

Next Mart Inc.  
Balance Sheet  
As at June 30, 2021 (Unaudited)

	Notes	As at June 30, 2021 (Unaudited) (\$)
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	4	10,639
Accounts receivable, net	5	-
Current assets held for sale	6	-
<b>Total Current Assets</b>		<b>10,639</b>
Long term assets held for sale	7	-
Property, plant and equipment, net	8	-
<b>Total Assets</b>		<b>10,639</b>
<b>EQUITY &amp; LIABILITIES</b>		
<b>Current Liabilities</b>		
Other payables and accrued expense	9	14,246
Amount due to Stockholders	10	-
Amount due to related parties	11	18,182
Current liabilities held for sale	12	213,436
<b>Total Current Liabilities</b>		<b>245,864</b>
Convertible notes	18	-
Long term loan - convertible		180,000
Long term loan		-
<b>Total Liabilities</b>		<b>425,864</b>
<b>SHAREHOLDER'S EQUITY</b>		
Preferred stock; authorized 250,000,000 shares, par value US\$0.01; none issued		10,000
Common stock; authorized 750,000,000 shares, par value US\$0.01;		3,741,264
Reserved to be issued 53,029 shares		530
Subscription receivable		(750,000)
Additional paid in capital		99,208,680
Accumulated deficit		(102,649,858)
Accumulated other comprehensive loss - Other		24,159
<b>Total Shareholders' Deficit</b>		<b>(415,225)</b>
<b>Total Liabilities and Shareholders' Equity</b>		<b>10,639</b>

**Next Mart Inc.**  
**Statement of Profit and loss**  
**For the nine months ended June 30, 2021**

	Notes	For the nine months ended June 30, 2021
		(Amount in \$)
Revenue		-
Cost of sales		-
<b>Gross profit</b>		-
<b>Operating expenses</b>		
General and administrative		(32,690)
Depreciation and amortization		-
Consulting and professional fees		(21,655)
<b>Income / (Loss) from operations</b>		<b>(54,345)</b>
<b>Other Income / (expense)</b>		
Amortization of discount on convertible notes		-
Assets write-off		-
Interest income		(33,742)
<b>Loss from continuing operations before tax</b>		<b>(88,087)</b>
Income tax		-
<b>Loss from continuing operations</b>		<b>(88,087)</b>
Loss from held for sale operations		-
<b>Net Loss</b>		<b>(88,087)</b>
<b>Other Comprehensive income / (loss):</b>		
Foreign currency translation adjustment		13,739
Unrealized gain (loss)		-
<b>Total Comprehensive income / (loss)</b>		<b>(74,348)</b>

**Next Mart Inc.**  
**Statement of cashflows**  
**As at June 30, 2021 (Unaudited)**

	<b>2021</b>
<b>Cash flow from operating activities</b>	
(Loss) / profit before income tax	(74,348)
<i>Adjustment for non cash charges and other items:</i>	
Amortization of discount on convertible notes	-
Amortization and depreciation	-
Assets write off	-
	<u>(74,348)</u>
Changes in working capital	
Decrease / (increase) in accounts receivables	-
(Decrease) / increase in Other payables and accrued expenses	215
(Decrease) / increase in amount due to Stockholders	-
(Decrease) / increase in liabilities held for sale	81,468
(Decrease) / increase in amount due to related parties	1,601
	<u>83,284</u>
Cash flow from operating activities	<u>8,936</u>
<b>Cash flow from investing activities</b>	
Net additions in assets Held for sale	-
Additions in property, plant and equipment	-
Cash flow from / (used) in investing activities	<u>-</u>
<b>Cash flow from financing activities</b>	
Repayment of convertible notes issued	-
Proceeds from issuance of common stock	-
Repayment of long term loan	-
Cash flow from financing activities	<u>-</u>
<b>Increase/(decrease) in cash and cash equivalents</b>	<b>8,936</b>
Foreign currency translation adjustment	
Cash and cash equivalents at beginning of the year	1,703
<b>Cash and cash equivalents at end of the year</b>	<b><u><u>10,639</u></u></b>

