series A preferred stock, with a \$0.001 par value per share.

The following is a description of the material rights of our Series A Preferred Stock: the Series A Preferred Stock shall have a par value of \$0.001 per share. Each share of Series A Preferred Stock shall have no right to vote on any matter to be submitted for a vote to shareholders of the Company.

In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, subject to the rights of any existing series of Preferred Stock or to the rights of any series of Preferred Stock which may from time to time hereafter come into existence, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the price per share actually paid to the Corporation upon the initial issuance of the Series B Preferred Stock (each, the "the Original Issue Price") for each share of Series B Preferred Stock then held by them, plus declared but unpaid dividends.

Dividends

Dividends, if any, will be contingent upon our revenues and earnings, if any, capital requirements and financial conditions. The payment of dividends, if any, will be within the discretion of our board of directors. We intend to retain earnings, if any, for use in our business operations and accordingly, the board of directors does not anticipate declaring any dividends prior to an acquisition transaction, nor can there be any assurance that any dividends will be paid following any acquisition.

Series B Preferred Shares

As of December 31, 2023, we have issued 500,000 shares of Series B Preferred Shares, with a \$0.0001 par value per share.

Notes to the Financial Statements
For the nine months ended December 31, 2023 and 2022

Note 9 – Stockholders' equity - continued

The following is a description of the material rights of our Series B Convertible Preferred Stock: the Series B Convertible Preferred Stock shall have a par value of \$0.0001 per share. The Series B Convertible Preferred Stock represents ninety-nine percent (99%) of all votes (including the votes of common shares of the Company entitled to be voted at any annual or special meeting of shareholders of the Corporation or action by written consent of shareholders). Each outstanding share of the Series B Convertible Preferred Stock shall represent its proportionate share of the 99% which is allocated to the outstanding shares of Series B Convertible Preferred Stock. In addition, the Certificate of Designation of Series B is the most current version and we use it to vote for any board resolution. We have also attached the Certificate of Designation for Series B at Exhibit 3.4(b), which indicates that the Series B class would always have a majority of the votes on any matter on which common shareholders are entitled to vote, and that each share will otherwise have 1,000 votes.

In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, subject to the rights of any existing series of Preferred Stock or to the rights of any series of Preferred Stock which may from time to time hereafter come into existence, the holders of the Series B Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the price per share actually paid to the Corporation upon the initial issuance of the Series B Preferred Stock (each, the "Original Issue Price") for each share of Series B Preferred Stock then held by them, plus declared but unpaid dividends. Unless the Corporation can establish a different Original Issue Price in connection with a particular sale of Series B Preferred Stock, the Original issue price shall be \$0.0001 per share for the Series B Preferred Stock. If, upon the occurrence of any liquidation, dissolution or winding up of the Corporation, the assets and funds thus

Dividends

Dividends, if any, will be contingent upon our revenues and earnings, if any, capital requirements and financial conditions. The payment of dividends, if any, will be within the discretion of our board of directors. We intend to retain earnings, if any, for use in our business operations and accordingly, the board of directors does not anticipate declaring any dividends prior to an acquisition transaction, nor can there be any assurance that any dividends will be paid following any acquisition. The holder of shares of Series B Convertible Preferred Stock shall be entitled to receive dividends at the discretion of the board of directors.

Redemption

The shares of the Series B Convertible Preferred Stock are redeemable for common shares 1 year after issuance. Series preferred B shares have conversion rights of 1 series B share to 1,000 common shares. The holder of the Series B Convertible Preferred Stock will be entitled to have 500,000,000 common votes.

Common Stock

The Company has 1,000,000,000 authorised shares of Common Stock with a par value of \$0.001 with 493,639,025 shares issued and outstanding.

During the year ended December 31, 2013, the Company issued 17,422,000 shares of common stock for services with a value of \$31,955, 18,600,000 common shares for notes payable with a value of \$5,033, 3,000,000 for officer compensation with a value of \$5,502, and 25,000,000 common shares with a value of \$45,854 for settlement of a prior debt. During 2014, the Company received 2,000,000 shares of common stock in return for transferring its subsidiary Neeksom, Inc back to its original shareholders. There were 16,600,000 shares returned to treasury prior to 2019 bringing the total common outstanding shares from 73,871,562 to 61,271,562. During the second quarter of 2021, there were 22,081,858 shares being canceled. On September 21, 2021, there were 300,000,000 shares issued to acquire the 100% equity interest of Ever Full Logistic Limited. On January 10, 2022, there were 135,245,629 shares issued to 6 service providers and 15 employees as compensation in lieu of cash for services. On January 14, 2022, there were 8,403,692 shares issued to a group of service providers and named individuals in exchange for services rendered or to be rendered to Company.

