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

FORM 10-Q

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

For the Quarterly period ended September 30, 2024

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

Commission File No. **000-55247**

FOCUS UNIVERSAL INC.

(Exact Name of Small Business Issuer as specified in its charter)

Nevada	**46-3355876**
(State or other jurisdiction of incorporation)	(IRS Employer File Number)
2311 E. Locust Court, Ontario, CA	**91761**
(Address of principal executive offices)	(Zip Code)

(626) 272-3883
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.001 par value	FCUV	The Nasdaq Stock Market LLC (Nasdaq Capital Market)

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark whether the registrant: (1) 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 past 90 days. Yes ☒ No ☐

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

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

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☒	Smaller reporting company ☒
Emerging growth company ☐	

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

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

As of November 1, 2024, registrant had 72,917,760 shares outstanding of the registrant's common stock at a par value of $0.001 per share.

FORM 10-Q

FOCUS UNIVERSAL INC.

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PART I. FINANCIAL INFORMATION

References in this document to "us," "we," or "Company" refer to Focus Universal Inc.

ITEM 1. FINANCIAL STATEMENTS

FOCUS UNIVERSAL INC.
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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FOCUS UNIVERSAL INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

		September 30, 2024 (Unaudited)		December 31, 2023
ASSETS				
Current Assets:				
Cash	$	5,341,230	$	428,254
Accounts receivable, net		–		13,528
Inventories		478,820		282,071
Other receivables		–		20,519
Prepaid expenses		124,407		87,874
Marketable securities		27,043		36,735
Current assets of discontinued operations		–		159,297
Total Current Assets		5,971,500		1,028,278
Property and equipment, net		57,430		4,080,663
Operating lease right-of-use asset		135,700		201,048
Deposits		65,810		24,135
Total Assets	$	6,230,440	$	5,334,124
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities:				
Accounts payable and accrued liabilities	$	550,025	$	435,018
Related party loan		–		1,000,000
Short-term loan		75,000		–
Other current liabilities		19,363		25,859
Lease liability, current portion		107,030		90,172
Current liabilities of discontinued operations		12,521		106,597
Total Current Liabilities		763,939		1,657,646
Non-Current Liabilities:				
Lease liability, less current portion		20,844		118,517
Other liability		–		12,335
Total Non-Current Liabilities		20,844		130,852
Total Liabilities		784,783		1,788,498
Contingencies		–		–
Stockholders' Equity:				
Common stock, par value $0.001 per share, 75,000,000 shares authorized; 72,917,760 and 64,771,817 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively		72,917		64,771
Treasury stock at cost (1,133,040 and 1,163,040 shares held at September 30, 2024 and December 31, 2023, respectively)		(385,686)		(434,048)
Additional paid-in capital		29,583,499		26,436,161
Shares to be issued, common shares		20,448		74,476
Accumulated deficit		(23,820,946)		(22,582,170)
Accumulated other comprehensive loss		(24,575)		(13,564)
Total Stockholders' Equity		5,445,657		3,545,626
Total Liabilities and Stockholders' Equity	$	6,230,440	$	5,334,124

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

FOCUS UNIVERSAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue	$ 74,215	$ 71,854	$ 264,954	$ 238,803
Cost of revenue	42,530	44,386	127,686	174,090
Gross Profit	31,685	27,468	137,268	64,713
Operating Expenses				
Selling expense	30,936	25,193	96,027	89,315
Compensation - officers and directors	575,255	267,002	687,303	827,939
Research and development	308,516	305,872	948,041	925,345
Professional fees	278,336	132,914	985,368	506,878
General and administrative	585,491	387,764	1,612,735	1,160,915
Total Operating Expenses	1,778,534	1,118,745	4,329,474	3,510,392
Loss from Operations	(1,746,849)	(1,091,277)	(4,192,206)	(3,445,679)
Other Income (Expense):				
Interest income (expense), net	14,001	(2,955)	2,653	27,639
Interest (expense) - related party	–	–	(89,098)	–
Gain on disposed of property	3,181,706	–	3,181,706	–
Gain on bargain purchase	–	–	–	61,747
Unrealized gain (loss) on marketable equity securities	(537)	(17,102)	(9,692)	10,463
Realized loss on marketable equity securities	–	12,247	–	(2,002)
Rental income	13,849	40,731	96,541	121,024
Other income (expense), net	6,541	29,129	49,143	21,489
Total other income (expense)	3,215,560	62,050	3,231,253	240,360
Income (loss) from continuing operations	1,468,711	(1,029,227)	(960,953)	(3,205,319)
Income (loss) from discontinued operations, net of tax	(26,784)	61,194	(277,823)	104,877
Net Income (Loss)	$ 1,441,927	$ (968,033)	$ (1,238,776)	$ (3,100,442)
Other comprehensive items				
Foreign currency translation loss	(2,735)	(239)	(11,011)	(447)
Total comprehensive income (loss)	$ 1,439,192	$ (968,272)	$ (1,249,787)	$ (3,100,889)
Weighted Average Number of Common Shares Outstanding:				
Basic	65,724,825	65,171,817	65,124,703	58,678,098
Fully diluted	65,724,825	65,171,817	65,124,703	58,678,098
Basic net income (loss) per share:				
Continuing operations	$ 0.02	$ (0.02)	$ (0.01)	$ (0.05)
Discontinued operations	(0.00)	0.00	(0.00)	0.00
Basic net income (loss) per share	$ 0.02	$ (0.01)	$ (0.02)	$ (0.05)
Fully diluted net income (loss) per share:				
Continuing operations	$ 0.02	$ (0.02)	$ (0.01)	$ (0.05)
Discontinued operations	(0.00)	0.00	(0.00)	0.00
Fully diluted net income (loss) per share	$ 0.02	$ (0.01)	$ (0.02)	$ (0.05)

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

FOCUS UNIVERSAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(UNAUDITED)

Description	Common Stock Shares	Common Stock Amount	Treasury Stock at Cost	Additional Paid-In Capital	Shares to be issued Common Shares	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance - June 30, 2024	64,867,760	$ 64,867	$ (385,686)	$ 26,749,219	$ 15,968	$ (25,262,873)	$ (21,840)	$ 1,159,655
Stock based compensation - options	–	–	–	36,995	–	–	–	36,995
Stock based compensation - shares	–	–	–	89,335	4,480	–	–	93,815
Stock issued for placement agent	3,750,000	3,750	–	1,082,250	–	–	–	1,086,000
Stock issued for private placement	4,300,000	4,300	–	1,285,700	–	–	–	1,290,000
Stock based compensation related to discount on shares sold to related parties	–	–	–	340,000	–	–	–	340,000
Other comprehensive income	–	–	–	–	–	–	(2,735)	(2,735)
Net income	–	–	–	–	–	1,441,927	–	1,441,927
Balance - September 30, 2024	72,917,760	$ 72,917	$ (385,686)	$ 29,583,499	$ 20,448	$ (23,820,946)	$ (24,575)	$ 5,445,657

Description	Common Stock Shares	Common Stock Amount	Treasury Stock at Cost	Additional Paid-In Capital	Shares to be issued Common Shares	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance - June 30, 2023	64,771,817	$ 64,771	$ (420,686)	$ 25,967,044	$ 31,400	$ (19,996,437)	$ (6,751)	$ 5,639,341
Stock based compensation - options	–	–	–	133,402	–	–	–	133,402
Stock based compensation - shares	–	–	–	–	14,700	–	–	14,700
Amendment stock purchase agreement - treasury stock	–	–	35,000	–	–	–	–	35,000
Other comprehensive income	–	–	–	–	–	–	(239)	(239)
Net loss	–	–	–	–	–	(968,033)	–	(968,033)
Balance - September 30, 2023	64,771,817	$ 64,771	$ (385,686)	$ 26,100,446	$ 46,100	$ (20,964,470)	$ (6,990)	$ 4,854,171

(continued)

Description	Common Stock Shares	Common Stock Amount	Treasury Stock at Cost	Additional Paid-In Capital	Shares to be issued Common Shares	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance - December 31, 2023	64,771,817	$ 64,771	$ (434,048)	$ 26,436,161	$ 74,476	$ (22,582,170)	$ (13,564)	$ 3,545,626
Stock based compensation - options	–	–	–	110,985	–	–	–	110,985
Stock based compensation - shares	125,943	126	–	376,735	(54,028)	–	–	322,833
Retirement of treasury stock	(30,000)	(30)	48,362	(48,332)	–	–	–	–
Stock issued for placement agent	3,750,000	3,750	–	1,082,250	–	–	–	1,086,000
Stock issued for private placement	4,300,000	4,300	–	1,285,700	–	–	–	1,290,000
Stock based compensation related to discount on shares sold to related parties	–	–	–	340,000	–	–	–	340,000
Other comprehensive income	–	–	–	–	–	–	(11,011)	(11,011)
Net income	–	–	–	–	–	(1,238,776)	–	(1,238,776)
Balance - September 30, 2024	72,917,760	$ 72,917	$ (385,686)	$ 29,583,499	$ 20,448	$ (23,820,946)	$ (24,575)	$ 5,445,657

Description	Common Stock Shares	Common Stock Amount	Treasury Stock at Cost	Additional Paid-In Capital	Shares to be issued Common Shares	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance - December 31, 2022*	65,296,383	$ 65,297	$ (2,000,000)	$ 27,514,733	$ 48,075	$ (17,864,028)	$ (6,543)	$ 7,757,534
Stock based compensation - options	–	–	–	400,208	–	–	–	400,208
Stock based compensation - cashless exercise options	10,857	10	–	(10)	–	–	–	–
Stock based compensation - shares	62,250	62	–	184,917	(1,975)	–	–	183,004
Purchase of treasury stock	–	–	(420,686)	–	–	–	–	(420,686)
Retirement of treasury stock	(600,000)	(600)	2,000,000	(1,999,400)	–	–	–	–
Amendment stock purchase agreement - treasury stock	–	–	35,000	–	–	–	–	35,000
Other comprehensive income	–	–	–	–	–	–	(447)	(447)
Issued stock dividend	2,327	2	–	(2)	–	–	–	–
Net loss	–	–	–	–	–	(3,100,442)	–	(3,100,442)
Balance - September 30, 2023	64,771,817	$ 64,771	$ (385,686)	$ 26,100,446	$ 46,100	$ (20,964,470)	$ (6,990)	$ 4,854,171

