

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended: **December 31, 2022**

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_



**WETRADE GROUP INC**

(Exact name of registrant as specified in its charter)

**Wyoming**

(State or other jurisdiction of  
incorporation or organization)

**N/A**

(I.R.S. Employer  
Identification Number)

**Room 101, Level 1 Building 8,  
No. 18, Kechuang 10th Street,  
Beijing Economic and Technological Development Zone  
People's Republic of China 100020**  
(Address of principal executive offices) (Zip code)

**+86-135-011-76409**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:  
**Common Stock, no par value**

Securities registered pursuant to Section 12(g) of the Act:  
**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☒

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or an amendment to this form 10-K. Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer" "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer ☐  
Non-accelerated filer ☐  
Emerging growth company ☒

Accelerated filer ☐  
Smaller Reporting Company ☒

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

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

As of July 14, 2023, there were 1,054,530 shares of common stock outstanding.



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## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”). These forward-looking statements are generally located in the material set forth under the headings “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Business” and “Properties” but may be found in other locations as well. These forward-looking statements are subject to risks and uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from the results, performance or achievements expressed or implied by the forward-looking statements. You should not unduly rely on these statements.

We identify forward-looking statements by use of terms such as “may,” “will,” “expect,” “anticipate,” “estimate,” “hope,” “plan,” “believe,” “predict,” “envision,” “intend,” “will,” “continue,” “potential,” “should,” “confident,” “could” and similar words and expressions, although some forward-looking statements may be expressed differently. You should be aware that our actual results could differ materially from those contained in the forward-looking statements.

Forward-looking statements are based on information available at the time the statements are made and involve known and unknown risks, uncertainties and other factors that may cause our results, levels of activity, performance or achievements to be materially different from the information expressed or implied by the forward-looking statements in this report. These factors include, among others:

- our ability to raise capital;
- our ability to identify suitable acquisition targets;
- our ability to successfully execute acquisitions on favorable terms;
- declines in general economic conditions in the markets where we may compete;
- unknown environmental liabilities associated with any companies we may acquire; and
- significant competition in the markets where we may operate.

Where we express an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis.

Forward-looking statements speak only as of the date of this report or the date of any document incorporated by reference in this report. Except to the extent required by applicable law or regulation, we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events.

## PART I

### ITEM 1. BUSINESS

#### Overview

WeTrade Group, Inc (the “Company”) was incorporated in the State of Wyoming on March 28, 2019. As of December 31, 2022, the Company engages in the business of providing technical solutions via its social e-commerce platform and chatGPT technical services. We are committed to providing an international cloud-based intelligence system and have independently developed a micro-business cloud intelligence system called the “YCloud.” Our goal is to provide technical and auto-billing management services to micro-business online stores in China through big data analytics, machine learning mechanisms, social network recommendations, and multi-channel data analysis.

We provide technology services to both individual and corporate users. Through Yueshang Information Technology (Beijing) Limited (“Yueshang Beijing”), we provide access to “YCloud” to our two customers, which are Zhuozhou Weijiafu Information Technology Limited (“Weijiafu”), a PRC technology company, which then provide “YCloud” services to individual and corporate micro-business owners and Changtongfu Technology (Hainan) Co Limited (“Changtongfu”), a PRC technology company, which then provide “YCloud” services to individual and corporate business owners in the hotel and travel industries.

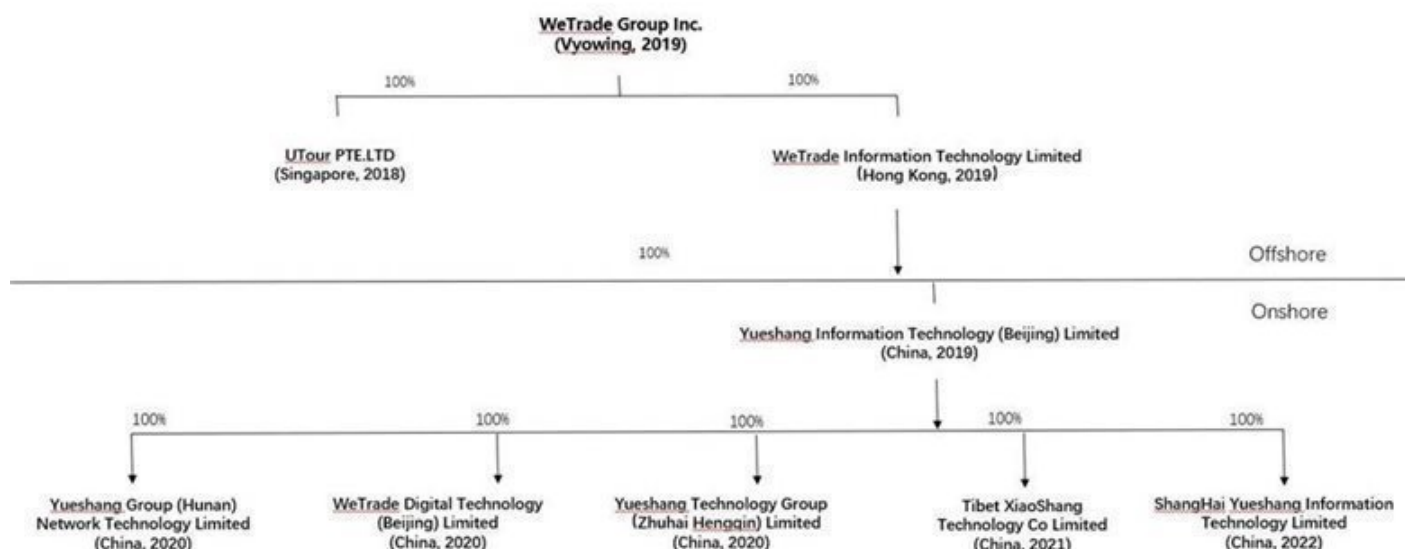
The market for individual micro-business owners represents a potential of 330 million users by the year of 2023. (Source: iResrarch. <http://xueqiu.com/8455183447/172404679?sharetime=2,2/22/2021>). YCloud serves corporate users in multiple industries, including Yuetao Group, Zhiding, Lvyue, Yuebei, Yuedian, Coke GO, and Zhongyanshangyue. We conduct business operations in mainland China and have established trial operations in Hong Kong. We expect to utilize the YCloud system to establish a global strategic cooperation with various social media platforms.

The main functions of the YCloud system are to manage users’ marketing relationships, CPS commission profit management, multi-channel data statistics, AI fission and management, and improved supply chain systems.

Currently, YCloud serves the micro business industry. We have expanded the application of YCloud to tourism, hospitality, livestreaming and short video, medical beauty and traditional retail industries.

#### Corporate History and Structure

The following diagram sets forth the structure of the Company as of the date of this report:



WeTrade Group, Inc (referred to herein as “WeTrade Group”) was incorporated in the State of Wyoming on March 28, 2019.

Utour Pte. Ltd. (referred to herein as “Utour”) was incorporated in Singapore on March 23, 2018 as a limited liability company. Utour is 100% owned by WeTrade Group.

WeTrade Information Technology Limited (referred to herein as “WeTrade Technology”) was incorporated in Hong Kong on September 4, 2019 as a limited liability company. WeTrade Technology is 100% owned by WeTrade Group.

Yueshang Information Technology (Beijing) Limited (referred to herein as “Yueshang Beijing”) was incorporated in China on November 13, 2019 and is in the business of providing social e-commerce services, technical system support, and services. Yueshang Beijing is a wholly foreign owned entity in China and is 100% owned by WeTrade Technology.

Yueshang Group (Hunan) Network Technology Limited (referred to herein as “Yueshang Hunan”) was incorporated in China in 2020 as a limited liability company and is in the business of providing software development, technical system support, and services. WeTrade Beijing is 100% owned by Yueshang Beijing.

WeTrade Digital Technology (Beijing) Limited (referred to herein as “WeTrade Beijing”), was incorporated in China on December 24, 2020 as a limited liability company and is in the business of providing software development, technical system support, and services. WeTrade Beijing is 100% owned by Yueshang Beijing.

Yueshang Technology Group (Zhuhai Hengqin) Limited (referred to herein as “Yueshang Zhuhai”), was incorporated in China in, 2020 as a limited liability company and is in the business of providing software development, technical system support, and services. Yueshang Zhuhai is 100% owned by Yueshang Beijing.

Tibet XiaoShang Technology Co Limited (referred to herein as “Tibet Xiaoshang”), was incorporated in China on July 29, 2021 as a limited liability company and is in the business of providing software development and technical system services. Tibet Xiaoshang is 100% owned by Yueshang Beijing.

Shanghai Yueshang Information Technology Limited (referred to herein as “Yueshang Shanghai”), was incorporated in China in, 2022 as a limited liability company and is in the business of providing software development, technical system support, and services. Yueshang Shanghai is 100% owned by Yueshang Beijing.

## Reverse Split

The record date for the determination of shareholders entitled to consent to the 1 for 185 Reverse Split was May 2, 2023 (the “Record Date”). As of that date, we had pre-reverse split shares of 195,057,503 issued and outstanding shares of common stock with no par value. Each share of our common stock entitles the holder thereof to one vote on each matter that may come before a meeting or vote of our shareholders.

The Reverse Split was approved by the holders of a majority of our stock entitled to vote on May 9, 2023. The vote required to approve the Reverse Split was 50% of the shares entitled to vote plus one vote, a simple majority. The actual affirmative vote was 51.90% of the issued shares.

On May 19, 2023, we filed a Schedule 14C with Securities and Exchange Commission. The Reverse Split took effect on June 9, 2023.

## Regulatory Permissions and Developments

Our counsel as to PRC law has advised us that the laws and regulations of the PRC do not currently have any material impact on our business, financial condition or results of operations. However, there is no assurance that there will not be any changes in the economic, political and legal environment in Hong Kong in the future. If there is a significant change to current political arrangements between mainland China and Hong Kong, companies operating in Hong Kong such as us may face similar regulatory risks as those operated in PRC, including their ability to offer securities to investors, list their securities on a U.S. or other foreign exchange, conduct their business or accept foreign investment. In light of China’s recent expansion of authority in Hong Kong, there are risks and uncertainties which we cannot foresee for the time being, and rules and regulations in China can change quickly with little or no advance notice. The Chinese government may intervene or influence our current and future operations in Hong Kong at any time, or may exert more control over offerings conducted overseas and/or foreign investment in issuers like ourselves.

We are aware that the PRC government initiated a series of regulatory actions and statements to regulate business operations in certain areas in China with little advance notice, including cracking down on illegal activities in the securities market, enhancing supervision over China-based companies listed overseas using variable interest entity structure, adopting new measures to extend the scope of cybersecurity reviews, and expanding the efforts in anti-monopoly enforcement.

For example, on June 10, 2021, the Standing Committee of the National People’s Congress enacted the PRC Data Security Law, which took effect on September 1, 2021. The law requires data collection to be conducted in a legitimate and proper manner, and stipulates that, for the purpose of data protection, data processing activities must be conducted based on data classification and hierarchical protection system for data security.

On July 6, 2021, the General Office of the Communist Party of China Central Committee and the General Office of the State Council jointly issued a document to crack down on certain activities in the securities markets and promote the high-quality development of the capital markets, which, among other things, requires the relevant governmental authorities to strengthen cross-border oversight of law-enforcement and judicial cooperation, to enhance supervision over Chinese-based companies listed overseas, and to establish and improve the system of extraterritorial application of the PRC securities laws.

On August 20, 2021, the 30th meeting of the Standing Committee of the 13th National People’s Congress voted and passed the “Personal Information Protection Law of the People’s Republic of China,” or “PRC Personal Information Protection Law,” which became effective on November 1, 2021. The PRC Personal Information Protection Law applies to the processing of personal information of natural persons within the territory of China that is carried out outside of China where (i) such processing is for the purpose of providing products or services for natural persons within China, (ii) such processing is to analyze or evaluate the behavior of natural persons within China, or (iii) there are any other circumstances stipulated by related laws and administrative regulations.

On December 28, 2021, the Cyberspace Administration of China (the “CAC”) jointly with the relevant authorities formally published Measures for Cybersecurity Review (2021) which took effect on February 15, 2022, replacing the former Measures for Cybersecurity Review (2020) issued on July 10, 2021. Measures for Cybersecurity Review (2021) stipulates that operators of critical information infrastructure purchasing network products and services, and online platform operators (together with the operators of critical information infrastructure, the “Operators”) carrying out data processing activities that affect or may affect national security, shall conduct a cybersecurity review, and any online platform operator who controls more than one million users’ personal information must undergo a cybersecurity.

On February 17, 2023, with the approval of the State Council, the China Securities Regulatory Commission (the “CSRC”) promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, or the Trial Measures, and five supporting guidelines, which came into effect on March 31, 2023. Pursuant to the Trial Measures, (i) domestic companies that seek to offer or list securities overseas, both directly and indirectly, shall complete filing procedures with the CSRC pursuant to the requirements of the Trial Measures within three working days following their submission of initial public offerings or listing applications. If a domestic company fails to complete the required filing procedures or conceals any material fact or falsifies any major content in its filing documents, such domestic company may be subject to administrative penalties, such as an order to rectify, warnings and fines, and its controlling shareholders, actual controllers, the person directly in charge and other directly liable persons may also be subject to administrative penalties, such as warnings and fines; (ii) if the issuer meets both of the following criteria, the overseas offering and listing conducted by such issuer shall be deemed an indirect overseas offering and listing by a PRC domestic company: (A) 50% or more of any of the issuer’s operating revenue, total profit, total assets or net assets as documented in its audited consolidated financial statements for the most recent fiscal year were derived from PRC domestic companies; and (B) the majority of the issuer’s business activities are carried out in mainland China, or its main place(s) of business are located in mainland China, or the majority of its senior management team in charge of its business operations and management are PRC citizens or have their usual place(s) of residence located in mainland China. In such circumstances, where a PRC domestic company is seeking an indirect overseas offering and listing in an overseas market, the issuer shall designate a major domestic operating entity responsible for all filing procedures with the CSRC, and where an issuer makes an application for an initial public offering or listing in an overseas market, the issuer shall submit filings with the CSRC within three business days after such application is submitted.

On February 24, 2023, the CSRC, together with the MOF, National Administration of State Secrets Protection and National Archives Administration of China, revised the Provisions issued by the CSRC and National Administration of State Secrets Protection and National Archives Administration of China in 2009. The revised Provisions were issued under the title the “Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies,” and became effective on March 31, 2023 together with the Trial Measures. One of the major revisions to the revised Provisions is expanding their application to cover indirect overseas offering and listing, as is consistent with the Trial Measures. The revised Provisions require that, among other things, (a) a domestic company that plans to, either directly or indirectly through its overseas listed entity, publicly disclose or provide to relevant individuals or entities, including securities companies, securities service providers, and overseas regulators, any documents and materials that contain state secrets or working secrets of government agencies, shall first obtain approval from competent authorities according to law, and file with the secrecy administrative department at the same level; and (b) a domestic company that plans to, either directly or indirectly through its overseas listed entity, publicly disclose or provide to relevant individuals and entities, including securities companies, securities service providers, and overseas regulators, any other documents and materials that, if leaked, will be detrimental to national security or public interest, shall strictly fulfill relevant procedures stipulated by applicable national regulations. As of the date of this Report, the revised Provisions have come into effect. Any failure or perceived failure by our Company or our subsidiaries to comply with the above confidentiality and archives administration requirements under the revised Provisions and other PRC laws and regulations may result in the relevant entities being held legally liable by competent authorities, and referred to the judicial organ to be investigated for criminal liability if suspected of committing a crime.

Except for the Basic Law, national laws of the PRC do not apply in Hong Kong unless they are listed in Annex III of the Basic Law and applied locally by promulgation or local legislation. National laws that may be listed in Annex III are currently limited under the Basic Law to those which fall within the scope of defense and foreign affairs as well as other matters outside the limits of the autonomy of Hong Kong. National laws and regulations relating to data protection, cybersecurity and anti-monopoly have not been listed in Annex III and do not apply directly to Hong Kong and, as such, we are advised by our counsel as to PRC law that that the CAC and CSRC do not currently have jurisdiction over companies operating in Hong Kong.

Our counsel as to PRC law has advised us that that we are not currently required to obtain any permission or approval from the CSRC, the CAC or any other regulatory authority in the PRC for our operations, the trading of our securities on the OTCQB and the offering of our securities to foreign investors. The business of our subsidiary is not subject to cybersecurity review with the CAC, given that PRC laws on data protection and cybersecurity do not currently apply to Hong Kong. To the extent that if we become subject to such PRC laws in the future, we do not believe we are required to conduct a cybersecurity review because (i) we do not possess a large amount of personal information in our business operations; and (ii) data processed in our business does not have a bearing on national security and thus may not be classified as core or important data by the authorities. In addition, we are not subject to merger control review by China’s anti-monopoly enforcement agency as such PRC enforcement agency does not currently have jurisdiction over our Hong Kong operating subsidiary. However, our operations could be adversely affected, directly or indirectly, by existing or future laws and regulations relating to our business or industry, if we inadvertently conclude that such approvals are not required when they are, or applicable laws, regulations, or interpretations change and we are required to obtain approval in the future. We may be subject to penalties and sanctions imposed by the PRC regulatory agencies, including the CSRC, if we fail to comply with such rules and regulations, which could adversely affect the ability of the Company’s securities to continue to trade on the OTCQB, which may cause the value of our securities to significantly decline or become worthless.

In addition, in light of the recent statements and regulatory actions by the PRC government, such as those related to Hong Kong’s national security, the promulgation of regulations prohibiting foreign ownership of Chinese companies operating in certain industries, which are constantly evolving, and anti-monopoly concerns, we may be subject to the risks of uncertainty of any future actions of the PRC government in this regard including the risk that the PRC government could disallow our holding company structure, which may result in a material change in our operations, including our ability to continue our existing holding company structure, carry on our current business, accept foreign investments, and offer or continue to offer securities to our investors. These adverse actions could cause the value of our securities to significantly decline or become worthless.

There may be prominent risks associated with our operations being in Hong Kong. For example, as a U.S.-listed public company operating primarily in Hong Kong, we may face heightened scrutiny, criticism and negative publicity, which could result in a material change in our operations and the value of our common stock. Additionally, we are subject to certain legal and operational risks associated with our business operations in Hong Kong, which is subject to political and economic influence from China. PRC laws and regulations governing our current business operations are sometimes vague and uncertain, and we may face the risk that changes in the policies of the PRC government could have a significant impact upon the business we may be able to conduct in Hong Kong and the profitability of such business. Therefore, these risks associated with being based in or having the majority of our operations in Hong Kong could likely cause the value of our securities to significantly decline or be worthless. Furthermore, these risks would likely result in a material change in our business operations or a complete hinderance of our ability to offer or continue to offer our securities to investors. Furthermore, changes in Chinese internal regulatory mandates, such as the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (the “M&A Rules”), the Anti-Monopoly Law, the Cybersecurity Law and the Data Security Law, may target the Company’s corporate structure and impact our ability to conduct business in Hong Kong, accept foreign investments, or list on an U.S. or other foreign exchange.