Notes to the Financial Statements
For the nine months ended December 31, 2023 and 2022

Note 10 – Reverse Merger

On September 21, 2021, the Company entered into a Share Exchange Agreement (the “Exchange Agreement”) with EFLL, the Company received 100% of the issued and outstanding shares of EFLL in exchange for newly issued 300,000,000 shares of common stock of the Company, thus causing EFLL to become a direct wholly-owned subsidiary of the Company. This transaction resulted in the owner of EFLL obtaining a majority voting interest in the Company. The merger of EFLL into the Company results in EFLL having control of the combined entity.

For financial reporting purposes, the transaction represents a "reverse merger" rather than a business combination and the Company is deemed to be the accounting acquiree in the transaction. The transaction is being accounted for as a reverse merger and recapitalization. The Company is the legal acquirer but accounting acquiree for financial reporting purposes and EFLL is the acquired company but accounting acquirer. Consequently, the assets and liabilities and the operations that will be reflected in the historical financial statements prior to the transaction will be those of EFLL and will be recorded at the historical cost basis of EFLL, and no goodwill will be recognized in this transaction. The consolidated financial statements after completion of the transaction will include the assets and liabilities of EFLL and the Company, and the historical operations of the Company and the combined operations of EFLL from the initial closing date of the transaction.

Details of assets and liabilities of the Company on the reverse merger were as follows:

	\$
Plant and equipment	2,928
Creditors, other payables and accrual	(159,559)
Series A Preferred stock: \$0.001 par value, 200,000 shares authorized and issues	(200)
Series B Preferred stock: \$0.0001 par value, 500,000 shares authorized and issues	(50)
Common stock: \$0.001 par value, 1,000,000,000 shares authorized, 49,989,704 shares issued	(49,990)
Additional paid-in capital	206,871

FORWARD LOOKING STATEMENTS

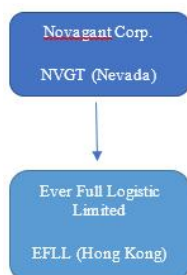
Statements made in this Form 10-Q that are not historical or current facts are "forward-looking statements" made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933 (the "Act") and Section 21E of the Securities Exchange Act of 1934. These statements often can be identified by the use of terms such as "may," "will," "expect," "believe," "anticipate," "estimate," "approximate" or "continue," or the negative thereof. We intend that such forward-looking statements be subject to the safe harbors for such statements. We wish to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Any forward-looking statements represent management's best judgment as to what may occur in the future. However, forward-looking statements are subject to risks, uncertainties and important factors beyond our control that could cause actual results and events to differ materially from historical results of operations and events and those presently anticipated or projected. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statement or to reflect the occurrence of anticipated or unanticipated events.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

GENERAL

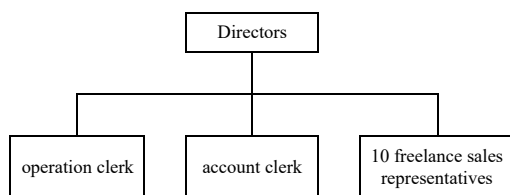
The Company was initially incorporated as Kendrex Systems, Inc in Nevada. on February 23, 1987. Kendrex Systems, Inc. changed to HLHKWorld Group, Inc. on November 18, 1996. HLHK World Group, Inc. changed to Trimfast Group, Inc. in Nevada on September 4, 1998. On December 21, 1998, the Company completed a 1 for 10 reverse stock split. In 2001 the Company filed for protection under Chapter 7 of the United States Bankruptcy Code and ceased all activities. On October 21, 2002, the Company completed a 1 for 200 reverse stock split. During the period 2002 thru 2006, the Company was known as TrimFast Group, Inc. On November 9, 2004, the Company completed a 1 for 9 reverse stock split. On November 21, 2006, in conjunction with a 1 for 30 reverse stock split, the Company changed its' name to EDollars, Inc. On September 18, 2007, the Company changed its' name to Forex, Inc. and completed a 1 for 20 reverse stock split. On March 26, 2008, the Company changed its' name to Petrogulf, Inc. On April 23, 2012, the Company acquired 100% of Neeksom, Inc., a Nevada Corporation. On November 26, 2013 the Company changed its' name to Novagant, Inc. During 2014, the Company exited its business products business and returned the Neeksom, Inc. subsidiary to its prior owners. On January 1, 2014, the Company changed its symbol from PTRF to NVGT. In 2015, the Company ceased operations and reporting. On December 9, 2019, in Case No. A-19-804454-B, Eight Judicial District Court, Clark County, Nevada, GrassRoots Advisory, LLC ("GrassRoots") was granted custodianship of the Company. On January 8, 2020, GrassRoots agreed to assist Alexander M. Woods-Leo in acquiring control block of a custodian PubCo OTC: NVGT (Novagant Corp). Doug DiSanti agrees to give 500,000 Preferred B. Shares to Alexander M Woods-Leo in exchange for the amount of \$15,000 which was paid. The Preferred B shares will be Non-convertible and equal to 1,000 common votes per 1 Preferred share. A total of 500,000,000 common votes will be given to Alexnader M. Woods-Leo. GrassRoots sold the controlling interest in the Company to Alexander M. Woods-Leo. As of April 21, 2021, Pacific Corporate Advisory Services Limited who represents, Mr. WeiQun Chen, purchased the Preferred B Control block from Mr. Alexander M. Woods-Leo. As per escrow agreement, Mr. Alexander M. Woods-Leo had submitted the proper stock power with respect to the change of control to escrow. On May 6, 2021, Mr. Alexander M. Woods-Leo resigned as an officer and director and appointed Mr. WeiQun Chen as Chairman, CEO, CFO, President and Director, Mr. HongZhen Xu as Secretary, Treasurer and Director, and Haiyan Zeng as a Director.

