

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 September 30, 2024

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 **(60) 3 8408-1788**

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
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 ☒

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☐ No ☐

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of November 13, 2024, there were 7,575,813 shares, par value \$0.0001 of the registrant's common stock ("Common Stock") issued and outstanding.

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PART I – FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements.

GREENPRO CAPITAL CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS
AS OF SEPTEMBER 30, 2024 AND DECEMBER 31, 2023
(In U.S. dollars, except share and per share data)

	September 30, 2024 (Unaudited)	December 31, 2023 (Audited)
ASSETS		
Current assets:		
Cash and cash equivalents (including \$79,796 and \$166,481 of time deposits as of September 30, 2024 and December 31, 2023, respectively)	\$ 1,027,513	\$ 2,223,197
Accounts receivable, net of allowance for credit losses of \$225,400 and \$610,599 as of September 30, 2024 and December 31, 2023, respectively	70,220	44,938
Prepays and other current assets	436,792	627,315
Due from related parties	936,761	750,860
Deferred cost of revenue	29,337	16,291
Total current assets	2,500,623	3,662,601
Property and equipment, net	2,346,307	2,413,538
Real estate investments:		
Real estate held for sale	980,402	1,659,207
Real estate held for investment, net	652,128	598,748
Intangible assets, net	777	1,181
Goodwill	88,596	82,561
Other investments (including \$99,598 and \$100,106 of investments in related parties as of September 30, 2024 and December 31, 2023, respectively)	99,598	100,106
Operating lease right-of-use assets, net	44,082	114,551
Finance lease right-of-use asset, net	23,577	25,527
TOTAL ASSETS	\$ 6,736,090	\$ 8,658,020
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 576,466	\$ 724,796
Due to related parties	64,401	389,274
Income tax payable	-	292
Operating lease liabilities, current portion	44,082	94,726
Finance lease liabilities, current portion	4,012	3,426
Deferred revenue (including \$157,500 from related parties as of December 31, 2023)	1,169,265	1,075,404
Total current liabilities	1,858,226	2,287,918
Operating lease liabilities, non-current portion	-	19,825
Finance lease liabilities, non-current portion	12,139	13,638
Total liabilities	1,870,365	2,321,381
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; 7,575,813 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	7,576	7,576
Additional paid in capital	42,749,831	42,897,029
Accumulated other comprehensive loss	(221,522)	(310,169)
Accumulated deficit	(37,707,535)	(36,549,095)
Total Greenpro Capital Corp. stockholders' equity	4,828,350	6,045,341
Non-controlling interests in consolidated subsidiaries	37,375	291,298
Total stockholders' equity	4,865,725	6,336,639
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 6,736,090	\$ 8,658,020

See accompanying notes to the condensed consolidated financial statements.

GREENPRO CAPITAL CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE INCOME (LOSS)
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(In U.S. dollars, except share and per share data)
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
REVENUES:				
Service revenue (including \$108,485 and \$648,377 of service revenue from related parties for the three months ended September 30, 2024, and 2023, respectively, and \$347,570 and \$1,232,526 of service revenue from related parties for the nine months ended September 30, 2024, and 2023, respectively)	\$ 521,765	\$ 1,043,360	\$ 1,498,187	\$ 2,239,354
Rental revenue	17,934	27,612	61,085	70,238
Total revenue	539,699	1,070,972	1,559,272	2,309,592
COST OF REVENUES:				
Cost of service revenue (including \$534 and \$23,280 of cost of revenue to related party for the three months ended September 30, 2024 and 2023, respectively, and \$4,586 and \$23,280 of cost of revenue to related party for the nine months ended September 30, 2024 and 2023, respectively)	(138,404)	(219,865)	(249,112)	(374,048)
Cost of rental revenue	(6,235)	(9,629)	(19,125)	(28,315)
Total cost of revenues	(144,639)	(229,494)	(268,237)	(402,363)
GROSS PROFIT	395,060	841,478	1,291,035	1,907,229
OPERATING EXPENSES:				
General and administrative (including \$39,365 and \$13,687 of general and administrative expenses to related parties for the three months ended September 30, 2024, and 2023, respectively, and \$122,127 and \$90,407 of general and administrative expenses to related parties for the nine months ended September 30, 2024 and 2023, respectively)	(868,333)	(978,023)	(2,839,641)	(2,686,846)
LOSS FROM OPERATIONS	(473,273)	(136,545)	(1,548,606)	(779,617)
OTHER INCOME:				
Other income (including \$9,699 and \$3,425 of other income from related parties for the three months ended September 30, 2024, and 2023, respectively, and \$35,565 and \$10,158 of other income from related parties for the nine months ended September 30, 2024, and 2023, respectively)	11,630	9,953	40,101	37,207
Interest income (including \$1,363 of interest income from related party for the three months ended September 30, 2024, and \$3,707 of interest income from related party for nine months ended September 30, 2024)	3,979	8,853	16,828	30,859
Gain on disposal of investments (including \$127,617 of related party investments for the three months ended September 30, 2024 and \$324,917 of related party investments for the nine months ended September 30, 2024)	127,617	-	324,917	-
Fair value gains of derivative liabilities associated with warrants	-	-	-	1
Reversal of impairment of other investment (including reversal of impairment of \$6,882,000 of related party investment for the nine months ended	-	-	-	6,882,000

September 30, 2023)				
Reversal of write-off notes receivable	-	-	-	400,000
Interest expense	(273)	(318)	(817)	(429)
Total other income	<u>142,953</u>	<u>18,488</u>	<u>381,029</u>	<u>7,349,638</u>
(LOSS) INCOME BEFORE INCOME TAX	(330,320)	(118,057)	(1,167,577)	6,570,021
Income tax expense	-	(2,937)	(1,406)	(6,563)
NET (LOSS) INCOME	(330,320)	(120,994)	(1,168,983)	6,563,458
Net loss attributable to non-controlling interest	-	3,865	10,543	17,820
NET (LOSS) INCOME ATTRIBUTED TO COMMON SHAREHOLDERS OF GREENPRO CAPITAL CORP.	(330,320)	(117,129)	(1,158,440)	6,581,278
Other comprehensive income (loss):				
- Foreign currency translation gain (loss)	150,786	(8,407)	88,647	(140,196)
COMPREHENSIVE (LOSS) INCOME	\$ (179,534)	\$ (125,536)	\$ (1,069,793)	\$ 6,441,082
NET (LOSS) INCOME PER SHARE, BASIC AND DILUTED	\$ (0.04)	\$ (0.02)	\$ (0.15)	\$ 0.85
WEIGHTED AVERAGE NUMBER OF COMMON STOCK OUTSTANDING, BASIC AND DILUTED	<u>7,575,813</u>	<u>7,575,813</u>	<u>7,575,813</u>	<u>7,764,032</u>

See accompanying notes to the condensed consolidated financial statements.

GREENPRO CAPITAL CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(In U.S. dollars, except share data)
(Unaudited)