* Retroactively applied to the stock split

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

FOCUS UNIVERSAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Nine Months Ended September 30, 2024	2023
Cash flows from operating activities:		
Net Loss	$ (1,238,776)	$ (3,100,442)
Adjustments to reconcile net loss to net cash from operating activities:		
Gain on sale of building	(3,181,706)	–
Bad debt expense	4,459	6,871
Depreciation expense	72,738	127,171
Amortization of intangible assets	–	28,741
Unrealized (gain) loss on marketable equity securities	9,692	(10,463)
Realized loss on marketable equity securities	–	2,002
Gain on bargain purchase	–	(61,747)
Stock-based compensation – shares	322,833	183,004
Stock based compensation related to discount on shares sold to related parties	340,000	–
Stock based compensation – options	110,985	400,208
Changes in operating assets and liabilities:		
Accounts receivable	9,069	25,736
Accounts receivable - related party	–	34,507
Inventories	(196,749)	(196,201)
Other receivable	20,407	(10,000)
Prepaid expenses	(36,480)	69,170
Deposit	(41,435)	8,388
Operating lease right-of-use asset	65,364	25,585
Accounts payable and accrued liabilities	114,831	36,830
Other current liabilities	(6,496)	33,759
Lease liabilities	(80,523)	(72,783)
Other liabilities	(12,335)	–
Net cash flows used in operating activities from continuing operations	(3,724,122)	(2,469,664)
Net cash flows provided by (used in) operating activities from discontinued operations	65,221	(133,881)
Net cash flows used in operating activities	(3,658,901)	(2,603,545)
Cash flows from investing activities:		
Purchase of property and equipment	(13,250)	(20,294)
Purchase of marketable securities	–	(144,907)
Proceeds from sales of marketable securities	–	219,673
Proceeds from sale of property	7,145,808	–
Net cash flows provided by investing activities	7,132,558	54,472
Cash flows from financing activities:		
Proceeds from third party loan	350,000	–
Proceeds from related party loan	1,101,000	1,000,000
Repayment on related party loan	(2,101,000)	–
Repayment on third party loan	(275,000)	–
Stock issued for placement agent	1,086,000	–
Stock issued for private placement	1,290,000	–
Purchases of treasury stock	–	(1,385,686)
Net cash flows provided by (used in) financing activities	1,451,000	(385,686)
Effect of exchange rate	(11,681)	20
Net change in cash	4,912,976	(2,934,739)
Cash beginning of period	428,254	4,343,426
Cash end of period	$ 5,341,230	$ 1,408,687
Supplemental cash flow disclosure:		
Cash paid for income taxes	$ –	$ –
Cash paid for interest	$ 112,038	$ 13,142
Supplemental disclosure of non-cash investing and financing activities:		
Right-of-use assets obtained in exchange for operating lease liabilities	$ –	$ 264,641
Cashless exercise of options	$ –	$ 41,401

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

FOCUS UNIVERSAL INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(UNAUDITED)

Note 1 – Organization and Operations

Focus Universal Inc. (the "Company") was incorporated under the laws of the State of Nevada on December 4, 2012. The Company is a universal smart instrument developer and manufacturer, headquartered in Ontario, California, specializing in the development and commercialization of novel and proprietary universal smart technologies and instruments. The Company is also a provider of patented hardware and software design technologies for Internet of Things (IoT) and 5G. The Company has developed what it believes are five disruptive patented technology platforms with 26 patents and patents pending in various phases and 8 trademarks pending in various phases to solve what it believes are the major problems facing hardware and software design and production within the industry today. These technologies combined have the potential to reduce costs, reduce product development timelines and energy usage while increasing range, speed, efficiency, and security of the IoT and 5G networks.

The Company has multiple subsidiaries, including Perfecular Inc. ("Perfecular"), Focus Universal (Shenzhen) Technology Company LTD ("Focus Shenzhen"), AVX Design & Integration, Inc. ("AVX," also doing business as Smart AVX ("Smart AVX")), Lusher Bioscientific, Inc. ("Lusher"), and up through August 21, 2024, AT Tech Systems LLC ("AT Tech Systems"). Perfecular, a wholly owned subsidiary of Focus that was founded in September 2009 and is headquartered in Ontario, California, is engaged in designing digital sensor products and selling a broad selection of horticultural sensors and filters in North America and Europe. AVX, incorporated on June 16, 2000, in the state of California, is an IoT installation and management company specializing in high performance audio/video systems, home theaters, lighting control, automation and integration. Services provided by AVX include full integration of houses, apartments, commercial complexes, and office spaces with audio, visual and control systems to fully integrate devices in the low voltage field, specializing in high end residential smart IoT installation projects in areas throughout the Southern California area. AVX's services also include partial equipment upgrade and installation. AVX also markets and sells our IoT Products, such as high-end LED, live wall panel products and cameras, under the Smart AVX name.

On December 23, 2021, Focus Shenzhen was founded as a mainland China office for manufacturing procurement expertise and research and development support activities. Focus Shenzhen is designed to function as a branch office accessing high level ability to source products and build relationships with manufacturers in China and as a lower cost form of support, research and development as engineers abound in China.

As of January 6, 2023, AT Tech Systems is a subsidiary of Focus specializing in commercial and industrial smart IoT installation projects in areas throughout Southern California. AT Tech Systems has several clients including medical/dental facilities and commercial and industrial projects, and several notable manufacturers and wholesalers, and provides clients with integrated network, security, and multimedia design solutions and technology systems. On August 5, 2024, the company and the segment manager of AT Tech Systems LLC reached a tentative oral agreement to terminate his employment and the employment of his two direct report team members. The Company discontinued operations of AT Tech Systems on August 21, 2024 with a termination cost of $22,000 and is now presenting these operations as discontinued. (See Note 10)

The Company has completed integration throughout its existing businesses, including key employees serving dual roles with its subsidiaries.

As of April 30, 2024, the Company founded a wholly owned subsidiary named Lusher Inc. Lusher Inc. was founded to develop, market, and commercialize automation software, titled One Touch Financial, initially targeting the financial reporting software market sector. As of the date of this filing, the Company has solely begun ongoing development of the software and founded the subsidiary after board approval, as other business activities are only in the introductory phase. As of May 11, 2024, the Company announced board approval for the eventual spin-off of Lusher to better prioritize the development of its SEC Financial Reporting Automation Software while also allowing the management of Focus Universal Inc. to better prioritize its core business.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The unaudited condensed financial statements of the Company for the nine months ended September 30, 2024 and 2023 have been prepared in accordance with accounting principles generally accepted in the U.S. (“GAAP”) for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Regulation S-K for scaled disclosures for smaller reporting companies. Accordingly, they do not include all the information and footnotes required by GAAP for complete financial statements. However, such information reflects all adjustments (consisting solely of normal recurring adjustments), which are, in the opinion of management, necessary for the fair presentation of the Company’s financial position and results of operations. Results shown for interim periods are not necessarily indicative of the results to be obtained for a full fiscal year. The balance sheet information as of December 31, 2023 was derived from the audited financial statements included in the Company’s financial statements as of and for the years ended December 31, 2023 and 2022 contained in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission, or the SEC, on April 1, 2024. These financial statements should be read in conjunction with that report.

The accompanying unaudited condensed consolidated financial statements include the accounts of Focus and its wholly-owned subsidiaries, Perfecular, AVX, Focus Shenzhen, Lusher and AT Tech Systems (collectively, the “Company,” “we,” “our,” or “us”). All intercompany balances and transactions have been eliminated upon consolidation. The Company’s unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Segment Reporting

The Company currently has one operating segment in addition to our corporate overhead. In accordance with ASC 280, *Segment Reporting* (“ASC 280”), the Company considers operating segments to be components of the Company’s business for which separate financial information is available and evaluated regularly by Management in deciding how to allocate resources and to assess performance. Management reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. Previously, the Company identified two operating and reportable segments: (1) the "IoT Products" segment, jointly operated by Perfecular, AVX (under the Smart AVX brand), and Lusher, which focuses on the wholesale, marketing, and production of universal smart instruments and devices for the hydroponic, controlled agriculture, commercial, and home automation sectors; and (2) the "IoT Installation Services" segment, run by AVX (excluding Smart AVX IoT Products) and AT Tech Systems, specializing in IoT installation and management, including audio/video systems, home theaters, lighting control, automation, and integration. However, following the Company’s discontinued operations of AT Tech Systems in August 2024, the Company now has only one operating and reportable segment which is “IoT Products.”

Use of Estimates

The preparation of unaudited condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the accompanying unaudited condensed consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources.

The actual results experienced by the Company may differ materially and adversely from the Company’s estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected. Significant estimates in the accompanying financial statements include the lease term impacting right-of use asset and lease liability, useful lives of property and equipment, allowance for doubtful accounts, inventory reserves, and the valuation allowance on deferred tax assets. The Company regularly evaluates its estimates and assumptions.

Allowance for doubtful accounts

The Company estimates an allowance for doubtful accounts based on historical collection trends and review of the current status of trade accounts receivable. It is reasonably possible that the Company's estimate of the allowance for doubtful accounts will change. As of September 30, 2024 and December 31, 2023, allowance for doubtful accounts amounted to $278,201 and $249,603, respectively.

Concentrations of Credit and Business Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents. The Company limits its exposure to credit loss by investing its cash with high credit quality financial institutions.

Major customers

For the three months ended of September 30, 2024 and 2023, the Company's revenue received from the following companies were set out as below:

	Three months ended September 30,			
	2024		2023	
	Amount	% of Total Revenue	Amount	% of Total Revenue
Customer A	$ 37,981	51%	$ (*)	(*)
Customer B	18,923	25%	24,051	33%
Customer C	(*)	(*)	21,600	30%
Customer D	(*)	(*)	12,500	17%

(*) Revenue had not exceeded 10% or more of the Company's consolidated revenue of the Company.

For the nine months ended of September 30, 2024 and 2023, the Company's revenue received from the following companies were set out as below:

	Nine months ended September 30,			
	2024		2023	
	Amount	% of Total Revenue	Amount	% of Total Revenue
Customer E	$ 69,325	26%	$ (*)	(*)
Customer F	51,761	20%	(*)	(*)
Customer A	37,981	14%	(*)	(*)
Customer G	(*)	(*)	41,786	17%
Customer B	(*)	(*)	24,051	10%

(*) Revenue had not exceeded 10% or more of the Company's consolidated revenue of the Company.

As of September 30, 2024 and December 31, 2023, the Company's accounts receivable from the following companies were set out as below:

	September 30, 2024		December 31, 2023	
	Amount	**% of Total Accounts Receivable**	**Amount**	**% of Total Accounts Receivable**
Customer H	$ (*)	(*)	$ 70,000	43%

(*) Accounts receivable had not exceeded 10% or more of the Company's consolidated accounts receivable of the Company.

Major vendors

No major vendor accounted more than 10% of total purchase during nine months ended September 30, 2024 and 2023.

Share-based Compensation

The Company accounts for stock-based compensation to employees in conformity with the provisions of ASC Topic 718, Stock-Based Compensation. Stock-based compensation to employees consist of stock options, grants, and restricted shares that are recognized in the statement of operations based on their fair values at the date of grant.