On September 21, 2021, the Company entered into a Share Exchange Agreement (the "Exchange Agreement") with Ever Full Logistics Limited ("EFL"), registered and incorporated as a private limited liability company in Hong Kong, and WeiQun Chen ("Chen"), the sole shareholder of EFL. Upon the closing of the share exchange transaction contemplated under the Exchange Agreement, Chen transferred all of his share capital in EFL to the Company in exchange for 300,000,000 shares of common stock of the Company, thus causing EFL to become a direct wholly-owned subsidiary of the Company. The Company now operates all of its business through EFL in Hong Kong only. Our corporate organizational chart is shown as below.



Business Overview

EFL is a one-stop logistics service provider in Hong Kong, offering logistics services to meet the needs of our customers' supply chains, which include transportation only. We are particularly specialized in Fast Moving Consumer Goods (FMCG) and Health Care Products. The scope of logistics services that we provide to each customer varies as different customers often require different kinds of services. The Company's management believes that technology input and service quality are always our core competence to success in the future. EFL has continued to enhance its IT system to improve its operating efficiency and effectiveness. In the last quarter of 2020, EFL upgraded its transportation management system ("TMS") by adding a track and trace function. This TMS provides transparency of our logistic services. The customers can timely track and trace the status and records of the delivery of their goods. This is a chart that shows our corporate structure of EFL, which is a direct wholly-owned subsidiary of the Company Novagant Corp. and it also shows all directors and employees relates to the structure of EFL.



CRITICAL ACCOUNTING POLICIES, JUDGMENTS AND ESTIMATES

Our discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”). The preparation of these consolidated financial statements requires us to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

An accounting policy is considered to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or changes in the accounting estimate that are reasonably likely to occur, could materially impact the consolidated financial statements. We believe that the following critical accounting policies reflect the more significant estimates and assumptions used in the preparation of the consolidated financial statements.

Revenue recognition

ASU No. 2014-09, Revenue from Contracts with Customers (“Topic 606”), became effective for the Company on April 1, 2018 and were adopted using the modified retrospective method. The adoption of the new revenue standards as of April 1, 2018 did not change the Company’s revenue recognition as there were no revenues during the period.

Under the new revenue standards, the Company recognizes revenues when its customer obtains control of promised goods or services, in an amount that reflects the consideration which it expects to receive in exchange for those goods. The Company recognizes revenues following the five step model prescribed under ASU No. 2014-09: (i) identify contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenues when (or as) we satisfy the performance obligation.

The Company’s revenue is derived from provision of air or ocean freight services to the customers located in Hong Kong, and are recognized when the services are performed in accordance with the agreed terms.

Accounts receivable

The Group reviews accounts receivable periodically for collectability and establishes an allowance for doubtful accounts and records bad debt expense when deemed necessary. The allowance for doubtful accounts is maintained to provide for losses arising from customers’ inability to make required payments. If there is deterioration of our customers’ credit worthiness and/or there is an increase in the length of time that the receivables are past due greater than the historical assumptions used, additional allowances may be required. The management of the Company considered as of December 31, 2023, and March 31, 2023, no allowance for doubtful accounts is necessary.

RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Business Acquired

On September 21, 2021, the Company entered into a Share Exchange Agreement (the “Exchange Agreement”) with Ever Full Logistics Limited (“EFL”) and WeiQun Chen (“Chen”), the sole shareholder of EFL. Upon the closing of the share

exchange transaction contemplated under the Exchange Agreement, Chen transferred all of his share capital in EFLL to the Company, thus causing EFLL to become a direct wholly-owned subsidiary of the Company. The Company now operates all of its business through EFLL. EFLL is engaged in provision of logistic services.

Results of Operations during the Nine months ended December 31, 2023 Compared to the Nine months ended December 31, 2022

Revenue

During the nine months ended December 31, 2023, we have revenue of \$31,414, compare to \$140,256 during the nine months ended December 31, 2022, decreased of \$108,842 or 77% due to decrease in demand for services.

Operating Expenses

During the nine months ended December 31, 2023, we have operating expenses of \$67,812, compare to \$66,821 during the nine months ended December 31, 2022, increased of \$991 or 1%. The increase was mainly due to increase in professional fee of \$7,603 and net off with decreased in salary of \$4,052, MPF of \$470 and entertainment of \$757.

Net Loss

During the nine months ended December 31, 2023, we incurred a net loss of \$51,767, compare to a net loss of \$13,896 during the nine months ended December 31, 2022, increased of \$37,871. The increase was mainly due to decrease in revenue.

Results of Operations during the Nine months ended December 31, 2023 Compared to the nine months ended December 31, 2022

Revenue

For the nine months ended December 31, 2023 and 2022, our total revenue amounted to \$31,414 and \$140,256. The decrease was because of less orders in transportation. The following table sets out the breakdown of our revenue by the type of logistics service during the nine months ended December 31, 2023 and 2022:

	Nine months ended December 31, 2023		Nine months ended December 31, 2022	
	USD	%	USD	%
Transportation - Air Freight	-	-	29,254	21
Transportation - Ocean Freight	31,414	100	111,002	79
	31,414	100	140,256	100

We provide logistics services for Hong Kong customers and arrange the goods to be sent out from Hong Kong, Korea, Taiwan to Intra-Asia region, Europe and The US. During the nine months ended December 31, 2023, our air freight revenue in transportation has decreased to \$Nil comparing from \$29,254 for the nine months ended December 31, 2022. The decreases in revenue were mainly due to less demand for Air Freight services from our customers. In addition, during the nine months ended December 31, 2023, our ocean freight revenue in transportation has decreased to \$31,414 comparing from \$111,002 for the nine months ended December 31, 2022. The decreases in revenue were due to the EFLL's local customers has less demand for the ocean freight logistics services.

Air Freight

For air freight, we will send the booking details and draft airway bill to the customers for confirmation. Then we will arrange pick of the goods and measure the correct kilograms for customers confirmation. At last, we will arrange the goods to the airline for upload to the cargo plane at the airport.

Ocean Freight

Customers will first provide us a booking form and information of the bill of lading, which includes the shipping details, like details of the products, destination, carrier and details of the consignee. We will then arrange a pick up of the goods at the customers' warehouse by a third party local transportation provider. We will store the goods at the public warehouse where we will measure the accurate cubic metres ("CBM") for final determination of the correct ocean freight. Upon receipt of the confirmation of the final CBM with the customers, we will arrange upload of goods to the container at the port and make sure the shipment arrive the destination port on time. This for Loose Cargo Load service ("LCL").

For Full Container Load service, it is more or less the same as LCL, the only different procedure is that we will arrange the container directly to the customers' warehouse for the upload of the goods. We need not measure the CBM as the customers pay the fee of using the whole container.

Cost of services

Our direct cost of services was mainly in the air/ocean freight service provision, it has decreased from \$87,331 for the nine months ended December 31, 2022 to \$15,369 for the nine months ended December 31, 2023. The decrease was in line with the decrease in revenue.

Expenses

For the nine months ended December 31, 2023, the Company incurred \$67,812 of operating expenses which consisted of general and administrative expenses of \$67,688 and finance costs of \$124. For the nine months ended December 31, 2022, we incurred operating expenses in the amount of \$66,821 of operating expenses which consisted of general and administrative expenses of \$66,654 and finance costs of \$167. The increase mainly due to the increase in professional fee of \$7,603 and net off with decreased in salary of \$4,052, MPF of \$470 and entertainment of \$757. Novagant, the public entity, had no operations from April 2023 through December 31, 2023. All business activity occurred within EFL, which was acquired on September 21, 2021.

