

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended **March 31, 2023**

or

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

For the transition period from _____ to _____

Commission File Number **001-38308**

Greenpro Capital Corp.

(Exact name of registrant issuer as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

98-1146821

(I.R.S. Employer
Identification No.)

**B-23A-02, G-Vestor Tower,
Pavilion Embassy, 200 Jalan Ampang,
50450 W.P. Kuala Lumpur, Malaysia**

(Address of principal executive offices, including zip code)

Registrant's phone number, including area code **(603) 8408 - 1788**

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, \$0.0001 par value	GRNQ	NASDAQ Capital Market

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding twelve months (or shorter period that the registrant was required to submit and post such files).

Yes No

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

Large Accelerated Filer

Non-accelerated Filer

Accelerated Filer

Smaller reporting company

Emerging Growth 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 May 11, 2023, there were 7,875,813 shares, par value \$0.0001, of the registrant's Common Stock issued and outstanding.

TABLE OF CONTENTS

	<u>Page</u>
PART I	
<u>FINANCIAL INFORMATION</u>	3
ITEM 1.	
<u>CONDENSED CONSOLIDATED FINANCIAL STATEMENTS:</u>	3
<u>Condensed Consolidated Balance Sheets – March 31, 2023 (Unaudited) and December 31, 2022</u>	3
<u>Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) (Unaudited) - Three Months Ended March 31, 2023 and 2022</u>	4
<u>Condensed Consolidated Statements of Changes in Stockholders' Equity (Unaudited) - Three Months Ended March 31, 2023 and 2022</u>	5
<u>Condensed Consolidated Statements of Cash Flows (Unaudited) - Three Months Ended March 31, 2023 and 2022</u>	6
<u>Notes to Condensed Consolidated Financial Statements (Unaudited) - Three Months Ended March 31, 2023 and 2022</u>	7
ITEM 2.	
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	21
ITEM 3.	
<u>QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	26
ITEM 4.	
<u>CONTROLS AND PROCEDURES</u>	26
PART II	
<u>OTHER INFORMATION</u>	27
ITEM 1	
<u>LEGAL PROCEEDINGS</u>	27
ITEM 2	
<u>UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</u>	27
ITEM 3	
<u>DEFAULTS UPON SENIOR SECURITIES</u>	27
ITEM 4	
<u>MINE SAFETY DISCLOSURES</u>	27
ITEM 5	
<u>OTHER INFORMATION</u>	27
ITEM 6	
<u>EXHIBITS</u>	27
<u>SIGNATURES</u>	28

PART I – FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements.

GREENPRO CAPITAL CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS
AS OF MARCH 31, 2023 AND DECEMBER 31, 2022
(In U.S. dollars, except share and per share data)

	<u>March 31, 2023</u>	<u>December 31, 2022</u>
	(Unaudited)	(Audited)
ASSETS		
Current assets		
Cash and cash equivalents (including \$38,280 and \$38,466 of restricted cash as of March 31, 2023 and December 31, 2022, respectively)	\$ 3,030,128	\$ 3,911,535
Accounts receivable, net of allowance of \$52,633 and \$25,677 as of March 31, 2023 and December 31, 2022, respectively (including \$238,742 and \$129,292 of net accounts receivable from related parties as of March 31, 2023 and December 31, 2022, respectively)	267,520	169,537
Prepays and other current assets (including \$120,000 and \$80,000 of deposit paid to a related party as of March 31, 2023 and December 31, 2022, respectively)	731,956	773,040
Due from related parties	571,280	265,772
Deferred cost of revenue (including \$11,640 to a related party as of March 31, 2023 and December 31, 2022, respectively)	189,435	168,605
Total current assets	<u>4,790,319</u>	<u>5,288,489</u>
Property and equipment, net	2,498,330	2,513,567
Real Estate investments:		
Real estate held for sale	1,659,207	1,659,207
Real estate held for investment, net	640,012	650,223
Intangible assets, net	1,712	1,900
Goodwill	82,561	82,561
Other investments (including \$5,529,606 and \$5,406,106 of investments in related parties as of March 31, 2023 and December 31, 2022, respectively)	5,529,606	5,406,106
Operating lease right-of-use assets, net	182,191	17,510
Other non-current assets	13,081	19,643
TOTAL ASSETS	<u>\$ 15,397,019</u>	<u>\$ 15,639,206</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 451,623	\$ 758,909
Due to related parties	425,058	448,251
Income tax payable	512	858
Operating lease liabilities, current portion	91,447	18,725
Deferred revenue (including \$741,800 and \$849,400 from related parties as of March 31, 2023 and December 31, 2022, respectively)	1,726,644	1,834,244
Derivative liabilities	-	1
Total current liabilities	<u>2,695,284</u>	<u>3,060,988</u>
Operating lease liabilities, non-current portion	90,744	-
Total liabilities	<u>2,786,028</u>	<u>3,060,988</u>
Commitments and contingencies	—	—
Stockholders' equity:		
Preferred stock, \$0.0001 par value; 100,000,000 shares authorized; no shares issued and outstanding	-	-
Common Stock, \$0.0001 par value; 500,000,000 shares authorized; 7,875,813 shares issued and outstanding at March 31, 2023 and December 31, 2022, respectively	7,876	7,876
Additional paid in capital	50,102,729	50,102,729
Accumulated other comprehensive loss	(214,054)	(224,891)
Accumulated deficit	<u>(37,591,591)</u>	<u>(37,622,680)</u>

Total Greenpro Capital Corp. stockholders' equity	12,304,960	12,263,034
Noncontrolling interests in a consolidated subsidiary	<u>306,031</u>	<u>315,184</u>
Total stockholders' equity	<u>12,610,991</u>	<u>12,578,218</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 15,397,019</u>	<u>\$ 15,639,206</u>

See accompanying notes to the condensed consolidated financial statements.

GREENPRO CAPITAL CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE INCOME (LOSS)
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022
(In U.S. dollars, except share and per share data)
(Unaudited)

	Three months ended March 31,	
	2023	2022
REVENUES:		
Service revenue (including \$341,172 and \$59,085 of service revenue from related parties for the three months ended March 31, 2023 and 2022, respectively)	\$ 615,604	\$ 355,033
Sale of real estate properties	-	186,873
Rental revenue	22,131	33,940
Total revenues	<u>637,735</u>	<u>575,846</u>
COST OF REVENUES:		
Cost of service revenue	(68,461)	(64,276)
Cost of real estate properties sold	-	(127,341)
Cost of rental revenue	(9,723)	(10,793)
Total cost of revenues	<u>(78,184)</u>	<u>(202,410)</u>
GROSS PROFIT	559,551	373,436
OPERATING EXPENSES:		
General and administrative (including \$14,805 and \$18,511 of general and administrative expenses to related parties for the three months ended March 31, 2023 and 2022, respectively)	(891,564)	(904,139)
Total operating expenses	<u>(891,564)</u>	<u>(904,139)</u>
LOSS FROM OPERATIONS	(332,013)	(530,703)
OTHER INCOME (EXPENSE)		
Other income (including \$3,365 and \$0 of other income from a related party for the three months ended March 31, 2023, and 2022, respectively)	20,646	50,721
Interest income	10,815	610
Fair value gains of derivative liabilities associated with warrants	1	5,902
Reversal of impairment (impairment) of other investment (including reversal of impairment of \$123,000 and impairment of \$536,400 of related party investment for the three months ended March 31, 2023, and 2022, respectively)	123,000	(536,400)
Reversal of write-off notes receivable	200,000	-
Total other income (expense)	<u>354,462</u>	<u>(479,167)</u>
INCOME (LOSS) BEFORE INCOME TAX	22,449	(1,009,870)
Income tax expense	(513)	-
NET INCOME (LOSS)	21,936	(1,009,870)
Net loss (income) attributable to noncontrolling interests	9,153	(23,812)
NET INCOME (LOSS) ATTRIBUTED TO COMMON STOCKHOLDERS OF GREENPRO CAPITAL CORP.	31,089	(1,033,682)
Other comprehensive income (loss):		
- Foreign currency translation income (loss)	10,837	(13,559)
COMPREHENSIVE INCOME (LOSS)	<u>\$ 41,926</u>	<u>\$ (1,047,241)</u>
NET INCOME (LOSS) PER SHARE, BASIC AND DILUTED (1)	<u>\$ 0.00</u>	<u>\$ (0.13)</u>
WEIGHTED AVERAGE NUMBER OF COMMON STOCK OUTSTANDING, BASIC AND DILUTED (1)	<u>7,875,813</u>	<u>7,867,169</u>

- (1) Weighted average shares outstanding and per share amounts have been adjusted for the periods shown to reflect the 10-for-1 reverse stock split effected on July 28, 2022 on a retroactive basis as described in Note 1.

