

CHEN-DRAKE LAW
8491 Sunset Blvd., Suite 368
W. Hollywood, CA 90069
(310) 358-0104 (t); 888-896-7763 (f)

September 24, 2021

VIA E-MAIL

Division of Corporation Finance
Office of Trade & Services
United States Securities and Exchange Commission
Washington, D.C. 20549

Attention: Charlier Guidry, Staff Attorney
Dietrich King, Staff Attorney

Re: **DH Enchantment, Inc. (f/k/a Energy Management International Inc.)
Registration Statement on Form 10
Filed on August 4, 2021
File No. 000-56322**

Gentlemen:

On behalf of DH Enchantment, Inc. (f/k/a Energy Management International Inc. (the “*Company*” or “*ENMI*”), we are hereby responding to the comment letter dated August 26, 2021 (the “*Staff Letter*”), from the staff of the Securities and Exchange Commission (the “*Staff*”). For ease of review, we have set forth each of the Staff’s comments in accordance with the numbering presented in the Staff Letter to the Company, and the Company’s responses thereto.

Form 10 General Form of Registration of Securities

Business, page 1

1. Please disclose prominently that you are not a Chinese operating company but a Nevada holding company with operations conducted by your subsidiaries based in China and that this structure involves unique risks to investors. Please disclose that investors may never directly hold equity interests in the Chinese operating company. Your disclosure should acknowledge that Chinese regulatory authorities could disallow this structure, which would likely result in a material change in you operations and/or value of your securities, including that it could cause the value of such securities to significantly decline or become worthless. Provide a cross-reference to your detailed discussion of risks facing the company and the offering as a result of this structure.

Response: We have amended the section entitled “Overview” of *Item 1: Business* to incorporate the foregoing disclosure. Please see the draft of the Amendment No. 1 to Form 10 included herewith.

2. In this section, provide prominent disclosure about the legal and operational risks associated with being based in or having the majority of the company’s operations in Hong Kong. Your disclosure should make clear whether these risks could result in a material change in your operations and/or the value of your common stock or could significantly limit or completely hinder your ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or be worthless. Your disclosure should address how recent statements and regulatory actions by China’s government has or may impact the company’s ability to conduct its business, accept foreign investments or list on an U.S. or other foreign exchange.

Response: We have amended the section entitled “Overview” of *Item 1: Business* to incorporate the foregoing disclosure. Please see the draft of the Amendment No. 1 to Form 10 included herewith.

3. Please disclose the risks that your corporate structure and being based in or having the majority of the company's operations in Hong Kong poses to investors. In particular, describe the significant regulatory, liquidity and enforcement risks with cross-references to the more detailed discussion of these risks in the prospectus. For example, specifically discuss risks arising from the legal system in China, including risks and uncertainties regarding the enforcement of laws and that rules and regulations in China can change quickly with little advance notice; and the risk that the Chinese government may intervene or influence your operations at any time, or may exert more control over offerings conducted overseas and/or foreign investment in China-based issuers, which could result in a material change in your operations and/or the value of your securities. Acknowledge any risks that any actions by the Chinese government to exert more oversight and control over offerings that are conducted overseas and/or foreign investment in China-based issuers could significantly limit or completely hinder your ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or be worthless.

Response: We have amended the section entitled "Overview" of *Item 1: Business* to incorporate the foregoing disclosure. Please see the draft of the Amendment No. 1 to Form 10 included herewith.

4. Please disclose each permission that you or your subsidiaries are required to obtain from Chinese authorities to operate and issue these securities to foreign investors. State whether you or your subsidiaries are covered by permissions requirements from the CSRC, CAC or any other entity, and state affirmatively whether you have received all requisite permissions and whether any permissions have been denied.

Response: We are not required to obtain permission from the Chinese authorities to operate or to issue securities to foreign investors. We have included an affirmative statement to that effect in the section entitled "Overview" of *Item 1: Business*. Please see the draft of the Amendment No. 1 to Form 10 included herewith.

5. Please provide a clear description of how cash is transferred through your organization. Quantify any cash flows and transfers of other assets by type that have occurred between the holding company and its subsidiaries, and direction of transfer. Quantify any dividends or distributions that a subsidiary has made to the holding company and which entity made such transfer, and their tax consequences. Similarly quantify dividends or distributions made to U.S. investors, the source and their tax consequences. Describe any restrictions on foreign exchange and your ability to transfer cash between entities, across borders, and to U.S. investors. Describe any restrictions and limitations on your ability to distribute earnings from your business, including subsidiaries, to the parent company and U.S. investors.

Response: As at June 30, 2021, all cash is safeguarded and maintained in the subsidiary operating in Hong Kong. There are no bank accounts in EMNI or BVI subsidiary. There are no dividends or distributions that a subsidiary has made to the holding company. There are no dividends or distributions made to U.S. investors. There are no restrictions on foreign exchange and the Company has ability to transfer cash between entities, across borders and to U.S. investors. There are no restrictions and limitations on the Company's ability to distribute earnings from its business, including subsidiaries, to the parent company and U.S. investors.

Charlie Guidry
Dietrich King
Division of Corporation Finance
Office of Trade & Services
September 3, 2021
Page 3

Our Business, page 3

6. Please clarify whether you developed and produce the INDICAID COVID-19 Rapid Antigen Test or whether you solely act as a distributor of the test. If you developed and produce the test, please enhance your disclosure to discuss those processes throughout this filing.

Response: We solely distribute the test which is provided by third parties. We have amended our disclosure to clarify this point. Please see the draft of the Amendment No. 1 to Form 10 included herewith.

If we become directly subject to the recent scrutiny, criticism and negative publicity involving U.S.-listed Chinese companies... page 7

7. Please expand this risk factor to disclose the risks that your corporate structure and being based in or having the majority of the company's operations in China poses to investors.

Response: We have expanded our discussion by adding a new section entitled "Risk Factors – Risk Factors Relating to Doing Business in Hong Kong." Please see the draft of the Amendment No. 1 to Form 10 included herewith.

Risk Factors, page 7

8. In light of the recent events indicating greater oversight by the Cyberspace Administration of China over data security, particularly for companies seeking to list on a foreign exchange, please revise your disclosure to explain how this oversight impacts your business and your offering and to what extent you believe that you are compliant with the regulations or policies that have been issued by the CAC to date.

Response: This oversight has no impact to the Company's business and the offering. ENMI and subsidiaries are not compliant with the regulations or policies that have been issued by the CAC to date.

General

9. From a review of the Nevada Secretary of State's website, it does not appear that you currently have an active charter. Please clarify the status of your charter and revise your risk factor disclosure as necessary.

Response: The Company's charter is now active.

10. Please update the filing to include the required interim financials. See Rule 8-03 of Regulation S-X.

Response: We have amended the Form 10 to include the interim financials. Please see the draft of the Amendment No. 1 to Form 10 included herewith.

We hope the foregoing answers are responsive to your comments. Please do not hesitate to contact me by telephone at (310) 358-0104, or by fax at (888) 896-7763 with any questions or comments regarding this correspondence.

Very truly yours,

/s/ Jenny Chen-Drake
Jenny Chen-Drake
of CHEN-DRAKE LAW

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

Amendment No. 1 to
FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES
Pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934

~~ENERGY MANAGEMENT INTERNATIONAL~~DH ENCHANTMENT, INC.
(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

20-1415044
(I.R.S. Employer
Identification No.)

Unit A, 13/F, Gee Luen Factory Building
316-318 Kwun Tong Road
Kowloon, Hong Kong
(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **+852 2621 3288**

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

(Title of Class)	(Name of exchange on which registered)
n/a	n/a

Securities registered pursuant to section 12(g) of the Act:

(Title of Class)
Common Stock, par value \$0.001 per share

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

Large accelerated filer ☐
Non-accelerated filer ☐
Emerging Growth Company ☐

Accelerated filer ☐
Smaller reporting company ☒

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

FORM 10
ENERGY MANAGEMENT INTERNATIONAL, INC.
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SPECIAL CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

Certain matters discussed in this registration statement may constitute forward-looking statements for purposes of the Securities Act of 1933, as amended (the “**Securities Act**”) and the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from the future results, performance or achievements expressed or implied by such forward-looking statements. The words “anticipate,” “believe,” “estimate,” “may,” “expect” and similar expressions are generally intended to identify forward-looking statements. Our actual results may differ materially from the results anticipated in these forward-looking statements due to a variety of factors, including, without limitation, those discussed under the captions “Risk Factors,” and elsewhere in this registration statement. All written or oral forward-looking statements attributable to us are expressly qualified in their entirety by these cautionary statements. Such forward-looking statements include, but are not limited to, statements about our:

- expectations for increases or decreases in expenses;
- expectations for incurring capital expenditures to expand our products and services or our geographical reach;
- expectations for generating revenue or becoming profitable on a sustained basis;
- expectations or ability to enter into marketing and other partnership agreements;
- our ability to compete against other companies;
- our ability to attract and retain key personnel;
- estimates of the sufficiency of our existing cash and cash equivalents to finance our operating requirements;
- the volatility of our stock price;
- expected losses; and
- expectations for future capital requirements.

- ~~• expectations for incurring capital expenditures to expand our products and services or our geographical reach;~~
- ~~expectations for generating revenue or becoming profitable on a sustained basis;~~
- ~~• expectations or ability to enter into marketing and other partnership agreements;~~
- ~~• our ability to compete against other companies;~~
- ~~• our ability to attract and retain key personnel;~~
- ~~•~~
- ~~• the volatility of our stock price;~~
- ~~• expected losses; and~~
- ~~• expectations for future capital requirements.~~

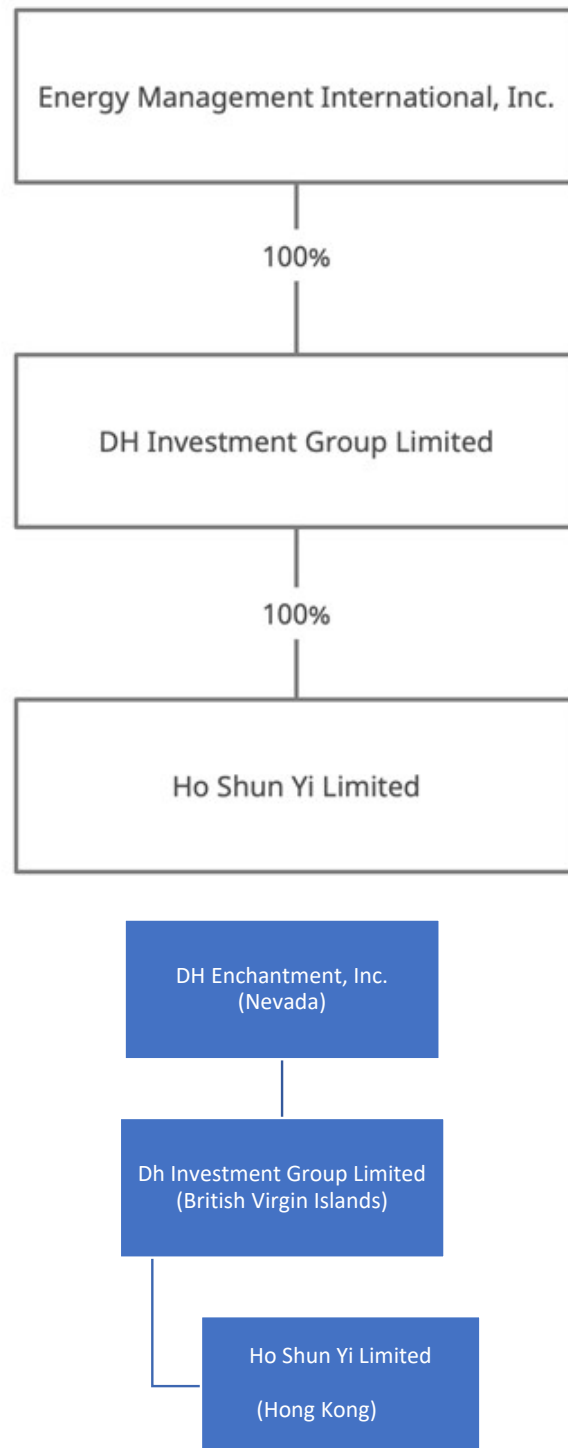
The forward-looking statements contained in this registration statement reflect our views and assumptions as of the effective date of this registration statement. Except as required by law, we assume no responsibility for updating any forward-looking statements. We qualify all of our forward-looking statements by these cautionary statements.

References in this registration statement to the “Company,” “ENMI,” “we,” “us” and “our” refer to ~~Energy Management International~~ DH Enchantment, Inc., a Nevada company.

Item 1: Business

OVERVIEW

DH Enchantment, Inc. (f/k/a Energy Management International Inc.) is a holding company that, through its subsidiaries, ~~We~~ ~~are~~ ~~is~~ engaged primarily in the sale and distribution of COVID-19 rapid antigen tester sets produced by third parties. We operate our business through ~~through~~ our wholly owned subsidiary Ho Shun Yi Limited (“HSY”). We commenced operations in Hong Kong in October 2020 and sell our products primarily in Hong Kong. We are not required to obtain permission from the Chinese authorities to operate or to issue securities to foreign investors. HSY was organized as a private limited liability company on July 9, 2018, in Hong Kong and is a wholly owned subsidiary of DH Investment Group Limited (“DHIG”). We acquired DHIG on July 26, 2021. Our corporate organization chart is below.



-We are not a Chinese operating company but a Nevada holding company with operations conducted through our wholly owned subsidiaries based in Hong Kong. This structure presents unique risks as our investors may never directly hold equity interests in our Hong Kong subsidiaries and will be dependent upon contributions from our subsidiaries to finance our cash flow needs. Further, in light of the recent statements and regulatory actions by the PRC government, such as those related to Hong Kong's national security, the promulgation of regulations prohibiting foreign ownership of Chinese companies operating in certain industries, which

are constantly evolving, and anti-monopoly concerns, we may be subject to the risks of uncertainty of any future actions of the PRC government in this regard, which may result in a material change in our operations, including our ability to continue our existing holding company structure, carry on our current business, accept foreign investments, and offer or continue to offer securities to our investors, and the resulting adverse change in value to our common stock. We may also be subject to penalties and sanctions imposed by the PRC regulatory agencies, including the Chinese Securities Regulatory Commission, if we fail to comply with such rules and regulations, which could adversely affect the ability of the Company's securities to continue to trade on the Over-the-Counter Bulletin Board, which may cause the value of our securities to significantly decline or become worthless. For a detailed description of the risks facing the Company and the offering associated with our operations in Hong Kong, please refer to "Risk Factors – Risk Factors Relating to Doing Business in Hong Kong."

We reported a net income of \$8,700 and \$0 for the years ended March 31, 2021 and 2020, respectively. We had current assets of \$74,360 and current liabilities of \$65,670 as of March 31, 2021. As of March 31, 2020, our current assets and current liabilities were \$0. We have prepared our financial statements for the years ended March 31, 2021 and 2020 assuming that we will continue as a going concern. Our continuation as a going concern is dependent upon improving our profitability and the continuing financial support from our stockholders. Our sources of capital in the past have included the sale of equity securities, which include common stock sold in private transactions and short-term and long-term debts.

We are organized under the laws of the State of Nevada as a holding company that conducts its business through a number of subsidiaries organized under the laws of foreign jurisdictions such as Hong Kong and the British Virgin Islands. This may have an adverse impact on the ability of U.S. investors to enforce a judgment obtained in U.S. Courts against these entities, or to effect service of process on the officers and directors managing the foreign subsidiaries.

History

We were incorporated in the state of Nevada on July 9, 2004, under the name Amerivestors,, Inc.. On March 3, 2009, we changed our name to Gust Engineering & Speed Production, Inc. and on October 27, 2009, we changed our name to Energy Management International, Inc. On August 11, 2012, we changed our name to DH Enchantment, Inc., our current name.

Since inception to 2018, the Company posted periodic reports on the OTCMarkets website under the alternative reporting standard with the 12/31/2010 Quarterly Report being the last report. Thereafter, the Company ceased reporting and failed to file its Annual list due July 31, 2019 with the Nevada Secretary of State. This resulted in the revocation of the Company's corporate charter.

In November, 2020, Barbara McIntyre Bauman in her capacity as a stockholder of the Company applied for custodianship of the Company with the District Court sitting in Clark County, Nevada (the "Court") to revive the Company. Ms. Bauman was ultimately appointed by the Court to serve as custodian of the Company on January 11, 2021. Ms. Bauman served as the custodian until April 19, 2021, when Ms. Bauman's motion to terminate custodianship of the Company was granted by the Court. A copy of the court records relating to the application and termination of custodianship of the Company are attached as Exhibit 99.1 hereto.

In connection with serving as the custodian, Ms. Bauman was appointed to serve as the sole executive officer and director of the Company effective January 11, 2021. Ms. Bauman subsequently returned the Company to Good Standing Status with the Nevada Secretary of State and caused the Company to re-commence posting periodic reports on the OTC Markets website under the alternative reporting standard. On March 2, 2021, the Company issued to Ms. Bauman 2,000,000,000 shares of common stock for repayment of related party debt totaling \$6,610. On February 22, 2021, the Company issued to Ms. Bauman 3,500,000 shares of Series A Preferred Stock, for repayment of the related party debt totaling \$4,403. These debts were incurred in connection with reviving and maintaining the Company.

On May 13, 2021, Ms. Bauman sold 2,000,000,000 shares of the Company's common stock and 3,500,000 shares of the Company's Series A Preferred Stock to Sally Kin Yi LO and Daily Success Development Ltd. for aggregate consideration of Three Hundred Forty Thousand Dollars (\$340,000). In connection with the acquisition, Ms. Bauman resigned from her positions as Chief Executive Officer and Chief Operating Officer and Sally Kin Yi LO was appointed to serve as our Chief Executive Officer, Chief Financial Officer, Secretary and director. It is our understanding that the purchasers are not U.S. Persons within the meaning of Regulations S. Accordingly, the Shares are being sold pursuant to the exemption provided by Section 4(a)(2) of the Securities Act of 1933, as amended, Regulation D and Regulation S promulgated thereunder.

Effective July 1, 2021, Daily Success Development Limited converted 520,000 shares of its Series A Preferred Stock into 1,040,000,000 shares of Common Stock. As a result, Daily Success Development Limited holds 2,340,000,000 Common Shares (56.30%) and 1,755,000 Series A Preferred Shares (56.30%).

Effective July 1, 2021, Sally Lo converted 280,000 shares of its Series A Preferred Stock into 560,000,000 shares of Common Stock. As a result, Sally Lo holds 1,260,000,000 Common Shares (30.31%) and 945,000 Series A Preferred Shares (30.29%).

Acquisition of DH Investment Group Limited (“DHIG”), Our Testing Business

On July 26, 2021, we acquired all of the issued and outstanding shares of DH Investment Group Limited, a limited liability company organized under the laws of the British Virgin Islands (“DHIG”), from its shareholders Sally Lo and Daily Success Development Limited in exchange for 100,000 shares of our Series B Preferred Stock. DHIG operates its COVID-19 antigen testing business through its wholly owned subsidiary Ho Shun Yi Limited, a limited liability company organized under the laws of Hong Kong. In connection with the acquisition, each of Sally Lo and Daily Success Development Limited received 35,000 and 65,000 shares of our Series B Convertible Preferred Stock, respectively. Each one (1) shares of the Series B Convertible Preferred Stock is convertible ten (10) shares of our Common Stock. The Company relied on the exemption from registration pursuant to Section 4(2) of, and Regulation D and/or Regulation S promulgated under the Act in selling the Company’s securities to the shareholders of DHIG.

Prior to the Share Exchange, the Company was considered as a shell company due to its nominal assets and limited operation. The transaction will be treated as a recapitalization of the Company.

The Share Exchange between the Company and DHIG on July 26, 2021, is deemed a merger of entities under common control for which Miss Sally Kin Yi LO is the common director and shareholder of both the Company and DHIG. Under the guidance in ASC 805 for transactions between entities under common control, the assets, liabilities and results of operations, are recognized at their carrying amounts on the date of the Share Transfer, which required the retrospective combination of the Company and DHIG for all periods presented.

As a result of our acquisition of DHIG, we entered into the COVID-19 antigen testing business. We intend to make additional acquisitions in the same industry and hope to expand into other territories such as China. We also hope to make opportunistic acquisitions in other industries in the future, regardless of whether such industries relate to the COVID-19 antigen testing business.

On June 29, 2021, our Board of Directors authorized and approved the amendment and restatement of our Articles of Incorporation to: (i) change our name to DH Enchantment Inc.; and (ii) amend the powers, rights and designation of the Series A Convertible Preferred Stock; and (iii) effectuate a 5:1 reverse split, all of which are subject to final authorization by FINRA. The Board of Directors of the Company also approved the designation of 10,000,000 shares of Series B Convertible Preferred Stock which took effect immediately.

Our Business

We are engaged primarily in the sale and distribution of COVID-19 rapid antigen tester sets. We are one of the authorized commercial distributors of the INDICAID COVID-19 Rapid Antigen Test in the Hong Kong market. We commenced operations in Hong Kong in October 2020 and sell our tester sets primarily in Hong Kong. Our operating subsidiary, Ho Shun Yi Limited (“HSY”), is a wholly owned subsidiary of DH Investment Group Limited (“DHIG”).

The INDICAID COVID-19 Rapid Antigen Test is developed and manufactured in Hong Kong. We believe that our INDICAID product constitutes approximately 90% of the rapid antigen tests used in Hong Kong. The INDICAID product can provide a COVID-19 testing result in approximately 20 minutes. The INDICAID product does not replace the formal nucleic acid testing, but we believe our quick pre-screening product may provide officials with the information necessary to decrease the time of community closure, while lowering the risk of virus spread.

We are actively seeking partnerships with distributors in other countries to expand the INDICAID product into additional markets. Since the INDICAID product is considered a hygienic product, we believe that our product will be subject to much simpler import regulations. We also hope to make opportunistic acquisitions in other industries in the future, regardless of whether such industries relate to the COVID-19 antigen testing business.

Our sources of capital in the past have included the sale of equity securities, which include common stock sold in private transactions to our executive officers or existing shareholders, capital leases and short-term and long-term debts. We expect to finance future acquisitions through a combination of the foregoing. While we believe that existing shareholders and our officers and directors will continue to provide the additional cash to make acquisitions and to meet our obligations as they become due or that we will obtain external financing, there can be no assurance that we will be able to raise such additional capital resources on satisfactory terms. We believe that our current cash and other sources of liquidity discussed below are adequate to support operations for at least the next 12 months.

Product

Images of our product are shown below:



Sales and Marketing.

Our main customer is major distributor of personal hygiene products into the market. The distributor handles all retail market channels, which minimize our sales and marketing costs. Similar model will be applied when expanding to other overseas markets.

Major Customers.

All of our major customers are located in Hong Kong. During the years ended March 31, 2021 and 2020, the following customer accounted for 10% or more of our total net revenues:

Customer	Year ended March 31, 2021		March 31, 2021
	Revenues	Percentage of revenues	Accounts receivable
Uni-Alliance Limited	\$ 172,879	82%	\$ 1,592

For the year ended March 31, 2020, there were no customers.

Generally, we are not a party to any long-term agreements with our customers. From time to time, we may enter into long term contracts with major customers and subcontract the performance of the performance of the contract to corresponding network partner according to the price and area.

Major Suppliers/Vendors.

For the year ended March 31, 2021 and 2020, the following vendors represented more than 10% of the Company's cost of revenues.

Supplier name	Year ended March 31, 2021		March 31, 2021
	Cost of revenues	Percentage of cost of revenues	Accounts payable
Phase Scientific International Limited	\$ 165,956	100%	\$ 1,397

For the year ended March 31, 2020, there were no suppliers.

Seasonality.

Our business is highly dependent upon the COVID-19 pandemic in Hong Kong and China. In Hong Kong and China, we expect the needs for COVID-19 screening and testing will continue for at least two more years. More demands of pre-screening is expected when the China and Hong Kong borders are re-opened for travelers, while a more efficient screening test is required to prevent another community breakout and spread of the virus.

Insurance.

We maintain certain insurance in accordance with customary industry practices in Hong Kong. Under Hong Kong law it is a requirement that all employers in the city must purchase Employee's Compensation Insurance to cover their liability in the event that their staff suffers an injury or illness during the normal course of their work. ENMI maintains Employee's Compensation Insurance, vehicle insurance and third party risks insurance for its business purposes.

CORPORATE INFORMATION

Our principal executive and registered offices are located at Unit A, 13/F, Gee Luen Factory Building, 316-318 Kwun Tong Road, Kowloon, Hong Kong, telephone number +852 2621 3288.

INTELLECTUAL PROPERTY AND PATENTS

We expect to rely on, trade secrets, copyrights, know-how, trademarks, license agreements and contractual provisions to establish our intellectual property rights and protect our brand and services. These legal means, however, afford only limited protection and may not adequately protect our rights. Litigation may be necessary in the future to enforce our intellectual property rights, protect our trade secrets or determine the validity and scope of the proprietary rights of others. Litigation could result in substantial costs and diversion of resources and management attention.

