

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Icon Media Holdings, Inc.**

30 Cecil Street, #19-08, Prudential Tower  
Singapore

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[cntan@vite.asia](mailto:cntan@vite.asia)  
7389

## **Annual Report**

**For the period ending December 31, 2022 (the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

10,575,901,924 as of December 31, 2022

9,770,901,924 as of December 31, 2021

### **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>1</sup> of the company has occurred over this reporting period:

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<sup>1</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

OTC Markets Group Inc.

Yes: ☒ No: ☐

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

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

The name of the issuer is Icon Media Holdings Inc. (March 2011- present). The company was formerly known as USA Signal Technology, Inc. (September 1998-March 2011).

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The issuer was incorporated on September 14, 1998 pursuant to the laws of the State of Nevada.

The issuer is incorporated in the State of Nevada in good standing and "Active".

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

N/A

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

On December 26<sup>th</sup> 2022, the Company through Eastwin 8 Pte Ltd (Eastwin 8), a Singapore subsidiary company 100% owned by Icon Media Holdings, Inc, entered into a definite agreement with Kuora Inc., formerly known as All American Pet Company Inc. (OTC: AAPT), a Nevada Corporation, through which Eastwin 8 will purchase 100% of the paid up capital of Kuora, Inc (China) (or, Xi'an Xiaohuangren Industrial Interconnect Data Technology Limited) and all its subsidiaries.

As of the date this report was filed, the Company has engaged legal counsel in the State of Nevada to review the shareholder list and identify any outstanding common stock issued in certificate form that might possibly be eliminated. The Company will take appropriate action based on the results of the review.

On April 3, 2022, the Company's controlling shareholder, CED Capital LLC, for \$1, sold the 500 Series A preferred shares (convertible at 1 into 200,000,000 common shares, and super majority voting rights of all votes), to Eastwin8, Pte., Ltd., a Singaporean Company. Subsequently, on May 24, 2022, in a share exchange transaction between the directors of Eastwin8 and the Company, the 500 Series A preferred shares were distributed to the stakeholders of Eastwin8 pursuant to an executed Share Exchange Agreement.

The address(es) of the issuer's principal executive office:

Icon Media Holdings Inc.  
30 Cecil Street, #19-08, Prudential Tower,  
Singapore

The address(es) of the issuer's principal place of business:

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

Icon Media Holdings Inc.

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.

30 Cecil Street, #19-08, Prudential Tower,  
Singapore

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 June 23, 2021, a petition was filed against the Company in the District Court of Clark County, Nevada, entitled "In the Matter of Icon Media Holdings Inc., a Nevada corporation" under case number A-20-836830-C by Alpharidge Capital, LLC, along with an Application for Appointment of Custodian, after several attempts to locate prior management and revive the Company's Nevada charter, which had been permanently revoked.

On July 20, 2021, the District Court of Clark County, Nevada entered an Order Granting Application for Appointment of Alpharidge Capital, LLC (the "Order"), as Custodian of the Company. Pursuant to the Order, the Alpharidge Capital, LLC (the "Custodian") has the authority to take any actions on behalf of the Company, that are reasonable, prudent or for the benefit of pursuant to, including, but not limited to, issuing shares of stock and issuing new classes of stock, as well as entering in contracts on behalf of the Company. In addition, the Custodian, pursuant to the Order, is required to meet the requirements under the Nevada charter.

Following the consummation of the Reverse Merger with Eastwin8, Pte., Ltd., a Singaporean Company, the custodian filed a motion with the Nevada District court to discharge the custodianship. On May 26, 2022, the Custodian's petition to the District Court of Clark County, Nevada, to discharge the custodianship was granted, validating all the actions of the custodian and turning over the management of the Company to its duly constituted board of directors.

## 2) Security Information

### Transfer Agent

Name: Signature Stock Transfer  
Phone: (972) 612-4120  
Email: info@signaturestocktransfer.com  
Address: 14673 Midway Road, Suite #220, Addison, Texas 75001

### 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>ICNM</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>45110Q104</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>20,000,000,000</u>	<u>as of date: 12/31/2022</u>
Total shares outstanding:	<u>10,575,901,924</u>	<u>as of date: 12/31/2022</u>
Total number of shareholders of record:	<u>5,421</u>	<u>as of date: 12/31/2022</u>

All additional class(es) of publicly quoted or traded securities (if any): N/A

**Other classes of authorized or outstanding equity securities:**

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). 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 A Preferred</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>10,000,000</u>	<u>as of date: 12/31/2022</u>
Total shares outstanding (if applicable):	<u>500</u>	<u>as of date: 12/31/2022</u>
Total number of shareholders of record (if applicable):	<u>5</u>	<u>as of date: 12/31/2022</u>

**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.**

Shareholders of Common Stock shall be entitled to 1 vote per share owned on all matters submitted for shareholder vote.