See accompanying notes to the condensed consolidated financial statements.

GREENPRO CAPITAL CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022
(In U.S. dollars, except share data)
(Unaudited)

Three months ended March 31, 2023

	Greenpro Capital Corp. Stockholders							
	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive		Accumulated Deficit	Non- Controlling Interests	Total Stockholders' Equity
	Number of shares	Amount		Loss	Loss			
Balance as of December 31, 2022	7,875,813	\$ 7,876	\$50,102,729	\$ (224,891)	\$ (37,622,680)	\$ 315,184	\$ 12,578,218	
Foreign currency translation	-	-	-	10,837	-	-	10,837	
Net income (loss)	-	-	-	-	31,089	(9,153)	21,936	
Balance as of March 31, 2023 (Unaudited)	<u>7,875,813</u>	<u>\$ 7,876</u>	<u>\$50,102,729</u>	<u>\$ (214,054)</u>	<u>\$ (37,591,591)</u>	<u>\$ 306,031</u>	<u>\$ 12,610,991</u>	

Three months ended March 31, 2022

	Greenpro Capital Corp. Stockholders							
	Common Stock (1)		Additional Paid-in Capital	Accumulated Other Comprehensive		Accumulated Deficit	Non- Controlling Interests	Total Stockholders' Equity
	Number of shares	Amount		Loss	Loss			
Balance as of December 31, 2021	7,867,169	\$ 7,867	\$50,102,738	\$ (26,863)	\$ (31,271,808)	\$ 226,500	\$ 19,038,434	
Foreign currency translation	-	-	-	(13,559)	-	-	(13,559)	
Net (loss) income	-	-	-	-	(1,033,682)	23,812	(1,009,870)	
Balance as of March 31, 2022 (Unaudited)	<u>7,867,169</u>	<u>\$ 7,867</u>	<u>\$50,102,738</u>	<u>\$ (40,422)</u>	<u>\$ (32,305,490)</u>	<u>\$ 250,312</u>	<u>\$ 18,015,005</u>	

(1) Share activity (number of shares or both number and amount of shares) has been adjusted for the periods shown to reflect the 10-for-1 reverse stock split effected on July 28, 2022 on a retroactive basis as described in Note 1.

See accompanying notes to the condensed consolidated financial statements.

GREENPRO CAPITAL CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022
(In U.S. dollars)
(Unaudited)

	Three months ended March 31,	
	2023	2022
Cash flows from operating activities:		
Net income (loss)	\$ 21,936	\$ (1,009,870)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation and amortization	37,157	42,630
Amortization of right-of-use assets	21,246	20,544
Fair value gains of warrants	(1)	(5,902)
Reversal of impairment (impairment) of other investment-related party	(123,000)	536,400
Reversal of write-off notes receivable	(200,000)	-
Gain on sale of real estate held for sale	-	(59,532)
Loss on forfeiture of other investment	-	1,650
Changes in operating assets and liabilities:		
Accounts receivable, net	(97,983)	(38,239)
Prepays and other current assets	47,646	(51,277)
Deferred cost of revenue	(20,830)	(20,688)
Accounts payable and accrued liabilities	(307,286)	(382,457)
Operating lease liabilities	(22,461)	(22,059)
Income tax payable	(346)	(2,342)
Deferred revenue	(107,600)	216,211
Net cash used in operating activities	(751,522)	(774,931)
Cash flows from investing activities:		
Purchase of property and equipment	-	(2,495)
Purchase of other investment	(500)	(600)
Proceeds from real estate held for sale	-	184,561
Net cash (used in) provided by investing activities	(500)	181,466
Cash flows from financing activities:		
Advances to related parties	(328,702)	(172,568)
Collection of notes receivable	200,000	-
Net cash used in financing activities	(128,702)	(172,568)
Effect of exchange rate changes in cash and cash equivalents	(683)	(11,654)
NET CHANGE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	(881,407)	(777,687)
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH, BEGINNING OF PERIOD	3,911,535	5,338,571
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH, END OF PERIOD	\$ 3,030,128	\$ 4,560,884
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for income tax	\$ 863	\$ 2,347

See accompanying notes to the condensed consolidated financial statements.

GREENPRO CAPITAL CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022
(In U.S. dollars, except share and per share data)
(Unaudited)

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Greenpro Capital Corp. (the “Company” or “GRNQ”) was incorporated on July 19, 2013 in the state of Nevada. The Company currently provides a wide range of business consulting and corporate advisory services, including cross-border listing advisory services, tax planning, advisory and transaction services, record management services, and accounting outsourcing services. Our focus is on companies located in Asia and Southeast Asia, including Hong Kong, Malaysia, China, Thailand, and Singapore. As part of our business consulting and corporate advisory business segment, Greenpro Venture Capital Limited provides a business incubator for start-up companies and focuses on investments in select start-up and high growth potential companies. In addition to our business consulting and corporate advisory business segment, we operate another business segment that focuses on the acquisition and rental of real estate properties held for investment and the acquisition and sale of real estate properties held for sale.

Basis of presentation and principles of consolidation

The accompanying unaudited condensed consolidated financial statements as of and for the three months ended March 31, 2023 and 2022 have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”) that permit reduced disclosure for interim periods. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) have been condensed or omitted. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the period ended March 31, 2023 are not necessarily indicative of the results that may be expected for the year ending December 31, 2023. The Condensed Consolidated Balance Sheet information as of December 31, 2022 was derived from the Company’s audited Consolidated Financial Statements as of and for the year ended December 31, 2022 included in the Company’s Annual Report on Form 10-K filed with the SEC on March 31, 2023. These financial statements should be read in conjunction with that report.

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries and majority-owned subsidiaries which the Company controls and entities for which the Company is the primary beneficiary. For those consolidated subsidiaries where the Company’s ownership is less than 100%, the outside shareholders’ interests are shown as noncontrolling interests in equity. Acquired businesses are included in the consolidated financial statements from the date on which control is transferred to the Company. Subsidiaries are deconsolidated from the date that control ceases. All inter-company accounts and transactions have been eliminated in consolidation.

Going concern

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. During the three months ended March 31, 2023, the Company recorded net cash used in operations of \$751,522, and as of March 31, 2023, the Company incurred accumulated deficit of \$37,591,591. These factors raise substantial doubt about the Company’s ability to continue as a going concern within one year of the date that the financial statements are issued. In addition, the Company’s independent registered public accounting firm, in its report on the Company’s December 31, 2022 financial statements, has expressed substantial doubt about the Company’s ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

The Company’s ability to continue as a going concern is dependent upon improving its profitability and the continuing financial support from its major shareholders. Management believes the existing shareholders or external financing will provide the additional cash to meet the Company’s obligations as they become due. Despite the amount of funds that we have raised in the past, no assurance can be given that any future financing, if needed, will be available or, if available, that it will be on terms that are satisfactory to the Company. Even if the Company is able to obtain additional financing, if needed, it may contain undue restrictions on its operations, in the case of debt financing, or cause substantial dilution for its stockholders, in the case of equity financing.

Certain effects of reverse stock split

On July 19, 2022, the Company filed a Certificate of Change with the Secretary of State of the State of Nevada (the “Certificate of Change”) to effect a reverse split of the Company’s Common Stock at a ratio of 10-for-1 (the “Reverse Stock Split”), effective as of July 28, 2022. On that date, every 10 issued and outstanding shares of the Company’s Common Stock were automatically converted into one outstanding share of Common Stock. As a result of the Reverse Stock Split, the number of the outstanding shares of Common Stock decreased from 78,671,688 (pre-split) shares to 7,875,813 (post-split) shares. In addition, by reducing the number of outstanding shares, the Company’s loss per share in all prior periods increased by a factor of 10. The Reverse Stock Split affected all shares of Common Stock outstanding immediately prior to the effective time of the Reverse Stock Split. In addition, the Reverse Stock Split effected a

reduction in the number of shares of Common Stock issuable upon the exercise of the warrants outstanding immediately prior to the effectiveness of the Reverse Stock Split, resulting in a reduction from 53,556 (pre-split) shares to 5,356 (post-split) shares (see Note 6).

No fractional shares are issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares because they hold a number of pre-reverse stock split shares of the Company's Common Stock not evenly divisible by 10, in lieu of a fractional share, are entitled the number of shares rounded up to the nearest whole share. The Company will issue one whole share of the post-Reverse Stock Split Common Stock to any stockholder who otherwise would have received a fractional share as a result of the Reverse Stock Split.