The U.S. government, including the SEC, has recently made statements and taken certain actions that may lead to significant changes to U.S. and international relations, and will impact companies with connections to the United States or China (including Hong Kong). The SEC has issued statements primarily focused on companies with significant China-based operations. For example, on July 30, 2021, Gary Gensler, Chairman of the SEC, issued a Statement on Investor Protection Related to Recent Developments in China, pursuant to which Chairman Gensler stated that he has asked the SEC staff to engage in targeted additional reviews of filings for companies with significant China-based operations.



## Implications of Holding Foreign Company Accountable Act

On March 24, 2021, the SEC adopted interim final rules relating to the implementation of certain disclosure and documentation requirements of the Holding Foreign Company Accountable Act, or the HFCAA. An identified issuer will be required to comply with these rules if the SEC identifies it as having a “non-inspection” year under a process to be subsequently established by the SEC. In June 2021, the Senate passed the Accelerating Holding Foreign Companies Accountable Act, which, if signed into law, would reduce the time period for the delisting of foreign companies under the HFCAA to two consecutive years instead of three years. If our auditor cannot be inspected by the Public Company Accounting Oversight Board, or the PCAOB, for two consecutive years, the trading of our securities on any U.S. national securities exchanges, as well as any over-the-counter trading in the U.S., will be prohibited. On September 22, 2021, the PCAOB adopted a final rule implementing the HFCAA, which provides a framework for the PCAOB to use when determining, as contemplated under the HFCAA, whether the PCAOB is unable to inspect or investigate completely registered public accounting firms located in a foreign jurisdiction because of a position taken by one or more authorities in that jurisdiction. On December 2, 2021, the SEC issued amendments to finalize rules implementing the submission and disclosure requirements in the HFCAA. The rules apply to registrants that the SEC identifies as having filed an annual report with an audit report issued by a registered public accounting firm that is located in a foreign jurisdiction and that PCAOB is unable to inspect or investigate completely because of a position taken by an authority in foreign jurisdictions. On December 16, 2021, the PCAOB issued a report on its determinations that it is unable to inspect or investigate completely PCAOB-registered public accounting firms headquartered in mainland China and in Hong Kong, because of positions taken by PRC authorities in those jurisdictions. On August 26, 2022, the PCAOB announced that it had signed a Statement of Protocol (the “Statement of Protocol”) with the China Securities Regulatory Commission and the Ministry of Finance of China. The terms of the Statement of Protocol would grant the PCAOB complete access to audit work papers and other information so that it may inspect and investigate PCAOB-registered accounting firms headquartered in China and Hong Kong. According to the PCAOB, its December 2021 determinations under the HFCAA remain in effect. On December 15, 2022, the PCAOB announced that it was able to secure complete access to inspect and investigate PCAOB-registered public accounting firms headquartered in mainland China and Hong Kong completely in 2022. The PCAOB Board vacated its previous 2021 determinations that the PCAOB was unable to inspect or investigate completely registered public accounting firms headquartered in mainland China and Hong Kong. Under the PCAOB’s rules, a reassessment of a determination under the HFCAA may result in the PCAOB reaffirming, modifying or vacating the determination. In the event it is later determined that the PCAOB is unable to inspect or investigate completely the Company’s auditor because of a position taken by an authority in a foreign jurisdiction, then such lack of inspection could cause trading in the Company’s securities to be prohibited under the HFCAA ultimately result in a determination by a securities exchange to delist the Company’s securities.

## Transfers of Cash to and from Our Subsidiaries

WeTrade Group Inc. is a holding company with no operations of its own. We conduct our operations in China primarily through our subsidiaries in China. We may rely on dividends to be paid by our PRC subsidiaries to fund our cash and financing requirements, including the funds necessary to pay dividends and other cash distributions to our shareholders, to service any debt we may incur and to pay our operating expenses. If our PRC subsidiaries incur debt on their own behalf in the future, the instruments governing the debt may restrict its ability to pay dividends or make other distributions to us.

WeTrade Group Inc. is permitted under the Wyoming laws to provide funding to our subsidiaries in Singapore, Hong Kong and PRC through loans or capital contributions without restrictions on the amount of the funds, subject to satisfaction of applicable government registration, approval and filing requirements. WeTrade Technology is also permitted under the laws of Hong Kong to provide funding to WeTrade Group Inc. through dividend distribution without restrictions on the amount of the funds. As of the date of this annual report, there has been no distribution of dividends or assets among the holding company or the subsidiaries. We currently do not have any cash management policies in place.

We currently intend to retain all available funds and future earnings, if any, for the operation and expansion of our business and do not anticipate declaring or paying any dividends in the foreseeable future. Any future determination related to our dividend policy will be made at the discretion of our board of directors after considering our financial condition, results of operations, capital requirements, contractual requirements, business prospects and other factors the board of directors deems relevant, and subject to the restrictions contained in any future financing instruments.

Subject to the Wyoming Business Corporations Act and our bylaws, our board of directors may authorize and declare a dividend to shareholders at such time and of such an amount as they think fit if they are satisfied, on reasonable grounds, that immediately following the dividend the value of our assets will exceed our liabilities and we will be able to pay our debts as they become due. There is no further Wyoming statutory restriction on the amount of funds which may be distributed by us by dividend.

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

Current PRC regulations permit our PRC subsidiaries to pay dividends to WeTrade Technology only out of their accumulated profits, if any, determined in accordance with Chinese accounting standards and regulations. In addition, each of our subsidiaries in China is required to set aside at least 10% of its after-tax profits each year, if any, to fund a statutory reserve until such reserve reaches 50% of its registered capital. Each of such entity in China is also required to further set aside a portion of its after-tax profits to fund the employee welfare fund, although the amount to be set aside, if any, is determined at the discretion of its board of directors. Although the statutory reserves can be used, among other ways, to increase the registered capital and eliminate future losses in excess of retained earnings of the respective companies, the reserve funds are not distributable as cash dividends except in the event of liquidation.

## Our Industry

Micro-businesses in China are the target customers for our product. The term micro-businesses not only refers to corporate companies, but also individuals. It includes all business owners engaged in sales and marketing based on social platforms. Micro-business first emerged when social platforms just started expanding in China, and microbusiness owners were usually individual users of social platforms who used the platform as a business tool. Gradually, the expansion of social platform gave birth to various independent brands and stores which flourished on various social platforms. These brands and stores are known as micro-business owners in today's context. As the industry matured, traditional brands and major e-commerce players joined this market as well. Micro-business as a concept gained more trust among business owners and consumers, and more business owners tried to gain market shares through micro-business channels. One difficulty they face is the limitation of technology support. Our YCloud system not only opens up new resource for micro-business, but also helps remove the technical industry entry barrier for micro-business owners. The number of people running micro-businesses in China has increased from 60 million in 2019 to 260 million in 2022, which is estimated to further increase to 330 million in 2023.

(Source: <https://wenku.baidu.com/view/1ff2df18ba4cf7ec4afe04a1b0717fd5370cb2cf.html>, 2/22/2021)

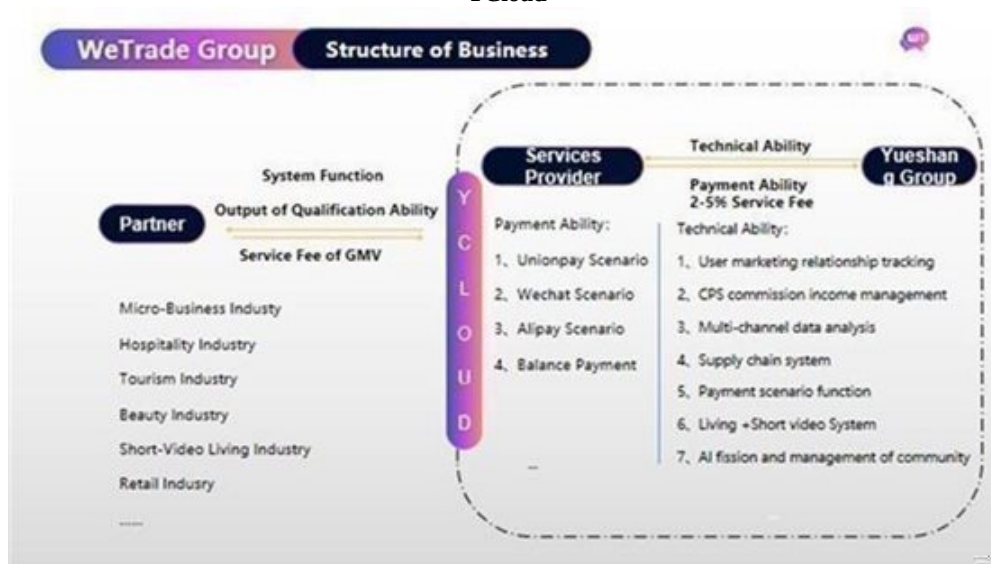
Our business is in the social e-commerce area, which is based on social networking and connects suppliers and consumers in an S2B2C model to facilitate commodity circulation.

Specifically, S2B2C refers to the upstream of the distribution platform(S) that connects commodity suppliers, providing small shop owners(B) with a series of services such as supply chain, logistics, IT systems, training, after-sales, etc., and then the shop owner is responsible for the C-side product sales and user maintenance. Users use social relationships to conduct distribution without intervening in the supply chain. This distribution mode adopts the business method that features relying on existing social groups, and team compensation.

In recent years, as the scale of mobile online shopping has grown steadily, the development of micro-businesses has seen a more promising market environment. According to data from the Ministry of Commerce of PRC, in 2020, the volume of online retail sales of physical goods is 9.8 trillion yuan, an increase of 14.8%. PRC market has been the world's largest online retail market for eight consecutive years. Accordingly, the market scale of micro-business has also been expanding. According to data from iResearch, the size of market transaction in China's micro-business industry in 2016 was 328.77 billion yuan. It is expected that with the growth of demand, the transaction size of the micro-business market in 2023 will be approximately 13 trillion yuan. In addition, with the expansion of the scale of micro-business transactions, the number of domestic micro-business owners has also increased year by year. According to data from iResearch, the number of micro-business owners in China has exceeded 20 million in 2017 and is expected to reach 330 million by 2023. (Source: <https://xueqiu.com/8455183447/172404679?sharetime=2>)

Meanwhile, the industry competition we face should not be underestimated. Due to the low entry barriers, more micro-business owners joined the industry, utilizing online platform such as Wechat. As a result, the current market has become more crowded with homogeneous products. According to the "White Paper on the Internet Development of Mini Programs in 2019", (Source: <http://www.199it.com/archives/990835.html>) as of November 2019, the number of mini programs across the entire network exceeded 4.5 million and the number of third-party service providers already exceeded 8,000. Within the WeChat system, the current top five small business third-party service providers between 2019 and 2020 were Weimob, Youzan, Dianke, BoxPay, and Tengrui, with market shares of approximately 15.3% and 7.3%, 5.3%, 3.6%, 1.0%. However, we believe that the market has not matured into a stable playfield, and we need to conduct market research continuously as many more small and medium-sized micro-business players enter the industry.

## YCloud



We have utilized digitalization, electronic management, electronic data exchange, big data analysis, AI fission technology, revenue management and other technologies to build a strong coordination effect. We believe that our cloud technology enables us to develop a highly functional platform for micro-business users in China. We have optimized our product using the tools and platforms best suited to serve our customers and developed YCloud.

We believe that YCloud is the first global micro-business cloud intelligent internationalization system. It conducts multi-channel data analysis through integrating big data and social recommendation relationships. It also provides users with AI fission and management systems and supply chain systems in order to reach a wider range of user groups. YCloud has four main functions and competitive advantages as follows:

- Multiple integrated payment methods and payment analytics: the YCloud system provides micro-businesses and hotel owners with multiple payment methods such as Alipay, WeChat, and UnionPay. The total order amount on the system is then directly entered into the platform to collect funds in separate accounts. Using YCloud's technology support, the micro-business owners are able to offer multiple channels of payments to their customers, including Alipay, WeChat, and UnionPay. Meanwhile, YCloud assigns a bar code to merchandises that purchasers can then scan to pay, allowing purchasers to make payments both online and offline. This proprietary payment technology allows our customers to reduce labor costs and error rates, thus significantly improving data analysis.



- Single-scenario payment function: although micro-business owners are provided with a multi-method payment function for their consumers through the YCloud system, micro-business owners only have a single sales channel to display. The revenue of each sale is divided by commissions, and the cost is allocated to suppliers and the handling fee to the YCloud system. The remaining balance goes to micro-business owners.
- Multi-scenario payment function: micro-business owners have multiple sales channels to display and numerous channels to perform revenue sharing and profit consolidation functions. After various products are sold through different channels, the cost will be allocated to suppliers and the handling fee to the YCloud system. The remaining balance will be combined and goes to micro-business owners.

Due to the impact of the COVID-19 outbreak in 2020, many companies, including businesses traditionally operating offline in a wide range of industries have opted for a micro-business model to build sales channels through online social platforms and expand business opportunities. As a result of the COVID-19 outbreak, consumer demand shifted, which forced business owners to expand to new markets and be present on multiple social platforms. Through continuous research on the micro-business industry, and its understanding of the relationship between people and social relationships on social platforms, YCloud develops new technology designed to meet the ever changing demand of micro-business owners across all industries as the following:

- Team management: the YCloud system utilizes user marketing relationship tracking and CPS commission revenue management tools.
- AI fission and management: using intelligent robots to analyze user behavior, data sharing, purchase history, and other data, the YCloud system provides tailored recommendations and displays. For example, the YCloud system connects users' behavior across multiple apps and platforms and makes automatic recommendations based on its analysis.
- Supply chain system integration: the YCloud system applies cross-platform resource integration technology. The integration allows the multi-channel output of high-quality products and creates a seamless connection between suppliers and customers. The YCloud provides a complete supply chain system integrating supply, sales, finance, and service.

### **Our Technology**

We have utilized digitalization, electronic management, electronic data exchange, big data analysis, AI fission technology, revenue management and other technologies to build a strong coordination effect. We believe that our cloud technology enables us to develop a highly functional platform for micro-business users in China. We have optimized our product using the tools and platforms best suited to serve our customers. Performance, functional depth, and usability of our product drive our technological decisions and product development, which lead to the successful development of YCloud.

### **Customer**

Through Weijiafu, a PRC technology company, YCloud serves both corporate and individual micro-business owners. The API interface docking provides efficient, fast, and convenient access to all product inputs in upstream supply chain pools of Weijiafu's clients. API interface docking provides a mutual channel for two platforms processing different coding systems, which allows information and data to be shared between the two platforms in a safe and secured way. For individual micro-business owners, we provide YCloud users with access to various resources, such as local community news, merchandise selection, product pool, commodities, finance, local life.

Through Changtongfu, a PRC technology company, YCloud serves both corporate and individual business owners in the hotel and travel industries. The API interface docking provides efficient, fast, and convenient access to all hotel and its related product inputs in upstream supply chain pools of Changtongfu's clients. API interface docking provides a mutual channel for two platforms processing different coding systems, which allows information and data to be shared between the two platforms in a safe and secured way. For individual hotel owners, we provide YCloud users with access to various resources, such as local community news, hotel and merchandise selection, product pool, commodities, finance, local life.

### **Revenue Model**

In the business of providing technical services and solutions via a social e-commerce platform, we are committed to providing an international cloud-based intelligence system and independently developed the "YCloud" system. We aim to provide technical and auto-billing management services to micro-business online stores in China through big data analytics, machine learning mechanisms, social network recommendations, and multi-channel data analysis.

We derive our revenue from service fees charged for transactions conducted through YCloud. We receive 2%-3.5% of the total Gross Merchandise Volume ("GMV") generated in the platform as a service fee through our agreement with both Weijiafu and Changtongfu, depending on the type of service and industry. Gross Merchandise Volume is a term used in online retailing to indicate a total sales monetary-value for merchandise sold through a particular marketplace over a certain time frame. We generally settle the service fee with Weijiafu and Changtongfu within the first ten days of each calendar month.

### **Competition**

The global E-commerce SaaS industry is still growing and is in its early stage of development. We may compete against businesses in varied sectors, many of which are larger than our Company and have a dominant and secure position in other industries or offer other goods and services to consumers and merchants which we do not. However, most of our competitors only have individual areas of overlap with one of our core areas, including E-commerce SaaS, Store SaaS, Cloud Service, Integrated Payment Service, and Advertising Service, but none compete at all levels.

The YCloud technology possesses several competitive advantages as the following:

*User marketing relationship tracking.* This function is dedicated to shaping users' own private domain traffic, turning users into sharers, and reach more potential users with existing users.

*Community AI fission and management.* YCloud is a cloud intelligence system that allows all users to have socializing functions, such as group management, group fission, targeted advertising. YCloud independently researches and develops intelligent robots that can share products with users on a regular basis.

*Supply chain system.* YCloud aggregates the resources of actual users of system and categorizes them into four sections: mall CPS, financial CPS, local life, and preferred mall. YCloud then shares the pooled resources to all users to strengthens the value of individual users' own merchandise and services, and allows users to provide more possibilities to their consumers.

*Payment scenario function.* YCloud system provides micro-business owners with multiple payment methods such as Alipay, WeChat, and UnionPay. The total order amount is directly entered into the platform to collect funds in separate accounts. Using YCloud's technology support, the micro-business owners offer multiple channels of payments to their customers.

*Live broadcast + short video system.* YCloud provides users with live broadcast technology functions and short video shooting functions. YCloud users can share merchandise through live video broadcasts, allowing consumers to have a better perception of the merchandise.

Our primary competitor is China Youzan Limited, which offers online and offline merchants suites of comprehensive solutions comprising third-party payments and various SaaS products and comprehensive service through its e-commerce platform, like marketing and customer engagement tools facilitate the process of transactions between merchants and their customers. We seek to differentiate ourselves from industry participants by focusing on micro-businesses and specific business industries, the simplicity of our YCloud series, and being recognized by our brand and technology.