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

Series A preferred shares are convertible at 1 into 200,000,000 common shares, and super majority voting rights of all votes

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

For common stock, 8,732,907,302 shares are non-restricted, and the other 1,842,994,622 shares are restricted.

For preferred stock, all of the 500 shares are restricted.

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

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

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 as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2020</u> Common: <u>9,770,901,924</u> Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
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 (entities must have individual with voting / investment control disclosed).	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.
5/24/2022	New Issuance	150	Series A Preferred	N/A	No	Eastwin Capital Pte Ltd. (David Chong)	Share Exchange Agreement	Restricted	Rule 144
5/24/2022	New Issuance	150	Series A Preferred	N/A	No	Nunissait, TJANDRA	Share Exchange Agreement	Restricted	Rule 144
5/24/2022	New Issuance	150	Series A Preferred	N/A	No	Siew Hoong Joseph, LEE	Share Exchange Agreement	Restricted	Rule 144
5/24/2022	New Issuance	25	Series A Preferred	N/A	No	Chin Ngiap, TAN	Share Exchange Agreement	Restricted	Rule 144
5/24/2022	New Issuance	25	Series A Preferred	N/A	No	Wai Cheung, WONG	Share Exchange Agreement	Restricted	Rule 144
<u>2/18/2022</u>	New Issuance	<u>205,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Frank I Igwealor</u>	<u>Operating Capital</u>	Restricted	Rule 144
3/29/2022	New Issuance	<u>313,000.00</u> <u>0</u>	<u>Common</u>	<u>\$0.00216</u> <u>8</u>	<u>No</u>	<u>GHS Investments, LLC</u>	<u>Debt Settlement</u>	Restricted	Rule 144
3/29/2022	New Issuance	287,000,000	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Frank I Igwealor</u>	<u>Services Rendered</u>	Restricted	Rule 144
Shares Outstanding on Date of This Report: <u>Ending Balance</u>									

Date 12/31/2022 Common: 10,575,901.924  
Preferred: 500

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, 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, 2021 through December 31, 2022 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

On July 20, 2021, pursuant to a Securities Purchase Agreement (SPA) the Custodian granted to Community Economic Development Capital, LLC. (CED Capital), 500 Series A preferred shares (convertible at 1 into 200,000,000 common shares, and super majority voting rights of all votes) in exchange for \$35,000 which the Company used to fund the reinstatement of the Company with the State of Nevada, settlement of the Stock Transfer Agent's balance. CED Capital also undertook to make all reasonable efforts to provide adequate current public information to meet the requirements under the Securities Act of 1933.

On April 3, 2022, the Company's controlling shareholder, CED Capital LLC, for \$1, sold its 500 Series A preferred shares (convertible at 1 into 200,000,000 common shares, and super majority voting rights of all votes), to Eastwin8, Pte., Ltd., a Singaporean Company. Subsequently, on May 24, 2022, in a share exchange transaction between the directors of Eastwin8 and the Company, the 500 Series A preferred shares were distributed to the stakeholders of Eastwin8 pursuant to an executed Share Exchange Agreement.

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

Use the space below to provide any additional details, including footnotes to the table above:

N/A

## 4) Issuer's Business, Products and Services

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v3 February 2021)

Page 12 of 24

The purpose of this section is to provide a clear description of the issuer's current operations.  
(Please 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")

Icon Media Holdings, Inc. (ICNM) is a diversified global technology company. ICNM is the parent of Eastwin8 is a Singapore-based digital network platform that enables businesses to conduct eCommerce with full integration of logistics network. Business owners can take advantage of the platform functions to plan, optimise and distribute the jobs to the logistics partners via mobile apps. Under the platform, it is easy to add "service partners" to the network so that other platform users can access the extended resources via the platform network. For paid subscribers, the platform provides additional functions such as Automatic Route Planning, Live Tracking, Private Network and many valued added services. Once the platform is further enhanced and deployed, the service partner network will expand to cross border logistics, Insurance, Fintech, Marketing, Business Transformation, IT services, Purchasing and Consultancy. The platform will also be implementing the acceptance of cryptocurrency payment in certain marketplaces / countries where cryptocurrency or other forms of digital assets are permissible.