The Reverse Stock Split affected all holders of Common Stock uniformly and did not affect any stockholder's percentage of ownership interest. The par value of the Company's Common Stock remained unchanged at \$0.0001 per share and the number of authorized shares of Common Stock remained the same after the Reverse Stock Split.

As the par value per share of the Company's Common Stock remained unchanged at \$0.0001 per share, the change in the Common Stock recorded at par value has been reclassified to additional paid-in-capital on a retroactive basis. All references to shares of Common Stock and per share data for all periods presented in the accompanying condensed consolidated financial statements and notes thereto have been adjusted to reflect the Reverse Stock Split on a retroactive basis.

COVID-19 pandemic

Our business, financial condition and results of operations may be materially adversely affected by global health epidemics, including the recent COVID-19 outbreak.

Outbreaks of epidemic, pandemic, or contagious diseases such as COVID-19, could have an adverse effect on our business, financial condition, and results of operations. The spread of COVID-19 from China to other countries has resulted in the World Health Organization declaring the outbreak of COVID-19 as a global pandemic. The international stock markets reflect the uncertainty associated with the slow-down in the global economy and the reduced levels of international travel experienced since the beginning of January 2020, large declines in oil prices and the significant decline in the Dow Industrial Average at the end of February and beginning of March 2020 was largely attributed to the effects of COVID-19.

More specifically our business was affected to a large extent by a shut-down of operations both for ourselves and our clients for much of the whole year of 2020. Total revenue for the three months ended March 31, 2023, was \$637,735 compared to \$575,846 for the same period in 2022. The increase in total revenue was mainly due to the increase in orders for our business services during the first period of 2023. When nation-wide shutdowns were mandated the first half of 2020, there was a corresponding decline in demand for our business services. When business gradually resumed beginning the first half of 2021, we saw a corresponding increase in orders of our business services.

The full extent of the financial impact of the COVID-19 pandemic cannot be reasonably estimated at this time as the pandemic is still ongoing. The extent to which the COVID-19 impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and its variants and the actions taken globally to contain the coronavirus or treat its impact, the efficacy of vaccines on COVID-19 and its variants, among others. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events.

Additionally, the COVID-19 pandemic may also affect our overall ability to react timely to mitigate the impact of this event and may hamper our efforts to contact our service providers and advisors and to provide our investors with timely information and comply with our filing obligations with the SEC, especially in the event of office closures, stay-in-place orders and a ban on travel or quarantines. We are still assessing our business operations and the impact COVID-19 may have on our results and financial condition in the future, but there can be no assurance that this analysis will enable us to avoid part or all of any impact from the spread of COVID-19 or its consequences, including downturns in business sentiment generally or in our sector in particular.

Use of estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant accounting estimates include certain assumptions related to, among others, the allowance for doubtful accounts receivable, impairment analysis of real estate assets and other long-term assets including goodwill, valuation allowance on deferred income taxes, the assumptions used in the valuation of the derivative liabilities, and the accrual of potential liabilities. Actual results may differ from these estimates.

Cash, cash equivalents, and restricted cash

Cash consists of funds on hand and held in bank accounts. Cash equivalents includes demand deposits placed with banks or other financial institutions and all highly liquid investments with original maturities of three months or less, including money market funds. Restricted cash represents cash restricted for the loan collateral requirements as defined in a loan agreement and the minimum paid-up share capital requirement for insurance brokers specified under the Insurance Ordinance of Hong Kong.

At March 31, 2023 and December 31, 2022, cash included funds held by employees of \$27,125 and \$11,464, respectively, and was held to facilitate payment of expenses in local currencies and to facilitate third-party online payment platforms in which the Company had not set up corporate accounts (WeChat Pay and Alipay).

	As of March 31, 2023 (Unaudited)	As of December 31, 2022 (Audited)
<u>Cash, cash equivalents, and restricted cash</u>		
Denominated in United States Dollar	\$ 1,284,176	\$ 2,234,242
Denominated in Hong Kong Dollar	1,233,461	1,201,076
Denominated in Chinese Renminbi	272,071	381,012
Denominated in Malaysian Ringgit	240,291	85,940
Denominated in Euro	-	9,200
Denominated in Singapore Dollar	5	65
Denominated in Great British Pound	124	-

Cash, cash equivalents, and restricted cash	\$	3,030,128	\$	3,911,535
---	----	-----------	----	-----------

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 (see Note 2).

Investments

Investments in equity securities

The Company accounts for its investments that represent less than 20% ownership, and for which the Company does not have the ability to exercise significant influence, using ASU 2016-01, *Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities*. The Company measure investments in equity securities without a readily determinable fair value using a measurement alternative that measures these securities at the cost method minus impairment, if any, plus or minus changes resulting from observable price changes on a non-recurring basis. Gains and losses on these securities are recognized in other income and expenses.

On March 31, 2023, the Company had total twenty-eight (28) investments in equity securities without readily determinable fair values, all were related party investments with aggregate value of \$5,529,606. In which, eleven (11) investments in equity securities without readily determinable fair values were also related party investments, all were fully impaired and with \$nil value (see Note 3).

On December 31, 2022, the Company had total twenty-seven (27) investments in equity securities without readily determinable fair values, all were related party investments with aggregate value of \$5,406,106. In which, eleven (11) investments in equity securities without readily determinable fair values were also related party investments, all were fully impaired and with \$nil value (see Note 3).

Derivative financial instruments

Derivative financial instruments consist of financial instruments that contain a notional amount and one or more underlying variables such as interest rate, security price, variable conversion rate or other variables, require no initial net investment and permit net settlement. The derivative financial instruments may be free-standing or embedded in other financial instruments. The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The Company follows the provision of ASC 815, *Derivatives and Hedging* for derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date. At each reporting date, the Company reviews its convertible securities to determine that their classification is appropriate.

Net income (loss) per share

Basic income (loss) per share is computed by dividing the net income (loss) available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share is calculated by dividing the net income (loss) by the weighted average number of common shares outstanding during the period plus any potentially dilutive shares related to the issuance of shares from stock warrants. For the three months ended March 31, 2023 and 2022, the only outstanding Common Stock equivalents were warrants for 5,356 potentially dilutive shares outstanding. These warrants have been excluded from the calculation of weighted average shares as the effect would have been anti-dilutive and therefore, basic and diluted net income (loss) per share were the same.

Foreign currency translation

The consolidated financial statements are presented in United States Dollar (“US\$”), which is the functional and reporting currency of the Company. In addition, the Company’s operating subsidiaries maintain their books and records in their respective functional currency, which consists of the Malaysian Ringgit (“MYR”), Chinese Renminbi (“RMB”) and Hong Kong Dollar (“HK\$”).

In general, for consolidation purposes, assets and liabilities of the Company’s subsidiaries whose functional currency is not the US\$, are translated into US\$ using the exchange rate on the balance sheet date. Revenues and expenses are translated at average rates prevailing during the period. The gains and losses resulting from translation of financial statements of a foreign subsidiary are recorded as a separate component of accumulated other comprehensive income or loss within stockholders’ equity.

Translation of amounts from the local currencies of the Company into US\$ has been made at the following exchange rates for the respective periods:

	As of and for the three months ended	
	March 31,	
	2023	2022
Period-end MYR : US\$1 exchange rate	4.42	4.20
Period-average MYR : US\$1 exchange rate	4.39	4.20
Period-end RMB : US\$1 exchange rate	6.87	6.34
Period-average RMB : US\$1 exchange rate	6.85	6.34
Period-end HK\$: US\$1 exchange rate	7.85	7.83
Period-average HK\$: US\$1 exchange rate	7.85	7.81

Fair value of financial instruments

The Company follows the guidance of ASC 820-10, “*Fair Value Measurements and Disclosures*” (“ASC 820-10”), with respect to financial assets and liabilities that are measured at fair value. ASC 820-10 establishes a three-tier fair value hierarchy that prioritizes the inputs used in measuring fair value as follows:

- *Level 1* : Observable inputs such as quoted prices in active markets;
- *Level 2* : Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
- *Level 3* : Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions

The Company believes the carrying amount reported in the balance sheet for cash and cash equivalents, accounts receivable, prepaids and other current assets, accounts payable and accrued liabilities, income tax payable, deferred cost of revenue, deferred revenue, and due to related parties, approximate their fair values because of the short-term nature of these financial instruments.

As of March 31, 2023 and December 31, 2022, the Company’s balance sheet includes Level 3 liabilities comprised of the fair value of derivative liabilities of \$0 and \$1, respectively (see Note 5). The following table sets forth a summary of the changes in the estimated fair value of our derivative during the three-month period ended March 31, 2023:

	Derivative liability
Fair value as of December 31, 2022 (Audited)	\$ 1
Fair value gain of derivative liability associated with warrants	(1)
Fair value as of March 31, 2023 (Unaudited)	\$ -

Concentrations of risks

For the three months ended March 31, 2023, two customers accounted for 59% (50% and 9%, respectively) of revenues, as compared to the three months ended March 31, 2022, one customer accounted for 32% of the Company's revenues.