### Our Growth Strategy

Our ability to grow revenue is affected by, among other things, our ability to innovate and introduce new products and services that merchants and consumers value, consumer spending patterns, the expansion of multiple commerce channels, the growth of mobile devices and micro-business and consumer applications on those devices, the growth of consumers globally with internet and mobile access, the pace of transition from cash and checks to digital forms of payment, and our share of the digital payments market. Our strategy to drive growth in our business includes the following:

- *Growing our core business:* the number of people running micro-businesses in China has increased from 60 million in 2019 to 260 million in 2022, which is estimated to further increase to 330 million in 2023. (Source: <https://wenku.baidu.com/view/1ff2df18ba4cf7ec4afe04a1b0717fd5370cb2cf.html,2/22/2021>). Through expanding our global capabilities, user base and scale, addressing YCloud users' everyday needs related to accessing, managing, and moving money, and expanding the adoption of our solutions by micro-business and consumers; we expect to grow significantly.
- *Expanding to new industries and sectors:* partnering with micro-businesses to help them grow and expand their business online and in consumer retail stores. For example, the beauty industry includes cooperation opportunities with beauty professionals and national beauty chain salons; the tourism industry includes potential cooperation opportunities with 30 million tour guides; the hotel industry covers about 2 million homestays, inns and star-rated hotels; live commerce industries encompass both celebrities and mass live broadcast categories and viewership is estimated to reach 234 million in 2020. (Source: <https://wenku.baidu.com/view/1ff2df18ba4cf7ec4afe04a1b0717fd5370cb2cf.html>; <https://baijiahao.baidu.com/s?id=1675280752121761141&wfr=spider&for=pc>)
- *Forming strategic partnerships:* we seek to build new strategic partnerships to provide better experiences for our current customers, acquiring new customers by offering greater choice and flexibility, and, overall, reinforcing our role in the ecosystem. We expect to continue collaborating and expanding into various new fields in the second quarter of 2021.
- *Seeking global expansion:* organically and through global strategic partnerships, we are expanding into new international markets. We have accelerated our global deployment and carried out in-depth cooperation with many international social media platforms and social communication companies by demonstrating its strong technical strengths. The companies we plan to negotiate with include Kakao Talk, Line, Whatsapp, Ohho and Bluechat.

### Competitive Advantages

Our business is built on a strong foundation designed to drive growth and differentiate us from our competitors. We believe that our competitive strengths include the following:

- *Scale*-our scale allows us to drive organic growth, aggregated revenue management and low settlement cost.
- *Integration*-our integrated platform enables application in diversified income scenarios, realized precision marketing, cross-platform integrated technical service capacities and strong integrated services for service enterprise business.
- *Efficiency*-Our high-speed, high-efficiency, and full-category development maintains our leading position.
- *Technology*-we have utilized digitalization, electronic management, electronic data exchange, big data analysis, AI fission technology, revenue management and other technologies to form a strong coordination effect.

### Research and Development

Our research and development efforts are focused on improving and enhancing our existing product as well as developing new features of the product. Because of our common, multi-tenant development architecture, we are able to provide our customers with the right product to help them grow their business. As a company focusing on leading-edge cloud technology, the recruitment of R&D talent is always our first priority. As of the date hereof, we have 46 personnel in R&D, accounting for 61% of the Company's total employees. We spent approximately RMB 8,807,995 (approximately \$1,367,701) on research and development in the fiscal year 2021.

### Intellectual Property

We rely on certain intellectual property rights to protect our technology and ensure our competitive position in our industry. We have two registered copyrights, one registered trademark, and four registered domain names.

#### Copyright


We own the following copyrights through our subsidiaries, as noted below:

Copyright Number	Issue Date	Category	Copyright Name	Issue Country
2020SR0413838	2020/05/07	Software	WePay System V1.0	China
2020SR0318464	2020/04/09	Software	Yueshang Social E-commerce Revenue Management System	China
2020SR1899615	2020/12/25	Software	Changtongfu Revenue Management System V1.0	China
2020SR1918178	2020/12/30	Software	Zhinengfu Revenue Management System V1.0	China
2021SR0044549	2021/01/08	Software	Micro-business Cloud Intelligent System V1.0	China



## Trademarks

We own the following trademark through our subsidiaries:

Trademark Number	File Date	Issue Date	Expiration Date	Trademark Name	Issue Country
40201910637S	2019/05/16	2019/06/09	2029/05/16		Singapore

## Domain

We have the right to use the following domain registration issued in the PRC:

Number	Issue Date	Expiration Date	Registration Agency	Domain Name
1	2019/09/12	2023/09/12	Alibaba Cloud Computing (Beijing) Co., Ltd.	wetradegroup.net
2	2020/09/18	2023/09/18	Alibaba Cloud Computing (Beijing) Co., Ltd.	ycloud.online
3	2020/03/04	2024/03/04	Alibaba Cloud Computing (Beijing) Co., Ltd.	yueshang.co
4	2020/05/15	2024/05/25	Alibaba Cloud Computing (Beijing) Co., Ltd.	wetg.group
5	2019/07/22	2023/07/22	Alibaba Cloud Computing (Beijing) Co., Ltd.	Wetrade.tech
6	2020/12/30	2023/12/31	Alibaba Cloud Computing (Beijing) Co., Ltd.	Xiaoshang.tech

## Our Employees

As of the date hereof and in the fiscal year 2022, we have, 35 full-time employees. The following table sets forth the number of our employees by function:

Functional Area	Number of Employees
Operating	8
Technology	14
Human Resource	2
General and Administrative	3
Financial Department	5
Strategic Department	3
<b>Total</b>	<b>35</b>

We provide employee benefits for each employee in accordance with Chinese law. These include pension, medical, unemployment, work injury and maternity insurance, and a housing provident fund.

Our employees have not formed any employee union or association. We believe we maintain a good working relationship with our employees and have not experienced any difficulty in recruiting staff for our operations.

## Seasonality

We have experienced, and expect to continue to experience, seasonal fluctuations in our results of operations. Our revenues tend to increase as spending rises during the holiday seasons and/or closer to the end-of-year as holiday spending increases in the micro-business industry.

## Insurance

We maintain certain insurance policies to safeguard us against risks and unexpected events. For example, we provide social security insurance including pension insurance, unemployment insurance, work-related injury insurance and medical insurance for our employees in compliance with applicable PRC laws. We do not maintain business interruption insurance or product liability insurance, which are not mandatory under PRC laws. We do not maintain key man insurance, insurance policies covering damages to our network infrastructures or information technology systems nor any insurance policies for our properties. During the fiscal years 2022 and 2021, we did not make any material insurance claims in relation to our business.

## Legal Proceedings

There are no active legal proceedings pending or threatened against the Company. However, from time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise.

## REGULATIONS

This section sets forth a summary of the principal PRC laws and regulations relevant to our business and operations in China.



## Regulations on Overseas Listings

On February 17, 2023, CSRC promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Enterprises (the “Trial Measures”), which became effective on March 31, 2023. On the same date, the CSRC circulated Supporting Guidance Rules No. 1 through No. 5, Notes on the Trial Measures, Notice on Administration Arrangements for the Filing of Overseas Listings by Domestic Enterprises and relevant CSRC Answers to Reporter Questions (collectively, the “Guidance Rules and Notice”) on the CSRC’s official website. Pursuant to the Trial Measures, PRC domestic enterprises that have submitted valid applications for overseas offerings and listing but have not obtained the approval from the relevant overseas regulatory authority or overseas stock exchanges shall complete filings with the CSRC prior to their overseas offerings and listings.

According to the Notice on the Administrative Arrangements for the Filing of the Overseas Securities Offering and Listing by Domestic Companies from the CSRC, or “the CSRC Notice”, the domestic companies that have already been listed overseas before the effective date of the Trial Measures (namely, March 31, 2023) shall be deemed as existing issuers (the “Existing Issuers”). Existing Issuers are not required to complete the filing procedures immediately, and they shall be required to file with the CSRC for any subsequent offerings.

On February 24, 2023, the CSRC, together with the MOF, National Administration of State Secrets Protection and National Archives Administration of China, revised the Provisions on Strengthening Confidentiality and Archives Administration for Overseas Securities Offering and Listing, which were issued by the CSRC and National Administration of State Secrets Protection and National Archives Administration of China in 2009, or the “Provisions.” The revised Provisions were issued under the title the “Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies”, and came into effect on March 31, 2023 together with the Trial Measures. One of the major revisions to the revised Provisions is expanding their application to cover indirect overseas offering and listing, as is consistent with the Trial Measures. The revised Provisions require that, among other things, (a) a domestic company that plans to, either directly or indirectly through its overseas listed entity, publicly disclose or provide to relevant individuals or entities including securities companies, securities service providers and overseas regulators, any documents and materials that contain state secrets or working secrets of government agencies, shall first obtain approval from competent authorities according to law, and file with the secrecy administrative department at the same level; and (b) a domestic company that plans to, either directly or indirectly through its overseas listed entity, publicly disclose or provide to relevant individuals and entities including securities companies, securities service providers and overseas regulators, any other documents and materials that, if leaked, will be detrimental to national security or public interest, shall strictly fulfill relevant procedures stipulated by applicable national regulations.

In August 2006, six PRC regulatory authorities, including the CSRC, jointly adopted the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, or the M&A Rules, amended in June 2009. The M&A Rules, among other things, require that if an overseas company established or controlled by PRC companies or individuals, or PRC Citizens, intends to acquire equity interests or assets of any other PRC domestic company affiliated with the PRC Citizens, such acquisition must be submitted to the MOFCOM for approval. The M&A Rules also require that an Overseas SPV formed for overseas listing purposes and controlled directly or indirectly by the PRC Citizens shall obtain the approval of the CSRC prior to overseas listing and trading of such Overseas SPV’s securities on an overseas stock exchange.

Our PRC legal counsel, Beijing DOCVIT Law Firm, has advised us that, based on its understanding of the current PRC laws and regulations, our corporate structure and arrangements are not subject to the M&A Rules. However, our PRC legal counsel has further advised us that there are substantial uncertainties as to how the M&A Rules will be interpreted or implemented in the context of an overseas offering, and its opinions summarized above are subject to any new laws, rules and regulations or detailed implementations and interpretations in any form relating to the M&A Rules.

## **Regulations on Internet Information Security and Privacy Protection**

In November 2016, the Standing Committee of the National People's Congress, or the SCNPC, promulgated the *Cyber Security Law of the PRC*, or the Cyber Security Law, which became effective on June 1, 2017. The Cyber Security Law requires that a network operator, which includes, among others, internet information services providers, take technical measures and other necessary measures in accordance with applicable laws and regulations and the compulsory requirements of the national and industrial standards to safeguard the safe and stable operation of its networks. We are subject to such requirements as we are operating website and mobile application and providing certain internet services mainly through our mobile application. The Cyber Security Law further requires internet information service providers to formulate contingency plans for network security incidents, report to the competent departments immediately upon the occurrence of any incident endangering cyber security and take corresponding remedial measures.

Internet information service providers are also required to maintain the integrity, confidentiality and availability of network data. The Cyber Security Law reaffirms the basic principles and requirements specified in other existing laws and regulations on personal data protection, such as the requirements on the collection, use, processing, storage and disclosure of personal data, and internet information service providers being required to take technical and other necessary measures to ensure the security of the personal information they have collected and prevent the personal information from being divulged, damaged or lost. Any violation of the Cyber Security Law may subject the internet information service provider to warnings, fines, confiscation of illegal gains, revocation of licenses, cancellation of filings, shutdown of websites or criminal liabilities.

As of the date hereof, the Company is in compliance with the Cyber Security Law.

## **PRC Laws and Regulations on Foreign Investment**

Investment in the PRC by foreign investors and foreign-invested enterprises shall comply with the Catalogue for the Guidance of Foreign Investment Industries (2020 Revision) (the "Catalogue"), which was last amended and issued by MOFCOM and National Development and Reform Commission (NDRC) on December 27, 2020 and became effective since January 27, 2021, and the Special Management Measures for Foreign Investment Access (2019 version), or the Negative List, which came into effect on July 30, 2019. The Catalogue and the Negative List contains specific provisions guiding market access for foreign capital and stipulates in detail the industry sectors grouped under the categories of encouraged industries, restricted industries and prohibited industries. Any industry not listed on the Negative List is a permitted industry unless otherwise prohibited or restricted by other PRC laws or regulations.

On March 15, 2019, the National People's Congress approved the Foreign Investment Law of the PRC, or the Foreign Investment Law, which came into effect on January 1, 2020, repealing simultaneously the Law of the PRC on Sino-foreign Equity Joint Ventures, the Law of the PRC on Wholly Foreign-owned Enterprises and the Law of the PRC on Sino-foreign Cooperative Joint Ventures. The Foreign Investment Law adopts the management system of pre-establishment national treatment and negative list for foreign investment. Policies in support of enterprises shall apply equally to foreign-funded enterprises according to laws and regulations. Foreign investment enterprises shall be guaranteed that they could equally participate in the setting of standards, and the compulsory standards formulated by the State shall be equally applied. Fair competition for foreign investment enterprises to participate in government procurement activities shall be protected. The Foreign Investment Law also stipulates the protection on intellectual property rights and trade secrets. The State also establishes information reporting system and national security review system according to the Foreign Investment Law.

## **PRC Laws and Regulations on Wholly Foreign-Owned Enterprises**

The establishment, operation and management of corporate entities in China are governed by the PRC Company Law, which was promulgated by the SCNPC on December 29, 1993 and became effective on July 1, 1994. It was last amended on October 26, 2018 and the amendments became effective on October 26, 2018. Under the PRC Company Law, companies are generally classified into two categories, namely, limited liability companies and joint stock limited companies. The PRC Company Law also applies to limited liability companies and joint stock limited companies with foreign investors. Where there are otherwise different provisions in any law on foreign investment, such provisions shall prevail.

The Law of the PRC on Wholly Foreign-invested Enterprises was promulgated and became effective on April 12, 1986, and was last amended and became effective on October 1, 2016. The Implementing Regulations of the PRC Law on Foreign-invested Enterprises were promulgated by the State Council on October 28, 1990. They were last amended on February 19, 2014 and the amendments became effective on March 1, 2014. The Provisional Measures on Administration of Filing for Establishment and Change of Foreign Investment Enterprises were promulgated by MOFCOM and became effective on October 8, 2016, and were last amended on July 20, 2017 with immediate effect. The above-mentioned laws form the legal framework for the PRC Government to regulate Foreign-invested Enterprises. These laws and regulations govern the establishment, modification, including changes to registered capital, shareholders, corporate form, merger and split, dissolution and termination of Foreign-invested Enterprises.

According to the above regulations, a Foreign-invested Enterprise should get approval by MOFCOM before its establishment and operation. Yueshang Beijing is a Foreign-invested Enterprise since established, and has obtained the approval of the local administration of MOFCOM. Its establishment and operation are in compliance with the above-mentioned laws. Each of Yueshang Hainan and Yueshang Hunan is a PRC domestic company, and it is not subject to the record-filing or examination applicable to Foreign-invested Enterprises.

## **PRC Laws and Regulations on Trademarks**

The Trademark Law of the PRC was adopted at the 24th meeting of the SCNPC on August 23, 1982. Three amendments were made on February 22, 1993, October 27, 2001 and August 30, 2013. The last amendment was implemented on May 1, 2014. The Regulations on the Implementation of the Trademark Law of the PRC were promulgated by the State Council of the People's Republic of China on August 3, 2002, which took effect on September 15, 2002. It was revised on April 29, 2014 and became effective as of May 1, 2014. According to the Trademark Law and the implementing regulations, a trademark which has been approved and registered by the trademark office is a registered trademark, including a trademark of goods, services, collective trademark and certification trademark. The trademark registrant shall enjoy the exclusive right to use the trademark and shall be protected by law. The trademark law also specifies the scope of registered trademarks, procedures for registration of trademarks and the rights and obligations of trademark owners. We are currently holding 7 registered trademarks and enjoy the corresponding rights.

## **PRC Laws and Regulations on Copyrights**

The Copyright Law of the People's Republic of China (Revised in 2010), or the Copyright Law, provides that Chinese citizens, legal persons, or other organizations shall, whether published or not, enjoy copyright in their works, which include, among others, works of literature, art, natural science, social science, engineering technology and computer software. Copyright owners enjoy certain legal rights, including right of publication, right of authorship and right of reproduction. The purpose of the Copyright Law aims to encourage the creation and dissemination of works that are beneficial for the construction of socialist spiritual civilization and material civilization and promote the development and prosperity of Chinese culture. The term of protection for copyrighted software of legal persons is fifty years and ends on December 31 of the 50th year from the date of first publishing of the software.

In order to further implement the Computer Software Protection Regulations promulgated by the State Council in 2001, and amended subsequently, the State Copyright Bureau issued the Computer Software Copyright Registration Procedures in 2002, which apply to software copyright registration, license contract registration and transfer contract registration.

As of the date hereof, we had registered 5 copyright of works in China.

## **PRC Laws and Regulations on Domain Names**

The domain names are protected under the Administrative Measures on the Internet Domain Names of China promulgated by MIIT on November 5, 2004 and effective on December 20, 2004, and will be replaced by the Administrative Measures on the Internet Domain Names promulgated by MIIT on August 24, 2017, which became effective on November 1, 2017. MIIT is the major regulatory body responsible for the administration of the PRC Internet domain names, under supervision of which China Internet Network Information Center, or CNNIC, is responsible for the daily administration of CN domain names and Chinese domain names. On September 25, 2002, CNNIC promulgated the Implementation Rules of Registration of Domain Name, or the CNNIC Rules, which was renewed on June 5, 2009 and May 29, 2012, respectively. Pursuant to the Administrative Measures on the Internet Domain Names and the CNNIC Rules, the registration of domain names adopts the "first-to-file" principle and the registrant shall complete the registration via the domain name registration service institutions. In the event of a domain name dispute, the disputed parties may lodge a complaint to the designated domain name dispute resolution institution to trigger the domain name dispute resolution procedure in accordance with the CNNIC Measures on Resolution of the Top Level Domains Disputes, file a suit to the People's Court or initiate an arbitration procedure.

As of the date hereof, we have registered 6 domain names in China.

## **PRC Laws and Regulations on Foreign Exchange**

### *Registration of Foreign Investment Enterprises*

Pursuant to the Notice of State Administration of Foreign Exchange on Promulgation of the Provisions on Foreign Exchange Control on Direct Investments in China by Foreign Investors promulgated by the SAFE, or the Notice, upon establishment of a foreign investment enterprise pursuant to the law, registration formalities shall be completed with the foreign exchange bureau. Upon completion of registration formalities by the entities involved in direct investments in China, the entities may open accounts for direct investments in China such as preliminary expense account, capital fund account and asset realization account, etc. with the bank based on the actual needs. Upon completion of such registration formalities, foreign investment enterprises could also conduct settlement when contributing foreign exchange funds, and remit funds overseas in the event of capital reduction, liquidation, advance recovery of investment, profit distribution, etc.