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

Eastwin8, Pte., Ltd., a Singaporean Company

- C. Describe the issuers' principal products or services.

Eastwin8, Pte., Ltd provides Digital network platform that enables businesses to conduct eCommerce with full integration of logistics network. In addition, for paid subscribers, the platform provides additional functions such as Automatic Route Planning, Live Tracking, Private Network and many valued added services.

## 5) Issuer's Facilities

The goal of this section is to provide a potential investor 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, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company has current assets of \$ 21,848 and current liabilities of \$ 36,604 as of December 31, 2022. And has no long-term asset and liability as of December 31, 2022.

The Company's headquarter office address is 30 Cecil Street, #19-08, Prudential Tower, Singapore

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Eastwin8, Pte., Ltd provides Digital network platform that enables businesses to conduct eCommerce with full integration of logistics network. In addition, for paid subscribers, the platform provides additional functions such as Automatic Route Planning, Live Tracking, Private Network and many valued added services.

## 6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

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 an investor 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 shareholders.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Chin Ngiap, TAN <sup>(1)(2)</sup>	<u>President, CEO,</u>	<u>380 Jalan Besar</u> <u>#06-02, ARC 380</u> <u>Singapore</u>	<u>25</u>	<u>Preferred</u>	<u>5.00%</u>	_____
Nunissait, TJANDRA <sup>(1)(2)</sup>	<u>Owner of more than 5%</u>	<u>380 Jalan Besar</u> <u>#06-02, ARC 380</u> <u>Singapore</u>	<u>150</u>	<u>Preferred</u>	<u>30.00%</u>	_____
Siew Hoong Joseph, LEE <sup>(1)(2)</sup>	<u>Owner of more than 5%</u>	<u>380 Jalan Besar</u> <u>#06-02, ARC 380</u> <u>Singapore</u>	<u>150</u>	<u>Preferred</u>	<u>30.00%</u>	_____
Eastwin Capital Pte Ltd. <sup>(1)(2)</sup>	<u>Owner of more than 5%</u>	<u>380 Jalan Besar</u> <u>#06-02, ARC 380</u> <u>Singapore</u>	<u>150</u>	<u>Preferred</u>	<u>30.00%</u>	<u>David Chong</u>
Wai Cheung, WONG <sup>(1)(2)</sup>	<u>Owner of more than 5%</u>	<u>380 Jalan Besar</u> <u>#06-02, ARC 380</u> <u>Singapore</u>	<u>25</u>	<u>Preferred</u>	<u>5.00%</u>	_____

- 1) Until the transfer of April 3, 2022, Frank I Igwealor's Community Economic Development Capital, LLC. (CED Capital), a California limited liabilities company, with an address at 370 Amapola Ave., Suite 200-A, Torrance, CA 90501. Owned 500 share of Special 2021 Series A Preferred Stock, at par value of \$0.001, in exchange for \$35,000. The Special 2021 Series A Preferred Stock has majority voting rights over all classes of stock. Each one (1) of the Special 2021 Series A Preferred Stock is convertible into 200,000,000 shares of the Company's common stock
- 2) On April 3, 2022, the Company's former controlling shareholder, CED Capital LLC, for \$1, sold the 500 Series A preferred shares (convertible at 1 into 200,000,000 common shares, and super majority voting rights of all votes), to Eastwin8, Pte., Ltd., a Singaporean Company. Subsequently, on May 24, 2022, in a share exchange transaction between the directors of Eastwin8 and the Company, the 500 Series A preferred

shares were distributed to the stakeholders of Eastwin8 pursuant to an executed Share Exchange Agreement.

## 7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. 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, or banking activities;

N/A

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

N/A

4. The entry 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.

N/A

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 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.