Three months ended September 30, 2024 (Unaudited)							
	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss		Non- Controlling Interests	Total Stockholders' Equity
	Number of Shares	Amount			Accumulated Deficit		
Balance as of June 30, 2024 (Unaudited)	7,575,813	\$ 7,576	\$42,749,831	\$ (372,308)	\$ (37,377,215)	\$ 37,375	\$ 5,045,259
Foreign currency translation	-	-	-	150,786	-	-	150,786
Net loss	-	-	-	-	(330,320)	-	(330,320)
Balance as of September 30, 2024 (Unaudited)	<u>7,575,813</u>	<u>\$ 7,576</u>	<u>\$42,749,831</u>	<u>\$ (221,522)</u>	<u>\$ (37,707,535)</u>	<u>\$ 37,375</u>	<u>\$ 4,865,725</u>
Nine months ended September 30, 2024 (Unaudited)							
	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss		Non- Controlling Interests	Total Stockholders' Equity
	Number of Shares	Amount			Accumulated Deficit		
Balance as of December 31, 2023	7,575,813	\$ 7,576	\$42,897,029	\$ (310,169)	\$ (36,549,095)	\$ 291,298	\$ 6,336,639
Acquisition of noncontrolling interest's shares in a subsidiary	-	-	(147,198)	-	-	(243,380)	(390,578)
Foreign currency translation	-	-	-	88,647	-	-	88,647
Net loss	-	-	-	-	(1,158,440)	(10,543)	(1,168,983)
Balance as of September 30, 2024 (Unaudited)	<u>7,575,813</u>	<u>\$ 7,576</u>	<u>\$42,749,831</u>	<u>\$ (221,522)</u>	<u>\$ (37,707,535)</u>	<u>\$ 37,375</u>	<u>\$ 4,865,725</u>
Three months ended September 30, 2023 (Unaudited)							
	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss		Non- Controlling Interests	Total Stockholders' Equity
	Number of Shares	Amount			Accumulated Deficit		
Balance as of June 30, 2023 (Unaudited)	7,575,813	\$ 7,576	\$42,897,029	\$ (356,680)	\$ (30,924,273)	\$ 301,229	\$ 11,924,881
Foreign currency translation	-	-	-	(8,407)	-	-	(8,407)
Net loss	-	-	-	-	(117,129)	(3,865)	(120,994)
Balance as of September 30, 2023 (Unaudited)	<u>7,575,813</u>	<u>\$ 7,576</u>	<u>\$42,897,029</u>	<u>\$ (365,087)</u>	<u>\$ (31,041,402)</u>	<u>\$ 297,364</u>	<u>\$ 11,795,480</u>
Nine months ended September 30, 2023 (Unaudited)							
	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss		Non- Controlling Interests	Total Stockholders' Equity
	Number of Shares	Amount			Accumulated Deficit		
Balance as of December 31, 2022	7,875,813	\$ 7,876	\$50,102,729	\$ (224,891)	\$ (37,622,680)	\$ 315,184	\$ 12,578,218
Cancellation of shares resulting from termination of investment	(300,000)	(300)	(7,205,700)	-	-	-	(7,206,000)
Foreign currency translation	-	-	-	(140,196)	-	-	(140,196)
Net income (loss)	-	-	-	-	6,581,278	(17,820)	6,563,458
Balance as of September 30, 2023 (Unaudited)	<u>7,575,813</u>	<u>\$ 7,576</u>	<u>\$42,897,029</u>	<u>\$ (365,087)</u>	<u>\$ (31,041,402)</u>	<u>\$ 297,364</u>	<u>\$ 11,795,480</u>

See accompanying notes to the condensed consolidated financial statements.

GREENPRO CAPITAL CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(In U.S. dollars)
(Unaudited)

	Nine months ended September 30,	
	2024	2023
Cash flows from operating activities:		
Net (loss) income	\$ (1,168,983)	\$ 6,563,458
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Depreciation	109,621	107,289
Amortization of intangible assets	407	538
Amortization of operating lease right-of use assets	70,667	66,617
Amortization of finance lease right-of-use asset	4,321	1,950
Provision (reversal of provision) for credit losses	90,243	(1,085)
Gain on disposal of investments	(324,917)	-
Reversal of write-off notes receivable	-	(400,000)
Reversal of impairment of other investment-related party	-	(6,882,000)
Fair value gains of derivative liabilities associated with warrants	-	(1)
Changes in operating assets and liabilities:		
Accounts receivable, net	(25,282)	(235,409)
Prepays and other current assets	190,523	92,462
Deferred cost of revenue	(13,046)	85,126
Accounts payable and accrued liabilities	(148,330)	(133,386)
Operating lease liabilities	(70,667)	(67,832)
Income tax payable	(292)	2,032
Deferred revenue	93,861	(493,333)
Net cash used in operating activities	<u>(1,191,874)</u>	<u>(1,293,574)</u>
Cash flows from investing activities:		
Purchase of property and equipment	(5,095)	(4,993)
Proceeds from disposal of other investments	322,820	500
Proceeds from real estate held for sale	15,632	-
Purchase of other investments	(92)	(500)
Initial payment of finance lease right-of-use asset	-	(9,717)
Net cash provided by (used in) investing activities	<u>333,265</u>	<u>(14,710)</u>
Cash flows from financing activities:		
Principal payment of finance lease liabilities	(2,539)	(1,086)
Advances to related parties	(180,994)	(465,677)
Collection of notes receivable	-	400,000
Net cash used in financing activities	<u>(183,533)</u>	<u>(66,763)</u>
Effect of exchange rate changes in cash and cash equivalents	(153,542)	22,797
NET CHANGE IN CASH AND CASH EQUIVALENTS	<u>(1,195,684)</u>	<u>(1,352,250)</u>
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	<u>2,223,197</u>	<u>3,911,535</u>
CASH AND CASH EQUIVALENTS, END OF PERIOD	<u><u>\$ 1,027,513</u></u>	<u><u>\$ 2,559,285</u></u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for income tax	\$ 1,694	\$ 4,423
Cash paid for interest	<u>\$ 817</u>	<u>\$ 429</u>
SUPPLEMENTAL NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Balance payment of finance lease right-of-use asset by finance lease liabilities	<u>\$ -</u>	<u>\$ 18,530</u>
Distribution of real estate held for sale to a non-controlling interest for acquisition of noncontrolling interest's shares in a subsidiary and settlement of noncontrolling interest's loan	<u>\$ 678,085</u>	<u>\$ -</u>

See accompanying notes to the condensed consolidated financial statements.

GREENPRO CAPITAL CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(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 nine months ended September 30, 2024 and 2023 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 September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024. The Condensed Consolidated Balance Sheet information as of December 31, 2023 was derived from the Company’s audited Consolidated Financial Statements as of and for the year ended December 31, 2023 included in the Company’s Annual Report on Form 10-K filed with the SEC on March 28, 2024. 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 nine months ended September 30, 2024, the Company incurred a net loss of \$1,168,983 and net cash used in operations of \$1,191,874, and as of September 30, 2024, the Company incurred an accumulated deficit of \$37,707,535. 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, 2023 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. On June 12, 2023 (the “Expiration”), no warrants were exercised. Since the Expiration, all warrants expired, no warrants are outstanding and exercisable (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 and other global risks

Although the COVID-19 pandemic appears to have abated, its long-term effects on the global economy, including elevated inflation, continued to affect our business. Furthermore, should there be a resurgence of the COVID-19 or new variants of COVID-19 pandemic, or should another pandemic arise, this could further affect our business. Moreover, a prolonged outbreak of any health epidemic or other adverse public health developments could create significant macroeconomic uncertainty, volatility and disruption, which may adversely affect our business operations.

On March 10, 2023, the Federal Deposit Insurance Corporation took control and was appointed receiver of Silicon Valley Bank. While we did not have deposits at Silicon Valley Bank, if other banks and financial institutions enter receivership or become insolvent in the future in response to financial conditions affecting the banking system and financial markets, our ability to access our existing cash, cash equivalents and investments may be threatened and could have a material adverse effect on our business and financial condition. It is possible that further deterioration in credit and financial markets and confidence in economic conditions will occur. If equity and credit markets deteriorate, it may affect our ability to raise equity capital, borrow on our existing facilities, access our existing cash, or make any additional necessary debt or equity financing more difficult to obtain, more costly and/or more dilutive.

Management regularly monitors economic and other factors listed above. We develop strategic and tactical plans designed to improve performance and maximize our competitive position. Our ability to achieve our financial objectives is dependent upon our ability to effectively execute these plans and to appropriately respond to emerging economic and company-specific trends.

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, estimates inherent in recording purchase price allocation, valuation allowance on deferred income taxes, the assumptions used in the valuation of the derivative liability, and the accrual of potential liabilities. Actual results may differ from these estimates.

Credit losses

The Company estimates and records a provision for its expected credit losses related to its financial instruments, including its trade receivables. Management considers historical collection rates, the current financial status of the Company's customers, macroeconomic factors, and other industry-specific factors when evaluating current expected credit losses. Forward-looking information is also considered in the evaluation of current expected credit losses. However, because of the short time to the expected receipt of accounts receivable, management believes that the carrying value, net of expected losses, approximates fair value and therefore, relies more on historical and current analysis of such financial instruments, including its trade receivables.

To determine the provision for credit losses for accounts receivable, the Company has disaggregated its accounts receivable by class of customer at the business component level, as management determined that risk profile of the Company's customers is consistent based on the type and industry in which they operate. Each business component is analyzed for estimated credit losses individually. In doing so, the Company establishes a historical loss matrix, based on the previous collections of accounts receivable by the age of such receivables, and evaluates the current and forecasted financial position of its customers, as available. Further, the Company considers macroeconomic factors and the status of the relevant industry to estimate if there are current expected credit losses within its trade receivables based on the trends of the Company's expectation of the future status of such economic and industry-specific factors. Also, specific allowance amounts are established based on review of outstanding invoices to record the appropriate provision for customers that have a higher probability of default.

