

# Emerging Holdings, Inc.

Amendment to [Annual Report](#) for 12/31/2024 originally published through the OTC Disclosure & News Service on 01/21/2026

Explanatory Note:

Amended

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

## **EMERGING HOLDINGS, INC.**

HWY 166, Cuyama Valley,

Cuyama, California 93254

702-628-7229

emrhinc@outlook.com

# Annual Report

For the period ending 12/31/2024 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

122,582,567 as of 12/31/2024 (Current Reporting Period Date or More Recent Date)

122,582,567 as of 12/31/2023 (Most Recent Completed Fiscal Year End)

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes:  No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes:  No:

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>5</sup> of the company has occurred during this reporting period:

Yes:  No :

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<sup>5</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

**1) Name and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

Currently=Emerging Holdings, Inc. since 7-2004

Current State and Date of Incorporation or Registration: Nevada, 2004

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

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

There have been no changes in the state of incorporation in the past five years. The issuer has remained incorporated in the State of Nevada in the past five years.

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

The issuer has never been suspended by the SEC nor subject to any trading halts by FINRA.

Certain former shareholders, including Stephen Luskco and Mohamed Motazed (the company's founding and former president), were previously involved in SEC enforcement matters that are entirely unrelated to the current management of EMRH. Specifically:

SEC v. Stephen Luskco, Gregory Neu, Justin Medlin, Emerging Holdings, Inc., Massclick, Inc., and China Score, Inc., Case No. SACV 07-2783 DDP (AGRx) (C.D. Cal.) involved wrongful conduct by former shareholder Stephen Luskco and associated parties. Importantly, this enforcement action did not result in any trading suspension or halt for EMRH itself.

On March 2, 2021, the Nevada District Court (Case No. A-21-827606-P) appointed Junhua Guo as custodian of EMRH. At that time, Mohamed Motazed held 101,000,000 restricted common shares, and Stephen Luskco held 7,417,433 restricted shares. On August 10, 2021, the court granted declaratory relief canceling the shares held by Motazed and Luskco. The transfer agent implemented the cancellation, and neither individual remains a shareholder or has any connection to the company.

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

None.

Address of the issuer's principal executive office:

10409 Pacific Palisades Ave, Las Vegas, NV 89144

Address of the issuer's principal place of business:

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

HWY 166, Cuyama Valley, Cuyama, California 93254

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

No:  Yes:  If Yes, provide additional details below:

On March 25, 2008, the Clark County District Court in Nevada, under Case No. A548742, appointed Bottomline Associates LLC as the company's custodian. Joseph Bartel was designated as the company's President and sole Director. Subsequently, in 2021, under Case No. A-21-827606-P, Junhua Guo was granted custodianship of the company by court order dated March 2, 2021.

## 2) Security Information

### **Transfer Agent**

Name: ClearTrust, LLC  
Phone: 813-235-4490  
Email: inbox@cleartrusttransfer.com  
Address: 16540 Pointe Village Dr., Ste 205, Lutz, FL 33558

### **Publicly Quoted or Traded Securities:**

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	<u>EMRH</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>29100M 109</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>500,000,000</u> as of date: <u>12/31/2024</u>
Total shares outstanding:	<u>122,582,567</u> as of date: <u>12/31/2024</u>
Total number of shareholders of record:	<u>22</u> as of date: <u>12/31/2024</u>

*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.*

n/a

### **Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	<u>Series L Preferred Stock</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>1,000</u> as of date: <u>12/31/2024</u>
Total shares outstanding:	<u>1,000</u> as of date: <u>12/31/2024</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>12/31/2024</u>

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

n/a

### **Security Description:**

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

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

One for one voting rights on all common stock, entitled to dividends as determined by the board of directors. No Pre-emptive rights.

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

The Company is authorized to issue 1,000 shares of Series L Preferred Stock, all of which are issued and outstanding as of the end of this reporting period. The Series L Preferred Stock collectively represents 95% of the Company's total voting power on a non-dilutable basis, with holders of Common Stock and any other voting securities entitled to the remaining 5%. Each Series L Preferred share represents approximately 0.095% of the Company's total voting power. The Series L Preferred Shares do not carry dividend, conversion, liquidation, or other preferential rights and, except for their enhanced voting power, are otherwise treated the same as the Company's Common Stock.