N/A

## 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.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jeff Turner  
Address 1: 897 W Baxter Dr. South Jordan, Utah 84095  
Address 2: \_\_\_\_\_  
Phone: 801.810.4465  
Email: jeff@jdt-legal.com

Name: Udo Ekekeulu, Esq

Address 1: 11432 South Street, #373, Cerritos, CA 90703  
Address 2: \_\_\_\_\_  
Phone: 310-866-6018  
Email: alphaadvocatelaw@gmail.com

#### Accountant or Auditor

Name: Keith K Zhen\_\_\_\_  
Firm: Keith K Zhen CPA\_\_\_\_  
Address 1: 2070 West 6<sup>th</sup> Street, Brooklyn. NY 11223  
Address 2: \_\_\_\_\_  
Phone: 347-408-0693\_\_\_\_  
Email: keithzhen@yahoo.com \_\_\_\_\_

#### Investor Relations

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 **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: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## **9) Financial Statements**

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

- ☐ IFRS  
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)<sup>2</sup>:

Name:

Jacky.Hu

Title:

Accountant

Relationship to Issuer:

Employee

Describe the qualifications of the person or persons who prepared the financial statements: (1) 22 years experience in auditing, accounting and IPO consulting for OTC Market and Nasdaq listing Companies; (2) Certified Management Accountant of USA (CMA); (3) International Certified Internal Auditor (CIA); (4) Master degree in Economic.

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

## 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, Tan Chin Ngiap certify that:

1. I have reviewed this Disclosure Statement for Icon Media 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.



<sup>2</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.

03/31/2023 [Date]

/s/ Tan Chin Ngiap [CEO's Signature]

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

*Principal Financial Officer:*

I, Tan Chin Ngiap certify that:

1. I have reviewed this Disclosure Statement for Icon Media 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.

03/31/2023 [Date]

/s/ Tan Chin Ngiap [CFO's Signature]

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

**Icon Media Holdings Inc.**  
**INDEX TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

	<u>Page</u>
Financial Statements	
Unaudited Consolidated Balance Sheets As of December 31, 2022 and 2021	F-2
Unaudited Consolidated Statements of Operations for the Years Ended December 31, 2022 and 2021	F-3
Unaudited Consolidated Statements of Stockholders' Deficit for the Years Ended December 31, 2022 and 2021	F-4
Unaudited Consolidated Statements of Cash Flows for the Years Ended December 31, 2022 and 2021	F-5
Notes to Unaudited Consolidated Statements for the Years Ended December 31, 2022 and 2021	F-6

**Icon Media Holdings, Inc**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

	December 31, 2022	December 31, 2021
<b><u>ASSETS</u></b>		
Current Assets:		
Cash and cash equivalents	\$ 1,268	\$ -
Other receivables, net	20,580	-
Total Current Assets	21,848	-
Total Assets	\$ 21,848	\$ -
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>		
Current Liabilities:		
Accounts payable and accrued payables	\$ 739	
Due to related party	35,865	
Total Current Liabilities	36,604	-
Total Liabilities	36,604	-
Stockholders' Equity:		
Preferred Stock: \$.001 par value, 10,000,000 authorized, 500 issued and outstanding as at December 31, 2022 and 2021.	5	5
Common stock: 20,000,000,000 shares authorized, par value \$0.001 each, 10,575,901,924 and 9,770,901,924 shares issued and outstanding at December 31, 2022 and 2021.	10,575,902	9,770,902
Additional paid in capital	(3,395,143)	(2,590,513)
Accumulated deficit	(7,195,256)	(7,180,394)
Accumulated other comprehensive loss	(264)	-
Stockholders' Equity (Deficit) - Icon Media Holdings, Inc. and Subsidiaries	(14,756)	-
Noncontrolling interest	-	-
Total Stockholders' Equity (Deficit)	(14,756)	-

Total Liabilities and Stockholders' Equity	\$	21,848	\$	-
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The accompanying notes are an integral part of these financial statements.