Accounts receivable at September 30, 2024 and December 31, 2023 are net of allowances for credit losses of \$225,400 and \$610,599, respectively. The following table provides a roll-forward of the allowance for credit losses that is deducted from the amortized cost basis of accounts receivable to present the net amount expected to be collected at September 30, 2024 and December 31, 2023:

	As of September 30, 2024 (Unaudited)	As of December 31, 2023 (Audited)
Balance at beginning of period/year	\$ 610,599	\$ 25,677
Charged to operating expenses	90,243	584,919
Write-off of accounts receivable	-	3
Recovery of accounts receivable	(475,442)	-
Balance at end of period/year	<u>\$ 225,400</u>	<u>\$ 610,599</u>

Revenue recognition

The Company follows the guidance of Accounting Standards Codification (ASC) 606, *Revenue from Contracts with Customers*. 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).

Cash and cash equivalents

Cash consists of funds on hand and held in bank accounts. Cash equivalents include time 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.

As of September 30, 2024 and December 31, 2023, cash included funds held by employees of \$17,337 and \$0, respectively, was to facilitate payment of expenses in local currencies or to facilitate third-party online payment platforms, such as WeChat Pay or Alipay. The Company does not have a corporate account on these platforms.

	As of September 30, 2024 (Unaudited)	As of December 31, 2023 (Audited)
<u>Cash and cash equivalents</u>		
Denominated in United States Dollar	\$ 248,106	\$ 573,431
Denominated in Hong Kong Dollar	361,656	1,175,384
Denominated in Chinese Renminbi	391,032	434,698
Denominated in Malaysian Ringgit	26,119	39,552
Denominated in Great British Pound	134	127
Denominated in Singapore Dollar	466	5
Cash and cash equivalents	<u>\$ 1,027,513</u>	<u>\$ 2,223,197</u>

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 September 30, 2024, the Company had a total of twenty-two (22) investments in equity securities without readily determinable fair values, all of which were related party investments with an aggregate value of \$99,598. Eleven (11) investments in equity securities are without readily determinable fair values and are fully impaired and with \$nil value (see Note 3).

On December 31, 2023, the Company had a total of twenty-five (25) investments in equity securities without readily determinable fair values, all of which were related party investments with an aggregate value of \$100,106. Thirteen (13) investments in equity securities are without readily determinable fair values and are fully impaired and with \$nil value (see Note 3).

Leases

The Company determines if a contract is or contains a lease at inception of the contract or modification of the contract. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration. Control over the use of the identified asset means the lessee has both (a) the right to obtain substantially all of the economic benefits from the use of the asset and (b) the right to direct the use of the asset.

Finance and operating lease right-of-use (“ROU”) assets and liabilities are recognized based on the present value of future minimum lease payments over the expected lease term at commencement date. As the implicit rate is not determinable in most of the Company’s leases, management uses the Company’s incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. The expected lease term includes options to extend or terminate the lease when it is reasonably certain the Company will exercise the option. Lease expense for minimum lease payments is recognized on a straight-line basis over the expected lease term.

The Company’s lease arrangements have lease and non-lease components. Leases with an expected term of 12 months or less are not accounted for on the balance sheet and the related lease expense is recognized on a straight-line basis over the expected lease term.

The Company’s lease agreements do not contain any material residual value guarantees or material restrictive covenants.

See Note 5 for more information regarding leases.

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 net 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, adjusted for the dilutive effect of outstanding Common Stock equivalents.

On September 30, 2024 and 2023, there were no 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 nine months ended September 30,	
	2024	2023
Period-end MYR : US\$1 exchange rate	4.13	4.70
Period-average MYR : US\$1 exchange rate	4.60	4.53
Period-end RMB : US\$1 exchange rate	7.02	7.28
Period-average RMB : US\$1 exchange rate	7.18	7.06
Period-end HK\$: US\$1 exchange rate	7.77	7.83
Period-average HK\$: US\$1 exchange rate	7.81	7.84

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 from or due to related parties, approximate their fair values because of the short-term nature of these financial instruments.

Concentrations of risks

For the three months ended September 30, 2024, one customer accounted for 11% of revenues, while for the three months ended September 30, 2023, two customers accounted for 56% (33% and 23%) of revenues. For the nine months ended September 30, 2024 and 2023, one customer accounted for 10% and three customers accounted for 40% (15%, 14% and 11%) of revenues, respectively.

Two customers accounted for 31% (19% and 12%) and three customers accounted for 39% (14%, 13% and 12%) of net accounts receivable as of September 30, 2024 and December 31, 2023, respectively.

For the three and nine months ended September 30, 2024 and 2023, no vendor accounted for 10% or more of the Company's cost of revenues.

Three vendors accounted for 67% (42%, 13% and 12%) and 73% (52%, 11% and 10%) of accounts payable as of September 30, 2024 and December 31, 2023, respectively.

Exchange rate risk

The Company's reporting currency is US\$ but its major revenues and costs, and a significant portion of its assets and liabilities are also denominated in MYR, RMB or HK\$. As a result, the Company is exposed to foreign exchange risks as its revenues and the results of operations may be affected by fluctuations in the exchange rate between US\$ and MYR, US\$ and RMB or US\$ and HK\$. If MYR, RMB or HK\$ depreciates against US\$, the values of the Company's revenues and assets in MYR, RMB or HK\$ may decline accordingly when in translation to the Company's reporting currency, as its financial statements are presented in US\$. The Company does not hold any derivative or other financial instruments that may expose it to substantial market risks.

Risks and uncertainties

Substantially all the Company's services are conducted in Hong Kong, China, Malaysia and Thailand. The Company's operations are subject to various political and economic risks, including the risks of restrictions on transfer of funds, export duties, quotas and embargoes, changing taxation policies, and political conditions and governmental regulations, and the adverse impact of the coronavirus outbreak.

Recent accounting pronouncements

The Company has reviewed all recently issued, but not yet effective, considers the applicability and impact of all accounting standards updates ("ASUs"). Management periodically reviews new accounting standards that are issued.

In November 2023, the FASB issued ASU 2023-07 "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. The ASU 2023-07 is effective for annual reporting periods beginning after December 15, 2023 and interim periods in fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact this ASU may have on its unaudited condensed consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09 "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" to expand the disclosure requirements for income taxes, specifically related to the rate reconciliation and income taxes paid. The ASU 2023-09 is effective for annual reporting periods beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact of this ASU may have on its unaudited condensed consolidated financial statements and related disclosures.

The Company does not expect that any other recently issued accounting pronouncements will have a significant effect on its condensed consolidated 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"), and revenue from leasing or trading of real estate properties ("real estate revenue")

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 has not been 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, insurance brokerage services, and other related services ("non-listing services"), upon our completion of such services, representing our performance obligations are satisfied, and hence, the relevant revenue is recognized. 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 leasing of real estate properties

Rental revenue represents lease rental income from the Company's tenants. The tenants pay in accordance with the terms in the 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.

Revenue from trading 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"), which applies to sales or transfers to noncustomers of nonfinancial assets. Generally, the Company's sales of its real estate properties are considered a sale of a nonfinancial asset. Under ASC 610-20, the Company derecognizes its assets and recognizes a gain or loss on the sale of the real estate when control of the underlying asset transfers to the buyer.

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

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.

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

	Three Months Ended September 30,	
	2024	2023
	(Unaudited)	(Unaudited)
Revenue by service lines:		
Corporate advisory - non-listing services	\$ 445,965	\$ 448,151
Corporate advisory - listing services	75,800	595,209
Rental of real estate properties	17,934	27,612
Total revenue	<u>\$ 539,699</u>	<u>\$ 1,070,972</u>

	Three Months Ended September 30,	
	2024	2023
	(Unaudited)	(Unaudited)
Revenue by geographic area:		
Hong Kong	\$ 340,643	\$ 914,694
Malaysia	136,721	82,618
China	62,335	73,660
Total revenue	<u>\$ 539,699</u>	<u>\$ 1,070,972</u>

	Nine Months Ended September 30,	
	2024	2023
	(Unaudited)	(Unaudited)
Revenue by service lines:		
Corporate advisory - non-listing services	\$ 1,276,687	\$ 1,079,000
Corporate advisory - listing services	221,500	1,160,354
Rental of real estate properties	61,085	70,238
Total revenue	<u>\$ 1,559,272</u>	<u>\$ 2,309,592</u>

	Nine Months Ended September 30,	
	2024	2023
	(Unaudited)	(Unaudited)
Revenue by geographic area:		
Hong Kong	\$ 984,354	\$ 1,810,445
Malaysia	395,865	236,847
China	179,053	262,300
Total revenue	<u>\$ 1,559,272</u>	<u>\$ 2,309,592</u>

Deferred cost of revenue

For a service contract where the performance obligation has not been completed, deferred cost of revenue is recorded for any costs incurred in advance before completion of the performance obligation.