Three customers accounted for 83% (36%, 36% and 11%, respectively) and three customers accounted for 84% (57%, 20% and 7%, respectively) of net accounts receivable as of March 31, 2023 and December 31, 2022, respectively.

For the three months ended March 31, 2023, one vendor accounted for 21% of the Company's cost of revenues, while for the three months ended March 31, 2022, no vendor accounted for 10% or more of the Company's cost of revenues.

Three vendors accounted for 67% (30%, 20% and 17%, respectively) and 59% (29%, 19% and 11%, respectively) of accounts payable as of March 31, 2023 and December 31, 2022, respectively.

Economic and political risks

Substantially all the Company's services are conducted in the Asian region, primarily in Hong Kong, Malaysia, and the People's Republic of China ("PRC"). Among other risks, the Company's operations in Malaysia are subject to the risks of restrictions on transfer of funds; export duties, quotas, and embargoes; domestic and international customs and tariffs; changing taxation policies; foreign exchange restrictions; and political conditions and governmental regulations in Malaysia.

The Company's operations in the PRC are subject to special considerations and significant risks not typically associated with companies in North America and Western Europe. These include risks associated with, among others, the political, economic, and legal environment and foreign currency exchange. The Company's results may be adversely affected by changes in the political conditions in the PRC, and by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion, remittances abroad, and rates and methods of taxation.

Recent accounting pronouncements

In August 2020, the FASB issued ASU 2020-06, Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40). This ASU reduces the number of accounting models for convertible debt instruments and convertible preferred stock and amends the guidance for the derivatives scope exception for contracts in an entity's own equity to reduce form-over-substance-based accounting conclusions. In addition, this ASU improves and amends the related earnings per share guidance. This standard became effective for the Company beginning on January 1, 2023. Adoption is either a modified retrospective method or a fully retrospective method of transition. The Company adopted this guidance effective January 1, 2023, and the adoption of this standard did not have a material impact on its consolidated financial statements.

In November 2019, the FASB issued ASU No. 2019-10, which to update the effective date of ASU No. 2016-13 for private companies, not-for-profit organizations and certain smaller reporting companies applying for credit losses, leases, and hedging standard. The new effective date for these preparers is for fiscal years beginning after December 15, 2022. ASU 2019-05 is effective for the Company for annual and interim reporting periods beginning January 1, 2023, as the Company is qualified as a smaller reporting company. The Company is currently evaluating the impact ASUs 2016-13 and 2019-05 may have on its consolidated financial statements.

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company's present or future financial statements.

NOTE 2 - REVENUE FROM CONTRACTS WITH CUSTOMERS

The Company's revenue consists of revenue from providing business consulting and corporate advisory services ("service revenue"), revenue from the sale of real estate properties, and revenue from the rental of real estate properties.

Revenue from services

For certain service contracts, we assist or provide advisory to clients in capital market listings ("Listing services"), our services provided to clients are considered as our performance obligations. Revenue and expenses are deferred until the performance obligation is complete and collectability of the consideration is probable. For service contracts where the performance obligation is not completed, deferred cost of revenue is recorded as incurred and deferred revenue is recorded for any payments received on such yet to be completed performance obligations. On an ongoing basis, management monitors these contracts for profitability and when needed may record a liability if a determination is made that costs will exceed revenue.

For other services such as company secretarial, accounting, financial analysis and related services ("Non-listing services"), the Company's performance obligations are satisfied, and the related revenue is recognized, as services are rendered. For contracts in which we act as an agent, the Company reports revenue net of expenses paid.

The Company offers no discounts, rebates, rights of return, or other allowances to clients which would result in the establishment of reserves against service revenue. Additionally, to date, the Company has not incurred incremental costs in obtaining a client contract.

Revenue from the sale of real estate properties

The Company follows the guidance of ASC 610-20, *Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets* ("ASC 610-20") in accounting for the sale of real estate properties. The Company records the sale based on completed performance obligations, which typically occurs upon the transfer of ownership of a real estate asset to the buyer. During the three months ended March 31, 2023, no real estate property was sold, as compared to the three months ended March 31, 2022, the Company recorded revenue from the sale of one unit of real estate property.

Revenue from the rental of real estate properties

Rental revenue represents the lease income from the Company's tenants. The tenants pay monthly in accordance with lease agreements and the Company recognizes the income ratably over the lease term as this is the most representative of the pattern in which the benefit is expected to be derived from the underlying asset.

Cost of revenues

Cost of service revenue primarily consists of employee compensation and related payroll benefits, company formation costs, and other professional fees directly attributable to the services rendered.

Cost of real estate properties sold primarily consists of the purchase price of property, legal fees, improvement costs to the building structure, and other acquisition costs. Selling and advertising costs are expensed as incurred.

Cost of rental revenue primarily includes costs associated with repairs and maintenance, property management fees and insurance, depreciation, and other related administrative costs. Utility expenses are borne and paid directly by individual tenants.

The following table provides information about disaggregated revenue based on revenue by service lines and revenue by geographic area:

	Three Months Ended March 31,	
	2023	2022
	(Unaudited)	(Unaudited)
Revenue by service lines:		
Corporate advisory - Non-listing services	\$ 235,628	\$ 355,033
Corporate advisory - Listing services	379,976	-
Rental of real estate properties	22,131	33,940
Sale of real estate properties	-	186,873
Total revenue	<u>\$ 637,735</u>	<u>\$ 575,846</u>

	Three Months Ended March 31,	
	2023	2022
	(Unaudited)	(Unaudited)
Revenue by geographic area:		
Hong Kong	\$ 453,545	\$ 426,128
Malaysia	75,260	111,585
China	108,930	38,133
Total revenue	<u>\$ 637,735</u>	<u>\$ 575,846</u>

Deferred Revenue

Deferred revenue primarily consists of deferred service revenue. For the service contracts where the Company's performance obligation is not completed, deferred revenue is recorded for any payments received in advance by the Company before the completion of its performance obligation. Changes in deferred revenue were as follows:

	Three Months Ended March 31, 2023 (Unaudited)
Deferred revenue, January 1, 2023	\$ 1,834,244
New contract liabilities	272,376
Performance obligations satisfied	(379,976)
Deferred revenue, March 31, 2023	<u>\$ 1,726,644</u>

Deferred Cost of Revenue

Deferred cost of revenue mainly consists of the direct costs associated with the services provided. For the service contracts where the Company's performance obligation is not completed, deferred cost of revenue is recorded when the costs incurred.

Deferred revenue and deferred cost of revenue at March 31, 2023 and December 31, 2022 are classified as current assets or current liabilities and totaled:

	As of March 31, 2023 (Unaudited)	As of December 31, 2022 (Audited)
Deferred revenue	\$ 1,726,644	\$ 1,834,244
Deferred cost of revenue	\$ 189,435	\$ 168,605

NOTE 3 - OTHER INVESTMENTS

	As of March 31, 2023 <u>(Unaudited)</u>	As of December 31, 2022 <u>(Audited)</u>
Investments in equity securities without readily determinable fair values of affiliates:		
(1) Greenpro Trust Limited (a related party)	\$ 11,981	\$ 11,981
(2) Other related parties	5,517,625	5,394,125
Total	<u>\$ 5,529,606</u>	<u>\$ 5,406,106</u>

Investments in equity securities without readily determinable fair values of affiliates (related parties):

Equity securities without readily determinable fair values are investments in privately held companies without readily determinable market values. The Company adopted the guidance of ASC 321, Investments - Equity Securities, which allows an entity to measure investments in equity securities without a readily determinable fair value using a measurement alternative that measures these securities at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for identical or similar investment of same issuer (the "Measurement Alternative"). The fair value of equity securities without readily determinable fair values that have been remeasured due to impairment are classified within Level 3. Management assesses each of these investments on an individual basis. Additionally, on a quarterly basis, management is required to make a qualitative assessment of whether the investment is impaired.

For the three months ended March 31, 2023, the Company recognized a reversal of impairment of \$123,000 for one of the investments in equity securities without readily determinable fair values, as compared to the three months ended March 31, 2022, the Company recognized an impairment of \$536,400 for the same investment.

During the year ended December 31, 2022, the Company recognized impairment of \$4,208,029 for six of its total investments in equity securities without readily determinable fair values.