As of the date of hereof, Yueshang Beijing has completed the foreign exchange registration formalities upon establishment. Subsequently, WeTrade Technology, the sole shareholder of Yueshang Beijing, is able to contribute capital to or receive distributions and dividends from Yueshang Beijing.

## **PRC Laws and Regulations on Dividend Distribution**

The principal regulations governing distribution of dividends of foreign-invested enterprises include the Foreign-Invested Enterprise Law, that became effective on January 1, 2020, and its implementation rules. Under these laws and regulations, wholly foreign-owned enterprises in China may pay dividends only out of their accumulated after-tax profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, when a wholly foreign-owned enterprise in China distributes its after-tax profits of a fiscal year, it shall allocate 10% of the profits to the company's statutory common reserve fund. If the accumulated amount of the company's statutory reserve fund is more than 50% of the company's registered capital, the company is no longer required to allocate more funds to the reserve. Wholly foreign-owned companies may, at their discretion, allocate a portion of their after-tax profits based on PRC accounting standards to staff welfare and bonus funds. These reserves are not distributable as cash dividends.

## **PRC Laws and Regulations on Taxation**

### *Enterprise Income Tax*

The Enterprise Income Tax Law of the People's Republic of China (the "EIT Law") was promulgated by the Standing Committee of the National People's Congress on March 16, 2007 and became effective on January 1, 2008, and was later amended on February 24, 2017 and on December 29, 2018 separately. The Implementation Rules of the EIT Law (the "Implementation Rules") were promulgated by the State Council on December 6, 2007 and became effective on January 1, 2008. According to the EIT Law and the Implementation Rules, enterprises are divided into resident enterprises and non-resident enterprises. Resident enterprises shall pay enterprise income tax on their incomes obtained in and outside the PRC at the rate of 25%. Non-resident enterprises setting up institutions in the PRC shall pay enterprise income tax on the incomes obtained by such institutions in and outside the PRC at the rate of 25%. Non-resident enterprises with no institutions in the PRC, and non-resident enterprises whose incomes having no substantial connection with their institutions in the PRC, shall pay enterprise income tax on their incomes obtained in the PRC at a reduced rate of 10%.

The Arrangement between the PRC and Hong Kong Special Administrative Region for the Avoidance of Double Taxation the Prevention of Fiscal Evasion with respect to Taxes on Income (the "Arrangement") was promulgated by the State Administration of Taxation ("SAT") on August 21, 2006 and came into effect on December 8, 2006. According to the Arrangement, a company incorporated in Hong Kong will be subject to withholding tax at the lower rate of 5% on dividends it receives from a company incorporated in the PRC if it holds a 25% interest or more in the PRC company. The Notice on the Understanding and Identification of the Beneficial Owners in the Tax Treaty (the "Notice") was promulgated by SAT and became effective on October 27, 2009. According to the Notice, a beneficial ownership analysis will be used based on a substance-over-form principle to determine whether or not to grant tax treaty benefits.

Yueshang Beijing and its subsidiaries are resident enterprises and pay EIT tax at the rate of 25% in the PRC. It is more likely than not that the Company and its offshore subsidiary would be treated as a non-resident enterprise for PRC tax purposes.

#### *Value-added Tax*

Pursuant to the Provisional Regulations on Value-added Tax of the PRC, or the VAT Regulations, which were promulgated by the State Council on December 13, 1993, took effect on January 1, 1994, and were amended on November 10, 2008, February 6, 2016, and November 19, 2017, respectively, and the Rules for the Implementation of the Provisional Regulations on Value-added Tax of the PRC, which were promulgated by the MOF on December 25, 1993, and were amended on December 15, 2008, and October 28, 2011, respectively, entities and individuals that sell goods or labor services of processing, repair or replacement, sell services, intangible assets, or immovables, or import goods within the territory of the People's Republic of China are taxpayers of value-added tax. The VAT rate is 17% for taxpayers selling goods, labor services, or tangible movable property leasing services or importing goods, except otherwise specified; 11% for taxpayers selling services of transportation, postal, basic telecommunications, construction and lease of immovable, selling immovable, transferring land use rights, selling and importing other specified goods including fertilizers; 6% for taxpayers selling services or intangible assets.

According to the Notice on the Adjustment to the Value-added Tax Rates issued by the SAT and the MOF on April 4, 2018, where taxpayers make VAT taxable sales or import goods, the applicable tax rates shall be adjusted from 17% to 16% and from 11% to 10%, respectively. Subsequently, the Notice on Policies for Deepening Reform of Value-added Tax was issued by the SAT, the MOF and the General Administration of Customs on March 30, 2019 and took effective on April 1, 2019, which further adjusted the applicable tax rate for taxpayers making VAT taxable sales or importing goods. The applicable tax rates shall be adjusted from 16% to 13% and from 10% to 9%, respectively. The VAT rate applicable to the company is currently 6%; the income tax rate applicable to the company is 25%. We are also eligible for receiving tax refund according to certain favorable government policies starting from 2021.

#### *Dividend Withholding Tax*

The Enterprise Income Tax Law states that since January 1, 2008, an income tax rate of 10% will normally be applicable to dividends declared to non-PRC resident investors that do not have an establishment or place of business in the PRC, or that have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends are derived from sources within the PRC.

Pursuant to an Arrangement Between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Incomes ("Double Tax Avoidance Arrangement") and other applicable PRC laws, if a Hong Kong resident enterprise is determined by the competent PRC tax authority to have satisfied the relevant conditions and requirements under such Double Tax Avoidance Arrangement and other applicable laws, the 10% withholding tax on the dividends the Hong Kong resident enterprise receives from a PRC resident enterprise may be reduced to 5%. However, based on the Circular on Certain Issues with Respect to the Enforcement of Dividend Provisions in Tax Treaties (the "SAT Circular 81") issued on February 20, 2009 by SAT, if the relevant PRC tax authorities determine, in their discretion, that a company benefits from such reduced income tax rate due to a structure or arrangement that is primarily tax-driven, such PRC tax authorities may adjust the preferential tax treatment. According to the Circular on Several Questions regarding the "Beneficial Owner" in Tax Treaties, which was issued on February 3, 2018 by the SAT and took effect on April 1, 2018, when determining the applicant's status of the "beneficial owner" regarding tax treatments in connection with dividends, interests or royalties in the tax treaties, several factors, including without limitation, whether the applicant is obligated to pay more than 50% of his or her income in twelve months to residents in third country or region, whether the business operated by the applicant constitutes the actual business activities, and whether the counterparty country or region to the tax treaties does not levy any tax or grant tax exemption on relevant incomes or levy tax at an extremely low rate, will be taken into account, and it will be analyzed according to the actual circumstances of the specific cases. This circular further provides that applicants who intend to prove his or her status of the "beneficial owner" shall submit the relevant documents to the relevant tax bureau according to the Announcement on Issuing the Measures for the Administration of Non-Resident Taxpayers' Enjoyment of the Treatment under Tax Agreements.

We have not commenced the application process for a Hong Kong tax resident certificate from the relevant Hong Kong tax authority, and there is no assurance that we will be granted such a Hong Kong tax resident certificate. We have not filed required forms or materials with the relevant PRC tax authorities to prove that we should enjoy the 5% PRC withholding tax rate.

### **PRC Laws and Regulations on Employment and Social Welfare**

#### *Labor Law of the PRC*

Pursuant to the Labor Law of the PRC, which was promulgated by the Standing Committee of the NPC on July 5, 1994 with an effective date of January 1, 1995 and was last amended on August 27, 2009 and the Labor Contract Law of the PRC, which was promulgated on June 29, 2007, became effective on January 1, 2008 and was last amended on December 28, 2012, with the amendments coming into effect on July 1, 2013, enterprises and institutions shall ensure the safety and hygiene of a workplace, strictly comply with applicable rules and standards on workplace safety and hygiene in China, and educate employees on such rules and standards. Furthermore, employers and employees shall enter into written employment contracts to establish their employment relationships. Employers are required to inform their employees about their job responsibilities, working conditions, occupational hazards, remuneration and other matters with which the employees may be concerned. Employers shall pay remuneration to employees on time and in full accordance with the commitments set forth in their employment contracts and with the relevant PRC laws and regulations. We have entered into written employment contracts with all the employees and performed their obligations under the relevant PRC laws and regulations.

#### *Social Insurance and Housing Fund*

Pursuant to the Social Insurance Law of the PRC, which was promulgated by the Standing Committee of the NPC on October 28, 2010 and became effective on July 1, 2011, employers in the PRC shall provide their employees with welfare schemes covering basic pension insurance, basic medical insurance, unemployment insurance, maternity insurance, and occupational injury insurance. We have been complying with local regulations regarding social security and employee insurance.

According to the Interim Regulations on the Collection and Payment of Social Insurance Premiums, the Regulations on Work Injury Insurance, the Regulations on Unemployment Insurance and the Trial Measures on Employee Maternity Insurance of Enterprises, enterprises in the PRC shall provide benefit plans for their employees, which include basic pension insurance, unemployment insurance, maternity insurance, work injury insurance and basic medical insurance. An enterprise must provide social insurance by processing social insurance registration with local social insurance agencies, and shall pay or withhold relevant social insurance premiums for or on behalf of employees. The Law on Social Insurance of the PRC, which was promulgated by the SCNPC on October 28, 2010, became effective on July 1, 2011, and was most recently updated on December 29, 2018, has consolidated pertinent provisions for basic pension insurance, unemployment insurance, maternity insurance, work injury insurance and basic medical insurance, and has elaborated in detail the legal obligations and liabilities of employers who do not comply with relevant laws and regulations on social insurance. Without force majeure reasons, employers must not suspend or reduce their payment of social insurance for employees, otherwise, competent governmental authorities will have the power to enforce employers to pay up social insurance within a prescribed time limit, and a fine of 0.05% of the unpaid social insurance can be charged on the part of the employers per day commencing from the first day of default. Provided that the employers still fail to make the payment within the prescribed time limit, a fine of over one time and up to three times of the unpaid sum of social insurance can be charged.

According to the Regulations on the Administration of Housing Provident Fund, which was promulgated by the State Council and became effective on April 3, 1999, and was amended on March 24, 2002 and was partially revised on March 24, 2019 by Decision of the State Council on Revising Some Administrative Regulations (Decree No. 710 of the State Council), housing provident fund contributions by an individual employee and housing provident fund contributions by his or her employer shall belong to the individual employee. Registration by PRC companies at the applicable housing provident fund management center is compulsory and a special housing provident fund account for each of the employees shall be opened at an entrusted bank.

The employer shall timely pay up and deposit housing provident fund contributions in full amount and late or insufficient payments shall be prohibited. The employer shall process housing provident fund payment and deposit registrations with the housing provident fund administration center. Under the circumstances where financial difficulties do exist due to which an employer is unable to pay or pay up housing provident funds, permission of labor union of the employer and approval of the local housing provident funds commission must first be obtained before the employer can suspend or reduce their payment of housing provident funds. With respect to companies who violate the above regulations and fail to process housing provident fund payment and deposit registrations or open housing provident fund accounts for their employees, such companies shall be ordered by the housing provident fund administration center to complete such procedures within a designated period. Those who fail to process their registrations within the designated period shall be subject to a fine ranging from RMB10,000 to RMB50,000. When companies breach these regulations and fail to pay up housing provident fund contributions in full amount as due, the housing provident fund administration center shall order such companies to pay up within a designated period, and may further apply to the People's Court for mandatory enforcement against those who still fail to comply after the expiry of such period.

Our PRC subsidiaries are in compliance with PRC's social insurance and housing fund regulations.

## **Regulations Related to our Business Operations in Hong Kong**

### ***Business registration requirement***

The Business Registration Ordinance (Chapter 310 of the Laws of Hong Kong) requires every person carrying on any business to make an application to the Commissioner of Inland Revenue in the prescribed manner for the registration of that business. The Commissioner of Inland Revenue must register each business for which a business registration application is made and as soon as practicable after the prescribed business registration fee and levy are paid and issue a business registration certificate or branch registration certificate for the relevant business or the relevant branch, as the case may be. The Company has applied and received business registration certificate in HK and is in compliance with such regulations.

### ***Regulations related to Hong Kong Taxation***

#### ***Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong)***

Under the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong), where an employer commences to employ in Hong Kong an individual who is or is likely to be chargeable to tax, or any married person, the employer shall give a written notice to the Commissioner of Inland Revenue not later than three months after the date of commencement of such employment. Where an employer ceases or is about to cease to employ in Hong Kong an individual who is or is likely to be chargeable to tax, or any married person, the employer shall give a written notice to the Commissioner of Inland Revenue not later than one month before such individual ceases to be employed in Hong Kong.

#### ***Capital gains tax***

No tax is imposed in Hong Kong in respect of capital gains from the sale of shares.

#### ***Profits tax***

Trading gains from the sale of shares by persons carrying on a trade, profession or business in Hong Kong, where such gains are derived from or arise in Hong Kong, will be subject to Hong Kong profits tax which is imposed at the rates of 8.25% on assessable profits up to HKD 2,000,000 and 16.5% on any part of assessable profits over HKD 2,000,000 on corporations from the year of assessment commencing on or after 1 April 2018. Certain categories of taxpayers (for example, financial institutions, insurance companies and securities dealers) are likely to be regarded as deriving trading gains rather than capital gains unless these taxpayers can prove that the investment securities are held for long-term investment purposes.

#### ***Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong)***

Under the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong), the Hong Kong stamp duty currently charged at the ad valorem rate of 0.1% on the higher of the consideration for or the market value of the shares, will be payable by the purchaser on every purchase and by the seller on every sale of Hong Kong shares (in other words, a total of 0.2% is currently payable on a typical sale and purchase transaction of Hong Kong shares). In addition, a fixed duty of HKD 5 is currently payable on any instrument of transfer of Hong Kong shares. Where one of the parties is a resident outside Hong Kong and does not pay the ad valorem duty due by it, the duty not paid will be assessed on the instrument of transfer (if any) and will be payable by the transferee. If no stamp duty is paid on or before the due date, a penalty of up to ten times the duty payable may be imposed.

As of the date hereof, the Company is in compliance with the regulations regarding Hong Kong taxation.

## **ITEM 1A. RISK FACTORS**

Not applicable as we are a smaller reporting company.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.



ITEM 2. PROPERTIES

Our principal executive office is located at No. 18, Kechuang 10th Street, Beijing Economic and Technological Development Zone, Beijing, People Republic of China. The office has 6,216.64 square meters and the lease runs from September 16, 2020 to September 15, 2025.

The following table sets forth the leases term and monthly rent:

Lease Term	Address	Space (square meters)
September 16, 2020 to September 15, 2025	No. 18, Kechuang 10th Street, Beijing Economic and Technological Development Zone, Beijing, China	6,216.64

ITEM 3. LEGAL PROCEEDINGS

We are not currently involved in any legal proceedings and we are not aware of any pending or potential legal actions required to be disclosed by Item 103 of Regulation S-K.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

**PART II****ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****Market Information**

Our common stock is listed on the Nasdaq Capital Market under the symbol “WETG”. The following table sets forth, for the periods indicated since then, the high and low closing prices of our common stock on the Nasdaq Capital Market as reported by Yahoo Finance.

	<u>High bid</u>	<u>Low bid</u>
<b>Fiscal Year 2023</b>		
June 30, 2023 (from June 9, 2023, post-reverse stock split)	\$ 23.16	\$ 6.75
March 31, 2023	\$ 0.79	\$ 0.25
<b>Fiscal Year 2022</b>		
December 31, 2022	\$ 1.77	\$ 0.23
September 30, 2022 (from July 19, 2022)	\$ 50.50	\$ 0.71

The last reported sales price for our shares of common stock on the Nasdaq Capital Market as of June 30, 2023 was \$9.29 per share. As of June 30, 2023, we had approximately 400 shareholders of record for our common stock.

**Transfer Agent**

The transfer agent for our common stock is Globex Transfer LLC. The transfer agent’s telephone number and address is (813) 344-4490 and 780 Deltona Blvd, Deltona, FL 32725.

**Holders**

As of the close of business on December 31, 2022, there were approximately 396 holders of record of our common stock.

**Dividends**

We have not declared any cash dividends on our common stock during our two most recent fiscal years. In the near future, we intend to retain any earnings to finance the development and expansion of our business. We do not anticipate declaring or paying any cash dividends on our common stock in the foreseeable future. The declaration and payment of cash dividends by us are subject to the discretion of the Board. Any future determination to pay cash dividends will depend on our results of operations, financial condition, capital requirements, contractual restrictions and other factors deemed relevant at the time by the board of Directors. We are not currently subject to any contractual arrangements that restrict our ability to pay cash dividends.

**Securities Authorized for Issuance Under Equity Compensation Plans**

As of December 31, 2022, there are no compensation plans under which our equity securities are authorized for issuance.

**Recent Sales of Unregistered Securities**

As of December 31, 2022, there were no recent sales of unregistered securities.

**Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

We did not, nor did anyone on our behalf or any “affiliated purchaser” as defined in Rule 10b-18(a)(3) of the Exchange Act, repurchase any outstanding shares of our common stock during any month of our fiscal year ended December 31, 2022.

**ITEM 5A. SELECTED FINANCIAL DATA**

We are a “smaller reporting company” as defined by Item 10(f)(1) of Regulation S-K, and as such are not required to provide the information contained in this item pursuant to Item 301 of Regulation S-K.

**ITEM 6. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis of financial condition and results of operations should be read in conjunction with our financial statements and related notes included elsewhere in this annual report. This discussion contains forward-looking statements that involve risks, uncertainties and assumptions. See “Cautionary Note Regarding Forward-Looking Statements.” Our actual results could differ materially from those anticipated in the forward-looking statements as a result of certain factors discussed elsewhere in this annual report.

**Overview**

WeTrade Group, Inc. was incorporated in the State of Wyoming on March 28, 2019 and is in the business of providing technical services and solutions via its social e-commerce platform. We are committed to providing an international cloud-based intelligence system and independently developed a micro-business cloud intelligence system called the “YCloud.” Our goal is to provide technical and auto-billing management services to micro-business online stores in China through big data analytics, machine learning mechanisms, social network recommendations, and multi-channel data analysis.



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We provide technology services to both individual and corporate users. Through Yueshang Information Technology (Beijing) Limited, or Yueshang Beijing, we provide access to “YCloud” to our two customers, which are Zhuozhou Weijiafu Information Technology Limited (“Weijiafu”), a PRC technology company, which then provide “YCloud” services to individual and corporate micro-business owners and Changtongfu Technology (Hainan) Co Limited (“Changtongfu”), a PRC technology company, which provide “YCloud” services to individual and corporate business owners in the hotel and travel industries.

