

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: 2021-07-13 | Period of Report: 2021-05-31  
SEC Accession No. 0001493152-21-016680

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FILER

**VISIBER57 CORP.**

CIK: **1627041** | IRS No.: **611633330** | State of Incorporation: **DE** | Fiscal Year End: **0831**  
Type: **10-Q** | Act: **34** | File No.: **000-55570** | Film No.: **211086836**  
SIC: **7372** Prepackaged software

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852-6194 4999

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

**FORM 10-Q**

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

For the fiscal period ended: May 31, 2021

or

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

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

**VISIBER57 CORP.**

*(Exact name of small business issuer as specified in its charter)*

**Delaware**

(State or Jurisdiction of  
Incorporation or Organization)

**000-55570**

(Commission  
File Number)

**61-1633330**

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

**Unit B19, 9/F, Efficiency House, 35 Tai Yau Street  
San Po Kong, Kowloon, Hong Kong**

(Address of principal executive offices and zip code)

**852-6194 4999**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 last 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations 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, 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
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
N/A	N/A	N/A

As of July 13, 2021, 7,000,000 shares of the registrant's common stock, par value \$0.0001 per share, were outstanding.

**VISIBER57 CORP.**

**Form 10-Q  
May 31, 2021**

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**PART I - FINANCIAL INFORMATION**

**FINANCIAL STATEMENTS**

**VISIBER57 CORP.  
BALANCE SHEETS**

	<u>May 31, 2021</u> (Unaudited)	<u>August 31, 2020</u>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Prepaid expenses	\$ 4,664	\$ 2,330
Total Current Assets	<u>4,664</u>	<u>2,330</u>
<b>TOTAL ASSETS</b>	<u>\$ 4,664</u>	<u>\$ 2,330</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 3,880	\$ 5,285
Due to related party	<u>297,381</u>	<u>266,003</u>

Total Current Liabilities	301,261	271,288
<b>TOTAL LIABILITIES</b>	<b>301,261</b>	<b>271,288</b>
<b>STOCKHOLDERS' DEFICIT:</b>		
Preferred stock, \$0.0001 par value, authorized: 75,000,000 shares no shares issued and outstanding at May 31, 2021 and August 31, 2020	-	-
Common stock, \$0.0001 par value, authorized: 425,000,000 shares, 13,200,000 shares issued and outstanding at May 31, 2021 and August 31, 2020	1,320	1,320
Additional paid-in capital	23,180	23,180
Accumulated deficit	(321,097)	(293,458)
<b>TOTAL STOCKHOLDERS' DEFICIT</b>	<b>(296,597)</b>	<b>(268,958)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 4,664</b>	<b>\$ 2,330</b>

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

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**VISIBER57 CORP.**  
**STATEMENTS OF OPERATIONS**  
(Unaudited)

	<u>For the Three Months Ended</u>		<u>For the Nine Months Ended</u>	
	<u>May 31 2021</u>	<u>May 31 2020</u>	<u>May 31 2021</u>	<u>May 31 2020</u>
<b>OPERATING EXPENSES:</b>				
Professional fees	\$ 6,800	\$ 5,735	\$ 14,900	\$ 23,135
General and administrative expense	3,941	4,836	12,739	14,517
<b>Total Operating Expenses</b>	<b>10,741</b>	<b>10,571</b>	<b>27,639</b>	<b>37,652</b>
<b>LOSS BEFORE INCOME TAX</b>	<b>(10,741)</b>	<b>(10,571)</b>	<b>(27,639)</b>	<b>(37,652)</b>
<b>INCOME TAX EXPENSE</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>NET LOSS</b>	<b>\$ (10,741)</b>	<b>\$ (10,571)</b>	<b>\$ (27,639)</b>	<b>\$ (37,652)</b>
<b>BASIC AND DILUTED LOSS PER COMMON SHARE:</b>				
Net loss per common shares - basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
<b>WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:</b>				
Basic and diluted	13,200,000	13,200,000	13,200,000	13,200,000

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

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**VISIBER57 CORP.**  
**STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT**  
**For the Nine Months Ended May 31, 2021**  
**(Unaudited)**

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Deficit</u>
	<u>Number of Shares</u>	<u>Amount</u>	<u>Number of Shares</u>	<u>Amount</u>			
Balance, August 31, 2020	-	\$ -	13,200,000	\$ 1,320	\$ 23,180	\$ (293,458)	\$ (268,958)
Net loss	-	-	-	-	-	(12,502)	(12,502)
Balance, November 30, 2020	-	\$ -	13,200,000	\$ 1,320	\$ 23,180	\$ (305,960)	\$ (281,460)
Net loss	-	-	-	-	-	(4,396)	(4,396)
Balance, February 28, 2021	-	\$ -	13,200,000	\$ 1,320	\$ 23,180	\$ (310,356)	\$ (285,856)
Net loss	-	-	-	-	-	(10,741)	(10,741)
Balance, May 31, 2021	-	\$ -	13,200,000	\$ 1,320	\$ 23,180	\$ (321,097)	\$ (296,597)

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

**VISIBER57 CORP.**  
**STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT**  
**For the Nine months Ended May 31, 2020**  
**(Unaudited)**

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Deficit</u>
	<u>Number of Shares</u>	<u>Amount</u>	<u>Number of Shares</u>	<u>Amount</u>			
Balance at August 31, 2019	-	\$ -	13,200,000	\$ 1,320	\$ 23,180	\$ (245,970)	\$ (221,470)
Net loss	-	-	-	-	-	(17,206)	(17,206)
Balance at November 30, 2019	-	\$ -	13,200,000	\$ 1,320	\$ 23,180	\$ (263,176)	\$ (238,676)
Net loss	-	-	-	-	-	(9,875)	(9,875)

Balance at February 29, 2020	-	\$	-	13,200,000	\$	1,320	\$	23,180	\$	(273,051)	\$	(248,551)
Net loss	-		-	-		-		-		(10,571)		(10,571)
Balance at May 31, 2020	-	\$	-	13,200,000	\$	1,320	\$	23,180	\$	(283,622)	\$	(259,122)

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

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**VISIBER57 CORP.**  
**STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	<b>For the Nine Months Ended</b>	
	<b>May 31, 2021</b>	<b>May 31, 2020</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (27,639)	\$ (37,652)
Adjustments to reconcile net loss from operations to net cash used in operating activities:		
Changes in operating assets and liabilities:		
Prepaid expenses	2,330	8,752
Accounts payable	25,309	28,900
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>-</b>	<b>-</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>-</b>	<b>-</b>
<b>CASH AND CASH EQUIVALENTS - beginning of period</b>	<b>-</b>	<b>-</b>
<b>CASH AND CASH EQUIVALENTS - end of period</b>	<b>\$ -</b>	<b>\$ -</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Cash paid for:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -
<b>NON-CASH TRANSACTIONS:</b>		
Prepayment made by related party	\$ 4,664	\$ 1,249
Operating expense paid by related party	\$ 26,714	\$ 30,016

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

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**VISIBER57 CORP.**  
**Notes to Unaudited Financial Statements**

May 31, 2021

## **NOTE 1 – ORGANIZATION AND NATURE OF OPERATIONS**

VISIBER57 Corp. (the “Company”), was incorporated in the State of Delaware on December 31, 2013 and established a fiscal year end of August 31. Effective on March 23, 2017, the Company changed its name to VISIBER57 CORP. and its trading symbol to “VCOR” effective April 11, 2017 in connection with its plan to expand its business and rebrand its identity. The Company was engaged in the electronic management and appointment of licensed producers in the insurance industry of the United States.

On August 12, 2016, in connection with the sale of a controlling interest in the Company, Mark W. DeFoor (the “Seller”), the Company’s Chief Executive Officer and Director entered into and closed on a Share Purchase Agreement (the “Agreement”) with 57 Society International Limited, (“57 Society”), a Hong Kong company, whereby 57 Society purchased from the Seller a total of 5,000,000 shares of the Company’s common stock. The Shares acquired represent approximately 94.70% of the issued and outstanding shares of common stock of the Company. Following the closing of the agreement, Mark W. DeFoor resigned from all positions held of the Company and Choong Jeng Hew was appointed as the Chief Executive Officer and President of the Company. The Company then ceased its activities in the electronic management and appointment of licensed producers in the insurance industry and abandoned that business model. The Company is currently seeking new business opportunities or acquisitions.

On March 23, 2017, the Company filed a Certificate of Amendment to its Certificate of Incorporation with the Delaware Secretary of State to change its name to VISIBER57 CORP. and its trading symbol to “VCOR” with an effective date of April 11, 2017 in order to expand its business and rebrand its identity. The Company is currently seeking new business opportunities or acquisitions.

On September 18, 2019, the Company filed a Certificate of Amendment to its Certificate of Incorporation with the Delaware Secretary of State to implement a 2.5-for-1 forward stock split (the “Forward Stock Split”) of the Company’s issued and outstanding common stock, which became effective on November 8, 2019. Each one (1) share owned by a stockholder was exchanged for two-and-one-half (2.5) shares of common stock, and the number of shares of the Company’s common stock issued and outstanding was increased proportionately based on the Forward Stock Split. The number of authorized shares was not adjusted. All share and per share amounts in the accompanying financial statements for the prior period have been retroactively adjusted to reflect the Forward Stock Split.

On February 20, 2020, 57 Society International Ltd. transferred 5,587,000 shares of the Company’s common stock to individual shareholders. The ownership of 57 Society International Ltd. decreased from 94.70% to 52.37%.