In addition, the laws of Hong Kong and the PRC may not protect our brand and services and intellectual property to the same extent as U.S. laws, if at all. We may be unable to fully protect our intellectual property rights in these countries.

We intend to seek the widest possible protection for significant product and process developments in our major markets through a combination of trade secrets, trademarks, copyrights and patents, if applicable. We anticipate that the form of protection will vary depending upon the level of protection afforded by the particular jurisdiction. We expect that our revenue will be derived principally from our operations in Hong Kong and China where intellectual property protection may be limited and difficult to enforce. In such instances, we may seek protection of our intellectual property through measures taken to increase the confidentiality of our findings.

We intend to register trademarks as a means of protecting the brand names of our companies and products. We intend protect our trademarks against infringement and also seek to register design protection where appropriate.

We rely on trade secrets and unpatentable know-how that we seek to protect, in part, by confidentiality agreements. We expect that, where applicable, we will require our employees to execute confidentiality agreements upon the commencement of employment with us. We expect these agreements to provide that all confidential information developed or made known to the individual during the course of the individual's relationship with us is to be kept confidential and not disclosed to third parties except in specific limited circumstances. The agreements will also provide that all inventions conceived by the individual while rendering services to us shall be assigned to us as the exclusive property of our company. There can be no assurance, however, that all persons who we desire to sign such agreements will sign, or if they do, that these agreements will not be breached, that we would have adequate remedies for any breach, or that our trade secrets or unpatentable know-how will not otherwise become known or be independently developed by competitors.

COMPETITION

Our INDICAID product has been endorsed and used by the Hong Kong government and is currently well established with user communities. As such our competition in the COVID-19 rapid antigen test market is currently limited. Our competitive landscape may be significantly altered if new testing technology is introduced into the market by third parties. We may face some prospective competitors when we expand to overseas markets, who have greater financial resources, broader product and service offerings, longer operating histories, larger customer base and greater brand recognition, or they are controlled or subsidized by foreign governments, which will enable them to raise capital and enter into strategic relationships more easily. We believe that we compete on the basis of a number of factors, including business model, operational capabilities, pricing and service quality.

EMPLOYEES

We have the following full time employees located at Hong Kong as set forth below:

Executive officers	1
Operation	1
Administration Staff	—
Total	<u>2</u>

We are required to contribute to the pension fund for all eligible employees in Hong Kong between the ages of eighteen and sixty five. We are required to contribute a specified percentage of the participant's income based on their ages and wage level. For the

years ended March 31, 2021 and 2020, the pension contributions by us were \$387 and \$0, respectively. We have not experienced any significant labor disputes or any difficulties in recruiting staff for our operations.

GOVERNMENT AND INDUSTRY REGULATIONS

Our business is located in Hong Kong and is subject to the laws and regulations of Hong Kong governing businesses concerning, in particular labor, occupational safety and health, contracts, tort and intellectual property. Furthermore, we need to comply with the rules and regulations of Hong Kong governing the data usage and regular terms of service applicable to our potential customers or clients. As the information of our potential customers or clients is preserved in Hong Kong, we need to comply with the Hong Kong Personal Data (Privacy) Ordinance.

If PRC authorities reinterpret PRC laws to apply to Hong Kong companies, we may become subject to the laws and regulations of China governing businesses in general, including labor, occupational safety and health, contracts, tort and intellectual property. We may also become subject to foreign exchange regulations might limit our ability to convert foreign currency into Renminbi or Hong Kong Dollars, acquire any other PRC companies, establish VIEs in the PRC, or make dividend payments from any future WFOEs to us.

Hong Kong

The INDICAID COVID-19 Rapid Antigen Test product is endorsed by the Hong Kong government and is used by all government tests, but since the product is still consider new, accuracy of the product may still be challenged and may face future regulatory requirements.

The Employment Ordinance is the main piece of legislation governing conditions of employment in Hong Kong since 1968. It covers a comprehensive range of employment protection and benefits for employees, including Wage Protection, Rest Days, Holidays with Pay, Paid Annual Leave, Sickness Allowance, Maternity Protection, Statutory Paternity Leave, Severance Payment, Long Service Payment, Employment Protection, Termination of Employment Contract, Protection Against Anti-Union Discrimination. In addition, every employer must take out employees' compensation insurance to protect the claims made by employees in respect of accidents occurred during the course of their employment.

An employer must also comply with all legal obligations under the Mandatory Provident Fund Schemes Ordinance, (CAP485). These include enrolling all qualifying employees in MPF schemes and making MPF contributions for them. Except for exempt persons, employer should enroll both full-time and part-time employees who are at least 18 but under 65 years of age in an MPF scheme within the first 60 days of employment. The 60-day employment rule does not apply to casual employees in the construction and catering industries. Pursuant to the said Ordinance, we are required to make MPF contributions for our Hong Kong employees once every contribution period (generally the wage period within 1 month). Employers and employees are each required to make regular mandatory contributions of 5% of the employee's relevant income to an MPF scheme, subject to the minimum and maximum relevant income levels. For a monthly-paid employee, the minimum and maximum relevant income levels are \$1,547 and \$3,846, respectively.

China

Recently, China has increased scrutiny and oversight of PRC companies seeking foreign investment or to list their securities overseas. The PRC has also been deepening their reach influence on Hong Kong to more closely align Hong Kong with the policies and governance of the PRC. Depending upon the political climate, we may also in the future become subject to the laws and regulations of China governing businesses in general, including labor, occupational safety and health, contracts, tort and intellectual property. We may also become subject to foreign exchange regulations might limit our ability to convert foreign currency into Renminbi, acquire PRC companies, or make dividend payments to ENMI.

Regulations on Tax

PRC Corporate Income Tax

The PRC corporate income tax, or CIT, is calculated based on the taxable income determined under the applicable CIT Law and its implementation rules, which became effective on January 1, 2008 and amended on February 24, 2017 and December 29, 2018 respectively. The CIT Law imposes a uniform corporate income tax rate of 25% on all resident enterprises in China, including foreign-invested enterprises.

Uncertainties exist with respect to how the CIT Law applies to the tax residence status of the Company and our offshore subsidiaries. Under the CIT Law, an enterprise established outside of China with a "de facto management body" within China is considered a "resident enterprise," which means that it is treated in a manner similar to a Chinese enterprise for corporate income tax purposes. Although the implementation rules of the CIT Law define "de facto management body" as a managing body that exercises

substantive and overall management and control over the production and business, personnel, accounting books and assets of an enterprise, the only official guidance for this definition currently available is set forth in Circular 82 issued by the State Administration of Taxation, which provides guidance on the determination of the tax residence status of a Chinese-controlled offshore incorporated enterprise, defined as an enterprise that is incorporated under the laws of a foreign country or territory and that has a PRC enterprise or enterprise group as its primary controlling shareholder. Although the Company does not have a PRC enterprise or enterprise group as our primary controlling shareholder and is therefore not a Chinese-controlled offshore incorporated enterprise within the meaning of Circular 82, in the absence of guidance specifically applicable to us, we have made reference to the guidance set forth in Circular 82 to evaluate the tax residence status of the Company and our subsidiaries organized outside the PRC.

According to Circular 82, a Chinese-controlled offshore incorporated enterprise will be regarded as a PRC tax resident by virtue of having a “de facto management body” in China and will be subject to PRC corporate income tax on its worldwide income only if all of the following criteria are met:

- the primary location of the day-to-day operational management is in the PRC;
- decisions relating to the enterprise’s financial and human resource matters are made or are subject to approval by organizations or personnel in the PRC;
- the enterprise’s primary assets, accounting books and records, company seals, and board and shareholders meeting minutes are located or maintained in the PRC; and
- 50% or more of voting board members or senior executives habitually reside in the PRC.

Currently, our Hong Kong entities are not considered entities inside China and therefore not deemed to be a PRC resident enterprise for PRC tax purposes as defined above. However, the tax resident status of an enterprise is subject to determination by the PRC tax authorities and uncertainties remain with respect to the interpretation of the term “de facto management body.” As all of our management members are based in Hong Kong, it remains unclear how the tax residency rule will apply to our case. If the PRC tax authorities determine that we or any of our subsidiaries outside of China is a PRC resident enterprise for PRC enterprise income tax purposes, then we or such subsidiary could be subject to PRC tax at a rate of 25% on its world-wide income, as our entity enterprise in China is an state high-tech enterprise, it is possible to be impose 15% enterprise income tax on state high-tech enterprises in accordance with provisions of the Chinese tax law, thus materially reducing our net income. In addition, we will also be subject to PRC enterprise income tax reporting obligations. Furthermore, if the PRC tax authorities determine that we are a PRC resident enterprise for enterprise income tax purposes, gains realized on the sale or other disposition of our ordinary shares may be subject to PRC tax, at a rate of 10% in the case of non-PRC enterprises or 20% in the case of non-PRC individuals (in each case, subject to the provisions of any applicable tax treaty), if such gains are deemed to be from PRC sources. It is unclear whether non-PRC shareholders of our company would be able to claim the benefits of any tax treaties between their country of tax residence and the PRC in the event that we are treated as a PRC resident enterprise. Any such tax may reduce the returns on your investment in our common stock.

Value-Added Tax and Business Tax

The Provisional Regulations of the PRC on Value-added Tax (“VAT”) were promulgated by the State Council on December 13, 1993 and came into effect on January 1, 1994 which were subsequently amended on November 10, 2008, February 6, 2016 and November 19, 2017. The Detailed Rules for the Implementation of the Provisional Regulations of the PRC on Value-added Tax (Revised in 2011) were promulgated by the Ministry of Finance and the State Administration of Taxation (“SAT”) on 28 October 2011 and came into effect on November 1, 2011 (collectively, the “VAT Law”). According to the VAT Law, all enterprises and individuals engaged in the sale of goods, the provision of processing, repair and replacement services, and the importation of goods within the territory of the PRC must pay value-added tax. For general VAT taxpayers selling or importing goods other than those specifically listed in the VAT Law, the VAT rate is 17%. Starting from April 1, 2019, the VAT rate for revenue generated from providing products was changed from 16% into 13%. VAT is reported as a deduction of revenue when incurred. Entities that are VAT general taxpayers are allowed to offset qualified input VAT paid to suppliers against their output VAT liabilities. Net VAT balance between input VAT and output VAT is recorded in taxes payable.

On March 23, 2016, the Ministry of Finance and the SAT jointly issued the Circular on Full Implementation of Business Tax to Value-added Tax Reform which has been partially repealed on July 1, 2017 and January 1, 2018, confirms that business tax would be completely replaced by VAT from May 1, 2016.

Regulations Relating to Foreign Exchange and Dividend Distribution

Foreign Exchange Regulations

The principal regulations governing foreign currency exchange in China are the Foreign Exchange Administration Regulations. Under the PRC foreign exchange regulations, payments of current account items, such as profit distributions and trade and service-related foreign exchange transactions, may be made in foreign currencies without prior approval from the State Administration of Foreign Exchange (“SAFE”) by complying with certain procedural requirements. By contrast, approval from or registration with appropriate government authorities is required where RMB is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of foreign currency-denominated loans or foreign currency is to be remitted into China under the capital account, such as a capital increase or foreign currency loans to PRC subsidiaries. Our operating currency is the Hong Kong Dollar. If PRC authorities reinterpret foreign exchange regulations to include the Hong Kong Dollar, then we may become subject to the regulations affecting foreign exchange and dividend distributions as set forth herein.

In November 2012, SAFE promulgated the Circular on Further Improving and Adjusting Foreign Exchange Administration Policies on Foreign Direct Investment. Pursuant to this circular, the opening of various special purpose foreign exchange accounts, such as pre-establishment expense accounts, foreign exchange capital accounts and guarantee accounts, the reinvestment of RMB proceeds by foreign investors in the PRC, and remittance of foreign exchange profits and dividends by a foreign-invested enterprise to its foreign shareholders no longer require the approval or verification of SAFE, and multiple capital accounts for the same entity may be opened in different provinces, which was not possible previously. In addition, SAFE promulgated the Circular on Printing and Distributing the Provisions on Foreign Exchange Administration over Domestic Direct Investment by Foreign Investors and the Supporting Documents in May 2013, which specifies that the administration by SAFE or its local branches over direct investment by foreign investors in the PRC shall be conducted by way of registration and banks shall process foreign exchange business relating to the direct investment in the PRC based on the registration information provided by SAFE and its branches.

Additionally, pursuant to the Notice of the State Administration of Foreign Exchange on Further Simplifying and Improving the Direct Investment related Foreign Exchange Administration Policies (“SAFE Notice No. 13”), which was promulgated on February 13, 2015 and became effective on June 1, 2015, the foreign exchange registration in relation to foreign direct investment shall be directly reviewed and handled by qualified banks in accordance with SAFE Notice No. 13, and SAFE and its branches shall perform indirect regulation over the foreign exchange registration via qualified banks.

We typically do not need to use our offshore foreign currency to fund our Hong Kong operations. In the event we need to do so, we may be required to apply to obtain the relevant approvals of, registration or filing with SAFE and other PRC government authorities as necessary.

On August 29, 2008, SAFE issued the Circular on the Relevant Operating Issues Concerning the Improvement of the Administration of the Payment and Settlement of Foreign Currency Capital of Foreign-Invested Enterprises, or SAFE Circular 142. Pursuant to SAFE Circular 142, RMB resulting from the settlement of foreign currency capital of a foreign-invested enterprise must be used within the business scope as approved by the applicable government authority and cannot be used for domestic equity investment, unless it is otherwise approved. Documents certifying the purposes of the settlement of foreign currency capital into RMB, including a business contract, must also be submitted for the settlement of the foreign currency. In addition, SAFE strengthened its oversight of the flow and use of RMB capital converted from foreign currency registered capital of a foreign-invested company. The use of such RMB capital may not be altered without SAFE’s approval, and such RMB capital may not be used to repay RMB loans if such loans have not been used. Violations of SAFE Circular 142 could result in severe monetary fines or penalties. We expect that our use of RMB funds have been, and will be, within the approved business scope of our PRC subsidiary. We believe that our PRC subsidiary is permitted to conduct its castor seeds distribution operations and provide consulting services to castor farmers. However, we may not be able to use such RMB funds to make equity investments in the PRC through our PRC subsidiaries. There are no costs associated with applying for registration or approval of loans or capital contributions with or from relevant PRC governmental authorities, other than nominal processing charges. Under PRC laws and regulations, the PRC governmental authorities are required to process such approvals or registrations or deny our application within a prescribed time period, which is usually less than 90 days. The actual time taken, however, may be longer due to administrative delays. If we are required to obtain these registrations or approvals, we cannot assure you that we will be able to obtain these government registrations or approvals on a timely basis, if at all, with respect to our operations in Hong Kong. If we fail to receive such registrations or approvals, our ability to use the proceeds from our funds to capitalize our Hong Kong operations may be negatively affected, which could materially and adversely affect our liquidity and ability to fund and expand our business.

SAFE Circular 37

SAFE promulgated the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles, or SAFE Circular 37, on July 4, 2014, which replaced the former circular commonly known as “SAFE Circular 75” promulgated by SAFE on October 21, 2005. SAFE Circular 37 requires PRC residents to register with local branches of SAFE in connection with their direct establishment or indirect control of an offshore entity, for the purpose of overseas investment and financing, with such PRC residents’ legally owned assets or equity interests in domestic enterprises or offshore assets or interests, referred to in SAFE Circular 37 as a “special purpose vehicle.” SAFE Circular 37 further requires amendment to the registration in the event of any significant changes with respect to the special purpose vehicle, such as increase or decrease of capital contributed by PRC individuals, share transfer or exchange, merger, division or other

material event. In the event that a PRC shareholder holding interests in a special purpose vehicle fails to fulfill the required SAFE registration, the PRC subsidiaries of that special purpose vehicle may be prohibited from making profit distributions to the offshore parent and from carrying out subsequent cross-border foreign exchange activities, and the special purpose vehicle may be restricted in its ability to contribute additional capital into its PRC subsidiary. Furthermore, failure to comply with the various SAFE registration requirements described above could result in liability under PRC law for evasion of foreign exchange controls. On February 13, 2015, SAFE Notice No. 13 was promulgated, pursuant to which the aforementioned registration shall be conducted with and handled by qualified banks.

We have notified substantial beneficial owners of our ordinary shares who we know are PRC residents of their filing obligation, and to the best of our knowledge, those shareholders whom we know are PRC residents have completed the registration or will carry out the registration as required under SAFE Circular 37. However, we may not be aware of the identities of all our beneficial owners who are PRC residents. In addition, we do not have control over our beneficial owners and cannot assure you that all of our PRC resident beneficial owners will comply with SAFE Circular 37. The failure of our beneficial owners who are PRC residents to register or amend their SAFE registrations in a timely manner pursuant to SAFE Circular 37 or the failure of future beneficial owners of our company who are PRC residents to comply with the registration procedures set forth in SAFE Circular 37 may subject such beneficial owners or our PRC subsidiaries to fines and legal sanctions. Failure to register or amend the registration may also limit our ability to contribute additional capital to our PRC subsidiaries or receive dividends or other distributions from our PRC subsidiaries or other proceeds from disposal of our PRC subsidiaries, or we may be penalized by SAFE.

Share Option Rules

Under the Administration Measures on Individual Foreign Exchange Control issued by the PBOC on December 25, 2006, all foreign exchange matters involved in employee share ownership plans and share option plans in which PRC citizens participate require approval from SAFE or its authorized branch. Pursuant to SAFE Circular 37, PRC residents who participate in share incentive plans in overseas non-publicly-listed companies may submit applications to SAFE or its local branches for the foreign exchange registration with respect to offshore special purpose companies. In addition, under the Notices on Issues concerning the Foreign Exchange Administration for Domestic Individuals Participating in Share Incentive Plans of Overseas Publicly-Listed Companies, or the Share Option Rules, issued by SAFE on February 15, 2012, PRC residents who are granted shares or share options by companies listed on overseas stock exchanges under share incentive plans are required to (i) register with SAFE or its local branches, (ii) retain a qualified PRC agent, which may be a PRC subsidiary of the overseas listed company or another qualified institution selected by the PRC subsidiary, to conduct the SAFE registration and other procedures with respect to the share incentive plans on behalf of the participants, and (iii) retain an overseas institution to handle matters in connection with their exercise of share options, purchase and sale of shares or interests and funds transfers.

Regulation of Dividend Distributions

The principal laws, rules and regulations governing dividend distributions by foreign-invested enterprises in the PRC are the Company Law of the PRC, as amended, the Wholly Foreign-owned Enterprise Law and its implementation regulations, the Chinese-foreign Cooperative Joint Venture Law and its implementation regulations, and the Chinese-foreign Equity Joint Venture Law and its implementation regulations. Under these laws, rules and regulations, foreign-invested enterprises may pay dividends only out of their accumulated profit, if any, as determined in accordance with PRC accounting standards and regulations. Both PRC domestic companies and wholly-foreign owned PRC enterprises are required to set aside a general reserve of at least 10% of their after-tax profit, until the cumulative amount of such reserve reaches 50% of their registered capital. A PRC company is not permitted to distribute any profits until any losses from prior fiscal years have been offset. Profits retained from prior fiscal years may be distributed together with distributable profits from the current fiscal year.

REPORTS TO SECURITY HOLDERS

Upon the effective date of this Registration Statement, we will become subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and accordingly, will file current and periodic reports, proxy statements and other information with the Securities and Exchange Commission, or the Commission. Information that the Company previously publicly disclosed was made through the OTC Disclosure and News Service and are available on the OTC Markets Group's website at www.otcm Markets.com. With respect to disclosures filed or furnished to the Commission, you may obtain copies of our prior and future reports from the Commission's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549, or on the SEC's website, at www.sec.gov. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. We currently do not have an internet website, but will also make available free of charge electronic copies of our filings upon request.

Item 1A. Risk Factors

The following information sets forth risk factors that could cause our actual results to differ materially from those contained in forward-looking statements we have made in this registration statement and those we may make from time to time. You should

carefully consider the risks described below, in addition to the other information contained in this registration statement, before making an investment decision. Our business, financial condition or results of operations could be harmed by any of these risks. The risks and uncertainties described below are not the only ones we face. Additional risks not presently known to us or other factors not perceived by us to present significant risks to our business at this time also may impair our business operations.

Risks Related to Our Business and Industry

We are a single product company and our product, the INDICAID COVID-19 Rapid Antigen Test, is new and may be subject to challenge as new technologies and COVID-19 variants develop.

We are one of the authorized Hong Kong distributors of the INDICAID COVID-19 Rapid Antigen Test which is endorsed by the Hong Kong government and used by its agencies. The test, however, is relatively new, and given the rise of multiple COVID-19 variants, the accuracy of our product may be adversely affected and challenged. If new technologies or other testing products are developed which provide better accuracy and efficiency or lower costs, our market dominance and financial results may be materially and adversely affected.

Our plan to expand into additional markets may be affected by global government health policies.

Our overseas expansion plan is highly dependent upon the policies of regional governments regarding the need for quick pre-screening tests of COVID-19. If regional governments determine that the urgency for community test and detection of COVID-19 carriers has abated, the need for our product may correspondingly be reduced. As such our financial results may be adversely affected.

We are indebted to certain of our executive officers and directors in the approximate amount of US\$63,887.

As of March 31, 2021, we are indebted to Sally Lo, our executive officers and directors, in an approximate amount of \$63,887. We may not be able to generate sufficient cash flow to repay these loans. If we issue additional securities as repayment, our shareholders may experience significant dilution. Additionally, loan repayment before achievement of profitability may cause us to delay implementing our business plans to expand.

We are also subject to other risks and uncertainties that affect many other businesses, including:

- increasing costs, the volatility of costs and funding requirements and other legal mandates for employee benefits, especially pension and healthcare benefits;
- the increasing costs of compliance with federal, state and foreign governmental agency mandates (including the Foreign Corrupt Practices Act) and defending against inappropriate or unjustified enforcement or other actions by such agencies;
- the impact of any international conflicts on the U.S. and global economies in general, the transportation industry or us in particular, and what effects these events will have on our costs or the demand for our services;
- any impacts on our business resulting from new domestic or international government laws and regulation;
- market acceptance of our new service and growth initiatives;
- the impact of technology developments on our operations and on demand for our services;
- governmental underinvestment in transportation infrastructure, which could increase our costs and adversely impact our service levels due to traffic congestion or sub-optimal routing of our vehicles;
- widespread outbreak of an illness or any other communicable disease, or any other public health crisis; and
- availability of financing on terms acceptable to our ability to maintain our current credit ratings, especially given the capital intensity of our operations.

If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed.

We may rely on trade secrets, including unpatented know-how, technology and other proprietary information, to maintain our competitive position. However, trade secrets are difficult to protect. We limit disclosure of such trade secrets where possible but we also seek to protect these trade secrets, in part, by entering into non-disclosure and confidentiality agreements with parties who do have access to them, such as our employees, contract manufacturers, consultants, advisors and other third parties. Despite these efforts, any of these parties may breach the agreements and may unintentionally or willfully disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive and time-consuming, and the outcome is unpredictable. In addition, some courts inside and outside the United States are less willing or unwilling to protect trade secrets. Moreover, if any of our trade secrets were to be lawfully obtained or independently developed by a competitor, we would have no right to prevent them, or those to whom they communicate it, from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to or independently developed by a competitor, our competitive position would be harmed.

Risk Factors – Risk Factors Relating to Doing Business in Hong Kong.

We face the risk that changes in the policies of the PRC government could have a significant impact upon the business we may be able to conduct in the Hong Kong and the profitability of such business.

Our business and assets are primarily located in Hong Kong. Accordingly, economic, political and legal developments in Hong Kong and the PRC will significantly affect our business, financial condition, results of operations and prospects. Policies of the PRC government can have significant effects on economic conditions in Hong Kong. While we believe that the PRC will continue to strengthen its economic and trading relationships with foreign countries and that business development in the PRC will continue to follow market forces, we cannot assure you that this will be the case. Our interests may be adversely affected by changes in policies by the PRC government, including:

- ☐ changes in laws, regulations or their interpretation especially with respect to application of PRC tax, labor, currency restriction and other laws to Hong Kong operations;
- ☐ confiscatory taxation or changes in taxation;
- ☐ Currency revaluations or restrictions on currency conversion, imports or sources of supplies, or ability to continue as a for-profit enterprise;
- ☐ expropriation or nationalization of private enterprises; and
- ☐ the allocation of resources.

Substantial uncertainties and restrictions with respect to the political and economic policies of the PRC government and PRC laws and regulations could have a significant impact upon the business that we may be able to conduct in Hong Kong and accordingly on the results of our operations and financial condition.