The measurement of stock-based compensation is subject to periodic adjustments as the underlying equity instruments vest and is recognized as an expense over the period during which services are received.

The Company calculates the fair value of option grants utilizing the Black-Scholes pricing model and estimates the fair value of the stock based upon the estimated fair value of the common stock. The amount of stock-based compensation recognized during a period is based on the value of the portion of the awards that are ultimately expected to vest.

The resulting stock-based compensation expense for both employee and non-employee awards is generally recognized on a straight- line basis over the requisite service period of the award.

Fair Value of Financial Instruments

The Company follows paragraph ASC 825-10-50-10 for disclosures about fair value of its financial instruments and paragraph ASC 820-10-35-37 ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements.

To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

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

The following table summarize financial assets and liabilities measured at fair value on a recurring basis as of September 30, 2024 and December 31, 2023:

	September 30, 2024 (unaudited)			
	Fair Value			Carrying Value
	Level 1	Level 2	Level 3	
Assets				
Marketable securities:				
Stock	$ 27,043	$ –	$ –	$ 27,043
Total assets measured at fair value	$ 27,043	$ –	$ –	$ 27,043

	December 31, 2023			
	Fair Value			Carrying Value
	Level 1	Level 2	Level 3	
Assets				
Marketable securities:				
Stock	$ 36,735	$ –	$ –	$ 36,735
Total assets measured at fair value	$ 36,735	$ –	$ –	$ 36,735

The carrying amount of the Company's financial assets and liabilities, such as cash, accounts receivable, inventories, other receivable, prepaid expenses, deposit, accounts and accrued expenses, payable, treasury stock payable, short-term loan, other current liabilities, customer deposit, approximate their fair value because of the short maturity of those instruments.

Comprehensive Income (Loss)

Other comprehensive income (loss) refers to revenues, expenses, gains and losses that under generally accepted accounting principles are included in comprehensive income but are excluded from net income (loss) as these amounts are recorded directly as an adjustment to stockholders' equity. The Company's other comprehensive loss for the nine months ended September 30, 2024 and 2023 was comprised of foreign currency translation adjustments.

Revenue Recognition

Revenue from the Company is recognized under Topic 606 in a manner that reasonably reflects the delivery of its services and products to customers in return for expected consideration and includes the following elements:

- executed contracts with the Company's customers that it believes are legally enforceable;
- identification of performance obligations in the respective contract;
- determination of the transaction price for each performance obligation in the respective contract;
- Allocation of the transaction price to each performance obligation; and
- recognition of revenue only when the Company satisfies each performance obligation.

These five elements, as applied to each of the Company's revenue category, is summarized below:

- Product sales – revenue is recognized at the time of sale upon the delivery of the equipment to the customer and completion of performance obligation.

- Service sales – revenue is recognized based on the service been provided and the agreed upon performance obligation has been completed to the customer.

Revenue from our project construction is recognized over time using the percentage-of-completion method under the cost approach. The percentage of completion is determined by estimating stage of work completed. Under this approach, recognized contract revenue equals the total estimated contract revenue multiplied by the percentage of completion. Our construction contracts are unit priced, and an account receivable is recorded for amounts invoiced based on actual units produced. Due to the Company discontinuing operations of AT Tech Systems in August 2024, the Company currently only have one operating and reportable segment which is IoT Products.

Research and development

Research and development costs are expensed as incurred. Research and development costs primarily consist of efforts to refine existing product models and develop new product models.

Basic and Fully Diluted Net Income (Loss) Per Share

Net income (loss) per share is computed pursuant to ASC 260-10-45. Basic net income (loss) per share ("EPS") is computed by dividing net income (loss) by the weighted average number of shares outstanding during the period.

Fully diluted EPS is computed by dividing net income (loss) by the weighted average number of shares of stock and potentially outstanding shares of stock during the period to reflect the potential dilution that could occur from common shares issuable through contingent shares issuance arrangement, stock options or warrants, unless these shares are covered by anti-dilutive protections. The denominator comprises the Company's weighted average number of outstanding shares to extent the related shares are dilutive and, if dilutive, and other contracts to issue shares of common stock and stock options. As a result, they are included in the fully diluted EPS computation to the extent that the effect would be dilutive.

As of each period end, all potentially dilutive instruments would be anti-dilutive. Accordingly, diluted loss per share is the same as basic loss for all periods presented. The following potentially dilutive shares were excluded from the shares used to calculate diluted earnings per share as their inclusion would be anti-dilutive.

Nine Months Ended September 30,	**2024**	**2023**
Stock options	626,374	497,092

Foreign Currency Translation and Transactions

The reporting and functional currency of Focus is the USD. The functional currency of Focus Universal (Shenzhen) Technology Co. LTD, a wholly owned subsidiary of Focus located in China, is the Renminbi ("RMB").

For financial reporting purposes, the financial statements of the Company's Chinese subsidiary, which are prepared using the RMB, are translated into the Company's reporting currency, USD. Assets and liabilities are translated using the exchange rate on the balance sheet date. Revenue and expenses are translated using average exchange rates prevailing during each reporting period. Stockholders' equity is translated at historical exchange rates. Adjustments resulting from the translation are recorded as a separate component of accumulated other comprehensive loss in stockholders' equity.

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transactions. The resulting exchange difference, presented as foreign currency transaction loss, is included in the accompanying unaudited condensed consolidated statements of operations. The exchange rates used for unaudited condensed consolidated financial statements are as follows:

	Average Rate for the Nine Months Ended September 30,			
	2024		2023	
	(Unaudited)		(Unaudited)	
China Yuan (RMB)	RMB	7.1843	RMB	7.2942
United States Dollar ($)	$	1.0000	$	1.0000

	Exchange Rate at			
	September 30, 2024		December 31, 2023	
	(Unaudited)			
China Yuan (RMB)	RMB	7.0138	RMB	7.0698
United States Dollar ($)	$	1.0000	$	1.0000

Going Concern

The Company has assessed its ability to continue as a going concern for a period of one year from the date of the issuance of these condensed consolidated financial statements. The Company has a net loss of $1,238,776 and $3,100,442 for the nine months ended September 30, 2024 and 2023, respectively. In addition, the Company had an accumulated deficit of $23,820,946 and $22,582,170 as of September 30, 2024 and December 31, 2023, respectively, and negative cash flow from operating activities of $3,658,901 and $2,603,545 for the nine months ended September 30, 2024 and 2023, respectively. Substantial doubt about the Company's ability to continue as a going concern exists when relevant conditions and events, considered in the aggregate, indicate that it is probable that the Company will be unable to meet its obligations as they become due within one year from the financial statement issuance date. The accompanying consolidated financial statements have been prepared in conformity with U.S. GAAP, which contemplate continuation of the Company as a going concern. The Company currently suffered recurring loss from operations, generated negative cash flow from operating activities, has an accumulated deficit and has not completed its efforts to establish a stabilized source of revenues sufficient to cover operating costs over an extended period of time. These conditions raise substantial doubt as to its ability to continue as a going concern. These unaudited condensed consolidated financial statements do not include adjustments relating to the recoverability and classification of reported asset amounts or the amount and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company's independent registered public accounting firm, in its report on the Company's consolidated financial statements for the year ended December 31, 2023, has also expressed substantial doubt about the Company's ability to continue as a going concern.

At September 30, 2024, the Company had cash and cash equivalents, and short-term investments, in the amount of $5,368,273. The ability to continue as a going concern is dependent on the Company attaining and maintaining profitable operations in the future and raising additional capital to meet its obligations and repay its liabilities arising from normal business operations when they come due. Since inception, the Company has funded its operations primarily through equity and debt financings, and it expects to continue to rely on these sources of capital in the future. In addition, before September 30, 2024, the Company has sold its land and buildings which provided additional working capital to the Company. For more information on the sale of the land and buildings please see Note 5. No assurance can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company. Even if the Company is able to obtain additional financing, it may contain undue restrictions on our operations, in the case of debt financing, or cause substantial dilution for our stockholders, in case of equity financing, or grant unfavorable terms in future licensing agreements.

Note 3 – Recent Accounting Pronouncement

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosure, which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expense categories that are regularly provided to the chief operating decision maker and included in each reported measure of a segment's profit or loss. The update also requires all annual disclosures about a reportable segment's profit or loss and assets to be provided in interim periods and for entities with a single reportable segment to provide all the disclosures required by ASC 280, Segment Reporting, including the significant segment expense disclosures. This standard became effective for the Company on January 1, 2024. The adoption of this standard did not have a material impact on its results of operations, financial position or cash flows.

Management does not believe that any other recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, we will adopt those that are applicable under the circumstances.

Note 4 – Inventory

At September 30, 2024 and December 31, 2023, inventory consisted of the following:

	September 30, 2024	December 31, 2023
Parts	$ 1,051	$ 1,051
Finished goods	477,769	281,020
Inventory	$ 478,820	$ 282,071

Note 5 – Property and Equipment

At September 30, 2024 and December 31, 2023, property and equipment consisted of the following:

	September 30, 2024	December 31, 2023
Warehouse	$ –	$ 3,789,773
Land	–	731,515
Building improvement	14,620	240,256
Furniture and fixtures	42,634	39,223
Equipment	130,040	119,556
Software	1,995	1,995
Total cost	189,289	4,922,318
Less accumulated depreciation	(131,859)	(841,655)
Property and equipment, net	$ 57,430	$ 4,080,663

Depreciation expense for the nine months ended September 30, 2024 and 2023 amounted to $72,738 and $127,171, respectively.

On July 3, 2024, the Company completed a purchase agreement (the "Purchase Agreement") with a third-party purchaser (the "Buyer") to sell the Company's warehouse. The net book value of the sales of the property consisted of the following:

	Amount
Warehouse	$ 3,789,773
Land	731,515
Building improvement	225,636
Total carrying amount	4,746,924
Less: Accumulated depreciation	782,822
Net book value	$ 3,964,102

The purchase price for the property was $7,460,250. The Company received proceeds of $7,145,808, of which $1,481,208 was paid directly to settle certain outstanding debt and accrued interest and other amounts owed. In addition, the Company incurred $314,442 of closing costs resulting in a gain of $3,181,706 from the sale of the property. On July 8, 2024, the Company entered into a twelve-month Standard Industrial/Commercial Single-Tenant Lease with a third party for an approximately 14,004 square foot office and warehouse space. The lease commenced on July 4, 2024 and will end on July 31, 2025. The monthly rent is $16,804.

