

**AI METaverse HOLDINGS CORP.
(Formerly SGD HOLDINGS, LTD.)**

17890 Castleton Ave, Suite 203-205
City of Industry CA 91748
Phone: (832) 983-0398
Email:
kingdomnova@qq.com

Quarterly Report
For the period ending September 30, 2025
(the “Reporting Period”)

Note: * Reference to shares of Common Stock reflects the 1 for 1,000 Reverse Split of the Company’s Common Stock effective July 14, 2025.

Outstanding Shares

The number of shares outstanding of our Common Stock was:

As of September 30, 2025, the number of shares outstanding of our Common Stock was: 248,127*. [Current Reporting Period Date]

As of December 31, 2024, the number of shares outstanding of our Common Stock was: 247,883,518. [Most Recent Completed Fiscal Year End] This number has not been adjusted for the aforementioned Reverse Split of the Common Stock.

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 of the company has occurred over this reporting period:

Yes: No:

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

Current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

Corporate Name History: AI Metaverse Holdings Corp. – July 14, 2025 to present.
SGD Holdings, Ltd. -January 24, 2001 to July 14, 2025.
Goldonline International, Inc.: June 10, 1999 – January 24, 2001
Transun International Airways, Inc.- May 22, 1996 – June 10, 1999.

Current State and Date of Incorporation: Delaware, May 22, 1996.

Standing in this Jurisdiction: Active.

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception: None

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:

The Company completed a 1 for 1,000 Reverse Split of its Common Stock and Name Change on July 14, 2025.

Address of the issuer's principal executive office: 17890 Castleton Ave, Suite 203-205, City of Industry CA 91748.

Address of the issuer's principal place of business:

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

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:

2) Security Information

Transfer Agent

Name: Equiniti Trust Company LLC
Phone: (919) 744-2722
Email: krista.riley@equiniti.com
Address: 1110 Centre Point Curve, Suite 101
Mendota Heights, MN 55120

Publicly Quoted or Traded Securities:

Trading symbol: SGDH
Exact title and class of securities outstanding: Common Stock
CUSIP: 784179 301
Par or stated value: \$0.0001
Total shares authorized: 10,000,000,000 as of date: September 30, 2025
Total shares outstanding: 248,127* as of date: September 30, 2025
Total number of shareholders of record: 270 as of date: September 30, 2025

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

Exact title and class of the security:	<u>Preferred Stock</u>	
Par or stated value:	<u>\$0.01</u>	
Total shares authorized:	<u>50,000</u>	<u>as of date: September 30, 2025</u>
Total shares outstanding:	<u>0</u>	<u>as of date: September 30, 2025</u>
Total number of shareholders of record:	<u>0</u>	<u>as of date: September 30, 2025</u>

Security Description:

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

Dividend Rights: The Holders are entitled to receive dividends as determined by the Board of Directors and pursuant to Delaware statutes.

Voting Rights: The Holders are entitled to vote equal to one (1) vote per share.

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

Dividend Rights: The Holders are entitled to receive dividends as determined by the Board of Directors and pursuant to Delaware statutes.

Voting Rights: The Holders are entitled to vote as to be determined by the Board of Directors and pursuant to Delaware statute.

Conversion Rights: The Holders are entitled to conversion rights as to be determined by the Board of Directors and pursuant to Delaware statutes.

Liquidation Rights: The Holders are entitled to liquidation rights as to be determined by the Board of Directors and pursuant to Delaware statutes.

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

None

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.

None

3) Issuance History

A. Changes to the Number of Outstanding Shares

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 Opening Balance:									
Date: <u>12/31/23</u>									
Common Stock: <u>156,883</u>									
Preferred Stock: <u>0</u>									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
4/14/2024	New issuance	44,000	Common Stock	\$0.0039	No	Brent Crouch	Conversion of debt	Restricted with legend	Section 4(2)
4/14/2024	New issuance	44,000	Common Stock	\$0.0039	No	Delmar Janovec	Conversion of debt	Restricted with legend	Section 4(2)
4/17/2024	New issuance	3,000	Common Stock	\$0.001	No	DHX Holdings LLC (Richard Surber)	Services rendered	Restricted with legend	Section 4(2)
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date: <u>9/30/25</u>									
Common: <u>248,127</u>									
Preferred: <u>0</u>									

* References to shares of Common Stock in the table above reflects the 1 for 1,000 Reverse Split of the Company's Common Stock effective July 14, 2025.

