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

FORM 10-Q

(MARK ONE)

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

For the quarter ended March 31, 2023

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

For the transition period from to

Commission file number: 001-40678

EUDA HEALTH HOLDINGS LIMITED
(Exact Name of Registrant as Specified in Its Charter)

British Virgin Islands	**n/a**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1 Pemimpin Drive #12-07
One Pemimpin Singapore 576151

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: +65 6268 6821

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares	EUDA	The Nasdaq Stock Market LLC
Redeemable Warrants	EUDAW	The Nasdaq Stock Market LLC

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

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

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging Growth Company	☒

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

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

As of July 23, 2023, the registrant had 24,777,509 ordinary shares, no par value, issued and outstanding.

EUDA HEALTH HOLDINGS LIMITED
FORM 10-Q FOR QUARTER ENDED MARCH 31, 2023
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PART I - FINANCIAL STATEMENTS

Item 1. Financial Statements.

EUDA HEALTH HOLDINGS LIMITED AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2023 (Unaudited)	December 31, 2022
ASSETS		
CURRENT ASSETS		
Cash	$ 837,292	$ 143,024
Restricted cash	-	641,461
Accounts receivable, net	1,585,378	1,851,503
Other receivables	10,820	7,467
Due from related parties	277,962	267,863
Prepaid expenses and other current assets	198,123	222,633
Forward purchase receivables	21,892,527	21,892,527
Total Current Assets	24,802,102	25,026,478
PROPERTY AND EQUIPMENT, NET	27,892	31,628
OTHER ASSETS		
Prepaid expenses - non-current	453,887	478,061
Operating lease right-of-use assets	180,480	76,528
Finance lease right-of-use assets	14,417	16,345
Total Other Assets	648,784	570,934
Total Assets	$ 25,478,778	$ 25,629,040
LIABILITIES AND SHAREHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Short term loans - bank and private lender	$ 320,766	$ 204,240
Short term loans - related parties	274,200	-
Promissory note	170,000	170,000
Convertible notes	2,619,625	2,619,625
Convertible notes - related parties	782,600	782,600
Accounts payable	1,836,497	1,635,483
Other payables and accrued liabilities	2,471,415	1,592,815
Other payables - related parties	1,667,759	1,521,945
Operating lease liability	108,942	79,959
Finance lease liabilities	7,338	7,186
Prepaid forward purchase liabilities	20,853,545	20,321,053
Taxes payable	219,613	186,150
Total Current Liabilities	31,332,300	29,121,056
OTHER LIABILITIES		
Operating lease liability - non-current	71,720	-
Finance lease liabilities - non-current	13,323	15,015
Total Other Liabilities	85,043	15,015
Total Liabilities	31,417,343	29,136,071
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' DEFICIT		
Ordinary shares, no par value, unlimited shares authorized, 20,191,770 shares outstanding as of March 31, 2023 and December 31, 2022*	21,308,969	21,308,969
Accumulated deficit	(27,118,434)	(24,703,789)
Accumulated other comprehensive loss	(144,108)	(125,689)
Total Euda Health Holdings Limited Shareholders' Deficit	(5,953,573)	(3,520,509)
Noncontrolling interests	15,008	13,478
Total Shareholders' Deficit	(5,938,565)	(3,507,031)
Total Liabilities and Shareholders' Deficit	$ 25,478,778	$ 25,629,040

* Giving retroactive effect to reverse recapitalization effected on November 17, 2022

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

EUDA HEALTH HOLDINGS LIMITED AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

	For the Three Months Ended	
	March 31, 2023	March 31, 2022
	(Unaudited)	(Unaudited)
REVENUES		
Medical services	$ 791,711	$ 1,557,099
Medical services - related parties	-	135
Product sales	-	7,238
Property management services	907,023	1,102,391
Total Revenues	1,698,734	2,666,863
COST OF REVENUES		
Medical services	607,386	58,792
Medical services - related party	-	493,843
Product sales	-	9,255
Property management services	687,750	833,727
Total Cost of Revenues	1,295,136	1,395,617
GROSS PROFIT	403,598	1,271,246
OPERATING EXPENSES:		
Selling	404,771	368,092
General and administrative	1,975,607	824,896
Research and development	-	2,946
Total Operating Expenses	2,380,378	1,195,934
LOSS FROM OPERATIONS	(1,976,780)	75,312
OTHER INCOME (EXPENSE)		
Interest expense, net	(11,377)	(20,087)
Gain on disposal of subsidiary	-	30,055
Change in fair value of prepaid forward purchase liabilities	(532,492)	-
Other income, net	108,396	145,537
Total Other Income (expense), net	(435,473)	155,505
(LOSS) INCOME BEFORE INCOME TAXES	(2,412,253)	230,817
PROVISION FOR INCOME TAXES	985	5,823
NET (LOSS) INCOME	(2,413,238)	224,994
Less: Net income attributable to noncontrolling interest	1,407	2,409
NET (LOSS) INCOME ATTRIBUTABLE TO EUDA HEALTH HOLDINGS LIMITED	$ (2,414,645)	$ 222,585
NET (LOSS) INCOME	(2,413,238)	224,994
FOREIGN CURRENCY TRANSLATION ADJUSTMENT	(18,296)	(4,014)
TOTAL COMPREHENSIVE (LOSS) INCOME	(2,431,534)	220,980
Less: Comprehensive income attributable to noncontrolling interest	1,530	2,217
COMPREHENSIVE (LOSS) INCOME ATTRIBUTABLE TO EUDA HEALTH HOLDINGS LIMITED	$ (2,433,064)	$ 218,763
WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES*		
Basic and diluted	20,191,770	9,253,333
(LOSS) EARNINGS PER SHARE		
Basic and diluted	$ (0.12)	$ 0.02

* Giving retroactive effect to reverse recapitalization effected on November 17, 2022

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

EUDA HEALTH HOLDINGS LIMITED AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGE IN SHAREHOLDERS' EQUITY (DEFICIT)

	Ordinary shares		Retained	Accumulated other comprehensive	Noncontrolling	
	Shares*	Capital	earnings	income	interest	Total
BALANCE, December 31, 2021	9,253,333	$ 334,863	$ 180,333	$ 6,036	$ 78,818	$ 600,050
Net income	-	-	222,585	-	2,409	224,994
Foreign currency translation adjustment	-	-	-	(3,822)	(192)	(4,014)
BALANCE, March 31, 2022 (Unaudited)	9,253,333	$ 334,863	$ 402,918	$ 2,214	$ 81,035	$ 821,030

	Ordinary shares		Accumulated	Accumulated other comprehensive	Noncontrolling	
	Shares*	Capital	deficit	loss	interest	Total
BALANCE, December 31, 2022	20,191,770	$21,308,969	$(24,703,789)	$ (125,689)	$ 13,478	$(3,507,031)
Net loss	-	-	(2,414,645)	-	1,407	(2,413,238)
Foreign currency translation adjustment	-	-	-	(18,419)	123	(18,296)
BALANCE, March 31, 2023 (Unaudited)	20,191,770	$21,308,969	$(27,118,434)	$ (144,108)	$ 15,008	$(5,938,565)

* Giving retroactive effect to reverse recapitalization effected on November 17, 2022

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

EUDA HEALTH HOLDINGS LIMITED AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Three Months Ended	
	March 31, 2023	March 31, 2022
	(Unaudited)	(Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss) income	$ (2,413,238)	$ 224,994
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation	3,981	6,950
Amortization of intangible assets	-	29,544
Amortization of operating right-of-use asset	36,446	15,528
Amortization of finance right-of-use assets	2,055	2,026
Allowance for credit losses	35,719	11,939
Deferred taxes benefits	-	(5,022)
Gain on disposal of subsidiary	-	(30,055)
Change in fair value of prepaid forward purchase liabilities	532,492	-
Change in operating assets and liabilities		
Accounts receivable	244,693	(264,618)
Interest receivable from loan to third party	-	(7,813)
Other receivables	(3,286)	(15,533)
Prepaid expenses and other current assets	49,575	(12,768)
Accounts payable	187,415	(2,304)
Accounts payables - related party	-	(196,903)
Other payables and accrued liabilities	869,985	7,274
Taxes payable	31,893	93
Operating lease liability	(39,715)	(15,528)
Due from related party	(7,923)	-
Net cash used in operating activities	(469,908)	(252,196)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Loan to third party	-	(25,889)
Cash released upon disposal of a subsidiary	-	(3,437)
Net cash used in investing activities	-	(29,326)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayments from other receivable - related parties	-	10,531
Proceeds from short-term loans - bank and private lender	171,659	73,968
Repayments to short-term loans - bank and private lender	(57,036)	(20,885)
Proceeds from short-term loans - related parties	274,200	-
Borrowings from other payables - related parties	138,219	269,457
Payment of finance lease liabilities	(1,714)	(1,632)
Net cash provided by financing activities	525,328	331,439
EFFECT OF EXCHANGE RATE CHANGES	(2,613)	(2,667)
NET CHANGE IN CASH AND RESTRICTED CASH	52,807	47,250
CASH AND RESTRICTED CASH, beginning of the period	784,485	189,996
CASH, end of the period	$ 837,292	$ 237,246
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for income tax	$ 9,353	$ 33,299
Cash paid for interest	$ 6,090	$ 24,304
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Initial recognition of operating right of use asset and lease liability	$ 139,549	$ 125,834

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

Note 1– Nature of business and organization

EUDA Health Holdings Limited, which until November 17, 2022 was known as 8i Acquisition 2 Corp. (the “Company”, “EUDA” or “8i”) is a company incorporated on January 21, 2021, under the laws of the British Virgin Islands for the purpose of entering into a merger, share exchange, asset acquisition, stock purchase, recapitalization, reorganization or other similar business combination with one or more businesses or entities (a “Initial Business Combination”). The Company is an “emerging growth company”, as defined in Section 2(a) of the Securities Act of 1933, as amended (the “Securities Act”), as modified by the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”). The Company’s efforts to identify a prospective target business were not limited to a particular industry or geographic location (excluding China). The Articles of Association prohibited the Company from undertaking the Initial Business Combination with any entity that conducts a majority of its business or is headquartered in China (including Hong Kong and Macau).

On November 17, 2022 (the “Closing Date”), EUDA Health Holdings Limited, a British Virgin Islands business company (formerly known as 8i Acquisition 2 Corp.) (the “Company”), consummated the business combination contemplated by the Share Purchase Agreement (the “SPA”) between 8i Acquisition 2 Corp., a BVI business company (“8i”), EUDA Health Limited, a British Virgin Islands business company (“EHL”), Watermark Developments Limited, a British Virgin Islands business company (“Watermark” or the “Seller”), and Kwong Yeow Liew, dated April 11, 2022 and amended May 30, 2022, June 10, 2022, and September 7, 2022. As contemplated by the SPA, a business combination between 8i and EHL was effected by the purchase by 8i of all of the issued and outstanding shares of EHL from the Seller (the “Share Purchase”), resulting in EHL becoming a wholly owned subsidiary of 8i. In addition, in connection with the consummation of the Share Purchase, 8i has changed its name to “EUDA Health Holdings Limited.” See Note 4 - Reverse Recapitalization for further details.

The Company, through its subsidiaries, operates its business in two segments, 1) engaged in the healthcare specialty group (other than general practice) business offering range of specialty care services to patients, and engaged in the medical facility general practice clinic that provides holistic care for various illnesses, and 2) engaged in the property management service that services shopping malls, business office building, or residential apartments.

<u>Reorganization under EUDA Health Limited (“EHL”)</u>

On August 3, 2021, EHL completed a reverse recapitalization (“Reorganization”) under common control of its then existing shareholders, who collectively owned all of the equity interests of Kent Ridge Health Private Limited (“KRHPL”), a holding company incorporated under the laws of the Singapore prior to the Reorganization, through the following transaction.

- On July 24, 2021, EHL acquired 100% of the equity interests in Kent Ridge Healthcare Singapore Private Limited (“KRHSG”) through KRHPL for consideration of SG$1.0.
- On July 24, 2021, EHL acquired 100% of the equity interests in EUDA Private Limited (“EUDA PL”) through KRHPL for consideration of SG$1.0.
- On August 1, 2021, Kent Ridge Health Limited (“KRHL”), EHL’s wholly owned subsidiary, acquired 100% of the equity interests in Super Gateway Group Limited (“SGGL”) through KRHPL for consideration of SG$1.0.
- On August 3, 2021, EHL acquired 100% of the equity interests in Singapore Emergency Medical Assistance Private Limited (“SEMA”) through KRHPL for no consideration.

Before and after the Reorganization, the Company, together with its subsidiaries (as indicated above), is effectively controlled by the same shareholders, and therefore the Reorganization is considered as a recapitalization of entities under common control in accordance with Accounting Standards Codification ("ASC") 805-50-25. The consolidation of the Company and its subsidiaries have been accounted for at historical cost and prepared on the basis as if the aforementioned transactions had become effective as of the beginning of the first period presented in the accompanying unaudited condensed consolidated financial statements in accordance with ASC 805-50-45-5.

Reorganization under KRHPL

Prior to the Reorganization, KRHPL entered into a Sales and Purchase of Shares Agreement ("KRHSG Agreement") with the sole shareholder of KRHSG who is under common control of the majority shareholders of KRHPL on December 2, 2019. Pursuant to the KRHSG Agreement, KRHPL will acquire 100% of the equity interests in KRHSG ("Reorganization of KRHSG") for a total consideration of SG$1.0 ("Total Consideration"). The transaction was completed and effective on January 3, 2020. Since KRHSG and KRHPL are effectively controlled by the same shareholders of EHL, and therefore the Reorganization is under common control at carrying value. The financial statements of KRHSG are prepared on the basis as if the restructuring of KRHSG became effective as of the beginning of the first period presented in the accompanying unaudited condensed consolidated financial statements of EHL.

Prior to the Reorganization, KRHPL entered into a Sales and Purchase of Shares Agreement ("EUDA PL Agreement") with the sole shareholder of EUDA PL who is under common control of the majority shareholders of KRHPL on December 2, 2019. Pursuant to the EUDA PL Agreement, KRHPL will acquire 100% of the equity interests in EUDA PL ("Reorganization of EUDA PL") for a total consideration of SG$1.0 ("Total Consideration"). The transaction was completed and effective on January 3, 2020. Since EUDA PL and LRHPL are effectively controlled by the same shareholders of EHL, and therefore the Reorganization is under common control at carrying value. The financial statements of EUDA PL are prepared on the basis as if the restructuring of EUDA PL became effective as of the beginning of the first period presented in the accompanying unaudited condensed consolidated financial statements of EHL.

Prior to the Reorganization, KRHPL entered into a Sales and Purchase of Shares Agreement ("SEMA Agreement") with the sole shareholder of SEMA who is effectively controlled by the same shareholders of KRHPL on December 31, 2019. Pursuant to the SEMA PL Agreement, KRHPL will acquire 100% of the equity interests in SEMA ("Reorganization of SEMA") for no consideration. SEMA is a holding company and has no operations prior to December 31, 2019.