On June 8, 2021, 57 Society International Ltd. completed the transfer of 6,200,000 shares of common stock to the Company. The ownership of 57 Society International Ltd. decreased from 52.37% to 10.19%.

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of presentation**

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and the rules and regulations of the United States Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in the Company’s most recent Annual Financial Statements filed with the SEC on Form 10-K.

In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim period presented have been reflected herein. The results of operations for the interim period are not necessarily indicative of the results to be expected for the full year.

This report should be read in conjunction with the audited financial statements and the footnotes thereto for the fiscal year ended August 31, 2020 included in the Company’s Annual Report on Form 10-K as filed with the SEC on November 30, 2020.

### **Going concern**

These unaudited financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business. As reflected in the accompanying unaudited financial statements, the Company had a net loss of \$27,639 and \$37,652 for the nine months ended May 31, 2021 and 2020, respectively. The working capital deficit was \$296,597 as of May 31, 2021. The net cash generated from operating activities was \$0 for both nine months ended May 31, 2021 and 2020. These factors raise substantial doubt about the Company’s ability to continue as a going concern for twelve months from the issuance of this report.

Management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. The Company is seeking to raise capital through additional debt and/or equity financings to fund its operations in the future. Although the Company has historically raised capital from sales of equity, from related party working capital advances, and from the issuance of promissory notes, there is no assurance that it will be able to continue to do so. If the Company is unable to raise additional capital or secure additional lending in the near future, management expects that the Company will need to curtail its operations. These unaudited financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

#### **Use of estimates**

The preparation of the financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from these estimates.

**VISIBER57 CORP.**  
**Notes to Unaudited Financial Statements**  
**May 31, 2021**

#### **Related party**

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

#### **Net loss per common share**

Basic net loss per common share is computed by dividing net loss by the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed similar to basic net loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. In periods where losses are reported, the weighted-average number of common stock outstanding excludes common stock equivalents, because their inclusion would be anti-dilutive. At May 31, 2021, there were no outstanding common share equivalents.

#### **Recent accounting pronouncements**

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

#### **NOTE 3 – RELATED PARTY TRANSACTIONS**

During the nine months ended May 31, 2021 and 2020, 57 Society, a Company under the common control of Choong Jeng Hew, the Company's Chief Executive Officer, paid \$26,714 and \$30,016, of operating expenses, respectively, and made \$4,664 and \$1,249 prepayment, respectively, on behalf of the Company. As of May 31, 2021 and August 31, 2020, the Company had an outstanding payable to 57 Society in the amount of \$297,381 and \$266,003, respectively. The payable is unsecured, does not bear interest and is due on demand.

The Company's principal executive offices in Hong Kong, which it shares with its controlling shareholder, 57 Society, are furnished to the Company by 57 Society without any charge.

#### **NOTE 4 – COMMON STOCK**

On September 18, 2019, the Company filed a Certificate of Amendment to its Certificate of Incorporation with the Delaware Secretary of State to implement a 2.5-for-1 forward stock split (the "Forward Stock Split") of the Company's issued and outstanding common stock, which became effective on November 8, 2019. Each one (1) share owned by a stockholder was exchanged for two-and-one-



half (2.5) shares of common stock, and the number of shares of the Company's common stock issued and outstanding was increased proportionately based on the Forward Stock Split. The number of authorized shares was not adjusted. All share and per share amounts in the accompanying financial statements for the prior period have been retroactively adjusted to reflect the Forward Stock Split.

On February 20, 2020, 57 Society International Ltd. transferred 5,587,000 shares of the Company's common stock to individual shareholders. The ownership of 57 Society International Ltd. decreased from 94.70% to 52.37%.

#### **NOTE 5 – SUBSEQUENT EVENTS**

On June 7, 2021, the Company's Board of Directors has authorized the Company to create a new series of one share of preferred stock designated the Series A Preferred Stock at par value of \$0.0001 per share. The voting power of each share of Series A Preferred Stock is equal to 110% of the issued and outstanding shares of common stock of the Company. Each share of Series A Preferred Stock shall be convertible into one fully paid and non-assessable share of common stock at the option of the holder. On June 8, 2021, 57 Society International Ltd. had completed the transfer of 6,200,000 shares of common stock to the Company. The ownership of 57 Society International Ltd. decreased from 52.37% to 10.19%. On July 8, 2021, the Company and 57 Society International Ltd. entered into a stock purchase agreement. Pursuant to the agreement, the Company issued one share of Series A Preferred Stock to 57 Society International Ltd. in consideration of the return of 6,200,000 shares of common stock.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **Cautionary Note Regarding Forward-Looking Information and Factors That May Affect Future Results**

This Quarterly Report on Form 10-Q contains forward-looking statements regarding our business, financial condition, results of operations and prospects. The Securities and Exchange Commission (the "SEC") encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. This Quarterly Report on Form 10-Q and other written and oral statements that we make from time to time contain such forward-looking statements that set out anticipated results based on management's plans and assumptions regarding future events or performance. We have tried, wherever possible, to identify such statements by using words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "will" and similar expressions in connection with any discussion of future operating or financial performance. In particular, these include statements relating to future actions, future performance or results of current and anticipated sales efforts, expenses, the outcome of contingencies, such as legal proceedings, and financial results.

We caution that these factors could cause our actual results of operations and financial condition to differ materially from those expressed in any forward-looking statements we make and that investors should not place undue reliance on any such forward-looking statements. Further, any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of anticipated or unanticipated events or circumstances. New factors emerge from time to time, and it is not possible for us to predict all of such factors. Further, we cannot assess the impact of each such factor on our results of operations or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

The following discussion should be read in conjunction with our unaudited financial statements and the related notes that appear elsewhere in this Quarterly Report on Form 10-Q.

### **Company Overview**

VISIBER57 CORP. (the "Company"), formerly eBizware, Inc., a Delaware corporation, was formed on December 31, 2013. The Company is headquartered at Unit B19, 9/F, Efficiency House, 35 Tai Yau Street, San Po Kong, Kowloon, Hong Kong. The Company was engaged in the electronic management and appointment of licensed producers in the insurance industry of the United States.

On August 12, 2016, in connection with the sale of a controlling interest in the Company, Mark W. DeFoor, the Company's former Chief Executive Officer and Director, entered into and closed on that certain Share Purchase Agreement with 57 Society, whereby 57 Society purchased from Mr. DeFoor a total of 5,000,000 shares of the Company's common stock for an aggregate price of \$321,000. The shares acquired represented approximately 94.70% of the issued and outstanding shares of common stock of the Company. Following the closing of the Agreement, Mark W. DeFoor resigned from all positions held of the Company and Choong Jeng Hew was appointed as the Chief

Executive Officer and President of the Company. The Company then ceased its activities in the electronic management and appointment of licensed producers in the insurance industry and abandoned that business model.

On March 23, 2017, the Company filed a Certificate of Amendment to its Certificate of Incorporation with the Delaware Secretary of State to change its name from eBizware, Inc. to VISIBER57 CORP. and its trading symbol to “VCOR” with an effective date of April 11, 2017. The Company is currently seeking new business opportunities or acquisitions including the exploration of acquiring, developing and launching a cloud-based application (APP) that utilizes a predictive algorithm to foster closely knitted communities made up of individuals, families and businesses from a diverse background.

On September 18, 2019, the Company filed a Certificate of Amendment to its Certificate of Incorporation with the Delaware Secretary of State to implement a 2.5-for-1 forward stock split (the “Forward Stock Split”) of the Company’s issued and outstanding common stock, which became effective on November 8, 2019. Each one (1) share owned by a stockholder was exchanged for two-and-one-half (2.5) shares of common stock, and the number of shares of the Company’s common stock issued and outstanding was increased proportionately based on the Forward Stock Split. The number of authorized shares was not adjusted. All issued and outstanding shares and per share amounts in the accompanying historical financial statements have been retroactively adjusted to reflect the Forward Stock Split. On February 20, 2020, 57 Society International Ltd. transferred 5,587,000 shares of the Company’s common stock to individual shareholders. The ownership of 57 Society International Ltd. decreased from 94.70% to 52.37%.

On June 8, 2021, 57 Society International Ltd. completed the transfer of 6,200,000 shares of common stock to the Company. The ownership of 57 Society International Ltd. decreased from 52.37% to 10.19%.

No timetable has been set to accomplish our business objectives and we do not presently have any firm commitment from any third parties to acquire or develop this business or raise the capital needed upon terms acceptable to us. When we commence this implementation and secure financing, we will identify our plan of operations, a marketing strategy, opportunities and competition.

## **Results of Operations**

The following comparative analysis on results of operations was based primarily on the comparative unaudited financial statements, footnotes and related information for the periods identified below and should be read in conjunction with the financial statements and the notes to those statements that are included elsewhere in this report.

### Three and Nine Months Ended May 31, 2021 and 2020

#### *Revenue*

The Company did not generate revenues during the three and nine months ended May 31, 2021 and 2020.

#### *Total Operating Expenses*

For the three months ended May 31, 2021, the Company incurred operating expenses, in the amount of \$10,741 compared to \$10,571 for the three months ended May 31, 2020, an increase of \$170 or 1.61%. The increase was attributable to an increase in professional fees of \$1,065 or 18.57%, primarily due to legal fees incurred for consultation on the issue related to the Company’s common stocks and preferred stock.

For the nine months ended May 31, 2021, the Company incurred operating expenses in the amount of \$27,639 compared to \$37,652 for the nine months ended May 31, 2020, a decrease of \$10,013 or 26.59%. The decrease was attributable to a decrease in professional fees of \$8,235 or 35.6%, primarily due to reduction in legal fees and a decrease in general and administrative expenses of \$1,778 or 12.25%.

