

ADDENTAX GROUP CORP.

FORM 10-K (Annual Report)

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

Form 10-K

Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended March 31, 2017

Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission file number: 333-206097

ADDENTAX GROUP CORP.

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

Nevada
(State or other jurisdiction of
incorporation or organization)

3990
(Primary Standard Industrial
Classification Number)

35-2521028
(IRS Employer
Identification Number)

**Floor 13th, Building 1, Block B, Zhihui Square,
Nanshan District, Shenzhen City, China 518000**
(Address of principal executive offices and Zip Code)

+ (86) 755 86961 405
(Registrant's telephone number, including area code)

addentax@gmail.com
(Registrant's email)

None
Securities registered under Section 12(b) of the Exchange Act

None
Securities registered under Section 12(g) of the Exchange Act

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. No

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

Large accelerated filer Accelerated filer Non-accelerated filer

Smaller reporting company

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 506,920,000 common shares issued and outstanding as of June 29th, 2017.



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PART I

Item 1. Description of Business

Forward-looking statements

Statements made in this Form 10-K that are not historical or current facts are “forward-looking statements” made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933 (the “Act”) and Section 21E of the Securities Exchange Act of 1934. These statements often can be identified by the use of terms such as “may,” “will,” “expect,” “believe,” “anticipate,” “estimate,” “approximate” or “continue,” or the negative thereof. We intend that such forward-looking statements be subject to the safe harbors for such statements. We wish to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Any forward-looking statements represent management’s best judgment as to what may occur in the future. However, forward-looking statements are subject to risks, uncertainties and important factors beyond our control that could cause actual results and events to differ materially from historical results of operations and events and those presently anticipated or projected. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statement or to reflect the occurrence of anticipated or unanticipated events.

Financial information contained in this report and in our financial statements is stated in United States dollars and are prepared in accordance with United States generally accepted accounting principles.

Overview

Addentax Group Corp. was incorporated in the State of Nevada on October 28, 2014 and established a fiscal year-end of March 31. We are in the development stage and were incorporated to produce images on multiple surfaces, such as glass, leather, plastic, ceramic, textile, and others using a 3D sublimation vacuum heat transfer machine.

Our business office is located at Floor 13th, Building 1, Block B, Zhihui Square, Nanshan District, Shenzhen City, China 518000. Our telephone number is +(86) 755 86961 405.

General

We have generated limited revenues, have minimal assets and have generated a net loss of \$62,170 since inception. We are a development-stage company created for producing images on multiple surfaces, such as glass, leather, plastic, ceramic, textile, and others using 3D sublimation vacuum heat transfer machine. We have recently started our operation. As of today, we have developed our business plan, purchased and set up our first machine, signed a contract for the sale of goods with Derb il Horra dated February 3, 2015. To date we have set up our first heat transfer machine, tested its operation and produced a range of demonstration samples for attraction of potential business partners. We may not be able to provide enough revenue to cover the company's operating expenses during the next twelve months. Our director will fund our initial administrative expenses using his own funds.

We need funding to purchase and deliver additional heat transfer machines, to cover general running and administrative expenses, business development and marketing, auxiliary materials, expenses connected with company public presentation, payment of salaries and purchase of raw materials. Our business office is located at Floor 13th, Building 1, Block B, Zhihui Square, Nanshan District, Shenzhen City, China 518000. Our telephone number is +(86) 755 86961 405.

Our Business

The Company is working on a field of producing images on a surface such as glass, leather, plastic, ceramic, textile, and others using 3D sublimation vacuum heat transfer machines. Heat transfer technology is one of most economical methods of application. This modern technology has been quite popular for many years and has not lost its relevance. Materials for images can be varied, such as ceramics, glass, crockery of different quality, metal, clothing, caps, bags, leather products and other products. Our products are intended for individuals, business owners associated with the sale of souvenirs, and business owners who intend to order souvenirs in the corporate style. In order to organize our business, we need equipment and supplies, so that we can make the images on customer's products, and then we will rent more warehouse space for goods on which to apply the images. We plan to conclude a contract of carriage with local shipping companies for delivery of our goods to other cities such as Meknes, Rabat, Kenitra and worldwide.

Morocco is popular tourist country. We plan to find customers in the nearest cities, such as Rabat, Kenitra, and Marrakech and sell our products to them on a regular basis. If we are successful in attracting new customers in the nearest cities, we will sign contracts with local delivery companies in the future to deliver our goods to those customers.

When, and if, the Company succeeds in attracting new customers and the capital of the Company grows, we plan to expand our business to the nearer countries, such as Algeria, and Tunis and in a positive scenario worldwide in the future.

Once our business grows and we are able to expand it to other countries such as Algeria and Tunis, we plan to rent a small office in one of these countries, in a tourist attractive city and use the same business plan that we implemented in Fes, Morocco. We believe that expansion of our printing business to other countries will take approximately two years

3D sublimation vacuum heat transfer machine

We plan to purchase 3D sublimation vacuum heat transfer machine to apply images on many surfaces. The 3D sublimation vacuum heat transfer machine does not require high technical skills for product production. A set of printing machines includes the machine itself and all raw materials necessary for setting up and testing, and raw materials for production process.

An industrial flatbed printing machine is not large, user-friendly, and is simple in maintaining and doesn't require any special service. At this time we have already purchased one 3D sublimation vacuum heat transfer machine, produced by the Chinese company Panda One Holdings Limited.

Technical characteristics:

Model Number:

MA3

Rated Voltage:

220V/110V

Material: aluminum and iron

Weight:

23 kg

Dimensions:

330*430*120 mm

Work table size: 330*430 mm

Production capacity:

15 mugs for 480s (depending on type of materials and size)

Target market

We can determine two different directions our product can cover - corporate and private. By corporate, we mean large and small companies, who always care about image and updating company information. Corporate styles of any company are often reflected by printed images on pens, souvenirs, notepads, laptops and others. We are ready to provide image printing on any of the aforesaid products. By private we mean any private events, where memorable gifts can be suitable. Weddings, birthdays, and anniversaries – any holiday of any scale can become even more memorable with some kind of commemorative image on a glass or metal souvenir, which can be hung on the wall, for example. Addentax Group Corp . is able to offer any type of client the printed product that can meet its special requirements.

We have signed a contract for the sale of goods with Derb il Horra, a small enterprise, which is involved mostly in selling souvenirs not only in Fes, also in another cities of Morocco.