Note 6 – Related Party Loans

On September 7, 2023, the Company entered into a loan agreement with Golden Sunrise Investment LLC in the amount of $1,000,000. This loan is secured against the Company's property, which serves as collateral, with a cost of $4.5 million pledged. At the time of entering the loan agreement, Golden Sunrise Investment LLC was owned by two of the Company's shareholders who collectively owned approximately 19% of the Company's outstanding shares. The loan has an annual interest rate of 12% and the principal amount has a due date of September 7, 2024. On March 5, 2024, the Company entered into an addendum to the loan agreement with Golden Sunrise Investment LLC, a related party obtaining an additional secured loan amount of $300,000 at an annual interest rate of 12% which is due September 7, 2024. The interest expense amount was $77,208 for the nine months ended September 30, 2024. The principal of $1,300,000 and interest of $28,208 were paid off on July 3, 2024 from the processed of the sale of the building.

On April 2, 2024, the Company entered into a two-year loan agreement with the Company's CEO Desheng Wang for the amount of $300,000. The loan has an annual interest rate of 12% and the principal and interest amount have a due date of April 1, 2026, as consistent with the previous and separate loan agreement with Golden Sunrise Investment LLC. Until June 30, 2024, the principal loan amount has been increased from $300,000 to $801,000. The interest expense amount was $19,501 for the nine months ended September 30, 2024. The principal and interest were paid off on July 9, 2024.

Note 7 – Short-Term Loans

On January 2, 2024, the board of directors of the Company authorized the Company to enter into a revolving credit facility or series of promissory notes for up to $5 million with one or more lenders. The Company accepted the first $300,000 tranche on January 9, 2024 (the "Loan") with a third-party private lender (the "Lender") whereby the Lender loaned $300,000 to the Company (the "Principal Amount"). The Loan has an annual 3% compound interest rate and note payments begins on February 4, 2024 ("Due Date"). On the Due Date, the Company will begin to pay Lender in 12 equal monthly installment payments of $25,408.11 each. The interest amount for the nine months ended September 30, 2024 was $3,265, and the total principal outstanding loan amount was $100,000 as of September 30, 2024.

On June 18, 2024, the Company entered into a one-month loan agreement with a third party for the amount of $50,000. The loan has an annual interest rate of 12% and the principal and interest amount have a due date of July 19, 2024. The interest expense amount was $500 for the nine months ended September 30, 2024. The principal and interest were paid off on July 19, 2024.

Note 8 – Lease

The Company recorded an operating lease expense of $146,523 and $104,156 for the nine months ended September 30, 2024 and 2023, respectively. This is included in general and administrative expenses.

On January 16, 2023, Focus Universal (Shenzhen) Technology Co. LTD entered into a thirty-six month commercial lease with a third party for an approximately 2,017 square foot office space. The lease commenced on February 1, 2023 and will end on January 31, 2026. The monthly rent is RMB29,974 (approximately $4,274) with approximately an 11.1% to 12.5% increase rate in each additional year. The incremental borrowing rate for a lease is the rate of interest the Company would have to pay on a collateralized basis to borrow an amount equal to the lease payments for the asset under similar term, which is 10%. Lease expense for the lease is recognized on a straight-line basis over the lease term.

On February 22, 2023, Focus Universal (Shenzhen) Technology Co. LTD entered into a thirty-six month commercial lease with a third party for an approximately 3,449 square foot office space. The lease commenced on March 31, 2023 and will end on February 28, 2026. The monthly rent is RMB35,246 (approximately $5,025) with approximately an 11.1% to 12.5% increase rate in each additional year. The incremental borrowing rate for a lease is the rate of interest the Company would have to pay on a collateralized basis to borrow an amount equal to the lease payments for the asset under similar term, which is 10%. Lease expense for the lease is recognized on a straight-line basis over the lease term.

On June 1, 2024, Focus Universal (Shenzhen) Technology Co. LTD entered into a twelve-month commercial lease with a third party for an approximately 1,701 square foot office space as a sales-focused office. The lease commenced on June 1, 2024 and will end on May 31, 2025. The monthly rent is RMB8,000 (approximately $1,141).

On July 8, 2024, the Company entered into a Standard Industrial/Commercial Single-Tenant Lease (the "Lease") with the Veena Asset Management, LLC to lease the same Focus Universal premises located at 2311 East Locust Court, Ontario, CA 91761 back for one year commencing at the close of escrow of the Purchase Agreement and ending on July 31, 2025, for 14,004 square foot office and warehouse space. Base monthly rent is $16,804, with a total of $58,812 due upon execution of the lease.

Operating lease right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. As of September 30, 2024 and December 31, 2023, operating lease right-of use assets and lease liabilities were as follows:

	September 30, 2024	December 31, 2023
Operating lease right-of-use assets, net	$ 135,700	$ 201,048
Lease liabilities, current portion	$ 107,030	$ 90,172
Lease liabilities, less current portion	$ 20,844	$ 118,517

Lease term and discount rate:

	September 30, 2024	December 31, 2023
Weighted average remaining lease term:		
Operating lease	1.33 to 1.50 years	2.08 to 2.25 years
Weighted average discount rate:		
Operating lease	10%	10%

Note 9 – Stockholders' Equity

Stock Dividend

On March 23, 2023, the Company issued a fifty percent (50%) stock dividend of the Company's common stock to its shareholders for a stock dividend of one share of common stock for every two shares of common stock held.

The Company followed paragraph ASC 505-20-25 in treating its stock dividend as a stock split due to the stock dividend being greater than 25% of the shares then outstanding. As such, on March 23, 2023 and April 3, 2023, the Company issued 21,592,164 stock dividends to its shareholders for a stock dividend of one share of common stock for every two shares of common stock issued and outstanding. The Company adhered to paragraph ASC 260-10-55-12, wherein it retroactively adjusted its statement of stockholders' equity for all presented periods to incorporate the alteration in capital structure.

Common stock

In prior years, the Company entered into several employment agreements that require the issuance of common shares for services that vest on a quarterly basis. During the period ended September 30, 2024, an aggregate of 75,466 shares with a fair value of $54,828 vested during the period and were recognized as compensation costs. As of December 31, 2023, 41,463 shares with a fair value of $74,476 vested under these agreements. These shares were not issued. During the period ending September 30, 2024, 74,943 shares with a fair value of $108,856 that previously vested were issued. As of September 30, 2024, 42,167 shares of common stock with a fair value of $20,448 remain vested but not issued.

On September 15, 2024, the Company entered into a placement agency agreement (the "Placement Agency Agreement"), with Univest Securities, LLC (the "Placement Agent"). Pursuant to the Placement Agency Agreement, the Placement Agent agrees to use its reasonable best efforts to sell the Company's common stock, par value $0.001 per share (the "Common Stock") in a registered direct offering (the "Offering"). In the Offering, an aggregate of 3,750,000 shares of Common Stock (the "Common Shares") of the Company will be sold to a certain institutional purchaser, pursuant to a securities purchase agreement, dated September 15, 2024 (the "Securities Purchase Agreement"). The purchase price of each Common Share was $0.32. The net proceeds from the Offering, after deducting placement agent discounts, commissions, and estimated offering expenses payable by the Company, are approximately $1,086,000.

On September 18, 2024, the Company completed the sale of 4,300,000 shares of Common Stock (the "Shares") in a private placement to certain eligible investors for an aggregate purchase price of $1,290,000, or $0.30 per share (the "Private Placement"). As part of the offering, Dr. Desheng Wang, Chief Executive Officer, Secretary, and Director of the Company, and Dr. Edward Lee, Chairman of the Board of the Company entered into a Subscription Agreements pursuant to which the Company agreed to issue and sell 1,000,000 shares of the Company's Common Stock for $300,00 in cash to each of these individuals (for an aggregate sale of 2,000,000 shares for proceeds of $600,000 in cash.) The Subscription Agreements contain customary representations and warranties and was exempt from registration under Section 4(a)(2) of the Securities Act. The Company determined that the officer and director were granted an inherent compensation/benefit since the trading price at the issuance date was $0.47. As such, the Company recorded stock compensation cost of $340,000.

Treasury stock

On August 10, 2022, the Company entered a stock purchase agreement (the "Stock Purchase Agreement") with a private shareholder to repurchase 600,000 shares of its common stock for $2,000,000. The private shareholder transferred the shares on October 4, 2022, forming a binding agreement, which the Company placed in treasury; and on October 6, 2022, the Company wired the first $1,000,000 of the purchase price. Subsequently, on July 14, 2023, the Company entered into an amendment to the Stock Purchase Agreement that increased the number of shares of its common stock the Company would purchase to 1,300,000 shares and revised the total purchase price of the shares to $1,965,000 resulting in a $35,000 change in our obligation to purchase Treasury stock. The remaining $965,000 was paid on July 14, 2023. Upon receipt of the additional 900,000 shares, the Company also placed them in treasury. As of January 17, 2023, the Company retired the initial 600,000 shares and restored them to the status of authorized and unissued shares.

On June 11, 2024, the Company retired 30,000 shares with a cost of $48,362 and restored them to the status of authorized and unissued shares. As of September 30, 2024, all of the previously repurchased shares have been restored to the status of authorized and unissued and 1,133,040 shares remain as treasury shares.

Employee compensation

On February 11, 2022 (the "Vesting Date"), the Company entered into a restricted stock award agreements (the "Award Agreement") with eight employees for 280,000 shares of the Company's common stock subject to the terms and to the fulfillment of the conditions set forth in the Company's equity incentive plan. The first 20% of the restricted shares were granted and vested on February 11, 2022. An additional 20% of the restricted shares will vest on each anniversary of the Vesting Date until the fourth anniversary of the Vesting Date. The initial fair value of the awards on the date of grant was determined to be $2,942,800 which is being amortized over the 5 year vesting period. As of December 31, 2023 the unamortized amount of the award was $1,072,020. During the nine months ended September 30, 2024 the Company amortized $268,005 of this amount leaving an unamortized balance of $804,015 at September 30, 2024. As of September 30, 2024, 186,000 of the shares had been vested and 102,000 of the shares had been forfeited.

Stock options

On January 2, 2024, each member of the Board was granted 22,500 options to purchase shares at $1.50 per share with a fair value of $29,595. The options vest monthly over 1 year, and may be exercised during a 10-year term. In the aggregate, 112,500 options were granted with a fair value of $147,975. During the nine months ended September 30, 2024, the Company recognized $110,985 of compensation cost relating to the vesting of these options and $36,990 remained unvested which will be amortized over the remainder of 2024.

For the nine months ended September 30, 2024 and 2023, the Company's stock option compensation expenses amounted to $110,985 and $400,208, respectively.