The accompanying unaudited condensed consolidated financial statements reflect the activities of EUDA and each of the following entities:

Name	Background	Ownership
EUDA Health Limited ("EHL")	● A British Virgin Islands company Incorporated on June 8, 2021 ● A holding Company	100% owned by EUDA
Kent Ridge Healthcare Singapore Pte. Ltd. ("KRHSG")	● A Singapore company ● Incorporated on November 9, 2017 ● Multi-care specialty group offering range of specialty care services to patients.	100% owned by EHL
EUDA Private Limited ("EUDA PL")	● A Singapore company ● Incorporated on April 13, 2018 ● A digital health company that provides a platform to serve the healthcare industry	100% owned by EHL
Zukitek Vietnam Private Limited Liability Company ("ZKTV PL")	● A Vietnam company ● Incorporated on May 2, 2019 ● A Research and Development Company	100% owned by EUDA PL
Singapore Emergency Medical Assistance Private Limited ("SEMA")	● A Singapore company ● Incorporated March 18, 2019 ● A holding company	100% owned by EHL
The Good Clinic Private Limited ("TGC")(1)	● A Singapore company ● Incorporated on April 8, 2020 ● Medical facility general practice clinic that provides holistic care for various illnesses	100% owned by SEMA

EUDA Doctor Private Limited (“ED PL”)	● A Singapore company ● Incorporated on December 1, 2021 ● A platform solution for doctors and physicians to find, connect, and collaborate with trusted peers, specialists, and other professionals ● Operation has not been commenced	100% owned by EHL
Kent Ridge Hill Private Limited (“KR Hill PL”)	● A Singapore company ● Incorporated on December 1, 2021 ● A B2B2C pharmaceutical and OTC drugs e-commerce platform to promote its drug products ● Operation has not been commenced	100% owned by EHL
Kent Ridge Health Limited (“KRHL”)	● A British Virgin Islands company ● Incorporated on June 8, 2021 ● A holding company	100% owned by EHL
Zukitech Private Limited (“Zukitech”) (“ZKT PL”)	● A Singapore company ● Incorporated on June 13, 2019 ● A holding company	100% owned by KRHL
Super Gateway Group Limited (“SGGL”)	● A British Virgin Islands company ● Incorporated on April 18, 2008 ● A holding company	100% owned by KRHL
Universal Gateway International Pte. Ltd. (“UGI”)	● A Singapore company ● Incorporated on September 30, 2000 ● Registered capital of RMB 5,000,000 ● A holding company	98.3% owned by SGGL
Melana International Pte. Ltd. (“Melana”)	● A Singapore company ● Incorporated on September 9, 2000 ● Property management service that services shopping malls, business office building, or residential apartments	100% owned by UGI
Tri-Global Security Pte. Ltd. (“Tri-Global”)	● A Singapore company ● Incorporated on August 10, 2000 ● Property security service that services shopping malls, business office building, or residential apartments	100% owned by UGI
UG Digitech Private Limited (“UGD”)	● A Singapore company ● Incorporated on August 16, 2001 ● A holding company	100% owned by UGI

Nosweat Fitness Company Private Limited ("NFC")	● A Singapore company ● Incorporated on July 6, 2021 ● A virtual personal training platform for fitness enthusiasts ● Operation has not been commenced	100% owned by KRHL
True Cover Private Limited ("TCPL")	● A Singapore company ● Incorporated on December 1, 2021 ● A B2B e-claims healthcare insurance platform ● Operation has not been commenced	100% owned by KRHL
KR Digital Pte. Ltd. ("KR Digital") (2)	● A Singapore company ● Incorporated on December 29, 2021 ● Development of software and applications ● Operation has not been commenced	100% owned by KRHL
Zukihealth Sdn. Bhd. ("Zukihealth") (2)	● A Malaysian company ● Incorporated on February 15, 2018 ● Distribution of health care supplement products ● Operation has not been commenced	100% owned by KR Digital

(1) On March 1, 2022, SEMA, the Company's wholly owned subsidiary, sold 100% of the equity interest in TGC to an unrelated individual third party for a total consideration of SG$ 1.0 (see Note 5).

(2) On April 19, 2022, the Company acquired 100% equity interest of KR Digital Pte Ltd, ("KR Digital"), a Singapore Company, from Mr. Kelvin Chen, the Company's Chief Executive Office ("CEO") and shareholder for total consideration of SG$1. Prior to the acquisition of KR Digital, on April 15, 2022, KR Digital acquired 100% equity interest of Zukihealth Sdn Bhd, ("Zukihealth"), a Malaysia corporation, from Mr. Kelvin Chen, the Company's CEO and shareholder for total consideration of SG$1. Both KR Digital and Zukihealth have no operations prior to the acquisition in April 2022. KR Digital, through Zukihealth, is expected to carry out the distribution of health care products business.

Note 2 – Going concern

In assessing the Company's going concern, the Company monitors and analyzes its cash on-hand and its operating and capital expenditure commitments. The Company's liquidity needs are to meet its working capital requirements, operating expenses and capital expenditure obligations. Debt financing in the form of short-term borrowings from bank, private lender, third parties and related parties and cash generated from operations have been utilized to finance the working capital requirements of the Company. As of March 31, 2023, the Company's working capital deficit was approximately $6.5 million, and the Company had cash of approximately $0.8 million. The Company has experienced recurring losses from operations and negative cash flows from operating activities since 2020. In addition, the Company had, and may potentially continue to have, an ongoing need to raise additional cash from outside sources to fund its expansion plan and related operations. Successful transition to attaining profitable operations is dependent upon achieving a level of revenues adequate to support the Company's cost structure. In connection with the Company's assessment of going concern considerations in accordance with Financial Accounting Standard Board's Accounting Standards Update ("ASU") 2014-15, "Disclosures of Uncertainties about an Entity's Ability to Continue as a Going Concern," management has determined that these conditions raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that these unaudited condensed consolidated financial statements are issued.

If the Company is unable to generate sufficient funds to finance the working capital requirements of the Company within the normal operating cycle of a twelve-month period from the date of these unaudited condensed consolidated financial statements are issued, the Company may have to consider supplementing its available sources of funds through the following sources:

- other available sources of financing from Singapore banks and other financial institutions or private lender;
- financial support and credit guarantee commitments from the Company's related parties; and
- equity financing.

The Company can make no assurances that required financings will be available for the amounts needed, or on terms commercially acceptable to the Company, if at all. If one or all of these events does not occur or subsequent capital raises are insufficient to bridge financial and liquidity shortfall, there would likely be a material adverse effect on the Company and would materially adversely affect its ability to continue as a going concern.

The unaudited condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern and, accordingly, do not include any adjustments that might result from the outcome of this uncertainty.

Note 3 – Summary of significant accounting policies

Basis of presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for information pursuant to the rules and regulations of the Securities Exchange Commission ("SEC"). The unaudited condensed consolidated financial statements as of March 31, 2023 and for the three months ended March 31, 2023 reflect all adjustments (consisting of only normal recurring adjustments) considered necessary to present fairly the financial position, results of operations and cash flow for such interim periods. The results of operations for the three months ended March 31, 2023 are not necessarily indicative of results to be expected for the full year of 2023. Certain information and footnote disclosures normally included in the consolidated financial statements prepared in conformity with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited financial statements and the notes thereto, included in the Form 10-K for the fiscal year ended December 31, 2022, which was filed with the SEC on June 28, 2023.

Principles of consolidation

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

A subsidiary is an entity in which the Company, directly or indirectly, controls more than one half of the voting power; or has the power to govern the financial and operating policies, to appoint or remove the majority of the members of the board of directors, or to cast a majority of votes at the meeting of directors.

Use of estimates

The preparation of the unaudited condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the unaudited condensed consolidated financial statements and the reported amounts of revenues and expenses during the periods presented. Significant accounting estimates reflected in the Company's unaudited condensed consolidated financial statements include lease classification and liabilities, right-of-use assets, determinations of the useful lives and valuation of long-lived assets, estimates of allowances for doubtful accounts, estimates of impairment of long-lived assets, valuation of deferred tax assets, other provisions and contingencies, estimated fair value of earn-out shares, prepaid forward purchase liability and private warrants. Actual results could differ from these estimates.

Non-controlling interests

For the Company's non-wholly owned subsidiaries, a non-controlling interest is recognized to reflect portion of equity that is not attributable, directly or indirectly, to the Company. The cumulative results of operations attributable to non-controlling interests are also recorded as non-controlling interests in the Company's unaudited condensed consolidated balance sheets and unaudited condensed consolidated statements of operations and comprehensive income (loss). Cash flows related to transactions with non-controlling interests are presented under financing activities in the unaudited condensed consolidated statements of cash flows.

Segment reporting

The Company's chief operating decision-maker is identified as the chief executive officer who reviews financial information presented on a consolidated basis, accompanied by disaggregated information about revenues by different revenues streams for purposes of allocating resources and evaluating financial performance. Based on qualitative and quantitative criteria established by Accounting Standards Codification ("ASC") 280, "Segment Reporting", the Company considers itself to be operating within two operating and reportable segments as set forth in Note 15.

Cash and restricted cash

Cash represent cash on hand and demand deposits placed with banks or other financial institutions which are unrestricted as to withdrawal or use and have original maturities less than three months. Restricted cash represents cash held in bank account from 8i which was restricted due to the incomplete procedures of changing signers as of December 31, 2022. As of March 31, 2023, such restriction has been lifted and the remaining cash held in bank account has transfer to the Company's operating bank account.

Accounts receivable, net

Accounts receivable are recorded at the invoiced amount less an allowance for any uncollectible accounts and do not bear interest, which are due after 30 to 90 days, depending on the credit term with customers. The carrying value of accounts receivable is reduced by an allowance that reflects the Company's best estimate of the amounts that will not be collected. An allowance for doubtful accounts is recorded in the period when a loss is probable based on an assessment of specific evidence indicating collection is unlikely, historical bad debt rates, accounts aging, financial conditions of the customer and industry trends. Starting from January 1, 2023, the Company adopted ASU No.2016-13 "Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" ("ASC Topic 326"). The Company used a modified retrospective approach, and the adoption does not have an impact on our unaudited condensed consolidated financial statements. Management also periodically evaluates individual customer's financial condition, credit history, and the current economic conditions to make adjustments in the allowance when it is considered necessary. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company's management continues to evaluate the reasonableness of the valuation allowance policy and update it if necessary. As of March 31, 2023 and December 31, 2022, the Company provided allowance for doubtful accounts of $234,827 and $197,438, respectively. For the three months ended March 31, 2023 and 2022, the Company did not write off any account receivable.

Prepaid expenses and other current assets

Prepaid expenses and other current assets primarily include prepaid expenses paid to services providers, and other deposits. Management regularly evaluates past events and current conditions and changes in payment and realization trends and records allowances when management believes collection or realization of amounts due are at risk. Accounts considered uncollectable are written off against allowances after exhaustive efforts at collection are made. As of March 31, 2023 and December 31, 2022, no allowance for credit losses related to prepaid expenses was recorded.

Property and equipment, net

Property and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets with no residual value. The estimated useful lives are as follows:

	Expected useful lives
Office equipment	3 years
Medical equipment	3 years
Leasehold improvement	Shorter of the lease term or 5 years

The cost and related accumulated depreciation of assets sold or otherwise retired are eliminated from the accounts and any gain or loss is included in the unaudited condensed consolidated statements of operations and comprehensive income (loss). Expenditures for maintenance and repairs are charged to earnings as incurred, while additions, renewals and betterments, which are expected to extend the useful life of assets, are capitalized. The Company also re-evaluates the periods of depreciation to determine whether subsequent events and circumstances warrant revised estimates of useful lives.

The Company reviews property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An asset is considered impaired if its carrying amount exceeds the future net undiscounted cash flows that the asset is expected to generate. If such asset is considered to be impaired, the impairment recognized is the amount by which the carrying amount of the asset, if any, exceeds its fair value determined using a discounted cash flow model. For the three months ended March 31, 2023 and 2022, there was no impairment of property and equipment recognized.

Impairment for long-lived assets

In accordance with ASC 360-10, Long-lived assets, including property and equipment with finite lives are reviewed for impairment whenever events or changes in circumstances (such as a significant adverse change to market conditions that will impact the future use of the assets) indicate that the carrying value of an asset may not be recoverable. The Company assesses the recoverability of the assets based on the undiscounted future cash flows the assets are expected to generate and recognize an impairment loss when estimated undiscounted future cash flows expected to result from the use of the asset plus net proceeds expected from disposition of the asset, if any, are less than the carrying value of the asset. If an impairment is identified, the Company would reduce the carrying amount of the asset to its estimated fair value based on a discounted cash flows approach or, when available and appropriate, to comparable market values. For the three months ended March 31, 2023 and 2022, the Company did not recognize any impairment of long-lived assets.

Warrants

The Company accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in Financial Accounting Standards Board ("FASB") ASC 480, Distinguishing Liabilities from Equity ("ASC 480") and ASC 815, Derivatives and Hedging ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own ordinary shares and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of equity at the time of issuance. The Company determined that upon further review of the warrant agreements, the Company concluded that its warrants qualify for equity accounting treatment.

Upon completion of the business combination, all of 8i's public and private warrants remain outstanding were replaced by the Company's public and private warrants. The Company treated such warrants replacement as a warrant modification and no incremental fair value was recognized.

Forward Purchase Receivables and Prepaid Forward Purchase Liabilities

The Company recorded forward purchase receivables amounted to $21,892,527 as of March 31, 2023 and December 31, 2022 to account for the prepayment amount of the forward purchase agreement, as discussed in Note 7. The prepayment amount will be held in a deposit account until the valuation date (the second anniversary of the closing of the Business Combination, subject to certain acceleration provisions). At the Maturity Date, the Sellers are entitled to received $2.50 per Recycled Shares ("Maturity Consideration") in cash or in shares. As of March 31, 2023, no shares were sold after Closing.

In connection with the forward purchase agreement, the Company recognized prepaid forward purchase liabilities in accordance with ASC 480-10-25-8 as the Company has the obligation to pay cash to settle the maturity consideration. As of March 31, 2023 and December 31, 2022, prepaid forward purchase liabilities were amounted to $20,853,545 and $20,321,053, respectively. Refer to Note 7 for further detail.

Revenue recognition

The Company follows the revenue accounting requirements of Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("Accounting Standards Codification ("ASC") 606"). The core principle underlying the revenue recognition of this ASU allows the Company to recognize - revenue that represents the transfer of goods and services to customers in an amount that reflects the consideration to which the Company expects to be entitled in such exchange. This will require the Company to identify contractual performance obligations and determine whether revenue should be recognized at a point in time or over time, based on when control of goods and services transfers to a customer.

To achieve that core principle, the Company applies five-step model to recognize revenue from customer contracts. The five-step model requires that the Company (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, including variable consideration to the extent that it is probable that a significant future reversal will not occur, (iv) allocate the transaction price to the respective performance obligations in the contract, and (v) recognize revenue when (or as) the Company satisfies the performance obligation.

The Company accounts for a contract with a customer when the contract is committed in writing, the rights of the parties, including payment terms, are identified, the contract has commercial substance and collectability is probable.

Revenue recognition policies for each type of revenue stream are as follows:

(1) Medical Services

- Performance obligation satisfied at a point in time

The Company operates on a unified technology health care platform which provide a full continuum of healthcare services integrated with healthcare data analytics to drive improved outcomes for patients. The Company operates the medical services on a business-to-business (B2B) platform, and serves the corporate customers involved in various industries. The Company is primarily generating revenue on a per healthcare visit basis for specialty medical visits for specialist treatment such as cardiology, dermatology and etc, at the time which the single performance obligation was satisfied. Such fees are paid by the corporate customers on behalf of their employees. The Company generally bills their corporate customers for the healthcare visit services on a weekly basis, or in arrears depending on the service, with payment terms generally between 30 to 90 days. There are not significant differences between the timing of revenue recognition and billing. Consequently, the Company has determined that the Company's contracts do not include a financing component. Revenue is recognized in an amount that reflects the consideration that is expected in exchange for the service at a point in time at the time of the visit. In addition, the Company's contracts do not generally contain refund provisions for fees earned related to services performed.

The Company accounts for medical service revenue on a gross basis as the Company is acting as a principal in these transactions and is responsible for fulfilling the promise to provide the specified services, which the Company has control of the services and has the ability to direct the service providers to be performed to obtain substantially all the benefits. In making this determination, the Company also assesses whether it is primarily obligated in these transactions, is subject to inventory risk, has latitude in establishing prices, or has met several but not all of these indicators in accordance with ASC 606-10-55-36 through 40.

The Company recognizes the medical services revenue when the control of the specified services is transferred to its customer, which at a point in time at the time after completion of the visit.

The Company also operates on a general practice clinic and generating such revenue on a per healthcare visit basis. Revenues are recognized when the visits are completed at a point in time at the time of the visit.

(2) Product Sales

- Performance obligation satisfied at a point in time

The Company purchases, sells, and installs facial recognition and temperature measurement monitor system to corporate customer, where the product and the installation are interrelated and are not capable of being distinct since the customer cannot benefit from the product or installation either on its own. The Company recognized the products revenue when control of the product is passed to the customer, which is the point in time that the customers are able to direct the use of and obtain substantially all of the economic benefit of the goods after the installation by the Company's technician. The transfer of control typically occurs at a point in time based on consideration of when the customer has an obligation to pay for the goods, and physical possession of, legal title to, and the risks and rewards of ownership of the goods has been transferred, and the customer has accepted the goods. Revenue is recognized net of estimates of variable consideration, including product returns, customer discounts and allowance. Historically, the Company has not experienced any significant returns.