B. Convertible Debt

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

4) Issuer's Business, Products and Services

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Effective June 11, 2024 the Company acquired all of the outstanding equity of WeLife International Corporation ("WeLife") making WeLife a wholly owned subsidiary of the Company. WeLife, established in 2019, is a biotechnology and human health product development and marketing company. WeLife is headquartered in Arizona, USA, with more than 30 years of experience in biotechnology research and development. Currently, there are offices or strategic alliances in Los Angeles, New York, Toronto, Taipei, Hong Kong, Tokyo, Seoul, Sydney, and Paris. Due to economic circumstances WeLife stopped its operations in April, 2025. Once the company obtains required financing they hope to restart operations.

Effective October 6, 2025 the Company entered into the Share Exchange Agreement for the acquisition of XFountainhead AI Inc., making XFountainhead AI Inc. a wholly owned subsidiary of the Company. XFountainhead AI, Inc. is a company that has been formed to develop an integrated business as an artificial intelligence platform that focuses on energy, e-commerce, healthcare and financial sectors. This company is in talks with several companies to commence its development strategy, but nothing has been finalized as of the date of this report.

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

WeLife International Corporation.
XFountainhead AI Inc.

C. Describe the issuers' principal products or services.

Due to economic circumstances WeLife stopped its operations in April, 2025. Once the company obtains required financing they hope to restart operations. XFountainhead AI, Inc. is a company that has been formed to develop an integrated business as an artificial intelligence platform that focuses on energy, e-commerce, healthcare and financial sectors. This company is in talks with several companies to commence its development strategy, but nothing has been finalized as of the date of this report.

5) Issuer's Facilities

The Issuer's office is located at 17890 Castleton Ave, Suite 203-205, City of Industry CA 91748. The premises consist of approximately 200 square feet and is provided by the Chairwoman of the Company for no cost.

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.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)*	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Sue Xu	Chairwoman	Walnut, CA	142,744**	Common Stock	57.53%
Zhigong Lin	CEO, Director	Sugar Land, TX	0		
Andy Chung Yin Lo	CFO, Director	Chino Hills, CA	0		
Kingdomnova Corp. (Sue Xu)	> 5% beneficial owner	Walnut, CA	142,744	Common Stock	57.53%
DHX HOLDINGS LLC (Richard Surber)	> 5% beneficial owner	Salt Lake City, Utah	18,000	Common Stock	7.25%

* Table above reflects the 1 for 1,000 Reverse Split of the Company's Common Stock and Name Change effective July 14, 2025.

** Includes the shares of common stock owned by Kingdomnova Corp. Sue Xu is the President and controlling shareholder of Kingdomnova Corp.

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

Securities Counsel.

Name: JMS Law Group, PLLC
Address 1: 998C Old Country Road, #233
Address 2: Plainview, NY 11803
Phone: (516) 422-6285
Email: jstein@jmslg.com

Accountant or Auditor

Name: Elaine Zhao
Firm: ELZ Accountancy Corp.
Address 1: 20651 Golden Springs Dr. #290
Address 2: Walnut, CA 91789
Phone: (909) 594-1503
Email: elaine.zhao@elzcpa.com

Investor Relations N/A

Name:
Firm:
Address 1:
Address 2:
Phone:
Email:

All other means of Investor Communication:

Twitter:
Discord:
LinkedIn:
Facebook:
[Other]

Other Service Providers

Provide the name of any other service provider(s) 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:
Nature of Services:
Address 1:
Address 2:
Phone:
Email:

9) Disclosure & Financial Information

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

Name: Andy Chung Yin Lo

Title: Chief Financial Officer

Relationship to Issuer: Chief Financial Officer

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: Elaine Zhao

Title: Outside Accountant

Relationship to Issuer: Independent

Describe the qualifications of the person or persons who prepared the financial statements: Elaine Zhao is a CPA.