#### *Net Loss*

The Company incurred a net loss for the three months ended May 31, 2021 in the amount of \$10,741 compared to \$10,571 for the three months ended May 31, 2020, an increase of \$170 or 1.61%. This was a result of the increase in total legal expenses as discussed above.

The Company incurred a net loss for the nine months ended May 31, 2021, in the amount of \$27,639 compared to \$37,652 for the nine months ended May 31, 2020, a decrease of \$10,013 or 26.59%. This decrease is a result of the decrease in total operating expenses discussed above.

### **Liquidity and Capital Resources**

Liquidity is the ability of an enterprise to generate adequate amounts of cash to meet its needs for cash requirements. As of May 31, 2021, the Company's working capital deficit amounted to \$296,597, an increase of \$27,639 or 10.28% of working capital deficit as compared to working capital deficit of \$268,958 as of August 31, 2020. This increase in working capital deficit was primarily a result of an increase in the current liability accounts resulting from an increase in due to related party of \$31,378 or 11.80% and an increase in prepaid expenses of \$2,334 or 100.17% offset with a decrease in accounts payable of \$1,405 or 26.58%.

During the nine months ended May 31, 2021 and 2020, 57 Society, a Company under the common control of Choong Jeng Hew, the Company's Chief Executive Officer, paid \$26,714 and \$30,016, of operating expenses, respectively, and made \$4,664 and \$1,249 prepayment, respectively, on behalf of the Company. As of May 31, 2021 and August 31, 2020, the Company had an outstanding payable to 57 Society in the amount of \$297,381 and \$266,003, respectively. The payable is unsecured, does not bear interest and is due on demand.

For the three and nine months ended May 31, 2021 and 2020, net cash used in operating activities amounted to \$0 for both periods.

We do not have sufficient resources to effectuate our business plan. We will have to raise additional funds to pay for all of our planned expenses. We potentially will have to issue additional debt or equity, or enter into a strategic arrangement with a third party to carry out our business plan. There can be no assurance that additional capital will be available to us. We currently have no agreements, arrangements or understandings with any person to obtain funds through bank loans, lines of credit or any other sources. Since we have no other such arrangements or plans currently in effect, our inability to raise funds for the above purposes will have a severe negative impact on our ability to remain a viable company. We are dependent upon our controlling shareholders to provide or loan us funds to meet our working capital needs.

### **Going Concern**

These unaudited financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business. As reflected in the accompanying unaudited financial statements, the Company had a net loss of \$27,639 and \$37,652 for the nine months ended May 31, 2021 and 2020, respectively. The working capital deficit was \$296,597 as of May 31, 2021. The net cash generated from operating activities was \$0 for both nine months ended May 31, 2021 and 2020. These factors raise substantial doubt about the Company's ability to continue as a going concern for twelve months from the issuance of this report.

Management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. The Company is seeking to raise capital through additional debt and/or equity financings to fund its operations in the future. Although the Company has historically raised capital from sales of equity, from related party working capital advances, and from the issuance of promissory notes, there is no assurance that it will be able to continue to do so. If the Company is unable to raise additional capital or secure additional lending in the near future, management expects that the Company will need to curtail its operations. These unaudited financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

### **Off-Balance Sheet Arrangements**

Under SEC regulations, we are required to disclose our off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, such as changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors. As of May 31, 2021, we had no off-balance sheet arrangements.

### **Critical Accounting Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### *Evaluation of Disclosure Controls and Procedures.*

Management is responsible for the preparation of our financial statements and related information. Management uses its best judgment to ensure that the financial statements present fairly, in material respects, our financial position and results of operations in conformity with generally accepted accounting principles.

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in the Exchange Act. These internal controls are designed to provide reasonable assurance that the reported financial information is presented fairly, that disclosures are adequate and that the judgments inherent in the preparation of financial statements are reasonable. There are inherent limitations in the effectiveness of any system of internal controls including the possibility of human error and overriding of controls. Consequently, an ineffective internal control system can only provide reasonable, not absolute, assurance with respect to reporting financial information.

Our internal control over financial reporting includes policies and procedures that: (i) pertain to maintaining records that, in reasonable detail, accurately and fairly reflect our transactions; (ii) provide reasonable assurance that transactions are recorded as necessary for preparation of our financial statements in accordance with generally accepted accounting principles and that the receipts and expenditures of company assets are made in accordance with our management and directors authorization; and (iii) provide reasonable assurance regarding the prevention of or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on our financial statements.

Under the supervision of management, including our Chief Executive Officer and our Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and subsequent guidance prepared by the Commission specifically for smaller public companies. Based on that evaluation, our management concluded that our internal control over financial reporting was not effective as of May 31, 2021 because it identified the following material weakness:

- 1) We do not have an Audit Committee.
- 2) We did not maintain appropriate segregation of duties.
- 3) We have not implemented policies and procedures that provide for multiple levels of supervision and review.
- 4) The Company does not have well-established procedures to authorize and approve related party transactions.

A material weakness is a deficiency or a combination of deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

We expect to be materially dependent upon third parties to provide us with accounting consulting services for the foreseeable future which we believe mitigates the impact of the material weaknesses discussed above. Until such time as we have a chief financial officer with the requisite expertise in U.S. GAAP and establish an audit committee and implement internal controls and procedures, there are no assurances that the material weaknesses and significant deficiencies in our disclosure controls and procedures will not result in errors in our financial statements which could lead to a restatement of those financial statements.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected.

There have been no changes in our internal control over financial reporting during the last fiscal quarter covered by this report that have materially affected, or are 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 (as defined in Rule 12b-2 of the Exchange Act), we are not required to provide the information called for by this Item 1A.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

### **ITEM 5. OTHER INFORMATION**

#### ***Creation of Series A Preferred Stock***

On June 7, 2021, the Company designated a class of preferred stock titled, Series A Preferred Stock, with a par value of \$0.0001 per share, and consisting of one share. The Series A Preferred Stock carries voting rights equal to 110% of the total voting rights of the outstanding common stock and voting power of the Company, and has the right to appoint one director of the Company.

Additionally, the one share of Series A Preferred Stock contains protective provisions, which precludes the Company from taking the certain actions without the approval of the holder of the share of Series A Preferred Stock. More specifically, so long as any shares of Series A Preferred Stock are outstanding, the Company shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, voting as a separate class:

- (a) amend the Articles of Incorporation or, unless approved by the Board of Directors, including by the Series A Director, amend the Company's Bylaws;
- (b) change or modify the rights, preferences or other terms of the Series A Preferred Stock, or increase or decrease the number of authorized shares of Series A Preferred Stock;
- (c) reclassify or recapitalize any outstanding equity securities, or, unless approved by the Board of Directors, including by the Series A Director, authorize or issue, or undertake an obligation to authorize or issue, any equity securities or any debt securities convertible into or exercisable for any equity securities (other than the issuance of stock-options or securities under any employee option or benefit plan);
- (d) authorize or effect any transaction constituting a "Deemed Liquidation" under the Articles, or any other merger or consolidation of the Company;
- (e) increase or decrease the size of the Board of Directors as provided in the Bylaws of the Company or remove the Series A Director (unless approved by the Board of Directors, including the Series A Director);

- (f) declare or pay any dividends or make any other distribution with respect to any class or series of capital stock (unless approved by the Board of Directors, including the Series A Director);  
redeem, repurchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any outstanding shares of capital stock (other than the repurchase of shares of Common Stock from employees, consultants or other service providers
- (g) pursuant to agreements approved by the Board of Directors under which the Company has the option to repurchase such shares at no greater than original cost upon the occurrence of certain events, such as the termination of employment) (unless approved by the Board of Directors, including the Series A Director);
- (h) create or amend any stock option plan of the Company, if any (other than amendments that do not require approval of the stockholders under the terms of the plan or applicable law) or approve any new equity incentive plan;
- (i) replace the President and/or Chief Executive Officer of the Company (unless approved by the Board of Directors, including the Series A Director);
- (j) transfer assets to any subsidiary or other affiliated entity (unless approved by the Board of Directors, including the Series A Director);  
issue, or cause any subsidiary of the Company to issue, any indebtedness or debt security, other than trade accounts payable and/or letters of credit, performance bonds or other similar credit support incurred in the ordinary course of business, or amend,
- (k) renew, increase or otherwise alter in any material respect the terms of any indebtedness previously approved or required to be approved by the holders of the Series A Preferred Stock (unless approved by the Board of Directors, including the Series A Director);
- (l) modify or change the nature of the Company's business;  
acquire, or cause a Subsidiary of the Company to acquire, in any transaction or series of related transactions, the stock or
- (m) any material assets of another person, or enter into any joint venture with any other person (unless approved by the Board of Directors, including the Series A Director); or  
sell, transfer, license, lease or otherwise dispose of, in any transaction or series of related transactions, any material assets of the
- (n) Company or any Subsidiary outside the ordinary course of business (unless approved by the Board of Directors, including the Series A Director).

Additionally, as long as any shares of Series A Preferred Stock remain outstanding, the holders of a majority of the shares of Series A Preferred Stock represented at a duly called special or annual meeting of such stockholders or by an action by written consent for that purpose shall be entitled to elect a special director to the board of directors.