(3) Property Management Services

- Performance obligation satisfied over a period of time

The Company provides property management services in shopping malls, business office building, or residential apartments to all tenants and property owners. Property management services include common area property management services that contain cleaning, landscaping, public facilities maintenance and other traditional services and also include security property management services provided to all tenants and property owners. Each of the two services is within separate agreements. The Company identified common area property management services as a single performance obligation as the kinds of service in the contract are not capable of being distinct and identified the security management services as another single performance obligation as there is only one service that is to provide security services.

The Company recognizes the common area property management revenue and security property management revenue on a straight-line basis over the terms of the common area property management agreement and security property management agreement, generally over one year period because its customer simultaneously receives and consumes the benefits provided by the Company throughout the performance obligations period.

The Company has elected to apply the practical expedient to expense costs as incurred for incremental costs to obtain a contract when the amortization period would have been one year or less. As of March 31, 2023 and December 31, 2022, the Company did not have any contract assets.

The Company recognized advance payments from its customer prior to revenue recognition as contract liability until the revenue recognition performance obligation are met. As of March 31, 2023 and December 31, 2022, the Company did not have any contract liability.

Disaggregated information of revenues by products/services are as follows:

	For the Three Months Ended			
	March 31, 2023		March 31, 2022	
	(Unaudited)		(Unaudited)	
Medical services – specialty cares	$	791,711	$	1,496,211
Medical services – general practices		-		60,888
Medical services – general practices (related parties)		-		135
Medical services – subtotal		791,711		**1,557,234**
Product sales		**-**		**7,238**
Property management services – common area management		668,827		817,698
Property management services – security		238,196		284,693
Property management services		**907,023**		**1,102,391**
Total revenues	**$**	**1,698,734**	**$**	**2,666,863**

Cost of revenues

(1) Medical Services

Cost of revenues mainly consists of medical supplies purchased and medical service was provided by Cadence Health Pte. Ltd., a related party, prior to March 2022. Medical supplies purchased and medical service provided by the third party service providers were insignificant prior to March 2022. Beginning in April 2022, cost of revenues mainly consists of medical supplies purchased and medical service provided by third party service providers.

(2) Product Sales

Cost of revenues mainly consists of medical product or equipment purchased for resale.

(3) Property Management Services

Cost of revenues mainly consists of labor expenses incurred attributable to property management service.

Disaggregated information of cost of revenues by products/services are as follows:

	For the Three Months Ended			
	March 31, 2023		March 31, 2022	
	(Unaudited)		(Unaudited)	
Medical services – specialty cares	$	607,386	$	43,432
Medical services – specialty cares (related party)		-		493,843
Medical services – general practices		-		15,360
Medical services – subtotal		**607,386**		**552,635**
Product sales		**-**		**9,255**
Property management services – common area management		496,724		601,457
Property management services – security		191,026		232,270
Property management services		**687,750**		**833,727**
Total cost of revenues	**$**	**1,295,136**	**$**	**1,395,617**

Defined contribution plan

The full-time employees of the Company are entitled to the government mandated defined contribution plan. The Company is required to accrue and pay for these benefits based on certain percentages of the employees' respective salaries, subject to certain ceilings, in accordance with the relevant government regulations, and make cash contributions to the government mandated defined contribution plan. Total expenses for the plans were $137,791 and $136,159 for the three months ended March 31, 2023 and 2022, respectively.

The related contribution plans include:

Singapore subsidiaries

- Central Provident Fund ("CPF") – 17.00% based on employee's monthly salary for employees aged 55 and below, reduces progressively to 7.5% as age increase;

- Skill Development Levy ("SDL") – up to 0.25% based on employee's monthly salary capped $8.3 (SGD 11.25).

Vietnam subsidiary

- Social Insurance Fund ("SIF") – 20% based on employee's monthly salary;

- Trade Union Fee – 2.00% of SIF

Income taxes

The Company accounts for income taxes in accordance with U.S. GAAP for income taxes. The charge for taxation is based on the results for the fiscal year as adjusted for items, which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is calculated using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the unaudited condensed consolidated financial statements and the corresponding tax basis. In principle, deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that taxable income will be utilized with prior net operating loss carried forwards using tax rates that are expected to apply to the period when the asset is realized or the liability is settled. Deferred tax is charged or credited in the income statement, except when it is related to items credited or charged directly to equity. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be utilized. Current income taxes are provided for in accordance with the laws of the relevant tax authorities.

An uncertain tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. No penalties and interest incurred related to underpayment of income tax for the three months ended March 31, 2023 and 2022. As of March 31, 2023, the tax returns of the Company's Singapore entities for the calendar year from 2019 through 2022 remain open for statutory examination by Singapore tax authorities.

The Company recognize interest and penalties related to unrecognized tax benefits, if any, on the income tax expense line in the accompanying unaudited condensed consolidated statement of operations. Accrued interest and penalties are included on the related tax liability line in the unaudited condensed consolidated balance sheet.

The Company conducts much of its business activities in Singapore and is subject to tax in its jurisdiction. As a result of its business activities, the Company's subsidiaries file separate tax returns that are subject to examination by the foreign tax authorities.

Comprehensive income (loss)

Comprehensive income (loss) consists of two components, net income and other comprehensive income. Other comprehensive income (loss) refers to revenue, expenses, gains and losses that under GAAP are recorded as an element of shareholders' equity but are excluded from net income. Other comprehensive income (loss) consists of a foreign currency translation adjustment resulting from the Company not using the U.S. dollar as its functional currencies.

(Loss) earnings per share

The Company computes (loss) earnings per share (“EPS”) in accordance with ASC 260, “Earnings per Share”. ASC 260 requires companies to present basic and diluted EPS. Basic EPS is measured as net income divided by the weighted average ordinary share outstanding for the period. Diluted EPS presents the dilutive effect on a per share basis of the potential ordinary shares (e.g., convertible securities, options and warrants) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential ordinary shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

The Company calculates basic and diluted (loss)/earnings per share as follows:

	For the Three Months Ended March 31,	
	2023	2022
	(Unaudited)	(Unaudited)
Numerator		
Net (loss) income	$ (2,413,238)	$ 224,994
Less: Net income attributable to noncontrolling interest	1,407	2,409
Net (loss)/income attributable to common shareholders, basic	$ (2,414,465)	$ 222,585
Denominator		
Weighted average number of shares outstanding, basic and diluted	20,191,770	9,253,333
(Loss)/Earnings per share, basic and diluted	$ (0.12)	$ 0.02

As of March 31, 2023, the Company had dilutive securities from the outstanding convertible notes and warrants are convertible into 1,411,725 and 4,458,625 of the Company’s ordinary shares, respectively, were not included in the computation of dilutive loss per share because the inclusion of such convertible notes and warrants would be anti-dilutive.

Fair value measurements

Fair value is defined as the price that would be received for an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. When determining the fair value measurements for assets and liabilities, we consider the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability. The following summarizes the three levels of inputs required to measure fair value, of which the first two are considered observable and the third is considered unobservable:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The fair value for certain assets and liabilities such as cash and restricted cash, accounts receivable, net, other receivables, prepaid expenses and other current assets, short-term loans, promissory note, convertible notes, accounts payable, other payables and accrued liabilities, and tax payables have been determined to approximate carrying amounts due to the short maturities of these instruments. The Company believes that its long-term loan to third party approximates the fair value based on current yields for debt instruments with similar terms.

The following table sets forth by level within the fair value hierarchy our financial liability that were accounted for at fair value on a recurring basis as of March 31, 2023 and December 31, 2022:

	Carrying Value at March 31, 2023	**Fair Value Measurement at March 31, 2023**		
		Level 1	**Level 2**	**Level 3**
	(Unaudited)			
Prepaid forward purchase liabilities	$ 20,853,545	$ -	$ -	$ 20,853,545

	Carrying Value at December 31, 2022	**Fair Value Measurement at December 31, 2022**		
		Level 1	**Level 2**	**Level 3**
Prepaid forward purchase liabilities	$ 20,321,053	$ -	$ -	$ 20,321,053

The following is a reconciliation of the beginning and ending balance of the financial liability measured at fair value on a recurring basis for the three months ended March 31, 2023 and for the year ended December 31, 2022:

	Prepaid forward purchase liabilities
Beginning balance as of November 17, 2022	$ 7,409,550
Change in fair value of prepaid forward purchase liabilities	12,911,503
Balance as of December 31, 2022	$ 20,321,053
Change in fair value of prepaid forward purchase liabilities	532,492
Balance as of March 31, 2023 (unaudited)	$ 20,853,545

Leases

The Company accounts for leases in accordance with ASC 842. The Company entered into two agreements as a lessee to lease office equipment for general and administrative operations. If any of the following criteria are met, the Company classifies the lease as a finance lease:

- The lease transfers ownership of the underlying asset to the lessee by the end of the lease term;
- The lease grants the lessee an option to purchase the underlying asset that the Company is reasonably certain to exercise;
- The lease term is for 75% or more of the remaining economic life of the underlying asset, unless the commencement date falls within the last 25% of the economic life of the underlying asset;
- The present value of the sum of the lease payments equals or exceeds 90% of the fair value of the underlying asset; or
- The underlying asset is of such a specialized nature that it is expected to have no alternative use to the lessor at the end of the lease term.

Leases that do not meet any of the above criteria are accounted for as operating leases.

The Company combines lease and non-lease components in its contracts under Topic 842, when permissible.

Finance and operating lease right-of-use ("ROU") assets and lease liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. Since the implicit rate for the Company's leases is not readily determinable, the Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments. The incremental borrowing rate is the rate of interest that the Company would have to pay to borrow, on a collateralized basis, an amount equal to the lease payments, in a similar economic environment and over a similar term.

Lease terms used to calculate the present value of lease payments generally do not include any options to extend, renew, or terminate the lease, as the Company does not have reasonable certainty at lease inception that these options will be exercised. The Company generally considers the economic life of its finance or operating lease ROU assets to be comparable to the useful life of similar owned assets. The Company has elected the short-term lease exception, therefore operating lease ROU assets and liabilities do not include leases with a lease term of twelve months or less. Its leases generally do not provide a residual guarantee.

The finance or operating lease ROU asset also excludes lease incentives. Lease expense is recognized on a straight-line basis over the lease term for operating lease. Meanwhile, the Company recognizes the finance leases ROU assets and interest on an amortized cost basis. The amortization of finance ROU assets is recognized on an accretion basis as amortization expense, while the lease liability is increased to reflect interest on the liability and decreased to reflect the lease payments made during the period. Interest expense on the lease liability is determined each period during the lease term as the amount that results in a constant periodic interest rate of the office equipment on the remaining balance of the liability.

The Company reviews the impairment of its ROU assets consistent with the approach applied for its other long-lived assets. The Company reviews the recoverability of its long-lived assets when events or changes in circumstances occur that indicate that the carrying value of the asset may not be recoverable. The assessment of possible impairment is based on its ability to recover the carrying value of the asset from the expected undiscounted future pre-tax cash flows of the related operations. The Company has elected to include the carrying amount of operating lease liabilities in any tested asset group and includes the associated operating lease payments in the undiscounted future pre-tax cash flows. For the three months ended March 31, 2023 and 2022, the Company did not recognize impairment loss on its finance and operating lease ROU assets.

Related parties

Parties, which can be a corporation or individual, are considered to be related if the Company has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Companies are also considered to be related if they are subject to common control or common significant influence.

Recently adopted accounting pronouncements

The Company considers the applicability and impact of all accounting standards updates ("ASUs"). Management periodically reviews new accounting standards that are issued. Under the Jumpstart Our Business Startups Act of 2012, as amended (the "JOBS Act"), the Company meets the definition of an emerging growth company and has elected the extended transition period for complying with new or revised accounting standards, which delays the adoption of these accounting standards until they would apply to private companies.

In May 2019, the FASB issued ASU 2019-05, which is an update to ASU Update No. 2016-13, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which introduced the expected credit losses methodology for the measurement of credit losses on financial assets measured at amortized cost basis, replacing the previous incurred loss methodology. The amendments in Update 2016-13 added Topic 326, Financial Instruments—Credit Losses, and made several consequential amendments to the Codification. Update 2016-13 also modified the accounting for available-for-sale debt securities, which must be individually assessed for credit losses when fair value is less than the amortized cost basis, in accordance with Subtopic 326-30, Financial Instruments— Credit Losses—Available-for-Sale Debt Securities. The amendments in this Update address those stakeholders' concerns by providing an option to irrevocably elect the fair value option for certain financial assets previously measured at amortized cost basis. For those entities, the targeted transition relief will increase comparability of financial statement information by providing an option to align measurement methodologies for similar financial assets. Furthermore, the targeted transition relief also may reduce the costs for some entities to comply with the amendments in Update 2016-13 while still providing financial statement users with decision-useful information. In November 2019, the FASB issued ASU No. 2019-10, which to update the effective date of ASU No. 2016-13 for private companies, not-for-profit organizations and certain smaller reporting companies applying for credit losses, leases, and hedging standard. The new effective date for these preparers is for fiscal years beginning after December 15, 2022. In March 2022, the FASB issued ASU No. 2022-02, which is to (1) eliminate the accounting guidance for TDRs by creditors in Subtopic 310-40, Receivables—Troubled Debt Restructurings by Creditors, while enhancing disclosure requirements for certain loan refinancings and restructurings by creditors when a borrower is experiencing financial difficulty, and (2) disclose current-period gross write offs by year of origination for financing receivables and net investments in leases within the scope of Subtopic 326-20, Financial Instruments—Credit Losses—Measured at Amortized Cost. ASU 2019-05 is effective for the Company for annual and interim reporting periods beginning January 1, 2023 as the Company is qualified as an emerging growth company. The Company has adopted this standard on January 1, 2023, and the adoption did not have a material impact on the Company's unaudited condensed consolidated financial statements.

Except as mentioned above, the Company does not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the Company's unaudited condensed consolidated balance sheets, statements of operations and comprehensive income (loss) and statements of cash flows.

Note 4 – Reverse Recapitalization

On November 17, 2022, the Company consummated the Business Combination contemplated by the SPA between 8i, EHL, Watermark, and Kwong Yeow Liew, dated April 11, 2022 and amended May 30, 2022, June 10, 2022, and September 7, 2022. As contemplated by the SPA, a business combination between 8i and EHL was effected by the purchase by 8i of all of the issued and outstanding shares of EHL from Watermark, resulting in EHL becoming a wholly owned subsidiary of 8i.

Upon the consummation of the Business Combination, the following events contemplated by the SPA occurred, based on EUDA's capitalization as of November 17, 2022:

- all 1,500,000 issued and outstanding shares of EHL were converted into 14,000,000 shares of the Company's no par value ordinary shares after giving effect to the exchange ratio of 9.33 ("Exchange Ratio"); and

- the entitlement of 4,000,000 shares ("Earnout Shares") of the Company's no par value ordinary shares issued to the Seller subject to the following four triggering events:

  - 1,000,000 additional Earnout Shares to be issued if during the period beginning on the Closing Date and ending on the first anniversary of the Closing Date, the Company's share price is equal to or greater than Fifteen Dollars ($15.00) after the Closing Date;

  - 1,000,000 additional Earnout Shares to be issued if during the period beginning on the first anniversary of the Closing Date and ending on the second anniversary of the Closing Date, the Company's share price is equal to or greater than Twenty Dollars ($20.00);

  - 1,000,000 additional Earnout Shares to be issued if the consolidated audited financial statements of EUDA for the fiscal year commencing January 1, 2023 and ending December 31, 2023, reflect that EUDA has achieved both of the following financial metrics for such fiscal year: (x) revenues of at least $20,100,000 and (y) net income attributable to EUDA of at least $3,600,000.

- ○ 1,000,000 additional Earnout Shares to be issued if the consolidated audited financial statements of EUDA for the fiscal year commencing January 1, 2024 and ending December 31, 2024, reflect that EUDA has achieved both of the following financial metrics for such fiscal year: (x) revenues of at least $40,100,000 and (y) net income attributable to EUDA of at least $10,100,000.