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

n/a

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

n/a

### 3) Issuance History

*The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.*

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

#### A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No:  Yes:  (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance:</u> Date <u>01/01/2023</u> Common: <u>122,582,567</u> Preferred: <u>1,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation,	Number of Shares	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount	Individual/ Entity Shares were issued to.	Reason for share issuance (e.g. for cash or debt conversion) -	Restricted or Unrestricted	Exemption or

	shares returned to treasury)	Issued (or cancelled)		share) at Issuance	to market price at the time of issuance? (Yes/No)	***You must disclose the control person(s) for any entities listed.	OR- Nature of Services Provided	as of this filing.	Registration Type.
Shares Outstanding on Date of This Report:  Ending Balance: Date <u>12/31/2024</u> Common: <u>122,582,567</u> Preferred: <u>1,000</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

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

None.

## B. Convertible Debt

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

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$)  (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>6</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

<sup>6</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.


Total Outstanding Balance:

Total Shares:

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

n/a

**4) Issuer’s Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer’s current operations. Ensure that these descriptions are updated on the Company’s Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

The company is currently in the process of obtaining a land use permit from Santa Barbara County to construct a hoop house for the cultivation of high-value organic vegetables and herbs.

B. List any subsidiaries, parent company, or affiliated companies.

None

C. Describe the issuers’ principal products or services.

The company’s products include oyster mushrooms, red and black goji berries, etc., and related value-added products such as juices and functional beverages designed to support health and wellness.

**5) Issuer’s Facilities**

*The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.*

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The company operates on a 20.06-acre property located in Cuyama, Santa Barbara County. The site includes an existing well that provides water for cultivation.

**6) All Officers, Directors, and 5% Beneficial Owners of the Company**

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

*The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.*

<b>Individual Name</b> (First, Last) or <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company</b> <b>Affiliation</b> (ex: CEO, ≥ 5% beneficial owner)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of</b> <b>Shares</b> <b>Owned</b> (List common, preferred, warrants and options separately)	<b>Class of</b> <b>Shares</b> <b>Owned</b>	<b>Percentage of</b> <b>Class of</b> <b>Shares</b> <b>Owned</b> (undiluted)
Junhua Guo	President	Bakersfield, CA	100	Common Stock	<0.1%
Junhua Guo	President	Bakersfield, CA	1,000	Series L Preferred	100%
Wei Zhou	Director	Tallahassee, FL	0	Common/Pr eferred	0%
Joseph Bartel	5% shareholder	Sarasota, FL	120,000,000	Common Stock	97.89%

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

**7) Legal/Disciplinary History**

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

## 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

### Securities Counsel

Name: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Accountant or Auditor

Name: n/a  
Firm: n/a

Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

#### Investor Relations

Name: n/a  
Firm: n/a  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

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

X (Twitter): n/a  
Discord: n/a  
LinkedIn: n/a  
Facebook: n/a  
[Other ] n/a

#### Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: n/a  
Firm: n/a  
Nature of Services: n/a  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### **9) Disclosure & Financial Information**

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

Name: **Junhua Guo**  
Title: **CEO/CFO**  
Relationship to Issuer: **Officer/director**

B. The following financial statements were prepared in accordance with:

- IFRS  
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: **Junhua Guo**

Title: CEO/CFO  
Relationship to Issuer: Officer/director

Describe the qualifications of the person or persons who prepared the financial statements:<sup>7</sup> **Junhua Guo has accumulated several years of experience as a company manager by working with multiple organizations.**

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity);
- Financial Notes

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable." Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

**10) Issuer Certification**

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Junhua Guo certify that:

1. I have reviewed this Disclosure Statement for Emerging Holdings, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

03/06/2026 [Date]

/s/ Junhua Guo [CEO's Signature]

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

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<sup>7</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

*Principal Financial Officer:*

I, Junhua Guo certify that:

1. I have reviewed this Disclosure Statement for Emerging Holdings, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

03/06/2026 [Date]

/s/ Junhua Guo [CFO's Signature]

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

**EMERGING HOLDINGS, INC.**  
**FOR THE YEAR ENDED DECEMBER 31, 2024**  
**INDEX TO FINANCIAL STATEMENTS**

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**EMERGING HOLDINGS, INC.**  
**BALANCE SHEETS**  
**FOR THE YEAR ENDED DECEMBER 31, 2024**  
**(Unaudited)**