F-2

### Icon Media Holdings Inc.

#### CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

	For the Year Ended December 31,	For the Year Ended December 31,
	2022	2021
Revenues	\$ -	-
Cost of goods sold	-	-
<b>Gross profit (loss)</b>	-	-
Operating expenses:		
General and administrative expenses	14,121	-
<b>Total operating expenses</b>	14,121	-
<b>Income (Loss) from operations</b>	(14,121)	-
Other income (expense):		
Other income (expense), net	264	-
<b>Total other income (expense)</b>	264	-
<b>Income (Loss) before income taxes</b>	(13,857)	-

Income taxes	-	-
<b>Net income</b>	<u>(13,857)</u>	<u>-</u>
<b>Other comprehensive income (loss):</b>		
Unrealized foreign currency translation adjustment	(264)	-
<b>Total Comprehensive income(loss)</b>	<u>(14,121)</u>	<u>-</u>
<b>Earnings per common share</b>		
Basic and diluted	(0.00)	-
<b>Weighted average common shares outstanding</b>		
Basic	10,575,901,924	9,770,901,924
Diluted	10,575,901,924	9,770,901,924

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

**F-3**

# Icon Media Holdings, Inc

## CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT (UNAUDITED)

	Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Accumulated Other Comprehensive	
	Shares	Amount	Shares	Amount	Capital	Deficit	Income (Loss)	Total
For the year ended December 31, 2022 and 2021								
Balance, December 31, 2020			9,770,901,924	9,770,902	(2,590,508)	(7,180,394)	-	-
Shares Issuance	500	5			(5)			-
Net Income (Loss)								-
Balance, December 31, 2021	500	5	9,770,901,924	\$ 9,770,902	(2,590,513)	(7,180,394)	-	-
Net Income (Loss)						(13,857)		(13,857)
Acquisition of Eastwin8 Pte Ltd					370	(1,005)		(635)
Shares Issuance			805,000,000	805,000	(805,000)			-
Foreign currency translation adjustment							(264)	(264)
Balance, December 31, 2022	500	5	10,575,901,924	\$ 10,575,902	(3,395,143)	(7,195,256)	(264)	(14,756)

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

**F-4**

**Icon Media Holdings Inc.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(UNAUDITED)

	<b>For the Year Ended December 31,</b>	<b>For the Year Ended December 31,</b>
	<b>2022</b>	<b>2021</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income (loss)	\$ (13,857)	\$ -
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Assets impairments loss	1,157,291	-
<b>Changes in assets and liabilities:</b>		
Accounts receivable	(1,157,291)	-
Other receivables	(20,197)	-
Accounts payable and accrued payables	725	-
<b>Net cash provided by operating activities</b>	<b>(33,329)</b>	<b>-</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issuing common stock	362	-
Proceeds from (repayment to) related party	21,189	-
<b>Net cash used in financing activities</b>	<b>21,551</b>	<b>-</b>
EFFECT OF EXCHANGE RATE CHANGES ON CASH	(265)	-
NET INCREASE (DECREASE) IN CASH	(12,043)	-
CASH, BEGINNING OF PERIOD	13,311	-
CASH, END OF PERIOD	\$ 1,268	-

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

**F-5**

Icon Media Holdings Inc.  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2022  
(Unaudited)

**NOTE 1 – Development Stage Company**

Icon Media Holdings, Inc., (“the Company”) was incorporated in the State of Nevada on September 14, 1998. Icon Media Holdings used to be a diversified global technology company that provides technical consulting services for the wireless industry. These services include small cell, distributed antenna systems (DAS) and Wi-Fi technical consulting, design and implementation services. The targeted customers for these services are wireless carriers, Real Estate Investment Trusts, public facilities, hospitals and other enterprise clients.

The Company had abandoned its business and failed to take steps to dissolve, liquidate and distribute its assets. It had also failed to meet the required reporting requirements with the Nevada Secretary of State, hold an annual meeting of stockholders and pay its annual franchise tax from September 2018 to 2021 which resulted in its Nevada charter being revoked. The Company also failed to provide adequate current public information as defined in Rule 144, promulgated under the Securities Act of 1933, and was thus subject to revocation by the Securities and Exchange Commission pursuant to Section 12(k) of the Exchange Act. On June 23, 2021, a shareholder filed a petition for custodianship, with the District Court, Clark County, Nevada and was appointed as the custodian of the Company on July 20, 2021. The Company’s Nevada charter was revived on July 21, 2021, and all required reports were filed with the State of Nevada soon after. The Company remains active as of the date of this report and is currently taking steps to provide adequate current public information to meet the requirements under the Securities Act of 1933. The custodian was not able to recover most of the Company’s accounting records from previous management but was able to get a balance sheet, debt schedules, and the shareholder information hence the Company’s outstanding common shares were reflected in the equity section of the accompanying unaudited financial statements for fiscal year ended 2021 and 2020, and for the quarters ending April 30, 2021, and July 31, 2021.