Our business operations may be adversely affected by the current and future political environment in the PRC. The PRC government has exercised and continues to exercise substantial control over virtually every sector of the Chinese economy through regulation and state ownership. We expect the Hong Kong legal system to rapidly evolve in the near future and may become closer aligned with legal system in China with the PRC government exerting more oversight and control over companies operating in Hong Kong, offerings conducted overseas and or foreign investment in Hong Kong based issuers. The interpretations of many laws, regulations and rules may not always be uniform and the enforcement of these laws, regulations and rules may involve uncertainties for you and us. Our ability to operate in Hong Kong, conduct overseas offerings and continue to investment in Hong Kong based issuers may be harmed by these changes in its laws and regulations, including those relating to taxation, import and export tariffs, healthcare regulations, environmental regulations, land use and property ownership rights, and other matters. Accordingly, government actions in the future, including any decision not to continue to support recent economic reforms and to return to a more centrally planned economy or regional or local variations in the implementation of economic policies, could have a significant effect on economic conditions in Hong Kong or particular regions thereof, and could limit or completely hinder our ability to offer or continue to offer securities to investors or require us to divest ourselves of any interest we then hold in Hong Kong properties or joint ventures. Any such actions (including divestiture or similar actions) could result in a material adverse effect on us and on your investment in us and could render our securities and your investment in our securities worthless.

There are substantial uncertainties regarding the interpretation and application of PRC laws and regulations, including, but not limited to, the laws and regulations governing our business, or the enforcement and performance of our contractual arrangements with borrowers in the event of the imposition of statutory liens, death, bankruptcy or criminal proceedings. Only after 1979 did the Chinese government begin to promulgate a comprehensive system of laws that regulate economic affairs in general, deal with economic matters such as foreign investment, corporate organization and governance, commerce, taxation and trade, as well as encourage foreign investment in China. Although the influence of the law has been increasing, China has not developed a fully integrated legal system and recently enacted laws and regulations may not sufficiently cover all aspects of economic activities in China. Also, because these laws and regulations are relatively new, and because of the limited volume of published cases and their lack of force as precedents, interpretation and enforcement of these laws and regulations involve significant uncertainties. New laws and regulations that affect existing and proposed future businesses may also be applied retroactively. In addition, there have been constant changes and amendments of laws and regulations over the past 30 years in order to keep up with the rapidly changing society and economy in China. Because government agencies and courts that provide interpretations of laws and regulations and decide contractual disputes and issues may change their interpretation or enforcement very rapidly with little advance notice at any time, we cannot predict the future direction of Chinese legislative activities with respect to either businesses with foreign investment or the effectiveness on enforcement of laws and regulations in China. The uncertainties, including new laws and regulations and changes of existing laws, as well as, may cause possible problems to foreign investors.

Although the PRC government has been pursuing economic reform policies for more than two decades, the PRC government continues to exercise significant control over economic growth in the PRC through the allocation of resources, controlling payments of foreign currency, setting monetary policy and imposing policies that impact particular industries in different ways. We cannot assure you that the PRC government will continue to pursue policies favoring a market oriented economy or that existing policies will not be significantly altered, especially in the event of a change in leadership, social or political disruption, or other circumstances affecting political, economic and social life in the PRC.

The Holding Foreign Companies Accountable Act requires the Public Company Accounting Oversight Board (PCAOB) to be permitted to inspect the issuer's public accounting firm within three years. There are uncertainties under the PRC Securities Law relating to the procedures and requisite timing for the U.S. securities regulatory agencies to conduct investigations and collect evidence within the territory of the PRC. If the U.S. securities regulatory agencies are unable to conduct such investigations, they may suspend or de-register our registration with the SEC and delist our securities from applicable trading market within the US.

The Holding Foreign Companies Accountable Act was signed into law on December 18, 2020, and requires Auditors of publicly traded companies to submit to regular inspections to assess such auditors' compliance with applicable professional standards. If the U.S. securities regulatory agencies are unable to conduct such investigations, there exists a risk that they may determine to suspend or de-register our registration with the SEC and may also delist our securities from applicable trading market within the US. Our auditor is located in Kuala Lumpur and is subject to PCAOB inspections with its most recent inspection occurring 2021 (Company please confirm).

According to Article 177 of the Securities Law of the PRC ("Article 177"), overseas securities regulatory authorities are prohibited from engaging in activities pertaining to investigations or evidence collection directly conducted within the territories of the PRC, and Chinese entities or individuals are further prohibited from providing documents and information in connection with securities business activities to any organizations and/or persons abroad without the prior consent of the securities regulatory authority of the State Council and the competent departments of the State Council. As of the date of this prospectus, we are not aware of any implementing rules or regulations which have been published regarding application of Article 177.

We believe Article 177 is only applicable where the activities of overseas authorities constitute a direct investigation or evidence collection by such authorities within the territory of the PRC. Our principal business operation is conducted in Hong Kong. In the event that the U.S. securities regulatory agencies carry out an investigation on us such as an enforcement action by the Department of Justice, the SEC or other authorities, such agencies' activities will constitute conducting an investigation or collecting evidence directly within the territory of the PRC and accordingly fall within the scope of Article 177. In that case, the U.S. securities regulatory agencies may have to consider establishing cross-border cooperation with the securities regulatory authority of the PRC by way of judicial assistance, diplomatic channels or establishing a regulatory cooperation mechanism with the securities regulatory authority of the PRC. However, there is no assurance that the U.S. securities regulatory agencies will succeed in establishing such cross-border cooperation in this particular case and/or establish such cooperation in a timely manner.

Furthermore, it remains unclear as to how Article 177 will be interpreted, implemented or applied by the Chinese Securities Regulatory Commission or other relevant government authorities. As such, there are uncertainties as to the procedures and requisite timing for the U.S. securities regulatory agencies to conduct investigations and collect evidence within the territory of the PRC. The Holding Foreign Companies Accountable Act requires the Public Company Accounting Oversight Board (PCAOB) be permitted to inspect the issuer's public accounting firm within three years. If the U.S. securities regulatory agencies are unable to conduct such investigations, there exists a risk that they may determine to suspend or de-register our registration with the SEC and may also delist our securities from applicable trading market within the US.

Adverse regulatory developments in China may subject us to additional regulatory review, and additional disclosure requirements and regulatory scrutiny to be adopted by the SEC in response to risks related to recent regulatory developments in China may impose additional compliance requirements for companies like us with Hong Kong-based operations, all of which could increase our compliance costs, subject us to additional disclosure requirements.

The recent regulatory developments in China, in particular with respect to restrictions on China-based companies raising capital offshore, may lead to additional regulatory review in China over our financing and capital raising activities in the United States. In addition, we may be subject to industry-wide regulations that may be adopted by the relevant PRC authorities, which may have the effect of limiting our service offerings, restricting the scope of our operations in Hong Kong, or causing the suspension or termination of our business operations in Hong Kong entirely, all of which will materially and adversely affect our business, financial condition and results of operations. We may have to adjust, modify, or completely change our business operations in response to adverse regulatory changes or policy developments, and we cannot assure you that any remedial action adopted by us can be completed in a timely, cost-efficient, or liability-free manner or at all.

On July 30, 2021, in response to the recent regulatory developments in China and actions adopted by the PRC government, the Chairman of the SEC issued a statement asking the SEC staff to seek additional disclosures from offshore issuers associated with China-based operating companies (including Hong Kong) before their registration statements will be declared effective. On August 1, 2021, the China Securities Regulatory Commission stated in a statement that it had taken note of the new disclosure requirements announced by the SEC regarding the listings of Chinese companies and the recent regulatory development in China, and that both countries should strengthen communications on regulating China-related issuers. Since we operate in Hong Kong, we cannot guarantee that we will not be subject to tightened regulatory review and we could be exposed to government interference from China.

Under the PRC enterprise income tax law, we may be classified as a “PRC resident enterprise”, which could result in unfavorable tax consequences to us and our shareholders and have a material adverse effect on our results of operations and the value of your investment.

Under the PRC enterprise income tax law that became effective on January 1, 2008, an enterprise established outside the PRC with “de facto management bodies” within the PRC is considered a “resident enterprise” for PRC enterprise income tax purposes and is generally subject to a uniform 25% enterprise income tax rate on its worldwide income. On April 22, 2009, the State Administration of Taxation, or the SAT, issued the Notice Regarding the Determination of Chinese-Controlled Overseas Incorporated Enterprises as PRC Tax Resident Enterprise on the Basis of De Facto Management Bodies, or SAT Circular 82, which provides certain specific criteria for determining whether the “de facto management body” of a PRC-controlled enterprise that is incorporated offshore is located in China. Further to SAT Circular 82, on August 3, 2011, the SAT issued the Administrative Measures of Enterprise Income Tax of Chinese-Controlled Offshore Incorporated Resident Enterprises (Trial), or SAT Bulletin 45, which became effective on September 1, 2011, to provide more guidance on the implementation of SAT Circular 82.

According to SAT Circular 82, an offshore incorporated enterprise controlled by a PRC enterprise or a PRC enterprise group will be considered a PRC tax resident enterprise by virtue of having its “de facto management body” in China and will be subject to PRC enterprise income tax on its worldwide income only if all of the following conditions are met: (a) the senior management and core management departments in charge of its daily operations function have their presence mainly in the PRC; (b) its financial and human resources decisions are subject to determination or approval by persons or bodies in the PRC; (c) its major assets, accounting books, company seals, and minutes and files of its board and shareholders’ meetings are located or kept in the PRC; and (d) not less than half of the enterprise’s directors or senior management with voting rights habitually reside in the PRC. SAT Bulletin 45 further clarifies the resident status determination, post-determination administration as well as competent tax authorities.

Although SAT Circular 82 and SAT Bulletin 45 only apply to offshore incorporated enterprises controlled by PRC enterprises or PRC enterprise group instead of those controlled by PRC individuals or foreigners, the determination criteria set forth therein may reflect SAT’s general position on how the term “de facto management body” could be applied in determining the tax resident status of offshore enterprises, regardless of whether they are controlled by PRC enterprises, individuals or foreigners.

We believe that none of our entities outside of China is a PRC resident enterprise for PRC tax purposes even if the standards for “de facto management body” prescribed in the SAT Circular 82 are applicable to us. However, the tax resident status of an enterprise is subject to determination by the PRC tax authorities and uncertainties remain with respect to the interpretation of the term “de facto management body.” If the PRC tax authorities determine that we or any of our subsidiaries outside of China is a PRC resident enterprise for enterprise income tax purposes, we may be subject to PRC enterprise income on our worldwide income at the rate of 25%, which could materially reduce our net income. In addition, we will also be subject to PRC enterprise income tax reporting obligations.

Although dividends paid by one PRC tax resident to another PRC tax resident should qualify as “tax-exempt income” under the enterprise income tax law, we cannot assure you that dividends by our Hong Kong subsidiaries to our British Virgin Islands holding company or Nevada holding company will not be subject to a 10% withholding tax, as the PRC foreign exchange control authorities, which enforce the withholding tax on dividends, and the PRC tax authorities have not yet issued guidance with respect to the processing of outbound remittances to entities that are treated as resident enterprises for PRC enterprise income tax purposes.

Non-PRC resident holders of our common stock may also be subject to PRC withholding tax on dividends paid by us and PRC tax on gains realized on the sale or other disposition of common stock, if such income is sourced from within the PRC. The tax would be imposed at the rate of 10% in the case of non-PRC resident enterprise holders and 20% in the case of non-PRC resident individual holders. In the case of dividends, we would be required to withhold the tax at source. Any PRC tax liability may be reduced under applicable tax treaties or similar arrangements. Although our holding companies are incorporated in Nevada and the British Virgin Islands, it remains unclear whether dividends received and gains realized by non-PRC resident holders of our common stock will be regarded as income from sources within the PRC if we are classified as a PRC resident enterprise. Any such tax will reduce the returns on your investment in our common stock.

We cannot assure you that the PRC tax authorities will not, at their discretion, adjust any capital gains and impose tax return filing and withholding or tax payment obligations with respect to any internal restructuring, and our Hong Kong subsidiaries may be requested to assist in the filing. Any PRC tax imposed on a transfer of our shares not through a public stock exchange, or any adjustment of such gains would cause us to incur additional costs and may have a negative impact on the value of your investment in the company.

We face uncertainty with respect to indirect transfers of equity interests in PRC resident enterprises by their non-PRC holding companies.

We face uncertainties regarding the reporting on and consequences of private equity financing transactions involving the transfer of shares in the Company by non-resident investors. In February 2015, the SAT issued the Bulletin on Issues of Enterprise Income Tax on Indirect Transfers of Assets by Non-PRC Resident Enterprises, or SAT Bulletin 7, as amended in 2017. Pursuant to this bulletin, an “indirect transfer” of assets, including equity interests in a PRC resident enterprise, by non-PRC resident enterprises may be re-characterized and treated as a direct transfer of PRC taxable assets, if such arrangement does not have a reasonable commercial purpose and was established for the purpose of avoiding payment of PRC enterprise income tax. As a result, gains derived from such indirect transfer may be subject to PRC enterprise income tax. According to SAT Bulletin 7, “PRC taxable assets” include assets attributed to an establishment in China, immovable properties located in China, and equity investments in PRC resident enterprises, in respect of which gains from their transfer by a direct holder, being a non-PRC resident enterprise, would be subject to PRC enterprise income taxes. When determining whether there is a “reasonable commercial purpose” of the transaction arrangement, features to be taken into consideration include: whether the main value of the equity interest of the relevant offshore enterprise derives from PRC taxable assets; whether the assets of the relevant offshore enterprise mainly consist of direct or indirect investment in China or if its income mainly derives from China; whether the offshore enterprise and its subsidiaries directly or indirectly holding PRC taxable assets have real commercial nature which is evidenced by their actual function and risk exposure; the duration of existence of the business model and organizational structure; the replicability of the transaction by direct transfer of PRC taxable assets; and the tax situation of such indirect transfer and applicable tax treaties or similar arrangements. In respect of an indirect offshore transfer of assets of a PRC establishment, the resulting gain is to be included with the enterprise income tax filing of the PRC establishment or place of business being transferred, and would consequently be subject to PRC enterprise income tax at a rate of 25%. Where the underlying transfer relates to the immovable properties located in China or to equity investments in a PRC resident enterprise, which is not related to a PRC establishment or place of business of a non-resident enterprise, a PRC enterprise income tax of 10% would apply, subject to available preferential tax treatment under applicable tax treaties or similar arrangements, and the party who is obligated to make the transfer payments has the withholding obligation. SAT Bulletin 7 does not apply to transactions of sale of shares by investors through a public stock exchange where such shares were acquired from a transaction through a public stock exchange.

There is uncertainty as to the application of SAT Bulletin 7. We face uncertainties as to the reporting and other implications of certain past and future transactions where PRC taxable assets are involved, such as offshore restructuring, sale of the shares in our offshore subsidiaries or investments. We may be subject to filing obligations or taxed if we are a transferor in such transactions, and may be subject to withholding obligations if we are a transferee in such transactions under SAT Bulletin 7. For transfer of shares in us by investors that are non-PRC resident enterprises, our Hong Kong subsidiaries may be requested to assist in the filing under SAT Bulletin 7. As a result, we may be required to expend valuable resources to comply with SAT Bulletin 7 or to request the relevant transferors from whom we purchase taxable assets to comply with these circulars, or to establish that we should not be taxed under these circulars, which may have a material adverse effect on our financial condition and results of operations.

The M&A Rules and certain other PRC regulations may make it more difficult for us to pursue growth through acquisitions.

The Regulations on Mergers and Acquisitions of Domestic Companies by Foreign Investors, or the M&A Rules, adopted by six PRC regulatory agencies in 2006 and amended in 2009, and some other regulations and rules concerning mergers and acquisitions established complex procedures and requirements for acquisition of Chinese companies by foreign investors, including requirements in some instances that the Ministry of Commerce of the PRC be notified in advance of any change-of-control transaction in which a foreign investor takes control of a PRC domestic enterprise. Moreover, the Anti-Monopoly Law promulgated by the Standing Committee of the National People’s Congress, which became effective in 2008, requires that transactions which are deemed concentrations and involve parties with specified turnover thresholds must be cleared by the Ministry of Commerce before they can be completed. In addition, the security review rules issued by the Ministry of Commerce and became effective in September 2011 specify that mergers and acquisitions by foreign investors that raise “national defense and security” concerns and mergers and acquisitions through which foreign investors may acquire de facto control over domestic enterprises that raise “national security” concerns are subject to strict review by the Ministry of Commerce, and the rules prohibit any activities attempting to bypass a security review, including by structuring the transaction through a proxy or contractual control arrangement.

In the future, we may pursue potential strategic acquisitions that are complementary to our business and operations. Complying with the requirements of the above-mentioned regulations and other rules to complete such transactions could be time-consuming, and

any required approval processes, including obtaining approval or clearance from the Ministry of Commerce, may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business or maintain our market share. Furthermore, according to the M&A Rules, if a PRC entity or individual plans to merger or acquire its related PRC entity through an overseas company legitimately incorporated or controlled by such entity or individual, such a merger and acquisition will be subject to examination and approval by the Ministry of Commerce. The application and interpretations of M&A Rules are still uncertain, and there is possibility that the PRC regulators may promulgate new rules or explanations requiring that we obtain approval of the Ministry of Commerce for our completed or ongoing mergers and acquisitions. There is no assurance that we can obtain such approval from the Ministry of Commerce for our mergers and acquisitions, and if we fail to obtain those approvals, we may be required to suspend our acquisition and be subject to penalties. Any uncertainties regarding such approval requirements could have a material adverse effect on our business, results of operations and corporate structure.

Furthermore, the M&A Rules, among other things, purport to require that an offshore special purpose vehicle controlled directly or indirectly by PRC domestic companies or individuals and formed for purposes of overseas listing through acquisition of PRC domestic interests obtain the approval of the CSRC prior to the listing and trading of such special purpose vehicle's securities on an overseas stock exchange. The CSRC has not issued any definitive rules or interpretations concerning whether offerings such as this offering are subject to the CSRC approval procedures under the M&A Rules. Although we are of the position that we are not required to obtain approval from the CSRC under the M&A Rules for listing and trading of our securities after the consummation of the Business Combination, uncertainties still exist as to how the M&A Rules will be interpreted and implemented and the opinion stated above is subject to any new laws, rules and regulations or detailed implementations and interpretations in any form relating to the M&A Rules.

PRC regulations relating to offshore investment activities by PRC residents may limit our Hong Kong subsidiaries' ability to increase their registered capital or distribute profits to us or otherwise expose us to liability and penalties under PRC law.

The State Administration of Foreign Exchange ("SAFE") promulgated the Circular on Relevant Issues Relating to PRC Resident's Investment and Financing and Roundtrip Investment through Special Purpose Vehicles, or SAFE Circular 37, in July 2014 that requires PRC residents or entities to register with SAFE or its local branch in connection with their establishment or control of an offshore entity established for the purpose of overseas investment or financing. In addition, such PRC residents or entities must update their SAFE registrations when the offshore special purpose vehicle undergoes material events relating to any change of basic information (including change of such PRC residents or entities, name and operation term), increases or decreases in investment amount, transfers or exchanges of shares, or mergers or divisions.

SAFE Circular 37 is issued to replace the Circular on Relevant Issues Concerning Foreign Exchange Administration for PRC Residents Engaging in Financing and Roundtrip Investments through Overseas Special Purpose Vehicles. If our shareholders who are PRC residents or entities do not complete their registration with the local SAFE branches, our Hong Kong subsidiaries may be prohibited from distributing their profits and proceeds from any reduction in capital, share transfer or liquidation to us, and we may be restricted in our ability to contribute additional capital to our Hong Kong subsidiaries. Moreover, failure to comply with SAFE registration described above could result in liability under PRC laws for evasion of applicable foreign exchange restrictions.

However, we may not be informed of the identities of all the PRC residents or entities holding direct or indirect interest in us, nor can we compel our shareholders to comply with the requirements of SAFE Circular 37. As a result, we cannot assure you that all of our shareholders who are PRC residents or entities have complied with, and will in the future make or obtain any applicable registrations or approvals required by, SAFE Circular 37. Failure by such shareholders to comply with SAFE Circular 37, or failure by us to amend the foreign exchange registrations of its Hong Kong subsidiaries, if applicable, could subject us to fines or legal sanctions, restrict our overseas or cross-border investment activities, limit our Hong Kong subsidiaries' ability to make distributions or pay dividends to us or affect our ownership structure, which could adversely affect our business and prospects. For a detailed description of the potential government regulations facing the Company and the offering associated with our operations in Hong Kong, please refer to **"Government and Industry Regulations—Regulations Relating to Foreign Exchange and Dividend Distribution."**

PRC regulation of loans to and direct investment in PRC entities by offshore holding companies and governmental control of currency conversion may delay or prevent us from using the proceeds we receive from offshore financing activities to make loans to or make additional capital contributions to our Hong Kong subsidiaries, which could materially and adversely affect our liquidity and our ability to fund and expand business.

Any transfer of funds by us to our Hong Kong subsidiaries, either as a shareholder loan or as an increase in registered capital, may become subject to approval by or registration or filing with relevant governmental authorities in China. According to the relevant PRC regulations on foreign-invested enterprises in China, capital contributions to PRC subsidiaries are subject to the approval of or filing with the Ministry of Commerce in its local branches and registration with a local bank authorized by SAFE. It is unclear if Hong

Kong subsidiaries will be deemed a PRC subsidiary. If Hong Kong subsidiaries are deemed to be PRC subsidiaries, (i) any foreign loan procured by our Hong Kong subsidiaries will be required to be registered with SAFE or its local branches or filed with SAFE in its information system; and (ii) our Hong Kong subsidiaries will not be able to procure loans which exceed the difference between their total investment amount and registered capital or, as an alternative, only procure loans subject to the calculation approach and limitation as provided in the People's Bank of China Notice No. 9 ("PBOC Notice No. 9"). We may not be able to obtain these government approvals or complete such registrations on a timely basis, if at all, with respect to future capital contributions or foreign loans by us to our Hong Kong subsidiaries, if required. If we fail to receive such approvals or complete such registration or filing, our ability to use the proceeds we receive from our offshore financing activities and to capitalize our Hong Kong operations may be negatively affected, which could adversely affect our liquidity and ability to fund and expand our business. There is, in effect, no statutory limit on the amount of capital contribution that we can make to our Hong Kong subsidiaries. This is because there is no statutory limit on the amount of registered capital for our Hong Kong subsidiaries, and we are allowed to make capital contributions to our Hong Kong subsidiaries by subscribing for their initial registered capital and increased registered capital, provided that the Hong Kong subsidiaries complete the relevant filing and registration procedures.

The Circular on Reforming the Administration of Foreign Exchange Settlement of Capital of Foreign-Invested Enterprises, or SAFE Circular 19, effective as of June 1, 2015, as amended by Circular of the State Administration of Foreign Exchange on Reforming and Regulating Policies on the Control over Foreign Exchange Settlement under the Capital Account, or SAFE Circular 16, effective on June 9, 2016, allows FIEs to settle their foreign exchange capital at their discretion, but continues to prohibit FIEs from using the Renminbi fund converted from their foreign exchange capitals for expenditure beyond their business scopes, and also prohibit FIEs from using such Renminbi fund to provide loans to persons other than affiliates unless otherwise permitted under its business scope. If Safe Circulars 16 and 19 are interpreted to apply to the Hong Kong Dollar, our ability to use Hong Kong Dollars converted from the net proceeds from our offshore financing activities to fund the establishment of new entities in Hong Kong, to invest in or acquire any other Hong Kong or PRC companies may be limited, which may adversely affect our business, financial condition and results of operations.

Our Hong Kong subsidiaries may be subject to restrictions on paying dividends or making other payments to us, which may restrict its ability to satisfy liquidity requirements, conduct business and pay dividends to holders of our common stock.

We are a holding company incorporated in Nevada. We rely on dividends from our Hong Kong subsidiaries for our cash and financing requirements, such as the funds necessary to service any debt we may incur. Current PRC regulations permit PRC subsidiaries to pay dividends to foreign parent companies only out of their accumulated after-tax profits upon satisfaction of relevant statutory condition and procedures, if any, determined in accordance with Chinese accounting standards and regulations. In addition, PRC subsidiaries are required to set aside at least 10% of their accumulated profits each year, if any, to fund certain reserve funds until the total amount set aside reaches 50% of its registered capital. Furthermore, if PRC subsidiaries and their subsidiaries incur debt on their own behalf in the future, the instruments governing the debt may restrict their ability to pay dividends or make other payments to the foreign parent company, which may restrict the ability of the foreign parent company to satisfy its liquidity requirements. If such restrictions on dividend and other payments are interpreted to apply to Hong Kong entities, our ability to rely on payments from our Hong Kong subsidiaries will be adversely affected.