The following financial information is provided at the end of this Report:

- a. Balance Sheet;
- b. Statement of Income;
- c. Statement of Cash Flows;
- d. Statement of Retained Earnings;
- e. Financial Notes.

10) Issuer Certification

Principal Executive Officer:

I, Zhigong Lin, certify that:

1. I have reviewed this Disclosure Statement for AI Metaverse Holdings Corp. (formerly SGD Holdings Ltd.).
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.

Date: April 15, 2026

Signature: /s/Zhigong Lin

Principal Financial Officer:

I, Andy Chung Yin Lo certify that:

1. I have reviewed this Disclosure Statement for AI Metaverse Holdings Corp. (formerly SGD Holdings Ltd.).
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.

Date: April 15, 2026

Signature: /s/Andy Chung Yin Lo

AI Metaverse Holdings Corp. (formerly SGD Holdings, Ltd.)
Consolidated Balance Sheets

	September 30, 2025	December 31, 2024
	(Unaudited)	(Unaudited)
ASSETS		
TOTAL ASSETS	\$ -	\$ -
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Other payable	\$ 45	\$ 45
Tax payable	877	877
Due to related party	24,528	1,629
Total Current Liabilities	25,450	2,551
TOTAL LIABILITIES	25,450	2,551
Stockholders' Deficit		
Preferred stock: 50,000 authorized; \$0.01 par value		
No shares issued and outstanding	-	-
Common stock: 10,000,000,000 shares authorized; \$0.0001 par value		
248,127 and 247,884 shares issued and outstanding as of September 30, 2025 and December 31, 2024, respectively	25	25
Stock payable	420,000	420,000
Additional Paid-in Capital	2,552	2,552
Accumulated deficit	(448,027)	(425,128)
Total Stockholders' Deficit	(25,450)	(2,551)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ -	\$ -

The accompanying notes are an integral part of these financial statements.
No assurance provided

AI Metaverse Holdings Corp. (formerly SGD Holdings, Ltd.)
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2025	2024	2025	2024
Revenue	\$ -	\$ -	\$ -	\$ 10,980
Cost of revenue	-	-	-	-
Gross Profit	-	-	-	10,980
Operating Expenses				
Selling, general and administrative	337	2,333	1,919	6,756
Professional fees	8,160	-	20,980	-
Total Operating Expenses	8,497	2,333	22,899	6,756
Loss from operations before income taxes	(8,497)	(2,333)	(22,899)	4,224
Provision for income taxes	-	-	-	-
Net income (loss) and comprehensive income (loss)	\$ (8,497)	\$ (2,333)	\$ (22,899)	\$ 4,224
Deemed dividend from premium on acquisition of subsidiary	-	-	-	(420,000)
Net loss applicable to common shareholders	\$ (8,497)	\$ (2,333)	\$ (22,899)	\$ (415,776)
Basic and dilutive net loss per common share				
Basic and diluted	\$ (0.03)	\$ (0.01)	\$ (0.09)	\$ 0.02
Diluted	\$ (0.03)	\$ (0.01)	\$ (0.09)	\$ 0.02
Weighted average number of common shares outstanding				
Basic and diluted	248,092	247,884	247,954	213,311
Diluted	248,092	347,884	247,954	254,186

The accompanying notes are an integral part of these financial statements.
No assurance provided.