Series A - Preferred Stock			Common Stock			Reserves	Subscription Receivable	Additional Paid in capital	Accumulated Profit / (Deficit)	Total Stockholders' Equity
Shares	Amount	Shares	Par							
1,000,000	10,000	374,126,367	3,741,264	530	(750,000)	99,208,680	(102,575,510)	(365,037)		
							(74,348)	(74,348)		
1,000,000	10,000	374,126,367	3,741,264	530	(750,000)	99,208,680	(102,649,858)	(439,385)		

Profit / (loss) for the period

As at June 30, 2021 (Unaudited)



**Next Mart Inc.**  
**Notes to the Financial Statements**  
**For the nine months ended June 30, 2021**

**1. LEGAL STATUS AND OPERATIONS**

NextMart, Inc. (the Company) was originally incorporated under the laws of Minnesota in 1972 and was previously known as SE Global Equity. In September 2005, the Company acquired 100% share capital of Sun New Media Group Limited and changed its name to Sun New Media, Inc. In May 2007, the Company reincorporated into the State of Delaware and changed its name to NextMart, Inc.

On March 31, 2010, the Company entered into an asset exchange and subscription agreement with Ms. Wang Yihan ("Ms. Wang") and Beijing Chinese Art Exposition's Media Co., Ltd. ("CIGE"), a leading Chinese art services, events media company located in Beijing, China. In exchange for the Transferred Assets, Ms. Wang agreed to transfer to NextMart certain land use rights for commercial real estate property within 24 months from date of the amended agreement.

On June 22, 2010, the Company entered into an asset acquisition agreement (the "Acquisition Agreement") with CIGE and its sole owner and director Ms. Wang, who is also NextMart's Chairman and CEO. Under the terms of the Acquisition Agreement, NextMart is going to acquire from CIGE the below described Assets for an agreed price of \$750,000 (the "Consideration"). NextMart paid the Consideration by issuing 75,000,000 shares of its common stock to Ms. Wang. As a result of this transaction, Ms. Wang became NextMart's second largest shareholder with a 27.96% ownership of the Company.

Under the terms of the Acquisition Agreement, NextMart acquired the following assets:

- 1) ownership of CIGE's 10,000 member consumer database,
- 2) exclusive ownership of all advertising space for every art exhibition event held by CIGE in greater China (including Hong Kong and Macao, and Taiwan) for the next 30 years, and
- 3) exclusive ownership of the "Gallery Guide" magazine brand name and all gross revenues generated by the magazine publication for the next 30 years, including but not limited to advertising revenue and sponsorship revenue.

**2. BASIS OF PREPARATION**

**2.1 Statement of compliance**

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") on a going concern.

**2.2 Accounting Convention**

These financial statements have been prepared on the basis of 'historical cost convention using accrual basis of accounting except as otherwise stated in the respective accounting policies notes.

**Going concern**

The accompanying unaudited financial statements have been prepared on the assumption that the Company will continue as a going concern. The Company historically has experienced significant losses and negative cash flows from operations. Further, the Company does not have a revolving credit facility with any financial institution. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The ability of the Company to continue as a going concern is dependent on raising additional capital, negotiating adequate financing arrangements and on achieving sufficiently profitable operations. The financial statements do not include any adjustments relating to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.



## **2.3 Critical accounting estimates and judgements**

The preparation of financial statements in conformity with the approved accounting standards require management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period, or in the period of the revision and future periods.

The areas involving higher degree of judgment and complexity, or areas where assumptions and estimates made by the management are significant to the financial statements are as follows:

- i) Equipment - estimated useful life of property, plant and equipment (note - 3.8)
- ii) Provision for doubtful debts (note - 3.4)
- iii) Provision for income tax (note - 3.1)

## **3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **3.1 Income tax**

The tax expense for the year comprises of income tax, and is recognized in the statement of earnings. The income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is accounted for using the balance sheet liability method in respect of all temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred income tax liabilities are recognised for all taxable temporary differences and deferred income tax assets are recognised to the extent that it is probable that taxable profits will be available against which the deductible temporary differences and unused tax losses can be utilized. Deferred income tax is calculated at the rates that are expected to apply to the period when the differences are expected to be reversed.