Deferred revenue

For a service contract where the performance obligation has not been completed, deferred revenue is recorded for any payments received in advance before completion of the performance obligation.

As of September 30, 2024, and December 31, 2023, deferred cost of revenue or deferred revenue is classified as current assets or current liabilities and totaled, respectively:

	As of September 30, 2024	As of December 31, 2023
	(Unaudited)	(Audited)
Current assets		
Deferred cost of revenue	<u>\$ 29,337</u>	<u>\$ 16,291</u>
Current liabilities		
Deferred revenue	<u>\$ 1,169,265</u>	<u>\$ 1,075,404</u>

Changes in deferred revenue during the nine months ended September 30, 2024 are as follows:

Nine Months Ended
September 30, 2024

	(Unaudited)
Deferred revenue, January 1, 2024	\$ 1,075,404
New contract liabilities	315,361
Performance obligations satisfied	(221,500)
Deferred revenue, September 30, 2024	<u>\$ 1,169,265</u>

NOTE 3 - OTHER INVESTMENTS

	As of September 30, 2024 (Unaudited)	As of December 31, 2023 (Audited)
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	87,617	88,125
Total	<u>\$ 99,598</u>	<u>\$ 100,106</u>

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

Equity securities without readily determinable fair values are investments 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 and nine months ended September 30, 2024, the Company did not recognize any impairment or reversal of impairment.

For the three and nine months ended September 30, 2023, the Company recognized the reversal of impairment of \$0 and \$6,882,000, respectively for one of its investments in equity securities without readily determinable fair values.

During the year ended December 31, 2023, the Company recognized impairment of \$4,982,000 for three of its total investments in equity securities without readily determinable fair values and recorded a reversal of impairment of \$6,882,000 for one 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 September 30, 2024. Our cost method investments had a carrying value of \$99,598 as of September 30, 2024.

(a) Agape ATP Corporation:

On April 14, 2017, our wholly owned subsidiary, Greenpro Venture Capital Limited (“GVCL”) acquired 17,500,000 shares of common stock of Agape ATP Corporation, a Nevada corporation (“Agape”), par value of \$0.0001 per share, for \$1,750. Agape is principally engaged in provision of health and wellness products and advisory services to clients in Malaysia. Effective on November 9, 2017, Agape’s common stock was registered under OTC Markets Group, Inc. (“OTC”). As of December 31, 2021, GVCL holds approximately 5% of the total outstanding shares of Agape and recognized the investment at historical cost of \$1,750 under other investments.

On January 21, 2022, GVCL entered into a forfeiture agreement with Agape. Pursuant to the agreement, GVCL agreed to transfer 16,500,000 shares out of its total invested 17,500,000 shares of Agape’s common stock to Agape for nil consideration. As a result, GVCL holds approximately 1% of the total outstanding shares of Agape and recognized a loss on forfeiture of other investment of \$1,650.

Since October 10, 2023, Agape’s common stock has been uplisted from OTC to The Nasdaq Stock Market LLC (“NASDAQ”).

As of December 31, 2023, GVCL owns 1,000,000 shares of Agape’s common stock and recognized our investment in Agape under a historical cost of \$100 or \$0.0001 per share.

On February 16, 2024, GVCL sold 200,000 shares of Agape’s common stock through a broker at a price of \$180,000. As a result, GVC recognized a gain on disposal of other investment of \$179,980.

On August 15, 2024, Agape filed a Certificate of Change with the Secretary of State of the State of Nevada to effect a 1-for-20 reverse stock split of the shares of Agape’s common stock, par value \$0.0001 per share on August 30, 2024. As result of the reverse stock split, our 800,000 shares of Agape’s common stock were reduced to 40,000 shares and the investment cost retained at \$80.

On August 30, 2024, GVCL sold all remaining 40,000 Agape shares through a broker at a price of \$127,697. As a result, GVC recognized a gain on disposal of other investment of \$127,617.

(b) Celmonze Wellness Corporation:

On February 8, 2023, 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.

On January 17, 2024, GVCL entered a repurchase agreement with Celmonze. Pursuant to the agreement, GVCL agreed to sell back all our 5,000,000 owned Celmonze shares to Celmonze at \$500. We received cash of \$500 from Celmonze in exchange for our return of Celmonze shares.

(c) MU Global Holding Limited:

On July 25, 2018, GVCL entered into a subscription agreement with MU Global Holding Limited, a Nevada corporation, which provides spa and wellness services and products to clients (“MUGH”). Pursuant to the agreement, GVCL acquired 2,165,000 shares of common stock of MUGH at a price of \$217 or \$0.0001 per share. The investment was recognized at a historical cost of \$217 under other investments.

On December 31, 2018, GVCL made an impairment of \$217 and hence, the investment was fully impaired with nil value.

On April 10, 2024, GVCL entered into a stock purchase agreement with an unrelated party, Chen Shu-Jen (“Mr. Chen”). Pursuant to the agreement, GVCL agreed to sell all 2,165,000 MUGH shares to Mr. Chen for \$17,320. As a result, GVCL recognized a gain on disposal of investment of \$17,320.

(d) SEATech Ventures Corp.:

On August 8, 2024, GVCL entered into a stock purchase agreement with an unrelated party, Seah Kok Wah (“Mr. Seah”). Pursuant to the agreement, Mr. Seah agreed to sell his 923,544 shares of common stock of SEATech Ventures Corp. (“SEATech”) to GVCL for approximately \$92 or \$0.0001 per share. SEATech is a Nevada corporation and principally provides mentoring and incubation services to clients. The investment was recognized at a cost of \$92 under other investments.

After the acquisition in August 2024, in addition to the impaired 2,279,813 SEATech shares, GVCL in aggregate holds 3,203,357 shares of common stock of SEATech as of September 30, 2024.

The Company had cost method investments without readily determinable fair values with a carrying value of \$99,598 and \$100,106 as of September 30, 2024, and December 31, 2023, respectively.

On September 30, 2024 and December, 31 2023, the carrying values of equity securities without readily determinable fair values are as follows:

As of September 30, 2024 (Unaudited)	As of December 31, 2023 (Audited)
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<u>Original cost</u>			
Balance, beginning of period/year	\$	8,331,964	\$ 15,537,964
Additions during the period/year		92	500
Disposals, forfeitures or terminations during the period/year		(600)	(7,206,500)
Disposal of impaired investment during the period		(217)	-
Balance, end of period/year		<u>8,331,239</u>	<u>8,331,964</u>
<u>Accumulated impairment</u>			
Balance, beginning of period/year		(8,231,858)	(10,131,858)
Impairment during the year		-	(4,982,000)
Reversal of impairment during the year		-	6,882,000
Disposal of impaired investment during the period		217	-
Balance, end of period/year		<u>(8,231,641)</u>	<u>(8,231,858)</u>
Net carrying values of equity securities without readily determinable fair values	\$	<u>99,598</u>	\$ <u>100,106</u>

Accumulated impairment of other investments

As of September 30, 2024 and December 31, 2023, the accumulated impairment loss of other investments was \$8,231,641 and \$8,231,858, respectively.

NOTE 4 - BUSINESS COMBINATION

On June 6, 2024, the Company acquired Global Business Hub Limited (“GBHL”) from our Chief Executive Officer and director, Mr. Lee Chong Kuang for a price of \$100. The Company acquired GBHL and aims to develop a digital banking business in Malaysia.

The Company accounted for the transaction as a business combination in accordance ASC 805 “Business Combinations”. The Company performed an allocation of the purchase price paid for the assets acquired and the liabilities assumed with the reference of the financial statements of GBHL as of June 6, 2024.