In addition, the Company recorded its equity securities without readily determinable fair values at cost. For these cost method investments, we recorded as other investments in our condensed consolidated balance sheets. We reviewed all our cost method investments quarterly to determine if impairment indicators were present; however, we were not required to determine fair value of these investments unless impairment indicators exist. When impairment indicators exist, we generally adopt the valuation methods allowed under ASC820 Fair Value Measurement to evaluate the fair values of our cost method investments approximated or exceeded their carrying values as of March 31, 2023. Our cost method investments had a carrying value of \$5,529,606 as of March 31, 2023.

(a) Celmonze Wellness Corporation:

On February 8, 2023, our wholly owned subsidiary, Greenpro Venture Capital Limited ("GVCL") entered into a subscription agreement with Celmonze Wellness Corporation, a Nevada corporation, which provides beauty and wellness solutions to clients ("Celmonze"). Pursuant to the agreement, GVCL acquired 5,000,000 shares of common stock of Celmonze at a price of \$500 or \$0.0001 per share. The investment was recognized at a historical cost of \$500 under other investments.

The Company had cost method investments without readily determinable fair values with a carrying value of \$5,529,606 and \$5,406,106 as of March 31, 2023, and December 31, 2022, respectively.

On March 31, 2023 and December, 31 2022, the carrying values of equity securities without readily determinable fair values are as follows:

	As of March 31, 2023 <u>(Unaudited)</u>	As of December 31, 2022 <u>(Audited)</u>
Original cost	\$ 15,547,514	\$ 15,547,014
Unrealized gains (losses)	-	-
Accumulated impairment or decline in value	(10,008,858)	(10,131,858)
Forfeiture, disposal or write-off	(9,050)	(9,050)
Equity securities without readily determinable fair values, net	<u>\$ 5,529,606</u>	<u>\$ 5,406,106</u>

Accumulated impairment of other investments

For the three months ended March 31, 2023, the Company recognized a reversal of impairment of other investment of \$123,000. As of March 31, 2023 and December 31, 2022, the accumulated impairment loss of other investments was \$10,008,858 and \$10,131,858, respectively.

NOTE 4 - OPERATING LEASES

The Company has two separate operating lease agreements for one office space in Hong Kong with a term of two years and one office space in Labuan both with a term of one year, respectively. Other than these two separate leases, the Company does not have other leases. Leases with an initial term of 12 months or less are not recorded on the balance sheet. The Company accounts for the lease and non-lease components of its leases as a single lease component. Lease expense is recognized on a straight-line basis over the lease term.

Operating lease right-of-use (“ROU”) assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Generally, the implicit rate of interest in arrangements is not readily determinable and the Company utilizes its incremental borrowing rate in determining the present value of lease payments. The Company’s incremental borrowing rate is a hypothetical rate based on its understanding of what its credit rating would be. The operating lease ROU asset includes any lease payments made and excludes lease incentives.

The components of lease expense and supplemental cash flow information related to leases for the periods are as follows:

	Three Months Ended March 31, 2023 <u>(Unaudited)</u>	Three Months Ended March 31, 2022 <u>(Unaudited)</u>
<u>Lease Cost</u>		
Operating lease costs included in the measurement of lease liabilities for the three months ended March 31, 2023 and 2022, respectively	\$ 21,977	\$ 21,553
<u>Other Information</u>		
Cash paid for amounts included in the measurement of lease liabilities for the three months ended March 31, 2023 and 2022, respectively	\$ 23,187	\$ 23,039
Weighted average remaining lease term - operating leases (in years)	1.96	0.96
Average discount rate - operating leases	4.0%	4.0%

The supplemental balance sheet information related to leases for the periods is as follows:

	As of March 31, 2023 <u>(Unaudited)</u>	As of December 31, 2022 <u>(Audited)</u>
<u>Operating lease assets and liabilities</u>		
Long-term ROU assets	\$ 182,191	\$ 17,510
Short-term lease liabilities	\$ 91,447	\$ 18,725
Long-term lease liabilities	90,744	-
Total lease liabilities	<u>\$ 182,191</u>	<u>\$ 18,725</u>

Maturities of the Company’s lease liabilities are as follows:

<u>Year Ending</u>	<u>Leases Liabilities</u> (Unaudited)
2023 (remaining 9 months)	\$ 72,803
2024	97,070
2025	19,831
Total lease payments	189,704
Less: Imputed interest/present value discount	(7,513)
Present value of lease liabilities	<u>\$ 182,191</u>

Lease expenses were \$29,409 and \$27,904 during the three months ended March 31, 2023 and 2022, respectively.

NOTE 5 - DERIVATIVE LIABILITIES

On July 19, 2022, the Company filed a Certificate of Change with the Secretary of State of the State of Nevada (the “Certificate of Change”) to effect a reverse split of the Company’s Common Stock at a ratio of 10-for-1 (the “Reverse Stock Split”), effective as of July 28, 2022. The Reverse Stock Split effected a reduction in the number of shares of Common Stock issuable upon the exercise of the warrants outstanding immediately prior to the effectiveness of the Reverse Stock Split. As a result of the Reverse Stock Split, the number of the outstanding warrants exercisable into the Company’s Common Stock was reduced from 53,556 (pre-split) shares to 5,356 (post-split) shares (see Note 6).

Warrant activity including the number of shares and the exercise price per share has been adjusted for all periods presented in this Quarterly Report to reflect the Reverse Stock Split effected on July 28, 2022 on a retroactive basis.

At March 31, 2023, the Company has outstanding warrants exercisable into 5,356 shares of the Company’s Common Stock. The strike price of warrants is denominated in US dollars. As a result, the warrants are not considered indexed to the Company’s own stock, and the Company characterized the fair value of the warrants as the derivative liabilities upon issuance. The derivative liabilities are re-measured at the end of every reporting period with the change in value reported in the statement of operations.

At December 31, 2022, the balance of the derivative liabilities related to warrants was \$1. During the three months ended March 31, 2023, the Company recorded a decrease in fair value of derivatives of \$1. As of March 31, 2023, the value of the derivative liabilities related to warrants was \$nil.

The derivative liabilities related to warrants were valued using the Black-Scholes-Merton valuation model with the following assumptions:

	As of March 31, 2023	As of December 31, 2022
	(Unaudited)	(Audited)
Risk-free interest rate	\$ 3.67%	\$ 3.97%
Expected volatility	164%	168%
Contractual life (in years)	0.2 years	0.4 years
Expected dividend yield	0.00%	0.00%
Fair value of warrants	\$ -	\$ 1

The risk-free interest rate is based on the yield available on U.S. Treasury securities. The Company estimates volatility based on the historical volatility of its Common Stock. The contractual life of the warrants is based on the expiration date of the warrants. The expected dividend yield was based on the fact that the Company has not paid dividends to common shareholders in the past and does not expect to pay dividends to common shareholders in the future.

For the three months ended March 31, 2023, the Company recognized a fair value gain of \$1 associated with the revaluation of above derivative liabilities.

NOTE 6 - WARRANTS

In 2018, the Company issued warrants exercisable into 53,556 shares of Common Stock at an exercise price of \$7.20 per share and will expire in 2023. The warrants were fully vested when issued.

On July 19, 2022, the Company filed a Certificate of Change with the Secretary of State of the State of Nevada (the “Certificate of Change”) to effect a reverse split of the Company’s Common Stock at a ratio of 10-for-1 (the “Reverse Stock Split”), effective as of July 28, 2022. The Reverse Stock Split effected a reduction in the number of shares of Common Stock issuable upon the exercise of the warrants outstanding immediately prior to the effectiveness of the Reverse Stock Split. As a result of the Reverse Stock Split, the number of the outstanding warrants exercisable into the Company’s Common Stock was reduced from 53,556 (pre-split) shares to 5,356 (post-split) shares (see Note 5) and the exercise price of the warrants was adjusted from \$7.2 (pre-split) per share to \$72 (post-split) per share.

Warrant activity including the number of shares and the exercise price per share has been adjusted for all periods presented in this Quarterly Report to reflect the Reverse Stock Split effected on July 28, 2022 on a retroactive basis.

A summary of warrant activity during the three months ended March 31, 2023 is presented below:

	<u>Number of Shares</u>	<u>Exercise Price</u>	<u>Remaining Contractual Life (in Years)</u>
Warrants outstanding at December 31, 2022	5,356	\$ 72.00	
Granted	-	-	
Exercised	-	-	
Expired	-	-	
Warrants outstanding at March 31, 2023 (Unaudited)	<u>5,356</u>	<u>\$ 72.00</u>	<u>0.2</u>
Warrants exercisable at March 31, 2023 (Unaudited)	<u>5,356</u>	<u>\$ 72.00</u>	<u>0.2</u>

At March 31, 2023, the intrinsic value of outstanding warrants was zero.