In connection with the closing the Business Combination:

- all 8i's no par value public ordinary shares of 2,591,545, net of the redemption of 6,033,455 shares of Company's no par value ordinary shares, remained outstanding;

- all 8i's no par value private ordinary shares of 292,250 remained outstanding;

- all 8i's no par value founder shares of 2,156,250 remained outstanding;

- all 8i's rights, consisting of 8,625,000 public rights and 292,250 private rights, automatically converted into an aggregate of 891,725 of the Company's no par value ordinary shares;

- 200,000 shares of the Company's no par value ordinary shares were issued to a service provider in connection with the business combination;

- 60,000 shares of the Company's no par value ordinary shares were issued to a service provider in connection with the closing of transactions contemplated pursuant to certain share purchase agreement. Such issuance of the ordinary share serves the purpose of securing the repayment of $300,000 convertible promissory note to the service provider;

The following table presents the number of the Company's ordinary shares issued and outstanding immediately following the Reverse Recapitalization:

	Ordinary Shares
8i ordinary shares outstanding prior to Reverse Recapitalization	11,073,500
Less: redemption of 8i ordinary shares	(6,033,455)
Conversion of 8i rights	891,725
Shares issued to service providers	260,000
Conversion of EHL ordinary shares into 8i ordinary shares	14,000,000
Total shares outstanding	20,191,770

EHL was determined to be the accounting acquirer given EHL effectively controlled the combined entity after the SPAC Transaction. The transaction is not a business combination because 8i was not a business. The transaction is accounted for as a reverse recapitalization, which is equivalent to the issuance of shares by EHL for the net monetary assets of 8i, accompanied by a recapitalization. EHL is determined as the accounting acquirer and the historical financial statements of EHL became the Company's historical financial statements, with retrospective adjustments to give effect of the reverse recapitalization. The net assets of 8i were recognized as of the closing date at historical cost, with no goodwill or other intangible assets recorded. Operations prior to the Merger are those of EHL and EHL's operations are the only ongoing operations of EHL.

In connection with the Reverse Recapitalization, the Company raised approximately $1.3 million of proceeds, presented as cash flows from financing activities, which included the contribution of approximately $87.1 million of funds held in 8i's trust account, approximately $0.2 million of cash held in 8i's operating cash account, net of approximately $60.8 million paid to redeem 6,033,455 public shares of 8i's ordinary shares, approximately $3.0 million in transaction costs incurred by 8i, approximately $21.9 million prepayment of two forward purchase agreements, and repayments of a promissory note in the amount of $0.3 million issued to 8i's related party.

The following table reconcile the elements of the Reverse Recapitalization to the consolidated statements of cash flows and the changes in shareholders' deficit:

	November 18, 2022
Funds held in 8i's trust account	$ 87,074,185
Funds held in 8i's operating cash account	248,499
Less: amount paid to redeem public shares of 8i's ordinary shares	(60,839,550)
Less: payments of transaction costs incurred by 8i	(2,965,646)
Less: payments of forward purchase agreements	(21,892,527)
Less: repayments of promissory note – related party of 8i	(300,000)
Proceeds from the Reverse Recapitalization	1,324,961
Less: unpaid deferred underwriting fee	(2,113,125)
Less: unpaid transaction costs incurred by 8i	(382,600)
Less: payment and accrued expenses of transaction costs related to the Reverse Recapitalization	(1,305,580)
Add: non-cash net assets assumed from 8i	14,387,803
Net contributions from issuance of ordinary shares upon the Reverse Recapitalization	$ 11,911,459

The shares and corresponding capital amounts and all per share data related to EHL's outstanding ordinary shares prior to the Reverse Recapitalization have been retroactively adjusted using the Exchange Ratio.

Note 5 – Disposition of Subsidiary

<u>Disposition of TGC</u>

On March 1, 2022, SEMA, the Company's wholly owned subsidiary, sold 100% of the equity interest in TGC to an unrelated individual for a total consideration of SG$ 1.0 ("TGC transaction"). TGC is not a significant subsidiary and the disposition of all of the equity interests in TGC did not constitute a strategic shift that would have a major effect on the Company's operations and financial results. As a result, the results of operations for TGC were not reported as discontinued operations under the guidance of ASC 205 "*Presentation of Financial Statements.*"

Note 6 – Accounts receivable, net

	As of March 31, 2023	As of December 31, 2022
	(Unaudited)	
Accounts receivable*	$ 1,820,205	$ 2,048,941
Allowance for credit losses	(234,827)	(197,438)
Total accounts receivable, net	$ 1,585,378	$ 1,851,503

*As of March 31, 2022 and December 31, 2021, accounts receivable of up to approximately $0.6 million (SGD 0.8 million) were pledged to the short term loan from United Overseas Bank Limited (See Note 8).

Movements of allowance for credit losses from account receivables are as follows:

	March 31, 2023	December 31, 2022
	(Unaudited)	
Beginning balance	$ 197,438	$ 80,799
Addition	35,719	116,156
Exchange rate effect	1,670	483
Ending balance	$ 234,827	$ 197,438

Note 7 – Forward Purchase Agreements

On November 9, 2022 and November 13, 2022, 8i, EHL, and certain institutional investors, HB Strategies LLC (the "Seller 1") and Alto Opportunity Master Fund, SPC - Segregated Master Portfolio B ("Seller 2") entered into an agreement (the "Prepaid Forward Agreement 1" and "Prepaid Forward Agreement 2"), respectively, for an equity prepaid forward transaction (the "Prepaid Forward Transaction 1" and "Prepaid Forward Transaction 2").

Pursuant to the terms of the Prepaid Forward Agreements, Seller 1 and Seller 2 may (i) purchase through a broker in the open market, from holders of Shares other than 8i Acquisition or affiliates thereof, 8i Acquisition's ordinary shares, no par value, (the "Shares"), or (ii) reverse Seller 1's and Seller 2's prior exercise of redemption rights as to Shares in connection with the Business Combination (all such purchased or reversed Shares, the "Recycled Shares 1" and "Recycled Shares 2", respectively). While Seller 1 and Seller 2 has no obligation to purchase any Shares under the Prepaid Forward Agreement 1 and Prepaid Forward Agreement 2, the aggregate total Recycled Shares 1 and Recycled Shares 2 that may be purchased or reversed under the Prepaid Forward Agreement 1 and Prepaid Forward Agreement 2 shall be no more than 1,400,000 shares and 1,125,000 shares, respectively. Seller 1 and Seller 2 have agreed to hold the Recycled Shares 1 and Recycled Shares 2, for the benefit of (a) 8i Acquisition until the closing of the Business Combination (the "Closing") and (b) the Company after the Closing (each a "Counterparty"). Seller 1 and Seller 2 also may not beneficially own greater than 9.9% of issued and outstanding Shares following the Business Combination.

The key terms of the forward contracts are as follows:

- Sellers can terminate the Transaction no later than the later of: (a) Third Local Business Day following the Optional Early Termination ("OET"); (b) the first Payment Date after the OET Date which shall specify the quantity by which the Number of Shares is to be reduced (such quantity, the "Terminated Shares") Seller shall terminate the Transaction in respect of any Shares sold on or prior to the Maturity Date. The Counterparty is entitled to an amount from the Seller equal to the number of terminated shares multiplied by the Reset Price.

-Seller 1 and Seller 2 are entitled to receive the Maturity Consideration, an amount equal to the product of: (1) Number of Recycled Shares specified in the Pricing Date Notice, less(b) the number of Terminated Shares multiplied by (2) USD 2.50 (the "Maturity Consideration"), in cash. The Company can also pay the Seller 1 and Seller 2 shares based on the Company's average volume weighted average share price ("VWAP") of the Shares over 30 Scheduled Trading Days ending on the Maturity Date. Such settlement consideration or OET is considered to be an embedded feature (or instrument) with in the Prepaid Forward Transaction 1 and 2.

- The Prepaid Forward Transaction 1 and 2 required physical settlement by repurchase of remaining of the recycled shares in exchange for cash and if either the amount to be paid or the settlement date varies based on specified conditions, the earlier of a) first anniversary of the closing of the transactions between Counterparty and EUDA on November 18, 2022 or b) the date specified by Seller in a written notice to be delivered at Seller's discretion (not earlier than the day such notice is effective) after the occurrence of a VWAP Trigger Event, those instruments shall be measured subsequently at the amount of cash that would be paid under the conditions specified in the contract if settlement occurred at the reporting date, recognizing the resulting change in that amount from the previous reporting date as interest cost, which we recorded as change in fair value of prepaid forward purchase liability.

In accordance with ASC 480, *Distinguishing Liabilities from Equity*, the Company has determined that the prepaid forward contract is a financial instrument other than a share that represent or are indexed to obligations to repurchase the issuer's equity shares by transferring assets, referred to herein as the "prepaid forward purchase liability" on its consolidated balance sheets. The Company initially measure the prepaid forward purchase liability at fair value and measured subsequently at fair value with changes in fair value recognized in earnings.

As of the closing of the Business Combination on November 17, 2022, the fair value of the prepaid forward purchase liability was determined to be $7,409,550. For the three months ended March 31, 2023, the change of fair value of the prepaid forward purchase liability was amounted to a loss of $532,492. As of March 31, 2023 and December 31, 2022, the prepaid forward purchase liabilities amounted to $20,853,545 and $20,321,053, respectively.

Note 8 – Credit facilities

Short-term loans – bank and private lender

Outstanding balances on short-term bank loans consist of the following:

Bank/Private lender Name	Maturities	Annual Interest Rate	Collateral/ Guarantee	As of March 31, 2023	As of December 31, 2022
				(Unaudited)	
*United Overseas Bank Limited	90 days from disbursement	0.25% plus prime rate of 5.25%	Collateral: Accounts receivable	$ 187,086	$ 185,592
FS Capital Pte Ltd	Due monthly from February 2023 to July 2024	9.6%	Guaranteed by Kelvin Chen Weiwen, the Company's CEO and shareholder	133,680	-
Funding Societies Pte. Ltd	Due monthly from April 2022 to March 2023	30.0%	Guaranteed by Kelvin Chen Weiwen, the Company's CEO and shareholder	-	18,648
Total				$ 320,766	$ 204,240

* On August 21, 2019, KRHSG entered into a revolving line of credit agreement with United Overseas Limited pursuant to which KRHSG may borrow up to approximately $593,208 (SGD 800,000) for operation purposes. The loan was guaranteed by Jamie Fan Wei Zhi, an immediate family member of a shareholder of the Company and secured by KRHSG's account receivable (see Note 6). The loan bears an average annual interest rate of 5.50% and its due within 90 days from the loan disbursement. The Company released Jamie Fan Wei Zhi as the guarantor of this loan on October 31, 2022.

Short term loans – related parties

Lender Name	Relationship	Maturities	Interest Rate	Collateral/ Guarantee	As of March 31, 2023	As of December 31, 2022
					(Unaudited)	
James Tan*	Major shareholder of the Company	June 30, 2023*	8%	None	$ 145,450	$ -
Alfred Lim	Director of the Company	March 31, 2023 (Extended to December 31, 2023)	8%	None	128,750	-
Total					$ 274,200	$ -

*On May 16, 2023, the Company issued restricted ordinary shares to James Tan in full satisfaction of all obligations of the Company under this loan. See Note 16.

Promissory note

Outstanding balances on promissory note consist of the following:

Lender Name	Maturities	Annual Interest Rate	Collateral/ Guarantee	As of March 31, 2023 (Unaudited)	As of December 31, 2022
Kaufaman & Canoles, P. C. (“KC”)	February 15, 2023*	0.0 – 15.0%	None	$ 170,000	$ 170,000

* This promissory note has a default interest of 15% per annum beginning on February 15, 2023 until paid in full. In June 2023, the Company and KC has entered into a settlement agreement (“the Agreement”) to settle the promissory note. Pursuant to the Agreement, the Company shall pay KC (1) $100,000 within two days of the dates that the Company’s US counsel, Loeb & Loeb, confirm that it has received from KC all information and documents necessary for them to prepare an amended S-1 registration statement covering the resale of securities, (2) $60,000 within two business days after the date the first amendment to the registration statement is filed with the SEC, and (3) upon receipt of the payment in (1) and (2), KC agrees to waive the balance of the outstanding amount and additional amount, including any accrued interest.

Convertible notes – third parties

Outstanding balances on convertible notes consist of the following:

Lender Name	Maturities	Annual Interest Rate	Collateral/ Guarantee	As of March 31, 2023 (Unaudited)	December 31, 2022
Maxim Group LLC (“Maxim”)	November 17, 2023	0.0%	Automatically be converted into the Company’s ordinary shares at $5.00 per share if the balance is not being repaid by the maturity date	$ 2,113,125	$ 2,113,125
Menora Capital Pte Ltd (“Menora”)	November 17, 2023	0.0%	Right to convert into the Company’s ordinary shares equal to the unpaid Principal Amount as of the Maturity Date divided by the five day VWAP Price of the Company’s ordinary shares immediately preceding the maturity date if the balance is not being repaid by the maturity date	87,500	87,500
Loeb & Loeb LLP (“Loeb”)	November 17, 2023	0.0%	(1) 60,000 of the Company ordinary share has been issued to Loeb, which is subject to be returned and cancellation if the Company repaid the full or part of the convertible note, and (2) Loeb has the right to sell the ordinary shares in public market and the earning from the sales should be offset the remaining balance of the convertible note	300,000	300,000
Shine Link Limited (“Shine Link”)	November 17, 2023	0.0%	Right to convert into the Company’s ordinary shares equal to the unpaid Principal Amount as of the Maturity Date divided by the five day VWAP Price of the Company’s ordinary	119,000	119,000

	shares immediately preceding the maturity date if the balance is not being repaid by the maturity date		
Total		$ 2,619,625	$ 2,619,625

Convertible notes – related parties

Lender Name	Maturities	Annual Interest Rate	Collateral/ Guarantee	As of March 31, 2023		December 31, 2022	
				(Unaudited)			
8i Holdings 2 Ptd Ltd ("8i Holding") (1)	November 17, 2023	0.0%	Right to convert into the Company's ordinary shares equal to the unpaid Principal Amount as of the Maturity Date divided by the five day VWAP Price of the Company's ordinary shares immediately preceding the maturity date if the balance is not being repaid by the maturity date	$	82,600	$	82,600
Meng Dong (James) Tan (2)	November 17, 2023	0.0%	Right to convert into the Company's ordinary shares equal to the unpaid Principal Amount as of the Maturity Date divided by the five day VWAP Price of the Company's ordinary shares immediately preceding the maturity date if the balance is not being repaid by the maturity date		700,000		700,000
Total				$	782,600	$	782,600

1) Mr. Meng Dong (James) Tan, the Company's related party who had more than 10% ownership of the Company, is the sole shareholder and director of 8i Holdings 2 Pte. Ltd. Mr. Tan has sole voting and dispositive power over the shares.

2) Mr. Meng Dong (James) Tan, the Company's related party has more than 10% ownership of the Company.

The Company determined that the embedded conversion feature from the convertible notes, related parties and third parties qualifies for the scope exception due to the embedded conversion feature indexed to the Company's stock in accordance with ASC 815-40-15 and meet the equity requirement in accordance with ASC815-40-25.

Note 9 – Other payables and accrued liabilities

	As of March 31, 2023		As of December 31, 2022	
	(Unaudited)			
Accrued expenses (i)	$	1,650,170	$	671,743
Accrued payroll		583,385		730,037
Accrued interests (ii)		158,695		157,032
Others		79,165		34,003
Total other payables and accrued liabilities	$	2,471,415	$	1,592,815

(i) Accrued expenses

The balance of accrued expenses represented amount due to third parties service providers which include marketing consulting service, IT related professional service, legal, audit and accounting fees, and other miscellaneous office related expenses.

(ii) Accrued interests

The balance of accrued interests represented the balance of interest payable from short-term loan – bank, private lender, and third parties (See Note 8).