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ —	\$ —
Prepaid expenses	—	—
Total current assets	\$ —	\$ —
Property and equipment, net	—	—
Total assets	\$ —	\$ —
 <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ —	\$ —
Due to related party	44,723.68	42,042.68
Total current liabilities	—	—
Notes payable	—	—
Other miscellaneous liabilities	—	—
<b>Total Liabilities</b>	\$ 44,723.68	\$ 42,042.68
 <b>Stockholder's deficit</b>		
Common stock, \$0.0001 par value; 500,000,000 shares authorized; 122,582,567 outstanding as of December 31, 2024	12,258.26	12,258.26
Preferred Series L Stock, \$0.0001 par value, 1,000 authorized and 1,000 outstanding as of December 31, 2024	0.1	0.1
Additional paid in capital	11,841.64	11,841.64
Accumulated deficit	(68,823.68)	(66,142.68)
Total stockholders' equity	(44,723.68)	(42,043)
Total liabilities and stockholders' equity	\$ —	\$ —

The accompanying notes are an integral part of these financial statements

**EMERGING HOLDINGS, INC.**  
**STATEMENTS OF OPERATIONS**  
**FOR THE YEAR ENDED DECEMBER 31, 2024**  
**(Unaudited)**

		<b>December 31, 2024</b>		<b>December 31, 2023</b>
<b>REVENUE</b>	\$	—	\$	—
Cost of goods sold		—		—
Gross profit		—		—
 <b>OPERATING EXPENSES:</b>				
General and administrative expenses		(2,681)		(2,514)
Total operating expenses		(2,681)		(2,514)
Loss before income taxes		(2,681)		(2,514)
Income tax benefit (expense)		—		—
<b>NET LOSS</b>	\$	(2,681)	\$	(2,514)
Basic and diluted earnings per share on net loss	\$	(0.000)	\$	(0.000)
Weighted average shares outstanding – basic and diluted		122,582,567		122,582,567

The accompanying notes are an integral part of these financial statements

**EMERGING HOLDINGS, INC.**  
**STATEMENTS OF STOCKHOLDERS' DEFICIT (EQUITY)**  
**FOR THE YEAR ENDED DECEMBER 31, 2024**  
**(Unaudited)**

<b>Description</b>	<b>Common Stock</b>		<b>Preferred</b>		<b>Additional Paid-In Capital</b>	<b>Accumulated Deficit</b>	<b>Total</b>
	<b>Shares</b>	<b>Amount</b>	<b>Shares</b>	<b>Amount</b>			
Balance, December 31, 2023	122,582,567	\$ 12,258.26	1,000	\$ 0.1	\$ 11,841.64	\$(66,142.68)	\$(42,042.68)
Shares issued	—	—	—	—	—	—	—
Net loss	—	—	—	—	—	\$(2,681)	\$(2,681)
Balance, December 31, 2024	<u>122,582,567</u>	<u>\$ 12,258.26</u>	<u>1,000</u>	<u>\$ 0.1</u>	<u>\$ 11,841.64</u>	<u>\$(68,823.68)</u>	<u>\$(44,723.68)</u>

The accompanying notes are an integral part of these financial statements

**EMERGING HOLDINGS, INC.**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2024**  
**(Unaudited)**

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (2,681)	\$ (2,514)
Adjustments to reconcile net loss to net cash (used in):		
Operating activities		
Share issued for professional services	—	—
Stock-based compensation	—	—
Loan payable -related party (pay loan with cash)	—	—
Net cash used in operating activities	(2,681)	(2,514)
<b>NET INCREASE IN CASH</b>	—	—
<b>CASH, BEGINNING OF PERIOD</b>	—	—
<b>CASH, END OF PERIOD</b>	\$ —	\$ —
Supplemental disclosure of cash flow information		
Cash paid for interest expense	\$ —	\$ —
Cash paid for income taxes	\$ —	\$ —
Non-cash operating and financing activities		
Stock issuance expenses	\$ —	\$ —

The accompanying notes are an integral part of these financial statements

**EMERGING HOLDINGS, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2024**

**1. Nature of operations**

Emerging Holdings, Inc. (the “Company”) was incorporated in the State of Nevada on July 1, 2004. Following its formation, the Company initially sought to develop and distribute technology-related products and services and explored various international investment opportunities, including in the People’s Republic of China and Dubai.