The fair value of the stock options issued during the periods was determined using the Black-Scholes option pricing model with the following assumptions:

	September 30, 2024
Risk-free interest rate	3.94%
Expected life of the options	5.5 years
Expected volatility	126.73%
Expected dividend yield	0%

The following is a summary of the option activity from December 31, 2023 to September 30, 2024:

	Number of Options	**Weighted average exercise price**	**Weighted Average Remaining Contractual Life**	**Aggregate Intrinsic Value**
Outstanding at December 31, 2023	513,874	$ 4.05	7.25	–
Granted	112,500	$ 1.50	–	–
Exercised	–	–	–	–
Cancelled or forfeited	–	–	–	–
Outstanding at September 30, 2024	626,374	$ 3.60	7.25	–
Vested as of September 30, 2024	598,249	$ 3.69	7.14	–
Exercisable as of September 30, 2024	598,249	$ 3.69	7.14	–

Note 10 – Discontinued Operation

On August 5, 2024, the Company and the segment manager of AT Tech Systems LLC reached a tentative oral agreement to terminate his employment and the employment of his two direct report team members. The Company discontinued operations of AT Tech Systems on August 21, 2024 with a termination cost of $22,000.

The carrying amount of assets and liabilities of discontinued operations as of September 30, 2024 and December 31, 2023 consist of the following:

	September 30, 2024	December 31, 2023
Current assets of discontinued operations:		
Accounts receivable, net	$ –	$ 150,870
Prepaid expenses	–	8,427
Total current assets of discontinued operations	$ –	$ 159,297
Current liabilities of discontinued operations:		
Accounts payable and accrued liabilities	$ 12,521	$ 47,505
Other current liabilities	–	59,092
Total current liabilities of discontinued operations	$ 12,521	$ 106,597

The income (loss) from discontinued operations presented in the statement of operations for the three and nine months ended September 30, 2024 and 2023 as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue	$ 2,600	$ 246,516	$ 50,772	$ 531,053
Cost of Revenue	29,079	157,008	195,114	357,307
Gross Profit (loss)	(26,479)	89,508	(144,342)	173,746
Operating Expenses:				
Selling expense	–	8,443	9,834	19,255
General and administrative	1,648	20,087	127,151	51,571
Total Operating Expenses	1,648	28,530	136,985	70,826
Income (loss) from Operations	(28,127)	60,978	(281,327)	102,920
Other Income (Expense):				
Interest income (expense), net	1,343	(80)	1,148	(120)
Other income (expense), net	–	296	2,356	2,077
Total other income, net	1,343	216	3,504	1,957
Net Income (Loss)	$ (26,784)	$ 61,194	$ (277,823)	$ 104,877

Total operating cash flows from discontinued operations were $65,221 and $(133,881), respectively, for the nine months ended September 30, 2024 and 2023.

Note 11 – Contingencies

In the normal course of business or otherwise, the Company may become involved in legal proceedings. The Company will accrue a liability for such matters when it is probable that a liability has been incurred and the amount can be reasonable estimated. When only a range of possible loss can be established, the most probable amount in the range is accrued. The accrual for a litigation loss contingency might include, for example, estimates of potential damages, outside legal fees and other directly related costs expected to be incurred. As of the date of this quarterly report, the Company was involved in the following material legal proceeding.

On August 26, 2024, a former software engineer filed an action against the Company in the Superior Court for the County of San Bernardino, State of California alleging wrongful termination and other violations of the California Labor Code. The complaint seeks unspecified economic and non-economic losses, as well as attorneys' fees. The Company is investigating and intends to vigorously defend itself in the foregoing matters. However, litigation and investigations are inherently uncertain. The Company does possess EPLI insurance, and the legal team as selected by the insurance company is currently handling the matter. The Company vigorously disputes these allegations.

Note 12 – Subsequent Events

On October 17, 2024, the Company repurchased 1,300,000 shares of common stock from two of the Company's shareholders for an aggregate amount of $390,000. Documents have not yet been completed to date, and the Company is currently calculating the accounting effects of this transaction.

As of October 30, 2024, and after September 30, 2024, the Company also repurchased an additional 409,831 common shares from the open market for consideration of $102,639 at an average price of $0.25 in the open window under the Company's active 10b-18 plan. The company plans to maintain these as treasury shares until certain retirement.

The Company has evaluated all other subsequent events through the date these consolidated financial statements were issued and determined that there were no other subsequent events or transactions that require recognition or disclosures in the consolidated financial statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS AND PLAN OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with, and is qualified in its entirety by, the consolidated financial statements and notes thereto included in, Item 1 in this Quarterly Report on Form 10-Q. This item contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those indicated in such forward-looking statements.

Forward-Looking Statements

This Quarterly Report on Form 10-Q and the documents incorporated herein by reference contain forward-looking statements. Such forward-looking statements are based on current expectations, estimates, and projections about our industry, management beliefs, and certain assumptions made by our management. Words such as “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” variations of such words, and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties, and assumptions that are difficult to predict; therefore, actual results may differ materially from those expressed or forecasted in any such forward-looking statements. Unless required by law, we undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise. However, readers should carefully review the risk factors set forth herein and in other reports and documents that we file from time to time with the Securities and Exchange Commission, particularly the Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and any Current Reports on Form 8-K.

Narrative Description of the Business

Focus Universal Inc. (the “Company,” “we,” “us,” or “our”) is a Nevada corporation. We believe we have developed five proprietary technologies utilizing our patent portfolio which we believe solve the most fundamental problems plaguing the internet of things (“IoT”) industry through: (1) increasing overall chip integration by shifting integration from the component level to the device level; (2) creating a faster 5G cellular technology by using ultra-narrowband technology; (3) leveraging ultra-narrowband power line communication (“PLC”) technology; (4) proprietary User Interface Machine auto generation technology; and (5) incorporating all our core technologies into a single chip. Our Universal Smart Technology is designed to overcome instrumentation interoperability and interchangeability. The electronic design starts from a 90% completed common foundation we call our universal smart instrumentation platform (“USIP”), instead of the current method of building each stand-alone instrument from scratch. Our method eliminates redundant hardware and software and results in significant cost savings and production efficiency. We also provide sensor devices and are a wholesaler of various air filters and digital, analog, and quantum light meter systems. The Company holds 28 patents and patents pending in various phases of the patent process.

Our securities are currently traded on Nasdaq Capital Market effective as of September 23, 2024.

Our Current Products Include:

We are a wholesaler of various digital, analog, and quantum light meters and filtration products, including fan speed adjusters, carbon filters and HEPA filtration systems.

In an effort to continually develop our product lines, we plan to phase out the traditional, lower-margin products, such as the first-generation digital light meter, and are preparing to launch a new line of products that have been in development for several years. These newer technology products will be released in phases, and we intend that increasing amounts of technology will be layered upon these products. Additionally, we plan to continue to increase our efforts in protecting more intellectual property and have continued to develop technologies for long-term growth. We have developed products in both the controlled agriculture industry and home automation industries, taking advantage of our existing relationships in both sectors.

We are building a U.S.-based sales team to market our Smart AVX-branded product lines. The team has already begun marketing our current large format multimedia touch screens, surveillance camera system (cameras and network video recorders (NVRs)), indoor and outdoor LED screens, and Focus Universal-branded voice over internet protocol (VOIP) phone service systems for use in commercial and corporate settings.

Our products on the home automation front are beginning the production cycle. Of note, smart wall touch light switches, digital control smart wall touch light switches, smart timers, and smart controllers are ready for production. Sourcing of electronic parts for these products is completed, the cost analysis of these products is completed, and most of the tooling for production has been completed.

Currently, our Shenzhen subsidiary mainly focuses on product development and commercialization. An important electrode with a "Total Dissolved Solids" ("TDS") meter design, with applications in all solubility measurements, was completed and approved by our U.S. management team. The designs of our TDS sensor, carbon dioxide sensor, new quantum PAR sensor and total dissolved oxygen sensors are also completed. Our testing against the state-of-the-art sensors on the market suggests to us that the new sensors are at least as good as the best quality sensors on the market. However, we believe that our sensors are much more cost effective.

Our software machine auto design team has also made significant progress during the nine months ending September 30, 2024. Having the mathematical and graphical environments created, our team is focused on developing the 3D-user interface machine auto design. Our public reporting automation software is completed and currently undergoing extensive testing. As reports on Forms 10-Q and 10-K are time-consuming, complex processes that require each company's financial team to gather and translate large amounts of data from multiple sources, the time and expertise required to complete the process is a substantial burden for any company, large or small. Meanwhile, SEC reporting deadlines are firm and inflexible. This conflict can interfere with other reporting and internal timelines and leave teams time-strapped and scrambling for the resources needed to meet any reporting requirements. We have developed a Microsoft®-based add-on software that aims to streamline and automate the SEC reporting preparation process. We believe the software will significantly simplify the Form 10-Q and Form 10-K preparation processes and make creating, editing and managing documents both simple and accurate. We are planning to commercialize this software in the fourth quarter of 2024 or the first quarter of 2025. A cloud-based version of this software is also under the development.

Beyond IoT products, our R&D software team has developed a derivative product (i.e., our software platform for interoperability within the IoT), we have developed a complementary office automation software product. This specific software was designed to assist in completing financial reports faster, more accurately, and with greater ease of update, thereby eliminating the need for increased staffing especially in time sensitive projects. It is designed to save CPAs, auditors, accounting, and/or legal a significant amount of time in the preparation of SEC financial reports and other internal financial reporting. Eighty percent of this software development has been completed and we hope to launch a beta version of this product.

Fan speed adjuster device. Designed specifically for centrifugal fans with brushless motors, our adjuster device helps ensure longer life by preventing damage to fan motors by adjusting the speed of centrifugal fans without causing the motor to hum. These devices are rated for 350 watts max, have 120VAC voltage capacity and feature an internal electronic auto-resetting circuit breaker.

Carbon filter devices. We sell two types of carbon filter devices. These carbon filter devices are professional grade filters specifically designed and used to filter the air in greenhouses that might be polluted by fermenting organics. One of these filters can be attached to a centrifugal fan to scrub the air in a constant circle or can be attached to an exhaust line as a single-pass filter, which moves air out of the growing area, filters unwanted odors and removes pollens, dust, and other debris in the air. The other filter is designed to be used with fans from 0-6000 C.F.M.

HEPA filtration device. We provide a high-efficiency particulate arrestance ("HEPA") filtration device at wholesale prices to our client Hydrofarm. Manufactured, tested, certified, and labeled in accordance with current HEPA filter standards, this device is targeted towards greenhouses and grow rooms and designed to keep insects, bacteria, and mold out of grow rooms. We sell these devices in various sizes.

Quantum par meter. We provide a handheld quantum par meter used to measure photosynthetically active radiation ("PAR"). This fully portable handheld PAR meter is designed to measure PAR flux in wavelengths ranging from 400 to 700 nm. It is designed to measure up to 10,000 µmol.

For a description of our products and services offering, please refer to Item 1. "Business" beginning on page 1 of our Annual Report on Form 10-K for the fiscal year ending December 31, 2023, filed with the Securities and Exchange Commission on April 1, 2024.