Marketing

Our officer and director, Hong Zhida and Yu Keying, a director, are responsible for the marketing of the Company. We intend to use marketing strategies, such as the World Wide Web, namely, dissemination of information on social networks such as Facebook, Twitter and other sites with ads, direct mailing, and distribution of flyers in hotels, cafes and restaurants, by handing out flyers in public and tourists' spots and shopping malls to acquire potential customers. We believe that one of the most powerful aspects of online marketing is the ability to target our chosen group with a high degree of accuracy that will also be cost effective. We will use many online marketing tools to direct traffic to our website and identify potential customers. As of the date of these financial statements we have registered a domain name for our website www.addentaxgroup.com and have included initial information about the Company and its products. To accomplish this, we plan to contact an independent web designing company. Our website describes our products, shows our contact information, and includes some general information and pictures of our products. We also plan to attend shows and exhibitions in our industry and other related industries, where it would be appropriate to attract new customers and advertise our products. We will also promote our products through word-of-mouth.

Storage and delivery

The product produced by Addentax Group Corp. does not require any storage facilities. It will be produced directly for each order. The number of demonstration samples kept is insignificant and doesn't require any special premises for storage. We are going to sign a contract with a freight company on a regular basis for delivering our products. We expect that the term of delivery shall not be more than 15 days, which shall include product production and the process of product acceptance by the client. Our machines will be located at our leased premises in Rue du Somalie, Fes 30060, Morocco.

Competition

We will be in a market where we compete with other companies offering similar products. We will be in direct competition with them. Many of these companies may have a greater, more established customer base than us. We will likely lose business to such companies. Also, many of these companies will be able to afford to offer better prices for similar products, which may also harm our business. We foresee that we will continue to face challenges from new market entrants. We may be unable to continue to compete effectively with these existing or new competitors, which could have a material adverse effect on our financial condition and results of operations.

Nearly all of Addentax Group Corp.'s competitors have significantly greater financial resources, technical expertise, and managerial capabilities than Addentax Group Corp. We are, consequently, at a competitive disadvantage in being able to provide such products and become a successful printing company. Therefore, Addentax Group Corp. may not be able to establish itself within the industry at all.

Insurance

We do not maintain any insurance and do not intend to maintain insurance in the future. Because we do not have any insurance, if we are made a party of a products liability action, we may not have sufficient funds to defend the litigation. If that occurs a judgment could be rendered against us that could cause us to cease operations.

Employees

We are at a development stage and do not have employees, other than Hong Zhida, serving as our president, secretary, treasurer and as a director and Yu Keying serving as a director. They will initially perform all works in production and organization of our business.

Business Office

Our business office is located at Floor 13th, Building 1, Block B, Zihui Square, Nanshan District, Shenzhen City, China 518000. Our telephone number is +(86) 755 86961 405.

Production Office

Our production office is located at Rue du Somalie, Fes 30060, Morocco. The property is 30 square meters and located on a shopping center, which makes the ordering more convenient to the potential customer. Our phone number is +17026606161. We have signed a Lease Agreement with Samir Mustafajev.

Government Regulation

We will be required to comply with all regulations, rules and directives of governmental authorities and agencies applicable to our business in any jurisdiction which we would conduct activities. We do not believe that regulation will have a material impact on the way we conduct our business.

Item 1A. Risk Factors

Not applicable to smaller reporting companies.

Item 1B. Unresolved Staff Comments

Not applicable to smaller reporting companies.

Item 2. Description of Property

We do not own any real estate or other properties.

Item 3. Legal Proceedings

We know of no legal proceedings to which we are a party or to which any of our property is the subject which are pending, threatened or contemplated or any unsatisfied judgments against us.

Item 4. Mine Safety Disclosures

Not applicable.

PART II**Item 5. Market for Common Equity and Related Stockholder Matters*****Market Information***

There is a limited public market for our common shares. Our common shares are quoted on the OTC Bulletin Board under the trading symbol ATXG. Trading in stocks quoted on the OTC Bulletin Board is often thin and is sometimes characterized by wide fluctuations in trading prices due to many factors that may be unrelated to a company's operations or business prospects. We cannot assure you that there will be a market in the future for our common stock.

OTC Bulletin Board securities are not listed or traded on the floor of an organized national or regional stock exchange. Instead, OTC Bulletin Board securities transactions are conducted through a telephone and computer network connecting dealers in stocks. OTC Bulletin Board issuers are traditionally smaller companies that do not meet the financial and other listing requirements of a regional or national stock exchange.

We received our trading symbol on September 12, 2016 and were first quoted on September 12, 2016 but no shares were traded until December 12, 2016

The following table sets forth the quarterly high and low bid prices for the common stock from September 30, 2016 to March 31, 2017.

<u>Quarter Ended</u>	<u>High Bid</u>	<u>Low Bid</u>
September 30, 2016	\$ 100.00	\$ 0.01
December 31, 2016	\$ 2.00	\$ 1.05
March 31, 2017	\$ 2.05	\$ 1.30

Number of Holders

506,920,000 shares of common stock were issued and outstanding as of June 21, 2017. They were held by a total of 181 shareholders of record.

Dividends

No cash dividends were paid on our shares of common stock during the fiscal year ended March 31, 2017 and March 31, 2016. We have not paid any cash dividends since October 28, 2014 (inception) and do not foresee declaring any cash dividends on our common stock in the foreseeable future.

Recent Sales of Unregistered Securities

On December 26, 2014, the Company issued a total of 3,000,000 common shares to its founder for cash contributions of \$3,000.

During November 2015, the Company issued a total of 8,000 common shares for cash contributions of \$240 at \$0.03 per share.

During December 2015, the Company issued a total of 8,000 common shares for cash contributions of \$240 at \$0.03 per share, and real cash contribution of \$215 because of \$25 wire transfer charge.

During January 2016, the Company issued a total of 18,500 common shares for cash contributions of \$555 at \$0.03 per share.

During February 2016, the Company issued a total of 74,000 common shares for cash contributions of \$2,220 at \$0.03 per share.

During March 2016, the Company issued a total of 333,000 common shares for cash contributions of \$9,862 at \$0.03 per share.

On April 18, 2017 the Company issued a total of 500,000,000 common shares to the following:

Hengtian Group Co., Ltd.: (Beneficial Owner: Ma Huizhu) 215,000,000 restricted common shares.

Hong Zhida*: 30,000,000 restricted common shares.