### **Stock Purchase Agreement**

On July 8, 2021, the Company entered into a Stock Purchase Agreement (the "Stock Purchase Agreement") with 57 Society International Ltd., a Hong Kong corporation ("57 Society"), controlled by Choong Jeng Hew, our President and Chief Executive Officer, and a director, of the Company, pursuant to which the Company sold to 57 Society one share of Series A Preferred Stock in exchange for 6,200,000 shares of common stock of the Company. The Company subsequently canceled and returned to its authorized capital stock the 6,200,000 shares of common stock purchased from 57 Society. Under the Stock Purchase Agreement, 57 Society also has an option to purchase 6,200,000 shares of common stock in exchange for one share of Series A Preferred Stock so long as 57 Society holds its share of Series A Preferred Stock.

### **Risk Factor**

***Choong Jeng Hew, through his control of 57 Society, beneficially owns and has the right to vote 100% of our Series A Preferred Stock, which has voting power equal to 110% of the total voting rights of the Company's common stock. As a result, Mr. Hew has controlling voting power in all matters submitted to our stockholders for approval including:***

- The election of our board of directors;
- The amendment of our Certificate of Incorporation or bylaws;
- The adoption of measures that could delay or prevent a change in control or impede a merger, takeover or other business combination involving us.

As a result of his ownership and position, Mr. Hew is able to substantially influence all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. Mr. Hew's beneficial stock ownership may discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us, which in turn could reduce our stock price or prevent our stockholders from realizing a premium over our stock price.



**ITEM 6. EXHIBITS**

## Exhibits

- 3.1 [Articles of Incorporation \(Incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 \(SEC File No. 333-201239\) filed with the SEC on December 23, 2014\).](#)
- 3.2 [Certificate of Amendment to the Certificate of Incorporation of eBizware Inc. filed with the Delaware Secretary of State on March 23, 2017 \(Incorporated by reference to Exhibit 3.1 to the Company's Form 10-Q filed with the SEC on April 11, 2017\).](#)
- 3.3\* [Certificate of Designation of Series A Preferred Stock, dated June 7, 2021](#)
- 3.4 [Bylaws \(Incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1 \(SEC File No. 333-201239\) filed with the SEC on December 23, 2014\).](#)
- 10.1\* [Stock Purchase Agreement, dated July 8, 2021, by and between Visiber57 Corp., a Delaware corporation, and 57 Society International, Ltd., a Hong Kong corporation.](#)
- 31.1\* [Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934.](#)
- 31.2\* [Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934.](#)
- 32.1\* [Certification of Periodic Financial Report by the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 101.INS\* XBRL Instance Document
- 101.SCH\* XBRL Taxonomy Extension Schema Document
- 101.CAL\* XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF\* XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB\* XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE\* XBRL Taxonomy Extension Presentation Linkbase Document

\* filed herewith.

**SIGNATURES**

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

VISIBER57 CORP.

Date: July 13, 2021

By: /s/ Choong Jeng Hew

Choong Jeng Hew  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: July 13, 2021

By: /s/ Chip Jin Eng

Chip Jin Eng

Chief Financial Officer  
(Principal Financial Officer)



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:43 PM 06/07/2021  
FILED 01:43 PM 06/07/2021  
SR 20212372091 - File Number 5464985

**CERTIFICATE OF DESIGNATION  
OF  
SERIES A PREFERRED STOCK  
OF  
VISIBER57 CORP.**

The undersigned officer of Visiber57 Corp., a Delaware corporation (the “Corporation”) pursuant to Section 151 and Section 103 of the General Corporation Law of the State of Delaware, does hereby state and certify that pursuant to the authority vested in the Board of Directors (the “Board”) of the Corporation by the Certificate of Incorporation, as amended, the Board on May 25, 2025, duly adopted the resolution creating a series of one (1) share of preferred stock designated the Series A Preferred Stock:

RESOLVED, that pursuant to the authority vested in the Board, in accordance with provisions of the Certificate of Incorporation, as amended, a series of preferred stock of the Corporation be and it hereby is created, and that the designation and thereof and voting powers, preferences and relative, participating, optional, and other special rights of the shares of such series and the qualifications, limitations or restrictions thereof are as follows:

**SECTION 1. *Designation.***

A series of the Corporation’s Preferred Stock is designated as “Series A Preferred Stock” (the “*Series A Preferred Stock*”) and the maximum number of shares of Series A Preferred Stock shall be one and no more.

**SECTION 2. *Voting Rights; Generally.*** Subject to the other provisions of these Certificate of Incorporation (including the disparate votes per share provisions of the Series A Preferred Stock set forth in Sections 3, 4, and 5 below), each holder of Series A Preferred Stock shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled to notice of any stockholders’ meeting in accordance with the Bylaws of the Corporation (as in effect at the time in question) and applicable law, and shall be entitled to vote, together with the holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote, except as may be otherwise required by applicable law. Except as otherwise expressly provided herein, in the Corporation’s by-laws or as required by law, the holders of Series A Preferred Stock and Common Stock shall vote together and not as separate series or classes.

**SECTION 3. *Special Voting Rights of Series A Preferred Stock.*** Each share of Series A Preferred Stock shall be entitled to the number of votes and/or have voting power equal to one hundred ten percent (110%) of the issued and outstanding shares of Common Stock of the Corporation. If no shares of Common Stock are issued or outstanding, then each share of Series A Preferred Stock shall be entitled to that number of votes and/or have voting power equal to one hundred ten (110) shares of common stock. For purposes of calculating shares outstanding and entitled to vote on a particular matter, the shares outstanding shall be those outstanding on the record date for the determination of the stockholders entitled to vote on such matter or, if no such record date is established, the date such vote is taken or any written consent of stockholders is solicited.

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**SECTION 4. *Series A Director.*** There is hereby created a special director on the Corporation’s Board of Directors designated as the “*Series A Director.*” So long as any shares of Series A Preferred Stock remain outstanding, the holders of a majority of the shares of Series A Preferred Stock represented at a duly called special or annual meeting of such stockholders or by an action by written consent for that purpose shall be entitled to elect the Series A Director. The initial Series A Director shall be Choong Jeng Hew, who shall serve until the next annual meeting of stockholders and until his successor is elected and qualified. The holders of the Series A Preferred Stock may waive their rights to elect the Series A Director at any time and assign such right to the Board of Directors other than the Series A Director to elect the Series A Director.

SECTION 5. *Protective Provisions.* So long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, voting as a separate class:

(a) amend the Certificate of Incorporation or, unless approved by the Board of Directors, including by the Series A Director, amend the Corporation's Bylaws;

(b) change or modify the rights, preferences or other terms of the Series A Preferred Stock, or increase or decrease the number of authorized shares of Series A Preferred Stock;

(c) reclassify or recapitalize any outstanding equity securities, or, unless approved by the Board of Directors, including by the Series A Director, authorize or issue, or undertake an obligation to authorize or issue, any equity securities or any debt securities convertible into or exercisable for any equity securities (other than the issuance of stock-options or securities under any employee option or benefit plan);

(d) authorize or effect any transaction constituting a Deemed Liquidation (as defined in this subparagraph) under the Articles, or any other merger or consolidation of the Corporation;

(e) increase or decrease the size of the Board of Directors as provided in the Bylaws of the Corporation or remove the Series A Director (unless approved by the Board of Directors, including the Series A Director);

(f) declare or pay any dividends or make any other distribution with respect to any class or series of capital stock (unless approved by the Board of Directors, including the Series A Director);

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(g) redeem, repurchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any outstanding shares of capital stock (other than the repurchase of shares of common stock from employees, consultants or other service providers pursuant to agreements approved by the Board of Directors under which the Corporation has the option to repurchase such shares at no greater than original cost upon the occurrence of certain events, such as the termination of employment) (unless approved by the Board of Directors, including the Series A Director);

(h) create or amend any stock option plan of the Corporation, if any (other than amendments that do not require approval of the stockholders under the terms of the plan or applicable law) or approve any new equity incentive plan;

(i) replace the President or Chief Executive Officer of the Corporation (unless approved by the Board of Directors, including the Series A Director);

(j) transfer assets to any subsidiary or other affiliated entity (unless approved by the Board of Directors, including the Series A Director);

(k) issue, or cause any subsidiary of the Corporation to issue, any indebtedness or debt security, other than trade accounts payable and/or letters of credit, performance bonds or other similar credit support incurred in the ordinary course of business, or amend, renew, increase or otherwise alter in any material respect the terms of any indebtedness previously approved or required to be approved by the holders of the Series A Preferred Stock (unless approved by the Board of Directors, including the Series A Director);

(l) modify or change the nature of the Corporation's business;

(m) acquire, or cause a Subsidiary of the Corporation to acquire, in any transaction or series of related transactions, the stock or any material assets of another person, or enter into any joint venture with any other person (unless approved by the Board of Directors, including the Series A Director); or

(n) sell, transfer, license, lease or otherwise dispose of, in any transaction or series of related transactions, any material assets of the Corporation or any Subsidiary outside the ordinary course of business (unless approved by the Board of Directors, including the Series A Director).

SECTION 6. *Dividend and Distribution Rights of Stock.* Shares of Common Stock and shares of Series A Preferred Stock shall be treated equally, identically and ratably, on a per-share basis, with respect to any dividend or distribution by the Corporation, including in respect of distributions upon liquidation of the Corporation. In the event that a dividend is paid in the form of shares of Common Stock or rights to acquire Common Stock, the holders of Common Stock and Series A Preferred Stock shall both receive Common Stock or rights to acquire Common Stock. No dividends shall be declared or payable in the form of Series A Preferred Stock.