Ubiquitor Wireless Universal Sensor Device

We have developed a device we call the Ubiquitor, which replaces the functions of traditional digital measurement and sensing products by integrating many digital sensors and measurement tools into one single digital device. We believe the platform represents a technological advancement in the IoT marketplace by integrating large numbers of technologies, including cloud technology, wired and wireless communication technology, software programming, instrumentation technology, artificial intelligence, PLC technology, and sensor networking into a single platform. We believe the result of such integration is a smaller, cheaper, and faster circuit system design than those currently offered in the instrumentation market.

Our USIP technology that will make the Ubiquitor possible is an advanced software and hardware integrated instrumentation platform that uses a large-scale modular design approach. The large-scale modular design approach subdivides instruments into a foundation component (a USIP) and architecture-specific components (sensor nodes), which together replaces the functions of traditional instruments at a fraction of their cost. The USIP has an open architecture, incorporating a variety of individual instrument functions, sensors, and probes from different industries and vendors. The platform features the ability to connect potentially thousands of different sensors or probes, addressing major limitations present in traditional instrumentation systems.

The Ubiquitor will be a general platform that collects data in real time, up to 100 Hz per second, and, thus, is intended to be adapted to many industrial uses.

By using the universal hardware or USIP, we believe we could achieve the following efficiencies in instrumentation systems:

1. **Cut production costs.** Smartphone technology is widely used on the small sensor device market. By utilizing smartphone technology, the Ubiquitor will add superior functionality and performance, improve the product's quality, and cut production costs.

2. **Reduce the effort required to develop a new sensor product.** With the Ubiquitor, we believe that there will be no need for device manufacturers to research and develop new monitoring and operating components because they will just need to develop new sensor nodes or probes that may be integrated into our software technology.

3. **Reduce clutter.** It is anticipated that the Ubiquitor could dispense with some of the hassle of connecting cables, since the Ubiquitor allows wireless transmission of sensor data and may allow wireless access to networks, such as a PLC network.

Additional Focus Universal Inc. IoT Products under Smart AVX. Focus Universal Inc. is integrating its own Smart AVX- branded IoT equipment to connect devices across platform systems and to facilitate unified collaboration across audio-visual technologies, digital media technologies, security and surveillance technologies and communication technologies. This approach allows the Company to service its customers for ease of use, design and integration, and installation and maintenance by utilizing technology that integrates our five core technologies.

We have integrated our Smart AVX-branded products across the following strategic sub-sectors: LED Audio-visual Panel Products, large format Smart Multimedia Touch Screens, Pan Tilt Zoom ("PTZ") Dome Cameras and Network Video Recorders ("NVRs"), and VOIP Phone Services.

1. **LED** Audio-visual Panel Products. LED panel digital displays have become an integral and modern-day solution that address the communication and display demands of the residential and commercial customer base. Due to the flexible configuration of the LED panels, the modular design that enables the ability to incorporate a design into any size space, the flexibility of the standard size panels to accommodate curvature in the design space, the ability to address transparency in the panel displays and create new areas for delivering media to the public, our LED panel digital displays allow us to easily adapt our display design to spaces of any size and shape, making any customer space a customizable output and connected piece within a system. The option to create full size screens in any space, while addressing any environmental demands, allows us to use state-of-the-art media resulting in immersive, three-dimensional, captivating content delivery within any system.

2. **Large Format Smart Multimedia Touch Screens.** Smart AVX-branded large format touch screens deliver interactive solutions for a wide variety of industries and applications, including education, healthcare, commercial, residential and government applications. While interacting with a touch display is commonplace in public-consumer spaces, we integrate large format Smart touch screens in small business, commercial applications such as dental offices and other business scenarios. These market applications continue to be underserved with touch-enabled devices, and our installation engineers and design staff can customize solutions for unique business and commercial application projects. The Company, through the Smart AVX brand, offers a myriad of customized choices and a long list of options within the current touch screen technology in a refined product. Our products allow future integration of our core platform technologies, such as the LED digital displays, the Ubiquitor, PTZ Dome Cameras and VOIP Phone Systems, allowing for pinch, zoom, scrolling, and videoconferencing within the touch screen format.

Lusher Corporate Services, One Touch Financial Software

Financial reporting is the process by which a company keeps investors aware of a company's financial condition, allowing them to have the information they need before making an investment decision.

An annual report on Form 10-K is a comprehensive report filed annually by a publicly traded containing company information such as its history, organizational structure, financial statements, earnings per share, subsidiaries, executive compensation, and other relevant data.

The quarterly report on Form 10-Q is a comprehensive report of a company's quarterly performance that must be submitted by public companies to the SEC on a quarterly basis. The quarterly report on Form 10-Q is generally submitted with unaudited financial statements including condensed financial statements, a management discussion and analysis on the financial condition of the company, and disclosures regarding market risk and internal controls. In the quarterly reports, companies are required to disclose additional relevant quarterly financial information regarding their financial position.

Because of the depth and nature of the information they contain, reports on Forms 10-K and 10-Q can become time-consuming, especially given the complex processes that require a company's internal teams to gather large amounts of data across multiple sources. The time and expertise required to complete the process is a substantial burden. SEC reporting deadlines are firm and inflexible. These reporting requirements can interfere with other reporting timelines and leave a time-strapped team scrambling for the resources needed to meet mandated reporting requirements.

Delays and mistakes in SEC financial reporting can have far-reaching consequences for companies and their shareholders including. SEC review, enforcement actions, and penalties. Late, inaccurate, or incomplete filings can often lead to a drop in the company's stock price and a decrease in investor confidence.

However, it is critically important that the company's financial reporting is accurate, thorough, and up to date. Office software packages are widely used in all report preparation. While current software can do an excellent job on word processing, it often fails in the creation of the rigorously formatted tables and spreadsheets needed to populate requisite financial information in report. Furthermore, because of the frequent incompatibility between programs from software packages, the formatted tables required by financial reporting standards that are created by spreadsheets programs are mismatched, incomplete, or even destroyed when they are transferred via word processing files.

Human data entry of hundreds or thousands of financial numbers in the financial report imposes another challenge and presented by regularly occurring human error. This risk is compounded by a frequent requirement to update or revise these hundreds or thousands of numbers during the time-constrained review processes and auditing processes prior to submission.

Given the complexity and volume of data involved, companies are looking for solutions that not only save cost, and reduce the time and effort required to report in a timely manner but also improve accuracy and compliance. We have developed an automated software solution to address these challenges effectively and efficiently in the following ways:

Data Entry Automation: Our software's automated data entry function reduces the risk of human errors and saves time. It can extract data from various sources and populate financial reports accurately.

Validation Checks: Our One Touch Financial Software includes built-in validation checks to ensure that the data is accurate and compliant with regulatory requirements. It also helps in identifying potential errors early in the reporting process.

Formatted Table Creation: Creating formatted tables which are often required in SEC financial reports, is a time-consuming task. Our software generates these tables accurately and efficiently.

Integration: Integration with existing financial systems and software is essential for a seamless reporting process. Our software connects with multiple data sources and financial software frequently used by reporting companies.

Security and Compliance: Security of data is critical, especially when dealing with sensitive financial data. Our software adheres to industry standards and regulations to ensure data security and compliance with reporting requirements.

The Company plans to demo the software this month as the development for the software has progressed. The company plans for a company roadshow in 3Q of 2024 to update the community regarding these new developments.

Research and Development Efforts of Power Line Communication

Power Line Communication ("PLC") technology is a communication technology that enables sending data over existing power cables. One advantage of this technology is that PLC does not require substantial new investment for its communications infrastructure. Rather, PLC utilizes existing power lines, thereby forming a distribution network that already penetrates all residential, commercial and industrial premises. Accordingly, connectivity via PLC technology is potentially the most cost-effective, scalable interconnectivity approach for the IoT. We believe PLC technology can be an integral part of our communication infrastructure for the IoT, which enables reliable, real-time measurements, monitoring, and control. A large variety of appliances may be interconnected by transmitting data through the same wires that provide electrical energy.

Our patented PLC technology uses an ultra-narrowband spectrum channel of less than 1 KHz to establish a long-distance link between transmitter and receiver. Thus, we believe that our proprietary ultra-narrowband PLC technology will offer a promising alternative to wireless networks and provide the backbone communication infrastructure for IoT devices.

The primary design goal of the power line network is electric power distribution, not data transmission. The harsh electrical noise present on power lines and variations in equipment and standards make data transmission over the power grid difficult. These technological challenges have impeded, or even halted, progression of PLC technology.

Research and Development Efforts of 5G Cellular Technology

Just like our ultra-narrowband technology can be used to effectively reduce noise in powerline communication technology, our internal research suggests that our ultra-narrowband technology can be leveraged to create a type of 5G wireless communication technology that can achieve both low band 5G coverage and an estimated 1 Gbps high band speed. We employ an ultra-narrow spectrum channel (<1KHz) to establish an ultra-long-distance link between the 5G base station and the receiver which reduces noise and interference entering the bandwidth.

For a description of the ultra-narrowband technology and the 5G applications, see "Part I - Item 1. Business, Section 2. "Creating a faster 5G cellular technology by using ultra-narrowband technology" in our Annual Report on Form 10-K filed with the SEC on April 1, 2024.

Intellectual Property Protection

On November 4, 2016, we filed U.S. patent application number 15/344,041 with the U.S. Patent and Trademark Office (USPTO). The patent was issued on March 20, 2018.

We filed with the USPTO on June 2, 2017 a patent application regarding a process for improving a spectral response curve of a photo sensor. The resulting U.S. Patent No. 10,251,037 was issued on February 26, 2019.

On March 19, 2018, we filed U.S. Patent Application No. 15/925,400. The patent title is a "Universal Smart Device," which is a universal smart instrument that unifies heterogeneous measurement probes into a single device that can analyze, publish, and share the data analyzed. The resulting U.S. Patent No. 10,251,037 was issued on April 2, 2019.

On November 29, 2019, the Company filed an international utility patent application through the Patent Cooperation Treaty (PCT) as International Patent Application No. PCT/US2019/63880. On September 6, 2022, the International Searching Authority (ISA) issued a favorable International Preliminary Report of Patentability (IPRP) regarding this patent application, which describes the Company's PLC technology. The IPRP cited only three category "A" documents, indicating that the Company's application met both the novelty and non-obviousness patentability requirements. Consequently, the Company is optimistic that a patent including claims directed to its PLC technology will be issued in due course and will allow the Company to protect its PLC technology.