Hui Lian Group Ltd.: (Beneficial Owner: Ma Huijun) 255,000,000 restricted common shares.

The 500,000,000 common shares were issued pursuant to a Sale & Purchase Agreement (“S&P”) for the acquisition of 100% of the shares and assets of Yingxi Industrial Chain Group Co., Ltd., a company incorporated under the laws of the Republic of Seychelles. ATXG agreed to issue five hundred million (500,000,000) shares of ATXG to Yingxi Industrial Chain Group Co., Ltd. to acquire the shares and assets for a cost of US\$0.30 per share or a total cost of US\$150,000,000.

*Hong Zhida is the President, Secretary, Treasurer and a Director of the Company.

There were 506,920,000 shares of common stock issued and outstanding as of June 28th, 2017.

Purchase of our Equity Securities by Officers and Directors

On December 26, 2014, the Company offered and sold 3,000,000 restricted shares of common stock to our former president and director, Otmane Tajmouati, for a purchase price of \$0.001 per share, for aggregate offering proceeds of \$3,000, pursuant to Section 4(2) of the Securities Act of 1933. He is a sophisticated investor and was in possession of all material information relating to us. Further, no commissions were paid to anyone in connection with the sale of these shares and general solicitation was not made to anyone.

Other Stockholder Matters

Changes in Control of Registrant.

On November 21, 2016, Otmane Tajmouati, the holder of an aggregate of 6,000,000 shares of Common Stock of Addentax Group Corp. (the “Company”), representing, as of that date, approximately 86.71% of the issued and outstanding shares of Common Stock of the Company, sold all 6,000,000 of his shares of Common Stock to the purchasers shown in the table below, each of whom beneficially owns greater than 5% of the Company’s issued and outstanding shares of Common Stock (the “Purchasers”), for a total purchase price of \$253,200.00.

As a result of the transaction on November 21, 2016 (the “Closing Date”), the Purchasers collectively owned Common Stock representing approximately 86.71% of the issued and outstanding shares of Common Stock as of that date. The purchase of common stock by the Purchasers was financed with the personal savings of the Purchasers.

The following table sets forth, as of December 28, 2016, certain information regarding the beneficial ownership of the shares of Common Stock by: (i) each person who, to the Company’s knowledge, beneficially owned 5% or more of the shares of Common Stock and (ii) each of the Company’s directors and “named executive officers.” As of December 28, 2016, there were 6,920,000 shares of Common Stock issued and outstanding.

<u>Title of class</u>	<u>Name and address of beneficial owner and nature of beneficial ownership</u>	<u>Amount</u>	<u>Percent of class</u>
Officers and Directors			
Common	Otmane Tajmouati, Departing CEO and Departing Director	0*	*0%
Common	Yu Keying Number 4, Second Lane, East Zone, Xinsancun, Buji Street, Longgang District, Shenzhen City, Guangdong Province CEO, President, Secretary, Treasurer, CFO, Director, Chairman	3,800,000	54.91%
	Total Officers and Directors	3,800,000	54.91%
Common	22 Individual Shareholders (1)	2,200,000	31.80%
	Total Other Shares	2,200,000	31.80%

* Otmane Tajmouati sold all of his 6,000,000 shares of the Company's Common Stock, effective November 21, 2016, and now owns 0%.

(1) The remaining 2,200,000 of Otmane Tajmouati's shares of the Company's Common Stock were sold to Twenty-Two (22) individual shareholders, each of whom beneficially owned less than 5% of the total issued and outstanding shares of Common Stock as of November 28, 2016.

The above table reflects share ownership as of December 28, 2016, and after giving effect to the transactions that took place on the Closing Date. Each share of Common Stock has one vote per share on all matters submitted to a vote of our shareholders. We have no preferred stock issued and outstanding.

Item 6. Selected Financial Data

Not applicable to smaller reporting companies .

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This annual report and other reports filed by Addentax Group Corp. ("we," "us," "our," or the "Company"), from time to time contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, the Company's management as well as estimates and assumptions made by Company's management. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. When used in the filings, the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan," or the negative of these terms and similar expressions as they relate to the Company or the Company's management identify forward-looking statements. Such statements reflect the current view of the Company with respect to future events and are subject to risks, uncertainties, assumptions, and other factors. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). These accounting principles require us to make certain estimates, judgments, and assumptions. We believe that the estimates, judgments, and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments, and assumptions are made. These estimates, judgments, and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our financial statements would be affected to the extent there are material differences between these estimates.

Results of Operations for the year ended March 31, 2017 and 2016:

	Year Ended March 31,		Change	
	2017	2016	Amount	%
Revenue	\$ -	\$ -	\$ -	-
Operating expenses	27,123	-	27,123	-
Net loss from continued operations	(27,123)	-	(27,123)	-
Net loss from discontinued operations	(25,494)	(9,714)	(15,780)	162%
Net loss	<u>\$ (52,617)</u>	<u>\$ (9,714)</u>	<u>\$ (42,903)</u>	<u>442%</u>

Revenue and cost of goods sold

For the year ended March 31, 2017 and 2016, the Company generated no revenue from continuing operations.

Operating expenses

Total operating expenses for the year ended March 31, 2017 and 2016 were \$27,123 and \$0 respectively. The operating expenses included professional fees of \$16,568, regulatory filings of \$3,888, and OTC Market fee of \$6,667 for the year ended March 31, 2017. The operating expenses for the year ended March 31, 2016 was reclassified to discontinued operations due to the change in control.

Discontinued Expenses

Pursuant to the change in control, on November 21, 2016, the Company recorded all revenues and expenses for the prior business as discontinued expenses. As a result, the Company recognized the loss on disposal of assets of \$3,968 during the year ended March 31, 2017.

Loss from discontinued operations for the year ended March 31, 2017 and 2016 was \$25,494 and \$9,714, respectively. It is primarily attributed to the increase in general and administrative expense of discontinued operations.

Net Loss

The net loss for the year ended March 31, 2017 and 2016 was \$52,617 and \$9,714, respectively.

Liquidity and Capital Resources and Cash Requirements

Working Capital

	March 31, 2017	March 31, 2016	Change	
			Amount	%
Cash	\$ -	-	-	-
Current Assets	\$ 7,915	\$ 12,359	\$ (4,444)	(36)%
Current Liabilities	21,518	8,100	13,418	166%
Working Capital (Deficiency)	<u>\$ (13,603)</u>	<u>\$ 4,259</u>	<u>\$ (17,862)</u>	<u>(419)%</u>

At March 31, 2017 and 2016, the Company had a cash balance of \$0. At March 31, 2017 and 2016, the Company had working capital deficiency of \$13,603 and working capital of \$4,259, respectively. The working capital decreased mainly due to an increase in due to related party of \$11,222. On the change of control the prior management forgave the amounts owing to them and the amount were recorded to additional paid in capital.