SECTION 7. *Conversion Provisions of Series A Preferred Stock.* Each share of Series A Preferred Stock shall be convertible into one (1) fully paid and nonassessable share of Common Stock at the option of the holder thereof at any time upon written notice to the transfer agent of the Corporation. Each share of Series A Preferred Stock shall automatically convert into one share of Common Stock upon the first to occur of (a) a Transfer of such share of Series A Preferred Stock other than to a Permitted Transferee, (b) the death or incapacity of (i) the Permitted Transferee holding such share of Series A Preferred Stock or (ii) the Designated Person, (c) or the resignation of the Designated Person as an officer of the Corporation.

SECTION 8. *Certain Definitions.* As used in this Certificate of Designation, the following capitalized terms shall have the meanings ascribed thereto below:

(a) **“Deemed Liquidation”** shall mean: (1) the closing of the sale, transfer or other disposition of all or substantially all of the Corporation’s assets (including an irrevocable or exclusive license with respect to all or substantially all of the Corporation’s intellectual property); (2) the consummation of a merger, share exchange or consolidation with or into any other corporation, limited liability company or other entity (except one in which the holders of capital stock of the Corporation as constituted immediately prior to such merger, share exchange or consolidation continue to hold at least 50% of the voting power of the capital stock of the Corporation or the surviving or acquiring entity (or its parent entity)), (3) authorizing or effecting any transaction liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, provided, however, that none of the following shall be considered a Deemed Liquidation: (A) a merger effected exclusively for the purpose of changing the domicile of the Corporation, or (B) a transaction or other event deemed to be exempt from the definition of a Deemed Liquidation by the holders of at least a majority of the then outstanding Series A Preferred Stock.

(b) **“Designated Person”** means Choong Jeng Hew.

(c) **“Permitted Private Transfer”** means a Transfer, other than a trade effected in the public markets, to a Permitted Transferee.

(d) **“Permitted Transferee”** means, (a) in respect of Series A Preferred Stock, a Designated Person and (b) in respect of Common Stock, (i) a Designated Person, (ii) a Designated Person’s spouse, children or a family trust or similar private entity formed solely for the benefit of the Designated Person or the Designated Person’s spouse and/or children and who was Transferred such Common Stock in a Permitted Private Transfer; (iii) a person (other than a natural person) that is controlled by the Designated Person (for the purposes hereof, “control” means, the beneficial ownership at the relevant time of voting equity of such person carrying more than 50% of the voting rights ordinarily exercisable at meetings of equity holders of the person where such voting rights are sufficient to elect a majority of the directors, managers or persons acting in a similar capacity of the person); and (iv) a broker or nominee for one of the persons described in the foregoing clauses (i), (ii), or (iii).

(e) **“Person”** shall mean a natural person, corporation, limited partnership, limited liability company, general partnership, joint stock company, joint venture, association, company, trust, bank, trust company, land trust, business trust or other organization, whether or not a legal entity, and a government or agency or political subdivision thereof.

(f) **“Transfer”** means (i) any sale, assignment, gift, transfer, hypothecation, encumbrance on, or other disposition of any securities or any right, power or interest therein or appurtenant thereto, directly or indirectly, whether voluntarily, by operation of law, under court order, foreclosure of a security interest, execution of a judgment or other legal process, or otherwise, including a purported transfer to or from a trustee in bankruptcy, a receiver, an assignee for the benefit of creditors and/or an assignment to a trust, spouse or family member, or (ii) any grant of an option, warrant or right to do the foregoing whether as of right, after lapse of time or upon fulfillment of condition, or otherwise.

SECTION 9. *Amendments*. This Certificate of Designation shall not be amended without the consent of a majority in interest of the holders of Series A Preferred Stock.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be signed by its duly authorized officer on May 25, 2021.

**VISIBER57 CORP.**

By: /s/ Choon Jeng Hew

Name: Choon Jeng Hew

Title: Chief Executive Officer

**STOCK PURCHASE AGREEMENT**

THIS STOCK PURCHASE AGREEMENT (the “Agreement”) is made as of the 8th day of July 2021, by and between Visiber57 Corp., a Delaware corporation (the “Company”) and 57 Society International Ltd., a Hong Kong corporation (the “Purchaser”).

WHEREAS, effective May 31, 2021, the Purchaser transferred to the Company 6,200,000 shares of common stock of the Company, and the Company promised the Purchaser securities of the Company of equal voting power to the 6,200,000 shares transferred and an option to repurchase the shares as consideration for such purchase.

WHEREAS, on June 7, 2021, the Company created a new class of securities, titled, Series A Preferred Stock.

1. Purchase and Sale. The Company hereby agrees to sell to the Purchaser, and the Purchaser hereby agrees to purchase from the Company, one share of Series A Preferred Stock (the “Share”) of the Company in exchange for 6,200,000 shares of common stock of the Company held by Purchaser (the “Purchase Price”).

2. Representations and Warranties of Purchaser. The Purchaser hereby represents warrants to, and otherwise understands and/or agrees with the Company, as follows:

2.1 The Purchaser is not a “U.S. person” as that term is defined in Regulation S<sup>1</sup>, promulgated under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), and is a resident of Hong Kong, SAR of the People’s Republic of China.

2.2 The Purchaser is not purchasing the Share for the account or benefit of any U.S. Person; the offer to sell the Share was not made to the Purchaser when it was in the United States; at the time the Purchaser’s buy order was delivered to the Company, the Purchaser was outside the United States; the Purchaser received, accepted and entered into this Agreement in his jurisdiction of residence; and such jurisdiction of residence is as set out on the signature page of this Agreement.

2.3 The Share acquired pursuant to this Agreement has not been registered under the U.S. Securities Act, and are being sold in reliance upon an exemption from registration afforded by Regulation S; and the Sharee has not been registered with any state securities commission or authority. The Purchaser further understands that pursuant to the requirements of Regulation S, the Share may not be transferred, sold or otherwise exchanged unless in compliance with the provisions of Regulation S and/or pursuant to registration under the U.S. Securities Act, or pursuant to an available exemption under the U.S. Securities Act.

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<sup>1</sup>“U.S. person” is defined under Regulation S as:

- (i) Any natural person resident in the United States;
- (ii) Any partnership or corporation organized or incorporated under the laws of the United States;
- (iii) Any estate of which any executor or administrator is a U.S. person;
- (iv) Any trust of which any trustee is a U.S. person;
- (v) Any agency or branch of a foreign entity located in the United States;
- (vi) Any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;
- (vii) Any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; and
- (viii) Any partnership or corporation if:
  - (A) Organized or incorporated under the laws of any foreign jurisdiction; and formed by a U.S. person principally for the purpose of investing any securities not registered under the Act, unless it
  - (B) is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the Act) who are not natural persons, estates or trusts.

2.4 The Share is being purchased by the Purchaser for his own account, for investment only and not with a view toward resale or distribution thereof to any other person, and Purchaser is not participating, directly or indirectly, in any underwriting or distribution;

2.5 The Share purchased by the Purchaser shall not be sold or otherwise transferred contrary to the provisions of this Agreement or any federal or state securities law, and the Purchaser understands that unless the Share is subsequently registered under the U.S. Securities Act, it may not in any event be sold or transferred except by a valid exemption from registration under the U.S. Securities Act.

2.6 Any and all certificates representing the Share purchased and any and all securities issued in replacement thereof or in exchange thereof shall bear the following legend or one substantially similar thereto, which the Purchaser has read and understands:

“THE SECURITIES EVIDENCED HEREBY HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 (THE “ACT”) OR APPLICABLE STATE SECURITIES LAWS, AND THE TRANSFER THEREOF IS PROHIBITED EXCEPT IN ACCORDANCE WITH THE PROVISIONS OF REGULATIONS UNDER THE ACT, PURSUANT TO REGISTRATION UNDER THE ACT AND APPLICABLE STATE SECURITIES LAWS, OR PURSUANT TO AN AVAILABLE EXEMPTION FROM SUCH REGISTRATION. HEDGING TRANSACTIONS INVOLVING THESE SECURITIES MAY NOT BE CONDUCTED UNLESS IN COMPLIANCE WITH THE ACT.”

2.7 The Company shall have the right to issue stop transfer instructions on its official stock records, and the Purchaser acknowledges that the Company has informed the Purchaser of its intention to issue such instructions.

2.8 The Share shall only be transferable in accordance with applicable laws and the rules and policies of the OTC Markets or exchange on which the Share may be traded.

2.9 There is currently no active trading market in the Share of the Company in the United States, and the Company presently has no plans to register the Share, so there may never be a public trading market for the Share in the United States;

2.10 Hedging transactions involving the Share may not be conducted unless in compliance with the U.S. Securities Act.

2.11 At no time has it been explicitly or implicitly represented, guaranteed or warranted to the Purchaser by the Company or the Company, its management, the agents or employees of the Company or any other person: (i) that the Purchaser will be able to transfer the Share on any particular date; (ii) that if and when the Purchaser may wish to transfer the Share, such securities will be validly transferable under federal and applicable state securities laws; (iii) that the Purchaser will realize any percentage or amount of profit, gain or other consideration as a result of any investment Purchaser will make in the Company; or (iv) that the Purchaser or other shareholders will receive any dividends or other distributions from the Company at any time;

2.12 The investment in the Share is a long-term, speculative investment which involves a substantial risk of loss to the Purchaser of his entire investment; that the Purchaser takes full cognizance of and responsibility for the risks related to the purchase of the Share; the Purchaser has no need for liquidity with respect to his investment either now or within the foreseeable future; and the Purchaser can bear a complete loss of his investment without undue hardship to himself;

2.13 The Purchaser and his purchaser representative, if any, has reviewed the Company’s public filings on EDGAR at [www.sec.gov](http://www.sec.gov), has been afforded an opportunity to examine such documents and obtain such information concerning the Company, including the Company’s financial statements, as Purchaser may have requested, and the Purchaser has had the opportunity to request such other information and ask questions of the officers and directors of the Company (and all information so requested has been provided) for the purpose of verifying the information furnished to it and for answering any question it may have had concerning the business, prospects and affairs of the Company.