Icon Media Holdings, Inc. (the Company), known USA Signal Technology, Inc. until March 2011, was incorporated on September 14, 1998 pursuant to the laws of the State of Nevada.

The company incurred operating losses over the years until it stopped reporting in August 2014, resulting in accumulated deficit of \$7,180,394 as at September 30, 2018. After their quarterly reports of September 30, 2018, the Company stopped all forms of making public report of its operation and financial results.

On June 1, 2021, Alpharidge Capital, LLC, a shareholder of the Company, served a demand to the Company, at last address of record, to comply with the Nevada Secretary of State statutes N. R.S. 78.710 and N. R.S. 78.150. On June 23, 2021, a petition was filed against the Company in the District Court of Clark County, Nevada, entitled “In the Matter of Icon Media Holdings Inc., a Nevada corporation” under case number A-20-836830-C by Alpharidge Capital, LLC, along with an Application for Appointment of Custodian, after several attempts to locate prior management and revive the Company’s Nevada charter, which had been permanently revoked.

On July 20, 2021, the District Court of Clark County, Nevada entered an Order Granting Application for Appointment of Alpharidge Capital, LLC (the “Order”), as Custodian of the Company. Pursuant to the Order, the Alpharidge Capital, LLC (the “Custodian”) has the authority to take any actions on behalf of the Company, that are reasonable, prudent or for the benefit of pursuant to, including, but not limited to, issuing shares of stock and issuing new classes of stock, as well as entering in contracts on behalf of the Company. In addition, the Custodian, pursuant to the Order, is required to meet the requirements under the Nevada charter.

On July 20, 2021, pursuant to a Securities Purchase Agreement (SPA) the Custodian granted to Community Economic Development Capital, LLC. (CED Capital), 500 Series A preferred shares (convertible at 1 into 200,000,000 common shares, and super majority voting rights of all votes) in exchange for \$35,000 which the Company used to fund the reinstatement of the Company with the State of Nevada, settlement of the Stock Transfer Agent's balance. CED Capital also undertook to make all reasonable efforts to provide adequate current public information to meet the requirements under the Securities Act of 1933.

On July 20, 2021, the Custodian appointed Frank I Igwealor, who is associated to Alpharidge Capital, LLC., as the Company's sole officer, secretary, treasurer and director. The purchaser of the 500 Series A preferred shares has control of the Company through super majority voting rights over all classes of stock and the 500 Series A preferred shares are convertible into 100,000,000,000 (500 Series A preferred shares multiplied by 200,000,000) shares of the Company's common stock. However, the court appointed control still remains with the Custodian until the Custodian files a petition with the District Court of Clark County, Nevada to relinquish custodianship and control of the Company.

On July 21, 2021, the Company filed a Certificate of Revival with the Secretary State of the State of Nevada, which revived the Company's charter and appointed a new Resident Agent in Nevada.

The company has recently engaged forensic accountants and assets recovery consultant to help recover the assets of the company from previous management to make shareholders whole again.

The company is currently a non-operating holding company.

The Company intends to go after the Toxic lenders and predatory lenders that have been milking the corporation and depriving the shareholders of stability because of the nonstop dilutions they had subjected the company to these past years.

The Company recently wrote down all of its assets to zero following a change of management because new management had doubts about the value of each assets and their availability for the Company's utilization. Following the management change, the Company has funded its operation with advances from the new management. The company hopes to continue with this arrangement until it could raise sufficient capital to stand on its own feet. The company has also engaged with forensic accountants and assets recovery consultants to help recover the assets of the company from previous management and predatory lenders to make shareholders whole again.

On April 3, 2022, the Company's controlling shareholder, CED Capital LLC, for \$1, sold the 500 Series A preferred shares (convertible at 1 into 200,000,000 common shares, and super majority voting rights of all votes), to Eastwin8, Pte., Ltd., a Singaporean Company. Subsequently, on May 24, 2022, in a share exchange transaction between the directors of Eastwin8 and the Company, the 500 Series A preferred shares were distributed to the stakeholders of Eastwin8 pursuant to an executed Share Exchange Agreement.

On May 26, 2022, the Custodian's petition to the District Court of Clark County, Nevada, to discharge the custodianship was granted, validating all the actions of the custodian and turning over the management of the Company to its duly constituted board of directors.