Cash Flows

	Year Ended March 31,		Change
	2017	2016	
Cash used in Operating Activities	\$ (43,696)	\$ (13,093)	\$ (30,603)
Cash provided by Financing Activities	\$ 43,696	\$ 13,093	\$ 30,603
Net Increase In Cash During Year	\$ -	\$ -	\$ -

For the year ended March 31, 2017, net cash flows used in operating activities consisted of a net loss of \$52,617 and was decreased by adjustments for loss on disposal of assets of \$3,968 and discontinued operations of \$21,526, and increased by a net decrease in change of operating assets and liabilities of \$5,719. For the year ended March 31, 2016, net cash flows used in operating consisted of a net loss of \$9,714 and decreased by adjustments for net loss in discontinued operations of \$9,714.

During the year ended March 31, 2017 and 2016, the Company did not generate or use cash in investing activities.

During the year ended March 31, 2017 and 2016, the Company received cash from financing activities of \$43,696 due to issuance of a total of 37,000 common shares for cash contribution of \$554 and received cash in the amount of \$43,142 in the form of loans from a shareholder. During the year ended March 31, 2016, the Company generated \$13,093 cash in financing activities as we issued a total of 883,000 common shares for cash contribution of \$13,093.

Plan of Operation and Funding

We expect that working capital requirements will continue to be funded through further issuances of our securities and loans from our principal shareholders. Our working capital requirements are expected to increase in line with the growth of our business.

Existing working capital, further advances and debt instruments, and anticipated cash flow are not expected to be adequate to fund our operations over the next year. We have no lines of credit or other bank financing arrangements. Generally, we have financed operations to date through the proceeds of the private placement of equity and debt instruments. In connection with our business plan, management anticipates additional increases in operating expenses and capital expenditures relating to: (i) acquisition of inventory; (ii) developmental expenses associated with a start-up business; and (iii) marketing expenses. We intend to finance these expenses with further issuances of securities, and debt issuances. Thereafter, we expect we will need to raise additional capital and generate revenues to meet long-term operating requirements. Additional issuances of equity or convertible debt securities will result in dilution to our current shareholders. Further, such securities might have rights, preferences or privileges senior to our common stock. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, we may not be able to take advantage of prospective new business endeavors or opportunities, which could significantly and materially restrict our business operations.

Material Commitments

As of March 31, 2017, we had no material commitments.

Inflation

In the opinion of management, inflation has not and will not have a material effect on our operations in the immediate future. Management will continue to monitor inflation and evaluate the possible future effects of inflation on our business and operations.

Off-Balance Sheet Arrangements

As of the date of this Annual Report, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the accompanying consolidated financial statements, the Company had an accumulated deficit at March 31, 2017 of \$62,170, a net loss for the year ended March 31, 2017 of \$52,617 and net cash used in operating activities for the year ended March 31, 2017 of \$43,696. These conditions raise substantial doubt about our ability to continue as a going concern.

The Company is attempting to produce sufficient revenue; however, the Company's cash position is not sufficient to support its daily operations. While the Company believes in the viability of its strategy to produce sufficient revenue and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon its ability to further implement its business plan and generate sufficient revenues and in its ability to raise additional funds.

The audited financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The independent auditors' audit report accompanying our financial statements contained in this annual report, have an explanatory paragraph expressing substantial doubt about our ability to continue as a going concern. The financial statements have been prepared "assuming that we will continue as a going concern," which contemplates that we will realize our assets and satisfy our liabilities and commitments in the ordinary course of business.

Critical Accounting Policies

We have identified the following policies below as critical to our business and results of operations. Our reported results are impacted by the application of the following accounting policies, certain of which require management to make subjective or complex judgments. These judgments involve making estimates about the effect of matters that are inherently uncertain and may significantly impact quarterly or annual results of operations. For all of these policies, management cautions that future events rarely develop exactly as expected, and the best estimates routinely require adjustment. Specific risks associated with these critical accounting policies are described in the following paragraphs.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Not applicable to smaller reporting companies.

Item 8. Financial Statements and Supplementary Data

ADDENTAX GROUP CORP.

FINANCIAL STATEMENTS

For the year ended March 31, 2017 and 2016

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Addentax Group Corp. (“the Company”)

We have audited the accompanying balance sheets of Addentax Group Corp. (incorporated in the State of Nevada, USA), as at March 31, 2017 and 2016, and the related statements of operations, cash flows and stockholders’ equity for the years then ended. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Addentax Group Corp. as at March 31, 2017 and 2016, and the results of its operations and its cash flows for the years then ended in accordance with generally accepted accounting principles in the United States of America.

The company is not required to have nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company’s internal controls over financial reporting. Accordingly, we express no such opinion.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has the accumulated deficits as of March 31, 2017 and 2016 and no source of revenue, which raises substantial doubt about its ability to continue as a going concern. Management’s plans concerning these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Hong Kong, China
June 29, 2017

Anthony Kam & Associates Limited
Certified Public Accountants

ADDENTAX GROUP CORP.

Balance Sheets

	<u>March 31, 2017</u>	<u>March 31, 2016</u>
ASSETS		
Current Assets		
Prepaid expenses	\$ 7,915	-
Assets from discontinued operations	\$ -	\$ 12,359
Total Current Assets	<u>7,915</u>	<u>12,359</u>
Assets from discontinued operations - non current	-	2,281
TOTAL ASSETS	<u>\$ 7,915</u>	<u>\$ 14,640</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable and accrued liabilities	2,196	-
Due to related party	19,322	8,100
Total Current Liabilities	<u>21,518</u>	<u>8,100</u>
TOTAL LIABILITIES	<u>21,518</u>	<u>8,100</u>
Stockholders' Equity (Deficit)		
Common stock, par value \$0.001; 150,000,000 shares authorized, 6,920,000 and 6,883,000 shares issued and outstanding respectively	6,920	6,883
Additional paid in capital	41,647	9,210
Accumulated deficit	(62,170)	(9,553)
Total Stockholders' Equity (Deficit)	<u>(13,603)</u>	<u>6,540</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u>\$ 7,915</u>	<u>\$ 14,640</u>

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

ADDENTAX GROUP CORP.