During its early history, certain former shareholders and executives were involved in securities enforcement matters that were unrelated to the Company’s current management or operations. These matters arose more than a decade ago and did not involve the present controlling parties. As a result of legacy corporate governance issues, the Company was placed into custodianship by the Eighth Judicial District Court of Clark County, Nevada. On March 25, 2008, Bottomline Associates LLC was appointed as custodian, and Joseph Bartel was designated as President and sole Director.

On March 2, 2021, pursuant to Case No. A-21-827606-P, the Nevada district court granted custodianship of the Company to Junhua Guo. Since that time, the Company has undergone restructuring and repositioning under new custodial control and management, with no involvement by former officers or shareholders associated with prior enforcement actions.

The Company has transitioned its business focus to sustainable agriculture and health-oriented food products. Emerging Holdings, Inc. currently operates on a 20.06-acre property located in Cuyama, Santa Barbara County, California. The property includes an existing on-site well that provides water for cultivation activities. The Company is in the process of obtaining a land use permit from Santa Barbara County to construct a hoop house to support controlled-environment cultivation.

The Company’s agricultural products include high-value organic vegetables and specialty crops such as oyster mushrooms and red and black goji berries. In addition, the Company plans to develop value-added products, including juices and functional beverages, aimed at supporting health and wellness.

In 2025, Hong Kong Selead Consulting Co., Ltd. invested \$299,708.89 to support the Company’s new agricultural business venture. The investment is intended to fund development activities related to cultivation infrastructure, operations, and product development.

The Company and Hong Kong Selead Consulting Co., Ltd. agreed that the funds constitute a bona fide equity investment in the Company. The investment is not a loan, does not create any debt obligation of the Company, and no interest accrues on the invested amount. Due to the Company’s current trading status, the Company’s common stock is not actively trading in the public market and therefore does not currently reflect a reliable market price. As a result, shares have not yet been issued in connection with this investment.

Pursuant to the parties’ agreement, the Company intends to issue shares of its common stock to Hong Kong Selead Consulting Co., Ltd. based on the average closing market price of the Company’s common stock during the thirty (30) trading days following the normalization of public trading of the Company’s securities. Once such thirty (30) trading day pricing period is completed, the Company will determine the applicable share price, calculate the number of shares to be issued based on the investment amount, and issue the corresponding shares to the investor in compliance with applicable federal and state securities laws.

If normal public trading does not resume within a commercially reasonable time, or if the shares cannot be issued within the expected timeframe following the completion of the pricing period, the parties will mutually determine an alternative fair market price for the issuance of the shares. Management believes this strategic transition represents a new operational phase for the Company, distinct from its historical activities, and is focused on building a sustainable, compliant, and scalable agricultural business.

Management believes this strategic transition represents a new operational phase for the Company, distinct from its historical activities, and is focused on building a sustainable, compliant, and scalable agricultural business.

## Historical Deficit and Additional Paid-in Capital (APIC) Summary

Item	Shares	Par Value / Share	Amount (\$)	APIC Impact (\$)
Legacy common shares (pre-2021, no cash received)	231,000,000	\$0.0001	23,100	0
2021 founder share cancellation	—	—	—	10,100
2021 former shareholder share cancellation	—	—	—	741.74
2021 issuance of 1,000 preferred shares (custodial services)	1,000	\$0.0001	0.1	999.90

*Note: The legacy common shares were treated as a historical deficit with no additional paid-in capital recorded. The 2021 share cancellations and preferred share issuance increased APIC under the fresh-start framework.*

## 2. Summary of significant accounting policies

### Basis of Presentation

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”).

### Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant assumptions and estimates relate to the valuation of equity issued for services. Actual results could differ from these estimates.

### Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Update (“ASU”) 2014-09, “*Revenue from contracts with customers*,” (Topic 606). Revenue is recognized when a customer obtains control of promised goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company expects to recognize revenues as the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied.

## Fair Value Measurements and Fair Value of Financial Instruments

The Company adopted ASC Topic 820, *Fair Value Measurements*. ASC Topic 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

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

Level 2: Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3: Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The estimated fair value of certain financial instruments, including all current liabilities are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments.