The market individual micro-business owners represent a potential of 330 million users by the year of 2023. (Source: iResrarch. <http://xueqiu.com/8455183447/172404679?sharetime=2,2/22/2021>). YCloud serves corporate users in multiple industries, including Yuetao Group, Zhiding, Lvyue, Yuebei, Yuedian, Coke GO, and Zhongyanshangyue. We conduct business operations in mainland China and have established trial operations in Hong Kong. We expect to utilize the YCloud system to establish a global strategic cooperation with various social media platforms.

The main functions of the YCloud system are to manage users’ marketing relationships, CPS commission profit management, multi-channel data statistics, AI fission and management, and improved supply chain systems.

Currently, YCloud serves the micro business industry. We expect to expand the application of YCloud to tourism, hospitality, livestreaming and short video, medical beauty and traditional retail industries.

### Change of Officer and Director

On August 12, 2022, Mr. Zhuo Li tendered his resignation as a director and the Chief Operation Officer, effective August 12, 2022. On August 12, 2022, approved by the Board of Directors, the Nominating Committee and the Compensation Committee, Ms. Grace Li was appointed as a director of the Company, effective August 12, 2022.

On October 13, 2022, the Board of Directors, Nominating Committee and Compensation Committee approved the appointment of Mr. Hanfeng Li as the Vice President of Wetrade Group Inc. (the “Company”), effective October 13, 2022.

On November 29, 2022, Mr. Kean Tat Che tendered his resignation as a director and the Chief Financial officer, and Mr. Hung Fai Choi tendered his resignation as a director of the Company, effective November 29, 2022. On the same day, approved by the Board of Directors, the Nominating Committee and the Compensation Committee, Ms. Annie Huang was appointed as the Chief Financial Officer of the Company, effective November 29, 2022.

On December 21, 2022, Mr. Zheng Dai tendered his resignation as chairman of the board, and Mr. Pijun Liu tendered his resignation as the chief executive officer and a director, effective December 21, 2022. On the same day, approved by the Board of Directors, the Nominating Committee and the Compensation Committee, Mr. Hechun Wei was appointed as the Chief Executive Officer of the Company, and Mr. Biming Guo was appointed as the chairman of the board of the Company, effective December 21, 2022.

### Result of Operations

The following tables provide a comparison of a summary of our results of operations for the fiscal years ended December 31, 2022 and 2021.

#### Results of Operations for the fiscal years ended December 31, 2022 and 2021

	For the year ended December 31, 2022	For the year ended December 31, 2021
<b>Revenue:</b>		
Service revenue, non-related party	\$ 10,803,232	\$ 9,734,966
Service revenue, related party	868,103	4,646,329
	<u>11,671,335</u>	<u>14,381,295</u>
Cost of Revenue	(9,695,290)	(2,681,939)
<b>Gross Profit</b>	<u>1,976,045</u>	<u>11,699,356</u>
<b>Operating Expenses:</b>		
General and Administrative	(11,843,048)	(5,705,063)
<b>Operations Profit</b>	<u>(9,867,003)</u>	<u>5,994,293</u>
Other income	636,934	303,665
<b>Income before income tax</b>	<u>(9,230,069)</u>	<u>6,297,958</u>
Income tax income/ (expenses)	82,654	(1,122,283)
<b>Net (Loss)/ Income</b>	<u>\$ (9,147,415)</u>	<u>\$ 5,175,675</u>

### Revenue from Operations

For the fiscal year ended December 31, 2022 and 2021, total revenue was \$11,671,335 and \$14,381,295, respectively. The decrease was mainly due to the decrease in Gross Merchandise Volume (“GMV”) in Ycloud system under the outbreak of the coronavirus disease during the year. Service revenue from third party were \$10,803,232 (2021: \$9,734,966) and service revenue from related party were \$868,103 (2021: \$4,646,329) for the year ended December 31, 2022. The system services fees are collected through from end users of YCloud system based on the GMV as follow:

Gross Merchandise Volume (“GMV”)	2022 US\$	2021 US\$
Non-related party	327,183,593	292,177,817
Related party	26,291,122	139,359,179
<b>Total:</b>	<u>353,474,715</u>	<u>431,536,996</u>

### Cost of revenue

Cost of revenue is mainly consists of staff payroll, PRC central provident fund (“CPF”) and other staff benefits, the increase is mainly due to more technical development service costs were incurred for the system development during the year.

*General and Administrative Expenses*

For the fiscal year ended December 31, 2022 and 2021, general and administrative expenses were \$11,843,048 and 5,705,063, respectively. The increase is mainly due to increase is mainly due to professional fee, fund raising costs, financial PR and underwriting fees were incurred for the Nasdaq up-listing during the year.

*Net Income/ (loss)*

As a result of the factors described above, there was a net loss of \$9,147,415 and net income of \$5,175,675 for the fiscal year ended December 31, 2022 and 2021, respectively, the increase in loss is mainly due to decrease in revenue and more expenses were incurred for system development and professional fee incurred for Nasdaq up-listing during the year.

**Liquidity and Capital Resources**

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The following chart provides a summary of our balance sheets for the fiscal years ended December 31, 2022 and 2021, it should be read in conjunction with the financial statements, and notes thereto.

	2022	2021
Cash and Cash equivalents	\$ 20,025,495	\$ 616,593
Receivables	7,377,801	9,230,865
Loan receivable	1,614,841	3,798,130
Other receivables, deposit and prepayments	15,366,488	3,062,868
Property and equipment, net	992,445	395,353
Amortised expenses, net	828,983	
Intangible asset	23,188	37,765
Right of use assets	-	2,328,950
<b>Total assets</b>	<b>\$ 46,229,241</b>	<b>\$ 19,470,524</b>
Account payable and accrued expenses	723,648	279,219
Tax payable	128,979	711,841
Lease liability	-	2,538,340
Amount due to related parties	1,291,296	1,105,532
Other liabilities	2,365,808	306,270
<b>Total liabilities</b>	<b>\$ 4,509,731</b>	<b>\$ 4,941,202</b>
<b>Total stockholders' equity</b>	<b>\$ 41,719,510</b>	<b>14,529,322</b>

As of December 31, 2022, we had total assets of \$46,229,241, which mainly consisted of \$20,025,495 in cash, \$8,992,642 in receivables and loan receivables, \$1,821,428 in amortised expenses, property and equipment, and \$15,366,488 in other receivables, deposit and prepayments; we had total liabilities of \$4,509,731 which consisted of \$723,648 in accounts payables & accrued expenses, \$1,291,296 in amount due to related parties and \$2,365,808 in other liabilities; we had total stockholders' equity of \$41,719,510.

### Operating activities

Our continuing cash flow used in operating activities is \$17,608,419 for the fiscal years ended December 31, 2022 as compare to the cash flow provided by operating activities of \$3,753,384 in prior year, which was increased by approximately of \$14.1 million. The increase were mainly due to prepayment of WT Pay System and payment of professional fees in relation to the Nasdaq up-listing.

### Investing activities

Our continuing cash flow provided by investing activities is \$493,954 for the fiscal years ended December 31, 2022 as compare to the cash flow used in investing activities of \$1,028,322 in prior year. The increase was mainly due to loan repayment receipts of \$2.1 million and which were partially offset by the addition of property and equipment of \$1.5 million during the year.

### Financing activities

Cash provided by our financing activities was \$37,720,440 for the year ended December 31, 2022 as compare to the net cash provided by financing activities of \$689,031, which was increased by approximately of \$37.1 million. The increase is mainly due to 10,000,000 share issuance with the net proceeds from sales of common stock in the amount of \$37,534,676 during the year.

### **Inflation**

Inflation does not materially affect our business or the results of our operations.

### **Critical Accounting Policies**

We prepare our financial statements in accordance with generally accepted accounting principles of the United States ("GAAP"). GAAP represents a comprehensive set of accounting and disclosure rules and requirements. The preparation of our financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Our actual results could differ from those estimates. We use historical data to assist in the forecast of our future results. Deviations from our projections are addressed when our financials are reviewed on a monthly basis. This allows us to be proactive in our approach to managing our business. It also allows us to rely on proven data rather than having to make assumptions regarding our estimates.

### **Revenue recognition**

The Company follows the guidance of Accounting Standards Codification (ASC) 606, *Revenue from Contracts*. ASC 606 creates a five-step model that requires entities to exercise judgment when considering the terms of contracts, which includes (1) identifying the contracts or agreements with a customer, (2) identifying our performance obligations in the contract or agreement, (3) determining the transaction price, (4) allocating the transaction price to the separate performance obligations, and (5) recognizing revenue as each performance obligation is satisfied. The Company only applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the services it transfers to its clients.

### **Use of Estimate**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of expenses during the reporting periods. Actual results could differ from those estimates.

### **Accounts receivable**

Accounts receivable are presented net of allowance for doubtful accounts. The Group uses specific identification in providing for bad debts when facts and circumstances indicate that collection is doubtful and based on factors listed in the following paragraph. If the financial conditions of its customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowance may be required.

The Company maintains an allowance for doubtful accounts which reflects its best estimate of amounts that potentially will not be collected. The Company determines the allowance for doubtful accounts on general basis taking into consideration various factors including but not limited to the historical collection experience and credit-worthiness of the customers as well as the age of the individual receivables balance. Additionally, the Company makes specific bad debt provisions based on any specific knowledge the Company acquires that might indicate that an account is uncollectible. The facts and circumstances of each account may require the Company to use substantial judgment in assessing its collectability.

## **Recent Accounting Pronouncements**

We have reviewed all the recently issued, but not yet effective, accounting pronouncements and we do not believe any of these pronouncements will have a material impact on the Company financial statements.

## **Off-Balance Sheet Arrangements**

There is no off-balance sheet arrangements.

## **ITEM 7. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are a “smaller reporting company” as defined by Item 10(f)(1) of Regulation S-K, and as such are not required to provide the information contained in this item pursuant to Item 305 of Regulation S-K.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Our audited financial statements for the years ended December 31, 2022, and 2021 are set forth on pages F-1 to F-13 immediately following the signature page to this annual report. See Item 15 for a list of the financial statements included herein.

## **ITEM 9. CONTROLS AND PROCEDURES**

### **Disclosure Controls and Procedures**

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to our management, as appropriate, to allow timely decisions regarding required disclosure.

Our management has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this annual report. Based upon that evaluation, management has concluded that, as of the end of the period covered by this annual report, our disclosure controls and procedures were not effective.

### **Management Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control system is a process designed to provide reasonable assurance to management and to the Board regarding the preparation and fair presentation of published financial statements.

Our internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles and that receipts and expenditures are being made only in accordance with authorizations of management and our directors; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2022. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in *Internal Control - Integrated Framework - Guidance for Smaller Public Companies* (the COSO criteria). Based on our assessment, management identified material weaknesses related to: (i) our internal audit functions; (ii) a lack of segregation of duties within accounting functions; and the lack of multiple levels of review of our accounting data. Based on this evaluation, our management concluded that as of December 31, 2022, we did not maintain effective internal control over financial reporting.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with any policies and procedures may deteriorate. Due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. To the extent possible, we will implement procedures to assure that the initiation of transactions, the custody of assets and the recording of transactions will be performed by separate individuals. With proper funding we plan on remediating the significant deficiencies identified above, and we will continue to monitor the effectiveness of these steps and make any changes that our management deems appropriate.

A material weakness is a control deficiency (within the meaning of Public Company Accounting Oversight Board Auditing Standard No. 5) or combination of control deficiencies, that results in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis.

### **Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting that occurred during our most recently completed fiscal quarter that has materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **ITEM 9A. OTHER INFORMATION**

None

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE.

#### Directors and Executive Officers

The following table sets forth information regarding each of our current directors and executive officers:

Name:	Age:	Positions with the Company:
Hechun Wei	43	Chief Executive Officer (Principal Executive Officer)
Annie Huang	48	Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)
Hanfeng Li	42	Vice President
Grace Li	43	Independent Director
Biming Guo	51	Independent Director, Chairman of the Board, and Chair of Audit Committee Chair
Daxue Li	53	Independent Director and Chair of Compensation Committee Chair
Yuxing Ye	45	Independent Director and Chair of Nominating Committee Chair
Ning Qin	43	Independent Director

#### Background of Directors and Executive Officers

##### Hechun Wei, Chief Executive Officer

Mr. Hechun Wei served as executive director and general manager for Shanghai Dazhiruoyu Informational Technology Limited since June 2021 and for Dazhiruoyu Information Technology (Hainan) Limited since September 30, 2022, where he was responsible for business strategies and development of China commerce retail business, digital media and entertainment business. He was also the chief operation officer of Nova Group Limited (HKEX 1360), a cultural entertainment and exhibition investment company, from January 2019 to September 2022, where he was responsible for daily business operations of the company and capital market matters. From March 2018 to October 2018, he served as the general counsel to CNI Securities Group (China), where he was responsible for expanding the company business to inland China and providing legal services. From April 2014 to March 2018, Mr. Wei was the general manager of Shanghai Jinyi Cultural Communication Limited, in charge of the company's daily operation. Ms. Huang graduated with a bachelor's degree in Law major at Anhui University.

##### Annie Huang, Chief Financial Officer

Ms. Annie Huang has two decades of experience serving as chief financial officers for companies in multiple industries, including convention and exhibition industry, fund management industry and real estate industry. She has also held senior management positions in many companies. She is the Chief Financial Officer of NOVA Group Holding Limited (Shanghai) since November 2018, where she oversees compliance work in public listing and auditing matters. Ms. Huang was the Chief Financial Officer of Shanghai Kaiqi Real Estate Investment Consulting Co. in 2017. She also worked as the deputy chief financial officer of Shanghai Kuailu Investment Group Co. from April 2015 to October 2016. Her responsibilities as a chief financial officer included merge and acquisition activities, capital raising, maintaining effective control of internal financial management protocols, and designing cash flow plan for the companies. She holds a CMA certificate and mutual fund practice certificate. Ms. Huang graduated with a bachelor's degree in Economy major at Fudan University in 1997.

##### Hanfeng Li, Vice President

Mr. Hanfeng Li has held senior management positions in many companies, such as Tencent, at which he has been working since 2012. He served as the Senior Manager of Tenpay between 2013 and 2015, and Business Manager at WeChatPay Product Department from 2013 to 2016. He had been engaged in the development of various payment products, including WeChat Pay, QQ Wallet and Tenpay. His responsibilities at Tencent included designing industrial strategies, devising business expansion proposal, modeling financial service tools, and working with major banks in China to develop client relationships. Prior to joining Tencent, Mr. Li worked as a senior client manager at Ali Pay from 2010 to 2012.

##### Grace Li, Independent Director

Ms. Grace Li, age 43, has been engaged in the marketing and platform operating for technology companies for more than 20 years. She has held senior management positions in many companies. She is the Chief Executive Officer of Newbanla Technology Service Pty Ltd. in Australia since July 2022. Ms. Li was the Marketing Manager of Shanghai Boku Internet Technology Ltd. between January 2016 and April 2021 and has served various positions with the company since 2007. Her responsibilities at Shanghai Boku Internet Technology Ltd. include the expansion of marketing channels, supplier development and managing marketing department budget and maintenance and product manufacturing. She is also actively engaged in industrial events held by the associations in the industry. Ms. Li graduated with a bachelor degree in Internal Economic and Trade major at Shanghai Jiaotong University in 2004.

##### Biming Guo, Independent Director, Chairman of the Board, Chair of Audit Committee and member of Compensation Committee

Mr. Biming Guo has served as a director for the company since April 2021, and has over 25 years of experience as a CPA in M&A, investment and finance. Mr. Guo now serves as the Accountant-in-Chief and Legal Representative at Jinchengfeng (Xiamen) CPA, an accounting firm in China, where he manages a team of 20 people, focusing on various NEEQ and IPO projects, as well as internal control and tax management counseling. Between April 2016 and April 2018, Mr. Guo was a Senior Auditor at Zhongxincai Guanghai CPA LLP in Beijing, China, where he spearheaded various NEEQ, IPO, internal control and tax management counseling projects. Between July 2014 and March 2016, Mr. Guo was a Project Manager at Founder Securities Co., Ltd, where he served as a financial consultant, responsible for analyzing and performing due diligence on various major assets in underwriting, restructuring, and M&A projects. Mr. Guo started his career in 1996 at Ji'an Developmental Bank, where he served for over a decade in credit risk management. Mr. Guo graduated from Nanchang University in China with a bachelor's degree. He has been a CPA since 2004, a Certified Tax Agent since 2005, and a licensed attorney since 2010.



Daxue Li, Independent Director, Chair of Compensation Committee and member of Audit Committee and Nominating Committee

Mr. Li has more than 20 years of experience in TMT, e-commerce and information technology industry. He was the vice-president and CTO of Tianji Network Company, in charge of technology research and development, technical service and customer execution. From 2008-2015, he served as senior vice president of JD.com group (Nasdaq: JD), in charge of technology research and development system. In 2015 he founded the Ciyun Technology Co Ltd. and remains the CEO. He is also the honorary technical advisor of the JD.com group. In 1988, he was admitted to the Mathematics Department of Shandong University with the highest score of Science in the college entrance examination of the whole country and holds a Bachelor degree in Mathematics from Shandong University.

Yuxing Ye, Independent Director, Chair of Nominating Committee and member of Audit Committee and Compensation Committee

Mr. Ye is an attorney licensed to practice in New York State and has over 13 years of experience in advising multinational and PRC companies in corporate law, banking law, investment funds, mergers and acquisitions and regulatory and compliance matters. Mr. Ye started his career as an in-house legal counsel with Bank of China, New York Branch and subsequently with The Bank of Nova Scotia, Singapore Branch, covering a broad range of legal matters involving US sanctions, regional credit markets, derivatives and fixed income products. From 2011 to 2017, he worked as an associate/of counsel with the UK based magic circle law firm Allen Overy LLP and PRC based red circle law firm King & Wood Mallesons and became a partner in 2018 at King & Wood Malleson. Mr. Ye's legal practice focuses on cross-border merger and acquisitions as well as the related regulatory and compliance matters, involving take-over bids, asset and share purchases/divestitures, project/acquisition financings, restructuring, US export control and other commercial arrangements etc. In early 2020, Mr. Ye joined another PRC red circle law firm Zhong Lun as a partner and continues his practice in the aforementioned space, with an even broader coverage of PRC listed companies and investment funds in their outbound acquisitions as well as compliance with US and European regulatory regimes. Mr. Ye obtained his Juris Doctor degree from the Benjamin N. Cardozo School of Law, Yeshiva University in New York in 2007.