In addition, the Enterprise Income Tax Law of the PRC, or the PRC EIT Law, and its implementation rules provide that withholding tax rate of 10% will be applicable to dividends payable by Chinese companies to non-PRC-resident enterprises unless otherwise exempted or reduced according to treaties or arrangements between the PRC central government and governments of other countries or regions where the non-PRC-resident enterprises are incorporated. For a detailed description of the potential government regulations facing the Company and the offering associated with our operations in Hong Kong, please refer to "Government and Industry Regulations – Regulations Relating to Foreign Exchange and Dividend Distribution."

Governmental control of currency conversion may limit our ability to utilize revenues effectively and affect the value of your investment.

The PRC government imposes controls on the convertibility of the Renminbi into foreign currencies and, in certain cases, the remittance of currency out of China. Approval from or registration with appropriate government authorities is required where Renminbi is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of loans denominated in foreign currencies. In light of the flood of capital outflows of China in 2016 due to the weakening Renminbi, the PRC government has imposed more restrictive foreign exchange policies and stepped up scrutiny of major outbound capital movement including overseas direct investment. More restrictions and substantial vetting process are put in place by SAFE to regulate cross-border transactions falling under the capital account. If any of our shareholders regulated by such policies fail to satisfy the applicable overseas direct investment filing or approval requirement timely or at all, it may be subject to penalties from the relevant PRC authorities. The PRC government may at its discretion further restrict access in the future to foreign currencies for current account transactions.

We receive substantially all of our revenues in Hong Kong Dollars. Under our current corporate structure, our Nevada holding company may rely on dividend payments from our Hong Kong subsidiaries to fund any cash and financing requirements that we may have. If the PRC government expands its currency controls to include the Hong Kong Dollar, we will be required to obtain SAFE approval to use cash generated from the operations of our Hong Kong subsidiaries and consolidated affiliated entities to pay off their respective debt in a currency other than Hong Kong Dollar or Renminbi owed to entities outside China, or to make other capital expenditure payments outside China in a currency other than Renminbi or the Hong Kong Dollar. We may be prevented from obtaining sufficient foreign currencies to satisfy our foreign currency demands. As a result, we may not be able to pay dividends in foreign currencies to its shareholders. For a detailed description of the potential government regulations facing the Company and the offering associated with our operations in Hong Kong, please refer to “Government and Industry Regulations – Regulations Relating to Foreign Exchange and Dividend Distribution.”

Failure to comply with PRC regulations regarding the registration requirements for employee stock ownership plans or share option plans may subject the PRC plan participants or us to fines and other legal or administrative sanctions.

Pursuant to SAFE Circular 37, PRC residents who participate in share incentive plans in overseas non-publicly-listed companies may submit applications to SAFE or its local branches for the foreign exchange registration with respect to offshore special purpose companies. In the meantime, our directors, executive officers and other employees who are PRC citizens or who are non-PRC residents residing in the PRC for a continuous period of not less than one year, subject to limited exceptions, and who have been granted incentive share awards by us, may follow the Notices on Issues Concerning the Foreign Exchange Administration for Domestic Individuals Participating in Stock Incentive Plan of Overseas Publicly-Listed Company, or 2012 SAFE notices, promulgated by the SAFE in 2012. Pursuant to the 2012 SAFE notices, PRC citizens and non-PRC citizens who reside in China for a continuous period of not less than one year who participate in any stock incentive plan of an overseas publicly listed company, subject to a few exceptions, are required to register with SAFE through a domestic qualified agent, which could be the PRC subsidiaries of such overseas listed company, and complete certain other procedures. In addition, an overseas entrusted institution must be retained to handle matters in connection with the exercise or sale of stock options and the purchase or sale of shares and interests. Our executive officers and other employees who are PRC citizens or who reside in the PRC for a continuous period of not less than one year and who have been granted options will be subject to these regulations. It is unclear if these regulations will be expanded to include Hong Kong residents or citizens. Failure to complete the SAFE registrations may subject them to fines, and legal sanctions and may also limit our ability to contribute additional capital into our Hong Kong subsidiaries and limit our Hong Kong subsidiaries’ ability to distribute dividends to us if Hong Kong residents or citizens are covered under these PRC regulations. We also face regulatory uncertainties that could restrict our ability to adopt additional incentive plans for our directors, executive officers and employees under PRC law.

The SAT has issued certain circulars concerning employee share options and restricted shares. Under these circulars, employees working in China who exercise share options or are granted restricted shares will be subject to PRC individual income tax. It is unclear whether these regulations will be expanded in the future to cover our employees in Hong Kong. Our Hong Kong subsidiaries may become obligated to file documents related to employee share options or restricted shares with relevant tax authorities and to withhold individual income taxes of those employees who exercise their share options. If our employees fail to pay or we fail to withhold their income taxes according to relevant laws and regulations, we may face sanctions imposed by the tax authorities or other PRC governmental authorities.

If we become directly subject to the recent scrutiny, criticism and negative publicity involving U.S.-listed Chinese companies, we may have to expend significant resources to investigate and resolve the matter which could harm our business operations, stock price and reputation and could result in a loss of your investment in our stock, especially if such matter cannot be addressed and resolved favorably.

Recently, U.S. public companies that have substantially all of their operations in Hong Kong and China have been the subject of intense scrutiny, criticism and negative publicity by investors, financial commentators and regulatory agencies, such as the SEC. Much of the scrutiny, criticism and negative publicity has centered around the effects of US-China governmental policies and political climate, financial and accounting irregularities and mistakes, a lack of effective internal controls over financial accounting, inadequate corporate governance policies or a lack of adherence thereto and, in many cases, allegations of fraud. As a result of the scrutiny, criticism and negative publicity, the publicly traded stock of many U.S. listed Chinese companies has sharply decreased in value and, in some cases, has become virtually worthless. Many of these companies are now subject to shareholder lawsuits and SEC enforcement actions, and are conducting internal and external investigations into the allegations. It is not clear what effect this sector-wide scrutiny, criticism and negative publicity will have on our Company, our business and our stock price. If we become the subject of any unfavorable allegations, whether such allegations are proven to be true or untrue, we will have to expend significant resources to investigate such allegations and/or defend our company. This situation will be costly and time consuming and distract our

management from growing our company. If such allegations are not proven to be groundless, our company and business operations will be severely negatively affected and your investment in our stock could be rendered worthless.

~~*The Chinese government exerts substantial influence over the manner in which we must conduct our business activities.*~~

~~The PRC government has exercised and continues to exercise substantial control over virtually every sector of the Chinese economy through regulation and state ownership. We expect the Hong Kong legal system to rapidly evolve in the near future and may become closer aligned with legal system in China. As such, the interpretations of many laws, regulations and rules may not always be uniform and the enforcement of these laws, regulations and rules may involve uncertainties for you and us. Our ability to operate in Hong Kong may be harmed by these changes in its laws and regulations, including those relating to taxation, import and export tariffs, healthcare regulations, environmental regulations, land use and property ownership rights, and other matters. Accordingly, government actions in the future, including any decision not to continue to support recent economic reforms and to return to a more centrally planned economy or regional or local variations in the implementation of economic policies, could have a significant effect on economic conditions in Hong Kong or particular regions thereof, and could require us to divest ourselves of any interest we then hold in Hong Kong properties or joint ventures. Any divestiture or similar action could result in a material adverse effect on us and on your investment in us.~~

~~*Investors may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing original actions in Hong Kong based upon U.S. laws, including the federal securities laws or other foreign laws against us or our management.*~~

All of our current operations are conducted in Hong Kong. Moreover, most of our current directors and officers are nationals or residents of Hong Kong. All or a substantial portion of the assets of these persons are located outside the United States and in the Hong Kong. As a result, it may not be possible to effect service of process within the United States or elsewhere outside Hong Kong upon these persons. In addition, uncertainty exists as to whether the courts of Hong Kong would recognize or enforce judgments of U.S. courts obtained against us or such officers and/or directors predicated upon the civil liability provisions of the securities laws of the United States or any state thereof, or be competent to hear original actions brought in Hong Kong against us or such persons predicated upon the securities laws of the United States or any state thereof.

~~*We are indebted to certain of our executive officers and directors in the approximate amount of US\$62,887.*~~

~~As of March 31, 2021, we are indebted to Sally Lo, our executive officers and directors, in an approximate amount of \$62,887. We may not be able to generate sufficient cash flow to repay these loans. If we issue additional securities as repayment, our shareholders may experience significant dilution. Additionally, loan repayment before achievement of profitability may cause us to delay implementing our business plans to expand.~~

~~*We are also subject to other risks and uncertainties that affect many other businesses, including:*~~

- ~~• increasing costs, the volatility of costs and funding requirements and other legal mandates for employee benefits, especially pension and healthcare benefits;~~
- ~~• the increasing costs of compliance with federal, state and foreign governmental agency mandates (including the Foreign Corrupt Practices Act) and defending against inappropriate or unjustified enforcement or other actions by such agencies;~~
- ~~• the impact of any international conflicts on the U.S. and global economies in general, the transportation industry or us in particular, and what effects these events will have on our costs or the demand for our services;~~
- ~~• any impacts on our business resulting from new domestic or international government laws and regulation;~~
- ~~• market acceptance of our new service and growth initiatives;~~
- ~~• the impact of technology developments on our operations and on demand for our services;~~
- ~~• governmental underinvestment in transportation infrastructure, which could increase our costs and adversely impact our service levels due to traffic congestion or sub-optimal routing of our vehicles;~~
- ~~• widespread outbreak of an illness or any other communicable disease, or any other public health crisis; and~~
- ~~• availability of financing on terms acceptable to our ability to maintain our current credit ratings, especially given the capital intensity of our operations.~~

~~*If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed.*~~

~~We may rely on trade secrets, including unpatented know-how, technology and other proprietary information, to maintain our competitive position. However, trade secrets are difficult to protect. We limit disclosure of such trade secrets where possible but we also seek to protect these trade secrets, in part, by entering into non-disclosure and confidentiality agreements with parties who do have access to them, such as our employees, contract manufacturers, consultants, advisors and other third parties. Despite these efforts, any of these parties may breach the agreements and may unintentionally or willfully disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive and time consuming, and the outcome is unpredictable. In~~

~~addition, some courts inside and outside the United States are less willing or unwilling to protect trade secrets. Moreover, if any of our trade secrets were to be lawfully obtained or independently developed by a competitor, we would have no right to prevent them, or those to whom they communicate it, from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to or independently developed by a competitor, our competitive position would be harmed.~~

Risks Related to Our Finances and Capital Requirements

We will need additional funding and may be unable to raise capital when needed, which would force us to delay any business expansions or acquisitions.

Our business plan contemplates the expansion of our operations through organic means and through acquisitions or investments in additional complementary businesses, products and technologies. While we currently have no commitments or agreements relating to any of these types of transactions, we do not generate sufficient revenue from operations to finance expansion or acquisition needs. We expect to finance such future cash needs through public or private equity offerings, debt financings or corporate collaboration and licensing arrangements, as well as through interest income earned on cash and investment balances. We cannot be certain that additional funding will be available on acceptable terms, or at all. If adequate funds are not available, we may be required to delay, reduce the scope of or eliminate one or more of our development programs or our commercialization efforts.

Raising additional capital may cause dilution to our existing stockholders, restrict our operations or require us to relinquish proprietary rights.

Until such time, if ever, as we can generate substantial revenue, we expect to finance our cash needs through a combination of equity offerings, debt financings, grants and license and development agreements in connection with any collaborations. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect your rights as a stockholder. Debt financing and preferred equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends.

If we raise additional funds through collaborations, strategic alliances or marketing, distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings when needed, we may be required to delay, limit, reduce or terminate our product development or future commercialization efforts or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves.

Risks Relating to Securities Markets and Investment in Our Stock

There is presently none and there may not ever be an active market for our Common Stock. There are restrictions on the transferability of these securities.

There currently is no market for our Common Stock and, except as otherwise described herein, we have no plans to file any registration statement or otherwise attempt to create a market for the shares. Even if an active market develops for the shares, Rule 144, which provides for an exemption from the registration requirements under the Securities Act under certain conditions, requires, among other conditions, a holding period prior to the resale (in limited amounts) of securities acquired in a non-public offering without having to satisfy the registration requirements under the Securities Act. There can be no assurance that we will fulfill any reporting requirements in the future under the Exchange Act or disseminate to the public any current financial or other information concerning us, as is required by Rule 144 as part of the conditions of its availability.

Our common stock is subject to the "penny stock" rules of the sec and the trading market in our securities is limited, which makes transactions in our stock cumbersome and may reduce the value of an investment in our stock.

Under U.S. federal securities legislation, our common stock will constitute "penny stock". Penny stock is any equity security that has a market price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require that a broker or dealer approve a potential investor's account for transactions in penny stocks, and the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased. In order to approve an investor's account for transactions in penny stocks, the broker or dealer must obtain financial information and investment experience objectives of the person, and make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks. The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prepared by the Commission relating to the penny stock market, which, in highlight form sets forth the basis on which the broker or dealer made the suitability determination. Brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock. Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in

secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

Our insiders beneficially own a significant portion of our stock, and accordingly, may have control over stockholder matters, our business and management.

As of the date of this prospectus, Sally Lo, our sole executive officer and director, and Daily Success Development Limited, our major stockholder, collectively beneficially own 3,600,000,000 shares of our common stock, or approximately 86.61% of our issued and outstanding shares of common stock. In addition, Ms. Lo and Daily Success Development Limited also own approximately 86.54% of our issued and outstanding Series A Convertible Preferred Stock and 100% of our issued and outstanding Series B Convertible Preferred Stock. As a result, our management team will have significant influence to:

- Elect or defeat the election of our directors;
- Amend or prevent amendment of our articles of incorporation or bylaws;
- effect or prevent a merger, sale of assets or other corporate transaction; and
- affect the outcome of any other matter submitted to the stockholders for vote.

Moreover, because of the significant ownership position held by our management team, new investors may not be able to effect a change in our business or management, and therefore, shareholders would have no recourse as a result of decisions made by management. In addition, sales of significant amounts of shares held by our management team, or the prospect of these sales, could adversely affect the market price of our common stock. Our management team's stock ownership may discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us, which in turn could reduce our stock price or prevent our stockholders from realizing a premium over our stock price.

State securities laws may limit secondary trading, which may restrict the states in which and conditions under which you can sell the shares offered by this registration statement.

Secondary trading in common stock sold in this offering will not be possible in any state until the common stock is qualified for sale under the applicable securities laws of the state or there is confirmation that an exemption, such as listing in certain recognized securities manuals, is available for secondary trading in the state. If we fail to register or qualify, or to obtain or verify an exemption for the secondary trading of, the common stock in any particular state, the common stock could not be offered or sold to, or purchased by, a resident of that state. In the event that a significant number of states refuse to permit secondary trading in our common stock, the liquidity for the common stock could be significantly impacted thus causing you to realize a loss on your investment.

The Company does not intend to seek registration or qualification of its shares of common stock the subject of this offering in any State or territory of the United States. Aside from a "secondary trading" exemption, other exemptions under state law and the laws of US territories may be available to purchasers of the shares of common stock sold in this offering,

Anti-takeover effects of certain provisions of Nevada state law hinder a potential takeover of our company. Though not now, in the future we may become subject to Nevada's control share law. A corporation is subject to Nevada's control share law if it has more than 200 stockholders, at least 100 of whom are stockholders of record and residents of Nevada, and it does business in Nevada or through an affiliated corporation. The law focuses on the acquisition of a "controlling interest" which means the ownership of outstanding voting shares sufficient, but for the control share law, to enable the acquiring person to exercise the following proportions of the voting power of the corporation in the election of directors:

(i) one-fifth or more but less than one-third, (ii) one-third or more but less than a majority, or (iii) a majority or more. The ability to exercise such voting power may be direct or indirect, as well as individual or in association with others.

The effect of the control share law is that the acquiring person, and those acting in association with it, obtains only such voting rights in the control shares as are conferred by a resolution of the stockholders of the corporation, approved at a special or annual meeting of stockholders. The control share law contemplates that voting rights will be considered only once by the other stockholders. Thus, there is no authority to strip voting rights from the control shares of an acquiring person once those rights have been approved. If the stockholders do not grant voting rights to the control shares acquired by an acquiring person, those shares do not become permanent non-voting shares. The acquiring person is free to sell its shares to others. If the buyers of those shares themselves do not acquire a controlling interest, their shares do not become governed by the control share law.

If control shares are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of the voting power, any stockholder of record, other than an acquiring person, who has not voted in favor of approval of voting rights is entitled to demand fair value for such stockholder's shares.

In addition to the control share law, Nevada has a business combination law which prohibits certain business combinations between Nevada corporations and "interested stockholders" for three years after the "interested stockholder" first becomes an "interested stockholder," unless the corporation's board of directors approves the combination in advance. For purposes of Nevada law, an "interested stockholder" is any person who is (i) the beneficial owner, directly or indirectly, of ten percent or more of the voting power of the outstanding voting shares of the corporation, or (ii) an affiliate or associate of the corporation and at any time within the three previous years was the beneficial owner, directly or indirectly, of ten percent or more of the voting power of the then outstanding shares of the corporation. The definition of the term "business combination" is sufficiently broad to cover virtually any kind of transaction that would allow a potential acquirer to use the corporation's assets to finance the acquisition or otherwise to benefit its own interests rather than the interests of the corporation and its other stockholders.

The effect of Nevada's business combination law is to potentially discourage parties interested in taking control of our company from doing so if it cannot obtain the approval of our board of directors.

Because we do not intend to pay any cash dividends on our common stock, our stockholders will not be able to receive a return on their shares unless they sell them. We intend to retain any future earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our common stock in the foreseeable future. Unless we pay dividends, our stockholders will not be able to receive a return on their shares unless they sell them. Stockholders may never be able to sell shares when desired. Before you invest in our securities, you should be aware that there are various risks. You should consider carefully these risk factors, together with all of the other information included in this annual report before you decide to purchase our securities. If any of the following risks and uncertainties develop into actual events, our business, financial condition or results of operations could be materially adversely affected.

Our stock may be subject to substantial price and volume fluctuations due to a number of factors, many of which are beyond our control and may prevent our stockholders from reselling our Common Stock at a profit. The market prices for securities of logistics companies may be volatile and may fluctuate substantially due to many factors, including:

- market conditions in the logistics sectors or the economy as a whole;
- price and volume fluctuations in the overall stock market;
- announcements of the introduction of new products and services by us or our competitors;
- actual fluctuations in our quarterly operating results, and concerns by investors that such fluctuations may occur in the future;
- deviations in our operating results from the estimates of securities analysts or other analyst comments;
- additions or departures of key personnel;
- legislation, including measures affecting e-commerce or infrastructure development; and
- developments concerning current or future strategic collaborations

Item 2. Financial Information.

Management's Discussion and Analysis of the Results of Operations

Forward-Looking Statements

Statements in the following discussion and throughout this registration statement that are not historical in nature are "forward-looking statements." You can identify forward-looking statements by the use of words such as "expect," "anticipate," "estimate," "may," "will," "should," "intend," "believe," and similar expressions. Although we believe the expectations reflected in these forward-looking statements are reasonable, such statements are inherently subject to risk and we can give no assurances that our expectations will prove to be correct. Actual results could differ from those described in this registration statement because of numerous factors, many of which are beyond our control. These factors include, without limitation, those described under Item 1A "Risk Factors." We undertake no obligation to update these forward-looking statements to reflect events or circumstances after the

date of this registration statement or to reflect actual outcomes. Please see “Forward Looking Statements” at the beginning of this Form 10.

The following discussion of our financial condition and results of operations should be read in conjunction with our combined and consolidated financial statements and the related notes thereto and other financial information appearing elsewhere in this Form 10.

Overview

DH Enchantment, Inc. (f/k/a Energy Management International Inc.) is a holding company that, through its subsidiaries, is engaged primarily in the sale and distribution of COVID-19 rapid antigen tester sets produced by third parties. We operate our business through our wholly owned subsidiary Ho Shun Yi Limited (“HSY”). We commenced operations in Hong Kong in October 2020 and sell our products primarily in Hong Kong. We are not required to obtain permission from the Chinese authorities to operate or to issue securities to foreign investors. HSY was organized as a private limited liability company on July 9, 2018, in Hong Kong and is a wholly owned subsidiary of DH Investment Group Limited (“DHIG”). We acquired DHIG on July 26, 2021.

We are at a development stage company and reported a net profit of \$8,700 and \$0 for the years ended March 31, 2021 and 2020, respectively. We had current assets of \$74,360 and current liabilities of \$65,670 as of March 31, 2021. As of March 31, 2020, our current assets and current liabilities were \$0.

Results of Operations

Comparison of the fiscal years ended March 31, 2021 and March 31, 2020

The following table sets forth certain operational data for the years indicated:

	Fiscal Years Ended March 31,	
	2021	2020
Revenues	\$ 211,549	\$ —
Cost of revenue	(165,956)	—
Gross profit	45,593	—
General and administrative expenses	(36,893)	—
Profit from operation	8,700	—
Other expense, net	—	—
Income tax expense	—	—
Net profit	8,700	—

Revenue. We generated revenues of \$211,549 and \$0 for the years ended March 31, 2021 and 2020. We commenced operations from November 2020.

During the twelve months ended March 31, 2021, and 2020, the following customers accounted for 10% or more of our total net revenues:

Customer name	Year ended March 31, 2021		March 31, 2021
	Revenues	Percentage of revenues	Trade accounts receivable
Uni-Alliance Limited	\$ 172,879	82%	\$ 1,592

For the year ended March 31, 2020, there were no customers.

Cost of Revenue. Cost of revenue for the years ended March 31, 2021 and 2020, was \$165,956 and \$0, respectively. We commenced operations from November 2020.

During the twelve months ended March 31, 2021, and 2020, the following suppliers accounted for 10% or more of our total net cost of revenue:

Supplier name	Year ended March 31, 2021		March 31, 2021
	Cost of Revenues	Percentage of cost of revenues	Trade accounts payable
Phase Scientific International Limited	\$ 165,956	100%	\$ 1,397

For the year ended March 31, 2020, there were no suppliers.

Gross Profit. We achieved a gross profit of \$45,593 and \$0 for the years ended March 31, 2021 and 2020, respectively. We commenced operations from November 2020.

General and Administrative Expenses (“G&A”). We incurred G&A expenses of \$36,893 and \$0 for the years ended March 31, 2021 and 2020, respectively. The increase in G&A is primarily attributable to the employment and other expenses.

Income Tax Expense. Our income tax expenses for the years ended March 31, 2021 and 2020 were \$0.

Comparison of the three months ended June 30, 2021 and June 30, 2020

The following table sets forth certain operational data for the periods indicated:

	<u>Three Months Ended June 30,</u>	
	<u>2021</u>	<u>2020</u>
<u>Revenues</u>	\$ 99,812	\$ -
<u>Cost of revenue</u>	(88,229)	-
<u>Gross profit</u>	11,583	-
<u>General and administrative expenses</u>	(101,670)	(8,580)
<u>Profit</u>	(90,087)	(8,580)
<u>Loss from operation</u>	(90,087)	(8,580)
<u>Other expense, net</u>	(621)	-
<u>Income tax expense</u>	-	-
<u>Net loss</u>	(90,708)	(8,580)

Revenue. We generated revenues of \$99,812 and \$0 for the three months ended June 30, 2021 and 2020. We commenced operations from November 2020.

For the three months ended June 30, 2021, and 2020, the following customers accounted for 10% or more of our total net revenues:

<u>Customer name</u>	<u>Three months ended June 30, 2021</u>		<u>June 30, 2021</u>
	<u>Revenues</u>	<u>Percentage of revenues</u>	<u>Trade accounts receivable</u>
<u>Uni-Alliance Limited</u>	\$ 172,879	82.43%	\$ 1,592
<u>Kin Pharm Dispensary Limited</u>	28,703	29%	-
<u>Hong Kong Rehabilitation A & E Association Limited</u>	13,930	14%	-
	85,149	86%	2,561

For the three months ended June 30, 2020, there were no customers.

Cost of Revenue. Cost of revenue for the three months ended June 30, 2021 and 2020, was \$165,956 and \$0, respectively. We commenced operations from November 2020.

For the three months ended June 30, 2021, and 2020, the following suppliers accounted for 10% or more of our total net cost of revenue:

<u>Supplier name</u>	<u>Year ended March 31, 2021</u>	<u>Three months ended June 30, 2021</u>	<u>March 31, 2021</u>
	<u>Cost of Revenues</u>	<u>Percentage of cost of revenues</u>	<u>Trade accounts payable</u>
<u>Phase Scientific International Limited</u>	\$ 165,956	100%	\$ 1,392

For the three months ended June 30, 2020, there were no suppliers.

Gross Profit. We achieved a gross profit of ~~\$45,593~~ 11,583 and \$0 for the three months ended June 30, 2021 and 2020, respectively. We commenced operations from November 2020.