NOTE 7 - RELATED PARTY TRANSACTIONS

Accounts receivable from a related party:	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Accounts receivable, net - related party		
- Related party B (net of allowance of \$46,700 and \$1,750 as of March 31, 2023 and December 31, 2022, respectively)	238,700	129,250
- Related party K (net of allowance of \$2 as of March 31, 2023 and December 31, 2022)	42	42
Total	\$ 238,742	\$ 129,292

Prepaid to a related party:	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Prepayment		
- Related party B	\$ 120,000	\$ 80,000

Due from related parties:	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Due from related parties		
- Related party B	\$ 6,444	\$ 4,708
- Related party D	503,294	200,000
- Related party G	1,354	1,064
- Related party H	60,000	60,000
- Related party I	188	-
Total	\$ 571,280	\$ 265,772

The amounts due from related parties are interest-free, unsecured and have no fixed terms of repayment.

Due to related parties:	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Due to related parties		
- Related party A	\$ 41,700	\$ 47,135
- Related party B	39,242	2,275
- Related party E	1,339	-
- Related party J	334,865	390,333
- Related party K	7,912	8,508
Total	\$ 425,058	\$ 448,251

The amounts due to related parties are interest-free, unsecured and repayable on demand.

Related party revenue and expense transactions:	For the three months ended March 31,	
	2023 (Unaudited)	2022 (Unaudited)
Service revenue from related parties		
- Related party A	\$ 287	\$ 5,846
- Related party B	337,341	48,992
- Related party E	3,499	3,794
- Related party G	-	167
- Related party I	-	286
- Related party K	45	-
Total	\$ 341,172	\$ 59,085
General and administrative expenses to related parties		
- Related party A	\$ -	\$ 1,375
- Related party B	-	2,096
- Related party I	4,099	4,288
- Related party K	10,706	10,752
Total	\$ 14,805	\$ 18,511
Other income from a related party:		
- Related party D	\$ 3,365	\$ -
Reversal of impairment (impairment) of other investment:		
- Related party B	\$ 123,000	\$ (536,400)

Related party A is under common control of Mr. Loke Che Chan Gilbert, the Company's CFO and a major shareholder.

Related party B represents companies where the Company owns a certain percentage of their company shares.

Related party C is controlled by a director of a wholly owned subsidiary of the Company.

Related party D represents a company that we have determined that we can significantly influence based on our common business relationships.

Related party E represents companies whose CEO is a consultant to the Company, and who is also a director of Aquarius Protection Fund, a shareholder in the Company.

Related party F represents a family member of Mr. Loke Che Chan Gilbert, the Company's CFO and a major shareholder.

Related party G is under common control of Mr. Lee Chong Kuang, the Company's CEO and a major shareholder.

Related party H represents a company in which we currently have an approximate 48% equity-method investment. On March 31, 2023 and December 31, 2022, amounts due from related party H are unsecured, bear no interest, and are payable upon demand. During 2018, the Company acquired 49% of related party H for total consideration of \$368,265. On December 31, 2018, the Company determined that its investment in related party H was impaired and recorded an impairment of other investments of \$368,265.

Related party I is controlled by a family member of Mr. Lee Chong Kuang, the Company's CEO and a major shareholder.

Related party J represents the noncontrolling interest in the Company's subsidiary that owns its real estate held for sale. The amounts due to related party J are unsecured, bear no interest, are payable on demand, and related to the initial acquisition of the real estate held for sale.

Related party K represents shareholders and directors of the Company. Due to related party K represents expenses paid by the shareholders or directors to third parties on behalf of the Company, are non-interest bearing, and are due on demand.

NOTE 8 - SEGMENT INFORMATION

ASC 280, "Segment Reporting" establishes standards for reporting information about operating segments on a basis consistent with the Company's internal organization structure as well as information about services categories, business segments and major customers in financial statements. The Company has two reportable segments that are based on the following business units: service business and real estate business. In accordance with the "Segment Reporting" Topic of the ASC, the Company's chief operating decision maker has been identified as the Chief Executive Officer and President, who reviews operating results to make decisions about allocating resources and assessing performance for the entire Company. Existing guidance, which is based on a management approach to segment reporting, establishes requirements to report selected segment information quarterly and to report annually entity-wide disclosures about products and services, major customers, and the countries in which the entity holds material assets and reports revenue. All material operating units qualify for aggregation under "Segment Reporting" due to their similar customer base and similarities in economic characteristics; nature of products and services; and procurement, manufacturing, and distribution processes. The Company operates two reportable business segments:

- Service business - provision of corporate advisory and business solution services
- Real estate business - leasing or trading of commercial real estate properties in Hong Kong and Malaysia

The Company had no inter-segment sales for the periods presented. Summarized financial information concerning the Company's reportable segments is shown as below:

(a) By Categories

	For the three months ended March 31, 2023 (Unaudited)			
	Real estate business	Service business	Corporate	Total
Revenues	\$ 22,131	\$ 615,604	\$ -	\$ 637,735
Cost of revenues	(9,723)	(68,461)	-	(78,184)
Reversal of write-off notes receivable	-	-	200,000	200,000
Reversal of impairment of other investment	-	-	123,000	123,000
Depreciation and amortization	(7,718)	(29,311)	(128)	(37,157)
Net (loss) income	(22,882)	(204,335)	249,153	21,936
Total assets	1,718,997	6,018,656	7,659,366	15,397,019
Capital expenditures for long-lived assets	\$ -	\$ -	\$ -	\$ -

	For the three months ended March 31, 2022 (Unaudited)			
	Real estate business	Service business	Corporate	Total
Revenues	\$ 220,813	\$ 355,033	\$ -	\$ 575,846
Cost of revenues	(138,134)	(64,276)	-	(202,410)
Depreciation and amortization	(8,232)	(32,048)	(2,350)	(42,630)
Impairment of other investment	-	-	(536,400)	(536,400)
Net income (loss)	59,531	(894,310)	(175,091)	(1,009,870)
Total assets	2,166,174	8,462,488	10,806,303	21,434,965
Capital expenditures for long-lived assets	\$ -	\$ 2,495	\$ -	\$ 2,495

(b) By Geography*

	For the three months ended March 31, 2023 (Unaudited)			
	Hong Kong	Malaysia	China	Total
Revenues	\$ 453,545	\$ 75,260	\$ 108,930	\$ 637,735
Cost of revenues	(19,590)	(32,553)	(26,041)	(78,184)
Reversal of write-off notes receivable	200,000	-	-	200,000
Reversal of impairment of other investment	123,000	-	-	123,000

Depreciation and amortization	(1,830)	(7,718)	(27,609)	(37,157)
Net income (loss)	117,636	(97,529)	1,829	21,936
Total assets	10,793,779	1,918,403	2,684,837	15,397,019
Capital expenditures for long-lived assets	\$ -	\$ -	\$ -	\$ -

For the three months ended
March 31, 2022 (Unaudited)

	<u>Hong Kong</u>	<u>Malaysia</u>	<u>China</u>	<u>Total</u>
Revenues	\$ 426,128	\$ 111,585	\$ 38,133	\$ 575,846
Cost of revenues	(136,492)	(56,126)	(9,792)	(202,410)
Depreciation and amortization	(4,059)	(8,232)	(30,339)	(42,630)
Impairment of other investment	(536,400)	-	-	(536,400)
Net loss	(815,203)	(52,518)	(142,149)	(1,009,870)
Total assets	17,329,728	1,174,789	2,930,448	21,434,965
Capital expenditures for long-lived assets	\$ -	\$ 1,284	\$ 1,211	\$ 2,495

* Revenues and costs are attributed to countries based on the location where the entities operate.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The information contained in this Form 10-Q is intended to update the information contained in our Annual Report on Form 10-K for the year ended December 31, 2022 filed with the Securities and Exchange Commission on March 31, 2023 (the “Form 10-K”) and presumes that readers have access to, and will have read, the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and other information contained in such Form 10-K. The following discussion and analysis also should be read together with our financial statements and the notes to the financial statements included elsewhere in this Form 10-Q.

The following discussion contains certain statements that may be deemed “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements appear in several places in this Report, including, without limitation, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” These statements are not guaranteed of future performance and involve risks, uncertainties and requirements that are difficult to predict or are beyond our control. Forward-looking statements speak only as of the date of this Quarterly Report. You should not put undue reliance on any forward-looking statements. We strongly encourage investors to carefully read the factors described in our Form 10-K in the section entitled “Risk Factors” for a description of certain risks that could, among other things, cause actual results to differ from these forward-looking statements. We assume no responsibility to update the forward-looking statements contained in this Quarterly Report on Form 10-Q. The following should also be read in conjunction with the unaudited Financial Statements and notes thereto that appear elsewhere in this report.