Ning Qin, Independent Director and member of the Compensation Committee and Nominating Committee

Mr. Qin has over 15 years of experience as a corporate counsel and lawyer, in M&A, investment and finance. In 2003, he started his career as Clerk with the Court of Baqiao District of Xi'an in China and left in 2004. From 2004 to 2005, he worked as Paralegal with Shaanxi Haipu Law Firm in Xi'an of China. In 2008, he worked as a paralegal with Jane Willems' Firm in Paris, France. From 2009 to 2013, he served as Senior Manager in Tian An China Investment Ltd., (stock code: 0028), listed on the HK stock exchange, responsible for the China legal and investment. In 2013, he worked as General Manager in Shaanxi HDTX Investment Ltd. In 2016, he served as Executive Director in Yulin FFL Environmental Energy Limited (member of ENGIE Group in France). In 2018, he worked as Assistant President in Guanghui Energy Group (stock code: 600256), listed on the SHH stock exchange. From 2020 to present, he is working as Equity Partner in Zhonglun W&D Law Firm in Xi'an. Mr. Qin is a graduate from the Law school of Versailles University in France, and majored in Arbitration and International business in 2008.

**Family Relationships**

None of the directors or executive officers at the Company have a family relationship as defined in Item 401 of Regulation S-K.

**Election of Officers**

Each of our directors is appointed to hold office until the next annual meeting of our shareholders, until her or her respective successor is elected and qualified, or until he or she resigns or is removed in accordance with the applicable provisions of Wyoming law. Our officers are appointed by our board of directors and hold office until removed by our board of directors or until their resignation.

**Board of Directors**

We currently have a board of directors consisting of six members, a majority of whom are "independent" as defined in Nasdaq Rule 5605. We expect that all current directors will continue to serve after this offering. The directors will be re-elected at our annual general meeting of shareholders.

A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the directors. A general notice given to the directors by any director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in regard to any contract so made. A director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so his vote shall be counted and he may be counted in the quorum at any meeting of the directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration.

**Board Committees**

We have established three committees under the board of directors: Audit Committee, Compensation Committee and Nominating Committee. Each committee is governed by a charter approved by our board of directors. Copies of the charters have been submitted as exhibits to the registration statement of which this prospectus is a part and will be available at our investor relations website.

**Audit Committee**

Our Audit Committee consists of Biming Guo (Chair), Daxue Li, and Yuxing Ye. Each member of the Audit Committee will satisfy the "independence" requirements of Rule 5605(a)(2) of the Listing Rules of the Nasdaq Stock Market and meet the independence standards under Rule 10A-3 under the Exchange Act. Our Audit Committee Financial Expert is Biming Guo who qualifies as an "audit committee financial expert" within the meaning of the SEC rules and possesses financial sophistication within the definition of the Listing Rules of the Nasdaq Stock Market. The Audit Committee oversees our accounting and financial reporting processes and the audits of the financial statements of our company. The Audit Committee is responsible for, among other things:



- selecting our independent registered public accounting firm and pre-approving all auditing and non-auditing services permitted to be performed by our independent registered public accounting firm;
- reviewing with our independent registered public accounting firm any audit problems or difficulties and management’s response and approving all proposed related party transactions, as defined in Item 404 of Regulation S-K;
- discussing the annual audited financial statements with management and our independent registered public accounting firm;
- annually reviewing and reassessing the adequacy of our Audit Committee charter;
- meeting separately and periodically with the management and our independent registered public accounting firm;
- regularly reporting to the full board of directors;
- reviewing the adequacy and effectiveness of our accounting and internal control policies and procedures and any steps taken to monitor and control major financial risk exposure; and
- such other matters that are specifically delegated to our Audit Committee by our board of directors from time to time.

### ***Compensation Committee***

Our Compensation Committee consists of Daxue Li (Chair), Biming Guo, Yuxing Ye and Ning Qin. Each of the Compensation Committee members satisfies the “independence” requirements of Rule 5605(a)(2) of the Listing Rules of the Nasdaq Stock Market. Our Compensation Committee will assist the board in reviewing and approving the compensation structure, including all forms of compensation, relating to our directors and executive officers. No officer may be present at any committee meeting during which such officer’s compensation is deliberated upon. The Compensation Committee will be responsible for, among other things:

- reviewing and approving to the board with respect to the total compensation package for our most senior executive officers;
- approving and overseeing the total compensation package for our executives other than the most senior executive officers;
- reviewing and recommending to the board with respect to the compensation of our directors;
- periodically reviewing and approving any long-term incentive compensation or equity plans;
- selecting compensation consultants, legal counsel or other advisors after taking into consideration all factors relevant to that person’s independence from management; and
- programs or similar arrangements, annual bonuses, employee pension and welfare benefit plans.

### ***Nominating Committee***

Our Nominating Committee consists of Yuxing Ye (Chair), Daxue Li, and Ning Qin. Each member of the Nominating Committee will satisfy the “independence” requirements of Rule 5605(a)(2) of the Listing Rules of the Nasdaq Stock Market. The nominating committee will assist the board of directors in selecting individuals qualified to become our directors and in determining the composition of the board and its committees. The Nominating Committee will be responsible for, among other things:

- selecting and recommending to the board nominees for election by the shareholders or appointment by the board;
- annually reviewing with the board the current composition of the board with regards to characteristics such as independence, knowledge, skills, experience and diversity;
- making recommendations on the frequency and structure of board meetings and monitoring the functioning of the committees of the board; and
- advising the board periodically with regards to significant developments in the law and practice of corporate governance as well as our compliance with applicable laws and regulations, and making recommendations to the board on all matters of corporate governance and on any remedial action to be taken.

### ***Involvement in Certain Legal Proceedings***

To the best of our knowledge, none of our directors and officers has been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, nor has been a party to any judicial or administrative proceeding during the past ten (10) years that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws, except for matters that were dismissed without sanction or settlement. Except as set forth in our discussion below in “Related Party Transactions,” our directors and officers have not been involved in any transactions with us or any of our affiliates or associates which are required to be disclosed pursuant to the rules and regulations of the SEC.

### ***Code of Business Conduct and Ethics***

We have adopted a code of business conduct and ethics applicable to our directors, officers and employees.

### ***Board Diversity***

The Board of Directors does not have a formal policy with respect to Board nominee diversity. In recommending proposed nominees to the Board of Directors, the Nominating Committee is charged with building and maintaining a board that has an ideal mix of talent and experience to achieve our business objectives in the current environment. In particular, the Nominating Committee is focused on relevant subject matter expertise, depth of knowledge in key areas that are important to us, and diversity of thought, background, perspective and experience so as to facilitate robust debate and broad thinking on strategies and tactics pursued by us.

The following table provides certain information regarding the diversity of our Board of Directors as of the date of this annual report.

Board Diversity Matrix (As of the date of this annual report)				
Country of Principal Executive Offices:				China
Foreign Private Issuer				No
Disclosure Prohibited Under Home Country Law				No
Total Number of Directors				5
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	1	4	0	0
Part II: Demographic Background				
Underrepresented Individual in Home Country Jurisdiction				—
LGBTQ+				—

## ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth certain information with respect to compensation for the years ended December 31, 2022 and 2021, earned by or paid to our chief executive officer and principal executive officer, our principal financial officer, and our other most highly compensated executive officers whose total compensation exceeded US\$2,000 (the “named executive officers”).

Name and Principal Position	Year	Salary(\$)	Bonus(\$)	Stock Awards (\$)	All Other Compensation (\$)	Total(\$)
Zheng Dai	2022	96,000	-	-	-	96,000
Chairman (as of December 21, 2022)	2021	80,000	-	-	-	80,000
Liu Pijun	2022	96,000	-	-	-	96,000
CEO (as of December 21, 2022)	2021	80,000	-	-	-	80,000
Hechun Wei	2022	2,000	-	-	-	2,000(1)
CEO	2021	-	-	-	-	-
Kean Tat Che	2022	55,000	-	-	-	55,000
CFO (as of November 29, 2022)	2021	50,000	-	-	-	50,000
Annie Huang	2022	4,000	-	-	-	4,000(1)
CFO and Secretary	2021	-	-	-	-	-
Hanfeng Li	2022	16,700	-	-	-	16,700(1)
	2021	-	-	-	-	-
Zhuo Li	2022	31,000	-	-	-	31,000
COO (as of August 12, 2022)	2021	50,000	-	-	-	50,000

- (1) Such amounts were accrued based on their appointment date in 2022. Mr. Hechun Wei was appointed as the CEO of the Company on December 21, 2022 and Ms. Annie Huang was appointed as the CFO of the Company on November 29, 2022. Mr. Hanfeng Li was appointed as the Vice President of the Company on October 13, 2022.

### Employment Agreements

Our employment agreements with our officers generally provide employment for a specific term and set annual salaries, health insurance, pension insurance, paid vacation, and family leave time. The agreement may be terminated by either party as permitted by law.

We have entered into an employment agreement with each of Biming Guo, our Chairman, and Hechun Wei, our Chief Executive Officer, effective from December 21, 2022 through December 20, 2026.

Under the terms of the agreements, Messrs. Guo and Wei are entitled to receive a monthly salary of \$2,000 respectively, effective from December 21, 2022, plus one month’s additional salary by the end of each year. All of these are payable in the equivalent amount of either in Hong Kong Dollars or Chinese Renminbi. Any variances are mainly due to fluctuation of currency exchange.

We have also entered into an employment agreement with Annie Huang, our Chief Financial Officer, effective from November 29, 2022 through November 28, 2026.

Under the terms of the agreements, each of Messrs. Huang is entitled to receive a monthly salary of \$2,000, effective from November 29, 2022, and plus one month’s additional salary by the end of each year. All of these are payable in the equivalent amount of either in Hong Kong Dollars or Chinese Renminbi. Any variances are mainly due to fluctuation of currency exchange.

### Director Compensation

On September 1, 2020, we entered into a service contract with each of our independent directors Daxue Li, Yuxing Ye and Ning Qin. The contracts have a term of two years commencing September 1, 2020 and we agree to pay \$2,000 per month commencing March 1, 2021 plus one month’s additional payment by the end of each year.

On April 19, 2021, we entered into a service contract with our independent director Biming Guo. The contract has a term of two years commencing April 19, 2021 and we agree to pay \$2,000 per month commencing April 19, 2021 plus one month’s additional payment by the end of each year.

On August 12, 2022, we entered into a service contract with our independent director Grace Li. The contract has a term of two years commencing August 12, 2022 and we agree to pay \$2,000 per month commencing August 12, 2022 plus one month’s additional payment by the end of each year.

For the years ended December 31, 2022 and 2021, we did not compensate our executive directors for their services other than to reimburse them for out-of-pocket expenses incurred in connection with their attendance at meetings of the Board of Directors. For the year ended December 31, 2022, a total of \$4,000 were accrued for each of our executive director Grace Li, and a total of \$96,000 were accrued for our independent director Biming Guo, Daxue Li, Yuxing Ye and Ning Qin. The parties agreed that the compensation payment to be deferred until the launching of WTPay project of the Company.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth information with respect to beneficial ownership of our common stock as of the date of hereof by:

- Each person who is known by us to beneficially own more than 5% our outstanding common stock;
- Each of our director, director nominees and named executive officers; and

- All directors and named executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and generally requires that such person have voting or investment power with respect to securities. In computing the number of shares of common stock beneficially owned by a person listed below and the percentage ownership of such person, common stock underlying options, warrants or convertible securities held by each such person that are exercisable or convertible within 60 days of the date of this prospectus are deemed outstanding but are not deemed outstanding for computing the percentage ownership of any other person. Except as otherwise indicated in the footnotes to this table, or as required by applicable community property laws, all persons listed have sole voting and investment power for all common stock shown as beneficially owned by them. Unless otherwise indicated in the footnotes, the address for each principal shareholder is in the care of our Company at No. 18, Kechuang 10th Street, Beijing Economic and Technological Development Zone, Beijing, People Republic of China. As of the date hereof, we have approximately 400 shareholders of record.

	Amount of Beneficial Ownership of Common Stock <sup>(1)</sup>	Percentage Ownership of Common Stock <sup>(2)</sup>
<b>Executive Officers and Directors</b>		
<b>Directors and Named Executive Officers:</b>		
Biming Guo	-	-
Daxue Li	-	-
Yuxing Ye	-	-
Grace Li	-	-
Hung Fai Choi	-	-
Ning Qin	-	-
Hechun Wei	-	-
Annie Huang	-	-
Hanfeng Li	-	-
All executive officers and directors as a group (9 persons)	-	-
<b>5% or Greater Shareholders</b>		
Future Science and Technology Co Ltd <sup>(3)</sup>	282,650	26.81%
Aishangyou Limited <sup>(4)</sup>	265,055	25.14%

\*Less than 1%.

- (1) Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the common stock. All shares represent only common stock held by shareholders as no options are issued or outstanding.
- (2) Calculation based on 1,054,530 shares of common stock issued and outstanding as of the date of this report.
- (3) Zheng Dai has sole voting and dispositive power over the shares held by Future Science and Technology Co Ltd.
- (4) Shufeng Zang, a non-affiliate of the registrant, has sole voting and dispositive power over the shares held by AiShangYou Limited.

## ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

### RELATED PARTY TRANSACTIONS

#### Transactions with Related Persons

Except as described below, no director, executive officer, shareholder holding at least 5% of shares of our common stock, or any family member thereof, had any material interest, direct or indirect, in any transaction, or proposed transaction during the last two fiscal years in which the amount involved in the transaction exceeded or exceeds the lesser of \$120,000 or one percent of the average of our total assets at year-end for the last two completed fiscal years.

## ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

As reported on our Form 8-K filed May 15, 2023, we had a change of auditor from TAAD LLP to Grant Assenture PAC for the fiscal year ended December 31, 2022.

The Audit Committee has ratified Assenture PAC, Independent Registered Public Accounting Firm, to audit our books, records and accounting for the year ended December 31, 2022. The Audit Committee in its discretion may select a different registered public accounting firm at any time during the year if it determines that such a change will be in the best interests of us and our shareholders.

The aggregate fees billed for professional services rendered by the principal accountant for the audit of our annual financial statements and review of the financial statements included in our quarterly reports on Form 10-Q and services that are normally provided by the principal accountant in connection with statutory and regulatory filings or engagements for these fiscal periods were as follows:

Year	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees	Total Fees
2021	\$ 95,000	\$ 0	\$ 8,000	\$ 30,000	\$ 133,000
2022	\$ 235,000	\$ 0	\$ 12,000	\$ 43,500	\$ 290,500

**Audit Fees:** The aggregate fees billed for professional services rendered by the principal accountant for the audit of our annual financial statements and review of financial statements included in our Form 10-K and other services that are normally provided by the principal accountant in connection with statutory and regulatory filings or engagements for those fiscal years.

**Audit-Related Fees:** The aggregate fees billed for assurance and related services rendered by the principal accountant that are reasonably related to the performance of the audit or review of our financial statements and are not reported under the previous item, Audit Fees.

**Tax Fees:** The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice and tax planning.

**All Other Fees:** The aggregate fees billed for legal fee and services provided by the lawyers and other parties other than those disclosed above.



**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

The following documents are filed as part of this annual report:

(1) *Financial Statements*

- Reports of Independent Registered Public Accounting Firm
- Consolidated Balance Sheets at December 31, 2022 and 2021
- Consolidated Statements of Operations for the year ended December 31, 2022 and 2021
- Consolidated Statements of Stockholders' Equity for the year ended December 31, 2022 and 2021
- Consolidated Statements of Cash Flows for the year ended December 31, 2022 and 2021
- Notes to the Consolidated Financial Statements

(2) *Financial Statement Schedules*

All schedules are omitted because they are not applicable, or not required, or because the required information is included in the financial statements or notes thereto.

(3) *Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Amended and Restated Articles of Incorporation (Incorporated herein by reference to WeTrade Group Inc's Current Report on Form 8-K filed with the SEC on April 3, 2023)</a>
<a href="#">3.2</a>	<a href="#">Second Amended By-Laws (Incorporated herein by reference to WeTrade Group Inc's Current Report on Form 8- K filed with the SEC on April 3, 2023)</a>
<a href="#">10.1</a>	<a href="#">Employment Agreement between Wetrade Group Inc. and Hechun Wei, dated December 21, 2022 (Incorporated herein by reference to WeTrade Group Inc's Current Report on Form 8- K filed with the SEC on December 21, 2022)</a>
<a href="#">10.2</a>	<a href="#">Employment Agreement between Wetrade Group Inc. and Annie Huang, dated November 29, 2022 (Incorporated herein by reference to WeTrade Group Inc's Current Report on Form 8- K filed with the SEC on December 2, 2022)</a>
<a href="#">10.3</a>	<a href="#">Employment Agreement with Hanfeng Li dated October 10, 2022 (Incorporated herein by reference to WeTrade Group Inc's Current Report on Form 8- K filed with the SEC on October 18, 2022)</a>
<a href="#">10.4</a>	<a href="#">Service Contract by and between the Registrant and Daxue Li (Incorporated herein by reference to WeTrade Group Inc's Registration Statement on Form S-1/A filed with the SEC on June 9, 2021)</a>
<a href="#">10.5</a>	<a href="#">Service Contract by and between the Registrant and Yuxing Ye (Incorporated herein by reference to WeTrade Group Inc's Registration Statement on Form S-1/A filed with the SEC on June 9, 2021)</a>
<a href="#">10.6</a>	<a href="#">Service Contract by and between the Registrant and Ning Qin (Incorporated herein by reference to WeTrade Group Inc's Registration Statement on Form S-1/A filed with the SEC on June 9, 2021)</a>
<a href="#">10.7</a>	<a href="#">Technical Principal Agreement between Zhuozhou Weijiafu Information Technology Limited and the Company (Incorporated herein by reference to WeTrade Group Inc's Registration Statement on Form S-1 filed with the SEC on April 6, 2021)</a>
<a href="#">10.8</a>	<a href="#">Technical Principal Agreement between Changtongfu Technology (Hainan) Co Limited and the Company (Incorporated herein by reference to WeTrade Group Inc's Registration Statement on Form S-1/A filed on June 9, 2021)</a>
<a href="#">21.1*</a>	<a href="#">List of Subsidiaries</a>
<a href="#">31.1*</a>	<a href="#">Certification of Principal Executive Officer filed pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
<a href="#">31.2*</a>	<a href="#">Certification of Principal Financial Officer filed pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
<a href="#">32.1*</a>	<a href="#">Certification of Principal Executive Officer furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
<a href="#">32.2*</a>	<a href="#">Certification of Principal Financial Officer furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
101	Financial statements of WeTrade Group Inc for the year ended December 31, 2022 and 2021 formatted in XBRL: (i) the Balance Sheet; (ii) the Statement of Income; (iii) Statement of Changes in Stockholders' Equity; (iv) the Statement of Cash Flows; and (v) the Notes to the Financial Statements ***

\* Filed herein.



SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WETRADE GROUP INC

Dated: July 14, 2023

By: /s/ Hechun Wei  
Hechun Wei  
Chief Executive Officer  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: July 14, 2023

By: /s/ Annie Huang  
Annie Huang  
Chief Financial Officer,  
(Principal financial officer and principal accounting officer)

FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors  
WeTrade Group, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of WeTrade Group, Inc. and subsidiaries (the “Company”) as of December 31, 2022, the related statements of operations and comprehensive income, stockholders’ equity, and cash flows for the year ended December 31, 2022 and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and the results of their operations and their cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

**Basis for Opinion**

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

/S/ Assenture PAC

We have served as the Company’s auditor since 2023.

Assenture PAC  
Singapore  
July 14, 2023  
PCAOB ID Number 6783

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors  
WeTrade Group, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of WeTrade Group, Inc. and subsidiaries (the “Company”) as of December 31, 2021 and the related statements of operations, of comprehensive income, stockholders’ equity, and cash flows for the year ended December 31, 2021. In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021, and the results of their operations and their cash flows for the period then ended, in conformity with U.S. generally accepted accounting principles.

**Basis for Opinion**

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ TAAD LLP

We have served as the Company’s auditor from 2019 to 2023.

Diamond Bar, California  
April 14, 2022  
PCAOB ID Number 05854

**WETRADE GROUP INC**  
**CONSOLIDATED BALANCE SHEETS**

	As of December 31, 2022	As of December 31, 2021
(All amounts shown in U.S. Dollars)		
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 20,025,495	\$ 616,593
Accounts receivable- non related parties, net	6,828,195	5,627,463
Account receivable- related parties, net	549,606	3,603,402
Loan receivable	1,614,841	3,798,130
Other receivables	50,839	30,147
Prepayments	3,160,932	2,760,658
Prepayments- related parties	1,914,515	-
Total Current Assets	34,144,423	16,436,393
Non-Current Assets:		
Prepayments	10,000,000	-
Amortised expenses, net	828,983	
Property and equipment, net	992,445	395,353
Right of use assets	-	2,328,950
Intangible asset, net	23,188	37,765
Other receivable	240,202	
Rental deposit- related party	-	272,063
Total Non-Current Assets	12,084,818	3,034,131
Total Assets:	<b>\$ 46,229,241</b>	<b>\$ 19,470,524</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Account payables	\$ 143,917	\$ 7,710
Account payables- related parties	281,136	54,436
Accrued expenses	298,595	217,073
Tax payables	128,979	711,841
Amount due to related parties	1,291,296	1,105,532
Lease liabilities, current	-	596,098
Other payables	2,365,808	306,270
Total Current Liabilities	4,509,731	2,998,960
Non-current liabilities:		
Lease liabilities, non-current	-	1,942,242
Total Liabilities	<b>4,509,731</b>	<b>4,941,202</b>
Stockholders' Equity:		
Common Stock; no par value; 195,057,503 issued and outstanding at December 31, 2022 and 305,451,498 issued and outstanding at December 31, 2021*	-	-
Additional Paid in Capital	43,732,196	6,197,520
Accumulated other comprehensive income	(298,576)	898,497
(Accumulated Deficits)/ Retained Earnings	(1,714,110)	7,433,305
Total Stockholders' Equity	<b>41,719,510</b>	<b>14,529,322</b>
Total Liabilities and Stockholders' Equity	<b>\$ 46,229,241</b>	<b>\$ 19,470,524</b>

\*Share and per share amounts have been adjusted to reflect the decreased number of shares resulting from a cancellation of shares.

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

**WETRADE GROUP INC**  
**Consolidated Statements of Operations and Comprehensive Income**

	<b>For the year ended December 31, 2022</b>	<b>For the year ended December 31, 2021</b>
Revenue:		
Service revenue, non-related party	\$ 10,803,232	\$ 9,734,966
Service revenue, related party	868,103	4,646,329
	<u>11,671,335</u>	<u>14,381,295</u>
Cost of Revenue	(9,695,290)	(2,681,939)
Gross Profit	<u>1,976,045</u>	<u>11,699,356</u>
Operating Expenses:		
General and Administrative	(11,843,048)	(5,705,063)
Operations (Loss)/ profit	(9,867,003)	5,994,293
Other income	636,934	303,665
(Loss)/ Income before income tax	<b>(9,230,069)</b>	<b>6,297,958</b>
Income tax income/ (expense)	82,654	(1,122,283)
Net (Loss)/Income	\$ (9,147,415)	\$ 5,175,675
Other Comprehensive Income		
Foreign currency translation adjustment	(1,197,073)	319,762
Comprehensive (Loss)/ Income	<u>(10,344,488)</u>	<u>5,495,437</u>
Net (loss)/ income per share - basic and diluted	\$ (0.04)	\$ 0.02
Weighted average number of shares outstanding*; Basic and Diluted	<u>223,259,181</u>	<u>305,451,498</u>

\*Share and per share amounts have been retroactively adjusted to reflect the decreased number of shares resulting from a share cancellation and issuance of new shares.

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

**WETRADE GROUP INC**  
**Consolidated Statements of Changes in Stockholders' Equity**

	<b>Common Share</b>		<b>Additional Paid in Capital</b>	<b>Retained Earnings /(Accumulated Deficits)</b>	<b>Accumulated Other comprehensive income</b>	<b>Total Shareholder Equity</b>
	<b>Shares*</b>	<b>Amount</b>	<b>Amount</b>			
Balance as of December 31, 2020	305,451,498	-	6,057,520	2,257,630	578,735	8,893,885
Related party payable forgiveness	-	-	140,000	-	-	140,000
Foreign currency translation adjustment	-	-	-	-	319,762	319,762
Net income for the year	-	-	-	5,175,675	-	5,175,675
Balance as of December 31, 2021	305,451,498	-	6,197,520	\$ 7,433,305	\$ 898,497	\$ 14,529,322
Share cancellation	(120,418,995)	-	-	-	-	-
Sale of common shares, net of fees	10,000,000	-	37,057,176	-	-	37,057,176
Stock compensation	25,000	-	477,500	-	-	477,500
Foreign currency translation adjustment	-	-	-	-	(1,197,073)	(1,197,073)
Net loss for the year	-	-	-	(9,147,415)	-	(9,147,415)
Balance as of December 31, 2022	<u>195,057,503</u>	<u>\$ -</u>	<u>43,732,196</u>	<u>\$ (1,714,110)</u>	<u>(298,576)</u>	<u>\$ 41,719,510</u>

\*Share and per share amounts have been adjusted to reflect the decreased number of shares resulting from a share cancellation and new share issuances.

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

**WETRADE GROUP INC**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>For the year ended December 31, 2022</b>	<b>For the year ended December 31, 2021</b>
		<b>Reclassification</b>
<b>Cash Flows from Operating Activities:</b>		
Net (Loss)/ Income	\$ (9,147,415)	\$ 5,175,675
Adjustment to reconcile net income to cash flows from operating activities:		
Depreciation expenses	263,260	23,353
Amortization of intangible assets	14,577	12,519
Forgiveness of related party debt	-	140,000
Changes in Operating Assets and Liabilities:		
Account receivables	(1,200,732)	(2,910,665)
Account receivables- related parties	2,813,594	(3,558,398)
Other receivables	251,371	244,749
Prepaid expenses	(10,400,274)	(2,926,541)
Prepaid expenses- related parties	(1,914,515)	-
Account payable	136,207	(910)
Account payable- related parties	226,700	51,031
Accrued expenses	81,522	(52,178)
Tax payables	(582,862)	(177,836)
Other payables	2,059,538	250,870
Lease liabilities	(2,538,340)	(585,253)
Right of use assets	2,328,950	560,200
Net cash flows used in operating activities:	<u>(17,608,419)</u>	<u>(3,753,384)</u>
<b>Cash flow from Investing activities:</b>		
Loan receivable	2,183,289	(611,210)
Amortised expenses	(995,775)	
Office equipment	(693,560)	(417,112)
Net cash flows provided by/(used in) investing activities:	<u>493,954</u>	<u>(1,028,322)</u>
<b>Cash flow from financing activities:</b>		
Proceeds from issuance of common stock	37,534,676	-
Related party loan	185,764	689,031
Net cash provided by financing activities:	<u>37,720,440</u>	<u>689,031</u>
Effect of exchange rate changes on cash	(1,197,073)	68,665
Change in Cash and Cash Equivalents:	19,408,902	(4,024,010)
Cash and Cash Equivalents, Beginning of Period	616,593	4,640,603
Cash and Cash Equivalents, End of Period	<u>\$ 20,025,495</u>	<u>\$ 616,593</u>
<b>NON-CASH FINANCING TRANSACTION</b>		
Forgiveness of related party payable	<u>\$ -</u>	<u>\$ 140,000</u>
<b>Supplemental Cash Flow Information:</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ 480,528

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



**WeTrade Group Inc**  
**Notes to Consolidated Financial Statements**  
**December 31, 2022**

**NOTE 1. NATURE OF BUSINESS****Organization**

WeTrade Group, Inc was incorporated in the State of Wyoming on March 28, 2019. As of December 31, 2022, the company is in the business of providing technical services and solutions via its social e-commerce platform and chatGPT technical services. We are committed to providing an international cloud-based intelligence system and independently developed a micro-business cloud intelligence system called the “YCloud.” Our goal is to provide technical and auto-billing management services to micro-business online stores in China through big data analytics, machine learning mechanisms, social network recommendations, and multi-channel data analysis.

We provide technology services to both individual and corporate users. Through Yueshang Information Technology (Beijing) Limited, or Yueshang Beijing, we provide access to “YCloud” to our two customers, which are Zhuozhou Weijiafu Information Technology Limited (“Weijiafu”), a PRC technology company, which then provide “YCloud” services to individual and corporate micro-business owners and Changtongfu Technology (Hainan) Co Limited (“Changtongfu”), a PRC technology company, which then provide “YCloud” services to individual and corporate business owners in the hotel and travel industries.

The market of individual micro-business owners represents a potential of 330 million users by the year of 2023. YCloud serves corporate users in multiple industries, including Yuetao Group, Zhiding, Lvyue, Yuebei, Yuedian, Coke GO, and Zhongyanshangyue. We conduct business operations in mainland China and have established trial operations in Singapore. We expect to utilize the YCloud system to establish a global strategic cooperation with various social media platforms.

The main functions of the YCloud system are assisting users to manage its marketing relationships, CPS commission profit management, multi-channel data statistics, AI fission and management, and improved supply chain systems.

Currently, YCloud serves the micro business industry which include tourism, hospitality, medical beauty and traditional retail industries.

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****Recently Issued and Adopted Financial Accounting Standards****Leases**

In February 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-02, Leases (Topic 842) (“ASU 2016-02”), which requires lessees to recognize lease assets and lease liabilities on the balance sheet for those leases classified as operating leases under current U.S. GAAP. ASU 2016-02 requires a lessee to recognize a lease liability and a right-of-use asset for each lease with a term longer than twelve months. The new guidance also requires additional qualitative and quantitative disclosures related to the nature, timing and uncertainty of cash flows arising from leases. The Company adopted the new standard effective January 1, 2022, using a modified retrospective approach and electing to use the package of practical expedients permitted under the transition guidance, which allows for the carry forward of historical lease classification for existing leases on the adoption date and does not require the assessment of existing lease contracts to determine whether the contracts contain a lease or initial direct costs. Prior periods were not retrospectively adjusted.

The Company did not have any finance lease liabilities as of the adoption date. There was no cumulative effect adjustment to the opening balance of accumulated deficit as of January 1, 2022. Adoption of this new guidance did not have a material impact on the consolidated statements of operations or cash flows.

**Accounting Standards Effective in Future Periods****Financial Instruments—Credit Losses**

In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (“ASU 2016-03).” The amendments in this update introduce a new standard to replace the incurred loss impairment methodology under current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. Subsequent to the initial standards, the FASB has also issued several ASUs to clarify specific topics. ASU 2016-13 is effective for the Company’s fiscal year beginning January 1, 2023. The Company does not expect the implementation of ASU 2016-13 to have a material impact on consolidated financial statements.

**Basis of Presentation**

The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”). The consolidated financial statements include the financial statements of the Company and its subsidiaries. All significant inter-company transactions and balances have been eliminated on consolidation.

As of December 31, 2022, the details of the consolidating subsidiaries are as follows:

<b>Name of Company</b>	<b>Place of incorporation</b>	<b>Attributable equity interest %</b>
Utour Pte Ltd	Singapore	100%
WeTrade Information Technology Limited (“WITL”)	Hong Kong	100%
Yueshang Information Technology (Beijing) Co., Ltd. (“YITB”)	P.R.C	100%
Yueshang Group Network (Hunan) Co., Limited (“Yueshang Hunan”)	P.R.C	100%
WeTrade Digital Technology (Beijing) Limited	P.R.C	100%
Yueshang Technology Group (Zhuhai Hengqin) Limited	P.R.C	100%
Tibet XiaoShang Technology Co Limited (“Tibet Xiaoshang”)	P.R.C	100%
Shanghai Yueshang Information Technology Limited	P.R.C	100%

**Consolidation**

The Company’s consolidated financial statements include the financial statements of the Group and subsidiaries. All transactions and balances among the Group and its subsidiaries have been eliminated upon consolidation.

**Use of Estimates and Assumptions**

The preparation of financial statements in conformity with US GAAP requires management to make judgement estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Management believes that the estimates used in preparing the financial statements are reasonable and prudent; however, actual results could differ from these estimates. Significant accounting estimates include the allowance for doubtful accounts, useful lives of intangible asset, valuation of deferred tax assets, and certain accrued liabilities such as contingent liabilities.

## Fair Value Measurements

The Company follows guidance for accounting for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the financial statements on a recurring basis. Additionally, the Company adopted guidance for fair value measurement related to nonfinancial items that are recognized and disclosed at fair value in the financial statements on a nonrecurring basis. The guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value.

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability. The carrying amounts of financial assets such as cash approximate their fair values because of the short maturity of these instruments.

## Concentrations of Credit Risk, Significant Customers

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of accounts receivable. The Company does not require collateral for accounts receivables. The Company maintains an allowance for its doubtful accounts receivable due to estimated credit losses. The Company does not record the allowance against bad debt expense through the consolidated statements of operations, included in general and administrative expense, up to the amount of revenues recognized to date. Receivables are written off and charged against the recorded allowance when the Company has exhausted collection efforts without success. As of December 31, 2022 and 2021, accounts receivable from two main customers amounted to \$7,377,801 and \$9,230,865 respectively.

## Revenue Recognition

The Company follows the guidance of Accounting Standards Codification (ASC) 606, Revenue from Contracts. ASC 606 creates a five-step model that requires entities to exercise judgment when considering the terms of contracts, which includes (1) identifying the contracts or agreements with a customer, (2) identifying our performance obligations in the contract or agreement, (3) determining the transaction price, (4) allocating the transaction price to the separate performance obligations, and (5) recognizing revenue as each performance obligation is satisfied. The Company only applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the services it transfers to its clients.

## Cash and Cash Equivalents

The Company considers all highly liquid debt instruments purchased with a maturity period of three months or less to be cash or cash equivalents. The carrying amounts reported in the accompanying consolidated balance sheets for cash and cash equivalents approximate their fair value. All of the Company's cash that is held in bank accounts in Singapore, Hong Kong, and PRC are not protected by Federal Deposit Insurance Corporation ("FDIC") insurance.

## Foreign Currency

The Company's principal country of operations is the PRC. The accompanying consolidated financial statements are presented in US\$. The functional currency of the Company is US\$, and the functional currency of the Company's subsidiaries is RMB. The consolidated financial statements are translated into US\$ from RMB at year-end exchange rates as to assets and liabilities and average exchange rates as to revenues and expenses. Capital accounts are translated at their historical exchange rates when the capital transactions occurred. The resulting translation adjustments are recorded as a component of shareholders' equity included in other comprehensive income. Gains and losses from foreign currency transactions are included in profit or loss. There were no gains and losses from foreign currency transactions from the inception to December 31, 2022.

	<b>Year ended December 31,</b>	
	<b>2022</b>	<b>2021</b>
RMB: US\$ exchange rate	6.9	6.36

The balance sheet amounts, with the exception of equity, December 31, 2022 and December 31, 2021 were translated at 6.9 RMB and 6.36 RMB to \$1.00, respectively. The equity accounts were stated at their historical rates. The average translation rates applied to statements of operations and comprehensive income (loss) accounts for the year ended December 31, 2022 and year ended December 31, 2021 were 6.75 RMB and 6.44 RMB to \$1.00, respectively. Cash flows were also translated at average translation rates for the year and, therefore, amounts reported on the statement of cash flows would not necessarily agree with changes in the corresponding balances on the consolidated balance sheet. The transactions dominated in SGD are immaterial.

## Intangible Asset

Intangible asset is software development cost of YCloud system incurred by the Company, it will be amortized on a straight line basis over the estimated useful life of 5 years.

## Software Development Costs

We apply ASC 985-20, Software—Costs of Software to Be Sold, Leased, or Marketed, in analyzing our software development costs. ASC 985-20 requires the capitalization of certain software development costs subsequent to the establishment of technological feasibility for a software product in development. Research and development costs associated with establishing technological feasibility are expensed as incurred. Based on our software development process, technological feasibility is established upon the completion of a working model. In addition, we apply this to our review of development projects related to software used exclusively for our SaaS subscription offerings. In these reviews, all costs incurred during the preliminary project stages are expensed as incurred. Once the projects have been committed to and it is probable that the projects will meet functional requirements, costs are capitalized.

## Leases

The Company adopted Accounting Standards Update No. 2016-02, Leases (Topic 842) (ASU 2016-02), and generally requires lessees to recognize operating and financing lease liabilities and corresponding right-of-use (ROU) assets on the balance sheet and to provide enhanced disclosures surrounding the amount, timing and uncertainty of cash flows arising from leasing arrangements.

Operating leases are included in operating lease right-of-use (“ROU”) assets and short-term and long-term lease liabilities in our consolidated balance sheets. Finance leases are included in property and equipment, other current liabilities, and other long-term liabilities in our consolidated balance sheets.

ROU assets represent the Company’s right to use an underlying asset for the lease term and lease liabilities represent the Company’s obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of the leases do not provide an implicit rate, we use the industry incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. We use the implicit rate when readily determinable. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. The lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

ASU 2016-02 requires that public companies use a secured incremental borrowing rate for the present value of lease payments when the rate implicit in the contract is not readily determinable. We determine a secured rate on a quarterly basis and update the weighted average discount rate accordingly.