Net Loss

For the nine months ended December 31, 2023 we had a net loss of \$51,767. We had net loss of \$13,896 for the nine months ended December 31, 2022. The increase in loss is due to the decrease in revenue during the period.

Liquidity

As of December 31, 2023, we had \$27,416 in deposits, accounts receivable and cash and cash equivalents, and current liabilities of \$358,204. As of December 31, 2022, we had \$48,490 in deposits, accounts receivable and cash and cash equivalents, and current liabilities of \$294,587.

To the extent that our capital resources are insufficient to meet planned operating requirements, we will seek additional funds through equity or debt financing, collaborative or other arrangements with corporate partners, licensees or others, and from other sources, which may have the effect of diluting the holdings of existing shareholders. The Company has no current arrangements with respect to, or sources of, such additional financing and we do not anticipate that existing shareholders will provide any portion of our future financing requirements.

No assurance can be given that additional financing will be available when needed or that such financing will be available on terms acceptable to the Company. If adequate funds are not available, we may be required to delay or terminate expenditures for certain of its programs that it would otherwise seek to develop and commercialize. This would have a material adverse effect on the Company.

Off-Balance Sheet Arrangements

As of December 31, 2023 and March 31, 2023, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K promulgated under the Securities Act of 1934.

We do not have any interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing or hedging or research and development or other services with us.

Critical Accounting Policies

Our significant accounting policies are described in the notes to our financial statements for the nine months ended December 31, 2023 and 2022, and are included elsewhere in our registration statement.

GOING CONCERN

The accompanying financial statements have been prepared assuming that the Group will continue as a going concern. As shown in the accompanying financial statements, we have a net deficit of \$325,601 as of December 31, 2023, which raise substantial doubt about the Group's ability to continue as a going concern.

Management believes the Group will improve the operation and generated positive cash inflows from operating activities for the foreseeable future. Management plans to seek additional debt and/or equity financing for the Group but cannot assure that such financing will be available on acceptable terms. The Group's continuation as a going concern is dependent upon its ability to ultimately attain profitable operations, generate sufficient cash flow to meet its obligations, and obtain additional financing as may be required.

The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. There can be no assurance that management will be successful in implementing its business plan or that the successful implementation of such business plan will actually improve our operating results.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our disclosure controls and procedures are designed to ensure that information required to be disclosed in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Our principal executive officer and principal financial and accounting officer have reviewed the effectiveness of our "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 Rules 13(a)-15(e) and 15(d)-15(e)) within the end of the period covered by this Quarterly Report on Form 10-Q/A and have concluded that the disclosure controls and procedures are effective to ensure that material information relating to the Company is recorded, processed, summarized, and reported in a timely manner.

Changes in Internal Controls over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the last quarterly period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Management is not aware of any legal proceedings contemplated by any governmental authority or any other party involving us or our properties. As of the date of this Quarterly Report, no director, officer or affiliate is (i) a party adverse to us in any legal proceeding, or (ii) has an adverse interest to us in any legal proceedings. Management is not aware of any other legal proceedings pending or that have been threatened against us or our properties.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable to our Company.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibits:

[31.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14\(a\) or 15d-14\(a\)](#)

[32.1 Certifications pursuant to Securities Exchange Act of 1934 Rule 13a-14\(b\) or 15d-14\(b\) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002](#)

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: February 12, 2024

Novagant Corp.

By: /s/ WeiQun Chen

WeiQun Chen, Director and Authorized Signatory

EXHIBIT 31.1

CERTIFICATION

I, WeiQun Chen, certify that;

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended December 31, 2023 of Novagant Corp.;
 2. Based on my knowledge, this report 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 report;
 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.
-

Dated: February 12, 2024

By: /s/ WeiQun Chen

Name: WeiQun Chen

Title: Director and Authorized Signatory for
CEO and CFO

EXHIBIT 32.1

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND
CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Novagant Corp. (the "Company") on Form 10-Q for the quarter ended December 31, 2023 filed with the Securities and Exchange Commission (the "Report"), I, WeiQun Chen, Director and Authorized Signatory as Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the consolidated financial condition of the Company as of the dates presented and the consolidated result of operations of the Company for the periods presented.

Dated: February 12, 2024

By: /s/ WeiQun Chen
Name: WeiQun Chen
Title: Director and Authorized Signatory as
Chief Executive Officer
and Chief Financial Officer