Company Overview

Greenpro Capital Corp. (the “Company” or “Greenpro”), was incorporated in the State of Nevada on July 19, 2013. We provide cross-border business solutions and accounting outsourcing services to small and medium-size businesses located in Asia, with an initial focus on Hong Kong, Malaysia, and China. Greenpro provides a range of services as a package solution to our clients, which we believe can assist our clients in reducing their business costs and improving their revenues.

In addition to our business solution services, we also operate a venture capital business through our wholly owned subsidiary, Greenpro Venture Capital Limited (“GVCL”). GVCL, an Anguilla corporation, is primarily focuses on (1) establishing a business incubator for start-up and high growth companies to support such companies during critical growth periods, which will include education and support services, and (2) searching for investment opportunities in selected start-up and high growth companies, which may generate significant returns to the Company. Our venture capital business is mainly focused on the companies located in Asia and Southeast Asia including Hong Kong, Malaysia, China, Thailand and Singapore. Another one of our venture capital business segments is focused on trading and rental activities of our commercial properties.

Results of Operations

For information regarding our controls and procedures, see Part I, Item 4 - Controls and Procedures, of this Quarterly Report.

During the three months ended March 31, 2023 and 2022, we operated in three regions: Hong Kong, China and Malaysia. We derived revenue from the provision of services and the trading or rental activities of our commercial properties.

Comparison of the three months ended March 31, 2023 and 2022

Total revenue

Total revenue was \$637,735 and \$575,846 for the three months ended March 31, 2023 and 2022, respectively. The increase of \$61,889 was primarily due to an increase in the revenue of business services. We expect revenue from both business service and real estate segments to steadily improve when the impact of the COVID-19 pandemic abates.

Service business revenue

Revenue from the provision of business services was \$615,604 and \$355,033 for the three months ended March 31, 2023 and 2022, respectively. It was derived principally from the provision of business consulting and advisory services as well as company secretarial, accounting, and financial analysis services. We experienced a slight increase in service revenue as some listing service obligations were completed during the three months ended March 31, 2023.

Real estate business

Sale of real estate properties

There was no revenue generated from the sale of real estate properties for the three months ended March 31, 2023. Revenue from the sale of real estate property was \$186,873 for the three months ended March 31, 2022, which was derived from the sale of one unit of real estate property located in Hong Kong.

Rental revenue

Revenue from rentals was \$22,131 and \$33,940 for the three months ended March 31, 2023 and 2022, respectively. It was derived principally from leasing properties in Malaysia and Hong Kong. We believe our rental income will be stable.

Total operating costs and expenses

Total operating costs and expenses were \$969,748 and \$1,106,549 for the three months ended March 31, 2023 and 2022, respectively. They consist of cost-of-service revenue, cost of real estate properties sold, cost of rental revenue, and general and administrative expenses.

Loss from operations for the three months ended March 31, 2023 and 2022 was \$332,013 and \$530,703, respectively. A decrease in loss from operations was mainly due to an increase of service revenue of \$260,571.

Cost of service revenue

Cost of revenue on provision of services was \$68,461 and \$64,276 for the three months ended March 31, 2023 and 2022, respectively. It primarily consists of employee compensation and related payroll benefits, company formation costs, and other professional fees directly attributable to the services rendered.

An increase of cost-of-service revenue was mainly due to an increase of other professional fees directly attributable to the services for the three months ended March 31, 2023.

Cost of real estate properties sold

During the three months ended March 31, 2023, no real estate property was sold, and hence no cost was incurred. Cost of real estate property sold was \$127,341 for the three months ended March 31, 2022. It primarily consisted of the purchase price of property, legal fees, improvement costs to the building structure, and other acquisition costs. Selling and advertising costs are expensed as incurred.

Cost of rental revenue

Cost of rental revenue was \$9,723 and \$10,793 for the three months ended March 31, 2023 and 2022, respectively. It includes the costs associated with governmental charges, repairs and maintenance, property management fees and insurance, depreciation, and other related administrative costs. Utility expenses are borne and paid directly by individual tenants.

General and administrative expenses

General and administrative (“G&A”) expenses were \$891,564 and \$904,139 for the three months ended March 31, 2023 and 2022, respectively. For the three months ended March 31, 2023, G&A expenses consisted primarily of employees’ salaries and allowances of \$364,949, directors’ salaries and compensation of \$163,017, advertising and promotion expenses of \$53,215, consulting fee of \$26,406, legal service fee of \$41,487, other professional fees of \$23,213, and rent and rates of \$29,409, respectively. We expect our G&A expenses will continue to increase as we integrate our business acquisitions, explore and expand businesses into new jurisdictions.

Other income or expenses

Net other income was \$354,462 for the three months ended March 31, 2023, while net other expense was \$479,167 for the three months ended March 31, 2022. For the three months ended March 31, 2023, other income mainly consisted of reversal of write-off notes receivable of \$200,000, reversal of impairment of other investment of \$123,000 and interest income of \$10,815. For the three months ended March 31, 2022, net other expense included impairment of other investment of \$536,400 and offset by other gains and income of \$57,233.

Net income (loss)

Net income was \$21,936 for the three months ended March 31, 2023, while net loss was \$1,009,870 for the three months ended March 31, 2022. For the three months ended March 31, 2023, a decrease in loss and a net income generated were mainly due to an increase of service revenue, reversal of write-off notes receivable and reversal of impairment of other investment, respectively.

Net income or loss attributable to non-controlling interests

The Company records net income or loss attributable to non-controlling interests in the consolidated statements of operations for the non-controlling interests of a consolidated subsidiary.

At March 31, 2023, the noncontrolling interests are related to the Company’s 60% ownership of Forward Win International Limited (“FWIL”), which is principally engaged in trading and leasing properties in Hong Kong.

For the three months ended March 31, 2023 and 2022, we recorded net loss attributable to noncontrolling interests of \$9,153 and net income attributable to noncontrolling interests of \$23,812, respectively.

There were no seasonal aspects that had a material effect on the financial condition or results of operations of the Company.

Other than as disclosed elsewhere in this Quarterly Report, we are not aware of any trends, uncertainties, demands, commitments or events for the three months ended March 31, 2023 that are reasonably likely to have a material adverse effect on our financial condition, changes in our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources, or that would cause the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

Off Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to our stockholders as of March 31, 2023.

Contractual Obligations

As of March 31, 2023, one of our subsidiaries leases one office in Hong Kong under a non-cancellable operating lease with a term of two years commencing from March 15, 2023 to March 14, 2025. Another subsidiary of the Company leases an office in Labuan under a non-cancellable operating lease with a term of one year commencing from June 15, 2022 to June 14, 2023. As of March 31, 2023, the future minimum rental payments under these leases in the aggregate are approximately \$191,225 and are due as follows: 2023: \$73,932; 2024: \$97,070 and 2025: \$20,223.

Related Party Transactions

Net accounts receivable due from related parties was \$238,742 and \$129,292 as of March 31, 2023 and December 31, 2022, respectively. Prepayment to a related party was \$120,000 and \$80,000 as of March 31, 2023 and December 31, 2022, respectively.

Amounts due from related parties was \$571,280 and \$265,772 as of March 31, 2023 and December 31, 2022, respectively. Amounts due to related parties was \$425,058 and \$448,251 as of March 31, 2023 and December 31, 2022, respectively.

Deferred cost of revenue to a related party was \$11,640 as of March 31, 2023 and December 31, 2022, while deferred revenue from related parties was \$741,800 and \$849,400 as of March 31, 2023 and December 31, 2022, respectively.

For the three months ended March 31, 2023 and 2022, related party service revenue totaled \$341,172 and \$59,085, respectively.

G&A expenses to related parties were \$14,805 and \$18,511 for the three months ended March 31, 2023 and 2022, respectively.

For the three months ended March 31, 2023 and 2022, other income from a related party was \$3,365 and \$0, respectively. The Company recorded a reversal of impairment of other investment of \$123,000 and an impairment of other investment of \$536,400 in a related party for the three months ended March 31, 2023, and 2022, respectively.

Our related parties primarily represent those companies where we own a certain percentage of their shares, and it is determined that we have significant influence on those companies based on our common business relationships. Refer to Note 7 to the Condensed Consolidated Financial Statements for additional details regarding the related party transactions.

Critical Accounting Policies and Estimates

Use of estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant accounting estimates include certain assumptions related to, among others, the allowance for doubtful accounts receivable, impairment analysis of real estate assets and other long-term assets including goodwill, valuation allowance on deferred income taxes, and the accrual of potential liabilities. Actual results may differ from these 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.