Fair value of assets acquired, and liabilities assumed:

Cash	\$	1,101
Goodwill		6,035
Fair value of current liabilities		(7,036)
Purchase price	\$	100

The following unaudited pro forma information presents the combined results of operations as if the acquisition of GBHL had been completed on January 1, 2023. These unaudited pro forma results are presented for informational purpose only and are not necessarily indicative of what the actual results of operations of the combined company would have been if the acquisition had occurred at the beginning of the period presented, nor are they indicative of future results of operations:

	Nine Months Ended September 30,	
	2024	2023
	(Unaudited)	(Unaudited)
Revenue	\$ 1,559,272	\$ 2,309,592
Loss from operations	(1,548,901)	(781,697)
Net (loss) income	(1,169,278)	6,561,378
Net (loss) income per share	\$ (0.15)	\$ 0.85

NOTE 5 - LEASES

As of September 30, 2024, the Company has an operating lease agreement for one office space in Hong Kong with a term of two years and has a finance lease for a motor vehicle in Malaysia with a term of five years, respectively. Other than these leases, the Company does not have any other leases over the term of one year. 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 (“discount rate”) 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 operating leases and finance leases for the periods are as follows:

	Nine Months Ended September 30,	
	2024	2023
	(Unaudited)	(Unaudited)
Lease costs		
Operating lease costs:		
Rental expenses (1)	\$ 73,165	\$ 70,623
Other rental expenses (2)	12,313	14,670
	85,478	85,293
Finance lease costs:		
Interest expenses	\$ 817	\$ 429
	817	429
Total lease costs	\$ 86,295	\$ 85,722
Other information		
Cash paid for amounts included in the measurement of lease liabilities:		
Rental payment - operating leases	\$ 73,165	\$ 71,834
Interest repayment - finance leases	817	429
Principal repayment - finance leases	2,539	1,086
Total cash paid	\$ 76,521	\$ 73,349
Non-cash activity:		
Balance payment of ROU asset by finance lease liabilities	\$ -	\$ 18,530
Weighted average remaining lease term (in years):		
Operating leases	0.45	1.46
Finance leases	3.67	4.67
Weighted average discount rate:		
Operating leases	4.0%	4.0%
Finance leases	6.9%	6.9%

- (1) Rental expenses include amortization of \$70,667 and \$66,617 and interest expenses of \$2,498 and \$4,006 during the nine months ended September 30, 2024 and 2023, respectively.
- (2) Other rental expenses represent those rental expenses for leases with a lease term within one year, and government rent and rates related to the leases.

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

	As of September 30, 2024 (Unaudited)	As of December 31, 2023 (Audited)
Assets		
Long-term operating lease ROU assets, net (1)	\$ 44,082	\$ 114,551
Long-term finance lease ROU asset, net (2)	23,577	25,527
Total ROU assets	<u>\$ 67,659</u>	<u>\$ 140,078</u>
Liabilities		
Current portion of operating lease liabilities	\$ 44,082	\$ 94,726
Current portion of finance lease liabilities	4,012	3,426
Total current lease liabilities	<u>48,094</u>	<u>98,152</u>
Long-term operating lease liabilities	-	19,825
Long-term finance lease liabilities	12,139	13,638
Total long-term lease liabilities	<u>12,139</u>	<u>33,463</u>
Total lease liabilities	<u>\$ 60,233</u>	<u>\$ 131,615</u>

- (1) Operating lease ROU assets are measured at cost of \$351,829, net of accumulated amortization of \$307,747 and \$237,278 as of September 30, 2024, and December 31, 2023 respectively.
- (2) Finance lease ROU assets are measured at cost of \$28,898, net of accumulated amortization of \$5,321 and \$3,371 as of September 30, 2024 and December 31, 2023, respectively.

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

	Operating leases (Unaudited)	Finance leases (Unaudited)
Year ending December 31,		
2024 (remaining 3 months)	24,518	1,249
2025	20,036	4,995
2026	-	4,995
2027	-	4,995
2028	-	2,078
Total future minimum lease payments	<u>44,554</u>	<u>18,312</u>
Less: Imputed interest/present value discount	<u>(472)</u>	<u>(2,161)</u>
Present value of lease liabilities	<u>\$ 44,082</u>	<u>\$ 16,151</u>
Lease obligations		
Current lease obligations	\$ 44,082	\$ 4,012
Long-term lease obligations	-	12,139
Total lease obligations	<u>\$ 44,082</u>	<u>\$ 16,151</u>

For the three months ended September 30, 2024, total lease costs were \$28,871 including operating lease costs of \$28,598 and finance lease costs of \$273. For the three months ended September 30, 2023, total lease costs were \$28,283 including operating lease costs of \$27,965 and finance lease costs of \$318.

For the nine months ended September 30, 2024, total lease costs were \$86,295 including operating lease costs of \$85,478 and finance lease costs of \$817. For the nine months ended September 30, 2023, total lease costs were \$85,722 including operating lease costs of \$85,293 and finance lease costs of \$429.

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 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.

On June 12, 2023 (the “Expiration”), no warrants were exercised as the trading price of the Company’s Common Stock was at or below the exercise price of \$72 (post-split) per share or \$7.2 (pre-split) per share. At the Expiration, the closing price of the Company’s Common Stock was \$1.78 per share.

Since the Expiration, all warrants expired, no warrants are outstanding and exercisable.

NOTE 7 - RELATED PARTY TRANSACTIONS

Accounts receivable from a related party:	September 30, 2024	December 31, 2023
	(Unaudited)	(Audited)
Accounts receivable, net - related party		
- Related party B (net of allowance of \$379,542 as of December 31, 2023)	\$ -	\$ -
Due from related parties:	September 30, 2024	December 31, 2023
	(Unaudited)	(Audited)
Due from related parties		
- Related party B	\$ 176,901	\$ 25,932
- Related party D	758,792	723,889
- Related party G	1,068	1,032
- Related party I	-	7
Total	\$ 936,761	\$ 750,860

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

Due to related parties:	September 30, 2024	December 31, 2023
	(Unaudited)	(Audited)
Due to related parties		
- Related party A	\$ 25,439	\$ 30,238
- Related party B	17,785	19,906
- Related party E	-	844
- Related party J	-	336,636
- Related party K	21,177	1,650
Total	\$ 64,401	\$ 389,274

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

Deferred revenue from a related party:	September 30, 2024	December 31, 2023
	(Unaudited)	(Audited)
Deferred revenue from related party		
- Related party B	\$ -	\$ 157,500
Other investments in a related party:	September 30, 2024	December 31, 2023
	(Unaudited)	(Audited)
Investments in related party		
- Related party B	\$ 99,598	\$ 100,106

Income from or expenses to related parties:	For the nine months ended September 30,	
	2024	2023
	(Unaudited)	(Unaudited)
Service revenue from related parties		
- Related party A	\$ 5,748	\$ 3,327
- Related party B	291,679	937,823
- Related party D	26,150	28,384
- Related party E	1,356	255,463
- Related party G	22,629	7,407
- Related party K	8	122
Total	<u>\$ 347,570</u>	<u>\$ 1,232,526</u>
Cost of revenues to related parties		
- Related party A	\$ 4,586	\$ -
- Related party B	-	23,280
Total	<u>\$ 4,586</u>	<u>\$ 23,280</u>
General and administrative expenses to related parties		
- Related party A	\$ 40,293	\$ -
- Related party B	-	21,780
- Related party D	59,886	24,559
- Related party I	10,426	11,911
- Related party K	11,522	32,157
Total	<u>\$ 122,127</u>	<u>\$ 90,407</u>
Other income from related parties		
- Related party B	\$ 26,578	\$ 2,297
- Related party D	8,987	7,861
	<u>\$ 35,565</u>	<u>\$ 10,158</u>
Interest income from a related party		
- Related party B	<u>\$ 3,707</u>	<u>\$ -</u>
Gain on disposal of related party investments		
- Related party B	<u>\$ 324,917</u>	<u>-</u>
Reversal of impairment of other investment:		
- Related party B	<u>\$ -</u>	<u>\$ 6,882,000</u>

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 respective percentage ranging from 1% to 18% interests in those companies.

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

Related party D represents companies 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 and a shareholder of the Company.

Related party F represents a family member or members 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 December 31, 2023, the Company determined the amount due from related party H of \$60,000 was impaired and recorded an impairment of other receivable of \$60,000 for the year ended December 31, 2023. During 2018, the Company acquired approximately 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 a non-controlling interest in the Company's subsidiary that owns its real estate held for sale. The amount due to related party J is unsecured, bears no interest, is payable on demand, and related to the initial acquisition of the real estate held for sale. Related party J becomes no longer our related party since our acquisition of its shares in the subsidiary on April 15, 2024.