In 2021, we hired the law firm of Knobbe, Martens, Olson & Bear, LLP ("Knobbe Martens") to serve as outside intellectual property counsel for the Company. The firm is working on converting the Company's provisional patent applications to formal nonprovisional patent applications and expanding existing patent portfolios. In addition, Knobbe Martens is working on filing four previously unfiled patents and pursuing patent coverage in Europe and Australia. In addition, in May 2022, the Company engaged Chang & Hale, LLP as suggested by our counsel at Knobbe Martens to assist with two new patents, noting that Knobbe Martens still remains our main IP counsel. Currently, the Company has 18 pending U.S. nonprovisional patent applications and 9 issued U.S. patents. As a result of our primary IP attorney switching firms from Knobbe Martens to Dority Manning, Focus Universal Inc, hired Dority Manning on July 16, 2024 to serve as outside intellectual property counsel for the Company.

The Company's patent number 11,488,468 was allowed and subsequently issued on November 1, 2022. The patent is titled "Sensor for Detecting the Proximity of an IEEE 802.11 Protocol Connectable Device." On November 7, 2023, our patent application titled "Activated Carbon Air Filter" issued as U.S. Patent No. 11,806,654. We also just received an issue notification from the USPTO, indicating that our patent application titled "Electronic Lock and Method of Operation" will issue on November 21, 2023, as U.S. Patent No. 11,823,513. The company has begun to file omnibus patents to combine certain patents under a unified central patent.

Competitors

We have identified several competitors specifically in the wireless sensor node industry, including traditional instruments or device manufacturers. Hach developed and launched the SC1000 Multi-parameter Universal Controller, a probe module for connecting up to 32 digital sensors or analyzers. However, their products are not compatible with smart phones yet; and we believe their price point is still prohibitive to consumers. Monnit Corporation offers a range of wireless and remote sensors. Many of Monnit's products are web-based wireless sensors that usually are not portable because of their power consumption. Also, the sensors' real-time updates are slow; and we believe security of the web-based sensor data acquisition may also be a concern. In addition to purchasing the device, consumers usually have to pay monthly fees for using web-based services. We are not trying to compete with traditional instruments or device manufacturers because we utilize our Ubiquitor device in conjunction with our smartphone application, which we believe will be a completely different product category.

IoT Installation Industry

There are several companies that compete with AVX in smart home installations, including Vivint Smart Home, Savant, Crestron and Control4. However, we believe we can distinguish ourselves from our competitors by offering substantially more customization and interoperability with existing platforms. While our service offerings do not rely on always providing the entire installation for the end client, our Company is able to seamlessly provide accenting, replacement, or conversion home automation systems which are easier to use and interoperate for the end client, and with limited rewiring. Complete installation by Crestron ranges between $100,000 and $500,000 and an installation by Control4 ranges between $70,000 and $250,000. The cheapest competitor we can identify in this sector is Vivint Smart Home, which costs less than $50,000 to install; however, we understand that the Vivint Smart Home focuses on security systems only and that users have no other smart applications, which our smart home product line would include. Our sales staff have encountered a growing client base of unhappy customers with the pre-existing and completely siloed platform systems that reportedly are not easy to use or program, require costly specialty service for simple operations, are subject to lengthy software and hardware backlogs, and despite being based on the same platform, fail to operate compatibly, possessing frequent errors and bugs.

Air Filtration Systems and Meter Products Industry

The air filtration system and meter products industry is a niche industry. Air purification methods are an effective way to control contaminants and improve indoor air quality; and as a result, many national and local governments overseeing indoor air quality and other emissions are enacting stricter workforce health and safety regulations in this area, which drives demand.

Market Potential

We believe universal wireless smart technology will play a critical role for traditional instrument manufacturers, as currently the undertaking of an IoT project is simply too expensive and difficult to develop for medium or smaller companies and carries a 75% failure rate according to Cisco Systems.[1] The cost factor is the first consideration when deciding whether a company wants to develop smart wireless technologies and implement them into their products or use them in their field testing. We also hope to play a role in academic laboratories, particularly with smaller academic laboratories that are sensitive to price. Regarding the larger IoT industry statistics, overall enterprise IoT spending increased to $201 billion in 2022, an increase of 21.5%. The outlook for growth in 2023 is 18.5% from this large base of enterprise spending.[2] More specifically, the IoT sensors market is projected to reach $26 billion by 2026 from $11.1 billion in 2022.[3] The IoT marketplace size assessments usually include the hardware components and the software components, which often contain a Software as a Service (SaaS) model. Additionally, the rising need for reliable high bandwidth communication for IoT devices is expected to rise to $664.75 billion in 2028, spearheaded by the currently predominant services in the 5G category.[4] We would also expect this market to grow with the addition of new categories of services delivering reliable high bandwidth communication for IoT devices and would cannibalize and expand the existing services where the new services proved to be more effective and efficient.

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[1] Cisco Systems, Connected Futures, Executive Business Insights, May 2017, The Journey to IoT Value, Challenges, Breakthroughs, and Best Practices, https://newsroom.cisco.com/c/r/newsroom/en/us/a/y2017/m05/cisco-survey-reveals-close-to-three-fourths-of-iot-projects-are-failing.html

[2] IoT Analytics, Market Insights for the Internet of Things, February 7, 2023, Global IoT market size to grow 19% in 2023—IoT shows resilience despite economic downturn, https://iot-analytics.com/iot-market-size/

[3] Markets and Markets, IoT Sensors Market by Sensor Type, Network Technology, Vertical, Application, and Geography – Global Forecast -2026, https://www.marketsandmarkets.com/Market-Reports/sensors-iot-market-26520972.html

[4] Cision PRNewswire, Research and Markets, Global $664.75 Billion 5G Services Markets to 2028: Rising Need for High Bandwidth to Provide Reliable Communication to IoT Devices is Expected to Boost Overall Market Growth, https://www.prnewswire.com/news-releases/global-664-75-billion-5g-services-markets-to-2028-rising-need-for-high-bandwidth-to-provide-
reliable-communication-to-iot-devices-is-expected-to-boost-overall-market-growth-301432173.html

Results of Operations

For the three months ended September 30, 2024 compared to the three months ended September 30, 2023

Revenue, cost of revenue and gross profit

	For the three months ended September 30, 2024	For the three months ended September 30, 2023	Increase (Decrease) $
Revenue	$ 74,215	$ 71,854	$ 2,361
Cost of revenue	42,530	44,386	(1,856)
Gross Profit	$ 31,685	$ 27,468	$ 4,217

Our consolidated gross revenue for the three months ended September 30, 2024 and 2023 was $74,215 and $71,854, respectively. Cost of revenue for the three months ended September 30, 2024 was $42,530, compared to $44,386 for the three months ended September 30, 2023. In addition to the increase in revenue and decrease cost of revenue, gross profit increased to $31,685 compared to $27,468 for the three months ended September 30, 2024 and 2023, respectively. The result is attributed to the Company selling more LED products this year compared to last year, with LED products yielding higher profit margins than hydroponic products.

The major components of our cost and operating expenses for the three months ended September 30, 2024 and 2023 are outlined in the table below:

	For the three months ended September 30, 2024	For the three months ended September 30, 2023	Increase (Decrease) $
Selling expense	$ 30,936	$ 25,193	$ 5,743
Compensation – officers and directors	575,255	267,002	308,253
Research and development	308,516	305,872	2,644
Professional fees	278,336	132,914	145,422
General and administrative	585,491	387,764	197,727
Total operating expenses	$ 1,778,534	$ 1,118,745	$ 659,789

Selling expenses for the three months ended September 30, 2024 were $30,936, compared to $25,193 for the three months ended September 30, 2023. Selling expenses were mainly from third party advertising fees and marketing related fees. The increase in selling expenses was due to an increase in advertising fees.

Compensation – officers and directors were $575,255 and $267,002 for the three months ended September 30, 2024 and 2023, respectively.

Research and development costs were $308,516 and $305,872 for the three months ended September 30, 2024 and 2023, respectively.

Professional fees were $278,336 during the three months ended September 30, 2024, compared to $132,914 during the three months ended September 30, 2023. The increase in these professional fees compared to the prior period was due to an increase in legal fees for employment litigation defense and SEC securities attorney legal fees.

General and administrative expenses for the three months ended September 30, 2024 was $585,491 compared to $387,764 during the three months ended September 30, 2023. The increase of general and administrative expenses was primarily due to an increase in the number of office employees in 2024.

Other Income (expense)

Other income for the three months ended September 30, 2024 was $3,215,560, compared to $62,050 for the three months ended September 30, 2023. The increase was due to gain on sale of the property.

Income (loss) from discontinued operations, net of tax

Income (loss) from discontinued operations, net of tax was $(26,748) during the three months ended September 30,2024, compared to $61,194 during the three months ended September 30,2023. The decrease was due to the discontinued operations of AT Tech Systems LLC in August 2024.

Net Losses

During the three months ended September 30, 2024 and 2023, we incurred net income (loss) of $1,441,927 and $(968,033) respectively, due to the factors discussed above.

For the nine months ended September 30, 2024 compared to the nine months ended September 30, 2023

Revenue, cost of revenue and gross profit

	For the nine months ended September 30, 2024	**For the nine months ended September 30, 2023**	**Increase (Decrease) $**
Revenue	$ 264,954	$ 238,803	$ 26,151
Cost of revenue	127,686	174,090	(46,404)
Gross Profit	$ 137,268	$ 64,713	$ 72,555

Our consolidated gross revenue for the nine months ended September 30, 2024 and 2023 was $264,954 and $238,803, respectively. Cost of revenue for the nine months ended September 30, 2024 was $127,686, compared to $174,090 for the nine months ended September 30, 2023. In addition to the increase in revenue and decrease cost of revenue, gross profit increased to $137,268 compared to $64,713 nine months ended September 30, 2024 and 2023, respectively. The result is attributed to the Company selling more LED products this year compared to last year, with LED products yielding higher profit margins than hydroponic products.

The major components of our cost and operating expenses for the nine months ended September 30, 2024 and 2023 are outlined in the table below:

	For the nine months ended September 30, 2024	**For the nine months ended September 30, 2023**	**Increase (Decrease) $**
Selling expense	$ 96,027	$ 89,315	$ 6,712
Compensation – officers and directors	687,303	827,939	(140,636)
Research and development	948,041	925,345	22,696
Professional fees	985,368	506,878	478,490
General and administrative	1,612,735	1,160,915	451,820
Total operating expenses	$ 4,329,474	$ 3,510,392	$ 819,082

Selling expenses for the nine months ended September 30, 2024 was $96,027, compared to $89,315 for the nine months ended September 30, 2023.

Compensation – officers and directors were $687,303 and $827,939 for the nine months ended September 30, 2024 and 2023, respectively.

Research and development costs were $948,041 and $925,345 for the nine months ended September 30, 2024 and 2023, respectively. The increase was due to an increase in the number of research and development patent fees.

Professional fees were $985,368 during the nine months ended September 30, 2024, compared to $506,878 during the nine months ended September 30, 2023. The increase in these professional fees compared to the prior period was due to an increase in legal fees for employment litigation defense and SEC securities attorney legal fees.