Statements of Operations

	For the Year Ended March 31,	
	2017	2016
Operating Expenses		
General and administration	27,123	-
Total operating expenses	<u>27,123</u>	<u>-</u>
Net loss from continuing operations	(27,123)	-
Other income/(expense)	-	-
Net loss before taxes	(27,123)	-
Income tax benefit	-	-
Loss from Continuing Operations	<u>(27,123)</u>	<u>-</u>
Discontinued operations		
Loss from discontinued operations	(21,526)	(9,714)
Loss on disposal of assets	(3,968)	-
Loss from Discontinued Operations, Net of Tax Benefits	<u>(25,494)</u>	<u>(9,714)</u>
Net loss	<u>\$ (52,617)</u>	<u>\$ (9,714)</u>
Net Loss Per Common Share – Basic and Diluted	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>
Net loss from continuing operations	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Net loss from discontinued operations	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted Average Common Shares Outstanding	<u>6,919,696</u>	<u>6,070,626</u>

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

ADDENTAX GROUP CORP.

Statement of Stockholders' Equity

	<u>Common Stock</u>		<u>Additional Paid in Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>			
Balance, March 31, 2015	6,000,000	\$ 6,000	\$ (3,000)	\$ 161	\$ 3,161
Common shares issued for cash	883,000	883	12,210	-	13,093
Net loss for the year	-	-	-	(9,714)	(9,714)
Balance, March 31, 2016	6,883,000	6,883	9,210	(9,553)	6,540
Related party debt forgiven	-	-	31,920	-	31,920
Common shares issued for cash	37,000	37	517	-	554
Net loss	-	-	-	(52,617)	(52,617)
Balance, March 31, 2017	<u>6,920,000</u>	<u>\$ 6,920</u>	<u>\$ 41,647</u>	<u>\$ (62,170)</u>	<u>\$ (13,603)</u>

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

ADDENTAX GROUP CORP.

Statements of Cash Flows

	For the Year Ended March 31,	
	2017	2016
Cash Flows from Operating Activities:		
Net loss	\$ (52,617)	\$ (9,714)
Adjustments for net loss from discontinued operations	25,494	9,714
Net loss from continuing operations	(27,123)	-
Changes in operating assets and liabilities:		
(Increase)/Decrease in prepaid expenses	(7,915)	-
(Decrease) / Increase in accounts payable and liabilities	2,196	-
Net cash used in continuing operations	(32,842)	-
Net cash used in discontinued operations	(10,854)	(13,093)
Net Cash Used in Operating Activities	(43,696)	(13,093)
Cash Flows from Financing Activities:		
Issuance of shares	554	13,093
Loans from shareholder, net	43,142	-
Net Cash Provided by Financing Activities	43,696	13,093
Net Increase in Cash and Cash Equivalents	-	-
Cash and Cash Equivalents, beginning of year	-	-
Cash and Cash Equivalents, end of year	\$ -	\$ -
Supplemental Disclosure Information:		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -
Non-Cash Disclosure:		
Forgiveness of debt by related party to contributed capital	\$ 31,920	\$ -

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

ADDENTAX GROUP CORP.

Notes to the Financial Statements

March 31, 2017 and 2016

Note 1. ORGANIZATION AND NATURE OF BUSINESS

Addentax Group Corp. (“the Company”, “we”, “us” or “our”) was incorporated in Nevada on October 28, 2014, and the Company was engaged in the field of producing images on multiple surfaces using heat transfer technology.

On November 21, 2016, our former sole officer and director, who was the holder of an aggregate of 6,000,000 shares of Common Stock of the Company, representing approximately 86.7% of the issued and outstanding shares of Common Stock of the Company, sold all 6,000,000 of his shares of Common Stock. Of this amount 3,800,000 shares of Common Stock were purchased from our current sole officer and director. The Company is exploring other business opportunities.

The Company is working on a field of producing images on a multiple surfaces, such as glass, leather, plastic, ceramic, textile, and others using three-dimensional (3D) sublimation vacuum heat transfer machine. The 3D sublimation vacuum heat transfer machine does not require technical skills for product production. A set of printing machines includes the machine itself and all raw materials for setting up and testing, and raw materials for production process. Materials for images can be varied, such as ceramics, glass, crockery, metal, clothing, caps, bags, leather products and other products. The Company’s products are intended for individuals, business owners associated with the sale of souvenirs, and business owners intending to order souvenirs in the corporate style. The Company also intends to conclude a contract of carriage with local shipping companies for delivery of its goods to cities, such as Meknes, Rabat, Kenitra and across the world.

Note 2. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. As of March 31, 2017, the Company has a loss from operations, an accumulated deficit and has no revenues from continuing operations. The Company intends to fund operations through equity financing arrangements, which may be insufficient to fund its capital expenditures, working capital and other cash requirements for the year ending March 31, 2018.

The ability of the Company to emerge from an early stage is dependent upon, among other things, obtaining additional financing to continue operations, and development of its business plan. In response to these problems, management intends to raise additional funds through public or private placement offerings.

These factors, among others, raise substantial doubt about the Company’s ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Note 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“US GAAP”). The Company’s fiscal year end is March 31.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with the original maturities of three months or less to be cash equivalents.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Basic Income (Loss) Per Share

The Company computes income (loss) per share in accordance with FASB ASC 260, “*Earnings per Share*.” Basic loss per share is computed by dividing net income (loss) available to common shareholders by the weighted average number of outstanding common shares during the period. Diluted income (loss) per share gives effect to all dilutive potential common shares outstanding during the period. Dilutive loss per share excludes all potential common shares if their effect is anti-dilutive. During the year ended March 31, 2017 and 2016 there were no potentially dilutive debt or equity instruments issued or outstanding.

Discontinued Operations

The Company follows ASC 205-20, “*Discontinued Operations*,” to report for disposed or discontinued operations.

Reclassifications

Certain prior year amounts have been reclassified to conform with the current year presentation.