General and Administrative Expenses ("G&A"). We incurred G&A expenses of ~~\$36,893~~ 101,670 and \$8,580 for the three months ended June 30, 2021 and 2020, respectively. The increase in G&A is primarily attributable to the employment and other expenses.

Income Tax Expense. Our income tax expenses for the three months ended June 30, 2021 and 2020 were \$0.

Liquidity and Capital Resources

We have never paid dividends on our Common Stock. Our present policy is to apply cash to investments in product development, acquisitions or expansion; consequently, we do not expect to pay dividends on Common Stock in the foreseeable future.

	March 31, 2021	March 31, 2020
Net cash generated from operating activities	\$ 8,891	\$ —
Net cash (used in) investing activities	—	—
Net cash generated from financing activities	63,887	—

Net Cash Generated From Operating Activities.

For the year ended March 31, 2021, net cash generated from operating activities was \$8,891, which consisted primarily of a net profit of \$8,700, an increase in prepayments and other receivables of \$1,592 and offset by an increase in accrued liabilities and other payables of \$1,783.

For the year ended March 31, 2020, no net cash was provided by operating activities.

We expect to continue to rely on cash generated through financing from our existing shareholders and private placements of our securities, however, to finance our operations and future acquisitions.

Net Cash Used In Investing Activities.

For the year ended March 31, 2021, no net cash was provided by investing activities.

For the year ended March 31, 2020, no net cash was provided by investing activities.

Net Cash Used In Financing Activities.

For the year ended March 31, 2020, net cash generated from financing activities was \$63,887 consisting of advances from a director.

For the year ended March 31, 2020, no net cash was provided by financing activities.

Off-Balance Sheet Arrangements

We are not party to any off-balance sheet transactions. We have no guarantees or obligations other than those which arise out of normal business operations.

Contractual Obligations and Commercial Commitments

We had the following contractual obligations and commercial commitments as of March 31, 2021:

Contractual Obligations	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Amounts due to related parties	\$ 63,887	\$ 63,887	\$ —	\$ —	\$ —

Commercial commitments	--	--	--	--	--	--
Bank loan repayment	--	--	--	--	--	--
Total obligations	\$ 63,887	\$ 63,887	\$ --	\$ --	\$ --	\$ --

						March 31, 2021	June 30, 2020
						June 30, 2021	2020
Net cash generated from used in operating activities	\$ 8,891	(38,329)	\$ 8,891	(8,580)			
Net cash generated from (used in) investing activities	--	--	--	--			
Net cash generated from financing activities	63,887	81,091	63,887	21,471			

Net Cash Generated From Used In Operating Activities.

For the three months ended June 30, 2021, net cash generated from used in operating activities was \$XXX38,329, which consisted primarily of a net loss profit of \$XXX90,708, an increase in prepayments and other receivables of \$XX2,090 and offset by an increase in accrued liabilities and other payables of \$1,78354,469.

For the three months ended June 30, 2020, net cash used in operating activities was \$8,580, which consisted of a net loss. no net cash was provided by operating activities.

We expect to continue to rely on cash generated through financing from our existing shareholders and private placements of our securities, however, to finance our operations and future acquisitions.

Net Cash Used In Generated From Investing Activities.

For the three months ended June 30, 2021, no net cash was provided by generated from investing activities.

For the three months ended June 30, 2020, no net cash was provided by generated from investing activities.

Net Cash Used In Generated From Financing Activities.

For the three months ended June 30, 2021, net cash generated from financing activities was \$XXX81,091 consisting of advances from a director of \$3,825 and proceed from issuance of promissory notes of \$77,266.

For the three months ended June 30, 2020, no net cash was provided by generated from financing activities was \$21,471 consisting of advances from a director.

Off-Balance Sheet Arrangements

We are not party to any off-balance sheet transactions. We have no guarantees or obligations other than those which arise out of normal business operations.

Contractual Obligations and Commercial Commitments

We had the following contractual obligations and commercial commitments as of June 30, 2021:

Contractual Obligations	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Amounts due to related parties	\$ 67,712	\$ 67,712	\$ --	\$ --	\$ --
Promissory notes, related parties	81,129	81,129	--	--	--
Commercial commitments	--	--	--	--	--
Bank loan repayment	--	--	--	--	--
Total obligations	\$ 148,841	\$ 148,841	\$ --	\$ --	\$ --

~~We had the following contractual obligations and commercial commitments as of March 31, 2021:~~

			Less than 1				More than 5				
Contractual Obligations	-	Total	--	Year	--	1-3 Years	--	3-5 Years	--	Years	-
-	-	\$	--	\$	--	\$	--	\$	--	\$	-
Amounts due to related parties	-\$	63,887	-\$	63,887	-\$	--	-\$	--	-\$	--	
Commercial commitments	--	--	--	--	--	--	--	--	--	--	
Bank loan repayment	--	--	--	--	--	--	--	--	--	--	
Total obligations	-\$	63,887	-\$	63,887	-\$	--	-\$	--	-\$	--	

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires our management to make assumptions, estimates and judgments that affect the amounts reported, including the notes thereto, and related disclosures of commitments and contingencies, if any. We have identified certain accounting policies that are significant to the preparation of our financial statements. These accounting policies are important for an understanding of our financial condition and results of operations. Critical accounting policies are those that are most important to the presentation of our financial condition and results of operations and require management's subjective or complex judgment, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods. Certain accounting estimates are particularly sensitive because of their significance to financial statements and because of the possibility that future events affecting the estimate may differ significantly from management's current judgments. We believe the following accounting policies are critical in the preparation of our financial statements.

- Use of estimates and assumptions

In preparing these combined and consolidated financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenues and expenses during the years reported. Actual results may differ from these estimates.

- Basis of consolidation

The combined and consolidated financial statements include the accounts of ENMI and its subsidiaries. All significant inter-company balances and transactions within the Company have been eliminated upon consolidation.

- Cash and cash equivalents

Cash and cash equivalents are carried at cost and represent cash on hand, demand deposits placed with banks or other financial institutions and all highly liquid investments with an original maturity of three months or less as of the purchase date of such investments.

- Revenue recognition

The Company adopted Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09") using the full retrospective transition method. The Company's adoption of ASU 2014-09 did not have a material impact on the amount and timing of revenue recognized in its financial statements.

Under ASU 2014-09, the Company recognizes revenue when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

The Company applies the following five steps in order to determine the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its agreements:

- identify the contract with a customer;
- identify the performance obligations in the contract;
- determine the transaction price;
- allocate the transaction price to performance obligations in the contract; and
- recognize revenue as the performance obligation is satisfied.

- Cost of revenue

Cost of revenue consists primarily of the cost of goods sold, which are directly attributable to the sales of COVID-19 rapid tester products.

- Income taxes

The Company adopted the ASC 740 *Income tax* provisions of paragraph 740-10-25-13, which addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the combined and consolidated financial statements. Under paragraph 740-10-25-13, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the combined and consolidated financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Paragraph 740-10-25-13 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of paragraph 740-10-25-13.

The estimated future tax effects of temporary differences, if any, between the tax basis of assets and liabilities are reported in the accompanying balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its balance sheets and provides valuation allowances as management deems necessary.

- Uncertain tax positions

The Company did not take any uncertain tax positions and had no adjustments to its income tax liabilities or benefits pursuant to the ASC 740 provisions of Section 740-10-25 for the years ended March 31, 2021 and 2020.

- Foreign currencies translation

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at the balance sheet dates. The resulting exchange differences are recorded in the combined and consolidated statement of operations.

The reporting currency of the Company is United States Dollar ("US\$") and the accompanying combined and consolidated financial statements have been expressed in US\$. In addition, the Company is operating in Hong Kong and maintains its books and record in its local currency, Hong Kong Dollars ("HKD"), which is its functional currency, being the primary currency of the economic environment in which their operations are conducted. In general, for consolidation purposes, assets and liabilities of its subsidiary whose functional currency is not US\$ are translated into US\$, in accordance with ASC Topic 830-30, "*Translation of Financial Statement*", 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 foreign subsidiary are recorded as a separate component of accumulated other comprehensive income within the statements of changes in stockholder's equity.

~~Translation of amounts from HKD into US\$ has been made at the following exchange rates for the years ended March 31, 2021 and 2020:~~

-	-	-
-	-	-
-	-	-
Year-end HKD:US\$ exchange rate	-	<u>March 31, 2021</u> - <u>March 31, 2020</u>
Annualized average HKD:US\$ exchange rate	-	<u>0.12862</u> - <u>0.12898</u>
		<u>0.12888</u> - <u>0.12856</u>

- Comprehensive income

ASC Topic 220, "*Comprehensive Income*", establishes standards for reporting and display of comprehensive income, its components and accumulated balances. Comprehensive income as defined includes all changes in equity during a period from non-owner sources. Accumulated other comprehensive income, as presented in the accompanying combined and consolidated statements of changes in stockholders' equity, consists of changes in unrealized gains and losses on translation of functional currencies to presentation currency. This comprehensive income is not included in the computation of income tax expense or benefit.

- Segment reporting

ASC Topic 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 geographical areas, business segments and major customers in combined and consolidated financial statements. For the years ended March 31, 2021 and 2020, the Company operates in one reportable operating segment in Hong Kong.

- Retirement plan costs

Contributions to retirement plans (which are defined contribution plans) are charged to general and administrative expense in the accompanying statements of operation as the related employee service is provided.

- Related parties

The Company follows the ASC 850-10, *Related Party* for the identification of related parties and disclosure of related party transactions.

Pursuant to section 850-10-20 the related parties include a) affiliates of the Company; b) entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of section 825-10-15, to be accounted for by the equity method by the investing entity; c) trusts for the benefit of employees, such as pension and Income-sharing trusts that are managed by or under the trusteeship of management; d) principal owners of the Company; e) management of the Company; f) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g) other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The combined and consolidated financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a) the nature of the relationship(s) involved; b) a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c) the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d) amount due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

- Commitments and contingencies

The Company follows the ASC 450-20, *Commitments* to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or un-asserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time that these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

- Fair value of financial instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and has adopted paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 of the FASB Accounting Standards Codification establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, paragraph 820-10-35-37 of the FASB Accounting Standards Codification establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable

inputs. The three (3) levels of fair value hierarchy defined by paragraph 820-10-35-37 of the FASB Accounting Standards Codification are described below:

- Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
- Level 3 Pricing inputs that are generally observable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

Recently Issued Accounting Pronouncements

In January 2017, the Financial Accounting Standard Board (“FASB”) issued ASU 2017-04, *Intangibles - Goodwill and Other (Topic 350): Simplifying the Accounting for Goodwill Impairment* (“ASU 2017-04”). ASU 2017-04 removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. A goodwill impairment will now be the amount by which a reporting unit’s carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. This standard, which will be effective for the Company beginning in the first quarter of fiscal year 2020, is required to be applied prospectively. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017, which resulted in no impact to the Company's Consolidated Financial Statements.

In June 2020, the FASB issued ASU 2020-07, *Improvements to Nonemployee Share-Based Payment Accounting* (“ASU 2020-07”), which supersedes ASC 505-50 and expands the scope of ASC 718 to include all share-based payments arrangements related to the acquisition of goods and services from both employees and nonemployees. For public companies, the amendments are effective for annual reporting periods beginning after December 15, 2020, including interim periods within those annual periods. Early adoption is permitted, but no earlier than a company's adoption date of ASC 606. The Company does not believe that the adoption of ASU 2020-07 will have a material impact on the Company’s consolidated financial statements.

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe that the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.

Item 3. Properties.

Our corporate and executive office is located at Unit A, 13/F, Gee Luen Factory Building, 316-318 Kwun Tong Road, Kowloon, Hong Kong, telephone number +852 2621 3288. The premises are provided free of charge by our sole executive officer, Sally Lo. We believe that our existing facilities are adequate to meet our current requirements.

Item 4. Security Ownership of Certain Beneficial Owners and Management.

The following table sets forth certain information with respect to the beneficial ownership of our common stock, as of July 26, 2021, for: (i) each of our named executive officers; (ii) each of our directors; (iii) all of our current executive officers and directors as a group; and (iv) each person, or group of affiliated persons, known by us to be the beneficial owner of more than 5% of our outstanding shares of common stock.

Except as indicated in footnotes to this table, we believe that the stockholders named in this table will have sole voting and investment power with respect to all shares of common stock shown to be beneficially owned by them, based on information provided to us by such stockholders. Unless otherwise indicated, the address for each director and executive officer listed is: c/o Energy Management International, Inc., Unit A, 13/F, Gee Luen Factory Building, 316-318 Kwun Tong Road, Kowloon, Hong Kong.

Name and Address of Beneficial Owner	Common Stock Beneficially Owned	
	Number of Shares and Nature of Beneficial Ownership	Percentage of Total Common Equity (1)

Sally Kin Yi LO (2)	1,260,000,000	30.31%
All executive officers and directors as a Group (1 person)	1,260,000,000	30.31%
5% or Greater Stockholders:		
Daily Success Development Limited (3)	2,340,000,000	56.30%

- (1) Applicable percentage ownership is based on 4,156,545,807 shares of common stock outstanding as of July 30, 2021, together with securities exercisable or convertible into shares of common stock within 60 days of July 30, 2021. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock that a person has the right to acquire beneficial ownership of upon the exercise or conversion of options, convertible stock, warrants or other securities that are currently exercisable or convertible or that will become exercisable or convertible within 60 days of July 30, 2021, are deemed to be beneficially owned by the person holding such securities for the purpose of computing the number of shares beneficially owned and percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.
- (2) In addition to the common stock owned, Sally Kin Yi LO also owns 945,000 shares of Series A Preferred Stock, par value \$0.002, constituting approximately 30.29% of the issued and outstanding shares of Series A Preferred Stock, and 35,000 shares of Series B Preferred Stock, par value \$0.001, constituting 35% of the issued and outstanding shares of Series B Preferred Stock.
- (3) In addition to the common stock owned, Daily Success Development Limited also owns 1,755,000 shares of Series A Preferred Stock, par value \$0.002, constituting approximately 56.25% of the issued and outstanding Series A Preferred Stock and 65,000 shares of Series B Preferred Stock, par value \$0.001, constituting 65% of the issued and outstanding shares of Series B Preferred Stock. Daily Success Development Limited is beneficially owned by Shing Lee.

Item 5. Directors and Executive Officers.

The following table sets forth certain information about our directors and our executive officers.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Sally Kin Yi LO	52	Chief Executive Officer and Director

Executive Officers and Directors

Sally Kin Yi Lo, age 52, has served as our Chief Executive Officer, Chief Financial Officer, Secretary and Director since May 14, 2021. Ms. Lo has deep experience in the commercial real estate and textile management industries. She has served as a general manager of Ho Shun Yi Limited, an antigen testing company since 2020. From 1996 to 2015, she owned, operated and managed Golden Hill Properties Co. Ms. Lo received her post graduate diploma in Management Studies from The Robert Gordon University and her higher diploma in Textile and Clothing Studies from Hong Kong Polytechnic University. Ms. Lo brings to the Board her deep experience in commercial real estate and textiles.

Family Relationships

Ms. Lo is our sole director and officer. Accordingly, there is no family relationship between any director, executive officer or person nominated to become a director or executive officer.

Involvement in Certain Legal Proceedings

No executive officer or director is a party in a legal proceeding adverse to us or any of our subsidiaries or has a material interest adverse to us or any of our subsidiaries.

No executive officer or director has been involved in the last ten years in any of the following:

- Any bankruptcy petition filed by or against any business or property of such person, or of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent

jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;

- Being found by a court of competent jurisdiction (in a civil action), the SEC or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;
- Being the subject of or a party to any judicial or administrative order, judgment, decree or finding, not subsequently reversed, suspended or vacated relating to an alleged violation of any federal or state securities or commodities law or regulation, or any law or regulation respecting financial institutions or insurance companies, including but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order, or any law or regulation prohibiting mail, fraud, wire fraud or fraud in connection with any business entity; or
- Being the subject of or a party to any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act, any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Composition of our Board of Directors

Our Bylaws provide that our board of directors must consist of between one (1) and five (5) directors, and such number of directors within this range may be determined from time to time by resolution of our board of directors or our stockholders. Currently, we have one (1) director. Our Bylaws may be amended, altered or repealed exclusively by our Board of Directors.

Our Bylaws also provide that our directors may be removed with or without cause by the affirmative vote of the holders of at least a majority of the shares then entitled to vote at an election of directors. An election of our directors by our stockholders will be determined by a plurality of the votes cast by the stockholders entitled to vote on the election.

Our current and future executive officers and significant employees serve at the discretion of our board of directors. Our board of directors may also choose to form certain committees, such as a compensation and an audit committee.

Item 6. Executive Compensation.

Compensation Philosophy and Objectives

Our executive compensation philosophy is to create a long-term direct relationship between pay and our performance. Our executive compensation program is designed to provide a balanced total compensation package over the executive's career with us. The compensation program objectives are to attract, motivate and retain the qualified executives that help ensure our future success, to provide incentives for increasing our profits by awarding executives when corporate goals are achieved and to align the interests of executives and long-term stockholders. The compensation package of our named executive officers consists of two main elements:

1. base salary for our executives that is competitive relative to the market, and that reflects individual performance, retention and other relevant considerations; and
2. discretionary bonus awards payable in cash and tied to the satisfaction of corporate objectives.

Process for Setting Executive Compensation

Until such time as we establish a Compensation Committee, our Board is responsible for developing and overseeing the implementation of our philosophy with respect to the compensation of executives and for monitoring the implementation and results of the compensation philosophy to ensure compensation remains competitive, creates proper incentives to enhance stockholder value and rewards superior performance. We expect to annually review and approve for each named executive officer, and particularly with regard to the Chief Executive Officer, all components of the executive's compensation. We intend to consider individual and corporate performance measures and actual performance versus such measures to recommend such awards. Additionally, we expect to review and approve the base salary, equity-incentive awards (if any) and any other special or supplemental benefits of the named executive officers.

Currently, our sole executive officer serves as our sole director. At such time as when our Chief Executive Officer no longer serves as our sole director, we expect the Chief Executive Officer to periodically provide the Board with an evaluation of each named executive officer's performance, based on the individual performance goals and objectives developed by the Chief Executive Officer.

at the beginning of the year, as well as other factors. The Board provides an evaluation for the Chief Executive Officer. These evaluations serve as the bases for bonus recommendations and changes in the compensation arrangements of our named executives.

Our Compensation Peer Group

We currently engage in informal market analysis in evaluating our executive compensation arrangements. As the Company and its businesses mature, we may retain compensation consultants that will assist us in developing a formal benchmark and selecting a compensation peer group of companies similar to us in size or business for the purpose of comparing executive compensation levels.

Program Components

Our executive compensation program consists of the following elements:

Base Salary

Our base salary structure is designed to encourage internal growth, attract and retain new talent, and reward strong leadership that will sustain our growth and profitability. The base salary for each named executive officer reflects our past and current operating profits, the named executive officer's individual contribution to our success throughout his career, internal pay equity and informal market data regarding comparable positions within similarly situated companies. In determining and setting base salary, the Board considers all of these factors, though it does not assign specific weights to any factor. The Board generally reviews the base salary for each named executive officer on an annual basis. For each of our named executive officers, we review base salary data internally obtained by the Company for comparable executive positions in similarly situated companies to ensure that the base salary rate for each executive is competitive relative to the market.

Discretionary Bonus

The objectives of our bonus awards are to encourage and reward our employees, including the named executive officers, who contribute to and participate in our success by their ability, industry, leadership, loyalty or exceptional service and to recruit additional executives who will contribute to that success.

Summary Compensation Table

The following summary compensation table sets forth the aggregate compensation we paid or accrued during the fiscal years ended March 31, 2021 and 2020 to (i) our Chief Executive Officer (principal executive officer), (ii) our Chief Financial Officer (principal financial officer), (iii) our three most highly compensated executive officers other than the principal executive officer and the principal financial officer who were serving as executive officers on March 31, 2021, whose total compensation was in excess of \$100,000, and (iv) up to two additional individuals who would have been within the two-other-most-highly compensated but were not serving as executive officers on March 31, 2021.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary(1)	Bonus	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Non-qualified Deferred Compensation Earnings	All Other Compensation	Total
Sally Kin Yi LO, CEO, CFO, Secretary and Director(2)	2021	\$0	—	—	—	—	—	—	\$0
	2020	\$0	—	—	—	—	—	—	\$0

(1) Ms. Lo joined us as our Chief Executive Officer, Chief Financial Officer, Secretary and Director on May 14, 2021.

Narrative disclosure to Summary Compensation Table

Ms. Lo receives no compensation in her capacity as the sole executive officer and director of the Company. As our business develops, we hope to enter into an employment arrangement with Ms. Lo in the future.

Equity Awards

There are no options, warrants or convertible securities outstanding. At no time during the last fiscal year with respect to any of our executive officers was there:

- any outstanding option or other equity-based award repriced or otherwise materially modified (such as by extension of

exercise periods, the change of vesting or forfeiture conditions, the change or elimination of applicable performance criteria, or the change of the bases upon which returns are determined);

- any waiver or modification of any specified performance target, goal or condition to payout with respect to any amount included in non-stock incentive plan compensation or payouts;
- any option or equity grant;
- any non-equity incentive plan award made to a named executive officer;
- any nonqualified deferred compensation plans including nonqualified defined contribution plans; or
- any payment for any item to be included under All Other Compensation in the Summary Compensation Table.

Director Compensation

None of our directors received any compensation for their service as a director for the year ended March 31, 2021.

Compensation Risk Management

Our Board of Directors and human resources staff conducted an assessment of potential risks that may arise from our compensation programs. Based on this assessment, we concluded that our policies and practices do not encourage excessive and unnecessary risk taking that would be reasonably likely to have material adverse effect on the Company. The assessment included our cash incentive programs, which awards non-executives with cash bonuses for punctuality. Our compensation programs are substantially identical among business units, corporate functions and global locations (with modifications to comply with local regulations as appropriate). The risk-mitigating factors considered in this assessment included:

- the alignment of pay philosophy, peer group companies and compensation amounts relative to local competitive practices to support our business objectives; and
- effective balance of cash, short- and long-term performance periods, caps on performance-based award schedules and financial metrics with individual factors and Board and management discretion.

Compensation Committee Interlocks and Insider Participation

We do not currently have a compensation committee and, for the year ended March 31, 2021, the compensation, if any, of our executive officers was recommended by our Chief Executive Officer and Chairman and such recommendations were approved by our board of directors. None of our executive officers currently serves as a member of the compensation committee or as a director with compensation duties of any entity that has executive officers serving on our board of directors. None of our executive officers has served in such capacity in the past 12 months.

Item 7. Certain Relationships and Related Transactions, and Director Independence.

The following is a summary of each transaction or series of similar transactions since the beginning of the fiscal years ended March 31, 2020, to which it was or is a party and that: (i) the amount involved exceeded or exceeds \$120,000 or is greater than 1% of our total assets; and (ii) any of our directors or executive officers, any holder of 5% of our capital stock or any member of their immediate family had or will have a direct or indirect material interest.

As of March 31, 2021, the amount due to a related party represented temporary advances made by the Company's director, Sally Kin Yi LO, which was unsecured, interest-free with no fixed repayment term. Imputed interest on this amount is considered insignificant.

During the years ended March 31, 2021 and 2020, the Company has been provided free office space by its director. The management determined that such cost is nominal and did not recognize the rent expense in its financial statements.

Director Independence

Though not a listed company, we intend to adhere to the corporate governance standards adopted by NASDAQ. NASDAQ rules require our Board to make an affirmative determination as to the independence of each director. Consistent with these rules, our Board conducted its annual review of director independence. During the review, our Board considered relationships and transactions since incorporation between each director or any member of her immediate family, on the one hand, and us and our subsidiaries and

affiliates, on the other hand. The purpose of this review was to determine whether any such relationships or transactions were inconsistent with a determination that the director is independent. Based on this review, our Board determined that none of the current members of our Board are independent directors under the criteria established by NASDAQ and by our Board.

Our board of directors has a chairman, Sally Kin Yi LO, who has authority, among other things, to call and preside over board meetings, to set meeting agendas and to determine materials to be distributed to the board of directors. Accordingly, the chairman has substantial ability to shape the work of the board of directors.

Item 8. Legal Proceedings.

We are not involved in any litigation that we believe could have a material adverse effect on our financial position or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of our executive officers, threatened against or affecting our company or our officers or directors in their capacities as such.

Item 9. Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters.

Market information

There is no established public trading market in our common stock, and a regular trading market may not develop, or if developed, may not be sustained. Our securities are quoted on the OTC Markets Pink under the symbol "ENMI". As of July 28, 2021, the closing bid price was \$0.136 per share.