Related party K represents shareholders and directors of the Company. Due from related party K represents the amounts paid by the Company to third parties on behalf of our shareholders or directors. On the other hand, due to related party K represents the amounts paid by the shareholders or directors to third parties on behalf of the Company. The amounts due from or due to related party K 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 nine months ended September 30, 2024 (Unaudited)				
	Real estate business	Service business	Corporate	Total
Revenues	\$ 61,085	\$ 1,498,187	\$ -	\$ 1,559,272
Cost of revenues	(19,125)	(249,112)	-	(268,237)
Gain on disposal of investments	-	-	324,917	324,917
Depreciation and amortization	(16,878)	(168,033)	(105)	(185,016)
Net (loss) income	(442,973)	(1,174,536)	448,526	(1,168,983)
Total assets	996,671	4,781,231	958,188	6,736,090
Capital expenditures for long-lived assets	\$ -	\$ 5,095	\$ -	\$ 5,095

For the nine months ended September 30, 2023 (Unaudited)				
	Real estate business	Service business	Corporate	Total
Revenues	\$ 70,238	\$ 2,239,354	\$ -	\$ 2,309,592
Cost of revenues	(28,315)	(374,048)	-	(402,363)
Reversal of impairment of other investment	-	-	6,882,000	6,882,000
Reversal of write-off notes receivable	-	-	400,000	400,000
Depreciation and amortization	(23,758)	(152,285)	(351)	(176,394)
Net (loss) income	(44,550)	(371,709)	6,979,717	6,563,458
Total assets	1,704,170	5,675,545	6,976,401	14,356,116
Capital expenditures for long-lived assets	\$ -	\$ 33,240	\$ -	\$ 33,240

(b) By Geography*

For the nine months ended September 30, 2024 (Unaudited)				
	Hong Kong	Malaysia	China	Total
Revenues	\$ 984,354	\$ 395,865	\$ 179,053	\$ 1,559,272
Cost of revenues	(43,144)	(171,734)	(53,359)	(268,237)
Gain on disposal of investments	324,917	-	-	324,917
Depreciation and amortization	(76,133)	(30,560)	(78,323)	(185,016)
Net loss	(728,977)	(402,390)	(37,616)	(1,168,983)
Total assets	2,811,542	1,458,644	2,465,904	6,736,090
Capital expenditures for long-lived assets	\$ -	\$ 4,400	\$ 695	\$ 5,095

For the nine months ended September 30, 2023 (Unaudited)

	<u>Hong Kong</u>	<u>Malaysia</u>	<u>China</u>	<u>Total</u>
Revenues	\$ 1,810,445	\$ 236,847	\$ 262,300	\$ 2,309,592
Cost of revenues	(228,919)	(130,948)	(42,496)	(402,363)
Reversal of impairment of other investment	6,882,000	-	-	6,882,000
Reversal of write-off notes receivable	400,000	-	-	400,000
Depreciation and amortization	(72,287)	(23,940)	(80,167)	(176,394)
Net income (loss)	6,931,606	(383,491)	15,343	6,563,458
Total assets	10,120,222	1,654,668	2,581,226	14,356,116
Capital expenditures for long-lived assets	<u>\$ 1,511</u>	<u>\$ 30,217</u>	<u>\$ 1,512</u>	<u>\$ 33,240</u>

* Financial information by geography is attributed to the countries 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, 2023 filed with the Securities and Exchange Commission on March 28, 2024 (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, China and Malaysia. Greenpro provides a range of services as a package solution (the “Package Solution”) to our clients, and we believe that our clients can reduce their business costs and improve their revenues.

In addition to our business solution services, we also operate a venture capital business through Greenpro Venture Capital Limited, an Anguilla corporation. One of our venture capital business segments 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 the investment opportunities in selected start-up and high growth companies, which may generate significant returns to the Company. Our venture capital business focuses on companies located in East and Southeast Asia, including Hong Kong, China, Malaysia, Thailand, and Singapore. Another venture capital business segment focuses on rental activities of commercial properties and the sale of investment properties.

Results of Operations

During the three and nine months ended September 30, 2024, and 2023, we operated in three regions: Hong Kong, China and Malaysia. We derived revenue from the provision of services and the rental activities of our commercial properties.

Comparison of the three months ended September 30, 2024 and 2023

Total revenue

Total revenue was \$539,699 and \$1,070,972 for the three months ended September 30, 2024, and 2023, respectively. The decreased amount of \$531,273 was primarily due to a decrease in business services revenue. We expect revenue from both business services and real estate business segments to steadily improve in the following years.

Business services revenue

Revenue from the provision of business services was \$521,765 and \$1,043,360 for the three months ended September 30, 2024, and 2023, 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 decrease in business services revenue as fewer listing service obligations were completed during the three months ended September 30, 2024 as compared to the three months ended September 30, 2023.

Real estate business

Rental revenue

Revenue from rentals was \$17,934 and \$27,612 for the three months ended September 30, 2024, and 2023, respectively. It was derived principally from leasing properties in Hong Kong and Malaysia. The decrease of \$9,678 in rental revenue was mainly due to the distribution of 40% of the real estate properties of our subsidiary, Forward Win International Limited (“FWIL”) its noncontrolling interest (the “NCI”) in consideration of our acquisition of the remaining 40% shares of FWIL and settlement of a loan from the NCI in April 2024. As a result, fewer property units were available for lease and lower rental revenue was generated.

Sale of real estate properties

There was no revenue generated from the sale of real estate properties for the three months ended September 30, 2024, and 2023, respectively.

Total operating costs and expenses

Total operating costs and expenses were \$1,012,972 and \$1,207,517 for the three months ended September 30, 2024, and 2023, respectively. They consist of cost of business services revenue, cost of rental revenue, and general and administrative expenses.

Loss from operations for the three months ended September 30, 2024, and 2023 was \$473,273 and \$136,545, respectively. An increase in loss from operations was due to a decrease of revenue of \$531,273, offset by a decrease of operating costs and expenses of \$194,545 for the three months ended September 30, 2024.

Cost of business services revenue

Cost of revenue from the provision of services was \$138,404 and \$219,865 for the three months ended September 30, 2024, and 2023, respectively. It primarily consists of employee compensation and related payroll benefits, company formation costs, and other professional fees directly attributable to costs related to the services rendered.

The decrease in cost of business services revenue was mainly due to a decrease of other professional fees directly attributable to the provision of services for the three months ended September 30, 2024.

Cost of rental revenue

Cost of rental revenue was \$6,235 and \$9,629 for the three months ended September 30, 2024, and 2023, 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 by individual tenants directly. The decrease of cost of rental revenue was mainly due to 40% of FWIL's real estate properties being distributed to its NCI in April 2024. As a result, fewer property units were available for lease and lower costs were incurred.

Cost of real estate properties sold

During the three months ended September 30, 2024 and 2023, no real estate property was sold, and hence no cost was incurred.

General and administrative expenses

General and administrative ("G&A") expenses were \$868,333 and \$978,023 for the three months ended September 30, 2024, and 2023, respectively. For the three months ended September 30, 2024, G&A expenses primarily consisted of employees' salaries and allowances of \$352,213, directors' salaries and compensation of \$167,032, advertising and promotion expenses of \$75,133, consulting fees of \$4,166, computer and IT expenses of \$49,949, legal service fees of \$33,760, other professional fees of \$59,704 and rent and rates of \$28,598. For the three months ended September 30, 2023, G&A expenses consisted primarily of employees' salaries and allowances of \$319,523, directors' salaries and compensation of \$163,427, advertising and promotion expenses of \$45,104, computer and IT expenses of \$101,624, consulting fees of \$49,138, legal services fees of \$48,936, other professional fees of \$60,563 and rent and rates of \$27,965. The decreased G&A expense of \$109,690 was mainly derived from the decrease of consulting fees from \$49,138 to \$4,166 and computer and IT expenses from \$101,624 to \$49,949 during the same period from 2023 to 2024. We expect our G&A expenses will continue to increase as we are developing our cryptocurrency exchange businesses through our wholly owned subsidiary, Green-X Corp. and digital banking businesses through our newly acquired subsidiary, Global Business Hub Limited in Labuan.

Other income

Net other income was \$142,953 and \$18,488 for the three months ended September 30, 2024 and 2023, respectively. For the three months ended September 30, 2024, net other income mainly consisted of other income from gain on disposal of investment of \$127,617 and interest income of \$3,979. For the three months ended September 30, 2023, net other income consisted of interest income of \$8,853 and other gains of \$9,635.

Net loss

Net loss was \$330,320 and \$120,994 for the three months ended September 30, 2024 and 2023, respectively. The increase in net loss was mainly due to a decrease in business services revenue for the three months ended September 30, 2024.