Recent Accounting Pronouncements

The FASB has issued Accounting Standards Update (ASU) No. 2017-09, *Compensation—Stock Compensation (Topic 718) — Scope of Modification Accounting*. ASU 2017-09 applies to entities that change the terms or conditions of a share-based payment award. The FASB adopted ASU 2017-09 to provide clarity and reduce diversity in practice as well as cost and complexity when applying the guidance in Topic 718, *Compensation—Stock Compensation*, to the modification of the terms and conditions of a share-based payment award. The amendments provide guidance on determining which changes to the terms and conditions of share-based payment awards require an entity to apply modification accounting under Topic 718. Effective for all entities for annual periods, including interim periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted, including adoption in any interim period, for public business entities for reporting periods for which financial statements have not yet been issued. The Company does not anticipate the adoption of ASU 2017-09 will have a material impact on its consolidated financial statements.

The FASB has issued Accounting Standards Update (ASU) No. 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business*, clarifying the definition of a business. The amendments affect all companies and other reporting organizations that must determine whether they have acquired or sold a business. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The amendments are intended to help companies and other organizations evaluate whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The amendments provide a more robust framework to use in determining when a set of assets and activities is a business. They also provide more consistency in applying the guidance, reduce the costs of application, and make the definition of a business more operable. For public companies, the amendments are effective for annual periods beginning after December 15, 2017, including interim periods within those periods. The Company does not anticipate the adoption of ASU 2017-01 will have a material impact on its consolidated financial statements.

We have reviewed all other recently issued, but not yet effective, accounting pronouncements and we do not believe any of these will have a material impact on the Company.

Note 4. SHAREHOLDER'S EQUITY

On December 28, 2016, The Company filed Amended and Restated Articles of Incorporation with the Secretary of State of the State of Nevada to increase the authorized shares of common stock, \$0.001 par value from 150,000,000 to 1,000,000,000.

On July 12, 2016, the Company approved a 1 for 2 forward stock split of the Company's issued and outstanding common stock. All relevant information relating to numbers of shares and per share information have been retroactively adjusted to reflect the reverse stock split for all periods presented.

During the year ended March 31, 2017, the Company issued 37,000 shares of common stock for \$554.

During the year ended March 31, 2016, the Company issued 883,000 shares of common stock for \$13,245, with net proceeds of \$13,093 after bank charges applied against issuance proceeds.

As at March 31, 2017 and 2016, the Company had 6,920,000 and 6,883,000 shares of common stock issued and outstanding, respectively.

Note 5. RELATED PARTY TRANSACTIONS

The Company will continue to rely on advances from related parties until when it can support its operations through generating revenue, attaining adequate financing through sales of its equity securities or traditional debt financing. There is no formal written commitment by the shareholders to continue to support the company's operation. The amounts due to the related party represents advances or amounts paid on behalf of the Company in satisfaction of liabilities. These advances are considered temporary in nature and have not been formalized by promissory notes. This loan is unsecured, non-interest bearing and due on demand.

During the year ended March 31, 2017, the Company's officer and director advanced \$19,322 for the payment of operating expenses.

The Company's previous sole officer and director, who was also a majority shareholder, advanced to the Company an amount of \$23,820. On November 21, 2016, this officer and director resigned all positions with the Company and forgave the \$31,920 owing to him, which was recorded as additional paid in capital.

As at March 31, 2017 and 2016, the Company owed a related party \$19,322 and \$8,100, respectively.

Note 6. DISCONTINUED OPERATIONS

On November 21, 2016, due to the Changes in Control of Registrant, the Company decided to exit the field of producing images on multiple surfaces using heat transfer technology.

For the year ended March 31, 2017, the Company recorded a loss on the disposal of assets of \$3,968. The change of the business qualified as a discontinued operation of the Company and accordingly, the Company has excluded results of the operations from its Statements of Operations to present this business in discontinued operations.

The following table shows the results of operations of Addentax for the years ended March 31, 2017 and 2016 which are included in the loss from discontinued operations:

	Year Ended March 31,	
	2017	2016
Revenues	\$ 9,950	\$ 5,700
Cost of Goods Sold	(1,532)	(713)
Gross Profit	8,418	4,987
General and administrative expense	(29,410)	(13,661)
Depreciation	(534)	(1,068)
Loss on disposal of assets	(3,968)	-
Total Expense	(33,912)	(14,729)
Provision for income taxes	-	28
Loss from Discontinued Operations, Net of Tax Benefits	\$ (25,494)	\$ (9,714)

The following table shows the carrying amounts of the major classes of assets and liabilities associated with the Addentax as of the November 21, 2016.

	November 21, 2016	
Prepaid expenses	\$	190
Inventory		2,031
Equipment, net of accumulated depreciation of \$1,869		1,047
Website		700
Net assets		<u>3,968</u>
Loss on disposal of assets	\$	<u>3,968</u>

The following table presents the carrying amounts of the major classes of assets and liabilities associated reported as discontinued operations on our accompanying balance sheets.

	March 31, 2017		March 31, 2016	
Assets from discontinued operations:				
Cash and cash equivalents	\$	-	\$	10,052
Prepaid expenses		-		1,330
Inventory		-		977
Equipment, net of accumulated depreciation of \$1,869		-		1,581
Website		-		700
Total assets from discontinued operations		<u>-</u>		<u>14,640</u>
Current assets from discontinued operations		<u>-</u>		<u>12,359</u>
Non-current assets from discontinued operations	\$	<u>-</u>	\$	<u>2,281</u>

Note 7. INCOME TAXES

As of March 31, 2017, the Company had net operating loss carry forwards of approximately \$62,170 that may be available to reduce future years' taxable income in varying amounts through 2032. Future tax benefits which may arise as a result of these losses have not been recognized in these financial statements, as their realization is determined not likely to occur and accordingly, the Company has recorded a valuation allowance for the deferred tax asset relating to these tax loss carry-forwards.

The provision for Federal income tax consists of the following:

	Year ended March 31	
	2017	2016
Federal Income Tax benefits (expenses) attributable to Current Operation	\$ 7,893	\$ 1,461
Tax Refund	-	(28)
Valuation Allowance	(7,893)	(1,433)
Net Provision for Federal Income Taxes	<u>\$ -</u>	<u>\$ -</u>

The cumulative tax effect at the expected rate of 15% of significant items comprising our net deferred tax amount is as follows:

	March 31, 2017	March 31, 2016
Deferred tax asset attributable to:		
Net operating loss carryover	\$ 9,326	\$ 1,433
Valuation Allowance	(9,326)	(1,433)
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

Note 8. SUBSEQUENT EVENTS

On April 18, 2017 the Company issued a total of 500,000,000 common shares to the following:

Hengtian Group Co., Ltd.: (Beneficial Owner: Ma Huizhu) 215,000,000 restricted common shares.