AI Metaverse Holdings Corp. (formerly SGD Holdings, Ltd.)
Consolidated Statements of Stockholders' Equity
(Unaudited)

	Common Stock Shares	Amount	Additional Paid-in Capital	Stock Payable	Retained Earnings (Accumulated Deficit)	Total Stockholders' Equity
Balance December 31, 2024	247,884	\$ 25	\$ (2,552)	\$ 420,000	\$ (425,128)	\$ (2,551)
Net loss	-	-	-	-	(14,402)	(14,402)
Balance June 30, 2025 (Unaudited)	247,884	\$ 25	\$ (2,552)	\$ 420,000	\$ (439,530)	\$ (16,953)
Reverse stock split rounding	243	-	-	-	-	-
Net loss	-	-	-	-	(8,497)	(8,497)
Balance September 30, 2025 (Unaudited)	248,127	\$ 25	\$ (2,552)	\$ 420,000	\$ (448,027)	\$ (25,450)
Balance December 31, 2023 as recast	156,884	\$ 16	\$ (16)	\$ -	\$ -	\$ -
Reorganization under common control	-	-	(339,081)	-	-	(339,081)
Shares issued for note payable before reorganization	88,000	9	328,149	-	-	328,158
Shares issued for service before reorganization	3,000	0	13,500	-	-	13,500
Deemed dividend from premium on acquisition of subsidiary	-	-	-	420,000	(420,000)	-
Net income	-	-	-	-	6,557	6,557
Balance June 30, 2024 (Unaudited)	247,884	\$ 25	\$ (2,552)	\$ 420,000	\$ (413,443)	\$ 9,134
Net loss	-	-	-	-	(2,333)	(2,333)
Balance September 30, 2024 (Unaudited)	247,884	\$ 25	\$ (2,552)	\$ 420,000	\$ (415,776)	\$ 6,801

The accompanying notes are an integral part of these financial statements.
No assurance provided

AI Metaverse Holdings Corp. (formerly SGD Holdings, Ltd.)
Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended	
	September 30,	
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (22,899)	\$ 4,224
Adjustments to reconcile net loss to net cash used in operating activities:		
Due (from) to related party	22,899	(6,798)
Net Cash (Used in) Operating Activities	-	(2,574)
CASH FLOWS FROM INVESTING ACTIVITIES		
Reorganization	-	2,577
Net Cash Provided by Investing Activities	-	2,577
CASH FLOWS FROM FINANCING ACTIVITIES		
	-	-
Net change in cash and cash equivalents	-	3
Cash and cash equivalents, beginning of period	-	-
Cash and cash equivalents, end of period	\$ -	\$ 3
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest	\$ -	\$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Common stock issued for conversion of note payable before reorganization	\$ -	\$ 328,158
Common stock issued for service before reorganization	\$ -	\$ 13,500

The accompanying notes are an integral part of these financial statements.
No assurance provided

AI METAVERSE HOLDINGS CORP. (FORMERLY SGD HOLDINGS, LTD.)
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2025

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES

Organization

AI Metaverse Holdings Corp. (formerly SGD Holdings, Ltd.) (“Company”) was formed as a Delaware corporation on May 22, 1996. Since the inception of the Company, there have been three subsequent name changes to its current name.

On June 11, 2024, a change of control of the Company occurred. Kingdomnova Corp. (“Kingdomnova”) obtained the control by acquiring post-reverse split 142,742 shares of common stock of the Company from the former majority shareholders, Delmar Janovec and Brent Crouch. On the same date, the Company acquired from Sue Xu (Chairwoman of the Board of Directors of the Company) all of the outstanding securities of Welife International Corp. (“Welife”) in exchange for post-reverse split 100,000 shares of common stock of the Company issuable once the Company has taken such action to increase its authorized shares of common stock, within six months of the date of the agreement, or such longer period as agreed to amongst the parties.

The acquisition of Welife was accounted for as a reorganization of entities under common control, with Welife being considered the predecessor of the Company for financial reporting purposes. As a result, the consolidated financial statements of the Company recognized the assets and liabilities received in the reorganization at their historical carrying amounts, as reflected in the historical financial statements of Welife, and the historical operations of Welife were deemed to be those of the Company.

The Company, through its wholly owned subsidiary Welife, entered into the naturopathic supplement business. WeLife, headquartered in Arizona, USA, is a biotechnology and human health product development and marketing company with more than 30 years of experience. Currently, Welife has offices or strategic alliances in Los Angeles, New York, Toronto, Taipei, Hong Kong, Tokyo, Seoul, Sydney, and Paris. Due to economic circumstances, WeLife stopped its operations in April, 2025. Once the company obtains required financing they hope to restart operations.