2.14 The Purchaser understands and acknowledges that any projections or financial forecasts of the Company may likely prove to be incorrect in view of the early stage of the Company’s development; and no assurance has been given to it that actual results will correspond in any meaningful way with the results contemplated by the various projections, financial forecasts or predictions.

2.15 The Purchaser has been advised to consult with his own investment adviser, attorney, and accountant regarding the Company's prospects and legal and tax matters, concerning an investment in the Company, and has done so, to the extent it consider that to be necessary.

2.16 All of the information which Purchaser has furnished in this Agreement is correct and complete as of the date of this Agreement, and will be correct and complete on the closing of the sale of the Share subscribed for, and the representations and warranties and agreements herein shall survive the closing date and may be relied upon by the Company in his reliance upon an exemption from registration under the U.S. Securities Act and state securities laws.

3. Representations and Warranties of the Company. The Company hereby represents and warrants to the Purchaser as follows:

3.1 No directed selling efforts were made in the United States with respect to the Share by the Company, or any person acting on its behalf.

3.3 No selling concession, fee or other remuneration was or will be paid in connection with such offer or sale of the Share.

4. Option to Purchase 6,200,000 shares of common stock. The Purchaser is hereby granted an option to purchase 6,200,000 shares of common stock of the Corporation in consideration for one (1) share of Series A Preferred Stock. The option shall vest upon the date of this Agreement, and the term of the option shall be for as long as Purchaser holder any shares of Series A Preferred Stock.

5. Consents and Approvals; No Conflict. The execution and delivery of this Agreement by the parties does not, and the performance of this Agreement by the parties will not, require any consent, approval, authorization or other action by, or filing with or notification to, any governmental or regulatory authority. The execution, delivery and performance of this Agreement by the Purchaser does not conflict with or violate any law, rule, regulation, order, writ, judgment, injunction, decree, determination, contract or award applicable to a party.

6. Effectiveness of Representations and Warranties. The parties' representations and warranties contained in this Agreement shall be true and correct, and with the same effect, as though such representations and warranties had been made, on and as of the date that the transaction contemplated by Section 1 hereof is completed.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

**PURCHASER:**

57 SOCIETY INTERNATIONAL LTD.

By: /s/ Choong Jeng Hew

Name: Choong Jeng Hew

Title: President and Authorized Signatory

Address of Purchaser:

Unit B19, 9/F, Efficiency House, 35 Tai Yau Street  
San Po Kong, Kowloon  
Hong Kong SAR

**THE COMPANY:**

VISIBER57 CORP.

By: /s/ Choong Jeng Hew

Name: Choong Jeng Hew

Its: President and Chief Executive Officer

Address of Company:

Unit B19, 9/F, Efficiency House, 35 Tai Yau Street  
San Po Kong, Kowloon  
Hong Kong SAR



**Certification of Chief Executive Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  
and Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934**

I, Choong Jeng Hew, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended May 31, 2021 of VISIBER57 CORP (the “registrant”);

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

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

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

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

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

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

- d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

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

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

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

Date: July 13, 2021

*/s/ Choong Jeng Hew*

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Choong Jeng Hew, Chief Executive Officer  
(Principal Executive Officer)

**Certification of Chief Financial Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  
and Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934**

I, Chip Jin Eng, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended May 31, 2021 of VISIBER57 CORP (the “registrant”);

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

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

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

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

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

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

- d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

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

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

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

Date: July 13, 2021

*/s/ Chip Jin Eng*

\_\_\_\_\_  
Chip Jin Eng  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

**Certification of Periodic Financial Report by the Chief Executive Officer and  
Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of VISIBER57 CORP. (the "Company") for the quarterly period ended May 31, 2021 as filed with the Securities and Exchange Commission (the "Report"), I, Choong Jeng Hew, Chief Executive Officer and I, Chip Jin Eng, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge:

1. The Report fully complies with the requirements of Section 13(a) or Section 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 operations of the Company.

Date: July 13, 2021

/s/ Choong Jeng Hew

Choong Jeng Hew  
Chief Executive Officer  
(Principal Executive Officer)

Date: July 13, 2021

/s/ Chip Jin Eng

Chip Jin Eng  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

*The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing. A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.*

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**Document and Entity  
Information - shares**

**9 Months Ended  
May 31, 2021 Jul. 13, 2021**

[Cover \[Abstract\]](#)

<a href="#">Entity Registrant Name</a>	VISIBER57 CORP.	
<a href="#">Entity Central Index Key</a>	0001627041	
<a href="#">Document Type</a>	10-Q	
<a href="#">Document Period End Date</a>	May 31, 2021	
<a href="#">Amendment Flag</a>	false	
<a href="#">Current Fiscal Year End Date</a>	--08-31	
<a href="#">Entity Current Reporting Status</a>	Yes	
<a href="#">Entity Interactive Data Current</a>	Yes	
<a href="#">Entity Filer Category</a>	Non-accelerated Filer	
<a href="#">Entity Small Business Flag</a>	true	
<a href="#">Entity Emerging Growth Company</a>	false	
<a href="#">Entity Shell Company</a>	true	
<a href="#">Entity Common Stock, Shares Outstanding</a>		7,000,000
<a href="#">Document Fiscal Period Focus</a>	Q3	
<a href="#">Document Fiscal Year Focus</a>	2021	

**Balance Sheets - USD (\$)****May 31, 2021**   **Aug. 31, 2020****CURRENT ASSETS:**Prepaid expenses \$ 4,664 \$ 2,330Total Current Assets 4,664 2,330**TOTAL ASSETS** 4,664 2,330**CURRENT LIABILITIES:**Accounts payable 3,880 5,285Due to related party 297,381 266,003Total Current Liabilities 301,261 271,288**TOTAL LIABILITIES** 301,261 271,288**STOCKHOLDERS' DEFICIT:**Preferred stock, \$0.0001 par value, authorized: 75,000,000 shares no shares issued and outstanding at May 31, 2021 and August 31, 2020Common stock, \$0.0001 par value, authorized: 425,000,000 shares, 13,200,000 shares issued and outstanding at May 31, 2021 and August 31, 2020 1,320 1,320Additional paid-in capital 23,180 23,180Accumulated deficit (321,097) (293,458)**TOTAL STOCKHOLDERS' DEFICIT** (296,597) (268,958)**TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT** \$ 4,664 \$ 2,330

**Balance Sheets**  
**(Parenthetical) - \$ / shares**

**May 31, 2021 Aug. 31, 2020**

**Statement of Financial Position [Abstract]**

<u>Preferred stock, par value</u>	\$ 0.0001	\$ 0.0001
<u>Preferred stock, shares authorized</u>	75,000,000	75,000,000
<u>Preferred stock, shares issued</u>		
<u>Preferred stock, shares outstanding</u>		
<u>Common stock, par value</u>	\$ 0.0001	\$ 0.0001
<u>Common stock, shares authorized</u>	425,000,000	425,000,000
<u>Common stock, shares issued</u>	13,200,000	13,200,000
<u>Common stock, shares outstanding</u>	13,200,000	13,200,000

Statements of Operations (Unaudited) - USD (\$)	3 Months Ended		9 Months Ended	
	May 31, 2021	May 31, 2020	May 31, 2021	May 31, 2020
<b><u>OPERATING EXPENSES:</u></b>				
<u>Professional fees</u>	\$ 6,800	\$ 5,735	\$ 14,900	\$ 23,135
<u>General and administrative expense</u>	3,941	4,836	12,739	14,517
<u>Total Operating Expenses</u>	10,741	10,571	27,639	37,652
<u>LOSS BEFORE INCOME TAX</u>	(10,741)	(10,571)	(27,639)	(37,652)
<u>INCOME TAX EXPENSE</u>				
<u>NET LOSS</u>	\$ (10,741)	\$ (10,571)	\$ (27,639)	\$ (37,652)
<b><u>BASIC AND DILUTED LOSS PER COMMON SHARE:</u></b>				
<u>Net loss per common shares - basic and diluted</u>	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
<b><u>WEIGHTED AVERAGE COMMON SHARES</u></b>				
<b><u>OUTSTANDING:</u></b>				
<u>Basic and diluted</u>	13,200,000	13,200,000	13,200,000	13,200,000