## Income Tax

Income taxes are determined in accordance with the provisions of ASC Topic 740, “Income Taxes” (“ASC Topic 740”). Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in the periods in which those temporary differences are expected to be recovered or settled. Any effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

ASC 740 prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return. Under ASC 740, tax positions must initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

The Company has a subsidiary in Singapore and PRC. The Company is subject to tax in Singapore and PRC jurisdictions. As a result of its future business activities, the Company will be required to file tax returns that are subject to examination by the Inland Revenue Authority of Singapore and Tax Department of PRC.

## Capital Structure

The Company currently has unlimited authorized shares of \$0.00 par value common stock, with 195,057,503 shares issued and outstanding as of December 31, 2022.

## Earnings (Loss) Per Share

Basic net income per share of common stock attributable to common stockholders is calculated by dividing net income attributable to common stockholders by the weighted-average shares of common stock outstanding for the period. Potentially dilutive shares, which are based on the weighted-average shares of common stock underlying outstanding stock-based awards, warrants, options, or convertible debt using the treasury stock method or the if-converted method, as applicable, are included when calculating diluted net income per share of common stock attributable to common stockholders when their effect is dilutive.

Potential dilutive securities are excluded from the calculation of diluted EPS in loss periods as their effect would be anti-dilutive.

As of December 31, 2022 and 2021, there were no potentially dilutive shares.

	2022	2021
Statement of Operations Summary Information:		
Net (loss)/ profit	\$ (9,147,415)	\$ 5,175,675
Weighted-average common shares outstanding - basic and diluted	223,259,181	305,451,498
Net (loss) / profit per share, basic and diluted	<u>\$ (0.04)</u>	<u>\$ 0.02</u>

## NOTE 3. REVENUE

The Company is in the business of providing an international cloud-based intelligence system, namely “YCloud” system. We aim to provide technical and auto-billing management system services to micro-business online stores in China through big data analytics, machine learning mechanisms, social network recommendations, and multi-channel data analysis. Weijiafu and Changtongfu are our customers to take charge of the Ycloud users’ profiles. Meanwhile, all YCloud users’ information is retained within YCloud system.

We derive our revenue from system service fees charged for transactions conducted through YCloud. We receive 2%-3.5% of the total Gross Merchandise Volume generated in the platform as a system service fee from YCloud users through service agreement with our customers (such as Weijiafu and Changtongfu), depending on the type of service and industry. Gross Merchandise Volume, or GMV, is a term used in online retailing to indicate a total sales monetary-value for merchandise sold through a particular marketplace over a certain time frame. We generally receive the system service fee from Weijiafu and Changtongfu within the first ten days of each calendar month. As of reporting date, all the service fee receivable has been fully settled and received.

As of December 31, 2022 and 2021, the Gross Merchandise Volume, or GMV in YCloud systems are as follow:

Gross Merchandise Volume (“GMV”)	2022 US\$	2021 US\$
Non-related party	327,183,593	292,177,817
Related party	26,291,122	139,359,179
Total:	<u>353,474,715</u>	<u>431,536,996</u>

For the year end December 31, 2022 and 2021, we generated revenues from YCloud service fees amounting to \$11,671,335 and \$14,381,295. Service revenue from third party were \$10,803,232 (2021: \$9,734,966) and service revenue from related party were \$868,103 (2021: \$4,646,329) for the year ended December 31, 2022.

## NOTE 4 – CASH AND CASH EQUIVALENTS

As of December 31, 2022 and 2021, the Company held cash in bank amounting to \$20,025,495 which consists of the following:

	<b>December 31, 2022</b>	<b>December 31, 2021</b>
Bank Deposits-USA	\$ 22,926	-
Bank Deposits- Outside USA	20,002,569	616,593
	<u>20,025,495</u>	<u>616,593</u>

## NOTE 5 – INTANGIBLE ASSET, NET

Intangible asset is software development cost incurred by the Company which is amortized on a straight line basis over the useful life of 5 years as follow:

	<b>December 31, 2022</b>			
	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Amount</b>	<b>Useful Life (Years)</b>
Intangible assets:				
Software development	\$ 57,143	\$ (36,347)	\$ 20,796	5
Foreign currency translation adjustment	-	-	2,392	
Intangible assets, net	<u>\$ 57,143</u>	<u>\$ (36,347)</u>	<u>\$ 23,188</u>	

	<b>December 31, 2021</b>			
	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Amount</b>	<b>Useful Life (Years)</b>
Intangible assets:				
Software development	\$ 57,143	\$ (25,176)	\$ 31,967	5
Foreign currency translation adjustment	-	-	5,798	
Intangible assets, net	<u>\$ 57,143</u>	<u>\$ (25,176)</u>	<u>\$ 37,765</u>	

Amortization expense for intangible assets was \$14,577 and \$12,519 for the year ended December 31, 2022 and 2021.

Expected future intangible asset amortization as of December 31, 2022 was as follows:

Fiscal years:

Remaining 2023	\$	14,577
2024		8,611

#### NOTE 6 – PROPERTY AND EQUIPMENT, NET

As of December 31, 2022 and 2021, property and equipment consists of the following:

	December 31, 2022	December 31, 2021
Property and equipment:		
Office equipment	\$ 865,623	\$ 150,915
Leasehold improvement	246,643	267,791
Subtotal	1,112,266	418,706
Less: Accumulated depreciation	(119,821)	(23,353)
<b>Property and equipment, net</b>	<b>\$ 992,445</b>	<b>\$ 395,353</b>

There is addition of \$693,560 in office equipment and leasehold improvement in 2022. Depreciation expenses of office equipment and leasehold improvement were \$96,468 and \$23,353 for the year ended December 31, 2022 and 2021.

	December 31, 2022	December 31, 2021
Amortised expenses	995,775	-
Less: Accumulated depreciation	(166,792)	-
<b>Amortised expenses, net</b>	<b>\$ 828,983</b>	<b>\$ -</b>

Amortised expenses are related to the office renovation. There is addition of \$995,775 in office renovation in 2022. Depreciation expense were \$166,792 and \$nil for the year ended December 31, 2022 and 2021.

#### NOTE 7 – ACCOUNT RECEIVABLES, NET

As of December 31, 2022 and 2021, account receivables consists of the following:

	December 31, 2022	December 31, 2021
Account Receivables- Non related party	\$ 6,828,195	\$ 5,627,463
Account Receivables- Related party	549,606	3,603,402
	<b>\$ 7,377,801</b>	<b>\$ 9,230,865</b>

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of accounts receivable. The Company does not require collateral for accounts receivable. The Company maintains an allowance for its doubtful accounts receivable due to estimated credit losses. The Company records the allowance against bad debt expense through the consolidated statements of operations, included in general and administrative expense, up to the amount of revenues recognized to date. Receivables are written off and charged against the recorded allowance when the Company has exhausted collection efforts without success. As of December 31, 2022, account receivable from non-related customers amounted to \$6,828,195 (2021: \$5,627,463) and related parties- Changtongfu are amounted to \$549,606 (2021: \$3,603,402). As of the reporting date, all the account receivables have been fully settled from 4 main non-related customers and 1 related party customer- Changtongfu.



## NOTE 8 –LOAN RECEIVABLE

	<b>December 31, 2022</b>	<b>December 31, 2021</b>
Loan receivables	\$ 1,614,841	\$ 3,798,130

Loan receivable relates to the short-term loan of RMB 23 million (approximately of US\$3.33 million) to a third party, which will mature on August 31, 2023.

The accrued interest and principal amount of the loan for the year ended December 31, 2022 and 2021 are as follow:

	<b>December 31, 2022</b>	<b>December 31, 2021</b>
Principal	\$ 1,614,841	\$ 3,630,504
Accrued interest	-	167,626
	\$ 1,614,841	\$ 3,798,130

In 2022, the Company has waived the interest to the borrower and therefore there is no accrued interest during the year.

## NOTE 9 – OTHER RECEIVABLES

As of December 31, 2022 and 2021, other receivables-current consists of staff advances and system set up fees as follow:

	<b>December 31, 2022</b>	<b>December 31, 2021</b>
Advances to staff	50,839	19,302
Others	-	10,845
	50,839	30,147

As of December 31, 2022 and 2021, other receivable non-current consist of office rental deposit as follow:

	<b>December 31, 2022</b>	<b>December 31, 2021</b>
Rental deposit	240,202	-

## NOTE 10 – PREPAYMENTS

As of December 31, 2022 and 2021, prepayments consist of the following:

	<b>December 31, 2022</b>	<b>December 31, 2021</b>
Software development fee- Current	\$ 2,580,416	\$ 61,165
Software development fee- Non current	10,000,000	
Block chain software and annual fee	580,516	630,291
Office furniture	-	1,895,591
Office rental	-	173,611
	<u>\$ 13,160,932</u>	<u>\$ 2,760,658</u>

As of December 31, 2022, software development fee and others is mainly related to the WT Pay system development prepayment of \$10 million, which is expected to be completed by September 2023.

As of December 31, 2022 and 2021, prepayments- related parties consist of the following:

	<b>December 31, 2022</b>	<b>December 31, 2021</b>
Y-cloud system upgrade	\$ 1,914,515	\$ -

As of December 31, 2022, the prepayment-related parties of \$1.9 million are mainly related to the Y-cloud system upgrade, which is expected to be completed by September 2023.

## NOTE 11 – RENTAL DEPOSIT-RELATED PARTIES

As of December 31, 2022 and December 31, 2021, rental deposit of \$nil and \$272,063 relates to office lease deposit. The office tenancy period is 5 years and it will be refundable after the end of tenancy.

With effect from July 1, 2022, the office tenancy has been transferred to a related company- Zhiding Network Technology (Beijing) Co Limited (“ZNTB”), in which the remaining office rental will be paid by ZNTB under the remaining tenancy period. On July 1, 2022, the difference between the carrying amounts of the right-of-use asset and the lease liability amounting to \$209,402 was recognized as other income.

## NOTE 12 – AMOUNT DUE TO RELATED PARTIES

	<b>As of December 31, 2022</b>	<b>As of December 31, 2021</b>
Related parties payable	\$ 521,296	\$ 745,532
Director fee payable	770,000	360,000
	<u>\$ 1,291,296</u>	<u>\$ 1,105,532</u>

As of December 31, 2022, the related party balance of \$521,296 represented advances and professional expenses paid on behalf by Director, which consists of \$260,198 advance from Dai Zheng, \$42,000 advance from Li Zhuo, \$10,000 from Che Kean Tat and \$209,098 office rental advance from Liu Pijun through Zhiding Network Technology (Beijing) Co Limited (“ZNTB”). It is unsecured, interest-free with no fixed payment term and imputed interest is considered to be immaterial.

As of December 31, 2022, the director fee payable of \$770,000 represented the accrual of director fees from the appointment date to December 31, 2022.

## NOTE 13 – TAX PAYABLES

As of December 31, 2022, tax payable of \$128,979 (2021: \$711,841) consisted of PRC corporate income tax at the rate from 15% to 25%, Value-added Tax at the rate from 6% to 13% and PRC Urban construction tax and levies as follow:

	<b>As of December 31, 2022</b>	<b>As of December 31, 2021</b>
Corporate income tax	\$ -	\$ 649,032
VAT, Urban construction tax and levies	128,979	62,809
	<u>\$ 128,979</u>	<u>\$ 711,841</u>

## NOTE 14 – ACCRUED EXPENSES

Accrued expenses of \$298,595 consists of the accrued payroll, CPF and social welfare as follow:

	<b>December 31, 2022</b>	<b>December 31, 2021</b>
Accrued payroll	\$ 298,595	\$ 217,073

## NOTE 15 – OTHER PAYABLES

Other payables of \$2,365,808 consists of the payables for system set up fee and related documentation expenses as follows:

	December 31, 2022	December 31, 2021
Y-Cloud System upgrade and iteration payables	\$ 1,879,673	\$ -
Security account set up fee-Staff	486,135	306,270
	<u>\$ 2,365,808</u>	<u>\$ 306,270</u>

## NOTE 16 – EQUITY

The Company has an unlimited number of ordinary shares authorized, and has issued 195,057,503 shares with no par value as of December 31, 2022.

On March 29, 2019, the Company has issued 100,000,000 shares with no par value to thirty-three founders. On September 3, 2019, the Company has issued a total 74,000 shares at \$3 each to 5 non-US shareholders. The total outstanding shares has increased to 100,074,000 shares as of December 31, 2019.

In February 2020, there are 1,666,666 shares were issued at \$3 per share to 2 new shareholders. On July 10, 2020, the Company issued another 26,000 shares at \$3 per share to 2 new shareholders and the total outstanding shares has increased to 101,766,666 shares.

On September 15, 2020, the Wyoming Secretary of State approved the Company's certificate of amendment to amend its Articles of Incorporation to effect 3 for 1 forward stock split. The total issued and outstanding shares of the Company's common stock has been increased from 101,766,666 to 305,299,998 shares, with the par value unchanged at zero.

On September 21, 2020, there are 151,500 shares issued at \$5 per share to 303 new shareholders, the Company's common stock issued has been increased to 305,451,498 shares as of December 31, 2020.

On April 13, 2022, the Company and 15 Shareholders entered into that certain Share Exchange Agreement (the "Share Exchange Agreement"), pursuant to which Company and the 15 Shareholders have cancelled 120,418,995 shares of Common Stock ("Cancellation Shares"). Upon completion of the transaction, the outstanding shares of the Company's Common Stock has been decreased from 305,451,498 shares to 185,032,503 shares as of June 30, 2022.

On July 21, 2022, the Company has uplisted its common stock to the Nasdaq Capital Market, and the closing of its public offering of 10,000,000 shares of common stock with the gross proceeds of \$40,000,000 and net proceeds of \$37,057,176 after deducting the total offering cost of \$2,942,824. The shares were priced at \$4.00 per share, and the offering was conducted on a firm commitment basis. The shares continue to trade under the stock symbol "WETG." The Company's total issued and outstanding common stock has been increased to 195,032,503 shares after the offering.

On July 22, 2022, the Company issued 25,000 shares of common stock to certain service providers for services in connection with the public offering, the fair value of the share was \$477,500. The Company's total issued and outstanding common stock has been increased to 195,057,503 shares as of December 31, 2022.

## NOTE 17 – INCOME TAXES

The Company is subject to U.S. Federal tax laws. The Company has not recognized an income tax benefit for its operating losses in the United States because the Company does not expect to commence active operations in the United States.

UTour Pte Ltd ("UTour") was incorporated in Singapore and is subject to Singapore profits tax at a tax rate of 17%. Since UTour had no taxable income during the reporting period, it has not paid Singapore profits taxes. UTour has not recognized an income tax benefit for its operating losses in Singapore because it does not expect to commence active operations in Singapore.

WeTrade Information Technology Limited ("WITL") was incorporated in Hong Kong and is subject to Hong Kong profits tax at a tax rate of 16.5%. Since WITL had no taxable income during the reporting period, it has not paid Hong Kong profits taxes. WITL has not recognized an income tax benefit for its operating losses in Hong Kong because the Company does not expect to commence active operations in Hong Kong.

The Company is currently conducting its major operations in the PRC through Yueshang Information Technology (Beijing) Co., Ltd., Yushang Group (Hunan) Network Technology Limited, Yueshang Technology Group (Hainan) Limited and Tibet Xiaoshang Technology Group Limited, which are subject to tax from 15% to 25%.

## NOTE 18 – SUBSEQUENT EVENT

On June 9, 2023, the Wyoming Secretary of State approved the Company's certificate of amendment to amend its Articles of Incorporation to effect 1 for 185 reverse stock split. The total issued and outstanding shares of the Company's common stock decreased from 195,057,503 to 1,054,364 shares, with the par value unchanged at zero.

The Reverse Stock Split is intended to more expediently enable to Company to regain compliance to achieve a minimum bid price of \$1.00 per share for continued listing on Nasdaq, as set forth in Nasdaq Listing Rule 5550(a)(2) (the "Minimum Bid Requirement"). As a result of the Reverse Stock Split, every one-for-one hundred and eighty-five (185) shares of the Company's Common Stock then issued and outstanding will automatically, and without any action of the Company or any holder thereof, be combined, converted, and changed into one (1) validly issued and non-assessable share of Common Stock. No fractional shares will be issued to any shareholder, and in lieu of issuing any such fractional shares, the fractional shares resulting from the Reverse Stock Split will be rounded up to the nearest whole share of Common Stock.

## NOTE 19 – RECLASSIFICATION

A prior year amount have been reclassified for consistency with the current year presentation. This reclassification had no effect on the reported results of operations and performance position. A reclassification has been made to the Consolidated Statements of Cash Flows for the year ended December 31, 2021, to reclassify the loan receivable from cash flow financing activities to cash flow investing activities.

**WeTrade Group Inc.****List of Subsidiaries**

<b>Name of Subsidiary</b>	<b>Jurisdiction of Incorporation or Organization</b>
Utour Pte. Ltd.	Singapore
WeTrade Information Technology Limited	Hong Kong
Yueshang Information technology (Beijing) Limited	People's Republic of China
Yueshang Group (Hunan) Network Technology Co., Ltd.	People's Republic of China
WeTrade Digital (Beijing) Technology Limited	People's Republic of China
Yueshang Technology Group (Zhuhai Hengqin) Limited	People's Republic of China
Tibet XiaoShang Technology Group Limited	People's Republic of China
Shanghai Yueshang Information Technology Limited	People's Republic of China

CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a)  
OF THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED

I, Wei Hechun, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2022 of WeTrade Group Inc
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal year (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 14, 2023

/s/ Hechun Wei

Hechun Wei

Chief Executive Officer

(principal executive officer)

CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a)  
OF THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED

I, Annie Huang, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2022 of WeTrade Group Inc
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal year (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 14, 2023

/s/ Annie Huang

Annie Huang  
Chief Financial Officer  
(principal financial officer)



CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Wei Hechun, Chief Executive Officer of WeTrade Group Inc. (the “Company”), do hereby certify, in connection with Annual Report on Form 10-K for the year ended December 31, 2022 (the “Report”) of the Company, the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 14, 2023

*/s/ Wei Hechun*

\_\_\_\_\_  
Wei Hechun

Chief Executive Officer

(principal executive officer)

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Annie Huang, Chief Financial Officer of WeTrade Group Inc. (the “Company”), do hereby certify, in connection with Annual Report on Form 10-K for the year ended December 31, 2022 (the “Report”) of the Company, the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 14, 2023

/s/ Annie Huang

Annie Huang  
Chief Financial Officer  
(principal financial officer)