On December 26th 2022, the Company through Eastwin 8 Pte Ltd (Eastwin 8), a Singapore subsidiary company 100% owned by Icon Media Holdings, Inc, entered into a definite agreement with Kuora Inc., formerly known as All American Pet Company Inc. (OTC: AAPT), a Nevada Corporation, through which Eastwin 8 will purchase 100% of the paid up capital of Kuora, Inc (China) (or, Xi'an Xiaohuangren Industrial Interconnect Data Technology Limited) and all its subsidiaries.

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

### Basis of Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP").

This basis of accounting differs in certain material respects from that used for the preparation of the books of Eastwin8 Pte Ltd, which are prepared in accordance with the accounting principles and the relevant financial regulations applicable to enterprises with limited liabilities established in Singapore, the accounting standards used in the places of their domicile. The accompanying consolidated financial statements reflect necessary adjustments not recorded in the books of Eastwin8 Pte Ltd to present them in conformity with U.S. GAAP.

### Principles of Consolidation

The accompanying consolidated financial statements consolidate the financial statements of Icon Media Holdings Inc., and its 100% owned subsidiary Eastwin8 Pte Ltd.. All significant intercompany balances and transactions have been eliminated. The results of subsidiaries acquired or disposed of during the respective periods are included in the consolidated statements of income and comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

### Foreign Currency Translation

The accompanying consolidated financial statements are presented in United States dollar ("\$"), which is the reporting currency of the Company. The functional currency of Icon Media Holdings Inc is United States dollar. The functional currency of Eastwin8 Pte Ltd. is Singapore Dollar ("SGD"). For the subsidiaries whose functional currencies are SGD, results of operations and cash flows are translated at average exchange rates during the period, assets and liabilities are translated at the exchange rate at the end of the period, and equity is translated at historical exchange rates. The resulting translation adjustments are included in determining other comprehensive income or loss. Transaction gains and losses are reflected in the consolidated statements of income and comprehensive income.

### Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company bases its estimates and judgments on historical experience and on various other assumptions and information that are believed to be reasonable under the circumstances. Estimates and assumptions of future events and their effects cannot be perceived with certainty and, accordingly, these estimates may change as new events occur, as more experience is acquired, as additional information is obtained and as operating environment changes. Significant estimates and assumptions by management include, among others, estimated life and impairment of long-lived assets, allowance for doubtful accounts, contingencies and litigation, total costs in connection with service revenues, valuation of inventories and income taxes including the valuation allowance for deferred tax assets. While the Company believes that the estimates and assumptions used in the preparation of the financial statements are appropriate, actual results could differ from those estimates. Estimates and assumptions are periodically reviewed and the effects of revisions are reflected in the financial statements in the period they are determined to be necessary.

### Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and cash in time deposits, certificates of deposit and all other highly liquid instruments with original maturities of three months or less.

### Fair values of financial instruments

The Company adopted ASC 820 "Fair Value Measurements," which defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosures requirements for fair value measures. Current assets and current liabilities qualified as financial instruments and management believes their carrying amounts are a reasonable estimate of fair value because of the short period of time between the origination of such instruments and their expected realization and if applicable, their current interest rate is equivalent to interest rates currently available. The three levels are defined as follow:

- Level 1 — inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 — inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.
- Level 3 — inputs to the valuation methodology are unobservable and significant to the fair value.

As of the balance sheet date, the estimated fair values of the financial instruments approximated their fair values due to the short-term nature of these instruments. Determining which category an asset or liability falls within the hierarchy requires significant judgment. The Company evaluates the hierarchy disclosures each year.

### Concentration of Credit Risk

Financial instruments the Company holds that are subject to concentrations of credit risk are cash, restricted cash, notes receivables and accounts receivable arising from its normal business activities. The Company places its cash and restricted cash in what it believes to be credit-worthy financial institutions. The Company routinely assesses the credit status of its customers and, based upon factors surrounding the credit risks, establishes an allowance, if required, for uncollectible accounts. The company believes its notes receivable and accounts receivable credit risk exposure beyond such allowance is limited.

### Income Taxes

The Company accounts for income taxes under the provision of FASB ASC 740-10, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax 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.