### **3.2 Trade and other payables**

Liabilities for trade and other amounts payable are carried at cost, which is the fair value of the consideration to be paid in future for goods and services received, whether or not billed to the Company.

### **3.3 Provisions**

A provision is recognized in the financial statements when the Company has a legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation.



### **3.4 Accounts Receivable**

Accounts receivable are non-interest bearing obligations due under normal course of business. The management reviews accounts receivable on a monthly basis to determine if any receivables will be potentially uncollectible. Historical bad debts and current economic trends are used in evaluating the allowance for doubtful accounts. The Company includes any accounts receivable balances that are determined to be uncollectible in its overall allowance for doubtful accounts. After all attempts to collect a receivable have failed, the receivable is written off against the allowance. Based on the information available, the Company believes its allowance for doubtful accounts as of period ended is adequate.

### **3.5 Contingent liabilities**

A contingent liability is disclosed when the Company has a possible obligation as a result of past events, the existence of which will be confirmed only by the occurrence or non-occurrence, of one or more uncertain future events, not wholly within the control of the Company; or when the Company has a present legal or constructive obligation, that arises from past events, but it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability.

### **3.6 Financial liabilities**

Financial liabilities are recognized when the Company becomes party to the contractual provision of the instruments and the Company loses control of the contractual right that comprise the financial liability when the obligation specified in the contract is discharged, cancelled or expired. The Company classifies its financial liabilities in two categories: at fair value through profit or loss and financial liabilities measured at amortized cost. The classification depends on the purpose for which the financial liabilities were incurred. Management determines the classification of its financial liabilities at initial recognition.

#### **(a) *Financial liabilities at fair value through profit or loss***

Financial liabilities at fair value through profit or loss are financial liabilities held for trading. A financial liability is classified in this category if incurred principally for the purpose of trading or payment in the short-term. Derivatives (if any) are also categorized as held for trading unless they are designated as hedges.

#### **(b) *Financial liabilities measured at amortized cost***

These are non-derivative financial liabilities with fixed or determinable payments that are not quoted in an active market. These are recognized initially at fair value, net of transaction costs incurred and are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the profit and loss account.

#### **3.6.1 Derivative financial instruments and hedge accounting**

Derivatives are recognised initially at fair value, any directly attributable transaction costs are recognised in profit or loss as they are incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit and loss account.

The Company also holds derivative financial instruments to hedge its foreign currency exposures. Embedded derivatives are separated from the host contract and accounted for separately if certain criteria are met.

##### **(a) *Fair value hedge***

Derivatives which are designated and qualify as fair value hedge, changes in the fair value of such derivatives are recorded in the profit and loss account, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.



*(b) Cash flow hedges*

When a derivative is designated as cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in other comprehensive income and accumulated in the hedging reserve. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit or loss.

The amount accumulated in equity is retained in other comprehensive income and reclassified to profit or loss in the same period or periods during which the hedged item affects profit or loss.

If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, or the designation is revoked, then hedge accounting is discontinued prospectively. If the forecast transaction is no longer expected to occur, then the amount accumulated in equity is reclassified to profit or loss.

### **3.7 Property, plant and equipment**

All equipments are stated at cost less accumulated depreciation and impairment loss. The cost of fixed assets includes its purchase price, import duties and non-refundable purchase taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Depreciation on additions to property, plant and equipment is charged, using straight line method, on pro rata basis from the month in which the relevant asset is acquired or capitalized, upto the month in which the asset is disposed off. Impairment loss, if any, or its reversal, is also charged to income for the year. Where an impairment loss is recognized, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value, over its estimated useful life.

Maintenance and normal repair costs are expensed out as and when incurred. Major renewals and improvements are capitalized and assets so replaced, if any are retired.

Gains and losses on disposal of fixed assets, if any, are recognized in statement of profit and loss.