Basis of Presentation and Consolidation

The accompanying unaudited interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the period presented have been reflected herein. Certain amounts in prior years have been reclassified to conform to the current period presentation.

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Welife. Intercompany transactions and accounts were eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Related parties

The Company follows Accounting Standards Codification (“ASC”) 850, "Related Party Disclosures" for reporting activities with related parties. A party is considered to be related to the Company if the party directly or indirectly or

through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence management or operating policies of the transacting parties or if it has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party.

Cash and Cash Equivalents

For the purposes of the Statements of Cash Flows, the company considers all highly liquid debt instruments purchased with a maturity date of three months or less to be cash equivalents.

Income Taxes

Deferred income taxes are recognized in the consolidated financial statements for the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts based on enacted tax laws and statutory tax rates. Temporary differences arise from net operating losses, differences in depreciation methods of property and equipment, stock-based and other compensation, and other accrued expenses. A valuation allowance is established when it is determined that it is more likely than not that some or all of the deferred tax assets will not be realized.

Earnings per Common Share

The Company follows ASC Topic 260 to account for the earnings per share. Basic earnings per common share (“EPS”) calculations are determined by dividing net income by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation. During the periods ended September 30, 2025, common stock equivalents are not considered in the calculation of the weighted average number of common shares outstanding because they would be anti-dilutive. During the periods ended September 30, 2024, potentially dilutive securities consist of shares issuable pursuant to agreement.

Revenue Recognition

The Company recognizes revenue in accordance with generally accepted accounting principles as outlined in the Financial Accounting Standard Board’s (“FASB”) Accounting Standards Codification (“ASC”) 606, Revenue From Contracts with Customers, which requires that five basic criteria be met before revenue can be recognized: (i) identify the contract with the customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price; and (v) recognize revenue when or as the entity satisfied a performance obligation.

Concentrations of Credit Risk

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash, cash equivalents and related party receivables. The Company places its cash and temporary cash investments with credit quality institutions. At times, such investments may be in excess of the FDIC insurance limit.

Stock Based Compensation

The Company follows ASC 718-10, “Stock Compensation”, which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity

obtains employee services in share-based payment transactions. ASC 718-10 is a revision to SFAS No. 123, “Accounting for Stock-Based Compensation,” and supersedes Accounting Principles Board (“APB”) Opinion No. 25, “Accounting for Stock Issued to Employees,” and its related implementation guidance. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized.

Fair value of financial instruments

The Company measures fair value in accordance with ASC 820 – Fair Value Measurements. ASC 820 defines fair value and establishes a three-level valuation hierarchy for disclosures of fair value measurements. ASC 820 establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, ASC 820 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by ASC 820 are:

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

Level 2 — Inputs (other than quoted market prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument’s anticipated life.

Level 3 — Inputs reflect management’s best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model. Valuation of instruments includes unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

As defined by ASC 820, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale, which was further clarified as the price that would be received to sell an asset or paid to transfer a liability (“an exit price”) in an orderly transaction between market participants at the measurement date.

The reported fair values for financial instruments that use Level 2 and Level 3 inputs to determine fair value are based on a variety of factors and assumptions. Accordingly, certain fair values may not represent actual values of the Company’s financial instruments that could have been realized as of September 30, 2025 or that will be recognized in the future, and do not include expenses that could be incurred in an actual settlement. The carrying amounts of the Company’s financial assets and liabilities, such as cash, accounts receivable, receivables from related parties, prepaid expenses and other, accounts payable, accrued liabilities, and related party and third party notes payables approximate fair value due to their relatively short maturities. The Company’s payable to related parties approximates the fair value of such instrument based upon management’s best estimate of terms that would be available to the Company for similar financial arrangements at September 30, 2025.