Note 10 – Related party balances and transactions

Related party balances

Other receivables – related parties

Name of Related Party	Relationship	Nature	As of March 31, 2023 (Unaudited)	As of December 31, 2022
KR Hill Capital Pte Ltd	Shareholders of this entity also are the shareholders of the Company	Related party advance, due on demand	$ 241	$ 239
Kent Ridge Medical Ptd Ltd	Shareholders of this entity also are the shareholders of the Company	Related party advance, due on demand	249	247
Janic Limited	Shareholder of the Company	Related party advance, due on demand	730	724
Cadence Health Pte Ltd*	Shareholders of this entity also are the shareholders of the Company		276,742	266,653
Total			$ 277,962	$ 267,863

*As of date of the issuance of these unaudited condensed consolidated financial statements, this receivable has been repaid by the related party.

Convertible notes – related parties

See Note 8 – Credit facilities, convertible notes – related parties.

Other payables – related parties

Name of Related Party	Relationship	Nature	As of March 31, 2023 (Unaudited)	As of December 31, 2022
Chee Yin Meh	Shareholder of Scotgold Holding Ltd which is the shareholder of the Company	Operating expense paid on behalf of the Company	$ 123,728	$ 122,739
Kelvin Chen	CEO and shareholder of the Company	Operating expense paid on behalf of the Company	748,260	589,681
Kent Ridge Health Pte Ltd (1)	Shareholders of this entity also are the shareholders of the Company	Operating expense paid on behalf of the Company	696,340	696,508
Kent Ridge Pacific Pte Ltd	Shareholders of this entity also are the shareholders of the Company	Operating expense paid on behalf of the Company	15,065	20,303
Watermark Developments Ltd	Shareholder of the Company	Operating expense paid on behalf of the Company	56,396	55,945
Mount Locke Limited	Shareholder of the Company	Operating expense paid on behalf of the Company	3,747	3,753
UG Digital Sdn Bhd	UGD, subsidiary of the Company owned 40% of this company	Operating expense paid on behalf of the Company	24,223	33,016
Total			$ 1,667,759	$ 1,521,945

(1) On December 16, 2022, the Company has signed a loan agreement (“Agreement”) with Kent Ridge Health Pte Ltd (“KRHPL”), a related party. Pursuant to the Agreement, KRHPL agreed to fully remit the loan payment to Koh Wee Sing on behalf of the Company. As a result, such short-term loan- third party was transfer to other payable, related parties under KRHPL’s balance as of March 31, 2023.

Short term loans – related parties

See Note 8 – Credit facilities, short term loans – related parties.

Related party transactions

Revenue from related parties

Name of Related Party	Relationship	Nature	For the Three Months Ended March 31, 2023	For the Three Months Ended March 31, 2022
			(Unaudited)	(Unaudited)
Cadence Health Pte Ltd	Shareholders of this entity also are the shareholders of the Company	Sales of swab test, and other medical related product	-	135

Purchase from related parties

Name of Related Party	Relationship	Nature	For the Three Months Ended March 31, 2023	For the Three Months Ended March 31, 2022
			(Unaudited)	(Unaudited)
Cadence Health Pte Ltd	Shareholders of this entity also are the shareholders of the Company	Medical service fee provided for the third party medical service revenue	$ -	$ 493,843

Rental expenses

Name of Related Party	Relationship	Nature	For the Three Months Ended March 31, 2023	For the Three Months Ended March 31,2022
			(Unaudited)	(Unaudited)
Kent Ridge Pacific Pte Ltd	Shareholders of this entity also are the shareholders of the Company	Office rental	$ 26,579	$ 41,537

Note 11 – Shareholders' equity

Warrants

In connection with the reverse recapitalization, the Company has assumed 8,917,250 Warrants outstanding, which consisted of 8,625,000 Public Warrants and 292,250 Private Warrants. Both of the Public Warrants and private warrant met the criteria for equity classification.

Warrants became exercisable on the later of (a) the completion of the reverse recapitalization or (b) 12 months from the closing of the initial public offering ("IPO"). The warrants will expire five years after the completion of a reverse recapitalization or earlier upon redemption or liquidation.

As of March 31, 2023, the Company had 8,625,000 Public Warrants outstanding and 292,250 Private Warrants outstanding. Each whole Public Warrant and Private Warrant entitles the registered holder to purchase one-half share of the Company's ordinary share at a price of $11.50 per share, subject to the following conditions discussed below.

The Company may redeem the Public Warrants and Private Warrants in whole and not in part, at a price of $0.01 per warrant:

● at any time while the warrants are exercisable and prior to their expiration,

● upon not less than 30 days' prior written notice of redemption to each warrant holder,

● if, and only if, the reported last sale price of the ordinary shares equals or exceeds $16.50 per share (as adjusted for share splits, share dividends, reorganizations and recapitalizations), for any 20 trading days within a 30 trading days period ending on the third trading business day prior to the notice of redemption to warrant holders, and,

● if, there is a current registration statement in effect with respect to the Ordinary Shares underlying the Warrants for each day in the 30-day trading period and continuing each day thereafter until the Redemption Date or the cashless exercise of the Warrants is exempt from the registration requirements under the Securities Act of 1933, as amended (the "Act")

If the Company calls the warrants for redemption as described above, management will have the option to require all holders that wish to exercise the warrants to do so on a "cashless basis," as described in the warrant agreement. The exercise price and number of ordinary shares issuable upon exercise of the warrants may be adjusted for splits, dividends, recapitalizations and other similar events. Additionally, in no event will the Company be required to net cash settle the warrants.

The only difference between Public Warrants and Private Warrants is that the Private Warrants will not be transferable, assignable or salable until after the completion of reverse recapitalization.

The summary of warrants activity is as follows:

	Warrants Outstanding	Ordinary Shares Issuable	Weighted Average Exercise Price	Average Remaining Contractual Life
December 31, 2021	-	-	$ 11.50	4.88
Granted	8,917,250	4,458,625	-	-
December 31, 2022	8,917,250	4,458,625	$ 11.50	4.88
Granted	-	-	-	-
March 31, 2023 (unaudited)	8,917,250	4,458,625	$ 11.50	4.63

Earnout shares

As part of the Business Combination, Watermark is entitled to the 4,000,000 Earnout Shares of the Company's no par value ordinary shares subject to the following four triggering events:

- 1,000,000 additional Earnout Shares to be issued if during the period beginning on the Closing Date and ending on the first anniversary of the Closing Date, the Company's share price is equal to or greater than Fifteen Dollars ($15.00) after the Closing Date ("Triggering Event 1");
- 1,000,000 additional Earnout Shares to be issued if during the period beginning on the first anniversary of the Closing Date and ending on the second anniversary of the Closing Date, the Company's share price is equal to or greater than Twenty Dollars ($20.00) ("Triggering Event 2");
- 1,000,000 additional Earnout Shares to be issued if the consolidated audited financial statements of EUDA for the fiscal year commencing January 1, 2023 and ending December 31, 2023, reflect that EUDA has achieved both of the following financial metrics for such fiscal year: (x) revenues of at least $20,100,000 and (y) net income attributable to EUDA of at least $3,600,000 ("Triggering Event 3");
- 1,000,000 additional Earnout Shares to be issued if the consolidated audited financial statements of EUDA for the fiscal year commencing January 1, 2024 and ending December 31, 2024, reflect that EUDA has achieved both of the following financial metrics for such fiscal year: (x) revenues of at least $40,100,000 and (y) net income attributable to EUDA of at least $10,100,000 ("Triggering Event 4").

The Earnout Shares are accounted for as equity classified equity instruments, were included as merger consideration as part of the Reverse Recapitalization and recorded in capital. The fair value of the Earnout Shares was estimated using a model based on multiple stock price paths developed through the use of a Monte Carlo simulation that incorporates into the valuation the possibility that the market condition targets may not be satisfied.

The fair value of the Earnout Shares for Triggering Event 1 and 2 was estimated using the following assumptions:

Closing date		November 17, 2022
Share price of the Company as of closing date	$	5.21
Average daily return rate		0.02%
Daily volatility for Triggering Event 1		4.74%
Daily volatility for Triggering Event 2		4.30%
Risk-free rate for Triggering Event 1		4.75%
Risk-free rate for Triggering Event 2		4.49%
Grant Price for Trigging Event 1	$	15.0
Grant Price for Trigging Event 2	$	20.0

As a result, the Company determined the fair value of the Earnout Shares for Triggering Event 1 and 2 is amounted to $1,926,610 and $3,273,019, respectively, and recorded the same amount in consolidated statements of change in shareholders' deficit and consolidated statements of operations and comprehensive income (loss) as earnout share payment for the year ended December 31,2022.

In addition, Company determined that the probabilities of achieving the revenue and net income thresholds are nil for Triggering Event 3 and 4 and estimated the fair value of the Earnout Shares of nil.

Note 12 – Income taxes

British Virgin Islands

KRHL and SGGL are incorporated in the British Virgin Islands and are not subject to tax on income or capital gains under current British Virgin Islands law. In addition, upon payments of dividends by these entities to their shareholders, no British Virgin Islands withholding tax will be imposed.

Vietnam

The Company's subsidiary operating in Vietnam is subject to the Vietnam Income Tax at a standard income tax rate of 20%.

Malaysia

The Company's subsidiary operating in Malaysia is governed by the income tax laws of Malaysia and the income tax provision in respect of operations in Malaysia is calculated at the applicable tax rates on the taxable income for the periods based on existing legislation, interpretations and practices in respect thereof. Under the Income Tax Act of Malaysia, enterprises that incorporated in Malaysia are usually subject to a unified 24% enterprise income tax rate while preferential tax rates, tax holidays and even tax exemption may be granted on case-by-case basis.

Singapore

The Company's subsidiaries incorporated in Singapore and is subject to Singapore Profits Tax on the taxable income as reported in its statutory financial statements adjusted in accordance with relevant Singapore tax laws. The applicable tax rate is 17% in Singapore, with 75% of the first $7,503 (SGD 10,000) taxable income and 50% of the next $142,549 (SGD 190,000) taxable income are exempted from income tax.

The United States and foreign components of loss before income taxes were comprised of the following:

	For the Three Months Ended March 31, 2023	For the Three Months Ended March 31, 2022
	(Unaudited)	(Unaudited)
Singapore	$ (612,426)	$ 231,151
Foreign	(1,799,827)	(334)
Total (loss) income before income taxes	$ (2,412,253)	$ 230,817

The provision for income taxes consisted of the following:

	For the Three Months Ended March 31, 2023	For the Three Months Ended March 31, 2022
	(Unaudited)	(Unaudited)
Current	$ 985	$ 10,845
Deferred	-	(5,022)
Provision for income taxes	$ 985	$ 5,823

The following table sets forth the significant components of the aggregate deferred tax assets and liabilities of the Company as of:

	March 31, 2023	December 31, 2022
	(Unaudited)	
Deferred Tax Assets/Liabilities		
Net operating loss carryforwards	$ 854,539	$ 749,309
Allowance for doubtful account*	39,921	33,564
Net lease liability	1,724	823
Less: valuation allowance	(896,184)	(783,696)
Deferred tax assets, net	$ -	$ -

*The valuation allowance on all deferred tax assets increased by $112,488 as of March 31, 2023 from December 31, 2022.

As of March 31, 2023 and December 31, 2022, the Company had net operating losses carry forward (including temporary taxable difference of bad debt expense) of approximately $5.2 million and $4.4 million, respectively, from the Company's Singapore subsidiaries. The net operating losses from the Singapore subsidiaries can be carried forward indefinitely. Due to the limited operating history of certain Singapore subsidiaries, the Company is uncertain when these net operating losses can be utilized. As a result, the Company provided a 100% allowance on deferred tax assets on net operating losses (including temporary taxable difference of bad debt expense) of approximately $0.9 million and $0.7 million related to Singapore subsidiaries as of March 31, 2023 and December 31, 2022, respectively.

As of March 31, 2023 and December 31, 2022, the Company had net operating losses carry forward of approximately $18,000 and $18,000, respectively, from the Company's Vietnam subsidiary. The net operating losses from the Vietnam subsidiary can be carried forward for five years and expiring from the year 2025 to 2027. Due to the Vietnam subsidiary have been operating at losses and the Company believes it is more likely than not that its Vietnam operations will be unable to fully utilize its deferred tax assets related to the net operating losses in the foreseeable future. As a result, the Company provided a 100% allowance on deferred tax assets on net operating losses of approximately $4,000 and $4,000 related to its Vietnam subsidiary as of March 31, 2023 and December 31, 2022, respectively.

As of March 31, 2023 and December 31, 2022, the Company had net operating losses carry forward of approximately $15,000 and $15,000 from the Company's Malaysia subsidiary. The net operating losses from the Malaysia subsidiary can be carried forward for seven years. Due to the Malaysia subsidiary have been operating at losses and the Company believes it is more likely than not that its Malaysia operations will be unable to fully utilize its deferred tax assets related to the net operating losses in the foreseeable future. As a result, the Company provided a 100% allowance on deferred tax assets on net operating losses of approximately $4,000 and $4,000 related to its Malaysia subsidiary as of March 31, 2023 and December 31, 2022, respectively.

Uncertain tax positions

The Company evaluates each uncertain tax position (including the potential application of interest and penalties) based on the technical merits, and measure the unrecognized benefits associated with the tax positions. As of March 31, 2023 and December 31, 2022, the Company did not have any significant unrecognized uncertain tax positions. The Company did not incur interest and penalties tax for the three months ended March 31, 2023 and 2022.

Taxes payable consist of the following:

	March 31, 2023	December 31, 2022
	(Unaudited)	
GST taxes payable	$ 162,725	$ 125,695
Income taxes payable	56,888	60,455
Totals	$ 219,613	$ 186,150

Note 13 – Concentrations risks

(a) Major customers

For the three months ended March 31, 2023 and 2022, no customer accounted for 10% or more of the Company's total revenues.

As of March 31, 2023 and December 31, 2022, no customer accounted for 10% or more of the total balance of accounts receivable.

(b) Major vendors

For the three months ended March 31, 2023, no vendor accounted for 10% or more of the Company's total purchases. For the three months ended March 31, 2022, one vendor which is the Company's related party accounted for approximately 35.4% of the Company's total purchases.

As of March 31, 2023, two vendors accounted for 27.5% and 18.7% of the Company's total balance of accounts payable, respectively. As of December 31, 2022, two vendors accounted for 27.9% and 12.1% of the Company's total balance of accounts payable, respectively.

(c) Credit risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash. The Singapore Deposit Insurance Corporation Limited (SDIC) insures deposits in a Deposit Insurance (DI) Scheme member bank or finance company up to approximately \$57,000 (SGD 75,000) per account. As of March 31, 2023 and December 31, 2022, the Company had cash balance of \$181,395 and \$138,710 was maintained at DI Scheme banks in Singapore, of \$19,086 and nil was subject to credit risk, respectively. The Federal Deposit Insurance Corporation (FDIC) standard insurance amount is up to \$250,000 per depositor per insured bank. As of March 31, 2023 and December 31, 2022, the Company had cash and restricted cash balance of \$641,436 and \$641,461 was maintained at banks in the United States, of \$391,436 and \$391,461 was subject to credit risk, respectively. While management believes that these financial institutions are of high credit quality, it also continually monitors their credit worthiness.

The Company is also exposed to risk from accounts receivable and other receivables. These assets are subject to credit evaluations. An allowance has been made for estimated unrecoverable amounts which have been determined by reference to past default experience and the current economic environment.

(d) Interest rate risk

The Company is exposed to interest rate risk while the Company has short-term bank, private lender, and third-party loans outstanding. Although interest rates for short-term loans are typically fixed for the terms of the loans, the terms are typically twelve months and interest rates are subject to change upon renewal.

Note 14 – Commitments and contingencies

Contingencies

Legal

From time to time, the Company is party to certain legal proceedings, as well as certain asserted and un-asserted claims. Amounts accrued, as well as the total amount of reasonably possible losses with respect to such matters, individually and in the aggregate, are not deemed to be material to the unaudited condensed consolidated financial statements.