General and administrative expenses for the nine months ended September 30, 2024 was $1,612,735 compared to $1,160,915 during the nine months ended September 30, 2023. The increase of general and administrative expenses was primarily due to an increase in the number of office employees in 2024.

Other Income (expense)

Other income for the nine months ended September 30, 2024 was $3,231,253, compared to $240,360 for the nine months ended September 30, 2023. The increase was due to gain on sale of the property.

Income (loss) from discontinued operations, net of tax

Income (loss) from discontinued operations, net of tax was $(277,823) during the nine months ended September 30,2024, compared to $104,877 during the nine months ended September 30,2023. The decrease was due to the Company discontinued operations of AT Tech Systems LLC in August 2024.

Net Losses

During the nine months ended September 30, 2024 and 2023, we incurred net losses of $1,238,776 and $3,100,442 respectively, due to the factors discussed above.

Liquidity and Capital Resources

Working Capital

	September 30, 2024	December 31, 2023
Current Assets	$ 5,971,500	$ 1,028,278
Current Liabilities	(763,939)	(1,657,646)
Working Capital	$ 5,207,561	$ (629,368)

Cash Flows

The table below, for the periods indicated, provides selected cash flow information:

	For the nine months ended September 30, 2024	For the nine months ended September 30, 2023
Net cash used in operating activities	$ (477,195)	$ (2,603,545)
Net cash provided by investing activities	3,950,852	54,472
Net cash provided by (used in) financing activities	1,451,000	(385,686)
Effect of exchange rate	(11,681)	20
Net change in cash	$ 4,912,976	$ (2,934,739)

Cash Flows from Operating Activities

Our net cash outflows from operating activities of $477,195 for the nine months ended September 30, 2024 was primarily the result of our net loss of $898,776 and changes in our operating assets and liabilities offset by the add-back of non-cash expenses, and operating activities from discontinued operations.

Our net cash outflows from operating activities of $2,603,545 for the nine months ended September 30, 2023 was primarily the result of our net loss of $3,100,442 and changes in our operating assets and liabilities offset by the add-back of non-cash expenses, and operating activities from discontinued operations.

We expect that cash flows from operating activities may fluctuate in future periods as a result of a number of factors, including fluctuations in our net revenues and operating results, utilization of new revenue streams, in line with our shifting revenue streams, collection of accounts receivable, and timing of billings and payments.

Cash Flows from Investing Activities

For the nine months ended September 30, 2024 we had cash inflow from investing activities of $3,950,852 from the purchase of property and equipment of $13,250 and proceeds from sale of property of $3,964,102. For the nine months ended September 30, 2023, we had cash inflow from investing activities of $54,472. That was primarily the result from the purchase of property and equipment of $20,294, purchase of marketable securities of $144,907, and proceeds from sales of marketable securities of $219,673.

Cash Flows from Financing Activities

For the nine months ended September 30, 2024, we had cash inflows of $1,451,000 due to proceeds from third party and related party loan amount of $1,451,000 and repayment on third party and related party loan amount of $2,376,000, stock issued for placement agent of $1,086,000, and stock issued for private placement of $1,290,000. For the nine months ended September 30, 2023, we had cash outflows of $385,686 due to proceeds from related party loan of $1,000,000 and purchase of treasury stock of $1,385,686.

Going Concern

The Company has assessed its ability to continue as a going concern for a period of one year from the date of the issuance of these condensed consolidated financial statements. The Company has a net loss of $1,238,776 and $3,100,442 for the nine months ended September 30, 2024 and 2023, respectively. In addition, the Company had an accumulated deficit of $23,820,946 and $22,582,170 as of September 30, 2024 and December 31, 2023, respectively, and negative cash flow from operating activities of $3,658,901 and $2,603,545 for the nine months ended September 30, 2024 and 2023, respectively. Substantial doubt about the Company's ability to continue as a going concern exists when relevant conditions and events, considered in the aggregate, indicate that it is probable that the Company will be unable to meet its obligations as they become due within one year from the financial statement issuance date. The accompanying consolidated financial statements have been prepared in conformity with U.S. GAAP, which contemplate continuation of the Company as a going concern. The Company currently suffered recurring loss from operations, generated negative cash flow from operating activities, has an accumulated deficit and has not completed its efforts to establish a stabilized source of revenues sufficient to cover operating costs over an extended period of time. These conditions raise substantial doubt as to its ability to continue as a going concern. These unaudited condensed consolidated financial statements do not include adjustments relating to the recoverability and classification of reported asset amounts or the amount and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company's independent registered public accounting firm, in its report on the Company's consolidated financial statements for the year ended December 31, 2023, has also expressed substantial doubt about the Company's ability to continue as a going concern.

At September 30, 2024, the Company had cash and cash equivalents, and short-term investments, in the amount of $5,368,273. The ability to continue as a going concern is dependent on the Company attaining and maintaining profitable operations in the future and raising additional capital to meet its obligations and repay its liabilities arising from normal business operations when they come due. Since inception, the Company has funded its operations primarily through equity and debt financings, and it expects to continue to rely on these sources of capital in the future. In addition, before September 30, 2024, the Company has sold its land and buildings which provided additional working capital to the Company. For more information on the sale of the land and buildings please see Note 5. No assurance can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company. Even if the Company is able to obtain additional financing, it may contain undue restrictions on our operations, in the case of debt financing, or cause substantial dilution for our stockholders, in case of equity financing, or grant unfavorable terms in future licensing agreements.

Off-Balance Sheet Arrangements

As of September 30, 2024, we did not have any off-balance-sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation SK.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with the accounting principles generally accepted in the United States of America. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. We believe that understanding the basis and nature of the estimates and assumptions involved with the following aspects of our financial statements is critical to an understanding of our financial statements.

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 of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Recent Accounting Pronouncements

Our Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we have conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a15(e) and 15d15(e) under the Securities and Exchange Act of 1934, at the end of the period covered by this report. Based on this evaluation, our principal executive officer and principal financial officer concluded as of the evaluation date that our disclosure controls and procedures were effective such that the material information required to be included in our Securities and Exchange Commission reports is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms relating to our Company, particularly during the period when this report was being prepared.

Our management concluded we did not maintain effective controls over the Company's financial reporting. The material weaknesses in our internal control over financial reporting, caused principally by inadequate staffing and technical expertise in key positions, resulted in overly relying on outside consultants to make numerous adjustments to our financial statements. Additionally, the significant deficiencies or material weaknesses could result in future material misstatement of the consolidated financial statements that would not be prevented or detected. Management has concluded that the identified control deficiencies constitute a material weakness.

Changes in internal control over financial reporting.

There were no changes in our internal control over financial reporting during our most recent fiscal quarter that materially affected, or were reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Internal Controls

Disclosure controls and procedures, no matter how well designed and implemented, can provide only reasonable assurance of achieving an entity's disclosure objectives. The likelihood of achieving such objectives is affected by limitations inherent in disclosure controls and procedures. These include the fact that human judgment in decision-making can be faulty and that breakdowns in internal control can occur because of human failures such as simple errors or mistakes or intentional circumvention of the established process.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On August 26, 2024, a former software engineer filed an action against the Company in the Superior Court for the County of San Bernardino, State of California alleging wrongful termination and other violations of the California Labor Code. The complaint seeks unspecified economic and non-economic losses, as well as attorneys' fees. The Company is investigating and intends to vigorously defend itself in the foregoing matters. However, litigation and investigations are inherently uncertain. The Company does possess EPLI insurance, and the legal team as selected by the insurance company is currently handling the matter. The Company vigorously disputes these allegations.

ITEM 1A. RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

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

On or about September 18, 2024, we completed the sale of 4,300,000 shares of Common Stock in a private placement to certain eligible investors for an aggregate purchase price of $1,290,000, or $0.30 per share. The Subscription Agreements contain customary representations and warranties and was exempt from registration under Section 4(a)(2) of the Securities Act. The use of proceeds is to be used in the ongoing research and development of Focus Universal Inc. products including the SEC filing software.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

No senior securities were issued and outstanding during the nine-month periods ended September 30, 2024 or 2023.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable to our Company.

ITEM 5. OTHER INFORMATION

Our common stock trades on the Nasdaq Capital Market under the symbol "FCUV."

During the quarter ended September 30, 2024, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

ITEM 6. EXHIBITS AND REPORTS ON FORM 10-Q

Exhibits

The following financial information is filed as part of this report:

(a) (1) FINANCIAL STATEMENTS

(2) SCHEDULES

(3) EXHIBITS. The following exhibits required by Item 601 to be filed herewith are incorporated by reference to previously filed documents:

Exhibit Number	**Description**
3.1	Articles of Incorporation, as filed with the SEC on December 26, 2013.
3.2	Amended and Restated Bylaws, as filed with the SEC on October 22, 2019.
15.1	Report of Independent Registered Public Accounting Firm (PCAOB No. 572) dated April 1, 2024, as filed with the SEC on April 1, 2024.
31.1	Certification of CEO pursuant to Sec. 302
31.2	Certification of CFO pursuant to Sec. 302
32.1	Certification of CEO pursuant to Sec. 906
32.2	Certification of CFO pursuant to Sec. 906
101.INS	XBRL Instances 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

SIGNATURES

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

	Focus Universal Inc.
Dated: November [_], 2024	By: /s/ Desheng Wang Desheng Wang Chief Executive Officer
Dated: November [_], 2024	By: /s/ Irving H. Kau Irving H. Kau Chief Financial Officer

Exhibit 31.1

CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Desheng Wang, certify that:

1) I have reviewed this quarterly report on Form 10-Q.

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) I am 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 the 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.

(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) 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 controls over financial reporting.

Date: November [_], 2024

By: /s/ Desheng Wang
Desheng Wang
Chief Executive Officer

Exhibit 31.2

**CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Irving Kau, certify that:

1) I have reviewed this quarterly report on Form 10-Q.

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) I am 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 the 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.

(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) 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 controls over financial reporting.

Date: November [_], 2024

By: /s/ Irving H. Kau
Irving H. Kau
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Focus Universal Inc. (the "Company") on Form 10-Q for the period ended herein as filed with the Securities and Exchange Commission (the "Report"), I, Desheng Wang, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §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 fully presents, in all material respects, the financial condition and results of operations or the Company.

Date: November [_], 2024

By: /s/ Desheng Wang
Desheng Wang
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Focus Universal Inc. (the “Company”) on Form 10-Q for the period ended herein as filed with the Securities and Exchange Commission (the “Report”), I, Irving Kau, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §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 fully presents, in all material respects, the financial condition and results of operations or the Company.

Date: November [_], 2024

By: /s/ Irving H. Kau
Irving H. Kau
Chief Financial Officer