	<u>High</u>	<u>Low</u>
<u>Fiscal 2022</u>		
Quarter ended 6/30/2021	\$ 0.12	\$ 0.0064
<u>Fiscal 2021</u>		
Quarter ended 3/31/2021	\$ 0.001	\$ 0.0042
Quarter ended 12/31/2020	\$ 0.009	\$ 0.0005
Quarter ended 9/30/2020	\$ 0.0018	\$ 0.0006
Quarter ended 6/30/2020	\$ 0.0011	\$ 0.00001
<u>Fiscal 2020</u>		
Quarter ended 3/31/2020	\$ 0.00001	\$ 0.00001
Quarter ended 12/31/2019	\$ 0.00001	\$ 0.00001
Quarter ended 9/30/2019	\$ 0.00001	\$ 0.00001
Quarter ended 6/30/2019	\$ 0.00001	\$ 0.00001

Holders

As of July 30, 2021, there were 4,156,545,807 shares of Common Stock outstanding held by approximately 76 record holders.

Dividends

We have never paid dividends on any of our capital stock and currently intend to retain our future earnings, if any, to fund the development and growth of our business. We do not expect to pay any dividends on any of our capital stock in the foreseeable future.

Stock Not Registered Under the Securities Act; Rule 144 Eligibility

Our Common Stock has not been registered under the Securities Act. Accordingly, the shares of Common Stock issued and outstanding may not be resold absent registration under the Securities Act and applicable state securities laws or an available exemption thereunder.

Rule 144

Shares of our common stock that are restricted securities will be eligible for resale in compliance with Rule 144 ("**Rule 144**") of the Securities Act, subject to the requirements described below. "Restricted Securities," as defined under Rule 144, were issued and sold by us in reliance on exemptions from the registration requirements of the Securities Act. These shares may be sold in the public

market only if registered or if they qualify for an exemption from registration, such as Rule 144. Below is a summary of the requirements for sales of our common stock pursuant to Rule 144, as in effect on the date of this Form 10, after the effectiveness of this Form 10.

Affiliates

Affiliates will be able to sell their shares under Rule 144 beginning 90 days after the effectiveness of this Form 10, subject to all other requirements of Rule 144. In general, under Rule 144, an affiliate would be entitled to sell within any three-month period a number of shares that does not exceed one percent of the number of shares of our common stock then outstanding. Sales under Rule 144 are also subject to manner of sale provisions and notice requirements and to the availability of current public information about us.

Persons who may be deemed to be our affiliates generally include individuals or entities that control, or are controlled by, or are under common control with, us and may include our directors and officers, as well as our significant stockholders.

Non-Affiliates

For a person who has not been deemed to have been one of our affiliates at any time during the 90 days preceding a sale, sales of our shares of common stock held longer than six months, but less than one year, will be subject only to the current public information requirement and can be sold under Rule 144 beginning 90 days after the effectiveness of this Form 10. A person who is not deemed to have been one of our affiliates at any time during the 90 days preceding a sale, and who has beneficially owned the shares proposed to be sold for at least one year, is entitled to sell the shares without complying with the manner of sale, public information, volume limitation or notice provisions of Rule 144 upon the effectiveness of this Form 10.

Item 10. Recent Sales of Unregistered Securities.

Custodianship

In November, 2020, Barbara McIntyre Bauman in her capacity as a stockholder of the Company applied for custodianship of the Company with the District Court sitting in Clark County, Nevada (the “Court”) to revive the Company. Ms. Bauman was ultimately appointed by the Court to serve as custodian of the Company on January 11, 2021. Ms. Bauman served as the custodian until April 19, 2021, when Ms. Bauman’s motion to terminate custodianship of the Company was granted by the Court. A copy of the court records relating to the application and termination of custodianship of the Company are attached as Exhibit 99.1 hereto.

In connection with serving as the custodian, Ms. Bauman was appointed to serve as the sole executive officer and director of the Company effective January 11, 2021. Ms. Bauman subsequently returned the Company to Good Standing Status with the Nevada Secretary of State and caused the Company to re-commence posting periodic reports on the OTCMarkets website under the alternative reporting standard. On March 2, 2021, the Company issued to Ms. Bauman 2,000,000,000 shares of common stock for repayment of related party debt totaling \$6,610. On February 22, 2021, the Company issued to Ms. Bauman 3,500,000 shares of Series A Preferred Stock, for repayment of the related party debt totaling \$4,403. These debts were incurred in connection with reviving and maintaining the Company.

On May 13, 2021, Ms. Bauman sold 2,000,000,000 shares of the Company’s common stock and 3,500,000 shares of the Company’s Series A Preferred Stock to Sally Kin Yi LO and Daily Success Development Ltd. for aggregate consideration of Three Hundred Forty Thousand Dollars (\$340,000). In connection with the acquisition, Ms. Bauman resigned from her positions as Chief Executive Officer and Chief Operating Officer and Sally Kin Yi LO was appointed to serve as our Chief Executive Officer, Chief Financial Officer, Secretary and director. It is our understanding that the purchasers are not U.S. Persons within the meaning of Regulations S. Accordingly, the Shares are being sold pursuant to the exemption provided by Section 4(a)(2) of the Securities Act of 1933, as amended, Regulation D and Regulation S promulgated thereunder.

Effective July 1, 2021, Daily Success Development Limited converted 520,000 shares of its Series A Preferred Stock into 1,040,000,000 shares of Common Stock. As a result, Daily Success Development Limited holds 2,340,000,000 Common Shares (56.30%) and 1,755,000 Series A Preferred Shares (56.25%).

Effective July 1, 2021, Sally Lo converted 280,000 shares of its Series A Preferred Stock into 560,000,000 shares of Common Stock. As a result, Sally Lo holds 1,260,000,000 Common Shares (30.31%) and 945,000 Series A Preferred Shares (30.29%).

Acquisition of DH Investment Group Limited (“DHIG”), Our Testing Business

On July 26, 2021, we acquired all of the issued and outstanding shares of DH Investment Group Limited, a limited liability company organized under the laws of the British Virgin Islands (“DHIG”), from its shareholders Sally Lo and Daily Success

Development Limited in exchange for 100,000 shares of our Series B Preferred Stock. DHIG operates its COVID-19 antigen testing business through its wholly owned subsidiary Ho Shun Yi Limited, a limited liability company organized under the laws of Hong Kong. In connection with the acquisition, each of Sally Lo and Daily Success Development Limited received 35,000 and 65,000 shares of our Series B Convertible Preferred Stock, respectively. Each one (1) shares of the Series B Convertible Preferred Stock is convertible ten (10) shares of our Common Stock. The Company relied on the exemption from registration pursuant to Section 4(2) of, and Regulation D and/or Regulation S promulgated under the Act in selling the Company's securities to the shareholders of DHIG.

Prior to the Share Exchange, the Company was considered as a shell company due to its nominal assets and limited operation. The transaction will be treated as a recapitalization of the Company.

The Share Exchange between the Company and DHIC on July 26, 2021, is deemed a merger of entities under common control for which Miss Sally Kin Yi LO is the common director and shareholder of both the Company and DHIG. Under the guidance in ASC 805 for transactions between entities under common control, the assets, liabilities and results of operations, are recognized at their carrying amounts on the date of the Share Transfer, which required the retrospective combination of the Company and DHIG for all periods presented.

As a result of our acquisition of DHIG, we entered into the COVID-19 antigen testing business.

Item 11. Description of Registrant's Securities to be Registered.

The following description summarizes the material terms of our capital stock as of the date of this registration statement. Because it is only a summary, it does not contain all the information that may be important to you. For a complete description of our capital stock, you should refer to our Articles of Incorporation and our Bylaws, and to the provisions of applicable Nevada law.

On June 29, 2021, our Board of Directors authorized and approved the amendment and restatement of our Articles of Incorporation to: (i) change our name to DH Enchantment Inc.; and (ii) amend the powers, rights and designation of the Series A Convertible Preferred Stock as more fully set forth below; and (iii) effectuate a 5:1 reverse split, all of which are subject to final authorization by FINRA. Our Board of Directors also approved the designation of 10,000,000 shares of Series B Convertible Preferred Stock which took effect immediately.

Common Stock

On the date hereof, there were 4,156,545,807 shares of common stock issued and outstanding. We are authorized to issue up to 4,450,000,000 shares of our common stock, par value \$0.001. Each share of common stock entitles the holder to one (1) vote on each matter submitted to a vote of our shareholders, including the election of Directors. There is no cumulative voting. Subject to preferences that may be applicable to any outstanding preferred stock, our Shareholders are entitled to receive ratably such dividends, if any, as may be declared from time to time by the Board of Directors. Shareholders have no preemptive, conversion or other subscription rights. There are no redemption or sinking fund provisions related to the common stock. In the event of liquidation, dissolution or winding up of the Company, our Shareholders are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock, if any, then outstanding.

Preferred Stock

We are authorized to issue up to 50,000,000 shares of preferred stock, par value \$0.001, issuable in one or more series as may be determined by the Board. Preferred Stock may be issued from time to time in one or more series as determined by the Board of Directors in its sole discretion.

Our Board of Directors is authorized to determine or alter any or all of the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of preferred stock and, within the limitations or restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares comprising any such series subsequent to the issue of shares of that series, to set the designation of any series, and to provide for rights and terms of redemption, conversion, dividends, voting rights, and liquidation preferences of the shares of any such series.

Series A Convertible Preferred Stock

The Board has designated a class of Preferred Stock as the "Series A Convertible Preferred Stock," par value \$0.002, with 5,000,000 authorized shares. Currently, holders of Series A Convertible Preferred Stock are: (i) entitled to receive dividends or other distributions as may be declared by the Board of Directors; (ii) entitled to vote on all matters submitted to a vote of the shareholders together with the Common Stock holders on an as converted basis; (iii) entitled to convert each one (1) share of Series A Convertible Preferred Stock into two thousand (2,000) shares of Common Stock.

On June 29, 2021, the Board of Directors of the Company authorized and approved the amendment and restatement of our Articles of Incorporation to amend the powers, rights and designation of the Series A Convertible Preferred Stock, among other things. After the amendment, holders of the Series A Convertible Preferred Stock will not be: (i) entitled to receive dividends or other distributions; (ii) vote on matters submitted to a vote of the stockholders; and (iii) able to convert the Series A Convertible Preferred Stock into common stock or any other securities of the corporation.

Series B Convertible Preferred Stock

Effective June 29, 2021, the Board designated a class of Preferred Stock as the “Series B Convertible Preferred Stock,” par value \$0.001, with 10,000,000 authorized shares. Each one share of Series B Convertible Preferred Stock converts into 10 shares of common stock of the Corporation at the election of the holder, subject to equitable adjustments. No fractional shares of common stock are issuable upon conversion of the Series B Convertible Preferred Stock, and fractional shares shall be rounded up to the nearest whole common stock.

Voting. Holders of Series B Convertible Preferred Stock vote on an “as converted” basis on matters submitted to holders of the common stock, or any class thereof, and shall vote together with common stock holders as a class.

Dividends. Holders of Series B Convertible Preferred Stock shall fully participate, on an as-converted basis, in any dividends declared and paid or distributions on Common Stock as if the Series B Preferred Stock were converted into shares of Common Stock as of the record date for such dividend or distribution. In addition, holders of Series B Convertible Preferred Stock are entitled to receive dividends, when and as declare by the Board, on each outstanding share of Series B Convertible Preferred Stock.

Liquidation. Holders of Series B Convertible Preferred Stock are entitled to receive, out of assets of the corporation available for distribution to shareholders of the Corporation or their assignees, and subject to the rights of any outstanding shares of senior stock and before any amount shall be distributed to the holders of junior stock, a liquidating distribution (the “Liquidation Distribution”) in an amount equal to the amount such Series B Holder would have been entitled to receive had such holder converted its shares of Series B Convertible Preferred Stock into shares of Common Stock at the conversion ratio effective immediately prior to such Liquidation. If, upon any Liquidation, the amount payable with respect to the Liquidation Distribution is not paid in full, the Series B Holders and any parity stock shall share equally and ratably in any distribution of the Corporation’s assets in proportion to the respective liquidation distributions to which they are entitled.

Amendment. The corporation may not amend the Certificate of Designations for the Series B Convertible Preferred Stock without the prior written consent of the holders of the Series B Convertible Preferred Stock holding a majority of the Series B Convertible Preferred Stock then issued and outstanding, in which vote each share of Series B Convertible Preferred Stock then issued and outstanding shall have one vote, voting separately as a single class, in person or by proxy, either in writing without a meeting or at an annual or a special meeting of such holders of Series B Convertible Preferred Stock.

Options

We have no options to purchase shares of our common stock or any other of our securities outstanding as of the date of this Prospectus.

Warrants

We have no warrants to purchase shares of our common stock or any other of our securities outstanding as of the date of this Prospectus.

Dividends

Dividends, if any, will be contingent upon our revenues and earnings, if any, capital requirements and financial conditions. The payment of dividends, if any, will be within the discretion of our board of directors. We intend to retain earnings, if any, for use in its business operations and accordingly, the board of directors does not anticipate declaring any dividends in the foreseeable future.

Transfer Agent and Registrar

Our transfer agent is Pacific Stock Transfer Company, Inc. located at 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 89119, telephone number is 702-361-3033.

Item 12. Indemnification of Directors and Officers.

Subsection 7 of Section 78.138 of the Nevada Revised Statutes (the "Nevada Law") provides that, subject to certain very limited statutory exceptions, a director or officer is not individually liable to the corporation or its stockholders or creditors for any damages as a result of any act or failure to act in his or her capacity as a director or officer, unless it is proven that the act or failure to act constituted a breach of his or her fiduciary duties as a director or officer and such breach of those duties involved intentional misconduct, fraud or a knowing violation of law. The statutory standard of liability established by Section 78.138 controls even if there is a provision in the corporation's articles of incorporation unless a provision in the Company's Articles of Incorporation provides for greater individual liability.

Subsection 1 of Section 78.7502 of the Nevada Law empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (any such person, a "Covered Person"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Covered Person in connection with such action, suit or proceeding if the Covered Person is not liable pursuant to Section 78.138 of the Nevada Law or the Covered Person acted in good faith and in a manner the Covered Person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe the Covered Person's conduct was unlawful.

Subsection 2 of Section 78.7502 of the Nevada Law empowers a corporation to indemnify any Covered Person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in the capacity of a Covered Person against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by the Covered Person in connection with the defense or settlement of such action or suit, if the Covered Person is not liable pursuant to Section 78.138 of the Nevada Law or the Covered Person acted in good faith and in a manner the Covered Person reasonably believed to be in or not opposed to the best interests of the Company. However, no indemnification may be made in respect of any claim, issue or matter as to which the Covered Person shall have been adjudged by a court of competent jurisdiction (after exhaustion of all appeals) to be liable to the corporation or for amounts paid in settlement to the corporation unless and only to the extent that the court in which such action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances the Covered Person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

Section 78.7502 of the Nevada Law further provides that to the extent a Covered Person has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Subsection 1 or 2, as described above, or in the defense of any claim, issue or matter therein, the corporation shall indemnify the Covered Person against expenses (including attorneys' fees) actually and reasonably incurred by the Covered Person in connection with the defense.

Subsection 1 of Section 78.751 of the Nevada Law provides that any discretionary indemnification pursuant to Section 78.7502 of the Nevada Law, unless ordered by a court or advanced pursuant to Subsection 2 of Section 78.751, may be made by a corporation only as authorized in the specific case upon a determination that indemnification of the Covered Person is proper in the circumstances. Such determination must be made (a) by the stockholders, (b) by the board of directors of the corporation by majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, (c) if a majority vote of a quorum of such non-party directors so orders, by independent legal counsel in a written opinion, or (d) by independent legal counsel in a written opinion if a quorum of such non-party directors cannot be obtained.

Subsection 2 of Section 78.751 of the Nevada Law provides that a corporation's articles of incorporation or bylaws or an agreement made by the corporation may require the corporation to pay as incurred and in advance of the final disposition of a criminal or civil action, suit or proceeding, the expenses of officers and directors in defending such action, suit or proceeding upon receipt by the corporation of an undertaking by or on behalf of the officer or director to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the corporation. Subsection 2 of Section 78.751 further provides that its provisions do not affect any rights to advancement of expenses to which corporate personnel other than officers and directors may be entitled under contract or otherwise by law.

Subsection 3 of Section 78.751 of the Nevada Law provides that indemnification pursuant to Section 78.7502 of the Nevada Law and advancement of expenses authorized in or ordered by a court pursuant to Section 78.751 does not exclude any other rights to which the Covered Person may be entitled under the articles of incorporation or any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, for either an action in his or her official capacity or in another capacity while holding his or her office. However, indemnification, unless ordered by a court pursuant to Section 78.7502 or for the advancement of expenses under Subsection 2 of Section 78.751 of the Nevada Law, may not be made to or on behalf of any director or officer of the corporation if a final adjudication establishes that his or her acts or omissions involved intentional misconduct, fraud or a knowing violation of the law and were material to the cause of action. Additionally, the scope of such indemnification and advancement of expenses shall continue for a Covered Person who has ceased to be a director, officer, employee or agent of the corporation, and shall inure to the benefit of his or her heirs, exe

Section 78.752 of the Nevada Law empowers a corporation to purchase and maintain insurance or make other financial arrangements on behalf of a Covered Person for any liability asserted against such person and liabilities and expenses incurred by such person in his or her capacity as a Covered Person or arising out of such person's status as a Covered Person whether or not the corporation has the authority to indemnify such person against such liability and expenses.

Our Second Amended and Restated Articles of Incorporation provide that the liability of our directors and officers shall be eliminated or limited to the fullest extent permitted by Nevada Law. In addition, our Second Amended and Restated Articles of Incorporation and our Bylaws also provide that we will indemnify our directors and may indemnify our other officers and employees and other agents to the fullest extent permitted by law. Our Second Amended and Restated Articles of Incorporation and Bylaws provide that the expenses of directors and officers of the Company incurred in defending any action, suit or proceeding, whether civil, criminal, administrative or investigative, must be paid by the Company as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of such director or officer to repay all amounts so advanced if it is ultimately determined by a court of competent jurisdiction that the director or officer is not entitled to be indemnified by the Company.

This limitation of liability does not apply to liabilities arising under the federal securities laws and does not affect the availability of equitable remedies such as injunctive relief or rescission.

Item 13. Financial Statements and Supplementary Data.

The information required by this item may be found beginning on page F-1 of this Form 10.

Item 14. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None

Item 15. Financial Statements and Exhibits

(a) Financial Statements.

The following financial statements are filed as part of this registration statement:

Audited Financial Statements:

Balance Sheet as of March 31, 2021 and 2020

Statements of Operations for Years Ended March 31, 2021 and 2020

Statement of Cash Flows for the Years Ended March 31, 2021 and 2020

Statement of Stockholders' Equity [for the Years Ended March 31, 2021 and 2020](#)

Notes to Financial Statements

Unaudited Financial Statements:

[Balance Sheet as of June 30, 2021 and March 31, 2021](#)

[Statements of Operations for the Three Months Ended June 30, 2021 and 2020](#)

[Statement of Cash Flows for the Three Months Ended June 30, 2021 and 2020](#)

[Statement of Stockholders' Equity for the Three Months Ended June 30, 2021 and 2020](#)

[Notes to Financial Statements](#)

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(b) Exhibits.

Exhibit No.	Description
3.1	Articles of Incorporation (1)*
3.2	Certificate of Designations of preferences and rights of Series B Convertible Preferred Stock (2)*
3.3	Bylaws (3)*
4.1	Specimen certificate evidencing shares of Common Stock***
4.2	Description of Securities**
10.1	Share Exchange Agreement dated July 26, 2021, by and among Energy Management International, Inc., DH Investment Group Limited, a British Virgin Island corporation, Sally Lo and Daily Success Development Ltd. (1)*
21	Subsidiaries (1)*
99.1	Custodianship Records (1)*

* Filed herewith

** Incorporated by reference to Item 11 of this Registration Statement.

(1) [Incorporated by reference to the Exhibits of the Registration Statement on Form 10 filed with the United States Securities and Exchange Commission on August 4, 2021.](#)

[Based upon that evaluation, our President/Chief Financial Officer concluded that our disclosure controls and procedures, as defined in Rules 13a-15\(e\) and 15d-15\(e\) under the Securities Exchange Act of 1934, provide a reasonable level of assurance that they are effective in enabling us to record, process, summarize and report information required to be included in our periodic SEC filings within the required time period.](#)

[Based upon that evaluation, our President/Chief Financial Officer concluded that our disclosure controls and procedures, as defined in Rules 13a-15\(e\) and 15d-15\(e\) under the Securities Exchange Act of 1934, provide a reasonable level of assurance that they are effective in enabling us to record, process, summarize and report information required to be included in our periodic SEC filings within the required time period.](#)

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DH ENCHANTMENT, INC.

(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)

-

INDEX TO COMBINED AND CONSOLIDATED FINANCIAL STATEMENTS

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J&S ASSOCIATE (AF002380)

(Registered with PCAOB and MIA)

UNIT B222, SOLARIS DUTAMAS 1,

JALAN DUTAMAS 1,

50480, Kuala Lumpur, Malaysia.

Tel ——— : 03-62053622

Fax ——— : 03-62053623

Fax ——— : jspartner348@gmail.com

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Director and Stockholder of

DH ENCHANTMENT, INC.

(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)

Opinion on the Financial Statements

We have audited the accompanying combined and consolidated balance sheets of DH Enchantment, Inc. (Formerly Energy Management International, Inc.) and its subsidiaries (the ‘Company’) as of March 31, 2021 and 2020, and the related combined and consolidated statements of operations and comprehensive income, stockholders’ equity (deficit), and cash flows for the years ended March 31, 2021 and 2020, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2021 and 2020, and the results of its operations and its cash flows for the years ended March 31, 2021 and 2020, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part

of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

-

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

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/s/ J&S Associate

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We have served as the Company's auditor since 2021.

-

Kuala Lumpur, Malaysia

-

August 4, 2021

-

~~(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)~~

~~AS OF MARCH 31, 2021 AND 2020~~

~~(Currency expressed in United States Dollars (“US\$”), except for number of shares)~~

-			
-			
-			
-			
	- March 31,		
-			
-	<u>2021</u>	<u>2020</u>	
-			
-	-	-	
ASSETS	-	-	
Current asset:	-	-	
Cash and cash equivalents	-	\$1,592	-\$-
Prepayment and other receivables	-	72,768	--
-	-	-	
Total current assets	-	74,360	--
-	-	-	
TOTAL ASSETS	-	\$74,360	-\$-
-	-	-	
LIABILITIES AND STOCKHOLDERS' EQUITY	-	-	
Current liabilities:	-	-	
Accrued liabilities and other payables	-	\$1,783	-\$-
Amount due to a director	-	63,887	--
-	-	-	
Total current liabilities	-	65,670	--
-	-	-	
TOTAL LIABILITIES	-	65,670	--
-	-	-	
Commitments and contingencies	-	-	
-	-	-	
STOCKHOLDERS' EQUITY	-	-	
Convertible preferred shares; 50,000,000 shares authorized, and 45,000,000 shares undesignated as of March 31, 2021 and 2020, respectively	-	-	--
Series A Preferred stock, \$0.002 par value; 5,000,000 shares designated; 3,920,001 and 0 issued and outstanding, as of March 31, 2021 and 2020, respectively	-	7,840	--

Series B Preferred stock, \$0.001 par value; 10,000,000 shares to be designated; 100,000 shares to be issued	- - 100	-- - 100	-
Common stock, \$0.001 par value; 4,450,000,000 shares authorized; 2,556,545,807 and 0 shares issued and outstanding as of March 31, 2021 and 2020, respectively	- - 2,556,545	-- --	-
Accumulated other comprehensive loss	- - (10)- --	-
Accumulated deficit	- - (2,555,785)- - (100)
-	- --	-- --	-
Stockholders' equity	- - 8,690	-- --	-
-	- --	-- --	-
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	- \$74,360	-- \$-	-
-			

See accompanying notes to combined and consolidated financial statements.

~~DH ENCHANTMENT, INC.~~

~~(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)~~

~~ENERGY MANAGEMENT INTERNATIONAL, INC.~~

~~COMBINED AND CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE INCOME~~

~~FOR THE YEARS ENDED MARCH 31, 2021 AND 2020~~

~~(Currency expressed in United States Dollars ("US\$"))~~

-				
-				
-			Years ended March 31,	-
-			2021	-- 2020
-				
-			-	-
-	Revenue, net	-	\$211,549	-- \$-
-		-	--	-- --
-	Cost of revenue	-	-(165,956))- --
-		-	--	-- --
-	Gross profit	-	- 45,593	-- --
-		-	--	-- --
-	Operating expenses:	-	--	-- --
-	General and administrative expenses	-	-(36,829))- --
-	Professional fee	-	-(64))- --
-	-	-	--	-- --
-	Total operating expenses	-	-(36,893))- --
-		-	--	-- --
-	INCOME BEFORE INCOME TAXES	-	- 8,700	-- --
-		-	--	-- --
-	Income tax expense	-	--	-- --
-		-	--	-- --
-	NET INCOME	-	- 8,700	-- --
-		-	--	-- --
-	Other comprehensive income:	-	--	-- --
-	Foreign currency adjustment loss	-	-(10))- --
-		-	--	-- --
-	COMPREHENSIVE INCOME	-	\$8,690	-- \$-

-	-	-	-	-
Net income per share—Basic and Diluted	-	\$0.00	-	\$—
-	-		-	
Weighted average common shares outstanding	-	-	-	-
Basic	-	-	2,556,545,807	-
Diluted	-	-	2,557,545,807	-
-	-		-	

See accompanying notes to combined and consolidated financial statements.