NOTE 2 – RELATED PARTY TRANSACTIONS

Due to related party

As of September 30, 2025, the Company owed \$24,528 to Sue Xu, Chairwoman of the Board.

Acquisition of Welife

On June 11, 2024, the Company acquired from Sue Xu, Chairwoman of the Board of Directors of the Company, all of the outstanding securities of Welife in exchange for 100,000 shares of common stock of the Company issuable once the Company has taken such action to increase its authorized shares of common stock, within six months of the date of the agreement, or such longer period as agreed to amongst the parties.

The acquisition of Welife was accounted for as a reorganization of entities under common control, with no goodwill or other intangible assets recorded. Welife was considered the predecessor of the Company for financial reporting purposes. As a result, the consolidated financial statements of the Company recognized the assets and liabilities received in the reorganization at their historical carrying amounts, as reflected in the historical financial statements of Welife, and the historical operations of Welife were deemed to be those of the Company.

NOTE 3 – SHAREHOLDERS’ EQUITY

Preferred Stock:

The Company is authorized to issue 50,000 shares of designated Preferred Series of stock with a par value of \$0.01 per share. As of September 30, 2025 and December 31, 2024, the Company has no shares of Preferred Stock outstanding.

Common Stock:

The Company is authorized to issue 10,000,000,000 shares of common stock with a par value of \$0.0001 per share. As of September 30, 2025 and December 31, 2024, the Company has issued and outstanding common stock of 248,127 shares. There were 100,000 shares to be issued as of September 30, 2025.

Effective July 14, 2025, the Company effected a 1-for-1,000 reverse stock split (the “Reverse Stock Split”) of its common stock, par value \$0.0001 per share. As a result of the Reverse Stock Split, every one thousand (1,000) shares of the Company’s issued and outstanding common stock have been converted into one (1) share of issued and outstanding common stock. Except as otherwise indicated, all information in the consolidated financial statements concerning share and per share data gives retroactive effect to the 1-for-1,000 reverse stock split. The total number of outstanding common shares immediately before the reverse split was 247,883,518 and immediately after the reverse split was 248,127.

NOTE 4 – INCOME TAXES

The Company is subject to taxation in the United States. As a result of the change of control, net operating loss carry forward may be limited as to use in future years.

Uncertain Tax Positions

Interest associated with unrecognized tax benefits are classified as income tax, and penalties are classified in selling, general and administrative expenses in the statements of operations. For the periods ended September 30, 2025 and 2024, the Company had no unrecognized tax benefits and related interest and penalties expenses. Currently, the Company is not subject to examination by major tax jurisdictions.

NOTE 5 - GOING CONCERN

The accompanying consolidated statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

The Company's existence is dependent upon advances from its affiliates, equity investments, loans from third parties and accredited investors, and management's ability to develop profitable operations. The Company has not generated sufficient revenues to provide sufficient cash flows to enable the Company to finance its operations internally. As of September 30,

2025, the Company had no cash on hand. For the nine months ended September 30, 2025, the Company had net loss of \$22,899, and net cash used in operations of \$nil. These factors raise substantial doubt about the Company's ability to continue as a going concern within one year from the date of filing.

Management anticipates the Company will attain profitable status and improve its liquidity through the continued developing, marketing, and selling of its products, and additional equity investments in the Company. The accompanying financial statements do not include any adjustments that might result should the Company be unable to continue as a going concern.

In order to improve the Company's liquidity, the Company is actively pursuing additional equity financing through discussions with investment bankers and private investors. There can be no assurance the Company will be successful in its effort to secure additional equity financing. If operations and cash flows continue to improve through these efforts, management believes that the Company can continue to operate and achieve profitability. However, no assurance can be given that management's actions will result in profitable operations or the resolution of its liquidity problems.

NOTE 6 - SUBSEQUENT EVENTS

Effective October 6, 2025, the Company closed on its acquisition of XFountainhead AI Inc., making XFountainhead AI Inc. a wholly owned subsidiary of the Company and the Company issued an aggregate of 5,000,000,000 shares of common stock.