Hong Zhida*: 30,000,000 restricted common shares.

Hui Lian Group Ltd.: (Beneficial Owner: Ma Huijun) 255,000,000 restricted common shares.

The 500,000,000 common shares were issued pursuant to a Sale & Purchase Agreement (“S&P”) for the acquisition of 100% of the shares and assets of Yingxi Industrial Chain Group Co., Ltd., a company incorporated under the laws of the Republic of Seychelles. ATXG agreed to issue five hundred million (500,000,000) shares of ATXG to Yingxi Industrial Chain Group Co., Ltd. to acquire the shares and assets for a cost of US\$0.30 per share or a total cost of US\$150,000,000.

*Hong Zhida is the President, Secretary, Treasurer and a Director of the Company.

There were 506,920,000 shares of common stock issued and outstanding as of June 28th, 2017.

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

Changes in Registrant's Certifying Accountant

Previous independent registered public accounting firm

- (i) On February 18, 2017 our company dismissed its independent registered public accounting firm, Pritchett Siler & Hardy, PC ("PSH").
- (ii) The report of PSH on the financial statements of our company for the fiscal year ended March 31, 2016 did not contain an adverse opinion or disclaimer of opinion, nor was it qualified or modified as to uncertainty, audit scope or accounting principles, except a going concern qualification on our company's financial statements for the fiscal years ended March 31, 2016 and 2015.
- (iii) The decision to change our independent registered public accounting firm was recommended and approved by our company's board of directors.
- (iv) During our company's most recent fiscal year, the subsequent interim periods thereto, and through February 18, 2017, the date of dismissal, (a) there were no disagreements with PSH on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of PSH, would have caused it to make reference thereto in its reports on the financial statements for such years and (b) there were no "reportable events" as described in Item 304(a)(1)(v) of Regulation S-K.
- (v) On February 21, 2017 our company provided PSH with a copy of this Current Report and has requested that it furnish our company with a letter addressed to the U.S. Securities and Exchange Commission stating whether it agrees with the above statements. A copy of such letter is attached as Exhibit 16.1 to this Current Report on Form 8-K.

New independent registered public accounting firm

On February 18, 2017, our board of directors approved the engagement of Anthony Kam & Associates Ltd. ("AKAM") as our new independent registered public accounting firm to audit and review our company's financial statements. During our two most recent fiscal years, the subsequent interim periods thereto, and through February 18, 2017, the engagement date of AKAM, neither our company, nor someone on its behalf, has consulted AKAM regarding either:

- (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on our company's financial statements, and either a written report was provided to our company or oral advice was provided that the new independent registered public accounting firm concluded was an important factor considered by our company in reaching a decision as to the accounting, auditing or financial reporting issue; or
- (ii) any matter that was either the subject of a disagreement as defined in paragraph 304(a)(1)(iv) of Regulation S-K or a reportable event as described in paragraph 304(a)(1)(v) of Regulation S-K.

Item 9A (T). Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the “Exchange Act”), that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of March 31, 2017. Based on the evaluation of these disclosure controls and procedures, and in light of the material weaknesses found in our internal controls over financial reporting, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective.

Management’s Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)). The Company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of the Company’s internal control over financial reporting as of March 31, 2017 using the criteria established in “Internal Control - Integrated Framework” issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”).

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company’s annual or interim financial statements will not be prevented or detected on a timely basis. In its assessment of the effectiveness of internal control over financial reporting as of March 31, 2017, the Company determined that there were control deficiencies that constituted material weaknesses, as described below.

1. We do not have an Audit Committee – While not being legally obligated to have an audit committee, it is the management’s view that such a committee, including a financial expert member, is an utmost important entity level control over the Company’s financial statement. Currently the Board of Directors acts in the capacity of the Audit Committee, and does not include a member that is considered to be independent of management to provide the necessary oversight over management’s activities.

2. We did not maintain appropriate cash controls – As of March 31, 2017, the Company has not maintained sufficient internal controls over financial reporting for cash, including failure to segregate cash handling and accounting functions, and did not require dual signatures on the Company’s bank accounts. Alternatively, the effects of poor cash controls were mitigated by the fact that the Company had limited transactions in its bank accounts.

3. We did not implement appropriate information technology controls – As at March 31, 2017, the Company retains copies of all financial data and material agreements; however there is no formal procedure or evidence of normal backup of the Company’s data or off-site storage of data in the event of theft, misplacement, or loss due to unmitigated factors.

Accordingly, the Company concluded that these control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by the company’s internal controls.

As a result of the material weaknesses described above, management has concluded that the Company did not maintain effective internal control over financial reporting as of March 31, 2017 based on criteria established in Internal Control- Integrated Framework issued by COSO.

Changes in Internal Controls over Financial Reporting

There was no change in the Company’s internal control over financial reporting period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

Item 9B. Other Information

None

PART III

Item 10. Directors, Executive Officers, Promoters and Control Persons of the Company

DIRECTORS AND EXECUTIVE OFFICERS

The name, address, age and titles of our executive officers and director are as follows:

<u>Name & Address</u>	<u>Age</u>	<u>Title</u>	<u>Date of Position</u>
<u>Hong, Zhida</u> Floor 13th, Bldg 1, Block B, Zhihui Square, Nanshan District, Shenzhen City, China 518000	27	President, Treasurer, Secretary and Director	March 10, 2017
<u>Yu, Keying</u> No. 4, 2nd Lane, East Zone, Xinsancun, Buji St., Longgang District, Shenzhen City, Guangdong, China	68	Director	March 10, 2017

Hong Zhida, Secretary, Treasurer

Mr. Hong Zhida received his Bachelor's Degree in Electronic Information Science and Technology from Sun Yat-sen University in July 2013. From June 2014 to Present, he served as the Director of China Huiying Joint Supply Chain Group Co.Ltd. He was responsible for assisting the company's chairman to plan development strategy. From September 2013 to May 2014, he served as Head of Membership Department of the Guangzhou Haifeng Chamber of Commerce. In that position he was responsible for the membership management of the institution.

Yu Keying, Director

From July 1986 to present, Mr. Yu has worked in Shenzhen Mailang Garments Co. Ltd as Manager. Shenzhen Mailang Garments Co. Ltd is an enterprise responsible for developing, producing and selling garments of two main leisure men's brands called Mylooo and Tannoy covering T-shirts, sweaters, windbreaker and other product lines. There are numbers of sales outlets in Guangzhou, Beijing, Shanghai, Hong Kong, Taiwan and other overseas market. Mr Yu has been responsible for company operations related to product development and sales management.