### **3.8 Cash and cash equivalents**

Cash and cash equivalents include cash in hand and deposits held at call with banks. For the purpose of the statement of cash flows, cash and cash equivalents bank balances and short term highly liquid investments subject to an insignificant risk of changes in value and with maturities of less than three months.

### **3.9 Revenue recognition**

The Company's revenues are derived principally from utilizing new technology in the medical alarm industry to provide 24-hour personal response monitoring services and related products to subscribers with medical or age-related conditions. The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when it has persuasive evidence of an arrangement that the services have been rendered to the customer, the sales price is fixed or determinable, and collectability is reasonably assured.

All revenues from subscription arrangements are recognized ratably over the term of such arrangements. The excess of amounts received over the income recognized is recorded as deferred revenue on the consolidated balance sheet.



### **3.10 Functional and presentation currency**

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates. The financial statements are presented in US (Dollars) which is the Company's presentation currency. All financial information presented in US Dollars has been rounded to the nearest dollar unless otherwise stated.

### **3.11 Foreign currency transactions**

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into functional currency using the exchange rate prevailing at the statement of financial position date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates are recognized in the profit and loss account.

### **3.12 Contingencies**

The assessment of the contingencies inherently involves the exercise of significant judgment as the outcome of the future events cannot be predicted with certainty. The Company, based on the availability of the latest information, estimates the value of contingent assets and liabilities, which may differ on the occurrence / non-occurrence of the uncertain future event(s).

4 **Cash**

This represent cash in hand and cash deposited in bank accounts (current) by the Company.

5 **Accounts Receivables**

Opening balance

Net movement during the period

Less : Provision

Account Receivable - Net

6 **Current assets held for Sale**

Opening balance

Net movement during the period

Assets written off

7 **Long term assets held for Sale**

Opening balance

Net movement during the period

Assets written off

**Closing balance**

8 **Property, plant and equipment**

**Cost**

Opening balance

Net movement during the period

Closing balance

**Accumulated Depreciation**

Opening balance

Net movement during the period

Closing balance

**Closing Book value**

9 **Other payables and accrued expenses**

Opening balance

Net movement during the period

**Closing balance**

10 **Amount due to Stockholders**

Opening balance

Net movement during the period

**Closing balance**

10.1 The includes amount due to Redrock Capital Venture Limited repayable on demand and bear no interest.



**11 Amount due to related parties**

Opening balance	16,581
Net movement during the period	1,601
<b>Closing balance</b>	<b>18,182</b>

- 11.1 The includes amount due to Redrock Thinktank (Group) Limited and Mr. Wu, repayable on demand after one-year from the loan date and bear a free interest. The amounts were mainly used to make payments to investors who originally held convertible notes of the Company.

**12 Current liabilities held for sale**

Opening balance	131,968
Net movement during the period	81,468
<b>Closing balance</b>	<b>213,436</b>

**13 Convertible notes - net of discount**

Opening balance	-
Net movement during the period	-
Repaid during the period	-
<b>Closing balance</b>	<b>-</b>

- 13.1 On March 26, 2010, we completed a Convertible Debt Settlement Agreement with Hua Hui to convert RMB 2,255,000 (approximately \$330,000) outstanding loans due to Hua Hui into a convertible promissory note with a principal amount of RMB 2,255,000 (approximately \$341,000 as of December 31, 2010).

**14 Long term loan - convertible**

This represents convertible debt amounting to \$ 180,000 extended by Axiom Industries to the Company. During the year ended 2018, the debt has been purchased by Emry Capital.

**15 Assets and Liabilities - Held for sale**

In connection with the CIGE and Ms. Wang Yihan transaction effective on March 31, 2010, which was subsequently amended on May 10, 2010, NextMart agreed to transfer to CIGE certain assets and liabilities. These have been segregated and included in assets and liabilities of held for sale operations, as appropriate, in the balance sheet:

**16 Contingencies and Commitments**

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As at the end of current reporting period, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of operations and there are no proceedings in which any directors, officers or affiliates, or any registered or beneficial stockholder, is an adverse party or has a material interest adverse to the Company's interest.