DE ENCHANTMENT, INC.

(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)

ENERGY MANAGEMENT INTERNATIONAL, INC.

**COMBINED AND CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE YEARS ENDED MARCH 31, 2021 AND 2020**

(Currency expressed in United States Dollars ("US\$"), except for number of shares)

	Series-A preferred stock		Series-B Preferred stock to be issued		Common stock		Additional	Accumulated	(Accumulated	Total
	No. of	Amount	No. of	Amount	No. of	Amount	paid-in	other	losses)	stockholders'
	shares		shares		shares		capital	comprehensive	retained	(deficit)
								income	earnings	equity
Balance as of April 1, 2019		\$-	100,000	\$100		\$-	\$-	\$-	\$(100)	\$-
Net income for the year										
Balance as of March 31, 2020		\$-	100,000	\$100		\$-	\$-	\$-	\$(100)	\$-
Balance as of April 1, 2020		\$-	100,000	\$100		\$-	\$-	\$-	\$(100)	\$-
Shares issued for acquisition of legal acquirer	3,920,001	7,840			2,556,545	807	2,556,545	14,792,744	(17,357,129)	
Recapitalization of legal acquirer							(14,792,744)		14,792,744	
Foreign currency translation adjustment								(10)		(10)
Net income for the year									8,700	8,700
Balance as of March 31, 2021	3,920,001	\$7,840	100,000	\$100	2,556,545	807	\$2,556,545	\$-	\$(2,555,785)	\$8,690

See accompanying notes to combined and consolidated financial statements.

~~(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)~~

~~COMBINED AND CONSOLIDATED STATEMENTS OF CASH FLOWS~~

~~(Currency expressed in United States Dollars (“US\$”))~~

	Years ended March 31,	
	2021	2020
Cash flows from operating activities:		
Net income	\$8,700	\$—
Change in operating assets and liabilities:		
Prepayment and other receivables	(1,592)	—
Accrued liabilities and other payables	1,783	—
Net cash generated from operating activities	8,891	—
Cash flows from financing activities:		
Advance from a director	63,887	—
Net cash generated from financing activities	63,887	—
Foreign currency translation adjustment	(10)	—
Net change in cash and cash equivalents	72,768	—
BEGINNING OF YEAR		
END OF YEAR	\$72,768	\$—
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for income taxes	\$—	\$—
Cash paid for interest	\$—	\$—

See accompanying notes to combined and consolidated financial statements.

DH ENCHANTMENT, INC.

(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)

ENERGY MANAGEMENT INTERNATIONAL, INC.

NOTES TO COMBINED AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2021 AND 2020

(Currency expressed in United States Dollars (“US\$”), except for number of shares)

1. — DESCRIPTION OF BUSINESS AND ORGANIZATION

DH Enchantment, Inc. (formerly Energy Management International, Inc.) (the “Company”) was incorporated in the State of Nevada on July 9, 2004 under the name Amerivestors, Inc. On March 3, 2009, the Company changed its name to Gust Engineering & Speed Productions, Inc. and on October 27, 2009, the Company changed its name to Energy Management International, Inc., its current name.

Currently, the Company through its subsidiary, mainly the sale and distribution of COVID-19 rapid antigen tester set. This business commenced its operations in Hong Kong in October 2020.

On July 26, 2021, the Company consummated the Share Exchange Transaction (the “Share Exchange”) among DH Investment Group Limited (“DHIG”) and its shareholders. The Company acquired all of the issued and outstanding shares of DHIG from DHIG’s shareholders, in exchange for 100,000 shares of Series B preferred stock, at par value of \$0.001. Upon completion of the Share Exchange, DHIG became a 100% owned subsidiary of the Company.

Prior to the Share Exchange, the Company was considered as a shell company due to its nominal assets and limited operation. The transaction will be treated as a recapitalization of the Company.

Upon the Share Exchange between the Company and DHIG on July 26, 2021, is a merger of entities under common control that Miss Sally Kin Yi LO is the common director and shareholder of both the Company and DHIG. Under the guidance in ASC 805 for transactions between entities under common control, the assets, liabilities and results of operations, are recognized at their carrying amounts on the date of the Share Exchange, which required retrospective combination of the Company and DHIG for all periods presented.

Description of subsidiaries

	Place of incorporation and kind of	Principal activities and place of operation	Particulars of registered/ paid-up share	Effective interest
Name	- legal entity	-	- capital	- held
-	-	-	-	-

DH Investment Group Limited	- British Virgin Islands	- Investment holding	- 100 ordinary shares at par value of US\$1	- 100%
-	-	-	-	-
Ho Shun Yi Limited	- Hong Kong	- Sale and distribution of COVID-19 rapid antigen tester set	- 10,000 ordinary shares for HK\$10,000	- 100%

-

The Company and its subsidiaries are hereinafter referred to as the “Company”.

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~~**DH ENCHANTMENT, INC.**~~

~~**(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)**~~

~~**ENERGY MANAGEMENT INTERNATIONAL, INC.**~~

~~**NOTES TO COMBINED AND CONSOLIDATED FINANCIAL STATEMENTS**~~

~~**FOR THE YEARS ENDED MARCH 31, 2021 AND 2020**~~

~~**(Currency expressed in United States Dollars (“US\$”), except for number of shares)**~~

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~~**2. — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**~~

-

~~The accompanying combined and consolidated financial statements reflect the application of certain significant accounting policies as described in this note and elsewhere in the accompanying combined and consolidated financial statements and notes.~~

-

● ~~Basis of presentation~~

-

~~These accompanying combined and consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“US GAAP”).~~

-

● ~~Use of estimates and assumptions~~

-

~~In preparing these combined and consolidated financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenues and expenses during the years reported. Actual results may differ from these estimates.~~

-

● ~~Basis of consolidation~~

-

~~The combined and consolidated financial statements include the accounts of ENMH and its subsidiaries. All significant inter-company balances and transactions within the Company have been eliminated upon consolidation.~~

-

● ~~Cash and cash equivalents~~

-

~~Cash and cash equivalents are carried at cost and represent cash on hand, demand deposits placed with banks or other financial institutions and all highly liquid investments with an original maturity of three months or less as of the purchase date of such investments.~~

-

● ~~Revenue recognition~~

-

~~The Company adopted Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09") using the full retrospective transition method. The Company's adoption of ASU 2014-09 did not have a material impact on the amount and timing of revenue recognized in its condensed combined and consolidated financial statements.~~

~~-~~

~~Under ASU 2014-09, the Company recognizes revenue when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.~~

~~-~~

~~**DH ENCHANTMENT, INC.**~~

~~(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)~~

~~ENERGY MANAGEMENT INTERNATIONAL, INC.~~

NOTES TO COMBINED AND CONSOLIDATED FINANCIAL STATEMENTS

~~FOR THE YEARS ENDED MARCH 31, 2021 AND 2020~~

~~(Currency expressed in United States Dollars (“US\$”), except for number of shares)~~

The Company applies the following five steps in order to determine the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its agreements:

- ~~• identify the contract with a customer;~~
- ~~• identify the performance obligations in the contract;~~
- ~~• determine the transaction price;~~
- ~~• allocate the transaction price to performance obligations in the contract; and~~
- ~~• recognize revenue as the performance obligation is satisfied.~~

- ~~Cost of revenue~~

Cost of revenue consists primarily of the cost of goods sold, which are directly attributable to the sales of COVID-19 rapid tester products.

- Income taxes

The Company adopted the ASC 740 *Income tax* provisions of paragraph 740-10-25-13, which addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the combined and consolidated financial statements. Under paragraph 740-10-25-13, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the combined and consolidated financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Paragraph 740-10-25-13 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of paragraph 740-10-25-13.

The estimated future tax effects of temporary differences, if any, between the tax basis of assets and liabilities are reported in the accompanying balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its balance sheets and provides valuation allowances as management deems necessary.

Uncertain tax positions

-

The Company did not take any uncertain tax positions and had no adjustments to its income tax liabilities or benefits pursuant to the ASC 740 provisions of Section 740-10-25 for the years ended March 31, 2021 and 2020.

-

● Foreign currencies translation

-

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at the balance sheet dates. The resulting exchange differences are recorded in the combined and consolidated statement of operations.

-

DH ENCHANTMENT, INC.

(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)

ENERGY MANAGEMENT INTERNATIONAL, INC.

NOTES TO COMBINED AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2021 AND 2020

(Currency expressed in United States Dollars ("US\$"), except for number of shares)

-
-

The reporting currency of the Company is United States Dollar ("US\$") and the accompanying combined and consolidated financial statements have been expressed in US\$. In addition, the Company is operating in Hong Kong and maintains its books and records in its local currency, Hong Kong Dollars ("HKD"), which is its functional currency, being the primary currency of the economic environment in which their operations are conducted. In general, for consolidation purposes, assets and liabilities of its subsidiary whose functional currency is not US\$ are translated into US\$, in accordance with ASC Topic 830-30, "*Translation of Financial Statement*", 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 foreign subsidiary are recorded as a separate component of accumulated other comprehensive income within the statements of changes in stockholder's equity.

-

Translation of amounts from HKD into US\$ has been made at the following exchange rates for the years ended March 31, 2021 and 2020:

	-	March 31, 2021	--	March 31, 2020	-
	-				-
Year-end HKD:US\$ exchange rate	-	<u>- 0.12862</u>	--	<u>- 0.12898</u>	-
Annualized average HKD:US\$ exchange rate	-	- 0.12888	--	- 0.12856	-

-

● Comprehensive income

-

ASC Topic 220, "*Comprehensive Income*", establishes standards for reporting and display of comprehensive income, its components and accumulated balances. Comprehensive income as defined includes all changes in equity during a period from non-owner sources. Accumulated other comprehensive income, as presented in the accompanying combined and consolidated statements of changes in stockholders' equity, consists of changes in unrealized gains and losses on translation of functional currencies to presentation currency. This comprehensive income is not included in the computation of income tax expense or benefit.

-

● Segment reporting

-

ASC Topic 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 geographical areas, business segments and major customers in combined and consolidated financial statements. For the years ended March 31, 2021 and 2020, the Company operates in one reportable operating segment in Hong Kong.

-

● Retirement plan costs

-

~~Contributions to retirement plans (which are defined contribution plans) are charged to general and administrative expense in the accompanying statements of operation as the related employee service is provided.~~

~~-~~

● **Related parties**

~~-~~

~~The Company follows the ASC 850-10, *Related Party* for the identification of related parties and disclosure of related party transactions.~~

~~-~~

~~-~~

DI ENCHANTMENT, INC.

(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)

ENERGY MANAGEMENT INTERNATIONAL, INC.

NOTES TO COMBINED AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2021 AND 2020

(Currency expressed in United States Dollars (“US\$”), except for number of shares)

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Pursuant to section 850-10-20 the related parties include a) affiliates of the Company; b) entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of section 825-10-15, to be accounted for by the equity method by the investing entity; c) trusts for the benefit of employees, such as pension and Income-sharing trusts that are managed by or under the trusteeship of management; d) principal owners of the Company; e) management of the Company; f) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g) other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

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The combined and consolidated financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a) the nature of the relationship(s) involved; b) a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c) the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d) amount due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

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● Commitments and contingencies

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The Company follows the ASC 450-20, *Commitments* to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or un-asserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

-

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's combined and consolidated financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

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Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time that these matters will have a material

~~adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.~~

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DH ENCHANTMENT, INC.

(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)

ENERGY MANAGEMENT INTERNATIONAL, INC.

NOTES TO COMBINED AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2021 AND 2020

(Currency expressed in United States Dollars (“US\$”), except for number of shares)

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● Fair value of financial instruments

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The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and has adopted paragraph 820-10-35-37 of the FASB Accounting Standards Codification (“Paragraph 820-10-35-37”) to measure the fair value of its financial instruments. Paragraph 820-10-35-37 of the FASB Accounting Standards Codification establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, paragraph 820-10-35-37 of the FASB Accounting Standards Codification establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by paragraph 820-10-35-37 of the FASB Accounting Standards Codification are described below:

-

Level 1 - Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

- -

Level 2 - Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

- -

Level 3 - Pricing inputs that are generally observable inputs and not corroborated by market data.

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Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

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The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

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The carrying amounts of the Company’s financial assets and liabilities, such as cash and cash equivalents, prepayment and other receivables, accrued liabilities and other payables and amount due to a director, approximate their fair values because of the short maturity of these instruments.

-

● Recent accounting pronouncements

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In January 2017, the Financial Accounting Standard Board (“FASB”) issued ASU 2017-04, *Intangibles—Goodwill and Other (Topic 350) : Simplifying the Accounting for Goodwill Impairment* (“ASU 2017-04”). ASU 2017-04 removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. A goodwill impairment will now be the amount by which a reporting unit’s carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. This standard, which will be effective for the Company beginning in the first quarter of fiscal year 2020, is required to be applied prospectively. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017, which resulted in no impact to the Company’s financial statements.

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~~DH ENCHANTMENT, INC.~~

~~(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)~~

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~~NOTES TO COMBINED AND CONSOLIDATED FINANCIAL STATEMENTS~~

~~FOR THE YEARS ENDED MARCH 31, 2021 AND 2020~~

~~(Currency expressed in United States Dollars (“US\$”), except for number of shares)~~

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~~In June 2020, the FASB issued ASU 2020-07, *Improvements to Nonemployee Share-Based Payment Accounting* (“ASU 2020-07”), which supersedes ASC 505-50 and expands the scope of ASC 718 to include all share-based payments arrangements related to the acquisition of goods and services from both employees and nonemployees. For public companies, the amendments are effective for annual reporting periods beginning after December 15, 2020, including interim periods within those annual periods. Early adoption is permitted, but no earlier than a company's adoption date of ASC 606. The Company does not believe that the adoption of ASU 2020-07 will have a material impact on the Company's financial statements.~~

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~~The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe that the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.~~

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~~3. AMOUNT DUE TO A RELATED PARTY~~

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~~As of March 31, 2021, the amount due to a related party represented temporary advances made by the Company's director, Sally Kin Yi LO, which was unsecured, interest-free with no fixed repayment term. Imputed interest on this amount is considered insignificant.~~

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~~4. STOCKHOLDERS' EQUITY (DEFICIT)~~

~~-~~

~~*Authorized shares*~~

~~-~~

~~The Company is authorized to issue 50,000,000 shares of preferred stock, with a par value of \$0.001. The Company has one class of Series A Preferred Stock designated with 5,000,000 shares authorized as Series A Preferred Stock, par value of \$0.002 per share.~~

~~-~~

~~The Company is authorized to issue 4,450,000,000 shares of common stock, with a par value of \$0.001.~~

~~-~~

~~*Issued and outstanding shares*~~

~~-~~

~~As of March 31, 2021 and 2020, 3,920,001 and 0 shares of Series A preferred stock were issued and outstanding, respectively.~~

~~-~~

~~As of March 31, 2021 and 2020, 2,556,545,807 and 0 shares of common stock were issued and outstanding, respectively.~~

~~-~~

~~On September 15, 2020, the Company issued 2,000,000,000 shares of its common stock to its former shareholder to settle the outstanding debts.~~

~~-~~

~~On February 22, 2021, the Company issued 3,500,000 shares of Series A preferred stock to its former shareholder to settle the outstanding debts.~~

~~-~~

~~On June 29, 2021, the Company authorized to execute and file with the Secretary of State of the Nevada the Articles of Amendment, (i) to amend the designation for Series A Preferred Stock; (ii) to designate 10,000,000 shares as Series B preferred stock. The Company also approved a 5:1 reverse split, subject to final authorization by FINRA.~~

~~-~~

~~DH ENCHANTMENT, INC.~~

~~(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)~~

~~ENERGY MANAGEMENT INTERNATIONAL, INC.~~

~~NOTES TO COMBINED AND CONSOLIDATED FINANCIAL STATEMENTS~~

~~FOR THE YEARS ENDED MARCH 31, 2021 AND 2020~~

~~(Currency expressed in United States Dollars (“US\$”), except for number of shares)~~

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On July 26, 2021, the Company consummated the Share Exchange Transaction among DH Investment Group Limited (“DHIG”) and its shareholders and issued 100,000 shares of Series B preferred stock in exchange for 100% equity interest of DHIG. Upon completion of the Share Exchange Transaction, DHIG became a 100% owned subsidiary of the Company.

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5. INCOME TAX

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The provision for income taxes consisted of the following:

-

	- Years ended March 31,		-
	- 2021	-- - 2020	-
	- --	-- --	-
Current tax	- \$—	-- \$—	-
Deferred tax	- --	-- --	-
	- --	-- --	-
Income tax expense	- \$—	-- \$—	-
	- ==	-- ==	-

-

The effective tax rate in the years presented is the result of the mix of income earned in various tax jurisdictions that apply a broad range of income tax rate as mentioned below. The Company, however, mainly operates in Hong Kong.

-

United States of America

-

ENMI is registered in the State of Nevada and is subject to the tax laws of United States of America.

-

For the years ended March 31, 2021 and 2020, there were no operating income.

-

BVI

-

~~Under the current BVI law, the Company is not subject to tax on income.~~

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DE ENCHANTMENT, INC.

(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)

ENERGY MANAGEMENT INTERNATIONAL, INC.

NOTES TO COMBINED AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2021 AND 2020

(Currency expressed in United States Dollars (“US\$”), except for number of shares)

Hong Kong

The Company’s subsidiary operating in Hong Kong is subject to Hong Kong Profits Tax at the two-tiered profits tax rates from 8.25% to 16.5% on the estimated assessable profits arising in Hong Kong during the current year, after deducting a tax concession for the tax year. The reconciliation of income tax rate to the effective income tax rate for the years ended March 31, 2021 and 2020 is as follows:

	Years ended March 31,		
	2021	2020	
	-	-	-
Income before income taxes	\$8,700	\$-	-
Statutory income tax rate	- 16.5%	- 16.5%	-
Income tax expense at statutory rate	- 1,435	-	-
Tax effect of non-deductible items	- 213	-	-
Tax effect of tax holiday	- (1,648)	-	-
	-	-	-
Income tax expense	\$-	\$-	-

6. RELATED PARTY TRANSACTIONS

From time to time, the director of the Company advanced funds to the Company for working capital purpose. Those advances are unsecured, non-interest bearing and had no fixed terms of repayment. As of March 31, 2021, the balance due to a director was \$63,887.

During the years ended March 31, 2021 and 2020, the Company has been provided free office space by its director. The management determined that such cost is nominal and did not recognize the rent expense in its financial statements.

~~Apart from the transactions and balances detailed elsewhere in these accompanying combined and consolidated financial statements, the Company has no other significant or material related party transactions during the years presented.~~

~~-~~

~~-~~

~~**7. — CONCENTRATIONS OF RISK**~~

~~-~~

~~The Company is exposed to the following concentrations of risk:~~

~~-~~

~~(a) — Major customers~~

~~-~~

~~For the year ended March 31, 2021, there was one single customer exceeding 10% of the Company's revenue. This customer accounted for \$172,879, representing 82% of the Company's revenue with \$1,592 accounts receivable at March 31, 2021.~~

~~-~~

~~DH ENCHANTMENT, INC.~~

~~(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)~~

~~ENERGY MANAGEMENT INTERNATIONAL, INC.~~

~~NOTES TO COMBINED AND CONSOLIDATED FINANCIAL STATEMENTS~~

~~FOR THE YEARS ENDED MARCH 31, 2021 AND 2020~~

~~(Currency expressed in United States Dollars (“US\$”), except for number of shares)~~

~~-~~

~~-~~

~~For the year ended March 31, 2020, there were no customers.~~

~~-~~

~~All of the Company’s customers are located in Hong Kong.~~

~~-~~

~~(b) — Major vendor~~

~~-~~

~~For the year ended March 31, 2021, there was one vendor with purchases totaling \$165,956, representing 100% of purchases with \$1,397 of accounts payable at March 31, 2021.~~

~~-~~

~~For the year ended March 31, 2020, there were no suppliers.~~

~~-~~

~~The Company’s vendor is located in Hong Kong.~~

~~-~~

~~(c) — Economic and political risk~~

~~-~~

~~The Company’s major operations are conducted in Hong Kong. Accordingly, the political, economic, and legal environments in Hong Kong, as well as the general state of Hong Kong’s economy may influence the Company’s business, financial condition, and results of operations.~~

~~-~~

~~(d) — Exchange rate risk~~

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~~The Company cannot guarantee that the current exchange rate will remain steady; therefore there is a possibility that the Company could post the same amount of profit for two comparable periods and because of the fluctuating exchange rate actually post higher or lower profit depending on exchange rate of HKD converted to US\$ on that date. The exchange rate could fluctuate depending on changes in political and economic environments without notice.~~

~~-~~

~~(e) — Risk from COVID-19 pandemic~~

~~-~~

~~The pandemic has resulted in quarantines, travel restrictions, and the temporary closure of stores and business facilities in Hong Kong in a limited period during 2020. Due to the nature of the Company’s business, the impact of the closure on the operational capabilities~~

was not significant. The extent to which the COVID-19 outbreak impacts the Company's results will depend on future developments that are highly uncertain and cannot be predicted, including new information that may emerge concerning the severity and mutation of the virus and the actions to contain its impact, that are beyond the Company's control. There is no guarantee that the Company's revenues will grow or remain at a similar level in the foreseeable period.

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~~8. COMMITMENTS AND CONTINGENCIES~~

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~~As of March 31, 2021 and 2020, the Company has no material commitments or contingencies.~~

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~~DH ENCHANTMENT, INC.~~

~~(FORMERLY ENERGY MANAGEMENT INTERNATIONAL, INC.)~~

~~ENERGY MANAGEMENT INTERNATIONAL, INC.~~

~~NOTES TO COMBINED AND CONSOLIDATED FINANCIAL STATEMENTS~~

~~FOR THE YEARS ENDED MARCH 31, 2021 AND 2020~~

~~(Currency expressed in United States Dollars (“US\$”), except for number of shares)~~

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~~9. — SUBSEQUENT EVENTS~~

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~~In accordance with ASC Topic 855, “Subsequent Events”, which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before combined and consolidated financial statements are issued, the Company has evaluated all events or transactions that occurred after March 31, 2021, up through the date the Company issued the audited combined and consolidated financial statements. The Company had the following material recognizable subsequent events:~~

~~-~~

~~On June 29, 2021, the Company authorized and approved the amendment and restatement of our Articles of Incorporation to: (i) change our name to DH Enchantment Inc.; and (ii) amend the powers, rights and designation of the Series A Convertible Preferred Stock as more fully set forth below; and (iii) effectuate a 5:1 reverse split, all of which are subject to final authorization by FINRA. The Company also approved the designation of 10,000,000 shares of Series B Convertible Preferred Stock which took effect immediately.~~

~~-~~

~~After the amendment, holders of the Series A Convertible Preferred Stock will not be: (i) entitled to receive dividends or other distributions; (ii) vote on matters submitted to a vote of the stockholders; and (iii) able to convert the Series A Convertible Preferred Stock into common stock or any other securities of the corporation.~~

~~-~~

~~On July 26, 2021, the Company consummated the Share Exchange Transaction among DH Investment Group Limited (“DHIG”) and its shareholders (Sally Lo and Daily Success Development Ltd.) and issued 100,000 shares of Series B preferred stock in exchange for 100% equity interest of DHIG. Upon completion of the Share Exchange Transaction, DHIG became a 100% owned subsidiary of the Company. Sally Lo, our sole executive officer and director, received 35,000 shares of our Series B Convertible Preferred Stock, and Daily Success Development Ltd., our significant shareholder, received 65,000 shares of our Series B Convertible Preferred Stock.~~

~~-~~

~~DI-ENCHANTMENT, INC.~~

~~(Formerly Energy Management International, Inc.)~~

~~INDEX TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS~~

~~(UNAUDITED)~~

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Condensed Consolidated Balance Sheets	F-3
Condensed Consolidated Statements of Operations and Comprehensive Income	F-4
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Notes to Condensed Consolidated Financial Statements	F-7—F-17

DI-ENCHANTMENT, INC.**(Formerly Energy Management International, Inc.)****CONDENSED CONSOLIDATED BALANCE SHEETS****AS OF JUNE 30, 2021 AND MARCH 31, 2021****(Currency expressed in United States Dollars (“US\$”), except for number of shares)**

	June 30, 2021	March 31, 2021
	(Unaudited)	(Audited)
ASSETS		
Current asset:		
Cash and cash equivalents	\$ 3,682	\$ 1,592
Prepayment and other receivables	115,537	72,768
Total current assets	119,219	74,360
TOTAL ASSETS	\$ 119,219	\$ 74,360
LIABILITIES AND STOCKHOLDERS’ (DEFICIT) EQUITY		
Current liabilities:		
Accrued liabilities and other payables	\$ 55,63156,252	\$ 1,783
Amount due to a director	67,712	63,887
Promissory notes, related parties	77,266	-
Total current liabilities	200,609201,230	65,670
TOTAL LIABILITIES	200,609201,230	65,670
Commitments and contingencies	-	-
STOCKHOLDERS’ (DEFICIT) EQUITY		

Convertible preferred shares; 50,000,000 shares authorized, and 45,000,000 shares undesignated as of June 30, 2021 and March 31, 2021	-	-
Series A preferred stock, \$0.002 par value; 5,000,000 shares designated; 3,920,001 shares issued and outstanding as of June 30, 2021 and March 31, 2021	7,840	7,840
Series B preferred stock, \$0.001 par value; 10,000,000 shares to be designated; 100,000 shares to be issued as of June 30, 2021 and March 31, 2021	100	100
Common stock, \$0.001 par value; 4,400,000,000 shares authorized; 2,556,545,807 and 0 shares issued and outstanding as of June 30, 2021 and 2020, respectively	2,556,545	2,556,545
Accumulated other comprehensive loss	(3)	(10)
Accumulated deficit	(2,645,872,646, 493)	(2,555,785)
Stockholders' (deficit) equity	(82,011,81,390)	8,690
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY	\$ 119,219	\$ 74,360

See accompanying notes to condensed consolidated financial statements.