On March 30, 2022, the State Courts of the Republic of Singapore had reached a verdict that the Company's subsidiaries, KRHSG and Melana (Defendants) is liable to compensate Jamie Fan Wei Zhi (Plaintiff), the Company's related party for failing to procure the release of the Plaintiff from the guarantees to secure a credit line from United Overseas Bank before December 31, 2020. The Defendants agree to compensate the Plaintiff the sum of \$3,704 (SGD 5,000) per month as guarantor fee starting from January 1, 2021 until the Defendants procured the release of the Plaintiff as the guarantor of the loan. The Defendants released Jamie Fan Wei Zhi as the guarantor of the loan on October 31, 2022. As of December 31, 2022, the Company has paid Jamie Fan Wei Zhi \$74,966 (SGD 100,000), and no more balance outstanding.

As of March 31, 2023, the Company is not currently a party to any material legal proceedings, investigation or claims. However, the Company may, from time to time, be involved in legal matters arising in the ordinary course of its business. While the Company is not presently subject to any material legal proceedings, there can be no assurance that such matters will not arise in the future or that any such matters in which the Company is involved, or which may arise in the ordinary course of the Company's business, will not at some point proceed to litigation or that such litigation will not have a material adverse effect on the business, financial condition or results of operations of the Company.

Note 15 – Segment information

The Company presents segment information after elimination of inter-company transactions. In general, revenue, cost of revenue and operating expenses are directly attributable, or are allocated, to each segment. The Company allocates costs and expenses that are not directly attributable to a specific segment, such as those that support infrastructure across different segments, to different segments mainly on the basis of usage, revenue or headcount, depending on the nature of the relevant costs and expenses. The Company does not allocate assets to its segments as the Chief Operating Decision Maker ("CODM") does not evaluate the performance of segments using asset information.

The Company evaluates performance and determines resource allocations based on a number of factors with the primary measurements being revenues and income/loss from operations of the Company's two reportable segments: 1) Medical Services and 2) Property Management Services.

The following tables present the summary of each segment's revenue, loss from operations, income (loss) before income taxes and net income (loss) which is considered as a segment operating performance measure, for the three months ended March 31, 2023 and 2022:

	For the Three Months Ended March 31, 2023		
	Medical Services	**Property Management Services**	**Total**
	(Unaudited)	(Unaudited)	(Unaudited)
Revenues	$ 791,711	$ 907,023	$ 1,698,734
Loss from operations	$ (696,185)	$ (13,305)	$ (709,490)
Income (loss) before income taxes	$ (697,161)	$ 84,735	$ (612,426)
Net income (loss)	$ (698,146)	$ 84,735	$ (613,411)

Reconciliation of the Company's segment net loss before income taxes to the unaudited condensed consolidated statement of operation and comprehensive income (loss)'s net loss before income taxes for the three months ended March 31, 2023 is as follows:

Segment loss before income tax	$ (612,426)
Change in fair value of prepaid forward purchase liabilities	(532,492)
Other corporate expenses	(1,267,335)
Consolidated net loss before income taxes	$ (2,412,253)

	For the Three Months Ended March 31, 2022		
	Medical Services	**Property Management Services**	**Total**
	(Unaudited)	(Unaudited)	(Unaudited)
Revenues	$ 1,564,472	$ 1,102,391	$ 2,666,863
Loss from operations	$ 62,081	$ 13,231	$ 75,312
Income (loss) before income taxes	$ 68,697	$ 162,120	$ 230,817
Net income (loss)	$ 79,978	$ 145,016	$ 224,994

The accounting principles for the Company's revenue by segment are set out in Note 3.

As of March 31, 2023, the Company's total assets were composed of $1,859,127 for medical services, $527,980 for property management services and $23,091,671 for corporate.

As of December 31, 2022, the Company's total assets were composed of $2,176,405 for medical services, $335,068 for property management services and $23,117,567 for corporate.

As substantially all of the Company's long-lived assets are located in Singapore and all of the Company's revenue is derived from Singapore, no geographical information is presented.

Note 16 – Subsequent events

The Company evaluated all events and transactions that occurred after March 31, 2023 up through the date the Company issued these unaudited condensed consolidated financial statements. Other than the event disclosed below, there was no other subsequent event occurred that would require recognition or disclosure in the Company's unaudited condensed consolidated financial statements.

On April 24, 2023, James Tan loaned the Company an additional $332,750 (the "Tan Second Loan") at 8% interest per annum, which matures on the earlier of June 30, 2023 or within seven days of the Company receiving the proceeds from the sales of securities in the private placement (the "Private Placement"). Pursuant to the terms of the Tan Second Loan, the Company agreed to issue to James Tan a new promissory note in the principal amount of $145,450 dated April 24, 2023 (the "Tan First Loan") to replace the Initial Tan Loan. The Tan First Loan contained the same payment terms as the Tan Second Loan.

On May 15, 2023, James Tan entered into a third loan agreement with the Company pursuant to which James Tan agreed to loan the Company an additional $22,500 (the "Tan Third Loan"), provided that the Company issued a new promissory note to James Tan in the principal amount of $700,000 (the "Tan 2023 Note") to replace the James Tan's convertible note balance as of December 31, 2022 (see note 8) (the "Tan 2022 Note"). The Tan Third Loan would bear interest at 8% per annum, and would be repaid upon the earlier of June 30, 2023 or within seven days of the Company receiving the proceeds from the sales of securities in the Private Placement.

On May 15, 2023, the Company issued to James Tan the Tan 2023 Note to replace the Tan 2022 Note. The Tan 2023 Note was an interest-free convertible promissory note in the aggregate principal amount of $700,000. On May 15, 2023, James Tan elected to convert the entire unpaid principal in the amount of $700,000 of the Tan 2023 Note into ordinary shares of the Company at $1.00 per share in accordance with the terms of the Tan 2023 Note. On May 16, 2023, the Company issued to James Tan 700,000 ordinary shares in full satisfaction of the Tan 2023 Note. Pursuant to the terms of the Tan 2023 Note, the Company has agreed to register the 700,000 ordinary shares for resale. The Company refers to these 700,000 restricted ordinary shares as the "Converted Shares." This conversion is likely resulted in modification of the convertible notes as the five-day VWAP Price of the Company's ordinary shares immediately preceding the conversion date is higher than $1.00 and reduced the carrying amount of the convertible debt instrument with a corresponding increase in additional paid-in capital.

On May 16, 2023, the Company signed settlement agreement ("Settlement Agreement") with James Tan, pursuant to which the Company agreed to issue to James Tan an aggregate of 478,200 restricted ordinary shares of the Company in full satisfaction of all obligations of the Company under the Tan First Loan and the Tan Second Loan.

On May 16, 2023, the Company signed settlement agreements ("Settlement Agreements 2") with two third parties, Shine Link, and Menora, and a related party, 8i Holding, pursuant to which the Company agreed to issue to Shine Link, Menora, and 8i Holding 87,500, 119,000, and 82,600 restricted ordinary shares of the Company, respectively, in full satisfaction of all obligations of the Company under the convertible notes balance set forth in Note 8 from Shine Link, Menora, and 8i Holding. These conversions are likely resulted in modification of the convertible notes as the five-day VWAP Price of the Company's ordinary shares immediately preceding the conversion date is higher than $1.00 and reduced the carrying amount of the convertible debt instrument with a corresponding increase in additional paid-in capital.

On May 16, 2023, the Company signed settlement agreement ("Chen Settlement Agreement") with Kelvin Chen, the CEO of the Company, pursuant to which the Company agreed to issue to Kelvin Chen an aggregate of 850,306 restricted ordinary shares of the Company in full satisfaction of Kelvin Chen's claim for an aggregate amount of $850,306 provided to KRHSG from time to time since inception. Upon issuance of the restricted ordinary shares, the balance own to Kelvin Chen reduced to nil. In order to comply with Nasdaq's shareholder approval requirement for issuance of stock to an executive officer of a company pursuant to Nasdaq Listing Rule 5635(c), the Company and Dr. Chen amended the Chen Settlement Agreement by entering into a Supplemental Agreement (the "Supplemental Agreement") on June 6, 2023, so that the shares issued to Dr. Chen would be issued at a per share price not less than the closing bid price of $1.47 per share on May 15, 2023, the day prior to the execution of the Chen Settlement Agreement. Pursuant to the Supplemental Agreement, Dr. Chen has agreed to release and discharge KRHSG of all claims in return for 578,439 ordinary shares at $1.47 per share, the closing bid price of EUDA ordinary shares on May 15, 2023. Dr. Chen has agreed to forfeit and surrender 271,867 ordinary shares of the 850,306 ordinary shares issued to him on May 16, 2023.

Between May 16 and May 22, 2023, the Company issued and sold to eight accredited investors an aggregate of 940,000 ordinary shares (the "Placement Shares") at $1.00 per share for an aggregate to purchase price of $940,000 in a private placement in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"), and Rule 506 promulgated thereunder.

On June 8, 2023, the Company and the Seller 1 and Seller 2 (together, the " Sellers") entered into amendments to the Prepaid Forward Agreements (together, the "Amendments"), to amend the definition of "Maturity Consideration," such that, Maturity Consideration shall consist of 800,000 ordinary shares of the Company to be issued to the Sellers by the Company. Pursuant to the Prepaid Forward Agreements, the maturity date of the Prepaid Forward Transaction 1 and 2 (together, the "Prepaid Forward Transactions") (the "Maturity Date") may be accelerated by the Sellers after any occurrence wherein during any 30 consecutive trading-day period, the dollar volume-weighted average price of Company's ordinary shares for 20 trading days is less than $3.00 per share. Pursuant to the Amendments, the parties agreed that the Prepaid Forward Transactions shall be accelerated as of the date of the Amendments, and accordingly, the 800,000 ordinary shares (or 1,600,000 ordinary shares in the aggregate), became immediately due and payable to the Sellers upon execution of the Amendments. The Amendments provide the Sellers with registration rights for the ordinary shares issuable as Maturity Consideration, and also prohibit the Sellers from selling such ordinary shares on any exchange business day in an amount greater than 15% of the daily trading volume of the Company's ordinary shares on such day. In addition, as of June 8, 2023 (the "Maturity Date"), the Sellers became entitled to retain (a) the remaining prepayment amount paid from the Company's trust account to the Sellers upon consummation of the Company's business combination, and (b) the remaining ordinary shares held by each Seller that were subject to the Prepaid Forward Transactions. Pursuant to the Amendments, no other fees, consideration or other amounts are due to the Seller or the Company upon the Maturity Date.

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

The following discussion and analysis of our results of operations and financial condition should be read together with our unaudited condensed consolidated financial statements and the notes thereto, which are included elsewhere in this Report and our Annual Report on Form 10-K for the year ended December 31, 2022 (the “Annual Report”) filed with the SEC. Our unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Overview

Our mission is to make high-quality, personalized healthcare affordable and accessible for all our patients. Our aim is to provide a one stop healthcare and wellness services through our propriety platform. We currently have operations in Singapore and expect to expand across Southeast Asia.

In January 2020, we acquired 100% of the equity interests in Super Gateway Group Limited (“SGGL”), which engaged in the property and security management of commercial units (shopping malls, business office buildings, industrial buildings), and residential apartments. We aimed to build an Omni-channel health care and products platform in economies of scale and cross-sell opportunities which would allow our management services section to expand into new and different verticals of management services in the medical field.

Headquartered in Singapore and established in 2019, we aim to be a leading next-generation Southeast Asian healthcare-technology provider, integrating a full continuum of healthcare services with healthcare data analytics to drive high-quality and efficient care for their patients. The proprietary platform, is its core holistic, connected platform, through which it also offers a mobile application platform for its users. What makes us unique is the integration of Artificial Intelligence (AI) and Machine Learning (ML), which provides real-time actionable analytics functionality that enables our users to make quick analysis and accurate diagnosis as well as business decisions. The platform gathers numerous data points and performs predictive analysis, where it can compare events and results over time to identify trends across various segments and provide accurate insights, analysis, and predictions regarding healthcare. Its AI applications supported on our platform include smart triage, smart match, smart claims supports and image recognition, as well as predictive algorithms that can read and analyze MRIs and X-rays. our robust unique proprietary technology platform reduces the time taken for diagnostics yet continues to promote standardization of diagnostics, which effectively eliminates inefficiencies. Through our software platform, it aims to deliver data-driven, personalized quality insights to patients while they are at the doctor’s office in order to provide them with different healthcare and treatment choices.

We aim to provide a series of products and services through its network and offer an array of complementary products and services to deepen their relationship with its members from assessing the condition, evaluating the risk level to providing personalized support services.

We market and promote our Medical Urgent Care services to healthcare provider organizations throughout Singapore using a go-to-market and direct sales organization composed of highly trained and technical team members that are segmented into several highly targeted and coordinated teams. These dedicated sales teams develop content and identifies prospects that the sales development team research and qualify to generate high-grade, actionable sales programs. Our sales and marketing department leverages on their deep experience to deliver an urgent care solution tailor-fit to the size and specialty of each practice. Through this targeted, coordinated approach, we are able to maximize resource allocation and allow its sales teams to concentrate on execution.

We utilize both an inside and outside direct sales force to execute on the qualified marketing programs, partnering with client services to ensure the prospect is educated on the breadth of our capabilities and demonstrable value proposition. Medical and clinical partners also play an important role in marketing and selling our products to its customer base. These partners may shorten the sales cycle and lower the customer acquisition costs. For example, through the Clinic Management System (CMS) partners, we are able to embed its technology into existing health system technology infrastructure which, as a competitive differentiator, may lead to a higher win rate.

Our sales and marketing department is primarily responsible for planning and developing its overall marketing strategy, conducting market research, coordinating the sales and marketing activities to attract new customers and maintain and strengthen relationships with existing customers, managing the efforts in relation to tender bids and negotiating the terms of our Property Management Service and Security Service contracts. The team will explore and establish information channels for business development and market research purposes. Such information channels include websites or other platforms on which property developers or property owners’ associations announce tender opportunities, uncovering business opportunities by way of recommendation or frequent communication with customers and other industry players, and organizing promotional events to showcase our service offerings.

Furthermore, we implement various incentive measures to encourage the sales teams to obtain property management service contracts of properties developed by third-party developers through research and analysis of and communication with target customers in the real estate industry and taking advantage of our resources and expertise. In addition, various communication channels are adopted to explore more opportunities to provide our Property Management Services that are customized and tailored to the specific localities to bring convenience to local property owners and residents. We continually seek business cooperation opportunities with third-party merchants to enhance the width and depth of its services.

We believe that our platform will eventually provide a full continuum of healthcare services integrated with healthcare data analytics to drive improved outcomes for patients. To achieve this, we aim to continuously build towards a consumer-centric digital ecosystem to allow clients and patients to gain access to quality healthcare while keeping costs affordable. We incorporate AI and ML on the platform and implements relevant solutions to a wide variety of healthcare and homecare services that it currently provides. AI-driven advancement will be increasingly visible throughout the healthcare journey including a strong potential for interactive virtual assistants to improve patient experience and clinician operational workflow. We believe in incorporating technology into the traditional medical services market and creating an end-to-end ecosystem that provides a comprehensive suite of healthcare and wellness services adds great value.

Recent Development

On November 17, 2022, we consummated the business combination contemplated by the "SPA" between us, Euda Health Limited ("EHL"), Watermark Developments Limited, a British Virgin Islands business company ("Watermark" or the "Seller") and the sole owner of EUDA, and Kwong Yeow Liew, dated April 11, 2022 and amended May 30, 2022, June 10, 2022, and September 7, 2022. As contemplated by the SPA, a business combination between us and EUDA was effected by the purchase by us of all of the issued and outstanding shares of EUDA from the Seller (the "Share Purchase"), resulting in EUDA becoming a wholly owned subsidiary of us. In addition, in connection with the consummation of the Share Purchase, we have changed our name to "EUDA Health Holdings Limited." The transactions contemplated under the SPA relating to the Share Purchase are referred to in this annual report as the "Business Combination."

In connection with the Closing of the Business Combination, we issued convertible notes in an aggregate principal amount of $3,402,225 (the "Convertible Notes") in a private placement to certain advisors. Indeterminate or fixed number of ordinary shares (the "Convertible Note Shares") could be issuable upon the conversion of the Convertible Notes.