### Commitments and Contingencies

The Company follows ASC 450-20, Loss Contingencies, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

#### Earnings Per Share

Net income (loss) per share is calculated in accordance with ASC 260, Earnings Per Share. The weighted-average number of common shares outstanding during each period is used to compute basic earnings or loss per share. Diluted earnings or loss per share is computed using the weighted average number of shares and diluted potential common shares outstanding. Dilutive potential common shares are additional common shares assumed to be exercised.

Basic net income (loss) per common share is based on the weighted average number of shares of common stock outstanding on December 31, 2022 and 2021. Due to net operating loss, there is no presentation of dilutive earnings per share, as it would be anti-dilutive.

#### Recent Accounting Pronouncements

In December 2019, the FASB issued ASU 2019-12 — Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes. This ASU provides an exception to the general methodology for calculating income taxes in an interim period when a year-to-date loss exceeds the anticipated loss for the year. This update also (1) requires an entity to recognize a franchise tax (or similar tax) that is partially based on income as an income-based tax and account for any incremental amount incurred as a non-income-based tax, (2) requires an entity to evaluate when a step-up in the tax basis of goodwill should be considered part of the business combination in which goodwill was originally recognized for accounting purposes and when it should be considered a separate transaction, and (3) requires that an entity reflect the effect of an enacted change in tax laws or rates in the annual effective tax rate computation in the interim period that includes the enactment date. The standard is effective for the Company for fiscal years beginning after December 15, 2020, with early adoption permitted. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

The Company does not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material impact on its the consolidated financial position, statements of operations and cash flows.

### **NOTE 3 - GOING CONCERN**

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. The Company currently has no operations with an accumulated deficit of \$7,195,256 as of December 31, 2022. The Company intends to commence operations as set out above and raise the necessary funds to carry out the aforementioned strategies. The Company cannot be certain that it will be successful in these strategies even with the required funding.

These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

## NOTE 4 - INCOME TAXES

Income taxes are provided based upon the liability method. Under this approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against deferred tax assets if management does not believe the Company has met the “more likely than not” standard imposed by accounting standards to allow recognition of such an asset.

Deferred tax assets/liabilities were as follows as of December 31, 2022 and 2021:

Description	December 31, 2022	December 31, 2021
Net operating loss carry forward	\$ 7,180,394	\$ 7,180,394
Valuation allowance	(7,180,394)	(7,180,394)
<b>Total</b>	<b>\$ -</b>	<b>\$ -</b>

As of December 31, 2022, the Company expected no net deferred tax assets to be recognized, resulting from net operating loss carry forwards. Deferred tax assets were offset by a corresponding allowance of 100%.

The Company experienced a change in control during the year, and therefore no more than an insignificant portion of this net operating allowance will ever be used against future taxable income.

## NOTE 5 – DUE TO RELATED PARTY

The balance of \$35,865 due to related party mainly refer to the balance due to shareholders. This non-trade balance due to related parties are unsecured, interest free and repayable upon demand.

## NOTE 6 - COMMITMENTS AND CONTINGENCIES

### Risks and Uncertainties

The Company's operations are subject to significant risks and uncertainties including financial, operational and regulatory risks, including the potential risk of business failure.

The Company has entered into no contracts during the year as follows:

### Legal and other matters

In the normal course of business, the Company may become a party to litigation matters involving claims against the Company. The Company's management is aware of a garnishment order that was previously served to the Company's Stock Transfer Agents. The Company's attorneys are reviewing the garnishment order to ascertain its implication to the company's financial statements. Aside from the court order discussed above, The Company's management is unaware of any pending or threatened assertions and there are no current matters that would have a material effect on the Company's financial position or results of operations.

## **NOTE 7 - SUBSEQUENT EVENTS**

On February 6th, 2023, the equity acquisition transactions registration procedures was completed by the Administration for Industry and Commerce. Which was also the substantial acquisition date for Kuora, Inc(China).

Previously, the Company, through Eastwin 8 Pte Ltd, entered into a definite agreement with Kuora Inc(China). to purchase 100% of the paid up capital of Kuora, Inc(China) on December 26<sup>th</sup> 2022. Please refer to Note 1.

Management has evaluated subsequent events through the date of filing the consolidated financial statements with OTC Markets, the date the consolidated financial statements were available to be issued. Management is not aware of any significant events that occurred subsequent to the balance sheet date that would have a material effect on the consolidated financial statements thereby requiring adjustment or disclosure, other than those noted above.