DI ENCHANTMENT, INC.**(Formerly Energy Management International, Inc.)****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS****FOR THE THREE MONTHS ENDED JUNE 30, 2021 AND 2020****(Currency expressed in United States Dollars (“US\$”))****(Unaudited)**

	Three months ended June 30,	
	2021	2020
Revenue, net	\$ 99,812	\$ -
Cost of revenue	(88,229)	-
Gross profit	11,583	-
Operating expenses:		
General and administrative expenses	(98,792)	(8,580)
Professional fee	(2,878)	-
Total operating expenses	(101,670)	(8,580)
LOSS FROM OPERATIONS	(90,087)	(8,580)
Other expense:		
Interest expense, related parties	(x)(621)	(x)-
LOSS BEFORE INCOME TAXES	(90,087)(90,708)	(8,580)
Income tax expense	-	-

NET LOSS	(90,087) <u>90,708</u>	(8,580)
Other comprehensive income:		
— Foreign currency adjustment gain	7	11
	<hr/>	<hr/>
COMPREHENSIVE LOSS	\$ <u>(90,701)90,080</u>	\$ (8,569)
	<hr/>	<hr/>
Net loss per share — Basic and Diluted	\$ (0.00)	\$ (0.00)
	<hr/>	<hr/>
Weighted average common shares outstanding		
Basic	2,556,545,807	-
	<hr/>	<hr/>
Diluted	2,556,545,807	-
	<hr/>	<hr/>

See accompanying notes to condensed consolidated financial statements.

DI ENCHANTMENT, INC.**(Formerly Energy Management International, Inc.)****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****FOR THE THREE MONTHS ENDED JUNE 30, 2021 AND 2020****(Currency expressed in United States Dollars (“US\$”))****(Unaudited)**

	Three months ended June 30,	
	2021	2020
Cash flows from operating activities:		
Net loss	\$ (90,087,908)	\$ (8,580)
Change in operating assets and liabilities:		
Prepayment and other receivables	(2,090)	-
Accrued liabilities and other payables	53,848,469	-
Net cash used in operating activities	(38,329)	(8,580)
Cash flows from financing activities:		
Advance from a director	3,825	21,471
Proceed from issuance of promissory notes	77,266	-
Net cash generated from financing activities	81,091	21,471
Foreign currency translation adjustment	7	11
Net change in cash and cash equivalents	42,769	12,902
BEGINNING OF PERIOD	72,768	-

END OF PERIOD	\$ 115,537	\$ 12,902
	<hr/>	<hr/>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest	\$ -	\$ -
	<hr/>	<hr/>

See accompanying notes to condensed consolidated financial statements.

DH-ENCHANTMENT, INC.

(Formerly Energy Management International, Inc.)

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)

FOR THE THREE MONTHS ENDED JUNE 30, 2021 AND 2020

(Currency expressed in United States Dollars ("US\$"), except for number of shares)

(Unaudited)

	Series A preferred stock		Series B Preferred stock to be issued		Common stock		Accumulated other comprehensive income		Total stockholders' (deficit) equity	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	income	(Accumulated losses)	equity	
Balance as of April 1, 2020	—	\$—	100,000	\$100	—	\$—	\$ —	\$ (100)	\$ —	—
Foreign currency translation adjustment	—	—	—	—	—	—	11	—	11	—
Net loss for the period	—	—	—	—	—	—	—	(8,580)	(8,580)	—
Balance as of June 30, 2020	—	\$—	100,000	\$100	—	\$—	\$ 11	\$ (8,680)	\$ (8,680)	—
Balance as of April 1, 2021	3,920,001	\$7,840	100,000	\$100	2,556,545,807	\$2,556,545	\$ (10	\$ (2,555,785	\$ 8,690	—

-	--	----	----	----	----	----	----	----	----	-
Foreign currency translation adjustment	--	----	----	----	----	----	-- 7	-- —	----	7
Net loss for the period	--	----	----	----	----	----	-- —	(90,08790; 708	(90,08790; 708)-
-	--	----	----	----	----	----	----	----	----	-
Balance as of June 30, 2021	- 3,920,001	- \$7,840	- - 100,000	- - \$100	- - 2,556,545,807	- \$2,556,545	- \$ (3	(2,645,872)- \$ 2,646,493	(81,39082; 011)-

See accompanying notes to condensed consolidated financial statements.

DH ENCHANTMENT, INC.
(Formerly Energy Management International, Inc.)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JUNE 30, 2021 AND 2020
(Currency expressed in United States Dollars (“US\$”), except for number of shares)
(Unaudited)

~~NOTE—1~~ — ~~BASIS OF PRESENTATION~~

~~The accompanying unaudited condensed consolidated financial statements have been prepared by management in accordance with both accounting principles generally accepted in the United States (“GAAP”), and the instructions to Rule 10-01 of Regulation S-X. Certain information and note disclosures normally included in audited financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading.~~

~~In the opinion of management, the consolidated balance sheet as of March 31, 2021 which has been derived from audited financial statements and these unaudited condensed consolidated financial statements reflect all normal and recurring adjustments considered necessary to state fairly the results for the periods presented. The results for the period ended June 30, 2021 are not necessarily indicative of the results to be expected for the entire fiscal year ending March 31, 2022 or for any future period.~~

~~These unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the Management’s Discussion and the audited financial statements and notes thereto included in the Annual Report on Form 10/A for the year ended March 31, 2021.~~

~~NOTE—2~~ — ~~ORGANIZATION AND BUSINESS BACKGROUND~~

~~DH Enchantment, Inc. (formerly Energy Management International, Inc.) (the “Company”) was incorporated in the State of Nevada on July 9, 2004 under the name Amerivestors, Inc. On March 3, 2009, the Company changed its name to Guest Engineering & Speed Productions, Inc. and on February 1, 2011 the Company changed its current name to Energy Management International, Inc., its current name.~~

~~Currently, the Company through its subsidiary~~subsidiaries~~, mainly engaged in the sale and distribution of COVID-19 rapid antigen tester set. This business commenced its operations in Hong Kong in October 2020.~~

~~-~~

~~On July 26, 2021, the Company consummated the Share Exchange Transaction (the “Share Exchange”) among DH Investment Group Limited (“DHIG”) and its shareholders. The Company acquired all of the issued and outstanding shares of DHIG from DHIG’s shareholders, in exchange for 100,000 shares of Series B preferred stock, at par value of \$0.001. Upon completion of the Share Exchange, DHIG became a 100% owned subsidiary of the Company.~~

~~-~~

~~Prior to the Share Exchange, the Company was considered as a shell company due to its nominal assets and limited operation. The transaction will be treated as a recapitalization of the Company.~~

~~-~~

DH ENCHANTMENT, INC.
(Formerly Energy Management International, Inc.)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JUNE 30, 2021 AND 2020
(Currency expressed in United States Dollars (“US\$”), except for number of shares)
(Unaudited)

Upon the Share Exchange between the Company and DHIC on July 26, 2021, is a merger of entities under common control that Miss Sally Kin Yi LO is the common director and shareholder of both the Company and DHIG. Under the guidance in ASC 805 for transactions between entities under common control, the assets, liabilities and results of operations, are recognized at their carrying amounts on the date of the Share Exchange, which required retrospective combination of the Company and DHIG for all periods presented.

On June 29, 2021, the Company authorized and approved the amendment and restatement of our Articles of Incorporation to: (i) change our name to DH Enchantment Inc.; and (ii) amend the powers, rights and designation of the Series A Convertible Preferred Stock as more fully set forth below; and (iii) effectuate a 5:1 reverse split, all of which are subject to final authorization by FINRA. The Company also approved the designation of 10,000,000 shares of Series B Convertible Preferred Stock which took effect immediately.

-

After the amendment, holders of the Series A Convertible Preferred Stock will not be: (i) entitled to receive dividends or other distributions; (ii) vote on matters submitted to a vote of the stockholders; and (iii) able to convert the Series A Convertible Preferred Stock into common stock or any other securities of the corporation.

On August 11, 2021, the Company changed its current name to DH Enchantment, Inc.

Description of subsidiaries

Name	Place of incorporation and kind of	Principal activities	Particulars of registered/ paid-up share	Effective interest
	legal entity	and place of operation	capital	held
DH Investment Group Limited	British Virgin Islands	Investment holding	100 ordinary shares at par value of US\$1	100%
Ho Shun Yi Limited	Hong Kong	Sale and distribution of COVID-19 rapid antigen tester set	10,000 ordinary share at par value of HK\$1	100%

The Company and its subsidiaries are hereinafter referred to as (the “Company”).

NOTE 3 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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~~The accompanying condensed consolidated financial statements reflect the application of certain significant accounting policies as described in this note and elsewhere in the accompanying condensed consolidated financial statements and notes.~~

~~Basis of presentation~~

~~These accompanying condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP").~~

~~Use of estimates and assumptions~~

~~In preparing these condensed consolidated financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenues and expenses during the years reported. Actual results may differ from these estimates.~~

~~Basis of consolidation~~

~~The condensed consolidated financial statements include the accounts of ENMI and its subsidiaries. All significant inter-company balances and transactions within the Company have been eliminated upon consolidation.~~

● Cash and cash equivalents

Cash and cash equivalents are carried at cost and represent cash on hand, demand deposits placed with banks or other financial institutions and all highly liquid investments with an original maturity of three months or less as of the purchase date of such investments.

● Revenue recognition

The Company adopted Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers* (Topic 606) ("ASU 2014-09") using the full retrospective transition method. The Company's adoption of ASU 2014-09 did not have a material impact on the amount and timing of revenue recognized in its condensed ~~condensed~~ consolidated financial statements.

Under ASU 2014-09, the Company recognizes revenue when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

The Company applies the following five steps in order to determine the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its agreements:

- identify the contract with a customer;
- identify the performance obligations in the contract;
- determine the transaction price;

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- allocate the transaction price to performance obligations in the contract; and
- recognize revenue as the performance obligation is satisfied.

● **Income taxes**

The Company adopted the ASC 740 *Income tax* provisions of paragraph 740-10-25-13, which addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the condensed consolidated financial statements. Under paragraph 740-10-25-13, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the condensed consolidated financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Paragraph 740-10-25-13 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of paragraph 740-10-25-13.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its balance sheets and provides valuation allowances as management deems necessary.

● **Uncertain tax positions**

The Company did not take any uncertain tax positions and had no adjustments to its income tax liabilities or benefits pursuant to the ASC 740 provisions of Section 740-10-25 for the three months ended June 30, 2021 and 2020.

● **Foreign currencies translation**

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at the balance sheet dates. The resulting exchange differences are recorded in the condensed consolidated statement of operations.

The reporting currency of the Company is United States Dollar (“US\$”) and the accompanying condensed consolidated financial statements have been expressed in US\$. In addition, the Company is operating in Hong Kong and maintain its books and record in its local currency, Hong Kong Dollars (“HKD”), which is a functional currency as being the primary currency of the economic environment in which their operations are conducted. In general, for consolidation purposes, assets and liabilities of its subsidiary whose functional currency is not US\$ are translated into US\$, in accordance with ASC Topic 830-30, “*Translation of Financial Statement*”, 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 foreign subsidiary are recorded as a separate component of accumulated other comprehensive income within the statements of changes in stockholder’s equity.

Translation of amounts from HKD into US\$ has been made at the following exchange rates for the three months ended June 30, 2021 and 2020:

	June 30, 2021	June 30, 2020
Period-end HKD:US\$ exchange rate	0.1288	0.1290
Average HKD:US\$ exchange rate	0.1288	0.1290

● **Comprehensive income**

ASC Topic 220, “*Comprehensive Income*”, establishes standards for reporting and display of comprehensive income, its components and accumulated balances. Comprehensive income as defined includes all changes in equity during a period from non-owner sources.

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Accumulated other comprehensive income, as presented in the accompanying condensed consolidated statements of changes in stockholders’ equity, consists of changes in unrealized gains and losses on foreign currency translation. This comprehensive income is not included in the computation of income tax expense or benefit.

● **Related parties**

The Company follows the ASC 850-10, *Related Party* for the identification of related parties and disclosure of related party transactions.

Pursuant to section 850-10-20 the related parties include a) affiliates of the Company; b) entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of section 825–10–15, to be accounted for by the equity method by the investing entity; c) trusts for the benefit of employees, such as pension and Income-sharing trusts that are managed by or under the trusteeship of management; d) principal owners of the Company; e) management of the Company; f) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g) other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The condensed consolidated financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a) the nature of the relationship(s) involved; b) a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c) the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d) amount due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

● **Commitments and contingencies**

The Company follows the ASC 450-20, *Commitments* to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or un-asserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company’s condensed consolidated financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time that these matters will have a material adverse effect on the Company’s financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company’s business, financial position, and results of operations or cash flows.

● **Fair value of financial instruments**

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and has adopted paragraph 820-10-35-37 of the FASB Accounting Standards Codification (“Paragraph 820-10-

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35-37”) to measure the fair value of its financial instruments. Paragraph 820-10-35-37 of the FASB Accounting Standards Codification establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, paragraph 820-10-35-37 of the FASB Accounting Standards Codification establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by paragraph 820-10-35-37 of the FASB Accounting Standards Codification are described below:

- Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
- Level 3 Pricing inputs that are generally observable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amounts of the Company’s financial assets and liabilities, such as cash and cash equivalents prepayment and other receivables, accrued liabilities and other payables, amount due to a director and promissory notes, approximate their fair values because of the short maturity of these instruments.

● Recent accounting pronouncements

In January 2017, the Financial Accounting Standard Board (“FASB”) issued ASU 2017-04, *Intangibles - Goodwill and Other (Topic 350)*: Simplifying the Accounting for Goodwill Impairment (“ASU 2017-04”). ASU 2017-04 removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. A goodwill impairment will now be the amount by which a reporting unit’s carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. This standard, which will be effective for the Company beginning in the first quarter of fiscal year 2020, is required to be applied prospectively. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company is currently evaluating the impact this standard will have on its condensed consolidated financial statements.

In June 2020, the FASB issued ASU 2020-07, *Improvements to Nonemployee Share-Based Payment Accounting* (“ASU 2020-07”), which supersedes ASC 505-50 and expands the scope of ASC 718 to include all share-based payments arrangements related to the acquisition of goods and services from both employees and nonemployees. For public companies, the amendments are effective for annual reporting periods beginning after December 15, 2020, including interim periods within those annual periods. Early adoption is permitted, but no earlier than a company's adoption date of ASC 606. The Company does not believe that the adoption of ASU 2020-07 will have a material impact on the Company’s condensed consolidated financial statements.

In August 2020, the FASB issued ASU No. 2020-15, *Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract*, which amended its guidance for costs of implementing a cloud computing service arrangement to align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. This new standard also requires customers to expense the capitalized implementation costs of a hosting arrangement that is a service contract over the term of the hosting arrangement. This new standard becomes effective for the Company in the first quarter of fiscal year 2020, with early adoption permitted. This new

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standard can be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. The Company is evaluating the impact of adopting this amendment to its condensed consolidated financial statements.

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and do not believe the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.

NOTE—4 GOING CONCERN UNCERTAINTIES

The accompanying condensed consolidated financial statements have been prepared using the going concern basis of accounting, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

As of June 30, 2021, the Company suffered from an accumulated deficit of \$2,646,493 and working capital deficit of \$82,011. The continuation of the Company as a going concern through June 30, 2022 is dependent upon the continued financial support from its stockholders. Management believes the Company is currently pursuing additional financing for its operations. However, there is no assurance that the Company will be successful in securing sufficient funds to sustain the operations.

These and other factors raise substantial doubt about the Company’s ability to continue as a going concern. These condensed consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets and liabilities that may result in the Company not being able to continue as a going concern.

NOTE—5 PROMISSORY NOTES

During the three months ended June 30, 2021, the Company received loan proceeds from \$77,266 from related parties, the Company’s shareholders, pursuant to the promissory notes with a maturity date of May 3, 2022 and May 4, 2022, respectively. The notes bear interest at a rate of 5% per annum, payable upon maturity.

NOTE—6 STOCKHOLDERS’ EQUITY (DEFICIT)

Authorized shares

As of June 30, 2021 and March 31, 2021, the Company’s authorized shares were 5,000,000 shares of preferred stock, with a par value of \$0.002.

As of June 30, 2021 and March 31, 2021, the Company’s authorized shares were 4,400,000,000 shares of common stock, with a par value of \$0.001.

Issued and outstanding shares

On June 29, 2021, the Company authorized to execute and file with the Secretary of State of the Nevada the Articles of Amendment, (i) to amend the designation for Series A Preferred Stock; (ii) to designate 10,000,000 shares as Series B preferred stock. The Company also approved a 5:1 reverse split, subject to final authorization by FINRA.

On July 26, 2021, the Company consummated the Share Exchange Transaction among DH Investment Group Limited (“DHIG”) and its shareholders and issued 100,000 shares of Series B preferred stock in exchange for 100% equity interest of DHIG. Upon completion of the Share Exchange Transaction, DHIG became a 100% owned subsidiary of the Company.

As of June 30, 2021 and March 31, 2021, the Company had 4,420,001 shares of Series A preferred stock issued and outstanding.

As of June 30, 2021 and March 31, 2021, the Company had 2,556,545,807 shares of common stock issued and outstanding.

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NOTE—7 INCOME TAX

The provision for income taxes consisted of the following:

	Three months ended June 30,	
	2021	2020
Current tax	\$ -	\$ -
Deferred tax	-	-
Income tax expense	<u>\$ -</u>	<u>\$ -</u>

The effective tax rate in the years presented is the result of the mix of income earned in various tax jurisdictions that apply a broad range of income tax rate. The Company mainly operates in Hong Kong that is subject to taxes in the jurisdictions in which they operate, as follows:

United States of America

ENMI is registered in the State of Nevada and is subject to the tax laws of United States of America.

For the three months ended June 30, 2021 and 2020, there was no operating income.

BVI

Under the current BVI law, the Company is not subject to tax on income.

Hong Kong

The Company’s subsidiary operating in Hong Kong is subject to the Hong Kong Profits Tax at the two-tiered profits tax rates from 8.25% to 16.5% on the estimated assessable profits arising in Hong Kong during the current year, after deducting a tax concession for the tax year. The reconciliation of income tax rate to the effective income tax rate for the three months ended June 30, 2021 and 2020 is as follows:

	Three months ended June 30,	
	2021	2020
Loss before income taxes	\$ (90,087) 90,708	\$ (8,580)
Statutory income tax rate	16.5%	16.5%
Income tax expense at statutory rate	(14,864) 14,967	(1,416)
Tax effect of non-deductible items	-	215
Tax loss not recognized as deferred tax assets	14,864 14,967	1,201
Income tax expense	<u>\$ -</u>	<u>\$ -</u>

The following table sets forth the significant components of the deferred tax assets and liabilities of the Company as of June 30, 2021 and March 31, 2021:

	As of June 30,	
	June 30, 2021	March 31, 2020

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Deferred tax assets:	-	-
Net operating loss carryforwards	\$ 14,864 14,967	\$ 1,201
Less: valuation allowance	<u>(14,967) 14,864</u>	<u>(1,201)</u>
Deferred tax assets, net	<u>\$ -</u>	<u>\$ -</u>

NOTE—8 AMOUNT DUE TO A RELATED PARTY

As of June 30, 2021, the amount due to a related party represented temporary advances made by the Company’s director, Ms LO Kin Yi Sally, which was unsecured, interest-free with no fixed repayment term. Imputed interest on this amount is considered insignificant.

NOTE—9 RELATED PARTY TRANSACTIONS

From time to time, the director of the Company advanced funds to the Company for working capital purpose. Those advances are unsecured, non-interest bearing and had no fixed terms of repayment.

During the three months ended June 30, 2021, the Company received loan proceeds from \$77,266 from related parties, the Company’s shareholders, pursuant to the promissory notes with a maturity date of May 3, 2022 and May 4, 2022, respectively. The notes bear interest at a rate of 5% per annum, payable upon maturity.

Apart from the transactions and balances detailed elsewhere in these accompanying condensed consolidated financial statements, the Company has no other significant or material related party transactions during the periods presented.

NOTE—10 CONCENTRATIONS OF RISK

The Company is exposed to the following concentrations of risk:

(a) Major customers

For the three months ended June 30, 2021, the individual customer who accounts for 10% or more of the Company’s revenues and its outstanding receivable balances as at period-end dates, are presented as follows:

<u>Customers</u>	<u>Three months ended June 30, 2021</u>		<u>June 30, 2021</u>
	<u>Revenues</u>	<u>Percentage of revenues</u>	<u>Accounts receivable</u>
Customer A	42,516	43%	\$ 2,561
Customer B	28,703	29%	-
Customer C	<u>13,930</u>	<u>14%</u>	<u>-</u>
Total:	<u>\$ 85,149</u>	<u>86%</u>	Total: <u>\$ 2,561</u>

For the three months ended June 30, 2020, there was no single customer.

All of the Company’s customers are located in Hong Kong.

(b) Major vendor

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For the three months ended June 30, 2021, one vendor represented more than 10% of the Company’s operating cost. This vendor accounted for 100% of the Company’s operating cost amounting to \$88,229 with \$5,602 of accounts payable at June 30, 2021.

For the three months ended June 30, 2020, there was no single vendor.

The Company’s vendor is located in Hong Kong.

(c) Economic and political risk

The Company’s major operations are conducted in Hong Kong. Accordingly, the political, economic, and legal environments in Hong Kong, as well as the general state of Hong Kong’s economy may influence the Company’s business, financial condition, and results of operations.

(d) Exchange rate risk

The Company cannot guarantee that the current exchange rate will remain steady; therefore there is a possibility that the Company could post the same amount of profit for two comparable periods and because of the fluctuating exchange rate actually post higher or lower profit depending on exchange rate of HKD converted to US\$ on that date. The exchange rate could fluctuate depending on changes in political and economic environments without notice.

NOTE—11 COMMITMENTS AND CONTINGENCIES

As of June 30, 2021, the Company has no material commitments or contingencies.

NOTE—12 SUBSEQUENT EVENTS

In accordance with ASC Topic 855, “*Subsequent Events*”, which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before condensed consolidated financial statements are issued, the Company has evaluated all events or transactions that occurred after June 30, 2021, up through the date the Company issued the unaudited condensed consolidated financial statements. The Company had the following subsequent events:

On July 26, 2021, the Company consummated the Share Exchange Transaction among DH Investment Group Limited (“DHIG”) and its shareholders (Sally Lo and Daily Success Development Ltd.) and issued 100,000 shares of Series B preferred stock in exchange for 100% equity interest of DHIG. Upon completion of the Share Exchange Transaction, DHIG became a 100% owned subsidiary of the Company. Sally Lo, our sole executive officer and director, received 35,000 shares of our Series B Convertible Preferred Stock, and Daily Success Development Ltd., our significant shareholder, received 65,000 shares of our Series B Convertible Preferred Stock.

On August 11, 2021, the Company changed its current name to DH Enchantment, Inc.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

~~Energy Management International~~ DH Enchantment, Inc.

By: /s/ Sally Kin Yi LO

Sally Kin Yi LO

Title: Chief Executive Officer

September [24], 2021