### Fair Value of Financial Instruments

ASC subtopic 825-10, *Financial Instruments* ("ASC 825-10") requires disclosure of the fair value of certain financial instruments. The carrying value of cash and cash equivalents, accounts payable and accrued liabilities when reflected in the balance sheets, approximate fair value because of the short-term maturity of these instruments. All other significant financial assets, financial liabilities and equity instruments of the Company are either recognized or disclosed in the financial statements together with other information relevant for making a reasonable assessment of future cash flows, interest rate risk and credit risk. Where practicable the fair values of financial assets and financial liabilities have been determined and disclosed; otherwise only available information pertinent to fair value has been disclosed. The Company follows ASC subtopic 820-10, *Fair Value Measurements and Disclosures* ("ASC 820-10") and ASC 825-10, which permits entities to choose to measure many financial instruments and certain other items at fair value.

### Cash and Cash Equivalents

For purposes of the Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents.

### Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss, capital loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted 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 on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to unrecognized tax benefits as a component of general and administrative expenses. Our federal tax return and any state tax returns are not currently under examination.

The Company has adopted FASB ASC 740-10, *Accounting for Income Taxes*, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually from differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

#### Net Income (Loss) Per Common Share

The Company computes loss per common share, in accordance with FASB ASC Topic 260, *Earnings Per Share*, which requires dual presentation of basic and diluted earnings per share. Basic income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding during the period. Diluted income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding, plus the issuance of common shares, if dilutive, that could result from the exercise of outstanding stock options and warrants.

#### Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **3. Going concern**

The accompanying financial statements have been prepared on a going concern basis. For the year ended December 31, 2024, the Company had limited operations, resulting in a net loss of \$2,681. Cash flows from operations were offset by changes in related-party balances, resulting in no net change in cash. At December 31, 2024, the Company had no cash or working capital, and an accumulated deficit of \$44,723.68. These conditions raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date of this filing.

The Company's ability to continue as a going concern is dependent upon its capacity to secure additional financing to meet its obligations and fund operations, including potential future acquisitions. Management intends to address these capital requirements by pursuing equity and debt financing opportunities. However, there can be no assurance that such funding will be available or sufficient to support the Company's business plan or generate positive operating results.

### **4. Commitments and contingencies**

During the normal course of business, the Company may be exposed to litigation, claims, and other contingencies arising from its operations. The Company evaluates such matters in accordance with FASB ASC 450-20, Contingencies. This evaluation includes an assessment of the nature of the matter, the Company's potential exposure, the likelihood of an unfavorable outcome, and the ability to reasonably estimate any potential loss. Where an unfavorable outcome is considered probable and the amount of loss can be reasonably estimated, the Company records an accrual for the estimated loss.

Management is not aware of any other material commitments or contingencies that should be reflected in the financial statements or that would have a material adverse effect on the Company's financial position, results of operations, or cash flows.

### **5. Related party transactions**

During the year ended December 31, 2024, the Company had a balance due to a related party of \$44,723.68. This balance represents advances provided to fund the Company's operations and is non-interest bearing. During 2024, the related party provided additional advances of \$2,681 to support the Company's limited operating activities. No other related party transactions occurred during the year.

**Loan and Debt Schedule**

<b>Stockholder Name</b>	<b>Year</b>	<b>Beginning Balance</b>	<b>Amount Loaned</b>	<b>Repayments</b>	<b>Ending Balance</b>	<b>Description</b>
Junhua Guo	2024	\$42,042.80	\$2,681.00	\$0	\$44,723.68	C1
	2023	\$39,529.30	\$2,513.50	\$0	\$42,042.80	C1
	2022	\$37,075.30	\$2,454.00	\$0	\$39,529.30	C1
	2021	\$0	\$37,075.30	\$0	\$37,075.30	C1

Note: C1 – corporation administrative expenses; C2 – cost of good; C3 – marketing; C4 – traveling; C5 – conference; C6 - miscellaneous

**6. Equity**

***Common Stock***

The Company has 500,000,000 Shares of Common Stock authorized, and 122,582,567 Shares of Common Stock issued and outstanding with a par value of \$0.0001 as of December 31, 2024.

***Preferred Stock – Series L***

The Company is authorized to issue 1,000 shares of Preferred Stock with a par value of \$0.0001 per share. As of December 31, 2024, the Company had 1,000 shares of Preferred Stock issued and outstanding.

**7. Legal proceedings**

As of the date of this filing, the Company is not a party to any pending or threatened legal proceedings, and no lawsuits or claims have been filed against the Company.

**8. Subsequent events**

Management evaluated subsequent events through the date of these financials and determined that there were no events that would require additional disclosure.