Key Factors that Affect Operating Results

Strong Presence and wide Network of Partners to Complement our "Always-On" Approach

We provide 24/7 concierge-level care coordination services for our high-risk members. As a digital health company, we strongly believe in advocating the presence of healthcare at any time and any place needed by our customers. Our coordination specialists are trained to cover all emergency, primary and specialty services and provide the highest level of personalized medical concierge level services at the push of a button. Furthermore, we strengthen this capability through our geographical presence and wide network of relationships with medical partners. We have a sizeable number of medical partners across the healthcare spectrum, ranging from ambulatory service providers and General Practitioner (GP) clinics to hospitals and specialist consultants. The widest range urgent care options are usually based around pricing, proximity, choice of treatment and medications. Therefore, our relationship with medical partners gives a great competitive edge as we are able to provide top notch round-the-clock healthcare services based on the requirements expected from our clients.

Retention of Key Management Team Members

Another key differentiating factor for us is the rich blended nature of our management team. Our management team comprises executives with extensive experience in Healthcare, Technology, Insurance & Consumer Experience segments. The wide array of industries captured by our management team allows us to deliver superior products and services to Our customers as the management team possesses an in-depth understanding of the pain points prevalent in the industry. The combination has also enabled us to address the market gap in the healthcare industry with an innovative data driven all-in-one healthcare platform. However, the loss of any of our key executive team member, such as the loss of our Chief Technology Officer in May 2023, might affect our quality of services clients are currently receiving and might lead to our clients to seek medical service from other medical providers.

Key Personnel Discharge of their Duties

If for any reason, one or more of our employees are unable to discharge their duties properly or in the best interest of us in the property management sector, that may have an adverse impact on our reputation and our brand and our attractiveness to retain our shopping malls, business office buildings, or residential apartments clients. We may as result potentially lose future revenue from our existing clients to retain our property management services.

Investment in Digitalization and Innovation for Digital Care Capabilities

We are constantly investing in AI technology that is designed to help expand patient engagement while improving efficiencies, reducing the cost of care and promoting better care coordination. For example, there is an AI deployment enabling a patient-provider matching tool, allowing patients to input our preference for doctors, timing and area of specialist onto our platform, and our platform will synthesize patient's preference to ensure best matches to boost efficiency and user experience. Continued investment in interoperability, including remote patient monitoring, advanced analytics and lab services as well as the home delivery of pharmaceuticals, is expected to allow us to expand its use cases. Our investments in interoperability with other technologies have also allowed them to partner with innovative companies to develop unique products and services. Our strategic partnerships allow our services to be accessed directly through our interfaces. We believe these partnerships will differentiate our offerings and add new capabilities to drive demand and add value for our clients.

Our Ability to Leverage Existing Sales Channels and Penetrate New Markets

We have developed a highly effective distribution network to target large employers and is committing incremental sales and marketing resources to the small-medium enterprises to increase our penetration within this market. Additionally, we intend to further penetrate the medical provider market, notably hospitals and group physician practices, as we believe our solution offers the medical community an attractive platform from which to generate substantial income by acquiring new patients and to better participate in emerging risk-sharing and value-based payment models. With expanded access to available health insurance, we also intend to pursue health insurance companies about our services, hence, which will represent an attractive new sales channel.

Results of Operations

Comparison of the Three Months Ended March 31, 2023 and 2022

	For the Three Months Ended March 31,			
	2023 (Unaudited)	2022 (Unaudited)	Change	Percentage Change
Revenues	$ 1,698,734	$ 2,666,863	$ (968,129)	(36.3)%
Cost of revenues	1,295,136	1,395,617	(100,481)	(7.2)%
Gross profit	403,598	1,271,246	(867,648)	(68.3)%
Selling expenses	404,771	368,092	(36,679)	10.0%
General and administrative expenses	1,975,607	824,896	1,150,711	139.5%
Research and development expenses	-	2,946	(2,946)	(100.0)%
(Loss) income from operations	(1,976,780)	75,312	(2,052,092)	(2,724.8)%
Other (loss) income, net	(435,473)	155,505	(590,978)	(380.0)%
Provision for income taxes	985	5,823	(4,838)	(83.1)%
Net (loss) income	(2,413,238)	224,994	(2,638,232)	(1,172.6)%
Less: Net income attributable to noncontrolling interest	1,407	2,409	(1,002)	(41.6)%
Net (loss) income attribute to EUDA	$ (2,414,645)	$ 222,585	$ (2,637,230)	(1,184.8)%

Revenues

Our revenues are derived from medical services, product sales, and property management services. Total revenues decreased by approximately $1.0 million, or 36.3%, to approximately $1.7 million for the three months ended March 31, 2023 as compared to approximately $2.7 million for the three months ended March 31, 2022. The decrease of the total revenue was mainly attributable to the decrease of our medical service and our property management services by approximately $0.8 million and $0.2 million, respectively.

Our revenues from our revenue categories are summarized as follows:

	For the Three Months Ended March 31, 2023	For the Three Months Ended March 31, 2022	Change	Change (%)
	(Unaudited)	(Unaudited)		
Revenues				
Medical services – specialty care	$ 791,711	$ 1,496,211	$ (704,500)	(47.1)%
Medical services – general practice	-	60,888	(60,888)	(100.0)%
Medical services – general practice (related parties)	-	135	(135)	(100.0)%
Medical services – subtotal	791,711	1,557,234	(765,523)	(49.2)%
Product sales	-	7,238	(7,238)	(100.0)%
Property management services	907,023	1,102,391	(195,368)	(17.7)%
Total revenues	$ 1,698,734	$ 2,666,863	$ (968,129)	(36.3)%

Medical services

Revenues from medical services decreased by approximately $0.8 million, or 49.2%, to approximately $0.8 million for the three months ended March 31, 2023 from approximately $1.6 million for the three months ended March 31, 2022. The decrease was mainly due to decrease in average usage of our specialty care services per corporate client from approximately $3,700 for the three months ended March 31, 2022 to approximately $2,140 for the three months ended March 31, 2023 as less employees/patients was reported injured and seek for our medical service from our corporate clients. Approximately 993 and 1,300 employees/patients from our corporate clients had utilized our healthcare services during the three months ended March 31, 2023 and 2022, respectively. As a result, our corporate clients had utilized less of our specialty healthcare services.

In addition, decrease in revenue from medical services also attributable to decrease in number of our corporate clients from approximately 400 for the three months ended March 31, 2022 to approximately 370 for the three months ended March 31, 2023 due to increase market competition.

Product sales

We did not generate revenues from product sales for the three months ended March 31, 2023 while we have insignificant revenue generated for the three months ended March 31, 2022.

Property management services

Revenues from property management services decreased by approximately $0.2 million, or 17.7%, to approximately $0.9 million for the three months ended March 31, 2023 from approximately $1.1 million for the three months ended March 31, 2022. Property management services revenue decreased mainly due to the decrease of property management units that we managed with and without our security guard services. The number of properties managed without security guard service decreased from 39 units for the three months ended March 31, 2022 to 34 units for the three months ended March 31, 2023. The number of properties managed with security guard services decreased from 13 units for the three months ended March 31, 2022 to 11 units for the three months ended March 31, 2023. Currently, we do not have any property management services provided to any medical clinics.

Our percentage of property management services revenue from each property type are summarized as follows:

	For the Three Months Ended March 31, 2023	For the Three Months Ended March 31, 2022
	(Unaudited)	(Unaudited)
Residential Apartments	67%	59%
Commercial Units	33%	41%

Historically, we provided more property management services in the residential apartments than in the commercial units during the three months ended March 31, 2023 and 2022.

Cost of Revenues

Total cost of revenues decreased by approximately $0.1 million or 7.2%, to approximately $1.3 million for the three months ended March 31, 2023 as compared to approximately $1.4 million for the three months ended March 31, 2022. The decrease in cost of revenues was mainly due to the decrease of cost of revenue from property management service while offset by the increase of cost of revenue from medical services.

Our cost of revenues from our revenue categories are summarized as follows:

	For the Three Months Ended March 31, 2023	For the Three Months Ended March 31, 2022	Change	Change (%)
	(Unaudited)	(Unaudited)		
Cost of revenues				
Medical services – specialty care	$ 607,386	$ 43,432	$ 563,954	1,298.5%
Medical services – specialty care (related party)	-	493,843	(493,843)	(100.0)%
Medical services – general practice	-	15,360	(15,359)	(100.0)%
Medical services– subtotal	607,386	552,635	54,752	9.9%
Product sales	-	9,255	(9,255)	(100.0)%
Property management services	687,750	833,727	(145,977)	(17.5)%
Total cost of revenues	$ 1,295,136	$ 1,395,617	$ (100,480)	(7.2)%

Our cost of revenues from medical services increased by approximately $55,000 or 9.9% to approximately $607,000 the three months ended March 31, 2023 from approximately $553,000 the three months ended March 31, 2022. The increase in cost of revenues from our medical services was due to price increase from our third-party clinic service providers despite decrease in our revenues from medical services. The increase in cost of revenues from medical services – specialty care of approximately $0.6 million or 1,298.5% was mainly because beginning in April 2022, we directly utilized the third-party clinic service providers and no longer utilized our related party vendor, Cadence Health Pte. Ltd. (“Cadence”). Same reason was applied to the decrease in cost of revenues from medical services – specialty care (related party) of approximately $0.5 million or 100.0%. Historically, EUDA’s specialty care medical services provided by the third-party clinic service providers were insignificant until March 2022 and majority of the cost of revenue from EUDA’s specialty care medical services for the three months ended March 31, 2022 were provided by our related party vendor, Cadence. Our general practice medical services were insignificant to our operations for the three months ended March 31, 2023 and 2022.

Our cost of revenues from property management services decreased by approximately $0.1 million, or 17.5%, to approximately $0.7 million for the three months ended March 31, 2023 from approximately $0.8 million for the three months ended March 31, 2022. The decrease in cost of revenues from property management services is in line with our decrease of revenues from property management services which was mainly due to the decreased number of property management units that we managed, and the decreased number of property management employees.

Gross Profit

Our gross profit from our major revenue categories is summarized as follows:

	For the Three Months Ended March 31, 2023 (Unaudited)	For the Three Months Ended March 31, 2022 (Unaudited)	Change	Change (%)
Medical services				
Gross profit	$ 184,325	$ 1,004,599	$ (820,274)	(81.7)%
Gross profit percentage	23.3%	64.5%	(41.2)%	
Product sales				
Gross loss	$ -	$ (2,017)	$ 2,017	(100.0)%
Gross loss percentage	-%	(27.9)%	27.9%	
Property management services				
Gross profit	$ 219,273	$ 268,664	$ (49,391)	(18.4)%
Gross profit percentage	24.2%	24.4%	(0.2)%	
Total				
Gross profit	$ 403,598	$ 1,271,246	$ (867,648)	(68.3)%
Gross profit percentage	23.8%	47.7%	(23.9)%	

Our gross profit decreased by approximately $0.9 million, or 23.9%, to approximately $0.4 million for the three months ended March 31, 2023 from approximately $1.3 million for the three months ended March 31, 2022. The decrease in gross profit is primarily due to decrease of gross profit from medical service as a result of the decrease of revenue from medical service and increase of the related cost of revenue. The decrease in gross profit also due to the decrease of our revenues from our property management services.

For the three months ended March 31, 2023 and 2022, Our overall gross profit percentage was 23.8% and 47.7%, respectively. The decrease in gross profit percentage of 23.9% was primarily due to the decrease of our medical services gross profit percentage of 41.2%.

Gross profit percentage for medical services was 23.3% and 64.5% for the three months ended March 31, 2023 and 2022, respectively. The decrease of gross profit percentage of 41.2% was mainly due to price increase from our major third-party service providers. Beginning in April 2022, we directly utilized clinic service from the third-party providers instead of from our related party, Cadence.

Operating Expenses

Total operating expenses increased by approximately $1.2 million, or 99.0%, to approximately $2.4 million for the three months ended March 31, 2023 from approximately $1.2 million for the three months ended March 31, 2022. The increase was mainly attributable to the increase of general and administrative expenses of approximately $1.2 million.

An increase of approximately $1.2 million in general and administrative expenses was mainly attributable to an approximately $1.2 million increases in professional fees, including but not limited to, attorney, auditors and consulting expenses.

An increase of approximately $0.04 million in selling expenses was mainly attributable to the approximately $0.2 million increase in advertising, marketing and entertainment expenses as we increased spending in more advertisement posting, and corporate relationship to develop more potential corporate clients, offset by the approximately $0.2 million decrease in sales commission paid to our sales representative as a result of less revenue generated for the three months ended March 31, 2023.

Other(expenses) income, net

Our other income (expenses), net is summarized as follows:

	For the Three Months Ended March 31, 2023 (Unaudited)	For the Three Months Ended March 31, 2022 (Unaudited)	Change	Change (%)
Other (Expense) Income				
Interest expense, net	$ (11,377)	$ (20,087)	$ 8,710	(43.4)%
Gain on disposal of a subsidiary	-	30,055	(30,055)	(100.0)%
Change in prepaid forward purchase liabilities	(532,492)	-	(532,492)	100.0%
Other income	108,396	145,537	(37,141)	(25.5)%
Total Other (Expense) Income, net	$ (435,473)	$ 155,505	$ (590,978)	(380.0)%

Total other expense, net was amounted to approximately $0.4 million for the three months ended March 31, 2023 while total other income, net was amounted to approximately $0.2 million for the three months ended March 31, 2022. The changes were mainly due to the following:

Change in fair value of prepaid forward purchase liabilities

We incurred a loss from change in fair value of prepaid forward purchase liabilities amounted approximately $0.5 million for the three months ended March 31, 2023 as we entered into two equity prepaid forward transactions in November 2022, which required for fair value accounting.

Interest expense, net

The interest expense, net decreased was due to less outstanding loans with similar interest rate and credit card facilities fee during the three months ended March 31, 2023 as compared to the same period in 2022.

Other income

The decrease of other income of approximately $37,000 was because we received less government grant from Singapore Job Scheme for the three months ended March 31, 2023.

Provision for income taxes

Our provision for income taxes decreased by approximately $5,000 for the three months ended March 31, 2023 as compared to the same period in 2022. Our provision for income taxes amounted to approximately $1,000 and $6,000 for the three months ended March 31, 2023 and 2022, respectively. The decrease in provision for income taxes is mainly due to decrease of net income before income tax.

Net (loss) income

We incurred a net loss was approximately $2.4 million for the three months ended March 31, 2023, while we had a net income of approximately $0.2 million for the three months ended March 31, 2022. Changes from net income for the three months ended March 31, 2022 to net loss for the same period in 2023 was predominately due to the reasons as discussed above.

Liquidity and Capital Resources

In assessing liquidity, we monitor and analyze cash on-hand and operating and capital expenditure commitments. Our liquidity needs are to meet working capital requirements, operating expenses and capital expenditure obligations. Debt financing in the form of short-term borrowings from banks, private lenders, third parties and related parties and cash generated from operations have been utilized to finance working capital requirements. As of March 31, 2023, our negative working capital was approximately $6.5 million, and we had cash of approximately $0.8 million.

We have experienced recurring losses from operations and negative cash flows from operating activities since 2020 as the digital health industry is relatively immature and rapidly evolving, and it is uncertain whether it will achieve and maintain high levels of demand, consumer acceptance and market adoption. Our success will substantially depend on the willingness of our clients' members or patients to adopt, and the frequency and extent of their utilization of, our services and solutions, as well as on our ability to demonstrate the value of digital health to employers, health plans, government agencies and other purchasers of healthcare for beneficiaries. If our clients, members or patients do not acknowledge the benefits of our services or platform, or if our services are not competitive, then the market may not develop at all, or we may develop slower than we expect. Similarly, individual and healthcare industry concerns or negative publicity regarding patient confidentiality and privacy in the context of digital health could restrict market acceptance of our healthcare services. An occurrence of any of these events could have a material adverse effect on our business, financial condition, or results of operations.