<b>Statement of Changes in Stockholders' Deficit (Unaudited) - USD (\$)</b>	<b>Preferred Stock [Member]</b>	<b>Common Stock [Member]</b>	<b>Additional Paid-in Capital [Member]</b>	<b>Accumulated Deficit [Member]</b>	<b>Total</b>
<u>Balance at Aug. 31, 2019</u>		\$ 1,320	\$ 23,180	\$ (245,970)	\$ (221,470)
<u>Balance, shares at Aug. 31, 2019</u>		13,200,000			
<u>Net loss</u>				(17,206)	(17,206)
<u>Balance at Nov. 30, 2019</u>		\$ 1,320	23,180	(263,176)	(238,676)
<u>Balance, shares at Nov. 30, 2019</u>		13,200,000			
<u>Balance at Aug. 31, 2019</u>		\$ 1,320	23,180	(245,970)	(221,470)
<u>Balance, shares at Aug. 31, 2019</u>		13,200,000			
<u>Net loss</u>					(37,652)
<u>Balance at May. 31, 2020</u>		\$ 1,320	23,180	(283,622)	(259,122)
<u>Balance, shares at May. 31, 2020</u>		13,200,000			
<u>Balance at Dec. 30, 2019</u>		\$ 1,320	23,180	(263,176)	(238,676)
<u>Balance, shares at Dec. 30, 2019</u>		13,200,000			
<u>Net loss</u>				(9,875)	(9,875)
<u>Balance at Feb. 29, 2020</u>		\$ 1,320	23,180	(273,051)	(248,551)
<u>Balance, shares at Feb. 29, 2020</u>		13,200,000			
<u>Net loss</u>				(10,571)	(10,571)
<u>Balance at May. 31, 2020</u>		\$ 1,320	23,180	(283,622)	(259,122)
<u>Balance, shares at May. 31, 2020</u>		13,200,000			
<u>Balance at Aug. 31, 2020</u>		\$ 1,320	23,180	(293,458)	(268,958)
<u>Balance, shares at Aug. 31, 2020</u>		13,200,000			
<u>Net loss</u>				(12,502)	(12,502)
<u>Balance at Nov. 30, 2020</u>		\$ 1,320	23,180	(305,960)	(281,460)
<u>Balance, shares at Nov. 30, 2020</u>		13,200,000			
<u>Balance at Aug. 31, 2020</u>		\$ 1,320	23,180	(293,458)	(268,958)
<u>Balance, shares at Aug. 31, 2020</u>		13,200,000			
<u>Net loss</u>					(27,639)
<u>Balance at May. 31, 2021</u>		\$ 1,320	23,180	(321,097)	(296,597)
<u>Balance, shares at May. 31, 2021</u>		13,200,000			
<u>Balance at Dec. 30, 2020</u>		\$ 1,320	23,180	(305,960)	(281,460)



<u>Balance, shares at Dec. 30, 2020</u>	13,200,000			
<u>Net loss</u>			(4,396)	(4,396)
<u>Balance at Feb. 28, 2021</u>	\$ 1,320	23,180	(310,356)	(281,460)
<u>Balance, shares at Feb. 28, 2021</u>	13,200,000			
<u>Net loss</u>			(10,741)	(10,741)
<u>Balance at May. 31, 2021</u>	\$ 1,320	\$ 23,180	\$ (321,097)	\$ (296,597)
<u>Balance, shares at May. 31, 2021</u>	13,200,000			

**Statements of Cash Flows**  
**(Unaudited) - USD (\$)**

	<b>3 Months Ended</b>		<b>9 Months Ended</b>			
	<b>May 31,</b>	<b>Nov. 30,</b>	<b>May 31,</b>	<b>Nov. 30,</b>	<b>May 31,</b>	<b>May 31,</b>
	<b>2021</b>	<b>2020</b>	<b>2020</b>	<b>2019</b>	<b>2021</b>	<b>2020</b>

**CASH FLOWS FROM OPERATING**

**ACTIVITIES:**

Net loss

	\$	\$	\$	\$	\$	\$
	(10,741)	(12,502)	(10,571)	(17,206)	(27,639)	(37,652)

**Changes in operating assets and liabilities:**

Prepaid expenses

	2,330	8,752
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Accounts payable

	25,309	28,900
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**NET CASH USED IN OPERATING ACTIVITIES**

**NET DECREASE IN CASH AND CASH**

**EQUIVALENTS**

**CASH AND CASH EQUIVALENTS - beginning of period**

**CASH AND CASH EQUIVALENTS - end of period**

**SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:**

Interest

Income taxes

**NON-CASH TRANSACTIONS:**

Prepayment made by related party

	4,664	1,249
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Operating expense paid by related party

	\$ 26,714	\$ 30,016
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## Organization and Nature of Operations

9 Months Ended  
May 31, 2021

### Organization, Consolidation and Presentation of

### Financial Statements

### [Abstract]

### Organization and Nature of Operations

#### NOTE 1 – ORGANIZATION AND NATURE OF OPERATIONS

VISIBER57 Corp. (the “Company”), was incorporated in the State of Delaware on December 31, 2013 and established a fiscal year end of August 31. Effective on March 23, 2017, the Company changed its name to VISIBER57 CORP. and its trading symbol to “VCOR” effective April 11, 2017 in connection with its plan to expand its business and rebrand its identity. The Company was engaged in the electronic management and appointment of licensed producers in the insurance industry of the United States.

On August 12, 2016, in connection with the sale of a controlling interest in the Company, Mark W. DeFoor (the “Seller”), the Company’s Chief Executive Officer and Director entered into and closed on a Share Purchase Agreement (the “Agreement”) with 57 Society International Limited, (“57 Society”), a Hong Kong company, whereby 57 Society purchased from the Seller a total of 5,000,000 shares of the Company’s common stock. The Shares acquired represent approximately 94.70% of the issued and outstanding shares of common stock of the Company. Following the closing of the agreement, Mark W. DeFoor resigned from all positions held of the Company and Choong Jeng Hew was appointed as the Chief Executive Officer and President of the Company. The Company then ceased its activities in the electronic management and appointment of licensed producers in the insurance industry and abandoned that business model. The Company is currently seeking new business opportunities or acquisitions.

On March 23, 2017, the Company filed a Certificate of Amendment to its Certificate of Incorporation with the Delaware Secretary of State to change its name to VISIBER57 CORP. and its trading symbol to “VCOR” with an effective date of April 11, 2017 in order to expand its business and rebrand its identity. The Company is currently seeking new business opportunities or acquisitions.

On September 18, 2019, the Company filed a Certificate of Amendment to its Certificate of Incorporation with the Delaware Secretary of State to implement a 2.5-for-1 forward stock split (the “Forward Stock Split”) of the Company’s issued and outstanding common stock, which became effective on November 8, 2019. Each one (1) share owned by a stockholder was exchanged for two-and-one-half (2.5) shares of common stock, and the number of shares of the Company’s common stock issued and outstanding was increased proportionately based on the Forward Stock Split. The number of authorized shares was not adjusted. All share and per share amounts in the accompanying financial statements for the prior period have been retroactively adjusted to reflect the Forward Stock Split.

On February 20, 2020, 57 Society International Ltd. transferred 5,587,000 shares of the Company’s common stock to individual shareholders. The ownership of 57 Society International Ltd. decreased from 94.70% to 52.37%.

On June 8, 2021, 57 Society International Ltd. completed the transfer of 6,200,000 shares of common stock to the Company. The ownership of 57 Society International Ltd. decreased from 52.37% to 10.19%.

## Summary of Significant Accounting Policies

9 Months Ended  
May 31, 2021

### [Accounting Policies](#)

#### [\[Abstract\]](#)

### [Summary of Significant Accounting Policies](#)

#### **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

##### **Basis of presentation**

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and the rules and regulations of the United States Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in the Company’s most recent Annual Financial Statements filed with the SEC on Form 10-K.

In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim period presented have been reflected herein. The results of operations for the interim period are not necessarily indicative of the results to be expected for the full year.

This report should be read in conjunction with the audited financial statements and the footnotes thereto for the fiscal year ended August 31, 2020 included in the Company’s Annual Report on Form 10-K as filed with the SEC on November 30, 2020.

##### **Going concern**

These unaudited financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business. As reflected in the accompanying unaudited financial statements, the Company had a net loss of \$27,639 and \$37,652 for the nine months ended May 31, 2021 and 2020, respectively. The working capital deficit was \$296,597 as of May 31, 2021. The net cash generated from operating activities was \$0 for both nine months ended May 31, 2021 and 2020. These factors raise substantial doubt about the Company’s ability to continue as a going concern for twelve months from the issuance of this report.

Management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. The Company is seeking to raise capital through additional debt and/or equity financings to fund its operations in the future. Although the Company has historically raised capital from sales of equity, from related party working capital advances, and from the issuance of promissory notes, there is no assurance that it will be able to continue to do so. If the Company is unable to raise additional capital or secure additional lending in the near future, management expects that the Company will need to curtail its operations. These unaudited financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

##### **Use of estimates**

The preparation of the financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from these estimates.

##### **Related party**

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

### **Net loss per common share**

Basic net loss per common share is computed by dividing net loss by the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed similar to basic net loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. In periods where losses are reported, the weighted-average number of common stock outstanding excludes common stock equivalents, because their inclusion would be anti-dilutive. At May 31, 2021, there were no outstanding common share equivalents.

### **Recent accounting pronouncements**

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

## Related Party Transactions

**9 Months Ended  
May 31, 2021**

### [Related Party Transactions](#)

#### [\[Abstract\]](#)

#### [Related Party Transactions](#)

#### **NOTE 3 – RELATED PARTY TRANSACTIONS**

During the nine months ended May 31, 2021 and 2020, 57 Society, a Company under the common control of Choong Jeng Hew, the Company's Chief Executive Officer, paid \$26,714 and \$30,016, of operating expenses, respectively, and made \$4,664 and \$1,249 prepayment, respectively, on behalf of the Company. As of May 31, 2021 and August 31, 2020, the Company had an outstanding payable to 57 Society in the amount of \$297,381 and \$266,003, respectively. The payable is unsecured, does not bear interest and is due on demand.

The Company's principal executive offices in Hong Kong, which it shares with its controlling shareholder, 57 Society, are furnished to the Company by 57 Society without any charge.