Mr. Hong devotes 75% of his time each week for planning and organizing activities of Addentax Group Corp.

Mr. Yu devotes 75% of his time each week for planning and organizing activities of Addentax Group Corp.

During the past ten years, neither Mr. Hong nor Mr. Yu have been the subject to any of the following events:

1. Any bankruptcy petition filed by or against any business of which Mr. Hong or Mr. Yu was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time.
2. Any conviction in a criminal proceeding or being subject to a pending criminal proceeding.
3. An order, judgment, or decree, not subsequently reversed, suspended or vacated, or any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting Mr. Hong's or Mr. Yu's involvement in any type of business, securities or banking activities.
4. Found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Future Trading Commission to violate a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.
5. Was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right to engage in any activity described in paragraph (f)(3)(i) of this section, or to be associated with persons engaged in any such activity;

6. Was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

7. Was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

i. Any Federal or State securities or commodities law or regulation; or

ii. Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

iii. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8. Was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

AUDIT COMMITTEE

We do not have an audit committee financial expert because we believe the cost related to retaining a financial expert at this time is prohibitive. Further, because we have no operations, at the present time, we believe the services of a financial expert are not warranted.

SIGNIFICANT EMPLOYEES

We have no employees other than Hong Zhida, serving as our president, secretary, treasurer and as a director and Yu Keying serving as a director. They will initially perform all works in production and organization of our business. We intend to hire employees on an as needed basis.

Item 11. Executive Compensation

The following tables set forth certain information about compensation paid, earned or accrued for services by our Executive Officer from inception on October 28, 2014 until March 31, 2017:

Summary Compensation Table

Name and Principal Position	Period	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	All Other Compensation (\$)	Total (\$)
Otmane Tajmouat , Former President, Secretary and Treasurer	Oct. 28, 2014 to Mar. 31, 2017	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Hong Zhida President, Secretary and Treasurer	Mar. 10, 2017 to Mar. 31, 2017	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Yu Keying Director	Mar. 10, 2017 to Mar. 31, 2017	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-

There are no current employment agreements between the Company and its officers.

Mr. Hong currently devotes approximately 75% per week of his time to manage the affairs of the Company. He has agreed to work with no remuneration until such time as the Company receives significant revenues necessary to provide management salaries. At this time, we cannot accurately estimate when significant revenues will occur to implement this compensation, or what the amount of the compensation will be.

There are no annuity, pension or retirement benefits proposed to be paid to the officer or director or employees in the event of retirement at normal retirement date pursuant to any presently existing plan provided or contributed to by the Company or any of its subsidiaries, if any.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth certain information as of June 28th, 2017 concerning the number of shares of common stock beneficially owned by: (i) each person (including any group) known to us to own more than five percent (5%) of any class of our voting securities, (ii) our director, and or (iii) our officer. Unless otherwise indicated, the stockholder listed possesses sole voting and investment power with respect to the shares shown.

Title of Class	Name and Address of Beneficial Owner (1)	Amount and Nature of Beneficial Ownership	Percent
Common Stock	<u>Hengtian Group Co. Ltd.</u> Beneficial Owner: Ma Huizhu Address: Second Floor, The Quadrant, Manglier Street, Victoria Mahe Seychelles	119,898,692 shares of common stock (Indirect)	23.65%
Common Stock	<u>Hui Lian Group Ltd.</u> Beneficial Owner: Ma Huijun Address: Second Floor, The Quadrant, Manglier Street, Victoria Mahe Seychelles	167,719,300 shares of common stock (Indirect)	33.09%
Common Stock	<u>Hong Zhida</u> Address: No. 25, Shunjing St., Pingdi Longgang District Shenzhen City China	30,159,000	5.95%
Common Stock	<u>Yu Keying</u> Address: No. 4, 2nd Lane, East Zone Xinsancun, Buji Street, Longgang, Shenzhen Guangdong China	3,800,000	0.74%
Common Stock	Zeng Shufang Address: No.2, Second Lane, Rentian Village Fuyong Town, Baoan District, Guangdong Province China	42,000,000	8.29%
Officers and Directors as a Group		33,959,000	6.70%

The percent of class is based on 506,920,000 shares of common stock issued and outstanding as of the date of this annual report.

Item 13. Certain Relationships and Related Transactions

During the year ended March 31, 2017, we had not entered into any transactions with our officers or directors, or persons nominated for these positions, beneficial owners of 5% or more of our common stock, or family members of these persons wherein the amount involved in the transaction or a series of similar transactions exceeded the lesser of \$120,000 or 1% of the average of our total assets for the last three fiscal years.

Item 14. Principal Accountant Fees and Services

During fiscal year ended March 31, 2017, we incurred approximately \$10,000 in fees to our principal independent accountants for professional services rendered in connection with the audit of our March 31, 2017 financial statements and for the reviews of our financial statements for the quarters ended June 30, 2016, September 30, 2016 and December 31, 2016.

PART IV**Item 15. Exhibits**

The following exhibits are included as part of this report by reference:

- 31.1 Certification of Chief Executive Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a).
- 31.2 Certification of Chief Financial Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a).
- 32.1 Certifications pursuant to Securities Exchange Act of 1934 Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized on July 3rd, 2017.

ADDENTAX GROUP CORP.

By: /s/ Hong Zhida

Name: Hong Zhida

Title: President, Treasurer, Secretary and Director
(Principal Executive, Financial and Accounting Officer)

**Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Hong Zhida, certify that:

1. I have reviewed this annual report on Form 10-K of Addentax Group Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 3, 2017

/s/ Hong Zhida

Hong Zhida
Chief Executive Officer,
President and Director

Certification of Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Hong Zhida, certify that:

1. I have reviewed this Annual report on Form 10-K of Addentax Group Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 3, 2017

/s/ Hong Zhida

Hong Zhida
Chief Financial Officer

Certification of Chief Executive Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report of Addentax Group Corp. (the "Company") on Form 10-K for the period ending March 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Hong Zhida, Chief Executive 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:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 3, 2017

/s/ Hong Zhida

Hong Zhida
Chief Executive Officer,
President and Director

**Certification of Chief Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Addentax Group Corp. (the "Company") on Form 10-K for the period ending March 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Hong Zhida, 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:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 3, 2017

/s/ Hong Zhida

Hong Zhida

Chief Financial Officer