Net loss attributable to non-controlling interest

The Company recorded net loss attributable to noncontrolling interest in the consolidated statements of operations for a non-controlling interest (the "NCI") of a consolidated subsidiary, Forward Win International Limited ("FWIL"), which is principally engaged in trading and leasing of properties in Hong Kong.

The Company had been a 60% shareholder of FWIL since inception.

On April 15, 2024, the Company acquired the remaining 40% shares of FWIL from the NCI by distribution of 40% of FWIL's real estate properties for consideration of its acquisition and settlement of loan from the NCI (the "Acquisition").

After the Acquisition, FWIL becomes the wholly owned subsidiary of the Company and hence no profit or loss was attributed to the NCI during the three months ended September 30, 2024. We recorded a net loss attributable to the NCI of \$3,865 for the three months ended September 30, 2023.

Comparison of the nine months ended September 30, 2024, and 2023

Total revenue

Total revenue was \$1,559,272 and \$2,309,592 for the nine months ended September 30, 2024, and 2023, respectively. The decrease of \$750,320 was primarily due to a decrease in business services revenue. We expect revenue from both business services and real estate business segments to slightly decline in the following months as some tenancies are due to expire and some may not renew or may be renewed at lower rental rates because of the downturn in the rental market in Hong Kong.

Business services revenue

Revenue from the provision of business services was \$1,498,187 and \$2,239,354 for the nine months ended September 30, 2024, and 2023, respectively. It was derived principally from business consulting and advisory services as well as company secretarial, accounting, and financial analysis services. We experienced a decrease in business services revenue as fewer listing advisory services were rendered during the same period in 2024.

Real estate business

Rental revenue

Revenue from rentals was \$61,085 and \$70,238 for the nine months ended September 30, 2024, and 2023, respectively. It was derived principally from leasing properties in Hong Kong and Malaysia. The decrease of \$9,153 in rental revenue was mainly due to the distribution of 40% of the real estate properties of our subsidiary, FWIL to its NCI in consideration of our acquisition of the remaining 40% shares of FWIL and settlement of a loan from the NCI in April 2024. As a result, fewer property units were available for lease and lower rental revenue was generated.

Sale of real estate properties

There was no revenue generated from the sale of real estate properties for the nine months ended September 30, 2024 and 2023, respectively.

Total operating costs and expenses

Total operating costs and expenses were \$3,107,878 and \$3,089,209 for the nine months ended September 30, 2024, and 2023, respectively. They consist of cost of business services revenue, cost of rental revenue and G&A expenses. The Company incurred \$2,839,641 and \$2,686,846 of G&A expenses for the nine months ended September 30, 2024, and 2023, respectively.

Loss from operations for the nine months ended September 30, 2024, and 2023 was \$1,548,606 and \$779,617, respectively. The increase in loss from operations was mainly due to a decrease of business services revenue of \$741,167 and an increase of G&A expenses of \$152,795 for the nine months ended September 30, 2024.

Cost of business services revenue

Cost of revenue from the provision of services was \$249,112 and \$374,048 for the nine months ended September 30, 2024, and 2023, respectively. It primarily consists of employee compensation and related payroll benefits, company formation costs, and other professional fees directly attributable to costs related to the services rendered.

The decrease in cost of business services revenue was mainly due to a decrease of other professional fees directly attributable to the provision of services for the nine months ended September 30, 2024.

Cost of rental revenue

Cost of rental revenue was \$19,125 and \$28,315 for the nine months ended September 30, 2024, and 2023, 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. The decrease of cost of rental revenue was mainly due to 40% of FWIL's real estate properties being distributed to its NCI in April 2024. As a result, fewer property units were available for leasing and lower costs were incurred.

Cost of real estate properties sold

During the nine months ended September 30, 2024 and 2023, no real estate property was sold, and hence no cost was incurred.

General and administrative expenses

G&A expenses were \$2,839,641 and \$2,686,846 for the nine months ended September 30, 2024, and 2023, respectively. For the nine months ended September 30, 2024, G&A expenses consisted primarily of employees' salaries and allowances of \$1,042,998, directors' salaries and compensation of \$503,611, advertising and promotion expenses of \$194,054, consulting fees of \$118,839, computer and IT expenses of \$136,706, legal service fees of \$119,176, other professional fees of \$103,841, provision for credit losses of \$90,243 and rent and rates of \$85,478.

For the nine months ended September 30, 2023, G&A expenses consisted primarily of employees' salaries and allowances of \$1,009,398, directors' salaries and compensation of \$489,589, advertising and promotion expenses of \$149,404, computer and IT expenses of \$140,167, consulting fees of \$122,349, legal services fees of \$161,303, other professional fees of \$123,595 and rent and rates of \$85,293. The increased G&A expense of \$152,795 was mainly derived from the increase of advertising and promotion expenses from \$149,404 to \$194,054 and the increase of provision for credit losses of \$91,328 during the same period from 2023 to 2024. We expect our G&A expenses will continue to increase as we are developing our cryptocurrency exchange businesses through our wholly owned subsidiary, Green-X Corp. and digital banking businesses through our newly acquired subsidiary, Global Business Hub Limited in Labuan.

Other income

Net other income was \$381,029 and \$7,349,638 for the nine months ended September 30, 2024 and 2023, respectively. For the nine months ended September 30, 2024, net other income mainly consisted of other income from gain on disposal of investments of \$324,917 and interest income of \$16,828. For the nine months ended September 30, 2023, net other income mainly consisted of other income from reversal of impairment of other investment of \$6,882,000, reversal of write-off notes receivable of \$400,000 and interest income of \$30,859.

Net income or loss

Net loss was \$1,168,983 for the nine months ended September 30, 2024, while net income was \$6,563,458 for the nine months ended September 30, 2023. In 2023, net income was mainly derived from reversal of impairment of other investment of \$6,882,000 and reversal of write-off notes receivable of \$400,000, but no such reversals occurred during the same period in 2024.

Net loss attributable to non-controlling interest

The Company recorded net loss attributable to noncontrolling interest in the consolidated statements of operations for a non-controlling interest (the “NCI”) of a consolidated subsidiary, FWIL, which is principally engaged in trading and leasing of properties in Hong Kong.

The Company had been a 60% shareholder of FWIL since inception.

On April 15, 2024, the Company acquired the remaining 40% shares of FWIL from the NCI by distribution of 40% of FWIL’s real estate properties for consideration of its acquisition and settlement of loan from the NCI (the “Acquisition”).

After the Acquisition, FWIL becomes the wholly owned subsidiary of the Company and no profit or loss attributable to the NCI.

For the nine months ended September 30, 2024 and 2023, we recorded net loss attributable to the NCI of \$10,543 and \$17,820, respectively. The amount represents the share of net loss attributable to the NCI prior to the Acquisition.

There were no seasonal aspects that had a material effect on the financial condition or the 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 nine months ended September 30, 2024 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 September 30, 2024.

Contractual Obligations

As of September 30, 2024, 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.

On September 30, 2024, the future minimum rental payments under this lease in the aggregate are approximately \$44,554 and are due as follows: 2024: \$24,518 and 2025: \$20,036, respectively.

In June 2023, one of our subsidiaries in Malaysia purchased a motor vehicle and the majority amount of the purchase, \$18,957 was funded by Maybank Islamic under a finance lease agreement with a term of five years commencing from June 3, 2023 to June 2, 2028. As of September 30, 2024, the future minimum lease payments under this lease in the aggregate are approximately \$18,312 and are due as follows: 2024: \$1,249; 2025: \$4,995, and 2026 and thereafter: \$12,068.

Related Party Transactions

For the nine months ended September 30, 2024, and 2023, related party service revenue totaled \$347,570 and \$1,232,526, respectively.

For the nine months ended September 30, 2024, related party service revenue principally includes service revenue generated from Celmonze Wellness Corporation (“Celmonze”) of \$149,030 and REBLOOD Biotech Corp. (“REBLOOD”) of \$63,632, representing approximately 61% of related party service revenue and 14% of service revenue for the nine months ended September 30, 2024, respectively.

For the nine months ended September 30, 2023, related party service revenue principally includes service revenue generated from Angkasa-X Holdings Corp. (“Angkasa-X”) of \$353,601, catTHIS Holdings Corp. (“catTHIS”) of \$324,643, Leader Capital Holdings Corp. (“Leader”) of \$255,080 and Simson Wellness Tech. Corp. (“Simson”) of \$189,125, in aggregate representing approximately 91% of related party service revenue and 50% of service revenue for the nine months ended September 30, 2023, respectively.

For the nine months ended September 30, 2024 and 2023, cost of service revenue to related party was \$4,586 and \$23,280, respectively.