## Common Stock

**9 Months Ended  
May 31, 2021**

[Equity \[Abstract\]](#)  
[Common Stock](#)

### **NOTE 4 – COMMON STOCK**

On September 18, 2019, the Company filed a Certificate of Amendment to its Certificate of Incorporation with the Delaware Secretary of State to implement a 2.5-for-1 forward stock split (the “Forward Stock Split”) of the Company’s issued and outstanding common stock, which became effective on November 8, 2019. Each one (1) share owned by a stockholder was exchanged for two-and-one-half (2.5) shares of common stock, and the number of shares of the Company’s common stock issued and outstanding was increased proportionately based on the Forward Stock Split. The number of authorized shares was not adjusted. All share and per share amounts in the accompanying financial statements for the prior period have been retroactively adjusted to reflect the Forward Stock Split.

On February 20, 2020, 57 Society International Ltd. transferred 5,587,000 shares of the Company’s common stock to individual shareholders. The ownership of 57 Society International Ltd. decreased from 94.70% to 52.37%.

## Subsequent Events

**9 Months Ended  
May 31, 2021**

[Subsequent Events](#)

[\[Abstract\]](#)

[Subsequent Events](#)

### NOTE 5 – SUBSEQUENT EVENTS

On June 7, 2021, the Company's Board of Directors has authorized the Company to create a new series of one share of preferred stock designated the Series A Preferred Stock at par value of \$0.0001 per share. The voting power of each share of Series A Preferred Stock is equal to 110% of the issued and outstanding shares of common stock of the Company. Each share of Series A Preferred Stock shall be convertible into one fully paid and non-assessable share of common stock at the option of the holder. On June 8, 2021, 57 Society International Ltd. had completed the transfer of 6,200,000 shares of common stock to the Company. The ownership of 57 Society International Ltd. decreased from 52.37% to 10.19%. On July 8, 2021, the Company and 57 Society International Ltd. entered into a stock purchase agreement. Pursuant to the agreement, the Company issued one share of Series A Preferred Stock to 57 Society International Ltd. in consideration of the return of 6,200,000 shares of common stock.



## Summary of Significant Accounting Policies (Policies)

9 Months Ended  
May 31, 2021

### [Accounting Policies](#)

#### [\[Abstract\]](#)

#### [Basis of Presentation](#)

#### **Basis of presentation**

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and the rules and regulations of the United States Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in the Company’s most recent Annual Financial Statements filed with the SEC on Form 10-K.

In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim period presented have been reflected herein. The results of operations for the interim period are not necessarily indicative of the results to be expected for the full year.

This report should be read in conjunction with the audited financial statements and the footnotes thereto for the fiscal year ended August 31, 2020 included in the Company’s Annual Report on Form 10-K as filed with the SEC on November 30, 2020.

#### [Going Concern](#)

#### **Going concern**

These unaudited financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business. As reflected in the accompanying unaudited financial statements, the Company had a net loss of \$27,639 and \$37,652 for the nine months ended May 31, 2021 and 2020, respectively. The working capital deficit was \$296,597 as of May 31, 2021. The net cash generated from operating activities was \$0 for both nine months ended May 31, 2021 and 2020. These factors raise substantial doubt about the Company’s ability to continue as a going concern for twelve months from the issuance of this report.

Management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. The Company is seeking to raise capital through additional debt and/or equity financings to fund its operations in the future. Although the Company has historically raised capital from sales of equity, from related party working capital advances, and from the issuance of promissory notes, there is no assurance that it will be able to continue to do so. If the Company is unable to raise additional capital or secure additional lending in the near future, management expects that the Company will need to curtail its operations. These unaudited financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

#### [Use of Estimates](#)

#### **Use of estimates**

The preparation of the financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from these estimates.

#### [Related Party](#)

#### **Related party**

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

#### [Net Loss Per Common Share](#)

#### **Net loss per common share**

Basic net loss per common share is computed by dividing net loss by the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed

[Recent Accounting  
Pronouncements](#)

similar to basic net loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. In periods where losses are reported, the weighted-average number of common stock outstanding excludes common stock equivalents, because their inclusion would be anti-dilutive. At May 31, 2021, there were no outstanding common share equivalents.

**Recent accounting pronouncements**

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

Organization and Nature of Operations (Details Narrative)	Jun. 08, 2021 shares	Feb. 20, 2020 shares	Sep. 18, 2019	Aug. 12, 2016 shares	Jun. 07, 2021	Feb. 19, 2020
<a href="#">Stock split ratio</a>			2.5			
<a href="#">Stock split description</a>			The Company filed a Certificate of Amendment to its Certificate of Incorporation with the Delaware Secretary of State to implement a 2.5-for-1 forward stock split (the "Forward Stock Split") of the Company's issued and outstanding common stock, which became effective on November 8, 2019. Each one (1) share owned by a stockholder was exchanged for two-and-one-half (2.5) shares of common stock, and the number of shares of the Company's common stock issued and outstanding was increased proportionately based on the Forward Stock Split. The number of authorized shares was not adjusted. All share and per share amounts in the accompanying financial statements for the prior period have been retroactively adjusted to reflect the Forward Stock Split.			
<a href="#">57 Society International Ltd [Member]</a>						
<a href="#">Number of shares transferred of common stock</a>		5,587,000				
<a href="#">Decreased ownership percentage</a>		52.37%				94.70%
<a href="#">57 Society International Ltd [Member]   Subsequent Event [Member]</a>						
<a href="#">Number of shares transferred of common stock</a>	6,200,000					
<a href="#">Decreased ownership percentage</a>	10.19%				52.37%	
<a href="#">Share Purchase Agreement [Member]   Common Stock [Member]   57 Society International Limited [Member]</a>						
<a href="#">Acquired percentage</a>				94.70%		

[Mark W. DeFoor \[Member\]](#) |  
[Share Purchase Agreement](#)  
[\[Member\]](#) | [Common Stock](#)  
[\[Member\]](#)  
[Number of shares issued](#)  
[purchased](#)

5,000,000

Summary of Significant Accounting Policies (Details Narrative) - USD (\$)	2 Months Ended		3 Months Ended			9 Months Ended		
	Feb. 28, 2021	Feb. 29, 2020	May 31, 2021	Nov. 30, 2020	May 31, 2020	Nov. 30, 2019	May 31, 2021	May 31, 2020
<a href="#">Accounting Policies [Abstract]</a>								
<a href="#">Net loss</a>	\$ (4,396)	\$ (9,875)	\$ (10,741)	\$ (12,502)	\$ (10,571)	\$ (17,206)	\$ (27,639)	\$ (37,652)
<a href="#">Working capital deficit</a>			\$ 296,597				\$ 296,597	
<a href="#">Net cash generated from operating activities</a>								
<a href="#">Anti-dilutive ordinary shares</a>								

<b>Related Party Transactions (Details Narrative) - USD (\$)</b>	<b>9 Months Ended</b>		
	<b>May 31, 2021</b>	<b>May 31, 2020</b>	<b>Aug. 31, 2020</b>
<u>Due to related party</u>	\$ 297,381		\$ 266,003
<u>57 Society International Limited [Member]</u>			
<u>Paid of related party expenses</u>	26,714	\$ 30,016	
<u>Prepayment made by related party</u>	4,664	\$ 1,249	
<u>Due to related party</u>	\$ 297,381		\$ 266,003

Common Stock (Details Narrative)	Feb. 20, 2020 shares	Sep. 18, 2019	Feb. 19, 2020
<a href="#">Stock split ratio</a> <a href="#">Stock split description</a>	2.5	<p>The Company filed a Certificate of Amendment to its Certificate of Incorporation with the Delaware Secretary of State to implement a 2.5-for-1 forward stock split (the "Forward Stock Split") of the Company's issued and outstanding common stock, which became effective on November 8, 2019. Each one (1) share owned by a stockholder was exchanged for two-and-one-half (2.5) shares of common stock, and the number of shares of the Company's common stock issued and outstanding was increased proportionately based on the Forward Stock Split. The number of authorized shares was not adjusted. All share and per share amounts in the accompanying financial statements for the prior period have been retroactively adjusted to reflect the Forward Stock Split.</p>	
<a href="#">57 Society International Ltd [Member]</a>			
<a href="#">Number of shares transferred of common stock</a>	5,587,000		
<a href="#">Decreased ownership percentage</a>	52.37%		94.70%

Subsequent Events (Details Narrative) - \$ / shares	Jul. 08, 2021	Jun. 08, 2021	Jun. 07, 2021	Feb. 20, 2020	May 31, 2021	Aug. 31, 2020	Feb. 19, 2020
<a href="#">Preferred stock, shares designated</a>					75,000,000	75,000,000	
<a href="#">Preferred stock, par value</a>					\$ 0.0001	\$ 0.0001	
<a href="#">57 Society International Ltd [Member]</a>							
<a href="#">Number of shares transferred of common stock</a>				5,587,000			
<a href="#">Decreased ownership percentage</a>				52.37%			94.70%
<a href="#">Subsequent Event [Member]   57 Society International Ltd [Member]</a>							
<a href="#">Number of shares transferred of common stock</a>		6,200,000					
<a href="#">Decreased ownership percentage</a>		10.19%	52.37%				
<a href="#">Series A Preferred Stock [Member]   Subsequent Event [Member]</a>							
<a href="#">Preferred stock, shares designated</a>			1				
<a href="#">Preferred stock, par value</a>			\$ 0.0001				
<a href="#">Preferred stock voting rights, description</a>			The voting power of each share of Series A Preferred Stock is equal to 110%				
<a href="#">Series A Preferred Stock [Member]   Subsequent Event [Member]   57 Society International Ltd [Member]   Share Purchase Agreement [Member]</a>							
<a href="#">Preferred stock, shares designated</a>	1						
<a href="#">Number of shares issued as consideration</a>	6,200,000						