The Company's revenue consists of revenue from providing business consulting and corporate advisory services ("service revenue"), revenue from the sale of real estate properties, and revenue from the rental of real estate properties.

Impairment of long-lived assets

Long-lived assets primarily include real estate held for investment, property and equipment, and intangible assets. In accordance with the provision of ASC 360, the Company generally conducts its annual impairment evaluation of its long-lived assets in the fourth quarter of each year, or more frequently if indicators of impairment exist, such as a significant sustained change in the business climate. The recoverability of long-lived assets is measured at the reporting unit level. If the total of the expected undiscounted future net cash flows is less than the carrying amount of the asset, a loss is recognized for the difference between the fair value and carrying amount of the asset. In addition, for real estate held for sale, an impairment loss is the adjustment to fair value less estimated cost to dispose of the asset.

Goodwill

Goodwill is the excess of cost of an acquired entity over the fair value of amounts assigned to assets acquired and liabilities assumed in a business combination. Under the guidance of ASC 350, goodwill is not amortized, rather it is tested for impairment annually, and will be tested for impairment between annual tests if an event occurs or circumstances change that would indicate the carrying amount may be impaired. An impairment loss generally would be recognized when the carrying amount of the reporting unit's net assets exceeds the estimated fair value of the reporting unit and would be measured as the excess carrying value of goodwill over the derived fair value of goodwill. The Company's policy is to perform its annual impairment testing for its reporting units on December 31, of each fiscal year.

Derivative financial instruments

Derivative financial instruments consist of financial instruments that contain a notional amount and one or more underlying variables such as interest rate, security price, variable conversion rate or other variables, require no initial net investment and permit net settlement. The derivative financial instruments may be free-standing or embedded in other financial instruments. The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The Company follows the provision of ASC 815, Derivatives and Hedging for derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date. At each reporting date, the Company reviews its convertible securities to determine that their classification is appropriate.

Recent accounting pronouncements

Refer to Note 1 in the accompanying financial statements.

Liquidity and Capital Resources

Our cash balance on March 31, 2023, was \$3,030,128, as compared to \$3,911,535 on December 31, 2022, it was decreased by \$881,407. We estimate the Company has sufficient cash available to meet its anticipated working capital for the next twelve months.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. During the three months ended March 31, 2023, the Company recorded net cash used in operations of \$751,522, and as of March 31, 2023, the Company incurred accumulated deficit of \$37,591,591. These factors raise substantial doubt about the Company's ability to continue as a going concern within one year of the date that the financial statements are issued. In addition, the Company's independent registered public accounting firm, in its report on the Company's December 31, 2022 financial statements, has expressed substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon improving its profitability and the continuing financial support from its major shareholders. Management believes the existing shareholders or external financing will provide the additional cash to meet the Company's obligations as they become due.

Despite the amount of funds that the Company has raised in the past, no assurance can be given that any future financing, if needed, will be available or, if available, that it will be on terms that are satisfactory to the Company. Even if the Company is able to obtain additional financing, if needed, it may contain undue restrictions on its operations, in the case of debt financing, or cause substantial dilution for its shareholders, in the case of equity financing.

Operating activities

Net cash used in operating activities was \$751,522 and \$774,931 for the three months ended March 31, 2023 and 2022, respectively. The net cash used in operating activities in 2023 primarily consisted of an increase in net accounts receivable of \$97,983, a decrease in accounts payable and accrued liabilities of \$307,286 and a decrease in deferred revenue of 107,600, reversal of impairment of other investment of \$123,000 and reversal of write-off notes receivable of \$200,000. For the three months ended March 31, 2023, non-cash adjustments totaled \$264,598, which was mostly composed of non-cash income from reversal of impairment of other investment of \$123,000 and reversal of write-off notes receivable of \$200,000, respectively.

Investing activities

Net cash used in investing activities for the three months ended March 31, 2023 was \$500 as compared to net cash provided by investing activities was \$181,466 for the three months ended March 31, 2022.

Financing activities

Net cash used in financing activities for the three months ended March 31, 2023 and 2022 was \$128,702 and \$172,568, respectively.

Cash used in financing activities was mainly due to advances to related parties of \$328,702 and offset by collection of notes receivable of \$200,000.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

As a “smaller reporting company” as defined by Rule 12b-2 of the Securities Exchange Act of 1934, the Company is not required to provide the information under this item.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (“Exchange Act”). Based on such evaluation, our principal executive officer and principal financial officer have concluded that the disclosure controls and procedures were effective as of March 31, 2023 to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time period specified in the U.S. Securities and Exchange Commission’s (“SEC”) rules and forms, and to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is accumulated and communicated to the Company’s management, including its principal executive and principal financial officers, as appropriate, to allow timely decisions regarding disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting for the three months ended March 31, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including each of our Chief Executive Officer and Chief Financial Officer, intends that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives. However, our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

On August 24, 2021, Plaintiff Millennium Fine Art Inc. (“MFAI”) filed a Complaint against the Company, alleging that on or about April 21, 2021, MFAI and the Company entered into a contract (the “Contract”), by which MFAI agreed to create 7,700 non-fungible tokens (“NFT”) in exchange for sixteen million dollars (\$16,000,000) worth of shares of the Company. MFAI claims that the Company breached the Contract by refusing delivery of the NFTs and not delivering \$16 million worth of shares to MFAI. The Complaint asserts causes of action for breach of contract, special damages and promissory estoppel, and seeks sixty-six million dollars (\$66,000,000) in damages, specific performance by Company according to the terms of the Contract, and MFAI’s attorney’s fees and costs.

On October 18, 2021, the Company filed a motion, denying all the material allegations of the Complaint, and seeking to stay the case and compel arbitration pursuant to the purported Contract. In its motion, the Company only sought to enforce the terms of the Contract as it relates to arbitration, but otherwise denied the existence of a valid and binding contract. Over MFAI’s opposition, the Court granted the Company’s motion, and stayed the case, pending the resolution of the Parties’ arbitration of the dispute.

On or about April 1, 2022, MFAI commenced an arbitration through Judicial Arbitration and Mediation Services, Inc. (JAMS), in which it reasserted the allegations of the Complaint, and on May 2, 2022, the Company submitted a Statement of Defense, again denying all material allegations. On November 18, 2022, after conducting preliminary discovery, the Parties jointly requested a stay of the arbitration in an effort to resolve the dispute through mediation. The parties have been unable to resolve the matter, however, and have since resumed discovery. The Arbitrator also has scheduled a status conference for September 18, 2023, at which a final hearing date will be set.

Item 1A. Risk Factors.

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits

Exhibit No.	Description
31.1	Rule 13(a)-14(a)/15(d)-14(a) Certification of principal executive officer
31.2	Rule 13(a)-14(a)/15(d)-14(a) Certification of principal financial officer
32.1	Section 1350 Certification of principal executive officer
32.2	Section 1350 Certification of principal financial officer and principal accounting officer
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Labels Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of 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.

Greenpro Capital Corp.

Date: May 11, 2023

By: /s/ Lee Chong Kuang

Lee Chong Kuang
President and Chief Executive Officer
(Principal Executive Officer)

Date: May 11, 2023

By: /s/ Loke Che Chan, Gilbert

Loke Che Chan, Gilbert
Chief Financial Officer
(Principal Financial and Accounting Officer)

CERTIFICATION

I, LEE CHONG KUANG, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Greenpro Capital Corp. (the “Company”) for the quarter ended March 31, 2023;
2. Based on my knowledge, this Quarterly 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 our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us 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 to be designed under our 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 our 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 quarter (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;
5. The registrant’s other certifying officer and I have disclosed, based on our 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: May 11, 2023

By: /s/ Lee Chong Kuang
Title: Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, LOKE CHE CHAN, GILBERT, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Greenpro Capital Corp. (the “Company”) for the quarter ended March 31, 2023;
2. Based on my knowledge, this Quarterly 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 our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us 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 to be designed under our 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 our 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 quarter (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;
5. The registrant’s other certifying officer and I have disclosed, based on our 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: May 11, 2023

By: /s/ Loke Che Chan, Gilbert

Title: Chief Financial Officer

(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Greenpro Capital Corp. (the “Company”) on Form 10-Q for the period ending March 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), The undersigned hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 11, 2023

By: /s/ Lee Chong Kuang
Title: 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

In connection with the Quarterly Report of Greenpro Capital Corp. (the “Company”) on Form 10-Q for the period ending March 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), The undersigned hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 11, 2023

By: /s/ Loke Che Chan, Gilbert

Title: Chief Financial Officer

(Principal Financial and Accounting Officer)