For the nine months ended September 30, 2024, related party cost of service revenue includes cost of revenue paid to Falcon Management Limited (“FML”) of \$2,555 and Falcon Consulting Limited (“FCL”) of \$2,031, respectively. FML is wholly owned by our Chief Financial Officer, Loke Che Chan Gilbert (“Mr. Loke”) and FCL is wholly owned by Mr. Loke’s spouse.

For the nine months ended September 30, 2023, related party cost of service revenue includes cost of revenue paid to SEATech Ventures Corp. (“SEATech”) of \$23,280.

For the nine months ended September 30, 2024 and 2023, related party G&A expenses totaled \$122,127 and \$90,407, respectively.

For the nine months ended September 30, 2024, related party G&A expenses included consulting fees paid to Ms. Yap Pei Ling (“Ms. Yap”), spouse of our Chief Executive Officer, Lee Chong Kuang (“Mr. Lee”) of \$11,522, Ms. Yap’s wholly owned company, Bright Interlink Sdn. Bhd. (“BISB”) of \$10,426 and Mr. Loke’s company, FCL of \$40,293, and management fees paid to Greenpro Global Capital Village Sdn. Bhd. (“GGCVSB”), a Malaysian company jointly owned by Mr. Lee and Mr. Loke of \$59,886.

For the nine months ended September 30, 2023, related party G&A expenses include computer and IT expenses of \$21,780 paid to First Bullion Holdings Inc. (“FBHI”), management fees paid to GGCVSB of \$24,559 and consulting fees paid to Ms. Yap of \$32,157 and BISB of \$11,911.

For the nine months ended September 30, 2024 and 2023, related party other income was \$35,565 and \$10,158, respectively.

For the nine months ended September 30, 2024, related party other income includes other income generated from Acorn Finance Limited (“Acorn”) of \$8,987, Greenpro Trust Limited (“GTL”) of \$26,524, and SEATech Ventures Corp. (“SEATech”) of \$54.

For the nine months ended September 30, 2023, related party other income includes other income generated from Acorn of \$7,861 and GTL of \$2,297.

For the nine months ended September 30, 2024 and 2023, related party interest income was \$3,707 and \$0, respectively.

For the nine months ended September 30, 2024, related party interest income includes interest income generated from GTL of \$720 and GTL’s subsidiary, Greenpro Custodian Service Limited of \$2,987.

For the nine months ended September 30, 2024 and 2023, gain on disposal of related party investments was \$324,917 and \$0, respectively.

Gain on disposal of related party investments includes sale of common stock of Agape ATP Corporation (“Agape”) of \$307,597 and MU Global Holding Limited (“MUGH”) of \$17,320 for the nine months ended September 30, 2024.

A reversal of impairment of related party investment, Innovest Energy Fund of \$0 and \$6,882,000 for the nine months ended September 30, 2024 and 2023, respectively.

Amounts due from related parties were \$936,761 and \$750,860 as of September 30, 2024, and December 31, 2023, respectively. Amounts due to related parties were \$64,401 and \$389,274 as of September 30, 2024, and December 31, 2023, respectively.

As of September 30, 2024, amounts due from related parties mainly include amounts due from GGCVSB of \$758,484, FBHI of \$90,000 and GTL of \$86,901, while amounts due to related parties mainly include Mr. Loke's wholly owned company, Falcon Certified Public Accountants Limited ("FCPA") of \$24,743 and Mr. Lee of \$20,677, respectively.

As of December 31, 2023, amounts due from related parties mainly include amount due from GGCVSB of \$723,889, while amounts due to related parties mainly include amount due to noncontrolling interest of our subsidiary, Forward Win International Limited of \$336,636.

Deferred revenue from related parties was \$157,500 as of December 31, 2023.

As of December 31, 2023, deferred revenue from related parties includes ATA Global Inc. ("ATA") of \$15,800, REBLOOD of \$60,000 and Celmonze of \$81,700.

As of September 30, 2024 and December 31, 2023, other investments in related parties were \$99,598 and \$100,106, respectively.

As of September 30, 2024 and December 31, 2023, related party investments mainly include New Business Media Sdn. Bhd. ("NBMSB") of \$82,000 and GTL of \$11,981.

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

On September 30, 2024, our cash balance was \$1,027,513, as compared to \$2,223,197 on December 31, 2023, a decrease of \$1,195,684. We estimate we still have sufficient cash available to meet our 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 nine months ended September 30, 2024, Company incurred a net loss of \$1,168,983 and net cash used in operations of \$1,191,874, and as of September 30, 2024, the Company incurred an accumulated deficit of \$37,707,535. 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, 2023 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 \$1,191,874 and \$1,293,574 for the nine months ended September 30, 2024, and 2023, respectively. The net cash used in operating activities in 2024 primarily consisted of an increase in net accounts receivable of \$25,282, a decrease in accounts payable and accrued liabilities of \$148,330 and net loss of \$1,168,983, offset by a decrease in prepaids and other current assets of \$190,523. For the nine months ended September 30, 2024, non-cash adjustments totaled \$49,658. Noncash income, net was comprised of non-cash income from gain on disposal of investments of \$324,917, offset by non-cash expenses from provision for credit losses of \$90,243 and depreciation and amortization of \$185,016.

The net cash used in operating activities in 2023 primarily consisted of an increase in net accounts receivable of \$235,409, a decrease in accounts payable and accrued liabilities of \$133,386 and a decrease in deferred revenue of \$493,333, a reversal of impairment of other investment of \$6,882,000 and a reversal of write-off notes receivable of \$400,000, offset by net income of \$6,563,458. For the nine months ended September 30, 2023, non-cash adjustments totaled \$7,106,692, which was mostly composed of non-cash income from reversal of impairment of other investment of \$6,882,000 and reversal of write-off notes receivable of \$400,000, respectively.

Investing activities

Net cash provided by investing activities was \$333,265 for the nine months ended September 30, 2024, while net cash used in investing activities was \$14,710 for the nine months ended September 30, 2023.

Cash provided by investing activities was composed of the proceeds from disposal of other investments of \$322,820 and proceeds from real estate held for sale of \$15,632, offset by purchase of equipment of \$5,095 and purchase of other investment of \$92.

Financing activities

Net cash used in financing activities for the nine months ended September 30, 2024, and 2023 was \$183,533 and \$66,763, respectively.

Cash used in financing activities in 2024 was mainly due to advances to related parties of \$180,994.

Cybersecurity

Risk management and strategy

We recognize the critical importance of developing, implementing, and maintaining robust cybersecurity measures to safeguard our information systems and protect the confidentiality, integrity, and availability of our data.

Managing Material Risks & Integrated Overall Risk Management

We have strategically integrated cybersecurity risk management into our broader risk management framework to promote a company-wide culture of cybersecurity risk management. This integration ensures that cybersecurity considerations are an integral part of our decision-making processes at every level. Our management team continuously evaluates and addresses cybersecurity risks in alignment with our business objectives and operational needs.

Oversee third-party risk

Because we are aware of the risks associated with third-party service providers, we have implemented stringent processes to oversee and manage these risks. We conduct thorough security assessments of all third-party providers before engagement and maintain ongoing monitoring to ensure compliance with our cybersecurity standards. The monitoring includes annual assessments of the SOC reports of our providers and implementing complementary controls. This approach is designed to mitigate risks related to data breaches or other security incidents originating from third-parties.

Risks from cybersecurity threats

We have not encountered cybersecurity challenges that have materially impaired our operations or financial standing.

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 September 30, 2024 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 and nine months ended September 30, 2024, 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 filed a Request for Arbitration with JAMS dispute resolution services, in response to which the Company filed a Statement of Answer, denying the material allegations of the Complaint, which the Company deems to be without merit. The matter is still in the discovery phase, which has been delayed, largely in part due to the unavailability, to date, of MFAI’s corporate representative for his deposition. The parties intend to complete party depositions, however, by the end of February 2025. The Company intends to continue vigorously defending this matter, and the arbitration final hearing has been scheduled for June 10-13, 2025.

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: November 13, 2024

By: /s/ Lee Chong Kuang

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

Date: November 13, 2024

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 September 30, 2024;
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: November 13, 2024

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 September 30, 2024;
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: November 13, 2024

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 September 30, 2024, 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: November 13, 2024

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 September 30, 2024, 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: November 13, 2024

By: /s/ *Loke Che Chan, Gilbert*

Title: Chief Financial Officer

(Principal Financial and Accounting Officer)