A potential economic recession and uncertainty in financial markets have resulted in changes in market conditions and produced market volatility. The impact of inflation and rising interest rates may affect the financial performance of the customers we serve and influence customer demand. Despite these uncertainties, we continue to seek growth in terms of new and additional corporate clients. We currently rely mainly on organic growth driven by an increase in corporate clients. If we are unable to retain the active customers while attracting new customers, it could result in a loss of future revenue and will deteriorate our liquidity and operating cash flow. As a result, we have an ongoing need to raise additional cash from outside sources to fund our expansion plan and related operations. Successful transition to attaining profitable operations is dependent upon achieving a level of revenues adequate to support our cost structure. In connection with our assessment of going concern considerations in accordance with Financial Accounting Standard Board's Accounting Standards Update ("ASU") 2014-15, "Disclosures of Uncertainties about an Entity's Ability to Continue as a Going Concern," management has determined that these conditions raise substantial doubt about our ability to continue as a going concern within one year after the date that our unaudited condensed consolidated financial statements are issued. The management's plan in addressing this uncertainty is through the following sources:

- other available sources of financing from Singapore banks and other financial institutions or private lenders;
- financial support and credit guarantee commitments from our related parties; and
- equity financing.

In light of the disparity between the exercise price of the warrants and our current trading price, it is very unlikely that any potential proceeds from the exercise of our warrants will be realized in the near future. We are in active discussions with underwriters regarding a potential financing transaction through the issuance of convertible notes and our goal is for such transactions to be completed in the fourth quarter of 2023 to improve our liquidity and capital resource needs.

On February 2, 2023, Mr. Alfred Lim, our independent director, loaned us an amount of $128,750 for working capital purposes.

Between January to May 2023, Mr. Meng Dong (James) Tan, one of our shareholders who currently owns approximately 28% of our ordinary shares, loaned us in an aggregate amount to approximately $ 0.5 million for working capital purposes.

Between May 16 and May 22, 2023, we issued and sold to eight accredited investors an aggregate of 940,000 ordinary shares (the "Placement Shares") at $1.00 per share for an aggregate purchase price of $940,000 in a private placement.

Should we need to seek additional capital prior to the potential convertible notes financing transaction, we may continue to go to our related parties for additional financial support. If the trading price of our ordinary shares experiences a further decline following or as a result of this offering, it will negatively impact our ability to raise additional capital on favorable terms, if at all.

The accompanying unaudited condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business and, as such, the financial statements do not include any adjustments relating to the recoverability and classification of recorded amounts or amounts and classification of liabilities that might be necessary should we be unable to continue in existence.

The following summarizes the key components of cash flows for the three months ended March 31, 2023 and 2022.

	For the Three Months Ended March 31,	
	2023	**2022**
Net cash used in operating activities	$ (469,908)	$ (252,196)
Net cash used in investing activities	-	(29,326)
Net cash provided by financing activities	525,328	331,439
Effect of exchange rate change on cash and restricted cash	(2,613)	(2,667)
Net change in cash and restricted cash	$ 52,807	$ 47,250

Operating activities

Net cash used in operating activities was approximately $0.5 million for the three months ended March 31, 2023 and was primarily attributable to (i) approximately $2.4 million in net loss as discussed above, offset by (i) approximately $0.2 million decrease in account receivable as we collect our revenue in a more timely basis, (ii) approximately $0.2 million increase in accounts payable mainly due to the increase usage of medical services and related medical products from third party service providers, (iii) approximately $0.9 million increase in other payables and accrued liabilities mainly resulted from accrued professional fees, and (iv) approximately $0.5 million in change in fair value of prepaid forward purchase liabilities.

Net cash used in operating activities was approximately $0.3 million for the three months ended March 31, 2022 and was primarily attributable to (i) approximately $0.3 million increase in accounts receivable, and (ii) approximately $0.2 million decrease in accounts payable – related party, offset by (i) approximately $0.2 million in net income, and (ii) approximately $54,000 in non-cash items such as depreciation and amortization.

Investing activities

We did not incur any cashflow from investing activities for the three months ended March 31, 2023.

Net cash used in investing activities was approximately $29,000 for the three months ended March 31, 2022 and was attributable to approximately $26,000 loan to a third party, and approximately $3,000 in cash released upon disposal of a subsidiary.

Financing activities

Net cash provided by financing activities was approximately $0.5 million for the three months ended March 31, 2023 and was primarily attributable to (i) approximately $0.2 million borrowings from short-term loans – bank and private lender, and (ii) approximately $0.4 million borrowing from short-term loans related parties and other payables- related parties , offset by approximately $57,000 repayments to short-term loans – bank and private lender.

Net cash provided by financing activities was approximately $0.3 million for the three months ended March 31, 2022 and was primarily attributable to approximately $0.3 million borrowings from other payables – related parties, approximately $11,000 repayments from other receivable – related parties, and approximately $74,000 proceeds from short-term loans – bank and private lender, offset by approximately $21,000 repayments to short-term loans – bank and private lender, and approximately $2,000 payment of finance lease liabilities.

Commitments and Contingencies

In the normal course of business, we are subject to loss contingencies, such as legal proceedings and claims arising out of our business, that cover a wide range of matters, including, among others, government investigations and tax matters. In accordance with ASC No. 450-20, "Loss Contingencies", we will record accruals for such loss contingencies when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated.

The following table summarizes our contractual obligations as of March 31, 2023:

	Payments due by period				
Contractual obligations	**Total**	**Less than 1 year**	**1 – 3 years**	**3 – 5 years**	**More than 5 years**
Short-term loans -bank and private lender	$ 320,766	$ 320,766	$ —	$ —	$ —
Short-term loans – related parties	274,200	274,200			
Other payable – related parties	1,667,759	1,667,759	—	—	—
Promissory note	170,000	170,000	—	—	—
Operating lease obligations	180,662	108,942	71,720	—	—
Convertible notes – third parties	2,619,625	2,619,625	—	—	—
Convertible notes- related parties	782,600	782,600	—	—	—
Finance lease obligations	20,661	20,661	—	—	—
Total	$ 6,036,273	$ 5,964,553	$ 71,720	$ —	$ —

Capital Expenditures

For the three months ended March 31, 2023 and 2022, we did not purchase any equipment for use in medical services or equipment for operational use. Meanwhile, as of March 31, 2023, we do not have any other material commitments to capital.

Off-Balance Sheet Arrangements

As of March 31, 2023 and December 31, 2022, we have no off-balance sheet arrangements including arrangements that would affect liquidity, capital resources, market risk support and credit risk support or other benefits.

Emerging Growth Company

We are an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. We have elected to use such extended transition period which means that when a standard is issued or revised and we have different application dates for public or private companies, we, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of our unaudited condensed consolidated financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Critical Accounting Policies and Estimates

Financial statements and accompanying notes have been prepared in accordance with U.S. GAAP. The preparation of these financial statements and accompanying notes requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. Estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. We have identified certain accounting policies that are significant to the preparation of financial statements. These accounting policies are important for an understanding of our financial condition and results of operation. Critical accounting policies are those that are most important to the portrayal of our financial conditions and results of operations and require management's difficult, 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 our significance to financial statements and because of the possibility that future events affecting the estimate may differ significantly from management's current judgments. Our significant accounting policies are more fully described in Note 3 to the unaudited condensed consolidated financial statements, but we believe that the following critical accounting policies involve the most significant estimates and judgments used in the preparation of our financial statements.

- *Accounts receivable, net*
- *Prepaid forward purchase liabilities*
- *Warrant*
- *Income taxes*
- *Revenue Recognition*

Use of Estimates and Assumptions

The preparation of unaudited condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the unaudited condensed consolidated financial statements and the reported amounts of revenues and expenses during the periods presented. Significant accounting estimates reflected in our unaudited condensed consolidated financial statements include estimates of allowances for doubtful accounts, valuation of prepaid forward purchase, valuation allowance of deferred tax assets, and other provisions and contingencies. Actual results could differ from these estimates.

Accounts receivable, net

Accounts receivable are recorded at the invoiced amount less an allowance for any uncollectible accounts and do not bear interest, which are due after 30 to 90 days, depending on the credit term with our customers. The carrying value of accounts receivable is reduced by an allowance that reflects our best estimate of the amounts that will not be collected. An allowance for doubtful accounts is recorded in the period when a loss is probable based on an assessment of specific evidence indicating collection is unlikely, historical bad debt rates, accounts aging, financial conditions of the customer and industry trends. Starting from January 1, 2023, we adopted ASU No.2016-13 "Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" ("ASC Topic 326"). We used a modified retrospective approach, and the adoption does not have an impact on our unaudited condensed consolidated financial statements. To estimate expected credit losses, we have identified the relevant risk characteristics of the receivables which include size and nature. Receivables with similar risk characteristics have been grouped into pools. For each pool, we consider the past collection experience, current economic conditions and future economic conditions (external data and macroeconomic factors). This is assessed at each quarter based on the specific facts and circumstances. Our management reviews the adequacy of the allowance for doubtful accounts on an ongoing basis, using historical collection trends and aging of receivables. Currently, our policy is to provide 100% allowance on balance over 2 years past due, 40% allowance on balance between 1 – 2 years past due, 10% allowance on balance between 10 – 12 months past due, 10% on balance between 7 – 9 months past due, and 10% on balance between 4 – 6 months past due. Our management also periodically evaluates individual customer's financial condition, credit history, and the current economic conditions to make adjustments in the allowance when it is considered necessary. Our management continues to evaluate the reasonableness of the valuation allowance policy and update it if necessary.

Prepaid forward purchase liabilities

In connection with the Forward Purchase Agreement, we recognized prepaid forward purchase liabilities in accordance with ASC 480-10-25-8 by using carry and reverse carry arbitrage model to determine the fair value of the prepaid forward purchase liabilities as we have the obligation to pay cash to settle the maturity consideration.

In accordance with ASC 480, *Distinguishing Liabilities from Equity*, we have determined that the prepaid forward contract is a financial instrument other than a share that represent or are indexed to obligations to repurchase the issuer's equity shares by transferring assets, referred to herein as the "prepaid forward purchase liability" on the consolidated balance sheets. We initially measure the prepaid forward purchase liability at fair value and measured subsequently at fair value with changes in fair value recognized in earnings.

As of the closing of the Business Combination on November 17, 2022, the fair value of the prepaid forward purchase liability was determined to be $7,409,550. For the three months ended March 31, 2023 and 2022, the change of fair value of the prepaid forward purchase liability was amounted to a loss of $532,492 and nil, respectively. As of March 31, 2023 and December 31, 2022, the prepaid forward purchase liabilities amounted to $20,853,545 and $20,321,053, respectively.

Warrant

We account for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in Financial Accounting Standards Board ("FASB") ASC 480, Distinguishing Liabilities from Equity ("ASC 480") and ASC 815, Derivatives and Hedging ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to our ordinary shares and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of our control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of equity at the time of issuance. We determined that upon further review of the warrant agreements, we concluded that the warrants qualify for equity accounting treatment.

Upon completion of the business combination, all of 8i's public and private warrants remain outstanding were replaced by our public and private warrants. We treated such warrants replacement as a warrant modification and no incremental fair value was recognized.

Income taxes

We account for income taxes in accordance with U.S. GAAP for income taxes. The charge for taxation is based on the results for the fiscal year as adjusted for items, which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is calculated using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the unaudited condensed consolidated financial statements and the corresponding tax basis. In principle, deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that taxable income will be utilized with prior net operating loss carried forwards using tax rates that are expected to apply to the period when the asset is realized, or the liability is settled. Deferred tax is charged or credited in the income statement, except when it is related to items credited or charged directly to equity. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be utilized. Current income taxes are provided for in accordance with the laws of the relevant tax authorities. Our assumptions on valuation allowance includes our subsidiaries historical operating result and likelihood of whether we expect we can realize such deferred tax assets in the near future.

An uncertain tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination.

Recent Accounting Pronouncements

See Note 3 of the notes to the unaudited condensed consolidated financial statements for a discussion of recently issued accounting standards.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

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

Item 4. Controls and Procedures

Evaluation of the Effectiveness of Internal Control over Financial Reporting

As required by Rules 13a-15 and 15d-15 under the Exchange Act, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the fiscal quarter ended March 31, 2023, Based on this evaluation, our Chief Executive Officer and Chief financial Officer have concluded that during the period covered by this Quarterly Report, our disclosure controls and procedures were not effective due to the following material weaknesses in our internal control over financial reporting.

(i) We did not have sufficient financial reporting and accounting personnel, especially those with understanding of U.S. GAAP knowledge;
(ii) We are lacking of proper mechanism to identify and assess the experience and qualification of third-party specialists.

We have taken steps to remediate the material weakness described above and to enhance our overall control environment. However, we will not consider the material weakness remediated until our enhanced control is operational for a sufficient period of time and tested, enabling management to conclude that the enhanced controls are operating effectively. Our remediation plan includes (1) hiring of additional finance and accounting staff with qualifications and work experiences in U.S. GAAP and SEC reporting requirements to formalize and strengthen the key internal control over financial reporting; (2) allocating sufficient resources to prepare and review financial statements and related disclosures in accordance with U.S.GAAP and SEC reporting requirements, (3) hiring of qualified consultant to assess Sarbanes-Oxley Act compliance readiness, to assess where we can improve our overall internal control over financial reporting function, and to assist us in implementing improvements where necessary; and (4) setting up an effective internal mechanism to perform background check, identify and assess the qualification of the engaged third-party specialists; and (5) consulting with experienced valuation specialist on a timely basis.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the fiscal quarter ended March 31, 2023 covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

As a smaller reporting company, we are not required to make disclosures under this Item.

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

We made no sales of our equity securities during fiscal quarter covered by the report that was not already reported on a Current Report on Form 8- K.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

None.

Item 6. The following exhibits are filed as part of, or incorporated by reference into, this Quarterly Report on Form 10-Q.

No.	Description of Exhibit
10.1	Settlement Agreement with Mr. Meng Dong (James) Tan, dated May 16, 2023 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities & Exchange Commission on May 26, 2023)
10.2	Settlement Agreement with 8i Holdings 2 Pte Ltd., dated May 16, 2023 (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the Securities & Exchange Commission on May 26, 2023)
10.3	Settlement Agreement with Shine Link Limited, dated May 16, 2023 (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed with the Securities & Exchange Commission on May 26, 2023)
10.4	Settlement Agreement with Menora Capital Pte Ltd, dated May 16, 2023 (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed with the Securities & Exchange Commission on May 26, 2023)
10.5	Settlement Agreement with Kelvin Chen, dated May 16, 2023 (incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K filed with the Securities & Exchange Commission on May 26, 2023)
10.5.1	Supplemental Agreement with Kelvin Chen, dated June 6, 2023 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities & Exchange Commission on June 9, 2023)
10.6	Amendment to Prepaid Forward Agreement dated June 8, 2023 (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the Securities & Exchange Commission on June 9, 2023)
10.7	Amendment to Prepaid Forward Agreement dated June 8, 2023 (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed with the Securities & Exchange Commission on June 9, 2023)
31.1*	Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104*	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

*	Filed herewith.
**	Furnished.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EUDA Health Holdings Limited

By: */s/ Wei Wen Kelvin Chen*
Wei Wen Kelvin Chen
Chief Executive Officer

Date: July 31, 2023

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13A-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Wei Wen Kelvin Chen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of EUDA Health Holdings Limited formerly known as 8i Acquisition 2 Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 31, 2023

/s/ Wei Wen Kelvin Chen
Wei Wen Kelvin Chen
Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13A-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Steven John Sobak, certify that:

1. I have reviewed this quarterly report on Form 10-Q of EUDA Health Holdings Limited formerly known as 8i Acquisition 2 Corp.,

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 31, 2023

/s/ Steven John Sobak
Steven John Sobak
Chief Financial Officer

Exhibit 32.1

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

In connection with the Quarterly Report of EUDA Health Holdings Limited formerly known as 8i Acquisition 2 Corp. (the “Company”) on Form 10-Q for the quarter ended March 31, 2023 as filed with the Securities and Exchange Commission (the “Report”), I, Wei Wen Kelvin Chen, Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: July 31, 2023

/s/ Wei Wen Kelvin Chen
Wei Wen Kelvin Chen
Chief Executive Officer

Exhibit 32.2

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

In connection with the Quarterly Report of EUDA Health Holdings Limited formerly known as 8i Acquisition 2 Corp. (the “Company”) on Form 10-Q for the quarter ended March 31, 2023 as filed with the Securities and Exchange Commission (the “Report”), I, Steven John Sobak, Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: July 31, 2023

/s/ Steven John Sobak
Steven John Sobak
Chief Financial Officer